



SUPERIOR LAKE RESOURCES LIMITED
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NOTICE OF GENERAL MEETING

**For the general meeting of the Company to be held at Emerald House,
1202 Hay Street, West Perth, Western Australia on Friday, 27 March
2020 at 10.00 am (WST)**

This Notice and the accompanying Explanatory Memorandum 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 prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 8 6117 0479

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that a general meeting of shareholders of Superior Lake Resources Limited (**Company**) will be held at Emerald House, 1202 Hay Street, West Perth, Western Australia on Friday, 27 March 2020 at 10.00 am (WST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Wednesday, 25 March 2020 at 4:00 pm (WST).

Terms and abbreviations used in this Notice and the Explanatory Memorandum will, unless the context requires otherwise, have the meaning given to them in Schedule 1.

AGENDA

1. Resolution 1 – Approval of the acquisition of additional 7.5% interest in Ophiolite Holdings Pty Ltd

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

*“That, for the purposes of Listing Rules 10.1 and 10.11 and for all other purposes, approval is given to the Company to complete the acquisition of 187 shares in the capital of Ophiolite Holdings Pty Ltd and to issue and allot up to 92,479,915 Shares to Davey Holdings (Aus) Pty Ltd <Burnaford A/C> and Davey Management (Aus) Pty Ltd <Davey Family Super Fund A/C> (**Davey Entities**) (or their nominee(s)), on the terms and conditions and in the manner set out in the Explanatory Memorandum accompanying this Notice.”*

Independent Expert's Report

The Independent Expert has prepared an independent report on the acquisition of 187 shares in the capital of Ophiolite Holdings Pty Ltd held by the Davey Entities and has concluded that the acquisition is fair and reasonable to non-associated Shareholders.

The full Independent Expert's Report is included as Schedule 2.

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any of the following persons:

- (a) Grant Davey; or
- (b) the Davey Entities; or

- (c) an associate of that person or those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, on the Resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 1. In exceptional circumstances, the Chair may change his or her voting intention on Resolution 1, in which case an ASX announcement will be made.

2. Resolution 2 – Approval of the acquisition of additional 10% interest in Ophiolite Holdings Pty Ltd

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

*“That, for the purposes of Listing Rules 10.1 and 7.1 and for all other purposes, approval is given to the Company to complete the acquisition of 250 shares in the capital of Ophiolite Holdings Pty Ltd and to issue and allot up to 123,636,250 shares to Sonia Louise Newman Heath (and/or her nominee(s)) (**Sonia Heath**), on the terms and conditions and in the manner set out in the Explanatory Memorandum accompanying this Notice.”*

Independent Expert's Report

The Independent Expert has prepared an independent report on the acquisition of 250 shares in the capital of Ophiolite Holdings Pty Ltd held by Sonia Heath and has concluded that the acquisition is fair and reasonable to non-associated Shareholders.

The full Independent Expert's Report is included as Schedule 2.

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Sonia Heath or any of her associates.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or

- (b) the Chair as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, on the Resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 2. In exceptional circumstances, the Chair may change his or her voting intention on Resolution 2, in which case an ASX announcement will be made.

3. Resolution 3 – Ratification of Issue of LR 7.1 Placement Shares

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

*"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 129,817,873 Shares at \$0.0175 per Share (**LR 7.1 Placement Shares**), which were issued in accordance with the Company's placement capacity under ASX Listing Rule 7.1 on the terms and conditions in the Explanatory Memorandum (**LR 7.1 Placement**)."*

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf any of the following persons:

- (a) person who participated in the LR 7.1 Placement or any of their associates; or
- (b) an associate of that person or those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, on the Resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4. Resolution 4 – Ratification of Issue of LR 7.1A Placement Shares

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

*"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 86,545,249 Shares at \$0.0175 per Share (**LR 7.1A Placement Shares**), which were issued in accordance with the Company's placement capacity under ASX Listing Rule 7.1A on the terms and conditions in the Explanatory Memorandum (**LR 7.1A Placement**)."*

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf any of the following persons:

- (a) person who participated in the LR 7.1A Placement or any of their associates; or
- (b) an associate of that person or those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, on the Resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5. Resolution 5 – Participation in Placement by Grant Davey

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

"That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 11,428,571 Shares under the Placement to Grant Davey (and/or his nominee(s)), on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Grant Davey or any of his associates.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, on the Resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6. Resolution 6 – Consolidation of capital

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

"That, pursuant to and in accordance with Section 254H of the Corporations Act, the Listing Rules and the Constitution and for all other purposes, the issued capital of the Company be consolidated on the basis that every 10 shares be consolidated into 1 Share and where this consolidation results in a fraction of a Share or an Option being held, the Company be authorised to round that fraction up to the nearest whole Share or Option (as the case may be)."

By order of the Board

Stuart McKenzie
Company Secretary
Superior Lake Resources Limited
Dated 20 February 2020

SUPERIOR LAKE RESOURCES LIMITED
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EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Emerald House, 1202 Hay Street, West Perth, Western Australia on Friday, 27 March 2020 at 10.00 am (WST) (WST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions.

This Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2:	Action to be taken by Shareholders
Section 3:	Background to Resolutions 1 and 2
Section 4:	Resolution 1 – Approval of acquisition of additional 7.5% interest in Ophiolite
Section 5:	Resolution 2 – Approval of acquisition of additional 10% interest in Ophiolite
Section 6:	Resolution 3 – Ratification of the issue of LR 7.1 Placement Shares
Section 7:	Resolution 4 – Ratification of the issue of LR 7.1A Placement Shares
Section 8:	Resolution 5 – Approval of the issue of the Davey Placement Shares
Section 9:	Resolution 6 – Approval of the consolidation of capital
Schedule 1:	Definitions
Schedule 2:	Independent Expert's Report

A Proxy Form is located at the end of this Explanatory Memorandum.

1.1 Time and place of Meeting

Notice is given that the Meeting will be held at Emerald House, 1202 Hay Street, West Perth, Western Australia on Friday, 27 March 2020 at 10.00 am (WST).

1.2 Your vote is important

The business of the Meeting affects your shareholding and your vote is important.

1.3 Voting eligibility

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Wednesday, 25 March 2020 at 4:00 pm (WST).

1.4 Defined terms

Capitalised terms in this Notice of Meeting and Explanatory Memorandum are defined either in Schedule 1 or where the relevant term is first used.

1.5 Responsibility

This Notice of Meeting and Explanatory Memorandum have been prepared by the Company under the direction and oversight of its Directors.

1.6 ASX

A final copy of this Notice of Meeting and Explanatory Memorandum has been lodged with ASX. Neither ASX nor any of its officers take any responsibility for the contents of this document.

1.7 No internet site is part of this document

No internet site is part of this Notice of Meeting and Explanatory Memorandum. The Company maintains an internet site (www.superiorlake.com.au). Any reference in this document to this internet site is a textual reference only and does not form part of this document.

2. Action to be taken by Shareholders

Shareholders should read the Notice including this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Voting in person

A Shareholder that is an individual may attend and vote in person at the meeting. If you wish to attend the meeting, please bring the enclosed proxy form to the meeting to assist in registering your attendance and number of votes. Please arrive 20 minutes prior to the start of the meeting to facilitate this registration process.

2.2 Voting by corporate representative

A shareholder that is a corporation may appoint an individual to act as its representative to vote at the meeting in accordance with section 250D of the *Corporations Act 2001* (Cth). The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed. The appropriate "Appointment of Corporate Representative" form should be completed and produced prior to admission to the meeting. This form may be obtained from the Company's share registry.

2.3 Proxies

(a) Voting by proxy

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions on the Proxy Form. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (i) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (ii) a proxy need not be a member of the Company; and
- (iii) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

(b) Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (i) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (ii) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- (iii) if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (iv) if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

(c) Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- (i) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (ii) the appointed proxy is not the chair of the meeting;
- (iii) at the meeting, a poll is duly demanded on the resolution; and

- (iv) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

2.4 Chair's voting intentions

The Chair intends to exercise all available proxies in favour of all Resolutions unless the Shareholder has expressly indicated a different voting intention.

2.5 Lodgement of proxy documents

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at an address given below by 10:00am WST on Wednesday, 25 March 2020. Any proxy form received after that time will not be valid for the scheduled meeting. Proxies should be returned as follows:

Online	At https://investor.automic.com.au/#/loginsah
By mail	Automic, GPO BOX 5193, Sydney NSW 2001
By fax	+ 61 2 8583 3040
By email	meetings@automicgroup.com.au
In person	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.6 Voting exclusions

Pursuant to the requirements of the Listing Rules, certain voting exclusions apply in relation to the Resolutions. Please refer to the Notice and to discussion of the relevant Resolutions below for details of the applicable voting exclusions.

3. Background to Resolutions 1 and 2

3.1 General

On 23 February 2018, Ishine International Resources Limited (renamed Superior Lake Resources Limited (**Superior** or the **Company**) on 6 February 2018) announced that it had completed the acquisition of 100% of the issued capital of Superior Mining Pty Ltd (**Superior Mining**). Superior Mining is a wholly owned subsidiary of Superior and is the legal and beneficial owner of 70% of the issued capital of Ophiolite Holdings Pty Ltd (**Ophiolite**). The remaining 30% interest in the issued capital of Ophiolite is held by five minority shareholders (**Minority Ophiolite Shareholders**).

Ophiolite is a proprietary exploration company and is the legal and beneficial owner of the zinc and copper prospect "Pick Lake Project" (**Project**), located in Ontario, Canada. Ophiolite also holds an option to acquire an initial interest of 70% of the past-producing Winston Lake Zinc Project from First Quantum Minerals Ltd. The Winston Lake Zinc Project is located adjacent to the Pick Lake Project.

Resolutions 1 and 2 relate to the acquisition of 17.5% of the issued capital of Ophiolite (**Acquisition Resolutions**), the completion of which will result in a 17.5% increase interest in the Project held by the Company.

The Acquisition Resolutions are individual resolutions meaning that Shareholders may approve either or both of those resolutions. The table below summarises the change to the Company's interest in the Project, subject to which of the Acquisition Resolutions is approved.

Resolutions Approved	Project Interest if Resolutions Approved
Resolutions 1 and 2	87.5%
Resolution 1 only	77.5%
Resolutions 2 only	80.0%

4. Resolution 1 – Acquisition of additional 7.5% interest in Ophiolite

4.1 General

Entities controlled by Mr Grant Davey – Davey Management (Aus) Pty Ltd and Davey Holdings (Aus) Pty Ltd (**Davey Entities**) – together hold 7.5% of the issued capital of Ophiolite.

Mr Grant Davey is a Director of the Company. In accordance with Listing Rules 10.1 and 10.11, Shareholder approval is required for the acquisition of the Ophiolite shares and the issue of Shares to a related party. The Davey Entities are a related party because they are controlled by Mr Grant Davey, a director of the Company.

On 1 May 2019, the Company announced that it had entered into a Share Sale and Purchase Agreement with the Davey Entities to acquire 5% of the issued capital of Ophiolite held by the Davey Entities. The Company has since reached agreement with Mr Davey to acquire a further 2.5% of the issued capital of Ophiolite held by the Davey Entities. The Company seeks to issue 92,479,915 Shares to the Davey Entities (or their nominee(s)) (**Davey Entities Consideration Shares**) as consideration for the acquisition of a 7.5% interest in Ophiolite held by the Davey Entities (**Davey Acquisition**). Should shareholders approve Resolution 1, the issue of the Davey Consideration Shares will take place prior to the consolidation of the Company's share capital as proposed in Resolution 6.

Resolution 1 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 1.

4.2 Independent Expert's Report

To assist Shareholders to assess the Acquisition Resolutions and to consider whether to vote in favour of Resolution 1, the Company appointed BDO Corporate Finance (WA) Pty Ltd to prepare the Independent Expert's Report and opine on whether the acquisition of the Davey Entities' interest in Ophiolite is fair and reasonable to Shareholders not associated with the Davey Entities, the vendor of a 7.5% interest in Ophiolite.

The Independent Expert has concluded that the acquisition of the Davey Entities' interest in Ophiolite is fair and reasonable to Shareholders not associated with the Davey Entities.

The Independent Expert considers the acquisition of the Davey Entities' interest in Ophiolite to be fair on the basis that the value of the Davey Entities Consideration Shares is equal to the value of the 7.5% interest in Ophiolite being acquired. Should Shareholders approve Resolutions 1 and 2 and the Company own an additional 17.5% interest in the Project, on the basis that the value of the Davey Entities Consideration Shares and the Sonia Heath Consideration Shares is equal to the value of the 17.5% interest in Ophiolite being acquired, the Independent Expert considers such an acquisition to be fair.

The Independent Expert considers the acquisition of the Davey Entities' interest in Ophiolite to be reasonable on the basis that:

- (a) the acquisition of the Davey Entities interest in Ophiolite is fair;
- (b) the ability of the Company to raise funds via debt and equity may be improved as a result of a significantly higher level of ownership of the Project; and
- (c) the acquisition of the Davey Entities' interest in Ophiolite allows the Company to own an additional 7.5% of the Project without impacting its cash balance, allowing the proceeds of the Placement to be used for exploration and development.

Refer to Schedule 2 for the full Independent Expert's Report.

4.3 Listing Rule 10.1

Listing Rule 10.1 provides that a listed company must not acquire or agree to acquire a substantial asset from, or dispose of or agree to dispose of a substantial asset to:

- (a) a related party;
- (b) a child entity;
- (c) a person who is, or was at any time in the 6 months before the transaction, a substantial (10%+) holder in the company;
- (d) an associate of a person referred to in Listing Rule 10.1.1 to 10.1.3; or
- (e) a person whose relationship with the company or a person referred to in Listing Rules 10.1.1 to 10.1.4 is such that, in ASX's opinion, the issue or agreement should be approved by shareholders,

unless it obtains the approval of its shareholders.

The Davey Acquisition falls within Listing Rule 10.1.1 and involves the acquisition of a substantial asset. A substantial asset is one that is valued at more than 5% of the equity interests of the Company as set out in the latest accounts given to ASX. The Davey Acquisition requires the approval of Shareholders for the purposes of Listing Rule 10.1 because the Davey Entities interest in Ophiolite is valued at least 5% of the Company's equity interests. The Davey Entities are related parties because they are controlled by Mr Davey, who is a Director of the Company.

Resolution 1 seeks the required shareholder approval to the Davey Acquisition under and for the purposes of Listing Rule 10.1.

If Resolution 1 is passed, the Company will be able to proceed with the Davey Acquisition,

If Resolution is not passed, the Company will not be able to proceed with the Davey Acquisition and the Company will not obtain the benefits of the Davey Acquisition set out in section 4.2.

4.4 Specific information required by Listing Rule 10.5

Pursuant to and in accordance with ASX Listing Rule 10.5, the following information is provided in relation to Resolution 1:

- (a) The interest will be acquired from the Davey Entities.
- (b) The Davey Entities fall within Listing Rule 10.5.1 – the Davey Entities are related parties of the Company because they are controlled by Mr Grant Davey, a Director of the Company.
- (c) Pursuant to Resolution 1, the Company will acquire an additional 7.5% of the issued capital of Ophiolite and thereby increasing the Company's interest in the Project by 7.5%.
- (d) The Davey Entities will be issued 92,479,915 Shares.
- (e) The Davey Entities Consideration Shares will be issued for nil cash consideration, the consideration for the Davey Entities Consideration Shares being the acquisition of 7.5% of the issued capital of Ophiolite.
- (f) It is intended that the completion of the Davey Acquisition occur within 20 business days following the Meeting.
- (g) Warranties given by Davey Entities as to title of shares held in Ophiolite and other customary terms for a sale and purchase agreement of the type entered into.
- (h) A voting exclusion statement is included in the Notice for Resolution 1.
- (i) The Notice also includes the Independent Expert's Report (refer to Schedule 2).

4.5 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listing company must not issue or agree to issue equity securities to:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.2; or
- (e) a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders.

The issue of Davey Entities Consideration Shares falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. Mr Davey is a related party of the Company as he is a Director. Therefore, the issue requires the approval of the Company's shareholders under Listing Rule 10.11.

Resolution 1 seeks Shareholder approval for the purposes of Listing Rule 10.11.

If Resolution 1 is passed, the Company will issue the Davey Entities Consideration Shares to the Davey Entities (and/or their nominee(s)) and pursuant to Listing Rule 7.2, exception 14, the issue of the Davey Entities Consideration Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12 month period following the issue.

If Resolution 1 is not passed, the Company will not issue the Davey Entities Consideration Shares to the Davey Entities (and/or their nominee(s)).

4.6 Specific information required by Listing Rule 10.13

Information must be provided to Shareholders for the purposes of obtaining Shareholder approval as follows:

- (a) The Davey Entities Consideration Shares will be issued to the Davey Entities (and/or their nominee(s)).
- (b) The Davey Entities fall within Listing Rule 10.11.1 – the Davey Entities are related parties of the Company because they are controlled by Mr Grant Davey, a Director.
- (c) The maximum number of Davey Entities Consideration Shares to be issued to the Davey Entities (and/or their nominee(s)) is 92,479,915.
- (d) The Davey Entities Consideration Shares are fully paid ordinary shares and will rank equally in all respects with the Company's existing Shares on issue.
- (e) The Davey Entities Consideration Shares will be issued on a date to be determined no later than one month after the date of the Meeting.
- (f) The Davey Entities Consideration Shares will be issued for nil cash consideration, the consideration for the Davey Entities Consideration Shares being the acquisition of 7.5% of the issued capital of Ophiolite.
- (g) Issue of the Davey Entities Consideration Shares is for the purpose of acquiring an additional 7.5% of the issued capital of Ophiolite and thereby increasing the Company's interest in the Project by 7.5%.
- (h) The issue is not intended to remunerate or incentivise Mr Grant Davey.
- (i) A voting exclusion statement is included in the Notice for Resolution 1.

4.7 Section 208 of Corporations Act

In accordance with section 208 of the Corporations Act, to give a financial benefit to a related party, the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

The Davey Entities are related parties of the Company because they are controlled by Mr Grant Davey, a Director of the Company.

The Board has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed issue of the Davey Entities Consideration Shares as the exception in section 210 of the Corporations Act applies. The Company is proposing to issue the Davey Entities Consideration Shares as consideration for the acquisition of the Davey Entities interest in Ophiolite and the Board considers that the acquisition of the Davey Entities interest in Ophiolite is on arm's length terms for the purposes of section 210 of the Corporations Act.

4.8 Escrow Restrictions on Consideration Shares

Under Listing Rule 10.7, the consideration for a classified asset must be restricted securities. The Davey Entities' 5% interest in Ophiolite is a classified asset because a substantial portion of Superior's assets is an interest in a mining exploration area (being the Project).

Accordingly, the Davey Entities Consideration Shares will be subject to the restrictions detailed in Appendix 9B of the Listing Rules for a period of 12 months from the date of issue of the Consideration Shares.

4.9 Directors' recommendation

The Directors (other than Mr Grant Davey) recommend that Shareholders vote in favour of Resolution 1.

5. Resolution 2 – Approval of the acquisition of additional 10% interest in Ophiolite

5.1 General

On 1 May 2019, the Company announced that it had entered into a Share Sale and Purchase Agreement with Sonia Heath to acquire the 10% of the issued capital of Ophiolite held by Sonia Heath. The Company seeks to issue 123,636,250 Shares to Sonia Heath (or her nominee (s)) (**Sonia Heath Consideration Shares**) as consideration for the acquisition of a 10% interest in Ophiolite (**Heath Acquisition**). Should shareholders approve Resolution 2, the issue of the Sonia Heath Consideration Shares will take place prior to the consolidation of the Company's share capital as proposed in Resolution 6.

5.2 Independent Expert's Report

To assist Shareholders to assess the Acquisition Resolutions and to consider whether to vote in favour of Resolution 2, the Company appointed BDO Corporate Finance (WA) Pty Ltd to prepare the Independent Expert's Report and opine on whether the acquisition of the Sonia Heath's interest in Ophiolite is fair and reasonable to Shareholders not associated with Sonia Heath, the vendor of a 10% interest in Ophiolite.

The Independent Expert has concluded that the acquisition of Sonia Heath's interest in Ophiolite is fair and reasonable to Shareholders not associated with Sonia Heath.

The Independent Expert considers the acquisition of Sonia Heath's interest in Ophiolite to be fair on the basis that the value of the Sonia Heath Consideration Shares is equal to the value of the 10% interest in Ophiolite being acquired. Should Shareholders approve Resolutions 1 and 2 and the Company own an additional 17.5% interest in the Project, on the basis that the value of the Davey Entities Consideration Shares and the Sonia Heath Consideration Shares is equal to the value of the 17.5% interest in Ophiolite being acquired, the Independent Expert considers such an acquisition to be fair.

The Independent Expert considers the acquisition of Sonia Heath's interest in Ophiolite to be reasonable on the basis that:

- (a) the acquisition of Sonia Heath's interest in Ophiolite is fair;
- (b) the ability of the Company to raise funds via debt and equity may be improved as a result of a significantly higher level of ownership of the Project; and
- (c) the acquisition of Sonia Heath's interest in Ophiolite allows the Company to own an additional 10% of Project without impacting its cash balance, allowing the proceeds of the Placement to be used for exploration and development.

Refer to Schedule 2 for the full Independent Expert's Report.

5.3 Listing Rule 10.1

Listing Rule 10.1 provides that a listed company must not acquire or agree to acquire a substantial asset from, or dispose of or agree to dispose of a substantial asset to:

- (a) a related party;
- (b) a child entity;
- (c) a person who is, or was at any time in the 6 months before the transaction, a substantial (10%+) holder in the company;
- (d) an associate of a person referred to in Listing Rule 10.1.1 to 10.1.3; or
- (e) a person whose relationship with the company or a person referred to in Listing Rules 10.1.1 to 10.1.4 is such that, in ASX's opinion, the issue or agreement should be approved by shareholders,

unless it obtains the approval of its shareholders.

The Heath Acquisition falls within Listing Rule 10.1.3 and involves the acquisition of a substantial asset. A substantial asset is one that is valued at more than 5% of the equity interests of the Company as set out in the latest accounts given to ASX. The Heath Acquisition requires the approval of Shareholders for the purposes of Listing Rule 10.1 because during the past 6 months, Sonia Heath had a relevant interest of at least 10% of the total votes attaching to the voting securities of a child entity of the Company,

Resolution 2 seeks the required shareholder approval to the Heath Acquisition under and for the purposes of Listing Rule 10.1.

If Resolution 2 is passed, the Company will be able to proceed with the Heath Acquisition,

If Resolution is not passed, the Company will not be able to proceed with the Heath Acquisition and the Company will not obtain the benefits of the Heath Acquisition set out in section 4.2.

5.4 Specific information required by Listing Rule 10.5

Information must be provided to Shareholders for the purposes of obtaining Shareholder approval as follows:

- (a) The interest will be acquired from Sonia Heath.

- (b) Sonia Heath falls within Listing Rule 10.5.3 – during the past 6 months, Sonia Heath had a relevant interest of at least 10% of the total votes attaching to the voting securities of a child entity of the Company.
- (c) Pursuant to Resolution 2, the Company will acquire an additional 10% of the issued capital of Ophiolite and thereby increasing the Company's interest in the Project by 10%.
- (d) Sonia Heath will be issued 123,636,250 Shares.
- (e) The Sonia Heath Consideration Shares will be issued for nil cash consideration, the consideration for the Sonia Heath Consideration Shares being the acquisition of 10% of the issued capital of Ophiolite.
- (f) It is intended that the completion of the Heath Acquisition occur within 20 business days following the Meeting.
- (g) Warranties given by Sonia Heath as to title of shares held in Ophiolite and other customary terms for a sale and purchase agreement of the type entered into.
- (h) A voting exclusion statement is included in the Notice for Resolution 1.
- (i) The Notice also includes the Independent Expert's Report (refer to Schedule 2).

5.5 ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, without the approval of its shareholders, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The issue of the Sonia Heath Consideration Shares does not fit within any of the specified exceptions. While the issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, Resolution 2 seeks Shareholder approval for the purposes of Listing Rule 7.1 so that it does not use up any of the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

Resolution 2 seeks Shareholder approval for the purposes of Listing Rule 7.1.

If Resolution 2 is passed, the Company will issue the Sonia Heath Consideration Shares without using up any of the Company's 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

If Resolution 2 is not passed, the Company will not issue the Sonia Heath Consideration Shares to Sonia Heath.

5.6 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 2:

- (a) The Sonia Heath Consideration Shares will be issued to Sonia Heath, who is not a related party of the Company, or her nominee(s).

- (b) The maximum number of Sonia Heath Consideration Shares to be issued is 123,636,250.
- (c) The Sonia Heath Consideration Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (d) The Sonia Heath Consideration Shares will be issued no later than three months after the date of the Meeting and it is intended that issue of the Sonia Heath Consideration Shares will occur immediately following the Meeting.
- (e) The Sonia Heath Consideration Shares will be issued for nil cash consideration, the consideration for the Sonia Heath Consideration Shares being the acquisition of 10% of the issued capital of Ophiolite.
- (f) Issue of the Sonia Heath Consideration Shares is for the purpose of acquiring an additional 10.0% of the issued capital of Ophiolite and thereby increasing the Company's interest in the Project by 10.0%.
- (g) A voting exclusion statement is included in the Notice for Resolution 2.

5.7 Board recommendation

The Directors recommend that Shareholders vote in favour of Resolution 2.

6. Resolution 3 – Ratification of the issue of Placement Shares issued under Listing Rule 7.1

6.1 Background to the Placement

On 26 June 2019, the Company announced a placement of 216,363,122 fully paid ordinary shares at \$0.0175 cents per share (**Placement Shares**) to sophisticated and professional investors to raise \$3.78 million (before costs) (**Placement**). A total of 129,817,873 Placement Shares have been issued in accordance with the Company's placement capacity under ASX Listing Rule 7.1 (**LR 7.1 Placement Shares**) and a total of 86,545,249 of the Placement Shares were issued in accordance with the Company's placement capacity under ASX Listing Rule 7.1A (**LR 7.1A Placement Shares**).

On 2 July 2019, the Company announced the completion of the issue of the Placement Shares. None of the parties who participated in the Placement are related parties of the Company. Refer to the Company's ASX announcements of 26 June 2019 and 2 July 2019 for further details of the Placement.

The funds raised from the issue of the LR 7.1 Placement Shares are being used to further advance the Project. Work carried out since the Placement has included completion of a Bankable Feasibility Study (**BFS**) and declaration of a maiden Ore Reserve (see ASX announcement 28 August 2019), an extensive geophysics program to identify near mine drilling targets, drilling to test near mine targets, optimisation of the BFS and securing the required permits and approvals for project development.

Resolution 3 seeks Shareholder approval to ratify the issue of the LR 7.1 Placement Shares.

Resolution 3 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 3.

6.2 Listing Rules 7.1 and 7.4

In accordance with Listing Rule 7.1, the Company must not, subject to specified exceptions, issue or agree to issue more securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

Listing Rule 7.4 provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with Shareholder approval for the purpose of Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, Resolution 3 seeks Shareholder approval for the purposes of Listing Rule 7.4.

If Resolution 3 is passed, the issue of the LR 7.1 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12 month period following the issue.

If Resolution 3 is not passed, the issue of the LR 7.1 Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the issue.

6.3 Specific information required by Listing Rule 7.5

In accordance with Listing Rule 7.5, information is provided in relation to the issue of the LR 7.1 Placement Shares as follows:

- (a) The LR 7.1 Placement Shares were issued to sophisticated and professional investors. BW Equities were paid a fee equal to 6% of funds raised to introduce investors to the Placement.
- (b) 129,817,873 fully paid ordinary shares in the capital of the Company were issued on the same terms and conditions as the Company's existing Shares;
- (c) The LR 7.1 Placement Shares were issued on 2 July 2019.
- (d) The LR 7.1 Placement Shares were issued at a price of \$0.0175 per Share.
- (e) The funds raised from the issue of the LR 7.1 Placement Shares are being used to advance development of the Project, including to complete the permitting and approvals required for construction, conduct the project finance process, carry out exploration drilling and for general working capital.
- (f) A voting exclusion statement is included in the Notice for Resolution 3.

6.4 Director Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 3.

7. Resolution 4 – Ratification of the issue of Placement Shares issued under Listing Rule 7.1A

7.1 Background to the Placement

Refer to Section 6.1 for details of the Placement.

Resolution 4 seeks Shareholder approval to ratify the issue of the LR 7.1A Placement Shares.

Resolution 4 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 4.

7.2 Listing Rules 7.1A and 7.4

Listing Rule 7.1A enables an eligible entity to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% annual placement capacity under Listing Rule 7.1.

On 31 May 2019, Shareholders approved the Company having the additional capacity to issue Equity Securities in an amount up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2.

Listing Rule 7.4 provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1A (and provided that the previous issue did not breach Listing Rule 7.1A) those securities will be deemed to have been made with Shareholder approval for the purpose of Listing Rule 7.1A.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1A. To this end, Resolution 4 seeks Shareholder approval for the purposes of Listing Rule 7.4.

If Resolution 4 is passed, the issue of the LR 7.1A Placement Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of equity securities it can issue without shareholder approval over the 12 month period following the issue.

If Resolution 4 is not passed, the issue of the LR 7.1A Placement Shares will be included in calculating the Company's 10% limit in Listing Rule 7.1A, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the issue.

7.3 Specific information required by Listing Rule 7.5

In accordance with Listing Rule 7.5, information is provided in relation to the issue of the LR 7.1A Placement Shares as follows:

- (a) The LR 7.1A Placement Shares were issued to sophisticated and professional investors. BW Equities were paid a fee equal to 6% of funds raised to introduce investors to the Placement.

- (b) 86,545,249 fully paid ordinary shares in the capital of the Company were issued on the same terms and conditions as the Company's existing Shares;
- (c) The LR 7.1A Placement Shares were issued on 2 July 2019.
- (d) The LR 7.1A Placement Shares were issued at a price of \$0.0175 per Share.
- (e) The funds raised from the issue of the LR 7.1A Placement Shares are being used to advance development of the Project, including to complete the permitting and approvals required for construction, conduct the project finance process, carry out exploration drilling and for general working capital.
- (f) A voting exclusion statement is included in the Notice for Resolution 4.

7.4 Director Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 4.

8. Resolution 5 – Participation in Placement by Grant Davey

8.1 General

Refer to Section 6.1 for details of the Placement.

Resolution 5 seeks Shareholder approval in accordance with Listing Rule 10.11 for Director Mr Grant Davey (and/or his nominee) to participate in the Placement to the extent of up to 11,428,571 Shares (**Davey Placement Shares**).

Resolution 5 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 5.

8.2 Section 208 of Corporations Act

In accordance with section 208 of the Corporations Act, to give a financial benefit to a related party, the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

The Board considers that Shareholder approval under section 208 of the Corporations Act is not required as the exception in section 210 of the Corporations Act applies. The Davey Placement Shares will be issued to Mr Davey on the same terms as non-related party participants in the Placement and as such the giving of the financial benefit to Mr Davey will be on arm's length terms.

8.3 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listing company must not issue or agree to issue equity securities to:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated

- a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.2; or
- (e) a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders.

The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. Mr Davey is a related party of the Company as he is a Director. Therefore, the issue requires the approval of the Company's shareholders under Listing Rule 10.11.

Resolution 5 seeks Shareholder approval for the purposes of Listing Rule 7.4.

If Resolution 5 is passed, the Company will issue the Davey Placement Shares to Mr Davey (and/or his nominee(s)) and pursuant to Listing Rule 7.2, exception 14, the issue of the Davey Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12 month period following the issue. If Resolution 5 is not passed, the Company will not issue the Davey Placement Shares to Mr Davey (and/or his nominee(s)).

8.4 Specific information required by Listing Rule 10.13

In accordance with Listing Rule 10.13, information regarding the issue of the Davey Placement Shares to Mr Davey (and/or his nominee(s)) is provided as follows:

- (a) The Davey Placement Shares will be issued to Mr Davey (and/or his nominees).
- (b) Mr Davey falls within Listing Rule 10.11.1 – Mr Davey is a related party of the Company because he is a Director.
- (c) The maximum number of Shares, being fully paid ordinary shares, to be issued to Mr Davey is 11,428,571.
- (d) The Davey Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (e) Subject to Shareholders approving Resolution 5, the Company will issue the Davey Placement Shares to Mr Davey on a date to be determined no later than one month after the date of the Meeting.
- (f) The Davey Placement Shares will be issued at a price of \$0.0175 per Share.
- (g) The Davey Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (h) The funds raised from the issue of the Davey Placement Shares will be used to advance the Project, including to complete the permitting and approvals required for construction, conduct the project finance process, carry out exploration drilling and for general working capital.
- (i) The issue is not intended to remunerate or incentivise the director.

- (j) A voting exclusion statement is included in the Notice for Resolution 5.

8.5 Director Recommendation

The Directors (excluding Mr Davey) recommend that Shareholders vote in favour of Resolution 5.

9. Resolution 6 – Consolidation of capital

9.1 Background

Resolution 6 seeks Shareholder approval for the Company to undertake a consolidation of the existing issued capital of the Company on a 1 for 10 basis (**Consolidation**).

Resolution 6 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 6.

9.2 Corporations Act and Listing Rules requirements

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

Listing Rule 7.22.1 requires that the number of options on issue be consolidated in the same ratio as the ordinary shares and the exercise price of options be amended in inverse proportion to that ratio.

Similarly, the number or the conversion price (or both) of convertible securities (other than options) must be reorganised so that the holders of the convertible securities do not receive a benefit that holders of ordinary shares do not receive.

Details of the changes to the numbers (and relevant exercise prices or milestones) of the Options are set out in Table 1, Section 9.5.

9.3 Fractional entitlements

Not all security holders will hold that number of Shares or Options (as the case may be) which can be evenly divided by 10. Where a fractional entitlement occurs, the Company will round that fraction up to the nearest whole Share or Option.

9.4 Taxation

It is not considered that any taxation implications will exist for security holders arising from the Consolidation. However, security holders are advised to seek their own tax advice on the effect of the Consolidation and the Company does not accept any responsibility for the individual taxation implications arising from the Consolidation.

9.5 Holding statements

From the date of the Consolidation, all holding statements for Securities will cease to have any effect, except as evidence of entitlement to a certain number of Securities on a post-Consolidation basis.

After the Consolidation becomes effective, the Company will arrange for new holding statements for Securities to be issued to holders of those Securities.

It is the responsibility of each security holder to check the number of securities held prior to subsequent disposal or exercise (as the case may be).

9.6 Effect on capital structure

The approximate effect which the Consolidation will have on the Company's current capital structure is set out in Tables 1-3 below. All numbers are subject to rounding.

Table 1. Impact of Consolidation on Superior capital structure

Security	Current	Post-Consolidation
Shares	1,085,815,614	108,581,561
Unquoted options (various)	145,196,422	14,519,643

Table 2. Unquoted Options (pre-Consolidation)

Expiry date	Exercise price (A\$)	Number of options outstanding	Vested / Unvested
23-Feb-2022	0.03	20,000,000	Vested
9-April-2021	0.03	25,000,000	Vested
9-April-2021	0.06	27,000,000	Vested
30-April-2021	0.06	10,000,000	Vested
30-April-2021	0.08	10,000,000	Vested
15-March 2022	0.06	20,000,000	Vested
1-July-2022 ¹	0.00	15,801,782	Unvested
1-July-2024 ²	0.00	17,394,640	Unvested

1. Granted to employees and consultants, vesting 1 July 2020 subject to Board approved performance criteria as follows:
 - a. Executed finance agreements in place to meet the capital component of project development costs
 - b. Permits, licences and regulatory approvals to provide for the commencement of construction have been obtained
 - c. Completion of Bankable Feasibility Study (BFS) within agreed time frame and results of BFS to be in line with the Restart Study, applying the same assumptions
 - d. Entering into binding offtake agreement(s) for the sale of Superior Lake product with reputable offtaker(s)
2. Granted to employees and consultants, vesting 1 July 2020 subject to Board approved performance criteria as follows:
 - a. Decision to mine has been made
 - b. Share price performance
 - i. Less than 4.0 cents: Nil
 - ii. Between 4.0 cents and 5.0 cents: 50% of objective achieved
 - iii. Between 5.0 cents and 6.0 cents: 75% of objective achieved
 - iv. Above 6.0 cents: 100% of objective achieved

Table 3. Unquoted Options (post-Consolidation)

Expiry date	Exercise price (A\$)	Number of options outstanding	Vested / Unvested
23-Feb-2022	0.30	2,000,000	Vested
9-April-2021	0.30	2,500,000	Vested
9-April-2021	0.60	2,700,000	Vested
30-April-2021	0.60	1,000,000	Vested
30-April-2021	0.80	1,000,000	Vested
15-March 2022	0.60	2,000,000	Vested
1-July-2022 ¹	0.00	1,580,178	Unvested
1-July-2024 ²	0.00	1,739,4640	Unvested

1. The same vesting conditions as set out in the note to Table 2 apply.

2. The same vesting conditions as set out in the note to Table 2 apply.

The Consolidation applies equally to all members (subject only to the rounding of fractions). Therefore, it will have no material effect on the percentage interest of each member in the Company. Further, the aggregate value of each member's proportional interest in the Company will not change solely as a result of the Consolidation as the only anticipated changes, which will be a result of rounding, will be immaterial.

Theoretically, the market price of each Share following the Consolidation should increase by 10 times its current value. Practically, the actual effect on the market price of each Share will be dependent upon on a number of factors which will not be within the control of the Company. Therefore, this may result in the market price of each Share following Consolidation being higher or lower than the theoretical post-Consolidation price.

In accordance with Listing Rule 7.22, and the terms of issue of the Options currently on issue, the Consolidation will involve a corresponding adjustment to Options, having the effect that the number of Options will reduce in proportion to the ordinary share capital and the exercise price will increase in inverse proportion to the Consolidation ratio. For the avoidance of doubt, this means that every 10 Options exercisable at 3 cents each will instead become a single Option exercisable at 30 cents each.

9.7 Consolidation timetable

If Resolution 6 is passed, the Consolidation will take effect in accordance with the following timetable as set out in Appendix 7A (paragraph 8) of the Listing Rules.

Date	Business Day	Event
26 February 2020	Before day 0	Notice of meeting lodged on platform / announcement of consolidation Lodge Appendix 3A.3 on ASX platform
Friday, 27 March	0	Shareholder meeting and notice to ASX that shareholders have approved the share consolidation

Date	Business Day	Event
		Effective Date (if consolidation not conditional on anything else other than shareholder approval)
Monday, 30 March	1	Last day for trading in pre-consolidated shares
Tuesday, 31 March	2	If agreed by ASX, trading in post Consolidation securities commences on a deferred settlement basis
Wednesday, 1 April	3	Record date Last day for registering transfers on a pre-Consolidation
Thursday, 2 April	4	First day for Company to update its register and to send holding statements to security holders reflecting the change in the details of their holdings
Wednesday, 8 April	8	Last day for Company to update its register and to send holding statements to security holders reflecting the change in the details of their holdings and to notify ASX that this has occurred

*The above timetable is indicative only and subject to change. Any changes will be announced to ASX.

9.8 Director Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 6.

SCHEDULE 1 – DEFINITIONS

In the Notice and this Explanatory Memorandum, words importing the singular include the plural and vice versa.

10% Placement Facility has the meaning given to that term in section 7.2.

\$ means Australian dollars.

Acquisition Resolutions has the meaning given to that term in section 3.1.

ASIC means the Australian Securities and Investments Commission.

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

ASX Listing Rules means the Listing Rules of ASX.

BFS has the meaning given to that term in section 6.1.

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company or **Superior** means Superior Lake Resources Limited (ACN 139 522 553).

Consolidation has the meaning given to that term in section 9 of the Notice.

Constitution means the Company's constitution.

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

Davey Acquisition has the meaning given to that term in section 4.1.

Davey Entities has the meaning given to that term in section 4.1.

Davey Entities Consideration Shares means 92,479,915 Shares as consideration for the acquisition by Superior of 7.5% of the issued capital in Ophiolite.

Davey Placement Shares has the meaning given to that term in section 3.1.

Directors means the current directors of the Company.

Equity Security has the meaning given in the Listing Rules.

Explanatory Memorandum means the explanatory statement accompanying the Notice.

General Meeting or **Meeting** means the meeting convened by the Notice.

Heath Acquisition has the meaning given to that term in section 5.1.

LR 7.1 Placement has the meaning given to that term in Resolution 3.

LR 7.1 Placement Shares has the meaning given to that term in section 6.1.

LR 7.1A Placement has the meaning given to that term in Resolution 4.

LR 7.1A Placement Shares has the meaning given to that term in section 6.1.

Minority Ophiolite Shareholders has the meaning given to that term in section 3.1.

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

Ophiolite has the meaning given to that term in section 3.1.

Option means an option to acquire a Share.

Placement has the meaning given to that term in section 6.1.

Placement Shares has the meaning given to that term in section 6.1.

Project has the meaning given to that term in section 3.1.

Proxy Form means the proxy form accompanying the Notice.

Record Date means the record date set by Directors in accordance with Section 1.3 of the Explanatory Memorandum.

Resolutions means the resolutions set out in the Notice.

Securities mean all Equity Securities of the Company.

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

Shareholder means a registered holder of a Share.

Sonia Heath Consideration Shares means 123,636,250 Shares as consideration for the acquisition by Superior of 10% of the issued capital in Ophiolite.

Superior Mining has the meaning given to that term in section 3.1.

VWAP means volume weighted average price.

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

SCHEDULE 2 – INDEPENDENT EXPERT’S REPORT



SUPERIOR LAKE RESOURCES LIMITED **Independent Expert's Report**

The Proposed Transaction is
fair and reasonable

3 February 2020



Financial Services Guide

3 February 2020

BDO Corporate Finance (WA) Pty Ltd ABN 27 124 031 045 ('we' or 'us' or 'ours' as appropriate) has been engaged by Superior Lake Resources Limited ('**Superior Lake**') to provide an independent expert's report on the proposal to acquire up to an additional 17.5% of Ophiolite Holdings Limited ('**Ophiolite**') from related parties. You are being provided with a copy of our report because you are a shareholder of Superior Lake and this Financial Services Guide ('**FSG**') is included in the event you are also classified under the Corporations Act 2001 ('**the Act**') as a retail client.

Our report and this FSG accompanies the Notice of Meeting required to be provided to you by Superior Lake to assist you in deciding on whether or not to approve the proposal.

Financial Services Guide

This FSG is designed to help retail clients make a decision as to their use of our general financial product advice and to ensure that we comply with our obligations as a financial services licensee.

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 No. 316158;
- ◆ Remuneration that we and/or our staff and any associates receive in connection with the general financial product advice;
- ◆ Any relevant associations or relationships we have; and
- ◆ Our internal and external complaints handling procedures and how you may access them.

Information about us

We are a member firm of the BDO network in Australia, a national association of separate entities (each of which has appointed BDO (Australia) Limited ACN 050 110 275 to represent it in BDO International). The financial product advice in our report is provided by BDO Corporate Finance (WA) Pty Ltd and not by BDO or its related entities. BDO and its related entities provide professional services primarily in the areas of audit, tax, consulting, mergers and acquisition, and financial advisory services.

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We only provide general financial product advice, not personal financial product advice. Our report does not take 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. If you have any questions, or don't fully understand our report you should seek professional financial advice.

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We charge fees for providing reports, including this report. These fees are negotiated and agreed with the person who engages us to provide the report. Fees are agreed on an hourly basis or as a fixed amount depending on the terms of the agreement. The fee payable to BDO Corporate Finance (WA) Pty Ltd for this engagement is approximately \$105,000.

Except for the fees referred to above, neither BDO, 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 and our directors do not hold any shares in Superior Lake.

Remuneration or other benefits received by our employees

All our employees receive a salary. Our employees are eligible for bonuses based on overall productivity but not directly in connection with any engagement for the provision of a report. We have received a fee from Superior Lake for our professional services in providing this report. That fee is not linked in any way with our opinion as expressed in this report.

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.

Complaints resolution*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, BDO Corporate Finance (WA) Pty Ltd, PO Box 700 West Perth WA 6872.

When we receive a written complaint we will record the complaint, acknowledge receipt of the complaint 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.

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 Australian Financial Complaints Authority ('AFCA').

AFCA is an external dispute resolution scheme that deals with complaints from consumers in the financial system. It is a not-for-profit company limited by guarantee and authorised by the responsible federal minister. AFCA was established on 1 November 2018 to allow for the amalgamation of all Financial Ombudsman Service ('FOS') schemes into one. AFCA will deal with complaints from consumers in the financial system by providing free, fair and independent financial services complaint resolution. If an issue has not been resolved to your satisfaction you can lodge a complaint with AFCA at any time.

Our AFCA Membership Number is 12561. Further details about AFCA are available on its website www.afca.org.au or by contacting it directly via the details set out below.

Australian Financial Complaints Authority
GPO Box 3
Melbourne VIC 3001
AFCA Free call: 1800 931 678
Website: www.afca.org.au
Email: info@afca.org.au

You may contact us using the details set out on page 1 of the accompanying report.

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3 February 2020

The Independent Directors
Superior Lake Resources Limited
1187 Hay Street
WEST PERTH WA 6005

Dear Independent Directors

INDEPENDENT EXPERT'S REPORT

1. Introduction

Superior Lake Resources Limited ('**Superior Lake**' or '**the Company**') has an indirect interest of 70% in the Superior Lake Zinc Project ('**Superior Lake Project**' or '**the Project**'), through its 70% interest in Ophiolite Holdings Pty Ltd ('**Ophiolite**').

On 1 May 2019, Superior Lake announced that it had entered into a binding agreement to acquire up to an additional 15% interest in Ophiolite from a number of Ophiolite minority shareholders ('**Ophiolite Selling Minority**') which will increase its interest to up to 85%.

Since that date, the Company has agreed to acquire an additional 2.5% from Mr Grant Davey, which would increase the Company's interest in Ophiolite to 87.5% ('**Proposed Transaction**'). Two minority shareholders of Ophiolite ('**Ophiolite Minority Shareholders**'), have elected not to participate in the sale and will contribute to the project on a proportionate basis going forward or failing that, will be diluted in accordance with the shareholder agreement. The Ophiolite Minority Shareholders were granted a 60-day pre-emptive right to acquire a further 0.94% each in Ophiolite, however they have elected not to exercise this right.

The consideration for the Proposed Transaction (depending on the interest acquired) will range from 92,479,915 to 216,116,165 fully paid shares in Superior Lake ('**Consideration Shares**'). The Consideration Shares will be subject to shareholder approval and will have an escrow period of 12 months.

A number of the Ophiolite Selling Shareholders are entities controlled by Mr. Grant Davey, who is an Executive Director of Superior Lake. According to ASX Listing Rule 10.1, an entity must ensure that approval of holders of the entity's ordinary securities is in place prior to the acquisition or disposal of, a substantial asset to or from a related party of the entity. Furthermore, the Notice of Meeting ('**NoM**') under ASX Listing Rule 10.1 must include the following:

1. a voting exclusion statement; and
2. a report on the transaction from an independent expert. The report must state the expert's opinion as to whether the transaction is fair and reasonable to holders of the entity's ordinary securities whose votes are not to be disregarded.

The Proposed Transaction is subject to shareholder approval which is to be sought under ASX Listing Rule 10.1, as Mr. Grant Davey is a related party by virtue of his position as an Executive Director of Superior Lake.

Accordingly, BDO has been engaged by the independent directors of Superior Lake to act as an independent expert and provide a report on the fairness and reasonableness of the Proposed Transaction.

Unless otherwise noted, figures in our Report quoted as \$, A\$ or AUD refer to Australian Dollars, while figures quoted as US\$ or USD are in United States Dollars and figures in C\$ or CAD refer to Canadian Dollars.

We note that the Company is seeking approval for a consolidation of its capital where every ten shares and options are proposed to be consolidated to one share and option respectively. The analysis contained in our IER is on a pre-consolidation basis.

2. Summary and Opinion

2.1 Requirement for the report

The independent directors of Superior Lake have requested that BDO Corporate Finance (WA) Pty Ltd ('BDO') prepare an independent expert's report ('our Report') to express an opinion as to whether or not the Proposed Transaction is fair and reasonable to the non-associated shareholders of Superior Lake ('Shareholders').

Our Report is prepared pursuant to ASX Listing Rule 10.1 and is to be included in the Explanatory Memorandum and Notice of Meeting for Superior Lake in order to assist the Shareholders in their decision whether to approve the Proposed Transaction.

2.2 Approach

Our Report has been prepared having regard to Australian Securities and Investments Commission ('ASIC') Regulatory Guide 74 'Acquisitions Approved by Members' ('RG 74'), Regulatory Guide 76 'Related Party Transactions' ('RG 76'), Regulatory Guide 111 'Content of Expert's Reports' ('RG 111') and Regulatory Guide 112 'Independence of Experts' ('RG 112').

In arriving at our opinion, we have assessed the terms of the Proposed Transaction as outlined in the body of this report. We have considered:

- how the value of a Superior Lake share prior to the Proposed Transaction compares to the value of a Superior Lake share following the Proposed Transaction;
- other factors which we consider to be relevant to the Shareholders in their assessment of the Proposed Transaction; and
- the position of Shareholders should the Proposed Transaction not proceed.

We have considered the value of a Superior Lake share prior to and following the Proposed Transaction on a minority interest basis because the Proposed Transaction is not a control transaction.

2.3 Opinion

We have considered the terms of the Proposed Transaction as outlined in the body of this report and have concluded that the Proposed Transaction is fair and reasonable to Shareholders.

We consider the Proposed Transaction to be fair because the value of a Superior Lake share following the Proposed Transaction is equal to the value of a Superior Lake share prior to the Proposed Transaction.

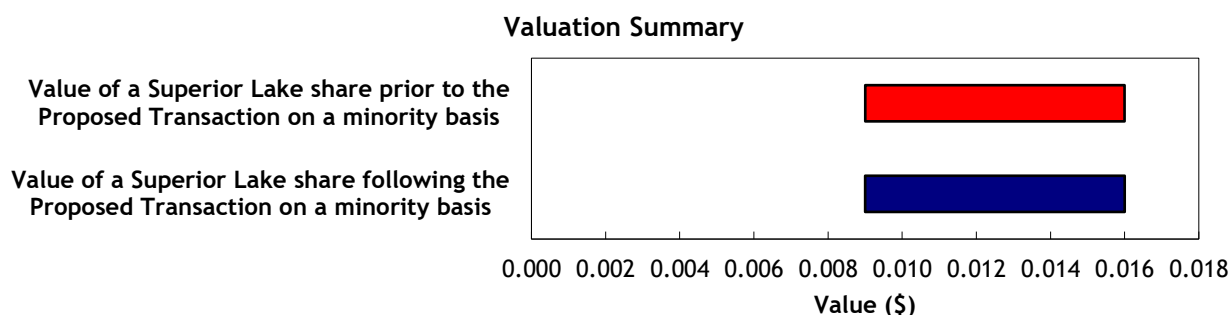
2.4 Fairness

In Section 11, we determined that the value of a share in Superior Lake prior to the Proposed Transactions compares to the value of a share in Superior Lake following the Proposed Transaction, as detailed below.

	Ref	Low \$	Preferred \$	High \$
Value of a share in Superior Lake prior to the Proposed Transaction (minority basis)	9.4	0.009	0.011	0.016
Value of a share in Superior Lake following the Proposed Transaction (minority basis)	10	0.009	0.011	0.016

Source: BDO analysis

The above valuation ranges are graphically presented below:



The above pricing indicates that, in the absence of any other relevant information, and an alternate offer, the Proposed Transaction is fair for Shareholders.

2.5 Reasonableness

We have considered the analysis in Section 12 of this report, in terms of both:

- advantages and disadvantages of the Proposed Transaction; and
- other considerations, including the position of Shareholders if the Proposed Transaction does not proceed and the consequences of not approving the Proposed Transaction.

In our opinion, the position of Shareholders if the Proposed Transaction is approved is more advantageous than the position if the Proposed Transaction is not approved. Accordingly, in the absence of any other relevant information and/or an alternate proposal we believe that the Proposed Transaction is reasonable for Shareholders.

The respective advantages and disadvantages considered are summarised below:

ADVANTAGES AND DISADVANTAGES			
Section	Advantages	Section	Disadvantages
12.2	The Proposed Transaction is fair	12.3	Dilution of existing Shareholders' interests
12.2	The Proposed Transaction is structured such that the Company can increase its interest in the Superior Lake Project without depleting its existing cash reserves		
12.2	Improved ability to raise capital		

Other key matters we have considered include:

Section	Description
12.4	Consequences of not approving the Proposed Transaction

3. Scope of the Report

3.1 Purpose of the Report

ASX Listing Rule 10.1 requires that a listed entity must obtain shareholders' approval before it acquires or disposes of a substantial asset, when the consideration to be paid for the asset or the value of the asset being disposed constitutes more than 5% of the equity interest of that entity at the date of the latest published accounts.

Under ASX Listing Rule 10.2, an asset is substantial if the value of the asset, or the value of the consideration being paid for it constitutes 5% or more of the company's equity interest as set out in the latest published accounts of that company. Based on the audited accounts of Superior Lake as at 30 June 2019, Superior Lake's book value of equity was \$1.03 million, with the 5% threshold being approximately \$0.05 million. Under the Proposed Transaction, the maximum Consideration Shares in Superior Lake that could be issued have a value in excess of the 5% or \$0.05 million threshold mentioned above.

Listing Rule 10.10.2 requires the Notice of Meeting for shareholders' approval to be accompanied by a report by an independent expert expressing their opinion as to whether the transaction is fair and reasonable to the shareholders whose votes are not to be disregarded.

Accordingly, an independent experts' report is required for the Proposed Transaction. The report should provide an opinion by the expert stating whether or not the terms and conditions in relation thereto are fair and reasonable to non-associated shareholders of Superior Lake.

RG 74 states that the obligation to supply shareholders with all information that is material can be satisfied by the non-associated directors of Superior Lake, by either:

- undertaking a detailed examination of the Proposed Transaction themselves, if they consider that they have sufficient expertise, experience and resources; or

- by commissioning an Independent Expert's Report.

The Directors of Superior Lake have commissioned this Independent Expert's Report to satisfy this obligation.

3.2 Regulatory guidance

Neither the Listing Rules nor the Corporations Act defines the meaning of 'fair and reasonable'. In determining whether the Proposed Transaction is fair and reasonable, we have had regard to the views expressed by ASIC in RG 111. This regulatory guide provides guidance as to what matters an independent expert should consider to assist security holders to make informed decisions about transactions.

This regulatory guide suggests that, where an expert assesses whether a related party transaction is 'fair and reasonable' for the purposes of ASX Listing Rule 10.1, this should not be applied as a composite test—that is, there should be a separate assessment of whether the transaction is 'fair' and 'reasonable', as in a control transaction. An expert should not assess whether the transaction is 'fair and reasonable' based simply on a consideration of the advantages and disadvantages of the proposal.

Following the Proposed Transaction, Grant Davey and Sonja Heath and their related parties will hold less than a 20% interest in Superior Lake, therefore we do not consider the Proposed Transaction to be a control transaction. As such, we have used RG 111 as a guide for our analysis but have considered the Proposed Transaction as if it were not a control transaction.

3.3 Adopted basis of evaluation

RG 111 states that a transaction is fair if the value of the offer price or consideration is equal to or greater than the value of the securities subject of the offer. This comparison should be made assuming a knowledgeable and willing, but not anxious, buyer and a knowledgeable and willing, but not anxious, seller acting at arm's length. When considering the value of the securities subject of the offer in a control transaction it is inappropriate for the expert to apply a discount on the basis that the shares being acquired represent a minority or portfolio interest as such the expert should consider this value inclusive of a control premium. Further to this, RG 111 states that a transaction is reasonable if it is fair. It might also be reasonable if despite being 'not fair' the expert believes that there are sufficient reasons for security holders to accept the offer in the absence of any higher bid.

