Mayan Iron Corporation Ltd

ABN 46 136 636 005

PROSPECTUS

An offer to raise up to $2,500,000 by the issue of 12,500,000 ordinary Shares in the Company at an issue price of 20 cents per Share.

Lead Manager to the Offer

Indian Ocean Capital
securities dealer & corporate advisor

Holder of Australian Financial Services Licence Number 246558

This is an important document.

Please consult your professional adviser(s) if you have any questions.
The mineral properties described in this Prospectus are located in a foreign jurisdiction and are at the exploration and evaluation stage and accordingly investment in the Shares offered by this Prospectus should be regarded as speculative in nature.

IMPORTANT NOTICE

This Prospectus is dated 28 April 2010 and was lodged with the ASIC on that date. No Shares will be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus. Neither the ASIC nor ASX take any responsibility for the content of this Prospectus or the merits of the investment to which this Prospectus relates. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of those laws. This Prospectus does not constitute an offer of Shares in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Prospectus. It is important that you read this Prospectus carefully, in its entirety and seek professional advice where necessary before deciding to invest in the Company. In particular, in considering the prospects for the Company, you should consider the risk factors (see Section 9) that could affect the performance of the Company. The Offer does not take into account your investment objectives, financial situation and particular needs. Accordingly, you should carefully consider the risk factors in light of your personal circumstances and seek professional advice from your accountant, stockbroker, lawyer or other professional adviser before deciding whether to invest. The Shares the subject of this Prospectus should be considered speculative. No person is authorised to provide any information or make any representation in connection with the Offer contained in this Prospectus which is not contained in this Prospectus.

WEB SITE – ELECTRONIC PROSPECTUS

A copy of this Prospectus may be downloaded from the Company's website at **www.mayaniron.com**. Any person accessing the electronic version of this Prospectus for the purpose of making an investment in the Company must be an Australian resident and must only access the Prospectus from within Australia. Persons who access the electronic version of this Prospectus should ensure that they download and read the entire Prospectus.

The Corporations Act prohibits any persons passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. Any persons may obtain a hard copy of this Prospectus free of charge by contacting the Company by telephone on (08) 9486 4466 during normal business hours.

EXPOSURE PERIOD

This Prospectus will be circulated during the Exposure Period. The purpose of the Exposure Period is to enable this Prospectus to be examined by market participants prior to the raising of funds. Potential investors should be aware that this examination may result in the identification of deficiencies in the Prospectus and, in those circumstances, any application that has been received may need to be dealt with in accordance with Section 724 of the Corporations Act. Applications for Shares under this Prospectus will not be accepted by the Company until after the expiry of the Exposure Period. No preference will be conferred on persons who lodge applications before the expiry of the Exposure Period.

Certain terms and abbreviations used in this Prospectus have defined meanings which are explained in the Glossary at the end of the Prospectus. Photographs in this Prospectus appear for illustrative purposes only and do not depict assets owned by the Company.

THE OFFER		**CAPITAL STRUCTURE**	
Balance of Pre IPO Funds	$2.3 million	Shares currently on issue	74,148,183
Capital raised at IPO	$2.5 million	Shares offered at IPO	12,500,000
Offer price per Share	$0.20	**Total Shares on issue post IPO**	**86,648,183**
INDICATIVE TIMETABLE			
Lodgement Date	28 April 2010	Options on issue	3,524,892
Offer Opens	28 April 2010		
Offer Closes	2 June 2010		
Holding statements issued	11 June 2010		
Anticipated ASX Listing Date	**22 June 2010**		

HIGHLIGHTS

- **Guatemala Ministry of Energy and Mines (MEM) has issued 3 Exploration Licences to the Company's wholly owned subsidiary Tikal Minerals S.A., covering an area of 292.5 km^2**
- **Potential exploration targets for iron sand deposits identified within the Exploration Licences granted to the Company**
- **Exploration targets* identified – Progreso Este is estimated to range in total between 780-975 Mt at 5–18% Fe and Porvenir Central is estimated to range in total between 802-1,001 Mt at 5–12% Fe**
- **Sampling has identified extensive iron sand mineralisation from surface to a depth of 5m to 9m**
- **Applications for 3 Reconnaissance Licences 4,984 km^2 and 7 additional Exploration Licences 631.5 km^2 have been lodged by Tikal Minerals S.A. with MEM**
- **Potential World class deposits of iron sands in terms of linear size**
- **Deposits located in close proximity to port facilities**
- **Capital requirements and operating costs are expected to be lower in comparison to competing offshore iron sand producers located in other parts of the world**
- **Strong Chinese investment and support**
- **Non binding Off-take Memorandum of Understanding signed and subsequent negotiations for a legally binding agreement are progressing well with Shanxi Jianbang Group Co., Ltd**

These exploration target estimates are conceptual in nature based on preliminary exploration activities only which cannot be verified until detailed exploration drilling is carried out over 2 years as detailed in Section 2.8. There is currently insufficient exploration to define a mineral resource and it is uncertain if further exploration will result in the determination of a mineral resource.

MATERIAL RISKS

The Company and its operations are subject to a number of risks. Section 9 contains a detailed description of all key risks associated with an investment in the Company. In particular investors should note that the Company has 3 granted Exploration Licences in Guatemala, Paraiso Oeste, Porvenir Central and Progreso Este. In addition, it has lodged applications for 3 Reconnaissance Licences and 7 additional Exploration Licences. There can be no assurance that the tenement applications that are currently pending will be granted, or that they will be granted in their entirety. Some of the tenement areas applied for may be excluded. If the applications for Reconnaissance Licences and the 7 Exploration Licences are not granted the Directors consider that the Project remains viable, subject to the detailed exploration drilling program.

Other key risks of investing in the Shares include those generally associated with investing in and operating in Guatemala, a foreign jurisdiction which is less developed and less economically and politically stable than Australia. All the Company's assets are extraterritorial, in Guatemala, and all of the Company's activities are subject to the risk of adverse changes in legislation and practices governing exploration and mining, and investment by foreign investors.

In addition investment in the Shares carries the risk that the future funding by project finance and or equity issues (subject to shareholder approval) which the Company will require to progress the Project beyond the stated objectives in Section 1.2 may either not be secured by the Company or may materially dilute shareholders' interests in the Company.

CORPORATE DIRECTORY

Directors
Bruce McLeod, Non Executive Chairman
B.Sc (Maths), B.Com (Econ), M.Com (Econ)
Bruce Richardson, Managing Director, B.A.(Hons)
Nicholas Revell, Non Executive Director, B.Sc. (Geology)

Company Secretary
Lynton McCreery

Registered Office
First Floor, 16 Ord Street
West Perth WA 6005
Telephone: 61 8 9486 4466
Facsimile: 61 8 9486 4266
Email: info@mayaniron.com

Broker to the Issue
Indian Ocean Capital Pty Ltd
Level 1, 11 Mounts Bay Road
Perth WA 6000

Solicitor to the Offer and Independent Solicitor Reporting on Tenure
Hilary Macdonald, Corporate & Resources Lawyer
Suite 29, 18 Stirling Highway
Nedlands WA 6009

Independent Geologist
Sas Corporation Pty Ltd
2nd Floor, 46 Ord Street
West Perth WA 6005

Auditors
Stantons International
Level 1, 1 Havelock Street
West Perth WA 6005

Investigating Accountant
Stantons International Securities
Level 1, 1 Havelock Street
West Perth WA 6005
Telephone: 61 8 9481 3188
Facsimile: 61 8 9321 1204

Share Registry
Security Transfer Registrars Pty Ltd
PO Box 535
Applecross WA 6953
Telephone: 61 8 9315 2333
Facsimile: 61 8 9315 2233

ASX Code
MYN

Website
www.mayaniron.com

CONTENTS

1	OVERVIEW	4
2	DETAILS OF THE OFFER	6
3	GUATEMALA IRON SAND PROJECT	10
4	PROFILES OF DIRECTORS AND PROPOSED CONSULTANTS	16
5	INDEPENDENT GEOLOGIST'S REPORT	18
6	INVESTIGATING ACCOUNTANT'S REPORT	56
7	INDEPENDENT SOLICITOR'S REPORT	65
8	CORPORATE GOVERNANCE	71
9	RISK FACTORS	72
10	ADDITIONAL INFORMATION	75
11	DIRECTORS' STATEMENTS	83

CHAIRMAN'S LETTER

Dear Investor,

I am pleased to invite you to subscribe for shares in Mayan Iron Corporation Ltd, an Australian company based in Perth, Western Australia which is focused on the exploration and development of its iron sand project in Guatemala, in Central America.

The Company through its wholly owned subsidiary Tikal Minerals S.A. has secured 3 Exploration Licences of 292.5 km^2 and has lodged applications for an additional 7 Exploration Licence applications totalling 631.5 km^2 with the Guatemala Ministry of Energy and Mines. These areas are prospective for iron sand deposits.

In addition, the Company has lodged 3 Reconnaissance Licence applications for 4,984 km^2 which are also prospective for iron sand deposits, within the 260 km Pacific coastal plain of Guatemala. The areas covered by the granted Exploration Licences and the exploration and reconnaissance licence applications are considered by the Company's Independent Consulting Geologist to be potentially world class in linear size.

The iron sand Project is in close proximity to all necessary infrastructure including a deep water port, Puerto Quetzal, on the Pacific coast of Guatemala which has the capacity to facilitate iron sand shipments to customers in Asia.

The Company's strategy is to identify sufficient reserves through an exploration program and provide a bulk sample for testing for blending trials for use in Chinese sinter plants and blast furnaces. It is intended that this will demonstrate the suitability of the iron sand for use in China and will also support the development of an iron benefication plant for the processing of iron sand for use in the expanding Chinese steel industry.

The Company has a substantial investment from China and has entered into a non-binding Memorandum of Understanding (MOU) in relation to off-take and technical cooperation with the operators of a Chinese steel mill, Shanxi Jianbang Group Co., Ltd.

The Company has a strong board of Directors who have the ability to manage the Project and bring it quickly into development to meet the opportunities that the Directors have identified.

I look forward to welcoming you as a shareholder.

Yours faithfully

Bruce McLeod
Chairman of Directors

1 OVERVIEW

1.1 Company Background

Mayan Iron Corporation Ltd was incorporated on 17 April 2009 with the purpose of investing in exploration projects, in the Guatemala Iron Sand Project. The Board identified that Asian steel producers, motivated by both strategic and commercial considerations, were seeking alternative sources of iron at competitive prices, from that of traditional suppliers.

Steel producers, particularly in China, foresee a rapid increase in the consumption of steel in their markets and are looking to secure supply of iron to meet this projected demand. The Board considered that the iron sand of Guatemala could provide a source of iron at competitive prices, with a short lead time to production, which could meet the needs of these steel producers. Iron sand is one of the possible additives providing iron and titanium in the steel making process.

The Company, in June 2009, acquired Tikal Minerals S.A. which had lodged 3 Reconnaissance Licence applications for iron sand deposits in Guatemala with the Ministry of Energy and Mines (MEM). After the Company had completed the acquisition of Tikal, applications for 10 Exploration Licences were lodged with MEM within the areas covered by the Reconnaissance Licences applied for by Tikal. These Exploration Licence applications were based upon results from initial sampling programs conducted in 2008 and 2009.

The Company was granted 3 Exploration Licences by MEM in October 2009 and the applications for an additional 7 Exploration Licences and 3 Reconnaissance Licences remain under consideration by the Government of Guatemala*.

A scout drilling program to a depth of 5 – 9 meters was conducted by the Company in November 2009 at Progreso Este and Porvenir Central, two of the three granted Exploration Licence areas. The drilling program together with the two previous sampling programs, conducted by the previous owners of the Project, indicated that the iron sand deposits within these 2 granted licences* have the potential to compare with other global iron sand deposits of importance. Exploration targets** have been estimated within the granted licences where the scout drilling program was conducted, Progreso Este estimated to range in total between 780-975 Mt at 5–18% Fe and Porvenir Central estimated to range in total between 802-1,001 Mt at 5–12% Fe.

These areas are on the Pacific Coast of Guatemala within close proximity to Puerto Quetzal, Guatemala's major port, providing an opportunity to meet Asia's steel industry's need for iron supply. The Company entered into discussions with several steel producers in China and has signed a non-binding Memorandum of Understanding (MoU) with Shanxi Jianbang Group Co., Ltd relating to supply of up to 70% of any production by the Company.

* ***If the applications for the 3 Reconnaissance Licences and the 7 Exploration Licences are not granted the Directors consider that the Project remains viable.***

** ***These exploration target estimates are conceptual in nature based upon preliminary exploration activities only which cannot be verified until detailed exploration drilling is carried out over 2 years as detailed in Section 2.8. There is currently insufficient exploration to define a mineral resource and it is uncertain if further exploration will result in the determination of a mineral resource.***

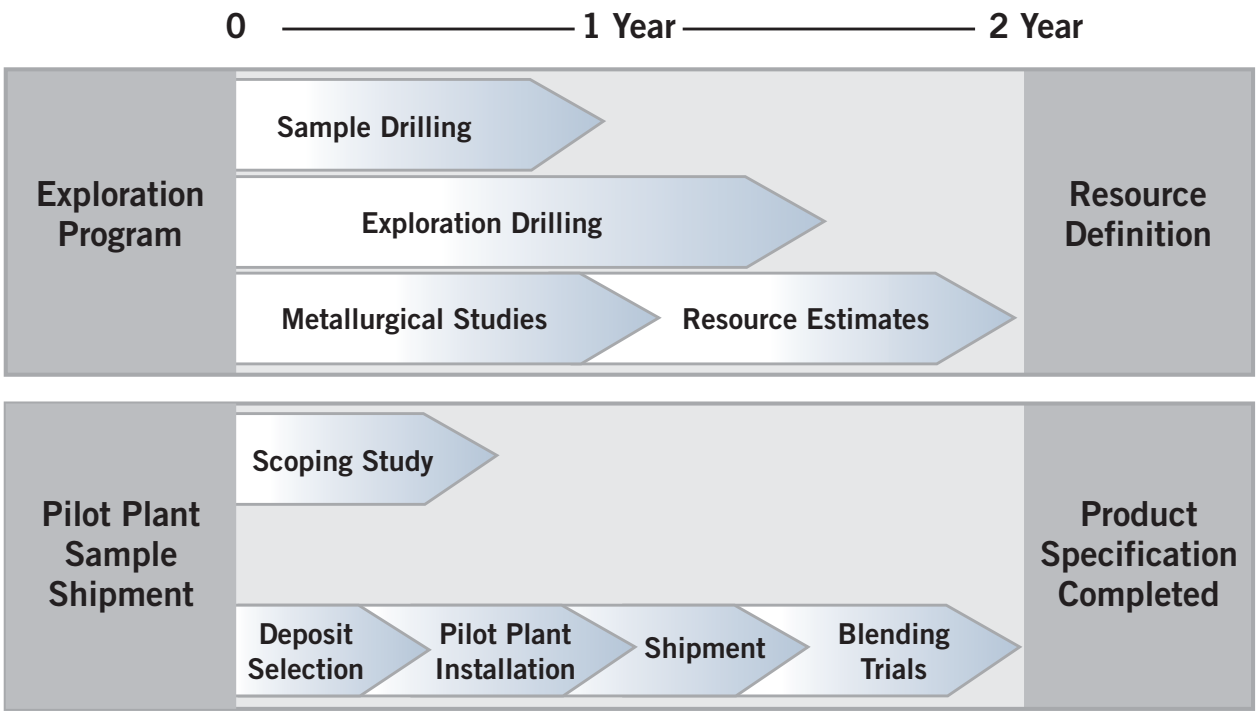
1.2 Objectives of the Company

The Company's goal is to generate shareholder wealth by adding value to the Company's exploration Projects in Guatemala.

We aim to achieve this by:

- conducting an exploration program (as detailed in Section 2.8) involving drilling in the granted Exploration Licences to identify a mineral resource of iron sand.
- expanding the drilling program to identify additional high value deposits of iron sand.
- continue to pursue the grant of the current Exploration Licence Applications, which does not require any funding.
- establishing a pilot production facility to produce a bulk sample for shipment to China for testing and blending trials.

KEY MILESTONES PROPOSED FOR THE GRANTED EXPLORATION LICENCE AREAS



2 DETAILS OF THE OFFER

This Prospectus invites investors to apply for a minimum subscription of 12,500,000 Shares at a price of 20 cents for each Share to raise $2,500,000 before costs of the Offer. All Shares offered under this Prospectus will rank equally with existing Shares.

No Shares will be issued pursuant to this Prospectus until the minimum subscription has been achieved. Should the minimum subscription not be reached within 4 months after the date of this Prospectus, all applications monies will be dealt with in accordance with the Corporations Act.

The Company believes the minimum subscription provides sufficient working capital to achieve its objectives as set out in this Prospectus.

All application monies are payable in full on application.

2.1 Key Dates

Lodgement of Prospectus	28 April 2010
Opening Date	28 April 2010
Closing Date (5.00pm WST)	2 June 2010
Holding Statements Issued to Members	11 June 2010
Trading of Shares to commence on ASX (anticipated)	22 June 2010

The above dates are indicative only and may vary. The Company reserves the right to change the key dates of the Offer without prior notice which may have a consequential impact on other dates.

2.2 Application For Shares

An Application for Shares can only be made on the Application Form contained at the back of this Prospectus. The Application Form must be completed in accordance with the instructions set out on the Application Form.

Applications must be for a minimum of 10,000 Shares (being minimum application monies of $2,000), and thereafter in multiples of 2,500 Shares of $500.

The Application Form must be accompanied by a cheque in Australian dollars, for the full amount of your application monies. Cheques must be made payable to "**Mayan Iron Corporation Ltd – Application Account**" and should be crossed "Not Negotiable".

Completed Application Forms and accompanying cheques must be received by no later than 5.00 pm (WST) on the Closing Date by the Share Registry:

By Delivery to:
Security Transfer Registrars Pty Ltd
770 Canning Highway
Applecross WA 6153

By Post to:
Security Transfer Registrars Pty Ltd
PO Box 535
Applecross WA 6953

The Company reserves the right to extend the Offer or close the Offer early without notice. Applicants are therefore urged to lodge their Application Form as soon as possible.

An original, completed and lodged Application Form, together with a cheque for the application monies, constitutes a binding and irrevocable offer to subscribe for the number of Shares specified in the Application Form. The Application Form does not need to be signed to be a valid application. An Application will be deemed to have been accepted by the Company upon allotment of the Shares.

If the Application Form is not completed correctly, or if the accompanying payment of the application monies is for the wrong amount, it may still be treated as valid. The Directors' decision as to whether to treat the Application as valid and how to construe, amend or complete the Application Form is final. However, an Applicant will not be treated as having applied for more Shares than is indicated by the amount of the cheque for the application monies.

No brokerage or stamp duty is payable by Applicants in respect of Applications for Shares under this Prospectus.

2.3 Allocation and Allotment of Shares

The Company reserves the right to reject any Application or to allocate to any Applicant fewer Shares than the number applied for. The Company also reserves the right to reject or aggregate multiple applications in determining final allocations.

In the event an Application is not accepted or accepted in part only, the relevant portion of the application monies will be returned to Applicants, without interest.

The Company reserves the right not to proceed with the Offer or any part of it at any time before the allocation of the Shares to Applicants. If the Offer or any part of it is cancelled, all application monies, or the relevant application monies will be refunded.

The Company also reserves the right to close the Offer or any part of it early, or extend the Offer or any part of it, or accept late Applications Forms either generally or in particular cases.

The allotment of Shares to Applicants will occur as soon as practicable after Application Forms and application monies have been received for the minimum subscription of Shares being offered and ASX approval for quotation has been obtained, following which statements of shareholding will be dispatched. It is the responsibility of Applicants to determine their allocation prior to trading in the Shares. Applicants who sell Shares before they receive their statement of shareholding will do so at their own risk.

2.4 Application Money Held in Trust

All application monies will be deposited into a separate bank account of the Company and held in trust for Applicants until the Shares are issued or application monies returned. Any interest that accrues will be retained by the Company and will not be paid to Applicants.

2.5 Minimum Subscription

The minimum subscription to be raised under this Prospectus is $2.5 million.

2.6 Lead Manager to the Offer

The Company has appointed Indian Ocean Capital Pty Ltd ACN 120 576 892 Australian Financial Services Licence No. 246558 (Lead Manager) as Lead Manager of the Offer.

Under the terms of the appointment, the Lead Manager will be paid a 5% management fee on the gross amount raised by the Offer. IOC is entitled to be reimbursed out of pocket expenses.

The Lead Manager will pay a fee of 5% in respect of public Applications lodged by any member organisation of ASX, licensed securities dealer, or the holder of an Australian Financial Services Licence and accepted by the Company provided the relevant stamp of the organisation is on the Application Form.

2.7 Use of Funds
The use of funds is set out below:

2.8 Proposed Exploration Program

	YEAR 1 GRANTED TENEMENTS $	YEAR 1 APPLICATIONS $	YEAR 2 GRANTED TENEMENTS $	YEAR 2 APPLICATIONS $	TOTAL $
Geophysical/Topographical	30,000	120,000	30,000	20,000	200,000
Sample/Scout Drilling Program	60,000	90,000	-	-	150,000
Inferred Drilling Program	200,000	-	-	-	200,000
Indicated & Measured Drilling Program	-	-	450,000	-	450,000
Assays, Freight	100,000	30,000	260,000	-	390,000
Bulk Sample	300,000	-	-	-	300,000
Admin Field, Technical Support/Consultants	160,000	120,000	230,000	80,000	590,000
TOTAL	**$850,000**	**$360,000**	**$970,000**	**$100,000**	**$2,280,000**

2.9 Budgeted Expenditure

Budgeted Expenditure	Year 1	Year 2	Total ($)
Cash at Bank	2,300,000	$2,812,697	2,300,000
Fund Raising	2,500,000	-	2,500,000
Total Funds	**4,800,000**	**-**	**4,800,000**
Exploration (see table above)	(1,210,000)	(1,070,000)	(2,280,000)
Expenses of Offer Unpaid	(290,000)	-	(290,000)
Administration	(487,303)	(535,899)	(1,023,202)
Total Expenditure	**(1,987,303)**	**(1,605,899)**	**(3,593,202)**
Working Capital	**$2,812,697**	**$1,206,798**	**$1,206,798**

2.10 Capital Structure
The capital structure at completion of the Offer, assuming the minimum subscription is fully subscribed, is set out below:

Issued Share Capital	Number	Percentage post IPO
Shares on issue as at the date of the Prospectus*	74,148,183	85.5%
Shares to be issued pursuant to the Prospectus	12,500,000	14.5%
Total Shares on issue at the close of the Offer	**86,648,183**	**100%**

The Company has also issued 3,524,892 options to directors and a former director, details of which are set out in Section 10.7.

**** On the 22nd February 2010 the Company at a meeting of Shareholders approved a 5.5 for 1 consolidation of Shares as detailed in Section 3 of the Investigating Accountants Report.***

2.11 Pro Rata Option Issue

All eligible Shareholders who are registered on the share register of the Company at a date approximately 12 weeks after the Shares in the Company are quoted on ASX will be entitled to participate in a pro rata non-renounceable entitlements offer of options to be announced in due course. These options will be issued on the basis of 3 options for every 4 Shares held at an issue price of one cent per option. Options will be exercisable at 20 cents each and expire 3 years after the date of issue.

2.12 Dividend Policy

The Company anticipates that significant expenditure will be incurred in the evaluation and development of the Company's Projects. These activities are expected to dominate the two year period following the issue of this Prospectus. Accordingly, the Company does not expect to declare any dividends during that period.

Subject to the Company achieving sustained profitability, the Directors will consider paying dividends, subject to available cash flow and capital requirements.

2.13 ASX Listing

The Company will apply to ASX within 7 days after the date of this Prospectus for admission to the Official List and for official quotation of the shares, other than those existing Shares that the ASX is likely to treat as restricted securities as defined in ASX Listing Rules.

If the Shares are not quoted within 3 months after the date of this Prospectus, none of the Shares offered by this Prospectus will be allotted or issued. In that circumstance, all Applications will be dealt with in accordance with the Corporations Act.

The fact that ASX may admit the Company to the Official List is not to be taken in any way as an indication of the merits of the Company or the Shares. ASX, its officers and employees, take no responsibility for the contents of this Prospectus.

2.14 Investment Risks

The business of the Company involves exploration and investment in mining tenements in Guatemala a foreign jurisdiction which is less economical and political stable than Australia and accordingly, investments in the Shares offered by this Prospectus should be considered speculative. The key risks associated with an investment in the Company are in Section 9 of this Prospectus.

3 GUATEMALA IRON SAND PROJECT

3.1 Location Background – Guatemala

The Republic of Guatemala is one of the five countries located in Central America. Bordered by Belize, El Salvador, Honduras, Mexico and the Pacific Ocean, Guatemala has a land area of 108,889 km^2 with an estimated population of 13.3 million. The official language of Guatemala is Spanish. Guatemala's territory is mostly mountainous with coastal plains and rolling plateaus. Natural resources include petroleum, nickel, rare woods, fish, gum and hydropower.

Location Map - Guatemala

3.2 Political & Regulatory Environment for Investment in Mineral Resources

Guatemala is a presidential representative democratic republic, whereby the President of Guatemala is both head of state and head of Government. Executive power is exercised by the Government. There is a multi-party system and legislative power is vested in both the Government and the Congress of the Republic. The judiciary is independent of the executive and the legislature.

In 2007 elections were held in Guatemala which was won by the UNE (Unidad Nacional de la Esperanza) and its candidate Alvaro Colom was elected as President. The President has indicated his commitment to the sustainable and social development of the Country.

The Guatemalan government supports the development of the mining industry, and foreign investment with a system of tenure administered by General Directorate of Mining under the Ministry of Energy and Mines.

Foreign investment legislation in Guatemala forbids all discriminatory actions towards foreign investors and allows for the free expatriation of capital.

Direct foreign investment in Guatemala has increased from US$110 million in 2001 to US$535 million in 2007. Guatemala is becoming an important destination for foreign investment in the Central American region. An active labour force, good infrastructure and its strategic location with access to both the Pacific and Atlantic Oceans is attracting foreign companies to invest in the country.

Guatemala has the largest economy of the Central American region and has experienced economic growth of 4-5% over the past decade. It is a country with political and financial stability, abundant natural resources and opportunities for foreign investment. The Guatemalan economy has changed dramatically in recent years. The major growth sectors are manufacturing and services. Agriculture remains strong and incorporates high levels of technology use and as a result there has been a dynamic growth in related sectors such as transport and logistics.

3.3 Tikal Minerals S.A. Iron Sand Project

Iron sand deposits occur in Guatemala along the Pacific coastal plain where they are present as beach deposits and raised beaches extending inland as platforms from the coast. The Pacific coastal plain in Guatemala extends for some 260 km along the coastline and is approximately 22 km to 50 km in width. Major rivers that drain the coastal plain are responsible for the transport of the magnetite bearing material from the the hinterland to the beach depositional environment.

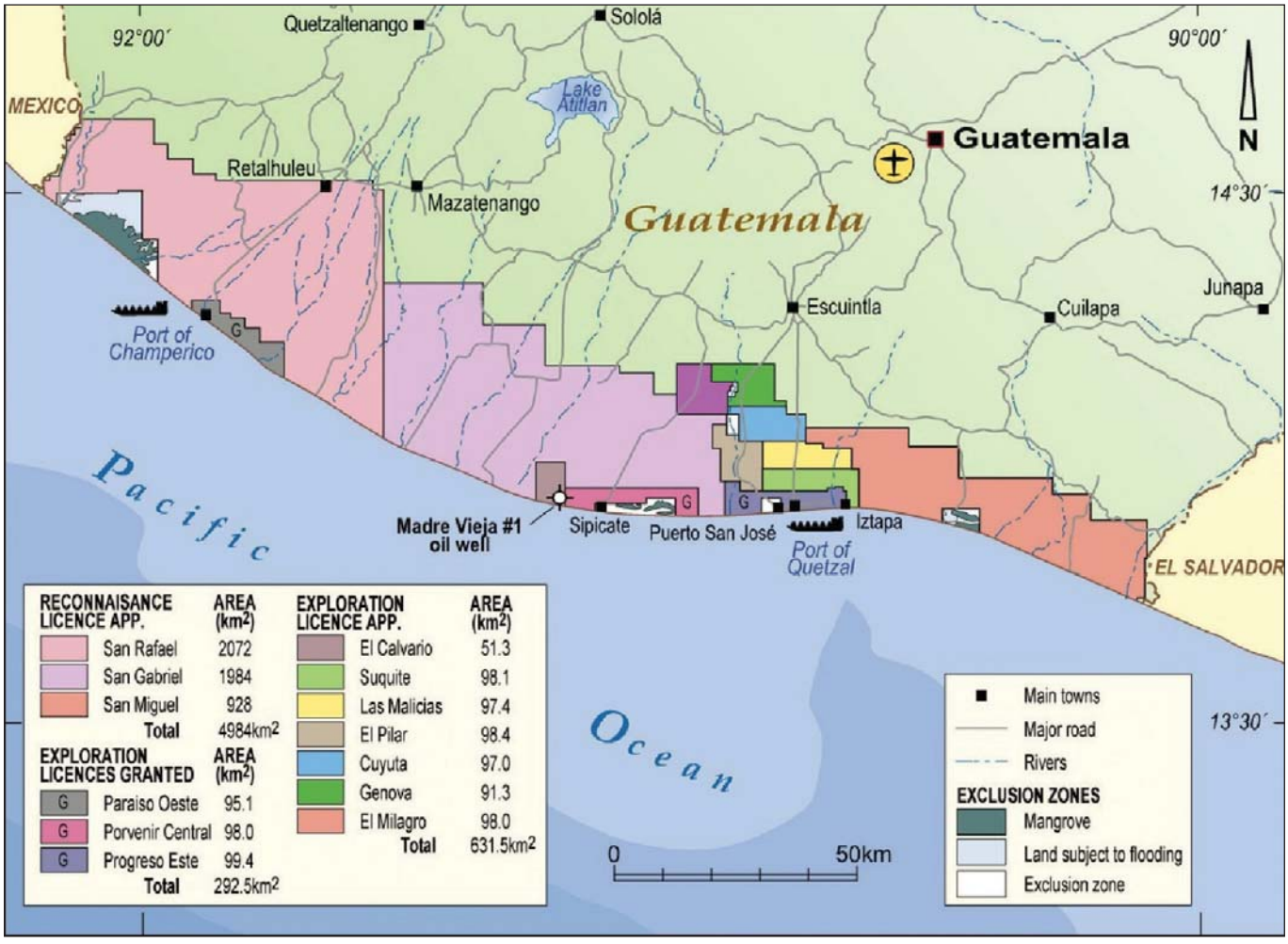
Guatemala Iron Sand

In June 2009, Mayan acquired Tikal Minerals S.A., a company incorporated in the Republic of Guatemala with Reconnaissance Licence applications covering an area of 5,912 km^2 along the Pacific Ocean coastline of Guatemala.

