



ABN 53 117 086 745

**NOTICE OF GENERAL MEETING
OF SHAREHOLDERS**

EXPLANATORY MEMORANDUM

**Including the
Independent Expert's Report of Stantons International Securities
and
Independent Valuation Report of Agricola Mining Consultants Pty Ltd**

AND

PROXY FORM

10:00 AM (WST) FRIDAY 18 MAY 2018

AT

**SUTHERLAND ROOM, CITY WEST RECEPTIONS
45 PLAISTOWE MEWS, WEST PERTH WA 6005**

The Independent Expert has concluded the proposal the subject of Resolution 1 is fair and reasonable to the non-associated shareholders of the Company. Emmerson Directors unanimously recommend that you vote in favour of Resolution 1.

This Notice of General Meeting, Explanatory Memorandum, Independent Expert's Report and Proxy Form should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

**NOTICE OF MEETING
EMMERSON RESOURCES LIMITED**

Notice is hereby given that the General Meeting of Emmerson Resources Limited ("Emmerson" or the "Company") will be held at Sutherland Room, City West Receptions, 45 Plaistowe Mews, West Perth WA 6005 on Friday 18 May 2018 commencing at 10:00 am (WST) for the purpose of transacting the following business:

AGENDA

RESOLUTION 1 - APPROVAL FOR RESTRUCTURE OF THE TENNANT CREEK MINERAL FIELD FARM-IN AND JOINT VENTURE AGREEMENT

To consider and if thought fit, to pass the following resolution as an ordinary resolution:

"That, pursuant to and in accordance with ASX Listing Rule 10.1 and for all other purposes, approval is given for the Company to restructure the Tennant Creek Mineral Field Farm-in and Joint Venture Agreement between the Company and Evolution Mining Limited on the terms and conditions set out in the Explanatory Memorandum."

The Directors of Emmerson unanimously recommend that you vote in favour of this resolution. The Directors intend to vote their shares in favour of Resolution 1.

Stantons International Securities Pty Ltd has provided an Independent Expert Report and has determined the transaction is fair and reasonable to those Shareholders not associated with Evolution and its associates.

The Company will disregard any votes cast on this Resolution by Evolution Mining Limited and any of its associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form.

OTHER BUSINESS

To transact any other business that may be legally brought before the meeting.

By order of the Board



Trevor Verran
Company Secretary
13 April 2018

Regulatory Information

The Company does not suggest that economic mineralisation is contained in the untested areas, the information contained relating to historical drilling records have been compiled, reviewed and verified as best as the Company was able. The Company is planning further drilling programs to understand the geology, structure and potential of the untested areas below current mineralisation. The Company cautions investors against using this announcement solely as a basis for investment decisions without regard for this disclaimer.

Competency Statement

The information in this Explanatory Memorandum accompanying this Notice of Meeting which relates to Exploration Results is based on information compiled by Mr Steve Russell BSc, Applied Geology (Hons), MAIG, MSEG. Mr Russell is a Member of the Australian Institute of Geoscientists and has sufficient experience which is relevant to the style of mineralisation and types of deposits under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 edition and the 2012 edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Mr Russell is a full-time employee of the Company and consents to the inclusion in this report of the matters based on his information in the form and context in which it appears.

INTRODUCTION

This Explanatory Memorandum has been prepared for the information of Shareholders of Emmerson Resources Limited ("Emmerson" or the "Company") in connection with the business to be conducted at the General Meeting to be held at Sutherland Room, City West Receptions, 45 Plaistowe Mews, West Perth WA 6005 on Friday 18 May 2018 commencing at 10:00 am (WST).

An Independent Expert's Report prepared by Stantons International Securities Pty Ltd ("Stantons") comments on whether the proposal the subject of Resolution 1 is fair and reasonable to the non-associated Shareholders of the Company (not associated with Evolution and its associates) (refer Appendix 1).

Shareholders should note that Stantons has concluded that the proposal the subject of Resolution 1 is fair and reasonable to the non-associated Shareholders of the Company.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Meeting.

This Explanatory Memorandum and the Independent Expert's Report should be read in its entirety before making any decision in relation to the Resolution. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, stockbroker, or other professional adviser prior to voting.

The Independent Expert's Report of Stantons is supported by an Independent Valuation Report of the Mineral Assets prepared by Agricola Mining Consultants Pty Ltd ("Agricola") commissioned by Stantons to report on and value the Company's mineral assets in the Tennant Creek region of the Northern Territory.

RESOLUTION 1 - APPROVAL FOR RESTRUCTURE OF THE TENNANT CREEK MINERAL FIELD FARM-IN AND JOINT VENTURE AGREEMENT

Background

Emmerson, Evolution Mining Limited ("Evolution") and their relevant subsidiaries entered into the Tennant Creek Farm-in and Joint Venture Agreement ("TCJVA") on 5 December 2014, pursuant to which Evolution can earn up to a 75% interest in Emmerson's Tennant Creek tenements (TC Tenements) subject to meeting certain expenditure requirements. The TCJVA formalised an earlier terms sheet as agreed between the parties. At the time of entering the TCJVA, Evolution subscribed for 49,144,000 fully paid ordinary shares in the capital of Emmerson, equivalent to a 13.0% shareholding (currently 12.1%).

On 16 February 2018, Emmerson entered a Deed of Variation to the TCJVA with Evolution to which Evolution will become the 100% holder of the whole or parts of identified TC Tenements (the Elected Tenements) and Emmerson will retain a 100% ownership of the remaining TC Tenements (the Remaining Tenements) (Proposed Restructure). Under the Proposed Restructure Emmerson will retain 100% ownership of the majority of the TC Tenements with Evolution taking ownership of those tenements associated with the Gecko-Goanna-Orlando copper-gold prospects representing approximately 6% of the entire TC Tenements area.

The Board composition of the Company will not change as a result of the Proposed Restructure.

Evolution has recently met the Stage 1 farm-in expenditure obligation of \$15 million under the TCJVA which entitles it to elect to earn an initial 65% interest in all of the TC Tenements (Stage 1 Interest). If the Proposed Restructure did not proceed, this would reduce Emmerson's interest in the TC Tenements to 35%.

The Proposed Restructure is conditional on Emmerson obtaining shareholder approval under ASX Listing Rule 10.1.

ASX Listing Rule 10.1

ASX Listing Rule 10.1 requires approval of shareholders prior to acquiring a substantial asset from or disposing of a substantial asset to a substantial shareholder that has a relevant interest in at least 10% of the total votes attached to voting securities. Evolution is a substantial shareholder in Emmerson as it currently holds 12.1% of total votes attached to voting securities in Emmerson. The transactions contemplated under the Proposed Restructure are classified as involving substantial assets of the Company as 35% of the value of the Elected Tenements that Evolution does not already have a right to is greater than 5% of the equity interests of Emmerson in its latest accounts lodged with ASX in accordance with ASX Listing Rule 10.2.

EXPLANATORY MEMORANDUM EMMERSON RESOURCES LIMITED

The primary purpose of Listing Rule 10.1 is to protect security holders from a value-shifting transaction with a person in a position of influence being undertaken without security holder approval. From Emmerson's perspective, the rule is therefore concerned with a transfer in value from Emmerson to Evolution. Emmerson considers that, there is no value shifting from Emmerson to Evolution under the Proposed Restructure.

As explained in this Explanatory Memorandum, the Proposed Restructure will re-distribute the TC Tenements in a way in which Emmerson considers beneficial. It was negotiated by the parties on arms-length commercial terms with the best interests of their respective security holders in mind.

Proposed Restructure

The Proposed Restructure entails:

- (i) Evolution electing to earn its 65% interest in respect of the Elected Tenements and foregoing its right to earn a 65% interest in the Remaining Tenements; and
- (ii) Emmerson withdrawing from the TCJVA and assigning its remaining 35% interest in the Elected Tenements to Evolution.

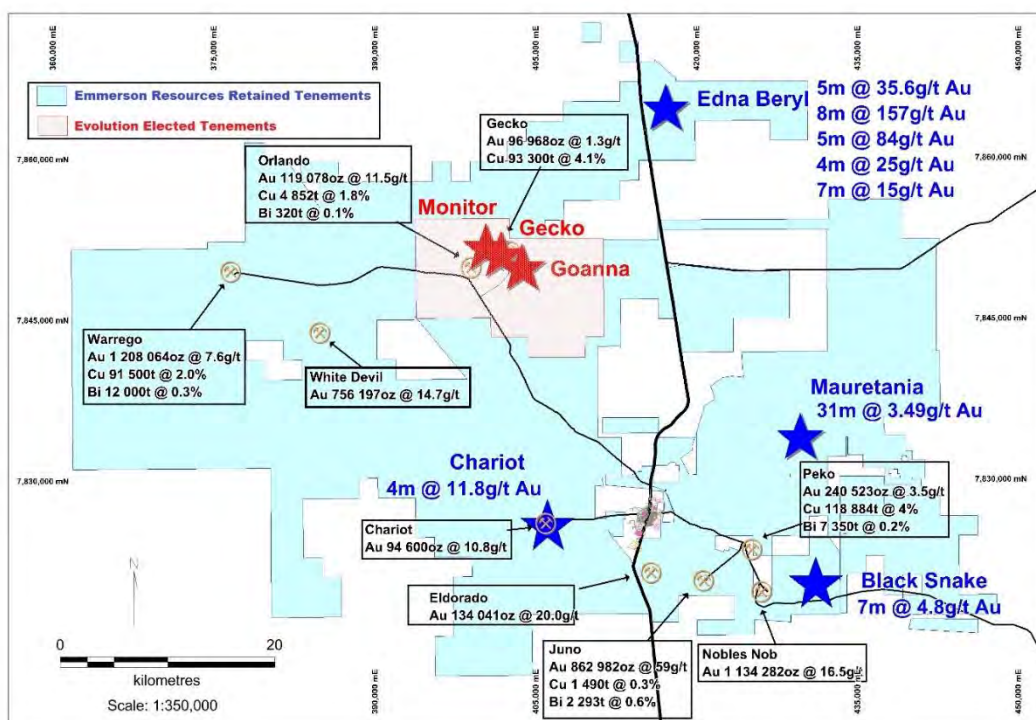
If shareholder approval is not obtained, Evolution will instead elect to earn a 65% interest in the whole of the TC Tenements in accordance with the TCJVA. Evolution has advised that it will not proceed with the second stage earn-in.

If the Proposed Restructure does not proceed, Emmerson considers that it would be in a worse position than if the Proposed Restructure was to proceed.

Details of the Remaining Tenements and Elected Tenements

The Elected Tenements consist of approximately 37 tenements over an area constituting approximately 6% of the entire TC Tenements area containing the Gecko-Goanna-Orlando copper-gold prospects which are predominantly copper rich but have the potential for gold grades to increase at depth.

The Remaining Tenements consist of approximately 366 tenements over an area constituting approximately 94% of the entire TC Tenements area and include gold dominant projects, small mines and associated exploration ground and are considered highly prospective for new discoveries. In addition, through the Remaining Tenements, Emmerson will hold a 100% interest in the Tribute Mining Agreement at Edna Beryl.



Proposed location of the Retained Tenements which Emmerson will hold 100% of (light blue) and the Elected Tenements which Evolution will hold 100% of (red stipple) under the Proposed Restructure.

Emmerson Tribute Mining Strategy

First production from a small part (the Tribute Area) of the Edna Beryl Mine was announced in December 2017. Since then, plans have progressed for the commercial production which includes full scale mining and processing from the Tribute Area. As previously announced, Emmerson receives a “risk free” income stream via a royalty agreement with the specialist small scale miner, the Edna Beryl Mining Company. Under the Proposed Restructure, Emmerson will retain full control over this area and receive 100% of the revenue stream from this royalty (proportional to the amount of gold produced).

Emmerson firmly believe there remains excellent exploration upside at Edna Beryl, but like many of the historical mines in the field, will require higher density drilling that is best achieved from underground. Bulk sampling of ores mined from the 90m Level development drive (within the Tribute Area) assayed more than 35g/t gold (refer ASX announcement dated 23 June 2017). These bulk samples are statistically more representative of the likely overall grade and continuity than the surface drill holes, providing encouragement for undertaking additional underground development and drilling.

Additionally, Emmerson is accelerating the permitting and development of the remainder of the small mines, with the Black Snake project the most advanced, and the largest being Chariot – with a JORC resource of ~100,000ozs of gold at a grade of 17.4g/t. The other small mines can be considered exploration targets, adding a further 160,000 – 180,000ozs of high grade gold at 15-20g/t as indicated from the historical reports.

Emmerson’s Rationale behind the Proposed Restructure

The Proposed Restructure will enable each entity to divest their respective interests in the TC Tenements which they consider non-core to their strategic objectives and as a result allow each entity to gain 100% exposure to, and focus on the development of, the TC Tenements which are more aligned with their corporate objectives.

For Emmerson, the Proposed Restructure will unlock greater near-term value for our shareholders and provide a better strategic fit in terms of delivering high margin projects across a shorter time period. In addition to the Remaining Tenements, Emmerson will retain the data acquired from testing and trialling of new concepts and technology on these areas and the other assets associated with this area such as the Tennant Creek Exploration Base, Warrego Mill and extensive drill core library. This will enable Emmerson to easily scale up exploration and operations around its small mines, plus attract potential new joint venture partners.

If the Proposed Restructure is not implemented and Evolution elects to earn the Stage 1 Interest under the TCJVA, Emmerson will maintain a 35% interest in the TC Tenements. At this stage, a joint venture will be formed. Evolution will be appointed as the manager of the joint venture, with the majority vote on the joint venture management committee enabling Evolution to control the exploration strategy and expenditure.

Evolution has advised that it does not intend to proceed with the second stage earn-in under the TCJVA and therefore will not continue with sole funding the TCJVA. Evolution has also indicated that if the Proposed Restructure is not implemented then it will not fund exploration of the gold projects and is not supportive of the tribute mining strategy developed by Emmerson. Instead, Evolution intends to focus on the Gecko-Goanna-Orlando copper-gold prospects.

If Evolution proceeded with a high cost programme of exploration, it is unlikely that Emmerson would be able to contribute to its share of joint venture costs and it would therefore be forced to dilute its interest in the TC Tenements. Emmerson considers that, due to the depth of the targets, it is likely that exploration and development of the Gecko-Goanna-Orlando copper-gold prospects identified by Evolution as key targets will have high levels of risk and associated high costs of exploration and development.

For the reasons above, Emmerson believes that the implementation of the Proposed Restructure will be beneficial to shareholders as it will allow Emmerson to divest its interest in the assets which it considers non-core to its strategic objectives and allow the Company to obtain a 100% interest in and focus on the development of the Remaining Tenements.

Emmerson Independence from Evolution

Emmerson confirms that Emmerson and Evolution are independent and that the Proposed Restructure was negotiated in good faith and on an arm's length basis. Emmerson points to the following supporting evidence in relation to its independence from Evolution:

- Evolution is not represented on the Board of Emmerson and does not have any rights in relation to an Emmerson Board seat;
- Evolution holds a relatively small interest in the issued shares of Emmerson (currently 12.1%); and
- all decisions regarding exploration/expenditure during the Stage 1 farm-in were made via the Exploration Management Committee comprising both Evolution and Emmerson members (with Emmerson being entitled to be the Farm-in Manager up until completion of Evolution's Stage 1 farm-in).

Independent Expert's Report

ASX Listing Rule 10.10.2 requires a notice of meeting containing a resolution under ASX Listing Rule 10.1 to include a report on the transaction from an independent expert.

The Independent Expert's Report accompanying this Explanatory Memorandum sets out a detailed independent examination of the Proposed Restructure to enable non-associated Shareholders (not associated with Evolution and its associates) to assess the merits and decide whether to approve the Proposed Restructure.

The Independent Expert's Report concludes that the Proposed Restructure is fair and reasonable to the non-associated Shareholders.

Shareholders are urged to carefully read the Independent Expert's Report to understand its scope, the methodology of the valuation and the sources of information and assumptions made.

Independent Valuation Report of the Mineral Assets

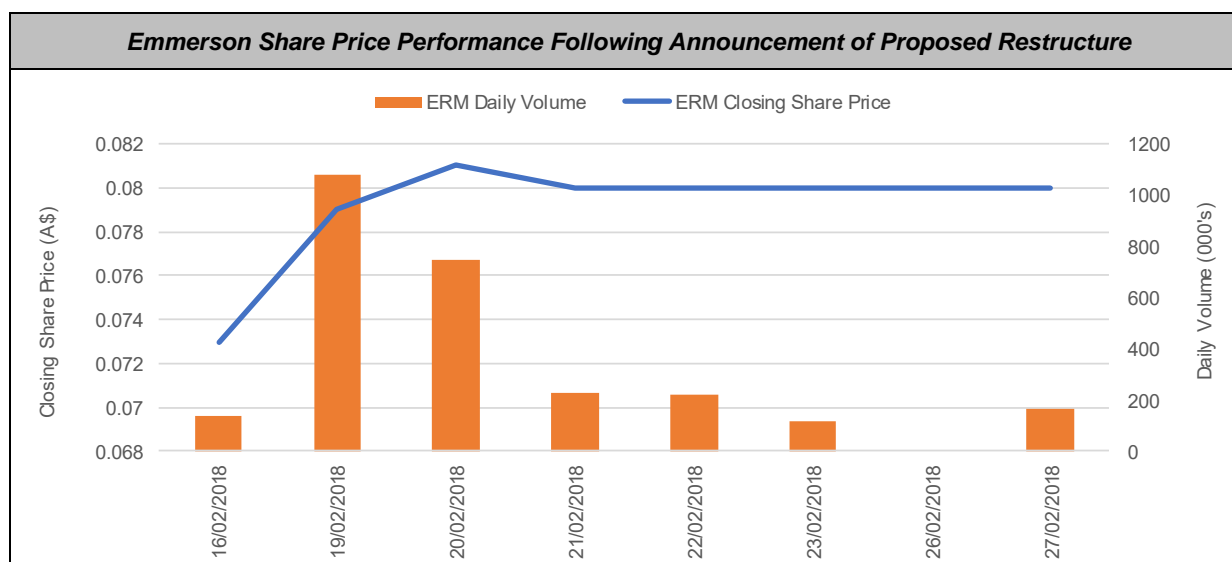
An Independent Valuation Report of the Mineral Assets prepared by Agricola (refer Appendix B of the Independent Expert's Report) concludes that the value of the 65% interest in the Remaining Tenements that would be retained by Emmerson under the Proposed Restructure is substantially higher than the value of the 35% interest in the Elected Tenements that would be assigned to Evolution under the Proposed Restructure.

The Independent Valuation Report of the Mineral Assets values the 65% interest that Emmerson would retain in the Remaining Tenements under the Proposed Restructure at A\$11,375,000. Whereas, it values the 35% interest in the Elected Tenements that Emmerson would forego under the Proposed Restructure at A\$2,345,000.

Emmerson Share Price Reaction to Announcement of Proposed Restructure

Emmerson released an ASX announcement in relation to the Proposed Restructure prior to the opening of the market on Monday 19 February 2018. Emmerson's share price reacted strongly following the announcement as evidenced below:

- Emmerson's share price closed at A\$0.079 on Monday 19 February 2018, an increase of 8.2% compared to the closing share price of A\$0.073 on the previous trading day prior to the announcement (Friday 16 February 2018);
- daily trading volume in Emmerson shares on the day of the announcement of the Proposed Restructure was 1.1m shares, significantly higher than Emmerson's average daily trading volume over the preceding 6 months of 0.3m shares; and
- Emmerson's closing share price on Tuesday 27 February (more than a week after the announcement of the Proposed Restructure) was A\$0.080, an increase of 9.6% compared to the closing share price of A\$0.073 on the previous trading day prior to the announcement (Friday 16 February 2018).



Conclusion and Directors' Recommendation

All of the Emmerson Directors are considered independent for the purposes of Resolution 1, as they do not have any personal interest in the outcome of the resolution. They have the same interest as other non-associated Shareholders in the Company to the extent that they, or companies associated with them, hold Shares in the Company.

The Directors have approved the proposal to put Resolution 1 to Shareholders. The Directors are unanimously of the opinion that the Proposed Restructure is in the best interests of the Company and its Shareholders and accordingly recommend that Shareholders vote in favour of Resolution 1. The Directors intend to vote their shares in favour of Resolution 1.

The Directors recommendation that you vote in favour of Resolution 1 is based on the following reasons:

- (a) the commercial objectives and strategies of Evolution and Emmerson in respect of the exploration and development of the TC Tenements are no longer aligned. The Proposed Restructure would allow each entity to divest their respective interest in the tenements which they consider non-core to their strategic objectives;
- (b) Emmerson shareholders would be relatively disadvantaged if the Proposed Restructure was not to proceed as:
 - a. Evolution would take a 65% interest in the TC Tenements;
 - b. Evolution would take over management of activities under the TCJVA;
 - c. Evolution has advised that it will not proceed with the second stage earn-in and therefore will cease sole funding exploration;
 - d. Evolution has indicated that it would not fund exploration of the gold projects and is not supportive of the tribute mining strategy; and
 - e. if Evolution proceeded with a high cost programme of exploration, it is unlikely that Emmerson would be able to contribute to its share of joint venture costs and it would therefore be forced to dilute its interest in the TC Tenements;
- (c) the Independent Expert has concluded that the proposal the subject of Resolution 1 is fair and reasonable to the non-associated Shareholders of the Company;

- (d) the Independent Valuation Report of the Mineral Assets evidences that the value of the 65% interest in the Remaining Tenements that would be retained by Emmerson under the Proposed Restructure is substantially higher than the value of the 35% interest in the Elected Tenements being assigned to Evolution and therefore there is no value shifting to Evolution under the Proposed Restructure;
- (e) Emmerson's share price reacted favourably to the announcement of the Proposed Restructure;
- (f) Emmerson is independent from Evolution and the Proposed Restructure was negotiated in good faith and on an arm's length basis; and
- (g) The Proposed Restructure will result in a re-distribution of the TC Tenements in a manner which enhances value for the Shareholders.

The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 1.

DATED this 13 April 2018

BY ORDER OF THE BOARD

GLOSSARY OF TERMS

The following terms have the following meanings in this Explanatory Memorandum:

"General Meeting" or **"Meeting"** means the meeting convened by this Notice;

"Associate" has the meaning given to it by Division 2 of Part 1.2 of the Corporations Act.

"ASX" means ASX Limited or the Australian Securities Exchange, as the context requires;

"Board" means the board of Directors of the Company;

"Company" or "Emmerson" means Emmerson Resources Limited (ABN 53 117 086 745);

"Directors" mean the directors of Emmerson Resources Limited from time to time;

"Listing Rules" means the ASX Listing Rules as amended from time to time and available on the ASX website;

"Explanatory Memorandum" means the information attached to the Notice of Meeting which provides information to Shareholders about the resolutions contained in the Notice of Meeting;

"Independent Expert" means Stantons International Securities Pty Ltd;

"Independent Expert's Report" means the report of the Independent Expert accompanying this Explanatory Memorandum;

"Evolution" means Evolution Mining Limited (ABN 74 084 669 036) and its wholly owned subsidiaries;

"Notice of Meeting" or **"Notice"** means this notice of meeting including the Explanatory Memorandum and the Proxy Form;

"Proxy Form" means the proxy form accompanying this Notice;

"Resolution" means a resolution referred to in the Notice;

"Share" means a fully paid ordinary Share in the capital of the Company;

"Shareholder" means shareholder of the Company;

"WST" means Australian Western Standard Time.

APPENDIX 1: INDEPENDENT EXPERT’S REPORT

27 March 2018

The Directors
Emmerson Resources Limited
3 Kimberley Street
WEST LEEDERVILLE WA 6007

Dear Sirs

SUMMARY OF CONCLUSION

In our opinion, taking into account the factors noted elsewhere in this report, including the factors (positive, negative and other factors) noted in section 8 of this report, the proposals as outlined in paragraph 1.2 and Resolution 1 are considered to be fair and reasonable to those shareholders not associated with Evolution (and its deemed associates) at the date of this report.

RE: EMMERSON RESOURCES LIMITED (“ERM” OR “THE COMPANY”) (ABN 53 117 086 745) ON THE PROPOSAL THAT SHAREHOLDERS APPROVE THE RESTRUCTURE PROPOSAL THAT ALLOWS FOR THE DISPOSAL OF ITS 35% INTEREST IN THE ELECTED TENEMENTS (SEE BELOW) THAT FORMS PART OF THE TENNANT CREEK JOINT VENTURE AND FARM-IN (“TCJV”) BETWEEN ERM AND EVOLUTION MINING LIMITED (“EVOLUTION”) TO EVOLUTION AND ERM OBTAINS A 100% INTEREST (UP FROM 35%) IN THE REMAINING TENEMENTS (“RESTRUCTURE PROPOSAL”) - (SEE BELOW) - MEETING OF SHAREHOLDERS PURSUANT TO AUSTRALIAN STOCK EXCHANGE (“ASX”) LISTING RULE 10.1

1. Introduction

1.1 We have been requested by the Directors of ERM to prepare an Independent Expert’s Report to determine the fairness and reasonableness relating to the Restructure Proposal as outlined in Resolution 1 to the Notice of Meeting (“Notice”) and the Explanatory Memorandum (“EM”) attached to the Notice relating to the proposals to restructure the TCJV as outlined below and in the EM and in effect ERM obtains a 100% interest in certain remaining tenements of the TCJV (up from 35%) and Evolution obtains a 100% interest in other elected tenements of the TCJV (up from 65%) as noted below.

