

QUARTERLY ACTIVITIES REPORT & APPENDIX 5B

For the 3-month period ending 30 September 2019 (Period)

ASX ANNOUNCEMENT 31 October 2019

ASX Code: FRN
Shares on Issue: 250,000,000
Cash: \$1.73 million

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Fraser Range Metals Group Limited

Fraser Range Metals Group is an early stage explorer of nickel, copper and gold in the Fraser Range region of Western Australia.

The Company is committed to the exploration of its Fraser Range project located approximately 215km east of Kalgoorlie, Western Australia and to the expansion of its portfolio of mineral resource opportunities.

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Fraser Range Metals Group Limited (ASX:FRN) (the Company) is pleased to present its Activities Report and Appendix 5B for the Period.

EXPLORATION ACTIVITIES

During the period, the Company advised that an Aboriginal Heritage "work area clearance" survey was completed and a formal report received over the nickel-copper target area of tenement E28/2385 at the Fraser Range Project in Western Australia, which cleared both the target area and access to the target area.

The survey was completed with the Ngadju Native Title Aboriginal Corporation over the polygonal area shown in Figure 1, and clearance was received over an area which covers the planned drilling to test the five distinct EM plates that were modelled from the EM survey completed earlier this year.

Following the Aboriginal Heritage Survey, a Program of Work (PoW) approval was received from the Department of Mines, Industry Regulation and Safety (DMIRS) for a small reverse circulation (RC) drilling programme to test the EM plates within the surveyed area.

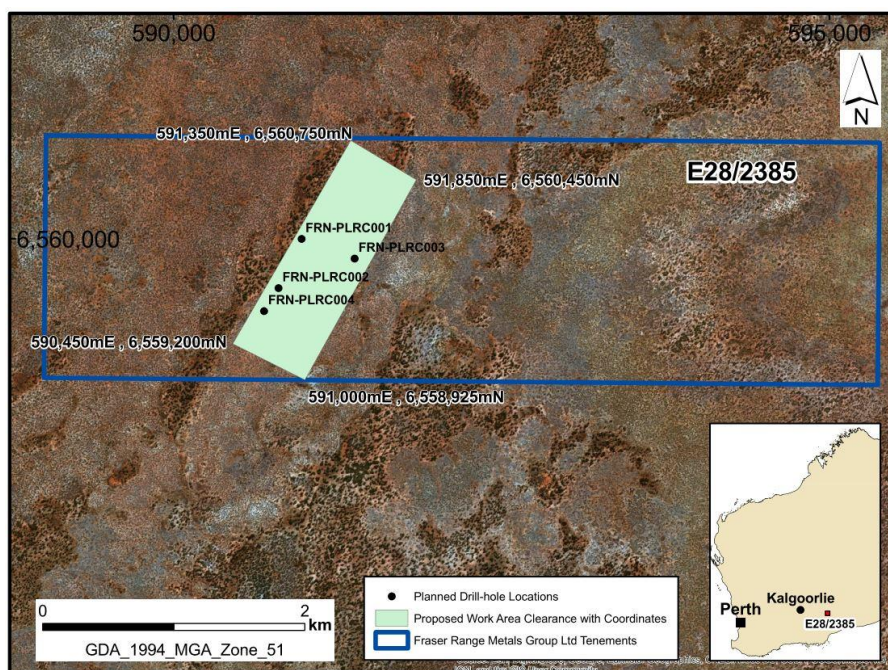


Figure 1 – Planned drill-hole collars within the Aboriginal Heritage survey area (in green) within tenement E28/2385. The drill-holes are designed to test the anomalous EM plates within the nickel-copper target area.