3.4 Tenement Application Status

The Company's subsidiary Tikal Minerals S.A. lodged 10 Exploration Licence applications in July and August 2009. Three Exploration Licences were granted in October 2009, Paraiso Oeste, Porvenir Central and Progreso Este covering a total area of 292.5 km^2. The remaining seven exploration licence applications covering an area of 631.5 km^2 are still being processed by the Guatemala government.

At the time of lodging the applications for the 10 Exploration Licences the Company also lodged applications for three Reconnaissance Licences over an area of 4,984 km^2, maintaining its rights to the areas covered by the earlier 3 Reconnaissance Licences applications lodged by Tikal Minerals S.A.



Map of the 3 Reconnaissance Licence Applications, 3 granted Exploration Licences and 7 Exploration Licence Applications

3.5 Deposit Formation & Grade

All of the areas covered by the granted Exploration Licences and the Exploration and Reconnaissance Applications are on-shore. The iron sand deposits have been sourced from the erosion of inland Quaternary andesitic basalts which contain magnetite. The volcanic rock fragments are transported by major rivers to the coast where they are deposited and reworked by wave action which liberates the magnetite. As a result large deposits of iron sand have accumulated on the Pacific Coastal plain of Guatemala.

Guatemalan iron sand of titaniferous magnetite extend along the beach facies of the coastal plain for approximately 260 km and are potentially world class in terms of linear size. The iron sand deposits of Guatemala are modelled on those of Indonesia and also New Zealand where mining has successfully occurred for over 30 years.

A scout drilling program conducted by Mayan in November 2009 confirmed that the iron sand deposits extend to at least a depth of 9m in one of Mayan's granted licences. Results from previous surface sampling programs suggest that these iron sand deposits can extend up to 34 km inland. To date, these sampling and drilling programs have returned assays indicating Fe grade of between 5% and 18%. However, detailed exploration involving grid pattern drilling of target areas is required to determine the extent and depth of the raised beach platforms as they encroach inland and the consistency of the iron sand grades both in a horizontal and vertical direction.

As a result of the scout drilling program conducted by Mayan in November 2009, exploration targets* have been estimated for two of the granted exploration licence areas. The Exploration target* at Progreso Este is estimated to range in total between 780-975 Mt grading between 5-18% Fe and the exploration target* at Porvenir Central is estimated to range in total between 802-1,001 Mt grading between 5-12% Fe. An exploration program has been proposed to develop the deposits to a JORC compliant Measured Resource in two years at an estimated cost of $1,820,000.

These exploration target estimates are conceptual in nature based on preliminary exploration activities only which cannot be verified until detailed exploration drilling is carried out over 2 years as detailed in Section 2.8. There is currently insufficient exploration to define a mineral resource and it is uncertain if further exploration will result in the determination of a mineral resource.

3.6 Deposit Locations

Two of the granted Exploration Licence areas on the Pacific coastal plain of Guatemala, Progreso Este and Porvenir Central are in close proximity to the main Pacific coast port of the country, Puerto Quetzal. Progreso Este surrounds Puerto Quetzal with parts of the granted exploration licence only a few kilometres from the port. Porvenir Central is approximately 20 km from the port. Road and rail infrastructure in the area are of high quality providing access to the port area. Puerto Quetzal is already used as a bulk export port, with a depth of 12m and capable of accommodating Panamax size vessels. This provides for shipments of up to 65,000 dwt of iron sand to customers in China and is expected to be a benefit to the Company's future prospects in competing with iron sand producers located in other parts of the world.

Puerto Quetzal

The third granted Exploration Licence, Parasio Oeste is located approximately 200 km from Puerto Quetzal but surrounds a new port currently under construction, Puerto Champerico.

Given the location of the licences and applications it is considered by the Company that product costs to the port will be lower than other offshore iron sand producers and inland magnetite deposits being developed in other parts of the world. Given that the wave action has liberated the magnetite from the volcanic rock fragments, the benefication of sand to a useable product is also expected to be lower than other forms of magnetite.

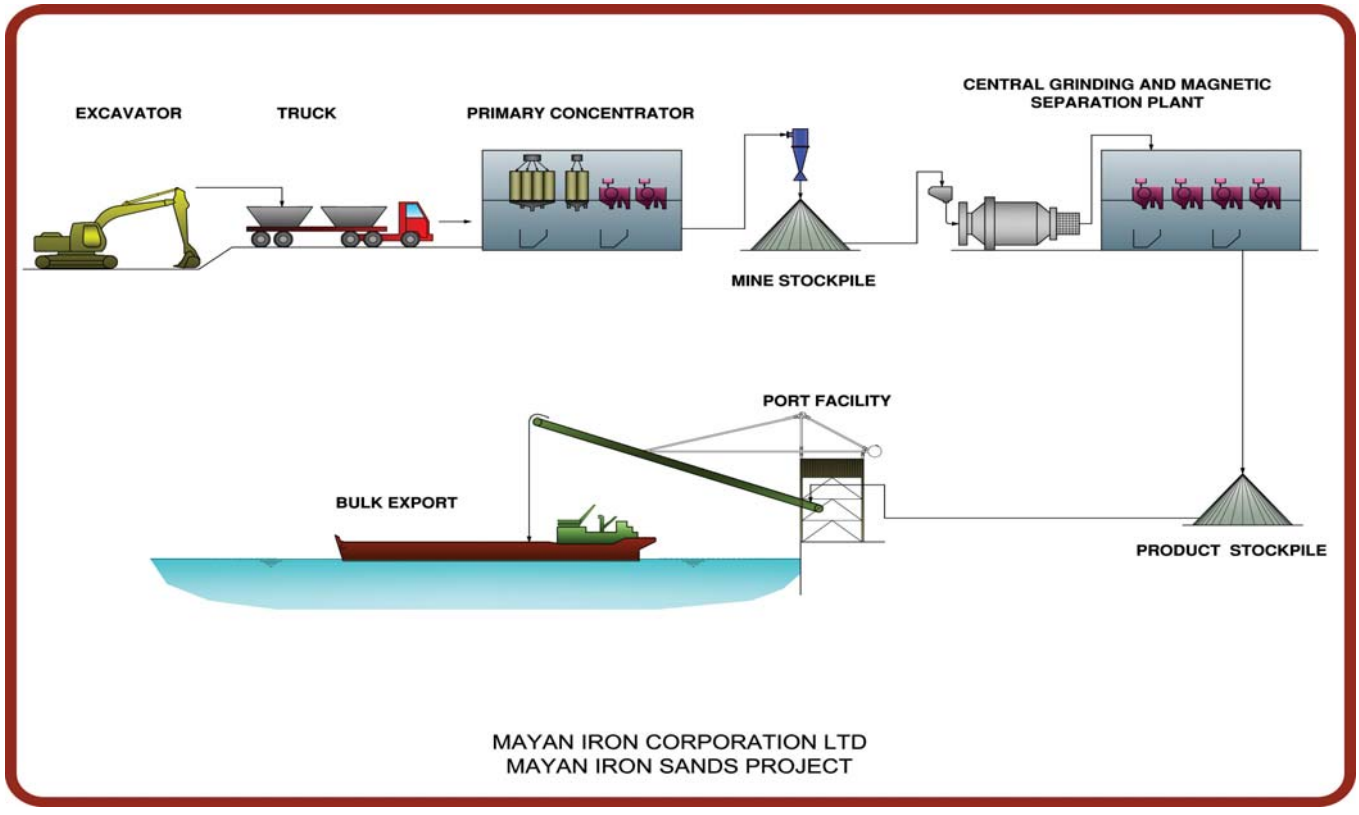
Further metallurgical test work will be carried out to determine the iron sand characteristics to assist in the mineral processing. A scoping study will be conducted to determine the economic viability of mining and processing the iron sand.

3.7 Environmental Mitigation Studies

Environmental Mitigation Studies have been submitted to the Guatemala government as part of the Company's obligations for the granted Exploration Licences. These studies were coordinated by Jorge Eduardo Romero an advisor to the Company based in Guatemala and completed in February 2010. These studies examined the potential socio-cultural and environmental impact on the people of Guatemala during the proposed exploration program and recommended a number of measures for the Company to implement to minimise the potential impact of the drilling program. The Environmental Mitigation Studies are not a mandatory requirement of the exploration licence but have been conducted to identify any issues that may need to be considered by the Company to ensure support from the local community and government bodies with interests in the areas.

3.8 Mining Process Option

A dry mining technique may be used, using excavators and simple magnetic separation. However, the final process to be used will be determined after the exploration program has been completed and the selection of the deposit to be mined has been determined. A number of variables will need to be taken into account when deciding upon the mining process including water table depth and the mineralogy of the iron sand of the selected deposit.



Proposed pilot plant- dry mining

3.9 Future Funding Requirements

Additional funds are required to be invested into production and infrastructure facilities. The extent of the funding requirements will be determined once a preferred mining site is selected, mineralogy of the iron sand in that location and other factors have been taken into consideration.

3.10 The Market Opportunity

The Directors have undertaken their own market research for the Company's proposed products and have identified that there are iron sand users in Japan and China, of which the latter is currently considered to offer the greatest market opportunity to the Company. This market research identified that China and Japan import iron sand from New Zealand. In recent years China has surpassed Japan as the main importer of iron sand from New Zealand. Exports of iron sand from New Zealand to China reached 803,000 tons in 2005 while exports to Japan declined from a peak of over 1,000,000 tons in 1999 to 170,000 tons in 2005. In 2007 New Zealand Steel's total export of iron sand was 577,000 tons of which 475,200 tons was exported to China.

The Directors of the Company have identified that China is leading the world's economic recovery with a growth rate of over 8% which is expected to continue in 2010. China's need for iron is expected to continue to grow as its investment in the local infrastructure fuels demand.

Discussions have been held with several iron ore importers and steel mills in China and in July 2009, the Company entered into a non legally binding Memorandum of Understanding with Shanxi Jianbang Group Co. Ltd for an off-take agreement for 70% of the Company's production. In 2009, Shanxi Jianbang imported more than 4 million tons of iron ore and produced over 2 million tons of raw steel and 1 million tons of special steel. Shanxi Jianbang Group Co., Ltd is a licensed importer and trader of iron ore. Shanxi Jianbang has ambitious plans to increase production of steel as well as the expansion of its iron sand trading business within China. The congruency of these plans with those of Mayan Iron are considered to make Shanxi Jianbang a natural strategic partner for the Company. The Mayan Board expects to secure a legally binding agreement for the supply of iron as a result of further negotiations with Shanxi Jianbang when the specifications of the final product that can be supplied has been determined.

Mr Wu Xiaonian Chairman, Shanxi Jianbang Group Co. Ltd and Bruce Richardson, Managing Director, Mayan Iron Corporation Ltd in front of Shanxi Jianbang iron ore stockpile and blast furnaces. These are not assets of the Company.

4 PROFILES OF DIRECTORS AND PROPOSED CONSULTANTS

4.1 Directors

Bruce McLeod, Non Executive Chairman, B.Sc (Maths),M.Com (Econ)
Mr McLeod has had 20 years experience in the Australian capital markets. He has been involved in raising debt and equity capital for a number of public and private businesses, property and resources projects, as well as the takeover and rationalisation of listed and unlisted companies. Prior to this he was Executive Director for the Bank of America subsidiary BA Australia Limited where he was responsible for the financial and capital market operations. In the early 1980's he spent several years in the stockbroking industry in New Zealand before moving to Australia.

Mr McLeod is, and has been since November 1996 a non executive director of Carnegie Wave Energy Ltd, an ASX listed Company and the Executive Chairman of Imperial Corporation Limited (ASX listed) since 1996. Mr McLeod was a 1998 founder of the Pooncarie Mineral Sands Joint Venture; the joint venture was consolidated into Bemax Resources Limited (Bemax) in 2000. Over 8 years Bemax developed into one of Australia's premier mineral sands miners. Mr McLeod resigned from the Bemax board in 2008 following its takeover in July 2008 for an enterprise value of just under $500 million.

Bruce Richardson, Managing Director, B.A (Hons)
Mr Richardson has over 25 years developing business opportunities in China and is fluent in Mandarin. He has held senior positions in industry and government. He has 16 years experience in the private sector having worked as General Manager of Foster's Group for a period of 3 years and oversaw the doubling of capacity of the brewery in Shanghai. He has also worked as General Manager of UK based Bulmer's Ltd production and marketing operations in China and General Manager of a business consultancy company based in Beijing. In the past two years Mr Richardson has been involved in the development of resource projects and in attracting Chinese investment to these projects. Mr Richardson has also 10 years experience in the public sector having worked as an Australian Trade Commissioner in the Australian Embassy in Beijing, with responsibility for the resources portfolio, and Trade Development Director, Australian Commerce & Industry Office Taipei, Taiwan. In 2006/07 Mr Richardson worked for the Government of West Australian government as Manager China, Department of Industry and Resources developing business and political relationships with China. Mr Richardson has lived in China for over 15 years where he has an extensive business network, particularly in the iron and steel industry.

Nicholas Revell, Non-Executive Director, B.Sc (Geology)
Mr Revell has over 20 years experience in mine geology and exploration geology. He has worked for 14 years as a mine geologist for major companies including iron ore producers North Ltd, WA (Robe River and Associates), Fortescue Metals Group, and Macarthur Minerals Ltd as well as gold and base metals producers. For the past 6 years Mr Revell has run a mining consulting company specialising in mine development, due diligence and property valuation at all stages of development and in particular managing and coordinating exploration programs. He is a qualified Competent Person as defined by the 2004 edition of the Australasian Code for Reporting Exploration Results, Mineral Resources and Ore Reserves (the JORC Code). In addition, Mr Revell has experience as a board director and is Non-Executive Technical Director of ASX listed Riviera Resources Limited.

4.2 Proposed Senior Advisor

The Company has entered into negotiations to secure the non-exclusive advisory services of the following consultants post listing:

Anthony Shirfan **B.Sc (Mechanical Engineering)**

Mr Shirfan has a B.Sc (Mechanical Engineering) – American University of Beirut (Lebanon) and a Masters of Mechanical Engineering – University of Maine, USA and has experience in the development of mineral sand mining projects from conception through to operations. In particular, he has 28 years experience in the pigment and mineral sand feedstock industries. After developing a number of projects in Saudi Arabia in such areas as titanium dioxide and gold and silver refining, Mr Shirfan joined the board of Bemax Resources in 2003 after providing a finance package to the company. In 2004, he was appointed as Managing Director of Bemax after completing a merge with WA based Cable Sands. As Managing Director of Bemax, Mr Shirfan oversaw the commencement and development of the Gingko Mine and Broken Hill Separation Plant in the Murray Basin as well as the planning and financing for the development of the company's Snapper Mine in the Murray Basin until the purchase of the company by Cristal Australia Pty Ltd in 2008.

4.3 Proposed Consultants

MSP Engineering Pty Ltd

MSP Engineering Pty Ltd (previously known as McSweeny Partners) is a Western Australia based company and has over 40 years experience in providing project management and engineering services to the resources sector in Australia and overseas. The company has recent experience in the development of industrial mineral projects including mineral sands, iron sand, garnet, tantalum and lithium. The company has been directly involved in every significant upgrade and expansion and infrastructure work of every major tantalum and lithium facility within Australia in the past 10 years. The company has provided services for iron sand projects for Blue Scope Steel in New Zealand; Cleveland Cliffs in the Philippines, and London Mining, Sierra Leone.

Jorge Eduardo Romero **B.Sc (Geology)**

Geologist & Environmental Consultant

Mr Romero has over 20 years of experience in geology, in the private and public sectors in Guatemala and Ecuador. Currently, he is the General Manager for Environmental and Economic Geology. Mr Romero has conducted many environmental impact studies and geological studies. He's a member of the National System of Science and Technology of Guatemala, the Engineers School of Guatemala and the Geologic Society of Guatemala and has a Bachelor Degree in Geology with a Masters Degree in Hydraulic Resources.

SAS CORPORATION PTY LTD
ACN 009 279 832
As Trustee for the Sas Mining Trust trading as the SAS Mining Consultancy

2nd Floor, 46 Ord Street West Perth, WA, 6005 **Postal.** PO BOX 976, West Perth, WA, 6872 **P.** 9476 9200 **F.** 9476 9099

27th April 2010

The Directors
Mayan Iron Corporation Ltd
1st Floor, 16 Ord Street,
West Perth, 6005, WA

Dear Sirs,

RE: Independent Geologist's Report on the Mineral Properties of Mayan Iron Corporation Ltd

In response to your request, Sas Corporation Pty Ltd ("SasCorp") has prepared this independent geological report on thirteen mineral properties prospective for iron sand mineralisation located in Guatemala, Central America, in which Mayan Iron Corporation Ltd ("Mayan") has a beneficial interest. These mineral properties are named San Miguel, San Gabriel, San Rafael, Cuyuta, El Milagro, Génova, Paraíso Oeste, Porvenir Central, Progreso Este, El Calvario, El Pilar, Suquite and Las Malicias (refer Figure 2).

This independent geological report has been prepared for inclusion in a Prospectus to be lodged with the Australian Securities and Investments Commission ("ASIC") on or about 27th April, 2010, offering for subscription 12.5 million shares at an issue price of 20 cents per share to raise $2.5 million. It has been prepared in accordance with the Listing Rules of the Australian Securities Exchange Limited ("ASX") and the regulatory guidelines of ASIC in relation to independent expert reports.

The report has been prepared under the guidelines and standards of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (the JORC Code, 2004) and the Code for the Technical Assessment and Valuation of Mineral and Petroleum Assets and Securities for Independent Expert Reports (the VALMIN Code, 2005). The VALMIN code is the code adopted by the Australasian Institute of Mining and Metallurgy ("AusIMM") and is binding upon all members of AusIMM.

The contents of the Independent Geologist's Report are based on reports and data held by Mayan and its promoters supported by research undertaken by the author at the Ministry of Energy and Mines in Guatemala. The writer has also visited some of Mayan's mineral properties in Guatemala and has undertaken an aerial survey of areas of interest within these mineral properties. We are satisfied that no material work has been undertaken since that requires further field inspections.

Mayan and its promoters have warranted to us that full disclosure has been made of all material information in their possession and that information is, to the best of their knowledge, complete, accurate and true. All reasonable inquiries have been made to verify this information. None of the information provided by Mayan and its promoters has been specified as being confidential and not to be disclosed in this report. Mayan and its promoters have indemnified us against possible actions that may be taken as a result of relying on information provided or not provided by them.

SasCorp is an independent, privately owned geological consultancy firm which has provided exploration and mining consultancy services to the minerals industry since 1997. Its principal, Mr Zlatomir ("Zlad") Sas, is a geologist with 35 years experience in the global mining and exploration industry. Mr Sas is a member of AusIMM and has the relevant experience and competence to be considered an expert under the definitions provided by ASX rules, ASIC guidelines, JORC and the VALMIN Code.

The writer warrants that there is no direct or contingent interest in Mayan or in any of the mineral properties included in this report, nor in any other asset of Mayan. Fees for the preparation of this report are charged at commercial rates whilst expenses are reimbursed at cost. Payment of fees and expenses is not contingent upon the conclusions of this report or on the outcome of the proposed listing of Mayan.

For the purpose of the Corporations Law, the writer was involved in the preparation of this Independent Geologists' Report included in the Prospectus and has authorised only this part of the Prospectus. The writer has given consent in writing to the issue of the Prospectus with this Independent Geologist's Report in the form and context in which it is included and has not withdrawn his consent before the lodgement of the Prospectus with ASIC.

The writer contends that Mayan has satisfactory and clearly defined exploration expenditure programs which are reasonable having regard to the stated objectives of the Company. The budget for the exploration program in Year 1 is $1,210,000 and for Year 2 is $1,070,000 and is based on a capital raising of $2,500,000.

Yours Faithfully,

Zlad Sas B.Sc, (Hons) M AusIMM,
Principal
Sas Corporation Pty Ltd

CONTENTS

1. SUMMARY 21

2. INTRODUCTION 23

3. MAYAN IRON SAND PROPERTIES: GUATEMALA 25
- 3.1 Location and Access 25
- 3.2 Tenements 26
- 3.3 Geological Setting 27
- 3.4 Mineralisation 30
- 3.5 Previous Exploration 33
- 3.6 Recent Exploration 35
- 3.7 Prospectivity 43
- 3.8 Proposed Exploration and Budget 45

4. CONCLUSIONS 47

5. BIBLIOGRAPHY 48

6. GLOSSARY OF TECHNICAL TERMS AND ABBREVIATIONS 49

1 SUMMARY

There are 13 properties that comprise Mayan's Iron Sand Project, located within the Pacific coastal plain of Guatemala, Central America. The properties total 5,908 sq.km in area and comprises 3 reconnaissance licences totalling 4,984 sq.km in area and 10 exploration licences totalling 924 sq.km in area. The properties cover areas prospective for iron sand occurrences within the Pacific coastal plain of Guatemala. Three of the exploration licences, Paraiso Oeste, Porvenir Central and Progreso Este, which total 292.5 sq.km in area, are granted and the remaining seven exploration licences which total 631.5 sq.km in area, are in application.

The Quaternary Pacific coastal plain of Guatemala is a dominant geomorphological feature that extents almost 260km in a east-west direction and ranges between 22km – 50km in width. The black, iron sand occurrences in Guatemala occur along the Pacific coastal plain where they are present as beach deposits and raised beaches extending inland as platforms from the coast. They also possibly occur as thick regressive sand sequences of Quaternary age of unknown concentrations at the top of the stratigraphic pile of the Tertiary – Mesozoic sedimentary Pacific Basin.

The Quaternary iron sand deposits found within the coastal plain of Guatemala have been sourced from the erosion of inland Quaternary andesitic basalts which contain the mineral magnetite. The volcanic rock fragments are transported via the coastal plain to the coast by major rivers where they are deposited and reworked by mainly wave action. During the course of this transportation, deposition and reworking, comminution of the clasts takes place and the magnetite is largely liberated.

The iron sand at the beach environment varies in grade and composition on a large scale and is influenced by provenance, the dilutionary effects of fluviatile deposition on the coastline, the effects of long term reworking of the sediments by wave action and the direction of longshore drift. All these factors affect the degree of liberation of magnetite from the volcanic fragments. Longshore drift in the coastal areas of Guatemala is generally in a easterly direction judging from the outlets of the rivers and, as a consequence, the liberation of magnetite from the volcanic fragments is probably more pronounced in the eastern coastal areas of Guatemala. The liberation of magnetite grains and the resulting iron grade, is therefore expected to increase along the coast towards El Salvador.

Previous research centered at the mouth of the Achiguate River which is located within the western area of Mayan's Progreso Este licence, gives a valuable insight into the coastal dynamics and the large amount of volcanic sediment transported by rivers in Guatemala from the highlands in relatively recent times. It is reported that at least one kilometre of coastal progradation occurred in the vicinity of the Achiguate river mouth about 500 years ago and that since 1971, about 3 million tonnes of volcanic sediment has been transported annually by the Achiguate river to the sea, where 360m of shoreline progradation has occurred directly off the river mouth.

It is interpreted that the raised beach forms a platform up to 5 metres above sea level and, subject to verification by exploration drilling, could extend for many kilometres along the coastline and extend inland for some kilometres. The coastal plain is generally flat and up to 50km in width and there is evidence from scout drilling and some evidence from inland excavations for road base material and the construction of inland dams that the iron sand deposits can extend up to 34km inland and persist to at least 9m under the fields of sugar cane plantations. Based on drilling of similar deposits elsewhere in the world, these iron sand deposits can extend as deep as 60 metres but in certain deposits the grade is known to decrease downwards from surface. Data sourced from the drilling of the Madre Vieja #1 petroleum well in 1968, suggest that within the Guatemalan Pacific Basin, the iron sand deposits may have deep vertical extent as well as horizontal extent.

Sampling programs conducted over the properties by Mayan in 2009 and by a company associated with the promoters of Mayan in 2008 demonstrate that the Fe content of the iron sand in Guatemala at the beach facies is variable ranging from 4% up to 31% Fe. Although the ilmenite content of these iron sand is very low, the TiO_2 content of the iron sand ranges from minor amounts (<1%) up to 7%, and therefore the sands are referred to as titaniferous magnetite. The magnetite content of the beach iron sand is variable and ranges from 2% up to 38% by weight. The Fe content of the iron sand sampled at inland locations taken at roadwork and dam excavations is fairly consistent ranging from 6% to 8% Fe with the TiO_2 content ranging from 4% to 6%. The magnetite content of the iron sand samples taken at two inland locations is 1% and 5% by weight.

A scout drilling program comprising 13 shallow holes (down to maximum of 9.1m depth) using a pile-driving-coring, small mobile rig was carried out by Mayan in late 2009. The drilling was located over selected areas up to 5km inland from the coast within the granted exploration licences, Porvenir Central and Progreso Este. One hole was located outside of the Mayan properties.

Six holes were drilled to depths of between 5m to 6m at locations between 600m and up to 3.5km inland from the coast within the granted Porvenir Central licence. The average Fe content of the iron sand sampled from the drill holes ranges from 5.2% Fe down to 5.5m depth for one drill hole located 3.3km inland, to 9.6% Fe down to 4.9m depth for another drill hole located 600m inland from the coast. The best drill result was a grade of 10.8% Fe between the 3m to 3.7m depth interval for a drill hole located 600m inland from the coast.

Six holes were drilled at locations between 1.5km and up to 4.8km inland from the coast within the granted Progreso Este licence and two of those holes were drilled to 5.5m depth and the remaining four holes were drilled to 9.1m depth. The average Fe content of the iron sand sampled from the drill holes ranges from 5.5% Fe down to 9.1m depth for one drill hole located 3.4km inland, to 12.9% Fe down to 9.1m depth for another drill hole located 2.1km inland from the coast. The best drill result was a grade of 18.3% Fe between the 8.5m to 9.1m depth interval for a drill hole located 2.1km inland from the coast.

Mineralogical work has shown that the magnetite in the iron sand is fine grained ranging between 100 to 150 micron in size and that the -0.6mm fraction is well liberated. However, laboratory test work supported by field observations of the iron sand show that in some locations the magnetite grains are locked up in volcanic fragments and other minerals. In particular, the +0.6mm particles include volcanic rock fragments that may contain magnetite in the magnetic and less magnetic fractions. The percentage of magnetite in rock fragments is as high as 20% in some samples, but averages around 14%.

Research shows that no previous mineral exploration for iron sand or other minerals has been undertaken by other companies over Mayan's properties in Guatemala. There have been two regional surface sampling programs and one rudimentary drilling program carried out by Mayan and its promoters over coastal and inland areas located mostly within Mayan's properties in Guatemala. The sample population has been small and the selection of sample and drill sites has been at random but there is now enough exploration data in Guatemala to quantify exploration targets. Based on the results to date of the regional sampling programs and the limited drilling conducted by Mayan, there is sufficient evidence to suggest that the magnetite mineralisation is widespread and, in areas drill tested, it continues at depth in the coastal plain. Based on similar iron sand deposits elsewhere in the world and supported by observations made by the author during a recent aerial survey, it is apparent that there are potential exploration targets for iron sand deposits within the granted Progreso Este and Porvenir Central properties owned by Mayan.

Based on the exploration data available, an exploration target comprising a platform approximately 20km in length and extending up to 4km inland from the coast to a depth of at least 9m containing acceptable iron grades could lie within the length of the granted Progreso Este property. Four exploration target areas totalling approximately 42 sq.km within the Progreso Este platform area, are estimated to range in total between 780-975 million tonnes* of iron sand to depths of 5m to 9m from the surface at grades ranging from 5% to 18% Fe*. A similar exploration target comprising a platform approximately 20km in length and extending 4km inland from the coast to a depth of at least 5m containing acceptable iron grades could also lie within the length of the granted Porvenir Central property. Three exploration target areas totalling approximately 69 sq.km within the Porvenir Central platform area, are estimated to range in total between 802-1001 million tonnes* of iron sand to a depth of 5m from surface at grades ranging from 5% to 12% Fe*. These exploration target estimates, however, are conceptual in nature which cannot be verified until detailed exploration involving drilling is carried out, and that there has been insufficient exploration to define a mineral resource. It is uncertain if further exploration will result in the determination of a mineral resource (refer to footnote*).

The Guatemalan iron sand deposits of titaniferous magnetite extend along the beach facies of the coastal plain for almost 260km and are potentially world class in terms of linear size. The iron sand deposits at Guatemala are modelled on iron sand deposits elsewhere in the world, in particular the coastal iron sand deposits of the North Island, New Zealand, where mining has been successfully continuing for over 30 years, and also the coastal iron sand deposits of central Java, Indonesia, where feasibility studies for a mining operation are currently under way.

The limited exploration that has been carried out by Mayan and its promoters together with the research data provided to date suggests that the magnetite mineralisation associated with the iron sand is widespread within the Guatemalan coastal plain and that it continues at depth in some of Mayan's properties tested to date. There is therefore potential for Mayan's iron sand project in Guatemala to compare favourably with other global iron sand deposits of importance. However, the true size and average iron grade of the iron sand exploration targets in Guatemala is unknown at this stage and these parameters will only be known after detailed exploration involving drilling.

Mayan has provided a budget to cover the costs of Year 1 and Year 2 exploration, which is consistent with the proposed exploration program for the iron sand project in Guatemala. Mayan has proposed to spend $1,210,000 in Year 1 and $1,070,000 in Year 2. These figures are considered adequate to cover the costs of the proposed exploration program in Guatemala.

