AusROC Metals Ltd

5 December 2017

Ausroc Metals Limited (ACN 073 155 781) (ASX:ARK)
ASX Announcement

Prospectus Lodgement

Ausroc Metals Limited (ACN 073 155 781) (ASX:ARK) (**Company**) is pleased to announce that it has today lodged a prospectus with the Australian Securities & Investments Commission for:

(a) the offer of up to a maximum of 35,000,000 new shares in the Company to eligible investors at an issue price of $0.20 per new share to raise up to $7,000,000 (subject to a minimum subscription of 20,000,000 new shares in the Company to raise $4,000,000) (**General Offer**); and

(b) the offer of:

(i) 68,259,459 new shares in the Company to the shareholders of Woomera Exploration Limited (ACN 150 741 352) in consideration for the acquisition by the Company of all the shares in Woomera Exploration Limited;

(ii) 3,125,000 new shares in the Company to the shareholders of Volt Lithium Pty Ltd (ACN 612 465 237) in consideration for the acquisition by Woomera Exploration Limited of all the shares in Volt Lithium Pty Ltd; and

(iii) 3,125,000 new shares in the Company to the shareholders of Liquid Lithium Pty Ltd (ACN 612 730 337) in consideration for the acquisition by Woomera Exploration Limited of all the shares in Liquid Lithium Pty Ltd.

(collectively referred to as **Vendor Offers**)

The General Offer and Vendor Offers open on 20 December 2017 and close at 5:00pm (ACDT) on 15 February 2018.

A copy of the Company's prospectus accompanies this announcement.

For more information please contact:

Mr Jonathan Lindh
Company Secretary
Telephone: 0414 169 465 (within Australia) or +61 414 169 465 (outside Australia)
Email: admin@woomex.com.au

Or visit www.woomex.com.au

AUSROC METALS LIMITED ACN 073 155 781

to be renamed WOOMERA MINING LIMITED

PROSPECTUS

PROSPECTUS

For the offer of a maximum of 35,000,000 New Shares to Eligible Investors at an issue price of $0.20 per New Share to raise up to $7,000,000 (subject to a minimum subscription of 20,000,000 New Shares to raise $4,000,000) **(General Offer).**

And

For the offer of:

(a) 68,259,459 Consideration Shares to the vendors of Woomera Exploration Limited (ACN 150 741 352) (**WEX Vendors**) in consideration for the acquisition of all of the shares in Woomera Exploration Limited;

(b) 3,125,000 Consideration Shares to the vendors of Volt Lithium Pty Ltd (ACN 612 465 237) in consideration for the acquisition by Woomera Exploration Limited (ACN 150 741 352) of all of the shares in Volt Lithium Pty Ltd; and

(c) 3,125,000 Consideration Shares to the vendors of Liquid Lithium Pty Ltd (ACN 612 730 337) in consideration for the acquisition by Woomera Exploration Limited (ACN 150 741 352) of all of the shares in Liquid Lithium Pty Ltd

(collectively referred to as **Vendor Offers**).

Important Notice

In addition to the purpose of raising funds under the Offers, this is a re-compliance prospectus for the purposes of satisfying Chapters 1 and 2 of the ASX Listing Rules and to satisfy ASX requirements for re-listing following a change to the nature and scale of the Company's activities.

Completion of each of the Offers is conditional upon satisfaction of certain conditions. Further details of the conditions to the Offers are set out in Section 7. At the Annual General Meeting of the Company held on 5 December 2017, Shareholders approved all resolutions in relation to the Acquisitions, including a 50:1 Consolidation of the Company's existing ordinary shares. All New Shares and Consideration Shares offered under this Prospectus are described and offered on a post-Consolidation basis.

If after reading this Prospectus, you do not fully understand it or the rights attaching to the Shares offered by it, you should consult an accountant, solicitor or other professional adviser for assistance. The Shares offered by this Prospectus should be considered speculative.

ASX and ASIC do not take any responsibility for the content of this Prospectus or for the merits of the investment to which this Prospectus relates.

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Photograph showing Stuart Highway approximately 200 km south of Coober Pedy.

1. Important Notices

THIS PROSPECTUS IS AN IMPORTANT DOCUMENT WHICH SHOULD BE READ IN ITS ENTIRETY BEFORE ANY INVESTMENT DECISION. YOU SHOULD OBTAIN INDEPENDENT ADVICE IF YOU HAVE QUESTIONS ABOUT THE MATTERS CONTAINED IN THIS PROSPECTUS

Offers

The Offers contained in this Prospectus are invitations to acquire fully paid ordinary shares in Ausroc Metals Limited ACN 073 155 781 (to be renamed "Woomera Mining Limited") ("**Ausroc**" or "**Company**").

Lodgement and listing

This Prospectus is dated 5 December 2017 ("**Prospectus Date**") and a copy was lodged with the Australian Securities and Investments Commission ("**ASIC**") on that date.

Neither ASIC, ASX nor their officers take any responsibility for the content of this Prospectus or for the merits of the investment to which this Prospectus relates.

Expiry Date

No Shares will be allotted or issued on the basis of this Prospectus after 4 January 2019, which is 13 months from the date of this Prospectus.

Re-compliance with Chapters 1 and 2 of the Listing Rules

The Acquisitions will constitute a change to the nature and scale of the Company's activities. Pursuant to Listing Rule 11.1.3, the Company must re-comply with the admission requirements of Chapters 1 and 2 of the Listing Rules, as if applying for admission to the Official List of the ASX. The Company proposes to make the application within 7 days after the Prospectus Date in accordance with section 723(3)(a) of the Corporations Act.

Accordingly, in addition to the purpose of raising funds under the Offers, this Prospectus is a re-compliance prospectus for the purposes of satisfying Chapters 1 and 2 of the ASX Listing Rules and to satisfy the ASX requirements for re-admission to the Official List following a change in the nature and scale of the Company's activities.

Conditional Offers

The Offers are conditional on:

(a) ASX granting the Company an extension from the date of removal of the Company from the Official List of the ASX (see the Sections 2.2 and 7.4 for further details);

(b) the remaining conditions precedent to the Acquisition Agreements being satisfied, including the Company receiving conditional approval from ASX that it will re-admit the Company to the Official List and terminate the suspension from Official Quotation of Shares, subject to such terms and conditions (if any) as are prescribed by ASX or the ASX Listing Rules; and

(c) the Company raising the Minimum Subscription Amount under the General Offer, being $4,000,000.

New Shares and Consideration Shares issued under this Prospectus will be issued on the date of completion of the Acquisitions. In this regard, if such completion does not occur, no New Shares or Consideration Shares will be issued pursuant to this Prospectus and the Applicants will be reimbursed their Subscription Amounts (without interest).

Consolidation

Unless stated otherwise, all reference to Shares as set out in this Prospectus assumes that the Consolidation (for which approval was obtained at the Annual General Meeting on 5 December 2017) has occurred.

Notice to Applicants

The information in this Prospectus is not financial product advice and does not take into account your investment objectives, financial situation or particular needs. It is important that you read this Prospectus carefully and in its entirety, along with each of the documents incorporated by reference, before deciding whether to invest in the Company. In particular, you should consider the risk factors that could affect the performance of the Company. You should carefully consider these risks in light of your personal circumstances (including financial and tax issues) and seek professional guidance from your stockbroker, solicitor or other professional adviser before deciding whether to invest in Shares. Some of the key risk factors that should be considered by prospective investors are set out in Section 10. There may be risk factors in addition to these that should be considered in light of your personal circumstances. You should also consider the assumptions underlying the financial information and the risk factors that could affect the Company's business, financial condition and results of operations.

No person named in this Prospectus, nor any other person, guarantees the performance of Company or the repayment of capital or any return on investment made pursuant to this Prospectus.

No offer where Offer would be illegal

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

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

The distribution of this Prospectus outside Australia and New Zealand may be restricted by law and persons who come into possession of this Prospectus outside Australia and New Zealand should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

This Prospectus has been prepared for publication in Australia and New Zealand and may not be released or distributed in the United States. This Prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The Shares and Existing Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state of the United States, and may not be offered or sold in the United States, or to or for the account or benefit of a US Person, except in a transaction exempt from the registration requirements of the US Securities Act and applicable United States state securities laws.

The Offers are not being extended to any investor outside Australia or New Zealand.

Important notice to New Zealand Investors

The Offers to New Zealand investors are regulated offers made under Australian and New Zealand law. In Australia, this is Chapter 8 of the *Corporations Act* and the regulations made under the *Corporations Act.* In New Zealand, this is subpart 6 of

Part 9 of the *Financial Markets Conduct Act 2013* and Part 9 of the *Financial Markets Conduct Regulations 2014*.

The Offers and the contents of the Prospectus are principally governed by Australian rather than New Zealand law. In the main, the *Corporations Act* and the regulations made under the *Corporations Act* set out how the Offers must be made. There are differences in how financial products are regulated under Australian law. For example, the disclosure of fees for managed investment schemes is different under the Australian regime. The rights, remedies, and compensation arrangements available to New Zealand investors in Australian financial products may differ from the rights, remedies, and compensation arrangements for New Zealand financial products. Both the Australian and New Zealand financial markets regulators have enforcement responsibilities in relation to the Offers. If you need to make a complaint about the Offers, please contact the Financial Markets Authority, New Zealand (http://www.fma.govt.nz). The Australian and New Zealand regulators will work together to settle your complaint.

The taxation treatment of Australian financial products is not the same as for New Zealand financial products. If you are uncertain about whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial adviser.

The Offers may involve a currency exchange risk. The currency for the financial products is **not** New Zealand dollars. The value of the financial products will go up or down according to changes in the exchange rate between that currency and New Zealand dollars. These changes may be significant. If you expect the financial products to pay any amounts in a currency that is not New Zealand dollars, you may incur significant fees in having the funds credited to a bank account in New Zealand in New Zealand dollars.

If the Shares are able to be traded on a financial product market and you wish to trade the Shares through that market, you will have to make arrangements for a participant in that market to sell the Shares on your behalf. If the financial product market does not operate in New Zealand, the way in which the market operates, the regulation of participants in that market, and the information available to you about the Shares and trading may differ from financial product markets that operate in New Zealand.

Financial information presentation

Section 12 sets out in detail the financial information referred to in this Prospectus. The basis of preparation of that information is set out in Section 12. All financial amounts contained in this Prospectus are expressed in Australian dollars. Any discrepancies between totals and sums of components in tables contained in this Prospectus are due to rounding.

This Prospectus contains forward looking statements concerning the Company's business, operations, financial performance and condition, as well as the Company's plans, objectives and expectation for its business, operations and financial performance and condition. Any statements contained in this Prospectus that are not of historical facts may be deemed to be forward-looking statements. You can identify these statements by words such as "aim", "anticipate", "assume", "may", "could", "believes", "estimates", "expects", "intends, "estimate", "plan", "predict", "should", "target", and other similar words that are predictions of or indicate future events and future trends or which involve risks and uncertainties. Any forward looking statements are subject to various risk factors that could cause the Company's actual results to differ materially from the results expressed or anticipated in these statements.

Forward looking statements should be read in conjunction with risk factors as set out in Section 10 and other information in this Prospectus, and you are cautioned not to place undue reliance on the forward-looking statements. Unless required by law, the Company does not intend to publicly update or revise any forward-looking statements to reflect new information, events or otherwise. You should, however, review the information and risks the Company describes in the reports to be filed from time to time with the ASX after the date of this Prospectus.

Applications and how to invest

Applications according to this Prospectus may only be made during the Offer Period, and on either the General Offer Application form or Vendor Offer Application Form attached to, or accompanying this Prospectus (including an electronic copy).

If you wish to apply for New Shares and Consideration Shares pursuant to the Offers, you should complete the relevant Application Form accompanying this Prospectus and send that form together with the Subscription Amount to the address shown on that form so that it is received before 5.00 p.m. ACDT on the Closing Date.

Further instructions on how to apply for New Shares or Consideration Shares are set out in Section 7 and on the Application Form.

Exposure Period

The *Corporations Act* prohibits the Company from processing Applications in the seven day period after the date of lodgement of this Prospectus with ASIC ("**Exposure Period**"). The Exposure Period may be extended by ASIC by up to a further seven days. The purpose of the Exposure Period is to enable the Prospectus to be examined by market participants prior to the raising of funds. The examination may result in the identification of deficiencies in this Prospectus and if deficiencies are detected, the Company will either:

(a) return any Subscription Amount that the Company has received;

(b) provide each Applicant with a supplementary or replacement prospectus that corrects the deficiency, and gives the Applicant the option to withdraw the Application within one month and be repaid the Subscription Amount; or

(c) issue to the Applicant the Shares applied for in the Application, provide each Applicant with a supplementary or replacement Prospectus that corrects the deficiency and gives the Applicant the option to withdraw the Application within one month and be repaid the Subscription Amount.

Applications received during the Exposure Period will not be processed until after the expiry of the Exposure Period. No preference will be conferred on any Applications received during the Exposure Period and they will be treated as if they were simultaneously received on the Opening Date.

No cooling –off rights

Cooling – off rights do not apply to an investment in Shares pursuant to the Offers. This means that in most circumstances, you cannot withdraw your Application once it has been accepted.

Electronic Prospectus

This Prospectus may be viewed online at www.woomex.com.au/prospectus

The other information on the WEX website does not form part of this Prospectus.

The Offers under this Prospectus are available to persons receiving an electronic version of this Prospectus within Australia and New Zealand.

The Company is entitled to refuse an application for Shares under this Prospectus if it believes the Applicant did not receive the Offer in Australia or New Zealand.

There is no facility for online applications. Applications must be made by completing a paper copy of the Application Form. The Company will not accept Application Forms electronically.

Shares to which this Prospectus relates will only be issued on receipt of an Application Form issued with the Prospectus.

The *Corporations Act* prohibits any person from passing on to another person the Application Form unless it is attached to a hard copy of this Prospectus or accompanies the complete and unaltered electronic version of this Prospectus (whether printed or remaining in an electronic medium).

Obtaining a copy of this Prospectus

A paper copy of the Prospectus is available free of charge to Australian and New Zealand resident investors during the Offer Period by:

(a) calling the Company Secretary, Mr Jonathon Lindh, on 0414 169 465 (within Australia) or +61 414 169 465 (outside Australia) from 9.00am until 5.00pm ACDT, Monday to Friday, during the Offer Period; or

(b) via email to admin@woomex.com.au
The Offers constituted by this Prospectus in electronic form is available only to Australian or New Zealand residents accessing the website from Australia or New Zealand. It is not available to persons in the United States. Persons who access the electronic version of this Prospectus should ensure that they download and read the entire Prospectus.

Applications for Shares may only be made on the appropriate Application Form attached to, or accompanying, this Prospectus in its paper copy form, or in its electronic form. By making an Application, you declare that you were given access to the Prospectus, together with an Application Form.

Defined terms and abbreviations

Defined terms and abbreviations used in this Prospectus are explained in the Glossary. Unless otherwise stated, references to times in this Prospectus are to the time in Adelaide, South Australia (ACDT).

Privacy

By completing an Application Form, you:

(a) consent to the collection, use and disclosure of your personal information as summarised below; and

(b) acknowledge you are providing personal information to the Company, and the Share Registry which is contracted by the Company to manage Applications.

The Company, and the Share Registry on their behalf, collect, hold and use your personal information to process your Application, service your needs as a Shareholder, provide facilities and services that you request and carry out appropriate administration.

Once you become a Shareholder, the *Corporations Act* and Australian taxation legislation require information about you (including your name, address and details of the Shares you hold) to be included in the Company's public register. The information must continue to be included in the Company's public register if you cease to be a Shareholder. If you do not provide all the information requested, your Application Form may not be able to be processed.

The Company and the Share Registry may disclose your personal information for purposes related to your investment to their agents and service providers including those listed below or as otherwise authorised under the *Privacy Act 1988* (Cth):

(a) the Share Registry for ongoing administration of the Shareholder register;

(b) the Lead Manager in order to assess your Application;

(c) printers and other companies for the purpose of preparation and distribution of documents and for handling mail;

(d) market research companies for the purposes of analysing the Company's shareholder base and for product development and planning; and

(e) legal and accounting firms, auditors, management consultants and other advisers for the purpose of administering, and advising on, the Shares and for associated actions.

You may request access to your personal information held by or on behalf of the Company. You can request access to your personal information or obtain further information about the Company's privacy practices by contacting the Share Registry or the Company.

The Company aims to ensure that the personal information it retains about you is accurate, complete and up-to-date. To assist with this, please contact the Company or the Share Registry if any of the details you have provided change. In accordance with the requirements of the *Corporations Act*, information on the Shareholder register will be accessible by members of the public.

Lead Manager

Sequoia Wealth Management Pty Ltd (ACN 002 314 310, AFSL 472387) (**Sequoia**), a wholly owned subsidiary of Sequoia Financial Group Limited (ASX.SEQ), is the Lead Manager to the Offers.

Photographs and diagrams

Photographs used in this Prospectus which do not have descriptions are for illustration only and should not be interpreted to mean that any person endorses this Prospectus or that assets shown in them are owned by the Company. Diagrams used in this Prospectus are illustrative only and may not be drawn to scale. Unless otherwise stated, all data contained in graphs, charts and tables is based on information available as at the date of this Prospectus.

Disclaimer

No person is authorised to give any information or to make any representation in connection with the Offers described in this Prospectus which is not contained in this Prospectus. Any information not so contained may not be relied upon as having been authorised by the Company or any other person in connection with the Offers. You should rely only on information in this Prospectus.

If you have any Questions

If after reading this Prospectus, you do not fully understand it or the rights attaching to the Shares offered by it, you should consult an accountant, solicitor or other professional adviser for assistance. The Company is unable to advise applicants on the suitability or otherwise of an investment in the Company.

This document is important and should be read in its entirety.

2. Key Offer Information

2.1 Key Offer Dates

Event	Date
Lodgement of Prospectus	**5 December 2017**
Consolidation Record Date	**11 December 2017**
Offers Open	**20 December 2017**
Offers Close	**5:00pm (AEST) on 15 February 2018**
Issue of New Shares and Consideration Shares under the Offers and Completion of the Acquisitions	**23 February 2018**
Anticipated re-admission to Official Quotation (Re-compliance with Chapters 1 and 2 of the Listing Rules)	**1 March 2018**

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

2.2 Important Note – ASX Policy on removal of long term suspended entities

As of 6 December 2017 (**Removal Date**), the Company's securities will have been suspended from trading for a continuous period of 3 years. Pursuant to ASX Guidance Note 33 *Removal of Entities from the ASX Official List* the Company may be automatically removed from the Official List of the ASX on the Removal Date in accordance with paragraph 3.4 of ASX Listing Rules Guidance Note 33.

However, ASX may grant a short extension of the 3 year deadline for the automatic removal of a long-term suspended entity if the Company can demonstrate to ASX's satisfaction that it is in the "final stages" of implementing a transaction that will lead to the resumption of trading in its securities.

For these purposes, ASX considers that "final stages" means:

(i) having announced the transaction to the market;

(ii) having signed definitive legal agreements for the transaction (including for any financing required in respect of the transaction);

(iii) if the transaction requires a prospectus or product disclosure statement to be lodged with ASIC, having lodged that document with ASIC and it not being the subject of a stop order or other regulatory action by ASIC;

(iv) if the transaction requires approval by security holders or from a governmental agency or financier, the entity having obtained all such approvals; and

(v) ASX otherwise being satisfied that the transaction is reasonably capable of being consummated within the period of extension.

With the lodgement of this Prospectus, the Company considers that it has satisfied the requirements to demonstrate that the Company is in the final stages of implementing a transaction that will lead to the resumption of trading in its securities. Therefore, the Company anticipates that ASX will grant a short extension to the Removal Date pursuant to ASX Listing Rules Guidance Note 33 to allow the Company to complete the Acquisitions and Offers.

However, the Company notes that the decision to grant a short extension of the 3-year deadline for the automatic removal is within the absolute discretion of ASX.

If ASX does not grant an extension, the Offers will be withdrawn and the Company is likely to be removed from the Official List of the ASX at close of business on 6 December 2017.

3. Key Offer Details

Key Offer Details	
Proposed new ASX Code	WML
Existing Shares	
Existing Shares currently on issue	6,095,761
General Offer	
Offer Price per Share under the General Offer	$0.20 per Share
Minimum number of New Shares offered under the General Offer (**General Offer Minimum Subscription**)	20,000,000
Maximum number of New Shares offered under the General Offer (**General Offer Maximum Subscription**)	35,000,000
Minimum cash proceeds of the General Offer	$4,000,000
Maximum cash proceeds of the General Offer	$7,000,000
Vendor Offers	
Offer Price per Share under the Vendor Offers	Nil
Total number of shares to be issued to WEX Vendors	68,259,459
Total number of shares to be issued to Volt Lithium Vendors	3,125,000
Total number of shares to be issued to Liquid Lithium Vendors	3,125,000
Cash proceeds of the Vendor Offers	Nil
Other Share Issues	
Shares to be issued to Caason's nominee, Casada (or any other Caason Nominees) in consideration for the payment of the Proponent Sum	3,227,635
Shares to be issued to Caason's nominee, Casada (or any other Caason Nominees) in satisfaction of the Reduced Caason Debt	6,428,571
Shares to be issued to Mr Robert Hunt in full and final satisfaction of Hunt Conversion Debt	1,904,264
Shares to be issued to Trident Capital in full and final satisfaction of the Trident Conversion Debt	107,143
Total Shares	
Minimum total number of Shares on issue on completion of the Acquisitions and re-listing on the Official List	**112,272,833**
Maximum total number of Shares on issue on completion of the Acquisitions and re-listing on the Official List	**127,272,833**
Options Issues	
Options to be issued to Caason's nominee, Casada (or any other Caason Nominees) in satisfaction of the Reduced Caason Debt	6,428,571
Options to be issued to Mr Robert Hunt in full and final satisfaction of the Hunt Conversion Debt	1,904,264
Options to be issued to Mr Gerard Anderson	6,000,000
Options to be issued to Mr Donald Triggs	3,000,000
Total number of Options on issue on completion of the Acquisitions	**17,332,835**

* unless otherwise indicated, all Shares and Options detailed above are on a post-Consolidation basis.

4. Letter from the Chairman

5 December 2017

Dear Investor,

On behalf of the Board of Directors of Ausroc Metals Limited (**Ausroc** or **Company**), I am pleased to present this Prospectus to you, as an existing Ausroc shareholder or as a potential new shareholder.

Ausroc is an Australian Securities Exchange (**ASX**) listed company which has entered into a conditional share sale agreement with the shareholders of Woomera Exploration Limited (ACN 150 741 352) (**WEX**) to acquire all of the issued share capital in WEX.

WEX is an unlisted public mining exploration company which holds, or has sought application for, approximately 5,996 km^2 of tenements in South Australia in the highly prospective Musgrave and Gawler Craton regions.

In addition to the above tenements, WEX has entered into conditional agreements to acquire all of the issued share capital in Volt Lithium Pty Ltd (ACN 612 465 237) and Liquid Lithium Pty Ltd (ACN 612 730 337) which together own a tenement package situated in Western Australia which is highly prospective for hard-rock lithium and has the potential for lithium-rich brines. Upon completion of the acquisitions of Volt Lithium Pty Ltd and Liquid Lithium Pty Ltd both entities will become wholly owned subsidiaries of WEX.

The Acquisitions will result in a material change in the nature and scale of Ausroc's activities, therefore the primary purpose of this Prospectus is to re-comply with Chapters 1 and 2 of the ASX Listing Rules and provide Ausroc with the required funding to implement the growth strategy of WEX's business post completion of the Acquisitions.

Under the Prospectus, Ausroc is seeking to:

(a) raise between $4,000,000 and $7,000,000 by the issue of between 20,000,000 New Shares and 35,000,000 New Shares at an issue price of $0.20 per New Share under the General Offer; and

(b) make the Vendor Offers consisting of Consideration Shares to the Vendors in consideration for the Acquisitions.

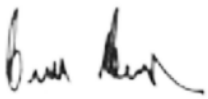
The Board considers that the acquisition of WEX provides Ausroc's shareholders and incoming shareholders with an exciting opportunity to participate in a mining exploration company that has the potential to deliver shareholder returns.

This Prospectus contains information about the Company, proposed to be renamed "Woomera Mining Limited", WEX and the Offers. It also contains information about the potential risks of investing in the Company. Such risks include risks associated with the change in nature and scale of the Company's existing activities, risks in respect of WEX's current operations, residual risks from former operations of the Company and general risks relating to the Company and WEX.

I encourage you to read this Prospectus carefully and consult with your professional advisers.

On behalf of the Board, I invite you to subscribe for New Shares or Consideration Shares in the Company and look forward to welcoming you as a Shareholder of the Company, for those new investors, and to your continued support, for those Existing Shareholders.

Yours Sincerely,



Neville Martin
Chairman

5. Investment Overview

Set out below is a summary of the key information regarding the Offers. This information is intended to be a summary only and should be read in conjunction with the more detailed information contained in the Prospectus and as cross referenced in the "Further Information" column of the table below.

If you are unclear in relation to any aspect of the Offers, or if you are uncertain whether the New Shares or Consideration Shares (as relevant) are a suitable investment for you, you should consult your accountant, solicitor or other professional adviser.

Topic	Summary	Further Information
Introduction		
Who is the issuer of this Prospectus?	Ausroc Metals Limited ACN 073 155 781 (ASX Code: ARK) to be renamed Woomera Mining Limited. The Company's proposed new ASX Code will be WML. The Company is a public company that has been listed on the ASX since 15 September 2005 (then named "Monaro Mining NL").	Sections 18.1 and 18.3
What are the proposed Acquisitions and what will their effect be on the Company?	The Company intends to acquire 100% of the fully paid ordinary shares in Woomera Exploration Ltd (**WEX**) in consideration for the Company issuing: (a) 68,259,459 Consideration Shares on a post-Consolidation basis to the WEX Vendors in proportion to the WEX Vendor's holdings in WEX; (b) 3,125,000 Consideration Shares on a post-Consolidation basis to the Volt Lithium Vendors in proportion to the Volt Lithium Vendor's holdings in Volt Lithium; and (c) 3,125,000 Consideration Shares on a post-Consolidation basis to the Liquid Lithium Vendors in proportion to the Liquid Lithium Vendor's holdings in Liquid Lithium. Completion of the Acquisitions will result in the Company being the ultimate holding company of WEX, Volt Lithium, Liquid Lithium and Norsa (subsidiary of WEX). The Acquisitions will constitute a significant change in the nature and scale of the activities of the Company which requires the ASX approving the Company's re-compliance with the admission requirements of Chapters 1 and 2 of the ASX Listing Rules. The Acquisitions will not result in any person acquiring control of, or voting power of 20% or more in, the Company. However, the proposed issue of New Shares and Consideration Shares under the Offers in connection with the Acquisitions will all have a significant dilutionary effect on the holdings of Existing Shareholders.	Section 6
Who is WEX?	WEX is an unlisted public mining exploration company with Tenements and Tenement Applications in South Australia. In addition to its South Australian tenements, WEX has entered into conditional agreements to acquire all of the issued share capital in Volt Lithium Pty Ltd (ACN 612 465 237) (**Volt Lithium**) and Liquid Lithium Pty Ltd (ACN 612 730 337) (**Liquid Lithium**) which together own a tenement package situated in Western Australia	Section 9.3

	which is highly prospective for hard-rock lithium and has the potential for lithium-rich-brines. The Company's acquisition of WEX is to occur contemporaneously with WEX's acquisition of Volt Lithium and Liquid Lithium.	
KEY FEATURES OF WEX'S BUSINESS MODEL AND STRATEGY		
What does WEX do?	WEX holds, or has sought application for, approximately 5,996 km² of tenements in the highly prospective Musgrave Province and Gawler Craton regions of South Australia, comprising 1 Exploration Licence (**EL**), 5 Subsequent Explorations Licence Applications (**SELAs**) and 3 Exploration Licence Applications (**ELAs**). The EL, 2 SELAs and 1 ELA are located within the Musgrave Province and the remaining 3 SELAs and 2 ELAs are located within the Gawler Craton. Exploration rights within these regions are tightly held with holdings by several of Australia's biggest mining companies. WEX commenced preliminary exploration operations in relation to these tenements in May 2011 immediately following the Australian Government's announcement of the relaxing of access conditions to the Woomera Prohibited Area (**WPA**). Exploration principally involved conducting studies of available technical information with a view to developing a good understanding of the potential of these assets. In addition to the tenements in South Australia, WEX has entered into agreements to acquire Volt Lithium and Liquid Lithium which together own a tenement package situated in Western Australia which is highly prospective for hard rock lithium and has the potential for lithium rich brine style mineralisation. On 12 September 2017, WEX entered into a binding heads of agreement with OZ Exploration Pty Ltd (ACN 137 626 914) (**OZ Exploration**) (a wholly owned subsidiary of ASX listed OZ Minerals Limited (ACN 005 482 824) (ASX:OZL) in relation to a series of mining tenements in the Musgrave Province in South Australia pursuant to which OZ Exploration Pty Ltd agrees to complete a Reverse Circulation drilling program totalling 3,850 metres on the tenements within the Musgrave Province (**OZ Minerals HOA**). Apart from the Company's tenements in the Musgrave Province (which are subject to the OZ Minerals HOA, all of the South Australian Tenements and Tenement Applications are currently 100% owned by WEX and its Subsidiary, Norsa, and upon completion of the Lithium Acquisitions, the Western Australian hard rock and lithium rich brine projects will also be 100% controlled by WEX. The Company's existing tenements in South Australia, and the tenements held by Liquid Lithium and Volt Lithium in Western Australia, are prospective for exploration and summarised in this Prospectus under the following projects: (a) Musgrave Alcurra-Tieyon Project (SA); (b) Gawler Craton Carulinia Project (SA); (c) Gawler Craton Labyrinth Project (SA); (d) Gawler Craton Nawa Project (SA); (e) Pilgangoora Lithium Project (WA); (f) Mount Cattlin Lithium Project (WA); and (g) Lakes Lithium Project (WA). Please see Section 9 for further information regarding the projects.	Section 9

What is the current status of, and strategy for WEX's tenements?	**Granted Tenements** Table 5.1 below sets out the tenements situated in South Australia for which exploration licences have been granted or are subject of Subsequent Exploration Licence Applications as at the date of this Prospectus. The Company's strategy is to explore these tenements; in the case of the Musgrave Province under the OZ Minerals HOA; and otherwise by the Company directly. It is anticipated that the exploration will be over the initial period of the next two years based upon the Use of Funds and Exploration Expenditure set out in Section 7.6.	Section 9.6

Table 5.1 – South Australian Granted Tenements and Subsequent Exploration Licence Applications

Tenement Name	Number	Location	Area (km^2)	Status	Expiry Date	Notes
Sundown	EL 5041 (SELA 2017/00156)	Musgrave Province	768	Application***	10 October 2017**	Held by WEX. Subject of the Oz Minerals HOA
Mount Howe	EL 5042 (SELA 2017/00157)	Musgrave Province	854	Application***	10 October 2017**	Held by WEX. Subject of the Oz Minerals HOA
Mount Irwin	EL 5287	Musgrave Province	503	Granted	24 June 2018	Held by Norsa. Subject of the Oz Minerals HOA
Mount Carulinia	EL 5040 (SELA 2017/00155)	Gawler Craton	401	Application	10 October 2017**	Held by WEX
Whymlet	EL 5113 (SELA 2017/00182)	Gawler Craton	266	Application	28 November 2017**	Held by WEX
Tallaringa	EL 5116 (SELA 2017/00183)	Gawler Craton	459	Application	28 November 2017**	Held by WEX

Note:
** the Exploration Licence is in its final term and a Subsequent Exploration Licence Application has been submitted.

*** an offer for renewal for one year was made by the Department of Premier Cabinet of South Australia on 20 November 2017 and WEX has the intention to accept the offer within the offer period.

Table 5.2 below sets out the tenements situated in South Australia which are presently the subject of Exploration Licence Applications. These tenements are not granted exploration licences and until granted the Company cannot undertake any exploration operation on the relevant land.

Table 5.2– South Australian Applications for New Tenements

Tenement Name	Number	Location	Area (km^2)	Status	Notes
Great Central Desert	ELA 2012/00119	Gawler Craton	929	Application	Application by Norsa.
Great Victorian Desert	ELA 2012/00120	Gawler Craton	848	Application	Application by Norsa.
Tieyon Station	ELA 2017/00139	Musgrave Province	929	under Application	Application by WEX. Subject of the Oz Minerals HOA

Table 5.3 below sets out the tenements situated in Western Australia for which exploration licences have been granted as at the date of this Prospectus. These tenements are held by Volt Lithium and Liquid Lithium, which are the subject of the Volt Lithium Acquisition Agreement and the Liquid Lithium Acquisition Agreement.

Table 5.3 – Western Australian Granted Tenements

Tenement Name	Number	Location	Area (km^2)	Status	Expiry Date	Notes
Magpie Range Pilgangoora	E45/4790	Central Pilbara	64	Granted	6 June 2022	Held by Volt Lithium
Peak Charles Salt Lake	E74/596	SE Yilgarn	92	Granted	3 May 2022	Held by Volt Lithium
Mt Cattlin East	E74/597	SE Yilgarn / Ravensthorpe	56	Granted	3 January 2022	Held by Volt Lithium
Lake Dundas	E63/1804	SE Yilgarn/ Norseman	57	Granted	30 April 2022	Held by Liquid Lithium
Lake Sharpe	E74/598	SE Yilgarn	60	Granted	27 April 2022	Held by Liquid Lithium
Mt. Cattlin East West	E74/599	SE Yilgarn / Ravensthorpe	40	Granted	17 January 2022	Held by Liquid Lithium
Magpie Range West	E45/4796	Central Pilbara	29	Granted	4 July 2022	Held by Liquid Lithium
Lake Cowan	E15/1532	SE Yilgarn/ Norseman	3	Granted	4 May 2022	Held by Liquid Lithium

Table 5.4 below sets out the tenements situated in Western Australia which are currently the subject of applications for the grant of exploration licences by Volt Lithium and Liquid Lithium. These tenements are not currently granted exploration licences, and until granted, exploration operations on the relevant land cannot be undertaken.

Table 5.4 – Western Australian Applications for New Tenements

Tenement Name	Number	Location	Area (km^2)	Status	Notes
Turner Siding Pilgangoora	E45/4789	Central Pilbara	57	Application	Application by Volt Lithium
Dumbleyung Salt Lake	E70/4870	SE Yilgarn	86	Application	Application by Volt Lithium

	In addition to expenditure on all the granted tenements sufficient to meet licence expenditure requirements, the Company intends to carry out the preliminary exploration work set out in the Use of Funds Table in Section 7.6 in respect of the Gawler Craton Tenements. With regard to the Musgrave Province Tenements, it is intended that the preliminary exploration work contemplated by the OZ Minerals HOA will be undertaken in accordance with the OZ Minerals HOA. The exploration program for the Central Pilbara Tenements and the SE Yilgarn Tenements will also be of a preliminary nature as set out in the Use of Funds Table.	
What access does the Company have to the Tenements?	**Access to South Australian Granted Tenements** The Musgrave Province Tenements are the subject of the Tjayiwara-Unmuru Native Title Determination. The Gawler Craton Tenements are located in various portions of the Gawler Craton. EL 5116 (SELA 2017/00183) is located approximately 120 km west of Coober Pedy. This area is not the subject of any native title determination, however, is situated within the Woomera Prohibited Area. The Woomera Prohibited Area is subject to a co-existence protocol with the Department of Defence which has relaxed previous restrictions and provides access for non-Defence users apart from certain excluded periods. Under a co-existence framework, the Department of Defence remains the primary user of the Woomera Prohibited Area. The Woomera Prohibited Area is divided into "green", "amber" and "red" access zones, each offering different levels of access or time-share to non-Defence users. Four of WEX's Gawler Craton Tenements, being EL5113 (SELA 2017/00182), EL5116 (SELA 2017/00183), ELA 2012/00119 and ELA 2017/00120 fall within the Woomera Prohibited Area as follows: a) EL5113 (SELA 2017/00182) is located within the "Infrequent Defence Use" exclusion zone (Green Zone) in which WEX will have a presumption of access, however, WEX may be required to evacuate for up to 56 days a year; and b) EL 5116 (SELA 2017/00183) and ELA 2012/00119 and ELA 2012/00120 are located within the "Periodic Defence Use" exclusion zone (Amber Zone 2) which could exclude WEX from conducting exploration operations on the tenement area for up to 70 days a year and requires the Company to give 3 months' notice of exploration activity. None of the above regulatory requirements in respect of the Woomera Prohibited Area are anticipated to adversely affect the WEX's exploration plans. EL 5116 (SELA 2017/00183) is also located within the Tallaringa Conservation Park which requires WEX to negotiate access with the relevant South Australia government departments in accordance with cultural and environmental management requirements; EL 5040 (SELA 2017/00155) is located within two determinations of Native Title; namely the Yankunytjatjara/Antakirinja and the Arabana People Native Title Claims. The tenement is also the subject of the Arabana No. 2 native title application. The Company will need to Negotiate Native Title Mining Agreements (**NTMA**) with the	Section 14

	relevant native title parties before being able to commence any mining operations within the areas the subject of the above determinations. EL 5113 (SELA 2017/00182) (Labyrinth Project) is located approximately 60 km north-east of Tarcoola. This tenement is located within the WPA and is subject to the co-existence model between the Department of Defence and the non-Defence sectors. The Tenement is located within the "Infrequent Defence Use" exclusion zone (Green Zone) in which non-Defence users will have a presumption of access however they can be excluded for up to 56 days a year. EL 5113 (SELA 2017/00182) is subject to a determination of Native Title in favour of the Antakirinja Matu-Yankunytjatjara Native Title Claim Group. Consequently, the Company will need to negotiate a NTMA with this native title party before being able to commence any mining operations within the area the subject of the determination. **Access to South Australian Applications for New Tenements** ELA 2017/00139 covers portion of the Musgrave Province and is the subject of the OZ Minerals HOA. ELA 2017/00139 is the subject of the native title determination in relation to the Tjayiwara-Unmuru Native Title Claim. Consequently, the Company will need to negotiate a Native Title Mining Agreement with this native title party before being able to commence any mining operations within the area the subject of the determination. **Access to the Western Australian Granted Tenements** In order to access the Western Australian Granted Tenements, the Company may need to enter into access agreements with particular private landholders, and may need to obtain consents or permits from Government Authorities where tenements are within state conservation areas or forestry reserves. With regard to native title, the following considerations are considered to be relevant: (a) The Company's Pilgangoora Project comprises three tenements, two of which (E45/4790 and E45/4796) are granted. The tenements are centred approximately 65 kms south-east of Port Hedland. (b) E74/597 and E74/599 (Mount Cattlin Project) are the subject of the South Noongar Native Title Claim and the Woggl Kaip Native Title Claim. In accordance with the conditions of these Granted Tenements, Volt Lithium and Liquid Lithium have executed Heritage Agreements for these tenements.	
What is the Company's business model?	The Company's business model is to identify, fund, acquire and develop: (a) mineral deposits in South Australia; and (b) lithium projects in Western Australia, and to undertake those activities either as sole explorer, funder and manager of the relevant operations or through farm-in agreements and joint venture arrangements with larger mining companies (for example, the arrangements contemplated under the OZ Minerals HOA).	Sections 6 and 9
How does the Company propose to generate income?	The Company does not expect to generate any significant income in the short to medium-term future as its primary focus will be exploration.	Section 9.21

OFFER STATISTICS AND KEY DATES		
What are the Offers?	**General Offer** The General Offer is an offer of a minimum of 20,000,000 New Shares and a maximum of 35,000,000 New Shares at an issue price of $0.20 per New Share to raise between $4,000,000 and $7,000,000. The General Offer is open to Eligible Investors, being an Investor who: (a) has a registered address in Australia or New Zealand or is eligible under all securities laws applicable to the Shareholder to receive an offer under the General Offer; and (b) is not in the United States and is not acting for the account or benefit of, any US Person. Existing Shareholders may apply for New Shares under the General Offer. **Vendor Offers** The Vendor Offers comprises of: (a) 68,259,459 Consideration Shares to the WEX Vendors in pro-rata proportion to their shareholding in WEX in consideration for the acquisition of all of the shares in Woomera Exploration Limited (ACN 150 741 352); (b) 3,125,000 Consideration Shares to the Volt Lithium Vendors in pro-rata proportion to their shareholding in Volt Lithium in consideration for the acquisition of all of the shares in Volt Lithium Pty Ltd (ACN 612 465 237); and (c) 3,125,000 Consideration Shares to the Liquid Lithium Vendors in pro-rata proportion to their shareholding in Liquid Lithium in consideration for the acquisition of all of the shares in Liquid Lithium Pty Ltd (ACN 612 730 337). The Vendor Offers are only open to the Vendors.	Section 7
What is the Offer Price?	**General Offer** The Offer Price under the General Offer is $0.20 per New Share. **Vendor Offers** No cash consideration is payable to subscribe for Consideration Shares under the Vendor Offers. The Company will acquire all issued share capital in WEX, which will acquire all shares in Volt Lithium and Liquid Lithium, in consideration for the Consideration Shares under the Vendor Offers.	Section 7
Are the Offers conditional?	Yes, the Offers under this Prospectus are subject to a number of conditions, including: (a) ASX granting the Company an extension from the date of removal of the Company from the Official List of the ASX; (b) the remaining conditions precedent to the Acquisition Agreements being satisfied, including the Company receiving conditional approval from ASX that it will re-admit the Company to the Official List and terminate the suspension from Official Quotation of Shares, subject to such terms and conditions (if any) as are prescribed by ASX or the ASX Listing Rules; and (c) the Company raising the Minimum Subscription Amount under the General Offer, being $4,000,000.	Section 7

What is the purpose of the Offers and how will the proceeds of the Offers be used?	**General Offer** The purpose of the General Offer and the proposed use of funds raised from the General Offer is to: (a) complete WEX's acquisition of Volt Lithium and Liquid Lithium by paying the cash component of $250,000 payable to the Volt Lithium Vendors under the Volt Lithium Acquisition Agreement and $250,000 payable to Liquid Lithium Vendors under the Liquid Lithium Acquisition Agreement; (b) fund preliminary exploration work on the Gawler Craton Tenements, the Central Pilbara Tenements and the SE Yilgarn Tenements; (c) fund the annual maintenance costs of Tenements; (d) fund the expenses of the Offers and the costs of re-complying with Chapters 1 and 2 of the ASX Listing Rules; (e) reimburse Caason's costs incurred in connection with issuing the Notice of Annual General Meeting and seeking a Court order for termination of the winding up of the Company; and (f) meet the ongoing administrative costs of the Company and provide for working capital for the next 2 years. A more detailed exploration budget is set out in the Use of Funds Table in Section 7.6. **Vendor Offers** The purpose of the Vendor Offers are as follows: (a) to issue Consideration Shares to the WEX Vendors in consideration for the Company's acquisition of all of the shares in WEX; (b) to issue Consideration Shares to the Volt Lithium Vendors in consideration for WEX's acquisition of all of the shares in Volt Lithium; and (c) to issue Consideration Shares to the Liquid Lithium Vendors in consideration for WEX's acquisition of all of the shares in Liquid Lithium.	Section 7
How can I apply?	Applications for Shares under the Offers must be made by completing the relevant Application Form and, for the General Offer, must be accompanied by payment of the Subscription Amount in Australian dollars by cheque in accordance with the instructions in the General Offer Application Form. **General Offer** Applicants under the General Offer should complete the General Offer Application Form accompanying or included in this Prospectus. **Vendor Offers** Applicants under the Vendor Offer should complete the personalised Vendor Offer Application Form accompanying or included in this Prospectus. All Application Forms must be completed in accordance with the instructions set out on the reverse of the Application Form and sent to the address shown on that form so that it is received before 5.00 p.m. ACDT on the Closing Date.	Section 7.11

What will the Company's capital structure look like post completion of the Offers and the Acquisitions (assuming the General Offer is subscribed to the General Offer Minimum Subscription)?	Following completion of the Offers and the Acquisitions, the Company will have the following Shares on issue assuming the Company receives the General Offer Minimum Subscription:	Section 7.8

Share issue	No. of Shares	%
Existing Shares	6,095,761	5.43%
Shares to be issued to WEX Vendors in consideration for the acquisition of 100% of the issued shares in WEX	68,259,459	60.80%
Shares to be issued to Caason's nominee, Casada (or any other Caason Nominees) in consideration for the payment of the Proponent Sum	3,227,635	2.87%
Shares to be issued to Caason's nominee, Casada (or any other Caason Nominees) in satisfaction of the Reduced Caason Debt	6,428,571	5.73%
Shares to be issued to Mr Robert Hunt in full and final satisfaction of the Hunt Conversion Debt	1,904,264	1.70%
Shares to be issued to Trident Capital in full and final satisfaction of the Trident Conversion Debt	107,143	0.10%
Shares to be issued to Volt Lithium Vendors as partial consideration for WEX's acquisition of 100% of the issued shares in Volt Lithium	3,125,000	2.78%
Shares to be issued to Liquid Lithium Vendors as partial consideration for WEX's acquisition of 100% of the issued shares in Liquid Lithium	3,125,000	2.78%
Shares to be issued pursuant to the General Offer	20,000,000	17.81%
Maximum total number of Shares on issue on completion of the Acquisitions	**112,272,833**	100%

What will the Company's capital structure look like post completion of the Offers and the Acquisitions (assuming the General Offer is subscribed to the General Offer Maximum Subscription)?	Following completion of the Offers and the Acquisitions, the Company will have the following Shares on issue assuming the Company' receives the General Offer Maximum Subscription:	Section 7.8

Share issue	No. of Shares	%
Existing Shares	6,095,761	4.79%
Shares to be issued to WEX Vendors in consideration for the acquisition of 100% of the issued shares in WEX	68,259,459	53.63%
Shares to be issued Caason's nominee, Casada (or any other Caason Nominees) in consideration for the payment of the Proponent Sum	3,227,635	2.54%
Shares to be issued to Caason's nominee, Casada (or any other Caason Nominees) in satisfaction of the Reduced Caason Debt	6,428,571	5.05%
Shares to be issued to Mr Robert Hunt in full and final satisfaction of the Hunt Conversion Debt	1,904,264	1.50%
Shares to be issued to Trident Capital in full and final satisfaction of the Trident Conversion Debt	107,143	0.08%
Shares to be issued to Volt Lithium Vendors as partial consideration for WEX's acquisition of	3,125,000	2.46%

	100% of the issued shares in Volt Lithium			
	Shares to be issued to Liquid Lithium Vendors as partial consideration for WEX's acquisition of 100% of the issued shares in Liquid Lithium	3,125,000	2.46%	
	Shares to be issued pursuant to the General Offer	35,000,000	27.50%	
	Maximum total number of Shares on issue on completion of the Acquisitions	**127,272,833**	100%	
Will any Shares be subject to escrow?	The Company does not expect New Shares offered under the General Offer to be subject to any escrow restriction, however, subject to the Company re-complying with Chapters 1 and 2 of the ASX Listing Rules and completing the Offers, certain Consideration Shares may be classified by ASX as restricted securities and may be required to be escrowed for a period determined by ASX commencing from the date of Official Quotation. During the period in which the Consideration Shares are prohibited from being transferred, trading in Shares may be less liquid which may impact on the ability of a Shareholder to dispose of his or her Shares in a timely manner.			Section 7.15
Are the Offers underwritten ?	Neither the General Offer or the Vendor Offers are underwritten.			Section 7.5
Will the New Shares and Consideration Shares be listed?	The Company will apply to ASX for quotation of the New Shares and Consideration Shares under the Offers on ASX no later than 7 days after the Prospectus Date. However, applicants should be aware that ASX will not commence Official Quotation of any Shares until the Company has re-complied with Chapters 1 and 2 of the ASX Listing Rules and has received the approval of ASX to be re-admitted to the Official List. As such, the New Shares and Consideration Shares may not be able to be traded for some time after the close of the Offers. There is no guarantee that the Company will receive the approval of ASX to be re-admitted to the Official List. If the Company does not receive approval from ASX and the Offers do not proceed, then Subscription Amounts will be refunded.			Section 7.14
Can the Offers be withdrawn?	The Company reserves the right not to proceed with the Offers at any time before the Share Allotment Date. If the Offers do not proceed, Subscription Amounts will be refunded. No interest will be paid on any refunded Subscription Amounts.			Section 7.18
Is there a cooling-off period?	No.			Section 7.12

KEY INVESTMENT BENEFITS		
What are the investment highlights and key investment benefits?	The Directors are of the opinion that an investment in the Company provides the following investment benefits: (a) exploration of the highly prospective Musgrave Province with several Ni-Cu-Co-PGE targets identified and awaiting drilling under the OZ Minerals HOA; (b) IOCG (Carulinia and Nawa) and Cu-Ni (Labryinth) opportunities in the Gawler Craton; (c) excellent exploration position in the Pilgangoora area which hosts several major lithium deposits (spodumene-bearing pegmatites); (d) tenements positioned near the Mt Cattlin lithium mine which lie on the boundary of the Ravensthorpe greenstone belt where the Geological Survey of Western Australia has noted that structurally controlled lithium hosted pegmatites are widespread; and (e) experienced Board with a strong track record in exploration, mining and business.	Sections 9 and 15

SUMMARY OF KEY RISKS

Prospective Investors should be aware that subscribing for New Shares or Consideration Shares involves a number of risks.

If the Acquisitions are to be completed, the business, assets and operations of WEX, Norsa, Volt Lithium and Liquid Lithium and the inherent risks associated with their businesses, will have the potential to influence the operating and financial performance of the Company in the future. As a result, the performance of WEX, Norsa, Volt Lithium and Liquid Lithium can impact the value of an investment in the Company and its securities.

The Board aims to manage these risks by carefully planning its activities and implementing risk control measures. However, some of the risks are highly unpredictable and the extent to which the Board can manage them may be limited.

Based on the information currently available, the key risk factors affecting the Company are summarised below and set out in greater detail in Section 10. Accordingly, an investment in the Company should be considered highly speculative.

Exploration and development risk	The business of exploration, project development and mining contains risks by its very nature. To prosper, a mining exploration and development company needs to have successful exploration operations and acquisition of reserves; it must be competent in the design and construction of efficient production/processing facilities, and must be competent in its operations and managerial performance and must be proficient in the marketing of product. There can be no assurance that funds spent on exploration will result in the discovery of an economic resource and even if an apparently viable deposit or economic resource is identified, there is no guarantee that it can be viably or commercially exploited.	Section 10.2 (e)
Operational Risks	The operations of the Company may be affected by various factors including failures in internal controls and financial fraud. To the extent that such matters may be within the control of the Company, the risks will be addressed through management and supervision controls.	Section 10.2 (f)

	The exploration programs of the Company and project development and mining operations may be affected by numerous factors beyond the control of the Company. These may include adverse weather conditions, industrial and environmental accidents, industrial disputes and unexpected shortages or increases in the costs of consumables, plant and equipment, and events involving fire or explosions and the occurrence of other incidents beyond the control of the Company.	
Granted Tenements and Tenement Application Risks	WEX's interest in tenements situated in South Australia and Western Australia are governed by legislation and are evidenced by the granting of leases and licences by the relevant States. Despite the Company's intention to be in full compliance with all obligations applicable to the tenements, there can be no guarantee that tenements that are subject to renewal will be renewed or that expenditure commitments and other conditions that apply to the tenements will be satisfied.	Section 10.2 (i)
Woomera Prohibited Area Access	Four of WEX's Gawler Craton Tenements (EL5113 (SELA 2017/00182), EL5116 (SELA 2017/00183), ELA 2012/00119 and ELA 2012/00120) fall within the Woomera Prohibited Area which is subject to a co-existence arrangement with the Department of Defence which may occasionally restrict WEX's access to areas within the Woomera Prohibited Area. As a result, operations may be affected by evacuation periods whereby the Company may not be permitted to enter parts of the Woomera Prohibited Area.	Sections 10.2 (k) and 14
Ability to exploit successful discoveries	It may not always be possible for the Company or WEX to exploit successful discoveries which may be made. This may in turn involve obtaining the necessary licences or clearances from the relevant authorities that may require conditions to be satisfied and/or the exercise of discretions by such authorities. It may or may not be possible for such conditions to be satisfied. Further, the decision to proceed to further exploration may require participation of other companies whose interests and objectives may not be the same as the Company's.	Section 10.2 (m)
Environmental Approvals Risk	The Company is reliant on environmental approvals in South Australia and Western Australia to enable it to proceed with exploration and development of the Tenements. There is no guarantee that the required approvals will be granted and failure by the Company to obtain the relevant approvals, or any delay in the award or transfer of the approvals, may materially and adversely affect the ability of the Company to proceed with the proposed exploration and development operations.	Section 10.2 (j)
Native Title and Aboriginal Heritage	Many of the areas the subject of the Company's Tenements or Tenement Applications are subject in whole or in part to native title determinations, or claims made by native title parties and may contain aboriginal heritage sites. The ability of the Company to gain access to a tenement and to undertake exploration or development operations on that tenement may be delayed or prohibited in the event that applicable consents cannot be obtained from the relevant native title parties.	Sections 10.2 (l) and 14
Grant of Future Authorisation to Explore and Mine	If the Company discovers an economically viable mineral deposit that it then intends to develop, it will, amongst other things, require various approvals, licences and permits before it will be able to mine the deposit. There can be no guarantee that the Company will be able to obtain all required approvals, licences and permits. To the extent that required authorisations are not obtained or are delayed, the Company's operational and financial performance may be adversely affected.	Sections 10.2 (j) and 10.2 (m)
Future Funding	The funds raised under the General Offer are considered sufficient to meet the immediate objectives of the Company. Further funding may be required for	Section 10.2 (p)

	example if costs exceed estimates or if there are revenue shortfalls. Additional funding will likely be required for further exploration activities beyond the immediate objectives or to acquire other assets. This may require the Company to engage in equity or debt financings to secure additional funds. Any additional equity financing may be dilutive to Shareholders or may be undertaken at lower prices than the Offer Price. There can be no assurance that such funding will be available on satisfactory terms or at all at the relevant time. Any inability to obtain sufficient funding for the Company's activities and future projects may result in the delay or cancellation or certain activities or projects.	
Reliance on key personnel	The Company's success and growth depends, in part, on its ability to retain and attract key personnel. The Company may not be able to hire and retain such personnel at compensation levels consistent with market salary structures. The Company's future, like most businesses, also depends on the continued contributions of its executive management team and other key management and technical personnel, the loss of whose services may be difficult to replace. The inability (if any) to attract appropriately qualified personnel could have a material adverse effect on the Company's business.	Section 10.2 (q)
Government Regulation	The mining, processing, development and mineral exploration activities of the Company, WEX, Norsa, Volt Lithium and Liquid Lithium are subject to various laws governing prospecting, development, production, occupational health, mine safety, toxic substances, land use, water use, land claims of local people, and other matters. No assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development or the operations of the Company. Amendments to current laws and regulations governing operations and activities of mining or more stringent implementation thereof could have a substantial adverse impact on the Company.	Section 10.2 (u)
No Revenue	At present the Company, WEX, Norsa, Volt Lithium and Liquid Lithium are not generating any significant revenues from their operations nor have they commenced commercial production on any of their Tenements. There can be no assurance that significant additional losses will not occur in the near future or that the Company will be profitable in the future. The Company's operating expenses and capital expenditures may increase in subsequent years as additional consultants, personnel and equipment associated with advancing exploration, development and commercial production of the Company's projects are added. The Company expects to continue to incur losses unless and until such time as its Tenements enter into commercial production and generates sufficient revenues to fund its continuing operations. There can be no assurance that the Company will generate any revenues or achieve profitability. There also can be no assurance that the underlying assumed levels of expenses will prove to be accurate.	Section 10.2 (v)
Incomplete Records	The Company's Shares have been suspended since 27 November 2014 and the Company was placed into liquidation on 23 August 2016 pursuant to an Order of the Supreme Court of Western Australia (COR 138 of 2016) (**Liquidation Date**). As a result, the previous Directors of the Company ceased to have control and oversight of the Company's activities on and from the Liquidation Date. The Company's corporate records are incomplete for the period immediately leading up to and after the Liquidation Date as a result of, amongst other things, the turnover of previous staff and officers and the appointment of the Liquidators to the Company.	Section 10.2 (w)

	Consequently, there may be actions that were taken by previous Directors and officers of the Company that the existing Board is not aware of. There is a risk that previous unknown actions may adversely affect the Company's operations and financial position, or lead to litigation that could take up management's time in defending any such litigation.	
Removal from Official List	As of 6 December 2017 (**Removal Date**), the Company's securities will have been suspended from trading for a continuous period of 3 years. Pursuant to ASX Guidance Note 33 *Removal of Entities from the ASX Official List* the Company may be automatically removed from the Official List of the ASX on the Removal Date in accordance with paragraph 3.4 of ASX Listing Rules Guidance Note 33. However, ASX may grant a short extension of the 3-year deadline for the automatic removal of a long-term suspended entity if the Company can demonstrate to ASX's satisfaction that it is in the "final stages" of implementing a transaction that will lead to the resumption of trading in its securities. For these purposes, ASX considers that "final stages" means: (a) having announced the transaction to the market; (b) having signed definitive legal agreements for the transaction (including for any financing required in respect of the transaction); (c) if the transaction requires a prospectus or product disclosure statement to be lodged with ASIC, having lodged that document with ASIC and it not being the subject of a stop order or other regulatory action by ASIC; (d) if the transaction requires approval by security holders or from a governmental agency or financier, the entity having obtained all such approvals; and (e) ASX otherwise being satisfied that the transaction is reasonably capable of being consummated within the period of extension. With the lodgement of this Prospectus, the Company considers that it has satisfied the requirements to demonstrate that the Company is in the final stages of implementing a transaction that will lead to the resumption of trading in its securities and therefore, the Company anticipates that ASX will grant a short extension to the Removal Date pursuant to ASX Listing Rules Guidance Note 33 to allow the Company to complete the Acquisitions and Offers. However, the decision to grant a short extension of the 3-year deadline for the automatic removal is within the absolute discretion of ASX. If ASX does not grant an extension, the Offers will be withdrawn and the Company is likely to be removed from the Official List of the ASX at close of business on 6 December 2017.	Section 10.2 (a)
DIRECTORS AND KEY MANAGEMENT		
Who are the key people in the Company and what relevant experience do they have?	The Company's Directors as at the date of this Prospectus are: (a) Mr Gerard Anderson (Managing Director); (b) Mr Neville Martin (Non-Executive Chairman); (c) Mr David Lindh (Non-Executive Director); (d) Mr Donald Triggs (Executive Director); and (e) Mr Joe Fekete (Non-Executive Director) The profiles of each of the Directors are set out in Section 15	Section 15

What will the interests of Directors (including related entities) be in the Company following completion of the Acquisitions?	**Shares** The table below lists the number of shares held by Directors directly and indirectly through their related entities on completion of the Acquisitions and Vendor Offers: **Director** / **Assuming completion of Acquisitions and Minimum Subscription under General Offer** / **Assuming completion of Acquisitions and Maximum Subscription under General Offer** **Shares** / **%** / **Shares** / **%** Mr Gerard Anderson: 1,334,500 / 1.19% / 1,334,500 / 1.05% Mr Neville Martin: 11,653,338 / 10.38% / 11,653,338 / 9.16% Mr David Lindh: 16,847,167 / 15.01% / 16,847,167 / 13.24% Mr Donald Triggs: 8,240,401 / 7.34% / 8,240,401 / 6.47% Mr Joe Fekete: Nil / 0% / Nil / 0% The above table does not take into account any Shares subscribed for under the General Offer by the Directors. **Options** The table below lists the number of Options held by Directors following completion of the Acquisitions: **Director** / **No. of Options** Mr Gerard Anderson: 6,000,000 Mr Neville Martin: Nil Mr David Lindh: Nil Mr Donald Triggs: 3,000,000 Mr Joe Fekete: Nil	Section 15.2
What significant benefits are payable to Directors of the Company	Directors are entitled to be remunerated by the Company for their services. The Company proposes to pay its Non-Executive Chairman an annual fee of $60,000, and the other Non-Executive Directors an annual fee of $40,000. For the financial year ending 30 June 2018, these amounts will be prorated based on the months remaining in the financial year following the Company's re-listing on the ASX. The remuneration for subsequent financial years may be reviewed from time to time by the Board of Directors. The Managing Director, Gerard Anderson, is entitled to receive a salary of $240,049 (inclusive of superannuation) per annum under his service contract with the Company referred to in Section 15.4 (b), plus the other employee benefits and incentives more particularly referred to in that section. The Executive Director, Donald Triggs, is entitled to receive a salary of $202,575 (inclusive of superannuation) per annum under his service contract with the Company referred to in Section 15.4 (c) plus the other employee benefits and incentives more particularly referred to in that section. Other members of the executive team are entitled to remuneration and fees on ordinary commercial terms. Advisers and other service providers will be paid the fees for their services referred to in Section 18.9. The Company may, from time to time as determined by the Board, pay additional fees to directors for services provided in respect of their appointment to the committees discussed in Section 16.4.	Section 15.4

SUBSTANTIAL HOLDERS

Who will be substantial holders of the Company?

As at the date of this Prospectus, the following table shows the Shareholders (and their related entities) which are expected to hold an interest in 5% or more of the Shares on a post-Consolidation basis following completion of the Acquisitions and the Vendor Offers:

Shareholder	Assuming completion of Acquisitions and Minimum Subscription under General Offer		Assuming completion of Acquisitions and Maximum Subscription under General Offer	
	Shares	**%**	**Shares**	**%**
Davan Nominees Pty Ltd	16,847,167	15.01%	16,847,167	13.24%
Houmar Nominees Pty Ltd	11,653,338	10.38%	11,653,338	9.16%
Judith Rose Triggs and Donald Triggs <D & J Triggs Superfund>	8,240,401	7.34%	8,240,401	6.47%
Casada Holdings P/L atf CA Astill Investment Trust	8,054,354	7.17%	8,054,354	6.33%
Ballimore Exploration Pty Ltd	7,729,168	6.88%	7,729,168	6.07%
Adelaide Equity Partners Ltd	6,890,001	6.14%	6,890,001	5.41%

The above table does not take into account any Shares subscribed for under the General Offer by Shareholders or Investors.

Section 18.6

ADDITIONAL INFORMATION

What is the Company's dividend policy?

The Company plans to invest all cash flow into the business in order to maximise growth. Accordingly, no dividends are expected to be paid in the foreseeable future following the Company's re-admission to the Official List.

The payment and amount of any potential future dividends declared by the Company are subject to the discretion of the Directors and will depend upon, among other things, the Company's earnings, financial position, tax position and capital requirements.

It is the Directors' intention to review this policy from time to time and commence the payment of a regular dividend once the Company is able to generate a substantial and sustainable level of cash flow, after allowing for capital expenditure and other commitments.

Section 12

Is there any brokerage, commission or stamp duty payable by Applicants?

No brokerage, commission or duty is payable by Applicants on the acquisition of Shares under the Offers.

Section 7.23

What are the tax implications of investing in the Shares?	The tax consequences of any investment in Shares will depend upon an investor's particular circumstances. Applicants should obtain their own tax advice prior to deciding whether to subscribe for Shares offered under this Prospectus.	Section 18.7
Where can I find more information?	By: (a) speaking to your stockbroker, solicitor, accountant or other professional adviser; (b) contacting the Share Registry on 1300 850 505 (within Australia) or + 61 3 9415 4000 (outside Australia); (c) contacting the Company Secretary, Mr Jonathan Lindh, on 0414 169 465 (within Australia) or +61 414 169 465 (outside Australia) or by email at admin@woomex.com.au ; (d) contacting the Lead Manager by telephone on 03 8548 3333 (within Australia) or +61 3 8548 3333 (outside Australia).	Section 7.24

6. Transaction Overview

6.1 The WEX Acquisition

On 3 November 2017, the Company announced it has executed a series of conditional agreements to acquire 100% of the issued capital in Woomera Exploration Limited (ACN 150 741 352) (**WEX**).

A summary of the WEX Acquisition Agreement, including the conditions precedent to completing the WEX Acquisition, is set out in Section 17.1 (a).

Completion of the WEX Acquisition is subject to a number of conditions, including the following:

(a) the Company lodging this Prospectus with ASIC and issuing the Prospectus to potential Investors;

(b) ASX providing in-principle agreement that the Company will satisfy Chapters 1 and 2 of the ASX Listing Rules and will be re-listed on the Official List;

(c) the Company raising the General Offer Minimum Subscription Amount; and

(d) WEX completing the Lithium Acquisitions.

6.2 About WEX

WEX is a registered unlisted public company limited by shares which operates a mining business in South Australia and Western Australia with one wholly owned subsidiary, Norsa Exploration Pty Ltd (ACN 156 268 727) (**Norsa**).

WEX holds, or has sought application for, approximately 5,996 km² of tenements in the highly prospective Musgrave Province and Gawler Craton regions of South Australia, comprising 1 Exploration Licence (**EL**), 5 Subsequent Explorations Licence Applications (**SELA**) and 3 Exploration Licence Applications (**ELA**). The EL, 2 of the SELAs and 1 ELA are located within the Musgrave Province and the remaining 3 SELAs and 2 ELAs are located within the Gawler Craton. Exploration rights within these regions are tightly held with holdings by several of Australia's biggest mining companies.

WEX commenced preliminary exploration operations in May 2011 immediately following the Australian government's announcement of the relaxing of access conditions to the Woomera Prohibited Area. Exploration principally involved conducting studies of available technical information with a view to developing a good understanding of the potential of these assets.

In addition to WEX's existing Tenements and Tenement Applications, WEX has entered into conditional agreements to acquire Volt Lithium Pty Ltd (ACN 612 465 237) and Liquid Lithium Pty Ltd (ACN 612 730 337) which together own a tenement package situated in Western Australia which is highly prospective for hard-rock lithium and the potential for lithium-rich brines. Upon completion of the acquisitions of Volt Lithium Pty Ltd and Liquid Lithium Pty Ltd those entities will become wholly owned subsidiaries of WEX in addition to Norsa.

6.3 Suspension and Reinstatement on ASX

The Acquisitions, if completed, will represent a significant change in the scale of the Company's operations which requires the Company to re-comply with the admission requirements set out in Chapters 1 and 2 of the ASX Listing Rules.

The Company's shares are currently suspended from trading on ASX and will not be re-listed until:

(a) the Company has satisfied the requirements of ASX Guidance Note 33 and the ASX grants a short extension of the 3-year deadline for the automatic removal of the company from the Official List; and

(b) the Company has satisfied the requirements of Chapters 1 and 2 of the ASX Listing Rules.

Some of the key requirements of Chapters 1 and 2 of the ASX Listing Rules are, amongst others, that:

(a) the Company must satisfy the shareholder spread requirements relating to the minimum number of Shareholders and the minimum value of the shareholdings of those Shareholders; and

(b) the Company must satisfy the "assets test" as set out in ASX Listing Rule 1.3.

It is expected that the conduct of the General Offer and Vendor Offers pursuant to this Prospectus will enable the Company to satisfy the above requirements. However, in the event that ASX does not provide a short-term extension to the Removal Date or the Company does not receive conditional approval for re-admission to the Official List, the Company will not proceed with the General Offer or Vendor Offers and will refund all Subscription Amounts received in connection with this Prospectus (without interest).

Neither ASX nor ASIC take responsibility for the contents of this Prospectus. The fact that ASX may grant a short-term extension of the Removal Date or otherwise allow the re-admission of the Shares to the Official List does not constitute an endorsement of the Company, or an indication by, ASX as to the merits of the Company or its Shares.

7. Details of the Offers

7.1 Overview

The Company is offering:

(a) the issue of a minimum of 20,000,000 New Shares and a maximum of 35,000,000 New Shares to Investors at an issue price of $0.20 per New Share to raise between $4,000,000 and $7,000,000 (**General Offer**); and

(b) a total of 74,509,459 Consideration Shares as follows:

(i) 68,259,459 Consideration Shares to the WEX Vendors in consideration for the acquisition of all of the shares in Woomera Exploration Limited (ACN 150 741 352);

(ii) 3,125,000 Consideration Shares to the Volt Lithium Vendors in consideration for the acquisition by WEX of all of the shares in Volt Lithium Pty Ltd (ACN 612 465 237); and

(iii) 3,125,000 Consideration Shares to the Liquid Lithium Vendors in consideration for the acquisition by WEX of all of the shares in Liquid Lithium Pty Ltd (ACN 612 730 337).

(collectively referred to as **Vendor Offers**).

7.2 General Offer

The General Offer is an offer for subscription of a minimum of 20,000,000 New Shares and up to maximum of 35,000,000 New Shares at an issue price of $0.20 per New Share to raise up to $7,000,000.

All New Shares issued under the General Offer will be fully paid and will rank equally with all other Shares currently on issue.

Eligible Investors

The General Offer is open to Eligible Investors, being an investor who:

(a) has a registered address in Australia or New Zealand or is eligible under all securities laws applicable to the Shareholder to receive an offer under the General Offer; and

(b) is not in the United States and is not acting for the account or benefit of any US Person.

Existing Shareholders may apply for New Shares under the General Offer.

Minimum Subscription

The Minimum Subscription for the General Offer to proceed is 20,000,000 Shares at a price of $0.20 each to raise $4,000,000. No Shares will be allotted or issued until the Minimum Subscription has been received. If the Minimum Subscription is not obtained within three months after the date of this Prospectus the Company will repay all Subscription Amounts in full without interest or issue a supplementary or replacement prospectus and allow Applicants one month to withdraw their Applications and be repaid their Subscription Amounts.

7.3 Vendor Offers

This Prospectus also includes an offer of the Consideration Shares to be issued to the Vendors pursuant to the Acquisition Agreements in consideration for the acquisition by the Company of all the issued share capital of WEX, and WEX's acquisition of all the issued share capital of Volt Lithium and Liquid Lithium.

The Consideration Shares will be issued as follows:

(a) 68,259,459 Consideration Shares will be issued to the WEX Vendors in pro-rata proportion to their shareholding in WEX;

(b) 3,125,000 Consideration Shares will be issued to the Volt Lithium Vendors in pro-rata proportion to their shareholding in Volt Lithium; and

(c) 3,125,000 Consideration Shares will be issued to Liquid Lithium Vendors in pro-rata proportion to their shareholding in Liquid Lithium.

The material terms and conditions of the Acquisition Agreements are summarised in Section 17.2.

Only the Vendors may accept the Vendor Offers. A personalised Vendor Offer Application Form in relation to the Vendor Offers will be issued to the Vendors together with a copy of this Prospectus.

The Consideration Shares may be subject to escrow under the ASX Listing Rules. Please refer to Section 7.15 for a summary of the likely escrow position.

All Consideration Shares issued under the Prospectus will be fully paid and will rank equally with all other Shares then currently on issue. A summary of the material rights and liabilities attaching to the Shares is set out in Section 18.2

7.4 Conditional Offers

The Offers under this Prospectus are conditional upon the following events occurring:

(a) ASX granting the Company an extension from the date of removal of the Company from the Official List of the ASX;

(b) the remaining conditions precedent in the Acquisition Agreements being satisfied, including the Company receiving conditional approval from ASX that it will re-admit the Company to the Official List and terminate the suspension from Official Quotation of Shares, subject to such terms and conditions (if any) as are prescribed by ASX or the ASX Listing Rules; and

(c) the Company raising the Minimum Subscription Amount under the General Offer, being $4,000,000.

7.5 No Underwriting

The General Offer and the Vendor Offers are not underwritten.

7.6 Purposes of the General Offer and Vendor Offers

General Offer

The purpose of the General Offer is to provide the Company with the necessary funding to enable the Company to conduct exploration operations on the Company's tenements situated in South Australia and Western Australia (following completion of the Lithium Acquisitions).

In particular, the purpose of the General Offer is to:

(a) complete WEX's acquisition of Volt Lithium and Liquid Lithium by paying the cash component of $250,000 payable to Volt Lithium Vendors under the Volt Lithium Acquisition Agreement and $250,000 payable to Liquid Lithium Vendors under the Liquid Lithium Acquisition Agreement;

(b) fund preliminary exploration work on the Gawler Craton Tenements, the Central Pilbara Tenements and the SE Yilgarn Tenements;

(c) fund the annual maintenance costs of the Tenements;

(d) fund the expenses of the Offers and the costs of re-complying with Chapters 1 and 2 of the ASX Listing Rules;

(e) reimburse Caason's costs incurred in connection with issuing the Notice of Annual General Meeting and seeking a Court order for termination of the winding up of the Company; and

(f) meet the ongoing administrative costs of the Company and provide for working capital for the next 2 years.

In conjunction with the General Offer, the Company is seeking re-admission to the Official List of the ASX and quotation of its Shares by re-complying with Chapters 1 and 2 of the ASX Listing Rules. The funds raised under the General Offer will assist the Company in satisfying the assets test under ASX Listing Rule 1.3.

Table 7.1 below provides a summary of the Company's proposed use of funds from the General Offer combined with its existing cash reserves, for the 2 year period commencing on and from the completion of the Acquisitions.

Table 7.1: Use of Funds

Project program/expense item	General Offer Minimum Subscription		General Offer Maximum Subscription	
	Year 1	**Year 2**	**Year 1**	**Year 2**
Estimated Cash on Hand prior to offer	$220,000	N/A	$220,000	N/A
Capital Raised under the offer	$4,000,000	N/A	$7,000,000	N/A
Total Funds Available	**$4,220,000**		**$7,220,000**	
Lead Manager Fees	$365,000	N/A	$575,000	N/A
Expenses of the Offers including Corporate Advisor fees	$138,000	N/A	$138,000	N/A
Acquisition of Volt Lithium Pty Ltd (cash component)	$250,000	N/A	$250,000	N/A
Acquisition of Liquid Lithium Pty Ltd (cash component)	$250,000	N/A	$250,000	N/A

Project program/expense item	General Offer Minimum Subscription		General Offer Maximum Subscription	
Proposed Exploration Expenditure:				
Musgrave Alcurra-Tieyon Project	N/A*	N/A*	N/A*	N/A*
Gawler Craton – Labyrinth Project (SA)	$129,800	$170,100	$339,300	$223,700
Gawler Craton – NAWA Project (SA)	$95,500	$287,500	$102,000	$671,000
Gawler Craton – Carulinia Project (SA)	$54,800	$358,500	$522,300	$539,300
Pilbara – Pilgangoora Project (WA)	$65,800	$126,800	$127,300	$217,700
Mt. Cattlin Project (WA)	$43,000	$84,000	$109,500	$126,600
South East Yilgarn Lithium Brine Projects	$40,000	$30,500	$48,500	$38,110
Total Proposed Exploration Expenditure	$428,900	$1,057,600	$1,248,900	$1,816,400
Corporate, overheads, executive remuneration and other expenses	$700,000	$700,000	$700,000	$700,000
Reimbursement of Caason	$202,720	-	$202,720	-
Reimbursement of Trident Capital – ASX listing fee	$27,500	-	$27,500	-
ASX Listing Fees	$95,210	-	$98,209	-
Working Capital	$2,000	$3,070	$500,000	$713,271
Total Budgeted Expenditure	**$2,415,785**	**$1,804,215**	**$3,990,329**	**$3,229,671**

* Expenditure on the Musgrave Alcurra-Tieyon Project will be made by OZ Exploration Pty Ltd pursuant to the OZ Minerals HOA: (see Section 17.2 (a).

Notes:

1. The above table is a statement of current intentions as at the date of lodgement of this Prospectus with ASIC. As with any budget, intervening events (including exploration success or failure) and new circumstances have the potential to affect the ultimate way in which funds may be applied. The Company reserves the right to alter the way in which funds are applied on this basis.
2. Exploration expenditures will be reviewed on an on-going basis, depending on the results of its proposed exploration operations.
3. It is the Company's intention to accelerate its exploration program if circumstances warrant such action in the opinion of the Company. The additional proceeds generated by subscriptions in excess of the minimum subscription will allow for some acceleration however the Company may seek to raise additional funds if circumstances require.