Having regard to the above, BDO has completed this comparison in two parts:

- a comparison between value of a Superior Lake share prior to the Proposed Transaction on a minority interest basis and the value of a Superior Lake share following the Proposed Transaction on a minority interest basis (fairness - see Section 11 'Is the Proposed Transaction Fair?'); and
- an investigation into other significant factors to which Shareholders might give consideration, prior to approving the resolution, after reference to the value derived above (reasonableness - see Section 12 'Is the Proposed Transaction Reasonable?').

This assignment is a Valuation Engagement as defined by Accounting Professional & Ethical Standards Board professional standard APES 225 'Valuation Services' ('APES 225').

A Valuation Engagement is defined by APES 225 as follows:

'an Engagement or Assignment to perform a Valuation and provide a Valuation Report where the Valuer is free to employ the Valuation Approaches, Valuation Methods, and Valuation Procedures that a reasonable and informed third party would perform taking into consideration all the specific facts and circumstances of the Engagement or Assignment available to the Valuer at that time.'

This Valuation Engagement has been undertaken in accordance with the requirements set out in APES 225.

4. Outline of the Proposed Transaction

On 1 May 2019, Superior Lake announced that it had entered into a binding agreement to acquire up to an additional 15% of Ophiolite that it does not already own, from the Ophiolite Selling Minority, being entities controlled by Grant Davey ('**Davey Entities**') and Sonja Louise Newman Heath (and/or her nominees) ('**Sonja Heath**'). Since that date, the Company has agreed to acquire an additional 2.5% from Davey Entities, which would increase the Company's interest in Ophiolite to 87.5%.

Specifically, the Company is proposing to acquire a:

- 7.5% interest in Ophiolite from Davey Entities, by issuing 92,479,915 shares in Superior Lake to the Davey Entities; and
- 10% interest in Ophiolite from Sonja Heath, by issuing 123,636,250 Superior Lake shares to Sonja Heath.

Upon completion of the Proposed Transaction, Superior Lake's indirect interest in the Superior Lake Project will increase to a maximum of 87.5%. Following the Proposed Transaction, the interest in Superior Lake of any Selling Ophiolite Shareholder will not exceed 19.9%.

The Ophiolite Minority Shareholders have elected not to participate in the sale. The offered Ophiolite shares have been free carried until completion of the Bankable Feasibility Study ('**BFS**'). As the BFS has now been completed, the Ophiolite Minority Shareholders will be required to contribute to the project in proportion to their shareholding going forward.

The consideration for the Proposed Transaction will be the Consideration Shares, the number of which to be issued to be determined by the resolutions that are approved. The Consideration Shares will have an escrow period of 12 months.

We note that in addition to the Consideration Shares issued to Davey Entities, the Company is also seeking shareholder approval to allow Mr Grant Davey (and/or his nominee) to participate in a placement of up to 11,428,571 shares ('**Davey Placement Shares**'). The Davey Placement Shares will be issued at a price of \$0.0175 per share to raise \$200,000. The issue of the Davey Placement Shares are separate to the Transaction and is not conditional on the approval of the Transaction.

The number of shares on issue following the Proposed Transaction and the dilution of existing Shareholders' interests are set out in the below table.

Share structure following the Proposed Transaction	Davey Entities	Sonja Heath (and related parties)	Other Shareholders	Total
Number of issued shares prior to the Proposed Transaction	78,920,599	113,517,513	889,377,502	1,081,815,614
% holdings prior to the Proposed Transaction	7.3%	10.5%	82.2%	100.0%
Issue of shares to Davey Entities on acquisition of a 7.5% interest in Ophiolite	92,479,915	-	-	92,479,915
% holding following approval of Resolution 1 (Davey Entities acquisition)	14.6%	9.7%	75.7%	100.0%
Issue of shares to Sonja Heath on acquisition of a 10% interest in Ophiolite	-	123,636,250	-	123,636,250

Share structure following the Proposed Transaction	Davey Entities	Sonja Heath (and related parties)	Other Shareholders	Total
% holding following approval of Resolution 1 (Davey Entities Acquisition) and Resolution 2 (Sonja Heath acquisition)	13.2%	18.3%	68.5%	100.0%
Issue of Davey Placement Shares	11,428,571	-	-	11,428,571
Number of shares on issue following share issues	182,829,085	237,153,763	889,377,502	1,309,360,350
% holding following approval of Resolution 1 (Davey Entities acquisition), Resolution 2 (Sonja Heath acquisition) and Resolution 4 (Davey Placement Shares)	14.0%	18.1%	67.9%	100.0%

Source: BDO analysis

The above table shows that if each of the acquisitions are approved and Superior Lake increases its holding in Ophiolite to 87.5%, existing Shareholders (other than Davey Entities and Sonja Heath) will be diluted from collectively holding 82.2% of the issued capital of Superior Lake to holding 67.9%. This represents the maximum dilution scenario.

We note that if just Resolution 2 is approved, existing shareholders (other than Davey Entities and Sonja Heath) will hold approximately 75.5% of the issued capital, and if just Resolution 4 is approved existing shareholders (other than Davey Entities and Sonja Heath) will hold approximately 83.3% of the issued capital.

5. Profile of Superior Lake

5.1 History

Superior Lake is an ASX-listed exploration and development company, with a primary focus on zinc. The Company's flagship asset is the Superior Lake Project, located in the province of Ontario, Canada. The Company's head office is located in West Perth, Western Australia.

The current board of directors are:

- Mr. Keong Chan - Non-Executive Chairman;
- Mr. Grant Davey - Executive Director; and
- Mr. Peter Williams - Non-Executive Director.

On 23 February 2018, Ishine International Resources Limited ('Ishine') completed an acquisition of 100% of the ordinary share capital of Superior Mining Pty Limited ('**Superior Mining**'). Superior Mining is the legal and beneficial owner of 70% of the issued capital of Ophiolite. Following the acquisition of Superior Mining, Ishine was renamed Superior Lake Resources Limited to reflect its renewed focus.

The transaction was treated as a reverse acquisition and resulted in Superior Mining becoming the parent entity for accounting purposes, and Superior Lake the parent entity for legal purposes. For reporting purposes, the financial statements and notes to the financial statements represent the consolidated statements of Superior Lake and its controlled entities following the acquisition.

As consideration for the issued capital of Superior Mining, Superior Lake issued 263,636,364 shares to the shareholders of Superior Mining at \$0.054, for a total consideration of \$12,511,003. No cash was paid as part of the acquisition consideration.

Prior to the acquisition of Superior Mining, Ishine held two projects, being the Leonora Project in the Eastern Goldfields in Western Australia and the Mt Morley Project north of Kalgoorlie, Western Australia. In the quarter to March 2018, the Leonora tenement was not renewed. As of August 2019, the Company has relinquished the Mt Morley Project.

Following the acquisition, Superior Lake holds a 70% interest in Ophiolite, which is the legal and beneficial owner of the Pick Lake Zinc Project (**'Pick Lake'**) and holds an exclusive option to acquire the Zinc and Copper prospective Winston Lake Project (**'Winston Lake'**). Together, these projects are referred to as the Superior Lake Project.

As part of the acquisition, Superior Lake also acquired four earlier stage projects; Victoria Lake, Ellis Lake, Tuuri Township and Joe Creek.

5.2 Projects

Superior Lake Project

The Superior Lake Project is located approximately 200 kilometres (**'km'**) east of Thunder Bay, in the province of Ontario, Canada. The Superior Lake Project spans across an area of approximately 175 square kilometres (**'km²'**) and comprises the Pick Lake and Winston Lake deposits. The Project lies within the Winston Lake Greenstone Belt, which hosts the highest grade zinc deposits in Canada. Winston Lake is located adjacent to Pick Lake within the northern Wawa terrain in the Archean Superior Province.

The Project is located approximately 1,100 km from Toronto and approximately 200 km from the closest major city, Thunder Bay, which hosts the nearest port and major airport. Pick Lake can be accessed from Thunder Bay via Provincial Highway 17, and then via an all-weather unsealed road. A rail siding is located within close proximity in the town of Schreiber. The railway line is situated along the northern shore of the Superior Lake Project, forming part of the main Trans-Canada railway.

In 1988, Winston Lake was put into production with payback on the initial investment expected to be 2.5 years due to high zinc prices and good production. In 1998, Inmet Mining Corporation (**'Inmet'**) intended to mine the Pick Lake deposit, however poor zinc prices at the time of approximately US\$0.42/lb. forced the mine to close. Throughout 2000 to 2008 limited work was undertaken at the Project, though the acquisition of Pick Lake by Orebot Inc. (**'Orebot'**) saw exploration activities carried out throughout 2008 to 2010. Superior Lake was the first Company since Inmet to have consolidated both the Pick Lake and Winston Lake mining claims since operations came to a standstill in 1998.

Key Infrastructure in the area remains in place since the previous operations and includes power, road and rail and access to all zinc smelters in North America. A skilled workforce is located within driving distance.

In April 2018, the Company announced initiation of preliminary Superior Lake Project development activities. The strategy had been split into stages as follows:

- **Stage 1:** Collation and digitisation of the historical data collected from Pick Lake and Winston Lake, a validation process, and a preliminary evaluation program;
- **Stage 2:** Feasibility Study;
- **Stage 3:** Assessing the detailed design, procurement, and construction of the Superior Lake Project;
- **Stage 4:** Start-up, commissioning and ramp-up of the mine and plant; and

- **Stage 5:** Commencement of steady-state operation.

The Company completed a re-start study in October 2018 to determine the potential viability of recommencing mining activities at the Superior Lake Project. The re-start study indicated low estimated operating and capital costs, in addition to a forecasted project mine life of 6.5 years producing approximately 46,000tpa based on greater than 95% indicated resource.

An exploration drill program on the Project was commenced in November 2018. Drilling targeted the mid area of the Pick Lake deposit to confirm continuity and grade between the upper and lower zones. In addition to the drill program, the Company also began a geophysics program to pursue additional brownfield targets. Superior Lake identified several high-priority, near mine exploration targets at the Project in January 2019, followed by an increase in the mineral resource by 10% to 2.35 million tonnes ('Mt') at 17.7% Zn, 0.9% Cu, 0.38g/t Au and 34g/t Ag in March 2019.

Major anomalies were identified from its geophysics program toward the latter part of March 2019. A large mineralised conductive anomaly was discovered adjacent to the Winston Lake deposit as part of the Brownfields Exploration Program. Following this, two additional mineralised conductive anomalies were identified. All anomalies are situated within close proximity of planned underground infrastructure.

In September 2019, the Company commenced a drill program and down hole transient electromagnetic ('DHTEM') survey to define three major near mine geophysical anomalies that were identified in March 2019.

Superior Lake commenced a fully funded BFS on the Project which was completed and announced to the market on 28 August 2019. The BFS validated the Superior Lake Project would generate strong cash flow over the nine-year mine life, with low all-in sustaining costs of US\$0.47/lb Zn acting as the primary driver. The Company contemporaneously released its maiden ore reserve for the Superior Lake Project of 1.96 million tonnes at 13.9%Zn, 0.6%Cu, 0.2%g/t Au and 26.2%g/t Ag.

In October 2019, the Company announced that the DHTEM survey on three completed diamond drill holes, had identified new geophysical conductive bodies. In November 2019, the Company released assay results from the drilling, which confirmed the intersection of zinc sulphides.

Option to purchase Winston Lake

Ophiolite holds an option agreement ('Winston Lake Option') with First Quantum Minerals Ltd ('First Quantum'), to acquire the Winston Lake property and leases. The Winston Lake Option Agreement was signed in February 2018, and was for an initial term of 12 months. Ophiolite was required to pay a C\$100,000 non-refundable payment as consideration for the right to be provided with access to the relevant records and information, and to conduct due diligence on the property in accordance with an exploration program. The agreement allows for extension of the due diligence period, upon payment of a C\$50,000 fee, for a further 12 month period, up to three times prior to exercise of the Winston Lake Option. In February 2019, the agreement was extended by a 12-month period, which will expire in February 2020. Since then, the Company has notified First Quantum of its intentions to extend the due diligence period by a further 12 months expiring February 2021.

The consideration for the exercise of the Winston Lake Option is as follows:

- a net smelter royalty ('NSR') of 2% from minerals produced from Winston Lake. The agreement governing the payment of the NSR will include a right for Ophiolite to purchase 50% of the NSR (i.e. half of the 2%) from First Quantum for a payment of C\$3 million;

- assumption of all liabilities in connection with the Winston Lake property in all respects, including liabilities created or related to periods prior to the exercise of the option; and
- replacement of the First Quantum's outstanding letter of credit of C\$1.2 million (or such greater amount as may be in place at the time of exercise of the option).

Acquisition of Pick Lake

On 12 August 2016, Ophiolite Consultants Pty Ltd ('Ophiolite Consultants') entered into an option agreement with Orebot to acquire Pick Lake. The consideration for the acquisition is in tranches as set out below:

- C\$25,000 upon the date of execution of the agreement (12 August 2016);
- C\$75,000 on the 12 month anniversary of the date of execution of the agreement (12 August 2017);
- C\$300,000 on the 24 month anniversary of the date of execution of the agreement (12 August 2018);
- C\$300,000 on the 36 month anniversary of the date of execution of the agreement (12 August 2019); and
- C\$500,000 on the 48 month anniversary of the date of execution of the agreement (12 August 2020).

Upon execution of the agreement, legal and beneficial ownership of the Pick Lake property transferred to Ophiolite Consultants.

On 12 August 2016, Ophiolite Consultants also entered into a NSR agreement with Orebot under which Ophiolite Consultants agreed to pay a 2% royalty to Orebot from the sale of product produced at the Pick Lake property. The NSR agreement includes a right for Ophiolite to purchase up to 1% of the royalty by payment of C\$500,000 for each 0.5% of the royalty.

On 3 February 2017, Ophiolite Consultants transferred its interest in the Pick Lake property to Ophiolite. Under this agreement, Ophiolite assumes all of the obligations of Ophiolite Consultants related to the Pick Lake property. C\$700,000 of the consideration has been paid to date, with the remaining C\$500,000 payable in August 2020.

Other Projects

As part of the acquisition of Ophiolite, Superior Lake acquired an interest in four additional projects, being Victoria Lake, Ellis Lake, Tuuri Township and Joe Creek. All of these projects are located in the proximity of Superior Lake in the Wawa sub-province of the Superior Craton, Ontario, Canada. These four projects have no resources and are best described as early stage conceptual projects.

5.3 Recent Corporate Events

On 23 February 2018, Ishine Resources announced it had raised \$2.5 million through the issue of approximately 227.2 million shares at an issue price of \$0.011 per share, to fund the acquisition of 100% of the issued capital in Superior Mining.

On 31 August 2018 the Company announced it had completed a placement of \$5.0 million (before costs), through the issue of approximately 142.9 million shares at an issue price of \$0.035 per share to

institutional and sophisticated investors. The funds were used to advance a Feasibility Study at the Company's Superior Lake Project and for general working capital.

For the financial year ended 31 December 2018, the following board changes occurred:

- Mr. Peter Williams was appointed to Non-Executive Director, effective 27 February 2018;
- Mr. Grant Davey was appointed to Executive Director, effective 27 February 2018;
- Mr. David Woodall was appointed to Chief Executive Officer, effective 9 April 2018. It was announced in November 2019 that Mr Woodall would be leaving the Company;
- Mr. Keong Chan was appointed to Non-Executive Chairman after former Company Secretary, effective 14 September 2018; and
- Mr. Yunde Li resigned as Non-Executive Director, effective 14 September 2018.

Subsequent to the aforementioned announcement, on 6 March 2019, the Company announced the appointment of Mr. Stuart McKenzie as Company Secretary.

On 30 April 2019, the Company appointed a debt advisor, Orimco Resource Investment Advisers ('Orimco') as an adviser in respect to securing project finance for the construction and development of the Superior Lake Project. Orimco are specialised in funding solutions for emerging producers in the resources sector.

On 11 June 2019, Superior Lake announced negotiations surrounding project financing had accelerated, following near completion of the BFS. Orimco reported strong interest had been shown from local and international financiers. Pre-approved indicative terms of the project financing were expected to be delivered simultaneous to release of the BFS.

On 2 July 2019, the Company announced that it had raised \$3.8 million through the issue of 216,363,122 fully paid ordinary shares at an issue price of \$0.0175 per share.

On 27 August 2019, Superior Lake announced it had received non-binding indicative proposals from global banks and resource funds to assist with funding for the Superior Lake Project. The proposals ranged between US\$50 million and US\$70 million. The following day, Superior Lake announced a maiden ore reserve and the results of its BFS and since then, the Company has also announced that drilling at the Superior Lake Project has commenced.

On 30 September 2019, the Company entered into a trading halt prior to the release of a statement clarifying a newspaper report regarding offtake agreements for the Superior Lake Project. Shares in Superior Lake subsequently resumed trading on 2 October 2019.

On 13 November 2019, the Company announced that Chief Executive Officer, David Woodall, would be leaving the Company.

5.4 Historical Statements of Financial Position

The Company completed the legal acquisition of Superior Mining on 23 February 2018. Under the principles of AASB3, the transaction between Superior Lake and Superior Mining was treated as a reverse acquisition. As such, the legal parent (accounting acquiree) was Superior Lake and the legal subsidiary (accounting acquirer) was Superior Mining. The consolidated financial statements of Superior Lake have been prepared as a continuation of the financial statements of Superior Mining from 23 February 2018.

Statement of Financial Position	Reviewed as at 30-Jun-19 \$	Audited as at 31-Dec-18 \$
CURRENT ASSETS		
Cash and cash equivalents	1,639,443	4,229,052
Trade and other receivables	322,780	60,026
Other assets	207,500	79,562
TOTAL CURRENT ASSETS	2,169,723	4,368,640
NON-CURRENT ASSETS		
Property, plant and equipment	4,724	5,576
Exploration and evaluation assets	977,279	954,657
Financial assets	20,000	144,500
TOTAL NON-CURRENT ASSETS	1,002,003	1,104,733
TOTAL ASSETS	3,171,726	5,473,373
CURRENT LIABILITIES		
Trade and other payables	1,071,303	903,167
Funds received for shares to be issued	1,050,500	300,000
Provision for annual leave	22,953	15,598
TOTAL CURRENT LIABILITIES	2,144,756	1,218,765
TOTAL LIABILITIES	2,144,756	1,218,765
NET ASSETS	1,026,970	4,254,608
EQUITY		
Contributed equity	19,299,887	19,002,847
Share based payments reserve	1,974,189	1,621,028
Investment revaluation reserve	(41,500)	(124,500)
Accumulated losses	(20,205,606)	(16,244,767)
TOTAL EQUITY	1,026,970	4,254,608

Source: Superior Lake's reviewed financial statements for the half year ended 30 June 2019 and audited financial statements for the year ended 31 December 2018.

Commentary on Historical Statements of Financial Position

- Cash and cash equivalents was \$1.6 million as at 30 June 2019. During the half year, \$2.95 million was spent on exploration acquisition costs and activities and \$0.7 million was paid to suppliers and employees. The Company also received \$1.05 million for shares to be issued post balance date.
- Other assets comprised of the Company's holding of 8.3 million shares in ASX-listed Athena Resources Limited ('Athena'). Shares in Athena have been suspended since 13 August 2019 after the ASX determined that Athena's financial condition was no longer adequate to warrant continued quotation.
- Exploration and evaluation assets as at 30 June 2019 comprised capitalised acquisition costs relating to the following:

- Pick Lake - \$0.82 million;
- Winston Lake - \$0.16 million; and
- We note that there was a disposal of \$0.03 million during the half year due to the Mt Morley tenement being relinquished during the year.
- Financial assets relate to a security bond of \$20,000.
- Funds received for shares to be issued at 30 June 2019 of \$1.05 million reflected funds received prior to issue of Superior Lake shares from a \$3.78 million share placement in June 2019. The funds received were recognised as a liability as at 30 June 2019 pending issue of the shares post period end on the 2 July 2019.
- Share based payments reserve of \$1.97 million at 30 June 2019 comprised share based payments to directors, executives and suppliers.
- The Company also has further acquisition costs relating to the Pick Lake acquisition. These are not included on the balance sheet but the remaining acquisition cost is set out below:

Commitment	Payment Date	Amount CAD	Amount AUD
Pick Lake acquisition costs (annual payment)	12-Aug-20	500,000	548,546
Total		500,000	548,546

Source: Superior Lake management, amounts in CAD translated to AUD using an AUD:CAD rate of 0.9115

5.5 Historical Statements of Profit or Loss and Other Comprehensive Income

The historical statement of profit or loss and other comprehensive income for the half-year ended 30 June 2019 set out below represents consolidated statements for the Company.

Statement of Profit or Loss and Other Comprehensive Income	Reviewed for the half year ended 30-Jun-19 \$	Audited for the year ended 31-Dec-18 \$
Revenue		
Other income	45,241	24,333
Expenses		
Depreciation	(852)	(2,347)
Tenement and exploration expenses	(2,837,601)	(1,606,586)
Corporate transaction cost	-	(12,137,021)
Accounting and audit fees	(149,683)	(65,448)
Occupancy expenses	(49,593)	(85,042)
Administrative expenses	(265,675)	(600,446)
Employee benefit expenses	(237,058)	(1,762,939)
Share based payments	(353,162)	-
Finance costs	-	(9,271)
Business development	(102,073)	-
Other expenses	(10,383)	-
Loss before income tax	(3,960,839)	(16,244,767)
Income tax expense	-	-
Loss for the period	(3,960,839)	(16,244,767)
Changes in fair value of financial assets	83,000	(124,500)
Other comprehensive (loss)/income for the period	83,000	(124,500)
Total comprehensive loss for the period	(3,877,839)	(16,369,267)

Source: Superior Lake's reviewed financial statements for the half year ended 30 June 2019 and audited financial statements for the year ended 31 December 2018

Commentary on Historical Statements of Profit or Loss and Other Comprehensive Income

- The net loss of \$3.88 million for the half year ended 30 June 2019 primarily arose as a result of tenement and exploration expenses of \$2.84 million.
- Tenement and exploration expenses related to the expenses incurred on the exploration and development of the Superior Lake resource, including Pick Lake and Winston Lake.
- Share based payments expense of \$0.35 million related to the options expense recognised during the half year. The options were issued to Mr Keong Chan and Mr Peter Williams and have been expensed over the vesting period of the options.

5.6 Capital Structure

The share structure of Superior Lake as at 23 January 2020 is outlined below:

Top 20 Shareholders	Number
Total ordinary shares on issue	1,081,815,614
Top 20 shareholders	579,298,975
Top 20 shareholders - % of shares on issue	53.55%

Source: Share registry information

The range of shares held in Superior Lake as at 6 January 2020 is as follows:

Range of Shares Held	Number of Ordinary Shareholders holders	Number of ordinary shares	Percent of issued shares
1 - 1,000	20	3,805	0.00%
1,001 - 5,000	9	30,785	0.00%
5,001 - 10,000	100	989,968	0.09%
10,001 - 100,000	215	11,220,008	1.04%
100,001 - and over	449	1,069,571,048	98.87%
TOTAL	793	1,081,815,614	100.00%

Source: Share registry information

The ordinary shares held by the most significant shareholders as at 23 January 2020 are detailed below:

Name	Number of Ordinary Shares Held	Percentage of Issued Shares (%)
Sonja Louise Newman Heath (and related entities)	113,517,513	10.49%
Ilwella Pty Ltd (and related entities)	99,559,665	9.20%
Tolga Kumova (and related entities)	81,386,108	7.52%
Grant Davey (and related entities)	78,920,599	7.30%
Shandong Ishine Mining Industry Co	63,151,291	5.84%
Subtotal	436,535,176	40.35%
Others	645,280,438	59.65%
Total ordinary shares on issue	1,081,815,614	100.00%

Source: Share registry information

The options on issue as at 23 January 2020 are outlined below:

Current Options on Issue	Number
Unquoted options with \$0.030 exercise price, expiring 23 February 2022	20,000,000
Unquoted options with \$0.030 exercise price, expiring 9 April 2021	25,000,000
Unquoted options with \$0.060 exercise price, expiring 9 April 2021	27,000,000
Unquoted options with \$0.060 exercise price, expiring 30 April 2021	10,000,000
Unquoted options with \$0.080 exercise price, expiring 30 April 2021	10,000,000
Unquoted options with \$0.060 exercise price, expiring 15 March 2022	20,000,000
Unquoted options with \$nil exercise price, expiring 1 July 2022	15,801,782
Unquoted options with \$nil exercise price, expiring 1 July 2024	17,394,640

Source: Superior Lake management

6. Economic analysis

In this section we have provided commentary on trends in both the Australian and Canadian economies, which we consider are relevant to Superior Lake.

6.1 Australia

Domestic growth

The Reserve Bank of Australia ('RBA') is expecting GDP growth to pick up gradually, to around 3% in 2021. Growth is anticipated to be supported by low interest rates, recent tax cuts, spending on infrastructure, a pick-up in activity in the resources sector and higher house prices. However, there remains some uncertainty around the outlook for household consumption, following a sustained period of only modest increases in household disposable income.

Employment

The unemployment rate has remained steady at 5.25%, and is expected to remain at this level before gradually declining to 5% in 2021. GDP growth is expected to support employment growth over 2020 and 2021. Overall wage growth remains subdued, and is expected to remain around the current rate over the next couple of years. Faster wages growth would be needed for inflation to be sustainably within the 2-3% target range.

Inflation

Inflation remains low and steady. Inflation is expected to gradually pick up to 2% in 2020 and 2021. Weak housing market conditions and spare capacity in the labour market have weighed on recent inflation outcomes. Ongoing slow wages growth is likely to keep domestic inflation pressures contained.

Currency movements

The Australian dollar is currently around its lowest level in some years. The Australian Dollar has depreciated by around 10% over the past couple of years on a trade weighted basis and against the US dollar. Over this period, government bond yields have declined by more than those in other major markets. The lower cash rate has also put downward pressure on the exchange rate.

Commodity Prices

Zinc prices declined by approximately 14.8% in the third quarter of 2019. Demand for zinc has been weak in China, due to relatively low demand from property and automotive industries. New ore production from

Australia, Canada and South Africa has also eased supply concerns. Zinc prices are forecast to fall 6.7% in 2020.

Source: www.rba.gov.au Statement by Philip Lowe, Governor: Monetary Policy Decision 3 December 2019, Statement on Monetary, Policy November 2019, Consensus Economics 20 January 2020 and World Bank Commodity Market Outlook Report, October 2019.

6.2 Canada

Domestic growth

Growth in Canada slowed in the third quarter of 2019 to 1.3%, hampered by production constraints in the oil sector and escalating global trade conflicts and geopolitical tensions, which weighed on business investment and exports. Economic growth is expected to gradually improve in 2020 and 2021, with rising incomes and lower mortgage interest rates expected to support growth in consumer spending and housing.

Employment and wage gains have, and are, expected to remain resilient, supported by robust activity in the services sector. Consumer spending is expected to remain in line with average growth over the last four quarters, and housing starts and resales are growing strongly, as the housing market recovers from policies introduced over the period from 2016 to 2018. The provinces of Quebec and Ontario, is expected to continue to be the main drivers of growth in residential investment.

Unemployment

National measures of labour market conditions continue to be healthy, with the unemployment rate at near historic lows, and the participation rate for prime age workers near historical highs. Employment gains have been strongest for full time jobs in mid and high paying positions. Job creation remains robust in the services sector.

Inflation

In 2016, the Government of Canada and the Bank of Canada, renewed Canada's inflation control target for a further five year period to 31 December 2021. Under the agreement, the Bank of Canada will continue to conduct monetary policy aimed at keeping inflation at 2%, with a control range of between 1.0% and 3.0%.

At the December 2019 meeting, the Bank of Canada left the policy interest rate unchanged at 1.75%. This followed latest inflation data that indicated core inflation was around 2%, consistent with the economy operating near capacity. Inflation is expected to temporarily increase in the coming months due to movements in gasoline prices. The central bank expects inflation to track close to the 2% target over the next two years.

Outlook

Labour markets in Canada continue to display healthy signs, with the unemployment rate remaining around historical lows. In 2020 and 2021, Canada's economy is expected to grow near potential. Consumer spending is expected to increase and the housing market will continue its ongoing recovery. Investment and exports are expected to grow moderately. Lower mortgage rates and a larger working age population should support economic growth in 2020 and 2021, while weaker foreign demand and trade policy uncertainty is expected to weigh on growth.

Sources: Monetary Policy Report, Bank of Canada, October 2019 and Interest Rate Announcement, Bank of Canada, 4 December 2019.

7. Industry Analysis

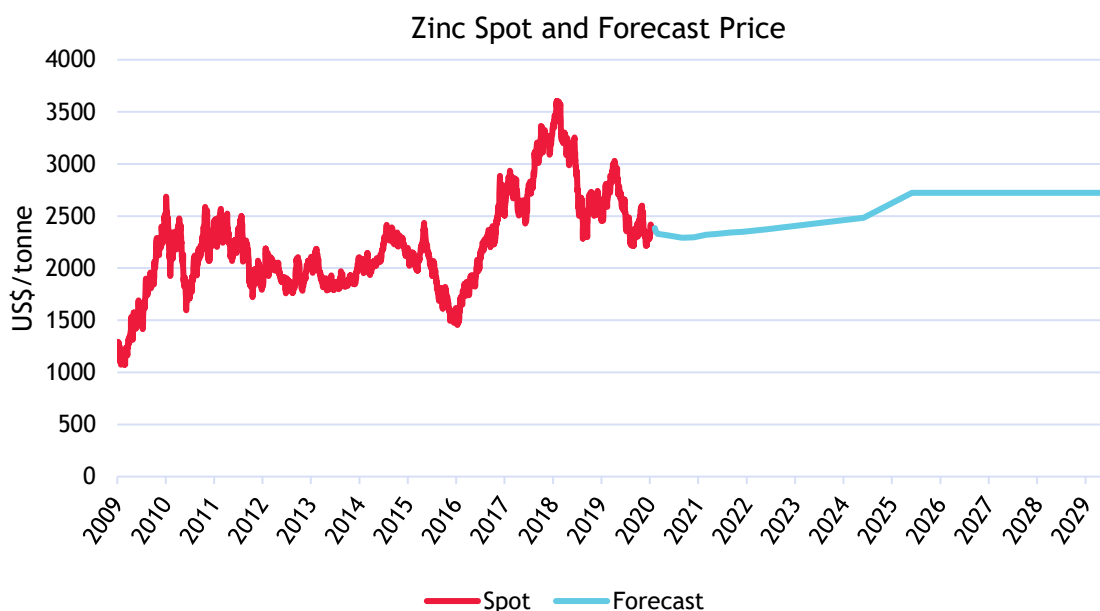
This section sets out an overview of the zinc mining industry. We note that although the Superior Lake Project aims to produce other minerals, specifically copper, gold and silver, its main commodity is zinc which is the focus of our analysis below.

Globally, zinc is the most used metal after iron, aluminium and copper. It is typically found in complex deposits alongside lead and silver. It is an element known for its unique protective capacity given it is resistant to corrosion and, as such, a substantial portion of zinc is used for galvanising steel. Other uses include the production of zinc alloys, e.g. brass from the combination of zinc and copper. Zinc is also used in chemical forms, for example in the pharmaceutical industry for skin products.

Refined zinc is produced from a two staged process consisting of mining and smelting. The mining process involves the extraction of zinc from underground and open pit mines, with the produced ore containing approximately 5 - 10% of zinc. The ore is then crushed and ground to produce a zinc concentrate containing approximately 55% of zinc. The zinc concentrate is then put through a smelting process to produce refined zinc metal.

Zinc Prices

The US dollar ('USD') price for Zinc is listed on the London Metal Exchange ('LME'). A key driver of the zinc price relates to the stock levels of zinc held in the LME warehouses, the largest global zinc depository. The global balance between demand for and supply of zinc, along with speculative influences determine the price of zinc. No single producer can influence zinc prices as it is an undifferentiated commodity.



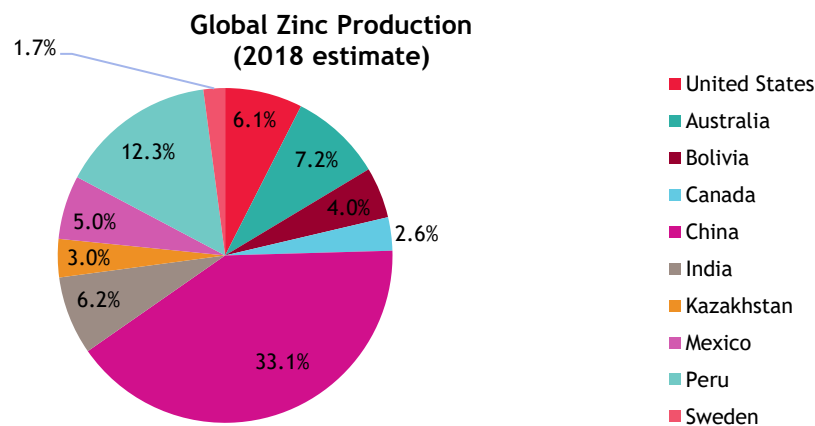
Source: Consensus Economics and BDO Analysis

The figure above illustrates the historical fluctuations in the zinc spot prices from January 2009 to January 2020 and the consensus forecasts for zinc prices through to 2029.

As a result of the demand drivers and being positioned behind other base metals, the price of zinc has closely followed global economic conditions. Since the global financial crisis, the price of zinc has recovered and reached a decade high of US\$3,606/tonne on 1 February 2018. More recently, in 2019, the price of zinc started the year positively and approached the US\$3,000/tonne level, however, over the subsequent months, the price declined to around the US\$2,300/tonne level as trade tensions between the US and China continued.

Zinc Mining Trends

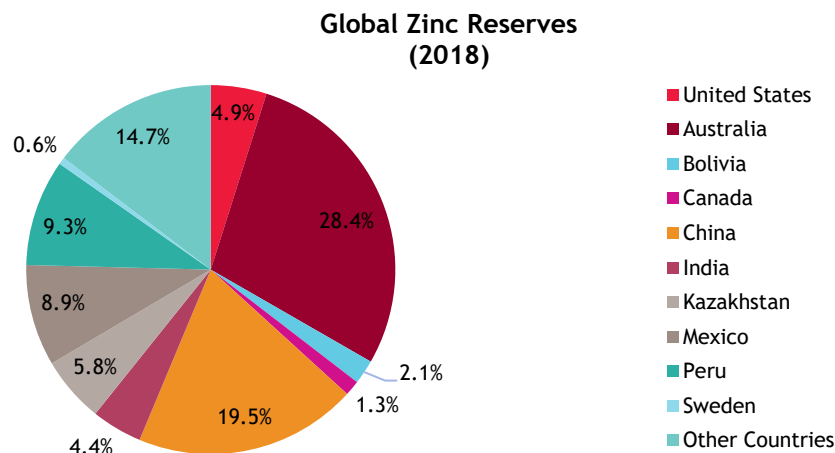
According to the United States Geological Survey ('U.S. Geological Survey') for February 2019, total estimated global zinc production increased slightly in 2018, from approximately 12.5Mt in 2017 up to 13.0Mt in 2018. Global refined zinc production in 2018 was estimated to be 13.42Mt, with metal consumption estimated to be 13.74Mt, leading to a production-to-consumption deficit of 322,000 tons of refined zinc. Over the past five years, China has dominated global zinc production and has been the world's largest zinc consumer also, utilising the metal for anti-corrosive steel coating in infrastructure applications. The chart below illustrates the estimated global zinc production by country for 2018.



Source: U.S. Geological Survey

Australia has the world's largest deposits for zinc, with a substantial portion of zinc reserves located in the state of Queensland. The Australian zinc industry is also highly concentrated in terms of market share with, South32 Limited and Glencore Holdings Pty Limited amongst the largest producers. Globally, China and Peru also have substantive portions of zinc reserves. The figure below outlines global zinc reserves by country for 2018.

As depicted below, collectively Australia and China account for approximately 48% of global zinc reserves.



Source: U.S. Geological Survey

8. Valuation approach adopted

There are a number of methodologies which can be used to value a business or the shares in a company. The principal methodologies which can be used are as follows:

- Capitalisation of future maintainable earnings ('FME');
- Discounted cash flow ('DCF');
- Quoted market price basis ('QMP');
- Net asset value ('NAV'); and
- Market based assessment.

A summary of each of these methodologies is outlined in Appendix 2.

Different methodologies are appropriate in valuing particular companies, based on the individual circumstances of that company and available information. In our assessment of the value of Superior Lake shares we have chosen to employ the following methodologies:

8.1 Valuation of a Superior Lake share prior to the Proposed Transaction

In our assessment of the value of a Superior Lake share prior to the Proposed Transaction, we have chosen to employ (and disregard) the following methodologies for the following reasons:

- Sum-of-Parts, as our primary methodology, which estimates the market value of a company by assessing the realisable value of its identifiable assets and liabilities. The value of each asset and liability may be determined using different methods and the component parts are then aggregated. In undertaking our sum-of-parts valuation we have used the NAV method and the DCF method. The value derived under the sum-of-parts methodology reflects a control value. We have applied a minority discount to the value prior to and following the Proposed Transaction, as the Proposed Transaction is not a control transaction.
- We have applied QMP as our secondary methodology, as this represents the value that a Shareholder can receive for a share if sold on market. The QMP basis is a relevant methodology to consider

because Superior Lake's shares are listed on the ASX. This means that there is a regulated and observable market where Superior Lake's shares can be traded. However, in order for the QMP methodology to be considered appropriate, the Company's shares should be liquid and the market should be fully informed of the Company's activities. The quoted market value of a company's shares is reflective of a minority interest.

- We have not used a FME valuation to value Superior Lake, as its primary asset, the Superior Lake Project, does not currently generate any income nor are there any historical profits that could be used to represent future earnings. Furthermore, the FME approach is not considered appropriate for valuing finite life assets such as mining assets.

Methodologies adopted for Sum-of-Parts valuation

We have employed the Sum-of-Parts methodology in assessing the fair market value of Superior Lake by aggregating the estimated fair market value of its underlying assets and liabilities having consideration for the following:

- We have valued the Company's interest in Pick Lake using a DCF valuation approach as the Company has recently announced its maiden ore reserve and released the results of its BFS. Therefore, we consider that we have a reasonable basis under *Regulatory guide 170 Prospective Financial Information* ('RG 170') and *Information Sheet 214 Mining and Resources - Forward-looking statements* ('IS 214') to apply the DCF methodology for use of a DCF valuation. We have also engaged Valuation and Resource Management Pty Ltd ('VARM') to act as independent technical specialist to perform a review of the technical project assumptions contained in the cash flow model prepared by the Company. VARM was not involved in the selection of this valuation methodology;
- The residual resources and exploration assets of Superior Lake, not included in the DCF, are valued using alternative valuation methodologies (including comparable transactions, yardstick approach and the geoscientific factor method) by VARM as contained in Appendix 5.
- We have considered the work performed by VARM as well as the methodologies used and consider them to be in accordance with industry practices and compliant with the requirements of the Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets (2015 Edition) 'VALMIN Code'. A copy of VARM's Independent Technical Assessment and Valuation Report is attached at Appendix 5; and
- We have valued Superior Lake's other assets and liabilities using the cost approach as they reflect the assets and liabilities which are not included in the DCF methodology and are not income generating in themselves.

Independent specialist valuation

In valuing Superior Lake's mineral assets, we have relied upon the independent specialist valuation performed by VARM ('**Independent Technical Assessment and Valuation Report**') based on VARM's review of the technical project assumptions contained in the Superior Lake cash flow model supplied by Superior Lake management. We have also relied on VARM's valuation of the residual mineral resources and

exploration assets not included in the DCF valuation (**‘Superior Lake’s other mineral assets’**), which is detailed in the Independent Technical Assessment and Valuation Report.

VARM’s Independent Technical Assessment and Valuation Report has been prepared in accordance with the requirements of the Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets (2015 Edition) **‘VALMIN Code’** and the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (2012 Edition) (**‘JORC Code’**). We are satisfied with the valuation methodologies adopted by VARM, which we believe are in accordance with industry practice and compliant with the requirements of the VALMIN Code. A copy of VARM’s valuation report is attached at Appendix 5.

8.2 Valuation of a Superior Lake share following the Proposed Transaction

In our assessment of the value of a Superior Lake share following the Proposed Transaction, we have chosen to employ Sum-of-parts as our primary valuation methodology, having consideration for:

- We have valued Superior Lake’s interest in Pick Lake following the Proposed Transaction, using a DCF valuation, which we consider to be reasonable for the reasons set out in Section 8.1 above;
- we have relied on a technical valuation of Superior Lake’s other mineral assets which was undertaken by VARM, who employed a comparable transactions approach, yardstick approach and the geoscientific method;
- we have valued Superior Lake’s other assets and liabilities using the cost approach as they reflect the assets and liabilities other than the mineral assets, and thus are not income generating;
- in our assessment of the value of a Superior Lake share following the Proposed Transaction, we have also incorporated the effect of the issue of Consideration Shares as part of the Proposed Transaction on the number of issued shares of Superior Lake.

The value derived under the sum-of-parts methodology reflects a control value. We have applied a minority discount to the value prior to and following the Proposed Transaction, as the Proposed Transaction is not a control transaction.

9. Valuation of Superior Lake Prior to the Proposed Transaction

9.1 Sum of parts

The value of a Superior Lake Share on a going concern basis prior to the Proposed Transaction is reflected in our valuation below:

	Note	Low value \$'000	Preferred value \$'000	High value \$'000
DCF Value of Superior Lake's 70% interest in Pick Lake	9.1.1	12,600	17,300	26,600
Superior Lake's 70% interest in the other mineral assets not included in the Adjusted Model	9.1.2	1,624	2,877	4,053
Cash raised through debt funding	9.1.3	60,500	60,500	60,500
Superior Lake's assumed debt liability for financing Pick Lake	9.1.3	(60,500)	(60,500)	(60,500)
Cash received through notional equity raise	9.1.4	45,700	45,700	45,700
Cash raised from the issue of Davey Placement Shares	9.1.5	200	200	200
Value of Superior Lake's other assets and liabilities	9.1.6	921	921	921
Total value of Superior Lake prior to the Proposed Transaction (control basis)		61,045	66,998	77,474
Minority Discount	9.2	29%	26%	23%
Total value of Superior Lake prior to the Proposed Transaction (minority basis)		43,342	49,579	59,655
Total shares outstanding prior to the Proposed Transaction but after accounting for the notional equity raise	9.1.7	4,901,577,485	4,341,528,485	3,781,479,485
Value per share (\$)		0.009	0.011	0.016

Source: BDO analysis

We have assessed the value of a Superior Lake share prior to the Proposed Transaction to be in the range of \$0.009 and \$0.016, with a preferred value of \$0.011.

9.1.1. Valuation of Pick Lake included in the Adjusted Model

We elected to use the DCF approach in valuing Pick Lake. The DCF approach estimates the fair market value by discounting the future cash flows arising from Pick Lake to their net present value. Performing a DCF valuation requires the determination of the following:

- The future cash flows that Pick Lake is expected to generate; and
- An appropriate discount rate to apply to the cash flows of Pick Lake to convert them to present value equivalent.

The value that we have ascribed to Pick Lake is based on technical factors as advised by VARM and our view of future economic assumptions, all of which are derived from information available at the time of VARM's report and our Report respectively. The technical and economic factors may change in the future, which may change the value of Pick Lake.

A detailed cash flow model of Pick Lake was prepared by management of Superior Lake ('the Model'). The Model estimates the future cash flows expected from zinc, copper, gold and silver production at Pick

Lake. The Model depicts forecasts of real post-tax cash flows over the life of mine on a quarterly basis from 2020 to 2030. We have reviewed the Model and material assumptions that underpin it.

BDO has made certain adjustments to the Model where it was considered appropriate to arrive at an adjusted model ('Adjusted Model'). In particular, we have adjusted the Model to reflect any changes to technical assumptions as a result of VARM's review and any changes to the economic and other input assumptions from our research. We have also adjusted the Model by converting the cash flows to be on a nominal basis. The Model was prepared based on estimates of a production profile, operating costs and start-up and sustaining capital expenditure. The main assumptions underlying the Adjusted Model include:

- Mining and production volumes;
- Commodity prices;
- Operating costs;
- Start-up and sustaining capital expenditure;
- Foreign exchange rates;
- Royalties;
- Corporate tax; and
- Discount rate.

We completed the following analysis of the Model:

- Appointed VARM as a technical expert to review, and where required, provide suggested changes to the technical assumptions underpinning the Model;
- Conducted independent research on certain economic and other inputs such as commodity prices, exchange rates, inflation, corporate costs and discount rate applicable to the future cash flows of Pick Lake;
- Held discussions with Superior Lake management regarding the preparation of the forecasts in the Model and its views; and
- Performed a sensitivity analysis on the value of Pick Lake as a result of flexing selected assumptions and inputs.

We have not undertaken a review of the cash flows in accordance with the Standard on Assurance Engagements ASAE 3450 'Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information' and do not express an opinion on the reasonableness of the assumptions or their achievability. However, nothing has come to our attention as a result of our procedures to suggest that the assumptions on which the Adjusted Model has been based have not been prepared on a reasonable basis.

Appointment of technical expert

VARM was engaged to prepare the Independent Technical Assessment and Valuation Report which includes a technical assessment of the assumptions underlying the Model. VARM's assessment involved the review and provision of input on the assumptions adopted in the Model, including but not limited to:

- Mining physicals (including volume mined, recovery and grade);
- Processing assumptions (including products and recovery);
- Operating costs (comprising direct operating expenditure and certain fixed costs);
- Capital expenditure (development and sustaining capital expenditure required); and
- Other relevant assumptions.

Pick Lake is currently expected to have a mine life of approximately nine years, which was considered reasonable by VARM.

A copy of VARM's Independent Technical Assessment and Valuation Report is included in Appendix 5.

Limitations

Since forecasts relate to the future, they may be affected by unforeseen events and they depend, in part, on the effectiveness of management's actions in implementing the plans on which the forecasts are based. Accordingly, actual results may vary materially from the forecasts included in the Model, as it is often the case that some events and circumstances frequently do not occur as expected, or are not anticipated, and those differences may be material.

Economic assumptions

Inflation

We note that all cash flows contained in the Model were calculated on a real basis. We have therefore applied the forecast inflation rate to the costs (including operating and capital expenditures) in the Model to convert them to nominal cash flows.

The forecast operating costs are primarily denominated in Canadian Dollars therefore we consider the most appropriate inflation rate to apply to the cash flows in the Adjusted Model is the Canadian inflation rate.

Having regard to the above, we have assumed an inflation rate of 2% per annum over the life of Pick Lake based on consensus views of forecast inflation as sourced from Bloomberg.

Foreign exchange

The cash flows presented in the Model are denominated in USD. As we are assessing the value of Superior Lake, an Australian company, we have converted all the cash flows in the Adjusted Model to Australian Dollars at the forecast exchange rates as set out below.

Exchange Rates	CY 2020	CY 2021	CY 2022	CY 2023+
AUD:USD	0.69	0.71	0.73	0.73

Source: Bloomberg and BDO analysis

Within the Model, the sustaining capital expenditure and mining operating expenses are specified as an input in CAD terms and converted into USD at the relevant forecast exchange rates. The forecast USD:CAD exchange rates we have used in the Adjusted Model are set out below.

Exchange Rates	CY 2020	CY 2021	CY 2022	CY 2023+
USD:CAD	0.76	0.77	0.78	0.79

Source: Bloomberg and BDO analysis

In our assessment of foreign exchange rates, we have considered forecasts prepared by economic analysts and other publicly available information including broker consensus to arrive at our foreign exchange rate assumptions.

Commodity Prices

Superior Lake will receive revenue from the sale of Zinc, Copper, Silver and Gold.

In assessing forecast commodity prices, we have considered the most recent Consensus Economics price forecasts as at January 2020.

Based on our analysis, we have adopted the following future Zinc, Copper, Silver and Gold prices (in nominal terms):

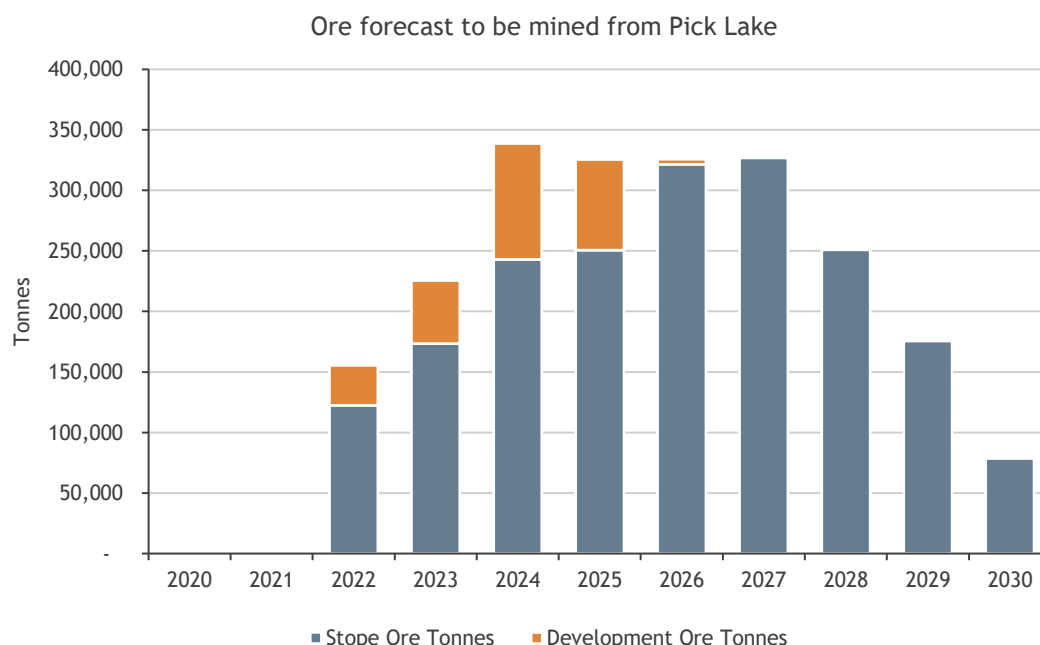
		CY 2020	CY 2021	CY 2022	CY 2023	CY 2024	CY 2025-29
Zinc price	US\$/t	2,308	2,335	2,373	2,428	2,484	2,723
Copper price	US\$/t	6,169	6,371	6,418	6,638	6,950	7,736
Silver price	US\$/oz	17.84	17.76	18.57	18.48	18.64	20.39
Gold price	US\$/oz	1,524	1,513	1,511	1,476	1,459	1,543

Source: Consensus Economics and BDO analysis

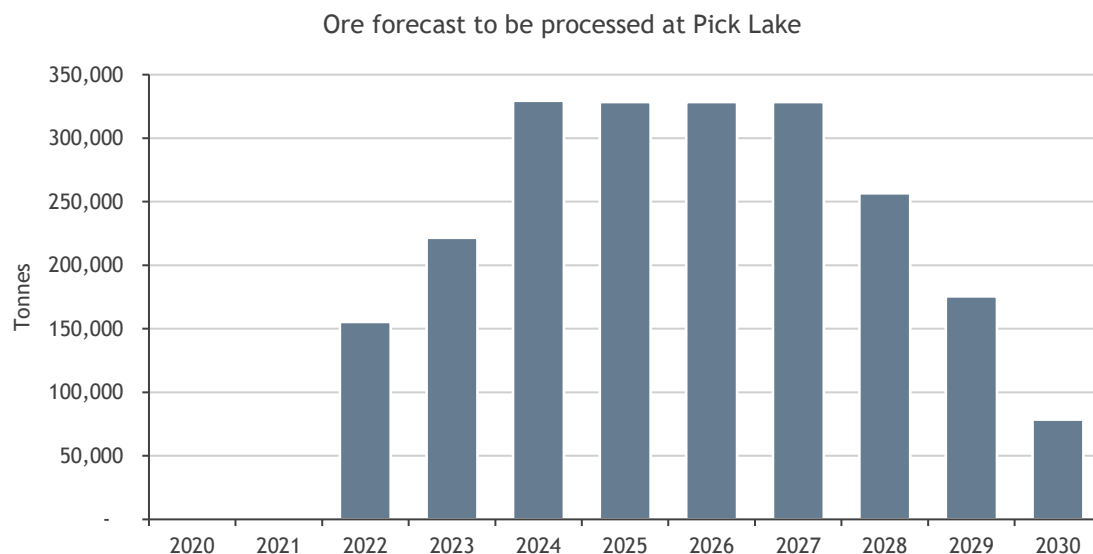
We note that the long term nominal price forecast is provided by Consensus Economics to 2029. We have extended these prices to the last revenue received from Pick Lake, being 2030, and have adjusted these for inflation.

Mining physicals

Pick Lake is expected to commence mining and production in January 2022, with an expected mine life of approximately nine years to June 2030. The graphs below show the forecast ore to be mined and processed over the life of mine. As indicated below, the amounts mined are processed within the same year. The periods in the below charts are calendar years.



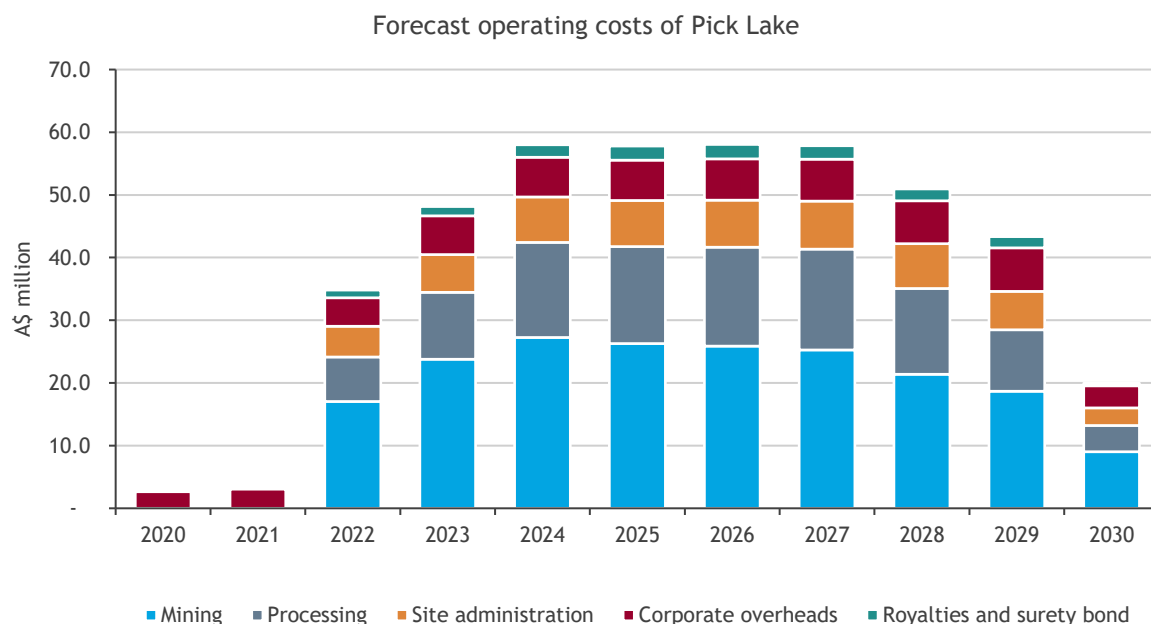
Source: Adjusted Model and BDO analysis



Source: Adjusted Model and BDO analysis

Operating costs

The operating costs modelled in the Adjusted Model include mining, processing, site administration, royalties, and corporate costs. In preparing the Adjusted Model, we have applied our inflation assumptions to these forecast operating costs. VARM has confirmed the reasonableness of the forecast operating cost assumptions by assessing the forecast per tonne operating costs in the context of their experience with similar mining projects. The forecast operating costs for Pick Lake are illustrated in the charts below.

