

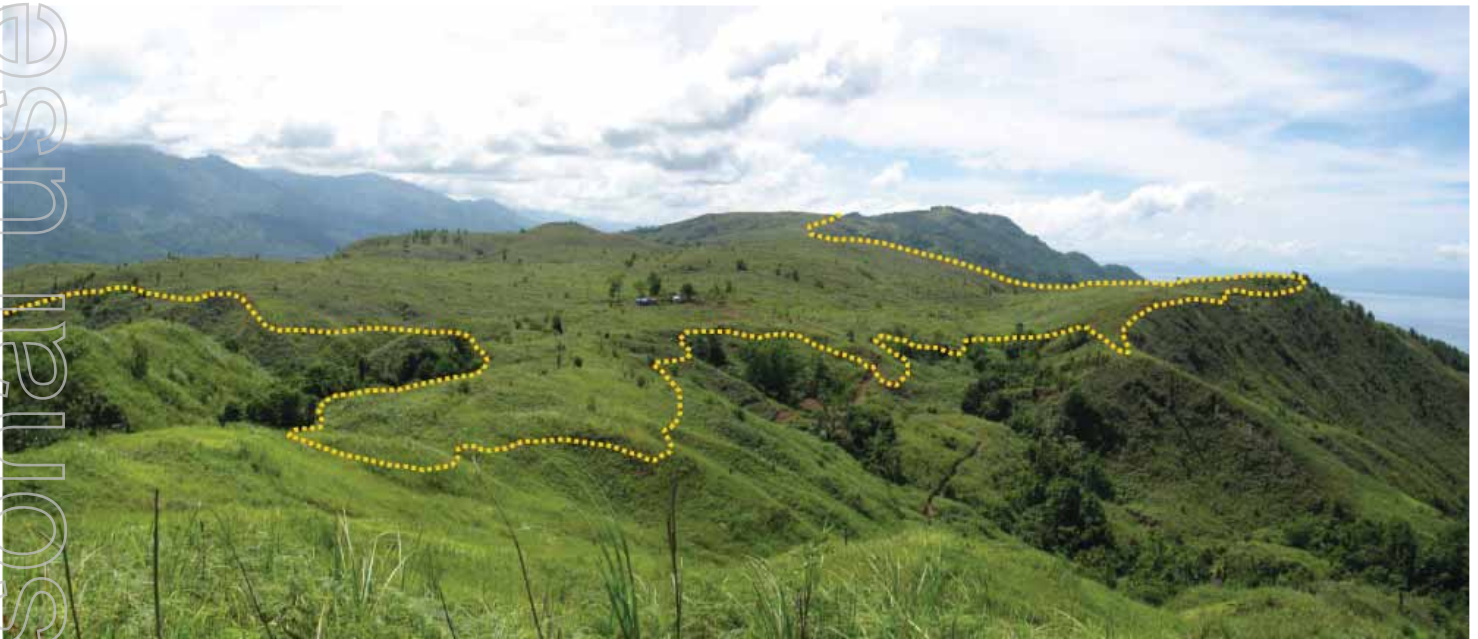


MINDORO
RESOURCES LTD

PROSPECTUS

TO RAISE A\$8 MILLION AT 20 CENTS (AUSTRALIAN) PER CHESSE
DEPOSITARY INTEREST WITH MINDORO TO BE LISTED ON ASX
IN ADDITION TO ITS EXISTING LISTING ON TSX-V

MINDORO RESOURCES LIMITED
ARBN: 143 485 698
INCORPORATED IN ALBERTA, CANADA



A SUCCESSFUL EXPLORER WITH "LICENCE TO OPERATE"

UNDERWRITER AND LEAD MANAGER

E. L. & C. Baillieu
Stockbroking Ltd
Founded 1889

Australian Financial Services Licence No. 245421

CDI's offered under this Prospectus should be considered speculative

This document is important and requires your immediate attention. It should be read in its entirety. If you do not understand its contents or are in doubt as to the course you should follow, you should consult your stockbroker or professional adviser.

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IMPORTANT NOTICE

This is an important document that should be read in its entirety. If you do not understand it, you should consult your professional advisers. The CDIs offered by this Prospectus should be considered speculative. Refer to Section 10 for details relating to Risk Factors. This issue will close at 5 pm (AEST) on 19 November 2010. The Company reserves the right to extend this date without prior notice.

This Prospectus is dated 22 October 2010. A copy of this Prospectus was lodged with ASIC on that date, ASIC and ASX take no responsibility for the contents of this Prospectus or the merits of the investment of which the Prospectus relates. No CDIs will be issued on the basis of the Prospectus later than 13 months after the date of this Prospectus. 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. This Prospectus has been prepared to conform with the requirements of the securities laws in Australia only.

This Prospectus is available in electronic form via the Mindoro website (www.mindoro.com). This Prospectus is only available in electronic form to residents of Australia in Australia. Persons who receive a copy of the Prospectus in electronic form may, during the Offer Period, obtain a paper copy of this Prospectus (free of charge) by telephoning the Underwriter on 1800 339 521. Further, the securities offered hereunder are not qualified for sale in any jurisdiction in Canada and may not be offered or sold in any jurisdiction in Canada, directly or indirectly, on behalf of the Company.

Applications for CDIs may only be made on the Application Form attached to or accompanying this Prospectus in its paper copy form or as downloaded in its entirety from www.mindoro.com. The Corporations Act prohibits any person from passing on to another person the Application Form unless it is attached to, or accompanies, a paper copy of this Prospectus or the complete and unaltered electronic form of this Prospectus.

This Prospectus should be read in its entirety. In particular, in considering the prospects of the Company potential investors should consider the risk factors set out in Section 10. The Offer contained in this Prospectus does not take into account the investment objectives, financial situation and particular needs of each individual investor. Please carefully read the instructions on the accompanying Application Form, if you are in any doubt as to the course to follow or whether to invest, you should consult your stockbroker, accountant, solicitor or other professional adviser immediately.

No person has authority to give any information or to make any representation in connection with the Offer which is not contained in this Prospectus. Any information or representation not in this Prospectus may not be relied on as having been authorised by the Company in connection with the Offer.

Various references in this Prospectus are to Canadian Dollars (CAD). 1 CAD equals approximately A\$1.00 as at the date of this Prospectus. All Australian dollar references exclude GST unless otherwise stated.

This Prospectus has been prepared in accordance with the requirements of securities laws in Australia. All Resource estimates included in this Prospectus were originally prepared in accordance with, and comply with, Canadian National Instrument 43-101—Standards of Disclosure for Mineral Projects of the Canadian Securities Administrators ("NI 43-101") and the Canadian Institute of Mining, Metallurgy and Petroleum ("CIM") classification system. NI 43-101 is a rule developed by the Canadian Securities Administrators that governs how Canadian issuers disclose scientific and technical information about mineral projects and which is broadly equivalent to the JORC Code in Australia.

Technical reports on the Company's material mineral projects have been prepared for Mindoro in compliance with NI 43-101. Copies of each of these technical reports have been filed and are available electronically on the System for Electronic Document Analysis and Retrieval (SEDAR) in Canada at www.sedar.com. The Mineral Resources included in this Prospectus have been estimated as at the date set forth in the respective technical report concerning such Resource.

As set out in Section 2.3 all Resource estimates in this prospectus are also expressed in terms of the JORC Code.

Cover Images:

1. The Agata Nickel Project
2. Dancers from the Coro village indigenous community
3. High grade Nickel garnierite at Agata

CORPORATE DIRECTORY

DIRECTORS

A. ROBSON GARDEN, Chairman
JON DUGDALE, President and Chief Executive Officer
TONY CLIMIE, Director of Exploration & Chief Operating Officer
HOWARD WALKER, Vice Chairman
CHRIS DE GUINGAND, Non Executive Director
OSCAR REYES, Non Executive Director
JOHN TOSNEY, Non Executive Director
DOUG FRONDALL, Non Executive Director
ROBERT SARCHER, Non Executive Director

SECRETARIES

AUSTRALIA: ROB KING, Vice President Commercial and Chief Financial Officer
CANADA: PENNY GOULD, Vice President Investor Relations and Corporate Secretary

Registered Office in Australia

Level 2, 10–16 Queen Street
Melbourne VIC 3000
Ph: +61 3 9614 5055
Fax: +61 3 9614 8009

REGISTERED OFFICE IN CANADA

2200 Oxford Tower, 10235 101st Street
Edmonton, Alberta T5J 3G1

OFFICE IN PHILIPPINES

Unit 604 Penthouse of Oppen Building
349 Sen. Gil Puyat Avenue
Makati City, Philippines

INDEPENDENT GEOLOGIST

Peter Onley
Golder Associates Pty Ltd
Level 2, 1 Havelock Street, West Perth WA 6005

UNDERWRITER & LEAD MANAGER

E.L. & C. Baillieu Stockbroking Ltd
Level 26, 360 Collins Street, Melbourne VIC 3000

AUSTRALIAN LEGAL ADVISER

Baker & McKenzie
Level 19, 181 William Street, Melbourne VIC 3000

PHILIPPINES LEGAL ADVISER

Quisumbing Torres
12th Floor, Net One Center
26th Street Corner 3rd Avenue
Taguig City
Metro-Manila, Philippines

INVESTIGATING ACCOUNTANT

Grant Thornton
Corporate Finance Pty Ltd
2/215 Spring Street
Melbourne VIC 3000

AUSTRALIAN SHARE REGISTRY

Link Market Services Ltd
Level 1, 333 Collins Street, Melbourne VIC 3000

Website: www.mindoro.com

Proposed ASX Code: MDO

**IF YOU HAVE ANY QUERIES
PLEASE CONTACT THE UNDERWRITER ON 1800 339 521**

Key Statistics

Offer price per CDI (representing one Share)	A\$0.20
CDIs available under the Offer	40,000,000
Total proceeds from the Offer	A\$8,000,000
Fully paid securities on issue at completion of the Offer	201,960,155*
Market capitalisation following the Offer (at the Offer price)	A\$40,000,000 (approximately)

* assumes concurrent IFC Placement of C\$2m in Canadian listed shares at C\$0.20 (approximately A\$0.20) is completed. Refer to Section 11.8.

Key Dates

Prospectus lodged with ASIC	22 October 2010
Offer opens	22 October 2010
Offer closes	19 November 2010
Issue of CDIs	30 November 2010
Holding statements dispatched	2 December 2010
Expected date of official quotation on ASX	7 December 2010

This timetable is indicative only. The Company in conjunction with the Underwriter reserves the right to extend the Closing Date. If the Closing Date is extended, the subsequent dates may also be extended.

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Chairman's Letter



MINDORO
RESOURCES LTD

22 October 2010

Dear Investor,

Chairman's Letter

On behalf of the Directors, it is my pleasure to invite you to invest in Mindoro Resources Ltd.

Mindoro has discovered and defined an outstanding portfolio of mineral assets in the Philippines. Our efforts have been focussed on the Philippines because of its world class mineral endowment, established mining culture and stable legal system.

The Company has defined substantial Mineral Resources of Nickel and Gold in two key mineral districts, with the real prospect of adding significantly to this inventory from its advanced Exploration Targets and prospects. The Company has successfully operated in the Philippines for over 14 years and during this time believes it has established a "licence to operate" by working co-operatively with all levels of government and local communities. Our efforts have been rewarded with the granting of an Environmental Compliance Certificate for Direct Shipping Ore (DSO) production at the Agata Nickel Project and the receipt of government commendations for environmental performance.

The key priority for the Company now is to realise value from its portfolio of assets. At the Agata Nickel Project in the Surigao district of Northern Mindanao, the Company has completed a scoping study on the development of an integrated two stage nickel project, based initially on a value-added Direct Shipping Ore (DSO) operation followed by development of an on-site nickel production facility similar to others operating successfully and being developed in the Philippines. Regional drilling will continue to test defined Exploration Targets with the objective of building the resource base.

DSO, like iron ore, is a minimally processed raw material that is used in the production of Nickel Pig Iron and Ferro-nickel, both of which are important components of Chinese stainless steel production. However, while establishing cash-flow from the DSO stage of the nickel project would be an important milestone for the Company, it is the development of a low operating-cost on-site processing operation that offers the greatest potential for increased shareholder value.

The Company's gold resources require further drilling to determine their full extent and value and a number of porphyry Copper-Gold targets are in the early stages of exploration. The Company is excited by the early results from these projects.

Mindoro is seeking to raise A\$10 million of which A\$8 million will be through the issue of 40,000,000 CDIs (CHESS Depositary Interests) at 20 Australian cents each which will be listed on the ASX and, a further C\$2 million through a concurrent placement with the IFC in Canada at equivalent pricing. Each CDI represents 1 Share in the Company and will trade in the same way as other Australian listed securities on the ASX. Before making your decision to invest, I ask that you carefully read this Prospectus and seek professional advice if required.

On behalf of the Board, I commend the Offer to you and look forward to welcoming you as an investor.

Yours sincerely,

A Robson Garden
Chairman



Investment Highlights and Risk Factors

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Investment Highlights Summary

1. An outstanding portfolio of mineral assets including:

Nickel Resources of 357,500 tonnes nickel comprising of 340,000 tonnes from Measured and Indicated Resources of 32.6 million dry metric tonnes (DMT) at 1.04% Nickel (Ni) and a further 17,500 tonnes from Inferred Resources of 1.68 million DMT at 1.04% Ni.

Additional Exploration Targets* with the potential for 50 million to 70 million DMT at 0.9% to 1.2% Ni.

* The potential quantity and grade of the Exploration Target is conceptual in nature; there has been insufficient exploration to define a Mineral Resource and it is uncertain if further exploration will result in the target being delineated as a Mineral Resource, and there is no guarantee that these resources, if delineated, will be economic or sufficient to support a commercial mining operation.



Gold Resources with a combined inventory of 500,000 ounces from 2 deposits;

- Kay Tanda with 337,500oz gold (Au) in Measured and Indicated category from 9.9 million tonnes at 1.06g/t Au and a further 97,200oz from Inferred Resources of 3.7million tonnes at 0.81g/t Au.
- South West Breccia containing 56,000oz Au in Indicated category from 270,000 tonnes at 6.5g/t and a further 10,500oz Au in Inferred category from 61,300t at 5.35g/t Au.

Significant potential exists to expand both mineral resources along strike and at depth.

Copper-Gold exploration portfolio consisting of some 20 porphyry copper-gold (Cu-Au) prospects at various stages of advancement.

2. A development strategy focussed on realising value from the key mineral assets:

Advancing the Agata Nickel Project by undertaking feasibility studies and a resource drilling program for a major on-site nickel processing operation whilst concurrently advancing a value-added Direct Shipping Ore (DSO) project.

Expanding the existing gold resource base and to continue exploration and drill-testing of advanced gold and Cu-Au prospects.

3. **An established company with an experienced Board and executive team focussed on the Philippines, with a track record of discovery and development.**
4. **A “Licence to Operate” based on strong and co-operative relationships with all levels of Government and local community.**
5. **A supportive institutional shareholder base.**

Risk Factors Summary

Prospective investors should appreciate that an investment in Mindoro is considered speculative and subject to risk, the most significant of which are summarised below. A more detailed list of risks is documented in Section 10.

- 1. Resource and Reserve Estimation Risk** – Despite the best efforts of the Company, resource and reserve estimates are a function of a wide range of factors including geological data and interpretation, economic assumptions and are subject to change as additional drilling and assay data and economic conditions dictate. Prospective investors should also appreciate that there is no guarantee that resource estimates can be converted into reserves and commercially developed.
- 2. Operating Risk** – The operations of the Company may include exploration, development, construction, mining and processing, marketing and administrative functions, any of which may be impacted by a wide range of factors which are outside of its control. Exploration and subsequent developments are high risk undertakings and there is no certainty of success.
- 3. Reliance on Key People** – The responsibility of overseeing the Company's operations and strategic management depends substantially on its Directors and executive. There can be no assurance that there will not be any adverse impact on the Company should one or more of these employees cease their employment.
- 4. Sovereign & Regulatory Risk** – The Company's principal assets are located in the Philippines and are subject to the risks of operating in a foreign country. Whilst the political conditions in the Philippines are generally stable, changes or instability in the political, legal and fiscal system, may occur and adversely impact the Company's ownership rights and ability to carry out its operations. Despite the Company's best endeavours to maintain tenements in good standing and submit permit applications as and when due, there is a risk that permits will not be renewed. There is also a risk that changes in foreign ownership laws, mining and corporate regulations may occur to the detriment of the Company.
- 5. Additional Requirement for Capital Risk** – The Company is likely to require additional capital to develop its resources. The Company's ability to raise funds at an appropriate price will depend on the general economic and share market conditions at that time. Raising additional capital may dilute existing shareholders.

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Details of the offer

1. Details of the offer

1.1 Shares Offered

As Mindoro is incorporated in Canada, successful Applicants will be issued CHESSE Depository Interests (CDIs), rather than Shares, with each CDI representing one Share. Further information about CDIs is contained in Section 1.7, 11.2 and 11.3 in this Prospectus.

The Company is offering for subscription 40 million CDIs at an issue price of 20 cents (Australian) each payable in full on Application. The Offer is underwritten subject to the terms of the Underwriting Agreement set out in Sections 1.8 and 11.10.

1.2 How to Apply

To apply for CDIs, Applicants must complete and return the Application Form together with the Application Monies in full prior to 5.00pm (AEST) on the Closing Date to:

Mindoro Resources Ltd
c/o Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235

Please refer to the instructions on the back of the Application Form when completing your Application. Applications must be for a minimum of 10,000 CDIs (A\$2,000) and thereafter in increments of 5,000 CDIs (A\$1,000).

The Application Form does not need to be signed to constitute a binding contract. The Company reserves the right to reject any application in whole or in part. Any application rejected will be returned without interest.

1.3 Purpose of the Offer

The purpose of the Offer is to raise funds to:

- 1) advance feasibility studies for the staged development of an integrated on-site nickel processing project;
- 2) complete regional nickel laterite resource drilling; and
- 3) advance the gold and copper-gold projects through further drilling.

1.4 Use of Funds

Following the Offer, it is anticipated that the following funds will be available to the Company:

FUNDS	A\$
Working capital (estimate) as at the date of this Prospectus	1,300,000
Funds raised from this Prospectus	8,000,000
Less Offer expenses	(600,000)
Funds concurrently raised from IFC (approximate A\$ equivalent)	2,000,000
Total use of funds	10,700,000

The use of funds will be subject to modification on an ongoing basis and hence are estimates only. An ongoing assessment of each of the Company's projects may lead to increased or decreased levels of expenditure on them, reflecting a change in emphasis. Subject to the above, the following expenditure is proposed:

USE OF FUNDS	PERIOD ENDING 30 JUNE 2011 A\$	PERIOD ENDING 30 JUNE 2012 A\$	TOTAL A\$
Agata Nickel Project Feasibility	2,400,000	3,900,000	6,300,000
Nickel Exploration Target drilling	1,200,000	700,000	1,900,000
Gold and Copper-Gold drilling	400,000	900,000	1,300,000
Corporate Costs & Working Capital	500,000	700,000	1,200,000
Total Use of Funds	4,500,000	6,200,000	10,700,000

Based on the above, the Directors consider that following completion of the Offer and the concurrent IFC Placement there will be enough working capital to carry out the stated objectives over this period. Should the studies on DSO and thermal upgrading confirm their viability, then the Company will seek project financing for construction and development.

1.5 Capital Structure

The pro-forma capital structure of the Company is summarised below.

DESCRIPTION	NUMBER
Shares currently on issue	151,960,155
Additional Shares issued to IFC under concurrent Canadian placement	10,000,000
Proposed CDIs to be issued under the Offer	40,000,000
Total	201,960,155

In addition, the Company has the following securities on issue:

- 14,945,000 Options (refer to Section 11.5 for further details); and
- 54,965,331 outstanding Purchase Warrants (refer to Section 11.6 for further details).

The Company has also agreed with third parties to issue 5,250,000 Shares as consideration for the acquisition by the Company of interests in tenements in the Philippines (Property Acquisition Shares). Further details in relation to these arrangements are set out in Section 11.7

1.6 Escrow

The Company has been liaising with the ASX in relation to the application of escrow to its issued securities. The precise details will be advised by the ASX in due course and will be reinforced by restriction agreements consistent with ASX Listing Rule requirements. Escrow will not apply to CDIs to be issued under the offer.

1. Details of the offer continued

1.7 CDI'S

The Company is incorporated in Alberta, Canada, which does not recognise the CHESSE system of holding securities or electronic transfer of legal title to shares. Therefore the Company's securities will trade as CDIs on ASX. CDIs are traded in a manner similar to shares. The Company's shares will continue to trade on TSX-V under its "MIO" code.

Each CDI represents one underlying Share. The main difference between holding CDIs and Shares is that CDI holders hold the beneficial ownership in the Shares instead of legal title. CHESSE Depository Nominees Pty Ltd (Chess Depository Nominees) holds the legal title to the underlying Shares. The Shares underlying the CDIs will be registered in the name of Chess Depository Nominees and will be held on behalf of and for the benefit of the CDI holder. CDIs will be CHESSE-approved from the date of Official Quotation in accordance with the ASX Listing Rules and the ASXPL Settlement Operating Rules. Holders of CDIs may convert their CDIs to Shares on the TSX-V (refer to Section 11.2 for further details).

1.8 Underwriting

Under an agreement between the Underwriter and the Company, the Company has engaged E.L. & C. Baillieu Stockbroking Ltd to act as Underwriter. Under the terms of the agreement the Underwriter will receive an underwriting fee of 5% for the \$8 million raised under the Prospectus.

The Underwriting Agreement provides that the Underwriter may terminate the Underwriting Agreement in certain circumstances set out in Section 11.10. Any broker who wishes to obtain a component of the capital raising fee for its client investments should contact E.L. & C. Baillieu Stockbroking Ltd on (03) 9602 9222 to discuss those arrangements.

1.9 Issue and Dispatch

Application Monies will be held in trust for the Applicants until the issue of the CDIs (or payment of refunds pursuant to this Prospectus). No issue of CDIs will occur until the condition referred to in Section 1.12 is satisfied. If that condition is not met, the Company will repay the Application Monies to Applicants without interest.

The Company reserves the right to reject any Application or to issue a lesser number of CDIs to an Applicant than those applied for. Where the number of CDIs issued is less than the number applied for, surplus Application Monies will be refunded, without interest, as soon as reasonably practicable after the Closing Date. The acceptance of Applications and the allocation of CDIs are at the absolute discretion of the Directors (and in this regard the Directors will give priority to A\$3,000,000 of cornerstone commitments received from the Acorn Capital Limited managed Microcap Investment Trusts, Lion Selection Group Ltd and Asian Lion Ltd as set out in Section 11.10). Applicants who sell their CDIs before they receive their holding statements will do so at their own risk.

1.10 Overseas Investors

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 CDIs, or the Offer, or otherwise to permit the public offering of the CDIs, in any jurisdiction outside Australia. In particular, the securities offered hereunder are not qualified for sale in any jurisdiction in Canada and may not be offered or sold in any jurisdiction in Canada directly or indirectly, on behalf of the Company.

The distribution of this Prospectus within jurisdictions outside Australia may be restricted by law on persons into whose possession this Prospectus comes and those persons should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of those laws.

It is the responsibility of an overseas Applicant to ensure compliance with all laws of any country relevant to his Application. The return of a duly completed Application Form will be taken by the Company to constitute a representation and warranty that there has been no breach of such laws and that all necessary approvals and consents have been obtained.

The CDIs to be issued pursuant to this Prospectus will be CHESSE – approved from the date of quotation on ASX in accordance with the ASX Listing Rules and ASXPL Settlement Operating Rules.

1.11 Withdrawal of the Offer

The Directors may at any time before issue of CDIs decide to withdraw the Offer, in which case the Company will return all Application Monies, without interest, as soon as practicable.

1.12 ASX Listing

An application will be made to ASX no later than seven days after the date of this Prospectus for the Company to be admitted to the Official List and CDIs to be granted Official Quotation by ASX.

The Directors will not issue any CDIs offered for subscription pursuant to this Prospectus unless and until ASX grants approval for the Company to be admitted to the Official List. The fact that ASX may admit the Company to the Official List is not to be taken as an indication of the merits of the Company or the CDIs offered for subscription by this Prospectus. Official Quotation of CDIs, if granted, will commence as soon as practicable after the issue of holding statements to successful Applicants.

In order to trade on TSX-V, investors will need to convert their CDIs tradeable on ASX to Shares tradeable on TSX-V. Please see Section 11.2 for more information.