1.2 Following the announcement on 19 February 2018, it is proposed that ERM and Evolution restructure by a variation of the TCJVA between ERM and Evolution as noted below with a background to the Restructure Proposal:

ERM and Evolution and their relevant subsidiaries entered into the TCJVA on 5 December 2014, pursuant to which Evolution can earn up to a 75% interest in ERM’s Tennant Creek tenements (“TC Tenements”) subject to meeting certain expenditure requirements. The TCJVA formalised an earlier terms sheet as agreed between the parties (“Terms Sheet”). At the same time as the execution of the TCJVA, Evolution subscribed for 49,144,000 fully paid ordinary shares in the capital ERM, equivalent to a 13.0% shareholding (currently 12.1%).

Restructure Proposal

Evolution has recently met the Stage 1 farm-in expenditure obligation of \$15 million which entitles it to elect to earn an initial 65% interest in the TC Tenements (**Stage 1 Interest**). This would reduce ERM's interest in the TC Tenements to 35%. Evolution has not yet elected to exercise its right to a 65% interest but this report is based on the premise that Evolution has the right to a 65% interest and would do so in the event that the Restructure Proposal is not passed by shareholders.

On 16 February 2018, the parties to the TCJVA entered into a deed of variation pursuant to which Evolution will become the 100% holder of the whole or parts of identified TC Tenements (the "**Elected Tenements**") and ERM will retain a 100% ownership of the remaining TC Tenements (the "**Remaining Tenements**") (**the Restructure Proposal**). The Restructure Proposal will occur as a result of:

- (i) Evolution electing to earn its 65% interest in respect of the Elected Tenements and foregoing its right to earn a 65% interest in the Remaining Tenements; and
- (ii) ERM withdrawing from the TCJVA and assigning its remaining 35% interest in the Elected Tenements to Evolution.

The Restructure Proposal is conditional on ERM obtaining shareholder approval for the Proposed Restructure.

If the conditions to the Restructure Proposal are not met, Evolution will elect to earn a 65% interest in the whole of the TC Tenements in accordance with the TCJVA. Evolution has advised that it will not proceed with the second stage earn-in.

Details of the Remaining Tenements and Elected Tenements

The Elected Tenements consist of approximately 37 tenements over an area constituting approximately 6% of the entire TC Tenements area. The Elected Tenements contain the Gecko- Goanna-Orlando copper-gold prospects. These prospects are predominantly copper rich but have the potential for gold grades to increase at depth.

The Remaining Tenements consist of approximately 366 tenements over an area constituting approximately 94% of the entire TC Tenements area. The Remaining Tenements include gold dominant projects, small mines and associated exploration ground and are considered highly prospective for new discoveries. In addition, through the Remaining Tenements, ERM will hold a 100% interest in the Tribute Mining Agreement at Edna Beryl.

If the Restructure Proposal is not implemented and Evolution elects to earn the Stage 1 Interest under the TCJVA, ERM will maintain a 35% interest in the TC Tenements. At this stage, a joint venture will be formed. Evolution will be appointed as the manager of the joint venture, with the majority vote on the joint venture management committee enabling Evolution to control the exploration strategy and expenditure.

Evolution has advised that it will not continue with sole funding the second stage earn-in. Evolution has also indicated that it will not fund exploration of the gold projects and is not supportive of the tribute mining strategy developed by ERM. Instead, Evolution intends to focus on the Gecko-Goanna-Orlando copper-gold prospects (the Elected Tenements).

If Evolution proceeded with a high cost programme of exploration, it is unlikely that ERM would be in a position to contribute to its share of joint venture costs and it would therefore be forced to dilute its interest in the TC Tenements. ERM considers that, due to the depth of the targets, it is likely that exploration and development of the copper-gold prospects identified by Evolution as key targets will have high levels of risk and associated high costs of exploration and development.

- 1.3 Evolution is an approximate 12.1% shareholder in ERM and is thus a Substantial Shareholder in ERM. Thus, under Australian Securities Exchange Limited (“ASX”) Listing Rules, ERM and Evolution are also deemed related parties.
- 1.4 Listing Rule 10.1 of the ASX Listing Rules provides that shareholder approval is required before a listed company may sell a substantial asset to various persons in a position of influence. This includes acquiring or selling a substantial asset from a related party or a substantial shareholder that has a relevant interest in at least 10% of the total votes attached to voting securities. Where a sale of a substantial asset takes place to or from a related party or a substantial shareholder that has a relevant interest in at least 10% of the total votes attached to voting securities, the Listing Rules require an Independent Expert's Report to report as to whether the relevant transactions are fair and reasonable to non-associated shareholders.
- 1.5 The proposal under Resolution 1 for ERM to enter into the Restructure Proposal and effectively sell its 35% interest in the Elected Tenements to Evolution represents a Sales of a substantial asset as the Sales of the 35% interest represents greater than 5% of the Company's last audited net assets as at 30 June 2017. As noted above Evolution is a substantial shareholder that has a relevant interest in at least 10% of the total votes in ERM.

The “Sales” of the 35% interest in the Elected Tenements to Evolution and the “Sales” of the 65% interest in the Remaining Tenements are known as the Sales Transactions and are in effect part of the Restructure Proposals.

- 1.6 To assist shareholders in making a decision on the Sales Transactions, the ERM directors have requested that Stantons International Securities Pty Ltd prepare an Independent Expert's Report, which must state whether, in the opinion of the Independent Expert, the Restructure Proposal (Sales Transactions) as noted in Resolution 1, and more detailed in the EM, are fair and reasonable to the non-associated ERM shareholders (not associated with Evolution).
- 1.7 Apart from this introduction, this report considers the following:
 - Summary of opinion
 - Implications of the proposals between ERM and Evolution
 - Corporate history and nature of business
 - Future direction of ERM
 - Value of considerations as to the Sales Transactions
 - Consideration as to fairness and reasonableness of the Sales Transactions
 - Conclusion as to fairness and reasonableness of the Sales Transactions
 - Sources of information
 - Appendices A and B and our Financial Services Guide
- 1.8 In determining the fairness and reasonableness of the Restructure Proposal (Sales Transactions) pursuant to Resolution 1, we have had regard for the definitions set out by the Australian Securities and Investments Commission (“ASIC”) in its Regulatory Guide 111, “Content of Expert Reports”. Regulatory Guide 111 states that an opinion as to whether an offer is fair and/or reasonable shall entail a comparison between the offer price and the value that may be attributed to the securities under offer (fairness) and an examination to determine

whether there is justification for the offer price on objective grounds after reference to that value (reasonableness). The concept of “fairness” is, where securities are being offered, taken to be the value of the offer price, or the consideration, being equal to or greater than the value of the securities in the above-mentioned offer. In this case, securities are not being issued and fairness is taken to be where the consideration receivable is deemed greater than the asset being disposed of. Furthermore, this comparison should be made assuming 100% ownership of the “target” and irrespective of whether the consideration is scrip or cash.

An offer is “reasonable” if it is fair. An offer may also be reasonable, if despite not being “fair”, there are sufficient grounds for security holders to accept the offer in the absence of any higher bid before the close of the offer.

Accordingly, our report in relation to Resolution 1 comprising the request for shareholder approval of the Restructure Proposal and in effect allow the disposal of ERM’s 35% interest in the Elected Tenements to Evolution and ERM obtain a 100% interest (currently 35%) in the Remaining Tenements and in effect dissolve the TCJV is concerned with the fairness and reasonableness of the Restructure Proposal with respect to the existing non-associated shareholders of ERM.

1.9 **In our opinion, taking into account the factors noted elsewhere in this report, including the factors (positive, negative and other factors) noted in section 8 of this report, the Restructure Proposal as outlined in paragraph 1.2 and Resolution 1 is collectively considered to be fair and reasonable to those shareholders not associated with Evolution (and its deemed associates) at the date of this report.**

1.10 The opinions expressed above must be read in conjunction with the more detailed analysis and comments made in this Report, including the 21 March 2018 independent valuation report (“the Agricola Valuation Report”) on the Elected Tenements and Remaining Tenements of the TCJV prepared by Agricola Mining Consultants Pty Ltd (“Agricola”) and included as Appendix B to this report.

2. Implications of the Proposal with Evolution

2.1 As at 27 March 2018, there are 405,530,203 ordinary fully paid shares on issue in ERM. The significant registered fully paid shareholders as at 14 March 2018, based on the top 20 shareholders list were disclosed as follows:

	No. of fully paid shares	% of issued fully paid shares
JP Morgan Nominees Australia Limited	52,145,207	12.859
Evolution Mining Limited	49,144,000	12.118
UBS Nominees Pty Ltd	17,850,000	4.402
HSBC Custody Nominees (Australia) Limited	14,224,620	3.508
	<u>133,363,827</u>	<u>32.887</u>

The top 20 shareholders at 14 March 2018 owned approximately 46.971% of the ordinary issued capital of the Company.

As noted, one of the main substantial shareholders is Evolution.

2.2 As at 27 March 2018, the Company has 19,800,000 share options outstanding, exercisable at 13.5 cents each, on or before 30 September 2020.

- 2.3 If the Restructure Proposal is completed, ERM's share and share option structure would not change, however ERM would divest itself of its 35% interest in the Elected Tenements to Evolution and increase its 35% interest in the Remaining Tenements to 100% and, in effect, the TCJV would be dissolved.
- 2.4 The current Board of Directors is not expected to change in the near future following the passing of Resolution 1 at the proposed shareholders meeting. New directors may be appointed in the future as and when the need arises. The existing directors of ERM are Andrew McIlwain, Robert Bills and Allan Trench. The Company Secretary/ Chief Financial Officer is Trevor Verran.

3. Corporate History and Nature of Business

- 3.1 ERM is a listed company on the ASX. Its significant assets and liabilities as at 24 March 2018 are:

- A 35% interest in the TCJV (to be restructured as noted above and in the EM attached to the Notice) (on the basis that Evolution has the right to exercise its right to 65% of the TC Tenements); and
- The Kadungle Copper-Gold Project in NSW (the Company also has other minor tenement interests in NSW).

The Company's cash position as at 31 December 2017 approximated \$5,456,000 and liabilities totalled approximately \$692,000.

- 3.2 Further details are in announcements made by ERM to the ASX to 27 March 2018 and shareholders are encouraged to read recent reports on the various projects before determining whether to vote for or against Resolution 1 in the Notice.

4. Future Directions of ERM

- 4.1 We have been advised by the directors of ERM that:

- The composition of the Board is not expected to change in the short term as a result of the Restructure Proposal (in effect, the proposed Sales Transactions);
- The proposed divestment of its 35% interest in the Elected Tenements to Evolution and obtaining a 100% interest (up from 35%) in the Remaining Tenements will allow the Board to concentrate on advancing the Remaining Tenements;
- The Company has no further plans at the date of this report to enter into transactions with Evolution in the short to medium term (other than the Restructure Proposal);
- No dividend policy has been set;
- The Company may seek new capital by way of share issues in 2018/2019 but no decision has been made.

5. Value of Consideration pertaining to the Restructure

- 5.1 No cash or share consideration is being made by ERM or Evolution as a result of the Restructure Proposal (in effect the proposed Sales Transactions). As noted above, ERM will obtain a 100% interest (up from 35%) in the Remaining Tenements and Evolution will retain a 100% interest (up from 65%) in the Elected Tenements and the TCJV will cease to exist.

Refer below on fairness matters as to the value of the Elected Tenements and the Remaining Tenements (combined, the TC Tenements of the TCJV).

6. Basis of Valuation of the Remaining Tenements and the Elected Tenements

6.1 Basis of valuation

6.1.1 In considering the proposal to allow the Restructure Proposal (Sales Transactions) of the TCJV so that ERM increases its interest in the Remaining Tenements from 35% to 100% and Evolution increases its interest in the Elected Tenements from 65% to 100%, we have sought to determine if the value of the Remaining Tenements is in excess of the Elected Tenements.

6.1.2 The Restructure Proposal (Sales Transactions) would be fair to the existing non-associated shareholders if the values of 65% of the Remaining Tenements are in excess of the Company's 35% interest in the Elected Tenements. Accordingly, we have sought to determine theoretical values that could reasonably be placed on the Remaining Tenements and the Elected Tenements that comprise the existing TC Tenements of the TCJV for the purposes of this report.

6.2 We, in conjunction with ERM commissioned Agricola to prepare a valuation report on the TC Tenements (the Remaining Tenements and the Elected Tenements) (the "Agricola Valuation Report"). The Agricola Valuation Report should be read in its entirety, and a full copy of the Agricola Valuation Report is attached as Appendix B to this report. The Agricola Valuation Report ascribes a range of values to the TC Tenements (the Remaining Tenements and the Elected Tenements) and for the purposes of our report we have used the low, high and preferred range valuations referred to in the Agricola Valuation Report.

6.3 We have used and relied on the Agricola Valuation Report on the TC Tenements (the Remaining Tenements and the Elected Tenements) and have satisfied ourselves that:

- Agricola is a suitably qualified geological consulting firm and has relevant experience in assessing the merits of gold, copper and other base metal projects and preparing mineral asset valuations (also the authors of the report are suitably qualified and experienced);
- Agricola is sufficiently independent from ERM and Evolution; and
- To the best of our knowledge and after due enquires with the author of the Agricola Valuation Report, Agricola has employed sound and recognised methodologies in the preparation of the Agricola Valuation Report on the TC Tenements being the Remaining Tenements and the Elected Tenements and has complied with the requirements of the Valmin Code.

The Agricola Valuation Report should be read in its entirety, including the assumptions made and methodologies considered and the final methodology used in valuing the TC Tenements (the Remaining Tenements and the Elected Tenements).

6.4 Agricola has provided a range of market values for the TC Tenements (the Remaining Tenements and the Elected Tenements) as follows:

	Low	Preferred	High
	AUS\$	AUS\$	AUS\$
Remaining Tenements (100%)	13,100,000	17,500,000	22,000,000
Elected Tenements (100%)	4,600,000	6,700,000	8,800,000
Total of the TC Tenements	17,700,000	24,200,000	30,800,000

Thus, a 100% interest in the TC Tenements is deemed to lie in the range of \$17,700,000 (low) to \$30,800,000 (high) with a preferred value of \$24,200,000.

The current interest in the TC Tenements (Remaining Tenements and Elected Tenements) held by ERM is 35% and thus a 35% interest equates to a value range of \$6,195,000 to \$10,780,000 with a preferred fair value of \$8,470,000.

If the Restructure Proposal (Sales Transactions) proceeds:

- ERM's interest in the Remaining Tenements would increase by 65% to 100% (currently a 35% interest). The 65% increase in ERM's interest in the Remaining Tenements has a range of values between \$8,515,000 and \$14,300,000 with a preferred value of \$11,375,000.
- ERM interest in the Elected Tenements would decrease by 35% to zero (currently a 35% interest). The 35% decrease in ERM's interest in the Remaining Tenements has a value range of \$1,610,000 to \$3,080,000 with a preferred fair value of \$2,345,000.
- ERM would end with a 100% interest in the Remaining Tenements with a value range of \$13,100,000 and \$22,000,000 with a preferred value of \$17,500,000.
- The net result would be an increase in value for ERM of between \$6,905,000 and \$11,220,000 with a preferred value of \$9,030,000.

6.5 ERM on a dollar value basis is better off if the Restructure Proposal (Sales Transactions) occurs and is thus deemed fair to the non-associated shareholders of ERM.

7 **Conclusion as to fairness on the proposal relating to the Restructure Proposal (Sales Transactions)**

7.1 The Restructure Proposal is believed fair to ERM's non-associated shareholders if the value of 100% of the Remaining Tenements is greater than 35% of the TC Tenements (the Remaining Tenements and Elected Tenements) combined. Valuations are dependent upon the value placed on the TC Tenements (the Remaining Tenements and Elected Tenements). The valuation of mineral interests and valuing future profitability and cash flows is extremely subjective as it involves assumptions regarding future events that are not capable of independent substantiation.

7.2 In summary, as noted above 100% of the Remaining Tenements falls in the range of \$13,100,000 to \$22,000,000 with a preferred fair value of \$17,500,000 compared with a 35% interest in the TC Tenements combined (35% of the Remaining Tenements and the Elected tenements) of between \$6,195,000 to \$10,780,000 with a preferred fair value of \$8,470,000.

7.3 **Based on the reasons outlined in 7.2 above, the Restructure Proposal as outlined in Resolution 1 of the Notice and more fully explained in the EM is considered to be fair to the non-associated shareholders of ERM.**

8. **Reasonableness of the Restructure Proposal**

8.1 As the Proposed Restructure (the Sales Transactions) on a dollar value basis is deemed fair, then the Sales Transactions are also deemed to be reasonable.

However, we set out below some of the advantages and disadvantages and other factors pertaining to the Restructure Proposal (the Sales Transactions).

Advantages

8.2 The Restructure Proposal will re-distribute the TC Tenements in a way in which ERM considers beneficial. We were informed that the Restructure Proposal was negotiated by the parties, on arms-length commercial terms, with the best interests of their respective security holders in mind. If it was not to proceed, ERM management considers that it would be in a

worse position. Moreover, any transfer in value occurring under the Proposed Restructure would be from Evolution to ERM, as objectively evidenced by the Independent Valuation referred to above.

- 8.3 The Restructure Proposal will enable each entity to divest their respective interests in the assets that they consider non-core to their strategic objectives, allowing each entity to focus on the development of assets which are aligned with their corporate objectives.
- 8.4 For ERM, the Restructure Proposal should unlock greater near-term value for its shareholders and provide a better strategic fit in terms of delivering high margin projects across a shorter time period. In addition to the Remaining Tenements, ERM will retain the data acquired from testing and trialling of new concepts and technology on these areas and the other assets associated with this area such as the Tennant Creek Exploration Base, Warrego Mill and extensive drill core library. This should enable ERM to easily scale up exploration and operations around its small mines, plus attract potential new joint venture partners.

If the Restructure Proposal is not implemented and Evolution elects to earn the Stage 1 Interest under the TCJVA (we have assumed that it has a 65% interest), ERM will maintain a 35% interest in the TC Tenements. At this stage, a joint venture will be formed. Evolution will be appointed as the manager of the joint venture, with the majority vote on the joint venture management committee enabling Evolution to control the exploration strategy and expenditure.

- 8.5 Evolution has advised that it will not continue with sole funding the second stage earn-in. Evolution has also indicated that it will not fund exploration of the gold projects and is not supportive of the tribute mining strategy developed by ERM. Instead, Evolution intends to focus on the Gecko-Goanna-Orlando copper-gold prospects.

If Evolution proceeded with a high cost programme of exploration, it is unlikely that ERM would be in a position to contribute to its share of joint venture costs and it would therefore be forced to dilute its interest in the TC Tenements. ERM management considers that, due to the depth of the targets, it is likely that exploration and development of the copper-gold prospects identified by Evolution as key targets will have high levels of risk and associated high costs of exploration and development.

For the reasons above, the implementation of the Restructure Proposal should be beneficial to ERM shareholders as it will allow ERM to divest its interest in the assets which it considers non-core to its strategic objectives, allowing it to focus on the development of the Remaining Tenements.

Disadvantages

- 8.6 In the event that the Elected Tenements result in commercialisation by way of mining, ERM will gain no financial benefit as it would have a nil % interest in the Elected Tenements post the Restructure Proposal (assumed implemented).

Other Factors

- 8.7 In the event that the Remaining Tenements result in commercialisation by way of mining, ERM will have a 100% financial benefit as it would have a 100% interest in the Remaining Tenements post the Restructure Proposal (assumed implemented). Prior to the Restructure Proposal (Sales Transactions), ERM's interest would have been 35%.
- 8.8 The carrying value of the TC Tenements in the books of ERM total approximately \$9.745 million of which the Elected Tenements total approximately \$3.54 million.

9. Conclusion as to Reasonableness

- 9.1 **In our opinion, in the absence of a superior proposal, and after taking into account the factors noted elsewhere in this report, including the factors (positive, negative and other factors) noted in section 8 of this report, the Proposed Restructure as outlined in paragraph 1.2 and Resolution 1 is considered to be reasonable to those shareholders not associated with Evolution (and its associates), at the date of this report).**

10. Shareholder Decision

- 10.1 Stantons International Securities Pty Ltd has been engaged to prepare an independent expert's report setting out whether in its opinion the Restructure Proposal as outlined in Resolution 1 and as more fully described in the EM are fair and reasonable and state reasons for that opinion. Stantons International Securities Pty Ltd has not been engaged to provide a recommendation to shareholders in relation to the proposals under Resolution 1. The responsibility for such a voting recommendation lies with the directors of ERM.
- 10.2 In any event, the decision whether to accept or reject Resolution 1 is a matter for individual shareholders based on each shareholder's views as to value, their expectations about future market conditions and their particular circumstances, including risk profile, liquidity preference, investment strategy, portfolio structure and tax position. If in any doubt as to the action they should take in relation to the proposal under Resolution 1 shareholders should consult their own professional adviser.
- 10.3 Similarly, it is a matter for individual shareholders as to whether to buy, hold or sell shares in ERM. This is an investment decision upon which Stantons International Securities Pty Ltd does not offer an opinion and is independent on whether to accept the proposal under Resolution 1. Shareholders should consult their own professional adviser in this regard.

11. Sources of Information

- 11.1 In making our assessment as to whether the Restructure Proposal (Sales Transaction) are fair and reasonable, we have reviewed relevant published available information and other unpublished information of the Company and its asset that is relevant to the current circumstances. In addition, we have held discussions with the management/directors of ERM about the present and future operations of the Company. Statements and opinions contained in this report are given in good faith but in the preparation of this report, we have relied in part on information provided by the directors of ERM.
- 11.2 Information we have received includes, but is not limited to:
- Draft Notices and Explanatory Memorandum to Shareholders of ERM prepared to 27 March 2018;
 - Discussions with management of ERM;
 - Correspondence with the ASX on the Proposed Restructure;
 - Details of historical market trading of ERM ordinary fully paid shares recorded by ASX to 27 March 2018;
 - Shareholding details of ERM as at 14 March 2018;
 - Announcements made by ERM from 1 June 2016 to 27 March 2018;
 - The cash flow forecasts of the ERM Group for the period February 2018 to March 2019;
 - Audited financial accounts of ERM Group for the year ended 30 June 2017;
 - The Tennant Creek Mineral Field Farm-in and Joint Venture of 5 December 2015 and the Third Deed of Variation of 16 February 2018;

- Work-Paper on the carrying value of the TC Tenements in the books of ERM as at 31 December 2017;
- Combined Annual Reports for the Eastern, Northern and Southern Project areas of October 2017 covering the period 15 August 2016 to 15 August 2017;
- The cash flow forecasts of ERM for 2017/18; and
- The Agricola Valuation Report on the TC Tenements of 21 March 2018 and discussions with the principal author of the Agricola Valuation Report.

11.3 Our report includes Appendices A and B (the Agricola Valuation Report) and our Financial Services Guide attached to this report.

Yours faithfully

STANTONS INTERNATIONAL SECURITIES PTY LTD
(Trading as Stantons International Securities)



John P Van Dieren - FCA
Director

APPENDIX A

AUTHOR INDEPENDENCE AND INDEMNITY

This annexure forms part of and should be read in conjunction with the report of Stantons International Securities Pty Ltd dated 27 March 2018, relating to the Proposed Restructure (Sales Transactions) between ERM and Evolution as outlined in paragraph 1.2 of the report and Resolution 1 in the Notice of Meeting to Shareholders and the EM proposed to be distributed to the ERM shareholders in April 2018.

At the date of this report, Stantons International Securities Pty Ltd does not have any interest in the outcome of the proposals. There are no relationships with ERM and with Evolution other than acting as an independent expert for the purposes of this report. Before accepting the engagement, Stantons International Securities Pty Ltd considered all independence issues and concluded that there were no independence issues in accepting the assignment to prepare the Independent Experts Report. There are no existing relationships between Stantons International Securities Pty Ltd and the parties participating in the transaction detailed in this report that would affect our ability to provide an independent opinion. The fee to be received for the preparation of this report is based on the time spent at normal professional rates plus out of pocket expenses and is estimated at a maximum of \$10,000. The fee is payable regardless of the outcome. With the exception of the fee, neither Stantons International Securities Pty Ltd nor John Van Dieren or Martin Michalik have received, nor will, or may they receive, any pecuniary or other benefits, whether directly or indirectly, for or in connection with the making of this report.

Stantons International Securities Pty Ltd does not hold any securities in ERM. There are no pecuniary or other interests of Stantons International Securities Pty Ltd that could be reasonably argued as affecting its ability to give an unbiased and independent opinion in relation to the proposal. Stantons International Securities Pty Ltd, John Van Dieren and Martin Michalik have consented to the inclusion of this report in the form and context in which it is included as an annexure to the Notice.

QUALIFICATIONS

We advise Stantons International Securities Pty Ltd is the holder of an Australian Financial Services Licence (no 448697) under the Corporations Act 2001 relating to advice and reporting on mergers, takeovers and acquisitions that involve securities. The directors of Stantons International Audit and Consulting Pty Ltd are the directors of Stantons International Securities Pty Ltd. Stantons International Securities Pty Ltd has extensive experience in providing advice pertaining to mergers, acquisitions and strategic for both listed and unlisted companies and businesses.

Mr John Van Dieren FCA the person responsible for the preparation of this report and Martin Michalik (ACA) who undertook a quality control review, have extensive experience in the preparation of valuations for companies and in advising corporations on takeovers generally and in particular on the valuation and financial aspects thereof, including the fairness and reasonableness of the consideration offered.

The professionals employed in the research, analysis and evaluation leading to the formulation of opinions contained in this report, have qualifications and experience appropriate to the task they have performed.

