



PROSPECTUS 2020

Prospectus for an issue of up to 40,000,000 Shares to be offered for subscription at \$0.50 each to raise up to \$20,000,000.

Lead Manager: Sequoia Corporate Finance Pty Ltd
(ACN 602 219 072).



NORTH STAWELL MINERALS LTD
(ACN 633 461 453)

This document is important and it should be read in its entirety. If you are in any doubt as to the contents of this document, you should consult your sharebroker, solicitor, professional adviser, banker or accountant without delay. This Prospectus is issued pursuant to section 710 of the Corporations Act 2001 (Cth). The securities offered by this Prospectus are considered to be speculative.



Rhys Dunn

Stawell

Staff

mandallock

Stawell Gold Mine



OFFER

The offer (the **Offer**) contained in this prospectus (this **Prospectus**) is an invitation to acquire up to 40 million fully paid ordinary shares (**Shares**) in North Stawell Minerals Ltd ACN 633 461 453 (**North Stawell, NSM, the Company, we or us**). This Prospectus is issued by the Company for the purpose of Chapter 6D of the Corporations Act 2001 (Cth) (**Corporations Act**).

Lodgement and listing

This Prospectus is dated 29 July 2020 and a copy of this Prospectus was lodged with the Australian Securities and Investments Commission (**ASIC**) on that date. The Company will apply to the Australian Securities Exchange (**ASX**) for admission of the Company to the official list of the ASX (the **Official List**) within seven days after the date of this Prospectus. The fact that the ASX may admit the Company to its Official List is not to be taken in any way as an indication of the merits of the Shares, the Offer or the Company.

ASIC, the ASX and their officers take no responsibility for the contents of this Prospectus or the merit of the investment to which this Prospectus relates.

Expiry Date

No Shares will be allotted or issued on the basis of this Prospectus after 13 months from the date of this Prospectus.

Notice to Applicants

The information in this Prospectus is not financial product advice and does not take into account your investment objectives, financial situation or particular needs. This Prospectus should not be construed as financial, taxation, legal or other advice. The Company is not licensed to provide financial product advice in respect of its securities or any other financial products.

This Prospectus is important and you should read it in its entirety, along with each of the documents incorporated by reference, prior to deciding whether to invest in the Company's Shares. There are risks associated with an investment in the Shares, and you must regard the Shares offered under this Prospectus as a speculative investment. Some of the risks that you should consider are set out in Section 5 (Risk Factors). You should carefully consider these risks in light of your personal circumstances including financial and taxation issues. There may also be additional risks that you should consider in light of your personal circumstances.

If you do not fully understand this Prospectus or are in doubt as to how to analyse or interpret it, you should seek professional guidance from your stockbroker, lawyer, accountant or other professional advisor before deciding whether to invest in the Shares.

No person named in this Prospectus guarantees the Company's performance or any return on investment or any return of capital made pursuant to this Prospectus.

JORC Code

It is a requirement of the ASX Listing Rules that the reporting of ore reserves and mineral resources in Australia comply with the Joint Ore Reserves Committee's Australasian Code for Reporting of Mineral Resources and Ore Reserves ("JORC Code"). Investors outside Australia should note that while ore reserve and mineral resource estimates of the Company in this document comply with the JORC Code (such JORC Code-compliant ore reserves and mineral resources being "Ore Reserves" and "Mineral Resources" respectively), they may not comply with the relevant guidelines in other countries and, in particular, do not comply with National Instrument 43-101 (Standards of Disclosure for Mineral Projects) of the Canadian Securities Administrators (the "Canadian NI 43-101 Standards"). Information contained in this document describing mineral deposits may not be comparable to similar information made public by companies subject to the reporting and disclosure requirements of Canadian securities laws. You should not assume that quantities reported as "resources" will be converted to reserves under the JORC Code or any other reporting regime or that the Company will be able to legally and economically extract them.

No offer where Offer would be illegal

This Prospectus does not constitute a public offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. No action has been taken to register or qualify the Shares or the Offer, or to otherwise permit a public offering of the Shares in any jurisdiction outside Australia.

There may be legal restrictions related to the distribution of this Prospectus (including in electronic form) outside Australia and New Zealand, and therefore any person who resides outside Australia or New Zealand, and who receives this Prospectus outside Australia or New Zealand, should seek advice on, and observe, any such restrictions. Any person who has a registered address in any country outside of Australia and New Zealand, and who receives this Prospectus may only apply for Shares if that person is able to reasonably demonstrate to the satisfaction of the Company that they may participate in the Offer relying on a relevant exception from, or are not otherwise subject to, the lodgement, filing, registration or other requirements of any applicable securities laws in the jurisdiction in which they have such registered address.

The Company will not offer to sell, nor solicit an offer to purchase, any securities in any jurisdiction where such offer, sale or solicitation may be unlawful. Any failure to comply with these restrictions may constitute violation of applicable securities laws.

This document does not constitute an offer of new ordinary shares (“New Shares”) of the Company in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

In particular, this document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The New Shares have not been, and will not be, registered under the U.S. Securities Act of 1933 (the “U.S. Securities Act”) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

Canada (British Columbia, Ontario and Quebec provinces)

This document constitutes an offering of New Shares only in the Provinces of British Columbia, Ontario and Quebec (the “Provinces”) and to those persons to whom they may be lawfully distributed in the Provinces, and only by persons permitted to sell such New Shares. This document is not, and under no circumstances is to be construed as, an advertisement or a public offering of securities in the Provinces. This document may only be distributed in the Provinces to persons that are “accredited investors” within the meaning of NI 45-106 – Prospectus Exemptions, of the Canadian Securities Administrators.

No securities commission or similar authority in the Provinces has reviewed or in any way passed upon this document, the merits of the New Shares or the offering of New Shares and any representation to the contrary is an offence.

No prospectus has been, or will be, filed in the Provinces with respect to the offering of New Shares or the resale of such securities. Any person in the Provinces lawfully participating in the offer will not receive the information, legal rights or protections that would be afforded had a prospectus been filed and received by the securities regulator in the applicable Province. Furthermore, any resale of the New Shares in the Provinces must be made in accordance with applicable Canadian securities laws which may require resales to be made in accordance with exemptions from dealer registration and prospectus requirements. These resale restrictions may in some circumstances apply to resales of the New Shares outside Canada and, as a result, Canadian purchasers should seek legal advice prior to any resale of the New Shares.

The Company as well as its directors and officers may be located outside Canada and, as a result, it may not be possible for purchasers to effect service of process within Canada upon the Company or its directors or officers. All or a substantial portion of the assets of the Company and such persons may be located outside Canada and, as a result, it may not be possible to satisfy a judgment against the Company or such persons in Canada or to enforce a judgment obtained in Canadian courts against the Company or such persons outside Canada.

Any financial information contained in this document has been prepared in accordance with Australian Accounting Standards and also comply with International Financial Reporting Standards and interpretations issued by the International Accounting Standards Board. Unless stated otherwise, all dollar amounts contained in this document are in Australian dollars.

Statutory rights of action for damages and rescission

Securities legislation in certain of the Provinces may provide purchasers with, in addition to any other rights they may have at law, rights of rescission or to damages, or both, when an offering memorandum that is delivered to purchasers contains a misrepresentation. These rights and remedies must be exercised within prescribed time limits and are subject to the defenses contained in applicable securities legislation. Prospective purchasers should refer to the applicable provisions of the securities legislation of their respective Province for the particulars of these rights or consult with a legal adviser.

The following is a summary of the statutory rights of rescission or to damages, or both, available to purchasers in Ontario. In Ontario, every purchaser of the New Shares purchased pursuant to this document (other than (a) a “Canadian financial institution” or a “Schedule III bank” (each as defined in NI 45-106), (b) the Business Development Bank of Canada or (c) a subsidiary of any person referred to in (a) or (b) above, if the person owns all the voting securities of the subsidiary, except the voting securities required by law to be owned by the directors of that subsidiary) shall have a statutory right of action for damages and/or rescission against the Company if this document or any amendment thereto contains a misrepresentation. If a purchaser elects to exercise the right of action for rescission, the purchaser will have no right of action for damages against the Company. This right of action for rescission or damages is in addition to and without derogation from any other right the purchaser may have at law. In particular, Section 130.1 of the Securities Act (Ontario) provides that, if this document contains a misrepresentation, a purchaser who purchases the New Shares during the period of distribution shall be deemed to have relied on the misrepresentation if it was a misrepresentation at the time of purchase and has a right of action for damages or, alternatively, may elect to exercise a right of rescission against the Company, provided that (a) the Company will not be liable if it proves that the purchaser purchased the New Shares with knowledge of the misrepresentation; (b) in an action for damages, the Company is not liable for all or any portion of the damages that the Company proves does not represent the depreciation in value of the New Shares as a result of the misrepresentation relied upon; and (c) in no case shall the amount recoverable exceed the price at which the New Shares were offered.

Section 138 of the Securities Act (Ontario) provides that no action shall be commenced to enforce these rights more than (a) in the case of any action for rescission, 180 days after the date of the transaction that gave rise to the cause of action or (b) in the case of any action, other than an action for rescission, the earlier of (i) 180 days after the purchaser first had knowledge of the fact giving rise to the cause of action or (ii) three years after the date of the transaction that gave rise to the cause of action. These rights are in addition to and not in derogation from any other right the purchaser may have.

Certain Canadian income tax considerations. Prospective purchasers of the New Shares should consult their own tax adviser with respect to any taxes payable in connection with the acquisition, holding or disposition of the New Shares as any discussion of taxation related matters in this document is not a comprehensive description and there are a number of substantive Canadian tax compliance requirements for investors in the Provinces.

Language of documents in Canada. Upon receipt of this document, each investor in Canada hereby confirms that it has expressly requested that all documents evidencing or relating in any way to the sale of the New Shares (including for greater

certainty any purchase confirmation or any notice) be drawn up in the English language only. Par la réception de ce document, chaque investisseur canadien confirme par les présentes qu'il a expressément exigé que tous les documents faisant foi ou se rapportant de quelque manière que ce soit à la vente des valeurs mobilières décrites aux présentes (incluant, pour plus de certitude, toute confirmation d'achat ou tout avis) soient rédigés en anglais seulement.

Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the New Shares have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

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

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

If you (or any person for whom you are acquiring the New Shares) are in Hong Kong, you (and any such person) are a "professional investor" as defined under the Securities and Futures Ordinance of Hong Kong, Chapter 571 of the Laws of Hong Kong.

New Zealand

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

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

If you (or any person for whom you are acquiring or procuring the New Shares) are in New Zealand, you (and any such person):

- (a) are a person who (i) is an investment business within the meaning of clause 37 of Schedule 1 of the Financial Markets Conduct Act 2013 (New Zealand) (the "FMC Act"), (ii) meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act, (iii) is large within the meaning of clause 39 of Schedule 1 of the FMC Act, (iv) is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act or (v) is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act;
- (b) acknowledge that: (i) Part 3 of the FMC Act shall not apply in respect of the offer of New Shares to you, (ii) no product disclosure statement under the FMC Act may be prepared in respect of the offer of New Shares and (iii) any information provided to you in respect of the offer is not required to, and may not, contain all of the information that a product disclosure statement under New Zealand law is required to contain;
- (c) warrant that if in the future you elect to directly or indirectly offer or sell any of the New Shares allotted to you, you undertake not to do so in a manner that could result in (i) such offer or sale being viewed as requiring a product disclosure statement or other similar disclosure document or any registration or filing in New Zealand, (ii) any contravention of the FMC Act or (iii) the Company or its directors incurring any liability; and warrant that (i) any person for whom you are acquiring New Shares meets one or more of the criteria specified in subclause (a) above and (ii) you have received, where required, a safe harbour certificate in accordance with clause 44 of Schedule 1 of the FMC Act.

Singapore

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are (i) an existing holder of the Company's shares, (ii) an "institutional investor" (as defined in the SFA) or (iii) an "accredited investor" (as defined in the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

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

If you (or any person for whom you are acquiring the New Shares) are in Singapore, you (and any such person):

- are an “institutional investor” or an “accredited investor” (as such terms are defined in the Securities and Futures Act of Singapore (“SFA”));
- will acquire the New Shares in accordance with applicable provisions of the SFA; and
- acknowledge that the offer of the New Shares is subject to the restrictions (including selling restrictions) set out in the SFA.

United Kingdom

Neither this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended (“FSMA”)) has been published or is intended to be published in respect of the New Shares.

The New Shares may not be offered or sold in the United Kingdom by means of this document or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This document is issued on a confidential basis in the United Kingdom to “qualified investors” (within the meaning of Article 2(e) of the Prospectus Regulation (2017/1129/EU), replacing section 86(7) of the FSMA). This document may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (“FPO”), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together “relevant persons”). The investments to which this document relates are available only to, and any offer or agreement to purchase will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

If you (or any person for whom you are acquiring the New Shares) are in the United Kingdom, you (and any such person) are:

- a “qualified investor” within the meaning of Article 2(e) of the Prospectus Regulation (2017/1129/EU), replacing Section 86(7) of the UK Financial Services and Markets Act 2000; and
- within the categories of persons referred to in Article 19(5) (investment professionals) or Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the UK Financial Services and Markets Act 2000 (Financial Promotions) Order 2005, as amended.

Financial information and amounts

All financial amounts contained in this Prospectus are expressed in Australian Dollars (**Australian Dollars** or **\$**), unless otherwise stated. Any discrepancies between totals and sums of components in figures and tables contained in this Prospectus are due to rounding.

Section 6 sets out in detail the financial information referred to in this Prospectus. The basis of preparation of that information is set out in Sections 6.

Incorporation by reference

The Company’s Corporate Governance Statement is not contained in this Prospectus, but has been lodged with ASIC and is taken by law to be included in this Prospectus (refer to Section 11.1). If you are unsure whether you require the information contained in the Corporate Governance Statement to decide whether or not to invest in the Company, it is recommended that you obtain a copy of the Corporate Governance Statement. A copy of the Corporate Governance Statement can be obtained during the application period free of charge from the Company’s website at www.northstawellminerals.com.

Disclaimer

No person should rely on any information that is not contained in this Prospectus for making a decision as to whether to acquire Shares under the Offer. No person is authorised by the Company or the Lead Manager to give any information or make any representation in connection with the Offer that is not contained in this Prospectus. Any information or representation that is not contained in this Prospectus may not be relied on as having been authorised by the Company, its Directors or any other person in connection with the Offer. The Company’s business, financial condition, results of operations and prospects may have changed since the date of this Prospectus.

This Prospectus may contain forward-looking statements concerning the Company’s business, operations, financial performance and condition, as well as the Company’s plans, objectives and expectations for its business, operations and financial performance and condition. Any statements contained in this Prospectus that are not of historical facts may be deemed to be forward-looking statements. You can identify these statements by words such as “aim”, “anticipate”, “assume”, “believe”, “could”, “due”, “estimate”, “expect”, “goal”, “intend”, “may”, “objective”, “plan”, “predict”, “potential”, “positioned”, “should”, “target”, “will”, “would” and other similar expressions that are predictions of or indicate future events and future trends.

These forward-looking statements are based on current expectations, estimates and projections about the Company’s business and the industry in which the Company operates and Management’s beliefs and assumptions. These forward-looking statements are not guarantees of future performance or development and involve known and unknown risks, uncertainties and other factors that are in some cases beyond the Company’s control. As a result, any or all of the Company’s forward-looking statements in this Prospectus may turn out to be inaccurate. Factors that may cause such differences between forward-looking statements and actual performance include, but are not limited to, the risks described in Section 5 (Risk Factors) of this Prospectus.

You are urged to consider the risk factors carefully for evaluating the forward-looking statements and are cautioned not to place undue reliance on the forward-looking statements. The forward-looking statements speak only as at the date of this Prospectus. Unless required by law, the Company does not intend to publicly update or revise any forward-looking statements to reflect new information or future events or otherwise. You should, however, review the information and risks the Company describes in the reports to be filed from time to time with the ASX after the date of this Prospectus.

This Prospectus contains industry data and forecasts that were obtained from industry publications, third-party market research and publicly available information. These publications generally state or imply that the information contained in them has been obtained from sources believed to be reliable, but the Company has not independently verified the accuracy or completeness of such information. In addition, where a source has been identified in this Prospectus as the source for providing specific information included in the Prospectus, the author of that information has not given their consent to this information being included in the Prospectus and has not authorised or caused the issue of the Prospectus.

This Prospectus also includes trademarks, trade names and service marks that are the property of other organisations.

Exposure Period

The Corporations Act prohibits the Company from processing applications to subscribe for Shares under the Offer (**Application**) during the seven-day period after the date of lodgement of this Prospectus (the **Exposure Period**). This period may be extended by ASIC for a further seven days. This period is an Exposure Period to enable market participants to examine this Prospectus prior to the raising of funds under the Offer. Applications received during the Exposure Period will not be processed until after the expiry of the Exposure Period. No preference will be conferred on Applications received during the Exposure Period.

Electronic Prospectus

This Prospectus, with an accompanying Application Form, may be viewed online at the Company Website, <http://northstawellminerals.com>. The Offers constituted by this Prospectus in electronic form are only available to Australian and New Zealand residents accessing an electronic version of this Prospectus in Australia or New Zealand. It is not available to persons in other jurisdictions. Persons who access the electronic version of this Prospectus should ensure that they download and read the entire Prospectus.

Privacy

By completing an Application Form, you consent to the collection, use and disclosure of your personal information as summarised below.

Collection of your personal information – We collect personal information about you so that we can administer our dealings with you, provide you with Company information, products and services, service your needs as a Shareholder (if you become one), carry out appropriate administration of your Application and deal with any requests that you may have. If we do not collect your personal information, we may be unable to deal with your request or provide you with services and benefits, and we may not be able to process your Application.

Disclosure of your personal information – We may disclose your personal information to third parties, such as our Share Registry, the Lead Manager, the Financial Advisor, auditors, Management, legal and other professional advisors, service providers, suppliers, insurers, IT providers who run our IT services, payment processors who process payments, marketing providers who provide marketing and public relations services, and if we are required to by law.

Our privacy policy – Our Shareholder privacy policy (the Shareholder Privacy Policy), which may be found on the Company Website, sets out our approach to the management of personal information. Subject to the Privacy Act 1998 (Cth), you can have access to and seek correction of your personal and sensitive information. The Shareholder Privacy Policy contains information about how you can do this. The Shareholder Privacy Policy also contains information about how you can make a complaint about a breach of privacy.

Company Website

Any documents included on the Company Website (and any reference to them) are provided for convenience only and none of the documents or other information on the Company Website are incorporated by reference into this Prospectus. Any references to documents included on the Company Website are provided for convenience only, and none of the documents or other information on the website are incorporated in this Prospectus by reference unless specified in this Prospectus.

Definitions and abbreviations

Defined terms and abbreviations used in this Prospectus and not otherwise defined herein are defined and explained in the Glossary in Section 14 (Glossary).

References to time

All references to time in this Prospectus refer to the time in Melbourne, Australia (AEST), unless stated otherwise.

Photographs and diagrams

Photographs used in this Prospectus that do not have any description are for illustration or design purposes only and should not be interpreted to mean that any person shown endorses this Prospectus or its contents or that the Company owns the assets shown. Similarly, any assets depicted in the photographs such as equipment, buildings or other property are not necessarily assets that are owned or used by the Company and have been included for presentation and illustrative purposes unless stated otherwise. Diagrams used in this Prospectus are illustrative only and may not be drawn to scale. Unless otherwise stated, all data contained in charts, graphs and tables is based on information available as at the date of this Prospectus.

Competent Person Statement

The information in this Prospectus that relates to Exploration Targets or Exploration Results for the Tenements is based on and fairly reflects information compiled and conclusions derived by Mr Brad Robinson and Mr Steven Tambanis, Competent Persons who are Members of the AusIMM. Mr Robinson is the Geology Superintendent at Stawell Gold Mines and Mr Tambanis has been appointed as Chief Executive Officer of NSM.

The information in this Prospectus that relates to the Wildwood JORC Inferred Mineral Resource Estimate within RL7051 is based on and fairly reflects information compiled and conclusions derived by Mr Brad Robinson and Ms Mona Sulaiman, Competent Persons who are Members of the AusIMM. Mr Robinson and Ms Sulaiman are employees of Stawell Gold Mines.

The information contained in the Independent Geologist's Report in Section 7 is based on, and fairly reflects information compiled by Mr Colin Glazebrook, a Competent Person who is a Fellow of the AusIMM. Mr Glazebrook is appropriately qualified and experienced to act in the following capacities:

- A Competent Person as defined by the JORC Code (2012), and;
- An Independent Expert as defined in the VALMIN Code & ASIC Regulatory Guide 111.

Mr Robinson, Ms Sulaiman, Mr Tambanis and Mr Glazebrook each have sufficient experience in the style of mineralisation and type of deposit under consideration and to the activity which they are undertaking to qualify as a Competent Person as defined in the 2012 edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves' (the JORC Code). Mr Robinson, Ms Sulaiman, Mr Tambanis and Mr Glazebrook consent to the inclusion in the Prospectus of the abovementioned matters in the form and context in which it appears.



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KEY OFFER INFORMATION

KEY OFFER DATES

Lodgement of Prospectus with ASIC	29 July 2020
Opening Date of Offer	6 August 2020
Closing Date of Offer	28 August 2020
Settlement Date of Offer	2 September 2020
Allotment Date of Shares	10 September 2020
Expected date for dispatch of holding statements	11 September 2020
Expected commencement of trading on ASX	16 September 2020

Table 1: Key Offer Dates.

Notes: This timetable is indicative only. Unless otherwise indicated, all times given are AEST. The Company, in consultation with the Lead Manager, reserves the right to vary any and all of the above dates without notice (including, subject to the ASX Listing Rules and the Corporations Act, to close the Offer early, to extend the Closing Date, or to accept late Applications or bids, either generally or in particular cases, or to cancel or withdraw the Offer before Completion of the Offer, in each case without notifying any recipient of this Prospectus or Applicants). If the Offer is cancelled or withdrawn before Completion of the Offer, then all Application Monies will be refunded in full (without interest) as soon as possible in accordance with the requirements of the Corporations Act. Investors are encouraged to submit their Applications as soon as possible after the Offer opens.

KEY OFFER STATISTICS

Offer Price per Share	\$0.50
Shares available under the Offer	40,000,000
Offer Proceeds	\$20,000,000, before Costs of the Offer ¹
Shares on issue prior to the Offer	80,000,000
Total number of Shares on issue following the Offer (on an undiluted basis)	120,000,000
Indicative market capitalisation of the Company at the Offer Price on Completion of the Offer (on an undiluted basis)	\$60,000,000 ²
Performance Rights on issue at Completion of the Offer	1,942,000 ³

Table 2: Key Offer Statistics.

Notes:

1. Estimated costs of the Offer of \$2,127,929 are described in Section 13.8.
2. Based on the Offer Price and total number of Shares on issue after the Offer.
3. Details of the Performance Rights on issue are described in Sections 10.12 and 13.3.



PROPOSED USE OF FUNDS

Pursuant to the Offer, the Company will raise \$20,000,000 (Offer Proceeds). The Offer Proceeds are expected to be allocated as follows:

USES OF FUNDS	\$ MILLION	%
Exploration	14,580,000	73.0
Operating expenses	1,789,000	8.9
Working capital	1,503,000	7.5
Costs of the Offer - fundraising	1,000,000	5.0
Costs of the Offer – legal, accounting, other support services	1,128,000	5.6
Total uses of funds	\$20,000,000	100.0%

Table 3: Uses of funds.

Notes: The above table 3 is a statement of current intentions as at the date of this Prospectus. Investors should note that, as with any budget, the allocation of funds set out in the above table 3 may change depending on a number of factors, including the outcome of sales success, operational and development activities, regulatory developments, and market and general economic conditions. In light of this, the Board reserves its right to alter the way the funds are applied.

HOW TO INVEST

Application for Shares can only be made by completing and lodging an Application Form. Instructions on how to apply for Shares are set out in Section 2.7 and on the Application Form.



Jaco Dixon

Stawell Gold Mines



LETTER FROM THE CHAIRMAN



NORTH STAWELL MINERALS LTD
(ACN 633 461 453)

Dear Investors

On behalf of the Directors of North Stawell Minerals (**NSM** or the **Company**), I invite you to become a Shareholder of the Company.

NSM was established for the primary purpose of acquiring, exploring and developing gold exploration tenure immediately north of the Stawell Gold Mine (**SGM**) in Victoria, Australia. The Company's objective is to create wealth for its Shareholders through commercial exploration success. We believe that our key to success will be to select highly prospective tenure and to recruit and support a first class exploration team.

The Company is exploring prospective tenements located along-strike of and to the immediate north of the Stawell Gold Mine which has produced in excess of five million Ounces of gold. NSM's granted tenure has a total land area of 261.9 km², with a further 291km² under application. Stawell is acknowledged to be a corner point of Victoria's 'Golden Triangle', responsible for over 66 million ounces of combined historical gold production.

NSM believes there is potential for the discovery of large gold mineralised systems under cover, using Stawell Gold Mine's Magdala orebody as an exploration model to test 51km of northerly strike extension of the Stawell Mineralised Corridor. Historic exploration to the north has identified a number of prospects with potential to host significant gold mineralisation and the Wildwood Tenement contains an Inferred JORC compliant Mineral Resource Estimate of 55,000 ounces.

The Company has inherited a significant geological database consisting of Magdala mine geology and regional datasets. We believe this data provides a huge competitive advantage to our technical team, who will continue compiling and extending this knowledge base with updated geophysics and geochemistry to improve exploration targeting resolution. As a result of expert review and reinterpretation of existing data by NSM's team of technical consultants and the upcoming acquisition of new geophysical and geochemical data, the Company believes the Tenements have substantial potential for the discovery of commercially viable gold mineralisation.

This Prospectus is seeking to raise \$20,000,000 through the issue of Shares at an issue price of \$0.50 per Share under the Offer. The purpose of the Offer is to provide funds to implement the Company's business strategies, as detailed in Sections 3 and 4 of this Prospectus.

This Prospectus contains detailed information about the Company, its business and the Offer. It explains risks of investing in the Company and I encourage you to read it carefully and seek the appropriate professional advice if required before making an investment decision. The Shares offered by this Prospectus should be considered highly speculative.

I look forward to you joining us as a Shareholder and sharing in what we believe are exciting and prospective times ahead for North Stawell Minerals.

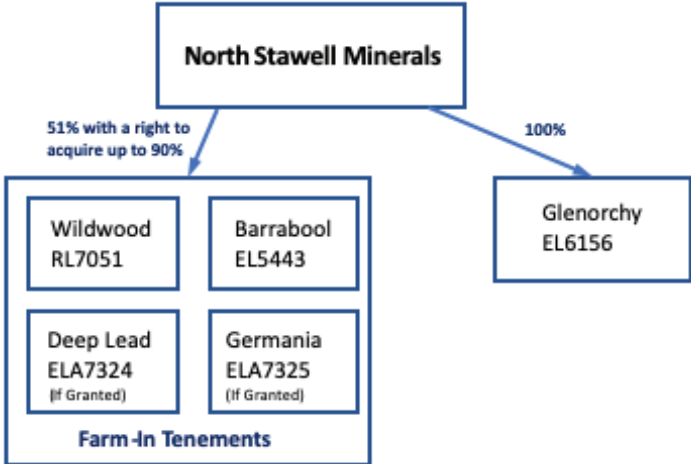
Jerry Ellis AO
Chairman
North Stawell Minerals Ltd

1

SECTION

| INVESTMENT | OVERVIEW

The information in this Section 1 is a summary only. It should be read in conjunction with the information set out in the remainder of this Prospectus.

TOPIC	SUMMARY	FOR MORE INFORMATION
1.1. Background		
Who is NSM?	<p>North Stawell Minerals Ltd (NSM) is an Australian public company that was incorporated on 14 May 2019 as a proprietary company limited by shares to serve as the vehicle through which certain tenements to the North of the Stawell Gold Mine are proposed to be explored and developed. The Company converted from a proprietary company limited by shares to a public company limited by shares on 28 May 2020.</p> <p>NSM aims to be a gold explorer and hold significant interests in highly prospective tenements to the North of the 5Moz Stawell Gold Mine in Victoria, Australia in order to achieve this goal.</p> <p>Stawell is regarded to be one corner of the Victorian “Golden Triangle”, the zone between Bendigo, Ballarat and Stawell that has historically produced more than 66Moz of gold.</p>	
Why is the Offer being conducted?	<p>The purpose of the Offer is to:</p> <ul style="list-style-type: none"> (a) raise \$20,000,000 (Offer Proceeds), which are expected to be allocated as follows: <ul style="list-style-type: none"> (1) the Company’s expenditure commitments and operating costs in relation to exploration costs on the projects; (2) general working capital requirements including potential new acquisitions; (3) corporate overhead and administrative costs; and (4) the costs of the Offer; (b) provide a market for the Company’s Shares; (c) meet the requirements of the ASX and satisfy Chapters 1 and 2 of the Listing Rules to enable the Company to list on the ASX; (d) provide the Company with the benefits of an increased profile that arises from being listed; (e) provide the Company with additional financial flexibility and access to capital markets, to assist in pursuing its growth strategy. 	Section 2.2
1.2. Summary of NSM’s interests in the Tenements and the Farm-In arrangements		
What is NSM’s interest in the Tenements?	<p>NSM has entered into agreements to hold the following interests in the Tenements and, if granted, the Tenement Applications:</p>  <pre> graph TD NSM[North Stawell Minerals] -- "51% with a right to acquire up to 90%" --> FarmInTenements NSM -- "100%" --> Glenorchy[Glenorchy EL6156] subgraph FarmInTenements [Farm-In Tenements] Wildwood[Wildwood RL7051] Barrabool[Barrabool EL5443] DeepLead[Deep Lead ELA7324 (If Granted)] Germania[Germania ELA7325 (If Granted)] end </pre>	Sections 4 and 12

TOPIC	SUMMARY	FOR MORE INFORMATION												
	<p>As noted above, NSM has entered into agreements to acquire:</p> <ul style="list-style-type: none"> (a) 100% of the Glenorchy Tenement (EL6156); (b) 51% of the Barrabool Tenement (EL5443); and (c) 51% of the Wildwood Tenement (RL7051). <p>Additionally, the Company will have a right to farm-in to the following exploration tenements under application. If granted, the Company will hold:</p> <ul style="list-style-type: none"> (a) 51% of the Deep Lead Tenement Application (ELA7324); and (b) 51% of the Germania Tenement Application (ELA7325). <p>A summary of the Company's Tenements and Tenement Applications can be found in sections 3 and 4.</p>													
<p>What are the interests of the Sellers in the Tenements?</p>	<p>The interests of the Sellers in the Tenements are:</p> <ul style="list-style-type: none"> (a) the remaining 49% interest in the Wildwood Tenement and the Barrabool Tenement; and (b) subject to their grant, the remaining 49% interest in the Deep Lead Tenement Application and the Germania Tenement Application. <p>In addition, the Sellers hold Shares in NSM pursuant to Table 4 below, giving them additional indirect exposure to the Tenements:</p> <table border="1" data-bbox="352 1010 1278 1256"> <thead> <tr> <th data-bbox="352 1010 659 1106">SHAREHOLDER</th> <th data-bbox="659 1010 895 1106">NUMBER OF SHARES</th> <th data-bbox="895 1010 1083 1106">% HOLDING BEFORE OFFER</th> <th data-bbox="1083 1010 1278 1106">% HOLDING AFTER OFFER</th> </tr> </thead> <tbody> <tr> <td data-bbox="352 1106 659 1182">Leviathan Resources Pty Ltd</td> <td data-bbox="659 1106 895 1182">43,200,000</td> <td data-bbox="895 1106 1083 1182">54.0%</td> <td data-bbox="1083 1106 1278 1182">36.0%</td> </tr> <tr> <td data-bbox="352 1182 659 1256">Other Existing Shareholders[^]</td> <td data-bbox="659 1182 895 1256">28,800,000</td> <td data-bbox="895 1182 1083 1256">36%</td> <td data-bbox="1083 1182 1278 1256">24%</td> </tr> </tbody> </table> <p>[^]The Other Existing Shareholders are the underlying shareholders of the original 40% owner of the Tenements, the MLIA Unit Trust.</p> <p><i>Table 4: Sellers' Shareholdings.</i></p>	SHAREHOLDER	NUMBER OF SHARES	% HOLDING BEFORE OFFER	% HOLDING AFTER OFFER	Leviathan Resources Pty Ltd	43,200,000	54.0%	36.0%	Other Existing Shareholders [^]	28,800,000	36%	24%	<p>Section 4</p>
SHAREHOLDER	NUMBER OF SHARES	% HOLDING BEFORE OFFER	% HOLDING AFTER OFFER											
Leviathan Resources Pty Ltd	43,200,000	54.0%	36.0%											
Other Existing Shareholders [^]	28,800,000	36%	24%											
<p>How did NSM earn its 100% interest in the Glenorchy Tenement?</p>	<p>NSM has entered into an agreement to acquire the Glenorchy Tenement from the Glenorchy Sellers in consideration for \$200,000 paid for by the issue of Shares, which have been issued. Ministerial approval for the acquisition has been sought.</p>	<p>Sections 4 and 12.3</p>												
<p>How will NSM earn its 51% interest in the Barrabool Tenement (EL5443), the Wildwood Tenement (RL7051) and, if granted, the Tenement Applications?</p>	<p>In consideration for NSM acquiring the 51% interest in the Barrabool Tenement and the Wildwood Tenement (and, if granted, the Tenement Applications) from the Sellers, NSM has agreed pursuant to the Farm-In Agreement to meet the minimum expenditure obligations in respect of these tenements, being \$5,000,000 (Minimum Obligation) during the 2 year period from NSM's listing date (or such other date as is agreed between NSM and the Sellers) (Minimum Obligation Period). Ministerial approval for the acquisition has been sought.</p> <p>During the Minimum Obligation Period, NSM has the sole and exclusive right to access and explore the Barrabool Tenement and the Wildwood Tenement (and, if granted, the Tenement Applications).</p>	<p>Sections 4 and 12.2</p>												

TOPIC	SUMMARY	FOR MORE INFORMATION
What happens if NSM does not spend the Minimum Obligation during the Minimum Obligation Period?	<p>NSM is obligated pursuant to the Farm-In Agreement to spend the Minimum Obligation during the Minimum Obligation Period.</p> <p>If NSM does not spend the Minimum Obligation during the Minimum Obligation Period, then:</p> <ul style="list-style-type: none"> (a) NSM will retain its 51% interest in the Barrabool Tenement, the Wildwood Tenement and, if granted, the Tenement Applications (with the expenditure that has been spent by NSM constituting the consideration for the 51% interest in the relevant Tenements); (b) a joint venture will be established as between NSM and the Sellers; and (c) NSM would remain contractually liable for any obligation that has accrued under the Farm-In Agreement. <p>Relevantly, the Farm-In Agreement does not contemplate a reversion of the relevant Tenements back to the Sellers in this circumstance.</p>	Sections 4 and 12.2
How can NSM increase its 51% interest in the Barrabool Tenement (EL5443) and/ or the Wildwood Tenement (RL7051) and, if granted, the Tenement Applications?	<p>Following NSM expending the Minimum Obligation during the Minimum Obligation Period, NSM may elect to continue having the sole right to access and explore the relevant Tenements and earn further interests up to a 90% interest in the Wildwood Tenement and the Barrabool Tenement over a 5 year period by spending a further \$4,000,000 in aggregate as is more specifically described below:</p> <ul style="list-style-type: none"> (a) Phase 1: to earn an additional 10 percent (total 61 percent) interest in the relevant Tenements, NSM must spend a further \$1,000,000 by the date that is 3 years from the IPO listing date. (b) Phase 2: to earn a further 10 percent (total 71 percent) interest in the relevant Tenements, NSM must spend a further \$1,000,000 by the date that is 4 years from the IPO listing date. (c) Phase 3: to earn a further 10 percent (total 81 percent) interest in the relevant Tenements, NSM must spend a further \$1,000,000 by the date that is 5 years from the IPO listing date. (d) Phase 4: to earn a further 9 percent (total 90 percent) interest in the relevant Tenements, NSM must spend a further \$1,000,000 by the date that is 6 years from the IPO listing date. <p>The Sellers will transfer a 51 percent interest in the Wildwood Tenement and any other interest earned by the Company in that tenement on 11 May 2021, being the one year anniversary of the grant of RL7051. The Sellers must hold the Company's interest in trust until this time. If granted, the Sellers will transfer a 51 percent interest in ELA7324 and ELA7325 on the one year anniversary of the grant of these tenements.</p>	Sections 4 and 12.2
What if NSM does not elect to proceed to earn further interests in the Barrabool Tenement (EL5443) and/ or the Wildwood Tenement (RL7051) and, if granted, the Tenement Applications?	<p>When NSM elects to stop earning into the relevant Tenements (either at the end of the Minimum Obligation Period or at a stage between Phase 1 and Phase 4), a joint venture will be established based on the respective percentages earned at that point in time, with NSM being the first manager of the joint venture. The joint venture is on the terms of the AMPLA Model Agreement (at which point the Stawell Exploration Joint Venture (referred to below) will terminate).</p>	Sections 4 and 12.2
Are any of the Tenements subject to existing royalty arrangements?	<p>Each of the Tenements (RL7051, EL6156 and EL5443 are subject to certain historical royalties which are payable to unrelated parties. If granted, the Tenement Applications will also be subject to the same obligations. A summary of these royalty arrangements is set out in section 12.4 below.</p>	Section 12.4

TOPIC	SUMMARY	FOR MORE INFORMATION
1.3. Key Features of NSM's Business Model		
What is the Company's vision and strategy?	<p>The Company's vision is to create significant shareholder value through the exploration and development of large, high-quality gold deposits in Victoria.</p> <p>The Company's strategy is to:</p> <ul style="list-style-type: none"> (a) systematically explore and develop the Company's Tenements in the Stawell region; (b) target large-scale, Magdala-style gold mineralised systems within the Stawell Mineralised Corridor; (c) use modern exploration methods and best practice in cost effective programs; and (d) advance discoveries to the development stage while also exploring and advancing a pipeline of other projects. 	Section 4
What is the nature of the Company's business?	NSM aims to be a junior gold exploration company with interests in three highly prospective gold tenements located north of the Stawell Gold Mine, Victoria. The Company is led by an experienced team of mining industry professionals with a proven track record of mineral discovery and production.	Sections 3 and 4
What is the Company's growth strategy?	<p>The Company is focussed on exploring its Tenements for major gold discoveries by using modern exploration methods to improve mineralisation targeting. These methods include:</p> <ul style="list-style-type: none"> (a) updating aerial magnetic survey data to a far higher resolution than the existing dataset; (b) introducing airborne electromagnetic surveys (VTEM); (c) implementing higher resolution gravity data surveys; (d) conducting follow-up ground based geophysical surveys over anomalous zones found by the new aerial geophysical programmes; and (e) conducting a review of historical geochemical sampling; infill geochemical sampling and implementing programmes more suited to overlying farm ground and increasing cover northwards. <p>The Company's exploration strategy is to utilise the above methods in conjunction with historical drill data, a better understanding of Magdala gold mineralisation gained from the operating Stawell Gold Mine and 3D imaging to improve exploration targeting resolution before drilling. The intended outcome is to comprehensively test gold mineralised prospects more cost effectively and quickly due to optimised targeting.</p> <p>NSM has appointed a highly experienced management team led by veteran resources executive Steven Tambanis, an exploration geologist with over 30 years' experience.</p>	Sections 3 and 4
How will the Company finance its start-up and ongoing operations?	<p>The Company:</p> <ul style="list-style-type: none"> (a) believes that the Offer Proceeds, together with current cash reserves, will be sufficient to fund the Company's operational requirements (which extend to the minimum expenditure commitments required to obtain additional interests in the Farm-In Tenements), and position NSM to achieve its short-term growth strategy and business objectives; and (b) will consider the use of further funding initiatives where appropriate to further accelerate growth or fund a specific project, transaction or expansion. 	Sections 4 and 6
How does the Company generate revenue and what are its key expenses?	The Company is seeking to explore and develop the Tenements. As at the date of this Prospectus, the Company has no operating revenue and is unlikely to generate any operating revenue unless and until one of its projects is successfully developed.	Section 4

TOPIC	SUMMARY	FOR MORE INFORMATION																								
What are the material contracts that will affect the Company's operations?	<p>The contracts entered into by NSM which are material to its operations are as follows:</p> <ul style="list-style-type: none"> (a) Lead Manager Mandate; (b) Farm-In Agreement; (c) Glenorchy Agreement; (d) The proposed deeds of assignment with respect to the Royalty Agreements; (e) Co-operation Deed between Stawell Gold Mines Pty Ltd and the Company; (f) Support Services Agreement between Stawell Gold Mines Pty Ltd and the Company; (g) Loan Deed between Stawell Gold Mines Pty Ltd and the Company; (h) Consultancy Agreement and Letter of Appointment with Mr Steven Tambanis (Chief Executive Officer); (i) Consultancy Agreement and Letter of Appointment with Mr Kevin Lam (Chief Financial Officer); (j) Services Agreement with Automic Group (Company Secretary) (k) Non-Executive Director letters of appointment with Mr Jerry Ellis, Mr Campbell Olsen, Mr Alistair Waddell, and Mr Graham Brown; and (l) Good faith protection and access deeds with the Directors and the Company Secretary. 	Section 12																								
What is the competition facing the business?	The Company will be involved in a global industry and will be subject to domestic and global competition.	Section 3																								
1.4. Financial Information																										
What is the historical financial performance and pro-forma financial position of the Company?	<p>NSM was incorporated in May 2019.</p> <p>The statutory audited historical statement of profit or loss and other comprehensive income of the Company for the period ending 30 June 2020 are set out in the Financial Section at section 6. The statutory audited historical cash flows of the Company for the period ending 30 June 2020 are set out in the Financial Information Section at Section 6.</p> <p>NSM's statutory historical income statements are summarised below (see section 6 for further details).</p> <table border="1"> <thead> <tr> <th colspan="2">PERIOD ENDING 30 JUNE 2020</th> <th>(AU\$'000)</th> </tr> </thead> <tbody> <tr> <td>Revenue</td> <td></td> <td>0</td> </tr> <tr> <td>Costs</td> <td></td> <td>(649)</td> </tr> <tr> <td>Net (loss) after tax</td> <td></td> <td>(649)</td> </tr> </tbody> </table> <p><i>Table 5: Summarised Historical Statements of Profit or Loss and Other Comprehensive Income.</i></p> <table border="1"> <thead> <tr> <th colspan="2">PERIOD ENDING 30 JUNE 2020</th> <th>AUDITED (AU\$)</th> </tr> </thead> <tbody> <tr> <td>Total assets</td> <td></td> <td>2,361</td> </tr> <tr> <td>Total liabilities</td> <td></td> <td>3,000</td> </tr> <tr> <td>Net assets</td> <td></td> <td>(639)</td> </tr> </tbody> </table> <p><i>Table 6: Summarised Historical Statement of Financial Position.</i></p>	PERIOD ENDING 30 JUNE 2020		(AU\$'000)	Revenue		0	Costs		(649)	Net (loss) after tax		(649)	PERIOD ENDING 30 JUNE 2020		AUDITED (AU\$)	Total assets		2,361	Total liabilities		3,000	Net assets		(639)	Section 6
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TOPIC	SUMMARY	FOR MORE INFORMATION																
	<p>On a pro-forma basis, following the Offer, NSM's financial position is:</p> <table border="1" data-bbox="352 436 997 683"> <thead> <tr> <th data-bbox="352 436 810 533">SIGNIFICANT TRANSACTIONS POST 30 JUNE 2020</th> <th data-bbox="810 436 997 533">PRO-FORMA UNAUDITED (AU\$'000)</th> </tr> </thead> <tbody> <tr> <td data-bbox="352 533 810 582">Total assets</td> <td data-bbox="810 533 997 582">18,248</td> </tr> <tr> <td data-bbox="352 582 810 631">Total liabilities</td> <td data-bbox="810 582 997 631">0</td> </tr> <tr> <td data-bbox="352 631 810 683">Net assets</td> <td data-bbox="810 631 997 683">18,248</td> </tr> </tbody> </table> <p data-bbox="352 705 997 734"><i>Table 7: Summarised Proforma Statement of Financial Position.</i></p> <p data-bbox="352 745 694 775">Historical statement of cash flows:</p> <table border="1" data-bbox="352 795 997 1019"> <thead> <tr> <th data-bbox="352 795 810 869">PERIOD ENDING 30 JUNE 2020</th> <th data-bbox="810 795 997 869">AUDITED (AU\$)</th> </tr> </thead> <tbody> <tr> <td data-bbox="352 869 810 918">Operating Cashflow</td> <td data-bbox="810 869 997 918">(649)</td> </tr> <tr> <td data-bbox="352 918 810 967">Financing Activity</td> <td data-bbox="810 918 997 967">3,010</td> </tr> <tr> <td data-bbox="352 967 810 1019">Net Change in Cash</td> <td data-bbox="810 967 997 1019">2,361</td> </tr> </tbody> </table> <p data-bbox="352 1041 933 1070"><i>Table 8: Summarised Historical Statement of cash flows.</i></p> <p data-bbox="352 1081 1268 1137">After transaction costs and following closing of the Offer, the Company is expected to have a proforma balance of cash and cash equivalents of approximately \$17,868,460.</p>	SIGNIFICANT TRANSACTIONS POST 30 JUNE 2020	PRO-FORMA UNAUDITED (AU\$'000)	Total assets	18,248	Total liabilities	0	Net assets	18,248	PERIOD ENDING 30 JUNE 2020	AUDITED (AU\$)	Operating Cashflow	(649)	Financing Activity	3,010	Net Change in Cash	2,361	
SIGNIFICANT TRANSACTIONS POST 30 JUNE 2020	PRO-FORMA UNAUDITED (AU\$'000)																	
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Net Change in Cash	2,361																	
What is the financial outlook for the Company?	<p data-bbox="352 1153 1284 1294">Given the current status of the Company's Tenements and Tenement Applications and the speculative nature of mineral exploration and development, the Directors do not consider it is appropriate to forecast future earnings. Any forecast or projection information could contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection on a reasonable basis.</p>	Section 6																
1.5. Summary of Key Investment Risks																		
What are the key risks for the Company?	<p data-bbox="352 1361 1268 1440">There are a number of risks associated with an investment in the Company that may affect its financial performance, financial position, cash flows, distributions, growth prospects and Share price.</p> <p data-bbox="352 1456 1236 1512">Further details about those listed below and other risks associated with an investment in NSM are set out in Section 5.</p> <p data-bbox="352 1527 1268 1583">Potential investors should consider an investment in the Company as speculative and should consult their professional advisors before deciding whether to apply for Shares under the Offer.</p> <p data-bbox="352 1599 502 1628">Farm-In risk</p> <p data-bbox="352 1644 1220 1700">Under the Farm-In Agreement, the Company will acquire an initial interest of 51% in the Farm-In Tenements.</p> <p data-bbox="352 1715 1252 1771">Subject to the satisfaction of certain other conditions precedent (described in more detail in section 12.2 below) the Company will hold a right to acquire up to a 90% interest in the Farm-In Tenements and will hold a 51% beneficial interest in RL7051.</p> <p data-bbox="352 1809 1284 2116">The Company's ability to achieve its objectives is dependent on it and the other parties to the Farm-In Agreement complying with their obligations under the Farm-In Agreement. These obligations include: the Company meeting the minimum expenditure obligation(s) in respect of the Farm-In Tenements, the Sellers transferring the 51% legal interest in RL7051 to the Company 12 months after the date of its grant (together with any other interest earned by the Company in RL7051 during that 12 month period) and the Sellers transferring the relevant earned interest(s) to the Company (subject to the Company meeting the relevant minimum expenditure obligation(s)). Any failure to comply with these obligations (on the part of the Sellers or the Company) may result in the Company not obtaining further interests in the Farm-In Tenements (or in the case of RL7051, a relevant legal interest) and being unable to achieve its commercial objectives, which may have a material adverse effect on the Company's operations and the performance and value of the Shares.</p>	Section 5																

TOPIC	SUMMARY	FOR MORE INFORMATION
	<p>Further, when the Company elects to stop earning in, a joint venture will be established, with the Company being the first manager of the joint venture. The joint venture is based on the terms of the AMPLA Model Agreement. As is the case in all joint venture arrangements, there is a risk that joint venture partners may default in their joint venture obligations or not act in the best interests of the joint venture, which in either case would likely have an adverse effect on the interests and prospects of the Company.</p> <p>COVID-19 impact risk</p> <p>The global economic outlook is facing uncertainty due to the current COVID-19 (Novel Coronavirus) pandemic, which has been having, and is likely to continue to have, a significant impact on global capital markets, the gold price and foreign exchange rates.</p> <p>While to date COVID-19 has not had any material impact on the Company's operations, should any Company personnel or contractors be infected, it could result in the Company's operations being suspended or otherwise disrupted for an unknown period of time, which may have an adverse impact on the Company's operations as well as an adverse impact on the financial condition of the Company.</p> <p>Supply chain disruptions resulting from the COVID-19 pandemic and measures implemented by governmental authorities around the world to limit the transmission of the virus (such as travel bans and quarantining) may, in addition to the general level of economic uncertainty caused by the COVID-19 pandemic, also adversely impact the Company's operations, financial position and prospects.</p> <p>Exploration and evaluation risk</p> <p>The future value of the Company will depend on its ability to find and develop resources that are economically recoverable within North Stawell Minerals' Tenements. Mineral exploration and development are inherently highly speculative and involves a significant degree of risk. There is no guarantee that economic mineralisation will be found, and if found, that it will be economic to extract these resources or that there will be commercial opportunities available to monetise these resources. The circumstances in which a mineral deposit becomes or remains commercially viable depends on a number of factors. These include the particular attributes of the deposits, such as size, grade, metallurgy, strip ratios and proximity to infrastructure as well as external factors such as supply and demand. This, along with other factors such as maintaining title to tenements and consents, successfully design construction, commissioning and operating of projects and processing facilities may result in projects not being developed, or operations becoming unprofitable.</p> <p>No history of production</p> <p>The Company's Tenements are exploration stage only. The Company has never had any direct material interest in mineral producing properties. There is no assurance that commercial quantities of gold will be discovered at any of the Tenements or any future Tenements, nor is there any assurance that the exploration or development programs of the Company thereon will yield any positive results.</p> <p>Environmental risks</p> <p>The Company's operations and projects are subject to laws and regulations that set standards regulating certain aspects of health and environmental quality, provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are or were conducted.</p> <p>As with most exploration projects operations, the Company's activities are expected to have an impact on the environment. Significant liability could be imposed on the Company for damages, clean-up costs, or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of property acquired by the Company, or non-compliance with environmental laws or regulations. It is the Company's intention to minimise this risk by conducting its activities to the highest standard of environmental obligation, including compliance with all environmental laws and where possible, by carrying appropriate insurance coverage.</p>	

TOPIC	SUMMARY	FOR MORE INFORMATION
	<p>There is also a risk that the environmental laws and regulations may become more onerous, making the Company's operations more expensive. Amendments to current laws, regulations and permits governing operations and activities of gold companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in exploration expenses, capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new properties.</p> <p>Tenement risks</p> <p>The rights to mineral tenements (including exploration and retention licences) carry with them various obligations which the holder is required to comply with in order to ensure the continued good standing of the tenement and, specifically, obligations in regard to minimum expenditure levels and responsibilities in respect of the environment, community and safety. Failure to observe these requirements could prejudice the right to maintain title to a given area and result in government action to forfeit a tenement or tenements.</p> <p>There is no guarantee that current or future tenement applications or existing tenement renewals will be granted, that they will be granted without undue delay, or that the Company can economically comply with any conditions imposed on any granted exploration tenement. No assurances can be given that the Tenement Applications will be granted to the Company.</p> <p>Changes in commodity price</p> <p>The Company's possible future revenues may be derived mainly from gold and/or from royalties gained from potential joint ventures or other arrangements.</p> <p>Consequently, the Company's potential future earnings will likely be closely related to the price of gold.</p> <p>If the Company is producing gold and the market price of gold were to fall below the costs of production and remain at such a level for any sustained period, the Company would experience losses and could have to curtail or suspend some or all of its proposed activities. In such circumstances, the Company would also have to assess the economic impact of any sustained lower commodity prices on recoverability.</p> <p>Land access risk</p> <p>Land access is critical for exploration and evaluation to succeed. In all cases the acquisition of prospective permits is a competitive business, in which proprietary knowledge or information is critical and the ability to negotiate satisfactory commercial arrangements with other parties is often essential.</p> <p>Access to land for exploration purposes can be affected by small non-mechanised mining operations or land ownership, including registered and unregistered land interests and regulatory requirements within the jurisdiction where the Company operates.</p> <p>Reliance on Key Personnel</p> <p>Whilst the Company has just a few executives and senior personnel, its progress in pursuing its exploration and evaluation programmes within the time frames and within the costs structure as currently envisaged could be dramatically influenced by the loss of existing key personnel or a failure to secure and retain additional key personnel as the Company's exploration programme develops. The resulting impact from such loss would be dependent upon the quality and timing of the employee's replacement.</p> <p>Although the key personnel of the Company have a considerable amount of experience and have previously been successful in their pursuits of acquiring, exploring and evaluating mineral projects, there is no guarantee or assurance that they will be successful in their objectives pursuant to this Prospectus.</p> <p>Grant of future authorisations to explore and mine</p> <p>If the Company discovers an economically viable mineral deposit that it then intends to develop, it will, among other things, require various approvals, licences and permits before it will be able to mine the deposit. There is no guarantee that the Company will be able to obtain all required approvals, licences and permits. To the extent that required authorisations are not obtained or are delayed, the Company's operational and financial performance may be materially adversely affected.</p>	

TOPIC	SUMMARY	FOR MORE INFORMATION																								
	<p>Government Policy</p> <p>Changes in relevant foreign investment, taxation, interest rates, other legal, legislative and administrative regimes, and Government policies in Victoria or at the federal level, may have an adverse effect on both the nature and extent of permitted investment by foreign investors and the assets, operations and ultimately the financial performance of the Company. These factors may ultimately affect the level of foreign investment in the Company and the financial performance of the Company and the market price of its securities.</p> <p>Changing attitudes to environmental, land care, cultural heritage, together with the nature of the political process, provide the possibility for future policy changes in Victoria and, potentially, other jurisdictions. There is a risk that such changes may affect the Company's exploration plans or, indeed, its rights and/or obligations with respect to the tenements.</p>																									
1.6. Directors and Key Management																										
Who are the Directors of the Company?	<p>The Board of Directors comprises:</p> <p>(a) Mr Jerry Ellis, Non-Executive Chairman;</p> <p>(b) Mr Graham Brown, Non-Executive Director;</p> <p>(c) Mr Alistair Waddell, Non-Executive Director; and</p> <p>(d) Mr Campbell Olsen, Non-Executive Director.</p>	Section 10.1																								
Who are the key members of Management?	<p>Management comprises:</p> <p>(a) Mr Steven Tambanis (as Chief Executive Officer);</p> <p>(b) Mr Kevin Lam (as Chief Financial Officer); and</p> <p>(c) Mr David Hwang (as Company Secretary).</p>	Section 10.2																								
1.7. Key People, Interests and Benefits																										
Who are the significant Shareholders of the Company and what will their interests be after Completion of the Offer?	<p>The current significant Shareholders of the Company and their interests on completion of the Offer (assuming that the significant Shareholders do not apply for New Shares under the Offer):</p> <table border="1"> <thead> <tr> <th>SHAREHOLDER</th> <th>NUMBER OF SHARES</th> <th>% HOLDING BEFORE OFFER</th> <th>% HOLDING AFTER OFFER</th> </tr> </thead> <tbody> <tr> <td>Leviathan Resources Pty Ltd</td> <td>43,200,000</td> <td>54.0%</td> <td>36.0%</td> </tr> <tr> <td>Arete Partners Pty Ltd</td> <td>4,000,000</td> <td>5.0%</td> <td>3.33%</td> </tr> <tr> <td>Asrica Pty Ltd</td> <td>4,000,000</td> <td>5.0%</td> <td>3.33%</td> </tr> <tr> <td>Other Existing Shareholders</td> <td>28,800,000</td> <td>36%</td> <td>24%</td> </tr> <tr> <td>TOTAL</td> <td>80,000,000</td> <td>100%</td> <td>66.67%</td> </tr> </tbody> </table> <p><i>Table 9: Significant Shareholders.</i></p>	SHAREHOLDER	NUMBER OF SHARES	% HOLDING BEFORE OFFER	% HOLDING AFTER OFFER	Leviathan Resources Pty Ltd	43,200,000	54.0%	36.0%	Arete Partners Pty Ltd	4,000,000	5.0%	3.33%	Asrica Pty Ltd	4,000,000	5.0%	3.33%	Other Existing Shareholders	28,800,000	36%	24%	TOTAL	80,000,000	100%	66.67%	Section 2.5
SHAREHOLDER	NUMBER OF SHARES	% HOLDING BEFORE OFFER	% HOLDING AFTER OFFER																							
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TOTAL	80,000,000	100%	66.67%																							

TOPIC	SUMMARY	FOR MORE INFORMATION																				
What are the Director shareholdings?	<p>The Directors are expected to hold a direct or indirect interest in the following Securities in the Company on completion of the Offer (assuming that the Directors do not apply for New Shares under the Offer) as follows:</p> <table border="1"> <thead> <tr> <th>DIRECTOR</th> <th>SHARES</th> <th>% HOLDING</th> <th>PERFORMANCE RIGHTS</th> </tr> </thead> <tbody> <tr> <td>Mr Jerry Ellis</td> <td>0</td> <td>0</td> <td>340,000</td> </tr> <tr> <td>Mr Graham Brown</td> <td>0</td> <td>0</td> <td>280,000</td> </tr> <tr> <td>Mr Alistair Waddell</td> <td>0</td> <td>0</td> <td>280,000</td> </tr> <tr> <td>Mr Campbell Olsen¹</td> <td>4,000,000</td> <td>3.33%</td> <td>280,000</td> </tr> </tbody> </table> <p><i>Table 10: Directors' Interests in the Company.</i></p> <p>1. These are held by Asrica Pty Ltd an entity associated with Campbell Olsen. The shares were issued pursuant to an IPO Services Agreement between Arete Partners Pty Ltd, as agent for Stawell Gold Mine Pty Ltd and Arete Capital Partners Pty Ltd. The issue of these shares was approved by Shareholders on 17 July 2020.</p>	DIRECTOR	SHARES	% HOLDING	PERFORMANCE RIGHTS	Mr Jerry Ellis	0	0	340,000	Mr Graham Brown	0	0	280,000	Mr Alistair Waddell	0	0	280,000	Mr Campbell Olsen ¹	4,000,000	3.33%	280,000	Section 2.5
DIRECTOR	SHARES	% HOLDING	PERFORMANCE RIGHTS																			
Mr Jerry Ellis	0	0	340,000																			
Mr Graham Brown	0	0	280,000																			
Mr Alistair Waddell	0	0	280,000																			
Mr Campbell Olsen ¹	4,000,000	3.33%	280,000																			
What benefits are payable to the Directors and Management?	<p>The Company has entered into agreements with each of:</p> <p>(a) Mr Steven Tambanis; and</p> <p>(b) Mr Kevin Lam.</p> <p>The Company has also entered into Non-Executive Director letters of appointment with each of:</p> <p>(a) Mr Jerry Ellis;</p> <p>(b) Mr Graham Brown;</p> <p>(c) Mr Alistair Waddell; and</p> <p>(d) Mr Campbell Olsen.</p> <p>The Directors are entitled to the following remuneration and fees:</p> <table border="1"> <thead> <tr> <th>DIRECTOR</th> <th>DIRECTOR FEES</th> <th>PERFORMANCE RIGHTS</th> </tr> </thead> <tbody> <tr> <td>Mr Jerry Ellis</td> <td>\$60,000</td> <td>340,000</td> </tr> <tr> <td>Mr Graham Brown</td> <td>\$60,000</td> <td>280,000</td> </tr> <tr> <td>Mr Alistair Waddell</td> <td>\$60,000</td> <td>280,000</td> </tr> <tr> <td>Mr Campbell Olsen</td> <td>\$60,000</td> <td>280,000</td> </tr> </tbody> </table> <p><i>Table 11: Directors' Remuneration.</i></p>	DIRECTOR	DIRECTOR FEES	PERFORMANCE RIGHTS	Mr Jerry Ellis	\$60,000	340,000	Mr Graham Brown	\$60,000	280,000	Mr Alistair Waddell	\$60,000	280,000	Mr Campbell Olsen	\$60,000	280,000	Sections 10.7 and 10.8					
DIRECTOR	DIRECTOR FEES	PERFORMANCE RIGHTS																				
Mr Jerry Ellis	\$60,000	340,000																				
Mr Graham Brown	\$60,000	280,000																				
Mr Alistair Waddell	\$60,000	280,000																				
Mr Campbell Olsen	\$60,000	280,000																				
What escrow arrangements will be in place as at Completion of the Offer?	<p>There are compulsory Escrow arrangements under the ASX Listing Rules. Shares and Performance Rights held by certain Directors and Existing Shareholders immediately prior to completion of the Offer may be subject to Escrow arrangements in the period immediately following completion of the Offer as required by the ASX Listing Rules.</p>	Section 13.2																				
What Corporate Governance Policies does the Company have in place?	<p>A summary of the Company's Corporate Governance policies is set out in Section 11.</p>	Section 11																				

TOPIC	SUMMARY	FOR MORE INFORMATION
Are there any significant related party transactions?	<p>Since incorporation, the Company has entered, or intends to enter, into the following significant transactions with related parties which have been approved by Shareholders at a general meeting or where the Company has relied on an exception in accordance with the Corporations Act:</p> <ul style="list-style-type: none"> (a) the issue of 1,000 shares at an issue price of \$0.01 each to VBS Investments Pty Ltd during the Company's formative stages and prior to the Company's conversion to a public company; (b) the Farm-In Agreement which is summarised at section 12.2. Under the Farm-In Agreement, the Company agreed to provide a financial benefit in the form of exploration benefits and expenditure in relation to the Farm-In Tenements which would benefit Leviathan Resources Pty Ltd, a related party of the Company. The terms of the Farm-In Agreement were approved by Shareholders on 17 July 2020; (c) the Glenorchy Agreement, which is summarised at section 12.3. The terms of the Glenorchy Agreement were approved by Shareholders on 17 July 2020; (d) the issue of 12,000,000 shares to Leviathan Resources Pty Ltd pursuant to the terms of the Glenorchy Agreement. The issue of these shares was approved by Shareholders on 17 July 2020; (e) the Company has agreed to assume certain obligations under the Royalty Agreements (which are summarised at section 12.4). These arrangements have the effect of giving a financial benefit to Leviathan Resources Pty Ltd, a related party of the Company. The giving of this financial benefit was approved by Shareholders on 17 July 2020; (f) a loan deed between the Company and Stawell Gold Mines Pty Ltd in respect of certain pre-IPO costs. This loan deed is summarised in section 12.7 and is considered to be at reasonable arm's length terms for the purposes of Chapter 2E of the Corporations Act and, as such, Shareholder approval was not required; (g) the issue of 4,000,000 Shares issued at a nil issue price to an entity associated with Mr Peter Edwards, a former director of the Company, during its formative stages pursuant to a services agreement between Arete Partners Pty Ltd, as agent for Stawell Gold Mines Pty Ltd and Arete Capital Partners Pty Ltd. The issue of these shares was approved by Shareholders on 17 July 2020; (h) the issue of 4,000,000 Shares issued at a nil issue price to an entity associated with Mr Campbell Olsen, a director of the Company, pursuant to a services agreement between Arete Partners Pty Ltd, as agent for Stawell Gold Mines Pty Ltd and Arete Capital Partners Pty Ltd. The issue of these shares was approved by Shareholders on 17 July 2020; (i) a support services agreement with Stawell Gold Mines Pty Ltd in relation to the use of certain administrative facilities, equipment and other services. This agreement is summarised in section 12.6 and is considered to be at reasonable arm's length terms for the purposes of Chapter 2E of the Corporations Act and, as such, Shareholder approval was not required; (j) a cooperation deed with Stawell Gold Mines Pty Ltd in order to facilitate the Company accessing certain historical mining information held by SGM. This deed is summarised in section 12.5. It is not considered that this arrangement confers any financial benefit to a related party for the purposes of Chapter 2E of the Corporations Act and, as such, Shareholder approval was not required; (k) the Company has adopted an Employee Share Option Plan (ESOP) which was adopted by the Company on 28 July 2020. The Company has not issued Options under the ESOP; (l) the Company adopted a Performance Rights Plan on 28 July 2020. The Company has issued Performance Rights under the Performance Rights Plan. A summary of the Securities issued under the Performance Rights Plan is set out in section 10.12. As the Performance Rights were issued pursuant to the Performance Rights Plan, the Board considers that the issue of the Performance Rights constitutes reasonable remuneration for the purposes of the section 211 of the Corporations Act, or otherwise falls within the exceptions outline in Chapter 2E of the Corporations Act; and (m) Letters of Appointment with each of the Non-Executive Directors, Mr Jerry Ellis, Mr Campbell Olsen, Mr Alistair Waddell and Mr Graham Brown. 	Section 10.13

TOPIC	SUMMARY	FOR MORE INFORMATION																					
1.8. Key terms of the Offer																							
Who is the issuer of this Prospectus?	North Stawell Minerals Ltd ACN 633 461 453 is the issuer of this Prospectus.																						
What is the Offer?	The Offer under this Prospectus is the offer for an issue of up to 40,000,000 ordinary Shares to be offered at an issue price of \$0.50 per Share to raise \$20,000,000.	Section 2																					
How will the proceeds of the Offer be used?	<p>The Company expects the Offer Proceeds to be allocated as follows:</p> <table border="1"> <thead> <tr> <th>USES OF FUNDS</th> <th>\$ MILLION</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Exploration</td> <td>14,580,000</td> <td>73.0</td> </tr> <tr> <td>Operating expenses</td> <td>1,789,000</td> <td>8.9</td> </tr> <tr> <td>Working capital</td> <td>1,503,000</td> <td>7.5</td> </tr> <tr> <td>Costs of the Offer - fundraising</td> <td>1,000,000</td> <td>5.6</td> </tr> <tr> <td>Costs of the Offer – legal, accounting, other support services</td> <td>1,128,000</td> <td>5.6</td> </tr> <tr> <td>Total uses of funds</td> <td>\$20,000,000</td> <td>100.0%</td> </tr> </tbody> </table> <p><i>Table 12: Uses of funds.</i></p>	USES OF FUNDS	\$ MILLION	%	Exploration	14,580,000	73.0	Operating expenses	1,789,000	8.9	Working capital	1,503,000	7.5	Costs of the Offer - fundraising	1,000,000	5.6	Costs of the Offer – legal, accounting, other support services	1,128,000	5.6	Total uses of funds	\$20,000,000	100.0%	Section 2.4
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Total uses of funds	\$20,000,000	100.0%																					
Is the Offer underwritten?	No, the Offer is not underwritten.																						
What are the key dates of the Offer?	<p>Applications Open – 6 August 2020</p> <p>Applications Close – 28 August 2020</p> <p>Allotment of Shares – 10 September 2020</p> <p>Dispatch Holding Statements – 11 September 2020</p> <p>Listing of Shares on ASX – 16 September 2020</p> <p>These dates are indicative only. The Company reserves the right to vary the dates and times of the Offer, including the Closing Date, without notifying any recipient of this Prospectus or any Applicants, subject to the Corporations Act, the ASX Listing Rules and other applicable laws. Applicants are encouraged to submit their Applications as early as possible after the Offer opens.</p>	Section 2.3																					
What are the costs of the Offer and who is paying them?	The total estimated costs of the Offer, which will be borne by the Company, are estimated to be \$2,127,929 and include ASIC and ASX fees, prospectus printing costs and miscellaneous expenses.	Section 13.8																					
When will I receive dividends on the Shares?	<p>The Company is a junior gold explorer and anticipates that significant expenditure will be incurred in the evaluation and development of the Company's projects. These activities, together with the possible acquisition of interests in other projects, are expected to dominate the period following the date of this prospectus. Accordingly, the Company does not intend to declare a dividend in the coming financial year.</p> <p>Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on the availability of distributable earnings and operating results and financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.</p>																						
When will I receive confirmation that my Application has been successful?	Holding statements, confirming Applicants' allocations under the Offer, are expected to be dispatched to Shareholders on 11 September 2020.	Section 2.3																					

TOPIC	SUMMARY	FOR MORE INFORMATION
How can I obtain further information?	By speaking to your sharebroker, solicitor, professional adviser, banker or accountant.	
How can I contact the Company?	For contact details, see the Corporate Directory at the end of this Prospectus.	Corporate Directory
What will the market capitalisation of the Company be upon Listing on the ASX?	The undiluted market capitalisation of the Company on Listing is expected to be approximately \$60,000,000. The Company's capital structure on completion of the Offer is set out in section 2.5 of this Prospectus.	Section 2.2
How is the Offer structured?	The offer will consist of: (a) an Institutional Offer; and (b) a Retail Offer comprising a Broker Firm Offer and a General Offer.	Section 2.6
What is the allocation policy applicable to the Offer?	The allocation of Shares under the Offer will be determined by agreement between the Company and Lead Manager.	Section 2.9
What is the minimum Application under the Offer?	The Minimum Application under the Offer is \$2,000 constituted by 4,000 Shares.	See "Application Form"
Is there any brokerage, commission or stamp duty payable by Applicants?	No brokerage or stamp duty is payable by Applicants on acquisitions of Shares under the Offer. The Lead Manager reserves the right to pay a commission (exclusive of goods and services tax) on amounts subscribed through any licensed securities dealers or Australian financial services licensees in respect of any valid applications lodged and accepted by the Company and bearing the stamp of the licensed securities dealer or Australian financial services licensee. Payments will be subject to the receipt of a proper tax invoice from the licensed securities dealer or Australian Financial Services licensee. Lead Manager will be responsible for paying all commissions that it agrees with any other licensed securities dealers or Australian financial services licensee out of the fees paid by the Company to the Lead Manager.	Section 2.8
What are the tax implications of investing in the Company?	The taxation implications of investing in Shares will depend on an investor's individual circumstances. Applicants should obtain their own tax advice or financial planning advice prior to investing.	Section 13.9
How can I apply for Shares?	Eligible investors may apply for Shares by completing a valid Application Form attached to or accompanying this Prospectus. To the extent permitted by law, an Application by an Applicant under the Offer is irrevocable.	Section 2.7
Can the Offer be withdrawn?	The Company reserves the right not to proceed with the Offer at any time before the issue and transfer of Shares to successful Applicants. If the Offer, or any part of it, does not proceed, all relevant Application Monies will be refunded (without interest) in accordance with the requirements of the Corporations Act.	Section 2.18
Where can I find more information about this Prospectus or the Offer?	All enquiries in the first instance should be directed to your broker or you can contact the Company directly on +61 3 5358 9210 between 9:00am and 5:00pm AEST, Monday to Friday. If you are unclear in relation to any matter or are uncertain as to whether the Company is a suitable investment for you, you should seek professional guidance from your accountant, financial advisor, tax advisor, stock broker, lawyer or other professional advisor before deciding whether to invest in the Shares.	Section 2.21

SECTION

2

| DETAILS OF | THE OFFER

This section is intended as an introduction and not as a summary of this Prospectus. It should be read in conjunction with the remainder of this Prospectus.

2.1 THE OFFER

This Prospectus constitutes an offer by the Company of up to 40,000,000 ordinary Shares to be offered for subscription at \$0.50 each to raise up to \$20,000,000.

The Shares offered by this Prospectus will be issued as fully paid ordinary shares and, when issued, will rank equally in all respects with existing Shares.

2.2 KEY TERMS

(a) Offer Price	\$0.50 per Share
(b) Number of Shares to be offered under this Prospectus	40,000,000
(c) Shares on issue prior to this Offer	80,000,000
(d) Total Issued Shares to be listed on ASX*	120,000,000
(e) Market Capitalisation of the Company at Offer Price	\$60,000,000

*N.B. Some of the existing Shares may be classified by ASX as restricted securities

2.3 KEY DATES

Prospectus lodged with ASIC	29 July 2020
Applications Open	6 August 2020
Applications Close	28 August 2020
Allotment of Shares under this Prospectus	10 September 2020
Dispatch of Statements of Shareholder Entitlements	11 September 2020
Anticipated Date of trading of Shares on ASX	16 September 2020

These dates are indicative only. The Company reserves the right to vary the closing date of the Offer, which may have a consequential effect on other dates. As such, the date the Shares are expected to commence trading on ASX may vary with any change in the Closing Date.

2.4 PURPOSE OF THE OFFER AND PROPOSED USE OF FUNDS

- (a) The purpose of the Offer is to:
- (1) raise \$20,000,000 (**Offer Proceeds**), which are expected to be allocated as follows:
 - (a) fund the Company's expenditure commitments and operating costs in relation to exploration costs on the Tenements;
 - (b) general working capital requirements including potential new acquisitions;
 - (c) corporate overhead and administrative costs; and
 - (d) the costs of the Offer;
 - (2) fund the operating costs of the Company;
 - (3) provide a market for the Company's Shares;
 - (4) pay the costs of the offer;
 - (5) list on ASX;
 - (6) provide the Company with the benefits of an increased profile that arises from being listed; and
 - (7) provide the Company with additional financial flexibility and access to capital markets, to assist in pursuing its growth strategy.
- (b) Assuming the Offer is fully subscribed, the directors are satisfied that upon completion of the Offer, North Stawell Minerals will have sufficient funds to meet its stated objectives.

The proposed uses of funds associated with the Offer are as follows:

USES OF FUNDS	\$ MILLION	%
Exploration	14,580,000	73.0
Operating expenses	1,789,000	8.9
Working capital	1,503,000	7.5
Costs of the Offer - fundraising	1,000,000	5.0
Costs of the Offer – legal, accounting, other support services	1,128,000	5.6
Total uses of funds	\$20,000,000	100.0%

Table 13: Uses of funds.

The above Table 13 is a statement of current intentions as at the date of this Prospectus. Investors should note that, as with any budget, the allocation of funds set out in the above table may change depending on a number of factors, including operational and development activities, regulatory developments, and market and general economic conditions. In light of this, the Board reserves its right to alter the way the funds are applied.

The Board believes that the Company's current cash reserves plus the Offer Proceeds will be sufficient to fund the Company's short-term business objectives. The Board will consider the use of further equity funding if appropriate to further accelerate growth or fund a specific project, transaction or expansion.

2.5 CAPITAL STRUCTURE POST OFFER

Upon completion of the Offer and allotment of Shares pursuant to this Prospectus, the Company's capital will be as follows (assuming Existing Shareholders do not apply for Shares under the Offer):

(a) Share Capital

SHAREHOLDER	NUMBER BEFORE OFFER	ORDINARY % HOLDING BEFORE OFFER	NUMBER OF SHARES AFTER OFFER	ORDINARY SHARES % HOLDING AFTER OFFER
Leviathan Resources Pty Ltd ¹	43,200,000	54.00%	43,200,000	36.00%
Other Existing Shareholders ¹	36,800,000	46.00%	36,800,000	30.67%
Total number of Shares available under the Offer	-	-	40,000,000	33.33%
Total Shares	80,000,000	100.00%	120,000,000	100.00%

Table 14: Share Capital on completion of Offer.

- The Victor Smorgon Group controls and consequently holds a relevant interest in the shares held by Leviathan Resources Pty Ltd (43,200,000 Shares) and the Arete Partners Pty Ltd (4,000,000 Shares). On completion of the Offer, the Victor Smorgon Group will hold a relevant interest in 39.33% of the total Shares on issue.

(b) Directors' Interests in North Stawell Minerals

The Directors and any associates of them are expected to hold a direct or indirect interest in the securities of the Company on completion of the Offer (assuming that the Directors do not apply for New Shares under the Offer) as follows:

NAME	NUMBER OF SHARES	PERFORMANCE RIGHTS
Mr Jerry Ellis	Nil	340,000
Mr Graham Brown	Nil	280,000
Mr Alistair Waddell	Nil	280,000
Mr Campbell Olsen ¹	4,000,000	280,000

Table 15: Directors' Interests in the Company.

- These are held by Asrica Pty Ltd ACN 105 454 037 an entity controlled by Campbell Olsen and were issued pursuant to an IPO Services Agreement between Arete Partners Pty Ltd, as agent for SGM and Arete Capital Partners Pty Ltd.

2.6 STRUCTURE OF THE OFFER

The Offer will consist of:

- the Institutional Offer, which consists of an invitation to certain institutional investors in Australia and a number of other authorised jurisdictions to apply for Shares; and
- the Retail Offer, comprising
 - the Broker Firm Offer, which is open to Australian resident Retail Investors and Sophisticated Investors who have received a firm allocation from their broker; and
 - a General Offer, which is open to members of the general public who have a registered address in Australia or New Zealand.

The Lead Manager and the Company will determine the allocation of Shares between the Institutional Offer, Broker Firm Offer and the General Offer. Consideration will be given to the allocation policy outlined in Section 2.9.

2.7 APPLICATION AND PAYMENT FOR SHARES

(a) Who may apply?

The Offer is open to institutional investors in Australia, New Zealand, Hong Kong, Singapore, Canada and the United Kingdom and retail investors, who are persons who have a registered address in Australia or New Zealand.

(b) How to apply

Applications for Shares under this Prospectus may only be made under the Offer:

1. by applying online at the Company Website at <http://northstawellminerals.com> and paying by BPAY®; or
2. by completing a printed copy of the Application Form attached to or accompanying this Prospectus and paying by cheque, bank draft or money order; or
3. by Broker Firm Offer Applicants lodging an Application Form and Application Monies in accordance with the specific direction from a broker.

The Shares under the Offer may only be issued in response to an Application Form. If the Company does not have reasonable grounds to believe that the form was included in or accompanied by the Prospectus when the Application Form was distributed, any Applications may need to be dealt with in accordance with section 724 of the Corporations Act.

(c) How to pay

Apply Online and pay by BPAY®

If you are an eligible investor, and you are applying online, you must complete your online Application by following the instructions and by making a BPAY® payment. If you are applying using a paper copy of the Application Form, you cannot pay for Shares using BPAY®. Instead you must pay by cheque, bank draft or money order.

Using the BPAY® details provided when you complete your online Application, you need to:

1. access your participating BPAY® financial institution either through telephone banking or internet banking;
2. select BPAY® and follow the prompts;
3. enter the biller code supplied;
4. enter the unique "Customer Reference Number" supplied for each Application;
5. enter the total amount to be paid which corresponds to the number of Shares you wish to apply for under each Application (i.e. the Minimum Application). Note that your financial institution may apply limits on your use of BPAY®. You should enquire about the limits that apply in your own personal situation;
6. select the account you wish your payment to be made from;

7. schedule your payment. Note that Applications without payment cannot be accepted; and
8. record your BPAY® receipt number and date paid. Retain these details for your records.

BPAY® payments must be made from an Australian dollar account of an Australian financial institution. You will need to check with your financial institution in relation to their BPAY® closing times to ensure that your Application Monies will be received by 5.00pm (AEST) on the Closing Date. If you do not pay the Application Monies by this time, your Application will be incomplete and will not be accepted. If you complete your Application by making a BPAY® payment, you do not need to complete or return the paper Application Form. By completing a BPAY® payment, you acknowledge you are applying pursuant to the Application Form.

Apply by Post and pay by Cheque, Bank draft of Money Order

If you do not wish to pay by BPAY®, a paper Application Form must be completed in accordance with its accompanying instructions. Once completed, please lodge your Application Form and Application Monies so that they are received at the following address by 5.00pm AEST on the Closing Date.

By mail to:
 Automic Pty Ltd
 Level 2, 267 St George's Terrace
 PERTH, WA, 6000

Cheque(s), or bank draft(s) or money orders must be:

1. in Australian currency;
2. drawn at an Australian branch of a financial institution;
3. crossed "Not Negotiable"; and
4. made payable: to "North Stawell Minerals Ltd".

If paying by cheque(s), Applicants should ensure that sufficient funds are held in the relevant account(s) to cover your cheque(s). If the amount of your cheque(s) for Application Monies (or the amount for which those cheques clear in time for the allocation) is insufficient to pay for the amount you have applied for in your Application Form, you may be taken to have applied for such lower amount as your cleared Application Monies will pay for (and to have specified that amount in your Application Form) or your Application may be rejected.

Broker Applications

Broker Firm Offer Applicants should lodge your Application Form and Application Monies in accordance with the specific direction from your broker. If Broker Firm Offer Applicants have any queries about applying for Shares under the Offer, you should contact the Lead Manager or the Offer Information Line operated by Automic on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia).

(d) Acceptance of Applications

Regardless of the method of Application the Automic Pty Ltd must receive the relevant Application by no later than the Closing Date (unless the Company varies the dates and times).

Completed BPAY® payment or a completed and lodged paper Application Form constitutes an irrevocable offer to North Stawell Minerals Ltd to subscribe for Shares on the terms and conditions set out in this Prospectus (including any supplementary or replacement prospectus), and as set out in the Application Form.

The Company reserves the right to:

1. reject any Application, including Applications that have not been correctly completed or are accompanied by payments that are dishonoured;
2. accept late Applications received after the Closing Date;
3. allocate to any Applicant a lesser number of Shares than that for which any Applicant applied; and
4. waive or correct any errors made by an Applicant in their Application.

Payment cannot be made in New Zealand dollars. New Zealand resident Applicants must arrange for payment to be made in Australian dollars.

The Directors, subject to the requirements of the ASX Listing Rules and the Corporations Act, reserve the right to:

1. close the Offer early without prior notice; or
2. vary any of the important dates set out in this Prospectus, including extending the Offer.

(e) How to obtain a copy of this Prospectus

Please contact your Broker for instructions. You may also obtain a copy of this Prospectus as follows:

1. you can download a copy at <http://northstawellminerals.com>; or
2. request a copy directly from the Company via email to info@northstawellminerals.com or by calling +61 3 5358 9210 between 9.00am and 5.00pm AEST, Monday to Friday.

While you may obtain a copy of these documents as set out above, your Application will not be accepted under the Broker Firm Offer if it is not lodged through your broker.

2.8 FEES AND COSTS ASSOCIATED WITH THE OFFER

No brokerage or stamp duty is payable by Applicants on the acquisition of Shares under the Offer.

The Lead Manager reserves the right to pay a commission (exclusive of Goods and Services Tax) on amounts subscribed through any licensed securities dealers or Australian financial services licensees in respect of any valid applications lodged and accepted by the Company and bearing the stamp of the licensed securities dealer or Australian financial services licensee.

Payments will be subject to the receipt of a proper tax invoice from the licensed securities dealer or Australian Financial Services licensee. Lead Manager will be responsible for paying all commissions that the Lead Manager and the Company agree with any other licensed securities dealers or Australian financial services licensee out of the fees paid by the Company to the Lead Manager.

2.9 ALLOCATION POLICY

The Company and the Lead Manager have absolute discretion regarding the allocation of Shares to Applicants under the Offer and may reject an Application or bid, or allocate fewer Shares than the number, or the equivalent dollar amount than applied or bid for.

2.10 APPLICATION MONIES

The Broker, the Share Registry or the Lead Manager, will hold all Application Monies in trust in a separate account, until Shares are issued to successful Applicants.

Application Monies will be refunded to the extent that an Application is rejected or scaled back, or the Offer is withdrawn. No interest will be paid on refunded amounts. The Company will retain any interest earned on Application Monies.

2.11 ALLOTMENT

- (a) Allotment of the Shares under this Prospectus will take place as soon as practicable after the closing date of the Offer. Application moneys will be held in a subscription account until allotment.
- (b) This account will be established and kept by the Company in trust for each applicant. Any interest earned on the application moneys will be for the benefit of the Company and will be retained by the Company irrespective of whether allotment takes place.
- (c) Where the number of Shares allotted is less than the number applied for, the surplus monies will be returned by cheque within 30 days of the closing date for applications. Where no allotment is made, the amount tendered on application will be returned in full by cheque within 30 days of the closing date for applications. Interest will not be paid on monies refunded.
- (d) The Shares will be allotted and holding statements dispatched to holders as soon as possible after determination by the Company of entitlements.

2.12 ASX LISTING OF SHARES

No later than seven days after the date of this Prospectus, the Company will apply to ASX for admission to the Official List and for the Shares to be granted Official Quotation by ASX. The Company is not currently seeking a listing of its Shares on any other stock exchange.

The admission of the Company to the Official List of ASX and Official Quotation of the Shares is not to be taken in any way as an indication of the merits of the Company or the Shares offered for subscription under the Offer.

The ASX takes no responsibility for the contents of this Prospectus.

If permission for quotation of the Shares is not granted within three months after the date of this Prospectus, all Application Monies will be refunded without interest as soon as practicable.

Subject to ASX granting approval for the Company to be admitted to the Official List, the Company will issue the Shares by 10 September 2020 to successful Applicants as soon as practicable after the Closing Date. Holding statements confirming Applicants' allocations under the Offer are expected to be sent to successful Applicants on or around 11 September 2020.

Trading of Shares on the ASX is expected to commence on 16 September 2020 on a normal T + 2 settlement basis.

If you sell Shares before receiving an initial holding statement, you may contravene the ASX Listing Rules and do so at your own risk, even if you have obtained details of your holding from your broker.

2.13 CLEARING HOUSE ELECTRONIC SUB-REGISTER SYSTEM (CHESS)

The Company will apply to participate in CHESS and will comply with the ASX Listing Rules and the ASX Settlement Operating Rules. CHESS is an electronic transfer and settlement system for transactions in securities quoted on ASX under which transfers are effected in an electronic form.