Application Monies will be held in a separate bank account in trust for the Applicants until issue occurs (or payment of refunds pursuant to this Prospectus). If permission is not granted for Official Quotation of the CDIs on ASX within three months of the date of this Prospectus, all Application Monies received will be repaid, without interest, as soon as practicable.

1.13 TSX-V Share Trading History & Continuous Disclosure

The highest, lowest and last market sales price of the Shares on TSX-V during the three months immediately preceding the date of lodgement of this Prospectus with ASIC and the respective dates of those sales were:

	PRICE PER SHARE (CAD)	DATE
Highest	0.34	6 April 2010
Lowest	0.09	8 January 2010
Last	0.24	20 October 2010

For further information regarding the Company's trading history on TSX-V, referred to below.

The Company also makes regular announcements as part of its continuous disclosure obligations to the TSX-V. Details of those announcements can be obtained from the link below:

http://tmx.quotemedia.com/pricehistory.php?qm_symbol=MIO.

1.14 TSX-V Recent Share Capital Raising History

Since 1 July 2008, the Company has raised funds by way of share capital issues as follows:

DATE	SHARES ISSUED	SUBSCRIPTION PRICE (CAD)	TOTAL FUNDS RAISED (CAD)
23 July 2010	13,165,593 Shares	20.8 cents	\$2,742,490
9 July 2010	5,881,632 Shares	20.8 cents	\$1,223,379
3 March 2010	25,000,000 Shares	10.5 cents	\$2,625,000
25 August 2009	6,233,000 Shares	10 cents	\$623,300
19 February 2009	3,105,233 Shares	15 cents	\$465,785

This table does not include the issue of Shares by the Company upon the exercise of Purchase Warrants, Options or any other securities and under the IFC Placement.

1.15 Enquiries in Relation to the Offer

This Prospectus provides information for potential investors in the Company, and should be read in its entirety. If, after reading this Prospectus, you have any questions about any aspect of an investment in the Company, please contact your stockbroker, accountant or independent financial adviser.

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Key People

2. Key People

2.1 Executive Directors & Management

The names and details of the executive Directors and management of the Company in office at the date of this Prospectus are:

<p>JON DUGDALE Director, President & Chief Executive Officer</p>	<p>Jon joined the Board in January 2010 and was appointed President and CEO in March 2010. He graduated as a geologist with first class honours from the University of Melbourne in 1986 and has 24 years mining and investment experience in Australia and the Asian region with Western Mining Corporation (WMC), Mining Project Investors (MPI), Leviathan Resources and the last 4 years with Lion Selection Group.</p> <p>With MPI from 1993 to 2004, Jon was involved with the exploration and development of several discoveries including Silver Swan nickel deposit in Western Australia and Golden Gift gold deposit in Stawell, Victoria, Australia for which he jointly received the Joe Harmes medal for contributions to economic geology. With Lion, Jon obtained financial and investment skills as well as exposure to the valuation and development of mining projects in the Asian region.</p>
<p>TONY CLIMIE Director of Exploration, Chief Operating Officer</p>	<p>Tony co-founded the Company in 1996 and has been spearheading the acquisition and advancement of its key exploration assets in the Philippines. He is a hands-on, field oriented geologist with over 40 years of international mineral exploration experience in New Zealand, Australia, Canada, United States, Africa, Central and Southeast Asia. Tony has been directly involved with several discoveries including the Koongara Uranium deposit in the Northern Territory, Australia and the Nickel and Gold resources in the Philippines that form the foundation of the Company.</p>
<p>ROB KING VP Commercial, Chief Financial Officer</p>	<p>Rob joined the Company in June 2010. He has 25 years of international experience in the resources sector, including 17 years with Placer Dome in a number of positions based in Canada, Australia, Southeast Asia, PNG and Africa. Rob was CFO Africa at the time Barrick Gold Corp acquired Placer Dome and continued with Barrick in this capacity for 2 years prior to returning to Australia. Rob holds a Bachelor of Commerce from the University of NSW, is a CPA, and a Graduate Member of the Australian Institute of Company Directors.</p>
<p>PETER GEDES Advisor Operations</p>	<p>Peter commenced work with the Company in 2010. Peter is a consulting Mining Engineer with extensive experience in open-pit and underground mines in Australia, Asia and in South America where Peter was a manager at the Cerro-Matoso Nickel Laterite Operation in Colombia. In recent years he has been active in company funding and governance through mining venture capital fund Lion Selection and has been consulting to a variety of mining companies including BHP Billiton, Anglo Gold and Oz Minerals Ltd.</p>
<p>PENNY GOULD VP Investor Relations, Corporate Secretary</p>	<p>Penny has been with Mindoro since 1996 and has over 20 years of corporate development and investor relations experience. Supplementing her business management experience Penny holds a business education degree from the University of Alberta and is a member of the Canadian Investor Relations Institute.</p>



From left:
Jon Dugdale
Tony Climie
Rob King
Peter Geddes
Penny Gould

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2. Key People continued

2.2 Non-Executive Directors

The names and details of the non-executive directors of the Company at the date of this Prospectus are:

<p>A. ROBSON GARDEN Chairman</p>	<p>Rob was appointed to the Board in 2005. He is a Queen's Counsel and has more than 32 years of experience in his primary areas of practice: natural resources law; labour and employment law; and administrative law. Rob has served as general counsel for Uranerz Exploration and Mining Ltd. and for the last 32 years has been the Secretary/Legal Counsel of the Key Lake Uranium Joint Venture and Cigar Lake Joint Venture. Rob is also a director of Golden Band Resources.</p>
<p>HOWARD WALKER Vice Chairman</p>	<p>Howard, joined the Board in March 2010. He currently serves as the Executive Director of Lion Selection Group Ltd. He graduated as a Mining Engineer from the Royal School of Mines in London in 1975 and has spent 12 years within the mining industry. Howard then joined stockbroker JB Were & Sons and spent 12 years with them including 6 years in Corporate Services as a director where he was involved in numerous capital raisings for resource companies. Howard was a founder and executive director of Lion Manager from 1997 until 2007 and is Executive Chairman of Altitude Investments, which is a shareholder in Asian Lion Ltd, a major shareholder of Mindoro.</p>
<p>CHRISTOPHER J G de GUINGAND Non Executive Director</p>	<p>Chris joined the Board in October 2010. He has 45 years experience in finance and marketing, having started his career with CRA where he held senior management positions in marketing non-ferrous metals and iron ore for 13 years before joining Metals Exploration Ltd as Commercial Manager in charge of financing and marketing for the Greenvale Nickel Project. In 1982 he established his own consultancy providing marketing and shipping services to a number of resource companies in Australia and overseas. Chris is Chairman of Panoramic Resources Ltd, and previously held board positions with Allegiance Mining NL, Grimwood Davies Holdings Ltd, Albidon Ltd and Consolidated Minerals Ltd.</p>
<p>OSCAR S. REYES Non Executive Director</p>	<p>Oscar was appointed to the Board in 2002. He has a Bachelor of Arts (Economics) and completed a program for Management Development at Harvard Business School. He has over 42 years of business management experience in the Philippines and the United Kingdom, including Chairman and Chief Executive of the Shell companies in the Philippines. Shell brought the US\$5bn offshore Malampaya gas project into production in 2001. Oscar is also a Director and Chief Executive of Sun Life of Canada (Philippines) Inc, Philippine Long Distance Telephone Co, Bank of Philippine Islands, Manila Water Co and Pepsi Cola Product Phils Inc.</p>
<p>JOHN TOSNEY Non Executive Director</p>	<p>John joined the Board in 2009. John is a mining engineer with 45 years experience, including the development of gold projects, involved in feasibility studies, environmental assessments, licensing, construction, operations, and decommissioning at the Star Lake, Jasper, and Contact Lake mines in Saskatchewan. John has held senior management positions with Cameco Corporation, Cigar Lake Mining Corporation and COGEMA Resources Inc. (Areva Group) and is currently a director of Golden Band Resources and Executive Advisor at Areva Resources Canada Inc. In 2005 John was awarded the "Outstanding Achievement Award" from the Association of Professional Engineers & Geoscientists of Saskatchewan.</p>
<p>DOUG FRONDALL Non Executive Director</p>	<p>Doug joined the Board in 2006. He is a Chartered Accountant with 35 years experience including over 16 years in mergers and acquisitions, business valuations and business advisory services. He has been a partner with Virtus Group LLP in Canada since 1993 and is the current CEO. Doug is chair of the Company's Audit Committee.</p>
<p>ROBERT SARCHER Non Executive Director</p>	<p>Robert joined the Board in 2006. He has 27 years financial experience including over 17 years as an investment consultant in the banking industry. He was responsible for key account clients, German market research and investment strategy with the Stadsparkasse Augsburg Bank.</p>

From left:
A. Robson Garden
Howard Walker
Christopher de Guingand
Oscar Reyes
John Tosney
Doug Frondall
Robert Sarcher



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2.3 Competent (qualified) Persons Statement

Each of the persons listed in the table below have 5 years or more experience which is relevant to the style of mineralisation and type of deposit described in the Resource statement for which that person is accepting responsibility and each such person is a competent person as defined in the JORC Code and a "qualified person" within the meaning of NI 43-101. Each such person consents to the release of each of their reports, this consent statement and to references in this Prospectus to each of their Resources in the form and context in which they appear. All information in each of their Resources is expressed in terms of the JORC Code (unless otherwise stated). The Company has released information in relation to its Mineral Resources in accordance with NI 43-101, which is a rule that governs how issuers disclose scientific and technical information about mineral projects in Canada and which is broadly equivalent to the JORC Code.

COMPETENT PERSON	RESOURCE EXPLORATION TARGET	REFERENCE IN PROSPECTUS	RELATIONSHIP WITH MINDORO	BACKGROUND/QUALIFICATIONS
Mark Gifford	Agata Resource	Section 3.4 & 4.4	Independent consultant	MSc (Hons), Member of the Australasian Institute of Mining and Metallurgy
Tony Climie	Exploration Targets	Sections 3.4, 4.3, 4.5, 5.3, & 5.4	Consultant (and Director)	P. Geo, Member of the Alberta Professional Engineers, Geologists and Geophysicists Association
Dallas Cox	Kay Tanda Resource	Section 3.4 & 5.1	Independent consultant	BE Min, Member of the Australasian Institute of Mining and Metallurgy
Dr David Bailey	SW Breccia and Lobo Gold Resource	Section 3.4 & 5.2	Independent consultant	PhD, P. Geo., Fellow of the Australasian Institute of Mining and Metallurgy

The Agata Nickel Project Scoping Study referred to in Section 4.6 was coordinated by Boyd Willis, MAusIMM, of Boyd Willis Hydromet Consulting (BWHC), an independent Competent Person as defined by the JORC Code and an independent "qualified person" within the meaning of NI 43-101. Boyd Willis has 29 years of experience as a professional process engineer including in technical positions at Kwinana Nickel Refinery in Western Australia and the QNI nickel laterite project in North Queensland, and experience on other nickel laterite projects around the world. Mr Willis consents to the release of his report, this consent statement and to references in this Prospectus to his report in the form and context in which they appear. All information in his report complies with the requirements of each of the JORC Code and NI 43-101 in Canada.

The information contained in the Independent Geologist's Report set out in Section 6 was prepared by Peter Onley, a full time employee of Golder & Associates, which has been engaged by the Company. Mr Onley is a fellow of the Australasian Institute of Mining and Metallurgy and is a competent person as defined in the JORC Code and a "qualified person" within the meaning of NI 43-101, having five years or more experience which is relevant to the style of mineralisation and type of deposit described in the report and for which he is accepting responsibility. Mr Onley consents to the release of his report, this consent statement and to references in this Prospectus to his report in the form and context in which they appear. All information in his report complies with the requirements of each of the JORC Code and NI 43-101 in Canada.

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3

Company Overview

3. Company Overview

Mindoro's objective is to build shareholder value by establishing the feasibility of the Agata Nickel Project as an integrated two stage development, starting with Direct Shipping Ore (DSO) with value-adding thermal upgrading then moving to a higher value product through on-site processing based on acid leach technology. In conjunction with this the Company will advance its outstanding portfolio of gold and copper-gold assets through further drilling.

3.1 Company Background and Strategy

Mindoro Resources Ltd was founded in 1996 and is listed on TSX-V as an exploration and development company that is seeking to create shareholder value through advancing the key assets of its 100% owned subsidiary MRL Gold Phils Inc (MRL). It maintains offices in Edmonton, Melbourne and Manila.

Mindoro's success to date in accessing ground and advancing projects in the Philippines is the result of a 14 year track record of successful exploration, and social and environmental management.

The Mindoro exploration projects cover an area of approximately 560km², located in three mineral rich regions of the Philippines:

- Surigao (Northern Mindanao): Agata Nickel Laterite Project.
- Batangas (Southern Luzon): Kay Tanda (Archangel) Gold Project and the Gold Fields Copper-Gold JV.
- Pan de Azucar (Panay): The Valderama Copper-Gold & Pyrite (acid) Project.

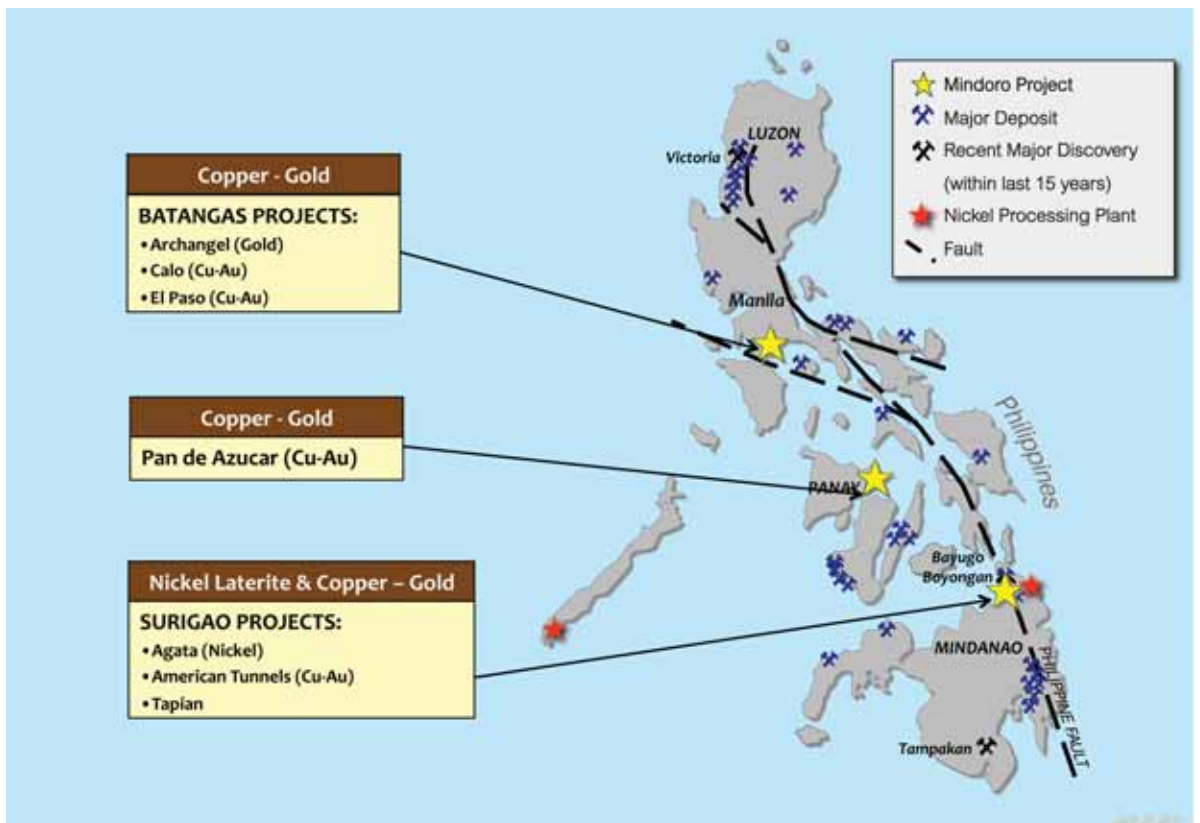


Figure 1 Mindoro Key Projects

The most advanced project of the portfolio is the Agata Nickel Laterite Resource where a total Measured and Indicated Mineral Resource of 32.6mt @ 1.04% Ni, 0.05% Co and Inferred Mineral Resource of 1.68mt @ 1.04% Ni, 0.04% Co for a total of 358,000t Ni and 19,000t Co has been defined. In addition an Exploration Target* of 50 to 70mt @ 0.9% to 1.2% Ni has been identified.

(*The potential quantity and grade of the Exploration Target is conceptual in nature; there has been insufficient exploration to define a mineral resource and it is uncertain if further exploration will result in the target being delineated as a mineral resource, and there is no guarantee that these resources, if delineated, will be economic or sufficient to support a commercial mining operation.)

3. Company Overview continued

The Agata Nickel Laterite is located on an MPSA mining permit and has a granted Environmental Compliance Certificate (ECC) which allows production of up to 2 million Dry Metric Tonnes (DMT) of nickel DSO per annum.

The findings from an on-site processing scoping study and metallurgical testing program indicate potential to initially establish a value-added DSO operation exploiting parcels of high-grade material, followed by a low operating-cost nickel operation based on established acid leaching technology. Based on the quality of its resource and the findings from scoping studies, together with its established "licence to operate", Mindoro has built a platform to advance its Nickel development strategy.

The strategic plan defined by the Company is broadly as follows:

Stage 1: To establish the feasibility of a DSO and thermal upgrading operation

- Through expenditure of A\$1.1 million the Company will complete a feasibility study based on beneficiated and thermally upgraded nickel DSO production of up to 2 million DMT pa.

Stage 2: To determine the feasibility of a major on-site acid leach nickel processing operation

- Through expenditure of A\$5.2 million the Company will initially complete a pre-feasibility study then advance to pilot scale metallurgical testing, based on an on-site acid-leach nickel processing project, in parallel with,
- at an estimated cost of A\$1.9 million, completing drilling to convert the Exploration Target of 50Mt to 70Mt at 0.9%–1.2% Ni to Mineral Resource.

Stage 3: To advance the Company's gold and copper-gold projects

- At an estimated cost of A\$1.3 million, the Company will drill gold and copper-gold targets at Kay Tanda, Batangas, American Tunnels and advance the assessment of other copper-gold targets.

3.2 Philippines Background

The Philippines is an archipelago of approximately 300,000km² land area which lies just north of the equator approximately 700 km south of China. There are two major islands: Luzon in the north and Mindanao in the south. Together they form 70% of the land surface. The Republic of the Philippines is a stable constitutional democracy.

Located on the Pacific "Ring of Fire", the Philippines is richly endowed in copper, gold and nickel. The Philippines Government actively promotes the development of its natural resources and offers many attractive incentives including income tax, duty, and other concessions to encourage the development of resource projects. As a consequence a number of major projects have recently been brought into production including:

- Coral Bay nickel-cobalt project operated by Sumitomo-Metal Mining.
- Masbate gold project of CGA Mining.
- Co-O gold project of Medusa Mining.

This production momentum will continue when Sumitomo's currently under-construction Taganito nickel-cobalt project (approximately 30,000tpa Ni) in the Surigao district is brought on-line.

3.3 Nickel Laterite Background

Nickel laterites are the weathered product of ultramafic rocks and include a variably nickel, cobalt and iron enriched limonite zone and a deeper saprolite zone that generally contains higher nickel grades but lower iron content.

Processing alternatives available for limonite ores include blast furnace nickel pig iron production and electric arc furnace ferronickel, which combined now represent almost 50% of raw materials used for stainless steel production in China. The Philippines exported 8.3 million DMT of DSO valued at US \$152 million during 2009, an increase of 52% over 2008.

The Surigao region is the dominant nickel DSO producing district of the Philippines, and there are at least nine DSO nickel laterite mines either in production or being developed in the area. There are two main nickel laterite belts in the Surigao District; an eastern coastal belt that is held by a variety of companies and a western coastal belt, which is largely controlled by Mindoro.

In recent years significant advances have been made in hydrometallurgical processing techniques (eg. acid leaching) and it is now a well established technology used in many industries over several decades. A major HPAL operation has been established at Coral Bay on Palawan Island in the Philippines. This project produces approximately 21,000t of nickel in mixed sulphide form, from the leaching of limonite ores, at low operating cost. A similar plant is under construction at Taganito, on the East Coast of Mindanao which is expected to produce 30,000t of nickel from mid-2013.

3.4 Key Projects

NICKEL PROJECTS

REGION	PROJECT	DIRECT & INDIRECT INTEREST	HIGHLIGHTS
Surigao	Agata Nickel Resource	75%	<ul style="list-style-type: none"> Measured & Indicated Resource of 32.6 DMT @ 1.04% Ni and Inferred Resource of 1.68 million tonnes at 1.04% Ni for 358,000t contained Ni.
	Agata Exploration Target	75%	<ul style="list-style-type: none"> Potential for an additional 50–70 million DMT of 0.9% to 1.2% Ni from Exploration Targets within 30km of Agata.

GOLD & COPPER GOLD PROJECTS

REGION	PROJECT	DIRECT & INDIRECT INTEREST	HIGHLIGHTS
Batangas	Kay Tanda/ Archangel Resource	100%	<ul style="list-style-type: none"> Shallow oxide epithermal gold-silver with 337,500oz Gold in Measured and Indicated category from 9.9m tonnes ore at 1.06g/t Au and a further 97,200oz of Inferred Resources grading 0.81g/t Au from 3.7m tonnes.
	SW Breccia Resource	100% (with Gold Fields farming-in to 75%)	<ul style="list-style-type: none"> High grade shallow resource containing 56,000oz Gold in Indicated category from 270,000 tonnes ore at 6.5g/t Au and a further Inferred Resource of 10,500oz grading 5.35g/t Au from 61,000 tonnes.
	El Paso, Lobo, Talahib, Calo & Pica Prospects		<ul style="list-style-type: none"> Three porphyry copper gold and epithermal gold exploration prospects with artisanal workings and extensive geophysical and geochemical anomalism.
Surigao	American Tunnels	75%	<ul style="list-style-type: none"> Porphyry copper target with extensive historic and artisanal gold workings, coincident gold geochemical and geophysical over 6 kilometres strike.
	North Surigao	75%	<ul style="list-style-type: none"> Four gold prospects on structural extensions which host the Silangan (Boyongan) – Bayugo copper-gold projects. Coincident geochemical and geophysical anomalies with copper and gold showings and artisanal workings.
Pan de Azucar	Valderama Project	40% (earning 75%)	<ul style="list-style-type: none"> Estimated 200m × 800m × 10m to 40m thick pyritic massive sulphide with copper and gold.

* In certain cases, Mindoro has earned the right to such direct and indirect interests.

3.5 Social Responsibility

The Company places a strong emphasis on social responsibility and has a long history of involvement with the community in the Philippines. This forms an important part of the Company's well established licence to operate in the Philippines.

Since it started work in the Philippines in 1997, the Company has supported its host communities and local government units with infrastructure programs such as road construction, building barangay (village) and municipal centres, day care and health centres, water reticulation projects, school rooms, and assisted in many other socio-cultural projects.

The Company recognizes that any successful resource development must have the support of those local communities whose daily lives are most affected by its activities. Through its community engagement, the Company is able to understand the main concerns of communities and design social and environmental programs that systematically address these concerns. The Company intends to continue these programs to maintain community engagement and social development policies and to encourage communities to become active partners in the development of the mineral resources found in their local areas.

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4

Nickel Projects

4 Nickel Projects

The review set out in this Section 4 is intended as a summary of the Company's Nickel projects and Investors are referred to the Independent Geologists Report in Section 6 for more details. Conclusions, projections and estimates set out in this Prospectus are subject to the qualifications, assumptions and exclusions that are detailed in the Independent Geologists Report in Section 6. To fully understand the summary information set out below and elsewhere in this Prospectus, the Independent Geologists Report in Section 6 should be read in its entirety.

4.1 Location & Infrastructure

The Agata Nickel Project is located in the Surigao district of Northern Mindanao. The region is a major production centre for nickel laterite ores. There are two major cities which service the district: Surigao (population 130,000) and Butuan (population of 300,000) which support the surrounding mining industry. The region has well established infrastructure including; the Philippines highway, domestic airports, water and power supplies.