**** In accordance with Section 18 of the JORC code, the author wishes to state that the potential quantity and quality of these exploration targets are conceptual in nature and based on limited surface sampling, limited drilling and on regional aerial observations made by the author that, without systematic drilling, cannot be verified. It is uncertain if exploration drilling will result in the determination of a mineral resource for these target areas or any resource at all.***

2 INTRODUCTION

2.1 Terms of Reference

Sas Corporation Pty Ltd ("SasCorp") was requested by Mayan Iron Corporation Limited, ("Mayan") to complete an Independent Geologist's Report ("Report") on its mineral property interests held in Guatemala, Central America. Mayan is seeking to list on the Australian Securities Exchange ("ASX") and raise $2.5 million in working capital to fund the exploration and development of its iron sand project in Guatemala.

This Report has been prepared in accordance with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (the JORC Code, 2004) and the Code for the Technical Assessment and Valuation of Mineral and Petroleum Assets and Securities for Independent Expert Reports (the VALMIN Code, 2005).

The Independent Geologist Report has not established the legal status of Mayan's mineral properties in Guatemala and has not verified ownership and tenure of the tenements held by Mayan. The legal status of the mineral properties are dealt with in the Solicitor's Report section of the Prospectus document. References to Mayan throughout this Report are references to Mayan or its wholly owned subsidiary, Tikal Minerals S.A.

2.2 Qualifications, Experience and Independence

SasCorp is an independent, privately owned geological consultancy firm which has provided exploration and mining consultancy services to the minerals industry since 1997. Its principal, Mr Zlatomir ("Zlad") Sas, is a geologist with 35 years experience in the global mining and exploration industry for gold, base metals, diamonds, phosphate, uranium and mineral sands. During his career, Mr Sas has carried out a number of technical assessments for exploration and mining properties throughout the world and implemented numerous exploration programs. Mr Sas is a member of the Australasian Institute of Mining and Metallurgy ("MAusIMM").

Zlad Sas BSc Geology (Hons), MAusIMM – Principal of SasCorp: Mr Sas graduated with an Honours degree in geology in 1974 from the University of Western Australia having majored in Holocene sedimentation of coastal and marginal marine environments within a region of southern, Western Australia. Since graduating, Mr Sas has held senior technical positions with a number of exploration companies and geological consultancy firms in Australia. During his period as Managing Director of an ASX listed explorer, he completed a detailed exploration program from 2005 – 2006 of an iron sand - pig iron project in Java, Indonesia and initiated its development. Throughout his career, Mr Sas has worked globally and was active in Latin America from 1996 exploring for minerals with operational bases in Peru and Brazil.

Mr Sas holds the relevant qualifications and professional associations required by the ASX rules, ASIC guidelines, JORC and VALMIN Codes in Australia.

Neither the author nor SasCorp has or has had any material interest in any of the mineral properties under review and has had no input in to the formulation of any of the mineral properties under review. This Independent Geologist's Report has been prepared strictly as an independent report. Fees for the preparation of this Report are being charged at commercial rates whilst expenses are being reimbursed at cost. Payment of fees is in no way contingent upon the conclusions of this Independent Geologist's Report nor on the outcome of the proposed Prospectus issue.

2.3 Principal Source of Information

The contents of the Independent Geologist's Report are based on reports and data held by Mayan and its promoters supported by research undertaken by the author in July 2009 at the Ministry of Energy and Mines in Guatemala on the mineral properties held by Mayan in Guatemala. In July 2009, Mr Sas also visited some of Mayan's mineral properties in Guatemala and undertook an aerial helicopter survey of areas of interest within these mineral properties. In November 2009, Mr Sas was also an observer of the drilling program conducted by Mayan over some of the properties held by Mayan in Guatemala.

Research of publicly available material on the properties was also undertaken by Mayan and the completeness of the coverage was checked at the Ministry of Energy and Mines in Guatemala and augmented as required by SasCorp as part of the due diligence process. Documents and reports reviewed are cited in the Bibliography, which constitutes part of the Independent Geologist's Report. Publicly available reports on the properties in Guatemala are held at the Ministry of Energy and Mines in Guatemala. Unpublished material not publicly available is held at the offices of Mayan.

Mayan and its promoters have warranted in writing that all material information in their possession has been made available and that, to the best of their knowledge and understanding, such information is complete, accurate and true. The author has endeavoured, by making reasonable enquires, to confirm the authenticity and completeness of the technical data upon which this Independent Geologist's Report is based. Mayan has reviewed a draft of the Report for correction of matters of fact and notification of material omissions prior to its lodgement.

2.4 Indemnity

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

2.5 Disclaimer

The opinions expressed in this Independent Geologist's Report have been based on information supplied to SasCorp by Mayan and its promoters. Whilst SasCorp has exercised all due care in reviewing the supplied information, the accuracy of the results and the conclusions drawn are reliant on the accuracy and completeness of the supplied data. SasCorp 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.

3 MAYAN IRON SAND PROPERTIES: GUATEMALA

3.1 Location and Access

Guatemala is a small country in size (about 108,890 sq.km in area) and is situated in Central America, bordered by El Salvador and Honduras to the east, and Mexico to the west (Figure 1).

Figure 1 Location of Guatemala

Mayan's iron sand properties are all located within the Pacific coastal plain of Guatemala. Access to the properties is via a central sealed highway called "Autopista Escuintla – Puerto Quetzal" commencing from the inland city of Guatemala and terminating at the coastal port of Puerto Quetzal, a distance of 93km.

The coastal plain of Guatemala is generally flat and the properties held by Mayan are linked together by a network of sealed and unsealed, all-weather roads. Due to reasonable infrastructure, exploration activities and the use of equipment is easily accommodated but access onto privately owned land (predominately sugar cane plantations) must be negotiated prior to entry.

During the wet rainy season (May to October) however, vehicle access can be restricted in some areas due to swollen rivers and inundation of low lying areas. Helicopters can therefore be used during this period for the collection of exploration samples and to support other activities such as ground surveys.

3.2 Tenements

The mineral properties owned by Mayan total 5,908 sq.km in area and comprise 3 reconnaissance licences in application totalling 4,984sq.km in area and 10 exploration licences totalling 924 sq.km in area that cover selected target areas prospective for iron sand occurrences within the Pacific coastal plain of Guatemala. Three of the exploration licences, Paraiso Oeste, Porvenir Central and Progreso Este, which total 292.5 sq.km in area, are granted and the remaining seven exploration licences which total 631.5 sq.km in area, are in application (Figure 2). The schedule of the tenements are illustrated in table 1

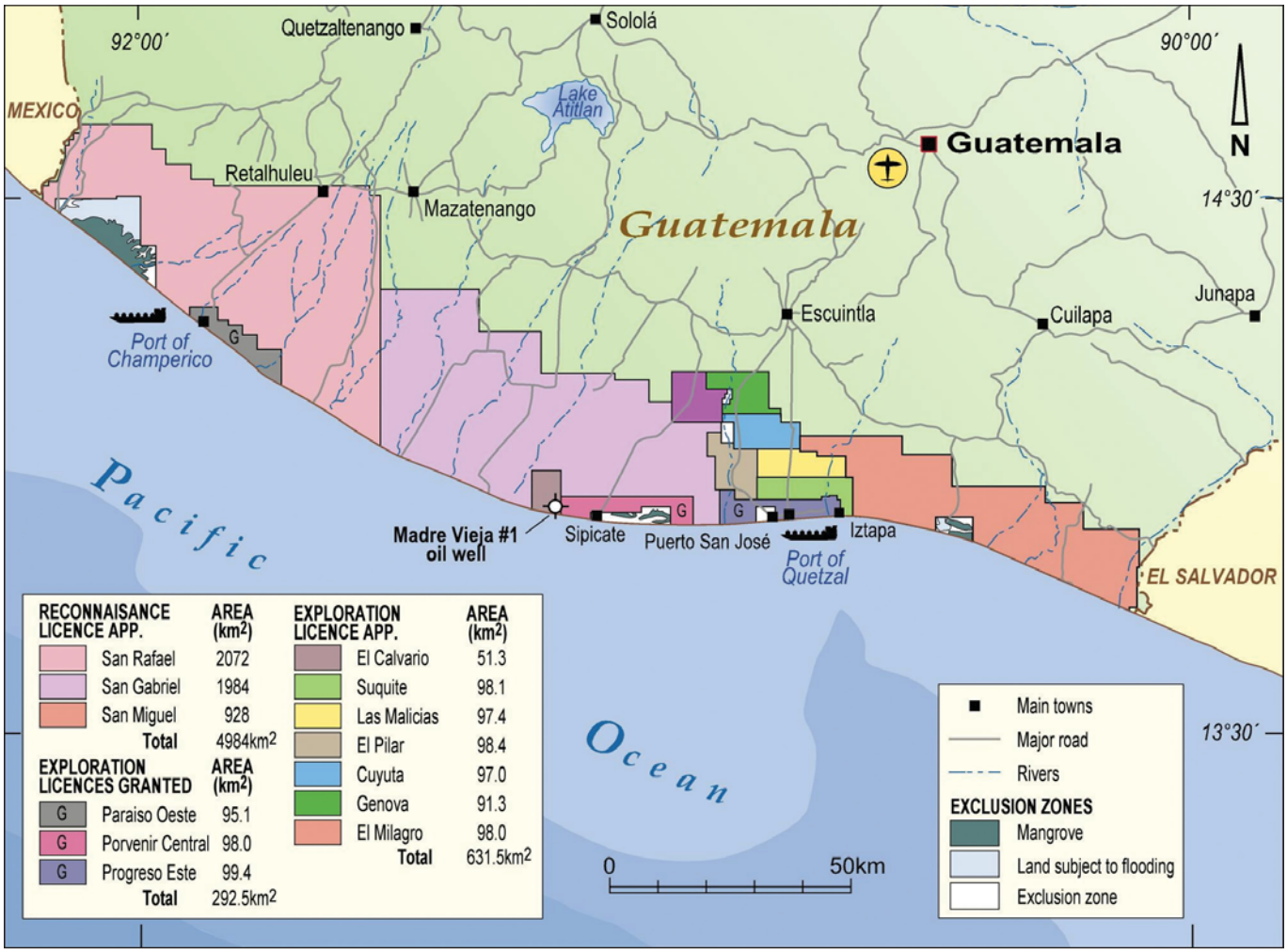


Figure 2 Tenement Location of Mayan's Properties, Guatemala

TABLE 1: SCHEDULE OF TENEMENTS: MAYAN PROPERTIES, GUATEMALA

Reconnaissance Licences	Tenement Number	Km²
San Miguel	SR-01-09	928.236
San Gabriel	SR-02-09	1,983.607
San Rafael	SR-03-09	2,072.478
TOTAL		**4,984.321**

Exploration Licences	Tenement Number	Km²
Cuyuta	SEXR-028-09	97.023
El Milagro	SEXR-029-09	98.064
Génova	SEXR-030-09	91.294
Paraíso Oeste*	SEXR-036-09	95.143
Porvenir Central*	SEXR-037-09	98.001
Progreso Este*	SEXR-038-09	99.378
El Calvario	SEXR-039-09	51.284
El Pilar	SEXR-040-09	98.381
Suquite	SEXR-041-09	98.144
Las Malicias	SEXR-042-09	97.361
TOTAL		**924.073**

**** Granted Tenement***

The legal status of these licences was not researched by the author but is referred to in the legal section of this Prospectus.

3.3 Geological Setting

The geology of Guatemala is dominated by Quaternary and Tertiary volcanics of the highlands reflecting one of the most seismologically active regions in the world. Rock types such as andesitic basalts, lavas, lahars, and tuffs constitute the Quaternary/Tertiary volcanics which are present as very large scale stratovolcanoes some of which are still active (Figures 3 and 4). To the south of the volcanic highlands lies the Quaternary Pacific coastal plain on which the properties of Mayan are located. The Quaternary Pacific coastal plain of Guatemala is a dominant geomorphological feature that extents almost 260km in a east-west direction and is between 22km – 50km wide. It abuts the Quaternary/Tertiary volcanics to the north and overlies the Pacific Basin, a thick (10,000m), Tertiary – Mesozoic sedimentary basin which rests on volcanic basement. The Quaternary iron sand deposits found within the coastal plain of Guatemala have been sourced from the erosion of inland Quaternary andesitic basalts which contain the mineral magnetite.

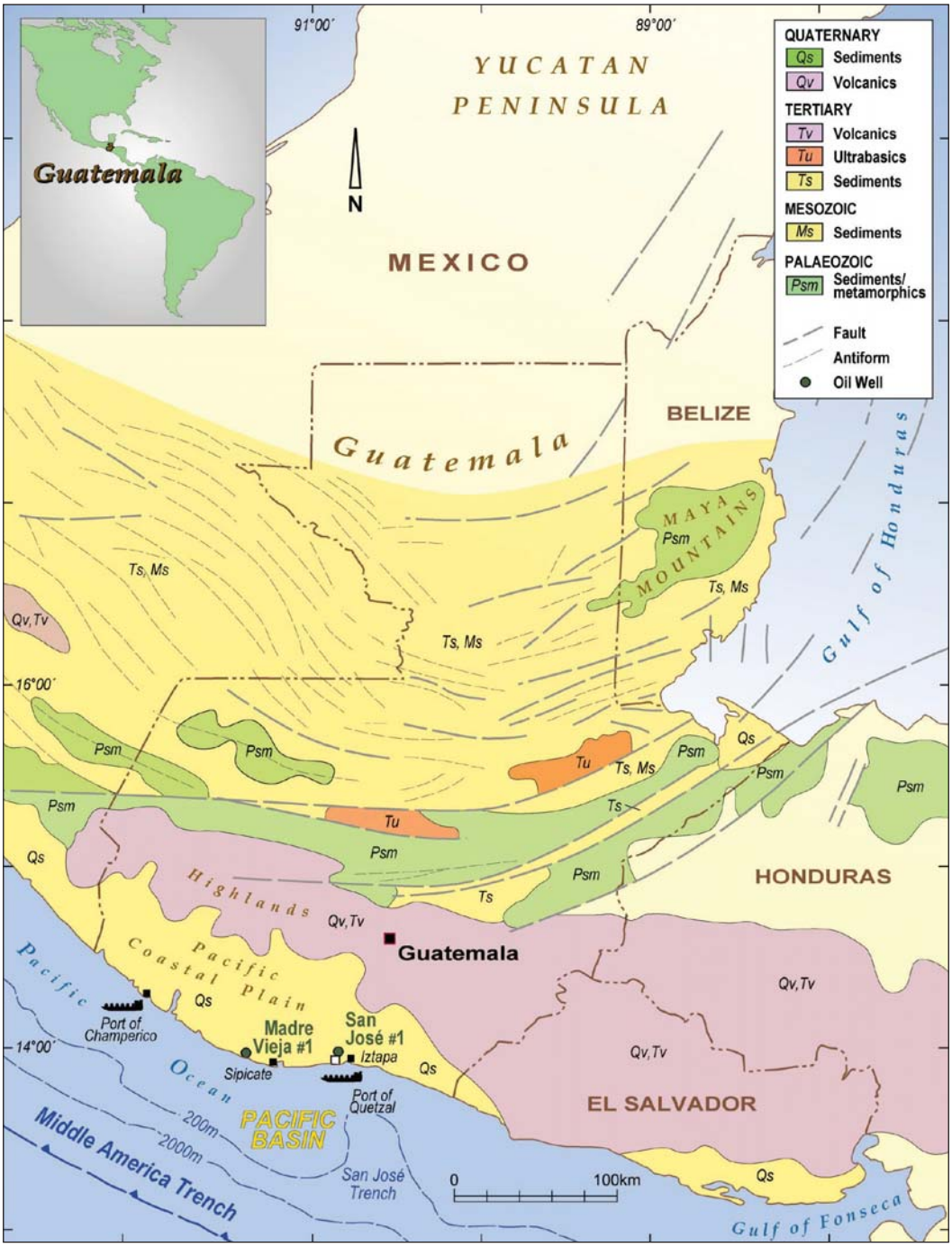


Figure 3 Regional Geology and Tectonic Setting of Guatemala

Immediately underlying the Pacific coastal plain is the upper section of the Pacific Basin, a predominately marine pile of Recent – Tertiary clastic sediments represented by regressive sand sequences interbedded with transgressive shale sequences. The depositional environment of the sequence is interpreted as being near-shore to open marine, outer shelf with water depths quite shallow (high energy) to moderate shelf depths. The regressive phases are associated with shallowing of the seas accompanied by the influx of sand deposition associated with advancing sand deltas from the land area to the north. The transgressive phases are associated with the deepening of the seas accompanied by retreat of the deltas and the predominance of shale deposition.

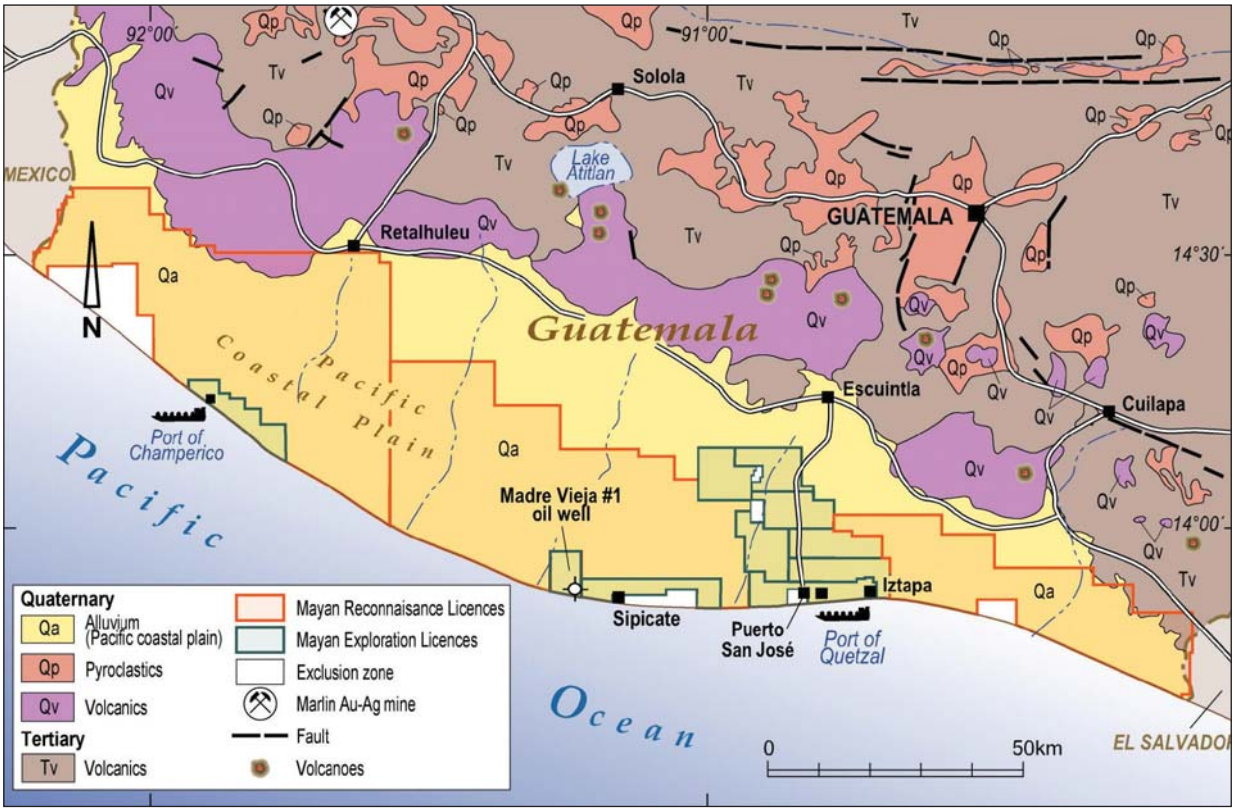


Figure 4 Geology of Mayan's Properties, Guatemala

Part of the stratigraphic section of the Pacific Basin was determined by the drilling of petroleum well, Madre Vieja, drilled to 4,175m in 1968, which showed regressive, interbedded sequences of sand up to 900m thick from surface, rich in volcanic material (Figure 5).

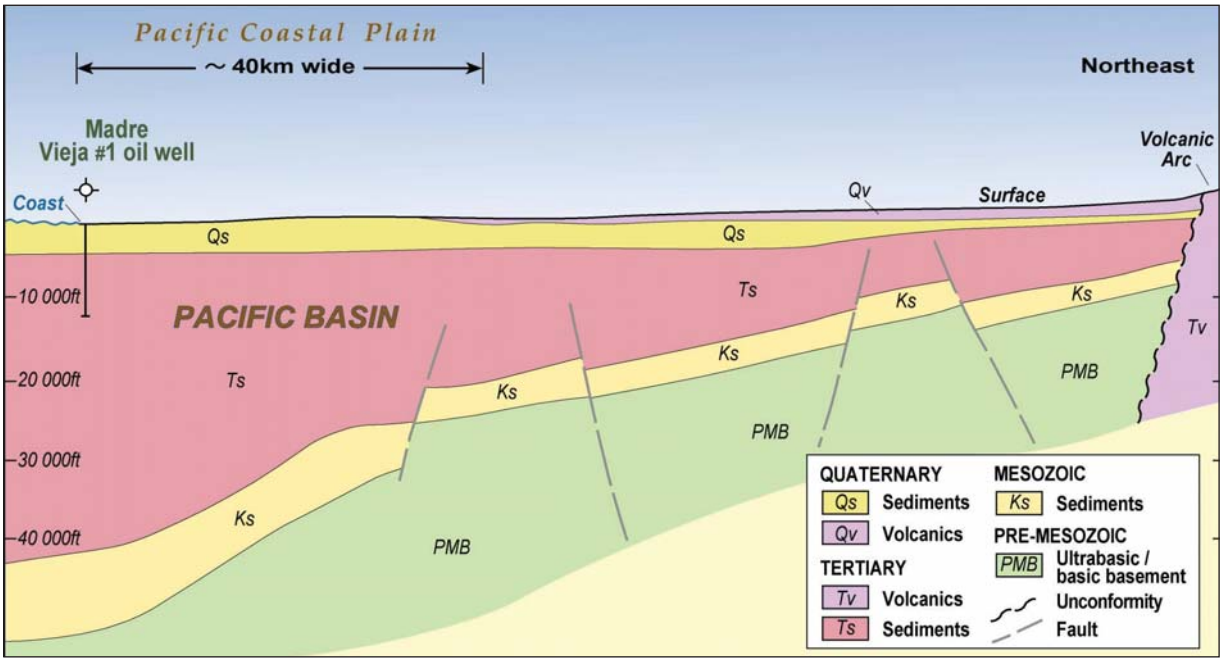


Figure 5 Diagramatic cross section of Pacific Basin, Guatemala

3.4 Mineralisation

Iron sand deposits occur in Guatemala along the Pacific coastal plain for some 260km where they are present as beach deposits and raised beaches extending inland as platforms from the coast. They also possibly occur as thick regressive sand sequences of Quaternary age of unknown concentrations at the top of the stratigraphic pile of the Tertiary – Mesozoic sedimentary Pacific Basin.

Aerial photographs showing iron sand beach deposits within Mayan's properties, Guatemala Above: Looking west towards the coastal town of Sipacate, approximately 10km from the Madre Vieja #1 well. Below, looking south-east about 17km S-E from the Port of Champerico

The Quaternary iron sand deposits of Guatemala found within the coastal plain have been sourced from the erosion of inland Quaternary andesitic basalts which contain the mineral magnetite. The volcanic rock fragments are transported via the coastal plain to the coast by major rivers where they are deposited and reworked by mainly wave action. During the course of this transportation, deposition and reworking, comminution of the clasts takes place and the magnetite is largely liberated. Reworking of the beach

deposits has probably been continuing for a considerable period of time. The lighter materials would have been preferentially removed by wave and also by wind action and this has led to the present concentrations of the magnetite rich sands.

The iron sand at the beach environment varies in grade and composition on a large scale and is influenced by provenance, the dilutionary effects of fluviatile deposition on the coastline, the effects of long term reworking of the sediments by wave action and the direction of longshore drift. All these factors affect the degree of liberation of magnetite from the volcanic fragments. Longshore drift in the coastal areas of Guatemala is generally in a easterly direction judging from the outlets of the rivers and, as a consequence, the liberation of magnetite from the volcanic fragments is probably more pronounced in the eastern coastal areas of Guatemala. The liberation of magnetite grains and the resulting iron grade, is therefore expected to increase along the coast towards El Salvador.

Although the beach iron sand deposits in Guatemala appear to be monotonous at a large scale, observations demonstrate that there is segregation of the magnetite and other materials at the small scale. Millimetre scale banding can be present together with such sedimentary features as cross bedding and ripple marks. The dunal system along the coast is poorly developed, however, in some locations there are topographic highs parallelling the coast rising to 3 metres. These represent coastal dunes formed at times of standstill during an ongoing marine transgression.

It is interpreted that the raised beach forms a platform up to 5 metres above sea level and, subject to verification by exploration drilling, could extend for many kilometres along the coastline and extend inland for some kilometres. The coastal plain is generally flat and up to 50km in width and there is evidence from scout drilling and some evidence from inland excavations for road base material and the construction of inland dams that the iron sand deposits persist to at least 9m under the fields of sugar cane plantations (refer to sample G10 located approximately 16km inland from the coast and drill hole JS-011 located 2.1km inland from the coast). However, the true depth and grade of these extensive iron sand deposits is unknown at this stage. Similarly, buried iron sand deposits may also occur within the 50km wide Guatemalan coastal plain as separate old strand lines, but these types of deposits have not yet been recognised and therefore are of unknown size and dimension.

Based on drilling of similar deposits elsewhere in the world, these iron sand deposits can extend as deep as 60 metres but the grade is known to decrease downwards from surface. At depth, these iron sand deposits are characterised by sequential grading. Other characteristics of the iron sand with increasing depth are coarser particle size and thus poorer liberation of the magnetite. Data sourced from the drilling of the Madre Vieja #1 petroleum well in 1968, suggest that within the Guatemalan Pacific Basin, the iron sand deposits may have deep vertical extent as well as horizontal extent.

Photograph of a black, iron sand beach and dune deposit located within Mayan's properties near the Port of Quetzal, Guatemala

Photograph of a black, iron sand beach deposit located within Mayan's properties at Guatemala, approximately 13km west of the Port of Quetzal

In 1976, a study of the recent sedimentation of the south-west coastal plain of Guatemala was undertaken jointly by researchers at two universities, one in the USA and the other in Mexico. They reported most of the rivers in this region of Guatemala have relatively straight channels and trend towards the coast to form wide, large deltas resulting from very high rates of deposition that accompanied volcanic eruptions. The researchers also reported that near the coast, the bed load of streams and the beaches were poorly sorted and consist almost entirely of sand composed of andesite fragments and feldspar grains with lesser amounts of magnetite and other minerals. However, in one beach sample taken at a place called Ocos, it was recorded to be 87.7% magnetite by weight. The exact location of this sample site is unknown.

In 1978, a thesis was submitted to a university in the USA, describing in detail the coastal sedimentation processes of volcanogenic sands deposited along the coastline in Guatemala. The study area of the thesis was centered at the mouth of the Achiguate River which is located within the western area of Mayan's granted Progreso Este licence. This thesis gives a valuable insight into the coastal dynamics and the large amount of volcanic sediment transported by rivers in Guatemala from the highlands in relatively recent times. It is reported that at least one kilometre of coastal progradation occurred in the vicinity of the Achiguate river mouth about 500 years ago and that since 1971, about 3 million tonnes of volcanic sediment has been transported annually by the Achiguate river to the sea, where 360m of shoreline progradation has occurred directly off the river mouth. The thesis states that the beach sediments especially near major river mouths are dominated by high percentages of feldspar and pyroxene rock fragments with small amounts of olivine rock fragments/crystals together with minor amounts of amphiboles, quartz, pumice and magnetite. In the finer fractions, magnetite and other opaque minerals can make up to 30% of a beach sample.

Recent sampling programs carried out by Mayan and its promoters demonstrate that the Fe content of the iron sand at the beach environment in Guatemala is variable ranging from 4% up to 31% Fe. A recent drilling program conducted by Mayan inland from the coast shows that the Fe content of the iron sand is again variable ranging from 5% up to 18% Fe down to 9m depth. Although the ilmenite content of these iron sand is very low, the TiO_2 content of the iron sand ranges from minor amounts (<1%) up to 7%, and therefore the sands are referred to as "titanomagnetite" or "titaniferous magnetite". The magnetite content of the beach iron sand is variable and ranges from 2% up to 38% by weight. The Fe content of the iron sand sampled at inland locations taken at predominately roadwork and dam excavations is fairly consistent ranging from 6% to 8% Fe with the TiO_2 content ranging from 4% to 6%. The magnetite content of the iron sand samples taken at two inland locations is 1% and 5% by weight.

Photograph of an inland excavation site (G3) showing iron sand deposits, located in an exclusion zone central to Mayan's properties, about 20km inland from the coast of Guatemala

Mineralogical work has shown that the magnetite in the iron sand is fine grained ranging between 100 to 150 micron in size and that the -0.6mm fraction is well liberated. However, laboratory test work supported by field observation of the iron sand through a hand lens show that in some locations the magnetite grains are locked up in volcanic fragments and other minerals. In particular, the +0.6mm particles include volcanic rock fragments that may contain magnetite in the magnetic and less magnetic fractions. The percentage of magnetite in rock fragments is as high as 20% in some samples, but averages around 14%.

Photograph of an incised river bank (2km south-west of G3) showing iron sand deposits within Mayan's properties, located approximately 20km inland from the coast of Guatemala

3.5 Previous Exploration

Research and investigation by the author at the Ministry of Energy and Mines in Guatemala shows that no previous mineral exploration for iron sand or other minerals has been undertaken over Mayan's properties in Guatemala other than the recent exploration work carried out by Mayan and a company associated with the promoters of Mayan. Ministry officials however did convey to the author that an unnamed company may have collected some iron sand samples in a particular area of the Pacific coastline several years ago but the details are sketchy and no reports exist on file at the Ministry.