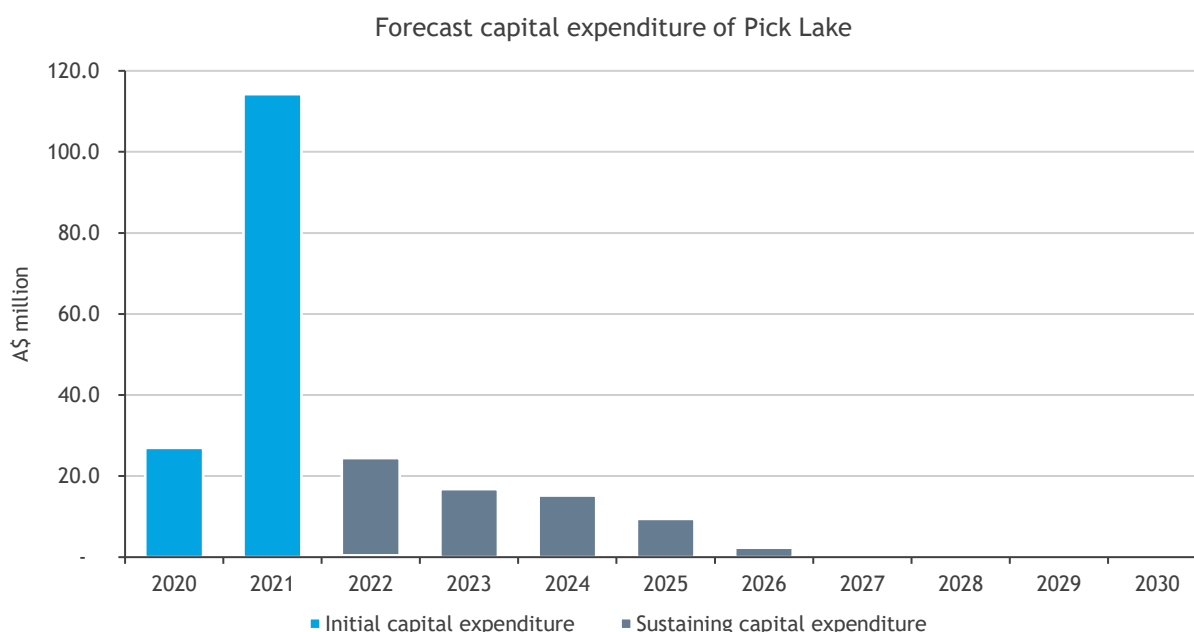


Source: Adjusted Model and BDO analysis

Capital expenditure

The capital expenditure requirements for Pick Lake relate to the initial development capital expenditure (including engineering and design, procurement and fabrication, construction costs, commissioning costs, indirect costs, mining costs and a contingency allowance) as well as sustaining capital expenditure. These equate to a total of approximately US\$150 million or \$210 million over the life of mine and include an assumed annualised inflation of 2% per annum as determined previously.

The forecast capital expenditure required for Pick Lake is set out in the chart below, with most of the expenditure to be incurred in 2020 and 2021.



Source: Adjusted Model and BDO analysis

Royalties

As only ore from Pick Lake is mined in the Adjusted Model, a 2% NSR is payable on each dollar of operating revenue earned. The Adjusted Model also assumes that the option to buy back this royalty is exercised (at a cost of C\$500,000 per each 0.5%), such that the royalty payable is reduced to 1% from July 2021 onwards at a cost of C\$1.00 million.

We note that mining from the Winston Lake deposit will also incur royalties, however, the valuation of this tenement is outside of our DCF valuation. Where appropriate, VARM has considered these royalties in their assessment of the value of the Winston Lake deposit.

Taxation

A federal tax and a provincial tax for Ontario are included in the Adjusted Model. The former carries a statutory rate of 38%, however is reduced to 15% once a federal abatement (-10%) and a processing and manufacturing abatement (-13%) are applied. Furthermore, there is a tax holiday on the first C\$500,000 of profit each year which is also applied. The provincial tax for Ontario is 10% and has a tax holiday on the first C\$10 million of profit each year.

The Adjusted Model also accounts for tax losses generated from the model start date onwards, with these tax losses utilised to offset any tax payable in future periods.

Corporate costs

We have applied our forecast inflation rate of 2.0% per annum to the forecast corporate costs included in the Adjusted Model. Corporate costs incurred by Superior Lake have increased for each of the years ended 31 December 2017 and 31 December 2018. Our DCF valuation is based on the assumption that Pick Lake develops through to production. As such, we would expect the corporate costs to increase above those levels incurred by Superior Lake historically, which are presented in the table below.

	Actual FY16 \$000's	Actual FY17 \$000's	Actual FY18 \$000's
Corporate and other expenses	168	327	2,514

Source: Superior Lake Annual Reports, BDO analysis

In order to determine the forecast level of corporate costs for inclusion in the Adjusted Model, we have considered the corporate costs incurred by comparable ASX and TSX listed companies with one main operating project. A summary of the companies considered and the corporate costs incurred are set out below.

Company Name	2017 A\$'000	2018 A\$'000	2019 A\$'000
PanTerra Gold Limited	3,315	2,808	n/a
Hillgrove Resources Limited	4,352	4,880	n/a
Millennium Minerals Limited	4,548	6,446	n/a
Red River Resources Limited*	N/A*	9,802	11,618
Blackham Resources Limited	5,128	4,626	5,048
Aeris Resources Limited	6,978	7,223	9,638
Dacian Gold Limited	3,550	4,702	7,033
Aurelia Metals Limited	3,136	3,752	6,874
Base Resources Limited	10,921	12,045	14,421
Copper Mountain Mining Corporation	8,955	13,007	n/a
Imperial Metals Corporation	4,281	6,106	n/a
Average	5,516	6,854	9,105
Average over three years			6,859

Source: BDO analysis

n/a - companies have a December year end and have therefore not released 2019 accounts as at the date of this Report

*We have not considered the corporate costs incurred in 2017 for Red River Resources Limited as it was pre-production in this period

Based on the above analysis of corporate costs incurred by companies with similar size, scale and nature of operations as Superior Lake under the assumption that Pick Lake is developed through to production, we have assessed real corporate costs for inclusion in the Adjusted Model to be \$6 million per annum. In the Adjusted Model, we have gradually increased the corporate costs to this figure, to reflect the ramp up nature of the operations.

Rehabilitation and closure costs

The Adjusted Model includes rehabilitation and closure costs of approximately C\$21.7 million (in real terms) which is forecast to be paid in tranches over the three years after mining and processing ceases, currently expected to be mid-2030. In addition, over the period for which the mine is operational, a surety bond expense is assumed for closure plan financial assurance. The annual amount of the surety bond expense is 3.5% of the C\$21.7 million rehabilitation cost.

The quantum and timing of these rehabilitation and closure costs were deemed reasonable by the independent technical specialist, VARM, further details of which can be found in the Independent Technical Assessment and Valuation Report, attached as Appendix 5.

Trade receivables and trade payables

We have reflected trade debtors and trade payables in the Adjusted Model. The remaining trade debtors and trade payables at the end of the forecast period have been accounted for in the Adjusted Model as a cash inflow and outflow, respectively.

Inventories

The Adjusted Model, which is modelled based on quarterly periods, assumes mining, processing and sale of product is completed within each quarter. Therefore, there is no movement in inventory levels from quarter to quarter and also no closing inventory balance at the end of the forecast period.

Assumed funding from offtake agreement

On 1 October 2019, the Company announced it had received non-binding indicative proposals relating to offtake agreements. Based on our discussions with management and our research, as well as the announcements made by Superior Lake, we consider that it would be reasonable to assume that an offtake partner could contribute US\$20 million in project financing for such an agreement, with Superior Lake required to repay that amount in product (likely at a discount to the market), once it has commenced production. We have not disclosed the specific terms of a potential offtake arrangement as the Company has only received non-binding indicative proposals from a number of potential offtake partners, therefore disclosing any terms may impede the negotiation process.

We have included such an arrangement in the Adjusted Model and also reduced the total debt and equity funding required by a total of US\$20 million.

Discount rate

In our assessment of an appropriate discount rate to apply to the cash flows of Pick Lake, we consider the most appropriate discount rate to be Superior Lake's weighted average cost of capital ('WACC'). As funding for Pick Lake is expected to be from a combination of debt and equity providers, the cash flows in the Adjusted Model are discounted at the WACC to reflect the return requirements of these providers of capital. The cash flows of the Adjusted Model are pre-financing cash flows, therefore we consider the WACC to be an appropriate discount rate. The funding of Pick Lake is treated separately in our Sum-of-Parts Valuation.

We have selected a nominal WACC in the range of 9.9% to 13.2% per annum to discount the cash flows of Pick Lake to their present value. We have used a rounded midpoint discount rate of 12% in our base case.

In selecting this range of discount rates, we have considered the following:

- the rate of return for comparable ASX listed exploration, development and early-stage production companies; and
- the risk profile of Superior Lake as compared to the comparable companies identified.

A detailed consideration of how we arrived at our adopted discount rate range is outlined in Appendix 4.

Sensitivity analysis

Our valuation of Pick Lake is sensitive to changes in the forecast commodity prices, operating expenditure, capital expenditure and foreign exchange rates. We have therefore included a sensitivity analysis to consider the value of Pick Lake under various pricing scenarios and in applying:

- a change of +/- 8% to the zinc price;
- a change of +/- 8% to the copper price;
- a change of +/- 8% to sustaining capital expenditure and operating costs;
- a change of +/- 8% to initial capital costs;
- a change of +/- 8% to the AUD:USD exchange rate;
- a discount rate in the range of 10.0% to 14.0%; and
- an inflation rate in the range of 0% to 3%.

The following sensitivities have been prepared to assist Shareholders in considering the potential effects to the value of Pick Lake if our base case assumptions change. The following values represent a 100% interest in Pick Lake.

Currency: A\$ million		Sensitivity Analysis of Pick Lake's DCF Valuation				
Percentage change	Zinc price	Copper price	Sustaining capital expenditure and operating expenses	Initial capital costs (including contingency)	AUD:USD Exchange rate	
-8.0%	(4.0)	21.6	34.0	33.1	26.9	
-6.0%	3.2	22.4	31.7	31.0	26.3	
-4.0%	10.4	23.2	29.4	28.9	25.8	
-2.0%	17.6	24.0	27.0	26.8	25.2	
0.0%	24.7	24.7	24.7	24.7	24.7	
2.0%	31.9	25.5	22.4	22.6	24.2	
4.0%	39.1	26.3	20.0	20.5	23.8	
6.0%	46.2	27.0	17.7	18.4	23.3	
8.0%	53.2	27.8	15.3	16.3	22.9	

Source: Adjusted Model and BDO analysis

Sensitivity Analysis of Pick Lake's DCF Valuation to the discount rate					
Discount rate	10.0%	11.0%	12.0%	13.0%	14.0%
Value (A\$ million)	40.5	32.3	24.7	17.8	11.4

Source: Adjusted Model and BDO analysis

Sensitivity Analysis of Pick Lake's DCF Valuation to the inflation rate					
Inflation	0.0%	1.0%	2.0%	3.0%	4.0%
Value (A\$ million)	50.8	38.1	24.7	10.6	(4.4)

Source: Adjusted Model and BDO analysis

We note that we have also considered the sensitivity of the NPV to changes in the US\$:C\$ exchange rate, however this input does not have a significant impact on the value of Pick Lake, therefore this has not been presented in our sensitivity table.

From the above, it can be seen that Pick Lake is particularly sensitive to the price of zinc, the discount rate used and the inflation rate applied.

In considering the above sensitivities, Shareholders should note the following:

- the variables described above may have compounding or offsetting effects and are unlikely to move in isolation;
- the variables for which we have performed sensitivities are not the only variables which are subject to deviation from the forecast assumptions; and
- the sensitivities performed do not cover the full range of possible variances from the base case assumptions used (i.e. variances could be greater than the percentage increases or decreases set out in this analysis).

We also note that we have presented the above sensitivities to highlight the sensitivity of the value of Pick Lake to changes in pricing and other assumptions. If we were to use the above sensitivities to form the basis of our assessed value, then the range would be so wide such that it would not provide meaningful information for Shareholders.

Based on the above analysis, our preferred value of Pick Lake is \$24.7 million, in a range of \$18.0 million to \$38.0 million. Therefore, it follows that Superior Lake's 70% interest falls within the range of \$12.6 million to \$26.6 million, with a preferred value of \$17.3 million.

9.1.2. Value of other mineral assets not included in the Adjusted Model

We have instructed VARM to independently value the other mineral assets not included in the DCF valuation. The fair market value of Superior Lake's 70% interest in the other mineral assets lies within the range of \$1.63 million to \$4.05 million, with a preferred value of \$2.88 million. This is summarised in the table below with full details in the Independent Technical Assessment and Valuation Report attached as Appendix 5.

Other mineral assets not included in the Adjusted Model	Low \$'000	Preferred \$'000	High \$'000
Winston Lake	450	790	1,020
Brownfield exploration tenements	1,580	2,820	4,070
Non-Resource Projects (Victoria Lake, Joe Creek, Ellis Lake and Tuuri Township)	300	500	700
Total value of other mineral assets not included in the Adjusted Model*	2,320	4,110	5,790
Superior Lake's 70% interest in the other mineral assets	1,624	2,877	4,053

*Total value presented as per the Independent Technical Assessment and Valuation Report by VARM which has been rounded

Source: Independent Technical Assessment and Valuation Report prepared by VARM

We note that in assessing the value of Winston Lake, VARM has factored in the royalty and liabilities to be assumed upon exercise of the Winston Lake Option.

9.1.3. Assumed debt funding

The Model prepared by Superior Lake is on an unfunded basis and therefore does not take into account any dilution as a result of equity raising, or costs associated with debt funding. The total cost of funding per the Adjusted Model, accounting for capital expenditure requirements and the costs incurred until it can be self-sustaining, is US\$123.0 million or approximately \$177.2 million (based on a USD:AUD exchange rate of 1.4409 as at 6 January 2020). Of this amount, we consider US\$20 million could be sourced from an offtake agreement as discussed in the 'Assumed funding from offtake agreement' section above. The remaining US\$103.0 million or approximately \$148.4 million will be then funded by a mix of debt and equity funding. The funding requirements discussed above relate to a 100% interest in Pick Lake.

We note that the Company holds 70% of Pick Lake prior to the Proposed Transaction, and up to 87.5% following the Proposed Transaction. As stipulated in the Joint Venture Agreement between Superior Mining Pty Ltd, Superior Lake, Ophiolite and the Minority Shareholders, the Company is required to fully fund Pick Lake until completion of the BFS, following which all shareholders are required to contribute funding in proportion to their respective interests. As the BFS has now been completed, the free carried period has expired and we have therefore considered 70% of the project funding requirement in our valuation prior to the Proposed Transaction.

We note from the ASX announcement dated 11 June 2019, the Company has appointed debt advisers to assist with the financing of Pick Lake. From our discussions with management and indicative debt funding terms received by the Company, we consider a debt facility of around US\$60 million (approximately \$86.5 million) to be attainable by the Company for funding Pick Lake, based on a 100% ownership basis.

Therefore, based on Superior Lake's interest in Pick Lake, the amount of debt that we consider the Company could reasonably attain will be pro-rated to US\$42 million (\$60.5 million). The balance of the

funding required is then assumed to be obtained through a notional equity raise, which is detailed in the next section. The funding requirements are summarised in the below table (in Australian dollar terms).

Project financing required	A\$ million
Total funding required (100% basis)	148.4
Interest in Pick Lake	70.0%
Total funding required by Superior Lake	103.9
Indicative debt financing available	60.5
Remaining equity funding required by Superior Lake (excluding placement fee)	43.4

Source: BDO analysis, Superior Lake management

9.1.4. Notional equity raise

We have included a notional equity capital raising, to fulfil Superior Lake's remaining funding requirements of Pick Lake. Superior Lake's notional equity raise required to fund its 70% interest (prior to the Proposed Transaction) in Pick Lake's development is \$43.4 million. We have increased the amount to be raised to reflect our estimate of the gross amount including likely capital raising costs. We have assessed the placement fee to be approximately 5% of the funds raised. Therefore, the total equity funding requirement of Pick Lake will be approximately \$45.7 million (inclusive of a placement fee). This is set out in the table below.

Cash raised through notional equity raising	A\$ million
Total equity required (A\$m)	43.4
Placement fee (A\$m)	2.3
Total equity required inclusive of 5% placement fee (A\$m)	45.7

Source: Bloomberg and BDO analysis

Based on the debt financing amount discussed previously and the equity raising, Superior Lake is expected to have a debt to equity ratio as calculated below.

Debt to equity ratio	A\$ million
Total project funding required	103.9
Debt funding (based on indicative terms)	60.5
Off-take agreement assumed	28.8
Total debt items (a)	89.3
Book value of equity at 31 December 2019	2.3
Notional equity raise (to fund remainder)	43.4
Total equity items (b)	45.6
Debt/Equity (a/b)	196%

Source: BDO analysis

In order to determine the likely price at which Superior Lake would have to place its shares to a third party or to current shareholders under a notional capital raising to raise the funds required, we considered the Volume Weighted Average Price ('VWAP') of Superior Lake's shares and the discount at which shares have been issued by ASX listed companies when compared to the respective companies' 30-day VWAP prior to the announcement of the placement.

We considered the discount at which shares have been issued from 1 January 2017, by ASX listed companies to raise capital. A summary of our results is set out in the table below:

	Offer size \$30 to \$70 million	Capital raise to market cap >100%	Market cap <\$100m	All companies
ASX Mining				
No. companies	24	3	555	636
Mean	11.7%	34.9%	17.7%	17.2%
Median	11.7%	19.0%	15.7%	15.3%
All ASX				
No. companies	102	13	1,149	1,498
Mean	8.3%	33.2%	17.4%	15.8%
Median	6.6%	37.2%	15.7%	13.7%

Source: Bloomberg and BDO analysis

From our analysis, the average (mean) discount for ASX listed mining companies was 17.2%. Given that the placement discounts have ranged significantly we have also considered the median of 15.3% as this represents a better measure of central tendency.

However, given that the size of Superior Lake's notional capital raising required to fund Pick Lake would be approximately 200% of Superior Lake's market capitalisation prior to the announcement of the Proposed Transaction, we consider that a higher discount is required to provide a sufficient incentive for investors to participate in any raising that Superior Lake performs. We have analysed placement discounts for capital raisings in which the amount raised was more than 100% of the company's market capitalisation at the time of the raising and found that the median discount for mining companies was 19.0% and the median discount across all companies on the ASX raising more than 100% of their market capitalisation was 37.2%.

We have also assessed the discounts of capital raisings for companies with market capitalisations less than \$100 million (a band in which Superior Lake's market capitalisation currently falls). The mean discount across all ASX listed companies in this band was 17.4%, with the median being 15.7%. For ASX listed mining companies in this band, the statistics are similar with a mean discount of 17.7% and median of 15.7%.

Given the above analysis, we consider a placement discount in the range of 15% to 25% will be required to provide a sufficient incentive for investors to participate in any equity raising that Superior Lake would conduct.

In Section 9.3 of our Report, we consider the QMP of Superior Lake's shares. From this analysis, we assessed the value of a Superior Lake share to be between \$0.016 and \$0.020 on a minority interest basis. Applying a discount in the range of 15% to 25% to the assessed value of a Superior Lake share prior to the announcement of the Proposed Transaction results in an assumed notional capital raising price of between \$0.012 and \$0.017 per share.

As shown in the table below, in order to raise an equivalent of \$45.7 million to provide funding to develop Pick Lake, the Company will be required to issue between 2,685,235,300 and 3,808,333,300 new shares at between \$0.012 and \$0.017 per share.

Number of shares issued under notional capital raise	Low	High
Equity funding required (\$ million)	45.7	45.7
Quoted market price (minority, per share)	0.016	0.020
Assessed placement discount	25%	15%
Price of capital raising (per share)	0.012	0.017
Number of shares issued under notional capital raise	3,808,333,300	2,688,235,300

Source: Bloomberg and BDO analysis

9.1.5. Davey Placement Shares

We note that the Company is also seeking shareholder approval to allow Mr Grant Davey (and/or his nominee) to participate in a placement of up to 11,428,571 shares. The Davey Placement Shares will be issued at a price of \$0.0175 per share, to raise \$200,000. We have included the cash raised from the issue of the Davey Placement Shares in our Sum-of-Parts valuations.

Davey Placement Shares	
Number of Davey Placement Shares	11,428,571
Issue price per share (\$)	0.0175
Cash raised from the issue of the Davey Placement Shares (\$)	200,000

9.1.6. Superior Lake's other Assets and Liabilities

Other assets and liabilities of Superior Lake represent the non-operating assets and liabilities, the economic impact of which have not been captured in the Adjusted Model. From our discussions with Superior Lake and analysis of these other assets and liabilities, outlined in the table below, we do not believe that there is a material difference between their book value and their fair value unless an adjustment has been noted below.

The table below represents a summary of the assets and liabilities identified.

Statement of Financial Position	Note	Reviewed as at 30-Jun-19 \$	Adjusted \$
CURRENT ASSETS			
Cash and cash equivalents	a	1,639,443	693,526
Trade and other receivables	b	322,780	-
Other assets		207,500	227,500
TOTAL CURRENT ASSETS		2,169,723	921,026
NON-CURRENT ASSETS			
Property, plant and equipment	c	4,724	-
Exploration and evaluation expenditure	d	977,279	-
Financial assets		20,000	-
TOTAL NON-CURRENT ASSETS		1,002,003	-
TOTAL ASSETS		3,171,726	921,026
CURRENT LIABILITIES			
Trade and other payables	e	1,071,303	-
Funds received for shares to be issued	f	1,050,500	-

Statement of Financial Position	Note	Reviewed as at 30-Jun-19 \$	Adjusted \$
Provision for annual leave	g	22,953	-
TOTAL CURRENT LIABILITIES		2,144,756	-
TOTAL LIABILITIES		2,144,756	-
NET ASSETS		1,026,970	921,026

Source: Reviewed financial statements of Superior Lake for the half year ended 30 June 2019, management accounts for the month ended 31 December 2019 and BDO analysis.

We have not undertaken a review of Superior Lake's unaudited accounts in accordance with Australian Auditing and Assurance Standard 2405 'Review of Historical Financial Information' and do not express an opinion on this financial information. However, nothing has come to our attention as a result of our procedures that would suggest the financial information within the management accounts has not been prepared on a reasonable basis.

We have not made adjustments to the balances per the reviewed accounts apart from the adjustments detailed below. Where the above balances differ materially from the reviewed position at 30 June 2019, we have obtained supporting documentation to validate the adjusted values used, which provides reasonable grounds for reliance on the unaudited financial information.

Note a) Cash and cash equivalents

We have adjusted the cash position at 30 June 2019 to reflect the actual cash balance at 31 December 2019 per the Company's management accounts. We have obtained bank statements to verify these balances.

Note b) Trade and other receivables

Trade and other receivables, which largely comprised of tax receivable has been adjusted to nil as this is accounted for in the DCF value of Pick Lake.

Note c) Property, plant and equipment

We have adjusted the property, plant and equipment balance to nil as this is reflected in the DCF value of Pick Lake.

Note d) Exploration and evaluation assets

The book value of exploration and evaluation assets relates to capitalised historical expenditure. We have adjusted the exploration and evaluation assets balance to nil as we have separately valued the Company's mineral assets in our Sum-of-Parts valuation and the value relating to Pick Lake is already accounted for in the DCF valuation of Pick Lake.

Note e) Trade and other payables

As the valuation of trade and other payables is included in the DCF valuation of Pick Lake, we have adjusted this to nil.

Note f) Funds received

On 2 July 2019, the Company issued a total of 216,363,122 shares at a price of \$0.0175 for gross proceeds before costs of \$3,786,355, of which \$1,050,500 was received prior to 30 June 2019. The proceeds of this raise was therefore disclosed as a liability in the balance sheet as at 30 June 2019. We have removed this liability as the shares were subsequently issued on 2 July 2019.

Note g) Provisions

As employee provisions are accounted for in the DCF valuation of Pick Lake, we have adjusted the balance to nil here.

9.1.7. Total shares outstanding prior to the Proposed Transaction but after accounting for the notional equity raise

The number of shares outstanding once the notional equity raise in Section 9.1.4 is accounted for is set out below.

	Low	Preferred	High
Number of shares on issue prior to the Proposed Transaction	1,081,815,614	1,081,815,614	1,081,815,614
Number of Davey Placement Shares	11,428,571	11,428,571	11,428,571
Number of shares issued through notional equity raise	3,808,333,300	3,248,284,300	2,688,235,300
Total shares outstanding prior to the Proposed Transaction but after accounting for the notional equity raise	4,901,577,485	4,341,528,485	3,781,479,485

Source: BDO analysis

9.2 Minority Discount

The Sum-of-Parts valuation method is reflective of a controlling interest, as it assumes control over 100% of the entity's assets. Ophiolite Holdings will be receiving shares representing a minority in Superior Lake, meaning that its individual holding will not be considered significant enough to have an individual influence in the operations and value of Superior Lake. In order to reflect this, we need to adjust our Sum-of-Parts value to reflect a minority interest.

The minority discount is calculated based on the inverse of the control premium, calculated using the formula $1 - (1 / (1 + \text{control premium}))$, with our assessment of a control premium set out below.

We have reviewed the control premiums on completed transactions, paid by acquirers of non-ferrous metals mining companies, general mining and all ASX listed companies. In assessing the appropriate sample of transactions from which to determine an appropriate control premium, we have excluded transactions where the acquirer obtained a controlling interest (20% and above) at a discount (i.e. less than a 0% premium).

We have summarised our findings in the tables below:

Non-Ferrous metals mining companies

Year	Number of Transactions	Average Deal Value (AU\$m)	Average Control Premium (%)
2019	1	56.93	52.48
2018	0	0.00	0.00
2017	0	0.00	0.00
2016	0	0.00	0.00
2015	1	28.13	34.66
2014	2	7.45	23.51
2013	2	102.98	72.05
2012	2	17.96	52.67

Year	Number of Transactions	Average Deal Value (AU\$m)	Average Control Premium (%)
2011	4	322.93	45.57
2010	0	0.00	0.00

Source: Bloomberg, BDO Analysis

General mining companies

Year	Number of Transactions	Average Deal Value (AU\$m)	Average Control Premium (%)
2019	11	156.45	43.07
2018	10	96.04	56.52
2017	5	13.91	35.21
2016	13	59.54	74.92
2015	9	340.82	57.86
2014	16	111.11	47.28
2013	17	117.99	63.99
2012	18	207.01	52.45
2011	21	811.55	37.42
2010	21	555.11	50.61

Source: Bloomberg, BDO Analysis

All ASX listed companies

Year	Number of Transactions	Average Deal Value (AU\$m)	Average Control Premium (%)
2019	44	3095.32	38.79
2018	44	1126.69	41.66
2017	29	973.72	43.33
2016	42	718.51	49.58
2015	34	828.14	34.10
2014	46	507.34	39.97
2013	41	128.21	50.99
2012	52	472.10	51.68
2011	68	891.85	44.43
2010	53	574.61	44.37

Source: Bloomberg, BDO Analysis

The mean and median of the entire data sets comprising control transactions from 2010 onwards for non-ferrous metals, general mining and all ASX listed companies, respectively, is set out below.

Entire data set metrics	Non-Ferrous metals mining companies		General mining companies		All ASX listed companies	
	Deal value (A\$m)	Control premium (%)	Deal value (A\$m)	Control premium (%)	Deal value (A\$m)	Control premium (%)
Mean	136.13	47.15	305.63	52.11	920.79	44.21
Median	39.38	34.19	44.48	41.63	118.93	31.46

Source: Bloomberg, BDO Analysis

In arriving at an appropriate control premium, we note that observed control premiums can vary due to the:

- nature and magnitude of non-operating assets;
- nature and magnitude of discretionary expenses;
- perceived quality of existing management;
- nature and magnitude of business opportunities not currently being exploited;
- ability to integrate the acquiree into the acquirer's business;
- level of pre-announcement speculation of the transaction; and
- level of liquidity in the trade of the acquiree's securities.

When performing our control premium analysis, we considered completed transactions where the acquirer held a controlling interest, defined at 20% or above, pre-transaction or proceeded to hold a controlling interest post transaction in the target company.

The table above indicates that the long term average control premium paid by acquirers of non-ferrous metals mining companies, general mining companies, and all ASX listed companies is 47.15%, 52.11%, and 44.21%, respectively. However, in assessing the transactions included in the table, we noticed several outliers. These outliers included 2 non-ferrous metals mining transactions, 16 general mining transactions, and 32 ASX listed company transactions, for which the premium was in excess of 100%.

In a population with the presence of outliers, the median can often represent a superior measure of central tendency when compared to the mean. We note the median announced control premium since 2010 was 34.19% for non-ferrous metals companies, 41.63% for general mining companies, and 31.46% for all ASX listed companies.

Based on the above analysis, we consider an appropriate premium for control to be between 30% and 40%, with a midpoint of 35%. This therefore implies a rounded minority discount in the range of 23% to 29%, with a midpoint of 26%. We have adjusted our valuation of a Superior Lake share prior to and following the Proposed Transaction to reflect the minority interest holding.

9.3 Quoted Market Prices for Superior Lake Securities

To provide a comparison to the valuation of Superior Lake in Section 9.1, we have also assessed the quoted market price for a Superior Lake share.

The quoted market value of a company's shares is reflective of a minority interest. A minority interest is an interest in a company that is not significant enough for the holder to have an individual influence in the operations and value of that company.

Information on the Proposed Transaction was announced to the market on 1 May 2019.

The following chart provides a summary of the share price movement over the 12 months to 30 April 2019 which was the last trading day prior to the announcement.

Superior Lake share price and trading volume history



Source: Bloomberg

The daily price of Superior Lake shares from 1 May 2018 to 30 April 2019 has ranged from a low of \$0.020 on 24 April 2019 to a high of \$0.052 on 12 October 2018.

During this period, a number of announcements were made to the market. The key announcements are set out below:

Date	Announcement	Closing Share Price Following Announcement		Closing Share Price Three Days After Announcement	
		\$ (movement)		\$ (movement)	
17/04/2019	Quarterly Cashflow Report	0.022	► 0.0%	0.020	▼ 9.1%
17/04/2019	Quarterly Activities Report	0.022	► 0.0%	0.020	▼ 9.1%
28/03/2019	Geophysics program identifies further anomalies	0.025	► 0.0%	0.023	▼ 8.0%
20/03/2019	Geophysics program identifies major anomaly	0.029	▲ 7.4%	0.026	▼ 10.3%
07/03/2019	Increase in Superior Lake mineral reserve	0.026	► 0.0%	0.026	► 0.0%
30/01/2019	Multiple near-mine zinc targets identified	0.028	▲ 3.7%	0.027	▼ 3.6%
25/01/2019	Quarterly Cashflow Report	0.027	► 0.0%	0.027	► 0.0%
25/01/2019	Quarterly Activities Report	0.027	► 0.0%	0.027	► 0.0%
18/12/2018	Superior Lake drilling hits new footwall zone of 25.2% Zinc	0.035	▲ 16.7%	0.029	▼ 17.1%
07/11/2018	Exploration drilling commences at Superior Lake	0.042	► 0.0%	0.040	▼ 4.8%
29/10/2018	Quarterly Cashflow Report	0.041	▼ 2.4%	0.041	► 0.0%
29/10/2018	Quarterly Activities Report	0.041	▼ 2.4%	0.041	► 0.0%
10/10/2018	Outstanding study confirms Superior Lake as low-cost project	0.046	▼ 4.2%	0.049	▲ 6.5%
26/09/2018	Significant brownfields exploration target	0.044	▲ 2.3%	0.048	▲ 9.1%
31/08/2018	Cleansing Prospectus	0.044	▼ 6.4%	0.046	▲ 4.5%

Date	Announcement	Closing Share Price Following Announcement			Closing Share Price Three Days After Announcement		
		\$ (movement)			\$ (movement)		
24/08/2018	\$5m Equity Placement & Tribeca US\$60m Project Finance	0.040	▲	21.2%	0.044	▲	10.0%
22/08/2018	Trading Halt - Re Released	0.033	►	0.0%	0.041	▲	24.2%
22/08/2018	Trading Halt	0.033	►	0.0%	0.041	▲	24.2%
31/07/2018	Quarterly Cashflow Report	0.031	▼	3.1%	0.032	▲	3.2%
31/07/2018	Quarterly Activities Report	0.031	▼	3.1%	0.032	▲	3.2%
12/07/2018	Fast tracking the Superior Lake Project Re-start Plan	0.039	▲	2.6%	0.034	▼	12.8%
03/07/2018	Maiden High Grade JORC (2012) Compliant Resource	0.050	▲	56.3%	0.042	▼	16.0%
07/06/2018	Response to ASX Query	0.035	►	0.0%	0.033	▼	5.7%
06/06/2018	Trading Halt	0.035	▲	2.9%	0.032	▼	8.6%
10/05/2018	Commencement of Engineering Study - Superior Lake Project	0.029	►	0.0%	0.030	▲	3.4%

Source: Bloomberg

On 10 May 2018, Superior Lake announced it had commenced the Stage 1 preliminary study for the re-development of the Superior Lake Project. The Company had completed the process for appointment of an engineering provider, finalised the scope of the work, and started a review of the permitting and licensing requirements. The Superior Lake share price closed unchanged at \$0.029 on the date of the announcement, before increasing 3.4% over the subsequent three-day trading period to close at \$0.030.

On 6 June 2018, the Company announced that its securities would be placed in a trading halt. On the date of the announcement, the share price increased by 2.9% to close at \$0.035 before decreasing 8.6% over the subsequent three-day trading period to close at \$0.032.

On 3 July 2018, Superior Lake announced the Maiden JORC (2012) resource for the Superior Lake Project. The announcement disclosed that the resource had over 90% in the Indicated Mineral Resource category, which would result in an acceleration of the re-start study. On the date of the announcement, the share price of Superior Lake increased by 56.3% to close at \$0.050, before decreasing 16.0% over the subsequent three-day trading period to close at \$0.042.

On 12 July 2018, the Company announced it had fast tracked the re-start study, following the completion of its maiden JORC resource and review of historical information. On the date of the announcement, the share price of Superior Lake increased by 2.6% to close at \$0.039, before declining by 12.8% over the subsequent three-day trading period.

On 31 July 2018, the following announcements were made:

- Superior Lake released its Quarterly Activities Report. The report highlighted developments during the quarter, including the completion of the Maiden JORC resource (2012), the fast tracking of the re-start study and field works undertaken during the June quarter; and
- the Company released its Quarterly Cashflow Report. The Company had cash and cash equivalents at the end of the quarter totalling \$1.30 million.

On the date of the aforementioned announcements, the share price decreased by 3.1% to close at \$0.031, before increasing 3.2% over the following three-day trading period to close at \$0.032.

On 24 August 2018, Superior Lake announced a placement of 142,857,143 ordinary shares to raise a total of \$5.0 million at \$0.035 per share (including costs). Funds were to be used to advance the Superior Lake Project's Feasibility Study. On the date of the announcement, the share price of Superior Lake increased by 21.2% to close at \$0.040 before increasing a further 10.0% over the subsequent three-day trading period to close at \$0.044.

On 31 August 2018, the Company released a cleansing prospectus for the offer of up to 1,000 shares in the capital of the Company at an issue price of \$0.035 per share to raise up to \$35. On the date of the announcement, the share price of Superior Lake decreased by 6.4% increasing 4.5% over the following three-day trading period to close at \$0.046.

On 26 September 2018, Superior Lake announced that its Brownfields Exploration Program had defined near-mine exploration target of between 2.1 to 5.2 million tonnes at a grade ranging between 13.3% to 15.4% Zn in relation to the Superior Lake Project. On the date of the announcement, the Company's share price increased by 2.3% to close at \$0.044 before increasing a further 9.1% over the following three-day trading period to close at \$0.048.

On 10 October 2018, the Company announced the Study concluded low estimated operating and capital costs, in addition to a forecasted project mine life of 6.5 years producing approximately 46,000tpa based on greater than 95% indicated resource. On the date of the announcement, the share price of Superior Lake declined 4.2% to close at \$0.046, before increasing 6.5% to close at \$0.049 over the following three-day trading period.

On 29 October 2018, the following announcements were made:

- Superior Lake released its Quarterly Activities Report. The report highlighted the Study confirmed the Superior Lake Project as low cost, funding had been secured to complete the Superior Lake Project Definitive Feasibility Study, and brownfield exploration study defined a near-mine exploration target; and
- the Company released its Quarterly Cashflow Report. The Company had cash and cash equivalents at the end of the quarter totalling \$5.2 million.

On the date of the aforementioned announcements, the share price decreased by 2.4% to close at \$0.041, with no change in the closing share price over the subsequent three-day trading period.

On 7 November 2018, Superior Lake announced exploration drilling had commenced at Superior Lake, targeting the Mid-Pick zone at the Pick Lake deposit. On the date of the announcement, there was no change in the share price of Superior Lake, before a decline of 4.8% over the subsequent three-day trading period to close at \$0.040.

On 25 January 2019, the following announcements were made:

- Superior Lake released its Quarterly Activities Report. The report highlighted the first integrated exploration program in 20 years had been completed at the Superior Lake Project, and key consultants and contractors had been selected to undertake a DFS; and
- the Company released its Quarterly Cashflow Report. The Company had cash and cash equivalents at the end of the quarter totalling \$4.23 million.

On the date of the aforementioned announcements, there was no change in the share price to close at \$0.027, as well as the subsequent three-day trading period.

On 30 January 2019, the Company announced seven high-priority, near-mine exploration targets at the Superior Lake Project had been identified. On the date of the announcement, the share price increased 3.7% to close at \$0.028, before declining 3.6% over the subsequent three-day trading period to close at \$0.027.

On 7 March 2019, Superior Lake announced an inaugural drilling campaign delivered a 10% increase in the JORC resource (2012) at the Superior Lake Project. On the date of the announcement, there was no change in the share price, which closed at \$0.026.

On 20 March 2019, the Company announced the identification of a large mineralised conductive anomaly adjacent to the Winston Lake deposit and existing infrastructure. On the date of the announcement, the share price increased by 7.4% to close at \$0.029, before declining 10.3% to close at \$0.026.

On 28 March 2019, the Company announced the identification of two further mineralised conductive anomalies through the Brownfields Exploration Program at the Superior Lake Project. On the date of the announcement, there was no change in the share price, which closed at \$0.025, before declining 8.0% to close at \$0.023.

On 17 April 2019, the following announcements were made:

- Superior Lake released its Quarterly Activities Report. The report highlighted the Maiden JORC resource (2012) at the Superior Lake Project grew by 10% to 2.35Mt at 17.7% Zn, and multiple anomalies were identified through the Brownfields Exploration Program; and
- the Company released its Quarterly Cashflow Report. The Company had cash and cash equivalents at the end of the quarter totalling \$2.64 million.

On the date of the aforementioned announcements, there was no change in the share price, which closed at \$0.022, before decreasing 9.1% over the following three-day trading period to close at \$0.020.

To provide further analysis of the market prices for a Superior Lake share, we have also considered the weighted average market price for 10, 30, 60 and 90 day periods to 30 April 2019.

Share Price per unit	30-Apr-19	10 Days	30 Days	60 Days	90 Days
Closing price	\$0.023				
VWAP		\$0.021	\$0.025	\$0.024	\$0.025

Source: Bloomberg, BDO analysis

The above weighted average prices are prior to the date of the announcement of the Proposed Transaction, to avoid the influence of any increase in price of Superior Lake shares that has occurred after the Proposed Transaction was announced.

An analysis of the volume of trading in Superior Lake shares for the twelve months to 30 April 2019 is set out below:

Trading days	Share price low	Share price high	Cumulative volume traded	As a % of Issued capital
1 Day	\$0.023	\$0.023	100,000	0.01%
10 Days	\$0.020	\$0.023	867,935	0.10%
30 Days	\$0.020	\$0.030	9,854,992	1.14%
60 Days	\$0.020	\$0.030	28,681,060	3.31%
90 Days	\$0.020	\$0.036	37,133,602	4.29%
180 Days	\$0.020	\$0.053	179,801,572	20.78%
1 Year	\$0.020	\$0.055	516,572,679	59.69%

Source: Bloomberg, BDO analysis

This table indicates that Superior Lake's shares display a low level of liquidity, with 0.10% of its issued capital traded over the ten trading day period prior to the announcement of the Proposed Transaction. RG 111.69 states that for the quoted market price methodology to be an appropriate methodology there needs to be a 'liquid and active' market in the shares and allowing for the fact that the quoted price may not reflect their value should 100% of the securities not be available for sale. We consider the following characteristics to be representative of a liquid and active market:

- Regular trading in a company's securities;
- Approximately 1% of a company's securities are traded on a weekly basis;
- The spread of a company's shares must not be so great that a single minority trade can significantly affect the market capitalisation of a company; and
- There are no significant but unexplained movements in share price.

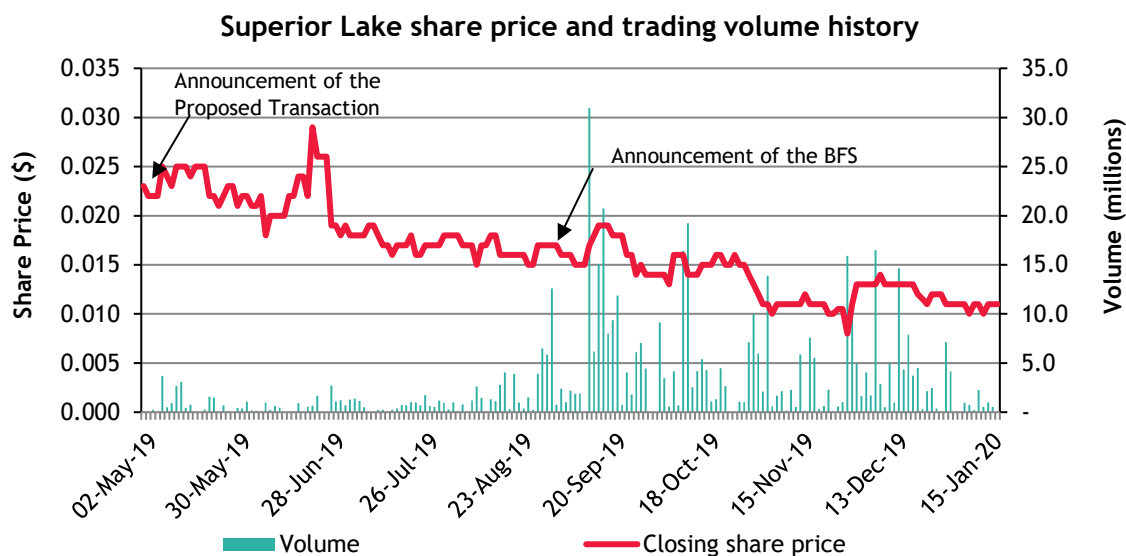
A company's shares should meet all of the above criteria to be considered 'liquid and active', however, failure of a company's securities to exhibit all of the above characteristics does not necessarily mean that the value of its shares cannot be considered relevant.

In the case of Superior Lake, we consider the shares to display a low level of liquidity, on the basis that less than 1% of securities has been traded weekly on average over the six months prior to the announcement.

Our assessment of the range of values for Superior Lake shares based on pre-announcement pricing, is between \$0.020 and \$0.025. Our usual approach is to exclude post-announcement pricing in order to remove the effects of the proposed transaction on the share price, however in this case we have also considered the post-announcement pricing in our assessment of the quoted market price value of a Superior Lake share for the following reasons:

- A considerable amount of time has elapsed since the Proposed Transaction was announced, therefore the impact of the Proposed Transaction on the share price is significantly diminished;
- A number of significant announcements have been made by the Company since the Proposed Transaction was announced.

We have analysed movements in Superior Lake's share price since the Proposed Transaction was announced up to 15 January 2020. A graph of the Company's share price and trade volume following the announcement of the Proposed Transaction is set out below.



Source: Bloomberg

Over the period following the announcement of the Proposed Transaction, the Company has made several announcements, as outlined below.

On 26 June 2019, Superior Lake announced a placement of 216,363,122 fully paid ordinary shares at \$0.0175 per share to raise \$3.78 million. Proceeds from the placement were used toward advancement of the Superior Lake Project. On the date of the announcement, the share price closed at \$0.019, a decrease of 26.9% from the previous close of \$0.026. The share price closed at that price three trading days after the announcement.

On 5 July 2019, the Company announced it was nearing finalisation of the BFS, due to be completed in Q3 of 2019, and the zinc and copper concentrates expected to be produced at the Project had generated strong interest from global metal traders. On the date of the announcement, the share price closed at \$0.018, unchanged from the previous close and remained at that price over the next three trading days.

On 25 July 2017, Superior Lake announced it had commenced a drill program at the Project, targeting three major near mine geophysical anomalies. On the date of the announcement, the share price closed at \$0.017, unchanged from the previous close. Over the next three trading days, the share price increased slightly to \$0.018.

On 31 July 2019, the Company released its Quarterly Activities Report in addition to its Quarterly Cashflow Report. The Quarterly Activities Report highlighted significant progress had been made on the BFS, commencement of a drill program and \$3.78 million raised through a placement. The Quarterly Cashflow Report detailed estimated cash outflows for the following quarter of \$1.82 million. On the date of the announcement, the share price closed at \$0.018, unchanged from the previous close. Three trading days later the share price was down slightly to \$0.017.

On 27 August 2019, Superior Lake announced it had received non-binding indicative proposals from global banks and resource funds for the development of the Superior Lake Project. On the date of the announcement, the share price closed at \$0.017, an increase of 13.3% on the previous close of \$0.015. The share price remained at that level over the subsequent three trading days.

On 28 August 2019, Superior Lake announced its maiden ore reserve estimate for the Superior Lake Project of 1.96 million tonnes at 13.9% Zn, 0.6% Cu, 0.2g/t Au and 26.2/t Ag. On this date, the Company also announced the results of its BFS, that found a life of mine of 9 years, initial capital expenditure of \$106 million and annual production of 38ktpa contained zinc and 1.4ktpa contained copper for the Superior Lake Project. On the date of the announcement, the share price closed at \$0.017, unchanged from the previous close, where it remained at over the subsequent three trading days.

On 12 September 2019, Superior Lake announced that it expected to commence drilling and a DHTM program shortly at the Project, with both expected to be completed in October 2019 and November 2019, respectively. Superior Lake's share price rose 5.9% on the day from \$0.017 to \$0.018, and increased a further 5.9% to \$0.019 over the next three trading days.

On 19 September 2019, Superior Lake announced that the drilling and DHTM program had both commenced at the Superior Lake Project. The Company's share price closed unchanged on the day at \$0.018.

On 1 October 2019, Superior Lake released an announcement in which it addressed newspaper reports published in the West Australian newspaper, regarding an offtake agreement for the Superior Lake Project. In the announcement, the Company confirmed that while it continues to hold discussions with certain parties, no agreement or formal offer has been received. The Company's share price closed unchanged on the date of the announcement at \$0.014, before decreasing by 7.1% over the subsequent three day trading period to close at \$0.013.

On 9 October 2019, the Company released an update on the DHTM program, in which it reported that the first down hole had confirmed that the North Pick Target is related to a conductive body. On the date of the announcement the share price closed unchanged at \$0.016 before decreasing by 12.5% over the subsequent three day trading period to close at \$0.014.

On 22 October 2019, the Company released a further update of the DHTM program, in which it reported that the second down hole, had successfully identified a new conductive body. On the date of the announcement the share price decreased 6.3% to close at \$0.015.

On 29 October 2019, the Company announced the completion of the DHTM program, and noted that four conductive bodies were identified, and further analysis on core samples would be undertaken. On the date of the announcement, the share price decreased by 6.7% to close at \$0.014, before decreasing by a further 21.4% over the subsequent three day trading period to close at \$0.011.

On 31 October 2019, the Company released its September quarterly activities report, in which it highlighted key activities undertaken during the quarter including the completion of the BFS, continued project financing discussions, and indicative offtake proposals. On the date of the announcement the share price decreased by 7.7% to close at \$0.012, before decreasing by a further 16.7% over the subsequent three day trading period to close at \$0.010.

On 13 November 2019, the Company announced that the Chief Executive Officer would be leaving the Company. On the date of the announcement the share price closed unchanged at \$0.011.

On 26 November 2019, the Company announced that assay results from the drilling program confirmed that zinc mineralisation was intercepted. On the date of the announcement the share price closed unchanged, at \$0.011, before increasing by 23.8% over the subsequent three day trading period to close at \$0.013.

To provide further analysis of the market prices for a Superior Lake share following the announcement of the Proposed Transaction, we have also considered the weighted average market price for 10, 30, 60 and 90 day periods to 15 January 2020.

Share Price per unit	15-Jan-20	10 Days	30 Days	60 Days	90 Days
Closing price	\$0.011				
VWAP		\$0.011	\$0.012	\$0.012	\$0.014

Source: Bloomberg, BDO analysis

The table below shows the quoted market prices based on pre and post announcement pricing. On the basis of this analysis we have assessed the quoted market price valuation to be between \$0.016 and \$0.020 per share.

	Low \$	Preferred \$	High \$
Quoted market price based on pre-announcement pricing	0.020	0.023	0.025
Quoted market price based on post-announcement pricing	0.011	0.012	0.014
Assessed quoted market price	0.016	0.018	0.020

Source: BDO analysis

9.4 Conclusion on the valuation of Superior Lake prior to the Proposed Transaction

The results of the valuations performed are summarised in the table below on a per share basis:

	Low \$	Preferred \$	High \$
Sum-of-parts valuation (Section 9.1)	0.009	0.011	0.016
Quoted market price valuation (Section 9.3)	0.016	0.018	0.020

Source: BDO analysis

We consider the sum-of-parts approach to be the most appropriate methodology to value Superior Lake as it includes a DCF valuation which is premised on assumptions provided by the Company which have been assessed for reasonableness by VARM and by us, and adjusted where necessary. Therefore, we consider the value of a Superior Lake share prior to the Proposed Transaction to be between \$0.009 and \$0.016, with a preferred value of \$0.011.

We note that the value of a Superior Lake share derived from the QMP approach is higher than our sum-of-parts value for the following reasons:

- A significant component of our sum-of-parts value lies in our DCF valuation. Our DCF valuation is based on our view of economic assumptions including (but not limited to) exchange rates, forecast commodity prices, discount rates, as well as VARM's views on the technical assumptions underpinning the DCF. The market may be based on more optimistic views of these assumptions.
- The market may not have fully accounted for the potential capital raising required to fund the Project. We note that the amount required to be raised is significantly higher than the Company's

market capitalisation. Market participants may be more optimistic in their assumptions regarding the quantum of the raise required and/or the discount at which Superior Lake would be required to issue its shares at.

- QMP may include any blue sky value of Superior Lake's other mineral assets outside of the Project. We have commissioned VARM to provide a valuation of Superior Lake's other mineral assets as an independent technical specialist. We have instructed VARM to prepare their Independent Technical Assessment and Valuation Report in compliance with the VALMIN Code and other industry guidelines, whilst also adhering to guidance provided by ASIC's Regulatory Guides. Market participants are not governed by these industry codes and therefore may be basing their valuations on more optimistic assumptions.
- The values arising from our analysis of post-announcement pricing are more consistent with our sum of the parts value. This may be because it is based on more up to date Company and market information.

10. Valuation of Superior Lake following the Proposed Transaction

The value of a share in Superior Lake following the Proposed Transaction is calculated on a sum-of-parts basis as set out below. Following the Proposed Transaction, Superior Lake will hold up to an 87.5% interest in Ophiolite. Consequently, the Company will need to bear a proportionally larger share of the funding and issue a greater number of shares. Our analysis below assumes Superior Lake acquires an 87.5% interest in Ophiolite. A summary of the valuation following the Proposed Transaction under the other Ophiolite ownership scenarios is provided in Section 11.

We note that apart from the cash received through the debt funding and notional equity raise, and the total number of shares on issue following the Proposed Transaction, the valuation of the other components reference Section 9 above as they are simply adjusted proportionally based on an 87.5% interest instead of a 70% interest.

	Note	Low value \$'000	Preferred value \$'000	High value \$'000
DCF Value of Superior Lake's 87.5% interest in Pick Lake	9.1.1	15,800	21,600	33,300
Superior Lake's 87.5% interest in the other mineral assets not included in the Adjusted Model	9.1.2	2,030	3,596	5,066
Cash raised through debt funding	10.1	75,700	75,700	75,700
Superior Lake's assumed debt liability for financing Pick Lake	10.1	(75,700)	(75,700)	(75,700)
Cash received through notional equity raise	10.1	57,100	57,100	57,100
Cash received from the issue of Davey Placement Shares	9.1.5	200	200	200
Value of Superior's other assets and liabilities	9.1.6	921	921	921
Total value of Superior Lake after the Proposed Transaction (control basis)		76,051	83,417	96,587
Minority Discount	9.2	29%	26%	23%
Total value of Superior Lake after the Proposed Transaction (minority basis)		53,996	61,729	74,372
Number of shares outstanding after the Proposed Transaction and accounting for the notional equity raise	10.2	6,067,693,650	5,367,938,750	4,668,183,850
Value per share (\$)		0.009	0.011	0.016

We have assessed the value of a Superior Lake share following the Proposed Transaction to be in the range of \$0.009 and \$0.016, with a preferred value of \$0.011. As detailed in Section 9.3, our assessment of the post-announcement QMP is between \$0.011 and \$0.014, which broadly supports the range of values derived from the Sum-of-Parts approach.

10.1 Cash received through debt funding and notional equity raise

As we have done in Sections 9.1.3 and 9.1.4, we determine the debt and equity funding requirements for Superior Lake following the Proposed Transaction when it has an 87.5% interest in Pick Lake.

With an 87.5% interest in Pick Lake, Superior Lake is expected to be able to obtain debt funding of approximately \$75.7 million. This is based on the Company being able to obtain debt of US\$60 million (approximately \$86.5 million) assuming it held 100% of Pick Lake, as detailed in Section 9.1.3. Therefore, our assessment of the remaining equity funding is set out below.

Project financing required	A\$ million
Total funding required (100% basis)	148.4
Interest in Pick Lake	87.5%
Total funding required by Superior Lake	129.9
Indicative debt financing available	75.7
Remaining equity funding required by Superior Lake	54.2

Source: BDO analysis

Including a 5% placement fee, this results in a total equity placement of \$57.1 million as detailed below.

Cash raised through notional equity raising	A\$ million
Total equity required (A\$m)	54.2
Placement fee (A\$m)	2.9
Total equity required inclusive of 5% placement fee (A\$m)	57.1

Source: Bloomberg and BDO analysis

Therefore, the cash raised through debt financing and the notional equity raise is approximately \$75.7 million and \$57.1 million, respectively. This results in a debt to equity ratio for the Company that is marginally lower than what was calculated in Section 9.1.4.

Debt to equity ratio	A\$ million
Total project funding required	129.9
Debt funding (based on indicative terms)	75.7
Off-take agreement assumed	28.8
Total debt items (a)	104.5
Book value of equity at 31 December 2019	2.3
Notional equity raise (to fund remainder)	54.2
Total equity items (b)	56.5
Debt/Equity (a/b)	185%

Source: BDO analysis

We have assessed the impact of the different funding structure between our valuations prior to and following the Proposed Transaction and as detailed in Appendix 4, our rounded discount rate remains unchanged at 12%.

10.2 Number of shares outstanding following the Proposed Transaction

Following the Proposed Transaction, Superior Lake's number of shares outstanding will increase to account for the Consideration Shares issued as well as its share of the notional capital raise for Pick Lake.

Based on its share of the equity raise, the number of shares it will be required to issue as part of the equity raise is set out below.