4.2 Tenure

Mindoro has earned the right to a 75% direct and indirect economic interest in the Agata and Can-aga Mineral Production Sharing Agreements (MPSA), 4 Exploration Permits (EP), 6 Exploration Permit Applications (EPA) and a 10% direct interest in the Mat-I project where the Company may earn up to 75% through further expenditure.

The Agata Resource is located on the Agata MPSA and has a granted Environmental Compliance Certificate (ECC) to develop a DSO project producing up to 2 million DMT pa, subject to several other lesser permitting requirements and Declaration of Mining Feasibility via the Mines and Geosciences Bureau (MGB) of the Philippines Government.

The total tenured area covers approximately 260km². Details of Mindoro's tenement position is summarised in Section 7.

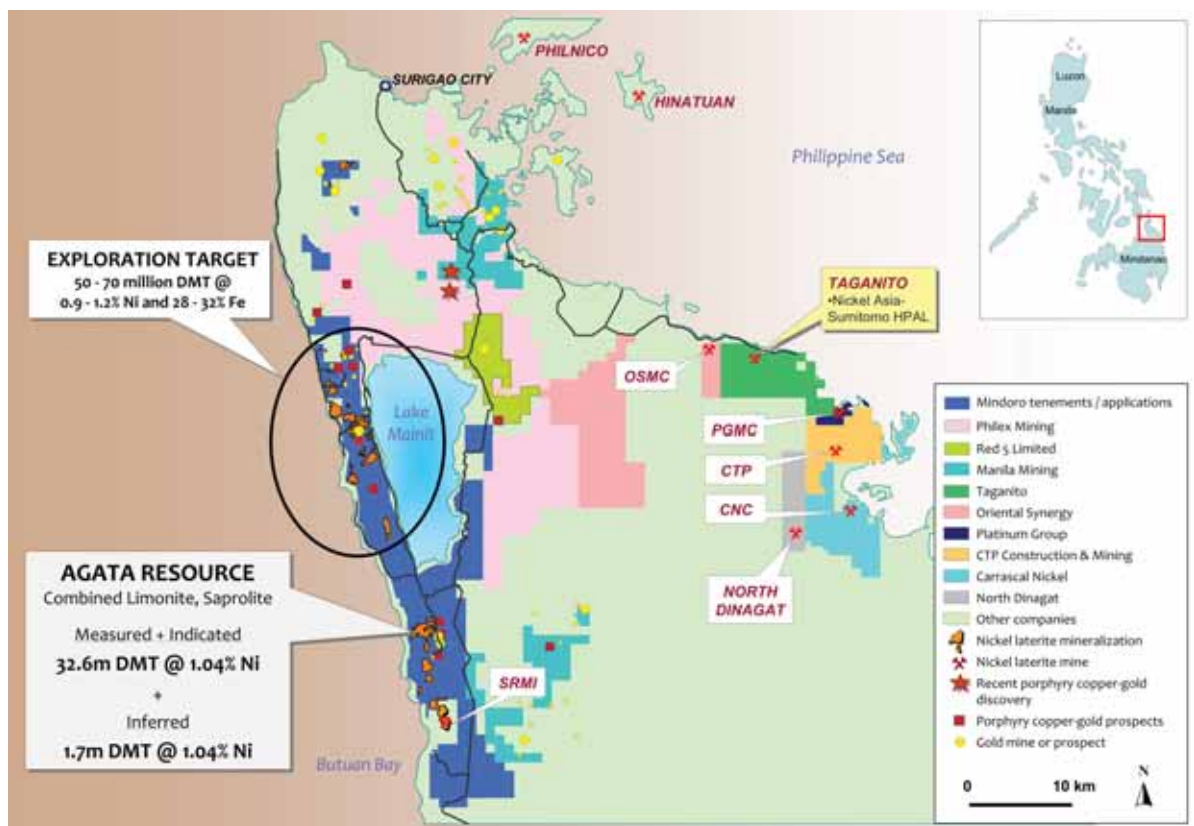


Figure 2 Surigao Nickel Projects location plan

The Agata Resource estimate is NI 43-101 compliant. However, detailed drilling will be required to move the Exploration Target north of the Agata Resource into NI 43-101-compliant resources. There is no guarantee that these resources, if delineated, will be economic or sufficient to support a commercial mining operation. Until a feasibility study has been completed there is no certainty that the Company's projections will be economically viable.

4 Nickel Projects continued

4.3 Geology & Mineralisation

The Agata Nickel Project tenement package covers a corridor of fault bounded ultramafic rocks, volcano-sedimentary schists and intrusions on which a tropical laterite weathering profile has developed. The laterite profile is enriched in nickel, cobalt and iron and forms a conspicuous peneplain on the Agata hills.

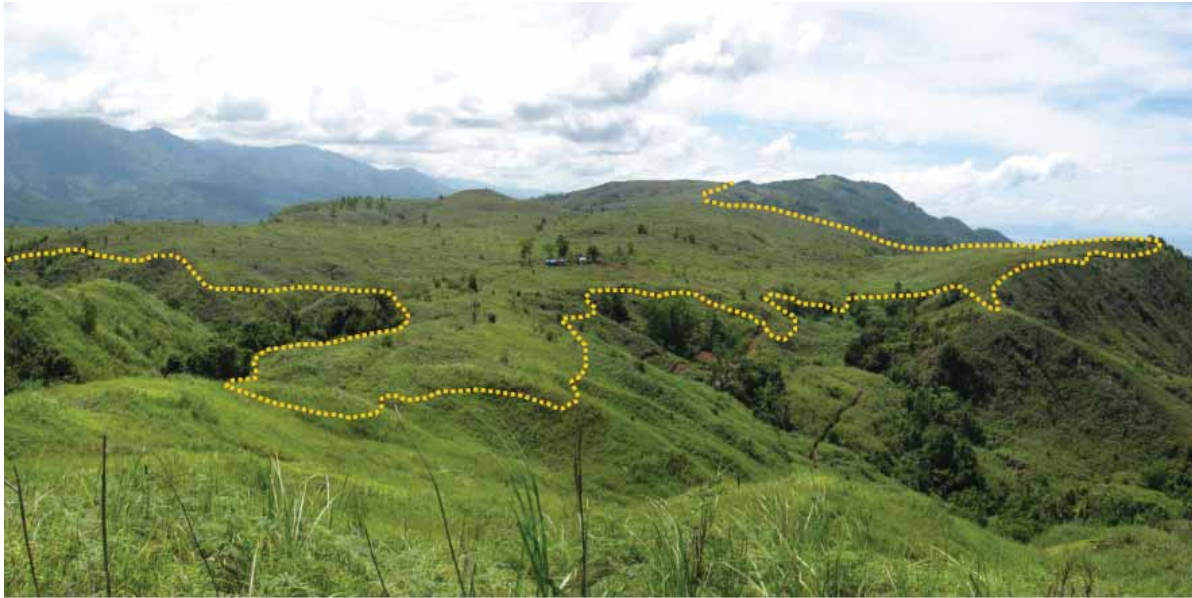


Figure 3 View of Agata North nickel laterite resource

The nickel laterite profile at Agata is typical of laterites developed in a tropical weathering environment, as shown in the diagram below. The profile consists of a ferruginous cover, followed by a high-iron limonite zone, a lower iron-high magnesium saprolite zone, and saprolitic (partially weathered) ultramafic rock.

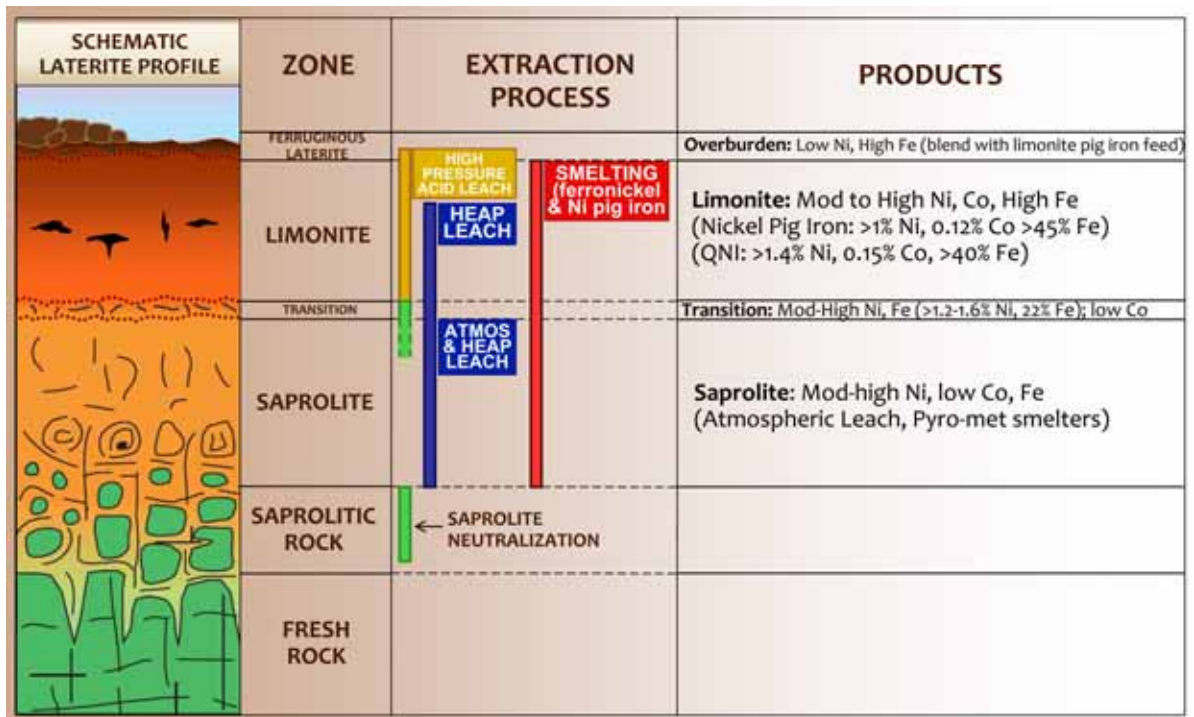


Figure 4 Schematic laterite profile

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The plan below shows the extent of the Agata Nickel Resource drilled from 2006 to 2010. Also shown is the nickel grade times thickness (meters) expressed as cool to hot colours. The drilling has defined a lateritic limonite/saprolite profile at Agata, typically as follows:

- **Limonite** horizon averaging 4 to 5m thickness with grades of approximately 1% Ni, 0.1% Co and 47% Fe.
- **Saprolite** horizon averages 6 to 10m thick averaging approximately 1.1% Ni.

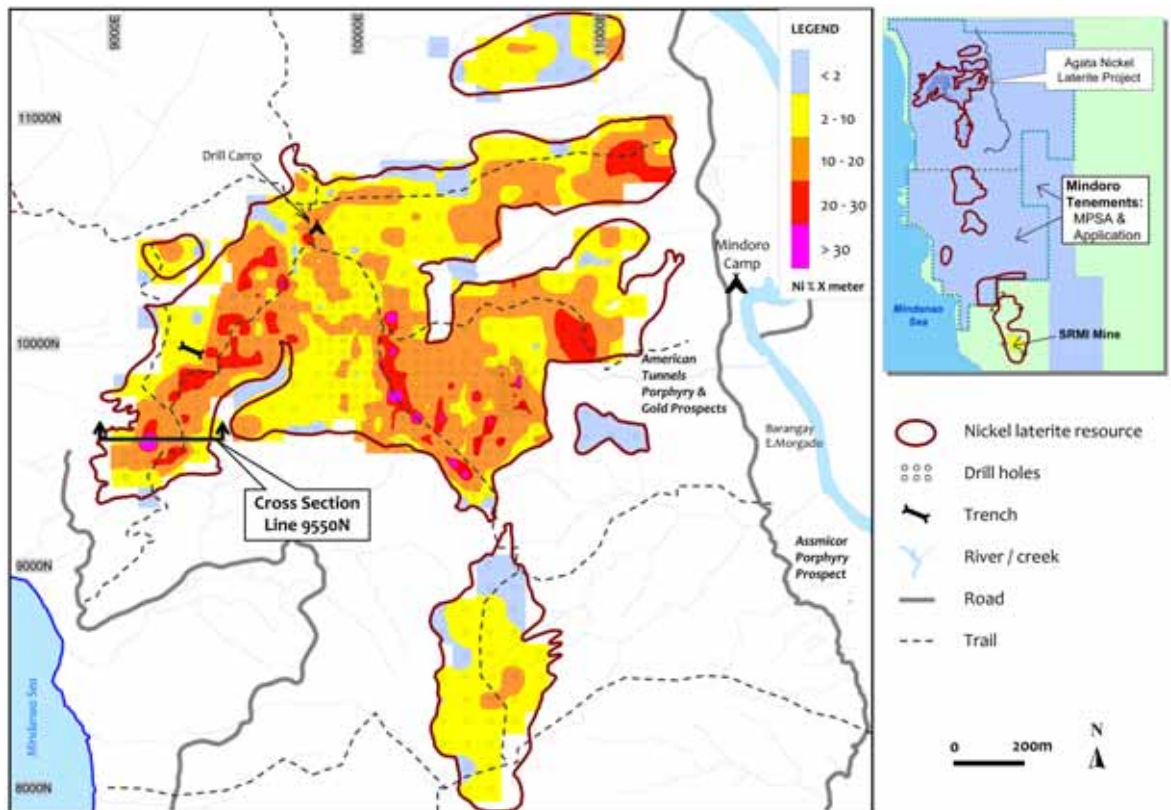


Figure 5 Agata Nickel Laterite resource drill hole location plan and grade x thickness plot

4 Nickel Projects continued

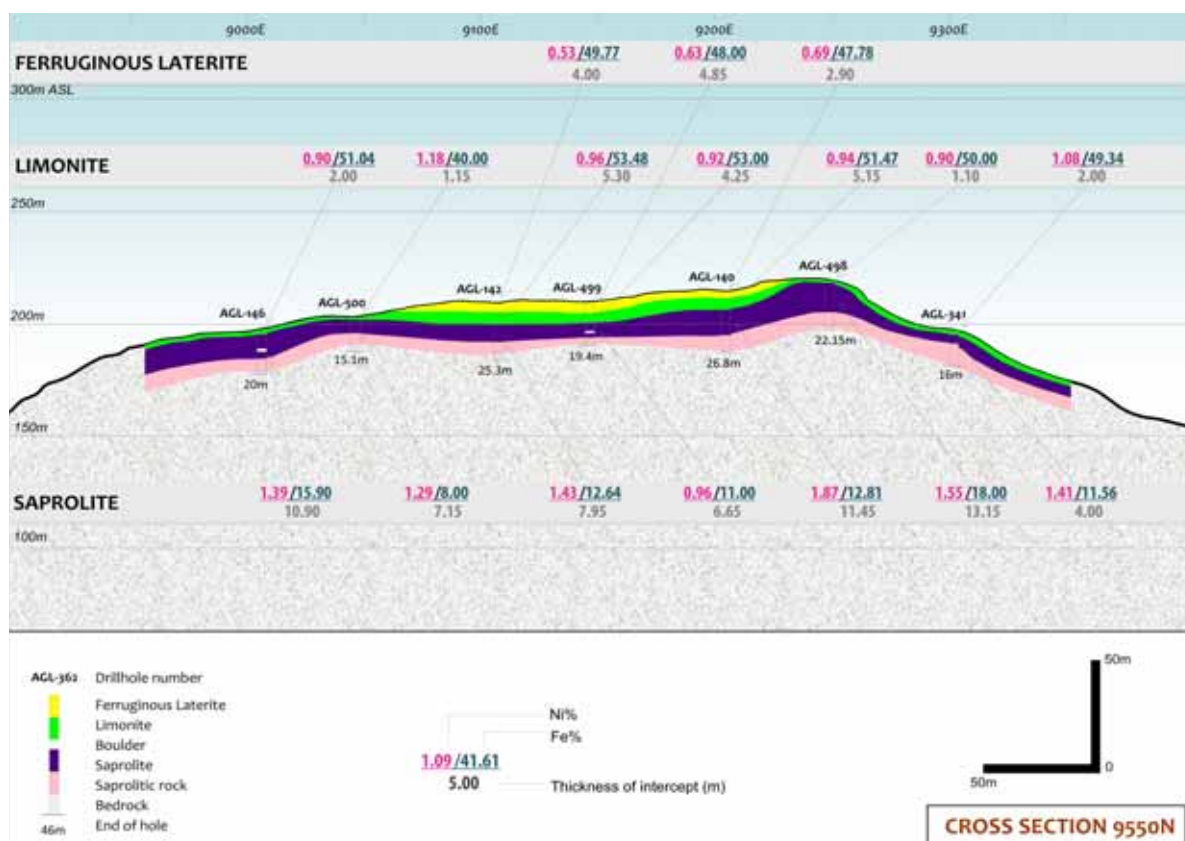


Figure 6 Agata Nickel Project cross section 9550N

4.4 Agata Resource

Following the completion of detailed infill drilling during Q2 2010, the Company announced an upgraded Mineral Resource in September 2010. A total of 593 drill core holes for 10,851m of diamond drill core were used for the estimate. The resource estimation method applied was Ordinary Kriging, a robust and proven methodology with regards to lateritic nickel deposits. Cut-off grades applied to the Resource were 0.5 percent within the limonite zone and 0.8% within the Saprolite zone. A tabulation of the Agata resource is shown below:

RESOURCE CLASSIFICATION	HORIZON	DRY METRIC KTONNES	Ni %	Co %	Fe %	Al %	Mg %	SiO ₂
Measured	Limonite	247	1.01	0.12	48	3	1	5
	Saprolite	535	1.15	0.03	11	0	18	42
	Sub-Total	782	1.10	0.06	23	1	13	30
Indicated	Limonite	9,963	0.94	0.11	46	3	1	6
	Saprolite	21,847	1.09	0.03	11	1	17	40
	Sub-Total	31,811	1.04	0.06	23	1	12	29
Measured + Indicated	Limonite	10,210	0.94	0.11	46	3	1	6
	Saprolite	22,382	1.09	0.03	11	1	17	40
	Total	32,592	1.04	0.05	23	1	12	29
Inferred	Limonite	260	1.00	0.11	44	3	2	10
	Saprolite	1,421	1.05	0.03	11	1	17	40
	Total	1,681	1.04	0.04	17	1	15	36

1 Total metal contents in the reported resources represent metal in the ground and has not been adjusted for metallurgical recoveries and other factors

2 Rounding of grades and tonnage may result in minor discrepancies.

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4.5 Agata Regional Exploration Target

Mindoro has defined a nickel laterite Exploration Target on recently discovered areas of nickel laterite mineralisation to the north of the current Agata Resource. The target is based on a total of 125 hand auger holes and 438 assays. The aggregate area of mapped laterite is approximately 800 hectares. An average projected thickness of 6 metres based on auger drilling and a specific gravity of 1.24 has been applied to derive and the Exploration Target of 50 – 70 million DMT in a grade range of 0.9% – 1.2% nickel and 28% – 32% Fe (combined limonite and saprolite). The potential quantity and grade of the Exploration Target described is conceptual in nature, there has been insufficient exploration to define a Mineral Resource and it is uncertain if further exploration will result in the target being delineated as a Mineral Resource. Until a feasibility study has been completed there is no certainty that the Company's projections will be economically viable.

The Company is currently drilling 7,000m to 10,000m in the Exploration Targets with the objective of converting a substantial proportion of these to the Inferred Mineral Resource category over a 6 to 9 month period. Initial drilling and channel sampling of the Tapian target has encountered nickel laterite grades and thicknesses of potential economic interest.

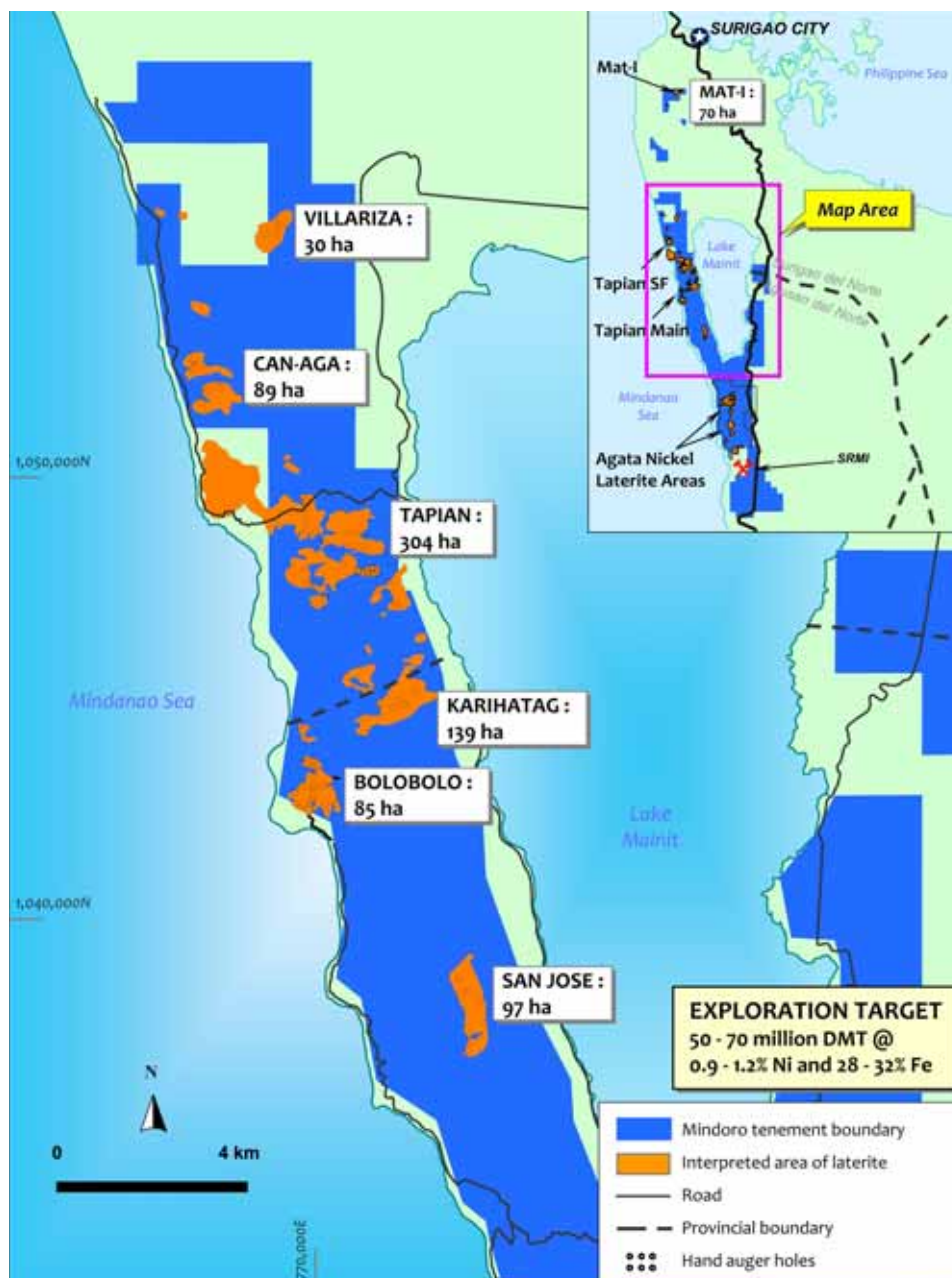


Figure 7 Agata Nickel Laterite Exploration Target Areas

4 Nickel Projects continued

4.6 Development Options

A nickel laterite development options study was released in March 2010 which examined six alternatives for the development and processing of the Agata Resource and concluded that it was suitable for a combination of an initial DSO operation followed by a higher-return on-site acid leaching project. In October 2010 a scoping study focussed on three acid leach based project options and confirmed that a low cost nickel operation using established technology was possible. In addition the Company is pursuing other value-adding process routes based on thermal upgrading of DSO material.

Further details on each of the studies are discussed below.

Direct Shipping Ore and Thermal Upgrading

The Company has an ECC approved to develop a DSO project, subject to certain lesser permit requirements, producing up to two DMT per annum. Preliminary discussions with potential offtakers have confirmed there is a market for limonite material containing >0.9% Nickel and >48% Iron as Nickel Pig-Iron feedstock, and for saprolite material containing >1.5% Nickel (though preferably >1.8%) for Electric Arc Furnace feed for ferronickel production. A preliminary DSO study is in progress, based on the September 9, 2010, resource, investigating various open pit optimization scenarios which will allow the Company to develop an economic model around this stage of the project. However, DSO is viewed as an interim development stage prior to the commencement of downstream, value-added processing, such as thermal upgrading.

