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Bullabulling Gold Limited

(incorporated in Australia and registered in Western Australia, with registered number ACN 153 234 532)

**Application for Admission to the ASX - Information Memorandum
Application for Admission to trading on AIM**

Nominated Adviser
Westhouse Securities Limited

Broker
Collins Stewart Europe Limited

Share capital immediately following Admission

Ordinary Shares

Issued and fully paid

Number

170,680,298

IMPORTANT NOTICES

The Company and the Directors whose names appear on page 6 of this document accept individual and collective responsibility for the information contained in this document, including individual and collective responsibility under the AIM Rules for Companies and the ASX Listing Rules. To the best of the knowledge and belief of the Directors (who have taken reasonable care to ensure that such is the case) the information contained in this document for which they are responsible is in accordance with the facts and there are no other facts the omission of which is likely to affect the import of such information.

This document is an admission document, which has been drawn up in accordance with the AIM Rules for Companies and is an information memorandum for the purposes of the ASX Listing Rules that has been issued in connection with the application for Admission. This document is dated 17 February 2012.

This document does not constitute a prospectus for the purposes of Part VI of FSMA or Chapter 6D of the Corporations Act and a copy of it has not been, and will not be, delivered to the Registrar of Companies in England and Wales or the ASIC in Australia. No offer of transferable securities to the public (for the purposes of section 102B of FSMA) is being made in connection with Admission in circumstances that would require this document to have been approved by the United Kingdom Financial Services Authority ("FSA") under section 85(1) of FSMA or the Prospectus Rules published by the FSA implementing the European Prospectus Directive (2003/71/EC).

This document:

- is not a prospectus or disclosure document lodged with ASIC under the Corporations Act; and
- does not constitute an offer of New Ordinary Shares for subscription or purchase or any invitation to subscribe for or buy New Ordinary Shares.

The Company has applied for listing on the ASX using an information memorandum on the basis that the Company has not raised any capital for the 3 months before the date of issue of this document and will not need to raise any capital for 3 months after the date of issue of this document. Application will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on AIM and has been made to the ASX for the Company to be admitted to the official list of the ASX and for the New Ordinary Shares to be quoted on ASX. It is intended that Admission will become effective, and that dealings in New Ordinary Shares will commence on AIM and ASX on 9 March 2012 and 20 March 2012 respectively.

THE WHOLE TEXT OF THIS DOCUMENT SHOULD BE READ AND IN PARTICULAR YOUR ATTENTION IS DRAWN TO THE SECTION ENTITLED "RISK FACTORS" SET OUT IN PART II OF THIS DOCUMENT.

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be associated than to larger or more established companies admitted to the Official List of the UK Listing Authority. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. The rules of AIM are less demanding than those of the Official List. It is emphasised that no application is being made for admission of these securities to the Official List. Each AIM company is required pursuant to the AIM Rules for Companies to have a nominated adviser. The nominated adviser is required to make a declaration to the London Stock Exchange on Admission in the form set out in Schedule Two to the AIM Rules for Nominated Advisers. The London Stock Exchange has not itself examined or approved the contents of this document.

An application has been made to have the Company admitted to the official list of the ASX and for the New Ordinary Shares to be quoted on the ASX. Listing on ASX will be subject to satisfaction of standard conditions imposed by the ASX. There can be no assurance as to if, or when, the Company will be admitted to the ASX Official List or the New Ordinary Shares will be quoted for trading on ASX. Apart from the application for Admission and the application to the ASX and AIM, the New Ordinary Shares are not expected to be dealt in on any other recognised investment exchange and no such applications have been made. Neither ASX nor any of its officers take any responsibility for the contents of this document. The fact that ASX may admit the Company to the official list of ASX should not be taken in any way as an indication of the merits of an investment in the Company.

Westhouse Securities Limited which is authorised and regulated in the United Kingdom by the FSA and which is advising the Company and no one else in respect of the Admission (whether or not a recipient of this document), is acting as nominated adviser to the Company in connection with the Admission and for the purpose of the AIM Rules. Westhouse Securities Limited will not be responsible to any person other than the Company for providing the protections afforded to its customers, for providing advice in relation to the Admission or the contents of this document. In particular, the information contained in this document has been prepared solely for the purposes of the Admission and is not intended to inform or be relied upon by any subsequent purchasers of Ordinary Shares (whether on or off exchange) and accordingly no duty of care is accepted in relation to them. Without limiting the statutory rights of any person to whom this document is issued, no representation or warranty, express or implied is made by Westhouse Securities Limited as to the contents of this document. No liability whatsoever is accepted by Westhouse Securities Limited for the accuracy of any information or opinions contained in this document, for which the Directors are solely responsible, or the omission of any information from this document for which they are not responsible.

Collins Stewart Europe Limited, which is authorised and regulated in the United Kingdom by the FSA is acting as broker to the Company in connection with the Admission and for the purpose of the AIM Rules and is acting for no-one else in connection thereto and will not be responsible to any person other than the Company for providing the protections afforded clients of Collins Stewart Europe Limited nor for providing advice in connection with Admission or any other matter referred to herein. In particular, the information contained in this document has been prepared solely for the purposes of the Admission and is not intended to inform or be relied upon by any subsequent purchasers of Ordinary Shares (whether on or off exchange) and accordingly no duty of care is accepted in relation to them. Without limiting the statutory rights of any person to whom this document is issued, no representation or warranty, express or implied is made by Collins Stewart Europe Limited as to the contents of this document. No liability whatsoever is accepted by Collins Stewart Europe Limited for the accuracy of any information or opinions contained in this document, for which the Directors are solely responsible, or the omission of any information from this document for which they are not responsible.

This document does not constitute an offer to sell, or a solicitation to buy Ordinary Shares in any jurisdiction in which such offer or solicitation is unlawful. In particular, this document is not for distribution in, or into the United States of America, Canada, the Republic of South Africa, the Republic of Ireland or Japan. The Ordinary Shares have not been, nor will they be, registered under the United States Securities Act of 1933 (as amended) (the "1933 Act") or under the securities legislation of any state of the United States, Canada, the Republic of South Africa, the Republic of Ireland or Japan or in any country, territory or possession where to do so may contravene local securities laws or regulations. Accordingly, the Ordinary Shares may not, subject to certain exceptions, be offered or sold directly or indirectly in or into the United States of America, Canada, the Republic of South Africa, the Republic of Ireland or Japan or to any national, citizen or resident of the United States of America, the Republic of South Africa, the Republic of Ireland or Japan. The distribution of this document outside the United Kingdom or Australia may be restricted by law and therefore persons outside the United Kingdom or Australia into whose possession this document comes should inform themselves about and observe any restrictions as to the Ordinary Shares or the distribution of this document.

The distribution of this document in certain jurisdictions may be restricted by law. No action has been taken by the Company or its nominated adviser that would permit a public offer of Ordinary Shares, or possession or distribution of this document where action for that purpose is required. Persons into whose possession this document comes should inform themselves about, and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

An investment in the Company may not be suitable for all recipients of this document. Any such investment is speculative and involves a high degree of risk. Prospective investors should carefully consider whether an investment in the Company is suitable for them in light of their circumstances and the financial resources available to them. Attention is drawn, in particular, to the Risk Factors set out in Part II of this document.

The Company's website, including any websites accessible from hyperlinks on the Company's website, do not form part of this document.

Forward-looking Statements

This document contains forward looking statements relating to the Company's future prospects, developments and strategies, which have been made after due and careful enquiry and are based on the Directors' current expectations and assumptions and involve known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those expressed or implied in such statements. Forward-looking statements are identified by their use of terms and phrases such as "believe", "could", "envisage", "estimate", "intend", "may", "plan", "will" or the negative of those, variations or comparable expressions, including references to assumptions. These forward-looking statements are subject to, *inter alia*, the risk factors described in Part II of this document. The Directors believe that the expectations reflected in these statements are reasonable, but may be affected by a number of variables which could cause actual results or trends to differ materially. Each forward-looking statement speaks only as of the date of the particular statement.

Copies of this document shall be available free of charge during normal business hours on any day (except Saturdays, Sundays and public holidays) from Westhouse Securities Limited at One Angel Court, London EC2R 7HJ United Kingdom for a period of one month from the date of admission to AIM and available on the Company's website www.bullabullingold.com.

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ADMISSION DETAILS

Number of Ordinary Shares	170,680,298
Estimate of expenses of Admission	A\$793,564 (£539,839)
ISIN Code	TBA
ASX Code	BAB
AIM Symbol	BGL

EXPECTED TIMETABLE OF EVENTS

Date of publication of this document	ASX Admission — 17 February 2012
Last day of dealings in GGG CDIs on ASX	29 February 2012
Disablement of GGG Shares in CREST	7 March 2012
UK Scheme Record Time	6.00pm (UK) Wed 7 March 2012
Final UK Scheme Court Hearing and Effective Date of the UK Scheme	8 March 2012
Suspended trading of GGG Shares on AIM	8 March 2012
Issue of BBG Shares and BBG DIs to GGG Shareholders and grant of BBG options to GGG option holders	9 March 2012
De-listing of GGG from ASX and termination of quotation of GGG CDIs on ASX	5.00pm (WST) Fri 9 March 2012
Cancellation of admission to trading of GGG Shares on AIM	7.00am (UK) Fri 9 March 2012
Admission to AIM effective and commencement of dealings on AIM	7.00am (UK) Fri 9 March 2012
Admission of BBG to ASX Official List and BBG Shares commence quotation on ASX	Tues 20 March 2012
AZX Shareholder Australian Scheme meeting	10.00am (Brisb) Thurs 22 March 2012
AZX Second Court Hearing for Australian Scheme	Tues 27 March 2012
Australian Scheme Effective Date	Wed 28 March 2012
AZX Shares Shares suspended from quotation on ASX	9.00am (EST) Thurs 29 March 2012
Cash Balancing Placement Date	Thurs 29 March 2012
Australian Scheme Record Date	6.00pm (Brisbane) Thurs 5 April 2012
Australian Scheme Implementation Date – BBG shares and options issued to AZX Shareholders and Optionholders	Wed 11 April 2012
Despatch date for new BBG Shares and Options	Wed 11 April 2012
De-listing of AZX from ASX	Thurs 12 April 2012
Commencement of quotation of new BBG Shares issued under Australian Scheme on ASX	Mon 16 April 2012

* These dates are anticipated dates only and may change without notice.

EXCHANGE RATE

As at Thursday 16 February 2012, being the latest practicable date before publication of this document, the rate of exchange used for the purpose of this document is £1.00: A\$1.47, unless otherwise stated.

DIRECTORS, SECRETARY AND ADVISERS

Directors	Dr. Peter Antony Ruxton (Non-Executive Chairman) Dr. Jeffrey Francis Anthony Malaihollo (Managing Director) David McArthur (Finance Director) Ciceron "Jun" Angeles (Technical Director) Michael John Short (Non-Executive Director) Nigel Bruce Clark OBE (Non-Executive Director) Paul McGroary (Non-Executive Director)	
Company Secretary	David McArthur 41 Stirling Highway Nedlands, Perth, Western Australia	
Registered Office	41 Stirling Highway, Nedlands, Perth, Western Australia	
Website	www.bullabullinggold.com	
Telephone	+61 (0)8 9423 3200	
Nominated Adviser	Westhouse Securities Limited One Angel Court London EC2R 7HJ United Kingdom	
UK Broker	Collins Stewart Europe Limited 88 Wood Street London EC2V 7QR United Kingdom	
Auditors	BDO Audit (WA) Pty Ltd 38 Station Street Subiaco, WA 6008 Australia	
Reporting Accountants	BDO Audit (WA) Pty Ltd 38 Station Street Subiaco, WA 6008 Australia	Edwards Veeder (Oldham) LLP Brunswick Square Union Street Oldham OL1 1DE United Kingdom

**Legal Advisers to the Company
(United Kingdom)**

Cobbetts LLP
70 Gray's Inn Road
London WC1X 8BT
United Kingdom

**Legal Advisers to the Company
(Australia)**

Steinepreis Paganin
Lawyers and Consultants
Level 4, The Read Buildings
16 Milligan Street
Perth WA 6000

**Legal Advisers to the Nominated
Adviser**

Dechert LLP
160 Queen Victoria Street
London EC4V 4QQ

Competent Person

CSA Global Pty Limited
Level 2,
3 Ord Street
West Perth, WA 6005
Australia

**Registrar, Depository CHESS and
CREST Service Provider**

Computershare Investor Services Plc
The Pavilions
Bridgwater Road
Bristol BS99 6ZZ
United Kingdom

**Computershare Investor Services Pty
Limited**
Level 2, Reserve Bank Building
45 St Georges Terrace
PERTH WA 6000

PART I

INFORMATION ON THE COMPANY

1. Introduction

BBG is an Australian company, incorporated in Western Australia under the Corporations Act on 15 September 2011 in order to fast track the development of the Bullabulling Gold Project in the Coolgardie Goldfield of Western Australia.

The Bullabulling Gold Project is currently held in an unincorporated joint venture arrangement between GGG and Auzex, which each hold a 50 per cent. interest in the Bullabulling Gold Project. On 14 March 2011 GGG announced its intention to make an off-market scrip offer under the Corporations Act for all of those issued shares in Auzex which it did not already own, and lodged its bidder statement in this regard on 18 April 2011. On 19 May 2011, Auzex issued a statement urging its shareholders to reject the offer made by GGG.

The parties subsequently entered into negotiations regarding the future of Bullabulling and on 30 August 2011 the parties announced the signing of a binding heads of agreement to combine their two interests in the Bullabulling Gold Project such that it be held as to 100 per cent. by BBG, a single Australian domiciled, newly incorporated corporate entity that will apply to be listed on AIM and ASX. On 19 September 2011 it was announced that the parties had entered into the Merger Implementation Agreement in accordance with the said heads of agreement.

In order to facilitate the above, GGG and Auzex have proposed the UK Scheme and the Australian Scheme respectively. Further details of the UK Scheme are contained at paragraph 5 of this Part I and further details of the Australian Scheme are contained at paragraph 6 of this Part I.

The UK Scheme will result in BBG becoming the new parent company of GGG. Under the UK Scheme, GGG Shareholders will be issued with the same number of BBG Shares for the cancellation of their GGG Shares.

In addition, GGG Optionholders have entered into private agreements under which their GGG Options will be cancelled in consideration for the grant of the same number of BBG Options on equivalent terms. Following implementation of the UK Scheme, BBG's capital structure will be identical (save in respect of the A Ordinary Share) to that of GGG prior to the UK Scheme. Following implementation of the UK Scheme, expected to occur on 9 March 2012, BBG will be the registered owner of the entire issued share capital of GGG and, accordingly, GGG will become a wholly owned subsidiary of BBG.

It is intended that BBG will become listed on ASX and AIM as soon as practicable following the implementation of the UK Scheme. Admission is conditional (amongst other things) on the UK Scheme taking effect. Application has been made for BBG to be admitted to the official list of the ASX and for its Ordinary Shares to be quoted on ASX. It is intended that this will occur on 20 March 2012. BBG will also apply shortly for BBG's Shares to be quoted on AIM. It is intended that this will be effective on 9 March 2012.

Shortly after Admission, it is intended that BBG will acquire the remaining 50 per cent. interest in the Bullabulling Gold Project through the completion of the Australian Scheme, under which BBG will become the registered owner of the entire issued share capital of Auzex. It is expected that the Australian Scheme will complete on or around 11 April 2012.

Under the Australian Scheme, Auzex Shareholders (other than GGG) will receive BBG Ordinary Shares resulting in those persons having the same economic interest in the Bullabulling Gold Project as they hold immediately before the Australian Scheme and Merger take effect. Owing to the Cash Balancing Adjustment described in paragraph 6(c) of this Part I, Auzex Shareholders (excluding GGG) will hold less than 50 per cent. of the share capital of BBG despite retaining the same economic interest in the Bullabulling Gold Project.

The UK Scheme and Admission are not conditional on the Australian Scheme taking effect. In the event the Australian Scheme is not implemented, BBG's Board intends to continue to develop the Bullabulling Gold Project in conjunction with Auzex.

As a pre-cursor to the Australian Scheme, Auzex, on 16 December 2011, spun out all of its assets other than its interests in the Bullabulling Gold Project into a separate corporate vehicle, Auzex Exploration Limited. The Company will have no interest in Auzex Exploration Limited.

Further information, including summary financial information, in relation to BBG is set out at Part III of this document.

2. Overview of GGG and BBG

GGG, a company incorporated in England and Wales, has a 50 per cent. interest in the Bullabulling Gold Project. GGG is quoted on AIM (Code: GGG) and listed on the ASX (Code: GGB). The last day's trading on each of the ASX and AIM is expected to be 29 February 2012 and 8 March 2012 respectively.

Originally incorporated as Central China Goldfields plc in 2004, GGG started as a gold and copper exploration company with a Chinese focus within an Asia-wide brief. It successfully explored a number of projects in China, notably the Nimu and Snow Mountain projects. Both the Snow Mountain Project and Nimu were disposed of to Sichuan Bureau of Metallurgy and Geological Exploration in 2008 and 2009 respectively, and GGG's interests in China came to an end with the termination of its interest in Dong Mao Huo Project in December 2009.

In February 2010, GGG signed an option to acquire a 50 per cent. interest in the Bullabulling Gold Project in Western Australia from Auzex, which at that time had an option to acquire 100 per cent. of the Bullabulling Gold Project from its owners, Jervois and its subsidiary, Goldpride. Following a detailed due diligence process, GGG and Auzex entered into a sale and purchase agreement with Jervois in April 2010 under which each agreed to acquire a 50 per cent. interest in the Bullabulling Gold Project directly from Jervois. The acquisition was completed in August 2010. The consideration paid by GGG for the acquisition of its 50 per cent. interest was A\$1,900,000 plus replacement of 50 per cent. of the environmental rehabilitation security bonds then applying to the Bullabulling Gold Project (being A\$600,000).

In July and November 2010, GGG raised £1,125,000 and £7,500,000 respectively through share placements. A further A\$8 million was raised from investors in Australia at the time of GGG's listing on ASX in May 2011.

On 16 December 2011, GGG posted to its Shareholders a scheme circular to approve the UK Scheme. The UK Scheme was approved by Shareholders on 9 January 2012 and it is anticipated that it will be approved by the Court on 8 March 2012.

As noted above, it is intended that the UK Scheme will be implemented on 9 March 2012, resulting in GGG becoming the wholly owned subsidiary of BBG.

An accountant's report on GGG is set out in Part III Section C of this document.

BBG has been incorporated to become the parent company of GGG (under the UK Scheme) and of Auzex (under the Australian Scheme). BBG currently has 3 ordinary shares on issue (**Existing BBG Shares**) that are held by three GGG directors, Messrs Malaihollo, Clark and Short (**Existing BBG Shareholders**) who are also GGG shareholders.

So that BBG can become the parent company of GGG upon the UK Scheme being implemented, GGG has issued BBG with one A Ordinary Share. Under the UK Scheme, all of GGG's issued ordinary shares (but not the A Ordinary Share) will be cancelled, resulting in BBG becoming the parent company of GGG by virtue of holding the A Ordinary Share. This will be GGG's only issued security upon the UK Scheme being implemented.

3. Overview of Auzex

Auzex is an Australian incorporated public company listed on the ASX (Code: AZX). As at the date of this document Auzex holds a 50 per cent. interest in the Bullabulling Gold Project.

Auzex was founded by current Auzex managing director John Lawton and technical director Gregor Partington and was registered as a proprietary company on 29 September 2003 under the Corporations Act. On 7 July 2005, Auzex converted to a public company and was listed on the ASX on 4 October 2005.

Auzex was established to explore for major granite-hosted gold systems within Australia and New Zealand and secured prospective targets in eastern Australia and New Zealand. The company identified a total of 66 targets in three project areas in North Queensland, New England and the west coast of New Zealand.

In January 2010, Auzex identified the Bullabulling Gold Project in the Coolgardie Goldfield of Western Australia. Auzex entered into an exclusive option agreement with Jervois in January 2010 to acquire the Bullabulling Gold Project. As noted above, in April 2010, Auzex and GGG (then named Central China Goldfields plc) entered into a sale and purchase agreement pursuant to which GGG and Auzex each acquired a 50 per cent. interest in the Bullabulling Project from Jervois and Goldpride. The acquisition of the Bullabulling Gold Project mining tenements and plant and equipment by Auzex and GGG was successfully completed on 13 August 2010.

An unincorporated joint venture agreement was finalised between Auzex and GGG on 17 May 2010 in relation to the Bullabulling Gold Project and the BBJV.

On 16 December 2011, Auzex shareholders approved the spin out of all its non-Bullabulling assets, including certain gold exploration projects and 7,022,472 GGG Shares and A\$2m. On 20 December 2011 the Australian Court approved the spin out of all Auzex's assets other than the Bullabulling Gold Project into a separate corporate vehicle, Auzex Exploration Limited. The spin out took effect on 21 December 2011. As noted above the Company has no interest in Auzex Exploration Limited.

Summary financial information in relation to Auzex is set out at Part IV of this document.

4. The Bullabulling Project

(a) Project summary

Based in the well-established gold mining district of Coolgardie in Western Australia, Bullabulling is conveniently close to established power, water and road infrastructure. The Directors believe that this means that a new Bullabulling open pit mine could be brought into production far more quickly than if it were a greenfield project.

In August 2010, GGG announced a JORC Mineral Resource at Bullabulling of nearly 2m ounces of gold (41.5 Mt @ 1.5 g/t Au at 0.7 g/t Au cut off), representing a substantial increase from the JORC resource of 430,000 ounces which was in place at the time of the Company's signing of the option agreement with Auzex. On 15 August 2011 GGG announced updated further JORC Mineral Resource from phase one drilling, of 2.6m ounces of gold at 1.03 g/t, with a cut off grade of 0.5 g/t, with 710,000 ounces of gold in the Indicated Mineral Resource category, with the balance in the Inferred Mineral Resource category.

Since formation of the initial BBJV in 2010, work undertaken includes a review of all historical exploration data, structural mapping and interpretation, resource modelling, validation diamond drilling and scoping level mining studies.

A phase one drill program was completed in the period from November 2010 to May 2011. Phase two commenced in mid May 2011 and completed in December 2011.

The recent BBJV drilling programs have had several aims and were designed to:

- test the resource model,
- QAQC (confirmation drilling),
- target mineralisation over a 6 km section of the Bullabulling Trend,
- provide detailed structural information relating to gold mineralisation,
- capture detailed geological information across the full extent of the Bullabulling Shear Zone, and
- upgrade known Inferred Resources to Indicated Resources.

Over 110,000 metres of drilling have been completed since the Bullabulling Gold Project was acquired from Jervois. The most recent 74,542 metre drilling campaign was completed on 18 December 2011. As at the date of this document, the results of the 74,542 metre phase two infill drilling campaign are still being interpreted but the Directors expect they will allow GGG to upgrade a substantial portion of the 1.9m Inferred Mineral Resource to Indicated Mineral Resource status in the first half of 2012, which will enable an independent consultant to estimate an initial ore reserve.

A Competent Person's Report containing more detailed information on the Bullabulling Gold Project has been prepared and is set out at Part V of this document.

(b) Project management

On 19 September 2011, GGG and Auzex entered into the Management Agreement in relation to the Bullabulling Project. Under the terms of the Management Agreement an operating company was set up to manage the Bullabulling Gold Project on behalf of GGG and Auzex. The agreement remains effective in the event that the Australian Scheme does not become effective for whatever reason.

The principal terms of the Management Agreement are set out in paragraph 12.4 of Part VII of this document.

5. The UK Scheme and Admission

The UK Scheme was approved by GGG Shareholders at a general meeting held on 9 January 2012. It is expected that the UK Court will approve the UK Scheme on 8 March 2012.

Under the terms of the UK Scheme, all GGG Shares will be cancelled and, upon the UK Scheme becoming effective, GGG Shareholders will be entitled to receive one BBG Ordinary Share for every GGG Share held other than Existing BBG Shareholders who will receive one less BBG Share than they would otherwise be entitled to as GGG Shareholders. This will ensure that, on the UK Scheme being implemented, BBG will have the same number of ordinary shares on issue as GGG had immediately prior to the UK Scheme being implemented.

GGG currently has in issue the following GGG Shares and GGG Options:

- 170,680,298 fully paid ordinary shares of 2 pence each
- 200,000 unquoted options expiring on 23 February 2012 exercisable at 38 pence per option*
- 3,075,000 unquoted options expiring on 23 February 2012 exercisable at 32 pence per option*
- 500,000 unquoted options expiring on 6 October 2014 exercisable at 7 pence per option
- 3,425,000 unquoted options expiring on 23 April 2015 exercisable at 8 pence per option

- 1,150,000 unquoted options expiring on 30 June 2015 exercisable at 10 pence per option
- 3,630,000 unquoted options expiring on 23 November 2015 exercisable at 40 pence per option.

* GGG's 32p and 38p options will either have lapsed or been exercised by the time the UK Scheme is implemented.

In addition GGG has in issue an A Ordinary, which has been issued and allotted to BBG pursuant to the UK Scheme. The A Ordinary Shares rank *pari passu* with GGG's other Ordinary Shares save that:

- it shall not entitle the holder of the share to receive notice of, or to attend or vote at, any general meeting of the Company;
- it shall not, save as provided below, be transferable; and
- the Company shall have an irrevocable authority from its holder at any time to do all or any of the following without obtaining the sanction of the said holder:
 - to appoint any person to execute on his behalf a transfer of it (without making any payment) to such person as the Company may determine;
 - to purchase it in accordance with the Act for the purposes of any such purchase, to appoint any person to execute a contract for the sale of such share and thereafter to cancel it.

(a) Treatment of GGG Shares

Pursuant to the UK Scheme, BBG will issue New Ordinary Shares to GGG Shareholders in line with the arrangements described in this paragraph 5(a).

The UK Scheme will result in BBG becoming the new parent company of GGG. Under the UK Scheme, GGG Shareholders will be issued with such number of BBG Shares as equals the number of GGG Shares held by them on the GGG Record Date in consideration for the cancellation of their GGG Shares other than Existing BBG Shareholders who will be issued one less BBG Share to account for the Existing BBG Shares they hold. In addition, GGG Optionholders have entered into private agreements under which their GGG Options will be cancelled in consideration for the grant of the same number of BBG Options on similar terms. Following completion of the UK Scheme BBG's capital structure will be identical to that of GGG (save in respect of the A Ordinary Shares) prior to the UK Scheme. Following completion of the UK Scheme, expected to take effect on 8 March 2012, BBG will be the registered owner of the entire issued share capital of GGG and, accordingly, GGG will become a wholly owned subsidiary of BBG.

The New Ordinary Shares to be issued under the UK Scheme will be allotted and issued credited as fully paid. An application will be made for the admission of the New Ordinary Shares to trading AIM and has been made for the Company to be admitted to the official list of the ASX and for its New Ordinary Shares to be quoted on the ASX. The New Ordinary Shares will rank *pari passu* in all respects with the Existing Ordinary Shares in issue at the time such New Ordinary Shares are allotted and issued, including the right to receive and retain dividends and other distributions declared, made or paid after the Effective Date.

The terms of the New Ordinary Shares are summarised in Part VII of this document.

(b) Treatment of GGG Options

GGG has implemented arrangements with GGG Optionholders and BBG dated on or around 9 January 2012 whereby GGG Options which are outstanding on the UK Scheme coming into effect will be cancelled and the GGG Optionholders will be granted BBG Options (on the basis of one BBG Option for each GGG Option held) on materially the same terms as the GGG Options they replace (the "**BBG Option Exchange Arrangements**"). As the GGG Options were granted on terms contained in a GGG Executive Share Plan, BBG's Board resolved to approve the BBG Executive Option Plan, the terms and conditions of which are summarised in paragraph 4 of Part VII. The BBG Options to be granted will be granted on the terms set out in this new BBG Executive Option Plan.

The Board of BBG has resolved, conditional on the UK Scheme becoming effective, to procure that all holders of outstanding GGG Options, who have elected to take advantage of the BBG Option Exchange Arrangements, shall be granted BBG Options with one BBG Option being granted for every GGG Option held following cancellation of their GGG Options. The BBG Options will be granted pursuant to the BBG Executive Option Plan immediately upon the UK Scheme becoming effective on substantially the same terms as the GGG Options.

The exercise price of the BBG Options will equal the exercise price of the GGG Options they replace, converted from pence to AUD\$ using an average 30 day exchange rate ending on the date the UK Scheme takes effect. As such, the exercise prices are not currently known.

(c) Admission

It is intended that BBG will become listed on ASX and AIM soon after the UK Scheme is implemented. BBG anticipates that the Admission will be conditional (amongst other things) on the UK Scheme taking effect. Application has been made for BBG to be admitted to the official list of the ASX and for its Ordinary Shares to be quoted on ASX. It is intended that this will occur on 20 March 2012. It is also intended that BBG will apply for BBG's Shares to be quoted on AIM. It is intended that this will be effective on 9 March 2012. BBG, GGG and their related bodies corporate will not vote at the general meeting.

6. The Australian Scheme

In accordance with the Merger Implementation Agreement, it is proposed that following completion of the UK Scheme and Admission, BBG will acquire all of the share capital of Auzex that GGG does not already own pursuant to the Australian Scheme.

Details of the Merger Implementation Agreement that governs the Merger are set out at paragraph 12 of Part VII of this document. Pursuant to the Australian Scheme, Auzex Shareholders (other than GGG) will transfer their shares to BBG in return for the issue of New Ordinary Shares in BBG.

Auzex intends to post an Australian scheme circular to its shareholders on 22 February 2012 convening a meeting to approve the Australian Scheme and thereby the Merger. The general meeting of Auzex Shareholders is expected to take place on 22 March 2012 and the meeting of the Australian Court is expected to take place on 27 March 2012. Assuming all matters are approved by Auzex shareholders and the Australian Court, the Australian Scheme (and the Merger) is expected to be implemented on 11 April 2012.

(a) Auzex Capital Structure

As at the date of this document, Auzex has in issue the following Auzex Shares and Auzex Options.

- 140,468,565 fully paid ordinary shares
- 1,943,479 unquoted options expiring on 21 October 2013 exercisable at \$0.10 per option
- 426,425 unquoted options expiring 28 October 2014 exercisable at \$0.19 per option.

(b) Treatment of Auzex Shares under the Australian Scheme

Under the Australian Scheme, Auzex Shareholders (other than GGG) will receive Ordinary Shares resulting in those persons having a percentage equivalent to the same economic interest in the Bullabulling Project as they hold immediately before the Australian Scheme and Merger take effect (subject to adjustment to account for GGG's existing AZX shareholding and higher net cash assets).

The exact number of BBG Shares to be issued to each AZX Shareholder (other than GGG) is to be determined using a formula contained in the Merger Implementation Agreement as summarised in paragraph 12 of Part VII of this document. The formula produces an AZX Share Scheme Ratio that will be multiplied by the number of AZX shares held by an AZX Shareholder to determine the number of BBG Shares that will be issued to the AZX Shareholder under the Australian Scheme.

Under the Merger Implementation Agreement, the AZX Share Scheme Ratio is to be calculated on the date that is 8 days before the general meeting of Auzex shareholders to approve the Australian Scheme (**Calculation Date**). The Calculation Date is anticipated to be 14 March 2012. The exact ratio will not be known until that date. However, it is anticipated that the ratio will be between 0.81 and 0.94 (assuming the 5 day VWAP of AZX Shares on the ASX up to the Calculation Date is between \$0.156 and \$0.273). The actual issue of BBG Shares to AZX Shareholders (other than GGG) under the Australian Scheme is anticipated to occur on 11 April 2012 when the Merger is implemented.

(c) Cash Balancing prior to the Merger

The Merger is intended to be a merger of equals. However, GGG will have more cash and cash equivalents (including Auzex Shares) on hand when the Australian Scheme is to become effective. Accordingly, in accordance with the Merger Implementation Agreement, on the Calculation Date, GGG and Auzex will calculate their anticipated net cash assets as at the Australian Scheme Effective Date and will use its excess net cash to subscribe for Auzex Shares for an issue price equal to a 10 per cent discount to the five (5) day VWAP ending on the day before the Calculation Date. It is anticipated that the Calculation Date will occur on 14 March 2012, with the subscription and issue of the Auzex shares to GGG occur on the Australian Scheme Effective Date, which is anticipated to be 28 March 2012. As a result of the Cash Balancing, GGG and Auzex will have materially the same net cash assets at the time the Merger takes effect.

GGG currently holds 10,266,667 Auzex Shares representing approximately 7.31 per cent of Auzex's Shares, which it will retain after the Merger along with any AZX Shares issued under the Cash Balancing. GGG has obtained a modification to Section 606 of the Corporations Act from ASIC to allow it to exceed a 20 per cent. shareholding in AZX as a result of the Cash Balancing Adjustment.

As a result of the Cash Balancing Adjustment it is expected that the Auzex Shareholders (other than GGG) will hold less than 50 per cent of the share capital of BBG on the Merger being implemented but will retain the same economic interest in the Bullabulling Gold Project.

(d) Treatment of Auzex Options

AZX has the following AZX Options on issue:

- 1,943,479 unquoted options expiring on 21 October 2013 exercisable at \$0.10 per option
- 426,425 unquoted options expiring 28 October 2014 exercisable at \$0.19 per option.

To facilitate the Merger, Auzex and BBG intend to enter into an Options Exchange Deed with each of the seven directors and

staff members holding Auzex Options, pursuant to which (subject to the Australian Scheme being implemented) the Auzex Options will be cancelled and the option holders will be granted BBG Options as consideration for the cancelled Auzex Options (**Options Exchange Deed**).

The holders of the AZX Options that are to be subject to the Options Exchange Deed are set out below.

Name	\$0.10 AZX Options Held	\$0.19 AZX Options Held
Chris Baker	104,348	—
John Lawton	782,609	—
Greg Partington	652,174	—
Eugene Illiescu	104,348	—
Paul Frederiks	300,000	—
Trevor Pilcher	—	272,235
Kristin Rowe	—	154,190
TOTAL	1,943,479	426,425

The BBG Options to be issued pursuant to the Options Exchange Deed will be on the same terms as the cancelled Auzex Options, subject to adjustment of the exercise price to ensure the economic equivalence of the BBG Options and Auzex Options, and to any adjustment that may be required to ensure consistency of the terms of the BBG Options with the Auzex Options, to reflect that BBG is the issuer rather than Auzex and to comply with the Corporations Act and the ASX Listing Rules.

The number of BBG Options to be granted to an AZX Option Holder will equal the number of their AZX Options that are being cancelled multiplied by the AZX Share Scheme Ratio. The exercise price will equal the exercise price of the AZX Options they replace divided by the AZX Share Scheme Ratio.

The exact number of BBG Options to be granted under the Options Exchange Deed, and their exercise prices, will not be known until the Calculation Date. However, it is possible that the exercise price of the BBG Options granted to replace the existing \$0.10 AZX Options will have an exercise price of less than \$0.20 each. BBG has applied to ASX for a waiver from ASX Listing Rule 1.1 Condition 11 to permit this to occur.

The Auzex Options are currently subject to a number of vesting conditions. GGG and AZX have agreed that the BBG Options issued to Auzex Optionholders will be fully vested from 1 July 2012 with no vesting conditions required to be completed in order for the BBG Options to vest.

(e) Effect of Merger on BBG's Capital

The effect of the Merger on BBG's capital will depend on the AZX Share Scheme Ratio, which will only be determined on the Calculation Date, and which will be effected by the difference in net cash assets between GGG and AZX under the Cash Balancing, and the 5 day VWAP of AZX Shares up to the Calculation Date.

However, as an example, if the AZX Share Scheme Ratio is determined to be 0.90 (which assumes a net cash assets difference of \$3,981,704 and a 5 day VWAP for AZX Shares to the Calculation Date of \$0.234):

- each AZX Shareholder (other than GGG) will be issued 0.90 BBG Shares for every AZX Share they transfer to BBG;
- AZX Shareholders (other than GGG) will in aggregate be issued with BBG Shares totalling 40.84 per cent. of BBG's Enlarged Share Capital;
- post Merger BBG will have a total of 288,511,702 Shares on issue; and
- 1,758,849 BBG options with an exercise price of \$0.11 will be granted to holders of \$0.10 AZX Options and 383,782 BBG Options with an exercise price of \$0.21 will be granted to holders of \$0.19 AZX Options.

(f) BBG Substantial Holders post UK Scheme and Australian Scheme

Baker Steel Capital Managers LLP and certain associates (**Baker Steel**) hold approximately 20,234,574 GGG Shares, giving them a current voting power of 11.86 per cent. in GGG. Blackrock Investment Management (UK) Limited (**BlackRock**) holds approximately 9,963,829 GGG Shares, giving it a current voting power of 5.8 per cent. of GGG. As the UK Scheme involves a one for one exchange of shares, Baker Steel and BlackRock will end up with the same substantial shareholding in BBG following the UK Scheme taking effect.

Baker Steel is also a substantial shareholder in Auzex, holding approximately 17,715,277 AZX Shares, giving it voting power in AZX of approximately 12.6 per cent.

Under the Australian Scheme, Baker Steel will be issued BBG Shares in exchange for its AZX Shares, thereby increasing its substantial shareholding in BBG. The exact number of BBG Shares that will be issued, and Baker Steel's ultimate voting power, will not be known until the Merger takes effect, as the numbers are dependent on the AZX Share Scheme Ratio. However, based on the example given in para (e) above, assuming an AZX Share Scheme Ratio of 0.9, Baker Steel will be issued an additional 15,943,749 BBG Shares giving it a total voting power of 12.54 per cent in BBG.

The value of the BBG shares issued to Baker Steel under the AZX Scheme is likely to exceed 5 per cent. of the equity interests of BBG. As a result, ASX Listing Rule 10.1 will be triggered by the issue of BBG shares to Baker Steel under the AZX Scheme, and BBG requires shareholder approval to issue shares to Baker Steel unless a waiver is granted by the ASX. BBG has applied to the ASX for a waiver from ASX Listing Rule 10.1 to allow BBG to issue BBG shares to Baker Steel under the AZX Scheme without having to obtain BBG shareholder approval.

7. Reasons for the Merger

The Board believe the Merger is in the best interests of both GGG Shareholders and Auzex Shareholders and of BBG Shareholders as it will:

- consolidate the ownership of the Bullabulling Gold Project into a single corporate group which will focus solely on the Bullabulling Project;
- bring together the skill sets of both GGG and Auzex for the benefit of all stakeholders;
- streamline decision making in relation to the Bullabulling Gold Project;
- align the interests of the two shareholder groups into a like-minded, single group of shareholders;
- reduce corporate overheads and duplicated roles;
- together with the Admission, create a mid-sized Australian incorporated company with a focus on a domestic asset;
- provide access to capital markets in the United Kingdom and Australia;
- unlock shareholder value; and
- raise the profile of the Company.

8. Conditionality of events

- Admission is conditional on the UK Scheme being implemented.
- Neither the UK Scheme nor Admission are not conditional on completion of the Australian Scheme and the Merger.
- The Australian Scheme is conditional on Auzex Shareholder approval and Australian Court approval and Admission.

9. Financial effects of the Merger

Financial information on GGG is set out in Part III of this document and summary financial information on Auzex is set out in Part IV of this document.

10. Business Strategy

BBG's strategy is to fast track the development of the Bullabulling Gold Project. The Board believe the most effective way to achieve this is to consolidate the ownership of the project into one corporate entity in order to better utilise the expertise of GGG and Auzex and streamline the decision making and processes necessary for the project's development.

The UK Scheme represents an important step in the consolidation of the Bullabulling Gold Project. Following completion of the UK Scheme, the beneficial interest in the Bullabulling Gold Project now held by GGG will be held by BBG, an Australian incorporated vehicle. This is a more attractive merger vehicle for shareholders in Auzex under the Australian Scheme.

The directors of GGG and Auzex are resolved to advance rapidly the development of the Bullabulling Gold Project. The Board has identified the following key milestones to be achieved in the next 18 months:

- Update Bullabulling JORC Resource estimation;
- Initiate and complete a pre-feasibility study; and
- Commence work on a bankable feasibility study.

The Directors have approved the following budget for the next 18 months which assumes the completion of the Merger.

Item	A\$'000
Pre-Feasibility and Feasibility Studies *	3,200
Exploration	1,000
Stamp duty payable upon completion of the Merger	1,400
Tenement & Administration	150
Salaries and Wages	1,350
Administration Costs	960
Expenses of the Offer	793
TOTAL	8,853

*Please note that the amount budgeted covers the period from 1 January 2012 to 30 June 2013 and does not assume completion of the studies.

11. Current Trading and Prospects

BBG has had and will have no operations until Admission when it will become the holding company of GGG pursuant to the UK Scheme. It is anticipated that subject to the Merger being approved by Auzex shareholders and the court in Australia, BBG will also become the holding company for Auzex.

The principal activities of both GGG and Auzex are the exploration and development of mineral assets. GGG and Auzex are both committed to the development of the Bullabulling Gold Project and the directors of each intend to do so, subject to the approvals of their respective shareholders and the Courts of England and Australia, as one unified corporate entity. If for whatever reason, the Merger does not complete, the Directors of BBG will continue to work with Auzex under the existing Joint Venture to maximise the value for Shareholders of their interest in the Bullabulling Project.

The BBJV has recently completed its phase two 74,542 metre drilling plan and expects to publish an updated JORC resource statement during the first half of 2012. Thereafter the BBJV will commence a pre-feasibility study to analyse in further detail the economic viability of developing a commercial gold mine at Bullabulling.

12. Directors

Upon Admission the Board will compose the Directors set out below.

Upon completion of the Merger, the MIA provides that the Board will consist of two non-executive directors nominated by GGG and two non-executive directors nominated by Auzex. In addition, BBG will appoint three new independent directors including the Chairman and Managing Director.

Directors

Dr. Peter Antony Ruxton

Non-Executive Chairman, age 54

Peter Ruxton spent 16 years in the mining industry focused on Australia and South East Asia. Between 1981 and 1994, Peter worked for Billiton Australia (the Shell Company of Australia's Metals Division) progressing from Exploration Geologist to Regional Exploration Manager.

From 1994 to 1997 he was Exploration Manager of Brisbane-based mid-tier gold producer Ross Mining N.L., responsible for all geological functions in the company and the co-ordination of a positive bankable feasibility study on the Gold Ridge Mine in the Solomon Islands — this world class gold mine commenced production in August 1998.

In late 2000 Peter was appointed Investment Manager for the Commonwealth Development Corporation (CDC Plc) before moving to Actis LLP in 2004 as an Investment Principal, joining the partnership between 2006 and 2008. At Actis he was responsible for initiating, managing and exiting over US\$180 million worth of private equity mining investments in emerging markets. Peter is currently a non-executive director of TSX and JSE-listed Platmin Ltd, TSX listed Banro Corporation and President & CEO of TSX listed Gentor Resources Inc.

Peter joined the board of GGG in October 2009 and is a member of the audit and remuneration committees. He was appointed to the board of BBG on 4 January 2012. He is expected to step down on completion of the Merger.

Dr. Jeffrey Francis Anthony Malaihollo

Managing Director, age 45

Jeff Malaihollo worked for Newcrest on grass roots exploration for gold and base metals before joining Rio Tinto, working mainly on area selection and project evaluation in the former Soviet Union and Indonesia.

Subsequently he worked and consulted for Billiton on generative programmes and target selection in South East Asia, China and Eastern Europe.

From 2000 to 2004, Jeff was an Executive Director at Loeb Aron & Company Ltd, London-based corporate financiers specialising in natural resources. From 2005 until August 2010 he was a Non-Executive Director of Loeb Aron.

Jeff set up GGG in November 2004 and has served as its Managing Director since then. He was appointed to the board of BBG on 15 September 2011. He is expected to remain as a non-executive director stepping down as managing director following the Merger and the subsequent appointment of a suitable replacement pursuant to the Merger Implementation Agreement.

David Maxwell McArthur

Finance Director, age 54

David McArthur is a qualified chartered accountant and has specialised in the corporate and project management of publicly listed companies in the resources sector for the past 28 years. David has extensive board experience in the management and administration of the corporate, financial and operational aspects of mining companies, including involvement in taking projects from early stages through to operations.

In 1988, David was CFO and part of the team that developed, and subsequently produced gold, from the Kundana gold mine just outside Kalgoorlie. In 1997, David was appointed CFO of Dioro Exploration NL (Dioro), an ASX-listed Kalgoorlie-based gold company, producing over 100,000 ounces of gold per annum. In 2000, David was appointed Dioro's Finance Director, where he worked for a further 10 years prior to Dioro being taken over by Avoca Resources Limited. As the Finance Director, David helped take the company's project from first discovery through to open pit mining then subsequently underground mining.

David has been the Chief Financial Officer of GGG Australia Pty Ltd, the Perth based-wholly-owned subsidiary of the Company since 21 October 2010 and was responsible for setting up the Company's new office in Perth, Western Australia. David is also a director and shareholder of Broadway Management (WA) Pty Ltd, which provides accounting and corporate services to GGG Australia Pty Ltd. David joined the board of GGG in March 2011.

David has also been appointed as the Chief Financial Officer and Company Secretary of BBG. He was also appointed to the board of BBG on 15 September 2011. He is expected to remain as a director of BBG on completion of the Merger.

Ciceron "Jun" Angeles

Technical Director, age 54

Jun Angeles is a geologist with over 30 years of experience in gold-base metal exploration in Asia, mainly Indonesia, Philippines, China, Malaysia, and Iran, with minor assignments in Vietnam, Fiji, Papua New Guinea, Myanmar and Kyrgyzstan. His specialisations include epithermal gold-silver, porphyry copper-gold and Carlin styles of mineralisation.

He obtained his MSc in Mineral Exploration from the University of New South Wales, Australia in 1985 and is a Fellow and Chartered Professional in Geology (CPGeo) of the Australasian Institute of Mining and Metallurgy (AusIMM). Jun was the Asia Exploration Manager for Newcrest Mining during which time Newcrest brought the Gosowong Mine into production. Since February 2006, Jun has been the Exploration Manager and latterly VP Exploration of GGG when it discovered the large Nimu copper-molybdenum deposit. Jun is a Non-executive Director of ASX and AIM listed Medusa Mining. Jun joined the board of GGG in September 2009.

Jun was appointed to the board of BBG on 4 January 2012. He is currently a Technical Director of GGG and it is anticipated that he will be appointed as Technical Director of BBG on equivalent terms when the UK Scheme is implemented on 9 March 2012. He is expected to resign on completion of the Merger.

Michael John Short

Non-Executive Director, age 59

Michael Short has 35 years of project management and site construction experience on a broad range of projects. For the last 30 years, Michael has focused on the engineering, design and construction of gold and copper/lead/zinc ore treatment plants in Australia, Africa, Central Asia, Russia, Europe and Asia.

During this period he has acted as Project Manager and Site Construction Manager on greenfield plants, as well as on the extension of existing plants, and has gained significant experience in the preparation, administration and implementation of projects. Michael is the Managing Director of GBM Minerals Engineering Consultants Ltd.

Michael joined the board of GGG in June 2010 and is a member of the audit and remuneration committees.

He was appointed to the board of BBG on 4 January 2012. He is expected to step down on completion of the Merger.

Nigel Bruce Clark, OBE

Non-Executive Director, age 62

Nigel Clark has over 30 years' experience in new business development and management in the precious and base metals industry. He started working for Billiton in Brazil as an exploration geologist, later as an exploration manager in Portugal and Indonesia, as well as a general manager of both underground and open-pit gold mines in Indonesia, business development manager in Singapore and ultimately as general manager in China.

Nigel joined the board of GGG in November 2004 and is a member of the audit and remuneration committees.

He was appointed to the board of BDG on 15 September 2011. He is expected to step down on completion of the Merger.

Paul McGroary

Non-Executive Director, age 54

Paul McGroary is a Director of Marshall Lake Mining plc a copper zinc exploration company focused on Ontario, Canada. Paul has held several other directorships within the quoted natural resources sector, including mining projects in Canada, and Chile as well as a Central Asian oil explorer.

Paul joined the board of GGG in October 2007 and is the Chairman of the audit and remuneration committees.

He was appointed to the board of BBG on 4 January 2012. He is expected to step down on completion of the Merger.

13. Admission, CHES and CREST

Application has been made for the Company to be admitted to the official list of the ASX and for its New Ordinary Shares to be quoted for trading on ASX and it is intended that an application will be made for Admission to AIM. Admission is expected to take place, and dealings in the New Ordinary Shares, are expected to commence on AIM, at 8.00a.m. (UK) on 9 March 2012 and on ASX at 9.30am (EST) on 20 March 2012.

CHES

The Company will apply to participate in the Clearing House Electronic Sub-Register System (**CHES**), for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company.

Electronic sub-registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with statements (similar to a bank account statement) that set out the number of Shares allotted to them under the UK Scheme. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHES and issuer sponsorship.

Electronic sub-registers also mean ownership of securities can be transferred without having to rely upon paper documentation. Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

CREST

The Company is an Australian incorporated company, and as foreign securities cannot be held or traded in CREST, in order to enable BBB Shareholders to settle their Ordinary Shares through CREST, a depositary has been appointed to hold the relevant foreign securities and issue dematerialised depositary interests representing the underlying Ordinary Shares (the "DIs"). The Company has appointed Computershare Investor Services PLC to act as the depositary (the "Depositary"). The Depositary will hold the Ordinary Shares on trust for the relevant BBG Shareholders and this trust relationship will be documented in a deed poll to be executed by the Depositary prior to Admission to AIM (the "Deed Poll"). The Deed Poll will also set out the procedure for holders of DIs to vote at general meetings of the Company and to exercise other procedural shareholder rights, which will be transferred to the Depositary with the BBG shares.

Holders of Depositary Interests will be entitled to receive notices of meetings and other notices issued by the Company, exercise the voting rights attached to the underlying Ordinary Shares and receive any dividends paid by the Company from time to time to its shareholders.

The DIs will be independent English securities and will be held on a register maintained by the Depositary. The DIs will have the same security code and ISIN number as the underlying Ordinary Shares which they represent and will not require a separate admission to AIM.

Participation in CREST is voluntary and BBG Shareholders who wish to hold shares in certificated form may do so. However, they will not then be able to settle their Ordinary Shares through CREST and will have their holding recorded on BBG's share register in Australia. Pending the despatch of holding statements (as applicable), instruments of transfer will be certified against the register.

Application has been made by the Depositary for the DIs, which represent the underlying Ordinary Shares, to be admitted to CREST on Admission.

For more information regarding CREST, BBG Shareholders should contact their broker or Euroclear at 33 Cannon Street, London EC4M 55B. Trading in DIs requires BBG Shareholders to deal through a stockbroker or other intermediary who is a member of CREST. BBG Shareholders should ensure that their stockbroker is a member of the London Stock Exchange or has in place arrangements allowing them to effect trades on AIM, or (in the case of DIs) CREST.

Further information regarding the depositary arrangement and the holding of Ordinary Shares in the form of Depositary Interests is available from the Depositary. The Depositary may be contacted at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZZ.

14. Dividend Policy

The Directors believe that the Company should seek to generate capital growth for its shareholders through the appraisal, exploration and appropriate development of its assets. It is not anticipated that the Board will recommend a dividend in the short to medium term following Admission.

15. Corporate Governance

Following Admission, the Board will comprise 3 executive directors and 4 non-executive directors. The Board is responsible for formulating, reviewing and approving the Group's strategy, budgets, major items of capital expenditure and acquisitions. The Company will hold Board meetings throughout the year at which reports relating to the Group's operations, together with financial reports, will be considered. The Company has an audit committee and a remuneration committee with formally delegated duties and responsibilities. The remuneration committee comprises the four non-executive directors and they are responsible for determining the terms and conditions of service, including remuneration and other benefits granted or proposed to be granted by the Company. The audit committee consists of the four non-executive directors and they have primary responsibility for monitoring the quality of internal controls, ensuring that the financial performance of the Group is properly measured and reported on, and for reviewing reports from the Group's auditors relating to the Group's accounting and internal controls.

Upon completion of the Merger the Board will change so that it consists of two non-executive directors nominated by GGG and two non-executive directors nominated by Auzex. In addition, BBG intends to appoint three new independent directors including the Chairman and Managing Director.

The Corporate Governance Statement below sets out the Company's current compliance with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (Principles and Recommendations).