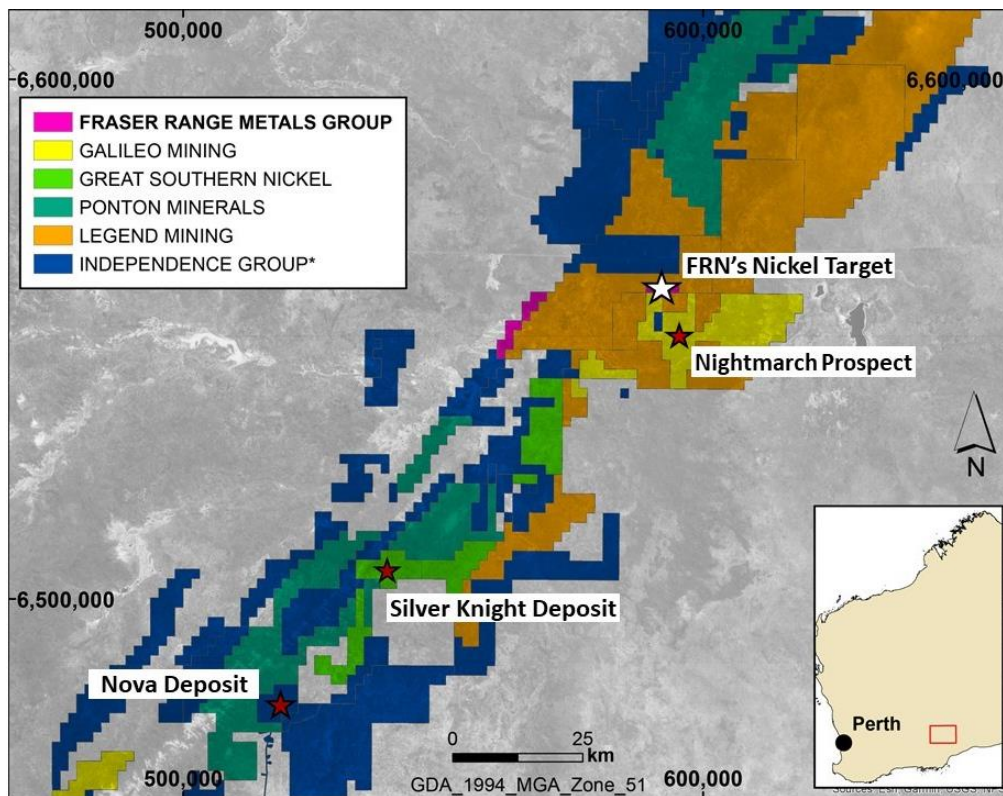


Figure 2 – Tenement map of the Fraser Range showing location of the nickel target within the FRN tenure.

Subsequent to the end of the quarter and after a tender process, the Company awarded a drilling contract to KTE Mining Services Pty Ltd (KTE). The contract is for a 700m reverse circulation (RC) drilling programme over the nickel-copper target area of tenement E28/2385 at the Fraser Range Project.

The drilling programme will comprise of 3 – 5 drill-holes to test five distinct EM plates that were modelled from a surface EM survey completed earlier this year and is planned to commence by the middle of November. Its expected to be completed within three weeks.

CORPORATE

FRASER RANGE METALS TO ACQUIRE MOUNT ADRAH GOLD PROJECT

The Company announced on 23 August 2019 that it entered into a conditional binding term sheet ("Acquisition Agreement") to acquire 100% of Wildcat Resources Limited ("Wildcat") (subject to shareholder approval) ("Acquisition"). Due diligence on the acquisition was completed at the end of the quarter.

Wildcat holds the Mount Adrah Gold Project ("Mount Adrah"), a highly prospective 200km² tenement package located within the well-endowed Lachlan Orogen region in NSW. The project includes the Hobbs Pipe gold deposit which has an existing JORC 2012 -compliant Mineral Resource estimate of 20.5Mt @ 1.1g/t Au for 770,000 oz of contained gold¹. In addition to Hobbs Pipe, a number of high-grade gold reef systems have been identified by historic artisanal workings and limited exploration drilling, including down-hole intercepts such as 10m @ 17.7 g/t Au from 506m (GHD009) at the Castor Reef Prospect¹, about 200m north-east of Hobbs Pipe, and 1.2m @ 58.6 g/t Au from 624m² (GHD011) at the White Deer Reef Prospect, a further 150m to the north-east of the GHD009 intercept. The drill-

¹ Refer to ASX Announcement by Sovereign Gold Company Ltd on 28/10/2013: <https://www.asx.com.au/asxpdf/20131028/pdf/42kc3zbm5517ys.pdf>

² Refer to ASX Announcement by Sovereign Gold Company Ltd on 21/11/2013: <https://www.asx.com.au/asxpdf/20131121/pdf/42l0lppbrt99lj.pdf>

hole intervals are interpreted to align with the artisanal workings. However, surface geochemistry and drilling have not yet tested the near-surface potential of these targets.

A number of quartz vein reef-style targets were identified as targets of interest in a study by prior owners in 2016. Results on the follow-up work done on some of these targets have been promising to date. Outside of the immediate Hobbs Pipe area, the project has had little exploration activity since the 1990's, with several areas of surface gold anomalies yet to be followed up with drilling.