In addition the Company has completed a concept study through Hatch Associates Pty Limited, an international firm of consulting engineers (Perth), into thermal upgrading of nickel lateritic material on its Agata Project. Unprocessed laterite contains from 15% up to 40% moisture. Thermal upgrading removes the moisture from the material which improves blending and handling properties. Most importantly, this dramatically reduces the shipping cost, which, in combination, achieves a premium price over unprocessed DSO material.

The Company is undertaking further review of markets for both DSO and thermally upgraded laterite product, and the capital and operating costs for their production, before commencing a pre-feasibility study and testing program into an integrated and staged nickel laterite development that includes assessment of the acid leach options described below.

Acid Leach on-site processing

In 2008, a testing program based on five limonite and saprolite samples from Agata established that the Agata laterite leaches rapidly at relatively low temperatures of 240°C to 250°C and has high expected recoveries of 95% for nickel and cobalt, which compares very favourably with established laterite operations shown in the table below.

PROJECT & OPERATIONS	HPAL AUTOCLAVE RESIDENCE TIME (MINS)	HPAL ACID CONSUMPTION KG/T ORE	ATMOSPHERIC LEACH ACID KG/T ORE
Agata Nickel Project	40	320	900
Other Philippines	30 – 60	300 – 395	900 – 930
West Australian	60 – 105	330 – 400	~1250

Table based on public domain information provided by Boyd Willis of Boyd Willis Hydromet Consulting who has consented to being named in this context.

In October 2010 the Company announced the results of a Scoping Study completed by Boyd Willis Hydromet Consulting in conjunction with Ausenco Vector which outlined and evaluated three possible processing options, two using a combination of HPAL technology and Atmospheric Leach Technology and one using Atmospheric Leach Technology only. Each alternative produces Nickel at industry competitive operating costs estimated to be within the 2nd cost quartile of the industry and are summarised below. Costs are estimated to Scoping Study limits of approximately +/- 35%:

PROCESS	BASE CASE HPAL AND ATM LEACH	LARGE AUTOCLAVE HPAL AND ATM LEACH	ATMOSPHERIC LEACH ONLY
Autoclave Size (m)	4.7m	5.4m	–
Ore Treated DMT	2,750,000	4,210,000	1,440,000
Production pa Ni Co	27,400 1,660	42,000 2,540	14,300 310
Capital cost US\$m	1,330	1,740	740
Operating cost* (US\$/lb Ni) before Co credit @US\$18/lb	2.47	2.22	3.25
Operating cost* (US\$/lb Ni) after Co credit @US\$18/lb	1.59	1.35	2.94

* From year 3

On the basis of the favourable Scoping Study results the Company intends to commence a pre-feasibility study in addition to more testwork, to more accurately define flowsheets, capital and operating costs.

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COPPER – GOLD PROJECTS

5. COPPER – GOLD PROJECTS

Mindoro has an extensive portfolio of epithermal gold and copper-gold targets at various stages of advancement which are located at Batangas, Surigao and Pan de Azucar.

The review set out in this Section 5 is intended as a summary of the Company’s gold and Cu-Au projects. Investors are referred to the Independent Geologists Report in Section 6 for more details. Conclusions, projections and estimates set out in this Prospectus are subject to the qualifications, assumptions and exclusions that are detailed in the Independent Geologists Report in Section 6. To fully understand the summary information set out below and elsewhere in this Prospectus, the Independent Geologists Report in Section 6 should be read in its entirety.

5.1 Batangas

The Batangas projects are located on the south coast of Luzon Island and include four project areas: El Paso, Lobo (SW Breccia), Talahib and Kay Tanda (Archangel) projects. Mindoro has the right to a 100% direct and indirect interest in the Batangas land package. The Batangas Projects are located within a well-mineralized copper-gold belt of Luzon Island consisting of copper and gold mineralised and pervasively altered volcanics intruded by andesite, diorite and dacite intrusives which are overlain in places by younger volcanics. Mineralization at Kay Tanda is associated with extensive quartz stockworks, sheeted veins and hydrothermal breccias, with accompanying epithermal and porphyry related base metal sulphide mineralisation.

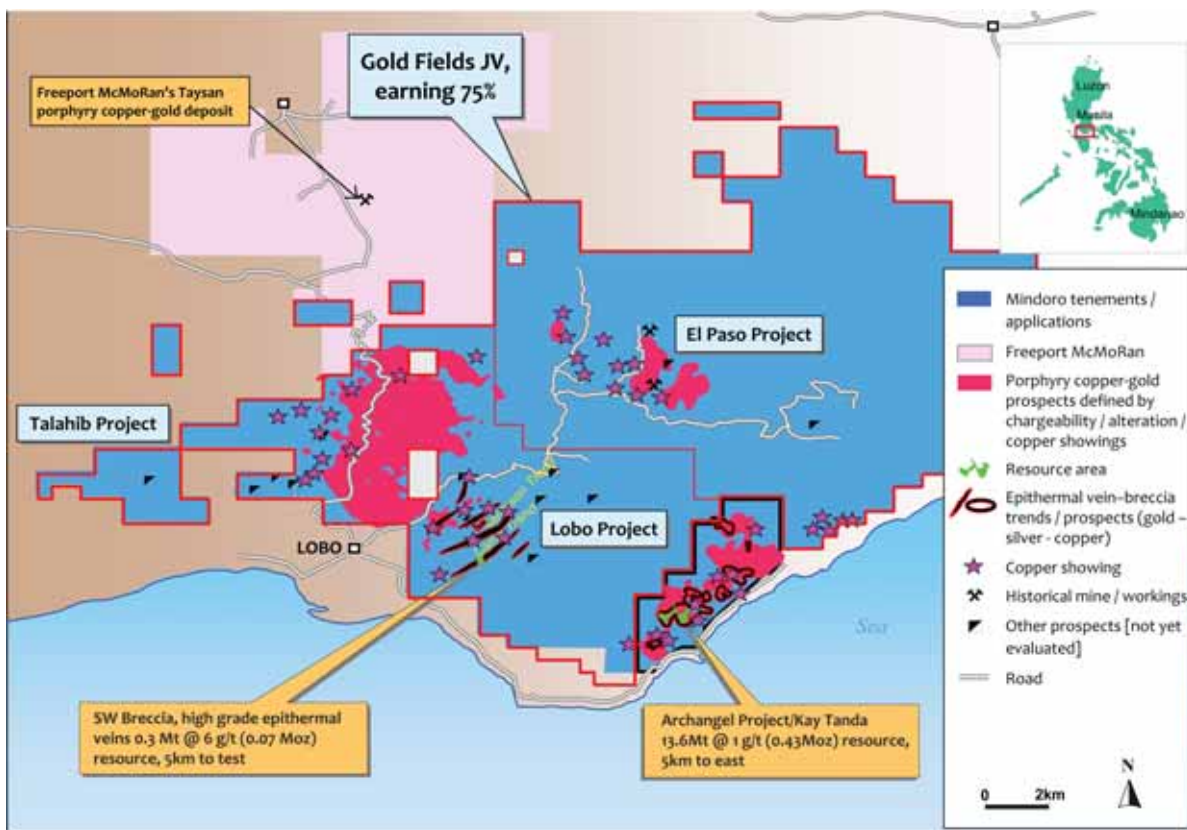


Figure 8 Batangas Goldfields Joint Ventures Tenement Location Plan

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5. COPPER – GOLD PROJECTS continued

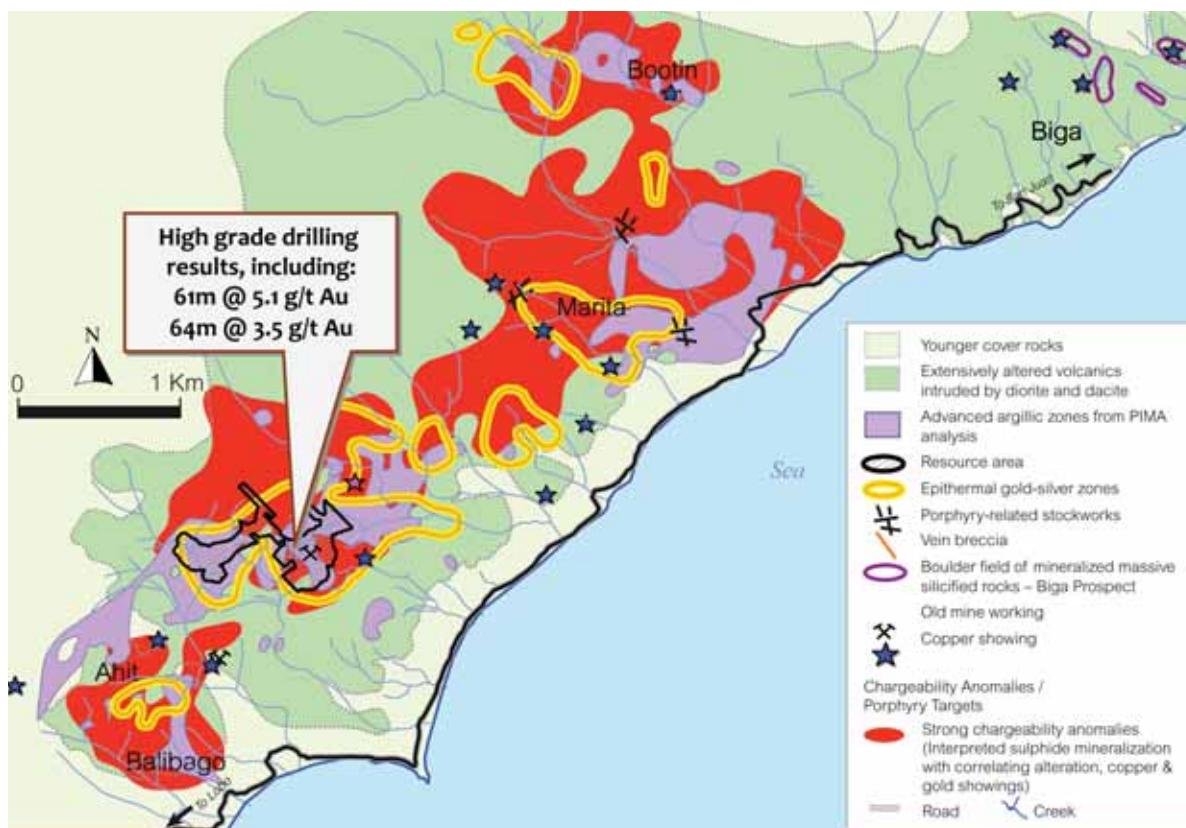


Figure 9 Kay Tanda (Archangel) Gold Project

Kay Tanda (Archangel)

The Kay Tanda (Archangel) Resource consists of generally flat-lying to gently-dipping low-grade stockwork mineralization.

The Company announced a Resource estimate for Kay Tanda on 5 March 2010. The Resource estimate is based on 200 drill holes for a total of 26,628 metres and over 16,000 assays. The resource estimation process was based on the length-weighted inverse distance squared technique within constrained grade wireframes process was based on the length-weighted inverse distance squared technique within constrained grade wireframes using a cut-off grade of 0.3g/t Au for oxide material and 0.5g/t Au for transitional and fresh materials. Refer to the table below for further details:

CATEGORY	TONNES	Au g/t	Ag g/t	GOLD oz	SILVER oz
Measured	5,737,000	1.11	5.54	205,600	1,022,600
Indicated	4,142,000	0.99	3.04	131,900	405,200
Measured & Indicated	9,879,000	1.06	4.50	337,500	1,427,800
Inferred	3,741,000	0.81	1.75	97,200	210,800

Total metal contents in the reported resources represent metal in the ground and has not been adjusted for metallurgical recoveries and other factors

Rounding of gold and silver grades and tonnage may result in minor discrepancies

Preliminary metallurgical testing on large diameter drill core indicates leach recoveries in the range of 78% and 93% from transition and oxide materials and 86% from sulphide material. Very low abrasion index (0.03) and the low ball mill work index (12.9kWhr/t) indicate that the capital and operating costs for grinding should be relatively low.

Deeper drilling at Kay Tanda has intersected higher grade zones including intercepts of KTDH 20: 61m @ 5.12 g/t Au from 61m, KTRC 101: 26m @ 5.96 g/t Au from 128m and KTRC 55: 64m @ 3.45 g/t Au from 96m, with isolated exceptional assays of up to 246 g/t Au and over 1,000 g/t Ag. These intersections are not included in the current resource and require further testing to define the extent, orientation and true width of mineralisation.

Kay Tanda has a prominent soil geochemical expression coincident with a geophysical (chargeability) anomaly extending approximately 6km × 1.5km. The drilling to date has only tested 1km strike length of this 6km zone. In addition, high grade intersections below the Kay Tanda resource are poorly defined and open at depth.

5.2 Gold Fields Joint Venture

In May 2009 Gold Fields Limited entered into an agreement with Mindoro in which it may earn up to a 75% direct and indirect interest in separate joint ventures over each of Mindoro’s El Paso, Lobo and Talahib porphyry copper-gold projects by sole-funding exploration and completing a feasibility study on each project. Gold Fields manages the exploration and development programs.

The Kay Tanda project is excluded from the earn-in and expenditure commitments of the JV but Gold Fields has the right to acquire the project on commercial terms no less favourable than any third party offer made should such an offer be made in the future.

In the Batangas region, the Goldfields JV is targeting a number of copper – gold prospects including Lobo-SW Breccia, El Paso and Talahib. Both the Lobo and Kay Tanda Projects are held under an MPSA while the Calo and El Paso prospect are held under an Exploration Permit (EP). The remaining Batangas ground is held under either MPSA or EP applications, which are at various stages of approval. See the tenement schedule of the Solicitors Report in Section 7 for details.

Lobo & SW Breccia Mineral Resource

At Lobo, a series of epithermal lodes and breccias have been mapped over a combined strike length of 5km. The most significant lode identified is the SW Breccia where NI43-101 compliant Mineral Resource was defined in 2004. The Resource is based on 25 shallow drill holes completed by the Company from which Indicated and Inferred Resources to a depth of 130 meters were determined as shown below:

CATEGORY	TONNES	Au g/t	GOLD oz
Indicated	270,000	6.49	56,380
Inferred	61,000	5.35	10,540

Mineralisation is open to depth and to the south-west along strike and is part of a vein system that has been mapped over an aggregate strike length of 5km.

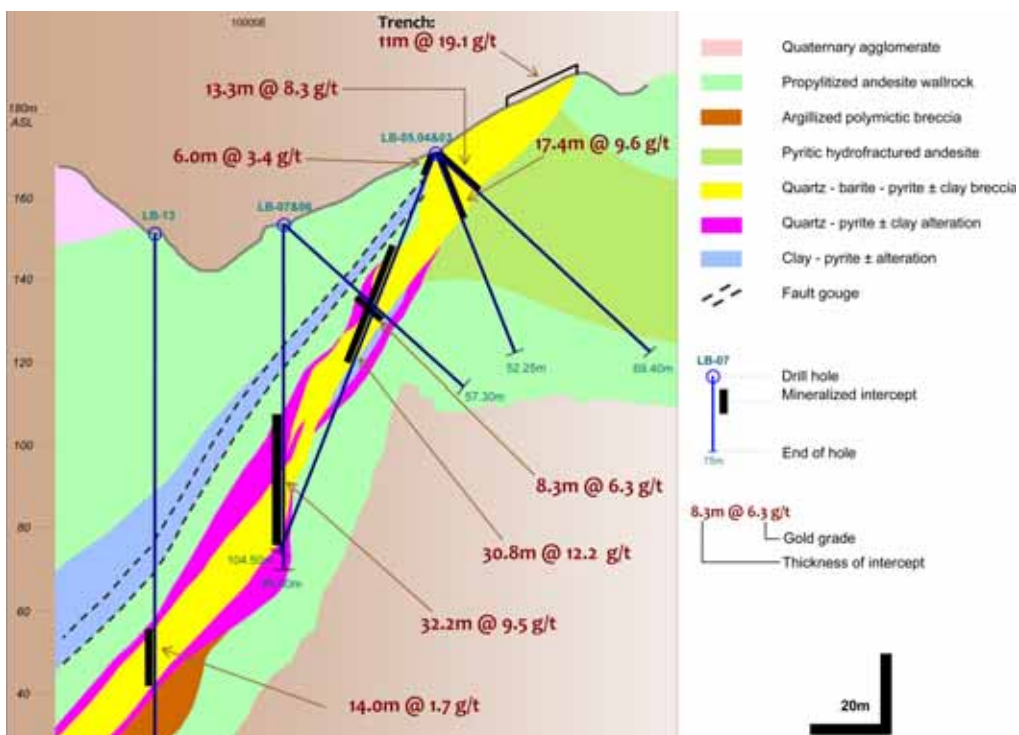


Figure 10 Lobo Project SW Breccia Resource Cross Section 10170N

5. COPPER – GOLD PROJECTS continued

Pica

Porphyry style copper-gold mineralization was diamond drill tested by the Company at the Pica prospect and yielded a significant intersection of 213m @ 0.18% Cu and 0.30 g/t Au from a depth of 22m. To the northwest, two trenches coincident with a chargeability anomaly were sampled and yielded 30m @ 2.62% Cu and 20m @ 2.17% Cu.

El Paso

At the El Paso Prospect channel sampling across two large geophysical (chargeability) anomalies has yielded 0.24% Cu over 15 meters and 0.88% Cu, 0.14 g/t Au, 57 g/t Mo over 15 meters. In the El Paso Hill area, trenching gave 20m of 1.6% Cu, 20m @ 1.3% Cu, and 30m @ 0.99% Cu. Gold Fields followed-up the trenching with 6 drill holes yielding best intersections of 42.5m @ 0.5% Cu from and 19.8m @ 0.29% Cu. Gold Fields is has planned follow-up drilling at El Paso.

Talahib Project

At Talahib reconnaissance channel sampling of mineralized hydrothermal breccia assayed 3.33% Cu and 0.10 g/t Au over 20 meters, which included 10m @ 6.55% Cu and 0.16 g/t Au and remain undrilled.

In addition to the prospects above 15 promising porphyry copper-gold prospects remain to be assessed in the Batangas project areas.

5.3 Surigao Copper-Gold Targets

The Surigao tenements on which the Agata Nickel project is located were originally targeted for copper and gold and share a similar geological setting to the Silangan (Boyongan) and Bayugo porphyry copper-gold projects, also in the Surigao district, which are now being advanced towards production by Philex Mining Corporation.

American Tunnels

American Tunnels is the most advanced copper-gold prospect in the Surigao Project area. The area has a long and continuing history of small scale, artisanal gold mining, which peaked with about 3,000 miners in the mid 1980s. American Tunnels consists of two exposed windows of mineralisation that are coincident with part of an overall six kilometre trend of strong IP chargeability anomalies that underlie the ultramafic sequence and point to the potential for a large copper-gold mineralised system at depth. This is supported by gold-in-soil anomalies which are coincident with the geophysics.

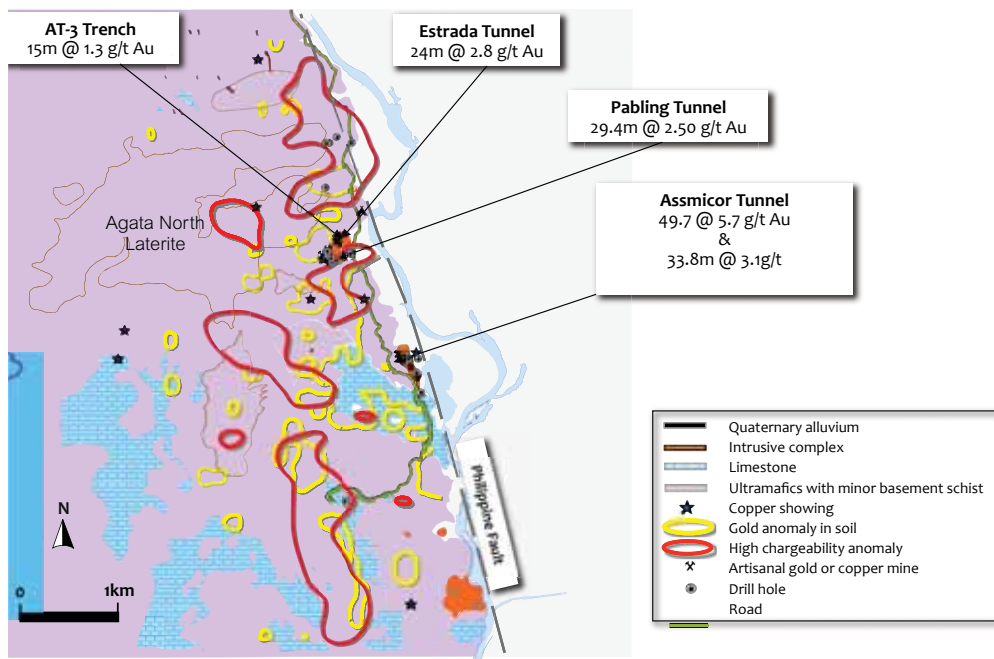


Figure 11 American Tunnels schematic geology and highlights of rock chip sampling of underground gold workings

A seven hole drilling program at American Tunnels confirmed widespread, near surface, intrusive related gold mineralisation. Highlights of the drill program included: Hole 3, 15m @ 2.32g/t Au from 9.3m and Hole 5, 4.40m @ 2.44 g/t Au from 41.8m.

In addition, anomalous copper results were produced from all seven drill holes at American Tunnels, confirming the potential for porphyry copper-gold deposits at depth.

A further drilling program is planned at American Tunnels. The Company presently intends to undertake this work once the nickel laterite resource definition drilling is sufficiently advanced.

North Surigao

Mindoro also has a number of other early-stage copper-gold prospects in the North Surigao project area as summarised below:

PROSPECT	INTERSECTIONS/ANOMALISM	COMMENTS
Assmicor	19m @ 2.4g/t Au from 2.4m 24m @ 1.4g/t Au from 0m	7 from 8 holes mineralised Anomaly open to the north and east
Limestone	7m @ 2.7g/t Au from 6m 8m @ 2.2g/t Au from 3m	Shallow drilling
Tapian San Francisco	3.5km × 2km chargeability anomaly	Coincident Cu, Au, Zn geochemical anomalism and mineral showings
Tapian Main	1.4km × 600m IP anomaly and coincident Cu Au geochem	Coincident Cu Au geochemical anomalism with porphyry-related alteration assemblages
Bolobolo	Grab samples @1.34% Cu and 0.96% Cu	Strongly altered and mineralized boulders

The North Surigao prospects will be assessed prior to recommendations for further work.

5.4 Pan de Azucar

The Pan de Azucar MPSA covers approximately 535 ha on Pan de Azucar Island and adjacent Panay Island. Mindoro has earned a 40% direct interest and may earn up to a 75% direct and indirect interest in the Pan de Azucar Project through phased exploration expenditures and issue of Shares.

Pan de Azucar is a collapsed caldera structure and contains the Valderama pyritic massive sulphide and adjacent porphyry copper-gold system. Valderama is flat-lying, near-surface sheet of predominantly pyrite massive sulphide related to an adjacent porphyry copper-gold system.

Fourteen drill holes have partially outlined the pyritic sulphide body. Based on drilling, mapping and geophysical expression Valderama is estimated to be approximately 200 meters wide by 800m long and between 10 to 40 meters thick. The zone is open to the north for a further 250–300 meters, to the property boundary, where gossanous outcrops are present. The Company will commence a resource definition drilling program before the end of 2010 and will follow with a desk top study of Valderama as a potential source of feedstock pyrite for acid production to support a nickel laterite processing operation at Agata.