PRINCIPLES AND RECOMMENDATIONS		COMMENT
1.	Lay solid foundations for management and oversight	
1.1	Companies should establish the functions reserved to the board and those delegated to senior executives and disclose those functions.	The Directors monitor the business affairs of the Company on behalf of Shareholders and have formally adopted a corporate governance policy which is designed to encourage Directors to focus their attention on accountability, risk management and ethical conduct.
1.2	Companies should disclose the process for evaluating the performance of senior executives.	The Board reviews the remuneration policies applicable to all Directors and Executive Officers on an as needed basis. The company has a remuneration committee.
1.3	Companies should provide the information indicated in the Guide to reporting on Principle 1.	The Company will explain any departures from best practice recommendations 1.1 and 1.2 in its future annual reports, including whether a performance evaluation for senior executives has taken place in the reporting period and whether it was in accordance with the process disclosed.
2.	Structure the board to add value	
2.1	A majority of the board should be independent directors.	A majority of the directors are independent.
2.2	The chair should be an independent director.	The chairman is an independent director.
2.3	The roles of chair and chief executive officer should not be exercised by the same individual.	The roles of chief executive officer and chairman are not held by the same person.
2.4	The board should establish a nomination committee.	The company has a remuneration and nomination committee.
2.5	Companies should disclose the process for evaluating the performance of the board, its committees and individual directors.	The performance of all executive directors will be reviewed at least annually by the Chair, with directors whose performance is unsatisfactory being asked to retire.
2.6	Companies should provide the information indicated in the Guide to reporting on Principle 2.	The Company will provide details of each director, such as their skills, experience and expertise relevant to their position, together with an explanation of any departures from best practice recommendations 2.1, 2.2, 2.3, 2.4 and 2.5, in its future annual reports.

PRINCIPLES AND RECOMMENDATIONS		COMMENT
3. Promote ethical and responsible decision-making		
3.1	Companies should establish a code of conduct and disclose the code or a summary of the code as to: <ul style="list-style-type: none"> ● the practices necessary to maintain confidence in the company's integrity ● the practices necessary to take into account their legal obligations and the reasonable expectations of their stakeholders ● the responsibility and accountability of individuals for reporting and investigating reports of unethical practices. 	The company has established a formal code of conduct for the directors.
3.2	Companies should establish a policy concerning diversity and disclose the policy or a summary of that policy. The policy should include requirements for the board to establish measurable objectives for achieving gender diversity and for the board to assess annually both the objectives and progress in achieving them.	The Company intends to develop and implement a diversity policy.
3.3	Companies should disclose in each annual report the measurable objectives for achieving set by the board in accordance with the diversity policy and progress in achieving them.	The Company has not yet set measurable objectives however these will be considered by the Board. In addition, the Board will review progress against any objectives identified on an annual basis.
3. Promote ethical and responsible decision-making		
3.4	Companies should disclose in each annual report the proportion of women employees in the whole organisation, women in senior executive positions and women on the board	The Company's Annual Report will include the proportion of woman employees within the organisation as well as senior positions within the Company.
3.5	Companies should provide the information indicated in the Guide to reporting on Principle 3.	The Board will include in the Annual Report each year: measurable objectives, if any, set by the Board; <ul style="list-style-type: none"> ● progress against the objectives; and ● the proportion of women employees in the whole organisation, at senior management level and at Board level.
4. Safeguard integrity in financial reporting		
4.1	The board should establish an audit committee.	The board has established a separate Audit Committee.
4.2	The audit committee should be structured so that it: <ul style="list-style-type: none"> ● consists only of non-executive directors ● consists of a majority of independent directors ● is chaired by an independent chair, who is not chair of the board has at least three members. 	The structure of the audit committee is consistent with these requirements.
4.3	The audit committee should have a formal charter.	The audit committee has a formal charter.
4.4	Companies should provide the information indicated in the Guide to reporting on Principle 4.	The Company will explain any departures from best practice recommendations 4.1, 4.2 and 4.3 in its future annual reports.

PRINCIPLES AND RECOMMENDATIONS	COMMENT
5. Make timely and balanced disclosure	
5.1 Companies should establish written policies designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at a senior executive level for that compliance and disclose those policies or a summary of those policies.	The Company has a continuous disclosure program in place designed to ensure the compliance with ASX Listing Rule disclosure and to ensure accountability at a senior executive level for compliance and factual presentation of the Company's financial position.
5.2 Companies should provide the information indicated in Guide to Reporting on Principle 5.	The Company will provide an explanation of any departures from best practice recommendation 5.1 in its future annual reports.
6. Respect the rights of shareholders	
6.1 Companies should design a communications policy for promoting effective communication with shareholders and encouraging their participation at general meetings and disclose their policy or a summary of that policy.	The company has a formal communication policy.
6.2 Companies should provide the information indicated in the Guide to reporting on Principle 6.	The Company will provide an explanation of any departures from best practice recommendation 6.1 in its future annual reports.
7. Recognise and manage risk	
7.1 Companies should establish policies for the oversight and management of material business risks and disclose a summary of those policies.	The Board is responsible for ensuring there are adequate policies in relation to risk management, compliance and internal control systems. In summary, the Company's policies are designed to ensure strategic, operational, legal, reputational and financial risks are identified, assessed, effectively and efficiently managed and monitored to enable achievement of the Company's business objectives.
7.2 The board should require management to design and implement the risk management and internal control system to manage the company's material business risks and report to it on whether those risks are being managed effectively. The board should disclose that management has reported to it as to the effectiveness of the company's management of its material business risks.	The Board's collective experience will enable accurate identification of the principal risks that may affect the Company's business. Key operational risks and their management will be recurring items for deliberation at Board Meetings.
7.3 The board should disclose whether it has received assurance from the chief executive officer (or equivalent) and the chief financial officer (or equivalent) that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.	The Board will consider whether it is appropriate to require the Chief Executive Officer and Chief Financial Officer (or their equivalents) to provide such a statement at the relevant time.
7.4 Companies should provide the information indicated in Guide to Reporting on Principle 7.	The Company will provide an explanation of any departures from best practice recommendations 7.1, 7.2 and 7.3 (if any) in its future annual reports.

PRINCIPLES AND RECOMMENDATIONS		COMMENT
8.	Remunerate fairly and responsibly	
8.1	The board should establish a remuneration committee.	The Board has established a remuneration committee.
8.2	The remuneration committee should be structured so that it: <ul style="list-style-type: none"> ● consists of a majority of independent directors ● is chaired by an independent director ● has at least three members 	The remuneration committee is structured in accordance with these requirements.
8.3	Companies should clearly distinguish the structure of non-executive directors' remuneration from that of executive directors and senior executives.	The remuneration is clearly set out in Part VII of this document, and will be disclosed in the annual report of the company.
8.4	Companies should provide the information indicated in the Guide to reporting on Principle 8.	The Company will provide an explanation of any departures from best practice recommendations 8.1 to 8.3 (if any) in its future annual reports.

16. The City Code and Corporations Act

Although the New Ordinary Shares will be admitted to trading on AIM, as the Company is incorporated in Australia and will not have its place of central management and control in the UK, it will not be subject to the City Code. Accordingly, the Company will not be subject to takeover regulations in the UK under the City Code. Investors should be aware that the protections afforded to shareholders by the City Code which are designed to regulate the way in which takeovers are conducted will not therefore be available. Instead it will be subject to the Corporations Act.

The Corporations Act restricts the acquisition by any person of a 'relevant interest' in a 'voting share' of BBG where, because of a transaction, that person or someone else's percentage 'voting power' in BBG increases above 20 per cent. (or, where the person's voting power was already above 20 per cent. and below 90 per cent., increases in any way at all), subject to certain exceptions such as where the change is approved by shareholders or results from a pro rata issue.

One of the key exceptions to these restrictions is where the shares are acquired under takeover offers made under the Corporations Act to all shareholders, which must be on the same terms for all shareholders (subject to minor exceptions) and which must comply with the timetable and disclosure requirements of the Corporations Act. The purpose of these provisions is to attempt to ensure that shareholders in the target company have a reasonable and equal opportunity to share in any premium for control and that they are given reasonable time and enough information to assess the merits of the proposal.

In certain circumstances, the holder of 90 per cent. (**90 per cent. Holder**) of the voting shares in a company may compulsorily acquire the last 10 per cent. of those shares (**Remaining Shares**). Likewise, where an entity holds 90 per cent. of the voting shares in a company, in certain circumstances, a holder of any Remaining Shares may require that the 90 per cent. Holder purchase the Remaining Shares.

In addition, the Corporations Act provides protection to minority shareholders where the conduct of the company's affairs or an act or omission (including a resolution of members or a class of members) by the company is contrary to the interests of the members as whole, or oppressive to, unfairly prejudicial to, or unfairly discriminating against a member or group of members.

17. Australian Mining Legislation

The Tenement Report in Part VI of this document provides a summary of the mining legislation in Western Australia.

18. Further Information

Your attention is drawn to Part VII of this document, which provides further information on the Admission. In particular, your attention is drawn to Part II of this document entitled "Risk Factors".

19. Taxation

Information regarding Australian taxation is set out in paragraph 9 of Part VII of this document. This information is intended as a general guide only. If you are in any doubt as to your tax position, you should contact an independent professional adviser immediately.

Information regarding UK taxation is set out in paragraph 9 of Part VII of this document. This information is intended as a general guide only. If you are in any doubt as to your tax position, you should contact an independent professional adviser immediately.

20. ASX/ASIC Waivers

BBG has been granted in principle approval from the ASX that, upon applying for admission to the ASX, BBG will be granted the following waivers from the ASX Listing Rules:

- (a) waiver from ASX Listing Rule 1.1 Condition 3:
 - (i) to allow BBG to release an information memorandum based on the UK Scheme Booklet rather than a prospectus in its application for admission to the Official List;
 - (ii) to permit BBG not to comply with paragraph 108 of Appendix 1A of the ASX Listing Rules to the extent necessary to permit BBG not to include a statement in this information memorandum that it contains all of the information that would be required in a prospectus, on the condition that GGG provides a statement to the ASX that it is in compliance with the disclosure requirements of ASX Listing Rule 3.1 at the time BBG is admitted to the Official List; and
 - (iii) to permit BBG not to comply with paragraph 117 of Appendix 1A of the ASX Listing Rules to the extent necessary to permit BBG not to include a statement in this information memorandum that a supplementary information memorandum will be issued if BBG becomes aware of certain matters occurring between the issue of this information memorandum and the date the Company's securities are quoted on ASX, on the condition that GGG undertakes to keep the market informed of material information in relation to BBG;
- (b) a waiver from ASX Listing Rule 1.1 Condition 8 to the extent necessary to permit BBG to be admitted to the Official List without requiring BBG to pass the Assets Test or Profits Test as required by the ASX Listing Rules, on the condition that GGG satisfies ASX Listing Rules 12.1 and 12.2 at the time of admission to ASX (ie that GGG's level of operations and financial condition are sufficient to warrant the continued quotation of GGG's securities on ASX);
- (c) a waiver from ASX Listing Rule 1.1 Condition 11 to allow BBG to have 5,075,000 options on issue with an exercise price of less than \$0.20 (being BBG Options to be granted under the Option Exchange Arrangements to replace GGG Options with exercise prices of 7, 8 and 10p), on condition that the terms of the options and the Option Exchange Arrangements are disclosed in the UK Scheme document; and
- (d) a waiver of ASX Listing Rule 10.11 to permit GGG to issue replacement securities to Auzex security holders on condition that Auzex security holders and a court of competent jurisdiction approve the Australian Scheme and the securities issued are on materially the same terms as the securities being cancelled under the Australian Scheme.

ASX has also given in principle approval that, upon BBG applying for admission to the ASX, the ASX will confirm that the terms of the options issued to GGG Optionholders under the Option Exchange Agreement are appropriate for the purposes of ASX Listing Rule 6.1.

The ASX's in principle approval will expire on 3 May 2012 if BBG has not been admitted to the ASX by that time.

BBG has also applied to the ASX for the following waivers from the ASX Listing Rules:

- (a) a waiver from ASX Listing Rule 10.1 to permit BBG to issue BBG Shares in accordance with the Australian Scheme to Baker Steel Capital Managers LLP and associates without obtaining shareholder approval in circumstances where its shareholding in BBG prior to completion of the Australian Scheme will be above 10 per cent.; and
- (b) a waiver from ASX Listing Rule 1.1 Condition 11 to permit BBG to issue options to Auzex Optionholders with an exercise price of less than \$0.20 under the Options Exchange Deed upon the Australian Scheme taking effect.

GGG has been granted a waiver from ASX Listing Rule 6.23.2 to allow it to cancel its unquoted options as part of the Option Exchange Arrangements on condition that GGG shareholders and a court of competent jurisdiction approve the UK Scheme and full details of the cancellation is included in the UK Scheme Booklet.

GGG has also obtained ASIC relief from Section 606 of the Corporations Act to allow it to be granted Auzex Shares under the Cash Balancing in circumstances where this may result in GGG's shareholding in Auzex increasing above 20 per cent..

The technical terms used in this Part I are as defined in the Glossary of Terms in Part V.

PART II

RISK FACTORS

AN INVESTMENT IN THE COMPANY IS HIGHLY SPECULATIVE AND INVOLVES A HIGH DEGREE OF RISK AS THE GROUP HAS A SHORT OPERATIONAL HISTORY AND ITS PRINCIPAL BUSINESS IS ONE OF MINERAL EXPLORATION AND EXPLOITATION.

In addition to all other information set out in this document, and the usual risks associated with an investment in a business at an early stage of development, potential investors should carefully consider the risk factors described below, which the Directors consider to be the most significant to potential investors in the Company, before making a decision to invest in the Company. If any of the events or circumstances giving rise to any of the following risks, together with possible additional risks and uncertainties of which the Directors are currently unaware, actually occur, the Group's business, financial condition, results or future operations could be materially and adversely affected. In such circumstances, the price of the Company's shares could decline and investors could lose all or part of their investment. This document contains forward-looking statements that involve risks and uncertainties. The Group's results could actually differ materially from those anticipated in the forward-looking statements as a result of many factors, including, without limitation, the risks faced by the Group, which are described below and elsewhere in the document.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

Additional Requirements for Capital

The funds currently held by the Company are considered sufficient to meet its current exploration and evaluation objectives. Additional funding may be required in the event exploration costs exceed the Company's estimates. Upon completion of the Merger the Directors believe that funds held by the Enlarged Group are sufficient to meet its current exploration and evaluation objectives. Additional funding may be required in the event exploration costs exceed the Enlarged Group's estimates. In order to effectively implement its business and operations plans in the future, to take advantage of opportunities for acquisitions, joint ventures or other business opportunities, and to meet any unanticipated liabilities or expenses which the Company may incur, additional financing may be required.

The Company may seek to raise further funds through equity or debt financing, joint ventures, production sharing arrangements or other means. Failure to obtain sufficient financing for the Company's activities and future projects may result in delay and indefinite postponement of exploration, development or production on the Company's properties or even loss of a property interest.

There can be no assurance that additional finance will be available when needed or, if available, the terms of the financing might not be favourable to the Company and might involve substantial dilution to shareholders. Further, the Company, in the ordinary course of its operations and developments, is required to issue financial assurances, particularly insurances and bond/bank guarantee instruments to secure statutory and environmental performance undertakings and commercial arrangements. The Company's ability to provide such assurances is subject to external financial and credit market assessment, and its own financial position. Loan agreements and other financing rearrangements such as debt facilities, convertible note issues and finance leases (and any related guarantee and security) that may be entered into by the Company may contain covenants, undertakings and other provisions which, if breached, may entitle lenders to accelerate repayment of loans and there is no assurance that the Company would be able to repay such loans in the event of an acceleration. Enforcement of any security granted by the Company or default under a finance lease could also result in the loss of assets.

Mineral Resource Estimates

Mineral resource estimates are expressions of judgement based on knowledge, experience and industry practice. Estimates which were valid when originally calculated may alter significantly when new information or techniques become available. In addition, by their very nature, resource estimates are imprecise and depend to some extent on interpretations, which may prove to be inaccurate.

As further information becomes available through additional fieldwork and analysis, the estimates are likely to change. This may result in alterations to development and mining plans which may, in turn, adversely affect the Group's operations.

Exploration Success

The Tenements are at various stages of exploration, and potential investors should understand that mineral exploration and development are high-risk undertakings. There can be no assurance that exploration of the Tenements, or any other tenements that may be acquired in the future, will result in the discovery of an economic ore deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited. The future exploration activities of the Group may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents, native title process, changing government regulations and many other factors beyond the control of the Company.

In the event that exploration programmes prove to be unsuccessful this could lead to a diminution in the value of the Tenements, a reduction in the cash reserves of the Company and possible relinquishment of the Tenements. The exploration costs of the Company described in the Competent Person's Report are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the Company's viability.

Development and Production Risks

The development and operation of any mine by the Company within the Tenements may be affected by various factors, including failure to achieve predicted grades in exploration and mining; failure to obtain or maintain any necessary regulatory approvals, operational and technical difficulties encountered in mining; difficulties in commissioning and operating plant and equipment; mechanical failure or plant breakdown; unanticipated metallurgical problems which may affect extraction costs; adverse weather conditions; industrial and environmental accidents; industrial disputes; and unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment.

Company only has one Project

The Company currently only has one Project. Accordingly, there is a material risk that in the event the Company is unable to renew the granted Project tenements beyond their current expiry dates, does not comply with the tenement conditions, the Company's interest in the Project may be relinquished. Additionally, although the Company has had some exploration success in relation to the Project in the past, the Company cannot guarantee that this will lead to production of profitable resources.

The Company has no reason to believe that the renewal of the tenements the subject of the Project would not be granted however it cannot guarantee that the tenements will be renewed beyond their current expiry dates.

Gold Price Volatility and Exchange Rate Risks

If the Company achieves success leading to mineral production, the revenue it will derive through the sale of gold exposes the potential income of the Company to gold price and exchange rate risks. The gold price fluctuates and is affected by many factors beyond the control of the Company. Such factors include general world economic activity, world demand, supply and demand fluctuations for precious and base metals, forward selling activities, gold reserve movements at central banks, costs of production by gold producers, inflationary expectations, interest rates and other macro-economic and political factors.

Furthermore, the international price of gold is denominated in United States dollars, whereas the income derived from the sale of gold and operating expenditure of the Company are and will be taken into account in Australian currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States dollar, the British Pound Sterling and the Australian dollar as determined in international markets.

Trading price of Ordinary Shares and Depositary Interests

The Company's credit quality, operating results, economic and financial prospects and other factors will affect the trading price of the Ordinary Shares and depositary interests. In addition, the price of Ordinary Shares is subject to varied and often unpredictable influences on the market for equities, including, but not limited to general economic conditions including the Australian dollar, the British Pound Sterling and United States dollar performance on world markets, commodity price fluctuations, fluctuations in the global market for gold, inflation rates, foreign exchange rates and interest rates, variations in the general market for listed stocks in general or Australian mining stocks in particular, changes to government policy, legislation or regulation, industrial disputes, general operational and business risks and hedging or arbitrage trading activity that may develop involving the Ordinary Shares.

In particular, the share prices for many companies have been and may in future be highly volatile, which in many cases may reflect a diverse range of noncompany specific influences such as global hostilities and tensions relating to certain unstable regions of the world, acts of terrorism and the general state of the global economy. No assurances can be made that the Company's market performance will not be adversely affected by any such market fluctuations or factors.

Joint Venture

Until such time as the Merger is effected and Auzex becomes a subsidiary of the Company, the Company is a 50:50 joint venturer with Auzex in the Bullabulling Project, each holding fifty per cent. of the Tenements. The joint venture is governed by a Joint Venture Agreement with Auzex as summarised in paragraph 12 of Part VII of this document.

There is the risk that any dispute between the joint venturers could result in a deadlock. The Joint Venture Agreement has dispute resolution mechanisms that address any deadlock but any delay caused by implementing the dispute resolution process may impact adversely on the Company's operations, financial performance and financial position.

Environmental Bonds

The Tenements are subject to unconditional performance bonds (approximately \$1.2 million, of which GGG has funded 50 per cent. and Auzex has funded 50 per cent.) to cover the anticipated cost of rehabilitation of historical mining on the Tenements. The bonds may be increased in the future, either in relation to historical mining or new mining activities, which the Company would need to fund. In addition, while the Company considers actual rehabilitation costs will be substantially lower than the current bond amounts, there can be no assurance given that actual rehabilitation costs may need to be incurred in excess of the amount of the bonds.

Failure to Satisfy Expenditure Commitments

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

Title Risk

Although the Company has investigated title to all of its Tenements (as detailed in the Tenement Report), the Company cannot give any assurance that title to such Tenements will not be challenged or impugned. The Tenements may be subject to prior unregistered agreements or transfers or title may be affected by undetected defects or native title claims.

No Takeover Protection under City Code

As a company incorporated in Australia, the rights of shareholders are governed by Australian law. The rights of shareholders under Australian law differ in some respects from the rights of shareholders of companies incorporated in the UK. As the Company is incorporated in Australia the City Code on Takeovers and Mergers ("City Code") (which regulates takeovers and substantial shareholders) does not apply to it. Refer to Part I paragraph 16 for a summary of the takeover protections provided by the Corporations Act.

Environmental and Safety Risks

The operations and proposed activities of the Company are subject to State and Federal laws and regulations concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. While the Company does not expect, from the information available, that these factors will impact on its ability to carry out its operations, there is always the possibility that there could be an adverse impact. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws.

Mining operations have inherent risks and liabilities associated with safety and damage to the environment and the disposal of waste products occurring as a result of mineral exploration and production. The occurrence of any such safety or environmental incident could delay production or increase production costs. Events, such as unpredictable rainfall or bushfires may impact on the Company's ongoing compliance with environmental legislation, regulations and licences.

Significant liabilities could be imposed on the Company for damages, clean up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous operations or non-compliance with environmental laws or regulations. The disposal of mining and process waste and mine water discharge are under constant legislative scrutiny and regulation. There is a risk that environmental laws and regulations become more onerous making the Company's operations more expensive. Approvals are required for land clearing and for ground disturbing activities. Delays in obtaining such approvals can result in the delay to anticipated exploration programmes or mining activities.

No/Limited History

Having been incorporated on 15 September 2011, the Company does not have any operating history, although it should be noted that the Directors have between them significant operational experience. No assurances can be given that the Company will achieve commercial viability through the successful exploration and/or mining of its Tenements. Until the Company is able to realise value from its projects, it is likely to incur ongoing operating losses.

Mine development

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

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

Taxation Risk

Any change in the Company's tax status or the tax applicable to holding Ordinary Shares or in taxation legislation or its interpretation, could affect the value of the investments held by the Company, affect the Company's ability to provide returns to Shareholders and/or alter the post-tax returns to Shareholders.

Aboriginal Heritage

Archaeological and ethnographic surveys in the Tenements have identified a number of sites of significance which have been registered with the Department of Indigenous Affairs. Approvals are required if these sites will be impacted by exploration or mining activities. Delays in obtaining such approvals can result in the delay to anticipated exploration programmes or mining activities.

Native Title

The Tenements extend over areas in which legitimate common law native title rights of indigenous Australians may exist. The ability of the Company to gain access to its Tenements and to conduct exploration, development and mining operations remains subject to native title rights and the terms of registered native title agreements. The Board will closely monitor the potential effect of native title claims involving tenements in which the Company has or may have an interest.

Reliance on Key Management

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance that there will be no detrimental impact on the Company if one or more of these employees cease their employment.

Insurance Risks

The Company intends to insure its operations in accordance with industry practice. However, in certain circumstances, the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.

Insurance against all risks associated with mining exploration and production is not always available and where available the costs can be prohibitive.

Competition Risk

The industry in which the Company will be involved is subject to domestic and global competition. Although the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, which activities or actions may, positively or negatively, affect the operating and financial performance of the Company's projects and business.

Shortages of skilled personnel

The tight labour market, an ageing population and a current skills shortage present challenging conditions in which to recruit staff for the Company's operations. Not being able to access skilled staff may impact the implementation of the Company's business strategy and operational targets.

Economic Risks

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

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

- (a) general economic outlook;
- (b) interest rates and inflation rates;
- (c) currency fluctuations;
- (d) changes in investor sentiment toward particular market sectors;
- (e) the demand for, and supply of, capital; and
- (f) terrorism or other hostilities.

Market Conditions

The market price of the Ordinary Shares and Depositary Interests can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource exploration stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

Regulatory Risk

The Company's mining operations are subject to extensive laws and regulations relating to numerous matters including resource licence consent, conditions including environmental compliance and rehabilitation, taxation, employee relations, health and worker safety, waste disposal, protection of the environment, native title and heritage matters, protection of endangered and protected species and other matters. The Company requires permits from regulatory authorities to authorise the Group's operations. These permits may relate to exploration, development, production and rehabilitation activities. Obtaining necessary permits can be a time

consuming process and there is a risk that Company will not obtain these permits on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could materially delay or restrict the Company from proceeding with the development of a project or the operation or further development of a mine.

Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in material fines, penalties or other liabilities. In extreme cases, failure could result in suspension of the Group's activities or forfeiture of one or more of the Tenements.

The impact of actions by governments may affect the Company's operations including matters such as necessary approvals, taxation and royalties which are payable on the proceeds of the sale of any successful production. Further, the ongoing conditions in relation to permits as well as the renewal of permits are each to a certain extent a matter of governmental discretion and no guarantee can be given in this regard.

Joint venture, acquisitions or other strategic investments

The Company may make strategic investments in complementary businesses, or enter into strategic partnerships or alliances with third parties in order to enhance its business. At the date of this document, the Company is not aware of the occurrence or likely occurrence of any such risks which would have a material adverse effect on the Company or its subsidiaries.

General Resource Sector Risk

In common with other entities undertaking business in the natural resources sector, certain risks are substantially outside the control of the Company. These risks include abnormal stoppages in production or delivery due to factors such as industrial disruption, major equipment failure, accident, power failure or supply disruption, unforeseen adverse geological or mining conditions and/or changes to predicted ore or mineral quality, the state of supply and demand for gold in Australia and overseas markets and the effect of the gold price, changes in government regulations (including environmental regulations) and government imposts such as royalties, rail freight charges and taxes and risks to land titles, mining titles and the use thereof as a result of native title claim.

Force Majeure

The Company's projects now or in the future may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

Litigation Risks

The Company is exposed to possible litigation risks including native title claims, tenure disputes, environmental claims, occupational health and safety claims and employee claims. Further, the Group may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. The Company is not currently engaged in any litigation.

Investment Speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Ordinary Shares. Therefore, the Ordinary Shares carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those securities.

Merger is not effected

The Merger is conditional, amongst other things, upon the approval of Auzex Shareholders and the Australian Court of the Australian Scheme. It is possible that both or one of the approvals may not be obtained. In the event that the approvals are not obtained and the Merger is not effected the Company will only own fifty per cent. of the Bullabulling Project.

ANY OTHER RISK FACTORS

Reference should also be made to the risks noted in the Competent Person's Report in Part V of this document and to Parts III and IV of this document which contain financial information on the Group

The above risk factors do not necessarily comprise all those associated with an investment in the Company.

PART III

FINANCIAL INFORMATION ON BBG AND GGG

SECTION A – ACCOUNTANTS REPORT ON BULLABULLING GOLD LIMITED

The Directors
Bullabulling Gold Limited
41 Stirling Highway
Nedlands
Perth
Western Australia 6009

And

The Directors
Westhouse Securitites Limited
1 Angel Court
London
EC2R 7HJ

Dear Sirs

BULLABULLING GOLD LIMITED (THE “COMPANY”)

Introduction

We report on the financial information set out in Part III Section B. This financial information has been prepared for inclusion in Part III Section B of the Admission Document dated on or around 13 February 2012 of the Company (the “Admission Document”) on the basis of the accounting policies set out in note 1 to the financial information. This report is required by Schedule Two of the AIM Rules and is given for the purpose of complying with the AIM Rules and for no other purpose.

Responsibility

As described in Part III Section B of the Admission Document, the Directors of the Company are responsible for the preparation of the financial information on the basis set out in Note 1 of the financial information and in accordance with applicable International Financial Reporting Standards.

It is our responsibility to form an opinion on the financial information as to whether the financial information gives a true and fair view, for the purposes of the Admission Document, and to report our opinion to you.

Basis of opinion

We conducted our work in accordance with the Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. Our work included an assessment of evidence relevant to the amounts and disclosures in the financial information. It also included an assessment of significant estimates and judgements made by those responsible for the preparation of the financial statements underlying the financial information and whether the accounting policies are appropriate to the entity’s circumstances, consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial information is free from material misstatement whether caused by fraud or other irregularity or error.

Opinion

In our opinion, the financial information gives, for the purposes of the Admission Document, a true and fair view of the state of affairs of the Company as at the date stated and of its losses and cash flows for the period then ended in accordance with the basis of preparation set out in Note 1 to the financial information and has been prepared in accordance with applicable International Financial Reporting Standards as described in note 1 to the financial information.

Declaration

For the purposes of Schedule Two of the AIM Rules, we are responsible for this report as part of the Admission Document and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the Admission Document in compliance with Schedule Two of the AIM Rules.

Yours faithfully,

BDO Audit (WA) Pty Ltd
Chartered Accountants

SECTION B – FINANCIAL INFORMATION ON BULLABULLING GOLD LTD

Responsibility

The Directors of the Company are responsible for the preparation of the financial information on the basis of preparation set out in Note 1 to the financial information and in accordance with applicable International Financial Reporting Standards.

STATEMENT OF COMPREHENSIVE INCOME FOR THE PERIOD ENDED 31 DECEMBER 2011

	Note	2011 \$
Other revenues		–
Accounting fees		(24,596)
Filing fees		(5,500)
Other expenses		(3)
Loss before income tax expense		(30,099)
Income tax expense	2	–
Net loss after income tax expense		(30,099)
Other comprehensive income		–
Total comprehensive loss attributable to members of Bullabulling Gold Ltd		(30,099)

STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2011

	Note	2011 \$
CURRENT ASSETS		
Other receivables	3	35
TOTAL CURRENT ASSETS		35
TOTAL ASSETS		35
CURRENT LIABILITIES		
Trade and other payables	4	18,443
Borrowings	5	11,688
TOTAL CURRENT LIABILITIES		30,131
TOTAL LIABILITIES		30,131
NET LIABILITIES		(30,096)
EQUITY		
Contributed equity	6	3
Retained losses	7	(30,099)
TOTAL EQUITY		(30,096)

STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31 DECEMBER 2011

	Note	Contributed Equity	Retained Losses	Total
BALANCE AT 14 SEPTEMBER 2011		—	—	—
Total comprehensive expense		—	(30,099)	(30,099)
CONTRIBUTIONS BY AND DISTRIBUTIONS TO OWNERS				
Issue of ordinary shares		3	—	3
BALANCE AT 31 DECEMBER 2011		3	(30,099)	(30,096)

STATEMENT OF CASH FLOWS FOR THE PERIOD ENDED 31 DECEMBER 2011

	2011 \$
CASH FLOW FROM OPERATING ACTIVITIES	
Payments to suppliers and employees	—
Interest received	—
Net cash used in operating activities	—
CASH FLOW FROM INVESTING ACTIVITIES	
Loans to related parties	
— receipts/(payments) made	—
Net cash used in investing activities	—
Net increase in cash held	—
Cash at beginning of period	—
Effect of exchange rate fluctuations on cash held	—
CASH AT END OF PERIOD	—

NOTES TO THE FINANCIAL INFORMATION FOR THE PERIOD ENDED 31 DECEMBER 2011

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) Basis of Preparation

The financial information has been prepared in accordance with the requirements of the international financial reporting standards (IFRS), including International Accounting Standards and Interpretations adopted by the International Accounting Standards Board, as applicable for the relevant period.

Bullabulling Gold Ltd was incorporated on 14 September 2011 and has its domicile in Australia and is a company limited by shares.

The following is a summary of the material accounting policies adopted by the company in the preparation of this report. Unless otherwise stated, the accounting policies are consistent with the previous period.

The financial report has been prepared on an accruals basis and is based on historic costs modified by the revaluation of financial assets, financial liabilities and selected non-current assets for which the fair value basis of accounting has been applied.

b) Going Concern

At 31 December 2011 the company had a net asset deficiency of \$30,096. The directors believe at the date of this report that the company will be able to realise its assets and extinguish its liabilities and accordingly be able to pay its debts as and when they fall due for payment.

The company has a rolling loan facility (as disclosed in note 5) with a related entity. At the date of this report, the loan is not in default and the related entity has confirmed it has no intention to demand repayment of the outstanding loan facility in the following 12 months from the date of this report. However the related entity does not preclude itself from its rights to demand repayment of the loan facility in the future on terms under the loan.

Should the related entity demand repayment of the outstanding loan facility or not continue its financial support in the next 12 months from the date of this report, the possibility exists that the company may not be able to realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in this financial report.

Based on the above, the directors consider it appropriate that the financial report be prepared on a going concern basis.

c) Financial Instruments

Recognition

Financial instruments are initially measured at cost on trade date, which includes transaction costs, when the related contractual rights or obligations exist. Subsequent to initial recognition these instruments are measured as set out below.

Loans and Receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are quoted in an active market and are stated at amortised cost using the effective life interest rate method.

Financial Liabilities

Non derivative financial liabilities are recognised at amortised cost, comprising original debt less principal payments and amortisation

d) Impairment of Assets

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

Impairment testing is performed annually for goodwill and intangible assets with indefinite lives.

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

e) Provisions

Provisions are recognised when the company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

f) Cash and Cash Equivalents

Cash and short-term deposits in the statement of financial position comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less plus bank overdrafts. Bank overdrafts are shown on the statement of financial position as current liabilities under borrowings.

g) Revenue

Revenue from the sale of goods is recognised when the goods are delivered to customers and substantially all risks and rewards of ownership have passed to the customer.

Interest revenue is recognised on a proportional basis taking into account the interest rates relevant to the financial assets.

Revenue from the rendering of a service is recognised upon the delivery of the service to the customers.

All revenue is stated net of the amount of Goods & Services Tax (GST).

h) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of goods and service tax, except:

I. where the amount of GST incurred is not recoverable from the Australian Tax Office. It is recognised as part of the cost of acquisition of an asset or as part of an item of the expense.

II. receivables and payables are shown inclusive of GST.

The net amount of GST recoverable from, or payable to, the ATO is included as a current asset or liability in the statement of financial position.

Cash flows are presented in the cash flow statement on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

i) Income Taxes

The charge for current income tax expenses is based on the profit for the period adjusted for any non-assessable or disallowed items. It is calculated using tax rates that have been enacted or are substantively enacted by the statement of financial position date.

Deferred tax is accounted for using the 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 taxable profit equity.

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

The amount of benefits brought to account or which may be realised in the future is based on the assumption that no adverse change will occur in income taxation legislation and the anticipation that the company will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions of deductibility imposed by the law.

j) 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 company.

(i) Estimated impairment of assets.

The company assesses impairment at each reporting date by evaluating conditions specific to the company that may lead to impairment of assets. Where an impairment trigger exists, the recoverable amount of the asset is determined.

(ii) Provision for doubtful debts

The provision for doubtful debts requires a degree of estimation and judgement. The level of provision is assessed by taking into account the aging of receivables, historical collection rates and specific knowledge of the individual debtors financial position.

k) Functional and Presentation Currency

Items included in the financial statements of each of the company's operations are measured using the currency of the primary economic environment in which it operates ('the functional currency'). The financial statements are presented in Australian dollars, which is the company's functional and presentation currency.

2. INCOME TAX EXPENSE2011
\$

The prima facie tax payable on profit before income tax is reconciled to the income tax expense as follows:

Prima facie tax payable on profit before income tax at 30 per cent.	(9,030)
Add:	
Tax effect of:	
— timing differences and tax losses not yet recognised	9,030
Income tax expense	—

3. OTHER RECEIVABLES2011
\$

GST receivable	35
	35

4. TRADE AND OTHER PAYABLES2011
\$

Trade creditors	13,443
Other creditors and accruals	5,000
	18,443

5. BORROWINGS2011
\$

Loan from related entity — unsecured	11,668
	11,668

6. CONTRIBUTED EQUITY2011
\$

3 x fully paid ordinary shares	3
	3

a) Fully Paid Ordinary Shares

Ordinary shares participate in dividends and the proceeds on winding up of the company in proportion to the number of shares held.

At shareholders' meetings each ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on a show of hands.

7. RETAINED LOSSES2011
\$

Retained losses at the beginning of the financial period	—
Net loss attributable to members of the company	30,099
Retained losses at the end of the financial period	30,099

8. CONTINGENCIES

There are no material contingent liabilities or contingent assets at reporting date.

9. COMMITMENTS

The company had no material commitments at reporting date.

10. EVENTS SUBSEQUENT TO REPORTING DATE

On 9 January 2012, GGG Resources Plc ('GGG') shareholders voted by the requisite majority to approve a scheme of arrangement which will involve GGG's acquisition by Bullabulling Gold Ltd ('BBG'). As a result of this the trading of GGG shares on AIM and CDI's on the ASX are to be cancelled and it is intended that shares in BBG will be admitted to trading on the ASX and DI's representing shares in BBG will be admitted to AIM.

11. CHANGE IN ACCOUNTING POLICY

No changes were made to accounting policies during the period.

12. CAPITAL RISK MANAGEMENT

The company's objectives when managing capital are to safeguard their ability to continue as a going concern, so that they can provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

13. AUDITOR'S REMUNERATION

	2011
	\$
Auditing the financial report	5,000
Other services	19,596
Total services provided	24,596

14. COMPANY DETAILS

The registered office of the company is:

41 Stirling Highway
NEDLANDS WA 6009

The principal place of business is:

41 Stirling Highway
NEDLANDS WA 6009

SECTION C – ACCOUNTANTS REPORT ON GGG RESOURCES PLC

The Directors
Bullabulling Gold Limited
41 Stirling Highway
Nedlands
Perth
Western Australia 6009

And

The Directors
Westhouse Securitates Limited
1 Angel Court
London
EC2R 7HJ

Dear Sirs

GGG RESOURCES PLC

We report on the financial information set out in paragraphs 1 to 6. This financial information has been prepared for inclusion in the admission document for the admission of Bullabulling Gold Limited's (BBG) shares to trading on AIM.

Basis of preparation

The financial information set out in paragraphs 1 to 6 is based on the audited consolidated financial statements of GGG Resources Plc (formerly Central China Goldfields Plc) for the three years ended 31 December 2010, and has been prepared on the basis set out in paragraph 6.1, to which no adjustments were considered necessary.

Responsibility

Such financial statements are the responsibility of the directors of GGG, who approved their issue.

The directors of BBG are responsible for the contents of the admission document in which this report is included.

It is our responsibility to compile the financial information set out in our report from the financial statements, to form an opinion on the financial statements and to report our opinion to you.

Basis of Opinion

We conducted our work in accordance with the Statements of Investment Circular Reporting Standards issued by the Auditing Practices Board. Our work included an assessment of evidence relevant to the amounts and disclosures in the financial information. The evidence included that previously obtained by us relating to the audit of the financial statements underlying the financial information. It also included an assessment of significant estimates and judgements made by those responsible for the preparation of the financial statements underlying the financial information and whether the accounting policies are appropriate to the entity's circumstances, consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial information is free from material misstatement whether caused by fraud or other irregularity or error.

Opinion

In our opinion, the financial information gives, for the purpose of the Prospectus, a true and fair view of the state of affairs of GGG Resources Plc as at the dates stated and of its results and cash flow for the periods then ended.

Consent

We consent to the inclusion in the admission document of this report and accept responsibility for this report for the purposes of paragraph 45(1)(b)(iii) of Schedule 1 to the Public Offers of Securities Regulations 1995.

1 CONSOLIDATED INCOME STATEMENT

Year ended 31 December

	Note	2010 £	2009 £	2008 £
CONTINUING OPERATIONS				
Administrative expenses		(778,166)	(555,300)	(330,206)
OPERATING LOSS	6.3	(778,166)	(555,300)	(330,206)
Gain (loss) on disposal of marketable securities		8,196	—	(295,422)
Finance income		79,118	7,361	15,519
LOSS BEFORE TAX		(690,852)	(547,939)	(610,109)
Tax	6.8	(10,986)	—	—
LOSS FROM CONTINUING OPERATIONS		(701,838)	(547,939)	(610,109)
DISCONTINUED OPERATIONS				
Loss from discontinued operations (net of tax)	6.4	—	(1,171,142)	(556,472)
LOSS FOR THE FINANCIAL PERIOD	6.7	(701,838)	(1,719,081)	(1,166,581)
ATTRIBUTABLE TO THE EQUITY HOLDERS OF THE PARENT		(701,838)	(1,719,081)	(1,166,581)
BASIC LOSS PER SHARE	6.9	(0.006)	(0.010)	(0.009)

2 CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

Year ended 31 December

	Note	2010 £	2009 £	2008 £
OTHER COMPREHENSIVE INCOME				
Foreign currency translation differences – foreign operations		31,002	(751,001)	1,642,466
Change in fair value of available-for-sale financial assets		2,089,138	-	-
OTHER COMPREHENSIVE INCOME FOR THE YEAR RECOGNISED DIRECTLY IN EQUITY		2,120,140	(751,001)	1,642,466
Loss for the year		(701,838)	(1,719,081)	(1,166,581)
TOTAL COMPREHENSIVE INCOME(LOSS) FOR THE YEAR		1,418,302	(2,470,082)	475,885
ATTRIBUTABLE TO THE EQUITY HOLDERS OF THE PARENT		1,418,302	(2,470,082)	475,885

3 CONSOLIDATED STATEMENT OF FINANCIAL POSITION

31 December

	Note	2010 £	2009 £	2008 £
NON-CURRENT ASSETS				
Goodwill	6.10	—	—	126,148
Other Intangible assets	6.11	2,011,385	—	7,726,808
Property, plant and equipment	6.12	—	—	83,525
Investment in available for sale asset	6.13	3,080,396	—	—
		5,091,781	—	7,936,481
CURRENT ASSETS				
Other receivables	6.14	467,714	2,296,578	3,763,815
Cash and cash equivalents		10,784,896	3,762,442	63,598
		11,252,610	6,059,020	3,827,413
TOTAL ASSETS		16,344,391	6,059,020	11,763,894
EQUITY				
Share capital	6.16	2,908,472	1,833,672	1,455,339
Share premium account	6.17	15,944,385	8,213,120	8,105,920
Warrant reserve	6.17	52,585	492,329	492,329
Share option reserve	6.17	345,799	267,418	310,400
Translation reserve	6.17	754,336	723,334	1,649,176
Available for sale asset reserve	6.17	2,089,138	—	—
Retained losses	6.17	(6,318,282)	(6,195,834)	(4,707,240)
EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT				
		15,776,433	5,334,039	7,305,924
Minority interest		—	—	272,679
TOTAL EQUITY		15,776,433	5,334,039	7,578,603
CURRENT LIABILITIES				
Other payables	6.15	567,958	724,981	4,185,291
TOTAL EQUITY AND LIABILITIES		16,344,391	6,059,020	11,763,894

4 STATEMENT OF CHANGES IN EQUITY

Year ended 31 December

	2010 £	2009 £	2008 £
Opening balance	5,334,039	7,578,603	6,151,357
Loss for financial period	(701,838)	(1,719,081)	(1,166,581)
New equity share capital subscribed	1,074,800	378,333	248,520
Premium on new equity share capital subscribed	7,731,265	107,200	633,983
Value attributed to warrants granted	52,585	—	—
Value attributed to share options granted	165,442	12,664	1,540
Available for sale asset reserve	2,089,138	—	—
Translation reserve	31,002	(751,001)	1,642,466
Minority Interest	—	(272,679)	67,318
Closing balance	15,776,433	5,334,039	7,578,603

5 CONSOLIDATED CASH FLOW STATEMENT

Year ended 31 December

	2010 £	2009 £	2008 £
Loss for the period	(701,838)	(1,719,081)	(1,166,581)
Depreciation	—	6,175	14,354
Impairment of intangible assets	—	—	378,402
Impairment of marketable securities	—	—	13,207
(Profit)/Loss on disposal of marketable securities	(8,196)	—	295,422
Profit on disposal of intangible assets	—	—	(1,114,011)
Loss on disposal of discontinued operations, net of tax	—	1,171,142	—
Stock option expense	218,027	12,664	1,540
Tax expense	10,986	—	—
Finance income	(79,118)	(7,361)	(15,519)
Change in receivables and other current assets – (Increase)/Decrease	1,828,864	3,741,102	(3,698,493)
Change in payables – Increase/(Decrease)	(157,023)	(3,272,456)	3,825,224
	1,111,702	(67,815)	(1,466,455)
Effect of foreign exchange translation	(525,236)	(680,870)	(3,627)
Tax paid on disposal of discontinued operations by foreign subsidiary	(10,986)	(682,619)	—
NET CASH USED IN OPERATING ACTIVITIES	575,480	(1,431,304)	(1,470,082)
INVESTING ACTIVITIES			
Proceeds on disposal of discontinued operations	—	4,726,095	—
Proceeds on disposal of intangible assets	—	—	3,423,365
Proceeds on disposal of marketable securities	8,196	—	115,995
Acquisitions of property, plant and equipment	—	—	10,207
Acquisitions of other intangible assets	(2,011,385)	(88,842)	(4,452,521)
Investment in available for sale asset	(429,460)	—	—
Interest received	79,118	7,361	15,519
Acquisitions of subsidiaries and minority interests	—	—	(61,436)
NET CASH USED IN INVESTING ACTIVITIES	(2,353,531)	4,644,614	(969,285)
FINANCING ACTIVITIES			
Issue of equity share capital	934,350	378,333	248,520
Share premium on issue of equity share capital	7,690,650	129,167	651,000
Share issue costs	(380,733)	(21,966)	(17,018)
NET CASH FROM FINANCING ACTIVITIES	8,244,267	485,534	882,502
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	6,466,216	3,698,844	(1,556,865)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	3,762,442	63,598	1,620,463
Effect of exchange rate on cash held	556,238	—	—
CASH AND CASH EQUIVALENTS AT END OF PERIOD	10,784,896	3,762,442	63,598

6 NOTES TO THE FINANCIAL STATEMENTS

6.1 BASIS OF PREPARATION AND ACCOUNTING POLICIES

Basis of preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union and as applied in accordance with the provisions of the Companies Act 2006. The principal accounting policies adopted are set out below. These consolidated financial statements have been prepared on the historical cost basis, except for the following material item:

Available for sale assets are measured at fair value.

Edwards Veeder were the auditors throughout the period.

Going Concern

These financial statements have been prepared on a going concern basis which presumes the realisation of assets and discharge of liabilities in the normal course of business. The Group's ability to continue as a going concern is dependent on the Group's ability to ultimately attain profitable operations.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control is achieved where the Company has the power to govern the financial and operating policies of an investee entity so as to obtain benefits from its activities.

Minority interests in the net assets of consolidated subsidiaries are identified separately from the Group's equity therein. Minority interests consist of the amount of those interests at the date of the original business combination (see below) and the minority's share of changes in equity since the date of the combination. Losses applicable to the minority in excess of the minority's interest in the subsidiary's equity are allocated against the interests of the Group except to the extent that the minority has a binding obligation and is able to make an additional investment to cover the losses.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by the Group.

All intra-Group transactions, balances, income and expenses are eliminated on consolidation.

Business combinations

The acquisition of subsidiaries is accounted for using the purchase method. The cost of the acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree, plus any costs directly attributable to the business combination. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under IFRS 3 "Business Combination" are recognised at their fair value at the acquisition date, except for non-current assets (or disposal Groups) that are classified as held for resale in accordance with IFRS 5 "Non-Current Assets held for Sale and Discontinued Operations" which are not recognised and measured at fair value less costs to sell.

Goodwill arising on acquisition is recognised as an asset and initially measured at cost, being the excess of the cost of the business combination over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised. If, after reassessment, the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities exceeds the cost of the business combination, the excess is recognised immediately in profit or loss.

The interest of minority shareholders in the acquiree is initially measured at the minority's proportion of the net fair value of the assets, liabilities and contingent liabilities recognised.

Goodwill

Goodwill arising on consolidation represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets and liabilities of a subsidiary, at the date of acquisition. Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less any accumulated impairment losses. Goodwill which is recognised as an asset is reviewed for impairment at least annually. Any impairment is recognised immediately in profit or loss and is not subsequently reversed.

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period.

On disposal of a subsidiary, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

Other intangible assets

Exploration and evaluation expenditure comprises costs which are directly attributable to the acquisition of exploration licenses and subsequent exploration expenditures.

Exploration and evaluation expenditure is carried forward as an asset provided that one of the following conditions is met:

- (i) Such costs are expected to be recouped in full through successful development and exploration of the area of interest or alternatively, by its sale;
- (ii) Exploration and evaluation activities in the area of interest have not yet reached a stage which permits a reasonable assessment of the existence of economically recoverable reserves and active and significant operations in relation to the area are continuing, or planned for the future.

Identifiable exploration and evaluation assets acquired are recognised as assets at their cost of acquisition. An impairment review is performed when facts and circumstances suggest that the carrying amount of the assets may exceed their recoverable amounts. Exploration assets are reassessed on a regular basis and these costs are carried forward provided that at least one of the conditions outlined is met. Exploration rights are amortised over the useful economic life of the mine to which it relates, commencing when the asset is available for use.

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

Property, plant and equipment

Property, plant and equipment is stated at cost less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

Depreciation is charged so as to write off the cost, less estimated residual value on assets other than land, over their estimated useful lives, using the reducing balance method, on the following bases:

Fixtures and equipment 20–30 per cent.

The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in income.

Impairment of tangible and intangible assets excluding goodwill

At each balance sheet date, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to the present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a re-valued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognised as income immediately, unless the relevant asset is carried at a re-valued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable losses for the period. Taxable loss differs from net loss as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary differences arise from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Financial instruments

Financial assets and financial liabilities are recognised on the Group's balance sheet when the Group becomes a party to the contractual provisions of the instrument.

Trade receivables

Trade receivables are measured at initial recognition at fair value, and are subsequently measured at amortised cost using the effective interest rate method. Appropriate allowances for estimated irrecoverable amounts are recognised in the income statement when there is objective evidence that the asset is impaired. The allowance recognised is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the effective interest rate computed at initial recognition.

Cash and cash equivalents

Cash and cash equivalents comprises cash in hand and demand deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

Financial liabilities and equity

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities.

Trade payables

Trade payables are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest rate method.

Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Available for sale financial assets

Available for sale financial assets are those non-derivative financial assets, principally equity securities that are designated as available for sale. After initial recognition, available for sale securities are measured at fair value with gains and losses being recognised in other comprehensive income and as a separate component of equity until the investment is derecognised or until the investment is determined to be impaired, at which time the cumulative gain or loss previously reported in equity is recognised in profit or loss.

The fair value of investments that are actively traded in organised financial markets are determined by reference to quoted market bid prices at the close of business on the balance sheet date. For investments with no active market, fair values are determined using valuation techniques.

Foreign currencies

The individual financial statements of each Group Company are presented in the currency of the primary economic environment in which it operates (its functional currency). For the purpose of the consolidated financial statements, the results and financial position of each Group Company are expressed in pounds sterling, which is the functional currency of the Company, and the presentation currency for the consolidated financial statements.

In preparing the financial statements of the individual entities, transactions in currencies other than the entity's functional currency (foreign currencies) are recorded at the rates of exchange prevailing on the dates of the transactions. At each balance sheet date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not translated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are included in profit or loss for the period. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in the profit and loss account for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in equity. For such non-monetary items, any exchange component of that gain or loss is also recognised directly in equity.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated at exchange rates prevailing on the balance sheet date. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are classified as equity and transferred to the Group's translation reserve. Such translation differences are recognised in the income statement in the period in which the foreign operation is disposed of.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

Critical accounting judgements

In the process of applying the Group's accounting policies, which are described above, the Directors have made the following judgements that have the most significant effect on the amounts recognised in the financial information:

Valuation of share options issued and ordinary shares issued as consideration (note 17).

Joint venture arrangement

The Company is a party to a joint venture arrangement in relation to the Bullabulling Project with Auzex Resources Limited. The consolidated financial statements include the assets that were acquired on exercise of the option to acquire 50 per cent. of the project and the expenses that the Group incurred of its share of the joint operation.

6.2 BUSINESS AND GEOGRAPHICAL SEGMENTS

For management purposes, the Group has one business segment - mining and exploration.