DECLARATION

This report has been prepared at the request of the Directors of ERM in order to assist them to assess the merits of the Restructure Proposal (Sales Transactions) as outlined in Resolution 1 to the EM to which this report relates. This report has been prepared for the benefit of ERM's shareholders and does not provide a general expression of Stantons International Securities Pty Ltd opinion as to the longer-term value of ERM, its subsidiaries and their assets (including the interest of ERM in the TC Tenements). Stantons International Securities Pty Ltd does not imply, and it should not be construed, that it has carried out any form of audit on the accounting or other records of the ERM Group. Neither the whole nor any part of this report, nor any reference thereto may be included in or with or attached to any document, circular, resolution, letter or statement, without the prior written consent of Stantons International Securities Pty Ltd to the form and context in which it appears.

DUE CARE AND DILEGENCE

This report has been prepared by Stantons International Securities Pty Ltd with due care and diligence. The report is to assist shareholders in determining the fairness and reasonableness of the proposal set out in Resolution 1 to the Notice and each individual shareholder may make up their own opinion as to whether to vote for or against Resolution 1.

DECLARATION AND INDEMNITY

Recognising that Stantons International Securities Pty Ltd may rely on information provided by ERM and its officers (save whether it would not be reasonable to rely on the information having regard to Stantons International Securities Pty Ltd experience and qualifications), ERM has agreed:

- (a) To make no claim by it or its officers against Stantons International Securities Pty Ltd (and Stantons International Audit and Consulting Pty Ltd) to recover any loss or damage which ERM may suffer as a result of reasonable reliance by Stantons International Securities Pty Ltd on the information provided by ERM; and
- (b) To indemnify Stantons International Securities Pty Ltd, (and Stantons International Audit and Consulting Pty Ltd), against any claim arising (wholly or in part) from ERM or any of its officers providing Stantons International Securities Pty Ltd any false or misleading information or in the failure of ERM or its officers in providing material information, except where the claim has arisen as a result of wilful misconduct or negligence by Stantons International Securities Pty Ltd.

A draft of this report was presented to ERM directors for a review of factual information contained in the report. Comments received relating to factual matters were taken into account, however the valuation methodologies and conclusions did not alter.

**FINANCIAL SERVICES GUIDE
FOR STANTONS INTERNATIONAL SECURITIES PTY LTD
(Trading as Stantons International Securities)
Dated 27 March 2018**

1. Stantons International Securities ABN 42 128 908 289 and Financial Services Licence 448697 (“SIS” or “we” or “us” or “ours” as appropriate) has been engaged to issue general financial product advice in the form of a report to be provided to you.

2. **Financial Services Guide**

In the above circumstances, we are required to issue to you, as a retail client a Financial Services Guide (“FSG”). This FSG is designed to help retail clients make a decision as to their use of the general financial product advice and to ensure that we comply with our obligations as financial services licenses.

This FSG includes information about:

- who we are and how we can be contacted;
- the services we are authorised to provide under our Australian Financial Services Licence, Licence No: 448697;
- remuneration that we and/or our staff and any associated receive in connection with the general financial product advice;
- any relevant associations or relationships we have; and
- our complaints handling procedures and how you may access them.

3. **Financial services we are licensed to provide**

We hold an Australian Financial Services Licence that authorises us to provide financial product advice in relation to:

- Securities (such as shares, options and notes)

We provide financial product advice by virtue of an engagement to issue a report in connection with a financial product of another person. Our report will include a description of the circumstances of our engagement and identify the person who has engaged us. You will not have engaged us directly but will be provided with a copy of the report as a retail client because of your connection to the matters in respect of which we have been engaged to report.

Any report we provide is provided on our own behalf as a financial services licensee authorised to provide the financial product advice contained in the report.

4. **General Financial Product Advice**

In our report, we provide general financial product advice, not personal financial product advice, because it has been prepared without taking into account your personal objectives, financial situation or needs. You should consider the appropriateness of this general advice having regard to your own objectives, financial situation and needs before you act on the advice. Where the advice relates to the acquisition or possible acquisition of a financial product, you should also obtain a product disclosure statement relating to the product and consider that statement before making any decision about whether to acquire the product.

5. Benefits that we may receive

We charge fees for providing reports. These fees will be agreed with, and paid by, the person who engages us to provide the report. Fees will be agreed on either a fixed fee or time cost basis.

Except for the fees referred to above, neither SIS, nor any of its directors, employees or related entities, receive any pecuniary benefit or other benefit, directly or indirectly, for or in connection with the provision of the report.

6. Remuneration or other benefits received by our employees

SIS has no employees and Stantons International Audit and Consulting Pty Ltd charges a fee to SIS. All Stantons International Audit and Consulting Pty Ltd employees receive a salary. Stantons International Audit and Consulting Pty Ltd employees are eligible for bonuses based on overall productivity but not directly in connection with any engagement for the provision of a report.

7. Referrals

We do not pay commissions or provide any other benefits to any person for referring customers to us in connection with the reports that we are licensed to provide.

8. Associations and relationships

SIS is ultimately a wholly subsidiary of Stantons International Audit and Consulting Pty Ltd a professional advisory and accounting practice. Stantons International Audit and Consulting Pty Ltd trades as Stantons International that provides audit, corporate services, internal audit, probity, management consulting, accounting and IT audits.

From time to time, SIS and Stantons International Audit and Consulting Pty Ltd and/or their related entities may provide professional services, including audit, accounting and financial advisory services, to financial product issuers in the ordinary course of its business.

9. Complaints resolution

9.1 Internal complaints resolution process

As the holder of an Australian Financial Services Licence, we are required to have a system for handling complaints from persons to whom we provide financial product advice. All complaints must be in writing, addressed to:

The Complaints Officer
Stantons International Securities
Level 2
1 Walker Avenue
WEST PERTH WA 6005

When we receive a written complaint, we will record the complaint, acknowledge receipt of the complaints within 15 days and investigate the issues raised. As soon as practical, and not more than 45 days after receiving the written complaint, we will advise the complainant in writing of our determination.

9.2 Referral to External Dispute Resolution Scheme

A complainant not satisfied with the outcome of the above process, or our determination, has the right to refer the matter to the Financial Ombudsman Service Limited (“FOSL”). FOSL is an independent company that has been established to provide free advice and assistance to consumers to help in resolving complaints relating to the financial services industry.

Further details about FOSL are available at the FOSL website www.fos.org.au or by contacting them directly via the details set out below.

Financial Ombudsman Service Limited
PO Box 3
MELBOURNE VIC 8007

Toll Free: 1300 78 08 08
Facsimile: (03) 9613 6399

10. Contact details

You may contact us using the details set out below.

Telephone	08 9481 3188
Fax	08 9321 1204
Email	jvdieren@stantons.com.au

APPENDIX B

MARCH 2018 AGRICOLA VALUATION REPORT ON THE TC TENEMENTS



AGRICOLA MINING CONSULTANTS PTY LTD

**INDEPENDENT VALUATION OF THE MINERAL ASSETS
IN THE NORTHERN TERRITORY
HELD BY EMMERSON RESOURCES LIMITED**

21 March 2018



Georgius Agricola, De Re Metallica, 1556



Malcolm Castle
Agricola Mining Consultants Pty Ltd
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Email: mcastle@castleconsulting.com.au
ABN: 84 274 218 871

21 March 2018

The Directors
Stanton International Securities Pty Ltd
Level 2, 1 Walker Street
West Perth WA, 6005

Dear Sirs,

**Re: INDEPENDENT VALUATION OF THE MINERAL ASSETS IN NORTHERN
TERRITORY HELD BY EMMERSON RESOURCES LIMITED**

The directors of Emmerson Resources Limited ("Emmerson" or "the Company") have engaged Stantons International Securities Pty Ltd (the "Expert") to prepare an independent expert's report ("IER") on whether the proposed restructure of the Tennant Creek Joint Venture and Farm-In ("TCJV") is fair and reasonable to the non-associated shareholders of Emmerson (not associated with Evolution Mining Limited).

Agricola Mining Consultants Pty Ltd ("Agricola") was commissioned by the Expert to provide a Valuation Report ("Report") of the Mineral assets in the Tennant Creek region of the Northern Territory held by the Company. This report serves to comment on the geological setting and exploration results on the properties and presents a technical and market valuation for the assets based on the information in this Report.

Agricola is independent of, and is perceived to be independent of, interested parties and has a clear written agreement with the Expert concerning the purpose and scope of the Specialist's work.

The present status of the tenements is based on information made available by the Company and independently verified by Agricola. The Report has been prepared on the assumption that the tenements are lawfully accessible for evaluation.

Scope of the Valuation Report

A valuation report expresses an opinion as to monetary value of a mineral asset but specifically excludes commentary on the value of any related corporate Securities. Agricola prepared this Report utilizing information relating to exploration methods and expectations provided to it by various sources. Where

possible, Agricola has verified this information from independent sources. This Report has been prepared for the purpose of providing information to the Client.

This mineral asset valuation endeavours to ascertain the unencumbered price which a willing but not anxious vendor could reasonably expect to obtain and a hypothetical willing but not too anxious purchaser could reasonably expect to have to pay for the property if the vendor and the purchaser had got together and agreed on a price in friendly negotiation.

This is commonly known as the *Spencer Test* after the Australian High Court decision upon which these principles are based and to which the Courts have used in their determinations of market value of a property. In attributing the price that would be paid to the hypothetical vendor by the hypothetical purchaser it is assumed that the property will be put to its “highest and best use”.

Applying the *Spencer Test* may not be confined to a technical valuation exercise but may involve a consideration of market factors. In a highly speculative market during ‘boom’ conditions or a depressed market during ‘bust’ conditions the hypothetical purchaser may expect to pay a premium or receive a discount commensurate with the current market for mineral properties.

The findings of the valuation Report include an assessment of the technical value (i.e. the value implied by a consideration of the technical attributes of the asset) and a market value (which considers the influences of external market forces and risk). A range of values (high, low and preferred) has been determined and stated in the Report to reflect any uncertainties in the data and the interaction of the various assumptions made.

The main requirements of the Valuation Report are:

- Prepared in accordance with the VALMIN Code 2015
- Experience and qualifications of key personnel to be set out
- Details of valuation methodologies
- Reasoning for the selection of the valuation approach adopted
- Details of the valuation calculations
- Conclusion on value as a range with a preferred value

The Mineral Assets

The Tennant Creek gold field is located around the town of Tennant Creek, some 900 km SSE of Darwin in the Northern Territory of Australia. It falls within the central province of the Tennant Creek Inlier, surrounded by flat lying lower Palaeozoic carbonate.

The Company holds 399 tenements in the Tennant Creek area covering 2,705.8 square kilometres separated into four main project areas (North, south, east and west)

The tenements are the subject of the Tennant Creek Mineral Field (TCMF) Farm In and Joint Venture with Evolution Mining Limited and a new ownership structure is proposed that reflects the differing size and corporate objectives of the companies.

Under the restructure, Emmerson will retain a 100% (instead of 35% under the current terms of the TCMF JV) of all the gold dominant assets, prospects and associated exploration ground.

DECLARATIONS

Relevant codes and guidelines

This Report has been prepared as a technical assessment and valuation in accordance with the *Australasian Code for Public Reporting of Technical Assessment and Valuation of Mineral Assets* (the “VALMIN Code”, 2015 Edition), which is binding upon Members of the Australasian Institute of Mining and Metallurgy (“AusIMM”) and the Australian Institute of Geoscientists (“AIG”), as well as the rules and guidelines issued by the Australian Securities and Investments Commission (“ASIC”) and the ASX Limited (“ASX”) Regulatory Guides that pertain to Content of Experts Reports (RG 111, March 2011) and Independence of Experts (RG 112, March 2011).

The report has been prepared in compliance with the Corporations Act and ASIC Regulatory Guide 112 with respect to Agricola’s independence as experts. Agricola regards RG112.31 to be in compliance whereby there are no business or professional relationships or interests that would affect the expert’s ability to present an unbiased opinion within this report.

Where exploration results and mineral resources have been referred to in this report, the information was prepared and first disclosed under the *Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves* (“JORC Code” 2012), prepared by the Joint Ore Reserves Committee of the AusIMM, the AIG and the Minerals Council of Australia.

Rounding to Significant Figures

Estimates are not precise calculations, being dependent on the interpretation of limited information on the location, shape and continuity of the mineral occurrence and on the available sampling results. Reporting of figures should reflect the relative uncertainty of the estimate by rounding off to appropriately significant figures and to emphasize the imprecise nature of a Mineral Asset Valuation. The final result should always be referred to as an estimate not a calculation.

In most situations, rounding to the second significant figure should be sufficient. There will be occasions, however, where rounding to the first significant figure may be necessary in order to convey properly the uncertainties in estimation.

Adapted from JORC Code 2012, Clause 25

Status of Tenure

The present status of the tenements is based on information made available by the Company and independently verified by Agricola. The Report has been prepared on the assumption that the tenements are lawfully accessible for evaluation.

A determination of the Status of Tenure is necessary and must be based on a sufficiently recent inquiry to ensure that the information is accurate for the purposes of the Report. Tenure that is Material must be or recently have been verified independently of the Commissioning Entity.

Sources of Information

The statements and opinion contained in this report are given in good faith and this review is based on information provided by the title holders, along with technical reports by consultants, previous tenements holders and other relevant published and unpublished data for the area. Agricola has endeavoured, by making all reasonable enquiries, to confirm the authenticity, accuracy and completeness of the technical data upon which this report is based. A final draft of this report was provided to the Company, along with a written request to identify any material errors or omissions in the technical information prior to lodgment.

In compiling this report, Agricola did not carry out a site visit to the project areas. Based on its professional knowledge, experience and the availability of extensive databases and technical reports made available by various Government Agencies and the early stage of exploration, Agricola considers that sufficient current information was available to allow an informed appraisal to be made without such a visit.

This Report contains statements attributable to third persons. These statements are made in, or based on, statements made in previous geological reports that are publicly available from either a government department or the ASX. The authors of these previous reports have not consented to the statements' use in this Report, and these statements are included in accordance with ASIC Corporations (Consents to Statements) Instrument 2016/72.

The independent valuation report has been compiled based on information available up to and including the date of this report. The information has been evaluated through analysis, enquiry and review for the purposes of forming an opinion as to value. However, Agricola does not warrant that its enquiries have identified or verified all of the matters that an audit, extensive examination or "due diligence" investigation might disclose.

Qualifications and Experience

The person responsible for the preparation of this report is:

Malcolm Castle, B.Sc.(Hons), GCertAppFin (Sec Inst), MAusIMM

Malcolm Castle has over 50 years' experience in exploration geology and property evaluation, working for major companies for 20 years as an exploration geologist. He established a consulting company over 30 years ago and specializes in exploration management, technical audit, due diligence and property valuation at all stages of development. He has wide experience in a number of commodities including uranium, gold, base metals, iron ore and mineral sands. He has been responsible for project discovery through to feasibility study in Australia, Fiji, Southern Africa and Indonesia and technical audits in many countries. He has completed numerous Independent Geologist's Reports and Mineral Asset Valuations over the last decade as part of his consulting business.

Mr Castle completed studies in Applied Geology with the University of New South Wales in 1965 and has been awarded a B.Sc.(Hons) degree. He has completed postgraduate studies with the Securities Institute of Australia in

2001 and has been awarded a Graduate Certificate in Applied Finance and Investment in 2004.

Mr Castle is the Principal Consultant for Agricola Mining Consultants Pty Ltd, an independent geological consultancy established 30 years ago. He is a Member of the Australasian Institute of Mining and Metallurgy ("MAusIMM").

- Mr Castle is appropriately qualified geologist and is a member of a relevant recognized professional association;
- He has the necessary technical and securities qualifications, expertise, competence and experience appropriate to the subject matter of the report; and
- He has at least five years of suitable and recent experience in the particular technical or commercial field in which he is to report.

Declaration – VALMIN Code: The information in this report that relates to Technical Assessment and Valuation of Mineral Assets reflects information compiled and conclusions derived by Malcolm Castle, who is a Member of The Australasian Institute of Mining and Metallurgy. Malcolm Castle is not a permanent employee of the Company. Malcolm Castle has sufficient experience relevant to the Technical Assessment and Valuation of the Mineral Assets under consideration and to the activity, which he is undertaking to qualify as a Practitioner as defined in the 2015 edition of the 'Australasian Code for the Public Reporting of Technical Assessments and Valuations of Mineral Assets'. Malcolm Castle consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

Competent Persons Statement – JORC Code: The information in this report that relates to Exploration Results and Mineral Resources of the Company is based on, and fairly represents, information and supporting documentation reviewed by Malcolm Castle, who is a Member of the Australasian Institute of Mining and Metallurgy. Mr Castle has sufficient experience, which is relevant to the style of mineralization and type of deposit under consideration and to the activity, which they are undertaking to qualify as an Expert and Competent Person as defined under the VALMIN Code and in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Castle consents to the inclusion in this report of the matters based on the information and supporting documentation in the form and context in which they appear.

Agricola or Malcolm Castle is not aware of any new information or data, other than that disclosed in this Report, that materially affects the assessments included in this Report and that all material assumptions and parameters underpinning Exploration Results and Mineral Resource Estimates continue to apply and have not materially changed.

Independence

- Agricola has no material present or contingent interest in or association with the Company and its subsidiaries or the assets under review.
- Agricola has had no material association during the previous two years with the owners/promoters of the mineral assets, the company acquiring the assets or any of the assets to be acquired and has no material interest in the projects;
- There are no business relationships between the Specialist and the company. Agricola or its employees and associates are not, nor intend to be a director, officer or other direct employee of the Company. The relationship with the Company is solely one of professional association between client and independent consultant;
- Agricola does not hold and has no interest in the securities of the company under review;
- Agricola has no relevant pecuniary interest, association or employment relationship with the Company and its subsidiaries;
- Agricola has no interest in the material tenements, the subject of the Report;
- Agricola is not a substantial creditor of an interested party, or has a financial interest in the outcome of the proposal. The review work and this report are prepared in return for professional fees of \$7,000 plus GST based upon agreed commercial rates and the payment of these fees is in no way contingent on the results of this Report.

Consent has been given for the distribution of this report in full in the form and context in which it is provided, for the purpose for which this report was commissioned. Agricola provides its consent on the understanding that the assessment expressed in the individual sections of this report will be considered with, and not independently of, the information set out in full in this report. Agricola consents to the use and reliance upon this specialist report on the TCJV Mineral Assets in preparation of the IER. Agricola has no reason to doubt the authenticity or substance of the information provided.

Valuation Opinion

Based on an assessment of the factors involved, the estimate of the market value for 100% equity in the Gecko-Orlando Project, is in the range of

A\$4.6 million to A\$8.8 million with a preferred value of A\$6.7 million.

Based on an assessment of the factors involved, the estimate of the market value for 100% equity in the Remaining Tenements Project, is in the range of

A\$13.1 million to A\$22.0 million with a preferred value of A\$17.5 million.

This valuation is effective on 21 March 2018.

This mineral asset valuation endeavours to ascertain the unencumbered price which a willing but not anxious vendor could reasonably expect to obtain and a hypothetical willing but not too anxious purchaser could reasonably expect to have to pay for the property if the vendor and the purchaser had got together and agreed on a price in friendly negotiation (the *Spencer Test*).

Agricola's opinion should be considered as a whole as the various elements of its analysis are often interdependent. Agricola cautions against examination of individual elements of its analysis as this may create a misleading impression of the overall opinion.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Malcolm Castle', is written over a light grey rectangular background.

Malcolm Castle

B.Sc.(Hons) MAusIMM, GCertAppFin (Sec Inst)

Agricola Mining Consultants Pty Ltd

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TENEMENT SCHEDULE

Emmerson Resources Limited holds 399 tenements of various types in the Tennant Creek area covering an area of 2705.79 square kilometres. Five separate project areas are recognized as shown in the table below.

EMMERSON RESOURCES		Tenement Details			
Tennant Creek Project		Exploration		Resource Areas	
Tenement	Status	Number	Area, Km2	Number	Area, Km2
East Project Area	Live	185	548.01	9	0.75
North Project Area	Live	15	804.97	3	43.49
South Project Area	Live	45	294.17	8	1.17
West Project Area	Live	99	662.19	2	1.57
		344	2,309.34	22	46.98
Gecko-Orlando	Live	25	265.54	12	112.93

A full tenement list is included as an appendix.

The status of the tenements has been independently verified by Agricola, based on a recent inquiry of on-line databases for Northern Territory operated by the Department of Primary Industry and Resources, pursuant to section 7.2 of the Valmin Code, 2015. The tenements are believed to be in good standing based on this inquiry.

GEOLOGICAL SETTING – TENNANT CREEK

Gecko, Warrego, White Devil, Nobles Nob, Juno, Peko, Argo, Orlando, TC8, Northern Territory, NT, Australia. Main commodities: Au Cu Bi

The Tennant Creek gold field is located around the town of Tennent Creek, some 900 km SSE of Darwin in the Northern Territory of Australia. It falls within the central province of the Tennant Creek Inlier, surrounded by flat lying lower Palaeozoic carbonate.

The Inlier hosts a cluster of small, but high grade gold-copper- bismuth deposits, associated with magnetite and/ or hematite ironstones, that are distributed over an area of ~70 x 50 km. Examples of the largest and highest grade deposits include *Peko* (3.2 Mt @ 4% Cu, 3.5 g/t Au, 0.2% Bi, 14 g/t Ag) and *Juno* (0.45 Mt @ 0.4% Cu, 57 g/t Au, 0.6% Bi, 7 g/t Ag). The total production to 2000 was in excess of 156 tonnes of gold and 345 000 tonnes of copper since mining commenced in the 1930s. Other key deposits include *Gecko*, *Warrego*, *White Devil*, *Nobles Nob*, *Juno*, *Peko*, *Argo*, *Orlando* and *TC8*

mineralized province is bounded to the north and south by overlying sequences of the coeval Ashburton and Davenport provinces respectively, while the inlier as a whole is surrounded by flat lying, mainly carbonate facies Cambrian rocks of the Wiso and Georgina basins to the west and east respectively, and by Mesozoic and younger cover.

Historical Tennant Creek Mine Production

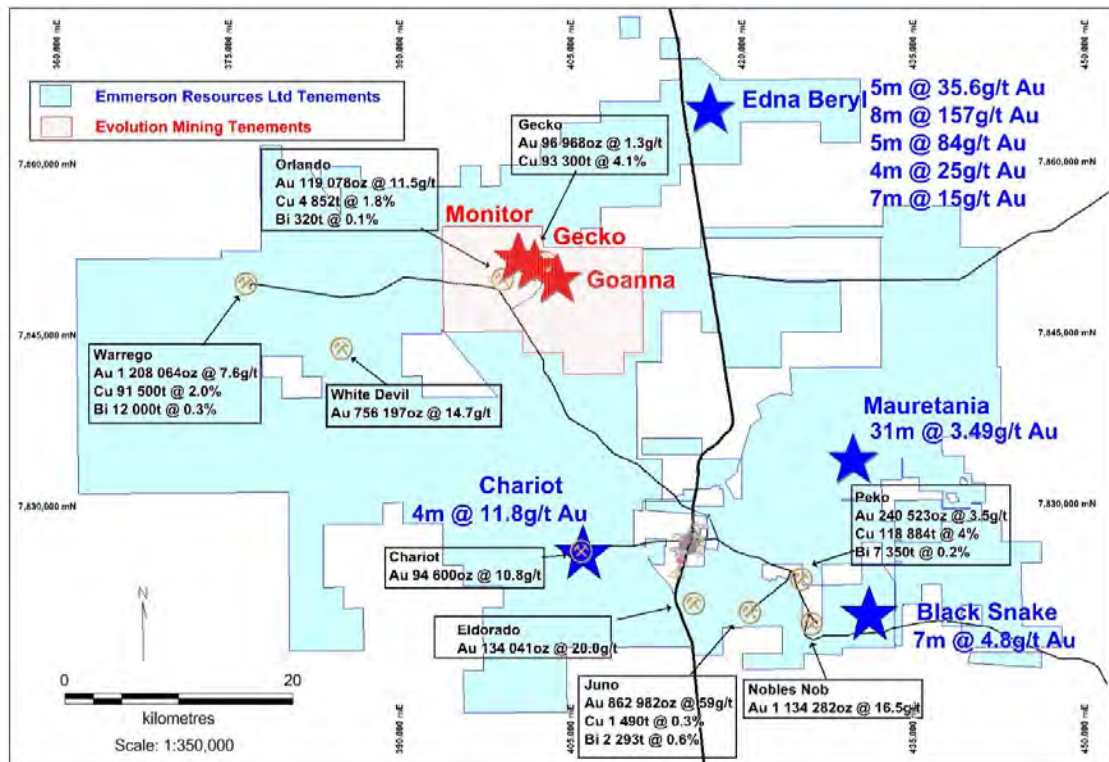
Nobles Nob (1947-86)	1.996 Mt @ 17.3 g/t Au
White Devil (1987-99)	1.618 Mt @ 14.6 g/t Au
Argo (1986-88)	0.257 Mt @ 10.0 g/t Au
Golden Forty (1974-86)	0.104 Mt @ 14.0 g/t Au
Northern Star (1934-88)	0.101 Mt @ 7.3 g/t Au
Small Mines (1934-87)	0.127 Mt @ 26.6 g/t Au
Warrego (1972-89)	6.750 Mt @ 6.6 g/t Au, 1.9% Cu
Orlando (1962-99)	0.736 Mt @ 7.9 g/t Au, 3.1% Cu
Ivanhoe (1965-72)	0.321 Mt @ 3.0 g/t Au, 3.7 % Cu
Juno (1967-77)	0.452 Mt @ 56.1 g/t Au
Eldorado (1934-93)	0.212 Mt @ 17.9 g/t Au
Chariot (2003-05)	0.2537 Mt @ 10.9 g/t Au
TC-8 (1986-88)	0.081 Mt @ 17.6 g/t Au
Malbec West (2005)	0.0359 Mt @ 17.8 g/t Au
Warego Tailings (1994-98)	5.300 Mt @ 0.7 g/t Au
Peko (1654-76)	3.676 Mt @ 3.5 g/t Au, 4 % Cu
Gecko (1980-99)	2.930,000 Mt @ 0.6 g/t Au, 3.6% Cu
TOTAL production	24.951 Mt @ 6.9 g/t Au, 2.8% Cu

Source: Porter GeoConsultancy, (www.portergeo.com.au). Refer to the Portergeo website for references cited above.