5. COPPER – GOLD PROJECTS continued

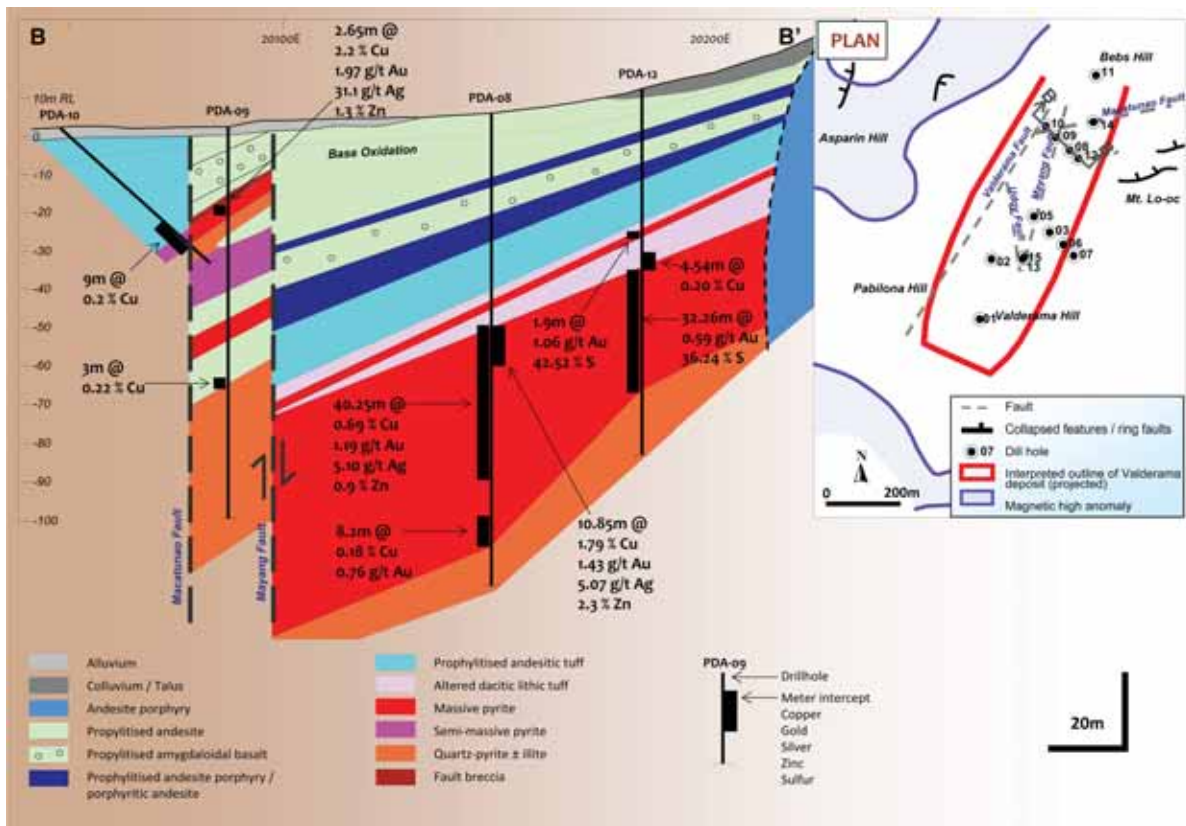


Figure 12 Valderama Prospect Cross section 21 400E

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October 2010



MINDORO RESOURCES LIMITED

Independent Geologist's Report

Submitted to:
Mindoro Resources Limited

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Mindoro Resources Limited





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1.0 INTRODUCTION

1.1 Scope

Mindoro Resources Ltd (Mindoro) is a company listed on the Toronto Stock Exchange (TSX) Venture Exchange where it is a Tier 1 Issuer (TSX Code: MIO) and the Frankfurt Stock Exchange (FWB) (FWB Code: WKN 906167). Mindoro is now seeking to list on the Australian Securities Exchange (ASX) and proposes to issue an Initial Public Offering (IPO) on the ASX in connection with that listing.

Jon Dugdale, Chief Executive Officer of Mindoro requested Golder Associates Pty Ltd (Golder) to prepare an Independent Geologist's Report to be included in the Prospectus issued in connection with the IPO. All Mindoro's properties are located in the Philippines where they are held through its wholly owned subsidiary, Mindoro Gold Phils. Inc.

Mindoro's principal interest is in developing a major lateritic nickel project located in the province of Surigao, in the north of the island of Mindanao. The company is also exploring for epithermal gold and porphyry gold-copper mineralisation in its own right in Surigao, Batangas and Pan de Azucar and has a joint venture agreement with Goldfields Limited (Goldfields) to fund and manage exploration for gold and copper-gold in Batangas outside of the Archangel project.

1.2 Limitations

This Independent Geologist's Report was prepared by Peter Onley who is a full-time employee of Golder Associates. Neither Peter Onley nor Golder Associates is responsible for preparation of any part of the Prospectus other than this Independent Geologist's Report. We have based our review on data supplied by Mindoro, annual statutory tenement reports and on information released by Mindoro to the TSX and FWB and observations on a site visit in June 2010 to the principal exploration targets in Surigao and Batangas.

While we have made reference to tenement holdings in the Philippines in this report, such reference is for convenience only and may not be complete or accurate. We are not expert in tenement management and have not therefore undertaken an independent verification of Mindoro's tenement holdings. The reader should not rely on information in this report relating to the current ownership and legal standing of the tenements or any encumbrances whatsoever impacting on those tenements. These matters are dealt with in a separate Report on Tenements contained within the Mindoro Prospectus.

This Independent Technical Report has been prepared in accordance with the Code and Guidelines for Assessment and Valuation of Mineral Assets and Mineral Securities for Independent Expert Reports (The Valmin Code) which is binding upon members of the Australasian Institute of Mining and Metallurgy (AusIMM), the Australian Institute of Geoscientists (AIG) and the rules and guidelines issued by supervisory authorities such as Australian Securities and Investment Commission (ASIC) and the Australian Securities Exchange (ASX) that relate to the preparation of Independent Expert Reports.

Mindoro is currently listed on both the Frankfurt and Toronto Stock Exchanges and it is a requirement of listing on those securities exchanges that each listed company comply with continuous disclosure provisions. In particular, Mindoro has prepared comprehensive technical reports in compliance with the requirements of Canadian Securities Administrator's National Instrument 43-101 for reporting to the TSX on all aspects of its activities in the Philippines. Peter Onley, the author of this report hereby acknowledges that he has drawn heavily on the content of those reports in preparing this report, including using direct quotations in part or in full from the reports prepared for submission to the TSX. The relevant Competent Person is named where Mineral Resources are quoted.

1.3 Experience and Statement of Independence

Peter Onley is a mineral industry consultant with 40 years experience having graduated with Honours in Geology from Exeter University, UK, in 1969, gained the degree of Master of Science in Engineering Geology and Geotechnics from Leeds University, UK, in 1970 and a Master of Business Administration from the University of Western Australia in 1994. He is a Fellow and Chartered Professional of the AusIMM. He was formerly Chairman of the Perth branch of the AusIMM and is currently a member of the AusIMM Geoscience Committee. He is a long-standing member of the Western Australian Geological Survey Liaison

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Committee, an advisory committee that meets half-yearly to consider the program of the Geological Survey of Western Australia.

Peter Onley has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (the JORC Code). Peter Onley has given and not subsequently withdrawn permission for the incorporation of the Independent Geologist's Report in the Prospectus in the form and context in which it appears.

Peter Onley has worked for Golder Associates since 2001. Golder Associates employs more than 800 staff in Australia and 7000 staff worldwide. Golder Associates is one of the most respected global groups specialising in ground engineering, geological and environmental consulting services. Employee owned since its formation in 1960, the success of Golder Associates' approach can be seen through its sustained growth over five decades. Golder Associates operates from offices located throughout Africa, Asia, Australasia, Europe, North America and South America.

We have undertaken this and our previous work on the basis of our usual Terms and Conditions and Schedule of Fees. Payment of these fees will be independent of the outcome of this IPO.

1.4 Abbreviations and Conventions

This document reports standard units by the convention adopted in the international system of units, the *Système Internationale* (SI) except for references to contained gold and silver quantities and prices which are quoted in Troy Ounces (one Troy Ounce is equivalent to 31.104 g) and nickel quantities and prices may be quoted in pounds (one pound is equivalent to 0.4536 kg). All references to planned exploration expenditure are quoted in United States Dollars (USD).

1.5 Site Visits

Peter Onley visited the principal prospects in Surigao and Batangas specifically for the purpose of preparing this Independent Geologist's Report from 23 May to 28 May 2010.

1.6 Mindoro Tenement Holdings

Golder Associates was advised that Mindoro holds title to tenements located in the Republic of the Philippines as shown in Figure 1.

Geographically, the tenements are located in three regions:

- Surigao Province in Northern Mindanao
 - Agata Nickel Project and the northern nickel targets
 - Tapan Main Copper-Gold Project
 - Tapan San Francisco Copper-Gold and Gold Projects
- Batangas Province in Luzon
 - Archangel Copper-Gold Project
 - Goldfields Joint Venture (Calo, El Paso, Talahib)
- Iloilo Province in Pan de Azucar

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Figure 1: Project Locality Plan

1.6.1 Surigao Tenements

Figure 2 shows the tenements and tenement applications in Surigao in which Mindoro has a beneficial interest. Tenements comprise two MPSAs (MPSA 033-95 X and MPSA 134-99 XIII), four EPs (EP 16 XIII, EP 18 XIII, EP 21 XIII, EP 22 XIII) and six EPAs (EPA 00042 XIII, EPA 88 XIII, EPA 100 XIII and EPA105 XIII to EPA 107 XIII).

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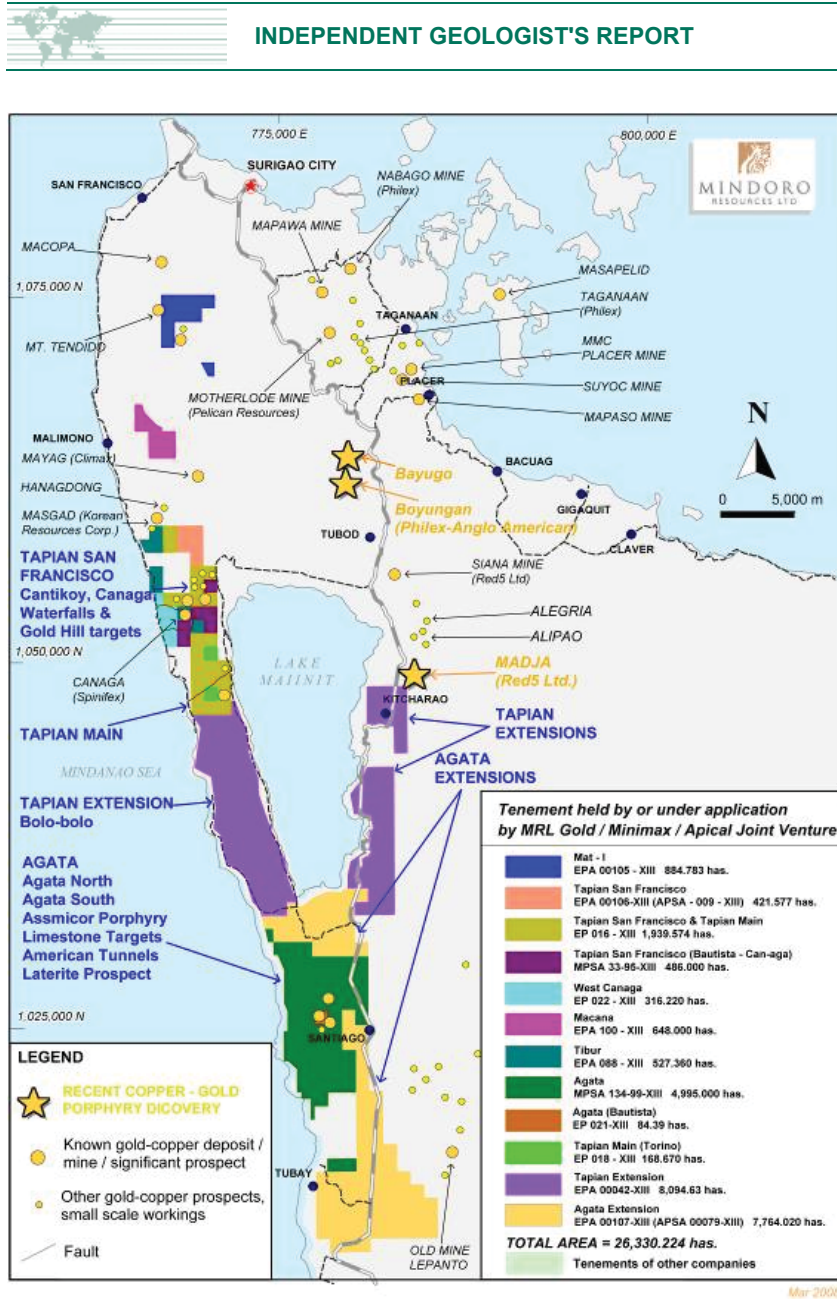


Figure 2: Surigao Tenement Plan

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1.6.2 Batangas Tenements

The project area is secured by 14 separate titles which have been acquired from a number of entities including Egerton Gold Phils. Inc, Philex Gold Inc. and through agreements with individual tenement holders. The tenements include two approved Mineral Production Sharing Agreements (MPSA 177- 2002-IV and MPSA 176-2002-IV), six approved Exploration Permits (EP IVA 006 – EP IVA 011 and EP IVA 014 and EP IVA 015) and six Exploration Permit Applications (EPA IVA 093, EPA 093 102 – EP IVA 103 and EP IVA 106) (Figure 3).

Mindoro holds an NCIP Certification that there is no Indigenous Cultural Community (ICC)/Indigenous People (IP) presence in the Archangel area. Archangel refers to the group of tenements encompassing Kay Tanda, Pulang Lupa, Lumbangan, Balibago, and Marita prospects.

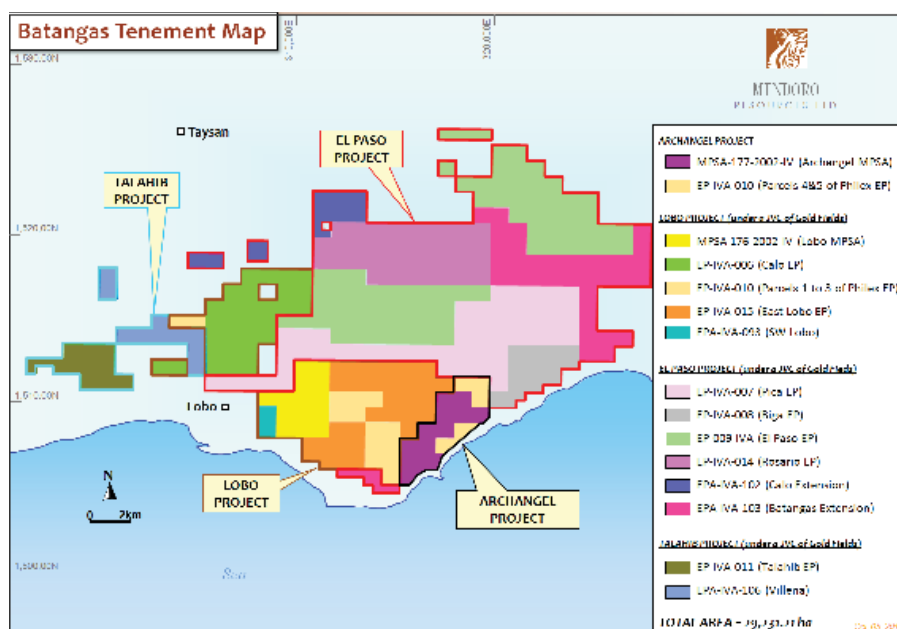


Figure 3: Batangas Tenement Plan

1.6.3 Pan de Azucar

The Pan de Azucar property is secured by MPSA-135-99-VI of 535 ha now comprising two parcels (Figure 4) Parcel I and Parcel III, registered to Homestake Exploration with Minimax the registered Contractor. Mindoro has earned 40% interest in the tenement (and can earn to 74%) while Minimax holds the balance. The tenement is in its third period of exploration which is valid until 11 December 2010. A declaration of Mining Project Feasibility is required to be submitted during the current exploration period in order for the tenement to remain valid. An evaluation program is planned. Exploration to date, apart from limited regional evaluation has concentrated on Parcel III.

6. Independent Geologist's Report continued

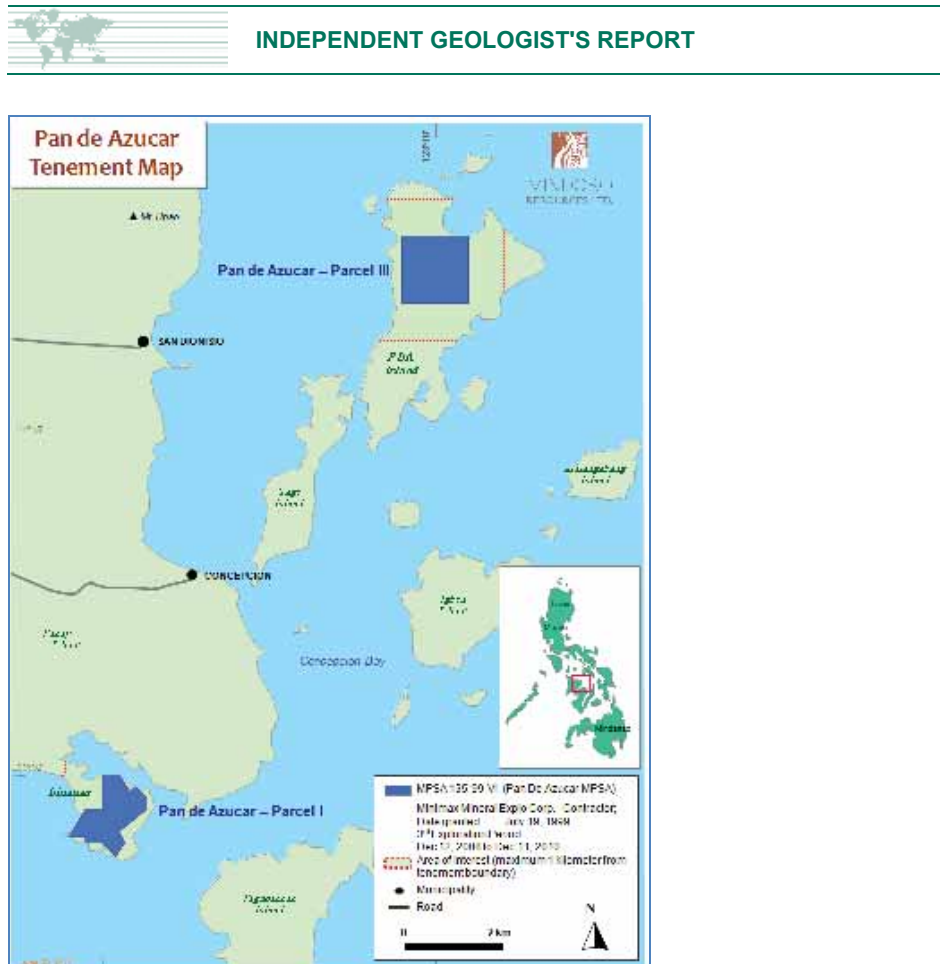


Figure 4: Pan de Azucar Tenement Plan

1.7 Philippine Tenements and Obligations

The benefits and obligations of these tenements is explained below.

Exploration Permit

An Exploration Permit (EP) is an initial mode of entry in mineral exploration allowing a Qualified Person to undertake exploration activities for Mineral Resources in certain areas open to mining in the country. Any corporation may be allowed a maximum area of 32 400 ha in the entire country. An EP is granted for a period of two years from its date of issue, renewable for like periods but not to exceed a total term of four years for non-metallic mineral exploration or six years for metallic mineral exploration. Renewal of the Permit is allowed if the Permittee has complied with all the terms and conditions of the Permit and the Permittee has not violated any provision of "The Philippine Mining Act of 1995" and its implementing rules and regulations. The conduct of a feasibility study and filing of the declaration of mining project feasibility are undertaken during the term of the Permit.



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Mineral Production Sharing Agreement

A Mineral Production Sharing Agreement (MPSA) is an exploration and mining license granted by the Philippine Government for small projects with a capitalisation of less than USD50 M and Filipino companies with foreign ownership limited to 40%. The contractor has the exclusive right to conduct mining operations within, but not title over, the contract area during a defined period. The Government shares in the production of the Contractor, in kind or in value, as owner of the minerals while the Contractor provides the finance, technology, management and personnel for the mining operation.

The MPSA provides a maximum eight-year period for exploration through an initial two-year period and three allowable two-year extensions. The final extension is the feasibility period. Mining is conducted during a 25-year mining phase that has one allowable 25-year extension. Allowable mining operations include exploration, development and utilisation of Mineral Resources.

The Contractor is required to comply strictly with the approved Exploration and Environmental Work Programs and their corresponding budgets. The work programs are a requirement for the renewal of the Exploration Period within the MPSA term. The Contractor must submit quarterly and annual activity reports and pay annual fees of PhP75.00 per hectare. The MPSA may be suspended for failure of the Contractor to comply with any provision of the Act and to pay taxes, fees and/or other charges.

The Agreement may be terminated on expiry of its term, withdrawal by the contractor, violation of the MPSA's terms and conditions, failure to pay taxes and fees, false or incomplete statements and other causes provided under the Act and regulations.

If the results of exploration defines a feasible mineral deposit the Contractor must submit a Declaration of Mining Project Feasibility to the Mines and Geosciences Bureau, together with a Mining Project Feasibility Study, a Three Year Development and Construction or Commercial Operation Work Program, a Geological Report of the area and an Environmental Compliance Certificate (ECC).

Once the ECC is secured, the Contractor must complete the development of the mine including construction of production facilities within 36 months from the submission of the Declaration of Mining Project Feasibility, subject to reasonable extension approved by the DENR Secretary. Areas of the contract area not used for mining must be relinquished.

In addition to the mandatory documentary requirements for MPSA applications, a National Commission on Indigenous Peoples (NCIP) Certification that the area does not overlap any certified or claimed ancestral land/domain is required. If the area overlaps any such ancestral domain, the consent of the concerned ICC/IP must be obtained and a Memorandum of Agreement executed that is consistent with Section 8 of Part III, Rule IV of NCIP Administrative Order No 1, Series of 1998.

Financial and Technical Assistance Agreement

The Financial and Technical Assistance Agreement (FTAA) legislation caters for larger projects and provides a mechanism for 100% foreign ownership. FTAA is a tenement title that came out of the 1995 Mining Law. A decision of the Philippine Supreme Court in respect of the status of FTAA's was made in February 2005 and allows, with finality, 100% foreign ownership of the mineral tenement under the FTAA. An MPSA may be converted to an FTAA if the project exceeds the USD50 million threshold.

2.0 SURIGAO-AGATA NICKEL LATERITE PROJECT

2.1 Introduction

The Agata Nickel Laterite Project (ANLP), Mindoro's principal interest in its Surigao tenements, is developed on the deep weathering profile over ultramafic rocks on the west coast of northern Surigao. Mindoro's tenements surround the MRDI mine located immediately south of the main Agata tenements.

There are two main nickel laterite belts in the Surigao region: a western coastal belt in which Mindoro is a dominant tenement holder with over 26 000 ha and an eastern coastal belt with a more diverse tenement holding by competitors.

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Surigao is a significant nickel producing district with the industry dominated by producers or projects being developed to export direct shipping ore (DSO) for markets in Australia, China and Japan. Sumitomo Metal Mining Co Ltd has advised the markets that it will be building a High Pressure Acid Leach (HPAL) processing operation at Taganito on the east coast at a capital cost of USD1.3 billion. In the six months to June 2010, the Philippines exported 5.44 Mt of DSO at an average grade of 1.29% Ni, with export grades ranging from 0.78% to 1.85% Ni.

Mindoro is focussing its efforts on the development of the ANLP which has a total resource in the combined Measured and Indicated Resource categories of 32.6 Mt at a grade of 1.04% Ni and 0.05% Co with an additional 1.6 Mt in the Inferred Mineral Resource category at a grade of 1.04% Ni and 0.04% Co. Resources are reported at cut-off grades of 0.5% Ni for limonite and 0.8% Ni for saprolite. On its other nickel projects to the north of Agata, the company has an Exploration Target of 50 to 70 Mt of 0.9% to 1.2% Ni and 28% to 32% Fe on which it plans to begin resource delineation drilling. The reader should note that an Exploration Target is conceptual in nature and that there has been insufficient exploration to define a Mineral Resource and that it is uncertain if further exploration will result in the determination of a Mineral Resource.

2.1.1 Location and Access

The ANLP is located approximately 10 km south of Lake Mainit and 47 km north-northwest of Butuan City in Agusan del Norte province, on the island of Mindanao.

The ANLP Mineral Resource lies entirely within the Agata MPSA and further nickel laterite mineralisation has been identified near the southern boundary of the property. Some minor artisanal copper and gold mining is undertaken within the Agata MPSA area but lies outside the area of nickel mineralisation.