Vendor Offers

The purpose of the Vendor Offers is to provide the Vendors the Consideration Shares required under the Acquisition Agreements.

7.7 Working Capital Adequacy

The Directors are satisfied that on Completion of the Offers, the Company will have sufficient funds to carry out its stated objectives for approximately 2 years' operations. As the Company has no operating revenue at the Prospectus Date, the Company will likely require further financing in the future. See section 10.2 (p) for further details about the risks associated with the Company's future capital requirements.

7.8 Capital Structure

The capital structure of the Company at the Prospectus Date and following completion of the Offers will be as follows:

Table 7.2: Capital Structure following completion of the Offers

	Current Shares		Assuming completion of Acquisitions and Minimum Subscription under General Offer		Assuming completion of Acquisitions Assuming Maximum Subscription under General Offer	
	Shares	%	Shares	%	Shares	%
Existing Shares	6,095,761	100%	6,095,761	5.43%	6,095,761	4.79%
General Offer Shares	Nil	-	20,000,000	17.81%	35,000,000	27.50%
Vendor Offers Shares	Nil	-	74,509,459	66.36%	74,509,459	58.54%
Shares to be issued to Caason's nominee, Casada (or any other Caason Nominees) in consideration for the payment of the Proponent Sum	Nil	-	3,227,635	2.87%	3,227,635	2.54%
Shares to be issued to Caason's nominee, Casada (or any other Caason Nominees) in satisfaction of the Reduced Caason Debt	Nil	-	6,428,571	5.73%	6,428,571	5.05%
Shares to be issued to Mr Robert Hunt in full and final satisfaction of the Hunt Conversion Debt	Nil	-	1,904,264	1.70%	1,904,264	1.50%
Shares to be issued to Trident Capital in full and final satisfaction of the Trident Conversion Debt	Nil	-	107,143	0.10%	107,143	0.08%
Total	6,095,761	-	**112,272,833**	**100%**	**127,272,833**	**100%**

Table 7.3: Options on issue following completion of the Offers

Options	Options as at the Prospectus Date	Options acquired upon completion of the Acquisitions
Existing Options	Nil	Nil
Options to be issued to Mr Gerard Anderson	Nil	6,000,000
Options to be issued to Mr Donald Triggs	Nil	3,000,000
Options to be issued to Caason's nominee, Casada (or any other Caason Nominees)	Nil	6,428,571
Options to be issued to Mr Robert Hunt	Nil	1,904,264
Total	Nil	17,332,835

7.9 Subscription Amounts to be held in Trust

All Subscription Amounts received in respect of an Application under the General Offer will be held in a separate bank account on behalf of the Applicants until the Shares are allotted. If the Shares to be issued under this Prospectus are not admitted to quotation within a period of three months from the Prospectus Date, the Subscription Amounts will be refunded in full without interest, and any Shares issued will be deemed to be void. All interest earned on Subscription Amounts will be retained by the Company.

7.10 Allocation Policy

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

There is no assurance that any Applicant will be allocated any Shares, or the number of Shareholders for which it has applied. The Company reserves the right to reject any Applications or issue a lesser number of Shares than applied for by the Applicant. If the number of Shares allocated is less than that applied for, the surplus Subscription Amount will be promptly refunded without interest.

The allotment of Shares will occur as soon as practicable after the Offer has closed.

Statements of holdings of Shares will be despatched as required by ASX. It is the responsibility of Applicants to verify their allocation prior to trading the Shares. Applicants who sell Shares before they receive their statement of shareholding will do so at their own risk.

Except where section 724 of the Corporations Act (relating to defective prospectuses) applies, an Application to the fullest extent permitted by law is an irrevocable offer which cannot be withdrawn.

It is your responsibility to confirm the number of Shares allotted to you prior to trading in the Shares. If you sell the Shares before receiving a holding statement, you do so at your own risk. The Company, the Lead Manager and the Share Registry disclaim all liability if you sell Shares before receiving your holding statement.

7.11 How to Apply Under the Offers

Applications for Shares under the Offers can only be made using the relevant Application Form accompanying this Prospectus. The Application form must be completed in accordance with the instructions set out on the form.

General Offer

If you are an Eligible Investor, you may apply for Shares by completing a valid General Offer Application Form (attached to or accompanying this Prospectus).

Application Forms must be accompanied by payment in full of the Subscription Amount in Australian dollars, being $0.20 per Share, by cheque made payable to "Ausroc Metals Limited" and crossed "Not Negotiable".

All Subscription Amounts will be paid into a trust account as set out in Section 7.9.

Completed General Offer Application Forms, together with payment of the Subscription Amount, must be received by the Share Registrar before 5.00 p.m. ACDT on the Closing Date at the following address:

Computershare Investor Services Pty Ltd
GPO Box 52
Melbourne VIC 3001

Vendor Offers

If you are Vendor, you may apply for Shares by completing a valid Vendor Offer Application Form (attached to or accompanying this Prospectus).

Completed Vendor Offer Application Forms must be received by the Share Registrar before 5.00 p.m. ACDT on the Closing Date at the following address:

Computershare Investor Services Pty Ltd
GPO Box 52
Melbourne VIC 3001

7.12 Acceptance of Application Forms

Application Forms need not be accepted by the Share Registrar at any other address other than as specified in Section 7.11. Payments by cheque will be deemed to be made by an Applicant when the cheque is honoured by the bank on which it is drawn.

The Closing Date for the Offer is 15 February 2018. The Company reserves the right to extend the Closing Date or close the Offers early, in each case without notice and without liability to any person. Applicants are therefore urged to lodge their relevant Application Forms as soon as possible.

Acceptance of an Application Form by the Company creates a legally binding contract between the Applicant and the Company on the terms of this Prospectus for the number of Shares for which the relevant Application Form is accepted. The Application Form does not need to be signed in order to be valid.

If the Application Form is not completed correctly or if the accompanying payment is for the wrong amount, it may still be treated by the Company as valid. The Directors' decision as to whether to treat that Application as valid and how to construe, amend or complete the Application Form, is final. However, an Applicant will not be treated as having applied for more Shares than is indicated by the amount of the Subscription Amount payment received. To the extent permitted by law, an Application Form will be treated as irrevocable when submitted to the Company pursuant to the Offers.

7.13 Subscription Amounts

You should ensure that sufficient funds are held in your relevant account(s) to cover payment of the Subscription Amount.

If the amount of your payment is insufficient to pay for the number of Shares you have applied for in your Application in full, you may be taken to have applied for such lower number of Shares as your cleared Subscription Amount will pay for (and you will be taken to have specified that number of

Shares and lower amount on your Application Form). Alternatively, your Application may be either rejected or accepted by the Company.

The Subscription Amounts for Shares to be issued pursuant to the General Offer will be held in a separate bank account(s) on behalf of the Applicants until the Shares are issued. Any interest earned on the Subscription Amounts pending allocation or payment of any refund will be an asset of the Company.

Where the number of Shares issued to an Applicant is less than the number of Shares applied for, the surplus Subscription Amounts will be returned to the Applicant as soon as practicable after the close of the General Offer.

7.14 ASX Listing and Quotation of Shares

Application for Official Quotation by ASX of the New Shares and Consideration Shares offered pursuant to the General Offer and Vendor Offers under this Prospectus will be made within 7 days after the date of this Prospectus.

Applicants should be aware that ASX will not commence Official Quotation of any Shares until the Company has re-complied with Chapters 1 and 2 of the ASX Listing Rules and has received the approval of ASX to be re-admitted to the Official List. As such, the New Shares and Consideration Shares (other than those that are determined by ASX as restricted securities in accordance with the ASX Listing Rules) may not be able to be traded for some time after the close of the General Offer and Vendor Offers.

If approval for Official Quotation is not obtained from ASX before the expiration of three months after the date of issue of this Prospectus, the Company will repay all Subscription Amounts in full without interest as soon as practicable or subject to certain conditions, issue a supplementary or replacement prospectus and rely on the relief provided in ASIC Corporations Instrument (Minimum Subscription and Quotation Conditions) 2016/70 to refresh the relevant time period before it expires.

Neither ASX nor ASIC take responsibility for this Prospectus. The fact that ASX may admit the Company to the Official List and grant Official Quotation to Shares is not to be taken in any way as an indication by ASX as to the merits of the Company or the Shares. Quotation, if granted, will commence as soon as practicable after the issue of holding statements to successful Applicants.

7.15 Restricted Securities

Subject to the Company's shares being reinstated to trading on the ASX, certain Shares in the Company may be classified by ASX as restricted securities and will be required to be held in escrow for a period determined by ASX.

The Company does not expect New Shares offered under the General Offer to be subject to any escrow restriction.

The securities likely to be subject to escrow are some of the Consideration Shares and Shares to be issued to Directors.

Prior to the Company's shares being reinstated to trading on the ASX, the Company will enter into escrow agreements with recipients of the restricted securities in accordance with Chapter 9 of the ASX Listing Rules, and the Company will announce to ASX full details of the Shares required to be held in escrow.

7.16 CHESS and Issuer Sponsorship

The Company will apply to the ASX Settlement Corporation Pty Ltd (ASC) for the New Shares and Consideration Shares to participate in the Clearing House Electronic Sub-register System (**CHESS**). Computershare Investor Services Pty Ltd will operate an electronic issuer sub-register and an electronic CHESS sub-register on behalf of the Company. The two sub-registers together make up the Company's principal register of securities.

Under CHESS, the Company does not issue certificates to Shareholders. Rather, holding statements (similar to bank statements) will be sent to Shareholders as soon as practicable after allotment. The Company expects to despatch holding statements on 23 February 2018. The statements will set out the number of Existing Shares (where applicable) and the number of Shares allotted under this Prospectus. The statements will also provide details of the Shareholder's Holder Identification Number (for Shareholders who elect to hold Shares on the CHESS sub-register) or Shareholder Reference Number (for Shareholders who elect to hold their Shares on the issuer sponsored sub-register). Updated holding statements will also be sent to each Shareholder at the end of each month in which there is a transaction on their holding, as required by the ASX Listing Rules.

7.17 Overseas Applicants

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or to extend such an invitation. No action has been taken to register this Prospectus or otherwise to permit a public offering of Shares in any jurisdictions outside Australia and New Zealand. It is the responsibility of investors outside Australia and New Zealand to obtain all necessary approvals for the issue to them of Shares offered pursuant to his Prospectus.

7.18 Withdrawal

The Company reserves the right to withdraw the Offers at any time before the allotment of Shares under the Offers. If the Offers do not proceed, all Subscription Amounts will be refunded. No interest will be paid on any Subscription Amounts refunded as a result of the withdrawal of the Offers.

7.19 Taxation

The Australian taxation consequences of any investment in Shares will depend upon the investor's particular circumstances. It is the obligation of investors to make their own enquiries concerning the taxation consequences of an investment in the Company. The Company and its advisers do not accept any responsibility or liability for any taxation consequences to investors in respect of the issue of Shares under this Prospectus. If you are in doubt as to the course of action you should take, you should consult your professional advisers.

7.20 Risk Factors

You should read this Prospectus in its entirety and consider all of the risk factors that could affect the performance of the Company, the New Shares and Consideration Shares and other information concerning the Company in light of your own particular investment objectives, financial circumstances and particular needs (including financial and taxation issues) before deciding whether to invest in the Company. Some of the risk factors that should be considered by potential investors are set out in Section 10.

If you have any questions or are uncertain as to whether the New Shares and Consideration Shares are a suitable investment for you, you should seek professional advice from your stockbroker, accountant, financial planner or other professional adviser before deciding whether to invest in the Company.

7.21 No Forecast Financial Information

Given the speculative nature of exploration and the fact that upon completion of the Acquisitions the Company's tenements will be in an early stage of exploration, there are significant uncertainties associated with forecasting future revenues and expenses of the Company. On this basis and after considering ASIC Regulatory Guide 170, the Directors believe that reliable financial forecasts for the Company cannot be prepared and accordingly the Company has not included financial forecasts in this Prospectus.

7.22 Privacy Disclosure

Applicants are asked to provide personal information to the Company, either directly or indirectly through the Share Registry. The Company and the Share Registry collect, hold and use that personal information to assess Applications, provide facilities and services to Shareholders, and to carry out various administrative functions.

Access to the information collected may be provided to the Company's agents and service providers and to ASX, ASIC and other regulatory bodies on the basis that they deal with such information in accordance with relevant privacy laws. If the Applicant does not provide the information required on the relevant Application Form, the Company may not be able to accept or process the Application.

An Applicant has a right to gain access to the information that the Company holds about that person subject to certain exemptions under law.

7.23 Brokerage

No brokerage, commission or duty is payable by Applicants on the acquisition of Shares under the Offers.

7.24 Enquiries

This document is important and should be read in its entirety. Persons who are in any doubt as to the course of action to be followed should consult their stockbroker, solicitor, accountant or other professional adviser without delay.

Questions relating to the completion of the relevant Application Form can be directed to:

(a) the Share Registrar at:
Computershare Investor Services Pty. Ltd.
GPO Box 52
Melbourne VIC 3001
Telephone: 1300 850 505 (within Australia) or
+ 61 3 9415 4000 (outside Australia)

(b) the Lead Manager at:
Sequoia Wealth Management Pty Ltd (ACN 002 314 310, AFSL 472387)
Level 36, 50 Bridge Street,
Sydney, NSW 2000
Telephone 03 8548 3333 (within Australia)
Telephone: +61 3 8548 3333 (outside Australia)

(c) the Company Secretary at:
Jonathan W. Lindh
Company Secretary
Ausroc Metals Limited
Level 4, 22 Grenfell Street
Adelaide, SA 5000
Telephone: 0414 169 465 (within Australia) or
Telephone: +61 414 169 465 (outside Australia)
Email: admin@woomex.com.au

8. Market Overview

8.1 Summary

WEX's tenements provide the Company with strong exposure to several strategic and expanding metals markets, namely copper, nickel, cobalt and lithium. These metals are critical to current and emerging industries and the Company believes they will experience increasing demand in the long-term.

Copper's properties of high ductility, malleability, and thermal and electrical conductivity, and its resistance to corrosion, have made it a major industrial metal. Usage of refined copper is increasing in industries such as electrical and electronic products, building construction, industrial machinery and equipment, transportation equipment, and consumer and general products and production. Increases in production will be needed to meet this rising demand.

By far the most important use of new nickel, accounting for two thirds of all uses, is the production of stainless steels. Other sectors of first use include other alloyed steels, high nickel alloys, castings, electro-plating, catalysts, chemicals and batteries. Usage of nickel has increased in line with economic development and is expected to continue to grow in the medium to long-term.

Lithium has many industrial uses including glass, ceramics, pharmaceuticals, and aluminium and magnesium alloys. The Company believes the highest potential for growth is in the battery market, where lithium is in light weight efficient batteries. Global demand for lithium is expected to rise driven by rapid expansion in the lithium-ion battery industry as world demand for hybrid and electric vehicles, energy storage systems, and high-drain portable electronics continues to grow.

Cobalt is a metal of the future with growing demand in technology, health and energy industries of the modern world. Cobalt is integral to the defence, aerospace and energy industries of the major world economies. Lithium-ion batteries, the main components of electric vehicle motors and many rechargeable batteries, contain as much as 60% cobalt. A sustained cobalt price growth could occur over the medium to long-term as the electric car battery market expands in line with demand for low emission vehicles.

8.2 Copper

(a) WEX's Exposure to Copper

WEX has significant exposure to copper including the IOCG potential at Carulinia, copper-nickel potential at Labryinth and copper-nickel-cobalt-PGE potential within the Musgrave Province.

(b) Description of Copper

Copper is a soft, malleable, and ductile metal with very high thermal and electrical conductivity.

Copper is one of only a few metals that occur in nature in directly metallic form (native metals).

Copper is found in sulphide deposits (as chalcopyrite, bornite). Such copper sulphides when weathered can create a variety of minerals including transition sulphides (chalcocite, covellite), carbonate deposits (azurite and malachite), silicate deposits (chrysocolla and dioptase) and as pure "native" copper.

Because of its properties of high ductility, malleability, and thermal and electrical conductivity, and its resistance to corrosion, copper has become a major industrial metal.

(c) **Applications and End Users for Copper**

Copper usage is predominantly in electrical applications, including power transmission and generation, building wiring, telecommunications, and electrical and electronic products. Building construction is the single largest market, followed by electronics and electronic products, transportation, industrial machinery, and consumer and general products.

(d) **Processing Copper**

Copper is usually found in nature in association with sulphur. Pure copper metal is generally produced from a multistage process, beginning with the mining and concentrating of low-grade ores containing copper sulphide minerals, and followed by smelting and electrolytic refining to produce a pure copper cathode. An increasing share of copper is produced from acid leaching of oxidized ores.

Copper is one of the most recycled of all metals.

(e) **Key Players in the Copper Industry**

The largest copper producing countries are Chile, Peru, United States, China, Australia, Indonesia and Russia. Most copper is mined as copper sulphides from large open pit mines developed on porphyry copper deposits that typically grade 0.5% to 1.5% copper. The largest copper mine is Escondida in Chile that produces almost 1 million tonnes of copper metal per annum. The next largest mines are Grasberg (Indonesia), Cerro Verde and Collahuasi (Chile), Morenci (USA) each producing some 500,000 tpa of refined copper.

Australia's largest copper producer is the Olympic Dam mine with annual output of approximately 235,000 tonnes.

(f) **Demand for Copper**

The unique properties of copper mean that it remains the preferred metal in power transmission and generation, building wiring, telecommunication, and electrical and electronic products.

(g) **Prospects for Growth for Copper**

The global demand for copper continues to grow. Usage of refined copper has increased by some 300% in the last 50 years and is expected to continue to grow to meet demand.

8.3 Nickel

(a) **WEX's Exposure to Nickel**

WEX has identified numerous potential nickel-copper targets within its Musgrave Province tenements with several having almost identical geophysical responses to the huge Nebo Babel copper-nickel deposits elsewhere in the Musgrave region.

(b) **Description of Nickel**

Nickel is the fifth most common element found on Earth. Nickel has the chemical symbol Ni and atomic number 28. It is a silvery-white lustrous metal. Nickel belongs to the transition metals and is hard and ductile.

Nickel occurs most often in combination with sulphur and iron in pentlandite, with sulphur in millerite, with arsenic in the mineral nickeline, and with arsenic and sulphur in nickel galena.

The bulk of nickel is mined from two types of ore deposits:

(i) lateritic deposits, where the principal ore minerals are nickeliferous limonite and garnierite; and

(ii) magmatic sulphide deposits, where pentlandite is the principal mineral.

(c) **Application and End Users for Nickel**

Nickel's high melting point, ductility, and resistance to corrosion when alloyed lends itself to a wide range of industrial applications and materials. Nickel is most widely used in the production of stainless steel accounting for two thirds of all uses. Other sectors of first use include other alloyed steels, high nickel alloys, castings, electro-plating, catalysts, chemicals and batteries. Nickel is widely recycled.

(d) **Processing Nickel**

Traditionally, nickel has been processed from sulphide ores in an approach similar to copper processing, in which the ore is upgraded to concentrates and then smelted.

(e) **Key Players in the Nickel Industry**

The Philippines is the largest producer of nickel at 500,000 tpa although this position uncertain as many mines have recently been forcibly closed by the government due to environmental issues.

Russia and Canada have similar mine production of 250,000 tpa.

Australia's nickel production has been in decline over recent years and now stands at 200,000tpa produced from both sulphide deposits and lateritic nickel deposits.

New Caledonia produces some 200,000 tpa from its lateritic deposits although future production is predicted to fall due to mines becoming uneconomic.

Indonesian production varies considerably year on year and currently is approximately 170,000 tpa.

(f) **Demand for Nickel**

Nickel usage from 2010 up to 2015 grew at an annual growth rate of 5.0%. Asia is now by far the largest regional market for nickel currently representing over 70% of total world demand.

Nickel pig iron, produced in China to meet domestic demand, has experienced rapid growth and is now a significant nickel commodity in the Chinese domestic market.

(g) **Prospects for Growth for Nickel**

The prospects for growth in the nickel industry are good and the Company believes nickel demand will continue to rise.

8.4 Cobalt

(a) **WEX's Exposure to Cobalt**

WEX's main opportunities lie in the Musgrave Province tenements in conjunction with nickel-copper opportunities where significantly elevated cobalt has been identified in rock chip sampling and in GSSA drill holes.

(b) **Description of Cobalt**

Cobalt is found in the Earth's crust only in chemically combined form. Cobalt is a shiny, brittle metal that is used to produce strong, corrosion and heat resistant alloys, permanent magnets and hard metals.

The main source of the element is as a by-product of copper and nickel mining. The copper belt in the Democratic Republic of the Congo (**DRC**), Central African Republic and Zambia yields most of the cobalt mined worldwide.

The vast majority of these resources are in sediment-hosted stratiform copper deposits in Congo (Kinshasa) and Zambia; nickel-bearing laterite deposits in Australia and nearby island countries and Cuba; and magmatic nickel-copper sulphide deposits hosted in mafic and ultramafic rocks in Australia, Canada, Russia, and the United States.

Cobalt is primarily used in the preparation of magnetic, wear-resistant and high-strength alloys.

(c) **Applications and End Users for Cobalt**

Cobalt is a major component in many new rechargeable batteries (electric cars, mobile phones, laptop computers). Lithium-ion batteries contain up to 60% cobalt.

Cobalt is hard, heavy and has a high melting point. These properties see it used extensively in superalloys and high pressure and temperature resistant metals for use in applications such as in energy turbines, jet motors, military hardware, aircraft and space craft.

Cobalt is strongly magnetic and is used in magnets.

Cobalt in dyes/pigments has been used for many centuries for bright blue colouring.

Cobalt is a principal component of vitamin B12, essential for blood and the brain. Cobalt is also used in human and animal food supplements.

Cobalt is also used as a catalyst, in jewellery, medical isotopes, cosmetics and many other applications.

(d) **Processing Cobalt**

Most cobalt is mined as a by-product of copper or nickel. Cobalt naturally occurs in nickel bearing laterites and nickel-copper sulphide deposits and, thus, is most often extracted as a by-product of nickel and copper.

The main ores of cobalt are cobaltite, erythrite, glaucodot, and skutterudite.

(e) **Key Players in the Cobalt Market**

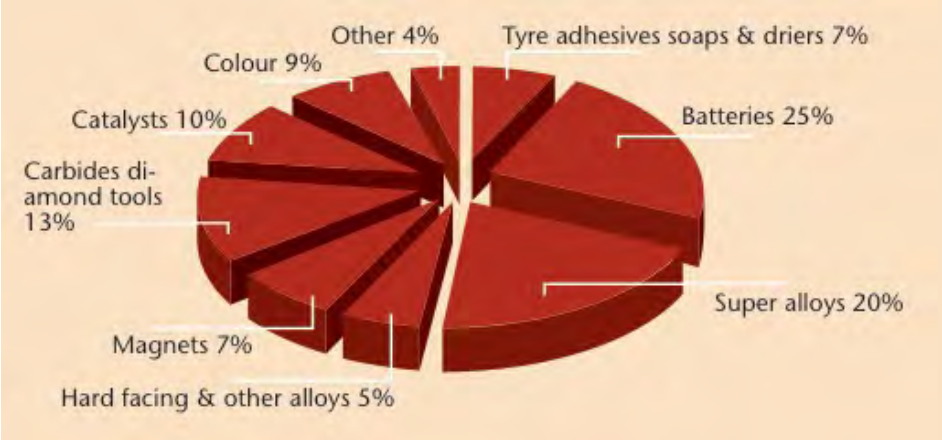
The DRC dominates global mine production and accounted for roughly 60% of global supply. Nickel operations in Cuba, Russia and Australia are also important sources.

(f) **Demand for Cobalt**

The outlook is very positive for cobalt metal demand. The refined metal is mostly consumed in nickel alloys, tool materials and magnets. Strong demand from the aerospace and industrial manufacturing sectors in particular is expected to have steady growth in demand for the metal over the medium and long-run.

Cobalt is integral to the defence, aerospace and the energy industries. The USA, Japan, China and the European Union have negligible mine production of cobalt despite being the major cobalt users and producers of cobalt products. These countries recognise the threat of cobalt supply disruption and have designated cobalt as a strategic metal.

Figure 8.1: Uses of Cobalt



As a by-product, mine production of cobalt from African copper and nickel deposits cannot easily be increased to supply the market in times of high cobalt demand, supply disruption or when the cobalt price undergoes a significant increase.

Growth in world refined cobalt supply is predicted to be driven mainly by strong growth in the rechargeable battery and aerospace industries.

(g) **Prospects for Growth for Cobalt**

Cobalt is a metal of the future with growing demand in technology, health and energy industries.

Tesla Inc has announced plans to double its output of lithium-ion batteries. The Chinese government targets five million electric cars on the road by 2020. The country is planning for electric cars to make up at least 30% of government vehicles by 2016 to reduce pollution and lower energy use.

Sales of hybrids and electric vehicles are projected to grow steadily to reach 5.2 million vehicles by 2020.

8.5 Lithium

(a) **WEX's Exposure to Lithium**

WEX believes that there is outstanding lithium potential especially in the Pilgangoora hard-rock lithium province where the Company has three tenements that straddle the important Wodgina-Strelley lineament (a key structural corridor hosting several huge lithium pegmatite deposits). Additionally, there is potential for lithium near Mt Cattlin in Western Australia and exposure to potential brine opportunities at several of Western Australia's largest salt lakes.

(b) **Description of Lithium**

Lithium is the lightest of all metals.

Lithium is never found in its elemental, metallic form because it is highly reactive, highly flammable and will react spontaneously with water.

Lithium is usually extracted from lithium minerals that can be found in igneous rocks (chiefly as the mineral spodumene) and from lithium chloride salts that can be found in brine pools.

(c) **Applications and End Users for Lithium**

The most important use of lithium is in rechargeable batteries for mobile phones, laptops, digital cameras and electric vehicles. Lithium is also used in some non-rechargeable batteries for applications including heart pacemakers, toys and clocks.

Lithium metal is made into alloys with aluminium and magnesium, improving their strength and making them lighter. Aluminium-lithium alloys are used in aircraft, bicycle frames and high-speed trains.

Lithium oxide is used in special glasses and glass ceramics. Lithium chloride is one of the most hygroscopic materials known, and is used in air conditioning and industrial drying systems.

(d) **Processing Lithium**

Lithium brine deposits are accumulations of saline groundwater that are enriched in dissolved lithium. Lithium concentrations are typically measured in parts per million (ppm).

Brine is pumped up from the ground and placed into ponds, where the lithium is concentrated via evaporation. Depending on the climate and weather in the region of the brine deposit, lithium concentration can take a few months to a year. Typically, lithium concentrations range between 1 and 2%.

Lithium hard-rock processing consists of crushing of the ore, concentration by flotation, followed by hydrometallurgy and precipitation from an aqueous solution. Depending on the application, the lithium can be either lithium hydroxide or lithium carbonate, which can then be manufactured into its final form.

Hard-rock lithium deposits often have by-products such as tantalum, beryllium and caesium that help reduce the cost per tonne of lithium produced.

(e) **Key Players in the Lithium Industry**

The largest producer of lithium in the world is Chile, which extracts it from brine at the Atacama Salt Flat. Argentina also produces lithium from brine at the Hombre Muerto Salt Flat. The largest producer of lithium from spodumene is Australia. Other major lithium producers include China, which produces it at salt lakes in Tibet and Qinghai, and the United States, which produces it from brines in Nevada.

The market is currently dominated by a small number of companies.

South American brine supply has risks of disruption, both geo-political and climatic.

While new capacity is being brought on stream, it is likely to be short of the predicted demand growth.

Several hard rock deposits have been found in Western Australia including significant deposits at Pilgangoora formed along the Wodgina-Strelley lineament.

(f) **Demand for Lithium**

The Company believes the demand for lithium will grow significantly over the medium and long-run primarily as the demand for lithium-ion batteries increases.

Lithium is most widely consumed in the form of lithium carbonate due to the compound's application in a wide range of end uses (including glass, ceramics, and batteries). However, lithium hydroxide is increasingly favoured for its superior performance in Li-Ion cathode applications.

(g) **Prospects for Growth for Lithium**

Lithium has many industrial uses. It goes into glass, ceramics, pharmaceuticals, and aluminium and magnesium alloys. The highest potential for growth is in the battery market, where lithium is used in lithium disposable batteries and in lithium-ion rechargeable batteries.

Growth will be driven by rapid expansion in the lithium-ion battery industry as world demand for hybrid and electric vehicles, energy storage systems, and high-drain portable electronics continues to grow.

Most major vehicle manufacturers are moving to the electrification of vehicles, using lithium-ion batteries.

There is also an enormous uptake of new smartphones, smartwatches and laptops that require lithium-ion batteries.

9. Overview of the Company and WEX

9.1 Ausroc Metals Limited (to be renamed "Woomera Mining Limited")

The Company was incorporated on 6 March 1996 as a public company limited by shares. The Company first listed on the ASX on 15 September 2005 (then named "Monaro Mining NL"), and its original activities involved the exploration of minerals and development of mining tenements.

On 27 November 2014, the Company's securities were suspended from Official Quotation on ASX and have remained suspended since that date.

On 23 August 2016, Christopher Michael Williamson and David Ashley Norman Hurt were appointed joint and several liquidators of the Company pursuant to an Order of the Supreme Court of Western Australia (COR 138 of 2016) (**Liquidators**).

At a meeting of creditors held on 9 February 2017, the creditors of the Company resolved to appoint Christopher Michael Williamson and David Ashley Norman Hurt as voluntary administrators (**Administrators**).

On or about 14 July 2017, the Company entered into a deed of company arrangement and a reconstruction deed with the Administrators and the proponent of the deed of company arrangement, Caason Investments Pty Ltd (ACN 089 590 858). Accordingly, the Administrators became Deed Administrators under the deed of company arrangement. The terms of the deed of company arrangement and a reconstruction deed were then subsequently amended on or about 12 October 2017.

On 2 November 2017, the Supreme Court of Western Australia ordered that the winding up of the Company be terminated with effect on and from 2 November 2017 and the Deed of Company Arrangement was subsequently effectuated on 4 December 2017.

Following effectuation of the Deed of Company Arrangement, the Company's Directors were appointed to the Board in connection with, and in anticipation of, completing the Acquisitions.

9.2 Acquisition of Woomera Exploration Limited

On 3 November 2017, the Company announced that it had agreed to acquire the entire issued capital of WEX, an unlisted public company limited by shares which operates a mining business in South Australia with one wholly owned subsidiary, Norsa Exploration Pty Ltd (ACN 156 268 727).

A summary of the WEX Acquisition Agreement, including the conditions precedent to completion of the WEX Acquisition, is set out in Section 17.1.

The Company also announced on 3 November 2017 that WEX had agreed to acquire the entire issued capital of Volt Lithium and Liquid Lithium which is to occur contemporaneously with the Company's acquisition of WEX.

A summary of the Volt Lithium Acquisition Agreement and Liquid Lithium Acquisition Agreement, including the conditions precedent to completion of Lithium Acquisitions, are set out in Section 17.2 (b) and Section 17.2 (c).

Upon successful completion of the Acquisitions, the Company will focus on exploring and developing the prospective package of Tenements and Tenement Applications held by WEX, Norsa, Volt Lithium and Liquid Lithium.

9.3 WEX Background

WEX was established in 2011 to explore for minerals in the Gawler Craton and Musgrave Block immediately following the Australian Government's announcement of the relaxing of access conditions to the Woomera Prohibited Area. Exploration principally involved conducting studies of available technical information with a view to developing a good understanding of the potential assets within the Woomera Prohibited Area.

In December 2014 WEX merged with Norsa Exploration Pty Ltd (no a subsidiary of WEX) which was registered in March 2012 with similar aims to that of WEX. Between October 2012 and June 2013, WEX and Norsa together, secured tenure of a series of exploration licences and exploration licence applications in South Australia.

See Section 9.5 – 9.7 for further information regarding the Tenements and Tenement Acquisitions of WEX and Norsa.

9.4 Corporate Structure

Figure 9.1 shows the corporate structure of the Company following completion of the Acquisitions:

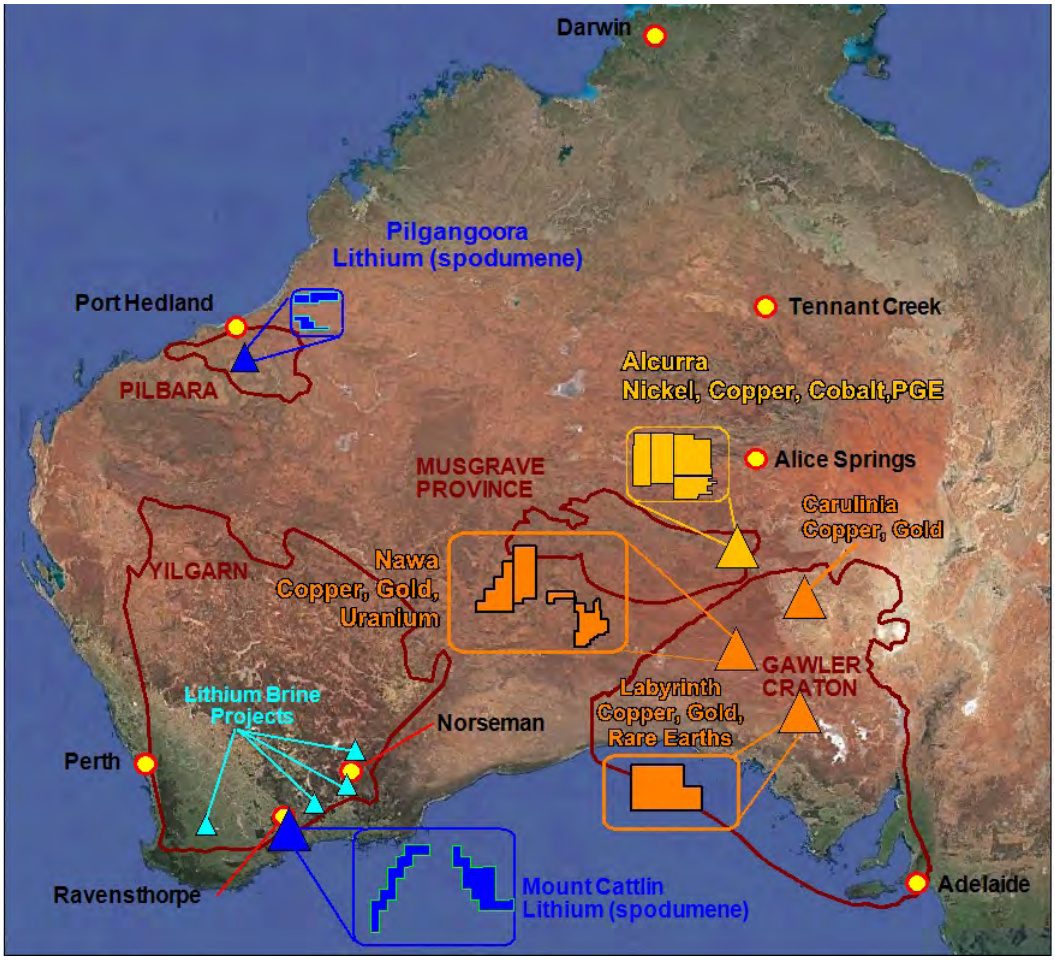
Figure 9.1: Corporate structure of the Company following completion of the Acquisitions.

9.5 Projects Overview

WEX holds, or has sought application for, approximately 5,966 km² of tenements in the highly prospective Musgrave Province and Gawler Craton regions of South Australia, comprising 1 Exploration Licence (**EL**), 5 Subsequent Exploration Licence Applications (**SELAs**) and 3 Exploration Licence Applications (**ELAs**). The EL, 2 SELAs and one ELA are located within the Musgrave Province and the remaining three SELAs and two ELAs are located within the Gawler Craton. Exploration rights within these regions are tightly held with holdings by several of Australia's biggest mining companies.

Upon completion of the Lithium Acquisitions, WEX will hold all the issued shares in Volt Lithium and Liquid Lithium which together own a tenement package situated in Western Australia which is highly prospective for hard-rock lithium and the potential for lithium-rich brines.

Figure 9.2: Overview of projects and locations



9.6 Current Granted Tenements

(a) **South Australia Granted Tenements**

The table below sets out the tenements situated in South Australia for which exploration licences have been granted as at the Prospectus Date. WEX's strategy is to explore these Tenements, in the case of the Musgrave Province under the farm in arrangements contemplated in the OZ Minerals HOA and otherwise by WEX directly:

Table 9.1: South Australia Granted Tenements

Tenement Name	Number	Location	Area (km^2)	Status	Expiry Date	Notes
Sundown	EL 5041 (SELA 2017/00156)	Musgrave Province	768	Application***	10 October 2017**	Held by WEX. Subject of the Oz Minerals HOA
Mount Howe	EL 5042 (SELA 2017/00157)	Musgrave Province	854	Application***	10 October 2017**	Held by WEX. Subject of the Oz Minerals HOA
Mount Irwin	EL 5287	Musgrave Province	503	Granted	24 June 2018	Held by Norsa. Subject of the Oz Minerals HOA
Mount Carulinia	EL 5040 (SELA 2017/00155)	Gawler Craton	401	Application	10 October 2017**	Held by WEX
Whymlet	EL 5113 (SELA 2017/00182)	Gawler Craton	266	Application	28 November 2017**	Held by WEX
Tallaringa	EL 5116 (SELA 2017/00183)	Gawler Craton	459	Application	28 November 2017**	Held by WEX

Note:

** the Exploration Licence is in its final term and a subsequent exploration licence application has been submitted

*** an offer for renewal for one year was made by the Department of Premier Cabinet of South Australia on 20 November 2017 and WEX has the intention to accept the offer within the offer period.

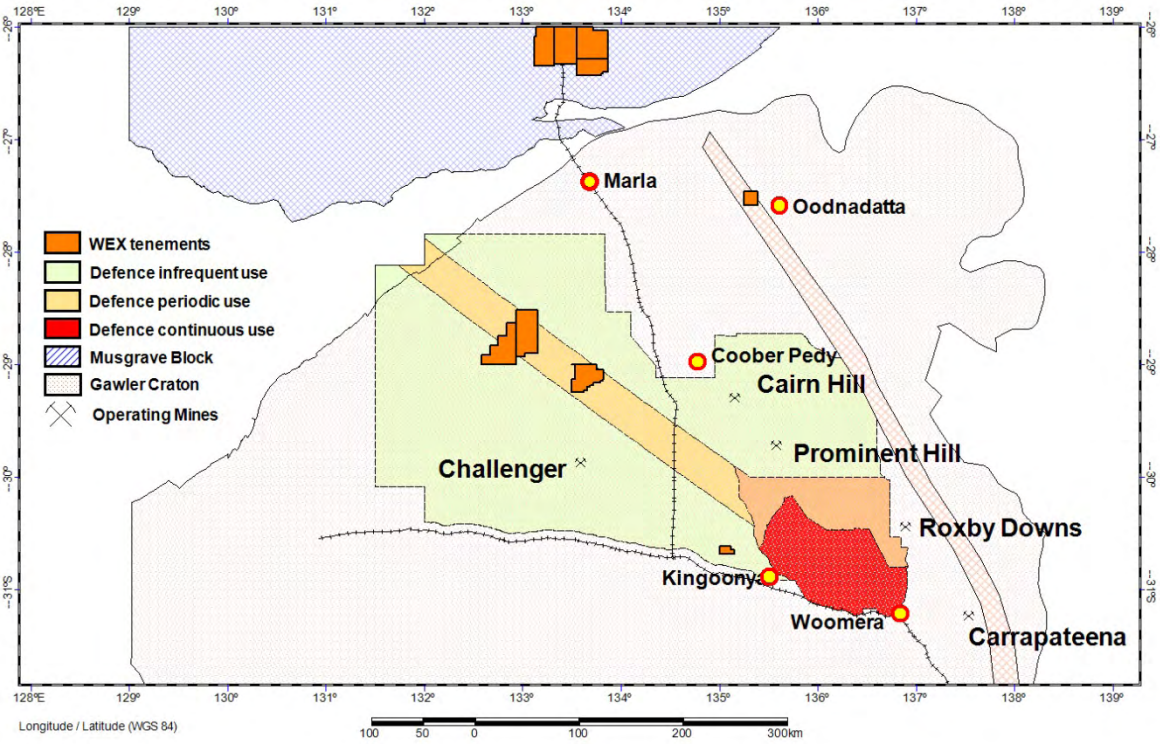
Each of EL 5040 (SELA 2017/00155), EL 5041 (SELA 2017/00156) and EL 5042 (SELA 2017/00157) have reached their 5-year anniversary of being granted, and as is required in South Australia, WEX has submitted Subsequent Exploration Licence Applications to retain each of these tenements.

The Department of Premier and Cabinet of South Australia – Mineral Resources Division (**Department**) has confirmed that the Department will progress EL 5041 (SELA 2017/00156) and EL 5042 (SELA 2017/00157) to grant and by letter dated 20 November 2017, the Department formally offered to renew these Exploration Licences for a further term of one year. It is WEX's intention to accept the offers of renewal.

The Department has also indicated that they will grant EL 5040 (SELA 2017/00155), EL 5113 (SELA 2017/00182) and EL 5116 (SELA 2017/00183), however, WEX is obliged to reduce the area of its holding by 25%. In order to meet the reduction requirement, WEX has surrendered all of its previously held EL 5286 in the Eastern Musgrave and submitted partial surrender documents to reduce EL 5116 (SELA 2017/00183) by 446 km^2 and EL 5287 by 90 km^2.

As a result, it is anticipated that EL 5116 (SELA 2017/00183) will be reduced to a total area of 459 km^2 and EL 5287 will be reduced to a total area of 503 km^2. Final confirmation of a reduction in area is expected in a subsequent confirmation from the Department.

Figure 9.3: Tenement and Tenement Applications in South Australia



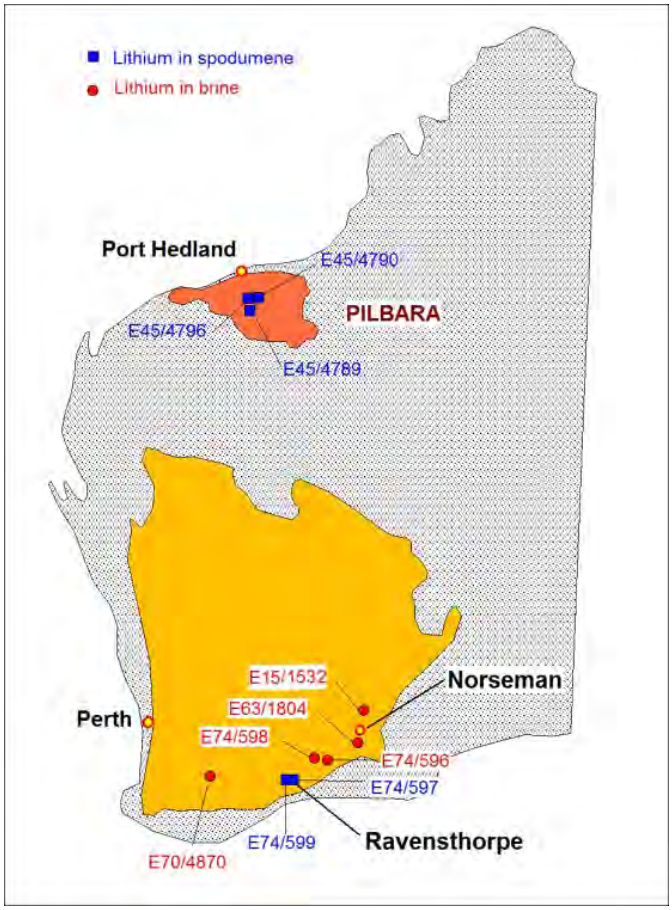
(b) **Western Australia Granted Tenements**

Table 9.2 below sets out the tenements situated in Western Australia for which exploration licences have been granted as at the Prospectus Date. These tenements are held by Volt Lithium Ltd and Liquid Lithium, which companies are to be acquired by WEX.

Table 9.2: Tenements in Western Australia

Tenement Name	Number	Location	Area (km^2)	Status	Expiry Date	Notes
Magpie Range Pilgangoora	E45/4790	Central Pilbara	64	Granted	6 June 2022	Held by Volt Lithium
Peak Charles Salt Lake	E74/596	SE Yilgarn	92	Granted	3 May 2022	Held by Volt Lithium
Mt Cattlin East	E74/597	SE Yilgarn / Ravensthorpe	56	Granted	3 January 2022	Held by Volt Lithium
Lake Dundas	E63/1804	SE Yilgarn/ Norseman	57	Granted	30 April 2022	Held by Liquid Lithium
Lake Sharpe	E74/598	SE Yilgarn	60	Granted	27 April 2022	Held by Liquid Lithium
Mt. Cattlin East West	E74/599	SE Yilgarn / Ravensthorpe	40	Granted	17 January 2022	Held by Liquid Lithium
Magpie Range West	E45/4796	Central Pilbara	29	Granted	4 July 2022	Held by Liquid Lithium
Lake Cowan	E15/1532	SE Yilgarn/ Norseman	3	Granted	4 May 2022	Held by Liquid Lithium

Figure 9.4: Tenements and Tenement Applications in Western Australia



9.7 Applications for Tenements

(a) South Australia applications for tenements

Table 9.3 below sets out the tenements situated in South Australia which are presently the subject of Exploration Licence Applications. These tenements are not granted exploration licences and until granted WEX cannot undertake exploration operations on the relevant land.

Table 9.3: Tenement Applications in South Australia

Tenement Name	Number	Location	Area (km^2)	Status	Notes
Great Central Desert	ELA 2012/00119	Gawler Craton	929	Under Application	Application by Norsa
Great Victorian Desert	ELA 2012/00120	Gawler Craton	848	Under Application	Application by Norsa
Tieyon Station	ELA 2017/00139	Musgrave Province	938	Under Application	Application by WEX. Subject of the Oz Minerals HOA

The Department has confirmed that it will progress ELA 2017/00139 to grant and on 20 November 2017, a formal offer to grant the Exploration Licence for a term of one year was received. It is WEX's intention to accept that offer.

(b) **Western Australia Applications for Tenements**

The table below sets out the tenements situated in Western Australia which are the subject of applications for the grant of exploration licences by Volt Lithium and Liquid Lithium.

Table 9.4: Tenement Applications in Western Australia

Tenement Name	Number	Location	Area (km²)	Status	Notes
Turner Siding Pilgangoora	E45/4789	Central Pilbara	57	Under Application	Application by Volt Lithium
Dumbleyung Salt Lake	E70/4870	SE Yilgarn	86	Under Application	Application by Volt Lithium

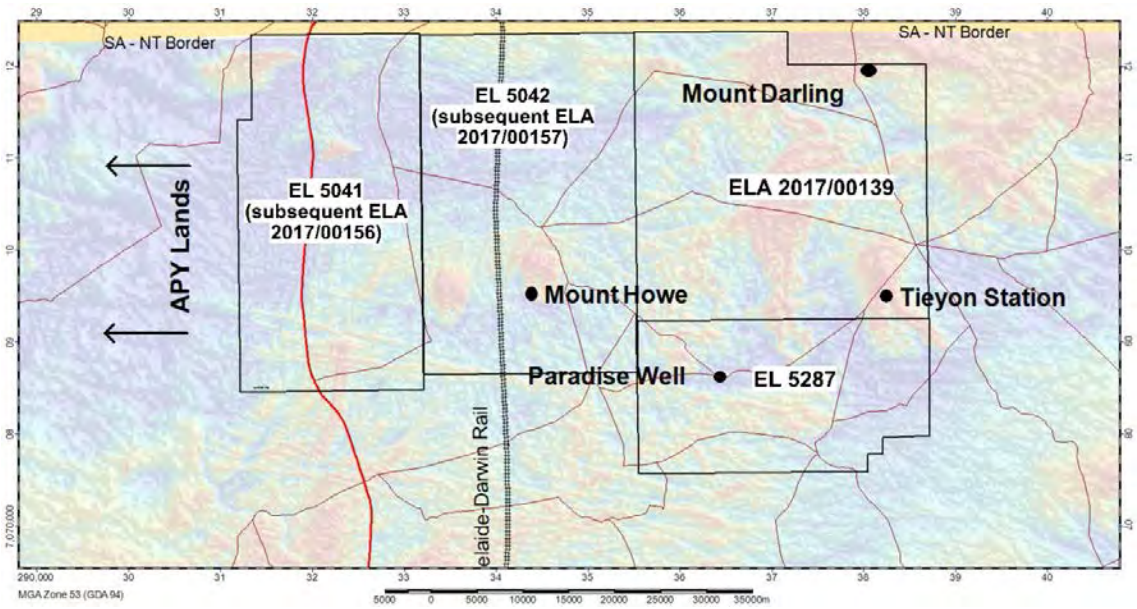
9.8 Musgrave Alcurra-Tieyon Project

The Musgrave project is subject to a binding heads of agreement with OZ Exploration Pty Ltd (ACN 137 626 914) (**OZ Exploration**) (a wholly owned subsidiary of ASX listed OZ Minerals Limited (ACN 005 482 824) (ASX:OZL) in relation to a series of mining tenements in the Musgrave Province in South Australia that enables OZ Exploration to earn up to 75% of the project for an expenditure of $7.5m.

Please see Section 17.2 (a) for further information regarding the OZ Minerals HOA.

The Musgrave tenements lie immediately east of the Anangu Pitjantjatjara Yankunytjatjara (**APY**) lands. The Stuart Highway and the Adelaide-Darwin railway pass through the project area (see Figure 9.5). The Company's exploration focus in the area is on Ni-Cu-Co and PGE targets but it is also cognisant of the potential for Broken Hill-style mineralisation and hydrothermal related Ag-Zn-Cu-REE mineralisation.

Figure 9.5: Location of Musgrave Tenements



The aeromagnetic character of the Project area is comparable to that of the Nebo – Babel project in the western Musgrave Province. Geochemical data from surface and drill hole data indicate the presence of Giles Complex mafic and ultramafic rock units which host Nebo-Babel.

Limited past exploration has defined anomalous Ni-Cu-Co-PGE over large tracts of mafic-ultramafic rocks under shallow cover. Past exploration indicates that the area is amenable to EM and geochemical exploration. Data from two high quality aeromagnetic surveys flown by CRA Exploration Pty Ltd (CRAE) and GSSA is available (Figure 9.6), along with recently acquired gravity (Figure 9.7) and geochemical data (Figure 9.8). WEX has identified several strong targets based on drill hole assays, rock chip assays and magnetic trends.

The potential for magmatic Ni-Cu-Co-PGE mineralisation is evident from the GSSA bedrock drilling program which intersected shallow ultramafic intrusive rocks containing disseminated Ni-Cu sulphides.

There is also potential for base metal mineralisation within regional metasediments and metavolcanics.

Outcropping Pitjantjatjara Supersuite granite-hosted hydrothermal Ag-Zn-Cu-REE mineralisation has also been identified by GSSA. Further investigation is required to better understand the formation and the distribution of this mineralisation.

Figure 9.6 - CRAE survey 1994 200m E-W and GSSA survey 1993 400ms N-S

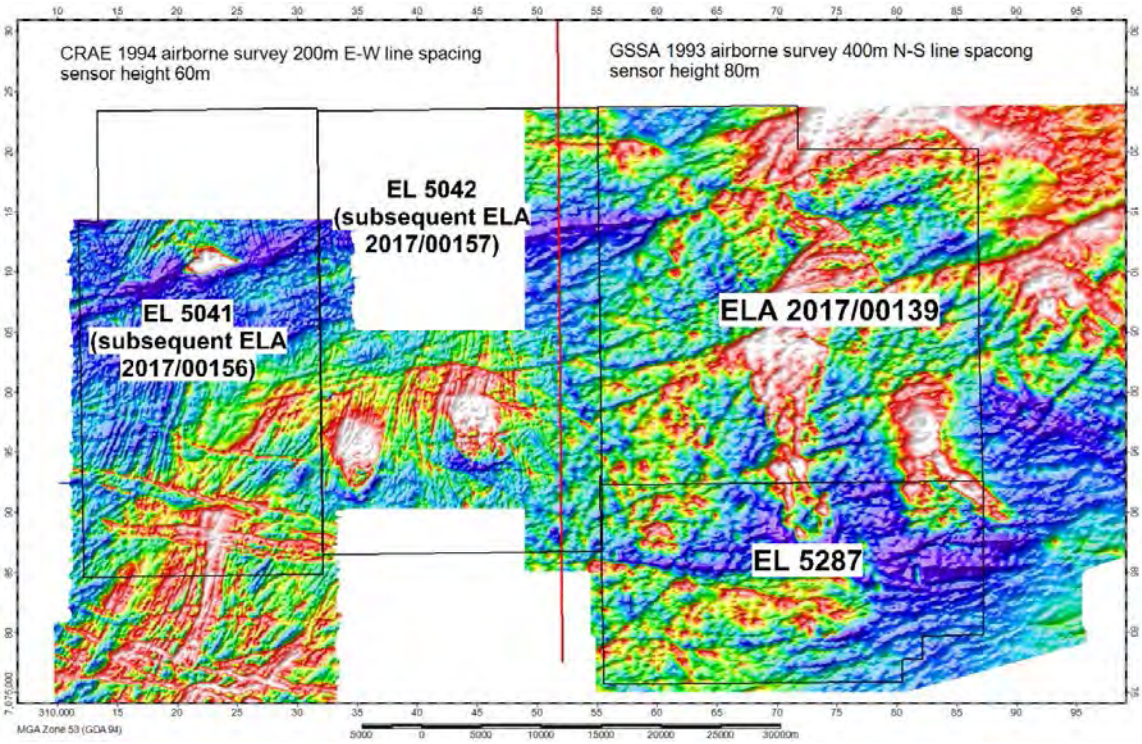


Figure 9.7: Gravity image and station locations

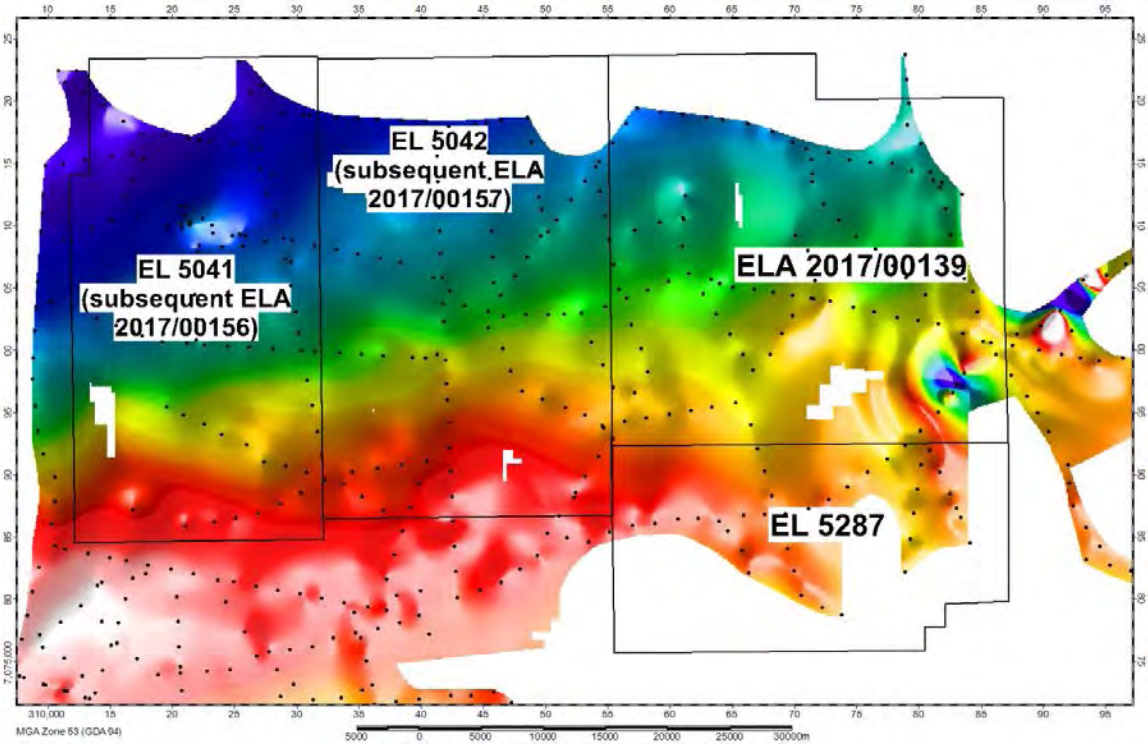


Figure 9.8: surface and drill hole geochemistry including extremely high Cu, Zn, Ag and PGE assays

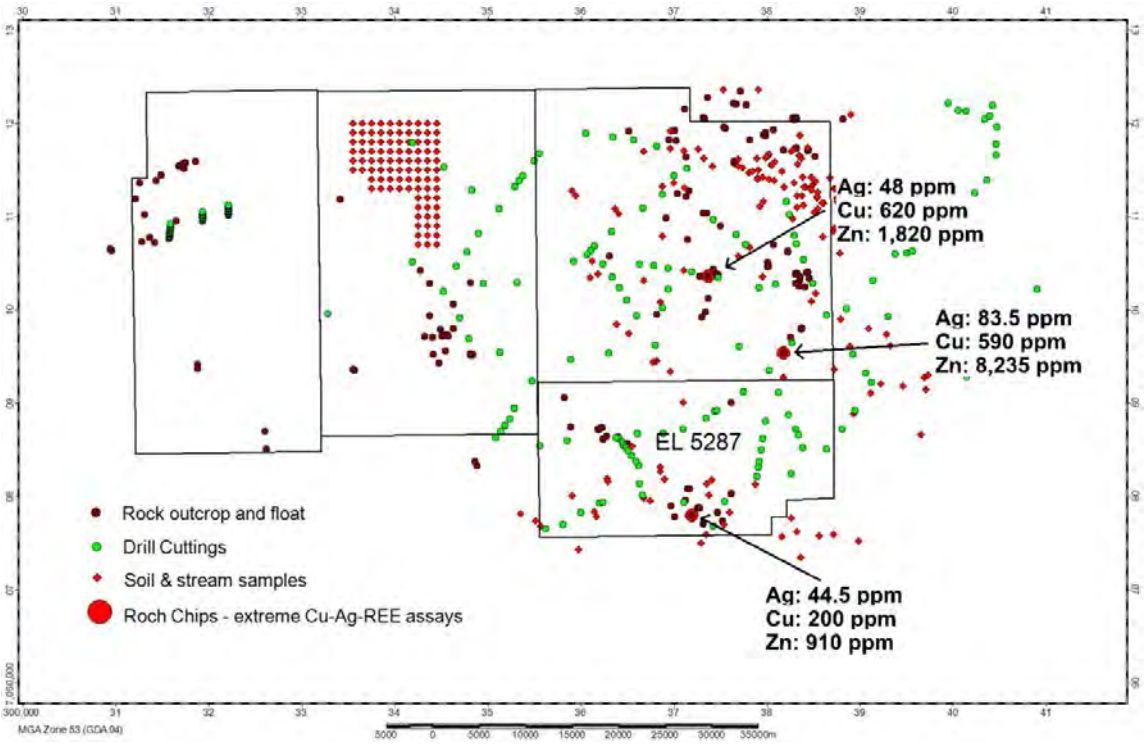
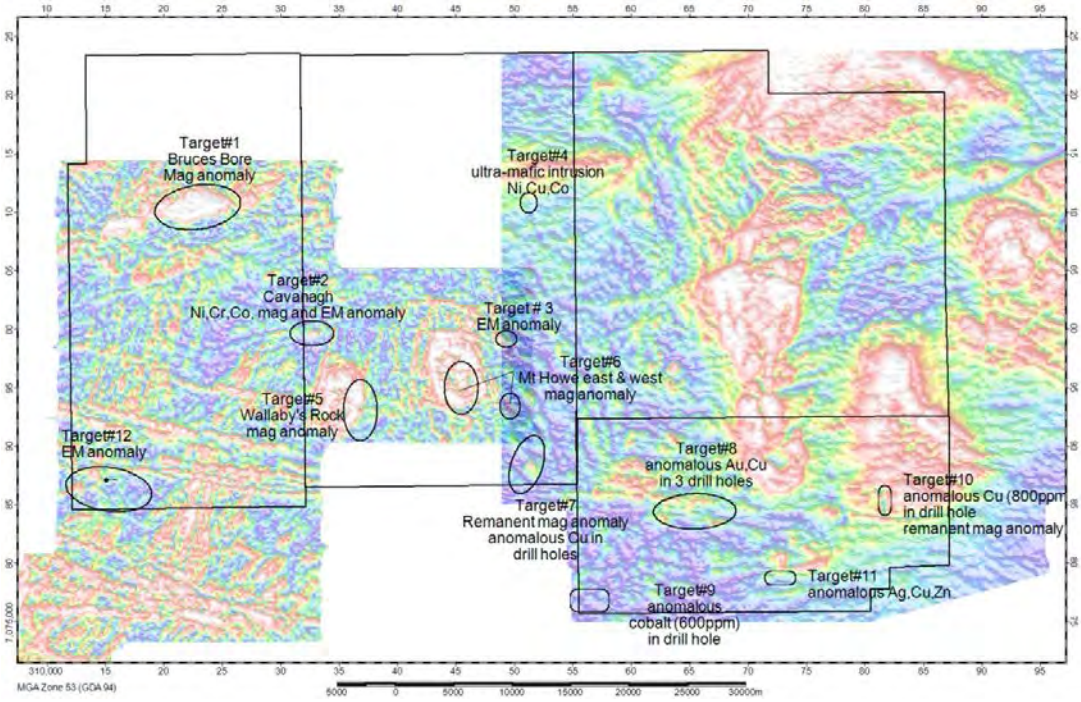


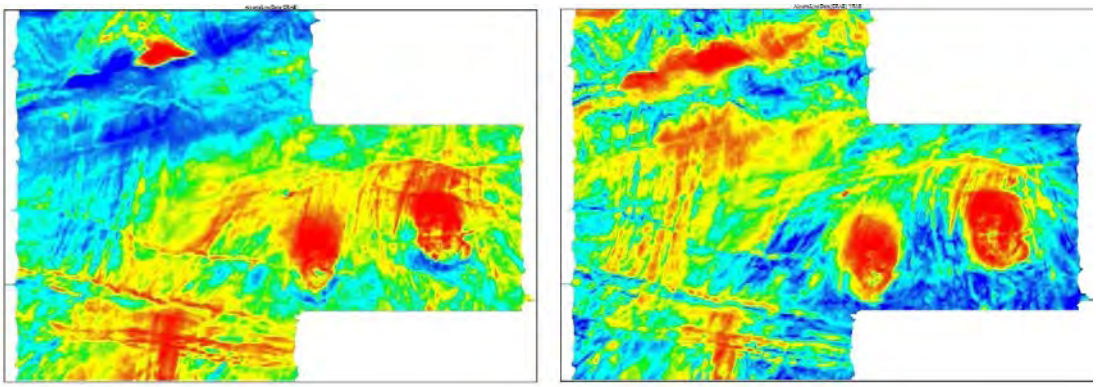
Figure 9.9: Exploration targets



(a) **Target Generation**

As with much of the Musgrave Province, the rocks in the project area have highly variable magnetic signatures, primarily due to the remanent components of the mafic/ultramafic intrusives. WEX has transformed the TMI to compensate for the remanence. Figure 9.10 shows the original residual TMI survey on the left and the corrected version on the right, highlighting large tracts of ground where there is a major change to the apparent susceptibility. The transformed magnetic data has been used in conjunction with geochemistry and petrology from GSSA drill holes and limited airborne EM to identify targets for follow up drilling.

Figure 9.10: Left: TMI Right: Corrected



(b) **Priority Target – Cavanagh (Area #2 and Area #3)**

The Cavanagh target was first identified by CRAE as a reversely polarized magnetic feature.

Applying remanence corrections to the reverse dipole anomaly at Cavanagh produces the results shown in Figure 9.11. Left shows the reverse dipole as observed in the TMI and right shows the transformed data

Figure 9.11: left: original TMI, right: profile after remanence removed

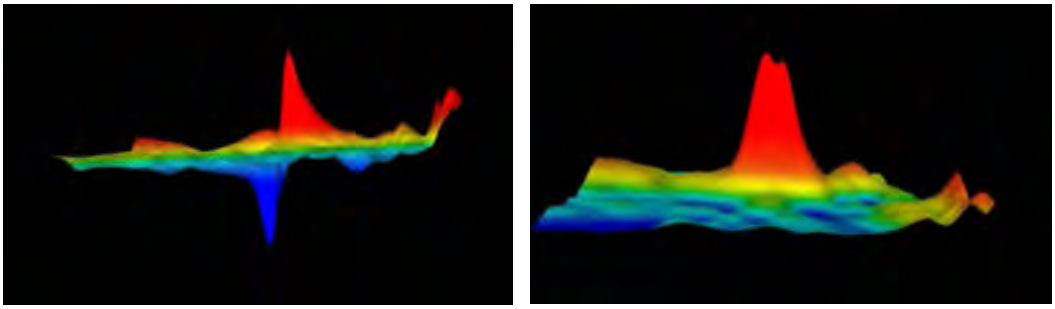
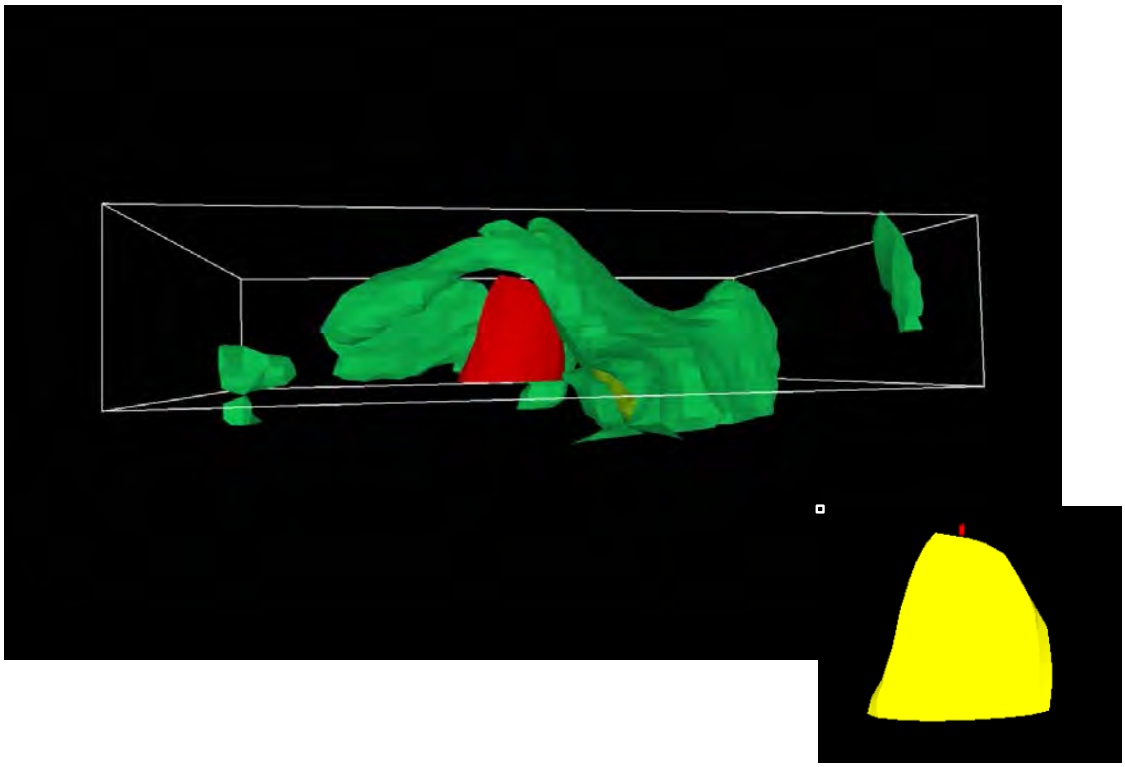


Figure 9.12 shows the models generated using 3D Inversion software. The green shell is generated using the TMI data and the red body is generated using the corrected data. This body is approximately 500m x 300m with open depth extent. The hole in the TMI model is clear evidence that the remanent magnetism of the body generated spurious results. The inset in Figure 9.12 shows the previous 27m drill hole just missing the predicted body. Despite this the petrological report from the drill cuttings indicate ultramafic Giles complex and the Ni, Cr, Co and Cu assays peak at 3300ppm, 3000ppm, 220ppm and 67ppm respectively.

Figure 9.12: 3D Inversion model; green using TMI; red using corrected data and inset showing previous drill hole which does not penetrate the predicted body



CRAE also flew some experimental EM lines in the region and the line in Figure 9.13 shows an early time conductor at Cavanagh and a stronger anomaly at Area 3 to the east that is also coincident with a reverse dipole. Modelling of Area#3 indicates magnetically susceptible body approximately 700m wide (Figure 9.14).

Figure 9.13: CRAE experimental MLEM line

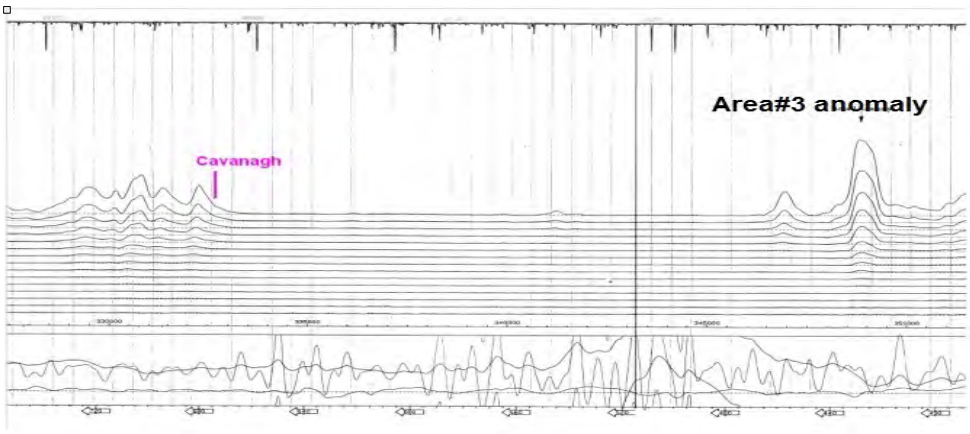
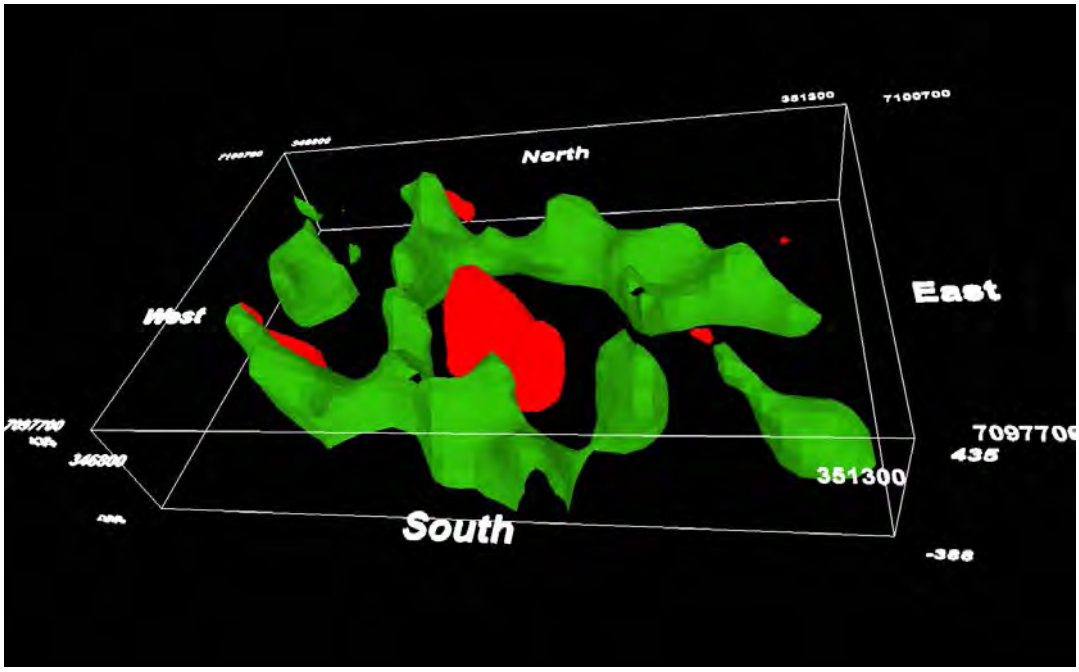


Figure 9.14: Area#3, 3D inversion models, green: TMI; red: corrected



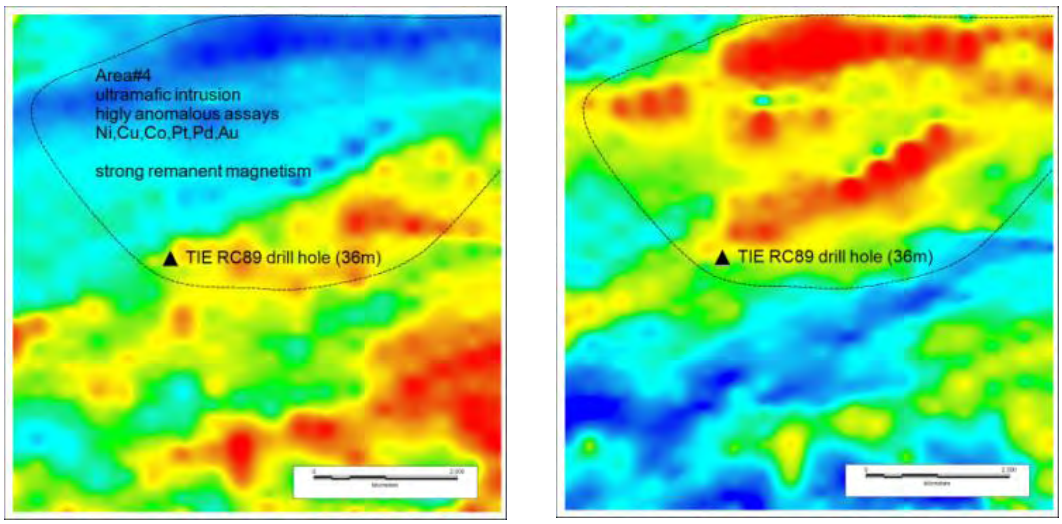
(c) **Area #4**

Remanence corrections in Area#4 (figure 9.15) reveal an extensive area of magnetised rocks and the geochemistry in the sole drill hole near the edge of this feature is indicative of ultramafic intrusive, most likely Giles Complex (Table 9.5). TIE RC89 intersected ultramafic rocks from 6m. Deeper intercepts were partly re-crystalised and highly magnetic. Sulphides were present as chalcopyrite, pyrite and pentlandite with blebs up to 0.6mm.