PROJECT REVIEW

The Tennant Creek gold field is located around the town of Tennant Creek, some 900 km SSE of Darwin in the Northern Territory of Australia. It falls within the central province of the Tennant Creek Inlier, surrounded by flat lying lower Palaeozoic carbonate.

The Tennant Creek Mineral Field is situated approximately 500km North of Alice Springs on the Stuart Highway, the main road link between Adelaide and Darwin. The town of Tennant Creek is approximately 1,000 km south of Darwin and 24 km south of the intersection of the Stuart and Barkly highways, the latter being the main road link with Mt Isa.



Proposed location of Emmerson's 100% Tennant Creek project area (light blue) and the 100% Evolution owned, Gecko-Goanna and Orlando Area (red stipple). Note some of the significant intersections reported during the term of the JV (see various ASX Announcements)

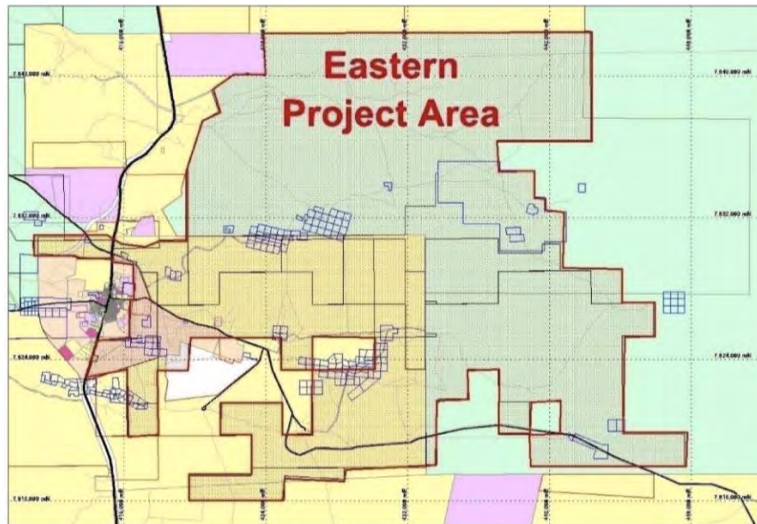
Eastern Project Area

Exploration Licences in the Eastern Project Area (EPA), were acquired by Giants Reef Exploration Pty Ltd (Giants Reef) and Santexco Pty Ltd (Santexco) to search for Tennant Creek style iron oxide copper-gold deposits (IOCG). Giants Reef and Santexco are wholly owned subsidiaries of Emmerson Resources Ltd (Emmerson).

Exploration activities were limited to drilling at the Black Snake prospect in 2017. This drilling was aimed at an evaluation of a potential resource for mining purposes and any extension to this known mineralization. Black Snake drilling consisted of 3 Reverse Circulation (RC) holes totalling 105m. No significant intercepts were reported from this exploration although some anomalism was discovered and will be discussed in the GR417 report for the Golden Forty Group, Which incorporates MLC53 (Black Snake).

Location

ELs (excluding applications) covered by the EPA covers an area of approximately 522.66km² east and south east of the Tennant Creek Township. The principal access to the ELs in the EPA from Tennant Creek is east via the Peko and Gosse River Roads and then by various sealed haul roads (i.e. Juno and Nobles Nob) and unsealed 4WD and fence line tracks. However, much of the Project area is rocky, without tracks and difficult to reach, even in a 4x4 vehicle. The unsealed tracks become impassable during the wet season.



EPA with respect to the Tennant Creek Township

Prospectivity and Exploration Potential

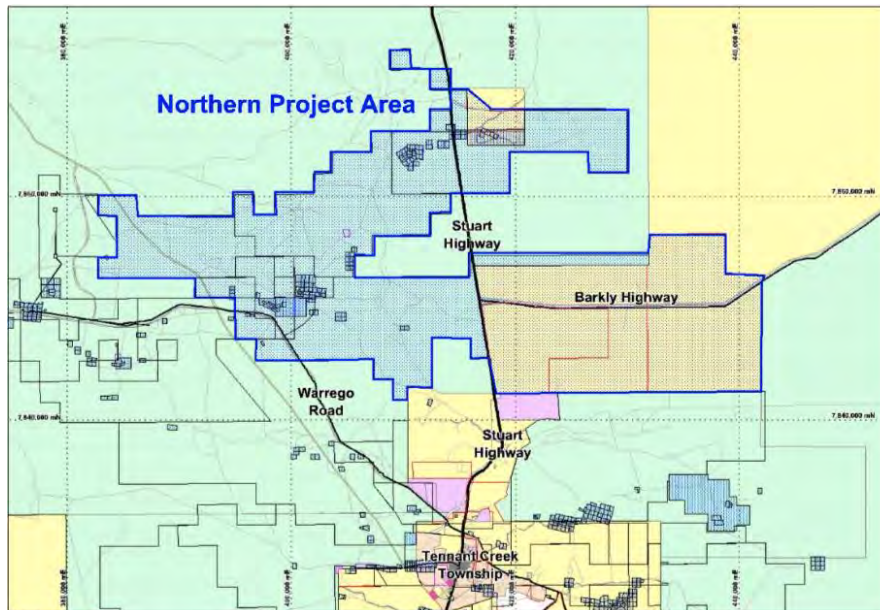
Exploration activity was limited due to exploration focus elsewhere, namely the Edna Beryl and Gecko areas. Due to this focus elsewhere Emmerson has yet to continue its assessments and field visits to geologically assess a number of Kenex generated targets within the licence area.

Source: COMBINED ANNUAL REPORT FOR THE EPA 16th November 2016 to 15th November 2017

Northern Project Area

Exploration Licences (EL's) in the Northern Project Area (NPA) were acquired by Giants Reef Exploration Pty Ltd (Giants Reef) to search for Tennant Creek style iron oxide copper- gold deposits. Giants Reef is a wholly owned subsidiary of Emmerson Resources Ltd (Emmerson).

Emmerson continued its work from the Kenex Pty Ltd (Kenex) predictive modelling for the Tennant Creek Mineral Field and included all titles in the NPA. This product is a statistical predictive tool for predicting the possible prospective sites for Tennant Creek style mineralization. The model produced many target areas which contain all or some of the essential criteria for possible economic mineralization in the Tennant Creek Mineral Field. Emmerson has assessed the generated targets and ranked them in order of potential prospectivity. The highly ranked targets were selected for continuing desktop data compilation and validation. Some of these generated targets were part of preliminary field checks during the last reporting period and limited work was conducted during this reporting period, any activities are recorded below where appropriate.



Location of the EL's within the NPA with respect to the town of Tennant Creek.

Exploration work centred on the Edna Beryl area which is covered by MLC705 and not reportable here, although the work completed has direct implications for the NPA and its EL's, therefore a summary is provided below and some more detail in the relevant sections;

Location

EL's making up the NPA cover an area of some 544.13km² north of the Tennant Creek Township. The principal access to EL's in the NPA from Tennant Creek is north via the Stuart Highway, then east and west by various unsealed roads, tracks and fence line tracks. However, much of the Project area is rocky, without tracks and difficult to reach, even in a 4x4 vehicle. The unsealed tracks become impassable during the wet season.

Prospectivity and Exploration Potential

Exploration in MLC705 – Edna Beryl Area

The exploration based activities involved the execution of drilling programs which included 11 Diamond (DDH) drill holes totalling 606.7m and associated Reverse Circulation Pre- Collar (RCP) totalling 1,898m (EBWDD031, 032, 036, 037, 047, 049, 050, 051, 054, 055 & 056), 1 re-entry and wedge from a historical drillhole totalling 27.1m (GRED42 & 42A) and 45 Reverse Circulation (RC) holes totalling 7,691m (EBWRC001 – 030, 033 – 035, 038 – 046, 048, 052 & 053).

Edna Beryl District

Approvals were received from the Northern Territory Government in June 2017 for production to commence at the Edna Beryl Gold Mine

Mining at Edna Beryl East is being undertaken by the Edna Beryl Mining Company under a Tribute Agreement. The agreement relates to an envelope around the

shallow mineralization. Drilling was successful in intersecting ironstone in several holes and proving the continuation of high grade gold.

Retsina is a new regional target in a similar structural setting to Edna Beryl but with very limited outcrop. Of interest is the presence of brecciated hematite ironstone at surface which returned a “near ore” geochemical signature.

Emmerson continued to geologically assess a number of Kenex generated targets within the licence area, these targets exhibited geological prospective rocks and structures but their overall ranking wasn’t high enough for exploration to commence immediately.

Some of the Kenex targets will be considered for detailed ground gravity, in similar style to the survey conducted at Edna Beryl, to target hematite ironstones not seen by less detailed (and resolution) historic surveys.

Source: COMBINED ANNUAL REPORT FOR THE NPA 16th August 2016 to 15th August 2017 Emmerson Annual Report 2017

Southern Project Area

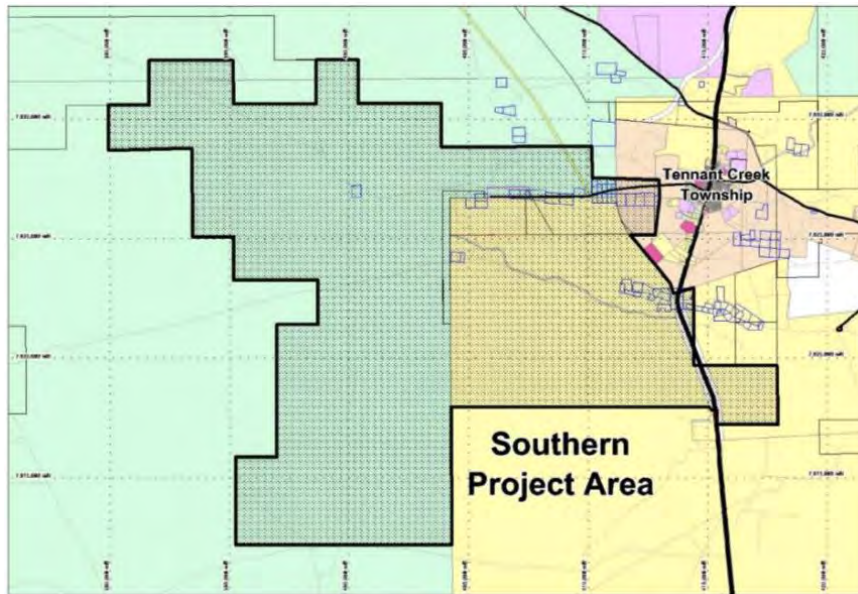
Exploration Licences (EL’s) and Mineral Authorities (MA’s) in the Southern Project Area (SPA), were acquired by Giants Reef Exploration Pty Ltd (Giants Reef) and Santexco Pty Ltd (Santexco) to search for Tennant Creek style iron oxide copper-gold deposits (IOCG deposits). Giants Reef and Santexco are wholly owned subsidiaries of Emmerson Resources Ltd (Emmerson).

Emmerson continued its work from the Kenex Pty Ltd (Kenex) predictive modelling for the Tennant Creek Mineral Field and included all titles in the SPA. This product is a statistical predictive tool for predicting the possible prospective sites for Tennant Creek style mineralization. The model produced many target areas which contain all or some of the essential criteria for possible economic mineralization in the Tennant Creek Mineral Field. Emmerson has assessed the generated targets and ranked them in order of potential prospectivity. The highly ranked targets were selected for field visits and/or desktop data compilation and validation.

Location

EL’s and MA’s included in the SPA, now cover an area of some 200.45km² south and south west of the Tennant Creek Township.

The principal access to ELs MA’s in the SPA from Tennant Creek is west via the Chariot Mine Rd or south via the Stuart Highway, then by various unsealed roads, tracks and fence line tracks. However, much of the Project area is rocky, without tracks and difficult to reach, even in a 4x4 vehicle. The unsealed tracks become impassable during the wet season.



Location of the Licences and Authorities within the SPA and with respect to the town of Tennant Creek.

Prospectivity and Exploration Potential

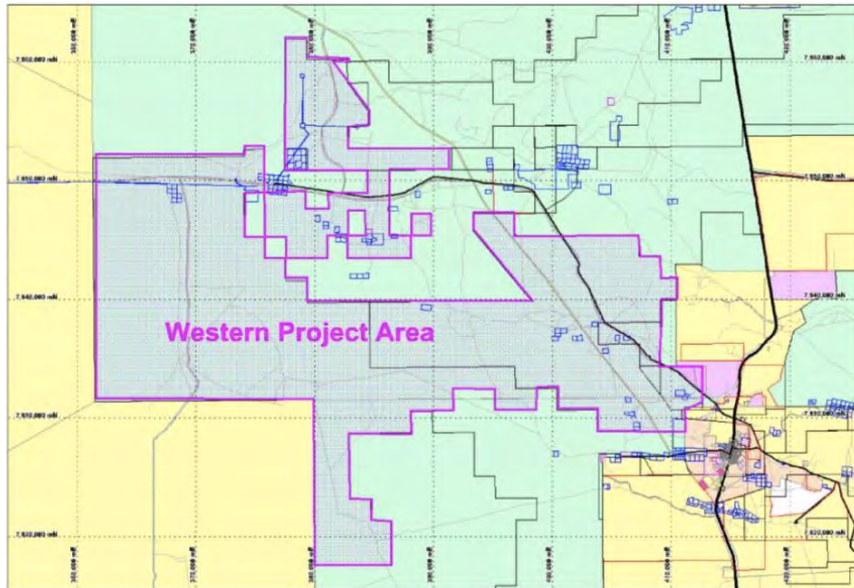
Exploration activity was limited due to exploration focus elsewhere, namely the Edna Beryl and Retsina Areas, but those that were conducted consisted of desktop evaluations to geologically assess a number of Kenex generated targets within the licence area.

Source: COMBINED ANNUAL REPORT FOR THE SPA 16th February 2016 to 15th February 2017

Western Project Area

During the reporting period exploration activities were conducted under the Tennant Creek Mineral Field Farm-in and Joint Venture between Emmerson and Evolution, who has committed to spend \$15M by 31 December 2017 with an option to spend a further \$10M over 2 years. Exploration activities were very limited due to focus elsewhere in the Tennant Creek Field which centred around the Edna Beryl and Retsina areas.

Emmerson continued its work from the Kenex Pty Ltd (Kenex) predictive modelling for the Tennant Creek Mineral Field and included all titles in the WPA. This product is a statistical predictive tool for predicting the possible prospective sites for Tennant Creek style mineralization. The model produced many target areas which contain all or some of the essential criteria for possible economic mineralization in the Tennant Creek Mineral Field. Emmerson has assessed the generated targets and ranked them in order of potential prospectivity. The highly ranked targets were selected for field visits and/or desktop data compilation and validation.



Location of the tenure within the WPA with respect to the town of Tennant Creek.

Location

EL's and MA's contained in the WPA, cover an area of some 1,032.6km² west and north- west of the Tennant Creek Township.

The principal access to the EL's and MA's in the WPA from Tennant Creek is north via the Stuart Highway then northwest and west via the Warrego Road, then north, south and west from the Warrego Road by various unsealed roads, tracks and fence line tracks. However, much of the WPA is rocky, without tracks and difficult to reach, even in a 4x4 vehicle. The unsealed tracks become impassable during the wet season.

Prospectivity and Exploration Potential

Exploration activity was limited due to exploration focus elsewhere, namely the Edna Beryl and Retsina Areas, but those that were conducted consisted of desktop evaluations to geologically assess a number of Kenex generated targets within the licence area.

Source: COMBINED ANNUAL REPORT FOR THE WPA 16th May 2016 to 15th May 2017

MINERAL RESOURCE ESTIMATES

The Company's current Mineral Resource inventory as summarised in the table below and released to the ASX on 28 November 2013 is 6.79mt at 3.6g/t gold equivalent or 900,000 gold equivalent ounces. The Mineral Resources were estimated under the JORC Code 2004. They have not been updated since to comply with the 2012 JORC Code on the basis that the information has not materially changed since it was reported.

Classification	Tonnes	Gold grade (g/t)	Copper grade (%)	Gold equivalent grade (g/t)	Gold ounces	Copper metal (t)	Gold equivalent ounces
Gecko - Anomaly 3, L25 and K44 Lower (reported above a 1% copper cut-off)							
Indicated	1,400,000	-	2.5	4.2	-	35,600	190,000
Inferred	80,000	-	1.6	2.7	-	1,300	10,000
Sub-total Gecko	1,480,000	-	2.5	4.1	-	36,900	200,000
Orlando - (Lenses 2 & 7, below open pit & 'the gap' - reported above a 1.0 g/t gold equivalent cut-off)							
Indicated	1,710,000	1.9	1.5	4.4	100,000	25,700	240,000
Inferred	510,000	1.7	1.1	3.6	30,000	5,800	60,000
Sub-total Orlando	2,220,000	1.8	1.4	4.2	130,000	31,500	300,000
Goanna (reported above a 1.0 % Cu cut-off)							
Indicated							
Inferred	2,918,000	0.16	1.84	3.2	15,000	53,700	300,000
Sub-total Goanna	2,918,000	0.16	1.84	3.2	15,000	53,700	300,000
Chariot - Open Pittable & Remnant Underground (reported above a 1.0 g/t gold equivalent cut-off)							
Indicated	60,000	15.9	-	15.9	32,000	-	32,000
Inferred	110,000	18.8	-	18.8	67,000	-	67,000
Sub-total Chariot	170,000	17.4	-	17.4	99,000	-	99,000
TOTAL	6,790,000	1.1	1.8	3.6	246,000	122,100	900,000

Gold Equivalent Calculation

Gold equivalent results are calculated using a gold price of US\$1,363/oz and a copper price of US\$7,297/t. Copper-rich ore would be processed using a conventional crush, grind and flotation route to a copper concentrate which would then be sold. Benchmarking of this processing route suggests that a copper recovery of 90-92% would be appropriate. Gold would be recovered by an industry standard carbon-in-pulp process leading to the generation of gold bars. No unconventional processing such as roasting or biological leaching is contemplated, therefore typical recoveries for such gold processing plants is in the range of 90-94%. Given the relative recoveries of both gold and copper are essentially identical, the equivalence formula has not been adjusted for recovery. The gold equivalent calculation used is $AuEq (g/t) = Au (g/t) + ((Cu(\%)*7297)/43.82)$, i.e. 1.0%Cu = 1.67g/t Au. The totals may not sum exactly due to rounding.

Source: Emmerson Resources Ltd, 2013, 'High Grade Chariot Gold Resource & Global Resource Upgrade' ASX Release 28 November 2013,

Emmerson Resources Ltd, 2013, Quarterly Report for the Period Ending 31 March 2014 29 April 2014. (additional notes),, Emmerson Resources Ltd, Annual Report 2017

The information in the ASX Releases which relates to Mineral Resources is based upon information compiled by Mr Ian Glacken, who is a Fellow of the Australasian Institute of Mining and Metallurgy. Ian Glacken is an employee of Optiro Pty Ltd and has sufficient experience which is relevant to the style of mineralization and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Ian Glacken consents to the inclusion in the report of a summary based upon his information in the form and context in which it appears

Gecko Deposit

Mineral Resource estimates have been updated for the Anomaly 3, L25 and K44 Lower ore bodies at the Gecko deposit to reflect the lower cut-off grades engendered by current commodity prices. Previous (1998) models were based on a cut-off grade of 2.5% Cu. The current higher copper prices indicate that a cut-off grade of 1% Cu can be considered.

The copper mineralization at Gecko occurs as thin, near vertical lenses, within and transgressively to the iron-oxide pods, and often continues into the adjacent chlorite-altered sediments. The lenses are generally patchy and discontinuous between sections.

The total July 2011 Mineral Resources at Anomaly 3, L25 and K44 Lower at the Gecko deposit based on a 1% Cu cut-off grades is 1.62 Mt at an average grade of 2.5% Cu (Table 1.1). This Mineral Resource is classified as Inferred in accordance with the guidelines of the JORC Code (2004). The Mineral Resource at Anomaly 3 is reported by oxide and sulphide material and the Mineral Resources at L25 and K44 Lower are all sulphide.

Classification	Tonnes	Gold grade (g/t)	Copper grade (%)	Gold equivalent grade (g/t)	Gold equivalent Ounces
Gecko - Anomaly 3, L25 and K44 Lower (reported above a 1% copper cut-off)					
Indicated	1,400,000	-	2.5	4.2	190,000
Inferred	80,000	-	1.6	2.7	10,000
Sub-total Gecko	1,480,000	-	2.5	4.1	200,000

Interpretation and reporting at the lower cut-off grade of 1% Cu, based on the higher copper prices, has increased the contained copper metal by 63% compared to the 1998 resource report which was modelled and reported based on a 2.5% Cu cut-off grade. Optiro re-reported the 1998 K44 Lower resource estimate to exclude areas that appear to have been mined.

Source: Optiro, August 2011, Gecko Deposit – Mineral Resource update

Orlando Deposit

Gold and copper mineralization at Emmerson Resources' (ERM's) Orlando deposit is hosted in east-west trending lenses controlled by two shear zones which strike east-southeast. The gold and copper mineralization is associated with elevated concentrations of arsenic, cobalt and bismuth. The main copper mineral is chalcopyrite, which has been oxidised to a number of secondary copper minerals, including malachite, chalcocite and covellite within the weathered horizon. Geological logging of the oxidation indicates that the rocks are oxidised to depths of up to 120 m.

The mineralization has been tested by both reverse circulation (RC) drilling and diamond core drilling by previous owners. The majority of the drilling is on 10 m to 20 m spaced sections across the deposit, with an average spacing of 20 m to 30 m on section. In 2012, ERM drilled twelve RC holes (for a total of 2,920 m) at Orlando to test for extensions to the mineralization within the two main lenses, and the Mineral Resource has been updated to incorporate this data.

ERM provided Optiro with interpretations of the weathering surfaces, a fully validated drilling database and information from previous studies at Orlando. The mineralization at Orlando has previously been interpreted using nominal cut-off grades of 0.5 g/t gold and 0.5% copper, combined with the structural controls on mineralization; these interpretations were amended to include data from the 2012 extensional drilling programme. Appropriate top-cuts were applied based on statistical analysis of the data within the mineralization interpretations, and block grades were estimated using ordinary kriging. Bulk density data from 33 diamond drillholes was re-evaluated and average values were assigned to the block model using a combination of weathering and mineralized domains.

The Mineral Resource for Orlando has been reported and classified as Indicated and Inferred in accordance with the JORC Code (2004). The Mineral Resource as at April 2013, reported above a gold equivalent cut-off grade of 1.0 g/t, is presented in Table 1.1. The gold equivalent value has been calculated using April 2013 metal prices of US\$1,372/oz for gold and US\$3.31/lb for total copper (i.e. not acid-soluble copper), makes no allowance for differential metallurgical recoveries and does not distinguish between weathering style. The Mineral Resource has been depleted for open pit mining and underground workings and reporting of mineralization to the west of 690 mE has been constrained to above 895 mRL.

Classification	Tonnes	Gold grade (g/t)	Copper grade (%)	Gold equivalent grade (g/t)	Gold equivalent Ounces
Orlando – (Lenses 2 & 7, below open pit & ‘the gap’ - reported above a 1.0 g/t gold equivalent cut-off)					
Indicated	1,710,000	1.9	1.5	4.4	240,000
Inferred	510,000	1.7	1.1	3.6	60,000
Sub-total Orlando	2,220,000	1.8	1.4	4.2	300,000

Source: Optiro, July 2013, Orlando Deposit Phase 5 – Mineral Resource Estimate

Goanna Deposit

The Goanna deposit has been tested by both reverse circulation (RC) and diamond drilling. Copper mineralization at Goanna occurs as thin, near vertical lenses, sitting within and transgressive to six subparallel and subvertical shear zones, locally called the Gecko Corridor. The lenses are generally patchy and discontinuous between sections and are similar in nature to those found at Gecko. Minor gold mineralization is present at Goanna.

ERM provided three-dimensional interpretations of shear zones and ironstone units based upon geological logging and assay data. Optiro generated a three-dimensional mineralization interpretation using a nominal 0.3% copper cut-off, but this was relaxed if the drillhole intercepts supported the geological interpretation. Gold mineralization wireframes could not be generated as there were insufficient gold intercepts present within the dataset, thus gold grades were estimated within the copper wireframes.

The Goanna resource estimate has been reported above a 1% copper cut-off grade. As at 2 August 2013, the total Mineral Resource for the Goanna deposit is 2.9 Mt at an average grade of 1.84% copper. Due to a number of issues identified with the Goanna QAQC data supplied and the wide current drill spacing, the Goanna resource estimate has been classified as Inferred. This estimate has been classified and reported in accordance with the guidelines of the Australasian Code for Reporting of Identified Mineral Resources and Ore Reserves, 2004 (the JORC Code).

Classification	Tonnes	Gold grade (g/t)	Copper grade (%)	Gold equivalent grade (g/t)	Gold equivalent Ounces
Goanna (reported above a 1.0 % Cu cut-off)					
Indicated					
Inferred	2,918,000	0.16	1.84	3.2	300,000
Sub-total Goanna	2,918,000	0.16	1.84	3.2	300,000

Source, Optiro, July 2013, Goanna Mineral Resource Estimate

Chariot Deposit

The Chariot deposit is located within an east-west striking high strain zone and is spatially associated with extensive iron oxide metasomatism. Gold mineralization at Chariot occurs as moderate to steeply dipping lenses that break up into smaller zones below 1,150 mRL. The lenses are closely associated with the iron oxide body but are not entirely coincidental.