The site is accessible from either Surigao City or Butuan City via the Pan Philippine Highway which runs parallel to the length of the Agata MPSA, just outside the eastern boundary. A minor road crosses the northern portion of the MPSA area, near the Tubay River. Access is gained either by leaving the highway at Bangonay and then along 10 km of partly paved roads to E. Morgado or alternatively by leaving the highway at Santiago and then by 1.5 km of municipal road to La Paz. The latter route requires crossing the Tubay River by pump boat to a landing immediately below the project field exploration office. The northern part of the tenement is accessible on foot from E Morgado (approximately 1.5 km).

Both Surigao City and Butuan City are major regional centres served by daily jet services from Manila and provide a broad range of services and facilities.

2.1.2 Tenements and Agreements

The ANLP is secured by MPSA 134-99-XIII and Exploration Permit EP 00021-XIII registered to Minimax. Application has also been made for the Agata Extension EPA-107-XIII to the south and east of the Agata MPSA.

MPSA 134-99-XIII was approved on 26 May 1999 and has been reduced from 99 to 66 blocks covering an area of 4995 ha. The fourth two-year exploration period on the tenement was granted on 19 June 2009. On 20 May 2008, an Environmental Compliance Certificate (ECC) was issued by the DENR to Mindoro for nickel laterite mineral production covering 600 ha within the Agata MPSA Contract area, including both the Agata North and Agata South tenements. In February 2005, the Philippine Supreme Court granted 100% foreign ownership of the mineral tenement under the Financial and Technical Assistance Agreement (FTAA). There are no known environmental liabilities other than those imposed by the Philippine Mining Act of 1995.

The Agata-Bautista Exploration Permit EP 00021-XIII covers an area of 84.39 ha. The EP was approved on 2 October 2006 and application was made for the first renewal on 29 September 2008.

Mindoro's interests in the tenements are held by way of agreements with the original tenement holders. Mindoro entered into a Memorandum of Understanding (MOA) with Minimax on 19 January 1997 and Minimax assigned all its rights in the MOA to Mindoro on 27 June 1997. Under the terms of the MOA Mindoro has earned a 75% interests in the Agata, Tapian Main, and Tapian San Francisco and the Extension Projects (tenements acquired after the finalisation of the MOA) in the Surigao Mineral District. Mindoro has a further option to acquire an additional 25% direct and indirect participating interest.



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There are no dwellings within the ANLP deposit area. Most local villages are populated by non-indigenous peoples but there are some indigenous peoples that live in the surrounding areas both within and close by the MPSA (Sitio Coro, Morgado, La Paz, Santiago, and Tagmamarkay).

The indigenous peoples have no claim on the resources either by way of a Certificate of Ancestral Domains Claim or Certificate of Ancestral Domains Title. Nonetheless, Mindoro has signed a Memorandum of Agreement with the indigenous peoples living within the MPSA Contract Area in 2008 which provides for a 1% royalty on gross sales of mineral products to be given to the Indigenous Peoples as provided for in the Indigenous Peoples Reform Act (IPRA) of the Republic of the Philippines.

Areas of nickel laterite mineralisation have been mapped at a regional scale in the Agata South Laterite Project (ASLP) located in the southern part of the Agata Projects and are the subject of a Mining Services Agreement between Mindoro, Minimax and Delta. No drilling or sampling has been carried out in this area prior to the negotiations with Delta. Delta, at its sole cost and risk, may carry out exploration of the ASLP and may select an area of up to 250 ha to advance to production if warranted.

2.1.3 Topography, Climate and Vegetation

The ANLP project is located on the Western Range which runs north-northwest parallel to the coast of the Mindanao Sea to the west. The Tubay River to the east drains south from Lake Mainit. The western part of the area is rugged with a maximum elevation of 528 m above sea level. The western area has steep slopes and deeply-incised valleys while the floodplain of Tubay River to the east is generally flat with an elevation of less than 30 m.

Within the project area, the nickel laterite is developed on a broad ridge bounded to the east and west by steep to very steep slopes incised by gullies and ravines. Elevations on the plateau range from 200 to 320 m where nickeliferous laterite is widespread.

Climate in the area is wet tropical with no dry season and experiences months with very pronounced rainfall. Climatological Records from 1981 to 2000 show that peak rainfall months are from October to February. The highest mean monthly rainfall is 308 mm during January and the lowest mean monthly rainfall is 104.8 mm during May while mean annual rainfall is 2027 mm.

The plateau on which the laterite is developed was formerly rainforest. Since being logged it is now bracken-dominated open grassland with sparse seedlings and saplings of planted species. A few secondary growth trees line the streams along the lower slopes. The floodplain of Tubay River is planted with tropical agricultural crops such as rice, corn and bananas.

2.2 Geology, Mineralisation and Exploration History

2.2.1 Geology

The dominant structural feature in the regional is the Philippine Rift Fault, a major regional structure that extends for 1200 km in a north-northwesterly direction over the length of the Philippines from southern Mindanao to northern Luzon. The fault is located approximately 200 km west of the Philippine Subduction System which dips west under the Philippines landmass and provides the main source of Tertiary volcanism and copper and gold mineralisation. It is also the key feature in the development of physiography.

There is a close spatial and genetic association between epithermal precious metals and porphyry deposits. Typically, mineralisation is associated with Pliocene to Pleistocene igneous intrusions developed along splay structures to the main fault zone. Primary mineral deposits in the region are dominated by structurally controlled epithermal gold and porphyry copper-gold deposits. Tropical weathering of ultramafic rocks in the basement sequence has resulted in the development of lateritic nickel deposits.

The basement sequence comprises Cretaceous greenschist metamorphic rocks overthrust by Cretaceous Pangulanganan Basalts which themselves are overthrust by Humandum Serpentinite, probably during the Cretaceous. Laterite developed on the Humandum Serpentinite forms the major source of the nickel laterite sequence. The Humandum Serpentinite is overlain by Upper Eocene Mabanog Formation limestone and clastic sediments and Oligocene and Miocene volcanic rocks including conglomeratic andesite, pillow basalt and limestones. Intrusive events associated with the volcanism during this period resulted in the

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emplacement of plutons and stocks that are associated with porphyry copper-gold and precious metal epithermal mineralisation in the region.

Geological mapping in the project area showed favourable development of laterite on the plateau where drilling by Mindoro has focused. Where the topography is steeper, the laterite tends to be thinner. Mindoro recognises two geomorphic features influencing laterite formation with consequent nickel enrichment. The eastern part of the mineralisation is developed on an area of moderate relief and laterite is thinner and contains boulders suggesting transport. The western laterite occurs in an area of low relief resulting in a thick, well developed profile with higher grade mineralisation.

2.2.2 Nickel Laterite Mineralisation

Nickel laterite deposits have developed over the ultramafic rocks. They extend over 500 ha in two areas within the tenements including the ANLP of 285 ha and the ASLP of 235 ha (Figure 5). The largest of the laterite areas is developed over the central ultramafic body. About 80% of the nickel laterite in the ANLP has been tested by drilling to date.

Nickel laterites are the products of intense chemical weathering of ultramafic rocks. Silica and other elements are leached from the rock resulting in the concentration of iron, nickel, chrome and cobalt from the parent rock into the weathering profile. Laterites form preferentially in stable terrains in the presence of wet tropical climates. Typical laterite is zoned parallel to the weathering surface. The uppermost horizon is classified as ferruginous laterite underlain by the limonitic zone (both are iron rich – hematite, goethite, limonite and clay) which is again underlain by saprolite (magnesium rich clays). The interface between the fresh rock and the saprolite zone is classified as saprolitic rock or "saprock" and is characterised by the presence of garnierite.

For the ANLP drilling program, the horizons are classified according to nickel and iron content as follows:

- Ferruginous laterite – < 0.80% Ni, ≥30% Fe%
- Limonite – ≥ 0.80% Ni, ≥30% Fe%
- Saprolite – ≥ 0.80% Ni, <30% Fe%
- Saprolitic Rock – < 0.80% Ni, <30% Fe%.

Reconnaissance geological mapping originally outlined an area of laterite covering approximately 600 ha within both the ANLP and the ASLP tenement areas. The latter is the subject of Minimax-Mindoro-Delta agreement. Delta carried out a resource delineation program in the ASLP area in 2007-2008. A regional mapping program was then carried out in 2008 to determine the potential nickel laterite areas throughout the tenement. Further potential for nickel laterite mineralisation was recognised on the adjacent Tapian Main, Tapian SF and Mat-I tenements.

2.2.3 Nickel Exploration History

La Playa Mining Corporation mapped the Agata area and dug test pits while exploring for chromiferous laterite beginning in 1987. La Playa subsequently withdrew as the mineralisation was not considered economic at that time.

Minimax Corporation took up the tenements between 1996 and 1999 and Mindoro established a mining agreement with Minimax in January 1997 and began exploration later that year concentrating on the copper and gold potential.

Exploration of the Agata nickel laterite began in 2004 with Aganito Mining Corporation granted the non-exclusive right to assess the nickel laterite potential of the project. Results were encouraging with surface samples collected from an area of about 300 ha within a more extensive area of nickel laterite mineralisation returning assays up to 2.09%, with most of the values exceeding 0.5%.

Mindoro signed an MOU with Queensland Nickel Phils. Inc. (QNPH), a subsidiary of BHP Billiton Ltd (BHPB) to allow QPNH to conduct exploration on the property. Reconnaissance drilling began in 2006 initially at a



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spacing of 200 m by 200 m later infilled to 100 m grid spacing. A total of 660 m were drilled in 35 holes over an area of approximately 80 ha, however, QNPH subsequently withdrew from the joint venture.

Regional mapping indicated additional potential for nickel laterite mineralisation on the adjacent Tapian Main, Tapian SF and Mat-I tenements. Reconnaissance auger drilling indicated several areas warranting follow-up drilling to establish potential Mineral Resources. This evaluation drilling formed the basis of the exploration targets for the Regional Exploration Target of 50 to 70 Mt at a grade of 0.9% to 1.2% Ni.

2.3 ANLP Development Concept

The aim of the drilling program at the ANLP is to define sufficient resources to support development. Initially by defining sufficient Direct Shipping Ore (DSO) nickel-iron limonite suitable for the Chinese nickel pig-iron market. This generally requires a minimum grade of 1% Ni and 48% Fe. The program also aims to define a high grade transition to saprolite ore suitable for Chinese Electric Arc Furnace (EAF) or other acid leach or ferronickel processing facilities in Australasia. This will require a minimum of 1.4% Ni. The laterite resource is well located with respect to infrastructure and potential seaport for export and there is abundant limestone in the area to support the second phase of the proposed development.

While drilling to date has resulted in definition of Mineral Resources, the company has not yet estimated Mineral Reserves or undertaken associated mine planning which is required in a submission to the Mines and Geosciences Bureau of the Philippines Government to achieve a Declaration of Mining Feasibility, which is required prior to beginning construction of a DSO nickel laterite project.

Concurrent with the present drilling program, Mindoro commissioned a Scoping Study to consider staged development of the project, beginning with the proposed DSO, followed by processing of the saprolites.

Currently Mindoro proposes to develop the ANLP in two stages, initially by selectively mining the laterite to enable DSO to be exported to generate cash flow and subsequently developing a process plant to treat ore that does not meet direct shipping specifications. The company is investigating both high pressure acid leaching and atmospheric leaching technologies to treat the non-DSO ore.

2.4 Evaluation Drilling

Mindoro designed its initial drilling program in early 2007 to evaluate an exploration target of 2 to 3.5 Mt of Direct Shipping Ore (DSO) at a grade of 0.9% to 1.2% Ni. The drilling focused on the area previously tested by QNPH with 35 drill holes in 2006 covering less than 20% of the area of potential lateritic nickel mineralisation. Mindoro has now completed four additional phases of drilling as shown in Table 1.

Table 1: Drill Programs

Company and Date	Holes Drilled	Metres Drilled	Drill Method	Recovery
QNPH 2006	35	659	NQ Core	NA
Mindoro 2007	100	2267		88.2%
Mindoro 2008(a)	48	773	NQ Core	93.9%
Mindoro 2008(b)	225	3592	NQ Core	95.0%
Mindoro 2010	185	3561	NQ Core	91.5%
TOTAL	593	10 852		

Drill spacing ranges from 50 m by 50 m in the central part of the deposit to 100 m by 100 m elsewhere with the exception of the close spaced drilling completed in 2010 (Figure 5). Average drill depth was 18.3 m per hole with a maximum depth of 46.6 m and a minimum depth of 4.35 m.

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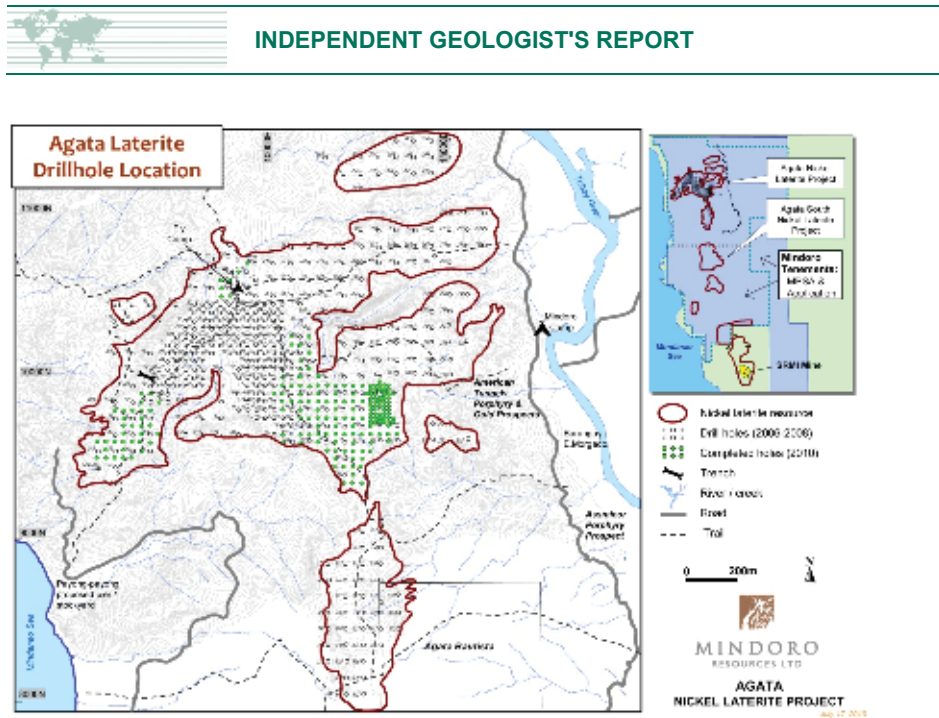


Figure 5: Agata Nickel Project Drill Hole Location Plan

2.4.1 Drill Hole Collar Survey

Drill collars were surveyed using a Nikon Total Station DTM-332 with the survey tied to six National Mapping and Resource Information Authority (NAMRIA) satellite/GPS points using either PRS 92 or WGS 84. Consequently, the baseline for the local gridlines is based on 51 Mindoro control stations. About 65 535 survey points, including drill hole collars, were established and imported to MAPINFO to derive a Digital Terrain Model (DTM).

2.4.2 Core Storage, Logging and Sampling

Drill cores are placed in covered core boxes to minimise contamination. Sealed boxes are transported to the core shed for logging and storage in appropriate core racks.

Geological logging was carried out by the site geologist using standardised logging codes for laterite horizons, weathering, boulder size and colour. Mindoro geologists classified the laterite profile into ferruginous laterite, limonite, saprolite, and saprolitic rocks; drilling advanced into bedrock in most holes. The various laterite horizons differ in thickness from hole to hole, and some horizons are absent in some of the holes. Drilling results indicated an average thickness of 2.79 m for the limonite horizon and 5.21 m for the saprolite. The laterite shows consistent development across the area tested by drilling although there is considerable variation in the thickness of the different laterite horizons, with the profile thinning significantly on steeper slopes in the valleys and on the steep sides of the Western Range.

Cores are measured to determine core recovery. Overall core recovery from the Mindoro drilling was 92.25% with approximately 65% of core intervals having 100% core recovery.

Core sampling is generally at one metre intervals except at geological boundaries within the laterite. Where possible the core intervals across boundaries were kept between 1.0 ± 0.30 m except in the saprolitic bedrock horizons where samples have a maximum length of 2.0 m. Whole core sampling was conducted on the first 132 drill holes while core from the next 17 holes was crushed and half of the crushed material



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retained as a duplicate. For all subsequent drilling, cores were cut in half longitudinally with half core retained for reference and half bagged for analysis.

All core sampling and logging was supervised by a Mindoro geologist or mining engineer.

2.4.3 Sample Preparation and Analytical Procedures

McPhar Geoservices (Philippines), Inc. (McPhar) analysed the first 2689 samples. Subsequent samples were analysed by Intertek Testing Services Phils. Inc (Intertek). Both laboratories have internationally accepted quality accreditation (McPhar is an ISO 9001-2000 accredited company and Intertek is an ISO 17025 2005 accredited company).

McPhar analysed Ni, Co, Fe, Mg and Al by Atomic Absorption Spectroscopy (AAS) and SiO₂ and P are assayed by gravimetric process. Intertek analysed each sample for Ni, Co, Fe Mg, and Al by AAS and SiO₂, CaO, Cr₂O₃, K₂O, MnO, Na₂O, P₂O₅, and TiO₂ using X-ray Fluorescence (XRF) using fused buttons rather than pressed powder.

2.4.4 Assay Data Quality Analysis – QA/QC

Assay data quality is monitored for precision and accuracy by use of duplicate or check assays to determine the internal precision of the analyses and by the use of Standard Reference Materials and umpire analysis by a separate independent laboratory to determine the accuracy of the analyses. Check samples submitted by Mindoro included field duplicates, Standard Reference Materials, coarse rejects and pulp rejects. These were included in all sample batches to check the accuracy of the laboratory results.

2.4.5 Results

All relative differences for the Field Duplicate samples are within acceptable limits, with values ranging from 0.16% to 1.72% (absolute) for McPhar and 0.04% to 1.54% for Intertek.

Reanalysis of the coarse reject samples was undertaken as an internal check on the crushing and sub-sampling procedures of McPhar to ensure that the samples taken for analysis were representative of the bulk sample. The results showed consistent high precision for nickel, cobalt and silica with good precision for iron, aluminium and magnesium.

Mindoro sent a total of 54 pulp rejects generated by McPhar in 2007 to Intertek in Jakarta for assay by XRF. The results show a high correlation between McPhar's original assay and that of Intertek for the pulps.

Mindoro also sent six pulp rejects analysed by McPhar in 2008 to Intertek Phils for cross analysis, while 103 pulp rejects from Intertek were sent to McPhar. Again there was good correlation between the two laboratories with a correlation coefficient (R²) ranging from 0.93 to 0.98.

2.4.6 Data Quality and Appropriateness for Resource Estimation

Peter Onley visited the main zone of mineralisation in the field and inspected the field office and a number of the drill sites to observe the drilling and core handling. In Golder's opinion the facilities and procedures met or exceed industry standard. While Golder has not independently verified the data we note that in previous resource estimates published by Mindoro and reported to the TSX the independent consultant responsible for the resource estimates verified the locations of selected holes by GPS. Twelve field duplicate samples were also collected and sent them to the same laboratory where they were originally assayed. The results indicate a good correlation between the two sets of analyses. The coefficient of determination R² ranges from 0.947 for nickel and 0.996 for iron.

Golder is satisfied that sampling, sample preparation analysis and QA/QC procedures adopted by Mindoro and its contractors are all of industry standard and provide an appropriate basis for Mineral Resource estimation.

2.4.7 Specific Gravity, Bulk Density and Moisture Content

Bulk density (BD) was measured directly on site, using large samples ranging in volume from 0.005 m³ to 0.08 m³ collected from twenty test pits distributed around the drilling area. The bulk samples were measured for volume, wet weight, and dry weight.

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Specific gravity (SG) of drill cores was estimated from portions 10 cm-20 cm in length and coated in paraffin wax to preserve the moisture.

Table 2 shows the summary results of these measurements. Dry bulk density used in the resource estimates was 1.24 t/m³ for limonite and 1.45 t/m³ for saprolite.

Table 2: Mean Bulk Density Measurements

Horizon	Mean Wet Density	Mean Dry Density	Mean Moisture Content %	No of Samples
Ferruginous Laterite	1.72	1.20	30.49	30
Limonite	1.81	1.24	31.74	37
Saprolite (Pit samples)	1.98	1.46	26.11	17
Saprolite (Core samples)	1.82	1.45	20.60	19

2.5 ANLP Mineral Resource Estimate

Mindoro published a Mineral Resource Estimate for the ANLP Project in September 2010. The Mineral Resource estimate was prepared by the Quantitative Group (QG), Perth, Western Australia and supervised by Mark Gifford, an independent geological consultant of Margaret River, Western Australia.

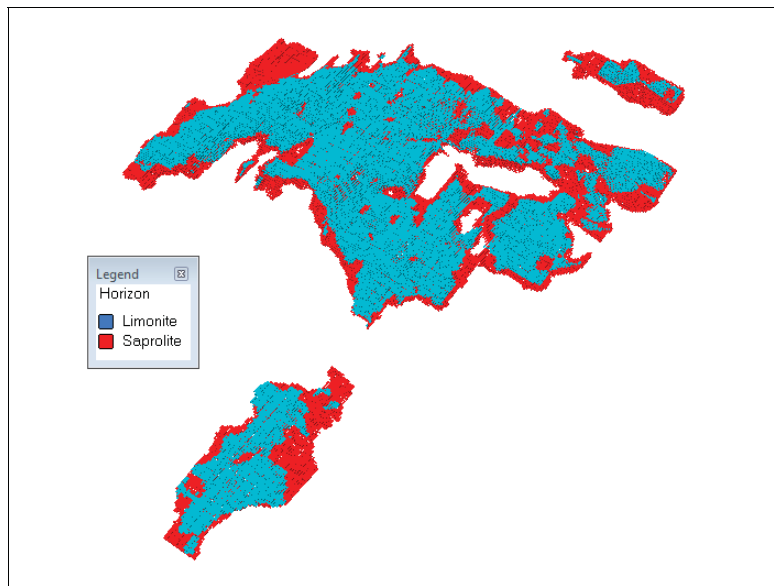


Figure 6: ANLP Block Model of Limonite and Saprolite Mineralisation

2.5.1 Geological Interpretation and Modelling

The geological interpretation was carried out by QG using Datamine (Figure 6). The limonite saprolite contact was identified in each drill hole using the magnesium assay data (<1% Mg in limonite to >5% Mg and often >10% Mg in saprolite). Surfaces representing the ground surface, base of limonite and base of saprolite were then modelled and a 3D model created to determine volumes and then tonnage after application of the bulk density factor.



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2.5.2 Block Modelling and Grade Estimation

QG undertook a contact analysis of grades across the limonite/saprolite boundary. It was noted that nickel grades tend to increase in depth through the limonite and decrease in grade with depth through the saprolite. The limonite/saprolite contact is marked by a sharp and substantial decrease in iron and increases in magnesium and silica.

Variography was undertaken for the six variables and no anisotropy was found in the horizontal plane. Grades were estimated using Ordinary Kriging with a block size of 5 m by 5 m by 1 m. Block model grades were validated against drill hole grades and no anomalies noted.

2.5.3 Resource Classification

QG considered both geology and geostatistics in classifying the resource, avoiding small patches of different categories. QG noted that the majority of the deposit is drilled on 50 m by 50 m or 100 m by 100 m grids which is sufficient to support an Indicated Resources category with Inferred Resources occurring in areas around steep-sided creek systems. Measured Resources are restricted to where drilling has been undertaken on a 25 m by 25 m pattern.

2.5.4 Mineral Resource Statement

Mineral resources were estimated as shown in Table 3, and were reported as dry metric tonnes (DMT). The Competent Person taking responsibility for the Mineral Resource statement is Mark Gifford, a Member of the Australasian Institute of Mining and Metallurgy. Mr Gifford is an Independent Consultant of Margaret River in Western Australia. Mark Gifford has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (the JORC Code). Mr Gifford has given and not subsequently withdrawn permission for the incorporation of the resource statement in the Prospectus in the form and context in which it appears.