6.3 OPERATING LOSS

	Year ended 31 Dec 2010 £	Year ended 31 Dec 2009 £	Year ended 31 Dec 2008 £
Operating loss is stated after charging/(crediting)			
Auditor's remuneration — as auditors	29,335	20,000	16,524
(Profit)/Loss on disposal of marketable securities	(8,196)	—	295,422
Profit on disposal of other intangible assets	—	—	(1,114,011)
Impairment charges	—	—	391,609
Warrant/Stock option expense	218,027	12,664	1,540
Foreign exchange gain	(617,725)	(107,466)	(331,224)
Depreciation of tangible assets	—	6,175	14,354
The analysis of auditors' remuneration is as follows:			
Fees payable to the Company's auditors for the audit of Company's accounts	23,000	20,000	15,000
Fees payable to the Company's auditors for taxation services	1,668	—	—
Fees payable to the Company's auditors for interim accounts review	3,231	—	—
The audit of the Company's subsidiaries*	1,436	—	1,524
Total audit fees	29,335	20,000	16,524

* The audit of the company's subsidiaries registered in the People's Republic of China was carried out by the subsidiaries' local auditor.

6.4 DISCONTINUED OPERATIONS

	Disposal of Lhasa Tianli Mining Company Ltd		Disposal of CCG Mining Ltd		TOTAL	
	Year	Year	Year	Year	Year	Year
	ended 31	ended 31	ended 31	ended 31	ended 31	ended 31
	Dec 2009	Dec 2008	Dec 2009	Dec 2008	Dec 2009	Dec 2008
	£	£	£	£	£	£
Results of discontinued operations						
Results from operating activities	(23,615)	(82,950)	(183,079)	(473,522)	(206,694)	(556,472)
Gain/(loss) on disposal of discontinued operation	116,567	—	(398,396)	—	(281,829)	—
Income tax on gain on disposal of discontinued operation (see note 8)	(682,619)	—	—	—	(682,619)	—
Profit/(loss) for the period	(589,667)	(82,950)	(581,475)	(473,522)	(1,171,142)	(556,472)
Effect of disposal on the financial position of the Group						
Property, plant and equipment	(47,564)	—	(673)	—	(48,237)	—
Intangible fixed assets	(6,806,742)	—	(479,572)	—	(7,286,314)	—
Minority interest	(38,633)	—	(38,952)	—	(77,585)	—
Exchange difference	164	—	(57,671)	—	(57,507)	—
Trade and other receivables	(4,819)	—	(3,165)	—	(7,984)	—
Cash and cash equivalents	(323)	—	(827)	—	(1,150)	—
Trade and other payables	5,391	—	182,463	—	187,854	—
Net assets and liabilities	(6,892,526)	—	(398,397)	—	(7,290,923)	—
Consideration received, satisfied in cash	(7,009,093)	—	(1)	—	(7,009,094)	—
Cash disposed of	323	—	827	—	1,150	—
Net cash (inflow)/outflow	(7,008,770)	—	826	—	(7,007,944)	—

6.5 STAFF COSTS

Staff costs of the Group and Company were:

Group	Year ended	Year ended	Year ended
	31 Dec 2010	31 Dec 2009	31 Dec 2008
	£	£	£
Wages and salaries	168,229	114,541	110,632
Social Security Costs	11,576	10,798	12,654
Share based payments	158,678	12,664	1,540
	338,483	138,003	123,286
Average number of employees	3	7	3

6.6 DIRECTORS' EMOLUMENTS

Remuneration for the year ended to 31 December 2010

	Salary or Fee £	Bonus paid £	Fees paid to third party £	Total £	1p Options Granted	1p Options Lapsed	2p Options at 31 Dec 2010
JFA Malaihollo	80,000	15,000	—	95,000	3,060,000	1,000,000	2,905,000
NB Clark	12,000	—	—	12,000	1,400,000	600,000	1,300,000
P McGroary	12,500	—	15,750	28,250	2,500,000	—	1,450,000
C Angeles	52,100	—	—	52,100	1,300,000	250,000	1,200,000
PA Ruxton	45,950	—	—	45,950	3,850,000	—	2,175,000
MJ Short	7,000	—	—	7,000	2,900,000	—	1,450,000
	209,550	15,000	15,750	240,300	15,010,000	1,850,000	10,480,000

Remuneration for the year ended to 31 December 2009

	Salary or Fee £	Bonus paid £	Fees paid to third party £	Total £	1p Options Granted	1p Options Lapsed	1p Options at 31 Dec 2009
JFA Malaihollo	75,593	—	—	75,593	—	—	3,750,000
NB Clark	18,500	—	—	18,500	—	—	1,800,000
P McGroary	12,500	—	—	12,500	—	—	400,000
C Angeles	17,750	—	—	17,750	500,000	—	1,350,000
PA Ruxton	6,250	—	—	6,250	500,000	—	500,000
PA Harford	4,375	—	—	4,375	—	800,000	—
	134,968	—	—	134,968	1,000,000	800,000	7,800,000

Remuneration for the year ended to 31 December 2008

	Salary or Fee £	Bonus paid £	Fees paid to third party £	Total £	1p Options Granted	1p Options Lapsed	1p Options at 31 Dec 2008
JFA Malaihollo	80,000	—	—	80,000	—	—	3,750,000
NB Clark	44,336	—	19,765	64,101	—	—	1,800,000
P McGroary	7,500	—	—	7,500	—	—	400,000
PA Harford	7,500	—	—	7,500	—	—	800,000
JC Forrest	11,950	—	—	11,950	—	—	—
JM Roberts	5,625	—	1,875	7,500	—	—	—
JS-H Hon	5,063	—	—	5,063	—	—	—
	161,974	—	21,640	183,614	—	—	6,750,000

The directors received no pension contributions or benefits in kind.

6.7 LOSS ATTRIBUTABLE TO MEMBERS OF THE PARENT COMPANY

The loss dealt with in the financial statements of the parent Company was for 2010 - £238,010, 2009 - £1,342,868, and 2008 - £1,382,298.

6.8 Tax

	Year ended 31 Dec 2010 £	Year ended 31 Dec 2009 £	Year ended 31 Dec 2008 £
Current tax	—	—	—
Deferred tax	—	—	—
Foreign withholding tax	10,986	—	—
Tax on continuing operations	10,986	—	—
Foreign tax on discontinued operation (see note 6.4)	—	682,619	—
Tax expense for the year	10,986	682,619	—

The charge for the year can be reconciled to the loss per the income statement as follows:

	Year ended 31 Dec 2010 £	Year ended 31 Dec 2009 £	Year ended 31 Dec 2008 £
Loss for the year	(690,852)	(1,036,462)	(1,166,581)
Tax at the UK corporation tax rate of 28 per cent. (2008 — 30 per cent.)	(193,438)	(290,209)	(349,974)
Effect of tax rules in foreign jurisdictions	10,986	682,619	—
Non-deductible expenses	1,924	136	119,837
Current year losses for which no deferred tax asset recognised	191,514	290,073	230,137
Tax expense for the year	10,986	682,619	—

6.9 LOSS PER SHARE

a) Basic loss per share

Basic loss per share is calculated by dividing the profit for the year by the weighted average number of shares in issue during the year. The weighted average number of shares used is 108,246,657 (2009 - 178,509,200, 2008 - 131,113,932).

b) Diluted loss per share

International Accounting Standard 33 requires presentation of diluted earnings per share when a Company could be called upon to issue shares that would decrease the net profit or increase the net loss per share. For a loss making Company with outstanding options, net loss per share would only be increased by the exercise of out-of-money options. Since it seems inappropriate to assume that option holders would exercise out-of-money options, no adjustment has been made to diluted loss per share for out-of-money share options.

c) Headline loss per share

The Group presents an alternative measure of loss per share after excluding all capital gains and losses from the loss attributable to ordinary shareholders. The impact of this is as follows:

	2010 £	2009 £	2008 £
Basic			
Loss per share	(0.006)	(0.010)	(0.009)
Effect of loss on disposal of discontinued operations	—	0.007	—
Adjusted loss per share	(0.006)	(0.003)	(0.009)

In December 2010, the equity share capital of the company was consolidated on a 1:2 basis. The basic and headline loss per share, taking this into account, was for 2009 £0.020 and £0.006 respectively, and for 2008 £0.018.

6.10 GOODWILL

	2010 £	2009 £	2008 £
Cost and carrying amount			
At 1 January	—	126,148	46,887
Additions	—	—	126,148
Disposals	—	(158,185)	—
Impairment charge for the year	—	—	(46,887)
Effect of foreign exchange translation	—	32,037	—
At 31 December	—	—	126,148

Goodwill brought forward in 2008 relates to goodwill on acquisition of Nexon Asia Group Limited which was subject to an impairment write off in 2008. The addition in 2008 relates to goodwill on acquisition of Baotou Central China Zhengyuan Minerals Inc by CCG Mining Company Ltd. CCG Mining Company Ltd. was disposal of on 23 December 2009.

6.11 OTHER INTANGIBLE FIXED ASSETS

	2010 £	2009 £	2008 £
Deferred Exploration Costs			
Cost and carrying amount			
At 1 January	—	7,726,808	4,288,066
Additions	2,011,385	88,842	4,452,521
Disposals	—	(7,128,129)	(2,309,354)
Impairment charge for the year	—	—	(331,515)
Effect of foreign exchange translation	—	(687,521)	1,627,090
At 31 December	2,011,385	—	7,726,808

6.12 PROPERTY, PLANT AND EQUIPMENT

	Year ended 31 Dec 2010 £	Year ended 31 Dec 2009 £	Year ended 31 Dec 2008 £
Cost			
At 1 January	—	107,549	68,705
Additions	—	—	10,207
Acquisitions	—	—	2,566
Disposals	—	(107,549)	—
Effect of foreign exchange translation	—	—	26,071
At 31 December	—	—	107,549
Accumulated depreciation			
At 1 January	—	24,024	6,285
Charge for the year	—	6,175	14,354
Disposals	—	(30,199)	—
Effect of foreign exchange translation	—	—	3,385
At 31 December	—	—	24,024
Carrying amount			
At 31 December	—	—	83,525

6.13 AVAILABLE FOR SALE FINANCIAL ASSETS

Listed investments

	Year ended 31 Dec 2010 £	Year ended 31 Dec 2008 £
Cost and carrying amount		
At 1 January	—	428,266
Additions	991,258	—
Disposals	—	(411,417)
Impairment		(13,207)
Fair value adjustment	2,089,138	—
Effect of foreign exchange translation		(3,642)
At 31 December	3,080,396	—

The investment represents 8.44 per cent. interest in Auzex Resources Limited, a company listed on the Australian Securities Exchange.

During 2008 listed marketable securities were impaired by £13,207 to Nil. The market value at 31 December 2009 of these investments was £2,273. No adjustments have been made to reflect this. The securities were disposed of during 2010.

6.14 OTHER RECEIVABLES

	2010 £	2009 £	2008 £
Bullabulling environmental bond	398,327	—	—
Prepayments and other receivables	69,387	2,296,578	3,763,815
	467,714	2,296,578	3,763,815

Included in prepayments and other receivables at 31 December 2009 is £2,281,849 receivable from the sale of the Nimu project (RMB 24,850,000).

Included in prepayments and other receivables at 31 December 2008 is £3,436,011 receivable from the sale of the Snow Mountain project (RMB 35,000,000).

6.15 OTHER PAYABLES

	2010 £	2009 £	2008 £
Trade payables	101,294	25,025	120,291
Payables due to minority shareholders	-	—	3,989,193
Non-trade payables and accrued expenses	466,664	699,956	75,807
	567,958	724,981	4,185,291

Included in non-trade payables and accrued expenses at 31 December 2010 is £430,648 (AUS 648,684) payable to Auzex Resources Limited for Bullabulling deferred exploration costs.

Included in non-trade payables and accrued expenses at 31 December 2009 is £671,912 (RMY 7,317,314) being a tax liability in Chengdu Zhongcheng Mining Technology Development Company Limited on its recognised gain on disposal of its subsidiary, Lhasa Tianli Mining Company Limited.

The payables due to minority shareholders at 31 December 2008 of £3,989,193 (RMB 39,589,532) relates to deferred exploration costs.

6.16 SHARE CAPITAL

	2010		2009		2008	
	No.	£	No.	£	No.	£
Called up, allotted and fully paid						
Ordinary shares of £0.01 each	-	-	183,367,191	1,833,672	145,533,858	1,455,339
Ordinary shares of £0.02 each	145,423,590	2,908,472	-	-		

Equity Share Capital Consolidation

In December 2010, the equity share capital of the company was consolidated on a 1:2 basis.

Issue of shares

At 1 January 2008 the company had 120,681,873 1p ordinary shares issued.

- (i) In February 2008 3,136,000 1p ordinary shares were issued at 7 pence per share to acquire the minority interests in CCG Copper Limited and CCG Mining Limited.
- (ii) In August 2008 17,641,633 1p ordinary shares were issued at 3 pence per share to raise funds for the Dong Mao Hao project.
- (iii) In September 2008 4,074,352 1p ordinary shares were issued at 3.7 pence per share to directors and managers.
- (iv) In January 2009 13,833,333 1p ordinary shares were issued at 1.5 pence per share for additional working capital.
- (v) In March 2009 24,000,000 1p ordinary shares were issued at 1.25 pence per share for additional working capital.
- (vi) In February 2010 14,044,944 1p ordinary shares were issued at 4 pence to Auzex Resources Limited as part of a private placement.
- (vii) In July 2010 29,605,263 1p ordinary shares were issued at 3.8 pence per share to raise funds for the Bullabulling project.
- (viii) In November 2010 63,829,781 1p ordinary shares were issued at 11.75 pence per share to raise funds for the Bullabulling project.

Share Warrants

At 1 January 2008 the company had in place 1,000,000 arranger warrants with an exercise price of 8 pence, 2,612,250 arranger warrants with an exercise price of 10.4 pence and 12,455,000 warrants with an exercise price of 10p.

During 2009 1,000,000 arranger warrants with an exercise price of 8 pence lapsed.

During 2010 2,612,250 arranger warrants with an exercise price of 10.4 pence and 12,455,000 warrants with an exercise price of 10 pence lapsed.

During 2010 9,868,421 share purchase warrants were issued at an exercise price of 6.3 pence, expiring on 19 January 2012.

On consolidation of the share capital in December 2010 the warrants were converted to 4,934,208 warrants at an exercise price of 12.6 pence.

Share Options

At 1 January 2008 the company had in place –

- (i) 4,070,000 share options exercisable at 6 pence per share on or before 13 March 2010;
- (ii) 250,000 share options exercisable at 8.5 pence per share on or before 13 March 2010;
- (iii) 7,800,000 share options exercisable at 16 pence per share on or before 23 February 2012;
- (iv) 400,000 share options exercisable at 19 pence per share on or before 23 February 2012.

During 2008 1,670,000 share options exercisable at 6 pence and 1,600,000 exercisable at 16 pence were forfeited.

During 2008 750,000 share options exercisable at 16 pence on or before 23 February 2012 were issued.

During 2009 800,000 share options exercisable at 6 pence and 800,000 share options exercisable at 16 pence were forfeited.

During 2009 1,000,000 share options exercisable at 3.5 pence on or before 6 October 2014 were issued.

During 2010 1,600,000 share options exercisable at 6 pence and 250,000 share options exercisable at 8.5 pence lapsed.

During 2010 6,850,000 share options exercisable at 4 pence on or before 23 April 2015, 2,300,000 share options exercisable at 5 pence on or before 30 June 2015, and 7,260,000 share options exercisable at 20 pence on or before 23 November 2015 were issued.

On consolidation of the share capital in December 2010 the share options outstanding were converted to a total of 11,980,000 share options as follows -

- (i) 200,000 share options exercisable at 38p per share on or before 23 February 2012;
- (ii) 3,075,000 share options exercisable at 32p per share on or before 23 February 2012;
- (iii) 500,000 share options exercisable at 7p per share on or before 6 October 2014;
- (iv) 3,425,000 share options exercisable at 8p per share on or before 23 April 2015;
- (v) 1,150,000 share options exercisable at 10p per share on or before 30 June 2015;
- (vi) 3,630,000 share options exercisable at 40p per share on or before 23 November 2015;

6.17 RESERVES

For the year ended 31 December 2010

Group	Warrant reserve £	Share option reserve £	Share premium account £	Available for sale asset reserve £	Retained losses £	Translation reserve £
At 1 January 2008	517,743	494,079	7,471,937	—	(3,751,292)	6,710
Loss for the year	—	—	—	—	(1,166,581)	—
Premium arising on issue of equity shares	—	—	651,000	—	—	—
Grant of share options	—	1,540	—	—	—	—
Movement during the year	—	—	—	—	—	1,642,466
Cost of lapsed warrants/options	(25,414)	(185,219)	—	—	210,633	—
Issue costs	—	—	(17,017)	—	—	—
At 31 December 2008	492,329	310,400	8,105,920	—	(4,707,240)	1,649,176
Loss for the year	—	—	—	—	(1,719,081)	—
Premium arising on issue of equity shares	—	—	129,167	—	—	—
Grant of share options	—	12,664	—	—	—	—
Movement during the year	—	—	—	—	—	(751,001)
Effect of discontinued operations	—	—	—	—	174,841	(174,841)
Cost of lapsed options	—	(55,646)	—	—	55,646	—
Issue costs	—	—	(21,967)	—	—	—
At 31 December 2009	492,329	267,418	8,213,120	—	(6,195,834)	723,334
Loss for the year	—	—	—	—	(701,838)	—
Premium arising on issue of equity shares	—	—	8,111,998	—	—	—
Grant of share options/warrants	52,858	165,442	—	—	—	—
Movement during the year	—	—	—	2,089,138	—	31,002
Cost of lapsed warrants/options	(492,329)	(87,061)	—	—	579,390	—
Issue costs	—	—	(380,733)	—	—	—
At 31 December 2010	52,585	345,799	15,944,385	2,089,138	(6,318,282)	754,336

Warrant reserve

	Warrants in issue	Warrant reserve £
At 31 December 2008	15,067,250	492,329
At 31 December 2009	15,067,250	492,329
At 31 December 2010	4,934,208	52,585

(i) Warrants granted during the year ended 31 December 2010 were valued by the Directors using the Black-Scholes valuation model, based upon the following assumptions:

- Term range of 18 months
- Expected dividend yield of nil
- Risk free interest rate of 2 per cent.
- Share price volatility of 60 per cent.
- Share price at date of issue of 3.8 pence.

Share Option Reserve

	Stock options in issue	Stock option reserve £
At 31 December 2008	10,000,000	310,400
At 31 December 2009	9,400,000	267,418
At 31 December 2010	11,980,000	345,799

Share options granted were valued by the Directors using the Black-Scholes valuation model, based upon the following assumptions:

	Sept 2008	Oct 2009	Apr 2010	Jun 2010	Nov 2010
Term range	3 years	5 years	5 years	5 years	5 years
Expected dividend yield	—	—	—	—	—
Risk free interest rate	2 per cent.	5 per cent.	2 per cent.	2 per cent.	2 per cent.
Share price volatility	50 per cent.	50 per cent.	80 per cent.	80 per cent.	20 per cent.
Share price at date of issue	4.00p	2.88p	2.90p	4.25p	12.625p

6.18. CAPITAL COMMITMENTS

At 31 December 2010 the group had capital commitments relating to the joint venture agreement of £2,058,023 (AUD\$ 3,100,000).

6.19 SHARE BASED PAYMENTS

Equity-settled share option scheme

The Company has a share option scheme for all employees of the Group. Options are exercisable at a price equal to the average quoted market price of the Company's shares on the date of grant. If the options remain unexercised after a period of five years from the date of grant the options expire.

Details of the share options outstanding are as follows:

	Number of share options	Weighted average exercise price (£)
Outstanding at 1 January 2008	12,520,000	12.7p
Granted during the period	750,000	16.0p
Forfeited during the period	(3,270,000)	10.9p
Outstanding at 31 December 2008	10,000,000	13.5p
Granted during the period	1,000,000	3.5p
Forfeited during the period	(1,600,000)	11.0p
Outstanding at 31 December 2009	9,400,000	12.9p
Granted during the period	16,410,000	20.0p
Expired during the period	(1,850,000)	6.3p
Reflecting 1:2 equity share capital consolidation	(11,980,000)	
Outstanding at 31 December 2010	11,980,000	24.5p
Exercisable at the end of the period	11,980,000	

The options outstanding at 31 December 2010 had a weighted average remaining contractual life of 3.35 years (2009 – 1.3 years, 2008 – 2.6 years). The aggregate of the estimated fair values of the outstanding options is £ 2,936,000. (2009 – £1,212,250, 2008 - £1,353,250).

The Group has recognised total expenses of £165,442 (2009 – £12,664, 2008 - £1,540) relating to equity-settled share-based payment transactions.

6.20 FINANCIAL INSTRUMENTS

Capital risk management

The Group manages its capital to ensure that entities in the Group will be able to continue as going concerns while maximising the return to stakeholders through the optimisation of the debt and equity balance. The capital structure of the Group consists of cash and cash equivalents and equity attributable to equity holders of the parent, comprising issued capital, reserves and retained earnings as disclosed in note 17 and 18.

Significant accounting policies

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in note 1 to the financial statements.

Categories of financial instruments

	2010 £	Carrying value 2009 £	2008 £
Financial assets			
Loans and receivables (including cash and cash equivalents)	10,854,283	6,059,020	3,818,960
Financial liabilities			
Payables	567,958	696,937	4,126,648

Financial risk management objectives

The Group's financial function provides services to the business, monitors and manages the financial risks relating to the operations of the Group. These risks include market risk (including currency risk, fair value interest rate risk and price risk), credit risk, liquidity risk and cash flow interest rate risk.

The Group does not enter into or trade financial instruments, including derivative financial instruments, for any purpose.

Market risk

The Group's activities expose it primarily to the financial risks of changes in foreign currency exchange rates. There has been no change to the Group's exposure to market risks or to the manner in which it measures and manages the risk.

Foreign currency risk management

The Group undertakes certain transactions denominated in foreign currencies. Hence, exposures to exchange rate fluctuations arise.

The carrying amounts of the Group's and Company's foreign currency denominated monetary assets and monetary liabilities at the reporting date are as follows:

	2010 £	Assets 2009 £	2008 £
Cash denominated in foreign currency	10,397,771	3,264,904	18,699

Foreign currency sensitivity analysis

The Group is exposed to the currency of the People's Republic of China (RMB) and the Australian dollar (AUD).

The following table details the Group's sensitivity to a 20 per cent. increase and decrease in the Sterling against the each foreign currency. 20 per cent. is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 20 per cent. change in foreign currency rates. A negative number below indicates a decrease in profit where the Sterling strengthens 20 per cent. against the relevant currency. For a 20 per cent. weakening of the Sterling against the relevant currency, there would be an equal and opposite impact on the profit and the balances below would be positive.

	Currency impact		
	2010 £	2009 £	2008 £
Effect of a 20 per cent. change in RMB	(427,466)	(544,151)	(7,800)
Effect of a 20 per cent. change in AUD	(1,297,423)	—	—
	(1,724,889)	(544,151)	(7,800)

The Group's sensitivity to foreign currency has increased during the current period, due to the inclusion of cash held in Australian dollars.

Liquidity risk management

Ultimate responsibility for liquidity risk management rests with the Board of Directors, which has built an appropriate liquidity risk management framework for the management of the Group's short term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

Liquidity and interest risk tables

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes the principal cash flows. All amounts are repayable within 1 year.

	2010 £	2009 £	2008 £
Non-interest bearing	567,958	724,981	4,185,291

The Group has no financial derivatives.

6.21 RELATED PARTY TRANSACTIONS

No individual party had overall control of the Group during the periods and no transactions were undertaken with related parties which were of a nature requiring disclosure under IFRS's.

6.22. POST BALANCE SHEET EVENTS

On 17 May 2011 the Company was dual listed on ASX and AIM having successfully raised \$8.13m. The total number of shares in the capital of the company on issue was 165,746,090 of which 20,322,500 shares were traded as CDIs on ASX.

On 2 August 2011 the Company received the final payment of US\$3,273,200 from the sale of the Nimu Project in China. This brings the total payments from the disposal of Nimu to US\$7.4m (circa £5m), approximately £0.7m more than was budgeted for at the time of the Company's 2009 statutory accounts. The Company no longer has any assets or obligations in China.

On 29 August 2011 the Company announced the signing of a binding Heads of Agreement with Auzex Resources Limited ("Auzex") to combine the Bullabulling Gold asset into a new entity called Bullabulling Gold Limited, through an all share merger. Bullabulling Gold Limited will be Australian domiciled and listed on ASX and AIM. As the Company and Auzex had agreed to merge, on 5 September 2011, GGG's bid for Auzex lapsed and GGG did not accept any Auzex shares pursuant to the offer.

On 30 November 2011 the directors of GGG exercised their warrants in GGG at an exercise price of 12.6p per share. The total number of Ordinary Shares in issue in GGG following this exercise was 166,280,298.

On 16 December 2011 the Scheme Document for the acquisition of GGG's entire share capital by Bullabulling Gold Limited was posted to GGG shareholders. The General Meeting of shareholders and Court Meeting were held on 9 January 2012, with approval for the merger from both meetings.

Yours faithfully

Edwards Veeder

Chartered Accountants and Registered Auditors

¹ Note: If applicable, also cross-refer to any loan capital/convertible securities.

SECTION D – INTERIM RESULTS FOR GGG RESOURCES PLC

UNAUDITED INTERIM RESULTS OF GGG RESOURCES PLC

Unaudited Interim Information

The following information has been extracted from the Group's Interim Statement for the six months ended 30 June 2011.

CONSOLIDATED INCOME STATEMENT

	Unaudited 6 months ended 30 June 2011 £	Unaudited 6 months ended 30 June 2010 £
Administrative expenses	(422,142)	(522,253)
OPERATING LOSS	(422,142)	(522,253)
Investment revenues – interest on bank deposits	239,863	17,790
LOSS BEFORE TAX	(182,279)	(504,463)
Tax	(305,977)	–
LOSS FOR THE FINANCIAL PERIOD	(488,256)	(504,463)
ATTRIBUTABLE TO THE EQUITY HOLDERS OF THE PARENT	(488,256)	(504,463)
LOSS PER SHARE	£0.0032	£0.0026
DILUTED LOSS PER SHARE	£0.0029	£0.0024

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Unaudited 6 months ended 30 June 2011 £	Unaudited 6 months ended 30 June 2010 £
OTHER COMPREHENSIVE INCOME		
Foreign currency translation differences on foreign operations	(42,827)	(76,399)
OTHER COMPREHENSIVE INCOME FOR THE PERIOD RECOGNISED DIRECTLY IN EQUITY	(42,827)	(76,399)
Loss for the period	(488,256)	(504,463)
TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE PERIOD	(531,083)	(580,862)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Unaudited 6 months ended 30 June 2011 £	Unaudited 6 months ended 30 June 2010 £
Opening balance	15,776,433	5,334,039
Loss for the financial period	(488,256)	(504,463)
New equity share capital subscribed	406,450	140,449
Premium on new equity share capital subscribed	4,227,426	421,349
Value attributed to share options granted	—	107,815
Translation reserve	(42,827)	(76,399)
Closing balance	19,879,226	5,422,790

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Unaudited 6 months ended 30 June 2011 £	Unaudited 6 months ended 30 June 2010 £
NON CURRENT ASSETS		
Investment	3,080,396	842,697
Other intangible assets	4,737,796	1,212,573
	7,818,192	2,055,270
CURRENT ASSETS		
Other receivables	584,359	351,417
Cash and cash equivalents	13,085,967	3,060,364
	13,670,326	3,411,781
TOTAL ASSETS	21,488,518	5,467,051
EQUITY		
Share capital	3,314,922	1,974,121
Share premium	20,171,811	8,634,469
Warrant reserve	52,585	—
Share option reserve	345,799	288,172
Translation reserve	711,509	646,935
Available for sale asset reserve	2,089,138	—
Retained losses	(6,806,538)	(6,120,907)
TOTAL EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT	19,879,226	5,422,790
CURRENT LIABILITIES		
Other payables	1,405,058	44,261
Restoration provision	204,234	—
TOTAL EQUITY AND LIABILITIES	21,488,518	5,467,051

CONSOLIDATED CASH FLOW STATEMENT

	Unaudited 6 months ended 30 June 2011 £	Unaudited 6 months ended 30 June 2010 £
Operating loss	(422,142)	(522,253)
Stock option expense	—	107,815
Decrease(Increase) in receivables and other current assets	(116,645)	1,943,839
(Decrease)Increase in other payables	1,041,334	(680,720)
	502,547	848,681
Effect of foreign exchange translation	(42,827)	(75,076)
Tax paid by foreign subsidiary	(305,977)	—
NET CASH USED IN OPERATING ACTIVITIES	153,743	773,605
INVESTING ACTIVITIES		
Acquisition of marketable securities	—	(842,697)
Change in other intangible assets	(2,726,411)	(1,212,573)
Interest received	239,863	17,790
NET CASH USED IN INVESTING ACTIVITIES	(2,486,548)	(2,037,480)
FINANCING ACTIVITIES		
Issue of equity share capital	406,450	140,449
Share premium on issue of equity share capital	4,227,426	421,348
NET CASH FROM FINANCING ACTIVITIES	4,633,876	561,797
NET INCREASE(DECREASE) IN CASH AND CASH EQUIVALENTS	2,301,071	(702,078)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	10,784,896	3,762,442
CASH AND CASH EQUIVALENTS AT END OF PERIOD	13,085,967	3,060,364

NOTES TO THE UNAUDITED INTERIM RESULTS

1 INTERIM ACCOUNTS

The Group's interim results consolidate the results of the Company and its subsidiary undertakings for the six months ending 30 June.

These interim financial statements do not constitute statutory financial statements within the meaning of the Companies Act 2006.

2 ACCOUNTING POLICIES

The annual financial statements of the group are prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union. The condensed set of financial statements have been prepared in accordance with International Accounting Standard 34, "Interim Financial Reporting", as adopted by the European Union.

Whilst the results for the six-month periods ended 30 June are unaudited, they have been reviewed by the Company's Auditors.

3 LOSS PER SHARE

IAS requires presentation of diluted earnings per share when a company could be called upon to issue shares that would decrease net profit or increase net loss per share.

The calculation of basic and diluted loss per ordinary share is based on the loss of £488,256 for the six months ended 30 June 2011 (June 2010: £504,463) and on 150,251,587 ordinary shares (June 2010: 194,153,087) being the weighted-average number of ordinary shares in issue, diluted by 11,980,000 outstanding options (June 2010 – 16,700,000) and 4,934,208 outstanding warrants (June 2010 – nil).

4 SHARE CAPITAL

	Unaudited 6 months ended 30 June 2011		Unaudited 6 months ended 30 June 2010	
	No.	£	No.	£
Called up, allotted and fully paid				
Ordinary shares of 1 pence each	—	—	197,412,135	1,974,121
Ordinary shares of 2 pence each	165,746,090	3,314,922	—	—

During the six months ended 30 June 2011, 20,322,500 2p ordinary shares were issued at 25 pence per share upon listing on the Australian Stock Exchange (equivalent of AUD 0.40).

During the six months ended 30 June 2010, 14,044,944 1p ordinary shares were issued at 4 pence per share.

At 30 June 2011, the Group has 4,934,208 share purchase warrants outstanding (June 2010 – nil) at a weighted exercise price of 12.6 pence, expiring on 19 January 2012.

At 30 June 2011, the total number of share options outstanding was 11,980,000 (June 2010 – 16,700,000). During the financial period, no share options were issued (June 2010 – 9,150,000) and no options lapsed (June 2010 – 1,850,000).

5 INVESTMENT

The investment of £3,080,396 (June 2010 – £842,697) comprises the Company's interest of 8,000,000 shares in Auzex Resources Limited (June 2010 – 6,000,000) after taking up a rights issue in August 2010 for an additional 2,000,000 shares.

6 POST BALANCE SHEET EVENTS

In early August we report that all of the cash from the sale of the Nimu project in China has been repatriated back to the United Kingdom and the total repatriated proceeds from this sale are US\$7.4 million (approximately £5.0 million) representing £0.7 million more than was budgeted for at the time of the GGG 2009 statutory accounts.

In mid August we reported a new JORC resource estimate, based on Phase One drilling, of 78.8 Mt @ 1.03 g/t Au for 2.6 million ounces of gold at 0/5 g/t cut-off. The resource is largely in the Inferred Resource category but includes 711,700 ounces of Indicated Resources.

PART IV

FINANCIAL INFORMATION RELATING TO AUZEX

Financial information in relation to Auzex, including its most recent annual report dated 25 October 2011, is available from the ASX website — www.asx.com.au

PART V

COMPETENT PERSON'S REPORT ON THE BULLABULLING GOLD PROJECT

The Board of Directors
Bullabulling Gold Ltd
PO Box 985
Nedlands
WA 6909
Australia

And

The Directors
Westhouse Securitites Limited
1 Angel Court
London
EC2R 7HJ

Dear Sirs

Re: Bullabulling Gold Limited Pty (“BBG”) Competent Person's Report

At your request, CSA Global Pty Limited (“CSA”) has prepared a Competent Person's Report (“CPR”) on the Bullabulling Gold Project. It is our understanding that this report will be used as part of BBG's admission to the Australian Stock Exchange ASX market and the AIM Market (“AIM”) of the London Stock exchange.

CSA consents to the inclusion of this letter and the CPR in the Admission Document, with the inclusion of its name, in the form and context in which it appears in the Admission Document, to be published in connection with BBG's ASX and AIM application.

This report relies upon information provided by BBG, CSA's site visit to the Bullabulling Gold Project in November 2011, detailed discussions with the management of BBG; and a review of technical information provided by BBG as well as published technical and various other reports.

Certain information enclosed herein is based on assumptions as identified throughout the text and upon information and data supplied by others. CSA are not in a position to, and do not, verify the accuracy of, or adopt as its own, the information and data supplied by others. While CSA have compiled the overall report on BBG's behalf, it has only conducted a high-level review of material contributed by others.

BBG has confirmed to CSA that to its knowledge the information provided by BBG is true, accurate and complete and not incorrect, misleading or irrelevant in any aspect. CSA has no reason to believe that any facts have been withheld. A draft copy of this report was provided to the directors of BBG along with a request to confirm that there are no material errors or omissions in the report and that the information in the report is factually accurate.

CSA will receive a fee for the preparation of this report in accordance with normal professional consulting practice. This fee is not contingent on the outcome of the listing or value of BBG and CSA will receive no other benefit.

CSA does not have, at the date of this letter, and has not had within the previous two years, any shareholding in or other relationship with BBG or the principal current assets in which BBG is interested and consequently considers itself to be independent of BBG.

CSA is responsible for this letter and the CPR as part of the Admission Document and declares that it has taken all reasonable care to ensure that the information contained in this letter and the CPR is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

Neither the whole nor any part of this letter and the CPR nor any reference thereto may be included in any other document without the prior written consent of CSA regarding the form and context in which it appears.

Copyright of all text and other matter in this document, including the manner of presentation, is the exclusive property of CSA. It is an offence to publish this document or any part of the document under a different cover, or to reproduce and or use, without written consent, any technical procedure and or technique contained in this letter and the CPR. The intellectual property reflected in the contents resides with CSA and shall not be used for any activity that does not involve CSA, without the written consent of CSA.

The CPR has been prepared in accordance with the Code and Guidelines for Assessment and Valuation of Mineral Assets and Mineral Securities for Independent Expert Reports (“The Valmin Code”), which is binding upon Members of the Australasian Institute of Mining and Metallurgy (“AusIMM”) and the Australian Institute of Geoscientists (“AIG”), and the rules and guidelines issued by such

bodies as the Australian Securities and Investments Commission (“ASIC”) and Australian Securities Exchange (“ASX”), which pertain to Independent Expert’s Reports. The report complies with the requirements of a competent Persons Report as set out in the AIM Guidance Note for Mining and Oil and Gas.

The CPR is complete up to and including 28th November 2011. Having taken all reasonable care to ensure that such is the case, CSA confirms that, to the best of its knowledge, the information contained in the Competent Person’s Report is in accordance with the facts, contains no omission likely to affect its import, and no material change has occurred from 28th November to the date hereof that would require any amendment to the Competent Person’s Report.

CSA comprises over 140 staff, offering expertise in a wide range of resource and engineering disciplines. CSA’s independence is ensured by the fact that it holds no equity in any project. This permits CSA to provide its clients with conflict-free and objective recommendations on crucial judgment issues. CSA has a demonstrated track record in undertaking independent assessments of resources and reserves, project evaluations and audits, MER’s and CPR’s, and independent feasibility evaluations to bankable standards on behalf of exploration and mining companies and financial institutions worldwide.

The CPR has been prepared based on a technical review by consultants from the CSA offices in West Perth, Australia. These consultants are specialists in the fields of geology, resource and reserve estimation and classification, open pit mining, rock engineering, mineral processing and mineral economics.

Any economic decisions that might be taken on the basis of interpretations or conclusions contained in this report will carry an element of risk.

This report has been compiled by Mr Grant Ferguson, BSc (PGradDip) and Mrs Jacinta Ireland, BSc (Hons), who are an associate and employee of CSA Global respectively.

Grant Ferguson is a professional geologist with 18 years’ experience in the exploration and evaluation of mineral properties within Australia and worldwide. He is an associate of CSA, and Fellow of the Australasian Institute of Mining and Metallurgy (AusIMM) and a Member of the Australian Institute of Geoscientists (AIG). He has the appropriate qualifications, experience, competence, and independence to be considered an “Expert” under the definitions provided in the Valmin Code and a “Qualified Person” under CIM Definitions and Standards, 2005. Mrs Ireland has over 4 years’ experience in the mining industry and has worked in exploration, mining and mine definition projects.

Yours faithfully,

Grant Ferguson

Associate Consultant
CSA Global Pty Ltd

EXECUTIVE SUMMARY

In August 2011 GGG Resources plc. ("GGG") (ASX: GGB; AIM: GGG) and Auzex Resources Limited ("AZX" or "Auzex") (ASX: AZX) came to an Agreement to combine the Bullabulling Gold Project BBG into a new single corporate entity to be named Bullabulling Gold Limited ("BBG") through an all share merger on the, which will be Australian domiciled and listed on ASX and AIM. Prior to this agreement the two companies have been working together in a 50:50 Joint venture ("BBJV").

GGG Resources plc will go through a UK Scheme of Arrangement whereby Australian-registered BBG will acquire all the share capital of GGG Resources plc and apply for its shares to be listed on the ASX and AIM markets. This document will be used as part of the Admission Document in connection to BBG's ASX and AIM applications.

BBG anticipates that it will then, pursuant to an Australian Scheme of Arrangement being undertaken by Auzex acquire the whole share capital of Auzex Resources Ltd and thereby consolidate the ownership of BBGP under BBG.

Upon the acquisition of Auzex by BBG, BBG will have 100 per cent. ownership of the BBGP in the Coolgardie region of Western Australia. As at the date of this document each of GGG and Auzex has 50 per cent. interest in the BBGP. The portfolio of tenements includes known gold resources and the potential for discovery of additional gold deposits. The project covers an aggregate area of approximately 13,059 Ha.

The BBGP is located along the western margin of the Coolgardie domain within the Eastern Goldfields Province of the Archaean Yilgarn Craton. The stratigraphy of the domain comprises three meta-sedimentary and meta-volcanic units, a lower basalt unit overlain in turn by a komatiite, upper basalt which compared to neighbouring domains is often poorly developed or non-existent, then overlain by felsic volcanic, volcanoclastic and sedimentary rocks. Layered and differentiated mafic sills and felsic intrusives can occur at various levels within the stratigraphic succession.

The structure of the Coolgardie domain is dominated by greenstone sequences draped over domal granite plutons, and the district is bounded by major shear zones to the west (Ida Fault), and to the east (Zuleika shear zone, Kunanalling shear zone). The western margin of the Calooli and Bali granites influences the stratigraphy and structural orientation within the BBGP, resulting in the stratigraphy being orientated in NW-SE in the SW and N-S along the western margin of the domain.

Three styles of gold mineralisation are evident within the project area;

- Laterite hosted;
- Saprolitic regolith supergene mineralisation; and
- Primary gold mineralisation.

The laterite and supergene gold mineralisation are products of weathering of bedrock mineralisation and occur as sub-horizontal tabular zones of mineralisation. The laterite mineralisation occurs at surface or within 2 to 5 metres of surface. The supergene gold mineralisation can occur some distance vertically (up to 40 metres) beneath the laterite mineralisation with a zone of gold depletion between them. The primary gold mineralisation occurs as multiple lens associated with metasediment /ultramafic contacts dipping at 45° to west, sub parallel with the stratigraphy.

The laterite hosted gold mineralisation was the focus of two heap leach operations in the late 1980's (CKGM N.L.) and again during the early to late 2000 (Jervois Mining Limited). Laterite, saprolite and primary gold mineralisation were the focus of open pit mining by Samantha Gold N.L. (then Resolute Mining Limited) in the mid 1990's with gold processed through a conventional carbon in pulp (CIP) facility.

Total recorded historical production for the general Bullabulling Project area totals 7.78 million tonnes grading 1.31 g/t for 326,489 ounces of gold.

The review of historical exploration data and structural interpretations identified two (2) mineralised trends for primary gold mineralisation, the N-S-striking Bullabulling Trend and the E-W to NW-SE striking Gibraltar Trend. The Bullabulling Trend is described as having the more laterally consistent gold mineralisation and can be traced for over 6km of strike.

A phase one diamond drill program totalling 35,000 meters was completed from November 2010 to May 2011 by the BBJV. A Phase two RC and Diamond drilling programme totalling 74,542m commenced in Mid May 2011 and shall continue to December 2011. These programs were and are designed to:

- confirm the intercepts of historic drilling
- infill existing drill hole data
- capture detailed geological information across the full extent of the Bullabulling Shear Zone.

Results from this drilling campaign, demonstrates that the BBGJV team have a well-understood geological target through the consistent intersection of the mineralised zones as predicted in a majority of areas. The results from BBJV drilling and the historic drilling results have been examined by the Snowden Group ("Snowden"). The Snowden Group concluded that the historical drilling was valid and was used in the new resource estimate. The heap leach resources, while not deemed significant to the overall project viability, will require further investigation to validate current estimates.

An updated resource estimate for the Gibraltar and Bullabulling Project was completed in September 2011 and August 2011 respectively. This included new QAQC drilling and was completed by Snowden.

CSA recognises the Snowden Mineral resource estimate however CSA has not sighted the final signed Competent Person's statement and the September 2011 report is yet to be adopted by the company.

Bullabulling Mineral Resource (ASX Release September 2011) at 0.5 g/t cut off (JORC 2004).

Category	Tonnes (Millions)	Gross Grade (g/t)	Contained Metal	Tonnes (Millions)	Net attribute Grade (g/t)	Contained Metal	Operator
Bullabulling Fresh (Snowden)							
Measured	—	—	—	—	—	—	—
Indicated	21.3	1.01	691,000	10.6	1.01	345,500	BBJV
Inferred	50.9	1.03	1,683,900	25.4	1.03	841,950	BBJV
Bullabulling Laterite (Snowden)							
Measured	—	—	—	—	—	—	—
Indicated	—	—	—	—	—	—	—
Inferred	1.6	0.89	45,700	0.8	0.89	22,850	BBJV
Gibraltar (CSA Global)							
Measured	—	—	—	—	—	—	—
Indicated	—	—	—	—	—	—	—
Inferred	4.5	1.12	161,900	2.2	1.12	80,950	BBJV
Laterite dumps (Auzex)							
Measured	—	—	—	—	—	—	—
Indicated	—	—	—	—	—	—	—
Inferred	0.5	1.2	20,700	0.25	1.2	10,350	BBJV
Sub-total	78.3	1.03	2,603,100	39.1	1.03	1,30,550	BBJV
Total	78.3	1.03	2,603,100	39.1	1.03	1,30,550	BBJV

The tonnage figures for the amphibolite mineralisation have been discounted by 7% to allow for the impact of barren dykes. The model reporting has been constrained using a polygon provided by BBJV which shows the current extents of BBJV tenements.

Differences may occur due to rounding.

CSA agrees that the Bullabulling Gold Project is a large tonnage low-grade deposit. The mineralised structure consists of multiple west dipping lower-grade loads with narrower high-grade zones and potential for extension still exists in the south. Technical information and legal information provided on the project confirms the presence of mineralisation at the base of the Bacchus Pit. The BBJV technical team have indicated the current work to define the interpreted mineralised system has been challenging as high and low grade mineralised zones are not always visually distinguishable. CSA has conducted a visual inspection of sections of mineralised core and agree with the view of the BBG technical team. In the event mining commences, close spaced grade control systems will be required. Initial high gravity gold and leach recovery result (45 per cent. and 93 per cent. respectively) from the ALS AMMTEC laboratory provides a further potential risk reduction to the economic viability of the Bullabulling Gold Project.

The resources defined to date were used as the basis for a Scoping Study on the project. Based on the information provided by GGG results of the Scoping Study the company will progress to a preliminary feasibility study ("PFS") commencing in 2012. The results of the Scoping Study are not able to be publically circulated due to the large proportion of Inferred Resources used in the study.

The Competent Persons Report has been prepared on information available up to and including 28th November 2011.

GLOSSARY OF TERMS

“**Alteration**” means any change in the mineralogical composition of a rock brought about by physical or chemical means, especially by hydrothermal solutions.

“**Amphibolite**” is the name given to a rock consisting mainly of hornblende amphibole, the use of the term being restricted, however, to metamorphic rocks.

“**Anomalous**” means a set of data deviating from the normal, usually referring to significant or unusual data.

“**Archaean**” means of geological ages older than 2,500 million years.

“**Au**” is the chemical symbol for gold.

“**Basalt**” means a fine grained, dark coloured, volcanic rock relatively rich in iron and magnesium.

“**Breccia**” means a rock composed of angular, broken, rock fragments held together by mineral cement or in a fine-grained matrix.

“**Cover Sequence**” means sedimentary rocks unrelated to the underlying basement rocks.

“**Deformation**” means the alteration such as faulting, folding, shearing, compression and extension of rock formations by tectonic forces.

“**Diamond (drilling)**” means a drilling method for obtaining a cylindrical core of rock with a diamond-impregnated bit.

“**EL**” means Exploration Licence.

“**Epigenetic**” means minerals introduced into pre-existing rocks, the formation of secondary minerals by alteration.

“**Fault**” means a planar or gently curved fracture across which there has been relative displacement.

“**Felsic Volcanic**” means a rock of volcanic origin composed pre-dominantly of pale coloured minerals such as quartz and feldspar.

“**Felsic Schist**” Any of various medium-grained to coarse-grained volcanic origin metamorphic rocks composed of laminated, often flaky parallel layers of chiefly micaceous minerals.

“**Ga**” means a billion years ago.

“**Granite**” means an intrusive rock in which quartz constitutes 10 to 50 per cent of the felsic components and in which the alkali feldspar/total feldspar ratio is generally restricted to the range of 65 to 90 per cent..

“**Greenschist**” Greenschist is a general field petrologic term applied to metamorphic or altered mafic volcanic rock. The term greenstone is sometimes used to refer to greenschist but can refer to other rock types too. The green is due to abundant green chlorite, actinolite and epidote minerals that dominate the rock

“**Indicated Mineral Resource**” means an accumulation of mineral(s) sampled by drill holes, underground openings, or other sampling procedures at locations too widely spaced to ensure continuity but close enough to give a reasonable indication of continuity and where geoscientific data are known with a reasonable level of continuity.

“**Inferred Mineral Resource**” means an accumulation of mineral(s), inferred from geoscientific evidence, drill holes, underground openings or other sampling procedures, and before testing and sampling information is sufficient to allow a more reliable and systematic estimation.

“**JORC Code**” means the 2004 Edition of the “Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore.

“**Laterite**” means red residual soil developed in humid tropical and subtropical regions of good drainage. It is leached of silica and contains concentrations particularly of iron oxides and hydroxides and aluminium hydroxides. It may be an ore of iron, aluminium, manganese, nickel or gold.

“**Leaching**” means the separation, selective removal, or dissolving-out of soluble constituents from a rock or orebody by the natural action of percolating water.

“**Lode-style**” means a mineral deposit consisting of a vein or zone of veins occurring in consolidated rocks, as opposed to alluvial or placer deposits.

“**Ma**” means a million years ago.

“**Mafic**” means a rock rich in iron and magnesium e.g. basalt, dolerite.

“**Mesothermal**” means descriptive of a hydrothermal mineral deposit, formed at great depth at temperatures of 200-300oC.

“**Metamorphism**” means the mineralogical, chemical and structural adjustment of solid rocks to physical and chemical conditions which have generally been imposed at depth below the surface zones of weathering, and which differ from the conditions under which the rocks originated.

“**Mineralising**” means the natural process or components that concentrate metals or their ore minerals.

“**Miscellaneous Licence**” means granted title over an area of land entitling the holder to construct infrastructure for a mine development e.g. haul road, pipeline, camp, and processing plant.

“**ML**” means a Mining Licence.

“**Multiple-indicator kriging**” (MIK) is a recent advance on other techniques for mineral deposit modelling and resource block model estimation, such as ordinary kriging

“**Orogenic**” means the process of folding and faulting within a belt of similar aged rocks.

“**Oxide Ore**” means an accumulation of minerals modified by surface waters e.g. sulphides altered to oxides and carbonates.

“**Province**” means a group of rocks or region with common geological attributes and history.

“**Pegmatite**” is a very crystalline, intrusive igneous rock composed of interlocking crystals usually larger than 2.5 cm in size such rocks are referred to as pegmatitic

“**Q-Q Plot**” is a probability plot, (“Q” stands for quantile) which is a graphical method for comparing two probability distributions by plotting their quantiles against each other. If the two distributions being compared are similar, the points in the Q-Q plot will approximately lie on the line $y = x$. If the distributions are linearly related, the points in the Q-Q plot will approximately lie on a line.

“**RC Drilling**” means a drilling method, abbreviated for Reverse Circulation percussion drilling, whereby a rotating hammer bit pulverizes the rock, releasing chips of rock that are brought to the surface inside of drill rods by compressed air.

“**Saprolite**” means a soft, earthy typically clay-rich, thoroughly decomposed rock formed in place by chemical weathering of igneous, sedimentary and metamorphic rocks. It often forms a layer or cover as much as 100m thick.

“**Shear Zone**” means a zone of ductile deformation between two (relatively) undeformed blocks that have suffered relative shear displacement; the ductile analogue of a fault.

“**Stratigraphy**” means the composition, sequence and correlation of stratified rocks within the earth’s crust.

“**Supergene**” means an enrichment or accumulation of minerals formed by descending solutions that leach the minerals and then reprecipitate at deeper levels

“**Volcaniclastic**” means formed from rock fragments generated during volcanic eruptions.

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INTRODUCTION

Scope and Terms of Reference

GGG Resources plc (“GGG”) is a public company listed on the AIM of the London Stock Exchange, and the Australian Securities exchange (“ASX”). GGG has a 50 per cent. interest in the Bullabulling Gold Project (“BBGP”).

In August 2011 GGG (ASX: GGB; AIM: GGG) and Auzex Resources Limited (“AZX” or “Auzex”) (ASX: AZX) came to an Agreement to combine the Bullabulling Gold Project BBG into a new single corporate entity Bullabulling Gold Limited (“BBG”), through an all share merger, which will be Australian domiciled and listed on ASX and AIM. Prior to this agreement the two companies had been working together in a Joint venture (“BBJV”) on the Bullabulling Gold Project (“BBGP”).

GGG will go through a UK Scheme of Arrangement whereby Australian-registered BBG will acquire all the share capital of GGG Resources plc and apply for its shares to be listed on the ASX and AIM markets.

CSA Global Pty Ltd (“CSA”) has been commissioned by BBG to complete a Competent Person’s Report on the Bullabulling Gold Project. This report comprises an assessment of the project based on a review of historical exploration work, three periods of mining activity, and several resource estimation processes conducted by previous explorers and Snowden, together with field observations during a site visit by the author Grant Ferguson.

This Competent Person’s Report has been prepared in accordance with the Code and Guidelines for Assessment and Valuation of Mineral Assets and Mineral Securities for Independent Expert Reports (“The Valmin Code”), which is binding upon Members of the Australasian Institute of Mining and Metallurgy (“AusIMM”), the Australian Institute of Geoscientists (“AIG”), and the rules and guidelines issued by such bodies as the ASIC and the ASX, which pertain to Independent Expert Reports. It is compliant with the requirements of a competent Persons report as set out in The AIM Rules and accompanying Note for Mining and Oil and Gas Companies.