Modelled three-dimensional wireframes of 24 interpreted mineralization lenses, as well as alteration and ironstone lithology wireframes, were provided to Optiro by ERM. Optiro updated the mineralization wireframes using a nominal 1 g/t gold cut-off above 1,150 mRL and the existing 4 g/t gold cut-off was maintained below 1,150 mRL. The cut-off grade was reduced above 1,150 mRL to reflect the portion of the deposit that could be potentially mined by open pit methods. The overall geometry of the previous mineralization interpretation was adhered to by Optiro during the update process. Wireframe solids were snapped to RC and diamond drillholes, and face sample lines and sludge drillholes were used to guide the mineralization interpretation, but not necessarily snapped into the wireframe solids. Optiro understands that the lithological contacts of the ironstone and alteration units are well understood, and as such Optiro did not update the alteration or ironstone wireframes.

The Chariot Mineral Resource estimate has been classified as Indicated and Inferred in accordance with the guidelines of The Australasian Code for the Reporting of Exploration Results, Mineral Resources and Ore Reserves (the JORC Code, 2004). Mineral Resources have been classified on the basis of confidence in geological and grade continuity using the drilling density, geological model, modelled grade continuity and conditional bias measures (kriging efficiency).

Areas with higher geological confidence, drill spacing and kriging efficiency within Domains 1 to 24 were classified as Indicated. All other estimated blocks, including the alteration and ironstone domains, were classified as Inferred. No Measured Mineral Resources have been defined. Due to the possibility of ore loss and/or dilution through ground failure in the upper levels of the underground, Optiro has classified material in the model within the “Estimated Failure Zone” as “Resource at Risk”.

Classification	Tonnes	Gold grade (g/t)	Copper grade (%)	Gold equivalent grade (g/t)	Gold equivalent Ounces
Chariot – Open Pit table & Remnant Underground (reported above a 1.0 g/t gold equivalent cut-off)					
Indicated	60,000	15.9	-	15.9	32,000
Inferred	110,000	18.8	-	18.8	67,000
Sub-total Chariot	170,000	17.4	-	17.4	99,000
TOTAL	6,790,000	1.1	1.8	3.6	900,000

The Mineral Resource estimate for the Chariot deposit is reported above a 1 g/t gold cut-off grade above 1,180 mRL inside the optimal pit shell and above a 6 g/t gold cut-off grade below 1,180 mRL in Table 11.2. As at 28 August 2013, the total Mineral Resource for the Chariot deposit is 178 kt at 17.4 g/t gold, with 99,500 ounces of contained metal.

Source: Optiro, September 2013, Chariot Mineral Resource Estimate

Non JORC Mineral Inventory

	Tonnes	gold grade g/t	copper grade %	contained gold oz	contained copper tonnes
Edna Beryl	7,000	29.00		6,500	
Malbec West	4,723	16.30		2,388	
West Gibbet	5,000	20.00		3,215	
Eldorado Deeps	29,200	20.80		19,500	
Billy Boy (Gold)	8,100	19.60		5,104	
Billy Boy (Copper)	56,000		2.40		1,344
The Susan	8,727	15.82		4,437	
The Extension	16,503	15.20		8,065	
Jasper Hill - gold	15,600	15.10	0.07	7,573	11
Jasper Hill - fields	38,100	0.20	2.59	245	987
Jasper Hill - copper	272,200	0.60	4.75	5,251	12,930
Katherine Star	74,600	1.20	5.31	2,878	3,961
Northern Star	20,200	6.90	0.06	4,481	12
Deeps	42,200		3.27		1,380
North Star	42,200				
Estralita	5,000	11.00		1,768	
Golden 40 (remnants)	85,000	11.00	1.00	30,061	850
Blake Snake	18,700	12.00		7,200	
Black Angel	6,000	14.40		3,000	
Golden Kangaroo East	17,240	7.30		4,046	
Explorer 26 (Hermitage)	120,000	5.00	3.00	19,290	3,600
West Peko	68,000	4.90	5.20	10,713	3,536
Golden Kangaroo	158,718	3.10		15,819	
Ivanhoe Remnants	15,000	4.00		1,900	
Explorer 13 (Ivanhoe West)	281,000	1.55	0.95	14,003	2,670
Troy	250,000		4.00		10,000
White Devil Remnants	71,700	6.50		14,983	
TC8	104,000	0.30	5.00	1,003	5,200
TOTAL	1,023,090	3.66	2.65	193,423	46,481
Equivalence Ratio		1.00	1.67		
	1,023,090	3.66	4.43		
Au Equivalent Grade			8.09		
Au Equivalent Ounces			266,000		

Source: Emmerson Resources Ltd, Internal Report

The mineral inventory is compiled from public reports including:

- Giants Reef Mining 2005 Annual Report
- Giants Reef Mining 2002 Rights Issue Prospectus
- Normandy Tennant Creek Pty Ltd IM Acquisition Document 2000
- Giants Reef Mining 2004 Annual Report
- Giants Reef Mining 2001 Annual Report
- Giants Reef Mining 1993 Rights Issue Prospectus

The Mineral Resources were not estimated under the JORC Code. They have not been updated since to comply with the 2012 JORC Code on the basis the information has not materially changed since it was reported.

VALUATION CONSIDERATIONS

The author of this report (the Technical Specialist) is a Member of the Australasian Institute of Mining and Metallurgy ("AusIMM") and therefore, is obliged to prepare mineral asset valuations in accordance with the Australian reporting requirements as set out in the VALMIN Code (2015 Edition).

The opinions expressed and conclusions drawn with respect to this valuation are appropriate at the date stated in the Report. The valuation is valid for this date and may change with time in response to variations in economic, market, legal or political conditions in addition to on-going exploration results.

The objective of a mineral asset valuation is to establish a "fair market" value for an asset in the context of the factors outlined in the body of this report and in line with the *Spencer Test*.

Fair Market Value of Mineral Assets

Mineral assets are defined in the VALMIN Code as all property including, but not limited to real property, mining and exploration tenements held or acquired in connection with the exploration, the development of and the production from those tenements together with all plant, equipment and infrastructure owned or acquired for the development, extraction and processing of minerals in connection with those tenements.

The VALMIN Code defines fair market value of a mineral asset as the estimated amount of money or the cash equivalent of some other consideration for which, in the opinion of the Specialist reached in accordance with the provisions of the VALMIN Code, the mineral asset should change hands on the valuation date between a willing buyer and a willing seller in an arms length transaction, wherein each party has acted knowledgeably, prudently and without compulsion.

In effect therefore, the valuation Specialist is assumed to have the knowledge and experience necessary to establish a realistic value for a mineral asset. The real value of a tenement or other mineral right can only be established in an open market situation where an informed public is able to bid for an asset. The most open and public valuation of mineral assets occur when they are sold to the public through a public share offering by a company wishing to become a public listed resource company, or by a company raising additional finance. In this instance,

the public is given a free hand to make the decision, whether to buy or not buy shares at the issue price, and once the shares of the company are listed, the market sets a price.

It is well known to most valuation Specialists that where mineral tenement or other mineral right valuation is concerned there are two quite distinct markets operating. Almost without exception, the values achieved for mineral assets sold through public flotation are higher than where values are established through, say, the cash sale by a liquidator, or the sale by a small prospector to a large company neighbour, or through joint venture arrangements.

It is Agricola's experience, that in all these circumstances the terms of sale generally do not meet the criteria laid out in the VALMIN Code for fair market value (i.e. transaction between a willing buyer, willing seller in an arm's length transaction, wherein each party had acted knowledgeably, prudently and without compulsion). Invariably one of the parties is a less than enthusiastic participant and it cannot be said that the purchase or sale is without an element of compulsion.

It is Agricola's opinion that the market value of mineral assets should be valued by the Specialist on the assumption that they are traded by vending them into a public float. Generally this will mean that the vendor is issued escrow shares (escrow period is usually two years). Importantly, this is a true cash sale situation, since the purchaser of the tenements (the public) is always expected to pay cash.

The VALMIN Code notes that the value of a mineral asset usually consists of two components; the underlying or Technical Value, and the Market component which is a premium relating to market, strategic or other considerations which, depending on circumstances at the time, can be either positive, negative or neutral. When the Technical and Market components of value are added together the resulting value is referred to as the Market Value.

The value of mineral assets is time and circumstance specific. The asset value and the market premium (or discount) changes, sometimes significantly, as overall market conditions, commodity prices, exchange rates, political and country risk change. Other factors that can influence the valuation of a specific asset include the size of the company's interest, whether it has sound management and the professional competence of the asset's management. All these issues can influence the market's perception of a mineral asset over and above its technical value.

Methods of Valuing Mineral Assets

Estimated Mineral Resources in accordance with the JORC Code 2012

Where Mineral Resources have been defined, Agricola's approach is to excise them from the mineral property and to value them separately on a value per ounce/resource tonne/metal unit basis. The value of the exploration potential of the remainder of the property can then be assessed. Where appropriate, the quality of the mineral resource is assessed on the basis of available information and discounts are applied to represent uncertainty in the information.

In Agricola's opinion, a Specialist charged with the preparation of a development or production project valuation must give consideration to a range of technical issues as well as make a judgement about the 'market'.

Comparable market value

When the economic viability of a resource has not been determined by scoping or higher-level studies, then a 'rule of thumb' or comparable market value approach is typically applied. The comparable market value approach for resources is a similar process to that for exploration property however a dollar value per resource tonne / metal in the ground is determined.

As no two mineral assets are the same, the Specialist must be cognisant of the quality of the assets in the comparable transactions. Key technical issues that need to be taken into account include:

Mineral Resources - Technical Value

- JORC Category – overall confidence in the Mineral Resource estimate;
- The grade of the resource; by products and co products
- Mining factors - difficulty and cost of extraction; economies of scale; the amount of pre-strip (for open pits) or development (for underground mines) necessary; the likely ore to waste ratio (for open pits);
- Metallurgical factors - processing characteristics; the metallurgical qualities of the resource; waste disposal;
- Environmental factors Chemical safeguards (cyanidation)
- Infrastructure -; the proximity to infrastructure such as an existing mill, roads, rail, power, water, skilled work force, equipment, .
- Likely operating and capital costs; Profitability

Exploration Stage Projects with no Estimated Mineral Resources

When valuing an exploration or mining property without resources, the Specialist is attempting to arrive at a value that reflects the potential of the property to yield a mineable Ore Reserve and which is, at the same time, in line with what the property will be judged to be worth when assessed by the market. Arriving at the value estimate by way of a desktop study is notoriously difficult because there are no hard and fast rules and no single industry-accepted approach.

It is obvious that on such a matter, opinions are based entirely on professional judgement, where the judgement reflects the Specialist's previous geological experience, local knowledge of the area, knowledge of the market and so on, that no two Specialists are likely to have identical opinions on the merits of a particular property and therefore, their assessments of value are likely to differ - sometimes markedly.

The most commonly employed methods of exploration asset valuation are:

- *Geoscience rating methods* such as the Kilburn method (potential based); - assessing various aspects relating to future prospectivity;
- *Multiple of exploration expenditure method* (exploration based) also known as the premium or discount on costs method or the appraised value method - assessing the value outcome of previous exploration expenditure, and
- *Comparable market value method* - Comparing other mineral asset sales with the current mineral asset;

It is possible to identify positive and negative aspects of each of these methods. It is notable that most specialists have a single favoured method of valuation for which they are prepared to provide a spirited defence and, at the same time present arguments for why other methods should be disregarded. The reality is that it is easy to find fault with all methods since there is a large element of subjectivity involved in arriving at a value of a tenement no matter which method is selected. It is obvious that the Specialist must be cognisant of actual transactions taking place in the industry in general to ensure that the value estimates are transparent, reasonable and realistic.

Transparency requires that the reader of a Public Report is provided with sufficient information, the presentation of which is clear and unambiguous, to understand the report and not be misled by this information or by omission of Material information. (VALMIN Code 2015, clauses 3.3)

Reasonableness requires that an assessment that is impartial, rational, realistic and logical in its treatment of the inputs to a Valuation or Technical Assessment has been used, to the extent that another Practitioner with the same information would make a similar Technical Assessment or Valuation. (VALMIN Code 2015, clauses 4.1)

In Agricola's opinion, a Specialist charged with the preparation of a tenement valuation must give consideration to a range of technical issues as well as make a judgement about the 'market'. Key technical issues that need to be taken into account include:

Exploration Ground - Technical Value

- Evidence of mineralization and mines on adjacent properties;
- Proximity to existing production facilities of the property;
- Geological setting of the property;
- Existing mineralized deposits within tenement boundaries;
- The relative size of the landholding;
- Proportion of prospective ground within tenement boundaries
- Results of exploration activities on the tenement;
- Implications for future successful exploration outcomes;

Market Value

In addition to these technical issues the Specialist has to take particular note of the market's demand for the type of property being valued. Obviously this depends upon professional judgement. As a rule, adjustment of the technical value by a market factor must be applied most judiciously. It is Agricola's view that an adjustment of the technical value of a mineral tenement should only be made if the technical and market values are obviously out of phase with each other.

Market Value

- Legal issues; Native Title; State and National reserves and restrictions
- Commercial issues; royalties; Joint Venture/Farm In; Administration Risk
- Market Conditions; supply and demand
- Commodity Price outlook

- Country Risk
- Community resistance
- Competing Projects

It is Agricola's opinion that the market may pay a premium over the technical value for high quality mineral assets (i.e. assets that hold defined resources that are likely to be mined profitably in the short-term or projects that are believed to have the potential to develop into mining operations in the short term even though no resources have been defined). On the other hand exploration tenements that have no defined attributes apart from interesting geology or a 'good address' may well trade at a discount to technical value. Deciding upon the level of discount or premium is entirely a matter of the Specialist's professional judgement. This judgement must of course take account of the commodity potential of the tenement, the proximity of an asset to an established processing facility and the size of the land holding.

Agricola's Valuation methodology

It is Agricola's opinion that no single valuation approach should be used in isolation as each approach has its own strengths and weaknesses. Where practicable, Agricola undertakes its valuations using a combination of valuation techniques in order to help form its opinion.

Mineral Resource estimates

For the valuation of Mineral Resource and Exploration Target estimates, Agricola's approach is to value these assets by assigning a dollar value to the in situ metal. To establish a benchmark market value for in-ground metal, where possible, Agricola has completed a search of the publicly available information on recent market transactions over the preceding two to three year period. Agricola's search is not intended to be a definitive listing of all market transactions in this period, but rather a list of transactions that offer comparability to the projects in terms of reported tonnes, grade or the state of the project as a whole. The level of disclosure and complexity of some of the transactions reviewed limited Agricola's ability to assign meaningful cash equivalent values and these were therefore disregarded for the purpose of this analysis.

The quality of the mineral asset under consideration is assessed based on a number of aspects outlined in the JORC Code (and discussed above) and the overall assessment compared to the range of comparable sales.

Exploration potential – Geofactor Rating Method

Having considered the various methods used in the valuation of exploration properties, Agricola is of the opinion that the Kilburn method provides the most appropriate approach to utilise in the technical valuation of the exploration potential of mineral properties on which there are no defined resources. Kilburn, a Canadian mining engineer was concerned about the haphazard way in which

exploration tenements were valued. He proposed an approach, which essentially requires the specialist to justify the key aspects of the valuation process.

The specialist must specify the key aspects of the valuation process and must specify and rank aspects, which enhance or downgrade the intrinsic value of each property. The intrinsic value is the base acquisition cost ("BAC") which is the average cost incurred to acquire a base unit area of mineral tenement and to meet all statutory expenditure commitments for a period of 12 months. Different practitioners use slightly differing approaches to calculate the BAC.

The GeoFactor method systematically assesses and grades four key technical attributes of a tenement to arrive at a series of multiplier factors, usually as a range of values. The multipliers are then applied to the BAC of each tenement with the values being multiplied together to establish the overall technical value of each mineral property. A fifth factor, the market factor, is then multiplied by the technical value to arrive at the fair market value. An overview of the factors influencing the current market is outlined in more detail in the section entitled: Market and commodity overview.

The successful application of this method depends on the selection of appropriate multipliers that reflect the tenement prospectivity. Furthermore, there is the expectation that the outcome reflects the market's perception of value, hence the application of the market factor.

Agricola is philosophically attracted to the GeoFactor type of approach because it endeavours to implement a system that is systematic and defensible. It also takes account of the key factors that can be reasonably considered to impact on the exploration potential.

It has also been argued that the GeoFactor method is a valuation-by-numbers approach. In Agricola's opinion, the strength of the method is that it reveals to the public, in the most open way possible, just how a tenement's value was systematically determined. It is an approach that lays out the subjective judgements made by the Specialist.

In arriving at a technical value for the projects, Agricola has taken into consideration the company's equity position if the tenements are subject to a farm-in, joint venture or option to purchase arrangement. Agricola has reviewed the status of the tenure and elected to only value tenement applications where it is satisfied that there is no cause to doubt their eventual granting and where there is no pre-existing or related title. A discount is usually applied to tenements that have not been granted.

Geoscientific Ranking Factors				
Ranking	Off Property Factors	On Property Factors	Anomaly Factors	Geological Factors
	A	B	C	D
0.5			Extensive previous exploration with poor results to date. Further exploration may be warranted.	Generally unfavourable geological setting/Poor geological setting.
0.9				Generally favourable setting, under cover.
1.0	No Known Mineralisation in the district	No known mineralisation within the tenement	No targets defined. Exploration has been extensive.	Generally favourable geological setting exposed over part of the tenement.
1.5	Mineralisation identified	Mineralisation identified	Targets identified with initial positive indications.Scattered soil/geophysics/RAB results. Drilling recommended.	
2.0	Resource Targets Identified with good potential	Exploration targets identified. Historic resources may be present.	Significant intersections from drilling with no evidence of extent.	Favourable geological setting. Prospective host rocks over most of the tenement.
2.5				
3.0	Along Strike or adjacent to known significant mineralisation	Mine or abundant workings with significant previous production	Several Significant Ore grade intersections that can be correlated between sections. Extent could be significant.	Mineralised zones exposed in prospective host rocks.
3.5				
4.0	Along Strike from a major mine	Major mine with significant historical production		
5.0	Along strike from a world class mine			
Prospectivity Index = A*B*C*D				

Base Acquisition Cost (BAC)

The keystone of the method is the Basic Acquisition Cost (BAC also known as the base holding cost), which provides a standard base from which to commence a valuation. The acquisition and holding costs of a tenement for one year provides a reasonable, and importantly, consistent starting point. Presumably when a tenement is pegged for the first time by an explorer the tenement has been judged to be worth at least the acquisition and holding cost.

- Australian Holding Costs

It may be argued that on occasions an EL may be converted to a ML expediently for strategic reasons rather than based on exploration success, and hence it is unreasonable to value such a ML starting at a relatively high BAC compared to that of an EL. In Agricola's opinion, Exploration ground should be valued on the basis of an Exploration Licence without regard to the actual tenement type.

Agricola has researched and reviewed information from the states of Australia and compiled the following table.

Conceptual Minimum Year 1 Exploration Program, A\$/km ² Australian Tenements			
	Low	High	Preferred
Application Fee, A\$/km ²	10.00	20.00	15.00
Rent, A\$/km ²	25.00	35.00	30.00
Surface Exploration, A\$/km ²	300.00	400.00	350.00
Administration, 10%	30.00	40.00	35.00
Total	365.00	495.00	430.00

Source: State Government publications and websites; Agricola estimates

Multiple of Exploration Expenditure

The cost approach to exploration property valuation is sometimes used, as a secondary method to valuation of exploration properties not yet advanced enough to estimate mineral resources. Various valuation methods exist which make reference to historical exploration expenditure. One such method is based on a 'multiple of historical exploration expenditure'. Successful application of this method relies on the specialist assessing the extent to which past exploration expenditure is likely to lead to a target resource being discovered, as well as working out the appropriate multiple to apply to such expenditure.

Prospectivity Enhancement Multiplier (PEM) Factors	
Range	Criteria
0.2 – 0.5	Exploration downgrades the potential. Relinquish recommended on technical grounds.
0.5 – 1	Exploration has maintained the potential. Scattered surface indications including regional mapping and rock chip results.
1.0 – 1.3	Exploration has slightly increased the potential with some encouraging surface results. Further exploration recommended on sound technical grounds.
1.3 – 1.5	Exploration has considerably increased the potential. Anomalous zones defined from geochemistry and/or geophysics.
1.5 – 2.0	Limited Preliminary Drilling intersected interesting mineralised intersections, not on adjacent sections.
2.0 – 2.5	Detailed Drilling has defined targets with potential economic interest. Results can be linked between sections. Exploration Targets could be estimated.
2.5 – 3.0	A Mineral Resource has been estimated at an Inferred category in accordance with the JORC Code. Further detailed drilling recommended to define or expand the resource
PEM Factors are applied to recent valid exploration expenditure	

The direct use of historical costs raises several issues:

- The exploration must be relevant and effective. Old expenditure must be adjusted for time, Duplication of work might have taken place
- Exploration companies accounting methods are different and administration costs can be excessive.

VALUATION ASSESSMENT

Mineral Assets Classification	
Pre-development projects	<p><i>Mineral assets with Feasibility Studies</i> - Tenure holdings where Mineral Resources have been identified and their extent estimated (possibly incompletely), but where a decision to proceed with development has not been made. Properties at the early assessment stage, properties for which a decision has been made not to proceed with development, properties on care and maintenance and properties held on retention titles are included in this category if Mineral Resources have been identified, even if no further work is being undertaken;</p> <ul style="list-style-type: none"> • Projects: none <p><i>Valuation Methods: Comparable Transactions, Discounted Cash Flow (if Ore Reserves have been estimated)</i></p>
Advanced exploration projects	<p><i>Mineral assets with Mineral Resources</i> - Tenure holdings where considerable exploration has been undertaken and specific targets identified that warrant further detailed evaluation, usually by drill testing, trenching or some other form of detailed geological sampling. A Mineral Resource estimate may or may not have been made, but sufficient work will have been undertaken on at least one prospect to provide both a good understanding of the type of mineralization present and encouragement that further work will elevate one or more of the prospects to the Mineral Resources category;</p> <ul style="list-style-type: none"> • Projects: Geko, Orlando, Goanna, Chariot, Non JORC inventory <p><i>Valuation Methods: Unit Value - \$/oz, Comparable Transactions.</i></p>
Early stage exploration projects	<p><i>Mineral assets in the exploration stage</i> - Tenure holdings where mineralization may or may not have been identified, but where Mineral Resources have not been identified;</p> <ul style="list-style-type: none"> • Projects: North, East, South, West, Geko-Orlando Project Areas <p><i>Valuation Methods: Geo Rating, Comparable Transactions</i></p>

Agricola's preferred valuation method is in bold print

VALUATION OF MINERAL RESOURCES

Mineral Resources and Mineral Inventory Unit Value Estimate - \$/Oz

Classification	Tonnes	Gold grade (g/t)	Copper grade (%)	Gold equivalent grade (g/t)	Gold equivalent Ounces
Gecko - Anomaly 3, L25 and K44 Lower (reported above a 1% copper cut-off)					
Indicated	1,400,000	-	2.5	4.2	190,000
Inferred	80,000	-	1.6	2.7	10,000
Sub-total Gecko	1,480,000	-	2.5	4.1	200,000
Orlando – (Lenses 2 & 7, below open pit & ‘the gap’ - reported above a 1.0 g/t gold equivalent cut-off)					
Indicated	1,710,000	1.9	1.5	4.4	240,000
Inferred	510,000	1.7	1.1	3.6	60,000
Sub-total Orlando	2,220,000	1.8	1.4	4.2	300,000
Goanna (reported above a 1.0 % Cu cut-off)					
Indicated					
Inferred	2,918,000	0.16	1.84	3.2	300,000
Sub-total Goanna	2,918,000	0.16	1.84	3.2	300,000
Chariot – Open Pittable & Remnant Underground (reported above a 1.0 g/t gold equivalent cut-off)					
Indicated	60,000	15.9	-	15.9	32,000
Inferred	110,000	18.8	-	18.8	67,000
Sub-total Chariot	170,000	17.4	-	17.4	99,000
TOTAL	6,790,000	1.1	1.8	3.6	900,000
Non Jorc Mineral Inventory					
Unclassified	1,023,090	3.66	2.65	8.09	266,000

Project Quality Assessment

The Tennant Creek project groups have been assessed for project quality based on a number of attributes in accordance with the JORC Code. This has been compiled on a qualitative basis and ratings allocated as *very low, low, average, high and very high* with an assessment of JORC Category, Mining factors, Metallurgical factors, Environmental factors, Infrastructure, Costs and Market sentiment specific to the Project.

The term '*reasonable prospects for eventual economic extraction*' implies an assessment (albeit preliminary) by the Competent Person when preparing a Mineral Resource Estimation in respect of all matters likely to influence the prospect of economic extraction including the approximate mining parameters.

- *JORC Mineral Resource Category Discount Factors*

Mineral Resources are sub-divided, in order of increasing geological confidence, into Inferred, Indicated and Measured categories. Exploration Targets and non-JORC mineral inventories are recognized as a category with lower confidence. Mineral inventories that have not been estimated in accordance with the JORC Code, historical and foreign estimated may also be considered in the assessment and attract a significant discount.

Gecko and Orlando both hold a predominance of Indicated Resource; Goanna is predominantly Inferred Resource, Chariot has similar amounts of Indicated and Inferred Resources; the non-JORC inventory is unclassified.

- *Mining factors or assumptions*

Potential mining methods are considered. The assumptions made regarding mining methods and parameters when estimating Mineral Resources may not always be rigorous.