Table 3: Mineral Resource Estimate at Ni Cut-off 0.5% (Limonite) 0.8% (Saprolite)

Class	Material	Cut off Ni%	Resource DMT (Mt)	Ni%	Co%	Fe%	Al%	Mg%	SiO ₂ %
Measured	Limonite	0.5	0.247	1.01	0.12	48	3	1	5
	Saprolite	0.8	0.535	1.15	0.03	11	0	18	41
Subtotal			0.782	1.10	0.06	23	1	13	30
Indicated	Limonite	0.5	9.963	0.94	0.11	46	3	1	6
	Saprolite	0.8	21.847	1.09	0.03	11	1	17	40
Subtotal			31.811	1.04	0.06	23	1	12	28
Measured & Indicated	Limonite	0.5	10.210	0.94	0.11	46	3	1	6
	Saprolite	0.8	22.383	1.09	0.03	11	1	17	40
Subtotal			32.592	1.04	0.05	23	1	12	28
Inferred	Limonite	0.5	0.260	1.00	0.11	44	3	2	10
	Saprolite	0.8	1.421	1.05	0.03	12	1	17	40
Subtotal			1.681	1.04	0.04	17	1	15	35

Golder considers that the Mineral Resource have been estimated appropriately and stated in compliance with the JORC Code.

2.6 Regional Nickel Exploration Potential

Mindoro reported on 26 February 2008 that mapping north of the Agata Project indicated potential for extensive additional nickel laterite mineralisation and a program of hand auger drilling was conducted to establish nickel laterite areas at least three metres thick and around one percent nickel. The auger is

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capable of penetrating only part of the upper limonite horizon and, rarely, the higher-grade saprolite horizon below. A total of 125 hand auger holes were drilled and a total of 438 samples assayed. Thicknesses and nickel grades within an economically relevant range were used to estimate the Exploration Target. Mindoro assumed that the laterite would be twice the thickness achieved by hand augering while the nickel laterite boundaries were estimated from mapping and hand augering. A specific gravity factor of 1.24 was used for both limonite and saprolite. These assumptions appear reasonable for the purposes of estimating an Exploration Target.

On 11 January 2010 Mindoro announced an Exploration Target on its northern Surigao Projects of from 50 to 70 Mt in a grade range of 0.9% to 1.2% Ni and 28% to 32% Fe (combined limonite and saprolite) over an area of about 900 ha.

The reader is cautioned that the nickel laterite mineralisation on the northern Surigao tenements is currently an Exploration Target only. An Exploration Target is conceptual in nature and there has been insufficient exploration to define a Mineral Resource and that it is uncertain if further exploration will result in the determination of a Mineral Resource.

2.7 Option and Scoping Study for Development of ANPL

A development options study prepared by Boyd Willis Hydromet Consulting (BWHC) recommended an initial Direct Shipping Ore operation (DSO) exploiting isolated parcels of high grade mineralisation followed by the establishment of a hydrometallurgical processing plant to treat the run of mine limonite and saprolite mineralisation. There are a number of deposits in the region either in production, providing Direct Shipping Ore (DSO) to markets and processing plants in China, Japan, Korea and Australia to meet the demand for ferro-nickel feedstock for stainless steel production. These include the SR Metals Mine, the geological extension of the Agata nickel laterite mineralisation, located about 4.5 km south-east of ASLP.

A Scoping Study into the hydrometallurgical options and the possibility of upgrading the limonite ores were conducted by Ausenco Vector (AV). AV considered three processing routes:

- Base Case – a major integrated high pressure acid leach (HPAL)/atmospheric leach (AL) process with nickel recovered by direct solvent extraction (DSX) followed by electrowinning to produce nickel cathode. The base case is designed to produce 27 400 t of nickel cathode a year.

The estimated capital cost for the base case is USD1320 million comprising direct capital costs of USD837 million and indirect infrastructure costs of USD182 million and 30% contingency. Operating costs (excluding royalties) are estimated to be USD2.47/lb for nickel or USD1.59/lb for nickel including cobalt credits of USD18.00/lb.

- Option 1 – a scale-up of the base case increasing production to 42 000 t of nickel cathode a year.

The estimated capital cost for Option 1 is USD1740 million comprising direct capital costs of USD1100 million and indirect infrastructure costs of USD243 million and 30% contingency. Operating costs (excluding royalties) are estimated to be USD2.22/lb for nickel or USD1.35/lb for nickel including cobalt credits of USD18.00/lb.

- Option 2 – Atmospheric leaching of saprolitic material only. Nickel would be recovered by hydroxide precipitation of an intermediate mixed hydroxide precipitate product. This would produce 14 300 t of nickel in mixed hydroxide precipitate per year.

The estimated capital cost for Option 2 is USD740 million comprising direct capital costs of USD479 million and indirect infrastructure costs of USD91 million and 30% contingency. Operating costs (excluding royalties) are estimated to be USD3.25/lb for nickel or USD2.94/lb for nickel including cobalt credits of USD18.00/lb.

The scoping study is based on the current AGNL Mineral Resource and the assumption that drilling to test the Regional Exploration Target will add sufficient Mineral Resources to supply the base case project for at least 20 years at a production rate of 2.5 Mtpa. The Scoping Study also assumed cut-off feed grades of 0.8% Ni for limonite, 0.90% Ni for transition and 1.0% Ni for saprolite.

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3.0 SURIGAO GOLD AND COPPER-GOLD PROSPECTS

3.1 Introduction

The Agata gold and copper-gold project lies within part of the same tenements as the Agata Nickel Project (MPSA-134-99-XIII). The Agata tenements are prospective for porphyry copper-gold mineralisation.

Structurally controlled porphyry copper-gold and epithermal gold deposits occur along the Eastern Mindanao Ridge. Copper-gold deposits in the Surigao district are recognised to have an association with high-level intrusives and sub volcanic bodies located along north-northwest trending fault splays from the Philippines Fault. Hydrothermal mineralisation in the district is characterised as low-sulfidation epithermal style typically represented by low-sulfidation epithermal gold veins and porphyry copper-gold deposits.

From 1997 to 2000, Mindoro initially commissioned mapping of the tenements as part of due diligence prior to entering a Joint Venture with Minimax. This work interpreted auriferous hydrothermal veins at Agata as representing the upper levels of a porphyry system and recognised the potential for skarn mineralisation in the limestones. Mindoro undertook soil and rock sampling surveys and an interpretation of RadarSat remote sensing data. Work to date has identified prospects as shown in Figure 7.

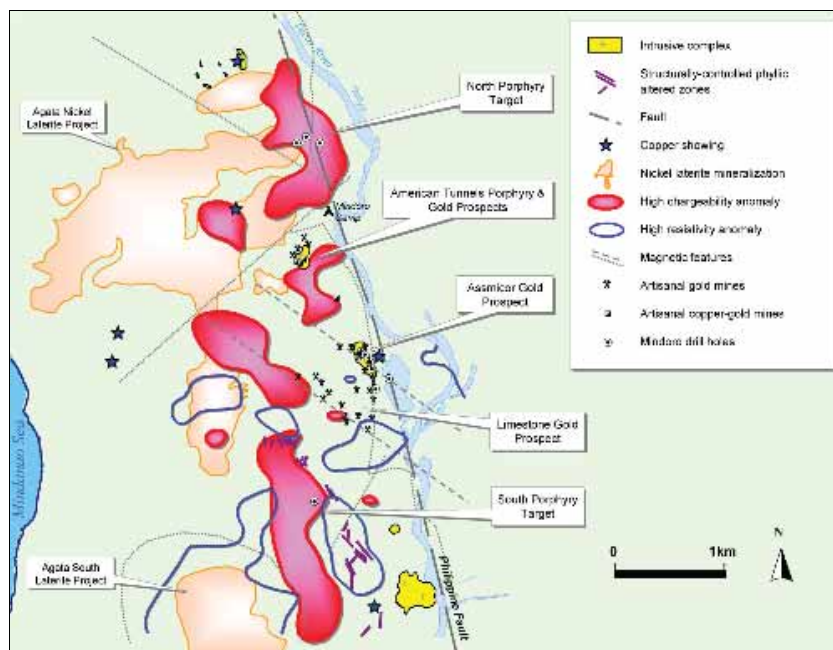


Figure 7: Agata Gold and Copper-Gold Targets

3.2 Mining and Exploration History

Early work, mostly by government agencies, comprising a regional survey of the area carried out in the 1940s and 1950s recognised the presence of small gold mines in the area. More detailed geological mapping and sampling was completed in the 1970s and 1980s and anomalous stream sediment samples were collected from near the Agata area. Sumitomo Metal Mining Company Inc explored the Asiga porphyry system to the east of Agata in the 1970s.

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Artisanal gold mining has been active within the project site since at least the 1980s. Gold is mined from underground at Assmicor and American Tunnels with soft oxidised material processed in simple equipment on site. Limited panning and sluicing of alluvial gold deposits is also practiced. High grading of copper mineralisation is also practiced by artisanal miners in the American Tunnels area.

Exploration to date, relying on geophysical and geochemical methods has identified several prospects with significant potential for the discovery of both porphyry copper-gold style mineralisation at depth and shallower epithermal mineralisation.

3.3 Prospect Descriptions

3.3.1 American Tunnels Copper-Gold Porphyry and Epithermal Gold

Mindoro gridded, mapped and sampled the American Tunnels prospects in 1999, collected soil and rock chip samples and drilled nine holes (DDH99-01 to DDH99-09) to explore gold and copper mineralisation (Table 4). Soil sampling identified widespread copper and gold anomalism associated with intrusive bodies mapped at American Tunnels and Assmicor-Lao prospects which are open to the east beneath cover in Tubay River flood-plain. Mineralisation at American Tunnels is interpreted as being indicative of porphyry copper mineralisation.

An IP survey identified a shallow chargeability anomaly extending over 800 m by 300 m, with associated resistivity and magnetic anomalies. Underground samples (rock chip and channel samples) were collected from local small-scale copper workings in 2008 and 2009 and gave significant results including 21.9 m at 3.7% Cu and 17.5 m at 2.0% Cu.

Table 4: American Tunnels 1999 Drilling – Significant Intersections

Hole No.	From (m)	To (m)	Length (m)	Gold g/t
99-01	0.00	7.80	7.80	0.63
99-02	0.00	7.20	7.20	0.43
99-03	9.00	18.00	9.00	0.54
99-04	11.20	12.00	0.80	12.4
	12.00	18.85	6.85	0.27
	43.80	45.30	1.50	5.58
99-05	2.40	21.20	18.80	1.13
99-06	0.00	24.20	24.20	1.38
99-07	0.00	5.60	5.60	0.72
99-11	38.10	41.95	3.85	0.56
	100.60	103.60	3.00	0.52

The copper mineralisation is interpreted as a high-grade, late-stage concentration at the upper contact of the intrusive stocks and dikes, and derived from porphyry copper-gold mineralisation at depth.

The American Tunnels area has also been mined for gold by artisanal miners at shallow depths of 5 to 20 m within an area of 200 m by 225 m. Underground sampling (continuous rock chip samples) by Mindoro gave significant results including an aggregate of 26 m at 1.9 g/t Au, 24 m at 2.48 g/t Au, 29.4 at 2.60 g/t Au and 15.3 m at 1.31 g/t Au. Eight holes (AmT-1 to AmT-8, totalling 830 m) tested targets at American Tunnels in 2009 in an area of small scale mining Holes AmT-3 to AmT-7 intersected anomalous copper over significant intervals and copper mineralisation in veins associated with porphyry-style alteration (Table 5).



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Table 5: American Tunnels 2009 Drilling – Significant Intersections

Hole No.	From (m)	To (m)	Length (m)	Gold g/t	Copper ppm
AmT-1	2.00	10.40	8.40		2259
AmT-2	16.90	40.40	23.50		417
AmT-3	9.30	24.30	15.00	2.32	199
	47.30	91.70	44.40		272
AmT-4	109.20	136.75	27.55		385
	13.60	15.00	1.40	0.61	330
	16.05	18.10	2.05		348
AmT-5	29.40	112.90	83.50		367
	12.40	43.7	31.30		387
AmT-6	41.80	46.20	4.40	2.44	
	1.60	51.60	50.00		611
	79.10	81.25	2.15	0.38	226
AmT-7	87.00	90.80	3.80	0.44	
	1.10	3.20	2.10	0.35	227
	15.30	69.10	53.80		306
	75.40	107.50	32.10		328

3.3.2 Assmicor Copper Gold Porphyry

The Assmicor prospect is located about 1 km south of the American Tunnels prospect. Mindoro gridded, mapped and sampled the Assmicor prospect in 1999, collected soil and rock chip samples and drilled two holes (DDH99-10 to DDH99-11) to explore gold mineralisation. Drill hole DH 99-11 intersected porphyry-style quartz-magnetite veins in altered diorite. Channel sampling of underground workings in the Assmicor workings demonstrated the presence of significant supergene enrichment at shallow depths.

3.3.3 Limestone Gold

The Limestone Prospect comprises an area of altered and mineralised limestone to the south and west of the Assmicor Prospect. Gold-in-soil anomalies occur over an area of approximately 600 m by 500 m and artisanal miners previously exploited shallow workings in the area.

Nineteen surface channel samples were collected in the Limestone Prospect area of which three samples reported 2.79 g/t Au over 3.7 m, 3.77 g/t Au over 2 m and 1.48 g/t Au over 3 m respectively. Anomalous gold (>0.1 g/t Au) extends over an area of 100 m by 50 m in oxidised limestone.

A ground magnetic survey identified a series of semi-continuous magnetic highs broadly coinciding with the distribution of ultramafic rocks interpreted to dip below limestone to the west.

3.3.4 Agata North and South Copper-Gold Porphyry

In 2004, Mindoro gridded, mapped and completed an extensive induced polarisation (IP) survey on 30 east-west oriented survey lines extending from 7800 N to 13 400 N. The IP survey identified chargeability anomalies that tend to strengthen with depth.

756 m were drilled in five holes to test these anomalies in 2005 – four holes in the North Porphyry Target and one at South Porphyry Target. None of the holes reached target depths because of drilling difficulties.

3.3.5 Tapan-San Francisco Property

Mindoro has earned 7% interest and has the option to acquire the remaining 25% interest at feasibility stage.

The prospect is located on north-east trending lineaments that host the Boyongan and Bayugo copper-gold porphyry deposits off Mindoro's tenements to the north-east. Porphyry-style alteration is widespread over an

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area of 3.5 km by 2 km. Seven IP chargeability anomalies were defined at Tapian San Francisco and two of these porphyry targets (C6 and C9) were tested by drilling in 2006. Three holes were drilled for a total of 1176 m and all three holes intersected low level anomalous gold and copper in the range of 0.1 to 0.2 g/t Au and up to 1100 ppm Cu.

A small high-grade copper skarn deposit was located at Masgad in the north of Tapian San Francisco and supported small-scale mining until a decline in prices forced the operation to close. Other prospects at Tapian San Francisco include Gold Hill, Cantikoy, Canaga, and Waterfalls.

- Gold Hill occurs in an area of historic artisanal gold mining reflected in a strong soil anomaly overlying a strong chargeability anomaly covering 600 m by 500 m that may indicate the possible presence of sulfides at depth.
- The Cantikoy prospect contains a strong chargeability anomaly over 600 m by 500 m that may be the possible presence of sulfides at depth. Like Gold Hill, it is capped by resistivity anomaly and underlain by andesitic volcanics with multi-phase intrusive stocks and dikes. High temperature propylitic alteration with structurally-controlled zones of intense phyllic alteration and localised potassic alteration are prevalent. Mineralisation located in several areas including a trench of 25 m at 1% Cu and 0.5 g/t Au is interpreted as porphyry-related copper-gold mineralisation. This interpretation is supported by extensive strong coincident soil Cu-Au-Zn soil anomalies.
- Canaga is defined by an arcuate chargeability anomaly over 400 m by 300 m occurs within an area of coincident copper-gold soil anomalies. Three holes drilled to test the anomalies in 2006 intersected prospective host rocks with minor chalcopyrite mineralisation but no significant intersections were reported.
- The Waterfalls Prospect is defined by coincident strong chargeability and resistivity anomaly over 800 m by 600 m, supported by coincident stream sediment gold-copper-arsenic-zinc anomalies. Old adits are found in the area.

3.3.6 Tapian Main Property

The Tapian Main property has potential for shallow epithermal mineralisation along the Rosario and Samson zones and their possible extensions. There is an interpreted porphyry target at Tapian Main to the west and south-west of the Mt. Tapian prospect in a favourable structural setting near the Philippine Fault. A chargeability anomaly covers 1 km by 1 km with flanking resistivity anomaly occurs within altered andesitic volcanics. Extensive historic small-scale mining of epithermal gold is present in the area.

3.3.7 Tapian Extension

Reconnaissance mapping and sampling located extensive phyllic alteration in andesitic volcanics and widely distributed calc-silicate boulders grading in the 1% Cu range in the Bolobolo Target. Mineralisation is hosted by talc chlorite schist overlying a thick calc-schist. Primary sulfides are chalcopyrite and bornite associated with hematite and some magnetite. The mineralisation can be traced for about 100 m along the schist layer.

3.3.8 Bolobolo

The Bolobolo prospect is approximately 40 km from Butuan City, to the south of the Tapian Main prospect.

Mineralised and altered float and outcrop may be related to porphyry style mineralisation. Grab samples from stream boulders range up to 1.9% Cu.

3.3.9 Mat-I

The Mat-I Project is approximately 10 km south of Surigao City. Mindoro has the option to earn up to 75% interest through exploration expenditure.

Geochemical surveys have defined four moderate copper in soil anomalies of greater than 100 ppm and up to 268 ppm over an area of 2000 m by 200 to 300 m. These anomalies have not been tested.



4.0 BATANGAS PROJECTS

4.1 Introduction

Mindoro holds title to a total of 29 117.58 ha in the Batangas region which are being explored for epigenetic gold and porphyry copper-gold styles of mineralisation. While Mindoro is undertaking exploration in its own right on the Archangel Project, exploration on the other projects is being funded and managed by Gold Fields Limited under the terms of a farm-in agreement.

Mindoro has defined a small gold resource at Kay Tanda and Pulang Lupa.

4.1.1 Regional Geology

The Western Luzon Arc comprising a series of north-west trending volcanic centres and extends from Central Mindoro to Zambales. The arc is related to eastward subduction of the South China Sea Plate at the Manila Trench. The volcanic centres that comprise this arc, from north to south, include Mt. Pinatubo, Mt Natib and Mt Mariveles on the Bataan Peninsula, the Maatas Na Gulod Complex in western Cavite, a series of small volcanic centres (Palay Palay, Caluya, Cariliao and Batulao), and the Talahib and Lobo volcanic centres in the southern Batangas district (Figure 8).

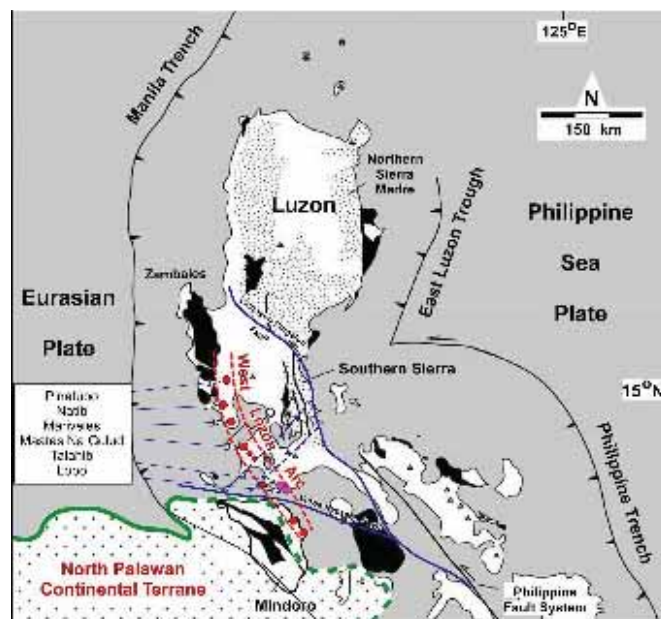


Figure 8: Structural Setting of Southern Luzon (from Rohrlach)

During the Pliocene, a period of extensional tectonics affected the Batangas Peninsula. To the north of the project area, an east-northeast trending topographic depression corresponds to the axis of recent volcanic activity in the Macolod corridor. This comprises a north-east trending series of extensional structures, associated with horsts and grabens, perpendicular to the Manila Trench to the west. These are interpreted as transfer structures that tapped deep-seated magmas forming the line of volcanoes along the Macolod corridor. The project area is located on the southern flank of Mt. Lobo where extensional structures are interpreted to have focused magmatism and controlled hydrothermal systems.

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During and after the Late Pliocene, extension focused along the Macolod Corridor and pulses of magmatism (especially the andesitic intrusions) appear to be associated with gold mineralisation at Kay Tanda and the north-east trend is a major control on mineralisation and alteration in the Archangel Project.

A series of north-west trending structures parallel to the West Luzon Arc transect the Batangas and Cavite provinces including the Talahib and Lobo volcanic centres.

There are thus two major structural directions in the southern Batangas region, north-west and north-east. The north-west trending structures are arc-parallel in orientation, and several lie sub-parallel to splays off the Philippine Fault. The most important of these is the west-northwest trending Laiya Fault coincident with a large magnetic low which may result from alteration along the fault zone. The north-east trending structures are perpendicular to the arc which are probably extension structures related to present extension along the Macolod Corridor.

These early extensional structures can be seen passing near the Taysan porphyry copper deposit, a second separating the Talahib and Lobo volcanic centres, and a third zone of north-east trending structures defines the Archangel trend.

There are significant mineral prospects in the southern Batangas region and the Archangel Project area. This includes the Taysan porphyry copper deposit, 8 km north of the Calo, Pica, Balibago and El Paso porphyry prospects; the high sulfidation epithermal resource at Lobo on the Lobo MPSA and the Kay Tanda and Pulang Lupa epithermal prospects; the Bootin and Marita prospects in the Archangel MPSA. Other mineral occurrences and smaller prospects occur throughout the region.

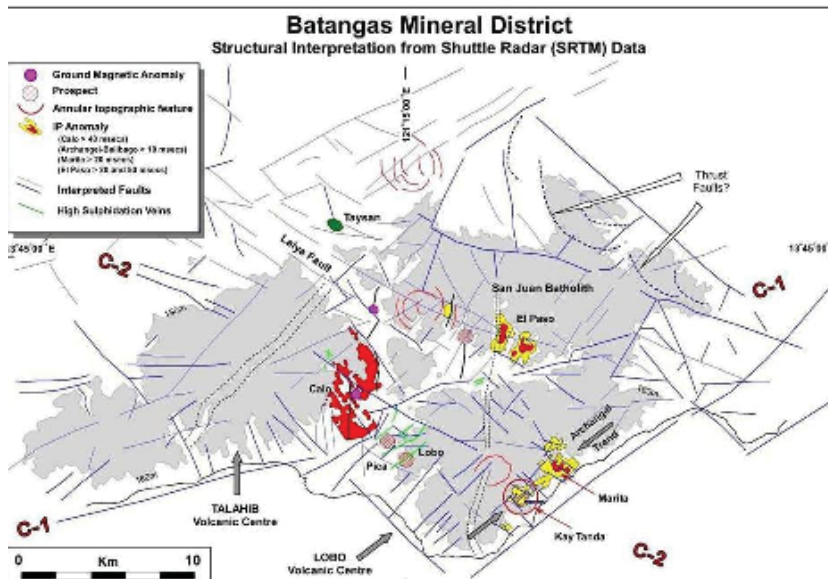


Figure 9: Regional Structural Interpretation (Rohrlach, 2008)

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4.2 Archangel Copper-Gold Project

4.2.1 Introduction

The tenements were acquired by Mindoro from Egerton Gold Phils. Inc who retain the entitlement to a one off payment of USD1 000 000 on start-up of a mining project on the tenements together with a 1% Net Smelter Royalty (NSR) on all minerals produced from the tenement.

The project is secured by MPSA 177-2002-IV of 1011.54 ha and EP-010-IV of 415.5 ha. Mindoro and Egerton have subsequently acquired additional tenements including those acquired from Philex Gold.

4.2.1.1 Location, Access and Infrastructure

The project is located approximately 115 km due south of Manila 150 km by road) on the coast east of Batangas City and immediately inland from Balibago to Marita (Figure 10). Access from Manila is via the Super Highway South and National Highway to Batangas City (110 km), then east by a sealed road from Batangas to Lobo (33 km) and then by an unsealed coastal road through a series of villages to Balibago. Forestry is the main land use and there are no indigenous settlements or land claims within the tenements.

The rugged topography within the tenements generally requires four-wheel drive on former logging tracks and specifically bulldozed access tracks or is by foot on footpaths.

The Archangel project has access to the Batangas port and is connected to the regional power grid. The Iliijan Natural Gas Power Plant is approximately 20 km south-west of the property.