Number of shares issued under notional equity raise	Low	High
Equity funding required (\$ million)	57.1	57.1
Quoted market price (minority, per share)	0.016	0.020
Assessed placement discount	25%	15%
Price of capital raising (per share)	0.012	0.017
Number of shares issued under notional equity raise	4,758,333,300	3,358,823,500

Source: BDO analysis

Therefore, the total number of shares on issue following the Proposed Transaction is calculated per the below table.

Number of shares on issue following the Proposed Transaction	Low value	Preferred value	High value
Number of shares prior to the Proposed Transaction	1,081,815,614	1,081,815,614	1,081,815,614
Number of Consideration Shares issued	216,116,165	216,116,165	216,116,165
Number of shares issued through equity placement	4,758,333,300	4,058,578,400	3,358,823,500
Number of Davey Placement Shares issued	11,428,571	11,428,571	11,428,571
Number of shares on issue after the Proposed Transaction and accounting for the notional equity raise	6,067,693,650	5,367,938,750	4,668,183,850

Source: BDO analysis

11. Is the Proposed Transaction fair?

The value of a share in Superior Lake prior to the Proposed Transaction and the value of a share in Superior Lake following the Proposed Transaction, assuming Superior Lake acquires 87.5% of Ophiolite, is compared below:

	Ref	Low \$	Preferred \$	High \$
Value of a share in Superior Lake prior to the Proposed Transaction (minority basis)	9.1	0.009	0.011	0.016
Value of a share in Superior Lake following the Proposed Transaction (minority basis)	10	0.009	0.011	0.016

We note from the table above that the value range of a share in Superior Lake prior to the Proposed Transaction is equal to the value range of a Superior Lake share following the Proposed Transaction. The Proposed Transaction is considered fair if the value following the Proposed Transaction is greater than or

equal to the value prior to the Proposed Transaction. Therefore we consider that, assuming Superior Lake acquires 87.5% of Ophiolite, the Proposed Transaction is fair for Shareholders.

In addition, we have given consideration to the various scenarios whereby Superior Lake acquires a 77.5% or 80% interest in Ophiolite. Under each of those scenarios, the value per share following the Proposed Transaction is compared to the value per share prior to the Proposed Transaction (both on a minority basis and accounting for a notional equity raise) as set out below.

Per share value under different ownership scenarios	Low \$ per share	Preferred \$ per share	High \$ per share
Value per share prior to the Proposed Transaction (minority basis)	0.009	0.011	0.016
Value per share following the Proposed Transaction (minority basis) assuming:			
Superior Lake acquires a 77.5% interest in Ophiolite	0.009	0.011	0.016
Superior Lake acquires a 80% interest in Ophiolite	0.009	0.011	0.016

Source: BDO analysis

As summarised above, the value per share following the Proposed Transaction is equal to the value per share prior to the Proposed Transaction under each of the various ownership scenarios.

Therefore, we consider the Proposed Transaction to be fair for Shareholders.

12. Is the Proposed Transaction reasonable?

12.1 Alternative Proposal

We are unaware of any alternative proposal that might offer the Shareholders of Superior Lake a premium over the value resulting from the Proposed Transaction.

12.2 Advantages of Approving the Proposed Transaction

We have considered the following advantages when assessing whether the Proposed Transaction is reasonable.

Advantage	Description
The Proposed Transaction is fair	As set out in Section 11, the Proposed Transaction is fair. RG 111 states that an offer is reasonable if it is fair.
The Proposed Transaction is structured such that the Company can increase its interest in the Superior Lake Project without depleting its existing cash reserves	The Proposed Transaction does not deplete the Company's existing cash reserves as the consideration payable by the Company is in the form of Superior Lake shares. This allows the Company to increase its interest in the Superior Lake Project whilst retaining cash to use in development activities associated with the Superior Lake Project and for general working capital.
Improved ability to raise capital	As a result of the Company increasing its interest in its major project from 70% up to a maximum of 87.5%, it may improve the

Advantage	Description
	Company's ability to raise capital, through improving the attractiveness of the Company to potential financiers. This may result in the Company being able to attract a higher proportion of debt funding going forward. Alternatively, if it raises equity finance, it may be able to raise at a lower discount to the market price at the time. If either of these scenarios eventuate, it will result in reduced dilution for future capital raisings. If the Company is able to reduce the dilution impact of future capital raisings, it will allow Shareholders to participate at a higher level in the potential upside of the Company's projects, should it materialise.

12.3 Disadvantages of Approving the Proposed Transaction

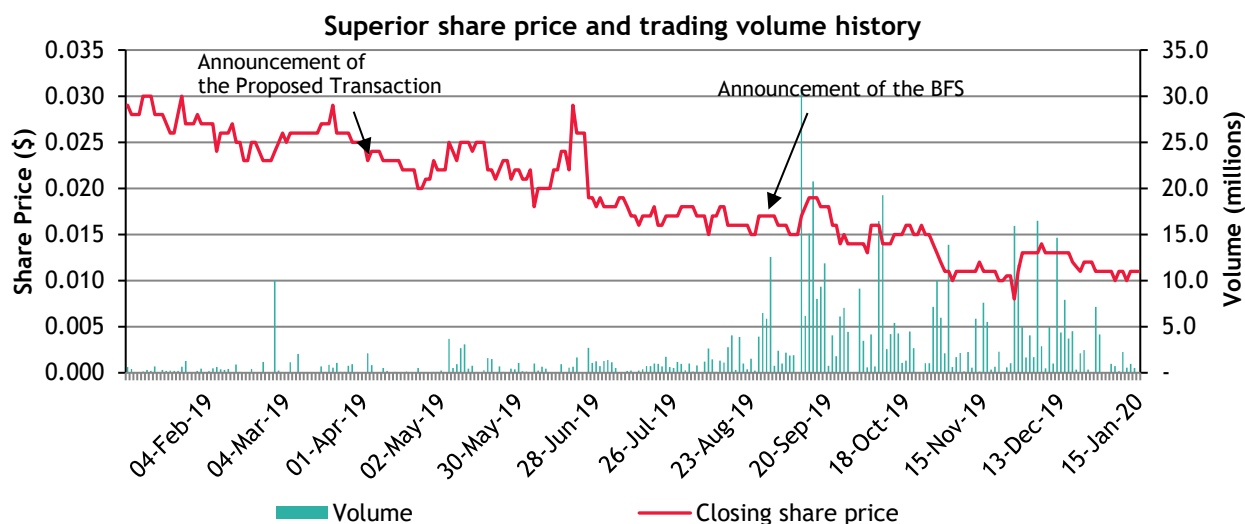
If the Proposed Transaction is approved, in our opinion, the potential disadvantage to Shareholders is set out in the table below:

Disadvantage	Description
Dilution of existing Shareholders' interests	If the Proposed Transaction is approved, depending on the resolutions which are approved, existing Shareholders (excluding Davey Entities and Sonja Heath) will be diluted from collectively holding 82.2% of the Company's issued capital, to holding as low as 67.9% of the Company's issued capital. The extent of dilution as a result of the acquisition of 7.5% and 10% of Ophiolite is detailed in Section 4 of our Report.

12.4 Other considerations

Consequences of not approving the Proposed Transaction

We have analysed movements in Superior Lake's share price since the Proposed Transaction was announced to 15 January 2020. A graph of Superior Lake's share price since the announcement is set out below.



Source: Bloomberg

The closing price of a Superior Lake share from 3 January 2019 to 15 January 2020 has ranged from a low of \$0.008 on 27 November 2019 to a high of \$0.030 on various dates in January 2019. The Proposed Transaction was announced on 1 May 2019. On the date of the announcement, the share price closed at \$0.022, down from a closing price of \$0.023 on the previous trading day. Over the period from 2 May 2019 (the next trading day following the announcement of the Proposed Transaction) to 15 January 2020, the Company's share price has ranged from a low of \$0.008 to a high of \$0.029.

Over this period, the Company's share price has been in a declining trend. However we also note that the Company has made several announcements since. On 20 June 2019, the Company announced advancement of permitting and approvals for the Superior Lake Project, and subsequently the share price increased to close at \$0.029, an increase of 31.8% from the previous close of \$0.022. However, on 26 June 2019 the Company completed a placement to raise \$3.78 million at \$0.0175 per share and the share price decreased to close at \$0.019, down 26.9% from the previous trading day's close of \$0.026. Following that, on 27 August 2019, the Company announced it had received indicative project finance proposals for the Superior Lake Project. On the day of the announcement, Superior Lake's share price rose 13.3% to \$0.017. The BFS was also announced on 28 August 2019 although the price of a Superior Lake share remained unchanged on the day. In November 2019, the Company also provided results from its DHTEM program, and in December 2019 it provided an update on the planned optimisation study for the Superior Lake Project.

Given the number of announcements made following the announcement of the Proposed Transaction and the volatility of the zinc price, it is unlikely that the post-announcement share price volatility can be attributed to the market's reaction to the Proposed Transaction.

13. Conclusion

We have considered the terms of the Proposed Transaction as outlined in the body of this report and have concluded that the Proposed Transaction is fair and reasonable to Shareholders.

We consider the Proposed Transaction to be fair because the value of a Superior Lake share following the Proposed Transaction is equal to the value of a Superior Lake share prior to the Proposed Transaction.

14. Sources of information

This report has been based on the following information:

- Draft Notice of General Meeting and Explanatory Statement on or about the date of this report;
- Financial statements of Superior Lake for the years ended 31 December 2018 (audited) and 30 June 2019 (reviewed);
- Management accounts for the period ended 31 December 2019;
- Independent Valuation Report of Superior Lake mineral assets performed by VARM;
- Winston Lake Option Agreement;
- Pick Lake Option Agreement;
- Winston Lake Mine Site 2018 Closure Plan Amendment;
- Incorporated Joint Venture Agreement - Pick Lake Project;
- Share registry information of Superior Lake;
- Bloomberg;
- Consensus Economics;
- U.S. Geological Survey;
- S&P Capital IQ;
- Reserve Bank of Australia website;
- Bank of Canada website; and
- Discussions with Directors and Management of Superior Lake.

15. Independence

BDO Corporate Finance (WA) Pty Ltd is entitled to receive a fee of \$105,000 (excluding GST and reimbursement of out of pocket expenses). The fee is not contingent on the conclusion, content or future use of this Report. Except for this fee, BDO Corporate Finance (WA) Pty Ltd has not received and will not receive any pecuniary or other benefit whether direct or indirect in connection with the preparation of this report.

BDO Corporate Finance (WA) Pty Ltd has been indemnified by Superior Lake in respect of any claim arising from BDO Corporate Finance (WA) Pty Ltd's reliance on information provided by Superior Lake, including the non-provision of material information, in relation to the preparation of this report.

Prior to accepting this engagement BDO Corporate Finance (WA) Pty Ltd has considered its independence with respect to Superior Lake and Ophiolite any of their respective associates with reference to ASIC Regulatory Guide 112 'Independence of Experts'. In BDO Corporate Finance (WA) Pty Ltd's opinion it is independent of Superior Lake and Ophiolite and their respective associates.

Neither the two signatories to this report nor BDO Corporate Finance (WA) Pty Ltd, have had within the past two years any professional relationship with Superior Lake, or their associates, other than in connection with the preparation of this report.

A draft of this report was provided to Superior Lake and its advisors for confirmation of the factual accuracy of its contents. No significant changes were made to this report as a result of this review.

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16. Qualifications

BDO Corporate Finance (WA) Pty Ltd has extensive experience in the provision of corporate finance advice, particularly in respect of takeovers, mergers and acquisitions.

BDO Corporate Finance (WA) Pty Ltd holds an Australian Financial Services Licence issued by the Australian Securities and Investment Commission for giving expert reports pursuant to the Listing rules of the ASX and the Corporations Act.

The persons specifically involved in preparing and reviewing this report were Sherif Andrawes and Adam Myers of BDO Corporate Finance (WA) Pty Ltd. They have significant experience in the preparation of independent expert reports, valuations and mergers and acquisitions advice across a wide range of industries in Australia and were supported by other BDO staff.

Sherif Andrawes is a Fellow of the Institute of Chartered Accountants in England & Wales and a Fellow of Chartered Accountants Australia & New Zealand. He has over 30 years' experience working in the audit and corporate finance fields with BDO and its predecessor firms in London and Perth. He has been responsible for over 300 public company independent expert's reports under the Corporations Act or ASX Listing Rules and is a CA BV Specialist. These experts' reports cover a wide range of industries in Australia with a focus on companies in the natural resources sector. Sherif Andrawes is the Corporate Finance Practice Group Leader of BDO in Western Australia, the Global Natural Resources Leader for BDO and a former Chairman of BDO in Western Australia.

Adam Myers is a member of the Australian Institute of Chartered Accountants. Adam's career spans 20 years in the Audit and Assurance and Corporate Finance areas. Adam is a CA BV Specialist and has considerable experience in the preparation of independent expert reports and valuations in general for companies in a wide number of industry sectors.

17. Disclaimers and consents

This report has been prepared at the request of Superior Lake for inclusion in the Explanatory Memorandum, which will be sent to all Superior Lake Shareholders. Superior Lake engaged BDO Corporate Finance (WA) Pty Ltd to prepare an independent expert's report to consider the proposed acquisition of shares in Ophiolite from parties related to Superior Lake.

BDO Corporate Finance (WA) Pty Ltd hereby consents to this report accompanying the above Explanatory Memorandum. Apart from such use, 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, statement or letter without the prior written consent of BDO Corporate Finance (WA) Pty Ltd.

BDO Corporate Finance (WA) Pty Ltd takes no responsibility for the contents of the Explanatory Memorandum other than this report.

We have no reason to believe that any of the information or explanations supplied to us are false or that material information has been withheld. It is not the role of BDO Corporate Finance (WA) Pty Ltd acting as an independent expert to perform any due diligence procedures on behalf of the Company. The Directors of the Company are responsible for conducting appropriate due diligence in relation to Ophiolite. BDO Corporate Finance (WA) Pty Ltd provides no warranty as to the adequacy, effectiveness or completeness of the due diligence process.

The opinion of BDO Corporate Finance (WA) Pty Ltd is based on the market, economic and other conditions prevailing at the date of this report. Such conditions can change significantly over short periods of time.

With respect to taxation implications it is recommended that individual Shareholders obtain their own taxation advice, in respect of the Proposed Transaction, tailored to their own particular circumstances. Furthermore, the advice provided in this report does not constitute legal or taxation advice to the Shareholders of Superior Lake or any other party.

BDO Corporate Finance (WA) Pty Ltd has also considered and relied upon independent valuations for mineral assets held by Superior Lake.

The valuer engaged for the mineral asset valuation, Valuation and Resource Management, possess the appropriate qualifications and experience in the industry to make such assessments. The approaches adopted and assumptions made in arriving at their valuation is appropriate for this report. We have received consent from the valuer for the use of their valuation report in the preparation of this report and to append a copy of their report to this report.

The statements and opinions included in this report are given in good faith and in the belief that they are not false, misleading or incomplete.

The terms of this engagement are such that BDO Corporate Finance (WA) Pty Ltd is required to provide a supplementary report if we become aware of a significant change affecting the information in this report arising between the date of this report and prior to the date of the meeting or during the offer period.

Yours faithfully

BDO CORPORATE FINANCE (WA) PTY LTD



Sherif Andrawes

Director



Adam Myers

Director

Appendix 1 - Glossary of Terms

Reference	Definition
The Act	The Corporations Act 2001 Cth
Adjusted Model	The BDO-adjusted cash flow model of the Superior Lake Project
AFCA	Australian Financial Complaints Authority
APES 225	Accounting Professional & Ethical Standards Board professional standard APES 225 'Valuation Services'
ASIC	Australian Securities and Investments Commission
ASX	Australian Securities Exchange
Athena	Athena Resources Limited
AUD, A\$ or \$	Australian Dollar
BDO	BDO Corporate Finance (WA) Pty Ltd
BFS	Bankable Feasibility Study
CAD or C\$	Canadian Dollar
CAPM	Capital asset pricing model
The Company	Superior Lake Resources Limited
Consideration Shares	Between 61,818,125, to 216,363,437 fully paid shares Superior Lake shares offered as consideration in the Proposed Transaction
Corporations Act	The Corporations Act 2001 Cth
Davey Entities	Entities controlled by Grant Davey
Davey Placement Shares	A placement of up to 11,428,571 shares at a price of \$0.0175 per share to raise \$200,000
DCF	Discounted Future Cash Flows
DHTEM	Down hole transient electromagnetic
EBIT	Earnings before interest and tax
EBITDA	Earnings before interest, tax, depreciation and amortisation

Reference	Definition
First Quantum	First Quantum Minerals Ltd
FME	Future Maintainable Earnings
FOS	Financial Ombudsman Service
FSG	Financial Services Guide
Independent Technical Assessment and Valuation Report	Independent specialist valuation report performed by VARM on Superior Lake's mineral assets
Inmet	Inmet Mining Corporation
IS 214	Information Sheet 214 Mining and Resources - Forward-looking statements
Ishine	Ishine International Resources Limited
JORC Code	The Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (2012 Edition)
Km	Kilometres
Km ²	Square kilometres
LME	London Metals Exchange
The Model	Cash flow model for Pick Lake provided by Super Lake management
Mt	Million tonnes
NAV	Net Asset Value
NoM	Notice of Meeting
NSR	Net Smelter Royalty
The Offer	494,545 Superior Lake shares for every one Ophiolite share
Ophiolite	Ophiolite Holdings Pty Ltd
Ophiolite Consultants	Ophiolite Consultants Pty Ltd
Orebot	Orebot Inc.
Orimco	Orimco Resource Investment Advisers

Reference	Definition
Ophiolite Minority Shareholders	Two minority shareholders of Ophiolite holding a combined 10% of Ophiolite
Ophiolite Selling Minority	Ophiolite minority shareholders selling up to 15% of holding in Ophiolite
Pick Lake	Pick Lake Zinc Project
The Project	Superior Lake Zinc Project
Proposed Transaction	Binding agreement to acquire up to an additional 17.5% interest in Ophiolite from the Ophiolite Selling Minority, which will increase interest to up to 87.5%
QMP	Quoted market price
RBA	Reserve Bank of Australia
Regulations	Corporations Act Regulations 2001 (Cth)
RG 74	Acquisitions approved by Members (December 2011)
RG 76	A related party transaction is any transaction through which a public company provides a financial benefit to a related party (such as a Director and their spouses, entities controlled by other related parties and entities that may become a related party)
RG 111	ASIC's Regulatory Guide: Content of expert reports (March 2011)
RG 112	ASIC's Regulatory Guide: Independence of experts (March 2011)
RG 170	ASIC's Regulatory Guide: 170 Prospective Financial Information
Our Report	This Independent Expert's Report prepared by BDO
Shareholders	Non-Associated shareholders of Superior Lake
Sonja Heath	Sonja Louise Newman Heath (and/or her nominees)
Sum-of-Parts	A combination of different methodologies used together to determine an overall value where separate assets and liabilities are valued using different methodologies
Superior Lake	Superior Lake Resources Limited
Superior Lake's other mineral assets	The mineral assets not included in the DCF valuation of Pick Lake which is to be valued by VARM
Superior Lake Project	Superior Lake Zinc Project

Reference	Definition
Superior Mining	Superior Mining Pty Limited
US	United States
USD or US\$	United States Dollar
U.S. Geological Survey	United States Geological Survey
Valmin Code	Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets (2015 Edition)
Valuation Engagement	An Engagement or Assignment to perform a Valuation and provide a Valuation Report where the Valuer is free to employ the Valuation Approaches, Valuation Methods, and Valuation Procedures that a reasonable and informed third party would perform taking into consideration all the specific facts and circumstances of the Engagement or Assignment available to the Valuer at that time.
VARM	Valuation and Resource Management Pty Ltd
VWAP	Volume Weighted Average Price
WACC	Weighted Average Cost of Capital
Winston Lake	Winston Lake Project
Winston Lake Option	Ophiolite holds an option agreement with First Quantum to acquire the Winston Lake property and leases

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The Directors

BDO Corporate Finance (WA) Pty Ltd

38 Station Street

SUBIACO, WA 6008

Australia

Appendix 2 - Valuation Methodologies

Methodologies commonly used for valuing assets and businesses are as follows:

1 *Net asset value ('NAV')*

Asset based methods estimate the market value of an entity's securities based on the realisable value of its identifiable net assets. Asset based methods include:

- Orderly realisation of assets method
- Liquidation of assets method
- Net assets on a going concern method

The orderly realisation of assets method estimates fair market value by determining the amount that would be distributed to entity holders, after payment of all liabilities including realisation costs and taxation charges that arise, assuming the entity is wound up in an orderly manner.

The liquidation method is similar to the orderly realisation of assets method except the liquidation method assumes the assets are sold in a shorter time frame. Since wind up or liquidation of the entity may not be contemplated, these methods in their strictest form may not be appropriate. The net assets on a going concern method estimates the market values of the net assets of an entity but does not take into account any realisation costs.

Net assets on a going concern basis are usually appropriate where the majority of assets consist of cash, passive investments or projects with a limited life. All assets and liabilities of the entity are valued at market value under this alternative and this combined market value forms the basis for the entity's valuation.

Often the FME and DCF methodologies are used in valuing assets forming part of the overall Net assets on a going concern basis. This is particularly so for exploration and mining companies where investments are in finite life producing assets or prospective exploration areas.

These asset based methods ignore the possibility that the entity's value could exceed the realisable value of its assets as they do not recognise the value of intangible assets such as management, intellectual property and goodwill. Asset based methods are appropriate when an entity is not making an adequate return on its assets, a significant proportion of the entity's assets are liquid or for asset holding companies.

2 *Quoted Market Price Basis ('QMP')*

A valuation approach that can be used in conjunction with (or as a replacement for) other valuation methods is the quoted market price of listed securities. Where there is a ready market for securities such as the ASX, through which shares are traded, recent prices at which shares are bought and sold can be taken as the market value per share. Such market value includes all factors and influences that impact upon the ASX. The use of ASX pricing is more relevant where a security displays regular high volume trading, creating a liquid and active market in that security.

3 *Capitalisation of future maintainable earnings ('FME')*

This method places a value on the business by estimating the likely FME, capitalised at an appropriate rate which reflects business outlook, business risk, investor expectations, future growth prospects and other entity specific factors. This approach relies on the availability and analysis of comparable market data.

The FME approach is the most commonly applied valuation technique and is particularly applicable to profitable businesses with relatively steady growth histories and forecasts, regular capital expenditure requirements and non-finite lives.

The FME used in the valuation can be based on net profit after tax or alternatives to this such as earnings before interest and tax ('EBIT') or earnings before interest, tax, depreciation and amortisation ('EBITDA'). The capitalisation rate or 'earnings multiple' is adjusted to reflect which base is being used for FME.

4 Discounted future cash flows ('DCF')

The DCF methodology is based on the generally accepted theory that the value of an asset or business depends on its future net cash flows, discounted to their present value at an appropriate discount rate (often called the weighted average cost of capital). This discount rate represents an opportunity cost of capital reflecting the expected rate of return which investors can obtain from investments having equivalent risks.

Considerable judgement is required to estimate the future cash flows which must be able to be reliably estimated for a sufficiently long period to make this valuation methodology appropriate.

A terminal value for the asset or business is calculated at the end of the future cash flow period and this is also discounted to its present value using the appropriate discount rate.

DCF valuations are particularly applicable to businesses with limited lives, experiencing growth, that are in a start-up phase, or experience irregular cash flows.

5 Market Based Assessment

The market based approach seeks to arrive at a value for a business by reference to comparable transactions involving the sale of similar businesses. This is based on the premise that companies with similar characteristics, such as operating in similar industries, command similar values. In performing this analysis it is important to acknowledge the differences between the comparable companies being analysed and the company that is being valued and then to reflect these differences in the valuation.

Appendix 3 - Corporate cost comparable companies

In determining the corporate costs for Superior Lake we have undertaken an analysis of comparable companies. The list of comparable companies contains ASX and TSX listed companies, with one major operating project. The descriptions of the comparable companies we selected are set out below:

Company name	Company description
PanTerra Gold Limited	PanTerra Gold Limited engages in the exploration, evaluation, and development of gold and silver properties in the Dominican Republic and Australia. It operates as a gold producer through its 100% interest in the Las Lagunas project that reprocesses gold/silver refractory tailings from the Pueblo Viejo mine located to the north of Santo Domingo, the Dominican Republic. The company is based in Bowral, Australia.
Hillgrove Resources Limited	Hillgrove Resources Limited operates as a mining company in Australia and Indonesia. The company explores for copper, gold, and silver deposits. The company produces copper from its flagship project the Kanmantoo Copper mine and associated regional exploration targets located in the Adelaide Hills region of South Australia. The company is based in Unley, Australia.
Millennium Minerals Limited	Millennium Minerals Limited explores for, develops, mines, and processes gold properties in Australia. The company produces gold from its 100% interest in the Nullagine gold project that covers an area of 276 square kilometres located in the East Pilbara of Western Australia. The company is based in Belmont, Australia.
Red River Resources Limited	Red River Resources Limited engages in the exploration and evaluation of mineral projects in Australia. It explores for zinc, copper, lead, gold, silver, and base metal deposits. The company has commenced production on the Thalanga zinc project, which is located in the southwest of Charters Towers in Northern Queensland. Red River Resources Limited was incorporated in 2002 and is based in Melbourne, Australia.
Blackham Resources Limited	Blackham Resources Limited explores for and produces gold in Australia. The company holds interest in the Matilda Gold project and the Wiluna Gold Plant located in Australia. Blackham Resources Limited is based in West Perth, Australia.
Aeris Resources Limited	Aeris Resources Limited, together with its subsidiaries, produces and sells copper, gold, and silver products. The company also produces copper ores from its flagship asset is the Tritton Copper Operations located in New South Wales. Aeris Resources Limited was incorporated in 2010 and is headquartered in Fortitude Valley, Australia.
Dacian Gold Limited	Dacian Gold Limited engages in the exploration, mining, and processing of gold properties in Australia. It primarily focuses on its 100% owned Mount Morgans Gold project located in Western Australia. The company was incorporated in 2011 and is based in Como, Australia.
Aurelia Metals Limited	Aurelia Metals Limited explores for and develops mineral properties in Australia. The company primarily explores for gold, silver, lead, zinc, and copper deposits. The company produces gold and base metals from its interest in the Hera project located to the south-east of Cobar in Central New South Wales; and the Peak gold mines situated near Cobar in Western New South Wales. Aurelia Metals Limited is headquartered in Orange, Australia.
Base Resources Limited	Base Resources Limited produces and sells mineral sands in Africa. The company produces mineral sands, such as rutile, ilmenite, and zircon. It primarily owns 100% interests in the Kwale Mineral Sands project located in Kenya. Base Resources Limited was incorporated in 2007 and is based in West Perth, Australia.

Company name	Company description
Copper Mountain Mining Corporation	Copper Mountain Mining Corporation operates as a mining company in Canada. The company explores for copper, gold, and silver deposits. The company produces copper, gold, and silver from its 75% interest in the Copper Mountain mine that comprise 135 crown granted mineral claims, 156 located mineral claims, 14 mining leases, and 12 fee simple properties covering an area of 6,702.1 hectares located to the south of Princeton, British Columbia. The company was founded in 2006 and is headquartered in Vancouver, Canada.
Imperial Metals Corporation	Imperial Metals Corporation acquires, explores, develops and produces base and precious metals in Canada. The company explores for gold, copper, silver, zinc, and lead. It owns and operates the Red Chris copper/gold mine, covering approximately 23,142 hectare; and the Mount Polley mine that covers approximately 20,113 hectares. The company was founded in 1959 and is based in Vancouver, Canada.

Source: S&P Capital IQ and BDO analysis

Appendix 4 - Discount Rate Assessment

Determining the correct discount rate, or cost of capital, for a business requires the identification and consideration of a number of factors that affect the returns and risks of a business, as well as the application of widely accepted methodologies for determining the returns of a business.

The discount rate applied to the forecast cash flows from a business represents the financial return that will be required before an investor would be prepared to acquire (or invest in) the business.

The capital asset pricing model ('CAPM') is commonly used in determining the market rates of return for equity type investments and project evaluations. In determining a business' weighted average cost of capital ('WACC') the CAPM results are combined with the cost of debt funding. WACC represents the return required on the project, whilst CAPM provides the required return on an equity investment.

In valuing Pick Lake, we consider the most appropriate discount rate to apply to the project's cash flows is the WACC, being the return required on the business. This is because we are assessing Superior Lake's interest in Pick Lake on a project level from which the cash flows are based on. As funding for Pick Lake is expected to be from a combination of debt and equity providers, the cash flows in the Adjusted Model are discounted at the WACC to reflect the return requirements of these providers of capital.

Cost of Equity and Capital Asset Pricing Model

CAPM is based on the theory that a rational investor would price an investment so that the expected return is equal to the risk free rate of return plus an appropriate premium for risk. CAPM assumes that there is a positive relationship between risk and return, that is, investors are risk averse and demand a higher return for accepting a higher level of risk.

CAPM calculates the cost of equity and is calculated as follows:

CAPM	
K_e	$= R_f + \beta \times (R_m - R_f) + \alpha$
Where:	
K_e	= expected equity investment return or cost of equity in nominal terms
R_f	= risk free rate of return
R_m	= expected market return
$R_m - R_f$	= market risk premium
β	= equity beta
α	= inherent risk adjustment

The individual components of CAPM are discussed below.

Risk Free Rate (R_f)

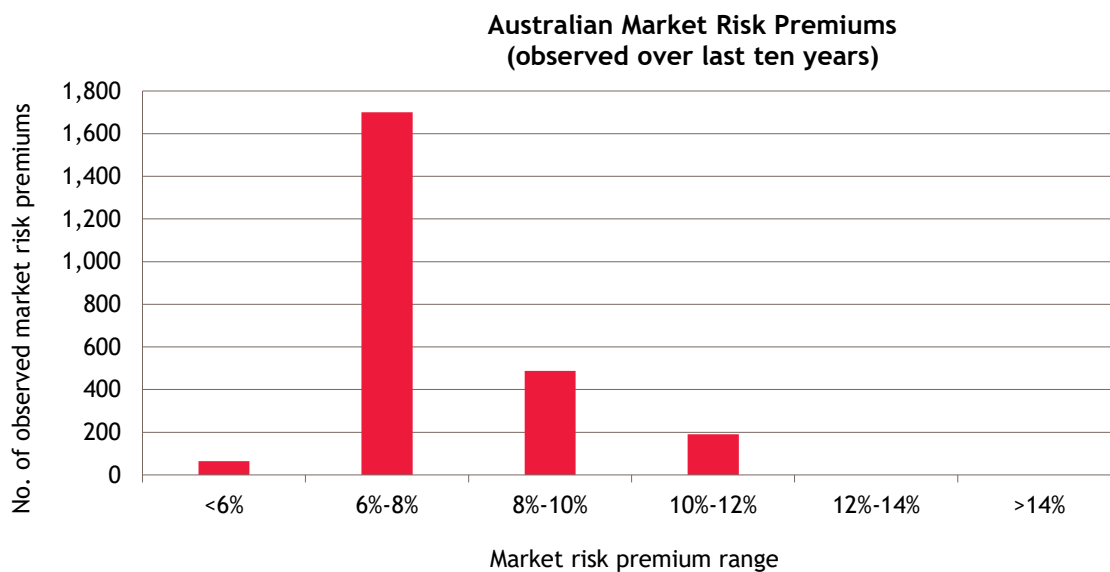
The risk free rate is normally approximated by reference to a long term government bond with a maturity equivalent to the timeframe over which the returns from the assets are expected to be received.

As a proxy for the risk-free rate, we have considered current and implied forward yields for the 10-year Australian Government Bond yield. Based on our analysis, we have adopted a long term estimate of the 10-year Australian Government Bond yield of 1% to 2%.

Market Risk Premium ($R_m - R_f$)

The market risk premium represents the additional return that investors expect from an investment in a well-diversified portfolio of assets. It is common to use a historical risk premium, as expectations are not observable in practice. In order to determine an appropriate market risk premium in Australia, we analysed historical data. Our sample of data included the daily historical market risk premiums in Australia over the last ten years, from January 2010 to January 2020. Our research indicated the market risk premium in Australia has ranged from a low of 5.2% to a high of 11.8%.

The market risk premium is derived on the basis of capital weighted average return of all members of the S&P 200 Index minus the risk free rate, which is dependent on the 10-year Australian Government Bond rate.



Source: Bloomberg and BDO analysis

The graph above illustrates the frequency of observations of the Australian market risk premium over the past ten years. The graph indicates that a high proportion of the sample data for Australian market risk premiums lie in the range of 6% to 8%. This is supported by the long-term historical average market risk premium of between 6% and 8%, which is commonly used in practice. For the purpose of our report we have adopted a market risk premium of between 6% and 8%.

Equity Beta

Beta is a measure of the expected correlation of an investment's return over and above the risk free rate, relative to the return over and above the risk free rate of the market as a whole; a beta greater than one implies that an investment's return will outperform the market's average return in a bullish market and underperform the market's average return in a bearish market. On the other hand, a beta less than one implies that the business' will underperform the market's average return in a bullish market and outperform the market's average return in a bearish market.

Equity betas are normally either a historical beta or an adjusted beta. The historical beta is obtained from the linear regression of a stock's historical data and is based on the observed relationship between the security's return and the returns on an index. An adjusted beta is calculated based on the assumption that the relative risk of the past will continue into the future, and is hence derived from historical data. It is

then modified by the assumption that a stock will move towards the market over time, taking into consideration the industry risk factors which make the operating risk of the company greater or less risky than comparable listed companies.

It is important to note that it is not possible to compare the equity betas of different companies without having regard to their gearing levels. Thus, a more valid analysis of betas can be achieved by “ungearing” the equity beta (B_a) by applying the following formula:

$$B_a = B / (1 + (D/E \times (1-t)))$$

In order to assess the appropriate equity beta for Pick Lake, we have had regard to the equity betas of listed companies with projects similar in nature to Pick Lake, with respect to commodity type and location. Our analysis includes exploration and development companies as well as companies in early-stage production. Given that Pick Lake is likely to move into development in the near term, we consider these companies to represent a reasonable basis on which to assess the discount rate.

We have based our analysis over 3 to 4 years of data, selecting equity betas for each respective company based on the highest correlation with the S&P ASX All Ordinaries Index, represented by the R^2 . The R^2 represents the proportion of variance of a company’s share price to the variance of the S&P/ASX All Ordinaries Index. A higher R^2 implies that the index explains a greater proportion of the variance of the share price, and therefore results in a more meaningful beta.

We note that correlations observed when assessing beta over a single time period were weak for some companies, which rendered the betas less meaningful. Therefore, the geared betas have been calculated against the S&P/ASX All Ordinaries Index over a 3-year and 4-year period using weekly returns. Summarised below are the geared and ungeared betas for the comparable companies and the periods used to determine them.

Company	Market Capitalisation 13-Jan-20 (A\$m)	Geared Beta (B)	Gross Debt/Equity (%)	Ungeared Beta (B_a)	R^2	Period Over Which Data is Assessed
<i>Superior Lake Resources Limited (ASX:SUP)</i>	11.9	1.23	0.0%	1.23	0.02	3 year weekly returns
Terramin Australia Limited (ASX:TZN)	74.1	1.07	35.7%	0.86	0.04	4 year weekly returns
Red River Resources Limited (ASX:RVR)	77.4	1.25	0.2%	1.25	0.07	3 year weekly returns
Venturex Resources Limited (ASX:VXR)	32.5	1.01	0.0%	1.01	0.01	3 year weekly returns
Ironbark Zinc Limited (ASX:IBG)	11.0	1.09	0.0%	1.09	0.05	4 year weekly returns
Todd River Resources Limited (ASX:TRT)	5.4	0.92	0.0%	0.92	0.01	3 year weekly returns
Mean	35.4	1.10	6%	1.06	0.03	
Median	22.2	1.08	0%	1.05	0.03	

Source: Bloomberg and BDO analysis

We have limited our comparable companies for the purposes of selecting an appropriate beta to ASX-listed companies primarily focused on zinc on the basis that Superior Lake’s investors are predominantly Australian and would be seeking a similar return to the ASX-listed companies above.

Selected Beta (B)

In selecting an appropriate beta for Pick Lake, we considered the similarities between the comparable companies selected above. The comparable similarities and differences noted are:

- the comparable companies all have flagship projects that primarily focus on zinc;
- the comparable companies are all listed on the ASX;
- majority of the operations of the comparable companies are based in Australia, which we consider to face similar geopolitical risks as Canada, where Pick Lake is based. The exceptions in the list are Ironbark Zinc Limited and Terramin Australia Limited, which operate in Greenland and Algeria respectively; and
- the comparable companies' mining and development assets have varying risk profiles depending on the assets maturity, location and stage of production.

As set out in the table above, the ungeared beta for the list of comparable companies based on the 3-year and 4-year periods using weekly returns ranges from 0.86 to 1.25, with a median of 1.05.

Based on our analysis, we consider an appropriate ungeared beta to apply to Pick Lake is between 1.05 to 1.25.

We note that Superior Lake does not hold any debt as of 31 December 2019, however, we also note from the ASX announcement dated 11 June 2019, that the Company has appointed debt advisers to assist project financing. Therefore, we have applied a debt to equity ratio based on the amount of debt and equity funding required by Superior Lake, prior to and following the Proposed Transaction, as set out in Sections 9 and 10. Based on the funding requirements, the resultant debt to equity ratio is set out below.

Debt to equity ratio	Prior to the Proposed Transaction A\$ million	Following the Proposed Transaction A\$ million
Total project funding required	103.9	129.9
Debt funding (based on indicative terms)	60.5	75.7
Off-take agreement assumed	28.8	28.8
Total debt items (a)	89.3	104.5
Book value of equity at 31 December 2019	2.3	2.3
Notional equity raise (to fund remainder)	43.4	54.2
Total equity items (b)	45.6	56.5
Debt/Equity (a/b)	196%	185%

Source: BDO analysis

Consequently, we consider an appropriate geared beta for Pick Lake to be between 2.49 and 2.97 prior to the Proposed Transaction and between 2.41 and 2.87 following the Proposed Transaction. We have regressed the beta (β_a) by applying the following formula, applying an Australian tax rate of 30%:

$$B = \beta_a \times (1 + (D/E \times (1 - t)))$$

Cost of Equity

As set out below, we have assessed the cost of equity prior to the Proposed Transaction to be in the range of 15.9% to 25.7% with our preferred value being a rounded midpoint of 20.8%.

Input	Value Adopted	
	Low	High
Risk free rate of return	1.0%	2.0%
Equity market risk premium	6.0%	8.0%
Beta (regeared)	2.49	2.97
Cost of Equity (rounded)	15.9%	25.7%

Source: BDO analysis

Following the Proposed Transaction the regeared beta is lower. We have assessed the cost of equity to be in the range of 15.5% to 25.0% with our preferred value being a rounded midpoint of 20.2% as set out below.

Input	Value Adopted	
	Low	High
Risk free rate of return	1.0%	2.0%
Equity market risk premium	6.0%	8.0%
Beta (regeared)	2.41	2.87
Cost of Equity (rounded)	15.5%	25.0%

Source: BDO analysis

Weighted Average Cost of Capital

The WACC represents the market return required on the total assets of the undertaking by debt and equity providers. WACC is used to assess the appropriate commercial rate of return on the capital invested in the business, acknowledging that normally funds invested consist of a mixture of debt and equity funds. Accordingly, the discount rate should reflect the proportionate levels of debt and equity relative to the level of security and risk attributable to the investment.

In calculating WACC there are a number of different formulae which are based on the definition of cash flows (i.e., pre-tax or post-tax), the treatment of the tax benefit arising through the deductibility of interest expenses (included in either the cash flow or discount rate), and the manner and extent to which they adjust for the effects of dividend imputation. The commonly used WACC formula is the post-tax WACC, without adjustment for dividend imputation, which is detailed in the below table:

WACC	
WACC	$= \frac{E}{E+D} K_e + \frac{D}{D+E} K_d (1 - t)$
Where:	
K_e	= expected return or discount rate on equity
K_d	= interest rate on debt (pre-tax)
T	= corporate tax rate
E	= market value of equity
D	= market value of debt
$(1 - t)$	= tax adjustment

Cost of Debt

We have assessed the relevant cost of debt for Pick Lake based on the indicative debt terms received by the Company. For support, we have also considered the cost of debt currently observed in the market for

comparable companies at similar stages of development. Based on our analysis and the indicative debt terms received by the Company, we consider an appropriate cost of debt to be 9.75% per annum.

Calculation of WACC

Using the inputs above, and applying an Australian tax rate of 30%, we have calculated the WACC for Superior Lake as set out below, prior to and following the Proposed Transaction:

Prior to the Proposed Transaction

Input	Value Adopted	
	Low	High
Cost of Equity (K_e)	15.9%	25.7%
Cost of Debt (K_d)	9.75%	9.75%
Proportion of Equity to Total Capital ($E/(E+D)$)	34%	34%
Proportion of Debt to Total Capital ($D/(E+D)$)	66%	66%
Post-tax WACC	9.91%	13.21%

Source: BDO analysis

Following the Proposed Transaction

Input	Value Adopted	
	Low	High
Cost of Equity (K_e)	15.5%	25.0%
Cost of Debt (K_d)	9.75%	9.75%
Proportion of Equity to Total Capital ($E/(E+D)$)	35.1%	35.1%
Proportion of Debt to Total Capital ($D/(E+D)$)	64.9%	64.9%
Post-tax WACC	9.85%	13.18%

Source: BDO analysis

Once rounded, the post-tax WACC is the same under both scenarios, in the range of 9.9% to 13.2%, with a rounded midpoint value of 12%.

Comparable Listed Companies

Descriptions of comparable listed companies are summarised as follows:

Company	Business Description
Terramin Australia Limited (ASX:TZN)	Terramin Australia Limited, together with its subsidiaries, engages in the exploration, evaluation, and development of base and precious metals, and other economic mineral deposits in Australia and internationally. The company primarily explores for zinc, lead, gold, and copper deposits. Its flagship project is the Tala Hamza zinc project located on the Mediterranean coast in Algeria. The company was incorporated in 1993 and is based in Fullarton, Australia.
Red River Resources Limited (ASX:RVR)	Red River Resources Limited engages in the exploration and evaluation of mineral projects in Australia. It explores for zinc, copper, lead, gold, silver, and base metal deposits. The company has commenced production on the Thalanga zinc project, which is located in the southwest of Charters Towers in Northern Queensland. Red River Resources Limited was incorporated in 2002 and is based in Melbourne, Australia.

Company	Business Description
Venturex Resources Limited (ASX:VXR)	Venturex Resources Limited, together with its subsidiaries, engages in the exploration and development of mineral resources in Australia. It primarily explores for copper, zinc, lead, silver, and gold deposits. The company's flagship project is the Sulphur Springs project that includes Sulphur Springs and Kangaroo Caves volcanogenic massive sulphide deposits and tenements covering 6,000 hectares of the Panorama Trend located near Port Hedland, Pilbara, Western Australia. Its principal project also includes the Whim Creek project, which comprises the Mons Cupri, Whim Creek, Salt Creek, and Evelyn VMS deposits, as well as tenements covering 18,000 hectares of the Whim Creek and Mallina basins situated to the south west of Port Hedland, Western Australia. The company was incorporated in 2006 and is based in West Perth, Australia.
Ironbark Zinc Limited (ASX:IBG)	Ironbark Zinc Limited explores for and evaluates mineral properties in Greenland and Australia. The company primarily explores for zinc, gold, copper, silver, lead, and base and precious metals. Its principal project is the Citronen project in northern-Greenland. The company was formerly known as Ironbark Gold Limited and changed its name to Ironbark Zinc Limited in November 2009. Ironbark Zinc Limited was incorporated in 2006 and is based in West Perth, Australia.
Todd River Resources Limited (ASX:TRT)	Todd River Resources Limited operates as a mineral resources company in Australia. It explores for gold, zinc, lead, silver, copper, lithium, and other base metal deposits. The company holds interest in 13 base metal projects covering an area of approximately 10,000 square kilometres in Northern Territory, Australia. Todd River Resources Limited is based in Osborne Park, Australia.

Source: S&P Capital IQ

Appendix 5 - Independent Technical Assessment and Valuation Report




INDEPENDENT TECHNICAL SPECIALISTS REPORT
& VALUATION for the
MINERAL ASSETS of
SUPERIOR LAKE RESOURCES LIMITED

January 2020

Report Commissioned by BDO Corporate Finance

Valuation Date: 31 December 2019
Report Date: 12 January 2020
Primary Author: Paul Dunbar

Distribution:
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Valuation Date	31 December 2019	

1. Executive Summary

BDO Corporate Finance (WA) Pty Ltd commissioned Valuation and Resource Management Pty Ltd (ABN 12 632 859 780) (VRM) to prepare an Independent Technical Assessment and Valuation Report (“the Report” or the ITAR) of the mineral assets of Superior Lake Resources Ltd (ASX: SUP) (Superior or the Company).

The Report provides an opinion to support an Independent Expert’s Report to be prepared by BDO, and has been prepared as a public document, in the format of an independent specialist’s report and in accordance with the 2015 VALMIN Code.

This report is a technical review of the Superior projects, being the advanced Superior Lake Zinc Project consisting of two deposits at Pick Lake and Winston Lake; and the Victoria Lake, Ellis Lake, Tuuri Twp and Joe Creek early stage exploration projects all located in Ontario, Canada.

It includes a technical evaluation of the exploration and development projects and a fair market valuation of the projects excluding the Pick Lake Deposit which is valued by BDO with the inputs into the BDO DCF model being confirmed as reasonable by VRM. In accordance with the VALMIN code VRM has undertaken several valuation methods for both the existing Mineral Resources and a separate valuation for the earlier stage exploration tenements that surround the resource areas. Importantly, as neither the principal author nor VRM hold an Australian Financial Services Licence, this valuation is not a valuation of Superior but rather a valuation of the Mineral Assets owned by the company.

This valuation is current as of 31 December 2019 and is based on the information that Superior announced in the Bankable feasibility study released on 28 August 2019. In addition to this BFS information from recent exploration has also been included in the report including encouraging drill results. While the drill results are low grade and narrow, they provide additional encouragement and evidence of the exploration potential in the Pick Lake and Winston Lake projects. Superior has executed a binding agreement to acquire an additional 17.5% ownership in Ophiolite Holdings Pty Ltd (Ophiolite) which holds the company’s Superior Lake project taking ownership up to 87.5%. Consideration for the acquisition will be 216,363,437 Superior shares.

As commodity prices, exchange rates and cost inputs fluctuate over time this valuation is subject to change. The valuation derived by VRM is based on information provided by Superior along with publicly available data including stock exchange releases (both ASX and TSX) and public data obtained from various sources including government geological surveys. VRM has made all reasonable endeavours to confirm the accuracy, validity and completeness of the technical data which forms the basis of this report. The opinions and statements in this report are given in good faith and under the belief that they are accurate and not false nor misleading. The default currency is Australian dollars. As with all valuations the valuation included in this report is the likely fair market value of the mineral projects and not an absolute value. A range of likely values for the various mineral assets is provided with that range providing an indication of the accuracy of the valuation.

VRM considers the total mineral asset valuation of Superior’s projects, excluding the Pick Lake Deposit, to be within a range of **\$2.3 million** and **\$5.8 million** with a preferred valuation of **\$4.1 million**. This valuation has been derived by comparing comparable transactions for similar high grade base metal projects with additional value for the exploration potential both within the Superior Lake Project and the regional early stage exploration projects. The exploration potential has been determined by a Geoscientific or Kilburn valuation. Additional secondary valuations were undertaken for the Superior Lake project with these methods including a yardstick valuation and a discounted cashflow analysis. The secondary valuations provided additional support for the primary valuation but were not used in determining the preferred fair market valuation.

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1. Introduction

Valuation and Resource Management Pty Ltd (ABN 12 632 859 780) (VRM) was engaged by BDO Corporate Finance (WA) Pty Ltd (BDO) to undertake an Independent Technical Assessment and Valuation Report (ITAR) on the mineral assets of Superior Lake Resources Ltd (ASX: SUP) (Superior). The mineral assets of Superior include the Superior Lake Zinc Project including the Winston Lake and Pick Lake deposits, and the Victoria Lake, Ella Lake and Joe Creek exploration projects. All of the projects are located in Ontario, Canada.

VRM understands that this ITAR will be included in the Independent Experts Report (IER) being prepared by BDO to determine the merit of the proposed transaction and that BDO will append this report to their Independent Experts Report (IER) evaluating if the proposed transaction is fair and reasonable for the Superior shareholders who are not associated with the vendors.

The valuation date has been determined as being 31 December 2019. On 1 May 2019 Superior announced it had executed a binding agreement to acquire an additional 17.5% ownership in Ophiolite Holdings Pty Ltd (Ophiolite) which holds the company's Superior Lake Zinc Project taking ownership up to 87.5%.

1.1. Compliance with the JORC and VALMIN Codes and ASIC Regulatory Guides

The ITAR has been prepared in accordance with the 2012 JORC and the 2015 VALMIN Codes. Both of these industry codes are mandatory for all members of the Australian Institute of Mining and Metallurgy (AusIMM) and the Australian Institute of Geoscientists (AIG). These codes are also requirements under Australian Securities and Investment Commission (ASIC) rules and guidelines and the listing rules of the Australian Securities Exchange (ASX)

This ITAR is as a Public Report as described in the VALMIN Code (Clause 5) and the JORC Code (Clause 9). It is based on, and fairly reflects, the information and supporting documentation provided by Superior to VRM and additional publicly available information.

1.2. Scope of Work

VRM's primary obligation in preparing mineral asset reports is to independently describe mineral projects in compliance with the JORC and VALMIN Codes. These require that the Public Report contains all the relevant information at the date of disclosure, which investors and their professional advisors would reasonably require in making a reasoned and balanced judgement regarding the project.

VRM has compiled the ITAR based upon the principle of reviewing and interrogating both the work of Superior and independent specialists who have contributed to the technical information available for the projects. This report is a summary of the work conducted, completed and reported by the various companies to 31 December 2019 and is based on information supplied to VRM by Superior, its advisors and information that is in the public domain, to the extent required by the 2012 JORC Code and the 2015 VALMIN Code.

VRM has prepared an Independent Valuation of the four mineral projects all located in Canada.

VRM understands that its review and valuations will be relied upon and appended to a report by BDO for inclusion in an IER prepared to assist shareholders in their decision regarding the approval of the proposed increased ownership. As such, it is understood that VRM's review and valuation will be a public document. Accordingly, this report has been prepared in accordance with the requirements of the Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets (the VALMIN Code, 2015).

1.3. Statement of Independence

VRM, the trading name of Valuation and Resource Management Pty Ltd, was engaged to undertake an ITAR, including a valuation of the mineral assets of Superior. This work has been conducted in accordance with the 2012

JORC and the 2015 VALMIN codes. In addition to these industry codes the work also complies with ASIC Regulatory Guideline 111 – Content of Expert Reports (RG111) and ASIC Regulatory Guidelines 112 Independence of Experts (RG112).

Mr Paul Dunbar of VRM, the trading name of Valuation and Resource Management Pty Ltd has not had any association with Superior, its individual employees, or any interest in the securities of SUP which could be regarded as affecting the ability to give an independent, objective and unbiased opinion. Neither VRM nor Mr Dunbar hold an Australian Financial Services Licence (AFSL) and the valuation contained within this report is limited to a valuation of the mineral assets being reviewed. Valuation and Resource Management will be paid a fee for this work on standard commercial rates for professional services. The fee is not contingent on the results of this review and is estimated at \$40,000.

Ms Deborah Lord of VRM assisted with compilation of geology and exploration history of the mineral assets. Ms Lord has not had any association with Superior, its individual employees, or any interest in the securities of SUP which could be regarded as affecting the ability to give an independent, objective and unbiased opinion. VRM engaged specialist Mr Shaun Searle to undertake specific sections of this report. Mr Searle undertook a review of the Resource Estimates of the Superior Lake Zinc Project and has confirmed that he is independent of Superior, has had no other association with Superior, its individual employees, or any interest in the securities of SUP, which could be regarded as affecting his ability to give an independent, objective and unbiased opinion.

1.4. Competent Persons Declaration and Qualifications

This report was prepared by Mr Paul Dunbar as the primary author with support from Ms Deborah Lord and with specialist sections undertaken by Mr Shaun Searle.

The primary author of the report and information that relates to geology, exploration and the mineral asset valuation is based on information compiled or overseen by Mr Paul Dunbar, BSc (Hons), MSc (Minex), a Competent Person who is a member of the AusIMM and the AIG. Mr Dunbar is employed by Valuation and Resource Management Pty Ltd, trading as Valuation and Resource Management, a Geology and Exploration Management consultancy, which has been engaged by BDO. Mr Dunbar has a Master of Science in Mineral Exploration and Mineral Economics and has sufficient experience, which is relevant to the style of mineralisation, geology and type of deposit under consideration and to the activity being undertaken to qualify as a competent person under the 2012 edition of the Australasian Code for Reporting Exploration Results, Mineral Resources and Ore Reserves (the 2012 JORC Code) and a specialist under the Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets (the 2015 VALMIN Code). Mr Dunbar consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

The Report and information that relates to geology and exploration history is based on information compiled by Ms Deborah Lord, BSc (Hons), a Competent Person who is a fellow of the AusIMM and a member of the AIG. Ms Lord is a Director and Principal of VRM, Consultants in Valuation and Economic Geology, and has sufficient experience, which is relevant to the style of mineralisation, geology and type of deposit under consideration and to the activity being undertaken to qualify as a competent person under the 2012 edition of the 'Australasian Code for Reporting Exploration Results, Mineral Resources and Ore Reserves'. Ms Lord consents to the inclusion in the report of the matters based on this information in the form and context in which it appears.

Specialists Qualifications

Mr Shaun Searle, Senior Consultant Geologist with Ashmore Advisory Pty Ltd, was engaged by VRM to review the reasonableness of the previously announced Mineral Resource estimates for both deposits. Mr Searle has not verified the underlying geological datasets, nor has he re-reported the Mineral Resources for the projects. He is the principal author of Section 3.2.5. Mr Searle is a Member of the AIG and has sufficient experience to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results,

Mineral Resources and Ore Reserves'. Mr Searle consents to the inclusion in this report of these matters based on information in the form and context in which it appears.

1.5. Reliance on Experts

The authors of this report are not qualified to provide extensive commentary on the legal aspects of the mineral properties or the compliance with the relevant laws governing mining within Canada. VRM has interrogated the websites of the various state departments to confirm the validity of the tenements and aspects relating to the compliance with the various government acts. All have confirmed that the tenements are reported as being in good standing and that all tenement matters including annual reports, rents and renewals have been lodged and are progressing in accordance with the various Mining Acts. As VRM and the authors of this report are not experts in the Mining Acts, no warranty or guarantee, be it express or implied, is made by the authors with respect to the completeness or accuracy of the legal aspects regarding the security of the tenure.

1.6. Sources of Information

For Superior's projects VRM has relied upon the following reports and information;

- A review of the following Mineral Resource Estimates by Mr S Searle, May 2019
 - Winston Lake deposit
 - Pick Lake deposit
- Various Superior ASX releases including exploration results
- Information provided by SUP associated with the Bankable Feasibility Study, released on 28 August 2019
- Ore Reserve ASX release 28 August 2019
- BFS ASX release 28 August 2019
- Re-Start Study ASX release 10 October 2018.
- Superior Quarterly Reports and Annual Reports.
- ASX releases from other companies that have previously explored the areas
- Publicly available information and regional datasets including
 - geological mapping, interpretation,
 - reports,
 - geophysical datasets and
 - Mineral Deposit information.

The technical data was reviewed at a high level, however full due diligence was not undertaken.