Two dry onshore oil wells were drilled in 1968 and 1972 through overlying Quaternary alluvium of the coastal plain into Tertiary – Mesozoic sediments of the Pacific Basin (Figures 3 and 4). The San Jose #1 onshore well was drilled in 1972 close to the port of Puerto Quetzal but no well completion reports are available for this well at the Ministry.

However, a well completion report is available at the Ministry for the Madre Vieja #1 onshore well located within Mayan's El Calvario exploration licence application and just outside their granted Porvenir Central exploration licence. The well is located close to the coast some 40km west of the port, which was drilled by an American oil company in 1968 to 4,175m to test the stratigraphy of the Guatemala Pacific coastal area. The company completed a structural interpretation of the Pacific Basin and selected the position of the Madre Vieja #1 well based on a joint aeromagnetic survey carried out in November 1967 by a consultant geophysical company. The report of this survey has not been cited by the author.

Although the ditch sample logs of the Madre Vieja #1 well do not refer to the upper sand section of the well as "magnetite rich sands", the logs report that the upper 17m of the well penetrated "very fine sand sized material of volcanic origin composed of andesite and pumice and often stained dark red by hematite". From 17m – 43m, the logs refer to a sequence of "interbedded andesite sands and clays with abundant fragments of large and small macrofossils present in the sands".

The ditch samples for the Madre Vieja #1 onshore well were relogged some time later by a geological consultant of another oil company who reported the well contained about 900m of sands from surface with high magnetic mineral content (Personal Communication by the author with the consultant). The consultant has advised the author that some iron sand samples taken from the Madre Vieja #1 well were analyzed by a School of Mines in the USA in the 1970's and found to contain magnetite. It was determined that the ilmenite content of the sands was negligible and that the titanium content of the magnetite was low. The consultant has advised the author that during this time, magnetite was not considered attractive as a stand alone commodity in preference to ilmenite and the oil company therefore decided not to pursue the mineral potential of this prospect and continued with the evaluation of their overall petroleum interests.

A report on the petroleum geology of Guatemala including an interpretation of aeromagnetic data over the Pacific basin was completed in 1988 by a geological consultancy firm under an United Nations Development Program. The geological consultancy firm's interpretation of the aeromagnetic survey shows the existence of three large inland magnetic features on the coastal plain within Mayan's properties in the order of 25km to 45 km long and 8km to 12 km wide (Figures 6 and 7). Another magnetic feature is located offshore within the Pacific Ocean paralleling the current beach line between Puerto San Jose and Iztapa but lying outside of Mayan's properties.

The geological consultancy firm interpreted the magnetic "highs" as magnetic bodies in the basement rather than near surface features and this interpretation is reflected in their maps which show the magnetic contours in the legend as "magnetic basement depth in feet BSL". However, it is possible that the magnetic "highs" could reflect or be influenced by large, magnetic tabular bodies closer to the surface that are rich in magnetite, a theory that cannot be discounted altogether. Furthermore, the geological consultancy firm have interpreted a 150km long and 3km to 5 km wide magnetic feature located approximately 45km inland, but outside Mayan's properties, as a "possible basement ridge". This could also possibly represent a buried strand line containing iron sand deposits.

3.6 Recent Exploration

Mayan and its promoters conducted two recent sampling programs for iron sand mostly within their application and granted properties in Guatemala, one conducted in August 2008 and another in June 2009. A scout drilling program was also completed by Mayan in November 2009 within their granted Porvenir Central and Progreso Este exploration licences.

2008 Sampling program: The sampling program carried out in August 2008 by a company associated with the promoters of Mayan was a regional sampling program for iron sand mostly over Mayan's application and granted properties in Guatemala. The program comprised 35 surface grab samples taken at the beach environment covering approximately 100km of coastline extending easterly from the Madre Vieja #1 Well to within 30km from the El Salvador border. Of the 35 samples collected, only 17 sample sites were able to be plotted accurately by the author and/or provide useful and meaningful assay results and two of these were located outside of Mayan's properties (Figure 6).

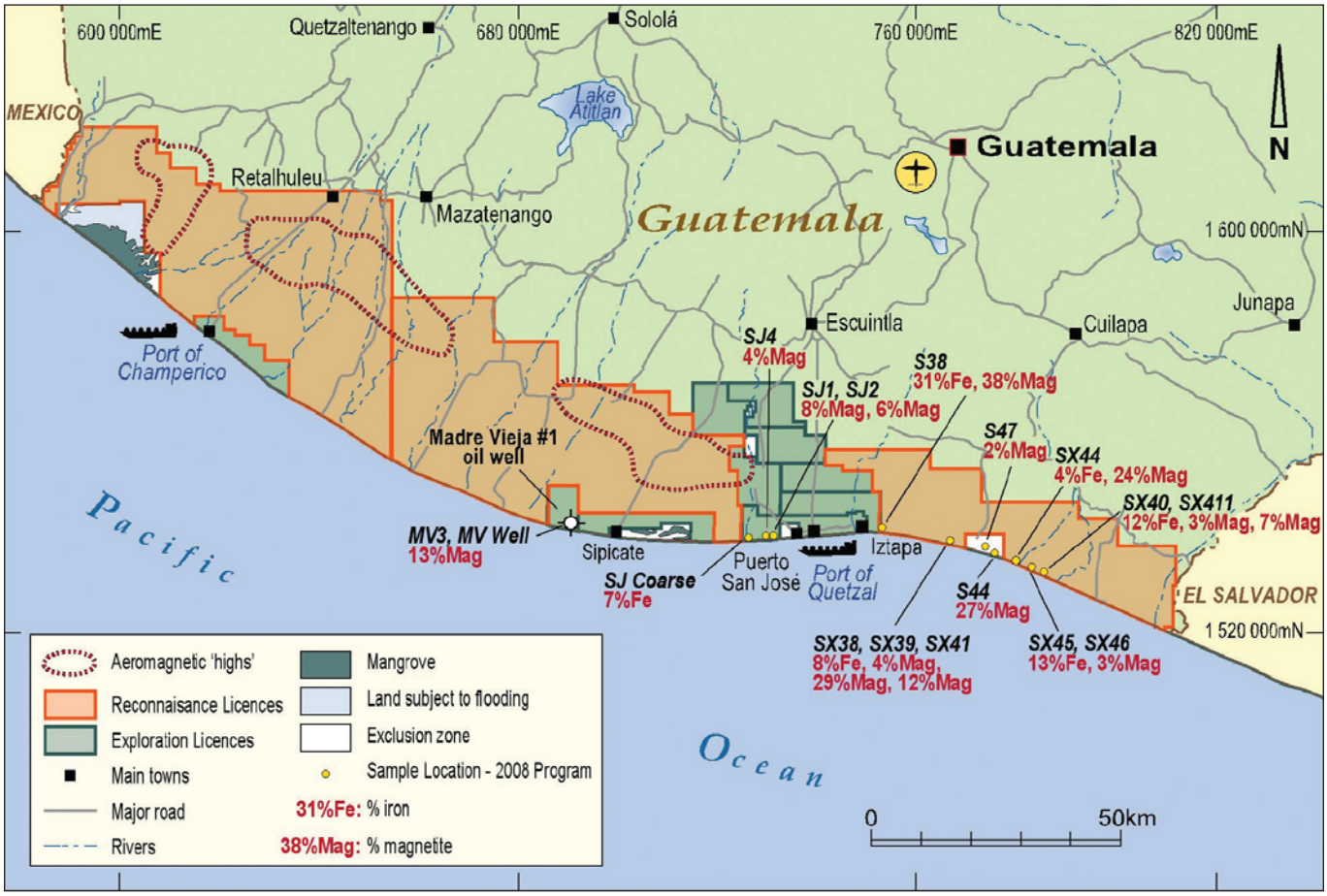


Figure 6 Location of 2008 Sampling Program: Mayan Properties, Guatemala

On average, small samples of 0.25 kg were collected in the field and then split with one half of the resulting splits sent for analytical work. Two grab samples (MV Well, MV3) were taken in the vicinity of the Madre Vieja #1 well within Mayan's El Calvario exploration licence application. Another batch of four grab samples (SJ1, SJ2, SJ4, SJ Coarse) was taken in the vicinity of San Jose, some 50km to the south-east, and located within Mayan's granted Porvenir Central exploration licence. A batch of eight grab samples (SX38, SX39, SX40, SX41, SX44, SX45, SX46, SX411) was taken in a beach zone about 40km to the east of the SJ sample series and are located within Mayan's San Miguel reconnaissance licence application. A remaining grab sample, S38, was taken on the beach between the SJ and SX sample areas and is also located within Mayan's San Miguel reconnaissance licence application. Two of the samples collected, (S44 and S47), are located in a coastal exclusion zone just outside of Mayan's properties.

Eight of the samples (S38, MV Well, SX38, SX 40, SX41, SX44, SX46, SX411,) were sent to a mineralogist at a State University Geology Department in the USA for Scanning Electron Microprobe work ("SEM") on grain chemistry. Analysis was also carried out for relevant elemental oxides for both magnetite grains and other grains including pyroxene, feldspar and olivine. Other mineralogical work carried out was determining the provenance of the iron sand.

Assay work was carried out on five raw samples (S38, SX41, SX44, SX411, SJ coarse) at a laboratory in Canada for Fe content and a suite of multi elements by XRF using the Fused Disc Method. Some additional and repeat XRF assay work was carried out by the promoters of Mayan on selected samples at a laboratory in Perth, Western Australia, but the results of this work has not been cited by the author. However, this laboratory did carry out tests on behalf of the promoters of Mayan on the Specific Gravity ("SG") of selected iron sand samples and the laboratory determined that the average dry SG of the iron sand was 2.93. The iron sand samples were subject to gravimetric analysis at a gravimetric laboratory in Perth, Western Australia, and magnetic concentrates for the +0.045mm to -0.6mm fraction were produced. The concentrates were then sent to a mineralogical laboratory in Perth, Western Australia, to determine the mineralogy of the magnetic and non-magnetic fractions.

The Fe content of five iron sand grab samples assayed (S38, SJ Coarse, SX41, SX44, SX411) ranges from 4% up to 31% Fe with the TiO_2 content ranging from minor amounts (<1%) to 4% (Table 2). Assay work undertaken by the promoters of Mayan on one grab sample (S38) taken from a beach near Iztapa produced an encouraging result of 31% Fe and 4% TiO_2. Gravimetric analysis of this sample returned a magnetite content of 38% by weight. Sample SX411, taken from a beach location 34km from sample site S38, returned 12% Fe. The other three samples assayed in this program (SJ Coarse, SX 41, SX 44) returned lower Fe values of 7% Fe, 8% Fe and 4% Fe respectively.

Mineralogical work has shown that the magnetite content of the iron sand ranges from 2% up to 38% by weight. An average of 12% magnetite was recovered from the 17 iron sand samples submitted and 5 of these averaged 28% magnetite (using a 20% lower cut-off). Silicates such as Fe-rich pyroxenes and amphiboles (heavy silicates of no commercial value) are present in various amounts and in some samples may dominate the magnetic and non-magnetic fractions and appear as dark to black grains in the raw sample. The grain size of the silicates ranges between 300 to 600 micron in size. The varying amounts of silicates in the iron sand may be a function of provenance and/or the degree of concentrating regimes for different areas. Opaque and orange-brown grains of geothite also occur in all of the magnetic fractions of the samples and the grains have occasionally magnetite protruding from the surface. These goethite grains are often porous or massive, rich in silica and thought to be derived from Fe-rich sinters.

The mineralogical work also showed that the magnetite in the iron sand is fine grained ranging between 100 to 150 micron in size and that the -0.6mm fraction is well liberated with few or no composite grains. On concentration, the magnetic fractions of the iron sand samples fall predominately in the +0.045mm to -0.6mm size range with up to 86% recovery from the raw sample. In some iron sand samples, the magnetite appears to have variable magnetic properties and is found in the less magnetic fractions (almost 8% on average). The +0.6mm particles include rock fragments that may contain magnetite in the magnetic and less magnetic fractions. The percentage of magnetite in rock fragments is as high as 20% in some samples, but averages around 14%. The ilmenite content of these iron sand is low. Traces of zircon (<1%) and about 1% rutile were seen in some samples. The zircon is fine-grained (about 0.1mm).

Scanning Electron Microprobe work on grain chemistry determined that the average weight % Fe content of the magnetite grains was 59.5% and the Ti content was 5.4%. The SiO_2 content was undetectable in the magnetite grains. The electron probe work also showed that the scanned magnetite grains were devoid of inclusions and the photographs provided showed that the magnetite grains were contained in a glassy silicate volcanic matrix. Other mineralogical work to be determined was the provenance of the iron sand, which showed the most likely source to be andesitic basalts.

TABLE 2: SAMPLE RESULTS – MAYAN 2008 SAMPLING PROGRAM, GUATEMALA

SAMPLE NUMBER	CO-ORDINATES (UTM)	SAMPLE SITE	MAGNETITE WEIGHT%†	Fe % (XRF)††	TiO_2 % (XRF)†††
SJ 1*	1539300N 731205 W	BEACH	8%	N/A	N/A
SJ 2*	1539269N 731175 W	BEACH	6%	N/A	N/A
SJ 4*	1539194N 729735 W	BEACH	4%	N/A	N/A
SJ Coarse*	1538855N 726134 W	BEACH	N/A	7%	1%
S 38**	1540763N 752814 W	BEACH	38%	31%	4%
MV Well**	1541382N 690999 W	BEACH	13%	N/A	N/A
MV 3**	1541858N 690891 W	BEACH	13%	N/A	N/A
SX 38**	1538384N 766804 W	BEACH	29%	N/A	N/A
SX 39**	1538384N 766804 W	BEACH	4%	N/A	N/A
SX 40**	1531850N 785592 W	BEACH	7%	N/A	N/A
SX 41**	1538413N 766684 W	BEACH	12%	8%	1%
SX 44**	1534066N 780129 W	BEACH	24%	4%	<1%
SX 45**	1532867N 782996 W	BEACH	13%	N/A	N/A
SX 46**	1532867N 782936 W	BEACH	3%	N/A	N/A
SX 411**	1531850N 785592 W	BEACH	3%	12%	1%
S 44	1535679N 775665 W	BEACH	27%	N/A	N/A
S 47	1537104N 773817 W	BEACH	2%	N/A	N/A

***SJ 1** – SAMPLE SITE LOCATED WITHIN MAYAN'S GRANTED PROPERTIES
** **S38** – SAMPLE SITE LOCATED WITHIN MAYAN'S APPLICATION PROPERTIES
S 44 – SAMPLE SITE NOT LOCATED WITHIN MAYAN'S PROPERTIES
† **MAGNETITE WEIGHT %** – WEIGHT PERCENT OF MAGNETITE GRAINS CALCULATED BY MAGNETIC SEPERATION AND GRAIN COUNTING AT A GRAVIMETRIC AND MINERALOGICAL LABORATORY IN PERTH, WESTERN AUSTRALIA
†† **Fe % XRF** – CHEMICAL ASSAY BY A LABORATORY IN CANADA FOR TOTAL IRON BY XRF USING THE Fused Disc Method – (Lithium Borate Fusion, Lithium Nitrate Oxidant)
††† **TiO_2 % XRF** – CHEMICAL ASSAY FOR TITANIUM OXIDE BY A LABORATORY IN CANADA USING XRF – (FUSION ICP/MS METHOD
Note: XRF is X-Ray Fluorescence Spectroscopy. **N/A:** Not available.

2009 Sampling program: The sampling program carried out by Mayan in June 2009 was a regional sampling program for iron sand mostly over their application and granted properties in Guatemala. The program comprised mainly of surface grab samples (and some shallow auger samples) of 21 sample sites located along the coastal plain of Guatemala, five of which were located outside Mayan's properties. The majority of the samples taken were from the beach environment covering approximately 90km of coastline extending easterly from the Madre Vieja #1 Well site to the coastal town of Iztapa (Figure 7). Two sites were tested by hand auger but the samples were not logged by Mayan's geologist. Less than half of the samples collected were taken from sites located inland and up to 35km from the coast.

Two of these samples sites (G24, G25) are located within Mayan's granted Paraiso Oeste exploration licence and are situated in the north-west region of Guatemala at a beach site near the coastal town of Champerico, approximately 150km from the Madre Veija #1 Well site. One of these sample sites (G21) is located within Mayan's granted Porvenir Central exploration licence and two of these sites (G4, G5) are located within Mayan's granted Progreso Este exploration licence (sample site G4 was tested by hand auger to 5m and a composite sample was collected).

Two of the sample sites (G22, G23) are located within Mayan's El Calvario exploration licence application (sample site G23 was tested by hand auger to 3m and a composite sample was collected). Another two of these sample sites (G6, G7) are located within Mayan's El Pilar exploration licence application, a further three sample sites (G10, G11, G12) are located within Mayan's Las Malicias exploration licence application, another sample site (G14) is located within Mayan's Genova exploration licence application and one sample site (G20) is located within Mayan's Suquite exploration licence application. Two of these sample sites (G9, G19) are located within Mayan's San Miguel reconnaissance licence application. Two of these samples sites, (G1 and G13),

are not located within Mayan's properties and another three of these sample sites (G2, G3 and G8) are located in a central exclusion zone outside of Mayan's properties.

On average, samples of 0.8 kg were collected in the field and then split with one half of the resulting splits sent for analytical work. Assay work was carried out on all samples at a laboratory in Perth, Western Australia. The assay technique used was the ME-XRF12, Lithium Borate/Tetraborate Fusion method and analysis by X-Ray Fluorescence Spectroscopy (XRF) for a 24 element suite (Al_2O_3, As, BaO, CaO, Cl, Co, Cr_2O_3, Cu, Fe_2O_3, K_2O, MgO, MnO, Mo, Na_2O, Ni, P_2O_5, Pb, SO_3, SiO_2, TiO_2, V_2O_5, Zn, Ta, Zr). The percent Fe content of the samples was calculated by dividing the percent Fe_2O_3 content of the samples by 1.42973.

The iron sand samples were subject to gravimetric analysis at a gravimetric laboratory in Perth, Western Australia, and magnetic concentrates for the +0.045mm to -0.6mm fraction were produced. Seventeen of these concentrates were then sent to a mineralogical laboratory in Perth, Western Australia, to determine the mineralogy of the magnetic and non-magnetic fractions. In this program, counting of magnetite grains of the various magnetic fractions did not take place and this quantitative technique was replaced by simply weighing the most-magnetic fraction where it was assumed all the magnetite was contained.

The Fe content of the iron sand at the beach environment is again variable ranging from 5% up to 27% Fe with the TiO_2 content ranging from 3% to 7% (Table 3). The magnetite content of the iron sand samples taken at the beach environment is variable and ranges from 2% up to 30% by weight. The Fe content of iron sand samples taken at inland areas located at roadwork, dam excavations and river locations is fairly consistent ranging from 6% to 8% with the TiO_2 content ranging from 4% to 6%. The magnetite content of iron sand samples taken at two inland locations (G10 located approximately 16km inland and G14 located approximately 34km inland) is 5% and 1% by weight respectively. The iron sand occurrences at these inland localities are described as grey to black in colour, poorly sorted, coarse to fine grained with interbedded gravel and pebble size material. It is noted that at sample site G10, the dam has been excavated to 8m in grey to black, interbedded iron sand.

Figure 7 Location of 2009 Sampling Program: Mayan Properties, Guatemala

Mineralogical work in this program has shown that the submitted samples for the +0.045mm to -0.6mm fraction are dominated by amphibole and magnetite, which is almost entirely confined to the highly magnetic fraction. The amphibole and magnetite composite grains were again separated by another magnetic process and then weighed separately.

The magnetite is fine grained (generally less than 0.2mm in size) and, as a result, it occurs as composite grains with amphibole. The large mass of the +0.6mm over-size fraction in the iron sand samples suggests that the contribution of magnetite from composite grains may be significant.

A few samples contained small amounts (up to 5%) of a secondary iron oxide mineral possibly goethite, which may have at least a modest Fe content. The non-magnetic fraction is dominated by a water clear mineral, possibly an aluminium silicate. Zircon is confined to the non-magnetic fraction and can be as high as 17% in this fraction. However, considering the very low amounts of non-magnetic fractions in the iron sand samples, these readings for zircon would equate to <1% of the raw sample.

TABLE 3: SAMPLE RESULTS – MAYAN 2009 SAMPLING PROGRAM, GUATEMALA

SAMPLE NUMBER	CO-ORDINATES (UTM)	SAMPLE SITE	MAGNETITE WEIGHT%†	Fe% (XRF)††	TiO_2 % (XRF)†††
G4*	1538768N 725372 W	BEACH AUGER	5%	8%	5%
G5*	1538768N 725372 W	BEACH	11%	12%	5%
G6**	1553397N 728137 W	INLAND RIVER BANK	N/A	7%	4%
G7**	1553678N 726910 W	INLAND FLAT	N/A	7%	5%
G9**	1540781N 752780 W	BEACH	25%	15%	6%
G10**	1550820N 739083 W	INLAND DAM	5%	7%	5%
G11**	1552313N 740585 W	INLAND DAM	N/A	7%	5%
G 12**	1554102N 739595 W	INLAND DAM	N/A	7%	4%
G 14**	1562708N 726049 W	INLAND RIVER BANK	1%	8%	5%
G 19**	1547058N 754793 W	INLAND FLAT	N/A	6%	6%
G 20**	1544098N 751120 W	BEACH	4%	7%	7%
G 21*	1540000N 698452 W	BEACH	3%	13%	6%
G 22**	1541382N 690999 W	BEACH WELL # 1	7%	11%	5%
G 23**	1541017N 691495 W	BEACH AUGER	30%	27%	7%
G 24*	1580181N 617070 W	BEACH	3%	6%	4%
G 25*	1580624N 616609 W	BEACH	2%	5%	3%
G 1	1597153N 735640 W	INLAND RIVER BANK	9%	11%	6%
G 2	1558841N 727437 W	INLAND EXCAV	N/A	8%	4%
G 3	1558537N 726095 W	INLAND EXCAV	N/A	8%	5%
G 8	1557997N 726172 W	INLAND RIVER BANK	5%	8%	5%
G 13	1578237N 726971 W	INLAND RIVER BANK	4%	9%	5%

* **G5** – SAMPLE SITE LOCATED WITHIN MAYAN'S GRANTED PROPERTIES
** **G6** – SAMPLE SITE LOCATED WITHIN MAYAN'S APPLICATION PROPERTIES
G1 – SAMPLE SITE NOT LOCATED WITHIN MAYAN'S PROPERTIES
† **MAGNETITE WEIGHT%** – MAGNETIC FRACTION OF IRON SAND SAMPLE CALCULATED BY MAGNETIC SEPERATION. WEIGHT PERCENT OF MAGNETITE GRAINS CALCULATED BY WEIGHING OF HIGHLY MAGNETIC FRACTION. PERFORMED AT A GRAVIMETRIC AND MINERALOGICAL LABORATORY IN PERTH, WESTERN AUSTRALIA
†† **Fe % XRF** – CHEMICAL ASSAY FOR TOTAL IRON (CONVERTED FROM Fe_2O_3) BY A LABORATORY IN PERTH, WESTERN AUSTRALIA BY XRF, ME-XRF12 Lithium Borate/Tetraborate Fusion Method.
††† **TiO_2 % XRF** – CHEMICAL ASSAY FOR TITANIUM OXIDE BY A LABORATORY IN PERTH, WESTERN AUSTRALIA BY XRF, MEXRF12 Lithium Borate/Tetraborate Fusion Method.
Note: XRF is X-Ray Fluorescence Spectroscopy. **N/A:** Not available.

2009 Drilling program: The scout drilling program carried out by Mayan in November 2009 was rudimentary and was conducted over selected areas up to 5km inland from the coast within the granted exploration licences, Porvenir Central and Progreso Este. Mayan's exploration philosophy at that stage was to determine by simple testing whether the iron sand mineralisation found along the coast continues inland and whether the grade is consistent at depth within the two, granted exploration licences. The selection of drill hole locations was at random and mainly determined by access. The author was an observer for Mayan in Guatemala during the drilling program.

A small, drilling rig was contracted and 13 vertical drill holes, JS-001 to JS-013, were completed to depths of approximately 5m to 6m for nine of the holes (JS-001 to JS-009) and to depths of approximately 9m for the remaining four holes (JS-010 to JS-013). One drill hole, JS-003, was located just outside Mayan's properties. The drilling technique used was a crude "pile-driving - coring technique" that resulted in the collection of 39 samples, each sample comprising a 0.6m composite of iron sand collected at selected depth intervals (sample numbers GUA-1109-01 to GUA-1109-39). On average, samples of approximately 2kg were collected in the field and then split with about 1kg sent to Australia for analytical work.

Photograph of the small drilling rig contracted by Mayan drilling within Mayan's properties in Guatemala, November 2009

Assay work was carried out on all samples at a laboratory in Perth, Western Australia. The assay technique used was the ME-XRF11b, Lithium Borate/Tetraborate Fusion method and analysis by X-Ray Fluorescence Spectroscopy (XRF) for a 25 element suite (Al_2O_3, As, Ba, CaO, Cl, Co, Cr_2O_3, Cu, Fe, K_2O, MgO, MnO, Mn, Na_2O, Ni, P, Pb, S, Sn, Sr, SiO_2, TiO_2, V, Zn, Zr). The iron sand samples from the drill holes were not subject to gravimetric or mineralogical analysis, however, all samples were observed by hand lens in the field and logged by Mayan's geologist.

Six holes (JS-001, JS -002, JS-004, JS-005, JS-006 and JS-007) were drilled at locations between 600m and up to 3.5km inland from the coast within the granted exploration licence, Porvenir Central. One hole (JS-003) is not within this Mayan property and was drilled 800m outside the eastern boundary of the licence within the San Gabriel reconnaissance licence application, located 500m inland from the coast. All holes were drilled to between 4.9m to 6.1m depth.

The average Fe content of the iron sand sampled from the drill holes is variable and ranges from 5.2% Fe down to 5.5m depth for drill hole JS-006 located 3.3km inland, to 9.6% Fe down to 4.9m depth for drill hole JS-002 located 600m inland from the coast. There is no general pattern of Fe grade emerging with depth although some drill holes (JS-001, JS-002, JS-003) showed an enrichment in Fe grade at around 3m to 3.7m depth (Table 4 and Figure 8). The best drill result was a grade of 10.8% Fe between the 3m to 3.7m depth interval for drill hole JS-002 located 600m inland from the coast. A similar result of 10.2% Fe between the 3.7m to 4.3m depth interval was returned for drill hole JS-001 also located 600m inland from the coast. The TiO_2 content averages about 1% for all of these drill hole samples.

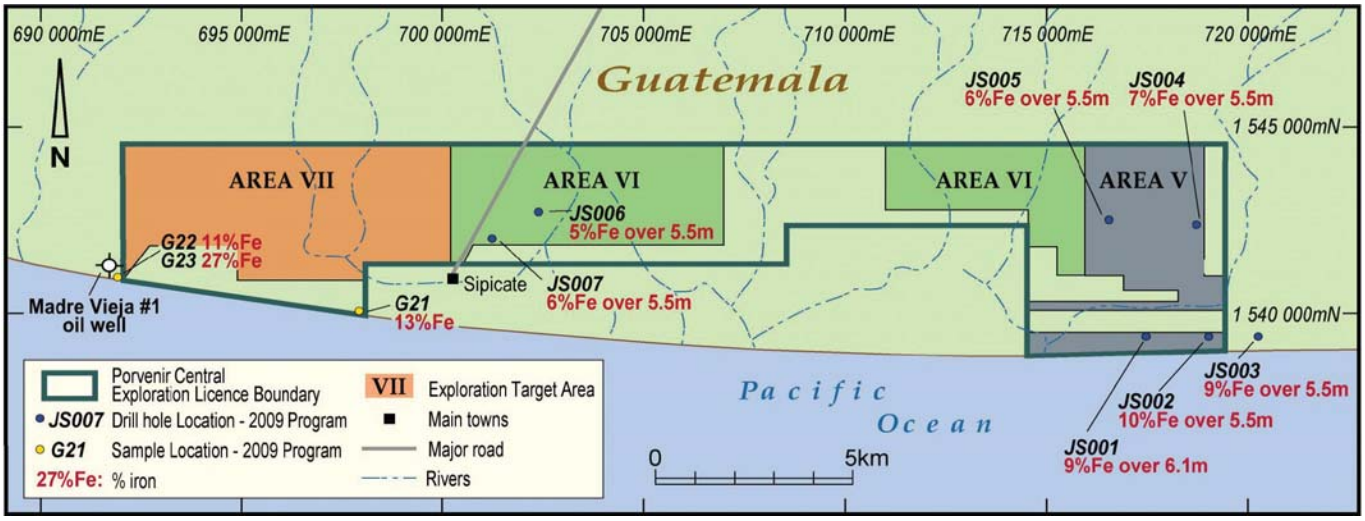


Figure 8 Location of 2009 Drilling Program and Target Areas: Granted Exploration Licence Porvenir Central, Mayan Property, Guatemala

TABLE 4: SAMPLE RESULTS – 2009 DRILLING PROGRAM: GRANTED EXPLORATION LICENCE PORVENIR CENTRAL: MAYAN PROPERTY, GUATEMALA

DRILL HOLE NUMBER	CO-ORDINATES (UTM)	DRILL HOLE DEPTH (METRES)	DRILL HOLE SAMPLE NUMBER	DRILL HOLE SAMPLE INTERVAL (METRES)	TiO_2% (XRF)††	Fe % (XRF)†
JS – 001	1539518N	6.1m	GUA-1109-01	1.8 - 2.4m	1.09%	8.95%
	717599 W		GUA-1109-02	3.7 - 4.3m	1.22%	10.15%
			GUA-1109-03	5.5 – 6.1m	0.96%	7.47%
JS - 002	1539504N	4.9m	GUA-1109-04	1.2 – 1.8m	0.94%	7.34%
	719179 W		GUA-1109-05	3.0 – 3.7m	1.34%	10.8%
			GUA-1109-06	4.3 - 4.9m	1.28%	10.5%
JS - 004	1542473N	5.5m	GUA-1109-10	1.2 – 1.8m	1.02%	7.06%
	718875 W		GUA-1109-11	3.0 – 3.7m	1.06%	7.26%
			GUA-1109-12	4.9 – 5.5m	0.99%	7.01%
JS - 005	1542547N	5.5m	GUA-1109-13	1.2 – 1.8m	0.82%	5.53%
	716485 W		GUA-1109-14	3.0 – 3.7m	0.83%	5.8%
			GUA-1109-15	4.9 – 5.5m	0.95%	6.64%
JS - 006	1542915N	5.5m	GUA-1109-16	1.2 – 1.8m	0.78%	5.06%
	702198 W		GUA-1109-17	3.0 – 3.7m	0.77%	5.2%
			GUA-1109-18	4.9 – 5.5m	0.82%	5.24%
JS - 007	1541958N	5.5m	GUA-1109-19	1.2 – 1.8m	0.86%	5.89%
	701062 W		GUA-1109-20	3.0 – 3.7m	0.92%	6.07%
			GUA-1109-21	4.9 – 5.5m	0.92%	6.26%
JS – 003	1539410N	5.5m	GUA-1109-07	1.2 – 1.8m	1.03%	8.88%
	720396 W		GUA-1109-08	3.0 – 3.7m	1.18%	9.91%
			GUA-1109-09	4.9 – 5.5m	0.97%	7.73%

JS - 003 – DRILL SITE LOCATED WITHIN MAYAN'S SAN GABRIEL PROPERTY

† **Fe % XRF** – CHEMICAL ASSAY FOR TOTAL IRON BY A LABORATORY IN PERTH, WESTERN AUSTRALIA BY XRF, ME-XRF11 Lithium Borate/Tetraborate Fusion Method.