Table 9.5: TIE RC89 assays

From	To	Au(ppb)	Co(ppm)	Cu(ppm)	Ni(ppm)	Pd(ppb)	Pt(ppb)
0	2	1	17	11	64	7	5
2	10	2	72	80	450	39	15
10	16	3	94	88	600	43	25
16	22	8	120	60	750	59	50
22	30	5	150	61	950	75	55
30	34	2	150	58	900	65	35
34	36	3	130	58	750	58	35

Figure 9.15: Left: TMI Right: VRMI



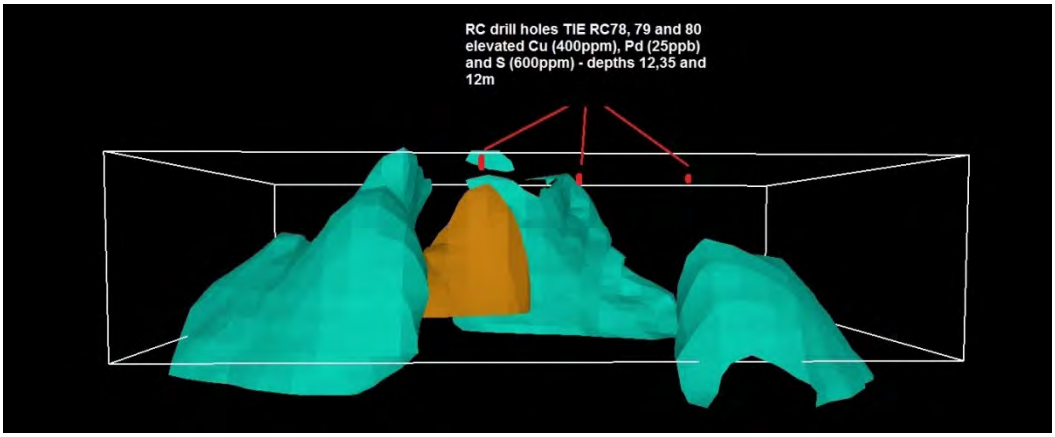
(d) **Area #1, Area #5 and Area #6**

Three magnetic anomalies are readily observed in the regional aeromagnetic data. Sparse outcrop at Areas 5 and 6 suggest that the anomalies relate to magnetite-rich granites and granodiorite-diorites but they have not been thoroughly investigated. There is no outcrop at Area 1, however, 3D modelling indicates that a large magnetically susceptible body lies beneath this anomaly at a depth of around 150m.

(e) **Area #7**

This area is also characterised by a strong, reversely polarised anomaly which produces the model shown in Figure 9.16. Nearby shallow RC drill holes, although distant from the predicted body, have elevated results for copper, palladium and sulphur.

Figure 9.16 – Area#7 3D Inversion model orange: VRMI Blue: TMI



(f) **Upcoming Exploration**

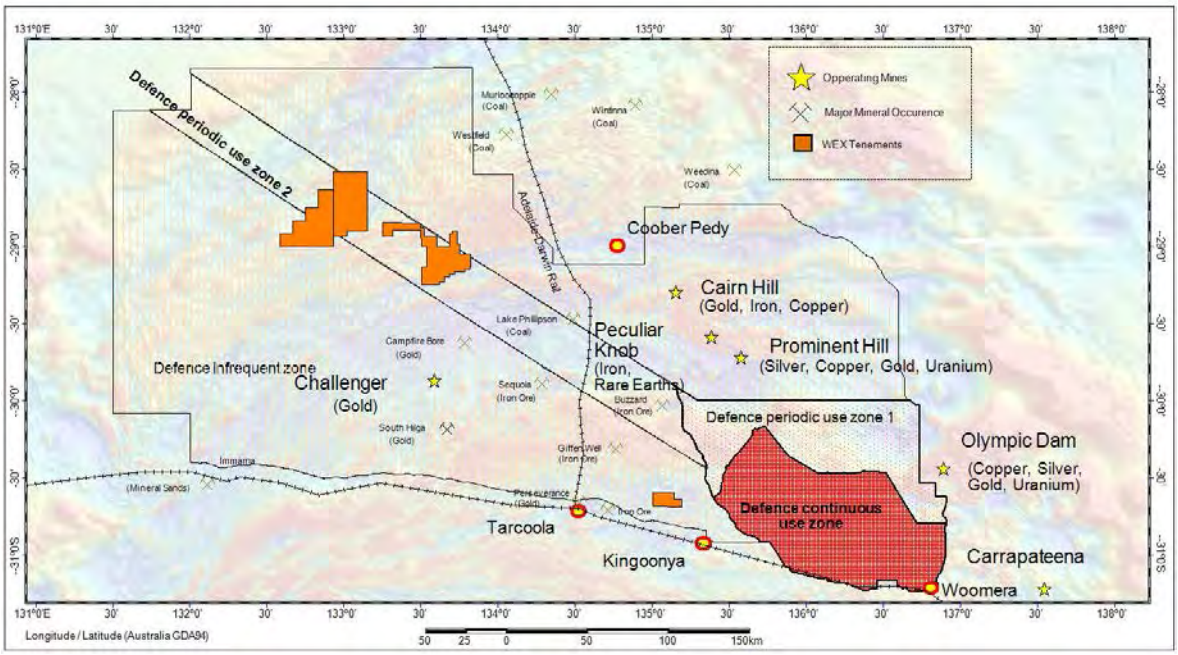
The first year of exploration under the OZ Minerals HOA, subject to negotiating a Native Title Mining Agreement, will consist of detailed ground EM to more accurately define the conductive bodies followed by an approximately 3,850m RC drilling program.

9.9 Gawler Craton Projects

(a) **Labyrinth Project**

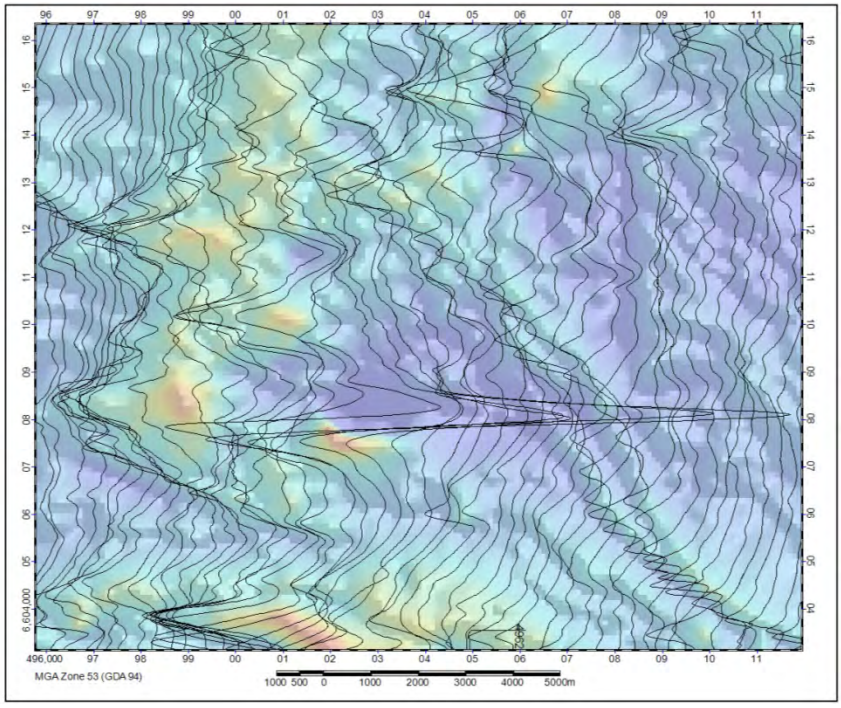
The Labyrinth project EL 5113 (SELA 2017/00182) lies within Woomera Prohibited Area (WPA) in the central Gawler Craton about 30 km north-west of Kingoonya and 40 km north-east of Tarcoola between the Stuart Highway and the Adelaide-Darwin railway (Figure 9.17). Previous drilling has revealed Ni-Cu sulphide and rare earth mineralisation in peridotites and basalts respectively. In addition, the western portion of the Tenement is prospective for lode gold deposits in the Hiltaba Suite intrusives.

Figure 9.17: EL 5113 (SELA 2017/00182) near Kingoonya and Tarcoola



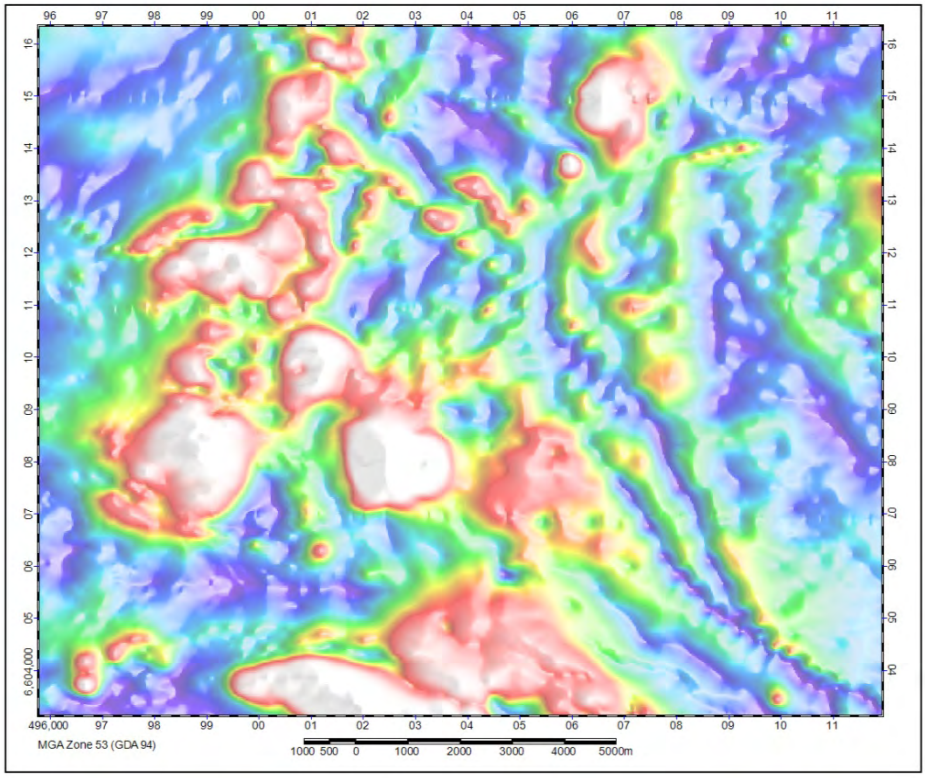
The Labyrinth Ni-Cu-PGE prospect was initially identified as a reversely polarised magnetic response in airborne magnetic data (Figure 9.18) and targeted as a potential carbonatite intrusion. Infill ground magnetics and gravity data delineated coincident magnetic (4,000 nT) and gravity (2.8 mgal) anomalies. Drilling by CRAE in 1988 intersected weathered basement at a depth of 69 m and trace pyrite, chalcopyrite and pyrrhotite was logged throughout the 308m drill hole. Elevated levels of copper (max 792 ppm) and neodymium (max 240 ppm) were recorded in peridotites and basalts respectively.

Figure 9.18: Reversely polarised feature in magnetic data



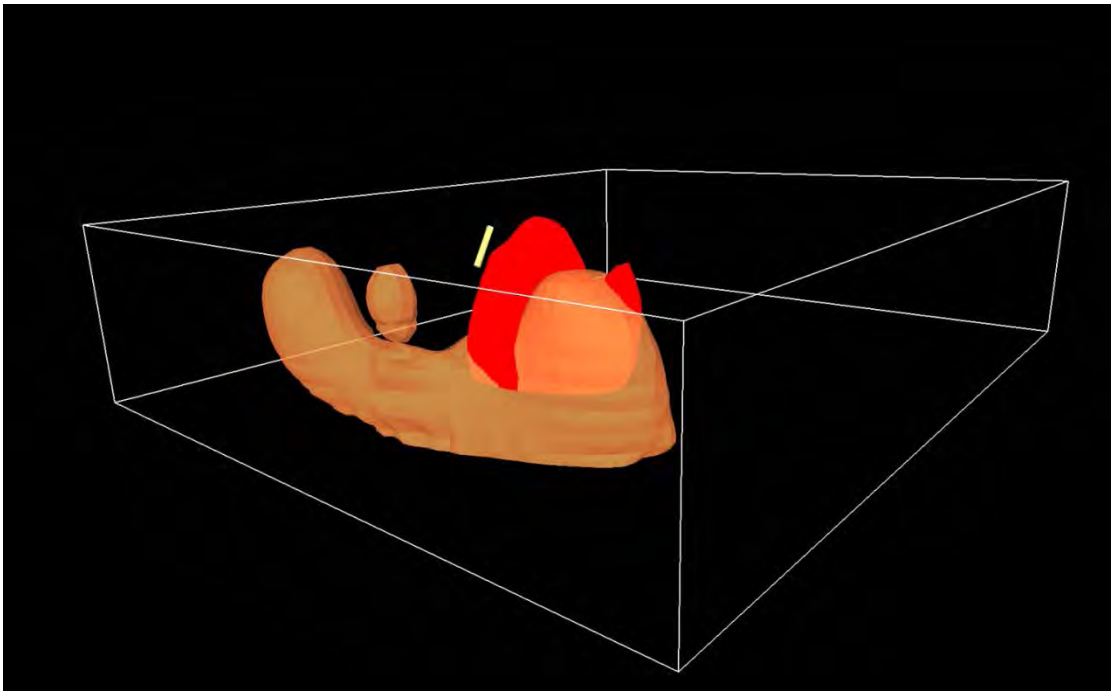
WEX has employed the VRMI method to remove the effect of remanent magnetism that causes the reverse dipole effect to reveal significantly different results as shown in Figure 9.19.

Figure 9.19: Magnetic data with remanence removed



The VRMI and ground gravity data has been used to predict the causative body using 3D magnetic and gravity inversion software. Together these methods predict coincident high density and high susceptibility bodies as shown in Figure 9.20. The red body is predicted by the magnetic modelling and the isopach is set at 0.06 SI units. The orange body is predicted by the gravity modelling and the isopach is set at a density contrast of 1.5.

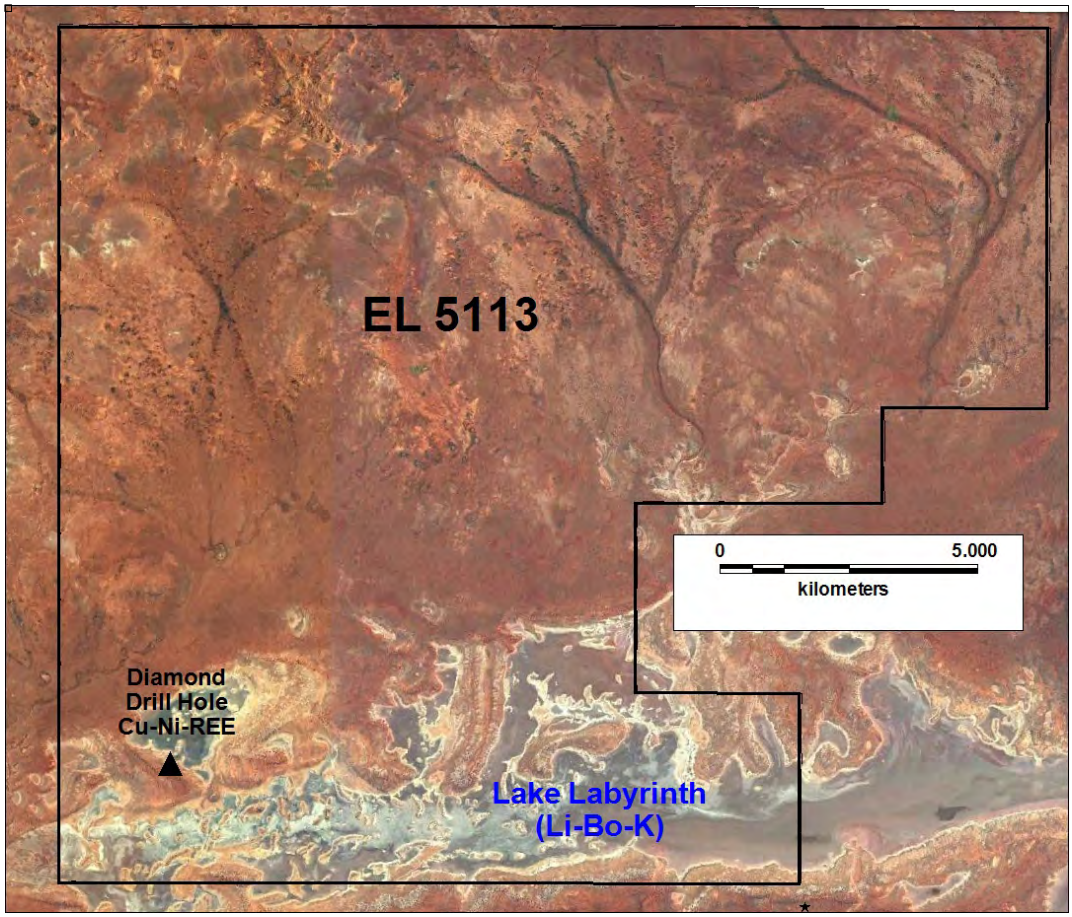
Figure 9.20: predicted body from 3D inversion of VRMI (red) and gravity (orange). Previous drill hole shown in yellow



The body is approximately 1.1 km long x 0.5 km wide and the previous drill hole appears to have narrowly missed the predicted body. This presents WEX with a drill ready target on this tenement.

The playa located at Lake Labyrinth, occupies the southern portion of the tenement and this desert lake presents an exploration target for lithium, boron and potassium rich brines (Figure 9.21). Lake Labyrinth has been identified by Geoscience Australia as having lithium-boron-potassium values in brine that are around 30 times higher than that of seawater.

Figure 9.21 - Lake Labyrinth



There has been very little research conducted into the lithium potential of the Gawler Craton playas. However, one research paper discusses closed basins in arid regions that can be exploited for their lithium salts and notes that all producing lithium brine deposits share the following characteristics:

(i) Arid climate;
(ii) Closed basin;
(iii) Tectonically driven subsidence;
(iv) Associated igneous or geothermal activity;
(v) Suitable lithium source rocks;
(vi) One or more adequate aquifers; and
(vii) Sufficient time to concentrate a brine.

Lake Labyrinth is an excellent fit to these criteria. Although the area is mostly covered with quaternary sands and clays the outcropping rocks include felsic intrusive and extrusive rocks of the Hiltaba Supersuite and the Gawler Range Volcanics which are a likely source of lithium, boron and potassium.

9.10 Carulinia Project

The Carulinia Project EL 5040 (SELA 2017/00155) is situated approximately 10 km west of Oodnadatta on the Torrens Hinge Zone which is a complex structure defining the eastern margin of the Gawler Craton (Figure 9.22). The primary target on this tenement is a large coincident gravity (14 mGal) and magnetic (1000nT) anomaly (Figure 9.23) which has striking similarities to that over Olympic Dam and Carrapateena. There is a thick cover sequence in the project area that has been a deterrent to extensive investigations. Only two drill holes have intersected basement and the vast majority of the tenement remains unexplored.

Figure 9.22 – Carulinia project location

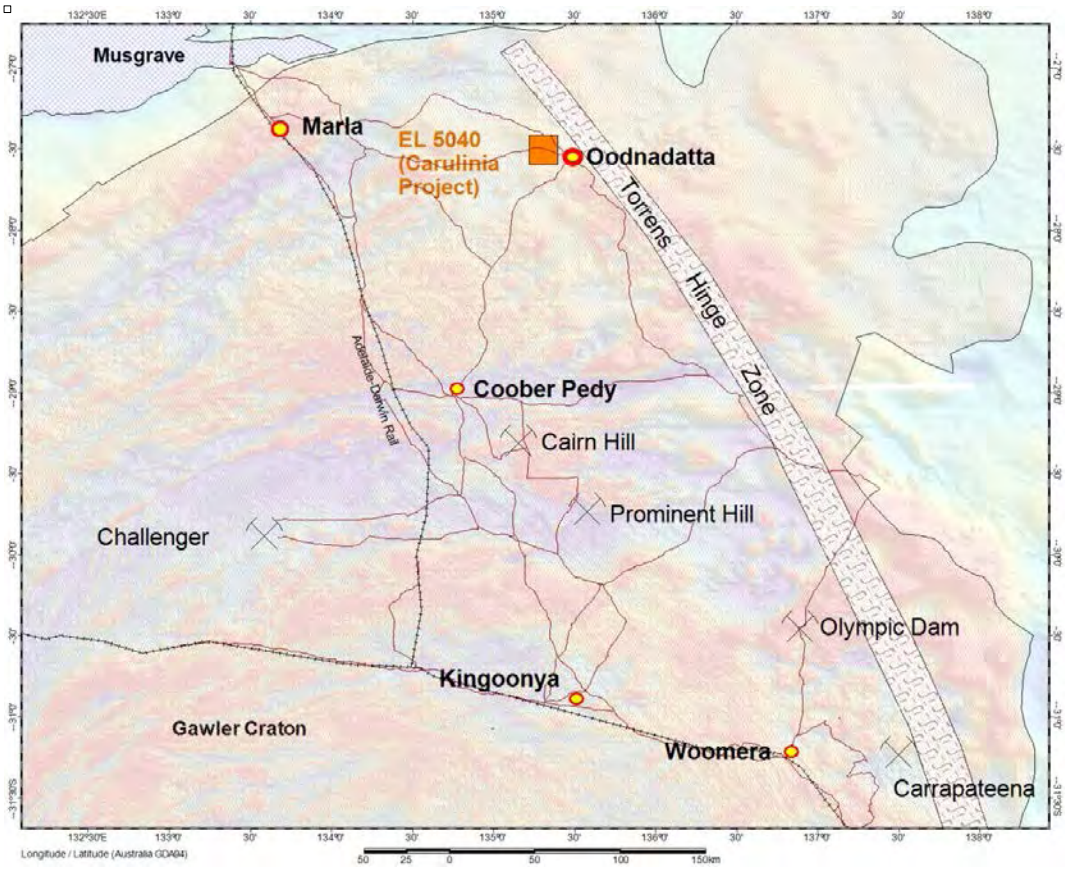
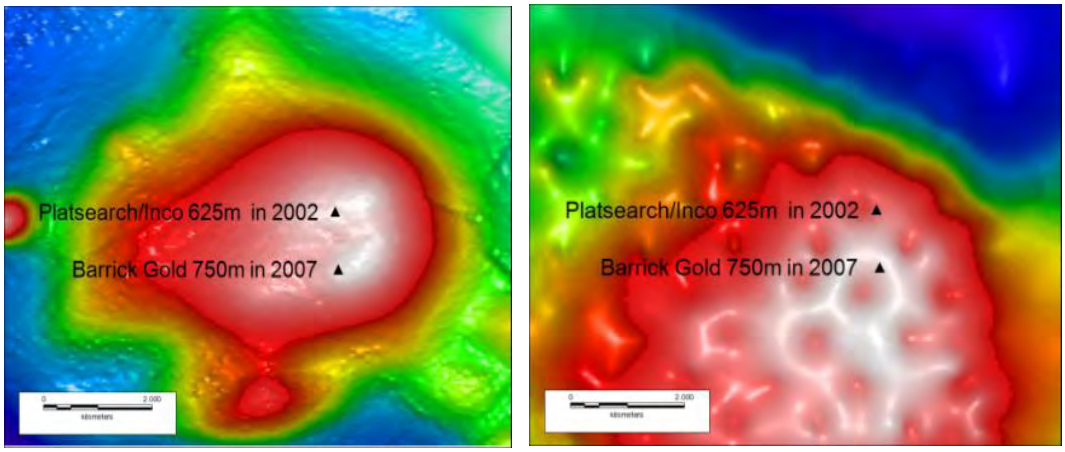


Figure 9.23 - Magnetic RTP image (left) and gravity (right) showing previous drill hole locations



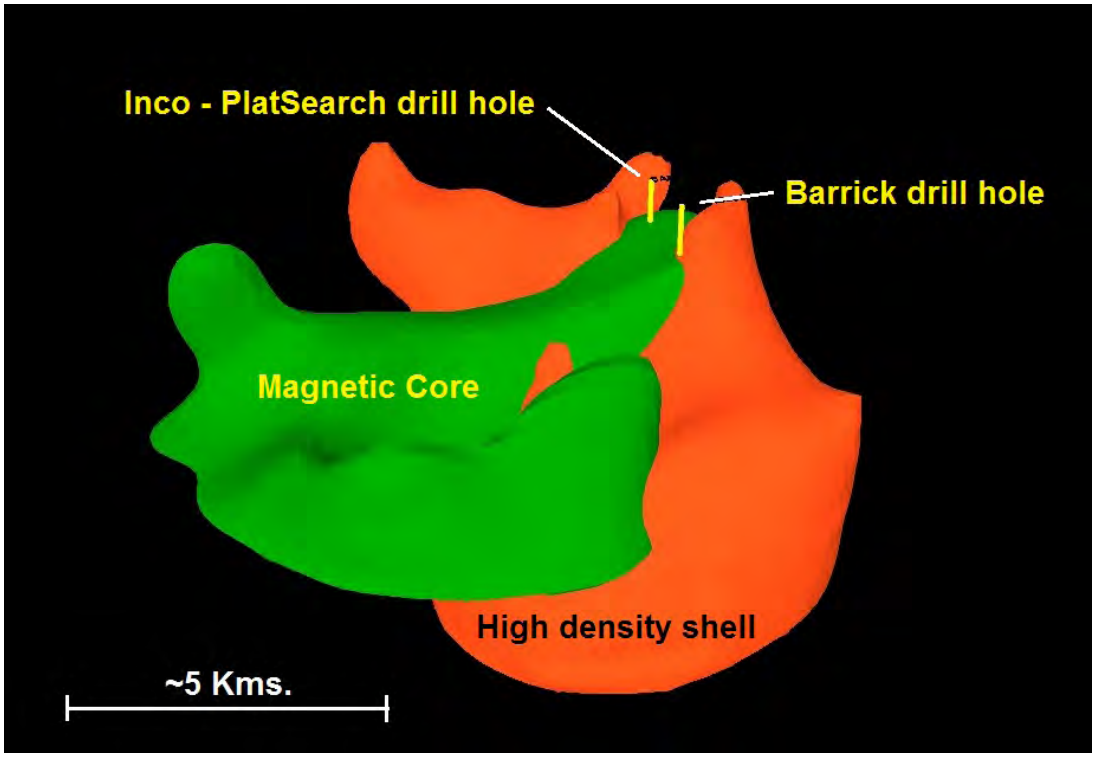
In 2002, a diamond drill hole, CAR-1, was drilled by Inco-PlatSearch-Laura/Ellendale to a depth of 624m. The drill hole intersected basement rocks at 319m that were interpreted as Peake and Dennison comprising a sequence of quartzites, shales and dolomitic carbonates with one zone assaying 579ppm Cu and 492ppm Ce. At 569.6m the hole intersected a banded quartz – feldspar – chlorite – haematite gneiss and pegmatite consistent with the crystalline basement of the Gawler Craton. Elevated assays were noted for Ce (218ppm), La (111ppm), Ba (602ppm), Th (69ppm) and U (4.19ppm) in the gneissic sequence.

In 2007 a second drill hole (BCMRD0001) was completed by Barrick Gold to a depth of 750m. This hole intersected basement rocks approximately 250m shallower than expected and Barrick interpreted this to be uplifted Peake and Dennison that caused the gravity anomaly.

Although no significant Cu or Au assays were recorded in these drill holes, the results are inconclusive. Anomalous IOCG element associations, including elevated As, Ba, Co, Mo, U, W, could represent an alteration halo near a mineralised zone. Olympic Dam was only discovered on the twelfth drill hole.

WEX has undertaken 3D magnetic and gravity inversion modelling over the anomaly and the results indicate that the causative body is composed of a highly magnetic core, surrounded by a high density shell. Figure 9.24 shows the high density shell in orange and the magnetic core in green. The location of the previous drill holes are shown in yellow and it appears that they have not intersected the high density material. A drilling program is now planned to test this model.

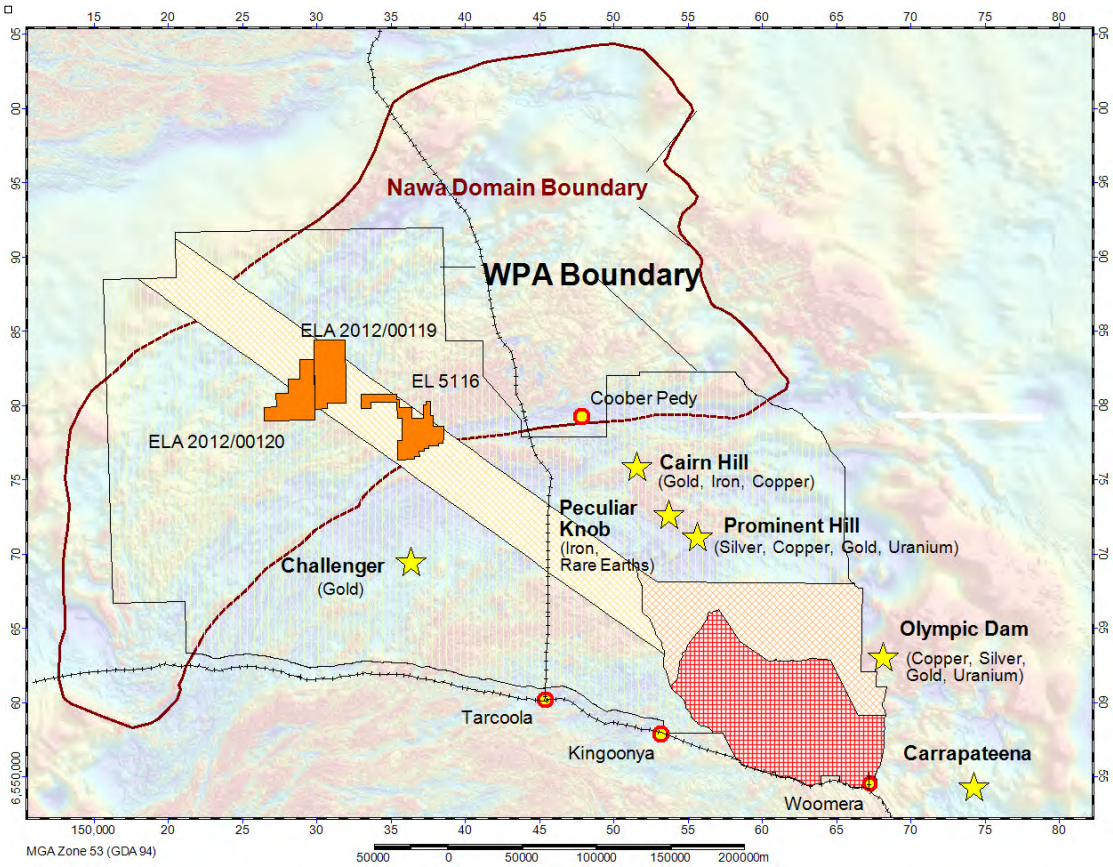
Figure 9.24 - 3D Magnetic/Gravity Inversion model showing high density shell and magnetic core relative to previous drill holes



9.11 Nawa Project

The Nawa Project comprises three tenements, EL 5116 (SELA 2017/00183), ELA 2012/00119 and ELA 2012/00120 that are centred 150 km west of Coober Pedy and 100 km north of the Challenger gold mine as shown in Figure 9.25.

Figure 9.25 – NAWA project location



The Nawa Domain lies in the north-west of the Gawler Craton and covers an area of approximately 93,000 km². Previous exploration focussed on the overlying cover sequences targeting oil, gas, coal and sedimentary hosted mineral deposits. There are three drill holes in the Project area that intersected basement rocks as shown in Figure 9.26. The western holes intersected the Achaean Mulgathing Complex which hosts the Challenger gold mine while the hole on EL5116 (SELA 2017/00183) intersected ultramafic rocks from 236-240m followed by a graphitic quartz magnetite unit to 254m then a pyritic gneiss to 262m interpreted to be the Mount Woods complex which hosts the Prominent Hill and Cairn Hill IOCG deposits. As seen in Figure 9.27, the Hiltaba Suite, which is associated with major mineralising events, including Olympic Dam, is also prominent in the project area. Although very little is known about the area, previous exploration indicates that the basement rocks are within reach and that the project area is prospective for IOCG, BIF and gold deposits.

As a first pass, WEX has focussed its attention on a coincident magnetic/gravity target in the vicinity of drill hole CR9214 in the south-east of EL 5116 (SELA 2017/00183) as shown in Figure 9.28. This modelling indicates that two large dense magnetic sources cause this anomaly and they warrant further investigation given that the nearby drill hole was terminated in metamorphosed sediments of the Mount Woods Complex.

Figure 9.26 – Geological setting and previous drill holes

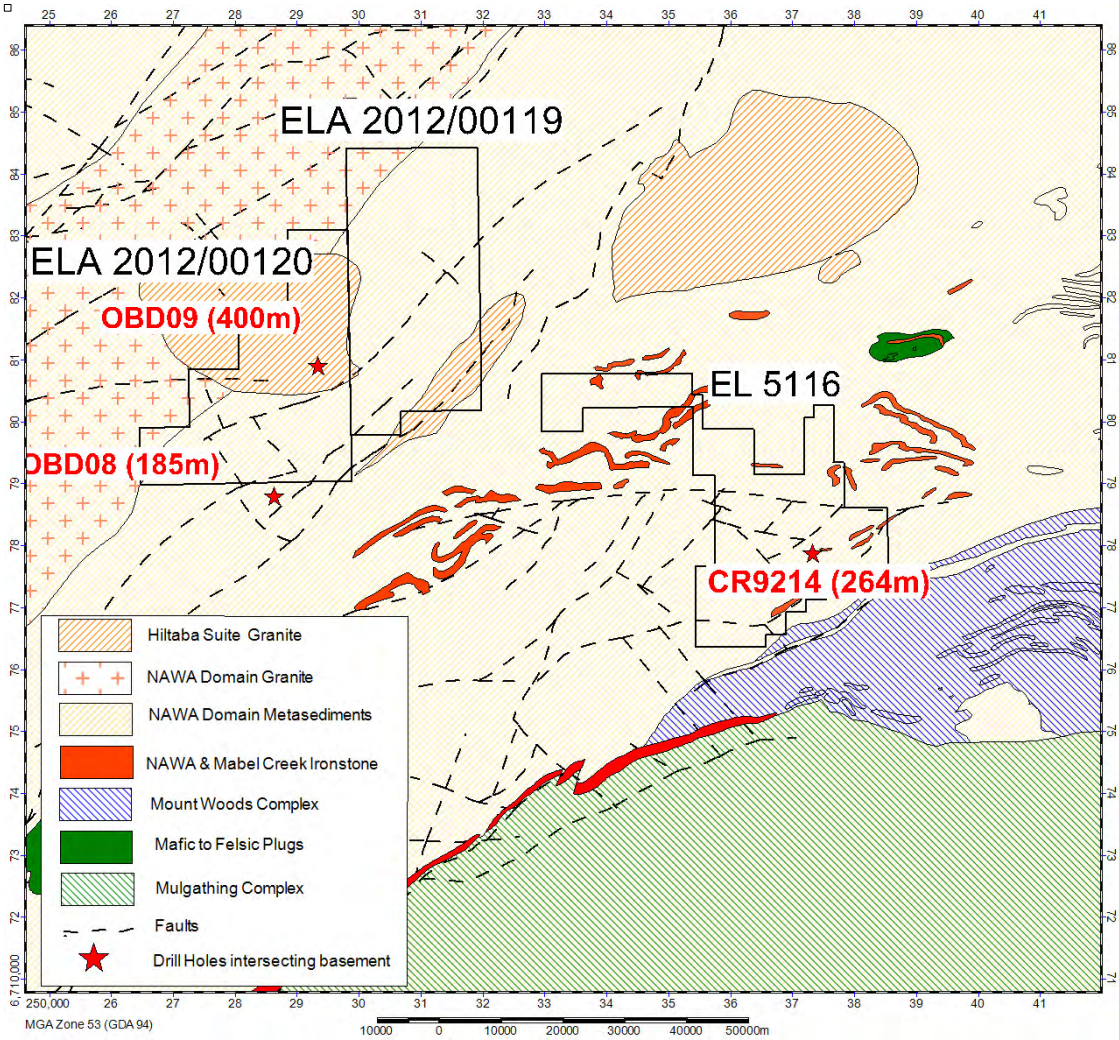


Figure 9.27 – coincident magnetic (left) and gravity (right) anomaly on EL 5116 (SELA 2017/00183)

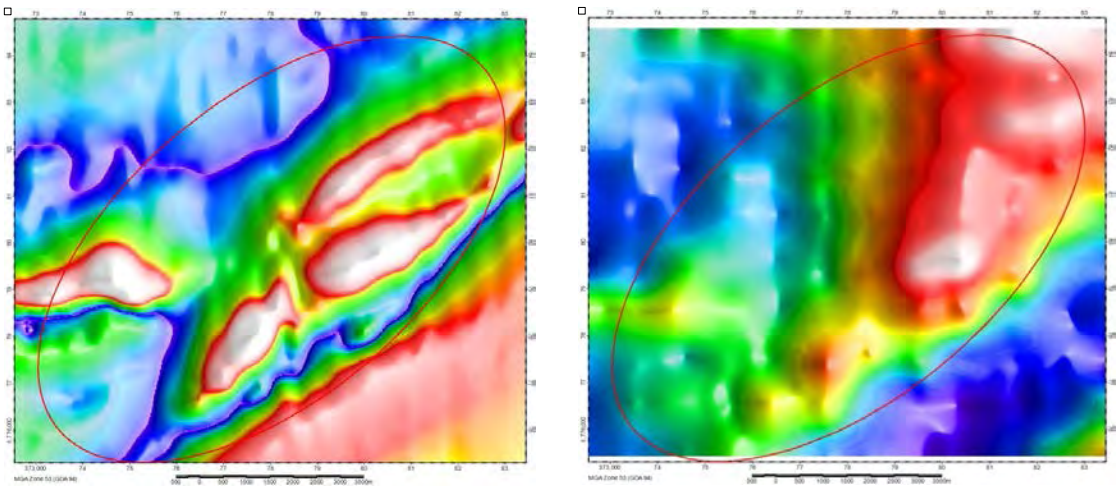
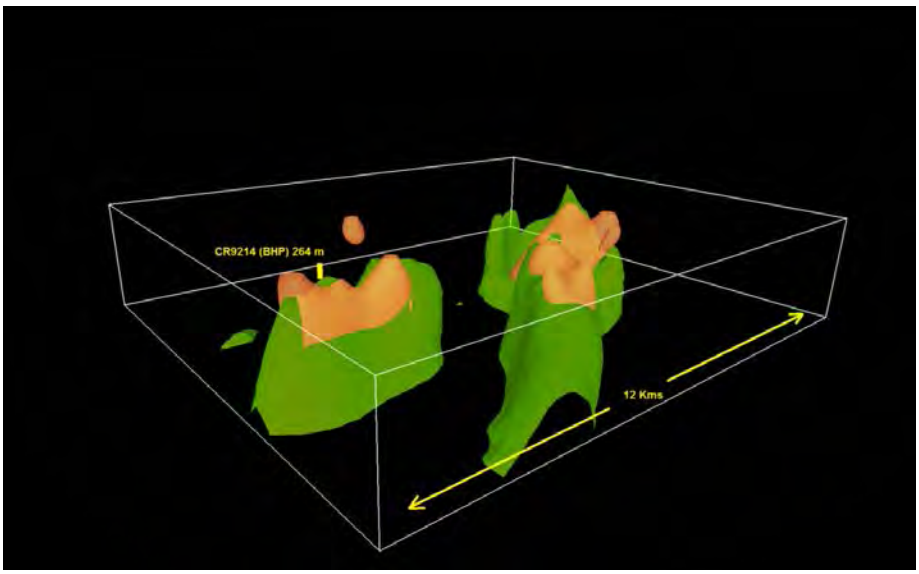


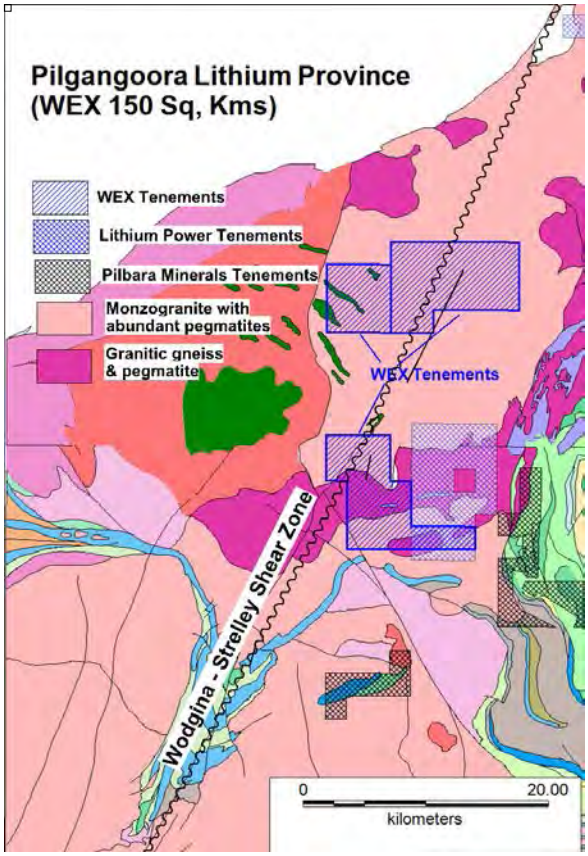
Figure 9.28: Results of WEX modelling. Green: magnetic susceptibility; Orange: density contrast; Yellow: BHP RC hole



9.12 Pilbara (Pilgangoora Region) Lithium Project

The WEX Pilgangoora Project comprises three tenements (E45/4790, E45/4796 and Tenement Application E45/4798) which are centred some 60 km south-east of Port Hedland in Western Australia. The tenements are located within the Archean North Pilbara Craton, hosting the East Strelley Greenstone Belt, which is composed of a series of steeply dipping mafic meta-volcanic rocks and amphibolites.

Figure 9.29: Pilgangoora tenements and geological setting



The Pilgangoora Project is a highly prospective tenement package in a known world class hard rock lithium mining district.

Pilgangoora is one of a series of major lithium-tantalum deposits, including Wodgina, Mount Cassiterite, Tabba Tabba and Strelley that occur along a NNE trending corridor, the Wodgina-Strelley lineament. Collectively these deposits make the area one of the World's largest concentrations of hard rock lithium. Importantly the Wodgina-Strelley lineament passes directly through WEX's tenements opening up the possibility for repetitions of the dominantly pegmatite dyke-hosted lithium-tantalum mineralisation seen along the lineament.

Pilgangoora-type pegmatite dyke mineralisation is a clear exploration target for the Company. Pilbara Minerals Limited has announced that its Pilgangoora Lithium-Tantalum Project has an "Indicated and Inferred Resource of 156.3 million tonnes grading 1.25% Li_2O (lithia) and 138ppm Ta_2O_5 (tantalite) containing 1.57 million tonnes of lithium oxide and 39 million pounds of Ta_2O_5" making it one of the larger pegmatite hosted Lithium projects in the world.

At Pilgangoora, the greenstone basement rocks have been intruded by a swarm of north-trending, east-dipping, zoned pegmatites dykes that have variable strike lengths varying from hundreds of metres to over 7 km and widths of up to 1 km. The pegmatites occur within amphibolite rocks (amphibole-bearing mafic/ultramafic metavolcanic rocks). Previous research identified a regional zonation pattern of pegmatite types, outward from the nearest granite-greenstone contact.

Spodumene ($LiAlSi_2O_6$) containing ~8% Li_2O, is considered as the most important lithium-bearing mineral.

South-west of WEX's tenements along the Wodgina-Strelley shear is the Wodgina Lithium Mine which has announced a resource 120Mt @ 1.28% Li_20 and to the east Altura Mining Limited has announced a resource of 40.3Mt @ 1.0% Li_20.

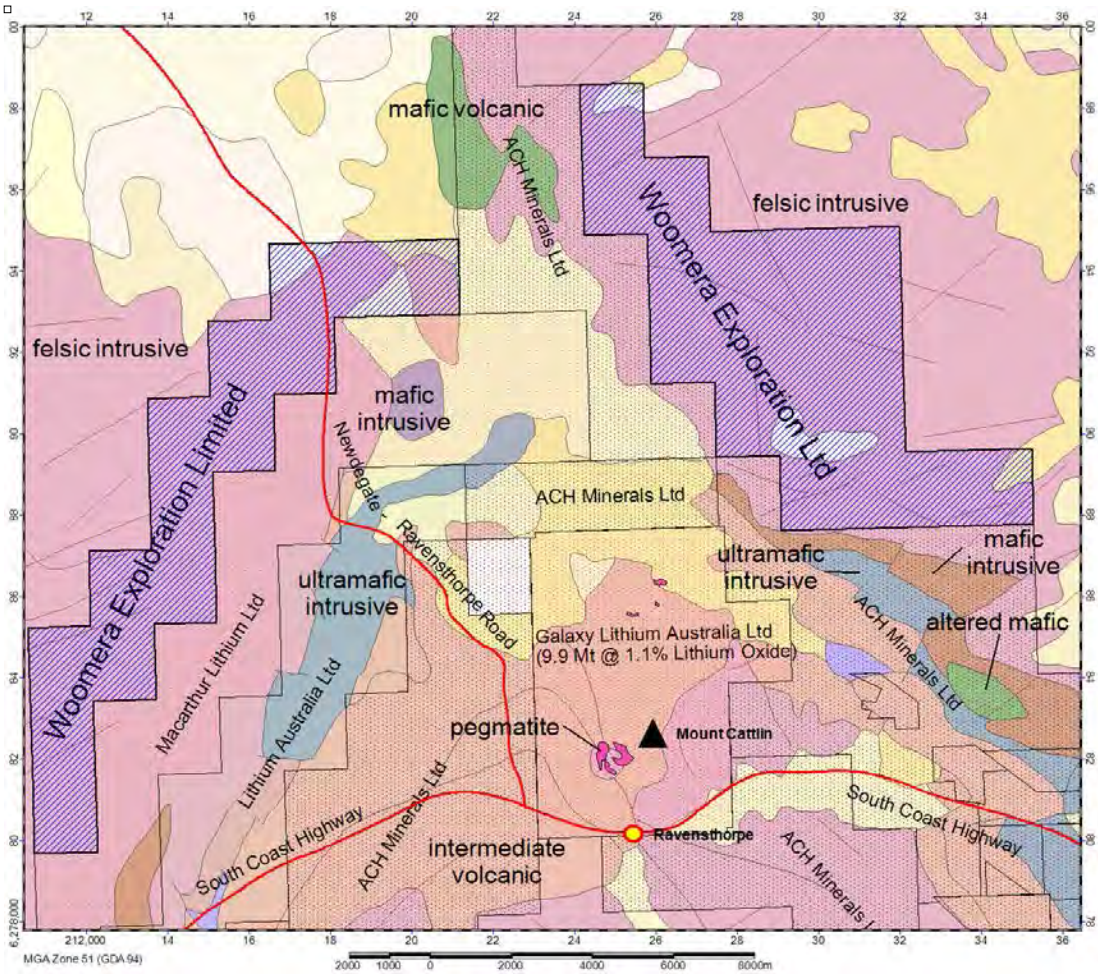
9.13 Mount Cattlin Lithium Project (Yilgarn Craton)

The Mount Cattlin Lithium Project comprises two Exploration Licences (E74/597 and E74/599) covering an area of approximately 96 km^2 and is located immediately north of Ravensthorpe, WA (Figure 9.30).

The Mt Cattlin Spodumene Mine, containing 16Mt @1.08% Li_2O and 5.7mlbs Ta_2O_3, lies 10 km to the south. Mt Cattlin-style lithium mineralisation is a clear exploration target for the Company.

The WEX tenements lie on the boundary of the Ravensthorpe greenstone belt (Figure 9.31) where the Geological Survey of WA has noted that structurally controlled lithium hosted pegmatites are widespread. Initial exploration will comprise geological and structural mapping to identify and sample the pegmatite dykes.

Figure 9.30: Mount Cattlin tenements and geological setting

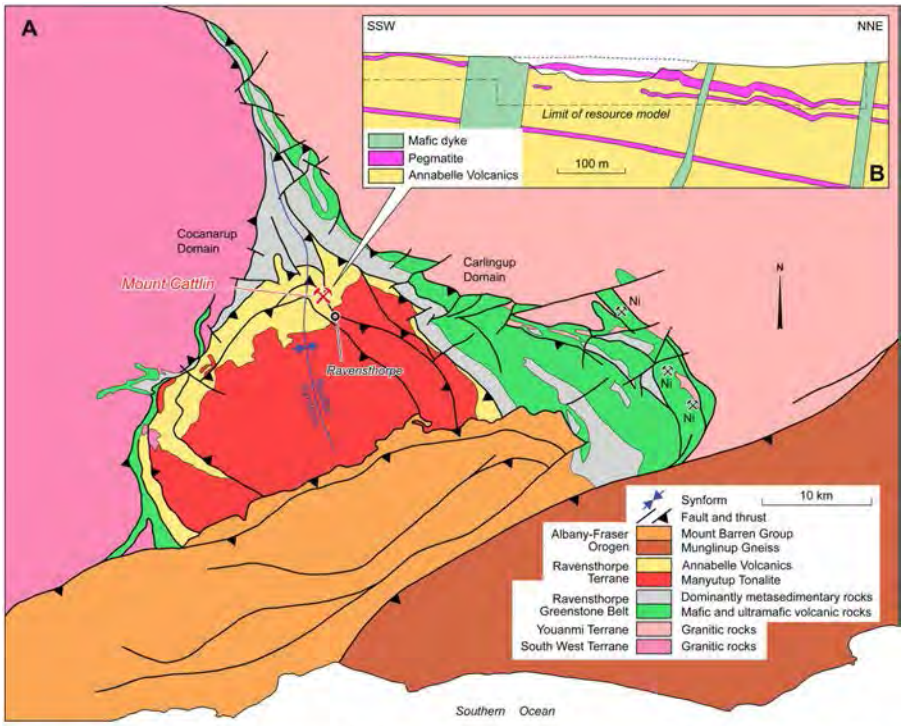


Mt Cattlin deposit is a spodumene-rich, tantalum-bearing, pegmatite. Mineralisation occurs as a 1 to 20 m thick, shallow-dipping to flat-lying tabular pegmatite dyke. This dyke covers an area of ~1 x 1.5 km, and appears to be controlled by thrust planes.

The dykes are hosted within intermediate to mafic volcanic rocks. The weathering profile is shallow, with fresh rock generally being encountered at depths of less than 20 m.

The bulk of the deposit consists of a simple pegmatite. Lithium bearing minerals include spodumene and lepidolite. Tantalum minerals include columbite-tantalite and microlite.

Figure 9.31: Geological map of Ravensthorpe district

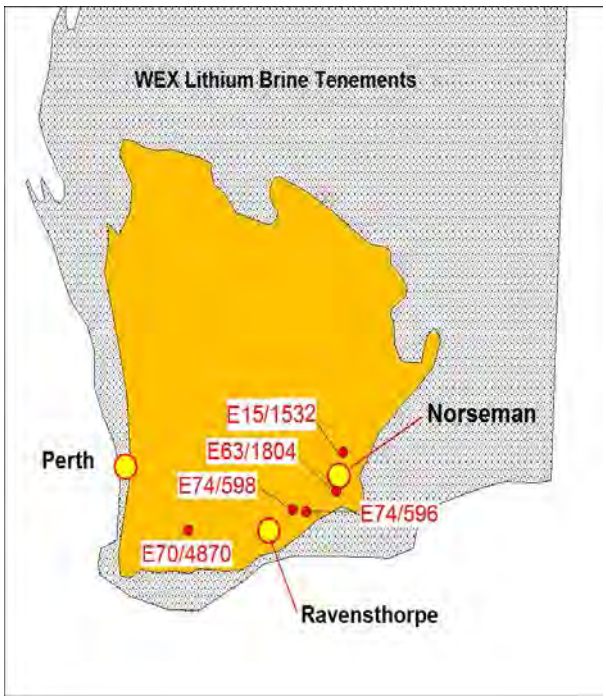


A - Geological map of the Ravensthorpe district illustrating the setting of the Mount Cattlin Li-Ta pegmatite deposit (modified after 1:500 000 interpreted bedrock geology, linear structures and tectonic units, 2016, from Geological Survey of Western Australia GeoVIEW.WA, extracted July 2017). B - Oblique cross section through the Mount Cattlin Li-Ta deposit (after Galaxy Resources ASX Announcement, 20 September, 2016).

9.14 Lithium-Rich Brines (Yilgarn Craton)

The Yilgarn Craton contains a number of playas which are prospective for lithium enriched brines. In a review of Australian playas by Geoscience Australia, the Yilgarn Craton was identified as one of several regions ranked favourably to host lithium enriched brines. Lake Dundas (E63/1804) and Lake Cowan (E15/1532) were highlighted as having the highest lithium concentrations in Australia, with Lake Tay (E74/596) also noted to have elevated lithium levels.

Figure 9.32: Lithium-Boron-Potassium playa projects

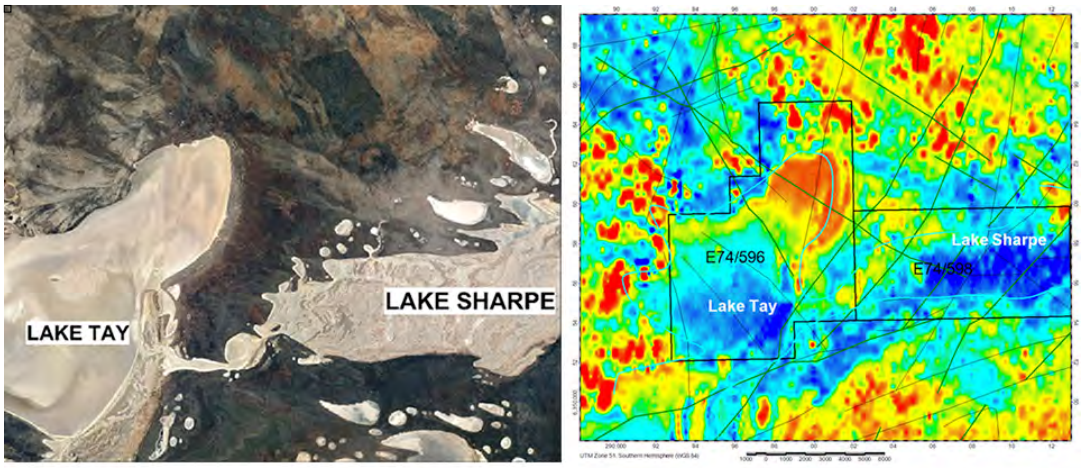


9.15 Lakes Tay and Sharpe (E74/596 and E74/598)

The Lake Tay and Lake Sharpe Project comprises two tenements totalling 152 km^2. Located north-east of Mount Cattlin, there are abundant felsic volcanic source rocks surrounding this closed basin system, elevated salinity levels and good hydrogeological connectivity, all vectors favourable for lithium brine enrichment.

There is a strong K-U-Th anomaly in the northern part of Lake Tay which warrants further investigation (Figure 9.33). Previous exploration has been restricted to copper, nickel, gold and uranium.

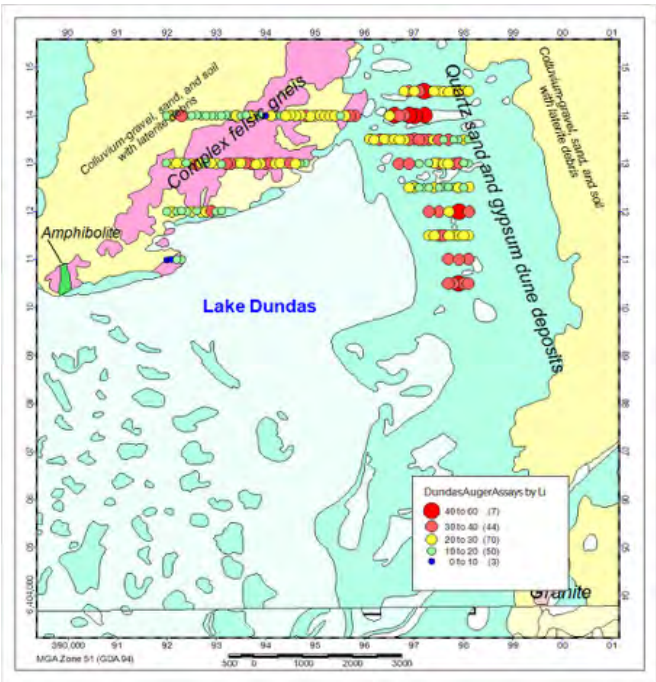
Figure 9.33: Lakes Tay and Sharpe closed arid basin and K-Th-U anomaly



9.16 Lake Dundas (E63/1804)

Lake Dundas Project is located approximately 160 km south-south-east of Kalgoorlie within the Dundas Mineral Field, WA (Figure 9.34). The tenement covers the north eastern portion of Lake Dundas and is underlain by Archean granite and granite gneiss and minor mafic rocks.

Figure 9.34: Lake Dundas geological setting and Li trend



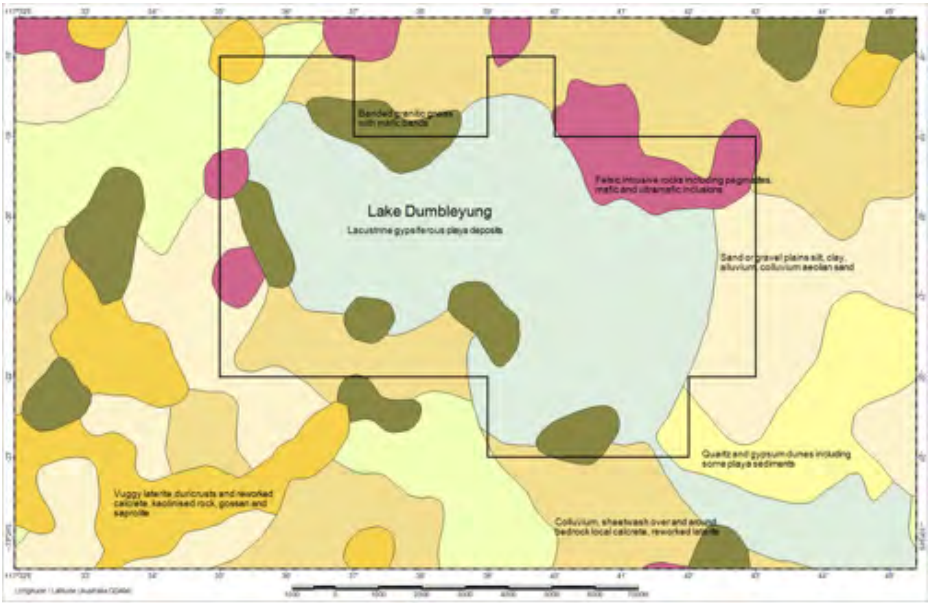
AngloGold Ashanti completed approximately 173 auger holes and 18 AC holes in the northern part of the tenement in search of gold as shown in Figure 9.34. Elevated lithium assays were recorded in the dune deposits.

Geoscience Australia highlighted Lake Dundas as having one of the highest lithium concentrations (93-149ppm) in Australia.

9.17 Lake Dumbleyung (E70/4870)

E70/4870 covering some 86 km^2 is located approximately 220 km south-east of Perth, over Lake Dumbleyung (Figure 9.35). Exploration to date has focused on gold with only recent interest in the lithium brine potential.

Figure 9.35: Lake Dumbleyung geological setting



In 2007, Reward Minerals Limited reported a composite brine sample from Lake Dumbleyung returning 530ppm lithium. Figure 9.35 shows the geological setting with an abundance of igneous source rocks suitable for Li-K concentration.

9.18 Lake Cowan (E15/1532)

E15/1532 lies on the boundary of Lake Cowen. Geoscience Australia has assigned the highest possible lithium prospectivity ranking to Lake Cowen with groundwater lithium levels being 90 times that of sea water. The tenement is also prospective hard-rock lithium due to its proximity with the Bald Hill Lithium-Tantalum mine which has a reported Indicated and Inferred Mineral Resource of 12.8Mt at 1.18% Li_2O and 158ppm Ta_2O_5.

The Lake Cowan tenement is also prospective for gold and potash.

9.19 Native Title and Access restrictions

(a) **Access to South Australian Granted Tenements**

The Musgrave Tenements are the subject of the Tjayiwara-Unmuru Native Title Determination. The provisions of Section 63K of the SA Mining Act require the Company to negotiate a NTMA with the relevant native title party before mining operations may be commenced on native title land.

The Gawler Craton Tenements are located in various portions of the Gawler Craton.

EL 5116 (SELA 2017/00183) is located approximately 120 km west of Coober Pedy. This area is not the subject of any native title determination however is situated within the Woomera Prohibited Area and consequently is subject to the co-existence model between the Department of Defence and non-Defence sectors. EL 5116 (SELA 2017/00183) is located within the "periodic Defence use" exclusion zone (Amber Zone -2) which could exclude the Company from conducting exploration operations on the tenement area for up to 70 days a year and requires the Company to give 3 months' notice of exploration activity. None of these regulatory requirements is anticipated to adversely affect the Company's exploration plans.

El 5116 (SELA 2017/00183) is also located within the Tallaringa Conservation Park that restricts, but does not exclude, mineral exploration and mineral production. In particular any exploration or mining activities require careful management to ensure that the cultural and environmental values of the park are considered.

EL 5040 (SELA 2017/00155) is located within two determinations of Native Title; namely the Yankunytjatjara/Antakirinja and the Arabana People Native Title Claims. The tenement is also the subject of the Arabana No. 2 native title application. The Company will need to negotiate NTMAs with the relevant native title parties before being able to commence any mining operations within the areas the subject of the above determinations.

EL 5113 (SELA 2017/00182) (Labyrinth Project) covers 266 km^2 and is located approximately 60 km north-east of Tarcoola. This tenement is located within the WPA and is subject to the co-existence model between the Department of Defence and the non-Defence sectors. The tenement is located within the "Infrequent Defence Use" exclusion zone (Green Zone) in which non-Defence users will have a presumption of access however they can be excluded for up to 56 days a year. EL 5113 (SELA 2017/00182) is subject to a determination of Native Title in favour of the Antakirinja Matu-Yankunytjatjara Native Title Claim Group. Consequently, the Company will need to negotiate a NTMA with this native title party before being able to commence any mining operations within the area the subject of the determination.

(b) **Access to South Australian Applications for Tenements**

ELA 2012/00119 and ELA 2012/00120 covering portion of the Gawler Craton, have not yet been granted. The Company plans to accelerate its plans to explore the Gawler Craton Tenements and securing the grant of these applications will be a priority. Both ELAs are not the subject of any native title determination however they are both within the WPA and will be subject to the Department of Defence co-existence model. In particular, the tenements are within the "periodic Defence use" exclusion zone (Amber Zone -2) which could exclude the Company from conducting exploration operations on the tenement area for up to 70 days a year and requires the Company to give 3 months' notice of exploration activity.

ELA 2017/00139 covers portion of the Musgrave Province and is the subject of the OZ Minerals HOA. ELA 2017/00139 lies within the Tjayiwara-Unmuru Native Title Determination. Consequently, the Company has initiated negotiations to develop a NTMA with the Tjayiwara-Unmuru.

Access to the Western Australian Granted Tenements

In order to access the Western Australian granted Tenements, the Company may need to enter into access agreements with particular private landholders, and may need to obtain consents or permits

from government authorities where tenements are within state conservation areas or forestry reserves.

Heritage Agreements have been executed with the Native Title Claimants for all of the granted Western Australian tenements.

The Company's Pilgangoora Project comprises two granted tenements, E45/4790 and E45/4796 and one tenement application E45/4789. These tenements cover approximately 150 km^2 and are centred approximately 60 km south-east from Port Hedland.

Liquid Lithium is a party to a heritage agreement with The Yamatji Marlpa Aboriginal Corporation as agent for the Njamal native title claim group, in relation to Western Australian tenement E45/4796.

This agreement aims to ensure the regular flow of information between Liquid Lithium and the Aboriginal claimants, by requiring Liquid Lithium to use its best endeavours to provide the claimant with the scope of works (including low impact activities) for each year in advance of their commencement.

Liquid Lithium is required to issue a heritage notice where it intends to carry out exploration activities in an Aboriginal heritage claim area, unless the activities are low impact, or where a previous heritage notice has been issued over the area in respect of the proposed activity. The heritage notice will need to provide enough information for the parties to determine whether a survey of the heritage area will need to be carried out.

Volt Lithium is a party to a heritage agreement with The Yamatji Marlpa Aboriginal Corporation as agent for the Kariyarra-Abydos native title claim group, in relation to Western Australian tenement E45/4789.

E74/597 and E74/599 (Mount Cattlin Project) are the subject of the South Noongar Native Title Claim and the Woggl Kaip Native Title Claim. Heritage agreements have been executed with these claimants.

E74/596, E74/598, E63/1804 and E15/1532 (Lake Tay, Lake Sharpe, Lake Dundas & Lake Cowan) are subject to two Native Title Claims and one Native Title Determination which are managed by the NGADJUI Aboriginal Corporation.

E70/4870 (Lake Dumbleyung) is subject to the Noongar, Ballardong and the Wagyl Kaip Native Title Claims.

The Peak Charles National Park borders E74/598 and the eastern boundary of E63/1804 overlies the Dundas Nature Reserve while E70/4870 covers part of Lake Dumbleyung which is the largest natural permanent lake in Western Australia.

9.20 Corporate Objectives

The Company’s focus in the Gawler Craton area is:

(a) Olympic Dam-style Iron Oxide Copper Gold Mineralisation (IOCG);

(b) Ultramafic nickel, copper and rare earth mineralisation near Lake Labyrinth;

(c) Mississippi Valley style base metal mineralisation in the Observatory Hill beds of the Officer Basin;

(d) The Challenger style gold deposits in the Archean-Proterozoic Mulgathing Complex; and

(e) Lithium rich brines at Lake Labyrinth.

In the Musgrave Province the focus is:

(f) magmatic Ni-Cu-PGE deposits associated with mafic-ultramafic rocks of the Proterozoic Giles Complex; and

(g) silver-copper-zinc and rare earth mineralisation within granites of the Pitjantjatjara Supersuite.

In Western Australia the focus is:

(h) hard-rock lithium in the Pilgangoora and Mount Cattlin regions;

(i) gold-bearing conglomerates in the Pilgangoora tenements; and

(j) lithium-rich brines in the playas of the SE Yilgarn.

9.21 Income

The Company does not expect to generate any significant income in the short to medium-term future as its primary focus will be exploration.

10. Risk Factors

10.1 Introduction

An investment in the Company carries risks, including those specific to the Acquisitions, those broader risks which affect the mining industry and those more general risks associated with investing in the share market.

This section identifies some of the major risks associated with an investment in the Company. Intending Applicants should consider the risk factors described below, together with information contained elsewhere in this Prospectus, before any decision is made to subscribe for shares.

There are numerous risks which could materially and adversely affect the financial and operating performance of the Company, which in turn could impact the value of the Shares. The Directors and management have implemented internal controls and processes to mitigate some of these risks. There are however risks over which the Company, the Directors and management will be unable to exert significant influence.

Any potential investor should be aware that subscribing for Shares involves various risks. The Shares to be issued pursuant to the Prospectus carry no guarantee with respect to the payment of dividends, return of capital or the market value of those Shares.

An investment in Shares of the Company should therefore be considered speculative. The following risk factors in this Section 10 are not intended to be an exhaustive list of the risk factors to which the Company is exposed. In addition, this Section has been prepared without taking into account Applicants' individual financial objectives, financial situation and particular needs. Applicants should seek professional investment advice if they have any queries in relation to making an investment in the Company.

10.2 Specific Risks

a) Removal from Official List

As of 6 December 2017 (**Removal Date**), the Company's securities will have been suspended from trading for a continuous period of 3 years. Pursuant to ASX Guidance Note 33 Removal of Entities from the ASX Official List the Company may be automatically removed from the official list of the ASX on the Removal Date in accordance with paragraph 3.4 of ASX Listing Rules Guidance Note 33.

However, ASX may grant a short extension of the 3-year deadline for the automatic removal of a long-term suspended entity if the Company can demonstrate to ASX's satisfaction that it is in the "final stages" of implementing a transaction that will lead to the resumption of trading in its securities.

For these purposes, ASX considers that "final stages" means:

(i) having announced the transaction to the market;

(ii) having signed definitive legal agreements for the transaction (including for any financing required in respect of the transaction);

(iii) if the transaction requires a prospectus or product disclosure statement to be lodged with ASIC, having lodged that document with ASIC and it not being the subject of a stop order or other regulatory action by ASIC;

(iv) if the transaction requires approval by security holders or from a governmental agency or financier, the entity having obtained all such approvals; and

(v) ASX otherwise being satisfied that the transaction is reasonably capable of being consummated within the period of extension.

With the lodgement of this Prospectus, the Company considers that it has satisfied the requirements to demonstrate that the Company is in the final stages of implementing a transaction that will lead to the resumption of trading in its securities. Therefore, the Company anticipates that ASX will grant a short extension to the Removal Date pursuant to ASX Listing Rules Guidance Note 33 to allow the Company to complete the Acquisitions and Offers.

However, the Company notes that the decision to grant a short extension of the 3-year deadline for the automatic removal is within the absolute discretion of ASX. If ASX does not grant an extension, the Offers will be withdrawn and the Company is likely to be removed from the Official List of the ASX at close of business on 6 December 2017.

b) Re-quotation of Shares on ASX

Completion of the Acquisitions constitute a significant change in the nature and scale of the Company's activities and therefore the Company needs to re-comply with Chapters 1 and 2 of the ASX Listing Rules as if it were seeking admission to the Official List of ASX. There is a risk that the Company may not be able to meet the requirements of the ASX for re-quotation of its Shares on the ASX. In the event that the Company does not satisfy the requirements for re-quotation, the Shares will not be able to be traded on the ASX until such time as those requirements can be met, if at all.

c) Dilution Risk

As at the date of this Prospectus, the Company currently has a total of 6,095,761 Shares on issue (post-Consolidation basis). Upon completion of the proposed Acquisitions and issue of New Shares and Consideration Shares under the General Offer and Vendor Offers respectively, the Existing Shareholders' holdings will be significantly diluted.

Assuming the Company receives applications for the General Offer Minimum Subscription, on completion of the General Offer and Vendor Offers:

(i) the Existing Shareholders will retain approximately 5.43% of the Company's issued share capital;

(ii) the Vendors will obtain 66.36% of the Company's issued share capital; and

(iii) the Applicants under the General Offer will obtain 17.81% of the Company's issued share capital.

If, however, the Company receives applications for the General Offer Maximum Subscription, then on completion of the General Offer and Vendor Offers:

(i) the Existing Shareholders will retain approximately 4.79% of the Company's issued share capital;

(ii) the Vendors will obtain 58.54% of the Company's issued share capital; and

(iii) the Applicants under the General Offer will obtain 27.50% of the Company's issued share capital.

There is also a risk that the interests of Shareholders will be further diluted as a result of future capital raisings required in order to fund the operations of the Company in the future.

d) Contractual Risk

Pursuant to the Acquisition Agreements, completion of the Acquisitions is subject to satisfying certain conditions precedent. The ability for the Company to complete the Acquisitions depends on each of the conditions precedent in the Acquisition Agreements being satisfied and the performance by the parties of their obligations under the Acquisition Agreements. If any party defaults in the performance of their obligations, it may be necessary for the Company to approach a court to seek a legal remedy, which may be costly.

e) Exploration and Development

The business of exploration, project development and mining contains risks by its very nature. To prosper, a mining exploration and development company needs to have successful exploration operations and acquisition of reserves; it must be competent in the design and construction of efficient production/processing facilities, and must be competent in its operations and managerial performance and must be proficient in the marketing of product.

There can be no assurance that funds spent on exploration will result in the discovery of an economic resource, and even if an apparently viable deposit or economic resource is identified, there is no guarantee that it can be viably or commercially exploited.

f) Operations

The operations of the Company may be affected by various factors including failures in internal controls and financial fraud. To the extent that such matters may be within the control of the Company, the risks will be addressed through management and supervision controls.

The exploration programs of the Company and project development and mining operations may be affected by numerous factors beyond the control of the Company. These may include adverse weather conditions, industrial and environmental accidents, industrial disputes and unexpected shortages or increases in the costs of consumables, plant and equipment, and events involving fire or explosions and the occurrence of other incidents beyond the control of the Company.

g) Environmental

The mineral exploration sector operates under Australian Federal and State environmental laws. The Company's operations may require it to use hazardous materials and produce hazardous waste which may be alleged to have an adverse impact on the environment or cause exposure to hazardous materials. Despite efforts on the part of the Company to conduct its activities in an environmentally responsible manner and in accordance with all applicable laws, the Company may be subject to litigation as a consequence. This may extend to being the subject of investigation by environmental authorities and incurring clean up obligations. This exposure could delay the timetable of a project and may subject the Company to restrictions and substantial penalties, including fines, damages, clean-up costs and other penalties.

h) Mineralisation

Mining exploration operations are high risk. Each ore body is unique and the nature of mineralisation, the occurrence and grade of any ore, and its behaviour during mining, cannot be wholly predicted. Estimates of a mineral deposit are not precise calculations, but are based on interpretation and on samples from drilling, which may represent a very small sample of the entire ore body.

i) Tenements

The Company's interest in Tenements and Tenement Applications situated in South Australia and Western Australia are governed by legislation and are evidenced by the granting of leases and licences by the relevant States.

The Tenements and Tenement Applications will be subject to the Mining Act SA (in the case of the South Australian tenements) and the Mining Act WA (in the case of the Western Australian tenements). The Company will have an obligation to meet conditions that apply to the tenements under the above legislation, including the payment of rent and prescribed annual expenditure commitments.

Despite the Company's intention to be in full compliance with all obligations applicable to the tenements, there can be no guarantee that tenements that are subject to renewal will be renewed or that expenditure commitments and other conditions that apply to the tenements, will be satisfied.

Renewal conditions may be more onerous by requiring for example increased expenditure and work commitments or compulsory relinquishment of areas of the tenements.

j) Approvals

The Company is reliant on environmental and other approvals in South Australia and Western Australia to enable it to proceed with the exploration and any development of the Tenements. There is no guarantee that the required approvals will be granted and failure by the Company to obtain the relevant approvals, or any delay in the award or transfer of the approvals, may materially and adversely affect the ability of the Company to proceed with the proposed exploration and development operations.

k) Access

There is a substantial level of regulation and restriction on the ability of exploration and mining companies to have access to land in Australia.

Negotiations with both native title holders and land owners/occupiers are generally required before gaining access to land for exploration and mining activities. Inability or delays in gaining access may adversely impact on the Company's activities.

The Company may need to enter into compensation and access agreements before gaining access to land.

l) Native Title

Many of the areas the subject of the Company's Tenements or Tenement Applications are subject in whole or in part to native title determinations, or claims made by native title parties and may contains aboriginal heritage sites. The ability of the Company to undertake exploration or development operations on that tenement may be delayed or prohibited in the event that applicable consents cannot be obtained from the relevant native title parties.

m) Approvals to Develop Mineral Deposits

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

n) Failure of Studies

Subject to the results of exploration and testing programs to be carried out, the Company may progressively undertake a number of studies in respect of the project. These studies may include scoping, pre-feasibility, definitive feasibility and bankable feasibility studies. These studies will be undertaken within parameters designed to determine the economic feasibility of the project. There can be no guarantee that any of the studies will confirm the economic viability of the Project or the results of other studies undertaken by the Company (e.g. the results of a feasibility study may materially differ from the results of a scoping study).

Even if a study confirms the economic viability of a project, there can be no guarantee that the project will be successfully brought into production as assumed or within the estimated parameters in the feasibility study once production commences.

o) Additional Expenditure

From time to time there may be a need to undertake expenditure that has not been taken into account in this Prospectus. Although the Company is not presently aware of any additional expenditure requirements, if such expenditure is subsequently incurred, this may have an adverse effect of the current expenditure proposals of the Company and negatively impact the business plan of the Company.

p) Additional Funding

Although the funds to be raised under the Offers are considered sufficient to meet the immediate objectives of the Company (see the Use of Funds Table in Section 7.6), additional funding may be required by the Company in the event that costs exceed estimates or revenues do not match expectations. For example, additional funding may be required in order to undertake further exploration operations or to acquire complementary assets.

Accordingly, the Company may need to engage in equity or debt financings to secure additional funds. Any additional funding may be dilutive to Shareholders, may be undertaken at lower prices than the General Offer price or may involve restrictive covenants that limit the Company's operations.