All information and conclusions within this report are based on information made available to VRM and the specialists engaged to assist with this report by Superior and other relevant publicly available data to 31 December 2019. Reference has been made to other sources of information, published and unpublished, including government reports and reports prepared by previous interested parties and Joint Venturers to the areas, where it has been considered necessary.

VRM has, as far as possible and making all reasonable enquiries, attempted to confirm the authenticity and completeness of the technical data used in the preparation of this report and to ensure that it had access to all relevant technical information. VRM has relied on the information contained within the reports, articles and databases provided by Superior as detailed in the reference list. A draft of this report has been provided to Superior (via BDO) to identify and address any factual errors or omissions prior to finalisation of the report. The valuation sections of the report were not provided to the until the technical aspects were validated and the report was declared final.

1.7. Site Visit

VRM has assessed the requirement for a site visit to each of the projects. As most of the projects are early stage exploration assets it is considered that a site visit would not reveal any information that would be considered

material for the early stage projects. For the more advanced projects there have been recent site visits conducted by independent resource consultants as a part of the Resource Estimates for the Winston Lake and Pick Lake deposits, due to the recent site visits and the company reporting that no additional information or work has been conducted that materially impacts the resource estimates in VRM's opinion a site visit would not reveal any additional information that would materially modify the assumptions or content of this report.

2. Mineral Assets

The mineral assets that are included in this review include the Superior Lake Zinc Project comprising the Pick Lake and Winston Lake deposits, along with three earlier stage projects (Victoria Lake, Ellis Lake, Tuuri Twp and Joe Creek) owned by Superior and all located in Ontario, Canada (Figure 1).



Figure 1 Location of the Superior Projects in Ontario, Canada

Source: Superior Investor presentation May 2019

3. Superior Resources Mineral Assets

Superior's mineral assets include the advanced Superior Lake Project which consists of two separate deposits being the Pick Lake and Winston Lake base metal deposits which both have Mineral Resource Estimates while there are three earlier stage exploration projects.

The mineral tenure, including the Joint Venture terms, royalties and significant aspects of the tenements for all the Superior projects are documented in Section 3 with detailed tenements list included in Appendix A. The local geology, exploration history, recent exploration results and resources for each of the major projects are detailed in Sections 3.2 to 3.4 below while the minor projects are detailed in Section 3.5 below.

3.1. Mineral Tenure

Details of the Superior tenements are included in Appendix A. The tenements have been validated by VRM reviewing the tenement information provided by Superior and comparing this with the official tenement register from the Ontario Ministry of Northern Development and Mines. Superior has supplied a full list of single cell mining claims that constitute the various projects. VRM has checked the list provided by Superior against the official mining claims detailed in the Ontario Ministry of Northern Development and Mines claim register and while, there are distinct differences between the number of mining claims and the claim numbers the difference has been caused by the amalgamation of several of the single cell mining claims into larger multi cell mining claims. VRM has compared the tenement outline of the tenements schedule provided by Superior to the project outline from the Ontario Ministry of Northern Development and Mines online tenure register and found the tenement outlines to be consistent.

The title number was checked against the tenement schedule provided by Superior and cross referenced to the tenement schedule from the Ontario Ministry of Northern Development and Mines. A tenement plan is not included in this section of the report however suitable tenement plans for each of the projects are included in the technical descriptions of the projects below.

The majority of the tenements reviewed in this report are 100% beneficially owned by Ophiolite Holdings Pty Ltd.

VRM relies on the tenement information supplied by Superior and the Ontario Ministry of Northern Development and Mines government databases and websites which confirm the Superior tenements are, at the time of this report, in good standing.

3.1.1. Superior Option Interests

Superior, previously known as Inshine International Resources Ltd (Inshine) acquired the Pick Lake Zinc Project in December 2017 via an option agreement to acquire Superior Mining Pty Ltd, that had an initial 70% interest in the project being the legal and beneficial owner of Ophiolite Holdings Pty Ltd (Ophiolite). At the time, it had historical resources reported under NI43-101 (19 June 2013 by InnovExplo Consulting firm for Silvore Fox Minerals Corporation).

A review of the potential within the area, based on targeting of regional aeromagnetic data resulted in acquisition of a portfolio of exploration ground covering >17,000 Ha.

Winston Lake was subsequently acquired by Inshine (and the company name changed to Superior Lake Resources Ltd) in February 2018 via an option agreement for Ophiolite to gain an initial interest of 70% from First Quantum Minerals Ltd.

At completion of the acquisitions, Superior held a 70% indirect interest in the projects via its 70% interest in Ophiolite. The vendors of the Pick Lake Project are free carried to the completion of a bankable feasibility study. That holding is now proposed to be increased to 87.5%.

3.1.2. Royalties and Encumbrances on Superior Tenements

The following royalties or future payments have been identified for the projects. The details of these royalties have been derived from publicly available information and resource reports. It has not been compiled from the original executed agreements and VRM nor the authors are specialists in mining law or royalties. Therefore, and VRM provides no warranties or guaranties relating to completeness of the royalties or encumbrances detailed in this section.

It has been reported to VRM that there is no government royalty required to be paid for production within Ontario, there are additional private royalties associated with the acquisition of the various projects. The publicly available information has disclosed that the Winston Lake project has a 2% NSR royalty payable to First Quantum while a separate 2% royalty is payable to the vendors for production on five mineral claims that constitute the Pick Lake Project (ASX release 6 December 2017 and 21 February 2018)

3.2. Superior Lake Project

The Superior Lake project consists of two separate base metal deposits being the Pick Lake and Winston Lake projects, located in the Canadian Province of Ontario (Figure 2). Mineral Resources within the project total 2.35 million tonnes at 17.7% Zn, 0.9% Cu, 0.38g/t Au and 34g/t Ag (ASX release 7 March 2019). Superior commenced a preliminary engineering study for the re-development of the Pick Lake and Winston Lake mines in May 2018, with results from the re-start / scoping study confirming robust economic forecasts as reported to the ASX on 10 October 2018. Superior announced the completion of a BFS and Ore Reserve for Pick Lake on 28 August 2019 with the details of that study summarised below. That study is considered current and all inputs into the Ore Reserves reasonable.

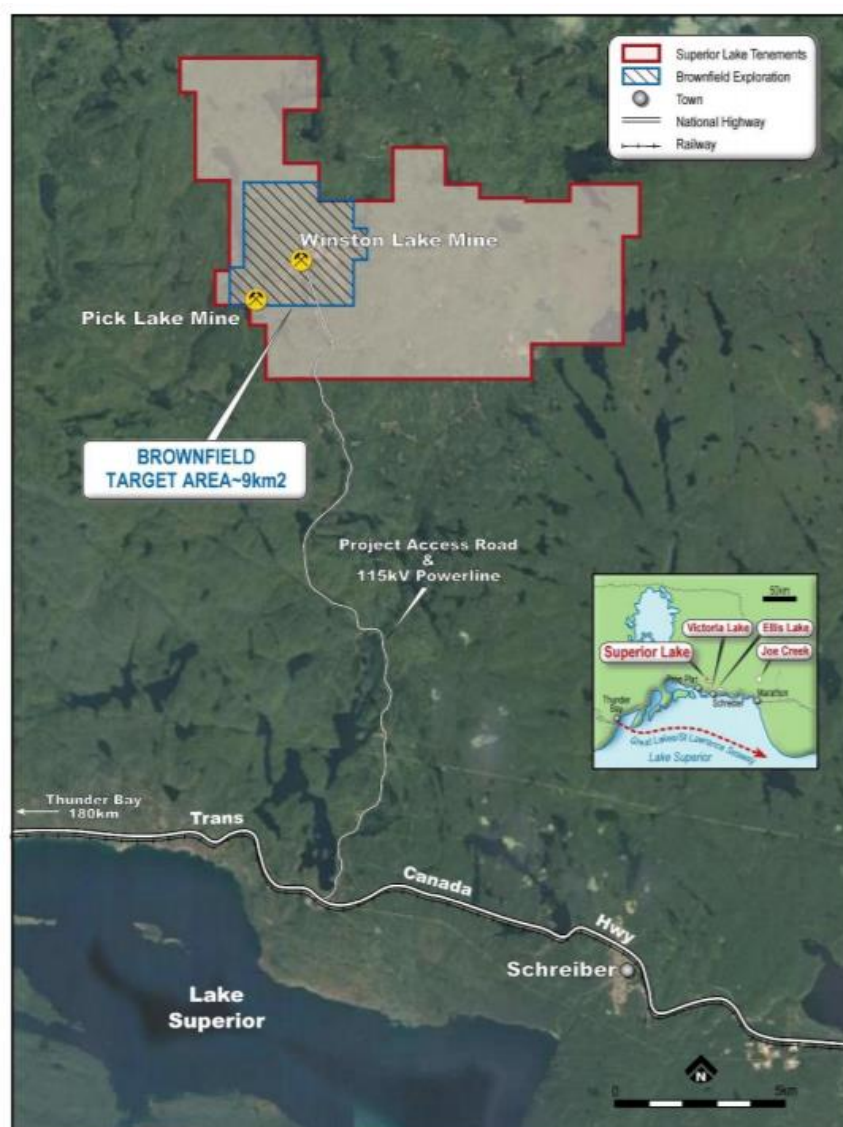


Figure 2 Superior Lake Project location

Source: Superior Annual Report 2019

3.2.1. Location and Access

The Superior Lake Project is located 180km east of Thunder Bay in northern Ontario. The Project is accessible from Thunder Bay via Provincial Highway 17 and then by all-weather unsealed road.

Power is supplied to site via an Ontario Provincial power grid and a rail siding is located at the nearby town of Schreiber forming part of the main Trans-Canada rail system. Rail and port facilities at Thunder Bay offer connection to the Atlantic Ocean via the Great Lakes and the St Lawrence seaway.

Access to the deposits may be assisted by previous mining activities includes historical mining and development, and surface infrastructure as shown in Figure 3 but will require refurbishment and shaft recovery, mine dewatering, powerline renewal and assessment of use of the previous tailings storage facility.



Figure 3 Existing Superior Lake Project Infrastructure

From Superior ASX release 22 May 2019

3.2.2. Previous Production and Exploration

The Pick Lake and Winston Lake deposits were discovered by Corporation Falconbridge Copper (Falconbridge) in 1983 via diamond drilling beneath a surface base metal occurrence (ASX release 6 Dec 17). Falconbridge changed its name to Minnova Inc (Minnova) in 1987, and in 1993 was acquired by Metall Mining Corp (Metall) that subsequently became Inmet Mining Corp Ltd (Inmet) in 1995.

The Project area was previously mined - Winston Lake from 1988 by Minnova and between 1990 and 1997 with previous production of 3.3Mt of 14% Zn, 1% Cu, 1.0g.t Au and 30g/t Ag over an 11 year period (ASX release 21 Feb 18). Pick Lake was also previously mined by Metall / Inmet as a replacement to Winston Lake while remaining low-grade ore was extracted. Superior has reported previous production from Winston Lake as 173kt @ 10% Zn and 0.7% Cu (ASX release 21 Feb 18). In 1993, mine development commenced to access Pick Lake and the upper part of the deposit was mined, however the lower deposit was not developed, and mining ceased in 1998 due to low Zn prices.

Orebot Inc acquired the ground covering the Pick Lake deposit and to north and west of Winston Lake mine and conducted limited exploration from 2008 – 2010 (InnovExplo, 2013).

Prior to Superior's ownership, 131 surface holes and 1637 underground holes have been drilled by Falconbridge, Minnova, Metall and Inmet. Historical resources and reserves were estimated but were not compliant with NI43-

101 (InnovExplo, 2013). All historical drilling was diamond drilling and formed the basis for the mineral resource estimates completed by Superior. Details of the most recent historical drilling compilation on which the resource is based are summarised below in Table 1.

Table 1 Historical Drilling Details (including recent Superior drilling)

Company	No. of holes	Average depth (m)	Total Metres
Pick Lake surface	45	722	32,531
Pick Lake underground	202	143	28,990
Winston Lake surface	57	163	9,308
Winston Lake underground	1451	99	144,769

Source: SUP ASX release on updated resource 7 March 2019

3.2.3. Regional and Local Geology

Regionally the Superior Lake Project is located within Winston Lake greenstone belt, in the northern Wawa terrane in the Archean Superior Province. A correlation of the Wawa and Abitibi terranes is recognised by most workers across the tranverse Kapuskasing structural zone. The Wawa Terrane is a granite greenstone terrane comprising greenstone belts of komatiite, basalt, dacite, rhyolite and associated metasedimentary rocks and surrounding granitoids (Figure 4).

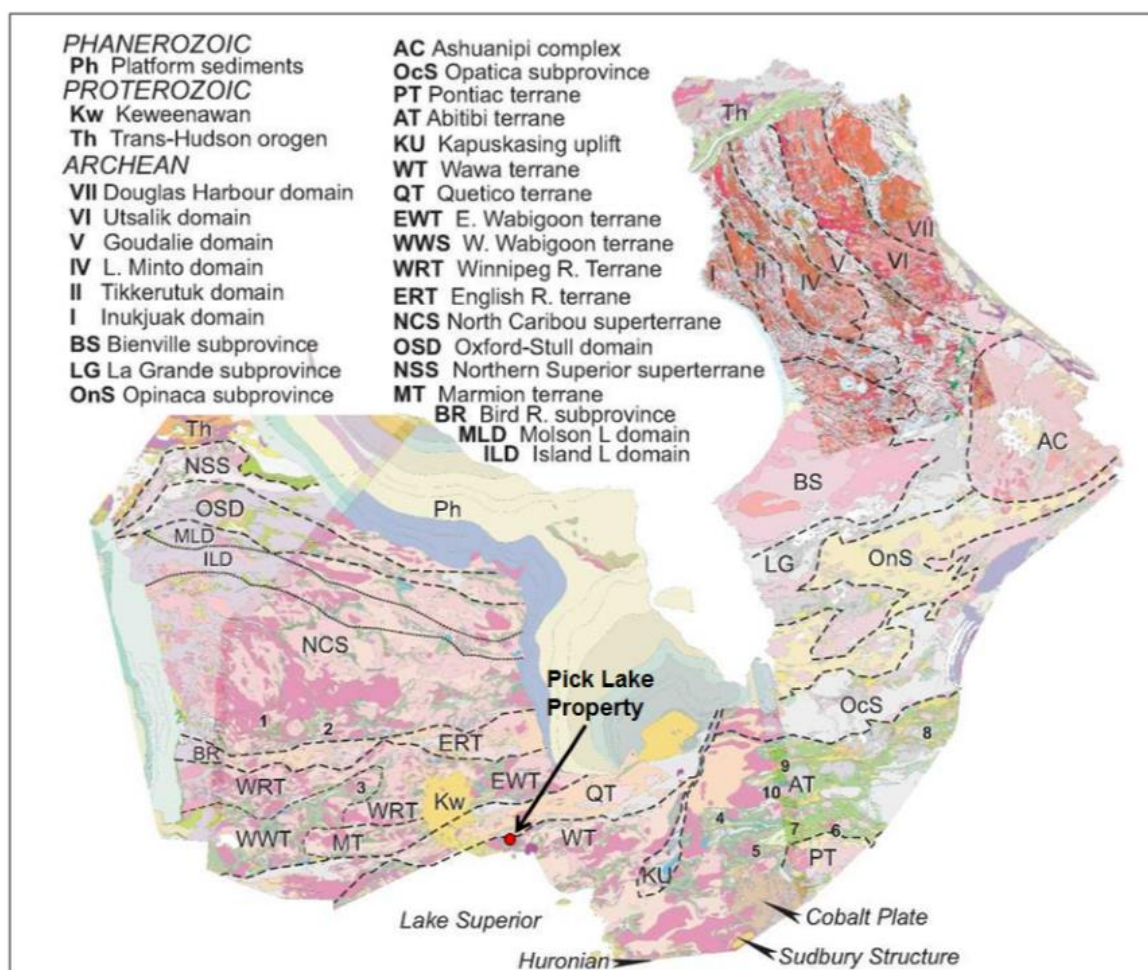


Figure 4 Superior Province Geology showing location of Superior Lake Project (Pick Lake Property)

Source: InnovExplo, 2013 after Percival, 2007

Within the Wawa terrane, mineralisation is localised in two regions, being in the Michipicoten-Mishubishu belt (mainly Fe and Au, some Ni and vein Cu) and the Shebandown-Schrieber belt (Au, Fe, VMS and Ni, including the major Hemlo gold camp).

The Superior Lake project is in the western part of the Wawa terrane. This is divided into several greenstone belts including the Manitouwadge greenstone belt (MGB), the Shebandown greenstone belt (SGB), the Vermillion greenstone belt (VGB) and the Winston Lake greenstone belt (WGB) (Figure 5). The WGB is bound to the north by the Quetico subprovince, to the west by the Winston Lake batholith and the south by the Crossman Lake batholith. Regional metamorphic grade in the belt is lower amphibolite facies.

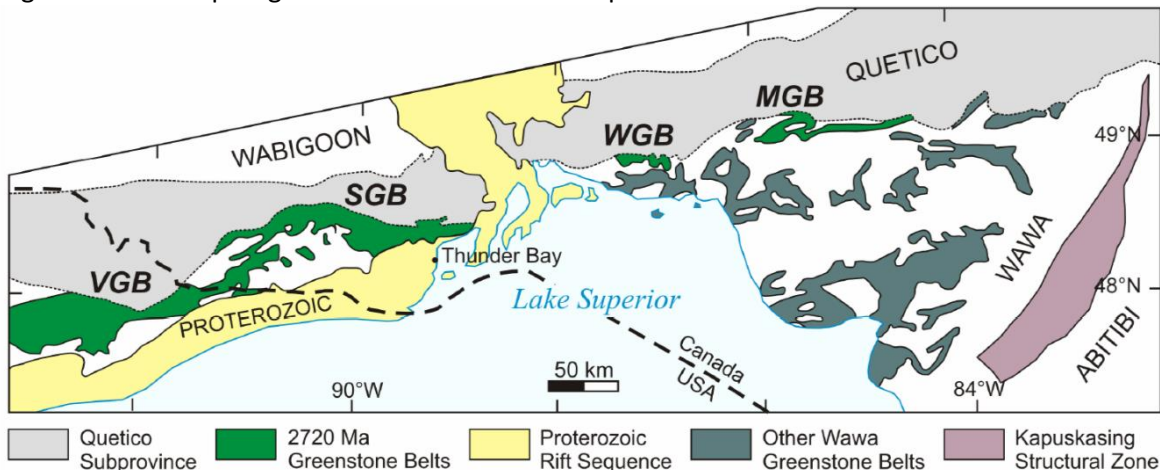


Figure 5 Wawa Terrane geology showing location of Winston Lake greentone belt (WGB) that hosts the Superior Lake Project

Source: InnovExplo, 2013 after Lodge, 2011, 2012

The WGB includes mafic to felsic volcanic and siliciclastic sedimentary units, divided into the Winston Lake assemblage and the overlying Big Duck Lake assemblage, interpreted as conformable, but separated by the differentiated Zenith Gabbro. The 2723 ± 3 Ma volcanic sequence is host to the Winston Lake and Zenith volcanogenic massive sulphide (VMS) deposits.

Locally, the geology is divided into the Winston footwall block and the Rain Mountain Gestic block, which in turn are subdivided into several other succession units. Four groups of intrusive rocks are also recognised within the property geology and the package has been deformed and hydrothermally altered.

Mineralisation

Three VMS deposits are known in the vicinity, the Winston, Pick Lake and smaller Zenith deposit. Pick Lake occurs with strongly foliated felsic to intermediate volcanoclastic rocks and comprises thin, continuous massive sulphide sheets of 2 to 4m thickness and extending down plunge approximately 1000m and along strike 100 to 400m.

Massive sulphide textures are unusual and interpreted as large scale sulphide secondary remobilisation possibly due to the proximity to the Winston Lake granite. InnovExplo (2013) report that the location of the primary sulphide deposit has not been demonstrated, although Superior (ASX release 6 Dec 2017) report that some of the massive sulphides are interpreted to have formed in situ.

Winston Lake occurs in a similar stratigraphic environment with massive to banded sulphides averaging 6m in thickness over 750m strike length and 350m across. Mineralisation is also reported to be highly altered and metamorphosed so that zinc grades can vary accordingly. Ore is characterised by finely banded sphalerite and pyrrhotite and massive to coarsely banded sphalerite and pyrrhotite with minor pyrite and chalcopyrite (ASX release 21 February 2018). The main mineralisation at Winston Lake has been depleted as shown in Figure 6.

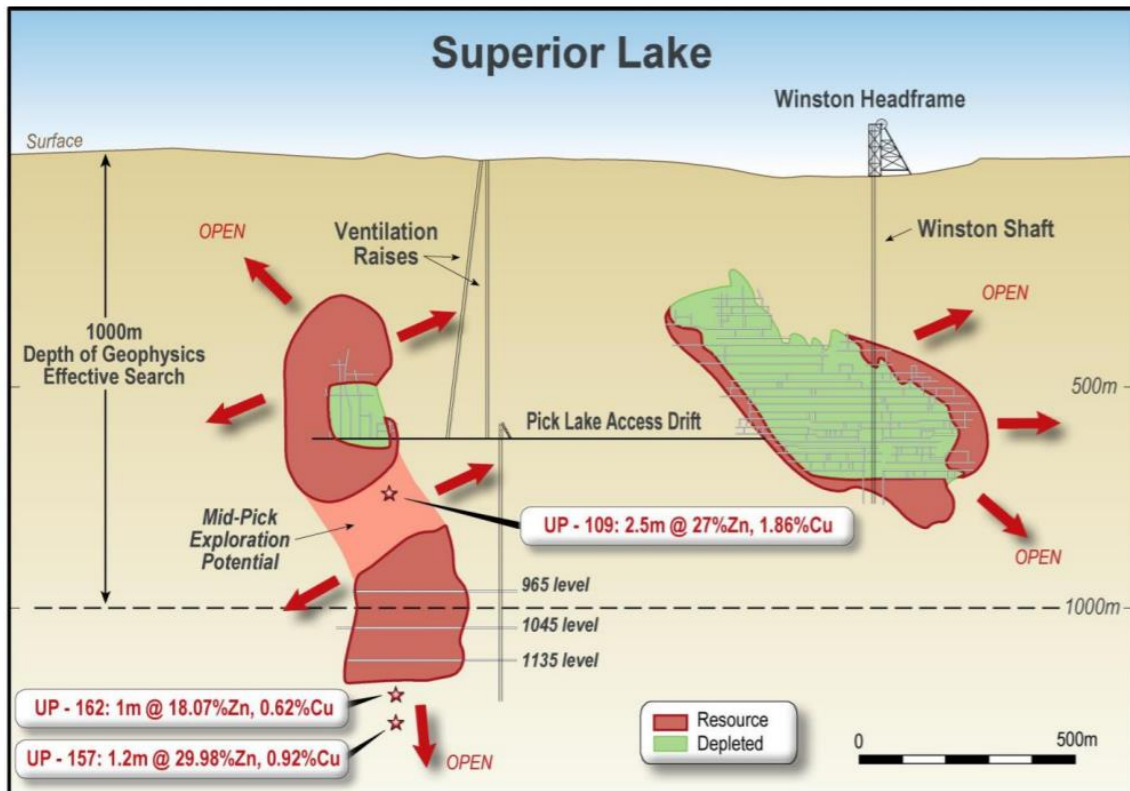


Figure 6 Superior Lake project long section showing Winston Lake and Pick Lake deposits and exploration potential

Source: Superior ASX release dated 18 December 2018, including results of their recent drilling including associated JORC Table 1

3.2.4. Recent Exploration Activities

By May 2018, Superior had compiled previous drilling results and commenced engineering studies for potential mining re-start. No significant exploration is reported to have been undertaken between the mine closure of when Superior acquired the projects. In July 2018 the Company released a mineral resource estimate prepared in using the guidelines of JORC (2012), as detailed further below.

In late 2018, the Company commenced exploration drilling of geophysical targets in the mid-Pick area. Three diamond drill holes were completed (single primary hole and two wedge holes, totalling 1750m) and 20 historical drill holes were incorporated into the database after release of the initial mineral resource estimate. An updated resource was announced to market by Superior on 7 March 2019, with accompanying JORC Table 1 documentation.

Superior is also undertaking a number of geophysical programs to further define exploration targets in the immediate deposit area.

In late 2019 additional drilling was completed along with geophysical (EM) surveys. The SUP ASX release of 26 November 2019 included a drill intersection of 0.35m at 3.4% Zn and 0.25% Cu from 608m in PL19-01 within a broader 29m intersection of massive and semi-massive sulphides identified as pyrite and pyrrhotite. The sulphide rich zone is interpreted as being at the same stratigraphic horizon as the Pick Lake deposit and provides additional targets for further work. This horizon and sulphide rich zone are associated with a modelled geophysical EM plate. Additional encouraging targets have been identified in late 2019 with these being the current targets for additional work. The results of the late 2019 exploration program have been included in the assessment of the exploration potential within the Pick Lake and Winston Lake projects.

3.2.5. Mineral Resource Estimate

The Superior Lake Project Mineral Resource estimate has been reported in compliance with the JORC Code (2012) reporting standard and is summarised in Table 2. The Superior Lake Mineral Resources were completed by Massa Geoservices Pty Ltd (“Massa”) for SUP in early 2019 and reported in March 2019 at a 3% Zn cut-off grade.

Table 2 Superior Lake Total Mineral Resource Estimate as at 7 March 2019 (at 3% Zn Cut-off)

Deposit	Classification	Tonnes	Zn	Cu	Au	Ag
		(million)	(%)	(%)	(g/t)	(g/t)
Pick Lake	Indicated	1.78	19.2	0.9	0.30	36
	Inferred	0.27	16.4	1.0	0.30	38
	Sub-Total	2.05	18.8	0.9	0.3	36
Winston Lake	Indicated	0.29	10.4	0.7	0.90	18
	Inferred	0.01	8.9	0.6	0.50	12
	Sub-Total	0.30	10.4	0.7	0.88	18
Total Superior Lake	Indicated	2.07	18.0	0.9	0.38	34
	Inferred	0.28	16.2	1.0	0.31	37
	Total	2.35	17.7	0.9	0.38	34

The information in this report that relates to Mineral Resource estimates for Superior Lake Zinc Project was announced on 7 March 2019. Superior has confirmed to VRM that it is not aware of any new information or data that materially affects the information included in the announcement of 7 March 2019 and that all material assumptions and technical parameters underpinning the Mineral Resource estimate in the announcement of 7 March 2019 continue to apply and have not materially changed.

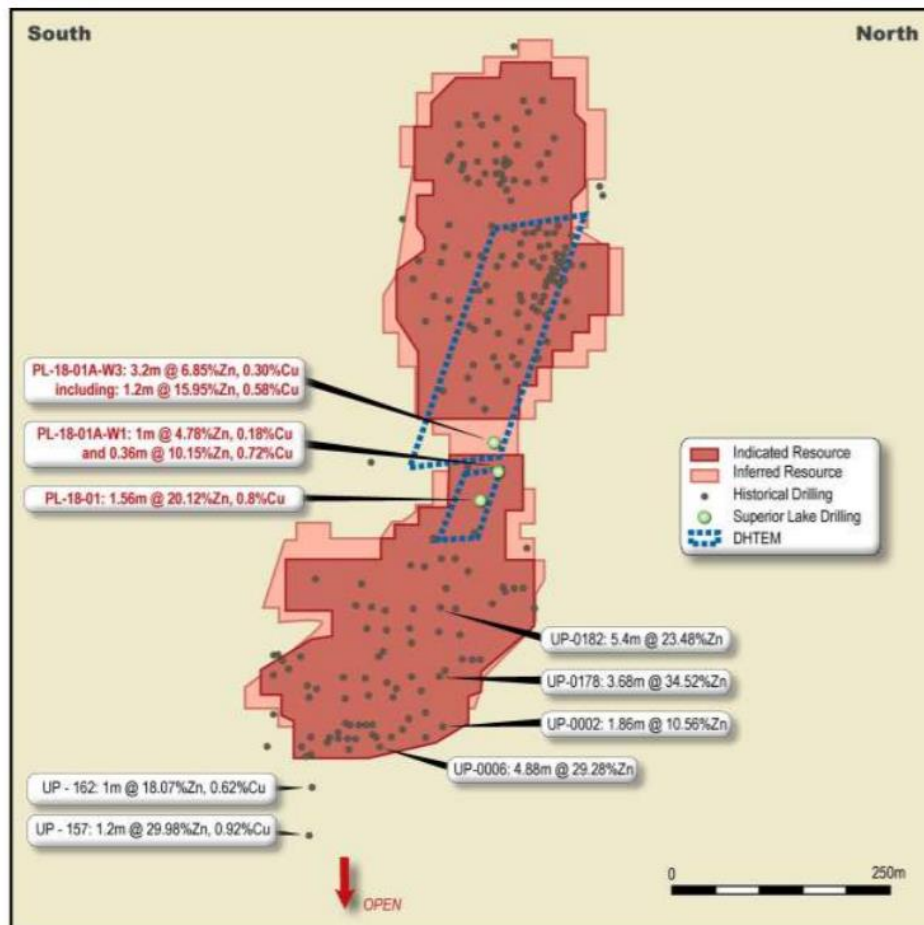


Figure 7 Long section through the Pick Lake mineral resource showing new drilling

3.2.5.1. Informing Data and QA/QC

Drilling and Sampling

Sampling of the Pick Lake and Winston Lake deposits has been carried out using diamond drilling that was conducted during the period of mining operations from 1988 to January 1999. Samples were taken on geological intervals and composited to 1m lengths. The method for surveying historical surface drill holes is not known. Limited verification of the sampled intervals was made by Superior in 2018. In 2019, an additional three HQ-size diamond drill holes were completed by Superior. There was a total of 1,810 surface and underground holes in the database, including 247 holes drilled at Pick Lake, 1,508 holes drilled at Winston Lake and 55 exploration holes. Core size was recorded as either BQ, TT46, LTK46, AW34, or AQTK.

Historic sampling was typically carried out using half cut core sampled at 1m intervals or to geological contacts. Historic core for two holes was accessed at the Ontario Ministry of Northern Development and Mines ("NMDM") in Thunder Bay. This core comprised half core samples over continuous lengths of typical Winston Lake mineralisation. This core was resampled using quarter core sampling for data verification purposes.

Analysis

All historical sample preparation was conducted in two external laboratories: Swastika Laboratories (Swastika, Ontario) and Metric Lab (Thunder Bay, Ontario) that followed standard procedures of the Canadian mining industry developed for base metal mineralisation.

Superior submitted 64 drill core samples from historic drilling to ALS Canada Ltd Laboratories (preparation completed at Thunder Bay; analysis completed in Vancouver) as an independent check in June 2018. Samples were quarter core, crushed to 70% passing 2mm, and pulverised to 85% passing <75µm. Analysis for Zn and Cu were carried out using Inductively Coupled Plasma- Atomic Emission Spectroscopy (ICP-AES), Au by 30g Fire Assay with an Atomic Absorption Spectroscopy finish, Ag was by Aqua Regia with an AAS finish.

Most recent drilling by Superior involved four-acid digest followed by multi-element ICP-ES analysis producing results for base metals and gold using Method OG62 for zinc, copper and silver and fire assay with AAS finish for gold.

QA/QC

The archive data does not contain QAQC information, however, the good consistency of the assay data of historic sampling suggests that standard QAQC procedures were adopted in the past assuring quality of the samples.

Appropriateness of the assaying and laboratory procedures that was historically used can be inferred from the fact of successful mining of these deposits and no reconciliation issues were identified in the archive documentation.

Recent analysis of the duplicate samples has confirmed a good repeatability of the historic assays. Good repeatability of the historic data expressed as insignificant scatter of the data points confirm that historical sub-sampling protocols were appropriate for this style of mineralisation.

Quality of the samples assayed in 2019 was controlled by inserting certified standards (OREAS 622) and blank samples which was an addition to the routine QAQC procedures used by the ALS-Canada laboratories.

Bulk Density Measurements

A total of 654 samples have specific gravity ("SG") measurements and 714 samples have calculated SG ("CSG") where:

$$CSG = (((100-S\%)*2.7+R\%*5+(R\%*(Po\%+0.001)/(Py\%+0.001))*4.6)+Cu\%/0.3*4.1+Zn\%/0.6*3.9)/100$$

S% =Sulphide % calc, R%= re-Py%

It is presumed that the measurements were obtained from core using the water immersion technique, although this is not stated.

Tonnage was estimated using the dry bulk density from historical data.

Metallurgical Test work

Metallurgical test work is currently being undertaken (as at March 2019) to quantify recoveries of zinc, copper and precious metals from Superior Lake.

Past production was successful and has demonstrated that mineralisation is amenable for processing using conventional flotation technologies and the metal is recovered as sulphide concentrate.

The historical concentrator process combined crushing, grinding, flotation and dewatering to produce two separate high-grade concentrates, zinc and copper. The ore was hoisted via a vertical shaft into a fine ore bin and processed at a rate of 1,000tpd.

Historical recoveries of the Superior Lake mineralisation from the onsite processing plant were:

- Zinc: 93%
- Copper: 77%
- Gold: 32%
- Silver: 36%.

Comment

The vast majority of data available for the Superior Lake Mineral Resource estimates is historical. It is likely that the drilling, sampling and sample preparation procedures are appropriate for the mineralisation style and thickness, although there is a lack of reported QAQC results for the historical data. Verification sampling and drilling has, according to Massa, verified the historical data by obtaining 64 check samples and drilling three diamond holes. Further verification sampling and drilling is strongly recommended. Standards and blanks should be inserted with all future sample submissions, at a rate of one standard or blank for every 25 samples submitted. Duplicates are not required from core.

Project-wise, there are sufficient bulk density measurements, however it was not stated if a density measurement was obtained for every assayed sample interval. VRM recommends that a bulk density measurement is obtained for every assayed sample interval derived from core at any type of base metals deposit.

The equation utilised to calculate SG is theoretical and relies on minerals present (and correct determination of mineralogy) as well as assay values. VRM recommends deriving a new regression equation derived from assays versus density.

Metallurgical testing is currently being conducted for the project. It is assumed that the mineralisation will demonstrate similar recoveries to the reported historical numbers; which indicate reasonable recoveries that support the prospects for eventual economic extraction of the Mineral Resource.

3.2.5.2. Estimation

The mineralisation was defined by intervals logged as massive and semi-massive sulphides within the Pick clotted rhyolite or tuff units and within the Winston rhyolites, tuffs and chert units. The assay values for zinc were compared to these intervals and found to correlate well. The zinc percent assay values were used to select intersections where no logging information was present. The interpretation of continuity was based on ore drive level plans that showed mapping information for the sulphide horizon.

A nominal cut-off grade of 1% Zn was used to define the mineralised intervals which were used to construct a vein model in Leapfrog software. Edge boundaries were applied from ore drive extents and long-section mine plans that indicated the conductor boundary position from geophysical surveys. The interpretation of the VMS bodies

was confirmed by mapping and sampling of the underground developments which were also used for constraining VMS mineralised bodies in 3D.

Samples were composited to 1m lengths using a best fit algorithm. High grade cuts were applied to all elements. The cut values, determined from approximately 2% on the log-probability curve were: zinc (38%), copper (2.4%), gold (0.7g/t) and silver (95g/t).

Continuity analysis of the samples was carried out using Istatist geostatistical software to produce variograms for each element. The block models were constructed using parent cell sizes of 20mE by 20mN by 1mRL with sub-cell sizes of 0.5mE by 0.5mN by 0.5mRL for Pick Lake and 1mE by 1mN by 1mRL for Winston Lake. The composite data was unflattened and estimation of grades was carried out in unfolded space using ordinary kriging in Isatis software. The data was then adjusted back to real space coordinates and imported into Micromine software for validation.

Up to two passes were used to inform the estimates. For Winston Lake, the first pass used a range of 60m by 60m by 2m with a minimum of four and maximum of 16 composites. The second pass used a range of 60m by 60m by 4m with a minimum of one and maximum of 16 composites. For Pick Lake, the first pass used a range of 30m by 30m by 4m with a minimum of eight and maximum of 16 composites. The second pass used a range of 60m by 60m by 6m with a minimum of six and maximum of 16 composites. Zinc, copper, gold, silver and density were interpolated into the block models. In addition, a high yield limit of 30m was applied to the interpolation for grades that were cut.

The block models were validated using qualitative and quantitative techniques and showed that the block grades correlate well to the composite grades.

VRM Comment

The interpretation and wireframing methodology are suitable for the mineralisation style and geometry. Top cuts were applied to the data prior to estimation, which VRM deems as conservative for the zinc and copper estimates.

The block sizes and estimation parameters are largely suitable for the deposits. Smoothing of block grades would be within reason considering the use of 16 maximum composites for the estimate, which is appropriate. A high yield limit for high grades adds some conservatism to the grade estimate. Unfolding is appropriate for the thin and undulating nature of the mineralisation; however, VRM recommends that the minor search radii is increased for all passes.

The interpolation of density into the model should result in a slight underestimate of the block density compared to the declustered composite mean of density, which builds in some conservatism to the bulk density values within the block model.

If a reliable regression equation can be estimated for assays versus density (within the mineralisation domains), this should be applied to the dataset to obtain more calculated densities for interpolation. This would increase the reliability of the density estimate in the block model.

Overall, the estimation of the Superior Lake Mineral Resource is conducted with industry standard techniques and is appropriate for the level of confidence at the deposit.

3.2.5.3. Mineral Resource Classification and Reporting

The mineralised domains have demonstrated sufficient confidence in both geological and grade continuity to support the definition of Mineral Resources. The nominal drill spacing of 40m by 40m, together with geological mapping and sampling from ore development, raises and stoping is considered to be sufficient to assign an Indicated Mineral Resource classification to the majority of the Mineral Resource. Material classified as Inferred Mineral

Resource is located on the margins of the Indicated Mineral Resource and the extents of the mineralisation, where sampling and control on the domain geometry are less confident. The input data is comprehensive in its coverage of the deposits and does not favour or misrepresent the in-situ mineralisation.

Superior is progressing with the long hole underground mining method with paste fill. Therefore, the Mineral Resource estimate was reported at a 3% zinc cut-off grade.

VRM Comment

The parameters used for Mineral Resource classification are standard industry practice. The drill spacing of up to 40m should be adequate to classify Indicated Mineral Resource for this mineralisation style. The grade estimate should be reliable, the main source of potential variance could occur from volume variance due to the undulating nature of the massive sulphide mineralisation. This could be tested prior to mining with grade control spaced drilling.

A global cut-off grade of 3% zinc is applied for the Mineral Resource and in VRM's opinion, is appropriate to report the Mineral Resource that could be extracted using underground mining techniques. More information should be presented to support this value, however in VRM's opinion, a cut-off of 3% zinc is generally adequate for the mineralisation style and mining method.

3.2.5.4. JORC Table 1 Appropriateness – VRM Comment

Overall the data presented in the JORC Table 1 is adequate, although further supporting inputs to justify the cut-off grade could be presented.

3.2.6. Bankable Feasibility Study Summary

The Superior Lake Project Bankable Feasibility Study (BFS) was announced to the ASX on 28 August 2019 with a Maiden Ore Reserve also announced on 28 August 2019. The BFS was carried out to determine the potential viability of mining the Superior Lake Zinc Project and as it uses a proportion of Inferred Resources (7%) over the life of mine, the requisite cautionary statements were required to be included in that announcement by the ASX. VRM refers the reader to that announcement for the full context of the release. This section of the report is largely extracted from the various ASX releases. On 5 December 2019 the Company announced that an optimisation study was underway with the objective to increase the grade and hence production early in the mine life. As at the date of this report the results of the optimisation study are not completed and VRM does not consider there to be sufficient certainty of the outcome of that study, therefore we have no reasonable grounds to deviate from the results of the DFS. Therefore, this report is based on the BFS without any further modification. The inputs from the BFS are considered by VRM to be reasonable and continue to be valid for the basis of the valuation and assessment of the deposit.

VRM considers that BFS completed by Superior is a robust current and reasonable technical and economic assessment of the project. VRM notes the Ore Reserve for the Pick Lake Deposit released by SUP which included the required additional information and studies required to understand the Modifying Factors for the proposed mining operation. As these modifying factors are reasonably understood an income-based approach is considered appropriate to value the project. VRM was engaged by BDO to review the inputs into the financial model that BDO is assessing and reviewing as a basis for their valuation to be included in their IER.

The Capital and Operating Costs associated with DFS were estimated as of the second quarter of 2019 with an accuracy range of -10% to +15%. These were compiled by Primero Group Limited an independent Australian based project engineering consultancy with technical aspects included from studies undertaken by Massa Geoservices Ltd (Resource) Oreology Consulting (mine planning and Ore Reserves), Mine Design Engineering Inc for Underground Geotechnical aspects, Nordmin Engineering Ltd for mine and site infrastructure, SGS Canada Inc for Metallurgical test work, Wood Canada Limited for Tailings and water studies and Environmental Applications Group Inc for

environmental and permitting. Nordmin Engineering was selected as some of their staff have previous mining experience at Winston Lake and Pick Lake.

Mining

The mine will consist of an underground operation with access via a decline located adjacent to the historic Zenmac workings near the Winston Lake processing site and infrastructure. It will be using conventional longhole stopes with introduced paste fill, adopting 15m sublevel intervals where the ore thickness is less than 3m and 20m sublevels in the wider ore zones. Ore and waste will be hauled to the surface by a fleet of 40 tonne haul trucks. Development will be completed using jumbo drills with the surface ramp profile planned to be 5.0mW x 5.5mH with all other waste development through a 4.5mW x 4.5mH profile heading. Ore development will incorporate a “shanty back” profile with the blasting of the heading incorporating a rescue blasting process of the waste being fired first then after a delay the ore blasted to minimise dilution. Stope drill and blast will be done using a longhole drill between the developed sublevels.

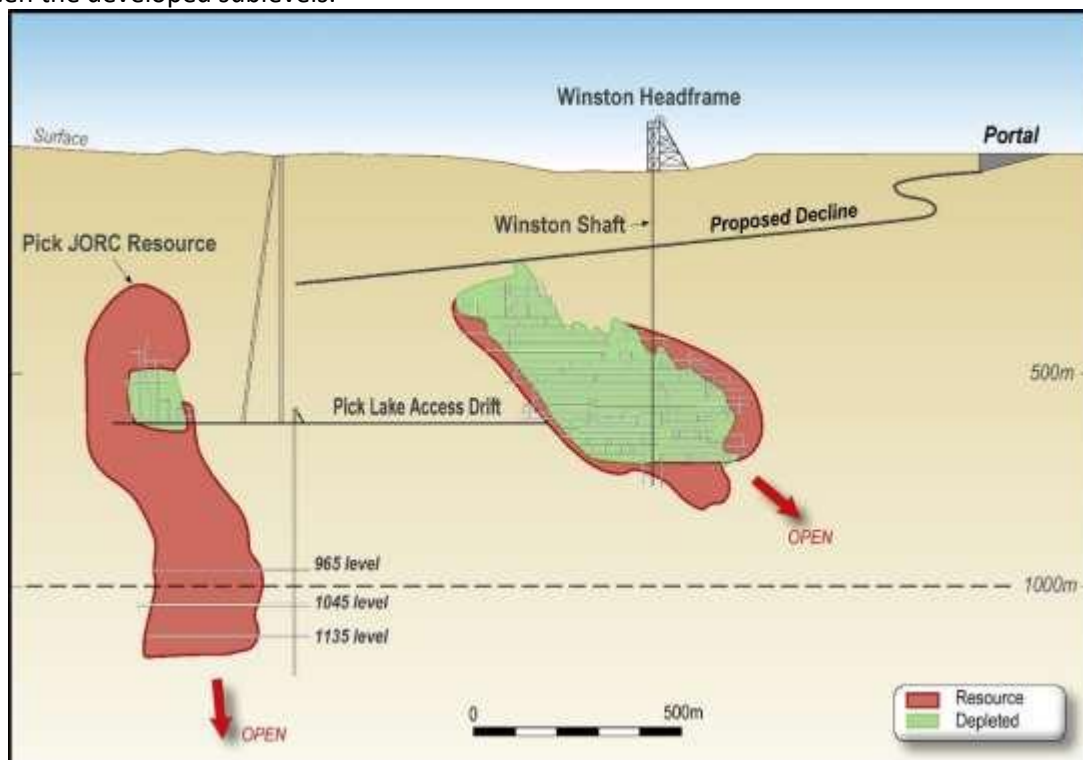


Figure 8 Schematic Long Section of the Mining Layout

The mining method selected for Pick Lake longhole stope with fill, relying principally upon Cemented Paste Backfill (CPB) after stopes are mined. Where practicable, rock-filling will be utilized to minimize waste haulage to surface. Open stopes used in some upper mine areas to reduce operating costs, with island pillars designed for stability reducing mining recovery.

Cut-off

As VMS deposits have multiple commodities it is considered most reliable to undertake a net smelter return (NSR) calculation to determine an appropriate cut-off grade. The NSR takes into account all the revenue from all saleable metals (including the payability of Au and Ag), as well as all sale-related costs and effects (transport costs, freight costs, royalties, etc.). The NSR then gives a revenue net of all selling and transport costs.

NSR was coded into the Mining Block Model as a grade field, and which was used for all cut-off calculations.

An NSR Cut-off Grade (COG) was calculated for each mining area to account for changes in stope filling methods, haulage distances and level intervals. The COG for each mining area was determined by estimating all mining, process, backfill, site services, and G&A costs. The COG varies for each of the mining areas from US\$77/t in the upper Pick Lake deposit to \$112/t in the Pick Lake Lower C area of the deposit.

The average cut-off grade of 5.2% Zn was applied to the Reserve.

Processing / Metallurgy

SUP undertook comminution and flotation testwork on Pick Lake ore collected via diamond drilling in 2018. The results were similar to and confirmed the validity of the historical metallurgical production data. Recovery and concentrate values are based on a combination of the recent test work, historical operating data from when lower Pick Lake stope was partly exploited in the 1990's.

The processing flowsheet, shown in Figure 9 consists of the following stages:

- Single stage crushing of ROM
- Single-stage milling (SAG)
- Copper conditioning and flotation (with regrind of rougher concentrate)
- Zinc conditioning and flotation (with regrind of rougher concentrate)
- Concentrate filtration
- Product loading into sea containers

The process flowsheet development and plant design were undertaken by Primero.

The new plant will include a SAG mill in the comminution circuit. The flotation plant consists of separate, sequential copper and zinc circuits using multiple stages of cleaning with regrind of the rougher concentrates.

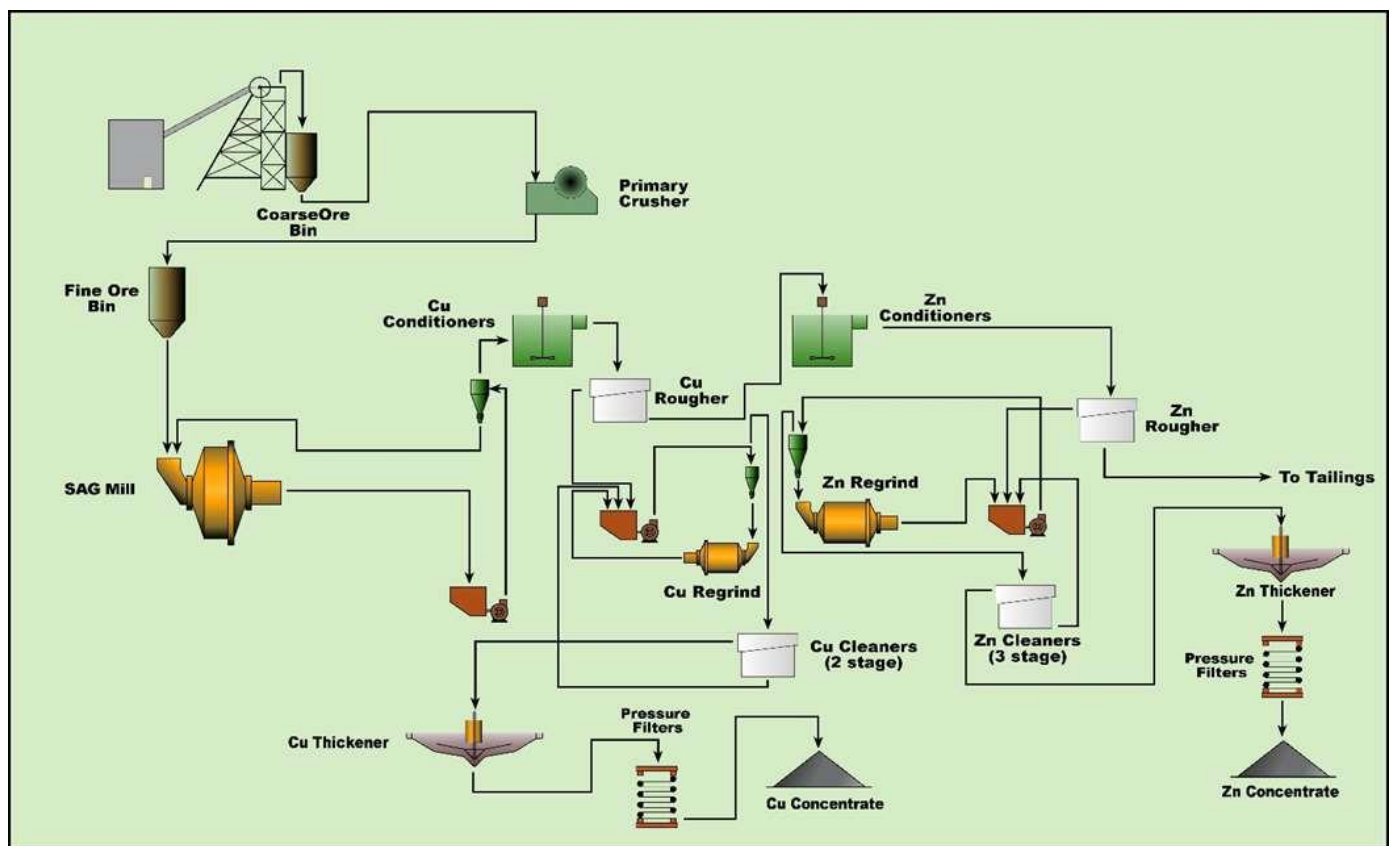


Figure 9 Proposed Processing Plant Schematic

Metallurgical recovery was based on 11 years of historical operations at Winston Lake and testwork undertaken by SUP on Pick Lake ore, collected in 2018 at SGS Canada. Based on the reviews of the metallurgical reports and the original system design descriptions, Primero have developed a slightly revised flowsheet, taking advantage of newer equipment available. Assumed metallurgical recoveries used in the BFS are summarised in Table 3.

Table 3 Metallurgical Recoveries

Commodity	Average Recovery
Zinc	96%
Copper	77%
Gold	32%
Silver	36%

As these recoveries are based on previous production and from a similar flowsheet they are considered reasonable.

Nominal throughput for the plant is 1000 tonnes per day. When accounting for availability the processing plant is estimated to process 325,000 tonnes per annum. The BFS has an average annual zinc concentrate production of 73,000 tonnes and 5,200 tonnes of copper concentrate. The concentrates are filtered and loaded into sea containers for transport for off-site smelting.

Capital Costs

The capital costs required for mine development, including the decline to access the Pick Lake deposit, a 325,000tpa plant and associated infrastructure is estimated total US\$97.1 million including and pre-production mining and plant pre-production and owners' costs. A 9.5% overall contingency has been included. These costs are detailed in Table 4 and Table 5.

The capital allows for the following;

- Owner Operator mining equipment,
- Decline to access the Pick Lake deposit and initial mine development
- Processing plant and associated infrastructure including

Primary Crusher

SAG mill

Two-stage flotation (copper and zinc)

Concentrate filtration and loading into sea containers

- Use of existing 115kV transmission powerline to site with minor upgrades
- Use of existing with minor upgrade to the unsealed site access road
- Use of existing tailing storage facility (TSF)
- Upgrades to surface water infrastructure and water treatment plant

Table 4 Project Capital Cost Estimate

Cost	US\$ million
Site General	0.8
Processing Plant	43.5
Infrastructure	7.5
Mine Development	13.2
Total Direct Capital Costs	65.0
EPCM / Management	5.4
Construction Indirect	7.7
Total Indirect Costs	13.1
Contingency (9.5% of all CAPEX)	8.4
Total Capital Cost	86.5

Table 5 Owners and Pre Production Cost Estimate

Cost	Pre-Production (US\$ million)
Owners Cost	1.8
Mining Pre Production	5.0
Plant Pre Production	3.6
Total	10.4

The capital cost is based upon an estimate date of Q2 2019 with an accuracy of -10% +15%. All equipment has been assumed in the DFS to be purchased new. The cost estimates have been developed using past project experience, the engineers project cost database and manufacture/supplier budget pricing for major plant and equipment.

While the costs are benchmarked to Q2 2019 it is considered reasonable to consider that these costs remain current. From the analysis undertaken by VRM along with discussions with management it is possible that some of the equipment may be sourced second hand at a saving to the assumed capital cost estimate. Any savings would likely have a larger impact on any increases from the capital cost base. Additionally, as the DFS has been undertaken at an accuracy of -10% +15% basis, it is considered unlikely that any increases would exceed the level of accuracy of the capital cost estimates.

In VRM's opinion these costs appear to be reasonable and broadly in line with other benchmarked operations.

Operating Costs

Operating costs (Table 6) include reported in the ASX release were calculated from first principles and where possible from similar size and types operations. Mining costs were estimated at US\$53.3/t of ore, Labour costs (excluding mining) of US\$5.6 million per annum, processing consumables at US\$12.34/t of ore, Power at US\$5.37/t of ore, Maintenance at US\$3.18/t of ore and G&A costs at US\$2.8M per annum.

The treatment charge was US\$130/t concentrate for zinc and USD\$ 95/t concentrate for copper. Concentrate transport costs were assumed at USD\$40/t being a mixture of road transport to a rail head then to Ontario for treatment.

Table 6 Operating Cost Estimate

Cost Centre	US\$M / year	US\$/t ore	US\$/lb Zn
Mining	17.5	53.28	0.16
Labour (excl. mine personal)	5.6	16.92	0.05
Operating consumables	4.0	12.34	0.04
Power	1.8	5.37	0.02
Maintenance material	1.0	3.18	0.01
General and Administration	2.8	8.58	0.03
Total	32.6	99.66	0.30

In VRM's opinion these costs appear to be reasonable and in line with other benchmarked operations.

Infrastructure

The region is a well-developed historical mining area with multiple operating mines located within the area. Thunder Bay is located 180km to the east of the project., the Trans Canadian highway and rail line are located less than 20km from the site with a rail siding at the town of Schreiber, approximately 30km from the project.

The existing infrastructure within the project includes;

- Unsealed 20km access road from the site to the Trans Canadian Highway
- 115kV transmission powerline to site
- Tailings Storage Facility (TSF)
- Freshwater dam
- Water treatment plant

- Cleared site suitable for a processing plant and associated infrastructure
- Several ventilation rises from the Pick Lake underground workings which would need to be re-instated.
- Mine shaft at Winston which while initially planned to be used as access to the deposit is now largely excluded from the proposed development of the deposit
- Approximately 16km of underground workings a small portion of which was used in the previous mining of the Pick Lake deposit. The majority of the workings were accessing and mining the Winston Lake deposit which is largely exploited.

It is envisaged that concentrate will be transported in sea containers via this road to the rail-siding at the town of Schreiber, approximately 30km from the project. From that rail siding it is assumed in the BFS financial model that concentrates will be transported to Ontario for smelting.

The current mine plan and proposed mining method results in the majority of the tailings being required for stope backfill and therefore would be directed to a paste plant and used as cemented backfill in most stopes. Therefore, there is minimal requirement for additional tailings facilities on site. Waste rock from excavation of the decline would be placed in a waste storage facility.