The deposits are considered to be amenable to normal underground mining methods. Gecko is mostly mined out, underground workings need refurbishment, remnant ore only. Goanna is a narrow high-grade copper deposit with not much gold. Copper orebodies start at around 150m below the surface so not amenable to open cut. Copper in steeply plunging shoots and not amenable to mechanised mining.

- *Metallurgical factors or assumptions*

Potential metallurgical methods are considered. The assumptions regarding metallurgical treatment processes and parameters made when reporting Mineral Resources may not always be rigorous.

The deposits are considered to be amenable to normal metallurgical methods with reasonable recovery rates. Orlando has metallurgy problems with the ore, as it is transitional between the primary and oxide zone.

- *Environmental factors or assumptions*

Assumptions made regarding possible waste and process residue disposal options are considered including the potential environmental impacts of the mining and processing operation. While the determination of potential environmental impacts, particularly for a project, may not always be well advanced, the status of early consideration of these potential environmental impacts should be reviewed.

Tennant Creek has a long history of mining activity and no additional environmental impacts are known to be present.

- *Infrastructure factors or assumptions*

For remote projects road and rail infrastructure need to be considered. Access agreements may not be in place and negotiations can be difficult.

Tennant Creek is well connected to existing road and rail networks.

- *Operating Costs, Capital Costs assumptions*

Implications of open cut operating costs and capital expenditure can be significant for a remote project. This may include availability of labour and housing as well as major capital works.

Tennant Creek has a long history of mining activity and operating and capital costs are well known and manageable.

- *Profitability, Product Marketing and Sales assumptions*

Direct sales to the Perth Mint for gold projects is the likely scenario. For other commodities product quality will be an important factor in negotiating sales off take agreements and ultimately affect the price paid for the product.

Internal scoping Studies by Emmerson suggest that Gecko, Orlando and Goanna will produce low results for profitability and Chariot will be more profitable. No information is available for the non JORC Inventory.

- *Legal and Commercial issues*

Local, State and Commonwealth support for mining ventures must be considered. Community attitudes can have an impact on the project.

No negative impacts are known to exist.

The comparative transactions have been subdivided based on 'project quality' with a range of values (A\$/oz) and a preferred value. Details of the transactions are included in the table following.

GOLD		Project Quality Assessment			
	Gecko	Orlando	Goanna	Chariot	Non JORC
Technical Value					
JORC Category	High	High	Low	Average	Low
Mining factors	Average	Average	Average	Average	Average
Metallurgical factors	Average	Low	Average	Average	Average
Environmental factors	Average	Average	Average	Average	Average
Infrastructure	Average	Average	Average	Average	Average
Opex, Capex	Low	Low	Low	Average	Average
Profitability	Low	Average	Low	High	Low
Legal	Average	Average	Average	Average	Average
Commercial	Average	Average	Average	Average	Average
Market Value					
Market Conditions	Average	Average	Average	Average	Average
Overall Assessment	Low	Low	Low	Average	Low
Range of Values - A\$/oz					
Low	\$4.00	\$4.00	\$4.00	\$8.00	\$4.00
High	\$8.00	\$8.00	\$8.00	\$12.00	\$8.00
Preferred	\$6.00	\$6.00	\$6.00	\$10.00	\$6.00

Range of values is based on Agricola's review of appropriate comparable transaction in the database.

Technical Value

The Technical Value is assessed by estimated the equity share of the number of ounces in the mineral Resource and inventory and applying the assessed value per ounce after considering modifying factors discussed above.

Technical Value, A\$M						
	Gecko	Orlando	Goanna	Chariot	Non JORC	Total
<i>Au Eq Ounces</i>	200,000	300,000	300,000	99,000	266,000	1,165,000
<i>Low</i>	0.8	1.2	1.2	0.8	1.1	5.1
<i>High</i>	1.6	2.4	2.4	1.2	2.1	9.7
<i>Preferred</i>	1.2	1.8	1.8	1.0	1.6	7.4

Comparable Transactions for Mineral Resources - \$/Oz

A review of relatively recent transactions was undertaken. The transactions comprise a selection of gold asset transactions in various categories, mainly in Australia.

Project Quality Assessment – Mineral Resources			
Range of Values, A\$/km2	Low	Average	High
Low	\$4.18	\$6.10	\$9.13
High	\$6.10	\$9.13	\$20.18
Preferred	\$5.14	\$7.62	\$14.66

Details of the transactions are included in the appendix

Range boundaries are at 10th, 40th, 70th and 90th percentiles

The Company's mineral resources have been assessed in the range of A\$4.34 to A\$8.33 per ounce with a preferred value of A\$6.33. The valuation by the Project Quality method is consistent with the appropriate comparable transactions listed in the database and is considered to be of low to average project quality.

GEO-FACTOR RATING – Exploration Ground

The Geo Rating Method (also known as the Kilburn Method) attempts to convert a series of scientific opinions about a property into a numeric evaluation system. The success of this method relies on the selection of multiplying factors that reflect the tenement's prospectivity. Several issues need to be addressed for exploration properties:

- Possible extensions of mineralization from adjacent areas
- Exploration potential for other mineralization within the tenements

Base Acquisition Cost (BAC)

The Basic Acquisition Cost ("BAC") is the important input to the Geo Rating Method and it is assessed by estimating the statutory expenditure for a period of 12 months for a first stage exploration tenement such as an Exploration Licence (the first year holding cost). Advanced tenements such as Mining Leased may attract a higher BAC than early stage exploration Licences.

Applications for Exploration Licences in *Northern Territory*, attract an application fee of \$700; annual rent of \$105 per block, minimum annual expenditure of \$1,000 per block. For an block size of approximately 3 square kilometer this translates to \$402.50/km².

- *The Tennant Creek Project is valued on the basis of a **BAC of A\$400.***

Tenement Status

Uncertainty may exist where a tenement is in the application stage. Competing applications may be present where a ballot is required to determine the successful applicant or Native Title issues and negotiations may add to the risk of timely grant. Other issues may also be present such as state parks or forestry and wildlife reserves, competing land use and compensation agreements. There is an inherent risk that the tenement may not be granted and this needs to be recognized in the base value assessment. A 'grant factor' of zero may be applied where there is no realistic chance of approval (e.g. sacred sites) and where no significant impediments are known the factor may increase to about 60% to reflect delays and compliance with regulations.

- *The Tennant Creek tenements are all granted and attract a 'grant factor' of 100%*

Equity

The equity a Company may hold in a tenement through joint venture arrangements or royalty commitments may be addressed in assessing base value but it is often considered separately at the end of a valuations report.

- *The Tennant Creek Project is valued on the basis of 100% equity.*

Prospectivity Assessment Factors

Geo Ratings

The Geo Rating (Kilburn) method provides the most appropriate approach to utilise in the technical valuation of the exploration potential of mineral properties on which there are no defined resources.

The Kilburn method systematically assesses and grades four key technical attributes of a tenement to arrive at a series of multiplier factors. The multipliers are then applied serially to the BAC of each tenement with the values being multiplied together to establish the overall technical value of each mineral property.

- Location with respect to any off-property mineral occurrence of value, or favourable geological, geochemical or geophysical anomalies;
- Location and nature of any mineralization, geochemical, geological or geophysical anomaly within the property and the tenor (grade) of any mineralization known to exist on the property being valued;
- Geophysical and/or geochemical targets and the number and relative position of anomalies on the property being valued;
- Geological patterns and models appropriate to the property being valued.

The geo factors were arrived at after careful consideration of the results so far obtained and the potential for future discoveries.

Geo Factor Assessment

- *Off Site*

Physical indications of favourable evidence for mineralization, such as workings and mining on the nearby properties,. Such indications are mineralized outcrops, old workings through to world-class mines;

The Tennant Creek project is located in a historic mining field with numerous producing mines. Total production is 24.951 Mt @ 6.9 g/t Au, 2.8% Cu

The Tennant Creek Project is a well-mineralized area with significant past production. Outside the Emmerson ground, other companies have had some success with drilling programs.

- *On Site*

Local mineralization within the tenements and the application of conceptual models within the tenements. Location and nature of any mineralization, geochemical, geological or geophysical anomaly within the property;

The East and North project areas include the Edna Beryl and Mauritania prospects. They are categorized as 'Drilling with encouraging intercepts leading to advanced status'.

The South and West project areas are categorized as 'Exploratory sampling and drilling with encouragement'.

The Gecko-Orlando project area is categorized as 'Advanced drilling at an early stage'.

- *Anomalies*

Identified anomalies warranting follow up within the tenements. Geophysical and/or geochemical targets and the number and relative position of anomalies on the property being valued;

The North, South, East and West project areas are categorized as 'Exploratory sampling and drilling with encouragement'.

The Gecko-Orlando project area is categorized as 'Exploratory sampling and drilling with encouragement'.

- *Geology*

The proportion of structural and lithological settings within the tenements and difficulty encountered by cover rocks and other factors.;

The Tennant Creek project is located in a historic mining field with a very favourable geology setting. All projects are categorized as 'strongly favourable lithologies'.

EMMERSON RESOURCES		Prospectivity Factors			
	Off Site	On Site	Anomaly	Geology	Factor
East Project Area					
Low	2.00	2.00	1.50	2.25	13.5
High	2.25	2.25	1.75	2.50	22.1
North Project Area					
Low	2.00	2.00	1.50	2.25	13.5
High	2.25	2.25	1.75	2.50	22.1
South Project Area					
Low	2.00	1.50	1.50	2.25	10.1
High	2.25	1.75	1.75	2.50	17.2
West Project Area					
Low	2.00	1.50	1.50	2.25	10.1
High	2.25	1.75	1.75	2.50	17.2
Gecko Orlando					
Low	2.00	2.00	1.50	2.25	13.5
High	2.25	2.25	1.75	2.50	22.1

Base Value

The base value represents the exploration cost for a set period of the tenement adjusted for the grant status of the Tenement and the equity held. The current Base Acquisition Cost (BAC) for exploration projects or tenements at an early stage is the average expenditure for the first year of the licence tenure. This is considered to be a BAC of A\$400 per square kilometre

EMMERSON RESOURCES						
Tennant Creek Project	Base Value	Prospectivity Index		Technical Value Rate, A\$/km ²		
		Low	High	Low	High	Preferred
Tennant Creek Project						
East Project Area	400	13.5	22.1	5,400	8,900	7,150
North Project Area	400	13.5	22.1	5,400	8,900	7,150
South Project Area	400	10.1	17.2	4,100	6,900	5,500
West Project Area	400	10.1	17.2	4,100	6,900	5,500
Gecko Orlando	400	13.5	22.1	5,400	8,900	7,150

Technical Value

An estimate of technical value has been compiled for the tenements based on the base value, and ratings for prospectivity. For the purpose of this valuation the preferred value is selected as the average of Low and High values.

EMMERSON RESOURCES		Summary Technical Value, A\$/M		
Tennant Creek Project	Area, km ²	Low	High	Preferred
East Project Area	548.01	3.0	4.9	3.9
North Project Area	804.97	4.3	7.2	5.8
South Project Area	294.17	1.2	2.0	1.6
West Project Area	662.19	2.7	4.6	3.6
Gecko Orlando	265.54	1.4	2.4	1.9
Total		12.7	21.0	16.8
Summary Technical Value = [Area] * [Technical Value Rate]				

Comparable Transactions for Exploration Ground - \$/km²

A review of relatively recent transactions was undertaken. The transactions comprise a selection of gold asset transactions in various categories, mainly in Australia.

Project Quality Assessment - Exploration Projects, A\$/km ²			
Range of Values, A\$/km ²	Low	Average	High
Low	\$1,231	\$2,400	\$5,055
High	\$2,400	\$5,055	\$7,842
Preferred	\$1,800	\$3,700	\$6,400

Details of the transactions are included in the appendix

Range boundaries are at 10th, 40th, 70th and 90th percentiles

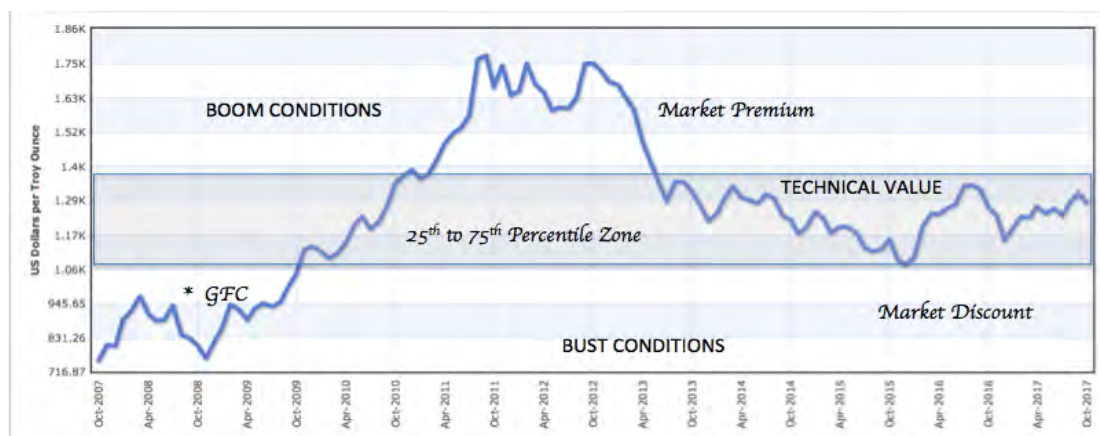
The Company's exploration ground has been assessed in the range of A\$4,900 to A\$8,200 per square kilometre. The valuation by the Geoscientific Factor method is consistent with the appropriate comparable transactions listed in the database and is considered to be of average to high project quality.

MARKET VALUE

Market Premium or Discount

Mineral Assets are volatile in nature and show marked cyclicality. In boom times the market in Australia may pay a premium over the technical value for high quality Assets (i.e. assets that hold defined resources that are likely to be mined profitably in the short-term or projects that are believed to have the potential to develop into mining operations in the short term even though no resources have been defined). On the other hand in times of bust conditions exploration tenements that have no

defined attributes apart from interesting geology or a good address may well trade at a discount to technical value.



Australian Gold Price variations 2007 to 2017

A review of the Australian gold prices over the last 10 years suggests that market premiums/discounts are in line with the estimated range of technical value. Other considerations may play a part in ascribing a premium or discount. Deciding on the level of discount or premium is entirely a matter of the technical expert's professional judgment. This judgment must of course take account of the commodity potential of the tenement, the proximity of an asset to an established processing facility and the size of the land holding.

In view of the alignment of historical gold prices and the 25th-75th percentile range no premium or discount has been applied to the Technical Value.

The Tennant Creek Project is a mature exploration project that the Company has actively explored for over many years. Exploration has resulted in the discovery of several significant gold deposits. Large areas of the Wa project overlay granite batholiths, which are considered relatively unprospective.

Mineral Resources

	Market Value, A\$M					Total
	Gecko	Orlando	Goanna	Chariot	Non Jorc	
<i>Market Factor</i>	100%	100%	100%	100%	100%	
<i>Low</i>	0.8	1.2	1.2	0.8	1.1	5.1
<i>High</i>	1.6	2.4	2.4	1.2	2.1	9.7
<i>Preferred</i>	1.2	1.8	1.8	1.0	1.6	7.4

Exploration Ground

EMMERSON RESOURCES		Market Value, A\$M		
Tennant Creek Project	Factor	Low	High	Preferred
East Project Area	100%	3.0	4.9	3.9
North Project Area	100%	4.3	7.2	5.8
South Project Area	100%	1.2	2.0	1.6
West Project Area	100%	2.7	4.6	3.6
Gecko Orlando	100%	1.4	2.4	1.9
Total		12.7	21.0	16.8
<i>Market Value = [Market Factor]*[Summary Technical Value]</i>				

RISKS FOR EXPLORATION COMPANIES

Agricola has identified a range of risk elements or risk factors, which may affect the future operations, and financial performance of the Company's Projects. Some of the risk factors are completely external, which is beyond the control of management. However, advance planning can mitigate the project specific risks.

Exploration and mining companies are subject to the regulatory environments in which they operate and exploration and mining companies throughout the world are subject to the inherent risks of the minerals industry.

- Risks inherent in exploration and mining include, among other things, successful exploration and identification of mineral Resources; satisfactory performance of mining operations if a mineable deposit is discovered; and competent management;
- Risks associated with obtaining the grant of any or all of the mining tenements or permits which are applications, or renewal of tenements upon expiry of their current term, including the grant of subsequent titles where applied for over the same ground.
- The grant or refusal of tenements is subject to ministerial discretion and there is no certainty that the tenements applied for will be granted.
- Applications are also subject to additional processes and requirements under the Native Title Act in Australia. The right to negotiate process under Native Title matters can result in significant delays to the implementation of any project or stall it. Negotiated native title agreements may adversely impact on the economics of projects depending on the nature of any commercial terms agreed.
- Risks arising because of the rights of indigenous groups in overseas jurisdictions which may affect the ability to gain access to prospective exploration areas and to obtain exploration titles and access, and to obtain production titles for mining if exploration is successful. If negotiations for such access are successful, compensation may be necessary in settling indigenous title claims lodged over any of the tenements held or acquired by the Company. The level of impact of these matters will depend, in part, on the location and status of the tenements;

- The risks associated with being able to negotiate access to land, including by conducting heritage and environmental surveys, to allow for prospecting, exploration and mining, is time and capital consuming and may be over budget and is not guaranteed of success.
- The risk of material adverse changes in the government policies or legislation of the host country affect the level and practicality of mining and exploration activities;
- Environmental management issues with which the holder may be required to comply from time to time. There are very substantive legislative and regulatory regimes with which the holder needs to comply for land access, exploration and mining that can lead to significant delays.
- Poor access to exploration areas as a result of remoteness or difficult terrain;
- Poor weather conditions over a prolonged period which might adversely affect mining and exploration activities and the timing of earning revenues;
- Unforeseen major failures, breakdowns or repairs required to key items of exploration equipment and vehicles, mining plant and equipment or mine structure resulting in significant delays, notwithstanding regular programs of repair, maintenance and upkeep;
- The availability and high cost of quality management, contractors and equipment for exploration, mining, and the corporate and administration functions in the current economic climate and the cost of identifying, negotiating with and engaging the same; and

Resources & Reserve Risk

No Mineral Resources or Ore Reserves have been estimated for the projects at Leonardo, Narraburra East, Domingo or Vulcano at this early stage of exploration.

Extraction and Processing Route Risk

Detailed mineral processing test work is required to ascertain characteristics of the hard rock lithium mineralization if discovered and estimated as a mineral resource. It may be possible that unfavourable results from the future samples may jeopardise project viability. This may include problems with the future production of saleable concentrates.

Commodity Price Risk

Metal price, supply and demand are cyclical in nature and subject to significant fluctuations, and any significant decline in the lithium price or demand could materially and adversely affect the Company's business and financial condition results of operations and prospects. Commodity markets are highly competitive and are affected by factors beyond the Company's control, which include but not limited to:

- Global Economic Condition;
- Government and Central Banks actions; and
- Fluctuations in industries with high demand.

If there is a fall in long term metal prices, there would be a substantial reduction in the viability of the exploration project.

Project Infrastructure Associated Risk

Although, accessibility of the project is good with existing road infrastructure, a significant infrastructure facility including access tracks for drill rigs and equipment may need to be upgraded before commencement of exploration activity.

Exploration Approvals, Tenure, and Permits

During exploration, government permits and approvals may be required to commence drilling or earth moving activities and the associated access roads. Any delays in obtaining the required approvals may affect the flow of exploration results.

It is also possible that delays to land access due to Native Title negotiations at Leonardo and Narraburra East and associated interruptions may occur in the future and that this may have a material impact on the value of the concession.

Environmental and Social Risks

While environmental and social risks and management plans have been considered, it is possible that failure to comply with the environment criteria or failure to maintain good relationships with the local community in Australia or Argentina will have an impact on the project. These risks are not considered to be greater for these projects than any other mineral project.

VALUATION OPINION

	Market Value, A\$M		
	Low	High	Preferred
Gecko - Orlando Project			
Mineral Resources			
Gecko	0.8	1.6	1.2
Orlando	1.2	2.4	1.8
Goanna	1.2	2.4	1.8
Exploration Areas			
Gecko - Orlando	1.4	2.4	1.9
TOTAL	4.6	8.8	6.7
Remaining Tennant Creek Project			
Mineral Resources			
Chariot	0.8	1.2	1.0
Non Jorc	1.1	2.1	1.6
Exploration Areas			
East Project Area	3.0	4.9	3.9
North Project Area	4.3	7.2	5.8
South Project Area	1.2	2.0	1.6
West Project Area	2.7	4.6	3.6
TOTAL	13.1	22.0	17.5

Summary of the valuation components

Based on an assessment of the factors involved, the estimate of the market value for 100% equity in the Gecko-Orlando Project, is in the range of

A\$4.6 million to A\$8.8 million with a preferred value of A\$6.7 million.

Based on an assessment of the factors involved, the estimate of the market value for 100% equity in the Remaining Tenements Project, is in the range of

A\$13.1 million to A\$22.0 million with a preferred value of A\$17.5 million.

This valuation is effective on 21 March 2018.

This Gold Asset valuation endeavours to ascertain the unencumbered price which a willing but not anxious vendor could reasonably expect to obtain and a hypothetical willing but not too anxious purchaser could reasonably expect to have to pay for the property if the vendor and the purchaser had got together and agreed on a price in friendly negotiation (the Spencer Test). *It applies to the direct sale of existing equity in the projects at the date of this Report.*

REFERENCES

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VALMIN, 2015. Code for the Technical Assessment and Valuation of Mineral and Petroleum Assets and Securities for Independent Expert Reports (VALMIN Code) Available from: http://www.valmin.org/docs/VALMIN_Code_2015_final.pdf [Accessed: 12 September 2017].

APPENDIX 1 – TENEMENT SCHEDULE

EASTERN PROJECT AREA						
Tenement	Name	Granted	Expiry	Blocks	Ha	Km2
Holder: GIANTS REEF EXPLORATION PTY LTD						
EL10114	McDougall	1/05/2003	30/04/2019	9	1,462	14.62
EL10124	Speedway	1/05/2003	30/04/2019	6	1,255	12.55
EL10313	Kodiak	1/05/2003	30/04/2019	2	645	6.45
EL26787	Rising Ridge	22/11/2010	21/11/2018	5	1,028	10.28
EL27011	Snappy Gum	29/05/2009	28/05/2019	8	1,921	19.21
EL27408	Grizzly	13/10/2010	12/10/2017	2	647	6.47
EL27537	Chappell	22/11/2010	21/11/2018	19	5,450	55.71
EL27538	Mercury	13/10/2010	12/10/2018	12	3,887	38.87
EL28618	Comstock	15/07/2011	14/07/2019	33	9,578	95.78
EL28760	Delta	16/11/2011	15/11/2017	1	323	3.23
EL28761	Quartz Hill	16/11/2011	15/11/2017	74	20,013	200.13
EL30167	Dolomite	18/09/2014	17/09/2020	5	593	5.93
EL30584	Juno North	6/10/2015	5/10/2021	6	1,100	11.00
EL30748	Battery Hill	19/10/2015	18/10/2021	4	431	4.31
EL9403	Jess	1/05/2003	30/04/2019	2	401	4.01
EL9958	Running Bear	1/05/2003	30/04/2019	3	966	9.66
ELA30505	Golden East	0/01/1900	0/01/1900	10	2,122	21.22
ELA30746	Mule	0/01/1900	0/01/1900	4	-	-
ELA30749	Mary Anne	0/01/1900	0/01/1900	10	-	-
MCC203	Galway	7/11/1986	6/11/2017	0	20	0.20
MCC211	Shamrock	25/11/1987	24/11/2025	0	11	0.11
MCC316	The Trump	25/11/1987	24/11/2020	0	4	0.04
MCC317	The Trump	25/11/1987	24/11/2020	0	5	0.05
MCC340	The Trump	9/03/1988	8/03/2019	0	20	0.20
MCC341	The Trump	25/11/1987	24/11/2020	0	16	0.16
MCC9	Eldorado	21/09/1983	31/12/2018	0	7	0.07
ML30713	The Pup	5/02/2015	4/02/2025	0	16	0.16
ML30742	Black Cat	18/03/2015	17/03/2025	0	12	0.12
ML30743	True Blue	17/02/2015	16/02/2025	0	18	0.18
ML30815	Blue Moon	15/05/2015	14/05/2025	0	30	0.30
MLA29526	Blue Moon	0/01/1900	0/01/1900	0	4	0.04
MLC522	Aga Khan	29/07/1953	31/12/2024	0	8	0.08
MLC644	Enterprise	7/06/1982	31/12/2027	0	7	0.07
MLC619	True Blue	13/06/1979	31/12/2018	0	4	0.04
Holder: SANTEXCO PTY LTD						
EL10406	Montana	1/05/2003	30/04/2019	1	323	3.23
MCC66	Golden Forty	30/12/1983	29/12/2021	0	33	0.33
MCC67	Golden Forty	30/12/1983	29/12/2021	0	33	0.33
MCC925	Brolga	12/01/1991	31/12/2018	0	20	0.20
MCC926	Brolga	12/01/1991	31/12/2018	0	20	0.20
ML30620	Kia Ora	5/02/2015	4/02/2029	0	70	0.70
ML30623	Pinnacles South	7/11/2014	6/11/2024	0	23	0.23
ML30712	Battery Hill	5/02/2015	4/02/2025	0	38	0.38