Following Completion of the Offer, Shareholders will be sent a holding statement that sets out the number of Shares that have been allocated to them. This statement will also provide details of a Shareholder's Holder Identification Number (**HIN**) for CHESS holders or, where applicable, the Securityholder Reference Number (**SRN**) of issuer sponsored holders. Shareholders will subsequently receive statements showing any changes to their holding. Certificates will not be issued.

Shareholders will receive subsequent statements during the first week of the following month if there has been a change to their holding on the register and as otherwise required under the ASX Listing Rules and the Corporations Act. Additional statements may be requested at any other time either directly through the Shareholder's sponsoring broker in the case of a holding on the CHESS sub register or through the Share Registry in the case of a holding on the issuer sponsored sub register.

The Company and the Share Registry may charge a fee for these additional issuer sponsored statements.

2.14 OVERSEAS DISTRIBUTION

No action has been taken to register or qualify the offer of Shares under this Prospectus, or to otherwise permit a public offering of Shares, in any jurisdiction outside Australia.

2.15 OFFER ONLY MADE WHERE LAWFUL TO DO SO

This Prospectus does not constitute an offer of Shares in any jurisdiction in which it would be unlawful. In particular, this Prospectus may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia or New Zealand. Investors in New Zealand, the United Kingdom, Hong Kong, Canada and Singapore should refer to the important information in relation to the making of the Offer in those jurisdictions as set out under the "Important Information" section at the start of this Prospectus.

Persons into whose possession this Prospectus comes should inform themselves about and observe any restrictions on acquisition or distribution of this Prospectus. Any failure to comply with these restrictions may constitute a violation of securities laws.

2.16 ELECTRONIC PROSPECTUS

The Offer constituted by this Prospectus in electronic form is available only to persons receiving this Prospectus within Australia.

The Offer constituted by this Prospectus in electronic form is available only to persons receiving this Prospectus within Australia.

An electronic version of this Prospectus is available from the Company at <http://northstawellminerals.com>.

Persons who receive a copy of this Prospectus in electronic form at <http://northstawellminerals.com> are entitled to obtain a paper copy of the Prospectus (including any relevant accompanying Application Form) free of charge, during the Offer period, by contacting the Company on +61 3 5358 9210 or by email at info@northstawellminerals.com.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the Electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered. In such a case, the Application moneys received will be dealt with in accordance with section 722 of the Corporations Act.

2.17 ESCROW ARRANGEMENTS

The ASX may, as a condition of granting the Company's application for Official Quotation of its Shares, classify certain Shares of the Company as restricted securities. If so, prior to official quotation of the Company's Shares, the holders of the Shares that are to be classified as restricted securities will be required to enter into appropriate restriction agreements with the Company. Refer to Section 13.2 for details.

2.18 DISCRETION REGARDING THE OFFER

The Company may, in consultation with the Lead Manager, withdraw the Offer, or any part of it, at any time before the allotment of Shares to successful Applicants in the applicable part of the Offer. If the Offer, or any part of it, does not proceed, all relevant Application Monies will be refunded. No interest will be paid on unsuccessful Applications.

The Company also reserves the right to close the Offer or any part of it early, extend the Offer or any part of it, accept late Applications or bids either generally or in particular cases, reject any Application or bid, or allocate to any Applicant or bidder fewer Shares than applied or bid for.

2.19 LEAD MANAGER

Sequoia Corporate Finance Pty Ltd ACN 602 219 072 (a Corporate Authorised Representative No 469074 of Sequoia Wealth Management Pty Limited, ACN 002 314 310, AFSL No. 472387) has been appointed as Lead Manager to the Offer. The terms of the Lead Manager Mandate with Sequoia Corporate Finance Pty Ltd ACN 602 219 072 are summarised in Section 12.1

2.20 COMMISSIONS PAYABLE

The Lead Manager reserves the right to pay a commission (exclusive of Goods and Services Tax) on amounts subscribed through any licensed securities dealers or Australian financial services licensees in respect of any valid applications lodged and accepted by the Company and bearing the stamp of the licensed securities dealer or Australian financial services licensee.

Payments will be subject to the receipt of a proper tax invoice from the licensed securities dealer or Australian Financial Services licensee. Sequoia Corporate Finance Pty Ltd ACN 602 219 072 will be responsible for paying all commissions that Sequoia Corporate Finance Pty Ltd ACN 602 219 072 and the Company agree with any other licensed securities dealers or Australian financial services licensee out of the fees paid by the Company to Sequoia Corporate Finance Pty Ltd ACN 602 219 072.

2.21 QUESTIONS OR FURTHER INFORMATION

If you have any queries in relation to this Prospectus, including how to complete the Application Form or how to obtain additional copies, then you can:

- (a) contact your broker, solicitor, accountant or other independent professional financial adviser;
- (b) contact the Lead Manager directly on +61 8548 3333 between 9.00am and 5.00pm AEST, Monday to Friday
- (c) contact the Company directly on +61 3 5358 9210 between 9.00am and 5.00pm AEST, Monday to Friday; or
- (d) visit the North Stawell Minerals Website to download an electronic copy of this Prospectus at www.northstawellminerals.com

If you are unclear in relation to any matter or are uncertain as to whether the Company is a suitable investment for you, you should seek professional guidance from your stockbroker, solicitor, accountant, financial advisor or other independent professional advisor before deciding whether to invest.

SECTION

INDUSTRY AND REGIONAL OVERVIEW

3.1 INTRODUCTION

The Stawell Zone is a north-south trending fault-bound belt located between the Moyston and Avoca Faults in western Victoria, Australia. It has produced approximately 6Moz of Victoria's 75Moz historic gold, of which approximately 5Moz was produced at Stawell Gold Mines (**SGM**).

Victoria's 'Golden Triangle' is located between Stawell, Bendigo and Ballarat and accounts for the majority of historic production in Victoria (see Figure 1).

Within the Stawell Zone, a NNW trending Stawell Mineralised Corridor (typically 10-20km wide) extends for at least 250km in length ("strike"). It is defined by the Moyston fault to the west and the Coongee fault to the east. The Stawell Mineralised Corridor hosts the Stawell Gold Mine which has historically produced 5Moz of Gold, outcropping at Stawell and progressively under deeper Murray Basin sediment cover northwards (Figure 2).

Within this Stawell Mineralised Corridor, the Company's Tenements cover approximately 51 strike kilometers to the north of the Stawell Gold Mine. Recently, the Company conducted an exploration review and identified 43 gold targets which it plans to systematically explore.

Of significance is the fact that the Company has acquired a large historical geological database from SGM in relation to the regional exploration and mining tenure, comprising almost 50 years of modern (1970s onwards) data, including geophysics, geochemistry, geological and structural maps, ground surveys and extensive drill data (160km), in addition to a comprehensive collection of historical mine data from the 1860s onwards.

This previous exploration work has already established that there is significant gold mineralisation in the Company's Tenements with a JORC-compliant Inferred Mineral Resource Estimate of 55,000oz – 875,000 @2.0g/t Au using a 1.0g/t Au cut-off grade already established at the Wildwood Tenement. NSM believes that access to the geological data is a very beneficial endowment as it seeks to build a Stawell-specific exploration knowledge base, which is expected to save considerable time and money in exploration targeting. The technical team has commenced incorporating paper records into an integrated digital database (GIS).

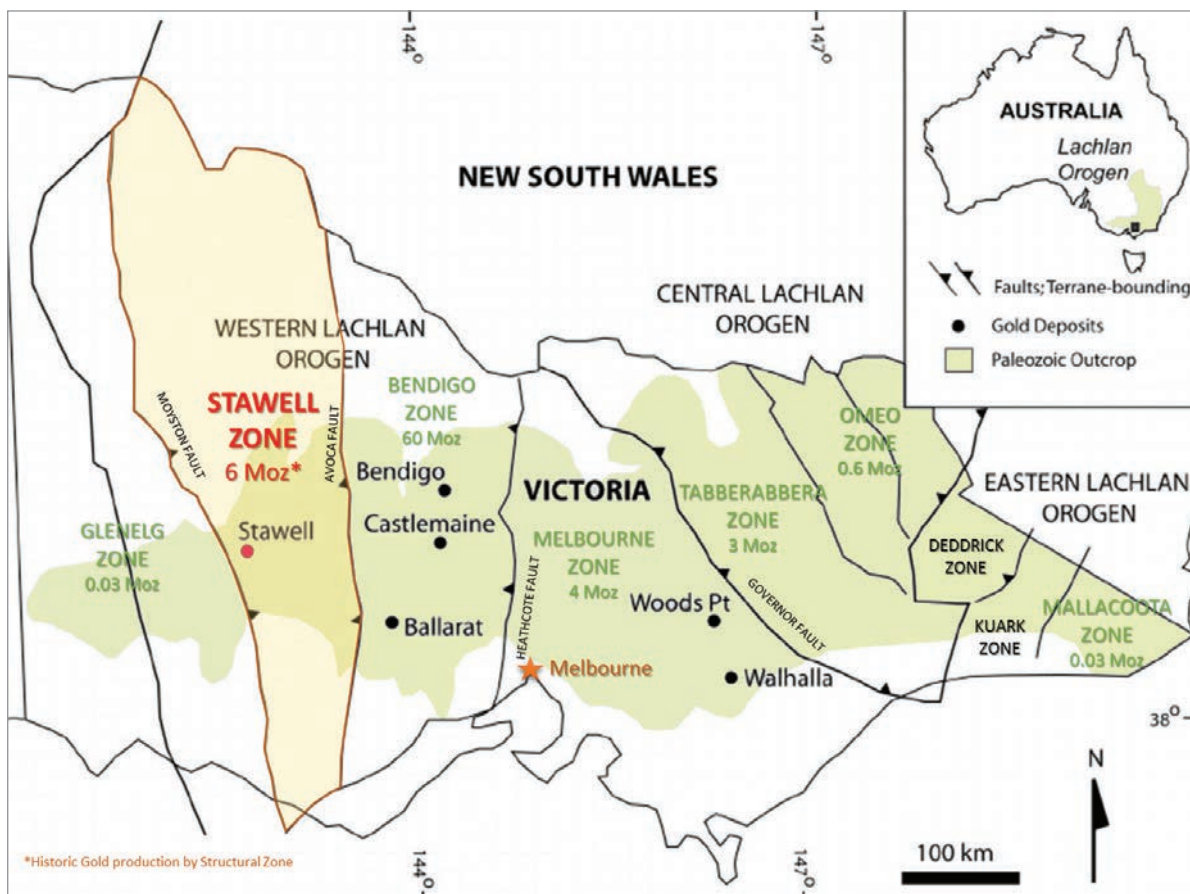


Figure 1. Map of Victoria showing the nine structural zones and historic gold production. Source: Australian Journal of Earth Sciences (adapted & annotated).

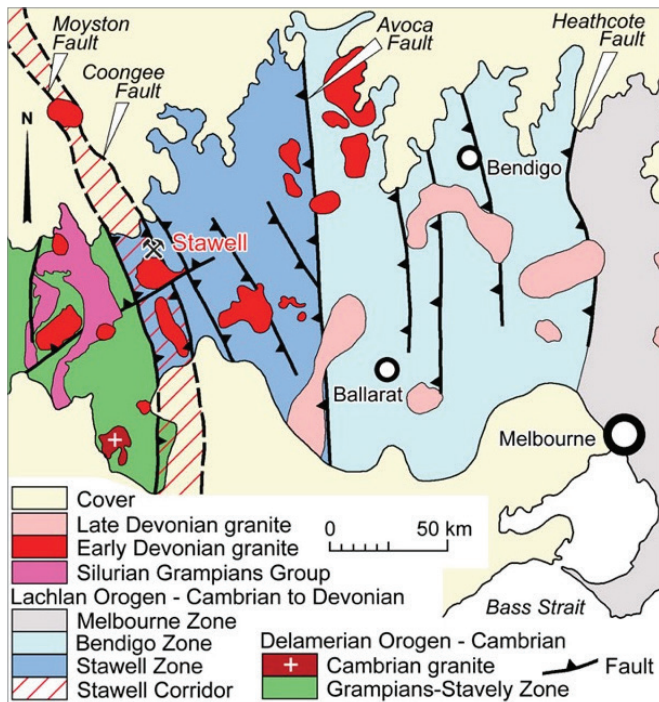


Figure 2. Geological map of Western Victoria showing the Fault bound Stawell Mineralised Corridor and location of the Stawell Gold Mine. Source: Porter GeoConsultancy Pty Ltd.

3.2 GOLD IN VICTORIA

The State of Victoria hosts one of the world’s largest orogenic gold provinces and was Australia most prolific gold-producing area for nearly 100 years, from the 1850s to the 1940s, before being surpassed by Western Australia.

Victoria has recently experienced a resurgence of exploration interest following the discovery of high-grade gold in 2015 at Kirkland Lake Gold Ltd’s Fosterville Gold Mine, near Bendigo. Kirkland Lake Gold defined a 2.7Moz gold Mineral Resource exceeding 30g/t Au and produced 619Koz of gold in 2019, making it one of the world’s most profitable gold mines.

Interest in Victorian gold exploration has subsequently expanded with major gold producers and junior exploration companies committing to exploration programmes. Exploration expenditure in Victoria increased by 81% to \$73m in the 12 months to June 2018 and by 41% to \$103m to June 2019.

Most of Victoria’s gold has come from orogenic gold deposits in the Lachlan Ford Belt. Mineralisation is chiefly associated with structurally controlled quartz veins in deformed lower Palaeozoic sedimentary rocks. Gold production is unevenly distributed, and deposits tend to change in structural character and/or mineral assemblage from one structural zone to the next.

3.3 HISTORICAL EXPLORATION AND PRODUCTION OF THE STAWELL REGION

Alluvial leads were first discovered in May 1853 at Pleasant Creek, later renamed Stawell. Quartz reef gold was first discovered in 1855 at Big Hill, the surface expression of the “Magdala” lodes, with production continuing to 1926 when mining ceased. Subsequent sporadic exploration and tailings retreatment were undertaken in the intervening decades until 1978 when Western Mining Corporation began a testing programme that led to commencement of a decline at the Magdala deposit in 1981. Open pit exploitation at Wonga began in 1984, followed by underground mining from 1985.



Figure 3. The Mines, Stawell, ca. 1912. (State Library Victoria)



Figure 4. Stawell Gold Mine processing plant – March 2020.

3.4 STAWELL GOLD MINES (SGM)

The Stawell Gold Mine is an underground gold mine. After 32 years of continuous gold mining operations on the western flank of the “Magdala” basalt dome, the mine was put into care and maintenance by its then owners in late 2016.

In late 2017, Stawell Gold Mines was purchased from Kirkland Lake Gold by an investment syndicate led by the Victor Smorgon Group. Arete Capital Partners managed the acquisition transaction for the syndicate. SGM is currently owned by an unincorporated joint venture between Leviathan Resources Pty Ltd (a Company owned by the Victor Smorgon Group) and Stawell Gold Mine MLIA Gold Investments Pty Ltd (the trustee of a unit trust) (**Stawell Gold Mine Owners**).

Stawell Gold Mines is managed by Stawell Gold Mines Pty Ltd by virtue of an agreement with Arete Capital Partners to operate the mine. The Stawell Gold Mine Owners injected significant capital to rebuild the mill and infrastructure, undertake an extensive underground drilling programme and recommence mining. As a result, SGM poured its first bar of gold in January 2019 and continues to mine underground on the eastern flank of the Magdala Dome as at the date of this Prospectus. The mine provides work for over 280 direct employees and contractors who live in Stawell and nearby towns.

3.5 COMPANY HISTORY AND BACKGROUND

The acquisition of Stawell Gold Mines in late 2017 by the Stawell Gold Mine Owners included the Tenements and an extensive geological database comprising all historical data accumulated by all prior owners of Stawell Gold Mines since Western Mining Corporation in the 1970’s. Previous owners had conducted regional exploration over many years but had not subsequently integrated results into a single, cohesive database.

In 2019, SGM’s owners formed a highly experienced team of mining professionals to integrate and review the key knowledge and historical mining data gathered on the west flank of the Magdala basalt dome, along with the newly obtained production data of the east flank of the Dome and reinterpretation of regional geophysics. Results from this exercise were highly encouraging and with the short-term focus on multiple new discoveries on the Stawell Gold Mines mining lease, a decision was made to fast-track the continued exploration of the tenements to the north of the mine.

North Stawell Minerals Ltd was incorporated on 14 May 2019 to explore for gold in the highly prospective Stawell Mineralised Corridor to the north of SGM (Figure 6). As detailed in the section 2.5, the Company’s existing shareholders include the Leviathan Resources Pty Ltd (a wholly owned subsidiary of the Victor Smorgon Group) and Arete Partners Pty Ltd, who led the charge in rejuvenating SGM back into production in early 2019.

The Company’s portfolio consists of the Tenements and the Tenement Applications. The combined tenure covers an area of approximately 550km² to the north of SGM and covers over 50 strike-kilometres of the Stawell Mineralised Corridor (Figure 6). NSM holds a 100% ownership interest in the Glenorchy Tenement pursuant to the terms of the Glenorchy Agreement (details of which can be found at Section 12.3). NSM has entered into the Farm-In Agreement to secure a 51% initial ownership interest in the Barrabool Tenement, the Wildwood Tenement and, if granted, the Germania Tenement Application and the Deep Lead Tenement Application, with a right to progressively earn up to a 90% ownership interest on attractive terms by spending a minimum aggregate of \$9 million across 6 years (details of the Farm-In Agreement and the relevant conditions precedent to that agreement are summarised at Section 12.2). Table 1 below provides an overview of the Company’s current and potential interests in the Tenements and the Tenement Applications.

The Company's Tenements contain known gold occurrences and historic geophysical surveys indicate a number of underlying basalt dome structures that have potential to host kilometre-scale Magdala style gold mineralisation, similar to that mined at the Stawell Gold Mine.

3.6 STAWELL MINERALISED CORRIDOR

The Stawell Mineralised Corridor is fault bound between the Moyston Fault to the west and the Coongee Fault to the east (see Figures 2 and 5). It hosts the 5MOz Magdala Dome (on which the Stawell Gold Mine is currently operating) and more significantly hosts a number of basalt dome structures to the NNW.

The 50 strike-kilometre area of the Company's Tenements contains at least 17 interpreted basalt dome structures to be explored, ranging from 0.5km to 6km in strike length. Modern exploration has discovered that some of these domes are associated with gold mineralisation such as

the Wildwood and Germania prospects, however it is expected that some interpreted basalt domes will not be gold mineralised.

The Company's primary gold exploration targets are kilometre-scale Magdala-style gold mineralised basalt domes. However, there is also potential for other styles of mineralisation, such as Quartz lode and porphyry-related lodes, as has occurred at the current Stawell Gold Mine.

Over 40 years of modern exploration and production in the Stawell Mineralised Corridor has created a deep understanding of gold mineralisation, providing a detailed series of exploration targeting models. Magnetic, EM and gravity geophysical and geochemical methods have been successful exploration tools in the Stawell Mineralised Corridor. The Company intends to modernise these datasets and introduce new cost-effective methods that are suited to exploring for gold mineralisation within this style of geological terrain.

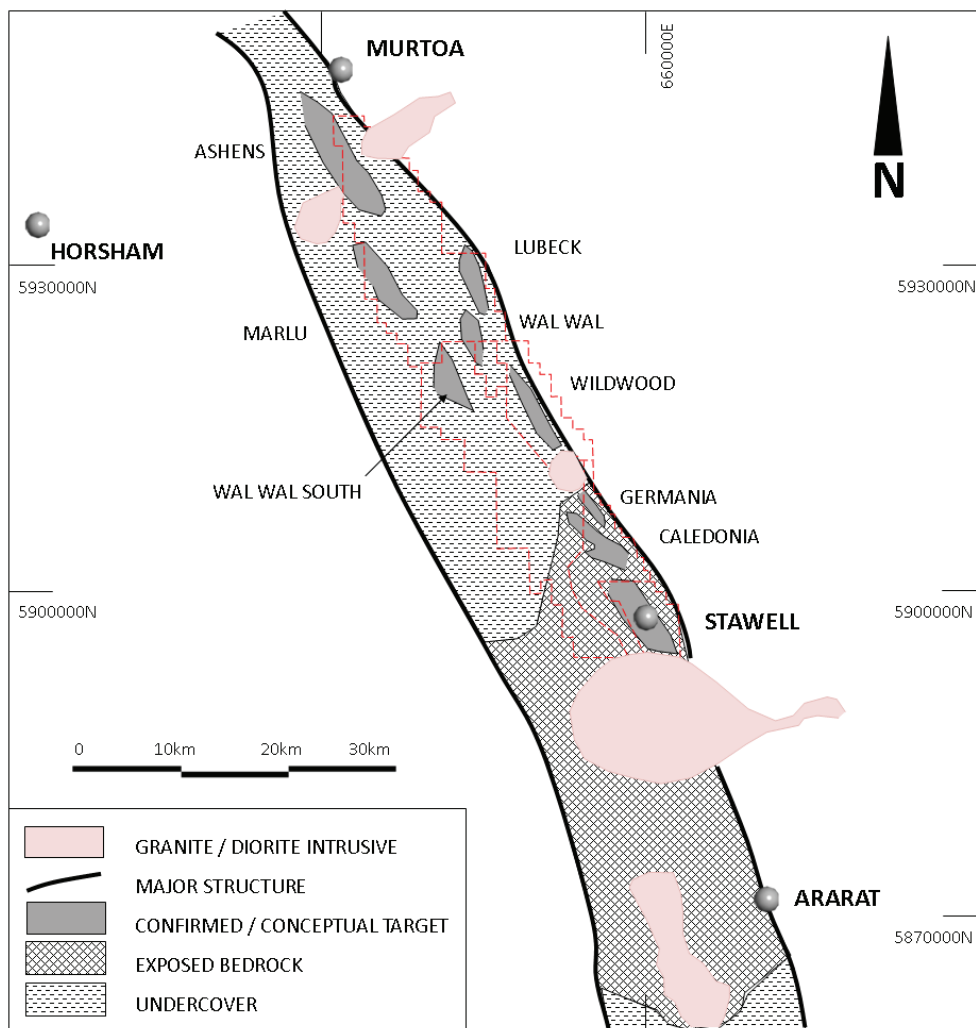


Figure 5. Stawell Mineralised Corridor showing the larger basalt dome structures to the north of SGM's 5MOz Magdala Dome. Tenure outline in red, scale bar. Adapted from Noble, et.al (after Leviathan, 2004).

3.7 SUMMARY OF THE TENEMENTS AND APPLICATIONS

The Company's initial and potential interests in the Tenements and the Tenement Applications are summarised below.

TENEMENT	NUMBER	AREA (KM ²)	INITIAL NSM HOLDING	EARN-IN POTENTIAL
Wildwood	RL7051	49.9	51%	90%
Barrabool	EL5443	194.0	51%	90%
Glenorchy	EL6156	18.0	100%	N/A
Total Tenement area		261.9		
Deep Lead ¹	ELA7324	209.0	51%	90%
Germania ¹	ELA7325	82.0	51%	90%
Total Tenement Application area		291.0		
Total Tenement and Tenement Application area		552.9		

¹ Tenement Applications

Table 16. Company tenements showing name, number, area, initial holding and earn-in potential.

Historically, exploration of the tenements surrounding the Stawell Gold Mine has been sporadic due to there being seven mine owners over an eleven-year period and a low focus on regional exploration as work was concentrated on the Magdala dome.

The Company has a unique opportunity to consolidate and comprehensively explore its Tenements with:

- (a) a new, dedicated exploration team;
- (b) updated geophysical and geochemical programmes;
- (c) the opportunity to consolidate, evaluate and integrate over 40 years of historical exploration data into the exploration model; and
- (d) a substantial budget to implement an extensive drill testing programme.

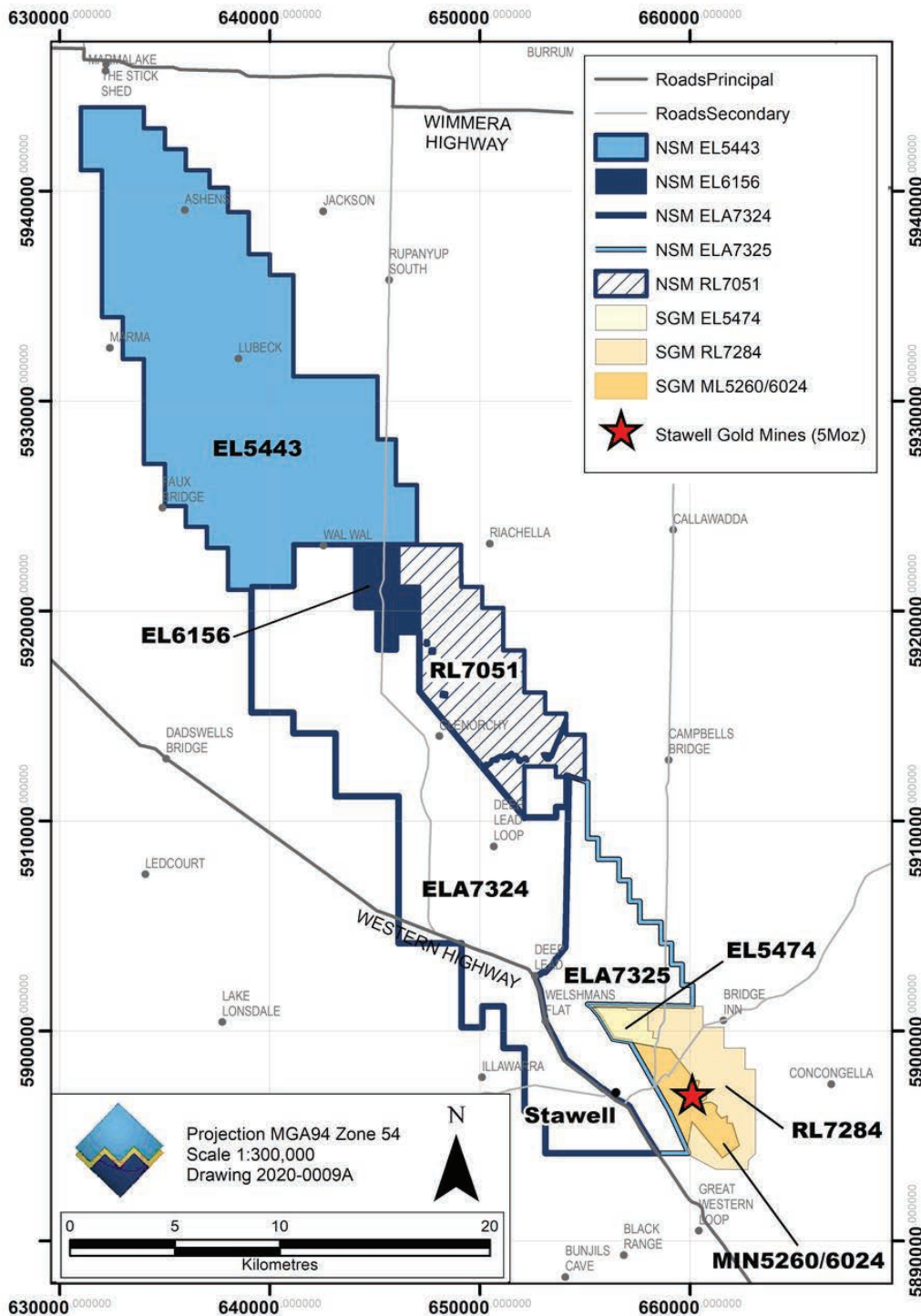


Figure 6. Locality map of Company Tenements in relation to the 5Moz Stawell Gold Mine.

The Wildwood Prospect within the Wildwood Tenement (RL7051) contains a defined JORC Compliant Inferred Mineral Resource Estimate of 55,000oz – 875,000t @2.0g/t Au using a 1.0g/t Au cut-off grade, which was prepared by SGM in August 2019. This is a primary target for testing for additional gold mineralisation along strike and at depth on both flanks of the 5km long Wildwood Dome.

There are over 40 additional gold prospects in the Company’s Tenements (Figure 7), with more expected to be generated from the proposed geophysical and geochemical programmes. The Company’s tenements are shown in Figure 6 and described in more detail in Section 4.

3.8 BUSINESS MODEL

The Company is primarily exploring for kilometre-scale, Magdala-style gold mineralisation (similar to that at the operating Stawell Gold Mine) with multi-million-ounce potential.

Historical geophysical data indicates that there is potential for 17 basalt dome structures within the tenements. Several of these domes are known to be auriferous (contain gold mineralisation) based upon historic exploration results. The Company's exploration strategy is to modernise the exploration dataset and define, rank and then efficiently drill test all viable targets with the objective of finding economic gold mineralisation.

Historic exploration of the Stawell Mineralised Corridor utilised older geophysical surveys and limited geochemical sampling. There is a significant opportunity to improve mineralisation understanding and subsequent targeting by modernising exploration methods to include:

- (a) updating magnetic survey data to higher resolution than the existing dataset to better define the basalt domes and interface of overlying sedimentary units;
- (b) introducing airborne electromagnetic surveys (VTEM) to seek conductors similar to the sulphidic Magdala mine ore as found at the Magdala Dome;
- (c) implementing higher resolution gravity data surveys to improve the definition of contact boundaries, faults and shears;
- (d) conducting higher resolution follow-up ground based geophysical surveys over any anomalous zones found by the new geophysical programmes;
- (e) conducting a detailed structural geology review of the entire tenure area;
- (f) conducting a review of historical geochemical sampling and implementing significantly more geochemical sampling grids better suited to overlying farm ground and increasing Murray Basin Cover northwards; and
- (g) utilising all of the above to improve drill target resolution, re-prioritise drill targets and then drill test.

3.9 EXPLORATION STRATEGY

The geology and mineralisation of the Magdala Dome is well understood from over 40 years of exploration and mine production, the adjacent Wonga style mineralisation and open pit mining at Big Hill. The Company has access to a significant geological and mine production database together with historical geophysics and geochemical data from the Stawell Gold Mine and Tenements.

The Company is using these robust geological models to guide its exploration targeting. A data review in 2019 indicated that both the geophysical and geochemical datasets could be significantly improved. To that effect, NSM has budgeted to:

- (a) acquire a number of new higher resolution geophysical datasets; and
- (b) increase geochemical sampling density of prospects before commencing drilling.

Whilst a high level of geological understanding exists, the exploration team has the flexibility to adapt the proposed exploration strategy as needed, as new learnings come to light. SGM yielded most of the gold production from the western flank of the Magdala Dome. The eastern flank was considered to be uneconomic and was not comprehensively drill tested until work commenced in 2018. SGM successfully discovered significant areas of gold mineralisation and has been successfully mining the eastern flank since January 2019, sourcing the majority of its gold production from this zone - previously considered to be uneconomic.

Historically, in regional exploration work, drilling was focussed on the western flanks of targeted domal structures with the western Magdala Dome as the model. Based on the gold discovery success on the eastern flank at SGM, the Company intends to drill test both flanks of a number of interpreted domes in the tenements, effectively doubling its exploration target areas.

The Company's exploration strategy plans to:

- (a) acquire significantly more geophysical and geochemical data to improve targeting resolution;
- (b) utilise the above methods described in Section 3.8 above with large historical datasets (drilling, geophysics, geochemistry, geological and structural maps), develop a better understanding of Magdala-style gold mineralisation to be used as a predictive exploration tool;
- (c) utilise 3D imaging to spatially review large, complex exploration datasets. The objective is to improve exploration targeting resolution. 3D modelling software has progressed significantly in the past five years and the Company's exploration team will make full use of this technology; and
- (d) commit to significant drill testing programmes, currently planned to be >75,000m. The Company has budgeted to extensively drill test its targets.

3.10 BASALT DOME TARGETS

Geophysics has proven to be a robust method for locating underlying basalt dome targets in the Company's Tenements. Figure 7 below provides an overlay of the tenure over magnetics (Total Magnetic Intensity or TMI with a Tilt filter applied - Figure 8). Outlined in red are the gold exploration targets within the Tenement and Tenement Application area. Seventeen (17) of these targets are interpreted to be basalt domes (0.5 - 6.0 km in strike length) with the balance of targets associated with a combination of faults, shears, truncated basalt dome extensions, geochemical anomalies, proximity to large felsic intrusives and historic workings.

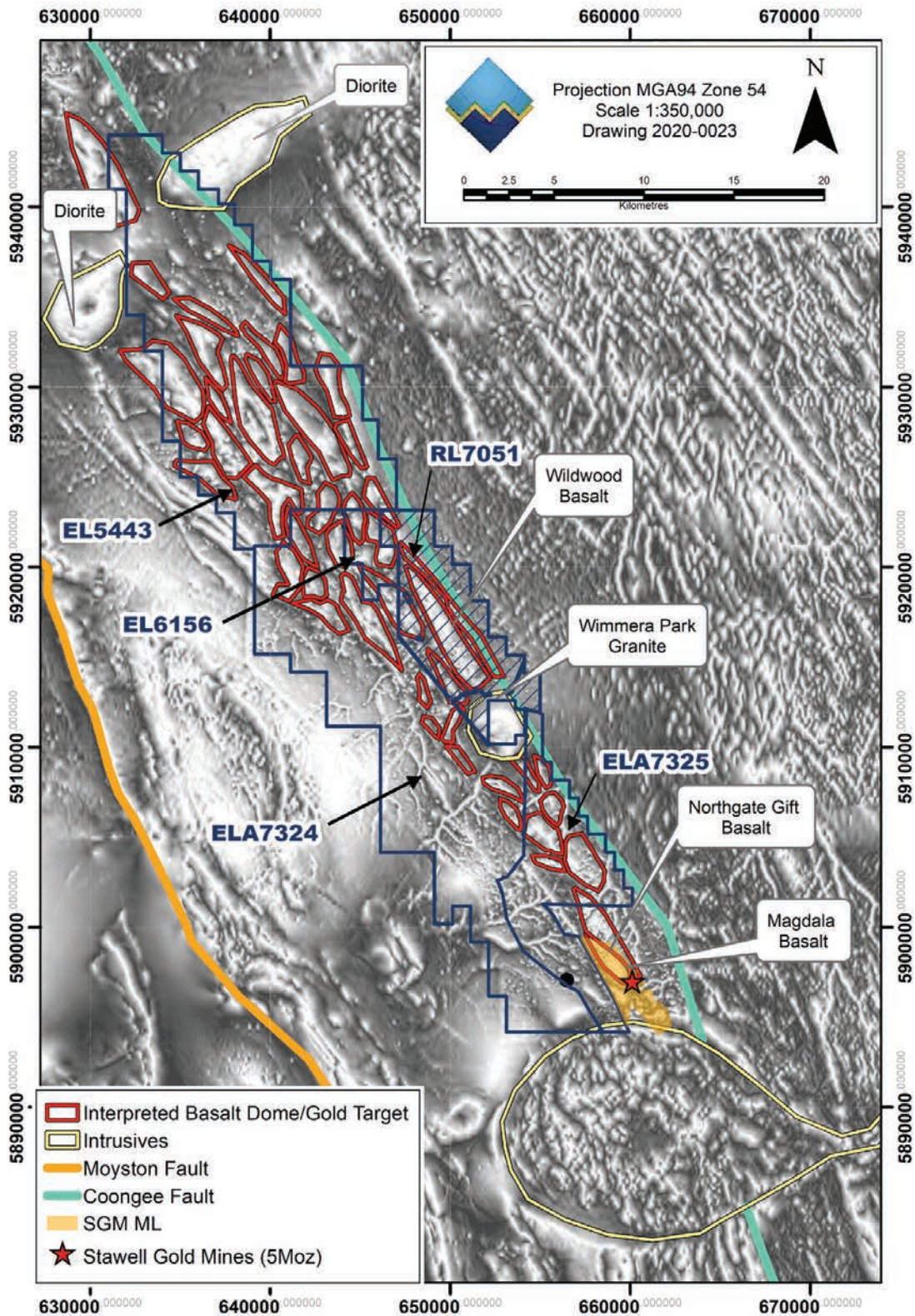


Figure 7. Tenure overlaid on magnetic (TMI TILT) imagery with NSM's gold exploration targets outlined in red.

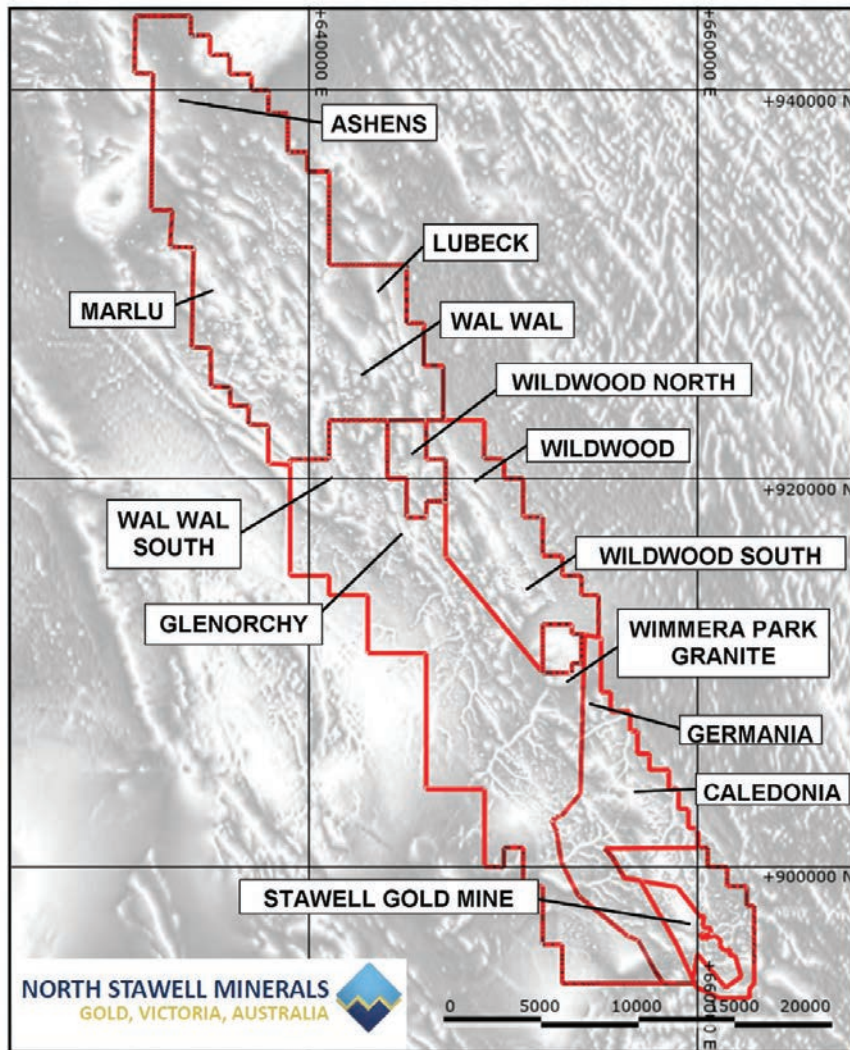


Figure 8. TMI TILT image overlaid with the tenement boundaries and key prospects in relation to the Stawell Gold Mine. The target basalt dome structures show in the magnetic image. The tenure covers the NNW trending Stawell mineralised corridor.

The Company intends to upgrade and enhance geophysical imagery to higher resolution by:

- (a) acquiring new magnetic data (aerial and ground);
- (b) introducing new geophysical methods such as Variable Time Domain Electromagnetics (VTEM) and conducting higher resolution gravity surveys; and
- (c) implementing additional geochemical grid sampling to define gold anomalies and overlay this data over geophysics.
- (d) Figure 8 shows twelve prioritised prospects selected from the gold targets in Figure 7. Of these prospects, the Wildwood, Wal Wal, Germania and Ashens Prospects have significant past exploration work conducted on them, as summarized in Table 4 of the Independent Geologist's Report in Section 7.

3.11 GEOCHEMICAL DATASETS

Whilst a significant amount of geochemical sampling has been conducted over the Company's Tenements over the past 40 years there are still significant gaps in between grids and many historic geochemical grids are of a coarse resolution. The Company's geochemical plan is to complete the aggregation of historical grids into overlays, infill sample prioritized areas and compare the results of conventional geochemical regolith sampling to ionic leach methods.

The Company proposes to increase conventional geochemical sampling of basement rock or regolith, which will require auger, rotary air blast (RAB) and Air Core (AC) drilling to penetrate the more recent (Tertiary), unconsolidated Murray Basin sediments overlying the Stawell Mineralised Corridor. These recent sediments progressively increase in depth of cover from 0-70m in thickness from south to north, although some prospects such as the Germania and Wildwood Prospects show outcropping at surface.

3.12 SUMMARY

The Company's objective of acquiring new geophysical, geochemical and geological data is to comprehensively test gold mineralised prospects more cost effectively and quickly due to improved exploration targeting.

Implementation of the Company's exploration strategy is well underway to:

- (a) recruit and support a small, exceptional team of geologists and support crew to review the comprehensive geological dataset and update the GIS database to improve current exploration models of the Stawell Mineralised Corridor;
- (b) improve geophysical data sets. Introduce higher resolution airborne VTEM surveys and then follow up with higher resolution ground based EM and gravity surveys; and
- (c) improve exploration targeting resolution, refine geological models and utilise this new data to develop improved exploration programmes designed to evaluate prospects with less drilling.

The objective is to allow the Company to drill and evaluate targets more cost effectively.

3.13 THE STAWELL GOLD MINE DATA ENDOWMENT

The Company has obtained the entire historic geological database of the regional exploration tenure, comprising over 50 years of modern data from the Western Mining Corporation era (1970s onwards) and a comprehensive collection of historical mine data from the 1860s onwards. The Company believes this is significant intellectual property that offers a unique competitive advantage for its exploration programmes. By utilising and building upon this Stawell-specific exploration knowledge base, the Company expects to save considerable time and expenditure in exploration targeting. The technical team has commenced incorporating paper records into an integrated digital database.

The data consists of:

- (a) Pre-Western Mining Corporation data (1860's to 1960's). Hundreds of historical documents, maps, images and mine plans of the early mining at SGM;
- (b) all collected data from Western Mining Corporation onwards (1970's onwards);
- (c) thousands of metres of drill data, mostly core from both Stawell Gold Mine Mining Lease and regional exploration. Most of this has been digitised however new undigitised drill data is being recovered;
- (d) historic geophysical datasets, on paper, tapes, disks and electronic format;
- (e) historic geochemical data – mostly digitised;
- (f) exploration reports and assay results;
- (g) extensive petrological samples of all rock types encountered in the region; and
- (h) extensive maps and images of Magdala, Wonga and Golden Gift mineralisation taken from hundreds of kilometres of underground development and old open pit mines.

The Company considers this data library to be a highly valuable collection of geological, exploration and production data for the Stawell Mineralised Corridor.

NSM has entered into a Cooperation Deed with Stawell Gold Mines to facilitate access to this information, as well as having the ability to inspect the geology and gold mineralisation throughout the Stawell Gold Mine. The historic open pits are also available to view geology and mineralisation. The geology at SGM has similarities to the geology contained in the Tenements which provides a significant knowledge advantage when compared to a greenfield project with little to no knowledge of the sub-surface geology. It is planned that NSM geologists will be seconded through Stawell Gold Mine's geology team to develop a deeper understanding of gold mineralisation and apply this knowledge to the regional exploration of the Company's Tenements.

SECTION

OVERVIEW OF THE TENEMENTS AND TENEMENT APPLICATIONS

4.1 INTRODUCTION

The Company's Tenements and high priority prospects as at the date of the Offer are:

- (a) the Wildwood Tenement (**RL7051**) comprising the Wildwood Prospect and Wildwood South Prospect and East Wildwood Prospects;
- (b) the Barrabool Tenement (**EL5443**), comprising the Lubeck, Wal Wal, Ashens, Holts/Bismark, Central TMI Dome, and Marlu Prospects;
- (c) the Glenorchy Tenement (**EL6156**), comprising the Wildwood North 1&2 and West Wildwood North A&B targets;

In addition, the Company has applied for the following Tenement Applications which comprise the below mentioned prospects:

- (a) the Deep Lead Tenement Application (**ELA7324**) comprising of Wimmera Park, Wal Wal South, Glenorchy, Wimmera Park – Western Halo and Pleasant Creek Prospects.; and
- (b) the Germania Tenement Application (**ELA7325**), comprising the Germania, Western TMI and Caledonia Prospects.

4.2 WILDWOOD TENEMENT (RL7051)

The Wildwood Tenement is approximately 50km², the most explored of the Company's Tenements due to its close proximity to SGM and geological similarity to the Magdala Dome. The underlying basalt dome is greater than 5km in strike length, trending NNW and located within the Stawell Mineralised Corridor. The Wildwood Retention License (RL7051) was granted on 11 May 2020 for a period of 10 years.

4.2.1 The Wildwood Prospect

The Wildwood Prospect has defined a JORC-compliant Inferred Mineral Resource Estimate of approximately 55,000oz – 875,000 tonnes @2.0g/t Au using a 1.0g/t Au cut-off grade – based upon the table within Figure 10 below. This Mineral Resource Estimate was generated by Stawell Gold Mines in August 2019 from historical drilling (Table 2) within four zones: Maslin, Clontarf, Torquay and Trinity. Details of the Mineral Resource Estimate calculation criteria are summarised in Appendix 2 of the IGR – JORC Tables.

The Company completed a review of all historic data and intends to use new geophysical data to target a number of untested zones on the east and west flanks of the dome, along strike and down dip. Geochemical sampling and drill testing are also proposed for Wildwood South, interpreted parallel structures and adjacent bounding faults.

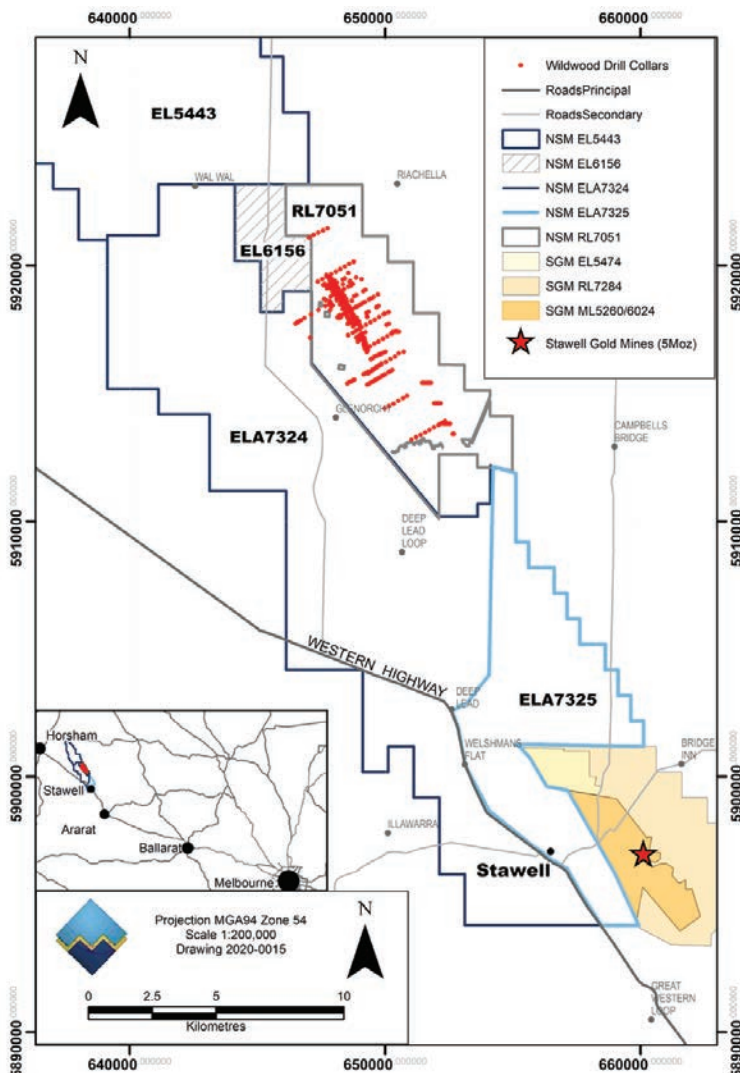


Figure 9. EL3008 showing Wildwood drill collars, some 20km NNW of SGM.

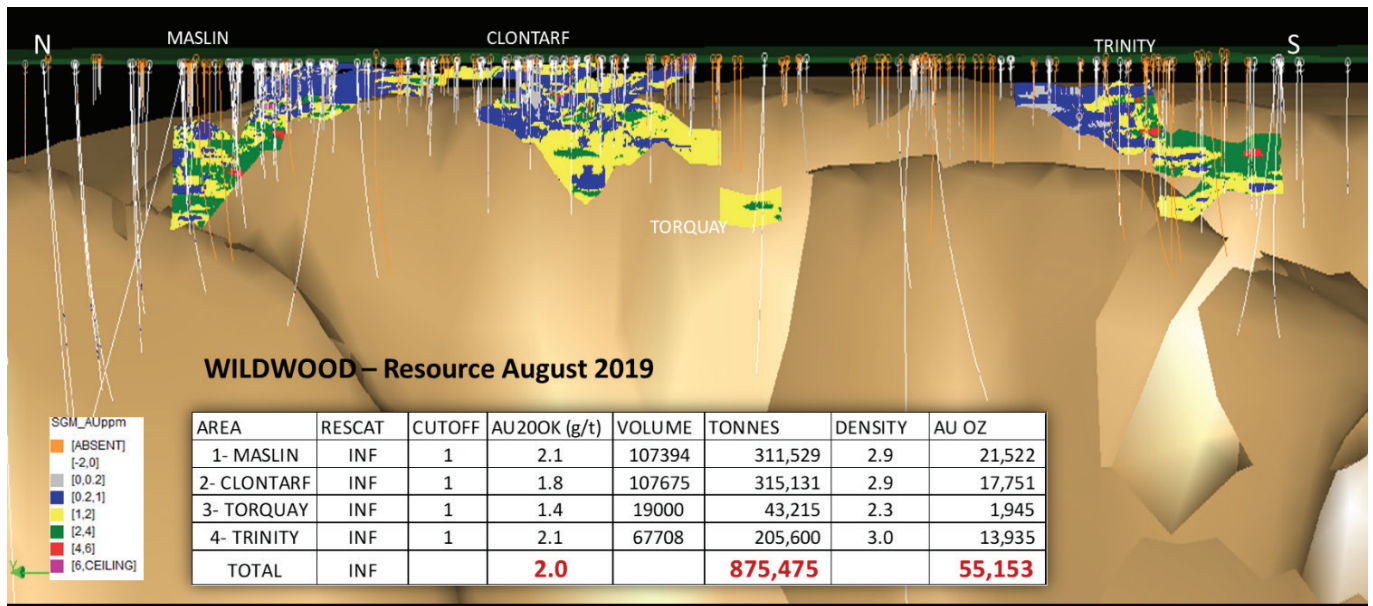


Figure 10. NS section across the Wildwood Prospect area showing drilling and Inferred (JORC 2012) Mineral Resource Estimate areas.

WILDWOOD PROSPECT DRILLING SUMMARY

Air Core (AC) drilling	212 holes (11,271m)
RC drilling	269 holes (20,002m)
Diamond drilling	99 holes (23,412m)

Table 17. Wildwood Prospect historic drilling summary by drill type.

The Company's proposed next steps with respect to the Wildwood Prospect are to:

- re-map the surface geology;
- review existing geophysics and overlay all historic geochemical data;
- conduct an aerial VTEM survey and ground EM in a bid to more clearly identify sulphide and associated carbonaceous conductors along the western and eastern dome flanks;
- review structural data in detail. More clearly define interpreted parallel structures and search for inflection points for potential as mineralisation hosts;
- plan additional drill holes down plunge of currently defined mineralisation (Figures 11, 12);
- conduct infill gravity surveys;
- review data and rank targets before drilling; and
- infill drill the current Inferred Mineral Resource areas with the intention of re-classifying a portion of Inferred Resources to Measured and Indicated categories.

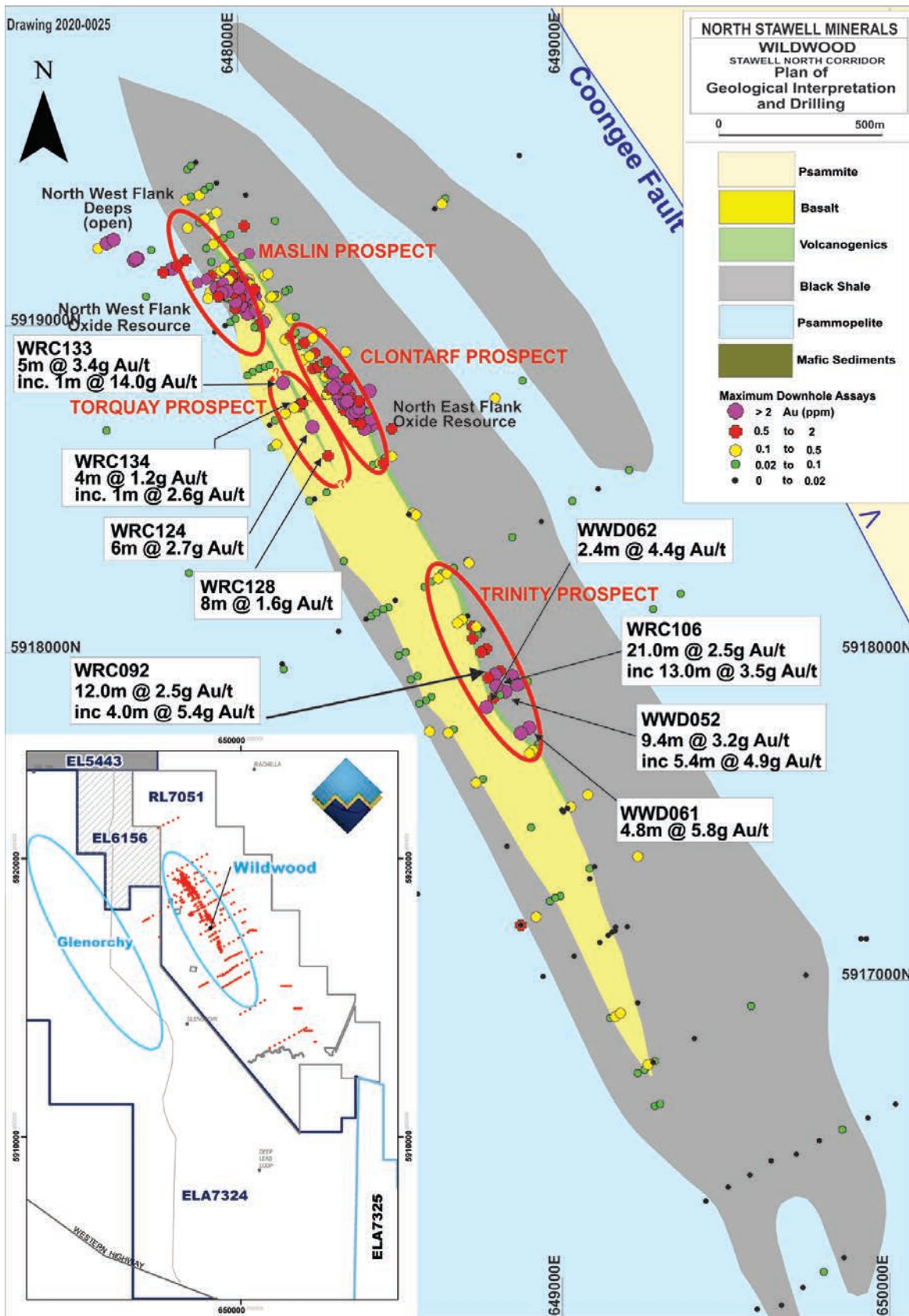


Figure 11. Drill plan over the Wildwood Prospect showing geology and gold distribution.

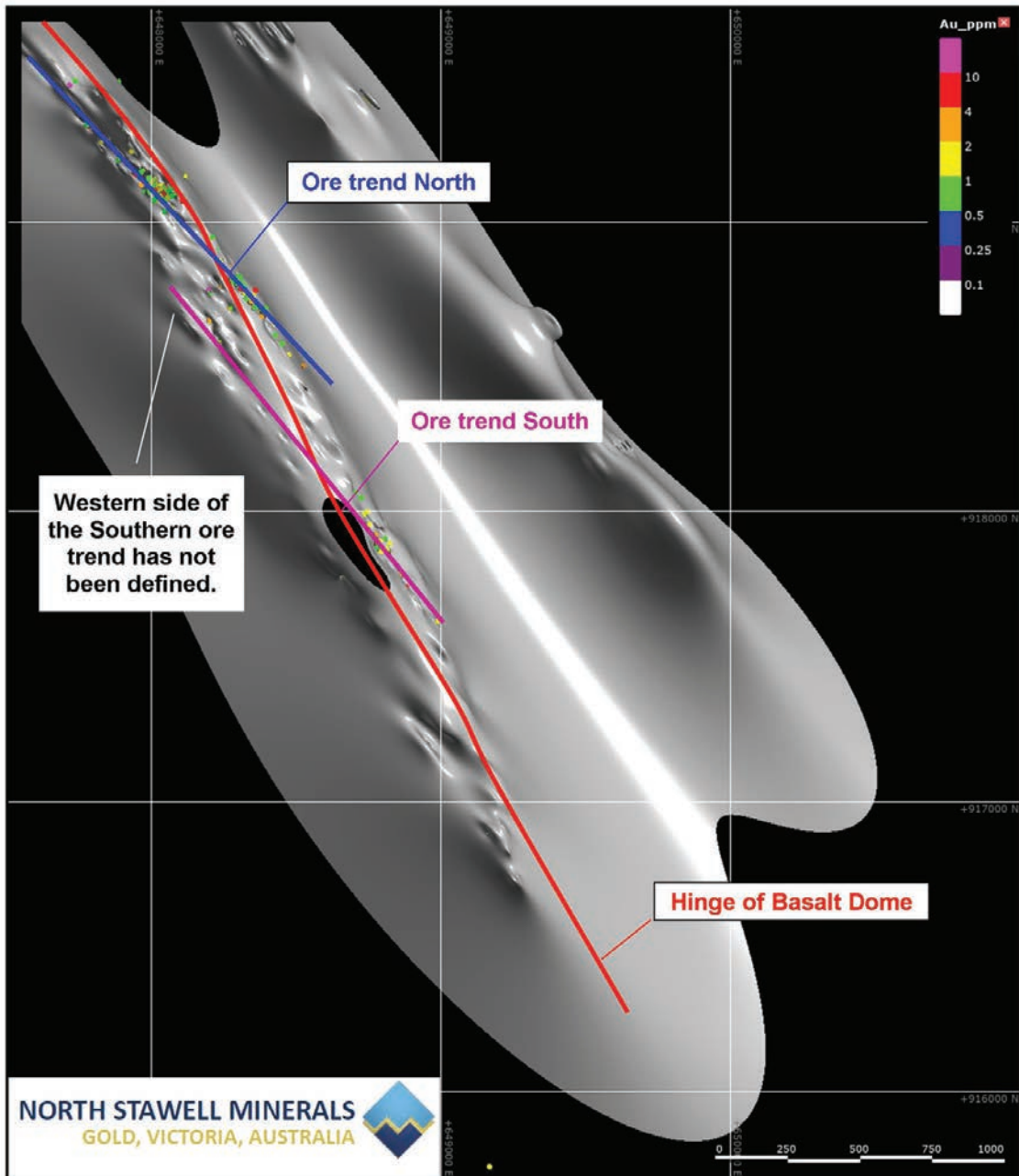


Figure 12. Wildwood Prospect dome, western flank targeted for additional drilling.

4.3 THE BARRABOOL TENEMENT (EL5443)

The Barrabool Tenement is the northern most of NSM’s Tenements, approximately 194km² in area and is located between the townships of Murtoa and Wal Wal (Figure 13). The Barrabool Tenement is located over the Stawell Mineralised Corridor and geologically features repetitions of the southern tenure with interpreted basalt domes, recent felsic intrusives and significant faults and shears. Barrabool has up to 70m of recent Murray Basin Cover, making geophysics a key tool to interpret the underlying geology and to generate exploration targets.

The six primary prospects within the Barrabool Tenement are the Lubeck, Wal Wal, Ashens, Holts/Bismark, Central TMI Dome and Marlu Prospects.

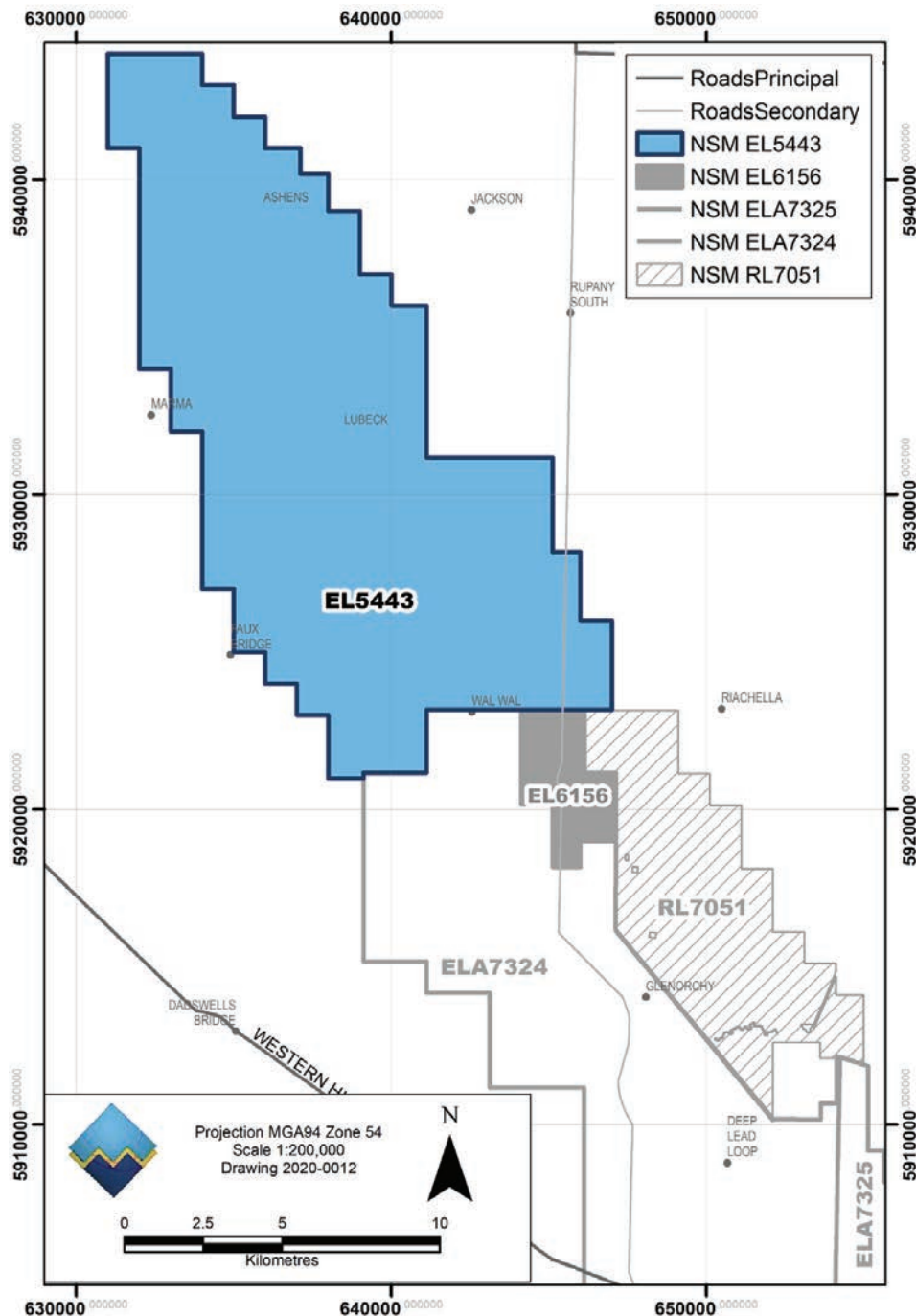


Figure 13. Locality diagram of EL5443.

4.3.1 The Lubeck Prospect

The Lubeck dome structure was initially identified through magnetics and confirmed as a basalt dome through drilling in 2000 (see Figures 14, 15). It has a strike length of 3km, trending NNW, bound by the Stawell Mineralised Corridor. Limited Air Core (AC) drilling on the east flank in 2000 returned best results of 5m@ 0.178g/t Au, however much of the dome has not been tested with only 41 shallow AC drilling holes placed over the structure. Deeper targets on the dome flanks are considered to be more attractive targets.

The Company's proposed work programme at the Lubeck Prospect is to:

- review existing geophysics and overlay all historic data;
- conduct an aerial VTEM survey and ground EM in a bid to more clearly identify sulphide and associated carbonaceous conductors along the western and eastern dome flanks;
- conduct additional geochemical sampling;
- conduct infill gravity surveys; and
- review data and rank targets before drilling.

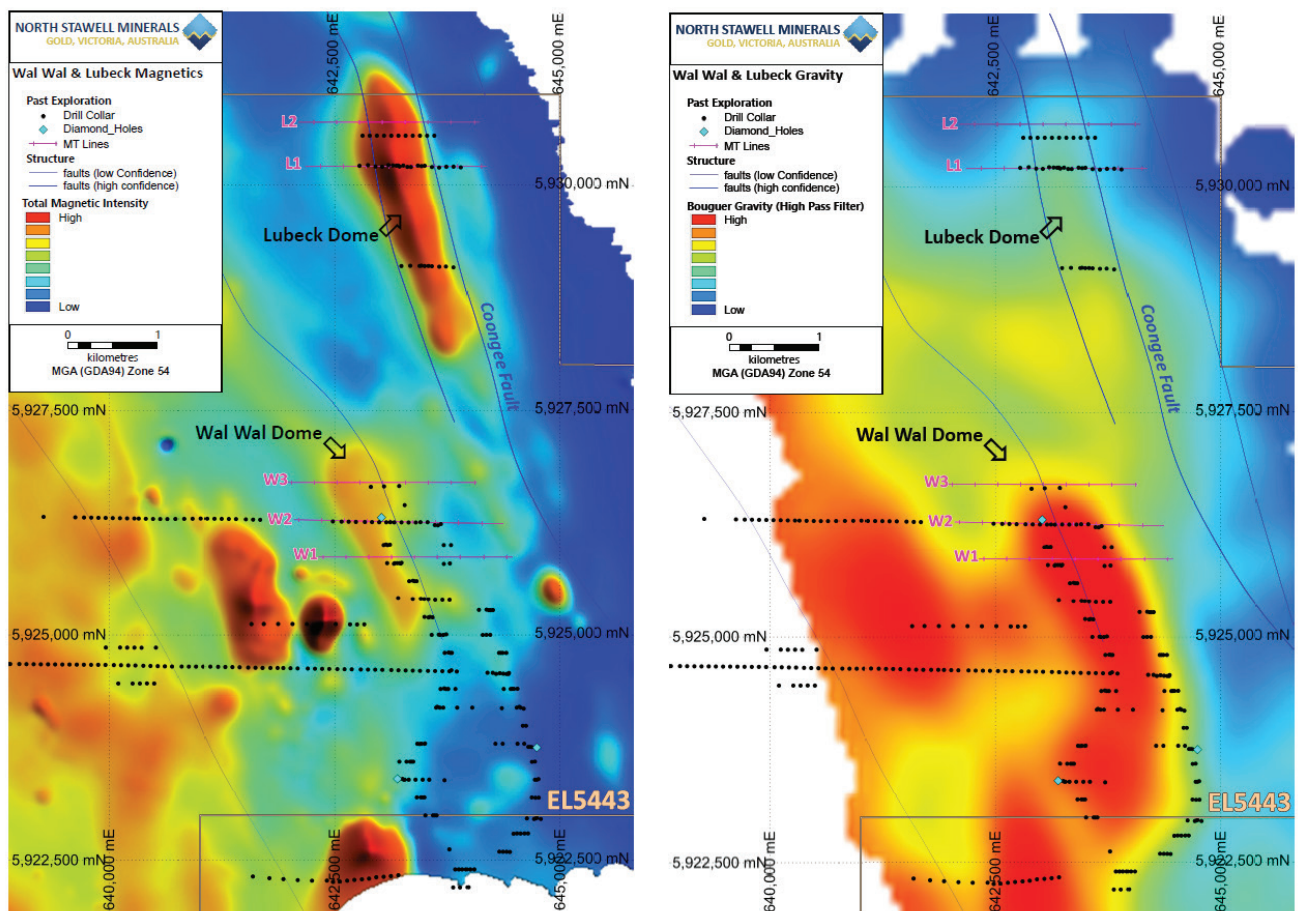


Figure 14. TMI image and gravity image of the Lubeck and Wal Wal prospect dome structures.

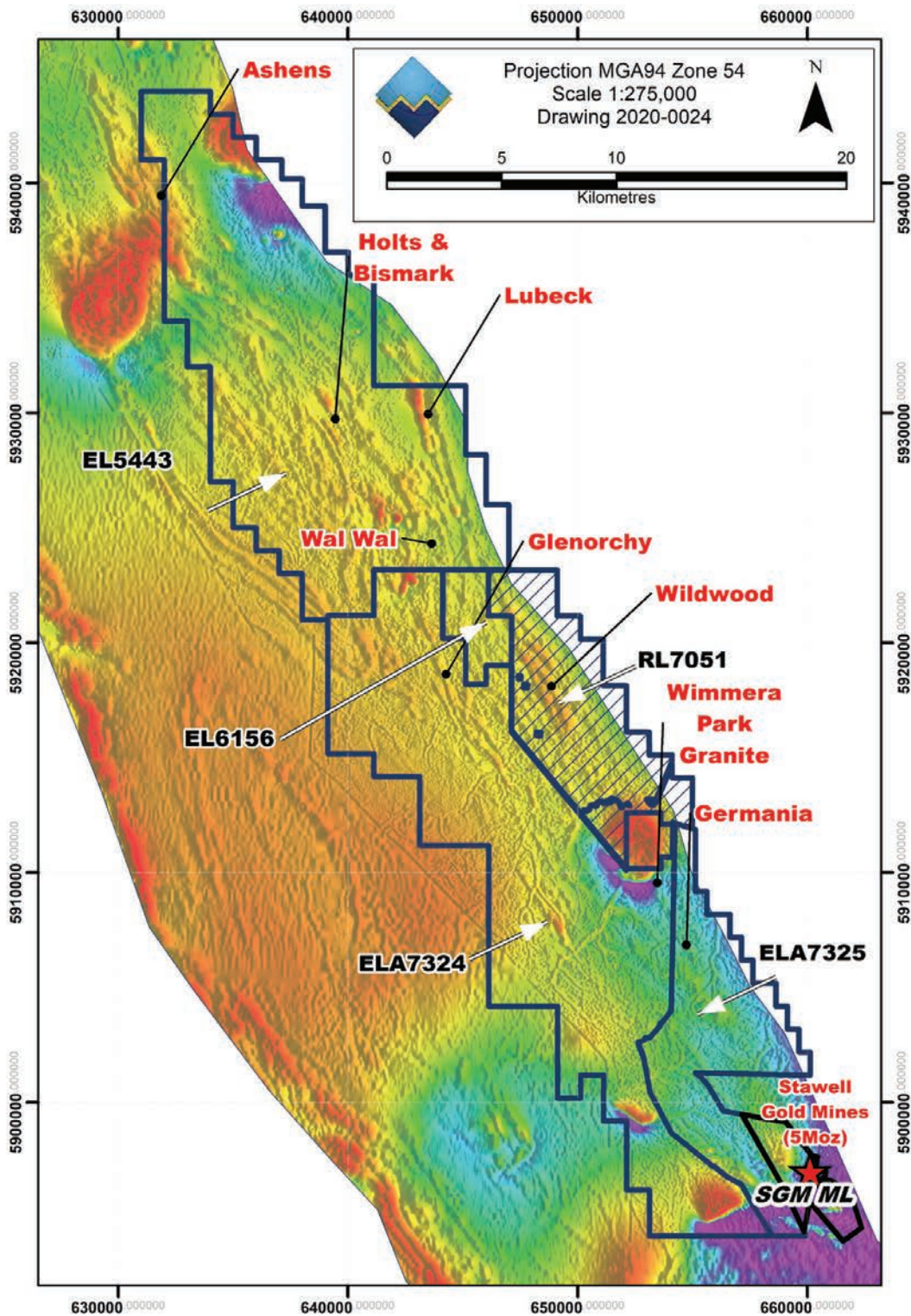


Figure 15. Magnetic image with tenure overlaid, showing the Lubeck Prospect locality within the Barrabool Tenement.

4.3.2 The Wal Wal Prospect

The Wal Wal Prospect is 2km in strike length, trending NNW within the Stawell Mineralised Corridor. A gravity survey shows an anomalous zone at the southern end of the dome curving westerly around an interpreted recent intrusive (Figure 14). Similar to the Lubeck Prospect, large tracts of the Wal Wal Prospect remain untested, and these portions will be the focus of NSM's proposed exploration programme.

The prospect was drilled in 2006 and 2007. In 2006, three diamond drill holes were designed and drilled to target various basalt contact zones. These were drill holes WLD001, WLD002 and WLD003A. Of note, drill hole WLD001 (approximately 342.2 meters in length) intersected 0.8m @ 5.99g/t Au at 179.3m depth. This elevated gold result is hosted within pelitic rocks and the nearest basalt lithology contact was logged at 212.4m. This intercept suggests that there is potential for gold-bearing structures outboard of the basalt contact that are similar to the Central or Stockwork Lodes observed at Stawell Gold Mines. There have been 289 shallow Air Core (AC) drilling holes totalling 17,477m were drilled in total for geochemical and basement sampling.

Proposed work at the Wal Wal Prospect is to:

- review existing geophysics, geochemical grids and overlay all historic data;
- conduct a VTEM survey and ground EM in a bid to more clearly identify sulphide and associated carbonaceous conductors along the western and eastern dome flanks;
- closely examine the area in between the western granite intrusives and southern portion of the dome that appears to radius around the intrusives. This could be due to alteration halo from the intrusives;
- review the historical geochemical grids to compare drilled geochemistry to ionic leach geochemistry;
- conduct infill gravity surveys; and
- review data and rank targets before drilling.

4.3.3 The Ashens Prospect

The Ashens Prospect is the most northerly prospect within the Company's tenure, located 50km north of Stawell (see Figures 15, 16).

A geophysical anomaly, Ashens features foliated, carbonaceous pelites within the centre of a magnetic anomaly, flanked to the east and west by mafic schists and basalt and intersected by a NE trending strong magnetic anomaly – Diorite intrusion, cutting NE across the Coongee fault.

A total of 185 AC drilling holes were drilled at Ashens and two diamond drill holes have been drilled with the best drill results being 5m@ 1.205g/t Au and 2m @ 2.0g/t Au. As a result, the Company considers this prospect to be a good candidate for an Ionic Leach soil testing program and ground geophysics prior to proposed drilling.

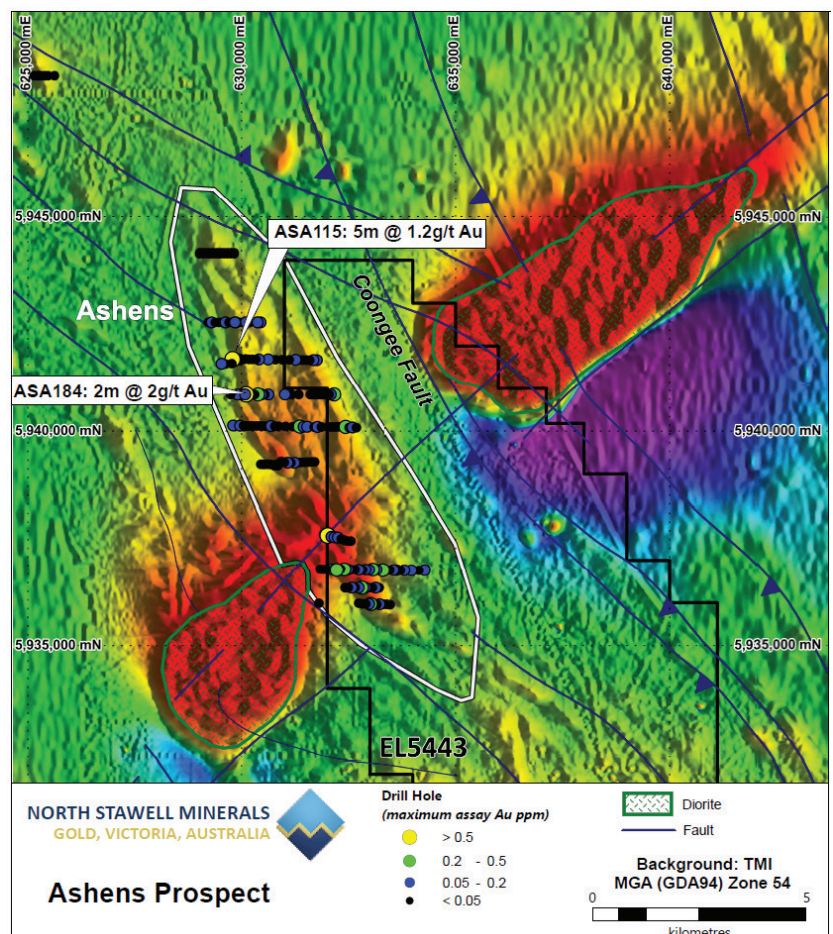


Figure 16. Ashens prospect showing TMI geophysics and shallow drilling results.

4.3.4 The Holts/Bismark Prospect

This prospect is located about 30km north of Stawell, and has approximately 50m Murray Basin cover (see Figure 17). Linear magnetic ridges are visible in the hanging wall of the interpreted northern extension of the Pleasant Creek Fault. The Bismark anomaly is confirmed to be basalt with little to no gold anomalism. Holts is confirmed to be a mafic Schist with little to no gold anomalism. Previous owners have considered Ionic Leach soil sampling, which will be considered after an orientation survey to test its suitability.

4.3.5 The Central TMI Dome Prospect

Located on the Western margin of the Wal Wal target area within the Barrabool Tenement (see Figure 18), the Central TMI Dome is a contiguous magnetic feature interpreted to be a basalt dome. AC drilling has been completed

along a single line toward the northern limit of this feature, with basalt logged within this drill line. Overlying sediments appear to have similar alteration to that seen at the Stawell Gold Mine with chlorite alteration and minor sulphides present. Structural modification appears to have occurred through this prospect area where magnetic features are not entirely following the NNW-SSE regional trend with the main body of this dome orientated NS.

Murray Basin Cover is to a depth of 40-50m with deeper zones to 67m seen representing palaeo-topographical features that may indicate significant rheological contrasts in basement geology.

Further geophysics is warranted with magnetic, gravity and EM planned to assist with targeting this area.

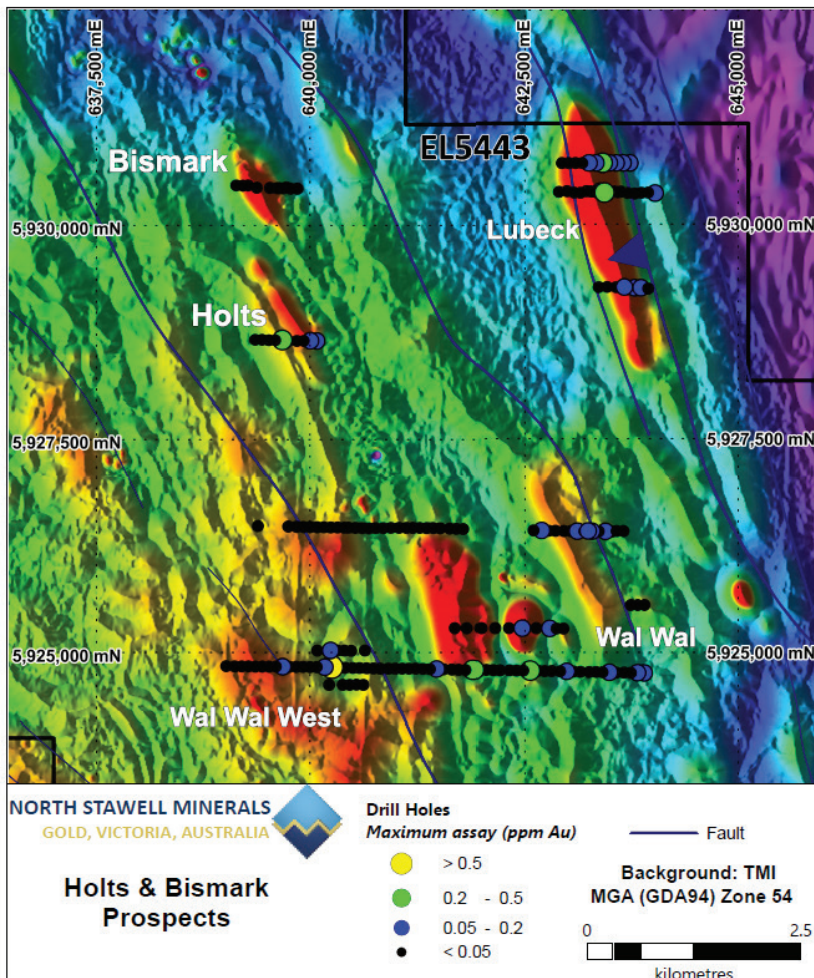


Figure 17. Holts, Bismark prospects.

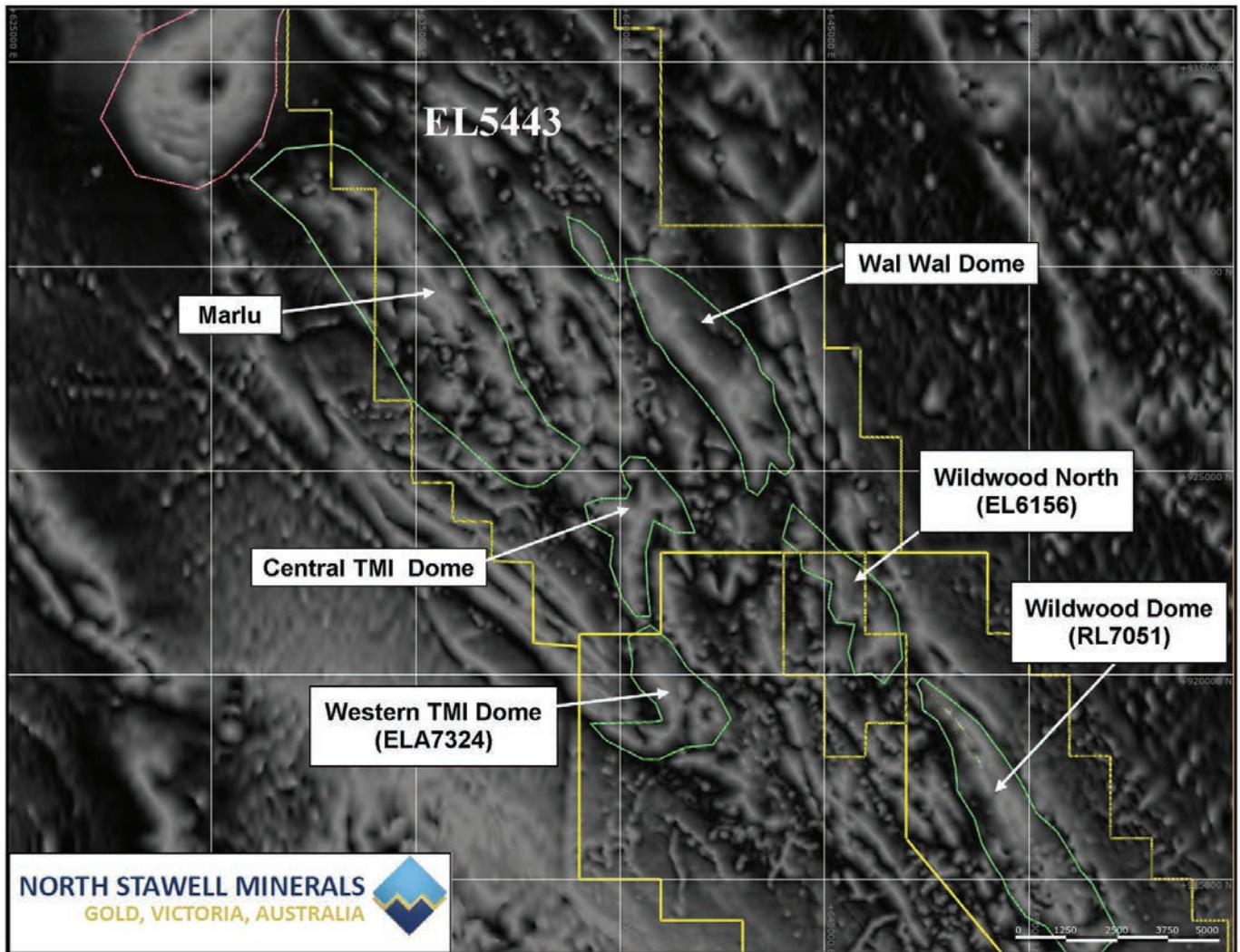


Figure 18. Marlu Prospect, locality map of Central TMI Dome and Wal Wal South Prospects over TMI map.

4.3.6 The Marlu Prospect

The inferred TMI domal feature at Marlu (see Figure 18) is currently devoid of any drilling or soil geochemistry data. Although a significant sized feature at 2km x 8.5km, it has a number of peculiarities with its geometry suggesting that significant structures on similar orientation to the south fault may be present in the Prospect. A broad spaced basement geochemistry program following up from airborne geophysics will allow significant exploration coverage of this area.

4.4 THE GLENORCHY TENEMENT (EL6156)

The Glenorchy Tenement is approximately 18km², located south of the Barrabool Tenement with the Wildwood Tenement to the east and the Deep Lead Tenement Application to the west (Figure 19).