†† **TiO_2 % XRF** – CHEMICAL ASSAY FOR TITANIUM OXIDE BY A LABORATORY IN PERTH, WESTERN AUSTRALIA BY XRF, ME-XRF11 Lithium Borate/Tetraborate Fusion Method.

Note: XRF is X-Ray Fluorescence Spectroscopy.

Six holes (JS-008, JS-009, JS-010, JS-011, JS-012 and JS-013) were drilled at locations between 1.5km and up to 4.8km inland from the coast within the granted exploration licence, Progreso Este. Two holes (JS-008, JS-009) were drilled to 5.5m depth and the remaining four holes (JS-010, JS-011, JS-012, JS-013) were drilled to 9.1m depth. The average Fe content of the iron sand sampled from the drill holes is variable and ranges from 5.5% Fe down to 9.1m depth for drill hole JS-012 located 3.4km inland, to 12.9% Fe down to 9.1m depth for drill hole JS-011 located 2.1km inland from the coast (Table 5 and Figure 9). There is no general pattern of Fe grade emerging with depth. The best drill result was a grade of 18.3% Fe between the 8.5m to 9.1m depth interval for drill hole JS-011 located 2.1km inland from the coast. The TiO_2 content averages about 1% for all of these drill hole samples.

The iron sand logged from all the drill holes are described as black to brown in colour, poorly sorted, medium to fine grained sands consisting of quartz, volcanic glass and magnetic rock fragments comprised of andesitic basalts. A high percentage of magnetite and iron-rich minerals were observed in the very fine fraction of the drill hole samples.

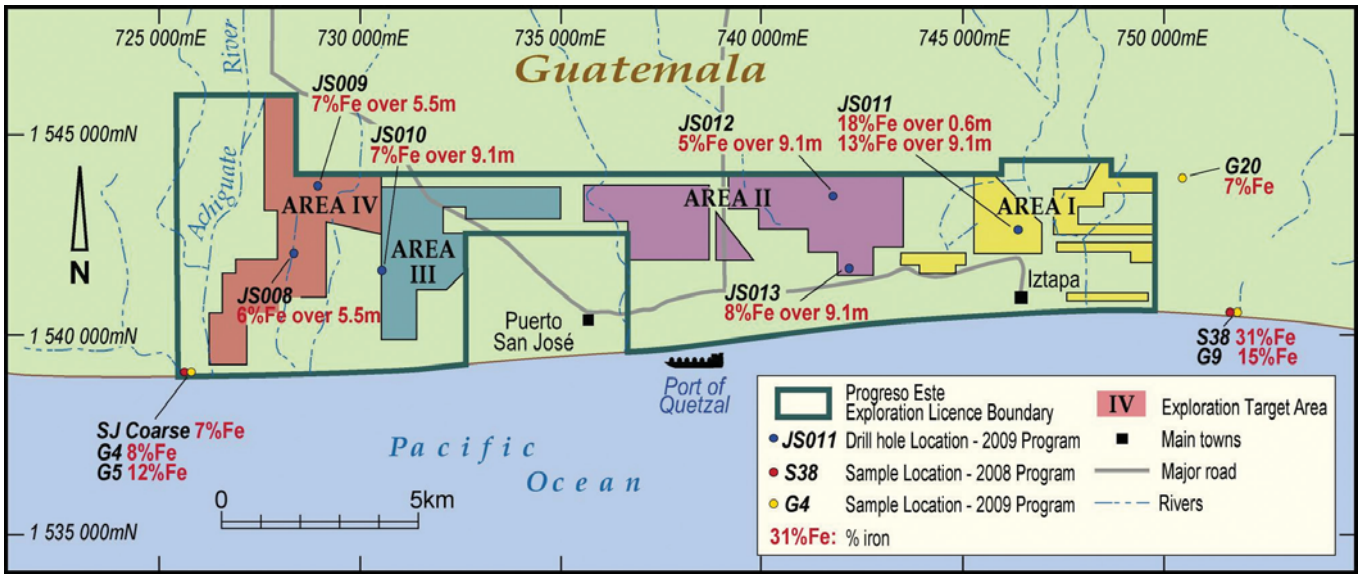


Figure 9 Location of 2009 Drilling Program and Target Areas: Granted Exploration Licence Progreso Este, Mayan Property, Guatemala

TABLE 5: SAMPLE RESULTS – 2009 DRILLING PROGRAM: GRANTED EXPLORATION LICENCE PROGRESO ESTE, MAYAN PROPERTY, GUATEMALA

DRILL HOLE NUMBER	CO-ORDINATES (UTM)	DRILL HOLE DEPTH (METRES)	DRILL HOLE SAMPLE NUMBER	DRILL HOLE SAMPLE INTERVAL (METRES)	TiO_2% (XRF)††	Fe % (XRF)†
JS - 008	1542113N	5.5m	GUA-1109-22	1.2 – 1.8m	0.91%	6.22%
	728187 W		GUA-1109-23	3.0 – 3.7m	0.90%	5.6%
			GUA-1109-24	4.9 – 5.5m	1.0%	7.41%
JS - 009	1543795N	5.5m	GUA-1109-25	1.2 – 1.8m	0.87%	6.6%
	728694 W		GUA-1109-26	3.0 – 3.7m	0.93%	7.08%
			GUA-1109-27	4.9 – 5.5m	0.95%	6.92%
JS - 010	1541781N	9.1m	GUA-1109-28	2.4 – 3.0m	0.93%	6.89%
	730337 W		GUA-1109-29	4.9 – 5.5m	0.93%	6.99%
			GUA-1109-30	8.5 – 9.1m	0.91%	6.86%
JS - 011	1542871N	9.1m	GUA-1109-31	2.4 – 3.0m	1.32%	9.74%
	746820 W		GUA-1109-32	4.9 – 5.5m	1.44%	10.65%
			GUA-1109-33	8.5 – 9.1m	2.62%	18.25%
JS - 012	1543597N	9.1m	GUA-1109-34	2.4 – 3.0m	0.81%	5.29%
	742102 W		GUA-1109-35	4.9 – 5.5m	0.88%	5.69%
			GUA-1109-36	8.5 – 9.1m	0.83%	5.44%
JS - 013	1541807N	9.1m	GUA-1109-37	2.4 – 3.0m	1.02%	7.70%
	742470 W		GUA-1109-38	4.9 – 5.5m	1.0%	7.44%
			GUA-1109-39	8.5 – 9.1m	1.06%	7.8%

† **Fe % XRF** - CHEMICAL ASSAY FOR TOTAL IRON BY A LABORATORY IN PERTH, WESTERN AUSTRALIA BY XRF, ME-XRF11 Lithium Borate/Tetraborate Fusion Method.
†† **TIO_2 % XRF** - CHEMICAL ASSAY FOR TITANIUM OXIDE BY A LABORATORY IN PERTH, WESTERN AUSTRALIA BY XRF, ME-XRF11 Lithium Borate/Tetraborate Fusion Method.
Note: XRF is X-Ray Fluorescence Spectroscopy.

3.7 Prospectivity

There have been two regional surface sampling programs and one rudimentary drilling program carried out by Mayan and its promoters over coastal and inland areas located mostly within Mayan's properties in Guatemala. The sample population has been small and the selection of sample and drill sites has been at random but there is now enough exploration data in Guatemala to quantify exploration targets. Based on the results to date of the regional sampling programs and the limited drilling conducted by Mayan, there is sufficient evidence to suggest that the magnetite mineralisation is widespread and, in areas drill tested, it continues at depth in the coastal plain. Supported by observations made by the author during a recent aerial survey, it is apparent that there are potential exploration targets for iron sand deposits within the granted Progreso Este and Porvenir Central properties owned by Mayan.

Based on similar iron sand deposits elsewhere in the world, an exploration target comprising a platform approximately 20km in length and extending up to 4km inland from the coast to a depth of at least 9m containing acceptable iron grades could lie within the length of the granted Progreso Este property (99 sq.km in area). This property is centred on Port Quetzal and contains sample sites G4 (8% Fe) and G5 (12% Fe) at its western boundary. Sample sites S38 (31% Fe) and G9 (15% Fe) are located near Iztapa approximately 2.5km outside of the eastern boundary of the Progreso Este property. Six holes were drilled at locations between 1.5km and up to 4.8km inland from the coast within the Progreso Este licence and two of those holes were drilled to 5.5m depth and the remaining four holes were drilled to 9.1m depth. The average Fe content of the iron sand sampled from the drill holes ranges from 5.5% Fe down to 9.1m depth for drill hole JS-012 located 3.4km inland, to 12.9% Fe down to 9.1m depth for drill hole JS-011 located 2.1km inland from the coast. Drill hole JS-011 also returned the best iron sand result with a grade of 18.3% Fe between the 8.5m to 9.1m depth interval (Table 5).

Four exploration target areas, I – IV, totalling approximately 42 sq.km within the Progreso Este platform area, are estimated to range in total between 780-975 million tonnes* of iron sand to depths of 9m from the surface at grades ranging from 5% to 18% Fe* (Table 6 and Figure 9). The author wishes to state that these exploration target estimates are conceptual in nature which cannot be verified until detailed exploration involving drilling is carried out, and that there has been insufficient exploration to define a mineral resource. It is uncertain if further exploration will result in the determination of a mineral resource (refer to footnote*).

A similar exploration target comprising a platform approximately 20km in length and extending 4km inland from the coast to a depth of at least 5m containing acceptable iron grades could also lie within the length of the granted Porvenir Central property (98 sq.km in area). Sample site G21 (13% Fe) is located within this property and the Madre Vieja #1 Well location, G22 (11% Fe) and the Madre Vieja #1 Well auger beach site, G23 (27% Fe) are located just outside the western boundary of this property. Six holes were drilled to depths of between 5m to 6m at locations between 600m and up to 3.5km inland from the coast within the Porvenir Central licence. The average Fe content of the iron sand sampled from the drill holes ranges from 5.2% Fe down to 5.5m depth for drill hole JS-006 located 3.3km inland, to 9.6% Fe down to 4.9m depth for drill hole JS-002 located 600m inland from the coast. The best drill result was a grade of 10.8% Fe between the 3m to 3.7m depth interval for drill hole JS-002 located 600m inland from the coast. A similar result of 10.2% Fe between the 3.7m to 4.3m depth interval was returned for drill hole JS-001 also located 600m inland from the coast (Table 4).

Three exploration target areas, V - VII, totalling approximately 69 sq.km within the Porvenir Central platform area, are estimated to range in total between 802-1001 million tonnes* of iron sand to a depth of 5m from surface at grades ranging from 5% to 12% Fe* (Table 6 and Figure 8). The author wishes to state that these exploration target estimates are conceptual in nature which cannot be verified until detailed exploration involving drilling is carried out, and that there has been insufficient exploration to define a mineral resource. It is uncertain if further exploration will result in the determination of a mineral resource (refer to footnote*).

**** In accordance with Section 18 of the JORC code, the author wishes to state that the potential quantity and quality of these exploration targets are conceptual in nature and are based on limited surface sampling, limited drilling and on regional aerial observations made by the author that, without systematic drilling, cannot be verified. It is uncertain if exploration drilling will result in the determination of a mineral resource for these target areas or any resource at all.***

TABLE 6: EXPLORATION TARGETS* – GRANTED EXPLORATION LICENCES PROGRESO ESTE AND PORVENIR CENTRAL, MAYAN PROPERTIES, GUATEMALA

PROGRESO ESTE PROPERTY	ACCESSIBLE AREA (Km^2)	DEPTH FROM SURFACE (METRES)	ESTIMATED RANGE OF TONNES OF IRON SANDS (MILLIONS)*	ESTIMATED RANGE OF GRADE OF IRON SANDS (Fe%)*
Target Area I	7 Km^2	9 M	146 – 183 Mt	10% Fe – 18% Fe
Target Area II	15 Km^2	9 M	314 – 392 Mt	5% Fe – 8% Fe
Target Area III	9 Km^2	9 M	192 – 240 Mt	7% Fe – 8% Fe
Target Area IV	11 Km^2	5 M	128 – 160 Mt	7% Fe – 8% Fe
TOTAL	**42 Km^2**	**5 M – 9 M**	**780 – 975 Mt**	**5% Fe – 18% Fe**

PORVENIR CENTRAL PROPERTY	ACCESSIBLE AREA (Km^2)	DEPTH FROM SURFACE (METRES)	ESTIMATED RANGE OF TONNES OF IRON SANDS (MILLIONS)*	ESTIMATED RANGE OF GRADE OF IRON SANDS (Fe%)*
Target Area V	16 Km^2	5 M	186 – 232 Mt	6% Fe – 10% Fe
Target Area VI	26 Km^2	5 M	302 – 377 Mt	5% Fe – 6% Fe
Target Area VII	27 Km^2	5 M	314 – 392 Mt	6% Fe – 12% Fe
TOTAL	**69 Km^2**	**5 M**	**802 – 1001 Mt**	**5% Fe – 12% Fe**

**** In accordance with Section 18 of the JORC code, the author wishes to state that the potential quantity and quality of these exploration targets are conceptual in nature and are based on limited surface sampling, limited drilling and on regional aerial observations made by the author that, without systematic drilling, cannot be verified. It is uncertain if exploration drilling will result in the determination of a mineral resource for these target areas or any resource at all.***

3.8 Proposed Exploration and Budget

The proposed exploration program for Mayan's properties in Guatemala for Year 1 will include the establishment of a local office and operational base, the implementation of a regional low cost fixed-wing airborne magnetic survey at 1km flight line spacings over selected areas and the implementation of a regional, scouting air core drilling program (to depths of 20m) using existing roads and tracks, followed by a grid-pattern, air core drilling program (to depths of 20m) over selected target areas.

It is assumed that the iron sand deposit discovered in the initial scouting drill program will be essentially a tabular body. It is therefore recommended that the follow-up air core drilling program in Year 1 be orientated at 800m x 100m centres to 20m depth to allow the definition of an Inferred Mineral Resource category. This will allow the testing of a 20 km x 4km exploration target for iron sand to 20m depth and will involve the drilling of around 400 holes to prove up an Inferred Mineral Resource. The budget for Year 1 also includes a cost for a 50,000 tonne bulk sample taken from a selected target area. With other costs, the total exploration cost for Year 1 is therefore estimated at $1,210,000.

It is recommended to drill to 20 metres depth as standard but only analyse samples down to 10 metres depth with the balance being retained on site for later analysis if necessary. Assaying will involve the determination of 11 elements and oxides plus loss on ignition. The assaying technique to be used will be the ME-XRF11, Lithium Borate/Tetraborate Fusion method and analysis by X-Ray Fluorescence Spectroscopy (XRF) for an 11 element suite (Al_2O_3, CaO, Fe, K_2O, MgO, Mn, P, S, SiO_2, TiO_2 V_2O_5).

It is assumed that the iron sand deposit discovered in the 1st year's drill program will be essentially a tabular body. It is therefore recommended that in Year 2, the proposed exploration program for Mayan's properties in Guatemala will be topographic surveying of the selected target area and positioning of drill collars, together with air core drilling to 20m depth at 400m x 100m centres for an Indicated Mineral Resource category and 200m x 50m centres to 20m depth for a Measured Mineral Resource category. This will allow the testing of a 20 km x 4km exploration target for iron sand to 20m depth and will involve the drilling of around 600 holes. The cost for the exploration program for Year 2 is estimated at $1,070,000.

Therefore, the total budget for these programs for Year 1 and Year 2 is estimated at $2,280,000. It is estimated that approximately 70% of this total budget will be allocated to the two granted exploration licences, Porvenir Central and Progreso Este. Ten percent (10%) of the total budget will be allocated to the granted exploration licence, Paraíso Oeste. The remaining 20% of the total budget will be allocated to the remaining 7 exploration licences and 3 reconnaissance licences once they are granted.
The proposed exploration programs and budgets for Year 1 and Year 2 are tabled as follows:-

TABLE 6: PROPOSED EXPLORATION PROGRAM & BUDGET – MAYAN PROPERTIES, GUATEMALA

	YEAR 1 ($) GRANTED PROPERTIES	YEAR 1 ($) APPLICATION PROPERTIES	YEAR 2 ($) GRANTED PROPERTIES	YEAR 2 ($) APPLICATION PROPERTIES	TOTAL ($)
Office/Field costs	30,000	40,000	40,000	30,000	140,000
Airborne Geophysical Survey	30,000	120,000	-	-	150,000
Regional Scout Drilling Program	60,000	90,000	-	-	150,000
Inferred Resource Drilling Program	200,000	-	-	-	200,000
Topographical Survey	-	-	30,000	20,000	50,000
Indicated Resource Drilling Program	-	-	200,000	-	200,000
Measured Resource Drilling Program	-	-	250,000	-	250,000
Assays	80,000	20,000	200,000	-	300,000
Sample Freight	20,000	10,000	60,000	-	90,000
Bulk Sample	300,000	-	-	-	300,000
Helicopter Hire	10,000	20,000	10,000	10,000	50,000
Technical & Support Staff	100,000	50,000	130,000	20,000	300,000
Specialist Consultants	20,000	10,000	50,000	20,000	100,000
TOTAL	**$850,000**	**$ 360,000**	**$970,000**	**$100,000**	**$2,280,000**

Mayan has provided a budget to cover the costs of Year 1 and Year 2 exploration, which is consistent with the proposed exploration program for the iron sand project in Guatemala. Mayan has proposed to spend $1,210,000 in Year 1 and $1,070,000 in Year 2. These figures are considered adequate to cover the costs of the proposed exploration program in Guatemala.

4 CONCLUSIONS

The iron sand deposits at Guatemala are modelled on iron sand deposits elsewhere in the world, in particular the coastal iron sand deposits of the North Island, New Zealand, where mining has been successfully continuing for over 30 years, and also the coastal iron sand deposits of central Java, Indonesia, where feasibility studies for a mining operation are currently under way.

The Guatemalan iron sand deposits of titaniferous magnetite extend along the beach facies of the coastal plain for almost 260km and are potentially world class in terms of linear size. It is apparent from the limited exploration work that has been carried out by Mayan and its promoters and, supported by observations made by the author during a recent aerial survey, that there is sufficient evidence to suggest that the magnetite mineralisation associated with the iron sand is widespread within the Guatemalan coastal plain and that it continues at depth in some of Mayan's areas tested to date.

Based on the exploration results to date, there is enough confidence to outline potential exploration targets for iron sand deposits present within the properties owned by Mayan. However, detailed exploration involving grid pattern drilling of target areas is required to determine the extent and depth of the raised beach platforms as they encroach inland and the consistency of the iron sand grades both in a horizontal and vertical direction.

The exploration data provided to date suggests that there is potential for Mayan's iron sand project in Guatemala to compare favourably with other global iron sand deposits of importance.

Zlad Sas
Principal – Sas Corporation Pty Limited
27th April 2010

5 BIBLIOGRAPHY

MAYAN IRON SAND PROPERTIES: GUATEMALA

Barr, K. W., 1968. San Jose Joint Operating Agreement Completion Report on Madre Vieja Well No 1 Guatemala, Texaco Oil Co.

Bluescope Steel Limited., 2009. Prospectus Document. Release to Australian Stock Exchange May 2009.

Bonis, S., 1970. Geological Map of the Republic of Guatemala 1:500,000. National Geographic Institute of Guatemala.

Bonis, S., 1989. Geological Map of Guatemala 1:250,000. Dartmouth College Hanover, New Hampshire, USA.

Boothby, B. A., 1978. Coastal Sedimentation of Volcanogenic Sands, Guatemala. Submitted to the Graduate Faculty of Texas Tech University in Partial Fulfilment of the Requirements for the Degree of Master of Science.

Horst, O. H., Kuenzi, W. D., McGehee, R.V., 1976. Recent Sedimentation in the South West Coastal Plain of Guatemala and its relation with Volcanic Activity. Publicaciones Geológicas del ICAITI, No.V, Guatemala.

Indo Mines Limited., 2006. Activities Report For the Quarter Ended 30 September 2006. Report to Australian Stock Exchange October 2006.

NorConsult, 1988. Petroleum Geology of Guatemala, The Pacific Basin. United Nations Development Program, January 1988.

Romero, J. E. G., Yoj, M. C., Bol, E. P., 1995. Geomorphological Characteristics of the Pacific Coast of Guatemala. Report for the Central American Project on Climate Change by the Engineering Faculty of the University of San Carlos, Guatemala.

6 GLOSSARY OF TECHNICAL TERMS AND ABBREVIATIONS

A

aeromagnetic survey	a geophysical survey made from the air to record variations in the earth's magnetic field syn. *aeromag, aeromagnetometry, airborne magnetometry, airborne magnetic survey*
Ag	the chemical symbol for silver
aircore	a rotary drilling technique that uses compressed air to cut a core sample and return fragments to surface inside the drill rods
Al_2O_3	the chemical symbol for aluminium oxide
alluvium	a sediment deposited by water adj. alluvial
alteration	applied to rocks or rock forming minerals that have been chemically changed adj. altered
amphibole	a ferromagnesium silicate mineral
andesite	an extrusive rock intermediate in composition between acid and basic adj. andesitic
anomaly	a value or group of values higher or lower than expected often outlining a zone of potential exploration interest but not necessarily of commercial significance syn. anomalism adj. anomalous
anticline/antiform	a fold where the rock strata dip outwards away from the axis adj. anticlinal ant. syncline
As	the chemical symbol for arsenic
ash	pyroclastic material less than 2.00 mm in diameter
assay	see fire assay
Au	the chemical symbol for gold
auger	a screw-like tool used to obtain shallow samples
AusIMM	Australasian Institute of Mining and Metallurgy

B

BaO	the chemical symbol for barium oxide
basalt	a fine grained volcanic rock composed primarily of plagioclase feldspar and mafic minerals adj. basaltic
basement	a much older harder rock surface underlying more recent deposits
basement high	an old topographically elevated area of the basement surface
basic	pertaining to igneous rocks containing between 45% and 52% silica
basin	a low area of the earth's crust in which sediments accumulate adj. basinal
bedding	the general arrangement and types of beds in a stratigraphic sequence adj. bedded syn. stratigraphy
bedrock	any solid rock underlying unconsolidated material
bulk sample	a large sample taken from a deposit usually for metallurgical purposes

C

CaO	the chemical symbol for calcium oxide
catchment	an area that collects and drains rain water
channel	the active water flow part of a drainage syn. channelway
channel sample	a sample taken by the cutting of a regular channel over a distance, the most representative form of sample
chromite	an iron magnesium chromium aluminium oxide mineral (Fe, Mg) (Cr,Al)2O4
Cl	the chemical symbol for chloride
clastics	fragments of sediments produced by physical weathering adj. clastic
clay	particles of less than 0.0039 millimetres often but not always composed of clay minerals adj. clayey
Co	the chemical symbol for cobalt
comminution	mechanical breakdown of material into a finer form
colluvium	alluvium transported only a short distance before deposition adj. colluvial
composite sample	a sample formed by the aggregating of all or part of smaller samples
concentrate	the portion of a sample or mine production that is retained after processing
core	a continuous cylindrical sample

core drilling	a rotary drilling technique whereby a continuous cylindrical sample is produced
country rock	the rock enclosing a mineral deposit or an igneous intrusive
Cr_2O_3	the chemical symbol for chromium oxide
cross-bedding	a series of inclined bedding planes having some relationship to the direction of current flow
Cretaceous	a division of geological time from 135 to 65 million years ago
cut-off	an upper or lower limit generally of grade applied during the estimation of a resource or reserve
Cu	the chemical symbol for copper

D

delta	a deposit of sediment formed at the mouth of a river where it enters the sea
density	the mass per unit volume of a substance
deposit	a natural accumulation of material
deposition	the processes that result in the formation of deposits adj. depositional
diatreme	a breccia filled volcanic pipe
disseminated	where one material is distributed through the mass of another material
ditch sample	sample obtained from screen sorting petroleum well drill cuttings
drainage	a collective term for the rivers, streams, lakes etc by which an area is drained of rain water
drill	to produce a hole by rotary or percussive action adj. drill, drilling
dune	irregular accumulations of unconsolidated material caused by wind action

E

electron microprobe	an analytical technique that uses emitted electrons to produce X-Ray emissions
epithermal	pertaining to hydrothermal mineralisation that has taken place at shallow depth
erosion	the wearing away of the Earth's crust by physical and chemical means adj. eroded, eroding, erosional
Exploration Licence	a type of mineral tenement
extrusive	a molten rock that has been erupted on to the earth's surface syn. lava

F

facies	the environment or area or mode of origin in which a distinctive rock type was formed
fault	a fracture in rocks on which there has been movement on one of the sides relative to the other and parallel to the fracture adj. faulted syn. dislocation
faulting	the general style and arrangement of faults in an area
Fe	the chemical symbol for iron
Fe_2O_3	the chemical symbol for iron oxide, an important iron ore mineral hematite
feldspar	a member of an abundant group of rock forming silicate minerals in which calcium, sodium and potassium are in combination with aluminium adj. feldspathic
ferruginous	containing iron
fire assay	an analytical technique used for gold, silver and platinum determinations adj. fire assayed abbv. assay, assayed
fluvial	of or found in rivers adj. fluviatile
fold	a bend in a planar feature such as bedding usually resulting from deformation adj. folded
folding	the general style and arrangement of folds in an area
ft	feet
fracture	a break resulting during deformation

G

geomorphology	the study of the configuration of the Earth's surface adj. geomorphological syn. physiography
geophysics	the study of the Earth by quantitative physical methods adj. geophysical adv. geophysically
goethite	a naturally occurring iron oxide FeO(OH) adj. goethitic
grab sample	a sample collected at random from the surface
gravel	unconsolidated sediment formed by fragments greater than 2mm in diameter adj. gravelly
gravimetric	a mechanical method to differentiate minerals by their specific gravity
grind	a fine grained breakage process involving tumbling, impact and attrition adj. grinding
g/t	grams per tonne, a measurement of grade generally applied to precious metals, numerically equivalent to ppm

H

heavy mineral	those minerals having a relative density greater than around 2.9
hematite	an important iron ore mineral consisting of Fe_2O_3
host rock	a rock that contains mineralisation

I

ICP-AES	Inductively Coupled Plasma Atomic Emission Spectrometry, an analytical technique
igneous	pertaining to rocks formed by crystallisation from molten material
ilmenite	oxide of iron and titanium $FeTiO_3$
Indicated Mineral Resource	a more assured category of resource
incised	downward erosin by a stream deepening its channel
Inferred Mineral Resource	the least assured category of resource
interbedded	between two layers and a sequence of layers
iron sand	a sand composed of varying proportions of the mineral magnetite

J

JORC Code	Joint Ore Reserves Committee Code, the Australasian Code for the Reporting of Exploration Results, Mineral Resources and Ore Reserves

K

K_2O	the chemical symbol for potassium oxide
km	kilometre
km^2	square kilometre

L

lahar	pyroclastic flows on the flanks of a volcano
lava	the material excluded by a volcano
liberate	to mineral process so as to produce particles that consist only of one mineral adj. liberated
limestone	a sedimentary rock composed mainly of calcium carbonate $CaCO_3$
linear	any elongated feature on an image from aerial photography, geophysical survey, Landsat etc syn. lineament
lithology	the physical characteristics of a rock adj. lithological adv. lithologically
logs	written descriptive of drill hole cuttings
longshore drift	the process by which material is transported along the shore

M

macro	a prefix meaning large
macrofossil	a large part or fragment of preserved skeletal or shell material
mafic	pertaining to dark coloured silicate minerals that are rich in iron and magnesium and the igneous rocks in which these minerals are abundant
magma	molten rock adj. magmatic
magnetic survey	a geophysical survey made to record variations in the Earth's magnetic field syn. magnetometry
magnetite	an important iron ore mineral consisting of Fe_3O_4
MAusIMM	member of the Australasian Institute of Mining and Metallurgy
metallurgical	testwork using a mechanical or chemical process to separate metals from their ores
Mn	the chemical symbol for manganese
Mn_o	the chemical symbol for manganese oxide
marine	pertaining to the sea or ocean
matrix	the finer grained material between the coarser grains in a rock or sediment
Mesozoic	a division of geological time from 225 to 65 million years ago
Measured Mineral Resource	the most assured category of resource
meta	a prefix meaning that the rock type has undergone metamorphism
metamorphism	the mineralogical, structural and chemical changes induced within solid rocks through the actions of heat, pressure or the introduction of new chemicals adj. metamorphic, metamorphosed
MgO	the chemical symbol for magnesium oxide
micro	a prefix meaning small syn. mini
micron	1/1000 of a mm symb µm
mineral	a naturally occurring chemical compound that is a constituent of a rock or sediment
mineralisation	in economic geology the introduction of valuable elements in to a rock body or the result of such introduction adj. mineralised
mineralogy	the study of minerals adj. mineralogical
mineral processing	the science of producing valuable metals and minerals from their ores syn. metallurgy
mm	millimetre
Mo	the chemical symbol for molybdenum
model	a mathematical construct that approximates to the physical parameters of a mineral deposit syn. modelling
mudstone	an indurated mud