New additional infrastructure required for the project includes;

- A new 325,000tpa processing plant.
- Upgrades to electrical power supply and site distribution.
- Upgrades to existing water treatment facilities.
- A 180-person accommodation camp proposed to be located on an existing motel site near the turnoff to site from the Trans Canadian highway. It has been reported to VRM that the accommodation cost will be outsourced and is included in the mine's operating costs and the financial model of the feasibility study.

All of the costs appear reasonable and broadly in-line with other benchmarked projects.

Additional Studies and Work

Environmental and social permitting remains to be completed for the project however there are several permits currently in place for the Winston Lake Mine which will pass to Superior once the option agreement for the purchase of the Winston Lake Project is exercised. All environmental permits and approvals are reported to be current.

3.2.7. Ore Reserves

On 28 August 2019 SUP announced a maiden Ore Reserve for the project. The Ore Reserve, detailed in Table 7 below, has been determined only from the Indicated Mineral Resource Estimates for the Pick Lake Deposit (Table 2), the Ore Reserves are a subset of the Mineral Resources.

The Ore Reserves tabulated below (Table 7) have more tonnes classified as Probable Ore Reserves (1.96Mt) than the Indicated Resources in Table 2, while this is usually not the case it is due to the high dilution that has been assumed in the Ore Reserves. The average dilution for the project is 31%. VRM has checked the contained metal in the Indicated resources and compared the contained metal to the contained metal in the Ore Reserves. There is a total reduction in the contained metal of between 20% and 27% when comparing the Indicated resources and the reserves. While the resource to reserve conversion is high at 80% of the contained metal this is due to the mineralisation at Pick Lake being one discrete narrow sulphide body and the resource not including any of the mineralisation intersected away from the main mineralisation. It is considered that the competent person who undertook the mineral resource estimate accurately and, in VRM's opinion, correctly interpreted the requirement for eventual economic extraction that underpins any JORC mineral resource.

In addition to this Ore Reserve the financial model used in the SUP BFS also utilises a small portion (approximately 7%) of Inferred material.

Table 7 Superior Lake Maiden Ore Reserve

Classification	Tonnes (Mt)	Zinc Grade (%)	Copper Grade (%)	Gold Grade (g/t)	Silver Grade (g/t)
Probable	1.96	13.9	0.6	0.2	26.2
Total	1.96	13.9	0.6	0.2	26.2

Notes: tabulated from the 28 August 2019 SUP ASX release, using a 5.2% Zn cut-off grade and are based on the Mineral Resource Estimates detailed above.

Inferred material was optimised, designed and scheduled for the base case used in the BFS. The mine plan which includes inferred material, adds stopes at the edges of the orebody and along strike. An Indicated-only optimisation, design, and schedule was also undertaken to allow a maiden Ore Reserve to be declared as a part of the BFS. The mine design based purely on the Ore Reserves resulted in a less favourable economic analysis than the base case (which included the inferred material) is still considered economically and technically viable. The base case mine plan includes approximately 7% of inferred material.

The inclusion of the inferred material in the mine plan is considered reasonable as the inferred material is adjacent to and on the edges of the indicated material. While a portion of the inferred material in the mine plan may be exploited early in the mine life, due to the inferred material being at the edges of the mineralisation a significant portion of the inferred material in the mine plan is in the “mid Pick” region of the deposit which will be exploited around the middle of the mine life. The location of the inferred and indicated resources is shown in Figure 7. Superior has undertaken a sensitivity analysis on the mine plan excluding the inferred material and while it is reported as still economically robust and viable including the inferred material improves the economics of the project. In VRM’s opinion it is reasonable to include the inferred material in the mine plan but only where that inferred material is adjacent to the Probable Ore Reserves or where development through an area of inferred material is required to exploit the ore reserves. An example of this is the mid pick area shown in Figure 7 between the upper and lower indicated resources. In undertaking this review VRM has viewed the location of the inferred material with respect to the development and the location of the ore reserves and considered it reasonable to include inferred material in the mine plan.

3.3. Non Resource Projects

This section is a summary of the early stage and conceptual targets within four projects owned 70% owned by Superior via its holding in Ophiolite Holdings Pty Ltd.

The tenements that constitute these projects have been documented in the tenure section above with the tenement details documented in Appendix A while the regional location of these tenements is shown in Figure 1

There are four separate projects that have no resources and are best described as early stage conceptual projects. These are the Victoria Lake, Ellis Lake, Tuuri Twp and the Joe Creek projects. All these projects are also within the Wawa sub province of the Superior Craton in Ontario, Canada.

The mineral claim applications covering the early stage and conceptual projects were selected based on recent open file magnetic data. They are all dominated by the greenstone stratigraphy however the greenstones are interpreted by various authors as not being as prospective as the greenstone belts aged 2720Ma which host most of the VMS deposits in the area. The prospective greenstone belts are shown in green within Figure 5 while the less prospective greenstones are shown in grey. All four of the Superior projects that do not host resources cover these less prospective greenstone sequences.

There has been limited previous exploration and little information on these projects released by Superior however in compiling this report several historic exploration activities were identified. The more significant are a series of diamond drill holes into the Victoria Lake project where geophysical targets were drilled by Noranda and Falconbridge in the 1980’s and 1990’s. This drilling intersected both felsic and mafic rocks and generally low tenor

sulphides with thin weakly anomalous sampled returned for copper, zinc and gold. The geophysical anomalies were all electromagnetic targets however the quality and signal to noise ratio along with increased processing and newer geophysical systems these targets are considered by VRM to potentially constitute viable and justified targets.

In VRM's opinion additional work including data compilation, re-interpreting the existing geophysical data and new geophysical surveys is recommended over these conceptual targets.

4. Valuation Methodology

The VALMIN Code outlines various valuation approaches that are applicable for projects at various stages of the development pipeline. These include valuations based on market based transactions, income or costs as shown in Table 8 and provides a guide as to the most applicable valuation techniques for different assets.

Table 8 VALMIN Code 2015 valuation approaches suitable for mineral projects

Valuation Approach	Exploration Projects	Pre-development Projects	Development Projects	Production Projects
Market	Yes	Yes	Yes	Yes
Income	No	In some cases	Yes	Yes
Cost	Yes	In some cases	No	No

From VALMIN Code 2015

As there are Ore Reserves declared for the Pick Lake Deposit BDO has requested that VRM check the reasonableness of the technical inputs into the financial model.

VRM has not undertaken any valuation of the Pick Lake Deposit as a part of this report. While there are resources within the Pick Lake deposit that are not exploited by the current Pick Lake Ore Reserves the inferred material is included in the Mine Plan developed as a part of the BFS. Therefore, in VRM's opinion the DCF model accurately and fully represents the value of the Pick Lake Deposit.

There are however exploration targets adjacent to the existing Pick Lake resources which has been valued as a part of the Superior Lake brownfields exploration potential.

This report details a valuation of the Winston Lake Resources, the brownfield exploration potential adjacent to the Winston and Pick Lake Deposits and the greenfield exploration targets within the greater Superior Lake Project and the four conceptual early stage exploration projects.

The primary valuation for the Winston Lake Deposit is based on market transactions for broadly comparable projects with the secondary valuations being a yardstick valuation. The valuation approach for the greenfield and brownfields targets within the Superior Lake project and the four early stage conceptual projects is based on a Cost based valuation approach with the methodology being a Kilburn or Geoscientific valuation. As there has been minimal additional work undertaken on the early stage and conceptual projects VRM considers it reasonable to only undertake a single valuation for these projects.

4.1. Previous Valuations

VRM has enquired to Superior regarding any previous valuations that have been completed and are in the public domain. The company has confirmed that there are no recent valuations that are relevant to this valuation. VRM has also undertaken an extensive search to ensure there are no other valuations that have used the mineral assets of Superior as a basis of that valuation.

There are no previous valuation reports that are relevant to this valuation.

4.2. Valuation Subject to Change

The valuation of any mineral project is subject to several critical inputs most of these change over time and this valuation is using information available as of 31 December 2019 being the valuation date for this report. This valuation is subject to change due to variations in the geological understanding, variable assumptions and mining

conditions, climatic variability that may impact on the development assumptions, the ability and timing of available funding to advance the project, the current and future commodity prices, exchange rates, political, social, environmental aspects of a possible development, a multitude of input costs including but not limited to fuel and energy prices, steel prices, labour rates and supply and demand dynamics for critical aspects of the potential development like mining equipment. While VRM has undertaken a review of multiple aspects that could impact the valuation there are numerous factors that are beyond the control of VRM. This valuation assumes several forward-looking production and economic criteria which would be unreasonable for VRM to anticipate.

4.3. General assumptions

Mineral Assets of Superior are valued using appropriate methodologies as described in Table 8 in the following sections. The valuation is based on a number of specific assumptions detailed above, including the following general assumptions;

- That all information provided to VRM and its associates is accurate and can be relied upon,
- The valuations only relate to the mineral assets of Superior and not Superior Lake Resources Limited nor their shares or market value,
- That the mineral rights, tenement security and statutory obligations were fairly stated to VRM by Superior and that the mineral licences will remain active,
- That all other regulatory approvals for exploration and mining are either active or will be obtained in the required and expected timeframe
- That the owners of the mineral assets can obtain the required funding to advance the project as assumed,
- That the current mineral resource estimates and any modifying factors assumed in their estimation remain reasonable and valid,
- The commodity prices assumed (where it is used in the valuation) are as at 31 December 2019, being;
 - Zinc US\$1.0332/lb (kitcometals.com)
 - Copper US\$2.7903/lb (kitcometals.com)
 - Gold US\$ 1,514.75/oz (kitco.com)
 - Silver US\$ 18.0450/oz (kitco.com)
- The US\$ - AUD\$ exchange rate of 0.70295, the US\$ - CAD\$ exchange rate of 0.7715 and the CAD\$ - AUD\$ exchange rate of 0.91117 has been used (xe.com).
- All currency in this report are Australian Dollars (AUD\$), unless otherwise noted, if a particular value is in United States Dollars, it is prefixed with US\$ while Canadian dollars are prefixed with CAD\$.

4.4. Market Based Valuations

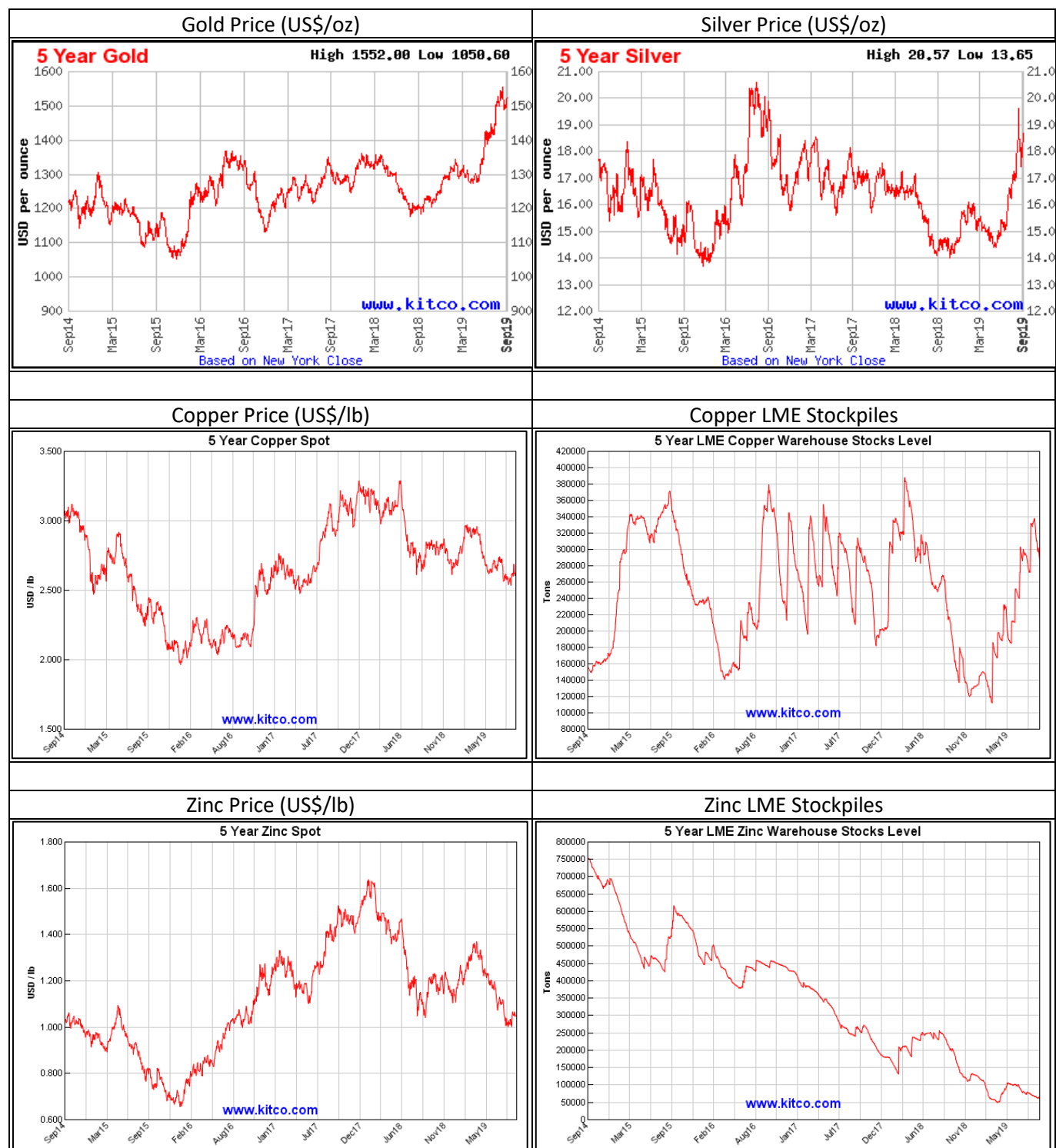
As most the projects being valued in this report are base metal projects it is important to note the current status of the base and precious metal markets prior to completing the valuation.

4.4.1. Base and Precious Metal Markets

Commodities being targeted by Superior, are dominated by base and precious metals. The Superior Lake project is dominated by zinc. The global zinc market has been in supply deficit the past few years as several large operations close primarily due to resource / reserve depletion rather than the mines being closed due to low commodity prices. This has placed the zinc market in a significant deficit with this predicted by many forecast agencies to continue into the near future. As most base metals, in particular zinc and lead, prices are driven by the supply and demand balance the market review is based on the stockpiles of zinc and lead on various exchanges and the current metal price. The precious metal prices, especially gold is frequently considered to be a pseudo currency with demand on physical gold being linked to periods of economic uncertainty and a safe haven investment option.

Below are several graphs sourced from Kitco.com or Kitcometals.com of the metal prices over the past five years and the stockpiles of those metals on the major metal exchanges of London and Shanghai. Overall even given the supply – demand fundamentals of the zinc market there hasn't been a significant increase in the metal price. The zinc, lead and copper prices are all significantly lower than the five year peak prices that occurred approximately

12 – 18 months ago. Therefore, it is considered reasonable to discount the technical valuations by 5% for Kilburn or geoscientific valuations.



4.5. Valuation of Advanced Projects

There are several valuation methods that are suitable for advanced projects these include;

- Financial modelling including DCF valuations,
- Comparable Market Based transactions including Resource and Reserve Multiples
- Joint Venture Transactions
- Yardstick valuations

As there are Ore Reserves estimated for the Pick Lake Deposit VRM considers an income based valuation approach as being a suitable primary valuation method for those Ore Reserves. In this case BDO will be undertaking the valuation of the Ore Reserves with the reasonableness of these inputs validated by VRM. There are significant modifying factors that impact the viability and economic returns of a mining operation. These modifying factors have been and quantified by the Superior BFS released on 28 August 2019.

4.5.1. Comparable Market Based Transactions

A comparable transactional valuation is a simple and easily understood valuation method which is broadly based on the real estate approach to valuation. It can be applied to a transaction based on the contained metal (for projects with Mineral Resource Estimates reported) or on an area basis for non-resource projects. Advantages of this type of valuation method include that it is easily understood and applied, especially where the resources or tenement area is comparable and the resources are reported according to an industry standard (like the JORC Code or NI43-101) but it is not as robust for projects where the resources are either historic in nature, reported according to a more relaxed standard or are using a cut-off grade that reflects a commodity price that is not justified by the current market fundamentals. If the projects being valued are in the same or a comparable jurisdiction, then it removes the requirement for a geopolitical adjustment. Finally, if the transaction being used is recent then it should reflect the current market conditions. Difficulties arise when there are a limited number of transactions, where the projects have subtle but identifiable differences that impact the economic viability of one of the projects, for example the requirement for a very fine grind required to liberate gold from a sulphide rich ore or where the ore is refractory in nature and requires a non-standard processing method.

The information for the comparable transactions has been derived from various sources including the ASX and TSX releases associated with these transactions, a database compiled by VRM for exploration stage projects (with resources estimated) and development ready projects and a monthly publication by PCF Capital termed the Resource Thermometer.

This valuation method is the primary valuation method for exploration or advanced (pre-development) projects where Resources have been estimated but no Reserves or DCF or financial models have been completed. More advanced projects would typically be valued using an income approach due to the modifying factors for a mining operation being better defined.

The preference is to limit the transactions and Resource multiples to completed transactions from the past two to three years in either the same geopolitical region or same geological terrain.

The validity of the Resource multiples used by VRM has been checked by reviewing other market analysis by industry participants.

The comparable transactions have been compiled for advanced projects where Resources have been estimated. Appendix B details the Resource Multiples for a series of transactions that are considered at least broadly comparable to the base and precious metal projects owned by Superior.

4.5.2. Yardstick Valuation

A yardstick valuation was undertaken as a check of the comparable transactions. This yardstick valuation is based on a rule of thumb as supported by a large database of transactions where resources and reserves at various degrees of confidence are multiplied by a percentage of the spot price. The database is an in-house compilation of historical publicly announced transactions (dominantly from ASX releases) with various resources classifications. The yardstick valuation factors used in this report are in line with other yardstick valuation factors commonly used by other independent specialists and used in other VALMIN reports such as Naidoo et.al. (2016).

Typically, base metal and other commodities which are sold as concentrates use significantly lower yardstick multiples to reflect the proportion of the value of the metal in concentrate that is paid to the producer. Gold is typically sold directly to a refinery or mint as gold Dore (an alloy of gold and silver) and a very high proportion of the metal value is paid to the producer, often >97% while concentrates result in a much lower proportion of the metal value being paid to a producer (often as low as 50-60% of the metal value). Table 9 details the yardstick multiples used for base metal projects.

The US\$-AUD\$ exchange rate and spot commodity prices as of 31 December 2019 and documented above have been used to determine the yardstick valuation.

Table 9 Yardstick Multiples used for Base Metal Projects or projects where a concentrate is sold

Resource or Reserve Classification	Lower Yardstick Multiple	Upper Yardstick Multiple
	(% of Spot price)	(% of Spot price)
Ore Reserves	3%	5%
Measured Resources (less Proved Reserves)	1%	3%
Indicated Resources (less Probable Reserves)	0.5%	1%
Inferred Resources	0.3%	0.5%

4.6. Exploration Asset Valuation

To generate an overall value of the entire project it is important to value all the separate parts of the mineral assets under consideration. In the case of the advanced projects (with reserves or resources) the most significant value drivers for the overall project are the Resources or Reserves for earlier stage projects a significant contributor to the projects value is the exploration potential. There are several ways to determine the potential of pre-resource projects, these being;

- A Geoscientific (Kilburn) Valuation
- Comparable transactions based on the projects' area
- Joint Venture Terms
- A prospectivity enhancement multiplier (PEM)

The methodology to determine the Comparable transactions based on a projects area is undertaken using the same methodology as the described in the Comparable transactions' valuation for advanced projects section above other than the transactional value is applied to the project's area rather than the resources. The Joint Venture terms valuation is similar to the comparable transactions based on the project area other than a discount to the Joint Venture terms is applied to account for the time value of money (an appropriate discount rate is applied) and a discount to the earn-in expenditure to account for the chance that the Joint Venture earn-in expenditure is not completed in the agreed timeframe.

VRM considers the Geoscientific (Kilburn) Valuation method to be the most robust and therefore that is the primary valuation method used for early stage projects. The Geoscientific (Kilburn) Valuation method is checked using the other valuation methods with a preference toward Joint Venture terms and comparable transactions. It is the view of VRM that the least transparent and most variable valuation method is a PEM valuation.

4.6.1. Geoscientific (Kilburn) Valuation

One valuation technique that is widely used to determine the value of a project that is at an early exploration stage without any mineral resources or reserve estimates was developed and is described in an article published in the CIM bulletin by Kilburn (1990). This method is widely termed the geoscientific method where a series of factors within a project are assessed for their potential. While this technique is somewhat subjective and open to interpretation it is a method that when applied correctly and by a suitably experienced specialist enables an accurate estimate of the value of the project. There are five critical aspects that need to be considered when using a Kilburn or Geoscientific valuation, these are the base acquisition cost, which put simply is the cost to acquire and continue to retain the tenements being valued. The other aspects are the proximity to both adjacent to and along strike of a major deposit (Off Property Factors), the occurrence of a mineral system on the tenement (On Property Factors), the success of previous exploration within the tenement (Anomaly Factors) and the geological prospectivity of the geological terrain covered by the mineral claims or tenements (Geological Factors)

While this valuation method is robust and transparent it can generate a very wide range in valuations, especially when the ranking criteria are assigned to a large tenement. This method was initially developed in Canada where the mineral claims are generally small therefore reducing the potential errors associated with spreading both favourable and unfavourable ranking criteria to be spread over a large tenement. Therefore, VRM either values each tenement or breaks down a larger tenement into areas of higher and lower prospectivity.

Table 10 documents the ranking criteria while the inputs and assumptions that were used to derive the base acquisition cost (BAC) for each tenement are detailed in the valuation section of each of the projects.

Table 10 Ranking criteria are used to determine the geoscientific technical valuation

Rating	Off-property factor	On-property factor	Anomaly factor	Geological factor
0.1				Generally unfavourable geological setting
0.5			Extensive previous exploration with poor results	Poor geological setting
0.9			Poor results to date	Generally favourable geological setting, under cover
1.0	No known mineralisation in district	No known mineralisation within tenement	No targets defined	Generally favourable geological setting
1.5	Mineralisation identified	Mineralisation identified	Target identified, initial indications positive	
2.0	Resource targets identified	Exploration targets identified	Significant intersections - not correlated on section	Favourable geological setting
2.5				Mineralised zones exposed in prospective host rocks
3.0	Along strike or adjacent to known mineralisation	Mine or abundant workings with significant previous production	Several significant ore grade intersections that can be correlated	
3.5				
4.0	Along strike from a major mine(s)	Major mine with significant historical production		
5.0	Along strike from world class mine			

The technical valuation derived from the Kilburn ranking factors are frequently adjusted to reflect the geopolitical risks associated with the location of the project and also the current market conditions toward a specific commodity or geological terrain. These adjustments can either increase or decrease the technical value to derive the fair market valuation.

Using the ranking criteria from Table 10 along with the base acquisition costs tabulated in the Appendices an overall technical valuation was determined.

The technical valuation was discounted to derive a market valuation. A market factor was derived to account for the geopolitical risks of operating in Ontario and the status of the market to base and precious metal projects.

Ontario has several geopolitical risks, usually environmental and permitting risks along with social and community risks and is expected to have an increased level of environmental compliance and approvals risks. As the Superior Lake Project has much of the infrastructure in place including tailings storage facilities most of these risks are considered to be minimal therefore no geopolitical discount has been applied.

In addition to the jurisdictional risks there are also market based factors that can dramatically change the market valuation. Therefore, an additional discount has been applied for to account for the current state of the commodity price and general market sentiment toward base and precious metal projects. While the market for zinc is currently quite robust due to supply restraints and continued economic improvements resulting in increased demand. This has resulted in an improvement in the commodity price. The increase in the base metal commodity prices and the link to the market prices for projects appears to be limited to well understood, technically simple and low risk advanced stage or development ready projects, exploration projects remain difficult to fund and advance toward a development decision. Additionally, the market factors can change depending on the local currency commodity prices. For example, in Australia the gold price, in Australian dollar terms is quite strong however it remains difficult to attract exploration funds to advance small gold projects, therefore, it is considered reasonable to apply a small discount the commodity price environment.

On that basis, the technical valuations are discounted by 5% for the market conditions while there has been no additional discount applied for any geopolitical risks.

5. Superior's Mineral Asset Valuation

The following projects have been valued as a part of this ITAR, the mineral assets of Superior including;

- The Winston Lake Deposit and exploration potential within the greater Superior Lake Project,
- The early stage exploration projects including
 - Victoria Lake
 - Joe Creek,
 - Ellis Lake and,
 - Tuuri Twp

Specifically excluded from the valuation are the Ore Reserves for the Pick Lake Deposit. VRM understands that BDO will value the Pick Lake Ore Reserves via a DCF model. VRM has been asked to comment on the reasonableness of the inputs into the DCF with specific comments on those inputs included in the sections above and summarised in Section 5.1 below.

The value of the project (excluding the Ore Reserves) has been derived using a sum of the parts being the Winston Lake resource valuation added to the exploration potential as determined by a Geoscientific or Kilburn valuation. The ranking criteria used have been determined based on information outside the resource area. The area assigned to the Kilburn Valuation has been reduced from the full project area to account for the area of the resource within each of the tenements or projects.

The preferred valuation technique for the remaining exploration assets is a geoscientific or Kilburn valuation.

Secondary valuation methods have also been undertaken as a check to the primary valuation method. Secondary valuation methods used for the resource projects includes a yardstick valuation. No secondary valuation has been undertaken for the regional exploration projects due to the lack of exploration work undertaken on these

conceptual early stage projects. Additionally, VRM considers that these projects have minimal value when compared to the advanced Superior Lake Project.

5.1. DCF Model Inputs

As detailed above VRM considers that the Bankable Feasibility Study (BFS) completed by Superior and reported in the Ore Reserve and BFS ASX releases of 28 August 2019 to be current and all the inputs appear to be within the expected levels for a project of this size and complexity. All costs are Real costs and inflation is required in the DCF model. A summary of the critical inputs into the financial model are tabulated below;

Model Inputs / Assumptions	Unit	Unit	Basis / Comment
Mining Rate	t/day	1,000	Superior - BFS
Average Dilution in Ore Reserves	%	31%	Superior - BFS
Zn Recovery	%	96.1	Metallurgical studies and previous production from Pick Lake
Cu Recovery	%	77.0	
Au Recovery	%	32.0	
Ag Recovery	%	36.0	
Processing Rate (nominal)	t/a	325,000	Superior - BFS
Processing Availability	%	90	Assumed
Capital Cost	US\$ million	96.7	Superior – BFS
Sustaining Capital Cost	US\$ million/a	5.0	US\$42.5 million over 8.5 years Superior - BFS
Operating Cost			Superior – BFS
Mining Cost (average LOM)	\$/t	53.28	Scheduled and variable over LOM
Processing Cost – Fixed	US\$/a	5.73	Superior – BFS
Processing Cost – Variable	US\$/t	13.29	Superior – BFS
Admin Costs - Fixed	US\$/a	4.07	Superior – BFS
Admin Costs – Variable	US\$/t	2.30	Superior – BFS
Transport Costs	US\$/t	40.15	Superior – BFS
Royalty	%	2	Modelled to be reduced to 1% with 50% of the royalty purchased by SUP
Zinc Concentrate Production (Approx.)	t/a	71,300	Superior – BFS
Copper Concentrate Production (Approx.)	t/a	5,200	Superior – BFS
Zinc Treatment Charge	\$/t con	130	Superior – BFS
Copper Treatment Charge	\$/t con	95	Superior – BFS
Construction Time	Months	15	Superior – BFS
Rehabilitation	CAD\$ million	21.7	Superior

Several assumptions and aspects have been investigated in this review that have included reviewing the various inputs into the Superior BFS.

The BFS costs and assumptions have been generated, mostly by external independent specialist consultants, with these costs either generated from a first principals basis, from third party quotes or tender documents or from the independent specialist's database. Several of the critical aspects that have been reviewed include the development timeframe, which at 15 months is reasonable for a small (325,000t/a) floatation circuit with a simple small comminution circuit. This construction timeframe is considered reasonable as the majority of the concrete works and major large construction items would be completed within the initial 6 months of the build with the construction of pipes, agitators and mixers and electrical components to follow. The critical aspect of construction in Ontario is considered to be the completion of concrete and other major external items during the mild autumn,

summer and spring months between April and November. The proposed construction timeframe allows for the majority of the large items to be built within the suitable seasons for construction.

The assumed production inputs are all reasonable as the production schedule allows for a ramp-up to 1000t/day to occur over a nine month period, in addition to this commissioning timeframe a 90% availability of the processing plant has been assumed. This is considered conservative for a processing plant of this size and complexity; therefore, this assumption is reasonable. The concentrate grades and the moisture content are reasonable and expected for zinc and copper concentrates.

The assumed refining, treatment and payability of the various metals, while negotiated on an individual offtake contract basis are all within the expected ranges for similar projects. As the project has previously produced zinc and copper concentrates obtaining favourable offtake agreements is likely due to the production history.

All of the processing, administration and transport costs have been generated by external independent consultants from first principals. VRM has benchmarked these costs against other similar projects and considers these costs to be within the expected ranges. The excellent infrastructure that supports the project is likely to reduce several of the costs including grid power (with the power line already built), the transport costs are expected to be low (for consumables in the processing plant and for the concentrate) due to the proximity to a rail siding approximately 30km from site and the all-weather site access road along with the proximity to the trans Canadian highway, located 20km to the south of the deposit. The financial model has assumed that Superior exercises its buy-back right for 50% of the NSR royalty and therefore has factored in the reduced royalty of 1% in the economic analysis.

The assumed mining and processing schedule is reasonable with the mine operating on minimal ROM stockpiles for the initial 2 years when the one third of the ore is sourced from development drives, this is expected as any underground mine requires extensive development prior to extraction of the majority of the tonnes at a lower cost from production stopes. The schedule and production rates are considered reasonable based on the current mine plan. The proposed mine plan is based on both Ore Reserves (93%) and minor Inferred mineral Resources (7%). The Ore reserves consist of 1.95Mt classified as probable. The Ore Reserve tonnage exceeds of the stated Indicated resources for Pick Lake of 1.78Mt. While this is unusual to have an Ore Reserve larger than the Mineral Resource the reason for the additional tonnage is the dilution due to the planned mining method. The calculated average dilution is 31%. VRM has reviewed the Ore Reserves and the Resources with the Ore Reserve containing 10% more tonnes however the ore reserve has between 20 and 27% less contained metal, this is due to the high dilution associated with the mining method and the ore body width in some parts of the deposit. The Mine plan contains approximately 7% more tonnes than the Pick Lake Resource and between 20% and 26% less contained metal. Overall the resource to reserve conversion is approximately 80% which while high is considered to reflect the conservative nature of the Mineral Resource and in VRM's opinion the Competent Person who undertook the resource estimate has accurately and correctly interpreted the JORC requirement for eventual economic extraction.

VRM has reviewed the timing of the various capital items. The financial model has scheduled the various capital costs with the timing of the capital items all appearing reasonable. While the timing of some of the large capital items like the SAG mill occur early in the capital schedule these usually have a long lead time with considerable deposits being required when the equipment is ordered. This early deposit of 30% of the SAG mill is included in the schedule. In VRM's opinion this is reasonable however Superior may elect to order the long lead time items earlier to ensure there are no construction delays. It would, in VRM's opinion, be unreasonable to include the earlier purchase of the long lead time items in the BFS model.

VRM has reviewed the Sustaining capital and mining operational expenditures (both mining cost and haulage costs. The timing of these costs and the total costs all appear reasonable. The haulage costs would usually increase with the greater mining depth however Superior has planned as much waste material would be used as rock backfill into available stopes. Earlier in the mine life there are no voids for waste disposal therefore the haulage costs are higher.

The mining costs are also higher in the initial two years due to the high proportion of development being undertaken early in the mine life. This is usual for an underground mine. All these costs are considered reasonable.

In the review of the financial model as presented to VRM by Superior the only items that appear to be omitted are the rehabilitation costs and the closure cost reassurance fee of 3.5% of the total rehabilitation costs. VRM has recommended to BDO that these costs be included in the modified DCF model.

There are several aspects of the study that contain additional risks that may result in additional or higher costs than those included in the BFS, these include but are not limited to geotechnical aspects of the decline that will be cross cutting several distinctly different geological domains and stratigraphic sequences. This may result in additional ground support being required in the decline. Additional unknown costs include the cost of accommodation which was reported to VRM as being included in the operating cost, additionally a significant proportion of the operating cost will be the staffing costs. Due to the cyclic nature of the mining industry the staffing costs significantly change over the life of the operation. The mobile equipment for the mine has all been costed as a component of the operating cost with the equipment proposed to be leased rather than an outright purchase of the equipment. A minor risk of this is if the lease rates and availability of the equipment proposed to be used increase due to external risks or economic uncertainty in Canada. These risks are outside the control of Superior and are typical risks associated with any project.

In the review by VRM the assumptions, mine schedule, sustaining, operating and capital costs all are, given the current knowledge, reasonable and are not expected to exceed stated level of uncertainty of the BFS which stated as being -10% and +15%. This level of accuracy is typical for studies of this nature and complexity.

One of largest risks that VRM has identified in the BFS DCF model is the commodity price that has been assumed in the study.

5.2. Winston Lake Deposit and the Superior Lake Project

The valuation of the Superior Lake Project undertaken by VRM was undertaken as a sum of the individual parts basis with several valuations undertaken for the Resources within the Winston Lake tenements with additional value derived from the exploration upside around the currently defined mineralisation. The resources have been valued as an exploration project as the resources and development studies are not advanced to the stage that an ore reserve can be estimated. The valuation techniques include a resource multiple based on comparable transactions with secondary valuation methods include a yardstick valuation method. The exploration upside has been valued using a Kilburn or geoscientific technique. The details of these valuations are below and are based on the information and tenements as detailed in section 3 and Appendix B.

The Superior Lake Project consists of a single contiguous group of claims consisting of twenty three patented mining claims, two mining leases, twenty six legacy claims, twenty three boundary claims and 276 single cell claims. The tenements are all in good standing. Superior has engaged a Canadian tenement manager located in Belleville, Ontario to manage the regulatory requirements of the mining claims.

The mineral claims that surround the forty two mineral claims of the Pick Lake project have been valued using a Kilburn valuation. The recent exploration results from the 2019 drilling program are included in the ranking criteria used in the Kilburn valuation.

5.2.1. Comparable Transactions – Resource Multiples

As detailed in Appendix B, VRM has reviewed a series of transactions that are considered broadly comparable to the Winston Lake deposit within the Superior Lake Project.

As the Winston Lake Mineral Resource Estimate include multiple commodities the resource multiple used in the valuation has been determined by a metal ratio which takes into account the contribution of other metals however

there are several assumptions used in determining the metal ratio including an assumed recovery. The metal ratio used in determining the resource multiplier and the contained metal within the Superior Lake Resource has been calculated based on the current commodity prices as at 31 December 2019. Therefore, the resource stated above is slightly different to the resource used in this valuation due to the different zinc equivalent as determined in this report due to the updated commodity prices used. The contained zinc equivalent in the Winston Lake resource is 78.25Mlb as determined using the December 31 commodity prices.

VRM undertook an analysis of multiple zinc transactions and has considered a limited number of recent transactions that are broadly comparable. The comparable projects are modest to small tonnage, high grade, zinc dominant development projects. Several transactions have occurred for more advanced projects that are either in development, are operating or much larger tier 1 development projects. These were excluded due to the more advanced development stage or the size of the total resource. Most base metal projects transact with a trailing NSR type royalty, therefore the royalty for the Winston Lake deposit is imbedded in the resource multiples used in this valuation. From the analysis of the six completed transactions from comparable high grade zinc dominated deposits VRM has determined that the resource multiples for broadly comparable projects. These resource multiples using a zinc metal ratio which is similar to a zinc metal equivalent multiple with the only difference being the metal recoveries which are not available for all metals for the comparable transactions. The resource multiples were normalised against the prevailing zinc price for each of the transactions. This normalised zinc metal ratio resource multiple has been used to determine the valuation. Overall the normalised resource multiples range from A\$0.004/lb ZnEq to A\$0.038/lb ZnEq.

VRM considers that for Superior's Superior Lake Project, a reasonable resource multiple for the global resource is between A\$0.006/lb ZnEq and A\$0.013/lb ZnEq with a median of A\$0.010/lb ZnEq. These multiples are based on the median and the 25th and 75th percentiles from an analysis of a subset of the transactions identified as potentially comparable. The projects that were excluded from the overall analysis either had a significantly larger resource or were lower grade than the Superior Lake project.

The resource multiples detailed above and supported by the information in Appendix B have been used along with the Resources for the Winston Lake deposit to derive the value of the resources shown in Table 11.

Table 11 Comparable transaction valuation summary for the Winston Lake Project.

Winston Lake Deposit			
	Lower (25 th Percentile)	Median	Upper (75 th Percentile)
Resource (Mlb ZnEq).	78.25	78.25	78.25
Resource Multiple (AUD\$/lb Zn Eq)	\$0.006	\$0.010	\$0.013
Resource Valuation (AUD\$ million)	0.45	0.79	1.02

Note appropriate rounding has been applied to the Resource estimate and the valuation.

Therefore, VRM considers the Resource within the Winston Lake deposit to be valued, based on comparable transactions, at between **\$0.45 million** and **\$1.02 million** with a preferred valuation of **\$0.79 million**, being the median of the resource multiples. In addition to this value the exploration potential (both greenfield and brownfield potential) for the Pick Lake tenements (outside the Pick Lake Mine Area) needs to be included to obtain a value of the entire Superior Lake Project (Excluding the Pick Lake deposit which has been valued by BDO using a DCF model). The exploration potential has been derived via a Geoscientific (Kilburn) valuation method below.

5.2.2. Yardstick

Table 12 details the yardstick multiples were used to determine the value of the Resources within the Winston Lake Deposit while Table 13 tabulates the valuation based on the current Resource estimate.

Table 12 Yardstick Multiples used for the Superior Projects

Resource or Reserve Classification	Lower Yardstick Multiple	Upper Yardstick Multiple
	(% of Spot price)	(% of Spot price)
Ore Reserves	3.0%	5.0%
Measured Resources (less Proved Reserves)	1.0%	3.0%
Indicated Resources (less Probable Reserves)	0.5%	1.0%
Inferred Resources	0.3%	0.5%

Table 13 Yardstick Valuation of the Resources in the Winston Lake Deposit

	Resource	AUD\$/lb	Valuation (AUD\$ million)		
			Low	Preferred	High
Reserves	0	1.47	-	-	-
Measured	0	1.47	-	-	-
Indicated	76.0	1.47	0.56	0.84	1.12
Inferred	2.2	1.47	0.01	0.01	0.02
Total Valuation (AUD\$M)			0.57	0.85	1.13

Note: The yardstick valuation of uses the commodity prices and exchange rates as at 31 December 2019. Appropriate rounding has been applied to the resource and the valuation.

The yardstick valuation is broadly in line with the comparable transaction valuation however it is considered by VRM to be a useful guide of a possible valuation and should not be used as a primary valuation method.

5.2.3. Geoscientific Valuation

There are several specific inputs that are critical in determining a valid geoscientific or Kilburn valuation, these are ensuring that the specialist undertaking the valuation has a good understanding of the mineralisation styles within the overall region, the tenements and has access to all the exploration and geological information to ensure that the rankings are based on a thorough knowledge of the project. In addition to ensuring the rankings are correct deriving the base acquisition costs (BAC) is critical as that is the primary driver of the final value. In this case the BAC is derived by the exploration commitment to maintain the tenement in good standing and the costs of the claim applications and targeting and annual tenement rents have not been included in the BAC, therefore in VRM's opinion the Kilburn valuation for the exploration potential of the Pick Lake mining claims is considered to be a lower valuation. If the valuation is being undertaken on a large area it is preferable to break down the larger area into smaller zones to ensure that an area with a high ranking is not spread over a large area, thereby artificially increasing the valuation. The opposite can occur with large areas of low potential.

For the Superior Lake Project, in VRM's opinion the value of the exploration potential within the mining claims that are proximal to the Winston Lake resource have been captured in the comparable transaction valuation. The Pick Lake tenements have exploration potential which has been valued by this Kilburn valuation. Due to the differences in the exploration potential and targets along with previous exploration within the claims the eastern Pick Lake Claims have been ranked separately to the northern Pick Lake claims. The exploration potential adjacent to the Pick Lake deposit has been valued separately to ensure the value of the high priority exploration targets is captured. This Kilburn Valuation has excluded the Pick Lake Resource (and Reserve) which is valued as a part of the BDO IER. The value of the mining claims associated with the Winston Lake resource has, in VRM's opinion been captured in the comparable transaction valuation.

The Geoscientific rankings were derived for each of the Kilburn ranking criteria with the off property criteria considered to be between 3.0 and 3.5, the on property criteria between 1.5 and 3.0, the anomaly factor between 1.0 and 2 while the geology criteria are considered to be between 1.5 and 2.5. When these ranking criteria are

combined with the base acquisition cost as detailed in Appendix C this has determined the technical value as shown in Table 14.

Table 14 details the technical value (in Canadian dollars) of the exploration potential of the Pick Lake tenements while the Fair Market Value of the exploration potential is based on a 10% market discount while there has been no discount applied to the technical value for geopolitical and social risks due to the high ranking that Ontario has in the Fraser Institute rankings of mining jurisdictions in addition much of the infrastructure required to re-start the operation including the tailings dam, power lines and access roads all being. Overall the fair market valuation (in Canadian dollars) is detailed in Table 15 with the valuation used in determining the fair market value converted to Australian Dollars based on the exchange rate between the Canadian Dollar and the Australian Dollar as at the valuation date of 31 December 2019.

Table 14 Technical Valuation (in Canadian Dollars) for the Mining Claims surrounding the Superior Lake Resource tenements

Tenement	Technical Valuation (C\$)		
	Lower	Preferred	Upper
Pick Lake Distal North	489,600	839,800	1,190,000
Pick Lake Distal East	597,400	1,124,700	1,652,000
Pick Lake Proximal	425,300	741,850	1,058,400
TOTAL	1,512,300	2,706,350	3,900,400

Note the table above is the technical valuation which is the base acquisition cost multiplied by the ranking factors outlined in Appendix C

Table 15 Fair Market Valuation (in Canadian Dollars) for the mining claims surrounding the Superior Lake Resource tenements

Tenement	Market Valuation (C\$M)		
	Lower	Preferred	Upper
Pick Lake Distal North	0.47	0.8	1.13
Pick Lake Distal East	0.57	1.07	1.57
Pick Lake Proximal	0.40	0.70	1.01
TOTAL	1.44	2.57	3.71

Note appropriate rounding to the valuation has been undertaken.

Table 15 is the fair market valuation (in Canadian Dollars) which is the technical valuation multiplied by two additional valuation factors, the geopolitical or sovereign risk factor and the market factor. In this case no discount has been applied for the location factor while the commodity or market factor is 95%. These factors have been applied to the technical valuations in Table 14.

The exchange rate between the Canadian Dollar and the Australian Dollar on 31 December 2019 was 0.911173. The exploration potential in the mineral claims of the Pick Lake project is considered by VRM to have a fair market value in Australian dollars of between **A\$1.58 million and A\$4.07 million** with a preferred value of **\$2.82 million**

5.2.4. Combined Valuation of the Superior Lake Project

In VRM's opinion a combined fair market value of 100% of the Winston Lake resource and the exploration potential within the Pick Lake tenements (in Australian dollars) is between **A\$2.03 million and A\$5.09 million** with a preferred value of **\$3.86 million**. This valuation excludes the value of the Ore Reserves associated with the Pick Lake deposit which have been valued by BDO in their IER to which this report is appended. Importantly prior to the proposed transaction completing Superior holds a 70% interest in Ophiolite.

5.3. Valuation of Non Resource Projects

The valuation of the non-resource projects owned by Superior has been undertaken using a Kilburn valuation. Given the very early stage and conceptual nature of the Victoria Lake, Joe Creek, Ellis Lake and Tuuri Twp projects VRM considers that it is reasonable to undertake only a Kilburn or Geoscientific valuation. There has been negligible minimal exploration expenditure on the mineral claims which would be used for a PEM valuation while comparable transactions on an area basis or Joint Venture terms are typically completed once there has been at least preliminary exploration undertaken which is not the case for the four non resource projects.

Due to the early stage and conceptual nature of exploration within the projects the valuation has been undertaken on a project basis rather than for each individual mining claims this section of the report details the combined valuations with the supporting valuation information included in Appendix C.

5.3.1. Geoscientific Valuation

For the non-resource projects each project was assigned a ranking criterion based on the off property potential, the on property potential, the anomaly ranking and the geological prospectivity. These were multiplied by the base acquisition cost as was done of the Resource projects above to determine a technical valuation of the tenements. This technical valuation was then converted to a fair market value by assigning a geopolitical ranking along with a commodity ranking. As was done above there was a 5% discount to account for the market (both the commodity and exploration funding market) while no additional discount was applied to factor in any geopolitical or social risks of the projects.

The Geoscientific rankings were derived for each of the Kilburn ranking criteria with the off property criteria considered to be between 1.0 and 1.1, the on Property criteria between 1.0 and 1.1, the anomaly factor between 1.0 and 1.4 while the geology criteria are considered to be between 1.0 and 1.5. When this is combined with the base acquisition cost which is limited to the required exploration expenditure for each of the single cell mining claims that constitute the individual projects. This has determined the technical value as shown in Table 16. The details of the BAC and the ranking criteria are appended in Appendix C.

Table 16 details the technical value of the exploration potential of the non-resource projects while the Fair Market Value is based on a 5% market discount and a no discount for geopolitical and social risks to the technical valuation. Overall the fair market valuation is detailed in Table 17.

Table 16 Technical Valuation for the Non-Resource Projects

Tenement	Technical Valuation (C\$)		
	Lower	Preferred	Upper
Victoria Lake	82,800	156,150	229,500
Joe Creek	96,800	153,800	210,800
Ellis Lake	92,200	146,500	200,800
Tuuri Twp	14,400	22,900	31,400
TOTAL	\$286,200	\$479,350	\$672,500

Note the table above is the technical valuation which is the base acquisition cost multiplied by the ranking factors outlined in Appendix C

Table 17 Fair Market Valuation for the Non-Resource Projects

Tenement	Market Valuation (C\$ million)		
	Lower	Preferred	Upper
Victoria Lake	0.08	0.15	0.22
Joe Creek	0.09	0.15	0.20
Ellis Lake	0.09	0.14	0.19
Tuuri Twp	0.01	0.02	0.03
TOTAL	\$0.27	\$0.46	\$0.64

Note appropriate rounding to the valuation has been undertaken.

Therefore, in VRM's opinion the fair market value of the non-resource projects is between C\$0.27 million and C\$0.64 million with a preferred value of C\$0.46 million. This converts to Australian Dollars to be AUD\$0.30 million and AUD\$0.70 million with a preferred value of AUD\$0.50 million based on the exchange rate as at 31 December 2019.

6. Risks and Opportunities

As with all mineral assets there are several risks and opportunities associated with the projects and any valuation. Some of the risks and opportunities that are common to most projects include the risks associated with the security of tenure, environmental approvals and geopolitical risks. A significant risk to the project and this valuation is the risks of obtaining sufficient capital to undertake the potential mining activity. An additional risk is the economic climate including commodity prices and financial markets which have a significant impact on the ability of a company to secure the required funding and profitably exploit the identified mineralisation. These risks are largely outside the control of the company.

For the mineral assets of SUP these are significantly reduced, especially for the main project, the Superior Lake Project. The Superior Lake Project has previously been mined so a significant portion of the infrastructure are either existing in the case of the access roads, the existing power line, tailings storage dam and a water dam while there are areas that have previously been disturbed in the previous processing plant site. As the project is within a stable geopolitical jurisdiction, being Ontario Canada, the security of tenure and geopolitical risks are also considered to be minimal. The environmental and permitting risks, while considered reduced due to the Winston Lake deposit previously being mined, may result in delays and additional costs associated with the potential development. Until the project has received the required permits to operate and commence construction these are difficult to quantify.

The project specific risks associated with the Superior Lake Project include the geological and geochemical datasets that underpin the Mineral Resource Estimate, especially given the historical (1980's – 1990's) nature of the majority of the exploration data. Of particular concern is the number of reported quality control and quality assurance work and of the samples. Additional information that would de risk the project includes the downhole survey information and the density measurements on the ore and waste within the proposed mining operation.

Project implementation and commissioning risks include the expected time and cost to develop the decline to the top of the Pick Lake deposit. If the costs of the mine development are significantly higher than that could, depending on the funding and cash position of SUP create an implementation cashflow shortfall prior to the project being cashflow positive. Some of the aspects that could impact the capital costs for the mine development include geotechnical aspects of the decline. As the decline will encounter several stratigraphic units and potentially several structural environments it is possible that there would be significant changes in the ground conditions and hence the cost of the decline and the associated consumables to rectify any areas of geotechnical instability. The sensitivity analysis presented by Superior has shown that the capital costs do not make a significant difference to the overall NPV of the project they could impact on the short term operational and implementation of the project.

There are multiple opportunities associated with both the Superior Lake Project and the exploration projects. The most significant opportunities are associated with the exploration potential within the tenements owned by SUP. There are several recently identified geophysical targets within the tenement portfolio and significant regional targets that require additional work. Some of the targets include electromagnetic anomalies within the general area of the Pick and Winston Lake deposits. Testing these some of the near mine anomalies while possible from surface would be easier, faster and cheaper if they were tested from the proposed decline. The exploration targets within the Superior Lake project require additional work while the regional projects require significant exploration. As the deposits at both Pick Lake and Winston Lake are classified as VMS deposits there is a well understood and viable exploration model to assist with targeting. A significant aspect of the VMS exploration model is that the

deposits typically occur as multiple distinct deposits within a cluster or camp. Within the known mineralisation at Superior Lake only two VMS deposits have been identified. Therefore, in VRM's opinion a material exploration opportunity exists in the area for additional VMS deposits to be discovered in the area.

7. Preferred Valuations

Based on the valuation techniques detailed above Table 18 provides a summary of the valuations based on the various techniques. The preferred valuation for the mineral assets of Superior are documented in Table 19. Figure 10 shows the various valuations and VRM's preferred valuation range for the mineral assets of Superior.

Table 18 Summary of the Valuations completed for Superior.

Mineral Asset	Valuation Technique	Report Section	Valuation Type	Asset Being Valued	Lower Valuation (AUD\$ M)	Preferred Valuation (AUD\$ M)	Upper Valuation (AUD\$ M)
Superior Lake Pick Lake and Winston Lake	Comparable Transactions ¹	5.1.1.1	Primary	Resource	\$0.45	\$0.79	\$1.02
	Yardstick	5.1.1.2	Secondary	Resource	\$0.57	\$0.85	\$1.13
	Kilburn	5.1.1.4	Primary	Exploration upside	\$1.58	\$2.82	\$4.07
	Total Superior Lake Project Primary Valuations				\$2.03	\$3.61	\$5.09
Other Projects	Kilburn		Primary	Exploration	\$0.30	\$0.50	\$0.70
Total Primary Valuation All Projects – Excluding the Pick Lake Deposit					\$2.32	\$4.11	\$5.79

Table 19 VRM's preferred valuation of the mineral assets of Superior

Company	Lower Valuation (AUD\$ M)	Preferred Valuation (AUD\$ M)	Upper Valuation (AUD\$ M)
Superior Mineral Assets Valuation	\$2.32	\$4.11	\$5.79



Figure 10 Superior Mineral Asset Valuation Summary

8. Conclusion

VRM considers the mineral asset valuation of Superior excluding the Pick Lake Ore Reserves to be within a range of **\$2.32 million to \$5.79 million** with a preferred total mineral asset value of **\$4.11 million**.

9. References

The reference list below is dominated by unpublished company reports. Where they are published the publication is noted. None of the ASX releases of Superior have been listed in the Reference list but are all available on each of the companies, and the ASX websites.

JORC, 2012, *Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (The JORC Code)* [online]. Available from: <http://www.jorc.org> (The Joint Ore Reserves Committee of The Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia).

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PCF Capital Group., 2019, *April 2019 Resource Thermometer*, unpubl. 39pp

VALMIN, 2015, *Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets (The VALMIN Code)* [online]. Available from: <http://www.valmin.org> (The VALMIN Committee of the Australasian Institute of Mining and Metallurgy and Australian Institute of Geoscientists).

10. Glossary

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

The following terms are taken from the 2015 VALMIN Code

Annual Report means a document published by public corporations on a yearly basis to provide shareholders, the public and the government with financial data, a summary of ownership and the accounting practices used to prepare the report.

Australasian means Australia, New Zealand, Papua New Guinea and their off-shore territories.

Code of Ethics means the Code of Ethics of the relevant Professional Organisation or Recognised Professional Organisations.

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

Experts are persons defined in the Corporations Act whose profession or reputation gives authority to a statement made by him or her in relation to a matter. A Practitioner may be an Expert. Also see Clause 2.1.

Exploration Results is defined in the current version of the Australasian Code for the Reporting of Exploration Results, Mineral Resources and Ore Reserves (the JORC Code). Refer to <http://www.jorc.org> for further information.

Feasibility Study means a comprehensive technical and economic study of the selected development option for a mineral project that includes appropriately detailed assessments of applicable Modifying Factors together with any other relevant operational factors and detailed financial analysis that are necessary to demonstrate at the time of reporting that extraction is reasonably justified (economically mineable). The results of the study may reasonably serve as the basis for a final decision by a proponent or financial institution to proceed with, or finance, the development of the project. The confidence level of the study will be higher than that of a Pre-feasibility Study.

Financial Reporting Standards means Australian statements of generally accepted accounting practice in the relevant jurisdiction in accordance with the Australian Accounting Standards Board (AASB) and the Corporations Act.

Independent Expert Report means a Public Report as may be required by the Corporations Act, the Listing Rules of the ASX or other security exchanges prepared by a Practitioner who is acknowledged as being independent of the Commissioning Entity. Also see ASIC Regulatory Guides RG 111 and RG 112 as well as Clause 5.5 of the VALMIN Code for guidance on Independent Expert Reports.

Information Memoranda means documents used in financing of projects detailing the project and financing arrangements.

Investment Value means the benefit of an asset to the owner or prospective owner for individual investment or operational objectives.

Life-of-Mine Plan means a design and costing study of an existing or proposed mining operation where all Modifying Factors have been considered in sufficient detail to demonstrate at the time of reporting that extraction is reasonably justified. Such a study should be inclusive of all development and mining activities proposed through to the effective closure of the existing or proposed mining operation.

Market Value means the estimated amount of money (or the cash equivalent of some other consideration) for which the Mineral Asset should exchange on the date of Valuation between a willing buyer and a willing seller in an arm's length transaction after appropriate marketing wherein the parties each acted knowledgeably, prudently and without compulsion. Also see Clause 8.1 for guidance on Market Value.

Materiality or being **Material** requires that a Public Report contains all the relevant information that investors and their professional advisors would reasonably require, and reasonably expect to find in the report, for the purpose of making a reasoned and balanced judgement regarding the Technical Assessment or Mineral Asset Valuation being reported. Where relevant information is not supplied, an explanation must be provided to justify its exclusion. Also see Clause 3.2 for guidance on what is Material.

Member means a person who has been accepted and entitled to the post-nominals associated with the AIG or the AusIMM or both. Alternatively, it may be a person who is a member of a Recognised Professional Organisation included in a list promulgated from time to time.

Mineable means those parts of the mineralised body, both economic and uneconomic, that are extracted or to be extracted during the normal course of mining.