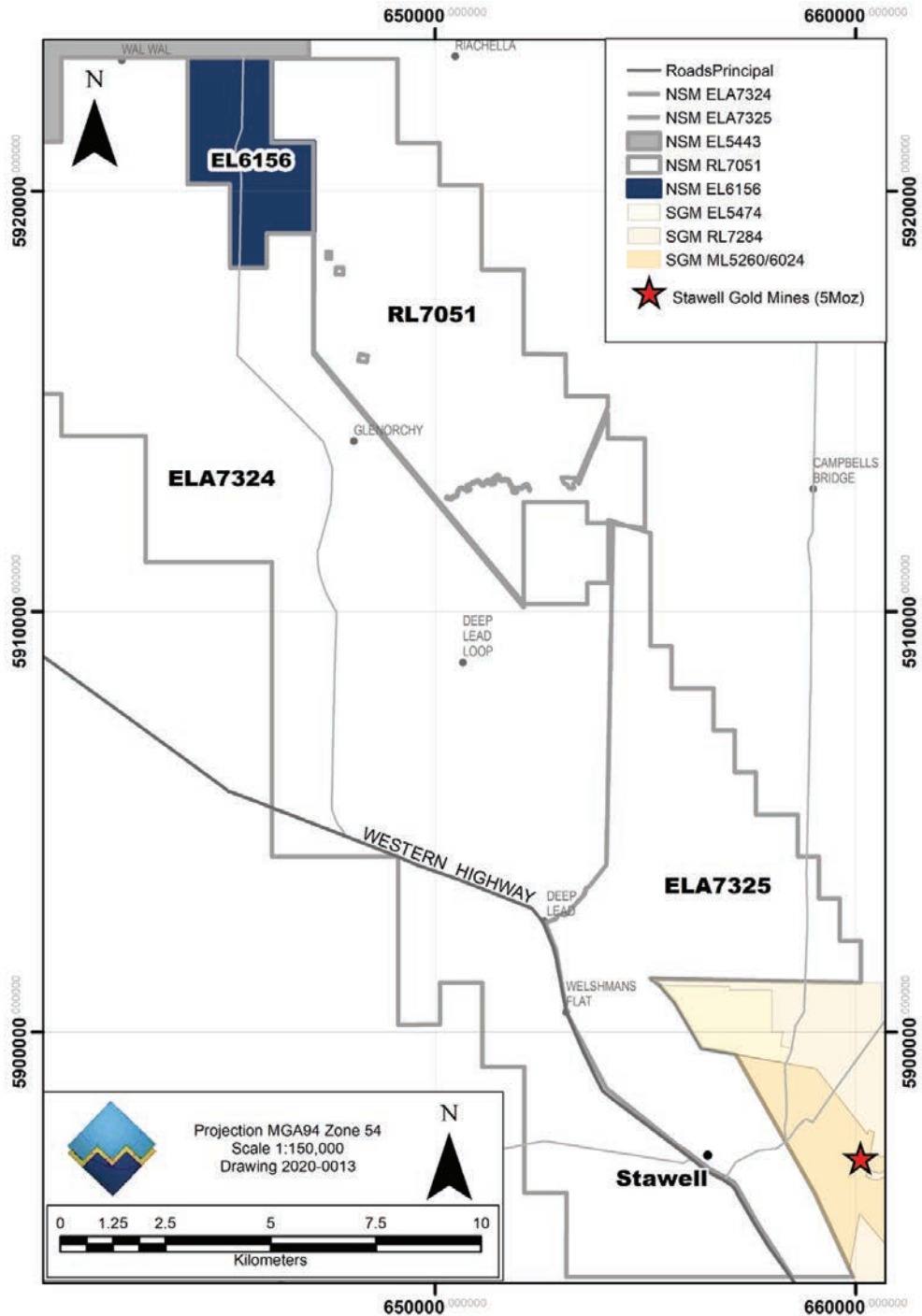


Figure 19. Glenorchy Tenement Locality diagram.

4.4.1 The Wildwood North Prospects 1 & 2

Located in between the Wal Wal and Wildwood Domes, two targets, WWN1 and WWN2 were identified from coincident magnetics and geochemical sampling in 2012 and are yet to be drill tested. Each interpreted dome is 1.5km in strike length (see Figure 20).

4.4.2 The Wildwood East Prospect (EL5443 & RL7051)

A 6km long structure immediately east of the WWN1 and WWN2 and the Wildwood basalt will be evaluated along its entire structure, particularly where it kinks or changes strike from NW to NNW, immediately to the east of WWN2. The kinked zone has not been covered by geochemical sampling (Figure 21). The Wildwood East prospect is contained within EL5443 and RL7051 but will be tested in parallel with the exploration strategy for the Wildwood North prospects.

4.4.3 The West Wildwood Prospect (EL6156, ELA7324, RL7051)

Two structures have been identified immediately to the west of, and parallel to the 55koz Wildwood basalt. West Wildwood structures are stand-alone targets with little historical work undertaken. Geochemical sampling of regolith is proposed over this area together with gravity and EM geophysics (Figure 21). The West Wildwood prospect falls within EL6156, ELA7324 and RL7051 and will be tested in parallel with the exploration strategy for the Wildwood North prospects.

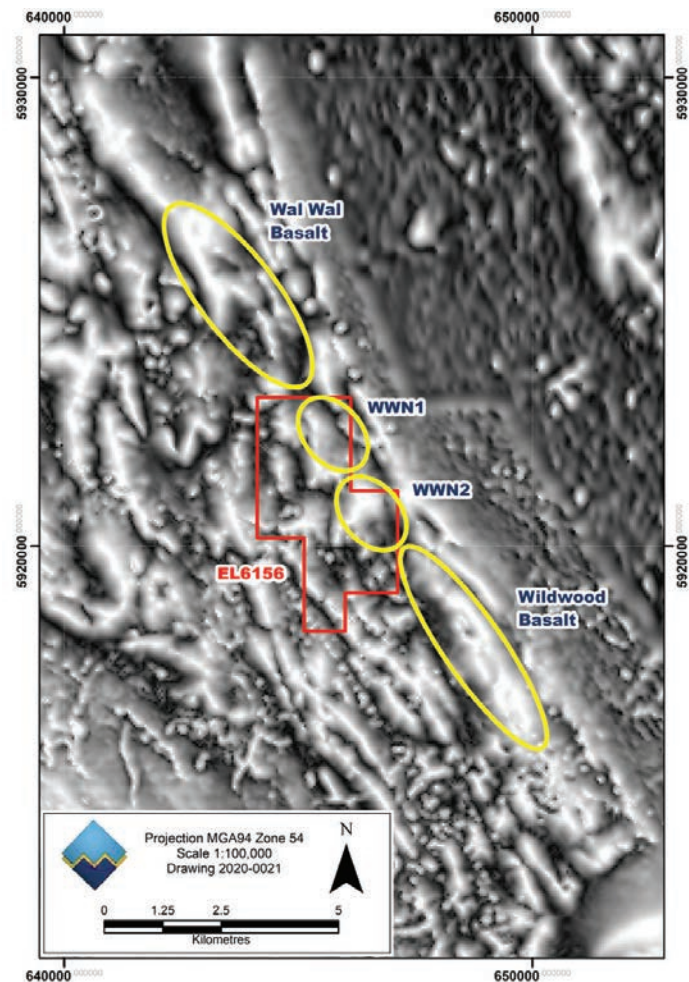


Figure 20. TMI Tilt image with EL6156 in red showing WWN1 and WWN2 in relation to the Wildwood and Wal Wal basalts.

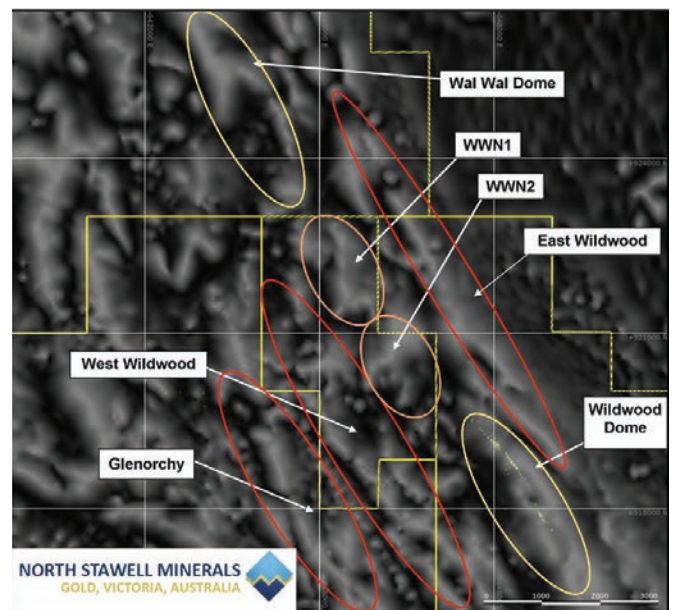


Figure 21. West Wildwood prospect in relation to the Wildwood and Wildwood East prospects.

Proposed work on the Glenorchy Tenement is to:

- review existing geophysics, geochemical grids and overlay all historic data;
- utilise the planned VTEM survey to determine whether follow-up ground EM is justified for WWN1, WWN2 and West Wildwood prospect;
- conduct additional geochemical sampling;
- conduct infill gravity surveys; and
- review data and rank targets before drilling.

4.5 THE DEEP LEAD TENEMENT APPLICATION (ELA7324)

The Deep Lead Tenement application covers an area of approximately 209km² and covers the western portion of the NNW trending Stawell Mineralised Corridor.

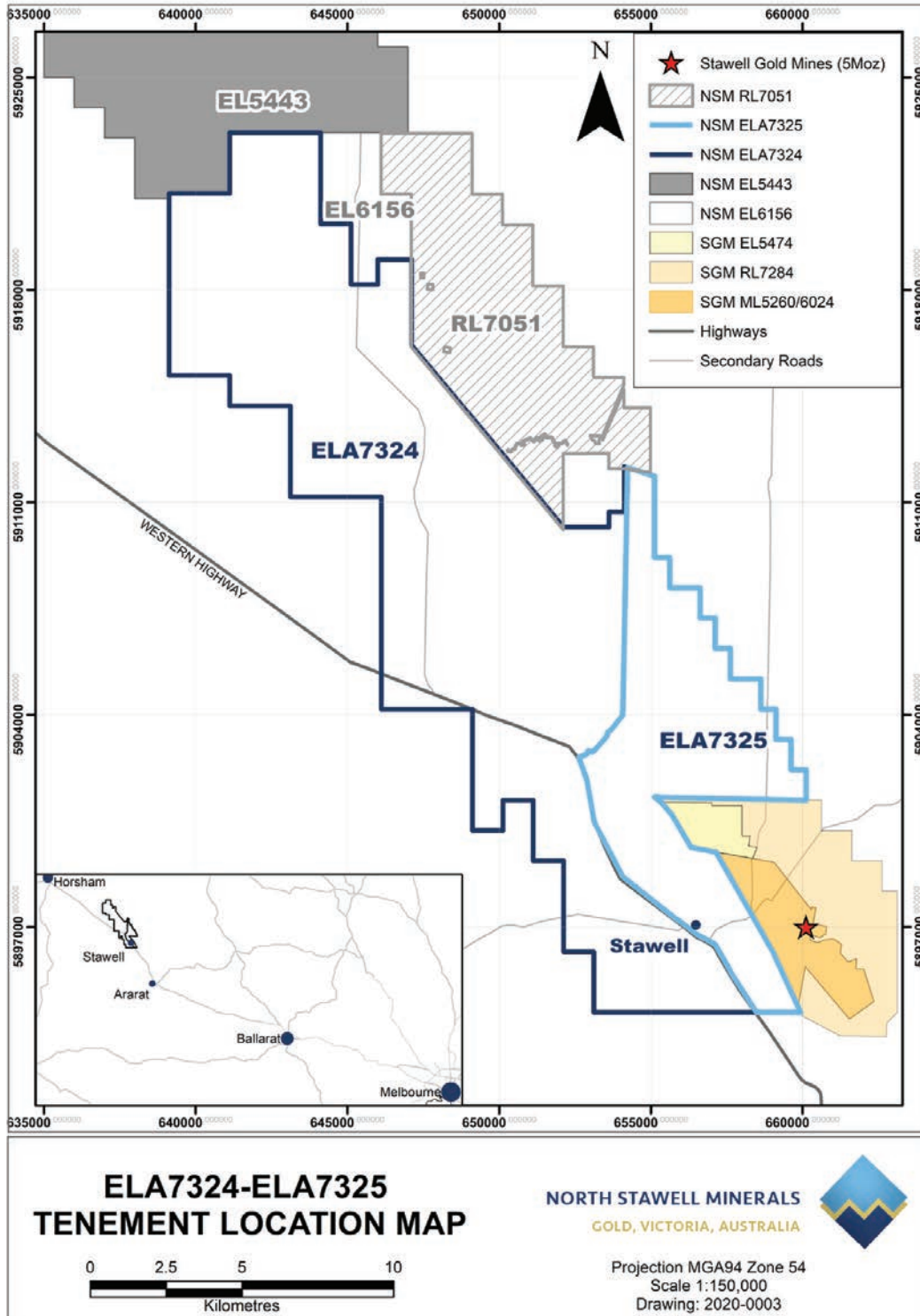


Figure 22. Locality map of ELA7324 and ELA 7325.

4.5.1 The Glenorchy Prospect

The Glenorchy Prospect lies between 22-28km NNW of the township of Stawell and west of the township of Glenorchy. The target area is beneath 15-25m of Murray Basin Cover with a reasonable amount of air-core drilling completed through cover to intercept bedrock. Target style at Glenorchy is Stawell Fault mineralisation of a structural nature with quartz lodes within pelitic sediments of the Albion Formation. Some deeper diamond drill holes have been drilled through into sheared mafics representing a Brown's style potential system. Further geochemical and geophysical work as part of a regional program will be required to assist with drill targeting and prioritisation.

The Company's proposed next steps with respect to the Glenorchy Prospect are to:

- (a) review existing geophysics and overlay all historic data;
- (b) utilise planned VTEM survey and ground EM data in a bid to search for sulphide and associated carbonaceous conductors;
- (c) conduct additional geochemical sampling;
- (d) conduct infill gravity surveys; and
- (e) review data and rank targets before drilling.

4.5.2 Wal Wal South Prospect

The Wal Wal South target area lies between 24-30km NNW of the township of Stawell and 4-10km NW of the township of Glenorchy. The target area is under Murray Basin Cover of 20-24m depth with very little historic drilling. Of the drilling conducted in the area, the majority of drilling was along the eastern limit of the target within the Glenorchy Prospect which was targeting Stawell Fault mineralisation within pelitic sediments of the Albion Formation. A single diamond drillhole (GLOD024) was drilled on the western side of the target area and was noted to have intercepted basalt with geochemistry akin to the Magdala Basalt in an internal company report. Following the 2019 tenement review, four targets of interest were identified in the TMI-TILT data where interpretations indicate the basalt is potentially highly folded through the area posing a significant structural target that warrants follow up work. Further geochemistry and geophysics work as part of a regional program will be required to assist with drill targeting and prioritisation (Figure 18).

4.5.3 Wimmera Park – Western Halo Prospect

The Wimmera Park target is approximately 13km north of the township of Stawell and 2.5-3km along strike to the NNW from the Germania target. The "Western Halo" refers to anomalous geochemistry results from 2012 ionic leach programme along the south-western contact of the granite intrusion and further targets of interest from TMI-TILT analysis further to the west of the granitic intrusion. It is believed that the Wimmera Park – Western Halo represents a Wonga-style analogue where a granite and porphyry system may be remobilising gold bearing fluids from basalt contact lodes along structural features.

4.5.4 The Western TMI Dome Prospect

Located on the eastern margin of the Deep Lead Tenement Application, the Western TMI Dome Prospect is a magnetic feature that extends between the Stawell Fault and the Germania Prospect. The inferred dome is strengthened by coincident ionic leach geochemistry work conducted in 2012 and anomalous Arsenic values in historic geochemistry work.

4.5.5 The Wimmera Park Prospect

The Wimmera Park target is approximately 13km north of the township of Stawell and 2.5-3km along strike to the NNW from the Germania target. Previously referred to as anomalies GMS-A, GMS-B and GMS-C following the 2012 ionic leach soils program, the Wimmera Park target area resides over a magnetic feature that in TMI-TILT representations appears to be the southern limit of the Wildwood basalt dome. The 2012 soil anomaly is coincident with this magnetic feature and is supported for priority geochemistry and drill targeting due to its proximity directly south of the Wimmera Park granitic intrusion. It is believed that the Wimmera Park target represents a Wonga-style analogue where a granite and porphyry system may be remobilising gold bearing fluids from basalt contact lodes along structural features.

The Company's proposed next steps with respect to the Wimmera Park Prospect are to:

- (a) re-map the surface geology;
- (b) review existing geophysics and overlay all historic data;
- (c) utilise planned VTEM survey data and ground EM in a bid to more clearly identify sulphide and associated carbonaceous conductors;
- (d) conduct additional geochemical sampling;
- (e) conduct infill gravity surveys; and
- (f) review data and rank targets before drilling

4.6 THE GERMANIA TENEMENT APPLICATION (ELA7325)

The Germania Tenement Application (ELA7325) is approximately 82km², located south of the Wildwood Tenement and immediately to the north of Stawell Gold Mine’s existing tenure (Figures 22, 23), covering the eastern flank of the Stawell Mineralised Corridor.

4.6.1 The Germania Prospect

The Germania Prospect is 12km NNW of the Stawell Gold Mine, consisting of a series of historic shallow workings from the 1890s similar to Stawell historic workings. Quartz reefs were mined down to the water table (approximately 65m) before ceasing activity due to a lack of pumping infrastructure (Figure 23). The Germania area is elevated relative to surrounding terrain and shows many surface workings and mine shafts over a 1km² area.

Historic exploration is limited and includes 25 Air Core (AC) drilling drill holes (measuring a total of 1,252m) and 5 diamond drill holes (total of 555m) over the old workings and geochemical grids (2012) that identified five anomalous zones (targets) over a 12km² area from an ionic leach geochemistry programme. Of these five targets (Figure 24):

- (a) two targets are associated with the adjacent Wimmera Park Granite Prospect;
- (b) two targets contain historic mine workings; and
- (c) the final target is structural – analogous to Stawell Fault mineralisation. The last of these targets is associated with deep gravity anomalies, as described in Figure 24.

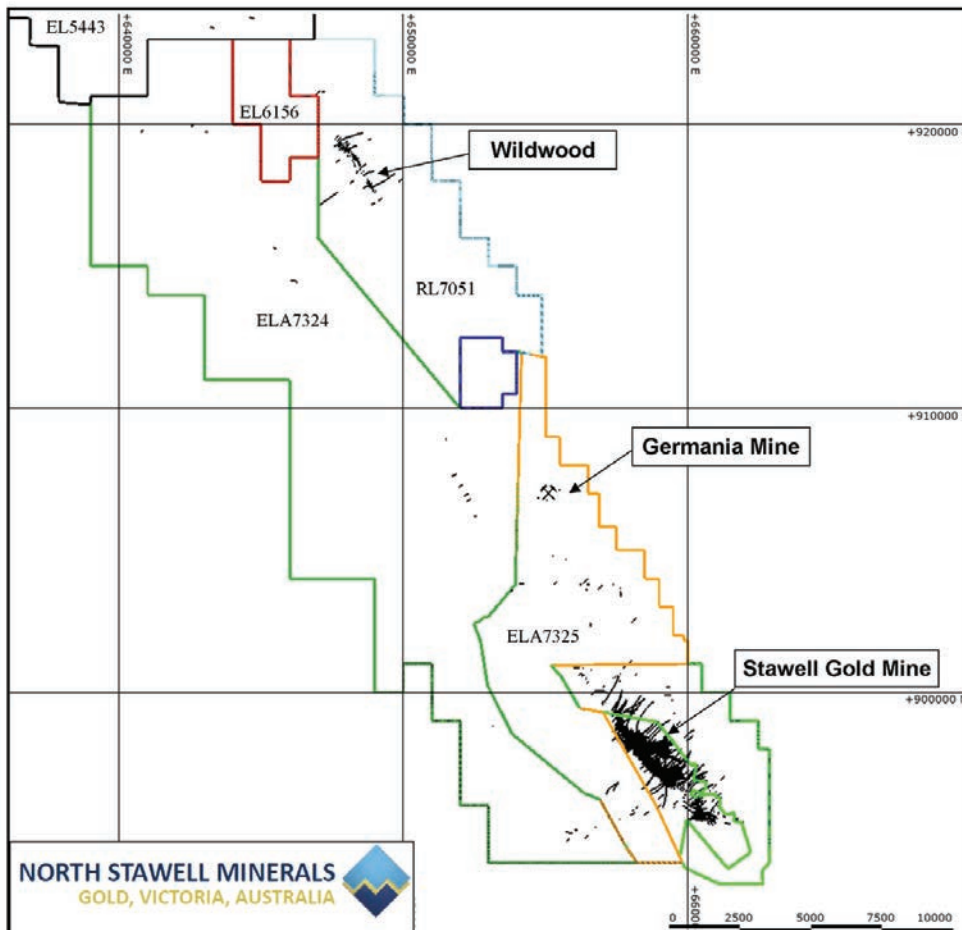


Figure 23. Locality diagram showing Germania within ELA7325, located equidistant between SGM and the Wildwood Prospect.

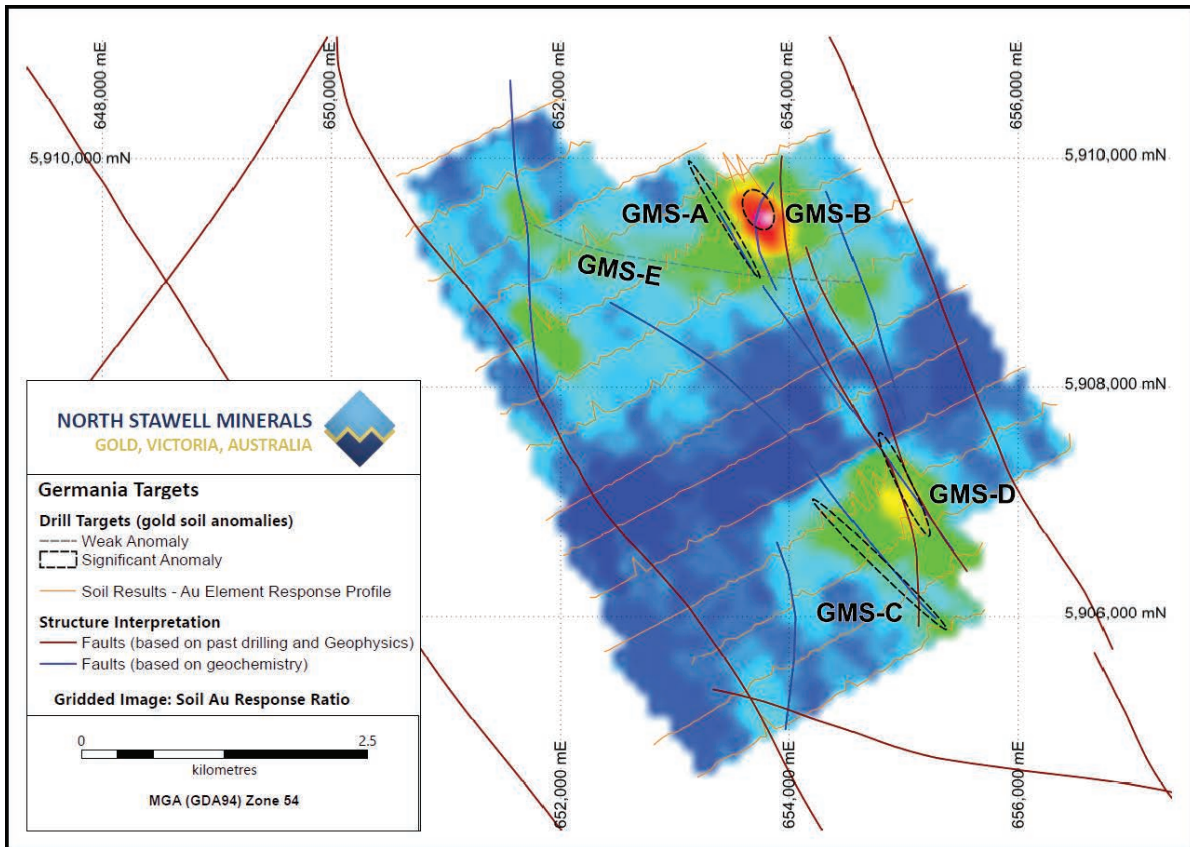


Figure 24. Image showing ionic leach geochemistry over gridded soils.

In March 2019, SGM decided to test the gravity survey data and drilled drill hole GSD001, an 806m diamond drill hole to intercept the underlying basalt dome. Several gold intercepts were captured as set out in Table 18 and Figure 25.

DRILL INTERVAL (M)	GRADE (G/T) AU	DEPTH (M)
0.85	4.45	420.55
1.95	2.9	583.75
0.9	1.18	694
0.7	1.13	759.75

Table 18. Significant gold intercepts from drill hole GSD001, Germania Prospect. GSD001 is located at 654768.13E, 906837.01N. Dip of 85 degrees and Azimuth 274 degrees. RL209m and total drilled depth of 806.5m.

Whilst drill hole GSD001 did not intersect the interpreted underlying basalt, which is currently thought to be to the west of the hole, the resulting alteration sequence is highly encouraging for its similarity to Magdala style gold mineralisation currently being mined at the Stawell Gold Mine (geology, mineralisation and alteration assemblage). As such, the Germania Prospect is a priority target with additional drilling planned to intersect the basalt to test for Stawell Facies style gold mineralisation. A magnetic anomaly, the “Central TMI Dome” (Figure 26) will be tested in conjunction with the historic Germania Prospect.

The Company's proposed next steps with respect to the Germania Prospect are to:

- re-map the surface geology;
- review existing geophysics and overlay all historic data;
- conduct a downhole EM and magnetic survey of drill hole GSD001 to consider using the drill hole to wedge several other hole extensions or otherwise drill additional holes further westward;
- conduct an aerial VTEM survey and ground EM in a bid to more clearly identify sulphide and associated carbonaceous conductors at depth over the interpreted dome;
- conduct additional geochemical sampling;
- conduct infill gravity surveys; and
- review data and rank targets before drilling.

The above programme is expected to enhance target selection in the Germania Prospect.

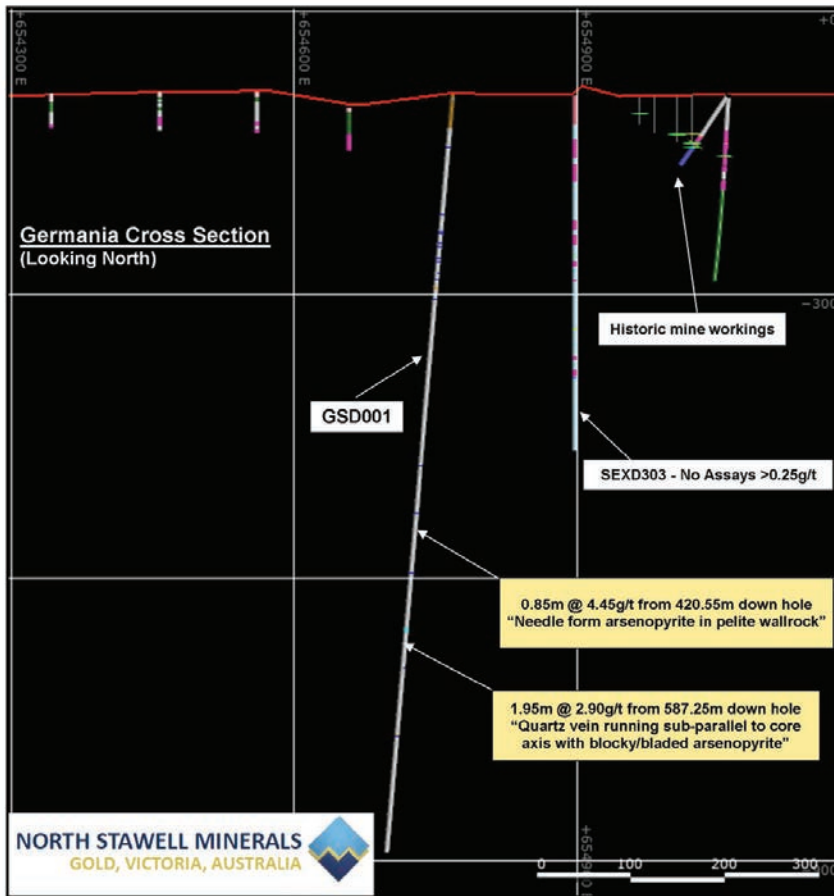


Figure 25. Germania drilling showing historic workings, drilling from 2006 and hole GSD001 from March 2019.

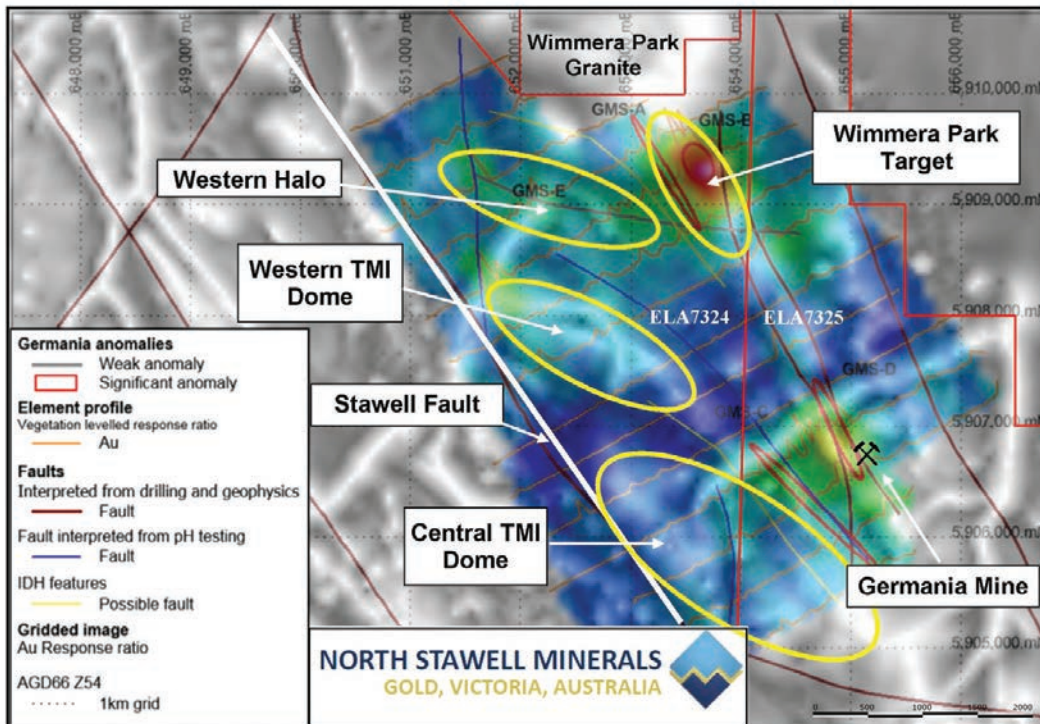


Figure 26. Germania and Wimmera Park Granite prospects showing TMI magnetics overlain with soil anomalies GMS-A to GMS-E. GMS-B is interpreted to be a southern extension of the Wildwood Dome.

4.6.2 The Caledonian Prospect

The Caledonian Prospect lies approximately 5km north of SGM within the Stawell Mineralised Corridor and represents a potential extension of the Magdala system (see Figure 27) with historic surface workings. Previous work is predominantly shallow AC drilling, with only 4 diamond holes drilled to a depth of 300-400m and a majority of the work conducted along the eastern edge of the Caledonia prospect along the trend of the Browns Basalt.

Magnetic data suggests that a large 3 x 1.5km domal structure (CAL1) is present at the Caledonia Prospect directly in line with where Magdala Dome projects at depth. Expected thrust stacking of geology (as seen in the mine) would potentially emplace deeper geology closer to the surface bringing the Magdala extension from depth closer to the surface at the Caledonia Prospect. A magnetic target feature "CAL2" may represent a structural target where complications in the basalt geometry of CAL1 interact with the Stawell Fault on the western margin of the Caledonia Prospect. A third target along the eastern limit of the Caledonia Prospect represents a similar position to SGM's Browns Gold prospect on the eastern side of SGM.

Ionic Leach geochemistry performed in 2012 did not extend over the entire Caledonia Prospect, however earlier geochemical work sampling for only gold (ppb) and arsenic (ppb) indicates an arsenic anomaly along the western edge of the CAL1 target, a similar anomaly is shown in the same program along the western limit of SGM.

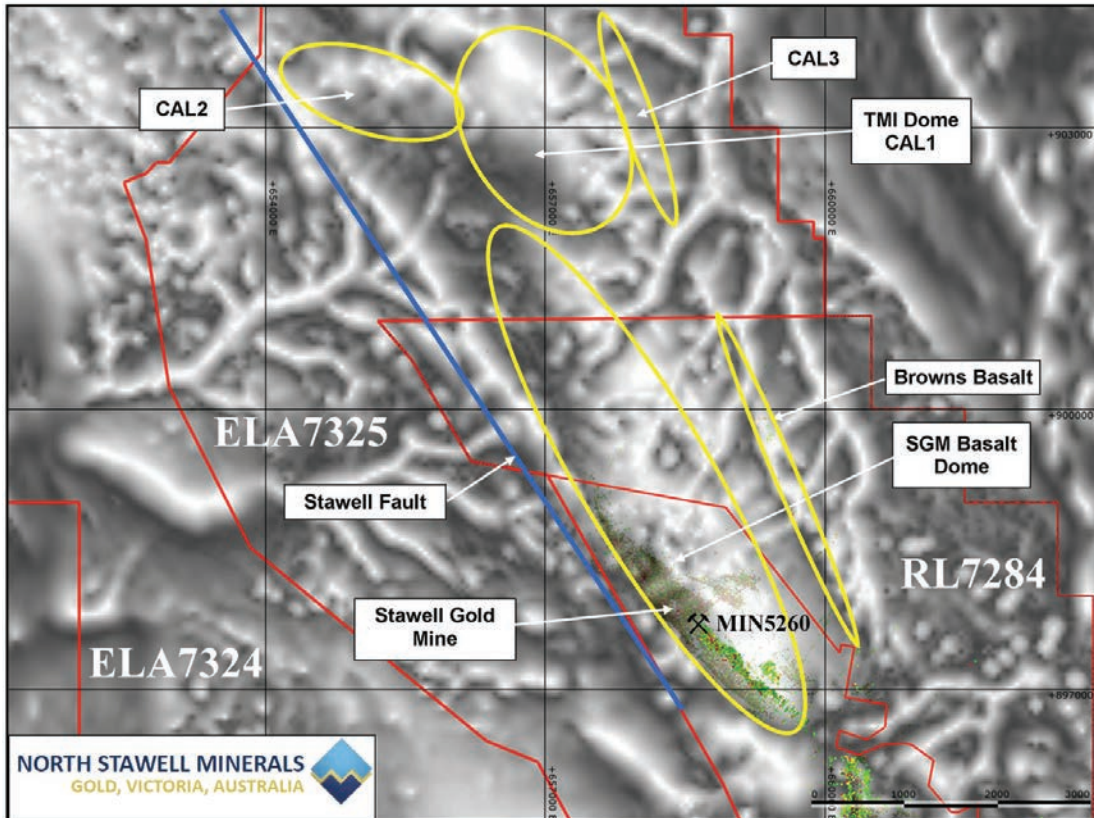


Figure 27. Locality diagram showing the Caledonia Prospect and three gold targets CAL1-3 in relation to SGM.

4.7 TWO (2) YEAR EXPLORATION BUDGET

	YEAR 1	YEAR 2	TOTAL
Fixed and Establishment Costs			
Costs of listing	\$ 738,360		\$ 738,360
Pre-IPO admin	\$ 389,569		\$ 389,569
Brokerage on funds raised 5%	\$ 1,000,000		\$ 1,000,000
Vehicles	\$ 262,000		\$ 262,000
Computers, software, field equipment	\$ 119,000		\$ 119,000
Core yard equipment	\$ 250,000		\$ 250,000
Annual Costs			
Salaries and wages	\$ 1,569,000	\$ 1,569,000	\$ 3,138,000
Annual compliance fees	\$ 328,000	\$ 328,000	\$ 656,000
Board fees	\$ 260,000	\$ 260,000	\$ 520,000
Site office and shared facilities, resources	\$ 199,000	\$ 199,000	\$ 398,000
Field costs	\$ 153,000	\$ 189,000	\$ 342,000
Geophysics	\$ 1,070,000	\$ 714,000	\$ 1,784,000
Drilling including geochemistry	\$ 3,288,000	\$ 4,932,000	\$ 8,220,000
Assaying	\$ 272,000	\$ 408,000	\$ 680,000
Sub total	\$ 9,897,929	\$ 8,599,000	\$ 18,496,929
Working capital	\$ 804,000	\$ 699,071	\$ 1,503,071
Total costs and working capital - Total	\$ 10,701,929	\$ 9,298,071	\$ 20,000,000

Table 19. Two year exploration budget summary table.

Note: A detailed summary of proposed expenditure by Tenement (and Tenement Application) is provided in the Independent Geologists Report at section 7 of this Prospectus.

Note: The above table is a statement of current intentions as at the date of this Prospectus. Investors should note that, as with any budget, the allocation of funds set out in the above table may change depending on a number of factors, including the outcome of exploration success, operational and development activities, regulatory developments, and market and general economic conditions. In light of this, the Board reserves its right to alter the way the funds are applied.

SECTION

5 | INVESTMENT | RISKS

5.1 INTRODUCTION

As with any equity investment, there are risks involved with investing in the Company. This Section 5 seeks to identify the major areas of risk associated with an investment in the Company, but should not be viewed as an exhaustive list of all risk factors to which the Company and its Shareholders are exposed.

Potential investors should be aware that the risks outlined in Section 1 and this Section 5 should be considered in conjunction with the other information in this Prospectus. In deciding whether or not to invest in the Company, potential investors should read this Prospectus in its entirety and consult their professional advisors before deciding whether to apply for Shares.

5.2 SPECIFIC RISKS

In addition to the general market and economic risks noted in Section 5.3, investors should be aware of the risks specific to an investment in the Company. The major risks are described below.

(a) Farm-In risk

Pursuant to the terms of the Farm-In Agreement, the Company will acquire an initial interest of:

1. 51% in the Wildwood Tenement and the Barrabool Tenement; and
2. if granted, a 51% interest in the Deep Lead Tenement Application and the Germania Tenement Application, (the **Farm-In Tenements**).

Subject to the satisfaction of certain conditions precedent (described in more detail in section 12.2 below) the Company will hold a right to acquire up to a 90% interest in the Farm-In Tenements.

The Company's ability to achieve its objectives is dependent on it and the other parties to the Farm-In Agreement complying with their obligations under the Farm-In Agreement. These obligations include, the Company meeting the minimum expenditure obligation(s) in respect of the Farm-In Tenements, the Sellers transferring the 51% legal interest in RL7051 to the Company 12 months after the date of its grant (together with any other interest earned by the Company in RL7051 during that 12 month period) and the Sellers transferring the relevant earned interest(s) to the Company (subject to the Company meeting the relevant minimum expenditure obligation(s)). Any failure to comply with these obligations (on the part of the Sellers or the Company) may result in the Company not obtaining further interests in the Farm-In Tenements (or in the case of RL7051, a relevant legal interest) and being unable to achieve its commercial objectives, which may have a material adverse effect on the Company's operations and the performance and value of the Shares.

Further, when the Company elects to stop earning in, a joint venture will be established, with the Company being the first manager of the joint venture. The joint venture is on the terms of the AMPLA

Model Agreement. As is the case in all joint venture arrangements, there is a risk that joint venture partners may default in their joint venture obligations or not act in the best interests of the joint venture, which in either case would likely have an adverse effect on the interests and prospects of the Company.

(b) COVID-19 impact risk

The global economic outlook is facing uncertainty due to the current COVID-19 (Novel Coronavirus) pandemic, which has been having, and is likely to continue to have, a significant impact on global capital markets, the gold price and foreign exchange rates.

While to date COVID-19 has not had any material impact on the Company's operations, should any Company personnel or contractors be infected, it could result in the Company's operations being suspended or otherwise disrupted for an unknown period of time, which may have an adverse impact on the Company's operations as well as an adverse impact on the financial condition of the Company.

Supply chain disruptions resulting from the COVID-19 pandemic and measures implemented by governmental authorities around the world to limit the transmission of the virus (such as travel bans and quarantining) may, in addition to the general level of economic uncertainty caused by the COVID-19 pandemic, also adversely impact the Company's operations, financial position and prospects.

(c) Exploration and evaluation risk

The future value of the Company will depend on its ability to find and develop resources that are economically recoverable within North Stawell Minerals' Tenements. Mineral exploration and development is inherently highly speculative and involves a significant degree of risk. There is no guarantee that economic mineralisation will be found, and if found, that it will be economic to extract these resources or that there will be commercial opportunities available to monetise these resources. The circumstances in which a mineral deposit becomes or remains commercially viable depends on a number of factors. These include the particular attributes of the deposits, such as size, grade, metallurgy, strip ratios and proximity to infrastructure as well as external factors such as supply and demand. This, along with other factors such as maintaining title to tenements and consents, successfully design construction, commissioning and operating of projects and processing facilities may result in projects not being developed, or operations becoming unprofitable.

Furthermore, while the Company has confidence in its existing projects, should those projects not prove profitable and the Company is unable to secure new exploration areas and resources, there could be a material adverse effect on the Company's prospects for gold exploration and its success in the future.

(d) Reserves and resource estimates

The Wildwood Tenement has a JORC compliant Inferred Mineral Resource Estimate for the Wildwood Prospect.

Mineral Resource Estimates are expressions of judgment based on knowledge, experience and industry practice. These estimates are imprecise and depend to some extent on interpretations, which may ultimately prove to be inaccurate and require adjustment or, even if valid when originally calculated, may alter significantly when new information or techniques become available. As further information becomes available through additional drilling and analysis the estimates are likely to change. Any adjustments to Mineral Resource Estimates could affect the Company's exploration and development plans which may, in turn, affect the Company's performance.

(e) No history of production

The Company's properties are exploration stage only. The Company has never had any direct material interest in mineral producing properties. There is no assurance that commercial quantities of gold will be discovered at any of the properties of the Company or any future properties, nor is there any assurance that the exploration or development programs of the Company thereon will yield any positive results. Even if commercial quantities of gold are discovered, there can be no assurance that any property of the Company will ever be brought to a stage where gold can profitably be produced. Factors which may limit the ability of the Company to produce gold from its properties include, but are not limited to, commodity prices, availability of additional capital and financing and the nature of any gold deposits.

(f) Commercialisation, infrastructure access and contractual risks

The Company's potential future earnings, profitability, and growth are likely to be dependent upon North Stawell Minerals being able to successfully implement some or all of its commercialisation plans detailed in Sections 3 and 4. The ability for the Company to do so is further dependent upon a number of factors, including matters which may be beyond the control of North Stawell Minerals. The Company may not be successful in securing identified customers or market opportunities.

The Company is a party to various contracts, including those set forth in Section 12. Whilst North Stawell Minerals will have various contractual rights in the event of non-compliance by a contracting party, no assurance can be given that all contracts to which the Company is a party will be fully performed by all contracting parties. Additionally, no assurance can be given that if a contracting party does not comply with any contractual provisions, that the Company will be successful in securing compliance.

(g) Environmental risks

The Company's operations and projects are subject to the laws and regulations of all jurisdictions in which it has interests and carries on business, regarding environmental compliance and relevant hazards.

These laws and regulations set standards regulating certain aspects of health and environmental quality and provide for penalties and other liabilities for the violation of such standards. These laws and regulations also establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are or were conducted.

As with most exploration projects operations, the Company's activities are expected to have an impact on the environment. Significant liability could be imposed on the Company for damages, clean-up costs, or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of property acquired by the Company, or non-compliance with environmental laws or regulations. It is the Company's intention to minimise this risk by conducting its activities to the highest standard of environmental obligation, including compliance with all environmental laws and where possible, by carrying appropriate insurance coverage.

There is also a risk that the environmental laws and regulations may become more onerous, making the Company's operations more expensive. Amendments to current laws, regulations, policies and permits governing operations and activities of gold companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in exploration expenses, capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new properties.

(h) Tenement risks

The rights to mineral tenements (including exploration and retention licences) carry with them various obligations which the holder is required to comply with in order to ensure the continued good standing of the tenement and, specifically, obligations in regard to minimum expenditure levels and responsibilities in respect of the environment, community and safety. Failure to observe these requirements could prejudice the right to maintain title to a given area and result in government action to forfeit a tenement or tenements.

There is no guarantee that current or future tenements applications or existing tenement renewals will be granted, that they will be granted without undue delay, or that the Company can economically comply with any conditions imposed on any granted exploration tenements. In particular, the Company has lodged applications for two Exploration Licences – ELA7324 and ELA7325. There are competing applications. As at the date of this Prospectus, the Company has not received confirmation that these applications have been granted and no assurance can be given that the Company will be granted the exploration licences.

(i) Title risk

The exploration and retention licences in which the Company has now, or may, in the future, acquire an interest, are subject to the applicable local laws and regulations. There is no guarantee that any licences, applications or conversions in which the Company has a current or potential interest will be granted or ministerial approvals for the transfer of the relevant Tenements obtained.

All of the projects in which the Company has an interest will be subject to application for licence renewal from time to time. Renewal of the term of each licence is subject to applicable legislation. If the licence is not renewed for any reason, the Company may suffer significant damage through loss of the opportunity to develop and discover any mineral resources on that licence.

Although the Company has taken steps to verify the title to the resource properties in which it has or has a right to acquire an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee title. Title to resource properties may be subject to unregistered prior agreements or transfers, and may also be affected by undetected defects or other stakeholder rights.

(j) Native Title

In relation to tenements which the Company has an interest in or will in the future acquire such an interest, there may be areas over which legitimate common law native title rights of Aboriginal Australians exist. If native title rights do exist, the ability of the Company to gain access to tenements (through obtaining consent of any relevant landowner), or to progress from the exploration phase to the development and mining phases of operations may be adversely affected.

Please refer to the Solicitor's Report on Tenements in Section 8 of this Prospectus for further details of any applicable Native Title claims and Aboriginal heritage sites.

(k) Changes in commodity price

The Company's possible future revenues may be derived mainly from gold and/or from royalties gained from potential joint ventures or other arrangements.

Consequently, the Company's potential future earnings will likely be closely related to the price of gold.

Gold prices fluctuate and are affected by numerous industry factors including demand for the resource, forward selling by producers, production cost levels in major producing regions and macroeconomic factors, e.g. inflation, interest rates, currency exchange rates and global and regional demand for, and supply of, gold. If the Company is producing gold and the market price of gold were to fall below the costs of production and remain at such a level for any sustained period, the Company would experience losses and may have to curtail or suspend some or all of its proposed activities. In such circumstances, the Company would also have to assess the economic impact of any sustained lower commodity prices on recoverability.

(l) Operational risk

If the Company decides to develop into gold production in the future, the operations of the Company including exploration and processing may be affected by a range of factors. These include failure to achieve the predicted grade in exploration, processing, technical difficulties encountered in commissioning and operating plant and equipment, mechanical failure, problems which affect extraction rates and costs, adverse weather conditions, industrial

and environmental accidents, industrial disputes, unexpected shortages or increase in the costs of consumables, spare parts, plant and equipment.

(m) Sustainability of growth and margins

The sustainability of growth and the level of profit margins from operations are dependent on a number of factors outside of the Company's control. Industry margins in the gold sector are likely to be subject to continuing but varying pressures, including competition from other current or potential suppliers.

(n) Failure to satisfy expenditure commitments and licence conditions

Interests in tenements in Victoria are governed by the mining acts and regulations that are current in Victoria and are evidenced by the granting of licences or leases. Each licence or lease is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could lose title to or its interest in the Tenements if licence conditions are not met or if insufficient funds are available to meet expenditure commitments.

Please refer to the Solicitor's Report on Tenements in Section 8 of this Prospectus for further details of the applicable licence conditions.

(o) Mine development

Possible future development of a mining operation at any of the Company's projects is dependent on a number of factors including, but not limited to, the acquisition and/or delineation of economically recoverable mineralisation, favourable geological conditions, receiving the necessary approvals from all relevant authorities and parties, seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, access to the required level of funding and contracting risk from third parties providing essential services.

If the Company commences production, its operations may be disrupted by a variety of risks and hazards which are beyond its control, including environmental hazards, industrial accidents, technical failures, labour disputes, unusual or unexpected rock formations, flooding and extended interruptions due to inclement of hazardous weather conditions and fires, explosions, pandemics or accidents. No assurance can be given that the Company will achieve commercial viability through the development or mining of its projects and treatment of ore.

(p) Competition

The Company will compete with other companies, including major gold companies. Some of these companies have greater financial and other resources than the Company and, as a result, may be in a better position to compete for future business opportunities. There can be no assurance that the Company can compete effectively with these companies.

(q) Financing

The Company has finite financial resources and no cash flow from producing assets and therefore will likely require additional financing in order to carry out its exploration and development activities.

The Company's ability to effectively implement its business strategy over time may depend in part on its ability to raise additional funds. There can be no assurance that any such equity or debt funding will be available to the Company on favourable terms or at all. Failure to obtain appropriate financing on a timely basis could cause the Company to have an impaired ability to expend the capital necessary to undertake or complete drilling programs, forfeit its exploration interests in certain properties, and reduce or terminate its operations entirely. If the Company raises additional funds through the issue of equity securities, this may result in dilution to the existing shareholders and/or a change of control at the Company.

(r) Management actions

The success of the Company is currently largely dependent on the performance of its Directors and Officers.

Directors of the Company will, to the best of their knowledge, experience and ability (in conjunction with their management) endeavour to anticipate, identify and manage the risks inherent in the activities of the Company, but without assuming any personal liability for the same, with the aim of eliminating, avoiding and mitigating the impact of risks on the performance of the Company and its security. There is no assurance that the Company can maintain the services of its directors and officers or other qualified personnel required to operate its business. The loss of the services of these persons could have a material adverse effect on the Company and its prospects.

(s) Exchange rate risk

The revenues, earnings, assets and liabilities of the Company may be exposed adversely to exchange rate fluctuations. The Company's revenue may be denominated in Australian Dollars or a foreign currency, such as United States Dollars. As a result, fluctuations in exchange rates could result in unanticipated and material fluctuations in the financial results of the Company.

(t) Industrial risk

Industrial disruptions, work stoppages and accidents in the course of the Company's operations could result in losses and delays, which may adversely affect Tenement development and profitability.

(u) Insurance arrangements

The Company intends to ensure that insurance is maintained within ranges of coverage that the Company believes to be consistent with industry practice and having regard to the nature of activities being conducted. No assurance, however, can be given that the Company will be able to obtain such insurance coverage at reasonable rates or that any coverage it arranges will be adequate and available to cover any such claims.

Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration, development and production activities is not generally available to the Company or to other companies in the gold industry on acceptable terms. The Company might also become subject to liability for pollution or other hazards that may not be insured against or which the Company may elect not to insure against because of premium costs or other reasons. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

(v) Land access risk

Land access is critical for exploration and evaluation to succeed. In all cases the acquisition of prospective tenements is a competitive business, in which proprietary knowledge or information is critical and the ability to negotiate satisfactory commercial arrangements with other parties is often essential.

Access to land for exploration purposes can be affected by small non-mechanised mining operations or land ownership, including registered and unregistered land interests and regulatory requirements within the jurisdiction where the Company operates.

(w) Government policy

Changes in relevant foreign investment, taxation, interest rates, other legal, legislative and administrative regimes, and Government policies in Victoria or at the federal level, may have an adverse effect on both the nature and extent of permitted investment by foreign investors and the assets, operations and ultimately the financial performance of the Company. These factors may ultimately affect the level of foreign investment in the Company and the financial performance of the Company and the market price of its securities.

In addition to the normal level of income tax imposed on all industries, the Company may be required to pay government royalties, indirect taxes, GST and other imposts which generally relate to revenue or cash flows. Industry profitability can be affected by changes in government taxation policies.

Changing attitudes to environmental, land care, cultural heritage, together with the nature of the political process, provide the possibility for future policy changes in Victoria and, potentially, other jurisdictions. There is a risk that such changes may affect the Company's exploration plans or, indeed, its rights and/or obligations with respect to the tenements.

(x) Reliance on Key Personnel

Whilst the Company has just a few executives and senior personnel, its progress in pursuing its exploration and evaluation programmes within the time frames and within the costs structure as currently envisaged could be dramatically influenced by the loss of existing key personnel or a failure to secure and retain additional key personnel as the Company's exploration programme develops. The resulting impact from such loss would be dependent upon the quality and timing of the employee's replacement.

Although the key personnel of the Company have a considerable amount of experience and have previously been successful in their pursuits of acquiring, exploring and evaluating resources projects, there is no guarantee or assurance that they will be successful in their objectives pursuant to this Prospectus.

(y) Limited operating history

The Company is a relatively new exploration company with limited operating history. The Company was incorporated in 2019 and has yet to generate a profit from its activities. Accordingly, the Company has no operating history in Australia and has limited historical financial information and record of performance.

The Company's business plan requires significant expenditure, particularly capital expenditure, during its gold exploration phase. Any future revenue and profitability from the Company's business will be dependent upon the successful exploration and development of the Company's permits, and there can be no assurance that the Company will achieve profitability in future.

(z) Grant of future authorisations to explore and mine

If the Company discovers an economically viable mineral deposit that it then intends to develop, it will, among other things, require various approvals, licences and permits before it will be able to mine the deposit. There is no guarantee that the Company will be able to obtain all required approvals, licences and permits. To the extent that required authorisations are not obtained or are delayed, the Company's operational and financial performance may be materially adversely affected.

5.3 GENERAL RISKS

(a) Liquidity risk

In accordance with the escrow requirements in Chapter 9 of the ASX Listing Rules, the Company anticipates that at Completion of the Offer a significant number of the Company's existing Shares on issue will not be able to be traded for a period of up to 24 months commencing on the date of quotation.

The Shares issued under the Offer will only be listed on ASX and presently will not be listed for trading on any other securities exchanges in Australia or elsewhere. As such, there can be no guarantee that an active market will develop or continue, or that the market price of the Shares will increase. If a market does not develop or is not sustained, it may be difficult for investors to sell their Shares. If illiquidity arises, there is a real risk that Shareholders will be unable to realise their investment in the Company.

(b) Investment risk

There are a number of risks associated with any stock market investment. The market price of Shares can be expected to rise and fall in accordance with general market conditions and factors and there can be no certainty that, following listing, an active market for the Shares will develop.

The value of the Shares will be determined by the stock market and will be subject to a range of factors beyond the control of the Company or its Directors. These factors include movements in local and international stock exchanges, local interest rates and exchange rates, domestic and international economic and political conditions, government taxation, market supply, competition and demand and other legal, regulatory or policy changes.

The trading price after listing may also be affected by the financial and operating performance of the Company.

(c) Share market risk

The market price of Shares and other securities (including Shares) can be expected to rise and fall in accordance with general market conditions and factors specifically affecting the Australian resources sector and exploration companies in particular.

There are a number of factors (both national and international) that may affect the share market price and neither the Company nor its Directors have control of these factors.

(d) Future funding requirements

Although the Directors believe that on Completion of the Offer the Company will have sufficient working capital to carry out its short-term business objectives, there can be no assurance that such objectives can be met without further financing or, if additional financing is necessary, that financing can be obtained on favourable terms or at all. Further, if additional funds are raised by issuing equity securities, this may result in dilution for some or all of the Shareholders.

If adequate funds are not available on acceptable terms, the Company may be required to reduce the scope of its anticipated activities and may not be able to take advantage of opportunities or respond to competitive pressures.

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

(e) Taxation

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

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

The Company and the Stawell Gold Mine Owners have sought various rulings from the Australian Taxation Office relating to the Tenements. No assurance can be given that the ruling sought will be granted.

(f) Litigation

The Company is subject to litigation risks. All industries, including the minerals exploration industry, are subject to legal claims, with and without merit. Defence and settlement costs of legal claims can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, the resolution of any particular legal proceeding to which the Company is or may become subject could have a material effect on its financial position, results of operations or the Company's activities.

(g) Force majeure events

Acts of terrorism, an outbreak of international hostilities or pandemic or fires, floods, earthquakes, labour strikes, civil wars and other natural disasters may cause an adverse change in investor sentiment with respect to the Company specifically or the stock market more generally, which could have a negative impact on the value of an investment in the Shares.

(h) Speculative nature of investment

The above list of risk factors ought not to be taken as an exhaustive list of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may materially affect the financial performance of the Company and the value of the Shares offered under the Offer. The Shares issued under the Offer carry no guarantee in respect of profitability, dividends, return of capital or the price at which they may trade on ASX. Potential investors should therefore consider an investment in the Company as speculative and should consult their professional advisers before deciding whether to apply for Shares under the Offers.

(i) Expiry of Escrow

In the likely event that ASX imposes mandatory escrow on the Company's securities, a high proportion of Shares will be subject to escrow following completion of the Offer. This would reduce liquidity in the market for the Shares, and may affect the ability of a Shareholder to sell some or all of its Shares due to the effect less liquidity may have on demand. An illiquid market for the Shares is likely to have an adverse impact on the Share price.

Following the end of any escrow periods, a significant number of Shares will become tradable on ASX. This may result in an increase in the number of Shares being offered for sale on market which may in turn put downward pressure on the Share price.

(j) Currently no market

There is currently no public market for the Shares, the price of Shares is subject to uncertainty and there can be no assurance that an active market for the Shares will develop or continue after the Offer.

The price at which the Shares trade on ASX after listing may be higher or lower than the Offer price and could be subject to fluctuations in response to variations in operating performance and general operations and business risk, as well as external operating factors over which the Directors and the Company have no control, such as movements in mineral prices and exchange rates, changes to government policy, legislation or regulation and other events or factors.

There can be no guarantee that an active market in the Shares will develop or that the price of the Shares will increase.

There may be relatively few or many potential buyers or sellers of the Shares on ASX at any given time. This may increase the volatility of the market price of the Shares. It may also affect the prevailing market price at which Shareholders are able to sell their Shares. This may result in Shareholders receiving a market price for their Shares that is above or below the price that Shareholders paid.



SECTION

FINANCIAL INFORMATION

6.1 INTRODUCTION

The financial information set out in this Section 6 contains the following financial information in relation to the Company:

- (a) summary historical statements of profit or loss for the period ended 30 June 2020;
- (b) summary historical statement of cash flows for the period ended 30 June 2020 ; and
- (c) historical statement of financial position as at 30 June 2020, and a pro-forma statement of financial position as at 30 June 2020 and the associated details of the pro-forma adjustments,

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

The Historical Financial Information should be read together with the other information contained in this Prospectus, including:

- (a) the risk factors described in Section 5;
- (b) the description of the use of the Proceeds of the Offer described in Section 2.2;
- (c) the Investigating Accountant's Report, set out in Section 9; and
- (d) the indicative capital structure described in Section 2.5.

Please note that past performance is not an indication of future performance.

6.2 BASIS OF PREPARATION OF THE HISTORICAL FINANCIAL INFORMATION BACKGROUND

The Historical Financial Information (other than the pro-forma adjustments to the historical statement of financial position as at 30 June 2020 and the results of those adjustments) has been derived from the Company's financial statements for the period ended 30 June 2020.

The historical and pro-forma financial information has been prepared in accordance with the recognition and measurement criteria of Australian Accounting Standards and the significant accounting policies set out in Section 6.6 below.

The historical and pro-forma financial information is presented in an abbreviated form in so far as it does not include all the disclosures and notes required in an annual financial report prepared in accordance with Australian Accounting Standards and the Corporations Act.

6.3 GENERAL FACTORS AFFECTING THE OPERATING RESULTS OF THE COMPANY

The net loss of the Company for the period from registration to 30 June 2020, after providing for income tax, amounted to a loss of \$649 resulting from bank account opening charges.

Historical Statement of Profit or Loss

	INCORPORATION TO 30 JUNE 2020 \$
Expense	
Bank Charges	(649)
Profit / (loss) before tax	(649)
Income Tax (expense) / benefit	-
Loss for the period from continuing operations attributable to owners of the Company	(649)
Other Comprehensive income attributable to owners of the Company	-
Total Comprehensive loss for the period attributable to owners of the Company	(649)
Earnings Per Share from Continuing Operations	-
Basic and diluted profit / (loss) – cents per share	(\$0.01)

Table 20: Historical Statement of Profit or Loss.

6.4 HISTORICAL STATEMENT OF CASH FLOWS

	INCORPORATION TO 30 JUNE 2020 \$
Operating activities	
Payments for bank charges	(649)
Net cash used in operating activities	(649)
Investing activities	
Payments	-
Net cash used in investing activities	-
Financing activities	
Proceeds from issue of shares	10
Loan Financing from Stawell Gold Mines Pty Ltd	3,000
Net Cash Financing	3,010
Net change in cash and cash equivalents	2,361
Cash and cash equivalents, beginning of reporting period	0
Cash and cash equivalents, end of period	2,361

Table 21: Historical Statement of Cash Flows.

6.5 HISTORICAL AND PRO-FORMA STATEMENT OF FINANCIAL POSITION

The table below sets out the summary historical statement of financial position as at 30 June 2020 and the pro forma adjustments that have been made to the statement of financial position as at 30 June 2020. The pro forma statement of financial position below is provided for illustrative purposes only and is not represented as being necessarily indicative of the Company's view of its future financial position.

Historical (30 June 2020 Audit) and Pro Forma Statement of Financial Position

	NORTH STAWELL MINERALS AUDITED 30-JUN-20	PRO FORMA UNAUDITED POST IPO
Current Assets		
Cash and Cash Equivalents (2)(5)	2,361	17,868,460
Other current assets	-	-
Total Current Assets	2,361	17,868,460
Non-Current Assets		
Finance asset	-	-
Property plant and equipment	-	-
Exploration and evaluation expenditure (1)	-	200,000
Total Non-Current Assets	-	200,000
Total Assets	2,361	18,068,460
Current Liabilities		
Loan - VSG	3,000	-
Trade and other payables	-	-
Total Current Liabilities	3,000	-
Total Liabilities	3,000	
Net Assets	(639)	18,068,460
Equity		
Issued Capital (1)(2)(3)(5)	10	18,791,062
Reserves (4)	-	124,978
Retained Profits (5)	(649)	(847,580)
Total Equity	(639)	18,068,460

Table 22: Historical (30 June 2020 Audit) and Pro Forma Statement of Financial Position.

6.6 DESCRIPTION OF PRO FORMA ADJUSTMENTS

The pro forma unaudited financial information has been derived from audited historical financial information as at 30 June 2020 after adjusting for the following transactions as if they had occurred at the date of listing:

1. the issue of 20,000,000 ordinary shares to beneficial shareholders of Stawell Gold Mines Pty Ltd in consideration for the acquisition of 100% ownership of EL6156 (Glenorchy) valued at \$200,000, each issued at \$0.01;
2. the issue of 40,000,000 fully paid ordinary shares at an issue price of \$0.50 each to raise \$20,000,000;
3. the issue of 4,000,000 Shares issued at the issue price (\$0.50) to Arete Partners Pty Ltd, an entity owned by the Victor Smorgon Group., The issue of these shares was awarded for IPO services and was approved by Shareholders on 17 July 2020;
4. the issue of 4,000,000 Shares issued at the issue price (\$0.50) to Asrica Pty Ltd, an entity associated with Mr Campbell Olsen, a director of the Company, the issue of these shares was awarded for IPO services and approved by Shareholders on 17 July 2020. These shares reflect a cost directly relating to the issue of new shares and have been recorded against issued capital;
5. the issue of 1,942,000 Performance Rights which the Directors have valued at \$0.09 using Monte Carlo methodology. Per AASB 2, the following 2 situations were considered: a) the current likely probability of achieving each of the vesting conditions within the specified performance periods, and then (b) determine the number of equity securities that we would expect to vest, based on an estimate of the likely success or failure of each of the vesting conditions; payment of estimated costs of the Offer of \$2,127,929, of which \$1,408,948 is recorded against issued capital as a cost of issuing new shares, and the balance of \$718,981 to accumulated losses.

6.7 OTHER NOTES

- The issue of 1,000 ordinary shares at an issue price of \$0.01 each which were subdivided into 52,000,000 ordinary shares, of which 31,200,000 are held by Leviathan Resources Pty Ltd and 20,800,000 were transferred to other beneficial shareholders of Stawell Gold Mines Pty Ltd.
- The Farm-In Agreement does not involve any share issuance as consideration but does involve expenditure obligations as set out in the Farm-In Agreement summarised in section 12.2.

6.8 NOTES TO AND FORMING PART OF THE FINANCIAL INFORMATION

(a) Basis of preparation

The financial information has been prepared in accordance with the recognition and measurement principles of Australian Accounting Standards adopted by the Australian Accounting Standards Board which are consistent with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board and the Company's accounting policies.

They have been prepared on the basis of historical costs and do not take into account changing money values, or except when stated, current valuations of non-current assets.

The accounting policies have been consistently applied by the Company unless otherwise stated.

(b) Accounting policies

The significant policies which have been adopted in the preparation of this financial report are summarised below.

6.9 SIGNIFICANT ACCOUNTING POLICIES

The Historical and Pro Forma Financial Information is for North Stawell Minerals as an individual entity.

6.10 HISTORICAL COST CONVENTION

The Historical Financial Information has been prepared under the historical cost convention, as modified by revaluations to fair value for certain classes of assets as described in the accounting policies.

(a) Going Concern

The Historical Financial Information has been prepared on a going concern basis.

(b) Finance income and expenses

Finance income comprises interest income on funds invested, gains on disposal of financial assets and changes in fair value of financial assets held at fair value through profit or loss. Finance expenses comprise changes in the fair value of financial assets held at fair value through profit or loss and impairment losses on financial assets.

Interest income is recognised as it accrues in profit or loss, using the effective interest rate method. All income is stated net of goods and services tax (GST).

(c) Income Tax

Tax expense recognised in profit or loss comprises the sum of deferred tax and current tax not recognised in other comprehensive income or directly in equity.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, the Australian Taxation Office (ATO) and other fiscal authorities relating to the current or prior reporting periods, that are unpaid at the reporting date. Current tax is payable on taxable profit, which differs from profit or loss in the financial statements.

Calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred income taxes are calculated using the liability method on temporary differences between the carrying amounts of assets and liabilities and their tax bases. Deferred tax on temporary differences associated with investments in subsidiaries and joint ventures is not provided if reversal of these temporary differences can be controlled by the Company and it is probable that reversal will not occur in the foreseeable future.

Deferred tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective period of realisation, provided they are enacted or substantively enacted by the end of the reporting period. Deferred tax liabilities are always provided for in full.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which deductible temporary differences can be utilised.

Deferred tax assets and liabilities are offset only when the Company has a right and intention to set-off current tax assets and liabilities from the same taxation authority.

Changes in deferred tax assets or liabilities are recognised as a component of tax income or expense in profit or loss, except where they relate to items that are recognised in other comprehensive income (such as the revaluation of land) or directly in equity, in which case the related deferred tax is also recognised in other comprehensive income or equity, respectively.

(d) Financial Instruments

Non Derivative Financial Instruments

Initial recognition and measurement

Financial assets and financial liabilities are recognised when the entity becomes a party to the provisions to the instrument. For financial assets, this is equivalent to date that the Company commits itself to either the purchase or sale of the asset.

Financial instruments are initially measured at fair value plus transaction costs, except where the instrument is classified as 'fair value through profit and loss', in which case the costs are expensed to profit or loss immediately.

Classification and subsequent measurement

Financial instruments are subsequently measured at either fair value or amortised cost using the interest method or cost. Fair value represents the amount for which an asset could be exchanged, or a liability settle, between knowledgeable willing parties. Where available, quoted prices in an active market are used to determine fair value.

(i) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortised cost. Loans and receivables are included in current assets except for those not expected to mature within 12 months after the end of the reporting period.

(ii) Financial liabilities

Non-derivative financial liabilities are subsequently measured at cost.

Impairment

At each reporting date, the Company assesses whether there is objective evidence that a financial instrument has been impaired.

(e) Property, Plant and Equipment

Plant and equipment is stated at historical cost less accumulated depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the items. Repairs and maintenance are charged to profit or loss during the reporting period in which they were incurred.

Depreciation is calculated using the diminishing value method to allocate asset costs over their estimated useful lives, as follows:

Exploration equipment	6 years
Office equipment	5 years
IT equipment	3 years

The assets residual values and useful lives are reviewed and adjusted at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if its carrying amount is greater than its estimated recoverable amount. The method was changed from the straight-line method in the prior year.

(f) Class of Fixed Asset, Depreciation Rates, Depreciation Basis of Impairment of Assets

At each reporting date, the Company reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to profit or loss.

Where it is not probable to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

(g) Employee Benefits

The Company provides post-employment benefits through various defined contribution plans.

A defined contribution plan is a superannuation plan under which the Company pays fixed contributions into an independent entity. The Company has no legal or constructive obligations to pay further contributions after its payment of the fixed contribution. The Company contributes to several plans and insurances for individual employees that are considered defined contribution plans. Contributions to the plans are recognised as an expense in the period that relevant employee services are received.

Short-term employee benefits are current liabilities included in employee benefits, measured at the undiscounted amount that the Company expects to pay as a result on the unused entitlement. Annual leave is included in 'other long-term benefit' and discounted when calculating the leave liability as the Company does not expect all annual leave for all employees to be used wholly within 12 months of the end of the reporting period. Annual leave liability is still presented as a current liability for presentation purposes under AASB 101 Presentation of Financial Statements.

(h) Goods and Services Tax

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

6.11 DIVIDEND POLICY

The Company does not intend to declare a dividend in the coming financial year. The Company may distribute dividends in the future based on future growth prospects and capital.



SECTION

INDEPENDENT GEOLOGIST'S REPORT

INDEPENDENT GEOLOGISTS REPORT

North Stawell Gold Project

JUNE 2020



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NORTH STAWELL GOLD PROJECT

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RL 7051 looking west

Front cover: EL 5443 looking south

Photography: Stuart Glazebrook

GLAZCO CONSULTANTS | INDEPENDENT GEOLOGISTS REPORT

NORTH STAWELL GOLD PROJECT



EXECUTIVE SUMMARY

This Independent Geological Report is prepared for inclusion in a prospectus to be issued by North Stawell Minerals Limited ACN 633 461 453 for the initial public offering of 40,000,000 shares in the Company at an issue price of \$0.50 per share to raise \$20,000,000.

On December 22, 2017, **The Victor Smorgon Group** ("VSG") acquired from publicly-listed Canadian company **Kirkland Lake Gold Ltd** (ASX: KLA, TSX: KL), all the issued and outstanding common shares of **Stawell Gold Mines Pty Ltd** ("SGM"), including the Stawell Gold Mine and applicable mining lease and associated exploration licences. All are located in the State of Victoria, Australia.

Arete Capital Partners Pty Ltd ("Arete") on behalf of VSG and North Stawell Minerals Limited ("NSM") commissioned **Glazco Consultants Pty Ltd** ("Glazco") to provide an Independent Geological Report ("Report") on the gold mineralisation potential of its 100%-owned mineral licences at North Stawell.

These licences include one retention licence (RL 7051), two exploration licences (ELs 5443 and 6156) and two exploration licence applications (ELAs 7324 and 7325). All lie within the "Stawell Structural Zone" and contain Palaeozoic gold-bearing formations which are mainly covered by younger sediments. Only a few major gold occurrences have been discovered previously in the area which, compared to the more well recognised "Bendigo Structural Zone", have only been lightly explored in the past. Potential exists within the licences for the location of intrusion-related mesozonal orogenic gold deposits. Mineralisation of this type accounted for most of the historic gold production from the central part of the "Stawell Structural Zone", mainly from the Stawell Gold Mine immediately to the south of the licences area.

The four exploration licences cover a total area of around 503 km² and, along with the RL 7051 (4,993 ha [~50 km²]), collectively comprise the **North Stawell Gold Project** ("NSGP"). There are two granted exploration licences areas, two application areas and a granted retention licence and are mostly on freehold agricultural land and presumed to be not subject to Native Title issues. There are also some small sections of the licences within Crown land.

It is understood NSM has entered into agreements to acquire certain interests in the above licences from the current owners. Glazco understands NSM will seek to acquire a 51% initial interest in RL 7051, EL 5443 and ELA's 7324 and 7325 under a proposed farm-in arrangement, with a right to acquire up to a 90% interest in those licences. NSM has also agreed to acquire a 100% interest in EL 6156.

As part of the initial acquisition, VSG obtained a substantial exploration database consisting of all historical data – geological, mine production and exploration. There is a wealth of information in the database, including data from a very large number of diamond drill core, reverse circulation, percussion, rotary air blast and aircore drill holes, as well as geophysical, geochemical, metallurgical and mineralogical data.

NOTE: Discussion of MIN 5260 and the broader Stawell Gold mine are outside the scope of this report and are will only be referenced regarding observations of potentially related zones and extensions of known mineralisation styles into the licence areas.

All amounts discussed within are denominated in Australian dollars.

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NORTH STAWELL GOLD PROJECT

**RL 7051 - WILDWOOD**

RL 7051 occurs within the Moornambool Metamorphic Complex ("MMC") of the Stawell Zone. Metamorphosed Cambrian basalt and associated sedimentary rocks are considered equivalent to the Magdala Volcanics that host the Stawell (orogenic) Gold Deposit to the south. This is a recently granted retention licence of approximately 50 km² arising out of the surrender of the previously 100%-held licence EL 3008. It is expected the RL will be transferred to NSM within 1 year.

Electromagnetic (in particular TMI-TILT analysis) surveys and gravity surveys outlined a number of strong conductors along strike from the Stawell Gold Mine and follow-up soil sampling produced anomalous geochemistry which, along with various drilling programs, indicated the presence of two main prospect/target areas with the potential to contain Magdala- and Wonga-style orebodies that were successfully mined historically at Stawell along with other possible potential structural targets.

One of these prospects/targets - Wildwood - has initially been assessed with a Modelled Inventory (a JORC compliant Inferred Mineral Resource Estimate) of 875,475 tonnes @ 2.0g/t for a total 55,153 ounces of gold at a cut-off grade of 1.0g/t. This licence also shows potential for the proximal location of orebodies recently discovered in the reopening of the Stawell Gold Mine and classified as "Eastern Flank" mineralisation.

Planned activities include reverse circulation (RC) and diamond drilling of coincident ground geophysical (magnetic, electromagnetic [EM], gravity, induced polarisation [IP]) and soil geochemical targets. EM and IP surveys will be conducted over the eastern flanks of the inferred buried basalt domes from the TMI magnetic survey to test for "Eastern Flank" mineralisation along with (RC) and diamond drilling. If successful, resource drilling and testing will be carried out.

EL 5443 - BARRABOOL

As with RL 7051, magnetic - in particular, TMI-TILT analysis - surveys and gravity surveys have outlined several strong conductors indicative of basalt domes. After soil sampling and drilling, seven prospect/target areas were outlined and are being assessed for further work. The depth of Tertiary (Murray Basin Sands) cover increases going north making exploration more difficult.

As most of these areas have only been partly tested, planned exploration activities include RC and diamond drilling of coincident ground geophysical and soil geochemical anomalies. EM and IP surveys will be conducted over the eastern flanks of the inferred buried basalt domes from the TMI magnetic survey to test "Eastern Flank" mineralisation. At this stage the Wal Wal prospect/target area would appear to have the most potential for Magdala-type orebodies.

EL 6156 - GLENORCHY

This is the smallest of the licences on the border between RL 007051, EL5443 and ELA 007324. Reinterpretation of the geophysical work carried out during the period 2000-2009, in particular the TMI-TILT electromagnetic surveys, indicated possibly two anomalies between the known basalt domes of Wal Wal and Wildwood. Infill "Ionic Leach" (ALS Laboratory trademark) soil testing between the Wal Wal and Wildwood soil surveys conducted in 2012 is warranted along with follow up diamond drilling to confirm the TMI anomalies/domes. The Wildwood North prospect/target area could also be the northerly extension of Wildwood and be a Magdala-type mineralisation.

ELA 7324 - DEEP LEAD

This the largest remnant of the previously held EL 3008. Again, the area occurs within the Moornambool Metamorphic Complex ("MMC") of the Stawell Zone. Metamorphosed Cambrian basalt and associated sedimentary rocks exist which are considered equivalent to the Magdala Volcanics that host the Stawell (orogenic) Gold Deposit to the south. Eight potential prospect/target areas have been indicated from electromagnetic (in particular TMI-TILT analysis) surveys, gravity surveys and follow up soil sampling which have been tested with various drilling programs. Three prospect/targets have the potential to contain Magdala-style orebodies.

ELA 7325 - GERMANIA

This is the smallest part of the surrendered EL 3008 and the second smallest of the licences. Similar work to that carried out on the other remnant area EL 7324 has revealed the presence of six prospect/targets with two of these having the potential to contain Magdala- and Wonga-style orebodies which were successfully mined historically at Stawell. The old mining area of Germania is also contained within this licence area.

NORTH STAWELL GOLD PROJECT

**EXPLORATION PROGRAM AND BUDGET**

Glazco has assessed the proposed 2-year exploration programs for each of the five licence areas under the North Stawell Gold Project. This ground-truthing approach includes geochemistry, geophysics and drilling towards the establishment of economic resources from the most prospective identified target areas. We agree with the proposed programs submitted by North Stawell Minerals.

NORTH STAWELL GOLD PROJECT – TWO YEAR EXPLORATION BUDGET

Licence	Name	Year 1	Year 2	Total*
RL 7051	WILDWOOD	\$912,200	\$1,760,674	\$2,672,874
EL 5443	BARRABOOL	\$2,028,950	\$2,028,950	\$4,057,900
EL 6156	GLENORCHY	\$250,000	\$250,000	\$500,000
ELA 7324	DEEP LEAD	\$1,194,334	\$1,194,334	\$2,388,668
ELA 7325	GERMANIA	\$2,786,779	\$2,786,779	\$5,573,558
TOTAL*		\$7,172,263	\$8,020,737	\$15,193,000

Source: North Stawell Minerals

*Some figures have been rounded

Individual exploration cost breakdowns and elementary components for each licence area are discussed elsewhere in this report.

CONCLUSION

Glazco concludes that NSM's licence areas present exposure to an attractive range of early stage exploration through to advanced exploration/pre-development plays. Further exploration and evaluation work is warranted on all of the licences. It is assumed that work on the Retention Licence would be a priority.

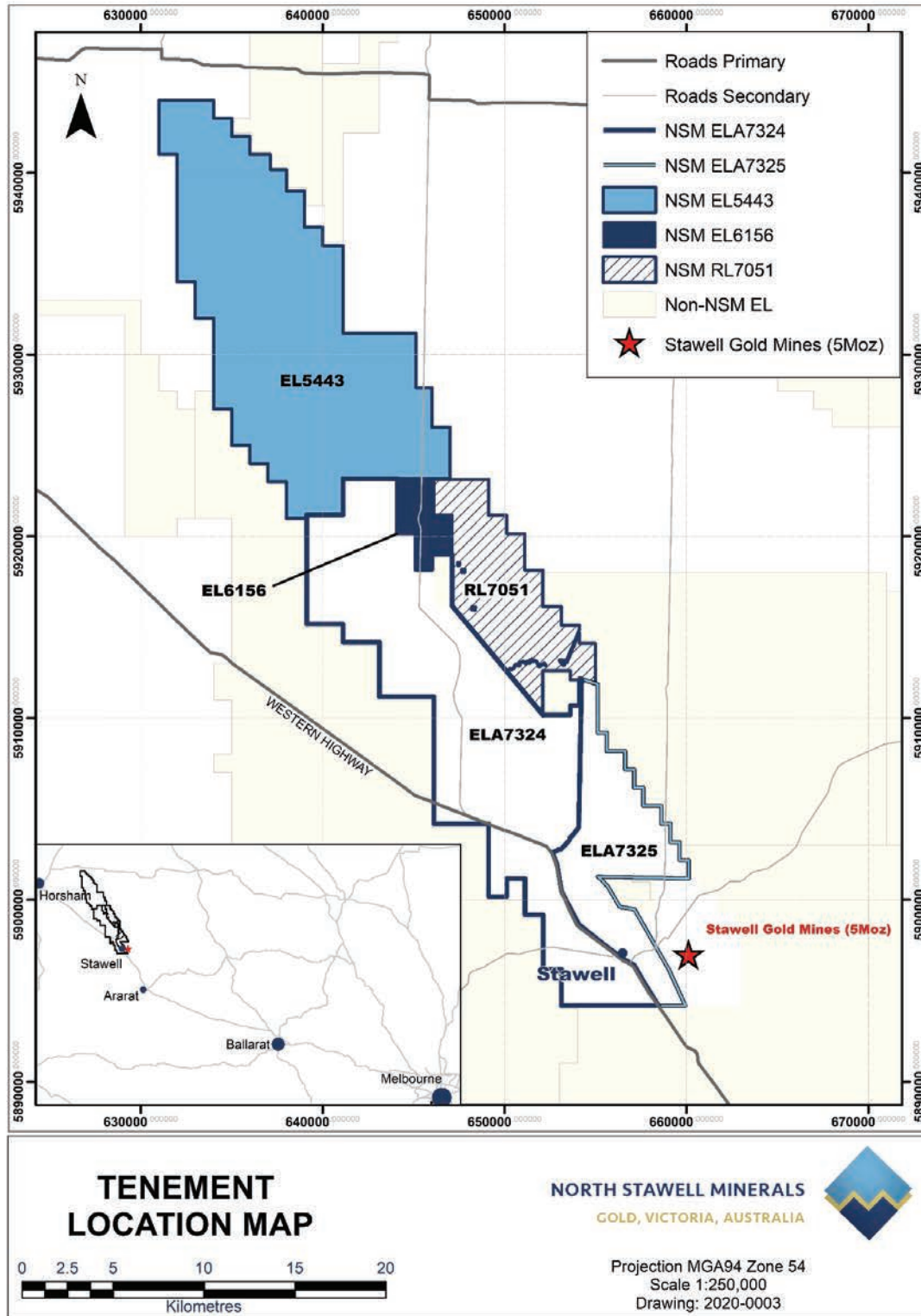
The proposed budget allocations are considered consistent with unlocking the exploration potential of the licence areas and are considered adequate to cover the costs of the proposed programs. The budgeted expenditures are also considered sufficient to meet the minimum statutory expenditure on the licences.

The Independent Geologist's Report has been prepared on information available up to and including 30th June 2020 and Glazco is not aware of any material change to NSM's mineral interests since that date.

NORTH STAWELL GOLD PROJECT



Figure 1. NORTH STAWELL GOLD PROJECT – LICENCE AREAS



Source: North Stawell Minerals

1.0 INTRODUCTION

1.1. Context, Scope and Terms of Reference

Glazco Consultants Pty Ltd has been commissioned by Arete on behalf of VSG and NSM to provide an Independent Geological Report on the gold mineralisation potential of one Retention Licence and four exploration licences (inclusive of two under application) at North Stawell.

The exploration licences that are the subject of this Report in which NSM has an interest are considered "Exploration and Advance Exploration Projects", which are inherently speculative in nature. Nonetheless, Glazco considers that the projects have been acquired on the basis of sound technical merit. The Retention Licence can be considered a "Pre-Development Project".

The properties are also considered to be sufficiently prospective, subject to varying degrees of exploration risk, to warrant further exploration and assessment of their economic potential, consistent with the proposed programs.

The scope of Glazco's appointment was to prepare this report for inclusion in the Prospectus, by addressing the following:

1. Comment on the reasonableness and accuracy of the NSM descriptions;
2. Provide brief opinions on the major issues and perceived risks associated with each licence; and
3. Comment on the proposed exploration programs and budgets

The exploration and evaluation programs summarised in this report amount to a total expenditure of approximately \$18 million which NSM plans to expend in the first two years.

NSM are understood to be committed to acquisition, exploration, development and administration of the mineral properties, satisfying the requirements of ASX Listing Rules 1.3.2(b) and 1.3.3(b). Glazco understands that NSM has prepared staged exploration and evaluation programs, specific to the potential of licence areas, which are consistent with the budget allocations. Glazco also considers that the relevant reported areas have sufficient technical merit to justify the proposed programs and associated exploration expenditure, satisfying the requirements of ASX Listing Rules 1.3.3(a). The proposed exploration budget also exceeds the anticipated minimum annual statutory expenditure commitment on the licences.

This Report has been prepared independently and in accordance with the Code and Guidelines for Technical Assessment and Valuation of Mineral and Petroleum Assets and Securities for Independent Expert Reports, 2015 (the "VALMIN Code"). It is a Technical Assessment Report as defined in the VALMIN Code. This report has also been prepared in accordance with the requirements of the Australian Securities and Investments Commission Regulatory Guides 111 and 112 (ASIC, 2007). Certain parts of this report also refer briefly to the JORC Code (2012).

This Report is not a Valuation Report and does not express an opinion as to the value of mineral assets or make any comment on the fairness and reasonableness of any transactions.

1.2. Tenement Status Verification

Glazco has not independently verified the ownership and current standing of the tenements that are the subject of this Report and is not qualified to make legal representations in this regard. Instead, it has relied on information provided by NSM.

Glazco has prepared this Report on the understanding that NSM's licences granted licences are in good standing and that there is a strong probability of the eventual granting of the licence applications.

1.3. Compliance with VALMIN (2015) and JORC (2012) Codes

This Report has been prepared in accordance with the 2015 Code and Guidelines for Assessment and Valuation of Mineral Assets and Mineral Securities for Independent Expert Reports ("VALMIN") and the Joint Ore Reserves Committee ("JORC") Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves 2012 Edition.