ML30716	Comstock	18/03/2015	17/03/2020	0	116	1.16
ML30938	EXP195	18/08/2015	17/08/2020	0	20	0.20
ML30945	Metallic Hill	23/09/2015	22/09/2020	0	64	0.64
ML31074	Rocky Range	8/12/2015	7/12/2020	0	70	0.70
MLC127	Peko East Ext 4	7/04/1972	31/12/2017	0	12	0.12
MLC129	Peko Sth- East	7/04/1972	31/12/2017	0	14	0.14
MLC130	Golden Forty	4/01/1973	31/12/2028	0	17	0.17
MLC131	Golden Forty	4/01/1973	31/12/2028	0	17	0.17
MLC132	Golden Forty	4/01/1973	31/12/2028	0	17	0.17
MLC133	Golden Forty	4/01/1973	31/12/2028	0	17	0.17
MLC134	Golden Forty	4/01/1973	31/12/2028	0	13	0.13
MLC135	Golden Forty	4/01/1973	31/12/2028	0	12	0.12
MLC136	Golden Forty	4/01/1973	31/12/2028	0	9	0.09
MLC137	Golden Forty	4/01/1973	31/12/2028	0	17	0.17
MLC138	Golden Forty	4/01/1973	31/12/2028	0	17	0.17
MLC139	Golden Forty	4/01/1973	31/12/2028	0	17	0.17
MLC140	Golden Forty	4/01/1973	31/12/2028	0	17	0.17
MLC141	Golden Forty	4/01/1973	31/12/2028	0	17	0.17
MLC143	Golden Forty	4/01/1973	31/12/2028	0	17	0.17
MLC144	Golden Forty	4/01/1973	31/12/2028	0	17	0.17
MLC146	Golden Forty	13/06/1972	31/12/2023	0	15	0.15
MLC147	Golden Forty	13/06/1972	31/12/2023	0	16	0.16
MLC148	Golden Forty	13/06/1972	31/12/2023	0	16	0.16
MLC149	Golden Forty	13/06/1972	31/12/2023	0	15	0.15
MLC15	Eldorado 4	4/10/1956	31/12/2022	0	16	0.16
MLC16	Eldorado 5	4/10/1956	31/12/2022	0	15	0.15
MLC182	Riesling	25/06/1974	31/12/2026	0	15	0.15
MLC183	Riesling	25/06/1974	31/12/2026	0	15	0.15
MLC184	Riesling	25/06/1974	31/12/2026	0	15	0.15
MLC204	Argo West	12/12/1974	31/12/2024	0	16	0.16
MLC205	Argo West	12/12/1974	31/12/2024	0	16	0.16
MLC206	Argo West	12/12/1974	31/12/2024	0	16	0.16
MLC207	Argo West	12/12/1974	31/12/2024	0	16	0.16
MLC208	Argo West	12/12/1974	31/12/2024	0	16	0.16
MLC209	Argo West	12/12/1974	31/12/2024	0	16	0.16
MLC217	Perserverance	10/10/1975	31/12/2015	0	16	0.16
MLC218	Perserverance	10/10/1975	31/12/2015	0	16	0.16
MLC219	Perserverance	10/10/1975	31/12/2015	0	16	0.16
MLC220	Perserverance	10/10/1975	31/12/2015	0	16	0.16
MLC221	Perserverance	10/10/1975	31/12/2015	0	16	0.16
MLC222	Perserverance	10/10/1975	31/12/2015	0	16	0.16
MLC223	Perserverance	10/10/1975	31/12/2015	0	16	0.16
MLC224	Perserverance	10/10/1975	31/12/2015	0	16	0.16
MLC253	Mulga 1	15/12/1977	31/12/2018	0	16	0.16
MLC254	Mulga 1	15/12/1977	31/12/2018	0	16	0.16
MLC255	Mulga 1	15/12/1977	31/12/2018	0	16	0.16
MLC256	Mulga 2	15/12/1977	31/12/2018	0	16	0.16
MLC257	Mulga 2	15/12/1977	31/12/2018	0	16	0.16
MLC258	Mulga 2	15/12/1977	31/12/2018	0	16	0.16
MLC259	Mulga 2	15/12/1977	31/12/2018	0	16	0.16

MLC260	Mulga 2	2/09/1959	31/12/2018	0	16	0.16
MLC261	Mulga 2	15/12/1977	31/12/2018	0	16	0.16
MLC32	Golden Forty	2/09/1959	31/12/2025	0	17	0.17
MLC343	Rocky Range	2/08/1977	31/12/2027	0	16	0.16
MLC344	Rocky Range	2/08/1977	31/12/2027	0	16	0.16
MLC345	Rocky Range	2/08/1977	31/12/2027	0	16	0.16
MLC346	Rocky Range	2/08/1977	31/12/2027	0	16	0.16
MLC347	Golden Forty	2/08/1977	31/12/2027	0	16	0.16
MLC348	Brolga	2/08/1977	31/12/2027	0	16	0.16
MLC349	Brolga	2/08/1977	31/12/2027	0	16	0.16
MLC35	Golden Forty	2/01/1962	31/12/2022	0	9	0.09
MLC350	Brolga	2/08/1977	31/12/2027	0	16	0.16
MLC351	Brolga	2/08/1977	31/12/2027	0	16	0.16
MLC352	Golden Forty	2/08/1977	31/12/2018	0	13	0.13
MLC353	Golden Forty	2/08/1977	31/12/2018	0	15	0.15
MLC354	Golden Forty	2/08/1977	31/12/2018	0	12	0.12
MLC355	Golden Forty	2/08/1977	31/12/2018	0	12	0.12
MLC36	Golden Forty	2/01/1962	31/12/2022	0	11	0.11
MLC362	Lone Star	20/12/1977	31/12/2022	0	15	0.15
MLC363	Lone Star	20/12/1977	31/12/2022	0	15	0.15
MLC364	Lone Star	20/12/1977	31/12/2022	0	14	0.14
MLC365	Lone Star	5/10/1981	31/12/2022	0	16	0.16
MLC366	Lone Star	5/10/1981	8/05/2027	0	16	0.16
MLC367	Lone Star	5/10/1981	31/12/2026	0	16	0.16
MLC368	Lone Star	20/12/1977	31/12/2022	0	14	0.14
MLC369	Lone Star	20/12/1977	31/12/2022	0	16	0.16
MLC37	Golden Forty	2/01/1962	31/12/2022	0	12	0.12
MLC370	Lone Star	20/12/1977	31/12/2022	0	14	0.14
MLC371	Lone Star	20/12/1977	31/12/2022	0	16	0.16
MLC372	Lone Star	5/10/1981	31/12/2022	0	16	0.16
MLC373	Lone Star	5/10/1981	31/12/2022	0	16	0.16
MLC374	Lone Star	5/10/1981	31/12/2026	0	16	0.16
MLC375	Lone Star	20/12/1977	31/12/2022	0	16	0.16
MLC376	Mulga 1	20/12/1977	31/12/2018	0	16	0.16
MLC377	Mulga 1	20/12/1977	31/12/2018	0	16	0.16
MLC378	Mulga 1	20/12/1977	31/12/2018	0	16	0.16
MLC379	Mulga 1	20/12/1977	31/12/2018	0	16	0.16
MLC38	Memsahib East	13/11/1961	31/12/2023	0	9	0.09
MLC380	Mulga 1	20/12/1977	31/12/2018	0	16	0.16
MLC381	Mulga 1	20/12/1977	31/12/2018	0	16	0.16
MLC382	Mulga 1	20/12/1977	31/12/2018	0	16	0.16
MLC383	Mulga 1	20/12/1977	31/12/2018	0	16	0.16
MLC384	Mulga 2	20/12/1977	31/12/2018	0	16	0.16
MLC385	Mulga 2	20/12/1977	31/12/2018	0	16	0.16
MLC386	Mulga 2	20/12/1977	31/12/2018	0	16	0.16
MLC387	Mulga 2	20/12/1977	31/12/2018	0	16	0.16
MLC4	Peko Extended	7/05/1951	31/12/2017	0	17	0.17
MLC406	Comet	21/02/1978	31/12/2026	0	16	0.16
MLC407	Comet	21/02/1978	31/12/2026	0	16	0.16
MLC408	Comet	21/02/1978	31/12/2026	0	16	0.16

MLC409	Comet	21/02/1978	31/12/2026	0	16	0.16
MLC432	Mulga 1	5/08/1981	31/12/2022	0	15	0.15
MLC498	Eldorado	31/05/1941	31/12/2022	0	8	0.08
MLC499	Eldorado	31/05/1941	31/12/2022	0	8	0.08
MLC5	Peko Extended	7/05/1951	31/12/2017	0	17	0.17
MLC50	Eldorado Anom	24/02/1965	31/12/2025	0	8	0.08
MLC500	Eldorado	31/05/1941	31/12/2022	0	8	0.08
MLC501	Eldorado	31/05/1941	31/12/2022	0	3	0.03
MLC502	Eldorado	31/05/1941	31/12/2022	0	8	0.08
MLC503	Eldorado	31/05/1941	31/12/2022	0	8	0.08
MLC504	Eldorado	2/08/1941	31/12/2022	0	5	0.05
MLC505	Eldorado	2/08/1941	31/12/2022	0	4	0.04
MLC51	Eldorado Anom	24/02/1965	31/12/2025	0	5	0.05
MLC518	Ellen, Eldorado	4/12/1950	31/12/2022	0	8	0.08
MLC52	Muscadel	21/04/1966	31/12/2016	0	16	0.16
MLC523	Eldorado	13/01/1954	31/12/2025	0	8	0.08
MLC528	Dingo, Eldorado	22/02/1956	31/12/2022	0	7	0.07
MLC529	Cats Whiskers	18/04/1956	31/12/2022	0	4	0.04
MLC530	Lone Star	2/10/1956	31/12/2022	0	8	0.08
MLC535	Eldorado No 5	27/11/1956	31/12/2022	0	1	0.01
MLC54	Golden Forty	3/06/1966	31/12/2024	0	16	0.16
MLC546	The Mount	23/10/1958	31/12/2020	0	8	0.08
MLC55	Golden Forty	8/06/1966	31/12/2024	0	10	0.10
MLC558	New Hope	12/02/1964	31/12/2019	0	9	0.09
MLC56	Golden Forty	8/06/1966	31/12/2024	0	15	0.15
MLC57	Perserverence	19/01/1966	31/12/2015	0	17	0.17
MLC576	Golden Forty	3/06/1965	31/12/2020	0	6	0.06
MLC582	Eldorado ABC	9/06/1971	31/12/2022	0	6	0.06
MLC583	Eldorado ABC	9/06/1971	31/12/2022	0	2	0.02
MLC585	Golden Forty	4/01/1973	31/12/2028	0	9	0.09
MLC598	Golden Forty	2/08/1977	31/12/2018	0	8	0.08
MLC606	Lone Star	20/12/1977	31/12/2022	0	8	0.08
MLC607	Lone Star	20/12/1977	31/12/2022	0	7	0.07
MLC608	Lone Star	20/12/1977	31/12/2022	0	8	0.08
MLC609	Lone Star	20/12/1977	31/12/2022	0	7	0.07
MLC610	Lone Star	20/12/1977	31/12/2022	0	7	0.07
MLC611	Lone Star	20/12/1977	31/12/2022	0	7	0.07
MLC612	Lone Star	20/12/1977	31/12/2022	0	8	0.08
MLC613	Lone Star	20/12/1977	31/12/2022	0	7	0.07
MLC614	Lone Star	20/12/1977	31/12/2022	0	8	0.08
MLC615	Lone Star	20/12/1977	31/12/2022	0	8	0.08
MLC616	Lone Star	20/12/1977	31/12/2022	0	8	0.08
MLC683	Eldorado	18/11/1996	31/12/2025	0	11	0.11
					185	548.01
Tenements with Non-JORC Resources						
Holder: GIANTS REEF EXPLORATION PTY LTD						
ML22284	Billy Boy	27/11/2006	26/11/2031	0	2,230	22.30
Holder: SANTEXCO PTY LTD						
MCC239	West Peko	24/04/1987	23/04/2027	0	8	0.08

MCC240	West Peko	24/04/1987	23/04/2027	0	3	0.03
MLC142	Golden Forty	4/01/1973	31/12/2028	0	17	0.17
MLC524	Susan	27/01/1954	31/12/2025	0	3	0.03
MLC53	Golden Forty	3/06/1966	31/12/2024	0	13	0.13
MLC577	Golden Forty	8/07/1966	31/12/2020	0	8	0.08
MLC581	Eldorado ABC	9/06/1971	31/12/2022	0	4	0.04
MLC584	Golden Forty	4/01/1973	31/12/2028	0	9	0.09
MLC586	Golden Forty	4/01/1973	31/12/2028	0	9	0.09
					9	0.75

NORTHERN PROJECT AREA

Tenement	Name	Granted	Expiry	Blocks	Ha	Km2
Holder: GIANTS REEF EXPLORATION PTY LTD						
EL26594	Bills	7/07/2008	6/07/2018	5	3,157	31.57
EL28776	Whippet	16/11/2011	15/11/2017	32	9,485	94.85
EL28913	Amstel	23/12/2011	22/12/2017	22	split	68.03
ELA27539	Telegraph	Moratorium	2/06/2020	7	1,088	10.88
ELA30516	Barkly Highway	0/01/1900	0/01/1900	71	20,021	200.21
ML30176	Queen of Sheeba	15/04/2014	14/04/2024	0	144	14.42
ML30909	Archimedes	3/08/2015	2/08/2020	0	62	0.62
EL26595	Russell	7/07/2008	6/07/2018	39	split	132.70
EL30488	Colombard	19/09/2014	18/09/2020	83	split	250.80
Holder: TC8 PTY LTD						
ML30870	Rising Star	10/07/2015	9/07/2025	0	40	0.04
MLC91	Carraman/Klond	20/07/1971	31/12/2022	0	17	0.17
MLC92	Carraman/Klond	20/07/1971	31/12/2022	0	17	0.17
MLC93	Carraman/Klond	20/07/1971	31/12/2022	0	17	0.17
MLC94	Carraman/Klond	20/07/1971	31/12/2022	0	17	0.17
MLC95	Carraman/Klond	20/07/1971	31/12/2022	0	17	0.17
					15	804.97

Tenements with Non-JORC Resources

Holder: GIANTS REEF EXPLORATION PTY LTD

ML30177	North Star	15/04/2014	14/04/2024	0	356	35.57
ML30893	Troy	10/07/2015	9/07/2020	0	160	1.60
MLC705	Apollo 1	6/08/1999	31/12/2023	0	632	6.32
					3	43.49

SOUTHERN PROJECT AREA

Tenement	Name	Granted	Expiry	Blocks	Ha	Km2
Holder: GIANTS REEF EXPLORATION PTY LTD						
EL23285	Corridor 2	21/12/2007	20/12/2017	3	509	5.09
EL23286	Corridor 3	30/09/2002	29/09/2018	2	239	2.39
EL23905	Jackie	21/12/2007	20/12/2017	1	109	1.09
EL28601	Malbec	8/07/2011	7/07/2019	3	214	2.14

EL28775	Trinity	14/09/2011	13/09/2017	66	18,730	187.30
ELA27902	Lynx	0/01/1900	0/01/1900	5	1,115	11.15
ELA7809	Mt Samuel	Moratorium	30/05/2010	28	7,761	77.61
MA23236	Udall Road	1/12/2004	30/11/2016	4	105	1.05
MA30798	Little Ben	19/10/2015	18/10/2021	1	139	1.39
MCC344	Mt Samuel	9/03/1988	8/03/2018	0	13	0.13
MCC364	Estralita	29/01/1988	31/12/2018	0	22	0.22
MCC365	Estralita	29/01/1988	31/12/2018	0	14	0.14
MCC366	Estralita	29/01/1988	31/12/2018	0	14	0.14
MLC527	Mt Samual	11/07/1955	31/12/2026	0	5	0.05
MLC645	Estralita	7/06/1982	31/12/2027	0	6	0.06
MCC212	Mt Samuel	26/11/1987	25/11/2012	0	6	0.06
MCC308	Mt Samuel	16/09/1987	15/09/2017	0	16	0.16
MLC599	Mt Samuel	26/10/1977	31/12/2017	0	8	0.08
MLC617	Mt Samuel	15/09/1978	31/12/2029	0	8	0.08
MCC174	Mt Samuel	18/03/1985	7/02/2013	0	14	0.14
MCC287	Mt Samuel	8/02/1988	7/02/2013	0	9	0.09
MCC288	Mt Samuel	8/02/1988	7/02/2013	0	15	0.15
Holder: SANTEXCO PTY LTD						
MCC524	Gibbet	29/01/1988	28/01/2021	0	20	0.20
MCC55	Mondeuse	8/06/1983	7/06/2018	0	28	0.28
MCC56	Shiraz	8/06/1983	7/06/2018	0	31	0.31
MCC57	Mondeuse	8/06/1983	7/06/2018	0	26	0.26
ML30322	Verdot	8/07/2014	7/07/2024	0	15	0.15
ML31123	Gibbet1	2/02/2016	1/02/2021	0	60	0.60
MLC342	Tinto	2/08/1977	31/12/2022	0	7	0.07
MLC48	Tinto	5/01/1965	31/12/2026	0	16	0.16
MLC49	Mt Samual	5/01/1965	31/12/2025	0	16	0.16
MLC66	Traminer	2/08/1967	31/12/2017	0	16	0.16
MLC67	Traminer	2/08/1967	31/12/2017	0	16	0.16
Holder: TC8 PTY LTD						
MLC591	TC8 Lease	9/04/1976	31/12/2016	0	8	0.08
MLC593	TC8 Lease	9/04/1976	31/12/2016	0	8	0.08
MLC594	TC8 Lease	9/04/1976	31/12/2016	0	7	0.07
MLC595	TC8 Lease	9/04/1976	31/12/2016	0	7	0.07
MLC596	TC8 Lease	9/04/1976	31/12/2016	0	8	0.08
MLC597	TC8 Lease	9/04/1976	31/12/2016	0	8	0.08
MLC601	TC8 Lease	1/12/1977	31/12/2018	0	8	0.08
MLC602	TC8 Lease	1/12/1977	31/12/2018	0	8	0.08
MLC603	TC8 Lease	1/12/1977	31/12/2018	0	8	0.08
MLC604	TC8 Lease	1/12/1977	31/12/2018	0	8	0.08
MLC605	TC8 Lease	1/12/1977	31/12/2018	0	8	0.08
MLC654	TC8 Lease	9/05/1976	31/12/2017	0	8	0.08
					45	294.17
Holder: GIANTS REEF EXPLORATION PTY LTD - Chariot Resource						
ML23216	Chariot	19/07/2002	18/07/2027	0	17	0.17
MLC176	Chariot	25/06/1974	31/12/2024	0	15	0.15
MLC177	Chariot	25/06/1974	31/12/2025	0	15	0.15

					3	0.47
Tenements with Non-JORC Resources						
Holder: GIANTS REEF EXPLORATION PTY LTD						
MCC334	Estralita Group	29/01/1988	31/12/2018	0	12	0.12
ML30096	Malbec	15/04/2016	14/04/2021	0	14	0.14
ML30872	The Extension	23/09/2015	22/09/2025	0	16	0.16
MLC18	West Gibbet	19/02/1958	31/12/2019	0	17	0.17
MLC592	TC8 Lease	9/04/1976	31/12/2016	0	8	0.08
					5	0.67

WESTERN PROJECT AREA

Tenement	Name	Granted	Expiry	Blocks	Ha	Km2
Holder: GIANTS REEF EXPLORATION PTY LTD						
EL27136	Reservoir	22/05/2009	21/05/2019	24	6,907	69.07
EL27164	Hawk	19/10/2009	18/10/2019	1	23	0.23
EL28602	Red Bluff	8/07/2011	7/07/2019	169	48,556	485.56
EL28603	White Devil	8/07/2011	7/07/2019	17	5,505	55.05
EL30168	Caroline	18/09/2014	17/09/2020	18	2,505	25.05
EL30301	Grey Bluff East	10/09/2014	9/09/2020	5	963	9.63
MA27163	Eagle	13/11/2009	12/11/2017	2	105	1.05
ML30636	Jacqueline the	7/11/2014	6/11/2024	0	39	0.39
ML30781	Smelter	10/04/2015	9/04/2025	0	20	0.20
ML30782	Dark	10/04/2015	9/04/2025	0	20	0.20
ML30784	Noir	10/04/2015	9/04/2025	0	32	0.32
ML30888	Warrego	10/07/2015	9/07/2025	0	306	3.60
ML30937	Gris	18/08/2015	17/08/2025	0	20	0.20
ML30947	Warrego East	23/09/2015	22/09/2020	0	270	2.70
MLA29527	Wiso	0/01/1900	0/01/1900	0	0	0.00
MLA29528	Wiso	0/01/1900	0/01/1900	0	0	0.00
MLA29529	Wiso	0/01/1900	0/01/1900	0	0	0.00
MLA29530	Wiso	0/01/1900	0/01/1900	0	33	0.33
MLA29531	Wiso	0/01/1900	0/01/1900	0	33	0.33
MLA29532	Wiso	0/01/1900	0/01/1900	0	7	0.07
MLC520	Great Northern	31/12/2000	31/12/2019	0	5	0.05
MLC626	Caroline	31/07/1981	31/12/2022	0	9	0.09
MLC692	Warrego Mine	15/11/1996	31/12/2025	0	95	0.95
Holder: SANTEXCO PTY LTD						
EMP31008	Warrego Gravel 1	6/10/2015	5/10/2020	0	68	0.68
EMP31010	Warrego Gravel 2	6/10/2015	5/10/2020	0	68	0.68
HLDC100	Sally No Name	3/11/1971	2/11/2071	0	0	0.00
HLDC101	Sally No Name	6/03/1969	5/03/2069	0	0	0.00
HLDC37	Warrego, No 1	17/11/1966	21/09/2066	0	9	0.09
HLDC39	Warrego Min,	19/09/1968	18/09/2068	0	1	0.01
HLDC40	Warrego, No 2	16/08/1967	15/08/2067	0	9	0.09
HLDC41	Warrego, No 3	19/09/1968	18/09/2068	0	9	0.09
HLDC42	Warrego, S7	6/03/1969	18/03/2069	0	0	0.00
HLDC43	Warrego , S8	6/03/1969	18/03/2069	0	0	0.00

HLDC44	Warrego, No.2	6/03/1969	18/03/2069	0	0	0.00
HLDC45	Warrego, No.1	16/10/1969	15/10/2069	0	2	0.02
HLDC46	Warrego, No.1	15/10/1969	14/10/2069	0	2	0.02
HLDC47	Wiso Basin	3/11/1971	17/11/2071	0	0	0.00
HLDC48	Wiso Basin	3/11/1971	17/11/2071	0	1	0.01
HLDC49	Wiso Basin	3/11/1971	17/11/2071	0	0	0.00
HLDC50	Wiso Basin	3/11/1971	17/11/2071	0	0	0.00
HLDC51	Wiso Basin	3/11/1971	17/11/2071	0	3	0.03
HLDC52	Wiso Basin	3/11/1971	17/11/2071	0	1	0.01
HLDC53	Wiso Basin	3/11/1971	17/11/2071	0	2	0.02
HLDC54	Wiso Basin	3/11/1971	17/11/2071	0	3	0.03
HLDC55	Warrego, No.4	1/12/1971	20/12/2071	0	1	0.01
HLDC56	Warrego, No.5	1/12/1971	20/12/2071	0	0	0.00
HLDC58	Wiso Line, No.6	16/08/1974	30/09/2074	0	0	0.00
HLDC59	Warrego, No.6	16/08/1974	30/09/2074	0	0	0.00
HLDC69	Wiso Basin	3/11/1971	17/11/2071	0	0	0.00
HLDC70	Wiso Basin	3/11/1971	17/11/2071	0	0	0.00
HLDC71	Wiso Basin	3/11/1971	17/11/2071	0	0	0.00
HLDC72	Wiso Basin	3/11/1971	17/11/2071	0	1	0.01
HLDC73	Wiso Basin	3/11/1971	17/11/2071	0	0	0.00
HLDC74	Wiso Basin	3/11/1971	17/11/2071	0	0	0.00
HLDC75	Wiso Basin	3/11/1971	17/11/2071	0	0	0.00
HLDC76	Wiso Basin	3/11/1971	17/11/2071	0	0	0.00
HLDC77	Wiso Basin	3/11/1971	17/11/2071	0	0	0.00
HLDC78	Wiso Basin	3/11/1971	17/11/2071	0	1	0.01
HLDC79	Wiso Basin	3/11/1971	17/11/2071	0	0	0.00
HLDC80	Wiso Basin	3/11/1971	17/11/2071	0	1	0.01
HLDC81	Wiso Basin	3/11/1971	17/11/2071	0	0	0.00
HLDC82	Wiso Basin	3/11/1971	17/11/2071	0	1	0.01
HLDC83	Wiso Basin	3/11/1971	17/11/2071	0	0	0.00
HLDC84	Wiso Basin	3/11/1971	17/11/2071	0	1	0.01
HLDC85	Wiso Basin	3/11/1971	17/11/2071	0	0	0.00
HLDC86	Wiso Basin	3/11/1971	17/11/2071	0	1	0.01
HLDC87	Wiso Basin	3/11/1971	17/11/2071	0	0	0.00
HLDC88	Wiso Basin	3/11/1971	17/11/2071	0	1	0.01
HLDC89	Wiso Basin	3/11/1971	17/11/2071	0	0	0.00
HLDC90	Wiso Basin	3/11/1971	17/11/2071	0	1	0.01
HLDC91	Wiso Basin	3/11/1971	17/11/2071	0	0	0.00
HLDC92	Wiso Basin	3/11/1971	17/11/2071	0	1	0.01
HLDC93	Wiso Basin	3/11/1971	17/11/2071	0	0	0.00
HLDC94	Warrego, No.4	3/11/1971	17/11/2071	0	0	0.00
HLDC95	Warrego, No.3	3/11/1971	17/11/2071	0	0	0.00
HLDC96	Wiso Basin	3/11/1971	17/11/2071	0	1	0.01
HLDC97	Wiso Basin	3/11/1971	17/11/2071	0	3	0.03
HLDC98	Wiso Basin	3/11/1971	17/11/2071	0	8	0.08
HLDC99	Wiso, No.3 pipe	3/11/1971	17/11/2071	0	0	0.00
ML30715	Red Bluff North	5/02/2015	4/02/2025	0	33	0.33
ML30744	Scheurber	17/02/2015	16/02/2020	0	30	0.30
ML30864	Verdelho	19/06/2015	18/06/2025	0	20	0.20
ML30865	Dong Dui	19/06/2015	18/06/2025	0	20	0.20