Mount Adrah Gold Project

The Mount Adrah Gold Project is located 44km from Wagga Wagga, 330km WSW of Sydney in the far western part of the well-mineralised Lachlan Fold Belt (See Figure 3). It is 10km from rail and the Hume Highway, and has available water and power. The existing mining activities in the region mean that the project is close to major infrastructure, services and workforce.

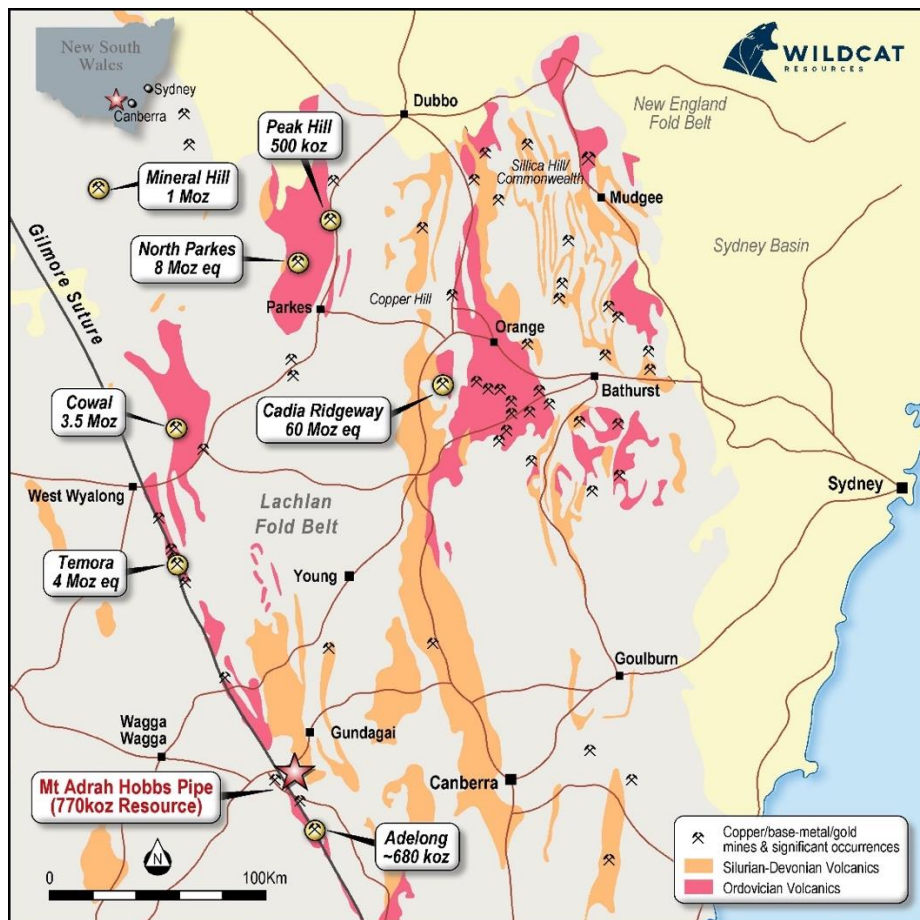


Figure 3 – Location of the Mount Adrah Gold Project on the Gilmore Suture within the Lachlan Fold Belt, NSW.

Tenure and Regional Geology

The Mount Adrah Gold Project comprises three exploration licences for 200km² (see Figure 4). It is located on the Gilmore Suture, a major fault interpreted from regional magnetics that trends

NNW-SSE and forms a terrane boundary between the Wagga Metamorphic Belt to the west and the mineralised Central Belt / Tumut Block to the east. Hydrothermal alteration and mafic volcanics are observed along the Gilmore Suture, whilst numerous artisanal workings and mines (e.g. Temora copper-gold deposit: 1.8Moz Au & 837kt Cu; Cobar goldfields) occur proximal to the main fault and smaller structures that splay off to the north.