Both codes are binding upon Members of the Australian Institute of Geoscientists ("AIG"), the Australasian Institute of Mining and Metallurgy ("AusIMM"), the Australasian Code for Reporting of Identified Mineral Resources and Ore Reserves and the rules and guidelines issued by such bodies as ASIC and Australian Securities Exchange ("ASX"), which pertain to Independent Experts' Reports.

The author(s) have taken due note of the rules and guidelines issued by such bodies as the Australian Securities and Investments Commission ("ASIC") and the ASX, including ASIC Regulatory Guide 111 – Content of Expert Reports, and ASIC Regulatory Guide 112 – Independence of Experts.

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Parts of this report relate to the JORC Code - in particular, clauses 18, 19 and 20 - which refer to the reporting of Exploration Results and to an Inferred Mineral Resource.

Clause 18 includes that:

"Exploration Results include data and information generated by exploration programs that may be of use to investors. The reporting of such information is common in the early stages of exploration when the quantity of data available is generally not sufficient to allow any reasonable estimates of Mineral Resources."

Clause 19 includes that:

"Public Reports of Exploration Results must contain sufficient information to allow a considered and balanced judgement of their significance. Public Reports must not be presented so as to unreasonably imply that potentially economic mineralisation has been discovered. If true widths of mineralisation are not reported, an appropriate qualification must be included in the Public Report"

Clause 21 includes that:

"An Inferred Mineral Resource is that part of a Mineral Resource for which tonnage, grade and mineral content can be estimated with a low level of confidence. It is inferred from geological evidence and assumed but not verified geological and/or grade continuity. It is based on information gathered through appropriate techniques from locations such as outcrops, trenches, pit, workings and drill holes which may be limited or of uncertain quality and reliability.

An Inferred Mineral Resource has a lower level of confidence than that applying to an Indicated Mineral Resource and must not be converted to an ore reserve. It is reasonably expected the majority of Inferred Mineral Resources would upgrade to Indicated Mineral Resources with continued exploration."

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The VALMIN Code is the code adopted by the Australasian Institute of Mining and Metallurgy (AusIMM) and the Australian Institute of Geoscientists (AIG), and the standard is binding upon all AusIMM and AIG members. The VALMIN Code incorporates the JORC Code for the Reporting of Exploration Results, Mineral Resources and Ore Reserves.

NORTH STAWELL GOLD PROJECT



This Report refers to clauses of the VALMIN Code which respectively refer to Mineral Assets and which includes:

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 enough 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 Mineral Resources category.
- (c) **Pre-Development Projects** - A positive development decision has not been made. This includes properties where a development decision has been negative, properties on care and maintenance and properties held on retention titles.

The relevant Mineral Assets which pertain to this report are as follows:

Early Stage Exploration Projects	Prospects/Targets within EL 6156 Prospects/Targets within ELA's 7324 and 7325
Advanced Exploration Projects	Prospects/Targets within EL 5443
Pre-Development Projects	Wildwood Prospect/Target within RL 7051

1.4. Disclaimer

The opinions expressed in this Report have been based on information supplied to Glazco Consultants Pty Ltd (Glazco) by NSM, as well as a site visit. The opinions in this Report are provided in response to a specific request from NSM to do so. Glazco has exercised all due care in reviewing the supplied information.

While Glazco has compared key supplied data with expected values, the accuracy of the results and conclusions from the review are entirely reliant on the accuracy and completeness of the supplied data. Glazco does not accept responsibility for any errors or omissions in the supplied information and does not accept any consequential liability arising from commercial decisions or actions resulting from them.

Opinions presented in this Report apply to the site conditions and features as they existed at the time of Glazco's investigations, and those reasonably foreseeable. These opinions do not necessarily apply to conditions and features that may arise after the date of this Report, about which Glazco had no prior knowledge nor had the opportunity to evaluate.

Glazco confirms that nothing has come to its attention to indicate any material change to what is reported in this report.

The Report has been prepared in compliance with the Corporations Act and ASIC Regulatory Guides 111 and 112 with respect to Glazco's independence as experts with no business or professional relationships or interests which would affect the expert's ability to present an unbiased opinion within this report.

NORTH STAWELL GOLD PROJECT



1.5. Report Authors, Qualifications, Experience and Independence

Neither Glazco nor any of the authors of this Report have any material present or contingent interest in the outcome of this Report, nor do they have any pecuniary or other interest that could be reasonably regarded as being capable of affecting their independence or that of Glazco. Glazco has no prior association with NSM regarding the mineral assets that are the subject of this Report.

Glazco has no beneficial interest in the outcome of the Technical Assessment being capable of affecting its independence. Glazco's fee for completing this Report is based on its normal professional rates plus reimbursement of incidental expenses. The payment of that professional fee is not contingent upon the outcome of the Report.

The author of this report is Colin Glazebrook who is a geologist (BSc, Melbourne University) with over 50 years' experience and is a Fellow of the AusIMM (CPMan). Mr Glazebrook is appropriately qualified and experienced to act in the following capacities:

- A Competent Person as defined by the JORC Code (2012), and;
- An Independent Expert as defined in the VALMIN Code & ASIC Regulatory Guide 111.

Whilst the JORC Code does not require a person to be "independent", there is a need for a Competent Person to fulfil their professional obligations separate from the Commissioning Entity. Mr Glazebrook does not have any significant pecuniary or beneficial interest in NSM, nor in the outcome of this Report.

1.6. Specialist Declarations and Consent

Glazco consents to this Report being included, in full in the Prospectus to be issued by NSM, in the form and context in which the Technical Assessment is provided, and not for any other purpose.

Glazco provides this consent on the basis that the Technical Assessments expressed in the Executive Summary and in the individual sections of this Report are considered with, and not independently of, the information set out in the complete Report.

Glazco has provided and not withdrawn written consent for the inclusion of its Report on NSM's projects in the Prospectus, and to the inclusion of statements made by Glazco and to the references to its name in other sections of the prospectus, in the form and context in which the Report and those statements appear. Glazco accepts responsibility for this Report for the purposes of an Independent Geologist's Report.

Glazco confirms that to the best of its knowledge and belief (having taken all reasonable care to ensure that such is the case), the information contained in this report is in accordance with the facts and does not omit anything likely to affect the import of such information.

Neither Glazco's Report, nor any part of it, nor any reference to it, may be used for any other purpose without the written consent of Glazco.

1.7. Warranties and Indemnities

NSM have represented in writing to Glazco that full disclosure has been made of all material information and that, to the best of its knowledge and understanding, such information is complete, accurate and true.

As recommended by the VALMIN Code, NSM have provided Glazco with an indemnity under which Glazco is to be compensated for any liability or expenditure resulting from any additional work required which results from Glazco's reliance on information provided by NSM or to NSM not providing material information; or which relates to any consequential extension workload through queries, questions or public hearings arising from this Report.

1.8. Principal Sources of Information

Glazco has derived the technical information which forms the basis of its assessment on information provided by NSM, as well as a site visit to Stawell and environs. Glazco has relied upon discussions with NSM and SGM's management as well as company exploration reports for information contained within this valuation.

Glazco has supplemented this information where necessary with information from various literary sources, not limited to but including, technical reports prepared by consultants, government agencies, previous tenements holders, and other relevant published and unpublished data. The past exploration history of these tenements has been derived from previous explorers' reports, information provided by NSM and the government exploration database systems (GeoVic). Glazco has not conducted its own independent searches.

Opinions presented in this Report apply to the site conditions and features as they existed at the time of Glazco's investigations, and those reasonably foreseeable.

NSM has given Glazco assurances that to the best of its knowledge and understanding, complete, accurate and true disclosure has been made to Glazco of all material information relevant to the licences described in this Report. Glazco makes no representation and gives no warranty as to the accuracy or completeness of the information or reports that it has relied on.

Glazco does not accept responsibility for any errors or omissions in the data and information upon which the opinions and conclusions in this report are based and does not accept any consequential liability arising from commercial decisions or actions resulting from errors or omissions in that data or information.

Yours faithfully,

A handwritten signature in black ink, appearing to be a stylized name, enclosed in a thin black rectangular box.

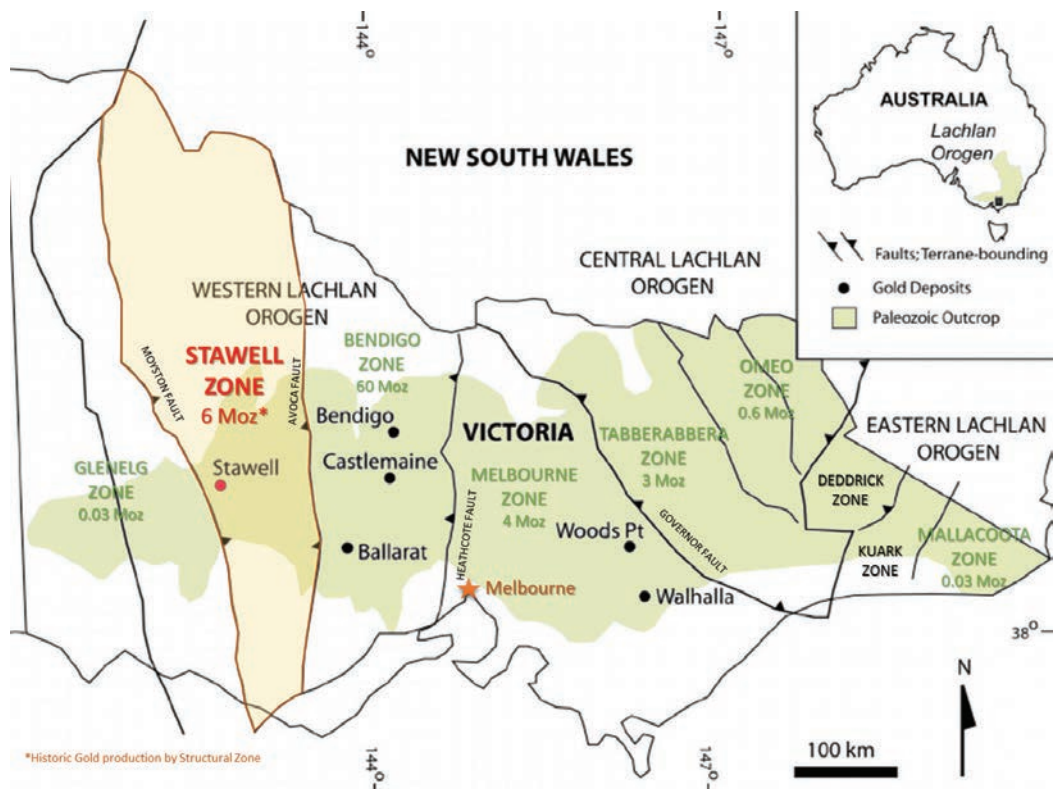
For and on behalf of Glazco Consultants Pty Ltd

2.0 BACKGROUND INFORMATION

2.1. Regional Geology and Structural Zones in Victoria

The geology of Victoria is defined by the presence of two distinct orogenic belts (subsets of the Tasman Fold Belt System): the Delamerian Fold Belt of Western Victoria and the Lachlan Fold Belt. Within these belts are 9 structural zones which reflect these orogenies as shown below in Figure 2.

Figure 2. GEOLOGICAL AND STRUCTURAL SETTING OF VICTORIA



Source: *Australian Journal of Earth Sciences* (adapted & annotated)

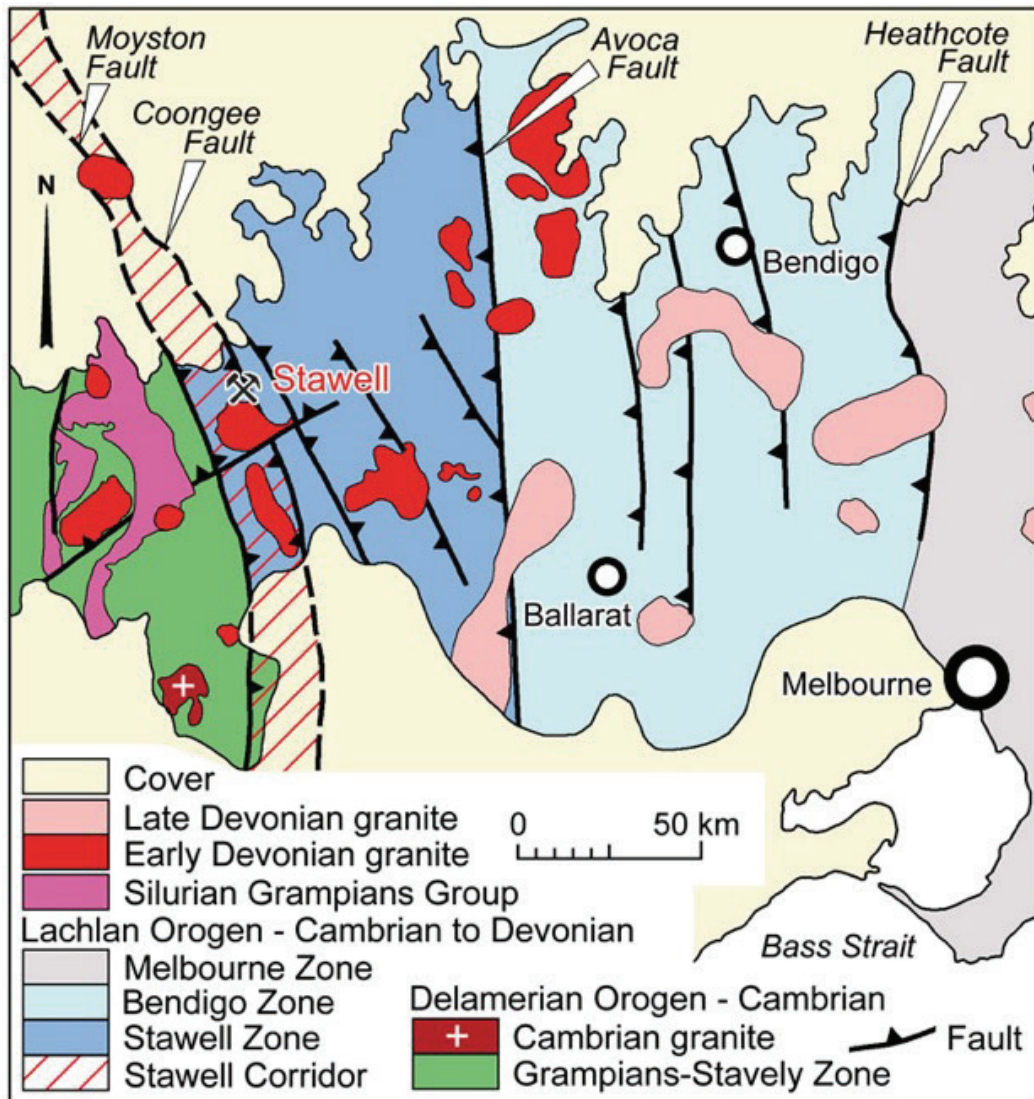
Western and Central Victoria can be subdivided into two broad structural categories: the Delamerian and Lachlan Fold Belts, separated by the Moyston Fault. Most of Victoria lies within the younger Lachlan Fold Belt, which is composed of Cambrian–Devonian age rocks, which were variably deformed between the Late Ordovician and the Carboniferous (450–340 million years ago [450–340Ma]).

The widespread gold mineralisation in central western Victoria is the result of a tectonic regime that moved in an easterly direction and affected all of southeastern Australia for some 80 million years and produced some nine >1 million ounce (>30 tonne) orogenic gold deposits (Table 1).

Thus, the Benambran to Bindian (440–400 Ma) Orogenies produced the major mineralizing event in the Stawell Zone and resulted in some early mineralisation in the Bendigo Zone. The Benambran, Bindian and Tabberabberan (440–380 Ma) Orogenies gave rise the significant mineralization at Ballarat, Bendigo and Fosterfield in the Bendigo Zone and finally the last stages of the Tabberabberan (380–370 Ma) Orogeny brought about the mineralization in the Melbourne Zone and at Costerfield and a second mineralisation at Fosterfield in the Bendigo Zone (Wilson et al 2020).

Figure 3 shows the geological setting of this area of western Victoria and the setting of the Stawell Gold field and extent below cover of the Stawell Corridor.

Figure 3. REGIONAL GEOLOGICAL MAP OF WESTERN VICTORIA



Source: Porter GeoConsultancy Pty Ltd (reproduced with permission)

Due to these continual movements many of the older faults opened up allowing repeated movement of gold bearing fluids resulting in the deposition of more gold in the same places and thus forming the largest gold deposits within the Bendigo Zone in particular. Thus, where older faults have been located, there is every probability that at depth rejuvenation of these has taken place resulting in currently undiscovered orebodies.

The licences under consideration lie within the Stawell Zone of the western Lachlan Fold Belt within what is known as the "Stawell Corridor" and lie north of the presently operating Stawell Gold Mine.

NORTH STAWELL GOLD PROJECT

**Table 1.** COMPARISON BETWEEN STAWELL, BENDIGO AND MELBOURNE ZONES

	Stawell Zone	Bendigo Zone	Western Melbourne Zone
Host rock ages	Cambrian-Ordovician	Cambrian-Ordovician	Ordovician-Middle Devonian
Sedimentary rocks	Meta-turbidites	Meta-turbidites	Meta-turbidites; rare carbonates
Dominant deformation	Delamerian (515-490 Ma)	Benambran (455-440 Ma)	Tabberabberan (385-370 Ma)
Lesser deformation	Benambran (460-440 Ma) Bindian (420-410 Ma)	Bindian (420-400 Ma) Tabberabberan (385-370 Ma)	?Bindian (420-400 Ma)
Substrate/underlying sequence	(Pre)Cambrian mafic volcanics	(Pre)Cambrian mafic volcanics	Paleoproterozoic to Cambrian Selwyn Block
Gold deposits >1,000,000oz	Stawell	Bendigo, Ballarat, Maldon, Clunes, Fosterville, Costerfield	Walhalla, Woods Point
Mineralisation age	440 Ma, 420 Ma	440 Ma, 420 Ma, 380 Ma	370 Ma
Dominant mineralisation style	Mesozonal	Mesozonal	Epizonal
Primary gangue minerals	quartz dominated; minor minerals pyrite, arsenopyrite, galena, sphalerite, pyrrhotite	quartz dominated; minor minerals pyrite, arsenopyrite, galena, sphalerite, stibnite	less quartz; stibnite, arsenopyrite, pyrite

Adapted from Source: Structural evolution of the orogenic gold deposits in central Victoria, Australia: The role of regional stress change and the tectonic regime Christopher J.L. Wilson, David H. Moore, Stefan A. Vollgger, Harry E. Madeley 2020*

2.2. Gold in Victoria

Victoria hosts one of the world's largest orogenic gold provinces. Most of Victoria's gold has come from orogenic gold deposits in the Lachlan Fold Belt. Mineralisation is chiefly associated with structurally controlled quartz veins in deformed lower Palaeozoic sedimentary rocks.

Gold production is unevenly distributed, and deposits tend to change in structural character and/or mineral assemblage from one structural zone to the next.

Orogenic gold deposits have been separated into mesozonal and epizonal mineralisation based on the depth and temperature of gold deposition. With mesozonal orogenic gold been the main source of historical primary gold production and they are most abundant in the Bendigo and Stawell structural zones. The main phase of mesozonal orogenic mineralisation in the Bendigo and Stawell zones occurred at around 440–420 million years ago (440-420 Ma).

- Two of the most prolific of the Victorian goldfields of this type that produced more than one million ounces (31 tonnes) of gold from quartz veins were Bendigo (560 tonnes) and Stawell (155 tonnes). The Stawell Zone after the Bendigo Zone is regarded as the second most richly endowed metallogenic belt of the Victorian gold province. However, In Victoria, less than a quarter of the Stawell Zone is exposed.
- Mesozonal orogenic gold is found in quartz veins within mineralised faults which are predominantly reverse faults, and most are related to folding and characterised by fault displacements of less than 100 metres.
- Some individual quartz veins are more than 20 metres wide and can be traced for many hundreds of metres both horizontally and vertically. Gold-bearing quartz veins are often grouped into vein systems, which can cover areas of up to 150 square kilometres.
- Mineralised areas such as these may contain more than 100 tonnes of gold, with typical grades for current large-scale underground mining between 5 and 30 g/t (grams of gold per tonne of ore).

As a gold province Victoria compares very favourably with the rest of the world as a location for the discovery of significant gold deposits.

Some relevant facts are as follows:

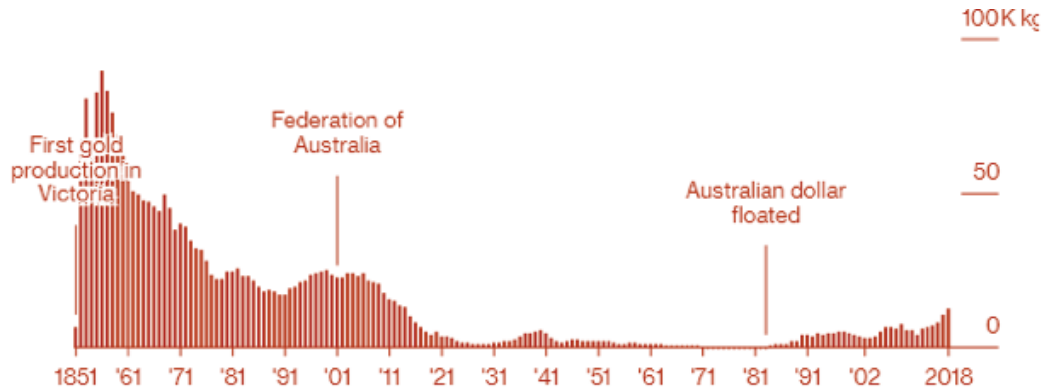
- Total all-time gold mined globally (as at 2017): **~165,000 tonnes**
- Victoria's recorded gold production (1851 - 2017): **~2500+ tonnes**
- Victoria has recorded **1.5%+** of all the worlds gold from just **0.15%** of global land area
- Victoria's productive goldfields occupy just **0.03%** of global land area
- Victoria's goldfield geology: 2 Orders of Magnitude (**100x**) richer in gold than the global average
- Nearly **50%** of the known goldfield geology extends under shallow cover

Due mainly to accessibility and political reasons, Victoria had an extended period of relative inactivity (see Figure 4) during which Western Australia took over as the most prospective area in Australia.

NORTH STAWELL GOLD PROJECT



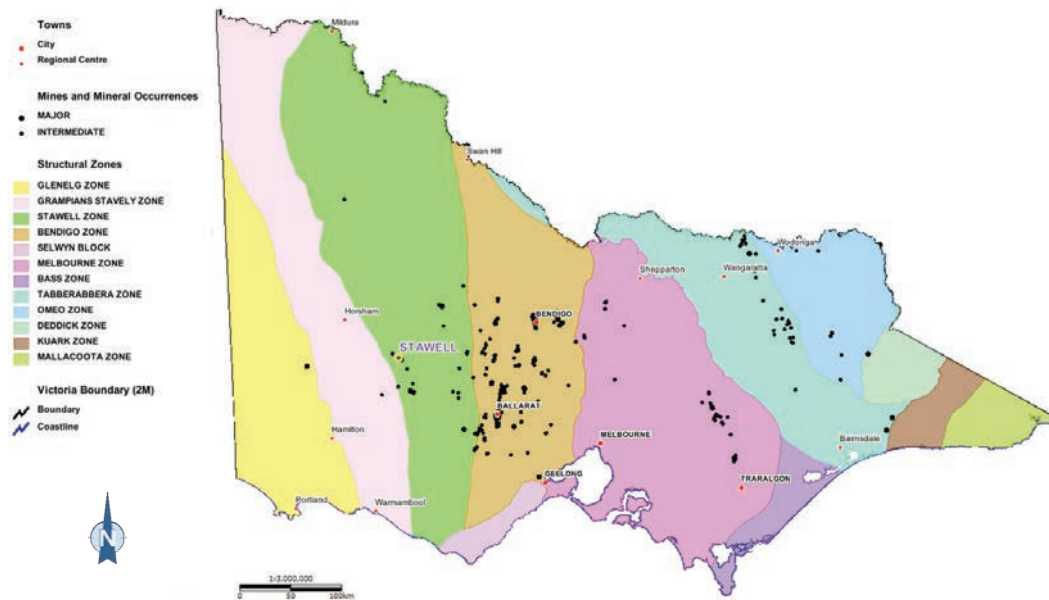
Figure 4. GOLD PRODUCTION HISTORY OF VICTORIA



Source: State Government of Victoria

Numerous goldfields exist in Victoria (some 7,000 mines have been worked); the most prolific of which occur in the Bendigo Zone, specifically from a 60-kilometre-wide belt in the western Bendigo Zone. The Stawell Zone is next, but as shown in Figure 5, the number of mines worked in this zone is very much lower than in the Bendigo Zone, even though the gold production percentage-wise of the nine >1,000,000oz fields is still around 7% and the Stawell goldfield actually ranks fourth out of the nine known fields.

Figure 5. MINE DENSITY COMPARISON STAWELL ZONE AND BENDIGO ZONE



Source: Geovic

A significant belt (Stawell Corridor) occurs along the 20-kilometre-wide Moornambool Metamorphic Complex in the western Stawell Zone, which includes the 5 Million-ounce (5Moz) Stawell Goldfield. The oldest units are the Cambrian basalts.

These basalt domes all have a roughly similar geometry and relationship to surrounding units and sit in the hanging wall of the Coongee Fault as shown in Figure 6. The present licences have been taken out over six of these domes.

NORTH STAWELL GOLD PROJECT



2.3. Geology and Gold Mineralisation in the Stawell Zone

The most westerly side of the Lachlan Fold belt is represented in western Victoria by the Stawell Zone. This zone has an average width of about 80 kilometres and is over 450 kilometres long. It is bounded by the Avoca Fault to the east, and the Moyston Fault to the west.

The western edge of the Stawell Zone is termed the Moornambool Metamorphic Complex (in which lies the Stawell Gold Corridor), which contains highly deformed metamorphosed Magdala Volcanics (tholeiitic mafic lavas and volcanogenic sedimentary rocks) & St Arnaud Group rocks – clastic sedimentary rocks).

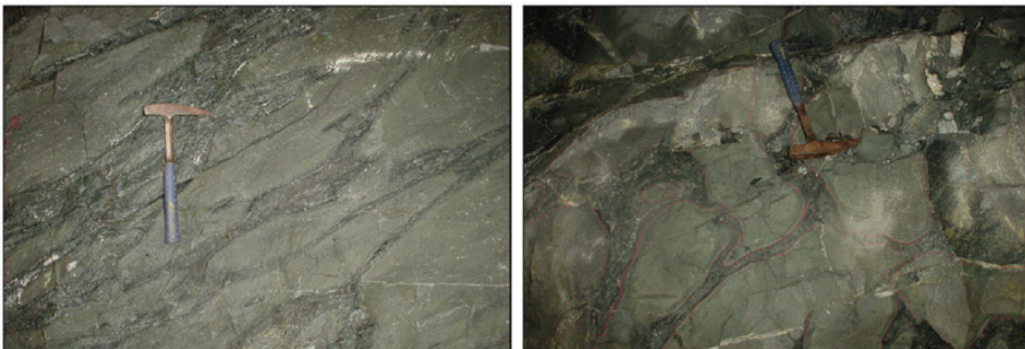
The Moornambool Metamorphic Complex of the Stawell Zone is considered prospective for orogenic gold deposits with the metamorphosed Cambrian basalt and associated sedimentary rocks of the Complex considered equivalent to the Magdala Volcanics that host the Stawell orogenic gold deposit to the south of the licences. These have been intruded by granites of Early Devonian age and are overlain by flat-lying Tertiary-aged Murray Basin sediments to the north and partly overlain by Tertiary basalts to the south.

The structural evolution of the Stawell Goldfield is complex, with up to seven separate deformation events ($D_1 - D_7$) recognised. Mineralisation has been interpreted to be associated with the fourth of these deformation events.

Gold in the Stawell goldfield is hosted primarily by a sequence of sulphide-mineralised metasediments: the Stawell Facies (deformed and chlorite-sericite-altered mudstones). The sulphide-enriched Stawell Facies occurs adjacent to barren basalt domes and is referred to as Magdala-style mineralisation and is overlain by the Albion Formation. Gold mineralisation is also present in quartz reefs.

Aeromagnetic anomalies in the north-western part of the Stawell corridor display intense negative and positive lobes. Gold mineralisation at the Stawell Mine occurs mainly in a highly deformed and altered sedimentary sequence (the Stawell Facies) on the western flank of one of the basalt domes (Magdala basalt dome) and gold is hosted within sulphide minerals including pyrite, pyrrhotite and arsenopyrite. It is worth noting that Stawell Gold Mines are currently mining the eastern flank of the Magdala dome.

Deformed pillows from the Magdala Basalt at Stawell

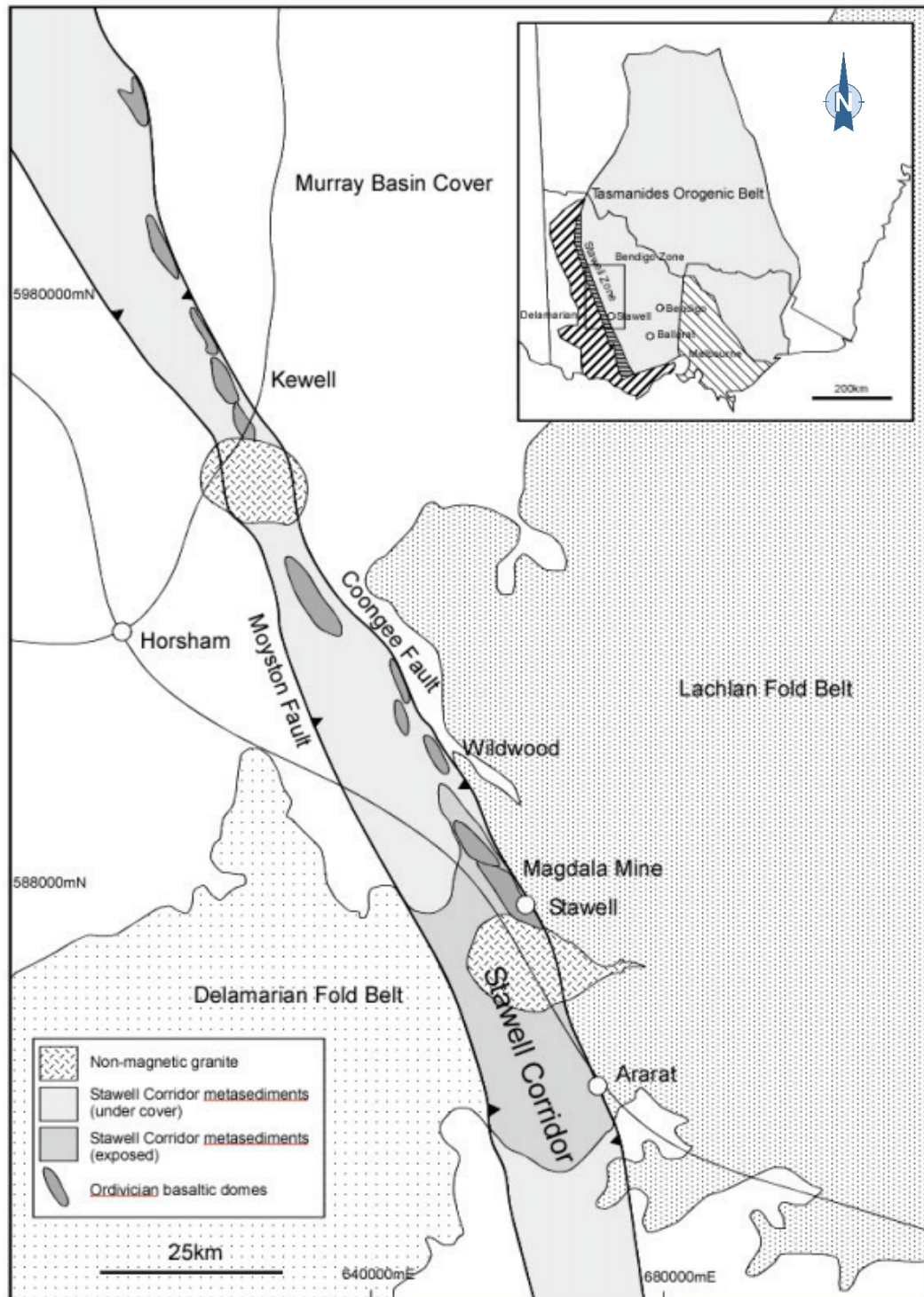


Source: Structural evolution of the orogenic gold deposits in central Victoria, Australia: The role of regional stress change and the tectonic regime Christopher J.L. Wilson*, David H. Moore, Stefan A. Vollgger, Harry E. Madeley 2020}

Sulphides (pyrrhotite) and magnetite in the Stawell Facies contribute to distinctive electrical properties, and the basalt itself has significantly higher magnetic susceptibility and specific gravity than the surrounding sedimentary (Albion Formation) rocks.

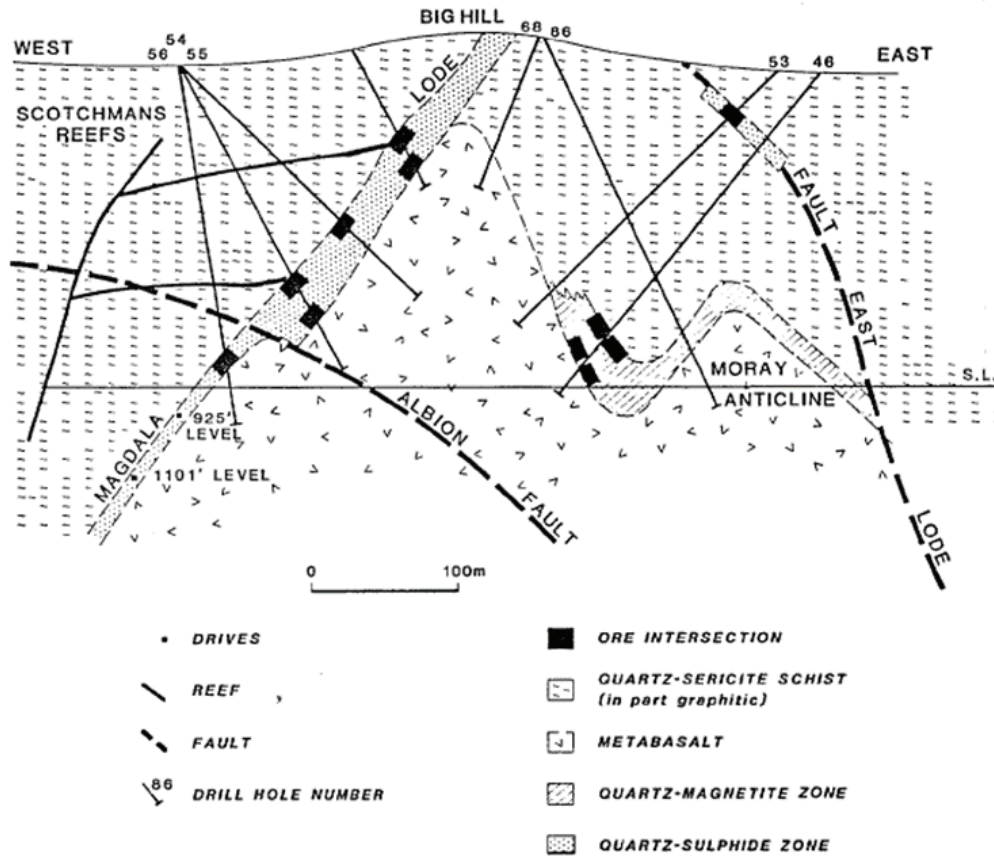
Production from all sources (alluvial and hard rock) in the Stawell Goldfield in the period 1853 to 2016 - when the mine was closed by Kirkland Lake - was almost 5Moz (Winterbottom, et al., 2017) with mine production totaling 4.1Moz (Refer Appendix 1).

Figure 6. STAWELL CORRIDOR SHOWING FAULTS AND BASALTIC DOMES



Source: Rawling 2005, et al.

Figure 7. MAGDALA LODGE AND SCOTCHMAN'S REEF, STAWELL DEPOSIT, EASTERN VICTORIA



Source: Ramsay and Vandenberg, 1986).

Note in the above figure that the Magdala lode preferentially follows the contact between altered mafic volcanic rocks and meta-sediments.

NORTH STAWELL GOLD PROJECT



2.4. Project History and Ownership

Gold was first discovered at Stawell in 1853, and production from both alluvial sources and high-grade quartz reefs totaled an estimated 2,670,000oz (including 770,000oz of alluvial production) in the 73 years until the last mine closed in 1926 (Fredericksen, 1992).

In June 1981, Stawell Gold Mines was re-opened by a Western Mining Corporation (WMC)/Central Norseman Gold joint venture with commencement of the Magdala decline. An expansion in 1984, including construction of a processing facility and open cut operation at the Wonga Mine (two kilometres south of Magdala) produced 336,000oz of gold until it was acquired in December 1992 through a 50/50 joint venture by Mining Project Investors Pty Ltd. (MPI) and Pittston Mineral Ventures (Pittston) (Winterbottom, J, 2017).

In February 2004, MPI acquired Pittston's 50% share of the project and in December 2004, Stawell was included in the ASX-listing of demerged MPI entity, Leviathan Resources Ltd.

Numerous corporate changes ensued:

January 2007	Leviathan acquired by Perseverance Corporation Limited
February 2008	Perseverance acquired by Northgate Minerals Corp.
October 2011	AuRico Gold Inc. acquires Northgate
May 2012	Crocodile Gold Corp. acquires Fosterville and Stawell mines from AuRico Gold
July 2015	Crocodile Gold merged with Newmarket Gold Inc.
November 2016	Newmarket merged with Kirkland Lake Gold Inc.

The Stawell mine was placed on care and maintenance by Kirkland Lake in November 2016.

VSG purchased Stawell Gold Mines in December 2017 and reopened the Magdala mine for production in January 2019.

3.0 THE LICENCES

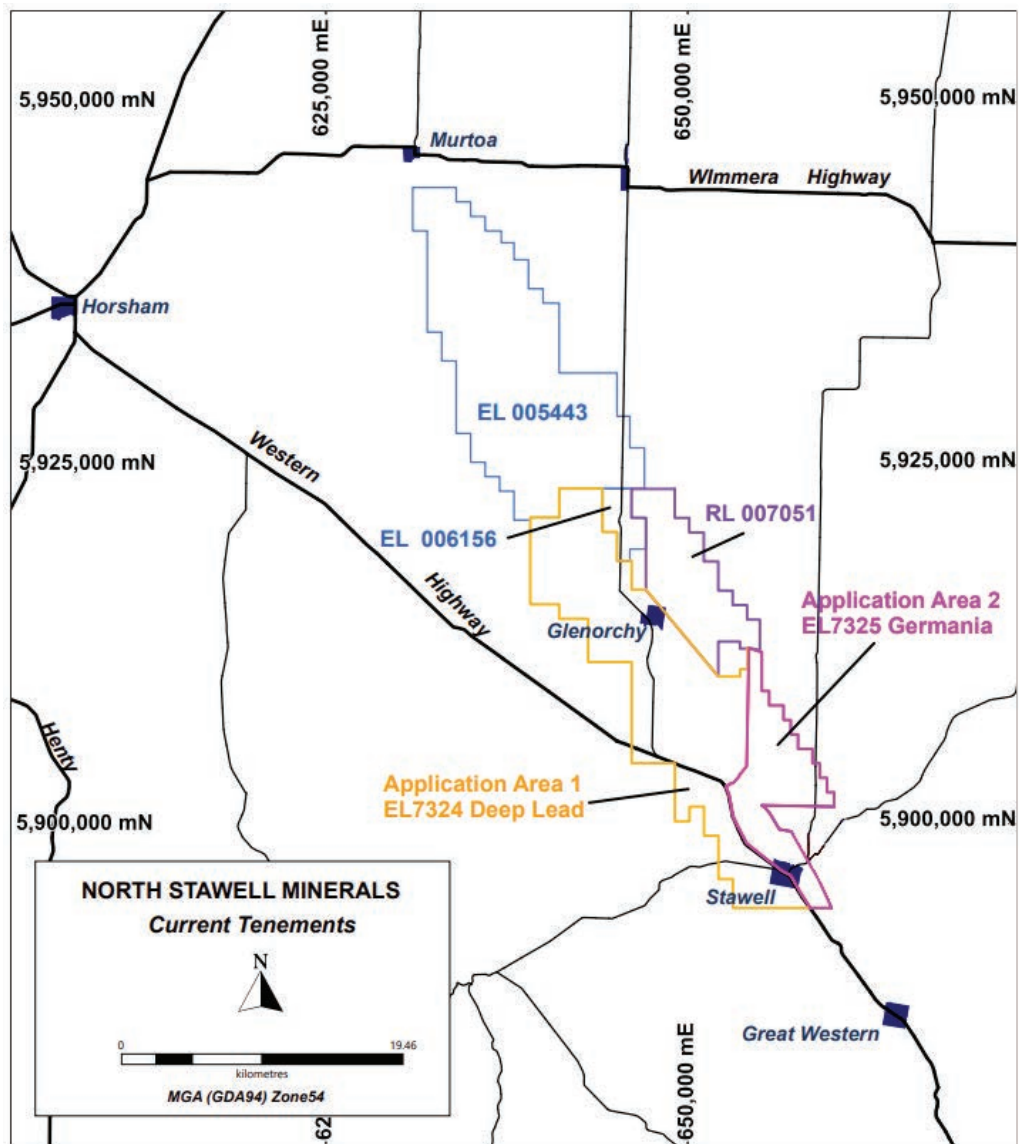
3.1. Location, Access and Tenure

The North Stawell licences are located in western Victoria, some 237 kilometres west-northwest of Melbourne and directly to the north of the City of Stawell (Figure 8).

The project is reached by the Western Highway through Ararat and the main Melbourne to Adelaide rail line passes through the city which is also serviced by a local airfield. Access through the licences is excellent utilising a series of secondary roads and farm access tracks.

The climate is semi-arid, allowing for exploration and mining activities all year round.

Figure 8. LOCATION OF NORTH STAWELL EXPLORATION LICENCES



Source: North Stawell Minerals

NORTH STAWELL GOLD PROJECT



3.2. Past General Exploration in the Licence Areas

Stawell is an historic goldfield with gold first discovered in 1853 at Pleasant Creek and over the past 165 years the goldfield has produce over 5Moz of gold. The Stawell Gold Mine produced 2.7Moz of gold between 1853 and 1926 from both alluvial and hard rock sources and mining did not recommence until 1981 when the Western Mining Corporation (WMC)/Central Norseman Gold joint venture commenced the Magdala decline. Since that time until the present owners Stawell Gold Mines Pty Ltd (SGM) (Arete Capital Partners Ltd) took over the mine and the initial four licences in 2018, various mergers, takeovers and acquisitions took place culminating in the mine closing again in 2016.

The Measured, Indicated and Inferred Resources at the time of the takeover by the present owners stood at over 350,000oz. There were no reportable underground Mineral Reserves.

The mine, which is within MIN 5260, lies just to the south east of the current licences (see Figure 8) is currently in production with newly reported encouraging developments taking place. Mining activity is focused on the eastern flank of the Magdala Dome with approximately 40 kilometres of underground diamond drilling per annum utilised for exploration and resource definition.

Compared with other gold belts in Australia, the "Stawell Corridor" has been relatively underexplored. WMC and SGM (also as Leviathan Resources Pty Ltd) carried out most of the modern gold exploration around the Stawell Gold Mine area and along the corridor to the north. Exploration in the early 1970's along direct extensions of the corridor to the northwest was limited to various phases of gold and mineral sands exploration by Wimmera Industrial Minerals Pty Ltd (now Rio Tinto).

Table 2. PAST LICENCE HOLDERS OVER PRESENT LICENCE AREAS

Licence	Owner	From	To
EL 27	Planet Resources Group NL	1965	1970
EL 35	WMC Resources Ltd	1965	1969
EL 467	Duval Mining (Aust) Ltd	1973	1982
EL 571	WMC Resources Ltd	1976	1982
EL 3330	Wimmera Industrial Minerals Pty Ltd	1979	1999
EL 837	WMC Resources Ltd	1980	1983
EL 837	WMC Resources Ltd	1980	1983
EL 793	Wimmera Industrial Minerals Pty Ltd	1980	1992
EL3322	Stawell Gold Mines Pty Ltd	1982	1994
EL 3323	Stawell Gold Mines Pty Ltd	1982	1984
EL 1258	Wimmera Industrial Minerals Pty Ltd	1983	1992
EL 3248	Stawell Gold Mines Pty Ltd	1988	1984
EL 3446	Stawell Gold Mines Pty Ltd	1993	1995
EL 4279	Stawell Gold Mines Pty Ltd	1998	2015
EL 4408	Leviathan Resources Pty Ltd	1999	2000
EL 4423	Leviathan Resources Pty Ltd	1999	2004
EL 4429	Leviathan Resources Pty Ltd	2002	2012
EL 3008	Stawell Gold Mines Pty Ltd	1988	2020

Source: Company Reports

NORTH STAWELL GOLD PROJECT



The present situation of the licences showing current status, expiry date, present aerial extent and government commitment is illustrated in Table 3 below. The area covered by most of the present licences includes considerable amounts of the past licence areas shown above (Table 2) and information from those licences has been studied in producing this report.

The two exploration licences (EL 5443 & EL 6156) held by Leviathan Resources Pty Ltd (LVR), and the retention licence (RL 7051) and exploration licence applications (ELA 7324 & ELA 7325) held by Stawell Gold Mines Pty Ltd SGM) all lie within the North Stawell Corridor (the section north of the Stawell Gold Mine) and stretch from the City of Stawell northwards to the township of Murtoa, a distance of some 55 kilometres.

It is understood NSM has entered into agreements to acquire certain interests in the above licences from the current owners. Glazco understands NSM will seek to acquire a 51% initial interest in RL 7051, EL 5443 and ELA's 7324/7325 under a proposed farm-in arrangement, with a right to acquire up to a 90% interest in those licences. NSM has also agreed to acquire a 100% interest in EL 6156.

Table 3. NORTH STAWELL GOLD PROJECT - PRESENT LICENCES SCHEDULE

	RL 7051	EL 5443	EL 6156	ELA 7324	ELA 7325	TOTAL
NAME	WILDWOOD	BARRABOOL	GLENORCHY	DEEP LEAD	GERMANIA	
Status	Granted	Granted	Granted	Application	Application	
Graticules (Current)		194	18	209	82	503
Hectares	4993.1					4993.1
Rent	\$1,786.00	\$1,942.00	\$205.00	-	-	\$3,933
Bond	\$0	\$10,000	\$10,000	NA	NA	\$20,000
Owner	SGM Pty Ltd	Leviathan Resources	Leviathan Resources	SGM Pty Ltd	SGM Pty Ltd	
	100%	100%	100%	100%	100%	
Mapsheet	Rupanyup	Rupanyup	Rupanyup	Rupanyup	Ararat	
Application Date		24-Sep-2012	05-Feb-2016	10-Jun-2020	10-Jun-2020	
1st Grant Date	11-May-2020	26-Nov-2013	29-Dec-2016	TBC	TBC	
Last Grant Date	-	26-Nov-2018	29-Dec-2016	-	-	
Expiry Date	10-May-2031	25-Nov-2023	28-Dec-2021	-	-	
Current Period	1st	2nd & FINAL	1st	-	-	
5/5 Renewal	IN 1st YEAR	IN 7th YEAR	IN 4th YEAR	-	-	

Current Expenditure Covenants

	RL 7051	EL 5443	EL 6156	ELA 7324	ELA 7325	TOTAL
Pre-2020	\$0	\$748,000	\$57,000	NA	NA	\$805,000
2019/20		\$600,000	\$18,600			\$618,600
2020/21	\$912,200	\$112,000	\$20,400			\$1,044,600
2021/22	\$1,760,675	\$112,000				\$1,872,675
2022/23	\$703,275	\$112,000				\$815,275
2023/24	\$675,000					
2024/25	\$450,000					
2025/26	\$450,000					
2026/27	\$225,000					
2027/28	\$225,000					
2028/29	\$375,000					
2029/30	\$225,000					
2030/31						
TOTAL	\$6,001,150	\$936,000	\$39,000	\$0	\$0	\$4,351,150

Source: GeoVic, Company Reports

NA - no approved commitments for these applications

NORTH STAWELL GOLD PROJECT

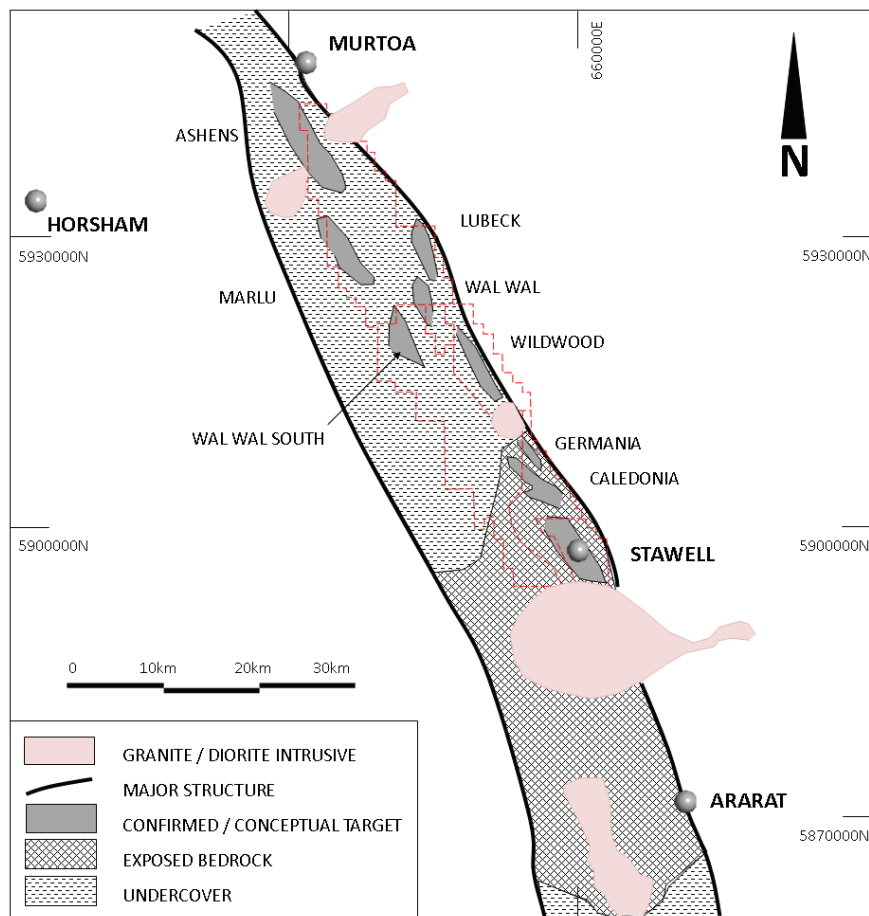


In 1997-98, the MPI/Pittston Joint Venture completed the acquisition and interpretation of detailed magnetics (and gravity) data which enhanced several previously tested regional targets, including potential Stawell-type basalt targets at Wildwood and Glenorchy, under Tertiary cover.

In addition, these data confirmed the capacity of the magnetics to define new targets under Murray Basin sediments north in the present EL 5443 (Fredericksen, 1992).

Interpretations of these detailed aeromagnetic and gravity data indicated that the Stawell corridor continues north under Murray Basin sediments and repetitions of the Stawell geological setting are evident over at least a 100 kilometres strike length northwest of Stawell (Figure 9).

Figure 9. STAWELL ZONE, GEOLOGY WITH TARGETS UNDER MURRAY BASIN COVER

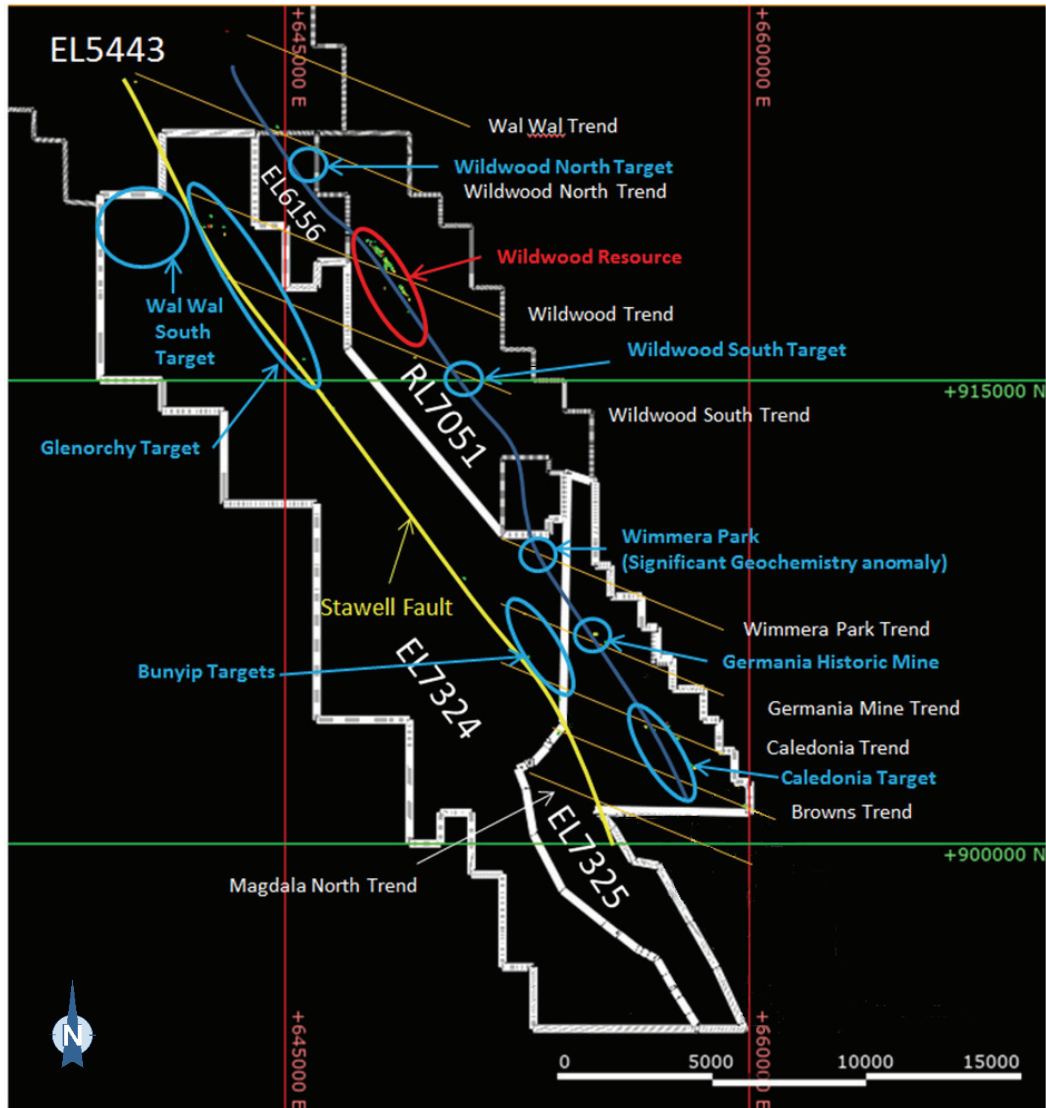


Source: Noble, et.al (after Leviathan, 2004)

An extensive exploration effort under previous licence holders from 1999–2005 saw in excess of 166,000 metres of air core, reverse circulation and diamond drilling completed in over 1400 holes. However, none of the indicated Projects/Targets, except for perhaps the Wildwood in EL 3008 (RL 7051), were fully evaluated.

Geological mapping by the Victorian Geological Survey along with additional regional magnetic and gravity data from Geoscience Victoria and Geoscience Australia was carried out in the period 2000 to 2013 and interpretation of the data, in particular TMI–TILT results, indicates that the Stawell corridor continues north under Murray Basin sediments and repetitions of the Stawell geological setting are evident within the licences northwest of Stawell.

Figure 10. NORTH STAWELL GOLD PROJECT - PLAN OF EXPLORATION PROSPECTS/TARGETS



Source: North Stawell Minerals

Figure 10 shows the current prospects/targets (excluding EL 5443) within the licence areas and Figure 11 indicates the position of the licences in respect of the Total Magnetic Intensity (TMI) map of the Stawell Corridor, showing the mineralisation package and structural trends affecting mineralisation.

Various drilling programs were carried out within the licences up until 2015 and a large "Ionic Leach" soil sampling program was conducted in 2012-2013, providing the geochemical information to complement the existing geophysical dataset in order to further define robust drill targets.

In particular "Ionic Leach" soil sampling was carried out with the volcanogenics (sapolrite) indicators being abnormal Au, Arsenic (As) and Sulphur (S) readings.

In addition, extensive research into the nature of the mineralisation at Stawell has led to 3D structural and fluid flow modelling of the basalt domes and host sediments to aid in predictive exploration.

NORTH STAWELL GOLD PROJECT



In 2019, prior to the application for a Retention Licence over the area, a single diamond drill hole was drilled (GSD001) to a depth of 806.5 metres at the Germania Prospect within the now surrendered EL 3008. Table 4 shows the exploration history of the licences and the Prospect/Targets outlined to date.

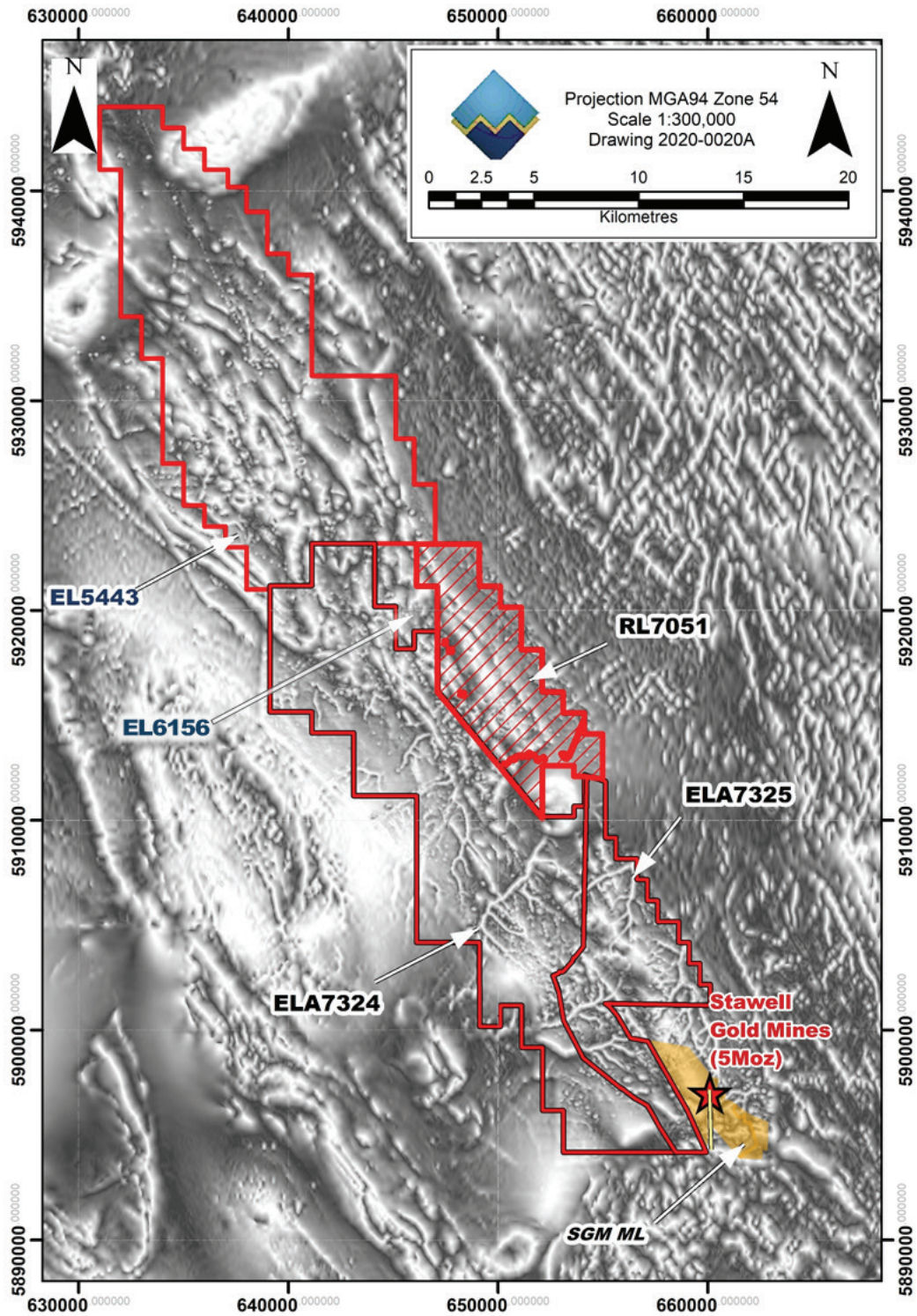
Table 4. LICENCE EXPLORATION HISTORY AND TARGETS

Licence	Main Prospect	Prospect/Target	Interpreted Mineralisation	Tertiary Cover Depth (m)	Geophysics	Geochemistry	Drilling	Status	Mineralisation Model	Size
RL 7051	Wildwood	Wildwood	Magdala & Golden Gift	10 to 20	CSAMT/AMT TEM Detailed Gravity	35 BLEG Soil Samples 1,331 Ionic Leach soil samples	AC 212 holes (11,271m) RC 269 holes (20,002m) DD 99 holes (23,412m)	Confirmed Cambrian basalt & mineralisation	Magdala-type basalt-hosted contact	1300m x 400m
		Wildwood South	Magdala & Golden Gift	10	MIMDAS IP MT					
EL 5443	Wal Wal	Wal Wal	Magdala	35 to 60	Detailed Gravity MIMDAS MT	493 Ionic Leach soil samples	AC 289 holes (17,477m) DD 3 holes (970.8m)	Confirmed Cambrian basalt & mineralisation	Magdala-type basalt-hosted contact, quartz shear-hosted	4000m x 1000m
		Central TMI Dome	Magdala, Golden Gift & Wonga	20 to 50					Magdala/Gift/Structural	
		Western TMI Dome	Magdala, Golden Gift & Wonga	20 to 50					Magdala/Gift/Structural	
		Holts & Bismark	Magdala	50		27 BLEG soil samples	AC 21 holes (1,537m)	Confirmed Cambrian basalt, no mineralisation as yet	Magdala-type basalt-hosted contact, quartz shear-hosted	2000m x 700m
	Northern Targets	Marlu	Magdala, Golden Gift & Wonga	50	Detailed Gravity MIMDAS MT				Magdala/Gift/Structural	
		Ashens	Wonga & Structural	60	TEM Detailed Gravity	266 BLEG soil samples	AC 185 holes (17,991m) DD 2 holes (894m)	Confirmed interbedded schist/basalt & mineralisation	Shear-hosted quartz vein, Wonga-type	10000m x 3000m
		Lubeck	Structural	50	Detailed Gravity MIMDAS MT		AC 41 holes (3,643m)	Confirmed interbedded schist/basalt, no mineralisation as yet	Shear-hosted quartz vein	3000m x 600m
EL 6156	Wildwood North	Wildwood North	Magdala & Golden Gift	20 TO 30	TMI, Detailed Gravity	some soils	limited aircore	Confirmed Cambrian basalt & mineralisation	Magdala-type basalt-hosted contact	small
ELA 7324	Glenorchy	Glenorchy	Structural	30	AMT (single line) Detailed Gravity		AC 365 holes (26,675m) RC 13 holes (889m) DD 16 holes (5,794m)	Confirmed sheared interbedded schist/basalt and mineralisation	Shear-hosted quartz vein	9000m x 2000m
	Bunyip North	Stawell Fault North	Structural	2 to 15				Confirmed structure & mineralisation	Shear-hosted quartz vein	7500m x 750m
		Wimmera Park Granite	Wonga & Magdala	0			Ionic Leach (soil)		Wonga & Magdala	
	Wimmera Park	Wimmera Park Western Halo		0	TMI/TILT	Ionic Leach (soil)				
		Pleasant Creek?		0			some drilling			
	Wal Wal South	Wal Wal South	Magdala	35 to 45		see Wal Wal	see Wal Wal		Magdala/Gift	
ELA 7325	Germania	Bunyip South	Magdala & Golden Gift	0 - 7	Detailed Gravity TEM				Structural	
		Germania	Magdala, Golden Gift & Wonga	0 - 7	Detailed Gravity Passive MT	1,007 Ionic Leach soil samples	AC 25 holes (1,252m) RC 5 holes (555.4m) DD 1 hole (815m) [2019]	Old workings (qtz vein), coincident magnetic & gravity anomaly	Magdala-type basalt-hosted contact, quartz shear-hosted	1400m x 900m
	Commercial Road	Scallans	Unknown	0 - 7			DD 4 holes (851m)	Interpreted Cambrian basalt, no mineralisation as yet	Not determined at present	2000m x 400m
		Caledonia	Magdala?	0 - 7		some soils	AC 4 holes	Interpreted Cambrian basalt, no mineralisation as yet	Not determined at present	
		Browns	Structural	0	Detailed Gravity	16 Auger samples 963 Ionic Leach soil samples	AC 365 holes (26,675m) RC 13 holes (889m) DD 16 holes (5,794m)	Confirmed interbedded schist/basalt & mineralisation	Shear-hosted quartz vein	7000m x 750m

Source: Company Reports

Within the present two granted licences, 8 prospects/targets have been identified and variously explored. Two prospect/targets exist in RL 7051 and 12 prospect/targets exist in the two application areas. These are also outlined in Table 4.

Figure 11. TENEMENT OUTLINES OVER TOTAL MAGNETIC INTENSITY (TMI-TILT)



Source: North Stawell Minerals

NORTH STAWELL GOLD PROJECT



3.3. Prospects/Targets

For simplicity – and because of the complex structural relationships in the area - Glazco has designated the Prospects/Targets into 12 “Main Prospect” areas within which all of the currently discovered and “named” prospects are ranked.

The ranking of the Prospects/Targets is a judgement based on the work done and the results achieved. It is an indication of Glazco’s assessment of the potential of the area to host a suitably sized ore body that can be developed taking into account current conditions.

Table 5. NORTH STAWELL GOLD PROJECT - EXPLORATION PRIORITY TARGETS

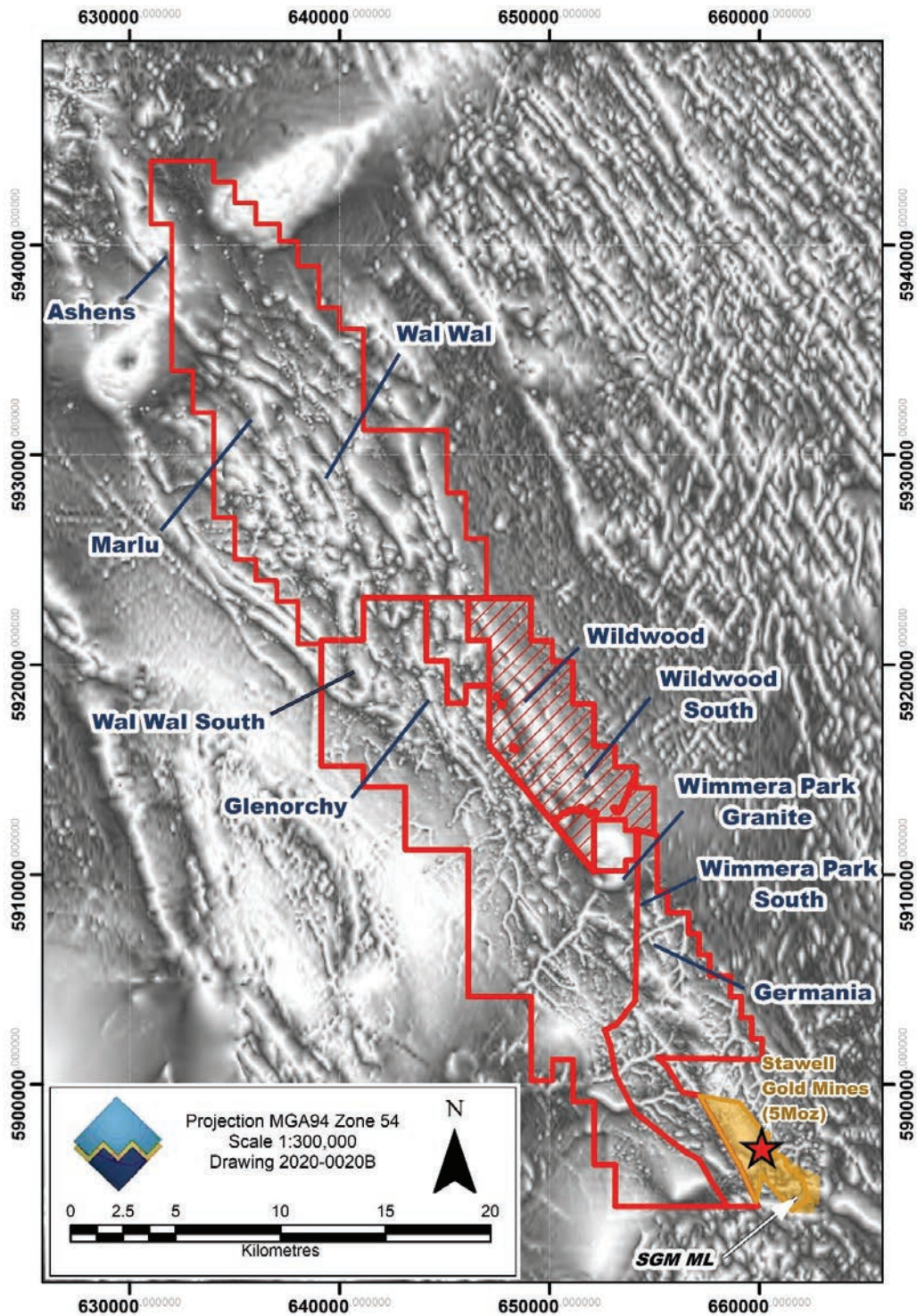
Tenement	Main Prospect	Prospect	Mineralisation Style/Potential	Rank
RL 7051	Wildwood	Wildwood	Magdala/Gift/Structural	HIGH
		Wildwood South	Magdala/Gift/Structural	Med-High
EL 5443	Wal Wal	Wal Wal Dome	Magdala	Med-High
		Holts & Bismark	Magdala	Med
		Central TMI Dome	Magdala/Gift/Structural	Med-High
	Northern Targets	Western TMI Dome	Magdala/Gift/Structural	Med
		Ashens	Magdala/Gift/Structural	Med
		Lubeck	Magdala/Gift/Structural	Low
Marlu	Marlu TMI Dome	Magdala/Gift/Structural	Low	
EL 6156	Wildwood North	Wildwood North	Magdala/Structural	Med-High
ELA 7324	Wimmera Park	Wimmera Park	Wonga?	HIGH
		Western Halo	Wonga?	Med
		Pleasant Creek	Wonga?	Med
	Glenorchy	Glenorchy	Structural	Med
	Bunyip North	Bunyip North	Magdala/Structural	Low
		Stawell Fault	Structural	Low
Wal Wal South	Wal Wal South	Magdala/Gift	Med-High	
ELA 7325	Germania	Germania	Magdala/Structural	Med-High
		Bunyip South	Structural	Med
	Caledonia	Caledonia	Magdala/Gift	Med
	Commercial Road	Scallans	Unknown	Low-Med
Commercial Road		Unknown	Low-Med	

Source: SGM Application, EL7324-EL7325, June 2020

NORTH STAWELL GOLD PROJECT



Figure 12. NORTH STAWELL GOLD PROJECT - EXPLORATION PRIORITY TARGETS (TMI-TLT)



Source: North Stawell Minerals

3.4. From Mining to Exploration Target

The proximity of the Stawell Gold Mine, which lies within the Stawell Corridor to the south of the licence areas under consideration, allows an extrapolation of gold mineralisation signatures worked within the mine to the exploration licences along the Stawell Corridor.

It is not intended in this report to give a detailed discussion on the mineralisation at the Stawell Gold Mine. This has been extensively documented previously by numerous others and is well set out in the 2015 and 2016 publications: "Report on the Mineral Resources & Mineral Reserves of the Stawell Gold Mine" for Newmarket Gold Inc. and Kirkland Lake Gold Ltd. respectively, which were used as the basis for evaluation during the sale of the mine in 2018.

However, certain observances within past and present workings in the mine do have a bearing on the prospectivity of the licences. Understanding of the mineralisation at the Stawell Gold Mine and Wildwood domes has indicated that gold can occur on both sides of a basalt dome within the Stawell Corridor. This new understanding, based on observations of the eastern flank at Stawell Gold Mine, serves to generate numerous new targets for testing on all tenements.

In the Magdala Mine there are four distinct styles of gold mineralisation and these can be extended into the licence areas:

- Magdala Deposit orogenic gold mineralisation which includes high-grade auriferous quartz veins in the 'Central Lode' and 'Golden Gift orebodies' or 'Hanging wall reef' systems. These are located adjacent to gently plunging NW-trending basalt domes. As shown in section 3.3 this type of mineralisation occurs in all of the licences and is the primary target for exploration with currently 15 interpreted basalt domes.
- Early sediment hosted VMS base metal-gold e.g. the Eastern ore zone and 'sulphide-rich Basalt Contact lodes' hosted by the Stawell Facies.
- Regional cross cutting shears and faults hosting remobilised gold, independent of recent granite/diorite intrusives
- Porphyry dykes/intrusives (Wonga and Jaguar style)

All have differing characteristics, but the same local geology is relevant to the genesis of them all. Within the Magdala Deposit on the western flank there are three main ore types: Central Lode, Basalt Contact Lodes, and Magdala Stockwork Lodes. There is only one ore type in each of Golden Gift and Wonga orebodies.

Historical production was mainly from the "Central Lode" and the "Basalt Contact Lodes", which are hosted by faults/shear zones on the western flank of a large basalt dome which is a regional structural high and they intimately associated with an intensely deformed package of volcanogenic sedimentary rocks known as the "BANDED IRON FORMATION" due to presence of magnetite. The key to the mine's historical production success was the location of high-grade "Hanging Wall Reefs" hosted by the Stawell Fault.

Since the mines re-opening, work has concentrated on the eastern flank in the vicinity of what was initially reported by Kirkland Lake as the "Hampshire Lode"; an area which consisted of contact Basalt Lodes within the same stratigraphic layer as the western flank volcanogenic sedimentary rocks where again, faults/shear zones are an important factor.

However, the current "New Hampshire" Lode being worked by the mine is 'new' mineralisation (but related) having been identified in late 2018-early 2019. It has also been noted that the Hampshire porphyry is interpreted to have intruded the equivalent structure of the western Central Lode and significant blow outs of gold grade are noted where the porphyry abuts the hanging wall contact of the magnetite-rich "BANDED IRON FORMATION" unit.

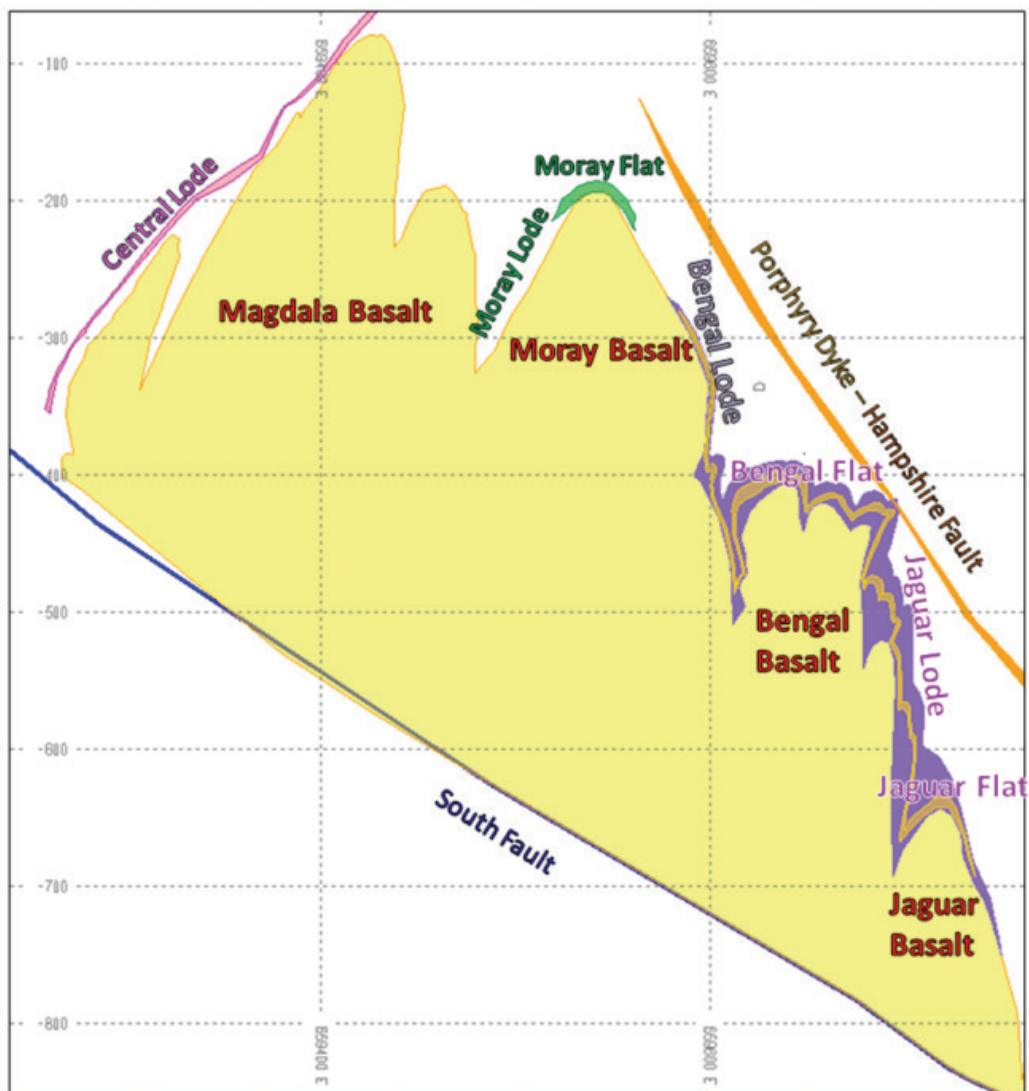
NORTH STAWELL GOLD PROJECT



Exploration Targets in the past had concentrated on the finding of basalt domes that hosted volcanogenic sediments and to do this with most of the licence areas concealed under the Murray Basin sediments used interpretation of magnetic and gravity data, followed by drilling.

However, historical exploration only called for drilling on the western side of these features, in line with the most productive areas of the mine. Recent mine work now indicates that the eastern flanks of these basalt domes (see Figure 13) are also significant "Exploration Target" areas. Early exploration was focused on the West flanks, but more recent works were inclusive of Eastern Flank exploration efforts, with the exception of Wildwood which has an east flank resource.

Figure 13. MAGDALA MINE – CORRELATION OF BASALTS AND LODES



Source: Adapted from Kirkland Gold Ltd Stawell Gold Mine Report March 2017

However, it has been observed that not all the basalt domes have significant gold mineralisation and so new exploration is to be concentrated on "basalt domes" which have hosted volcanogenic sediments (Magdala-type basalts) with a second group of domes (called Browns-type basalts), consisting of sheared mafics, which are considered secondary targets at this time.

NORTH STAWELL GOLD PROJECT



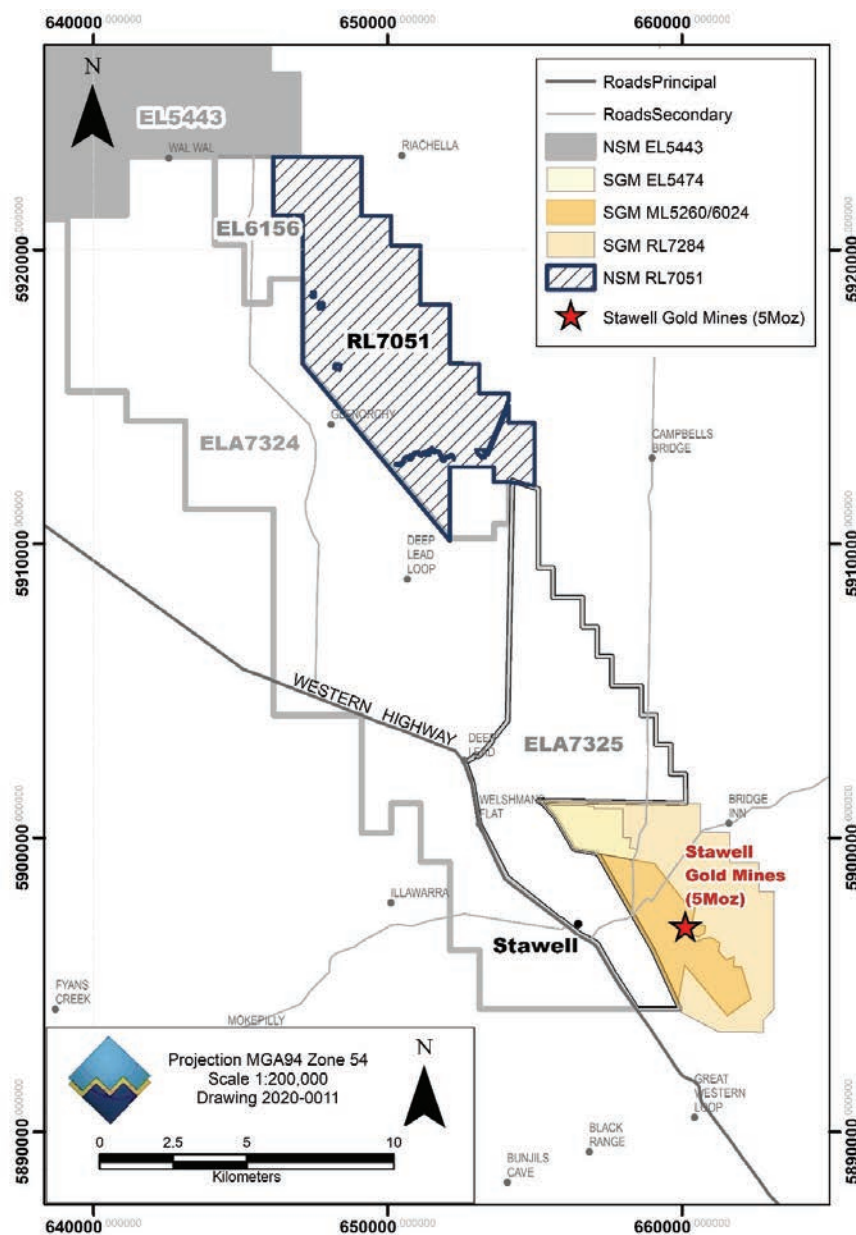
4.0 RL 7051 - WILDWOOD

4.1. Location, Access and Tenure

The retention licence was granted under the provisions of the Mineral Resources (Sustainable Development) Act 1990 (MRSDA) and the Mineral Resources (Sustainable Development) (Mineral Industries) Regulations 2019 (MRSDMIR) and is held by 100% by Stawell Gold Mines Pty Ltd (SGM).

The licence was granted on the 11/05/2020 and expires on 10/05/2031. The licence has an area of 4993.1 hectares and presently has no bond.

Figure 14. RL 7051 (WILDWOOD) – NORTH STAWELL GOLD PROJECT



Source: North Stawell Minerals

NORTH STAWELL GOLD PROJECT

**Table 6.** RL 7051 - DETAILS

RL 7051	
Tenement Name	WILDWOOD
Licence Type	Retention Licence
Annual Reporting Date	June 30th
Status	Granted Current
Native Title	No claim lodged but Right to Negotiate needed
Date of grant of licence	11 May /2020
Name of Licensee	Stawell Gold Mines Pty Ltd
Location	Rupanyup Sheet
Current Area	4993.1 hectares
Renewal	n/a

Source: GeoVic, Earth Resources Regulation

Table 7. RL 7051 - COMMITMENTS

RL 7051					
Year	Tenement No.	Comment	Start Date	End Date	Expenditure Amount (A\$)
1	RL 7051	Covenant	11/05/2020	10/05/2021	\$912,200
2	RL 7051	Covenant	11/05/2021	10/05/2022	\$1,760,675
3	RL 7051	Covenant	11/05/2022	10/05/2023	\$703,275
4	RL 7051	Covenant	11/05/2023	10/05/2024	\$675,000
5	RL 7051	Covenant	11/05/2024	10/05/2025	\$450,000
6	RL 7051	Covenant	11/05/2025	10/05/2026	\$450,000
7	RL 7051	Covenant	11/05/2026	10/05/2027	\$225,000
8	RL 7051	Covenant	11/05/2028	10/05/2029	\$225,000
9	RL 7051	Covenant	11/05/2029	10/05/2030	\$375,000
10	RL 7051	Covenant	11/05/2030	10/05/2031	\$225,000

Source: GeoVic, Earth Resources Regulation

Glazco has reviewed the status of the licence/application and believes it to be in good standing. It is predominantly on private land and not currently subject to any Native Title claims. However, it should be noted that Glazco makes no other assessment or assertion as to the legal title of tenements and is not qualified to do so.

NORTH STAWELL GOLD PROJECT



4.2. Previous Exploration History, Geology and Targets

RL 7051 has been excised out of the surrendered EL 3008 which was the oldest of the original licences held by the operators of the Magdala Mine. It was second closest to the Stawell Mine, the largest licence and the most investigated. Work on the area revealed several targets of interest from exploration work during the period 2006 – 2019 (with suspensions of work during that time).

Some significant historical drill results are shown in Table 8.

The most prospective targets have been included in the new RL 7051. Three of the main orebodies recognised in the Stawell Mine have been identified in the area which has Murray Basin coverage from 10-20 metres.