This report has been compiled by Mr Grant Ferguson BSc PGrad Dip, a professional geologist with 18 years’ experience in the exploration and evaluation of mineral properties within Australia and overseas. Mr Ferguson is a Member of the Australian Institute of Geoscientists (AIG) and a Fellow of the Australasian Institute of Mining and Metallurgy (AusIMM). Grant has been assisted by Jacinta Ireland a Geologist with over 4 years in the mining industry in exploration and mine definition projects.

Neither CSA, nor the author of this report, has or has had previously, any material interest in BBG or the mineral properties in which BBG has an interest. CSA’s relationship with BBG is solely one of professional association between client and independent consultant.

CSA is an independent geological consultancy. Fees are being charged to BBG at a commercial rate for the preparation of this report, the payment of which is not contingent upon the conclusions of the report. No member or employee of CSA is, or is intended to be, a director, officer or other direct employee of BBG. No member or employee of CSA has, or has had, any material shareholding in BBG. There is no formal agreement between CSA and BBG as to CSA providing further work for BBG.

The statements and opinions contained in this report are given in good faith and in the belief that they are not false or misleading. The conclusions are based on the reference date of the 28th November 2011 and could alter over time depending on exploration results, mineral prices and other relevant market factors.

CSA confirms to the best of its knowledge, the information contained in the report is in accordance with the facts, contains no omissions likely to affect its import and no change has occurred from 28th November 2011 to the date hereof that would require any amendment to the report.

CSA has reviewed the information contained elsewhere in the AIM admission documentation which relates to the information contained in this report and confirms that the information presented is accurate, balanced, and complete and is not inconsistent with this report.

CSA also confirms that, where any information contained in this report has been sourced from a third party, such information has been accurately reproduced and, so far as they are aware and are able ascertain from the information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Project Location and Access

The BBGP is located approximately 65km southwest of Kalgoorlie, a major mining centre in the Eastern Goldfields of Western Australia (Figure 1).

Access to the project areas is via the sealed Great Eastern Highway (94), which passes through the project area. Unsealed roads provide access to the mining areas.

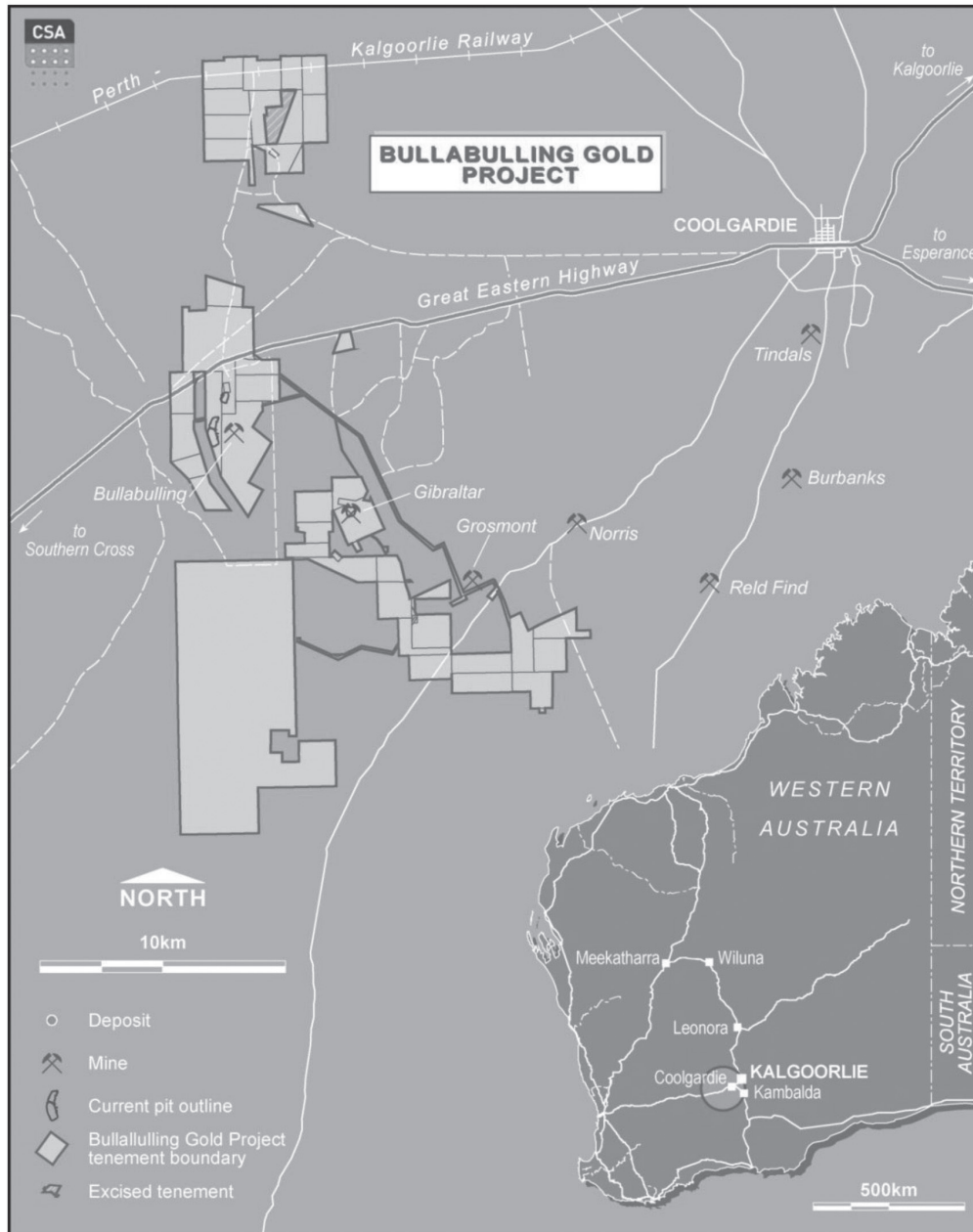


Figure 1. Project Location – Bullabulling Gold Project

Principal Sources of Information

This review is based on the information provided by the current tenement holders, technical reports of consultants and previous explorers, as well as other published and unpublished data relevant to the area, including public domain data.

The author has endeavoured, by making all reasonable enquiries, to confirm the authenticity and completeness of the technical data upon which this report is based. BBG was provided a final draft of this report and requested to identify any material errors or omissions prior to its lodgement.

Tenure

Upon acquisition of Auzex, BBG will have 100 per cent. interest in the BBGP. Upon admission BBG has a 50 per cent. interest in the mineral properties comprising a total of 61 tenements covering an area of 13,059 Ha; these comprise 6 granted Mining Leases (MLs) and 31 granted Prospecting Licences (PLs), 2 Exploration leases and 7 Miscellaneous Licences (Table 1 and Figure 2).

CSA has not undertaken assessment regarding tenure or associated legal agreements, including possible existing royalty agreements. A full description of royalties applicable to the mineral properties is listed in detail within the supplied solicitor's report by Steinepreis Paganin on the tenements. This is based on information provided by BBJV and has not been validated in any way.

Table 1. BBG Resources – Bullabulling Gold Project Tenement Summary

License	Holder	Interest (per cent.)	Approved	Pending	Total Hectares	Statutory Commitment	Rents
Mining	AUZEX RESOURCES LIMITED & GGG RESOURCES LIMITED	50:50	6	—	2,020	\$211,400	\$30,360
Prospecting	AUZEX RESOURCES LIMITED & GGG RESOURCES LIMITED	50:50*	31	5	5,218	\$182,080	\$9,636
Miscellaneous	AUZEX RESOURCES LIMITED & GGG RESOURCES LIMITED	50:50	7	—	359	—	\$4,841
Exploration	AUZEX RESOURCES LIMITED & GGG RESOURCES LIMITED	50:50	2	0	5,462	\$35,000	\$2,270
Total			46	5	13,059	\$428,480	\$47,107

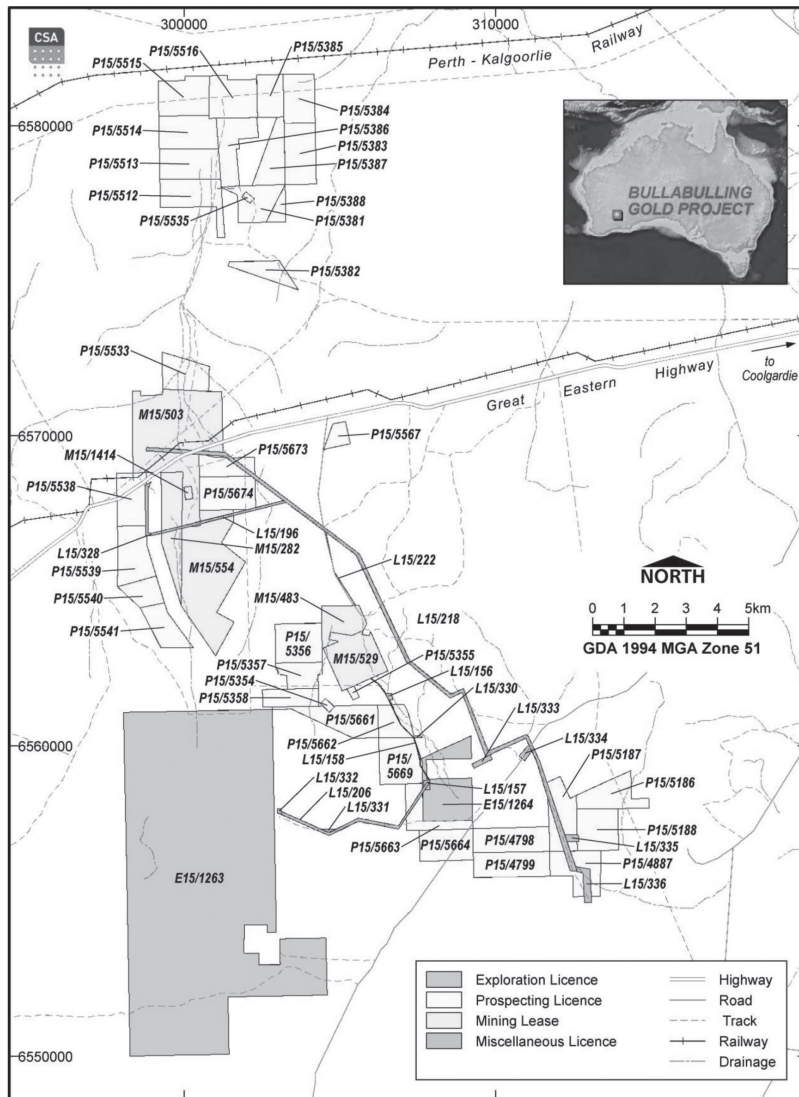


Figure 2. Tenement, Deposit and Prospect Location for the Bullabulling Joint Venture

GEOLOGICAL SETTING AND METALLOGENY

Regional Setting

The BBGP, lies within the Norseman-Wiluna Archaean Greenstone Belt in the Eastern Goldfields Province (Figure 3). The province is host to some of the largest gold and nickel deposits in Western Australia and has a reasonably consistent stratigraphic sequence comprised of mafic volcanic and intrusive, felsic volcanic and sedimentary rocks separated by deformed and metamorphosed granitoid rocks.

The Eastern Goldfields Province is characterised by a north-northwest orientation of regional shears, folds and stratigraphy which results in a series of elongate granites separated by anastomosing shear zones.

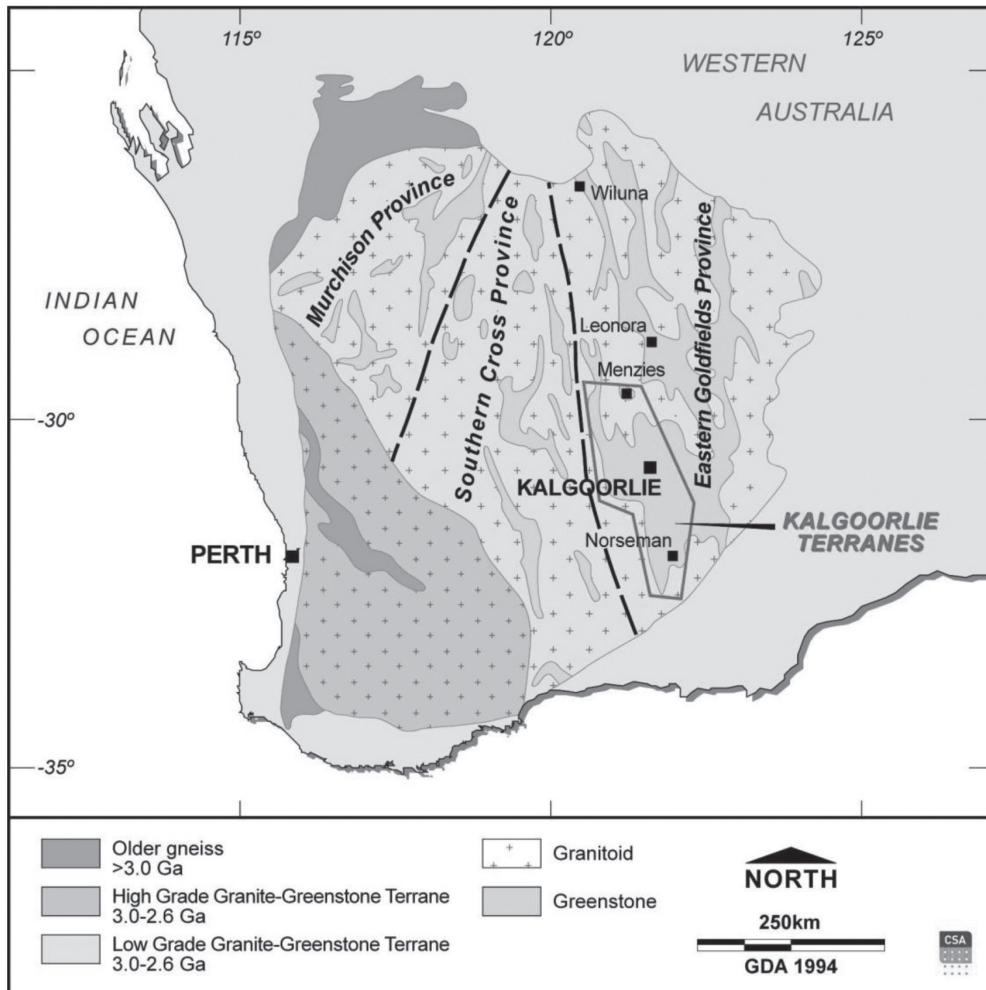


Figure 3. Regional Geology of the Yilgarn Craton (after Swager et al., 1990)

BBG's project area lies in the Kalgoorlie Terrane, a sub-division of the Eastern Goldfields Province which itself has been sub-divided into four major domains: the Coolgardie, Ora Banda, Kambalda and Boorara Domains; and two smaller domains – the Bullabulling and Parker Domains (Swager et al., 1990). These domains are separated by crustal-scale shear zones, which are considered important for focussing gold mineralisation (Figure 4).

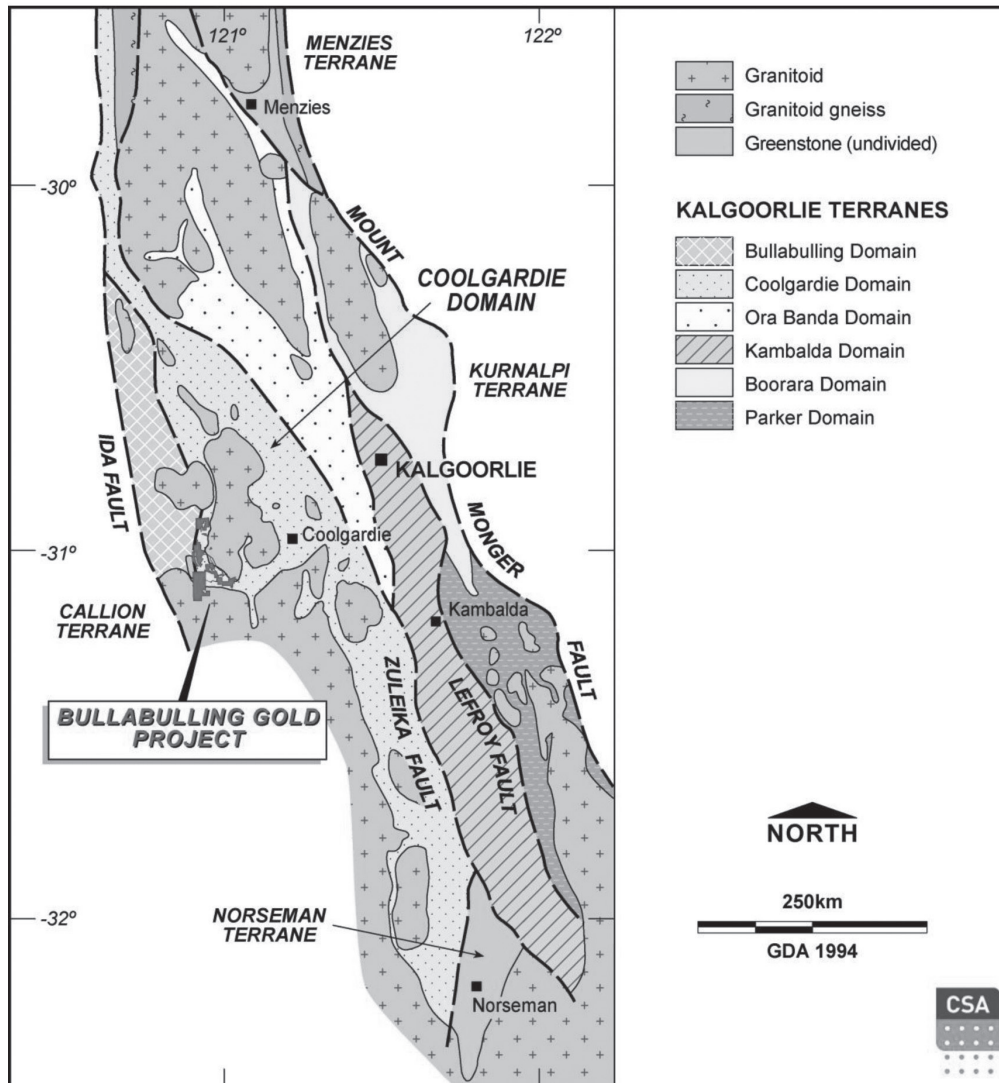


Figure 4. Kalgoorlie Terrane – domains, (after Swager et al., 1990)

The BBGP is located along the western edge of the Coolgardie Domain. This area is dominated by a series of granitic intrusives, the Calooli and Bali granites to the east, the Silt Dam granite to the immediate north and the Dunnsville Dome/Doyle Dam granodiorite further to the north. To the south, the Coolgardie Domain is dominated by the Burra Granite that extends eastwards from the Ida Fault.

The stratigraphy of this domain is well documented and has been divided into three meta-sedimentary and meta-volcanic units, a lower basalt unit overlain in turn by a komatiite, an upper basalt which compared to neighbouring domains is often poorly developed or non-existent, then overlain by felsic volcanic, volcanoclastic and sedimentary rocks. Layered and differentiated mafic sills and felsic intrusives can occur at various levels within the stratigraphic succession.

The adjoining Bullabulling Domain immediately west of the project area is separated from the Coolgardie Domain by the North-South trending Bullabulling Shear. The Bullabulling Domain is poorly exposed, comprising interleaved high-grade felsic schist, meta-sedimentary rock, amphibolites and minor ultramafic.

The structure of the Coolgardie domain is dominated by greenstone sequences draped over domal granite plutons. The district is bounded by major shear zones to the west (Ida Fault), and to the east (Zuleika shear zone, Kunanalling shear zone). The western margin of the Calooli and Bali granites influences the stratigraphy and structural orientation along the western margin of the Coolgardie Domain, resulting in orientation of the stratigraphy in NW-SE trends in the SW and N-S trends along the western margin of the domain.

Metallogeny

Gold occurrences within the Archaean granitoid-greenstone terranes are dominantly orogenic, mesothermal, lode-style deposits. Orogenic gold deposits are epigenetic and form as the result of focussed fluid flow during active deformation and metamorphism of volcano-plutonic terranes (Hagemann and Cassidy, 2000).

There is no single model that describes the development of orogenic lode gold systems. They can occur in any host lithology and can develop at varying crustal depths. Variations in these two factors, combined with numerous possible structural settings and orientations, contribute to diversity in the location, style and associated alteration of mesothermal lode gold mineralisation.

However, one dominant characteristic for all orogenic lode gold systems is a strong structural control providing a focus for mineralisation within or adjacent to crustal-scale structures that have been a conduit for deeply sourced gold-enriched hydrothermal fluids.

Significantly endowed gold deposits generally exhibit a prolonged structural episode with more than one pulse of gold-enriched fluid passing through the structurally prepared rocks.

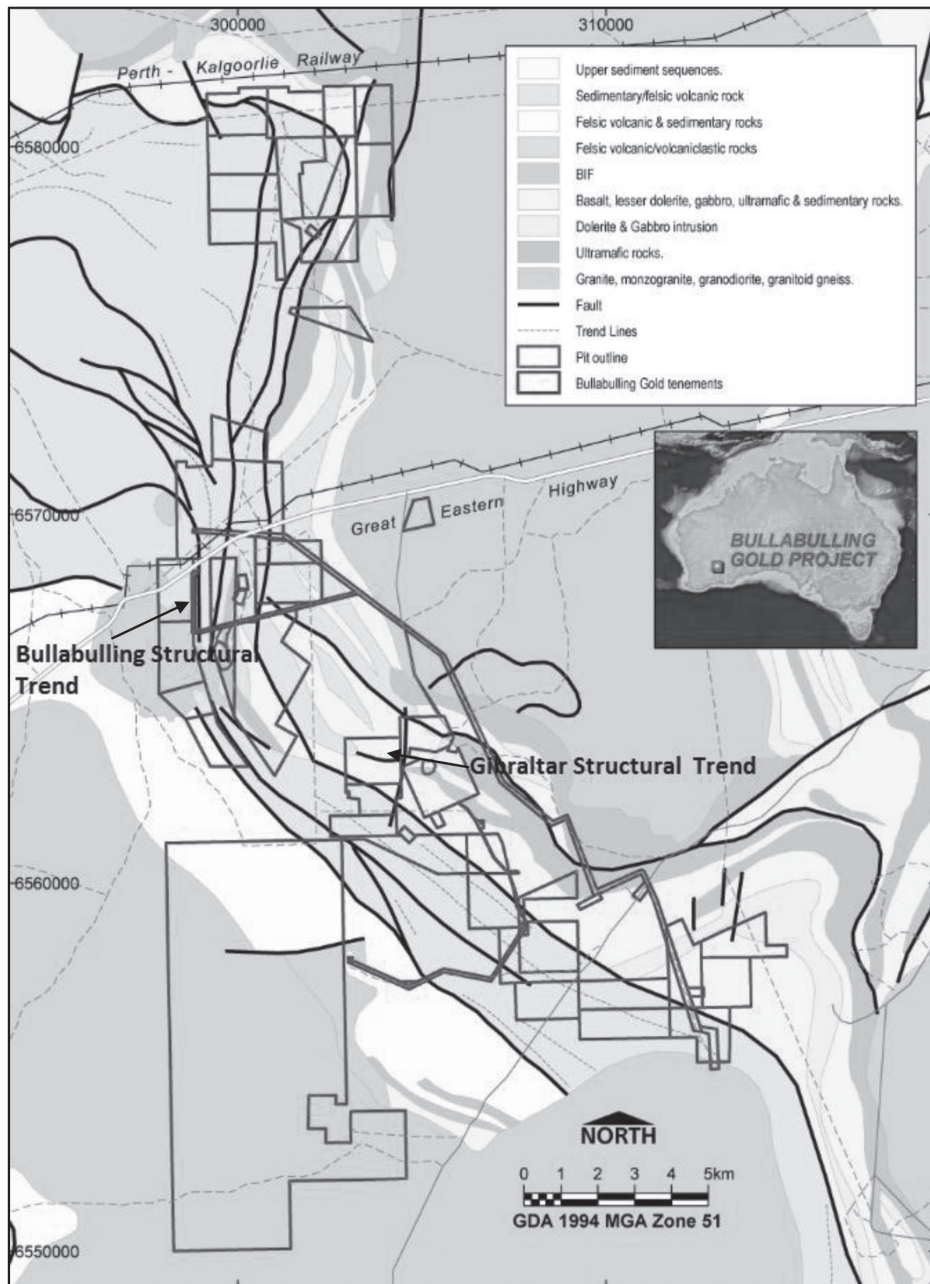


Figure 5. Simplified geology map of the BBGP area

Bullabulling Gold Project

Project Geology and Mineralisation

The project area is characterised by a succession of metasedimentary rocks, basalts and ultramafic intrusive, metamorphosed to upper greenschist and amphibolite facies. Throughout the stratigraphic succession several generations of granites have been intruded into the sequence. Late stage pegmatite dyke swarms accompany the most recent granite intrusion.

These pegmatite swarms cross cut the gold mineralisation trends and are barren of gold. Recent drilling across the leases is assisting the BBJV team to construct a pegmatite model along strike and at depth. This model will be used in the project target generation phase and to better define the areas of possible mineralisation in the existing block model.

Three styles of gold mineralisation are evident within the project area, laterite hosted, saprolitic regolith supergene mineralisation and primary gold mineralisation.

The laterite and supergene gold mineralisation are products of weathering of bedrock mineralisation and occur as sub-horizontal tabular zones. The laterite mineralisation occurs at surface or within 2 to 5 metres of surface. The supergene gold mineralisation can occur some distance vertically (up to 40 metres) beneath the laterite mineralisation with a zone of gold depletion between them. The BBJV team have communicated to the author, a shallowing of the depletion zone up to the most northern Bonecrusher deposit (Figure 6).

Both these styles of mineralisation were the focus of previous mining activities in the area.

Two mineralised trends have been identified for primary mineralisation, the N-S-striking Bullabulling Trend and the E-W to NW-SE striking Gibraltar Trend (Figure 5). The Bullabulling Trend is described as having the most laterally consistent gold mineralisation and can be traced for over 6km of strike.

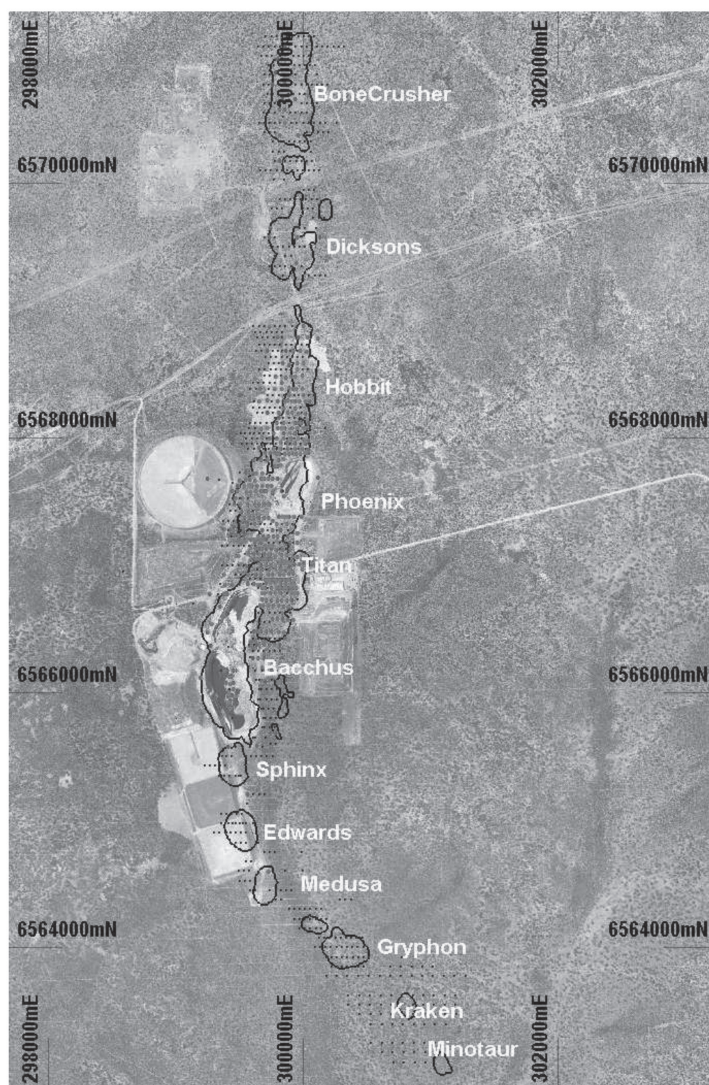


Figure 6. Drill location plan showing potential optimised pit outlines for the various resource target areas along the Bullabulling structural trend.



Figure 7. Phoenix pit looking south to final cut

Nine mineralised occurrences have been recorded (Figure 5) within the project area and can be sub-divided based on the two recognised trends:

Bullabulling Trend

- Edwards — Laterite
- Eyre — Laterite
- Bacchus — Laterite, Supergene and Primary
- Titan — Primary
- Hobbit — Supergene
- Bourke-Wills-Phoenix — Laterite, Supergene and Primary (Figure 8)
- Dicksons — Laterite, Supergene and Primary (Figure 8)
- Bonecrusher — Laterite and Primary

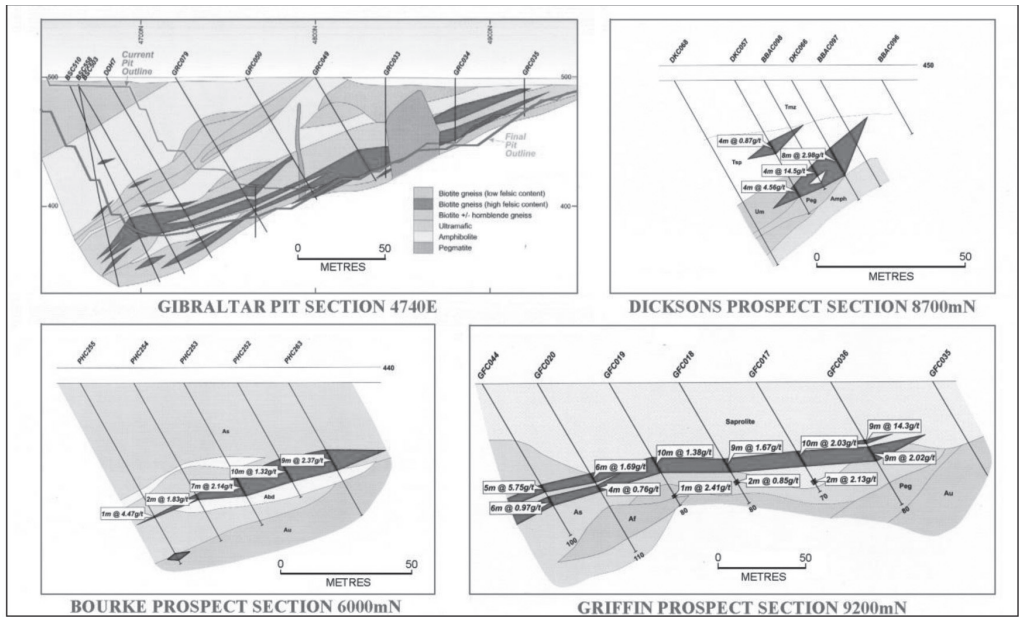


Figure 8. Geological Cross sections of local deposits with the Bullabulling trend from Jervois Mining report 2002.

Gibraltar Trend

- Gibraltar — Primary

Of these 9 occurrences, two of these, Bacchus and Phoenix (Figure 6), provided the bulk of historical production.

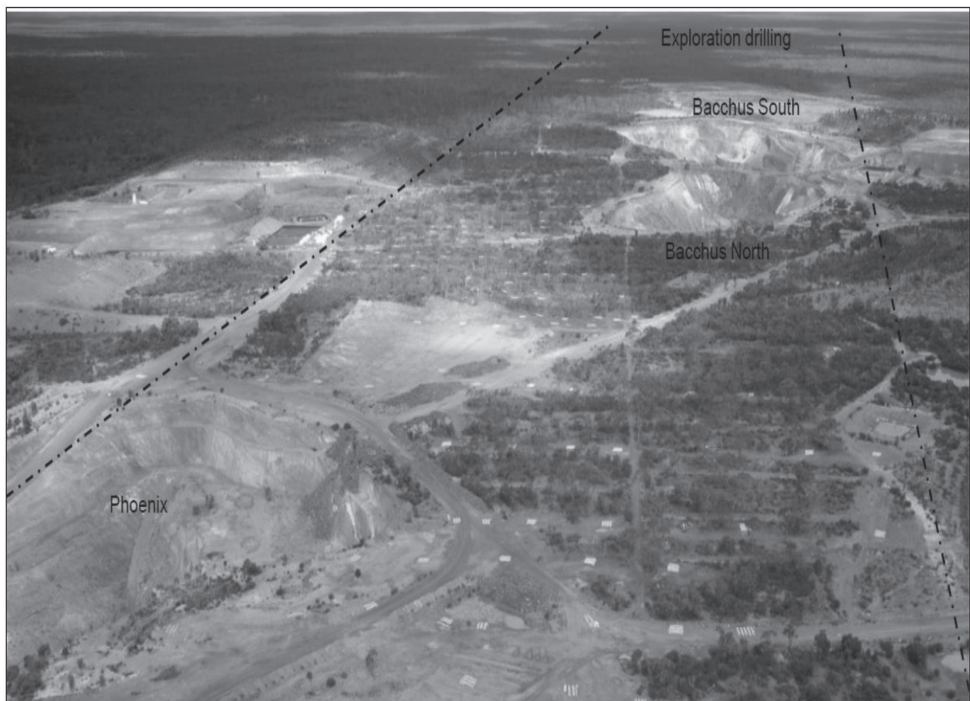


Figure 9. Bullabulling mining centre looking north along the Bullabulling trend with the Bacchus south, Bacchus North and Phoenix pits

The primary gold mineralisation occurs as series of tabular lenses dipping at approximately 45° to the west, sub parallel to the stratigraphic layering. Recent modelling indicates the most consistent mineralisation occurs in close proximity to metasediment / ultramafic contacts (Figure 9).

The thickness of mineralisation encountered varies considerably ranging 1 to 30m and grades 0.5 to 67.9g/t Au. The mineralisation zones have been interpreted using 0.5 g/t grade cut off envelopes.

The mineralisation is reported to be associated with increased foliation, quartz veining and a calc-silicate prograde alteration assemblage (diopside, biotite, albite, carbonate and silica). However, a visual inspection of the mineralised section of the core indicates the mineralisation is not easily recognisable to the naked eye (Figure 11). Sulphide and silica enrichment do not necessarily correlate to high-grade gold mineralisation.

The controlling Bullabulling trend provides a reasonably continuous structural zone within the project. However within that trend high-grade gold mineralisation is relatively discontinuous, particularly within the primary zones. In the event mining commences, close spaced grade control systems will be required to reliably delineate these high grade zones.

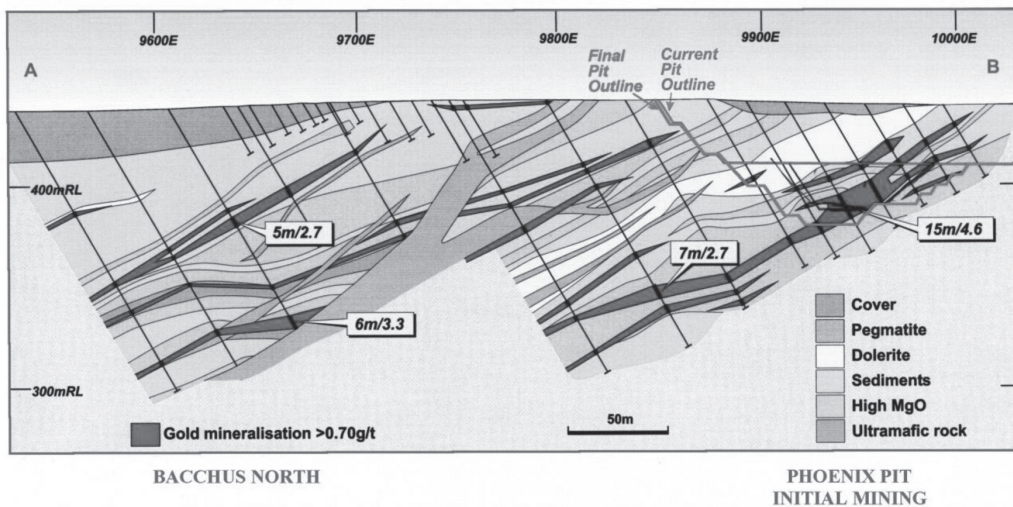


Figure 10. Schematic cross section of through the Bacchus Pit (Historic Resolute Report)



Figure 11. AZBBDD-0001 an example of mineralisation from 354.42m-360.0m which resulted in 5.58m @ 1.93g/t Au. This hole was drilled under the Bacchus pit.

The understanding of pegmatite dyke swarms is much improved after the recent drilling programs. The pegmatites have been interpreted as becoming denser in concentration across the northern Hobbit, Dicksons and Boncrusher project areas, partially replacing zones of potentially favourable host lithologies for gold mineralisation.

Previous Exploration

The Bullabulling Project has been explored for gold since the first discovery in nearby Coolgardie in 1893. Historical gold production in the area was limited, with the Western Australian State Government records stating from 1897, a total of 704 tonnes was mined grading 29.5 g/t Au.

The first systematic exploration of the area commenced in the period 1966 to 1968, through a joint venture between Anaconda and Union Minière who unsuccessfully explored for nickel.

From 1974 through to 1982, Western Mining Corporation explored for gold and nickel in the region. During this time, some 150 RC holes were completed in the Golden Gate area, immediately north of the Phoenix pit. Seven of these holes intersected narrow (2-7 metres) zones of mineralisation with grades ranging from 2 to 6 g/t gold.

In 1985, Valiant Consolidated Ltd ("Valiant") and Hill Minerals N.L. (subsequently Hillmin Gold Pty Ltd ("Hillmin")) formed a joint venture to explore for gold in the Bullabulling area. Work during this time included extensive ground magnetic surveying, soil sampling and RAB and RC drilling. The culmination of this work led to the discovery and partial delineation of the Bacchus gold deposit.

Control of the project passed to the Ashton group, firstly through the takeover of Hillmin in 1989 and secondly through the purchase of Valiant's interest in 1991.

Central Kalgoorlie Gold Mines N.L. ("CKGM") commenced exploration in the Bullabulling area during the same period as the Valiant/Hill Minerals JV. CKGM's exploration focussed on the delineation and subsequent development of a laterite resource which was processed onsite through heap leaching of the gold bearing laterite material.

In 1993, Samantha ("Samantha") Gold N.L. (and then Resolute Ltd) purchased the Valiant/Hill Minerals JV and CKGM tenure. After the acquisition, Samantha instigated a programme of systematic soil sampling of previously untested ground, with RAB and RC drilling of selected targets, with the main focus on establishing reserves at the Bacchus and Phoenix deposits.

In 1994, Samantha acquired tenements containing the Gibraltar Gold Mine from the Lyn Martin-John Schulberg Syndicate. The Gibraltar Gold Mine is an open cut mine which had been developed between 1987 and 1988 through a joint venture between Electrum N.L. and Pan Australia Mining Ltd. In December 1988, the open pit was placed on care and maintenance having failed to return a profit and forcing Electrum N.L. into receivership.

Work completed by Resolute between 1993 and 1995 led to commencement of production at the Bullabulling Project based on stated Proven and Probable Ore Reserves totalling 3,178,500 tonnes grading 1.7 g/t for 178,000 ounces Au. Processing was through a dedicated 1.1 million tonne per year facility located on the project. In September 1997, Resolute ceased all operations at the project. The explanation provided to shareholders and Western Australian Department of Minerals mining Warden was solely based upon the lack of economic viability to continue mining to deeper levels in the Bacchus Pit. Resolute stated that there is still mineralised ore in the base of the pit however this could not be exploited at that time due to the prevailing gold price and a higher waste stripping ratio required to access the ore.

In June 2002, Jervis Mining Limited, in joint venture with two other parties, Global A. (Australia) Inc. and Melron Investments Pty Ltd, acquired the project and recommenced mining operations on the project through a heap leach operation. Jervis owned 70 per cent. and Global A owned 10 per cent. and Melron 20 per cent.. Global A and Melron subsequently withdrew from the joint venture. All major mining infrastructures have since been removed from the BBGP.

A detailed site rehabilitation investigation has not been required as part of the scope objective of the report. The extent of rehabilitation outstanding and the level of material affect to the project will require experienced and qualified professionals to determine the extent and requirements.

Recent Exploration

Since formation of the initial BBJV in 2010, work undertaken includes a review of all historical exploration data, structural mapping and interpretation, resource modelling, validation diamond drilling and scoping level mining studies.

A phase one drill program was completed from November 2010-May 2011. Phase two commenced in Mid May 2011 and shall continue to December 2011.

The recent BBJV drilling programs have had several aims and were designed to:

- test the resource model,
- QAQC (confirmation drilling),
- target mineralisation over a 6 km section of the Bullabulling Trend (Figure 6),
- provide detailed structural information relating to gold mineralisation,
- capture detailed geological information across the full extent of the Bullabulling Shear Zone and
- Upgrade known Inferred Resources to Indicated Resources

Over 110,000 Meters of drilling have been completed since the project BBJV was acquired in 2010 (Table 2). Results have confirmed the presence of interpreted mineralisation in the 2010 block model and new mineralisation has been reported outside the main interpreted ore wireframes.

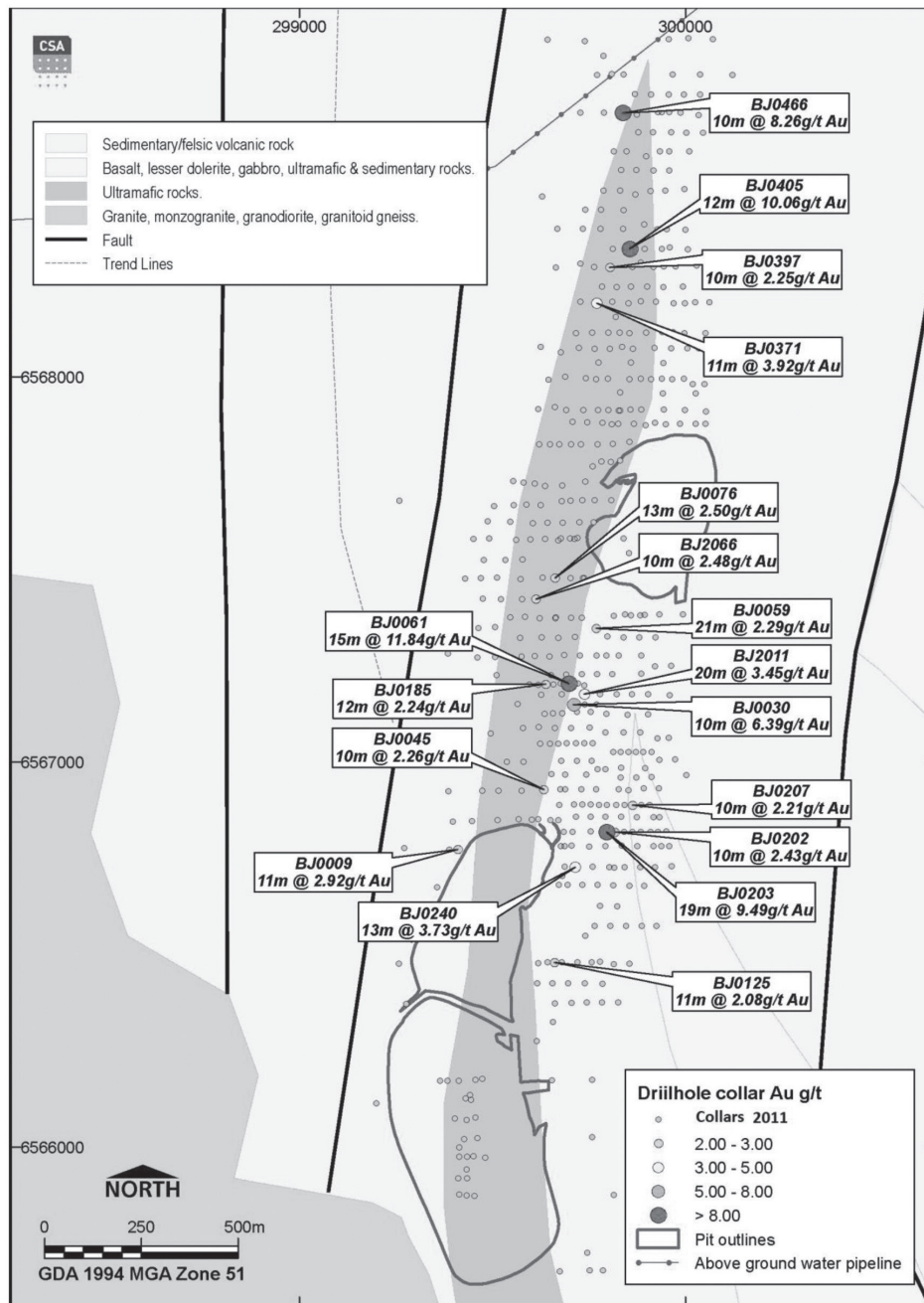


Figure 12. Recent drilling by the BBJV with selected significant intersections.

Table 2. Bullabulling Gold Project, Selected Significant RC Drill Results 2011

Hole ID	From (m)	Width (m)	Au (g/t)
BJ0009	79	11	2.92
BJ0030	75	10	6.39
BJ0045	58	10	2.26
BJ0059	121	21	2.29
BJ0061	43	15	11.84
BJ0076	32	13	2.5
BJ0079	62	11	2.08
BJ0121	27	12	2.24
BJ0125	132	10	2.43
BJ0180	36	19	9.49
BJ0202	98	10	2.21
BJ0203	106	13	3.73
BJ0207	78	11	3.92
BJ0240	137	10	2.25
BJ0371	192	12	10.06
BJ0397	159	10	8.26
BJ0405	21	20	3.45
BJ0466	45	10	2.48
BJ2011	37	11	2.67
BJ2066	65	14	2.4

Note: Intersections recorded are based on a 0.3 g/t gold cut-off. No top cut has been applied.

Earlier structural studies indicated that mineralisation not only continued between the historic pits at Bacchus and Phoenix but also down dip, and that the mineralised shear zone was wider than previously interpreted. Additionally, mineralisation was also present in the foot wall and hanging wall of the Bacchus and Phoenix pits respectively. The recently completed diamond-drilling program confirms the potential.

Metallurgical testwork commissioned by BBJV indicates high gold recovery (>93 per cent.). Metallurgical analysis by ALS AMMTEC of a selection of samples identified the samples to contain gold highly amenable to gravity gold (45 per cent.) and leach recovery rate of 91 per cent. over 8 hours. This information is important in the potential viability of the project and has been recommended by ALS AMMTEC to undergo further investigation.

Historical Production

Mining within the Bullabulling Project has been conducted over three separate periods. Two of these mining periods were heap leach operations: CKGM and Gibraltar in the late 1980's and Jervois Mining Ltd in early to late 2000. The third period of mining was during Resolute's period of operation in the mid 1990's. In total, 326,489 ounces of gold have been produced from the BBGP from depths less than 80 metres below surface.

Table 3 summarises the historical production from each of the mining periods.

Table 3. Bullabulling Project – Historical Production

Prospect	Period	Tonnes	Production Grade (g/t)	Gold (Oz)	Mining Type
Recent Mining Activities (1988 to Present)					
Gibraltar Mine	1988	1,630,000	1.54	80,705	
CKGM Heap Leach	1988 to 1992	2,700,000	1.15	70,000	Near Surface Laterites
Resolute	1995 - 1997	3,450,000	1.48	164,547	
Jervois Various	2002 - 2007	Not detailed	10,569		
Historical Mining Activities (1897 to 1988)					
Various	1897–1988	704	29.5	668	Unknown
TOTALS		7,780,704	1.31	326,489	

Note: Production figures are biased by lack of information from the Jervois Mining operation. During this time ore was sourced from the Phoenix deposit and near surface laterite deposits at Eileen, Eyre, Edwards and Dickson South.



Figure 13. Bacchus pit looking Northwest where Laterite, Supergene and Primary mineralisation were mined

Resolute, between 1995 and 1997, conducted the only meaningful assessment of bedrock primary mineralisation at the Bacchus and Phoenix deposits. Mining occurred in two separate pits, Bacchus South and Bacchus North (Figure 10). Table 4 summarises the reconciliation data comparing Ore Reserves with grade control delineated ore, highlighting more tonnes/ounces were mined from the two pits combined than the resource model at the time had predicted. This was a result of increased drill density from grade control drilling and the subsequent increased geological understanding of the continuity and geometry of ore zone envelopes.

Table 4. Bullabulling Gold Project, Bacchus Open Pit Reconciliation Data

	Grade Control Delineated			Ore Reserves			Variance	
	Tonnes (,000)	Grade (g/t)	Gold (oz)	Tonnes (,000)	Grade (g/t)	Gold (oz)	Tonnes (,000)	Ounces
North Pits								
Stage 1 & 2	658	1.88	38,691	553,	1.93	33,320	104	5,371
Stage 3	293	1.59	14,576	209	1.32	8,622	84	5,954
South Pits								
Stage 1,2 & 3	2,089	1.53	102,528	1,987	1.65	105,659	102	-3,131
Total	3,042	1.59	155,795	2,750	1.67	147,601	292	8,194

Note: Stevens, R., and Jones, G., 1995 published Samantha mining statistics

MINERAL RESOURCES

Mineral Resource Summary

The mineral exploration properties within the BBGP contain several known gold mineralised occurrences. The BBJV commissioned Snowden to produce a Mineral Resource estimate for the BBGP based on historical and new drilling data.

A JORC reportable Mineral Resource estimate has been created for the BBGP by Mr Richard Sulway of the Snowden Group based in Perth in August 2011 for the Bullabulling project.

Snowden have estimated a total Inferred and Indicated Mineral Resource of 73.8Mt at 1 g/t Au using a 0.5 g/t cut off (Indicated and Inferred). The Mineral Resources have been estimated to the 200RL, approximately 230m below surface.

Mr Richard Sulway of the Snowden Group examined the relationships between historic and new drilling results. The QQ plot of the historic and new JV gold results are shown in Figure 11. The QQ plot indicates the historic gold results are consistently biased slightly higher relative to the new drilling results by about 10 per cent. to 15 per cent. on average. It was concluded that the historical drilling were in an acceptable range for the use in the new resource estimate.

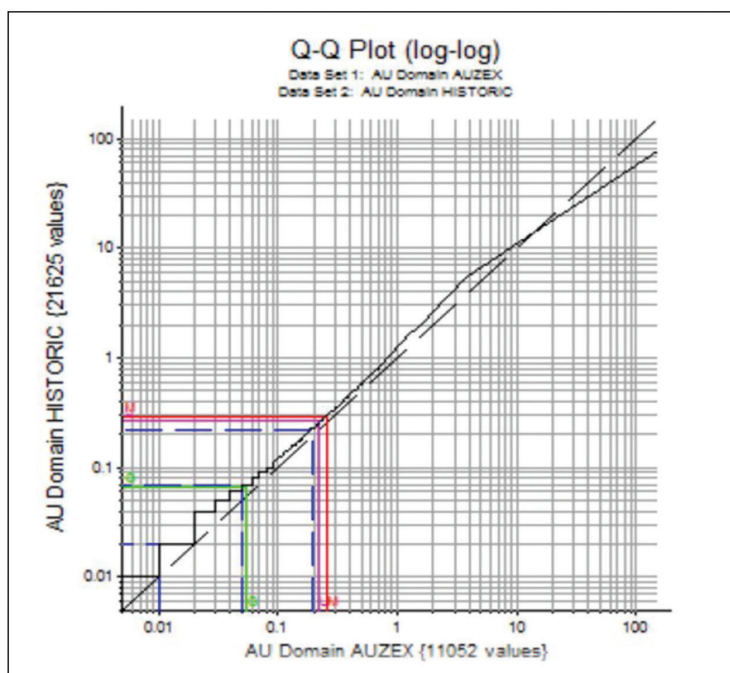


Figure 14. QQ plot of Historic v's new drilling for the Bullabulling project area

The 2011 estimates used the Multiple Indicator Kriging (MIK) estimation technique. The model was constrained to a maximum depth 230m. The resource estimate was discounted by 7 per cent. to allow for the impact of barren pegmatite dykes.

Table 5. Bullabulling Mineral Resource (ASX Release September 2011) at 0.5 g/t cut off (JORC 2004).