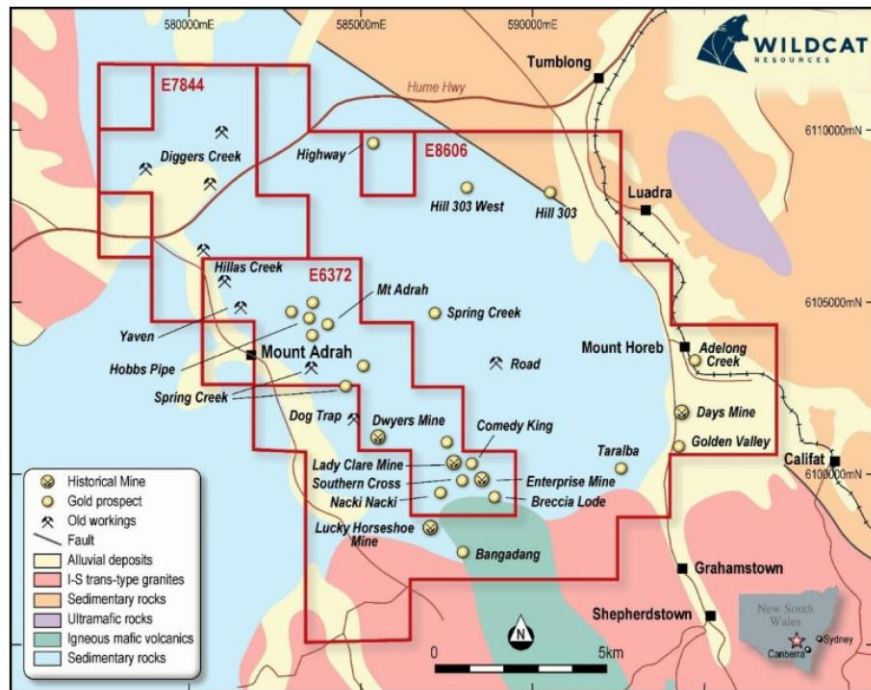


Figure 4 – Tenure of the Mount Adrah Gold Project highlighting the many known gold prospects and historical workings. Simplified from GSNSW geological mapping.

High-grade Gold Mineralisation

Within the Mount Adrah Gold Project and consistently along the Gilmore Suture, high-grade gold mineralisation has been identified hosted within quartz-gold reef systems, many of which were the focus of historic artisanal workings. At Mount Adrah, high-grade gold mineralisation has been observed at the Castor Reef, White Deer Reef, Stark Reef and Targayan Reef via shallow RAB drilling and channel-sampling of the historic workings. Very limited deep drilling intersected the quartz-gold reefs down-dip from the artisanal workings, with high-grade intersections including 10m @ 17.7 g/t Au from 506m³ (GHD009) at the Castor Reef Prospect and 1.2m @ 58.6 g/t Au from 624m⁴ (GHD011) at the White Deer Reef Prospect. Despite the drilling success, the up-dip extension of the reefs between the deep drill-holes and the historical workings at surface has not been effectively drill-tested and remains a priority target for FRN.

Hobbs Pipe

Hobbs Pipe has been interpreted previously as an Intrusion-Related Gold System (IRGS) located in a dilational zone along the Gilmore Suture within the Mount Adrah Gold Project. The deposit is a structurally-controlled alteration system within a quartz diorite body that intrudes to the current topographic surface. The gold mineralisation is predominately quartz monzodiorite-hosted disseminated gold in arsenopyrite and pyrite, as well as rare native gold occurring in thin quartz veins. In December 2013 previous owner Sovereign Gold Company Ltd (ASX:SOC) (now Force Commodities Limited (ASX:4CE) announced a Mineral Resource estimate for Hobbs Pipe of 20.5Mt @ 1.1 g/t Au for 770,000 ounces of contained gold⁵, as shown in Table 1. The resource outcrops at surface. Selected

³ Refer to ASX Announcement by Sovereign Gold Company Ltd on 28/10/2013: <https://www.asx.com.au/asxpdf/20131028/pdf/42kc3zbm55l7ys.pdf>

⁴ Refer to ASX Announcement by Sovereign Gold Company Ltd on 21/11/2013: <https://www.asx.com.au/asxpdf/20131121/pdf/42l0lppbrt99lj.pdf>

⁵ JORC (2012) Indicated and Inferred Resources. Refer to ASX Announcement by Sovereign Gold Company Ltd on 27/12/2013: <https://www.asx.com.au/asxpdf/20131227/pdf/42lwgh4996pvch.pdf>. Refer to Appendices A and B for further details.

core holes were viewed by Wildcat and confirmed the alteration style reported. The quartz vein density in the core was low, but may be more consistent than previously noted. This will be checked for other holes where core is available, and its significance evaluated.