Wildwood/Wildwood South

The Wildwood project is located within RL 7051 in the Stawell Corridor, 25 kilometres north west of Stawell and 2 kilometres north of the village of Glenorchy and lies within hauling distance of the Stawell Gold Mine mill. It is accessible by paved, high load limit secondary roads, avoiding towns, to within 2 kilometres of the project area.

Murray Basin sediments overly the basement geology across the northern portion of the EL however interpretation of detailed gravity and magnetic imagery identified a North West / South East trending basalt dome of dimensions 4.5km x 0.5km. The target model for the project is a Magdala / Golden Gift style volcanogenic-hosted deposit.

Drilling at Wildwood during 2004 defined shallow resources on 20 metre spaced sections that were optimised to produce two pits, approximately 50 metres deep, containing 121,000 tonnes @ 2.5 g/t Au for 9,600oz. Preliminary evaluation of this resource indicated a marginal operation at present.

Table 8. RL 7051 - SIGNIFICANT HISTORICAL DRILL RESULTS

Licence	Prospect/ Target	Hole ID	Mineralisation Depth (m)	Sample Interval (m)	Rock Type	Au (g/t)	Comments
RL 7051	Wildwood	WRC076 (2005/6)	50	10	Altered Magdala Facies volcanogenics and silicified sediment	12.7	Magdala, Golden Gift and Eastern Flank Target Basalt dome Mineralisation on both East and West flanks open at depth. Four Prospects identified.
		WRC106	39	13		3.5	
		WWDO48	121	4.6		3.8	
	Wildwood South	Unknown			As above?	Unknown	TMI Feature Only Interpretation suggests that the Wildwood dome may extend undercover

ppm = parts per million

ppb = parts per billion

1 ppm = 1g/t

100 ppb = 0.1g/t

Source: North Stawell Minerals

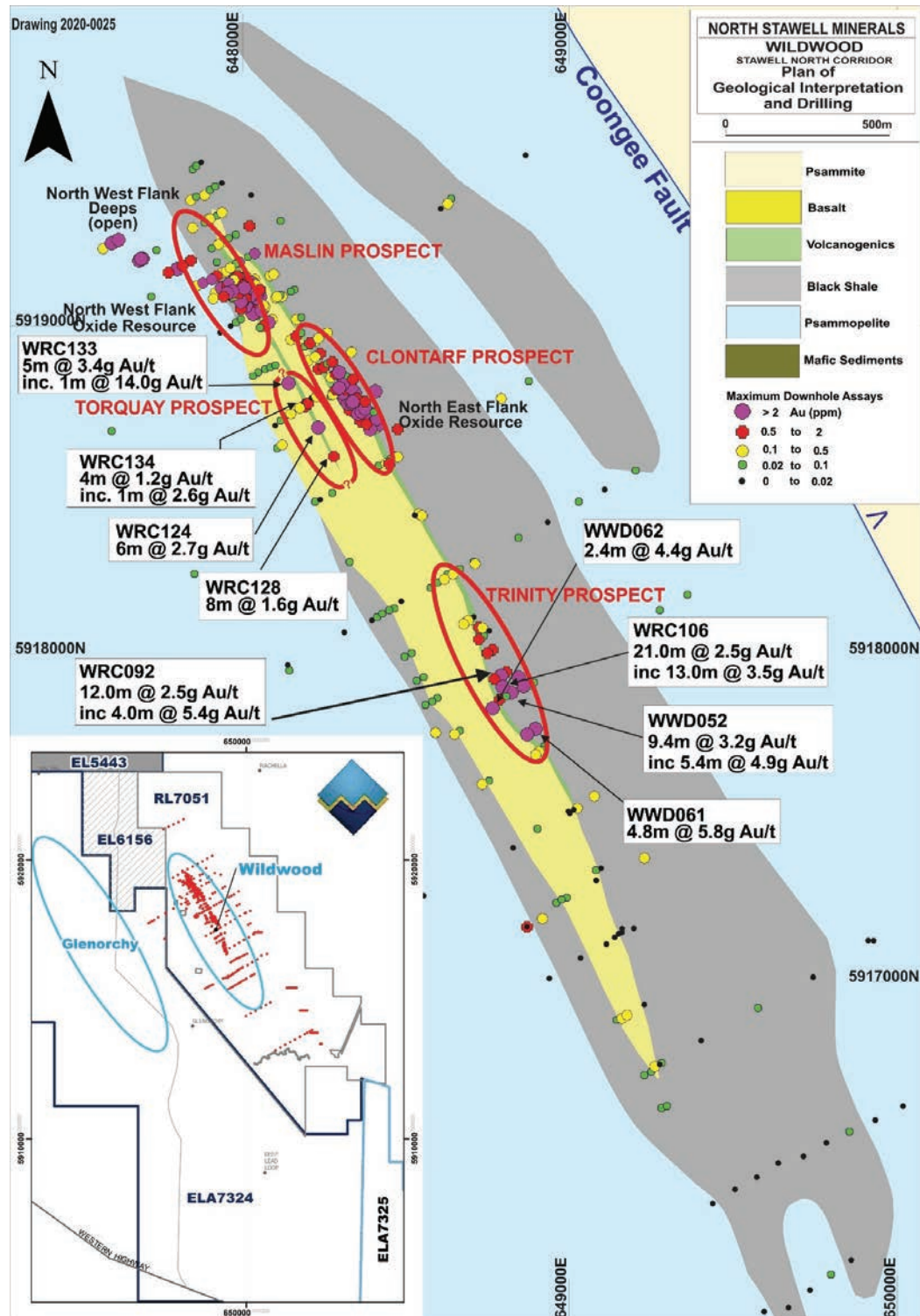
Further drilling in 2006 revealed four more prospects (Figure 15) for follow up work and in preparation for the Retention Licence application, a further resource model evaluation was made.

It is interesting to note that the surface projection of these targets resembles the ore body assemblage at the Magdala Mine as shown in Figure 13.

NORTH STAWELL GOLD PROJECT



Figure 15. WILDWOOD DRILLING LOCATION MAP



Source: North Stawell Minerals

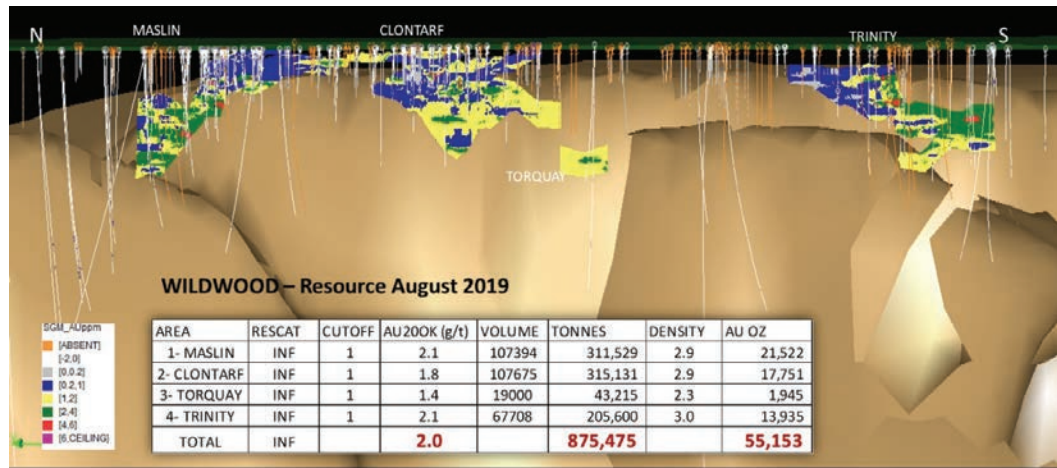
NORTH STAWELL GOLD PROJECT



In August 2019, a JORC-compliant Inferred Mineral Resource Estimate was calculated over the Wildwood target area (Figure 17) based on previous exploration work, inclusive of the Maslin, Clontarf, Torquay and Trinity prospect areas.

The total Modelled Inventory at a cut-off grade of 1.0 g/t Au is 875,475 tonnes at 2.0 g/t for 55,153oz.

Figure 16. WILDWOOD RESOURCE – August 2019



Source: North Stawell Minerals

This area has potential for Magdala and the new target zone "Eastern Flank" mineralisation. Investigation of this along with developing within the existing Inferred Resource area has been included in the Retention Licence program of work.

NORTH STAWELL GOLD PROJECT



4.3. Proposed Exploration Program and Budget

NSM, is currently in the process of planning exploration and resource evaluation programs over the most promising prospect areas.

As mentioned in the discussion on the licences, because of the nature of the lithology and mineralisation and the presence of sedimentary cover over most of the prospective area, selection of the initial prospects/targets to be further explored has been based on the interpreted TMI-TILT aeromagnetic interpretation and the initial follow up work. This was mainly "Ionic Leach" soil sampling and some earlier drilling interpretation.

This licence is the preferred premium area of exploration due to the number of interpreted "Magdala" deposits (four identified) and little to small sedimentary cover.

Wildwood/Wildwood South

These areas are to be investigated by further review, community consultations, "Ionic Leach" soil sampling, diamond and air core drilling. Consideration should also be given to some selective IP work. Wildwood is a high priority area.

Following the grant of Retention Licence (RL 7051) work has been planned with the objective of concentrating on lifting and extending the resource identified at Wildwood. The submitted program for the first two years is shown in Table 9.

Table 9. RL 7051 TWO-YEAR EXPLORATION BUDGET

Activity	Year 1	Year 2
Vehicles, core shed, computers	\$31,978	\$61,721
Data review, database updates	\$20,271	\$39,126
Geophysics	\$90,409	\$174,502
Drilling	\$416,571	\$804,042
Salaries/Wages	\$159,635	\$308,118
Admin, Community Rel, OHS	\$58,482	\$112,879
Assaying	\$34,461	\$66,514
Field consumables, site office	\$42,367	\$81,774
Geochemistry	\$58,026	\$111,998
TOTALS	\$912,200	\$1,760,675

Source: Company Estimates

It is Glazco's opinion that the planned exploration program for RL 7051 is justified and that the proposed budget is adequate to achieve the stated aims. The proposed program is sufficient to meet the expenditure requirements of the granted licence.

NORTH STAWELL GOLD PROJECT



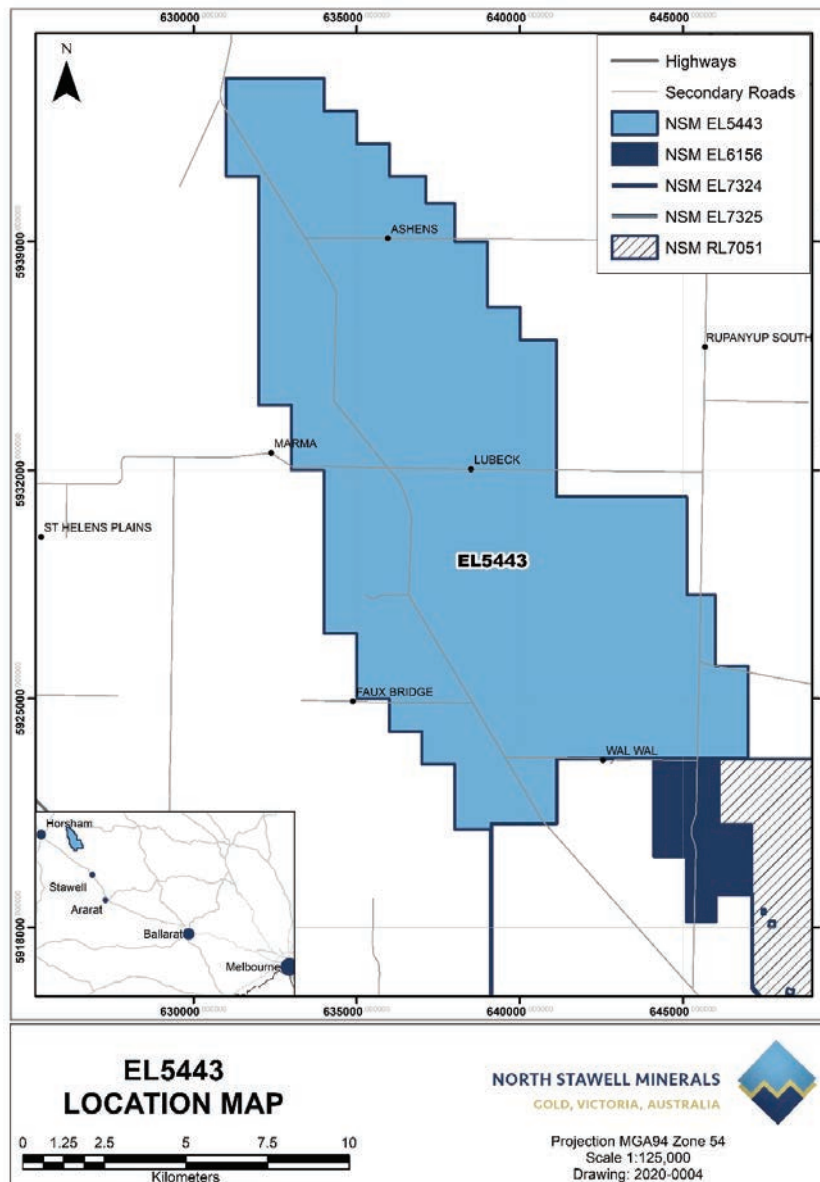
5.0 EL 5443 - BARRABOOL

5.1. Location, Access and Tenure

The exploration licence was granted under the provisions of the Mineral Resources (Sustainable Development) Act 1990 (MRSDA) and the Mineral Resources (Sustainable Development) (Mineral Industries) Regulations 2019 (MRSDMIR) and is held by 100% by Leviathan Resources Pty Ltd (LVR).

The licence was granted on the 26/11/2013 and expires on 25/11/2023. The licence has an area of 194 Graticular Sections (194km²) with no bond at present. The location of this licence is shown in Figure 17.

Figure 17. EL 5443 (BARRABOOL) – NORTH STAWELL GOLD PROJECT



Source: North Stawell Minerals

NORTH STAWELL GOLD PROJECT

**Table 10.** EL 5443 - DETAILS

EL 5443	
Tenement Name	BARRABOOL
Licence Type	Exploration Licence
Annual Reporting Date	December 31st
Status	Current
Native Title	No claim lodged but Right to Negotiate needed
Date of grant of licence	26 November 2013
Name of Licensee	Leviathan Resources Pty Ltd
Location	Rupanyup Sheet
Current Area	194 graticules
Renewal	25 November 2023

Source: GeoVic, Earth Resources Regulation

Table 11. EL 5443 - COMMITMENTS

EL 5443					
Year	Tenement No.	Comment	Start Date	End Date	Expenditure Amount (A\$)
1	EL 5443	Covenant	26/11/2013	25/11/2014	\$88,800
2	EL 5443	Covenant	26/11/2014	25/11/2015	\$113,400
3	EL 5443	Covenant	26/11/2015	25/11/2016	\$78,800
4	EL 5443	Covenant	26/11/2016	25/11/2017	\$78,800
5	EL 5443	Covenant	26/11/2017	25/11/2018	\$73,200
6	EL 5443	Covenant	26/11/2018	25/11/2019	\$315,000
7	EL 5443	Covenant	26/11/2019	25/11/2020	\$600,000
8	EL 5443	Covenant	26/11/2020	25/11/2021	\$112,000
9	EL 5443	Covenant	26/11/2021	25/11/2022	\$112,000
10	EL 5443	Covenant	26/11/2022	25/11/2023	\$112,000

Source: GeoVic, Earth Resources Regulation

Glazco has reviewed the status of the licence/application and. the licence is believed to be in good standing is predominantly on private land and is currently not subject to Native Title claims.

The licence is understood to have experienced a shortfall in expenditure in recent years with extension of the licence granted with expectation of making up shortfall in upcoming year(s). However, it should be noted that Glazco makes no other assessment or assertion as to the legal title of tenements and is not qualified to do so.

5.2. Previous Exploration History, Geology and Targets

This licence is under the most Murray Basin cover, ranging from 30–60 metres.

Wal Wal (and Wal Wal South)

Two new TMI features and the 2012 Ionic Leach soil testing identified five new drill prospects. The aeromagnetic data confirmed the continuing presence of the NNW trending Stawell Zone stratigraphy and several discrete anomalies interpreted to represent mafic domes. Has the most potential for Magdala type orebodies.

Lubeck

The magnetic anomaly found to represent magnetite banded, epidotised basalts and mafic schists. The Lubeck target is estimated to sit in the immediate hanging-wall of the major Coongee fault, is largely untested and remains prospective for structurally hosted mineralisation.

Marlu

The inferred TMI domal feature at Marlu is currently devoid of any drilling or soil geochemistry data.

Holts & Bismark

The Bismark anomaly is a confirmed Cambrian basalt with no mineralisation yet identified. It is illustrated by Linear Magnetic ridges in the hanging wall of the Pleasant Creek Fault.

Holts confirmed to be a mafic schist again with little to no gold anomalism noted at present.

Ashens

The strongest anomalies recorded in licence area are from the Ashens prospect. The anomalies are suspected sulphide bearing volcanoclastics.

The 2000 drilling intersected foliated carbonaceous pelites mostly within the centre of the magnetic anomaly. On both the eastern and western margin of the anomaly mafic schists and basalt were regularly intersected, however no 'Magdala-style' basalt or volcanogenics were intersected. It is believed that the mafics/basalts at Ashens are not Magdala-style basalt and more heavily sheared/altered comparable to Browns-style basalts.

Only a few of the prospects in this area have been lightly drilled with some encouraging indications as shown in Table 12.

NORTH STAWELL GOLD PROJECT



Table 12. EL 5443 - SIGNIFICANT HISTORICAL DRILL RESULTS

Licence	Prospect / Target	Hole ID	Mineralisation Depth (m)	Sample Interval (m)	Rock Type	Au (g/t)	Comments
EL 5443	Wal Wal	unknown (2000)	unknown	3	basalts and mafic schists	0.5ppm	Magdala Target ionic leach anomalies indicated. Structural Target fault shear (Coongee Fault?)
	Marlu	none					TMI Feature only
	Ashens	unknown 2012	unknown		Foliated, carbonaceous pelites, basalts and mafic schists	no record sighted	Wonga Target? Structural Target Browns basalt shear type secondary target
	Western CMI Dome	none					TMI Feature only possible Magdala Target?
	Holts & Bismark	Unknown 2012	unknown		Mafic basalt and chloritic pelites and mafic schists	none (Bismark) or little (0.23 ppm) Holts mineralisation	Magdala Target? in the hanging wall of the Pleasant Creek Fault
	Lubeck	Unknown 2000	unknown	5	basalts and mafic schists	178ppb	Structural Target in hanging wall of Coongee Fault
	Central TMI Dome	GLOD024 2012	unknown		basalts and mafic schists	no record sighted	Mainly TMI Feature. Possible Magdala Target

ppm = parts per million
 ppb = parts per billion
 1 ppm = 1g/t
 100 ppb = 0.1g/t

Source: Company Records

NORTH STAWELL GOLD PROJECT



5.3. Proposed Exploration Program and Budget

Second priority area with five interpreted "Magdala" deposits, one Wonga style deposit and one shear hosted quartz vein deposit.

Wal Wal (and part Wal Wal South)

Further geochemical work and diamond drilling or air core/RC drilling of the five identified 2012 Ionic Leach soil anomalies to confirm source. Medium to high priority target.

Central and Western TMI domes

Recently identified and interpreted. Central TMI Dome area, recommend for diamond drill testing of soil anomalies from 2012 Ionic Leach program anomalies to confirm source, and further Ionic Leach soil testing towards southern end of TMI dome to confirm inferred Magdala-style Basalt. Followed by diamond drilling. Western TMI Dome completely untested possible use of IP, Ionic Leach soils followed by diamond drilling recommended with orientated core to understand newly identified trend. Medium to high priority areas.

Holts & Bismark

Ionic Leach soil survey followed by Aircore/Diamond drilling to confirm presence of volcanogenics. Medium to high priority area.

Northern Targets

Are excellent candidates for Ionic Leach soil testing program and some IP work to further identify associated domal mineralisation. Low to medium priority area.

Table 13. EL 5443 - TWO-YEAR EXPLORATION BUDGET

Activity	Year 1	Year 2
Vehicles, core shed, computers	\$ 71,126	\$ 71,126
Data review, database updates	\$ 45,088	\$ 45,088
Geophysics	\$ 201,091	\$ 201,091
Drilling	\$ 926,554	\$ 926,554
Salaries/Wages	\$ 355,066	\$ 355,066
Admin, Community Rel, OHS	\$ 130,078	\$ 130,078
Assaying	\$ 76,649	\$ 76,649
Field consumables, site office	\$ 94,233	\$ 94,233
Geochemistry	\$ 129,064	\$ 129,064
TOTALS	\$2,028,950	\$2,028,950

Source: Company Estimates

It is Glazco's opinion that the planned exploration program for EL 5443 is justified and that the proposed budget is adequate to achieve the stated aims. The proposed program is sufficient to meet the expenditure requirements of the granted licence.

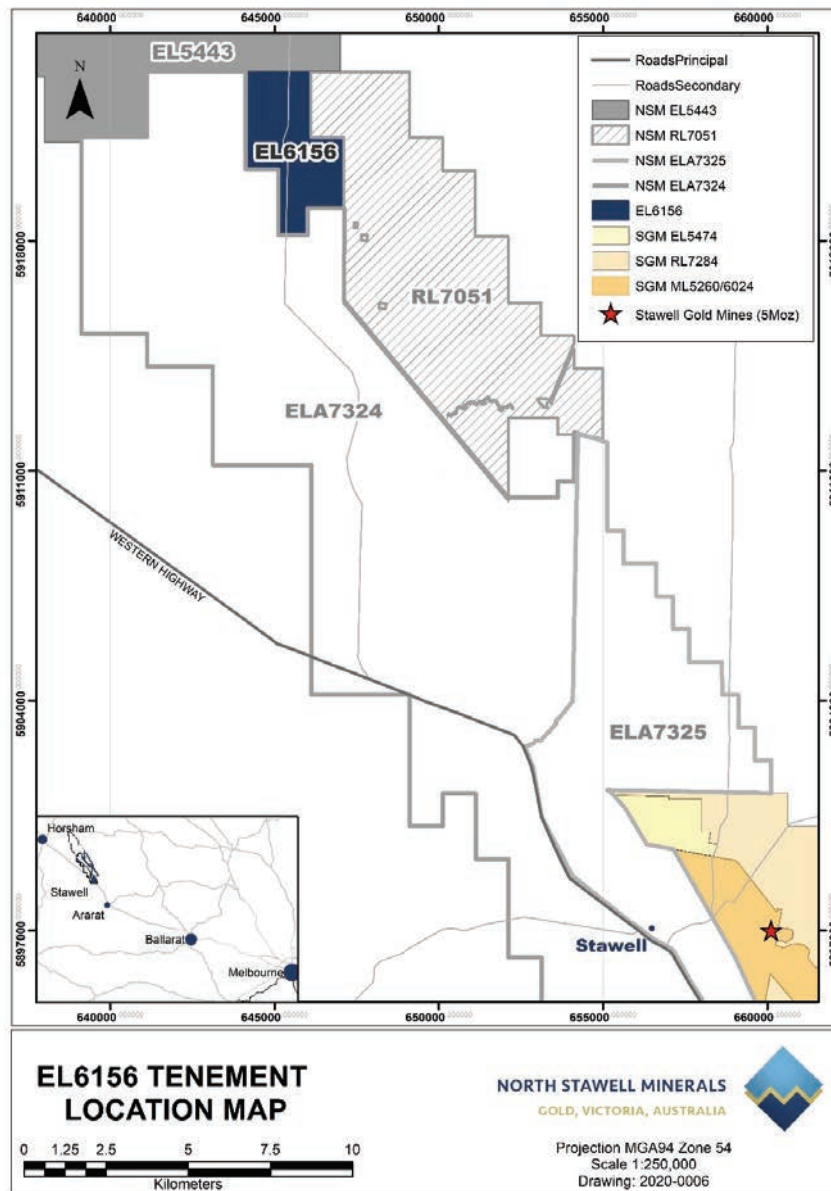
6.0 EL 6156 - GLENORCHY

6.1. Location, Access and Tenure

The exploration licence was granted under the provisions of the Mineral Resources (Sustainable Development) Act 1990 (MRSDA) and the Mineral Resources (Sustainable Development) (Mineral Industries) Regulations 2019 (MRSDMIR) and is held by 100% by Leviathan Resources Pty Ltd (LVR).

The licence was granted on the 29/12/2016 and expires on 28/12/2021 and has an area of 18 Graticular Sections (18km²) and has no bond at present. The location of this licence is shown in Figure 18.

Figure 18. EL 6156 (GLENORCHY) – NORTH STAWELL GOLD PROJECT



Source: North Stawell Minerals

NORTH STAWELL GOLD PROJECT

**Table 14.** EL 6156 - DETAILS

EL 6156	
Tenement Name	GLENORCHY
Licence Type	Exploration Licence
Annual Reporting Date	June 30th
Status	Current
Native Title	No claim lodged but Right to Negotiate needed
Date of grant of licence	29 December 2016
Name of Licensee	Leviathan Resources Pty Ltd
Location	Rupanyup Sheet
Current Area	18 graticules
Renewal	28 December 2021

Source: GeoVic, Earth Resources Regulation

Table 15. EL 6156 - COMMITMENTS

EL 6156					
Year	Tenement No.	Comment	Start Date	End Date	Expenditure Amount (A\$)
1	EL 6156	Covenant	29/12/2016	28/12/2017	\$18,600
2	EL 6156	Covenant	29/12/2017	28/12/2018	\$19,800
3	EL 6156	Covenant	29/12/2018	28/12/2019	\$18,600
4	EL 6156	Covenant	29/12/2019	28/12/2020	\$18,600
5	EL 6156	Covenant	29/12/2020	28/12/2021	\$20,400
6	EL 6156	Covenant	29/12/2021	28/12/2022	
7	EL 6156	Covenant	29/12/2022	28/12/2023	
8	EL 6156	Covenant	29/12/2023	28/12/2024	
9	EL 6156	Covenant	29/12/2024	28/12/2025	
10	EL 6156	Covenant	29/12/2025	28/12/2026	

Source: GeoVic, Earth Resources Regulation

Glazco has reviewed the status of the licence/application and the licence is believed to be in good standing is predominantly on private land and is currently not subject to Native Title claims.

The licence is understood to have met the expenditure commitments and is on track to do so again in this current year. However, it should be noted that Glazco makes no other assessment or assertion as to the legal title of tenements and is not qualified to do so.

NORTH STAWELL GOLD PROJECT



6.2. Previous Exploration History, Geology and Targets

EL 6156 is the smallest licence and as illustrated in Table 4 has one (but could possibly be interpreted as two slightly separated by a fault offset) potential basalt dome with Magdala type mineralisation under some 30 metres of Murray Basin cover, which were not adequately tested by previous drilling as shown in Table 16.

This is Wildwood North which has been inferred from TMI data and the possibly split dome is shown in Figure 19.

Table 16. EL 6156 - SIGNIFICANT HISTORICAL DRILL RESULTS

Licence	Prospect/ Target	Hole ID	Mineralisation Depth (m)	Sample Interval (m)	Rock Type	Au (g/t)	Comments
EL 6156	Wildwood North	GLOR20	95	1	-	0.33	-
		WLA270	24	1	-	0.38	-

ppm = parts per million

ppb = parts per billion

1 ppm = 1g/t

100 ppb = 0.1g/t

Source: Company Records

Wildwood North 1 & 2

This target has only been identified from magnetics and Ionic Leach soil work. Further soil testing is warranted between the Wal Wal and Wildwood programs, which were completed in 2012. The target should be diamond drilled as RC drilling is not a viable option due to the depth of cover and presence of flowing sands. This a medium to high priority target.

6.3. Proposed Exploration Program and Budget

Wildwood North

No groundwork has been conducted since approval as a new exploration licence. A full review then Ionic Leach soil sampling with follow-up diamond drilling should be carried out on the area between the soil results from 2012 work. Medium to high priority target.

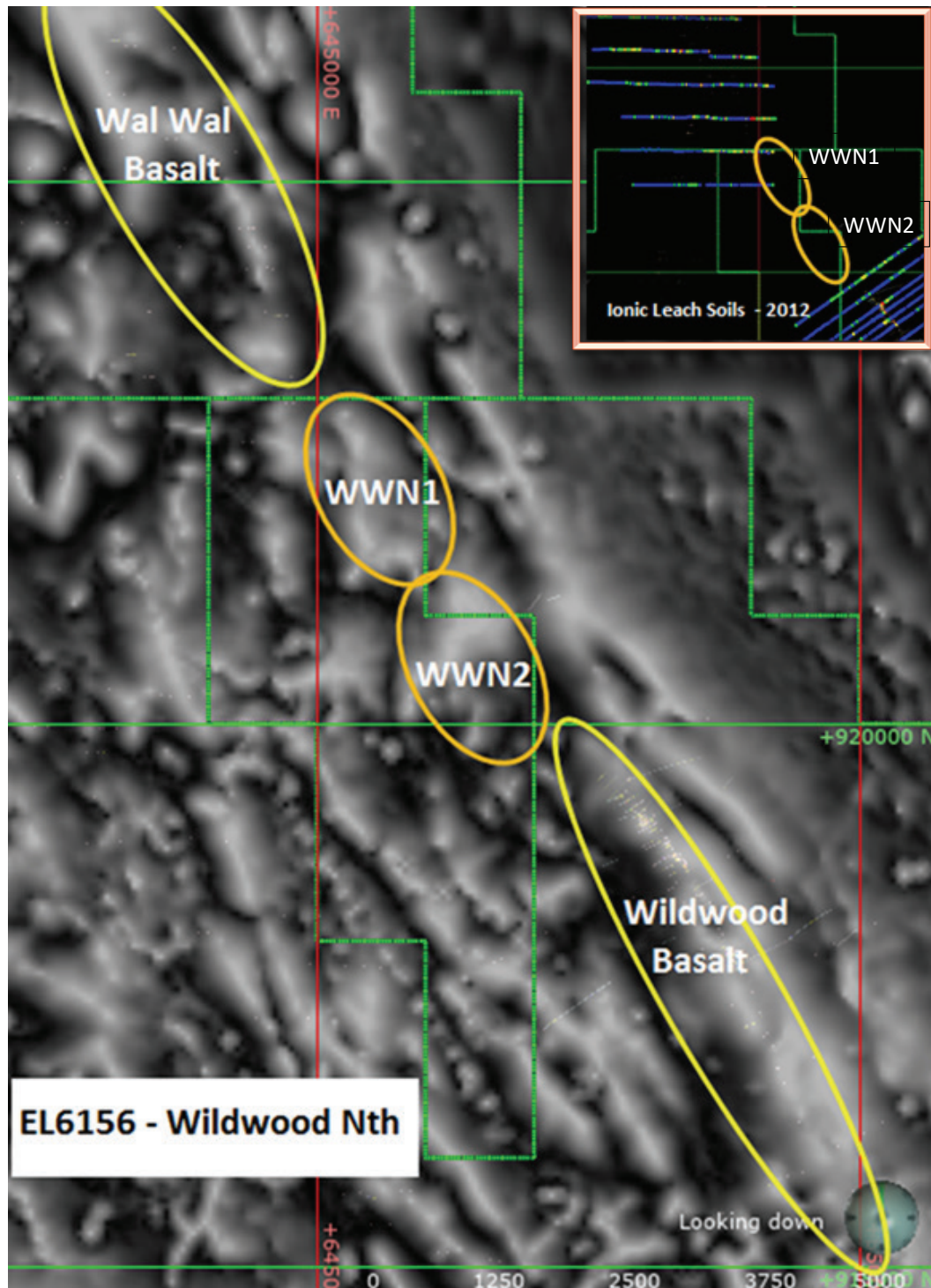
Table 17. EL 6156 - TWO-YEAR EXPLORATION BUDGET

Activity	Year 1	Year 2
Vehicles, core shed, computers	\$8,764	\$8,764
Data review, database updates	\$5,556	\$5,556
Geophysics	\$24,778	\$24,778
Drilling	114,167	114,167
Salaries/Wages	\$43,750	\$43,750
Admin, Community Rel, OHS	\$16,028	\$16,028
Assaying	\$9,444	\$9,444
Field consumables, site office	\$11,611	\$11,611
Geochemistry	\$15,903	\$15,903
TOTALS	\$250,000	\$250,000

Source: Company Estimates

It is Glazco's opinion that the planned exploration program for EL 6156 is justified and that the proposed budget is adequate to achieve the stated aims. The proposed program is sufficient to meet the expenditure requirements of the granted licence.

Figure 19. EL 6156 (WILDWOOD NORTH) – SHOWING INFERRED BASALT DOMES



Source: North Stawell Minerals

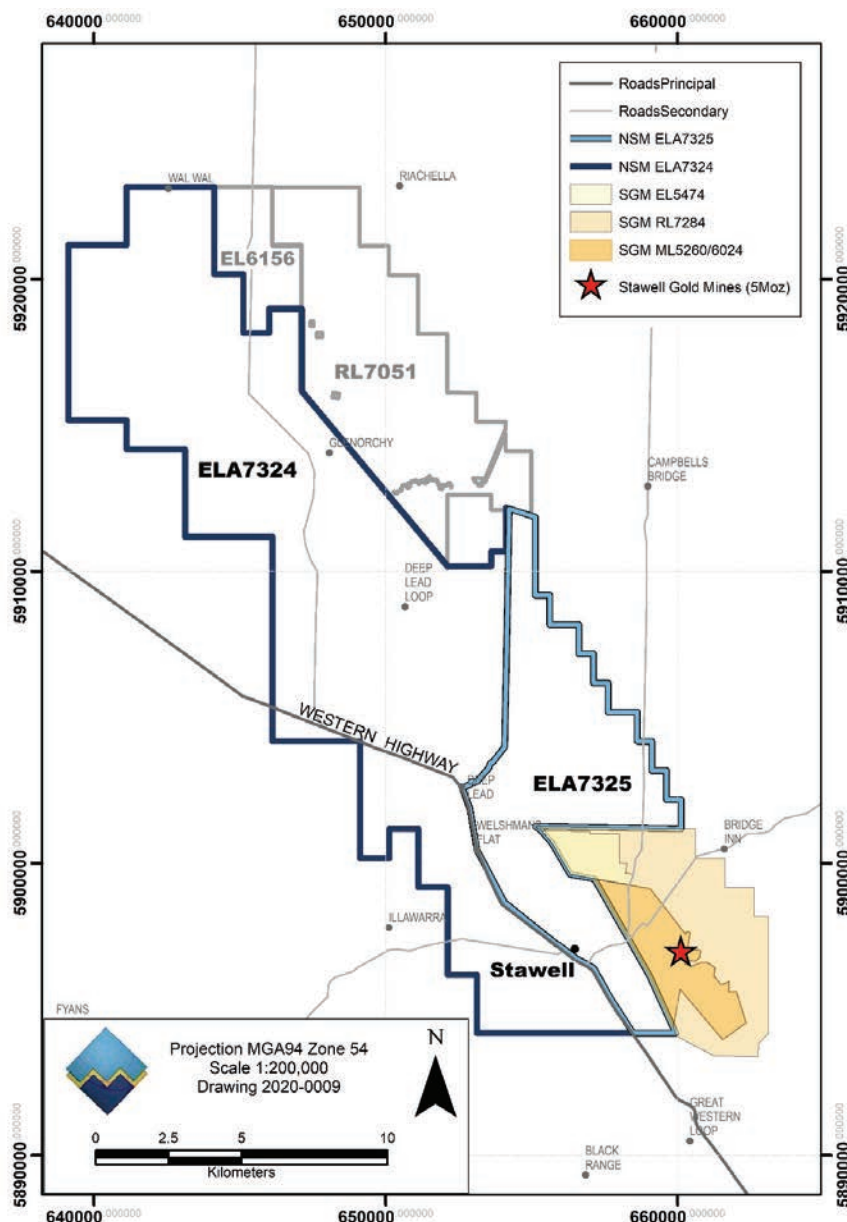
7.0 ELA 7324 – DEEP LEAD

7.1. Location, Access and Tenure

The application for this exploration licence was made under the provisions of the Mineral Resources (Sustainable Development) Act 1990 (MRSDA) and the Mineral Resources (Sustainable Development) (Mineral Industries) Regulations 2019 (MRSDMIR) and held 100% by Stawell Gold Mines Pty Ltd (SGM).

The licence was applied for on the 10/06/2020 and has an area of 209 Graticular Sections (209 km²). The location of this licence is shown in Figure 20.

Figure 20. ELA 7324 (DEEP LEAD) – NORTH STAWELL GOLD PROJECT



Source: North Stawell Minerals

NORTH STAWELL GOLD PROJECT

**Table 18.** ELA 7324 - DETAILS

ELA 7324	
Tenement Name	DEEP LEAD
Licence Type	Exploration Licence
Annual Reporting Date	June 30 th
Status	Application made 10 June 2020
Native Title	No claim lodged but Right to Negotiate needed
Date of grant of licence	TBD
Name of Licensee	Stawell Gold Mines Pty Ltd
Location	Rupanyup Sheet
Current Area	209 graticules
Renewal	n/a

Source: GeoVic, Earth Resources Regulation

Table 19. ELA 7324 - COMMITMENTS

ELA 7324					
Year	Tenement No.	Comment	Start Date	End Date	Expenditure Amount (A\$)
1	ELA 7324	Application			
2					
3					
4					
5					
6					
7					
8					
9					
10					

Source: GeoVic, Earth Resources Regulation

Table 20. ELA 7324 – LICENCE HISTORY

Past Licences Affecting ELA 7324					
Tenement	Name	Date Issued	End Date	Issued To	Comment
EL571	Stawell South	31 Mar 1976	8 Jul 1982	WMC	Replaced by EL1244
EL3248	Glenorchy	24 Nov 1992	6 Jun 1994	SGM	Amalgamated to EL3008
EL3322	Stawell South	8 Jul 1992	15 Feb 1994	WMC	Amalgamated to EL3008
EL3444	Dadswell Bridge	21 Jun 1993	24 Mar 1995	SGM	Amalgamated to EL3008
EL3446	Airfield	20 Jun 1993	30 Jun 1994	SGM	Amalgamated to EL3008
EL3008	Wildwood	16 Dec 1988	20 Jun 2020	SGM	Recently Surrendered

Source: GeoVic, Earth Resources Regulation

Glazco has reviewed the status of the application and the application area is believed to be predominantly on private land and is currently not subject to Native Title claims. There are also two competing licence applications (ELA 7340 and ELA 7349) which are of a larger size but do cover the area of ELA 7324. At this point there is no indication of application dates to assess what competition will be involved.

The Victorian Government has in place a "Competing licence applications - interim operational policy"

This operational policy sets out the factors that will be considered in ranking more than one valid application for an exploration licence in respect of the same land that is received on the same day, under Section 23 of the Mineral Resources (Sustainable Development) Act 1990.

NORTH STAWELL GOLD PROJECT



The highest ranking must be given to the application that the Minister (or Ministerial delegate) believes best furthers the objectives of the MRSDA after considering:

- The relative merits of the applications, and
- The likely ability of each applicant to meet the requirements specified in Section 15(6) of the MRSDA, namely:
 - genuinely intend to undertake work with an appropriate program,
 - be a fit and proper person to hold a licence and intend to comply with the Act, and
 - finance the proposed work and site rehabilitation.

All three licences were made at the same time and the current good standing of Stawell Gold Mines would in Glazco's opinion should certainly place it highly in the rankings. However, it should be noted that Glazco makes no other assessment or assertion as to the ranking of the application and is not qualified to do so.

7.2. Previous Exploration History, Geology and Targets

ELA 7324 would become the largest licence following any granting and as illustrated in Table 16 has had some encouraging results, especially in respect of the possibility of Wonga style mineralization. The area lies under Murray Basin cover ranging from 0 – 45 metres

Wimmera Park/Western Halo

Located by the 2012 Ionic Leach soils program and confirmed as magnetic features by TMI-TILT. They are believed to be Wonga-style mineralization targets. Within this general group area could be Pleasant Creek (a previous deep lead area) identified from geochemistry and geophysics as possibly underlain by basalt.

Wal Wal South

The aeromagnetic data confirmed the continuing presence of the NNW trending Stawell Zone stratigraphy and several discrete anomalies interpreted to represent mafic domes. Ionic Leach soil testing is warranted followed by AC and/or diamond drilling between the previous Wal Wal and Wildwood geochemical programs which were completed in 2012.

Bunyip North

This target has only really been identified from magnetics and Ionic Leach soils work. Aircore drilling has been completed to depths of between 60-80 metres in the area but was inconclusive.

Glenorchy

Glenorchy is interpreted as mineralization of a structural nature from some limited gravity work. AC and RC drilling also seems to indicate the presence of flanking mafics and basalt at depth.

NORTH STAWELL GOLD PROJECT

**Table 21.** ELA 7324 - SIGNIFICANT HISTORICAL DRILL RESULTS

Licence	Prospect/ Target	Hole ID	Mineralisation Depth (m)	Sample Interval (m)	Rock Type	Au (g/t)	Comments
ELA 7324	Glenorchy	GLA 184 (2006)	23	2	Pelites, psammopelites, chloritic pelite and black shales. Moderate quartz veining	3.5	Structural Target: significant strike length (1.8 km) of anomalous gold, hanging-wall quartz style mineralisation
		GLA 204	32	11		1.3	
	Wimmera Park Granite	WPG 1	Some soils though indicate Cu-Au porphyry mineralisation similar to Thursdays Gossan (Stavelly)				TMI Feature Only at present – possible Wonga- Style mineralisation if intersection of Wildwood dome with granite
	Wal Wal South		See EL 5443				

ppm = parts per million
ppb = parts per billion
1 ppm = 1g/t
100 ppb = 0.1g/t

Source: Company Records

7.3. Proposed Exploration Program and Budget

On the granting of the licence an extensive exploration program as shown in Table 22 would be appropriate. A review, then Ionic Leach soil sampling with follow-up diamond drilling should be carried out on the area between the soil results from 2012 work.

Table 22. ELA 7324 - TWO-YEAR EXPLORATION BUDGET

Activity	Year 1	Year 2
Vehicles, core shed, computers	\$ 41,868	\$ 41,868
Data review, database updates	\$ 26,541	\$ 26,541
Geophysics	\$ 118,372	\$ 118,372
Drilling	\$ 545,412	\$ 545,412
Salaries/Wages	\$ 209,008	\$ 209,008
Admin, Community Rel, OHS	\$ 76,570	\$ 76,570
Assaying	\$ 45,119	\$ 45,119
Field consumables, site office	\$ 55,470	\$ 55,470
Geochemistry	\$ 75,973	\$ 75,973
TOTALS	\$1,194,334	\$1,194,334

Source: Company Estimates

It is Glazco's opinion that the planned exploration program for EL 7324 is justified and that the proposed budget is adequate to achieve the stated aims. The proposed program is sufficient to meet the expenditure requirements of the granted licence.



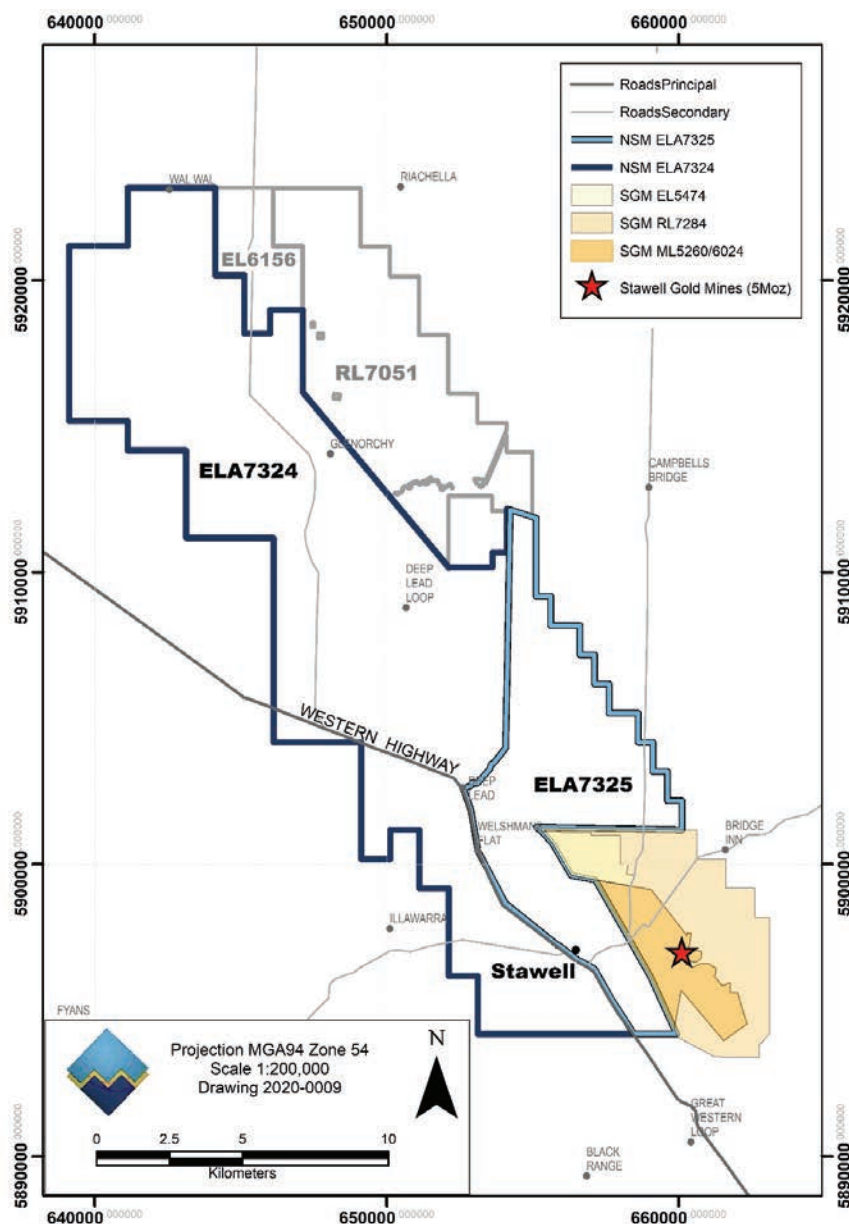
8.0 ELA 7325 – GERMANIA

8.1. Location, Access and Tenure

The application for this exploration licence was made under the provisions of the Mineral Resources (Sustainable Development) Act 1990 (MRSDA) and the Mineral Resources (Sustainable Development) (Mineral Industries) Regulations 2019 (MRSDMIR) and held 100% by Stawell Gold Mines Pty Ltd (SGM).

The licence was applied for on the 10/06/2020 and has an area of 82 Graticular Sections (82 km²). The location of this licence is shown in Figure 21.

Figure 21. ELA 7325 (GERMANIA) – NORTH STAWELL GOLD PROJECT



Source: North Stawell Minerals

NORTH STAWELL GOLD PROJECT

**Table 23.** ELA 7325 - DETAILS**ELA 7325**

Tenement Name	GERMANIA
Licence Type	Exploration Licence
Annual Reporting Date	June 30 th
Status	Application made 10 June 2020
Native Title	No claim lodged but Right to Negotiate needed
Date of grant of licence	TBD
Name of Licensee	Stawell Gold Mines Pty Ltd
Location	Ararat Sheet
Current Area	82 graticules
Renewal	n/a

Source: GeoVic, Earth Resources Regulation

Table 24. ELA 7325 - COMMITMENTS**ELA 7325**

Year	Tenement No.	Comment	Start Date	End Date	Expenditure Amount (A\$)
1	ELA 7325	Application			
2					
3					
4					
5					
6					
7					
8					
9					
10					

Source: GeoVic, Earth Resources Regulation

Table 25. ELA 7325 – LICENCE HISTORY**Past Licence Affecting ELA 7325**

Tenement	Name	Date Issued	End Date	Issued To	Comment
EL35	WMC Resources Ltd	10 Apr 1965	5 Feb 1969	WMC	Expired
EL467	Duval Mining (Aust) Ltd	6 Jul 1973	16 Sep 1982	Duval Mining	Expired
EL571	Stawell South	11 Mar 1976	31 Mar 1982	WMC	Amalgamated to EL3322
EL3322	Stawell South	16 Sep 1982	15 Feb 1994	WMC	Amalgamated to EL3008
EL3323	Stawell South	8 Jul 1992	15 Feb 1994	WMC	Amalgamated to EL3008
EL3444	Dadswell Bridge	21 Jun 1993	24 Mar 1995	SGM	Amalgamated to EL3008
EL3446	Airfield	20 Jun 1993	30 Jun 1994	SGM	Amalgamated to EL3008
EL3008	Wildwood	16 Dec 1988	20 Jun 2020	SGM	Just Surrendered

Source: GeoVic, Earth Resources Regulation

Glazco has reviewed the status of the application and the application area is believed is predominantly on private land and is currently not subject to Native Title claims. There are also two competing licence applications (ELA 7340 and ELA 7349) which are of a larger size but do cover the area of ELA 7324. At this point there is no indication of application dates to assess what competition will be involved.

The Victorian Government has in place a "Competing licence applications - interim operational policy"

NORTH STAWELL GOLD PROJECT



This operational policy sets out the factors that will be considered in ranking more than one valid application for an exploration licence in respect of the same land that is received on the same day, under Section 23 of the Mineral Resources (Sustainable Development) Act 1990. The highest ranking must be given to the application that the Minister (or Ministerial delegate) believes best furthers the objectives of the MRSDA after considering:

- The relative merits of the applications, and
- The likely ability of each applicant to meet the requirements specified in Section 15(6) of the MRSDA, namely:
 - genuinely intend to undertake work with an appropriate program,
 - be a fit and proper person to hold a licence and intend to comply with the Act, and
 - finance the proposed work and site rehabilitation.

All three licences were made at the same time and the current good standing of Stawell Gold Mines would in Glazco's opinion should certainly place it highly in the rankings. However, it should be noted that Glazco makes no other assessment or assertion as to the ranking of the application and is not qualified to do so.

8.2. Previous Exploration History, Geology and Targets

ELA 7325 will become the second smallest licence following granting and as illustrated in Table 24 has six mainly untested basalt dome and Wonga-style areas, most of which have been inferred from TMI data and are shown in Figure 18.

This licence is attractive due to the small amount of Murray Basin sediments cover along with a strong group of targets.

Table 26. ELA 7325 - SIGNIFICANT HISTORICAL DRILL RESULTS

Licence	Prospect/Target	Hole ID	Mineralisation Depth (m)	Sample Interval (m)	Rock Type	Au (g/t)	Comments
ELA 7325	Caledonia	Unknown	Unknown	Unknown	Metasediments with sericite alteration around faults and small intervals of chlorite alteration, minor pyrite	No record	Magdala Target Significant domal structure
	Germania	GSD001	420	0.85	Metasediments with sericite alteration around faults and small intervals of chlorite alteration, minor pyrite	4.45	Magdala or Wonga Target. Old high grade mine area worked to water table. Possible dome?
			587	1.95		2.9	
Commercial Road	CRD003 (2010)	330	1	Metasediments with sericite alteration around faults and small intervals of chlorite alteration, minor pyrite	1.37	Magdala Target? However, basalt is higher up in the stratigraphy than Magdala & hence younger	

ppm = parts per million
ppb = parts per billion
1 ppm = 1g/t
100 ppb = 0.1g/t

Source: Company Records

Caledonia

Inferred continuation of Magdala basalt at depth indicated in TMI survey which indicated a significant dome at unknown depth. Volcanogenic sediments expected on flanks as indicated by limited AC and diamond drilling. 2012 Ionic Leach soil testing did not extend to cover this target. Basalt may also interact with the Stawell Fault, which is recognised as a significant structural/chemical trap for gold mineralisation. There are 3 targets which require follow up work.

This main area also includes the Browns Prospect where 2005-2006 drilling returned anomalous gold above 0.5 g/t Au. The distribution of these results, along with the presence of a N-W trending linear gravity low, suggested a possible Stawell Fault-style hanging-wall lode system could host the mineralisation. 2012 Ionic Leach soil testing identified 3 anomalies.

NORTH STAWELL GOLD PROJECT

*Commercial Road/Scallans*

Another "Deep Lead" with a possible east-west basalt dome with flow lobes similar to the Magdala Basalts within the Leviathan Formation. This target lies beneath town infrastructure and houses which lead to only minor drilling; however the western side of the anomaly is accessible. The basalt is higher up in the stratigraphy than Magdala and hence younger. Also, the Leviathan Formation is not thought conducive to basalt contact volcanogenic mineralisation.

Germania

Germania is located 10-12km NNW of the SGM mine site. It is considered a priority prospect within ELA 7325 due to:

- Proximity to SGM Mill;
- Minimal Murray Basin Sediment cover (either absent or only 1-2 metres depth);
- Historical Gold Mining Occurrence;
- Location on cleared farmland and Crown Land

Five Ionic Leach soil anomalies were identified in a 2012 soils program. Past production in the area, associated with vein-hosted sediments, is stated at 683 ounces of gold from 1,366 tonnes mined, giving an average grade of 15.5 g/t Au. Mining was reportedly carried out to a depth of 68 metres before cessation due to water table.

In April 2019, Stawell Gold Mines drilled a single diamond drill hole (GSD001) to a depth of 806 metres at the Germania Prospect. The hole was targeting basalt contact geology; however the unit was not intercepted but did return anomalous gold values within quartz veining associated with chloritic alteration and sulphide minerals of similar type to those observed at the Stawell Gold Mine. Assay results for GSD001 (Table 27) were encouraging despite not intersecting the contact host unit. Structural logging suggests East dipping geological setting supporting near dome presence.

The area has had both AC and diamond drilling and based on results to date is interpreted to be a Magdala-style deposit similar to that being mined at the Stawell Mine. Medium to high priority target.

Also within this main area the Bunyip South Target is located. Magnetic response, limited aircore drilling along the nearby historic Germania mine and its structural quartz lode reefs suggest this target area may represent a significant structural target zone.

Table 27. GERMANIA SURFACE DIAMOND DRILL HOLE (GSD001) ASSAY RESULTS

Width (m)	Grade (g/t)	Depth (m)
0.85	4.45	420.55
1.95	2.90	583.75
0.90	1.18	694.00
0.70	1.13	759.75

Source: Stawell Gold Mines

The magnetic data interpretation shows Germania to be a complicated feature that forms a geological link between Wildwood to the North and Caledonia to the South.

NORTH STAWELL GOLD PROJECT



8.3. Proposed Exploration Program and Budget

On the granting of the licence an extensive exploration program as shown in Table 28 would be appropriate. A review, then Ionic Leach soil sampling with follow-up diamond drilling should be carried out on the area between the soil results from 2012 work.

Table 28. ELA 7325 - TWO-YEAR EXPLORATION BUDGET

Activity	Year 1	Year 2
Vehicles, core shed, computers	\$ 97,692	\$ 97,692
Data review, database updates	\$ 61,928	\$ 61,928
Geophysics	\$ 276,201	\$ 276,201
Drilling	\$ 1,272,629	\$ 1,272,629
Salaries/Wages	\$ 487,686	\$ 487,686
Admin, Community Rel, OHS	\$ 178,663	\$ 178,663
Assaying	\$ 105,278	\$ 105,278
Field consumables, site office	\$ 129,430	\$ 129,430
Geochemistry	\$ 177,270	\$ 177,270
TOTALS	\$2,786,779	\$2,786,779

Source: Company Estimates

It is Glazco's opinion that the planned exploration program for ELA 7325 is justified and that the proposed budget is adequate to achieve the stated aims. The proposed program is sufficient to meet the expenditure requirements of the granted licence.

9.0 RISKS

Some of the Targets and Prospects are either partially or completely covered by transported sediments, and these can create difficulties for mineral exploration.

Exploration and mining companies are subject to the regulatory environments in which they operate.

Risks associated with obtaining renewal of licences upon expiry of their current term, including the grant of subsequent titles where applied for over the same ground.

The risk of material adverse changes in the government policies can affect the level and practicality of mining and exploration activities. The grant or refusal of licences is subject to ministerial discretion and there is no certainty that the licences applied for will be granted.

Applications are also subject to additional processes and requirements under the Native Title Act in Australia. The right to negotiate process under Native Title matters can result in significant delays to the implementation of any project or stall it. Negotiated Native Title agreements may adversely impact on the economics of projects depending on the nature of any commercial terms agreed.

The risks associated with being able to negotiate access to land, including conducting heritage and environmental surveys, to allow for prospecting, exploration and mining, is time and capital consuming and may be over budget and is not guaranteed of success.

Environmental management issues with which the holder may be required to comply from time to time. There are very substantive legislative and regulatory regimes with which the holder needs to comply for land access, exploration and mining that can lead to significant delays.

Unforeseen major failures, breakdowns or repairs required to key items of exploration equipment and vehicles, mining plant and equipment or mine structure resulting in significant delays, notwithstanding regular programs of repair, maintenance and upkeep.

The availability and high cost of quality management, contractors and equipment for exploration, mining, and the corporate and administration functions in the current economic climate.

The capacity to identify, procure and secure sufficient sources of capital and funding to underwrite exploration and development programs as well as meeting ongoing requirements.

Externalities beyond the control of the Company including, but not limited to, currency and commodity price fluctuations which may or may not have a bearing on the economic viability of projects either in place or planned.

10.0 REFERENCES

Publications

- Cayley, R.A. and Taylor, D.H., 2001. Geological Survey Report for Ararat 1:100 000 map sheet. Geological Survey of Victoria Report, no. 115.
- Cayley, R.A., 2017. Gold in Victoria the current State of Play: Geological Survey of Victoria Department of Economic Development, Jobs, Transport & Resources, Melbourne Mining Club Presentation, May 16 2017.
- Crawford, A.J. and Keays, R.R., 1978. Cambrian Greenstones in Victoria: Marginal Sea-crust Slices in the Lachlan Fold Belt of Southeastern Australia. *Earth and Planetary Science Letters*, 41: 197-208.
- Dugdale A.L., Wilson C.J.L., Dugdale L.J., Funk C.W., Bosnjak M. and Jupp B. 2010. Gold mineralization under cover in southeast Australia: a review of an exploration initiative for Stawell-type deposits. *Ore Geology Reviews*, 37: 41-63.
- Dugdale, A.L., Wilson, C.J.L., and Squire, R.J., 2006. Hydrothermal alteration at the Magdala Gold Deposit, Stawell, Western Victoria. *Australian Journal of Earth Sciences*, v. 53, p. 733-757.
- Fredericksen, D., 1992. The Stawell Gold Mine Experience: Still Exploring Below 1000m But No Headframe.
- Gane, M.J. 1999. Annual Technical Report of exploration activities EL3008 & 4279 including Mining Licence No. 5260 for the period 1st July 1998 to 30th June 1999. Unpublished Report.
- Henry, D.A., Squire, R.J., Wilson, C.J.L., and Rawling, T.J., 2006. Structural and lithological controls on the high- grade Hangingwall Reef quartz – gold veins, Stawell, Victoria. *Australian Journal of Earth Sciences*, 53: 759-766.
- Hougha, M. A., Bierleina, F. P., Ailleres, L., and McKnight, S., 2010. Nature of gold mineralisation in the Walhalla Goldfield, southeast Australia. *Australian Journal of Earth Sciences*, 57(7): 969-992, October 2010.
- Lisitsin, V.A., Olshina, A., Moore, D.H., and Willman, C.E., 2009. Assessment of undiscovered mesozonal orogenic gold endowment under cover in the northern part of the Stawell Zone (Victoria): Gold Undercover Report 13, GeoScience Victoria, March 2009.
- Miller J.McL., and Wilson C.J.L. 2004. Structural analysis of faults related to a heterogeneous stress history: reconstruction of a dismembered gold deposit, Stawell, western Lachlan Fold Belt, Australia. *Journal of Structural Geology*, 26: 1231-1256.
- Miller J.McL., and Wilson C.J.L., The Magdala Lode System, Stawell, South-eastern Australia: Structural Style and Relationship to Gold Mineralization across the Western Lachlan Fold Belt. *Economic Geology*, 97(2): 325-349. March 2002.
- Moore, D., 2004. St Arnaud 1:250 000 map area: A geological interpretation of the geophysical data. Geological Survey of Victoria, VIMP Report 82, May 2004.
- Musgrave, R., and Rawlinson, N., 2010. Linking the upper crust to the upper mantle: comparison of teleseismic tomography with long-wavelength features of the gravity and magnetic fields of southeastern Australia. *Exploration Geophysics*, 41: 155–162.
- Noble, R.R.P., 2008. Transported cover in northwestern Victoria, Australia – an impediment to geochemical exploration for gold, CSIRO Earth Science and Resource Engineering, 2008.
- Noble, R.R.P., Hough, R.M. and Watkins, R.T., 2010. Enrichment and exposure assessment of As, Cr and Pb of the soils in the vicinity of Stawell, Victoria, Australia. *Journal of Environmental Geochemistry and Health*, June 2010, 32(3): 193-205.

NORTH STAWELL GOLD PROJECT



Phillips, G. Neil & Hughes, Martin J.; Victorian gold deposits: AGSO Journal of Australian Geology & Geophysics, 17(4), 213-216, Commonwealth of Australia, 1998

Porter GeoConsultancy Pty Ltd, Data Base, Stawell Goldfield, 2017.

Ralph, G.M., 1994. Brief History of Stawell Joint Venture. Western Mining Corporation (WMC) Group Historical Information, January 1994.

Ramsay, W.R.H. and Vandenberg, A.H.M., 1986, Metallogeny and tectonic development of the Tasman fold belt in Victoria: Ore Geology Reviews, 1, 213-257.

Rawling, T.J., Schaub, P.M., Dugdale, L.J., Wilson, C.J.L., and Murphy, F.C., 2005. Application of 3-D models and numerical simulations as a predictive exploration tool in western Victoria, COOPERATIVE RESEARCH CENTRE (Predictive mineral discovery), August 2005, pp 55-73.

Robinson, J.A., Wilson, C.J.L. and Rawling, T.J., 2006. Numerical modelling of an evolving gold-lode system: structural and lithological, controls on ore-shoot formation in the Magdala goldmine, western Victoria. Australian Journal of Earth Sciences, 53: 799-823.

Squire, R.J., Robinson, J.A., Rawling, and T.J., Wilson, C.J.L., 2008. Controls on Ore Shoot Locations and Geometries at the Stawell Gold Mine, Southeastern Australia: Contributions of the Volcanosedimentary, Alteration, and Structural Architecture. Economic Geology, 103: 1029-1041.

Vandenberg, A.H.M., [et al.], 2001. The Tasman fold belt system in Victoria. Geological Survey of Victoria special publication, 399-420.

The Victorian Government 2019 "Competing licence applications - interim operational policy"

Watchorn, B., 1982. Report on the Germania area with recommendations for diamond drilling. WMC Company Report.

Willocks, A.J. and Moore, D.H. 1999. Geology and geophysical exploration of base metals in Victoria and Geological Survey of Victoria, January 1999, pp 4-5.

Wilson, C.J.L., Dugdale, L.J., 2006. Gold mineralisation in western Victoria: its setting, new discoveries and techniques applied to identify blind ore bodies. Australian Journal of Earth Sciences, 53: 671-676.

Wilson, C.J.L, Moore D.H, Vollgger S.A, Madeley H.E. Structural evolution of the orogenic gold deposits in central Victoria, Australia. Ore Geology Reviews 120, 2020

Wilson, C.J.L., 2005. Targeting new mineral deposits in Western Victoria, Final Report (2001 to 2005), COOPERATIVE RESEARCH CENTRE (Predictive mineral discovery), August 2005, pp 75-101.

Winterbottom, J., Holland, I., 2017. Technical Report on the Mineral Resources & Mineral Reserves of the Stawell Gold Mine for Kirkland Lake Gold Ltd, March 30, 2017.

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Links

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11.0 GLOSSARY

Banded Iron Formation	Sedimentary mineral deposit dominated by iron oxides, carbonates, or silicates that were deposited chemically from seawater.
Basalt	A dark-colored, fine-grained extrusive igneous rock composed mainly of plagioclase feldspar and pyroxene; underlies the ocean basins and comprises oceanic crust.
Cambrian	The first period in the Palaeozoic era, between 570 to 500 million years ago.
Chlorite	Dark green mineral consisting of a basic hydrated aluminosilicate of magnesium and iron; occurs as a constituent of many rocks as mica.
Devonian	The fourth period of the Palaeozoic era, between the Silurian and Carboniferous periods (420 to 360 million years ago).
Electromagnetic (EM)	Geophysical survey based on the response of the ground to the propagation of electromagnetic fields composed of an alternating electric intensity and magnetising force.
Epidotised	Yellowish-green silicate mineralisation commonly found in regionally metamorphosed rocks of low-to-moderate grade; often associated with amphiboles, feldspars, quartz, and chlorite.
Epigenetic	A mineral deposit that formed later than the enclosing rocks.
Epizonal	Where there is large contrast between the temperatures of the magma and the country rock. The country rock is commonly metamorphosed, but the metamorphism is contact metamorphism produced by the heat of the intrusion.
Facies	Sedimentary facies are bodies of sediment that are recognizably distinct from adjacent sediments that resulted from different depositional environments.
Fault	The surface of rock rupture along which there has been differential movement of the rock on either side.
Foliated	The planar or layered characteristics of metamorphic rocks that are evidence of the pressures and/or temperatures to which the rock was exposed.
Ionic Leach	Proprietary process designed for near surface soil samples where a static sodium cyanide leach selectively dissolves or solubilizes metal ions that have been leached from the primary source, migrated, and then redeposited near the surface.
Induced Polarisation (IP)	Geophysical imaging technique used to identify the electrical chargeability of subsurface materials, such as ore.
Mafic	Dark-colored igneous rock with significant amounts of one or more ferromagnesian minerals (olivine, pyroxene, amphibole, and biotite).
Magnetite	Common iron oxide (Fe ₃ O ₄) mineral that is found in igneous, metamorphic, and sedimentary rocks.
Mesozonal	Zone of medium intensity regional metamorphism. Its lower (around 500 deg.C) and upper (around 650 deg.C) limits are respectively defined by the appearance of biotite and by the appearance of sillimanite and potassium feldspar.
Metamorphic	Rock changed from its original form and/or composition by heat, pressure, or chemically active fluids, or some combination of them.
Mineralisation	The deposition of economically important metals in the formation of ore bodies or "lodes" by various processes.
Mudstone	A fine-grained detrital sedimentary rock made up of clay- and silt-sized particles.
Orogenic	Mountain-building event, generally one that occurs in geosynclinal areas. An orogeny tends to occur during a relatively short time in linear belts and results in intensive deformation.
Palaeozoic	An era of geologic time lasting from 570 to 245 million years ago.
Pelites	A metamorphosed fine-grained sedimentary rock composed of fine fragments, as of clay or mud. (i.e. mudstone or siltstone)

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Porphyry	Textural term for an igneous rock consisting of large-grained crystals such as feldspar or quartz dispersed in a fine-grained silicate rich matrix.
Pyrrhotite	Iron sulphide mineral is also called magnetic pyrite. Gold in quartz reefs is often associated with pyrite (fool's gold) and pyrrhotite.
Saprolite	A highly to completely weathered rock which has been altered and decomposed by chemical processes but retains textural and structural features of the parent material.
Schist	A strongly foliated, coarsely crystalline metamorphic rock, produced during regional metamorphism, that can readily be split into slabs or flakes; , often containing abundant micas.
Sedimentary Rocks	Rock formed from the accumulation of sediment, which may consist of fragments and mineral grains of varying sizes from pre-existing rocks, remains or products of animals and plants, the products of chemical action, or mixtures of these.
Sericite	Very fine, ragged grains and aggregates of white (colourless) micas, typically made of muscovite; often found in schistose metamorphic rocks from the conversion of plagioclase feldspar within the host rock.
Shear Zone	Rock deformation involving movement past each other of adjacent parts of the rock and parallel to the plane separating them.
Stockwork	A complex system of structurally controlled or randomly oriented veins common in many ore deposit types.
Sulphide	A class of minerals containing sulphur with one or more metals. Many have the properties of metals, including metallic lustre and electrical conductivity and some are economically important.
Tertiary	Interval of geologic time lasting from approximately 66 million to 2.6 million years ago.
TMI-TILT	Total Magnetic Intensity geophysical survey method measures variations in the intensity of the Earth's magnetic field caused by the contrasting content of rock-forming magnetic minerals in the Earth's crust. TILT is a grayscale filter of the survey image which provides greater contrast.
Vein	A distinct sheet-like body of crystallised minerals within a rock. Veins form when mineral constituents carried by an aqueous solution within the rock mass are deposited through precipitation.
Volcanogenic	Having a volcanic origin.

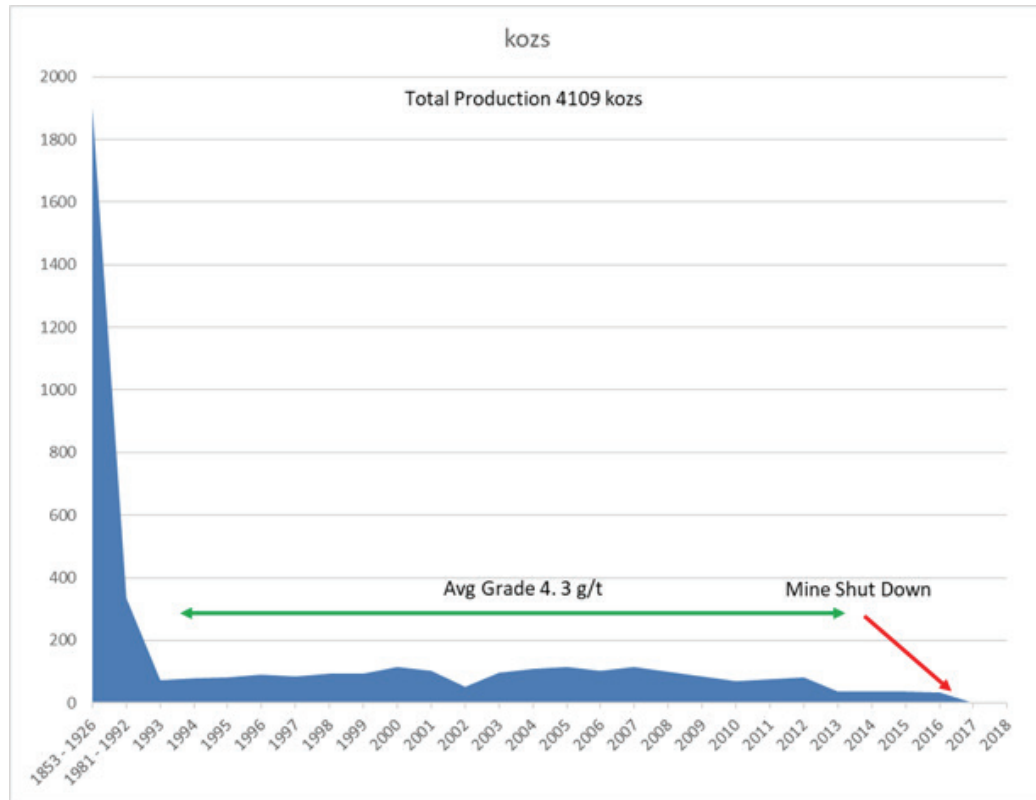
Source: Various



12.0 APPENDICES

Appendix 1: Stawell Gold Mine – Historic Gold Production (1853 – 2016)

Figure 22. STAWELL GOLD MINE – HISTORIC GOLD PRODUCTION (1853 – 2016)

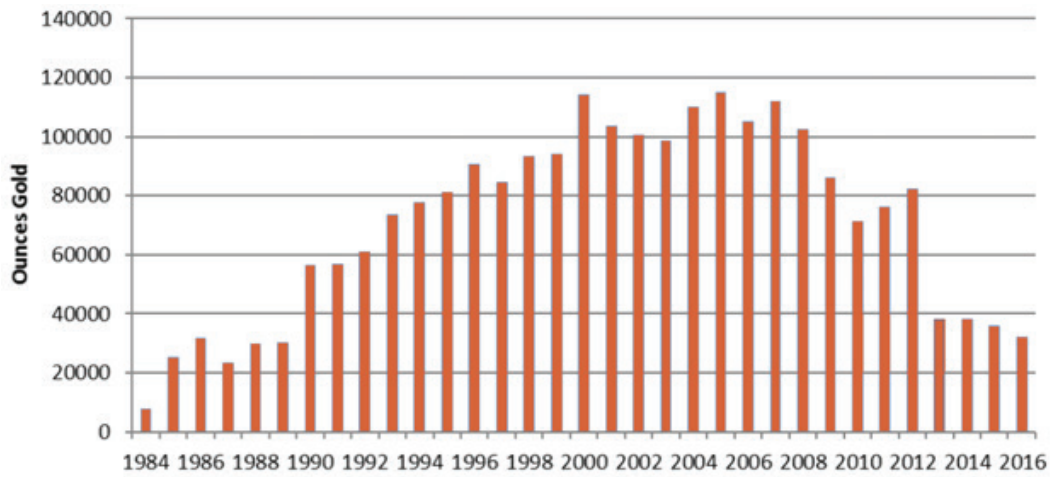


Source: Fredericksen, Company Reports

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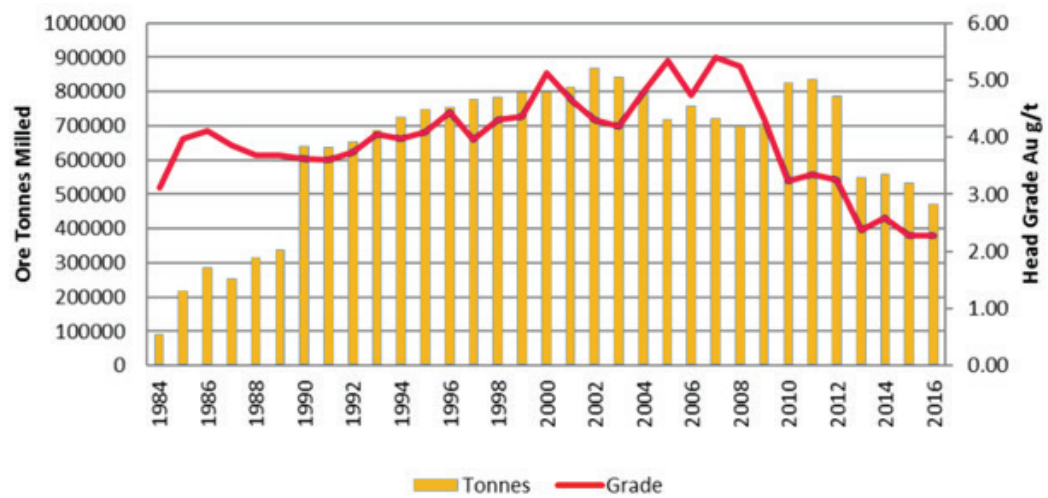


Figure 23. SGM ANNUAL UNDERGROUND GOLD PRODUCTION (1984 - 2016)



Source: Kirkland Lake Gold

Figure 24. SGM HISTORIC UNDERGROUND PRODUCTION – TONNES & GRADE (1984 - 2016)



Source: Kirkland Lake Gold

Appendix 2: SGM JORC Table 1 – Wildwood Prospect (RL 7051)

JORC Code, 2012 Edition – Table 1 (Wildwood Project Resource - SGM)

Section 1 Sampling Techniques and Data

(Criteria in this section apply to all succeeding sections.)

Criteria	JORC Code explanation	Commentary
Sampling techniques	<ul style="list-style-type: none"> Nature and quality of sampling (e.g. cut channels, random chips, or specific specialised industry standard measurement tools appropriate to the minerals under investigation, such as down hole gamma sondes, or handheld XRF instruments, etc.). These examples should not be taken as limiting the broad meaning of sampling. Include reference to measures taken to ensure sample representivity and the appropriate calibration of any measurement tools or systems used. 	<ul style="list-style-type: none"> The Wildwood Gold Project was sampled using various methods by previous project owners. Early exploration stages were defined by soil, geophysics and aircore drilling as early as 2001. Further testing was sampled by conventional and wireline methods. Sampling of the diamond core was made up of primarily NQ size core and some minor HQ size where a triple tube start to the hole was warranted (areas of expected heavy core loss due to clay / oxidised rock etc.). Calibration and measurements tools used in the past could not be verified. However, the standard operating procedure of Stawell Gold Mine have remained unchanged for the past 20 years. It is assumed that drill hole collar locations were picked up by SGM site-based authorized surveyors using TS16 Total Station. Downhole surveying was measured Eastman Single Shot Camera. The single shot surveys were completed at 15m and followed by every 30m down each drill hole.
Drilling techniques	<ul style="list-style-type: none"> Aspects of the determination of mineralisation that are Material to the Public Report. Drill type (e.g. core, reverse circulation, open-hole hammer, rotary air blast, auger, Bangka, sonic, etc.) and details (e.g. core diameter, triple or standard tube, depth of diamond tails, face-sampling bit or other type, whether core is orientated and if so, by what method, etc.). 	<p>Core is aligned and measured by tape, comparing back to downhole core blocks consistent with industry practice. Certified standards and blanks were inserted every 20th sample to assess the accuracy and methodology of the external laboratories and field duplicates inserted every 20th sample to assess the repeatability and variability of the gold mineralization.</p> <ul style="list-style-type: none"> Diamond drilling completed to industry standard using varying sample lengths and based on geological interval, which are then dried, crushed and pulverized to get 85% passing, 75micron and were all fire assayed using a 30g charge. <p>Titeline Drilling from Ballarat was contracted to conduct the drilling Surface diamond drilling carried out by using NQ2 (double tube) techniques. Core is routinely orientated by orientation tool and surveyed.</p>

Criteria	JORC Code explanation	Commentary
Drill sample recovery	<ul style="list-style-type: none"> Method of recording and assessing core and chip sample recoveries and results assessed. 	<ul style="list-style-type: none"> DD core was measured and compared to the drilled intervals and recorded as the recovery length. Any lost core is estimated and logged as lost core with a specific start and end interval. A review of database for recently drilled holes indicates exceptionally good core recovery throughout the deposit, particularly adjacent to the major mineralized zones. Where core is lost, it is usually associated with significant faulting. Lost core is identified in the logging as "LOST" and as such there are very few if any assay intervals utilized in the Mineral Resource estimate where the core recovery is less than 100%.
	<ul style="list-style-type: none"> Measures taken to maximise sample recovery and ensure representative nature of the samples. 	<ul style="list-style-type: none"> The target zones consisted of highly competent fresh rock where the DD method provided high recovery. Shorter runs were adopted in fault zones, where rock is weaker, to improve recovery. Sampling of the diamond core was made up of primarily NQ size core and some minor HQ size where a triple tube start to the hole was warranted (areas of expected heavy core loss due to clay / oxidised rock etc.).
	<ul style="list-style-type: none"> Whether a relationship exists between sample recovery and grade and whether sample bias may have occurred due to preferential loss/gain of fine/coarse material. 	<ul style="list-style-type: none"> The DD drill sample recovery in the transitional and fresh rock zones is very high, and no significant bias is expected. Recoveries in weaker, faulted rock were lower.
Logging	<ul style="list-style-type: none"> Whether core and chip samples have been geologically and geotechnically logged to a level of detail to support appropriate Mineral Resource estimation, mining studies and metallurgical studies. 	<ul style="list-style-type: none"> All SGM drill holes are logged by qualified Geologists to support a Mineral Resource Estimation and Ore Reserve study. Logging completed by previous operators is assumed to be of industry standard. <p>Lithology, quartz percentage, colour, texture, alteration, veining, mineralization and geotechnical information were logged from the DD core and saved in the database. For NQ2 drill holes, half core from every interval are also retained in the core trays and stored in a designated building at site for a future reference.</p>
	<ul style="list-style-type: none"> Whether logging is qualitative or quantitative in nature. Core (or costean, channel, etc.) photography. 	<ul style="list-style-type: none"> All logging is qualitative except for geotechnical measurements. Wet photographs were completed on the core.
	<ul style="list-style-type: none"> The total length and percentage of the relevant intersections logged. 	<ul style="list-style-type: none"> All drill holes are logged in full.
Sub-sampling techniques and sample preparation	<ul style="list-style-type: none"> If core, whether cut or sawn and whether quarter, half or all core taken. 	<ul style="list-style-type: none"> Core was half cut with a diamond core saw with the same half always sampled and the surplus retained in the core trays. Non-competent clay zones are sampled as whole core where necessary due to difficulty in cutting.

Criteria	JORC Code explanation	Commentary
	<ul style="list-style-type: none"> • If non-core, whether riffled, tube sampled, rotary split, etc. and whether sampled wet or dry. • For all sample types, the nature, quality and appropriateness of the sample preparation technique. • Quality control procedures adopted for all sub-sampling stages to maximise representivity of samples. • Measures taken to ensure that the sampling is representative of the in-situ material collected, including for instance results for field duplicate/second-half sampling. • Whether sample sizes are appropriate to the grain size of the material being sampled. 	<ul style="list-style-type: none"> • Air core samples were split. Sometimes be sampled wet. • Samples are dried, crushed to 10mm, and then pulverized to 85% passing 75µm (industry standard practice is assumed for the historical drilling). This is considered acceptable for an Archaean gold deposit. • Blank samples and known standards were inserted every 20th sample to assess reliability and accuracy of laboratory analysis. • Specific gravity is measured as both wet and dry. • Samples lengths (0.3m to 1.3m) are considered to be sufficient to accurately represent the gold mineralization based on the mineralization style (mesothermal lode), the width and continuity of the intersections, the sampling methodology, the coarse gold variability and the assay ranges for the gold.
<p>Quality of assay data and laboratory tests</p>	<ul style="list-style-type: none"> • The nature, quality and appropriateness of the assaying and laboratory procedures used and whether the technique is considered partial or total. • For geophysical tools, spectrometers, handheld XRF instruments, etc., the parameters used in determining the analysis including instrument make and model, reading times, calibrations factors applied and their derivation, etc. • Nature of quality control procedures adopted (e.g. standards, blanks, duplicates, external laboratory checks) and whether acceptable levels of accuracy (i.e. lack of bias) and precision have been established. 	<ul style="list-style-type: none"> • All gold assaying for DD was completed by external commercial laboratory – Aminya Laboratories. Sample preparation was completed by SGM internal laboratory and depending on the urgency of assays, sent to an external commercial laboratory. Samples are dried, crushed and pulverized using a 30g charge for fire assay analysis with AAS finish. This technique is industry standard for gold and considered appropriate. • No geophysical measurements were routinely made. • A range of standards and blanks are regularly inserted at the sampling stage (1:20ratio) to monitor assay analysis accuracy. If the standard assay is outside 3 standard deviations from the known value that batch is automatically repeated. Entry is made into the onsite QA/QC diary to indicate which sample identifications have been repeated. Results of QAQC sampling were considered acceptable for the style of mineralization. Substantial focus has been given to ensure sampling procedures met industry best practice.

Criteria	JORC Code explanation	Commentary
Verification of sampling and assaying	<ul style="list-style-type: none"> <i>The verification of significant intersections by either independent or alternative company personnel.</i> <i>The use of twinned holes.</i> <i>Documentation of primary data, data entry procedures, data verification, data storage (physical and electronic), protocols.</i> <i>Discuss any adjustment to assay data.</i> 	<ul style="list-style-type: none"> No independent personnel have visually inspected the significant intersections in DD. Numerous highly qualified and experienced company personnel from SGM Geological department have visually inspected the significant intersection DD Core. No twinning was carried out on the resource definition drill holes All geological and field data is entered into excel spreadsheets with lookup tables and fixed formatting using SGM geological code and sample protocol. No adjustments have been made to assay data in Database
Location of data points	<ul style="list-style-type: none"> <i>Accuracy and quality of surveys used to locate drill holes (collar and down-hole surveys), trenches, mine workings and other locations used in Mineral Resource estimation.</i> <i>Specification of the grid system used.</i> <i>Quality and adequacy of topographic control.</i> 	<ul style="list-style-type: none"> Diamond drill hole collars were picked up by site-based surveyors. Details in Section 3 All survey data is collected and stored using modified AMG coordinates based on Map Grid AGD 66 (Zone54). The convention is to drop the first digit of the Northing. The Easting value is unchanged. Not applicable
Data spacing and distribution	<ul style="list-style-type: none"> <i>Data spacing for reporting of Exploration Results.</i> <i>Whether the data spacing and distribution is sufficient to establish the degree of geological and grade continuity appropriate for the Mineral Resource and Ore Reserve estimation procedure(s) and classifications applied.</i> <i>Whether sample compositing has been applied.</i> 	<ul style="list-style-type: none"> Data spacing is highly dependent on location, logistics and availability of established drill sites, and underground operation. It is not possible to establish a regular grid drill spacing. In general, the drill spacing and distribution is adequate to define grade and geological continuity. No sample compositing has been applied in the field within the mineralized zone
Orientation of data in relation to geological structure	<ul style="list-style-type: none"> <i>Whether the orientation of sampling achieves unbiased sampling of possible structures and the extent to which this is known, considering the deposit type.</i> <i>If the relationship between the drilling orientation and the orientation of key mineralised structures is considered to have introduced a sampling bias, this should be assessed and reported if material.</i> 	<ul style="list-style-type: none"> Drilling is orientated to best suit the mineralization, as much as logistics and rig position allows. Majority of the drilling are generally closely perpendicular to strike and dip of mineralization. There may be a possible bias, but this has not been addressed and analysed in this study.

Criteria	JORC Code explanation	Commentary
Sample security	<ul style="list-style-type: none"> The measures taken to ensure sample security. 	<ul style="list-style-type: none"> Samples are securely sealed and stored onsite, until direct delivery to external labs via freight transport. Sample submission forms are sent with the samples as well as emailed to the laboratory and are used to keep track of the sample batches. Intervals selected for sampling were cut in half with one half of the core sent to Aminya laboratories in Ballarat and the other half stored in the core farm at Stawell Gold Mine.
Audits or reviews	<ul style="list-style-type: none"> The results of any audits or reviews of sampling techniques and data. 	<ul style="list-style-type: none"> No audits on sampling techniques and data have been completed.