Category	Tonnes (Millions)	Grade (g/t)	Contained Metal	Tonnes (Millions)	Net attribute Grade (g/t)	Contained Metal	Operator
Bullabulling Fresh (Snowden)							
Measured	—	—	—	—	—	—	—
Indicated	21.3	1.01	691,000	10.6	1.01	345,500	BBJV
Inferred	50.9	1.03	1,683,900	25.4	1.03	841,950	BBJV
Bullabulling Laterite (Snowden)							
Measured	—	—	—	—	—	—	—
Indicated	—	—	—	—	—	—	—
Inferred	1.6	0.89	45,700	0.8	0.89	22,850	BBJV
Gibraltar (CSA Global)							
Measured	—	—	—	—	—	—	—
Indicated	—	—	—	—	—	—	—
Inferred	4.5	1.12	161,900	2.2	1.12	80,950	BBJV
Laterite dumps (Auzex)							
Measured	—	—	—	—	—	—	—
Indicated	—	—	—	—	—	—	—
Inferred	0.5	1.2	20,700	0.25	1.2	10,350	BBJV
Sub-total	78.3	1.03	2,603,100	39.1	1.03	1,30,550	BBJV
Total	78.3	1.03	2,603,100	39.1	1.03	1,30,550	BBJV

The tonnage figures for the amphibolite mineralisation have been discounted by 7% to allow for the impact of barren dykes. The model reporting has been constrained using a polygon provided by BBJV which shows the current extents of BBJV tenements.

Differences may occur due to rounding.

A JORC reportable resource was compiled by Mr Steve Hodgson from CSA of the Gibraltar area in September 2010. Ordinary Kriging (OK) was used to estimate grades into the parent blocks for gold, with a MIK estimate used for comparison. The Mineral Resource was classified as Inferred, based on current drill coverage, lack of QAQC information and low number of bulk density values.

The Mineral Resources are in accordance with the guidelines defined by the Joint Ore Reserves Committee in 2004, commonly referred to as the JORC Code (2004). The JORC Code outlines key criteria to consider in Mineral Resource reporting. These include drill density, survey control on drill hole location, knowledge of geology/mineralisation controls (mostly from open pit mining), data quality (incorporating a quality assurance and quality control ("QAQC") assay program and data management program) and resource estimation process including appropriate upper and lower grade cut-offs.

Data collection as part of the BBJV was collected using industry standard procedures including QAQC procedures. The new data where possible was used to validate and cross-check historical drilling data to ensure its suitability for use in resource estimation. The digital data was filtered by the BBJV to remove data of uncertain location or validity. The BBJV was satisfied the historical information relating to Mineral Resources was appropriate for use in the Mineral Resource estimation process. Only RC drilling and Diamond drilling were used in the Mineral Resource modelling.

BBJV are currently in the process of reviewing the impact of the Great Eastern Highway and strategic water pipeline projects on the resources. Upon determination of the material effect of the road and pipeline reserves, BBG will publically announce the results. BBG anticipate the effect will be minor due to the lower grade gold tenor in the reserve area, thinner mineralised horizons due to increased intrusive content and the resources being in the Inferred category. However, given the reserves pass directly through the project area some of the quoted resources may be inaccessible for mining.

Production Opportunities

The BBGP is well located within the Eastern Goldfields, being conveniently close to well established infrastructure i.e. grid power, water and major arterial roads.

The BBGP conducted preliminary optimisations on the Mineral Resource stated above to ascertain the potential viability of the Bullabulling Project. The preliminary optimisations used the following parameters:

- gold price at US\$1,300, US\$1,500 and US\$1,700 /oz;
- 3.5 million tonne, 5 million tonnes, 7.5 million tonne and 10 million tonne per annum processing rate;
- processing costs sourced from similar style mining operations in the eastern goldfields of WA; and
- mining costs sourced from similar style mining operations.

The most attractive option was found to be 7.5 million tonne per annum option at the highest gold price. Although at the time of this report, the results of this review have not been released, BBG is progressing the scoping study to a preliminary feasibility study, which will provide more detailed information on mining costs, treatment costs, cut-off grade and the scale of the operation to be used in the coming feasibility study. Existing major regional infrastructure (i.e. highways, water pipelines) requirements need to be incorporated into future planning and project viability studies

Conclusions

Upon successful completion of a merger between GGG and Auzex, BBG will have a 100 per cent. interest in the Bullabulling Project. On admission to ASX and AIM, BBG's interest in BBGP is 50 per cent. Recent Mineral Resource estimation of the Bullabulling project area outlined Inferred and indicated Mineral Resource totalling 78.8Mt at 1.03 g/t gold. BBG shall continue to evaluate this Mineral Resource through an aggressive drill campaign with the aim of further upgrading the significant Inferred Mineral Resource to an Indicated Mineral Resources.

A previous structural study demonstrated that mineralisation not only continued between the historic pits at Bacchus and Phoenix and down dip, but also the mineralised shear zone was wider than previously interpreted and mineralisation was also present in the foot wall and hanging wall of the Bacchus and Phoenix pits respectively. The recently completed diamond-drilling program confirms the potential; further work will be completed to assess the potential.

The Bullabulling shear zones are continuous and the current geology team are gaining a good understanding of local lithology, structure, mineralisation controls and pegmatite distribution. This important information is consistently incorporated into future resource estimates.

Continuation of the Bullabulling shear is still present in the southern tenements and demonstrates the potential for larger gold mineralised system than had previously been considered. Mineralisation has been delineated at depth but does not appear to widen. A potential for defining higher-grade shoot geometry exists and is recommended to be investigated in the immediate future.

The initial BBJV metallurgical testing results has demonstrated high gold recovery (>93 per cent.). Metallurgical analysis by ALS AMMTEC of a selection of samples identified the samples to contain gold highly amenable to gravity gold (45 per cent.) and leach recovery rate of 91 per cent. over 8 hours. This information is important in the potential viability of the project and has been recommended by ALS AMMTEC to undergo further investigation.

The projects location in close proximity to the highway, power and water supplies is beneficial to the project. Future pit optimisations should investigate any possible additional costs associated with developing future mines in close proximity to the Great Eastern Highway (94) and Perth/Kalgoorlie water pipeline.

Notwithstanding the speculative nature of exploration and confidence levels attached to estimates of Mineral Resources, CSA considers that the projects have been acquired on the basis of sound technical merit and are sufficiently prospective for gold to warrant further exploration and assessment of their economic potential.

CSA believes the BBGP has not been adequately explored in its entirety, and the work conducted by the BBJV has demonstrated the potential for larger gold discoveries.

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Chronological Dates of Jervois Mining Limited and Auzex Resources Limited Reports and Releases to ASX

1. Auzex Resources Limited, September 2010 Quarterly Report.
2. GGG Resources plc, 22 September 2010, Public Release.
3. GGG Resources plc, 15 August 2011, Public Release

APPENDIX 1 RESOURCE SUMMARY

Deposit	Bullabulling	Estimation Methodology
Date	August 2011	Sampling Data, technical and geological input provided by BBJV. This was taken “as is” with limited validation checks.
Author	R Sulway	Multiple Indicator Kriged (MIK) estimate used in the estimation and no top cuts were required
Company	Snowden	Search parameters A volume block model was constructed with parent block sizes of 10m x 25m x 4m (X x Y x Z). A Q-Q plot of historic drilling data and new BBJV drilling showed differences of up to 10-15 per cent. this resulted in the use of historic data for resource estimation The results of the grade estimation were validated by means of visual comparison along sections, statistical analysis and trend plots comparing the estimated block grades and the drill hole sampling grades. A density of 1.69 t/m ³ for completely weathered material, 2.07 t/m ³ for moderately weathered material, 2.39 t/m ³ for weakly weathered material and 2.90 t/m ³ for fresh rock. The Mineral Resource was classified as Indicated and Inferred, based on current drill coverage, and lack of QAQC information. Areas of fill or mined areas were marked as unclassified.

Deposit	Gibraltar	Estimation Methodology
Date	September 2010	Sampling Data, technical and geological input provided by BBJV. Drill hole samples were flagged with lithology, structural domains and weathering codes based on constructed wireframes and surfaces.
Author	S. Hodgson	Top cuts were applied to the Au values, to avoid potential estimation bias, top cuts applied varied between 7 g/t and 11 g/t depending on lithology and structural domains. Log variograms were modelled and resultant parameters used in the estimation process. A volume block model was constructed with parent block sizes of 10m x 20m x 3m (X x Y x Z).
Company	CSA Global	Ordinary Kriging (OK) was used to estimate grades into the parent blocks for Au, with a Multiple Indicator Kriged (MIK) estimate used for comparison. Search ellipse orientation was based on the overall geometry of the mineralisation. The search radii doubled for the second pass and tripled for the third pass. A minimum of 6 samples and a maximum of 32 samples were used to estimate the sample grades into each block for the first and second passes. The minimum number of samples was reduced to 2 for the third search pass. A maximum of 5 samples from any one drill hole were used per block estimate, with cell discretisation of 3 x 3 x 1 (X x Y x Z), and no octant based searching utilised. The results of the grade estimation were validated by means of visual comparison along sections, statistical analysis and trend plots comparing the estimated block grades and the drill hole sampling grades A density of 1.69 t/m ³ for completely weathered material, 2.07 t/m ³ for moderately weathered material, 2.39 t/m ³ for weakly weathered material and 2.61 t/m ³ for fresh rock The Mineral Resource was classified as Inferred, based on current drill coverage, lack of QAQC information and low number of bulk density values.

The information in this report that relates to in-situ Bullabulling Mineral Resource is based on information compiled by Mr. Richard Sulway of Snowden, who is a member of the Australasian Institute of Mining and Metallurgy. Mr Richard Sulway has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves' and consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

The information in this report that relates to in-situ Gibraltar Mineral Resource is based on information compiled by Steven Hodgson, who is a member of the Australian Institute of Geoscientists. Steven Hodgson has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves' and consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

The information in this report that relates to the Laterite dumps is based on information compiled by Mr John Lawton. John Lawton is a member of the Australian Institute of Mining and Metallurgy (MAusIMM) and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves' and consents to the inclusion in the report of the matters based on his information in the form and context in which it appears

PART VI
TENEMENT REPORT

STEINEPREIS PAGANIN 
Lawyers & Consultants

Level 4, The Read Buildings
14 Milligan Street
Perth WA 6000

GPO Box 2799
Perth WA 6001

Telephone: +61 8 9321 4000
Facsimile: +61 8 9321 4333
Web: www.steinpag.com.au

9 February 2012

The Board of Directors
Bullabulling Gold Limited
c/- Broadway Management Pty Ltd
41 Stirling Highway
Nedlands, WA 6009

and

The Directors
Westhouse Securities Limited
One Angel Court
London EC2R 7HJ
United Kingdom

Dear Sirs

SOLICITORS' REPORT ON TENEMENTS

Bullabulling Gold Limited (ACN 153 234 532) (**BBG**) has applied to list on the ASX and AIM, conditional on BBG becoming the parent company of GGG Resources plc (ARBN 143 978 376) (**GGG**) under a UK scheme of arrangement scheduled to complete in March 2012 (**UK Scheme**).

GGG owns 50% of the Bullabulling gold project, an unincorporated joint venture located near Kalgoorlie in Western Australia (Bullabulling Project). Upon completion of the UK Scheme, BBG will control 50% of the Bullabulling Project through its ownership of GGG.

Auzex Resources Limited (ABN 74 106 444 606) (AZX or Auzex) owns the other 50% joint venture interest in the Bullabulling Project. Following its listing, BBG intends to acquire Auzex by way of an Australian scheme of arrangement scheduled to complete in April 2012 (AZX Merger).

The AZX Merger is subject to a number of conditions, including obtaining the necessary Auzex shareholder approvals, the completion of the UK Scheme and BBG becoming listed on ASX and AIM.

Upon completion of the AZX merger, BBG will control 100% of the Bullabulling Project through its ownership of GGG and Auzex (Auzex and GGG together the Companies). This Report is prepared for inclusion in an admission document for the listing of BBG on ASX and AIM.

1. SCOPE

We have been requested to report on certain mining tenements and tenement applications in which BBG will have an interest in (via its ownership of GGG) following completion of the UK Scheme (the Tenements), and the interest that BBG will hold in the Tenements if the AZX Merger is completed.

Details of the Tenements are set out in Part I of the attached Schedule of this Report.

2. SEARCHES

For the purposes of this Report, we have conducted searches and made enquiries in respect of all of the Tenements as follows.

- (a) We have obtained searches of the Tenements from the registers maintained by the Western Australian Department of Mines and Petroleum (**DMP**). These searches were conducted on 3 October 2011 and updated on 23 January 2012, with a search of M15/621 (a tenement in relation to which the Companies have only recently obtained an option to acquire) being conducted on 31 January 2012. Key details on the status of the Tenements are set out in Part I of the Schedule.
- (b) We have obtained extracts (where applicable) of any registered native title claims, native title determinations and Indigenous Land Use Agreements (**ILUAs**) that apply to the Tenements, as determined by the National Native Title Tribunal (**NNTT**). This material was obtained on 3 October 2011 and 4 October 2011 and updated on 23 January 2012, with a search of M15/621 being conducted on 31 January 2012. Details of any native title claims, native title determinations and ILUAs are set out in Section 7 of this Report and Part III of the Schedule.
- (c) We have obtained searches from the online Aboriginal Heritage Enquiry System (**AHE**) maintained by the Western Australian Department of Indigenous Affairs (**DIA**) for Aboriginal sites recorded in the Register of Aboriginal sites that overlap the Tenements. These searches were conducted on 3 October 2011 and updated on 23 January 2012, with a search of M15/621 being conducted on 31 January 2012. Key details of these Aboriginal heritage sites are set out in Part III of the attached Schedule.
- (d) We obtained from the DMP Tengraph Quick Appraisals of the Tenements on 3 October 2011 and updated on 24 and 25 January 2012, with a search of M15/621 being conducted on 31 January 2012. Key details of the results from these searches are set out in Part I of the attached Schedule and below.
- (e) We have reviewed all material agreements relating to the Tenements provided to us or registered as dealings against the Tenements as at the date of the DMP searches and have summarised the material terms (details of which are set out in Part II of the Schedule).

3. OPINION

As a result of our searches and enquiries, but subject to the assumptions and qualifications set out in this Report, we are of the view that, as at the date of the relevant searches:

- (a) (**Ownership**): this Report provides an accurate statement as to the registered holders of the Tenements;
- (b) (**Good Standing**): except as set out in this Report or the Schedule, this Report provides an accurate statement as to the validity and good standing of the Tenements; and
- (c) (**Material Contracts/Third party interests**): this Report provides an accurate statement as to material contracts and/or third party interests, including encumbrances, in relation to the Tenements apparent from our searches of the Tenements and from information provided to us by GGG.

4. EXECUTIVE SUMMARY

Subject to the qualifications and assumptions in this Report, we consider the following to be material issues in relation to the Tenements.

- (a) (**Ownership**): At the date of our searches, GGG and Auzex are each the registered holder of a 50% interest in all of the Tenements other than P15/5567, of which Auzex is the sole holder, and M15/621, of which Gekogold Pty Ltd (**Gekogold**) is the sole holder with the Companies having an option to acquire. Auzex holds P15/5567 on trust for GGG and should in due course arrange for transfer of a 50% interest to GGG. The Companies hold an option to purchase M15/621 which must be exercised on or before 29 June 2012, further details to which are provided in clause 4(e) below.

- (b) **(Applications for Tenements):** As at the date of our searches, the Companies are registered holders of 50% interests in the following applications for tenements: P15/5661, P15/5662, P15/5663, P15/5564 and P15/5669.
- (c) **(Rent/Expenditure):** The Companies have met the rent requirements on all Tenements other than M15/621 which Gekogold has satisfied. The Companies have met the minimum expenditure requirements on all Tenements other than M15/621 which Gekogold has satisfied.
- (d) **(Renewals):** P15/4887 is due to expire on 11/03/2012. An application for extension/ renewal of term was lodged with the DMP on 30 January 2012 and we are not aware of any reason why a renewal will not be granted.
- (e) **(Material Contracts):** We have identified the following material contracts that create third party interests in, or encumbrances over, some or all of the Tenements.
- (i) **Bullabulling Joint Venture Agreement:** The Companies are parties to the Bullabulling Joint Venture Agreement dated 17 May 2010 under which the Companies agreed to create a 50:50 unincorporated joint venture in relation to the Tenements. The material terms of this agreement are provided in Part II of the Schedule.
- (ii) **Gekogold Option Agreement:** The Companies are parties to the Gekogold Option Agreement under which the Companies now hold an option to purchase M15/621. The material terms of this agreement are provided in Part II of the Schedule.
- (iii) **Jervois Royalty:** The Companies are each 50% liable for a gross production royalty owed to Jervois Mining NL (**Jervois**). The royalty is contained in the Bullabulling Sale and Purchase Agreement between the Companies, Jervois and Goldpride Pty Ltd (**Goldpride**) dated 22 April 2010, being the agreement under which the Companies each acquired a 50% interest in the Bullabulling Project and the Tenements. The royalty is AUD\$30 per ounce for the first 400,000 ounces of gold produced from the Tenements and sold, and AUD\$20 per ounce thereafter.
- (iv) **Franco-Nevada Royalty:** The Companies are each 50% liable for a gross production royalty owed to Franco-Nevada Australia Pty Ltd (ACN 128 617 078) (**Franco-Nevada**). The royalty is a 1% gross royalty on all gold produced from tenements M15/282 and M15/554. This royalty is contained in a letter agreement between J A Hallberg & Associates and Valiant Consolidated Limited (ACN 000 727 926) and Hillmin Gold Mines Pty Ltd (ACN 009 084 413) dated 3 September 1985 which has been assigned a number of times. The Companies have sought to enter into a deed of assumption with Franco-Nevada but a deed has not been signed as at the date of this Report. As such, Jervois remains liable for the royalty, but under the Bullabulling Sale and Purchase Agreement the Companies have each agreed to indemnify Jervois for 50% of the royalty due after the completion date of the Bullabulling Sale and Purchase Agreement.
- (v) **Australasian Royalty:** The Companies are each 50% liable for a gross production royalty owed to Australasian Resources Limited (ACN 008 942 809) (**Australasia**). The royalty is \$10.00 per fine ounce (or fine ounce equivalent) of all gold produced from tenement ML15/503, excluding the first 100,000 ounces produced. This royalty is contained in an Agreement for the Sale of Mining Tenements and Pastoral Lease dated 21 February 1994 between Central Kalgoorlie Gold Mines NL (ACN 008 942 809), Braider Pty Ltd (ACN 009 313 133), Samantha Gold NL (ACN 009 069 014) and Colreavy Pty Ltd (ACN 062 469 345), which has been assigned a number of times. The Companies assumed their share of the royalty under a deed of assignment and assumption with Australasia dated 12 August 2010.
- (f) **(Expired Contracts):** The following two agreements are recorded as dealings against certain Tenements noted in Part I of the Schedule. It appears the agreements are no longer in effect:
- (i) Joint Venture Agreement between Global A (Australia) Pty Ltd (**Global**), Melron Investments Pty Ltd (**Melron**) and Jervois dated 2 June 2002. Both Melron and Global withdrew from the joint venture in 2003.
- (ii) Joint Venture Agreement between Valiant Consolidated Ltd (**Valiant**) and Hillmin Goldmines Pty Ltd (**Hillmin**). Hillmin sold its interest in the joint venture to Samantha Gold NL by agreement dated 30 June 1993.
- (g) **(Environmental Bonds):** A total of \$1,262,000 in unconditional performance bonds have been lodged against the Tenements. Refer to Part 1 of the Schedule for details. AZX and GGG have each met 50% of these bonds and are each 50% liable for any future bond requirements as determined by the DMP.
- (h) **(Caveats):** At the time of our searches no caveats were registered against the Tenements.
- (i) **(Native title):** Native title claim WC10/14- Strickland /Nudding (Federal Court No. WAD301/10) overlaps thirty-eight (38) of the fifty-two (52) Tenements reviewed. However, this claim is not yet registered. Further details are provided in Part III of the Schedule.

- (j) **(Aboriginal Heritage Sites):** There were a number of areas and objects of Aboriginal heritage registered on the Tenements. Key details of these Aboriginal heritage sites are set out in Part III of the Schedule.
- (k) **(Encroachments, Overlapping Titles and Applications):**
- (i) **(Bullabulling Pastoral Lease):** The Bullabulling Pastoral Lease 3114/754 underlies many of the Tenements. This Pastoral Lease was transferred to the Companies in equal shares as tenants in common on 23 November 2010 and so should not affect operations.
 - (ii) **(Private Land):** No private land overlaps the Tenements.
 - (iii) **(Proposed State Forest):** Approximately 52.7% of P15/5186 and 12.8% of P15/5187 encroach onto Timber Reserve 198 which is subject to a Proposed State Forest 11. Consent to mine on these Tenements has been granted subject to additional conditions.
 - (iv) **(Rail Corridor):** Approximately 2.5% of P15/5384, 2.9% of P15/5885, 3.3% of P15/5515 and 3.1% of P15/5516 encroach on Rail Corridor 15 and a proposed rail corridor, File Notation Area **(FNA)** 7740. Extra conditions to establish a safety zone in respect of the rail corridor apply to P15/5384 and P15/5385, as well as a further condition that allows the Minister responsible for the *Mining Act* 1978 (WA) **(Mining Act)** to impose further conditions for the purpose of protecting the rail corridor land. In respect of P15/5515 and P5516, it is a condition that activities carried out within the proposed railway corridor do not interfere with or restrict any rail route investigation activities being undertaken by the rail line proponent.
 - (v) **(Road Reserves):** M15/503, M15/282, M15/554, M15/483, M15/529, M15/621, P15/5356, P15/5539 and pending P15/5567 have minor encroachments on road reserves. Conditions limit activity on and around the road reserves.
 - (vi) **(Goldfields Water Supply Scheme):** M15/503, M15/282 and L15/218 encroach on the Goldfields Water Supply Scheme approximately 0.1% each, and P15/5538 encroaches on the Goldfields Water Supply Scheme approximately 0.4%. Each of these Tenements is subject to a condition that limits mining around water mains (pipeline) to below a depth of 31 metres.
 - (vii) **(Miscellaneous Licences Generally):** All miscellaneous licences held by the Companies, except L15/157 are overlapped to various extents by other Tenements and by tenements held by unrelated parties. This is the usual position in Western Australia. In the majority of cases, the overlapping tenement is subject to a condition that ingress and egress from the miscellaneous licence is to be preserved to the licensee and no interference with the installations connected to the licence. L15/157 is overlapped by other Tenements.

In respect of the miscellaneous licences held by the Companies:

- (A) L15/156 is overlapped 100% by P15/5528, held by Focus Minerals Ltd;
- (B) L15/158 is overlapped by approximately 6.1% of P15/5285, held by Heron Resources Ltd, approximately 1.3% by P15/5527, held by Focus Minerals Limited, and approximately 32% by P15/5528, held by Focus Minerals Ltd;
- (C) Tenement L15/206 is overlapped approximately 81.4% by E15/1042, held by Patricia Anne Ball and Robert Griffiths
- (D) Tenement L15/196 is overlapped approximately 10.9% by P15/4820 and approximately 19.9% by P15/5365, both of which are held by Heron Resources Ltd. L15/196 is also overlapped approximately 8.7% by the application for P15/5606, which is held by Golden Eagle Mining Ltd. As noted above, L15/196 is subject to the Heron Access Deed.
- (E) L15/218 is overlapped to varying degrees, but in any event less than 7%, by mining leases 15/60, 15/384, 15/515, 15/791 and 15/871, prospecting licences 15/4921, 15/4955, 15/5201, 15/5213, 15/5284, 15/5365, 15/5526 and 15/5555, and pending prospecting licences 15/5604, 15/5606, 15/5607, 15/5608, 15/5619 and 15/5620.
- (F) L15/222 is overlapped by pending prospecting licences 15/5607, 15/5608, 15/5620, 15/5650 and 15/5655.

(viii) **(Ingress and Egress Restricted on Prospecting Licences and Mining Leases):** All prospecting licenses, with the exception of 15/5527, 15/5528, 15/4921, 15/5187 and the pending prospecting licences, are also subject to a condition that ingress and egress from the prospecting licences is to be preserved to the licensee and no interference with the installations connected to the licence, however, mining leases 15/60, 15/384, 15/505, 15/971 and 15/871, which overlap tenement L15/218, are not subject to the condition that ingress and egress from the mining lease is to be preserved to the licensee and no interference with the installations connected to the licence.

(ix) **(Exploration Licences Generally):** E15/1263 is overlapped approximately 0.1% by L15/219 held by Boral Resources (WA) Ltd.

(x) **(Prospecting Licences Generally):** P15/5567 is overlapped approximately 0.7% by L15/258 which is held by Charles Joseph Boyes.

P15/5538 is overlapped approximately by 3% by pending miscellaneous licence 15/326, which is held by Gibson Peter Ronald.

(xi) **(Mining Leases Generally):** M15/554 is overlapped by approximately less than 0.1% by P15/4820, which is held by Heron Resources Ltd.

M15/621 is overlapped by less than 0.1% by E15/1129, which is held by Goldfund Pty Ltd.

Approximately 4% of P15/5186 is overlapped by L15/179 which is held by Focus Minerals Ltd. It is a condition of L15/179 that the holder construct vehicular access crossings over any pipeline constructed.

(l) **(Inspection of Jervois Leaching Operation – Bullabulling):** The DMP undertook an inspection of the Jervois Heap Leaching Operation on 21 October 2010. In a follow up letter addressed to Auzex and dated 22 November 2010, the DMP requested that, as a result of its inspection, Auzex consider and attend to certain required actions.

The letter refers to the Leaching Operations and Exploration Areas listed in the tables below. A review of the Tengraph searches obtained 24 and 25 January 2012 indicates that those Leaching Operations and Exploration Areas are located within certain Tenements as set out in the table below.

Leaching Operation	Tenement	Required Action
Eileen Lateric Pit: Mine, openpit (operating) Eyre Lateric Pit: Mine, openpit (operating)	M15/282	Although the Tengraph search indicates that these pits are still operating, the DMP stated that it understood that the pits were last mined 12 months prior to 21 October 2011 and instructed the current tenement holders to undertake rehabilitation of the pits as soon as possible. Current tenement holders had until 22 November 2011 to remediate the pits. If the pits were not remediated within this timeframe, a bond assessment was to be conducted and an Unconditional Performance Bond requested.
Edward's Lateric Pit: Mine, openpit (shut)	M15/554	The DMP has instructed the current tenement holders to undertake rehabilitation of the pit as soon as possible. Current tenement holders had until 22 November 2011 to remediate the pit. If the pit was not remediated within this timeframe, a bond assessment was to be conducted and an Unconditional Performance Bond requested.
Hobbit Pit: Mine, openpit (operating)	M15/503	Current tenement holders to undertake rehabilitation, remove sample bags and upgrade bund surrounding pit in accordance with DMP guidelines.
Dixon South: Mine, openpit (shut) plus ROM pad	M15/503	Current tenement holders to undertake rehabilitation of the pit and ROM pad. An abandonment bund must be installed in accordance with DMP guidelines.
CKGM Heap Leach: Mine, Tailings storage facility (shut)	M15/503	Current tenement holders to undertake rehabilitation of the CKGM leach area.

Leaching Operation	Tenement	Required Action
Bullabulling TSF4: Tailings storage facility (shut)	M15/282	Current tenement holders to complete rehabilitation already commenced. A surface water management plan to be developed and implemented. Decant roads to be removed and rehabilitated to DMP standards.
Bacchus: Mine, openpit (shut) Bacchus South: Deposit, unspecified/unknown (undeveloped)	M15/282	Current tenement holders to complete rehabilitation. All future drilling programmes on a Programme of Works (PoW) application to be assessed and approved by the DMP before work can commence.
Phoenix Bullabulling: Mine, openpit (operating) Bore Crusher: Mine, openpit (shut) Bullabulling Phoenix Heap L: Infrastructure, processing plant (operating)	M15/503	Current tenement holders to complete rehabilitation. All future drilling programmes on a Programme of Works (PoW) application to be assessed and approved by the DMP before work can commence.

5. DESCRIPTION OF THE TENEMENTS

The Tenements comprise 31 prospecting licences, 2 exploration licences, 7 mining leases and 7 miscellaneous licences granted under the Mining Act, as well as 5 applications for prospecting licences. Schedule I provides a list of the Tenements. The following provides a description of the nature and key terms of these types of mining tenements as set out in the Mining Act and potential successor tenements.

5.1 Prospecting Licence

Application: A person may lodge an application for a prospecting licence in accordance with the Mining Act. The mining registrar or warden decides whether to grant an application for a prospecting licence. An application for a prospecting licence (unless a reversion application) cannot be legally transferred and continues in the name of the applicant.

Rights: The holder of a prospecting licence is entitled to enter the land and undertake operations for the purposes of prospecting for minerals.

Term: A prospecting licence has a term of 4 years. Where the prospecting licence was applied for and granted after 10 February 2006, the Minister may extend the term by 4 years and if retention status is granted (as discussed below), by further term or terms of 4 years. Where a prospecting licence is transferred before a renewal application has been determined, the transferee is deemed to be the applicant.

Retention Status: The holder of a prospecting licence applied for and granted after 10 February 2006 may apply for approval of retention status for the prospecting licence. The Minister may approve the application where there is an identified mineral resource within the prospecting licence, but it is impractical to mine the resource for prescribed reasons. Where retention status is granted, the minimum expenditure requirements are reduced in the year of grant and cease in future years. However, the Minister has the right to impose a programme of works or require the holder to apply for a mining lease. The holder of a prospecting licence applied for or granted before 10 February 2006 can apply for a retention licence (see below).

Conditions: Prospecting licences are granted subject to various standard conditions including conditions relating to minimum expenditure, the payment of rent and observance of environmental protection and reporting requirements. These standard conditions are not detailed in the Schedule. A failure to comply with these conditions may lead to forfeiture of the prospecting licence.

Priority to apply for a Mining Lease: The holder of a prospecting licence has priority to apply for a mining lease over any of the land subject to the prospecting licence. An application for a mining lease must be made prior to the expiry of the prospecting licence. The prospecting licence remains in force until the application for the mining lease is determined.

Transfer: There is no restriction on transfer or other dealing in a prospecting licence.

Reversion Application: The Mining Act allowed the holder of a prospecting licence who had applied for a mining lease before 10 February 2006 to lodge an application between 11 February 2006 and 10 February 2007 for an exploration licence or prospecting licence in lieu of the grant of the mining lease. The Mining Act provides that reversion applications are deemed to be transferred to a transferee of the underlying prospecting licence.

5.2 Exploration Licence

Rights: The holder of an exploration licence is entitled to enter the land and undertake operations for the purposes of exploration for minerals in accordance with any conditions imposed on the grant of the licence.

Term: An exploration licence has a term of 5 years from the date of grant. The Minister may extend the term by a further period of 5 years followed by a further period or periods of 2 years.

Rent: The holder of an exploration licence is required to pay an annual rent to the DMP. A tenement is liable to forfeiture where rent is not paid when due.

Conditions: Exploration licences are granted subject to various standard conditions, including conditions relating to minimum expenditure, the payment of prescribed rent and royalties and observance of environmental protection and reporting requirements. Conditions may be imposed pursuant to the Mining Act and NTA. A failure to comply with these conditions may lead to forfeiture of the exploration licence.

Relinquishment: The holder of an exploration licence granted or applied for before 10 February 2006 must relinquish not less than half of the blocks comprising the licence at the end of the third year. A further relinquishment of not less than half of the remaining blocks is required at the end of the fourth year. The holder of an exploration licence applied for and granted after 10 February 2006 must relinquish not less than 40% of the blocks comprising the licence at the end of the fifth year. A failure to lodge the required partial surrender could render the tenement liable for forfeiture.

Priority to apply for Mining Lease: The holder of an exploration licence has priority to apply for a mining lease over any of the land subject to the exploration licence. Any application for a mining lease must be made prior to the expiry of the exploration licence. The exploration licence remains in force until the application for the mining lease is determined.

Transfer: No legal or equitable interest in an exploration licence can be transferred or otherwise dealt with during the first year of its term without the prior written consent of the Minister. Such a transaction entered into without consent will be void. Thereafter, there is no restriction on transfer or other dealing.

Under Expenditure and Forfeiture: The holder of an exploration licence must comply with the prescribed minimum expenditure conditions unless the holder has been granted an exemption (in whole or part) from those conditions by the Minister. To obtain an exemption, the holder of an exploration licence must apply to the Minister for the exemption before the end of the tenement year to which the minimum expenditure relates, or within 60 days after the end of that tenement year (unless an extension has been granted).

There are prescribed grounds upon which the Minister may grant an exemption, set out in the Mining Act. If the exemption is granted, the Minister will issue a Certificate of Exemption and the holder will be deemed to be relieved to the extent, and subject to the conditions, specified in the certificate.

If the exemption is refused, the DMP will commence forfeiture proceedings and the Minister may declare the tenement to be forfeited or may impose a fine in lieu of forfeiture or decide to take no further action. Where the Minister has imposed a fine, if the fine is not paid by the date specified by the Minister, or within 30 days of written notice of the fine being imposed, the licence is forfeited.

Retention Status: The holder of an exploration licence granted after 10 February 2006 may apply for approval of retention status for the exploration licence. The Minister may approve the application where there is an identified mineral resource within the exploration licence but it is impractical to mine the resource for prescribed reasons. Where retention status is granted, the minimum expenditure requirements are reduced in the year of grant and cease in future years. However, the Minister has the right to impose a programme of works or require the holder to apply for a mining lease. The holder of an exploration licence applied for, or granted before, 10 February 2006, can apply for a retention licence (see below).

5.3 Mining Lease

Application: Any person may lodge an application for a mining lease, although a holder of a prospecting licence, exploration licence or retention licence over the relevant area has priority. The Minister decides whether to grant an application for a mining lease.

The application, where made after 10 February 2006, must be accompanied by either a mining proposal or a "mineralisation report" indicating there is significant mineralisation in the area over which a mining lease is sought. A mining lease accompanied by a "mineralisation report" will only be approved where the Director, Geological Survey considers that there is a reasonable prospect that the mineralisation identified will result in a mining operation.

Rights: The holder of a mining lease is entitled to enter the land and undertake operations for the purposes of mining and extracting minerals. The holder has exclusive rights to the land for mining purposes.

Term: A mining lease has a term of 21 years and may be renewed for successive periods of 21 years. Where a mining lease is transferred before a renewal application has been determined, the transferee is deemed to be the applicant.

Conditions: Mining leases are granted subject to various standard conditions, including conditions relating to expenditure, the payment of prescribed rent and royalties and observance of environmental protection and reporting requirements. Mining leases granted or applied for before 10 February 2006 are subject to a condition that a mining proposal is lodged and approved before mining operations commence. An unconditional performance bond may be required to secure performance of these obligations. A failure to comply with these conditions may lead to forfeiture of the mining lease. These standard conditions are not detailed in the Schedule.

Transfer: The consent of the Minister is required to transfer a mining lease.

5.4 Miscellaneous Licence

Application: Any person may apply for a miscellaneous licence. The mining registrar or warden decides whether to grant an application for a miscellaneous licence. A miscellaneous licence may be granted for a prescribed purpose that is directly connected with mining operations. An application for a miscellaneous licence cannot be legally transferred and continues in the name of the applicant.

Rights: The holder of a miscellaneous licence is entitled to carry out the activities for the purpose specified in the miscellaneous licence.

Term: A miscellaneous licence granted or applied for before 6 June 1998 has a term of 5 years and the Minister may renew it for a further term of 5 years and if so, must renew for a further term or terms of 5 years. A miscellaneous licence applied for and granted after 6 June 1998 has a term of 21 years and the Minister may renew for a further term of 21 years and if so, must renew for a further term or terms of 21 years. Where a miscellaneous licence is transferred before a renewal application has been determined, the transferee is deemed to be the applicant.

Conditions: A miscellaneous licence is granted subject to various standard conditions. A failure to comply with these conditions may lead to forfeiture of the miscellaneous licence. These standard conditions are not detailed in the Schedule. **Transfer:** The consent of the Minister is required to transfer a miscellaneous licence.

6. ABORIGINAL HERITAGE

There may be areas or objects of Aboriginal heritage located on the Tenements.

We have obtained searches from the online Aboriginal Heritage Enquiry System maintained by the DIA for the Aboriginal sites registered on the Western Australian

Register of Aboriginal sites over the Tenements. As at 5r23 January 2012 there were a number of areas and objects of Aboriginal heritage registered against the Tenements. However, there is no obligation under the relevant legislation to register sites or objects and the exact location of Aboriginal sites within the area of a known site cannot be ascertained from these searches and accordingly there may be additional areas or objects of Aboriginal heritage located on the Tenements which have not been identified by the Company.

We have not obtained information from the Commonwealth in connection with any places, areas and objects, which are the registered or recognised in the National Heritage List, the Commonwealth Heritage List or other heritage lists or registers maintained by the Commonwealth.

The Companies must ensure that they do not breach the Commonwealth and applicable State legislation relating to Aboriginal heritage as set out below.

We have not been able to identify if any Aboriginal heritage and access agreements applying to the Tenements. If there are any, we expect that they will require that the Companies conduct heritage surveys to determine if any Aboriginal sites or objects

exist within the area of the Tenements. Any interference with these sites or objects must be in strict conformity with the provisions of the relevant legislation. It may also be necessary for the Companies to enter into separate arrangements with the traditional owners of the sites.

Refer to Part III of the Schedule for further details.

6.1 Commonwealth Legislation

The *Aboriginal and Torres Strait Islander Heritage Protection Act 1984* (Cth) (**Commonwealth Heritage Act**) is aimed at the preservation and protection of any Aboriginal areas and objects that may be located on the Tenements.

Under the Commonwealth Heritage Act, the Minister for Aboriginal Affairs may make interim or permanent declarations of preservation in relation to significant Aboriginal areas or objects, which have the potential to halt exploration activities. Compensation is payable by the Minister for Aboriginal Affairs to a person who is, or is likely to be, affected by a permanent declaration of preservation.

It is an offence to contravene a declaration made under the Commonwealth Heritage Act.

6.2 Western Australian Legislation

Tenements are granted subject to a condition requiring observance of the *Aboriginal Heritage Act 1972* (WA) (**WA Heritage Act**).

The WA Heritage Act makes it an offence to alter or damage sacred ritual or ceremonial Aboriginal sites and areas of significance to Aboriginal persons (whether or not they are recorded on the register or otherwise known to the Register of Aboriginal Sites, DIA or the Aboriginal Cultural Material Committee. The Minister's consent is required where any use of land is likely to result in the excavation, alteration or damage to an Aboriginal site or any objects on or under that site, accordingly where the Companies intend to mine on an area containing an aboriginal heritage site, the relevant Company must seek the Minister's consent.

Aboriginal sites may be registered under the WA Heritage Act. However, there is no requirement for a site to be registered. The WA Heritage Act protects all registered and unregistered sites.

7. NATIVE TITLE

7.1 Introduction

This section of the Report examines the effect of the rights of indigenous people on the Tenements.

The existence of native title rights held by indigenous Australians was first recognised in Australia in 1992 by the High Court in the case *Mabo v. Queensland (no.2)* (1992) 175 CLR 1 (**Mabo no.2**).

Mabo no. 2 held that certain land tenure existing as at the date of that case, including mining tenements, were granted or renewed without due regard to native title rights, were invalid.

As a result of Mabo no. 2, the *Native Title Act 1993* (Cth) (**NTA**) was passed to:

- (a) provide a process for indigenous people to lodge claims for native title rights over land, for those claims to be registered by the National Native Title Tribunal (NNTT) and for the Courts to assess native title claims and determine if native title rights exist. Where a Court completes the assessment of a native title claim, it will issue a native title determination that specifies whether or not native title rights exist;
- (b) provide (together with associated State legislation) that any land tenures granted or renewed before 1 January 1994 were valid despite Mabo no. 2. This retrospective validation of land tenure was subsequently extended by the NTA to include freehold and certain leasehold (including pastoral leases) granted or renewed before 23 December 1996; and
- (c) provide that an act that may affect native title rights (such as the grant or renewal of a mining tenement) carried out after 23 December 1996 (a Future Act) must comply with certain requirements for the Future Act to be valid under the NTA. These requirements are called the Future Act Provisions.

7.2 Future Act Provisions

The Future Act Provisions vary depending on the Future Act to be carried out. In the case of the grant of a mining tenement, typically there are three alternatives: the Right to Negotiate, an Indigenous Land Use Agreement (ILUA) and the Expedited Procedure. These are summarised below.

Right to Negotiate

The Right to Negotiate involves a formal negotiation between the State, the applicant for the Tenement and any registered native title claimants and holders of native title rights. The aim is to agree the terms on which the Tenement can be granted. The applicant for the Tenement is usually liable for any compensation that the parties agree to pay to the registered native title claimants and holders of native title. The parties may also agree on conditions that will apply to activities carried out on the Tenement (eg in relation to heritage surveys).

If agreement is not reached to enable the Tenement to be granted, the matter may be referred to arbitration before the NNTT, which has six (6) months to decide whether the Tenement can be granted and if so, on what conditions. The NNTT usually requires the parties to have had at least 6 months of negotiations before it will accept a referral for arbitration.

ILUA

An ILUA is a contractual arrangement governed by the NTA. Under the NTA, an ILUA must be negotiated with all registered native title claimants for a relevant area. The State and the applicant for the Tenement are usually the other parties to the ILUA.

An ILUA must set out the terms on which a tenement can be granted. An ILUA will also specify conditions on which activities may be carried out within the tenement. The applicant for a tenement is usually liable for any compensation that the parties agree to pay to the registered native title claimants and holders of native title in return for the grant of the Tenement being approved. These obligations pass to a transferee of the tenement.

Once an ILUA is agreed and registered, it binds the whole native title claimant group and all holders of native title in the area (including future claimants), even though they may not be parties to it. While an ILUA provides certainty for each party to the ILUA in regards to their obligations once entered into, it can prove to be difficult to locate the relevant indigenous parties in order to enter into an ILUA and accordingly the Companies may not seek to enter into an ILUA in respect of all or any of the Tenements.

Expedited Procedure

The NTA establishes a simplified process for the carrying out of a Future Act that is unlikely to adversely affect native title rights (Expedited Procedure). The grant of a tenement can occur under the Expedited Procedure if:

- (a) the grant will not interfere directly with the carrying on of the community or social activities of the persons who are the holders of native title in relation to the land;
- (b) the grant is not likely to interfere with areas or sites of particular significance, in accordance with their traditions, to the persons who are holders of native title in relation to the land; and
- (c) the grant is not likely to involve major disturbance to any land or waters concerned or create rights whose exercise is likely to involve major disturbance to any land.

If the State considers the above criteria are satisfied, it commences the Expedited Procedure by giving notice of the proposed grant of the Tenement in accordance with the NTA. Persons have until three (3) months after the notification date to take steps to become a registered native title claimant or native title holder in relation to the land to be subject to the Tenement.

If there is no objection lodged by a registered native title claimant or a native title holder within four (4) months of the notification date, the State may grant the Tenement.

If one or more registered native title claimants or native title holders object within that four (4) month notice period, the NNTT must determine whether the grant is an act attracting the Expedited Procedure. If the NNTT determines that the Expedited Procedure applies, the State may grant the Tenement. Otherwise, the Future Act

Provisions (eg Right to Negotiate or ILUA) must be followed before the Tenement can be granted.

The State of Western Australia currently follows a policy of granting prospecting and exploration licenses under the Expedited Procedure where the applicant has entered into a standard aboriginal heritage agreement with the relevant registered native title claimants and native title holders. The standard heritage agreement (and ancillary agreements) usually provide for payment of compensation by the applicant for the tenement and conditions that apply to activities carried out within the tenement.

Exception to requirement to comply with Future Act Provisions

The grant of a Tenement does not need to comply with the Future Act Provisions if in fact native title has never existed over the land covered by the Tenement, or has been validly extinguished prior to the grant of the Tenement. We have not undertaken the extensive research needed to determine if in fact native title does not exist, or has been validly extinguished in relation to the Tenements.

Unless it is clear that native title does not exist (eg in relation to freehold land), the usual practice of the State is to comply with the Future Act Provisions when granting a Tenement. This ensures the grant will be valid in the event a court determines that native title rights do exist over the land subject to the Tenement and as such, the Future Act Provisions apply.

Where a Tenement has been retrospectively validated or validly granted under the NTA, the rights under the Tenement prevail over any inconsistent native title rights. Application to the Tenements

The following sections of the Report identify:

- (a) any native title claims, native title determinations and ILUAs that are registered against the Tenements (see Section 7.3);
- (b) any Tenements which have been retrospectively validated under the NTA as being granted before 23 December 1996 (see Section 7.4);
- (c) any Tenements which have been granted after 23 December 1996 and as such will need to have been granted following compliance with the Future Act Provisions to be valid under the NTA. This Report assumes that the Future Act Provisions have been complied with in relation to these Tenements (see Section 7.4); and
- (d) any Tenements which are yet to be granted and as such may need to be granted in compliance with the Future Act Provisions in order to be valid under the NTA (see Section 7.4).

7.3 Registered Native Title Claims and Determinations and ILUAs

Our searches indicate that none of the Tenements are subject to any registered native title claims/determinations or ILUAs.

However, a number of the Tenements are overlapped by Native Title claim WC10/14. The status of the native title claim, is summarised in Part III of the Schedule.

Native title claimants, holders of native title under the determinations and native title parties under ILUAs are entitled to certain rights under the Future Act Provisions.

7.4 Validity of Tenements under the NTA

The sections below examine the validity of the Tenements under the NTA.

Tenements granted before 23 December 1996

Our searches indicate that the following Tenements were granted before 1 January 1994 and as such have been retrospectively validated under the NTA.

Tenement	Date of Grant
L15/156	17/07/1991
L15/157	17/07/1991
L15/158	17/07/1991
M15/503	08/02/1993
M15/529	03/08/1990
M15/554	21/03/1999
M15/621	14/10/1992

Our searches indicate that the following Tenements were granted after 1 January 1994 but before 23 December 1996 and as such have been retrospectively validated under the NTA (and associated State legislation) provided the Tenements are over freehold or pastoral or other leasehold interests recognised by the High Court. Where the Tenements are not over such land tenure (we have not determined this), we have assumed that the Future Act Provisions were complied with and that the Tenements are therefore valid under the NTA.

Tenement	Date of Grant
L15/196	09/05/1995
L15/206	19/11/1996

Tenements granted after 23 December 1996

Our searches indicate that the following Tenements were granted after 23 December 1996.

Tenement	Date of Grant
L15/218	13/08/2008
L15/222	25/09/2009
M15/1414	25/10/2002
M15/282	29/03/1998
M15/483	28/11/1998
P15/4798	20/07/2007
P15/4799	20/07/2007
P15/4887	12/03/2008
P15/5186	01/04/2010
P15/5187	01/04/2010
P15/5188	16/06/2010
P15/5354	12/04/2010
P15/5355	12/04/2010
P15/5356	29/09/2010
P15/5357	29/09/2010
P15/5358	29/09/2010
P15/5381	08/04/2010
P15/5382	14/04/2010
P15/5383	14/04/2010
P15/5384	13/04/2010
P15/5385	13/04/2010
P15/5386	13/04/2010
P15/5387	13/04/2010
P15/5388	13/04/2010
P15/5512	16/11/2010
P15/5513	16/11/2010
P15/5514	16/11/2010
P15/5515	16/11/2010
P15/5516	16/11/2010
P15/5533	30/08/2011
P15/5535	30/08/2011
P15/5538	04/03/2011
P15/5539	04/03/2011
P15/5540	04/03/2011
P15/5567	21/10/2011
P15/5541	04/03/2011
E15/1263	19/10/2011
E15/1264	11/08/2011

We have assumed that these Tenements were granted in accordance with the Future Act Provisions and as such are valid under the NTA.

Tenements renewed after 23 December 1996

Renewals of mining tenements made after 23 December 1996 must comply with the Future Act Provisions in order to be valid under the NTA.

An exception is where the renewal is the first renewal of a mining tenement that was validly granted before 23 December 1996 and the following criteria are satisfied:

- (a) the area to which the mining tenement applies is not extended;
- (b) the term of the renewed mining tenement is not longer than the term of the old mining tenement; and
- (c) the rights to be created are not greater than the rights conferred by the old mining tenement.

In such cases, the mining tenement can be renewed without complying with the Future Act Provisions. It is currently uncertain whether this exemption applies to a second or subsequent renewal of such a mining tenement.

Our searches indicate that the following Tenements have been renewed after 23 December 1996, and as such, may need to have complied with the Future Act Provisions to be validly renewed. We have assumed that the Future Act Provisions were complied with to the extent necessary.

Tenement	Date of Grant	Date of Renewal
L15/156	17/07/1991	19/07/2001 (2nd renewal)
L15/157	17/07/1991	19/07/2001 (2nd renewal)
L15/158	17/07/1991	19/07/2001 (2nd renewal)
L15/196	09/05/1995	10/05/2000
L15/206	19/11/1996	14/11/2011 (3rd renewal)
M15/282	29/03/1988	19/03/2009
M15/483	28/11/1989	01/11/2010
M15/529	03/08/1990	27/07/2011

Renewals of Tenements in the future will need to comply with the Future Act Provisions in order to be valid under the NTA. The registered native title claimants and holders of native title identified in Section 7.3 of this Report will need to be involved as appropriate under the Future Act Provisions.

Valid grant of Applications for Tenements

The following Tenements are all currently applications and as such the grant of the Tenements will need to satisfy the Future Act Provisions in order to be valid under the NTA.

Applicant	Tenement
Auzex 48/96 (50%) and GGG 48/96 (50%)	P15/5661
Auzex 48/96 (50%) and GGG 48/96 (50%)	P15/5662
Auzex 48/96 (50%) and GGG 48/96 (50%)	P15/5663
Auzex 48/96 (50%) and GGG 48/96 (50%)	P15/5664
Auzex 48/96 (50%) and GGG 48/96 (50%)	P15/5669

The registered native title claimants, holders of native title and native title parties to any ILUA identified in Section 7.3 of this Report will be involved in accordance with the Future Act Provisions.

8. PASTORAL LEASES

Certain Tenements encroach to varying degrees on pastoral lease land, specifically Pastoral Lease 3114/754 (**Pastoral Lease**). The Pastoral Lease has been transferred to the Companies in equal shares.

Under the WA Mining Act, a granted tenement will not give access to the area of that tenement that is 30 metres from the natural surface of private or pastoral lease land and is within a specified distance of certain infrastructure or improvements on that land without the consent of the private land owner or occupier or occupier of the pastoral lease (as applicable).

A tenement application can still be granted without that consent but access will be limited to the area that is below a depth of 30 metres from the natural surface of the land in the relevant areas and the tenement register will be endorsed accordingly.

The consent is commonly given under the terms of an access agreement whereby the tenement holder also agrees to pay compensation to the owner and/or occupier for losses including damage or disturbance caused to the surface of the land, damage to improvements or (in the case of private land) loss of earnings. In the case of the Tenements, the Companies own the Pastoral Lease and accordingly, there is no issue with obtaining consent from the pastoral lease holder.

9. QUALIFICATIONS AND ASSUMPTIONS

This Report is subject to the following qualifications and assumptions:

- (a) we have assumed the accuracy and completeness of all Tenement searches, register extracts and other information or responses which were obtained from the relevant department or authority including the NNTT;
- (b) we assume that the registered holder of a Tenement has valid legal title to the Tenement;
- (c) this Report does not cover any third party interests, including encumbrances, in relation to the Tenements that are not apparent from our searches and the information provided to us;
- (d) we have assumed that any agreements provided to us in relation to the Tenements are authentic, were within the powers and capacity of those who executed them, were duly authorised, executed and delivered and are binding on the parties to them;
- (e) with respect to the granting of the Tenements, we have assumed that the State and the applicant for the Tenements have complied with, or will comply with, the applicable Future Act Provisions;
- (f) other than where independently verified, we have assumed the accuracy and completeness of any instructions or information which we have received from BBG or GGG or any of their officers, agents and representatives;
- (g) unless apparent from our searches or the information provided to us, we have assumed compliance with the requirements necessary to maintain a Tenement in good standing;
- (h) with respect to the application for the grant of a Tenement, we express no opinion as to whether such application will ultimately be granted and that reasonable conditions will be imposed upon grant, although we have no reason to believe that any application will be refused or that unreasonable conditions will be imposed;
- (i) references in the Schedule to any area of land are taken from details shown on searches obtained from the relevant department. It is not possible to verify the accuracy of those areas without conducting a survey;
- (j) the information in the Schedule is accurate as at the date the relevant searches were obtained. We cannot comment on whether any changes have occurred in respect of the Tenements between the date of the searches and the date of the Prospectus;
- (k) where Ministerial consent is required in relation to the transfer of any Tenement, we express no opinion as to whether such consent will be granted, or the consequences of consent being refused, although we are not aware of any matter which would cause consent to be refused;
- (l) we have not conducted searches of the Database of Contaminated Sites maintained by the Department of the Environment and Conservation;

- (m) native title may exist in the areas covered by the Tenements. Whilst we have conducted searches to ascertain that native title claims and determinations, if any, have been lodged in the Federal Court in relation to the areas covered by the Tenements, we have not conducted any research on the likely existence or non-existence of native title rights and interests in respect of those areas. Further, the NTA contains no sunset provisions and it is possible that native title claims could be made in the future; and
- (n) Aboriginal heritage sites or objects (as defined in the WA Heritage Act or under the Commonwealth Heritage Act) may exist in the areas covered by the Tenements regardless of whether or not that site has been entered on the Register of Aboriginal Sites established by the WA Heritage Act or is the subject of a declaration under the Commonwealth Heritage Act. We have not conducted any legal, historical, anthropological or ethnographic research regarding the existence or likely existence of any such Aboriginal heritage sites or objects within the area of the Tenements.