N

Ni	the chemical symbol for nickel

O

olivine	an olive green to brown mafic silicate mineral
ore	that part of a mineral deposit that can be economically exploited
outcrop	the surface expression of a rock layer syn. exposure

P

P	the chemical symbol for phosphorus
palaeo	a prefix relating to a past, ancient or fossil feature
Palaeozoic	a division of geological time from 590 to 248 million years ago
Pb	the chemical symbol for lead
Pd	the chemical symbol for palladium
pebble	an informal term pertaining to a relatively coarse size fraction greater than 2mm in diameter
peridotite	a coarse grained igneous rock composed chiefly of olivine
Permian	a division of geological time from 280 to 225 million years ago
phosphate	a mineral containing the PO_4 cation adj. phosphatic
photogeology	the interpretation of geological features using photography usually aerial photography adj. photogeological

physiography	the study of the configuration of the Earth's surface adj. physiographic syn. geomorphology
placer	a mineral deposit formed by physical concentration processes
plateau	a relatively flat extensive area of the Earth's surface at a higher elevation than the surrounding country
platform	that part of a continent covered by flat lying mainly sedimentary rocks
P_2O_5	the chemical symbol for phosphorus oxide
ppb	parts per billion, a measure of concentration
ppm	parts per million, a measure of concentration, numerically equivalent to g/t
prefeasibility study	a preliminary study carried out as a precursor to a feasibility study
prospectivity	the degree to which an area is judged to have the potential to contain a mineral deposit adj. prospective
provenance	the place of origin
Pt	the chemical symbol for platinum
pumice	a highly vesicular rock derived from volcanic lavas
pyroclastic	clastic rocks that result from explosive volcanic activity
pyroxene	a dark rock forming silicate mineral

Q

quartz	a very common mineral composed of silicon and oxygen SiO_2
Quaternary	a time period from 1.8 million years ago to the present

R

raised beach	a wave-cut platform which is now raised above the present sea-level
range	on a variogram, the distance over which good spatial correlation exists
Recent	a division of geological time from 10 000 years ago to the present syn. Holocene
regressive	depositional phase whereby sediments are deposited during a sea-level fall
recovery	the weight proportion of a desired element or mineral present in the feed that reports to the concentrate from a separation process
relative density	the ratio of the density of a substance divided by the density of water syn. specific gravity
residual	pertaining to mineral or sedimentary deposits that have formed by the removal of much of the original material by erosion or weathering
resource	quantitative estimate of material in a mineral deposit that is potentially exploitable at a profit

S

S	the chemical symbol for sulphur
sample	collected material that is intended to be representative of a larger body of material
sampling	the processes by which samples are obtained
sampling program	an exploration technique whereby samples are obtained
sand	unconsolidated sediment formed by fragments between 0.06 and 2.0 mm in diameter adj. sandy
sandstone	a sedimentary rock usually composed essentially of sand sized grains
satellite imagery	imagery of the Earth's surface taken from a satellite
Sb	the chemical symbol for antimony
screen	a device used to separate materials by size adj. screening syn. sieve
screened sample	a sample where a particular size fraction is collected typically less than a certain screen mesh aperture syn. sieved sample
sediment	solid material whether mineral or organic that has been moved from its position of origin and redeposited adj. sedimentary
seismologically	pertaining to Earth movements such as earthquakes
SEM	Scanning Electron Microscope, an instrumented computerised process to determine mineral proportions
shale	a laminated sedimentary rock in which most particles are clay size adj. shaley
shelf	a depositional environment for marine sediments on the margins of a basin
silica	silicon dioxide SiO_2 adj. siliceous

silicate	a mineral containing silica
silt	unconsolidated sediment formed by fragments between 0.0039 and 0.06 millimetres in diameter adj. silty
siltstone	a sedimentary rock usually composed essentially of silt sized grains
sinter	a chemical sedimentary rock deposited from hot volcanic springs
SiO_2	the chemical symbol for silicon dioxide
size	the splitting of a material in to particles of different size ranges adj. sized
sizing	the processes by which materials are sized
slime	particles of less than 44 microns
SO_3	the chemical symbol for sulphur trioxide and commonly referred to as sulphite
specific gravity	a term for density
split	in sampling core, the lengthwise splitting of core fragments with one part being sampled and the other part being retained for reference
sq.km	square kilometre
strand lines	palaeo beach lines
stratavolcano	a volcano that is constructed of alternating layers of lava and pyroclastic deposits
stratigraphy	the general arrangement and types of beds in a sedimentary sequence adj. stratigraphic, stratified syn. bedding
structure	the general arrangement of rock masses in an area resulting from folding, faulting etc adj. structural adv. structurally
superficial	pertaining to the surface of the Earth syn. surficial

T

Ta	the chemical symbol for tantalum
tectonism	the major structural processes forming faults and folds in the earth's crust adj. tectonic adv. tectonically
Tertiary	a division of geological time from 65 to 1.8 million years ago
testwork	the experimental testing of a sample, and in mineral processing the experimental benefication of a sample
TiO_2	the chemical symbol for titanium oxide
titaniferous	containing titanium oxide
titanium	a singular element/rare metal that forms oxides and has the symbol Ti
titanomagnetite	magnetite mineral containing titanium oxide
trace element	an element present in small quantities in a mineral or deposit
transport	the movement of material by natural means adj. transported
transgressive	depositional phase whereby sediments are deposited during a sea-level rise
trial mining	small scale mining carried out as a precursor to possible full scale mining
tuff	a volcanoclastic rock adj. tuffaceous

U

ultrabasic/ultramafic	pertaining to the igneous rocks in which mafic minerals predominate
UTM	the Universal Transverse Mercator coordinate system is a grid-based method of specifying locations on the surface of the Earth
unconformity	a significant line of interruption, discordance or discontinuity in a sequence of rocks

V

VALMIN Code	the Code and Guidelines for Technical Assessment and Valuation of Mineral and Petroleum Assets and Securities for Independent Expert Reports
V_2O_5	the chemical symbol for vanadium oxide
volcano	a vent where magma reaches the Earth's surface
volcanoclastic	pertaining to a clastic rock with a high proportion of volcanic derived material
volcanogenic	formed by processes directly connected with volcanism
volcanics	pertaining to a rocks originating from the activities of volcanoes

W

weathering	a process of change to rocks brought about by their exposure to oxygen and water adj. weathered

X

XRF	X-ray Fluorescence Spectrometry X adj. X-ray Fluorescence

Z

Zn	the chemical symbol for zinc
zircon	A zirconium silicate mineral $ZrSiO_4$
Zr	the chemical symbol for zirconium

Stantons International Pty Ltd trading as
Stantons International Securities
ABN 41 103 088 697 AFS Licence No. 319600

LEVEL 1, 1 HAVELOCK STREET
WEST PERTH WA 6005, AUSTRALIA
PH: 61 8 9481 3188 • FAX: 61 8 9321 1204
www.stantons.com.au

28 April 2010

The Directors
Mayan Iron Corporation Limited
Level 1, 16 Ord Street
WEST PERTH WA 6005

Dear Sirs

RE: INVESTIGATING ACCOUNTANT'S REPORT

1. Introduction

This report has been prepared at the request of the Directors of Mayan Iron Corporation Limited ("Mayan" or "the Company") for inclusion in a Prospectus to be dated on or around 28 April 2010 ("the Prospectus") relating to the proposed issue by Mayan of 12,500,000 shares to be issued at a price of 20 cents per share to raise $2,500,000.

2. Basis of Preparation

This report has been prepared to provide investors with information on historical results, the condensed statement of financial position (balance sheet) of Mayan and the pro-forma condensed consolidated statement of financial position of Mayan as noted in Appendix 2. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial reports in accordance with the Corporation Act 2001. This report does not address the rights attaching to the securities to be issued in accordance with the Prospectus, nor the risks associated with the investment. Stantons International Securities has not been requested to consider the prospects for the Mayan Group, the securities on offer and related pricing issues, nor the merits and risks associated with becoming a shareholder and accordingly, has not done so, nor purports to do so. Stantons International Securities accordingly takes no responsibility for those matters or for any matter or omission in the Prospectus, other than responsibility for this report. Risk factors are set out in Section 9 of the Prospectus.

3. Background

Mayan was incorporated on 17 April 2009 as Maya Iron Corporation Pty Ltd with an issued capital of one share and changed its name to Mayan Corporation Pty Ltd in April 2009. The Company issued a total of 102,000,000 shares to directors and promoters at a deemed value of $900,000 in lieu of partial repayment in cash, following an assumption by the Company of a debt of $1,250,000 comprising funds which were advanced in 2008 and 2009 to finance the application by Tikal Minerals S.A. (refer below) for mineral sands reconnaissance licences ("RL's") in Guatemala. The amount of the shares issued representing $900,000 was adjusted off the loan account of $1,250,000 with Technical & Administrative Services Pty Ltd, a company associated with Elisha Lamb, a former director of Mayan. The balance of the assumed debt of $350,000 has been was settled as at 30 March 2010 by the issue of 1,750,000 shares at a deemed issue price of 20 cents per share (it was initially repayable in cash at the earliest of 30 days after achieving an ASX listing or 30 June 2011). A further 23,000,000 shares were issued to 5 parties involved in promotion of the Company at 0.0001 cents each to raise $230.

In July 2009, the Company' shareholders approved an alteration to its Constitution, its status to a public company and changing its name to Mayan Iron Corporation Limited and changed its Constitution. The change of name was ratified by ASIC in September 2009. A further 5,200,000 shares were issued to Bruce Richardson, a director of the Company for $520. In July 2009 the Company issued 24,000,000 shares at 5 cents each to seed investors to raise $1,200,000 and at the end of August 2009, 15,500,000 shares at 10 cents to raise a gross $1,550,000. To late January 2010, some of the existing shareholders subscribed

for further shares at a total cost of $1,954.90 and thus prior to the 5.5 consolidation of capital, the number of shares on issue increased to 365,190,001. On 22 February 2010, the shareholders approved a 5.5 for 1 consolidation of capital so that the number of shares on issue was reduced to 66,398,183 (prior to the issue of 1,750,000 shares as noted above). Post 22 February 2010 and to 20 April 2010, the Company raised a further $600,000 by issuing 6,000,000 shares at 10 cents each to new seed investors. As at 16 April 2010, the number of shares on issue totals 74,148,183.

With effect in June 2009 Mayan, (via a share sale letter agreement which was executed this year by Tikal Minerals Inc, a company controlled by promoters of the Company), acquired a subsidiary named Tikal Minerals S.A. ("Tikal") incorporated in Guatemala in Cental America for $1 and the assumption of the debt of $1,250,000 noted above. Since Mayan acquired Tikal, Tikal has applied for various mineral titles in Guatemala that are considered by the Board to be prospective for iron mineral sands. To 19 April 2010, 3 of the exploration licences have been granted, 7 exploration licences have been applied for and 3 reconnaissance licences remain in the application stage.

The Company in August 2009 entered into a consultancy services contract with Richardson Business Consultants Pty Ltd, a company associated with Bruce Richardson who is a director of Mayan to provide the services of Bruce Richardson as the Chief Executive Officer of Mayan. The basic terms are to be an initial fee in the first 12 months of $179,850 (exclusive of GST) for an initial term commencing 1 July 2009 for three years. The fee increases annually by CPI. Three months fees are payable in the event that the contract is terminated by Mayan.

In May 2009, 9,000,000 share options were granted to the then three Directors of the Company (3,000,000 each) however these share options were subsequently cancelled and replaced with 3,524,892 share options to the directors and a former director to reflect the share consolidation noted above. The share options are exercisable at 20 cents each, on or before 31 May 2016. All of the 3,524,892 share options granted to the parties have been valued by the Company assuming an IPO price of 20 cents, a term of approximately 6 years for the share options, a risk free interest rate of 5%, a volatility factor of 50% and a discount for the risk that the IPO would not be successful or would be delayed past June 2010 and a discount for the non listed status of the share options. The total of the discounts was 50%. The 20 cent director options have a total value of $193,869 (approximately 5.5 cents per option). The value of the share options and an expense of such amount will be taken up in the Statement of Comprehensive Income (Income Statement) in the period ended 30 June 2010 (and a corresponding credit to an Option Reserve). The unaudited 16 April 2010 accounts disclosed in this IAR have disclosed the $193,869 expense on the basis that the share options have been issued at that date.

Potential investors should read the Prospectus in full that includes an Independent Geologist's Report and an Independent Solicitor's Report. We make no comments as to ownership or values of the current and proposed mineral tenement interests of the Mayan Group. Further details on all significant contracts entered into by the Company since incorporation are referred to in the Material Contracts Section 10.4 and the Independent Solicitor's Report Section 7 of the Prospectus.

4. Scope of Examination

You have requested Stantons International Securities to prepare an Independent Accountant's Report on:

a) the consolidated results (statement of comprehensive income) of Mayan from 17 April 2009 to 16 April 2010;
b) the consolidated statement of financial position of Mayan as at 16 April 2010; and
c) the consolidated pro-forma statement of financial position of Mayan at 16 April 2010 adjusted to include funds to be raised by the Prospectus and the completion of transactions referred to in note 2 of Appendix 3.

All of the financial information referred to above has not been audited however has been subject to audit review. The Directors of Mayan are responsible for the preparation and presentation of the historical and pro-forma financial information, including the determination of the pro-forma transactions. We have however examined the financial statements and other relevant information and made such enquiries, as we considered necessary for the purposes of this report. The scope of our examination was substantially less than an audit examination conducted in accordance with Australian Auditing Standards and accordingly, we do not express such an opinion. Our examination included:

a) Discussions with directors and other key management of Mayan;
b) Review of contractual arrangements;
c) A review of publicly available information; and
d) A review of work papers, accounting records and other documents.

5. Opinion

In our opinion, the pro-forma condensed consolidated statement of financial position as set out in Appendix 2 presents fairly, the pro-forma consolidated statement of financial position of Mayan as at 16 April 2010 in accordance with the accounting methodologies required by Australian Accounting Standards on the basis of assumptions and transactions set out in Appendix 3. No opinion is expressed on the historical results and statements of financial position, as shown in Appendix 1, except to state that nothing has come to our attention which would require any further modification to the financial information in order for it to present fairly, the statements of financial position as at 16 April 2010 and the results of the period identified.

To the best of our knowledge and belief, there have been no other material items, transactions or events subsequent to 16 April 2010 that have come to our attention during the course of our review which would cause the information included in this report to be misleading.

6. Other Matters

At the date of this report, Stantons International Securities or Stantons International do not have any material interest in Mayan either directly or indirectly, or in the outcome of the offer. Stantons International was appointed as auditors of Mayan in June 2009. Stantons International Securities and Stantons International were not involved in the preparation of any other part of the Prospectus, and accordingly, make no representations or warranties as to the completeness and accuracy of any information contained in any other part of the Prospectus. Stantons International Securities consents to the inclusion of this report (including Appendices 1 to 3) in the Prospectus in the form and content in which it is included. At the date of this report, this consent has not been withdrawn.

Yours faithfully
STANTONS INTERNATIONAL SECURITIES

J P Van Dieren - FCA
Director

APPENDIX 1
UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Mayan Consolidated 17 April 2009 to 16 April 2010 $
Interest income	18,524
General, consulting and administration costs	(110,055)
Management and legal costs	(228,153)
Exploration costs written off	(1,785,159)
Depreciation	(1,000)
Share option costs	(193,869)
International travel and other travel costs	(96,609)
Net (loss) before tax	(2,396,319)
Income tax expense attributable to net loss	-
Net (loss) after tax	**(2,396,321)**

APPENDIX 2
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	Note	Mayan Consolidated 16 April 2010 $	Pro-forma Mayan Consolidated 16 April 2010 $
Current Assets			
Cash assets	3	2,318,132	4,283,380
Receivables	4	180,871	18,201
Total Current Assets		2,499,003	4,301,581
Non Current Assets			
Investments	5	-	
Fixed assets	2	6,673	5,673
Total Non Current Assets		6,673	5,673
Total Assets		2,505,676	4,307,254
Current Liabilities			
Trade and other payables	6	135,422	-
Total Current Liabilities		135,422	-
Non Current Liabilities			
Owing to Mayan	5,13	-	-
Total Non Current Liabilities		-	-
Total Liabilities		135,422	-
Net Assets		**2,307,254**	**4,307,254**
Equity			
Issued capital	7	4,572,706	6,585,076
Option Reserve	8	193,869	193,869
Accumulated losses	9	(2,396,321)	(2,472,321)
Total Equity		**2,370,254**	**4,307,254**

APPENDIX 3

NOTES TO THE UNAUDITED CONDENSED STATEMENT OF COMPREHENSIVE INCOME AND CONDENSED STATEMENTS OF FINANCIAL POITION

1. Statement of Significant Accounting Policies

(a) Basis of Accounting

The unaudited condensed Consolidated Statement of Comprehensive Income and unaudited condensed Consolidated Statements of Financial Position have been prepared in accordance with applicable accounting standards, the Corporations Act 2001 and mandatory professional reporting requirements in Australia (including the Australian equivalents of International Financial Reporting Standards) and we have made such disclosures as considered necessary. They have also been prepared on the basis of historical cost and do not take into account changing money values. The accounting policies have been consistently applied, unless otherwise stated. The financial statements have been prepared on a going concern basis that is dependent on the IPO being successful and/or the Company raising additional seed capital to continue in business.

(b) Income Tax

The charge for current income tax expense is based on the profit for the year adjusted for any non assessable or disallowed items. It is calculated using tax rates that have been enacted or are substantially enacted as at balance date. Deferred tax is accounted for using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxation profit or loss. Deferred income tax assets are recognised to the extent that it is probable that the future tax profits will be available against which deductible temporary differences will be utilised. The amount of the benefits brought to account or which may be realised in the future is based on the assumption that no adverse change will occur in the income taxation legislation and the anticipation that the economic unit will derive sufficient future assessable income to enable the benefits to be realised and comply with the conditions of deductibility imposed by law.

(c) Exploration, Evaluation and Development Expenditure

Exploration, evaluation costs and acquisition costs are expensed as incurred.

(d) Plant and Equipment

Each class of property, plant and equipment is carried at cost or fair value, less where applicable, any accumulated depreciation and impairment losses. The carrying amount of the plant and equipment is reviewed annually by the Directors to ensure it is not in excess of the recoverable amount of these assets. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from the assets employed and their subsequent disposal. The expected net cash flows have been discounted to their present value in determining recoverable amounts.

Depreciation

The depreciable amount of all fixed assets including buildings and capitalised leased assets, but excluding freehold land, is depreciated on a straight line basis over their useful lives to the Company commencing from the time the asset is held ready for use. The asset's residual value and useful lives are reviewed and adjusted if appropriate, at each balance sheet date.

An asset's carrying value is written down immediately to its recoverable amount if the asset's carrying value is greater than the estimated recoverable amount. Gains and losses on disposal are determined by comparing proceeds with the carrying amount. These gains and losses are included in the income statement.

(e) Trade and other accounts payable

Trade and other accounts payable represent the principal amounts outstanding at balance date, plus, where applicable, any accrued interest.

(f) Recoverable Amount of Non Current Assets

The carrying amounts of non-current assets are reviewed annually by Directors to ensure they are not in excess of the recoverable amounts from those assets. The recoverable amount is assessed on the basis of the expected net cash flows, which will be received from the assets employed and subsequent disposal. The expected net cash flows have been or will be discounted to present values in determining recoverable amounts.

(g) Operating Revenue

Revenue represents interest received and reimbursements of exploration expenditures.

(h) Issued Capital

Ordinary Shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds. Incremental costs directly attributable to the issue of new shares or options, or for the acquisition of a business, are included in the cost of the acquisition as part of the purchase consideration.

(i) Principles of Consolidation

The consolidated financial statements comprise the financial statements of Mayan Iron Corporation Limited and its subsidiary ("the Group"). The financial statements of the subsidiary are prepared for the same reporting period as the parent company, using consistent accounting policies.

Adjustments are made to bring into line any dissimilar accounting policies that may exist. All intercompany balances and transactions, including unrealised profits arising from intra-group transactions, have been eliminated in full. Unrealised losses are eliminated unless costs cannot be recovered. Subsidiaries are consolidated from the date on which control is transferred to the Group and cease to be consolidated from the date on which control is transferred out of the Group. Where there is loss of control of a subsidiary, the consolidated financial statements include the results for the part of the reporting period during which Mayan Iron Corporation Limited has control.

(j) Employee benefits

Provision is made for employee benefits accumulated as a result of employees rendering services up to the reporting date. These benefits include wages and salaries, annual leave, and long service leave.

Liabilities arising in respect of wages and salaries, annual leave and any other employee benefits expected to be settled within twelve months of the reporting date are measured at their nominal amounts based on remuneration rates which are expected to be paid when the liability is settled. All other employee benefit liabilities are measured at the present value of the estimated future cash outflow to be made in respect of services provided by employees up to the reporting date. In determining the present value of future cash outflows, the market yield as at the reporting date on national government bonds, which have terms to maturity approximating the terms of the related liability, are used.

(k) Critical accounting estimates and judgements

The Directors evaluate estimates and judgements incorporated into the financial report based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the group.

(l) Share Based Payments

The Group provides benefits to employees (including Directors) of the Group in the form of share-based payment transactions, whereby employees render services in exchange for shares or rights over shares ("equity-settled transactions"). The cost of these equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an internal valuation using Black-Scholes or Binomial option pricing models.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award ("vesting date"). The cumulative expense recognised for equity-settled transactions at each reporting date until vesting date reflects (i) the extent to which the vesting period has expired and (ii) the number of awards that, in the opinion of the directors of the Group, will ultimately vest. This opinion is formed based on the best available information at balance date. No adjustment is made for the likelihood of market performance conditions being met as the effect of these conditions is included in the determination of fair value at grant date. No expense is recognised for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition. Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award, and designated as a replacement award on the date that it is granted, the cancelled and new award are treated as if they were a modification of the original award.

2. ACTUAL AND PROPOSED TRANSACTIONS TO ARRIVE AT PRO-FORMA UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

Actual and proposed transactions adjusting the 16 April 2010 unaudited Condensed Statement of Financial Position of Mayan in the pro-forma condensed consolidated Statement of Financial Position of Mayan are as follows:

(a) the issue of a minimum of 12,500,000 shares at 20 cents each to raise a gross $2,500,000 pursuant to the Prospectus;
(b) the payment of $135,422 accounts payable of Mayan and Tikal;
(c) the payment of further expenses of the Prospectus Issue totalling an estimated $324,330 and the expensing of such costs and the prepaid capital raising costs of $162,670 against share equity; and
(d) the incurring of additional group administration and other costs of say $75,000 and $1,000 of depreciation costs.

	Note 2	Unaudited Consolidated Mayan 16 April 2010 $	Unaudited Consolidated Mayan Pro-forma 16 April 2010 $
3. Cash Assets			
The movements in cash assets are as follows:			
Unaudited 16 April 2010		2,318,132	2,318,132
Issue of shares pursuant to the Prospectus	(a)	-	2,500,000
Payment of payables	(b)	-	(135,422)
Prospectus issue costs	(c)	-	(324,330)
Administration costs	(d)	-	(75,000)
		2,318,132	**4,283,380**
4. Receivables			
GST receivable/other		18,201	18,201
Prepaid capital raising costs		162,670	162,670
Less: Transfer to share equity	(c)		(162,670)
		180,871	**18,201**
5. Investments			
Shares in wholly owned subsidiary			
Tikal Minerals S.A.		1	1
		1	1
Less eliminated on consolidation		(1)	(1)
		-	-
Loans to Tikal Minerals S.A.		-	-
Less eliminated on consolidation		-	-
	-	-	
Total Investments		**-**	**-**

The Company is to finance the operations of Tikal and thus Tikal will have unsecured borrowings from Mayan that are interest free and at call. The ability for Tikal to repay debts due to Mayan (and other parties) will be dependent on the commercialisation of the mining assets owned by the subsidiary. Losses may be incurred by the subsidiary and provisions raised against the loans due by the subsidiary to Mayan in the books of Mayan.

6. Trade and other payables			
Trade and other payable		135,422	135,422
Less: Payment of payables	(d)	-	(135,422)
		135,422	**-**
7. Issued Capital			
74,148,183 shares as at 16 April 2010		4,602,076	4,602,076
12,500,000 shares pursuant to the Prospectus	(a)	-	2,500,000
		4,602,076	7,102,706
Less: estimated share issue costs	(c)	(30,000)	(517,000)
Pro-forma (86,648,183 shares)		**4,572,706**	**6,585,076**

	Note 2	Unaudited Consolidated Mayan 16 April 2010 $	Unaudited Consolidated Mayan Pro-forma 16 April 2010 $
8. Option Reserve			
Expensing of share options			
Expensing of share options issued		193,869	193,869
		193,869	**193,689**

Refer the Background Section 3 of this report for details on the share options issued and assumptions made in valuing the share options. As at 16 April 2010 there were 3,524,892 share options exercisable at 20 cents each, on or before 31 May 2016.

The Company proposes to make an issue of share options to all shareholders registered with the Company approximately 12 weeks after achieving an ASX listing. Such share options will be issued at 1 cent each and be exercisable at 20 cents each, on or before 2 years from the date of the ASX listing. The offer will be on the basis of three new share options for every four shares held at the record date.

9. Accumulated Losses			
Balance 16 April 2010		2,396,321	2,396,321
Administration and depreciation costs	(d)	-	76,000
		2,396,321	**2,472,321**

10. Contingent Liabilities and Commitments

Based on discussions with the Directors and legal advisors, to our knowledge, the Company has no other material commitment or contingent liabilities not otherwise disclosed in this Investigating Accountant's Report (refer Background section 3) and in the Prospectus. The Company has entered into a non binding Memorandum of Understanding with a Chines company, for the Chinese company to acquire up to 70% of production of iron mineral sands from the Guatemala prospects. Investors should read the Independent Solicitor's Report and the Independent Geologist's Report for further possible contingencies and commitments. A number of tenements may be subject to royalty payments on production of minerals.

For details on proposed exploration commitments on mineral tenements, refer to the Independent Geologist's Report in the Prospectus and sections 2.8 and 2.9 of the Prospectus.

11. Rental Of Premises Commitments

The Company has an informal arrangement to sub lease premises at the rate of approximately $4,020 per month. There is no fixed term. The Company may seek new premises following a successful public listing and plans to rent premises in Guatemala in the next few months.

12. Management Agreements

A summary of the financial details on the consultancy services agreement with a company associated with Mr Bruce Richardson is outlined in the Background Section of this report and/or in the Material Contracts Section 10.4 of the Prospectus.

28 April 2010
The Board of Directors
Mayan Iron Corporation Limited
Level 1, 16 Ord Street
West Perth WA 6005
Australia

Dear Sirs,

Prospectus to be dated on or about 27 April 2010 ("Prospectus")

This Report is prepared for inclusion in a Prospectus to be issued by Mayan Iron Corporation Limited ("Company") for the issue of 12,500,000 fully paid ordinary shares at $0.20 each in the Company to raise up to $2,500,000 by way of an initial public offer. The Report concerns three granted Exploration Licences, seven applications for Exploration Licences and three applications for reconnaissance licences in Guatemala ("Tenements") summarised in Schedule 1 to this Report. This Report also contains a summary of the material contracts relevant to the Tenements and explains how the Company has acquired control over the Tenements, in Schedule 2 ("Material Contracts Summary").

Assumptions and Conclusion
For the purpose of this Report, information concerning the Tenements provided by the Company's legal advisers in Guatemala has been reviewed and considered. As a result of enquiries raised, but subject to the assumptions and qualifications set out in this Report, the details of the Tenements included in this Report are accurate as to their status and the Company's interest; and where an application for a Tenement has been lodged, details included in this Report are accurate, assuming the following:

1. the accuracy and completeness of the information obtained from the Company's legal advisers in Guatemala;
2. the accuracy and completeness of information which has been provided by the Company;
3. compliance by the Company with the terms and conditions of the relevant legislation in Guatemala and any applicable agreements;
4. the accuracy and completeness of any instructions, documents and information given by the Company or any of its officers, agents or representatives;
5. in relation to any application for the grant of a Tenement, that there is no certainty that the application will be granted;
6. compliance with the requirements necessary to maintain a tenement in good standing unless non compliance is reported by the Company's Guatemalan legal adviser;

In relation to the Material Contracts the assumptions made in compiling this Report are that they:

1. have been duly executed and have been, or are, in the course of being stamped and lodged in compliance with the legislation of Guatemala;
2. execution and seals and signatures are authentic;
3. all of the Material Contracts are within the capacity and powers of, and have been validly authorised, executed and delivered by and are binding on each of the parties to them;
4. the Material Contracts comprise the entire agreement of the parties with respect to the subject matter of the Material Contract; and
5. each party to the Material Contracts had, and has full corporate power and authority to observe and perform all of its obligations under the Material Contracts.

Hilary Macdonald
Corporate & Resources Lawyer

T +61 (0) 414 715 902
E hilary@macdonaldlegal.com.au
A Suite 29, 18 Stirling Highway, Nedlands, WA 6009, Australia
W www.macdonaldlegal.com.au

General Background to mining legislation in Guatemala

Exploration and mining for minerals in Guatemala is regulated by Congress Decree 48-97 ("Decree") which is administered by the General Directorate of Mining, in Guatemala ("GDM"), under the Ministry of Energy and Mines. The GDM is responsible for administration of a centralised tenure registration system, central to which is the Mining Rights Registry which is generally speaking available for public inspection online, with some exceptions.

In addition, the National Commission of the Environment and the National Council of Protracted Areas has jurisdiction over exploration and mining in Guatemala.

Examples of tenure capable of being granted under Decree include:

(a) reconnaissance licences under Article 21 of the Decree,

(b) Exploration Licences under Article 24 of the Decree, and

(c) mining exploitation licences under Article 27 of the Decree.