Mineral Asset means all property including (but not limited to) tangible property, intellectual property, mining and exploration Tenure and other rights held or acquired in connection with the exploration, development of and production from those Tenures. This may include the plant, equipment and infrastructure owned or acquired for the development, extraction and processing of Minerals in connection with that Tenure.

Most Mineral Assets can be classified as either:

(a) **Early-stage Exploration Projects** – Tenure holdings where mineralisation may or may not have been identified, but where Mineral Resources have not been identified;

(b) **Advanced Exploration Projects** – 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 mineralisation present and encouragement that further work will elevate one or more of the prospects to the Mineral Resources category;

(c) **Pre-Development Projects** – 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;

(d) **Development Projects** – Tenure holdings for which a decision has been made to proceed with construction or production or both, but which are not yet commissioned or operating at design levels. Economic viability of Development Projects will be proven by at least a Pre-Feasibility Study;

(e) **Production Projects** – Tenure holdings – particularly mines, wellfields and processing plants – that have been commissioned and are in production.

Mine Design means a framework of mining components and processes taking into account mining methods, access to the Mineralisation, personnel, material handling, ventilation, water, power and other technical requirements spanning commissioning, operation and closure so that mine planning can be undertaken.

Mine Planning includes production planning, scheduling and economic studies within the Mine Design taking into account geological structures and mineralisation, associated infrastructure and constraints, and other relevant aspects that span commissioning, operation and closure.

Mineral means any naturally occurring material found in or on the Earth's crust that is either useful to or has a value placed on it by humankind, or both. This excludes hydrocarbons, which are classified as Petroleum.

Mineralisation means any single mineral or combination of minerals occurring in a mass, or deposit, of economic interest. The term is intended to cover all forms in which mineralisation might occur, whether by class of deposit, mode of occurrence, genesis or composition.

Mineral Project means any exploration, development or production activity, including a royalty or similar interest in these activities, in respect of Minerals.

Mineral Securities means those Securities issued by a body corporate or an unincorporated body whose business includes exploration, development or extraction and processing of Minerals.

Mineral Resources is defined in the current version of the Australasian Code for the Reporting of Exploration Results, Mineral Resources and Ore Reserves (the JORC Code). Refer to <http://www.jorc.org> for further information.

Mining means all activities related to extraction of Minerals by any method (e.g. quarries, open cast, open cut, solution mining, dredging etc).

Mining Industry means the business of exploring for, extracting, processing and marketing Minerals.

Modifying Factors is defined in the current version of the Australasian Code for the Reporting of Exploration Results, Mineral Resources and Ore Reserves (the JORC Code). Refer to <http://www.jorc.org> for further information.

Ore Reserves is defined in the current version of the Australasian Code for the Reporting of Exploration Results, Mineral Resources and Ore Reserves (the JORC Code). Refer to <http://www.jorc.org> for further information.

Petroleum means any naturally occurring hydrocarbon in a gaseous or liquid state, including coal-based methane, tar sands and oil-shale.

Petroleum Resource and **Petroleum Reserve** are defined in the current version of the Petroleum Resources Management System (PRMS) published by the Society of Petroleum Engineers, the American Association of Petroleum Geologists, the World Petroleum Council and the Society of Petroleum Evaluation Engineers. Refer to <http://www.spe.org> for further information.

Practitioner is an Expert as defined in the Corporations Act, who prepares a Public Report on a Technical Assessment or Valuation Report for Mineral Assets. This collective term includes Specialists and Securities Experts.

Preliminary Feasibility Study (Pre-Feasibility Study) means a comprehensive study of a range of options for the technical and economic viability of a mineral project that has advanced to a stage where a preferred mining method, in the case of underground mining, or the pit configuration, in the case of an open pit, is established and an effective method of mineral processing is determined. It includes a financial analysis based on reasonable assumptions on the Modifying Factors and the evaluation of any other relevant factors that are sufficient for a Competent Person, acting reasonably, to determine if all or part of the Mineral Resources may be converted to an Ore Reserve at the time of reporting. A Pre-Feasibility Study is at a lower confidence level than a Feasibility Study.

Professional Organisation means a self-regulating body, such as one of engineers or geoscientists or of both, that:

- (a) admits members primarily on the basis of their academic qualifications and professional experience;
- (b) requires compliance with professional standards of expertise and behaviour according to a Code of Ethics established by the organisation; and
- (c) has enforceable disciplinary powers, including that of suspension or expulsion of a member, should its Code of Ethics be breached.

Public Presentation means the process of presenting a topic or project to a public audience. It may include, but not be limited to, a demonstration, lecture or speech meant to inform, persuade or build good will.

Public Report means a report prepared for the purpose of informing investors or potential investors and their advisers when making investment decisions, or to satisfy regulatory requirements. It includes, but is not limited to, Annual Reports, Quarterly Reports, press releases, Information Memoranda, Technical Assessment Reports, Valuation Reports, Independent Expert Reports, website postings and Public Presentations. Also see Clause 5 for guidance on Public Reports.

Quarterly Report means a document published by public corporations on a quarterly basis to provide shareholders, the public and the government with financial data, a summary of ownership and the accounting practices used to prepare the report.

Reasonableness implies that an assessment which 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.

Royalty or Royalty Interest means the amount of benefit accruing to the royalty owner from the royalty share of production.

Securities has the meaning as defined in the Corporations Act.

Securities Expert are persons whose profession, reputation or experience provides them with the authority to assess or value Securities in compliance with the requirements of the Corporations Act, ASIC Regulatory Guides and ASX Listing Rules.

Scoping Study means an order of magnitude technical and economic study of the potential viability of Mineral Resources. It includes appropriate assessments of realistically assumed Modifying Factors together with any other relevant operational factors that are necessary to demonstrate at the time of reporting that progress to a Pre-Feasibility Study can be reasonably justified.

Specialist are persons whose profession, reputation or relevant industry experience in a technical discipline (such as geology, mine engineering or metallurgy) provides them with the authority to assess or value Mineral Assets.

Status in relation to Tenure means an assessment of the security of title to the Tenure.

Technical Assessment is an evaluation prepared by a Specialist of the technical aspects of a Mineral Asset. Depending on the development status of the Mineral Asset, a Technical Assessment may include the review of geology, mining methods, metallurgical processes and recoveries, provision of infrastructure and environmental aspects.

Technical Assessment Report involves the Technical Assessment of elements that may affect the economic benefit of a Mineral Asset.

Technical Value is an assessment of a Mineral Asset's future net economic benefit at the Valuation Date under a set of assumptions deemed most appropriate by a Practitioner, excluding any premium or discount to account for market considerations.

Tenure is any form of title, right, licence, permit or lease granted by the responsible government in accordance with its mining legislation that confers on the holder certain rights to explore for and/or extract agreed minerals that may be (or is known to be) contained. Tenure can include third-party ownership of the Minerals (for example, a royalty stream). Tenure and Title have the same connotation as Tenement.

Transparency or being **Transparent** 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 that is known to the Practitioner.

Valuation is the process of determining the monetary Value of a Mineral Asset at a set Valuation Date.

Valuation Approach means a grouping of valuation methods for which there is a common underlying rationale or basis.

Valuation Date means the reference date on which the monetary amount of a Valuation in real (dollars of the day) terms is current. This date could be different from the dates of finalisation of the Public Report or the cut-off date of available data. The Valuation Date and date of finalisation of the Public Report **must** not be more than 12 months apart.

Valuation Methods means a subset of Valuation Approaches and may represent variations on a common rationale or basis.

Valuation Report expresses an opinion as to monetary Value of a Mineral Asset but specifically excludes commentary on the value of any related Securities.

Value means the Market Value of a Mineral Asset.

11. Appendices

Appendix A – Superior Tenement Schedule

Note VRM checked the Ontario Tenement Database on 25 September 2019 and all tenements shown in this schedule are listed as either active or Hold Pending Extension of Time. The Anniversary dates detailed below are the actual anniversary dates and are expected to be extended once approval of the extension of time applications are processed. This extension is considered a normal process for tenements in Ontario.

Winston Lake Project Tenements

Claim Number	Owner	Township	PIN	Parcel	Patent	Rights	Area (Ha.)	Total Reserve
PAT-15667	FQM (Akubra) Inc.	Big Duck Lake	62503-0817	22677SEC TBF	PPA4026-	MRO	4.452	\$4,338
PAT-15668	FQM (Akubra) Inc.	Big Duck Lake	62503-0817	22677SEC TBF	PPA4026-	MRO	16.187	\$15,772
PAT-15669	FQM (Akubra) Inc.	Big Duck Lake	62503-0817	22677SEC TBF	PPA4026-	MRO	14.569	\$14,196
PAT-15670	FQM (Akubra) Inc.	Big Duck Lake	62503-0817	22677SEC TBF	PPA4026-	MRO	18.211	\$17,745
PAT-15671	FQM (Akubra) Inc.	Big Duck Lake	62503-0817	22677SEC TBF	PPA4026-	MRO	16.187	\$15,772
PAT-15672	FQM (Akubra) Inc.	Big Duck Lake	62503-0817	22677SEC TBF	PPA4026-	MRO	8.094	\$7,887
PAT-16410	FQM (Akubra) Inc.	Big Duck Lake	62503-0017	15741SEC TBF	PPA752	MR+SR	31.97	\$24,347
PAT-16411	FQM (Akubra) Inc.	Big Duck Lake	62503-0017	15741SEC TBF	PPA752	MR+SR	32.375	
PAT-16412	FQM (Akubra) Inc.	Big Duck Lake	62503-0017	15741SEC TBF	PPA752	MR+SR	32.375	\$24,655
PAT-16413	FQM (Akubra) Inc.	Big Duck Lake	62503-0250	15739SEC TBF	PPA750	MR+SR	31.97	\$1,062
PAT-16414	FQM (Akubra) Inc.	Big Duck Lake	62503-0233	10694SEC TBF	PPA6304	MR+SR	13.699	
PAT-16415	FQM (Akubra) Inc.	Big Duck Lake	62503-0234	10695SEC TBF	PPA6305	MR+SR	13.723	
PAT-16416	FQM (Akubra) Inc.	Big Duck Lake	62503-0242	10697SEC TBF	PPA6307	MR+SR	13.355	
PAT-16417	FQM (Akubra) Inc.	Big Duck Lake	62503-0241	10698SEC TBF	PPA6308	MR+SR	15.661	\$13,812
PAT-16418	FQM (Akubra) Inc.	Big Duck Lake	62503-0239	10700SEC TBF	PPA6310	MR+SR	20.789	
PAT-16419	FQM (Akubra) Inc.	Big Duck Lake	62503-0240	10699SEC TBF	PPA6309	MR+SR	14.188	
PAT-16420	FQM (Akubra) Inc.	Big Duck Lake	62503-0235	10701SEC TBF	PPA6311	MR+SR	12.804	
PAT-16421	FQM (Akubra) Inc.	Big Duck Lake	62503-0236	10702SEC TBF	PPA6312	MR+SR	14.055	
PAT-16422	FQM (Akubra) Inc.	Big Duck Lake	62503-0237	10703SEC TBF	PPA6313	MR+SR	13.897	
PAT-16423	FQM (Akubra) Inc.	Big Duck Lake	62503-0238	10704SEC TBF	PPA6314	MR+SR	18.672	
PAT-16424	FQM (Akubra) Inc.	Big Duck Lake	62503-0243	10705SEC TBF	PPA6315	MR+SR	12.4	
PAT-16425	FQM (Akubra) Inc.	Big Duck Lake	62503-0016	10706SEC TBF	PPA6316	MR+SR	16.179	
PAT-16426	FQM (Akubra) Inc.	Big Duck Lake	62503-0015	10707SEC TBF	PPA6317	MR+SR	16.119	\$17,092
Total Area							397.479	
Claim	Owner	Township	PIN	Parcel	Expiry	Rights	Area (Ha.)	Total
LEA-107803	FQM (Akubra) Inc.	Pays Plat Lake	62503-0725	1529SEC TBL	31-Dec-26	MR+SR	15.984	
LEA-107804	FQM (Akubra) Inc.	Pays Plat Lake	62503-0724	1530SEC TBL	31-Dec-26	MR+SR	16.377	\$24,039
Total Area							32.361	
Total Reserve								\$180,717

Pick Lake, Victoria Lake, Joe Creek and Tuuri Twp Project Tenements

Legacy Claim Number	Project	Township / Area	Tenure ID	Tenure Type	Anniversary Date	Exploration Commitment (CAD\$)
Pick Lake Mineral Claims						
4287915	Pick Lake	PAYS PLAT LAKE AREA	100621	Single Cell Mining Claim	2019-10-10	\$400
4287916	Pick Lake	PAYS PLAT LAKE AREA	101294	Single Cell Mining Claim	2019-10-10	\$400
4287914	Pick Lake	PAYS PLAT LAKE AREA	101304	Single Cell Mining Claim	2019-10-10	\$400
4287914	Pick Lake	PAYS PLAT LAKE AREA	101305	Single Cell Mining Claim	2019-10-10	\$400
4244163	Pick Lake	PAYS PLAT LAKE AREA	101307	Single Cell Mining Claim	2019-07-22	\$400
4287917	Pick Lake	PAYS PLAT LAKE AREA	101576	Single Cell Mining Claim	2019-10-10	\$400
4287909	Pick Lake	ROPE LAKE AREA	102524	Single Cell Mining Claim	2019-10-10	\$400
4274196	Pick Lake	ROPE LAKE AREA	102525	Single Cell Mining Claim	2019-10-10	\$400
4287922	Pick Lake	PAYS PLAT LAKE AREA	102527	Single Cell Mining Claim	2019-10-10	\$400
4287922	Pick Lake	PAYS PLAT LAKE AREA	102528	Single Cell Mining Claim	2019-10-10	\$400
4287920	Pick Lake	PAYS PLAT LAKE AREA	102529	Single Cell Mining Claim	2019-10-10	\$400
4244162	Pick Lake	PAYS PLAT LAKE AREA	103721	Single Cell Mining Claim	2019-07-22	\$400
4274197	Pick Lake	ROPE LAKE AREA	109189	Single Cell Mining Claim	2019-09-16	\$400
4244161	Pick Lake	PAYS PLAT LAKE AREA, ROPE LAKE AREA	110861	Single Cell Mining Claim	2019-07-22	\$400
4244161	Pick Lake	PAYS PLAT LAKE AREA	110862	Single Cell Mining Claim	2019-07-22	\$400
4274195	Pick Lake	PAYS PLAT LAKE AREA	114012	Single Cell Mining Claim	2019-09-26	\$400
4287914	Pick Lake	PAYS PLAT LAKE AREA	115903	Single Cell Mining Claim	2019-10-10	\$400

Legacy Claim Number	Project	Township / Area	Tenure ID	Tenure Type	Anniversary Date	Exploration Commitment (CAD\$)
4287915	Pick Lake	PAYS PLAT LAKE AREA	115904	Single Cell Mining Claim	2019-10-10	\$400
4287915	Pick Lake	PAYS PLAT LAKE AREA	115905	Single Cell Mining Claim	2019-10-10	\$400
4287918	Pick Lake	PAYS PLAT LAKE AREA	116128	Boundary Cell Mining Claim	2019-10-10	\$200
4287919	Pick Lake	PAYS PLAT LAKE AREA	116429	Single Cell Mining Claim	2019-10-10	\$400
4287919	Pick Lake	PAYS PLAT LAKE AREA	116430	Single Cell Mining Claim	2019-10-10	\$400
4287924	Pick Lake	PAYS PLAT LAKE AREA	116431	Single Cell Mining Claim	2019-10-10	\$400
4287918	Pick Lake	PAYS PLAT LAKE AREA	116432	Single Cell Mining Claim	2019-10-10	\$400
4287917	Pick Lake	PAYS PLAT LAKE AREA	116915	Single Cell Mining Claim	2019-10-10	\$400
4287916	Pick Lake	PAYS PLAT LAKE AREA	117784	Single Cell Mining Claim	2019-10-10	\$400
4287922	Pick Lake	PAYS PLAT LAKE AREA	117857	Single Cell Mining Claim	2019-10-10	\$400
4287911	Pick Lake	PAYS PLAT LAKE AREA,ROPE LAKE AREA	117859	Boundary Cell Mining Claim	2019-10-10	\$200
4287911	Pick Lake	PAYS PLAT LAKE AREA	117860	Single Cell Mining Claim	2019-10-10	\$400
4274197	Pick Lake	ROPE LAKE AREA	120946	Single Cell Mining Claim	2019-09-16	\$400
4274197	Pick Lake	ROPE LAKE AREA	120947	Single Cell Mining Claim	2019-09-16	\$400
4287923	Pick Lake	PAYS PLAT LAKE AREA	121790	Single Cell Mining Claim	2019-10-10	\$400
4287919	Pick Lake	PAYS PLAT LAKE AREA	123124	Single Cell Mining Claim	2019-10-10	\$400
4287919	Pick Lake	PAYS PLAT LAKE AREA	123125	Single Cell Mining Claim	2019-10-10	\$400
4287918	Pick Lake	PAYS PLAT LAKE AREA	123126	Single Cell Mining Claim	2019-10-10	\$400
4287920	Pick Lake	PAYS PLAT LAKE AREA	123127	Single Cell Mining Claim	2019-10-10	\$400
4287918	Pick Lake	PAYS PLAT LAKE AREA	123128	Single Cell Mining Claim	2019-10-10	\$200
4287910	Pick Lake	ROPE LAKE AREA	123146	Single Cell Mining Claim	2019-10-10	\$400
4287912	Pick Lake	PAYS PLAT LAKE AREA	123813	Single Cell Mining Claim	2019-10-10	\$400
4287920	Pick Lake	PAYS PLAT LAKE AREA	124406	Single Cell Mining Claim	2019-10-10	\$400
4284603	Pick Lake	LOWER AGUASABON LAKE AREA,PAYS PLAT	127780	Single Cell Mining Claim	2019-09-22	\$400
3001231	Pick Lake	PAYS PLAT LAKE AREA	128641	Single Cell Mining Claim	2019-09-09	\$200
4274197	Pick Lake	ROPE LAKE AREA	132310	Single Cell Mining Claim	2019-09-16	\$400
4274197	Pick Lake	ROPE LAKE AREA	132311	Single Cell Mining Claim	2019-09-16	\$400
4244161	Pick Lake	PAYS PLAT LAKE AREA	135278	Single Cell Mining Claim	2019-07-22	\$400
4244162	Pick Lake	PAYS PLAT LAKE AREA	135279	Single Cell Mining Claim	2019-07-22	\$400
4244162	Pick Lake	PAYS PLAT LAKE AREA	135280	Single Cell Mining Claim	2019-07-22	\$200
4287913	Pick Lake	PAYS PLAT LAKE AREA	135367	Single Cell Mining Claim	2019-10-10	\$400
4287913	Pick Lake	PAYS PLAT LAKE AREA	135368	Single Cell Mining Claim	2019-10-10	\$400
4287913	Pick Lake	PAYS PLAT LAKE AREA	135369	Single Cell Mining Claim	2019-10-10	\$400
4244751	Pick Lake	PAYS PLAT LAKE AREA	140125	Single Cell Mining Claim	2019-06-09	\$400
4287915	Pick Lake	PAYS PLAT LAKE AREA	142750	Single Cell Mining Claim	2019-10-10	\$400
4244161	Pick Lake	PAYS PLAT LAKE AREA	143152	Single Cell Mining Claim	2019-07-22	\$400
4274197	Pick Lake	ROPE LAKE AREA	148989	Single Cell Mining Claim	2019-09-16	\$400
4274197	Pick Lake	PAYS PLAT LAKE AREA,ROPE LAKE AREA	148990	Single Cell Mining Claim	2019-09-16	\$400
4287918	Pick Lake	PAYS PLAT LAKE AREA	151651	Single Cell Mining Claim	2019-10-10	\$400
4287912	Pick Lake	PAYS PLAT LAKE AREA	151653	Single Cell Mining Claim	2019-10-10	\$200
4287918	Pick Lake	PAYS PLAT LAKE AREA	151654	Single Cell Mining Claim	2019-10-10	\$400
4287918	Pick Lake	PAYS PLAT LAKE AREA	151655	Single Cell Mining Claim	2019-10-10	\$400
4287918	Pick Lake	PAYS PLAT LAKE AREA	151656	Single Cell Mining Claim	2019-10-10	\$200
4287911	Pick Lake	PAYS PLAT LAKE AREA,ROPE LAKE AREA	152325	Boundary Cell Mining Claim	2019-10-10	\$200
4287913	Pick Lake	PAYS PLAT LAKE AREA	152342	Single Cell Mining Claim	2019-10-10	\$400
4287921	Pick Lake	PAYS PLAT LAKE AREA	152405	Single Cell Mining Claim	2019-10-10	\$400
4287921	Pick Lake	PAYS PLAT LAKE AREA	152406	Single Cell Mining Claim	2019-10-10	\$400
4287915	Pick Lake	PAYS PLAT LAKE AREA	155520	Single Cell Mining Claim	2019-10-10	\$400
4287915	Pick Lake	PAYS PLAT LAKE AREA	155521	Single Cell Mining Claim	2019-10-10	\$400
4284603	Pick Lake	PAYS PLAT LAKE AREA,PRISKE	155739	Single Cell Mining Claim	2019-09-22	\$400
4244161	Pick Lake	PAYS PLAT LAKE AREA	157778	Single Cell Mining Claim	2019-07-22	\$400
4287917	Pick Lake	PAYS PLAT LAKE AREA	160865	Single Cell Mining Claim	2019-10-10	\$400
4287918	Pick Lake	PAYS PLAT LAKE AREA	160907	Single Cell Mining Claim	2019-10-10	\$400
4244162	Pick Lake	PAYS PLAT LAKE AREA	161749	Single Cell Mining Claim	2019-07-22	\$400
4244162	Pick Lake	PAYS PLAT LAKE AREA	161750	Single Cell Mining Claim	2019-07-22	\$400
4244162	Pick Lake	PAYS PLAT LAKE AREA	161751	Single Cell Mining Claim	2019-07-22	\$400
4244751	Pick Lake	PAYS PLAT LAKE AREA	162597	Single Cell Mining Claim	2019-09-26	\$400
4244751	Pick Lake	PAYS PLAT LAKE AREA	162598	Single Cell Mining Claim	2019-06-09	\$400
4244751	Pick Lake	PAYS PLAT LAKE AREA	162599	Single Cell Mining Claim	2019-06-09	\$400
4244751	Pick Lake	PAYS PLAT LAKE AREA	162600	Single Cell Mining Claim	2019-06-09	\$400
4287918	Pick Lake	PAYS PLAT LAKE AREA	166904	Single Cell Mining Claim	2019-10-10	\$400
4244161	Pick Lake	PAYS PLAT LAKE AREA	167794	Single Cell Mining Claim	2019-07-22	\$400
4287913	Pick Lake	PAYS PLAT LAKE AREA	168251	Single Cell Mining Claim	2019-10-10	\$400
4287919	Pick Lake	PAYS PLAT LAKE AREA	168252	Single Cell Mining Claim	2019-10-10	\$400
4287924	Pick Lake	PAYS PLAT LAKE AREA	168253	Single Cell Mining Claim	2019-10-10	\$400
4287924	Pick Lake	PAYS PLAT LAKE AREA	168254	Single Cell Mining Claim	2019-10-10	\$400
4287910	Pick Lake	ROPE LAKE AREA	168275	Single Cell Mining Claim	2019-10-10	\$400

Legacy Claim Number	Project	Township / Area	Tenure ID	Tenure Type	Anniversary Date	Exploration Commitment (CAD\$)
4287913	Pick Lake	PAYS PLAT LAKE AREA	168398	Single Cell Mining Claim	2019-10-10	\$400
4287912	Pick Lake	PAYS PLAT LAKE AREA	168924	Single Cell Mining Claim	2019-10-10	\$400
4287916	Pick Lake	PAYS PLAT LAKE AREA	168926	Single Cell Mining Claim	2019-10-10	\$400
4287911	Pick Lake	PAYS PLAT LAKE AREA	168944	Boundary Cell Mining Claim	2019-10-10	\$200
4287909	Pick Lake	ROPE LAKE AREA	169020	Single Cell Mining Claim	2019-10-10	\$400
4287921	Pick Lake	PAYS PLAT LAKE AREA	169021	Single Cell Mining Claim	2019-10-10	\$400
4287921	Pick Lake	PAYS PLAT LAKE AREA	169022	Single Cell Mining Claim	2019-10-10	\$400
4287911	Pick Lake	ROPE LAKE AREA	169024	Boundary Cell Mining Claim	2019-10-10	\$200
4287915	Pick Lake	PAYS PLAT LAKE AREA	172104	Boundary Cell Mining Claim	2019-10-10	\$200
4287915	Pick Lake	PAYS PLAT LAKE AREA	172105	Single Cell Mining Claim	2019-10-10	\$400
4287914	Pick Lake	PAYS PLAT LAKE AREA	172106	Single Cell Mining Claim	2019-10-10	\$400
4244751	Pick Lake	PAYS PLAT LAKE AREA	175304	Single Cell Mining Claim	2019-06-09	\$400
4287923	Pick Lake	PAYS PLAT LAKE AREA	179748	Single Cell Mining Claim	2019-10-10	\$400
4287923	Pick Lake	PAYS PLAT LAKE AREA	179749	Single Cell Mining Claim	2019-10-10	\$400
4287918	Pick Lake	PAYS PLAT LAKE AREA	181059	Single Cell Mining Claim	2019-10-10	\$200
4287910	Pick Lake	ROPE LAKE AREA	181074	Single Cell Mining Claim	2019-10-10	\$400
4287909	Pick Lake	ROPE LAKE AREA	181075	Single Cell Mining Claim	2019-10-10	\$400
4244162	Pick Lake	PAYS PLAT LAKE AREA	181227	Single Cell Mining Claim	2019-07-22	\$400
4287912	Pick Lake	PAYS PLAT LAKE AREA	181744	Single Cell Mining Claim	2019-10-10	\$400
4244163	Pick Lake	PAYS PLAT LAKE AREA	181763	Boundary Cell Mining Claim	2019-07-22	\$200
4287909	Pick Lake	ROPE LAKE AREA	181817	Single Cell Mining Claim	2019-10-10	\$400
4287921	Pick Lake	PAYS PLAT LAKE AREA	181819	Single Cell Mining Claim	2019-10-10	\$400
3001231	Pick Lake	PAYS PLAT LAKE AREA	182220	Single Cell Mining Claim	2019-09-09	\$400
4274197	Pick Lake	ROPE LAKE AREA	184954	Single Cell Mining Claim	2019-09-16	\$400
4274197	Pick Lake	ROPE LAKE AREA	184955	Single Cell Mining Claim	2019-09-16	\$400
4274197	Pick Lake	PAYS PLAT LAKE AREA,ROPE LAKE AREA	184956	Single Cell Mining Claim	2019-09-16	\$400
4244162	Pick Lake	PAYS PLAT LAKE AREA	187277	Single Cell Mining Claim	2019-07-22	\$400
4284603	Pick Lake	LOWER AGUASABON LAKE AREA,PAYS PLAT	191174	Single Cell Mining Claim	2019-09-22	\$400
4284603	Pick Lake	PAYS PLAT LAKE AREA	191175	Single Cell Mining Claim	2019-09-22	\$400
4284603	Pick Lake	PAYS PLAT LAKE AREA	191176	Single Cell Mining Claim	2019-09-22	\$400
4284603	Pick Lake	PAYS PLAT LAKE AREA	191177	Single Cell Mining Claim	2019-09-22	\$400
4284603	Pick Lake	PAYS PLAT LAKE AREA	191178	Boundary Cell Mining Claim	2019-09-22	\$200
4284603	Pick Lake	PAYS PLAT LAKE AREA,PRISKE	191179	Single Cell Mining Claim	2019-09-22	\$400
4287918	Pick Lake	PAYS PLAT LAKE AREA	196161	Single Cell Mining Claim	2019-10-10	\$200
4287913	Pick Lake	PAYS PLAT LAKE AREA	196827	Single Cell Mining Claim	2019-10-10	\$400
4287909	Pick Lake	ROPE LAKE AREA	196881	Single Cell Mining Claim	2019-10-10	\$400
4287909	Pick Lake	ROPE LAKE AREA	196882	Single Cell Mining Claim	2019-10-10	\$400
4274197	Pick Lake	ROPE LAKE AREA	196883	Single Cell Mining Claim	2019-10-10	\$400
4287922	Pick Lake	PAYS PLAT LAKE AREA	196884	Single Cell Mining Claim	2019-10-10	\$400
4287911	Pick Lake	ROPE LAKE AREA	196886	Single Cell Mining Claim	2019-10-10	\$400
4287919	Pick Lake	PAYS PLAT LAKE AREA	197645	Single Cell Mining Claim	2019-10-10	\$400
4287924	Pick Lake	PAYS PLAT LAKE AREA	197648	Single Cell Mining Claim	2019-10-10	\$400
4287909	Pick Lake	ROPE LAKE AREA	197665	Single Cell Mining Claim	2019-10-10	\$400
4274197	Pick Lake	ROPE LAKE AREA	197666	Single Cell Mining Claim	2019-10-10	\$400
4287912	Pick Lake	PAYS PLAT LAKE AREA	198338	Boundary Cell Mining Claim	2019-10-10	\$200
4287912	Pick Lake	PAYS PLAT LAKE AREA	198339	Single Cell Mining Claim	2019-10-10	\$400
4287914	Pick Lake	PAYS PLAT LAKE AREA	200840	Single Cell Mining Claim	2019-10-10	\$400
4244161	Pick Lake	PAYS PLAT LAKE AREA	202441	Single Cell Mining Claim	2019-07-22	\$400
4287911	Pick Lake	PAYS PLAT LAKE AREA	206254	Single Cell Mining Claim	2019-10-10	\$400
4244163	Pick Lake	PAYS PLAT LAKE AREA	206270	Boundary Cell Mining Claim	2019-10-10	\$200
4274196	Pick Lake	ROPE LAKE AREA	206323	Single Cell Mining Claim	2019-10-10	\$400
4274196	Pick Lake	ROPE LAKE AREA	206324	Single Cell Mining Claim	2019-10-10	\$400
3001231	Pick Lake	PAYS PLAT LAKE AREA	209168	Single Cell Mining Claim	2019-09-09	\$400
4287915	Pick Lake	PAYS PLAT LAKE AREA	209404	Boundary Cell Mining Claim	2019-10-10	\$200
4274197	Pick Lake	ROPE LAKE AREA	214352	Single Cell Mining Claim	2019-09-16	\$400
4287917	Pick Lake	PAYS PLAT LAKE AREA	214795	Single Cell Mining Claim	2019-10-10	\$400
3001231	Pick Lake	PAYS PLAT LAKE AREA	214845	Boundary Cell Mining Claim	2019-10-10	\$200
4287923	Pick Lake	PAYS PLAT LAKE AREA	214846	Single Cell Mining Claim	2019-10-10	\$400
4287916	Pick Lake	PAYS PLAT LAKE AREA	215047	Single Cell Mining Claim	2019-10-10	\$400
4287924	Pick Lake	PAYS PLAT LAKE AREA	216438	Single Cell Mining Claim	2019-10-10	\$400
4244161	Pick Lake	PAYS PLAT LAKE AREA	216569	Single Cell Mining Claim	2019-07-22	\$400
4244161	Pick Lake	PAYS PLAT LAKE AREA	216570	Single Cell Mining Claim	2019-07-22	\$400
4244162	Pick Lake	PAYS PLAT LAKE AREA	216571	Single Cell Mining Claim	2019-07-22	\$400
4287910	Pick Lake	ROPE LAKE AREA	216977	Single Cell Mining Claim	2019-10-10	\$400
4287912	Pick Lake	PAYS PLAT LAKE AREA	217122	Single Cell Mining Claim	2019-10-10	\$400
4287912	Pick Lake	PAYS PLAT LAKE AREA	217123	Single Cell Mining Claim	2019-10-10	\$400
4287909	Pick Lake	ROPE LAKE AREA	217705	Single Cell Mining Claim	2019-10-10	\$400

Legacy Claim Number	Project	Township / Area	Tenure ID	Tenure Type	Anniversary Date	Exploration Commitment (CAD\$)
4287915	Pick Lake	PAYS PLAT LAKE AREA	220971	Single Cell Mining Claim	2019-10-10	\$400
4287915	Pick Lake	PAYS PLAT LAKE AREA	220972	Single Cell Mining Claim	2019-10-10	\$400
4284603	Pick Lake	PAYS PLAT LAKE AREA	221097	Single Cell Mining Claim	2019-09-22	\$400
4284603	Pick Lake	PAYS PLAT LAKE AREA	221098	Single Cell Mining Claim	2019-09-22	\$400
4284603	Pick Lake	PAYS PLAT LAKE AREA,PRISKE	221099	Single Cell Mining Claim	2019-09-22	\$400
4284603	Pick Lake	PAYS PLAT LAKE AREA,PRISKE	221100	Single Cell Mining Claim	2019-09-22	\$400
4244751	Pick Lake	PAYS PLAT LAKE AREA	221892	Single Cell Mining Claim	2019-09-26	\$400
3001231	Pick Lake	PAYS PLAT LAKE AREA	221893	Single Cell Mining Claim	2019-09-09	\$400
4287909	Pick Lake	ROPE LAKE AREA	225680	Single Cell Mining Claim	2019-10-10	\$400
4287911	Pick Lake	PAYS PLAT LAKE AREA	225684	Single Cell Mining Claim	2019-10-10	\$400
4284603	Pick Lake	PRISKE	229066	Single Cell Mining Claim	2019-09-22	\$400
4284603	Pick Lake	PRISKE	229067	Single Cell Mining Claim	2019-09-22	\$400
4244751	Pick Lake	PAYS PLAT LAKE AREA	229858	Single Cell Mining Claim	2019-06-09	\$200
4244751	Pick Lake	PAYS PLAT LAKE AREA	229859	Single Cell Mining Claim	2019-06-09	\$400
4287918	Pick Lake	PAYS PLAT LAKE AREA	234962	Single Cell Mining Claim	2019-10-10	\$400
4287921	Pick Lake	PAYS PLAT LAKE AREA	234963	Single Cell Mining Claim	2019-10-10	\$400
4287918	Pick Lake	PAYS PLAT LAKE AREA	234964	Single Cell Mining Claim	2019-10-10	\$200
4287909	Pick Lake	ROPE LAKE AREA	234980	Single Cell Mining Claim	2019-10-10	\$400
4287913	Pick Lake	PAYS PLAT LAKE AREA	235211	Single Cell Mining Claim	2019-10-10	\$400
4244163	Pick Lake	PAYS PLAT LAKE AREA	235678	Single Cell Mining Claim	2019-10-10	\$400
4244162	Pick Lake	PAYS PLAT LAKE AREA	236644	Single Cell Mining Claim	2019-07-22	\$400
4244162	Pick Lake	PAYS PLAT LAKE AREA	236645	Single Cell Mining Claim	2019-07-22	\$400
3001231	Pick Lake	PAYS PLAT LAKE AREA	238291	Single Cell Mining Claim	2019-09-09	\$200
3001231	Pick Lake	PAYS PLAT LAKE AREA	238292	Single Cell Mining Claim	2019-09-09	\$400
3001231	Pick Lake	PAYS PLAT LAKE AREA	238293	Single Cell Mining Claim	2019-09-09	\$400
4244161	Pick Lake	PAYS PLAT LAKE AREA,ROPE LAKE AREA	238387	Single Cell Mining Claim	2019-07-22	\$400
4274196	Pick Lake	ROPE LAKE AREA	240272	Single Cell Mining Claim	2019-09-16	\$400
4244751	Pick Lake	PAYS PLAT LAKE AREA	242037	Single Cell Mining Claim	2019-06-09	\$200
4244751	Pick Lake	PAYS PLAT LAKE AREA	242038	Single Cell Mining Claim	2019-06-09	\$400
4274197	Pick Lake	ROPE LAKE AREA	244223	Single Cell Mining Claim	2019-09-16	\$400
4287920	Pick Lake	PAYS PLAT LAKE AREA	245506	Single Cell Mining Claim	2019-10-10	\$400
4274195	Pick Lake	PAYS PLAT LAKE AREA	250023	Single Cell Mining Claim	2019-09-26	\$400
4287920	Pick Lake	PAYS PLAT LAKE AREA	252849	Single Cell Mining Claim	2019-10-10	\$400
4284603	Pick Lake	PAYS PLAT LAKE AREA	257787	Single Cell Mining Claim	2019-09-22	\$400
4284603	Pick Lake	LOWER AGUASABON LAKE AREA,PAYS PLAT	257788	Single Cell Mining Claim	2019-09-22	\$400
4284603	Pick Lake	PRISKE	257789	Single Cell Mining Claim	2019-09-22	\$400
4284603	Pick Lake	PRISKE	257790	Single Cell Mining Claim	2019-09-22	\$400
4284603	Pick Lake	PRISKE	257791	Single Cell Mining Claim	2019-09-22	\$400
4287917	Pick Lake	PAYS PLAT LAKE AREA	262261	Single Cell Mining Claim	2019-10-10	\$400
4287924	Pick Lake	PAYS PLAT LAKE AREA	263639	Single Cell Mining Claim	2019-10-10	\$400
4287912	Pick Lake	PAYS PLAT LAKE AREA	263640	Single Cell Mining Claim	2019-10-10	\$400
4287918	Pick Lake	PAYS PLAT LAKE AREA	263641	Single Cell Mining Claim	2019-10-10	\$400
4244161	Pick Lake	PAYS PLAT LAKE AREA,ROPE LAKE AREA	263763	Single Cell Mining Claim	2019-09-16	\$400
4287912	Pick Lake	PAYS PLAT LAKE AREA	264849	Single Cell Mining Claim	2019-10-10	\$400
4287916	Pick Lake	PAYS PLAT LAKE AREA	264851	Boundary Cell Mining Claim	2019-10-10	\$200
4287916	Pick Lake	PAYS PLAT LAKE AREA	264852	Single Cell Mining Claim	2019-10-10	\$200
4287914	Pick Lake	PAYS PLAT LAKE AREA	264876	Single Cell Mining Claim	2019-10-10	\$400
4287911	Pick Lake	PAYS PLAT LAKE AREA	264877	Single Cell Mining Claim	2019-10-10	\$400
4244163	Pick Lake	PAYS PLAT LAKE AREA	264878	Single Cell Mining Claim	2019-07-22	\$200
4287909	Pick Lake	ROPE LAKE AREA	264930	Single Cell Mining Claim	2019-10-10	\$400
4287922	Pick Lake	PAYS PLAT LAKE AREA	264932	Single Cell Mining Claim	2019-10-10	\$400
4287916	Pick Lake	PAYS PLAT LAKE AREA	270225	Single Cell Mining Claim	2019-10-10	\$200
3001231	Pick Lake	PAYS PLAT LAKE AREA	270269	Single Cell Mining Claim	2019-10-10	\$400
4287913	Pick Lake	PAYS PLAT LAKE AREA	271616	Single Cell Mining Claim	2019-10-10	\$400
4287919	Pick Lake	PAYS PLAT LAKE AREA	271617	Single Cell Mining Claim	2019-10-10	\$400
4287924	Pick Lake	PAYS PLAT LAKE AREA	271618	Single Cell Mining Claim	2019-10-10	\$400
4287912	Pick Lake	PAYS PLAT LAKE AREA	271619	Single Cell Mining Claim	2019-10-10	\$400
4287918	Pick Lake	PAYS PLAT LAKE AREA	271620	Single Cell Mining Claim	2019-10-10	\$400
4287910	Pick Lake	ROPE LAKE AREA	271642	Single Cell Mining Claim	2019-10-10	\$400
4287911	Pick Lake	PAYS PLAT LAKE AREA	272314	Single Cell Mining Claim	2019-10-10	\$400
4287912	Pick Lake	PAYS PLAT LAKE AREA	272315	Single Cell Mining Claim	2019-10-10	\$400
4287912	Pick Lake	PAYS PLAT LAKE AREA	272316	Single Cell Mining Claim	2019-10-10	\$400
4287912	Pick Lake	PAYS PLAT LAKE AREA	272317	Single Cell Mining Claim	2019-10-10	\$400
4287916	Pick Lake	PAYS PLAT LAKE AREA	272321	Boundary Cell Mining Claim	2019-10-10	\$200
4287916	Pick Lake	PAYS PLAT LAKE AREA	272322	Single Cell Mining Claim	2019-10-10	\$400
4287922	Pick Lake	PAYS PLAT LAKE AREA	272908	Single Cell Mining Claim	2019-10-10	\$400
4287921	Pick Lake	PAYS PLAT LAKE AREA	272910	Single Cell Mining Claim	2019-10-10	\$400

Legacy Claim Number	Project	Township / Area	Tenure ID	Tenure Type	Anniversary Date	Exploration Commitment (CAD\$)
4287920	Pick Lake	PAYS PLAT LAKE AREA	272911	Single Cell Mining Claim	2019-10-10	\$400
4287911	Pick Lake	ROPE LAKE AREA	272914	Single Cell Mining Claim	2019-10-10	\$400
4287911	Pick Lake	ROPE LAKE AREA	272915	Single Cell Mining Claim	2019-10-10	\$400
4287911	Pick Lake	PAYS PLAT LAKE AREA	272916	Single Cell Mining Claim	2019-10-10	\$400
4287911	Pick Lake	PAYS PLAT LAKE AREA	272917	Single Cell Mining Claim	2019-10-10	\$400
3001231	Pick Lake	PAYS PLAT LAKE AREA	275050	Single Cell Mining Claim	2019-09-09	\$200
4287914	Pick Lake	PAYS PLAT LAKE AREA	275425	Boundary Cell Mining Claim	2019-10-10	\$200
4287915	Pick Lake	PAYS PLAT LAKE AREA	275426	Single Cell Mining Claim	2019-10-10	\$400
4284603	Pick Lake	PAYS PLAT LAKE AREA	276305	Boundary Cell Mining Claim	2019-09-22	\$200
4287917	Pick Lake	PAYS PLAT LAKE AREA	282320	Single Cell Mining Claim	2019-10-10	\$400
4287918	Pick Lake	PAYS PLAT LAKE AREA	282363	Single Cell Mining Claim	2019-10-10	\$200
4244162	Pick Lake	PAYS PLAT LAKE AREA	282565	Single Cell Mining Claim	2019-07-22	\$400
4287919	Pick Lake	PAYS PLAT LAKE AREA	283722	Single Cell Mining Claim	2019-10-10	\$400
4287919	Pick Lake	PAYS PLAT LAKE AREA	283723	Single Cell Mining Claim	2019-10-10	\$400
4287920	Pick Lake	PAYS PLAT LAKE AREA	283724	Single Cell Mining Claim	2019-10-10	\$400
4287912	Pick Lake	PAYS PLAT LAKE AREA	284403	Single Cell Mining Claim	2019-10-10	\$400
4287912	Pick Lake	PAYS PLAT LAKE AREA	284404	Boundary Cell Mining Claim	2019-10-10	\$200
4287912	Pick Lake	PAYS PLAT LAKE AREA	284405	Single Cell Mining Claim	2019-10-10	\$200
4287914	Pick Lake	PAYS PLAT LAKE AREA	284407	Boundary Cell Mining Claim	2019-10-10	\$200
4287913	Pick Lake	PAYS PLAT LAKE AREA	284421	Single Cell Mining Claim	2019-10-10	\$400
4244163	Pick Lake	PAYS PLAT LAKE AREA	284423	Single Cell Mining Claim	2019-07-22	\$400
4244161	Pick Lake	PAYS PLAT LAKE AREA	284424	Single Cell Mining Claim	2019-07-22	\$400
4274196	Pick Lake	ROPE LAKE AREA	284978	Single Cell Mining Claim	2019-10-10	\$400
4287922	Pick Lake	PAYS PLAT LAKE AREA	284979	Single Cell Mining Claim	2019-10-10	\$400
4287921	Pick Lake	PAYS PLAT LAKE AREA	284980	Single Cell Mining Claim	2019-10-10	\$400
4287911	Pick Lake	ROPE LAKE AREA	284981	Single Cell Mining Claim	2019-10-10	\$400
4274196	Pick Lake	ROPE LAKE AREA	287402	Single Cell Mining Claim	2019-09-16	\$400
4284603	Pick Lake	PAYS PLAT LAKE AREA	288348	Single Cell Mining Claim	2019-09-22	\$400
4244751	Pick Lake	PAYS PLAT LAKE AREA	288461	Single Cell Mining Claim	2019-06-09	\$400
4287920	Pick Lake	PAYS PLAT LAKE AREA	289420	Single Cell Mining Claim	2019-10-10	\$400
4287916	Pick Lake	PAYS PLAT LAKE AREA	289692	Single Cell Mining Claim	2019-10-10	\$400
4287917	Pick Lake	PAYS PLAT LAKE AREA	289693	Single Cell Mining Claim	2019-10-10	\$400
4287917	Pick Lake	PAYS PLAT LAKE AREA	289694	Single Cell Mining Claim	2019-10-10	\$400
4287924	Pick Lake	PAYS PLAT LAKE AREA	291038	Single Cell Mining Claim	2019-10-10	\$400
4287918	Pick Lake	PAYS PLAT LAKE AREA	291039	Single Cell Mining Claim	2019-10-10	\$400
4287910	Pick Lake	ROPE LAKE AREA	291061	Single Cell Mining Claim	2019-10-10	\$400
4287913	Pick Lake	PAYS PLAT LAKE AREA	291240	Single Cell Mining Claim	2019-10-10	\$400
4287916	Pick Lake	PAYS PLAT LAKE AREA	291726	Boundary Cell Mining Claim	2019-10-10	\$200
4287922	Pick Lake	PAYS PLAT LAKE AREA	291805	Single Cell Mining Claim	2019-10-10	\$400
4287921	Pick Lake	PAYS PLAT LAKE AREA	291806	Single Cell Mining Claim	2019-10-10	\$400
4287911	Pick Lake	PAYS PLAT LAKE AREA,ROPE LAKE AREA	291807	Single Cell Mining Claim	2019-10-10	\$400
4287911	Pick Lake	PAYS PLAT LAKE AREA	291808	Single Cell Mining Claim	2019-10-10	\$400
4287915	Pick Lake	PAYS PLAT LAKE AREA	294282	Single Cell Mining Claim	2019-10-10	\$400
4244161	Pick Lake	PAYS PLAT LAKE AREA,ROPE LAKE AREA	300308	Single Cell Mining Claim	2019-09-16	\$400
4274196	Pick Lake	ROPE LAKE AREA	308134	Single Cell Mining Claim	2019-09-16	\$400
3001231	Pick Lake	PAYS PLAT LAKE AREA	308718	Single Cell Mining Claim	2019-09-09	\$400
4287915	Pick Lake	PAYS PLAT LAKE AREA	311369	Boundary Cell Mining Claim	2019-10-10	\$200
4287915	Pick Lake	PAYS PLAT LAKE AREA	311370	Single Cell Mining Claim	2019-10-10	\$400
3001231	Pick Lake	PAYS PLAT LAKE AREA	312363	Single Cell Mining Claim	2019-09-09	\$400
3001231	Pick Lake	PAYS PLAT LAKE AREA	312364	Single Cell Mining Claim	2019-09-09	\$400
4244161	Pick Lake	PAYS PLAT LAKE AREA,ROPE LAKE AREA	318298	Single Cell Mining Claim	2019-09-16	\$400
4287916	Pick Lake	PAYS PLAT LAKE AREA	320935	Boundary Cell Mining Claim	2019-10-10	\$200
4244162	Pick Lake	PAYS PLAT LAKE AREA	320958	Single Cell Mining Claim	2019-07-22	\$400
4244162	Pick Lake	PAYS PLAT LAKE AREA	320959	Single Cell Mining Claim	2019-07-22	\$200
4287922	Pick Lake	PAYS PLAT LAKE AREA	321018	Single Cell Mining Claim	2019-10-10	\$400
4287921	Pick Lake	PAYS PLAT LAKE AREA	321019	Single Cell Mining Claim	2019-10-10	\$400
4287921	Pick Lake	PAYS PLAT LAKE AREA	321020	Single Cell Mining Claim	2019-10-10	\$400
4287911	Pick Lake	PAYS PLAT LAKE AREA,ROPE LAKE AREA	321021	Boundary Cell Mining Claim	2019-10-10	\$200
4287911	Pick Lake	PAYS PLAT LAKE AREA	321022	Single Cell Mining Claim	2019-10-10	\$400
4287914	Pick Lake	PAYS PLAT LAKE AREA	324087	Single Cell Mining Claim	2019-10-10	\$400
4284603	Pick Lake	PAYS PLAT LAKE AREA	324379	Single Cell Mining Claim	2019-09-22	\$400
4287917	Pick Lake	PAYS PLAT LAKE AREA	328899	Single Cell Mining Claim	2019-10-10	\$400
4287923	Pick Lake	PAYS PLAT LAKE AREA	329460	Single Cell Mining Claim	2019-10-10	\$400
4287912	Pick Lake	PAYS PLAT LAKE AREA	330800	Single Cell Mining Claim	2019-10-10	\$400
4287924	Pick Lake	PAYS PLAT LAKE AREA	330802	Single Cell Mining Claim	2019-10-10	\$400
4287924	Pick Lake	PAYS PLAT LAKE AREA	330803	Single Cell Mining Claim	2019-10-10	\$400
4287918	Pick Lake	PAYS PLAT LAKE AREA	330804	Single Cell Mining Claim	2019-10-10	\$400

Legacy Claim Number	Project	Township / Area	Tenure ID	Tenure Type	Anniversary Date	Exploration Commitment (CAD\$)
4287910	Pick Lake	ROPE LAKE AREA	330822	Single Cell Mining Claim	2019-10-10	\$400
4274196	Pick Lake	ROPE LAKE AREA	335690	Single Cell Mining Claim	2019-09-16	\$400
4287917	Pick Lake	PAYS PLAT LAKE AREA	341257	Single Cell Mining Claim	2019-10-10	\$400
4244162	Pick Lake	PAYS PLAT LAKE AREA	342212	Single Cell Mining Claim	2019-07-22	\$400
4287913	Pick Lake	PAYS PLAT LAKE AREA	342649	Single Cell Mining Claim	2019-10-10	\$400
4287924	Pick Lake	PAYS PLAT LAKE AREA	342652	Single Cell Mining Claim	2019-10-10	\$400
4287924	Pick Lake	PAYS PLAT LAKE AREA	342653	Single Cell Mining Claim	2019-10-10	\$400
4287910	Pick Lake	ROPE LAKE AREA	342669	Single Cell Mining Claim	2019-10-10	\$400
4287914	Pick Lake	PAYS PLAT LAKE AREA	343347	Single Cell Mining Claim	2019-10-10	\$400
3001231	Pick Lake	PAYS PLAT LAKE AREA	343842	Single Cell Mining Claim	2019-09-09	\$400
4274196	Pick Lake	ROPE LAKE AREA	343925	Single Cell Mining Claim	2019-10-10	\$400
4287911	Pick Lake	ROPE LAKE AREA	343927	Boundary Cell Mining Claim	2019-10-10	\$200
4287911	Pick Lake	PAYS PLAT LAKE AREA, ROPE LAKE AREA	343928	Single Cell Mining Claim	2019-10-10	\$400
4244161	Pick Lake	PAYS PLAT LAKE AREA	344450	Single Cell Mining Claim	2019-07-22	\$400
Total				299 Mining Claims Total		\$111,400
Joe Creek Project						
4284634	Joe Creek	BLOOD LAKE AREA	307170	Single Cell Mining Claim	2019-09-22	\$400
4284634	Joe Creek	BLOOD LAKE AREA	211353	Single Cell Mining Claim	2019-09-22	\$400
4284634	Joe Creek	BLOOD LAKE AREA	223422	Single Cell Mining Claim	2019-09-22	\$400
4284634	Joe Creek	BLOOD LAKE AREA	301337	Single Cell Mining Claim	2019-09-22	\$400
4284634	Joe Creek	BLOOD LAKE AREA	284122	Single Cell Mining Claim	2019-09-22	\$400
4284634	Joe Creek	BLOOD LAKE AREA	152156	Single Cell Mining Claim	2019-09-22	\$400
4284634	Joe Creek	BLOOD LAKE AREA	133946	Single Cell Mining Claim	2019-09-22	\$400
4284634	Joe Creek	BLOOD LAKE AREA	197487	Single Cell Mining Claim	2019-09-22	\$400
4284634	Joe Creek	BLOOD LAKE AREA	205503	Single Cell Mining Claim	2019-09-22	\$400
4284634	Joe Creek	BLOOD LAKE AREA	234761	Single Cell Mining Claim	2019-09-22	\$400
4284634	Joe Creek	BLOOD LAKE AREA	133947	Single Cell Mining Claim	2019-09-22	\$400
4284634	Joe Creek	BLOOD LAKE AREA	133948	Single Cell Mining Claim	2019-09-22	\$400
4284634	Joe Creek	BLOOD LAKE AREA	217621	Single Cell Mining Claim	2019-09-22	\$400
4284634	Joe Creek	BLOOD LAKE AREA	234762	Single Cell Mining Claim	2019-09-22	\$400
4284634	Joe Creek	BLOOD LAKE AREA	301338	Single Cell Mining Claim	2019-09-22	\$400
4284639	Joe Creek	BLOOD LAKE AREA	259371	Single Cell Mining Claim	2019-09-22	\$400
4284639	Joe Creek	BLOOD LAKE AREA	164000	Single Cell Mining Claim	2019-09-22	\$400
4284639	Joe Creek	BLOOD LAKE AREA	313933	Single Cell Mining Claim	2019-09-22	\$400
4284639	Joe Creek	BLOOD LAKE AREA	239148	Single Cell Mining Claim	2019-09-22	\$400
4284639	Joe Creek	BLOOD LAKE AREA	223423	Single Cell Mining Claim	2019-09-22	\$400
4284639	Joe Creek	BLOOD LAKE AREA	223424	Single Cell Mining Claim	2019-09-22	\$400
4284639	Joe Creek	BLOOD LAKE AREA	223425	Single Cell Mining Claim	2019-09-22	\$400
4284639	Joe Creek	BLOOD LAKE AREA	307172	Single Cell Mining Claim	2019-09-22	\$400
4284639	Joe Creek	BLOOD LAKE AREA	313934	Single Cell Mining Claim	2019-09-22	\$400
4284644	Joe Creek	BLOOD LAKE AREA	318586	Single Cell Mining Claim	2019-09-22	\$400
4284644	Joe Creek	BLOOD LAKE AREA	197484	Single Cell Mining Claim	2019-09-22	\$400
4284644	Joe Creek	BLOOD LAKE AREA	197485	Single Cell Mining Claim	2019-09-22	\$400
4284644	Joe Creek	BLOOD LAKE AREA, CIRRUS LAKE AREA	168729	Single Cell Mining Claim	2019-09-22	\$400
4284644	Joe Creek	BLOOD LAKE AREA, CIRRUS LAKE AREA	205500	Single Cell Mining Claim	2019-09-22	\$400
4284644	Joe Creek	BLOOD LAKE AREA, CIRRUS LAKE AREA	271502	Single Cell Mining Claim	2019-09-22	\$400
4284644	Joe Creek	BLOOD LAKE AREA, CIRRUS LAKE AREA	205501	Single Cell Mining Claim	2019-09-22	\$400
4284634	Joe Creek	BLOOD LAKE AREA, VEIN CREEK AREA	333229	Single Cell Mining Claim	2019-09-22	\$400
4284634	Joe Creek	BLOOD LAKE AREA, VEIN CREEK AREA	217620	Single Cell Mining Claim	2019-09-22	\$400
4284634	Joe Creek	BLOOD LAKE AREA, VEIN CREEK AREA	168732	Single Cell Mining Claim	2019-09-22	\$400
4284634	Joe Creek	BLOOD LAKE AREA, VEIN CREEK AREA	217622	Single Cell Mining Claim	2019-09-22	\$400
4284634	Joe Creek	BLOOD LAKE AREA, VEIN CREEK AREA	307171	Single Cell Mining Claim	2019-09-22	\$400
4284639	Joe Creek	BLOOD LAKE AREA, VEIN CREEK AREA	203335	Single Cell Mining Claim	2019-09-22	\$400
4284639	Joe Creek	BLOOD LAKE AREA, VEIN CREEK AREA	203336	Single Cell Mining Claim	2019-09-22	\$400
4284639	Joe Creek	BLOOD LAKE AREA, VEIN CREEK AREA	307173	Single Cell Mining Claim	2019-09-22	\$400
4284644	Joe Creek	BLOOD LAKE AREA, VEIN CREEK AREA	234759	Single Cell Mining Claim	2019-09-22	\$400
4284644	Joe Creek	CIRRUS LAKE AREA	152151	Single Cell Mining Claim	2019-09-22	\$400
4284644	Joe Creek	CIRRUS LAKE AREA	149376	Single Cell Mining Claim	2019-09-22	\$400
4284644	Joe Creek	CIRRUS LAKE AREA	331331	Single Cell Mining Claim	2019-09-22	\$400
4284644	Joe Creek	CIRRUS LAKE AREA	152152	Single Cell Mining Claim	2019-09-22	\$400
4284644	Joe Creek	CIRRUS LAKE AREA	271368	Single Cell Mining Claim	2019-09-22	\$400
4284644	Joe Creek	CIRRUS LAKE AREA	331332	Single Cell Mining Claim	2019-09-22	\$400
4284680	Joe Creek	CIRRUS LAKE AREA	131854	Single Cell Mining Claim	2019-09-22	\$400
4284680	Joe Creek	CIRRUS LAKE AREA	149952	Single Cell Mining Claim	2019-09-22	\$400
4284680	Joe Creek	CIRRUS LAKE AREA	284186	Single Cell Mining Claim	2019-09-22	\$400
4284680	Joe Creek	CIRRUS LAKE AREA	206064	Single Cell Mining Claim	2019-09-22	\$400
4284680	Joe Creek	CIRRUS LAKE AREA	198068	Single Cell Mining Claim	2019-09-22	\$400