10. CONSENT

This report is provided for inclusion in an admission document for the listing of BBG on ASX and AIM and is given solely for the benefit of BBG and Westhouse Securities Limited and is not to be used for any other purpose or quoted or referred to in any other public document or filed with any government body or other person without our prior consent.

Yours faithfully

STEINEPREIS PAGANIN

PART I

TENEMENT SCHEDULE

Tenement	Registered holder/ applicant	Shares held	Grant date	Expiry date	Area size (blocks)	Annual rent	Minimum annual expenditure	Registered dealings	Bonds	Native title claims	Aboriginal heritage sites	Notes
L15/156	Auzex Resources Limited (AZX) and GGG Resources Plc (GGG)	AZX 48/96 (50%) GGG 48/96 (50%)	17/07/1991	16/07/2016	0.01000 HA	Current Tenement Yr to 16/07/2012 – paid in full (overpaid \$0.89) Next Tenement Yr - \$13.30 due by 16/07/2012	N/A	JV Agreement between Global A, Melron and Jervois (02/06/2002)	None	WC 1 0 / 1 4 (overlap, but not yet registered)	None	1, 9, 67, 71
L15/157	AZX and GGG	AZX 48/96 (50%) GGG 48/96 (50%)	17/07/1991	16/07/2016	0.01000 HA	Current Tenement Yr to 16/07/2012 – paid in full (overpaid \$0.89) Next Tenement Yr - \$13.30 due by 16/07/2012	N/A	JV Agreement between Global A, Melron and Jervois (02/06/2002)	None	WC10/14 (overlap, but not yet registered)	None	1, 9, 67
L15/158	AZX and GGG	AZX 48/96 (50%) GGG 48/96 (50%)	17/07/1991	16/07/2016	17.00000 HA	Current Tenement Yr to 16/07/2012 – paid in full. Next Tenement Yr - \$226.10 due by 16/07/2012	N/A	JV Agreement between Global A, Melron and Jervois (02/06/2002)	None	WC10/14 (overlap, but not yet registered)	None	1, 9, 65, 67, 71
L15/196	AZX and GGG GGG 50/100 (50%)	AZX 50/100 (50%)	09/05/1995	08/05/2015	32.20750 HA	Current Tenement Yr to 05/05/2012 – paid in full. Next Tenement Yr - \$438.90 due by 08/05/2012	N/A	JV Agreement between Global A, Melron and Jervois (02/06/2002)	Bond requirement \$40,000	WC10/14 (overlap, but not yet registered)	None	1, 2, 4, 9, 10, 13, 14, 15, 67, 71

\$438.90 due
by 08/05/2012

Tenement	Registered holder/ applicant	Shares held	Grant date	Expiry date	Area size (blocks)	Annual rent	Minimum annual expenditure	Registered dealings	Bonds	Native title claims	Aboriginal heritage sites	Notes
L15/206	AZX and GGG	AZX 50/100 (50%) GGG 50/100 (50%)	19/11/1996	18/11/2016	50.49000 HA	Current Tenement Yr to 18/11/2012 – paid in full. Next Tenement Yr - \$678.30 due by 18/11/2012	N/A	JV Agreement between Global A, Melron and Jervois (02/06/2002)	None	WC10/14 (overlap, but not yet registered)	None	1, 2, 3, 4, 9, 10, 16, 65
L15/218	AZX and GGG	AZX 50/100 (50%) GGG 50/100 (50%)	13/08/2008	12/08/2013	257.04000 HA	Current Tenement Yr to 12/08/2012 – paid in full. Next Tenement Yr - \$3,431.40 due by 12/08/2012	N/A	None	None	WC10/14 (overlap, but not yet registered)	1419 – Gibraltar Rockholes, Mythological 1420 – Gibraltar Stone Arrangement, Mythological, Man-made Structure	1, 2, 4, 5, 9, 10, 17, 18, 19, 20, 21, 36, 65, 67, 68, 71
L15/222	AZX and GGG	AZX 50/100 (50%) GGG 50/100 (50%)	25/09/2009	24/09/2030	2.46000 HA	Current Tenement Yr to 24/09/2012 – paid in full. Next Tenement Yr - \$39.90 due by 24/09/2012	N/A	None	None	WC10/14 (overlap, but not yet registered)	1419 – Gibraltar Rockholes, Mythological 1420 – Gibraltar Stone Arrangement, Mythological, Man-made Structure	1, 10, 22, 23, 65, 67, 71
M15/1414	AZX and GGG	AZX 50/100 (50%) GGG 50/100 (50%)	25/10/2002	24/10/2023	9.65350 HA	Current Tenement Yr to 24/10/2012 – paid in full. Next Tenement Yr - \$150.00 due by 24/10/2012	Previous Tenement Yr to 24/10/2011 – Yr 9 – expended in full Current Tenement Yr to 24/10/2012 – Yr 10 - \$10,000.00 Commitment	JV Agreement between Global A, Melron and Jervois (02/06/2002)	None	WC10/14 (overlap, but not yet registered)	None	1, 2, 4, 9, 15, 24, 25, 67, 71

Tenement	Registered holder/ applicant	Shares held	Grant date	Expiry date	Area size (blocks)	Annual rent	Minimum annual expenditure	Registered dealings	Bonds	Native title claims	Aboriginal heritage sites	Notes
M15/282	AZX and GGG	AZX 48/96 (50%) GGG 48/96 (50%)	29/03/1988	28/03/2030	218.15000 HA	Current Tenement Yr to 28/03/2012 – paid in full. Next Tenement Yr - \$3,285.00 due by 28/03/2012	Previous Tenement Yr to 28/03/2011 – Yr 23 - expended in full Current Tenement Yr to 28/03/2012 – Yr 24 - \$21,900.00 Commitment	JV Agreement between Valiant and Hillmin (30/06/1993) JV Agreement between Global A, Melron and Jervois (02/06/2002) Deed of Assumption Agreement between Resolute, Jervois and Pacific- Nevada (09/12/2002)	Bond requirement \$566,000	WC10/14 (overlap, but not yet registered)	None	1, 2, 3, 6, 8, 9, 15, 25, 26, 27, 28, 29, 67, 68, 71
M15/483	AZX and GGG	AZX 50/100 (50%) GGG 50/100 (50%)	28/11/1989	27/11/2031	133.30000 HA	Current Tenement Yr to 27/11/2011 – paid in full. Next Tenement Yr - \$2,010.00 due by 27/11/2012	Previous Tenement Yr to 27/11/2010 – Yr 20 - expended in full Current Tenement Yr to 27/11/2011 – Yr 21 - \$13,400.00 Commitment	JV Agreement between Global A, Melron and Jervois (02/06/2002)	Bond requirement \$46,000	WC10/14 (overlap, but not yet registered)	1420 – Gibraltar Stone Arrangement, Mythological, Man-made Structure	1, 2, 29, 30, 31, 65, 67, 71
M15/503	AZX and GGG	AZX 48/96 (50%) GGG 48/96 (50%)	08/02/1993	07/02/2014	807.400000 HA	Current Tenement Yr to 07/02/2012 – paid in full. Next Tenement Yr - \$12,120.00 due by 07/03/2012	Previous Tenement Yr to 07/02/2011 – Yr 19 - expended in full Current Tenement Yr to 07/02/2012 – Yr 20 - \$80,800.00 Commitment	JV Agreement between Global A, Melron and Jervois (02/06/2002)	Bond requirement \$263,000	WC10/14 (overlap, but not yet registered)	2836 – Coolgardie, Artefacts/ Scatter	1, 2, 3, 4, 6, 7, 8, 9, 15, 25, 29, 33, 34, 35, 36, 37, 39, 40, 65, 67, 68, 71

Tenement	Registered holder/ applicant	Shares held	Grant date	Expiry date	Area size (blocks)	Annual rent	Minimum annual expenditure	Registered dealings	Bonds	Native title claims	Aboriginal heritage sites	Notes
M15/529	AZX and GGG	AZX 48/96 (50%) GGG 48/96 (50%)	03/08/1990	02/08/2032	250.75000 HA	Current Tenement Yr to 02/08/2012 – paid in full. Next Tenement Yr - \$3,765.00 due by 02/08/2012	Previous Tenement Yr to 02/08/2011 – Yr 21 - expended in full Current Tenement Yr to 02/08/2012 – Yr 22 - \$25,100.00 Commitment	JV Agreement between Global A, Melron and Jervois (02/06/2002)	Bond requirement \$86,000	WC10/14 (overlap, but not yet registered)	None	1, 2, 3, 8, 9, 14, 15, 31, 41, 42, 63, 67, 71
M15/554	AZX and GGG	AZX 50/100 (50%) GGG 50/100 (50%)	21/03/1991	20/03/2012	601.20000 HA	Current Tenement Yr to 20/03/2012 – paid in full. Next Tenement Yr - \$9,030.00 due by 20/03/2012	Previous Tenement Yr to 20/03/2011 – Yr 20 - expended in full Current Tenement Yr to 20/03/2012 – Yr 21 - \$60,200.00 Commitment	JV Agreement between Global A, Melron and Jervois (02/06/2002) Deed of Assumption Agreement between Resolute, Jervois and Pacific-Nevada (09/12/2002)	Bond requirement \$261,000	WC10/14 (overlap, but not yet registered)	None	1, 2, 6, 9, 15, 25, 43, 44, 45, 67, 71
M15/621	Gekogold Pty Ltd	100/100 (100%)	14/10/1992	19/10/2013	1,000.000 00 HA	Current Tenement Yr to 19/10/2012 – paid in full. Next Tenement Yr - \$15,000.00 due by 19/10/2012	Previous Tenement Yr to 19/10/2011 – Yr 19 – expended in full Current Tenement Yr to 19/10/2012 – Yr 20 - \$100,000.00 Commitment	Application for forfeiture 387704 dated 19/12/2011	None.	WC10/14 (overlap, but not yet registered)	None	1, 2, 10, 67

Tenement	Registered holder/ applicant	Shares held	Grant date	Expiry date	Area size (blocks)	Annual rent	Minimum annual expenditure	Registered dealings	Bonds	Native title claims	Aboriginal heritage sites	Notes
P15/4798	AZX and GGG	AZX 50/100 (50%) GGG 50/100 (50%)	20/07/2007	19/07/2015	196.00000 HA	Current Tenement Yr to 19/07/2012 – paid in full. Next Tenement Yr - \$431.20 due by 19/07/2012	Previous Tenement Yr to 19/07/2011 – Yr 4 - expended in full Current Tenement Yr to 19/07/2012 – Yr 5 - \$7,840.00 Commitment	None	None	None	None	1, 9, 67, 71
P15/4799	AZX and GGG	AZX 50/100 (50%) GGG 50/100 (50%)	20/07/2007	19/07/2015	196.00000 HA	Current Tenement Yr to 19/07/2012 – paid in full. Next Tenement Yr - \$431.20 due by 19/07/2012	Previous Tenement Yr to 19/07/2011 – Yr 4 - expended in full Current Tenement Yr to 19/07/2012 – Yr 5 - \$7,840.00 Commitment	None	None	None	None	1, 9, 67, 71
P15/4887	AZX and GGG	AZX 50/100 (50%) GGG 50/100 (50%)	12/03/2008	11/03/2012	191.00000 HA	Current Tenement Yr to 11/03/2012 – paid in full. Next Tenement Yr - \$420.20 due by 11/03/2012	Previous Tenement Yr to 11/03/2011 – Yr 3 - expended in full Current Tenement Yr to 11/03/2012 – Yr 4 - \$7,640.00 Commitment	None	None	None	None	1, 9, 46, 67, 71

Tenement	Registered holder/ applicant	Shares held	Grant date	Expiry date	Area size (blocks)	Annual rent	Minimum annual expenditure	Registered dealings	Bonds	Native title claims	Aboriginal heritage sites	Notes
P15/5186	AZX and GGG	AZX 48/96 (50%) GGG 48/96 (50%)	01/04/2010	31/03/2014	165.50000 HA	Current Tenement Yr to 31/03/2012 – paid in full. Next Tenement Yr - \$365.20 due by 31/03/2012	Previous Tenement Yr to 31/03/2011 – Yr 1 - expended in full Current Tenement Yr to 31/03/2012 – Yr 2 - \$6,640.00 Commitment	None	None	None	None	1, 9, 12, 47, 48, 66 (FNA 7878), 67, 69, 71, 72
P15/5187	AZX and GGG	AZX 48/96 (50%) GGG 48/96 (50%)	01/04/2010	31/03/2014	190.00000 HA	Current Tenement Yr to 31/03/2012 – paid in full. Next Tenement Yr - \$418.00 due by 31/03/2012	Previous Tenement Yr to 31/03/2011 – Yr 1 - expended in full Current Tenement Yr to 31/03/2012 – Yr 2 - \$7,600.00 Commitment	None	None	None	None	1, 9, 12, 46, 47, 48, 66 (FNA 7878), 67, 69, 71, 72
P15/5188	AZX and GGG	AZX 48/96 (50%) GGG 48/96 (50%)	16/06/2010	15/06/2014	179.50000 HA	Current Tenement Yr to 15/06/2012 – paid in full. Next Tenement Yr - \$396.00 due by 15/06/2012	Previous Tenement Yr to 15/06/2011 – Yr 2 - expended in full Current Tenement Yr to 15/06/2012 – Yr 3 - \$7,200.00 Commitment	None	None	None	None	1, 9, 67, 71
P15/5354	AZX and GGG	AZX 50/100 (50%) GGG 50/100 (50%)	12/04/2010	11/04/2014	9.600000 HA	Current Tenement Yr to 11/04/2012 – paid in full. Next Tenement Yr - \$22.00 due by 11/04/2012	Previous Tenement Yr to 11/04/2011 – Yr 1 - expended in full Current Tenement Yr to 11/04/2012 – Yr 2 - \$2,000.00 Commitment	None	None	WC10/14 (overlap, but not yet registered)	None	1, 9, 67, 71

Tenement	Registered holder/ applicant	Shares held	Grant date	Expiry date	Area size (blocks)	Annual rent	Minimum annual expenditure	Registered dealings	Bonds	Native title claims	Aboriginal heritage sites	Notes
P15/5355	AZX and GGG	AZX 50/100 (50%) GGG 50/100 (50%)	12/04/2010	11/04/2014	10.00000 HA	Current Tenement Yr to 11/04/2012 – paid in full. Next Tenement Yr - \$22.00 due by 11/04/2012	Previous Tenement Yr to 11/04/2011 – Yr 1 - expended in full Current Tenement Yr to 11/04/2012 – Yr 2 - \$2,000.00 Commitment	None	None	WC10/14 (overlap, but not yet registered)	None	1, 9, 67, 71
P15/5356	AZX and GGG	AZX 50/100 (50%) GGG 50/100 (50%)	29/09/2010	28/09/2014	189.00000 HA	Current Tenement Yr to 28/09/2012 – paid in full. Next Tenement Yr - \$415.80 due by 28/09/2012	Previous Tenement Yr to 28/09/2011 – Yr 1 – no expenditure lodged. No exemption application recorded Current Tenement Yr to 28/09/2012 – Yr 2 - \$7,560.00 Commitment	None	None	WC10/14 (overlap, but not yet registered)	None	1, 2, 49, 65, 67, 71
P15/5357	AZX and GGG	AZX 50/100 (50%) GGG 50/100 (50%)	29/09/2010	28/09/2014	103.00000 HA	Current Tenement Yr to 28/09/2012 – paid in full. Next Tenement Yr - \$226.60 due by 28/09/2012	Previous Tenement Yr to 28/09/2011 – Yr 1 – no expenditure lodged. No exemption application recorded Current Tenement Yr to 28/09/2012 – Yr 2 - \$4,120.00 Commitment	None	None	WC10/14 (overlap, but not yet registered)	None	1, 9, 65, 67, 71

Tenement	Registered holder/ applicant	Shares held	Grant date	Expiry date	Area size (blocks)	Annual rent	Minimum annual expenditure	Registered dealings	Bonds	Native title claims	Aboriginal heritage sites	Notes
P15/5358	AZX and GGG	AZX 50/100 (50%) GGG 50/100 (50%)	29/09/2010	28/09/2014	103.00000 HA	Current Tenement Yr to 28/09/2012 – paid in full. Next Tenement Yr - \$226.60 due by 28/09/2012	Previous Tenement Yr to 28/09/2011 – Yr 1 – no expenditure lodged. No exemption application recorded Current Tenement Yr to 28/09/2012 – Yr 2 - \$4,120.00 Commitment	None	None	WC 10/14 (overlap, but not yet registered)	None	1, 9, 67, 71
P15/5381	AZX and GGG	AZX 50/100 (50%) GGG 50/100 (50%)	08/04/2010	07/04/2014	154.00000 HA	Current Tenement Yr to 07/04/2012 – paid in full. Next Tenement Yr - \$338.80 due by 07/04/2012	Previous Tenement Yr to 07/04/2011 – Yr 1 – expended in full Current Tenement Yr to 07/04/2012 – Yr 2 - \$6,160.00 Commitment	None	None	WC10/14 (overlap, but not yet registered)	None	1, 9, 67, 71
P15/5382	AZX and GGG	AZX 50/100 (50%) G G G 50/100 (50%)	14/04/2010	13/04/2014	91.19120 HA	Current Tenement Yr to 13/04/2012 – paid in full. Next Tenement Yr - \$202.40 due by 13/04/2012	Previous Tenement Yr to 13/04/2011 – Yr 1 – expended in full Current Tenement Yr to 13/04/2012 – Yr 2 - \$3,680.00 Commitment	None	None	WC10/14 (overlap, but not yet registered)	None	1, 9, 50, 67, 71

Tenement	Registered holder/ applicant	Shares held	Grant date	Expiry date	Area size (blocks)	Annual rent	Minimum annual expenditure	Registered dealings	Bonds	Native title claims	Aboriginal heritage sites	Notes
P15/5383	AZX and GGG	AZX 50/100 (50%) GGG 50/100 (50%)	14/04/2010	13/04/2014	198.00000 HA	Current Tenement Yr to 13/04/2012 – paid in full. Next Tenement Yr - \$435.60 due by 13/04/2012	Previous Tenement Yr to 13/04/2011 – Yr 1 – expended in full Current Tenement Yr to 13/04/2012 – Yr 2 - \$7,920.00 Commitment	None	None	WC 10/14 (overlap, but not yet registered)	None	1, 9, 67, 71
P15/5384	AZX and GGG	AZX 50/100 (50%) GGG 50/100 (50%)	13/04/2010	12/04/2014	158.59850 HA	Current Tenement Yr to 12/04/2012 – paid in full. Next Tenement Yr - \$349.80 due by 12/04/2012	Previous Tenement Yr to 12/04/2011 – Yr 1 – expended in full Current Tenement Yr to 12/04/2012 – Yr 2 - \$6,360.00 Commitment	None	None	WC 10/14 (overlap, but not yet registered)	None	1, 9, 11, 51, 52, 53, 54, 55, 56, 65, 66 (FNA 7740), 67, 70, 71
P15/5385	AZX and GGG	AZX 50/100 (50%) GGG 50/100 (50%)	13/04/2010	12/04/2014	116.94050 HA	Current Tenement Yr to 12/04/2012 – paid in full. Next Tenement Yr - \$257.40 due by 12/04/2012	Previous Tenement Yr to 12/04/2011 – Yr 1 – expended in full Current Tenement Yr to 12/04/2012 – Yr 2 - \$4,680.00 Commitment	None	None	WC10/14 (overlap, but not yet registered)	None	1, 9, 11, 51, 52, 53, 54, 55, 56, 65, 66 (FNA 7740), 67, 70, 71

Tenement	Registered holder/ applicant	Shares held	Grant date	Expiry date	Area size (blocks)	Annual rent	Minimum annual expenditure	Registered dealings	Bonds	Native title claims	Aboriginal heritage sites	Notes
P15/5386	AZX and GGG	AZX 50/100 (50%) GGG 50/100 (50%)	13/04/2010	12/04/2014	188.00580 HA	Current Tenement Yr to 12/04/2012 – paid in full. Next Tenement Yr - \$415.80 due by 12/04/2012	Previous Tenement Yr to 12/04/2011 – Yr 1 – expended in full Current Tenement Yr to 12/04/2012 – Yr 2 - \$7,560.00 Commitment	None	None	WC10/14 (overlap, but not yet registered)	None	1, 9, 57, 67, 71
P15/5387	AZX and GGG	AZX 50/100 (50%) GGG 50/100 (50%)	13/04/2010	12/04/2014	140.91250 HA	Current Tenement Yr to 12/04/2012 – paid in full. Next Tenement Yr - \$310.20 due by 12/04/2012	Previous Tenement Yr to 12/04/2011 – Yr 1 – expended in full Current Tenement Yr to 12/04/2012 – Yr 2 - \$5,640.00 Commitment	None	None	WC10/14 (overlap, but not yet registered)	None	1, 9, 67, 71
P15/5388	AZX and GGG	AZX 50/100 (50%) GGG 50/100 (50%)	13/04/2010	12/04/2014	48.00000 HA	Current Tenement Yr to 12/04/2012 – paid in full. Next Tenement Yr - \$105.60 due by 12/04/2012	Previous Tenement Yr to 12/04/2011 – Yr 1 – expended in full Current Tenement Yr to 12/04/2012 – Yr 2 - \$2,000.00 Commitment	None	None	WC10/14 (overlap, but not yet registered)	None	1, 9, 67, 71

Tenement	Registered holder/ applicant	Shares held	Grant date	Expiry date	Area size (blocks)	Annual rent	Minimum annual expenditure	Registered dealings	Bonds	Native title claims	Aboriginal heritage sites	Notes
P15/5512	AZX and GGG	AZX 50/100 (50%) GGG 50/100 (50%)	16/11/2010	15/11/2014	200.00000 HA	Current Tenement Yr to 15/11/2012 – paid in full. Next Tenement Yr - \$440.00 due by 15/11/2012	Previous Tenement Yr to 15/11/2011 – Yr 1 – expended in full Current Tenement Yr to 15/11/2012 – Yr 2 - \$8,000.00 Commitment	None	None	WC10/14 (overlap, but not yet registered)	None	1, 9, 67, 71
P15/5513	AZX and GGG	AZX 50/100 (50%) GGG 50/100 (50%)	16/11/2010	15/11/2014	187.00000 HA	Current Tenement Yr to 15/11/2012 – paid in full. Next Tenement Yr - \$411.40 due by 15/11/2012	Previous Tenement Yr – Yr 1 – expended in full Current Tenement Yr to 15/11/2012 – Yr 2 - \$7,480.00 Commitment	None	None	WC10/14 (overlap, but not yet registered)	None	1, 9, 67, 71
P15/5514	AZX and GGG	AZX 50/100 (50%) GGG 50/100 (50%)	16/11/2010	15/11/2014	199.00000 HA	Current Tenement Yr to 15/11/2012 – paid in full. Next Tenement Yr - \$437.80 due by 15/11/2012	Previous Tenement Yr – Yr 1 – expended in full Current Tenement Yr to 15/11/2012 – Yr 2 - \$7,960.00 Commitment	None	None	WC10/14 (overlap, but not yet registered)	None	1, 9, 67, 71
P15/5515	AZX and GGG	AZX 50/100 (50%) GGG 50/100 (50%)	16/11/2010	15/11/2014	197.00000 HA	Current Tenement Yr to 15/11/2012 – paid in full. Next Tenement Yr - \$433.40 due by 15/11/2012	Previous Tenement Yr – Yr 1 – expended in full Current Tenement Yr to 15/11/2012 – Yr 2 - \$7,880.00 Commitment	None	None	WC10/14 (overlap, but not yet registered)	None	1, 9, 58, 59, 65, 66 (FNA 7740), 67, 70, 71

Tenement	Registered holder/ applicant	Shares held	Grant date	Expiry date	Area size (blocks)	Annual rent	Minimum annual expenditure	Registered dealings	Bonds	Native title claims	Aboriginal heritage sites	Notes
P15/5516	AZX and GGG	AZX 50/100 (50%) GGG 50/100 (50%)	16/11/2010	15/11/2014	198.00000 HA	Current Tenement Yr to 15/11/2012 – paid in full. Next Tenement Yr - \$435.60 due by 15/11/2012	Previous Tenement Yr – Yr 1 – expended in full Current Tenement Yr to 15/11/2012 – Yr 2 - \$7,920.00 Commitment	None	None	WC10/14 (overlap, but not yet registered)	None	1, 9, 58, 59, 65, 66 (FNA 7740), 67, 70, 71
P15/5533	AZX and GGG	AZX 50/100 (50%) GGG 50/100 (50%)	30/08/2011	29/08/2015	150.00000 HA	Current Tenement Yr to 29/08/2012 – paid in full. Next Tenement Yr - \$330.00 due by 29/08/2012	Previous Tenement Yr – N/A Current Tenement Yr to 29/08/2012 – Yr 1 - \$6,000.00 Commitment	None	None	WC10/14 (overlap, but not yet registered)	None	1, 9, 67, 71
P15/5535	AZX and GGG	AZX 50/100 (50%) GGG 50/100 (50%)	30/08/2011	29/08/2015	7.28970 HA	Current Tenement Yr to 29/08/2012 – paid in full. Next Tenement Yr - \$22.00 due by 29/08/2012	Previous Tenement Yr – N/A Current Tenement Yr to 29/08/2012 – Yr 1 - \$2,000.00 Commitment	None	None	WC10/14 (overlap, but not yet registered)	None	1, 9, 67, 71
P15/5538	AZX and GGG	AZX 50/100 (50%) GGG 50/100 (50%)	04/03/2011	03/03/2015	160.00000 HA	Current Tenement Yr to 03/03/2012 – paid in full. Next Tenement Yr - \$352.00 due by 03/03/2012	Previous Tenement Yr – N/A Current Tenement Yr to 03/03/2012 – Yr 1 - \$6,400.00 Commitment	None	None	WC10/14 (overlap, but not yet registered)	None	1, 2, 9, 36, 60, 61, 65, 67, 68, 71

Tenement	Registered holder/ applicant	Shares held	Grant date	Expiry date	Area size (blocks)	Annual rent	Minimum annual expenditure	Registered dealings	Bonds	Native title claims	Aboriginal heritage sites	Notes
P15/5539	AZX and GGG	AZX 50/100 (50%) GGG 50/100 (50%)	04/03/2011	03/03/2015	190.00000 HA	Current Tenement Yr to 03/03/2012 – paid in full. Next Tenement Yr - \$418.00 due by 03/03/2012	Previous Tenement Yr – N/A Current Tenement Yr to 03/03/2012 – Yr 1 - \$7,600.00 Commitment	None	None	WC10/14 (overlap, but not yet registered)	None	1, 9, 65, 67, 71
P15/5540	AZX and GGG	AZX 50/100 (50%) GGG 50/100 (50%)	04/03/2011	03/03/2015	92.00000 HA	Current Tenement Yr to 03/03/2012 – paid in full. Next Tenement Yr - \$202.40 due by 03/03/2012	Previous Tenement Yr – N/A Current Tenement Yr to 03/03/2012 – Yr 1 - \$3,680.00 Commitment	None	None	None	None	1, 9, 67, 71
P15/5541	AZX and GGG	AZX 50/100 (50%) GGG 50/100 (50%)	04/03/2011	03/03/2015	165.00000 HA	Current Tenement Yr to 03/03/2012 – paid in full. Next Tenement Yr - \$363.00 due by 03/03/2012	Previous Tenement Yr – N/A Current Tenement Yr to 03/03/2012 – Yr 1 - \$6,600.00 Commitment	None	None	None	None	1, 9, 67, 71
E15/1263	AZX and GGG	AZX 48/96 (50%) GGG 48/96 (50%)	19/10/2011	18/10/2016	18 BL	Current Tenement Yr to 19/10/2012 – paid in full. Next Tenement Yr - \$2,043.00 due by 19/10/2012	Previous Tenement Yr – N/A Current Tenement Yr to 19/10/2012 – Yr 1 - \$20,000.00 Commitment	None	None	WC10/14 (overlap, but not yet registered)	None	1, 9, 63, 67, 71

Tenement	Registered holder/ applicant	Shares held	Grant date	Expiry date	Area size (blocks)	Annual rent	Minimum annual expenditure	Registered dealings	Bonds	Native title claims	Aboriginal heritage sites	Notes
E15/1264	AZX and GGG	AZX 48/96 (50%) GGG 48/96 (50%)	11/08/2011	10/08/2016	2 BL	Current Tenement Yr to 10/08/2012 – paid in full. Next Tenement Yr - \$227.00 due by 10/08/2012	Previous Tenement Yr – N/A Current Tenement Yr to 10/08/2012 – Yr 1 - \$15,000.00 Commitment	None	None	WC10/14 (overlap, but not yet registered)	None	1, 9, 62, 67, 71
P15/5567	AZX	100/100	21/10/2011	20/10/2015	47.00000HA	Current Tenement Yr to 20/10/2012 – paid in full. Next Tenement Yr - \$103.40 due by 20/10/2012	Previous Tenement Yr – N/A Current Tenement Yr to 20/10/2012 – Yr 1 - \$2,000.00 Commitment	None	None	No data found	None	1, 2, 19, 61, 64, 67, 68
P15/5661	AZX and GGG	AZX 48/96 (50%) GGG 48/96 (50%)	Pending (Marked out 10/09/2011)	N/A	198.70000 HA	N/A – however rent of \$437.80 paid on 10/09/2011	N/A	None	None	No data found	None	9, 67, 68, 71
P15/5662	AZX and GGG	AZX 48/96 (50%) GGG 48/96 (50%)	Pending (Marked out 10/09/2011)	N/A	109.10000 HA	N/A – however rent of \$242.00 paid on 10/09/2011	N/A	None	None	No data found	None	9, 67, 71
P15/5663	AZX and GGG	AZX 48/96 (50%) GGG 48/96 (50%)	Pending (Marked out 10/09/2011)	N/A	125.50000 HA	N/A – however rent of \$277.20 paid on 10/09/2011	N/A	None	None	No data found	None	9, 67, 71

Tenement	Registered holder/ applicant	Shares held	Grant date	Expiry date	Area size (blocks)	Annual rent	Minimum annual expenditure	Registered dealings	Bonds	Native title claims	Aboriginal heritage sites	Notes
P15/5664	AZX and GGG	AZX 48/96 (50%) GGG 48/96 (50%)	Pending (Marked out 10/09/2011)	N/A	172.90000 HA	N/A – however rent of \$380.60 paid on 10/09/2011	N/A	None	None	No data found	None	9, 67, 71
P15/5669	AZX and GGG	AZX 48/96 (50%) GGG 48/96 (50%)	Pending (Marked out 13/09/2011)	N/A	191.90000 HA	N/A – however rent of \$422.40 paid on 13/09/2011	N/A	None	None	No data found	None	9, 67, 71

Key to Tenement Schedule

P – Prospecting Licence

E – Exploration Licence

M – Mining Lease

JV Agreement between Global A, Melron and Jervois:

Dealing 31H/023: Agreement (Joint Venture) Global A (Australia) Pty Ltd, Melron Investments Pty Ltd and Jervois Mining NL registered 20/09/2002. Refer to Section 4(f)(i) of this Report for details. This joint venture is no longer in effect.

JV Agreement between Valiant and Hillmin:

Dealing 40H/878 (Joint Venture) Valiant Consolidated Ltd and Hillmin Gold Mines Pty Ltd registered 18/04/1990. Refer to Section 4(f)(ii) of this Report for details. This joint venture is no longer in effect.

Deed of Assumption Agreement between Resolute, Jervois and Pacific-Nevada:

Dealing 71H/034: Agreement (Deed of Assumption) Resolute Ltd, Jervois Mining Ltd and Pacific-Nevada Mining Pty Ltd registered 06/02/2004.. GGG and Auzex assumed the obligation to pay a royalty to Pacific-Nevada under the terms of the Bullabulling Sale and Purchase Agreement. Refer to Section 4(e)(iii) of this Report for details.

All of the native title claims listed in the Schedule have been accepted and entered on the Register of Native Title Claims. Please refer to Part III of this Report for the status of the native title claims.

Unless otherwise indicated, capitalised terms have the same meaning given to them in the [admission document].

References to numbers in the “Notes” column refers to the notes following this table.

Notes:

Tenement Conditions and Endorsements

1.	Conditions of a relatively standard nature, with regard to the type of licence and tenement location, apply.
2.	Conditions apply in respect of the tenement's location to public roads or highway and/or its purpose as a road.
3.	Conditions apply to the tenement in respect of its location to a groundwater area.
4.	Conditions apply to the tenement in respect of its purpose as a pipeline (including inspection for failure) and /or the tenement's location in respect of pipeline.
5.	Conditions apply to the tenement in respect of its location to Telstra facilities and in respect of any future activities to be undertaken by Telstra.
6.	Conditions apply to the tenement in respect of waste management.
7.	Conditions apply to the tenement in respect of water storage.
8.	Conditions apply to the tenement in respect of dust control.
9.	Conditions apply where the tenement overlaps with land the subject of a Pastoral Lease.
10.	Conditions apply where the tenement overlaps with other tenements.
11.	Conditions apply to the tenement in respect of the tenement's location to a railway.
12.	<p>Consent to mine on Kangaroo Hills Timber Reserve 198 subject to additional conditions, most of which require DEC consultation/approval. Conditions include:</p> <ul style="list-style-type: none"> • obtaining approval of DEC in relation to each phase of exploration; • undertaking rehabilitation (as approved by DEC); • arranging a DEC inspection prior to cessation of activity; • cleaning of equipment prior to entering the reserve (in consultation with DEC); • restricted vehicle access (as approved by DEC); • caution not to destroy or damage vegetation; • prohibition on taking firearms onto the licence area; and • prohibition on the establishment of any camp, base works or area, fuelling depot or similar establishment unless DEC approval provided.
13.	The construction and operation of the project and measures to protect the environment being carried out generally in accordance with the document titled "Notice of Intent Bullabulling Gold Project Vol 1-3" dated February 1995 and "Letter from Samantha Gold NL containing further information" dated 10 April 1995 and retained on Department of Minerals and Energy File No: 2070/95. Where a difference exists between the above document(s) and certain conditions, then those certain conditions shall prevail.
14.	<p>The licensee submitting to the State Mining Engineer, a brief annual report outlining the project operations, minesite environmental management and rehabilitation work undertaken in the previous 12 months and the proposed operations, environmental management plans and rehabilitation programmes for the next 12 months. This report to be submitted each year in:</p> <ul style="list-style-type: none"> • August
15.	<p>"A Mine Closure Plan is to be submitted in the Annual Environmental Reporting month specified in tenement conditions in the year specified below, unless otherwise directed by an Environmental Officer, DMP. The Mine Closure Plan is to be prepared in accordance with the "Guidelines for Preparing Mine Closure Plans" available on DMP's website"</p> <ul style="list-style-type: none"> • 2012.
16.	The rights of ingress to and egress from the Miscellaneous Licence's 15/157 and 15/158 being at all times preserved to the licensee and no interference with the purpose or installations connected to the licence.
17.	The rights of ingress to and egress from Miscellaneous Licence 15/101, 15/151 & 15/203 being at all times preserved to the licensee and no interference with the purpose or installations connected to the licence.
18.	No interference with the transmission line and Optic Fibre Cable or the installations in connection therewith, and the rights of ingress to and egress from the facility being at all times preserved to the owners thereof.
19.	Mining on a strip of land 20 metres wide with any pipeline as the centreline being confined to below a depth of 31 metres from the natural surface and no mining material being deposited upon such strip and the rights of ingress to and egress from the facility being at all times preserved to the owners thereof.
20.	An Indemnity Agreement from the proponent is required by the Water Corporation for any works which crosses the pipeline easement, prior to any construction within the easement. A Water Corporation has an indemnity will be made available at the time of any construction which affects the pipeline.
21.	Blasting practice being such that ground vibrations at any structure within the limits set by the "Standards Association of Australia "AS 2187.2-1993.

22.	Where a pipeline falls within the definition of a pipeline as defined in section 4 of the Petroleum Pipelines Act, 1969 (PPA), the Licensee must obtain a Petroleum Pipeline Licence (PPL) as provided for in the PPA, but where a PPL licence is not required, then the Licensee is to comply with the requirements of the Gas Standards (Gas Supply and System Safety) Regulations, 2000 in respect to the pipeline.
23.	Within six months of the route for the Pipeline corridor being known, the licensee lodge a surrender of the balance of the area of the licence; unless the Minister responsible for the Mining Act 1978 orders or consents otherwise.
24.	The construction and operation of the project and measures to protect the environment being carried out in accordance with the documents titled: <ul style="list-style-type: none"> • “Notice of Intent Bullabulling Gold Project6 Vol 1-3” dated February 1995 and “Letter from Samantha Gold NL containing further information” dated 10 April 1995 and retained on Department of Minerals and Energy File No. 2070/95. • “Notice of Intent - Low Impact Mining Operation - Bulk Sampling on Mining Lease 15/503, 15/282, 15/1414 and 15/554” dated 18 January 2005 and signed by Derek Foster (NOI 4911) and retained on Department of Industry and Resources File No. E0275/200401; • “Mining Proposal Bullabulling Joint Venture M15/503, M15/554, M15/282, M15/1414” (Reg ID 20591) dated 14 October 2008 signed by Derek Foster and retained on Department of Mines and Petroleum File No. E0183/200401 Where a difference exists between the above documents and certain conditions, then those certain conditions shall prevail.
25.	The lessee submitting to the Environmental Officer, DOIR, a brief annual report outlining the project operations, minesite environmental management and rehabilitation work undertaken in the previous 12 months and the proposed operations, environmental management plans and rehabilitation programmes for the next 12 months. This report to be submitted each year in: <ul style="list-style-type: none"> • August
26.	The construction and operation of the project and measures to protect the environment being carried out in accordance with the documents titled: <ul style="list-style-type: none"> • “Notice of Intent Bullabulling Gold Project Vol 1-3” dated February 1995 and “Letter from Samantha Gold NL containing further information” dated 10 April 1995 and retained on Department of Minerals and Energy File No. 2070/95; • “Addendum Notice of Intent Bullabulling Gold Project -Bcchus North Pit Cut Back” dated 11 November 1995, signed by Mr. Peter Williams - Operations Manager, Bullabulling Gold Mine and retained on Department of Minerals and Energy File No. 2149/95; • “Bullabulling Gold Project Notice of Intent Tailings Storage - Stage 2” dated May 1996 and further information dated 6 June 1996 and retained on Department of Minerals and Energy File No. 2097/96 • “Addendum Letter of Intent - Increasing Waste Dump Height Bacchus North Waste Dump, Bullabulling Mine Site” dated 7 November 1996, signed by Mr Martin Bonswick - Rehabilitation Officer, and retained on Department of Minerals and Energy File No. 2097/96; • “Facsimile containing Additional Information - Increasing Bacchus North Waste Dump Height” dated 4 December 1996, signed by Mr Simon Ridley - Mine Superintendent, and retained on Department of Minerals and Energy File No. 2097/96; • “Addendum Notice of Intent - Bacchus North Waste Pit Cut Back” dated 19 November 1996, signed by Mr Peter A Williams - Registered Manager Bullabulling Gold Operations, and retained on Department of Minerals and Energy File No. 2097/96; • “Letter of Intent - Proposed New Haul Road - M15/282 and M15/554” dated 30 December 1996, signed by Mr Simon Ridley, and retained on Department of Minerals and Energy File No. 2097/96; and • “Letter containing additional information: dated 3 January 1997 signed by Mr Simon Ridley, and retained on Department of Minerals and Energy No. 2097/96. • “Notice of Intent Addendum - phoenix Pit and associated Waste Dump” dated 19 March 1997, and signed by Mr Nick Cernotta - Registered Manager, Bullabulling Gold Mine and retained on Department of Minerals and Energy File No. 2138/97; and • Letter dated 28 May 1997 titled “Phoenix Waste Dump Construction”, signed by Mr Nick Cernotta - Registered Manager and retained on Department of Minerals and Energy File No. 2138/97. • “Notice of Intent - Bullabulling - Phoenix” dated August 2002 and prepared by Ron Heeks, manager BBJV, (NOI 4105) and retained on Department of Industry and Resources File No. 5365/02. • “Notice of Intent - Addendum to Operations, Phoenix Pit Heap Leach” dated 25 October 2002 (NOI 4186) and signed by Mr Ron Heeks, Manager Bullabulling JV and retained on Department of Industry and Resources File No. 5365/02. • “Notice of Intent - Low Impact Mining Operation - Bulk Sampling, Costeaining and Drilling on M15/282, M15/503 and M15/554” dated 2 November 2003 (NOI 4428) and signed by Mr Derek Foster and retained on Department of Industry and Resources File No. 5365/02. • “Notice of Intent - Low Impact Mining Operation - Bulk Sampling on Mining Leases 15/503,15/282, 15/1414 and 15/554” dated 18 January 2005 and signed by Derek Foster (NOI 4911) and retained on Department of Industry and Resources File No. E0275/200401; • “Mining roosal Bullabulling Joint Venture M15/503, M15/554, M15/282, M15/1414” (Reg ID 20591) dated 14 October 2008 signed by Derek Foster and retained on Department of Mines and Petroleum File No. E0183/200401 Where a difference exists between the above documents and certain conditions, then those certain conditions shall prevail

27.	The nominal rated throughout of the premises constructed on this lease is 1.7 tonnes per annum of ore processed. Any significant increase (greater than 10%) above the nominal rated throughput not occurring until the written approval of the State Mining Engineer has been obtained.
28.	Waste retention facilities not being constructed upstream or within catchments of surface impoundments used for human, stock or irrigation water supply purposes.
29.	The lessee submitting a closure plan detailing all aspects of closure with time frames to the State Mining Engineer for his assessment and written approval within 12 months of the imposition of this condition.
30.	The complete excision of any portion encroaching on Mining Leases 15/193 and 15/197.
31.	The construction and operation of the project and measures to protect the environment being carried out generally in accordance with the documents titled: <ul style="list-style-type: none"> • “Gibraltar Mine Redevelopment” dated 18 May 1995 and retained on Department of Minerals and Energy File No. 1073/87. • “Notice of Intent- Removal of Heap Leach Dump on Mining Leases M 15/529 and 15/483 (Gibraltar)” dated 16 June 1995 and retained on Department of Minerals and Energy File No. 2174/94 Where a difference exists between the above documents and certain conditions, then those certain conditions shall prevail.
32.	The lessee submitting to the State Mining Engineer in August of each year, a brief report outlining the project operations, minesite environmental management and rehabilitation work undertaken in the previous 12 months and the proposed operations, environmental management plans and rehabilitation programs for the next 12 months.
33.	The land the subject of this lease does not include land the subject of Gold Mining Lease 15/7075, Mining Lease 15/490 and Prospecting Licence 15/1481
34.	The construction and operation of the project and measures to protect the environment being carried out in accordance with the documents titled: <ul style="list-style-type: none"> • “Central Kalgoorlie Gold Mines NL Bullabulling Project, Notice of Intent” dated 13 April 1988 and retained on Mines Department File 529/88; • “Notice of Intent Bullabulling Gold Project Vol 1 - 3” February 1995 and “Letter from Samantha Gold NL containing further information dated 10 April 1995” and retained on Department of Minerals and Energy File No 2070/95; • “Notice of Intent Addendum - Phoenix Pit and associated Waste Dump” dated 19 March 1997, and signed by Mr Nick Cernotta - Registered Manager, Bullabulling Gold Mine and retained on Department of Minerals and Energy File No. 2138/97; and • Letter dated 28 May 1997 titled “Phoenix Waste Dump Construction”, signed by Mr Nick Cernotta - Registered Manager, and retained on Department of Minerals and Energy File No. 2138/97. • “Notice of Intent - Bullabulling - Phoenix” dated August 2002 and prepared by Ron Heeks, manager BBJV, (NOI 4105) and retained on Department of Industry and Resources File No. 5365/02. • “Notice of Intent - Addendum to Operations, Phoenix Pit Heap Leach” dated 25 October 2002 (NOI 4186) and signed by Mr Ron Heeks, Manager Bullabulling JV, and retained on Department of Industry and Resources File No. 5365/02. • “Notice of Intent - Low Impact Mining Operation - Bulk Sampling, Costeaning and Drilling on M15/282, M15/503 and M15/554” dated 2 November 2003 (NOI 4428) and signed by Mr Derek Foster and retained on Department of Industry and Resources File No. 5365/02. • “Notice of Intent - Low Impact mining Operation - Bulk Sampling on Mining Leases 15/503, 15/282, 15/1414 and 15/554” dated 18 January 2005 and signed by Derek Foster (NOI 4911) and retained on Department of Industry and Resources File No. E0275/200401. • “Amendment to NOI 4911” dated 9 August 2005 and signed by Derek Foster, Regional Manager & Project Manager, and “Amendment to NOI 4911” dated 8 September 2005 and signed by Derek Foster, Regional Manager & Project Manager (NOI 5080) and retained on Department of Industry and Resources File No. E0275/200401; • “Mining Proposal Bullabulling Joint Venture M15/503, M15/554, M15/282, M15/1414” (Reg ID 20591) dated 14 October 2008 signed by Derek Foster and retained on Department of Mines and Petroleum File No. E0183/200401; • “Programme of Work on M15/282, M15/503, M15/554, 15/1414 for Auzex Resources Limited (Reg. ID: 30189) dated 9 March 2011 signed by Michelle Stokes and retained on Department of Mines and Petroleum file No. EARS-POW-30189. Where a difference exists between the above documents and certain conditions, then those certain conditions shall prevail.
35.	Any fauna deaths associated with the plant and heap leach operation being immediately notified to the District Mining Engineer.
36.	Mining on a strip of land 20 metres wide with any pipeline as the centreline being confined to below a depth of 31 metres from the natural surface and no mining material being deposited upon such strip and the rights of ingress to and egress from the facility being at all times preserved to the owners thereof.
37.	No interference with the transmission line the installations in connection therewith, and the rights of ingress to and egress from the facility being at all times preserved to the owners thereof.

38.	The rights of ingress to and egress from Miscellaneous Licence 15/65 being at all times preserved to the licensee and no interference with the purpose or installations connected to the licence.
39.	The nominal rated throughput of the premises constructed on this lease is 1,500,000 tonnes per annum of ore processed. Any significant increase (greater than 10%) above the nominal rated throughput not occurring until the written approval of the State Mining Engineer has been obtained.
40.	Upon discontinuation of use, or abandonment the lessee to flush each leach pad, if necessary, with a suitable oxidising agent, such that subsequent testing confirms the absence of free cyanide within the heap leach deposit.
41.	At the completion of the operations the open pit is to be surrounded by an abandonment bund of competent rock, to the satisfaction of the Regional Mining Engineer.
42.	The lessee submitting to the State Mining Engineer a brief report within eight months of completion of the proposed operations detailing the progress of the environmental management plans and rehabilitation programs. Subsequent reports should then be at twelve month intervals.
43.	Mining on a strip of land 20 metres wide with any water main as the centreline being confined to below a depth of 31 metres from the natural surface and no mining material being deposited upon such strip.
44.	<p>The construction and operation of the project and measures to protect the environment being carried out generally in accordance with the documents titled:</p> <ul style="list-style-type: none"> • “Notice of Intent Addendum - Waste Dump” dated 15 July 1996 and retained on Department of Minerals and Energy File No. 2097/96; • “Letter of Intent - Proposed New Haul Road - M15/282 and M15/554, dated 30 December 1996 signed by Mr Simon Ridley and retained on Department of Minerals and Energy File No. 2097/96; • “Letter containing additional information” dated 3 January 1997, signed by Mr Simon Ridley and retained on Department of Minerals and Energy File No. 2097/96; and • “Addendum Letter of Intent - Proposed Height Increase Bacchus East Waste Dump” dated 11 February 1997, signed by Mr Peter Williams - Resident Manager, Bullabulling Gold Mine and retained on Department of Minerals and Energy File No. 2097/96. • “Notice of Intent - Addendum to Operations, Phoenix Pit Heap Leach” dated 25 October 2002 (NOI 4186) and signed by Mr Ron Heeks, Manager Bullabulling JV and retained on Department of Industry and Resources File No. 5365/02. • “Notice of Intent - Low Impact Mining Operation - Bulk Sampling, Costeaming and Drilling on M15/282, M15/503 and M15/554” dated 2 November 2003 (NOI 4428) and signed by Mr Derek Foster and retained on Department of Industry and Resources File No. 5365/02. • “Notice of Intent - Low Impact Mining Operation - Bulk Sampling on Mining Leases 15/503, 15/282, 15/1414 and 15/554” dated 18 January 2005 and signed by Derek Foster (NOI 4911) and retained on Department of Industry and Resources File No. E0275/200401; • “Mining Proposal Bullabulling Joint Venture M15/503, M15/554, M15/282, M15/1414” (Reg ID 20591) dated 14 October 2008 signed by Derek Foster and retained on Department of Mines and Petroleum File No. E0183/200401. <p>Where a difference exists between the above document(s) and certain conditions, then those certain conditions shall prevail.</p>
45.	<p>The construction and operation of the project and measures to protect the environment being carried out generally in accordance with the document titled:</p> <ul style="list-style-type: none"> • “Programme of Work on M15/282, M15/503, M15/554, 15/1414 for Auzex Resources Limited (Reg. ID: 30189) dated 9 March 2011 signed by Michelle Stokes and retained on Department of Mines and Petroleum file No. EARS-POW-30189.
46.	The rights of ingress to and egress from Miscellaneous Licence 15/218 being at all times preserved to the licensee and no interference with the purpose or installations connected to the licence.
47.	The grant of this licence not inferring automatic approval to mine or the subsequent grant of a mining lease in accordance with Section 75 of the Mining Act.
48.	The rights of ingress to and egress from Miscellaneous Licence 15/179 being at all times preserved to the licensee and no interference with the purpose or installations connected to the licence.
49.	The grant of this Licence does not include land the subject of Mining Lease 15/483 and Prospecting Licence 15/4847.
50.	The grant of this Licence does not include land the subject of Mining Lease 15/1473.
51.	No mining within 30 metres of either side and to a depth of 15 metres of the Rail Corridor Land Perth Kalgoorlie Railway as shown in TENGRAPH without the prior written approval of the Minister responsible for the Mining Act 1978.
52.	No surface excavation approaching closer to the boundary of the Safety Zone established by Condition (7) hereof than a distance equal to three times the depth of the excavation without the prior written approval of the State Mining Engineer, DMP.