Section 3 Estimation and Reporting of Mineral Resources

Criteria	JORC Code explanation	Commentary
Database integrity	<ul style="list-style-type: none"> Measures taken to ensure that data has not been corrupted by, for example, transcription or keying errors, between its initial collection and its use for Mineral Resource estimation purposes. 	<ul style="list-style-type: none"> All diamond drill core is logged by the site geological teams using a standardised logging legend. The data is captured electronically at the point of collection using either a barcode logging "Datcol" software system or an acquire Logging system. The "Datcol" system was developed on site in the mid 1990's and has remained the standard process since that time with the key tables for lithology, alteration, and structure and geotechnical information are populated during the logging process. <p>During 2009 an acquire Logging system was developed to replace the "Datcol" system. The acquire Logging system utilises the same standard key tables for the lithology, alteration, and structure and geotechnical information which are populated during the logging process. As part of the standard SGM geological procedures all core collected from diamond drill holes are photographed and a complete record of core photographs are available to assist in the geological interpretation process.</p> <ul style="list-style-type: none"> SGM geologists and Database Administrator perform initial data audits in Datamine, where the collar coordinates, hole depths, hole dips, assay overlaps and duplicate records. Minor errors were found, documented and amended. <p>It is impossible to correct all within the Database due to extremely large number of records which housed all the drilling information since 1980's. Therefore, Resdef descriptors are flagged in Acquire to the drill holes based on these criteria:</p>

Criteria JORC Code explanation

Commentary

Res Def	Used/ Extracted	Description
null	No	Old drill holes outside area of interest for current resource definition.
0	No	Drill holes with absent surveys, downhole surveys, collars, geology tables and assays.
1	Yes	Drill holes drilled by SGM. First hole was MD6512 (Feb 2018) and onwards. Passed QAQC
2	Yes	Drill holes drilled by SGM. Partially passed QAQC.
3	Yes	Drill holes drilled by SGM. Failed QAQC
4	Yes	Drill holes from previous operator's database. Assumed passed QAQC and will be used for estimation
5	No	Drill holes drilled by SGM. Data incomplete, awaiting logging/cutting or assays
6	No	Drill holes planned by SGM, not yet drilled.

- In 2018, due to changes in company and project managers, the Stawell Gold Mine Exploration Database was handed over in disarray. The exploration database has yet to be integrated into the main SGM database. Accordingly, the improved QAQC protocols on the SGM database have not been fully applied to the exploration dataset. Auditing of the dataset is ongoing and is being cross referenced with original hard and digital copies.

Criteria	JORC Code explanation	Commentary
Site visits	<ul style="list-style-type: none"> • <i>Comment on any site visits undertaken by the Competent Person and the outcome of those visits.</i> • <i>If no site visits have been undertaken indicate why this is the case.</i> 	<ul style="list-style-type: none"> • Competent Person Mona Sulaiman - an employee of Stawell Gold Mine (SGM) - conducted a site visit on July 22, 2019. Significant intercepts representing half core from WWD076, WWD075, WLWD124 and WLWD184 was inspected. Discussions were held with project geologist of Wildwood (Steve Vincent) during the exploration phase regarding drilling and sampling procedures. No major issues encountered. • NA
Geological interpretation	<ul style="list-style-type: none"> • <i>Confidence in (or conversely, the uncertainty of) the geological interpretation of the mineral deposit.</i> • <i>Nature of the data used and of any assumptions made.</i> • <i>The effect, if any, of alternative interpretations on Mineral Resource estimation.</i> • <i>The use of geology in guiding and controlling Mineral Resource estimation.</i> • <i>The factors affecting continuity both of grade and geology.</i> 	<ul style="list-style-type: none"> • The confidence in the geological interpretation is considered acceptable in Wildwood. • Main geological controls of mineralization are Magdala basalt contact and strongly altered siliclastic sedimentary unit. • NA
Dimensions	<ul style="list-style-type: none"> • <i>The extent and variability of the Mineral Resource expressed as length (along strike or otherwise), plan width, and depth below surface to the upper and lower limits of the Mineral Resource.</i> 	<ul style="list-style-type: none"> • Infill drilling confirms the continuity of lodes. Structural control (contact and deformed zones) defines the grade distribution within lode. • Adequate for a preliminary estimation, but more structural control must be put into model for high confidence geological domain. • Maslin extends over strike length of 500m, has a maximum width of 7-10m and includes the down dip length of 110m. Depth below surface(20m)- 150-200RL • Clontarf extends over strike length of 500m, has a maximum width of 5m and includes the down dip length of 150m. Depth below surface surface(10m)- 150-250RL • Torquay extends over strike length of 350m, has maximum width of 5-10m and includes down dip length of 50m. Depth below surface(20m) 150-200RL • Trinity extends over strike length of 600m, has maximum width of 5-10m and includes down dip length of 200m. Depth below surface(20m) -150-200RL RL

Criteria	JORC Code explanation	Commentary
<p>Estimation and modelling techniques</p>	<ul style="list-style-type: none"> <i>The nature and appropriateness of the estimation technique(s) applied and key assumptions, including treatment of extreme grade values, domaining, interpolation parameters and maximum distance of extrapolation from data points. If a computer assisted estimation method was chosen include a description of computer software and parameters used.</i> 	<ul style="list-style-type: none"> The Mineral Resource estimate has been generated via Ordinary Kriging (OK). The OK estimation was constrained within wireframes generated by Datamine at minimum constraint of 0.5g/t. These grade shapes are defined from resource diamond drilling assays and guided by geological model created from Leapfrog and Datamine. OK is considered an appropriate grade estimation method for Stawell lodes given current density and mineralization style, which has allowed high confidence estimation constraints and parameters.
		<p>The grade estimate is based on 1.0m downhole composites of the resource dataset created in Datamine, each located by their mid-point co-ordinates and assigned a length weighted average gold grade. The composite length was chosen because it represents the most dominant sample interval. High grade cuts have been applied to composites to limit the influence of higher-grade data.</p>
		<p>Detailed statistical and geological investigations have been completed on the captured estimation data (0.9m sample composites). The variography applied to grade estimation has been generated using Snowden Supervisor.</p>
		<p>These investigations have been completed on each ore domain separately. KNA analysis has also been conducted in Snowden Supervisor in various locations on the domains to determine the optimum block size, minimum and maximum samples per search and search distance.</p>
	<ul style="list-style-type: none"> <i>The availability of check estimates, previous estimates and/or mine production records and whether the Mineral Resource estimate takes appropriate account of such data.</i> <i>The assumptions made regarding recovery of by-products.</i> <i>Estimation of deleterious elements or other non-grade variables of economic significance (e.g. sulphur for acid mine drainage characterisation).</i> 	<ul style="list-style-type: none"> Check estimate has been completed using Inverse Distance and nearest neighbour estimation method. No by-products are present or modelled. No deleterious elements have been estimated or relevant to mine economics\planning.

Criteria	JORC Code explanation	Commentary
<ul style="list-style-type: none"> <i>In the case of block model interpolation, the block size in relation to the average sample spacing and the search employed.</i> 	<ul style="list-style-type: none"> <i>Any assumptions behind modelling of selective mining units.</i> <i>Any assumptions about correlation between variables.</i> <i>Description of how the geological interpretation was used to control the resource estimates.</i> 	<p>A rotated and unrotated block model have been created in Datamine Studio RM with a parent block size of 5 m (X) x 10 m (Y) x 10 m (Z) with a sub-block size of 1.25 m (X) x 1.25 m (Y) x 1.25 m (Z). The parent block size has been selected based on the average drill spacing and also by kriging neighbourhood analysis (KNA) to select a block with the best overall kriging efficiency, slope of regression and minimal negative kriging weights. The sub-block size was necessary to provide sufficient resolution compared to the wireframes, with all sub-blocks assigned the same grade as the parent block.</p> <p>Ordinary Kriging (OK) has been used for the estimation of gold using a total of three interpolation passes to fill the block model.</p> <p>The first estimation pass has a distance of 1/3 of the range of the variogram with the number of samples used ranging from 5 to 30 samples. The second pass had a distance approximately equal to that of the variogram with the same minimum and maximum number of samples as the first pass. The third pass used the same distance as pass two, with a decrease in the minimum samples required to 2 samples. The minimum and maximum numbers of samples for the estimation have been determined from a Kriging Neighbourhood Analysis (KNA).</p> <ul style="list-style-type: none"> No selective mining units were assumed in this estimate No correlated variables have been investigated or estimated <p>For all mineralized zones, the wireframes have been used as hard boundaries for the interpolation of gold grades. This is to ensure only gold grades within each wireframe have been used to estimate the block inside the same wireframe. The mineralised zones have been interpreted using a combination of cross-sections and level plans. A nominal 0.5 g/t gold cut-off grade has been used to define the boundary between mineralised and un-mineralised material, although some intercepts below 0.5 g/t gold have been included for continuity purposes. Sectional polygons have been digitised at 50 m, rotated 330degrees grid spacings. These were then used to create 3-D mineralisation solids. A minimum downhole length of 2 sample intervals, has been used, with internal dilution included if the combined length weighted average was greater than 0.5 g/t gold.</p> <p>The mineralisation wireframes have been extended half the distance</p>

Criteria	JORC Code explanation	Commentary
	<ul style="list-style-type: none"> • Discussion of basis for using or not using grade cutting or capping. • Process of validation, the checking process used, the comparison of model data to drill hole data, and use of reconciliation data if available. 	<p>to the nearest drill hole up to a maximum of 40 m. The extremities of the wireframes have also been extrapolated to a maximum of 40 m along strike.</p> <ul style="list-style-type: none"> • The composite gold data for all domains displays a positively skewed distribution as expected with this style of deposit. The composites for each mineralised domain have been analysed to identify any extreme values which could have an adverse effect on the grade estimation. Any extreme values identified have been applied top-cut based on log probability and log histogram plots to the value 20g/t Au. • The grade estimate was checked against the input drilling/composite data, both visually on section and plan, and statistically on swath plots.
Moisture	<ul style="list-style-type: none"> • Whether the tonnages are estimated on a dry basis or with natural moisture, and the method of determination of the moisture content. 	<ul style="list-style-type: none"> • The Mineral Resource tonnage is reported using a dry bulk density and therefore represents dry tonnage excluding moisture content
Cut-off parameters	<ul style="list-style-type: none"> • The basis of the adopted cut-off grade(s) or quality parameters applied. 	<ul style="list-style-type: none"> • The cut-off grade of 1.0g/t for the stated Mineral Resource estimate is determined from assumed standardize parameters used to generate optimized stope designs.
Mining factors or assumptions	<ul style="list-style-type: none"> • Assumptions made regarding possible mining methods, minimum mining dimensions and internal (or, if applicable, external) mining dilution. It is always necessary as part of the process of determining reasonable prospects for eventual economic extraction to consider potential mining methods, but the assumptions made regarding mining methods and parameters when estimating Mineral Resources may not always be rigorous. Where this is the case, this should be reported with an explanation of the basis of the mining assumptions made. 	<ul style="list-style-type: none"> • The Resource model assumes underground mining incorporates high level of mining selectivity based on current high-quality grade control mining practices such as sludge drilling and face sampling/mapping to delineate ore/waste.
Metallurgical factors or assumptions	<ul style="list-style-type: none"> • The basis for assumptions or predictions regarding metallurgical amenability. It is always necessary as part of the process of determining reasonable prospects for eventual economic extraction to consider potential metallurgical methods, but the assumptions regarding metallurgical treatment processes and parameters made when reporting Mineral Resources may not always be rigorous. Where this is the case, this should be reported with an explanation of the basis of the metallurgical assumptions made. 	<ul style="list-style-type: none"> • No metallurgical factors or assumptions were made for this Resource estimate.

Criteria	JORC Code explanation	Commentary
Environmental factors or assumptions	<ul style="list-style-type: none"> Assumptions made regarding possible waste and process residue disposal options. It is always necessary as part of the process of determining reasonable prospects for eventual economic extraction to consider the potential environmental impacts of the mining and processing operation. While at this stage the determination of potential environmental impacts, particularly for a greenfields project, may not always be well advanced, the status of early consideration of these potential environmental impacts should be reported. Where these aspects have not been considered this should be reported with an explanation of the environmental assumptions made. 	<ul style="list-style-type: none"> It has been assumed that current or similar operational approaches, protocols and facilities applied to environmental factors at Stawell Gold Mine to continue for the duration of mine life.
Bulk density	<ul style="list-style-type: none"> Whether assumed or determined. If assumed, the basis for the assumptions. If determined, the method used, whether wet or dry, the frequency of the measurements, the nature, size and representativeness of the samples. 	<ul style="list-style-type: none"> The bulk density measurements have been routinely taken across the ore zones using the water immersion method. Average SG values are assigned for different types of lithological zones. Values are as follows: Chemical Sediments, Sulphide layering: 3.4 Deformed Zones (Shear zones, fault zones, breccia): 2.7 Siliceous sediments: 3.1 BIFM: 2.8 BIFS: 2.9 Siliceous sediments, magnetite, chlorite, dominant: 2.8 Siliceous sediments, Sulphide dominant: 2.9 Volcanogenic: 2.9 Basalt: 2.8 Dykes and Porphyries: 2.7 Massive Sulphide: 3.6 Pellites and Psammities: 2.8 Oxide: 1.8 Transition: 2.2 Fresh: 2.8 The bulk density for bulk material have not been adequately lab tested using wax coating to account for void spaces. All density values are based on fresh material with no weathering coding.

Criteria	JORC Code explanation	Commentary
Classification	<ul style="list-style-type: none"> The basis for the classification of the Mineral Resources into varying confidence categories. Whether appropriate account has been taken of all relevant factors (i.e. relative confidence in tonnage/grade estimations, reliability of input data, confidence in continuity of geology and metal values, quality, quantity and distribution of the data). Whether the result appropriately reflects the Competent Person's view of the deposit. 	<ul style="list-style-type: none"> The data spacing and distribution is adequate to demonstrate spatial and grade continuity of the mineralised domains to support the definition of Inferred and Indicated Mineral Resources under 2012 JORC code. The Mineral Resource classification method which is described above has also been based on the quality of the data collected (geology, survey and assaying data), the density of the data, the confidence of the geological and mineralization model and grade estimation quality. The reported Mineral Resource estimate is consistent with the Competent Person's view of the deposit
Audits or reviews	<ul style="list-style-type: none"> The results of any audits or reviews of Mineral Resource estimates. 	<ul style="list-style-type: none"> No reviews or check estimates have been completed as part of the current study
Discussion of relative accuracy/confidence	<ul style="list-style-type: none"> Where appropriate a statement of the relative accuracy and confidence level in the Mineral Resource estimate using an approach or procedure deemed appropriate by the Competent Person. For example, the application of statistical or geostatistical procedures to quantify the relative accuracy of the resource within stated confidence limits, or, if such an approach is not deemed appropriate, a qualitative discussion of the factors that could affect the relative accuracy and confidence of the estimate. The statement should specify whether it relates to global or local estimates, and, if local, state the relevant tonnages, which should be relevant to technical and economic evaluation. Documentation should include assumptions made and the procedures used. These statements of relative accuracy and confidence of the estimate should be compared with production data, where available. 	<ul style="list-style-type: none"> The Resource has been classified based on quality of the data collected, the density of data, the confidence of the geological and mineralization model, resource estimate, and the confidence of the established historical production records. All application of these approaches are adequate to establish confidence. NA NA



SECTION

SOLICITOR'S REPORT ON TENEMENTS

10 July 2020

The Directors
North Stawell Minerals Ltd
Level 12, 644 Chapel Street
South Yarra Vic 3414

Our ref: 1964774 - Damian Roe

Dear Directors

Independent Solicitor's Report on Tenements

This Independent Solicitor's Report is prepared for inclusion in a prospectus to be issued by North Stawell Minerals Ltd ACN 633 461 453 (**Company**) for the initial public offer of 40,000,000 shares in the Company at an issue price of \$0.50 per share to raise \$20,000,000.

This report relates to the following licences granted or applied for under the *Mineral Resources (Sustainable Development) Act 1990 (Vic)* (**Minerals Act**), referred to in this report as the **Tenements**:

1. Exploration licence 5443 (**EL5443**);
2. Exploration licence 006156 (**EL006156**);
(1 and 2 are together, the **Exploration Tenements**)
3. Retention licence 007051 (**RL7051**);
4. Application for exploration licence 007324 (**ELA7324**); and
5. Application for exploration licence 007325 (**ELA7325**)
(4 and 5 are together, the **Exploration Licence Applications**)

Our findings are set out below:

1. Executive Summary

1.1 Title:

- (a) The current registered holders of the Tenements are:
 - (1) Leviathan Resources Pty Ltd ACN 054 584 397 (**Leviathan**) is the primary registered holder of EL5443 and EL006156.
 - (2) Stawell Gold Mines Pty Ltd ACN 057 568 019 (**Stawell**) is the primary registered holder of RL7051 and application of ELA7324 and ELA7325.
- (b) Based on the information available to us, the interests in the Tenements are held under the Stawell Exploration Joint Venture Agreement between Leviathan, Stawell,

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MLIA and SGM MLIA Gold Investment Pty Ltd (**Exploration Joint Venture Agreement**) in the following percentage shares:

Party	Percentage Share
Leviathan	49.99%
Stawell	0.01%
SGM MLIA Gold Investment Pty Ltd ACN 626 343 119 as trustee for The SGM MLIA Unit Trust (MLIA)	50.00%

1.2 Encumbrances:

- (a) EL006156 is subject to:
- (1) a 2.5% net smelter return royalty payable to Newmarket. The obligation to pay the royalty has been apportioned 60% to Leviathan and 40% to MLIA. See paragraph 5.2(a).
 - (2) a 1% net smelter return payable to AMARC. The obligation to pay the royalty has been apportioned 60% to Leviathan and 40% to MLIA. See paragraph 5.2(c).
- (b) EL5443 is subject to:
- (1) a 2.5% net smelter royalty payable to Newmarket. The obligation to pay the royalty has been apportioned 60% to Leviathan and 40% to MLIA. See paragraph 5.2(a).
 - (2) a 1% net smelter royalty payable to AMARC. The obligation to pay the royalty has been apportioned 60% to Leviathan and 40% to MLIA. See paragraph 5.2(c).
- (c) RL7051, as a successor tenement to EL 3008 is subject to:
- (1) a 2.5% net smelter royalty payable to Newmarket. The obligation to pay the royalty has been apportioned 60% to Stawell and 40% to MLIA. See paragraph 5.2(b).
 - (2) a 1% net smelter royalty payable to AMARC. The obligation to pay the royalty has been apportioned 60% to Stawell and 40% to MLIA. See paragraph 5.2(d).
- (d) Exploration Licence Applications: As the Exploration Licence Applications have been applied for over an area of the former EL 3008, if granted, they will also be subject to the royalties identified in paragraph 1.2(c).

- 1.3 **Compliance:** The Department of Jobs, Precincts and Regions, Earth Resources (the **Earth Resources Department**) has informed us that as at 20 April 2020 there are no known non-compliances with any conditions attached to the Exploration Tenements. On 9 July 2020, we requested an update from the Earth Resources Department regarding compliance for the Exploration Tenements and RL7051, which has since been granted. We have not yet received a response to this request.

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2. Scope, Searches, Qualifications and Assumptions

2.1 **Scope:** This report deals with legal due diligence matters relating to the Tenements and has been prepared to:

- (a) confirm (or otherwise) the title to the Tenements;
- (b) where possible, confirm the good standing of the Tenements;
- (c) where possible, confirm that there has been no material non-compliance with the applicable laws affecting the Tenements as at the date of this report;
- (d) where possible confirm compliance with: environmental obligations; land access obligations; reporting obligations and native title or cultural heritage requirements;
- (e) identify any encumbrances; and
- (f) identify any overlapping tenures.

2.2 **Outside of Scope:** Paragraph 2.1 contains the Scope. No other matters form part of the Scope of this Report. HopgoodGanim Lawyers has not been instructed to, nor have we, concerned ourselves with business or financial due diligence or an assessment of the business, financial, technical or regulatory risks, apart from those regulatory risks necessarily falling within the Scope.

2.3 **Searches:**

- (a) We have conducted and reviewed the results of the following searches:
 - (1) Resources authority public reports obtained from the Department of Jobs, Precincts and Regions, Earth Resources (the **Earth Resources Department**) on 27 March 2020 for the Exploration Tenements, and on 6 April 2020 for retention licence application RL7051;
 - (2) Updated resource authority public reports obtained from the Earth Resources Department on 9 July 2020 for all Tenements;
 - (3) Search results provided by the National Native Title Tribunal (**NNTT**) provided on 31 March 2020 for the Exploration Tenements and on 9 April 2020 for retention licence application RL7051;
 - (4) Search results provided by the NNTT for ELA7324 and ELA7325 on 10 July 2020;
 - (5) Searches performed through the Earth Resources Department's GeoVic program between 3 April 2020 to 6 April 2020 for the Exploration Tenements and the then application for RL7051;
 - (6) Searches performed through the Earth Resources Department's GeoVic program between 1 July 2020 to 2 July 2020 for the granted RL7051 and the Exploration Licence Applications;
 - (7) Searches for Aboriginal cultural heritage over the Exploration Tenements and the former EL3008 from Aboriginal Victoria (within the Department of Premier and Cabinet) provided on 16 April 2020; and

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- (8) Correspondence from the Earth Resources Department regarding matters relating to compliance for the Exploration Tenements and details from the mining register provided on 20 April 2020.

2.4 **Documents provided:** Leviathan, Stawell and MLIA provided us with the documents listed in Schedule 9.

2.5 **Qualifications:**

- (a) This report relates only to the relevant laws in force as at the date of the report and except where expressly referenced does not address or consider any future amendments or changes that may be made to any relevant laws.
- (b) Section 2.1 sets out the scope of this report. No other matters form part of the scope of this report (see section 2.2).
- (c) The conclusions and opinions expressed in this report are limited to our review and analysis of the results of the searches identified in part 2.3 of this report.
- (d) HopgoodGanim Lawyers have not been instructed to nor have we nor do we have expertise in or concerned ourselves with business or financial due diligence or an assessment of business, financial, technical or regulatory risks (apart from those regulatory risks necessarily falling within the scope).
- (e) Where laws are mentioned this report does not purport to mention every requirement in respect of the relevant law and those that are referred to in many cases are not an exhaustive list. Accordingly, specific legal advice should be obtained for specific questions about individual laws.

2.6 **Assumptions:** We have made the following assumptions in preparation of this report:

- (a) Our investigations were confined to searches set out in part 2.3 of this report and the documents provided as set out in part 2.4 of this report). We note that this report is accurate and complete only to the extent that the reports extracted from the registers are correct as at the date the searches were conducted;
- (b) There have been no material changes in the standing of the Tenements since the date of our searches;
- (c) All information provided by Stawell, Leviathan and MLIA (if any) is true, correct, complete and accurate and all documents are properly executed and valid on their face; and
- (d) The Ministers administering the relevant acts and each of their delegates have been validly appointed and have acted within the scope of their power, authority and discretion in granting the Tenements and are able and willing to grant any required consents and approvals under the relevant legislation.

3. Governing legislation

3.1 Exploration Licences

- (a) The Minerals Act establishes a tenure regime that governs the exploration for and the production of minerals in Victoria.

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- (b) A holder of an exploration licence (**EL**) granted under the Minerals Act is entitled to carry out exploration on land covered by the licence, however this is subject to the requirements of section 43 of the Minerals Act being satisfied. Section 43 identifies the requirements that must be in place prior to commencing work on land covered by an EL. This includes:
- (1) an approved work plan;
 - (2) provision of rehabilitation bonds;
 - (3) all necessary consents;
 - (4) insurance;
 - (5) complying with any condition to provide an environmental offset;
 - (6) landholder compensation;
 - (7) all other conditions of the EL; and
 - (8) any requirements under the *Planning and Environment Act 1987 (Vic)* (**PE Act**).
- (c) The initial term of an EL is a period of up to 5 years from the date on which it is registered (s13(4) Minerals Act).

3.2 Retention Licence

- (a) A retention licence (**RL**) granted under the Minerals Act enables the holder to retain the rights to a mineral resource in the land covered by the licence where it is not economically viable to mine the mineral resource, but it may be economically viable to mine in the future, or for the purpose of sustaining operations of an existing mine (s14C(1)(a) Minerals Act). The RL may also allow a holder to explore and carry out other work to establish the economic viability of mining a mineral resource in the land covered by the licence (s14C(1)(b) Minerals Act).
- (b) An RL can be granted for a period up to 10 years from the date on which it was registered and can be renewed in accordance with the Minerals Act (s14C(3) Minerals Act).
- (c) The holder of an RL is entitled to apply for a mining licence in respect of the land covered by the licence, or is entitled to give consent to another person to apply for a mining licence in respect of the same land (s14C(2) Minerals Act).
- (d) An application for any licence (including an RL) is not transferable (s17 Minerals Act).

4. Title and standing of the Tenements

4.1 **Tenements:** Schedule 1 contains a table outlining material information for the Tenements.

4.2 The current registered holders of the Tenements are:

- (a) Leviathan is the primary registered holder of EL5443 and EL006156; and

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- (b) Stawell is the primary registered holder of RL7051 and the applicant for the Exploration Licence Applications.

4.3 The resource authority public report only lists the primary registered holder of each of the Tenements. It does not identify whether there are any other holders. It does not identify the percentage of the Tenements that the primary registered holder owns.

4.4 Former EL3008

- (a) Stawell is the former registered holder of EL3008. EL3008 commenced on 16 December 1988. Various renewals of EL3008 were applied for and granted. The term of EL3008 ended on 20 June 2020 with no further renewals available.
- (b) On 11 May 2020, RL7051 was granted over an area of EL3008.
- (c) On 10 June 2020, Stawell reapplied for the extinguished area of EL3008 as the two new applications, ELA7324 and ELA7325.

4.5 Asset Sale and Purchase Agreement:

- (a) We have been provided with an undated Asset Sale and Purchase Agreement between Leviathan, Stawell and MLIA under which:
- (1) Leviathan and Stawell warranted that they are the sole legal and beneficial owner of the Tenements;
 - (2) Leviathan sold a 50% beneficial interest in EL006156 and EL5443 to MLIA; and
 - (3) Stawell sold a 50% beneficial interest in the former EL3008 to MLIA.
- (b) Our searches of GeoVic show that on 20 February 2019 and 22 February 2019, an "Asset Sale and Purchase Agreement with Deed of Amendment" was registered against each of EL5443 and EL006156 (Schedule 2, registration 4 for EL006156 and registration 22 for EL5443). We have not been provided with any Deed of Amendment in relation to the Asset Sale and Purchase Agreement.

4.6 Exploration Joint Venture

- (a) We have been provided with a signed but undated Exploration Joint Venture Agreement between Leviathan, Stawell, MLIA and SGM MLIA Gold Investment Pty Ltd (as Guarantor).
- (b) Leviathan, Stawell and MLIA agree to enter into a joint venture to explore for minerals in the Exploration Tenements and EL5474, MIN5260 and application for MIN66024. If a party to the joint venture or their related body corporate holds a legal or beneficial interest in any other exploration, retention or mining licence within a 50km radius of the township of Stawell, the joint venturer must transfer that other interest to the joint venture. Therefore, RL7051 is included in the joint venture and, if granted, ELA7324 and ELA7325 will also be included in the joint venture.
- (c) The joint venture agreement records that, as at the commencement date, the relevant interests in the Exploration Tenements are:

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Tenement	Owner and Percentage Share
EL006156	Leviathan (50%) MLIA (50%)
EL5443	Leviathan (50%) MLIA (50%)
Former EL3008	Stawell (50%) MLIA (50%)

- (d) With the formation of the joint venture, the joint venture interests of Leviathan, Stawell and MLIA as at the commencement date are:
- (1) Leviathan: 49.99%
 - (2) Stawell: 0.01%
 - (3) MLIA: 50%
- (e) The beneficial interests in the Exploration Tenements held by Stawell, Leviathan and MLIA become "Joint Venture Property", held by Leviathan, Stawell and MLIA in their joint venture shares on the date that an instrument assigning the beneficial interests in the Exploration Licences from Stawell and Leviathan to MLIA is registered under section 69(2)(a) of the Minerals Act. We understand that this occurred on 20 February 2019 and 22 February 2019 with the registration of the "Asset Sale and Purchase Agreement with Deed of Amendment" (see paragraph 4.5(b)).
- (f) MLIA can require Stawell and Leviathan to have its percentage share of legal interest in the joint venture property transferred to it. Our searches of GeoVic show that this has not occurred.
- (g) The Exploration Joint Venture Agreement contains dilution provisions. We are not aware if any dilution has occurred to affect the interests of Leviathan, Stawell and MLIA.

5. Other interests and agreements

5.1 Mining Register

- (a) A mining register is established under Part 6 of the Minerals Act, where the Department Head under the Minerals Act must register licences and related documents.
- (b) The registrations in relation to the Tenements are listed in Schedule 2.

5.2 Material agreements:

In addition to the Asset Sale and Purchase Agreement and Exploration Joint Venture referred to at paragraphs 4.5 and 4.6 above, the following instruments affecting interests in the Tenements have been registered over the Tenements:

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(a) **Newmarket Royalty – Leviathan**

- (1) This royalty was originally granted by Leviathan Resources in favour of Newmarket Gold Victorian Holdings Pty Ltd, now named Kirkland Lake Gold Victoria Holdings Pty Ltd (**Newmarket/Kirkland**) under a Royalty Deed – Grant of Net Smelter Return Royalty dated 21 December 2017. Under the Newmarket Royalty Assignment Deed dated 21 January 2019, Leviathan assigned 40% of its obligations under the Royalty Deed to MLIA.
- (2) The Producer (Leviathan 60% and MLIA 40%) agrees to pay Newmarket/Kirkland a royalty equal to 2.5% of the net smelter return generated from the sale of any Gold produced from EL006156 and EL5433, including any reprocessing of tailings.

(b) **Newmarket Royalty - Stawell**

- (1) This royalty was originally granted by Stawell in favour of Newmarket/Kirkland under a Royalty Deed – Grant of Net Smelter Return Royalty dated 21 December 2017. Under the Newmarket Royalty Assignment Deed dated 21 January 2019, Stawell assigned 40% of its obligations under the Royalty Deed to MLIA.
- (2) The Producer (Stawell 60% and MLIA 40%) agrees to pay the Newmarket/Kirkland a royalty equal to 2.5% of the net smelter return generated from the sale of any gold produced from tenements including the former EL 3008 (and other tenements not transferred or entitled to be to North Stawell), including any reprocessing of tailings. RL7051 is a successor tenement to EL 3008 and therefore the royalty will also to apply to RL7051. If the Exploration Licence Applications are granted, they will also be treated as part of the royalty area.

(c) **AuRico Metals Royalty – Leviathan**

- (1) This royalty was originally granted by Leviathan in favour of Crocodile Gold Inc (**Crocodile**) under the Stawell Royalty Agreement dated 13 January 2015 between Leviathan and Crocodile.
- (2) Crocodile assigned the royalty to AuRico Metals Inc. We have not been provided with any documents in relation to this assignment.
- (3) AuRico Metals Inc assigned the royalty to AMARC. We have not been provided with any documents in relation to this assignment
- (4) Under a Variation Deed dated 19 December 2017 between AMARC, Stawell and Leviathan, the definition of “Property” for the purposes of the royalty was amended to apply to EL443 and EL006156.
- (5) A royalty of 1% of net smelter returns is payable by the Royalty Payor (Leviathan 60% and MLIA 40%) to the Royalty Holder (now AMARC) on gold produced from EL006156 and EL 5433 sold (or deemed to have been sold) by or for the Royalty Payor (Leviathan and MLIA).

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(d) **AuRico Metals Royalty – Stawell**

- (1) This royalty was originally granted by Stawell in favour of Crocodile) under the Stawell Royalty Agreement dated 13 January 2015 between Stawell and Crocodile.
- (2) Crocodile assigned the royalty to AuRico Metals Inc. We have not reviewed this assignment document.
- (3) AuRico Metals Inc assigned the royalty to AMARC. We have not reviewed a copy of this assignment document.
- (4) Under a Variation Deed dated 19 December 2017 between AMARC, Stawell and Leviathan, the definition of “Property” for the purposes of the royalty was amended to apply to EL3008 and any other form of successor or substitute therefor (and other tenements not transferred or entitled to be transferred to North Stawell). RL7051 is a successor tenement to EL 3008 and therefore the royalty will also to apply to RL7051. If the Exploration Licence Applications are granted, they will also be treated as “Property” under the royalty.
- (5) A royalty of 1% of net smelter returns is payable by the Royalty Payor (Stawell 60% and MLIA 40%) to the Royalty Holder (now AMARC) on gold produced from RL7051 (and the Exploration Licence Applications if granted) sold (or deemed to have been sold) by or for the Royalty Payor (Stawell and MLIA).

(e) **Other Agreements:** Our searches of GeoVic show that the following agreements are registered over the Exploration Tenements. We have not been provided with these agreements and have not been able to review these agreements. Further detail is contained in Schedule 2:

- (1) **EL006156:** Contribution Agreement between Leviathan Resources Pty Ltd, AuRico Metals Inc and AuRico Metals Australian Royalty Corporation dated 30 June 2016.
- (2) **EL5443:** Contribution Agreement between Leviathan Resources Pty Ltd, AuRico Metals Inc and AuRico Metals Australian Royalty Corporation dated 30 June 2016.

6. Renewal of Tenements

- 6.1 A licence holder (other than a licence for a prospecting licence) may, before a licence expires, apply in accordance with the Minerals Regulations to the Minister for a renewal of the licence (s29(1) Minerals Act). Where the application for renewal is lodged before the licence expires, the licence continues in operation until the application is granted and

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registered, or refused (s29(2) Minerals Act). For a renewal to occur, the Minister must be satisfied of the matters identified in section 31 of the Minerals Act.

- 6.2 **ELs:** On application for the first renewal of an EL, the Minister may renew the EL for a period of up to 5 years (s32(2) Minerals Act). If an application is made for a second renewal of an EL, the Minister may only renew the EL for a period of up to 5 years (s32(2A) Minerals Act).
- 6.3 **RLs:** The Minister can only renew an RL if the Minister is satisfied that the mining of a mineral resource would be economically viable in the future (s31(7) Minerals Act). The RL can only be renewed for a second renewal if the licensee has also demonstrated that there are exceptional circumstances to warrant the second renewal (s31(7) Minerals Act). The period of renewal for an RL is for a period not exceeding 10 years (s32(1A) Minerals Act).
- 6.4 A renewal will have effect upon registration (s31(10) Minerals Act), and the renewal of any type of licence may be subject to conditions, or may cover a smaller area than that covered by the application for renewal (s31(9) Minerals Act).
- 6.5 The Minister may only renew an EL or an RL twice (s31(5) Minerals Act).
- 6.6 **Application to the Tenements**
- (a) **EL5443:** commenced on 26 November 2013 for a term of 5 years. The licence was renewed on 26 November 2018 for a further period of 5 years, and the term of EL5443 now expires on 25 November 2023. No further renewals are permitted.
- (b) **EL006156:** commenced on 29 December 2016 for a term of 5 years. The term of EL006156 ends on 28 December 2021. A first renewal application can be made for EL006156.
- (c) **RL7051:** granted on 11 May 2020 for a term of 10 years. The term of RL7051 ends on 10 May 2030. It is open for a renewal application to be made.
- (d) **ELA7324 and ELA7325:** not applicable, as ELA7324 and ELA7325 have not yet been granted.

7. Relinquishment of Tenements

7.1 Relinquishment of Tenements

- (a) The Minister must, unless he or she decides otherwise, cancel a percentage of the total number of graticular sections (in one or more areas each comprising whole graticular sections) of an EL at various anniversaries of the initial registration (s38A Minerals Act). These include:
- (1) Second anniversary: at least 25% of the total number of graticular sections;
 - (2) Fourth anniversary: at least a further 35% of the total number of graticular sections;
 - (3) Seventh anniversary: at least a further 20% of the total number of graticular sections; and
 - (4) Tenth anniversary: at least a further 10% of the total number of graticular sections.

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- (b) The licensee is to notify the Minister at least 30 days prior to the relevant anniversary of the areas of the licence that is to be cancelled (s38A(3) Minerals Act). These percentages are in reference to the sections of the licence as originally granted (s38A(6) Minerals Act).

7.2 Application to Tenements

- (a) **EL006156:** this tenement was granted on 29 December 2016 for a total area of 24 graticular sections, and one relinquishment anniversary has passed. On 6 December 2018, prior to the second anniversary of the grant of EL006156, a part cancellation of EL006156 was registered, but no further information is available (see registration **Error! Reference source not found.** in Schedule 2). The next relinquishment event occurs on the fourth anniversary, which will occur on the 29 December 2020.
- (b) **EL5443:** this tenement was granted on 26 November 2013 for a total area of 492 graticular sections, and various relinquishment anniversaries have occurred, relevantly:
- (1) Second anniversary: on 10 November 2015, a part cancellation of EL5443 was approved with 319 graticular sections of EL5443 remaining;
 - (2) Fourth anniversary: on 22 November 2017, a part cancellation of EL5443 was approved, with 194 graticular sections of EL5443 remaining; and
 - (3) The next relinquishment event for EL5443 occurs on the seventh anniversary, which will occur on the 26 November 2020.

8. Rent

- 8.1 **Rent requirements:** The holder of an EL and an RL must pay rent from the date of registration of the grant of the licence (s26(4) Minerals Act). Rent must be paid within 28 days of 30 June each year, or as extended by the Minister (s29 Minerals Regulation).
- 8.2 **EL:** the prescribed rate of rent for an EL held at 30 June in a year is 6.9 fee units per 10 graticules or part thereof of the land covered by the licence as at 30 June of that year (s29(2)(a) Minerals Regulation). A fee unit is identified in the Minerals Regulation to be \$14.81 for the financial year commencing 1 July 2020. The current rent payable per 10 graticules of an EL for 2019/2020 is \$102.20.
- 8.3 **RL:** the prescribed rate of rent for an RL held at 30 June in a year is 2.4 fee units per 10 hectares or part thereof of the land covered by the licence as at 30 June of that year (s29(2)(b) Minerals Regulation). A fee unit is identified in the Minerals Regulation to be

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\$14.81 for the financial year commencing 1 July 2020. The current rent payable per 10 hectares for an RL for 2019/2020 is \$35.55.

- 8.4 Before approving a transfer of any licence, the Minister must be satisfied that the existing licensee has paid all outstanding rents, or the proposed transferee has agreed to pay these amounts (s33(3)(b) and 33(3B) Minerals Act).
- 8.5 Our searches with the Earth Resources Department did not identify any outstanding rent for the Exploration Tenements.

9. Works

9.1 Work programs

- (a) **EL:** Unless the holder of an EL proposes only to carry out low impact exploration work, a work plan must be lodged with the Department (ss40(1), (2)(a) Minerals Act).
- (b) **RL:** If a holder of an RL proposes to carry out work, a work plan must be lodged with the Department (s40(1) Minerals Act).
- (c) A work plan must, for an EL or an RL (s40(3) Minerals Act):
- (1) be appropriate in relation to the nature and scale of the work proposed to be carried out;
 - (2) identify the risks that the work may pose to the environment, to a member of the public, or to land, property or infrastructure;
 - (3) specify what the licensee will do to eliminate or minimise those risks; and
 - (4) contain any other matters required by regulations.
- (d) A work plan is required to be approved with or without conditions, and with or without changes (s40A Minerals Act). If changes are required then the licensee will be advised of this in a notice prior to the approval of the plan (s40A Minerals Act).

9.2 Expenditure

- (a) **EL:** The proposed annual expenditure for an EL is required to be included in the application material, including the ability for the applicant to meet the expenditure (s14 Minerals Regulation).
- (b) **RL:** The expenditure for an RL is required to be matched against key milestones identified in the proposed timing schedule (s17 Minerals Regulation). If a program of work is proposed, then the estimated annual expenditure for the first 2 years of the licence is also required to be included, along with information to demonstrate the licensee's ability to fund the estimated expenditure (s17(f) Minerals Regulation).

9.3 Application to the Tenements

- (a) **EL006156:**
- (1) *Work program:* We cannot comment on any work programs for EL006156, as no work program was identified in our GeoVic searches. The Earth

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Resources Department has advised that the documents available on GeoVic are the only documents available for review and any proposed programs of work need to be obtained directly from the licensee.

- (2) *Expenditure:* The grant of title for EL006156 (Schedule 2, registration 1) states that the expenditure for this year (being the fourth year of the term of the licence) is \$19,800 per year. We have not reviewed any documents to confirm whether or not this expenditure has been met, or whether the expenditure requirements for previous years have been met. Our searches with the Earth Resources Department did not identify any failure to comply with the expenditure commitments and the Earth Resources Department has advised that there are no known non-compliances with any conditions attached to the licences.
- (b) **EL5443:**
- (1) *Work program:* A work program was required to be supplied with the renewal of title (which was registered on 30 May 2019), however we cannot comment any further as this work program is not available on GeoVic and was not included in the renewal of title document (Schedule 2, registration 27). The Earth Resources Department has advised that the documents available on GeoVic are the only documents available for review and any proposed programs of work need to be obtained directly from the licensee.
 - (2) *Expenditure:* The renewal of title for EL5443 on 30 May 2019 (Schedule 2, registration 27) states that the expenditure for this year (being the eighth year of the term of the licence) is \$112,000 per year. We have not reviewed any document to confirm whether or not this expenditure has been met, or whether the expenditure requirements for previous years have been met. Our searches with the Earth Resources Department did not identify any failure to comply with the expenditure commitments and the Earth Resources Department has advised that there are no known non-compliances with any conditions attached to the licences.

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(c) **RL7051:**

The work program and expenditure conditions of RL7051 contained in the licence document (Schedule 2, registration 28) are set out below:

Year	Work Program	Expenditure
1.	Geological Work <ul style="list-style-type: none"> • Milestone 1: Community Consultation – Community and landholder consultation. • Milestone 2: Resource Assessment – Soil testing of conceptual targets, infill soils work following on from 2012 works. • Milestone 3: Resource Assessment – Aircore and diamond testing of existing targets from 2012 works. • Milestone 4: Resource Assessment – First drilling into existing inferred resource at Wildwood. 	\$912,000
2.	Geological Work <ul style="list-style-type: none"> • Milestone 5: Resource Assessment - Further drill testing of Wildwood resource with intention to extend known resources to depth. • Milestone 6: Resource Assessment - Further follow up drill testing of successful targeting strategies from year 1 works. 	\$1,760,675
3.	Geological Work/Project Development <ul style="list-style-type: none"> • Milestone 7: Resource Assessment - Resource drilling and target testing 	\$703,275
4.	Geological Work/Project Development <ul style="list-style-type: none"> • Milestone 8: Resource Assessment - Resource drilling and target testing 	\$675,000
5.	Geological Work/Project Development <ul style="list-style-type: none"> • Milestone 9: Resource Assessment - Resource drilling and target testing 	\$450,000
6.	Project Development <ul style="list-style-type: none"> • Milestone 10: Resource Assessment - Resource drilling and target testing 	\$450,000

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Year	Work Program	Expenditure
7.	Geological Work/Project Development <ul style="list-style-type: none"> Milestone 11: Resource Assessment - Resource Modelling and Definition Milestone 12: Feasibility Studies - Pre-feasibility Studies 	\$225,000
8.	Geological Work/Project Development <ul style="list-style-type: none"> Milestone 13: Feasibility Studies - Pre-feasibility Studies Milestone 14: Viability Assessment - Mine Design 	\$225,000
9.	Geological Work/Project Development <ul style="list-style-type: none"> Milestone 15: Viability Assessment - Mine Design Milestone 16: Approvals Pathway - Stakeholder Engagement Milestone 17: Feasibility Study - Feasibility Study Milestone 18: Approvals Pathway - Environmental and Social Impact Assessments 	\$375,000
10.	Geological Work/Project Development <ul style="list-style-type: none"> Milestone 19: Feasibility Study - Feasibility Study Milestone 20: Approvals Pathway - Environmental and Social Impact Assessments 	\$225,000

(d) **ELA7324:**

The application for ELA7324 gives a detailed work plan, with a budget summary as follows:

Year 1	\$1,489,069
Year 2	\$1,489,069
Year 3	\$1,144,336
Year 4	\$1,030,246
Year 5	\$547,659
Total 5 years	\$5,700,379

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(e) **ELA7325**

The application for ELA7325 gives a detailed work plan, with a budget summary as follows:

Year 1	\$3,474,494
Year 2	\$3,474,494
Year 3	\$2,670,118
Year 4	\$2,403,907
Year 5	\$1,277,871
Total 5 years	\$13,300,884

10. Environment

10.1 Legislative Regime

- (a) The Minister may impose conditions on an EL and an RL that include, but are not limited to the following environmental matters:
- (1) rehabilitation of the land (s26(2)(a) Minerals Act);
 - (2) elimination and minimisation of risks that the work may pose to the environment (s26(2)(b) Minerals Act);
 - (3) protection of groundwater (s26(2)(c) Minerals Act);
 - (4) providing and implementing environmental offsets (s26(2)(d) Minerals Act);
 - (5) entering into a rehabilitation bond (s26(2)(g) Minerals Act – see paragraph 10.2 below); and
 - (6) payment of an environmental levy (s26(2)(ha) Minerals Act).
- (b) The Minister may also, after consultation with the licensee, vary, suspend or revoke a condition of a licence or add a new condition onto the licence where they consider it necessary (s34(2) Minerals Act):
- (1) to eliminate or minimise the risks that the work may pose to the environment;
 - (2) for the rehabilitation or stabilisation of the land to which the licence applies;
 - (3) to ensure appropriate environmental offsets are provided for or implemented; and
 - (4) other circumstances prescribed or noted in the Minerals Act.
- (c) Where a work plan is submitted, it is required to provide detail in relation to the rehabilitation of the licence area (s43 Minerals Act). If the Minister is of the opinion that the proposed exploration work under a work plan, or an application to vary an approved work plan, will have a material impact on the environment, the licensee may be required to submit a statement assessing the proposed work on the

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environment (s41A(1) Minerals Act). The Minister must provide a copy of this statement to the Minister administering the PE Act and request their comments (s41A(2) Minerals Act). The Minister may also seek public comments on the statement provided (s41A(4) Minerals Act).

10.2 Rehabilitation Bond

- (a) The holder of an EL or an RL is required to rehabilitate the land in accordance with conditions in the licence (s78(2) Minerals Act). The owner of the land may also request the licensee to enter into a written agreement as to the rehabilitation plan for the land (s78(4) Minerals Act).
- (b) The holder of an EL or an RL must enter into a rehabilitation bond for the amount determined by the Minister. (s80 Minerals Act). The condition of the rehabilitation bond is that the holder rehabilitates the land as required by sections 78 or 78A to the satisfaction of the Minister (s80(3) Minerals Act).
- (c) The Minister may require the holder of an EL or an RL to undertake an assessment of the holder's rehabilitation liability (s79A Minerals Act). This is referred to as a rehabilitation liability assessment. This assessment is used for the purpose of determining the amount of a rehabilitation bond or reviewing the amount of a rehabilitation bond to be entered into by the holder.
- (d) The Minister may, at any time, require the holder of an EL or an RL to enter into a further rehabilitation bond for an amount determined by the Minister if he or she is of the opinion that the amount of the bond already entered is insufficient (s80(4) Minerals Act).
- (e) The rehabilitation bond must be returned to the authority holder or former authority holder as soon as possible when the Minister is satisfied that the rehabilitation requirements have been met, and that the rehabilitation is likely to be successful (s82(1) Minerals Act).

10.3 Application to Tenements

- (a) **EL006156:** Our searches of GeoVic did not identify any rehabilitation bond for EL006156. The Earth Resources Department has confirmed that there is no rehabilitation bond registered against EL006156.
- (b) **EL5443:** Our searches of GeoVic did not identify any rehabilitation bond for EL5443. The Earth Resources Department has confirmed that there is no rehabilitation bond registered against EL5443.
- (c) **RL7051:** By correspondence dated 13 May 2020, the Department advised Stawell that work other than reconnaissance activities will require a rehabilitation bond in the amount of \$10,000 to be lodged. Our searches of GeoVic did not identify any rehabilitation bond for RL7051.

10.4 EPBC Act

- (a) The *Environment Protection and Biodiversity Conservation Act 1999* (Cth) (**EPBC Act**) provides a legal framework to protect and manage nationally and internationally important flora, fauna, ecological communities and heritage places.

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- (b) A development approval will need to be obtained under the EPBC Act if a proposed development has the potential to have a significant impact on a matter of national environmental significance.
- (c) If a person wants a project assessed under the EPBC Act, the person must refer the project to the Commonwealth Department of Environment and Energy. This referral is then released to the public and the relevant Ministers. The Minister will then decide whether the likely environmental impacts should be assessed under the EPBC Act.
- (d) We have not reviewed any material that indicates that the Tenements have been referred to the Department of Environment and Energy for assessment in relation to any matters under the EPBC Act.

11. Native title

- 11.1 The *Native Title Act 1993* (Cth) Act prescribes a regime by which persons claiming to hold native title may lodge a claim to that effect for determination; by which any future act affecting native title (such as the grant of mining tenements) may be validly undertaken; and by which registered claimants may be afforded certain procedural rights including the 'right to negotiate'.
- 11.2 Under the NT Act, native title can be confirmed to have been either totally or partially extinguished by certain grants. These grants are called Previous Exclusive Possession Acts or Previous Non-Exclusive Possession Acts, respectively.
- 11.3 Previous Exclusive Possession Acts are considered to be so inconsistent with the continued enjoyment of native title rights that they completely extinguish native title, and once extinguished, native title cannot revive.
- 11.4 Tenures which may co-exist with native title are generally non-exclusive leases such as pastoral leases, pastoral development holdings, some special leases and term leases for grazing or pastoral purposes, occupation licences, permits to occupy, etc. Such grants and interests are known as Previous Non-Exclusive Possession Acts and will be confirmed to have extinguished native title to the extent of any inconsistency.
- 11.5 It should be noted that the existence of a native title claim over an area of land is not evidence for the existence or otherwise of native title. The existence of native title is a question of fact to be determined by an assessment of the extent to which native title has been adversely affected or extinguished by adverse government action. A claim is an expression of interest by a native title group, which is subject to a detailed assessment by the government and ultimately the Federal Court. A native title group receives a procedural right to negotiate in relation to land the subject of their native title claim where the grant of a mining tenement is proposed by the State.
- 11.6 It is outside the Scope of this report to conduct a native title assessment to identify the land tenure underlying the Tenements to determine whether native title rights and interests exist.
- 11.7 Where native title is found not to have been extinguished over an area of land, any act that will affect that native title will be subject to the future act procedures under the NT Act. There are a number of options available in these circumstances, including:
- (a) to remove from the application all Crown land other than those areas where native title has been extinguished;

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- (b) retaining the Crown land and complying with the right to negotiate (RTN) provisions under the NT Act resulting in a section 31 Agreement and ancillary agreement;
- (c) retaining the Crown land and reaching an indigenous land use agreement (ILUA) with the native title party; or
- (d) retaining the Crown land and complying with the relevant land use activity agreement under the *Traditional Owner Settlement Act 2010 (Vic)* (**TOS Act**). The TOS Act allows the Victorian Government to enter into a settlement agreement with traditional owners, where the State recognises the traditional owners and certain rights in Crown land. The Minister then has the capacity to impose conditions upon the grant of a licence (including an EL and an RL), and it may be a condition of a licence that the licensee comply with any conditions specified in a land use activity agreement under section 31(3) of the TOS Act.

11.8 Application to the Tenements

- (a) **EL006156**: EL006156 was granted on 29 December 2016, and therefore the future act regime under the NT Act will apply to any Crown land within EL006156 where native title has not been extinguished. Condition 7 of EL006156 (Schedule 2, registration 1) requires the licensee to comply with any conditions of a land use activity agreement under section 31(3) of the TOS Act that were accepted by the applicant for the licence. We have not reviewed any land use activity agreement established under the TOS Act and cannot comment on any conditions contained within it.
- (b) **EL5443**: EL5443 was granted on 26 November 2013, and therefore the future act regime under the NT Act will apply to any Crown land within the TEL5443 where native title has not been extinguished. Condition 11 of EL5443 (see renewal of title in Schedule 2, registration 27) requires the licensee to comply with any conditions of a land use activity agreement under section 31(3) of the TOS Act that were accepted by the applicant for the licence. We have not reviewed any land use activity agreement established under the TOS Act and cannot comment on any conditions contained within it.
- (c) **RL7051**: The application for RL00751 was made on the basis that all Crown land is to be excised from the area of the application, except those areas where native title has been extinguished (such as Roads and Reserves).
- (d) **ELA7324**: The application for ELA7324 is made on the basis that all Crown land is to be excised from the area of the application, except those areas where native title has been extinguished.
- (e) **ELA7325**: The application for ELA7325 has been made on the basis that the holder will comply with the relevant land use activity agreement under the TOS Act.

12. Aboriginal cultural heritage

12.1 Protection of Aboriginal cultural heritage

- (a) The *Aboriginal Heritage Act 2006 (Vic)* (**AH Act**) aims to protect Aboriginal areas and objects of cultural significance irrespective of the underlying tenure of the land (ss 1 and 3 AH Act). The existence of Aboriginal cultural heritage is in no way an indication that native title exists in an area (s10 AH Act).

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- (b) If a person discovers an Aboriginal place or object, the person is required to report this discovery as soon as practicable, unless, at the time of making the discovery, the person had reasonable cause to believe that the Victorian Aboriginal Heritage Register contained a record of the place or object (s24 AH Act).
- (c) When carrying out an activity a person is guilty of an offence if the person harms Aboriginal cultural heritage (as a result of an act or an omission) (s27 AH Act). A person is guilty of an offence if the person caused harm to Aboriginal cultural heritage, and at the time of the act or omission, the person was negligent as to whether the act or omission was likely to harm Aboriginal cultural heritage (s27 AH Act). In order to prevent harming Aboriginal cultural heritage, it may be a requirement that a cultural heritage permit is sought where an activity is likely to, or will, harm Aboriginal cultural heritage (s36(1)(c) AH Act).
- (d) If a cultural heritage management plan is required to be established in relation to a licence approved under section 40 of the Minerals Act, then this licence is suspended until a plan is prepared (ss51, 50 AH Act).
- (e) Where work or activities are likely to damage a cultural heritage site, the Minister has authority under both the AH Act to make a "stop order". The maximum penalty for contravening a stop order is 1800 penalty units for a natural person (\$297,396) and 10,000 penalty units for a corporation (\$1,652,200) (s95 AH Act).

12.2 Application to Tenements

- (a) It is necessary for all licence holders to ensure that necessary measures are taken to meet the Aboriginal cultural heritage duty of care. Best practice involves undertaking a cultural heritage survey with the relevant registered Aboriginal party prior to undertaking any activities.
- (b) Our searches of GeoVic identify that the registered Aboriginal party for the Tenements is the Barengi Gadjin Land Council Aboriginal Corporation.
- (c) Our search of the Victorian Aboriginal Heritage Register has identified the following matters for the whole area that makes up EL5443, EL6156 and the former EL3008 (from which RL7051 was granted and the Exploration Licences Applications made):
 - (1) 107 Aboriginal Places or Objects (identified in Schedule 6). Of these 107 Aboriginal Places or Objects, one is a record of an Aboriginal Ancestral Remains Burial place. A cultural heritage management permit cannot allow harm to a burial place (s 37(1) AH Act);
 - (2) other areas of cultural heritage sensitivity (refer to Schedule 1);
 - (3) one record of a notified place, which is a place that has been reported but not yet inspected;
 - (4) no "stop orders";
 - (5) no interim or ongoing protection declaration; and
 - (6) no cultural heritage agreement or Aboriginal cultural heritage land management agreement.

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13. Land Access

13.1 **Private land:** Prior to commencing work under an EL or an RL over land which has not been purchased by the licensee, the licensee must, under section 43(1)(e) Minerals Act:

- (a) obtain written consent of the owners and occupiers of the affected land; and
- (b) make and register a compensation agreement with any owners and occupiers of affected land, or pay compensation as determined by Part 8 of the Minerals Act;

13.2 **Crown land:** Particular consents are required for commencing work under an EL or an RL over Crown land:

- (a) Where underlying land is **unrestricted Crown land**, it is not necessary for the licensee to obtain any consent, subject to any conditions posed by the Minister on the licence (s43B(1) Minerals Act).
- (b) Where a licensee proposes to do work under a licence on **restricted Crown land**, they must obtain consent from the Crown land Minister (s44 Minerals Act). Restricted Crown land is land that is listed in Schedule 3 of the Minerals Act. This includes land that has been accepted by the Government under Part 3 of the *Victorian Environmental Assessment Act 2001*, which occurs as a result of a recommendation of the Victorian Environmental Assessment Council (**VEAC**).
- (c) Consent may also be required from other bodies, such as an authority under the Water Act 1989 (where the land is owned vested or controlled by a Water Act 1989 Authority), or from the Department or body that has control of roads (where the land relates to public highway, road or street (s44(2) Minerals Act).

13.3 **Exempt land:** Under section 7 of the Minerals Act, the Minister has the power to exempt any land from being subject to a licence. This may be revoked by Government Gazette.

13.4 Application to Tenements

- (a) We are unaware of what work has occurred under the Tenements and we cannot confirm whether or not the holders of the Tenements have met all the land access requirements for the Tenements.
- (b) **EL006156:**
 - (1) Our searches of GeoVic identify various areas of Crown land within EL006156, shown in Schedule 3. These include:
 - (A) areas of Crown land;
 - (B) various reserves, parks and licences. We have not reviewed these licences, and cannot comment on whether they fall under land that is restricted Crown land under Schedule 3 of the Minerals Act; and
 - (C) areas identified as VEAC recommendation areas.
 - (2) None of these overlaps are substantial.

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- (3) We have not investigated the processes undertaken for accessing Crown land and cannot comment on whether all required consents have been obtained.
- (4) Our searches of GeoVic do not identify any private land compensation agreements or consents given under section 45 of the Minerals Act in relation to EL006156.
- (c) **EL5443:**
- (1) Our searches of GeoVic identify various areas of Crown land within EL5443, shown in Schedule 4. These include:
- (A) various small portions of restricted Crown Land;
 - (B) a small area of Water Authority Land; and
 - (C) areas identified as VEAC recommendation areas.
- (2) None of these overlaps are substantial.
- (3) We have not investigated the processes undertaken for accessing Crown land and cannot comment on whether all required consents have been obtained.
- (4) Our searches of GeoVic do not identify any private land compensation agreements or consents given under section 45 of the Minerals Act in relation to EL5443.
- (d) **RL7051**
- (1) Our searches of GeoVic identify various areas of Crown land within RL7051 shown in Schedule 5:
- (A) a small portion of unavailable exempt land under section 7 of the Minerals Act;
 - (B) a small number of reserves, parks and licences. We have not reviewed these licences, and cannot comment on whether they fall under land that is restricted Crown land under Schedule 3 of the Minerals Act; and
 - (C) areas identified as VEAC recommendation areas.
- (2) Our searches of GeoVic do not identify any private land compensation agreements or consents given under section 45 of the Minerals Act in relation to RL7051.
- (e) **ELA7324**
- Our searches of GeoVic identify various areas of Crown land within ELA7324 show in Schedule 6. These include:
- (1) a small portion of unavailable exempt land under section 7 of the Minerals Act;

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(2) various reserves, parks and licences. We have not reviewed these licences, and cannot comment on whether they fall under land that is restricted Crown land under Schedule 3 of the Minerals Act; and

(3) areas identified as VEAC recommendation areas.

(f) **ELA7235:**

Our searches of GeoVic identify various areas of Crown land within EL3008, shown in Schedule 7. These include:

(1) various reserves, parks and licences. We have not reviewed these licences, and cannot comment on whether they fall under land that is restricted Crown land under Schedule 3 of the Minerals Act;

(2) areas identified as VEAC recommendation areas; and

(3) a small portion of Commonwealth land.

14. Consent

14.1 This report is given solely for the benefit of the Company and the directors of the Company in connection with the issue of the Prospectus. The report is not to be relied upon by, or disclosed to, any other person or used for any other purposes or quoted or referred to in any public document (other than in connection with the issue of the Prospectus) or filed with any Government body or other person (other than in connection with the Prospectus) without our prior written consent.

Yours faithfully

HopgoodGanim Lawyers

Per Contact: Damian Roe

Partner

T 07 3024 0411

F 07 3024 0511

E d.roe@hopgoodganim.com.au



Schedule 1 - Tenements Schedule

Tenement	Primary Holder	Status	Grant date	Expiry date	Native Title and Aboriginal Heritage	Rehabilitation Bond	Prescribed Mineral	Area (Sqkm)	Expenditure	Overlaps
EL5443 (Farmin)	Leviathan Resources Pty Ltd	Current	Licence first granted – 26 November 2013. Licence renewed on 26 November 2018 for a period of 5 years.	25 November 2023	Wojbaluk, Jaadwa, Jadawadjali, Wergala and Jupagulk Peoples No. 1 native title determination VCD2005/001 (2.64%). ILUA Area Agreement between Wojbaluk, Jaadwa, Jadawadjali, Wergala and Jupagulk registered native title claimants, the Barengi Gadjin Land Council Aboriginal Corporation, the State of Victoria and Commonwealth (ref V12004/008) (100%) Registered Aboriginal Party: the Barengi Gadjin Land Council Aboriginal Corporation	No rehabilitation bond registered against EL5443	Base Metals; Gold; Platinum; Silver	First granted area 492.00. Current area 194.00. Area relinquished 298.00.	Expenditure for current year: \$600,000 (being the expenditure for the 7 th year of the licence). Expenditure for last year was \$315,500 (for the 6 th year of the licence). Unknown if expenditure was met.	Industry Related land <ul style="list-style-type: none"> Various small portions of 'Restricted Crown Land' under MRSDA throughout EL5443. Small areas of Petroleum 'Restricted Crown Land (PA s139)', and a small area of Water Authority Land (PA s140) located within EL5443. Areas of Geothermal restricted Crown land and water authority land are found within EL5443. Crown land (250K) partially overlaps EL5443. Other overlaps <ul style="list-style-type: none"> National Estate Barrabool / Manna forest area partially overlaps EL5443. Small amount of Tree cover over EL5443. Other public land boundary (500K) - Warren BR, Station Creek Ssr, Mulligans Br, Paynes Pool Br, Faux Bridge Ssr, Wat Wal Swamp Wr overlap EL5443. Public land – non park or reserve (250K) – state forest overlaps EL5443. VEAC (Victorian Environmental Assessment Council) land identified within EL5443 – (recommendation codes E1, 196, 195, 196a, 126, 12, K4, 13a, 13b and C1). Cultural heritage sensitivity overlaps multiple areas of EL5443.
RL7051 (Farmin)	Stawell Gold Mines Pty Ltd	Application	Application made on 2 October 2010		Wojbaluk, Jaadwa, Jadawadjali, Wergala and Jupagulk Peoples No. 1 native title determination VCD2005/001 (1.16%). ILUA Area Agreement between Wojbaluk, Jaadwa, Jadawadjali, Wergala and Jupagulk registered native title claimants, the Barengi Gadjin Land Council Aboriginal Corporation, the State of Victoria and Commonwealth (ref V12004/008) (91.84%) Registered Aboriginal Party: Approx 50% of EL3008 is contained within the Barengi Gadjin Land Council Aboriginal Corporation.	NA	Gold	14738 Hectares	We have no information about expenditure incurred since grant. See paragraph 9.3(c) for details.	Licence overlaps <ul style="list-style-type: none"> RL7051 is contained within approx. 75% of EL3008. PL 179 (oil and gas pipeline) runs through RL7051. Industry related land: <ul style="list-style-type: none"> Slight overlap of Petroleum – Restricted Crown Land (PA s139) over RL7051. Slight overlap of Petroleum - Water Authority Land (PA s. 140) over RL7051. Slight overlap of Geothermal – Water Authority Land (GERA s 82) over RL7051. Slight overlap of Geothermal – Restricted Crown Land (GERA s 79) over RL7051. Public land and Crown land: <ul style="list-style-type: none"> Slight overlap of Crown land over RL7051. Other overlaps: <ul style="list-style-type: none"> Large overlap of Tree cover over RL7051, particularly prominent at the bottom. Wimmera-Avon Rivers overlaps large area of RL7051. Wimmera Systems overlap 50% of RL7051. Park or Reserve Boundary – Ridds Br located, Glenorchy I5 Br, Glenorchy Ssr, Bunyip Br within RL700501.

Tenement	Primary Holder	Status	Grant date	Expiry date	Native Title and Aboriginal Heritage	Rehabilitation Bond	Prescribed Mineral	Area (Sqkm)	Expenditure	Overlaps
EL006156 Glenorcity	Leviathan Resources Pty Ltd	Current	Licence first granted – 29 December 2016	28 December 2021	ILUA Area Agreement between Wotjobaluk, Jaadwa, Jadawadjali, Wergaia and Jupagulk registered native title claimants, the Barengi Gadjin Land Council Aboriginal Corporation, the State of Victoria and Commonwealth (ref V12004/008) (100.00%). Wotjobaluk, Jaadwa, Jadawadjali, Wergaia and Jupagulk Peoples No. 1 native title determination VCD2005/001 (1.94%). ILUA boundaries overlap 100% of EL006156. Registered Aboriginal Party: Barengi Gadjin Land Council Aboriginal Corporation.	No rehabilitation bond registered against EL006156	Gold Base metals (copper/lead/zinc)	Application area 24.00. Current area 18.00. Area relinquished 6.00.	Expenditure for current year: \$19,800 (based on Grant, which states this for fourth year term of licence). Note: there is a variation to conditions that cannot be downloaded from Geov/c, which could vary this. Unknown if expenditure for last year was met.	<ul style="list-style-type: none"> Other Public Land Boundary located within RL700501. Various VEAC land identified within RL7051. Public land and Crown land overlaps <ul style="list-style-type: none"> Slight overlap of Crown land over EL006156. Slight overlap of Grazing Licence 0206667 over EL006156. Slight overlap of Unused Road Licence 2004259 and 0202062 over EL006156. Park or Reserve Boundary – Ridds Br located within EL006156. Other Public Land Boundary located within EL006156. Reserves – direct management 0204703 is located within EL006156. Industry land Restricted Crown Land (GERA s81) located within EL006156. Crown land 25K slight overlap EL006156. Other overlaps Slight overlap of Tree cover over EL006156. Wimmera Avon Rivers River crosses EL006156. Large overlap of ecological vegetation groups (2005) located within EL006156. VEAC Recommendation Area (recommendation codes I1, I3a, W1a, W1c and S17)

Tenement	Primary Holder	Status	Grant date	Expiry date	Native Title and Aboriginal Heritage	Rehabilitation Bond	Prescribed Mineral	Area (Sqm)	Expenditure	Overlaps
EL007324 Deep Lead	Stawell Gold Mines Pty Ltd	Application	N/A	N/A	ILUA Area Agreement between Woijobaluk, Jaadwa, Jadawadjali, Wergaia and Jupagulk registered native title claimants, the Barngi Gadjin Land Council Aboriginal Corporation, the State of Victoria and Commonwealth (ref V12004/008) (27.76%) Woijobaluk, Jaadwa, Jadawadjali, Wergaia and Jupagulk Peoples No. 1 native title determination (VCD2005/001) (0.67%) Woijobaluk, Jaadwa, Jadawadjali, Wergaia and Jupagulk Peoples No. 2 native title determination (VCD2005/002) (0.003%)	N/A	Gold	Application area 209.00	N/A See paragraph 9.3(c) for proposed program	<ul style="list-style-type: none"> Licence and energy overlaps Slight overlap of Prospecting Licence PL006008 over EL007324 ---- overlap of Current Extractive Industry Work Authority WA1257 over EL007324 ---- oil and gas pipeline overlap. Industry land Slight overlap of Restricted Crown Land (MRSDA) with EL007324 Slight overlap of Restricted Crown Land (PA s 139) with EL007324 Slight overlap of Restricted Crown Land (PA s 140) with EL007324 Slight overlap of Restricted Crown Land (GERA s 81) with EL007324 Slight overlap of Water Authority Land (GERA s 82) with EL007324 ---- Crown land 25K Other overlaps <ul style="list-style-type: none"> Slight overlap of tree cover over EL007324 Wimmera-Avon Rivers cross EL007324 IVEAC Recommendation Areas 25K (recommendation codes M1, H10, H11, H13, H12, I55, S17, I2a, O4, I5, I5a, E6, 17a, J6) 100% overlap of Wimmera Systems with EL007324 Register of National Estate - West Stawell Court House Group 100% overlap Slight overlap of Heritage Inventory ---- Crown land

Tenement	Primary Holder	Status	Grant date	Expiry date	Native Title and Aboriginal Heritage	Rehabilitation Bond	Prescribed Mineral	Area (Sqkm)	Expenditure	Overlaps
EL007325	Stawell Gold Mines Pty Ltd	Application	N/A	N/A	ILUA Area Agreement between Wotjobaluk, Jaadwa, Jadawadjali, Wergaia and Jupagulk registered native title claimants, the Barngi Gadjin Land Council Aboriginal Corporation, the State of Victoria and Commonwealth (ref V12004/008) (99.71%)	N/A	Gold	Application area 82.00	N/A See paragraph 9.3(e) for proposed program	<p>Licence and energy overlaps</p> <ul style="list-style-type: none"> ~ overlap of Current Extractive Industry Work Authority WA1257 over EL007325 Oil and gas pipeline PL179 runs through the tenement. <p>Land status and boundaries</p> <ul style="list-style-type: none"> Slight overlap of Heritage Register over EL007325 Slight overlap of Heritage Inventory over EL007325 25% overlap of Crown Land <p>Industry land</p> <ul style="list-style-type: none"> Slight overlap of Restricted Crown Land (MRSDA) with EL007325 Slight overlap of Restricted Crown Land (PA s 139) with EL007325 Slight overlap of Water Authority Land (PA s 140) with EL007325 Slight overlap of Restricted Crown Land (GERA s 81) with EL007325 Slight overlap of Water Authority Land (GERA s 82) with EL007325 1% overlap of Commonwealth Land with EL007325 <p>Other overlaps</p> <ul style="list-style-type: none"> Slight overlap of Register of National Estate with EL007325 (Big Hill, Stawell Court House, Residence, West Stawell Court House Group) Slight overlap of free cover over EL007325 Large overlap of IVEAC Recommendation Areas 25K (recommendation codes D2, L2, H6a, H16, H17, H18, N1b) 50% overlap of Public Land Management Detail ~ Crown Land Managed – Reserve ~ Crown land Managed – Tenure Wimmera-Avon Rivers cross EL007325 100% overlap of Wimmera Systems over EL007325

Schedule 2 – Tenements Registrations

Our searches of GeoVic identified the following registrations for the Tenements.

The registrations are categorised as follows:

1.	Grants and renewals of title (section 69(2)(a)(i) Minerals Act), shown shaded in yellow
2.	Instruments for creating, assigning or affecting interests in, or conferred by, licences (including mortgages) (section 69(2)(a)(xiv) Minerals Act, given effect by section 71 Minerals Act), shown shaded in blue
3.	Instruments (including mortgages) for the termination or cancellation of interests in, or conferred by, licences (section 69(2)(a)(xv) Minerals Act), shown shaded in blue
4.	Approved work plan approvals (section 69(2)(a)(iv) Minerals Act), shown shaded in orange
5.	Instruments of cancellation of licences (section 69(2)(a)(xi) Minerals Act), shown shaded in red
6.	Variations of licence conditions (section 69(2)(a)(xii)), shown shaded in grey

No.	Registration Type ¹	Date Registered	Details	Comment
EL006156				
1.	Grant of Title	29.12.2016	Grant of EL for a period of 5 years.	
2.	Creation of Interest (s71 Minerals Act)	17.03.2017	Contribution Agreement between Leviathan Resources Pty Ltd, AuRico Metals Inc and AuRico Metals Australian Royalty Corporation dated 30 June 2016.	Only cover page available on GeoVic HG has not been provided with and has not reviewed this agreement
3.	Creation of Interest (s71 Minerals Act)	16.11.2017	Assignment of interest under the Royalty Agreement effective 30 June 2016 between Leviathan Resources Pty Ltd and AuRico Metals Australia Royalty Corporation and AuRico Metals Inc.	Only cover page available on GeoVic HG has not been provided with and has not reviewed this agreement
4.	Part Cancellation	06.12.2018	Part Cancellation of EL006156.	Document not available on GeoVic
5.	Variation of Licence Conditions	06.12.2018	Variation of licence conditions to EL006156.	Document not available on GeoVic
6.	Creation of Interest (s71 Minerals Act)	20.02.2019	Assignment of interest under the Royalty Agreement between SGM MLIA Gold Investment Pty Ltd, Leviathan Resources Pty Ltd and AuRico Metals Australian Royalty Corporation.	Document not available on GeoVic HG has reviewed a copy of this agreement – refer to paragraph 5.2(c).
7.	Creation of Interest (s71 Minerals Act)	20.02.2019	Asset Sale and Purchase Deed of Amendment between Stawell Gold Mines Pty Ltd, Leviathan Resources Pty Ltd, SGM MLIA Gold Investment Pty Ltd.	Document not available on GeoVic HG has been provided with an undated Asset Sale and Purchase Agreement (see paragraph 4.5), but has not been provided with a Deed of Amendment.
8.	Creation of Interest (s71 Minerals Act)	22.02.2019	Assignment of Royalty Agreement between Stawell Gold Mines Pty Ltd, Leviathan Resources Pty Ltd, SGM MLIA Gold Investment Pty Ltd and Newmarket Gold Victorian Holdings Pty Ltd.	Document not available on GeoVic HG is not able to identify what this document is referring to.

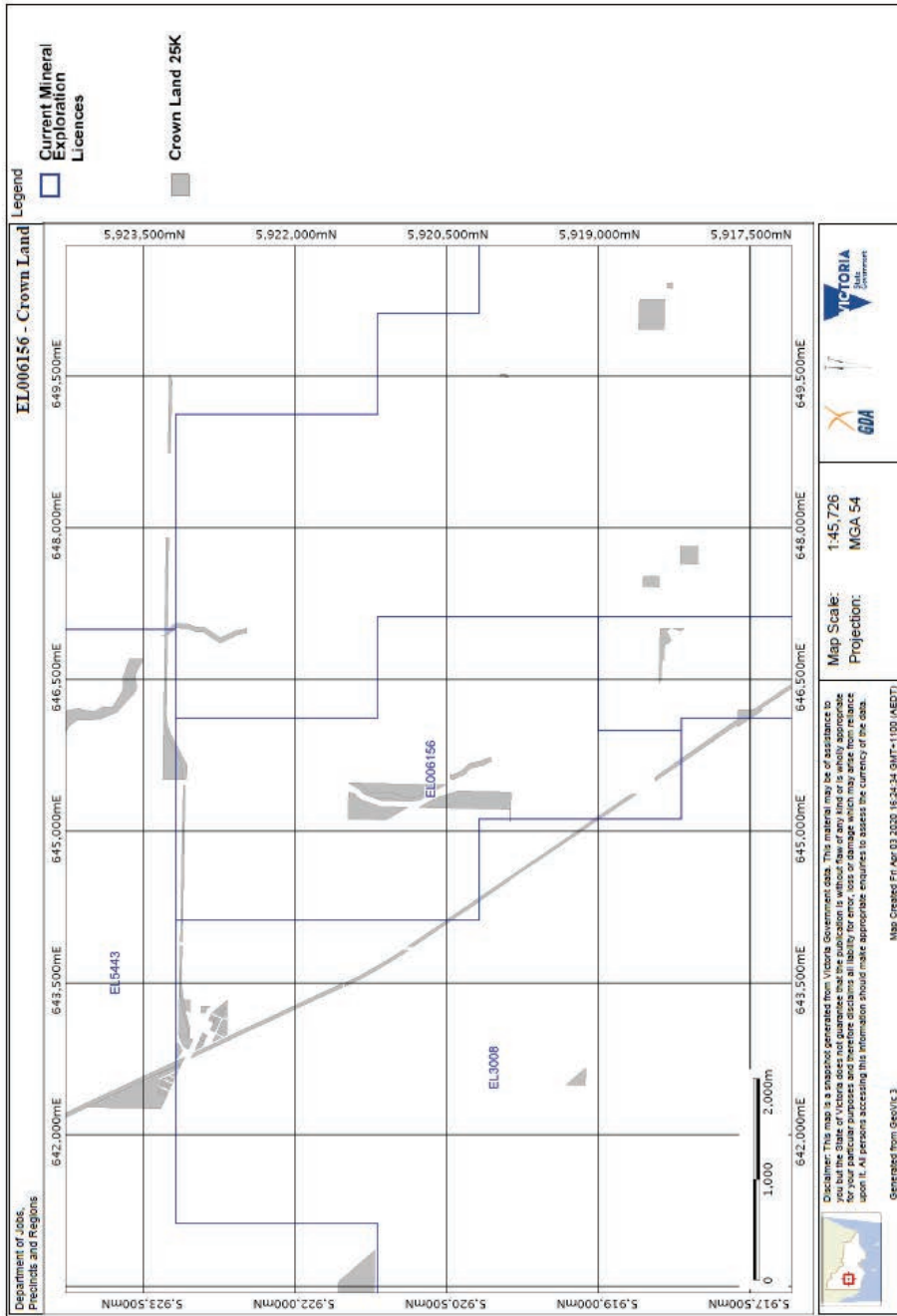
¹ The Mineral Resources (Sustainable Development) Act 1990 was formerly known as the Mineral Resources Development Act 1990. The references to MRSDA, MRD Act 1990 or MRDA are as recorded on GeoVic.

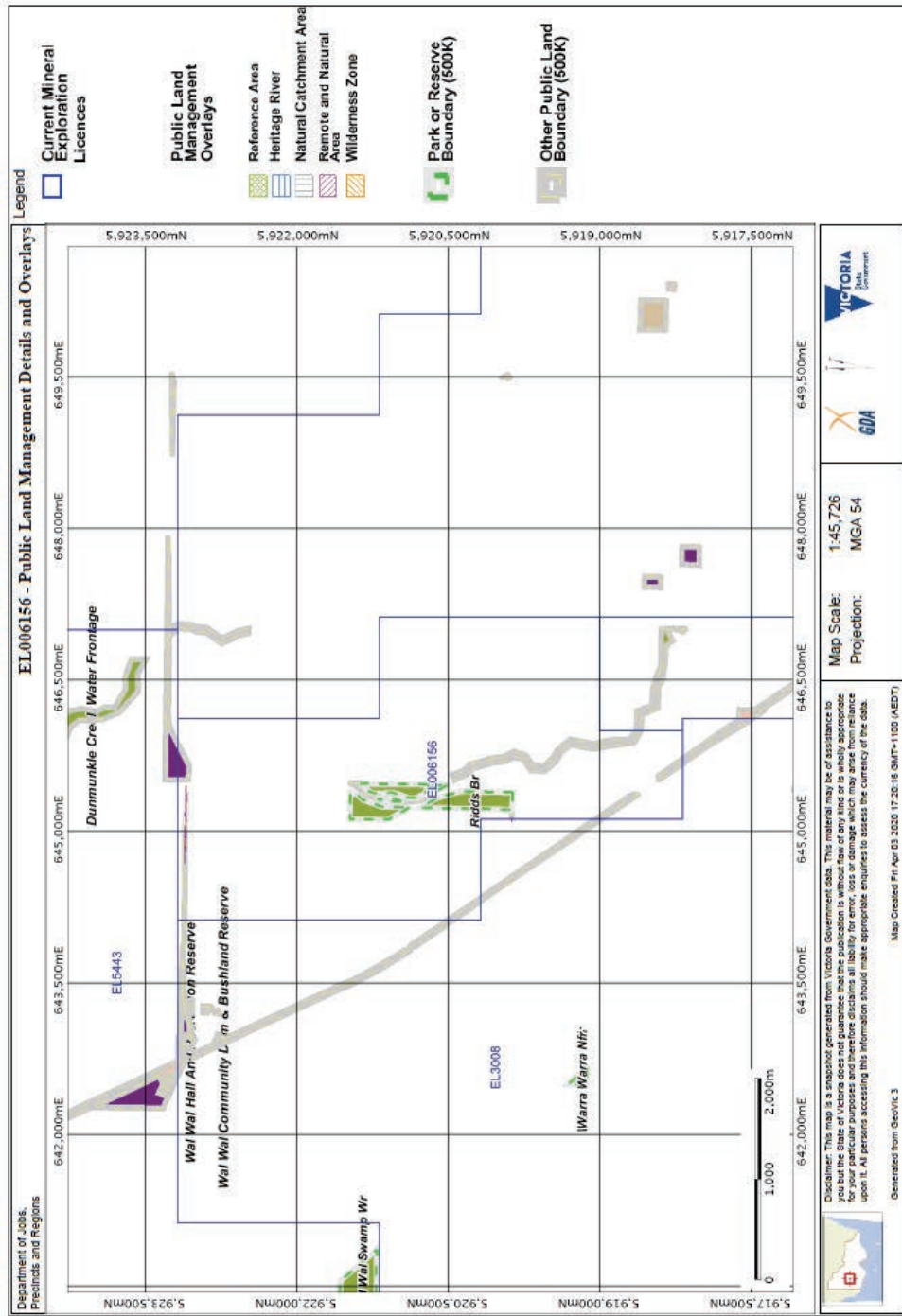


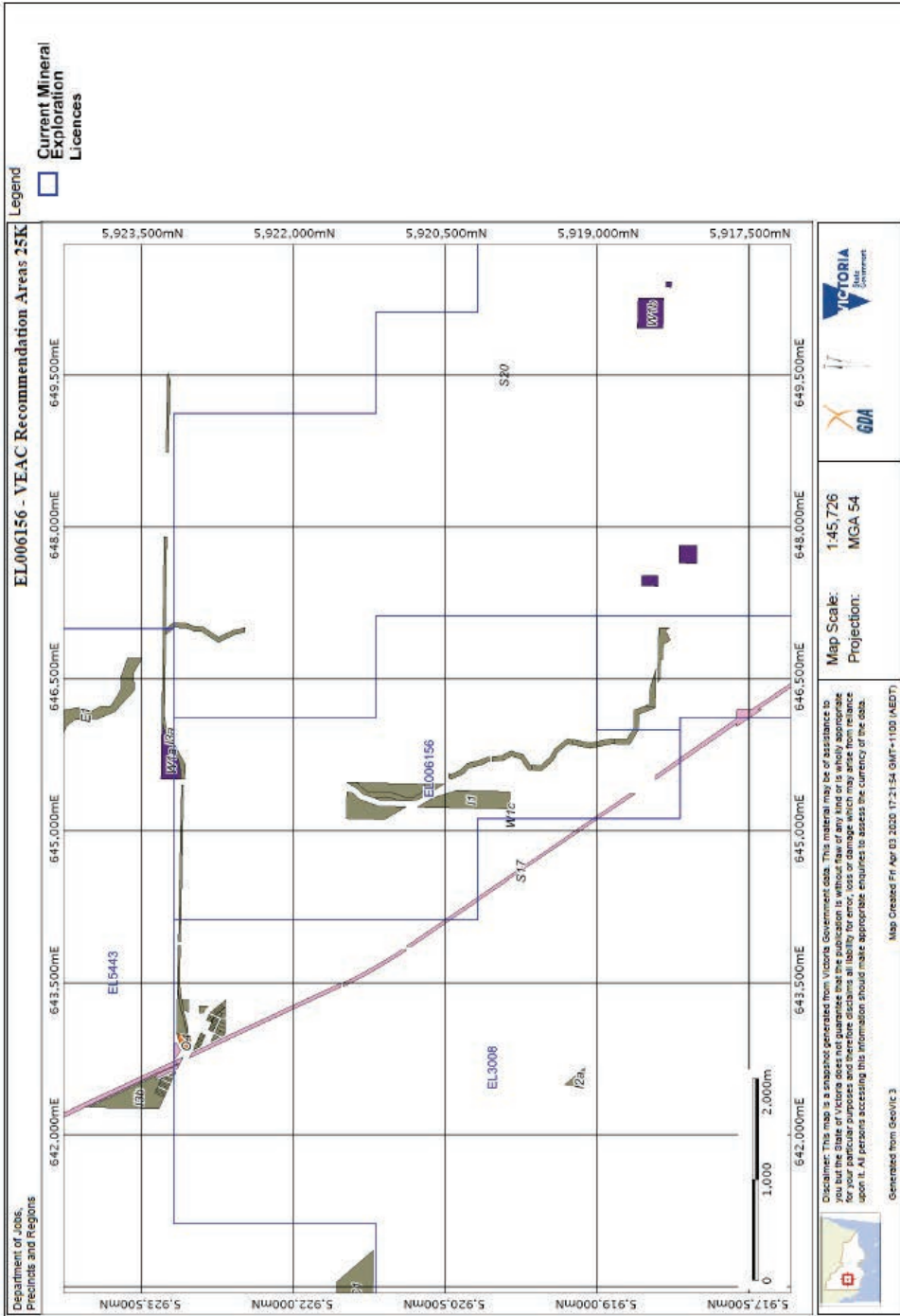
No.	Registration Type ¹	Date Registered	Details	Comment
9.	Creation of Interest (s71 Minerals Act)	22.02.2019	Joint Venture Agreement between Stawell Gold Mines Pty Ltd, Leviathan Resources Pty Ltd and SGM MLIA Gold Investment Pty Ltd	Document not available on GeoVic HG has reviewed a copy of this agreement – refer to paragraph 4.6.
10.	Creation of Interest (s71 Minerals Act)	22.02.2019	Deed of Cross Security between Stawell Gold Mines Pty Ltd, Leviathan Resources Pty Ltd and SGM MLIA Gold Investment Pty Ltd	Document not available on GeoVic HG has not been able to confirm the document on GeoVic. Refer to paragraph 5.
EL5443				
11.	Grant of Title	26.11.2013	Grant of EL for a period of 5 years.	
12.	Work Plan Approval Variation	30.04.2014	Work Plan variation dated March 2014 approved on 17 April 2014.	Only cover page available
13.	Creation / Assignment of Interest (s71 MRSDA)	29.01.2015	Registration of "Amendment to Share Purchase Agreement to terminate Cumulative Free Cash Flow Payments" between AuRico Gold Inc, Crocodile Gold Corp. and Crocodile Gold Inc. dated 22 December 2014, which provides for the following to be entered into: <ul style="list-style-type: none"> "Leviathan Royalty Agreement" between Leviathan Resources Pty Ltd and Crocodile Gold Inc. dated 13 January 2015; and "Royalty Assignment and Novation Agreement" between AuRico Gold Inc, Crocodile Gold Inc. and Leviathan Resources Pty Ltd dated 14 January 2015. 	Only cover page available HG has not reviewed a copy of this agreement.
14.	Part Cancellation	13.11.2015	Part cancellation of EL5443 approved 10 November 2015. Area before partial cancellation is 492 graticular sections, area partial cancellation is 319 graticular sections.	
15.	Variation of Licence Conditions	13.11.2015	Variation of licence condition 3 in relation to expenditure, relevantly the requirement for an additional \$78,800 for the third and fourth year, and \$110,700 in the fifth year unless the condition is further varied.	
16.	Creation of Interest (Section 71 MRSDA)	06.04.2016	Royalty Assignment Agreement between Leviathan Resources Pty Ltd, AuRico Metals Inc. and AuRico Gold Inc.	Only cover page available HG has not reviewed a copy of this agreement.
17.	Creation of Interest (Section 71 MRSDA)	17.03.2017	Contribution Agreement between Leviathan Resources Pty Ltd, AuRico Metals Inc and AuRico Metals Australian Royalty Corporation dated 30 June 2016.	Only cover page available HG has not reviewed a copy of this agreement.
18.	Creation of Interest (Section 71 MRSDA)	16.11.2017	Royalty Assignment Agreement between Leviathan Resources Pty Ltd, AuRico Metals Australia Royalty Corporation and AuRico Metals Inc. effective 30 June 2016.	Only cover page available HG has not reviewed a copy of this agreement.
19.	Part Cancellation	23.11.2017	Part cancellation of EL5443 approved 22 November 2017. Area before partial cancellation is 319 graticular sections, area partial cancellation is 194 graticular sections.	
20.	Variation of Licence Conditions	23.11.2017	Variation of licence condition 3 in relation to expenditure, relevantly, the requirement for a minimum spend of \$73,200 in the fifth year of the term of the licence, unless this is otherwise varied.	
21.	Creation of Interest (Section 71 MRSDA)	22.02.2019	Deed of Cross Security between Stawell Gold Mines Pty Ltd, Leviathan Resources Pty Ltd and SGM MLIA Gold Investment Pty Ltd.	Document not available on GeoVic HG has not been able to confirm the document on GeoVic. Refer to Schedule 9, section 5.