Legacy Claim Number	Project	Township / Area	Tenure ID	Tenure Type	Anniversary Date	Exploration Commitment (CAD\$)
4284680	Joe Creek	CIRRUS LAKE AREA	263290	Single Cell Mining Claim	2019-09-22	\$400
4284680	Joe Creek	CIRRUS LAKE AREA	320802	Single Cell Mining Claim	2019-09-22	\$400
4284684	Joe Creek	CIRRUS LAKE AREA	111844	Single Cell Mining Claim	2019-09-22	\$400
4284684	Joe Creek	CIRRUS LAKE AREA	131855	Single Cell Mining Claim	2019-09-22	\$400
4284684	Joe Creek	CIRRUS LAKE AREA	263292	Single Cell Mining Claim	2019-09-22	\$400
4284684	Joe Creek	CIRRUS LAKE AREA	270541	Single Cell Mining Claim	2019-09-22	\$400
4284644	Joe Creek	CIRRUS LAKE AREA, MARTINET LAKE AREA	263382	Single Cell Mining Claim	2019-09-22	\$400
4284644	Joe Creek	CIRRUS LAKE AREA, MARTINET LAKE AREA	271367	Single Cell Mining Claim	2019-09-22	\$400
4284680	Joe Creek	CIRRUS LAKE AREA, MARTINET LAKE AREA	333295	Single Cell Mining Claim	2019-09-22	\$400
4284680	Joe Creek	CIRRUS LAKE AREA, MARTINET LAKE AREA	115134	Single Cell Mining Claim	2019-09-22	\$400
4284680	Joe Creek	CIRRUS LAKE AREA, MARTINET LAKE AREA	204546	Single Cell Mining Claim	2019-09-22	\$400
4284684	Joe Creek	CIRRUS LAKE AREA, MARTINET LAKE AREA	111845	Single Cell Mining Claim	2019-09-22	\$400
4284684	Joe Creek	CIRRUS LAKE AREA, MARTINET LAKE AREA	337855	Single Cell Mining Claim	2019-09-22	\$400
4284640	Joe Creek	MARTINET LAKE AREA	168743	Single Cell Mining Claim	2019-09-22	\$400
4284640	Joe Creek	MARTINET LAKE AREA	320750	Single Cell Mining Claim	2019-09-22	\$400
4284640	Joe Creek	MARTINET LAKE AREA	197504	Single Cell Mining Claim	2019-09-22	\$400
4284640	Joe Creek	MARTINET LAKE AREA	211372	Single Cell Mining Claim	2019-09-22	\$400
4284641	Joe Creek	MARTINET LAKE AREA	158722	Single Cell Mining Claim	2019-09-22	\$400
4284641	Joe Creek	MARTINET LAKE AREA	203868	Single Cell Mining Claim	2019-09-22	\$400
4284641	Joe Creek	MARTINET LAKE AREA	203870	Single Cell Mining Claim	2019-09-22	\$400
4284642	Joe Creek	MARTINET LAKE AREA	326705	Single Cell Mining Claim	2019-09-22	\$400
4284642	Joe Creek	MARTINET LAKE AREA	203865	Single Cell Mining Claim	2019-09-22	\$400
4284642	Joe Creek	MARTINET LAKE AREA	203866	Single Cell Mining Claim	2019-09-22	\$400
4284642	Joe Creek	MARTINET LAKE AREA	203867	Single Cell Mining Claim	2019-09-22	\$400
4284643	Joe Creek	MARTINET LAKE AREA	113798	Single Cell Mining Claim	2019-09-22	\$400
4284643	Joe Creek	MARTINET LAKE AREA	320765	Single Cell Mining Claim	2019-09-22	\$400
4284643	Joe Creek	MARTINET LAKE AREA	113940	Single Cell Mining Claim	2019-09-22	\$400
4284640	Joe Creek	MARTINET LAKE AREA, VEIN CREEK AREA	331735	Single Cell Mining Claim	2019-09-22	\$400
4284640	Joe Creek	MARTINET LAKE AREA, VEIN CREEK AREA	152170	Single Cell Mining Claim	2019-09-22	\$400
4284640	Joe Creek	MARTINET LAKE AREA, VEIN CREEK AREA	264065	Single Cell Mining Claim	2019-09-22	\$400
4284640	Joe Creek	MARTINET LAKE AREA, VEIN CREEK AREA	264066	Single Cell Mining Claim	2019-09-22	\$400
4284641	Joe Creek	MARTINET LAKE AREA, VEIN CREEK AREA	164027	Single Cell Mining Claim	2019-09-22	\$400
4284641	Joe Creek	MARTINET LAKE AREA, VEIN CREEK AREA	239173	Single Cell Mining Claim	2019-09-22	\$400
4284641	Joe Creek	MARTINET LAKE AREA, VEIN CREEK AREA	326707	Single Cell Mining Claim	2019-09-22	\$400
4284642	Joe Creek	MARTINET LAKE AREA, VEIN CREEK AREA	150633	Single Cell Mining Claim	2019-09-22	\$400
4284642	Joe Creek	MARTINET LAKE AREA, VEIN CREEK AREA	318617	Single Cell Mining Claim	2019-09-22	\$400
4284642	Joe Creek	MARTINET LAKE AREA, VEIN CREEK AREA	302055	Single Cell Mining Claim	2019-09-22	\$400
4284642	Joe Creek	MARTINET LAKE AREA, VEIN CREEK AREA	302056	Single Cell Mining Claim	2019-09-22	\$400
4284643	Joe Creek	MARTINET LAKE AREA, VEIN CREEK AREA	133943	Single Cell Mining Claim	2019-09-22	\$400
4284643	Joe Creek	MARTINET LAKE AREA, VEIN CREEK AREA	301374	Single Cell Mining Claim	2019-09-22	\$400
4284643	Joe Creek	MARTINET LAKE AREA, VEIN CREEK AREA	205532	Single Cell Mining Claim	2019-09-22	\$400
4284628	Joe Creek	VEIN CREEK AREA	196818	Single Cell Mining Claim	2019-09-22	\$400
4284628	Joe Creek	VEIN CREEK AREA	270846	Single Cell Mining Claim	2019-09-22	\$400
4284628	Joe Creek	VEIN CREEK AREA	148708	Single Cell Mining Claim	2019-09-22	\$400
4284628	Joe Creek	VEIN CREEK AREA	317925	Single Cell Mining Claim	2019-09-22	\$400
4284628	Joe Creek	VEIN CREEK AREA	151512	Single Cell Mining Claim	2019-09-22	\$400
4284628	Joe Creek	VEIN CREEK AREA	204846	Single Cell Mining Claim	2019-09-22	\$400
4284628	Joe Creek	VEIN CREEK AREA	332921	Single Cell Mining Claim	2019-09-22	\$400
4284628	Joe Creek	VEIN CREEK AREA	239180	Single Cell Mining Claim	2019-09-22	\$400
4284628	Joe Creek	VEIN CREEK AREA	216934	Single Cell Mining Claim	2019-09-22	\$400
4284628	Joe Creek	VEIN CREEK AREA	204833	Single Cell Mining Claim	2019-09-22	\$400
4284628	Joe Creek	VEIN CREEK AREA	332909	Single Cell Mining Claim	2019-09-22	\$400
4284628	Joe Creek	VEIN CREEK AREA	113767	Single Cell Mining Claim	2019-09-22	\$400
4284628	Joe Creek	VEIN CREEK AREA	196819	Single Cell Mining Claim	2019-09-22	\$400
4284628	Joe Creek	VEIN CREEK AREA	204847	Single Cell Mining Claim	2019-09-22	\$400
4284628	Joe Creek	VEIN CREEK AREA	204848	Single Cell Mining Claim	2019-09-22	\$400
4284628	Joe Creek	VEIN CREEK AREA	332922	Single Cell Mining Claim	2019-09-22	\$400
4284629	Joe Creek	VEIN CREEK AREA	248568	Single Cell Mining Claim	2019-09-22	\$400
4284629	Joe Creek	VEIN CREEK AREA	303241	Single Cell Mining Claim	2019-09-22	\$400
4284629	Joe Creek	VEIN CREEK AREA	264803	Single Cell Mining Claim	2019-09-22	\$400
4284629	Joe Creek	VEIN CREEK AREA	134680	Single Cell Mining Claim	2019-09-22	\$400
4284629	Joe Creek	VEIN CREEK AREA	152890	Single Cell Mining Claim	2019-09-22	\$400
4284629	Joe Creek	VEIN CREEK AREA	301352	Single Cell Mining Claim	2019-09-22	\$400
4284629	Joe Creek	VEIN CREEK AREA	198728	Single Cell Mining Claim	2019-09-22	\$400
4284629	Joe Creek	VEIN CREEK AREA	318621	Single Cell Mining Claim	2019-09-22	\$400
4284629	Joe Creek	VEIN CREEK AREA	150654	Single Cell Mining Claim	2019-09-22	\$400
4284629	Joe Creek	VEIN CREEK AREA	169462	Single Cell Mining Claim	2019-09-22	\$400

Legacy Claim Number	Project	Township / Area	Tenure ID	Tenure Type	Anniversary Date	Exploration Commitment (CAD\$)
4284629	Joe Creek	VEIN CREEK AREA	134681	Single Cell Mining Claim	2019-09-22	\$400
4284629	Joe Creek	VEIN CREEK AREA	150655	Single Cell Mining Claim	2019-09-22	\$400
4284629	Joe Creek	VEIN CREEK AREA	152188	Single Cell Mining Claim	2019-09-22	\$400
4284629	Joe Creek	VEIN CREEK AREA	169463	Single Cell Mining Claim	2019-09-22	\$400
4284629	Joe Creek	VEIN CREEK AREA	218852	Single Cell Mining Claim	2019-09-22	\$400
4284629	Joe Creek	VEIN CREEK AREA	235504	Single Cell Mining Claim	2019-09-22	\$400
4284630	Joe Creek	VEIN CREEK AREA	111842	Single Cell Mining Claim	2019-09-22	\$400
4284630	Joe Creek	VEIN CREEK AREA	223446	Single Cell Mining Claim	2019-09-22	\$400
4284630	Joe Creek	VEIN CREEK AREA	211378	Single Cell Mining Claim	2019-09-22	\$400
4284630	Joe Creek	VEIN CREEK AREA	259396	Single Cell Mining Claim	2019-09-22	\$400
4284630	Joe Creek	VEIN CREEK AREA	331740	Single Cell Mining Claim	2019-09-22	\$400
4284630	Joe Creek	VEIN CREEK AREA	203873	Single Cell Mining Claim	2019-09-22	\$400
4284630	Joe Creek	VEIN CREEK AREA	313950	Single Cell Mining Claim	2019-09-22	\$400
4284630	Joe Creek	VEIN CREEK AREA	139219	Single Cell Mining Claim	2019-09-22	\$400
4284630	Joe Creek	VEIN CREEK AREA	158724	Single Cell Mining Claim	2019-09-22	\$400
4284630	Joe Creek	VEIN CREEK AREA	164029	Single Cell Mining Claim	2019-09-22	\$400
4284630	Joe Creek	VEIN CREEK AREA	211379	Single Cell Mining Claim	2019-09-22	\$400
4284630	Joe Creek	VEIN CREEK AREA	211380	Single Cell Mining Claim	2019-09-22	\$400
4284630	Joe Creek	VEIN CREEK AREA	239181	Single Cell Mining Claim	2019-09-22	\$400
4284630	Joe Creek	VEIN CREEK AREA	239182	Single Cell Mining Claim	2019-09-22	\$400
4284630	Joe Creek	VEIN CREEK AREA	313951	Single Cell Mining Claim	2019-09-22	\$400
4284631	Joe Creek	VEIN CREEK AREA	217491	Single Cell Mining Claim	2019-09-22	\$400
4284631	Joe Creek	VEIN CREEK AREA	330497	Single Cell Mining Claim	2019-09-22	\$400
4284631	Joe Creek	VEIN CREEK AREA	185039	Single Cell Mining Claim	2019-09-22	\$400
4284631	Joe Creek	VEIN CREEK AREA	317968	Single Cell Mining Claim	2019-09-22	\$400
4284631	Joe Creek	VEIN CREEK AREA	149246	Single Cell Mining Claim	2019-09-22	\$400
4284631	Joe Creek	VEIN CREEK AREA	283502	Single Cell Mining Claim	2019-09-22	\$400
4284631	Joe Creek	VEIN CREEK AREA	332942	Single Cell Mining Claim	2019-09-22	\$400
4284631	Joe Creek	VEIN CREEK AREA	185040	Single Cell Mining Claim	2019-09-22	\$400
4284631	Joe Creek	VEIN CREEK AREA	271390	Single Cell Mining Claim	2019-09-22	\$400
4284631	Joe Creek	VEIN CREEK AREA	330498	Single Cell Mining Claim	2019-09-22	\$400
4284631	Joe Creek	VEIN CREEK AREA	332943	Single Cell Mining Claim	2019-09-22	\$400
4284632	Joe Creek	VEIN CREEK AREA	145316	Single Cell Mining Claim	2019-09-22	\$400
4284632	Joe Creek	VEIN CREEK AREA	314595	Single Cell Mining Claim	2019-09-22	\$400
4284632	Joe Creek	VEIN CREEK AREA	260034	Single Cell Mining Claim	2019-09-22	\$400
4284632	Joe Creek	VEIN CREEK AREA	272040	Single Cell Mining Claim	2019-09-22	\$400
4284632	Joe Creek	VEIN CREEK AREA	320745	Single Cell Mining Claim	2019-09-22	\$400
4284632	Joe Creek	VEIN CREEK AREA	113926	Single Cell Mining Claim	2019-09-22	\$400
4284632	Joe Creek	VEIN CREEK AREA	333265	Single Cell Mining Claim	2019-09-22	\$400
4284632	Joe Creek	VEIN CREEK AREA	264086	Single Cell Mining Claim	2019-09-22	\$400
4284632	Joe Creek	VEIN CREEK AREA	168762	Single Cell Mining Claim	2019-09-22	\$400
4284632	Joe Creek	VEIN CREEK AREA	217634	Single Cell Mining Claim	2019-09-22	\$400
4284632	Joe Creek	VEIN CREEK AREA	113945	Single Cell Mining Claim	2019-09-22	\$400
4284632	Joe Creek	VEIN CREEK AREA	301379	Single Cell Mining Claim	2019-09-22	\$400
4284632	Joe Creek	VEIN CREEK AREA	113946	Single Cell Mining Claim	2019-09-22	\$400
4284632	Joe Creek	VEIN CREEK AREA	139873	Single Cell Mining Claim	2019-09-22	\$400
4284632	Joe Creek	VEIN CREEK AREA	152189	Single Cell Mining Claim	2019-09-22	\$400
4284632	Joe Creek	VEIN CREEK AREA	264087	Single Cell Mining Claim	2019-09-22	\$400
4284633	Joe Creek	VEIN CREEK AREA	327367	Single Cell Mining Claim	2019-09-22	\$400
4284633	Joe Creek	VEIN CREEK AREA	139872	Single Cell Mining Claim	2019-09-22	\$400
4284633	Joe Creek	VEIN CREEK AREA	212027	Single Cell Mining Claim	2019-09-22	\$400
4284633	Joe Creek	VEIN CREEK AREA	224089	Single Cell Mining Claim	2019-09-22	\$400
4284633	Joe Creek	VEIN CREEK AREA	159364	Single Cell Mining Claim	2019-09-22	\$400
4284633	Joe Creek	VEIN CREEK AREA	331715	Single Cell Mining Claim	2019-09-22	\$400
4284633	Joe Creek	VEIN CREEK AREA	230745	Single Cell Mining Claim	2019-09-22	\$400
4284633	Joe Creek	VEIN CREEK AREA	114776	Single Cell Mining Claim	2019-09-22	\$400
4284633	Joe Creek	VEIN CREEK AREA	114777	Single Cell Mining Claim	2019-09-22	\$400
4284633	Joe Creek	VEIN CREEK AREA	159365	Single Cell Mining Claim	2019-09-22	\$400
4284633	Joe Creek	VEIN CREEK AREA	159366	Single Cell Mining Claim	2019-09-22	\$400
4284633	Joe Creek	VEIN CREEK AREA	159367	Single Cell Mining Claim	2019-09-22	\$400
4284633	Joe Creek	VEIN CREEK AREA	224090	Single Cell Mining Claim	2019-09-22	\$400
4284633	Joe Creek	VEIN CREEK AREA	224091	Single Cell Mining Claim	2019-09-22	\$400
4284633	Joe Creek	VEIN CREEK AREA	260035	Single Cell Mining Claim	2019-09-22	\$400
4284635	Joe Creek	VEIN CREEK AREA	251802	Single Cell Mining Claim	2019-09-22	\$400
4284635	Joe Creek	VEIN CREEK AREA	205386	Single Cell Mining Claim	2019-09-22	\$400
4284635	Joe Creek	VEIN CREEK AREA	263289	Single Cell Mining Claim	2019-09-22	\$400
4284635	Joe Creek	VEIN CREEK AREA	151536	Single Cell Mining Claim	2019-09-22	\$400

Legacy Claim Number	Project	Township / Area	Tenure ID	Tenure Type	Anniversary Date	Exploration Commitment (CAD\$)
4284635	Joe Creek	VEIN CREEK AREA	234141	Single Cell Mining Claim	2019-09-22	\$400
4284635	Joe Creek	VEIN CREEK AREA	271387	Single Cell Mining Claim	2019-09-22	\$400
4284635	Joe Creek	VEIN CREEK AREA	332937	Single Cell Mining Claim	2019-09-22	\$400
4284635	Joe Creek	VEIN CREEK AREA	168097	Single Cell Mining Claim	2019-09-22	\$400
4284635	Joe Creek	VEIN CREEK AREA	331340	Single Cell Mining Claim	2019-09-22	\$400
4284635	Joe Creek	VEIN CREEK AREA	111843	Single Cell Mining Claim	2019-09-22	\$400
4284635	Joe Creek	VEIN CREEK AREA	151537	Single Cell Mining Claim	2019-09-22	\$400
4284635	Joe Creek	VEIN CREEK AREA	204545	Single Cell Mining Claim	2019-09-22	\$400
4284635	Joe Creek	VEIN CREEK AREA	271388	Single Cell Mining Claim	2019-09-22	\$400
4284635	Joe Creek	VEIN CREEK AREA	271389	Single Cell Mining Claim	2019-09-22	\$400
4284635	Joe Creek	VEIN CREEK AREA	331341	Single Cell Mining Claim	2019-09-22	\$400
4284635	Joe Creek	VEIN CREEK AREA	331342	Single Cell Mining Claim	2019-09-22	\$400
4284636	Joe Creek	VEIN CREEK AREA	317791	Single Cell Mining Claim	2019-09-22	\$400
4284636	Joe Creek	VEIN CREEK AREA	148450	Single Cell Mining Claim	2019-09-22	\$400
4284636	Joe Creek	VEIN CREEK AREA	337854	Single Cell Mining Claim	2019-09-22	\$400
4284636	Joe Creek	VEIN CREEK AREA	204544	Single Cell Mining Claim	2019-09-22	\$400
4284636	Joe Creek	VEIN CREEK AREA	175704	Single Cell Mining Claim	2019-09-22	\$400
4284636	Joe Creek	VEIN CREEK AREA	270539	Single Cell Mining Claim	2019-09-22	\$400
4284636	Joe Creek	VEIN CREEK AREA	300464	Single Cell Mining Claim	2019-09-22	\$400
4284636	Joe Creek	VEIN CREEK AREA	185041	Single Cell Mining Claim	2019-09-22	\$400
4284636	Joe Creek	VEIN CREEK AREA	270540	Single Cell Mining Claim	2019-09-22	\$400
4284636	Joe Creek	VEIN CREEK AREA	330499	Single Cell Mining Claim	2019-09-22	\$400
4284637	Joe Creek	VEIN CREEK AREA	332906	Single Cell Mining Claim	2019-09-22	\$400
4284637	Joe Creek	VEIN CREEK AREA	331288	Single Cell Mining Claim	2019-09-22	\$400
4284637	Joe Creek	VEIN CREEK AREA	234089	Single Cell Mining Claim	2019-09-22	\$400
4284637	Joe Creek	VEIN CREEK AREA	216929	Single Cell Mining Claim	2019-09-22	\$400
4284637	Joe Creek	VEIN CREEK AREA	132604	Single Cell Mining Claim	2019-09-22	\$400
4284637	Joe Creek	VEIN CREEK AREA	168057	Single Cell Mining Claim	2019-09-22	\$400
4284637	Joe Creek	VEIN CREEK AREA	300661	Single Cell Mining Claim	2019-09-22	\$400
4284637	Joe Creek	VEIN CREEK AREA	151489	Single Cell Mining Claim	2019-09-22	\$400
4284637	Joe Creek	VEIN CREEK AREA	151490	Single Cell Mining Claim	2019-09-22	\$400
4284637	Joe Creek	VEIN CREEK AREA	168058	Single Cell Mining Claim	2019-09-22	\$400
4284637	Joe Creek	VEIN CREEK AREA	216930	Single Cell Mining Claim	2019-09-22	\$400
4284637	Joe Creek	VEIN CREEK AREA	234090	Single Cell Mining Claim	2019-09-22	\$400
4284638	Joe Creek	VEIN CREEK AREA	144639	Single Cell Mining Claim	2019-09-22	\$400
4284638	Joe Creek	VEIN CREEK AREA	320801	Single Cell Mining Claim	2019-09-22	\$400
4284638	Joe Creek	VEIN CREEK AREA	168797	Single Cell Mining Claim	2019-09-22	\$400
4284638	Joe Creek	VEIN CREEK AREA	152223	Single Cell Mining Claim	2019-09-22	\$400
4284638	Joe Creek	VEIN CREEK AREA	272070	Single Cell Mining Claim	2019-09-22	\$400
4284638	Joe Creek	VEIN CREEK AREA	152186	Single Cell Mining Claim	2019-09-22	\$400
4284638	Joe Creek	VEIN CREEK AREA	205531	Single Cell Mining Claim	2019-09-22	\$400
4284638	Joe Creek	VEIN CREEK AREA	203337	Single Cell Mining Claim	2019-09-22	\$400
4284638	Joe Creek	VEIN CREEK AREA	211354	Single Cell Mining Claim	2019-09-22	\$400
4284640	Joe Creek	VEIN CREEK AREA	197503	Single Cell Mining Claim	2019-09-22	\$400
4284640	Joe Creek	VEIN CREEK AREA	205515	Single Cell Mining Claim	2019-09-22	\$400
4284640	Joe Creek	VEIN CREEK AREA	284133	Single Cell Mining Claim	2019-09-22	\$400
4284640	Joe Creek	VEIN CREEK AREA	239172	Single Cell Mining Claim	2019-09-22	\$400
4284641	Joe Creek	VEIN CREEK AREA	277356	Single Cell Mining Claim	2019-09-22	\$400
4284641	Joe Creek	VEIN CREEK AREA	139217	Single Cell Mining Claim	2019-09-22	\$400
4284641	Joe Creek	VEIN CREEK AREA	277357	Single Cell Mining Claim	2019-09-22	\$400
4284642	Joe Creek	VEIN CREEK AREA	272706	Single Cell Mining Claim	2019-09-22	\$400
4284642	Joe Creek	VEIN CREEK AREA	333597	Single Cell Mining Claim	2019-09-22	\$400
4284642	Joe Creek	VEIN CREEK AREA	113939	Single Cell Mining Claim	2019-09-22	\$400
4284642	Joe Creek	VEIN CREEK AREA	152869	Single Cell Mining Claim	2019-09-22	\$400
4284643	Joe Creek	VEIN CREEK AREA	264043	Single Cell Mining Claim	2019-09-22	\$400
4284643	Joe Creek	VEIN CREEK AREA	284149	Single Cell Mining Claim	2019-09-22	\$400
4284643	Joe Creek	VEIN CREEK AREA	152187	Single Cell Mining Claim	2019-09-22	\$400
Total				242 Mining Claims		\$96,800
Victoria Lake Project						
4284648	Victoria Lake	CIRRUS LAKE AREA	283484	Single Cell Mining Claim	2019-09-22	\$400
4284648	Victoria Lake	CIRRUS LAKE AREA	132623	Single Cell Mining Claim	2019-09-22	\$400
4284648	Victoria Lake	CIRRUS LAKE AREA	204855	Single Cell Mining Claim	2019-09-22	\$400
4284648	Victoria Lake	CIRRUS LAKE AREA	113800	Single Cell Mining Claim	2019-09-22	\$400
4284648	Victoria Lake	CIRRUS LAKE AREA	113801	Single Cell Mining Claim	2019-09-22	\$400
4284648	Victoria Lake	CIRRUS LAKE AREA	149227	Single Cell Mining Claim	2019-09-22	\$400
4284648	Victoria Lake	CIRRUS LAKE AREA	168088	Single Cell Mining Claim	2019-09-22	\$400
4284648	Victoria Lake	CIRRUS LAKE AREA	234119	Single Cell Mining Claim	2019-09-22	\$400

Legacy Claim Number	Project	Township / Area	Tenure ID	Tenure Type	Anniversary Date	Exploration Commitment (CAD\$)
4284648	Victoria Lake	CIRRUS LAKE AREA	263383	Single Cell Mining Claim	2019-09-22	\$400
4284648	Victoria Lake	CIRRUS LAKE AREA, MARTINET LAKE AREA	332926	Single Cell Mining Claim	2019-09-22	\$400
4284648	Victoria Lake	CIRRUS LAKE AREA, MARTINET LAKE AREA	113799	Single Cell Mining Claim	2019-09-22	\$400
4284648	Victoria Lake	CIRRUS LAKE AREA, MARTINET LAKE AREA	149228	Single Cell Mining Claim	2019-09-22	\$400
4284601	Victoria Lake	KILLRAINE	191145	Single Cell Mining Claim	2019-09-22	\$400
4284601	Victoria Lake	KILLRAINE	127754	Single Cell Mining Claim	2019-09-22	\$400
4284601	Victoria Lake	KILLRAINE	175124	Single Cell Mining Claim	2019-09-22	\$400
4284601	Victoria Lake	KILLRAINE	336699	Single Cell Mining Claim	2019-09-22	\$400
4284601	Victoria Lake	KILLRAINE	241200	Single Cell Mining Claim	2019-09-22	\$400
4284601	Victoria Lake	KILLRAINE	117531	Single Cell Mining Claim	2019-09-22	\$400
4284601	Victoria Lake	KILLRAINE	172363	Single Cell Mining Claim	2019-09-22	\$400
4284601	Victoria Lake	KILLRAINE	324343	Single Cell Mining Claim	2019-09-22	\$400
4284601	Victoria Lake	KILLRAINE	102225	Single Cell Mining Claim	2019-09-22	\$400
4284601	Victoria Lake	KILLRAINE	102226	Single Cell Mining Claim	2019-09-22	\$400
4284601	Victoria Lake	KILLRAINE	117532	Single Cell Mining Claim	2019-09-22	\$400
4284601	Victoria Lake	KILLRAINE	172364	Single Cell Mining Claim	2019-09-22	\$400
4284601	Victoria Lake	KILLRAINE	172365	Single Cell Mining Claim	2019-09-22	\$400
4284601	Victoria Lake	KILLRAINE	229034	Single Cell Mining Claim	2019-09-22	\$400
4284601	Victoria Lake	KILLRAINE	257754	Single Cell Mining Claim	2019-09-22	\$400
4284601	Victoria Lake	KILLRAINE	257755	Single Cell Mining Claim	2019-09-22	\$400
4284601	Victoria Lake	KILLRAINE	295135	Single Cell Mining Claim	2019-09-22	\$400
4284601	Victoria Lake	KILLRAINE	295136	Single Cell Mining Claim	2019-09-22	\$400
4284601	Victoria Lake	KILLRAINE	324344	Single Cell Mining Claim	2019-09-22	\$400
4284601	Victoria Lake	KILLRAINE	324345	Single Cell Mining Claim	2019-09-22	\$400
4284602	Victoria Lake	KILLRAINE	230508	Single Cell Mining Claim	2019-09-22	\$400
4284604	Victoria Lake	KILLRAINE	184632	Single Cell Mining Claim	2019-09-22	\$400
4284604	Victoria Lake	KILLRAINE	327699	Single Cell Mining Claim	2019-09-22	\$400
4284604	Victoria Lake	KILLRAINE	324381	Single Cell Mining Claim	2019-09-22	\$400
4284606	Victoria Lake	KILLRAINE	245177	Single Cell Mining Claim	2019-09-22	\$400
4284606	Victoria Lake	KILLRAINE	119254	Single Cell Mining Claim	2019-09-22	\$400
4284606	Victoria Lake	KILLRAINE	269675	Single Cell Mining Claim	2019-09-22	\$400
4284606	Victoria Lake	KILLRAINE	232469	Single Cell Mining Claim	2019-09-22	\$400
4284606	Victoria Lake	KILLRAINE	224486	Single Cell Mining Claim	2019-09-22	\$400
4284606	Victoria Lake	KILLRAINE	184646	Single Cell Mining Claim	2019-09-22	\$400
4284606	Victoria Lake	KILLRAINE	221103	Single Cell Mining Claim	2019-09-22	\$400
4284606	Victoria Lake	KILLRAINE	229070	Single Cell Mining Claim	2019-09-22	\$400
4284606	Victoria Lake	KILLRAINE	257793	Single Cell Mining Claim	2019-09-22	\$400
4284606	Victoria Lake	KILLRAINE	155742	Single Cell Mining Claim	2019-09-22	\$400
4284606	Victoria Lake	KILLRAINE	269676	Single Cell Mining Claim	2019-09-22	\$400
4284606	Victoria Lake	KILLRAINE	269677	Single Cell Mining Claim	2019-09-22	\$400
4284601	Victoria Lake	KILLRAINE, PAYS PLAT LAKE AREA	229033	Boundary Cell Mining Claim	2019-09-22	\$200
4284601	Victoria Lake	KILLRAINE, PAYS PLAT LAKE AREA	295134	Boundary Cell Mining Claim	2019-09-22	\$200
4284601	Victoria Lake	KILLRAINE, PAYS PLAT LAKE AREA	102224	Boundary Cell Mining Claim	2019-09-22	\$200
4284601	Victoria Lake	KILLRAINE, PAYS PLAT LAKE AREA	276268	Boundary Cell Mining Claim	2019-09-22	\$200
4284601	Victoria Lake	KILLRAINE, PAYS PLAT LAKE AREA	257753	Single Cell Mining Claim	2019-09-22	\$400
4284602	Victoria Lake	KILLRAINE, PAYS PLAT LAKE AREA	118499	Boundary Cell Mining Claim	2019-09-22	\$200
4284602	Victoria Lake	KILLRAINE, PAYS PLAT LAKE AREA, PRISKE	157666	Boundary Cell Mining Claim	2019-09-22	\$200
4284602	Victoria Lake	KILLRAINE, PRISKE	157667	Single Cell Mining Claim	2019-09-22	\$400
4284604	Victoria Lake	KILLRAINE, PRISKE	232436	Single Cell Mining Claim	2019-09-22	\$400
4284604	Victoria Lake	KILLRAINE, PRISKE	178603	Single Cell Mining Claim	2019-09-22	\$400
4284604	Victoria Lake	KILLRAINE, PRISKE	117564	Single Cell Mining Claim	2019-09-22	\$400
4284607	Victoria Lake	KILLRAINE, PRISKE	241227	Single Cell Mining Claim	2019-09-22	\$400
4284607	Victoria Lake	KILLRAINE, PRISKE	276307	Single Cell Mining Claim	2019-09-22	\$400
4284607	Victoria Lake	KILLRAINE, PRISKE	191185	Single Cell Mining Claim	2019-09-22	\$400
4284607	Victoria Lake	KILLRAINE, PRISKE	324383	Single Cell Mining Claim	2019-09-22	\$400
4284645	Victoria Lake	MARTINET LAKE AREA	152758	Single Cell Mining Claim	2019-09-22	\$400
4284645	Victoria Lake	MARTINET LAKE AREA	134065	Single Cell Mining Claim	2019-09-22	\$400
4284645	Victoria Lake	MARTINET LAKE AREA	284235	Single Cell Mining Claim	2019-09-22	\$400
4284645	Victoria Lake	MARTINET LAKE AREA	149998	Single Cell Mining Claim	2019-09-22	\$400
4284645	Victoria Lake	MARTINET LAKE AREA	168841	Single Cell Mining Claim	2019-09-22	\$400
4284645	Victoria Lake	MARTINET LAKE AREA	234867	Single Cell Mining Claim	2019-09-22	\$400
4284645	Victoria Lake	MARTINET LAKE AREA	301958	Single Cell Mining Claim	2019-09-22	\$400
4284645	Victoria Lake	MARTINET LAKE AREA	272103	Single Cell Mining Claim	2019-09-22	\$400
4284645	Victoria Lake	MARTINET LAKE AREA	318682	Single Cell Mining Claim	2019-09-22	\$400
4284645	Victoria Lake	MARTINET LAKE AREA	164023	Single Cell Mining Claim	2019-09-22	\$400
4284645	Victoria Lake	MARTINET LAKE AREA	313947	Single Cell Mining Claim	2019-09-22	\$400
4284645	Victoria Lake	MARTINET LAKE AREA	114621	Single Cell Mining Claim	2019-09-22	\$400

Legacy Claim Number	Project	Township / Area	Tenure ID	Tenure Type	Anniversary Date	Exploration Commitment (CAD\$)
4284681	Victoria Lake	MARTINET LAKE AREA	301918	Single Cell Mining Claim	2019-09-22	\$400
4284681	Victoria Lake	MARTINET LAKE AREA	198066	Single Cell Mining Claim	2019-09-22	\$400
4284681	Victoria Lake	MARTINET LAKE AREA	115131	Single Cell Mining Claim	2019-09-22	\$400
4284681	Victoria Lake	MARTINET LAKE AREA	134014	Single Cell Mining Claim	2019-09-22	\$400
4284681	Victoria Lake	MARTINET LAKE AREA	234823	Single Cell Mining Claim	2019-09-22	\$400
4284681	Victoria Lake	MARTINET LAKE AREA	264116	Single Cell Mining Claim	2019-09-22	\$400
4284681	Victoria Lake	MARTINET LAKE AREA	264059	Single Cell Mining Claim	2019-09-22	\$400
4284681	Victoria Lake	MARTINET LAKE AREA	284123	Single Cell Mining Claim	2019-09-22	\$400
4284681	Victoria Lake	MARTINET LAKE AREA	318648	Single Cell Mining Claim	2019-09-22	\$400
4284681	Victoria Lake	MARTINET LAKE AREA	318649	Single Cell Mining Claim	2019-09-22	\$400
4284682	Victoria Lake	MARTINET LAKE AREA	271504	Single Cell Mining Claim	2019-09-22	\$400
4284682	Victoria Lake	MARTINET LAKE AREA	318588	Single Cell Mining Claim	2019-09-22	\$400
4284682	Victoria Lake	MARTINET LAKE AREA	205504	Single Cell Mining Claim	2019-09-22	\$400
4284682	Victoria Lake	MARTINET LAKE AREA	217623	Single Cell Mining Claim	2019-09-22	\$400
4284682	Victoria Lake	MARTINET LAKE AREA	234763	Single Cell Mining Claim	2019-09-22	\$400
4284682	Victoria Lake	MARTINET LAKE AREA	301339	Single Cell Mining Claim	2019-09-22	\$400
4284683	Victoria Lake	MARTINET LAKE AREA	243767	Single Cell Mining Claim	2019-09-22	\$400
4284683	Victoria Lake	MARTINET LAKE AREA	150651	Single Cell Mining Claim	2019-09-22	\$400
4284683	Victoria Lake	MARTINET LAKE AREA	272723	Single Cell Mining Claim	2019-09-22	\$400
4284683	Victoria Lake	MARTINET LAKE AREA	150652	Single Cell Mining Claim	2019-09-22	\$400
4284683	Victoria Lake	MARTINET LAKE AREA	198722	Single Cell Mining Claim	2019-09-22	\$400
4284683	Victoria Lake	MARTINET LAKE AREA	198723	Single Cell Mining Claim	2019-09-22	\$400
4284683	Victoria Lake	MARTINET LAKE AREA	235503	Single Cell Mining Claim	2019-09-22	\$400
4284683	Victoria Lake	MARTINET LAKE AREA	337856	Single Cell Mining Claim	2019-09-22	\$400
4284602	Victoria Lake	PAYS PLAT LAKE AREA,PRISKE	191180	Boundary Cell Mining Claim	2019-09-22	\$200
4284602	Victoria Lake	PRISKE	127781	Single Cell Mining Claim	2019-09-22	\$400
4284604	Victoria Lake	PRISKE	224462	Single Cell Mining Claim	2019-09-22	\$400
4284604	Victoria Lake	PRISKE	165687	Single Cell Mining Claim	2019-09-22	\$400
4284604	Victoria Lake	PRISKE	324380	Single Cell Mining Claim	2019-09-22	\$400
4284605	Victoria Lake	PRISKE	257170	Single Cell Mining Claim	2019-09-22	\$400
4284605	Victoria Lake	PRISKE	137859	Single Cell Mining Claim	2019-09-22	\$400
4284605	Victoria Lake	PRISKE	157413	Single Cell Mining Claim	2019-09-22	\$400
4284605	Victoria Lake	PRISKE	202027	Single Cell Mining Claim	2019-09-22	\$400
4284605	Victoria Lake	PRISKE	325346	Single Cell Mining Claim	2019-09-22	\$400
4284605	Victoria Lake	PRISKE	276026	Single Cell Mining Claim	2019-09-22	\$400
4284605	Victoria Lake	PRISKE	112421	Single Cell Mining Claim	2019-09-22	\$400
4284605	Victoria Lake	PRISKE	312631	Single Cell Mining Claim	2019-09-22	\$400
4284605	Victoria Lake	PRISKE	143322	Single Cell Mining Claim	2019-09-22	\$400
4284605	Victoria Lake	PRISKE	191184	Single Cell Mining Claim	2019-09-22	\$400
4284605	Victoria Lake	PRISKE	300466	Single Cell Mining Claim	2019-09-22	\$400
4284605	Victoria Lake	PRISKE	143323	Single Cell Mining Claim	2019-09-22	\$400
4284605	Victoria Lake	PRISKE	185042	Single Cell Mining Claim	2019-09-22	\$400
4284605	Victoria Lake	PRISKE	185043	Single Cell Mining Claim	2019-09-22	\$400
4284605	Victoria Lake	PRISKE	263293	Single Cell Mining Claim	2019-09-22	\$400
4284607	Victoria Lake	PRISKE	162329	Boundary Cell Mining Claim	2019-09-22	\$200
4284607	Victoria Lake	PRISKE	191186	Boundary Cell Mining Claim	2019-09-22	\$200
4284607	Victoria Lake	PRISKE	221104	Boundary Cell Mining Claim	2019-09-22	\$200
4284607	Victoria Lake	PRISKE	175160	Single Cell Mining Claim	2019-09-22	\$400
4284607	Victoria Lake	PRISKE	288351	Single Cell Mining Claim	2019-09-22	\$400
4284607	Victoria Lake	PRISKE	155741	Single Cell Mining Claim	2019-09-22	\$400
4284607	Victoria Lake	PRISKE	324382	Single Cell Mining Claim	2019-09-22	\$400
4284608	Victoria Lake	PRISKE	179132	Boundary Cell Mining Claim	2019-09-22	\$200
4284608	Victoria Lake	PRISKE	204547	Boundary Cell Mining Claim	2019-09-22	\$200
4284608	Victoria Lake	PRISKE	119255	Single Cell Mining Claim	2019-09-22	\$400
4284608	Victoria Lake	PRISKE	131856	Single Cell Mining Claim	2019-09-22	\$400
4284608	Victoria Lake	PRISKE	131857	Single Cell Mining Claim	2019-09-22	\$400
4284608	Victoria Lake	PRISKE	175705	Single Cell Mining Claim	2019-09-22	\$400
4284608	Victoria Lake	PRISKE	232470	Single Cell Mining Claim	2019-09-22	\$400
4284608	Victoria Lake	PRISKE	243768	Single Cell Mining Claim	2019-09-22	\$400
4284608	Victoria Lake	PRISKE	245178	Single Cell Mining Claim	2019-09-22	\$400
4284608	Victoria Lake	PRISKE	270542	Single Cell Mining Claim	2019-09-22	\$400
4284608	Victoria Lake	PRISKE	330500	Single Cell Mining Claim	2019-09-22	\$400
4284609	Victoria Lake	PRISKE	333507	Single Cell Mining Claim	2019-09-22	\$400
4284609	Victoria Lake	PRISKE	320852	Single Cell Mining Claim	2019-09-22	\$400
4284609	Victoria Lake	PRISKE	165712	Single Cell Mining Claim	2019-09-22	\$400
4284610	Victoria Lake	PRISKE	103998	Boundary Cell Mining Claim	2019-09-22	\$200
4284610	Victoria Lake	PRISKE	120631	Boundary Cell Mining Claim	2019-09-22	\$200

Legacy Claim Number	Project	Township / Area	Tenure ID	Tenure Type	Anniversary Date	Exploration Commitment (CAD\$)
4284610	Victoria Lake	PRISKE	179133	Boundary Cell Mining Claim	2019-09-22	\$200
4284610	Victoria Lake	PRISKE	245179	Boundary Cell Mining Claim	2019-09-22	\$200
4284610	Victoria Lake	PRISKE	245180	Boundary Cell Mining Claim	2019-09-22	\$200
4284610	Victoria Lake	PRISKE	269678	Boundary Cell Mining Claim	2019-09-22	\$200
4284610	Victoria Lake	PRISKE	260328	Single Cell Mining Claim	2019-09-22	\$400
4284610	Victoria Lake	PRISKE	299134	Single Cell Mining Claim	2019-09-22	\$400
4284610	Victoria Lake	PRISKE	224487	Single Cell Mining Claim	2019-09-22	\$400
Total				216 Mining Claims		\$82,800
Tuuri Twp Project						
N/A	Tuuri Twp	SANTOY LAKE AREA,TUURI	516833	Single Cell Mining Claim	2020-04-15	\$400
N/A	Tuuri Twp	SANTOY LAKE AREA,TUURI	516837	Single Cell Mining Claim	2020-04-15	\$400
N/A	Tuuri Twp	SANTOY LAKE AREA,TUURI	516838	Single Cell Mining Claim	2020-04-15	\$400
N/A	Tuuri Twp	SANTOY LAKE AREA,TUURI	516839	Single Cell Mining Claim	2020-04-15	\$400
N/A	Tuuri Twp	SANTOY LAKE AREA,TUURI	516840	Single Cell Mining Claim	2020-04-15	\$400
N/A	Tuuri Twp	SANTOY LAKE AREA,TUURI	516842	Single Cell Mining Claim	2020-04-15	\$400
N/A	Tuuri Twp	TUURI	516808	Single Cell Mining Claim	2020-04-15	\$400
N/A	Tuuri Twp	TUURI	516809	Single Cell Mining Claim	2020-04-15	\$400
N/A	Tuuri Twp	TUURI	516810	Single Cell Mining Claim	2020-04-15	\$400
N/A	Tuuri Twp	TUURI	516811	Single Cell Mining Claim	2020-04-15	\$400
N/A	Tuuri Twp	TUURI	516812	Single Cell Mining Claim	2020-04-15	\$400
N/A	Tuuri Twp	TUURI	516813	Single Cell Mining Claim	2020-04-15	\$400
N/A	Tuuri Twp	TUURI	516814	Single Cell Mining Claim	2020-04-15	\$400
N/A	Tuuri Twp	TUURI	516815	Single Cell Mining Claim	2020-04-15	\$400
N/A	Tuuri Twp	TUURI	516816	Single Cell Mining Claim	2020-04-15	\$400
N/A	Tuuri Twp	TUURI	516817	Single Cell Mining Claim	2020-04-15	\$400
N/A	Tuuri Twp	TUURI	516818	Single Cell Mining Claim	2020-04-15	\$400
N/A	Tuuri Twp	TUURI	516819	Single Cell Mining Claim	2020-04-15	\$400
N/A	Tuuri Twp	TUURI	516820	Single Cell Mining Claim	2020-04-15	\$400
N/A	Tuuri Twp	TUURI	516821	Single Cell Mining Claim	2020-04-15	\$400
N/A	Tuuri Twp	TUURI	516822	Single Cell Mining Claim	2020-04-15	\$400
N/A	Tuuri Twp	TUURI	516823	Single Cell Mining Claim	2020-04-15	\$400
N/A	Tuuri Twp	TUURI	516824	Single Cell Mining Claim	2020-04-15	\$400
N/A	Tuuri Twp	TUURI	516825	Single Cell Mining Claim	2020-04-15	\$400
N/A	Tuuri Twp	TUURI	516826	Single Cell Mining Claim	2020-04-15	\$400
N/A	Tuuri Twp	TUURI	516827	Single Cell Mining Claim	2020-04-15	\$400
N/A	Tuuri Twp	TUURI	516828	Single Cell Mining Claim	2020-04-15	\$400
N/A	Tuuri Twp	TUURI	516829	Single Cell Mining Claim	2020-04-15	\$400
N/A	Tuuri Twp	TUURI	516830	Single Cell Mining Claim	2020-04-15	\$400
N/A	Tuuri Twp	TUURI	516831	Single Cell Mining Claim	2020-04-15	\$400
N/A	Tuuri Twp	TUURI	516832	Single Cell Mining Claim	2020-04-15	\$400
N/A	Tuuri Twp	TUURI	516834	Single Cell Mining Claim	2020-04-15	\$400
N/A	Tuuri Twp	TUURI	516835	Single Cell Mining Claim	2020-04-15	\$400
N/A	Tuuri Twp	TUURI	516836	Single Cell Mining Claim	2020-04-15	\$400
N/A	Tuuri Twp	TUURI	516841	Single Cell Mining Claim	2020-04-15	\$400
N/A	Tuuri Twp	TUURI	516843	Single Cell Mining Claim	2020-04-15	\$400
Total				36 Mining Claims		\$14,400

Notes:

The Mining Claims listed in the tables above were provided by Superior.

The actual Mining Claim Numbers have changed subsequent to this list being provided to VRM due to the several of the single cell mining claims being combined into Multi Cell Mining Claims. While the Mining Claim Numbers and the Legacy Claim ID's differ to the official Mining Claim Numbers as recorded and reported by Ontario Ministry of Northern Development and Mines the tenement outlines and boundaries remain the same as the Mining Claims as reported by Superior. While VRM is not considered a specialist in the Mining Act, Mining Law within Ontario or Mineral / Mining Claims in Ontario the independent validation of the location and area reported by the Ontario Government as being owned by Ophiolite and the Mining Claim locations as reported by Superior are the same. It is therefore considered reasonable to conclude that Superior has exclusive rights over the area of the Mining Claims detailed above and the area as recorded in the Ontario Ministry of Northern Development and Mines databases.

Appendix B – Comparable Transactions

The table below documents several transactions that were analysed to determine a suitable zinc metal ratio (metal equivalent) resource multiple for recently completed transactions. The green transactions are considered comparable Zinc projects.

Several projects included in this table are considered to be more advanced including operating mines, larger resources than the Superior projects and have therefore been excluded from the analysis and determining a suitable resource multiple for the valuations. The pale green transactions are considered potentially comparable to the resources at Winston Lake.

Date	Project	Commodity	Country / Region	Buyer	Seller	A\$ (million)	Equity	Resources (Mt)	Zn Eq	Resource Multiple \$/lb	Normalised Resource Multiple (\$/lb)	Comparable
5/06/2018	Sierra	Zn, Ag	Mexico	South 32	Silver Bull	131.5	70%	58.70	7.5%	0.0193	0.0143	No
18/06/2018	Arizona	Zn,Pb, Ag	Arizona	South 32	Arizona	1807.8	83%	144.60	13.2%	0.0519	0.0383	No
15/05/2017	Arizona	Zn,Pb, Ag	Arizona	South 32	Arizona	109.1	15%	72.50	11.9%	0.0384	0.0317	No
14/09/2017	Arizona	Zn,Pb, Ag	Arizona	South 32	Arizona	28.8	2%	72.50	11.9%	0.0761	0.0524	No
26/06/2018	Sorby	Pb,Zn,Ag	Australia	Pacifico	KBL Sorby Hill	3.6	75%	16.70	7.9%	0.0016	0.0012	No
9/04/2019	Tererro	Cu, Au, Zn	New	New World	Vendor	1.8	100%	5.78	5.7%	0.0025	0.0020	No
19/07/2016	Reward	Zn, Pb, Ag	Australia	Teck	Rox	19.7	49%	58.00	12.3%	0.0020	0.0024	No
25/05/2018	Jaguar		Australia	Copper	IGO	73.2	100%	6.50	14.1%	0.0364	0.0318	No
30/10/2014	Admiral	Zn	Australia	Metalicity	Kagara in	7.0	100%	72.00	6.1%	0.0007	0.0008	No
28/03/2018	Admiral	Zn	Australia	Kimberly	Metalicity	33.3	100%	170.00	7.5%	0.0012	0.0008	No
22/12/2014	Plomosas	Zn, Pb, Ag	Mexico	Newera	Arena	2.5	51%	3.05	22.7%	0.0032	0.0035	Yes
30/10/2018	Plomosas	Zn, Pb, Ag	Mexico	Cons Zinc	Arena	2.5	39%	1.18	16.9%	0.0143	0.0129	Yes
10/07/2018	Red	Zn, Ag, Au	Alaska	Sandfire	White Rock	20.0	51%	9.10	12.90%	0.0152	0.0130	Yes
14/06/2017	Stockman	Cu Zn	Australia	Copper	IGO	32.2	100%	14.00	12.2%	0.0085	0.0072	Yes
5/06/2019	Oposura	Zn Pb Ag	Mexico	Shareholder	Azure	2.5	100%	2.90	8.4%	0.0382	0.0376	Yes
31/10/2014	Thalanga	Cu Zn	Australia	Red River	Kagara in	5.0	100%	3.80	11.2%	0.0053	0.0052	Yes

	Zn Equivalent Resource (AUS\$/lb)	
	At Transaction Date	Normalised
Average	0.0141	0.0133
Median	0.0114	0.0101
25th percentile	0.0061	0.0057
75th percentile	0.0150	0.0130
Max	0.0382	0.0376
Min	0.0032	0.0035

Notes

The exchange rate is the exchange rate from the transaction currency to the AUD\$ as at the valuation date.

The following commodity prices have been used in determining the zinc metal ratio (a pseudo metal equivalent) for the Zinc resource multiple.

Transaction Date	31/12/2019	
Commodity	\$US/lb	Source
Cu Price	\$2.7903	Kitcometals.com
Zn Price	\$1.0332	Kitcometals.com
Ag Price	\$18.045	Kitco.com
Au Price	\$1,514.75	Kitco.com
Exchange rate	0.702952	

Therefore, VRM considers, based on these transactions that the following normalised resource multiples are reasonable on a Zinc ratio basis;

Zinc project normalised Resource Multiple lower valuation multiple based on the 25th Percentile of AUD\$0.006/lb, median resource multiple AUD\$0.010/lb and upper valuation multiple based on the 75th Percentile of AUD\$0.013/lb

Appendix C– Superior Projects Geoscientific (Kilburn) Ranking – Exploration Potential.

Tenement	Equity	BAC (CAD\$)	Off Property		On Property		Anomaly Factor		Geology Factor		Technical Valuation (CAD\$)			Fair Market Valuation (CAD\$M)		
			Low	High	Low	High	Low	High	Low	High	Lower	Preferred	Upper	Lower	Preferred	Upper
Victoria Lake	100%	82,800	1	1.2	1	1.1	1	1.4	1	1.5	82800	156150	229500	0.08	0.15	0.22
Joe Creek	100%	96,800	1	1.2	1	1.1	1	1.1	1	1.5	96800	153800	210800	0.09	0.15	0.2
Ellis Lake	100%	92,200	1	1.2	1	1.1	1	1.1	1	1.5	92200	146500	200800	0.09	0.14	0.19
Tuuri Twp	100%	14,400	1	1.2	1	1.1	1	1.1	1	1.5	14400	22900	31400	0.01	0.02	0.03
Pick Lake Distal	100%	27,200	3	3.5	2	2.5	1.5	2	2	2.5	489600	839800	1190000	0.47	0.8	1.13
Pick Lake Distal	100%	59,000	3	3.5	1.5	2	1.5	2	1.5	2	597400	1124700	1652000	0.57	1.07	1.57
Pick Lake Proximal	100%	25,200	3	3.5	2.5	3	1.5	2	1.5	2	425300	741850	1058400	0.40	0.70	1.01
Total All Projects (Canadian Dollars)											\$1436200	\$2649300	\$3862400	\$1.71	\$3.03	\$4.35
Discount Factors											Pick Lake Project Kilburn Fair Market Value			\$1.44	\$2.57	\$3.71
Location Factor	100%										Pick Lake Project Valuation AUD\$ million			\$1.58	\$2.82	\$4.07
Commodity	95%										Regional Projects Fair Market Value			\$0.27	\$0.46	\$0.64
											Regional Projects Valuation AUD\$ million			\$0.30	\$0.50	\$0.70

Note the Pick Lake valuation is the exploration potential within the Superior Lake Project and is limited to the tenements that are Proximal to the Pick Lake Deposit which is valued by BDO using a DCF model while the value adjacent to the Winston Lake Deposit is included in the Resource Multiple Valuation supported by the Yardstick Valuation.

GM Registration Card

If you are attending the meeting
in person, please bring this with you
for Securityholder registration.

Holder Number:

Vote by Proxy: SUP

Your proxy voting instruction must be received by **10.00am (WST) on Wednesday, 25 March 2020**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by marking 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 the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all of the Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.