There can be no assurance that such funding will be available on satisfactory terms or at all and any inability to obtain sufficient funding for the Company's activities and current or future projects may result in the delay or cancellation of those activities or projects.

q) Key Personnel

The responsibility of overseeing the day to day operations and 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 its key employees cease their employment.

r) Competition

The mining exploration and development sectors are subject to domestic and global competition. Although the Company will exercise reasonable due diligence in its business decision making and operations, the Company will have no influence or control over the activities or actions of its competitors, which actions may positively or negatively affect the operating and financial performance of the Company.

s) Commodity Price and Exchange Rate

To the extent the Company is involved in mineral production the revenue derived through the sale of commodities may expose the potential income of the Company to commodity price and exchange rate risks. The prices of minerals fluctuate widely and are affected by numerous factors beyond the control of the Company, such as industrial and retail supply and demand, exchange rates, inflation rates, changes in global economies, confidence in the global monetary system, forward sales of minerals by producers and speculators as well as other global or regional political, social or economic events. Future serious price declines in the market values of minerals could cause the development of, and eventually the commercial production from, the Company's Tenements to be rendered uneconomic. Depending on the prices of commodities, the Company could be forced to discontinue production or development and may lose its interest in some of its Tenements. There is no assurance that a profitable market of minerals will exist from time to time.

Furthermore, international prices of various commodities are denominated in United States dollars, whereas the income and 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 and the Australian dollar as determined in international markets.

In addition to adversely affecting the Company and its financial condition, declining commodity prices can impact operations by requiring a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a management decision or may be required under financing arrangements related to a particular project. Even if a project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

t) Acquisitions

From time to time the Company may undertake acquisitions of additional interests in mining tenements and other assets. The successful implementation of such acquisitions will depend on a range of factors including funding arrangements, geographical issues, staff continuity and compatibility of equipment of infrastructure. If acquisitions are not successfully integrated within the Company's operations, the financial performance of the Company could be adversely affected. At the time of any of such acquisitions the Company may decide that it is in the best interests of the Company and its Shareholders to fund the acquisition through the issue of further Shares. If this were to occur, it may result in the dilution of the ownership interests of Shareholders.

u) Changes in Laws and Government Policy

The availability of rights to explore and mine, as well as industry profitability generally, can be adversely affected by changes in government policy and laws. The impact of actions by government may affect the Company's activities, including its access to land and infrastructure, compliance with environmental regulations, and exposure to taxation and royalties.

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

v) No Production Revenues

At present, the Company, WEX, Norsa, Volt Lithium and Liquid Lithium are not generating any significant revenues from their operations nor have they commenced commercial production on any of their Tenements. There can be no assurance that significant additional losses will not occur in the near future or that the Company will be profitable in the future. The Company's operating expenses and capital expenditures may increase in subsequent years as additional consultants, personnel and equipment associated with advancing exploration, development and commercial production of the Company's Tenements are added. The amounts and timing of expenditures will depend on the progress of ongoing exploration and development, the results of consultants' analyses and recommendations, the rate at which are beyond the Company's control.

The Company expects to continue to incur losses unless and until such time as its Tenements enter into commercial production and generates sufficient revenues to fund its continuing operations. The development of the Company's projects will require the commitment of substantial resources to conduct the time-consuming exploration and development activities. There can be no assurance that the Company will generate any revenues or achieve profitability. There can be no assurance that the underlying assumed levels of expenses will prove to be accurate.

w) Incomplete Records

The Company's Shares have been suspended since 27 November 2014 and the Company was placed into liquidation on 23 August 2016 pursuant to an Order of the Supreme Court of Western Australia (COR 138 of 2016) (Liquidation Date). As a result, the previous Directors of the Company ceased to have control and oversight of the Company's activities on and from the Liquidation Date. The Company's corporate records are incomplete for the period immediately leading up to and after the Liquidation Date as a result of, amongst other things, the turnover of previous staff and officers and the appointment of Liquidators of the Company. Consequently, there may be actions that were taken by previous Directors and officers of the Company that the existing Board is not aware of. There is a risk that previous unknown actions may adversely affect the Company's operations and financial position, or lead to litigation that could take up management's time in defending any such litigation.

10.3 General Risks

(a) **No Independent Valuation**

No independent valuation of the Company's assets or general valuation of the Company's Shares, has been carried out for the purposes of this Prospectus.

(b) **Market for Shares**

No assurance can be given that an active market will develop in the Shares, or that the Shares will trade at or above the Offer Price after the Shares have been listed on the Official List and after re-admission.

(c) **Force Majeure**

The Company may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, extreme weather conditions, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

(d) **Stock Market Volatility**

The Company's achievements, the day to day performance of the share market, and general market/economic conditions may impact the Company and the price at which its Shares trade on the ASX. The share market has in the past and may in the future be affected by a number of factors, including:

(i) general economic conditions;

(ii) investor sentiment towards a particular industry sector;

(iii) interest rates;

(iv) market confidence;

(v) trading activities including short selling;

(vi) the supply of capital;

(vii) currency exchange rates;

(viii) force majeure events;

(ix) political instability; and

(x) changes in government policy.

10.4 Speculative Investment

The above list of risk factors represents the key risks identified by the Company and should not be taken as exhaustive. The above risks, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of its Shares.

The Shares to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, return of capital or the market value of those Shares.

The Company, its Directors or any other party associated with the preparation of this Prospectus cannot guarantee that any objectives of the Company will be achieved, or that any particular performance of the Company or of the Shares, including those offered by this Prospectus, will be achieved.

11. Independent Experts Report

TERRA CONSULTING
A PO Box 2691, Kent Town, SA 5071
M +61 408 207100
E admin@terraconsulting.com.au

INDEPENDENT EXPERTS REPORT

AUSROCK METALS LIMITED
and
WOOMERA EXPLORATION LIMITED

MUSGRAVE PROVINCE & GAWLER CRATON
SOUTH AUSTRALIA

AND

PILBARA CRATON & YILGARN CRATON
WESTERN AUSTRALIA

NOVEMBER 2017

Metalzoic
Geological Consulting
ABN 649 0122 7793
A PO Box 224 Unley BC SA 5061
M +61 439 488 549
E info@metalzoic.com.au

NILE Exploration
ACN 161 672 000
M +61 417 006 431
E nileexploration@adam.com.au

EXECUTIVE SUMMARY

Overview

Ausroc Metals Limited (ARK) is a public company listed on the Australian Securities Exchange, which has entered into an agreement with the shareholders of Woomera Exploration Limited (WEX), to acquire 100% of the issued capital of WEX.

WEX was registered as a Private Company after the Australian Government announced the relaxing of access conditions to the Woomera Prohibited Area (WPA) in May 2011. In July 2012, WEX converted to an Australian Public Company, Limited By Shares. In December 2014 WEX completed a takeover of Norsa Exploration Pty Ltd (Norsa) and after completing a technical review of all tenements, WEX surrendered 50% of the combined holding in February 2015. Of the consolidated tenure, 2 ELAs and 2 ELs fall within the WPA. In March 2015 WEX was granted a Resource Exploration Permit by the Department of Defence.

WEX has recently entered into an agreement to acquire 100% of the issued capital in Volt Lithium Pty Ltd and Liquid Lithium Pty Ltd, to secure 10 lithium tenements in Western Australia.

WEX is considering listing on the Australian Securities Exchange (ASX) in March 2018. Metalzoic Geological Consulting (MGC) and Nile Exploration (NILE) were commissioned by WEX through Terra Consulting Pty Ltd (TERRA) to provide an Independent Expert's Report (IER) for the exploration properties as required for the IPO Prospectus.

The IER has been prepared independently and in accordance with the VALMIN Code[1] and the Australian Securities and Investment Commission (ASIC) Regulatory Guides 111 and 112, to the extent that they are relevant to the scope of work. The VALMIN Code provides a set of fundamental principles (Competence, Materiality and Transparency), mandatory requirements and supporting recommendations accepted as representing good professional practice to assist in the preparation of relevant Public Reports on any Technical Assessment or Valuation of Mineral Assets (in this case an Independent Expert Report).

The IER has been jointly prepared by Specialist, Ms Christine G Lawley, Exploration Geologist, MGC and Specialist, Ms Nicole Galloway Warland, Exploration Geologist, NILE. Both Specialists are members of the Australian Institute of Geoscientists and in addition Ms Christine G Lawley is a member of the Australian Institute of Mining and Metallurgy and Ms Nicole Galloway Warland is a fellow of the Gemmological Association of Australia. The IER has been peer reviewed and authorised by Mr David Larsen, Principal Consultant, TERRA.

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[1] The Australasian Code for the Public Reporting of Technical Assessments and Valuations of Minerals Assets for Independent Expert Reports, the VALMIN Code 2015 Edition, Prepared by the VALMIN Committee, a joint committee of The Australasian Institute of Mining and Metallurgy (AusIMM) and the Australian Institute of Geoscientists (AIG), with the participation of the Minerals Council of Australia (MCA) and other key stakeholder representatives. The VALMIN Code provides guidance on matters that may be subject to Australian regulations, other provisions of law and the published policies and guidance of the Australian Securities and Investments Commission (ASIC) and the Listing Rules of the Australian Securities Exchange (ASX) or of other relevant securities exchanges. The VALMIN Code is written from a Minerals perspective and uses terminology consistent with the JORC Code (2012).

Description

The IER contains and is based on information provided by WEX. Neither MGC nor NILE has any reason to believe that the information provided by WEX is materially misleading, incomplete or contains errors that would materially affect the opinion made by MGC and NILE concerning the prospectivity of WEX's exploration properties. The views, statements, opinions and conclusions expressed by MGC and NILE are based on the assumption that all data provided by WEX are complete, factual and correct to the best of WEX's knowledge.

MGC and NILE have audited the technical information that has been provided and established that the information has been prepared according to industry standards and is based on data of acceptable quality and reliability.

In letters relating to TERRA's engagement, WEX has agreed to comply with the obligations of the Commissioning Entity under the VALMIN Code, and has stated that to the best of its knowledge and understanding, complete, accurate and true disclosure of all relevant material information has been made.

Tenement Status

MGC and NILE carried out an independent review of the status of WEX's tenements using the South Australian Resources Information Gateway (SARIG) and the Western Australian Mineral Titles Online (MTO). MGC and NILE found all the tenements to be in good standing with no material issues.

Exploration Properties

WEX's properties are described in detail in the body of the IER.

WEX holds approximately 5,996 km^2 of tenements in the highly prospective Musgrave Province and Gawler Craton in South Australia. WEX holds at total of one Exploration Licence (EL), five Subsequent Exploration Licence Applications (SELAs) and three Exploration Licence Applications (ELAs) in South Australia. The EL, two SELAs and one ELA are located within the Musgrave Province and the remaining three SELAs and two ELAs are located within the Gawler Craton.

Although most South Australian Musgrave Province tenements fall within the Anangu Pitjantjatjara Yankunytjatjara (APY) land, where exploration access has been limited and in some cases restricted since the *Anangu Pitjantjatjara Yankunytjatjara Land Rights Act 1981 [SA]* was passed, the ground held by WEX is located immediately east of the APY land boundary. WEX's tenements are located across two determinations of Native Title, the Tjayiwara Unmuru and the Eringa Native Title Claims (SARIG, 2017). There have been no major restrictions associated with these Native Title Claims for access by previous explorers and the GSSA.

Four of the Gawler Craton tenements fall within the Woomera Prohibited Area (WPA). In March 2015 WEX was granted a Resource Exploration Permit by the Department of Defence. These tenements are subject to a co-existence model between the Department of Defence and non-Defence (including the resource sector). EL 5113 (SELA 2017/00182) is located within the "Infrequent Defence Use" exclusion zone (Green Zone) in which new non-Defence users will have a presumption of access; however, they can be excluded for up to 56 days a year. Whereas, EL 5116 (SELA 2017/00183) and the two ELAs are located within the "Periodic Defence Use" exclusion zone (Amber Zone - 2) in which new non-Defence users could be excluded for up to 70 days a year.

Of the four WPA tenements, all fall under the Antakirinja Matu-Yankunytjatjara Native Title Claim except ELA 2012/00120 and western strip of ELA 2012/00119 which fall within Maralinga Tjarutja Lands.

EL 5116 (SELA 2017/00183) and the eastern portion of ELA 2012/00119 fall within the Tallaringa Conservation Park, which is subject to restricted mineral exploration and mineral production.

The only Gawler Craton tenement falling outside of the WPA (EL 5040 (SELA 2017/00155)) is located within three determinations of Native Title, the Yankunytjatjara/Antakirinja, the Arabana People and the Arabana No 2 Native Title Claims (SARIG, 2017).

In addition, WEX has acquired 544 km^2 of tenements within the Yilgarn Craton and Pilbara Craton of Western Australia. WEX holds a total of eight granted tenements and two tenement applications in Western Australia. Six of the granted tenements and one of the tenement applications are located within the Yilgarn Craton and the remaining granted tenements and one tenement application are located within Pilbara Craton.

The Native Title representative body for the Pilgangoora Project is the Yamatji Marlpa Aboriginal Corporation, with Native Title claimants Kariyarra People (E45/4789) and Njamal (E45/4790 & E45/4796).

E45/4790 has two miscellaneous licences L1SA and L4SA running through the centre of the tenement. These are part of the Roy Hill railway infrastructure.

The Native Title representative body for the Mt Cattlin Project (E74/597 & E74/599) is the South West Aboriginal Land and Sea Council; with Native Title claimant groups include South Noongar (WC 1996/109) and Wagyl Kaip (WS1998/070). Registered Heritage sites are recorded on E74/597.

Two File Notation areas cover portions of E74/599; FNA 8048 and FNA 11370. These are proposed Conservation Reserves on unallocated Crown Land. Thus in order for any native vegetation clearing to be undertaken, a Clearing Permit may be required.

E74/596, E74/598, E63/1804 and E15/1532 (Lake, Tay, Lake Sharpe, Lake Dundas & Lake Cowan) are covered by the Native Title Determined Area NGADJU Native Title Aboriginal Corporation (WC1999/002).

The Peak Charles National Park borders E74/598. The eastern boundary of E63/1804 overlies Dundas Nature Reserve R36957 (Flora and Fauna Conservation area). Additional exploration permits will be required to work in this zone.

Native Title over the northern part of E70/4870 (Lake Dumbleyung) is covered by the Ballardong People (WC2000/007) whilst the southern portion is covered by the South Noongar WC96/109 Native Title claimants.

E70/4870 is within an environmentally sensitive area; with Dumbleyung Lake Nature Park (R26664) and Coblinine Nature Reserve R25133 covering a significant portion of the tenement. Lake Dumbleyung is the largest natural permanent lake in Western Australia – a popular recreational area. There is also a study currently being conducted to determine the best approach to reducing rising salinity levels in the larger Wagin-Dumbleyung Salt Lake System (including the Coblinine River).

The tenement lies on agricultural Freehold Pastoral leases (excluding Nature Parks); hence Land Access Agreements need to be negotiated prior to entry.

The Musgrave Province tenements

The Musgrave Province is considered highly prospective for intrusion hosted nickel copper sulphide deposits within the Giles Complex, which is part of the Warakurna Large Igneous Province (LIP), one of the largest layered mafic to ultramafic igneous provinces in the world.

The styles of mineralisation likely to be associate with Giles Complex include:

- Magmatic nickel-copper sulphides and platinum group elements (PGEs)
- Stratiform chromite cumulates
- Stratiform titaniferous magnetite cumulates
- Stratiform vanadiferous magnetite cumulates
- Lateritic nickel-cobalt deposits

The potential for Giles Complex hosted economic mineralisation within the Musgrave Province is supported by the discovery of deposits such as Wingellina (lateritic nickel-cobalt) and Nebo-Babel and Succoth (intrusion hosted nickel-copper sulphides).

The Wingellina Project is currently held by Metals X Limited and consists of 187M tonnes of ore at 1% nickel and 0.08% cobalt. Over 167M tonnes or 90% of this resource is classified as Probable Mining Reserve (ASX: MLX website).

The Nebo-Babel project is a JORC 2012 compliant Resource of 203Mt @ 0.41% Ni and 0.42% Cu for 821kt contained Ni and 844kt of contained Cu. The Succoth Deposit Inferred Mineral Resource totals 156Mt @ 0.60% Cu at a 0.3% Cu cut-off grade and is located 13km north-east of Nebo-Babel. Both the Nebo-Babel and Succoth projects are currently held by Cassini Resources (ASX: CZI website).

The Musgrave Province is also considered prospective base metal deposits associated with the meta-sediments and meta-volcanics, which form the Birksgate Complex basement rocks.

The styles of mineralisation likely to be associated with the Birksgate Complex include:

- VHMS in basement meta-volcanics
- SEDEX in basement meta-sediments
- Broken Hill Type in basement meta-sediments

Recent encouraging results from Musgrave Minerals highlighted Cu-Pb-Zn surface anomalism occurring coincident with an interpreted stratabound bedrock conductor from the Roslin prospect in the eastern Musgrave Province (ASX: MGV website).

The Pitjantjatjara Supersuite granites and pegmatites of the Musgrave Province have only recently been recognised as having potential to host mineralisation.

The styles of mineralisation identified in the Pitjantjatjara Supersuite granites include:

- Hydrothermal related Ag-Zn-Cu-REE
- Pegmatite hosted REE mineralisation

The recognition of hydrothermal related Ag-Zn-Cu-REE mineralisation within granites in the eastern Musgrave Province and pegmatite hosted REE mineralisation in the Mt Hardy area of the Deering Hills is significant given the anhydrous nature of the Pitjantjatjara Supersuite granites leading previous explorers to the conclusion they were non-prospective.

There has been little systematic exploration in the Musgrave Province and very little modern exploration, primarily due to the passing of the *Anangu Pitjantjatjara Yankunytjatjara Land Rights Act* in 1981. The remote location of the area and the presence of cover have also hindered exploration activities.

The Gawler Craton tenements

The Gawler Craton is considered highly prospective for a spectrum of mineral deposits including IOCGs, ISCGs, Pb-Zn, Au and Ag, which are temporally linked to the Hiltaba Suite and Gawler Range Volcanics (GRV) magmatic event (1595-1570Ma). These include the formation of the well-known IOCG deposits of Olympic Dam, Prominent Hill, Carrapateena and Hillside (DPC website, 2017).

Olympic Dam is currently held by BHP Billiton and is one of the largest IOCG deposits in the world. As of June 2012, Olympic Dam contained Measured Resources estimated at 1474 M tonnes grading 1.03% Cu, 0.30 kilograms per tonne (kg/t) U_3O_8, 0.35 grams per tonne (g/t) Au and 1.95 g/t Ag for the sulphide ore. The sulphide Indicated Resources stood at 4843 Mt grading 0.84% Cu, 0.27 kg/t U_3O_8, 0.34 g/t Au and 1.50 g/t Ag (Geoscience Australia website)

The Carrapateena Project is currently held by OZ Minerals and has a Mineral Resource Estimate of 134M tonnes of ore at 1.5% Cu, 0.6 g/t Au and 6.5g/t Ag (ASX: OZL announcement 9 Dec 2016).

The Gawler Craton also has demonstrated potential for additional deposit styles including (DPC website, 2017):

- Intrusion-related Au (Central Gawler Gold Province, e.g. Tarcoola, Tunkilla Prospect, Barns Prospect, Weednanna Prospect)
- Orogenic Au (e.g. Challenger)
- Epithermal-style Ag-Pb-Zn (e.g. Paris) and Au-Ag-Pb-Zn (e.g. Parkinson Dam)
- Volcanogenic Pb-Zn-Ag (e.g. Menninnie Central and Telephone Dam Prospect) and Cu-Fe (e.g. West Doora)
- Sedimentary-hosted Pb-Zn (Hutchison Group, e.g. Miltalie Mine, Mangalo Mine, Atkinson's Find, Smithams)
- Shear-hosted Cu, Au, U (e.g. Cairn Hill)
- Shear to unconformity-related U (e.g. Driver River in central Eyre Peninsula)
- Iron ore including supergene enriched (e.g. Iron Monarch, Iron Duke, Wilgerup), BIF (e.g. Middleback Range, Bungalow Prospect, Hawks Nest, Skylark) and skarn/replacement (Peculiar Knob, Snaefell, Wilcherry Hill)

Mineral prospects and occurrences for other mineralisation styles have also been identified within the Gawler Craton, which include (DPC website, 2017):

- VHMS deposits (Hall Bay Volcanics, Oakdale prospect southern Eyre Peninsula)
- Late Archaean komatiitic and magmatic intrusive-hosted Ni-Cr-PGE (Lake Harris Greenstone Belt, Aristarchus Prospect)
- Magmatic Ni-Cr-Cu sulphides and PGE (Fowler and Christie Domains)
- Unconformity and Palaeochannel U and Au (e.g. Corunna Conglomerate)
- Diamondiferous kimberlite
- Intrusion-related W and Sn (e.g. Moonbi W prospect, Zealous Sn prospect)
- Fe-Ti-V styles (e.g. Malbooma Anorthosite Complex, Wigetty prospect)

There has been a significant amount of exploration completed and discoveries made in the Gawler Craton. However, given the sheer size of the craton, a vast quantity of almost untouched exploration "search space" remains available. For many of these areas, the remote location and the presence of cover has hindered exploration activities. In the case of the Woomera Prohibited Area tenements, it has been the relaxing of access conditions by the Australian Government, which has created a unique opportunity to access a prospective region, which has been subjected to only limited previous exploration.

Lithium 'Hard Rock' tenements, Western Australia

The Pilbara and Yilgarn cratons are both prospective for hard rock spodumene mineralization hosted in pegmatite veins. Current Australian 'hard rock' lithium deposits in these two Western Australian cratons include:

1. Greenbushes Lithium Operation (owned Talison Lithium Limited) - Yilgarn Craton,
   Mineral Resource Estimate of 118.5Mt @ 2.4% Li_20 (Talison website)

2. Mount Cattlin Lithium-Tantalum Mine (owned 100% by Galaxy Resources) - Yilgarn Craton,
   Mineral Resource Estimation of 16Mt @1.08% Li_2O and 5.7Mlbs Ta_2O_5 (ASX: GXY announcement 2 June 2017).

3. Mount Marion Lithium Project (jointly owned by Mineral Resources (43.1%), Neometals (13.8%) and Jiangxi Ganfeng Lithium Co (43.1%) - Yilgarn Craton,
   Mineral Resource Estimate of 60.5 Mt @ 1.36% Li_2O and 1.09% Fe (MIN website)

4. Pilgangoora Lithium Tantalum deposits (owned 100% by Pilbara Minerals) - Pilbara Craton
   Mineral Resource Estimation of 156.3Mt @ 1.25% Li_2O and 128ppm Ta_2O_5 (ASX: PLS announcement 25 January 2017);

5. Pilgangoora Lithium Project (owned 100% Altura Mining) - Pilbara Craton
   Mineral Resource Estimation of 40.3Mt @ 1.0% Li_20 & 2.2% Fe_20_3 (ASX: ALS announcement 30 Jan 2017).

6. Wodgina Mine (100% owned by Mineral Resources)- Pilbara Craton
   Mineral Resource estimate of 120Mt @ 1.28% Li_20 & 1.73% Fe_20_3 (ASX: MIN announcement 28 April 2017).

Lithium Rich Brine tenements, Western Australia

The Yilgarn Craton contains a number of non-perennial salt lakes considered to be prospective for lithium enriched brine mineralization. This prospectivity is supported by a regional analysis by Geoscience Australia ranking the Yilgarn as one of several regions favourable to host lithium enriched brines.

There are currently no economic lithium brine projects in Western Australia.

There is limited systematic lithium exploration over the Yilgarn Craton, with most studies utilising existing water bores.

MGC and NILEs findings concerning WEX's tenements are summarised below.

EL 5041 (SELA 2017/00156), 5042 (SELA 2017/00157), 5287 & ELA 2017/00139 (Musgrave Province)

A good amount of preliminary exploration background work has been completed across the Musgrave Province tenements, mostly attributed to an extensive body of work completed by the GSSA. This body of work includes: detailed magnetic and gravity surveys, a geochemical sampling program (both surface sampling and bedrock drilling) and completion of the Alcurra (5545) and Tieyon (5645) 1:100 000 scale geological map sheets.

The potential for magmatic Ni-Cu-Co-PGE mineralisation is evident, after the GSSA bedrock drilling program intersected shallow ultramafic intrusive rocks, containing disseminated magmatic sulphides deposits. Younger mafic/ultramafic dyke swarms have been identified as outcropping extensively across both map sheets and these are also considered a viable magmatic sulphide target.

There is also recognised potential for base metal mineralisation with Birksgate Complex metasediments and metavolcanics, through the identification of a zinc gossan with associated stratabound bedrock conductor on neighboring tenements, located to the west within the APY Lands.

Outcropping Pitjantjatjara Supersuite granite hosted hydrothermal Ag-Zn-Cu-REE mineralisation was identified on EL 5287 and ELA 2017/00139 by GSSA. Further investigation is required to better understand the formation and the distribution of the mineralisation.

Significant exploration work is warranted on these tenements to follow up on the magmatic Ni-Cu-Co-PGE, sediment hosted base metal and hydrothermal Ag-Zn-Cu-REE potential. The thin Quaternary cover (<40m) is conducive to cost effective exploration including; bedrock geochemical sampling, airborne/ground electromagnetic (EM) surveys and RC/Diamond drilling.

EL 5040 (SELA 2017/00155) (Gawler Craton)

Very little work has been completed on EL 5040 (SELA 2017/00155) as a result of the thick sedimentary sequence covering the entire lease. Only 2 drill holes have intersected basement and the vast majority of the tenement remains unexplored.

The potential for IOCG deposits is supported by the presence of a large coincident magnetic/gravity anomaly associated with complex basement structures consistent with geophysical responses seen at Olympic Dam.

The Carulina target represents an opportunity to drill test an advanced exploration target, that warrants further drill testing. Elsewhere on EL 5040 (SELA 2017/00155), there exists geophysical targets that warrant follow-up.

EL 5113 (SELA 2017/00182) (Gawler Craton)

The prospectivity of a large portion of EL 5113 (SELA 2017/00182) remains unknown, due to the limited exploration completed over the tenement to date and the presence of extensive Quaternary cover masking the basement.

Only a single drill hole targeting a remanently magnetised feature, intersected basement on the tenement. The drill hole intersected sulphide bearing (trace) ultramafic intrusives, highlighting the potential for magmatic Ni-Cu sulphide mineralisation.

In addition, MGC considers the western portion of EL 5113 (SELA 2017/00182) highly prospective for gold mineralisation, given the presence of Hiltaba Suite intrusives and the presence of structurally controlled, intrusion related, gold prospects, less then 5km west of the tenement.

Elsewhere on EL 5113 (SELA 2017/00182), there exists potential for Lithium Brines within Lake Labyrinth. However, this is considered a "Greenfields" play given there is no hydrogeochemical data available within the proximity of Lake.

Significant exploration work is warranted on EL 5113 (SELA 2017/00182).

EL 5116 (SELA 2017/00183), ELA 2012/00119 & 2012/00120 (Gawler Craton)

Previous exploration is extremely limited on EL 5116 (SELA 2017/00183), ELA 2012/00119 & 2012/00120 and there is no known crystalline basement outcrop. Only two drill holes have intersected basement across the three properties to date.

The presence of Hiltaba Suite in the project area highlights the potential for a variety of mineralisation styles including IOCG deposits. A broad gravity high trends SW-NE through the project area and occurs coincident with multiple broad magnetic highs. The magnetic data also highlights significant, complex, structures throughout this zone.

Infill geophysics is warranted to define discrete, coincident magnetic and gravity IOCG targets, occurring adjacent to structures and Hiltaba Suite intrusions. There is also potential for BIF host gold within the older Nawa Domain iron formation, which occurs throughout EL 5116 (SELA 2017/00183) and warrants follow up.

E45/4790, E45/4789 & E45/4796 (Hard Rock Lithium - Pilbara Craton)

The Pilgangoora 'hard rock' lithium project (E45/4790, E45/4789 & E24/4796) is a highly prospective tenement package located in the Pilbara Craton, in close proximity to known economic hard rock lithium-tantalum mining projects – Pilgangoora deposits and Wodgina deposit.

The Project area is underexplored with exploration to date focused solely on gold and base-metals. Proximity to economic mineralization plus references in GSWA mapping of know lithium-tantalum hosted pegmatites are over the region warrants lithium exploration.

Early stage exploration to identify and sample the pegmatite dykes is required in order to assess their economic lithium-tantalum potential.

E74/597 & E74/599 (Hard Rock Lithium - Yilgarn Craton)

The Mt Cattlin Project E74/597 and E74/599 is considered prospective for hard rock –lepidolite and spodumene- mineralization based primarily on geological and structural analogues drawn from Galaxy's Mt Cattlin Lithium Deposit located approximately 10km to the south.

The tenure is under explored, with no lithium focused exploration carried out. Both tenements lie on the boundary of the favourable Ravensthorpe greenstone belt with GSWA indicating that structurally controlled lithium hosted pegmatites are widespread throughout the area. Hence early stage exploration comprising geological and structural mapping, is warranted in order to identify and sample any pegmatite dyke occurrences.

E74/596, E74/598, E63/1804 & E70/4870 (Lithium Rich Brines - Yilgarn Craton)

Exploration for lithium enriched brines over the Yilgarn Craton including the WEX projects is all early stage 'greenfield' plays with very limited to no historic geochemical data.

Based on a recent review of Australian salt lakes by Geoscience Australia (2013), the Yilgarn Craton was identified as one of several regions ranked favourably to host lithium enriched brines. In addition, Lake Dundas (E63/1804) and Lake Cowan (E15/15320) were highlighted as having the highest lithium concentrations (in catchment) in Australia, with Lake Tay (E74/596) also noted to have elevated lithium levels.

A preliminary review of each of the projects, identified favourable felsic volcanic source rocks, closed basin systems, elevated salinity levels and good hydrogeological connectivity; all factors essential for lithium brine enrichment. Hence each project area needs to be assessed individually, with first pass geochemical assessment of groundwaters and lake sediments to determine lithium potential. This may be followed up with geophysics to assist with understanding basin morphology and brine identification, prior to any drilling programs.

E15/1532 (Lithium Rich Brine & Hard Rock Lithium - Yilgarn Craton)

No historic exploration is recorded for E15/1532.

E15/1532 is a very small tenement (3 km^2) located on the edge of the salt lake, Lake Cowan; as such it is probably the least prospective of the Western Australian lithium projects.

Prospectivity analysis by Geoscience Australia (2013) ranked Lake Cowan as having one of the highest lithium concentrations in Australia, hence a site visit and preliminary geochemical sampling program is warranted to assess the potential for economic lithium brine enrichment.

Based on proximity to known pegmatite hosted lithium-tantalum mineralization in the region (Bald Hill Mine) and references by GSWA (2008) to the abundance of pegmatite dykes, the tenure is also prospective for hard rock pegmatite hosted mineralization, warranting further investigation.

Summary Statement on Exploration Properties

The Musgrave Province tenements are prospective for magmatic nickel-copper-cobalt-PGE sulphides and the presence of Giles Complex mafic-ultramafic intrusives (Nebo-Babel) identified in drill core, demonstrates the high potential for further magmatic sulphide deposits in the region. The tenements also contain Birksgate Complex metasediments which are prospective for Broken Hill Type lead-zinc-silver and SEDEX zinc-lead-silver mineralisation, as well as metavolcanics, which are prospective for VHMS zinc-lead-copper mineralisation.

The Gawler Craton tenements are prospective for iron ore, copper, gold and uranium and the presence of Hiltaba aged magmatism (Olympic Dam) demonstrates the high potential for further IOCG type deposits in the region. The tenements also contain Nawa Domain sedimentary packages aged 1790-1730 Ma, which are prospective iron ore, BIF hosted gold and sediment hosted base metal mineralisation. The tenement holding within the WPA presents WEX with a unique opportunity to explore undercover in an area with <1% outcrop and only limited previous deep RC/Diamond drilling.

The Western Australian lithium tenement package is prospective for hard rock lithium and lithium rich brine style mineralisation. The 'hard rock' lithium projects are located in the Pilbara Craton and in the Ravensthorpe District of the Yilgarn Craton; with both districts hosting known economic 'hard rock' lithium deposits in close proximity to tenure (Pilgangoora deposits, Wodgina Mine and Mt Cattlin). The lithium mineralization is generally found in the mineral spodumene hosted within pegmatite dykes. The tenement packages have no historic lithium exploration (focus to date on gold and base-metals) and are generally underexplored; however, proximity to economic lithium mineralization, and regional mapping by the GSWA referring to spodumene hosted pegmatites intruding the host rocks in both regions, warrants further geological evaluation.

The lithium rich brine projects (Lake Dundas, Lake Cowan, Dumbleyung, Lake Sharpe and Lake Tay, lie within the Yilgarn craton. The project areas within the Yilgarn Carton were identified by Geoscience Australia as one of several regions rated favourably to host lithium enriched brines in salt lakes.

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Appendix A: Glossary

1. INTRODUCTION

1.1 Engagement and Scope

Woomera Exploration Limited (WEX) Registered as an Australian Public Company, Limited By Shares in July 2012 after the Australian Government announced the relaxing of access conditions to the Woomera Prohibited Area (WPA) in 2011.

WEX is considering listing on the Australian Securities Exchange (ASX) in August 2017. Metalzoic Geological Consulting (MGC) and Nile Exploration (NILE) were commissioned by WEX through engagement with Terra Consulting Pty Ltd (TERRA) to provide an Independent Expert's Report (IER) for the exploration properties as required for the IPO Prospectus. For that purpose, the IER must be completed by November 27, 2017.

1.2 Preparation of the IER

The IER has been prepared independently and in accordance with the VALMIN Code and the Australian Securities and Investment Commission (ASIC) Regulatory Guides 111 and 112, to the extent that they are relevant to the scope of work. The VALMIN Code provides a set of fundamental principles (Competence, Materiality and Transparency), mandatory requirements and supporting recommendations accepted as representing good professional practice to assist in the preparation of relevant Public Reports on any Technical Assessment or Valuation of Mineral Assets.

1.3 Information Sources

WEX has provided MGC and NILE with technical information relating to these exploration properties. MGC and NILE have audited the technical information and established that the information has been prepared according to industry standards and is based on data of acceptable quality and reliability.

The IER contains, and to a large extent is based on information provided by WEX. After due enquiry, MGC and NILE have no reason to believe that the information is materially misleading, incomplete or erroneous. The views, statements, opinions and conclusions expressed by MGC and NILE are based on the assumption that all data provided by WEX are complete, factual and correct to the best of WEX's knowledge.

1.4 Contributors to the IER

The IER has been jointly prepared by

- Specialist, Ms Christine G Lawley, MSc (Ore Deposit Geology), MAIG, MAusIMM, who is an Exploration Geologist with MGC. Christine has over 11 years' experience working in the exploration and mining industry.
- Specialist, Ms Nicole Galloway Warland, BSc (Hons Geology), MAIG, FGAA, who is an Exploration Geologist with over 25 years' experience working in the exploration and mining industry.

The IER has been peer reviewed and authorised by, Mr David Larsen, BSc (Geology), MAIG, who is a Principal Consultant with Terra Consulting Pty Ltd and has 30 years' experience working in the exploration and mining industry.

2. BACKGROUND

2.1 WEX Exploration Property Assets

WEX's exploration property assets are located with the Musgrave Province and Gawler Craton of South Australia and the Pilbara Craton and Yilgarn Craton of Western Australia

The granted exploration properties that are the subject of this IER are ELs 5041 (SELA 2017/00156), 5042 (SELA 2017/00157), 5287, 5040 (SELA 2017/00155), 5113 (SELA 2017/00182), 5116 (SELA 2017/00183) within South Australia (Figure 1) and E45/4790, E74/596, E74/597, E63/1804, E74/598, E74/599, E45/4796 and E15/1532 within Western Australia (Figure 2).

WEX also holds a number of exploration property applications including ELAs 2017/00139, 2012/00119 and 2012/00120 within South Australia and E45/4789, and E70/4870 within Western Australia.

WEX has entered into Share Sale Agreements with the shareholders of Volt Lithium Pty Ltd and Liquid Lithium Pty Ltd to purchase 100% of the issued shares in the capital of the two Companies, in order to secure ten lithium tenements in Western Australia (Table 2). The Agreements are subject to WEX listing on the ASX either directly itself or through an existing listed entity on or before 1 March 2018 (or such later date as the parties may agree).

The property assets held by WEX are detailed in Table 1 and Table 2. The total tenement holding covers an area of 5,996 km^2 within South Australia and 544 km^2 within Western Australia.

2.2 Status of WEX Tenements

MGC and NILE completed an independent review of the status of WEX's tenements through the South Australian Resources Information Gateway (SARIG) and the Western Australian Mineral Titles Online (MTO) websites. MGC and NILE found all the tenements to be in good standing with no material issues.

Subsequent ELAs have been submitted for five of the granted South Australian tenements. Throughout this document those tenements are referred to as both their current tenement number and the subsequent ELA number, for example EL 5041 (SELA2017/00156).

The WA lithium tenure is all currently held by Volt Lithium Pty Ltd and Liquid Lithium Pty Ltd as per Table 2; under the conditions of the Share Sale Agreements WEX will acquire 100% issued shares in the capital of the two companies in order to secure the tenure.

Table 1: WEX South Australian Tenement Details

Granted Exploration Licences (South Australia)					
Tenement Name	**Number**	**Area (km^2)**	**Location**	**Grant Date**	**Holder**
Sundown	EL 5041 (SELA 2017/00156)	768	Musgrave Province	11/10/2012	WEX
Mount Howe	EL 5042 (SELA 2017/00157)	854	Musgrave Province	11/10/2012	WEX
Mount Irwin	EL 5287	503	Musgrave Province	25/06/2013	Norsa
Mount Carulina	EL 5040 (SELA 2017/00155)	401	Gawler Craton	11/10/2012	WEX
Whymlet	EL 5113 (SELA 2017/00182)	266	Gawler Craton	29/11/2012	WEX
Tallaringa	EL 5116 (SELA 2017/00183)	459	Gawler Craton	29/11/2012	WEX
	Total Area	**3251**			

Exploration Licence Applications (South Australia)					
Tenement Name	**Number**	**Area (km^2)**	**Location**	**Grant Date**	**Holder**
Tieyon	ELA 2017/00139	929	Musgrave Province	TBA	WEX
Great Central Desert	ELA 2012/00119	929	Gawler Craton	TBA	Norsa
Great Victorian Desert	ELA 2012/00120	848	Gawler Craton	TBA	Norsa
	Total Area	**2706**			

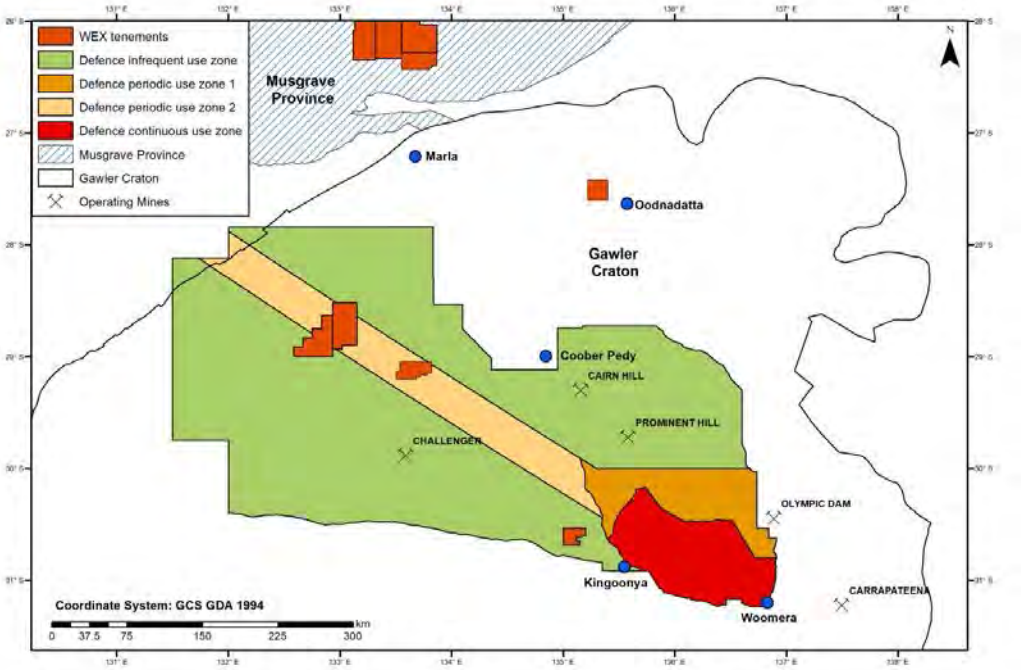

Figure 1: WEX Exploration Properties (South Australia).

Table 2: WEX Western Australian Tenement Details

Granted Exploration Licences (Western Australia)					
Tenement Name	**Number**	**Area (km^2)**	**Location**	**Grant Date**	**Holder**
Magpie Range	E45/4790	64	Central Pilbara	4/01/2017	Volt Lithium
Lake Tay - Peak Charles Salt Lake	E74/596	92	SE Yilgarn	18/01/2017	Volt Lithium
Mt Cattlin North	E74/597	56	SE Yilgarn	7/06/2017	Volt Lithium
Magpie Range West	E45/4796	29	Central Pilbara	5/07/17	Liquid Lithium
Lake Dundas	E63/1804	57	SE Yilgarn	5/05/2017	Liquid Lithium
Lake Sharpe	E74/598	60	SE Yilgarn	4/05/2017	Liquid Lithium
Mt Cattlin	E74/599	40	SE Yilgarn	28/04/2017	Liquid Lithium
Lake Cowan	E15/1532	3	SE Yilgarn	1/05/2017	Liquid Lithium
	Total Area	**401**			

Exploration Licence Applications (Western Australia)					
Tenement Name	**Number**	**Area (km^2)**	**Location**	**Grant Date**	**Holder**
Turner Siding	E45/4789	57	Central Pilbara	TBA	Volt Lithium
Lake Dumbleyung	E70/4870	86	SE Yilgarn	TBA	Volt Lithium
	Total Area	**143**			

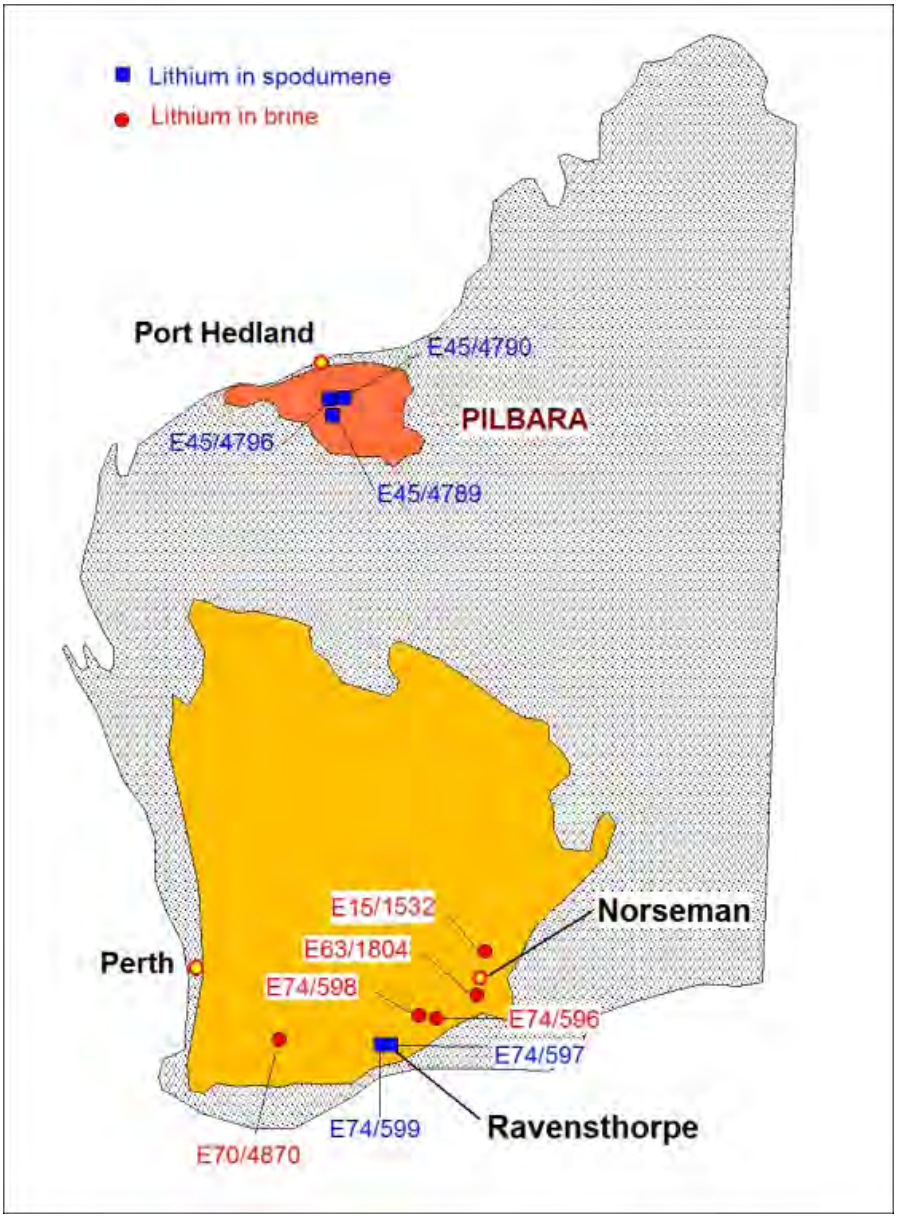

Figure 2: WEX Exploration Properties (Western Australia).

2.3 WEX Exploration Programmes and Budget

The claimed expenditure since WEX registered as a private company in May 2011 is now in excess of A$2.0 million.

2.3.1 ELs 5041, 5042, 5287 & ELA 2017/00139 (Musgrave Province)

The expenditure requirements for ELs 5041, 5042 and 5287 are as follows. There is no expenditure requirement for ELA 2017/00139 until the tenement is granted.

Table 3: ELs 5041, 5042 and 5287 expenditure requirements

Tenement	Period From	Period To	Expenditure Requirement
EL 5041 (SELA 2017/00156)	11/10/2015	10/10/2017	$210,000
EL 5042 (SELA 2017/00157)	11/10/2015	10/10/2017	$230,000
EL 5287	25/06/2017	24/06/2018	$90,000

The proposed exploration programmes include, but are not limited to the following activities:

- Heritage and vegetation clearance.
- Drill 500 x shallow auger/aircore drill holes across interpreted mafic/ultramafic intrusives with focus on known sulphide bearing margins.
- Follow-up ground electromagnetics (EM).
- Follow-up RC/Diamond drilling if high priority targets identified.
- Follow-up study including petrological assessment of identified Ag-REE mineralisation (EL 5287 and ELA 2017/00139) to determine potential for an economic occurrence.
- Follow-up study to assess potential for metasediment hosted Cu-Pb-Zn.

2.3.2 EL 5040 (SELA 2017/00155) (Gawler Craton)

The expenditure requirement for EL 5040 (SELA 2017/00155) is as follows.

Table 4: EL 5040 (SELA 2017/00155) expenditure requirement

Tenement	Period From	Period To	Expenditure Requirement
EL 5040 (SELA 2017/00155)	11/10/2015	10/10/2017	$140,000

The proposed exploration program includes, but is not limited to the following activities:

- Remodel existing geophysics and define drill targets.
- Heritage and vegetation clearance.
- Drill 3 x 700m RC/Diamond drill holes.

2.3.3 EL 5113 (SELA 2017/00182) (Gawler Craton)

The expenditure requirement for EL 5113 (SELA 2017/00182) is as follows.

Table 5: EL 5113 (SELA 2017/00182) expenditure requirement

Tenement	Period From	Period To	Expenditure Requirement
EL 5113 (SELA 2017/00182)	29/11/2015	28/11/2017	$110,000

The proposed exploration program includes, but is not limited to the following activities:

- Infill ground magnetics, gravity and EM. Model and define drill targets.
- WPA, heritage and vegetation clearance.
- Drill 5 x 200m RC/Diamond drill holes.
- Possible commencement of lithium brines exploration (surface geochemistry and geophysical lake sediment thickness assessment) if traditional owners are amenable to exploration on Lake Labyrinth.

2.3.4 EL 5116 (SELA 2017/00183), ELAs 2012/00119 & 2012/00120 (Gawler Craton)

The expenditure requirement for EL 5116 (SELA 2017/00183) is as follows. There are no expenditure requirements for ELAs 2012/00119 & 2012/00120 until the tenements are granted.

Table 6: EL 5116 (SELA 2017/00183) expenditure requirement

Tenement	Period From	Period To	Expenditure Requirement
EL 5116 (SELA 2017/00183)	29/11/2015	28/11/2017	$240,000

The proposed exploration programs include, but are not limited to the following activities:

- Perform target ranking exercise on existing data.
- WPA, heritage and vegetation clearance.
- Infill ground geophysics across targets.
- Follow-up RC/Diamond drilling if high priority targets identified.

2.3.5 Western Australian Lithium Assets (Yilgarn Craton & Pilbara Craton)

No 'Exploration Work Programs or Budgets' has been designed at this stage for the WA Lithium Assets. All Projects are 'greenfield' lithium plays requiring early stage exploration; mapping, geophysical surveys and geochemical surveys, prior to any drill testing.

The annual expenditure requirements for the Western Australian lithium assets are as follows. There are no expenditure requirements for the tenement applications E45/4789or E70/4870 until the tenements are granted.

Table 7: E74/597, E74/599, E45/4790, E15/1532, E74/596, E74/598, E63/1804, E45/4796 annual expenditure requirements

Tenement	Period From	Period To	Annual Expenditure
E74/597	4/01/2017	3/01/2022	$20,000.00
E74/599	18/01/2017	17/01/2022	$20,000.00
E45/4790	7/06/2017	6/06/2022	$20,000.00
E15/1532	5/05/2017	4/05/2022	$10,000.00
E74/596	4/05/2017	3/05/2022	$32,000.00

E74/598	28/04/2017	27/04/2022	$21,000.00
E63/1804	1/05/2017	30/04/2022	$20,000.00
E45/4796	5/07/17	4/7/2022	$20,000.00

2.4 WEX Management, Technical Staff and Corporate Consideration

WEX has an experienced management team which, in MGC's opinion, is suitably qualified to effectively manage exploration programs to industry standards when funds become available.

The management team includes:

Mr Neville Martin – Non-Executive Director and Chairman
Neville Martin is a former partner (now consultant) with law firm Minter Ellison and has over 40 years' experience in corporate law and mining oil and gas law. He is currently a director of Sundance Energy Australia Ltd. He is the former Chairman of Adelaide Energy Ltd and a former director of ASX listed companies Stuart Petroleum Ltd and Austin Exploration Ltd.

Mr Gerard Anderson – Managing Director
Gerard Anderson is a geologist with 42 years' experience in exploration, mine and resource geology, principally in iron ore, gold and base metals. Mr Anderson's senior management positions have included Exploration Superintendent of the Boddington Gold Mine, Chief Geologist of the Bronzewing Gold Mine, Chief Geologist Kalgoorlie Consolidated Gold Mines, General Manager Golden Grove Operations,
General Manager Newmont Joint Ventures, Managing Director of ASX Listed companies Croesus Mining NL, Centrex Metals Limited and Archer Exploration Limited.

Mr Donald Triggs – Executive Director
Donald Triggs is an executive director of WEX, and has 30 years' experience consulting to the resource, utilities, and information technology sectors. Clients have included many large multinational mining companies. He is the former General Manager of the ASX listed company Primary Resources Limited, and is currently a director of Norsa Exploration Pty Ltd, and is managing WEX's exploration projects in the Musgrave Block and Gawler Craton.

Mr David Lindh OAM – Non-Executive Director
David Lindh is a non-executive director of WEX and is a consultant in corporate and commercial matters, with over 40 years' experience as both a lawyer and a company director. He is currently Chairman of NSX listed Nucannaco Science Ltd. He is a former Chairman of ASX listed Centrex Metals Ltd and was a non-executive director of ETSA Corporation, Electranet and ASX listed company Enterprise Energy Ltd. He is also a director of various private companies and is a consultant specialising in the energy and resources industry with law firm Minter Ellison.

Mr Joe Fekete – Non-Executive Director
Joe Fekete holds a Bachelor of Business in Accounting and is a registered Company Secretary. Mr Fekete is a member of both the CPA Australia and the Chartered Institute of Secretaries. Mr Fekete's business management and accounting experience spans over 20 years in various industries including mining, advertising, travel, wholesale retail distribution, construction, and public practice. Mr Fekete is an experienced professional who has gained his experience in areas of statutory reporting, IPOs, accounting, system development, restructuring and general business management.

Mr Fekete is currently a director for WOW Travel Pty Ltd and in the past was a Director for Rail Plus Australasia Pty Ltd and Brands Australia Pty Ltd as a well as a former director of the ASX listed Go-Connect Ltd and Altius Mining Ltd.

Mr Jonathan Lindh – Company Secretary
Jonathan Lindh has over 10 years' legal and company secretarial experience practising predominantly in the energy and resources sector. He holds a Bachelor of Laws, a Bachelor of International Studies and post graduate qualifications in finance and corporate governance. Jonathan has extensive experience in the areas of corporate governance, mergers and acquisitions, joint ventures, farm-in arrangements, equity capital markets, foreign investment and native title /aboriginal heritage.

3. EXPLORATION PROPERTIES – MUSGRAVE PROVINCE

3.1 Regional Geology – Musgrave Province

The Mesoproterozoic Musgrave Province is a crystalline basement terrain that extends across the borders of South Australia, Western Australia and the Northern Territory and has a footprint of 120,000 km^2 (Figure 3). The south-dipping Woodroffe Thrust, subdivides the province into the Mulga Park sub-domain to the north and the Fregon sub-domain to the south (DPC website, 2017).

The oldest exposed rocks belong to the Olia Gneiss and the Birksgate Complex and consist of amphibolite to granulite facies, felsic and minor mafic gneisses within igneous intrusives, which date around 1600-1300Ma.

The Musgrave Orogeny occurred around 1200Ma producing granites, migmatites and pegmatites of the Pitjantjatjara Supersuite. The Hinckley-Scarface Fault Zone, the Mann-Ferdinand Faults Zone, the Davenport Shear Zone and the Woodroffe Thrust Zone are major structures that were activated during the Musgrave Orogeny.

A subsequent phase of magmatism occurred during the Giles Event between 1085-1040 Ma and includes the Giles Complex, a series of variably deformed mafic-ultramafic layered intrusions, the Alcurra Dolerite and minor granitic intrusions and felsic dykes. The Giles Complex is the primary focus of current exploration activities. The Giles Event has been interpreted to form part of the Warakurna Large Igneous Province, which affected much of central and western Australia.

A number of dolerite suites intruded after the Giles Event including the c. 1000 Ma Kullal Dyke Suite and the c. 825–760 Ma Amata Dolerite, a correlative of the Gairdner Dolerite that intrudes the Gawler Craton in central South Australia.

Reactivation of earlier major structures occurred during the Petermann Orogeny and resulted in the development of high strain mylonites and ultra-mylonites along these major structures. Sedimentation associated with the Petermann Orogeny is thought to be responsible for the formation of the Georgina, Officer, Ngalia and Amadeus Basins (DPC website, 2017).

Adelaidean metasediments and Palaeozoic sediments of the Officer Basin are present along the southern margins of the Musgrave Province, while Mesozoic sediments of the Eromanga Basin overlap the eastern margins.

The Levenger and Moorilyanna Grabens also formed during the Petermann Orogen at flexures in the orogenic belt.

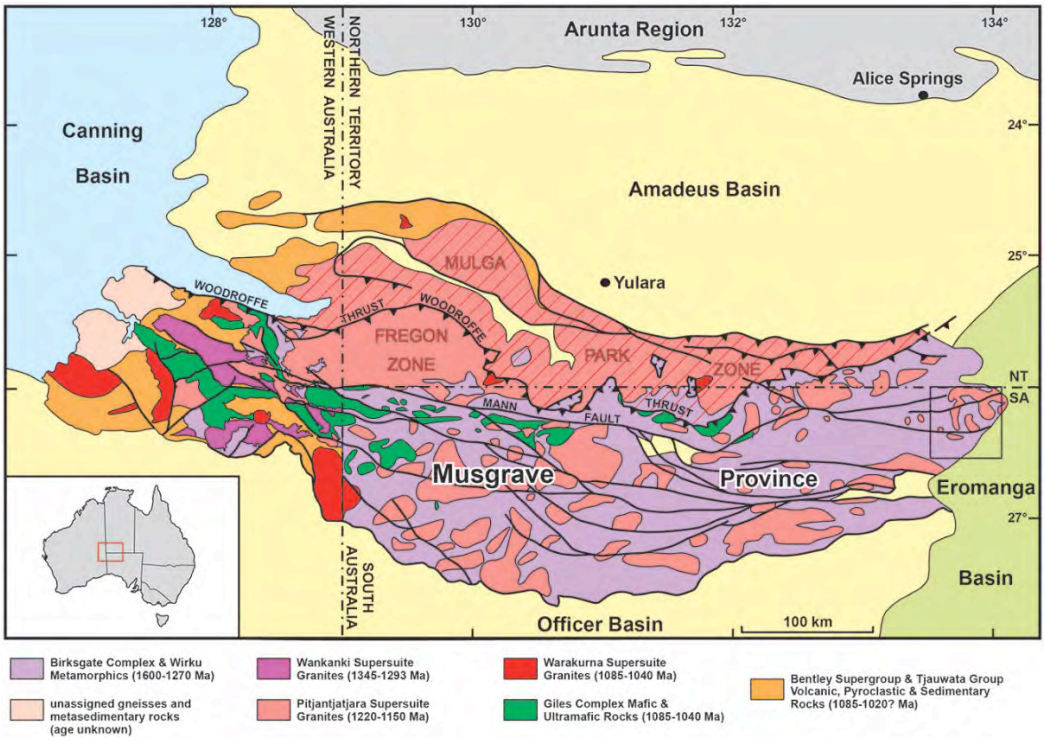

Figure 3: Regional geological setting of the Musgrave Province and surrounding basins (Dutch et. al., 2013).

3.2 Exploration Strategy – Musgrave Province

The primary exploration focus within the Musgrave Province is on the Giles Complex intrusions, and the younger mafic/ultramafic dyke swarms, which are considered highly prospective for magmatic Ni-Cu-Co-PGE sulphide deposits.

Geometries of known mineralised mafic-ultramafic intrusions, which have a high potential to form within the Giles Complex and subsequent mafic dyke swarms include: feeder dykes linking vertically separated small tabular intrusions (e.g. Voisey's Bay), tube like conduits (e.g. Nebo-Babel), boat-shaped flares in cumulate-rich dyke-sill transitions (e.g. Eagle, Kalatonge), sword-blade shaped dykes with ultramafic cumulates at the bottom edge (e.g. Savannah) (Barnes et. al., 2016).

WEX's Musgrave Province tenements fall within the GSSA Alcurra (5545) and Tieyon (5645) 1:100 000 scale geological map sheets. Although no outcropping Giles Complex layered intrusive bodies have been identified on either map sheet, a GSSA drilling program (TEISA, Abminga bedrock drilling program) completed in 2001, has identified shallow (<40m) mafic-ultramafic bodies interpreted as Giles Complex.

A detailed aeromagnetic and radiometric survey performed by Rio Tinto Exploration Pty Ltd identified the Cavanagh Anomaly in the Mt Howe Region (EL 5042 (SELA 2017/00157)) while investigating possible Giles Complex equivalents on the eastern margin of the Musgrave Province. A single aircore drill hole (AC95 mH01) targeting the magnetic anomaly intersected weathered ultramafic at 8m and the petrology of a sample from 26-28m revealed a number of features

indicative of a layered intrusive. Weathered clays returned assays up to 3000ppm Ni and fresh ultramafic contained up to 1500ppm Ni (Woodhouse & Gum, 2003).

Younger mafic/ultramafic dyke swarms have been identified outcropping extensively across both map sheets and these are also considered a viable target, especially when they exhibit evidence of differentiation i.e. cumulate layering (i.e. Voisey's Bay, Canada).

A local example of differentiated mafic-ultramafic dyke, containing minor disseminated sulphides mineralisation occurs at the Wanka Wanka Prospect (Figure 4). The Wanka Wanka prospect is located 60km south-west of the Alcurra Project tenements on Musgrave Minerals tenement EL 5175. Pentlandite has been identified in petrology samples and assays revealed Ni values of up to 1500ppm (Woodhouse & Gum, 2003). Also of note in this region is the occurrence of secondary copper mineralisation (up to 5%), identified within basic dykes at the Indulkana and Moorilyanna prospects (Figure 4).

The recognition of hydrothermal related Ag-REE mineralisation within the Pitjantjatjara Supersuite granite outcrop on EL 5287 and ELA 2017/00139 is very significant (Figure 4). Previously, the very anhydrous nature of the Pitjantjatjara Supersuite granites all but excluded the possibility of them being mineralised. Pegmatite hosted REE mineralisation in the Mt Hardy area of the Deering Hills may be related and further enhances the prospectivity of these lithologies (Dutch et. al., 2013).

There is also demonstrated potential for Broken Hill Type, SEDEX and VHMS base metal (Zn-Pb-Cu-Ag) mineralisation within the older Birksgate Complex basement metasediments and metavolcanics. A SADME drilling program tested a Cu soil anomaly at the Kenmore prospect (Figure 4), located 30km west of the project area. The drilling intersected, disseminated sulphides (pyrite, with lesser chalcopyrite and minor sphalerite) within a 5m wide zone, extending for 430m along strike interpreted to be stratabound. The best intersection contained 9.8m @ 0.41% Cu and this discovery was followed up by the identification of similar stratigraphic horizons at the nearby Wild Horse and Frazer's prospects (Woodhouse & Gum, 2003). The De Rose Hill Cu prospect is located 25km south of the project area (Figure 4). This prospect is defined by a historic surface assay of 21.5% Cu, which was taken from a Tertiary ironstone developed above Birksgate Complex metasediments so could be similar to the previously described stratigraphic horizons.

In addition to this, recent work by Musgrave Minerals (2014) identified the Roslin prospect (80km south-west), a zinc gossan, which is associated with, Cu, Co and Mn anomalism (Figure 4). The zinc gossan occurs co-incident with an extensive bedrock ground EM response consistent with a zinc-sulphide, stratabound bedrock conductor.

The exploration techniques to be applied by WEX to target magmatic sulphides with Giles Complex intrusives would be undertaken in three phases. Firstly, further delineation of Giles Complex bodies would be to apply low cost soft-sediment drilling technique (i.e. AC or RAB) to map out the extent of the bodies undercover and test for anomalous bedrock geochemistry. Once bodies and geochemical targets have been defined, the second phase would be to complete an electromagnetics (EM) geophysical survey to identify bed rock conductors associated with the presence of massive sulphides in the bodies. The final phase would be to drill test bed rock conductors with a hard-rock drilling technique such as RC or diamond drilling.

The above targeting approach doubles up as an excellent screening tool for base metal sulphides within the Birksgate Complex. The only difference being the geochemical and geophysical signatures would reflect the rock properties of base metal sulphides rather than those of typical magmatic

sulphides (e.g. base metal sulphide conductors have a relatively weaker EM response to magmatic sulphides).

Until more is understood regarding the formation and the distribution of the hydrothermal related Ag-REE mineralisation, targeting will be difficult. Detailed analysis could be performed on the outcrop to gain further insights. It is unlikely that any geophysical screen tools would be effective for targeting this style of mineralisation directly. However, the host rock Pitjantjatjara Suite granites has been previously interpreted from geophysical datasets correlated with known outcrops and this could be targeted with bedrock geochemical survey (i.e. AC or RAB drilling program).

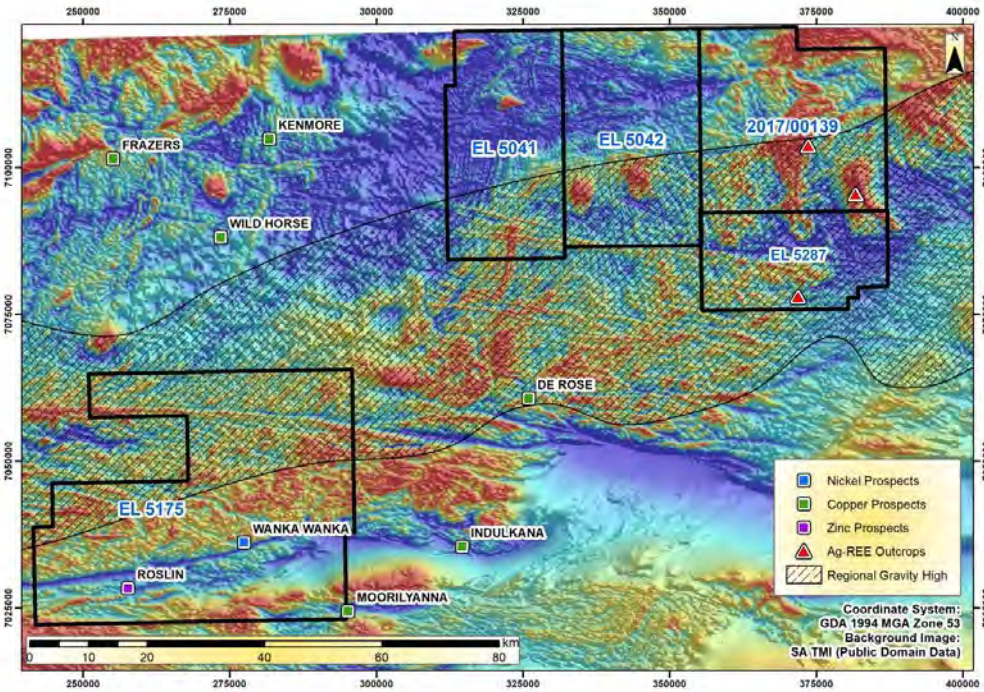

Figure 4: Alcurra project regional geophysics, tenements and prospect locations.

3.3 EL 5041 (SELA 2017/00156), EL 5042 (SELA 2017/00157), EL 5287 & ELA 2017/00139 (Alcurra Project)

3.3.1 Description – EL 5041 (SELA 2017/00156), EL 5042 (SELA 2017/00157), EL 5287 & ELA 2017/00139

EL 5041 (SELA 2017/00156) and EL 5042 (SELA 2017/00157) are held by WEX (100%). EL 5041 (SELA 2017/00156) covers 768 km^2 and is located approximately 130 km north-north-west of Marla and EL 5042 (SELA 2017/00157) covers 854 km^2 and is located approximately 130 km north of Marla. EL 5287 is held by Norsa (100%), covers 503 km^2 and is located approximately 105 km north-north-east of Marla. The applicant for ELA 2017/00139 is WEX (100%). ELA 2017/00139 covers 929 km^2 and is located approximately 230 km north-west of Oodnadatta.

The main magmatic Ni-Cu-Co-PGE sulphide targets are within mafic-ultramafic dykes, which occur across the project area and are evident in outcrop and magnetic data interpretations. There is also drill hole evidence on EL 5042 (SELA 2017/00157) supporting the presence of Giles Complex layered intrusives associated with remanently magnetised bodies. There are similar, untested remanently magnetised features seen across the project area.

There is also recognised potential for base metal mineralisation within Birksgate Complex metasediments and metavolcanics, through the identification of stratabound copper mineralisation (i.e. Kenmore prospect) and surface zinc gossans (i.e. Roslin prospect) associated with bedrock conductors within eastern Musgrave Province tenements, located to the west of the project area, within the APY Lands.

The surface geology across most of the Alcurra Project tenements is dominated (>70%) by a thin Quaternary cover. The cover is comprised of flat-lying sand plains with a dendritic drainage pattern. The southern half of EL 5287 is characterised by Tertiary silcrete capped mesas, which have been heavily eroded and crosscut by alluvial channels. The eroded mesas have exposed Algebuckina Sandstone (Jurassic-Cretaceous) and weathered basement and formed abundant mixed lithic colluvium along slopes. Results from aircore drilling indicate the average cover thickness across the project area is <40m. The sporadic outcropping basement geology is distributed across the tenements and is comprised of Pitjantjatjara Supersuite granite, Alcurra dolerite dykes and Birksgate Complex basement (Figure 5). The north-east corner of ELA 2017/00139 is marked by an increase in outcropping Pitjantjatjara Supersuite granite.

The Cavanagh magnetic anomaly is located on the western margin of EL 5042 (SELA 2017/00157) (Figure 5). A single AC drill hole (AC95 mH01) intersected weathered ultramafic at 8m and the petrology of a sample from 26-28m revealed a number of features indicative of a layered intrusive. Weathered clays returned assays up to 3000ppm Ni and fresh ultramafic contained up to 1500ppm Ni. The remanently magnetic body appears to extend to the south-west onto EL 5041 (SELA 2017/00156).

The Bruce's Bore magnetic anomaly, located north of the Coglin lineament on EL 5041 (SELA 2017/00156) was drill tested by Rio Tinto Exploration in 1995 (Figure 5). The source of the anomaly was found to be a magnetic granite-granodiorite-diorite cross cut by a dolerite dyke and no significant assay results were encountered.

A larger remanently magnetic body (~70 km^2) occurs in the north-east portion of the EL 5042 (SELA 2017/00157) (Figure 5). A GSSA drill hole (TIE RC 89) intersected ultramafic intrusive rocks from 6m which contained disseminated sulphides (chalcopyrite, pyrite, pyrrhotite and pentlandite) with some larger sulphide blebs up to 0.6mm.

Three outcrop samples of Pitjantjatjara Supersuite granite collected by the GSSA identified hydrothermal related Ag-REE mineralisation on EL 5287 and ELA 2017/00139 (Figure 5). The Pitjantjatjara Supersuite granites are anhydrous and consequently have previously been considered non-prospective i.e. most mineralised granites tend to be associated with hydrous minerals (Dutch et. al., 2013).

Both regional and detailed gravity surveys highlight an extensive east-west gravity high, which occurs along the southern portion of the EL 5041 (SELA 2017/00156), EL 5042 (SELA 2017/00157) & ELA 2017/00139 and covers the entirety of EL 5287. Magnetic data highlights the location of the Marryat Fault zone, which trends east-west through the gravity high and offsets older northeast-southwest

trending faults. This gravity high occurs coincident with an interpreted concentration of cross cutting mafic-ultramafic dykes on EL 5041 (SELA 2017/00156) (Figure 5).

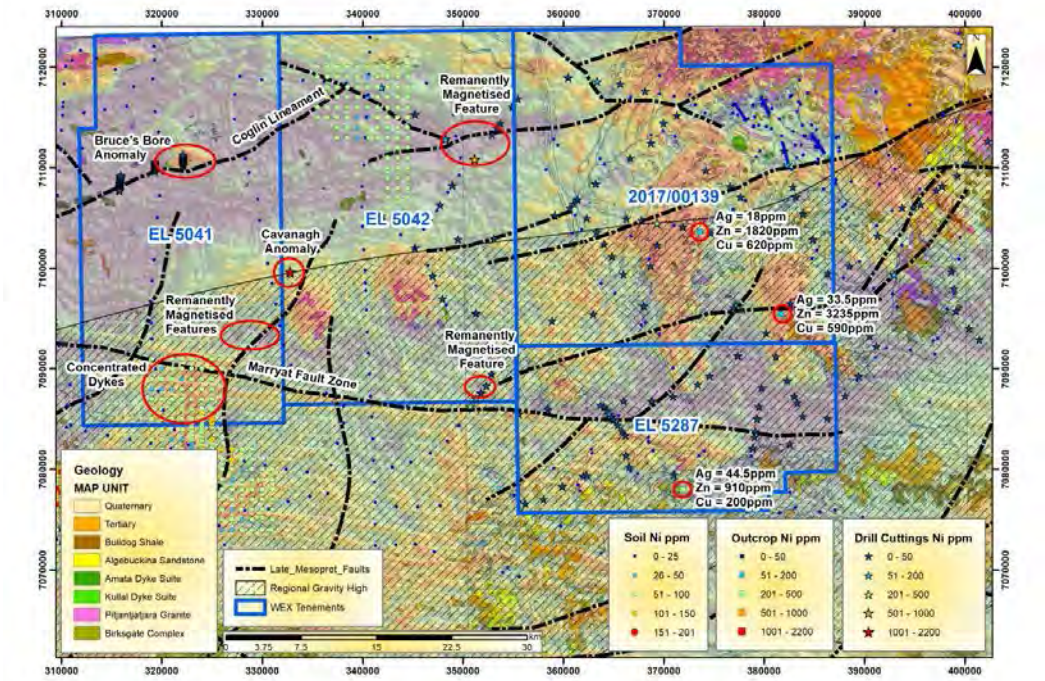

Figure 5: Alcurra Project (EL 5041 (SELA 2017/00156), EL 5042 (SELA 2017/00157), EL 5287 & ELA 2017/00139) Geology and Sample Locations

3.3.2 MGC Opinion – EL 5041 (SELA 2017/00156), EL 5042 (SELA 2017/00157), EL 5287 & ELA 2017/00139

Given the presence of a regional east-west gravity high through the project area, associated with sulphide bearing mafic-ultramafic Giles Complex intrusives and interpreted concentrations of cross cutting mafic-ultramafic dykes, MGC considers EL 5041 (SELA 2017/00156), EL 5042 (SELA 2017/00157), EL 5287 and ELA 2017/00139 prospective for magmatic Ni-Cu-Co-PGE sulphide deposits.

The presence of remanently magnetised bodies, which have been verified as layered intrusions through drilling on EL 5042 (SELA 2017/00157), supports the presence of further Giles Complex intrusives within the project area.

Although the concentrated dykes on EL 5041 (SELA 2017/00156) have been previously tested for anomalism through a surficial geochemical survey (i.e. mag lag fraction by Mithril Resources), the cover thickness would have prevented the effective testing of bedrock geochemical anomalism.

The significant hydrothermal related Ag-REE mineralisation within Pitjantjatjara Supersuite granite on EL 5287 and ELA 2017/00139 requires further investigation.

In addition to this, the thin Quaternary cover would enable detailed, inexpensive bedrock geochemical assessment, as well as effective geophysical surveying of the basement (i.e. excessive depth and conductive cover can produce poor geophysical survey results).

Furthermore, the potential risks associated with heritage and land owner access are considered very low, given the ease with which extensive access has been granted to undertake work by previous explorers and the GSSA.

The prospectivity of a large portion of the EL 5041 (SELA 2017/00156), EL 5042 (SELA 2017/00157), EL 5287 and ELA 2017/00139 remains unknown, due to the limited exploration completed over the tenement to date and the extensive Quaternary and Tertiary cover masking the basement. The identification of suphide bearing Giles complex intrusives on EL 5042 (SELA 2017/00157) highlights the potential for magmatic Ni-Cu-Co-PGE sulphide deposits within the project area. For these reasons, it is MGC's opinion that further work is warranted on EL 5041 (SELA 2017/00156), EL 5042 (SELA 2017/00157), EL 5287 and ELA 2017/00139.

4. EXPLORATION PROPERTIES – GAWLER CRATON

4.1 Regional Geology – Gawler Craton

The Gawler Craton comprises a Meso- to Neoarchaean core enclosed by Palaeoproterozoic to Mesoproterozoic rocks, which cover an area of 440,000 km^2 in central South Australia (Figure 6). The Mesoarchaean history of the craton is dominated by felsic magmatism, the Neoarchaean to Palaeoproterozoic by sedimentation and bimodal volcanism and the Mesoproterozoic by felsic volcanism (DPC website, 2017).

The southern boundary of the craton coincides with the continental margin, the Torrens Hinge Zone and Adelaide Geosyncline separate the Gawler Craton from the Curnamona Province to the east and the Officer Basin separates the Gawler Craton from the Musgrave Province in the north and the Coompana Province in the west. The eastern, northern and western boundaries are all poorly constrained due to the extensive cover sequences in the region (DPC website, 2017).

The Gawler Craton preserves a complex tectonic history spanning from 3400Ma to 1450Ma and the age of all the major events has been summarised below (DPC website, 2017).