Table 1 – JORC (2012) Mineral Resources Estimate for the Hobbs Pipe Gold Deposit

Resource Classification	Depth Below Surface	Oxidation Zone	COG Au (g/t)	Tonnes (Mt)	Grade (g/t Au)	Contained Gold (oz)
Indicated	0 – 150m	Oxides	0.4	0.6	0.9	18,000
		Fresh	0.9	3.0	1.0	96,000
	150 – 700m	Fresh	0.9	8.5	1.2	320,000
TOTAL INDICATED RESOURCES				12.1	1.1	440,000
Inferred	0 – 150m	Fresh	0.5	0.2	0.6	39,000
	150 – 700m	Fresh	0.9	8.2	1.1	290,000
TOTAL INDICATED RESOURCES				8.4	1.1	330,000
TOTAL RESOURCES				20.5	1.1	770,000

Further information on the Hobbs Pipe Mineral Resource estimate please refer to ASX announcement made on 23 August 2019, including the information required by Listing Rule 5.8.

Other Gold Targets

In addition to the known high-grade gold reefs and Hobbs Pipe, there are several areas of interest at Mount Adrah Gold Project that the Company has flagged for follow-up exploration work. Both the Diggers Creek and Bangadang Prospects lie along the Gilmore Suture to the north and south of Hobbs Pipe, respectively. These prospects have significant gold anomalies at surface identified by previous soil-sampling, rock-chip sampling and RAB drilling programmes. In addition, a large area over the eastern portion of the tenure has seen little to no modern exploration at all; this area lies along strike from the Adelong Reefs to the southeast of the project area, which have historically produced approximately 680koz gold (NSW DPI estimate, 2007) (see Figure 5). The Company believes these target areas are very under-explored and have potential to host high-grade gold mineralisation given their geological and structural settings.

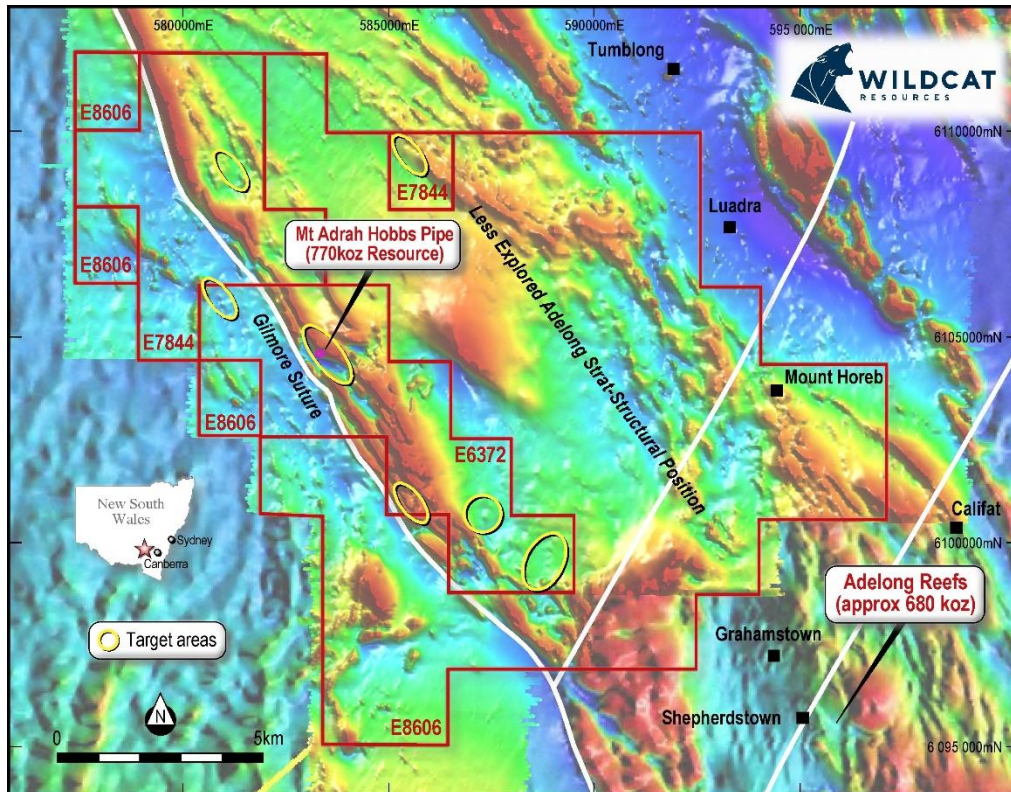


Figure 5 – Map of the Mount Adrah Gold Project showing the location of the Hobbs Pipe deposit and selected current target areas, and the Adelong Reefs deposit to the southeast.