ML30867	Thurgau	19/06/2015	18/06/2025	0	20	0.20
ML30871	Colombard	10/07/2015	9/07/2020	0	40	0.40
ML30874	Merlot	23/09/2015	22/09/2025	0	33	0.33
ML30875	Grenache	10/07/2015	9/07/2020	0	20	0.20
ML30885	Zinfandel	10/07/2015	9/07/2025	0	20	0.20
ML30886	EXP212	10/07/2015	9/07/2025	0	12	0.12
ML30910	Marsanne	13/08/2015	12/08/2025	0	30	0.30
ML30911	Wolseley	3/08/2015	2/08/2025	0	33	0.33
ML30946	Sauvignon	23/09/2015	22/09/2020	0	20	0.20
ML31055	EXP 80	11/11/2015	10/11/2025	0	20	0.20
ML31057	Durif	11/11/2015	10/11/2025	0	60	0.60
ML31076	Jubilee	8/12/2015	7/12/2020	0	26	0.26
MLC120	Cabernet / Nav 7	1/12/1971	31/12/2014	0	16	0.16
MLC121	Cabernet / Nav 7	1/12/1971	31/12/2021	0	16	0.16
MLC122	Cabernet / Nav 7	1/12/1971	31/12/2021	0	16	0.16
MLC123	Cabernet / Nav 7	1/12/1971	31/12/2021	0	16	0.16
					99	662.19
Tenements with Non-JORC Resources						
Holder: SANTEXCO PTY LTD						
ML30912	Ivanhoe	3/08/2015	2/08/2025	0	20	0.20
ML31651	White Devil	10/07/2017	9/07/2017	0	137	1.37
					2	1.57

GEKO ORLANDO TENEMENTS

NORTHERN PROJECT AREA - GECKO ORLANDO						
Tenement	Name	Granted	Expiry	Blocks	Ha	Km2
Gecko Resource						
EL29488	Rocky	1/05/2013	30/04/2019	9	2,902	29.02
ML23969	Gecko Headframe	17/03/2009	16/03/2034	0	14	0.14
MLC323	Gecko	22/04/1976	31/12/2022	0	16	0.16
MLC69	Gecko	31/01/1968	31/12/2023	0	16	0.16
MLC78	Gecko	14/03/1968	31/12/2023	0	16	0.16
MLC85	Gecko	19/10/1970	31/12/2020	0	16	0.16
MLC86	Gecko	19/10/1970	31/12/2020	0	16	0.16
MLC87	Gecko	19/10/1970	31/12/2020	0	14	0.14
MLC88	Gecko	29/04/1971	31/12/2022	0	16	0.16
Goanna Resource						
EL28777	Bishops Creek	14/09/2011	13/09/2017	54	Split	78.15
MLC324	Gecko	22/04/1976	31/12/2022	0	16	0.16
Orlando Resource						
ML29919	Orlando	1/10/2013	30/09/2024	0	436	4.36
					12	112.93

NORTHERN PROJECT AREA - GECKO ORLANDO						
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Tenement	Name	Granted	Expiry	Blocks	Ha	Km2
Holder: GIANTS REEF EXPLORATION PTY LTD						
EL26595	Russell	7/07/2008	6/07/2018	39	split	6.60
EL29012	Tetley	3/04/2012	2/04/2018	1	323	3.24
EL30488	Colombard	19/09/2014	18/09/2020	83	split	29.00
EL30614	Franc	6/10/2015	5/10/2021	3	9,716	9.72
ML29917	Havelock	1/10/2013	30/09/2023	0	201	2.01
ML30745	Bomber	17/02/2015	16/02/2020	0	80	0.80
ML30783	Semillon	10/04/2015	9/04/2025	0	20	0.20
EL31249	Prosperity	1/06/2016	31/05/2022	37	11,981	119.81
EL28777	Bishops Creek	14/09/2011	13/09/2017	54	Split	87.00
EL28913	Amstel	23/12/2011	22/12/2017	22	Split	3.25
Holder: SANTEXCO PTY LTD						
ML30714	Pedro	18/03/2015	17/03/2020	0	40	0.40
ML30873	Pinot	18/08/2015	17/08/2020	0	60	0.60
ML31021	Gecko 3	19/10/2015	18/10/2025	0	13	0.13
ML31023	Gecko 1	27/11/2015	26/11/2020	0	148	1.48
ML31075	Franc	8/12/2015	7/12/2020	0	21	0.21
MLC21	Gecko	23/12/1958	31/12/2020	0	17	0.17
MLC325	Gecko	22/04/1976	31/12/2022	0	13	0.13
MLC326	Gecko	22/04/1976	31/12/2022	0	15	0.15
MLC327	Gecko	22/04/1976	31/12/2022	0	9	0.09
MLC506	Marion Ross	2/08/1941	31/12/2017	0	7	0.07
MLC70	Gecko	31/01/1968	31/12/2023	0	16	0.16
MLC89	Gecko	29/04/1971	31/12/2022	0	16	0.16
MLC90	Gecko	29/04/1971	31/12/2022	0	16	0.16
MLC96	Osprey	30/07/1971	31/12/2022	0	16	0.16
MLC97	Osprey	30/07/1971	31/12/2022	0	16	0.16
Totals					25	265.54

APPENDIX 2 - COMPARABLE TRANSACTIONS DATABASE

OVERSEAS GOLD PROJECTS with MINERAL RESOURCES									
Date Announced	Project	Country	Buyer	Seller	Deal US\$m	Contained Au (oz)	Implied US\$/oz	Gold Price (US\$/oz)	% of Spot
Jun-16	Banfora	Burkina Faso	Teranga Gold Corporation	Gryphon Minerals Limited	56.41	3,600,000	15.67	1,276	1.23%
Feb-16	Okvau	Cambodia	Emerald Resources NL	Renaissance Minerals Limited	10.33	1,131,000	9.13	1,200	0.76%
May-15	Pani	Indonesia	Provident Capital Partners Pte Ltd	One Asia Resources Limited	6.01	2,310,000	2.60	1,199	0.22%
Dec-14	Batangas	Philippines	Undisclosed investor group	Red Mountain Mining Ltd	6.67	444,000	15.02	1,201	1.25%
Jun-13	Lubuk Mandi	Malaysia	GBM Resources Limited	Angka Alamjaya Sendirian Berhad	2.49	308,500	8.07	1,343	0.60%
Apr-13	Crater Mountain	PNG	Gold Anomaly Limited	Triple Plate Junction Plc, Celtic Minerals Ltd	2.59	790,000	3.28	1,488	0.22%
May-12	Batangas	Philippines	Red Mountain Mining Limited	Mindoro Resources Ltd	8.97	501,000	17.91	1,591	1.13%
Nov-11	Nalesbitan	Philippines	Sierra Mining Limited	Private interest	1.66	249,168	6.67	1,738	0.38%
Aug-11	Maoling	China	China National Gold Group Hong Kong Limited	Mundoro Capital Inc	14.78	6,400,000	2.31	1,757	0.13%
Apr-11	Mt Kare	PNG	Indochine Mining Limited	Summit Development Limited	26.78	1,684,000	15.90	1,480	1.07%
1-Jan-15	Sidace Lake, Canada	Canada	Toma Gold	GoldCorp	1.56	140,193	11.13	1,548	0.72%
30-Jun-15	Manica, Mozambique	Mozambique	Auroch Minerals	Xtract Resources plc	16.67	1,085,254	15.36	1,530	1.00%
4-May-16	Cameron, Canada	Canada	First Finance Corp	Chalice Gold mines	27.20	1,568,634	17.34	1,721	1.01%
Significant Outliers									
Feb-12	Okvau	Cambodia	Renaissance Minerals Limited	Oz Minerals Limited	18.53	729,000	25.42	1,742	1.46%
Dec-11	Runruno	Philippines	Metals Exploration Plc	Christian Mining Inc	40.00	1,390,000	28.78	1,642	1.75%
Nov-15	Marlabe	Indonesia	Investor group headed by EMR Resources	G-Resources	815.78	7,400,000	110.24	1,086	10.15%
Nov-12	Gosowong mine	Indonesia	PT ANTAM (Persero) Tbk	Newcrest mining Limited	1,733.34	2,000,000	866.67	1,722	50.34%
Feb-11	Romang Island	Indonesia	Salim Group	Robust Resources Limited	137.63	592,000	232.48	1,373	16.94%

AUSTRALIAN GOLD PROJECTS with MINERAL RESOURCES									
Date	Asset	Location	Buyer	Seller	Deal A\$M	Resource Contained Au (Oz)	Resource A\$/oz	Gold Price (A\$/oz)	% of Spot
Feb-14	Wiluna, WA	WA	Apex Minerals NL	Blackham Resources	50.00	2,845,660	17.57	1,586	1.11%
Jun-14	Weerlanna, WA	WA	Undisclosed	Artemis Resources	0.30	55,881	5.37	1,621	0.33%
Jun-14	Kathleen Valley, WA	WA	Xstrata	Ramelius Resources	3.60	129,632	27.77	1,621	1.71%
27-Jan-15	Bealons Creek, WA	WA	Nova Resources Corp	Creasy Group	3.99	429,212	9.29	1,621	0.57%
Feb- 15	Central Tanami Project	WA	Metals X Limited	Tanami Gold NL	14.23	2,625,000	5.42	1,575	0.34%
Apr- 15	White Foil, Frog's Leg	WA	Evolution Mining Ltd	Orascom TMT Investments	22.28	2,637,000	8.45	1,550	0.55%
Jul- 15	Mt Henry	WA	Metals X Limited	Panoramic Resources Ltd;	22.27	1,656,000	13.45	1,522	0.88%
Jul- 15	Grosvenor Gold Project	WA	Metals X Limited	Matsa Resources Ltd	18.23	2,220,000	8.21	1,530	0.54%
Jul- 15	Gloster Gold Deposit	WA	Regis Resources Ltd	Private individual	1.50	365,000	4.11	1,522	0.27%
Aug- 15	Kailis, king of the Hills	WA	Saracen Mineral Holdings Ltd	St Barbara Ltd	2.44	393,000	6.20	1,533	0.40%
Aug- 15	Redcliffe Gold Project	WA	Northern Manganese Limited	Redcliffe Resources Limited	0.88	278,100	3.16	1,533	0.21%
20-Aug-15	King of the Hills, WA	WA	St Barbara Limited	Saracen Holdings	2.93	401,241	7.31	1,641	0.45%
Oct-15	Glencoe, NT	WA	NT Mining Oper Pty	Ark Mines	0.20	42,760	4.68	1,755	0.27%
Oct- 15	Karlawinda Gold Project	WA	Malagasy Minerals	Greenmount Resources	3.95	650,800	6.07	1,609	0.38%
Nov- 15	Comet Project	WA	Metals X Limited	Silver Lake Resources	3.00	353,000	8.50	1,520	0.56%
Nov- 15	Moyagee Gold Project, Hollandaire Copper Project	WA	Musgrave Minerals Limited	Silver Lake Resources Limited	3.33	126,900	26.28	1,520	1.73%
Dec- 15	Mt Holland	WA	Kidman Resources	MH Gold Pty Ltd	0.00	3.61	4.29	1,474	0.29%
17-Dec-15	Great Southern, WA	WA	ACH	Silver Lake	4.99	1,001,849	4.98	1,683	0.30%

Jan-16	Redwing Gold Deposit	WA	Hanking Gold Mining	Audax Minerals	108,387	6.46	1,625	0.40%
19-Jan-16	Plutonic Dome,WA	WA	Dampier Gold	Vango Mining	496,343	4.03	1,520	0.27%
May-16	Wiluna plant calcined tailings stockpile	WA	Blackham Resources	Intermin Resources	59,486	19.33	1,721	1.12%
May-16	Sandstone gold project	WA	Middle Island Resources Limited	Black oak Minerals (In Liquidation) (Receivers and Managers Appointed) formerly Southern Cross Goldfields	479,746	4.70	1,721	0.27%
31-Mar-16	Gunga West,WA	WA	Metals X	Kidman Resources	72,802	20.88	1,609	1.30%
6-Jul-16	Quinns/Mt Ida,WA	WA	Latitude Consolidated	MGK Resources	98,863	7.89	1,522	0.52%
Jul-16	Great Southern Project	WA	ACH Minerals Pty Ltd	Silver Lake Resources Limited	1,002,300	4.99	1,776	0.28%
Jul-16	Lake Carey, Phantom Well, Wilga	WA	Matsa Resources Limited	Hammer Metals Limited	385,300	4.54	1,776	0.26%
21-Jul-16	Fortitude,WA	WA	Matsa Resources	Administrator	384,172	4.56	1,525	0.30%
Sep-16	Klondyke Deposit, Warrawoona Project	WA	Keras	Arcadia	374,000	6.93	1,758	0.39%
Nov-16	Livingstone Gold,WA	WA	Trillbar Resources	Kingston Resources	49,000	6.12	1,391	0.44%
27-Jan-17	Windarra,WA	WA	GTI Resources	Poseiden Nickel	183,902	16.31	1,391	1.17%
23-Feb-17	Blayney,NSW	WA	Regis Resources	Aeris Resources	1,095,144	2.97	1,392	0.21%
1-Mar-17	Forrestania,WA	WA	Classic Minerals	Fortuna Mining	172,323	10.45	1,394	0.75%
26/9/17	Red October,WA	WA	Matsa Resources	Saracen Holdings	103,377	19.35	1,384	1.40%
8-Sep-17	Apollo Hill,WA	WA	Saturn Metals	Peel Mining	503,223	7.95	1,384	0.57%
Jan-18	Mount Ida South,WA	WA	Latitude Consolidated	Alt Resources	96,452	20.74	1,660	1.25%
Significant Outliers								
Sep-13	Birthday Gift,WA	WA	Barra Resources	Blue Tiger Ply	31,000	64.52	1,452	4.44%
Aug-13	Lucky Draw,NSW	NSW	Burrage Copper	Elysium Resources	77,805	95.11	1,495	6.36%
Jul-13	Haileys East,WA	WA	Dukelon Consolidated	Beacon Minerals	15,432	213.84	1,401	15.26%
Mar-16	M57/619	WA	Accelerated Mining	Classic Minerals	20,433	217.32	1,666	13.04%

Mar-16	Gunga Gold Deposit	WA	Metals X Limited	1.50	3,990	375.91	1,666	22.56%
Jul-15	Georges Reward	WA	Metals X Limited	4.50	22,850	196.94	1,522	12.94%
Jan-15	Paddington, Mt Pleasant, Bullant, Mt Morgan Tailings, Mt Jewell, Mulgarrie	WA	Zijin Mining Group Co Ltd	1,517.55	10,285,000	147.55	1,548	9.53%
Mar-13	Comet Vale WA	WA	Reed Resources	6.00	123,780	48.47	1,573	3.08%
Aug-13	Gympie, QLD	QLD	Fe Limited	2.50	61,086	40.93	1,614	2.54%
Oct-14	Hargraves, NSW	NSW	Hill End Gold	12.00	251,740	47.67	1,648	2.89%
Jul- 16	Challenger Gold Mine and West Gawler Craton JV	SA	WPG Resources Ltd	18.00	277,000	64.98	1,776	3.66%
Aug- 16	Battler, British Hill and Parker Dome Gold Projects	WA	IMD Gold Pty Ltd	2.00	37,500	53.33	1,768	3.02%
Feb-17	Indee Gold, WA	WA	Northwest Non Ferrous	15.00	344,656	43.52	1,392	3.13%
Dec-17	Euraka Gold, WA	WA	Central Iron Ore	3.20	70,732	45.24	1,384	3.27%
Nov-14	Tunkilla, SA	SA	Helix Resources	0.10	260,421	0.38	1,621	0.02%
Jun- 15	Ulysses Gold Deposit	WA	Genesis Minerals	0.32	138,000	2.32	1,530	0.15%
Mar-17	Warrawona, WA	WA	Keras Gold	0.60	410,000	1.46	1,394	0.10%
8-Mar-17	Anthill, WA	WA	Intermin Resources	0.30	166,734	1.80	1,394	0.13%

OVERSEAS PROJECTS with GOLD- EXPLORATION AREAS							
Date Announced	Project	Country	Buyer	Seller	Deal US\$M	Area (km2)	US\$/km2
Jul-16	Weolyu, Gubong, Hampyeong, Kochang, Heungdeok, Taechang	South Korea	Southern Gold Ltd	Asiatic Gold Ltd	1.44	119.0	12,072
Jan-16	Oyadao North	Cambodia	Mesco Gold (Cambodia) Ltd	Angkor Gold Corp.	1.47	222.0	6,624
May-14	Gorontalo projects	Indonesia	Augur Resources Ltd	MMG Exploration Pty Ltd	0.23	394.0	591
Feb-14	Taliwang	Indonesia	Undisclosed individual	Southern Arc Minerals Inc	1.78	312.0	5,698
Feb-12	Kratie North, Kratie South, Memot	Cambodia	Mekong Minerals Limited	Southern Gold Ltd	6.60	1,554.0	4,247
Significant Outliers							
Feb-15	Banlung, Banlung North, Andong Meas, Oyadao, Oyadao South, Trapeang Kraham, Koan Nheak	Cambodia	North American investors (unnamed)	Angkor Gold Corp.	22.85	1,448.0	15,783
Jan-13	Oyadao	Cambodia	All Solutions (Cambodia) Co. Ltd	Angkor Gold Corp.	2.40	78.0	30,769
May-15	Banlung	Cambodia	Blue River Resources	Angkor Gold Corp.	4.37	150.0	29,106
Feb-12	Okvau	Cambodia	Renaissance Minerals Limited	Oz Minerals Limited	18.53	1,100.0	16,845
Nov-11	Nalesbitan	Philippines	Sierra Mining Limited	Private interest	1.61	11.0	146,627
Aug-11	Gunung Rosa	Indonesia	Paramount Mining Corporation Ltd	PT Cikondang Kencana Prima	7.07	25.0	282,828
Jan-13	Oyadao South	Cambodia	Mesco Gold Ltd	Angkor Gold Corp.	1.20	6.0	200,000
Nov-13	Oyadao South	Cambodia	Mesco Gold Ltd	Angkor Gold Corp.	0.70	6.0	116,667
Jun-14	North Sumatra	Indonesia	Vanguard Mining Corporation	PT Cendrawasih International	9.29	81.0	114,638
Jun-16	Oyadao South	Cambodia	Japan Oil, Gas and Metals National Corporation	Angkor Gold Corp.	5.88	247.0	23,815

AUSTRALIAN PROJECTS with GOLD EXPLORATION AREAS							
Date Announced	Project	Country	Buyer	Seller	Deal A\$M	Area (km2)	A\$/km2
Sep-16	Ida South	WA	Latitude Consolidated	Private Consortium		0.35	196.0
Aug-16	Portfolio of projects in the Marda- Diemels Greenstone	WA	Indus Energy Ltd	IMD Gold Mines Pty Ltd		2.98	2,761.0
Jul-16	Monument Project	WA	Syndicated Metals Limited	Monument Exploration Pty Ltd		0.23	210.0
May-16	Mt Venn Greenstone belt	WA	Enterprise Uranium	Sandstone Exploration		0.38	206.0
Mar-16	Sandstone	WA	Enterprise Uranium	Sandstone Exploration		0.88	723.0
Oct-15	Garden Gully, Mooloogool, White Well, Paynes Find	WA	Thundelarra Limited	Red Dragon Mines Ltd		1.24	739.5
Aug-15	Talga, Warrawoona, Mosquito Creek	WA	Beatons Creek Gold Pty Ltd	Talga Resources Ltd		0.54	215.9
2008/2018	Hogans, WA	WA	Newmont	Gladiator		2.26	325.0
2008/2018	E40/212, WA	WA	Lumacom	Undisclosed		0.23	50.0
2008/2018	Western Shaw, WA	WA	Atlas Iron	Buxton		0.40	127.0
2008/2018	Dundas, WA	WA	Australasia Gold	Private		2.20	660.0
2008/2018	Sunday, WA	WA	Aust. Min. Fields	Hannans Reward		0.46	49.0
2008/2018	Narnoo	WA	A1 Minerals	Desertex		0.93	470.0
2008/2018	Yagahong	WA	Silver Swan	Mercator		2.43	600.0
2008/2018	Kuaby Well	WA	Silver Swan	Mawson West		0.61	84.0
2008/2018	Mt Zephyr, WA	WA	Newsrest	Regal		1.14	254.0
2008/2018	Scorpion Well, WA	WA	Meteoric	Image Resources		1.21	244.0
2008/2018	Yalgoo, WA	WA	Ausorex	Prosperity		2.83	457.0
2008/2018	Revere, WA	WA	Revere	Enterprise		11.22	1,403.0
Oct-17	Hardey	WA	Elysium Resources	Hardey Resources Pty		2.65	512.0
Oct-17	Pilbara Gold	WA	Kalamazoo Resources	Private Company		0.50	252.0
Mar-17	Mount Monger	WA	Undisclosed	Poz Minerals		0.63	72.8
Mar-16	Avoca & Ballieston Gold	WA	Matsa Resources	Currawong Resources		0.25	194.0

Significant Outliers						
Aug-16	BelleVue Project	WA	Draig Resources	Golden Spur Pty Ltd	3.52	27.0
Jan-16	Radio Gold Project	WA	Resources & Energy Group Limited	Brightsun Enterprises Pty Ltd	1.08	9.8
Sep-16	Klondyke	WA	Keras	Haoma	0.38	6.5
May-13	Lynas find	WA	Alloy Resources	Trafford Resources	1.30	28.0
2008/2018	Mt Monger, WA	WA	Integra	Solomon	0.64	30.0
Jul-13	Valley Floor	WA	Tychean Resources	Valley Floor Resources	0.15	6.0
Apr-13	Mt Egerton	WA	3D Resources	Tech-Sol Pty	0.52	19.0
Feb-13	Aurora Tank	WA	Appollo Minerals	Marmola Energy	1.20	48.0
Dec-16	Sunrise Dam South	WA	Cervantes Corporation	Raven Resources Pty	0.94	46.3
Dec-17	Hong Kong	WA	Clancy Exploration	Undisclosed	1.35	40.0
Oct-17	Pilbara Gold (ELAs)	WA	Andromeda Metals	Mylo Gold & Frontier Exploration	0.50	756.0
2008/2018	Star of Mangaroon	WA	Prime	Fox Resources	0.76	72.0
2008/2018	Talga Peak	WA	Mining Prospects	Oakover	2.13	180.0
Aug-15	Spargos Reward Gold Project	WA	Mithril Resources	Corona Minerals	0.38	31.0
						130,407
						110,020
						57,692
						46,250
						21,430
						25,000
						27,368
						25,000
						20,259
						33,750
						661
						10,614
						11,860
						12,407



emmerson
resources

LODGE YOUR VOTE ONLINE



ONLINE VOTE

www.advancedshare.com.au/investor-login



MOBILE DEVICE VOTE

Lodge your proxy by scanning the QR code below, and enter your registered postcode.
It is a fast, convenient and a secure way to lodge your vote.



2018 GENERAL MEETING PROXY FORM

I/We being shareholder(s) of Emmerson Resources Limited and entitled to attend and vote hereby:

APPOINT A PROXY



The Chairman of
the meeting

OR



PLEASE NOTE: If you leave the section blank, the Chairman of the Meeting will be your proxy.

If no individual(s) or body corporate(s) is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the General Meeting of the Company to be held at **Sutherland Room, City West Receptions, 45 Plaistowe Mews, West Perth WA 6005 on Friday, 18 May 2018 at 10:00am (WST)** and at any adjournment or postponement of that Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 1.

VOTING DIRECTIONS

Agenda Items

1 **Approval for Restructure of the Tennant Creek Mineral Field Farm-In and Joint Venture Agreement**

For Against Abstain*

☐
☐
☐


* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, all the shareholders should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address

☐

Please tick here to agree to receive communications sent by the company via email. This may include meeting notifications, dividend remittance, and selected announcements.

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

CHANGE OF ADDRESS

Your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

APPOINTMENT OF A PROXY

If you wish to appoint the Chairman as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman will be your proxy.

DEFAULT TO THE CHAIRMAN OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not vote on a poll in accordance with your directions or does not attend the Meeting, then the proxy appointment will automatically default to the Chairman of the Meeting, who is required to vote the proxies as directed.

VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as they choose to the extent they are able. If you mark more than one box on an item, your vote on that item will be invalid.

PLEASE NOTE: If you appoint the Chairman as your proxy (or if they are appointed by default) but do not direct them how to vote on an item (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that item), you will be expressly authorising the Chairman to vote as they see fit on that item.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- On each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- Return both forms together.

CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

SIGNING INSTRUCTIONS ON THE PROXY FORM

Individual:

Where the holding is in one name, the security holder must sign.

Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or a certified photocopy of the Power of Attorney to this form when you return it.

Companies:

Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

LODGE YOUR VOTE

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 10:00 am (WST) on Wednesday, 16 May 2018, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled meeting.



ONLINE VOTE

www.advancedshare.com.au/investor-login



BY MAIL

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009; or
PO Box 1156, Nedlands WA 6909



BY FAX

+61 8 9262 3723



BY EMAIL

admin@advancedshare.com.au



IN PERSON

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009; or



ALL ENQUIRIES TO

Telephone: +61 8 9389 8033