- Felsic magmatism of the Cooyerdoo Granite and underlying TTG basement (~3400 - 3150 Ma)
- Felsic magmatism of the Coolanie Gneiss (~2820 Ma)
- Bimodal magmatism and sedimentation of the Sleaford and Mulgathing Complexes (~2560 – 2470 Ma)
- Sleaford Orogeny (~2480 – 2420 Ma)
- Felsic magmatism of the Miltalie Gneiss and equivalents (~2000 Ma)
- Sedimentation and bimodal magmatism (~2000 – 1730 Ma) including Hutchison Group, Broadview Schist and Myola Volcanics, Moonabie Formation and McGregor Volcanics, Wallaroo Group, Peake Metamorphics, Price Metasediments, and unnamed sediments in the Nawa and Fowler Domains and Mt Woods inlier
- Cornian Orogeny (~1855 – 1845 Ma); metamorphism and felsic magmatism of the Donington Suite
- Kimban Orogeny (1730 – 1690 Ma); metamorphism and felsic magmatism of the Middlecamp Granite and equivalents and Moody Suite, synchronous with sedimentation of the Eba and Labyrinth Formations
- Sedimentation of the Tarcoola Formation and Corunna Conglomerate (1680 – 1640 Ma) and felsic magmatism of the Tunkillia Suite (~1690 – 1680 Ma)
- Felsic magmatism (1620 – 1570 Ma) comprising the Nuyts Volcanics, St Peter Suite and Gawler Range Volcanics and Hiltaba Suite, synchronous with metamorphism and shear zone formation
- Kararan Orogeny (1570 – 1540 Ma); shear zone formation
- Coorabie Orogeny (1470 – 1450 Ma); shear zone formation

The northern Gawler Craton is bounded to the south by the Karari Shear Zone, which separates the Christie Domain predominantly composed of 2555–2410 Ma gneisses of the Mulgathing Complex from the 1790-1740 Ma magnetite-rich, meta-sedimentary rocks of the Nawa Domain, Mount Woods Inlier, Coober Pedy Ridge, and the Peake and Denison Block (Armit et. al., 2017).

The Hiltaba Suite is the primary focus of current exploration activities and is considered highly prospective for IOCG and intrusion hosted gold deposits. In addition, this report also reviews the prospectivity of the Nawa Domain ironstone formation for iron ore and BIF hosted gold potential,

the Mulgathing Complex Lake Harris Greenstone Belt for intrusive hosted Ni-Cu-Co-PGE potential and Quaternary playa sediments of Lake Labyrinth for lithium brine enrichment.

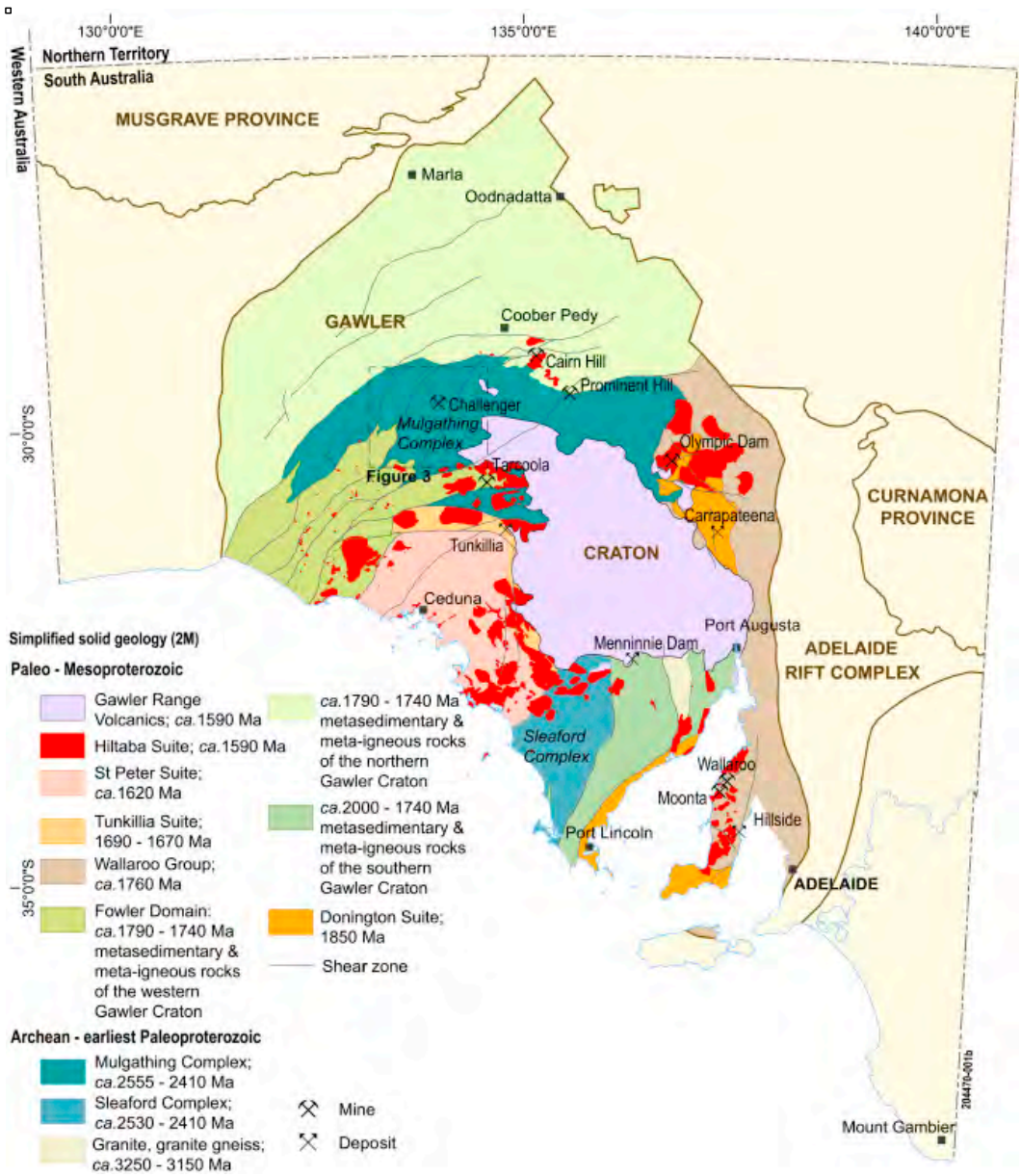

Figure 6: Simplified solid geology interpretation of the Gawler Craton, South Australia (Halpin & Reid, 2016).

4.2 Exploration Strategy – Gawler Craton

The primary exploration focus within the Gawler Craton is on Hiltaba Suite intrusions, which are considered highly prospective for IOCG deposits.

The Carulina gravity anomaly is a 16 mGal, advanced exploration target located on EL 5040 (SELA 2017/00155). The gravity anomaly occurs coincident with an aeromagnetic anomaly in an area of substantial basement faulting and is located west of the Torrens Hinge Zone in a similar stratigraphic position to known IOCG deposits (e.g. Olympic Dam, Carrapateena and Prominent Hill). There is also IOCG potential within the Nawa Project tenements, where large Hiltaba Suite intrusions are present, but have been subjected to only limited investigation.

The Carulina anomaly is a drill ready target, requiring a deep drill hole to test the gravity component of the target, which was not intersected during previous drill testing. The exploration techniques to be applied by WEX to identify additional IOCG targets should occur in two phases. Initially, infill gravity and magnetic geophysical surveys are required to define discrete coincident anomalies, located adjacent to major structures and in close proximity to Hiltaba Suite intrusives (i.e. need a mineralising fluid source and structural architecture in place to focus the fluids). The second phase involves the deep drill testing of the anomalies and assessing both the geochemistry and lithology of drill intersections for potential IOCG mineralisation vectors. For example, the presence of IOCG pathfinder elements, relative changes in element chemistry of certain minerals (i.e. element substitution with increased heat) or the presence of haematite breccia would all be considered positive indications for proximal mineralisation.

There is a significant amount of Nawa Domain ironstone formation on EL 5116 (SELA 2017/00183), which is considered prospective for iron ore and BIF hosted gold. The Nawa Domain ironstone has a very distinctive, highly magnetic signature, evident in regional magnetic data. For this reason, the strategy for targeting iron ore and BIF hosted gold mineralisation can be focussed on geochemical techniques sampling across the readily defined magnetic features. Given the depth of cover on EL 5116 (SELA 2017/00183) is between 100-500m, lower cost soft sediment drilling techniques could be applied to complete a geochemical bedrock survey. Any geochemical targets defined through this process could then be followed up with deeper hard rock drilling techniques.

The recognition of sulphide bearing ultramafic intrusives on EL 5113 (SELA 2017/00182) highlights the potential for magmatic Ni-Cu-Co-PGE sulphide mineralisation. The exploration techniques to be applied by WEX to target magmatic sulphides within ultramafic intrusives one EL 5113 (SELA 2017/00182) would be undertaken in two phases. Firstly, completion of an electromagnetics (EM) geophysical survey to identify bedrock conductors associated with the presence of massive sulphides in the bodies. The second phase would be to drill test bedrock conductors with a hard-rock drilling technique such as RC or diamond drilling.

EL 5113 (SELA 2017/00182) also has the potential to for lithium brine enrichment within Quaternary Lake Labyrinth playa sediments according to a recent favourability analysis by Geoscience Australia (*Report 2013/39*). No previous work has been completed to assess the lithium brine potential of the Lake Labyrinth playa sediments. As a first pass, data needs to be collected on the lithium, potassium and boron concentrations in groundwater and lake waters either through surface sampling or drilling over the salt lake. It is also important to understand the hydrogeological setting of Lake Labyrinth (lithology and geochemistry of sediments infilling palaeochannels) and gather more information on lithology and the thickness of the lake sediments.

4.3 EL 5040 (SELA 2017/00155) (Carulina Project)

4.3.1 Description – EL 5040 (SELA 2017/00155)

EL 5040 (SELA 2017/00155) is held by WEX (100%). The tenement covers 401 km^2 and is located approximately 20 km north-west of Oodnadatta.

The tenement is located within three determinations of Native Title, the Yankunytjatjara / Antakirinja, the Arabana People and the Arabana No 2 Native Title Claims

The surface geology of EL 5040 (SELA 2017/00155) is comprised of 100% sedimentary cover with no known basement outcrop. The oldest sediments which dominate EL 5040 (SELA 2017/00155), are Cretaceous Eromanga Basin Oodnadatta Formation claystone and siltstones. This is overlain in part by the Lake Eyre Basin Tertiary Yardinna claystone and less common Tertiary silcretes. Both the Oodnadatta Formation and Tertiary sediments are overlain by Quaternary alluvial channel, fan and plain sediments with only minor Quaternary dune fields present in the north-east of the tenement.

The interpreted solid geology indicates EL 5040 (SELA 2017/00155) falls within the Gawler Craton, close to the eastern margin of the Archaean Nawa Domain and the western margin of the Palaeoproterozoic Noolyeana Domain (Figure 7). The interpreted position of the Peak and Denison Domain is located <20km to the south-east. There is also interpreted Hiltaba Suite plugs 55km to the SSW.

The Torrens Hinge Zone is a complex structure up to 25km wide, which defines the western margin of the Adelaide Geosyncline and the Delamerian fold belt and most likely delineates the eastern boundary of the Gawler Craton. The Torrens Hinge Zone is a major crustal feature which represents the transitional zone between thick, folded Neoproterozoic sediments of the Geosyncline and very thin, flat-lying platformal counterparts on the Stuart Shelf and Spencer Shelf (Preiss et. al., 1993).

Large scale northwesterly-trending crustal-scale lineaments occur in the project area (O'Driscolls G2 and G9D lineament corridors) and can be observed in the regional geophysics. Associated with these crustal scale lineaments are smaller scale northeast trending structures (Brown, 2008).

The Carulina gravity anomaly is 16 mGal and occurs coincident with an aeromagnetic anomaly which is similar to the Olympic Dam body (gravity anomaly of 14 mGal and a magnetic anomaly of 1000 nT). The Mt Carulina anomaly occurs in an area of substantial basement faulting similar to Olympic Dam (Corbett, 2002). There also appears to be further gravity targets located on the periphery of the main anomaly. The smaller targets could reflect the presence of discrete Hiltaba Suite plugs intruding the older Nawa Domain basement, as mapped 55km SSW of the tenement.

The regional fabric of both the gravity and magnetic data is trending NW-SE through the Carulina anomaly, hence the potential exists for further anomalies along strike. The anomalies on EL 5040 (SELA 2017/00155) are in a similar I position to known IOCG deposits (e.g. Olympic Dam, Carrapateena and Prominent Hill), which are locate between 25-100km west of the Torrens Hinge Zone.

Only four drill holes have been completed on EL 5040 (SELA 2017/00155) to date (Figure 7), these include Oodnadatta-1 (Santos, 1957), MR-158 (Meekatharra Minerals, 1985), CAR-1 (Inco-PlatSearch-Larua/Ellendale, 2002) and BCMRD0001 (Barrick Gold of Australia, 2007).

Santos were exploring for oil and the drill hole intersected Oodnadatta Formation from 0-136m, Bulldog Shale from 136-307m and Cadna-owie Formation from 307-402.9m. Whole rock analysis was recently completed on samples from Oodnadatta-1 from core stored at the SA Drill Core Reference Library. The whole rock analysis was completed on 50 selected intervals from 8.9-294.4m and identified some anomalous IOCG element associations including: Mo up to 95.6ppm, As up to 29.2ppm, Ce up to 146.7ppm, La up to 38.2ppm, Co up to 80.1ppm, Ba up to 1276.1ppm and U up to

3.7ppm. Santos drilled two additional shallow holes to the north of the tenement (Oodnadatta-2 to 94.8m and Oodnadatta-3 to 38m) but there is no assay or logging data available for these holes.

Meekatharra Minerals were targeting coal and the MR-158 (and MR 52 south of the tenement) terminated in Coorikiana Member (Cretaceous) for a total depth of 260.4m. There are no assay results for these holes (only gamma logs).

Inco-PlatSearch-Laura/Ellendale were targeting Olympic Dam type IOCGs based on regional geophysical characteristics analogous to the Stuart Shelf and more specifically, the Olympic Dam environment. CAR-1 drill tested a large magnetic anomaly with a coincident gravity anomaly (i.e. the Mt Carulina anomaly). The drill hole intersected Neoproterozoic basement (Adelaidean) at 319m, consisting of a sequence of quartzites, shales and dolomitic carbonates. At 569.6m the hole entered Palaeoproterozoic basement, intersecting a banded quartz - feldspar - chlorite - haematite gneiss and pegmatite and reached a final depth of 624.6m. The hole intersected zones of brecciation and fine quartz-carbonate veining within the Adelaidean. One such zone assayed one metre at 579 ppm Cu and 492 ppm Ce. No anomalous Cu or Au values were returned from any of the assays submitted for the Palaeoproterozoic basement samples. However, the assays did pick up an interesting spike in LREE (218.09ppm Ce and 110.82ppm La) and a distinctive increase in Ba (602.4ppm), Th (68.53ppm) and U (4.19ppm) to around double the background values (Corbett, 2002).

A second drill hole (BCMRD0001) completed by Barrick Gold of Australia targeted the Mt Carulina anomaly in 2007. The drill hole intersected a thick package of weakly altered (sericite-chlorite+-hematite+-carbonate+-albite) gneissic? Palaeoproterozoic lithologies (Peake and Denison Domain) approximately 250m shallower than was initially modelled (Brown, 2008). Barrick interpreted this to be due to the Mt Carulina gravity anomaly being the result of uplifted/or a palaeo-topographic high of Peake and Denison Domain basement, rather than dense haematite breccias associated with IOCG mineralisation. A total of 204 samples were analysed down hole, 30 of which were analysed for whole rock data. The most interesting samples were from 355-360m (20ppb Au, 147ppm Cu and 27.8ppm Mo and 8.8ppm W) and from 370-375m (10ppb Au, 135ppm Cu, 0.4g/t Ag, 13ppm As, 0.58ppm Bi, 2.66ppm Sb and 16.8ppm W). Three of the whole rock samples contained interesting anomalism including: ~0.48% Ba, ~0.39% S and ~0.12% Sr values in intervals occurring between 335-393m. The drill hole reached a maximum depth of 750.1m.

Recent 3D magnetic and gravity inversion model (completed by WEX), indicates the Carulina anomaly is composed of a highly magnetic core, surrounded by a high density gravity shell. Neither of the historic drill holes, CAR-1 or BCMRD0001 intersected the high grade gravity shell associated with the target.

Two stratigraphic holes were drilled beyond the margin of EL 5040 (SELA 2017/00155) by the South Australian Department of Mines (SADME). Yardinna-1 (1971) was drilled ~9km north of the tenement and reached an end of hole depth of 156.06m within Bulldog Shale. There are no assay results for this hole, only gamma logs. Oodnadatta-TWS-2 (1974) was drilled ~5km east of the tenement to supplement the Oodnadatta township water supply. It was drilled to a total depth of 434.48m and terminated in an un-named quartzite (possibly an Ordovician, Officer Basin sequence) located stratigraphically beneath the Algebuckina Sandstone. There was no mineralogical analysis completed on this drill hole, only the water was analysed.

Boorthanna gold occurrence is located <25km along strike to the south-east of EL 5040 (SELA 2017/00155). A single drill hole (BOMRD0003) intersected 2m @ 7.95 g/t Au from 768m within Cadlareena Volcanics (Peak and Denison Domain). The Au may have been associated with a narrow carbonate-chlorite vein at 768.5m. The drill hole was terminated at 902.7m.

Sapphire Mines completed a shallow (120m) drill hole (K3/M1) ~6km north of the Boorthanna gold occurrence whilst targeting kimberlite/ lamproite intrusions (i.e. diamonds) interpreted in magnetic data. Nearby outcrop samples identified anomalous Niobium up to 39.5ppm (i.e. diamond indicator element) supporting the model (Howard, 1995). However, the drill hole intersected Bulldog Shale from 1-120m and consequently no assays were taken.

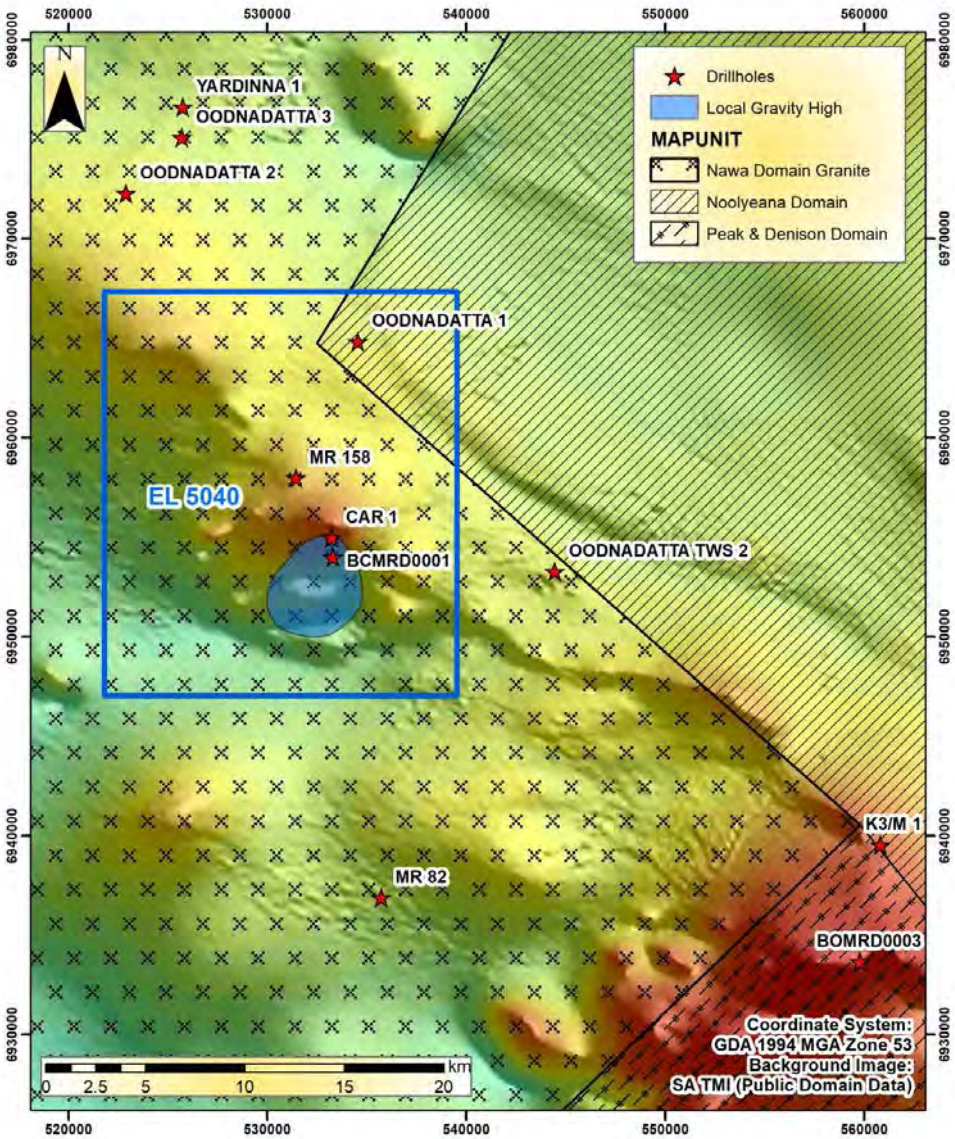

Figure 7: EL 5040 (SELA 2017/00155) solid geology and drill hole locations.

4.3.2 MGC Opinion – EL 5040 (SELA 2017/00155)

There has been very limited basement exploration on EL 5040 (SELA 2017/00155), largely due to previous exploration in the region being focussed on oil, gas and coal within the thick sedimentary cover. There is no known basement outcrop on EL 5040 (SELA 2017/00155) and historic drilling indicates the cover thickness varies between 300-600m, which MGC considers limiting to cost effective exploration.

EL 5040 (SELA 2017/00155) is host to the Carulina IOCG target, which is a 16 mGal gravity anomaly, with a coincident aeromagnetic anomaly in a region of substantial basement faulting. The Carulina anomaly is considered analogous to Olympic Dam according to a report by consulting geophysicist D. M. Barrett (1996). Although the target was drill tested after this assessment, a recent 3D magnetic and gravity inversion model (completed by WEX), indicates previous drill holes did not intersect the high grade gravity shell associated with the target. MGC considers this very significant, given the high grade shell component of the anomaly has the potential to represent a body of dense haematite breccia associated with IOCG mineralisation.

There is potential for further targets to exist on the periphery of the main anomaly and along strike, to the north-west and south-east, where the regional gravity and magnetic trend continues. Infill geophysical surveys through this zone could potentially define discrete magnetic and gravity anomalies, located adjacent to major structures (i.e. IOCG targets), which occur in close proximity to intrusives (i.e. heat/fluid source for mineralisation).

Although no significant Cu or Au values have been identified in any of the previous drilling on EL 5040 (SELA 2017/00155), there have been other anomalous IOCG element associations including elevated As, Ba, Co, Mo, U, W. This anomalism could represent part of an alteration halo to potential mineralisation. The presence of a 2m @ 7.95 g/t Au intersection <25km along strike (south-east) at the Boorthanna gold occurrence, further supports the potential for Au mineralisation processes occurring (i.e. heat/fluid sources) in the region.

Given the similarity of the Carulina geophysical anomaly to the Olympic Dam body, the proximity to the Torrens Hinge Zone, the presence of IOCG pathfinder elements and previous drilling not testing the gravity component of the target, MGC considers the Carulina anomaly warrants further drill testing.

In addition, given the limited exploration completed on the remainder of the tenement, it is MGC's opinion that further work is warranted both on the periphery of the Carulina anomaly and along strike following up the regional NW-SE geophysical trend.

4.4 EL 5113 (SELA 2017/00182) (Labyrinth Project)

4.4.1 Description – EL 5113 (SELA 2017/00182)

EL 5113 (SELA 2017/00182) is held by WEX (100%). The tenement covers 266 km^2 and is located approximately 60 km north-east of Tarcoola.

This tenement is located within the WPA and is subject to a co-existence model between the Department of Defence and non-Defence (including the resource sector). EL 5113 (SELA 2017/00182) is located within the "Infrequent Defence Use" exclusion zone (Green Zone) in which new non-Defence users will have a presumption of access; however, they can be excluded for up to 56 days a year.

EL 5113 (SELA 2017/00182) is covered by the Antakirinja Matu-Yankunytjatjara Native Title Claim Group. Heritage clearance may be restricted over the salt lakes.

Only a single deep drill hole exists on EL 5113 (SELA 2017/00182) (DD88ME-2) which identified disseminated sulphide bearing ultramafic intrusives, prospective for Ni-sulphides (Figure 8). However, the tenement is also considered highly prospective for gold mineralisation, given presence of Hiltaba Suite along the western margin of the tenement and the presence of multiple structurally controlled, intrusion-related gold prospects located less than 5km to the west of EL 5113 (SELA 2017/00182).

Lake Labyrinth, a large non-perennial salt lake with the potential for lithium brine enrichment (Figure 8), is situated in the southern portion of EL 5113 (SELA 2017/00182). This is supported by a recent favourability analysis by Geoscience Australia (*Report 2013/39*). There is currently no hydrogeochemical data (sampling or drilling) in the proximity of Lake Labyrinth; other than palaeochannel mapping *(Hou* et al*., 2013).* Lithium brine prospectivity is based largely on favourable geology, source rocks, depositional setting, fluid movement and the arid climate supporting brine evolution or enrichment mechanisms.

The northern third of the tenement is dominated by Eromanga Basin, Algebuckina Sandstone (Jurassic-Cretaceous), fringed by Quaternary ironstone and calcrete colluvium, crosscut by modern alluvial channels and capped by occasional dune fields. Also present is the Tertiary, Billa Kalina Basin, Mirikata Formation, which outcrops on the fringes of the Quaternary colluvium.

The central portion of the tenement is dominated by Quaternary red-brown clayey-sand hardpan sediments, which are crosscut by modern alluvial channels. Minor basement granite outcrops occur through this zone (<5% for the total tenement) and include Hiltaba Suite on the western margin and undifferentiated foliated granites in the east (possibly Tunkillia Suite).

The southern portion of the tenement is dominated by Quaternary gypsiferous and quartz sand in lunettes and playa sediments associated with Lake Labyrinth.

The GSSA solid geology map has interpreted 85% of the basement rocks as Gawler Range Volcanics (Lower), with only the western most portion of the tenement mapped as Hiltaba Suite. Only a tiny component of the western margin of the tenement includes the Mulgathing Complex and Harris Greenstone Belt units are mapped 8km to the south of the tenement (Figure 8)

The Lake Labyrinth Prospect was initially identified as a reversely polarised magnetic response in airborne magnetic data and targeted as a potential carbonatite intrusion. Infill ground magnetics and gravity data defined a series of steeply dipping coincident 4,000 nT magnetic and 2.8 mgal gravity intrusive bodies. Drilling intersected a sequence of acid to intermediate volcanics overlying an altered layered peridotite, cross cut by alkali basalt dykes and felsic pegmatite veins (Palmer, 1989).

According to the GSSA Archaean to Mesoproterozoic solid geology interpretation, the drill hole is positioned within the Hiltaba Suite, but less than 1km south-east of the Gawler Range Volcanics (Lower) contact. However, drill core logging and recent (2014) whole rock geochemistry completed on core stored at the SA Drill Core Reference Library, indicates the presence of predominately ultramafic intrusives (peridotite) with MgO values in excess of 20%. The drill hole is positioned only 10km north of interpreted Lake Harris Komatiite, acid volcanics and metasediments (Kychering Formation) of the Harris Greenstone Belt (~2520Ma).

The maximum Cu value of 2230ppm from 280.9-282.3m previously highlighted by WEX is actually a digitising error within the SARIG database. The original logs have this sample listed with a Cu value of 230ppm. The maximum Cu value for DD88ME-2 is actually 792ppm from 176-177.3m (Palmer, 1989).

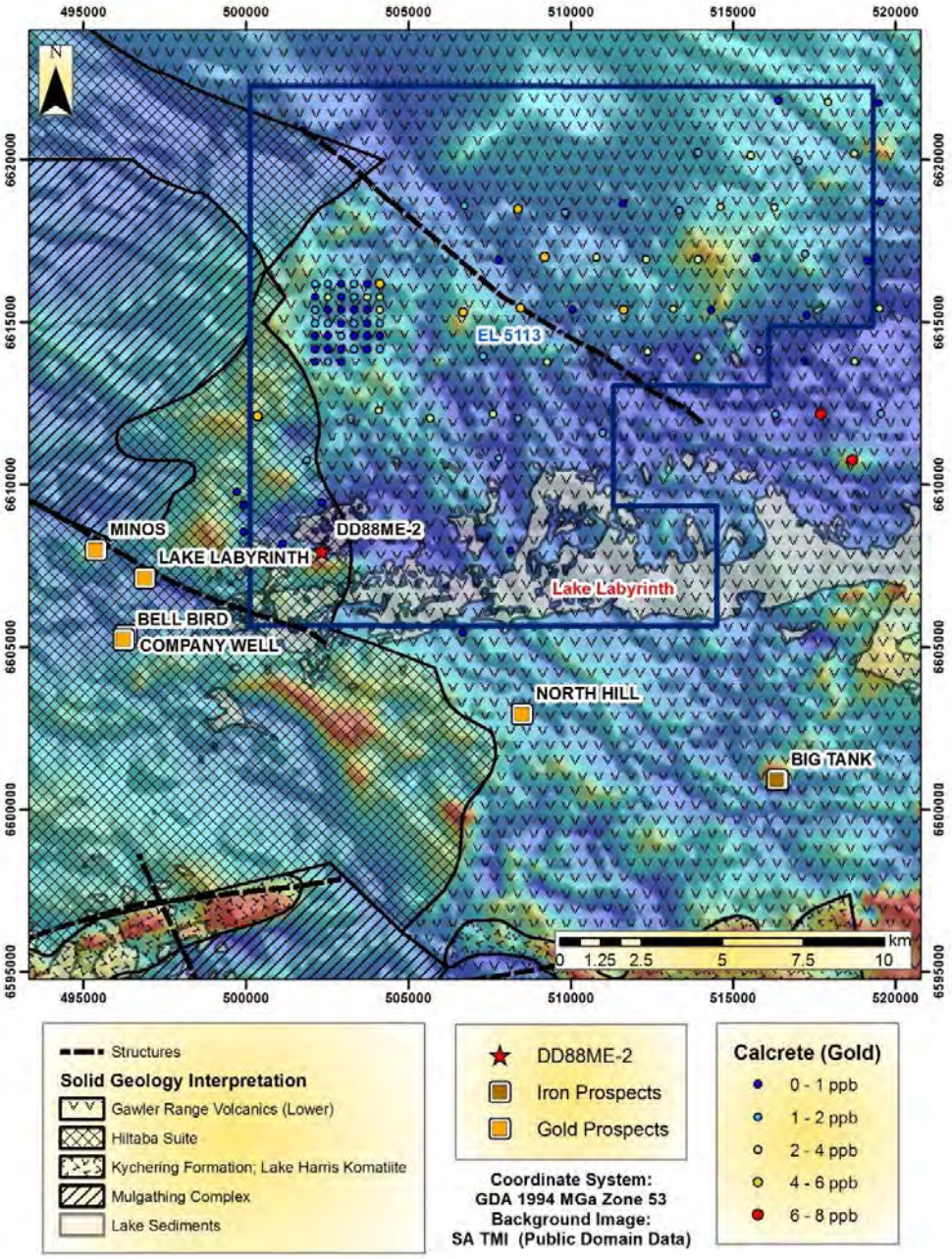

Figure 8: EL 5113 (SELA 2017/00182) solid geology, sample locations and prospects.

Lake Labyrinth is a semi-closed salt lake within the Kingoonya Palaeochannel, part of a larger well developed system of Cenozoic palaeochannels. These palaeochannel systems and drainage directions have been extensively mapped out in the Central Gawler region primarily using industry and government funded airborne electromagnetic surveys-AEM (Hou *et al.*, 2013). These palaeochannels ensure an active hydrogeological system of groundwater flows. Lake Labyrinth is likely fed by groundwaters in the aquifers within the Kingoonya Palaeochannel.

Felsic intrusive rocks belonging to the Hiltaba Supersuite, and felsic to intermediate Gawler Range Volcanics constitute the dominant source rocks of lithium and boron. Most felsic and intermediate intrusive and volcanic rocks are Proterozoic age ruling out preservation of volcanic glass as source material for lithium (the most readily leachable source of lithium).

4.4.2 MGC & NILE Opinion – EL 5113 (SELA 2017/00182)

Given the presence of ultramafic rocks in drill core with both geophysical signature and geochemistry consistent with a komatiite intrusive (MgO > 20%) and the close proximity to known Lake Harris Komatiite, it is MGCs opinion that the drill hole intersected the Archaean Harris Greenstone Belt in favour of the Gawler Range Volcanics / Hiltaba Suite interpretation. The spatial position of the komatiite is consistent with a peripheral intrusion to the main stratigraphic body. There is also a strong argument for a structural offset due to the large scale structures present in the region e.g. the Lake Labyrinth Shear Zone.

MGC considers EL 5113 (SELA 2017/00182) prospective for komatiite hosted Ni-sulphides due to the presence of trace of disseminated euhedral grains of chalcopyrite and pyrite throughout the drill core (i.e. suggesting the presence of some primary magmatic sulphides). In addition, there is also chalcopyrite, pyrite and pyrrhotite present, which is associated with carbonate veinlets (i.e. suggesting secondary remobilised sulphides).

Furthermore, the average background Ni content of ultramafic rocks is normally quite high (~2000ppm) due to elevated Ni content in Mg-silicates such as olivine. However, the assays from drill core returned relatively low Ni contents (~500ppm) suggesting the Ni content of the ultramafic rocks may have been depleted. When the Ni is depleted in an ultramafic rock, it can be an indicator that Ni was removed from the melt due to the formation of sulphides (i.e. the Ni partitioned with the sulphides in favour of the Mg-silicates). Therefore, the presence of depleted Ni geochemistry increases the potential for nearby sulphide accumulation within the intrusion. The presence of moderately elevated S (0.11-0.18%) suggests a sulphur saturated environment. The presence of S is important, as the presence of S it thought to be one of the main triggers for the formation of magmatic sulphides.

Airborne EM is an excellent technique for the initial targeting of bedrock conductors associated with Ni-sulphides. Any targets identified should then be followed up with detailed ground EM to define precise drill targets as nickel sulphide targets have relatively small footprints (i.e. <200m)

In addition, MGC considers the western portion of EL 5113 (SELA 2017/00182) highly prospective for gold mineralisation. Existing gold prospects, some of which have historic production records, exist less than 5km west of the tenement. The gold prospects include structurally controlled, intrusion-related and metamorphism-related deposits including Bell Bird (recorded production 27.6t @ 68g/t) and Lake Labyrinth (recorded production 146t @ 35.6g/t). Recent drilling by Endeavour Discoveries intersected 8m at 5.69g/t Au to the north-west of the Lake Labyrinth Prospect.

Currently, there is no available hydrogeochemical data in the proximity of Lake Labyrinth. Other than palaeochannel mapping (Hou et al., 2013) no ground water, surface sampling or drilling over the salt lake has been carried out. In order to assess the lithium potential, more data is required on lithium, potassium and boron concentrations in groundwater and lake waters. It is also important to understand the hydrogeological setting of Lake Labyrinth (lithology and geochemistry of sediments infilling palaeochannels) and gather more information on lithology of lake sediments and geochemistry of lake waters. This is a 'Greenfield's' play and it is NILE's opinion that it warrants further work.

The prospectivity of a large portion of EL 5113 (SELA 2017/00182) remains unknown, due to the limited exploration completed over the tenement to date and the extensive Quaternary cover masking the basement. Given the high prospectivity of rocks intersected by only limited exploration, it is MGC's opinion that further work is warranted.

4.5 EL 5116 (SELA 2017/00183), ELA 2012/00119 & ELA 2012/00120 (Nawa Project)

4.5.1 Description - EL 5116 (SELA 2017/00183), ELA 2012/00119 & ELA 2012/00120

EL 5116 (SELA 2017/00183) is held by WEX (100%), covers 459 km^2 and is located approximately 120 km west of Coober Pedy. The applicant for ELA 2012/00119 and ELA 2012/00120 is Norsa (100%). ELA 2012/00119 covers 929 km^2 and is located approximately 155 km west-north-west of Coober Pedy and ELA 2012/00120 covers 848 km^2 and is located approximately 190 km west of Coober Pedy.

The Nawa Project tenements are located within the WPA and are subject to a co-existence model between the Department of Defence and non-Defence (including the resource sector). The tenements are located within the "periodic Defence use" exclusion zone (Amber Zone - 2) in which new non-Defence users could be excluded for up to 70 days a year.

EL 5116 (SELA 2017/00183) and the eastern portion of ELA 2012/00119 fall within the Tallaringa Conservation Park, which is subject to restricted mineral exploration and mineral production. One of the main considerations for this is the extended period of notice required before commencement of any exploration activity (3 months).

There is no known outcropping crystalline basement on the Nawa Project tenements. The oldest outcrop is comprised of Cambrian, Officer Basin, Arcoeillinna Sandstone. This small outcrop (300m x 550m) is located in the centre of the southern portion of ELA 2012/00120. Cretaceous, Eromanga Basin, Bulldog Shale and Cadna-owie Formation (sandstone) are the next oldest outcrop and are far more extensive. These Cretaceous sediments are cross cut by Tertiary Tallaringa Palaeochannel, Garford Formation and overlain by Tertiary Carnadinna Surface ferricrete duricrust. Over half of the Nawa Project tenement area is overlain by Quaternary colluvium and extensive east-west trending dune fields.

The GSSA solid geology map has interpreted the basement rocks as predominately undifferentiated metasediments of the Palaeoproterozoic Nawa Domain. In addition, there is a significant component of Nawa Domain iron formation present on EL 5116 (SELA 2017/00183) (~10%). The western margin of ELA 2012/00119 and ELA2012/00120 follows the contact of the Nawa Domain Precambrian granites and gneisses. Hiltaba Suite is also present in the project area and has been interpreted through the northern half of ELA 2012/00120 (~40%), the south-east corner of ELA 2012/00119 (~10%) and ~25km to the north-east, ~35km to the north and ~40km to the north-west of EL 5116 (SELA 2017/00183) (Figure 9).

The presence of Hiltaba Suite in the project area highlights the potential for a variety of mineralisation styles including IOCG deposits. A broad gravity high runs south-west/north-east through the centre of EL 5116 (SELA 2017/00183). This gravity high occurs coincident with magnetic highs, which have not been interpreted as Nawa Domain iron formation in the solid geology

mapping. The magnetic data also highlights significant, complex, structures through this zone. If infill surveys identified discrete coincident magnetic and gravity anomalies, adjacent to the structures, these would be considered robust IOCG targets given the close proximity to Hiltaba Suite intrusions. There is also potential for BIF hosted gold within the Nawa Domain iron formation present on EL 5116 (SELA 2017/00183). The intrusion of younger Hiltaba Suite granites provides a potential fluid source for gold precipitation to occur within the BIF host rock.

There is very little geochemical evidence to support the above exploration models. Only a single drill hole (CR92-14) has been drilled on the EL 5116 (SELA 2017/00183) to date (Yerada No. 32 iron occurrence). The drill hole was assayed for Cu, Pb, Zn, Au and Ag, however no anomalous results were returned. The drill hole intersected quartz magnetite ± pyroxene BIF from 240-254m, however it was never assayed for Fe.

There are however, multiple iron prospects and occurrences related to the Nawa Domain iron formation, in addition to Yerada No. 32 within the region. Two iron prospects, Corkscrew Bore and Paragon Bore (Figure 9) are located along strike, to the north-east of the iron formations on EL 5116 (SELA 2017/00183) and contain BIFs with Fe values up to 34%. Paragon Bore is associated with a remanently magnetised Hiltaba Suite mafic plug, which has intruded Nawa Domain iron formation. Four drill holes identified elevated As (25ppm) and P (2386ppm) in this area (i.e. IOCG pathfinders). Three drill holes in the Corkscrew Bore intersected quartz magnetite amphibole gneiss with minor pyrrhotite and identified elevated Cu (1200ppm) and subtly elevated Au (18ppb) and P (840ppm).

The Tallaringa GST gold prospect is located ~35km west of EL 5116 (SELA 2017/00183) and to the south-east of the Nawa Project ELAs (Figure 9). Drilling intersect hydrothermally altered and brecciated Proterozoic gneissic basement with sulphide mineralisation (pyrite, sphalerite and chalcopyrite) from 104.9m. Assay returned elevated levels of Cu (900ppm), Pb (390ppm), As (86ppm), U (27ppm) and Mo (78ppm) and native Au was identified in petrographic examinations (Rank, 2000)

The regional gravity highs, trending south-west/north-east, also straddle the north-west and south-east margins of ELA 2012/00119 and ELA 2012/00120. The most interesting magnetic features on these ELAs occur within the in the southern portion of the ELA 2012/00119 and as two semi-discrete magnetic features in the in the northern portion of ELA 2012/00120, both of which occur coincident with interpreted Hiltaba Suite and proximal to a major south-west/north-east trending structure (i.e. potential structural pathway and source for mineral bearing fluids). These magnetic targets and the remainder of the tenements require infill gravity and magnetics to further enhance discrete anomalies located adjacent to structures and proximal to Hiltaba Suite, in order to define IOCG drill targets.

Only a single drill hole (OBD 09) has been drilled on the ELA 2012/00120 to date and a second drill hole (OBD 08) is located only 2km south of the southern boundary of the tenement (Figure 9). Both drill holes were targeting base metals and consequently were only assayed for Cu, Pb, Zn and Fe. The only anomalous value intersected in OBD 09 was a Cu value of 560ppm, from 215-217.7m, within Cambrian siltstone shale (Kay, 1981). The drill hole intersected granitic gneiss at 389m and was terminated at 400.7m. There was no anomalous geochemistry recorded in OBD 08 which intersected grey-pink granite at 175.2m and terminated at 185m. Both drill hole basement samples were subsequently reanalysed in 2008 for whole rock geochemistry from core stored at the SA Drill Core Reference Library. However, the whole rock analysis did not reveal any indications of IOCG element associations. There has been no drilling conducted on ELA 2012/00119 to date.

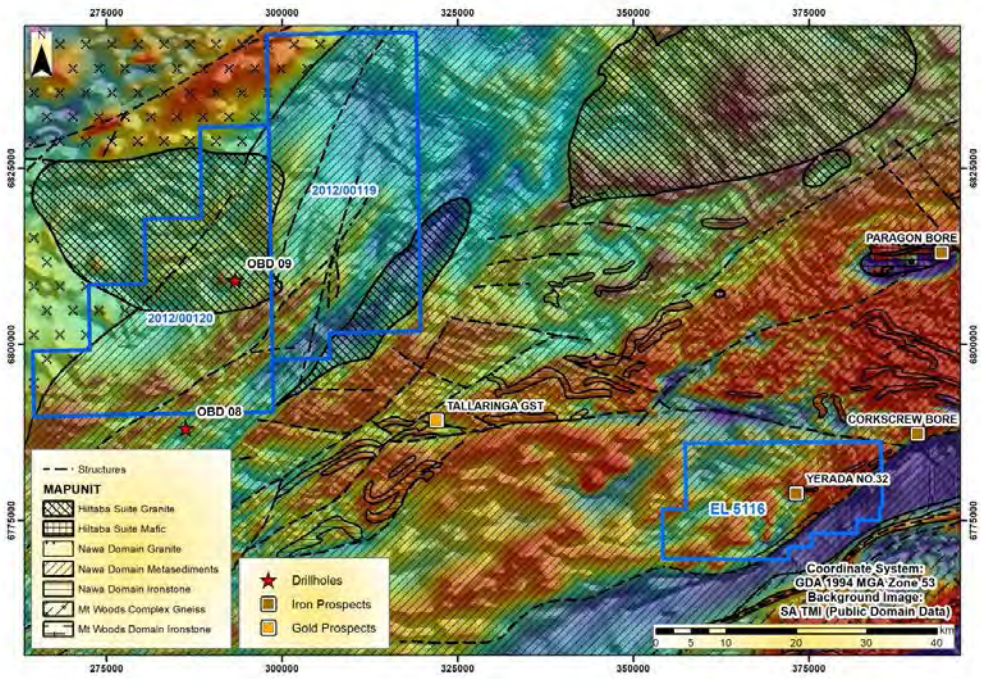

Figure 9: Nawa Project (EL 5116 (SELA 2017/00183), ELA 2012/00119 and ELA 2012/00120) solid geology with prospect and drill hole locations.

4.5.2 MGC Opinion – EL 5116 (SELA 2017/00183), ELA 2012/00119 & ELA 2012/00120

There has been very limited basement exploration on the Nawa Project tenements, largely due to the previous exploration in the Nawa Domain being focussed on oil, gas, coal and sedimentary hosted mineral deposits within the thicker cover sequences to the north. There is no known crystalline basement outcrop on the tenements and historic drilling indicates cover thickness varies between 100-500m, which MGC does not consider prohibitive for cost effective exploration.

There are no discrete IOCG targets defined on the tenements, based on the current broad geophysical and limited geochemical datasets. However, a broad gravity high run south-west/north-east through the centre of EL 5116 (SELA 2017/00183) and along the north-west and south-east margins of ELA 2012/00119 and ELA 2012/00120. These high density zones contain coincident magnetic anomalies, which do not appear to be related to the Nawa Domain iron formation and the magnetic data also highlights significant structural complexity through these zones (i.e. potential structural pathways for mineral bearing fluids). These magnetic features also occur coincident with and proximal to interpreted Hiltaba Suite intrusions (i.e. mineral bearing fluid source). Infill gravity and magnetic surveys through these zones could potentially define discrete anomalies and therefore identify IOCG drill targets.

Typical elevated IOCG element associations (Cu, Mo, As, U + native Au) seen in the Tallaringa GST gold prospect located in the centre of the Nawa Project area, provides some geochemical support for this model.

MGC considers there is also good potential for BIF hosted gold within the Nawa Domain iron formation on EL 5116 (SELA 2017/00183), given the potential heat and fluid source from Hiltaba Suite in the region.

Given the presence of the highly prospective Hiltaba Suite within and in close proximity to the tenements, the elevated Cu, Mo, As and U found at the Tallaringa GST gold prospect, the significant amount of untested Nawa Domain iron formation and the extremely limited exploration completed across the tenements to date, it is MGC's opinion that further work is warranted on EL 5116 (SELA 2017/00183), ELA 2012/00119 and ELA 2012/00120.

5. EXPLORATION PROPERTIES – WESTERN AUSTRALIAN LITHIUM ASSETS

5.1 Regional Geology – Western Australian Lithium Assets

5.1.1 Regional Geology - Pilbara Craton

The Pilbara Craton is a major Archean granite-greenstone terrane of north-western Western Australia, containing some of the oldest rocks on Earth (Figure 2: WA location Map). The craton hosts precious and base metal mineral deposits, and is overlain by the iron-ore-bearing sedimentary rocks of the Fortescue and Hamersley Basins.

The Archean rocks can be divided into two components: granite greenstone s that formed between 36000 and c. 2800 MA (Hickman, 2001), and the unconformably overlying volcano-sedimentary sequences (Mount Bruce Supergroup) of the c. 2770-2400 Ma Hamersley Basin (Arndt et al., 1991). The granite-greenstones of the Pilbara Craton are exposed in the north and northeast of the craton.

This region has been divided into East and West Pilbara Granite-greenstone Terranes separated by northeast trending Central Pilbara Tectonic Zone (Figure 10). The East Pilbara granite greenstone Terrance consist of large ovoid Granitoid-gneiss complexes surrounded by a belt of tightly folded and near vertically dipping volcanic and sedimentary rocks typically metamorphosed greenschist facies; including the Pilgangoora and Wodinga greenstone belt.

The west Pilbara greenstone terrane consists of more linear northeast trending granitoid complexes and greenstone belts.

The northeast trending Mallina Basin forms the major component of the Central Tectonic Zone and straddles the boundary between the East and West Pilbara Granite-Greenstone Terranes. This is a faulted contact. The Mallina and Tabb Tabba Shear Zones mark basement structures relating to early basin formation.

Intrusions of pegmatite range from thin dykes and sills up to bodies several hundred metres wide and intruded granitoids of the Carlindi Grantoid Complex as well as greenstones.

Mineralizing events in the North Pilbara terrain of Western Australia occurred between 3490 and 2700 Ma and include the oldest examples in the world of many ore deposit types. These events were pulsed and associated with major volcano-plutonic episodes (volcanic-hosted massive sulfide, porphyry Cu, Sn-Ta pegmatite, mafic-ultramafic-hosted Ni-Cu-PGE, and epithermal deposits) and deformation events (lode Au deposits).

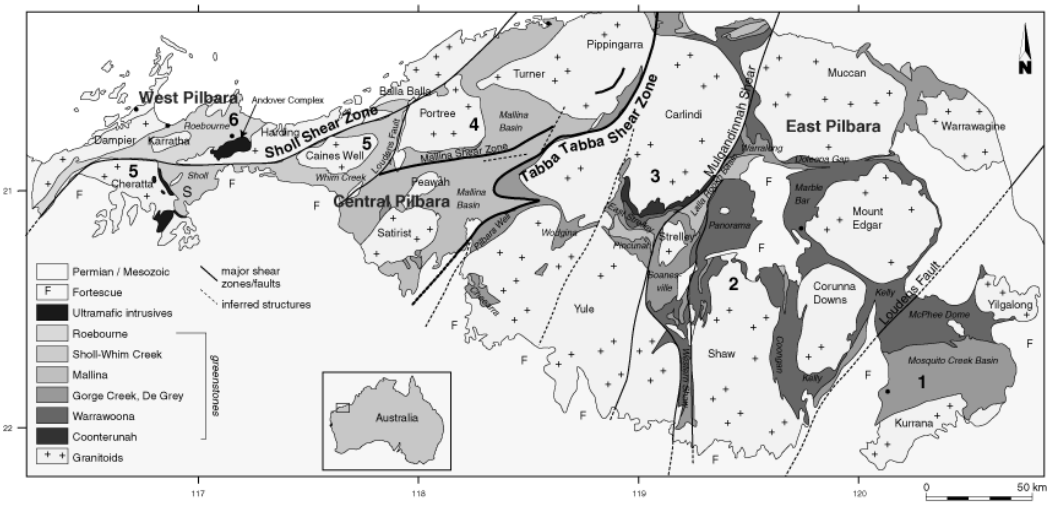

Figure 10: Pilbara Craton Regional Geology after Kiki Beintema 2003 .
The six domains of Krapez and Eisenlohr (1998) are indicated: 1=Nullagine Domain, 2=Marble Bar Domain, 3=Pilgangoora Domain, 4=Mallina Domain, 5=Sholl-Whim Creek Domain, 6=Roebourne Domain.

5.1.2 Regional Geology - Yilgarn Craton

The Yilgarn Craton is the largest Craton that constitutes the bulk of Western Australia (Figure 2) The Yilgarn Craton consists of six separate terrains, including the Narryer, Southwest, Youanmi, Kalgoorlie, Kurnalpi, and Burtville terranes, the latter three of which make up the Eastern Goldfields Superterrane (Figure 11). In the broadest sense, the terranes consist of greenstone belts that have been extensively intruded by granitic rocks.

The Narryer Terrane (one of Earth's oldest crustal fragments) contains granites and granitic gneisses interlayered with banded iron-formation, mafic and ultramafic intrusive rocks and metasedimentary rocks. The Narryer Terrane is regarded as having been thrust over the Youanmi Terrane before ~2750 Ma. The Southwest Terrane consists of granites and granitic gneisses interlayered with metasedimentary rocks, with a single preserved greenstone belt, Saddleback.

The Youanmi Terrane is thought to form the proto-Yilgarn Craton to which the Eastern Goldfields Superterrane was accreted after ~2665 Ma. It comprises the Southern Cross and Murchison Domains, which comprise regions of different ages and tectonic histories. The Youanmi Terrane is entirely fault-bounded and consists of greenstones (volcanic and sedimentary rocks) deposited at ~2950 Ma to 2690 Ma that have been intruded by felsic magmatic rocks. It also includes several layered mafic-ultramafic intrusions emplaced at ~2800 Ma (GSWA).

The Eastern Goldfields Superterrane is joined to Youanmi Terrane along Ida Fault. Component terranes are defined by volcanic facies, geochemistry, and age of volcanism (from > 2810 Ma to ~2660 Ma), and preserve dismembered parts of greenstone sequences. Siliciclastic rocks were deposited in late basins after 2660 Ma. The deformation history is debated. Undeformed granites that cut major structures have ages of ~2630 Ma. The stratigraphy, which is known only in the Kalgoorlie Terrane, begins with a 2710-2690 Ma sequence of komatiitic basalt and tholeiitic basalt with local felsic volcanic and volcaniclastic intercalations, overlain by komatiite and basalt. These are overlain by 2690-2660 Ma felsic volcaniclastic and epiclastic and volcanic rocks of the trondhjemite-

tonalite-granodiorite (TTG) type, with some basalt. Both these sequences are unconformably overlain by siliciclastic rocks (<2660 Ma) in late basins.

The Yilgarn Craton is a world class lode gold province, with the greatest concentration of deposits (including the Kalgoorlie Golden Mile) in the Eastern Goldfields Superterrane. This superterrane and the adjacent Youanmi Terrane also contain a large number of komatiite-associated nickel sulphide deposits, as well as a lesser number of volcanic-hosted massive sulphide deposits (VHMS). It hosts:

- Lode Gold
- Conglomerate hosted Gold
- Komatiite Nickel Sulphides
- VHMS - Base Metals
- Tin, Tantalum and Lithium
- Uranium
- Iron Ore

Regolith over the Yilgarn Craton represents an erosional surface of late Proterozoic age which has been altered by weathering, erosion and sedimentation. This has produced a variety of landscape features.

During the Paleozoic time there was extensive weathering although most evidence was destroyed by glacial erosion. The major rivers system of this time, now represent current chains of salt lakes (Anand and Pain., 2002).

The Late Cretaceous saw climatic changes in sea levels. Lower sea levels allowed formation of incised valleys, whilst with higher sea level these valleys were infilled with sediments following marine incursion. Chemical weather during the Eocene due to humid subtropical climate resulted in the oxidation of eth regolith and incised break down of eth landscape. Tectonic uplift with more arid climate in the Late Miocene to present resulted in rejuvenation of river systems. This caused the formation of deeper valleys, more sedimentation with ground waters becoming more saline and there was an increase in the lateral extent of salt lakes.

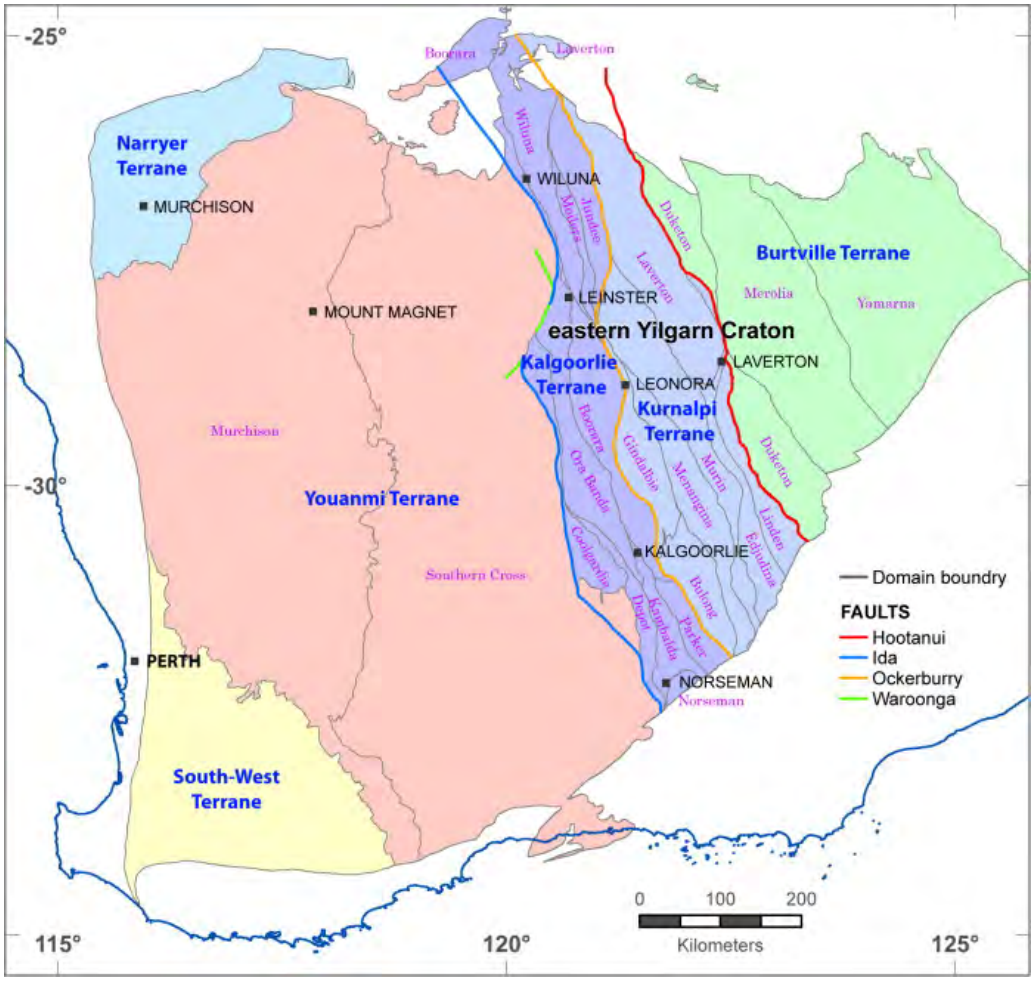

Figure 11: Regional Yilgarn Craton geology map after GSWA

The Yilgarn Craton is generally flat apart from the south west margin of the Darling Range (Darling fault) separating the Precambrian rocks to the east from the recent sedimentation to the west. The river and ground water drainage is determined by the Merkering Line: with the eastern drainage flowing inland, whilst the southwestern corner flows towards the coast (Figure 12). This is of significance to hydrogeological connectivity between leachable lithium from favorable source rocks through palaeodrainage to salt lakes.

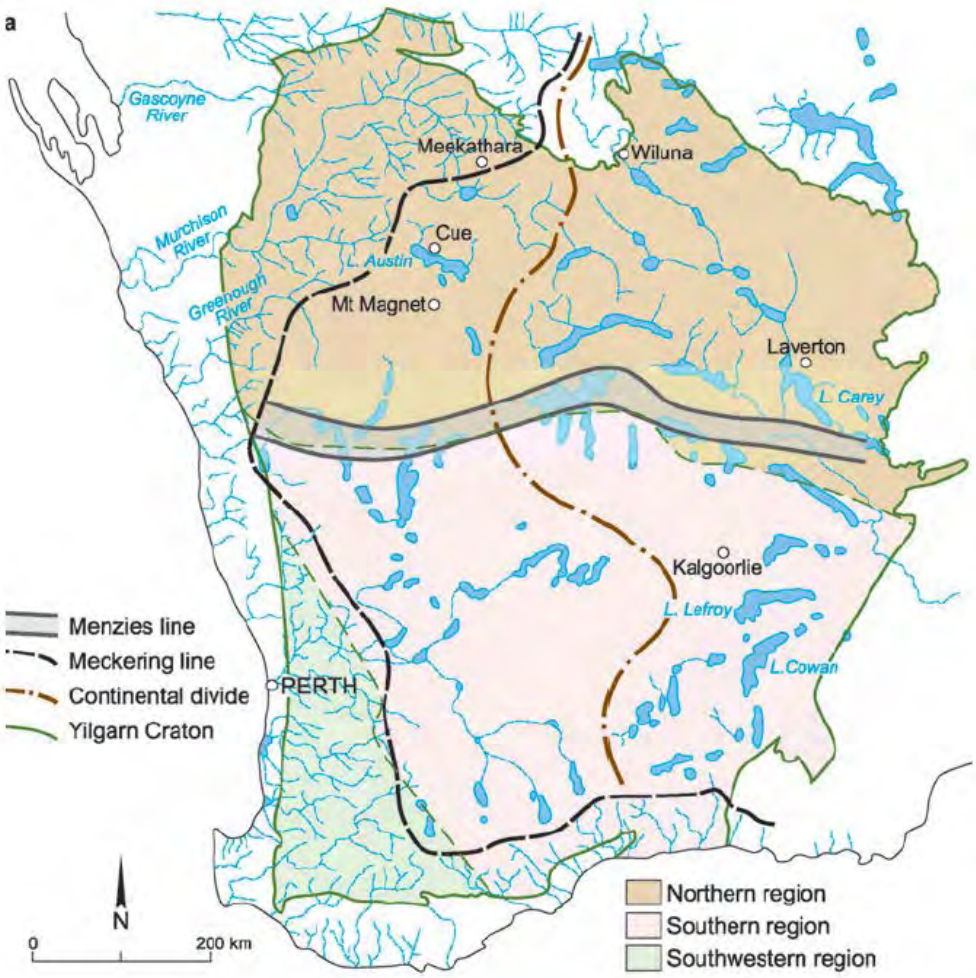

Figure 12: Drainage map of the Yilgarn Craton (Anand & Butt, 2010)

5.2 Exploration Strategy – Western Australian Lithium Assets

5.2.1 Exploration Strategy – Hard Rock Lithium

Hard rock lithium deposits are generally associated with spodumene ($Li_2O.Al_2O_3.4SiO_2$) mineralization hosted in pegmatite dykes.

WEX 'hard rock' lithium projects are located in the Pilbara Craton and the Ravensthorpe District, of the Yilgarn Craton, both hosting known economic 'hard rock' lithium deposits.

The tenement packages have no historic lithium exploration (the focus to date has been on gold and base-metals) and are generally underexplored; however, proximity to economic lithium mineralization, and regional mapping by the GSWA referring to spodumene hosted pegmatites intruding the host rocks in both regions, warrant further geological evaluation.

Current Australian 'hard rock' lithium deposits occur in the Yilgarn and Pilbara cratons, Western Australia include:

7. Greenbushes Lithium Operation (Talison Lithium Limited) - Yilgarn Craton,
8. Mount Cattlin Lithium-tantalum Mine (Galaxy) - near Ravensthorpe, Yilgarn Craton,
9. Mount Marion (Mineral Resources)- near Kalgoorlie Yilgarn Craton,
10. Pilgangoora Lithium tantalum deposits (Pilbara Minerals) - Pilbara Craton
11. Pilgangoora Lithium Project (Altura Mining) - Pilbara Craton
12. Wodgina Mine (Mineral Resources)- Pilbara Craton

5.2.2 Exploration Strategy – Lithium Rich Brines

The Exploration Model for Lithium enriched brines requires the following four favourable factors:

1. Source Rock: lithium rich older felsic volcanics; primary magmatic-hydrothermal fluids, or recycled lithium leaks from adjacent basins;
2. Hydrogeological connectivity: fluid pathways connecting leachable source rocks through palaeochannel to basin/salt lake;
3. Landscape evolution: accumulation of brines in closed basin;
4. Climate: arid environment where average rate of evaporation exceeds the rate of precipitation –salt flats and lakes.

In brief; lithium is a soft, light metal which erodes readily and makes its way into flowing solutions like hot springs and groundwater drainage. In areas that are particularly arid, where the average rate of evaporation exceeds the rate of precipitation, lithium is leached out of the lithium rich rock formations and ends up in the brines that pool in closed basins. The lithium is then enriched the salt lakes that become left-over after evaporation.

Based on a recent review of Australian salt lakes by Geoscience Australia (2013), the Yilgarn Craton was identified as one of several regions rated favourably to host lithium enriched brines.

Exploration for lithium enriched brines over the Yilgarn Craton including the WEX projects is all early stage 'greenfield' plays with very limited to no historic geochemical data. Hence each project area needs to be assessed individually, with first pass geochemical assessment of groundwater and lake sediments warranted. This may be followed up with geophysics to assists with understanding basin morphology and brine identification.

There are no current lithium brine operations in Australia.

5.3 E45/4790, E45/4789 & E45/4796 (Pilgangoora Project – Pilbara Craton)

5.3.1 Description – E45/4790, E45/4789 & E45/4796

Covering an area of approximately 150 km², the Pilgangoora Project hosts two granted exploration licences E45/4790 and E45/4796, one exploration licence application; E45/4789 (Figure 13). The southern tenement E45/4789 is located on Marble Bar 1:250K Map Sheet SF50-08, whilst the northern tenure E45/4790 and E45/4796 are located on the Port Headland 1:250K Map Sheet SF50-04.

The Native Title representative body for the Pilbara Project is the Yamatji Marlpa Aboriginal Corporation, with Native Title claimants Kariyarra People (E45/4789) and Njamal (E45/4790 & E45/4796).

E45/4790 has two miscellaneous licences L1SA and L4SA running through the centre of the tenement. These are part of the Roy Hill railway infrastructure.

The Pilgangoora Project lies within the Pilbara Craton approximately 60 km and 110 km SE from Port Headland, within close proximately to the world class pegmatite hosted Pilgangoora Lithium Projects and the Wodgina Lithium Mine (Figure 13).

Pilgangoora Lithium Projects:

- Pilbara Minerals: Mineral Resource of 156.3Mt @ 1.25% Li_2O and 128ppm Ta_2O_5 - ASX: PLS 25 January 2017;
- Altura Mining: Resource 40.3Mt @ 1.0% Li_20 & 2.2% Fe_20_3 - ASX: ALS announcement 30 Jan 2017.

Wodgina Lithium Mine:

- Mineral Resource: Resource of 120Mt @ 1.28% Li_20 & 1.73% Fe_20_3 - ASX: MIN announcement 28 April 2017.

The Project area is located within the East Pilbara Granite Greenstone Terrane, hosting the East Strelley Greenstone Belt, which is composed of a series of steeply dipping mafic meta-volcanic rocks and amphibolites.

E45/4796 and E45/4790 lie within the 100k Wallaringa Geology Map. The tenements cover an area dominated by the Archean granites of the Carlindi Granitoid Complex (Smithies et al., 2002). Pegmatitic intrusions within the Carlindi Granitoid Complex are described as ranging from thin dykes and sills up to bodies several hundred metres wide (Smithies et al., 2002).

E45/4789 lies on the Wodgina 100k geology sheet. The tenement geology is dominated by Felsic intrusives of the Yule Granitoid Complex (Blewett and Champion., 2005). The Yule Granitoid Complex has a number of pegmatite dykes mapped on the Wodgina 100k geology sheet that are associated with known Sn, Ta and Li occurrences including the Wodgina Mine within the Wodgina Greenstone Belt (Blewett and Champion., 2005).

Regolith cover over both tenement areas varies in thickness comprising predominately colluvium and sheet wash.

The regional mineralisation of the area principally consists of greenstone shear-hosted gold and base metals, BIF-hosted iron ore and lithium-tantalum associated with post-tectonic Sn-Ta-Li bearing monzogranite to syenogranite plutons and pegmatites.

Previous exploration over the tenure by MIM and FMG was focused on gold mineralization; no work has been carried out for hard rock lithium.

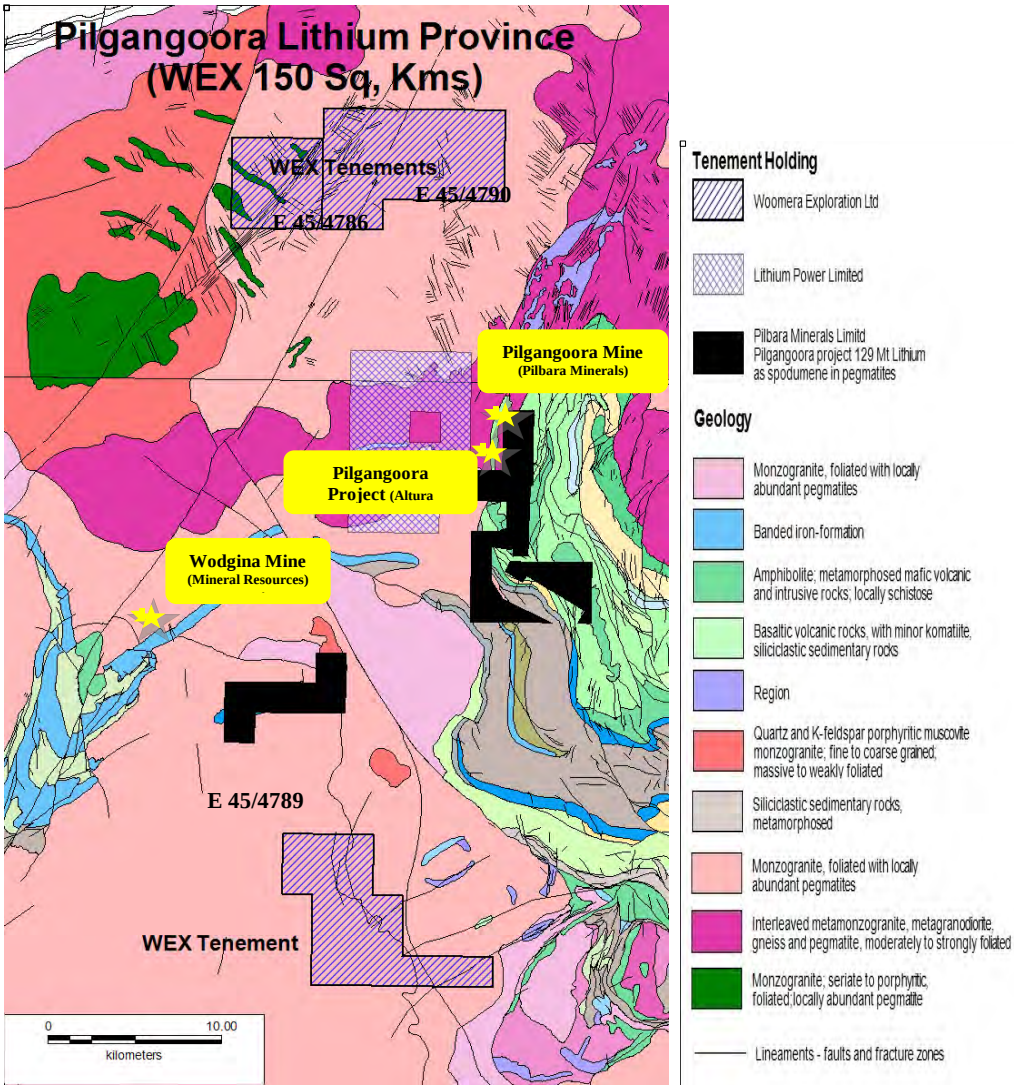

Figure 13: Pilbara Project Location Map with geology after GSWA.

5.3.2 NILE Opinion – E45/4790, E45/4789 & E45/4796

In NILE's view, the Pilgangoora Project is a highly prospective tenement package in a known world class hard rock lithium (and alluvial) mining district with numerous pegmatite targets that could be tested in short time frames.

The two northern tenements (E45/4790 and E45/4796) lie within a structurally controlled corridor of monzogranite of the Carlindi Granitoid Complexes. Monzogranites in the area as referenced by GSWA are known to be intruded by mineralized Sn-Ta-Li pegmatites.

E45/4789 (southern tenement) is located along the eastern boundary of the East Pilbara granite-greenstone terrane of the northern Pilbara Craton known to contain pegmatite hosted economic hard rock lithium mineralization (Pilgangoora deposits). This includes the Wodgina Lithium Mine and

smaller alluvial Ta-Sn-Li occurrences lying directly west of the tenement associated with lithium hosted pegmatites intruding the Wodgina greenstone belt.

The Project areas are underexplored, possibly due to thin regolith cover, with exploration to date focused primarily on shear hosted gold, iron ore or base metals; hence lithium focused exploration is warranted. Known lithium-tantalum hosted pegmatites are reference in the 100k map sheets; therefore, first pass exploration to identify and sample the pegmatite dykes is required in order to assess their economic lithium-tantalum potential.

5.4 E74/597 & E74/599 (Mt Cattlin – Yilgarn Craton)

5.4.1 Description - E74/597 & E74/599

Covering an area of approximately 96 km^2 the Mt Cattlin Project comprises two granted exploration licences E74/597 and E74/599, and is located immediately north of Ravensthorpe, WA (Figure 14). The tenements are located on the Ravensthorpe 1:250K Map Sheets SI51-05 and Newdegate 1:250K Map Sheets SI50-08 respectively.

The Native Title representative body for the Project is the South West Aboriginal Land and Sea Council; with Native Title claimant groups include South Noongar (WC 1996/109) and Wagyl Kaip (WS1998/070). Registered Heritage sites are recorded on E74/597.

Two File Notation areas cover portions of E74/599; FNA 8048 and FNA 11370. These are proposed Conservation Reserves on unallocated Crown Land. Thus in order for any native vegetation clearing to be undertaken, a Clearing Permit may be required.

The WEX tenure lies within close proximity to Galaxy's Mt Cattlin Spodumene Mine containing 16Mt @1.08% Li_2O and 5.7mlbs Ta_2O_3 (ASX: GXY 2 June 2017).

The WEX Mt Cattlin Project is located along the boundary of the Ravensthorpe Terrane which forms part of the Archaean Ravensthorpe greenstone belt, which lies along the boundary between the Youanmi and Southwest regional terranes of the Yilgarn Craton. Witt (1998) subdivided the Ravensthorpe greenstone belt into three tectonostratigraphic terranes:

1. The Carlingup Terrane to the east and comprises metamorphose mafic rocks with minor felsic volcanics.
2. The Ravensthorpe Terrane host the Mt Cattlin deposit forms the central portion a calc-alkaline intrusive/extrusive complex, comprising the Manyutup Tonalite and the Annabelle volcanics.
3. The Cocanarup greenstones to the west, consists mainly of metasediments with lesser ultramafic and mafic rocks.

Galaxy's Mt Cattlin deposit occurs within a series of sub horizontal pegmatite dykes within the Ravensthorpe Terrane, hosted mainly in the Annabelle volcanics.
Pegmatite dyke swarms are widespread in the Ravensthorpe and Cocanarup areas and are thought to have been emplaced within thrust plains predominately in the Ravensthorpe Terrane rocks (Witt., 1998).

No previous lithium exploration has been carried out over the tenure. Previous exploration has been very limited and directed mainly toward nickel, gold and base metals; minor geochemistry (GSWA and Dominion) and RAB drill hole (Greenstone Resources NL in 1999) completed.