Reconnaissance Licence

Reconnaissance licences allow the holder an exclusive right to identify and locate possible areas for exploration within the boundaries granted which may be no less than 500km^2 and no more than 3,000km^2. Field work must be commenced within 30 days of grant of the licence. The initial term is six months with the possibility of applying for one more term of six months.

There is no minimum expenditure requirement which the licence holder must comply with in relation to the reconnaissance activities.

The licence holder must immediately inform the GDM if any minerals different to those for which the licence was granted are found.

Within three months of completing each reconnaissance activity on the licence, the licence holder must file a report signed by a qualified registered professional geologist or mining engineer and the licence holder's legal adviser, with details of the name and association of minerals found in the area, the location of possible deposits, a description of the work carried out with reference to maps and plans, the amount of expenditure incurred, and confirmation that compensation has been paid to third parties in relation to damage and disruption caused to them by the licence holder in conducting the activities. This report is placed on the public record and is made available for any person to review in person.

Exploration Licence

Exploration Licences allow the holder an exclusive right to locate, study, analyse and evaluate deposits within the boundaries granted, which may be no more than 100km^2. When an application for an exploration licence is submitted a work plan is required to be lodged according to guidelines imposed by the GDM. The exploration licence holder is required to commit to performing the work set out in the lodged work plan. There are no consequences for changing the work plan or failing to carry out the lodged work plan. An annual payment is also required to be made to the GDM based on the size of the exploration licence area, within the first month of the exploration year. The initial term is three years with the possibility of applying for two more terms of two years each, reducing the size of the licence area by 50% on each renewal.

Mining Exploitation Licence

Mining exploitation licences allow the holder an exclusive right to develop the deposits within the boundaries granted. When an application for mining exploitation licence is submitted a work plan is required to be lodged according to guidelines imposed by the GDM. The licence holder is required to commit to performing the work set out in the lodged work plan. An annual payment is also required to be made to the GDM based on the size of the exploration licence area, in January of each exploitation year. There are no consequences for changing the work plan or failing to carry out the lodged work plan. The initial term is 25 years with the possibility of applying for one more term of 25 years

In relation to all three categories of tenure:

(a) the subsoil depth is limited although the extent of limitation is fixed by the GDM according to the type of minerals concerned, as a result of a ruling in April 2008 by the Constitutional Court of Guatemala removing the original statutory confirmation that reconnaissance licences included rights "to unlimited depth in the subsoil".

(b) Rights of way granted by the Constitution of Legal Rights of Way may be accessed by title holders to undertake the works and installations necessary for exploration and mining activities on the ground affected by the right of way, to use the right of way area for inspection, maintenance, repair and modification of facilities, and to allow for the construction of dams, conducting channels, spillways, classifiers, reservoirs, pressure chambers, pipes, drainage channels, excavations, bore holes, access roads and all other works required to conduct the exploration and mining activities.

(c) Article 81 of the Decree specifically requires that exploration and mining activities must avoid waste and destructive practices.

(d) The application process for reconnaissance and Exploration Licences involve a number of steps administered by the GDM to assess whether there are any other licences granted over the same area, to approve the work plan which is required to be lodged with the application, to ensure that the applicant is not a defaulting debtor of the State, following which the title is issued. This process usually involves about 6 to 8 months from the date the application is lodged with the Ministry of Energy and Mines assuming no objections are raised during the process.

(e) The application for mining exploitation licences also involves the GDM conducting a field inspection to determine whether the ore the subject of the licence application exists, and to consider the buildings in the area which may be affected by the mining activities in relation to that deposit. In addition, an environmental impact study must be filed for approval by the Ministry of Environment and Natural Resources.

Prior to grant of the mining exploitation licence the Ministry of Energy and Mines publishes the intention to issue the licences in major newspapers throughout Guatemala allowing a 15 day period during which any person may oppose the grant of tenure under Article 46 of the Decree, and under Convention 169 of the International Labour Organisation typically invoked by indigenous groups in claiming rights generally in Guatemala.

Objections must be based on any prejudice that could be caused by an application, and are considered by the GDM and possibly by the Supreme Court of Justice, with the possible consequence being that the application may be modified by restricting the physical boundaries of the tenure, and noting the restriction on the issued licence document.

This right of objection also applies to reconnaissance and Exploration Licences for any person who wishes to lodge an objection.

Assuming the applicant is not a debtor of the State and no objections are raised during the 15 day publication period the title is then issued by the Ministry of Energy and Mines. This process usually involves about 12 months from the date the application is lodged with the Ministry of Energy and Mines, assuming no objections are raised during the process.

(f) Once granted, objections to tenure cannot be raised by objecting parties.

(g) Applications are received and considered in priority to applications lodged subsequently.

(h) Reconnaissance licence holders have priority over all other applicants for an exploration licence or licences over the area of the reconnaissance licence, provided the application is lodged before expiry of the reconnaissance licence.

(i) Exploration licence holders have priority over all other applicants for a mining exploitation licence or licences over the area of the exploration licence provided the application is lodged before expiry of the exploration licence.

(j) Landowners or indigenous groups cannot claim rights to minerals or otherwise contest the State ownership of minerals, under article 121 of the Constitution of Guatemala and Article 8 of the Decree. Citizens of Guatemala have no priority as applicants over foreign applicants for tenure under the Decree.

(k) The work plan submitted with applications for Exploration Licences and mining exploitation licences is intended to be adhered to and carried out within the term for which the licence was granted. However, there are no consequences for failure to do so, because the GDM accepts that applicants change their intentions and will therefore change their work plans from the work plans which were originally submitted with the application.

Ministerial approval is necessary for all transfers of tenure granted under the Decree. Partial transfers involve the existing holder waiving its rights over the tenure to be transferred and a fresh application lodged by the "transferee" in relation to that area.

(l) Tenure renewals are possible by application before the term expires.

(m) Tenure is granted subject to various conditions prescribed by the GDM. The conditions regulate the payment of rent and expenditure and also reporting requirements. Additional conditions may also be imposed, such as those to address environmental issues.

Tenure owned by the Company

Three Exploration Licences were granted to Tikal Minerals S.A. in 2009 for a period of 3 years, subject to the right of renewal for on two occasions for a further term of 2 years each as described above, with a mandatory 50% reduction on each renewal.

In addition, 7 exploration licence applications in relation to prospective iron sand deposits and 3 reconnaissance licence applications are currently being considered by the Ministry of Energy and Mines. Details of the granted licences and the applications are set out in the Schedule 1 to this Report.

Tikal Minerals S.A. is a company incorporated in Guatemala, and a 100% subsidiary of the Company as a result of the acquisition in 2009 of all the issued shares in Tikal Minerals S.A. from Tikal Minerals Inc, a company incorporated in Panama. Both companies were incorporated as a result of loan funds being advanced by Australian individuals including promoters and related parties of the Company. A summary of the material terms of this agreement is set out in Schedule 2 to this Report.

Reliance on this Report

This Report is provided solely for the benefit of the Company and the directors of the Company in connection with the issue of the Prospectus. It cannot be relied on by others or be disclosed or reproduced in whole or in part without prior written consent.

Consent to being named in this Prospectus as the author of this Report and for inclusion of this Report in the Prospectus has been given and has not before the lodgement of the Prospectus been withdrawn, as at the date of this Report.

The Company agrees to pay professional fees for the preparation of this Report and related matters pursuant to retainer terms and described in the Prospectus.

Yours faithfully

Hilary Macdonald

Hilary Macdonald
Corporate and Resources Lawyer
www.macdonaldlegal.com.au

SCHEDULE 1: TENEMENT SCHEDULE

Tenement number	Registered holder	Date of Grant or application	Expiry Date
Granted Exploration Licences			
Paraiso Oeste SEXR-036-09	Tikal Minerals S.A.	6 October 2009	6 October 2012
Porvenir Central SEXR-037-09	Tikal Minerals S.A.	6 October 2009	6 October 2012
Progreso Este SEXR-038-09	Tikal Minerals S.A.	6 October 2009	6 October 2012
Applications for Exploration Licences			
Suquite SEXR-041-09	Tikal Minerals S.A.	4 August 2009	Not Applicable
Genova SEXR-030-09	Tikal Minerals S.A.	16 July 2009	Not Applicable
Las Malicias SEXR-042-09	Tikal Minerals S.A.	4 August 2009	Not Applicable
Cuyuta SEXR-028-09	Tikal Minerals S.A.	7 July 2009	Not Applicable
El Milagro SEXR-029-09	Tikal Minerals S.A.	16 July 2009	Not Applicable
El Pilar SEXR-040-09	Tikal Minerals S.A.	4 August 2009	Not Applicable
El Calvario SEXR-039-09	Tikal Minerals S.A.	4 August 2009	Not Applicable
Applications for Reconnaissance Licences*			
San Miguel (or "Uriel") SR-01-09	Tikal Minerals S.A.	19 August 2009	Not Applicable
San Gabriel SR-02-09	Tikal Minerals S.A.	19 August 2009	Not Applicable
San Rafael (or "Onice") SR-03-09	Tikal Minerals S.A.	19 August 2009	Not Applicable

SCHEDULE 2: SUMMARY OF MATERIAL CONTRACTS

The Company acquired control of the Tenements as a result of the acquisition of Guatemalan company, Tikal Minerals S.A., from Panamanian company Tikal Minerals Inc. Tikal Minerals S.A. was the registered applicant for reconnaissance licences in Guatemala at the effective date of the acquisition by the Company. Both Tikal Minerals S.A. and Tikal Minerals Inc were incorporated in 2008 a week apart under the instructions of two promoters of the Company, Alan Burns and Ron Wise, who were based in Western Australia at the time of the acquisition. The incorporation costs and all prior work conducted in relation to the reconnaissance licence applications were funded by interest free loan advances of $1,250,000 made at the request of Alan Burns by various parties in Australia known to Alan Burns and Ron Wise ("Australian Vendors").

The Company paid $1 to Tikal Minerals Inc for all the issued shares in Tikal Minerals S.A. The acquisition was conditional on the Company covenanting direct with the Australian Vendors to assume the obligation to repay the debt of $1,250,000. The respective material agreements are detailed below.

Share Sale Agreement
During 2009, the Company entered into a verbal agreement to acquire all the issued shares in Tikal Minerals S.A. legally and beneficially owned by Tikal Minerals Inc for $1, resulting in delivery of executed endorsements to the share certificates on 3 June 2009 effectively transferring legal and beneficial ownership of Tikal Minerals S.A. from Tikal Minerals Inc to the Company. On 19 March 2010 the Company entered into a share sale agreement with Tikal Minerals Inc to formalise this arrangement and to ensure that usual and appropriate warranties and representations were received from Tikal Minerals Inc in relation to the history of Tikal Minerals S.A., its assets, liabilities and other information customarily requested in such transactions. The Company has received advice from a legal adviser in Guatemala independent of the Company and the Australian Vendors to the effect that the share sale agreement offers usual and appropriate warranties and other terms expected, for the benefit of the Company.

Assumption of Obligation to repay debt of $1,250,000 ("Loan")
On or about 5 June 2009, the Company entered into identical agreements with the Australian Vendors to assume the obligation to repay the Loan advanced to Alan Burns for the purpose of funding preliminary drilling and other preparatory work to set up the corporate structure of the applicant for reconnaissance licences in Guatemala. The agreement records that the Company will issue 102,000,000 Shares (pre consolidation) at a deemed issue price of $0.0104 per Share to the value of $900,000, in full and final settlement of repayment of the part of the Loan advanced by each of them. The Australian Vendors were Burns Family Investments Pty Ltd, Sassey Pty Ltd, Kapiri Holdings Pty Ltd, Flue Holdings Pty Ltd, Daniel Paul Wise, Perizia Investments Pty Ltd, Imperial Investments Pty Ltd, Alfred Lai, Fox View Pty Ltd, Martin Place Securities Nominees Pty Ltd and Pershing Keen Nominees Pty Ltd. The Shares have been issued and will be subject to escrow in accordance with Appendix 9B of the ASX Listing Rules.

In addition on or about March 2010, the Company entered into an agreement with Alan Burns and Ron Wise to repay the balance of $350,000 left owing to them under the Loan, by the issue of 875,000 Shares each at a deemed issue price of $0.20 per Share, in full and final settlement of the loan funds advanced by each of them respectively.

Memorandum of Understanding
On 17 July 2009 the Company executed a non binding MOU with Shanxi Jianbang Group Co., Ltd ("Jianbang"), a company incorporated under Chinese law, whereby both parties agreed to negotiate over a 12 month period ("Negotiation Period") and if possible agree terms on which:

(a) Jianbang will act as the Company's exclusive strategic trading partner in China to develop market opportunities for iron sand in China;

(b) Jianbang will provide technical assistance to the Company for the development of iron sand refining opportunities in China to a specification suitable for the Chinese market; and

(c) Jianbang will import up to 70% of the Company's iron sand product into China.

In return for the agreement by Jianbang to try to negotiate terms with the Company during the Negotiation Period, the Company agreed not to commence or actively pursue negotiations with any other parties during the Negotiation Period. No further agreement has been entered into. The Negotiation Period expires on 16 July 2010.

Executive Service Agreements
The Company has entered into an Executive Service agreement with Richardson Business Consultancy Pty Ltd. The terms of the agreement provide that Mr Richardson will be renumerated $165,000 per annum plus GST and superannuation, and other expenses as agreed by the Board. The term of the agreement is for a period of 3 years commencing 1 July 2009. It may be terminated by the Company by giving 3 months written notice. Richardson Business Consultants Pty Ltd can terminate the agreement by giving 3 months written notice.

Director & Officer Protection Deeds
The Company has entered into Director and Officer Protection Deeds ("Deed") with each Director and the Company Secretary ("Officers"). Under the Deed, the Company indemnifies the relevant Officer to the maximum extent permitted by law against legal proceedings, damage, loss, liability, cost, charge, exchange, outgoing or payment suffered, paid or incurred by the officer in connection with the Officer being an officer of the Company, the employment of the Officer with the Company or a breach by the Company of its obligations under the Deed.

Subject to the Company listing on ASX, the Company is required to insure the Officers against liability arising from any claim against the Officers in their capacity as officers of the Company. The Company will pay insurance premiums in respect of the above insurance.

Mandate with Lead Manager
Indian Ocean Capital Pty Ltd has been appointed to act as the sole and exclusive Lead Manager to the Offer and will receive a fee of $125,000 plus GST, being 5% of the gross amount raised by the Offer, in respect of those services. In addition the Company has agreed to retain the Lead Manager to act in that capacity for the rights issue of options proposed to be made by the Company approximately three months after listing, mentioned in Section 2.11 of the Prospectus, in respect of which a fee of 5% of the gross amount raised by the rights issue will be paid to the Lead Manager.

8 CORPORATE GOVERNANCE

In mid 2007, the ASX Corporate Governance Council released revised Corporate Governance Principles and Recommendations. All ASX listed entities are required to disclose against the recommendations and disclosure obligations contained in the revised Corporate Governance Principles and Recommendations in the annual report and in initial public offer documents.

The Company has adopted systems of control and accountability as the basis for the administration of corporate governance. The Board is committed to administering the policies and procedures with openness and integrity, pursuing the true spirit of corporate governance commensurate with the Company's needs. To the extent they are applicable, the Company has adopted the second edition of the Corporate Governance Principles and Recommendations ("Recommendations") as published by the ASX Corporate Governance Council. Copies of the Company's corporate governance policies are set out in the "Corporate Governance Policies" available on the Company's website at **www.mayaniron.com**.

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

The Company is pleased to report that the Board has a majority of independent directors, with reference to the tests for independence which are set out in paragraph 2.1 of the ASX Principles of Good Corporate Governance and Best Practice Recommendations. The only non-independent director is Bruce Richardson, Managing Director who has a material contract of employment with the Company. He does not chair any of the corporate governance committees, which are chaired by the Company's independent Non Executive Chairman, Bruce McLeod.

The Board is committed to complying with the continuous disclosure obligations of the Corporations Act 2001 (Cth) (Act) and the Listing Rules of ASX Limited. The Company's size and structure is such that the Board is able to meet on a regular basis for both management and Board meetings to ensure compliance with ASX Listing Rules disclosure requirements. The full Board is accountable for ASX compliance.

The Board as a whole accepts responsibility for ensuring there is a sound system for overseeing and managing risk. As the Board consists of only three members a separate risk management committee is not considered to be a more efficient mechanism than the full Board to focus on specific issues.

9 RISK FACTORS

The Shares offered under this Prospectus should be considered speculative because of the nature of the business activities of the Company. Whilst the Directors commend the Offer, potential investors should consider whether the Shares offered are a suitable investment having regard to their own personal investment objectives and financial circumstances and the risk factors set out below. This list is not exhaustive and potential investors should read this Prospectus in its entirety and if in any doubt consult their professional adviser before deciding whether to participate in the Offer.

9.1 General Economic Risks and Business Climate
Share market conditions, may affect the listed securities regardless of operating performance. Share market conditions are affected by many factors such as:

- general economic outlook;
- movements in or outlook on interest rates and inflation rates;
- currency fluctuations;
- commodity prices;
- changes in investor sentiment towards particular market sectors; and
- the demand and supply for capital.

Commodity prices are influenced by physical and investment demand for those commodities. Fluctuations in commodity prices may influence individual projects in which the Company has an interest.

9.2 Exploration, Development, Mining and Processing Risks
The business of mineral exploration, project development and mining by its nature contains elements of significant risk. Ultimate and continuous success of these activities is dependent on many factors such as:

- the discovery and/or acquisition of economically recoverable ore reserves;
- successful conclusions to bankable feasibility studies;
- access to adequate capital for project development;
- design and construction of efficient mining and processing facilities within capital expenditure budgets;
- securing and maintaining title to tenements and compliance with the terms of those tenements;
- obtaining consents and approvals necessary for the conduct of exploration and mining; and
- access to competent operational management and prudent financial administration, including the availability and reliability of appropriately skilled and experienced employees, contractors and consultants.

Adverse weather conditions over a prolonged period can adversely affect exploration and mining operations and the timing of revenues.

Whether or not income will result from projects undergoing exploration and development programs depends on the successful establishment of mining operations. Factors including costs, actual mineralisation, consistency and reliability of ore grades and commodity prices affect successful project development and mining operations.

Mining is an industry which has become subject to increasing legislative regulation including but not limited to environmental responsibility and liability. The potential for liability is an ever present risk. The use and disposal of chemicals in the mining industry is under constant legislative scrutiny and regulation. The introduction of new laws and regulations or changes to underlying policy may adversely impact on the operations of the Company.

9.3 Risks Specific to the Company Projects
The Company's Projects represent the main business activity and focus of the Company. Risks specific to these Projects include the following:

9.4 Competition

The iron sand market supplying demand from the Chinese and Asian steel market involves a number of participants. Current levels of demand may result in an increase in production from existing market participants, the potential for past participants in the market to re-enter or new start ups to emerge. Buyers in Asia continue to search for alternative suppliers to those from Australia and Brazil. Steel inputs from Guatemala meet this strategic need of buyers particularly in China which has already made investments in South America and Central America. Guatemala's strategic advantage is that the iron sand deposits are located on the Pacific coast at a shipping distance significantly shorter than that to China from Brazil, Chile, Peru or Venezuela where these investments have been made by Chinese entities.

9.5 Resource Estimate

Resource estimates are expressions of judgment based on knowledge, experience and industry practice. Estimates, which were valid when made, may change significantly when new information becomes available. In addition, resource estimates are imprecise and depend to some extent on interpretations, which may prove to be inaccurate. Should the Company encounter mineralisation or formations different from those predicted by past sampling and drilling, resource estimates may have to be adjusted and mining plans may have to be altered in a way which could have either a positive or negative effect on the Company's operations.

9.6 Operating Risks

The current and future operations of the Company, including exploration, appraisal and possible production activities may be affected by a range of factors, including:

- geological conditions;
- limitations on activities due to seasonal weather patterns and cyclone activity;
- alterations to joint venture programs and budgets;
- unanticipated operational and technical difficulties encountered in geophysical surveys, drilling and production activities;
- mechanical failure of operating plant and equipment; adverse weather conditions, industrial and environmental accidents, acts of terrorism or political or civil unrest and other force majeure events;
- industrial action, disputation or disruptions;
- unavailability of aircraft or drilling equipment to undertake airborne electromagnetic and other geological and geophysical investigations;
- shortages or unavailability of manpower or appropriately skilled manpower;
- unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment; and
- prevention or restriction of access by reason of political unrest, outbreak of hostilities, and inability to obtain consents or approvals.

9.7 Commodity Prices

The Company expects to derive its revenue from the sale of iron sand to the Chinese or other Asian steel market.

Consequently, the Company's expected earnings will be closely related to the price of these commodities together with the terms of the off-take agreement(s) under which these metals will be sold. China's economy is expected to continue to experience a growth rate over the next decade of between 7-10% providing a steady growth in the iron ore market as the country continues to industrialise and consumer spending increases. Political risk in China during this period is expected to be low as the economic benefits to its people from this economic growth is realised.

Commodity prices fluctuate and are affected by numerous factors beyond the control of the Company. These factors include worldwide and regional supply and demand for the specific commodity, commodity trading on the futures markets, general world economic conditions and the outlook for interest rates, inflation and other economic factors on both a regional and global basis. These factors may have a positive or negative effect on the Company's exploration, Project development and production plans and activities, together with the ability to fund those plans and activities. Commodity price fluctuations may affect the share price of the Company.

9.8 Currency

The Company's expected revenue will be in US$ while its cost base will be in US$ and A$, consequently the US$/A$ exchange rate will have an impact on the Company's expected earnings in A$. The US$/A$ exchange rate is affected by numerous factors beyond the control of the Company. These factors include Australia's and the USA's economic conditions and the outlook for interest rates, inflation and other economic factors. These factors may have a positive or negative effect on the Company's exploration, Project development and production plans and activities, together with the ability to fund those plans and activities.

9.9 Environment

The Company's Projects are subject to Guatemalan laws and regulations regarding environmental matters and the discharge of hazardous wastes and materials. As with all exploration, these projects would be expected to have a variety of environmental impacts should development proceed. The Company intends to conduct its activities in an environmentally responsible manner and in accordance with applicable laws and industry standards. Areas disturbed by the Company's activities will be rehabilitated as required by Guatemalan laws and regulations. Further information on the specific requirements in Guatemala is provided in the Independent Solicitor's Report.

9.10 Title

The Exploration Licences comprising some of the Tenements which the Company holds or in which it has an interest may be the subject of applications for extension in the future. If a Tenement is not extended, the Company may suffer significant damage through loss of the opportunity to discover and/or develop any mineral resources on that Tenement. In addition, the Company cannot guarantee that those Tenements that are applications for Reconnaissance Licences and Exploration Licences will ultimately be granted in whole or in part. The granted tenements and the applications are subject in Guatemala to sovereign risk as the government could change mining legislation.

For more details on the issue of title to the Tenements, refer to the Independent Solicitor's Report in Section 7 of this Prospectus.

9.11 Economic & Political

Guatemala has experienced stable economic growth over the last decade of between 4-5%. The Global Financial Crisis has some impact on the economy of Guatemala with GDP falling slightly in 2009 compared to 2008. The Directors consider that Guatemala has a stable political environment, because the sixth President was elected democratically in 2007. The President has indicated his commitment to the sustainable and social development of the Country.

10 ADDITIONAL INFORMATION

10.1 Incorporation

The Company was incorporated on 17 April 2009 as Mayan Iron Corporation Pty Ltd and changed its name and status as a public unlisted company to Mayan Iron Corporation Ltd on 11 September 2009.

10.2 Significant Shareholders

There are three significant shareholdings in the Company as at the date of this Prospectus which are likely to be diluted following allottment of the IPO Shares.

Mr Wu Xiaonian	38.44%
Woh Wah Industrial Investment Limited	8.09%
Sassey Pty Ltd	7.51%

10.3 Rights Attaching To Shares

(a) General

The Shares to be issued pursuant to this Prospectus are ordinary shares and will as from their allotment rank equally in all respects with all ordinary fully paid shares in the Company.

The rights attaching to the Shares arise from a combination of the Company's Constitution, the Corporations Act, the ASX Listing Rules and general law. A copy of the Company's Constitution is available for inspection during business hours at its registered office.

A summary of the more significant rights is set out below. This summary is not exhaustive nor does it constitute a definitive statement of the rights and liabilities of the Company's shareholders. To obtain such a statement, persons should seek independent legal advice.

(b) Voting Rights

Subject to the Constitution of the Company and any rights or restrictions at the time being attached to a class of shares, at a general meeting of the Company every Shareholder present in person, or by proxy, attorney or representative has one vote on a show of hands, and upon a poll, one vote for each Share held by the Shareholder and for each partly paid share held, a fraction of one vote equal to the proportion which the amount paid up bears to the amounts paid or payable on that share. In the case of an equality of votes, the chairperson has a casting vote.

(c) Dividends

Subject to the Corporations Act, the ASX Listing Rules and any rights or restrictions attached to a class of shares, the Company may pay dividends as the Directors resolve but only out of profits of the Company. The Directors may determine the method and time for payment of the dividend.

(d) Winding up

Subject to the Corporations Act, the ASX Listing Rules and any rights or restrictions attached to a class of shares, on a winding up of the Company any surplus must be divided among the shareholders of the Company in proportion which the amount paid on the shares bears to the total amount paid and payable on the shares of all shareholders of the Company.

(e) Transfer of Shares

Generally, shares are freely transferable, subject to satisfying the requirements of the ASX Listing Rules, ASTC Rules, the ACH Clearing Rules and the Corporations Act. The Directors may decline to register any transfer of Shares but only where permitted to do so by the Corporations Act, the ASX Listing Rules, the ASTC Rules, the ACH Clearing Rules or under the Company's Constitution.

(f) Directors

The Constitution and the ASX Listing Rules contain provisions relating to the rotation and election of Directors.

(g) Calls on Shares

Subject to the Corporations Act and the terms of issue of a share, the Company may, at any time, make calls on the shareholders of a share for all, or any part of, the amount unpaid on the share. If a shareholder fails to pay a call or instalment of a call, the Company may, subject to the Corporations Act and ASX Listing Rules, commence legal action for all, or part of the amount due, enforce a lien on the share in respect of which the call was made or forfeit the share in respect of which the call was made.

(h) Further Increases in Capital

Subject to the Corporations Act, the ASX Listing Rules, the ASTC Rules and the ACH Clearing Rules and any rights attached to a class of shares, the Company (under the control of the Directors) may allot and issue shares and grant options over shares, on any terms, at any time and for any consideration, as the Directors resolve.

(i) Variation of Rights Attaching to Shares

Subject to the Corporations Act, the ASX Listing Rules, the ASTC Rules and the ACH Clearing Rules and the terms of issue of shares in a particular class, the Company may vary or cancel rights attached to shares in that class by either special resolution passed at a general meeting of the holders of the shares in that class, or with the written consent of the holders of at least 75% of the votes in that class.

(j) General Meeting

Each Shareholder will be entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive notices, accounts and other documents required to be furnished to Shareholders under the Company's Constitution, the Corporations Act and the ASX Listing Rules.

10.4 Material Contracts

The material contracts are referred to and summarised in the Independent Solicitor's Report contained in Section 7 of this Prospectus.

10.5 Employee Share Option Plan

Under the terms of the Company's employee share option plan ("Plan"), the Board may offer free options to persons ("Eligible Persons") who are:

(i) full-time or part-time employees (including a person engaged by the Company under a consultancy agreement); or
(ii) Directors.

of the Company or any subsidiary based on a number of criteria including contribution to the Company, period of employment, potential contribution to the Company in the future and other factors the Board considers relevant.

Upon receipt of such an offer, the Eligible Person may nominate an associate to be issued with the options.

Number of options

The maximum number of options issued under the Plan at any one time is 5% of the total number of Shares on issue in the Company provided that the Board may increase this percentage, subject to the Corporations Act and the Listing Rules.

Terms of options

Each option entitles the holder, on exercise, to one ordinary fully paid share in the Company.

There is no issue price for the options. The exercise price for the options will be such price as determined by the Board (in its discretion) on or before the date of issue provided that in no event shall the exercise price be less that the weighted average sale price of Shares sold on ASX during the five Business Days prior to the date of issue or such other period as determined by the Board (in its discretion).

Shares issued on exercise of options will rank equally with other ordinary shares of the Company.

Options may not be transferred other than to an associate of the holder. Quotation of options on ASX will not be sought. However, the Company will apply to ASX for official quotation of Shares issued on the exercise of options.

An option may only be exercised after that option has vested and any other conditions imposed by the Board on exercise satisfied. The Board may determine the vesting period (if any). An option will lapse upon the first to occur of the expiry date, the holder acting fraudulently or dishonestly in relation to the Company, the employee ceasing to be employed by the Company or on certain conditions associated with a party acquiring a 90% interest in the Shares of the Company.

If, in the opinion of the Board any of the following has occurred or is likely to occur, the Company entering into a scheme of arrangement, the commencement of a takeover bid for the Company's Shares, or a party acquiring a sufficient interest in the Company to enable them to replace the Board, the Board may declare an option to be free of any conditions of exercise. Options which are so declared may, subject to the lapsing conditions set out above, be exercised at any time on or before their expiry date and in any number.

Future Issues of Shares

New Issues
There are no participating rights or entitlements inherent in the options and option holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the options. However, the Company will ensure that the record date for determining entitlements to any such issue will be at least 6 Business Days after the issue is announced. Option holders shall be afforded the opportunity to exercise all options which they are entitled to exercise pursuant to the Plan prior to the date for determining entitlements to participate in any such issue.

Bonus Issues
If the Company makes an issue of Shares to Shareholders by way of capitalisation of profits or reserves ("**Bonus Issue**"), each option holder holding any options which have not expired at the time of the record date for determining entitlements to the Bonus Issue shall be entitled to have issued to him upon exercise of any of those options the number of Shares which would have been issued under the Bonus Issue ("**Bonus Shares**") to a person registered as holding the same number of Shares as that number of Shares to which the option holder may subscribe pursuant to the exercise of those options immediately before the record date determining entitlements under the Bonus Issue (in addition to the Shares which he or she is otherwise entitled to have issued to him or her upon such exercise). The Bonus Shares will be paid by the Company out of profits or reserves (as the case may be) in the same manner as was applied in relation to the Bonus Issue and upon issue rank pari passu in all respects with the other Shares issued upon exercise of the options.