No.	Registration Type ¹	Date Registered	Details	Comment
22.	Creation of Interest (Section 71 MRSDA)	22.02.2019	Asset Sale and Purchase Deed of Amendment between Stawell Gold Mines Pty Ltd, Leviathan Resources Pty Ltd, SGM MLIA Gold Investment Pty Ltd.	Document not available on GeoVic HG has been provided with an undated Asset Sale and Purchase Agreement (see paragraph 4.4), but has not been provided with a Deed of Amendment.
23.	Creation of Interest (Section 71 MRSDA)	22.02.2019	Stawell Exploration Joint Venture Agreement between Stawell Gold Mines Pty Ltd, Leviathan Resources Pty Ltd and SGM MLIA Gold Investment Pty Ltd.	Document not available on GeoVic HG has reviewed a copy of this agreement – refer to paragraph 4.6.
24.	Creation of Interest (Section 71 MRSDA)	22.02.2019	Royalty Assignment Agreement between Stawell Gold Mines Pty Ltd, Leviathan Resources Pty Ltd, SGM MLIA Gold Investment Pty Ltd and Newmarket Gold Victorian Holdings.	Document not available on GeoVic HG is not able to identify what this document is referring to.
25.	Creation of Interest (Section 71 MRSDA)	22.02.2019	Royalty Assignment Agreement between Stawell Gold Mines Pty Ltd, SGM MLIA Gold Investment Pty Ltd and AuRico Metals Australian Royalty Corporation.	Document not available on GeoVic
26.	Creation of Interest (Section 71 MRSDA)	22.02.2019	Royalty Assignment Agreement between Stawell Gold Mines Pty Ltd, SGM MLIA Gold Investment Pty Ltd and Newmarket Gold Victorian Holdings Pty Ltd.	Document not available on GeoVic HG has reviewed a copy of this agreement – refer to paragraph 5.2(b).
27.	Renewal of Title	30.05.2019	Renewal of EL for a further term, expiring on 25 November 2023. Renewal area is 194 graticular sections.	
RL007051				
28.	Grant of Title	11.05.2020	Grant of RL for a period of 10 years.	

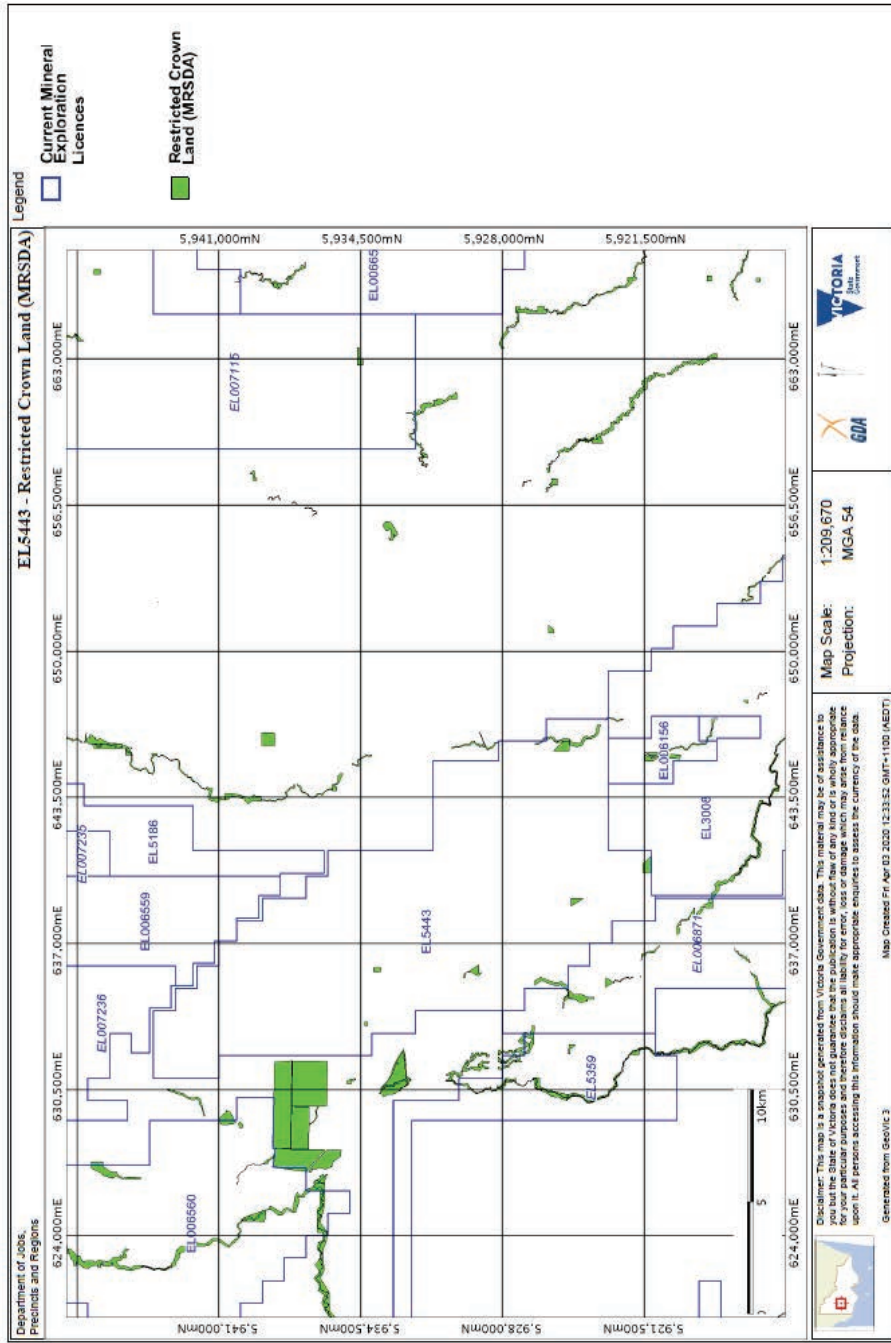
Schedule 3 – EL006156 Crown land maps

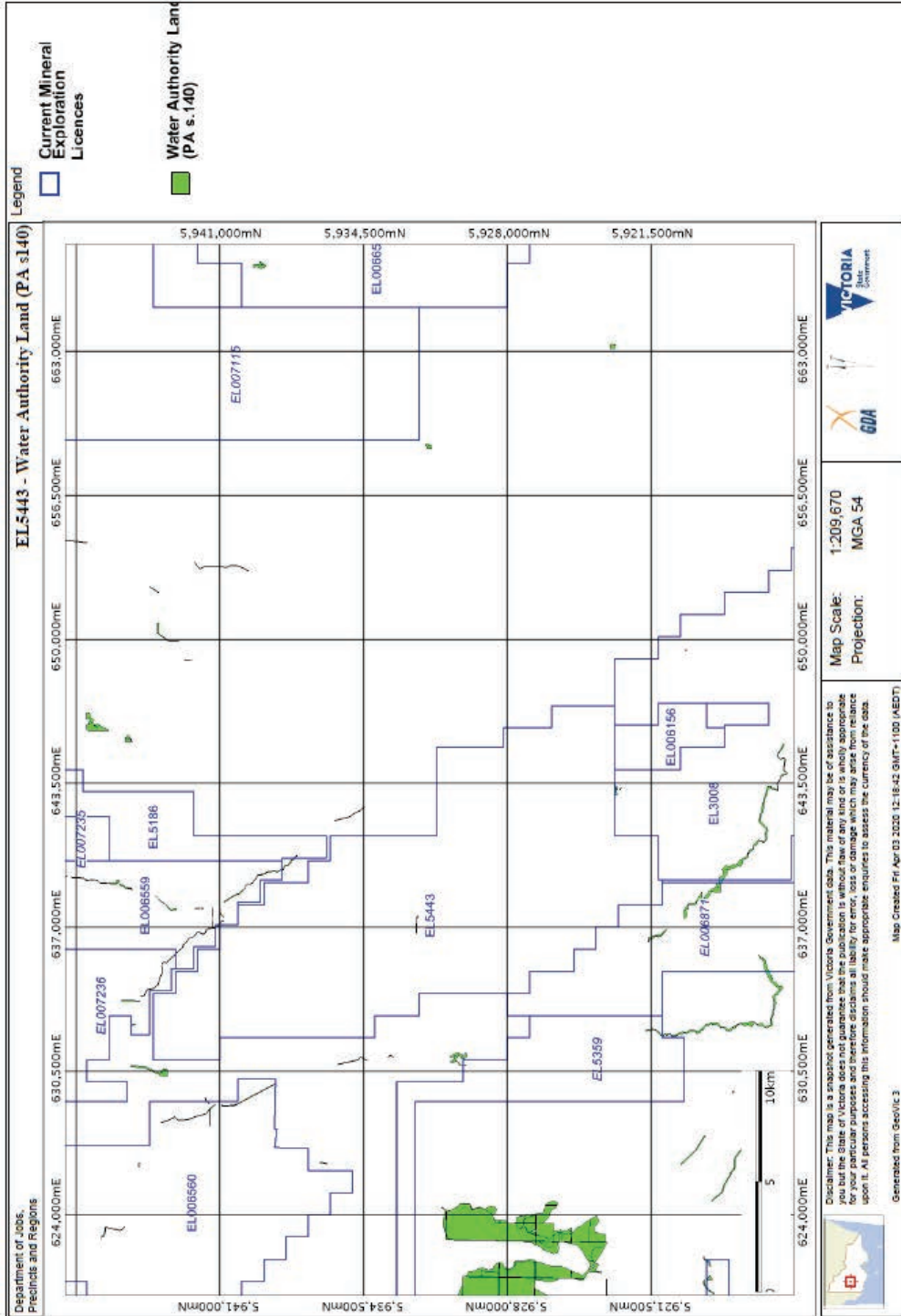


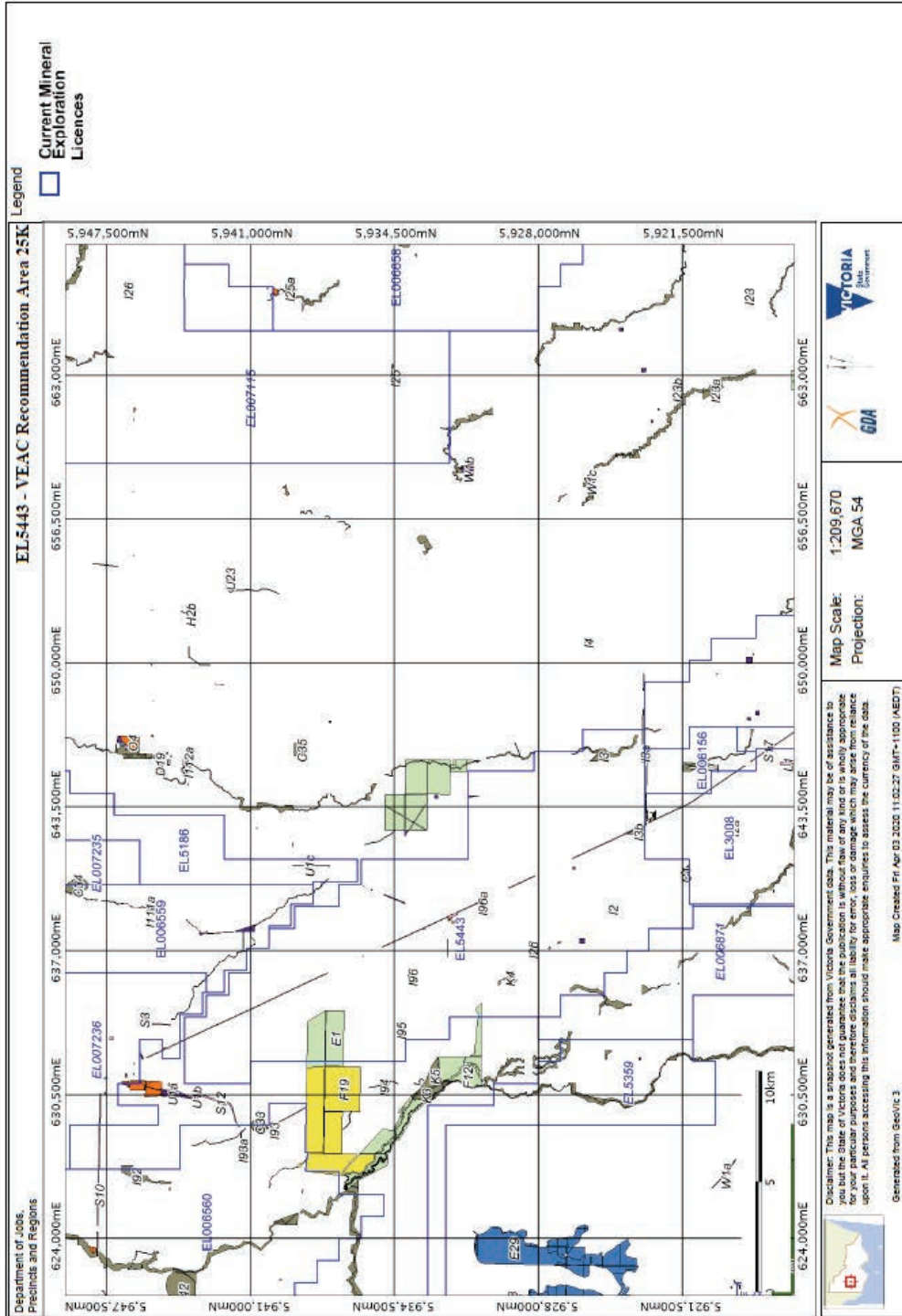




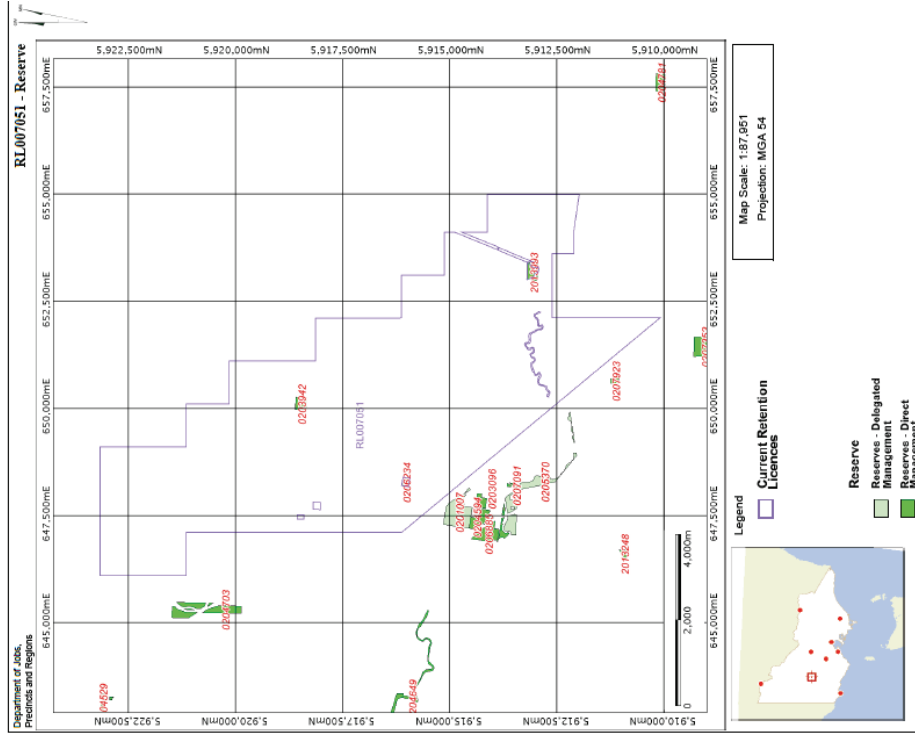
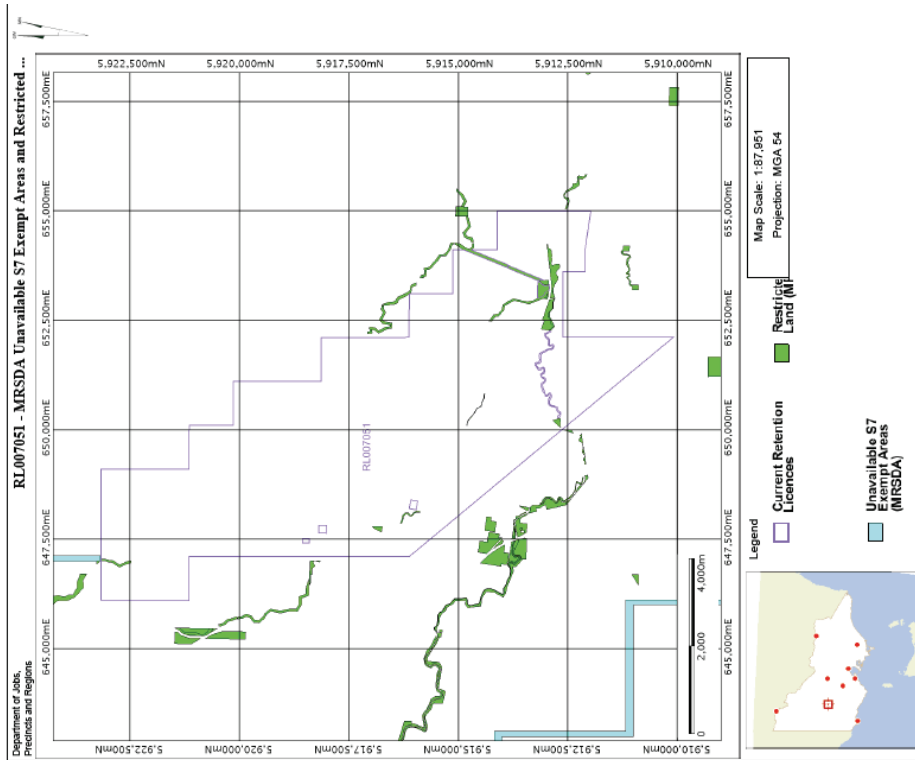
Schedule 4 – EL5443 Crown land maps

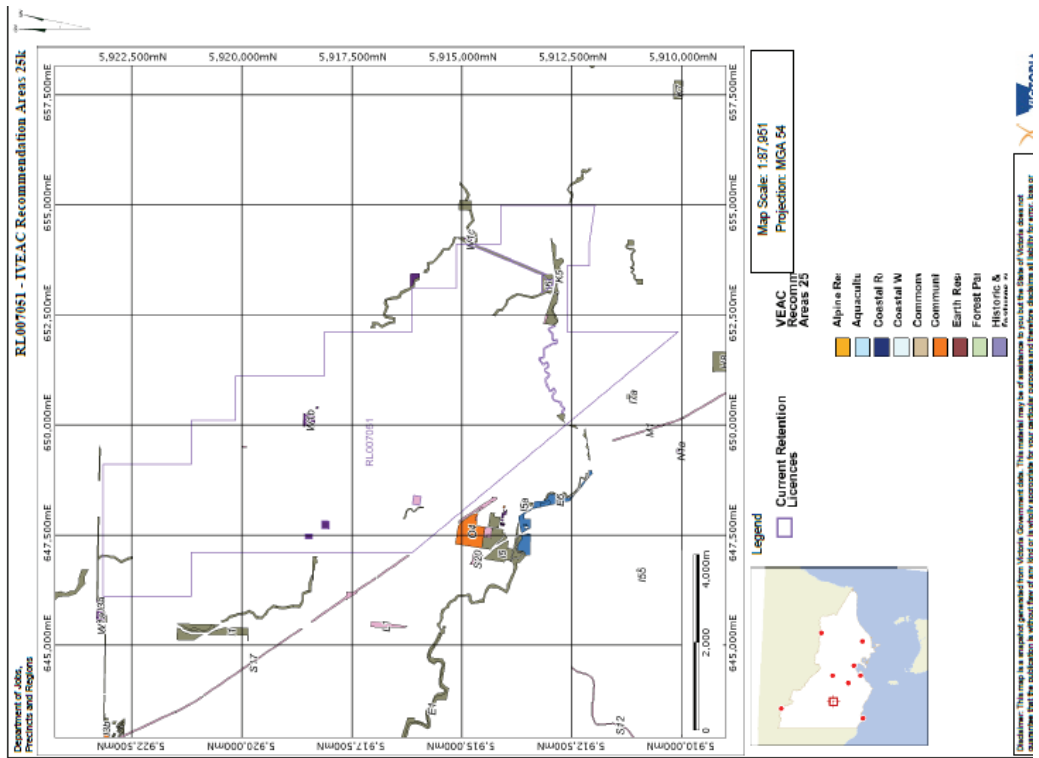




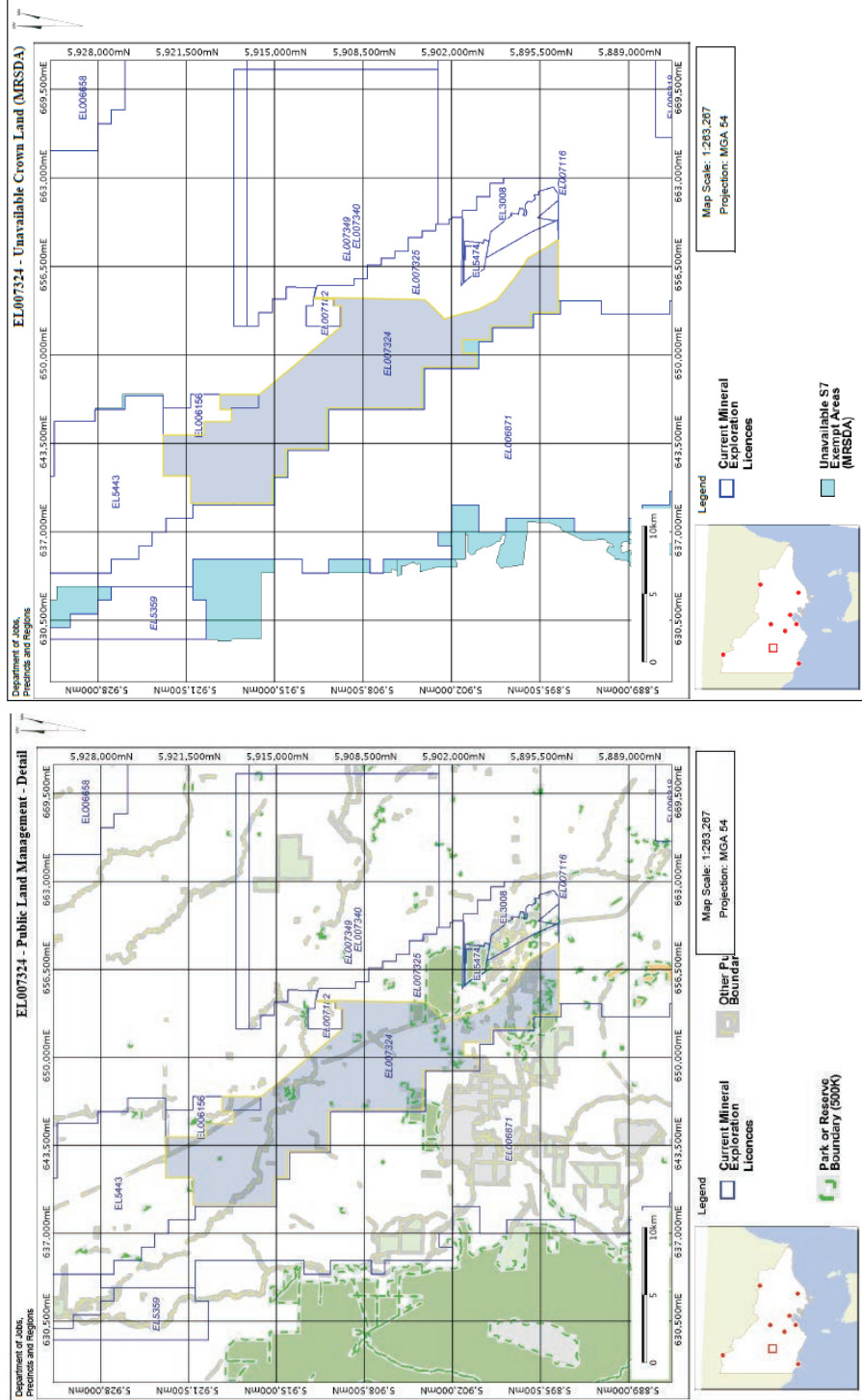


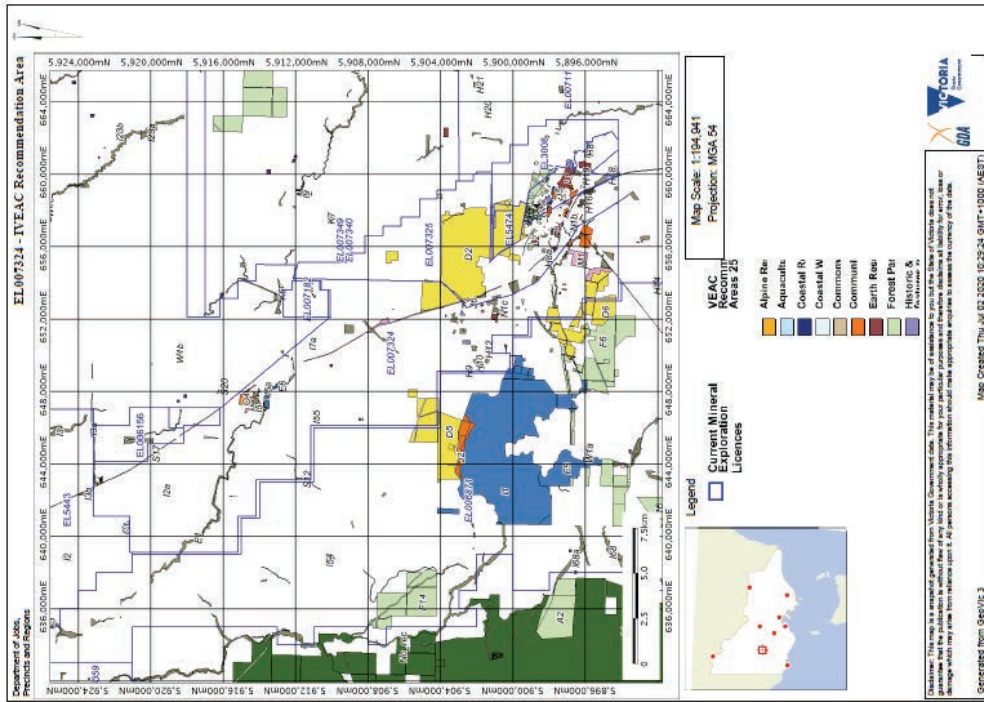
Schedule 5 – RL7051 Crown land map



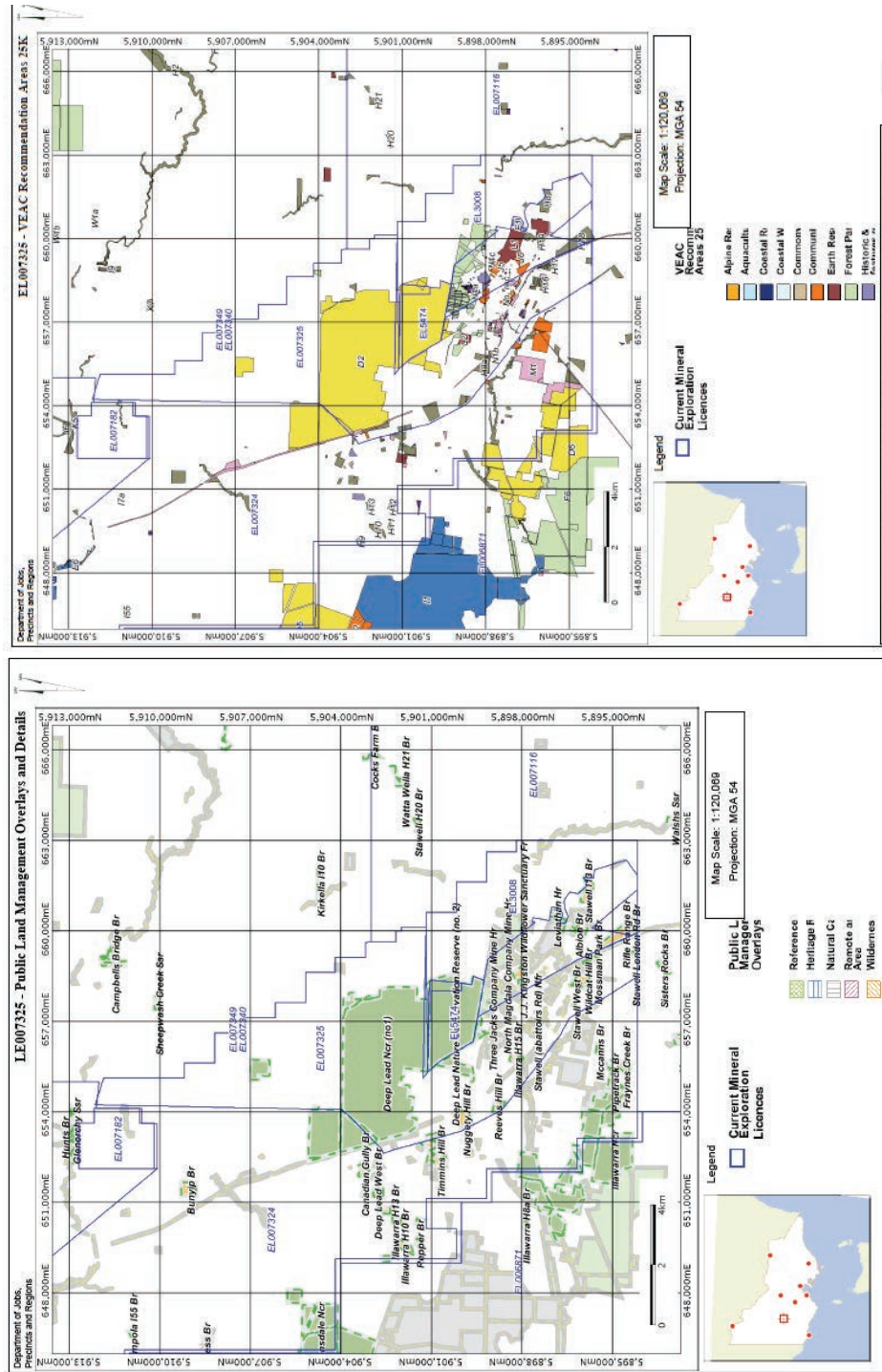


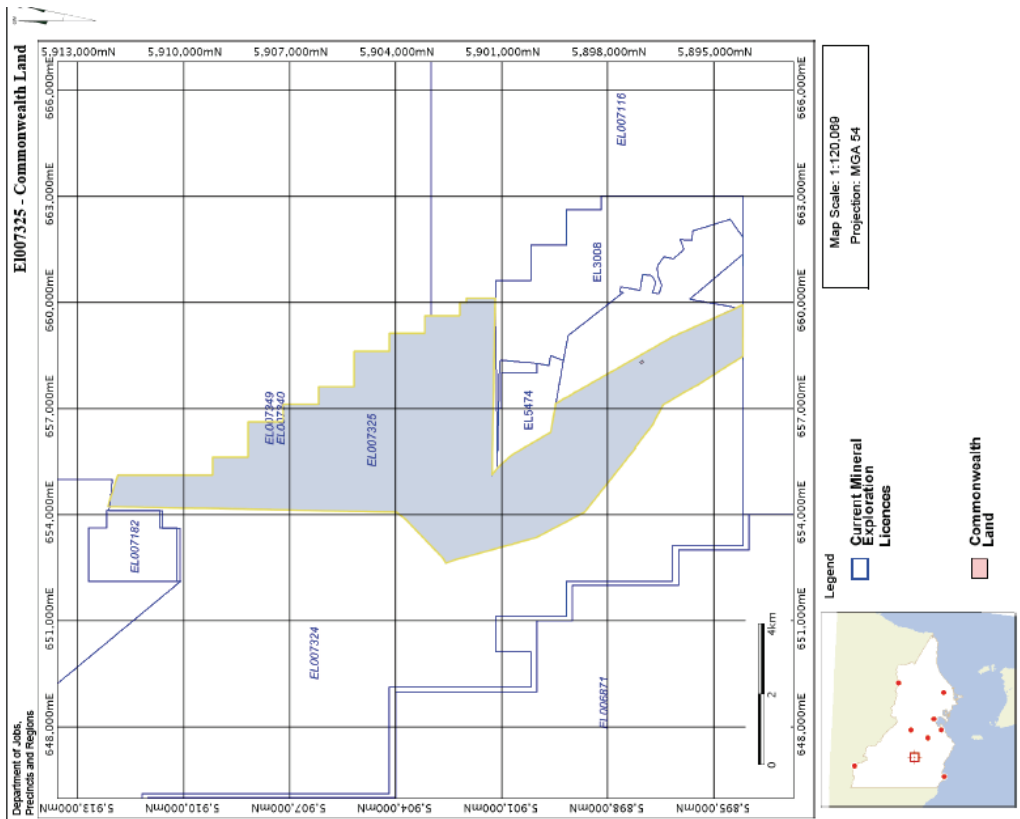
Schedule 6 – ELA7324 Crown Land Maps





Schedule 7 - ELA7325 Crown Land Maps





Schedule 8 Search Results of the Victorian Aboriginal Heritage Register

HopgoodGanin Lawyers EL 5443 006156 3008 Report
Registered Aboriginal Heritage Places

Place Number	Name	Component Number	Type
7324-0346	BARRABOOL 1	7324-0346-1	Artefact Scatter
7324-0347	BARRABOOL 2	7324-0347-1	Scattered Tree
7324-0348	BARRABOOL 3	7324-0348-1	Scattered Tree
7324-0411	ML-2	7324-0411-1	Scattered Tree
7324-0412	ML-3	7324-0412-1	Scattered Tree
7324-0522	ELLEY 1	7324-0522-1	Scattered Tree
7423-0344	CONGONGELLA 1	7423-0344-1	Earth Feature
7423-0345	FOX CAVE	7423-0345-1	Artefact Scatter
7423-0349	BLACKBURN PARK	7423-0349-1	Artefact Scatter
7423-0781	Concongella Creek LDAD 1	7423-0781-1	Low Density Artefact Distribution
7423-0781	Concongella Creek LDAD 1	7423-0781-2	Low Density Artefact Distribution
7423-0781	Concongella Creek LDAD 1	7423-0781-3	Low Density Artefact Distribution
7423-0781	Concongella Creek LDAD 1	7423-0781-4	Low Density Artefact Distribution
7423-0781	Concongella Creek LDAD 1	7423-0781-5	Low Density Artefact Distribution
7423-0781	Concongella Creek LDAD 1	7423-0781-6	Low Density Artefact Distribution
7423-0781	Concongella Creek LDAD 1	7423-0781-7	Low Density Artefact Distribution
7423-0781	Concongella Creek LDAD 1	7423-0781-8	Low Density Artefact Distribution
7423-0781	Concongella Creek LDAD 1	7423-0781-9	Low Density Artefact Distribution
7423-0781	Concongella Creek LDAD 1	7423-0781-10	Low Density Artefact Distribution
7423-0781	Concongella Creek LDAD 1	7423-0781-11	Low Density Artefact Distribution
7423-0781	Concongella Creek LDAD 1	7423-0781-12	Low Density Artefact Distribution
7423-0781	Concongella Creek LDAD 1	7423-0781-13	Low Density Artefact Distribution
7423-0781	Concongella Creek LDAD 1	7423-0781-14	Low Density Artefact Distribution

Produced by
Aboriginal Victoria
14/04/2020



**HopgoodGanim Lawyers EL 5443 006156 3008 Report
Registered Aboriginal Heritage Places**

Place Number	Name	Component Number	Type
7423-0781	Concongella Creek LDAD 1	7423-0781-15	Low Density Artefact Distribution
7423-0781	Concongella Creek LDAD 1	7423-0781-16	Low Density Artefact Distribution
7424-0001	MAGDALA 1	7424-0001-1	Earth Feature
7424-0002	MAGDALA 2	7424-0002-1	Earth Feature
7424-0003	MAGDALA 3	7424-0003-1	Earth Feature
7424-0004	MAGDALA 4	7424-0004-1	Scarred Tree
7424-0014	GLENORCHY 1	7424-0014-1	Earth Feature
7424-0015	GLENORCHY 2	7424-0015-1	Earth Feature
7424-0016	GLENORCHY 3	7424-0016-1	Earth Feature
7424-0017	GLENORCHY 4	7424-0017-1	Earth Feature
7424-0018	GLENORCHY 5	7424-0018-1	Earth Feature
7424-0019	GLENORCHY 6	7424-0019-1	Earth Feature
7424-0020	GLENORCHY 7	7424-0020-1	Earth Feature
7424-0021	GLENORCHY 8	7424-0021-1	Earth Feature
7424-0022	GLENORCHY 9	7424-0022-1	Earth Feature
7424-0023	GLENORCHY 10	7424-0023-1	Earth Feature
7424-0024	GLENORCHY 11	7424-0024-1	Earth Feature
7424-0026	KINSELLA 1	7424-0026-1	Scarred Tree
7424-0027	KINSELLA 2	7424-0027-1	Scarred Tree
7424-0028	KINSELLA 3	7424-0028-1	Scarred Tree
7424-0029	KINSELLA 4	7424-0029-1	Scarred Tree
7424-0030	KINSELLA 5	7424-0030-1	Scarred Tree
7424-0031	KINSELLA 6	7424-0031-1	Scarred Tree

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14/04/2020



**HopgoodGanim Lawyers EL 5443 006156 3008 Report
Registered Aboriginal Heritage Places**

Place Number	Name	Component Number	Type
7424-0032	KINSELLA 7	7424-0032-1	Scarred Tree
7424-0035	WARRANOOK 1	7424-0035-1	Artefact Scatter
7424-0036	WARRANOOK 2	7424-0036-1	Scarred Tree
7424-0037	WARRANOOK 3	7424-0037-1	Artefact Scatter
7424-0038	WARRANOOK 4	7424-0038-1	Scarred Tree
7424-0039	WARRANOOK 5	7424-0039-1	Scarred Tree
7424-0041	SANDSHEET 1	7424-0041-2	Aboriginal Ancestral Remains (Burial)
7424-0041	SANDSHEET 1	7424-0041-1	Artefact Scatter
7424-0083	WIMMERA RIVER 16	7424-0083-1	Scarred Tree
7424-0084	WIMMERA RIVER 17	7424-0084-1	Scarred Tree
7424-0085	WIMMERA RIVER 18	7424-0085-1	Scarred Tree
7424-0089	WIMMERA RIVER 19	7424-0089-1	Scarred Tree
7424-0090	WIMMERA RIVER 20	7424-0090-1	Scarred Tree
7424-0091	WIMMERA RIVER 21	7424-0091-1	Scarred Tree
7424-0092	WIMMERA RIVER 22	7424-0092-1	Scarred Tree
7424-0093	DUNMUNKLE CREEK 1	7424-0093-1	Artefact Scatter
7424-0094	DUNMUNKLE CREEK 2	7424-0094-1	Scarred Tree
7424-0095	DUNMUNKLE CREEK 3	7424-0095-1	Scarred Tree
7424-0096	DUNMUNKLE CREEK 4	7424-0096-1	Scarred Tree
7424-0097	DUNMUNKLE CREEK 5	7424-0097-1	Scarred Tree
7424-0098	DUNMUNKLE CREEK 6	7424-0098-1	Scarred Tree
7424-0101	WAL WAL 1	7424-0101-1	Earth Feature
7424-0102	WAL WAL 2	7424-0102-1	Scarred Tree

Produced by
Aboriginal Victoria
14/04/2020



**HopgoodGanim Lawyers EL 5443 006156 3008 Report
Registered Aboriginal Heritage Places**

Place Number	Name	Component Number	Type
7424-0103	WAL WAL 3	7424-0103-1	Earth Feature
7424-0104	WAL WAL 4	7424-0104-1	Earth Feature
7424-0105	WAL WAL 5	7424-0105-1	Earth Feature
7424-0106	WAL WAL 6	7424-0106-1	Scared Tree
7424-0107	KINSELA'S 8	7424-0107-1	Artefact Scatter
7424-0108	KINSELA'S 9	7424-0108-1	Artefact Scatter
7424-0109	KINSELA'S 10	7424-0109-1	Artefact Scatter
7424-0110	SANDSHEET 2	7424-0110-1	Scared Tree
7424-0111	STATION CREEK SITE 1 (S3-82)	7424-0111-1	Scared Tree
7424-0112	MARMA 24	7424-0112-1	Scared Tree
7424-0113	MARMA 25	7424-0113-1	Scared Tree
7424-0114	MARMA 26	7424-0114-1	Scared Tree
7424-0115	MARMA 27	7424-0115-1	Scared Tree
7424-0116	STATION CREEK SITE 2 (S3-83)	7424-0116-1	Scared Tree
7424-0117	STATION CREEK SITE 3 (S3-84)	7424-0117-1	Scared Tree
7424-0152	GLENORCHY 1	7424-0152-1	Scared Tree
7424-0153	GLENORCHY 2	7424-0153-1	Scared Tree
7424-0154	GLENORCHY 3	7424-0154-1	Scared Tree
7424-0155	GLENORCHY 4	7424-0155-1	Scared Tree
7424-0156	GLENORCHY 5	7424-0156-1	Scared Tree
7424-0157	WIMMERA RIVER/MARMA SITE 3 (TH-03)	7424-0157-1	Scared Tree
7424-0158	ML-4	7424-0158-1	Scared Tree
7424-0160	AK 1	7424-0160-1	Scared Tree

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Aboriginal Victoria
14/04/2020



**HopgoodGanim Lawyers EL 5443 006156 3008 Report
Registered Aboriginal Heritage Places**

Place Number	Name	Component Number	Type
7424-0161	AK 2	7424-0161-1	Scarred Tree
7424-0162	AK 3	7424-0162-1	Scarred Tree
7424-0163	AK 4	7424-0163-1	Scarred Tree
7424-0164	AK 5	7424-0164-1	Scarred Tree
7424-0165	AK 6	7424-0165-1	Scarred Tree
7424-0179	SWINTON 1	7424-0179-1	Scarred Tree
7424-0180	SWINTON 2	7424-0180-1	Scarred Tree
7424-0181	PINE GROVE 1	7424-0181-1	Scarred Tree
7424-0187	WILDWOOD 1	7424-0187-1	Artefact Scatter
7424-0188	WILDWOOD 2	7424-0188-1	Scarred Tree
7424-0223	ASHEUS SITE 1 (S3-74)	7424-0223-1	Scarred Tree
7424-0224	MARMA SITE 1 (S3-75)	7424-0224-1	Scarred Tree
7424-0228	KINSELLAS ROAD SITE 1 (S3-80)	7424-0228-1	Scarred Tree
7424-0229	KINSELLAS ROAD SITE 2 (S3-81)	7424-0229-1	Scarred Tree
7424-0233	STATION CREEK SITE 9 (S3-90)	7424-0233-1	Artefact Scatter
7424-0234	STATION CREEK SITE 10 (S3-91)	7424-0234-1	Artefact Scatter
7424-0236	ASHENS CEMETERY SITE 1 (S3-94)	7424-0236-1	Artefact Scatter
7424-0237	BROWNS ROAD SITE 1 (S3-95)	7424-0237-1	Scarred Tree
7424-0238	BROWNS ROAD SITE 2 (S3-96)	7424-0238-1	Scarred Tree
7424-0244	WAL WAL SITE 1 (S3-103)	7424-0244-1	Artefact Scatter
7424-0245	WAL WAL SITE 2 (S3-104)	7424-0245-1	Artefact Scatter
7424-0270	Glenorchy Ochre Source	7424-0270-1	Quarry
7424-0271	Glenorchy Ring Tree	7424-0271-1	Aboriginal Cultural Place

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Aboriginal Victoria
14/04/2020



**HopgoodGanim Lawyers EL 5443 006156 3008 Report
Registered Aboriginal Heritage Places**

Place Number	Name	Component Number	Type
7424-0277	Dunmnukite Creek LDAD 5	7424-0277-3	Low Density Artefact Distribution
7424-0306	Dunmnukite Creek ST 74	7424-0306-1	Scared Tree
7424-0307	Dunmnukite Creek ST 75	7424-0307-1	Scared Tree
7424-0308	Dunmnukite Creek ST 76	7424-0308-1	Scared Tree
7424-0309	Dunmnukite Creek ST 79	7424-0309-1	Scared Tree
7424-0310	Dunmnukite Creek ST 81	7424-0310-1	Scared Tree
7424-0320	Dunmnukite Creek ST 77	7424-0320-1	Scared Tree
7424-0321	Dunmnukite Creek ST 78	7424-0321-1	Scared Tree

Total Components 123
Total Registered Places 107

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14/04/2020

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Schedule 9 – Documents provided

HopgoodGanim Lawyers has been provided with the following documents from Leviathan, Stawell and MLIA:

1. Application for retention licence RL7051;
2. Instrument of Renewal for EL3008 (dated 30 October 2018) and the relevant map;
3. The following agreements which apply to the Tenements:
 - (a) Asset Sale and Purchase Agreement between Leviathan, Stawell and MLIA (copy provided is undated);
 - (b) Stawell Exploration Joint Venture Agreement between Leviathan, Stawell, MLIA, SGM MLIA Gold Investment Pty Ltd and Stawell Gold Mines Pty Ltd (copy provided is undated);
 - (c) AuRico Metals Royalty Assignment and Novation Deed between MLIA, Stawell, and AuRico Metals Australian Royalty Corporation dated 19 January 2019;
 - (d) AuRico Metals Royalty Assignment and Novation Deed between MLIA, Leviathan, and AuRico Metals Australian Royalty Corporation dated 19 January 2019;
 - (e) Newmarket Royalty Assignment and Novation Deed between Leviathan, MLIA and Newmarket Gold Victorian Holdings Pty Ltd dated 21 January 2019;
 - (f) Newmarket Royalty Assignment and Novation Deed between Stawell, MLIA and Newmarket Gold Victorian Holdings Pty Ltd dated 21 January 2019; and
 - (g) Reimbursement Assignment and Novation Deed between MLIA, Stawell and Leviathan and Newmarket Gold Victorian Holdings Pty Ltd dated 21 January 2019.
4. The following agreement which does not apply to the Tenements: Stawell Mining Joint Venture Agreement between Leviathan, Stawell, MLIA, SGM MLIA Gold Investment Pty Ltd and Stawell Gold Mines Pty Ltd (copy provided is undated). This document does not apply to the Tenements, it applies to MIN5260 and Application for MIN6024. The mining joint venture agreement is Schedule 7 to the Exploration Joint Venture Agreement and will apply only to the Tenements if a decision to mine is made in relation to the Tenements. Our searches of GeoVic show that this agreement has not been registered against the Tenements.

5. The following agreement which is not clear whether it applies to the Tenements: Deed of Cross Security (Mining Joint Venture Agreement) between Leviathan, Stawell and MLIA) (copy provided is undated). This agreement applies to the "JVA" and to secure obligations under the "JVA". "Joint Venture Agreement" or "JVA" is defined to mean the joint venture agreement which is set out in Schedule 1 of the Deed. No details of the joint venture agreement have been provided in Schedule 1. It is unclear if this applies to the Exploration Joint Venture Agreement, which applies to the Tenements, or to the Mining Joint Venture which does not apply to the Tenements. The naming of this document suggests it applies only to the Mining Joint Venture Agreement. Deeds of Cross Security are registered against each of the Exploration Tenements (Schedule 2, registrations 10 and 21), but we have not been able to review the Deeds of Cross Security on GeoVic.
6. Documents uploaded to Digify data room "North Stawell Exploration" created on 11 October 2019 by Chris Trott.
7. Additional documents sent by email on 1 July 2020:
 - (a) Application for ELA7324.
 - (b) Application for ELA7325.
 - (c) Letter regarding grant of R7051.
 - (d) RL7051 licence document.

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SECTION

INVESTIGATING ACCOUNTANT'S REPORT

HALLCHADWICK

Corporate Finance & Advisory Services

20 July 2020

The Directors
North Stawell Minerals Ltd
Level 12, 644 Chapel Street,
SOUTH YARRA VIC 3141

Dear Sirs,

Re: Investigating Accountant's Report on Historical and Pro forma Historical Financial Information

We have prepared this Independent Limited Assurance Report (report) at the request of the Directors of North Stawell Minerals Ltd (the "Company"), for inclusion in a Prospectus relating to the offer of 40,000,000 Shares at an issue price of \$0.50 per Share to raise \$20,000,000 ("Offer").

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

The nature of this report is such that it can only be issued by an entity which holds an Australian Financial Services License (No. 227902) under the *Corporations Act 2001*. Hall Chadwick Corporate (NSW) Limited holds the appropriate Australian Financial Services License under the *Corporations Act 2001*.

Background

The Company has been established to acquire exploration licences in Victoria, EL5443 and EL6156 and retention licence RL7051 (Licences). The Company is currently applying for two additional exploration licenses in Victoria, ELA7324 and ELA7325.

Scope

Historical Financial Information

You have requested Hall Chadwick Corporate (NSW) Limited to review the following historical financial information of the Company:

- a) the historical statement of profit or loss for the period from incorporation (14 May 2019) to 30 June 2020;
- b) the statement of financial position of the Company as at 30 June 2020.

Pro forma Historical Financial Information

You have requested Hall Chadwick Corporate (NSW) Limited to review the pro forma statement of financial position of the Company assuming completion of the Offer and other transactions detailed in the Prospectus.

The financial information has been prepared in accordance with the stated basis of preparation, being the recognition and measurement principles detailed in Australian Accounting Standards and the adopted accounting policies of the Company.

HALL CHADWICK CORPORATE
(NSW) LIMITED

ACN 080 462 488

SYDNEY

Level 40, 2 Park Street Sydney
NSW 2000 Australia

GPO Box 3555 Sydney NSW
2001

Ph: (612) 9263 2600

Fx: (612) 9263 2800

E: [hcsyinfo@hallchadwick.](mailto:hcsyinfo@hallchadwick.com.au)

com.au

www.hallchadwick.com.au

A member of AGN International Ltd, a worldwide association of separate and independent accounting and consulting firms

The historical financial information of the Company has been subject to audit by Grant Thornton, who has issued an unmodified audit opinion with a material uncertainty related to going concern paragraph.

The financial information is presented in the Prospectus in an abbreviated form, insofar as it does not include all of the presentation and disclosures required by Australian Accounting Standards and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the *Corporations Act 2001*.

The stated basis of preparation is the recognition and measurement accounting principles applied to the financial information and the transactions to which the pro forma adjustments relate, as described in the Prospectus, as if those transactions had occurred as at the date, or prior to the date, of the financial information. Due to its nature, the pro forma historical financial information does not represent the company's actual or prospective financial position.

Directors' responsibility

The directors of the Company are responsible for the preparation of the historical and pro forma historical financial information, including the selection and determination of pro forma adjustments made to the historical financial information. This includes responsibility for such internal controls as the directors determine are necessary to enable the preparation of pro forma historical financial information that is free from material misstatement whether due to fraud or error.

Our responsibility

Our responsibility is to express a limited assurance conclusion on the financial information based on the procedures performed and the evidence we have obtained. We have conducted our engagement in accordance with the Standard on Assurance Engagements ASAE 3450 *Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information*.

A review consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain reasonable assurance that we have become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusions

Historical financial information

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the historical financial information is not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in the Prospectus.

HALLCHADWICK 

Corporate Finance & Advisory Services

Pro forma historical financial information

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the pro forma historical financial information is not presented fairly in all material respects, in accordance with the stated basis of preparation as described in the Prospectus.

Restriction on Use

Without modifying our conclusions, we draw attention to the purpose of the financial information, being for inclusion in the Prospectus. As a result, the financial information may not be suitable for use for another purpose. We disclaim any assumption of responsibility for any reliance on this report or on the financial information to which it relates, for any purpose other than that for which it was prepared.

Consent

Hall Chadwick Corporate (NSW) Limited has consented to the inclusion of this assurance report in the Prospectus in the form and context in which it is included.

Disclosure of Interest

Hall Chadwick Corporate (NSW) Limited does not have any interest in the outcome of the Prospectus other than the issue of this report for which normal professional fees will be received. Hall Chadwick Corporate (NSW) Limited does not hold nor have any interest in the ordinary shares of the Company. Hall Chadwick Corporate (NSW) Limited was not involved in the preparation of any part of the Prospectus and accordingly, makes no representations or warranties as to the completeness and accuracy of any information contained in the Prospectus.

Yours faithfully

**Drew Townsend**

HALL CHADWICK CORPORATE (NSW) LIMITED

FINANCIAL SERVICES GUIDE

Dated 20 July 2020

What is a Financial Services Guide (FSG)?

This FSG is designed to help you to decide whether to use any of the general financial product advice provided by Hall Chadwick Corporate (NSW) Limited ABN 28 080 462 488, Australian Financial Services Licence Number 227902 ("HCC").

This FSG includes information about:

- HCC and how they can be contacted;
- the services HCC is authorised to provide;
- how HCC are paid;
- any relevant associations or relationships of HCC;
- how complaints are dealt with as well as information about internal and external dispute resolution systems and how you can access them; and
- the compensation arrangements that HCC has in place.

This FSG forms part of an Investigating Accountant's Report ("Report") which has been prepared for inclusion in a disclosure document. The purpose of the disclosure document is to help you make an informed decision in relation to a financial product. The contents of the disclosure document, as relevant, will include details such as the risks, benefits and costs of acquiring the particular financial product.

Financial services that HCC is authorised to provide

HCC holds an Australian Financial Services Licence, which authorises it to provide, amongst other services, financial product advice for securities and interests in managed investment schemes, including investor directed portfolio services, to retail clients. We provide financial product advice when engaged to prepare a report in relation to a transaction relating to one of these types of finance products.

HCC's responsibility to you

HCC has been engaged by the Directors of North Stawell Minerals Ltd to prepare this Report for inclusion in a Prospectus in relation to the offering of shares in North Stawell Minerals Ltd on the ASX ("Offer").

You have not engaged HCC directly but have received a copy of the Report because you have been provided with a copy of the Prospectus. HCC nor the employees of HCC are acting for any person other than North Stawell Minerals Ltd. HCC is responsible and accountable to you for ensuring that there is a reasonable basis for the conclusions in the Report.

General advice

As HCC has been engaged by North Stawell Minerals Ltd, the Report only contains general advice as it has been prepared without taking into account your personal objectives, financial situation or needs. You should consider the appropriateness of the general advice in the Report having regard to your circumstances before you act on the general advice contained in the Report.

You should also consider the other parts of the Prospectus before making any decision in relation to the Offer.

Fees HCC may receive

HCC charges fees for preparing reports. These fees will usually be agreed with, and paid by, North Stawell Minerals Ltd. Fees are agreed on either a fixed fee or a time cost basis. In this instance, North Stawell Minerals Ltd has agreed to pay HCC \$15,000 (excluding GST and out of pocket expenses) for preparing the Report on Pro forma Historical Financial Information to be included in the Prospectus. HCC and its officers, representatives, related entities and associates will not receive any other fee or benefit in connection with the provision of this Report.

HALLCHADWICK 

Corporate Finance & Advisory Services

HCC officers and representatives receive remuneration from Hall Chadwick Sydney professional advisory and accounting practice (the Hall Chadwick Sydney Partnership). Remuneration and benefits are not provided directly in connection with any engagement for the provision of general financial product advice in the Report. Further details may be provided on request.

Referrals

HCC does not pay commissions or provide any other benefits to any person for referring customers to them in connection with a Report.

Associations and relationships

Through a variety of corporate and trust structures HCC is controlled by and operates as part of the Hall Chadwick Sydney Partnership. HCC's directors may be partners in the Hall Chadwick Sydney Partnership. Mr Drew Townsend, director of HCC and partner in the Hall Chadwick Sydney Partnership, has prepared this Report. The financial product advice in the Report is provided by HCC and not by the Hall Chadwick Sydney Partnership.

From time to time HCC, the Hall Chadwick Sydney Partnership and related entities ("HC Entities") may provide professional services, including audit, taxation and financial advisory services, to companies and issuers of financial products in the ordinary course of their businesses. HC Entities have previously provided audit and advisory services to the Company for which professional fees have been received.

No individual involved in the preparation of this Report holds a substantial interest in, or is a substantial creditor of North Stawell Minerals Ltd or has other material financial interests in the Offer.

Complaints resolution

If you have a complaint, please let HCC know. Formal complaints should be sent in writing to:

The Complaints Officer
Hall Chadwick Corporate (NSW) Limited
GPO Box 3555
Sydney NSW 2001

If you have difficulty in putting your complaint in writing, please telephone the Complaints Officer on (02) 9263 2600 and he will assist you in documenting your complaint.

Written complaints are recorded, acknowledged within 5 days and investigated. As soon as practical, and not more than 45 days after receiving the written complaint, the response to your complaint will be advised in writing.

External complaints resolution process

If HCC cannot resolve the complaint to your satisfaction within 45 days, you can refer the matter to the Financial Ombudsman Service (FOS). FOS is an independent company that has been established to provide free advice and assistance to consumers to help in resolving complaints relating to the financial services industry.

Further details about FOS are available at the FOS website www.fos.org.au or by contacting them directly at:

Financial Ombudsman Service Limited
GPO Box 3, Melbourne Victoria 3001
Telephone: 1300 78 08 06
Facsimile (03) 9613 6399
Email: info@fos.org.au

The Australian Securities and Investments Commission also has a free call infoline on 1300 300 630 which you may use to obtain information about your rights.

HALLCHADWICK 

Corporate Finance & Advisory Services

Compensation arrangements

HCC has professional indemnity insurance cover as required by the Corporations Act 2001(Cth).

Contact details

You may contact HCC at:

Hall Chadwick Corporate (NSW) Limited

GPO Box 3555

Sydney NSW 2001

Telephone: (02) 9263 2600

Facsimile: (02) 9263 2800



10

SECTION

DIRECTORS AND MANAGEMENT

10.1 BOARD OF DIRECTORS

The Directors bring relevant experience and skills to the Board, including mineral exploration, industry and business knowledge, financial management and corporate governance experience. As at the date of this Prospectus, the Board comprises the Non-Executive Chairman and three (3) additional Non-Executive Directors, as detailed below.

Details of the Directors' remuneration and interests in the Company are set out below.

(a) Jerry Ellis AO, Non-Executive Chairman – MA (Oxon)

Mr Ellis has extensive mining and manufacturing experience both in Australia and overseas. He joined BHP in 1967 and rose through the company's management structure to become the CEO of BHP Minerals, then chairing the company from 1997 to 1999. In addition, he was also the director of ANZ Banking Group for 10 years. He has served on the board of several listed companies and governing bodies including Newcrest Mining, Aurora Gold, the International Copper Association, the International Council on Metals and the Environment, and the American Mining Congress and was on the advisory board of Anglo Coal Australia.

Mr Ellis was Chancellor of Monash University, former President of the Minerals Council of Australia and a former chair of the Australia-Japan Foundation and the Australian National Occupational Health and Safety Commission.

Mr Ellis is currently the Non-Executive Chairman of the Company and is considered to be independent.

(b) Campbell Olsen, Non-Executive Director – B Eng, MBA

Mr Olsen has had a long career in Private Equity and operational management in the mining industry. Campbell has deep experience in international private equity practice and process having spent several years as an Investment Manager with Nomura Jafco and then General Manager (Australasia) with Advent International, a Boston-based multi-billion dollar international private equity company.

In 2003 Mr Olsen established Polarity Capital, a private equity & advisory firm that specialized in a "hands-on" approach to its investments, where he regularly assumed the CEO role of investee companies for varying durations to provide turnaround and expansion strategies as well as drive and directional clarity. From an operational perspective Campbell has acquired, managed and run downstream mineral processing operations along with upstream resources assets both

in Australia and abroad. His experience encompasses asset/opportunity identification, due diligence, negotiations of acquisition terms and structure, on-going operational reform & improvement through to exit strategies. He has managed exploration programs, JORC-compliant resource estimate programs, mine design and operations primarily across iron ore, silver and rare earth metals. Mr Olsen currently holds a non-executive director role at Alta Zinc Ltd (ASX: AZI).

Mr Olsen has completed a Bachelor of Engineering from Victoria University and a MBA from Melbourne Business School.

Mr Olsen is currently a Non-Executive Director of the Company and is not considered to be independent due to his status as a substantial shareholder prior to the Offer.

(c) Alistair Waddell, Non-Executive Director – BSc. (Hons) (Geology)

Mr Waddell is a geologist with over 25 years of diverse resource industry experience, including senior roles with both junior and senior mining companies. Mr Waddell was one of the founders and the past President & CEO of GoldQuest Mining Corp. He also served as a Vice President at Greenfields Exploration for Kinross Gold Corp. with a global mandate to develop new exploration opportunities. Mr Waddell is currently the President & CEO of Inflection Resources Ltd. with assets in NSW and Queensland.

Mr Waddell brings with him excellent experience and an extensive industry network having lived and worked as an expatriate in Australia, Bolivia, Venezuela, Peru, Dominican Republic, Ecuador, Chile and Canada.

Mr Waddell is currently a Non-Executive Director of the Company and is considered to be Independent.

(d) Graham Brown, Non-Executive Director – BSc. (Geology)

Mr Brown has over 40 years' experience in the mining and exploration industry, having led teams that discovered numerous world class ore deposits including Sakatti magmatic copper-nickel-PGM deposit in Finland. He has completed over 100 technical assignments in over 25 countries. Previously the Group Head of Geosciences & Exploration at Anglo American, where prior he was appointed from Senior Vice President Exploration and managed geosciences, technical services, and R&D programs.

Mr Brown has completed a BSc. from the University of Strathclyde, Glasgow. He has been a Fellow of the Society of Economic Geologists ("SEG") since 1999. Also, participating in the Columbia Senior Executives Program and the Duke Business Leaders Program in 2004 and 2007.

Mr Brown is currently a Non-Executive Director of the Company and is considered to be independent.

10.2 MANAGEMENT

The Company's Management comprises the following:

(a) Steven Tambanis (Chief Executive Officer) – BSc. (Geology), BEc.

Mr Tambanis has a successful history in exploration, project development and mining in multiple commodities. An early stage exploration specialist, he has designed, implemented and managed exploration programmes globally. Steven has experience with listed entities, managing feasibility studies, investor relations, capital raising, operations management, Planning and Development. He has extensive business development experience from WMC in exploration targeting, project assessment, economic modelling, strategic planning and feasibility studies.

In 2015-2017, he led a small, exceptional team that discovered and drilled out the World Class Mahenge graphite orebody in Tanzania. During 2018, he reviewed and transacted cobalt/copper projects in the DRC.

Steven graduated from The Australian National University with degrees in Economics and Science (Geology) and is a member of the AusIMM and AIMVA.

(b) Kevin Lam (Chief Financial Officer) – BSc. (Hons), MBA

Kevin has a combined 30 years of work in Private Equity/Venture Capital, in leveraged buyouts, Investment Banking in the United States and ASEAN. He started his investment banking career with Citicorp Investment Bank in New York where he worked with private equity sponsors in financing leveraged buyouts, leveraged recapitalisations and acquisitions.

Mr Lam worked in corporate advisory and mergers and acquisitions at Citicorp. His experience in Asia Pacific started with Nomura Jafco, the Private Equity & Venture Capital subsidiary of Jafco Ventures, Japan's largest PE firm. His role at Nomura Jafco involved regional PE/VC investments, roll-up investments, public listing and divestment of portfolio companies. Post Jafco, Kevin co-founded IncuVest Pte Ltd., a Government of Singapore sponsored incubator/venture capital fund that specialized in early stage IT and bioscience investments. He holds an MBA from University of Southern California and a Bachelor of Science double major in Biochemistry and Molecular Biology from the University of California.

Kevin is currently the Chief Financial Officer of Arete Capital Partners Pty Ltd.

(c) David Hwang (Company Secretary) – BLLb.

David Hwang is a Principal and Chief Compliance Officer of Automic Group, which provides fully integrated legal, registry and outsourced company secretarial services. He is an experienced corporate lawyer and company secretary specialising in listings on ASX (IPOs and reverse listings), equity capital markets and providing advice on corporate governance and compliance issues. Mr Hwang holds a Bachelor of Laws from UNSW, and is also a notary public. Mr Hwang currently serves as Company Secretary to Austral Gold Limited (ASX:AGD) and Aeon Metals Limited (ASX:AML).

10.3 DIRECTOR DISCLOSURES

No Director has been the subject of any disciplinary action, criminal conviction, personal bankruptcy or disqualification in Australia or elsewhere in the last 10 years.

No Director has been an officer of a company that has entered into any form of external administration as a result of insolvency during the time that such Director was an officer or within a 12 month period after they ceased to be an officer.

10.4 DIRECTORS' FEES

The Constitution of the Company provides that the Non-Executive Directors are entitled to remuneration as determined by the Company in a general meeting to be apportioned among them in such manner as the Directors agree and, in default of agreement, equally. The aggregate maximum remuneration for Non-Executive Directors currently determined by the Company is \$500,000 per annum (**NED Fee Pool**). The NED Fee Pool shall be allocated amongst the Non-Executive Directors in such proportion and manner as they shall agree, or failing agreement, equally. Following admission to the Official List, the NED Fee Pool must only be increased by Shareholder approval. Additionally, Non-Executive Directors will be entitled to be reimbursed for properly incurred expenses in connection with any meeting of Directors, any meeting of a committee of the Board, and otherwise in the execution of their duties as Non-Executive Directors.

Each of the Non-Executive Directors has been appointed pursuant to an appointment letter which sets out the terms of their appointment and remuneration (see section 12.11 of this Prospectus). If a Non-Executive Director performs services, which in the opinion of the Directors are outside the scope of the ordinary duties of the Director, the Company may remunerate that Director in addition to or instead of the remuneration referred to above.

10.5 DISCLOSURE OF INTERESTS

The Company has paid or agreed to pay the following remuneration of each Director for the financial year following the Company being listed on the ASX:

DIRECTOR	REMUNERATION	PERFORMANCE RIGHTS	DESCRIPTION OF SERVICES
Mr Jerry Ellis	\$60,000/annum	340,000	Chairman
Graham Brown	\$60,000/annum	280,000	Non-Executive Director
Alistair Waddell	\$60,000/annum	280,000	Non-Executive Director
Campbell Olsen	\$60,000/annum	280,000	Non-Executive Director
Total	\$240,000	1,180,000	

Table 23: Summary of proposed Board remuneration and compensation.

Each Director's relevant interest in Securities of the Company at the date of the Prospectus is set out in Table 24 below:

DIRECTOR	SHARES	% HOLDING PRE-IPO	% HOLDING POST-IPO (\$20M RAISE)	PERFORMANCE RIGHTS ²
Jerry Ellis	Nil	N/A	N/A	340,000
Graham Brown	Nil	N/A	N/A	280,000
Alistair Waddell	Nil	N/A	N/A	280,000
Campbell Olsen ¹	4,000,000	5.00%	3.33%	280,000

Table 24: summary of Directors' Security Holdings.

1. These are held by Asrica Pty Ltd ACN 105 454 037 an entity associated with Campbell Olsen. The shares were issued pursuant to an IPO Services Agreement between Arete Partners Pty Ltd, as agent for SGM and Arete Capital Partners Pty Ltd. The issue of these shares was approved by Shareholders on 17 July 2020.
2. For a summary of the terms and conditions of the Performance Rights Plan, see section 10.12 and 13.3 of this Prospectus.

10.6 RESTRICTED SECURITIES

See section 13.2 for escrow details.

10.7 DIRECTORS' INTERESTS AND REMUNERATION

Except as disclosed in this Prospectus:

- (a) no Director or proposed Director has been paid or agreed to be paid any amount, or has been given or agreed to be given any other benefit, either to induce him or to become, or to qualify him or her as, a Director or otherwise for services rendered by him or her in connection with the formation or promotion of the Company or the Offer; and
- (b) none of the following persons:
1. a Director or proposed Director of the Company;
 2. each person named in this Prospectus as performing a function in a profession, advisory or other capacity in connection with the preparation or distribution of this Prospectus; or
 3. a promoter of the Company, holds or held in the two years before the Prospectus Date, an interest in:
 - (a) the formation or promotion of the Company;
 - (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion, or the Offer; or
 - (c) the Offer,

or was at any time paid or agreed to be paid any amount, or has been given or agreed to be given any other benefit, for services provided by such person in connection with the formation or promotion of the Company or the Offer.

10.8 EXECUTIVE REMUNERATION

(a) Steven Tambanis (Chief Executive Officer)

The Company has entered into an agreement with STX Consulting Pty Ltd, an entity associated with Steven Tambanis and a Letter of Appointment with Mr Tambanis personally for the purposes of discharging his role as Chief Executive Officer. This arrangement is summarised in section 12.8. Under the arrangement, Mr Tambanis is entitled to a base remuneration of \$280,000 per annum (plus GST and 10% superannuation).

In addition, Mr Tambanis has been issued with a total of 762,000 Performance Rights under the Company's Performance Rights Plan. A summary of the key terms of the Performance Rights Plan is included in section 10.12. The vesting of Performance Rights held by Mr Tambanis is subject to two vesting conditions. The first is the successful completion of the performance-based criteria set out following:

PERFORMANCE CRITERIA		NO. OF PERFORMANCE RIGHTS VESTING
1	Acquire and process new geophysical and geochemical data.	127,000
2	Define and prioritise minimum of 20 drill targets.	127,000
3	Drill 20,000 metres, minimum 15,000 diamond.	127,000
4	JORC resource 250,000 oz	127,000
5	JORC resource 500,000 oz	127,000
6	Market capitalisation \$180m	127,000
Total		762,000

Table 25: Performance Rights criteria.

(b) Kevin Lam (Chief Financial Officer)

The Company has entered into an agreement with ACCELERANTCFO Pty Ltd, an entity associated with Kevin Lam, and a Letter of Appointment with Mr Lam personally for the purposes of discharging his role as Chief Executive Officer. This arrangement is summarised in section 12.9. Under the arrangement, Mr Lam is entitled to remuneration of \$10,000 per month. In addition, the Company is also obliged to reimburse ACCELERANTCFO Pty Ltd for certain reasonable expenses including travel and accommodation incurred in the provision of the services.

10.9 NON-EXECUTIVE DIRECTOR REMUNERATION

(a) Mr Jerry Ellis

Mr Ellis has entered into a letter of appointment with the Company dated 28 July 2020 confirming his appointment as a Non-Executive Director of North Stawell. The letter of appointment is in standard form and details the nature of Mr Ellis' appointment, his duties and his remuneration.

Mr Ellis is entitled to receive a total annual fee of \$60,000 (subject to income tax and statutory deductions) paid monthly in arrears. This fee covers all duties, including Mr Ellis' appointment to the Company's Audit and Risk Committee. Mr Ellis is also entitled to be paid expenses properly and reasonably incurred in performing duties as Director.

Additionally, Mr Ellis is entitled to participate in the Company's ESOP and Performance Rights Plan. As at the date of this prospectus, Mr Ellis has been issued with 340,000 Performance Rights. A summary of those Performance Rights is included in section 10.12.

(b) Mr Campbell Olsen

Mr Olsen has entered into a letter of appointment with the Company dated 23 July 2020 confirming his appointment as a Non-Executive Director of North Stawell. The letter of appointment is in standard form and details the nature of Mr Olsen's appointment, his duties and his remuneration.

Mr Olsen is entitled to receive a total annual fee of \$60,000 (subject to income tax and statutory deductions) paid monthly in arrears. This fee covers all duties Mr Olsen may be required to perform. Mr Olsen is also entitled to be paid expenses properly and reasonably incurred in performing duties as Director.

Additionally, Mr Olsen is entitled to participate in the Company's ESOP and Performance Rights Plan. As at the date of this prospectus, Mr Olsen has been issued with 280,000 Performance Rights. A summary of those Performance Rights is included in section 10.12.

(c) Mr Alistair Waddell

Mr Waddell has entered into a letter of appointment with the Company dated 27 July 2020 confirming his appointment as a Non-Executive Director of North Stawell. The letter of appointment is in standard form and details the nature of Mr Waddell's appointment, his duties and his remuneration.

Mr Waddell is entitled to receive a total annual fee of \$60,000 (subject to income tax and statutory deductions) paid monthly in arrears. This fee covers all duties, including Mr Waddell's appointment to the Company's Audit and Risk Committee. Mr Waddell is also entitled to be paid expenses properly and reasonably incurred in performing duties as Director.

Additionally, Mr Waddell is entitled to participate in the Company's ESOP and Performance Rights Plan. As at the date of this prospectus, Mr Waddell has been issued with 280,000 Performance Rights. A summary of those Performance Rights is included in section 10.12.

(d) Mr Graham Brown

Mr Brown has entered into a letter of appointment with the Company dated 27 July 2020 confirming his appointment as a Non-Executive Director of North Stawell. The letter of appointment is in standard form and details the nature of Mr Brown's appointment, his duties and his remuneration.

Mr Brown is entitled to receive a total annual fee of \$60,000 (subject to income tax and statutory deductions) paid monthly in arrears. This fee covers all duties, including Mr Brown's appointment to the Company's Audit and Risk Committee. Mr Brown is also entitled to be paid expenses properly and reasonably incurred in performing duties as Director.

Additionally, Mr Brown is entitled to participate in the Company's ESOP and Performance Rights Plan. As at the date of this prospectus, Mr Brown has been issued with 280,000 Performance Rights. A summary of those Performance Rights is included in section 10.12.

ACCESS DEED FOR DIRECTORS AND COMPANY SECRETARY

The Company has entered into a good faith protection and access deed with each Director and the Company Secretary (each a **Relevant Officer**) to provide indemnification, including advancement of expenses incurred in legal proceedings to which the Relevant Officer was, or is threatened to be made, a party by reason of the fact that such Relevant Officer is or was a Relevant Officer, officer, employee or agent of the Company, unless the liability arises out of conduct involving a lack of good faith by the Relevant Officer. The good faith protection and access deed also contains the Relevant Officer's rights to Board papers.

At present, there is no pending litigation or proceeding involving a Director or officer for which indemnification is sought, nor is the Company aware of any threatened litigation that may result in claims for indemnification.

The Company maintains insurance policies that indemnify its Directors and officers against various liabilities that might be incurred by any Director or officer in his or her capacity as such.

10.11 EMPLOYEE PERFORMANCE SHARE PLAN AND OPTION PLAN

The Company has established an employee share option plan (ESOP) to assist in the motivation, retention reward of senior executives and other employees that may be invited to participate in the ESOP from time to time. The ESOP was adopted on 28 July 2020. The ESOP is designed to align the interests of employees with the interests of Shareholders by providing an opportunity for employees to receive an equity interest in the Company.

The ESOP provides flexibility for the Company to grant Shares or Options as incentives, subject to the terms of individual offers and the satisfaction of performance and vesting conditions determined by the Board from time to time.

A summary of the key terms of the ESOP are as follows:

- (a) The ESOP is to extend to Eligible Persons or Eligible Associates (as the case may be and as defined in the ESOP) of the Company or an Associated Body Corporate of the Company as the Board may in its discretion determine.
- (b) If the Company is relying on ASIC Class Order 14/1000, the total number of Securities which may be offered by the Company under this ESOP shall not at any time exceed 5% of the Company's total issued Shares when aggregated with the number of Securities issued or that may be issued as a result of offers made at any time during the previous three year period under:
 1. an employee incentive scheme covered by ASIC Class Order 14/1000; or
 2. an ASIC exempt arrangement of a similar kind to an employee incentive scheme.
- (c) The Shares are to be issued at an issue price determined by the Board.
- (d) The Options are to be issued for nominal consideration.

10.10 GOOD FAITH PROTECTION AND

- (e) The exercise price of an Option is to be determined by the Board at its sole discretion.
- (f) The option commencement date will be any such date or dates with respect to the Options or tranches of Options (as the case may be) as may be determined by the Board prior to the issuance of the relevant Options.
- (g) The option period commences on the option commencement date and ends on the earlier of:
1. the expiration of such period nominated by the Board at its sole discretion at the time of the grant of the Option but being not less than two years;
 2. if an Eligible Person's employment or engagement with the Company or an Associated Body Corporate ceases because of an Uncontrollable Event (as defined below), the earlier of:
 - (a) the expiry of the option period; or
 - (b) six months (or such other period as the Board shall, in its absolute discretion, determine) from the date on which the Eligible Person ceased that employment or engagement;
 3. if an Eligible Person's employment or engagement with the Company or an Associated Body Corporate ceases because of a Controllable Event (as defined below):
 - (a) the expiry of the Option Period; or
 - (b) three months (or such other period as the Board shall, in its absolute discretion, determine) from the date on which the Eligible Person ceased that employment or engagement; or
 4. the Eligible Person ceasing to be employed or engaged by the Company or an Associated Body Corporate of the Company due to fraud, dishonesty or being in material breach of their obligations to the Company or an Associated Body Corporate.
- (h) Eligibility to participate is determined by the Board. Eligibility is restricted to Eligible Persons (or their Eligible Associates where applicable) of the Company or an Associated Body Corporate of the Company. The Board is entitled to determine:
1. subject to paragraph (b), the total number of Shares and Options to be offered in any one year to Eligible Persons or Eligible Associates;
 2. the Eligible Persons to whom offers will be made; and
 3. the terms and conditions of any Shares and Options granted, subject to the ESOP.
- (i) In respect of Options, Option holders do not participate in dividends or in bonus issues unless the Options are exercised.
- (j) Option holders do not have any right to participate in new issues of securities in the Company made to shareholders generally. If the Company is listed on ASX, the Company will, where required pursuant to the ASX Listing Rules, provide Option holders with notice prior to the books record date (to determine entitlements to any new issue of securities made to shareholders generally) to exercise the Options, in accordance with the requirements of the ASX Listing Rules.
- (k) In the event of a pro rata issue (except a bonus issue) made by the Company during the term of the Options the Company may adjust the exercise price for the Options in accordance with the formula in the terms of the ESOP.
- (l) The Board has the right to vary the entitlements of participants to take account of the effect of capital reorganisations, bonus issues or rights issues.
- (m) The terms of the Options shall only be changed if holders (whose votes are not to be disregarded) of Shares in the Company approve of such a change. However, the terms of the Options shall not be changed to reduce the exercise price, increase the number of Options or change any period for exercise of the Options.
- (n) The Board may impose as a condition of any offer of Shares and Options under the ESOP any restrictions on the transfer or encumbrance of such Shares and Options as it determines.
- (o) The Board may vary the ESOP.
- (p) The ESOP is separate to and does not in any way form part of, vary or otherwise affect the rights and obligations of an Eligible Person under the terms of his or her employment or arrangement.
- (q) At any time from the date of an offer under the ESOP until the acceptance date of that offer, the Board undertakes that it shall provide information as to:
1. the current market price of the Shares (if the Company is listed); and
 2. the acquisition price of the Shares or Options offered where this is calculated by reference to a formula, as at the date of the offer,
- to any participant within three Business Days of a written request to the Company from that participant to do so.
- (r) Any offer made pursuant to this ESOP will specify whether subdivision 83A-C of the applicable Tax Laws applies to that offer such that any tax payable by a participant under the offer will be deferred to the applicable deferred taxing point described in that subdivision.
- In the ESOP:
- Controllable Event** means cessation of employment or engagement other than by an Uncontrollable Event.
- Uncontrollable Event** means:
- (a) death, serious injury, disability or illness which renders the Eligible Person incapable of continuing their employment or engagement (or providing the services the subject of the engagement) with the Company or Associated Body Corporate;
 - (b) forced early retirement, retrenchment or redundancy; or

such other circumstances which results in an Eligible Person leaving the employment of or ceasing their engagement with the Company or Associated Body Corporate and which the Board determines is an Uncontrollable Event.

No Securities have been issued under the ESOP as at the date of this Prospectus.

10.12 PERFORMANCE RIGHTS PLAN

The Company has established a Performance Rights Plan (**PRP**) to assist in the motivation, retention reward of directors and senior executives and other employees that may be invited to participate in the PRP from time to time.

- (a) **Plan Overview:** The PRP is a long term incentive aimed at creating a stronger link between both performance and reward, whilst increasing Shareholder value in the Company.
- (b) **Eligibility:** The PRP is to extend to Directors, employees, contractors or prospective participants who meets that criteria on appointment (**Eligible Person**) (or the Eligible Associate of such person) of the Company or an Associated Body Corporate who the Board determines to be eligible to participate in the PRP.
- (c) **Participation:** An invitation to participate in the PRP may be accepted by an Eligible Person (to whom the invitation is made), by delivering to the Company written acceptance in the form determined by the Board and stated in the letter of Invitation. If the Company is listed on ASX, an Eligible Person can only participate in the PRP if the Shareholders approve in general meeting the grant of the Performance Rights the subject of the invitation to participate. An Eligible Person who receives an Invitation may renounce the invitation in favour of the invitation being made to an Eligible Associate. The Eligible Person or Eligible Associate who accepts an Invitation is a Participant.
- (d) **Performance Hurdles:** The Board will determine in its absolute discretion whether any performance hurdles or other conditions (including as to time) will be required to be met (**Performance Hurdles**) before the Performance Rights which have been granted under the PRP can vest. Performance Rights will vest upon the satisfaction of the Performance Hurdles.
- (e) **Issue Price:** A Participant will not pay any consideration for the grant of Performance Rights under the PRP.
- (f) **Exercise Price:** No amount shall be payable by a Participant on the exercise of a vested Performance Right.
- (g) **Exercise Period:** The terms for exercise, including the exercise period, are stated in the Invitation, however the exercise period must not exceed six years unless otherwise determined by the Board of Directors of the Company.
- (h) **Lapse:** A Performance Right lapses, to the extent that it has not been exercised, on the earlier to occur of:
 1. the date on which the Board makes a determination that the Performance Hurdles have not been satisfied;
 2. the date on which the Board makes a determination that a Participant acts fraudulently or dishonestly or is in material breach of his or her obligations to the Company or an associated body corporate; or
 3. in the event of a Change in Control Event (being a scheme of arrangement, takeover bid, or ability to replace all or a majority of the Directors), the last day specified in writing in a notice given by the Board to each Participant, that he or she may exercise vested Performance Rights;
 4. if an Eligible Person's employment or engagement with the Company or associated body corporate ceases because of an Uncontrollable Event the earlier of:
 - (a) the last exercise date; or
 - (b) the date that is 3 months from the date of cessation of employment or engagement;
 5. if an Eligible Person's employment or engagement with the Company or Associated Body Corporate ceases for reasons other than due an Uncontrollable Event;
 6. in respect of a vested Performance Right:
 - (a) the Last Exercise Date; or
 - (b) 3 months from the date of cessation of employment or engagement; or
 7. in respect of an unvested Performance Right the date of cessation of employment or engagement; and
 8. the day ending at 5.00pm (Brisbane time) on the date which is 72 months following the date of issue of the Performance Rights, unless otherwise determined by the Board.
- (i) **Dividends:** Performance Rights issued pursuant to the PRP have no rights to dividends or other distributions and no rights to vote at meetings of the Company until that Performance Right is exercised and the holder of the Performance Rights is a Shareholder in the Company.
- (j) **Underlying Shares:** Shares acquired upon exercise of the Performance Rights will upon allotment rank *pari passu* in all respects with other Shares, except as set out in the PRP.
- (k) **Reorganisation:** If there are certain variations of the share capital of the Company including a capitalisation or rights issue, subdivision, consolidation or reduction in share capital, a demerger (in whatever form) or other distribution in specie, the Board may make such adjustments as it considers appropriate;
- (l) **Quotation:** Performance Rights will not be quoted on the ASX. The company will apply for quotation of the exercised Shares on the ASX within ten Business Days after the date of allotment of those Shares.
- (m) **New issues:** A Performance Right does not confer on

the Participant the right to participate in new issues of Shares by the Company, including by way of bonus issue, rights issue or otherwise.