53.	Mining below 15 metres from the natural surface of the land in the Safety Zone established in Condition (7) hereof being approved by the State Mining Engineer, DMP in consultation with the operator of the railway on corridor land.
54.	No interference with the drainage pattern, and no parking, storage or movement of equipment or vehicles used in the course of mining within the Safety Zone established by Condition (7) hereof without the prior approval of the operator of the railway on corridor land.
55.	The Licensee not excavating, drilling, installing, erecting, depositing or permitting to be excavated, drilled, installed, erected or deposited within the Safety Zone established in Condition (7) hereof, any pit, well, pavement, foundation, building, or other structure or installation, or material of any nature whatsoever without the prior written consent of the State Mining Engineer, DMP.
56.	No explosives being used or stored within one hundred and fifty (150) metres of the rail corridor land without the prior written consent of the Director, Dangerous Goods Safety Branch, DMP.
57.	The grant of this Licence does not include land the subject of Prospecting Licence 15/5381.
58.	No activities being carried out within the proposed railway corridor (designated FNA 7740) that interfere with or restrict any rail route investigation activities being undertaken by the rail line proponent.
59.	No mining on a strip of land 60 metres wide with the Perth-Kalgoorlie Railway Line as the centreline and no materials being deposited or machinery or buildings being erected on such strip of land.
60.	No interference with Geodetic Survey Stations SSM-Boorabbin 7T & SSM-Boorabbin 7 and mining within 15 metres thereof being confined to below a depth of 15 metres from the natural surface.
61.	No interference with the transmission line or the installations in connection therewith, and the rights of ingress to and egress from the facility being at all times preserved to the owners thereof.
62.	The rights of ingress to and egress from Miscellaneous Licences 15/157, 15/158 and 15/206 being at all times preserved to the licensee/s and no interference with the purpose or installations connected to these licences.
63.	The rights of ingress to and egress from Miscellaneous Licence 15/219 being at all times preserved to the licensee and no interference with the purpose or installations connected to the licence.
64.	The rights of ingress to and egress from Miscellaneous Licence 15/258 being at all times preserved to the licensee and no interference with the purpose or installations connected to the licence.

Tengraph Interests

	Land Type	Description
65.	CROWN RESERVE	<p>Under section 41 of the Land Administration Act 1997 the Minister may set aside Crown lands by Ministerial Order in the public interest. Every such reservation has its description and designated purpose registered on a Crown Land Title (CLT) and is depicted on an authenticated map held by Landgate.</p> <p>Reservation action is normally initiated by the Department for Planning and Infrastructure following community or Government request, land planning decisions, or as a result of the subdivision of land.</p> <p>The Land Act 1933 provided for State reserves to be classified as Class A, B or C. There is no provision in the LAA to create new Class B reserves and there is no longer reference to Class C reserves. Class A affords the greatest degree of protection for reserved lands, requiring approval of Parliament to amend the reserve's purpose or area, or to cancel the reservation. The A classification is used solely to protect areas of high conservation or high community value. Class B reserves continue, but are no longer created under the LAA. The Minister for Lands may deal with Class B reserved lands as normal reserves, provided that, should the reservation be cancelled, a special report is made to both Houses of Parliament within 14 days from the cancellation or within 14 days after the commencement of the next session.</p> <p>Once created, a reserve is usually placed under the care, control and management of a State government department, local government or incorporated community group by way of a Management Order registered against the relevant CLT. A Management Order under the LAA does not convey ownership of the land – only as much control as is essential for the land's management.</p> <p>Examples include (purpose):</p> <ul style="list-style-type: none"> • Common • Railway Station Yard

	Land Type	Description
66.	FILE NOTATION AREA	<p>File Notation Areas are:</p> <ul style="list-style-type: none"> • an indication of areas where Government has proposed some change of land tenure that is being considered or endorsed by DMP for possible implementation; and/or • areas of some sensitivity to activities by the mineral resource industry that warrants the application of specific tenement conditions. <p>FNA/7848:</p> <ul style="list-style-type: none"> • Grant of Mining Lease on Kangaroo Hills Timber Res to exclude raw materials Inc SandP134 • Managed by DMP. <p>FNA/7740:</p> <ul style="list-style-type: none"> • Proposed railway reserve between Southern Cross and Coolgardie • Managed by Department for Planning and Infrastructure; Reference 02419, Job 070518 <p>Managed by DMP.</p>
67.	MINERALISATION ZONE	Areas in which applications of Exploration Licences are restricted to a maximum of 70 blocks.
68.	NATIONAL HERITAGE LIST	<p>The National Heritage List has been established to list places of outstanding heritage significance to Australia. It includes natural, historic and Indigenous places that are of outstanding national heritage value to the Australian nation.</p> <p>Anyone can nominate a place with outstanding heritage values for inclusion on the National Heritage List. The Australian Heritage Council assesses the values of nominated places against set criteria and makes recommendations to the Minister for the Department of the Environment, Water, Heritage and the Arts (the Minister) about listing. The final decision on listing is made by the Minister.</p> <p>Listed places are protected by Australian Government laws and special agreements with state and territory governments and with Indigenous and private owners. Places on the list are protected under the Environment Protection and Biodiversity Conservation Act 1999 (EPBC Act), which requires that approval be obtained before any action takes place that could have a significant impact on the national heritage values of a listed place.</p> <p>NHL 106007: Goldfields Water Supply Scheme</p>
69.	PROPOSED STATE FOREST	<p>Regional Management Plan</p> <p>State Forest: Considered a multi-use area including uses such as timber harvesting, wildflower collecting etc.</p> <p>Referenced by Section 5(1)(a) of the CALM Act, 1984. Defined as being those lands that are reserved under Section 20 of the Forest Act (1918) or reserved under the CALM Act for the purposes of State Forest. State Forest can include any area which is either a timber reserve or forest block.</p> <p>Due to an historic land tenure decision, few of these lands appear in the Crown Reserve Register. Consequently, DEC will have to be approached for attribute data. Approximately 17 reserves exist in the Crown Reserve Register with a purpose of State Forest. Of these: vesting information is given for two and they are both vested in the Minister for Mines. As suggested by the CALM Act and confirmed by investigation of the Crown Reserve Register, DEC does not reserve State Forests under the Land Administration Act. They are therefore assumed by DMP and Landgate to be just Land Administration Act Reserves. They are to be assigned by Landgate to "Other" Reserves created under the Land Administration Act (1997).</p>

	Land Type	Description
70.	RAIL CORRIDOR LAND	<p>Rail Corridor Land - Under section 34 of the Rail Freight System Act 2000, the Minister for Planning and Infrastructure may designate government railway land as corridor land by order notice published in the Gazette. The Minister may dispose of corridor land to a company that provides and maintains facilities for the operation of railways. The interest in land that is disposed of cannot be any greater than a leasehold interest. The corridor land is currently leased to WestNet Narrow Gauge Pty Ltd and WestNet Standard Gauge Pty Ltd, (both of which are subsidiaries of the Australian Railroad Group- ARG), under the Rail Freight Corridor Land Use Agreement (Standard Gauge) and Railway Infrastructure Lease. WestNet Rail, a subsidiary of Queensland Rail, undertakes the management of the rail infrastructure and corridor land on behalf of the Lessees.</p> <p>Construction is not permitted on corridor land without the written agreement of the Minister of Planning and Infrastructure unless regulations state that agreement is not required. Regulations are currently being drafted to permit limited construction on corridor land without the written consent of the Minister of Planning and Infrastructure. Corridor land may not be used in a way that is inconsistent with rights conferred by the Minister of Planning and Infrastructure.</p> <p>The Public Transport Authority of WA manages corridor land on behalf of the Minister of Planning and Infrastructure.</p>
71.	SECTION 57(4)	Defined under Section 57(4) of the Mining Act 1978 as being those lands that, due to the intensity of mining activity, are exempt from being the subject of an Exploration License.
72.	TIMBER RESERVE	<p>Considered a multi-use area including uses such as timber harvesting, wildflower collecting etc.</p> <p>Referenced by Section 5(1)(b) of the CALM Act, 1984. Defined as being those lands that were reserved under Section 25 of the Forest Act (1918), or which have been reserved under the CALM Act for the purpose of a Timber Reserve. They are identified in TENGRAPH® with a unique number over 25.</p> <p>Approximately 400 reserves exist in the Crown Reserve Register with a purpose of TIMBER or TIMBER and CONSERVATION. Of these, vesting information is available for about 12 reserves and it indicates that 5 reserves are vested in the Forest Products Commission. This vesting presents an ambiguity because the CALM Act does not suggest that the State Forests are reserved under the Land Act.</p>

PART II

MATERIAL CONTRACT SUMMARIES

Bullabulling Joint Venture Agreement

GGG and Auzex are parties to a joint venture agreement that establishes and governs the Bullabulling Joint Venture (Bullabulling Joint Venture Agreement). This agreement is generally on standard terms for an agreement of this sort. The following is a summary of the material terms:

- (a) **(Joint Venture Committee):** GGG and Auzex have established a joint venture committee under which each has votes reflecting its joint venture interest, with decisions being by simple majority (except for certain super majority decisions). While GGG and Auzex each hold a 50% joint venture interest, all decisions will need to be unanimous.
- (b) **(Program and Budget):** The Joint Venture Committee must review and consider 6 monthly programs and budgets. The Joint Venturers must fund a program and budget that ensures the Tenements are kept in good standing.
- (c) **(Election to Dilute):** Each party may elect not to contribute to a 6 monthly program and budget in which case the party will be diluted.
- (d) **(Funding Default):** Where a party defaults in payments due under the agreement, and the other party elects to contribute the shortfall, the defaulting party will be diluted and may be bought out at fair market value by the non defaulting party.
- (e) **(Development):** GGG and Auzex have agreed to negotiate in good faith to enter into a replacement joint venture agreement to cover any development of the Bullabulling Project.
- (f) **(Change of Control):** If any third party acquires a relevant interest in 30% or more of the issued capital of either party (**Change of Control Party**), then the other party to the Joint Venture Agreement (**Acquiring Party**) will be entitled to increase its interest in the Bullabulling Project to 80% through the expenditure of \$2 million to develop the Bullabulling Project (with the Change of Control Party free carried during that period), provided that:
 - (i) the Acquiring Party has an interest in the Joint Venture Agreement of at least 50% and has not defaulted under the Joint Venture Agreement;
 - (ii) the Acquiring Party gives the Change of Control Party written notice electing to increase its interest within 30 days of becoming aware of the change of control; and
 - (iii) the \$2 million expenditure is made within two years of the change of control event.
- (g) **(Transfer Pre-emptive Rights):** Before a party can accept a bona fide cash offer from a third party for the whole of its interest in the Bullabulling Joint Venture (other than from a related party), it must give notice of the offer to the other party to the Joint Venture Agreement and the other party has 30 Business Days to accept the offer on the same terms.
- (h) **(Insolvency Event):** If there occurs an Insolvency Event in respect of a party or of a holding company of a party that party is deemed to have offered to transfer the whole of its Joint Venture interest to the other party for the fair market value.
- (i) **(Less than 10% interest):** If the interest of any party in the Bullabulling Joint Venture is less than 10% for any reason, then that party must immediately offer to transfer the whole of its interest to the other party to the agreement for the fair market value of the interest as at the date that the interest became less than 10%.
- (j) **(Default):** From the date upon which any of the events of default as defined in the agreement below occur, the party that defaults shall be deemed to have made an offer to the non-defaulting party to sell all of their interest in the Bullabulling Project at fair market value.
- (k) **(Dispute Resolution):** The procedure for dealing with any dispute that arises under the Joint Venture Agreement is:
 - (i) first, within 10 Business Days after a party receives notification about the dispute, a senior representative of each disputing party must meet and use reasonable endeavours acting in good faith to resolve the dispute by joint discussions;
 - (ii) second, the disputing parties will choose and appointed an independent expert (other than for dispute as to value, where an independent valuer must be appointed) who must make a determination or finding on the issues in dispute as soon as practicable and in any event within 20 Business Days of appointment, or such longer period as may be agreed between the disputing parties.

Under the dispute resolution procedure in the Joint Venture Agreement, no party may commence Court proceedings in relation to a dispute until it has exhausted the procedures above, unless the party seeks appropriate injunctive or other interlocutory relief to preserve property or rights or to avoid losses that are not compensable in damages.

Gekogold Option Agreement

GGG and Auzex are parties to an option agreement with Gekogold Pty Ltd (ACN 141 862 213) (Gekogold) whereby the Companies (or their nominee) may purchase M15/621, being the Geko Gold Project, located approximately 17 kilometres north of the Bullabulling Gold Project near Coolgardie in the Eastern Goldfields of Western Australia (Option) (Option Agreement). The Option Agreement is generally on standard terms for an agreement of this sort. The following is a summary of the material terms:

- (a) **(Option Fee):** the Companies paid \$200,000 to be granted the Option.
- (b) **(Option Expiry):** the Option must be exercised on or before 29 June 2012. If the Option has not been exercised by this date, the Option will lapse.
- (c) **(Due Diligence Investigations):** Gekogold must co-operate with the Companies to enable the Companies to carry out due diligence investigations.
- (d) **(Conditions Precedent to Exercise):** prior to the exercise of the Option being effective, the following conditions precedent must be satisfied:
 - (i) approval of the Minister under the Mining Act 1978 (WA) to the transfer of M15/621 to the satisfaction of the Companies;
 - (ii) grant of all required third party consents; and
 - (iii) except where in the name of Gekogold, the Companies agreeing to the novation or assignment of any documents relevant to M15/621 to the Companies, with Gekogold endeavouring to ensure that the conditions precedent are satisfied on or before that date which is 6 months from the execution of the sale and purchase agreement contained in Schedule 1 of the Option Agreement.
- (e) **(Exercise Payment):** the Option may be exercised by making payment to Gekogold of \$3 million, composed of:
 - (i) \$500,000 cash payable by BBG if proposed merger between Auzex and BBG has been completed or in equal proportions by GGG and Auzex if the Merger has not been completed; and
 - (ii) if the merger has:
 - (A) been completed, BBG may, at its election, pay the remaining \$2.5 million in cash or BBG Shares based on the average share price over the last 5 days on which trades of those shares were recorded on ASX immediately prior to the date of exercise of the Option (VWAP); or
 - (B) not been completed, each of Auzex and GGG must, at their individual election, pay either:
 - (I) \$1.25 million in cash; or
 - (II) issue Auzex or GGG shares, as appropriate, to the value of \$1.25 million based on a 5 day VWAP immediately prior to the exercise of the Option.
- (f) **(Production Royalty):** a production royalty of \$10 per ounce for all gold sold from the tenement will be payable if the option is exercised.

PART III

SUMMARY OF NATIVE TITLE CLAIMS, NATIVE TITLE DETERMINATIONS, ILUAS, HERITAGE & COMPENSATION AGREEMENTS AND ABORIGINAL HERITAGE SITES

STATUS OF NATIVE TITLE CLAIMS AND NATIVE TITLE DETERMINATIONS

TRIBUNAL NUMBER	FEDERAL COURT NUMBER	APPLICATION NAME	REGISTERED	IN MEDIATION	STATUS
WC10/14	WAD301/10	Strickland/Nudding	Not Registered No	Active	

WC10/14– Strickland/Nudding claim applies to all tenements listed in Part I of the Schedule with the exception of the following:

TENEMENT	DETAILS
P15/4798	No overlaps
P15/4799	No overlaps
P15/4887	No overlaps
P15/5186	No overlaps
P15/5187	No overlaps
P15/5188	No overlaps
P15/5540	No overlaps
P15/5541	No overlaps
P15/5567	No data found
P15/5661	No data found
915/5662	No data found
P15/5663	No data found
P15/5664	No data found
P15/5669	No data found

ILUAS

A search of the online Register of Indigenous Land Use Agreements of the above Tribunal Number on 4 October 2011 returned no results.

ABORIGINAL HERITAGE SITES

TENEMENT	REGISTERED ABORIGINAL HERITAGE SITES
L15/218	Site No. W1755 (Site ID: 1419) Gibraltar Rockholes, Mythological (Water Source) Site No. W01756 (Site ID: 1420) Gibraltar Stone Arrangement, Mythological, Man-Made Structure
L15/222	Site No. W1755 (Site ID: 1419) Gibraltar Rockholes, Mythological (Water Source) Site No. W01756 (Site ID: 1420) Gibraltar Stone Arrangement, Mythological, Man-Made Structure
M15/483	Site No. W01756 (Site ID: 1420) Gibraltar Stone Arrangement, Mythological, Man-Made Structure
M15/503	Site No. W00377 (Site ID: 2836) Coolgardie, Artefacts/Scatter

PART VII

ADDITIONAL INFORMATION

1 Responsibility

- 1.1 The Directors, whose names appear on page 6 of this document, and the Company accept responsibility, both individually and collectively, for the information contained in this document. To the best of the knowledge of the Directors and the Company (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.
- 1.2 CSA Global Pty Limited accepts responsibility for its report set out in Part V of this document. To the best of the knowledge of CSA Global Pty Limited (who has taken all reasonable care to ensure that such is the case), the information contained in such report is in accordance with the facts and does not omit anything likely to affect the import of such information.
- 1.3 BDO Audit (WA) Pty Ltd accept responsibility for its accountants report on BBG set out in Part III — Section A of this document. To the best of the knowledge of BDO Audit (WA) Pty Ltd (who has taken all reasonable care to ensure that such is the case), the information contained in such report is in accordance with the facts and does not omit anything likely to affect the import of such information.

2 The Company

- 2.1 The Company was incorporated on 15 September 2011 in Western Australia under the Australian Corporations Act 2011 with registration number ACN 153 234 532 under the name Bullabulling Gold Limited.
- 2.2 The liability of the members of the Company is limited.
- 2.3 The registered office of the Company is 41 Stirling Highway, Nedlands, Perth, Western Australia. The principal place of business of the Company is 41 Stirling Highway, Nedlands, Perth, Western Australia.
- 2.4 At Admission the Company will have one wholly owned subsidiary, being GGG.
- 2.5 GGG has eight subsidiaries, details of which are set out below:

Name	Country of Incorporation	Principal activity	Percentage owned by the Company
CCG Copper Limited	British Virgin Islands	Exploration and Mining	100 per cent.
Nexon Asia Group Limited	British Virgin Islands	Exploration and Mining	100 per cent.
Central China Minerals Limited	British Virgin Islands	Exploration and Mining	100 per cent.
CCG Korea Limited	British Virgin Islands	Exploration and Mining	100 per cent.
GGG Mining Limited	British Virgin Islands	Exploration and Mining	100 per cent.
GGG Australia Pty Limited	Australia	Exploration and Mining	100 per cent.
Central China Goldfields Limited	England and Wales	Exploration and Mining	100 per cent.
BBG Management Pty Ltd	Australia	Exploration and Mining	50 per cent.

- 2.6 If the Australian Scheme is implemented, the Company will have an additional wholly owned subsidiary, the details of which are set out below:

Name	Share Capital	Country of Incorporation	Principal activity	Percentage owned by the Company
Auzex Resources Limited	140,468,565*	Australia	Exploration and Mining	100 per cent.

* Accurate as the date of this document.

Auzex does not have any wholly owned subsidiaries, but owns 50 per cent of BBG Management Pty Ltd.

3 Capital Structure

3.1 Shares

3.1.1 The capital history of the Company from the date of the Company's incorporation to the date of this document is as follows:

On incorporation the following share allotments were made:-

- One Ordinary Share of A\$1 issued to David McArthur;
- One Ordinary Share of A\$1 issued to Nigel Bruce Clark; and
- One Ordinary Share of A\$1 issued to Jeffrey Francis Anthony Malaihollo;

On 4 October 2011 David McArthur transferred his shareholding to Michael Short.

3.1.2 At Admission the Company will issue 170,680,295 New Ordinary Shares to the GGG Shareholders in accordance with the terms of the UK Scheme. The total number of Ordinary Shares in issue at Admission will be 170,680,298.

3.1.3 The terms of the New Ordinary Shares are summarised in Part VII paragraph II of this document.

3.1.4 There are no shares not representing share capital and there are no Ordinary Shares in the Company held by or on behalf of the Company or by any of the Subsidiary Undertakings

3.1.5 The Company's issued share capital at the date of this document is 3 Ordinary Shares:

3.1.6 There is no class of shares in issue other than Ordinary Shares.

3.1.7 No Ordinary Shares are issued other than as fully paid.

3.1.8 The Share Capital Reconciliation as required to be disclosed in accordance with the AIM Rules is as follows:

	As at incorporation	As at the date of the document
Issued Ordinary Shares	3	3

3.1.9 The Ordinary Shares have no par value.

3.1.10 The Company has no authorised share capital.

3.1.11 The Company's share capital consists of Ordinary Shares with equal voting rights (subject to the Constitution). No major Shareholder of the Company has different voting rights from the other Shareholders.

3.1.12 If the Company shall be wound up the Company's property shall on the winding up be applied in satisfaction of the Company's liabilities *pari passu* and, subject to that application, shall be distributed among the members according to their rights and interests in the Company.

3.2 Options

On Admission, the Company will have the following BBG Options on issue which were issued on the terms of the BBG Executive Option Plan summarised in paragraph 4 below.

- 500,000 unquoted options expiring 6 October 2014 (ex 7p options)
- 3,425,000 unquoted options expiring 23 April 2015 (ex 8p options)
- 1,150,000 unquoted options expiring 30 June 2015 (ex 10p options)
- 3,630,000 unquoted options expiring 23 November 2015 (ex 40p options)

The exercise price of the options will not be known until completion of the UK Scheme as it is subject to a concession rate using an average 30 day exchange rate ending on the date the UK Scheme takes effect.

3.3 Save as referred to in paragraphs 4 and 12 below of this Part VII no share or loan capital of the Company is under option or has been agreed, conditionally or unconditionally, to be put under option, and there are in issue no convertible securities.

4 BBG Executive Option Plan

4.1 The Board has adopted an executive option scheme to authorise the Company to issue share options to employees of the Company. No Options may be issued under the BBG Executive Option Plan after 30 June 2012. It is anticipated that the GGG Option Holders will be issued BBG Options on the terms of the BBG Executive Option Plan in replacement for their GGG Options.

- 4.2 The terms of the GGG Executive Option Plan are as follows:
- 4.3 *BBG Options Issue*
- 4.3.1 The directors of BBG may, in their absolute discretion, offer options to acquire Ordinary Shares (BBG Options) to eligible participants under the Plan. Each BBG Option will carry the right in favour of the BBG Optionholder to subscribe for the number of Ordinary Shares as set out on the BBG Option certificate.
- 4.3.2 An eligible participant is an employee (including executive and non-executive directors) or consultant of BBG or any of its subsidiary companies. No BBG Option shall be granted to a director of BBG without the approval of the remuneration committee of BBG (or such other committee comprising of a majority of non executive directors of BBG to which the BBG board delegates responsibility for operation of the Plan).
- 4.3.3 The BBG Options issued under the Plan are not transferable.
- 4.4 *Restrictions*
- 4.4.1 No BBG Option may be offered, granted or exercised at any time, and no Ordinary Shares may be issued under the Plan, when to do so would contravene the Corporations Act, the ASX Listing Rules or any other applicable law.
- 4.5 *Exercise Price*
- 4.5.1 The exercise price of the BBG Options to be issued under the Plan will be determined by the directors of BBG, but will be not less than the sum of -0.095.
- 4.6 *Exercise of BBG Options and Expiry Date*
- 4.6.1 A BBG Option may be exercised at any time after the date of grant, or such other relevant date specified at the time of grant, (or, if earlier, on certain specified events such as a take-over) but must not in any event be exercised later than the tenth anniversary of the date of grant of the BBG Option.
- 4.7 *Notice of Exercise*
- 4.7.1 A BBG Option may only be exercised by the BBG Optionholder delivering an option exercise notice to BBG specifying the number of Ordinary Shares to be exercised (this must be at least 10 per cent. of the Ordinary Shares over which the BBG Option subsists, or if less than 1000 Ordinary Shares, or if the number of Ordinary Shares over which the BBG Option exists is less than 1000, the whole of such number) and accompanied by the exercise price for the Ordinary Shares specified in the option exercise notice.
- 4.8 *Restructure of Capital*
- 4.8.1 If at any time the capital of BBG is reorganised, the terms of the Ordinary Shares will be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.
- 4.8.2 In the event of a proposed demerger of BBG or any of its subsidiaries, BBG may give notice to BBG Optionholders that BBG Options may then be exercised, however no such notice will be given unless BBG's auditors confirm that BBG Optionholders' interests might be substantially prejudiced if they could not exercise their BBG Options prior to the demerger taking effect.
- 4.9 *Participation in Rights Issues and Bonus Issues:*
- 4.9.1 There are no participating rights or entitlements inherent in the BBG Options and BBG Optionholders will not be entitled to participate in new issues of capital offered to BBG Shareholders during the currency of the BBG Options.
- 4.9.2 BBG will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least six (6) Business Days after the issue is announced. This will give BBG Optionholders the opportunity to exercise their BBG Options prior to the date for determining entitlements to participate in any such issue.
- 4.9.3 If BBG makes a pro rata issue of securities (except a bonus issue) to the holders of Ordinary Shares (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the BBG Option exercise price shall be reduced according to the formula specified in the ASX Listing Rules.
- 4.9.4 In the event of a bonus issue of Ordinary Shares being made prorata to BBG Shareholders, (other than an issue in lieu of dividends), the number of Ordinary Shares issued on exercise of each BBG Option will include the number of bonus Ordinary Shares that would have been issued if the BBG Option had been exercised prior to the record date for the bonus issue. No adjustment will be made to the exercise price per Ordinary Share of the BBG Option.

4.10 Overall Limits on the Granting of BBG Options

4.10.1 The number of Ordinary Shares in respect of which BBG Options may be granted in accordance with the Plan on a given day in any year, when added to the number of Ordinary Shares in respect of which BBG Options have previously been granted in accordance with the Plan (and, if not exercised, have not then ceased to be exercisable) in that year and the nine preceding years, shall not exceed ten (10) per cent. of the issued share capital of BBG on that day.

4.11 Administration of the Plan

4.11.1 The board of BBG supervises the administration of the Plan and has discretion to amend the rules subject to specified limitations.

5. Directors

5.1 Other than their directorships of the Company and the Enlarged Group, the current directorships and partnerships of the Directors and directorships and partnerships held by them over the previous five years are as follows:

Director	Current Directorships/ Partnerships	Previous Directorships/ Partnerships
Dr. Peter Anthony Ruxton	Banro Corporation Inc Gentor Resources plc GGG Resources plc Platmin Limited Tembo Capital LLP	Actis LLP Copperbelt Minerals Ltd
Dr. Jeffrey Francis Anthony Malaihollo	BBG Management Pty Limited CCG Australia Pty Limited CCG Copper Limited CCG Korea Limited Central China Minerals Limited Central China Goldfields Limited Equator Gold Limited GGG Australia Pty Limited GGG Mining Limited GGG Resources plc Nexon Asia Group Limited	Chengdu Zhong Cheng Mining Technology Development Limited
David McArthur	Audacious Minerals Pty Limited Broadway Management Pty Limited GGG Resources plc Lodestar Minerals Limited	Dioro Exploration NL Xstate Resources Limited
Ciceron "Jun" Angeles	GGG Resources plc Medusa Mining Limited	Chengdu Zhong Cheng Mining Technology Development Limited
Michael John Short	Austin GBM Pty Limited GBM Limited GBM MEC Limited GBM Minerals Engineering Consultants Limited GBM Projects Limited GGG Resources plc RAC Ashford Limited	
Nigel Bruce Clark, OBE	BBG Management Pty Limited CCG Copper Limited CCG Korea Limited Central China Minerals Limited Central China Goldfields Limited GGG Australia Pty Limited GGG Mining Limited GGG Resources plc Nexon Asia Group Limited	Chengdu Zhong Cheng Mining Technology Development Limited Dragon Energy Limited
Paul McGroary	GGG Resources plc Silverdisc Limited	

- 5.2 The business address of each of the Directors is 41 Stirling Highway, Nedlands, Perth, Western Australia.
- 5.3 As at the date of this document, none of the Directors has:
- 5.3.1 any unspent convictions in relation to indictable offences; or
- 5.3.2 been declared bankrupt or made any individual voluntary arrangement; or
- 5.3.3 been a director of a company at the time of or within the twelve months preceding any receivership, compulsory liquidation, creditors' voluntary liquidation, administration, voluntary arrangement or any composition or arrangement with creditors generally or any class of creditors; or
- 5.3.4 been a partner or in a partnership at the time of or within the twelve months preceding the partnership being subject to a compulsory liquidation, administration or partnership voluntary arrangement; or
- 5.3.5 had any asset subject to receivership or been a partner of any partnership at the time of or within the twelve months preceding any asset of such partnership being subject to a receivership; or
- 5.3.6 been subject to any public criticism by statutory or regulatory authorities (including recognised professional bodies), nor disqualified by a court from acting as a director of a company or from acting in the management or conduct of the affairs of any company.

6 Directors' and Other Interests

- 6.1 The interests of the Directors (all of which are beneficial, unless otherwise stated), and (so far as is known to the Directors, or could with reasonable diligence be ascertained by them) the interests of persons connected with the Directors, in the Ordinary Share capital of the Company as at 16 February 2012 (being the latest practicable date prior to publication of this document) and as at Admission will be as follows:

	As at 16 February 2012		As at Admission	
	Number of Ordinary Shares	Percentage of issued Ordinary Share Capital	Number of Ordinary Shares	Percentage of Enlarged Share Capital*
Dr. Peter Anthony Ruxton			1,283,668	0.75
Dr. Jeffrey Francis Anthony Malaihollo	1	33.33	1,726,799	1.01
Ciceron "Jun" Angeles			294,933	0.17
Michael John Short	1	33.33	1,383,333	0.81
Nigel Bruce Clark	1	33.33	2,138,617	1.25
Paul McGroary			4,810,312*	2.82

1,620,312 of Paul McGroary's GGG Shares are held, and 1,620,312 of Paul McGroary's New BBG Shares will be held, through Marshall Lake Mining Plc, a company of which Paul McGroary is a majority shareholder and Chairman

- 6.2 Save as disclosed above, the Directors are not aware of any interests in the share capital of BBG held by persons connected with them.
- 6.3 The Directors are not required to hold any Ordinary Shares under the Company's Constitution.
- 6.4 As at Admission the Directors will hold the following BBG options to subscribe for BBG Ordinary Shares granted pursuant to the UK Scheme, the BBG Option Exchange Arrangements and the BBG Executive Option Plan:

	Number of Ordinary Shares under option	Expiry Date
Dr. Peter Anthony Ruxton	250,000	06/10/2014
	500,000	23/04/2015
	500,000	30/06/2015
	925,000	23/11/2015
Dr. Jeffrey Francis Anthony Malaihollo	1,000,000	23/04/2015
	530,000	23/11/2015
David McArthur	375,000	23/11/2015
Ciceron "Jun" Angeles	250,000	06/10/2014
	550,000	23/04/2015
	100,000	23/11/2015
Michael John Short	650,000	30/06/2015
	800,000	23/11/2015
Nigel Bruce Clark	600,000	23/04/2015
	100,000	23/11/2015
Paul McGroary	600,000	23/04/2015
	650,000	23/11/2015

The exercise price of the options will not be known until completion of the UK Scheme as it is subject to a conversion rate using an average 30 day exchange rate eding on the day the UK Scheme takes effect.

- 6.5 Other than as set out below, the Company is not aware of any person, other than the Directors and their immediate families, who as at 16 February 2012 (being the latest practicable date prior to publication of this document) and immediately following Admission will, directly or indirectly, be interested in 3 per cent. or more of the voting rights of the Company or who, directly or indirectly, jointly or severally exercise or could exercise control over the Company, or whose interest is notifiable under the Disclosure Rules or otherwise in Australia:

Over 3 per cent. shareholders

Shareholder Name	Number of Ordinary Shares	Percentage of Enlarged Share Capital
Baker Steel Managed Funds	20,234,574	11.86%
Blackrock	9,963,829	5.84%
City Natural Resources High Yield Fund (CQS) Plc	7,933,510	4.65%
Auzex Exploration Limited	7,022,472	3.52%
Phoenix Gold Fund	6,000,000	3.52%
Henderson Global	5,127,660	3.00%

- 6.6 Other than the protections afforded to shareholders in the Company under Australian takeover law and under the Corporations Act (details of which are set out in Part I of this document) there are no controls in place to ensure that any shareholder having a controlling interest in the Company does not abuse that interest.

6.6.1 *Takeover Regulation and Compulsory Acquisition*

General Scheme of Takeover Regulation

Chapter 6 of the Australian Corporations Act applies to the Company. Chapter 6 seeks to regulate takeovers by imposing a blanket prohibition on acquisitions beyond a 20 per cent. threshold, unless certain gateways and exemptions are used.

Section 606 of the Corporations Act prohibits a person acquiring a relevant interest in the issued voting shares of a company if, because of the acquisition, that person's or another person's voting power in the company increases from:

- 20 per cent. or below to more than 20 per cent.; or
- a starting point that is above 20 per cent. and below 90 per cent..

The voting power of a person in a company is determined by reference to section 610 Corporations Act. A person's voting power in a company is the total of the votes attaching to the shares in the company in which that person and that person's associates (within the meaning of the Corporations Act) have a relevant interest.

The principal means of lawfully exceeding the 20 per cent. threshold are:

- (a) by making offers under an off-market bid;
- (b) by making offers under a market bid;
- (c) by acquiring not more than 3 per cent. of the voting shares of the target company in any period of six months; and
- (d) by making the acquisition after shareholder approval.

6.6.2 *Compulsory acquisition of bid class securities*

Part 6A.1 of the Corporations Act establishes a procedure whereby, after making a takeover bid, a bidder may proceed to compulsorily acquire the outstanding minority shareholdings of bid class securities (i.e. ordinary shares in a company).

Section 661A of the Corporations Act provides that a bidder under a takeover bid may compulsorily acquire any securities in the bid class if:

- (a) the bid is an off-market bid or a market bid to acquire all securities in the bid class; and
- (b) during, or at the end of, the offer period the bidder and its associates have:
 - (i) relevant interests in at least 90 per cent. (by number) of the securities in the bid class; and
 - (ii) acquired at least 75 per cent. (by number) of the securities that the bidder offered to acquire under the bid (whether under the bid or not).

Where the provisions apply, the bidder must proceed with compulsory acquisition for all securities in the bid class that were issued before the end of the offer period and in which the bidder does not have a relevant interest: Section 661A(4)(a). The terms of the compulsory acquisition will be those that apply to the acquisition of securities under the bid. The bidder must dispatch compulsory acquisition notices within one month of the end of the offer period.

6.6.3 *Protection for Minority Shareholders*

The Australian laws also provide protection for minority shareholders. The compulsory buy-out rules in Division 2 of Part 6A.1 provide rights to minority security holders to compel majority holders ("90 per cent. holders") to offer to buy out the holdings of the minority holders following a takeover. Where the provisions apply, the bidder must make its offer by preparing a notice in a prescribed form within one month after the end of, the offer period.

A holder who wishes to be bought out must give written notice to the bidder within one month: Section 662C(1). By giving notice a contract is formed between the holder and the bidder for the sale of those securities on the terms that applied under the takeover immediately before the end of the offer period or, if the holder and the bidder agree on other terms, those terms.

Unlike a compulsory acquisition, minority holders are not obligated to accept the offers to be bought out under a compulsory buy-out notice.

- 6.7 Neither the Directors, the Company are aware of any arrangements in place which may result in a change in control of the Company.
- 6.8 Save as disclosed in this document, none of the Directors has any interest, beneficial or non-beneficial, in the share or loan capital of the Company.
- 6.9 Save as disclosed in this document, no Director has any interest, direct or indirect, in any assets which have been or are proposed to be acquired or disposed of by, or leased to, the Group and no contract or arrangement exists in which any Director is materially interested and which is significant in relation to the business of the Group.
- 6.10 There are no outstanding loans granted by the Company to any Director, nor are there any guarantees provided by the Company for their benefit.
- 6.11 No Director or any member of a Director's family has a related financial product referenced to the Ordinary Shares.

7. Directors' Service Contracts and Letters of Appointment

7.1 *BBG Contractual Arrangements*

7.1.1 **Letter of Appointment – Peter Ruxton (Non-Executive Chairman)**

Under the terms of the letter of appointment, Mr Ruxton's appointment as non-executive chairman shall commence on the date that the BBG Board confirms his appointment and will continue until the first annual general meeting of the Company at which time the Mr Ruxton will resign and seek re-election as required by the Company's Constitution.

Mr Ruxton has made it known that he intends to resign from his position as non-executive chairman and director of the Company and GGG upon the appointment of an independent non-executive chairman and completion of the Australian Scheme.

Mr Ruxton will be required to attend 12 scheduled board meetings, general meetings of the Company and board committee meetings. In addition, Mr Ruxton will be required to undertake site visits, as appropriate. Mr Ruxton will be paid a sum of A\$75,000 per annum commencing on the completion of the UK Scheme, plus \$5,000 per annum for each Board committee that he chairs. Mr Ruxton will also have the right to be paid additional fees for additional work and reimbursed for reasonable expenses properly incurred as a result of his role as non-executive chairman.

Mr Ruxton will cease to be paid non-executive Chairman fees by GGG upon completion of the UK Scheme. The terms of Mr Ruxton's appointment as Chairman of GGG are summarised further below.

7.1.2 **Executive Services Agreement – Jeff Malaihollo (Managing Director)**

On 3 February 2012, Jeff Malaihollo entered into an executive services agreement with the Company pursuant to which he would act as Managing Director of the Company from the date of completion of the UK Scheme until his services are validly terminated. Mr Malaihollo will be paid A\$120,000 per annum for acting as Managing Director of the Company as well as all reasonable expenses incurred in performing his duties as Managing Director. Mr Malaihollo will be required to comply with all reasonable directions of the Board of Directors of the Company in providing his services to the Company. Either party may terminate the agreement without cause by providing 3 months' written notice or payment in lieu of such notice.

It is the Company's intention to terminate Mr Malaihollo's executive services agreement upon the Australian Scheme taking effect and a new independent managing director being appointed. However, BBG intends to retain Mr Malaihollo as a non executive director (NED) on the same terms as the Company's other NEDs.

Mr Malaihollo and GGG have agreed, by letter agreement dated 3 February 2012, that upon his appointment as Managing Director of BBG, his appointment as managing director of GGG (the terms of which are summarised further below), will terminate and a termination payment for loss of office will be made.

7.1.3 **Technical Director - Ciceron Angeles**

BBG has appointed Mr Ciceron "Jun" Angeles as Technical Director of BBG by agreement dated 4 January 2012 upon the same terms as his existing appointment as Technical Director of GGG (as summarised in paragraph 7.5.3 below), other than as to his fees, which are the same as the fees paid to BBG non-executive directors.

However, the Company intends to terminate Mr Angeles' contract with the Company upon the completion of the Australian Scheme.

7.1.4 **Letters of Appointment – BBG Non-Executive Directors**

The Company has entered into the following letters of appointment with its existing non-executive directors (**NEDs**):

Director	Date of Execution
Michael Short	4 January 2012
Nigel Clark	15 September 2011
Paul McGroary	4 January 2012

The NEDs are appointed under identical letters of appointment, the substantial terms of which are summarised below.

Under the terms of the letter of appointment, the NEDs' appointment shall commence on the date that the BBG Board confirms their appointments and will continue until the first annual general meeting of the Company at which time the NEDs will resign and seek re-election as required by the Company's Constitution.

However, the NEDs have made it known that it is their intention to resign as directors of BBG upon completion of the Australian Scheme.

The NEDs will be required to attend 12 scheduled board meetings, general meetings of the Company and board committee meetings. In addition, the NEDs will be required to undertake site visits, as appropriate. The NEDs will be paid a sum of A\$50,000 per annum commencing on the completion of the UK Scheme plus \$5,000 per annum for any Board committee that they chair. The NEDs will also have the right to be paid additional fees for additional work and reimbursed for reasonable expenses properly incurred as a result of their roles as NEDs.

The NEDs will cease to be paid non-executive director fees by GGG upon completion of the UK Scheme. The terms of the NED's appointment with GGG are summarised further below.

The NEDs will also enter into deeds of indemnity, insurance and access with the Company in relation to their roles as NEDs.

7.1.5 Proposed NEDs on Merger being implemented

The Company also intends to appoint two nominees of Auzex as NEDs from the date the Australian Scheme takes effect on the same terms as its other NEDs. The nominees are not determined at the date of this document. It is anticipated that they will be appointed on equivalent terms to BBG's existing NEDs.

7.1.6 Executive Services Agreement – David McArthur (CFO/Company Secretary)

On 3 February 2012, the Company entered into an executive services agreement with David McArthur pursuant to which he would act as Company Secretary and Chief Financial Officer of the Company commencing on confirmation from the BBG Board and continuing until validly terminated. From the date the UK Scheme takes effect, Mr McArthur will be paid A\$96,250 per annum up until the Australian Scheme takes effect, at which time he will become entitled to be paid A\$165,000 per annum (plus superannuation). Either party may terminate the agreement by giving 12 months' prior notice. The Company may elect to pay Mr McArthur in lieu of the 12 month notice period.

Mr McArthur has agreed, by side letter with GGG Australia Pty Ltd (**GGG Australia**) dated 3 February 2012, that his engagement as an executive director of GGG Australia (as summarised further below), will terminate from the date the UK Scheme takes effect, with no termination payment due.

7.1.7 Services Agreement – Broadway Management (WA) Pty Ltd (Corporate Manager)

On 3 February 2012, the Company entered into a management agreement with Broadway Management (WA) Pty Ltd (**Broadway**) (a company of which David McArthur is a controlling shareholder and director) pursuant to which Broadway will provide registered offices and management, administrative, corporate compliance, accounting and secretarial services to the Company from the date of completion of the UK Scheme until validly terminated.

Under the agreement, Broadway must act in accordance with the directions of the board of the Company. Broadway will be paid A\$90,000 per annum up until the Australian Scheme takes effect, and A\$125,000 thereafter. The Company may terminate the agreement where Broadway or any of its directors or servants is found guilty of grave misconduct, an insolvency event occurs in relation to Broadway or Broadway is guilty of any gross default of any of the terms of the agreement. Broadway may terminate the agreement if the Company fails to make payment under the agreement, an insolvency event occurs in relation to the Company or the Company is guilty of any gross default of any of the terms of the agreement. Alternatively, either party may terminate the agreement without cause upon giving 6 months written notice to the other party.

Broadway has agreed, by side letter with GGG Australia Pty Ltd dated 3 February 2012, that its engagement as corporate manager of GGG Australia (as summarised further below), will terminate from the date the UK Scheme takes effect, with no termination payment due.

7.1.8 Indemnity, Insurance and Access Deed

The Company intends to enter into a deed of indemnity, insurance and access with each of its Directors. Under these deeds, the Company agrees to indemnify each Director to the extent permitted by the Corporations Act against any liability arising as a result of the Director acting in the capacity as a director of the Company. The Company is also required to maintain insurance policies for the benefit of the Director and must also allow the Directors to inspect Company documents in certain circumstances.

7.2 The Company considers that the service agreements between Mr McArthur and Broadway and each of GGG Australia and BBG are on arms' length commercial terms and as such, pursuant to section 210 of the Corporations Act, shareholder approval is not required.

7.3 Other than as disclosed above, there are no Directors' service contracts, or contracts in the nature of services, with the Company.

7.4 The aggregate remuneration payable and benefits in kind to be granted to the Directors by GGG and BBG in the last financial period ending 31 December 2011 was £476,495 and the aggregate remuneration payable and benefits in kind to be granted to the Directors in the current financial period ending 29 February 2012 under the arrangements in force at the date of this Document is estimated to be £66,217.

7.5 Contractual Arrangements between GGG and its directors

7.5.1 Letter of Appointment – Peter Ruxton (Non-Executive Chairman)

By way of a letter of appointment dated 5 October 2011 between the Company and Peter Ruxton, Mr. Ruxton was appointed as a non executive Chairman of the Company. The agreement is renewable on an annual basis but in any event may be terminated by either party serving at least 3 months' written notice on the other. The letter of appointment contains provisions for early termination in the event, amongst other things, of a material or persistent breach by the

director. Mr. Ruxton is required to work 36 days annually for the Company and receives an annual fee of £25,000 payable monthly in arrears. In the event that Mr. Ruxton is required to work more than 36 days in any one year he shall receive a fee of £695 per day provided that the maximum amount payable to him in any one year shall be £50,000. The fees may, at the option of the Company, be paid in shares. The letter of appointment contains post termination restrictions.

Mr Ruxton has agreed that he will cease to be paid director fees as a non executive director of GGG from the date the UK Scheme takes effect, and that he intends to resign as a director of GGG upon the Australian Scheme taking effect.

7.5.2 Service Agreement – Jeff Malaihollo (Managing Director)

Jeffrey Malaihollo entered into an agreement with the Company to act as an Executive Director dated 6 December 2004 2011 at an annual salary of £40,000. Under the terms of the agreement Dr. Malaihollo's term of employment was for an initial period of 12 months and thereafter for such further period as the Company and Dr. Malaihollo agreed, subject to 3 months notice of termination by either party. His salary must be reviewed annually in November of each year. He is currently entitled to an annual salary of £80,000. He is also entitled to such reasonable holidays and time off due to sickness as may be appropriate or otherwise approved by the Board.

Mr Malaihollo and GGG have agreed, by letter agreement dated 3 February 2012, that upon his appointment as Managing Director of BBG, his appointment as Managing Director of GGG will terminate and a termination payment for loss of office will be made.

7.5.3 Letter of Appointment – Ciceron Angeles (Technical Director)

By way of a letter of appointment dated 1 September 2009 between GGG and Ciceron Angeles, Mr. Angeles was appointed as Technical Director of GGG. The agreement is renewable on an annual basis but in any event may be terminated by either party serving at least 3 months' written notice on the other. The letter of appointment contains provisions for early termination in the event, amongst other things, of a material or persistent breach by the director. Mr. Angeles is required to work 36 days annually for the Company and receives an annual fee of £12,000 payable monthly in arrears. In the event that Mr. Angeles is required to work more than 3 days in any one month he shall receive a fee of £350 per day provided that the maximum amount payable to him in any one month shall be £5,000. The letter of appointment contains post termination restrictions. Mr Angeles has agreed that he will cease to be paid director fees as a director of GGG from the date the UK Scheme takes effect, and that he intends to resign as Technical Director of GGG upon the UK Scheme taking effect.

7.5.4 Letter of Appointment – Paul McGroary (Non Executive Director)

By way of a letter of appointment dated 19 October 2011 between GGG and Paul McGroary, Mr. McGroary was appointed as a non executive director of GGG. The agreement is renewable on an annual basis but in any event may be terminated by either party serving at least 3 months' written notice on the other. The letter of appointment contains provisions for early termination in the event, amongst other things, of a material or persistent breach by the director. Mr. McGroary is required to work 18 days annually for the Company and receives an annual fee of £7,500 payable monthly in arrears. The letter of appointment contains post termination restrictions. The arrangements with Mr. McGroary have now been varied such that his annual fee has been increased to £12,000 and he is required to work for an additional 3 days per month for the Company for an additional fee of £750 per day.

Mr McGroary has agreed that he will cease to be paid director fees as a non executive director of GGG from the date the UK Scheme takes effect, and that he intends to resign as a director of GGG upon the Australian Scheme taking effect.

7.5.5 Letter of Appointment - Nigel Clark (Non Executive Director)

By way of a letter of appointment dated 23 February 2005 between the Company and Nigel Clark, Mr. Clark was appointed as a non executive Chairman of the Company. The agreement is renewable on an annual basis but in any event may be terminated by either party serving at least 3 months' written notice on the other. The letter of appointment contains provisions for early termination in the event, amongst other things, of a material or persistent breach by the director. Mr. Clark is required to work 36 days annually for the Company and receives an annual fee of £25,000 payable monthly in arrears. The letter of appointment contains post termination restrictions. Mr Clark stepped down as Chairman when Peter Ruxton was appointed and the arrangements varied such that he is required to work 18 days annually for the Company and receives an annual fee of £12,000 payable monthly in arrears. In the event that Mr. Clark is required to work more than 18 days in any one year he shall receive a fee of US\$ 1,000 per day.

Mr Clark has agreed that he will cease to be paid director fees as a non executive director of GGG from the date the UK Scheme takes effect.

7.5.6 Letter of Appointment – Michael Short (Non Executive Director)

By way of a letter of appointment dated 2 June 2010 between the Company and Michael Short, Mr. Short was appointed as a non executive director of the Company, such appointment being conditional on Admission. The agreement is renewable on an annual basis but in any event may be terminated by either party serving at least 3 months' written notice on the other. The letter of appointment contains provisions for early termination in the event, amongst other things, of a material or persistent breach by the director. Mr. Short is required to work 18 days annually for the Company and receives an annual fee of £12,000 payable monthly in arrears. The letter of appointment contains post termination restrictions.

Mr Short has agreed that he will cease to be paid director fees as a non executive director of GGG from the date the UK Scheme takes effect, and that he intends to resign as a director of GGG upon the Australian Scheme taking effect.

7.5.7 Letter of Appointment – David McArthur (Finance Director)

By way of a letter of appointment dated 15 March 2011 between GGG and Mr McArthur, Mr McArthur was appointed as a Financial Director of GGG. The letter of appointment has an initial term of 12 months, commencing on 16 March 2011 with an option for a further 12 month term if Mr McArthur and GGG agree.

Mr McArthur is required to work 5 days per month for GGG and will receive an annual fee of £12,000 per annum.

Mr McArthur has agreed that he will cease to be paid director fees by GGG from the date the UK Scheme takes effect.

7.6 Contractual Arrangements between GGG Australia and its directors

7.6.1 Executive Service Agreement – David McArthur (Executive Director)

On 24 November 2010, GGG Australia entered into an executive services agreement with Mr McArthur pursuant to which Mr McArthur would act as an executive director of GGG Australia. Mr McArthur's appointment commenced on the date that GGG listed on the ASX and continues for an open term. Under the executive services agreement, Mr McArthur is paid a total of \$40,000 per annum (plus superannuation). If Mr McArthur works more than five days per month, he will receive an additional AUD\$1,000 per day for every additional day worked. In addition, GGG Australia is required to pay Mr McArthur for any reasonable expenses (including travel) in the performance of his duties. GGG Australia may terminate the agreement if at any time Mr McArthur becomes incapacitated by illness or injury, commits a serious or persistent breach of the agreement, commits or becomes guilty of gross misconduct, refuses to comply with a direction of GGG Australia, demonstrates incompetence or is convicted of a major criminal offence which brings GGG Australia into lasting disrepute. Mr McArthur may terminate the agreement if the Company commits a serious breach of the agreement, or there is a change in control of the GGG Australia (which would require that GGG Australia pay Mr McArthur equal to 12 months services).

Mr McArthur has agreed, by side letter with GGG Australia dated 3 February 2012, that his engagement as an executive director of GGG Australia will terminate from the date the UK Scheme takes effect, with no termination payment due.

7.6.2 Services Agreement – Broadway Management (WA) Pty Ltd (Corporate Manager)

On 24 November 2010, GGG Australia entered into a management agreement with Broadway pursuant to which Broadway would provide registered offices and management, administrative, corporate compliance and accounting services to GGG Australia. In providing the services to GGG Australia, Broadway is required to act in accordance with the directions of the board of GGG Australia. GGG Australia pays Broadway a management fee of \$4,750 per calendar month for the services provided to GGG Australia and GGG. In addition, GGG Australia pays for the reasonable expenses incurred by Broadway in providing the services under the agreement. GGG Australia and Broadway indemnify each other for all losses incurred by the other party except where those losses were incurred as a result of reckless or intentional actions of the other party. The agreement may be terminated by either party in the case of an insolvency event occurring to a party or a party being in material breach of the agreement. In addition, Broadway may terminate the agreement if GGG Australia fails to pay the remuneration to Broadway.

Broadway has agreed, by side letter with GGG Australia dated 3 February 2012, that its engagement as corporate manager of GGG Australia, will terminate from the date the UK Scheme takes effect, with no termination payment due.

7.7 Contractual Arrangements between Auzex and its directors

The following contractual arrangements are currently in force between Auzex and its Directors.

7.7.1 **Executive Services Agreement – John Lawton**

Mr John Lawton and Auzex have entered into an executive services agreement pursuant to which Mr Lawton has agreed to provide his services as executive chairman of Auzex. The engagement is for an indefinite period and continues until it is terminated in accordance with the agreement.

Under the contract, Mr Lawton is entitled to receive annual remuneration including superannuation of \$281,667. In addition, with effect from 1 July 2011, he is entitled to receive a short term incentive of up to 20% of his base annual remuneration or a maximum of \$56,333 per annum. The payment of the short term incentive is only payable on the achievement of certain performance milestones.

Auzex may terminate Mr Lawton's employment without cause by paying 12 months remuneration at the time of termination and intends to do so with effect on the implementation of the Australian Scheme.

7.7.2 **Services Agreement – Gregor Partington**

On 31 March 2010 Auzex and Mr Gregor Partington entered into a services agreement pursuant to which Mr Partington has agreed to provide his services as the Operations Director to Auzex. Mr Partington's employment continues indefinitely until terminated in accordance with the terms of the agreement. Auzex has agreed to pay to Mr Partington a salary of \$250,000 per annum (including superannuation).