E74/597:

- geochemical samples collected by GSWA
- 9 RAB holes drilled by Greenstone Resources NL in 1999 targeting Ni-Cu

E74/599:

- Minor geochemical traverses by Dominion (Till, 2005), 1 sample GSWA

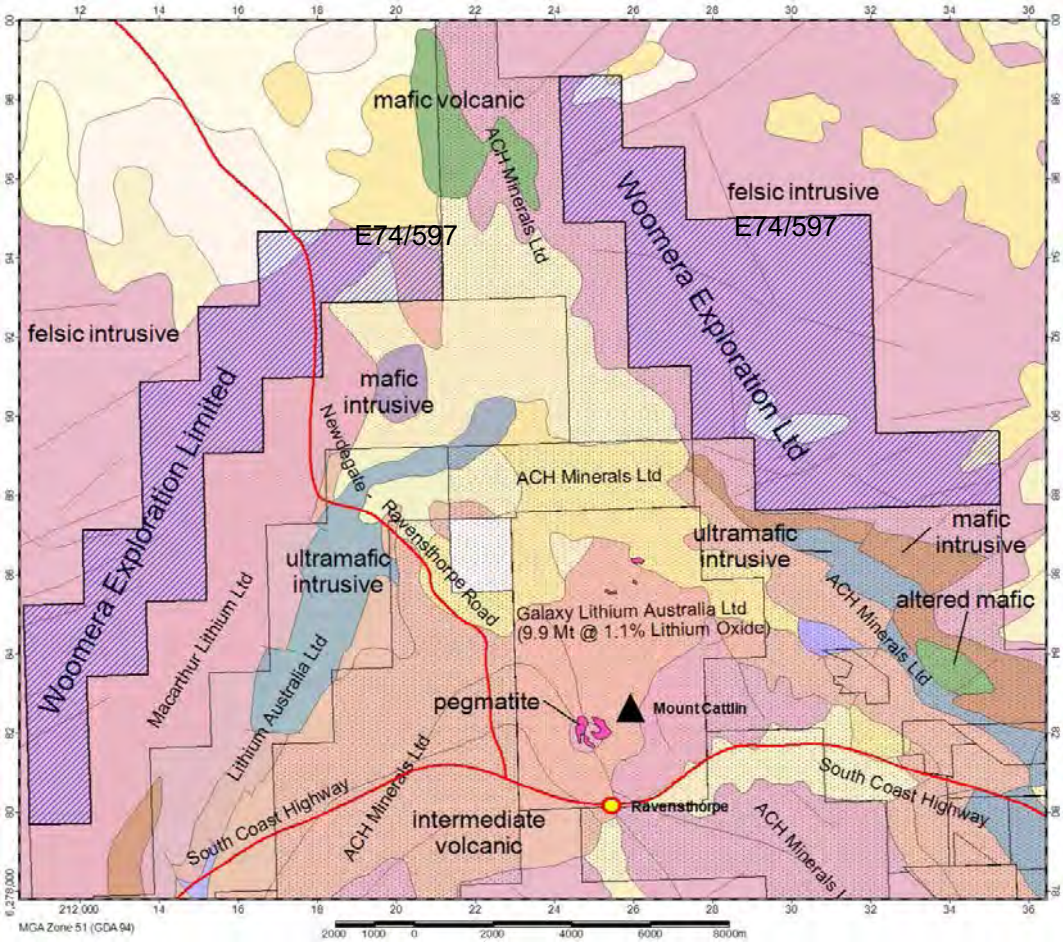

Figure 14: Mt Cattlin Project Location Map

5.4.2 NILE Opinion – E74/597 & E74/599

In NILE's opinion the Mt Cattlin tenure is considered prospective for hard rock lithium (lepidolite and spodumene) mineralization based on geological and structural analogues drawn from Galaxy's Mt Cattlin Deposit located in close proximity.

Currently no lithium focused exploration has been carried out on the tenure. Both tenements lie on the boundary of the favourable Ravensthorpe greenstone belt with GSWA indicating that structurally controlled lithium hosted pegmatites are widespread throughout the area. Hence early stage

exploration comprising geological and structural mapping, is warranted in order to identify and sample any pegmatite dyke occurrences.

5.5 E74/596 & E74/598 (Lakes Tay and Lake Sharpe Project –Yilgarn Craton)

5.5.1 Description - E74/596 & E74/598

The Lake Tay and Lake Sharpe Project comprises two recently granted tenements totalling 152 km^2 (53 blocks), located in the South East Yilgarn Craton (Figure 15). Both tenements are located on Lake Johnston 1:250K Map Sheet SI51-01.

The Project area is covered by the Native Title Determined Area NGADJU Native Title Aboriginal Corporation (WC1999/002).

Peak Charles National Park lies adjacent to E74/598.

No previous lithium enriched brine exploration has been carried out on the tenure. Uranex NL explored the southern area for REDOX related roll front style uranium mineralization. No geochemistry or drilling has been completed over the tenure.

This region of the South East Yilgarn contains a number of large non-perennial salt lakes such as, Lake Tay and Lake Sharpe. Lake Tay and Lake Sharpe are located within Cenozoic palaeovalleys, formed during Jurassic to Middle Eocene incision, suggesting that the lakes may be fed predominantly by groundwaters flowing through the palaeochannels (Bell et al., 2012; Bowen and Benison, 2009).

Palaeovalley sediments consist of Eocene lignites, siltstones, sandstones and marine limestones formed in at least two marine transgressions (Clarke et al., 1996). The uplift of the Darling Range in the western part of the Yilgarn Craton dammed westward palaeodrainage flow, resulting in the formation of individual closed lake basins from the accumulation of surface waters (Bowen and Benison, 2009).

Preliminary analysis by Geoscience Australia (2013), suggests that the SE Yilgarn region has potential to host lithium brine and alunite-type potash mineralisation. This is supported by the fact that salt lakes in this region are generally more saline than the lakes in northeast Yilgarn with TDS values in some lakes reaching values greater than 200,000 mg/L (Jankowski and Jacobson, 1989; Bowen and Benison, 2009).

5.5.2 NILE Opinion – E74/596 & E74/598

Limited public geochemical data is available for this region, thus making the prospectivity assessment for lithium brine enrichment difficult.

Preliminary review suggests felsic volcanic source rocks, closed basin system, elevated salinity levels and good hydrogeological connectivity all favourable for lithium brine enrichment; hence the Project warrants follow up assessment.

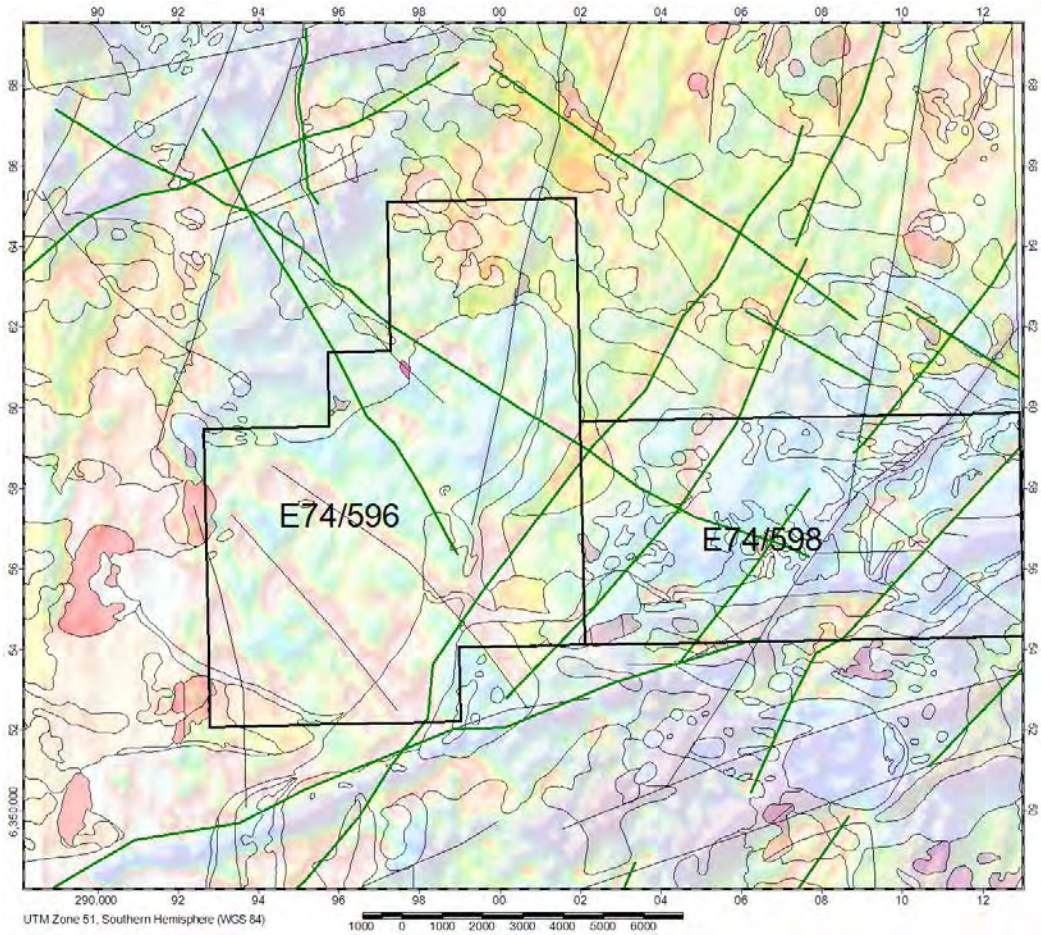

Figure 15: Lake Tay and Lake Sharpe overlying Regional Magnetics

5.6 E63/1804 (Lake Dundas –Yilgarn Craton)

5.6.1 Description - E63/1804

Lake Dundas Project is located approximately 160km SSE of Kalgoorlie within the Dundas Mineral Field, WA. E63/1804 was granted on 1 May 2017 for a period of five years, totalling approximately 57 km^2. The tenement covers the north-eastern portion of Lake Dundas. The tenure is located on the Norseman 1:250K Map Sheet SI51-02.

The Project area is covered by the Native Title Determined Area NGADJU Native Title Aboriginal Corporation (WC1999/002). The eastern boundary of the tenement overlies Dundas Nature Reserve R36957 (Flora and Fauna Conservation area). Additional exploration permits will be required to work in this zone.

The Project lies on the Norseman 1:100K map sheet and is located on the southeastern margin of the Eastern Goldfields Superterrane (EGS) of the Yilgarn Craton and the Albany–Fraser Orogen. The

project area is underlain by Archean granite and granite gneiss and minor mafic rock (Groenewald, et al., 2000).

The Precambrian geology of the project is mainly concealed by Phanerozoic cover sediments including palaeochannels that can be up to about 100 meters thick, or concealed by Lake Dundas.

Lake Dundas is a large non-perennial salt lake located within Cenozoic palaeovalleys, formed during Jurassic to Middle Eocene incision. Drainage analysis of the SE Yilgarn palaeochannels indicates the lakes are predominately fed by groundwater's flowing through palaeochannels and in the case of Lake Dundas, it is fed by drainage flow from Lake Cowan into Lake Dundas (Geoscience Australia., 2013).

Historic work to date has focused on gold. No lithium brine exploration has been undertaken. No exploration has been carried out over the lake portion of the tenement.

AngloGold Ashanti completed approximately 173 auger holes and 18 AC holes in the north part of the tenure just off the salt lake (nine AC holes in 2010 and another nine AC holes in 2015). Elevated auger results <30ppb Au were not validated in AC drilling.

Four kilometres to the west of the tenement is a series of small gold workings hosted in the Norseman greenstone belt.

Lithium salt lake prospectivity mapping by Geoscience Australia (2013) highlighted Lake Dundas as having one of the highest lithium concentrations – 93-149ppm Li (in catchment) in Australia.

5.6.2 NILE Opinion – E63/1804

Although no lithium exploration has been conducted over the tenure, early stage exploration is warranted. Favourable lithium prospectivity is based on; i) confirmed hydrogeological conductivity of leachable source rocks between Lake Dundas and the surrounding salt lakes and palaeochannels, ii) a closed basin system, and iii) favourable volcanic source rocks in the Norseman greenstone belt. These favourable conditions plus the Geoscience Australia's geochemical analysis highlighting Lake Dundas as having one of the highest lithium concentrations – 93-149ppm Li (in catchment) in Australia, confirms the positive prospectivity of the tenure for lithium brine enrichment.

More detailed work on the hydrology and hydrogeochemistry of the salt lake system (sampling of the ground water, lake waters and lake sediments) is essential in order to evaluate the full potential for economic lithium enrichment of Lake Dundas.

5.7 E15/1532 (Lake Cowan –Yilgarn Craton)

Targeting Hard Rock 'spodumene' lithium mineralization in pegmatite dykes, lithium enriched brines and gold mineralization.

5.7.1 Description - E15/1532

E15/1532 is a small tenement lying on the boundary of Lake Cowan, totalling 3 km^2. It was granted on 5 June 2017 for a period of five years. The tenement is situated on Widgiemooltha 1:250K Map Sheet SH51-14.

The Project area is covered by the Native Title Determined Area NGADJU Native Title Aboriginal Corporation (WC1999/002).

The tenement area is situated within the Eastern Goldfield's Superterrane of the Archaean Yilgarn Craton. Cross cutting the tenure, is the east-northeast trending gabbroic Binneringie Dyke of the Paleoproterozoic Widgiemooltha Dyke Suite (Hall and Jones., 2008).

Pegmatite dykes are common in the northern part of the Yardina 100k Map sheet where they intrude the Mount Belches Formation and granitic rocks (Hall and Jones., 2008). Pegmatite hosted mineralization at Bald Hill lithium tantalum mine is located approximately 15km to the north east of the tenure. Bald Hill Mine (Alliance Minerals Assets Ltd 50% and Tawana Resources NL 50%) has a maiden Indicated and Inferred Mineral Resource estimate of 12.8Mt at 1.18% Li_2O and 158ppm Ta_2O_5 at a 0.5% Li_2O cut-off (Tawana website).

Prolonged stability of the Yilgarn Craton has resulted in deep weathering and development of complex regolith profiles over the area (Anand and Pain., 2002). Lake Cowan is a remnant of the larger Cowan Palaeochannel System (Clarke, 1994). The lake forms flat expanses of lacustrine clay, mud and sand with abundant halite and carbonate. The groundwater is saline to hypersaline.

Lithium salt lake prospectivity mapping by Geoscience Australia (2013) highlighted Lake Cowan as having one of the highest lithium concentrations – 93-149ppm Li (in catchment) in Australia.

No historic exploration recorded over tenement.

5.7.2 NILE Opinion – E15/1532

Based on size (3 km^2) and location (only partially overlying Lake Cowan) this is probably the least prospective of the Western Australian Lithium Projects.

Based on prospectivity mapping by Geoscience Australia (2013) which showed Lake Cowan as having one of the highest lithium concentration values (93-149ppm Li) in Australia, a site visit and preliminary geochemical sampling program is warranted to assess the potential for economic lithium brine enrichment.

Based on proximity to known pegmatite hosted lithium-tantalum mineralization (Bald Hill Mine) and references by GSWA (2008) to the abundance of pegmatite dykes, the tenure is also prospective for hard rock pegmatite hosted mineralization, warranting further investigation.

5.8 E70/4870 (Lake Dumbleyung –Yilgarn Craton)

5.8.1 Description – E70/4870

E70/4870 exploration licence application is located approximately 220km south east of Perth, covering approximately 86km^2. The tenement covers Lake Dumbleyung and lies within the South West Mineral Field of Western Australia. It is located on Dumbleyung 1:250k Map Sheet SI50-07. Native Title over the northern part of the tenement is covered by the Ballardong People (WC2000/007) whilst the southern portion is covered by the South Noongar WC96/109 Native Title claimants.

The tenement is within an environmentally sensitive area; with Dumbleyung Lake Nature Park (R26664) and Coblinine Nature Reserve R25133 covering a significant portion of the tenement. There is also a study currently being conducted to determine the best approach to reducing rising salinity levels in the larger Wagin-Dumbleyung Salt Lake System (including the Coblinine River). The tenement lies on agricultural Freehold Pastoral leases (excluding Nature Parks); hence Land Access Agreements need to be negotiated prior to entry.

The Project area is underlain by Archaean bedrock, incised by a series of infilled palaeochannels and salt lakes. The underlying bedrock comprises the Western Gneiss Terrane of the southwest Yilgarn Province. The southwest Yilgarn is comprised of three main terranes each with a separate geological history (Wilde et at., 1996):

1. The western Balingup Terrane comprised of the Balingup Metamorphic Complex in the south and the Chittering Metamorphics to the north (mostly older than 3000Ma).
2. The central Boddington Terrane comprised of mostly granite (~2640Ma) and two young greenstone belts (Saddleback and Morangup)
3. The eastern Lake Grace Terrane comprised of granulite facies granitic gneisses, gneissic remnants of greenstone belts (~2790 Ma), charnokitic granites (~2640 Ma) and post-tectonic granites (~2580 Ma).

The Dumbleyung Project area lies between the Boddington Terrane to the west and the Lake Grace Terrane to the east (Figure 16).

The regolith cover in the region is dominated by soils and alluvial sands within broad drainage systems connecting Dumbleyung Lake, Coyrecup Lake and Ewlyamartup Lake and the Coblinine River. The low valleys are dominated by recent alluvium several metres thick over varying thicknesses of plastic clays and gravels noted in the bedrock drilling and salt drains in the area.

Lake Dumbleyung is a playa lake comprised of lacustrine gypsiferous material. It is the largest natural permanent lake in Western Australia (Beard 1980). Hypersaline, lithium-enriched brine may be present in groundwater within sequences of fluvial and lacustrine deposits that form the base of the salt lake (De Silva, et al, 2000).

Exploration to date has focused on gold prospectivity with only recent interest in the lithium brine potential.

Historic water bore sampling in the region was carried out as part of a regional hydrogeological and ground water study of the Lake Dumbleyung land Conservation District (Cody., 1993). Results indicated groundwater salinity increased in the direction of groundwater flow toward drainage palaeochannels and salt lakes, with readings beneath Lake Dumbleyung exceeding 40,000mg/l TDS (seawater average is ~35,000mg/L TDS). Unfortunately, this study didn't analyse for lithium.
In 2007, Reward Minerals reported a composite brine sample from Lake Dumbleyung returning 530mg/l (530ppm) Li (historic E70/3679). In 2009, two separate sampling campaigns of the lake were carried out, neither reported lithium values of this tenor. The highest lithium value from the re-sampling was less than 1mg/l. The reason for the high lithium value is unknown – possibly sample contamination or laboratory error (ASX: RMD announcement 26/2/2010).

South West Minerals Pty Ltd in 2013 reported completing a desk top review and site visits to determine the presence of economic lithium enriched brine in the underlying salt lake system (Allender, 2013). Unfortunately, no lithium ground water or lake sediment sample results have been reported.

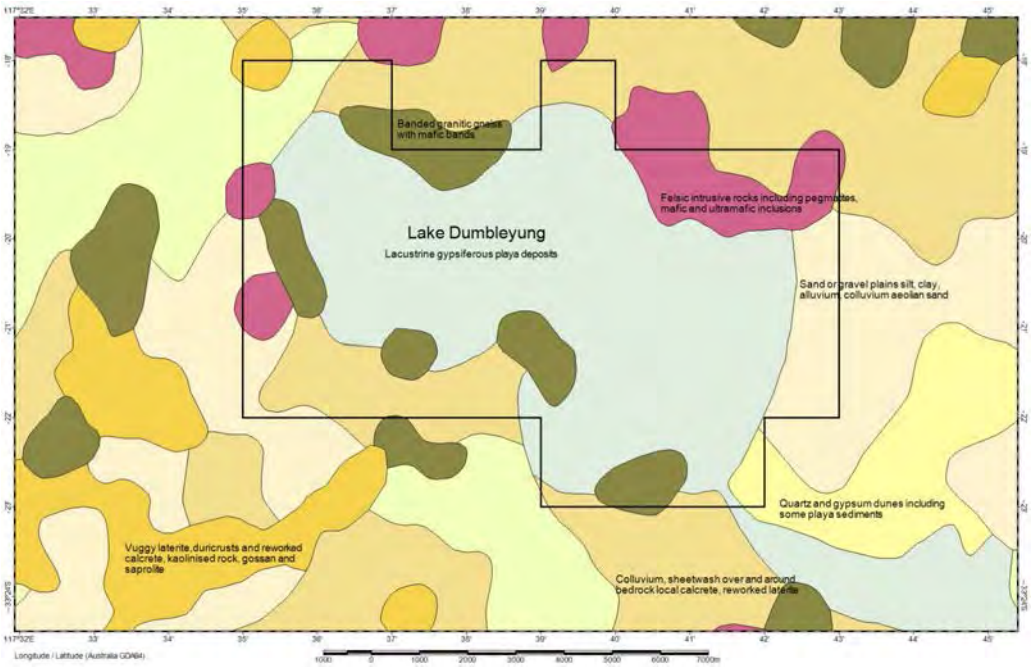

Figure 16: Lake Dumbleyung Geology Map

5.8.2 NILE Opinion – E70/4870

Given the limited publicly available geochemical data it is difficult to fully evaluate the prospectivity of Lake Dumbleyung to host economic lithium enriched brines. Salinity studies have confirmed hydrogeological connectivity from felsic source rocks along palaeochannel drainage to the salt lake. The 'Lithium enriched brine Model' (favourable source rocks, closed basin system, hydrogeological connectivity and acid environment) merits further evaluation of the ground water and lake sediments.

Reward Minerals Li assay of 530mg/l adds a level of ambiguity and should essentially be ignored at this stage. A detailed systematic groundwater sampling program is required.
A significant portion of Lake Dumbleyung is covered by the Dumbleyung Lake Nature Park; hence exploration approvals and land access may be lengthy and arduous. As such, low impact ground water testing and sampling is recommended as 'first pass' exploration, in order to assess the lithium brine potential of the area. In addition, WEX should utilise existing water bore/wells in close proximity to tenure as part of the initial investigation.

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7 QUALIFICATIONS, STATEMENT OF INDEPENDENCE AND SIGNATORIES

TERRA is an independent consulting group whose activities include the preparation of due diligence reports and reviews on mining and exploration projects for equity and debt funding and for public reports.

The contributors to this report were:

- Specialist, Ms Christine G Lawley, MSc (Ore Deposit Geology), MAusIMM, MAIG, MGC, Exploration Geologist with over 11 years' experience in mining and exploration geology, who jointly prepared this report.
- Specialist, Ms Nicole Galloway Warland, BSc (Hons Geology), MAIG, FGAA, Geologist with over 25 years' experience in mining and exploration geology, who jointly prepared this report.
- Specialist, Mr David Larsen, BSc (Geology), MAIG, who is a Geologist with 30 years' experience working in the exploration and mining industry, who peer reviewed and authorised this report.

Neither MGC, NILE or TERRA have any:

- Previous consulting contracts with WEX.
- Interest in any of the companies participating in the formation of WEX.
- Present or contingent interest in WEX's Mineral Asset(s), nor is there any association with the Commissioning Entity or related parties that is likely to lead to bias.
- Pecuniary interest, association or employment relationship with WEX.

MGC and NILE are being paid a fee according to its normal per diem rates and out of pocket expenses incurred in the preparation of this report through the contract arranged by TERRA with WEX. The fee is not contingent on the outcome of any transaction that may be considered and for which this report may be relevant.

Consent

MGC, NILE and TERRA consent to the inclusion of this report in a Prospectus dated on or about December 2017 offering for subscription of ordinary shares to raise capital. Neither the IER, nor any part of it, may be used for any other purpose without TERRA's prior written consent.

Reliance on Report

To the extent permitted by law, MGC, NILE and TERRA accept no liability whatsoever, whether in contract, in tort or negligence or otherwise, for any loss or damage (including consequential or economic loss or damage) arising as a result of any person other than the named addressees acting or refraining from acting in reliance on any information, option or advice contained in the IER.
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7.1 Author and Reviewer Signatures

Specialist:
Christine Lawley
Metalzoic Geological Consulting

Specialist:
Nicole Galloway Warland
Nile Exploration

Principal Reviewer:
David Larsen
Terra Consulting Pty Ltd

Authorised By:
David Larsen
Principal Consultant
Terra Consulting Pty Ltd

1/12/2017

Appendix A: Glossary

Adelaidean	A geological era lasting from 850 to 570 million years ago.
AC	Air Core drilling method
Aeolian	Sediments made up of windblown sand or dust.
Aeromagnetic	Refers to measurements of magnetic qualities of rocks using an aircraft mounted instrument.
Alluvial deposit	Alluvial deposit is a mineral deposit consisting of recent surficial water lain sediments, breccia of rock composed of angular rock fragments.
Anomaly	Zone or point in the soil or underlying rock determine by exploration methods to be different from its general surroundings.
Archaean	The Archaean is a geological period 4,000 – 2,500 million years ago.
Arsenic (As)	A chemical element with the symbol As and an atomic number of 33. Often used as a pathfinder element by geochemists.
ASIC	Australian Securities and Investments Commission
ASX	Australian Securities Exchange
Basement or Bedrock	Refers to older cratonic rocks below sedimentary basins or soil.
Banded Iron Formation (BIF)	Banded Iron Formations are a unit of sedimentary rock which consist of repeated thin layers of iron oxide bands (magnetite or haematite) alternating with bands of iron poor sedimentary layers (i.e. shales).
Bedrock Conductors	Geophysical anomalies which highlight rocks with conductive properties i.e. sulphides
Breccia	A rock composed of angular fragments of rock embedded in a matrix.
Cambrian	The earliest period of the Palaeozoic era occurring 570 to 500 million years ago.
Carbonatite	Intrusive or extrusive igneous rocks defined by mineralogical composition consisting of greater than 50 percent carbonate minerals.
Cerium (Ce)	A chemical element with the symbol Ce and atomic number 58. It is a soft, silvery, ductile metal which easily oxidises in air. Cerium is the most abundant of the rare earth elements.
Chalcopyrite	A yellow copper bearing mineral, $CuFeS_2$ made up of copper and iron sulphide.
Cobalt (Co)	A chemical element with the symbol Co and an atomic number of 27. Often used as a pathfinder element by geochemists.
Colluvium	Loose bodies of sediment that have been deposited or built up at the bottom of a low-grade slope or against a barrier on that slope, transported by gravity.
Cover	Younger sediments that lie above older rocks.
Cretaceous	A period of geological time between145 and 65.5 million years ago.
Cumulate	An igneous rock formed by gravitational settling of crystals in a magma.
Diamond Drilling	Method of obtaining a cylindrical core of rock by drilling with a diamond impregnated bit.
Dip	The angle at which layered rocks, foliation, a fault or other planar structures, are inclined from the horizontal.

Dolerite	A medium grained basic igneous rock.
Dyke	A dyke is a sheet of rock that forms in a fracture or crack in a pre-existing rock body. A magmatic dyke (pegmatite dykes) forms when magma intrudes into a crack then crystallizes as a sheet intrusion, either cross cutting or other planar structures in the country rock.
E	Exploration Licence - granted or application (Western Australia)
EL	Exploration Licence
ELA	Exploration Licence Application
Fault	A fracture in rocks along which rocks on one side have been moved relative to the rocks on the other.
Feldspar	A group of hard crystalline minerals that consist of aluminium silicates of potassium or sodium or calcium or barium.
Felsic	Felsic refers to light coloured igneous rocks relatively rich in silica rich minerals – quartz, feldspar and muscovite
Gabbro	A coarse grained igneous rock, low in silica and high in magnesium and calcium.
Geochemical	Prospecting techniques which measure the content of certain metals in soils and rocks in order to define anomalies for further testing.
Geophysical	Prospecting techniques which measure the content of certain metals in soils and rocks in order to define anomalies for further testing.
Gneiss	Banded rocks formed during high-grade metamorphism.
Gossan	An iron bearing secondary deposit, largely consisting of oxides which occur above primary metal deposits.
Granite	A coarse grained igneous rock consisting largely of quartz and feldspar.
Gravity Surveys	Geophysical prospecting techniques which measure the relative density of soils and rocks.
Greenstone Belt	Archaean and Proterozoic volcanic-sedimentary mafic to ultramafic rock sequences.
Ground Magnetics	A ground based geophysical survey method in which an induced electric current, measures variations in the local electromagnetic field of the earth below. Often carried out after a preliminary airborne electromagnetic survey to better understand any conductive bodies that have been identified.
Haematite	An iron oxide mineral Fe_2O_3
Hydrothermal	A process related to the introduction of heated or superheated waters associated with igneous activity.
Ilmenite	Ti-Fe oxide, $TiFeO_3$
Intrusion	A body of igneous rock that invades older rocks.
IOCG	Iron oxide copper gold deposit.
Jurassic	A period of geological time between 200 and 145 million years ago.
Komatiite	Ultramafic mantle derived volcanic rock, which is low in silica, potassium and aluminium and high to extremely high in magnesium.
Lanthanum (La)	A chemical element with the symbol La and atomic number 57
Laterite	A near surface concretionary deposit or crust formed by the leaching of silica and aluminium and the enrichment of iron.

Mafic (or basic)	Mafic rocks are dark in colour and composed predominately of magnesium and iron minerals; olivine, pyroxene, amphibolite & biotite
Magma	Molten rock in the Earth's crust.
Magmatic	Of, related to, or produced by magma or magmatism.
Magnetite	An iron oxide mineral Fe_3O_4
Metamorphism, Metamorphic	Metamorphic describes a rock undergone changes to its structure and properties due to effects from heat and/or pressure over time.
Metasedimentary	General term used to describe sedimentary rocks which have been metamorphosed.
Metavolcanic	General term used to describe volcanoclastic rocks which have been metamorphosed.
MCA	Minerals Council of Australia
MGC	Metalzoic Geological Consulting
Molybdenum (Mo)	A chemical element with the symbol Mo and an atomic number of 42. Often used as a pathfinder element by geochemists.
Non-perennial Lake	A lake that does not hold water throughout the year – often due to evaporation or runoff
Norsa	Norsa Exploration Proprietary Limited
Ordovician	A period of geological time between 488 and 444 million years ago.
Orogeny	The process by which mountain ranges are formed. The process of rock thrusting, folding and faulting in association with deeper plastic deformation, metamorphism and plutonism.
Outcrop	The part of a rock formation that appears above the surface of the surrounding land.
Palladium (Pd)	A chemical element with the chemical symbol Pd and an atomic number of 46.
Palaeochannel	A palaeochannel (palaeo-drainage) is an ancient drainage system
Palaeozoic	An era of geological time between 544 and 248 million years ago.
Pathfinder Elements	A suite of elements which are associated with the rocks surrounding a mineralised body. Pathfinder elements help vector toward mineralisation.
Playa Lake	A playa lake is a dry ephemeral lake bed
Pegmatite	A pegmatite is an intrusive igneous rock with a similar silicic composition as granite. They are a primary source of lithium either as spodumene or lepidolite.
Pentlandite	An iron-nickel sulphide $(Fe,Ni)_9S_8$
Peridotite	A coarse grained igneous rock, low in silica and high in magnesium and iron.
PGE	Platinum Group Elements - includes palladium (Pd), platinum (Pt), rhodium (Rh), iridium (Ir), Osmium (Os) and ruthenium (Ru)
Platinum (Pt)	A chemical element with chemical symbol Pt and an atomic number of 78.
PPB	Parts per billion
PPM	Parts per million
Proterozoic	A geological time era from 2,400 million years to 570 million years. Subdivided into Palaeo-, Meso- and Neo-.

Pyrite	An iron sulphide with the formula FeS_2.
Pyrrhotite	An iron sulphide with the formula FeS.
Quartz	Mineral species composed of crystalline silica (SiO_2)
Quaternary	A period of geological time between 2.6 million years ago and the present.
Regolith	The altered, unconsolidated or re-cemented cover that overlies coherent bedrock.
Remanent magnetism	Permanent magnetism in rocks, resulting from the orientation of the Earth's magnetic field at the time of formation. It is quite common for mafic intrusive rocks to exhibit remanent magnetism.
Rock Chip Sampling	Refers to collecting a representative sample comprising numerous small chips of rock.
Rotary Air Blast (RAB) Drilling	A drill which uses a pneumatic reciprocating piston-driven 'hammer' to energetically drive a heavy drill bit into the rock. The cuttings are blown up the outside of the rods and collected at surface. Air or a combination of air and foam lift the cuttings.
Reverse Circulation (RC) Drilling	Variant of percussion drilling in which cuttings are raised to the surface by a stream of compressed air inside a metal tube.
Rare Earth Elements (REE)	A collection of seventeen chemical elements in the periodic table, namely scandium, yttrium, and the fifteen lanthanides.
SADME	South Australian Department of Mines and Energy
Salinity	Salinity is the measure of the concentration of dissolved salts in water
Salt Lake	A salt lake is a land locked body of water that has a high concentration of salts
SEDEX	Base metal deposit. Sedimentary Exhalative.
SELA	Subsequent Exploration Licence Application
Shearing	Deformation by lateral movement along parallel planes.
Shear Zone	A linear/tabular zone of fracturing and tearing of the rocks.
Sill	An intrusion which is parallel to (conformable with) the stratigraphy of the enclosing rocks.
Soil Anomaly	A zone or point determined by geochemical sampling and assaying of the soil to be elevated from the general surrounds.
Sphalerite	A zinc sulphide with the formula (Zn,Fe)S
Spodumene	Spodumene is a pyroxene mineral - lithium aluminium silicate $LiAlSi_2O_6$
Stratiform	Refers to the occurrence as bed or beds.
Stratigraphy	Refers to the classification of a series of layered rock or strata.
Strike	The direction of a bearing of a bed or layer of rock in the horizontal plane.
Structural	In this report refers to the processes of fracturing and folding of rocks.
Subcrop	Part of a geological formation that is buried under shallow cover.
Tertiary	A period of geological time between 65.5 and 2.6 million years ago.
Titaniferous	Containing or yielding titanium
Titanium (Ti)	A chemical element with the symbol Ti and atomic number 22. It has a lower density and is a strong, lustrous, corrosion-resistant transition metal with a silver colour.

Thrust	A type of fault in which rocks of lower stratigraphic position are pushed up and over higher strata.
Tungsten (W)	A chemical element with the symbol W and atomic number 74. Often used as a pathfinder element by geochemists.
Ultramafic (or ultrabasic)	Ultramafic is an igneous rock with a very low silica content (usually < 45% SiO_2) consisting essentially of iron and magnesium silicates to the virtual exclusion of quartz and feldspar.
VALMIN Code	The Australasian Code for the Public Reporting of Technical Assessments and Valuations of Minerals Assets for Independent Expert Reports, the VALMIN Code 2015 Edition, Prepared by the VALMIN Committee, a joint committee of The Australasian Institute of Mining and Metallurgy (AusIMM) and the Australian Institute of Geoscientists (AIG), with the participation of the Minerals Council of Australia (MCA) and other key stakeholder representatives.
Vanadium (V)	A chemical element with the symbol V and atomic number 23. It is a soft, silvery grey, ductile transition metal.
VHMS	Base metal deposit - volcanic hosted massive sulphides
WEX	Woomera Exploration Limited
WPA	Woomera Prohibited Area

12. Financial Information

12.1 Introduction

This Section sets out the Historical and Pro-Forma Financial Information. The basis for preparation and presentation of this information is also set out below.

The Historical and Pro-Forma Financial Information has been prepared by management and adopted by the Board. The Board is responsible for the inclusion of all financial information in the Prospectus. BDO Advisory (SA) Pty Ltd has prepared an Independent Limited Assurance Report in respect of the Historical and Pro-Forma Financial Information. A copy of the report is contained in Section 13.

The Historical and Pro-Forma Financial Information has been prepared in accordance with the recognition and measurement criteria of Australian Accounting Standards and the significant accounting policies set out in Note 6 in Section 12.5 below. The Historical and Pro-Forma Financial Information comprises financial information of Ausroc Metals Ltd (subject to Deed of Company Arrangement)(In Liquidation) ("ARK" or "Consolidated Entity" or "Company) and Woomera Exploration Limited ("WEX")(the Combined Entity). The Historical and Pro-Forma Financial Information is presented in an abbreviated form insofar as it does not include all the disclosures and notes required in an annual financial report prepared in accordance with Australian Accounting Standards and the Corporations Act 2001.

Ausroc has entered into a conditional Share Sale Agreement with the shareholders of WEX to acquire all of the issued share capital in WEX (**Acquisition**).The WEX Acquisition is conditional upon Ausroc successfully completing a General Offer (to raise capital of a minimum of $4,000,000 and to a maximum of $7,000,000 by way of the issue of 20,000,000 Shares and 35,000,000 Shares respectively) at an issue price of $0.20 per share (**General Offer**).

This section has been prepared on the basis of the Company successfully raising $4,000,000 to $7,000,000 through the issue of 20,000,000 to 35,000,000 Shares at an issue price of $0.20 per Share.

12.2 Historical Financial Information

The Historical Financial Information for both Ausroc and WEX set out below comprises:

- The audited Consolidated Statement of Financial Position as at 30 June 2015, 30 June 2016 and 30 June 2017 of Ausroc;
- The audited Consolidated Statements of Financial Position as at 30 June 2015, 30 June 2016 and 30 June 2017 of WEX;
- The audited Consolidated Statements of Profit or Loss and other Comprehensive Income for the years ended 30 June 2015, 30 June 2016 and 30 June 2017 of Ausroc;
- The audited Consolidated Statements of Profit or Loss and other Comprehensive Income for the years ended 30 June 2015, 30 June 2016 and 30 June 2017 of WEX;
- The audited Consolidated Statements of Cash Flows for the year ended 30 June 2015, 30 June 2016 and 30 June 2017 of Ausroc; and
- The audited Consolidated Statements of Cash Flows for the year ended 30 June 2015, 30 June 2016 and 30 June 2017 of WEX.

hereafter referred to as the **Historical Financial Information.**

The Historical Financial Information does not include a Statement of Comprehensive Income or a Statement of Changes in Equity.

The Company's consolidated financial statements for the year ended 30 June 2015, 30 June 2016 and 30 June 2017 have been subject to an audit by BDO Audit (WA) Pty Ltd which included an emphasis of matter in relation to the Company's ability to continue as a going concern.

WEX's consolidated financial statements for the year ended 30 June 2015, 30 June 2016 and 30 June 2017 have been subject to an audit by Grant Thornton Audit Pty Ltd which included an emphasis of matter in relation to WEX's ability to continue as a going concern.

12.3 Pro-Forma Financial Information

The Pro-Forma Financial Information set out below comprises the unaudited Pro-Forma Statement of Financial Position as at 30 June 2017 of the Combined Entity showing the impact of the proposed capital raising and the effects of the acquisition.

The unaudited Pro-Forma Statement of Financial Position has been derived from the audited consolidated Statement of Financial Position as at 30 June 2017 of Ausroc and the audited consolidated Statement of Financial Position of WEX as at 30 June 2017 adjusted for the following transactions as if they had occurred at 30 June 2017 (**Pro-Forma Transactions**):

1) A 1:50 Consolidation of the Company's existing ordinary shares (F) & (G);
2) Issue of 68,259,459 Shares to WEX shareholders in consideration for the acquisition of 100% of the issued shares in WEX (F) & (G);
3) Issue of 3,227,635 Shares to Casada in consideration for the payment of the Proponent Sum (F) & (G);
4) Issue of 6,428,571 Shares and 6,428,571 Options to Casada in satisfaction of the Reduced Caason Debt (F) & (G);
5) Issue of 1,904,264 Shares and 1,904,264 Options to Mr Robert Hunt in full and final satisfaction of the Hunt Conversion Debt (F) & (G);
6) Issue of 107,143 Shares to Trident Capital in full and final satisfaction of the Trident Conversion Debt (F) & (G);
7) Issue of 6,250,000 Shares to Lithium Vendors as partial consideration for the Lithium Acquisitions by WEX (F) & (G);
8) Payment of $500,000 to Lithium Vendors as partial consideration for the Lithium Acquisitions by WEX (F) & (G);
9) Issue of 6,000,000 options to Mr Gerard Anderson (F) & (G);
10) Issue of 3,000,000 options to Mr Donald Triggs (F) & (G);
11) Payment of $202,720 to Caason for reimbursement of expenditure (F) & (G)
12) Payment of $27,500 to Trident for reimbursement of all fees paid by Trident to ASX Limited on behalf of the Company (F) & (G);
13) Issue of between 20,000,000 and 35,000,000 Shares pursuant to a capital raising at an Offer Price of $0.20 per Share to raise between $4,000,000 and $7,000,000 cash before expenses of the General Offer and the Vendor Offers (F) & (G). All ordinary shares issued pursuant to this Prospectus will be issued as fully paid. The minimum and maximum subscription scenarios are included in the Pro-Forma Statement of Financial Position (H) & (I);
14) WEX has raised capital of $409,300 (being $279,308 raised in cash and $129,992 share subscriptions received in advance at 30 June 2017) prior to the WEX Acquisition (C);
15) the effects of the Acquisitions as described in section 12.5 (F) & (G); and
16) total costs expected to be incurred in connection with the General Offer are approximately $598,210 based on the minimum subscription (being $389,583 settled in cash and charged to equity and $208,627 settled in cash and charged to the Profit or Loss) and approximately $811,209 based on the maximum subscription (being $612,950 settled in cash and charged to equity and $198,259 settled in cash and charged to the Profit or Loss) (F) & (G).

12.4 Historical and Pro-Forma Financial Information

12.4.1 Reviewed Pro-Forma Statement of Financial Position of the Combined Entity as at 30 June 2017

	Note	ARK Historical Staement of Financial Position $ (A)	ARK Historical Statement of Financial position $ (B)	Subsequent Events $ (C)	DOCA Adjustments $ (D)	Doca Pro-Forma $ (E)	Pro-Forma Adjustments Minimum Subscription $4m $ (F)	Pro-Forma Adjustments Maximum Subscription $7M $ (G)	Combined Pro-Forma Statement of Financial Position Minimum Subscription under Capital Raising $ (H)	Combined Pro-Forma Statement of Financial Position Maximum Subscription under Capital Raising $ (I)
CURRENT ASSETS										
Cash and cash equivalents	2	7,666	208,461	279,308	-	495,435	2,671,570	5,458,571	3,167,005	5,954,006
Trade and other receivables		21,184	2,384	-	(21,184)	2,384	-	-	2,384	2,384
Other financial assets		8,895	-	-	(8,895)	-	-	-	-	-
TOTAL CURRENT ASSETS		37,745	210,845	279,308	(30,079)	497,819	2,671,570	5,458,571	3,169,389	5,956,390
NON-CURRENT ASSETS										
Plant and equipment		47,672	-	-	(47,672)	-	-	-	-	-
Intangible assets - software		-	680	-	-	680	-	-	680	680
Exploration and evaluation expenditure		54,291	265,737	-	(54,291)	265,737	1,375,000	1,375,000	1,640,737	1,640,737
TOTAL NON-CURRENT ASSETS		101,963	266,417	-	(101,963)	266,471	1,375,000	1,375,000	1,641,417	1,641,417
TOTAL ASSETS		139,708	477,262	279,308	(132,042)	1,764,236	4,046,570	6,833,571	4,810,806	7,597,807
CURRENT LIABILITIES										
Trade and other payables		1,000,308	82,845	-	(1,000,308)	82,845	-	-	82,845	82,845
Share subscriptions received in advance		-	129,992	(129,992)	-	-	-	-	-	-
Borrowings		3,064,680	-	-	(1,883,023)	1,181,597	(1,181,597)	(1,181,597)	-	-
Provisions		33,578	-	-	33,578	-	-	-	-	-
TOTAL CURRENT LIABILITIES		4,098,566	212,837	(129,992)	(2,916,969)	1,264,442	(1,181,597)	(1,181,597)	82,845	82,845
NON-CURRENT LIABILITIES										
TOTAL NON-CURRENT LIABILITIES		-	-	-	-	-	-	-	-	-
TOTAL LIABILITIES		4,098,566	212,837	(129,992)	(2,916,969)	1,264,442	(1,181,597)	(1,181,597)	82,845	82,845
NET ASSETS		**(3,958,858)**	**264,425**	**409,300**	**2,784,927**	**(500,206)**	**5,228,167**	**8,015,168**	**4,727,961**	**7,514,962**
EQUITY										
Contributed equity	4	59,838,056	624,608	409,300	-	60,871,964	(43,309,442)	40,532,809)	17,562,522	20,339,155
Reserves		4,723,537	-	-	(4,723,537)	-	-	-	-	-
Options reserve	5	-	-	-	-	-	1,990,556	1,990,556	1,990,556	1,990,556
Accumulated losses		(68,520,451)	(360,183)	-	7,508,464	(61,372,170)	46,547,053	46,557,421	(14,825,177)	(14,814,749)
TOTAL EQUITY (deficit)		**(3,958,858)**	**264,425**	**409,300**	**2,784,927**	**(500,206)**	**5,228,167**	**8,015,168**	**4,727,961**	**7,514,962**

12.4.2 Consolidated Statement of Profit or Loss and Other Comprehensive Income –WEX

	Year ended 30-Jun-15 Audited ($) AUD	Year ended 30-Jun-16 Audited ($) AUD	Year ended 30-Jun-17 Audited ($) AUD
Revenue	-	-	-
Other revenue	-	-	-
Total revenue	**-**	**-**	**-**
Administration expenses	(7,419)	(3,284)	(13,280)
Accounting and audit fees	(2,500)	(2,531)	(7,000)
Advertising	-	-	(495)
Professional services expense	(26,556)	(9,004)	(38,500)
Finance expense	(146)	(197)	(33)
Impairment expense	(131,979)	(27,312)	(34,920)
Loss before income tax expense	**(168,600)**	**(42,328)**	**(94,228)**
Income tax expense	-	-	-
Loss for the year attributable to members of the parent entity	(168,600)	(42,328)	(94,228)
Other comprehensive income for the year	-	-	-
Total comprehensive income for the year attributable to members of the parent entity	**(168,600)**	**(42,328)**	**(94,228)**

12.4.3 Consolidated Statement of Financial Position –WEX

	As at 30-Jun-15 Audited ($) AUD	As at 30-Jun-16 Audited ($) AUD	As at 30-Jun-17 Audited ($) AUD
Current assets			
Cash and cash equivalents	4,657	12,381	208,461
Trade and other receivables	250	605	2,384
Total current assets	**4,907**	**12,986**	**210,845**
Non-current assets			
Intangible assets – software	-	-	680
Exploration assets	159,883	188,252	265,737
Total non-current assets	**159,883**	**188,252**	**266,417**
Total assets	**164,790**	**201,238**	**477,262**
Current liabilities			
Trade and other payables	85,940	88,665	82,845
Share subscriptions received in advance	-	-	129,992
Total current liabilities	**85,940**	**88,665**	**212,837**
Total non-current liabilities	**-**	**-**	**-**
Total liabilities	**85,940**	**88,665**	**212,837**
Net assets	**78,850**	**112,573**	**264,425**
Equity			
Issued Capital	302,477	378,528	624,608
Accumulated Losses	(223,627)	(265,955)	(360,183)
Total equity	**78,850**	**112,573**	**264,425**

12.4.4 Consolidated Statement of Cash Flows – WEX

	Year ended 30-Jun-15 Audited ($) AUD	Year ended 30-Jun-16 Audited ($) AUD	Year ended 30-Jun-17 Audited ($) AUD
Cash flows from / (used in) Operating Activities			
Cash receipts in the course of operations	-	-	-
Cash payments to suppliers	(23,323)	(33,917)	(56,908)
Interest received	2	2	-
Finance costs			
Net cash flows from / (used in) operating activities	**(23,321)**	**(33,915)**	**(56,908)**
Cash flows from / (used in) investing activities			
Payments for software licences	-	-	(680)
Payments for exploration assets	(62,495)	(34,746)	(112,404)
Net cash flows from / (used in) operating activities	**(62,495)**	**(34,746)**	**(113,084)**
Cash flows from / (used in) financing activities			
Proceeds received for shares issued	80,000	50,385	246,080
Proceeds received for shares not yet issued	-	-	129,992
Short term loans from shareholders	5,348	26,000	-
Repayment of short term loans to shareholders	-	-	(10,000)
Net cash flows from / (used in) financing activities	**85,348**	**76,385**	**366,072**
Net increase / (decrease) in cash and cash equivalents	**(468)**	**7,724**	**196,080**
Cash and cash equivalents at beginning of period	5,125	4,657	12,381
Closing cash balance	**4,657**	**12,381**	**208,461**

12.4.5 Consolidated Statement of Profit or Loss and Other Comprehensive Income – Ausroc

	Year ended 30-Jun-15 Audited ($) AUD	Year ended 30-Jun-16 Audited ($) AUD	Year ended 30-Jun-17 Audited ($) AUD
Interest income	150	-	-
Joint venture contribution	-	-	-
Other income	45,917	-	-
Total revenue and other income	**46,067**	**-**	**-**
Exploration and evaluation expenditure	(2,952,884)	-	-
Finance expense	(878,181)	(2,943)	-
Administration expenses	(1,015,838)	(385,173)	-
Other expenses	(248,372)	-	-
Loss before income tax	**(5,049,208)**	**(388,016)**	**-**
Income tax expense	-	-	-
Loss from continuing operations after tax	(5,049,208)	(388,016)	-
Loss for the year attributable to equity holders of the parent	**(5,049,208)**	**(388,016)**	**-**
Other comprehensive income net of tax	75,132	-	-
Total comprehensive (loss) for the year	**(4,974,076)**	**(388,016)**	**-**

As detailed in Note 6, to prepare the Financial Report, the appointed Deed Administrators and Liquidators have extracted data from the Company's accounting system. However, there may be information that the appointed Deed Administrators and Liquidators have not been able to obtain, the impact of which may or may not be material on the accounts. These financial statements do not contain all required information or disclosures in relation to transactions undertaken by the Company as this information is unascertainable due to the administration process and/or the change in directorships and key management personnel.

12.4.6 Consolidated Statement of Financial Position – Ausroc

	As at 30-Jun-15 Audited ($) AUD	As at 30-Jun-16 Audited ($) AUD	As at 30-Jun-17 Audited ($) AUD
Current assets			
Cash and cash equivalents	1,304	7,666	7,666
Trade and other receivables	53,413	21,184	21,184
Other financial assets	8,895	8,895	8,895
Total current assets	**63,612**	**37,745**	**37,745**
Non-current assets			
Property, plant and equipment	47,672	47,672	47,672
Exploration assets	54,291	54,291	54,291
Total non-current assets	**101,963**	**101,963**	**101,963**
Total assets	**165,575**	**139,708**	**139,708**
Current liabilities			
Trade and other payables	902,059	1,000,308	1,000,308
Borrowings	2,800,680	3,064,680	3,064,680
Provisions	33,578	33,578	33,578
Total current liabilities	**3,736,317**	**4,098,566**	**4,098,566**
Total non-current liabilities	**-**	**-**	**-**
Total liabilities	**3,736,317**	**4,098,566**	**4,098,566**
Net assets	**(3,570,742)**	**(3,958,858)**	**(3,958,858)**
Equity			
Issued capital	59,838,056	59,838,056	59,838,056
Reserves	4,723,537	4,723,537	4,723,537
Accumulated (losses)/profits	(68,132,335)	(68,520,451)	(68,520,451)
Total equity / (deficiency in equity)	**(3,570,742)**	**(3,958,858)**	**(3,958,858)**

As detailed in Note 6, to prepare the Financial Report, the appointed Deed Administrators and Liquidators have extracted data from the Company's accounting system. However, there may be information that the appointed Deed Administrators and Liquidators have not been able to obtain, the impact of which may or may not be material on the accounts. These financial statements do not contain all required information or disclosures in relation to transactions undertaken by the Company as this information is unascertainable due to the administration process and/or the change in directorships and key management personnel.

12.4.7 Consolidated Statement of Cash Flows – Ausroc not included

There is no amounts recorded in the consolidated state of cash flows of Ausroc.

As detailed in Note 6, to prepare the Financial Report, the appointed Deed Administrators and Liquidators have extracted data from the Company's accounting system. However, there may be information that the appointed Deed Administrators and Liquidators have not been able to obtain, the impact of which may or may not be material on the accounts. These financial statements do not contain all required information or disclosures in relation to transactions undertaken by the Company as this information is unascertainable due to the administration process and/or the change in directorships and key management personnel.

12.5 Notes to and Forming Part of the Pro-Forma Financial Information

Note 1

The proposed Acquisition of WEX will result in the WEX shareholders holding a controlling interest in the Company after the transaction. This proposed transaction does not meet the definition of a business combination in Australian Accounting Standard AASB 3 *Business Combinations* (**AASB 3**). The transaction has therefore been accounted for in the Reviewed Pro-Forma Statement of Financial Position of the Combined Entity in accordance with Australian Accounting Standard AASB 2 *Share-based Payments* and has been accounted for as a continuation of the financial statements of WEX together with a deemed issue of shares. The deemed issue of shares is, in effect, a share-based payment transaction whereby WEX is deemed to have received the net assets of the Company, together with the listing status of the Company.

Because the Reviewed Pro-Forma Statement of Financial Position of the Combined Entity represents a continuation of the financial statements of WEX, the principles and guidance on the preparation and presentation of the consolidated financial statements in a reverse acquisition set out in AASB 3 have been applied as follows:

- fair value adjustments arising at acquisition are made to the Company's assets and liabilities, not those of WEX. As the carrying value of all assets and liabilities held by the Company at 30 June 2017 approximated their fair value, no adjustments were required;
- the equity structure (the number and type of equity instruments issued) at the date of the acquisition reflects the equity structure of the Company, including the equity instruments issued to effect the acquisition;
- accumulated (losses)/ profits and other equity balances at acquisition date are those of WEX;
- the cost of the acquisition, and amount recognised as contributed equity to affect the transaction, is based on the deemed number of shared that WEX would have needed to issue to give the shareholders of Ausroc the same shareholding percentage in the Combined Entity that results for the transaction; and
- a share-based payment transaction arises whereby WEX is deemed to have issued shares in exchange for the net assets of the Company (together with the listing status of the Company). The listing status does not qualify for recognition as an intangible asset and the relevant costs have therefore been expensed in profit or loss as a listing expense.

The fair value of the deemed number of shares that WEX would have needed to issue is estimated to be $853,367 for the maximum subscription and for the minimum subscription.

The fair value of Ausroc net assets as at 30 June 2017, adjusted for the costs associated with the WEX Acquisition, is estimated to be $7,666 for the maximum subscription and the minimum subscription. Deducting this from the deemed consideration results in a notional listing expense of $845,741 for the maximum subscription and for the minimum subscription.

As the proposed Acquisitions, if implemented, will be effected at a future date, the actual financial position and performance of the Combined Entity post completion will differ from that presented below.

Note 2
Reconciliation of movements in Pro-Forma cash and cash equivalents

	Cash and cash equivalents (Minimum Subscription $4.0M) $	Cash and cash equivalents (Maximum Subscription $7.0M) $
Ausroc Historical Statement of Financial Position 30 June 2017 (A)	7,666	7,666
Issue of approximately 35,000,000 maximum or 20,000,000 minimum shares at $0.20 per share pursuant to the capital raising (G) & (F)	4,000,000	7,000,000
Total costs expected to be incurred in connection with the capital raising (G) & (F)	(598,210)	(811,209)
WEX Historical Statement of Financial Position 30 June 2017 (B)	208,461	208,461
Payment to Lithium Vendors as partial consideration for the Lithium Acquisitions by WEX (G) & (F)	(500,000)	(500,000)
Payment to Caason for reimbursement of expenditure (G) & (F)	(27,500)	(27,500)
WEX has raised capital of $409,300 (being $279,308 raised in cash and $129,992 share subscriptions received in advance at 30 June 2017) prior to the WEX Acquisition (C)	279,308	279,308
Reviewed Pro-forma Statement of Financial Position of the Combined Entity 30 June 2017 (I) & (H)	3,167,005	5,954,006

No Pro-Forma adjustments have been made to reflect cash flow movements from operating activities between 1 July 2017 and the date of this document. The cash balance set out in table 12.4.1 in the DOCA pro-forma statement of financial position of the combined entity as at 30 June 2017 (E) is $495,435. As at 30 November 2017 the unaudited cash balance of the Combined Entity decreased by approximately $270,000 to $221,495.

Note 3

On completion of the Acquisitions, Casada has agreed to the Caason Debt Forgiveness and to receive the Caason Reduced Debt in the sum of $900,000 by the issue of 6,428,571 Shares ($900,000 to issued capital and charged to borrowings) and 6,428,571 Options ($804,214 to options reserve and charged to profit and loss).

On completion of the Acquisitions, Mr Robert Hunt has agreed to receive the Hunt Conversion Debt in the sum of $266,597 by the issue of 1,904,264 Shares ($256,597 to issued capital and charged to borrowings) and 1,904,264 Options ($202,042 to options reserve and charged to profit and loss).

On completion of the Acquisitions, Trident Capital have agreed to receive the Trident Conversion Debt in the sum of $15,000 by the issue of 107,143 Shares ($15,000 to issued capital and charged to borrowings).

Note 4

The pro-forma contributed equity includes the following assumptions:

1) A 1:50 Consolidation of the Company's existing ordinary shares;
2) Issue of 68,259,459 Shares to WEX shareholders in consideration for the acquisition of 100% of the issued shares in WEX;
3) Issue of 3,227,635 Shares to Casada in consideration for the payment of the Proponent Sum;
4) Issue of 6,428,571 Shares to Casada in respect of the Reduced Caason Debt;
5) Issue of 1,904,264 Shares to Mr Robert Hunt in respect of the Hunt Conversion Debt;
6) Issue of 107,143 Shares to Trident Capital in full and final satisfaction of the Trident Conversion Debt;
7) Issue of 6,250,000 Shares to Lithium Shareholders as partial consideration for Lithium Acquisitions by WEX;
8) Issue of between 20,000,000 and 35,000,000 Shares pursuant to a capital raising at an Offer Price of $0.20 per Share to raise between $4,000,000 and $7,000,000 cash before expenses of the General Offer and the Vendors Offer. All ordinary shares issued pursuant to this Prospectus will be issued as fully paid. The minimum and maximum subscription scenarios are included in the Pro-Forma Statement of Financial Position;
9) WEX has raised capital of $409,300 (being $279,308 raised in cash and $129,992 share subscriptions received in advance at 30 June 2017) prior to the WEX Acquisition; and
10) total costs expected to be incurred in connection with the General Offer are approximately $598,210 based on the minimum subscription (being $389,583 settled in cash and charged to equity and $208,627 settled in cash and charged to the Profit or Loss) and approximately $811,209 based on the maximum subscription (being $612,950 settled in cash and charged to equity and $198,259 settled in cash and charged to the Profit or Loss) (F) & (G).

Reconciliation of movements in pro-forma contributed equity (Maximum Subscription $7.0M)	Number of shares	Contributed equity
	#	$
Ausroc Historical Statement of Financial Position 30 June 2017 (A)	304,773,963	59,838,056
Effect of Share Consolidation	(298,678,202)	-
Issue of Shares to WEX shareholders in consideration for the acquisition of 100% of the issued shares in WEX (G)	68,259,459	9,556,324
Issue of Shares to Casada in consideration for the payment of the Proponent Sum (G)	3,227,635	451,869
Issue of Shares to Casada in respect of the Reduced Caason Debt (G)	6,428,571	900,000
Issue of Shares to Mr Robert Hunt in respect of the Hunt Conversion Debt (G)	1,904,264	266,597
Issue of Shares to Trident Capital in full and final satisfaction of the Trident Conversion Debt (G)	107,143	15,000
Issue of Shares to Lithium Vendors as partial consideration for the Lithium Acquisitions by WEX (G)	6,250,000	875,000
Reversal of Ausroc shares on WEX Acquisition (G)	-	(59,838,056)
WEX Historical Statement of Financial Position 30 June 2017 (B)	-	624,608
WEX deemed issue of shares for Ausroc on WEX Acquisition (G)	-	853,407
WEX subsequent event capital raised (C)	-	409,300
Issue of Shares pursuant to the prospectus (G)	35,000,000	7,000,000
Costs expected to be incurred in connection with the issue (G)	-	(612,950)
Reviewed Pro-forma Statement of Financial Position of the Combined Entity 30 June 2017 (H) & (I)	127,272,833	20,339,155

Reconciliation of movements in pro-forma contributed equity (Minimum Subscription $4.0M)	Number of shares	Contributed equity
	#	$
Ausroc Historical Statement of Financial Position 30 June 2017 (A)	304,773,963	59,838,056
Effect of Share Consolidation	(298,678,202)	-
Issue of Shares to WEX shareholders in consideration for the acquisition of 100% of the issued shares in WEX (F)	68,259,459	9,556,324
Issue of Shares to Casada in consideration for the payment of the Proponent Sum (F)	3,227,635	451,869
Issue of Shares to Casada in respect of the Reduced Caason Debt (F)	6,428,571	900,000
Issue of Shares to Mr Robert Hunt in respect of the Hunt Conversion Debt (F)	1,904,264	266,597
Issue of Shares to Trident Capital in full and final satisfaction of the Trident Conversion Debt (F)	107,143	15,000
Issue of Shares to Lithium Vendors as partial consideration for the Lithium Acquisitions by WEX (F)	6,250,000	875,000
Reversal of Ausroc shares on WEX Acquisition (F)	-	(59,838,056)
WEX Historical Statement of Financial Position 30 June 2017 (B)	-	624,608
WEX deemed issue of shares for Ausroc on WEX Acquisition (F)	-	853,407
WEX subsequent event capital raised (C)	-	409,300
Issue of Shares pursuant to the prospectus (F)	20,000,000	4,000,000
Costs expected to be incurred in connection with the issue (F))	-	(389,583)
Reviewed Pro-forma Statement of Financial Position of the Combined Entity 30 June 2017 (H) & (I)	112,272,833	17,562,522

Note 5

The pro-forma options reserve includes the following assumptions:

1) Issue of 6,428,571 options to Caason Nominees in respect of the Reduced Caason Debt;
2) Issue of 1,904,264 options to Mr Robert Hunt in respect of secured debt obligations owed by the Company to Hunt;
3) Issue of 6,000,000 options to Mr Gerard Anderson; and
4) Issue of 3,000,000 options to Mr Donald Triggs.

Reconciliation of movements in pro-forma options reserve	**Number of options**	**Value of options**
	#	**$**
Issue of options to Casada in respect of the Reduced Caason Debt (F) & (G)	6,428,571	804,214
Issue of options to Mr Robert Hunt in respect of the Hunt Conversion Debt (F) & (G)	1,904,264	202,043
Issue of options to Mr Gerard Anderson (F) & (G)	6,000,000	656,200
Issue of options to Mr Donald Triggs (F) & (G)	3,000,000	328,100
Reviewed Pro-forma Statement of Financial Position of the Combined Entity 30 June 2017 (H) & (I)	17,332,835	1,990,557

Note 6

Significant accounting policies of the Combined Entity

The Financial Report is a general purpose Financial Report, which has been prepared in accordance with the requirements of the Corporations Act 2001, Australian Accounting Standards and other authoritative pronouncements of the Australian Accounting Standards Board (AASB). The Financial Report also complies with International Financial Reporting Standards as issued by the International Accounting Standards Board (IASB).

The following is a summary of the material accounting policies adopted by the Combined Entity in the preparation of the financial information. The accounting policies have been consistently applied unless otherwise stated. The financial information is in compliance with the recognition and measurement requirements of Australian Accounting Standards.

The financial information in this Section should be read in conjunction with all of the significant accounting policies outlined below. The significant accounting policies have been included to assist in a general understanding of the Historical Financial Information and Pro-Forma Historical Financial Information presented in Sections 12.4 and 12.5 of this Prospectus.

The functional and presentation currency of the Combined Entity is Australian dollars. All amounts disclosed in the tables are presented in Australian dollars.

Basis of Accounting

The financial report has been prepared on an accrual basis and is based on historical costs, except for available-for-sale investments, which have been measured at fair value. Where necessary, comparatives have been reclassified and repositioned for consistency with current year disclosures.

a. Principles of Consolidation

The consolidated financial statements comprise the financial statements of all subsidiaries of the Company and the results of all subsidiaries from the date that control was obtained. Subsidiaries are all those entities over which the economic entity has control. The economic entity controls an entity when the economic entity is exposed to, or has right to, variable returns from its involvement with the entity and has the ability to affect the amount of those returns through its power to direct the activities of the entity.

Subsidiaries are fully consolidated from the date on which control is fully transferred. They are deconsolidated from the date control ceases.

The financial statement of the subsidiary is prepared for the same reporting period as the parent company, using consistent accounting policies.

In preparing the consolidated financial statements, all intercompany balances and transactions, income and expenses and profit and losses resulting from intra-group transactions have been eliminated in full.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. A change in ownership interest without a loss of control is accounted for as an equity transaction.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the financial statements. Losses incurred by the consolidated entity are attributed to the non-controlling interests in full, even if that results in a deficit balance.

Where the consolidated entity loses control over a subsidiary, it derecognises the assets including goodwill, liabilities and non-controlling interest in the subsidiary, together with any cumulative transaction differences in equity. The consolidated entity recognises the fair value of the consideration received and the fair value of any investment retained together with any gains or losses in profit or loss.

b. Incomplete Records

The financial report has been compiled from the extracted MYOB records for the Company that were made available to the Deed Administrators and Liquidators. Reasonable effort was made by the appointed Deed Administrators and Liquidators to ascertain the position of the Company as at 30 June 2017.

To prepare the Financial Report, the appointed Deed Administrators and Liquidators have extracted data from the Company's accounting system. However, there may be information that the appointed Deed Administrators and Liquidators have not been able to obtain, the impact of which may or may not be material on the accounts. These financial statements do not contain all the required information or disclosures in relation to transactions undertaken by the Company as this information is unascertainable by the subsequently appointed Deed Administrators/Liquidators.

Consequently, the appointed Deed Administrators and Liquidators have extracted the information for this financial report and they are of the opinion that it is not possible to state that this financial report has been prepared in accordance with Australian Accounting Standards including Australian interpretations, other authoritative pronouncements of the Australian Accounting Standard Board and the Corporations Act 2001, nor is it possible to state this financial report gives a true and fair view of the Group's financial position as at 30 June 2017 and for the period then ended.

c. Income Tax

Current tax assets and liabilities for the current and prior periods are measured at the amounts expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance date.

Current income tax relating to items recognised directly in equity is recognised in equity and not in the statement of profit or loss and other comprehensive income. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income tax is provided on all temporary differences at the balance date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred income tax liabilities are recognised for all taxable temporary differences except:

(i) when the deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; or

(ii) when the taxable temporary difference is associated with investments in subsidiaries, associates or interests in joint ventures, and the timing of the reversal of the temporary difference can be controlled and it is probably that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets are recognised for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry-forward of unused tax credits and unused tax losses can be utilised, except:

(iii) when the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; or

(iv) when the deductible temporary difference is associated with investments in subsidiaries, associates or interests in joint ventures, in which case a deferred tax asset is only recognised to the extent that it is probable that the temporary difference will reverse in the foreseeable future and taxable profit will be available against which the temporary difference can be utilised.

The carrying amount of deferred income tax assets is reviewed at each balance date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised. Unrecognised deferred income tax assets are reassessed at each balance date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance date.

Income taxes relating to items recognised directly in equity are recognised in equity and not in profit or loss.

Deferred tax assets and deferred tax liabilities are offset only if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to the same taxable entity and the same taxation authority.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, would be recognised subsequently if new information about facts and circumstances changed. The adjustment would be treated as a reduction to goodwill.

Tax Consolidation

The Company and its wholly-owned Australian subsidiaries have formed an income tax consolidated group under tax consolidation legislation. Each entity in the Group recognises its own current and deferred tax assets and liabilities. Such taxes are measured using the 'stand-alone taxpayer' approach to allocation. Current tax liabilities (assets) and deferred tax assets arising from unused tax losses and tax credits in the subsidiaries are immediately transferred to the head entity. The Group notified the Tax Office that it had formed an income tax consolidated group to apply from 1 July 2008. The tax consolidated group has entered a tax funding arrangement whereby each company in the Group contributes to the income tax payable by the Group in proportion to their contribution to the Group's taxable income. Differences between the amounts of net tax assets and liabilities derecognised and the net amounts recognised pursuant to the funding arrangement are recognised as either a contribution by, or distribution to the head entity.

d. Plant and Equipment

Each class of plant and equipment is carried at cost less, where applicable, any accumulated depreciation and impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the item. In the event that settlement of all or part of the purchase consideration is deferred, cost is determined by discounting the amounts payable in the future to their present value as at the date of acquisition. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Entity and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the statement of profit and loss and other comprehensive income during the financial period in which they are incurred.

In the event the carrying amount of plant and equipment is greater than the estimated recoverable amount, the carrying amount is written down immediately to the estimated recoverable amount and impairment losses are recognised either in profit or loss.

All tangible assets have limited useful lives and are depreciated/amortised using the diminishing balance method over their estimated useful lives, taking into account estimated residual values, with the exception of carried forward development expenditure in the production phase which is amortised on a units of production method based on the ratio of actual production to remaining proved reserves as estimated by independent experts, and finance lease assets which are amortised over the term of the relevant lease, or where it is likely the Entity will obtain ownership of the asset, the life of the asset.

Depreciation

The depreciable amount of all fixed assets is depreciated on a straight-line basis over the asset's useful life to the consolidated group commencing from the time the asset is held ready for use.

The depreciation rates used for each class of depreciable assets are:

Class of Fixed Asset	Depreciation Rate
Plant and Equipment	10% - 33.3%
Computer Equipment	25% - 33%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains or losses are recognised in profit or loss when the item is derecognised.

e. Leases

The determination of whether an arrangement is or contains a lease is based on the substance of the arrangement and requires an assessment of whether the fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset.

Lease payments for operating leases, where substantially all the risks and benefits remain with the lessor, are recognised as expenses on a straight-line basis over the lease term.

Lease incentives under operating leases are recognised as a liability and amortised on a straight-line basis over the life of the lease term.

f. Financial Instruments

Initial recognition and measurement

Financial assets within the scope of AASB 139 are classified as financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, available-for-sale financial assets, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Group determines the classification of its financial assets at initial recognition.

Financial assets and financial liabilities are recognised when the entity becomes a party to the contractual provisions of the instrument. For financial assets, this is equivalent to the date that the entity commits itself to either purchase or sell the asset (i.e. trade date accounting is adopted). Financial instruments are initially measured at fair value plus transaction costs, except where the instrument is classified "at fair value through profit or loss", in which case transaction costs are recognised as expenses in profit or loss immediately.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

The Group's financial assets include cash and short-term deposits, trade and other receivables, loans and other receivables, quoted and unquoted financial instruments and derivative financial instruments.

Classification and subsequent measurement

After initial measurement, Financial instruments are subsequently measured at fair value, amortised cost using the effective interest method, or cost. Where available, quoted prices in an active market are used to determine fair value. In other circumstances, valuation techniques are adopted.

Amortised cost is calculated as the amount at which the financial asset or financial liability is measured at initial recognition less principal repayments and any reduction for impairment, and adjusted for any cumulative amortisation of the difference between that initial amount and the maturity amount calculated using the *effective interest* method.

The *effective interest* method is used to allocate interest income or interest expense over the relevant period and is equivalent to the rate that exactly discounts estimated future cash payments or receipts (including fees, transaction costs and other premiums or discounts) through the expected life (or when this cannot be reliably predicted, the contractual term) of the financial instrument to the net carrying amount of the financial asset or financial liability.

Revisions to expected future net cash flows will necessitate an adjustment to the carrying amount with a consequential recognition of an income or expense item in profit or loss.

The Combined Entity does not designate any interests in subsidiaries, associates or joint ventures as being subject to the requirements of Accounting Standards specifically applicable to financial instruments. Accordingly, such interests are accounted for on a cost basis.

(i) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortised cost. Gains or losses are recognised in profit or loss through the amortisation process and when the financial asset is derecognised.

(ii) Financial liabilities

Non-derivative financial liabilities other than financial guarantees are subsequently measured at amortised cost. Gains or losses are recognised in profit or loss through the amortisation process and when the financial liability is derecognised.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- The rights to receive cash flows from the asset have expired
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either

a) the Group has transferred substantially all the risks and rewards of the asset, or

b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the asset is recognised to the extent of the Group's continuing involvement in the asset. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of Financial Assets

The Combined Entity assesses at each balance date whether there is an indication that an asset may be impaired.

If any such indication exists, or when annual impairment testing for an asset is required, the Company makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of its fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets and the asset's value in use cannot be estimated to be close to its fair value. In such cases the asset is tested for impairment as part of the cash generating unit to which it belongs. When the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset or cash-generating unit is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their 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. Impairment losses relating to continuing operations are recognised in those expense categories consistent with the function of the impaired asset unless the asset is carried at revalued amount (in which case the impairment loss is treated as a revaluation decrease).

An assessment is also made at each balance date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is carried at revalued amount, in which case the reversal is treated as a revaluation increase.

After such a reversal the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

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

Financial Assets Carried at Amortised Cost

For financial assets carried at amortised cost, the Group first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

If there is objective evidence that an impairment loss has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future expected credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate. If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current EIR.

The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognised in the profit and loss and other comprehensive income. Interest income continues to be accrued on the reduced carrying amount and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. The interest income is recorded as part of finance income in the profit and loss and other comprehensive income. Loans together with the associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group. If, in a subsequent year, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a future write-off is later recovered, the recovery is credited to finance costs in the profit and loss and other comprehensive income.

g. Foreign Currency Transactions and Balances

Functional and presentation currency

The functional currency of each Combined Entity is measured using the currency of the primary economic environment in which that entity operates. The consolidated financial statements are presented in Australian dollars, which is the parent entity's functional and presentation currency.

Transactions and balances

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the year-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items are recognised in profit or loss, except where deferred in equity as a qualifying cash flow or net investment hedge.

Exchange differences arising on the translation of non-monetary items are recognised directly in other comprehensive income to the extent that the underlying gain or loss is directly recognised in other comprehensive income; otherwise the exchange difference is recognised in profit or loss.

h. Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the statement of financial position.

i. Revenue and Other Income

Revenue is measured at the fair value of the consideration received or receivable after taking into account any trade discounts and volume rebates allowed. Any consideration deferred is treated as the provision of finance and is discounted at a rate of interest that is generally accepted in the market for similar arrangements. The difference between the amount initially recognised and the amount ultimately received is interest revenue.

Revenue from the sale of goods is recognised at the point of delivery as this corresponds to the transfer of significant risks and rewards of ownership of the goods and the cessation of all involvement in those goods.

Interest revenue is recognised using the effective interest method, which for floating rate financial assets is the rate inherent in the instrument. Dividend revenue is recognised when the right to receive a dividend has been established.

All revenue is stated net of the amount of goods and services tax.

j. Trade and Other Receivables

Trade and other receivables include amounts due from customers for goods sold and services performed in the ordinary course of business. Receivables expected to be collected within 12 months of the end of the reporting period are classified as current assets. All other receivables are classified as non-current assets.

Trade receivables, which generally have 30 day terms, are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less an allowance for any uncollectible amounts.

Collectability of trade receivables is reviewed on an ongoing basis. Debts that are known to be uncollectible are written off when identified. An allowance for doubtful debts is raised when there is objective evidence that the group will not be able to collect the debt. Financial difficulties of the debtor, default payments or debts more than 60 days overdue are considered objective evidence of impairment.

k. Trade and Other Payables

Trade and other payables are carried at amortised cost and represent the liabilities for goods and services received by the Group that remain unpaid at the end of the reporting period. The balance is recognised as a current liability with the amounts normally paid within 30 days of recognition of the liability.

l. Employee Benefits

The liability for employee benefit obligations relates to government-mandated annual leave, superannuation and long service leave payments. Employee benefits have been measured at the amounts expected to be paid when the liability is settled at the current pay rates plus any related on-costs. Any superannuation contributions that are unpaid at the end of the reporting period are classified as accrued expenses.

(i) Wages and Salaries, Annual Leave and Sick Leave

Liabilities for wages and salaries, including non-monetary benefits, annual leave and accumulating sick leave due to be settled within 12 months of the reporting date are recognised as a current liability in respect of employees' services up to the reporting date and are measured at the amounts expected to be paid when the liabilities are settled. Liabilities for non-accumulating sick leave are recognised when the leave is taken and measured at the rates paid or payable.

(ii) Long Service Leave

The liability for long service leave is recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on national government bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

(iii) Employee Share Options and Performance Rights

Equity-settled share-based payments granted are measured at fair value at the date of grant. Fair value is measured by the use of a binomial model or a Monte Carlo simulation, for market based conditions. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

The fair value determined at the grant date of the equity-settled share-based payments is expensed at the date of issue. For cash settled share-based payments, a liability equal to the portion of the goods or services received is recognised at the current fair value determined at each reporting date.

m. Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of assets that necessarily take a substantial period of time to prepare for their intended use or sale, are capitalised and added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

n. Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office (ATO). In this case, it is recognised as part of the cost of the acquisition of the assets or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the ATO is included with other receivables or payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities, which are recoverable from or payable to the ATO, are presented as operating cash flows included in receipts from customers or payments to suppliers.

Critical Accounting Estimates and Judgements

The carrying amounts of certain assets and liabilities are often determined based on estimates and assumptions of future events. The key estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of certain assets and liabilities within the next annual reporting period are:

Key estimates

(i) impairment – General

The Combined Entity assesses impairment at the end of each reporting period by evaluation of conditions and events specific to the Combined Entity that may be indicative of impairment triggers. Recoverable amounts of relevant assets are reassessed using value-in-use calculations which incorporate various key assumptions.

(ii) Available-for-Sale Financial Assets

The Group measures the fair value of available-for-sale financial assets by reference to the fair value of the equity instruments at the date at which they are valued.