Reconstruction of Capital
In the event of any reconstruction (including a consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the expiry of any options, the number of options to which each option holder is entitled or the exercise price of his or her options or both or any other terms will be reconstructed in a manner determined by the Board which complies with the provisions of the Listing Rules.

Taxation
Under current taxation laws any taxation liability in relation to the options, or the Shares issued on exercise of the options, will fall on the participants. The Company will not be liable to fringe benefits tax in relation to options or Shares issued under the Plan.
Participation by Directors
Although Directors are eligible to be offered options under the Plan, this first requires specific Shareholder approval due to the requirements of the ASX Listing Rules and the Corporations Act.

10.6 Interests of Directors

Other than as set out below or elsewhere in this Prospectus, no Director holds, or held at any time during the 2 years before lodgement of this Prospectus with the ASIC, any interest in:

(a) the formation or promotion of the Company;

(b) property acquired or to be acquired by the Company in connection with:
(i) its formation or promotion; or
(ii) the Offer; or

(c) the Offer; and

no amounts, whether cash or shares or otherwise, have been paid or agreed to be paid, and no benefits have been given or agreed to be given:
(d) to any Director, either to induce them to become, or to qualify as, a Director of the Company; and

(e) for services provided by a Director in connection with:
(i) the formation or promotion of the Company; or
(ii) the Offer.

- A company associated with the Managing Director Bruce Richardson, Richardson Business Consultants Pty Ltd, received fees of $59,650 from the promoters of the Company (before the Company was incorporated) for consulting services provided in developing the Project. In addition Richardson Business Consultants Pty Ltd has received fees of $158,262 from the Company for the services provided by Mr Bruce Richardson as Managing Director in the two years prior to the date of issue of this Prospectus.

- In accordance with the Constitution, the Shareholders have resolved in general meeting that the maximum non-executive Director remuneration will be $400,000 per annum (inclusive of superannuation). The Directors have waived their entitlement to receive fees until listing on ASX occurs. The Managing Director Bruce Richardson has waived his entitlement to receive directors fees in view of the remuneration he receives under the consultancy arrangement detailed above.

- A Director may also be paid fees or other amounts as the Directors determine if a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. A Director may also be reimbursed for out of pocket expenses incurred as a result of their directorship or any special duties.

10.7 Directors' Holdings

Under the Constitution, the Directors are not required to hold any Shares in the Company.

The Directors have direct and indirect interests in the following Shares and Options:

Director	Shares	Options
Bruce McLeod[1]	1,152,000	1,174,964
Bruce Richardson	2,600,000	1,174,964
Nicholas Revell	-	-

[1] Bruce McLeod is a Director of Eastern Pacific Capital Pty Ltd, trustee for the BW McLeod Superannuation Fund of which Mr McLeod is the main beneficiary.

Alisha Meredith Lamb a former Director was issued 1,174,964 Options (pre-consolidation).

The Options on issue have the following material terms:

(i) the exercise price of each Option is 20 cents;
(ii) the Options expire at 5.00 pm WST 31 May 2016;
(iii) Shares issued following exercise of Options will rank equally in all respects with Shares on issue;
(iv) the Options are freely transferable in whole or part at any time prior to expiry;
(v) the Options will not be listed; the Company will apply for official quotation of all Shares issued and allotted following exercise of the Options;
(vi) Option holders must first exercise the Options in order to be able to participate in any new issues of securities offered to Shareholders;
(vii) There are no vesting conditions or lapsing conditions if the Option holder ceases to be a Director or Shareholder, and
(viii) On any reorganisation (including consolidation, subdivision, reduction or cancellation) of the capital of the Company, the rights of Option holders will be changed to the extent necessary to comply with ASX Listing Rules.

10.8 Interests Of Experts, Advisers and Promoters

Other than as set out below or elsewhere in this Prospectus:

(a) no person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of the Prospectus, any promoter of the Company or broker to the Issue, holds, or held at any time during the 2 years before lodgment of this Prospectus with the ASIC, any interest in:

(i) the formation or promotion of the Company;
(ii) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or in connection with the Offer; or
(iii) the Offer; and

(b) no amounts have been paid or agreed to be paid, and no benefits have been given or agreed to be given, to any of those persons in connection with the formation or promotion of the Company or the Offer.

Experts and Advisers

(a) Hilary Macdonald has acted as solicitor to the Company in Australia and provided advice and assistance in relation to the Prospectus, preparation of the Independent Solicitor's Report in Section 7 of the Prospectus, reviewing the Company's due diligence regime and the Company's application for admission to ASX. In respect of these services provided to the Company in the past two years, Hilary Macdonald will be paid $35,000 (plus GST).

(b) Sas Corporation Pty Ltd has acted as the independent geologist and has prepared the Independent Geologist's Report in Section 5 of the Prospectus. Sas Corporation Pty Ltd will be paid $68,000 plus GST in respect of these services provided to the Company in the past two years.

(c) Stantons International Pty Ltd trading as Stantons International Securities has acted as the investigating accountant to the Offer and prepared the Investigating Accountant's Report in Section 6 of the Prospectus. Stantons International Pty Ltd will be paid $12,000 plus GST in respect of these services provided to the Company in the past two years.

(d) Stantons International Pty Ltd has agreed to act as auditor to the Company and will receive fees for rendering these services in accordance with its normal time based charges.

Promoters

(a) Indian Ocean Capital Pty Ltd has been appointed to act as the sole and exclusive Lead Manager to the Offer and will receive a fee of $125,000 plus GST, being 5% of the gross amount raised by the Offer, in respect of those services. In addition the Company has agreed to retain the Lead Manager to act in that capacity for the rights issue of options proposed to be made by the Company approximately three months after listing, mentioned in Section 2.11 of the Prospectus, in respect of which a fee of 5% of the gross amount raised by the rights issue will be paid to the Lead Manager.

(b) Dilkara Nominees Pty Ltd, an entity associated with Brian Smith, has acted as a promoter in relation to the Company and the Offer. The Company has agreed to pay Dilkara Nominees Pty Ltd a monthly fee of $2,000 plus GST since August 2009 to listing, being a total fee of $13,000 to date, and if the Company is successful in listing on ASX, the Company has agreed to pay a success fee of $40,000 plus GST.

(c) Sassey Pty Ltd and its related party Ron Wise have acted as a promoter in relation to the Company and the Offer. The Company has converted a debt of $175,000 owed by the Company to Sassey Pty Ltd, into 875,000 Shares which were issued at 20 cents each. The debt was assumed by the Company when it acquired control of the Project. This conversion of debt to equity was on different terms to the debt to equity conversion paid to other Australian vendors of the Project described in the Solicitor's Report Schedule 2. Sassey Pty Ltd has also received reimbursement of expenses of $11,365 from the Company, incurred in promotional activities.

(d) Alan Burns has acted as a promoter in relation to the Company and the Offer. The Company has converted a debt of $175,000 owed by the Company to Alan Burns, into 875,000 Shares which were issued at 20 cents each. The debt was assumed by the Company when it acquired control of the Project. This conversion of debt to equity was on different terms to the debt to equity conversion paid to other Australian vendors of the Project described in the Solicitor's Report Schedule 2.

(e) Mr Wu Xiaonian who holds approximately 38.44% of the Shares on issue on the date of the Prospectus is likely to be regarded by ASX as a promoter for the purposes of Listing Rule 9 since his shareholding exceeds 30% of the Shares on issue. Mr Wu Xiaonian has not received any amounts and no amounts have been agreed to be paid to him.

10.9 Consents

Each of the parties referred to in this section:

(a) does not make, or purport to make any statement in this Prospectus other than those referred to in this section; and

(b) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this section.

Sas Corporation Pty Ltd has given and has not before lodgement of this Prospectus withdrawn its consent to being named as the independent geologist in the form and context in which it is named and to the inclusion of the Independent Geologist's Report included in Section 5 of the Prospectus in the form and context in which it is included.

Hilary Macdonald has given and has not before lodgement of this Prospectus withdrawn her consent to being named as the Solicitor to the Company and to the inclusion of the Independent Solicitor's Report included in Section 7 of the Prospectus in the form and context in which it is included.

Stantons International Pty Ltd trading as Stantons International Securities has given and has not, before lodgement of this Prospectus, withdrawn its consent to being named as the investigating accountant, and to the inclusion of the Independent Accountant's Report included in Section 6 of the Prospectus in the form and context in which it is included.

Stantons International Pty Ltd has given and has not, before lodgement of this Prospectus, withdrawn its consent to being named as auditors of the Company in the form and context in which it is named.

Indian Ocean Capital Pty Ltd has given and has not, before lodgement of this Prospectus, withdrawn its consent to being named as Lead Manager to the Offer in the form and context in which it is named.

Dilkara Nominees Pty Ltd, an entity associated with Brian Smith, and Brian Smith, have each given and have not, before lodgement of this Prospectus, withdrawn their consent to being named as a promoter in relation to the Offer and the Company in the form and context in which they are named.

Sassey Pty Ltd and its related party Ron Wise, and Ron Wise have given and have not, before lodgement of this Prospectus, withdrawn their consent to being named as a promoter in relation to the Offer and the Company in the form and context in which they are named.

Alan Burns has given and has not before lodgement of this Prospectus, withdrawn his consent to being named as a promoter in relation to the Offer and the Company in the form and context in which he is named.

Mr Wu Xiaonian has given and has no, before lodgement of this Prospectus, withdrawn his consent to being named as a promoter and a significant shareholder in relation to the Offer and the Company in the form and context in which he is named, and consents to his photograph appearing in Section 3 of the Prospectus.

Security Transfer Registrars Pty Ltd have not been involved in the preparation of this Prospectus and references to Security Transfer Registrars Pty Ltd appear for information purposes only.

10.10 Litigation

Legal proceedings may arise from time to time in the course of the Company's business. As at the date of this Prospectus, litigation searches confirm that the Company and its subsidiary Tikal Minerals S.A. is not involved in any legal proceedings, nor so far as the Directors are aware, are any legal proceedings pending or threatened against the Company or its subsidiary the outcome of which will have a material adverse effect on the business or financial position of the Company or its subsidiary.

10.11 Expenses of the Offer

The total expenses connected with the Offer are estimated to be approximately $430,000 comprising:

Lodgement Fees ASIC and ASX	30,000
Independent Geologist's Report and Geological Expenses	87,000
Legal Costs (Australia and Guatemala)	55,000
Printing of Prospectus	27,000
Consultants and Advisory Costs	73,000
Brokerage/Commission	125,000
Investigating Accountant's Report	12,000
Sundry Costs	21,000
Total	**$430,000**

10.12 Restricted Securities

ASX may classify certain existing Shares on issue in the Company (as opposed to those to be issued under this Prospectus) as being subject to the restricted securities provisions of the Listing Rules. If so classified, such Shares would be required to be held in escrow for a period determined by ASX and would not be able to be sold, mortgaged, pledged, assigned or transferred for that period without the prior approval of ASX.

10.13 CHESS

The Company will apply to participate in the Clearing House Electronic Sub-register System ("CHESS").

CHESS is operated by ASX Settlement and Transfer Corporation Pty Ltd ("ASTC"), a wholly owned subsidiary of ASX, in accordance with the ASX Listing Rules and the ASTC Settlement Rules.

Under CHESS, the Company will not issue certificates to Shareholders. Instead, Shareholders will receive a statement of their holdings in the Company. If an investor is broker sponsored, ASTC will send a CHESS statement.

10.14 Tax Consideration

Investors should seek and rely on their own professional taxation advice in relation to an investment in the Company.

10.15 Distribution of Prospectus

The Prospectus has been prepared by the Company. In preparing the Prospectus, the Company has taken reasonable steps to ensure that the information in the Prospectus is not false or misleading. In doing so, the Company has had regard to the prospectus requirements of the Corporations Act.

Prospective investors should read the full text of the Prospectus as the information contained in individual sections is not intended to and does not provide a comprehensive review of the business and financial affairs of the Company nor the securities offered pursuant to the Prospectus.

No person is authorised to give any information in relation to or to make any representation in connection with the Offer described in the Prospectus that is not contained in the Prospectus. Any such information or representation may not be relied upon as having been authorised by the Company in connection with the Offer.

The Prospectus provides information to assist investors in deciding whether they wish to invest in the Company and should be read in its entirety. If you have any questions about its contents or investing in the Company you should contact your stockbroker, accountant or other financial adviser.

10.16 Non-Resident Investors

The Prospectus does not constitute an offer in any country or place in which, or to any person to whom, it would not be lawful to make such an offer. The distribution of the Prospectus in jurisdictions outside Australia may be restricted by law and therefore persons who come into possession of the Prospectus should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities law. Applicants who are resident in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed to enable them to subscribe for Shares.

The Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer.

Intending investors resident outside Australia should first consult their professional advisers as to whether or not governmental or other consents are required, or whether formalities need to be observed to enable them to invest. Intending non-resident investors should also seek advice in respect of the taxation effect of an investment in the Company and dividends that the Company may distribute in the future.

The return of a duly completed Application Form will be taken to constitute a representation and warranty that there has been no breach of such laws and that all necessary approvals and consents have been obtained.

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

10.17 Privacy

The Application Form accompanying this Prospectus requires you to provide information that may be personal information for the purposes of the Privacy Act 1988 (Cth) (as amended). The Company (and its share registry on behalf of the Company) may collect, hold and use that person information in order to assess your Application, service your needs as a Shareholder and provide facilities and services that you request and to administer the Company.

Access to information may also be provided to the Company's agents and service providers on the basis that they deal with such information in accordance with the Company's privacy policy.

If you do not provide the information requested of you in the Application Form, the Company's share registry may not be able to process your Application or administer your holding of Shares appropriately. Under the Privacy Act 1988 (Cth) (as amended), you may request access to your personal information held by (or on behalf of) the Company. You can request access to your personal information by telephoning or writing to the Company to the attention of the Privacy Officer.

11 DIRECTORS' STATEMENTS

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with Section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with the ASIC and has not withdrawn that consent.

Dated

For and on behalf of
Mayan Iron Corporation Ltd

GLOSSARY

The following defined terms apply throughout this Prospectus unless the context requires otherwise:

"**$**" means Australian dollars unless otherwise specified;
"**ACH Clearing Rules**" means the operating rules of Australian Clearing House Pty Limited ACN 001 314 503;
"**Applicant**" means a person who completes and lodges an Application Form;
"**Application**" means an application for Shares pursuant to this Prospectus;
"**Application Form**" means the application form attached to this Prospectus;
"**ASIC**" means the Australian Securities & Investments Commission;
"**ASTC Rules**" means the settlement rules of Australian Settlement and Transfer Corporation Pty Ltd;
"**ASX**" means ASX Limited (ACN 008 624 691);
"**ASX Listing Rules**" means the Listing Rules of ASX as amended from time to time;
"**Closing Date**" means the last date on which Application Forms may be submitted;
"**Company**" or "**Mayan**" or "**Mayan Iron"** means Mayon Iron Corporation Ltd ABN 46 136 636 005;
"**Constitution**" means the Constitution of the Company;
"**Corporations Act**" means the Corporations Act 2001 (Cth);
"**Directors**" or "**Board**" means the directors of the Company as at the date of this Prospectus;
"**Exposure Period**" means the period of 7 days after the date of lodgment of this Prospectus with the ASIC, which period may be extended by the ASIC by not more than 7 days pursuant to Section 727(3) of the Corporations Act;
"**Issue**" means the issue of up to 12,500,000 Shares under this Prospectus;
"**IOC**" means Lead Manager or Indian Ocean Capital Pty Ltd ACN 120 576 892, Holder of Australian Financial Services Licence Number 246558
"**Offer**" means the offer of Shares pursuant to this Prospectus;
"**Official List**" means the official list of ASX;
"**Opening Date**" means the first date on which Application Forms can be received;
"**Project**" means all applications and granted tenements held by Tikal Minerals S.A.
"**Prospectus**" means this prospectus dated 28 April 2010
"**Shares**" means fully paid ordinary shares in the capital of the Company;
"**Shareholder**" means a holder of a Share(s);
"**Share Registry**" means Security Transfer Registrars Pty Ltd; and
"**WST**" means Western Standard Time, Perth Western Australia.

APPLICATION FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCKBROKER OR LICENSED PROFESSIONAL ADVISER.

Before Completing this Application Form, you should read the Prospectus dated 28th April 2010 and the instructions overleaf. No Shares will be issued pursuant to the Prospectus later than 13 months after the date of the Prospectus.

Mayan Iron Corporation Ltd

ABN 46 136 636 005

Broker Stamp/Adviser Code

Share Registrar use only

PLEASE READ ALL INSTRUCTIONS ON THE REVERSE OF THIS FORM

A I/We apply for

Shares at $0.20 per Share = AUD$ in Mayan Iron Corporation Ltd or such lesser number of Shares which may be allocated to me/us by the Directors.

B I/We lodge full application of monies of for the above shares:

A$

C Full Name (please print using BLOCK LETTERS)

Joint Applicant #2 or <designated account>

Joint Applicant #3 or <designated account>

D Postal Address (please print using BLOCK LETTERS)

Street Number Street Name

City/Suburb/Town State Postcode

E Contact name Home telephone number Work telephone number

F ACN/ARBN (for companies only) Email address

G Tax file number or exemption Applicant 2 Applicant 3

H CHESS HIN (if applicable)

PAYMENT DETAILS

Please enter details of the cheque(s) that accompany this application

I Cheque Details

Drawer	Bank	Branch	Amount of cheque
Drawer	Bank	Branch	Amount of cheque

Declaration and Statements:

By lodging this Application Form:

I/We declare that all details and statements made by me/us are complete and accurate;

I/We agree to be bound by the terms and conditions set out in the Prospectus and by the Constitution of the Company;

I/We acknowledge that the Company will send me/us a paper copy of the Prospectus and any Supplementary Prospectus (if applicable) free of charge if I/we request so during the currency of the Prospectus;

I/We authorise the Company to complete and execute any documentation necessary to effect the issue of Shares to me/us; and

I/We have received personally a copy of the Prospectus accompanied by or attached to this Application Form

I/We acknowledge that returning the Application Form with the application monies will constitute my/our offer to subscribe for Shares in Mayan Iron Corporation Ltd and that no notice of acceptance of the application will be provided.

TO MEET THE REQUIREMENTS OF THE CORPORATIONS ACT, THIS FORM MUST NOT BE HANDED TO ANY PERSON UNLESS IT IS ATTACHED TO OR ACCOMPANIED BY THE PROSPECTUS DATED 28 APRIL 2010 AND ANY RELEVANT SUPPLEMENTARY PROSPECTUS.

(See application instructions overleaf) This Application Form relates to the Offer of Ordinary Shares in Mayan Iron Corporation Ltd pursuant to the Prospectus dated 28 April 2010.

APPLICATION FORM

Please complete all parts of the Application Form using BLOCK LETTERS. Use correct forms of registrable name (see below). Applications using the wrong form of name may be rejected. Current CHESS participants should complete their name and address in the same format as they are presently registered in the CHESS system.

Insert the number of Shares you wish to apply for. The application must be for a minimum of 10,000 Shares and thereafter in multiples of 2000 Shares. The applicant(s) agree(s) upon and subject to the terms of the Prospectus to take any number of Shares equal to or less than the number of Shares indicated on the Application Form that may be allotted to the applicants pursuant to the Prospectus and declare(s) that all details of statements made are complete and accurate.

No notice of acceptance of the application will be provided by the Company prior to the allotment of Shares. Applicants agree to be bound upon acceptance by the Company of the application.

Please provide us with a telephone contact number (including the person responsible in the case of an application by a company) so that we can contact you promptly if there is a query in your Application Form. If your Application Form is not completed correctly, it may still be treated as valid. There is no requirement to sign the Application Form. The Company's decision as to whether to treat your application as valid, and how to construe, amend or complete it shall be final.

PAYMENT

Applications for Shares must be accompanied by the application money of $0.20 per Share (in Australian currency). Cheques should be made payable to **Mayan Iron Corporation Ltd – Application Account** and crossed "Not Negotiable". Do not forward cash as receipts will not be issued.

LODGING OF APPLICATIONS

Completed Application Forms and cheques must be:

Posted to:
Mayan Iron Corporation Ltd
Security Transfer Registrars Pty Ltd
PO Box 535
APPLECROSS WA 6953

OR

Delivered to:
Mayan Iron Corporation Ltd
C/- Security Transfer Registrars Pty Ltd
770 Canning Highway
APPLECROSS WA 6153

Applications must be received by no later than 5:00PM WST on the Closing Date, 2 June 2010.

BROKER SPONSORED APPLICANTS

The Company intends to become an Issuer Sponsored participant in the ASX CHESS System. This enables a holder to receive a statement of holding rather than a certificate. If you are already a Broker Sponsored participant in this system, you may complete this section or forward a signed Application Form to your sponsoring broker for completion prior to lodgement. Otherwise, leave this box blank and your Shares will automatically be Issuer Sponsored on allotment.

TAX FILE NUMBERS

The collection of tax file number ("TFN") information is authorised and the tax laws and the Privacy Act strictly regulate its use and disclosure. Please note that it is not against the law not to provide your TFN or claim an exemption, however, if you do not provide your TFN or claim an exemption, you should be aware that tax will be taken out of any unfranked dividend distribution at the maximum tax rate.

If you are completing the application with one or more joint applicants, and you do not wish to disclose your TFN or claim an exemption, a separate form may be obtained from the Australian Taxation Office to be used by you to provide this information to the Company. Certain persons are exempt from providing a TFN. For further information, please contact your taxation adviser or any Taxation Office.

CORRECT FORM OF REGISTRABLE TITLE

Note that only legal entities are allowed to hold securities. Applications must be in the name(s) of a natural person(s), companies or other legal entities acceptable to Mayan Iron Corporation Ltd. At least one full given name and the surname are required for each natural person. The name of the beneficiary or any other non-registrable name may be included by way of an account designation if completed exactly as described in the example of the correct forms of registrable names below:

TYPE OF INVESTOR	CORRECT FORM OF REGISTRATION	INCORRECT FORM OF REGISTRATION
Individual Use given names in full, not initials	Mr John Alfred Smith	J A Smith
Company Use the company's full title, not abbreviations	ABC Pty Ltd	ABC P/L or ABC Co
Joint holdings Use full and complete names	Mr Peter Robert Williams & Ms Louise Susan Williams	Peter Robert & Louise S Williams
Trusts Use trustee(s) personal name(s), Do not use the name of the trust	Mrs Susan Jane Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estates Use the executor(s) personal name(s)	Ms Jane Mary Smith & Mr Frank William Smith <Estate John Smith A/C>	Estate of Late John Smith, or John Smith Deceased
Minor (a person under the age of 18) Use the name of a responsible adult with an appropriate designation	Mr John Alfred Smith <Peter Smith A/C>	Master Peter Smith
Partnerships Use the partners' personal names. Do not use the name of the partnership	Mr John Robert Smith & Mr Michael John Smith <John Smith and Son A/C>	John Smith and Son

APPLICATION FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCKBROKER OR LICENSED PROFESSIONAL ADVISER.

Before Completing this Application Form, you should read the Prospectus dated 28th April 2010 and the instructions overleaf. No Shares will be issued pursuant to the Prospectus later than 13 months after the date of the Prospectus.

Mayan Iron Corporation Ltd

ABN 46 136 636 005

Broker Stamp/Adviser Code

Share Registrar use only

PLEASE READ ALL INSTRUCTIONS ON THE REVERSE OF THIS FORM

A I/We apply for

Shares at $0.20 per Share = AUD$ in Mayan Iron Corporation Ltd or such lesser number of Shares which may be allocated to me/us by the Directors.

B I/We lodge full application of monies of for the above shares:

A$

C Full Name (please print using BLOCK LETTERS)

Joint Applicant #2 or <designated account>

Joint Applicant #3 or <designated account>

D Postal Address (please print using BLOCK LETTERS)

Street Number Street Name

City/Suburb/Town State Postcode

E Contact name Home telephone number Work telephone number

F ACN/ARBN (for companies only) Email address

G Tax file number or exemption Applicant 2 Applicant 3

H CHESS HIN (if applicable)

PAYMENT DETAILS

Please enter details of the cheque(s) that accompany this application

I Cheque Details

Drawer	Bank	Branch	Amount of cheque
Drawer	Bank	Branch	Amount of cheque

Declaration and Statements:

By lodging this Application Form:

I/We declare that all details and statements made by me/us are complete and accurate;

I/We agree to be bound by the terms and conditions set out in the Prospectus and by the Constitution of the Company;

I/We acknowledge that the Company will send me/us a paper copy of the Prospectus and any Supplementary Prospectus (if applicable) free of charge if I/we request so during the currency of the Prospectus;

I/We authorise the Company to complete and execute any documentation necessary to effect the issue of Shares to me/us; and

I/We have received personally a copy of the Prospectus accompanied by or attached to this Application Form

I/We acknowledge that returning the Application Form with the application monies will constitute my/our offer to subscribe for Shares in Mayan Iron Corporation Ltd and that no notice of acceptance of the application will be provided.

TO MEET THE REQUIREMENTS OF THE CORPORATIONS ACT, THIS FORM MUST NOT BE HANDED TO ANY PERSON UNLESS IT IS ATTACHED TO OR ACCOMPANIED BY THE PROSPECTUS DATED 28 APRIL 2010 AND ANY RELEVANT SUPPLEMENTARY PROSPECTUS.

(See application instructions overleaf) This Application Form relates to the Offer of Ordinary Shares in Mayan Iron Corporation Ltd pursuant to the Prospectus dated 28 April 2010.

APPLICATION FORM

Please complete all parts of the Application Form using BLOCK LETTERS. Use correct forms of registrable name (see below). Applications using the wrong form of name may be rejected. Current CHESS participants should complete their name and address in the same format as they are presently registered in the CHESS system.

Insert the number of Shares you wish to apply for. The application must be for a minimum of 10,000 Shares and thereafter in multiples of 2000 Shares. The applicant(s) agree(s) upon and subject to the terms of the Prospectus to take any number of Shares equal to or less than the number of Shares indicated on the Application Form that may be allotted to the applicants pursuant to the Prospectus and declare(s) that all details of statements made are complete and accurate.

No notice of acceptance of the application will be provided by the Company prior to the allotment of Shares. Applicants agree to be bound upon acceptance by the Company of the application.

Please provide us with a telephone contact number (including the person responsible in the case of an application by a company) so that we can contact you promptly if there is a query in your Application Form. If your Application Form is not completed correctly, it may still be treated as valid. There is no requirement to sign the Application Form. The Company's decision as to whether to treat your application as valid, and how to construe, amend or complete it shall be final.

PAYMENT

Applications for Shares must be accompanied by the application money of $0.20 per Share (in Australian currency). Cheques should be made payable to **Mayan Iron Corporation Ltd – Application Account** and crossed "Not Negotiable". Do not forward cash as receipts will not be issued.

LODGING OF APPLICATIONS

Completed Application Forms and cheques must be:

Posted to:
Mayan Iron Corporation Ltd
Security Transfer Registrars Pty Ltd
PO Box 535
APPLECROSS WA 6953

OR

Delivered to:
Mayan Iron Corporation Ltd
C/- Security Transfer Registrars Pty Ltd
770 Canning Highway
APPLECROSS WA 6153

Applications must be received by no later than 5:00PM WST on the Closing Date, 2 June 2010.

BROKER SPONSORED APPLICANTS

The Company intends to become an Issuer Sponsored participant in the ASX CHESS System. This enables a holder to receive a statement of holding rather than a certificate. If you are already a Broker Sponsored participant in this system, you may complete this section or forward a signed Application Form to your sponsoring broker for completion prior to lodgement. Otherwise, leave this box blank and your Shares will automatically be Issuer Sponsored on allotment.

TAX FILE NUMBERS

The collection of tax file number ("TFN") information is authorised and the tax laws and the Privacy Act strictly regulate its use and disclosure. Please note that it is not against the law not to provide your TFN or claim an exemption, however, if you do not provide your TFN or claim an exemption, you should be aware that tax will be taken out of any unfranked dividend distribution at the maximum tax rate.

If you are completing the application with one or more joint applicants, and you do not wish to disclose your TFN or claim an exemption, a separate form may be obtained from the Australian Taxation Office to be used by you to provide this information to the Company. Certain persons are exempt from providing a TFN. For further information, please contact your taxation adviser or any Taxation Office.

CORRECT FORM OF REGISTRABLE TITLE

Note that only legal entities are allowed to hold securities. Applications must be in the name(s) of a natural person(s), companies or other legal entities acceptable to Mayan Iron Corporation Ltd. At least one full given name and the surname are required for each natural person. The name of the beneficiary or any other non-registrable name may be included by way of an account designation if completed exactly as described in the example of the correct forms of registrable names below:

TYPE OF INVESTOR	CORRECT FORM OF REGISTRATION	INCORRECT FORM OF REGISTRATION
Individual Use given names in full, not initials	Mr John Alfred Smith	J A Smith
Company Use the company's full title, not abbreviations	ABC Pty Ltd	ABC P/L or ABC Co
Joint holdings Use full and complete names	Mr Peter Robert Williams & Ms Louise Susan Williams	Peter Robert & Louise S Williams
Trusts Use trustee(s) personal name(s), Do not use the name of the trust	Mrs Susan Jane Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estates Use the executor(s) personal name(s)	Ms Jane Mary Smith & Mr Frank William Smith <Estate John Smith A/C>	Estate of Late John Smith, or John Smith Deceased
Minor (a person under the age of 18) Use the name of a responsible adult with an appropriate designation	Mr John Alfred Smith <Peter Smith A/C>	Master Peter Smith
Partnerships Use the partners' personal names. Do not use the name of the partnership	Mr John Robert Smith & Mr Michael John Smith <John Smith and Son A/C>	John Smith and Son

Mayan Iron Corporation Ltd

ABN 46 136 636 005

Mayan Iron Corporation Ltd

ABN 46 136 636 005

First Floor, 16 Ord Street, West Perth, Western Australia 6005

Phone: +61 8 9486 4466 Fax: +61 8 9486 4266 Email: info@mayaniron.com

www.mayaniron.com