Auzex may terminate Mr Partington's employment without cause by paying 12 months remuneration at the time of termination and intends to do so with effect on the implementation of the Australian Scheme.

7.7.3 **Frederiks Agreement**

Auzex and Frederiks Investments QLD Pty Ltd entered into a consultancy agreement dated 1 January 2011 pursuant to which Frederiks Investments QLD Pty Ltd has agreed to provide the services of Mr Paul Frederiks as company secretary of Auzex and to provide general book keeping services.

Subject to the earlier termination of the agreement, Mr Frederiks' services will be provided for a period of 36 months commencing on 1 January 2011. Frederiks Investments QLD Pty Ltd is to be paid a minimum of \$14,967 per month (plus GST) (Payment Rate) for two work days of services per week, and \$1,727 (plus GST) per day for any additional days.

Auzex may terminate the agreement without notice by paying Frederiks Investments QLD Pty Ltd an amount equivalent to 12 months at the Payment Rate and intends to do so with effect on the implementation of the Australian Scheme.

7.7.4 **Services Agreement – Kenex Pty Ltd**

On 1 July 2010, Auzex entered into a services agreement with Kenex Pty Ltd (**Kenex**) (a company controlled by Greg Partington, a director of Auzex) pursuant to which Kenex would provide technical services to Auzex. Under the agreement, the parties are to negotiate payment terms on a project basis. In addition, Auzex must reimburse Kenex for their reasonable out of pocket expenses. Auzex may terminate the agreement by giving one month's notice or immediately if Kenex is in breach of its obligations, an insolvency event occurs in relation to Kenex, a change in control of Kenex occurs or an offence is committed by Kenex or its employees which may have the potential to adversely affect Auzex's reputation. Kenex may terminate the agreement by giving one month's notice to Kenex or immediately if Auzex is in breach of its obligations or is the subject of an insolvency event.

8. Accounting

8.1 The Company's accounting reference date is 31 December in each year. The Company's next accounting reference period will end on 31 December 2012.

9. Taxation

9.1 General

Income taxes apply in both Australia and the UK and investors should consult with their own independent taxation advisers as to the implications of relevant capital gains tax or other taxes relevant to their investment in the Ordinary Shares the subject of this document. Shareholders who are in any doubt as to their tax position, or who are subject to tax in a jurisdiction other than the UK should consult their own professional adviser.

The following comments are intended as a general guide to the Australian and the UK tax treatment of the acquisition, ownership and disposal of shares for persons who are the absolute beneficial owners of those shares. The comments are based on the law and understanding of the practice of tax authorities in those jurisdictions at the date of this document. The comments do not apply to certain categories of shareholder, such as persons owning Ordinary Shares as securities to be realised in the course of a trade. All persons are advised to obtain their own professional advice on the tax implications of acquiring, owning and/or disposing of Ordinary Shares.

9.2 **Australian Taxation**

The following is a summary of the potential Australian income tax consequences arising from the ownership and disposition of BBG shares pursuant to the Scheme becoming effective. The summary addresses issues for a holder that, for Australian income tax purposes, is a resident or a non-resident. It is a general guide to the Australian income tax implications only. Shareholders are strongly recommended to obtain their own independent professional advice on the tax implications based on their own specific circumstances.

The comments are based on the law and understanding of the practice of the tax authorities in Australia as at the date of this Scheme Document. These laws and practices are subject to change periodically as is their interpretation by the Courts.

This summary discusses the Australian taxation position of Australian resident individuals, companies, complying superannuation funds, trusts and non-Australian resident shareholders of BBG. Where relevant to the particular type of taxpayer, each of the following sections contains information relating to the tax implications of:

The receipt of future dividends from BBG; and

The future disposal of BBG shares.

9.2.1 **Australian Resident Shareholders**

Receipt of future dividends

There can be no assurance that any dividends will be paid in the future, however, if any dividend is paid to you, the Australian income tax consequences are as follows.

Generally speaking, dividends paid by a company from any source are included in the assessable income of the underlying Shareholder. Where a dividend is fully or partially franked, a credit, known as a franking credit, will be allowed as an offset against the tax liability resulting.

Entitlement to the franking credit is subject to the 45-day holding rule to ensure that the shareholder is 'at risk' in relation to their investment.

Tax on a future disposal of BBG shares held on capital account

A capital gain will arise where the capital proceeds (that is, the sale value of the BBG shares) received upon disposal exceeds the cost base of your shares acquired under the Scheme. A capital loss will arise where the capital proceeds received is less than the reduced cost base of your shares. As outlined above, the cost base or reduced cost base of your shares will depend on your specific circumstances. Incidental costs incurred upon disposal (i.e. brokerage) are deducted from the capital proceeds before calculating any net capital gain or loss.

In preparing your Australian income tax return, you will need to total your individual capital gains and capital losses in a year of income to ascertain whether you have a net capital gain for the year of income. Subject to your eligibility for the capital gains discount concession (considered below), any net capital gain is included in your assessable income and is subject to income tax at your personal marginal tax rate. A net capital loss may be carried forward to offset against capital gains derived in future income years.

You may be eligible for the capital gains discount concession where you have held your shares for at least 12 months prior to disposal. If the capital gains discount concession applies, only half of any net capital gain arising from the disposal of the shares (after first applying any capital losses) is included as an assessable capital gain in your income tax return.

Tax on a future disposal of BBG shares held on revenue account

The proceeds from the disposal of your shares held on revenue account will be taxable as ordinary income when derived. Incidental costs incurred at the point of sale are available as a deduction against your assessable income.

The capital gains discount concession will not be available to you.

9.2.2 *Australian tax consequences of the Scheme for Australian resident companies*

Tax on future dividends from BBG

The Australian tax implications of the receipt of dividends are largely the same as for an Australian resident individual.

Tax on future disposal of BBG shares held on capital or revenue account

The Australian tax implications of the future disposal of shares are the same as for a resident individual.

However, the 50 per cent. capital gains discount concession is not available to a company.

9.2.3 *Australian tax consequences of the Scheme for Australian resident complying superannuation funds*

The Australian tax implications of your potential receipt of dividends and disposal of BBG shares are the same as described for an Australian resident individual. However, the capital gains discount concession applicable to the disposal of shares held for greater than 12 months is 33¹/₃ per cent. (not 50 per cent.).

9.2.4 Australian tax consequences of the Scheme for Australian resident trusts that are not taxed as companies

Where shares in the company are held by a trust (and the trust is not taxed as a company for Australian tax purposes) and gains are distributed to individual or corporate beneficiaries, the CGT consequences are the same as described for Australian resident individuals and companies. This includes the CGT discount of 50 per cent. where the beneficiary is an individual.

However, where shares are beneficially owned in BBG by the trust itself (i.e. any dividends, capital gains are not to be distributed to beneficiaries) the tax consequences that arise will vary depending upon the nature of the trust. These tax consequences have not been considered. Shareholders in these circumstances should seek their own independent professional advice.

9.2.5 *Australian tax consequences of the Scheme for Non-Australian Resident Shareholders generally*

Tax on disposal of shares in BBG

Non-Australian resident Shareholders who hold Shares on revenue account may need to include profits from the sale of shares in their assessable income. The applicable double taxation agreements may provide relief from Australian taxation and will need to be considered.

Broadly, non-Australian resident shareholders of BBG will be subject to capital gains tax on disposal of their BBG shares if the capital gains tax event happens in relation to Taxable Australian Real Property (TARP). When a CGT event happens in relation to TARP, non- resident shareholders will be subject capital gains tax in Australia.

Tax on future dividends from BBG

Unfranked dividends payable to non-Australian resident Shareholders will be subject to withholding tax. Withholding tax is generally imposed at a rate of 30 per cent. unless a Shareholder is a resident of a country with whom Australia has a double taxation agreement. In this instance, the withholding tax rate will be reduced to the rate specified by that double tax agreement.

Fully franked dividends are not subject to withholding tax. Non-Australian resident Shareholders may be assessable for tax on any such dividends in their country of residence. They should consider the impact of dividends under their domestic tax regime.

9.3 *UK Taxation*

The paragraphs set out below summarise certain UK tax consequences for Shareholders of BBG, based on current UK legislation and on what is understood to be current HMRC practice as at the date of this document. They are intended as a general guide and (except where express reference is made to the position of non-UK resident shareholders) apply only to Shareholders who are resident or, if individuals, ordinarily resident in the UK for tax purposes. They relate only to Shareholders who hold their BBG Shares as an investment (other than under a personal equity plan or an individual savings account) and who are absolute beneficial owners of those BBG Shares and who are not (and have not in the previous seven years been) employees of BBG or any person connected with BBG. These paragraphs do not deal with certain types of Shareholders, such as persons holding or acquiring or being deemed to acquire or hold BBG Shares in the course of a trade or by reason of employment, or collective investment schemes and insurance companies.

If you are in any doubt as to your taxation position or if you are resident or otherwise subject to taxation in any jurisdiction other than the UK, you should consult an appropriate independent professional adviser immediately.

9.4 *Disposals of BBG Shares*

A subsequent disposal or deemed disposal of the BBG Shares by a Shareholder may, depending on individual circumstances (including the availability of exemptions and allowable losses), give rise to a chargeable gain or allowable loss for the purposes of UK taxation of chargeable gains.

9.5 *Individuals*

Where an individual Shareholder disposes of a Share at a gain, capital gains tax will be levied to the extent that the gain (together with any other gains in that tax year) exceeds the annual exemption (£10,600 for 2011/12) after taking account of any capital losses available to the individual. Capital gains tax will be charged at 18 per cent. where the individual's income and gains are less than the upper limit of the income tax basic rate band (currently £35,000 after the personal allowance, subject to any gift aid payments made). To the extent that any chargeable gains together with income for the relevant tax year exceed the upper limit of the income tax basic rate band, capital gains tax will be charged at 28 per cent.

For trustees and personal representatives of deceased persons, capital gains tax on gains in excess of the annual exempt amount (currently £5,300 in 2011/12) will be charged at a flat rate of 28 per cent.

Where a Shareholder disposes of BBG Shares at a loss, the loss should be available to offset against other current year gains or carried forward to offset against future gains.

9.6 *Companies*

Where a Shareholder is within the charge to corporation tax, a disposal of Shares may give rise to a chargeable gain (or an allowable loss) for the purposes of UK corporation tax, depending upon the circumstances and subject to any available exemption or relief. Corporation tax is charged on chargeable gains at the rate applicable to that company (26 per cent., reduced to 25 per cent. from 1 April 2012).

Indexation allowance on the relevant proportion of the original allowable cost should be taken into account for the purposes of calculating a chargeable gain (but not an allowable loss) arising on a disposal or part disposal of its BBG Shares.

UK Taxation of Dividends paid on BBG Shares

9.7 *Shareholders who are individuals who own less than a 10 per cent. shareholding in BBG*

A Shareholder who is an individual resident in the UK for tax purposes will, if he owns less than 10 per cent. of the issued share capital in BBG, be entitled to a tax credit equal to one-ninth of the dividend received from BBG. Such an individual will be taxed on the total of the dividend before deduction of Australian tax withheld (if any) and the related tax credit (the "gross dividend"), which will be regarded as the top slice of the individual's income.

The tax credit will be treated as discharging the individual's liability to UK income tax in respect of the gross dividend, unless and except to the extent that the gross dividend falls above the threshold for the higher rate of income tax, in which case the individual will, to that extent, pay UK income tax on the gross dividend at the dividend upper rate of 32.5 per cent. less the related tax credit. So, for example, a dividend of £80 will carry a tax credit of £8.89 and the UK income tax payable on the dividend by an individual liable to income tax at the higher rate would be 32.5 per cent. of £88.89, namely £28.89, less the tax credit of £8.89, leaving a net tax charge of £20.

To the extent the gross dividend falls above the individual's threshold for the additional rate of income tax (50 per cent. rate), the individual will pay UK income tax on the gross dividend at the new 42.5 per cent. dividend additional rate less the related tax credit. In this situation, a dividend of £80 will continue to carry a tax credit of £8.89 and the UK income tax payable on the dividend by an individual liable to income tax rate at the additional rate would be 42.5 per cent., of £88.89, namely £37.78, less the tax credit of £8.89, leaving a net tax charge of £28.89.

9.8 *Shareholders who are individuals who own a 10 per cent. or greater shareholding in BBG*

In certain circumstances individuals who own a 10 per cent. or greater shareholding in a company do not qualify for the one-ninth tax credit. However, as BBG is a company resident in a territory with which the UK has a double tax agreement which includes a non discrimination article, any individuals holding a 10 per cent. or greater shareholding in BBG should also qualify for the one-ninth dividend tax credit.

9.9 *Corporate Shareholders*

Distributions paid on or after 1 July 2009 and received by a Shareholder within the charge to UK corporation tax are subject to the dividend exemption rules in Part 9A Corporation Tax Act 2009. Under the dividend exemption rules, any such Shareholder should generally not be subject to corporation tax on dividends paid by BBG.

If you are in any doubt about your tax position, you should consult your own professional adviser without delay.

UK stamp duty and SDRT on transfers of BBG Shares

In practice, UK stamp duty should generally not need to be paid on an instrument transferring BBG Shares, provided that such transfer instruments are executed and retained outside of the UK. No UK SDRT will be payable in respect of any agreement to transfer BBG Shares.

The statements in this paragraph summarise the current position on stamp duty and SDRT and are intended as a general guide only. They assume that the BBG Shares will not be registered in a register kept in the UK by or on behalf of BBG. BBG

has confirmed it does not intend to keep such a register in the UK.

10 Company's Constitutional Documents and principal differences between the GGG Articles and the BBG constitution and between English and Australian company law

10.1. As BBG is incorporated under the laws of Australia, the rights attaching to the Ordinary Shares are governed by the laws of Australia and BBG's constitution. As GGG is incorporated under the laws of England & Wales, the rights attaching to the GGG Shares are governed by the Laws of England & Wales and the Articles.

10.1. On Admission BBG will apply to be admitted to trading on both AIM and shortly thereafter ASX and as such BBG will be subject to the applicable rules of both of those stock exchanges.

11. Rights attaching to Ordinary Shares

The following is a summary of the more significant rights attaching to Shares. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

Full details of the rights attaching to Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

11.1 General meetings

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

Shareholders may requisition meetings in accordance with Section 249D of the Corporations Act and the Constitution.

11.2 Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of Shares, at general meetings of Shareholders or classes of Shareholders:

- (i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for the Share, but in respect of partly paid Shares shall have such number of votes as bears the same proportion to the total of such Shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

11.3 Dividend rights

Subject to the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares.

The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. No dividend shall carry interest as against the Company. The Directors may set aside out of the profits of the Company any amounts that they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

Subject to the ASX Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as the Directors think fit and which provides for any dividend which the Directors may declare from time to time payable on Shares which are participating Shares in the dividend reinvestment plan, less any amount which the Company shall either pursuant to the Constitution or any law be entitled or obliged to retain, be applied by the Company to the payment of the subscription price of Shares.

11.4 Winding-up

If the Company is wound up, the liquidator may, with the authority of a special resolution of the Company, divide among the shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

The liquidator may, with the authority of a special resolution of the Company, vest the whole or any part of any such

property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any Shares or other securities in respect of which there is any liability.

11.5 *Shareholder liability*

As the Shares under the Prospectus are fully paid shares, they are not subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

11.6 *Transfer of Shares*

Generally, Shares are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act or the ASX Listing Rules.

11.7 *Variation of rights*

Pursuant to Section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to Shares.

If at any time the share capital is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three-quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

11.8 *Alteration of Constitution*

The Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given, if the Company becomes listed, otherwise 21 days notice is required.

12. **Material Contracts**

Other than as set out below there are no contracts (not being in the ordinary course of business) entered into by the Company or any Subsidiary Undertaking in the two years immediately preceding the date of this Document which are or may be material or which contain any provision under which the Company or any Subsidiary Undertaking has any obligation or entitlement which is material to the Group as at the date of this Document, save for Directors' service contracts (as described in paragraph 7 of this Part VII).

12.1 *The Company*

12.1.1 *Introduction Agreement*

- (i) Pursuant to the Nominated Adviser Agreement entered into by the Company and Westhouse Securities Holdings Limited on 11 October 2011, Westhouse has agreed to act as agent for the Company in connection with the Admission to AIM. Under the Engagement Letter:
 - (a) the Company has agreed upon Admission to pay £200,000; and
 - (b) the Company has agreed to pay to Westhouse all reasonable costs of and incidental to the application to Admission including (without limitation), all fees and expenses payable in connection with Admission, all printing, distribution, advertising and publication costs, London Stock Exchange fees, the fees of the Registrars, out-of-pocket expenses reasonably incurred by Westhouse and all accountancy, legal or other professional fees and expenses (including the fees and expenses of Dechert LLP) plus VAT (and disbursements) and the other professional advisers of Westhouse and provided that any such fees and expenses in excess of £200 per item are agreed with the Company in advance); and

It is intended that the Company and the Directors will also enter into an Introduction Agreement with Westhouse pursuant to which the Company and the Directors will, inter alia, give warranties and indemnities.

Upon Admission this agreement will supersede the GGG Nominated Adviser Agreement which shall be terminated.

12.1.2 *BBG – Broker Agreement*

On 24 January 2012, the Company (1) and Collins Stewart (2) entered into an agreement pursuant to which Collins Stewart agreed to act as broker to the Company subject to 30 days written notice by either party.

Upon Admission this agreement will supersede the GGG Broker Agreement which shall be terminated.

12.1.3 *Auzex Merger Deed Poll*

On or around 10 February 2012, BBG executed the deed poll in favour of each Auzex Shareholder (**Deed Poll**). The obligations of BBG under the Deed Poll are subject to the Australian Scheme becoming effective and will automatically terminate in the event that the Merger Implementation Agreement is terminated or the Australian Scheme does not become effective. Under the Deed Poll, BBG undertakes and covenants in favour of the Auzex Shareholders to undertake all actions it is required to undertake under the Australian Scheme (summarised below). BBG will be required to pay all duties, fines and penalties in respect of the Deed Poll.

12.1.4 **AZX Options Exchange Deed**

BBG entered into an Options Exchange Deed on or around 9 February 2012 with AZX and AZX Option holders under which BBG agreed to grant BBG Options to AZX Option holders in exchange for the cancellation of their AZX Options upon the Australian Scheme taking effect. The terms of the deed are summarised in paragraph 6(d) of Part 1 of this document.

12.2 **GGG**

12.2.1 **Bullabulling Sale and Purchase Agreement**

GGG acquired its 50 per cent. interest in the Bullabulling Project under a sale and purchase agreement dated 22 April 2010 between Jervois Mining Limited (Jervois), Goldpride Pty Ltd, Auzex and GGG. Under this agreement (and related deeds of assumption), GGG and Auzex have agreed to:

(Jervois Royalty) granted Jervois a production royalty of \$30 per ounce for the first 400,000 ounces of gold produced from the Bullabulling Project tenements and \$20 per ounce thereafter, with GGG and Auzex each severally liable for 50 per cent. of the royalty;

(Australasian Royalty): assumed Jervois' obligations to Australasian Resources Limited ("Australasia") to pay a royalty of \$10.00 per fine ounce (or fine ounce equivalent) of all gold produced from tenement ML15/503, excluding the first 100,000 ounces produced. This royalty is contained in an Agreement for the Sale of Mining Tenements and Pastoral Lease dated 21 February 1994 between Central Kalgoorlie Gold Mines NL (ACN 008 942 809), Braider Pty Ltd (ACN 009 313 133), Samantha Gold NL (ACN 009 069 014) and Colreavy Pty Ltd (ACN 062 469 345), which has been assigned a number of times. GGG and AZX assumed their share of the royalty under a deed at assignment with Australasia dated 12 August 2010; and

(Franco-Nevada Royalty): assumed Jervois' obligations to Franco-Nevada Australia Pty Ltd (ACN 128 617 078) to pay a 1 per cent. gross royalty on all gold produced from tenements M15/282 and M15/554. This royalty is contained in a letter agreement between J A Hallberg & Associates and Valiant Consolidated Limited (ACN 000 727 926) and Hillmin Gold Mines Pty Ltd (ACN 009 084 413) dated 3 September 1985 which has been assigned a number of times.

12.2.2 **Bullabulling Joint Venture Agreement**

GGG and Auzex are parties to a joint venture agreement dated 17 May 2011 that establishes and governs the Bullabulling Project joint venture arrangement. It is in terms standard for an agreement of this nature. The agreement contains provisions inter alia as follows:

Change in control – On a third party acquiring an interest in 30 per cent. or more of the issued capital of either party then the other party to the agreement will be entitled to increase its interest in the Bullabulling Project to 80 per cent. through the expenditure of \$2 million to develop the Bullabulling Project, provided that: (i) the acquiring party has an interest in the Joint Venture Agreement of at least 50 per cent. and has not defaulted under the Joint Venture Agreement; (ii) the acquiring party gives written notice electing to increase its interest within 30 days of becoming aware of the change of control; and (iii) the \$2 million expenditure is made within two years of the change of control event. Auzex have agreed to waive this right in connection with the implementation of the Scheme.

Transfer pre-emption rights – in the event that either party proposes to dispose of its interest in Bullabulling, that party must first offer to sell its interest to the other party on the same terms as the proposed disposal.

Mandatory Transfer – in the event that a party's interest drops below 10 per cent. that party is required to offer to transfer that interest to the other party at its fair market value.

12.2.3 **Merger Implementation Agreement**

12.2.3.1 **Overview**

GGG and Auzex are parties to a merger implementation agreement dated 17 September 2011 as amended by a variation deed dated on or around 9 February 2012 under which they have conditionally agreed to merge through the creation of BBG which:

- will hold, directly or indirectly, 100 per cent. of Bullabulling (which is currently owned 50 per cent. by GGG

and 50 per cent. by Auzex in an unincorporated joint venture);

- will be owned 50 per cent. by Auzex shareholders, and 50 per cent. by GGG Shareholders, subject to any adjustment to reflect GGG's cross shareholding in Auzex and the net cash assets provided by each of the companies; and
- will be listed on both the ASX and AIM.

12.2.3.2 **The MIA provides that:**

GGG must propose the Scheme, under which BBG is to become the parent company of GGG, with GGG Shareholders obtaining one BBG Share for every GGG Share held on the Scheme Record Time in exchange for their GGG Shares;

GGG must enter into arrangements with GGG Option holders to exchange their GGG Options for the same number of equivalent BBG Options, subject to any amendments necessary to comply with the ASX Listing Rules;

Auzex must complete the Spin Out, under which its non Bullabulling assets (including its shareholding in GGG) are divested to a new, independent company whose shares are to be issued to Auzex shareholders in proportion to their existing Auzex shareholding;

Auzex must propose the Australian Share Scheme under which BBG will acquire Auzex, and Auzex shareholders (other than GGG) will be issued BBG Shares that will provide them with a percentage shareholding in BBG equal to 50 per cent. of their percentage shareholding in Auzex (which, as BBG will hold 100 per cent. of Bullabulling, will represent the same economic interest they held as shareholders of Auzex). GGG will retain its Auzex shareholding after the merger – this is subject to the cash balancing exercise described at paragraph 6 (c) of Part I; and

Auzex must propose the Australian Option Scheme under which Auzex option holders will exchange their Auzex options for equivalent options in BBG. The parties have since agreed that AZX does not need to propose the Australasian Option Scheme, but instead can deal with AZX options under the Option Exchange Deed.

12.2.3.3 **Conditions of UK Scheme and Australian Schemes:**

The UK Scheme is subject to a number of conditions as detailed in paragraph 4 of Part I of this document. The UK Scheme is not conditional on the Australian Schemes and Spin Out taking effect.

12.2.3.4 **The Australian Scheme is subject to the following conditions under the MIA:**

(Regulatory Approvals) all regulatory approvals for the Australian Scheme are obtained;

(no Prescribed Occurrence) no Prescribed Occurrence affecting GGG, BBG or Auzex except as envisaged by the MIA must occur. Prescribed Occurrences, as defined in the MIA, include corporate re-organisations, buy backs, issues of securities, insolvency. The MIA provides for Auzex and GGG to complete capital raisings, provided this does not prejudice the merger, even though this would otherwise be a Prescribed Occurrence;

(Auzex shareholder approval) Auzex shareholders approve the Australian Scheme by the majorities required by the Corporations Act;

(Court orders) the Australian Court makes orders approving the Australian Scheme on conditions acceptable to BBG and Auzex;

(listing of BBG) admission of BBG to ASX/AIM, and grant of quotation of BBG Shares on ASX and depositary interests of BBG on AIM;

(approval of UK Scheme) Court approval and GGG Shareholder approvals for the UK Scheme;

(UK Scheme becomes effective) the UK Scheme becomes effective;

(Australian Scheme and Spin Out become effective) the Australian Scheme and the Spin Out become Effective by the Sunset Date, being 30 April 2012 or such later date as agreed by the parties;

(quotation of BBG Shares and depositary interests) approval for the quotation on ASX and

quotation of depository interests of BBG on AIM of the new BBG Shares to be issued under the Australian Scheme on terms and conditions acceptable to Auzex, acting reasonably;

(no Material Adverse Change) there being no Material Adverse Change (as defined in the MIA) affecting GGG, Auzex or BBG;.

(Cash Balancing Subscription and Placement); The Cash Balancing Subscription and placement is implemented between the Australian Scheme Effective Date and Record Date; and

(MIA not terminated) the MIA is not terminated before 8:00 am on the Second AZX Court Date.

The Australian Scheme must be effected by the sunset date or the MIA may be terminated. The intention is that the Australian Scheme will take effect in April 2012 shortly after the UK Scheme takes effect.

By way of a variation deed entered into on or around 9 February 2012 Auzex and GGG agreed that the sunset date be extended to 30 April 2012.

12.2.3.5 *Australian Scheme*

Auzex Shareholders (other than GGG) who hold Auzex Shares at 5:00pm AEST on the date which is 5 days after the Australian Scheme becomes effective will be eligible shareholders under the Australian Scheme.

Under the Australian Scheme, the intention is that Auzex shareholders (other than GGG) will receive BBG Shares resulting in those persons having a percentage shareholding in BBG equal to 50 per cent. of their percentage shareholding in Auzex, thereby retaining the same economic interest in Bullabulling as they hold immediately before the Australian Scheme takes effect, subject to adjustment under the Cash Balancing to select GGG's shareholding in AZX and higher net cash assets. Holders of fractions of shares will have their entitlement rounded to the nearest whole number (rounded up in the case of doubt).

The exact number of BBG Shares to be issued to each Auzex shareholder is determined by a formula contained in the MIA. This formula implements the above intentions and accounts for GGG's shareholding in Auzex. The formula produces a share ratio ("Share Ratio") which is multiplied by the number of Auzex shares held by an Auzex shareholder to determine the number of BBG Shares that an Auzex shareholder will be issued as part of the Australian Scheme.

The Share Ratio (R) is calculated on the date that is eight (8) days before the AZX Scheme Meeting (**Calculation Date**) as follows:

$$R = \frac{\text{AZX Share Scheme Consideration}}{D - E \text{ (being the number of AZX Shares anticipated to be held by AZX Scheme Shareholders on the AZX Record Date)}}$$

The AZX Share Scheme Consideration is calculated as follows:

AZX Share Scheme Consideration = A (being the total number of BBG Shares anticipated to be on issue immediately after the AZX Implementation Date) x C

Where:

$$A = \frac{B}{1 - C}$$

B = the total number of BBG Shares anticipated to be on issue immediately prior to the AZX Implementation Date

C = (0.5 x ((D-E)/D)), being an adjustment to allow for any AZX Shares anticipated to be held by GGG on the AZX Record Date

D = the total number of AZX Shares anticipated to be on issue on the AZX Record Date

E = the total number of AZX Shares anticipated to be held by GGG on the AZX Record Date

As a worked example, assuming on the Calculation Date it is anticipated that on the AZX Record Date there will be on issue 159,400,507 AZX Shares (of which GGG will hold 29,198,609 AZX Shares, i.e. 18.3 per cent., including as a result of the Cash Balancing assuming a Cash Balancing Subscription Price of \$0.21 per AZX Share), and immediately prior to the AZX Implementation Date there are anticipated to be 170,680,298 BBG Shares on issue:

A = 288,511,702

B = 170,680,298

C = 0.408

D = 159,400,507

E = 29,198,609

AZX Share Scheme Consideration = 117,831,404

R = 0.905

In this example, AZX Scheme Shareholders will be issued with 0.905 BBG Shares for every 1 AZX Share they hold on the AZX Record Date

12.2.3.6 **Cash Balancing Adjustment**

The merger is intended to be a merger of equals. However, GGG is expected to have more cash (and cash equivalents) on hand when the Australian Scheme takes effect, and will have a substantial shareholding in Auzex. Shortly before the record date for the Australian Scheme, there will be a cash balancing adjustment to ensure that GGG and Auzex have materially the same net cash position on the Australian Scheme taking effect.

This is to be achieved by GGG using its excess cash holdings to subscribe for Auzex shares.

Details of the Cash Balancing Adjustment are provided in paragraph 6(c) of Part I of this document. As part of the Spin Out, GGG has, as an Auzex shareholder, been issued shares in the new, independent company, Auzex Exploitation Limited. GGG will retain these shares, which will be treated as cash in the cash balancing adjustment.

Neither GGG nor AZX will issue any shares, options or other securities during the period commencing on the Calculation Date and ending of the earlier of the day prior to the Australian Scheme Implementation Date and the date the Merger Implementation Agreement is terminated, other than under the Cash Balancing.

If, due to a delay in the admission of BBG to the ASX, there is a delay to the Australian Scheme Effective Date beyond 31 March 2012, GGG and AZX will co-operate in good faith with a view to resolving any potential risk of cash shortage or insolvency by AZX.

12.2.3.7 **Overseas GGG Shareholders**

GGG Shareholders who are not resident in the United Kingdom, Australia or New Zealand are deemed to be Overseas Shareholders under the MIA and, instead of being issued BBG Shares under the Scheme, will have their BBG Shares issued to a nominee appointed by BBG who will sell those BBG Shares and pay the proceeds received, after deducting any applicable brokerage, and taxes and charges, to that Overseas Shareholder.

12.2.3.8 **Exclusivity Provisions and Break Fee**

GGG and Auzex have agreed to commercially standard no shop, no due diligence, notification and first right to match provisions in the MIA until the Sunset Date, subject to usual fiduciary carve outs in respect of superior proposals.

GGG and Auzex have agreed to mutual break fee arrangements.

GGG must pay a break fee of AUD\$750,000 (subject to reduction as required to ensure the amount paid is not unlawful or in breach of directors' duties or the requirements of the City Code) if:

any member of the GGG Board changes their recommendation in favour of the Scheme; or

there is a material breach by GGG of the terms of the MIA giving Auzex a right to termination.

Auzex must pay a break fee of AUD\$750,000 (subject to reduction as required to ensure the amount paid is not unlawful or in breach of directors' duties or the requirements of the Australian Takeovers Panel) if:

any member of the Auzex Board changes their recommendation in favour of the Australian Schemes or Spin Out; or

there is a material breach by Auzex of the terms of the MIA giving GGG a right to termination.

In addition, if a break fee is payable, the party not paying the break fee is entitled to be appointed manager of the Bullabulling Gold Project from the date the payment is demanded.

12.2.4 *Operating Bullabulling*

GGG and Auzex agreed to establish an operating company for Bullabulling and to enter into a management agreement and shareholders agreement in relation to this. These two agreements are summarised further below. BBG Management Pty Ltd has now been established and is operating Bullabulling. Under the MIA, the parties agreed to ensure BBG Management Pty Ltd has 3 months of forward funding following the fundraising which it completed on 25 November 2011, and at least 2 months forward funding thereafter. A process was also provided to appoint a new independent Chairman, Managing Director and one other director to BBG Management Pty Ltd as soon as possible, such that independent directors have the majority on the board.

Option to Purchase Geko Gold Project

On 25 January 2012, Auzex and GGG executed an option to purchase agreement to acquire 100 per cent. of the Geko Gold Project, located approximately 17 kilometres north of the Bullabulling Gold Project near Coolgardie in the eastern goldfields of Western Australia (Geko Option). The consideration for the grant of the option was A\$200,000 and the option must be exercised by 29 June 2012.

The purchase price under the agreement on exercise of the option is A\$3.0 million composed of:

\$0.5 million cash payable by BBG if the Merger has been completed or in equal proportions by GGG and Auzex if the Merger has not been completed; and

If the Merger has been completed, BBG may, at its election, pay the remaining \$2.5 million in cash or BBG Shares based on a 5 day VWAP immediately prior to the purchase; or

If the Merger has not been completed, each of Auzex and GGG must, at its election pay either:

\$1.25 million in cash; or

issue shares to the seller to the value of \$1.25 million based on a 5 day VWAP immediately prior to the purchase

BBG (or Auzex and GGG) are required to pay Geko Gold a production royalty of \$10 per ounce for all gold sold from the tenement if the option is exercised.

12.2.5 *GGG – Nominated Adviser Agreement*

On 22 November 2010, GGG and Westhouse entered into a nominated adviser agreement, terminable by GGG on 3 months' written notice.

GGG has agreed to comply with its legal and regulatory obligations (including under the AIM Rules) and to consult and discuss with Westhouse in connection with any announcements and statements to be made by it. GGG has also agreed to provide Westhouse with any information which Westhouse believes is necessary in order to enable it to carry out its obligations to the Company or the London Stock Exchange as nominated adviser.

Upon Admission this agreement will be superseded by an agreement between BBG and Westhouse in connection with the appointment of Westhouse as the Nominated Adviser to BBG.

12.2.6 *GGG – Broker Agreement*

On 22 October 2010, GGG (1) and Collins Stewart (2) entered into an agreement pursuant to which Collins Stewart agreed to act as broker to the Company subject to 30 days written notice by either party.

Upon Admission this agreement will be superseded by the BBG Broker Agreement and shall be terminated.

12.3 *Auzex*

12.3.1 *Australian Scheme*

The key terms of the Australian Scheme are summarised in the summary of the Merger Implementation Agreement above.

12.3.2 *Option Exchange Deed*

AZX is a party to the Option Exchange Deed summarised in paragraph 12.1.4 above.

12.3.3 *Agreements with Directors*

The key terms of service agreements between Auzex and its directors are summarised in paragraph 7.7 of this Part VII.

12.3.4 *Bullabulling Agreements*

AZX is a party to the Bullabulling Sale and Purchase Agreement, the Bullabulling Joint Venture Agreement and the Geko Option as summarised above. AZX is also a party to the Shareholders Agreement for Bullabulling Management Pty Ltd and Management Agreement, as summarised further below.

12.3.5 *Drilling Agreement*

AZX has, on behalf of the Bullabulling Joint Venture, entered into a drilling contract with VM Drilling Proprietary Limited pursuant to which VM Drilling Proprietary Limited is engaged to provide drilling services at Bullabulling.

12.3.6 *Demerger Deed*

As part of the spin Out of AZX's non Bullabulling assets, AZX executed a demerger deed with Auzex Exploration Ltd (**Demerger Deed**).

Under the Demerger Deed, AZX agreed to transfer specific assets and liabilities to Auzex Exploration, namely:

- all non Bullabulling mining tenements and tenement applications;
- certain plant and equipment;
- part of AZX's cash at bank and cash investments;
- certain liabilities for employee benefits and rehabilitation costs;
- all shares in AZX's subsidiary Auzex NZ; and
- AZX's shareholding in GGG.

Auzex Exploration indemnifies AZX in relation to the transferred assets and liabilities from 10 November 2011.

The assets and liabilities were transferred on 6 January 2012, other than the transfer of mining tenements and tenement applications, which will occur following applicable regulatory approval processes.

The Demerger Deed provides for AZX to hold the mining tenements and tenement applications to be transferred to Auzex Exploration on trust until such time as the legal title can be transferred to Auzex Exploration. Until that time, Auzex Exploration is obliged to carry out and provide funding for any required exploration activities on those tenements.

AZX and Auzex Exploration have acknowledged, under the Demerger Deed, that they no longer have any rights against each other, except as set out in the Demerger Deed or related documents. The Demerged Deed preserves each party's rights to claim against the other if they are subject to a third party claim.

Under the Demerger Deed, in order to ensure that Auzex Exploration can function as a stand-alone group after the Demerger, Auzex must supply certain services to Auzex Exploration, on a transitional basis, until 30 June 2012 (or any other date agreed by Auzex and to Auzex Exploration).

The services to be provided by Auzex (or procured by Auzex to be provided) to Auzex Exploration are:

- operational and management support;
- secretarial and office administration support;
- accounting and financial administration services;
- office accommodation and car parking;
- office supplies, consumables, and utilities;
- fixed and mobile telephony and telecommunications;
- information technology support and internet services; and
- certain insurance policy coverage.

12.4 *Bullabulling Management Pty Ltd*

12.4.1 *Shareholders Agreement*

GGG, Auzex and BBG Management Pty Ltd are parties to a shareholders' agreement dated 17 September 2011 which governs the relationship of GGG and Auzex as shareholders in BBG Management Pty Ltd. This agreement is on standard commercial terms for an agreement of this nature. GGG and Auzex each hold a 50 per cent. shareholding, with decisions by the board based on simple majority other than for fundamental matters that require unanimous board approval.

12.4.2 *Bullabulling Management Pty Ltd - Management Agreement*

GGG, Auzex and BBG Management Pty Ltd are parties to a management agreement dated 17 September 2011 which engages BBG Management Pty Ltd to operate Bullabulling on behalf of GGG and Auzex. This agreement is on standard commercial terms for an agreement of this nature.

BBG Australia Pty Ltd

The material agreements between BBG Australia Pty Ltd and its directors are summarised in paragraph 7.6 of Part VIII of this document.

13. **Litigation**

There are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Group is aware) in which Company or any Subsidiary Undertaking is involved by or against any Group company which may have or have had in the 12 months preceding the date of this Document a significant effect on the Group's financial position or profitability.

14. **Intellectual Property Rights**

There are no patents or intellectual property rights, licenses or particular contracts which are of fundamental importance to the Group's business.

15. **Investments**

Save as set out in this document, there are no:

- investments in progress which are significant; or
- future investments upon which the Company or its management bodies have already made firm commitments.

16. **Working Capital**

The Directors are of the opinion that, having made due and careful enquiry, the working capital available to the Group will, from Admission, be sufficient for its present requirements, that is for at least 12 months from the date of Admission. In addition in the event that the Merger is completed the Directors are of the opinion that, having made due and careful enquiry, the working capital available to the Group will, from completion of the Merger, be sufficient for its present requirements, that is for at least 12 months from the date of Admission.

17. **Environmental Issues**

Save as set out in Parts II and VII of this Document, neither the Company nor the Directors nor the Proposed Directors are aware of any environmental issues or risks affecting the utilisation of the property, plant or machinery of the Group.

18. **Related Party Transactions**

Other than as disclosed in this document, there are no related party transactions that the Company or any Subsidiary Undertaking has entered into during the period covered by the historical financial information set out in Part III and up to the date of this document.

19. Expenses of Admission

The total expenses of the Admission (excluding GST) are estimated to be approximately AUD\$1.612m and are expected to be applied towards the items set out in the table below:

Item of Expenditure	Expenditure
Australian lawyers	\$150,000.00
UK lawyers relist	\$192,000.00
Nomad	\$160,000.00
UK Nomad lawyers	\$24,000.00
Printing	\$15,000.00
Computershare	\$28,800.00
BDO	\$57,500.00
BDO UK	\$16,000.00
EV	\$16,000.00
Competent Person's Fees	\$43,000.00
AIM Listing costs*	\$41,264.64
ASX Listing costs*	\$50,000.00
Total	\$794,564.64

* Assuming 170,680,298 BBG Shares on issue at Admission, to be confirmed with ASX

20. Interests of Directors

Other than as set out in this document, no Director holds, or has held within the 2 years preceding lodgement of this document with the ASX, any interest in:

- (a) the formation or promotion of the Company; or
- (b) any property acquired or proposed to be acquired by the Company in connection with: its formation or promotion, and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director:
 - (a) as an inducement to become, or to qualify as, a Director; or
 - (b) for services provided in connection with the formation or promotion of the Company; or

21. Interests of Experts and Advisers

Other than as set out below or elsewhere in this document, no:

- (a) person named in this document as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this document; or
- (b) promoter of the Company,

holds, any interest in:

- (a) the formation or promotion of the Company; or
- (b) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with the formation or promotion of the Company.

22. General Information

- 22.1 BDO Audit (WA) Pty Limited of 38 Station Street, Subiaco, WA 6008 Australia has given and not withdrawn its written consent to the inclusion in this document of references to its name in the form and context in which they appear.
- 22.2 Westhouse Securities Limited of One Angel Court, London EC2R 7HJ has given and not withdrawn its written consent to the inclusion in this document of references to its name in the form and context in which they appear.
- 22.3 Collins Stewart Europe Limited of 88 Wood Street, London EC2R 7QR has given and not withdrawn its written consent to the inclusion in this document of references to its name in the form and context in which they appear.
- 22.4 CSA Global Pty Limited of Level 2, 3 Ord Street, West Perth, WA 6005 Australia has given and not withdrawn its written consent to the inclusion in this document of references to its name in the form and context in which they appear.
- 22.5 Steinepreis Paganin of Level 4, The Read Buildings, 16 Milligan Street, Perth WA6000 Australia, has given and not withdrawn its written consent to the inclusion in this document of references to its name in the form and context in which they appear.
- 22.6 The financial information contained in this document does not constitute full statutory accounts as referred to in section 434 of the Act.
- 22.7 There are not, neither in respect of the Company nor any of the Subsidiary Undertakings, any significant recent trends in production, sales and inventory, and costs and selling prices since the end of the last financial year to the date of this document.
- 22.8 Other than in respect of the Merger, there are not, neither in respect of the Company nor any of the Subsidiary Undertakings, any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Company's prospects for at least the current financial year of the Company.
- 22.9 Save as disclosed in this document, there has been no significant change in the financial or trading position of the Group since the date on which that audited financial information/interim financial information was published.
- 22.10 The Ordinary Shares are in registered form. It is expected that holding statements on the UK Scheme taking effect will be posted by 14 March 2012. No temporary documents of title will be issued.
- 22.11 Except as disclosed in this document, no person, either directly or indirectly, has in the period from incorporation and up to Admission received directly or indirectly, or has entered into contractual arrangements to receive directly or indirectly, from the Company on or after Admission (excluding in either case persons who are professional advisers otherwise disclosed in this document and trade suppliers) any of the following (i) fees totalling £10,000 or more; (ii) the Company's securities, where these have a value of £10,000 or more, or (iii) any other benefit with a value of £10,000 or more at the date of Admission.
- 22.12 BDO Audit (WA) Pty Limited, Chartered Accountants of 38 Station Street, Subiaco, WA 6008 Australia, were auditors of the Company for the period relating to the accounts set out in Part III — Section A of this document. BDO Audit (WA) Pty Limited is a member firm of the Institute of Chartered Accountants in Australia.
- 22.13 Edwards Veeder LLP (Oldham) LLP of Brunswick Square, Union Street, Oldham, OL1 1DE were auditors of GGG for the period relating to the accounts set out in Part III — Section C of this document. Edward Veeder (Oldham) LLP are a member firm of the Institute of Chartered Accountants of England and Wales.
- 22.14 To the extent information has been sourced from a third party, this information has been accurately reproduced and, as far as the Directors, and the Company are aware and able to ascertain from information published by that third party, no facts have been omitted which may render the reproduced information inaccurate or misleading.
- 22.15 Snowden Group Pty Ltd of 87 Colin Street, West Perth, WA, 6005, has given and not withdrawn its written consent to the inclusion in this document of references to its name in the form and context in which they appear.
- 22.16 Mr Richard Sulway of C/- Snowden Group Pty Ltd, 87 Colin Street, West Perth, WA, 6005, has given and not withdrawn his written consent to the inclusion in this document of references to his name in the form and context in which they appear.
- 22.17 Mr Steven Hodgson of C/- CSA Global Pty Ltd, Level 2, 3 Ord Street, West Perth, WA, 6005, has given and not withdrawn his written consent to the inclusion in this document of references to his name in the form and context in which they appear.
- 22.18 Mr John Lawton of C/- Auzex Resources Limited, Level 16, Waterfront Place, 1 Eagle Street, Brisbane, QLD, 4000, has given and not withdrawn his consent to the inclusion in this document of references to his name in the form and content in which they appear.

23. Publication of this Document


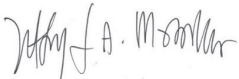


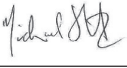
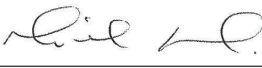
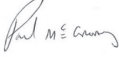
Copies of this Document shall be available free of charge during normal business hours on any day (except Saturdays, Sundays and public holidays) from Westhouse Securities Limited at One Angel Court, London, EC2R 7HJ and the offices of the Company at 41 Stirling Highway Nedlands, WA, 6009 for a period of one month from the date of Admission.

24. Statement by Directors

The Directors of BBG report that, they have not become aware of any circumstances which in their opinion will materially affect the assets and liabilities, financial position, profitability of BBG, the value of its assets or its prospects except as otherwise disclosed in this document.

The Directors of BBG accept responsibility for the information contained in this document which, to the best of their knowledge and belief, is in accordance with the facts and does not omit any material matter.

This documents is signed by each of the Directors:

Peter Ruxton 	Jeffrey Malaihollo 
David McArthur 	Ciceron Angeles 
Michael Short 	Nigel Clark 
Paul McGroary 	
_____	_____

Date: 17 February 2012

PART VIII

DEFINITIONS

The following definitions apply throughout this document, unless the context requires otherwise:

“A Ordinary Shares”	the A Ordinary Share of 2 pence in the capital of GGG which has been issued and allotted to BBG pursuant to the UK Scheme
“Act”	the Companies Act 2006 (as amended) including any statutory modification or re-enactment thereof for the time being in force
“Admission”	admission of the Company to the official list of the ASX, the admission of the New Ordinary Shares to trading on AIM and quotation on ASX becoming effective in accordance with the AIM Rules for Companies and the ASX Listing Rules
“AIM”	the market of that name, owned and operated by the London Stock Exchange
“AIM Rules for Companies”	the rules for Companies published by the London Stock Exchange in February 2010 governing admission to, and the operation of, AIM
“AIM Rules for Nominated Advisers”	the rules for nominated advisers published by the London Stock Exchange in February 2007
“Articles”	the articles of association of GGG
“ASIC”	means the Australian Securities and Investments Commission
“ASX”	the Australian Securities Exchange or ASX Limited, as the context requires
“ASX Listing Rules”	the official listing rules of the ASX
“Australian Scheme”	the scheme of arrangement in Australia by which Auzex will become a wholly owned subsidiary of BBG
“Auzex” or “AZX”	Auzex Resources Limited a company registered in Australia with registered number ABN 74 106 444 606
“Auzex Option”	an option to acquire an Auzex Share
“Auzex Optionholder”	a holder of an Auzex Option
“Auzex Share”	an ordinary fully paid share in the capital of Auzex
“Auzex Shareholders”	those persons registered as owners of shares in the capital of Auzex from time to time
“BBJV” or “Joint Venture”	the agreement between Auzex and GGG under which the same have formed a joint venture in relation to the Bullabulling Gold Project as further described in paragraph 12.2.2 of Part VII of this document
“BBG Option”	an option to acquire an Ordinary Share
“BBG Optionholder(s)”	the holders of BBG Options
“BBG Executive Option Plan” or “Plan”	the option plan approved by the board of Directors of BBG, further details of which are set out in paragraph 4 of Part VII
“BBG Shareholders”	those persons registered as owners of shares in the capital of BBG from time to time
“Board”	the Board of directors of the Company
“Bullabulling Sale and Purchase Agreement”	the agreement summarised in paragraph 12 of Part VII of this Document
“Bullabulling” or the “Bullabulling Project” or the “Bullabulling Gold Project”	the Bullabulling gold deposit located in the Coolgardie region of Western Australia, including the tenements thereon and associated mine assets acquired by the GGG and Auzex under the Bullabulling Sale and Purchase Agreement

“Bullabulling Joint Venture Agreement” or “Joint Venture Agreement”	the joint venture agreement between Auzex and GGG which governs the relationship in respect of the Bullabulling Project
“Business Day”	a day, other than a Saturday, Sunday or statutory holiday, on which dealings take place on the London Stock Exchange
“CHES”	Australia’s Clearing House Electronic Subregister System
“City Code”	the UK City Code on Takeovers and Mergers
“Company” or “BBG”	Bullabulling Gold Limited, a company incorporated in Australia and registered in Western Australia, with registered number ACN 153 234 532
“Corporations Act”	The Australian Corporations Act 2001
“CREST”	the computerised system for trading shares in uncertificated form in the UK operated by Euroclear
“Directors”	the directors of the Company from time to time
“Effective Date”	the effective date of the UK Scheme or the Australian Scheme as the context provides
“Enlarged Group”	the Company and its subsidiaries following the completion of the Merger
“Enlarged Share Capital”	the issued ordinary share capital of the Company following completion of the Merger, comprising the New Ordinary Shares and the New Ordinary Shares issued to Auzex Shareholders
“Euroclear”	Euroclear UK & Ireland Limited, the operator of the system for trading shares in uncertificated form known as “CREST”
“Existing Ordinary Shares”	the three Ordinary Shares currently in issue and held by Michael Short, Nigel Bruce Clark and Jeffrey Francis Anthony Malaihollo
“FSA”	the Financial Services Authority
“GGG”	GGG Resources Plc, a company registered in England and Wales with registered number 05277251, being a wholly owned subsidiary of the Company at Admission
“GGG Options”	options to subscribe for GGG Shares
“GGG Optionholder”	the holder of a GGG Option
“GGG Share”	a fully paid share in the capital of GGG
“GGG Shareholders”	those persons registered as shareholders of GGG on the Record Date (as such is defined in the GGG Scheme Document)
“Goldpride”	Goldpride Pty Ltd (ACN 061 269 109)
“Group”	the Company and its subsidiaries from time to time including, where the context so requires, the Enlarged Group
“Indicated Mineral Resource”	an accumulation of mineral(s) sampled by drill holes, underground openings, or other sampling procedures at locations too widely spaced to ensure continuity but close enough to give a reasonable indication of continuity and where geoscientific data are known with a reasonable level of continuity
“Inferred Mineral Resource”	an accumulation of mineral(s), inferred from geoscientific evidence, drill holes, underground openings or other sampling procedures, and before testing and sampling information is sufficient to allow a more reliable and systematic estimation
“Jervois”	Jervois Mining Limited (ACN 007 626 575)
“JORC” or “JORC Code”	the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, published by the Joint Ore and Resource Committee and setting minimum standards for public reporting in Australia and New Zealand of exploration results, mineral resources and ore reserves
“Laws of E&W”	the laws of England and Wales
“London Stock Exchange”	London Stock Exchange plc

“Management Agreement”	an agreement dated 17 September 2011 between Auzex and GGG setting out certain matters in connection with the management of the Bullabulling Project and the relationship of Auzex and GGG in this regard
“Merger”	the merger of GGG and Auzex under the ownership of BBG to be effected pursuant to the Australian Scheme
“Merger Implementation Agreement” or “MIA”	the merger implementation agreement dated 17 September 2011 between (1) GGG and (2) Auzex
“New Ordinary Shares”	the share capital of the Company upon completion of the UK Scheme pursuant to the UK Scheme (including for the avoidance of doubt the Existing Ordinary Shares)
“Official List”	the Official List of the UK Listing Authority
“Ordinary Shares” or “BBG Shares”	ordinary shares of no par value in the Company
“Panel” or “Takeover Panel”	the Panel on Takeovers and Mergers in Australia
“Spin Out”	the transfer of all assets held by Auzex other than its interest in the Bullabulling Project
“Subsidiary Undertakings”	GGG and its subsidiaries, details of which are set out in paragraphs 2.4 and 2.5 of Part VIII
“Tenements” or “Bullabulling Tenements”	the tenements included in the Bullabulling Project details of which are set out in the Tenement Report in Part VI of this document.
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland
“UK Court”	the High Court of Justice in England and Wales
“UK Scheme”	the proposed introduction of a new Australian domiciled parent company of GGG by means of a scheme of arrangement under sections 895 to 899 of the Act
“United States” “US” or “USA”	the United States of America, its territories and possessions, any state of the United States and the District of Columbia
“VWAP”	the Volume Weighted Average Price
“Westhouse”	Westhouse Securities Limited, the nominated adviser to the Company