(iii) Deferred Tax Assets and Liabilities

The Group is subject to income taxes in Australia and jurisdictions where it has foreign operations. Significant judgement is required in determining deferred tax assets and liabilities. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business.

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

Unrecognised deferred income tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

(iv) Carrying Value of Exploration and Evaluation Expenditure

The Group reviews the carrying value of exploration and evaluation expenditure at each reporting date. This requires judgement as to the status of the individual projects and their future economic value.

(v) Share-Based Payment Transactions

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using either the Black-Scholes valuation model or Monte-Carlo simulation model as appropriate.

Note 7

Subsequent Events

The Directors of both Ausroc and WEX are not aware of any other significant changes in the state of affairs of Ausroc or WEX, or events subsequent to 30 June 2017, that would have a material impact on the Historical or Pro-Forma Financial Information, except as otherwise disclosed in this Prospectus.

12.6 Forecast financial information

There are significant uncertainties associated with forecasting future revenues and expenses of the Company. In light of uncertainty as to timing and outcome of the Company's growth strategies and the general nature of the industry in which the Company will operate, as well as uncertain macro market and economic conditions in the Company's markets, the Company performance in any future period cannot be reliably estimated. On this basis and after considering ASIC Regulatory Guide 170, the Directors do not believe that they have a reasonable basis to reliably forecast future earnings and accordingly forecast financials are not included in this Prospectus.

12.7 Dividend policy

The Company does not expect to pay dividends in the near future as its focus will primarily be on using cash reserves to grow and develop the WEX Business.

Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend upon matters such as the availability of distributable earnings, the operating results and financial condition of the Company, future capital requirements, general business and other factors considered relevant by the Directors. No assurances are given in relation to the payment of dividends, or that any dividends may attach franking credits.

Tel: +61 8 7324 6000
Fax: +61 8 7324 6111
www.bdo.com.au

BDO Centre
Level 7, 420 King William Street
Adelaide SA 5000
GPO Box 2018 Adelaide SA 5001
Australia

13. Independent Limited Assurance Report

Directors
Ausroc Metals Ltd
Level 4
22 Grenfell Street
ADELAIDE SA 5000

5 December 2017

Dear Directors

INDEPENDENT LIMITED ASSURANCE REPORT ON HISTORICAL FINANCIAL INFORMATION AND PRO FORMA HISTORICAL FINANCIAL INFORMATION

INTRODUCTION

BDO Advisory (SA) Pty Ltd (BDO) has been engaged by Ausroc Metals Limited (ARK or the Company) to report on the Historical and Pro-Forma Financial Information of ARK (the responsible party) and Woomera Exploration Limited (WEX), for inclusion in the Prospectus dated on or about 5 December 2017 and relating to the offer by the Company of a minimum of 20,000,000 Shares at $0.20 per Share to raise a minimum of $4,000,000 and a maximum of 35,000,000 Shares to investors at $0.20 per Share to raise a maximum of $7,000,000 and the acquisition of WEX by ARK (Prospectus).

Unless stated otherwise in this Report, expressions defined in the Prospectus have the same meaning in this Report.

This Report has been prepared for inclusion in the Prospectus. We disclaim any assumption of responsibility for any reliance on this Report or on the Financial Information to which it relates for any purpose other than that for which it was prepared.

SCOPE

Historical Financial Information

You have requested BDO to review the following historical financial information included in Section 12 of the Prospectus:

- the audited Consolidated Statement of Profit or Loss and Other Comprehensive Income for the financial years ended 30 June 2015 (FY15), 30 June 2016 (FY16) and 30 June 2017 (FY17) of ARK;
- the audited Consolidated Statement of Profit or Loss and Other Comprehensive Income for the financial years ended FY15, FY16 and FY17 of WEX;
- the audited Consolidated Statement of Financial Position for FY15, FY16 and FY17 of ARK;
- the audited Consolidated Statement of Financial Position for FY15, FY16 and FY17 of WEX;
- the audited Consolidated Statement of Cash Flow for FY15, FY16 and FY17 of ARK; and
- the audited Consolidated Statement of Cash Flow for FY15, FY16 and FY17 of WEX.

BDO Advisory (SA) Pty Ltd ABN 74 161 378 892 is a member of a national association of independent entities which are all members of BDO Australia Ltd ABN 77 050 110 275, an Australian company limited by guarantee. BDO Advisory (SA) Pty Ltd and BDO Australia Ltd are members of BDO International Ltd, a UK company limited by guarantee, and form part of the international BDO network of independent member firms. Liability limited by a scheme approved under Professional Standards Legislation, other than for the acts or omissions of financial services licensees.

Hereafter referred to as "the Historical Financial Information".

The Historical Financial Information has been prepared in accordance with the stated basis of preparation, being the recognition and measurement principles contained in Australian Accounting Standards and the company's adopted accounting policies.

The Historical Financial Information of ARK has been extracted from the financial statements of ARK for FY15, FY16 and FY17, which was audited by BDO Audit (WA) Pty Ltd in accordance with the Australian Auditing Standards. BDO Audit (WA) Pty Ltd included an emphasis of matter in relation to the Company's ability to continue as a going concern.

The Historical Financial Information of WEX has been extracted from the financial statements of WEX for FY15, FY16 and FY17, which was audited by Grant Thornton Audit Pty Ltd in accordance with the Australian Auditing Standards. Grant Thornton Audit Pty Ltd included an emphasis of matter in relation to the WEX's ability to continue as a going concern.

The Historical Financial Information is presented in the Prospectus in an abbreviated form, insofar as it does not include all of the presentation and disclosures required by Australian Accounting Standards and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the Corporations Act 2001.

Pro Forma Historical Financial Information

You have requested BDO to review the Pro Forma Consolidated Statement of Financial Position for FY16 of ARK and WEX (the Combined Entity) included in the Prospectus being the Pro-Forma Statement of Financial Position as at 30 June 2017 showing the impact of the pro-forma adjustments as if they had occurred at 30 June 2017.

Hereafter referred to as "the Pro-Forma Historical Financial Information".

The Pro Forma Historical Financial Information has been derived from the historical financial information of ARK and the historical financial information of WEX, after adjusting for the effects of pro-forma adjustments described in Section 12.5 of the Prospectus. The stated basis of preparation is the recognition and measurement principles contained in Australian Accounting Standards applied to the Historical Financial Information and the events or transactions to which the pro-forma adjustments relate, as described in Section 12 of the Prospectus, as if those events or transactions had occurred as at the date of the Historical Financial Information. Due to its nature, the Pro-Forma Historical Financial Information does not represent the Company's or the Combined Entity's actual or prospective financial position.

DIRECTORS' RESPONSIBILITY

The directors of ARK are responsible for the preparation of the Historical Financial Information and the Pro-Forma Historical Financial Information, including the selection and determination of the Pro-Forma Adjustments made to the Historical Financial information and included in the Pro-Forma Historical Financial Information. This includes responsibility for such internal controls as the directors determine are necessary to enable the preparation of Historical Financial Information and Pro-Forma Historical Financial Information that are free from material misstatement, whether due to fraud or error.

BDO

OUR RESPONSIBILITY

Our responsibility is to express a limited assurance conclusion on the Historical Financial Information and Pro Forma Historical Financial Information based on the procedures performed and the evidence we have obtained.

We have conducted our engagement in accordance with the Standard on Assurance Engagements ASAE 3450 *Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information.*

A review consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain reasonable assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Our engagement did not involve updating or re-issuing any previously issued audit or review report on any financial information used as a source of the financial information.

CONCLUSION

Historical Financial Information

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the Historical Financial Information, as described in Section 12.4 of the Prospectus, and comprising:

- the audited Consolidated Statement of Profit or Loss and Other Comprehensive Income for the financial years ended 30 June 2015 (FY15), 30 June 2016 (FY16) and 30 June 2017 (FY17) of ARK;
- the audited Consolidated Statement of Profit or Loss and Other Comprehensive Income for the financial years ended FY15, FY16 and FY17 of WEX;
- the audited Consolidated Statement of Financial Position for FY15, FY16 and FY17 of ARK;
- the audited Consolidated Statement of Financial Position for FY15, FY16 and FY17 of WEX;
- the audited Consolidated Statement of Cash Flow for FY15, FY16 and FY17 of ARK; and
- the audited Consolidated Statement of Cash Flow for FY15, FY16 and FY17 of WEX.

are not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in Section 12.5 of the Prospectus.

Pro Forma Historical Financial Information

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the Pro-Forma Historical Information, as described in Section 12.4.1 of the Prospectus, and comprising the Pro-Forma Statement of Financial Position as at 30 June 2017 showing the impact of Pro-Forma Adjustments as if they occurred at 30 June 2017, are not presented fairly in all material respects, in accordance with the stated basis of preparation as described in Section 12.5 of the Prospectus.

RESTRICTIONS ON USE

Without modifying our conclusions, we draw attention to Section 12.1 of the Prospectus, which describes the purpose of the financial information, being for inclusion in the Prospectus. As a result, the financial information may not be suitable for use for another purpose.

CONSENT

BDO has consented to the inclusion of this independent limited assurance report in the Prospectus in the form and context in which it is included.

LIABILITY

The liability of BDO is limited to the inclusion of this report in the Prospectus. BDO makes no representation regarding, and takes no responsibility for, any other statements, or material in, or omissions from, the Prospectus.

SUBSEQUENT EVENTS

Apart from the matters dealt with in this Report, and having regard to the scope of this Report and the information provided by the Directors, to the best of our knowledge and belief no material transaction or event outside of the ordinary business of ARK and WEX not described in the Prospectus, has come to our attention that would require comment on, or adjustment to, the information referred to in our Report or that would cause such information to be misleading or deceptive.

GENERAL ADVICE WARNING

This Report has been prepared, and included in the Prospectus, to provide investors with general information only and does not take into account the objectives, financial situation or needs of any specific investor. It is not intended to be a substitute for professional advice and potential investors should not make specific investment decisions in reliance on information contained in this Report. Before acting or relying on any information, an investor should consider whether it is appropriate for their circumstances having regard to their objectives, financial situation or needs.

INDEPENDENCE OR DISCLOSURE OF INTEREST

BDO is a member of BDO International Ltd. BDO does not have any interest in the outcome of the proposed listing, or any other interest that could reasonably be regarded as being capable of affecting its ability to give an unbiased conclusion in this matter. BDO will receive normal professional fees for the preparation of this report.

Signed for and on behalf of

BDO Advisory (SA) Pty Ltd

David Fechner
Director

MinterEllison

10th Floor 25 Grenfell Street Adelaide SA 5000
GPO Box 1272 Adelaide SA 5001
T +61 8 8233 5555 F +61 8 8233 5556 minterellison.com

Matters/3454-6024-9863_1

14. Independent Tenement and Native Title Report

29 November 2017

The Board of Directors
Ausroc Metals Limited
(to be renamed Woomera Mining Limited)
Level 4, 22 Grenfell Street

ADELAIDE SA 5000

Dear Directors

Solicitors' Report on Tenements and Native Title

This Report is prepared for inclusion in a prospectus for the initial public offer of up to 35,000,000 fully paid ordinary shares (**Shares**) in the capital of Ausroc Metals Limited ACN 073 155 781 (to be renamed Woomera Mining Limited) (the **Company** or **WML**) at an issue price of $0.20 per Share, to raise up to $7,000,000 with a minimum subscription of $4,000,000, together with related offers of:

(a) 68,259,459 shares to the shareholders of Woomera Exploration Limited (ACN 150 741 352) (**WEX**) in consideration of the acquisition by WML of all the shares in WEX;

(b) 3,125,000 shares to the shareholders of Volt Lithium Pty Ltd (ACN 612 465 237) (**Volt Lithium**) in consideration of the acquisition by WEX of all the shares in Volt Lithium Pty Ltd; and

(c) 3,125,000 shares to the shareholders of Liquid Lithium Pty Ltd (ACN 612 730 337) (Liquid Lithium) in consideration of the acquisition by WEX of all the shares in Liquid Lithium,

(Prospectus).

1. SCOPE

We have been instructed to report on mining tenements in which WEX either holds, or in which it intends to acquire, an interest (**Tenements**). In cases where WEX does not presently hold, but intends to acquire, Tenement interests, it proposes to do so by acquiring all the issued shares in Volt Lithium and Liquid Lithium being the registered holders of the relevant Tenements. The Tenements are all located in South Australia or Western Australia. Key details of the Tenements are set out in the Schedule to this Report.

In accordance with the instructions, we have conducted the due diligence investigations on the Tenements as summarised in this Report. This Report has been prepared relying solely on the results of searches of publicly-available information maintained by State or Commonwealth Government instrumentalities referred to in Section 3 of this Report, on the following matters:

(a) ownership of the Tenements; and

(b) native title and Aboriginal cultural heritage issues as they may apply to the Tenements (on a 'by exception' basis).

The scope of this Report is limited to the matters listed above. We have not been requested to consider (and therefore have not considered) any other matters.

In preparing this Report, our due diligence investigations have been limited to the results of the searches referred to in Section 3 of this Report. The publicly available information from which the search results have been obtained may not be complete or up to date. We have not made any independent investigations or enquiries in relation to those searches. We express no opinion about:

(a) the accuracy of, or any factual matter disclosed by, those searches; or

(b) the status of the Tenements after the date of the relevant search.

No additional work was performed in preparing this Report except as specifically stated in this Report, and we have not conducted enquiries regarding legal matters which may impact the Tenements beyond the scope of work described in this Report.

This Report only relates to the relevant laws of South Australia, Western Australia and the Commonwealth of Australia current as at the date of this Report.

If any of the assumptions set out in this Report (including those in Sections 1 and 11 of this Report) are not correct, this Report may need to be amended.

2. BENEFIT AND RELIANCE

This Report is provided solely for the benefit of the Company in connection with the issue of the Prospectus.

This Report is not to be relied on or used for any other purpose or quoted or referred to in any other public document or filed with any Government body, regulatory authority or other person without MinterEllison's prior written consent. To the maximum extent permitted by law, MinterEllison expressly disclaims any liability in respect of this Report to any person other than the Company.

3. SEARCHES

For the purposes of this Report, we have conducted searches and made enquiries in respect of all of the Tenements as follows (**Searches**):

(a) mining tenement register searches of the SA Tenements from the registers maintained by the South Australian Department of Premier and Cabinet – Energy & Resources Division (**DPC**) and the WA Tenements from the Western Australian Department of Mines and Petroleum (**DMP**) (**Tenement Searches**). Details on the status of the Tenements are set out in the Schedule to this Report.

(b) searches of the schedule of native title applications, register of native title claims, national native title register, register of indigenous land use agreements and national land use agreements as maintained by the National Native Title Tribunal (**NNTT**) for any native title claims, native title determinations and indigenous land use agreements (**ILUAs**) that apply to the Tenements. Details of native title claims, native title determinations and ILUAs are set out in the Schedule to this Report.

(c) searches from the Register of Aboriginal Sites and Objects maintained by the SA Department of State Department for any Aboriginal sites registered over the SA Tenements (**SA Heritage Searches**). Details of any Aboriginal sites within the area of the SA Tenements are set out in the Schedule to this Report.

(d) searches from the Aboriginal Heritage Inquiry System maintained by the Western Australian Department of Planning, Lands and Heritage for Aboriginal sites registered over the WA Tenements (**WA Heritage Searches**). Details of any Aboriginal sites within the area of the WA Tenements are set out in the Schedule to this Report.

4. EXECUTIVE SUMMARY

As a result of our Searches, but subject to the assumptions and qualifications set out in this Report, our view is that as at the date of the relevant Searches this Report provides an accurate statement as to:

(a) the relevant tenement holder's interest in the Tenements;

(b) the validity and good standing of the Tenements; and

(c) native title and Aboriginal cultural heritage interests in relation to the Tenements.

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

(a) Five of the SA Tenements expired in October or November 2017, each having reached its maximum aggregate term of 5 years. WEX has applied for the grant of Subsequent Exploration Licences over these former Exploration Licences areas (or parts of those areas, where a statutory requirement for relinquishment of licence areas applies). As at the date of this Report, none of the applications for Subsequent Exploration Licences had yet been granted to WEX, although in two cases (ELA 2017/156, formerly EL 5041 and ELA 2017/00157, formerly EL 5042) WEX has received notification of the proposed terms and conditions of grant of the Subsequent Exploration Licence. As the grant of a Subsequent Exploration Licence under the *Mining Act, 1971* (SA) (**SA Mining Act**) is discretionary, there is no certainty these grants will be made in favour of WEX.

(b) The majority of the SA Tenements are within the Woomera Prohibited Area, which is declared under Federal legislation as a defence area used for the testing of military material, over which the Australian Government has the ability to control access (including to deny or exclude access). This means that:

    (i) WEX will need to hold, continue to hold and comply with the terms of permits issued by the Australian Government in order for it and its personnel and contractors to enter the WPA to access and carry out exploration operations on the SA Tenements. WEX presently holds such a permit;

    (ii) WEX may be required to periodically evacuate personnel from some or all of the SA Tenements (and the WPA) during specified annual exclusion periods each year, to the extent that defence-related activities requiring evacuation are scheduled to be carried out in the WPA; and

    (iii) WEX's ability to conduct airborne surveys and other airspace-related activities in the WPA in support of its exploratory activities on the SA Tenements may be impacted, to the extent that WPA airspace restrictions are imposed because defence-related activities are scheduled to be carried out.

(c) WEX has also applied for the grant of three Exploration Licences other than the Subsequent Exploration Licence applications referred to above. As at the date of this Report, none of those applications had been granted although in one case (ELA 2017/139), WEX has received notification of the proposed terms and conditions of grant of the Exploration Licence from the SA Government. These applications must be granted before WEX may exercise its rights in respect of the areas the subject of the applications. As the grant of exploration licences under the *SA Mining Act* is discretionary, there is no certainty these grants will be made in favour of WEX.

(d) The WA Tenements are held by Volt Lithium or Liquid Lithium. We are instructed that WEX has entered into binding term sheets under which it has agreed to acquire all the issued shares in each of those companies. WEX will need to(a)

(e) complete those transactions in order to acquire ownership of those companies, and hence effective control of the WA Tenements.

(f) In addition, Volt Lithium has applied for the grant of two WA Exploration Licences, which have not been granted as at the date of this Report. The applications must be granted before Volt Lithium may exercise its rights in respect of the areas the subject of the applications. As the grant of exploration licences under the *Mining Act, 1978* (WA) (***WA Mining Act***) is discretionary, there is no certainty these grants will be made in favour of WEX.

(g) Native title claims or determinations affect the land areas of most of the Tenements. It is possible that further native title claims or determinations could be made in the future in respect of lands over which the Tenements are granted. Accordingly, native title issues will need to be considered by WEX when dealing with the Tenements.

(h) Some of the Tenements are subject to resource exploration-focused ILUAs. Accordingly, WEX will need to consider matters relating to the ILUAs and decide whether to become a party to the relevant ILUAs (or in the case of the SA Tenements, agreements under Part 9B of the *SA Mining Act*) when dealing with these Tenements.

(i) Aboriginal heritage sites and/or objects are registered over some lands over which the Tenements are granted. Additional Aboriginal heritage sites, places or objects may exist in areas covered by these and other Tenements. Accordingly, Aboriginal heritage reporting and protection issues will need to be considered by WEX to the extent that exploration activities are carried on near these areas within the Tenements.

5. DESCRIPTION OF THE TENEMENTS

As at the date of this Report, the Tenements comprise:

(a) in South Australia, 1 granted Exploration Licence and 8 applications for Exploration Licences (including 5 applications for Subsequent Exploration Licences) under the *SA Mining Act*; and

(b) in Western Australia, 8 granted Exploration Licences and 2 applications for Exploration Licences under the *WA Mining Act*.

Sections 6 and 7 of this Report summarise the nature and key terms of Exploration Licences granted under the *SA Mining Act* and *WA Mining Act* respectively.

6. SOUTH AUSTRALIAN MINING LEGISLATION: EXPLORATION LICENCES

The relevant legislation governing the terms and conditions applicable to South Australian Exploration Licences is the *SA Mining Act*. Key aspects of that legislation are as follows:

(a) **Rights**: SA Exploration Licences authorise exploratory operations of the kind described in the licence document in respect of the land over which they are granted (other than for precious stones in a precious stones field or extractive minerals. The grant of an SA Exploration Licence is subject to terms and conditions prescribed by the Minister from time to time, and the Minister has a discretion to impose additional terms and conditions

(b) **Term**: SA Exploration Licences have a term of up to 5 years, but if granted for a lesser period, may be renewed for a period that does not in aggregate exceed 5 years. On the

expiration of an Exploration Licence the term or aggregate terms of which was 5 years, the Minister may grant the licensee a Subsequent Exploration Licence for a further term of up to 5 years.

(c) **Area**: The maximum area of an SA Exploration Licence is 1,000 km sq., subject to a Ministerial discretion to grant over a larger area in some circumstances.

(d) Conditions: SA Exploration Licences are granted subject to various standard conditions, including conditions relating to minimum expenditure, payment of prescribed rent and royalties and observance of environmental protection, reporting requirements and the payment of compensation to persons suffering loss or damage arising from the exercise of rights under the SA Exploration Licence. A failure to comply with these conditions, or to obtain an exemption from compliance, may lead to forfeiture of the Exploration Licence. The Minister has a discretion to impose additional terms and conditions.

(e) Relinquishment: SA Exploration Licences are commonly subject to a condition requiring relinquishment of a percentage of the licence area (ordinarily 25%) at a stage or stages during the licence term (if expenditure commitments are not met by the licence holder) or at the end of the licence term if a renewal or extension is being sought.

(f) An SA Exploration Licence confers no right to carry out mining operation on native title land unless:

(i) the mining operations do not affect native title (i.e., are not wholly or partially inconsistent with the continued existence or enjoyment of native title rights); or

(ii) a declaration is made under a law of a State or the Commonwealth that the land the subject of the Exploration Licence is not subject to native title; or

(iii) an agreement has been reached with native title parties that authorises the mining operations (including under Part 9B of the *SA Mining Act* – see Section 8.2 of this Report).

As at the date of this Report, there is a Bill tabled before the SA Parliament to amend the *Mining Act* which if enacted will change some of the aspects of SA Exploration Licences.

7. WESTERN AUSTRALIAN MINING LEGISLATION: EXPLORATION LICENCES

The relevant legislation governing the terms and conditions applicable to Western Australian Exploration Licences is the *WA Mining Act*. Key aspects of that legislation are as follows:

(a) **Rights**: The holder of a WA Exploration Licence is entitled to enter and re-enter the land with agents, employees, vehicles, machinery and equipment as may be necessary or expedient for the purpose of exploring for minerals in, on or under the land and to carry on operations and carry out works that are necessary for that purpose.

(b) **Term**: A WA Exploration Licence has a term of 5 years from the date of the grant. The Minister may extend the term by a further period of 5 years followed by a further period or periods of 2 years.

(c) **Retention Status**: The holder of a WA Exploration Licence may apply for approval of retention status for the Exploration Licence. The Minister may approve the application where there is an identified mineral resource in or under the land the subject of 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. The Minister has the right to impose a

program of works or require the holder to apply for a mining lease (or demonstrate why an application for a mining lease should not be made).

(d) **Conditions**: WA Exploration Licences are granted subject to various standard conditions, including conditions relating to minimum expenditure, payment of prescribed rent and royalties and observance of environmental protection and reporting requirements. A failure to comply with these conditions, or to obtain an exemption from compliance, may lead to forfeiture of the exploration licence.

(e) **Relinquishment**: The holder of a WA Exploration Licence must relinquish not less than 40% of the blocks comprising the licence on or before the date that is 6 years after the licence is granted. A failure to lodge the required partial surrender could render the tenement liable for forfeiture.

(f) **Priority to apply for mining lease**: The holder of a WA Exploration Licence has priority to apply for a mining lease over any of the land subject to that licence. Any application for a mining lease must be made prior to the expiry of the exploration licence. The licence remains in force until the application for the mining lease is determined. Mining leases are granted for a period of 21 years, which may be extended for a further 21 years and successive periods of up to 21 years at the Minister's discretion.

(g) **Transfer**: No legal or equitable interest in an exploration licence can be directly or indirectly transferred or otherwise dealt with during the first year of its term without the prior written consent of the Minister. Thereafter, there is no restriction on transfer or other dealings.

8. NATIVE TITLE

8.1 Recognition of Native Title Rights in Australia

As a result of the decision of the High Court of Australia in *Mabo v Queensland (No 2)*[1] the Australian common law recognises the existence of native title rights held by Australia's indigenous peoples over their traditional lands. Native title may vary from place to place and from people to people, but (where they exist) native title rights will originate in customary rights. The indigenous group claiming native title rights must have maintained a traditional connection with the land, and those rights must have not been lawfully extinguished.

Native title rights may be extinguished voluntarily or by legislative or executive action inconsistent with the native title. Native title may be:

(a) wholly extinguished, such as by the grant of a freehold interest in land or other "exclusive possession" acts relating to those lands; or

(b) partially extinguished by "non-exclusive possession" acts such the grant of rights over native title land not wholly inconsistent with native title rights (in which case native title will co-exist with other rights to the land).

The *Native Title Act 1993* (Cth) (***Native Title Act***) was enacted in response to the common law recognition of native title in Australia. The *Native Title Act*:

(a) provides for the recognition and protection of native title rights;

(b) provides a process by which indigenous Australians may lodge claims for native title rights over land, for those claims to be registered by the NNTT and for Australian Courts to assess native title claims and determine if native title rights exist. Where an Australian Court determines that native title still exists over land, it will issue a native title determination to that effect;

[1] (1992) 175 CLR 1)

(c) confirms the validity of land tenure granted prior to the commencement of the *Native Title Act* on 1 January 1994, and provides for the States and Territories to also validate such titles (**Past Acts**). Retrospective validation of land tenure in this manner was later extended to include freehold and certain leasehold (including pastoral leasehold) interests granted or prior to 23 December 1996 (**Intermediate Period Acts**);

(d) provides a framework within which certain acts (such as the grant of mining tenements or exploration licences where certain conditions are satisfied) (**Future Acts**) carried out after 23 December 1996, and which may affect native title, must comply in order to be valid under the *Native Title Act*; and

(e) specifies the procedure for the valid grant of mining tenements which may affect native title rights.

Since the *Native Title Act* only provides for extinguishment and validation of land tenure by the Commonwealth, each Australian State Government enacted complementary native title legislation adopting the provisions of the Commonwealth legislation. That State legislation operates in conjunction with the *Native Title Act* and has enabled the States and Territories to validate tenements granted by them prior to 1 January 1994.

South Australia and Western Australia have adopted different models to comply with the *Native Title Act*. Each systems is summarised in Sections 8.2 and 8.3 below.

8.2 The South Australian Native Title System

Part 9B of the South Australian *Mining Act* (**Part 9B**) created a statutory alternative method to the *'right to negotiate'* process under the *Native Title Act* which, upon implementation in South Australia in 1996, became mandatory. The *Native Title Act* still applies to the extent that Part 9B does not.

Part 9B removed the immediate right to explore on native title land (being land where native title might exist) and removed the SA Government as a party to negotiations with native title parties. Under Part 9B, if an explorer party is to proceed with exploration operations (as opposed to mineral production operations), that explorer party cannot carry out those operations unless:

(a) the mining operations do not affect native title (ie; they are not wholly or partially inconsistent with the continued existence, enjoyment or exercise of native title rights); or

(b) a declaration is made under a State or Commonwealth law to the effect that the land is not subject to native title; or

(c) an indigenous land use agreement registered under the *Native Title Act* provides that statutory rights to negotiate are not intended to apply in relation to the mining operations.

Under Part 9B, an exploration licence holder may acquire the right to carry out mining operations on native title land from an agreement authorising mining operations under Part 9B. An agreement may:

(a) authorise mining operations by a particular mining operator (ie; an individual authorisation);

(b) extend to future exploration activities and production tenements of an operator holding a mining production tenement (ie; a conjunctive authorisation); or

(c) authorise a specified class of mining operators to carry out a specified class of mining operations (ie; an umbrella authorisation).

Where native title parties are claimants to (rather than determined holders of) native title land, the agreement cannot extend to future production tenements (unless a production tenement - which an SA

Exploration Licence is not - is held or is under application for the relevant land), and any umbrella authorisation cannot exceed 10 years and must relate to an area of 200 square kilometres or less.

8.3 Application to the SA Tenements

Our searches indicate that some of the SA Tenements are within the external boundaries of the native title claims and determinations specified in the Schedule. In the case of native title determinations, the relevant native title claims have been determined by the Federal Court and it was determined that native title exists in part of the determination area.

Our searches also returned various results for mining-related (and other) ILUAs in relation to several of the SA Tenements, again as specified in the Schedule.

Registered native title claimants, as well as the holders of native title under determinations, are entitled to certain rights under the Future Act provisions in respect of land in which native title may continue to exist.

Condition 1 of Schedule C of each of the granted SA Tenements provides that the Exploration Licence confers no rights on the licence holder to carry out operations on native title land within the area of the Exploration Licence other than in accordance with Part 9B of *the SA Mining Act*. This means that where an SA Tenement is situated within the area of a native title determination, the licence holder must have entered into an ILUA registered under the *Native Title Act* or (to the extent that the exercise of rights under the Exploration Licence affects native title) a Part 9B agreement under the *SA Mining Act*.

The SA Government has negotiated ILUAs with four native title groups in South Australia, including (relevantly) the Arabana and Antakirinja native title groups.

It is open to WEX to sign on to an ILUA with these native title groups provided that WEX has not previously entered into a Part 9B agreement with those groups in respect of the same SA Tenement.

ILUAs are on standard terms which can be accepted by exploration or mining companies by way of an acceptance document. An acceptance document would be completed by WEX identifying the SA Tenement (or Tenements) to be covered by the ILUA. A signed copy of the acceptance document must then be provided to the Mining Registrar under *the SA Mining Act* and the native title group, following which the ILUA then applies to the nominated tenement (or tenements).

We are instructed that, as of the date of this Report, WEX has not entered into any Part 9B agreements or ILUAs in respect of any of the SA Tenements. Under Section 63G of Part 9B of the *SA Mining Act*, the SA Minister has the power to revoke the grant of an Exploration Licence if it appears that the tenement holder is not proceeding with reasonable diligence to obtain an agreement or determination necessary to authorise the conduct of mining operations.

8.4 Native Title in Western Australia

In Western Australia, there is no equivalent to Part 9B of the *SA Mining Act*. Instead, Western Australian has enacted the *Titles (Validatio*n) and *Native Title (Effect of Past Acts) Act 1995* (WA) which adopted the *Native Title Act* in Western Australia.

A person claiming to hold native title over land may lodge with the Federal Court an application for determination of native title, following which the native title claim is then referred to the NNTT to determine the claim. If the Native Title Registrar of the NNTT is satisfied that the claim satisfies the registration test set out in the *Native Title Act*, the claim will be entered on the NNTT's Register of Native Title Claims.

Registered native title claimants are afforded procedural rights, including rights to negotiation, consultation and compensation.

Native Title and the Tenements

Whether native title may be successfully claimed on land underlying any of the Tenements depends on whether there is current or former land tenure (e.g. a grant of freehold), or whether use has been made of the land, which has extinguished native title. As previously noted in this Report, native title is extinguished on land the subject of freehold and other previous "exclusive possession" acts.

We have not been instructed to undertake (and therefore have not undertaken) searches of the underlying land tenure of the Tenements to determine the extent of any extinguishment of native title. Therefore, we are not able to determine whether or not native title has been extinguished in relation to any part of the land underlying the Tenements.

We have not been instructed to procure (and therefore have not procured) historical, anthropological or ethnographic enquiries to determine whether any native title finding over the land the subject of the Tenements could be challenged or if any further native title claims in respect of such land could be made in the future.

Unless it is clear that native title does not exist, or has been extinguished, State Government practice is to comply with the Future Act provisions of the *Native Title Act* when granting a tenement. This is intended to provide the State and the applicant with a degree of certainty that the grant will be valid if it is subsequently determined that native title rights exist over the land the subject of the tenement grant and the Future Acts provisions apply.

Where a tenement has been retrospectively validated or validity granted under the *Native Title Act*, the rights conferred by the tenement prevail over any inconsistent native title rights.

Future Act Provisions

Certain Future Acts done by the Commonwealth or a State government after 23 December 1996 may be valid to the extent that procedures set out in the *Native Title Act* are followed. In the case of the grant of a mining tenement, this typically involves either complying with the 'Right to Negotiate' procedure, entering into an ILUA, or complying with the expedited procedure for tenement grants.

Right to Negotiate

The Right to Negotiate Process involves a negotiation between the State, the tenement applicant and any registered native title claimants or rights holders, the aim of which is to agree the terms on which a mining tenement may be granted.

The parties to a negotiation may agree on conditions that apply to activities that are to be carried out on the tenements, including heritage surveys and any compensation arrangements. The tenement applicant is usually liable for any compensation that the parties agree to pay to the native title parties.

If an agreement cannot be reached to enable the tenement to be granted, the matter may be referred to the NNTT for arbitration which then has 6 months to decide whether all the parties have negotiated with each other in good faith (if that issue is raised by any of the parties), whether the tenement is able to be granted and if so on what conditions.

An application for arbitration by the NNTT cannot be made before 6 months after the date of notification of commencement of negotiations by the State.

If the Right to Negotiate Process is not observed, then the grant of a mining tenement will be invalid to the extent (if any) that it affects native title.

ILUAs

An ILUA is a contractual arrangement that must be agreed by all registered native title holders in a relevant area. The State and the applicant for the tenement are usually the other parties to an ILUA. Once agreed, an ILUA must be registered under the *Native Title Act*.

An ILUA must set out the terms and conditions on which a tenement may be granted. An ILUA will also specify conditions on which activities may be carried out within the tenement. The tenement applicant is usually liable for any compensation that the parties agree to pay to the registered native title holders in consideration of 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.

Expedited procedure

The *Native Title Act* also establishes a simplified process for the carrying out of a Future Act that is unlikely to adversely affect native title rights (**Expedited Procedure**). The Expedited Procedure can apply to applications for exploration tenements, but does not preclude parties from reaching separate agreement.

Under the Expedited Procedure, the grant of a tenement can occur if:

(a) the grant is not likely to interfere directly with the carrying out of the community or social activities of native title holders in relation to the land or waters;

(b) the grant is not likely to interfere with areas or sites of particular significance to native title holders in relation to the land or waters, in accordance with their traditions; and

(c) the grant is not likely to involve major disturbances to any land or waters concerned or create rights the exercise of which is likely to involve major disturbance to any land or waters.

If the State considers the above criteria is satisfied, the Expedited Procedure is then commenced by the State giving notice of the proposed grant of the tenement in accordance with the *Native Title Act*. People have until three months after the notification date to take steps to become a registered native title claimant or holder in relation to the land the subject of the proposed tenement.

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

If one or more registered native title claimants, or registered native title holders, object within that four month notice period, the NNTT must determine whether the grant is an act attracting Expedited Procedure. If the NNTT determines the Expedited Procedure does apply, the State may grant the tenement. Otherwise, the Future Act Provisions (e.g. right to negotiate or ILUA) must be followed before the tenement can be granted.

Application to the WA Tenements

Our searches indicate that some of the WA Tenements are within the external boundaries of the native title claims and determinations as specified in the Schedule. In the case of native title determinations, these native title claims have been determined by the Federal Court and it was determined that native title exists in part of the determination area.

Our searches also returned various results for ILUAs in relation to several of the Tenements. In particular, E74/597 and E74/599 are within the area of the Wagyl Kaip Southern Noongar People Indigenous Land Use Agreement. It is a condition of the grant of those tenements that Volt Lithium and Liquid Lithium (respectively) negotiate and enter into an aboriginal heritage agreement (as defined in that ILUA) on

terms and conditions agreed by the relevant licensee and the native title agreement group for the ILUA or, failing such agreement being reached between the parties within a specified time, then to execute and enter into a Noongar Standard Heritage Agreement.

Registered native title claimants, as well as the holders of native title under determinations, are entitled to certain rights under the Future Act provisions in respect of land in which native title may continue to exist.

9. ABORIGINAL HERITAGE

9.1 Overview

The Federal Government and both the SA and WA Governments have enacted legislation to protect places and objects of significance to Aboriginal people in accordance with their traditional laws and customs.

When undertaking activities on the Tenements, the relevant licence holder must ensure that it does not breach the Commonwealth and applicable State legislation relating to Aboriginal heritage. Any interference with protected sites or objects and the conduct of any operations must occur in compliance with the provisions of the applicable legislation, any applicable declarations and any applicable agreements.

Agreements are commonly made between representative groups and tenement holders to regulate the management of Aboriginal heritage issues on the tenement area.

9.2 Federal Legislation

The *Aboriginal and Torres Strait Islander Heritage Protection Act 1984* (Cth) was enacted for the purpose of protecting Aboriginal sites or objects of significance where the protection of those sites or objects under the relevant State legislation is found to be inadequate. This legislation has national application, applying in each Australian State and Territory.

An important feature of this legislation is the capacity of the relevant Commonwealth Minister to make declarations for the protection and preservation of an area. There is also capacity for emergency declarations to be made. These declarations have the potential to halt exploration operations in cases where Aboriginal areas, objects or remains are encountered anywhere within Australia.

Under this legislation, an Aboriginal person or a group may apply to the Minister for a declaration preserving or protecting a specified site or object.

Before the Minister may make such a declaration, he or she must consult with the relevant State or Territory Minister as to whether the legislative regime of that jurisdiction adequately protects the specified Aboriginal site or objects.

9.3 South Australia

In South Australia, the *Aboriginal Heritage Act 1988* (SA) (***SA Heritage Act***) governs the protection and preservation of Aboriginal sites, objects and remains. Under the *SA Heritage Act*, it is an offence for a person to:

(a) fail to report the discovery of a Aboriginal site, object or remains to the Minister; and

(b) (except with the authority of the Minister) damage, disturb, interfere or remove an Aboriginal site, object or remains.

The *SA Heritage Act* applies to land the subject of a tenement granted under the *SA Mining Act*. All holders of interests in mining tenements must observe the provisions of *the SA Heritage Act* in relation to operations on their tenements.

Sites of significance to Aboriginal people on SA lands are identified in a register maintained under *the SA Heritage Act*, however this register is not exhaustive and other undiscovered and unregistered sites may exist on lands, including lands the subject of mining tenements granted now or in the future.

Discovered Aboriginal sites, objects or remains must be reported to the relevant SA Minister for Aboriginal Affairs. It is an offence not to carry out that reporting procedure if Aboriginal sites, objects or remains are discovered. It is also an offence to damage any Aboriginal object, or disturb, interfere with or remove any Aboriginal object or remains.

The practical effect of the *SA Heritage Act* is to require due diligence to be carried out prior to ground-disturbing works for the purposes of identifying whether or not those works may impact on an Aboriginal Site. Due diligence will require, at a minimum, a search of the relevant register of Aboriginal Sites and, in most cases where the area has not been subject to previous disturbance, the carrying out of an Aboriginal heritage survey to identify any unregistered sites.

Importantly, an Aboriginal heritage site may:

(a) exist in any area of South Australia;

(b) not have been recorded in the Register of Aboriginal Sites or Objects; and

(c) not have been identified in any previous heritage surveys or reports prepared in relation to a SA Tenement,

but will remain protected under the *SA Heritage Act*. This means that the absence of any reference to an Aboriginal site from the Register of Aboriginal Sites or Objects is not conclusive.

As set out in the Schedule, our Searches have identified Aboriginal Sites within the boundaries of three SA Tenement Applications (ELA 2017/00155 (formerly EL 5040), ELA 2017/00156 (formerly EL 5041) and ELA 2017/00157 (formerly EL 5042)). The existence of areas of Aboriginal heritage and Aboriginal cultural sensitivity within the SA Tenements listed above may restrict the licence holder's ability to explore and/or mine within the affected area.

9.4 Western Australia

In Western Australia the *Aboriginal Heritage Act 1972* (WA) (***WA Heritage Act***) governs the management and protection of Aboriginal heritage. The *WA Heritage Act* provides that it is an offence for a person to excavate, damage, destroy, conceal or in any way alter an Aboriginal Site protected by the *WA Heritage Act*, except with the consent of the Minister for Aboriginal Affairs.

The WA Department of Planning, Lands and Heritage maintains the Aboriginal Heritage Inquiry System which is a non-exhaustive register of Aboriginal sites protected by the *WA Heritage Act*, as well as a record of other heritage places which may have cultural significance to Aboriginal people but either have not yet been assessed for the purposes of the *WA Heritage Act* or do not satisfy the criteria specified under that legislation.

The practical effect of the *WA Heritage Act* is also to require due diligence to be carried out prior to ground-disturbing works to identify whether or not those works may impact on an Aboriginal Site. Due diligence will require, at a minimum, a search of the relevant register of Aboriginal Sites and, in most cases where the area has not been subject to previous disturbance, the carrying out of an Aboriginal heritage survey to identify any unregistered sites.

Importantly, an Aboriginal heritage site may:

(a) exist in any area of Western Australia;

(b) not have been recorded in the Aboriginal Heritage Inquiry System; and

(c) not have been identified in any previous heritage surveys or reports prepared in relation to a WA Tenement,

but will remain protected under *the WA Heritage Act*. There is no requirement for an Aboriginal site to be registered for it to qualify as an Aboriginal site for the purposes of the *WA Heritage Act*. This means that the absence of any reference to an Aboriginal site from the Aboriginal Heritage Inquiry System is not conclusive.

As set out in the Schedule, our searches disclose Aboriginal Sites that are within the boundaries of one of the WA Tenements (E74/597) and two WA Tenement Applications E45/4789 and E70/4870).

The existence of areas of Aboriginal heritage and Aboriginal cultural sensitivity within the WA Tenements listed above may restrict WEX's ability to explore and/or mine within the affected area.

9.5 Aboriginal Heritage Agreements

Generally, Aboriginal heritage agreements are intended to allow Aboriginal people and groups to maintain their cultural obligations over the heritage land where prospecting and exploration will occur, and to ensure mutually beneficial relationships between explorer parties and Aboriginal people and groups. They also enable the parties to make informed decisions about their respective interests, and put in place measures for protecting Aboriginal heritage claim areas.

Where an explorer intends to carry out activities on Aboriginal heritage land, the explorer must ordinarily issue a notice to the relevant Aboriginal group or groups in respect of the land. This is to determine whether an Aboriginal heritage survey is required. An Aboriginal heritage survey is conducted to determine the potential impact of activities carried out by the explorer on Aboriginal cultural heritage areas or items. Under heritage agreements, where a company intends to carry out any ground-disturbing activities, it must issue a notice to the respective Aboriginal claimants, giving the claimants the option to require a survey be carried out of the area (with the exception of Regional Standard Heritage Agreements, which do not require that notice be given).

Noongar Standard Heritage Agreement (NSHA) – South West Aboriginal Land & Sea Council Aboriginal Corporation (on behalf of the (Ballardong People and Wagyl Kaip & Southern Noongar Agreement Groups)

We are instructed Volt Lithium is a party to the Noongar Standard Heritage Agreement with the South West Aboriginal Land & Sea Council Aboriginal Corporation for and on behalf of the Ballardong People and Wagyl Kaip & Southern Noongar Agreement native title groups, dated 23 January 2017, in relation to WA Tenement E70/4870.

This agreement facilitates the early exchange of information by requiring Volt Lithium to provide to the South West Aboriginal Land & Sea Council Aboriginal Corporation (**SWALSC**) a program of proposed works for which notices of exploration works (**Activity Notice**) are likely to be provided in the foreseeable future.

Volt Lithium is not required to issue an Activity Notice where it reasonably considers that the activities being carried out consist of minimal impact activities or low ground disturbance activities. Where Volt Lithium has any doubt about these matters, it is required to issue an Activity Notice, and potentially carry out an Aboriginal heritage survey (**Survey**).

Activity Notices must provide enough information (including anthropological, ethnographic or archaeological information) to allow SWALSC to assess whether a survey needs to be carried out by Volt Lithium and, in if a survey is required, to provide enough information for the SWALSC to assess how the Survey will be carried out.

The Activity Notice must include preliminary advice (where requested by either party), a draft survey report (where requested by either party), and a final survey report.

If, on the basis of the Activity Notice, the parties determine that a Survey is required, a survey report will be prepared by an Aboriginal heritage service provider or consultant (**Survey Report**). The Survey Report is to include the area of the Activity Notice (including a map), sufficient details in accordance with the NSHA to allow the SWALSC to make a decision in relation to the potential impacts of the proposed activities, and any recommendations for how the heritage sites will be protected.

Heritage Agreement – Yamatji Marlpa Aboriginal Corporation (Njamal) (YMAC) and Liquid Lithium

We are instructed Liquid Lithium is a party to a heritage agreement with The Yamatji Marlpa Aboriginal Corporation as agent for the Njamal native title claim group, in relation to WA Tenement E45/4796[2].

This agreement aims to ensure the regular flow of information between Liquid Lithium and the Aboriginal claimants, by requiring Liquid Lithium to use its best endeavours to provide the claimant with the scope of works (including low impact activities) for each year in advance of their commencement.

Liquid Lithium is required to issue a notice (Heritage Notice) where it intends to carry out exploration activities in an Aboriginal heritage claim area, unless the activities are low impact, or where a previous Heritage Notice has been issued over the area in respect of the proposed activity.

The Heritage Notice will need to provide enough information for the parties to determine whether a survey of the heritage area (Survey) will need to be carried out. The Heritage Notice is to contain the information required by the agreement, including methodologies used in accordance with the agreement, maps, photographs, vehicle access routes, and materials and resources to be obtained in the heritage area.

Where on the basis of the Heritage Notice the parties determine a Survey is required, a heritage consultant will be engaged to provide the Survey. The Heritage Notice will include preliminary advice (where requested by either party), a draft survey report (where requested by either party), and a final survey report.

The Survey Report should be in accordance with the agreement, including the methodology used, in accordance with the agreement, the area investigated, results of searches carried out, a description of the work undertaken, and any discussion and recommendations.

The heritage consultant will provide the parties with preliminary advice, a draft survey report, and the final survey report, after the parties have considered the draft survey report.

Heritage Agreement – Volt Lithium & Yamatji Marlpa Aboriginal Corporation (Kariyarra-Abydos Claimant Group)

We are instructed Volt Lithium is a party to a heritage agreement with The Yamatji Marlpa Aboriginal Corporation as agent for the Kariyarra-Abydos native title claim group, in relation to WA Tenement E45/4789[3].

This agreement aims to ensure the regular flow of information between Volt Lithium and the Aboriginal claimants, by requiring that if practical the scope of works (including low impact activities) for each year will be provided to the claimants in advance of their commencement.

Where Volt Lithium intends to carry out exploration activities in the heritage claim area, it must issue a notice to the claimants (**Notice**) in accordance with the agreement. This is unless the activities are low impact or a previous Heritage Notice has been issued over the area in respect of the proposed activity.

After the Notice is issued, the claimants must, within 21 days, advise Volt Lithium whether they consider a Survey is necessary. This may be discussed between the parties.

[2, 3] We have sighted a partially executed, undated copy of the heritage agreement between the parties.

Where it is determined between the parties that a Survey is necessary, the Survey is to be carried out by a survey team appointed by the claimants. The claimants will provide a preliminary advice and the final report with sufficient information to allow Volt Lithium to plain and undertake the activities the subject of the Heritage Notice. The Survey Report must be in accordance with the agreement, including the methodology used, the area investigated, results of searches carried out, a description of the work undertaken, and any discussion and recommendations.

Regional Standard Heritage Agreement – Ngadju & Volt Lithium (E74/596); Ngadju & Liquid Lithium (E15/1532); Ngadju & Liquid Lithium (E63/1804); Ngadju & Liquid Lithium (E74/0598)

We are instructed that Volt Lithium and Liquid Lithium are parties to Regional Standard Heritage Agreements (**RSHAs**) with native title groups in relation to WA Tenements E74/596, E15/1532, E63/1804 and E74/598[4].

The RHSAs are on substantially similar terms, and require the parties to cooperate in carrying out their respective obligations. There is no requirement under the RSHAs for the tenement holder to issue a notice to the claimants in respect of proposed exploration activities.

The parties are required to consult with each other to determine whether a heritage assessment survey (**Survey**) needs to be carried out over any of the tenement areas. In determining whether this is required, the parties must make reference to whether similar assessments of the respective areas have been carried out previously, the extent to which the land has been disturbed by previous activities, whether there are any potential Aboriginal sites (under the *WA Aboriginal Heritage Act*), the nature of proposed activities and any other relevant factors.

The parties must agree to a coordinating anthropologist who will determine a team to carry out the Survey to detail the areas where exploration activities should not be undertaken because of the presence of an Aboriginal site within that area. The team is required to make recommendations for the protection and management of any Aboriginal site identified.

10. WOOMERA PROHIBITED AREA

Four of the SA Tenements are located within the Woomera Prohibited Area (**WPA**), which is a defence area used for the testing of military material, declared under the *Defence Act 1903* (Cth) and *Defence Force Regulations 1952* (Cth). The airspace above the WPA is also controlled and restricted airspace (**Woomera Restricted Airspace** or **WRX**).

ELA 2017/00183 (formerly EL 5116) and ELAs 2012/00119 and 2012/00120 lie within both the Defence Periodic Use Zone 2 (otherwise known as the "Amber Zone 2"), and the Defence Infrequent Use Zone (otherwise known as the "Green Zone"). ELA 2017/00182 (formerly EL 5113) is situated wholly within the Green Zone. In addition, the airspace above each of these tenements falls within WRX Restricted Areas, as specified in the Schedule.

Five of the SA Tenements, namely EL 5287 and ELAs 2017/00139, 2017/00155 (formerly EL 5040), 2017/00156 (formerly EL 5041) and 2017/00157 (formerly EL 5042), are situated outside the WPA.

Since 2014, access to the WPA by non-defence-related personnel (including exploration and mining companies) is subject to a statutory access procedure under *the Defence Act, 1903* (Cth), the administrative detail of which is set out in Woomera Prohibited Area Rule 14 (**WPA Rule 14**).

Under WPA Rule 14, exclusion periods can be declared in each Australian financial year for each Zone during which all non-defence-related personnel can be required to evacuate the Zones for the duration of the exclusion period when defence-related activities within the WPA are to be carried out. For these purposes, defence-related activities within the WPA take priority over non-defence-related activities (such as exploration and mining), on safety or Australian national security grounds. In some cases, non-defence-related users might not need to be excluded during the course of a year, depending on the frequency and type of defence-related testing being conducted within the WPA.

[4] We have sighted a partially executed, undated copy of the heritage agreement between the parties.

Relevantly, the exclusion periods that potentially impact the SA Tenements are as follows:

(a) Green Zone – a maximum of 8 periods of 7 days each (for a maximum 56 days per financial year); and

(b) Amber 2 Zone - a maximum of 10 periods of 7 days each (for a maximum 70 days per financial year).

A subsequent exclusion period may commence immediately after the end of a previous exclusion period, however, if an exclusion period for a zone does not commence immediately after the end of a previous exclusion period for that zone, then there must be a break of at least:

(a) for Amber Zone, 2 - 6 weeks between the periods; and

(b) for the Green Zone, - 3 months between the periods.

The Minister must provide notice of an exclusion period. Except as provided by the Minister, a permit does not provide permission for a person to be in a zone during an exclusion period.

Section 13 of the Rule provides that a person may apply to the Minister for a permit authorising the person to be in the WPA for the purpose of resource exploration or resource production.

The Minister must issue the permit unless satisfied that doing so will prejudice the security of defence-related activities, or the applicant is unlikely to comply with the conditions of the permit. A permit issued for resource exploration or production purposes is subject to specific conditions set out in section 31 of the Rule. An issued permit specifies, amongst other things, the places covered by the permit, the purpose for which the permit is issued, the activities permitted to be conducted and the date the permit expires.

Permits for resource exploration are issued for a term of up to 7 years (or up to 10 years for mineral resource production). To the extent that a permit has been issued because the permit holder holds an authority from South Australia (such as a granted exploration licence), then the term of the permit is linked to the term of the authority from South Australia. That is, the permit ceases to have effect when that State authority expires or is cancelled.

As such, the granted Exploration Licences are (and once granted, the Exploration Licence Applications will be) subject to the operational and access constraints imposed by the Commonwealth Department of Defence under the Woomera Prohibited Area Rule 14. This means that:

(a) WEX will need to apply for and be granted a permit (or permits) in order to be able to enter the WPA before it can access the SA Tenements;

(b) WEX will be required to comply strictly with the terms and conditions of the permit/s, and as a consequence may need to evacuate personnel from some or all of the SA Tenements (and the WPA) in compliance with the exclusion periods during each year, to the extent that any defence-related activities requiring such evacuation are to be carried out; and

(c) WEX's ability to conduct airborne surveys and other airspace-related activities in the WPA in support of its exploratory activities on the SA Tenements may be impacted to the extent that WRX airspace restrictions are imposed because defence-related activities are to be carried out.

WEX holds a current Resource Exploration Permit under Woomera Prohibited Area Rule 14 (WPA Permit) granted for a 7 year term expiring in March 2022, enabling it and any person approved by the Commonwealth Department of Defence as an approved person or an escorted person to access the SA Tenements situated within the WPA. A failure to comply with the rules of access to the WPA exposes WEX to a monetary fine, the accrual of demerit points (which can result in temporary suspension or cancellation of the WPA Permit), as well as revocation of the WPA Permit itself.

11. QUALIFICATIONS AND ASSUMPTIONS

This Report is subject to the following qualifications and assumptions:

(a) we have assumed the accuracy and completeness of all Searches, register extracts and other information or responses which were obtained from the relevant Federal or State Government departments or authorities. In particular, we have assumed that the information provided to us by:

(i) in the case of the SA Tenements, the DPC and Department of State Development;

(ii) in the case of the WA Tenements, the DMP and WA Department of Planning, Lands and Heritage; and

(iii) in the case of the SA Tenements and the WA Tenements, the NNTT,

is correct, accurate, complete and up to date as at the date of it was received by us;

(b) we assume the registered holder of a Tenement has valid legal title to that 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 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 the State and the applicant for the Tenements have complied with, or will comply with, the applicable Future Act Provisions of the *Native Title Act* (and/or relevant State-based legislation modelled on the provisions of the *Native Title Act* for the purposes of validating the past grant of, or granting valid, tenements, including in the case of the SA Tenements, Part B of the *SA Mining Act*);

(f) we have assumed the accuracy and completeness of any instructions or information which we have received from WEX or any of its 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 applications for the grant of a Tenement, we express no opinion as to whether such application will ultimately be granted or that reasonable conditions will be imposed upon grant;

(i) references in this Report to any area of land are taken from details shown on Searches obtained from the relevant State Government department. It is not possible to verify the accuracy of those areas without conducting further investigations including surveys (which we have not been instructed to undertake, and therefore have not undertaken);

(j) the information in this Report is accurate as at the date the relevant Searches were obtained. We have assumed the relevant databases and registers have been properly and accurately recorded and maintained. We cannot comment on whether any changes have occurred in respect of the Tenements between the date of the Searches and the date of this Report;

(k) where Ministerial consent is (or was) required, we express no opinion as to whether such consent will be (or was) granted, or the consequences of consent being refused;

(l) we have not be instructed to conduct (and therefore have not conducted) searches regarding the environmental condition of any of the SA Tenements or WA Tenements;

(m) native title may exist in the areas covered by the SA Tenements or WA Tenements. While we have conducted searches to ascertain that native title claims and determinations, if any, have been lodged in the Federal Court and/or NNTT 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 Native Title Act* contains no sunset provisions and it is possible that native title claims or determinations could be made in the future;

(n) Aboriginal heritage sites or objects (as defined in the relevant SA, WA or Federal legislation) may exist in the areas covered by the Tenements regardless of whether or not those sites have been entered on a relevant register established by a relevant State or Federal Government or regulatory authority, or is the subject of a declaration under the relevant Commonwealth legislation. 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; and

(o) this is a high level Report covering material legal issues affecting the Tenements and does not purport to cover all possible issues which may affect the Tenements.

12. CONSENT

This Report is given for the benefit of the Company and the directors of the Company in connection with the issue of the Prospectus and is not to be disclosed to any other person or used for any other purpose or quoted or referred to in any public document or filed with any government body or other person without our prior consent.

Yours faithfully
MINTER ELLISON

Schedule – Woomera Exploration Limited Tenement Interests

Part A

SA Exploration Licences (Granted)

Tenement Number	Tenement Name	Tenement Applicant	Proposed Term	Granted Date	Expiry Date	Notes	Native Title and Aboriginal Heritage
EL 5287	Mount Irwin	Norsa [5]	5 years	25 June 2013	24 June 2018	**Concurrent/overlapping petroleum tenements:** • Petroleum Exploration Licence Application PELA 332	**Determinations:** • SCD2011/003 Eringa • SCD2013/001 Tjayiwara Unmuru **ILUAs** Nil **Aboriginal Heritage Sites** Nil

SA Subsequent Exploration Licence Applications

Tenement Number	Tenement Name	Tenement Applicant	Proposed Term	Granted Date	Expiry Date	Notes	Native Title and Aboriginal Heritage
ELA 2017/00155	Mount Carulina	WEX	Not yet known	Not yet known	Not yet known	Formerly EL 5040 **Concurrent/overlapping petroleum tenements:** • Petroleum Exploration Licence PEL 117 • Petroleum Exploration Licence Application PELA 333 • Petroleum Exploration Licence Application PELA 604 • Petroleum Exploration Licence Application PELA 666	**Determinations:** • SCD2006/001Yankunytjatjara/Antakirinja • SCD2012/002 Arabana People **Claims:** • SC2013/001 Arabana No 2 **ILUAs:** • SI2012/017 The Arabana Native Title Claim Settlement ILUA • SI 2003/008 Arabunna Area Minerals Exploration ILUA **Aboriginal Heritage Sites:** • One registered cultural site.
ELA 2017/00156	Sundown Outstations	WEX	1 year (proposed)	Not yet known	Not yet known	Formerly EL 5041 Offer of grant of Subsequent EL received by WEX in November 2017 **Concurrent/overlapping petroleum tenements:** • Petroleum Exploration Licence Application PELA 332 (Tri-Star Energy Company)	**Determinations:** • SCD2013/001 Tjayiwara Unmuru **Compensation Application:** • SP2015/001 Tjayuwara Unmuru Compensation Application **ILUAs:** Nil **Aboriginal Heritage Sites:** • One registered cultural site
ELA 2017/00157	Mount Howe	WEX	1 year (proposed)	Not yet known	Not yet known	Formerly EL 5042 Offer of grant of Subsequent EL received by WEX in November 2017 **Concurrent/overlapping petroleum tenements:** • Petroleum Exploration Licence Application PELA 332	**Determinations:** • SCD2013/001 Tjayiwara Unmuru **ILUAs:** Nil **Aboriginal Heritage Sites:** • One registered cultural site • One registered archaeological site
ELA 2017/00182	Whymlet	WEX	Not yet known	Not yet known	Not yet known	**Subsequent EL Application:** • Formerly EL 5113 • WEX has applied for Subsequent EL over area of EL 5113 • Not yet granted as at date of this Report **Woomera Prohibited Area:** • Defence Infrequent Use Zone – Green Zone) • Woomera Restricted Airspace WRX R222H	**Determinations:** • SCD2011/001 Antakirinja Matu-Yankunytjatjara **ILUAs** [6]**:** • SI2004/003 Antakirinja Area Minerals Exploration ILUA **Aboriginal Heritage Sites:** Nil
ELA 2017/00183	Tallaringa	WEX	Not yet known	Not yet known	Not yet known	**Subsequent EL Application:** • Formerly EL 5116 • Company has applied for Subsequent EL over reduced area of EL 5116 • Not yet granted as at date of this Report **Conservation Park:** • Tallaringa Conservation Park **Woomera Prohibited Area:** • Defence Infrequent Use Zone – Green Zone • Defence Periodic Use Zone 2 – Amber Zone 2) • Woomera Restricted Airspace WRX R222I **Concurrent/overlapping petroleum tenements:** • Petroleum Exploration Licence PEL 118 • PEL 119 • Petroleum Exploration Licence Application PELA 517 • Petroleum Exploration Licence Application PELA 635	**Determinations:** • SCD2011/001 Antakirinja Matu-Yankunytjatjara **ILUAs:** • SI2003/007 Antakirinja Area Minerals Exploration ILUA • SI2004/003 Antakirinja Area Minerals Exploration ILUA **Aboriginal Heritage Sites:** Nil

[5] Norsa Exploration Pty Ltd, a wholly-owned subsidiary of WEX

[6] We are instructed the Company is not a party to any ILUAs in relation to any of the SA Tenements

Schedule – Woomera Exploration Limited Tenement Interests

Part A continues

SA Exploration Licence Applications

Tenement Number	Tenement Name	Tenement Applicant	Proposed Term	Granted Date	Expiry Date	Notes	Native Title and Aboriginal Heritage
ELA 2012/00119	Great Central Desert	WEX	Not yet known	TBA	TBA	**Woomera Prohibited Area:** • Defence Infrequent Use Zone – Green Zone • Defence Periodic Use Zone 2 – Amber Zone 2 • Woomera Restricted Airspace WRX R237, R222J, R222I **Concurrent/overlapping petroleum tenements:** • Petroleum Exploration Licence PEL 81 • Petroleum Exploration Licence PEL 500 • Petroleum Exploration Licence Application PELA 517 • Petroleum Exploration Licence Application PELA 521	**Determinations:** • SCD2011/001 Antakirinja Matu-Yankunytjatjara **ILUAs** • SI2003/007 Antakirinja Area Minerals Exploration ILUA • SI2004/003 Antakirinja Area Minerals Exploration ILUA **Aboriginal Heritage Sites** Nil
ELA 2012/00120	Great Victorian Desert	WEX	Not yet known	TBA	TBA	**Woomera Prohibited Area:** • Defence Infrequent Use Zone – Green Zone • Defence Periodic Use Zone 2 – Amber Zone 2 • Woomera Restricted Airspace WRX R2 **Concurrent/overlapping petroleum tenements:** • Petroleum Exploration Licence Application PELA 521	**Determinations:** Nil **ILUAs:** Nil **Aboriginal Heritage Sites:** Nil
ELA 2017/00139	Tieyon	WEX	1 year (proposed)	TBA	TBA	Offer of grant of EL received by WEX in November 2017 **Concurrent/overlapping petroleum tenements:** • **Petroleum Exploration Licence** Application PELA 332	**Determinations:** • SCD2013/001 Tjayiwara Unmuru **Aboriginal Heritage Sites:** Nil

Part B

WA Exploration Licences (Granted)

Tenement Number	Tenement Name	Tenement Holder	Term	Tenement Grant Date	Tenement Expiry Date	Aboriginal Heritage	Native Title
E45/4790	Marble Bar	Volt Lithium [7]	5 years	07 June 2017	06 June 2022	**Heritage Agreement:** None disclosed **Heritage Interests:** None disclosed	**Claims:** • WC1999/008 Njamal
E74/596	Lake Tay – Peak Charles Salt Lake	Volt Lithium	5 years	04 May 2017	03 May 2022	**Heritage Agreement:** • Regional Standard Heritage Agreement – Ngadju & Volt Lithium **Heritage Interests:** None disclosed	**Determinations:** • WCD2014/004 Ngadju
E74/597	Mt Cattlin North	Volt Lithium	5 years	04 January 2017	03 January 2022	**Heritage Agreement:** None disclosed **Heritage Interests:** • Registered Aboriginal Site 21378 Jerdacuttup River (Not Protected Area)	**Claims:** • WC1996/109 Southern Noongar • WC1998/070 Wagyl Kaip • WC2003/006 Single Noongar claim area 1 **ILUA:** • Wagyl Kaip Southern Noongar People Indigenous Land Use Agreement
E63/1804	Lake Dundas	Liquid Lithium[8]	5 years	01 May 2017	30 April 2022	**Heritage Agreement:** • Regional Standard Heritage Agreement - Ngadju & Liquid Lithium **Heritage Interests:** None disclosed	**Claims:** • WC1999/002 Ngadju **Determinations:** • WAD2014/004 Ngadju
E74/598	Lake Sharpe	Liquid Lithium	5 years	28 April 2017	27 April 2022	**Heritage Agreement:** None disclosed **Heritage Interests:** None disclosed	**Claims:** • WC1999/002 Ngadju **Determinations:** • WAD2014/004 Ngadju
E74/599	Mt Cattlin	Liquid Lithium	5 years	18 January 2017	17 January 2022	**Heritage Agreement:** None disclosed **Heritage Interests:** None disclosed	**Claims:** • WC1996/109 Southern Noongar • WC1998/070 Wagyl Kaip • WC2003/006 Single Noongar claim area 1 **ILUA** • Wagyl Kaip Southern Noongar People Indigenous Land Use Agreement

[7] Volt Lithium Pty Ltd ACN 612 465 237 [8] Liquid Lithium Pty Ltd ACN 612 730 337

Schedule – Woomera Exploration Limited Tenement Interests

Part B continues

WA Exploration Licences (Granted)

Tenement Number	Tenement Name	Tenement Holder	Term	Tenement Grant Date	Tenement Expiry Date	Aboriginal Heritage	Native Title
E15/1532	Lake Cowan	Liquid Lithium	5 years	05 May 2017	04 May 2022	**Heritage Agreement:** • Regional Standard Heritage Agreement – Ngadju & Liquid Lithium **Heritage Interests:** None disclosed	**Determinations:** • WAD2014/004 Ngadju
E45/4796	Marble Bar	Liquid Lithium	5 years	05 July 2017	04 July 2022	**Heritage Agreement:** • Heritage Agreement – Yamatji Marl-pa Aboriginal Corporation (Njamal) (YMAC) and Liquid Lithium **Heritage Interests:** None disclosed	**Claims:** • WC1999/008 Njamal

WA Exploration Licences Applications

Tenement Number	Tenement Name	Tenement Application	Grant Date	Expiry Date	Aboriginal Heritage	Native Title
E45/4789	Turner Siding	Volt Lithium	TBA	TBA	**Heritage Agreement:** • Heritage Agreement – Volt Lithium & Yamatji Marlpa Aboriginal Corporation (Kariyarra-Abydos Claimant Group) **Heritage Interests:** • 21 Registered Aboriginal Sites disclosed	**Claims:** • WC1999/003 Kariyarra People • WC2014/001 Kariyarra-Abydos
E70/4870	Lake Dumbleyung	Volt Lithium	TBA	TBA	**Heritage Agreement:** • Noongar Standard Heritage Agreement (NSHA) – SWALSC (Ballardong People and Wagyl Kaip & Southern Noongar Agreement Groups) **Heritage Interests:** • 6 Registered Aboriginal Sites disclosed.	**Claims:** WC1998/070 Wagyl Kaip WC 1996/109 Southern Noongar WC2000/007 Ballardong People WC2003/006 Single Noongar claim area 1

15. Board & Senior Management

15.1 Board of Directors and Company Secretary

Details of the existing Directors and Company Secretary of the Company are set out below.

(a) Mr Neville Martin – Non-Executive Director and Chairman

Neville Martin is a former partner (now consultant) with law firm Minter Ellison and has over 40 years' experience in corporate law and mining oil and gas law. He is currently a director of Sundance Energy Australia Ltd. He is the former Chairman of Adelaide Energy Ltd and a former director of ASX listed companies Stuart Petroleum Ltd and Austin Exploration Ltd.

Mr Martin is aged 68 years.

(b) Mr Gerard Anderson – Managing Director

Gerard Anderson is a geologist with 42 years' experience in exploration, mine and resource geology, principally in iron ore, gold and base metals. Mr Anderson's senior management positions have included Exploration Superintendent of the Boddington Gold Mine, Chief Geologist of the Bronzewing Gold Mine, Chief Geologist Kalgoorlie Consolidated Gold Mines, General Manager Golden Grove Operations, General Manager Newmont Joint Ventures, Managing Director of ASX Listed companies Croesus Mining NL, Centrex Metals Limited and Archer Exploration Limited.

Mr Anderson is aged 63 years.

(c) Mr Donald Triggs – Executive Director

Donald Triggs is an executive director of WEX, and has 30 years' experience consulting to the resource, utilities, and information technology sectors. Clients have included many large multinational mining companies. He is the former General Manager of the ASX listed company Primary Resources Limited, and is currently a director of Norsa Exploration Pty Ltd, and is managing WEX's exploration projects in the Musgrave Block and Gawler Craton.

Mr Triggs is aged 68 years.

(d) Mr David Lindh OAM – Non-Executive Director

David Lindh is a non-executive director of WEX and is a consultant in corporate and commercial matters, with over 40 years' experience as both a lawyer and a company director. He is currently Chairman of NSX listed Nucannaco Science Ltd. He is a former Chairman of ASX listed Centrex Metals Ltd and was a non-executive director of ETSA Corporation, Electranet and ASX listed company Enterprise Energy Ltd. He is also a director of various private companies and is a consultant specialising in the energy and resources industry with law firm Minter Ellison.

Mr Lindh is aged 72 years.

(e) Mr Joe Fekete – Non-Executive Director

Joe Fekete holds a Bachelor of Business in Accounting and is a registered Company Secretary. Mr Fekete is a member of both the CPA Australia and the Chartered Institute of Secretaries. Mr Fekete's business management and accounting experience spans over 20 years in various industries including mining, advertising, travel, wholesale retail distribution, construction, and public practice. Mr Fekete is an experienced professional who has gained his experience in areas of statutory reporting, IPOs, accounting, system development, restructuring and general business management.

Mr Fekete is currently a director for WOW Travel Pty Ltd and in the past was a Director for Rail Plus Australasia Pty Ltd and Brands Australia Pty Ltd as a well as a former director of the ASX listed Go-Connect Ltd and Altius Mining Ltd.

Mr Fekete is aged 58 years.

(f) Mr Jonathan Lindh – Company Secretary

Jonathan Lindh has over 10 years' legal and company secretarial experience practising predominantly in the energy and resources sector. He holds a Bachelor of Laws, a Bachelor of International Studies and post graduate qualifications in finance and corporate governance. Jonathan has extensive experience in the areas of corporate governance, mergers and acquisitions, joint ventures, farm-in arrangements, equity capital markets, foreign investment and native title /aboriginal heritage.

Mr Lindh is aged 35 years.

15.2 Directors' Holdings

The Directors and their respective related entities will have the interest in Shares (on a post-Consolidation basis) from completion of the Acquisitions, the General Offer and the Vendor Offers as set out in the below table.

Table 15.1 Directors' and their respective relative interests in Shares (on a post-Consolidation basis on completion of the Acquisitions, on the General Offer and the Vendor Offers).

Director	Shares (including Consideration Shares)		Options on Completion of Acquisitions		Total Shares Held		
	Direct	Indirect	Direct	Indirect	Number	% (General Offer Minimum Subscription)	% (General Offer Maximum Subscription)
Mr Gerard Anderson	Nil	1,334,500	6,000,000	Nil	1,334,500	1.19%	1.05%
Mr Neville Martin	Nil	11,653,338	Nil	Nil	11,653,338	10.38%	9.16%
Mr David Lindh	Nil	16,847,167	Nil	Nil	16,847,167	15.01%	13.24%
Mr Donald Triggs	Nil	8,240,401	3,000,000	Nil	8,240,401	7.34%	6.47%
Mr Joe Fekete	Nil	Nil	Nil	Nil	Nil	Nil	Nil

The above table does not account for any Shares that may be subscribed for by, and issued to, the Directors under the General Offer.

15.3 Director Disclosure

No Director has been the subject of any relevant disciplinary action, criminal conviction, personal bankruptcy or disqualification in Australia or elsewhere in the last 10 years.

With exception to Mr David Lindh, no Director has been an officer of a company that has entered into any form of external administration as a result of insolvency during the time that such Director was an officer or within a 12 month period after they ceased to be an officer.

Mr David Lindh was formerly a director of Gunns Plantation Limited (ACN 091 232 209) (**GPL**) which acted as the responsible entity in respect of 21 registered managed investment schemes and was a wholly owned subsidiary of Gunns Limited (ACN 009 478 148). Mr Lindh was a director of GPL during the period of 4 February 2011 to 27 November 2012. Voluntary administrators were appointed to GPL on 25 September 2012.

15.4 Director Fees

(a) Directors

The Board of Directors may determine to make payments of Director's fees to non-executive directors and to fix the amounts to be paid. The Company may pay to Non-executive Director a maximum total amount of Director's fees, determined by the Company in general meeting, or until so determined, as the Directors resolve. On 26 November 2008, the shareholders of the Company resolved that the maximum aggregate remuneration for non-executive Directors is $300,000 per annum.

Additionally, non-executive Directors will be entitled to be reimbursed for all reasonable traveling, accommodation and other expenses properly incurred in the execution of their duties as a Director.

At present, the Board of the Company is constituted by two Executive Director(s) and three Non-Executive Directors.

The Board has resolved that for financial year ending on 30 June 2018 the Chairman will be paid $60,000 per annum and Non-Executive Directors will be paid $40,000 per annum which is within the maximum aggregate remuneration for non-executive directors approved by shareholders on 26 November 2008.

The remuneration for subsequent financial years will be reviewed from time to time by the Board of Directors.

The Executive Directors has been engaged pursuant to services agreements, the terms of which are summarised below. The Board has agreed that the Executive Director's shall not be paid a Director's fee in addition to the fees payable under the services agreements.

The Non-Executive Directors have each been appointed pursuant to an appointment letter which sets out the terms of their appointment and the remuneration. If a Non-Executive Director performs services, which in the opinion of the Directors are outside the scope of the ordinary duties of the Director, the Company may remunerate that Director by payment of a fixed sum determined by the Directors in addition to or instead of the remuneration referred to above. However, no payment can be made if the effect would be to exceed the maximum aggregate amount payable to Non-Executive Directors.

Managing Director, Gerard Anderson is entitled to receive a salary of $240,049 inclusive of superannuation per annum under his employment agreement with the Company referred to in Section 15.4 (b) below, plus the other employee benefits and incentives more particularly referred to in that Section.

The Exploration Director, Donald Triggs is entitled to receive a salary of $202,575 inclusive of superannuation per annum under his employment agreement with the Company referred to in Section 15.4 (c) below, plus the other employee benefits and incentives more particularly referred to in that Section.

The Company may, from time to time as determined by the Board, pay additional fees to directors for services provided in respect of their appointment to the committees discussed in Section 16.4.

(b) Managing Director Employment Agreement

The Company and Gerard Anderson entered into an Employment Agreement on 5 December 2017. The Employment Agreement will have effect from the date of completion of the Acquisitions and expires on 30 June 2020 (**Initial Term**), and shall automatically renew for successive one year periods of employment unless terminated by written notice ninety (90) days prior to the end of the Initial Term or extended term (**Employment Period**).

Under the Managing Director Employment Agreement, the Company must pay a base salary of $240,049 inclusive of superannuation per annum (**Base Salary**) together with such increases in the Base Salary as may be agreed by the Company during the Employment Period.

The remuneration under the Managing Director Employment Agreement represents Gerard Anderson's total remuneration from the Company and its subsidiaries and will not be supplemented by any fees payable in his capacity as a Director of the Company.

In the event of serious misconduct or other specific circumstances that warrant summary dismissal, the Company may terminate the Managing Director Employment Agreement immediately without prior notice.

(c) Exploration Director Employment Agreement

The Company and Donald Triggs entered into an Employment Agreement on 5 December 2017. The Exploration Director Employment Agreement will have effect from the date of completion of the Acquisitions and expires on 30 June 2020 (**Initial Term**), and shall automatically renew for successive one year periods of employment unless terminated by written notice ninety (90) days prior to the end of the Initial Term or extended term (**Employment Period**).

Under the Exploration Director Employment Agreement, the Company must pay a base salary of $202,575 inclusive of superannuation per annum (**Base Salary**) together with such increases in the Base Salary as may be agreed by the Company during the Employment Period.

The remuneration under the Exploration Director Employment Agreement represents Donald Triggs' total remuneration from the Company and its subsidiaries and will not be supplemented by any fees payable in his capacity as a Director of the Company.