Exploration Strategy

Immediately post-completion of the acquisition FRN intends to initiate systematic exploration of the Mount Adrah Gold Project. A mapping and re-logging exercise has recently been completed and will assist in providing a framework to generate and rank targets and assist in refining the geological model for Hobbs Pipe. Geochemical sampling programmes are likely to be done over selected target areas to better define drilling targets. The focus will then be on further drill-testing of the known high-grade gold reefs, as well as compilation and analysis of the significant existing geophysical, geochemical and geological data in order to develop new target areas within the less-explored portions of the tenure. Further geological studies of the gold mineralisation at Hobbs Pipe in order to better understand the gold deposit and hence its economic potential for the Company may also lead to revision of the potential of the deposit.

Wellington Range Manganese Project

In addition to the Mount Adrah Gold Project, Wildcat also holds the Wellington Range Manganese Project in Western Australia. The project comprises three exploration licence applications (ELAs) approximately 140km east of Wiluna (see Figure 6). The project was historically owned by the Creasy Group and has potential for high grade manganese mineralisation.

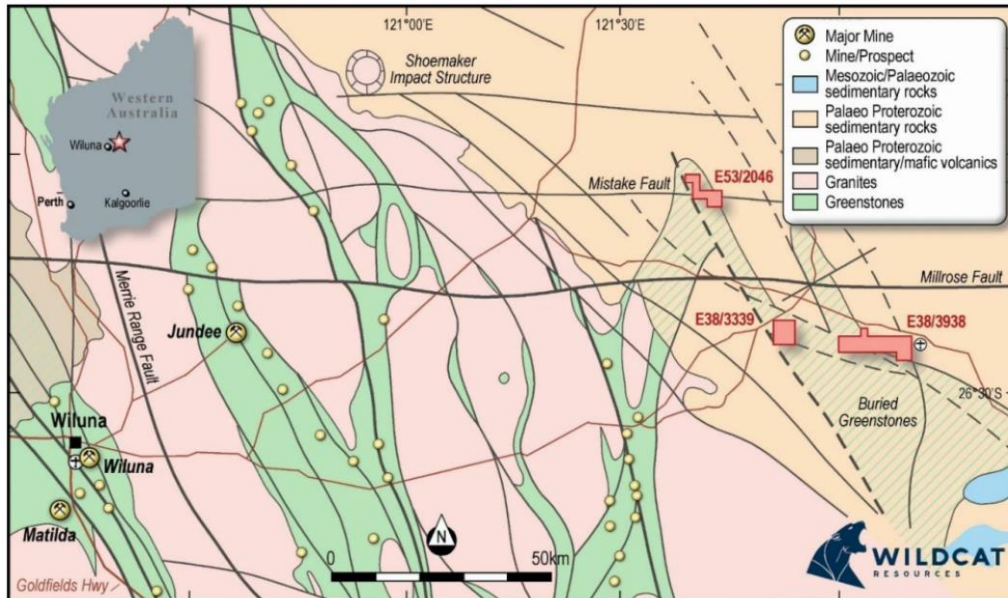


Figure 6 – Map showing the location of the Wellington Range Manganese Project, WA.

Key Terms of the Acquisition Agreement:

- (a) The consideration payable to the shareholders of Wildcat (Vendors) (proportionate to each Vendor's shareholding in the Company) will be satisfied by the:
 - (i) issue of 63,875,000 Ordinary Shares to the Vendors (or their nominees) (Initial Consideration) (at a deemed issue price of 1.6c per share);
 - (ii) issue of 67,000,000 A class Performance Shares to the Vendors (or their nominees) (Performance A Shares), on the terms and conditions set out in Annexure A;
 - (iii) issue of 67,000,000 B-class Performance Shares to the Vendors (or their nominees) (Performance B Shares), on the terms and conditions set out in Annexure A; and
 - (iv) 20,000,000 unquoted Options exercisable at \$0.04 each on or before the date that is three (3) years after their issue (Consideration Options),
 (together, Vendor Consideration).
- (b) In addition to paying the Vendor Consideration to the Vendors, the Company agrees to issue 3,125,000 Ordinary Shares to Force Commodities Limited in part satisfaction of Wildcat's obligations under the agreement to acquire Mount Adrah from Force (Force Shares).
- (c) The Initial Consideration Shares and Force Shares will have a deemed issue price of \$0.016 per Share.