- (n) Assignability: Except on the death of a Participant, Performance Rights may not be transferred, assigned or novated except with the approval of the Board.
- (o) Change of Control: Where there is publicly announced any proposal in relation to the Company which the Board reasonably believes may lead to a Change of Control Event:
 1. all of the Participant's Unvested Performance Rights, that have not lapsed, will become Vested Performance Rights; and
 2. the Board shall promptly notify each Participant in writing that he or she may, within the period specified in the notice, exercise Vested Performance Rights.
- (p) Amendments: The Board may amend the PRP at any time, but may not do so in a way which materially reduces the rights of Participants' existing rights without their consent, unless the amendment is to comply with the law, to correct an error or similar.
- (q) Suspension: The PRP may be terminated or suspended at any time by resolution of the Directors without notice to the Participants.
- (r) Uncontrollable Event in the PRP has the same meaning given to that term in the ESOP.
- (s) Change of Control Event in the PRP means any of the following:
 1. the Company entering into a scheme of arrangement with its creditors or Shareholders or any class thereof pursuant to section 411 of the Corporations Act;
 2. the commencement of a bid period (as defined in the Corporations Act) in relation to the Company to acquire any Share where the takeover bid extends to Shares issued and allotted after the date of the takeover bid; or
 3. when a person or group of associated persons having a relevant interest in, subsequent to the adoption of these Rules, sufficient Shares in the Company to give it or them the ability, in general meeting, to replace all or a majority of the Directors in circumstances where such ability was not already held by a person associated with such person or group of associated persons.

10.13 RELATED PARTY TRANSACTIONS

Chapter 2E of the Corporations Act governs related party transactions with respect to public companies. Related parties include Directors and entities controlled by Directors. Related party transactions require Shareholder approval unless they fall within one of the exceptions in Chapter 2E. Transactions entered into by proprietary companies are not regulated by Chapter 2E.

The Company was incorporated on 14 May 2019 and was converted to a public company on 28 May 2020. Transactions with related parties that may be captured under Chapter 2E of the Corporations Act are set out following:

- (a) the issue of 1,000 shares at an issue price of \$0.01 each to VBS Investments Pty Ltd, a related party of the Company by virtue it previously being the sole shareholder of the Company until 24 June 2020, during the Company's formative stages and whilst the Company was a proprietary company. As such no Shareholder approvals were needed;
- (b) the Farm-In Agreement which is summarised at section 12.2. Under the Farm-In Agreement, the Company agreed to provide a financial benefit in the form of exploration benefits and expenditure in relation to the Farm-In Tenements which would benefit Leviathan Resources Pty Ltd, a related party of the Company by virtue of Leviathan holding a controlling interest in the Company in the last six month from the date of this Prospectus. The terms of the Farm-In Agreement were approved by Shareholders on 17 July 2020;
- (c) the Glenorchy Agreement, which is summarised at section 12.3. Under the Glenorchy Agreement, the Company agreed to provide a financial benefit in the form of Share consideration in relation to the Glenorchy Tenements which would benefit Leviathan Resources Pty Ltd, a related party of the Company by virtue of Leviathan holding a controlling interest in the Company in the last six month from the date of this Prospectus. The terms of the Glenorchy Agreement were approved by Shareholders on 17 July 2020;
- (d) the issue of 12,000,000 Shares to Leviathan Resources Pty Ltd, a related party of the Company by virtue of Leviathan holding a controlling interest in the Company in the last six months from the date of this Prospectus. pursuant to the terms of the Glenorchy Agreement. The issue of these Shares was approved by Shareholders on 17 July 2020;
- (e) the Company has agreed to assume certain obligations under the Royalty Agreements (which are summarised at section 12.4), and to give effect to proposes to execute in the form of a deed of assignment and novation. These arrangements have the effect of giving a financial benefit to Leviathan Resources Pty Ltd, a related party of the Company. The giving of this financial benefit was approved by Shareholders on 17 July 2020;

- (f) the issue of 4,000,000 Shares issued at a nil issue price to Arete Partners Pty Ltd (**Arete Partners**), an entity associated with Mr Peter Edwards, a former director of the Company. The shares were issued pursuant to a services agreement between Arete Partners Pty Ltd, as agent for Stawell Gold Mines Pty Ltd and Arete Capital Partners Pty Ltd (**IPO Services Agreement**) The issue of these Shares was approved by Shareholders on 17 July 2020;
- (g) the issue of 4,000,000 Shares issued at a nil issue price to Asrica Pty Ltd, an entity associated with Mr Campbell Olsen, a director of the Company also pursuant to the IPO Services Agreement. The issue of these Shares was approved by Shareholders on 17 July 2020;
- (h) The issue of Performance Rights to the following Directors:

CHAIRMAN AND DIRECTORS	NUMBER OF PERFORMANCE RIGHTS
Mr Jerry Ellis	340,000
Mr Graham Brown	280,000
Mr Alistair Waddell	280,000
Mr Campbell Olsen	280,000
Total	1,180,000

Table 26: summary of Directors' Performance Rights holdings.

The terms of the Performance Rights are summarised in section 10.12. The Performance Rights issued to the Directors will vest following two years continuous service with the Company unless a Change in Control Event occurs first (as set out in section 10.12).

The issue of these performance rights was approved by the Board as part of the agreed remuneration package for these directors. The issue of the Director performance rights is considered to be reasonable remuneration for the purposes of section 211 of the Corporations Act and as such, member approval of the transaction was not required;

- (i) a loan deed between the Company and Stawell Gold Mines Pty Ltd in respect of certain pre-IPO costs. Stawell Gold Mines Pty Ltd is a related party as it is controlled by Leviathan Resources Pty Ltd, a related party of the Company. This loan deed is summarised in section 12.5 and is considered to be at reasonable arm's length terms for the purposes of Chapter 2E of the Corporations Act and, as such, Shareholder approval was not required;
- (j) the Company has entered into a support services agreement with Stawell Gold Mines Pty Ltd in relation to the use of certain administrative facilities, equipment and other services (these include administrative offices, Human Resources and safety, cleaning, data base management). Stawell Gold Mines Pty Ltd is a related party as it is controlled by Leviathan Resources Pty Ltd, a related party of the Company. This services agreement is considered to be at reasonable arm's length terms for the purposes of Chapter 2E of the Corporations Act and, as such, Shareholder approval was not required;
- (k) a cooperation deed with Stawell Gold Mines Pty Ltd in order to facilitate the Company accessing certain historical mining information held by SGM. This deed is summarised in section 12.5. It is not considered that this arrangement confers any financial benefit to a related party for the purposes of Chapter 2E of the Corporations Act and, as such, Shareholder approval was not required;
- (l) the Company has entered into letters of appointment with each of the Non-Executive Directors, Mr Jerry Ellis, Mr Campbell Olsen, Mr Alistair Waddell and Mr Graham Brown. The terms of these agreements are set out in Section 12.10. The benefits provided for under the letters of appointment are considered to be reasonable remuneration for the purposes of section 211 of the Corporations Act and as such, member approval of the letters was not required;
- (m) the Company has entered into good faith protection and access deeds with each Director. The terms of these agreements are set out in Section 12.12. The benefits provided for under these deeds meet the requirements of section 212 of the Corporations Act and as such, member approval of the deeds was not required;
- (n) the Company has adopted an Employee Share Option Plan (ESOP) which was adopted by the Company on 28 July 2020. A summary of the key terms of the ESOP is set out in section 10.11. The Company has not issued any Options under the ESOP; and
- (o) the Company has adopted a Performance Rights Plan (PRP) which was adopted on 28 July 2020. The Company has issued Performance Rights under the PRP. A summary of the Securities issued under the Performance Rights Plan is set out in section 10.12. As the Performance Rights were issued pursuant to the PRP, the Board considers that the issue of the Performance Rights constitutes reasonable remuneration for the purposes of the section 211 of the Corporations Act, or otherwise falls within the exceptions outlined in Chapter 2E of the Corporations Act.

SECTION

11

| CORPORATE | GOVERNANCE

11.1 INCORPORATION OF CORPORATE GOVERNANCE MATERIAL

For the purposes of this Prospectus, the Company relies upon the provisions in section 712 of the Corporations Act, which enables the Company to incorporate material by reference into this Prospectus. Accordingly, rather than contain all the information that may be required to be set out in a standard document of this type in relation to the corporate governance practices of the Company, it incorporates by reference the Company's Board Charter and associated corporate governance policies and procedures described below, lodged with ASIC on 29 July 2020. The Company's corporate governance policies and procedures are available at no cost from the Company's registered office and are also available on the Company Website (<http://northstawellminerals.com>).

The following summary is provided pursuant to section 712(2) of the Corporations Act.

11.2 GENERAL

To the extent applicable, commensurate with the Company's size and nature, the Company has adopted The ASX Governance Council's "Corporate Governance Principles and Recommendations (4th edition)" (**ASX Corporate Governance Principles**). The Directors will seek, where appropriate, to provide accountability levels that meet or exceed the ASX Corporate Governance Principles, which are not prescriptions, but guidelines.

The Company's main corporate governance policies and practices are outlined below.

11.3 BOARD OF DIRECTORS

The Board oversees the Company's business and is responsible for the overall corporate governance of the Company. It monitors the operational, financial position and performance of the Company and oversees its business strategy, including approving the strategy and performance objectives of the Company.

The Board is committed to maximising performance and generating value and financial returns for Shareholders. To further these objectives, the Board has created a framework for managing the Company, including the adoption of relevant internal controls, risk management processes and corporate governance policies and practices which the Board believes are appropriate for the business and which are designed to promote the responsible management and conduct of the Company.

11.4 COMPOSITION OF THE BOARD

The Board is currently comprised of four Non-Executive Directors (Mr Jerry Ellis as Chairperson, Mr Campbell Olsen, Mr Alistair Waddell and Mr Graham Brown). Biographies of the Directors are contained in section 10 of this Prospectus. The Board considers Messrs Ellis, Waddell and Brown to be independent.

As the Company's activities increase in size, nature and scope, the size of the Board will be reviewed periodically and the optimum number of Directors required to adequately govern the Company's activities will be determined within the limitations imposed by the Constitution.

In assessing the independence of Directors, the Company has regard to Principle 2 of the ASX Corporate Governance Principles. The Board Charter sets out that the Board will annually assess the independence of Directors having regard to Principle 2 of the ASX Corporate Governance Principles.

Each Director has confirmed to the Company that they anticipate being available to perform their duties as a Non-Executive Director, without constraint from other commitments.

11.5 NOMINATIONS COMMITTEE

The Board has not formally established a nominations committee as the Directors consider that the Company is not of a size nor are its affairs of such complexity as to justify the formation of a nominations committee. The Board considers that it is able to deal efficiently and effectively with Board composition and succession issues without establishing a separate nominations committee and in doing so, the Board will be guided by the Board Charter, which can be accessed on the Company Website. The Company will review this position annually and determine whether a nominations committee needs to be established.

11.6 REMUNERATION COMMITTEE

The Board has not formally established a remuneration committee as the Directors consider that the Company is not of a size nor are its affairs of such complexity as to justify the formation of a remuneration committee. The Board considers that it is able to deal efficiently and effectively with remuneration issues and will initially comprise the remuneration committee. In doing, the Board will be guided by the Board Charter, which can be accessed on the Company Website. The Company will review this position annually and determine whether a remuneration committee needs to be established. The Company will also provide details in its Corporate Governance Statement, its annual report or on the Company Website of the processes it employs in relation to setting the level and composition of remuneration for Directors and Management and ensuring that such remuneration is appropriate and not excessive.

11.7 IDENTIFICATION AND MANAGEMENT OF RISK

The Company has established an audit and risk committee (**Audit and Risk Committee**) to assist the Board in discharging its responsibility to exercise due care, diligence and skill in relation to the Company.

The Audit and Risk Committee will be responsible for overseeing the integrity of the financial reporting process, reviewing risk management processes, reviewing and making recommendations to the Board in relation to the adequacy of the Company's processes for managing risks and developing an appropriate risk management policy framework to provide guidance to the Company's Management.

The Audit and Risk Committee comprises Mr Jerry Ellis, Mr Alistair Waddell and Mr Graham Brown, all of whom the Board considers to be independent Non-Executive Directors. The Audit and Risk Committee is chaired by Mr Graham Brown, an independent Director, who is not the Chairperson of the Board.

11.8 ETHICAL STANDARDS

The Company is committed to the establishment and maintenance of appropriate ethical standards. Accordingly, the Company has adopted a corporate Code of Conduct (**Code of Conduct**).

The Code of Conduct establishes the principles and responsibilities to which the Company is committed with respect to both its internal dealings with employees and consultants, and external dealings with Shareholders and the community at large.

The Code of Conduct sets out the standard which the Board, Management and employees of the Company are encouraged to comply with when dealing with each other, Shareholders and the broader community.

The responsibilities contained within the Code of Conduct include (but are not limited to) the following:

- (a) compliance with all legislative and common law requirements which affect its business, in particular those in respect of occupational health and safety, the environment, native title and cultural heritage;
- (b) compliance with systems of control and accountability which the Company has in place as part of its corporate governance with openness and integrity;
- (c) ensuring a safe workplace and maintain proper occupational health and safety practices commensurate with the nature of the Company's business and activities;
- (d) the Company's Directors actively promoting the highest standards of ethics and integrity in carrying out their duties for the Company; and
- (e) the Company's Directors protecting the assets of the Company to ensure availability for legitimate business purposes and ensure all corporate opportunities are enjoyed by the Company and that no property, information or position belonging to the Company or opportunity arising from these are used for personal gain or to compete with the Company.

11.9 DIVERSITY POLICY

The Company is committed to tolerance and diversity in its workplaces. The Company has adopted a Diversity Policy which is accessible on the Company Website.

11.10 SECURITIES TRADING POLICY

The Company has adopted a Share Trading Policy (for the purposes of this Prospectus referred to as the **Securities Trading Policy**) which is intended to ensure that persons who are discharging managerial responsibilities including but not limited to Directors, Officers and employees do not abuse, and do not place themselves under suspicion of abusing inside information that they may be thought to have, especially in periods leading up to an announcement of the Company.

Under the terms of the Securities Trading Policy, among other matters, Directors, Officers and employees must not trade in the Securities of the Company in certain prohibited periods (including the week immediately preceding, and one day immediately following the release of the Company's quarterly reports, and the two weeks immediately preceding, and one day immediately following the release of the Company's half yearly report and annual report), unless a clearance to deal is obtained in accordance with the Securities Trading Policy or the trading is not subject to the Securities Trading Policy (as identified in the Securities Trading Policy). Further, a person to whom the Securities Trading Policy applies must not trade in the Securities of the Company if such a trading would involve use of inside information.

11.11 COMPLIANCE WITH ASX CORPORATE GOVERNANCE PRINCIPLES

To further enhance listed entities' disclosure of corporate governance issues, the ASX Corporate Governance Council (**CGC**) was established on 1 August 2002. The CGC was established for the purpose of setting an agreed set of corporate governance standards of best practice for Australian listed entities. The CGC has released the ASX Corporate Governance Principles (defined above). The ASX Corporate Governance Principles articulate ten core principles that CGC believes underlie good corporate governance of listed entities. The ASX Corporate Governance Principles provide that a listed entity's Annual Report is required to disclose its main corporate governance practices and also the extent to which the entity complies with the ASX Corporate Governance Principles and where it does not, to explain why.

The table below summarises how the Company complies with the ASX Corporate Governance Principles and, in the case of non-compliance, why not. The Board is of the view that with the exception of the departures from the ASX Corporate Governance Principles noted below it otherwise complies with all of the ASX Corporate Governance Principles.

Before referring to the specific principles set out in the ASX Corporate Governance Principles and the steps being taken by the Company to comply with those, the following factors should be noted:

- (a) each of the Directors dedicates considerable time and effort to the affairs of the Company. The Directors manage to do so within busy schedules for other work and business commitments and as a consequence, the principal focus of their endeavours (while operating within a sound base for corporate governance) must necessarily be promotion of the Company's activities and improving Shareholder value;
- (b) while following successful listing the market capitalisation of the Company will be reasonably significant (approximately \$60,000,000), the Company does not expect to be included within the ASX 200 upon listing. Accordingly, the ASX Corporate Governance Principles will not automatically become

binding on the Company. That said, the Company is committed to adopting corporate governance policies commensurate with its business activities and has adopted a formal Corporate Governance Statement, setting out the roles and responsibilities of the independent committees described above.

- (c) it is within the above context that the Directors are establishing the appropriate processes to ensure that they are compliant with a number of ASX Corporate Governance Principles on listing. In the context of the ASX Corporate Governance Principles, the Directors make the following observations in relation to the Company's corporate governance status:

PRINCIPLE NUMBER	BEST PRACTICE RECOMMENDATION	COMPLIANCE (YES/NO)	EXPLANATION
1	Lay solid foundations for management and oversight		
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of the Board and Management; and (b) those matters expressly reserved to the Board and those delegated to Management.	Yes	The Company's Board Charter sets out (amongst other things): (a) the roles and responsibilities of the Board and of management; and (b) the matters expressly reserved to the Board and those delegated to management. A copy of the Board Charter is available on the Company Website.
1.2	A listed entity should: (a) undertake appropriate checks before appointing a Director or senior executive or putting forward someone forward for election as a Director; and (b) provide security holders with all material information in the Company's possession relevant to a decision on whether or not to elect or re-elect a Director.	Yes	Prior to the appointment of a person as a Director, or putting forward to Shareholders a candidate for election as a Director, the Company undertakes checks which it believes are appropriate to verify a Director's character, experience, education, criminal record and bankruptcy history (including for new Directors). The Company will ensure that all material information in its possession relevant to a Shareholder's decision whether to elect or re-elect a Director, including the information referred to in Recommendation 1.2, is provided to shareholders in any Notice of Annual or Extraordinary General Meeting.
1.3	A listed entity should have a written agreement with each Director and senior executive setting out the terms of their appointment.	Yes	Each Director and senior executive of the Company has an agreement in writing with the Company which sets out the key terms and conditions of their appointment including their duties, rights and responsibilities and (to the extent applicable) the matters referred to in the commentary to Recommendation 1.3.
1.4	The company secretary of a listed entity should be accountable directly to the Board, through the chair, on all matters to do with the proper functioning of the Board.	Yes	The responsibilities of the Company Secretary are set out in the Board Charter. The Company Secretary has a direct line of reporting to the Chairperson and is responsible for: (a) advising and supporting the Chairperson and the Board and its committees to manage the day to day governance framework of the Company; (b) assisting with Board effectiveness by monitoring whether applicable Board and committee policies, procedures and charters are followed and coordinating timely completion and despatch of Board agendas and papers; and (c) assisting with all matters to do with the proper functioning of the Board including advising on governance matters and assisting with induction and professional development of Directors.

PRINCIPLE NUMBER	BEST PRACTICE RECOMMENDATION	COMPLIANCE (YES/NO)	EXPLANATION
1.5	<p>A listed entity should:</p> <ul style="list-style-type: none"> • have and disclose a diversity policy; • through its Board or a committee of the Board set measurable objectives for achieving gender diversity in the composition of its Board, senior executives and workforce generally; and • disclose in relation to each reporting period: <ol style="list-style-type: none"> (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either the respective proportions of men and women on the Board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes) or, if the Company is a relevant employer" under the <i>Workplace Gender Equality Act 2012 (Cth)</i>, the Company's most recent "Gender Equality Indicators", as defined in and published under that Act. 	Yes	<p>The Company seeks to treat everyone with fairness and respect which includes valuing diversity and difference and acting without prejudice. The Company believes that decision-making is enhanced through diversity and supports and encourages diversity at all levels of the organisation in accordance with the Company's Diversity Policy.</p> <p>A copy of the Diversity Policy is available on the Company Website.</p> <p>The Board assesses any measurable objectives for achieving gender diversity and annually reviews any such objectives and the Company's progress towards achieving them. The Board reports at least annually on the relative proportion of women and men appointed or employed within the Company group. A Senior Executive is defined as an executive that reports directly to the Chief Executive Officer or Board.</p> <p>The Diversity Policy outlines requirements for the Board to develop measurable objectives for achieving diversity, and annually assess both the objectives and the progress in achieving those objectives. Accordingly, the Board is developing objectives regarding gender diversity and aims to achieve these objectives over the next five years as Director and senior executive positions become vacant and appropriately qualified candidates become available and reports for the reporting year ended 30 June 2021.</p> <p>Disclosure of measurable objectives, progress and respective proportions will be disclosed in the Annual Report.</p>

PRINCIPLE NUMBER	BEST PRACTICE RECOMMENDATION	COMPLIANCE (YES/NO)	EXPLANATION
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the Board, its committees and individual Directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation was undertaken in accordance with that process during or in respect of that period.</p>	No	<p>The Board Charter details the Company's commitment, responsibility and process to evaluate the performance of the Board, individual Directors, the Chairperson and Committees of the Board. The Board Charter is available on the Company Website.</p> <p>The Board is responsible for the evaluation of its performance and the performance of individual Directors. This evaluation shall involve evaluating the performance of each Director against appropriate measures (including if warranted by considering the use of external advisers to conduct this performance review). The Board is also responsible for evaluating the performance of the Non-Executive Directors, including the Chairperson, against the requirements of the Board Charter. The Board must also set out its future goals and objectives, and review and recommend any changes to the Board Charter deemed necessary or desirable. The performance evaluation shall be conducted in such manner as the Board deems appropriate.</p> <p>The review of the Board's performance also addresses the ability for Directors to access continuing education to update and enhance their skills and knowledge as they relate to the Company's strategy and objectives.</p> <p>Since the incorporation of the Company on 14 May 2019, the Company has not undertaken an evaluation of the performance of the Board, individual Directors and Committees of the Board.</p>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation was undertaken in accordance with that process during or in respect of that period.</p>	No	<p>The Chief Executive Officer reviews the performance of the senior executives on an informal basis. These evaluations take into account criteria such as the achievement and performance towards the Company's objectives and (where appropriate) performance benchmarks and the achievement of individual performance objectives. However, the Board also recognises the need for flexibility in defining performance objectives which must reflect the current status of the company and the development of its projects.</p> <p>The Board did not conduct a performance evaluation of senior executives during the last 12 months and has not adopted a performance evaluation policy.</p> <p>The Company believes that the small size of the executive team and the current scale of the Company's activities make the establishment of a formal performance evaluation procedure unnecessary. Performance evaluation is a discretionary matter for consideration by the entire Board. In the normal course of events the Board reviews performance of the Management, Directors and the Board as a whole. Achievement of goals and business development and compliance issues are evaluated regularly on an informal basis.</p>

PRINCIPLE NUMBER	BEST PRACTICE RECOMMENDATION	COMPLIANCE (YES/NO)	EXPLANATION
2	Structure the Board to be effective and add value		
2.1	<p>The Board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent Directors; and</p> <p>(2) is chaired by an independent Director;</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address Board succession issues and to ensure that the Board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	No	<p>The Board has no formal nomination committee. Acting in its ordinary capacity from time to time as required, the Board carries out the process of determining the need for, screening and appointing new Directors. In view of the size and resources available to the Company, it is not considered that a separate nomination committee would add any substance to this process.</p> <p>The Board Charter sets out the processes the Company employs as regard appointments to the Board and matters regarding successions. The Board Charter is available on the Company Website.</p>
2.2	<p>A listed entity should have and disclose a Board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership.</p>	No	<p>The Board regularly evaluates the mix of skills, experience and diversity at Board level. The Board believes that a highly credentialed Board, with a diversity of background, skills and perspectives, will be effective in supporting and enabling delivery of good governance for the Company and value for the Company's shareholders.</p> <p>At the date of this Prospectus, the Board comprises four Directors from diverse backgrounds with a range of business experience, skills and attributes. Biographical information on each Director is contained in the Annual Report and on the company's website.</p> <p>Details of the current Directors, their skills, experience and qualifications are set out in the Prospectus. These details, plus a record of attendance at meetings, will be included in the Directors' Report within the annual report in the future. No specific skills matrix is currently prepared and disclosed as the Company does not believe its current size and scale warrants that level of detail.</p>

PRINCIPLE NUMBER	BEST PRACTICE RECOMMENDATION	COMPLIANCE (YES/NO)	EXPLANATION
2.3	A listed entity should disclose: <ul style="list-style-type: none"> (a) the names of the Directors considered by the Board to be independent Directors; (b) if a Director has an interest, position or relationship that might cause doubts about the independence of a Director but the Board is of the opinion that it does not compromise the independence of the Director, the nature of the interest, position or relationship in question and an explanation of why the Board is of that opinion; and (c) the length of service of each Director. 	Yes	<p>The Board comprises the following Directors:</p> <p>Mr Jerry Ellis (independent Non-Executive Chairperson) - appointed as Chairperson on 28 July 2020.</p> <p>Mr Alistair Waddell (independent Non-Executive Director) - appointed on 28 July 2020.</p> <p>Mr Graham Brown (independent Non-Executive Director) - appointed on 28 July 2020.</p> <p>Mr Campbell Olsen (appointed on 27 May 2020) is not considered an independent Director due to his status as a substantial shareholder.</p>
2.4	The majority of the Board should be independent Directors.	Yes	<p>The Company considers that the majority of the Board is comprised of independent Directors (3 out of the 4 Directors are independent).</p> <p>As the business develops, changes to and/or further appointments to the Board may be warranted and the Board will consider the need to appoint independent Directors.</p>
2.5	The chair of the Board should be an independent Director and, in particular, should not be the same person as the CEO of the entity.	Yes	The Chairperson of the Board is an independent Director as described in Recommendation 2.3 and is not the current CEO or previous CEO of the Company.
2.6	A listed entity should have a program for inducting new Directors and for periodically reviewing whether there is a need for existing Directors to undertake professional development opportunities for Directors to develop and maintain the skills and knowledge needed to perform their role as Directors effectively.	Partially	<p>Under the Company's Board Charter, all new Directors are given a thorough briefing by the Chairperson and/or Secretary on key Board issues and provided with appropriate background documentation, including the Company's financial, strategic, operational and risk management position, their rights, duties and responsibilities, and the role of the Board the Board committees.</p> <p>The Board will periodically review whether there is a need for existing Directors undertake professional development to develop and maintain the skills and knowledge needed to perform their roles as Directors effectively.</p>
3	Instil a culture of acting lawfully, ethically and responsibly		
3.1	A listed entity should articulate and disclose its values.	Yes	<p>The Company's Board Charter and Code of Conduct articulates and discloses its values.</p> <p>The Company's Board Charter and Code of Conduct is available on the Company Website.</p>
3.2	A listed entity should: <ul style="list-style-type: none"> (a) have and disclose a code of conduct for its Directors, senior executives and employees; and (b) ensure that the Board or a committee of the Board is informed of any material breaches of that code. 	Yes	<p>The Company has a Code of Conduct that sets out the standards of behaviour expected of all its employees, Directors, officers, contractors and consultants. The Code of Conduct is available on the Company Website.</p> <p>Any breach of compliance with the Code of Conduct is to be reported directly to the chief executive officer or Chairperson.</p>

PRINCIPLE NUMBER	BEST PRACTICE RECOMMENDATION	COMPLIANCE (YES/NO)	EXPLANATION
3.3	<p>A listed entity should:</p> <p>(a) have and disclose a Whistleblower Policy; and</p> <p>(b) ensure that the Board or a committee of the Board is informed of any material incidents reported under that policy.</p>	Yes	<p>The Company has a Whistleblower Policy available on the Company Website. Any material incidents reported under that policy are reported to the Board.</p> <p>For the purposes of the Whistleblower Policy, all reports are to be made to the Protected Disclosure Officer, who in respect of the Company, is the Chairperson.</p>
3.4	<p>A listed entity should:</p> <p>(a) have and disclose an anti-bribery and corruption policy; and</p> <p>(b) ensure that the Board or a committee of the Board is informed of any material breaches of that policy.</p>	Yes	<p>The Company has an Anti-bribery and Corruption Policy available on the Company Website. Any material incidents reported under that policy are reported to the Board.</p> <p>Under the Anti-bribery and Corruption Policy, all Company Personnel must report any actual or suspected improper conduct or other violation of this Policy to the relevant person identified in this Policy, being the Chief Executive Officer or the Company Secretary.</p>
4	Safeguard the integrity of corporate reports		
4.1	<p>The Board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive Directors and a majority of whom are independent Directors; and</p> <p>(2) is chaired by an independent Director, who is not the chair of the Board; and</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	Yes	<p>The Company has established an Audit and Risk Committee which comprises three members, all of whom are independent Non-Executive Directors. The committee is chaired by an independent Director, Graham Brown who is not the Chairperson of the Board.</p> <p>The Audit and Risk Committee comprises:</p> <p>(a) Mr Graham Brown – independent, Non-Executive Director (Chairperson of the Committee);</p> <p>(b) Mr Jerry Ellis – independent, Non-Executive Director; and</p> <p>(c) Mr Alistair Waddell – independent, Non-Executive Director.</p> <p>The Audit and Risk Committee Charter is available on the Company Website.</p> <p>The Committee's members (who are also Directors of the company) and their relevant qualifications and experience, the number of times the Committee met throughout the reporting period and the attendance of the Committee's members at those meetings will be set out in each Annual Report.</p>

PRINCIPLE NUMBER	BEST PRACTICE RECOMMENDATION	COMPLIANCE (YES/NO)	EXPLANATION
4.2	The Board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	Yes	The Board is to receive a declaration in the form set out in Recommendation 4.2 from its CEO and Chief Financial Officer in relation to the financial statements. The Audit and Risk Committee is responsible for discussing with management and the external auditor the process surrounding and the disclosures made by the Chief Executive officer and Chief Financial Officer in connection with their personal certification of the half yearly and annual financial statements.
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	Yes	The Company ensures that any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor undergoes review by the Audit and Risk Committee. The Audit and Risk Committee is responsible for reviewing, assessing and recommending release to the Board for all financial statements and reports which are required to be publicly released. The review should include a discussion with management and the external auditors of accounting issues and board policies.
5	Make timely and balanced disclosure		
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under ASX Listing Rule 3.1.	Yes	The Company has a Continuous Disclosure and Communications Policy that outlines the processes to be followed by the Company to ensure compliance with its continuous disclosure obligations and the corporate governance standards applied by the Company in its communications to the market. The Continuous Disclosure and Communications Policy is available on the Company Website.
5.2	A listed entity should ensure that its Board receives copies of all material market announcements promptly after they have been made.	Yes	Under the Company's Board Charter, the Board is responsible for overseeing the continuous disclosure process to ensure timely and balanced disclosures and ensuring that the Company has an effective process for communicating with shareholders, other stakeholders and the public.
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	Yes	Under the Company's Continuous Disclosure and Communications Policy, any materials distributed at analyst and media briefings will be lodged with ASX at the time of the briefing, and at investor meetings, the Company will not disclose any information that a reasonable person might regard as being price sensitive unless such information has previously been released to the market through the ASX or is otherwise already in the public domain.

PRINCIPLE NUMBER	BEST PRACTICE RECOMMENDATION	COMPLIANCE (YES/NO)	EXPLANATION
6	Respect the rights of security holders		
6.1	A listed entity should provide information about itself and its governance to investors via its website.	Yes	Information about the Company and its operations is available on the Company Website. Information about the Company's corporate governance (including links to the Company's corporate governance policies and charters) can be accessed from the Company Website.
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes	The Company has a Continuous Disclosure and Communications Policy that outlines the processes followed by the Company to ensure communication with shareholders and the investment community is effective, consistent and adheres to the principles of continuous disclosure. The Continuous Disclosure and Communications Policy is available on the Company Website.
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	The Continuous Disclosure and Communication Policy sets out the policies and processes the Company has in place to facilitate and encourage participation at meetings of Shareholders.
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	No	<p>The Company's Constitution states that a poll may be demanded, before any vote on a resolution is taken, or before the voting results on a show of hands is declared or immediately after the voting results on a show of hands are declared.</p> <p>The Company's Constitution also provides that the Chairperson has charge of the general conduct of a general meeting of Shareholders, and may require adoption of any procedure which is in the Chairman's opinion necessary or desirable, including the proper and orderly casting or recording of votes at the general meeting of Shareholders.</p> <p>The Company considers that these requirements adequately protect the interests of Shareholders.</p>
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes	The Company gives Shareholders the option to receive communications from, and send communications to, the Company and its Share Registry electronically, as provided for in the Company's Continuous Disclosure and Communication Policy.

PRINCIPLE NUMBER	BEST PRACTICE RECOMMENDATION	COMPLIANCE (YES/NO)	EXPLANATION
7	Recognise and manage risk		
7.1	<p>The Board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent Directors; and</p> <p>(2) is chaired by an independent Director;</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	Yes	<p>The Company has established an Audit and Risk Committee which comprises three members, See 4.1 above.</p> <p>A copy of the Audit and Risk Committee Charter is available on the Company website.</p> <p>The Committee's members (who are also Directors of the company), met throughout the reporting period and the attendance of the Committee's members at those meetings will be set out in each Annual Report.</p>
7.2	<p>The Board or a committee of the Board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the Board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	No	<p>The Company's Risk Management Policy sets the framework for risk management and review of the risk management framework every two years. The Risk Management Policy has been described in recommendation 7.1.</p> <p>Since incorporation, the Board has not completed a structured review of the Company's risk management framework and key corporate risk in accordance with the Audit and Risk Committee Charter.</p> <p>The Board as a whole addresses individual risks as required on an ongoing basis.</p>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluation and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	No	<p>The Company is committed to understanding and managing risk and to establishing an organisational culture that ensures risk management is included in all activities, decision making and business processes. The company does not have a formal internal audit function due to its size and business needs.</p> <p>Under the Company's Audit and Risk Committee Charter, the Audit and Risk Committee is charged with the review of the Company's internal controls, A copy of the Company's Audit and Risk Committee Charter and the Risk Management Policy is available on the Company Website.</p>

PRINCIPLE NUMBER	BEST PRACTICE RECOMMENDATION	COMPLIANCE (YES/NO)	EXPLANATION
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and if it does, how it manages or intends to manage those risks.	Yes	<p>The Company's Risk Management Policy acknowledges that it has an obligation to Shareholders, employees, contractors, and other stakeholders to oversee the establishment and implementation of a risk management strategy, and monitor, review and evaluate the risk management and internal control systems for the Company.</p> <p>The Company may be exposed to such environmental risks as disclosed in Section 5 of this Prospectus.</p> <p>The Company predominantly operates in Australia, which is a mature and well-regulated mining jurisdiction. As part of the Company's mining development approvals process, the Company must adhere to strict environmental and social regulations.</p>
8	Remunerate fairly and responsibly		
8.1	<p>The Board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <ol style="list-style-type: none"> (1) has at least three members, a majority of whom are independent Directors; and (2) is chaired by an independent Director, <p>and disclose:</p> <ol style="list-style-type: none"> (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for Directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	Yes	<p>Given the current size of the Board, the Company does not have a remuneration committee. The Board considers that it is able to deal efficiently and effectively with remuneration issues and will initially comprise the remuneration committee. In doing so, the Board will be guided by the Board Charter, which is available on the Company Website.</p> <p>The Board as a whole reviews remuneration levels on an individual basis. In doing so, the Board will balance a number of factors, including the Company's desire to attract and retain high quality directors and senior executives, incentive structures, and the implications for the Company's reputation and standing if it is seen to pay excessive remuneration.</p>
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive Directors and the remuneration of executive Directors and other senior executives.	Yes	<p>The remuneration of the Directors of the Company is set out in section 10 (Directors and Key Management) of this Prospectus.</p> <p>The Company's policies and practices regarding the remuneration of Non-Executive Directors and the remuneration of executive Directors and other senior executives will be set out in the Remuneration Report contained in each Annual Report.</p>

PRINCIPLE NUMBER	BEST PRACTICE RECOMMENDATION	COMPLIANCE (YES/NO)	EXPLANATION
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	No	<p>The Company has an equity-based remuneration scheme. The Company's Securities Trading Policy provides that participants in the scheme must not enter into any transaction which would have the effect of hedging or otherwise transferring to any other person the risk of any fluctuation in the value of any unvested equity interest. The Securities Trading Policy is available on the Company Website.</p>

12

SECTION

SUMMARY OF MATERIAL CONTRACTS

The contracts entered into by North Stawell Minerals which are material to its operations are as follows:

12.1 LEAD MANAGER MANDATE

The Company has entered into an agreement with Sequoia Corporate Finance Pty Ltd (the Lead Manager) pursuant to which Sequoia Corporate Finance Pty Ltd has been appointed to act as lead manager to undertake, arrange and manage the Offer on an exclusive basis (**Lead Manager Mandate**).

The Company has agreed to pay the Lead Manager:

- (a) a fee of \$15,000 to be paid per month, for six months from the date of execution of the Lead Manager Mandate in consideration for providing advisory services in connection with preparation, planning and managing the Offer (**Retainer Fee**).
- (b) a fee of 1% of the total amount of cash and the fair market value (on the date of closing) of all shares or other property paid to the Company in connection with the Offer (Gross Proceeds) (plus GST, where applicable) to be paid or caused to be paid in aggregate in consideration for managing the Offer process (**Management Fee**).
- (c) a fee of 4% of the Gross Proceeds (plus GST, where applicable) in consideration for the lead manager raising capital for the Offer (**Selling Fee**). There will be no selling fee payable on successful Offer applications from parties that are agreed as being introduced by the Company.

The Company has also agreed, as compensation for services performed by the Lead Manager under the Lead Manager Mandate, to retain the Lead Manager exclusively for 12 months to provide equity capital markets advisory services covering the management of aftermarket movements, results roadshows and general corporate access for brokers and investors.

The Lead Manager Mandate will continue for the earliest of either completion of the Offer or 12 months (**Minimum Term**). The Lead Manager Mandate will be automatically renewed at the end of the Minimum Term for another month. The Lead Manager Mandate will then continue on a month by month basis until either the Company or the Lead Manager gives one month's notice to terminate. The Mandate will then terminate on the last day of that month.

Either the Company or the Lead Manager may terminate the Lead Manager Mandate with immediate effect if the other party has materially breached its obligations and has failed to rectify this breach after one month's notice. The Company and the Lead Manager may also terminate the Lead Manager Mandate at any time by mutual agreement in writing.

12.2 FARM-IN AGREEMENT

On 21 July 2020 the Company entered into a Farm-In Agreement with Leviathan Resources Pty Ltd ACN 054 584 397 (**Leviathan**), Stawell Gold Mines Pty Ltd (**Stawell**) and SGM MLIA Gold Investment Pty Ltd as trustee for the SGM MLIA Unit Trust (**MLIA**) (together, the **Sellers**). Under the Farm-In Agreement, the Company can earn between a 51 percent and a 90 percent interest in the Barrabool Tenement, the Wildwood Tenement, and, if granted, the Deep Lead Tenement Application and the Germania Tenement Application (the **Farm-In Tenements**).

Following execution of the agreement, the Sellers must transfer a 51 percent interest in the Barrabool Tenement to the Company and seek approval of the transfer under the *Mineral Resources (Sustainable Development) Act 1990* (Vic).

The Company will acquire a 51% interest in the Wildwood Tenement and the Sellers will transfer a 51 percent interest in the Wildwood Tenement and any other interest earned by the Company in the Wildwood Tenement on 11 May 2021, being the one year anniversary of the grant of the Wildwood Tenement. The Sellers must hold the Company's interest in trust until this time.

If the Deep Lead Tenement Application and/or the Germania Tenement Application are granted, then, subject to the Company entering into agreements agreeing to be bound by royalties that apply to the granted Tenement Application(s), the Sellers will transfer a 51 percent interest in each tenement and any other interest earned by the Company in the granted tenements on the one year anniversary of the grant of those tenements. The Sellers must hold the Company's interest in trust until this time.

(a) Conditions Precedent

The Farm-In Agreement is conditional upon:

1. the Company completing the IPO;
2. each party obtaining all necessary shareholder or unitholder approvals to permit the transactions contemplated in the Farm-In Agreement;
3. the Glenorchy Agreement becoming unconditional;
4. the ownership structure of the Company prior to the Offer being as set out in section 2.5;
5. registration of the transfer of the 51 percent interest in the Barrabool Tenement to the Company; and
6. the Company entering into agreements agreeing to be bound by royalties that apply to the Barrabool Tenement and the Wildwood Tenement.

The conditions precedent must be satisfied within six months of the date of the agreement, or longer period as agreed. If the 51 percent legal interest in the Barrabool Tenement is transferred to the Company, but the other conditions precedent are not satisfied, the Company must transfer this interest back to the Sellers.

(b) Farm-In

The Company has the sole and exclusive right to access and explore the Farm-In Tenements during the Minimum Obligation Period, being two years from the IPO listing date. The Company must meet the minimum obligation of \$5,000,000 during the Minimum Obligation Period. The Sellers may allow the Company to withdraw from the Farm-In Agreement before satisfying the minimum obligation.

The Company may elect to continue having the sole right to access and explore the Farm-In Tenements and earn further interests in the Farm-In Tenements as follows:

1. Phase 1: to earn an additional 10 percent (total 61 percent) interest in the Farm-In Tenements by spending a further \$1,000,000 by the date that is 3 years from the IPO listing date.
2. Phase 2: to earn a further 10 percent (total 71 percent) interest in the Farm-In Tenements by spending a further \$1,000,000 by the date that is 4 years from the IPO listing date.
3. Phase 3: to earn a further 10 percent (total 81 percent) interest in the Farm-In Tenements by spending a further \$1,000,000 by the date that is 5 years from the IPO listing date.
4. Phase 4: to earn a further 9 percent (total 90 percent) interest in the Farm-In Tenements by spending a further \$1,000,000 by the date that is 6 years from the IPO listing date.

When the Company elects to stop earning in, a joint venture will be established, with the Company being the first manager of the joint venture. The joint venture is on the terms of the AMPLA Model Agreement. At the date the joint venture is established, the Stawell Exploration Joint Venture will terminate.

12.3 GLENORCHY AGREEMENT

On 21 July 2020, the Company entered into a Sale and Purchase Agreement with Leviathan Resources Pty Ltd (**Leviathan**) and SGM MLIA Gold Investment Pty Ltd as trustee for the SGM MLIA Unit Trust (**MLIA**) (together the **Glenorchy Sellers**) to purchase the Glenorchy Tenement (EL6156).

(a) Consideration

As consideration, the Company must issue shares with a total purchase price of \$200,000 to the Glenorchy Sellers (or their nominees).

(b) Conditions Precedent

The Sale and Purchase Agreement is conditional upon:

1. the Company entering into agreements agreeing to be bound by the royalties that apply to EL6156.
2. The Minister approving the transfer of EL6156 to the Company in accordance with the Mineral Resources (Sustainable Development) Act 1990 (Vic).
3. The shareholders of the Company approving the terms and conditions of the Sale and Purchase Agreement in accordance with Chapter 2E of the Corporations Act.

The conditions precedent must be satisfied within 3 months of the date of the agreement, or as otherwise agreed. Completion occurs on the day that is one business day after the final condition precedent, which must be the approval of the Minister to the transfer, is satisfied.

(c) Warranties

The Glenorchy Sellers provide warranties that EL6156 is in good standing, that there are no unremedied breaches of the terms of EL6156 and that no enforcement notices have been issued under any environmental law.

12.4 ROYALTY AGREEMENTS**(a) Introduction**

The Company's Tenements are subject to certain historical royalties. If granted, certain historical royalties will also apply to the Tenement Applications A summary of these agreements are set out below. Prior to listing on ASX, the Company will agree to be bound by each of the royalty arrangements commensurate with its corresponding interest in the relevant Tenement.

(b) Newmarket/Kirkland Lake Royalty – Stawell

1. History

This royalty was originally granted by Stawell Gold Mines Pty Ltd in favour of Newmarket Gold Victorian Holdings Pty Ltd, which later changed its name to Kirkland Lake Victoria Gold Holdings Pty Ltd (**Newmarket/Kirkland**) under a Royalty Deed – Grant of Net Smelter Return Royalty dated 21 December 2017. Under the Newmarket/Kirkland Royalty Assignment Deed dated 21 January 2019, Stawell Gold Mines Pty Ltd assigned 40 percent of its obligations under the Royalty Deed to SGM MLIA Gold Investment Pty Ltd ACN 626 343 119 as trustee for the SGM MLIA Unit Trust (**MLIA**).

2. Royalty payable

Under clause 3.1 of the Royalty Deed, the Royalty Payor (being the holder of the tenement) agrees to pay Newmarket/Kirkland a royalty equal to 2.5 percent of the net smelter return generated from the sale of any gold produced from tenements including what is now Wildwood Tenement and if granted will include the Deep Lead and Germania Tenements, including any reprocessing of tailings. The royalty applies also to other tenements not transferred to the Company.

3. Assignment

The Royalty Payor can assign all or part of its interest in the Wildwood Tenement (and the other tenements not transferred to the Company) if it also assigns a commensurate share of its rights and obligations under the Royalty Deed, and the assignee first agrees, in a form satisfactory to Newmarket/Kirkland, to be bound by the obligations of the Producer to Newmarket under the Royalty Deed (to the extent of the obligations so assigned). If the Deep Lead and Germania Tenements are granted, this obligation will also apply to assignments of those tenements.

(c) Newmarket/Kirkland Lake Royalty – Leviathan

1. History

This royalty was originally granted by Leviathan Resources Pty Ltd in favour of Newmarket/Kirkland under a Royalty Deed – Grant of Net Smelter Return Royalty dated 21 December 2017. Under the Newmarket Royalty Assignment Deed dated 21 January 2019, Leviathan assigned 40 percent of its obligations under the Royalty Deed to MLIA.

2. Royalty payable

The Royalty Payor (being the holder of the tenement) agrees to pay Newmarket/Kirkland a royalty equal to 2.5% of the net smelter return generated from the sale of any Gold produced from the Glenorchy Tenement and the Barrabool Tenement, including any reprocessing of tailings.

3. Assignment

The Royalty Payor (being the holder of the tenement) can assign all or part of its interest in the Glenorchy Tenement and the Barrabool Tenement if it also assigns a commensurate share of its rights and obligations under the Royalty Deed, and the assignee first agrees, in a form satisfactory to Newmarket to be bound by the obligations of the Producer to Newmarket/Kirkland under the Royalty Deed (to the extent of the obligations so assigned).

(d) AuRico Metals – Stawell Royalty Agreement

1. History

This royalty was originally granted under the Stawell Royalty Agreement dated 13 January 2015 between Stawell Gold Mines Pty Ltd and Crocodile Gold Inc (**Crocodile**). Crocodile assigned the royalty to AuRico Metals Inc, who assigned it to AuRico Metals Australian Royalty Corporation (**AMARC**). Under a Variation Deed dated 19 December 2017 between AMARC, Stawell and Leviathan, the royalty was amended to apply to the Barrabool Tenement, the former EL3008 (an area that now includes the Wildwood Tenement and if granted will include the Deep Lead and Germania Tenements), and MIN5260, with an acknowledgment that Stawell Gold Mines Pty Ltd was not required to pay a royalty in relation to gold produced from the area of expired EL4279. Under the AuRico Metals Royalty Assignment and Novation Deed, Stawell assigned 40 percent of its obligations under the Royalty Deed to MLIA.

2. Royalty payable

The Royalty Payor (being the holder of the tenement) must pay to the Royalty Holder (now AMARC) a royalty of 1 percent of net smelter returns on gold produced from the Wildwood Tenement, and if granted the Deep Lead and Germania Tenements, (and other tenements not included in the Tenements) sold (or deemed to have been sold) by or for the Royalty Payor .

3. Assignment

The Royalty Payor can transfer all or any portion of its interest in the Wildwood Tenement (and other tenements not included in the Farm-In Agreement) provided that the Royalty Payor delivers to the

Royalty Holder, at least two business days prior to the transfer coming into effect, a written agreement that the transferee agrees to assume its share of the obligations to pay the Royalty under the terms of the Royalty Agreement. If the Deep Lead and Germania Tenement Applications are granted, this obligation will also apply to assignments of those tenements.

(e) AuRico Metals – Leviathan Royalty Agreement

1. History

This royalty was originally granted under the Leviathan Royalty Agreement dated 13 January 2015 between Leviathan Resources Pty Ltd (**Leviathan**) and Crocodile Gold Inc (**Crocodile**). Crocodile assigned the royalty to AuRico Metals Inc, who assigned it to AuRico Metals Australian Royalty Corporation (**AMARC**). Under a Variation Deed dated 19 December 2017 between AMARC, Stawell and Leviathan, the royalty was amended to apply to the Barrabool Tenement and the Glenorchy Tenement, with an acknowledgment that Leviathan was required to pay a royalty in relation to gold produced over this area of the expired EL4279. Under the AuRico Metals Royalty Assignment and Novation Deed, Leviathan assigned 40 percent of its obligations under the Royalty Deed to MLIA.

2. Royalty payable

The Royalty Payor (being the holder of the tenement) must pay to the Royalty Holder (now AMARC) a royalty of 1 percent of net smelter returns on gold produced from the Barrabool Tenement and the Glenorchy Tenement sold (or deemed to have been sold) by or for the Royalty Payor.

3. Assignment

The Royalty Payor can transfer all or any portion of its interest in the Barrabool Tenement and the Glenorchy Tenement provided that the Royalty Payor must deliver to the Royalty Holder, at least two business days prior to any transfer coming into effect, a written agreement that the transferee agrees to assume its share of the obligations to pay the Royalty under the terms of the Royalty Agreement.

12.5 COOPERATION DEED

The Company has entered into a cooperation deed with Stawell Gold Mines Pty Ltd dated 21 July 2020 pursuant to which the Company is granted access to mining information relating to both the Tenements and the Stawell Gold Mine mining lease. This deed provides the legal basis upon which the Company obtained access to the information described in section 3.13 and a future framework of access to information. Any information exchanged between the Company and Stawell Gold Mines Pty Ltd is to be treated as strictly confidential. The Company is not required to provide any benefit to Stawell Gold Mines Pty Ltd and any future disclosures of information are discretionary on a case by case basis. The deed will terminate at the end of its agreed five year term or earlier if the parties agree in writing.

12.6 SUPPORT SERVICES AGREEMENT

The Company has entered into an agreement with Stawell Gold Mines Pty Ltd dated 21 July 2020 pursuant to which the Stawell Gold Mines Pty Ltd will allow the Company to use certain agreed administrative facilities and equipment together with other safety and exploration services on an ongoing non-exclusive basis. The Company will pay for access to these services and facilities per an agreed schedule of rates, which may be varied from time to time by written mutual agreement. Stawell Gold Mines Pty Ltd will invoice the Company monthly. Either party may terminate the agreement at any time by providing 28 days' notice to Stawell Gold Mines Pty Ltd and may do so immediately in any circumstance of serious failure or breach.

12.7 LOAN DEED

The Company entered into a loan arrangement with Stawell Gold Mines Pty Ltd, a related party of the Company, under which it has received funds from SGM for the payment of pre-IPO costs, up to a maximum of \$1,150,000 (**Loan Deed**). On entry into the Loan Deed, the Company acknowledged that it had also already received funds towards payment of pre-IPO costs prior to the date of the Loan Deed (**Existing Debt**). Where the Company receives actual proceeds from completion of the Offer, it must repay the aggregate amount of the Existing Debt and all other drawings that have been made to date. Interest is payable on the Existing Debt and all drawings made to date and is calculated and accrues at a rate of 1% per annum. There is not currently, nor is there anticipated to be, any breaches of the Loan Deed.

The Loan Deed otherwise included customary provisions for loan arrangements of this nature and the funds received under the Loan Deed have been used for the agreed purpose, to pay the Company's pre-IPO costs to facilitate the Offer. The Board has determined that the arrangement is on arm's length commercial terms for the purposes of section 210 of the Corporations Act and as such, member approval of the transaction was not required.

12.8 CONSULTANCY AGREEMENT – MR STEVEN TAMBANIS

The Company has entered into a consultancy agreement with STX Consulting Pty Ltd (**STX**) dated 28 July 2020 (**STX Agreement**), which requires STX to ensure Mr Steven Tambanis undertakes consulting services, which include chief executive officer services, for the Company. The STX Agreement does not make Mr Steven Tambanis an employee or agent of the Company. The Company has also entered into a letter of appointment with Mr Steven Tambanis (**Tambanis Letter of Appointment**). By the Tambanis Letter of Appointment, the Company has directly engaged Mr Tambanis as chief executive officer in accordance with recommendation 1.3 of the ASX Corporate Governance Principles and Recommendations. The obligations imposed upon Mr Tambanis under the Tambanis Letter of Appointment largely reflect the obligations imposed upon STX in the STX Agreement.

Under the terms of the STX Agreement, STX receives a base consultancy fee of \$280,000 per year (plus GST and 10% superannuation). In addition to this fee, Mr Tambanis is issued 762,000 Performance Rights. The key terms of these Performance Rights are summarised in section 10.12 and the relevant vesting criteria as described in section 10.8(a).

STX may accept work from other enterprises, both within the mining industry and other industries provided that work does not create a conflict of interest between the Company and STX.

The Company is obliged to reimburse STX for reasonable work related expenses provided they are reasonably and properly incurred in providing the consultancy services to NSM.

The STX Agreement will continue until terminated. Either party may give the other six months to terminate the STX Agreement. Both the Company and STX may terminate the STX Agreement on the occurrence of an insolvency event by the other party as well as for cause on the occurrence of events such as the repeated failure to provide the consultancy services by STX or a material breach of the STX Agreement by the Company. The STX Agreement does not require any additional payments to be made by either party on the termination of the agreement.

12.9 CONSULTANCY AGREEMENT – MR KEVIN LAM

The Company has entered into a consultancy agreement with ACCELERANTCFO Pty Ltd (**Accelerant**) dated 21 July 2020, which requires Accelerant to ensure that Kevin Lam undertakes chief financial officer services for the Company (**CFO Agreement**). The CFO Agreement does not make Mr Lam an employee or agent of the Company.

Under the terms of the CFO Agreement, Accelerant receives a base consultancy fee of \$10,000 per month. In addition, the Company is also obliged to reimburse Accelerant for certain reasonable expenses including travel and accommodation incurred in the provision of the services.

Accelerant is required to keep maintain the confidentiality of certain confidential information of the Company. In addition, Mr Lam has provided an undertaking to maintain the confidentiality of that information.

The CFO Consultancy Agreement will continue until terminated. The Company may terminate the agreement for any reason immediately and without notice. Accelerant may terminate the agreement for any reason with the provision of two (2) months' notice in writing. Upon termination of the agreement, Accelerant remains entitled to receive unpaid fees that reasonably reflect the extent of the services performed. The CFO Consultancy Agreement does not require any additional payments to be made by either party on the termination of the agreement.

The Company has also entered into a letter of appointment with Mr Lam (**Lam Letter of Appointment**). By the Lam Letter of Appointment, the Company has directly engaged Mr Lam as chief financial officer in accordance with recommendation 1.3 of the ASX Corporate Governance Principles and Recommendations. The obligations imposed upon Mr Lam under the Lam Letter of Appointment largely reflect the obligations imposed upon Accelerant in the CFO Agreement.

12.10 SERVICES AGREEMENT – AUTOMIC GROUP

Automic Group has agreed to provide outsourced company secretarial services to the Company under a retainer of \$4,000 per month (following completion of the IPO). Mr David Hwang is a Principal of Automic Group.

12.11 NON-EXECUTIVE DIRECTORS LETTER OF APPOINTMENT

The Company has entered into letters of appointment with Mr Jerry Ellis, Mr Graham Brown, Mr Alistair Waddell and Mr Campbell Olsen in respect of each of their appointments as Non-Executive Directors of the Company. The letters of appointment are each in a standard form and detail the nature of each Non-Executive Directors' appointment, their duties and their remuneration entitlements (as set out in Section 10).

12.12 GOOD FAITH PROTECTION AND ACCESS DEED

Each of the Directors and the Company Secretary of the Company have entered into a Deed with the Company whereby the Company has provided certain contractual rights of access to books and records of the Company to those Directors and the Company Secretary and to effect and maintain insurance in respect of Directors and officers liability and provide certain indemnities to each of the Directors and the Company Secretary, to the extent permitted by law.

13R

SECTION

ADDITIONAL INFORMATION

13.1 CONSTITUTION AND RIGHTS ATTACHING TO SHARES IN THE COMPANY

The Company's Constitution is of the kind usually adopted by a public company, with certain provisions taking effect once (and for so long as) the Company is listed on the ASX. The following is a summary of the more significant rights attaching to Shares under the Company's Constitution, and is qualified by the full terms of the Constitution (copies of the Constitution may be inspected on request to the Company Secretary). These rights and liabilities can involve complex questions of law arising from an interaction of the Constitution with statutory, ASX Listing Rules and common law requirements. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice:

(a) ASX Listing Rules

To the extent of any inconsistency between the Constitution and the ASX Listing Rules, the ASX Listing Rules prevail and the Directors are required to take any steps necessary to give effect to the above provision.

(b) Voting

Subject to any special rights or restrictions as to voting attached to any Shares or class of Shares, at a general meeting of the Company on a show of hands, every member present in person, or by proxy, attorney or representative has one vote and upon a poll, every member present in person, or by proxy, attorney or representative has one vote for every Share held by them.

(c) Dividends

The Shares will rank equally with all other issued Shares in the capital of the Company and will participate in dividends out of profits earned by the Company from time to time. Subject to the rights of holders of Shares of any special preferential or qualified

rights attaching thereto, the profits of the Company are divisible amongst the holders of Shares in proportion to the Shares held by them irrespective of the amount paid up or credited as paid up thereon. The Directors may from time to time pay to Shareholders such interim dividends as in their judgement the position of the Company justifies.

(d) Winding Up

Upon paying the Application moneys, Shareholders will have no further liability to make payments to the Company in the event of the Company being wound up pursuant to the provisions of the Corporations Act.

(e) Transfer of Securities

Generally, the Shares in the Company will be freely transferable, subject to satisfying the usual requirements of security transfers on the ASX. The Directors may decline to register any transfer of Shares but only where permitted to do so under its Constitution or the ASX Listing Rules.

(f) Sale of Non-Marketable Holdings

The Company may take steps in respect of non-marketable holdings of Shares in the Company to effect an orderly sale of those Shares in the event that holders do not take steps to retain their holdings. The Company may only take steps to eliminate non-marketable holdings in accordance with the Constitution and the ASX Listing Rules. For more particular details of the rights attaching to Shares in the Company, investors should refer to the Constitution of the Company.

13.2 ESCROW ARRANGEMENTS

The ASX may, as a condition of granting the Company's application for Official Quotation of its securities, classify certain securities of the Company as restricted securities and those securities will be required to be held in escrow. If so, prior to the Official Quotation of the Company's Shares, the holders of the securities that are to be classified as restricted securities will be required to enter into appropriate restriction agreements or restriction notice with the Company and an escrow agent.

13.3 PERFORMANCE RIGHTS

As at the date of this Prospectus, the Company has 1,942,000 Performance Rights over Shares on issue as follows:

HOLDER	ISSUE DATE	NUMBER	EXERCISE PRICE	VESTING CONDITIONS	EXPIRY DATE
Mr Jerry Ellis	28 July 2020	340,000	Nil	Two years continuous service with the Company from its date of admission to ASX (Admission Date).	48 months from the Issue Date
Mr Campbell Olsen	28 July 2020	280,000	Nil	Two years continuous service with the Company from the Admission Date.	48 months from the Issue Date
Mr Alistair Waddell	28 July 2020	280,000	Nil	Two years continuous service with the Company from the Admission Date.	48 months from the Issue Date
Mr Graham Brown	28 July 2020	280,000	Nil	Two years continuous service with the Company from the Admission Date.	48 months from the Issue Date
Mr Steven Tambanis	28 July 2020	762,000	Nil	As set out in section 10.8(a).	48 months from the Issue Date
Total		1,942,000			

Table 27: summary of Directors' Performance Rights holdings.

A summary of the Performance Rights is set out in section 10.12.

13.4 LIMITATION ON FOREIGN OWNERSHIP AND ACQUIRING INTERESTS IN AUSTRALIAN LAND CORPORATIONS

The only limitations under Australian law on the rights of non-Australian residents to hold or vote the Shares of an Australian company are set forth in the *Foreign Acquisitions and Takeovers Act* (the **FATA**). The FATA regulates acquisitions giving rise to ownership of substantial amounts of a company's shares.

Notification to the Treasurer is required under section 47(2) (b) FATA if a **foreign person** acquires a Substantial Interest in the Company.

A **foreign person** is:

- (a) an individual not ordinarily resident in Australia; or
- (b) a corporation in which an individual not ordinarily resident in Australia, a foreign corporation or a foreign government holds a substantial interest; or
- (c) a corporation in which 2 or more persons, each of whom is an individual not ordinarily resident in Australia, a foreign corporation or a foreign government, hold an aggregate substantial interest; or
- (d) the trustee of a trust in which an individual not ordinarily resident in Australia, a foreign corporation or a foreign government holds a substantial interest; or
- (e) the trustee of a trust in which 2 or more persons, each of whom is an individual not ordinarily resident in Australia, a foreign corporation or a foreign government, hold an aggregate substantial interest; or
- (f) a foreign government; or
- (g) any other person, or any other person that meets the conditions, prescribed by the regulations.

Under section 4 a **Substantial Interest** is if a person holds an interest of at least 20% in the entity.

The notification process requires a foreign person wishing to acquire a Substantial Interest to give notice in the prescribed form for approval thereof to the Australian Treasurer and receiving such approval or receiving no response within the prescribed time under the FATA after such application was made.

The FATA also regulates the acquisition by a foreign person of an interest in **Australian land**, which includes acquisition of any interest in an **Australian land corporation**.

However, under Reg 37(2) of the Foreign Acquisitions & Takeovers Regulations provides an exemption in the case of an acquisition of an interest in Australian land by a foreign person if all of the following apply:

- (a) the acquisition is of an interest in Australian land that is an acquisition of an interest in shares or units in a land entity;
- (b) the land entity is or will be listed for quotation in the official list of a stock exchange (whether or not in Australia);
- (c) after the acquisition, the foreign person, alone or together with one or more associates, holds an interest of less than 10% in the land entity;
- (d) the foreign person is not in a position:
 1. to influence or participate in the central management and control of the land entity; or

2. to influence, participate in or determine the policy of the land entity.

Under Reg 5 a **land entity** means an agricultural land corporation, an agricultural land trust, an Australian land corporation or an Australian land trust

(e) The Constitution of the Company contains no limitations on a foreign person's right to hold or vote the Company's Shares.

13.5 SUBSIDIARY COMPANIES

As at the date of this Prospectus, the Company has no subsidiaries.

13.6 EFFECT OF THE OFFER ON CONTROL AND SUBSTANTIAL SHAREHOLDERS

Shareholders holding a relevant interest in 5% or more of the Shares on issue as at the date of this Prospectus and on completion of the Offer are set out in the table below. Other than as set out below, none of these Shareholders have provided a further commitment to participate in the Offer.

SHAREHOLDER	AS AT DATE OF PROSPECTUS		POST OFFER (\$20M RAISING)	
	RELEVANT INTEREST IN SHARES	%	RELEVANT INTEREST IN SHARES	%
Leviathan Resources Pty Ltd ¹	43,200,000	54.00%	43,200,000	36.00%
Arete Partners Pty Ltd ¹	4,000,000	5.00%	4,000,000	3.33%
Asrica Pty Ltd	4,000,000	5.00%	4,000,000	3.33%

Table 28: effect of the Offer.

1. The Victor Smorgon Group controls and consequently holds a relevant interest in the shares held by Leviathan Resources Pty Ltd (43,200,000 Shares) and the Arete Partners Pty Ltd (4,000,000 Shares). On completion of the Offer, the Victor Smorgon Group will hold a relevant interest in 39.33% of the total Shares on issue.

13.7 LITIGATION

The Company is not engaged in any litigation which has or would be likely to have a material adverse effect on either the Company or its business.

13.8 COSTS OF THE OFFER

The total estimated costs to the Company in connection with the Offer, including advisory, legal, accounting, tax, listing and administrative fees, as well as printing, advertising and other expenses, are currently estimated to be approximately \$2,127,929 as follows:

ITEM OF EXPENDITURE	AMOUNT OF EXPENDITURE (EXCLUDING GST)
ASX and ASIC fees	\$131,645
Legal and Due Diligence	\$282,020
Accounting	\$20,700
Lead Manager	\$1,090,000
Other capital raising costs	\$587,141
Printing and registry costs	\$16,423
Total costs of the Offer	\$2,127,929

Table 29: Costs of the Offer.

13.9 AUSTRALIAN TAXATION IMPLICATIONS OF INVESTING UNDER THE OFFER

The following general taxation comments consider the Australian taxation implications for Australian tax residents only. The tax implications for holders of Shares in the Company relate to the receipt of dividends and potential gains on the disposal of Shares.

The comments do not purport to provide tax advice to any particular investor and should not be relied upon as the tax position of each investor may vary depending on the specific circumstances of the investor. The Company recommends that each investor seeks their own independent income tax advice based on their particular circumstances. All current or potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares.

To the maximum extent permitted by law, the Company, its officers, Directors, and each of their respective advisors accept no liability or responsibility with respect to the taxation consequences of acquiring or disposing of Shares issued under this Prospectus.

(a) Dividends

For Australian resident individual investors, dividend income should be treated as assessable income in the year in which the dividend is paid. As detailed below, if the relevant dividend is 'franked', the amount of taxable payable in relation to the receipt of that dividend income may be reduced.

In this regard, Australian tax resident companies, such as North Stawell Minerals, can pay dividends to Shareholders on a fully, partly or un-franked basis.

To 'frank' a dividend, means to attach franking credits to that dividend. Franking credits are, broadly, generated from the payment of Australian corporation tax. The overarching objective of franking credits is, inter alia, to give recipient Shareholders credit for corporation tax already paid in relation to the dividend(s) received (to the extent that those dividends are franked), so that the recipients' income tax liability in relation to those dividends is reduced accordingly.

This means that a company, as a result of paying company tax in Australia, can allocate the tax paid to its Shareholders by issuing franking credits attached to the dividend received by Shareholders.

It should be noted that the general entitlement to franking credits can be impacted in certain circumstances. For example, over a de minimis threshold, shareholders must own their shares for at least 45 days (or 90 days for preference shares) in order to benefit from franking credits.

For completeness, we note that for non-resident (for tax purposes) investors, another impact of the franking regime is to impact the extent to which dividends paid to non-resident investors should be subject to dividend withholding tax (**DWT**). In this regard:

1. dividends paid to non-resident shareholders that are franked should not be subject to DWT (only to the extent of the franking of those dividends); and

2. to the extent that the dividends paid to non-resident investors are unfranked:
 - (a) prima facie, those dividends should be subject to a DWT rate of 30%; however
 - (b) this rate may be reduced to the extent that the investor is a resident of a country that is subject to a Double Taxation Agreement (DTA) with Australia. For example, for a US resident investor who owns less than 10% of the Company, the DWT rate on unfranked dividends would be reduced to 15%.

Such investors may also be taxable in their country of tax residence on receiving such dividends, and, depending upon the laws of the relevant country, a credit may be available in relation to any withholding tax suffered in relation thereto.

(b) Disposal of Shares

Please note that the below comments relate to Australian resident investors who hold their shares on capital account only. For any sophisticated investors who actively trade in shares, or investors who have purchased their shares solely to derive profit on their re-sale in the short to medium term, please seek independent advice as it is likely that any gains made on the sale of shares may be subject to income tax on revenue account, without any capital gains tax (**CGT**) discounts available.

(c) Capital Gains Tax

To the extent that the shares are held on capital account (which is required to be determined on a case by case basis, and independent advice should be sought in relation to this issue), the disposal of Shares by a Shareholder would be a CGT event.

For Australian resident investors, a capital gain will arise where the capital proceeds on disposal exceed the cost base of the Shares (broadly, the amount paid to acquire the Shares plus any transaction costs incurred in relation to the acquisition or disposal of the Shares). In the case of an arm's length on-market sale, the capital proceeds will generally be the cash proceeds received from the sale of the Shares.

A CGT discount may be applied against the net capital gain where the Shareholder is an individual, complying superannuation entity or trustee, and the Shares have been held for more than 12 months prior to the CGT event. Where the CGT discount applies, any capital gain arising to individuals and entities acting as trustee (other than a trust that is a complying superannuation entity) may be reduced by one-half after offsetting current year or prior year capital losses. For a complying superannuation entity, any capital gain may be reduced by one-third, after offsetting current year or prior year capital losses. A capital loss will be realised where the reduced cost base of the Shares exceeds the capital proceeds from disposal. Capital losses may only be offset against capital gains realised by the Shareholder in the same income year or future income years, subject to certain loss recoupment tests being satisfied. Capital losses cannot be offset against other assessable income.

(d) Goods and Services Tax (GST)

No GST should be payable in respect of the acquisition or disposal of the Shares. Further, no GST should be payable in respect of dividends paid.

(e) Stamp Duty

On the issue or allotment of the Shares as part of the offer, no stamp duty should be payable. No stamp duty should be payable in respect of the acquisition or disposal of the Shares that are quoted on the ASX at the time of the Listing.

13.10 INTERESTS OF EXPERTS AND ADVISERS AND REMUNERATION

Sections 1, 10, 12, and 13 of this Prospectus set out the nature and extent of the interests and fees of certain persons involved in the Offer. Other than set out in this Prospectus, no:

- (a) Director or proposed Director of the Company;
- (b) person named in this Prospectus and who has performed a function in a professional, advisory, or other capacity in connection with the preparation or distribution of this Prospectus;
- (c) promoter of the Company; or
- (d) stockbroker or underwriter (but not a sub-underwriter) to the Offer,

holds at the time of lodgement of this Prospectus with ASIC, or has held in the two years before lodgement of this Prospectus with ASIC, an interest in:

- (e) the formation or promotion of the Company;
- (f) property acquired or proposed to be acquired by the Company in connection with its formation or promotion, or in connection with the Offer; or
- (g) the Offer.

In addition, no amount (whether in cash, Shares, Options or otherwise) has been paid or agreed to be paid, nor has any benefit been given to any such persons for services in connection with the formation or promotion of the Company or the Offer or to any Director or proposed Director to induce them to become, or qualify as, a Director of the Company.

13.11 CONSENT OF EXPERTS

HopgoodGanim Lawyers are named in the Corporate Directory as solicitors to the Company in relation to the Offer and have been involved in the process of reviewing this Prospectus for consistency with the material contracts. In doing so, they have placed reasonable reliance upon information provided to them by the Company and other third parties. HopgoodGanim Lawyers has given its consent to be named in the form and context in which it is named and has not withdrawn that consent prior to the lodgement of this Prospectus with ASIC. They do not make any other statement in this Prospectus. HopgoodGanim Lawyers has not authorised or caused the issue of, this Prospectus. HopgoodGanim Lawyers will be paid for work performed in accordance with usual time-

based charge out rates and estimate their professional costs at \$200,000 (excluding disbursements and GST), at the date of this Prospectus.

Hall Chadwick Corporate (NSW) Limited (**Hall Chadwick**) is named in the Corporate Directory as Investigating Accountant. They were involved in the preparation of the Investigating Accountant's Report set out in Section 9 of this Prospectus. Hall Chadwick has given its consent for the inclusion of the Investigating Accountant's Report in the Prospectus and to be named in the form and context in which it is named and has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC. In doing so, it has placed reasonable reliance upon information provided to it by the Company and other third parties. Other than contained in the Investigating Accountant's Report Hall Chadwick does not make any other statement in this Prospectus. Hall Chadwick has not authorised or caused the issue of, this Prospectus. Hall Chadwick will be paid for work performed in accordance with usual time based charge out rates and estimate their professional costs at \$15,000 (excluding disbursements and GST), at the date of this Prospectus.

Grant Thornton Audit Pty Ltd (**Grant Thornton**) is named in the Corporate Directory as the Company's Auditor and has given its written consent to be named as the auditor in the form and context in which it is named and has not withdrawn its consent prior to lodgement of this Prospectus within ASIC. Grant Thornton has had no involvement in the preparation of any part of the Prospectus other than being named as the Auditor to the Company, has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for, any part of the Prospectus.

Sequoia Corporate Finance Pty Ltd (**Sequoia**) is named in the Corporate Directory as a Lead Manager to the Offer. Sequoia has given its consent to be named as Lead Manager to the Offer in the form and context in which it is named and has not withdrawn its consent prior to lodgement of this Prospectus with ASIC. Sequoia makes no statement in this Prospectus nor are any statements made in this Prospectus based on any statement by it, other than being named as Lead Manager, and has not authorised or caused the issue of, this Prospectus. In consideration for Sequoia's role as Lead Manager to the Offer, Sequoia will receive a fee as set out in section 12.1 of this Prospectus.

Glazco Consultants Pty Ltd (**Glazco**) is named in the Corporate Directory as Independent Geologist to the Company and has prepared the Independent Geological Report, which is set out in Section 7 of the Prospectus. Glazco has given its consent for inclusion of the Independent Geological Report in the Prospectus and to be named in the form and context in which it is named, and has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC. In doing so, it has placed reasonable reliance upon information provided to it by the Company and other third parties. Other than those included in the Independent Geological Report, it does not make any other statement in this Prospectus. Glazco has not authorised or caused the issue of, this Prospectus. Glazco will be paid for work performed in accordance with usual time based charge out rates and estimate their professional costs at approximately \$35,500 (inclusive of GST) at the date of this Prospectus.

Automic Pty Ltd has given its written consent to be named as the Registry in the form and context in which it is named and has not withdrawn its consent prior to lodgement of this Prospectus within ASIC. Automic Pty Ltd has had no involvement in the preparation of any part of the Prospectus other than being named as the Share Registry to the Company. Automic Pty Ltd has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for, any part of the Prospectus.

There are a number of persons referred to elsewhere in this Prospectus who are not experts and who have not made statements included in this Prospectus, nor are there any statements made in this Prospectus on the basis of any statements made by those persons. These persons did not consent to being named in the Prospectus and did not authorise or cause the issue of the Prospectus.

13.12 ASX WAIVERS AND CONFIRMATIONS

In conjunction with the Company's application for admission to the Official List of ASX, the Company will seek a waiver from ASX from the requirement for the Company to provide financial statements for the last three full financial years set out in Listing Rule 1.3.5(a). The Company cannot give any assurance that ASX will grant the waiver, however waivers in respect of Listing Rule 1.3.5(a) are commonly given and the Company anticipates ASX granting a waiver in respect of this Listing Rule in this case.

13.13 WORKING CAPITAL STATEMENT

The Board believes that the Company's current cash reserves plus the net proceeds of the Offer will be sufficient to fund the Company's stated business objectives for two years.

The Board will consider the use of further equity funding or placements if appropriate to further accelerate growth or fund a specific project, transaction or expansion.

13.14 SUBSEQUENT EVENTS

There has not arisen, at the date of this Prospectus any item, transaction or event of a material or unusual nature not already disclosed in this Prospectus which is likely, in the opinion of the Directors of the Company to affect substantially:

- (a) the operations of the Company;
- (b) the results of those operations; or
- (c) the state of affairs of the Company.

13.15 INSPECTION OF DOCUMENTS

Copies of following documents may be inspected free of charge at the registered office of the Company and at the offices of HopgoodGanim Lawyers, Level 8, 1 Eagle Street, Brisbane during normal business hours:

- (a) the Material Contracts in Section 12 of this Prospectus;
- (b) the Constitution of the Company; and
- (c) the consents referred to in Section 13.11 of this Prospectus

13.16 GOVERNING LAW

This Prospectus and (unless otherwise specially stated) the contracts that arise from the acceptance of the Applications are governed by the laws applicable in Victoria and each Applicant submits to the exclusive jurisdiction of the courts of Victoria.

13.17 CONSENT TO LODGEMENT

Each of the Directors of the Company has consented to the lodgement of this Prospectus with the ASIC.

Signed on behalf of the Company by:



Chairman



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SECTION

GLOSSARY OF DEFINED TERMS

\$	Australian dollars.
AEST	Australian Eastern Standard Time.
Air Core (AC) drilling	a relatively cheap and fast drilling method using a blade bit, typically limited to shallow drilling for unconsolidated ground.
AMPLA Model Agreement	means the AMPLA Model Exploration 2 Party Farmin Joint Venture Agreement published on the AMPLA website at www.ampla.org as at the date of the Farm-In Agreement.
Applicants	a person applying for Shares offered by this Prospectus.
Application(s)	a valid application to subscribe for a specified number of Shares under the Offer.
Application Form	the application form enclosed with and forming part of this Prospectus for use by investors.
Application Monies	monies that are payable in accordance with the terms of the Offer by an Applicant when submitting an Application.
ASIC	Australian Securities and Investments Commission.
ASX Listing Rules	the Official Listing Rules of the ASX as amended or waived from time to time.
ASX Settlement Operating Rules	the operating rules of the ASX Settlement which apply while the Company is an issuer of CHESS-approved securities, each as amended or replaced from time to time.
ASX	ASX Limited ABN 98 008 624 691.
Au	chemical symbol for gold.
Audit and Risk Committee	a committee established by the Company to assist the Board in discharging its responsibility to exercise due care, diligence and skill.
Automic Group	means Automic Pty Ltd and related bodies corporate.
Barrabool Tenement	means EL5443.
Board	the board of Directors of the Company from time to time.
Business day	has the meaning ascribed to it in the ASX Listing Rules.
CGT	Capital Gains Tax.
CHESS	the Clearing House Electronic Sub-Registry System operated by ASX.
Closing Date	28 August 2020 (subject to the right of the Directors to close the Offer earlier or to extend this date without notice).
Company or North Stawell Minerals	North Stawell Minerals Ltd ACN 633 461 453.
Constitution	the Constitution of the Company.
Conversion	Conversion of the Company to a public company on 28 May 2020.
Corporate Governance Statement	the corporate governance statement adopted by the Company on 28 July 2020 and lodged with ASIC on 29 July 2020.
Corporate Governance Principles and Recommendations	the 4 th edition of the corporate governance principles and recommendations of the ASX Corporate Governance Council.
Deep Lead Tenement Application	means ELA7324.
Diamond drilling	a drilling method that recovers whole rock or cylindrical core utilising a diamond impregnated cutting edge on the bit.
Directors	the Directors of the Company.
EM	an electromagnetic geophysical method.

Exploration Licence or EL	a licence to conduct exploration activities within a set area.
Existing Shareholders	all holders of Shares in the Company at the date of this Prospectus.
Exposure Period	the 7 day period from the date of lodgement of the Prospectus, unless otherwise extended by ASIC.
Farm-In Agreement	means the Farm-In Agreement between the Company and the SGM Owners in respect of the Farm-In Tenements
Farm-In Tenements	means the Wildwood Tenement, the Barrabool Tenement and will include, if granted, the Tenement Applications.
Fault	a planar or curved fracture in rocks of the Earth's crust.
Geochemical	measurement of chemical composition of rocks such as gold, arsenic, etc.
Geophysical	collecting soils, stream sediments or rocks and analysing them for mineralogy or metal content.
Germania Tenement Application	means ELA7325.
GIS	Geographic Information System.
Glenorchy Agreement	means the Sale and Purchase Agreement between the Company and the Glenorchy Sellers.
Glenorchy Sellers	Leviathan Resources Pty Ltd and SGM MLIA Gold Investment Pty Ltd as trustee for the SGM MLIA Unit Trust.
Glenorchy Tenement	means EL6156.
Gravity	a geophysical method that measures gravity.
GST	Goods and Services Tax.
HIN	Holder Identification Number.
Ionic Leach	a geochemical assay technique used in areas with thick cover over basement rocks
KoZ	Thousand-ounce.
Leviathan	means Leviathan Resources Pty Ltd ACN 054 584 397.
Murray Basin Cover	Recent (Tertiary) unconsolidated sand and sediments from the Murray Basin.
New Shares	Shares in the Company to be issued under this Offer.
Official List	the Official List of ASX.
Official Quotation	quotation on the Official List of ASX.
Opening Date	6 August 2020.
Options	options to subscribe for Shares.
Orogenic Gold	the main source of gold mineralisation, formed at depth and between the Archaean and phanerozoic geological time periods.
Magdala Dome	a basalt dome underlying the Stawell Gold Mine. Most gold mineralisation at Stawell is located near the interface of the Magdala Basalt and overlying sediments.
Magnetic	a geophysical method that measures magnetic response of rocks.
Mineralisation	the chemical alteration, replacement and enrichment of minerals.
MLIA	means SGM MLIA Gold Investment Pty Ltd as trustee for the SGM MLIA Unit Trust ACN 626 343 119, or the trust itself, as the case permits.
MMC	Moomambel Metamorphic Complex. A fault bound structure representing the North-North-West trending Stawell Mineralised Corridor.

Moz	Million-ounce.
Prospectus	this Prospectus, which is dated 29 July 2020.
Retention Licence or RL	an intermediate licence between an exploration licence and a mining licence.
Reverse Circulation (RC) drilling	a drilling method using a face hammer bit and compressed air to eject crushed drill samples through the drill string for sampling.
Sellers	means Stawell Gold Mines Pty Ltd, Leviathan Resources Pty Ltd and SGM MLIA Gold Investments Pty Ltd (on behalf of the SGM MLIA Unit Trust).
SGM Owners or Stawell Gold Mines Owners	means Leviathan Resources Pty Ltd and SGM MLIA Gold Investments Pty Ltd (on behalf of the SGM MLIA Unit Trust) and Stawell Gold Mines Pty Ltd.
Shareholders	holders of Shares in the Company.
Shares	fully paid ordinary shares in the capital of the Company.
Sulphide	minerals comprised of sulphur and metal(s)
Stawell Exploration Joint Venture	means the unincorporated joint venture created pursuant to the Stawell Exploration Joint Venture Agreement between Leviathan, Stawell and MLIA dated on or about 19 January 2019.
Stawell Facies	altered sediments, in contact with the Magdala basalt, often gold mineralised
Stawell Fault	a fault structure located within the Stawell Mineralised Corridor.
Stawell Mineralised Corridor	the westernmost margin of the “Stawell Zone”, fault bound between the Moyston Fault and Coongee Fault. It hosts the Wildwood and Stawell Gold Mines mineral resources (Figure 2, Section 3.1)
Tenement Applications	means each of the Deep Lead Tenement Application and the Germania Tenement Application.
Tenements	means each of the Wildwood Tenement, the Barrabool Tenement and the Glenorchy Tenement.
TMI or Total Magnetic Intensity	a magnetic geophysical method usually presented as a grey or colour scale image.
VTEM	an acronym for Variable Time domain Electro Magnetic, an airborne electromagnetic geophysical method.
Wal Wal Dome	A basalt dome.
Wildwood Dome	A basalt dome.
Wildwood Tenement	means RL7051.

References in this Prospectus to Sections and paragraphs are to Sections and paragraphs of this Prospectus.

References in this Prospectus to dollars (\$) are to the currency of Australia unless stated otherwise.

CORPORATE DIRECTORY

BOARD OF DIRECTORS

Mr Jerry Ellis

Mr Graham Brown

Mr Alistair Waddell

Mr Campbell Olsen

REGISTERED OFFICE

North Stawell Minerals Ltd
(ACN 633 461 453)

Level 12, 644 Chapel Street,
SOUTH YARRA VIC 3141

Telephone: +61 3 5358 9210

Email: info@northstawellminerals.com

Website: <http://northstawellminerals.com>

BROKER TO THE ISSUE

Sequoia Corporate Finance Pty Ltd

Level 7, 7 Macquarie Place

SYDNEY NSW 2000

Telephone: (02) 8114 2222

Website: <https://www.sequoia.com.au/>

INVESTIGATING ACCOUNTANT

Hall Chadwick Corporate (NSW) Limited

Level 40, 2 Park Street

SYDNEY NSW 2000

Telephone: (02) 9263 2600

Facsimile: (02) 9263 2800

Website: www.hallchadwick.com.au

SOLICITORS TO THE ISSUE

HopgoodGanim Lawyers

Level 8 Waterfront Place, 1 Eagle Street

BRISBANE QLD 4000

Telephone: (07) 3024 0000

Facsimile: (07) 3024 0300

Website: www.hopgoodganim.com.au

AUDITOR

Grant Thornton Audit Pty Ltd

Level 3 170 Frome Street

ADELAIDE SA 5000

Telephone: (08) 8372 6666

Website: <https://www.grantthornton.com.au/>

SHARE REGISTRY

Automic Pty Ltd

Level 2, 267 St George's Terrace

PERTH, WA, 6000

Telephone: +61 (0) 2 8072 1400

Website: <https://www.automicgroup.com.au/>

INDEPENDENT CONSULTING GEOLOGIST

Glazco Consultants Pty Ltd

Telephone: +61 402 216 835