In the event of serious misconduct or other specific circumstances that warrant summary dismissal, the Company may terminate the Exploration Director Employment Agreement immediately without prior notice.

15.5 Related Party Transactions

Related parties of the Company relevantly include Directors and entities controlled by Directors. Chapter 2E of the Corporations Act prohibits a public company or an entity that it controls from giving a financial benefit to a related party of the public company unless either the giving of the financial benefit falls within one of the nominated exceptions to the prohibition, or shareholder approval is obtained prior to the giving of the financial benefit and the benefit is given within 15 months after obtaining such approval.

One of the nominated exceptions to the prohibition is where the financial benefit is reasonable in the circumstances if the public company or entity and the related party were dealing at arm’s length.

There are no related party transactions connected with the Company or its proposed listing other than the transactions referred to below:

(a) The Managing Director Employment Agreement and Exploration Director Employment Agreement referred to in Section 15.4 (b) and Section 15.4 (c) have been entered into with two Directors of the Company. These agreements have been formed on an arm's length basis and the consideration agreed to is considered to be reasonable remuneration for the services to be provided;

(b) The Secretary of the Company is Mr. Jonathan Lindh, a son of Mr David Lindh, a Non-Executive Director of the Company. Jonathan Lindh is a director and shareholder of JWL Corporate Pty. Ltd. which will provide the services of Jonathan Lindh and will receive the sum of $50,000 per annum

for normal and customary services rendered as Company Secretary. Such services were negotiated by the Board on an "arms-length" basis and independently of David Lindh's participation and the consideration agreed to is considered to be reasonable remuneration for the services to be provided;

(c) Pursuant to the terms of the Corporate Advisor and Investor Relations Mandate discussed in Section 17.1 (d), Adelaide Equity Partners Limited has agreed to act as Corporate Advisor to the Offers. In consideration of these services, the Company has agreed to pay the Corporate Advisor the fees set out in Section 17.1 (d). Mr Mark Lindh is a Director of the Corporate Advisor and he is also a son of the Company's Non-executive Director, David Lindh. Consequently, the Corporate Advisor is a related party of the Company;

(d) Each of Neville Martin, David Lindh, Donald Triggs, and Gerard Anderson (**Related WEX Shareholders**) are WEX Vendors and are related parties of the Company as a result of being appointed as directors in connection with completion of the Acquisitions. The terms of the Acquisitions, including the issue of Consideration Shares to the WEX Vendors (which includes Related WEX Shareholders) were negotiated between the Company and WEX at arm's length. The Related WEX Shareholders will receive some of the Consideration Shares under the Vendor Offers;

(e) Deeds of Access, Indemnity & Insurance with each of the Directors on the terms set out in Section 15.7. These agreements have been formed on an arm's length basis.

15.6 Directors' Interests

Other than as set out in this Prospectus:

(a) no Director or proposed Director has been paid or agreed to be paid any amount, or has been given or agreed to be given any other benefit, either to induce him or her to become, or to qualify him or her as, a Director or otherwise for services rendered by him or her in connection with the formation or promotion of the Company or the Offer; and

(b) none of the following persons:

(i) a Director or proposed Director of the Company;

(ii) each person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus; or

(iii) a promoter of the Company,

holds or held at any time during the last two years an interest in:

(iv) the formation or promotion of the Company;

(v) property acquired or proposed to be acquired by the Company in connection with its formation or promotion, or the Offers;

(vi) the Offers; or

(vii) was at any time paid or agreed to be paid any amount, or has been given or agreed to be given any other benefit, for services provided by such person in connection with the formation or promotion of the Company or the Offers.

15.7 Deeds of Access, Indemnity & Insurance for Directors

The Company has entered into a Deed of Indemnity, Insurance and Access with each of its Directors and Officers. The key features of the deed may be summarised as follows:

(a) to the extent permitted by law, the Company:

(i) indemnifies each of the Directors and Officers against any liability incurred by the Director or Officer or former Director or Officer of the Company;

(ii) indemnifies the Director or Officer against any reasonable legal costs incurred as a result of the Director or Officer defending an action for any liability incurred by the Director or Officer as a Director or Officer or former Director or Officer of the Company; and

(iii) releases the Director or Officer from any present, future or contingent claims that arise directly or indirectly from the Director's or Officer's position, acts or omissions as a Director or Officer or former Director or Officer of the Company, other than in respect of conduct involving a wilful breach of duty in relation to the Company or a contravention of sections 182 or 183 of the Corporations Act.

(b) the Company must, where possible, maintain appropriate insurance cover in favour of the Director or Officer during the term of the Director's or Officer's appointment and for at least a period of seven years after the Director or Officer ceases to be a Director or Officer of the Company on terms that are reasonably prudent to the Company;

(c) the Director or Officer, during his or her appointment and for a period of seven years after the Director or Officer ceases to be a Director or Officer of the Company, may inspect any books and records of the Company in certain circumstances and for particular purposes; and

(d) the Director or Officer is entitled to retain any board documents, including minutes of board meetings or committees. These documents will become the property of the Director or Officer at the time they are supplied to the Director or Officer. Notes of board meetings or other communications made by the Director or Officer will remain the property of the Director or Officer. Upon request the Director or Officer agrees to provide the Company with a copy of these documents.

15.8 Related Party Transaction Policy

The Company policy in respect of Related Party transactions is:

(a) a Director who has a material personal interest in a matter must disclose the presence of that interest to the Company;

(b) a Director who has a material personal interest in a matter must not attend a meeting of the Board while that matter is being considered, or vote on the matter; and

(c) a Director may do either or both of the things mentioned in Section 15.8 (b) above if a resolution is passed to that effect or if ASIC has given its consent.

16. Corporate Governance

The Directors are responsible for the strategic direction of the Company, the identification and implementation of corporate policies and goals, and monitoring of the business and affairs of the Company and its controlled entities on behalf of its members.

The Company is cognisant of the Corporate Governance Principles and Recommendations (3rd Edition) as published by the ASX Corporate Governance Council and acknowledges that the 8 principles set out therein are fundamental to good corporate governance.

The Board believes that the structure of the Company, its management and business practices provide a basis of governance which meets the essential corporate governance principles articulated by ASX in the abovementioned publication. The Board has formally adopted a Corporate Governance Policy for the Company which is available on the Company's website at www.woomex.com.au

One of the key objectives of the Board is to ensure timely, transparent and accurate communication with all members and compliance with all regulatory requirements. To this effect the Board has established an Audit and Risk Committee whose primary function is to give additional assurance regarding the quality and reliability of financial information used by the Board and financial information provided by the Company pursuant to its statutory reporting requirements.

While the ASX Corporate Governance Principles and Recommendations are not compulsory, the Company will and in accordance with Listing Rule 4.10, advise the market whether it meets the ASX Corporate Governance Principles and Recommendations and if not, state why not.

This corporate governance statement summarises the corporate governance practices that have been formally reviewed and adopted by the Board with a view to ensuring investor confidence in the operations of the Company and endorsing the corporate governance principles relevant to a company of its nature and size.

16.1 Board Responsibilities

The Board is accountable to the shareholders for the performance of the Company and has overall responsibility for its operations. Day to day management of the Company's affairs, and the implementation of corporate strategy and policy initiatives is formally delegated by the Board to the Managing Director.

The key responsibilities of the Board include:

(a) approving the strategic direction and related objectives of the Company and monitoring management performance in the achievement of these objectives;

(b) adopting budgets and monitoring the financial performance of the Company;

(c) reviewing the performance of the Managing Director;

(d) overseeing the establishment and maintenance of adequate internal controls and effective monitoring systems;

(e) overseeing the implementation and management of effective safety and environmental performance systems;

(f) ensuring all major business risks are identified and effectively managed;

(g) ensuring that the Company meets its legal and statutory obligations; and

(h) ensuring compliance with the ASX Listing Rules disclosure requirements.

For the purposes of the proper performance of their duties, the Directors are entitled to seek independent professional advice at the Company's expense, unless the Board determines otherwise.

The Board schedules meetings on a regular basis and other meetings as and when required.

Information to be provided by management to the Board includes all material information on the Company's operations, budgets, cash flows, funding requirements, shareholder movements, assets and liabilities, disposals, financial accounts, external audits, internal controls, risk assessments and new venture proposals.

The Company Secretary will have the responsibility of advising the Board and its committees on governance matters and monitoring that Board and committee policy and procedures are followed. The Company Secretary must also coordinate the timely compilation and dispatch of board and committee papers, and accurately capture minutes of Board and committee meetings, and assist with the induction and professional development of Directors.

16.2 Size and Composition of the Board

The Directors consider the size and composition of the Board are appropriate given the size and status of the Company. However, the composition of the Board will be subject to review in the following ways:

(a) the Constitution provides that at every annual general meeting, each of the Directors shall retire from office (but may stand for re-election) with exception to the Managing Director;

(b) Board composition will also be reviewed periodically either when a vacancy arises or if it is considered that the Board would benefit from the services of a new Director, given the existing mix of skills and experience of the Board;

(c) remuneration of the non-executive Directors is reviewed and approved by the Board. The maximum aggregate annual remuneration which may be paid to non-executive Directors is currently $300,000. This cannot be increased without approval of the Company's Shareholders.

All Directors and senior executives will be the subject of a written agreement setting out the terms of their appointment.

16.3 Ethics and Independence

The Board recognises the need for Directors and employees to observe the highest standards of behaviour and business ethics when engaging in corporate activity. The Company intends to maintain a reputation for integrity. The Company's officers and employees are required to act in accordance with the highest ethical standards.

The Board is conscious of the need for independence and ensures that where a conflict of interest may arise, the relevant Director(s) leave the meeting to enable a full and frank discussion of the matters(s) under consideration by the rest of the Board.

Those Directors who have interests in specific transactions or potential transactions do not receive Board papers related to those transactions or potential transactions, do not participate in any Board consideration of those transactions or potential transactions, and are not to discuss same with other Directors.

Corporate Governance Council Recommendation 2.4 requires a majority of the Board to be independent directors. In addition, Recommendation 2.5 requires the chairperson of the Company to be independent. The Corporate Governance Council defines independence as being free from any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of unfettered and independent judgement.

The Company has not formally adopted this Corporate Governance Council Recommendation.

None of the current Directors, other than Mr Joe Fekete, are considered to be independent. Neville Martin and David Lindh are not considered to be independent because of the extent of their respective related entity's shareholdings in the Company following completion of the Acquisitions, General Offer and Vendor Offers (see Section 15.2 for details). Donald Triggs is not considered to be independent because of both his shareholding in the Company and his employment contract with the Company (see Sections 15.2 and 15.4 (c)). Gerard Anderson is not considered to be independent because of his employment contract with the Company (see Section 15.4 (b)).

The Directors consider that the Company is currently not of a size, nor are its affairs of such complexity as to justify the appointment of independent directors or the formation of a nominations committee. The Company considers industry experience and specific expertise to be more important attributes of its Board members and believes that the composition of the Board is appropriate given the size and development of the Company at the present time.

The Company has in place a Code of Conduct for its Directors, senior executives and employees, which is disclosed on the Company's website at www.woomex.com.au

16.4 Board Committees

It is the role of the Board to oversee the management of the Company and it may establish appropriate committees to assist in this role.

Each committee must have a charter approved by the Board and each committee must maintain minutes of each meeting of the committee, which will be circulated to each Director.

The Board has established an Audit and Risk Committee. At present, no other committees have been established because of the size of the Company and the close involvement of the Board in the operations of the Company. The Board takes ultimate responsibility for the operations of the Company including remuneration of Directors and executives, and nominations to the Board.

16.5 Audit and Risk Committee

The committee comprises David Lindh (Committee Chairman and a Non-executive Director – not considered to be Independent because of his related entity's shareholding in the Company) and Joe Fekete (Non-executive Director) considered to be Independent. The primary responsibilities of the committee are to:

(a) assess whether the Company's external reporting is legally compliant, consistent with committee members; information and knowledge, and suitable for Shareholder needs;

(b) assess the management processes supporting external reporting;

(c) liaise with the external auditors and ensure that the audit review is conducted in an effective manner;

(d) make recommendations for the appointment or removal of auditors;

(e) on an annual basis, assess the performance and independence of the external auditors;

(f) monitor the coordination of the internal and external audits in so far as they relate to the responsibilities of the committee;

(g) recommend to the Board and then promulgate clear standards of ethical behaviour required of Directors and key executives and encourage observance of these standards;

(h) recommend to the Board and then promulgate and maintain a sound system of risk oversight and management and internal control which:

(i) identifies, assesses, manages and monitors risk;

(ii) informs investors of material changes to the Company's risk profile; and

(iii) ensures compliance with all environmental and occupational health and safety regulations and legislation.

The charter of the Audit and Risk Committee is disclosed on the Company's website at www.woomex.com.au

16.6 Continuous Disclosure

The Company has a policy that all Shareholders and investors have equal access to the Company's information. The Board has the responsibility to ensure that all price sensitive information is disclosed to ASX in accordance with the continuous disclosure requirements of the Corporations Act and the ASX Listing Rules. The Company's written policy for disclosure is shown on its website at www.woomex.com.au

16.7 Shareholder Communication

The Board strives to ensure that Shareholders are provided with sufficient information to assess the performance of the Company and its Directors and to make well informed investment decisions.

Information will be communicated to the Shareholders through:

(a) Annual and half-yearly financial reports and quarterly reports;

(b) Annual and other general meetings convened for Shareholder review and approval of Board proposals;

(c) Continuous disclosure of material events and changes to ASX for open access to the public; and

(d) the Company's website where all media releases will be published.

The policies and processes which the Company has in place to facilitate and encourage participation at meetings of Shareholders are disclosed on the Company's website at www.woomex.com.au

The auditor is invited to attend the annual general meeting of Shareholders. The Chairman will permit Shareholders to ask questions about the conduct of the audit and the preparation and conduct of the audit report.

16.8 Identification and Management of Business Risk

The identification, monitoring and, where appropriate, the reduction of significant risk to the Company is the responsibility of the Board and the Audit and Risk Committee.

The Board reviews and monitors the parameters under which such risks will be managed. Management accounts are prepared and reviewed with the Managing Director at subsequent Board meetings. Budgets are prepared and compared against actual results.

The potential exposures with running the Company will be managed by the appointment of senior staff that have significant broad-ranging industry experience, work together as a team and regularly share information on current activities.

Additionally, it is the responsibility of the Audit and Risk Committee to assess the adequacy of the Company's internal control systems and that its financial affairs comply with applicable laws and regulations and relevant professional practices. The Managing Director declares in writing to the Board that the financial reporting risk management and associated compliance and controls have been assessed and found to be operating effectively. This representation is made prior to the Directors' approval of the release of the annual accounts. This representation is made after enquiry of, and representation by, appropriate levels of management.

16.9 Securities Trading Policy

The Company has adopted a formal policy for dealing in the Company's securities by Directors, senior management and other employees ("**Designated Persons**") with effect from the listing of the Company on the ASX. This sets out the obligations of Designated Persons regarding the disclosure of dealings in the Company's securities.

The Constitution permits Directors to acquire securities in the Company, however Company policy prohibits Designated Persons from dealing in the Company's securities at any time whilst in possession of price sensitive information. In addition to the general prohibition, Designated Persons may only deal in the Company's securities:

(a) for a period of up to 4 weeks after the release of the Company's half yearly results announcement to ASX;

(b) for a period of up to 4 weeks after the release of the Company's annual results announcement to ASX;

(c) for a period of up to 4 weeks after the Company's annual general meeting; and

(d) at such other times as the Board of Directors of the Company determines from time to time.

Dealing in the Company's securities by Designated Persons outside the above trading windows is prohibited.

In addition, Designated Persons proposing to deal in the Company's securities must notify the Company of their intention and receive confirmation from the Company to allow them to deal in the Company's securities.

In accordance with the Corporations Act and the ASX Listing Rules, the Company will advise ASX of any transaction conducted by Directors in the securities of the Company.

16.10 Departures from ASX Corporate Governance Council "Principles of Good Corporate Governance and Best Practice Recommendations"

The corporate governance practices of the Company are compliant with the ASX Corporate Governance Council's best practice recommendations with the exception of the following current departures:

(a) the Company only has one independent director. The Company considers that having no further Directors who are classified as independent is appropriate given the size and nature of the Company and that having Directors with a significant shareholding in the Company aligns their position with the interests of Shareholders; and

(b) the establishment of a Nomination and Remuneration Committee is not warranted at this time given the size and nature of the Company and the relatively small management/employee team.

17. Material Contracts

The Board considers that the material contracts described below in Sections 17.1 to 17.2 ("**Material Agreements**") are those which an investor would reasonably regard as material and which investors and their professional advisors would reasonably expect to find described in this Prospectus for the purpose of making an informed assessment of an investment in the Company under the Offers.

This Section contains a summary of the material contracts and their substantive terms which are not otherwise disclosed elsewhere in this Prospectus. As this Section only contains a summary, the provisions of each agreement are not fully described. In order to understand fully all rights and obligations pertaining to the Material Agreements, it would be necessary to read them in full.

17.1 Company's Material Contracts

(a) WEX Acquisition Agreement

The Company has entered into a binding share sale agreement dated 5 December 2017 with the WEX Vendors to acquire 100% of the issued shares in WEX. The key terms of the WEX Acquisition Agreement are as follows:

(i) (**Conditions Precedent**) Completion of the WEX Acquisition Agreement is subject to a series of conditions precedent including, amongst others:

A. the Company lodging this Prospectus with ASIC and issuing the Prospectus to potential investors;

B. ASX providing in-principle agreement that the Company will satisfy Chapters 1 and 2 of the ASX Listing Rules and will be re-listed on the Official List;

C. the Company raising the General Offer Minimum Subscription Amount; and

D. WEX completing the Lithium Acquisitions;

(ii) (**Acquisition of WEX**) the Company will acquire, and the WEX Vendors will sell, 100% of the issued capital in WEX to the Company in consideration for 68,259,459 ordinary shares in the Company (on a post-Consolidation basis).

(b) Lead Manager Agreement

On 5 December 2017 the Company entered into an agreement to appoint Sequoia Wealth Management Pty Ltd (ACN 002 314 310, AFSL 472387), a wholly owned subsidiary of Sequoia Financial Group Limited (ASX.SEQ), as Lead Manager in connection with the Offers. The terms of the agreement are customary for the size and risk associated with the transaction proposed under the Offer. The following is a summary of the key provisions of the engagement:

(i) (**Services**) Sequoia has agreed to provide services to the Company on an exclusive basis including, but not limited to, assistance and support with:

A. the pricing and structure of the Offers;

B. due diligence requirements;

C. compliance obligations with ASX Listing Rules;

D. marketing strategy and implementation;

E. managing applications and demand;

F. oversight and administration of settlement processes; and

G. engagement with the Company's other professional advisers

(collectively referred to as "**Services"**).

(ii) (**Fees**) The Company has agreed to pay Sequoia:

A. an ongoing monthly retainer of $15,000 (plus GST) and out of pocket expenses for a period of up to three months for their advice and assistance with the Offers;

B. a fixed fee of an additional $40,000 in total;

C. brokerage fees of 7% of all funds raised by Sequoia and its network via the IPO, from which it may also facilitate brokerage payments where applicable on behalf of the Company to those AFSL entities that have had Applications accepted under the Offers. Sequoia and other related entities may be entitled to receive all or part of these brokerage fees. The actual amount of brokerage fees retained by Sequoia will not be known until the allocation of Shares under the Offers is determined; and

D. management fees of 2% of all funds raised by Ausroc and its network ("**Chairman's List**"), which includes (but is not limited to) funds invested/raised by Caason and its network.

(iii) (**Representations, Warranties and Undertakings**) The Company has given various representations, warranties and undertakings to Sequoia including that the documents issued or published in respect of the Offer comply with all applicable laws.

(iv) (**Indemnity**) The Company has agreed to a broad indemnity in favour of Sequoia and related entities, directors, officers, employees and agents against all claims, demands, losses, costs, expenses, liabilities or damages incurred by them in connection with the Offers and documents related to the Offers (subject to limited exclusions).

(v) (**Termination Events**) Each of Sequoia and the Company may, at any time, by one month's written notice given to the other, terminate its obligations under the agreement.

(c) Deed of Warranty with Substantial Shareholders of WEX

On 5 December 2017, the Company entered into a Deed of Warranty with some of the WEX Vendors pursuant to which, in consideration for the Company entering into the WEX Acquisition Agreement, those particular WEX Vendors have given the Company various warranties in respect of, amongst other things, title and capacity, WEX's Tenements and Tenement Applications, employees, solvency and taxes in relation to WEX.

(d) Corporate Advisor and Investor Relations Mandate with Adelaide Equity Partners Ltd

On 5 December 2017, the Company entered into an agreement to appoint Adelaide Equity Partners Limited (ACN 119 059 559, AFSL 313143) as Corporate Advisor in connection with the Offers (**Mandate**). The terms of the agreement are customary for the size and risk associated with the transactions proposed under the Offers. The following is a summary of the key provisions of the engagement:

(i) (**Services**) the Corporate Advisor has agreed to provide services to the Company including, but not limited to:

A. Advising on the Company on the commercial parameters within which the Company would make the Offers;

B. Providing the Company with an assessment of the Offers, its impact on the Company an evaluation from a financial market perspective;

C. Advising on the most appropriate method of funding, including structure and amount to be raised with accompanying financial analysis; and

D. Providing the Company with such other advice and assistance as may be agreed from time to time.

(ii) (**Fees**) The Company has agreed to pay the Corporate Advisor:

A. monthly retainer of $5,000 per month (plus GST) until the expiry of 6 months or termination of the Mandate; and

B. the Company will reimburse the Corporate Advisor for all reasonable out-of-pocket expenses

(ii) (**Termination Events**) Each of the Corporate Advisor and the Company may, at any time, by one month's written notice given to the other, terminate their obligations under the agreement.

(iii) (**Indemnity**) The Company has agreed to a broad indemnity in favour of the Corporate Advisor against all claims, demands, losses, costs, expenses, liabilities or damages incurred by them in connection with the Offers and documents related to the Offers (subject to limited exclusions).

17.2 WEX's Material Contracts

(a) OZ Minerals Heads of Agreement

On 12 September 2017, WEX entered into a binding heads of agreement with OZ Exploration Pty Ltd (ACN 137 626 914) (**OZ Exploration**) (a wholly owned subsidiary of ASX listed OZ Minerals Limited (ACN 005 482 824) (ASX:OZL)) in relation to a series of mining tenements in the Musgrave Province in South Australia (Musgrave Tenements) pursuant to which OZ Exploration Pty Ltd agrees to complete a Reverse Circulation drilling program totalling 3,850m on the tenements within the Musgrave Province (**OZ Minerals HOA**).

The key terms of the OZ Minerals HOA are as follows:

(i) the OZ Minerals HOA is conditional on the execution of a Native Title Mining Agreement (**NTMA**) with the Tjayiwara Unmuru (the relevant recognised native title claimants);

(ii) the Reverse Circulation drilling program is to be completed by OZ Exploration on or before the period of 12 months from the date that WEX gives OZ Exploration written notice that the NTMA has been entered into with the traditional owners of the relevant land (**Effective Date and Stage 1 Commitment**);

(iii) on completion of the Stage 1 Commitment, OZ Exploration may elect to earn a 51% interest in the Musgrave Tenements by funding $2,500,000 of exploration expenditure (inclusive of the Stage 1 Commitment expenditure) within 18 months of the Effective Date (**Stage 2 Commitment**);

(iv) upon OZ Exploration meeting its Stage 2 Commitment, OZ Exploration will be entitled to a 51% interest in the Musgrave Tenements and the parties must execute all documents required under the SA Mining Act to effect a transfer of a 51% interest in the Musgrave Tenements from WEX to OZ Exploration;

(v) if OZ Exploration becomes entitled to the 51% interest in the Musgrave Tenements a joint venture will come into effect between the parties with the initial joint venture interest being: OZ Exploration 51% and WEX 49%;

(vi) within 60 days of the commencement of the joint venture, OZ Exploration may, by written notice to WEX, elect to earn a further 24% interest in the Musgrave Tenements by spending a further $5,000,0000 on exploration within 24 months of the commencement of the joint venture (**Stage 3 Commitment**); and

(vii) upon OZ Exploration meeting its Stage 3 Commitment, OZ Exploration will become entitled to hold a 75% interest in the Musgrave Tenements and the parties must execute all documents required under the SA Mining Act to effect such outcome.

(b) Volt Lithium Acquisition Agreement

On 30 November 2017, WEX entered into a binding share sale agreement with the Volt Lithium Vendors to acquire 100% of the issued shares in Volt Lithium from the Volt Lithium Vendors. The key terms of the Volt Lithium Acquisition Agreement are as follows:

(i) (**Conditions Precedent**) Completion of the Volt Lithium Acquisition Agreement is subject to a series of conditions precedent including, amongst others:

A. the Company raising the General Offer Minimum Subscription Amount;

B. WEX completing the Liquid Lithium Acquisition Agreement; and

C. any legislative approvals or consent required to complete the Volt Lithium Acquisition Agreement are obtained (if any).

(ii) (**Acquisition of Volt Lithium**) WEX will acquire, and the Volt Lithium Vendors will sell, 100% of the issued capital in Volt Lithium in consideration for:

A. $250,000 in cash; and

B. 3,125,000 ordinary shares in the Company on a post-Consolidation basis.

(iii) (**Warranties and Indemnities**) the Volt Lithium Vendors have given WEX various warranties in respect of, amongst other things, title and capacity, employees, solvency and taxes. The Volt Lithium Vendors also indemnify WEX in respect of all liabilities WEX suffers or incurs as a result of any of the warranties being untrue or inaccurate.

(c) Liquid Lithium Acquisition Agreement

On 30 November 2017, WEX entered into a binding share sale agreement with the Liquid Lithium Vendors to acquire 100% of the issued shares in Liquid Lithium from the Liquid Lithium Vendors. The key terms of the Liquid Lithium Acquisition Agreement are as follows:

(i) (**Conditions Precedent**) Completion of the Liquid Lithium Acquisition Agreement is subject to a series of conditions precedent including, amongst others:

A. the Company raising the General Offer Minimum Subscription Amount;

B. WEX completing the Volt Lithium Acquisition Agreement; and

C. Any legislative approvals or consent required to complete the Liquid Lithium Acquisition Agreement are obtained (if any).

(ii) (**Acquisition of Liquid Lithium**) WEX will acquire, and the Liquid Lithium Vendors will sell, 100% of the issued capital in Liquid Lithium in consideration for:

A. $250,000 in cash; and

B. 3,125,000 ordinary shares in the Company on a post-Consolidation basis.

(iv) (**Warranties and Indemnities**) the Liquid Lithium Vendors have given WEX various warranties in respect of, amongst other things, title and capacity, employees, solvency and taxes. The Liquid Lithium Vendors also indemnify WEX in respect of all liabilities WEX suffers or incurs as a result of any of the warranties being untrue or inaccurate.

18. Additional Information

18.1 Company Information

The Company was incorporated on 6 March 1996 as a public company limited by shares. The Company is taxed as a public company and its statutory accounts are made up to 30 June annually.

The Company's constitution ("the **Constitution**") is of the kind usually adopted by a public company, with certain provisions taking effect once (and for so long as) the Company is listed on the ASX.

A summary of the rights attaching to Shares under the Constitution is set out below at Section 18.2.

The summary is qualified by the full terms of the Constitution (copies of the Constitution may be inspected at the registered office of the Company during normal business hours by appointment with the Company secretary). These rights can involve complex questions of law arising from an interaction of the Constitution with statutory, ASX Listing Rules and common law requirements. This summary is not intended to be exhaustive.

For more particular details of the rights attaching to Shares in the Company, investors should refer to the Constitution of the Company.

18.2 Summary of Rights Attaching to Shares

The New Shares and Consideration Shares offered under this Prospectus are fully paid ordinary shares in the capital of the Company. A summary of the more significant rights attaching to the Shares, detailed in the Company's Constitution, is set out below. This summary is not exhaustive nor does it constitute a definitive statement of the rights and liabilities of the Company's Shareholders.

(a) **(Ranking)** The New Shares and Consideration Shares will be ordinary shares and will rank equally in all respects with the ordinary shares in the Company on issue prior to the Prospectus Date.

(b) **(Reports and Notices)** Shareholders are entitled to receive all notices, reports, accounts and other documents required to be furnished to Shareholders under the Constitution of Company and the Corporations Act.

(c) **(General Meetings)** Subject to any preferential or special rights attaching to any shares that may be issued by the Company in the future, Shareholders are entitled to be present in person, or by proxy, attorney or, where the member is a body corporate, by representative to speak and to vote at general meetings of the Company. Shareholders may requisition general meetings in accordance with the Corporations Act and the Constitution of the Company.

(d) **(Voting)** At a general meeting of the Company every ordinary Shareholder present in person, or by proxy, attorney or representative shall, on a show of hands have one vote, and upon a poll have one vote for every share held.

(e) **(Reduction of Capital)** Subject to the Corporations Act and ASX Listing Rules, the Company may resolve to reduce its share capital by any lawful manner as the Directors or shareholders may approve.

(f) **(Winding Up)** Shareholders will be entitled in a winding up to share in any surplus assets of the Company in proportion to the capital paid up, or which ought to have been paid up, at the commencement of the winding up on the shares held by them respectively.

(g) **(Transfer of Shares)** Shares in the Company may be transferred in any form authorised by the Corporations Act or approved by the Directors and in the manner prescribed by the Constitution of the Company, the Corporations Act, the ASX Listing Rules or the ASX Settlement Operating

Rules. The Directors may, subject to the ASX Listing Rules and the ASX Settlement Operating Rules, request an ASX approved clearing and settlement facility to apply a holding lock to prevent any transfer of shares. The Directors may refuse to register a paper-based transfer of a Share in particular circumstances.

(h) **(Issue of Further Shares)** The Directors control the allotment, issue, grant of options in respect of, and disposal of Shares. Subject to restrictions on the allotment of Shares and grant of options to Directors or their associates under the Company's Constitution and the Corporations Act, the Directors may allot, grant options or otherwise dispose of Shares on such terms and conditions as they see fit.

(i) **(Takeover Approval Provisions)** Any proportional takeover scheme must be approved by those Shareholders holding Shares included in the class of Shares in respect of which the offer to acquire those Shares was first made. The registration of the transfer of any Shares following the acceptance of an offer made under a scheme is prohibited until that scheme is approved by the relevant Shareholders.

(j) **(Application of ASX Listing Rules)** On re-admission to the Official List of the ASX, if the ASX Listing Rules prohibit an act being done, the act must not be done, despite anything in the Constitution of the Company. Likewise, nothing in the Constitution prevents an act being done that the ASX Listing Rules require to be done. If the ASX Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the ASX Listing Rules require a Constitution to contain a provision or not to contain a provision, the Constitution is deemed to contain that provision or not to contain that provision (as the case may be). If a provision of the Constitution is or becomes inconsistent with the ASX Listing Rules, the Constitution is deemed not to contain that provision to the extent of that inconsistency.

18.3 Change of Name

On 5 December 2017, the Shareholders resolved for the purposes of section 157(1)(a) of the Corporations Act and for all other purposes, that the Company change its name from Ausroc Metals Limited to "Woomera Mining Limited" effective on and from the date that is 14 days after completion of the Acquisitions, which in the Company's opinion will be better suited to the Company's new strategic direction.

18.4 Consolidation

On 5 December 2017, the Shareholders approved the consolidation of the issued share capital of the Company on the basis that every fifty Shares be consolidated into one Share (**Consolidation**).

As the Consolidation applies equally to all Shareholders, individual shareholdings will be reduced in the same ratio as the total number of Shares (subject to rounding). Accordingly, assuming no other market movements or impacts occur, the Consolidation will have no effect on the percentage interest in the Company of each Shareholder.

The Consolidation will be completed before completion of the Acquisitions and the General Offer and Vendor Offers on 12 December 2017. Therefore, unless otherwise stated, all references to securities in the Company in this Prospectus are on a post-Consolidation basis.

18.5 Options

At the date of this Prospectus, the Company has zero Options on issue. However, upon completion of the Acquisitions the Company will have the following Options over Shares:

Table 18.1: Options on issue following completion of the Acquisitions and Offers.

Option holder	Issue Date	Number of Options	Exercise Price	Expiry Date
Caason's nominee, Casada (or any other Caason Nominees)	23 February 2018	6,428,571	$0.20	36 months from the date of issue.
Mr Robert Hunt	23 February 2018	1,904,264	$0.20	36 months from the date of issue.
Mr Gerard Anderson	23 February 2018	2,000,000	$0.20	12 months from the date of issue.
Mr Gerard Anderson	23 February 2018	4,000,000	$0.20	36 months from the date of issue.
Mr Donald Triggs	23 February 2018	1,000,000	$0.20	12 months from the date of issue.
Mr Donald Triggs	23 February 2018	2,000,000	$0.20	36 months from the date of issue.

The terms and conditions applying to the Options are as follows:

(a) Entitlement
Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) Exercise Price
Subject to paragraph (i) below, the amount payable upon exercise of each Option will be $0.20 (**Exercise Price**)

(c) Expiry Date
Each of the Options expire at 5:00 pm (ACDT) on the Option's respective expiry date (**Expiry Date**) set out in the above table.

An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Exercise Period
The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) Timing of Issue of Shares on Exercise

Within 15 Business Days after the Exercise Date, the Company will:

(i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company; and

(ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act (if applicable) and otherwise comply with the Corporations Act and ASX Listing Rules.

(h) Shares issued on Exercise

Shares issued on exercise of the Options rank equally with the then issued Shares of the Company.

(i) Reconstruction of Capital

If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

Any calculations or adjustments which are required to be made will be made by the Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and the option holder.

(j) Participation in New Issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) Change in Exercise Price

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) Holding Statement

The Company must give each option holder a certificate or holding statement showing:

(i) the number of Options issued to the option holder:
(ii) the exercise price of the Options; and
(iii) the date of issue of the Options.

18.6 Significant Shareholders

At the date of this Prospectus, the Company has 1,249 Existing Shareholders. The top 10 Existing Shareholders by number of Shares held are set out below.

Table 18.2: The top ten Existing Shareholders by number of Shares held as at the Prospectus Date

Shareholder	Shares	Percentage
Mr Govardhan Anthony <Anthony Family A/C>	48,600,000	15.95%
Casada Holdings P/L atf CA Astill Investment Trust	35,614,539	11.69%
Celtic Capital Pty Ltd <Celtic Capital No2 A/C>	16,450,000	5.40%
Peninsula Investments (WA) Pty Ltd	9,089,345	2.98%
Australian Global Capital Pty Ltd	7,593,738	2.49%
Citicorp Nominees Pty Ltd	6,010,962	1.97%
Mr Govardhan Anthony <Anthony Family A/C>	5,400,000	1.77%
HSBC Custody Nominees <Australia> Limited	5,264,463	1.73%
Kilkenny Enterprises P/l <Malone Family A/C>	4,084,684	1.34%
Mr Rufaro Stephen Mupfanochiya <Chatfield & Mupfanochiya>	4,000,000	1.31%
Mr Mato Veselcic and Ms Rebecca Macdonald	3,700,000	1.21%

Following completion of the Acquisitions and the Offers, the top 10 Shareholders by number of Shares held are set out below:

Table 18.2: The top ten Shareholders following completion of the Acquisitions and Offers

Shareholder	Assuming completion of Acquisitions and Minimum Subscription under General Offer		Assuming completion of Acquisitions and Maximum Subscription under General Offer	
	Shares	%	Shares	%
Davan Nominees Pty Ltd	16,847,167	15.01%	16,847,167	13.24%
Houmar Nominees Pty Ltd	11,653,338	10.38%	11,653,338	9.16%
Judith Rose Triggs and Donald Triggs <D & J Triggs Superfund>	8,240,401	7.34%	8,240,401	6.47%
Casada Holdings P/L atf CA Astill Investment Trust	8,054,354	7.17%	8,054,354	6.33%
Ballimore Exploration Pty Ltd	7,729,168	6.88%	7,729,168	6.07%
Adelaide Equity Partners Ltd	6,890,001	6.14%	6,890,001	5.41%
Marcus Dallas La Vincente and Rosalie Moya La Vincente <a/c MDL Superannuation Fund>	2,932,667	2.61%	2,932,667	2.30%
Robert Hunt	1,904,264	1.70%	1,904,264	1.50%
Alan John Paxton	1,875,000	1.67%	1,875,000	1.47%
Gabriel Govinda	1,796,875	1.60%	1,796,875	1.41%

The above table does not account for any Shares subscribed for by, and issued to, the Shareholders under the General Offer.

18.7 Australian Taxation Implications of Investing Under the Offers

(a) **Taxation Considerations**

Section 18.7 (b) provides a general outline for Australian tax resident shareholders who acquire Shares under this Prospectus and hold New Shares in the Company on capital account for Australian income tax purposes. The categories of Shareholders considered in this summary are limited to individuals, companies (other than life insurance companies), trusts, partnerships and complying superannuation funds that hold their Shares on capital account. This summary does not consider the consequences for foreign resident Shareholders, insurance companies, banks, Shareholders that hold their Shares on revenue account or carry on a business of trading in shares, Shareholders who are exempt from Australian tax, or Shareholders who are subject to the Taxation of Financial Arrangements rules contained in Division 230 of the Income Tax Assessment Act 1997.

The summary in Section 18.7(b) is general in nature and is not exhaustive of all Australian tax consequences that could apply in all circumstances of any given Shareholder. The individual

circumstances of each Shareholder may affect the taxation implications of the investment of the Shareholder.

It is recommended that all Shareholders consult their own independent tax advisers regarding the income tax (including capital gains tax), stamp duty and GST consequences of acquiring, owning and disposing of Shares, having regard to their specific circumstances. In some regards, it will be necessary for Shareholders to take actions (for example, if they are eligible to apply CGT scrip for scrip rollover they may need to make a choice), and as such, Shareholders should seek appropriate tax advice.

The summary in Section 18.7 (b) is based on the relevant Australian tax law in force, established interpretations of that law and understanding of the practice of the relevant tax authority at the time of issue of this Prospectus. The summary does not take into account the tax law of countries other than Australia.

Tax laws are complex and subject to ongoing change. The tax consequences discussed in these summaries do not take into account or anticipate any changes in law (by legislation or judicial decision) or any changes in the administrative practice or interpretation by the relevant authorities. If there is a change, including a change having retrospective effect, the income tax, stamp duty and GST consequences should be reconsidered by Shareholders in light of the changes. The precise implications of ownership or disposal of the Shares will depend upon each Shareholder's specific circumstances.

(b) **Income Tax Treatment of Dividends Received by Australian Tax Resident Shareholders**

(i) Australian resident individuals and complying superannuation funds

Where dividends on a Share are paid by the Company, those dividends will constitute assessable income of an Australian tax resident Shareholder. Australian tax resident Shareholders who are individuals or complying superannuation entities should include the dividend in their assessable income in the year the dividend is paid, together with any franking credits attached to that dividend.

The rate of tax payable by each Australian Shareholder will depend on the individual circumstances of the Shareholder and his/her prevailing marginal rate of income tax.

Shareholders who are individuals or complying superannuation entities should be entitled to a "tax offset" equal to any franking credits attached to the dividend, subject to being a "qualified person" (refer to the further comments at Section 18.7 (b) (iv) below). The tax offset can be applied to reduce the tax payable on the Shareholder's taxable income. Where the tax offset exceeds the tax payable on the Shareholder's taxable income, such Shareholders should be entitled to a tax refund.

To the extent a dividend paid by the Company is unfranked, the Shareholder will generally be taxed at his or her prevailing marginal rate on the unfranked part of the dividend.

(ii) Corporate Shareholders

Corporate Shareholders are also required to include both the dividend and associated franking credits in their assessable income. A tax offset is then allowed up to the amount of the franking credits attached to the dividend received. Such Corporate Shareholders can potentially pass out the benefit of franking credits to their own Shareholder(s) on the payment of franked dividends, providing that they have sufficient franking credits of their own.

Excess franking credits received by a corporate Shareholder cannot give rise to a refund, but may in certain circumstances be converted into carry forward losses.

(iii) Trusts and Partnerships

Australian tax resident Shareholders who are Trustees (other than Trustees of "complying superannuation funds") or Partnerships should include the dividend and franking credits in determining the net income of the trust or partnership. A beneficiary, trustee or partner may be entitled to a tax offset equal to the beneficiary's or partner's share of the net income of the trust or partnership as the case may be.

(iv) Shares Held at Risk

The benefit of franking credits can be denied where a Shareholder is not a "qualified person", in which case the Shareholder will not include an amount for the franking credits in their assessable income and will not be entitled to a tax offset.

Broadly, to be a "qualified person" and eligible for the benefit of franking credits and tax offset, a Shareholder must satisfy both the "holding period" and "related payment" rules. This requires that a Shareholder hold the Shares in the Company "at risk" for more than 45 days continuously (not including the date of acquisition and disposal).

Any day on which a Shareholder has a materially diminished risk of loss or opportunity for gain in respect of the Shares (e.g. through transactions such as granting options or warrants over Shares) will not be counted as a day on which the Shareholder held the Shares "at risk". In addition, a Shareholder must not be obliged to make a "related payment" in respect of any dividend, unless they hold the Shares "at risk" for the required holding period around the dividend dates.

This holding period rule is subject to certain exceptions, including where the total franking offsets of an individual in a year of income do not exceed $5,000. Special rules apply to trusts and beneficiaries. Shareholders should obtain their own professional advice to determine if these requirements, as they apply to them, have been satisfied.

A recently enacted specific integrity rule prevents taxpayers from obtaining a tax benefit from additional franking credits where dividends are received as a result of "dividend washing" arrangements. Shareholders should consider the impact of this legislative change and any guidance issued by the Australian Taxation Office in this regard, given their own personal circumstances.

(c) **Capital gains tax (CGT) Implications for Australian Tax Resident Shareholders on a later Disposal of Shares**

The disposal of a Share by a Shareholder will be a CGT event. A capital gain will arise where the "capital proceeds" on disposal exceed the "cost base" of the Share (which is generally the amount paid to acquire the Share plus any transaction costs incurred in relation to the acquisition or disposal of the Share, but may be modified by CGT rollover relief).

In the case of an "arm's length" on-market sale, the capital proceeds will generally be the cash proceeds received from the sale of the Share.

A CGT discount may be applied against the net capital gain where the Shareholder is an individual, complying superannuation entity or trustee, and the Shares have been held for more than 12 months prior to the CGT event. Where the CGT discount applies, any capital gain arising to individuals and entities acting as trustees (other than a trust that is a complying superannuation entity) may be reduced by one-half after offsetting current year or

prior year capital losses. For a complying superannuation entity, any capital gain may be reduced by one-third after offsetting current year or prior year capital losses.

Where the Shareholder is the trustee of a trust that held the Shares for more than 12 months before disposal, the CGT discount may flow through to the beneficiaries of the trust if those beneficiaries are Australian resident individuals, complying superannuation entities or trusts.

Shareholders that are trustees should seek specific advice regarding the tax consequences of distributions to beneficiaries who may qualify for discounted capital gains.

A capital loss will be realised where the "reduced cost base" of the share exceeds the "capital proceeds" from disposal. Capital losses may only be offset against capital gains realised by the Shareholder in the same income year or future income years, subject to certain loss recoupment tests being satisfied. Capital losses cannot be offset against other forms of assessable income.

(d) **Tax File Numbers (TFNs)**

Shareholders are not required to quote their tax file number ("TFN"), or where relevant, Australian Business Number ("ABN"), to the Company. However, if a valid TFN, ABN or exemption detail is not provided, Australian tax may be required to be deducted by the Company from distributions and/or unfranked dividends at the maximum marginal tax rate plus Medicare levy. Australian tax should not be required to be deducted by the Company in respect of fully franked dividends paid by a public company.

(e) **GST Implications**

No GST should be payable by Shareholders in respect of the acquisition or disposal of their Shares in the Company, regardless of whether or not the Shareholder is registered for GST.

Shareholders may not be entitled to claim full input tax credits in respect of any GST included in the costs they have incurred in connection with the acquisition or disposal of the Shares. Separate GST advice should be sought by Shareholders in this respect relevant to their particular circumstances. No GST should be payable by Shareholders on receiving dividends distributed by the Company.

(f) **Stamp Duty**

Shareholders should not be liable for stamp duty in respect of the acquisition of their shares in a company that is not the owner of land assets, unless they acquire, either alone or with an associated/related person, an interest of 90% or more in the Company. Under current stamp duty legislation, no stamp duty would ordinarily by payable by Shareholders on any subsequent transfer of their Shares whilst the Company remains listed, providing the Company does not qualify as the owner of land assets.

18.8 Interests and Consents of Experts

Except as disclosed in this Prospectus:

(a) no expert, or firm in which any expert is a partner, has any interest that existed when a copy of the Prospectus was lodged with ASIC for registration, nor had any such interest within 2 years before lodgement of the Prospectus for registration, in the promotion of the Company or has received or is entitled to receive any sum for services rendered by the expert or the firm in connection with the promotion or formation of the Company, or in any property proposed to be acquired by the Company in connection with the promotion or formation; and

(b) no amounts have been paid or agreed to be paid to any expert, or any firm in which any expert is a partner, for services rendered in connection with the promotion or formation of the Company.

18.9 Payments of Benefits to Experts and Advisors

(a) **BDO Adelaide**

In accordance with the terms of their engagement BDO Corporate Finance (SA) Pty Ltd has acted as Independent Accountant to the Offers and has prepared the Independent Limited Assurance Report (which forms part of this Prospectus). BDO Corporate Finance (SA) Pty Ltd will be paid approximately $23,000 (plus GST) for services provided in connection with this Offer and may receive further payments in accordance with its normal time-based charges.

(b) **CBW Partners**

In accordance with the terms of their engagement, CBW Partners has acted as Australian legal advisers for the Company and will be paid approximately $100,000 (plus GST) for services provided in connection with these Offers and may receive further payments in accordance with its normal time-based charges.

(c) **Minter Ellison**

In accordance with the terms of their engagement Minter Ellison has provided the Report on Tenements and Native Title (which forms part of this Prospectus). In respect of these services, Minter Ellison will be paid approximately $19,000 plus disbursements and GST.

(d) **Terra Consulting**

In accordance with the terms of their engagement, Terra Consulting and their agents Metalzoic Geological Consulting (ABN 649 0122 7793) and Nile Exploration Pty Ltd (ACN 161 672 000) has prepared the Independent Expert Report) (which forms part of this Prospectus). Terra Consulting, Metalzoic Geological Consulting (ABN 649 0122 7793) and Nile Exploration Pty Ltd (ACN 161 672 000) will be paid a total of approximately $18,200 (plus GST) for services provided in connection with this Offer.

(e) **Lead Manager**

In accordance with the terms of their engagement, Sequoia Wealth Management Pty Ltd (ACN 002 314 310, AFSL 472387) has agreed to act as Lead Manager to the Offers. In consideration of these services, the Company has agreed to pay the fees described in Section 17.1 (b).

(f) **Adelaide Equity Partners Limited**

In accordance with the terms of their engagement, Adelaide Equity Partners Ltd (ACN 119 059 559, AFSL 313143) has agreed to act as Corporate Advisor to the Offers. In consideration of these services, the Company has agreed to pay the fees described in Section 17.1 (d).

18.10 Consents

Each of the parties referred to in this Section:

(a) does not make the Offers;

(b) other than as specified in this Prospectus, does not make or purport to make, any statement that is included in this Prospectus, or a statement on which a statement made in this Prospectus is based;

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

(d) each of the parties listed below has given and has not, before lodgement of this Prospectus with ASIC, withdrawn its written consent to the inclusion of the statements in this Prospectus that are specified below in the form and context in which the statements appear.

BDO Corporate Finance (SA) Pty Ltd

BDO Corporate Finance (SA) Pty Ltd has given its written consent to be named as the Independent Accountant and to the Independent Limited Assurance Report being included in this Prospectus and any electronic version of this Prospectus in the form and context in which the report is included, and to all statements referring to that report in the form and context in which they appear. BDO Corporate Finance (SA) Pty Ltd has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

BDO Audit (WA) Pty Ltd

BDO Audit (WA) Pty Ltd has given its written consent to be named as the Auditor in this Prospectus and any electronic version of this Prospectus in the form and context in which the report is included. BDO Audit (WA) Pty Ltd has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

Sequoia Wealth Management Pty Ltd

Sequoia Wealth Management Pty Ltd (ACN 002 314 310, AFSL 472387) is a wholly owned subsidiary of Sequoia Financial Group Limited (ASX.SEQ) is listed in the Corporate Directory as Lead Manager to the Offers. Sequoia has given their written consent to be named as Lead Manager to the Company in this Prospectus, and in any electronic version of this Prospectus, in the form and context in which they are named and have not withdrawn their consent prior to lodgement of this Prospectus within ASIC.

CBW Partners

CBW Partners have given their written consent to being named as Australian Legal Advisers to the Company in this Prospectus, and any electronic version of this Prospectus, and has not withdrawn its consent prior to lodgement of this Prospectus with ASIC.

Terra Consulting

Terra Consulting (and its agents Metalzoic Geological Consulting and Nile Exploration Pty Ltd has given their consent to be named as Independent Consulting Geologists and to their Independent Experts (Geotechnical) Report being included in this Prospectus and any electronic version of this Prospectus, in the form and context in which the report is included, and all statements referring to that report in the form and context in which they appear. Terra Consulting (and its agents Metalzoic Geological Consulting and Nile Exploration Pty Ltd has not withdrawn their consent prior to the lodgement of this Prospectus with ASIC.

Share Registrar

Computershare Investor Services Pty. Ltd. has given, and has not before the date of this Prospectus withdrawn its consent to be named as the Share Registrar to the Company in this Prospectus and any electronic version of this Prospectus in the form and context in which it is named. Computershare Investor Services Pty. Ltd. was not involved in the preparation of this Prospectus, did not authorise or cause the issue of this Prospectus and takes no responsibility for any material in or omission from the Prospectus.

Minter Ellison

Minter Ellison has given its consent to be named as Solicitor reporting on Tenements and Native Title and to its Report on Tenements and Native Title being included in this Prospectus and any electronic version of this Prospectus in the form and context in which the report is included, and all statements referring to that report in the form and context in which they appear. Minter Ellison has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

Adelaide Equity Partners Limited

Adelaide Equity Partners Ltd (ACN 119 059 559, AFSL 313143) is listed in the Corporate Directory as Corporate Advisor to the Offers. Adelaide Equity Partners Ltd has given its written consent to be named as Corporate Advisor to the Company in this Prospectus, and in any electronic version of this Prospectus, in the form and context in which it is named and has not withdrawn their consent prior to lodgement of this Prospectus within ASIC.

18.11 Costs of the Offer

If the Offers proceed, the total estimated costs of the Offers, including legal fees incurred, registration fees, fees for other advisers, prospectus design, printing and advertising expenses and other miscellaneous expenses, will be approximately $607,000 (excluding GST) if $4,000,000 is raised and $817,000 (excluding GST) if $7,000,000 is raised.

18. 12 Legal Proceedings

So far as the Directors are aware, at the Prospectus date, there is no litigation of a material nature, existing or threatened, which may significantly affect the Company or its activities.

18.13 Governing Law

This Prospectus and the contracts that arise from the acceptance of Applications are governed by the law applicable in South Australia and each Applicant submits to the exclusive jurisdiction of the courts of South Australia.

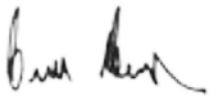
19. Directors Statement

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

The Directors report that after due enquiries by them, in their opinion, there have not been any circumstances that have arisen or that have materially affected or will materially affect the assets and liabilities, financial position, profits or losses or prospects of the Company, other than as disclosed in this Prospectus.

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

Dated: 5 December 2017



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Mr Neville Martin
Chairman
Ausroc Metals Limited

20. Glossary

In this Prospectus, unless the context otherwise requires:

$ means Australian dollars. All amounts in this Prospectus are in Australian dollars unless otherwise stated.

Acquisitions means the WEX Acquisition and the Lithium Acquisitions.

Acquisition Agreements means the WEX Acquisition Agreement, Volt Lithium Acquisition Agreement and the Liquid Lithium Acquisition Agreement.

ACDT means Australian Central Daylight Time.

AIFRS means Australian International Financial Reporting Standards.

Allotment Date means the date on which Shares are allotted under the Offers, currently expected to be 23 February 2018.

Applicant means a person who makes an application for Shares.

Application means an application for Shares under this Prospectus made by an Applicant via an Application Form.

Application Form means an application form accompanying or attached to this Prospectus relating to the General Offer or Vendor Offers by which an Applicant may apply for Shares.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the securities exchange operated by it (as the case requires).

ASX Corporate Governance Principles means the Corporate Governance Principles and Recommendations of the ASX Corporate Governance Council as at the date of this Prospectus.

ASX Listing Rules means the official listing rules of the ASX.

ASX Settlement means ASX Settlement Pty Ltd (ACN 008 504 532).

ASX Settlement Operating Rules means the settlement rules of ASX Settlement.

Board means the board of Directors of the Company as constituted from time to time.

Business Day means a day that is not a Saturday or Sunday or a public holiday in South Australia.

Caason means Caason Investments Pty Ltd (ACN 089 590 858).

Casson Debt Forgiveness means the partial debt owed to Caason by the Company in the amount of $2,329,199 which was forgiven by Caason in accordance with the Deed of Company Arrangement.

Casada means Casada Holdings Pty Ltd (ACN 167 964 310), being a nominee of Caason.

Central Pilbara Tenements means E 45/4790, E 45/4796 and E 45/4789.

CHESS means the Clearing House Electronic Sub-register System.

Closing Date means the date on which the Offer closes.

Company means Ausroc Metals Limited (ACN 073 155 781).

Completion of the Offers means 23 February 2018.

Consideration Shares means the Shares to be issued to each of the Vendors pursuant to the Vendor Offers.

Constitution means the constitution of the Company.

Corporate Advisor means Adelaide Equity Partners Limited (ACN 119 059 559) AFSL 313143.

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

Deed of Company Arrangement means the deed of company arrangement in respect of the Company between, amongst others, Caason and the Company which was terminated on effectuation on 4 December 2017.

Directors means the directors of the Company.

E means an exploration licence or exploration licence application under the WA Mining Act.

EL means an exploration licence under the SA Mining Act.

ELA means an application for an exploration licence under the SA Mining Act.

Eligible Investor means Investors who:

(a) have a registered address in Australia or New Zealand or are eligible under all securities laws applicable to the Shareholder to receive an offer under the General Offer or Vendor Offers; and

(b) are not in the United States and are not acting for the account or benefit of, any US Person.

EM means electromagnetic.

Existing Options means the Options on issue at the date of this Prospectus.

Existing Shareholders means a holder of Existing Shares in the Company.

Existing Shares means the issued Shares in the Company immediately prior to the allotment of Shares under the Offers.

Expenditure Program means the anticipated expenditures to be incurred by the Company and funded by the capital raising under this Prospectus as detailed in Section 7.6, under Use of Funds.

Exposure Period means the period of 7 days (or 14 days if extended by ASIC) after the lodgement of the Prospectus with ASIC during which the Company may not accept Applications.

Financial Year or **FY** means the period running from 1 July in a calendar year to 30 June in the next calendar year.

Gawler Craton means the extensive region Archean and Meso-Proterozoic crystalline basement underlying approximately 400,000 km^2 of Central South Australia.

Gawler Craton Carulinia Project means the proposed mining exploration and development project in South Australia described in Section 9.10, to be carried out on the Gawler Craton Carulinia Tenement.

Gawler Craton Carulinia Tenement means EL 5040 (SELA 2017/00155).

Gawler Craton Labyrinth Project means the proposed mining exploration and development project in South Australia described in Section 9.9, to be carried out in the Gawler Craton Labyrinth Tenement.

Gawler Craton Labyrinth Tenements means EL 5113 (SELA 2017/00182).

Gawler Craton Nawa Project means the proposed mining exploration and development project in South Australia described in Section 9.11, to be carried out on the Gawler Craton Nawa Tenement.

Gawler Craton Nawa Tenements means EL 5116 (SELA 2017/00183) and ELA 2012/00119 and ELA 2012/00120.

Gawler Craton Tenements means the Gawler Craton Carulinia Tenement, Gawler Craton Labyrinth Tenements and the Gawler Craton Nawa Tenements.

General Offer means the offer of a maximum of 35,000,000 New Shares to Eligible Investors at an issue price of $0.20 per New Share to raise up to $ 7,000,000.

General Offer Application Form means the Application Form for the General Offer which accompanies this Prospectus.

General Offer Maximum Subscription means 35,000,000 New Shares offered under the General Offer.

General Offer Minimum Subscription means 20,000,000 New Shares offered under the General Offer.

GSSA means Geological Survey of South Australia.

Hunt Conversion Debt means the debt owed by the Company to Mr Robert Hunt in the amount of $266,597.

IPO means the initial public offer of Shares under this Prospectus.

Independent Accountant means BDO Corporate Finance (SA) Pty Ltd (ACN 008 181 379).

Investor means an investor under the Offers in accordance with the terms of those Offers.

Lakes Lithium Project (WA) means the proposed mining exploration and development project in Western Australia, to be carried out on the WA Lakes Lithium Tenements.

Lead Manager or Sequoia means Sequoia Wealth Management Pty Ltd (ACN 002 314 310, AFSL 472387).

Liquid Lithium means Liquid Lithium Pty Ltd (ACN 612 730 337).

Liquid Lithium Acquisition Agreement means the agreement dated 30 November 2017 between WEX and the Liquid Lithium Vendors under which WEX agreed to purchase and the Liquid Lithium Vendors agreed to sell all the issued shares in Liquid Lithium Pty Ltd.

Liquid Lithium Vendors means the current holders of all the issued shares in Liquid Lithium.

Listing or Listed means the admission of the Shares to Official Quotation on the ASX in accordance with the ASX Listing Rules.

Listing Date means the date Listing occurs.

Lithium Acquisitions means the acquisition of Liquid Lithium and Volt Lithium by WEX.

Maximum Subscription means the maximum raising of $7,000,000 by the issue of 35,000,000 Shares at the Offer Price pursuant to this Prospectus.

Minimum Subscription means the minimum raising of $4,000,000 by the issue of 20,000,000 Shares at the Offer Price pursuant to this Prospectus.

Minimum Subscription Amount means $4,000,000.

Mgal means milligal, a measure of gravitational force.

Mount Cattlin Lithium Project means the proposed mining exploration and development project in Western Australia described in Section 9.13, to be carried out on the Mount Cattlin Tenements.

Mount Cattlin Lithium Tenements means E 74/597 and E74/599.

Musgrave Alcurra-Tieyon Project means the proposed mining and development project in South Australia described in Section 9.8, to be carried out on the Musgrave Tenements.

Musgrave Province means the Meso-Proterozoic crystalline basement terrain that extends across the common borders of South Australia, Western Australia and Northern Territory.

Musgrave Tenements means Es 5041 (SELA 2017/00156), EL 5042 (SELA 2017/00157) and EL 5287 and ELA 2012/00119.

New Share means a Share issued on a post-Consolidation basis, pursuant to the General Offer.

Norsa means Norsa Exploration Pty Ltd (ACN 156 268 727).

nT means nano Tesla, which is a measurement of magnetic intensity.

NTA means the Native Title Act 1993 (Cth).

Offers means the General Offer and the Vendor Offers under this Prospectus.

Offer Period means the period from the Opening Date to 5 pm ACDT on the Closing Date.

Offer Price means:

(a) in respect of the General Offer, $0.20 per Share (being the amount payable in respect of each New Share under this Prospectus; and

(b) in respect of the Vendor Offers, nil.

Official List means the official list of the ASX.

Official Quotation means official quotation of the Shares on the Official List.

Opening Date means the date the Offer opens.

Option means a right to subscribe for a Share.

Option holder means the holder of an Option.

OZ Exploration means OZ Exploration Pty Ltd (ACN 137 626 914)

OZ Minerals HOA means the heads of agreement signed between Oz Minerals Exploration Pty Ltd and WEX dated 12 September 2017.

Pilgangoora Lithium Project means the proposed exploration and development project in Western Australia described in Section 9.12 to be carried out on the Pilgangoora Lithium Tenements.

Pilgangoora Lithium Tenements means the granted tenements, E 45/4790 and E 45/4796 and the tenement applications, E45/4789 and E 45/4796.

Proponent Sum means the amount paid by Caason into the creditors fund under the Deed of Company Arrangement, being the amount of $451,869.

Prospectus means this document dated 5 December 2017 for the issue of 35 million Shares at $0.20 per Share to raise $7,000,000 (subject to a Minimum Subscription of $4,000,000) (including both hard copy and electronic versions, and any supplementary or replacement document).

Prospectus Date means 5 December 2017.

Reduced Caason Debt means the debt owed by the Company to Caason in the amount of $900,000.

Removal Date means the date on which the Company's securities will have been suspended from trading for a continuous period of 3 years and potentially removed from the Official List, being 6 December 2017.

SA Mining Act means *Mining Act 1971* (SA).

Section means a section of this Prospectus.

SE Yilgarn means the area covering the south-eastern portion of the Yilgarn Craton.

SE Yilgarn Tenements means E 74/596, E 74/597, E 63/1804, E 74/598, E 74/599 and E 70/4870.

SI means international system of units.

SELA means Subsequent Exploration Licence Application.

Share means a share in the issued capital of the Company.

Share Allotment Date means the date on which New Shares are allotted under the Offers.

Share Registrar/Share Registry means Computershare Investor Services Pty Ltd (ABN 48 078 279 277).

Shareholder means a holder of a Share.

Subscription Amount means the amount of money in dollars and cents payable for those Shares an Applicant has applied for pursuant to the Offers.

Subsequent Exploration Licence Application or **SELA** means subsequent exploration licence application.

Subsidiary has the same meaning as defined under the Corporations Act.

Tenements means granted tenements.

Tenement Applications means applications for tenements, including SELAs.

TMI means total magnetic intensity.

Torrens Hinge Zone means the lineament forming the eastern boundary of the Gawler Craton.

tpa means tonnes per annum.

Trident Conversion Debt means the partial debt owed by the Company to Trident Capital in the amount of $15,000.

Use of Funds Table means the use of funds table set out in Section 7.6.

VALMIN Code means the Australasian Code for the Public Reporting of Technical Assessments and Valuations of Mineral Assets (2015 Edition) prepared by the VALMIN Committee, a joint committee of the Australasian Institute of Mining and Metallurgy and the Australian Institute of Geoscientists.

Vendors means each of the WEX Vendors, Volt Lithium Vendors and Liquid Lithium Vendors.

Vendor Offer Application Form means the Application Form for the Vendor Offers which accompanies this Prospectus.

Volt Lithium means Volt Lithium Pty Ltd (ACN 612 465 237).

Volt Lithium Acquisition Agreement means the agreement dated 30 November 2017 between WEX and the Volt Lithium Vendors under which WEX agreed to purchase and the Volt Lithium Vendors agreed to sell all the issued shares in Volt Lithium Pty. Ltd.

Volt Lithium Vendors means the current holders of all the issued shares in Volt Lithium.

VRMI means vector residual magnetic intensity which is a method of removing remanent magnetism from the TMI.

WA Lakes Lithium Tenements means E 74/596, E 63/1804, E 74/598 and E 15/1532 (granted tenements) and E 70/4870 (application).

WA Mining Act means the Mining Act 1978 (WA).

WEX means Woomera Exploration Limited (ACN 150 741 352).

WEX Vendors means the current shareholders of WEX.

WEX Acquisition means the acquisition of WEX by the Company pursuant to the WEX Acquisition Agreement.

WEX Acquisition Agreement means the agreement dated 5 December 2017 between the Company and the WEX under which the Company agreed to purchase, and the WEX Vendors agreed to sell, all the issued shares in WEX.

WPA means Woomera Prohibited Area.

21. Corporate Directory

Directors Neville Martin (Non-Executive Chairman) Gerard Anderson (Managing Director) Donald Triggs (Exploration Director) David Lindh (Non-Executive Director) Joe Fekete (Non-Executive Director) **Company Secretary** Jonathan Lindh	**Australian Legal Advisers** **CBW Partners** Level 1 159 Dorcas Street, South Melbourne VIC 3205
Registered Office Level 4 22 Grenfell Street Adelaide SA 5000	**Share Registry** **Computershare Investor Services Pty Ltd** GPO Box 52 Melbourne VIC 3001 Telephone: 1300 850 505 (within Australia) Telephone: +61 8 9323 2000 (outside Australia)
Lead Manager **Sequoia Wealth Management Pty Ltd** (ACN 002 314 310, AFSL 472387) Level 36,50 Bridge Street, Sydney, NSW 2000 Telephone: +61 3 8548 3333 Facsimile: + 61 2 8114 2200 Website: www.sequoia.com.au	**Solicitors reporting on Tenements & Native Title** **Minter Ellison** Level 10 25 Grenfell Street Adelaide SA 5000
Corporate Adviser **Adelaide Equity Partners Limited** (ACN 119 059 559) (AFSL No. 313143) Level 3, 100 Pirie Street Adelaide SA 5000 Telephone: +61 8 8232 8000 Facsimile: + 61 8 8232 8811 Website: www. adelaideequity.com.au	**Independent Accountants** **BDO Corporate Finance (SA) Pty Ltd** Level 7, 420 King William Street Adelaide SA 5000
Auditors **BDO Audit (WA) Pty Ltd** 38 Station Street Subiaco WA 6008	**Independent Expert** **Terra Consulting** PO Box 2691 Kent Town SA 5067 *And their agents:* Metalzoic Geological Consulting Po Box 224 Unley BC SA 5061 Nile Exploration Pty Ltd Norwood SA 5067

AusROC Metals Ltd

ABN 99 073 155 781

Return your form to Computershare:

By Mail:
Computershare Investor Services Pty Limited
GPO Box 52
Melbourne Victoria 3001
Australia

Enquiries:
Phone:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

ARK
MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001

Vendor Offer Application Form

Your Vendor Offer Application Form must be received by 5.00pm (ACDT) on 15 February 2018

This Application Form is important. If you are in doubt as to how to deal with it, please contact your accountant, solicitor or other professional adviser before deciding whether to apply for Shares. You should read the Ausroc Metals Limited Prospectus dated 5 December 2017 and any relevant Supplementary Prospectus (if applicable), carefully before completing this Application Form. The Corporations Act prohibits any person from passing on this Application Form (whether in paper or electronic form) unless it is attached to or accompanies a complete and unaltered copy of the Prospectus and any relevant Supplementary Prospectus (whether in paper or electronic form).

Step 1: Applicant Details

Use this form to apply for shares under the AusROC Metals Limited Vendor Offer in the name specifed on the reverse of the form.

Step 2: Holder Identification Number (HIN)

Ausroc Metals Limited will apply to the ASX to participate in CHESS, operated by ASX Settlement Pty Limited, a wholly owned subsidiary of ASX Limited. If you are a CHESS participant (or are sponsored by a CHESS participant) and you wish to hold Shares issued to you under this Application on the CHESS subregister, enter your CHESS HIN overleaf. Otherwise, leave that section blank and on issue, you will be sponsored by Ausroc Metals Limited and allocated a Securityholder Reference Number (SRN).

Step 3: Signing Instructions

Individual: Where the shareholding is in one name, the shareholder must sign.
Joint Shareholding: Where the shareholding is in more than one name, all of the shareholders must sign.
Power of Attorney: Where signing as Power of Attorney (POA), you must attach an original certified copy of the POA to this form.
Companies: Where the shareholding is in the name of a Company, this form must be signed in accordance with the Corporations Act, either as:

- a Sole Director and Sole Company Secretary **OR** a Sole Director (if no Company Secretary exists), **OR**
- two Directors, **OR**
- a Director and Secretary.

Overseas Companies: Where the shareholding is in the name of an Overseas company (companies incorporated outside Australia) the form must be signed as above, or documentation must be provided showing that the company can sign in an alternate manner.

Step 4: Contact Details

Entering contact details is not compulsory, but will assist us if we need to contact you.

By submitting this Application Form:

- I/we declare that this Application is complete and lodged according to the Prospectus, and any relevant Supplementary Prospectus, and the declarations/statements on the reverse of this Application Form,
- I/we declare that all details and statements made by me/us (including the declaration on the reverse of this Application Form) are complete and accurate, and
- I/we agree to be bound by the Constitution of Ausroc Metals Limited.

This Document is printed on Greenhouse Friendly™ ENVI Laser Carbon Neutral Paper

Turn over to complete the form ➔

Vendor Offer Application Form

STEP 1 Applicant Details

MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001

Consideration Shares you may subscribe for: **2000**

STEP 2 Holder Identification Number (HIN)

X

Please note that if you supply a CHESS HIN but the name and address details on your form do not correspond exactly with the registration details held at CHESS, your Application will be deemed to be made without the CHESS HIN, and any Shares issued as a result of the Offer will be held on the issuer sponsored subregister.

STEP 3 Signature of Applicant(s)

This section must be completed.

Individual or Shareholder 1	Shareholder 2	Shareholder 3
Sole Director and Sole Company Secretary/ Sole Director (cross out titles as applicable)	**Director**	**Director/Company Secretary (cross out titles as applicable)**

STEP 4 Contact Details

Contact Name _____ **Contact Daytime Telephone** _____ **Date** / /

Email Address _____

Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at http://www.computershare.com/au.

Computershare

Ausroc Metals Limited (to be renamed Woomera Mining Limited)

ACN 073 155 781

Enquiries:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

General Offer Application Form

This Application Form is important. If you are in doubt as to how to deal with it, please contact your accountant, solicitor or other professional adviser before deciding whether to apply for Shares. You should read the Ausroc Metals Limited Prospectus dated 5 December 2017 and any relevant Supplementary Prospectus (if applicable), carefully before completing this Application Form. The Corporations Act prohibits any person from passing on this Application Form (whether in paper or electronic form) unless it is attached to or accompanies a complete and unaltered copy of the Prospectus and any relevant Supplementary Prospectus (whether in paper or electronic form).

A **I/we apply for**

Shares at A$0.20 per Share

or such lesser number of Shares which may be allocated to me/us.

B **I/we lodge full Application Money**

A$.

C **Individual/Joint applications - refer to naming standards overleaf for correct forms of registrable title(s)**

Title or Company Name Given Name(s) Surname

Joint Applicant 2 or Account Designation

Joint Applicant 3 or Account Designation

D **Enter the postal address - include State and Postcode**

Unit Street Number Street Name or PO Box/Other information

City/Suburb/Town State Postcode

E **Enter your contact details**

Contact Name

Telephone Number - Business Hours

( )

Email Address

F **CHESS Participant**

Holder Identification Number (HIN)

X

Please note that if you supply a CHESS HIN but the name and address details on your form do not correspond exactly with the registration details held at CHESS, your Application will be deemed to be made without the CHESS HIN, and any Shares issued as a result of the Offer will be held on the issuer sponsored subregister.

G **Payment details -** Please note that funds are unable to be directly debited from your bank account

Drawer	Cheque Number	BSB Number	Account Number	Amount of cheque
				A$

Make your cheque payable to 'Ausroc Metals Limited' and cross it 'Not Negotiable".

By submitting this Application Form:

- I/we declare that this Application is complete and lodged according to the Prospectus, and any relevant Supplementary Prospectus, and the declarations/statements on the reverse of this Application Form,
- I/we declare that all details and statements made by me/us (including the declaration on the reverse of this Application Form) are complete and accurate, and
- I/we agree to be bound by the Constitution of Ausroc Metals Limited.

See overleaf for completion guidelines ➔

How to complete this Application Form

A **Number of Shares applied for**
Enter the number of Shares you wish to apply for. The Application must be for a minimum of 10,000 Shares (A$2,000.00). Applications for greater than 10,000 Shares must be in multiples of 500 Shares (A$100.00).

B **Application Money**
Enter the amount of Application Money. To calculate the amount, multiply the number of Shares applied for in section A by the Issue Price of A$0.20.

C **Applicant Name(s)**
Enter the full name you wish to appear on the statement of shareholding. This must be either your own name or the name of a company. Up to 3 joint Applicants may register. You should refer to the table below for the correct forms of registrable title. Applications using the wrong form of names may be rejected. Clearing House Electronic Subregister System (CHESS) participants should complete their name identically to that presently registered in the CHESS system.

D **Postal Address**
Enter your postal address for all correspondence. All communications to you from the Registry will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.

E **Contact Details**
Enter your contact details. These are not compulsory but will assist us if we need to contact you regarding this Application.

F **CHESS**
Ausroc Metals Limited will apply to the ASX to participate in CHESS, operated by ASX Settlement Pty Limited, a wholly owned subsidiary of ASX Limited. If you are a CHESS participant (or are sponsored by a CHESS participant) and you wish to hold Shares issued to you under this Application on the CHESS subregister, enter your CHESS HIN. Otherwise, leave this section blank and on issue, you will be sponsored by Ausroc Metals Limited and allocated a Securityholder Reference Number (SRN).

G **Payment**
Make your cheque payable in Australian dollars to '**Ausroc Metals Limited**' and cross it '**Not Negotiable**'. Cheques must be drawn from an Australian bank. Cash will not be accepted. The total payment amount must agree with the amount shown in section B. Complete the cheque details in the boxes provided. Cheques will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as dishonoured cheques may not be represented and may result in your Application being rejected. Paperclip (do not staple) your cheque to the Application Form. Receipts will not be forwarded. Funds cannot be directly debited from your bank account.

Before completing the Application Form the Applicant(s) should read the Prospectus to which this Application relates. By lodging the Application Form, the Applicant agrees that this Application for Shares in Ausroc Metals Limited is upon and subject to the terms of the Prospectus and the Constitution of Ausroc Metals Limited, agrees to take any number of Shares that may be issued to the Applicant(s) pursuant to the Prospectus and declares that all details and statements made are complete and accurate. It is not necessary to sign the Application Form.

Lodgement of Application

Application Forms must be received by Computershare Investor Services Pty Limited (**CIS**) by no later than 5.00pm WST on the Closing Date. You should allow sufficient time for this to occur. Return the Application Form with cheque attached to:
Computershare Investor Services Pty Limited, GPO Box 52, MELBOURNE VIC 3001
Neither CIS nor Ausroc Metals Limited accepts any responsibility if you lodge the Application Form at any other address or by any other means.

Privacy Notice
The personal information you provide on this form is collected by CIS, as registrar for the securities issuer (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided overleaf or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at http://www.computershare.com/au.

Correct forms of registrable title(s)
Note that ONLY legal entities are allowed to hold Shares. Application Forms must be in the name(s) of a natural person(s), companies or other legal entities acceptable to Ausroc Metals Limited. At least one full given name and the surname is required for each natural person. Application Forms cannot be completed by persons less than 18 years of age. Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual: use given names in full, not initials	Mr John Alfred Smith	JA Smith
Company: use the company's full title, not abbreviations	ABC Pty Ltd	ABC P/L or ABC Co
Joint Holdings: use full and complete names	Mr Peter Robert Williams & Ms Louise Susan Williams	Peter Robert & Louise S Williams
Trusts: use the trustee(s) personal name(s)	Mrs Susan Jane Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estates: use the executor(s) personal name(s)	Ms Jane Mary Smith & Mr Frank William Smith <Est John Smith A/C>	Estate of late John Smith or John Smith Deceased
Minor (a person under the age of 18): use the name of a responsible adult with an appropriate designation	Mr John Alfred Smith <Peter Smith A/C>	Master Peter Smith
Partnerships: use the partners personal names	Mr John Robert Smith & Mr Michael John Smith <John Smith and Son A/C>	John Smith and Son
Long Names	Mr John William Alexander Robertson-Smith	Mr John W A Robertson-Smith
Clubs/Unincorporated Bodies/Business Names: use office bearer(s) personal name(s)	Mr Michael Peter Smith <ABC Tennis Association A/C>	ABC Tennis Association
Superannuation Funds: use the name of the trustee of the fund	Jane Smith Pty Ltd <Super Fund A/C>	Jane Smith Pty Ltd Superannuation Fund