ASX has determined that Listing Rule 11.1.2 applies to the Acquisition.

An entity associated with FRN director Mr Thomas Bahen is a Vendor (Related Party Vendor). Accordingly, FRN is required to seek shareholder approval for the acquisition of Wildcat shares from the Related Party Vendor. The Company has commissioned an independent expert to provide an independent expert's report on the fairness and reasonableness of the acquisition of Wildcat shares from the Related Party Vendor. The report will be included in the notice of meeting seeking approval for the Acquisition.

Refer to the ASX announcement made on 23 August 2019 for the various key condition precedents of the Acquisition.

Proposed Board and Management Changes

Following the completion of the Acquisition, the Company intends to appoint to the board Mr Matthew Banks as Executive Director and Mr Alex Hewlett as Non-Executive Director. Director Mr Zane Lewis will step down as a director on completion of the Acquisition. Refer to the ASX announcement made on 23 August 2019 for details on the proposed directors.

ACTIVITIES FOR THE CURRENT PERIOD

For the three months ending 31 December 2019, the Company plans on undertaking the following:

- Complete the 700m reverse circulation (RC) drilling programme over the nickel-copper target area of tenement E28/2385.
- Complete the acquisition of 100% of Wildcat Resources Limited, the holder of the Mount Adrah Gold Project and the Wellington Range Manganese Project.
- Continue to assess and evaluate new projects for possible acquisition, to be acquired and maintained in conjunction with the Company's current Project.

- ENDS -

FOR FURTHER INFORMATION, PLEASE CONTACT:

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Director

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About the Fraser Range Project

*The Fraser Range Project (**the Project**) is located within the Albany-Fraser Orogen and consists of a western set of tenements (E28/2390 and E28/2392) and a single eastern tenement (E28/2385). The Project is located on a major tectonic suture between the Eastern Biranup Zone and the Fraser Complex on the western edge of the major Fraser Range gravity high, and is positioned within a major northwest-trending linear structural corridor that creates a distinct break in the Fraser Range gravity anomaly. The tenements are located between 80km and 110km along trend from Independence Group's (ASX:IGO) major Nova-Bollinger nickel-copper deposit.*

Forward-Looking Statements

This document may include forward-looking statements. Forward-looking statements include, but are not limited to, statements concerning Fraser Range Metals Group Limited's planned exploration program and other

statements that are not historical facts. When used in this document, the words such as "could," "plan," "estimate," "expect," "intend," "may", "potential," "should," and similar expressions are forward-looking statements. Although Fraser Range Metals Group Limited believes that its expectations reflected in these forward-looking statements are reasonable, such statements involve risks and uncertainties and no assurance can be given that actual results will be consistent with these forward-looking statements.

Competent Person's Statement

The information in this report that relates to Exploration Results and Exploration Targets for the Fraser Range Project is based on and fairly represents information and supporting documentation prepared by Mr Aidan Platel (Non-Executive Director of Fraser Range Metals Group Limited). Mr Platel is a member of the Australian Institute of Mining and Metallurgy (AusIMM) and has sufficient experience of relevance to the styles of mineralisation and types of deposits under consideration, and to the activities undertaken to qualify as Competent Persons as defined in the 2012 Edition of the Joint Ore Reserves Committee (**JORC**) Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Mr Platel consents to the inclusion in this report of the matters based on his information in the form and context in which they appear.

The information in this report that relates to Exploration Results and Mineral Resources for the Mount Adrah Project is based on, and fairly represents, information compiled by Mr Damien Keys, a Competent Person who is a Member of the Australian Institute of Geoscientists (AIG). Mr Keys is currently a consultant to Wildcat Resources Limited, the vendor of the Mount Adrah Project. Mr Keys has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration, and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the JORC Code. Mr Keys consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

APPENDIX 1 - INTEREST IN MINING TENEMENTS

Interest in Mining Tenements

Tenement ID	Status	Jurisdiction	Interest at the beginning of the quarter	Interest acquired or disposed	Interest at the end of the quarter
E28/2385	Granted	WA	100%	-	100%
E28/2390	Granted	WA	100%	-	100%
E28/2392	Granted	WA	100%	-	100%
E63/1792	Pending	WA	-	-	-