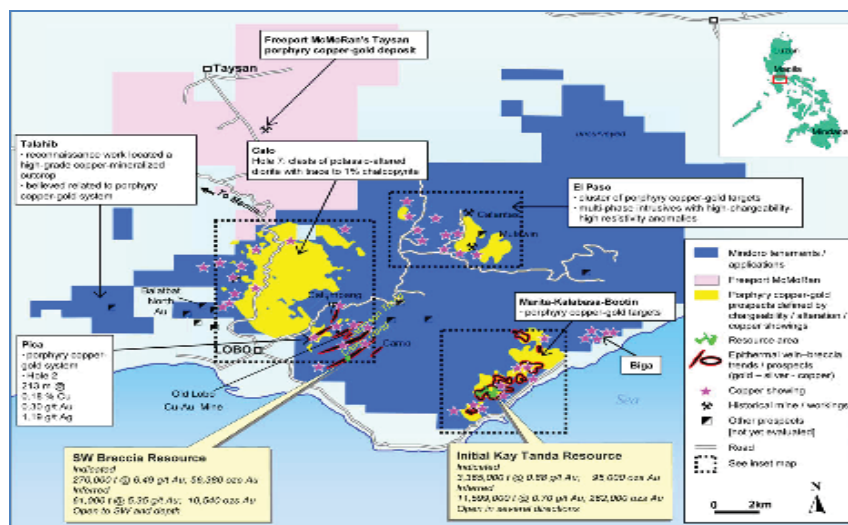


Figure 10: Batangas Project Prospects

4.2.1.2 Topography, Climate and Vegetation

The Archangel prospect is on the south-eastern flank of the deeply eroded Mt. Lobo extinct volcanic centre. Topography within the project area is rugged ranging from near sea level to 840 m elevation. The highest part of the tenement is the north-west of the Archangel MPSA. The central and south-eastern parts range from near sea-level to 500 m in elevation. Topography in the Kay Tanda prospect ranges from 260 m to 430 m.

The Kay Tanda and Pulang Lupa prospect areas are separated by the south draining Malagundi Creek and the north-east draining Malagundi Creek 1.

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The area experiences a tropical climate with pronounced wet and dry seasons related to the monsoon. Annual rainfall averages approximately 1680 mm with the wettest month being August when the area typically receives 25% of the annual precipitation. Rainfall occurs as short duration, high intensity storms. Typically the area experiences three to four typhoon-related weather disturbances a year.

Originally covered with tropical rain forest the area has been logged except on the steepest slopes with forest replaced by secondary regrowth timber, plantations of fruit and timber trees and some fallow land.

4.2.2 Project Geology and Mineralisation

The Archangel Project is approximately 5 km south-west of the Laiya Fault on the south-east flank of the Lobo volcanic centre. The geology is dominated by the Talahib Volcanic Sequence, a thick volcanic succession of dacite and andesite flows and tuffs of Middle to Upper Miocene age. The upper part of the Talahib Volcanic Sequence comprises intercalated porphyritic andesites and tuffs widely exposed in the Archangel Project. The Talahib Volcanics are locally overlain in the Kay Tanda area by bedded sedimentary rocks and minor limestone of the Calatagan Formation. Both are overlain by extensive andesitic Lobo Agglomerate which occurs on high ground on the Lobo volcanic feature.

The sequence is intruded by several phases of dioritic intrusions and a later dacites intersected in deeper drill sections at Kay Tanda. A late-stage and inferred syn-mineral dacite porphyry stock is mapped along the south-east margin of the Pulang Lupa prospect and is contiguous with dacite porphyry bodies encountered in drilling at the Kay Tanda prospect.

Altered and mineralised volcanic rocks and associated high-level intrusions of diorite, quartz diorite and dacite have been mapped along an approximate 6 km length of the Archangel MPSA. An extensive argillic zone encloses discrete centres of mineralisation that are clustered around inferred intrusive centres at Balibago, Pulang Lupa, Kay Tanda, Marita and potentially elsewhere on the property.

Gold mineralisation at Kay Tanda is interpreted as the upper part of a porphyry copper-gold system overprinted by epithermal veining. Pliocene Dacite dykes generally strike south-east parallel to the younger structures in the Kay Tanda area. Older pyrite±quartz veins and stockworks are cut by the gold-bearing quartz-base metal±carbonate veins. Hydrothermal breccias, such as in KTDH-04, present small high grade targets that may be amenable to underground mining.

Mineralisation at Pulang Lupa strikes broadly north-east and is hosted by quartz stockwork veins which may contain pyrite-chalcopyrite and which are overprinted by a silica-pyrophyllite±alunite alteration assemblage. Mineralisation is reasonably robust at a 0.5 g/t Au outline forming gently north-west. A sub-horizontal control on gold grade in the quartz stockwork veins is interpreted to results from precipitation of gold at a certain horizon related to pressure release of to supergene enrichment.

Silver values tend to be high and erratic and may range from hundreds to thousands of ppm Ag resulting in a Ag:Au ratio of mineralised rock in excess of 10. This compares with Kay Tanda where the Ag:Au ratio is usually less than 10 and Pulang Lupa is interpreted to lie at the distal part of the hydrothermal system.

Six principal epithermal deposits have been identified in the Archangel property: Kay Tanda, Pulang Lupa, Ahit-Balibago, Lumbangan, Marita and Bootin, together with several minor prospects.

- Ahit-Balibago Prospect has an 800 m by 600 m IP anomaly, coincident with intense argillic alteration and strong copper anomalies in soil samples. The area was tested by reconnaissance diamond drilling to approximately 500 m depth at 500 m spacing in 2006. Drilling and intersected dacite porphyry, diorite and quartz diorite stocks but no significant mineralisation.
- Lumbangan Prospect has mapped argillic alteration extending 600 m along strike and 200 m in width. Silica-rich zones, occupying ridge tops interpreted as advanced argillic zones are also aligned along a south-west trend. Mineralised veins striking east-northeast and south-east were sampled and returned values of up to 1 m at 5.8 g/t Au. Background values in other silica veins are around 0.1 g/t Au.
- Marita is defined by a zone of alteration within an IP anomaly of 1000 m by 700 m. Veins within intensely argillised and brecciated rocks were found to host gold silver mineralisation with a maximum value recorded from a channel sample of 13.5 g/t Au and 4.4 g/t Ag.



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- The Bootin prospect is associated with IP anomalies. Zones of argillic alteration with local copper shows have been mapped and sampled with the best grab sample assaying 27.6 g/t Au from a north-northeast trending fault zone.

Kay Tanda and Pulang Lupa are discussed later in this report.

4.2.3 Exploration and Mining History

There are historic adits, test pits and very small underground workings which exploited narrow, higher grade gold-bearing veins on the Kay Tanda prospect.

Base metal exploration was conducted in the Balibago region by the Japanese prior to the 1940s, and Sumitomo Mining Corporation in the 1970s. Two holes were drilled to explore for porphyry copper mineralisation without apparent success.

The Philippines Mines and Geosciences Bureau conducted reconnaissance mapping, sampling and geophysical surveys in 1975 in the Batangas province. Anomalous geochemistry included the drainages from the Lobo Mine to the west of Kay Tanda.

Questor Surveys flew an airborne magnetic survey in 1983 over the Archangel area and World Geoscience flew a helicopter magnetic and radiometric survey over the Archangel and Lobo areas again in 1996 for BHPB at a flight spacing of 200 m. Both surveys identified magnetic anomalies from the Balibago Volcanics in Archangel and Pica-Nagtoctoc (Apical) at Lobo.

WMC completed geological mapping, rock-chip sampling, surface soil sampling, trenching, and ground magnetic surveys which identified Kay Tanda as a significant target with the highest rock chip sample returning 2 g/t Au. Sampling indicated a strong gold-silver-arsenic-mercury association indicative of epithermal mineralisation associated with silica alteration at Kay Tanda and Pulang Lupa with samples returning up to 12.5 g/t Au and 69 ppm Ag. WMC closed up soil sampling to 40 m by 50 m in the Kay Tanda-Pulang Lupa area in 1988 and drilled 1002 m in seven core holes which intersected phyllic alteration possibly related to porphyry copper mineralisation.

In 1997, Egerton Gold NL of Australia entered into an agreement with Apical Mining, the claim holder, but subsequently withdrew from the Philippines. Egerton's mineral assets were purchased and incorporated as Egerton Gold Phils., Inc. (Egerton) to hold the Lobo and Archangel Projects.

Chase Minerals of Canada (Chase) in joint venture with BHP Minerals Limited (now BHPB), followed-up the WMC work and drilled 13 wide-spaced reverse circulation drill holes (nine at Kay Tanda and four at the adjacent Pulang Lupa prospect) in 1998, intersecting alteration and low-grade gold mineralisation averaging 0.7 g/t Au in an area of approximately 600 m by 400 m. BHPB identified a large aeromagnetic anomaly at Archangel coincident with a wide potassic anomaly reflecting predominantly argillic alteration.

In 2000, Mindoro entered into a deal with Egerton to acquire a 75% interest in both projects and subsequently expanded its ground holding in the region and amalgamated most of the gold-copper prospective areas in the region into a set of contiguous land packages.

Geological mapping, soil grid sampling, channel sampling, an IP survey and drilling delineated further resources at Kay Tanda and Pulang Lupa. Reconnaissance work in July 2002 outlined a 1.5 km by 5 km gold and copper anomaly at Archangel.

Mindoro commissioned a Mineral Resource estimate in 2002 using WMC and Chase data at Kay Tanda and Pulang Lupa. An Inferred Mineral resource estimate was reported of 17 Mt at a grade of 0.68 g/t Au and 2.48 g/t Ag containing 370 000 ounces of gold and 1 300 000 ounces of silver. This would currently be classified as an Exploration Target under the current JORC Code.

Further percussion and diamond drilling was completed 2006 and 2007 prior to Mindoro entering a farm-in agreement with Avocet Minerals on the Kay Tanda prospect. Avocet drilled 14 holes for 2042 m in 2009 across the strike of previous drilling and high-grade epithermal veins and remodelled the mineralised domains.

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4.2.4 Kay Tanda-Pulang Lupa Evaluation Drilling

Mindoro used both reverse circulation rotary drilling (RC) and diamond drilling (DD) at Kay Tanda Prospect and Pulang Lupa in 2006 and 2007. The program comprised 147 RC holes and 26 DD holes for a combined total of 23 042 m of drilling.

Previous drilling by Chase Minerals comprised 13 RC holes for a total of 1544 m and WMC drilled seven holes for a total of 1002 m. At the time the Chase percussion holes were drilled, Chase did not have formal QA-QC procedures in place. As it is not possible to determine the precision or accuracy of the results from that drilling from the data, Mindoro located nine holes in the field and re-bagged samples found at the drill site. Seventy-five samples were re-sampled to check the original Chase analytical results. A series of blanks and certified standards were submitted together with the Chase samples and results confirmed the reliability of the Chase data.

Four drilling contractors were used in drilling the project, two for the RC drilling and two for the diamond drilling as shown in Table 6.

Table 6: Drill Statistics

Operator	Drill Contractor	Kay Tanda	Pulang Lupa	Drill Type	Metres
WMC	NA	7		DD	1 002
Chase	NA	9	4	RC	1 544
Mindoro	East-West Drilling	13	13	RC	3 206
	DrillCorp Philippines	93	28	RC	13 542
	United Philippines Drilling	24	2	DD	6 294
Avocet	Indodrill Philippines	14	0	DD	2 042

Logging and sampling of holes by Mindoro was supported by formal protocols established by an independent consultant at the start of the drilling program in 2006.

The sample recoveries for the RC percussion program were calculated as mass recovery and core recovery was measured directly from core trays. Average RC recovery was acceptable with an average of approximately 77%.

The average core recovery for the both the Mindoro and Avocet drilling program was almost 98% percent and approximately 88% of the core runs had 100%. Near surface PQ drilling showed a lower average recovery of 94%.

Both RC and DD sample recovery are considered good and adequate for resource estimation purposes.

Evaluation drilling conducted by Mindoro covers an area of approximately 500 m by 500 m at Kay Tanda and 200 m by 300 m at Pulang Lupa. Drill sections are 50 m apart and drill spacing is at 50 m centres on most sections, with some infill to 25 m spaced centres locally at Kay Tanda and Pulang Lupa.

It is considered that drill spacing is sufficient to define both the geology and the stockwork mineralisation and to support a resource estimate.

4.2.4.1 Specific Gravity

Mindoro submitted 345 core samples comprising 150 to 250 mm sticks of quarter or half core to the McPhar Laboratory for specific gravity analysis by the volume displacement method.

4.2.4.2 Drill Hole Survey

All of the Avocet DD holes and 21 of the 26 DD holes drilled by Mindoro were surveyed downhole using an Eastman single-shot downhole camera at approximately 50 m intervals and at bottom of hole. Vertical core holes KTDH-01 to KTDH-04 and KTDH-13 and RC holes were not surveyed downhole.



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The majority of diamond drill cores during both the Mindoro and Avocet drilling were oriented using a gravity-oriented spear in angle holes to mark the lower side of the core.

All Mindoro drill hole collars at Kay Tanda and at Pulang Lupa were surveyed using a Nikon Total Station EDM Instrument (model DTM-322) using established survey control points as local datums. The control points were tied to three survey stations established using differential GPS with Universal Transverse Mercator (UTM) coordinates. Avocet drill collars were surveyed by tape and compass traverses from the nearest surveyed drill hole which was frequently closer than 10 m.

Topographic surveying was completed in Talon, Ahit, Balibago, Bagnasan and Lumbangan areas using a Nikon Total Station instrument with some grid lines using tape and compass.

4.2.4.3 Sampling, Sample Preparation and Assay

Percussion drill samples were collected from a cyclone into large plastic sample bags prior to being split for analysis. Drill core was marked for splitting during logging by a geologist and cut longitudinally by diamond saw.

Mindoro used McPhar Geoservices (Philippines) Inc. as the principal analytical laboratory for samples from the Kay Tanda drilling program. Intertek in Jakarta was used as the secondary laboratory for the RC drill sample assays. All the samples generated by the Avocet due diligence drilling program were prepared and analysed by McPhar Geoservices (Philippines) Inc. with Avocet's in-house laboratory at the Penjom Gold Mine in Malaysia used as the check laboratory.

4.2.4.4 Assay Data Quality Analysis – QA/QC

A total of 9873 RC samples and 4192 core samples were submitted to the McPhar Laboratory for analysis.

All samples were analysed for gold using fire assay in AAS finish on 50 g samples. The analytical protocol for fire assay follows industry standard procedures. Samples were also analysed for silver, copper, lead, zinc and arsenic. Copper, lead zinc and silver were analysed by AAS following aqua regia digestion. Analysis of arsenic is by vapour generation and AAS from an acid leach.

Quality Control was maintained by using an industry standard Quality Assurance procedure to validate the results from the laboratory.

Mindoro also submitted field duplicates, coarse rejects and pulp duplicates together with the primary samples as a further check on precision of the laboratory. To check accuracy, standard reference materials and blanks were submitted to McPhar at the rate of approximately 1 in 24 samples together with the primary samples and a second split of approximately 3% of primary samples were sent to Intertek for a duplicate analysis. Avocet also submitted standard and blank samples and used its Penjom laboratory as the umpire laboratory.

The QA/QC results indicated that both precision and accuracy were good and the assay results are considered appropriate for use in resource estimation.

4.2.4.5 Database Verification

Mindoro's database was verified for the purposes of the resource estimate by Dallas Cox who also undertook independent verification of selected field data in 2007 and 2008. Mr Cox stated in his NI 43-101 report on the resource estimate for Kay Tanda that he was satisfied that reliance may be placed on the data.

4.2.4.6 Metallurgical Testing

Metallurgical test work was undertaken on large diameter (PQ) core samples from oxide, transition and sulfide zones to determine the heap leach potential of Kay Tanda, Pulang Lupa and Lumbangan in 2004. Column leach tests were conducted at two different crush sizes of 100% passing 12.7 mm and 100% passing 50 mm. The gold dissolutions were 88.1% for the 12.7 mm crush size (after 30 days) and 81.7% for the 50 mm crush size (after 88 days). Further testing at Metcon Laboratories was completed in 2005. Material from a trench at Kay Tanda with grades of 3.58 g/t Au and 51 g/t Ag was tested and a carbon-in-leach test was completed at a grind size of 80% passing 75 um. The gold and silver dissolutions were 94% and 37% respectively.

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4.2.5 Kay Tanda-Pulang Lupa Resource Estimate

The geological interpretation was carried out using DataMine and wireframes were then developed for lithology, alteration, and structure to generate a 3D model. Two weathering profiles were modelled representing base of oxidation and top of fresh material. The zone between represents the transitional zone.

Grade top-cuts were based on log probability distribution of data within individual wireframes for both gold and silver. Variography undertaken in 2008 was used in selection of search directions. Bulk density values were assigned on the basis of oxidation domains – Oxide material – 2.35 t/m³, Transition material – 2.55 t/m³, Primary material – 2.65 t/m³.

The model was validated by visual inspection of individual drill hole sections against the block model without further statistical validation.

4.2.5.1 Resource Classification

The Mineral Resource classification is based on the data support for the individual block estimates and is a function of the search and the number of drill holes available.

4.2.5.2 Mineral Resource Statement

The Kay Tanda-Pulang Lupa resource estimate is based on data from 200 drill holes comprising 160 RC and 40 DD holes. These holes represent a total of 26 628 m of drilling which generated 16 423 assays and is effective August 2009.

The Mineral Resource was classified into Measured, Indicated and Inferred Mineral Resources and reported in accordance with the requirement of the JORC Code of 2004 at a cut-off of 0.3 g/t Au for oxide material and 0.5 g/t Au for transitional and fresh material for both the combined Mineral Resource and for the individual Mineral Resources at Pulang Lupa and Kay Tanda.

The Mineral Resource estimate for the Kay Tanda deposit is reported by Dallas M. Cox, an independent mining consultant of Bendigo in Victoria. Mr Cox is a Member of the Australasian Institute of Mining & Metallurgy and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (the JORC Code). Mr Cox has given and not subsequently withdrawn permission for the incorporation of the Mineral Resource Statement in the Prospectus in the form and context in which it appears.

The Mineral Resource estimate for Kay Tanda and Pulang Lupa is shown in Table 7.

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Table 7: Mineral Resource Estimate Kay Tanda – Pulang Lupa

Oxidation State and cut-off grade (g/t Au)	Kay Tanda					Pulang Lupa					Combined Kay Tanda – Pulang Lupa				
	Tonnes (Mt)	Gold Grade g/t Au	Silver Grade g/t Ag	Cont Gold (koz)	Cont Silver (koz)	Tonnes (Mt)	Gold Grade g/t Au	Silver Grade g/t Ag	Cont Gold (koz)	Cont Silver (koz)	Tonnes (Mt)	Gold Grade g/t Au	Silver Grade g/t Ag	Cont Gold (koz)	Cont Silver (koz)
Oxide (Cut off grade >0.3 g/t Au)															
Measured	1.80	0.61	2.32	35.2	134.6	0.87	1.20	18.88	33.7	528.7	2.67	0.80	7.72	68.9	663.2
Indicated	1.28	0.51	2.13	20.8	87.6	0.30	1.25	13.07	12.2	127.7	1.58	0.65	4.24	33.0	215.3
Inferred	0.53	0.56	2.40	9.5	40.7	0.15	0.59	5.22	2.9	25.7	0.68	0.57	3.04	12.4	66.4
Transition (Cut off grade >0.5 g/t Au)															
Measured	0.73	1.07	2.20	25.1	51.4	0.67	1.55	7.89	33.6	170.1	1.40	1.30	4.92	58.7	221.4
Indicated	0.69	0.93	2.16	20.6	47.8	0.37	1.46	3.46	17.3	41.1	1.06	1.11	2.61	37.9	88.9
Inferred	0.43	0.88	2.77	12.1	37.9	0.11	1.31	1.83	4.7	6.5	0.54	0.97	2.57	16.8	44.4
Fresh (Cut off grade >0.5 g/t Au)															
Measured	3.70	0.95	2.25	112.7	267.4	0.50	1.60	3.54	25.8	57.0	1.66	1.46	2.59	78.1	138.4
Indicated	3.13	0.83	1.97	83.3	197.7	0.34	1.72	3.52	19.0	38.9	1.50	1.26	2.09	60.9	101.2
Inferred	2.49	0.83	1.22	66.4	97.2	40.0	1.45	2.34	1.9	3.0	2.52	0.84	1.23	68.3	100.2
Totals															
Measured	3.69	0.95	2.25	112.7	267.4	2.05	1.42	11.5	93.1	755.8	5.74	1.12	5.55	205.7	1023.0
Indicated	3.13	0.83	1.97	83.3	197.7	1.02	1.48	6.35	48.5	207.7	4.14	0.999	3.04	131.8	405.4
Inferred	3.44	0.80	1.59	88.0	175.8	0.30	0.97	3.60	9.5	35.2	3.74	0.81	1.75	97.5	211.0
Measured and Indicated	6.82	0.89	2.12	196.0	465.1	3.06	1.44	9.78	141.6	963.5	9.88	1.06	4.50	337.5	1428.4

6. Independent Geologist's Report continued



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4.3 Gold Fields Joint Venture

4.3.1 Introduction

On 5 May 2009, Mindoro announced that a Memorandum of Agreement had been signed with a member of the Gold Fields group of companies, whereby Gold Fields may earn up to a 75% interest in each of Mindoro's El Paso, Lobo and Talahib porphyry copper-gold projects located in the Batangas Province of southern Luzon (Figure 11). The Gold Fields Lobo project includes both the Calo-Pica Prospect and Mindoro's former Lobo Prospect, which includes the South West Breccia Mineral Resource.

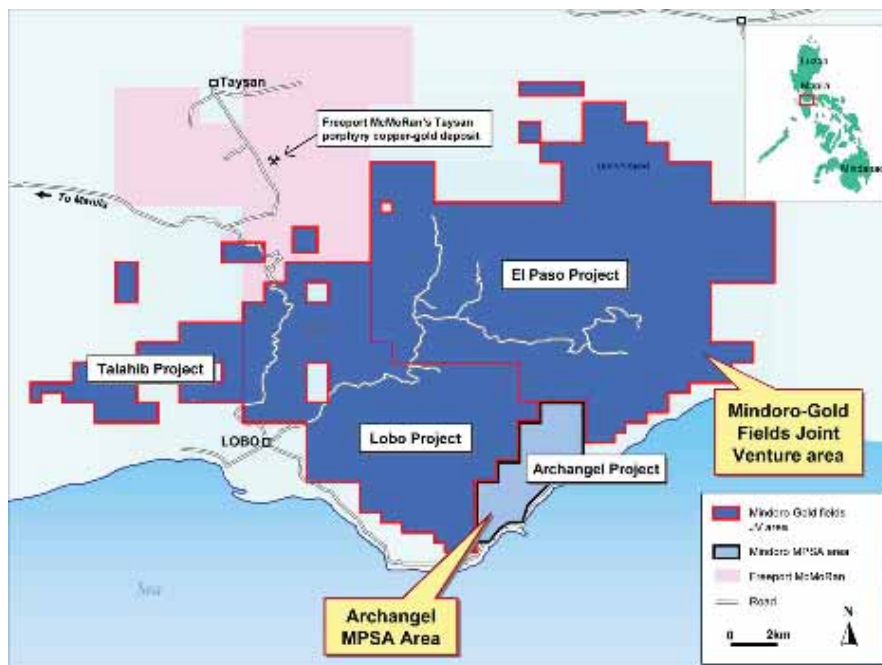


Figure 11: Gold Fields JV Tenements and Project Location Plan

Gold Fields may earn up to a 75% interest (51% in Phase 1 by expenditure of AUD4 000 000 and a further 24% in Phase 2 by completing a feasibility study or reaching a milestone expenditure) in each of the three projects. The milestone amount, for the El Paso project and the Lobo projects, is AUD16 000 000 and is AUD12 000 000 for the Talahib project in addition to the Phase 1 expenditures.

Mindoro will retain a 25% interest at a production decision. Gold Fields will manage the programs. The projects are being evaluated for their porphyry copper-gold potential.

4.3.2 Lobo Project

Lobo Project is secured by a granted MPSA, covering 1163 ha, two EPs covering 4072 ha, and two EP applications covering 2626 ha. Mindoro owns 100% direct and indirect interest of the Lobo Project via a wholly-owned Philippine subsidiary, subject to a 1% NSR to the original claim holders. The EP parcels are subject to a 2% to 4% NSR (Figure 12).



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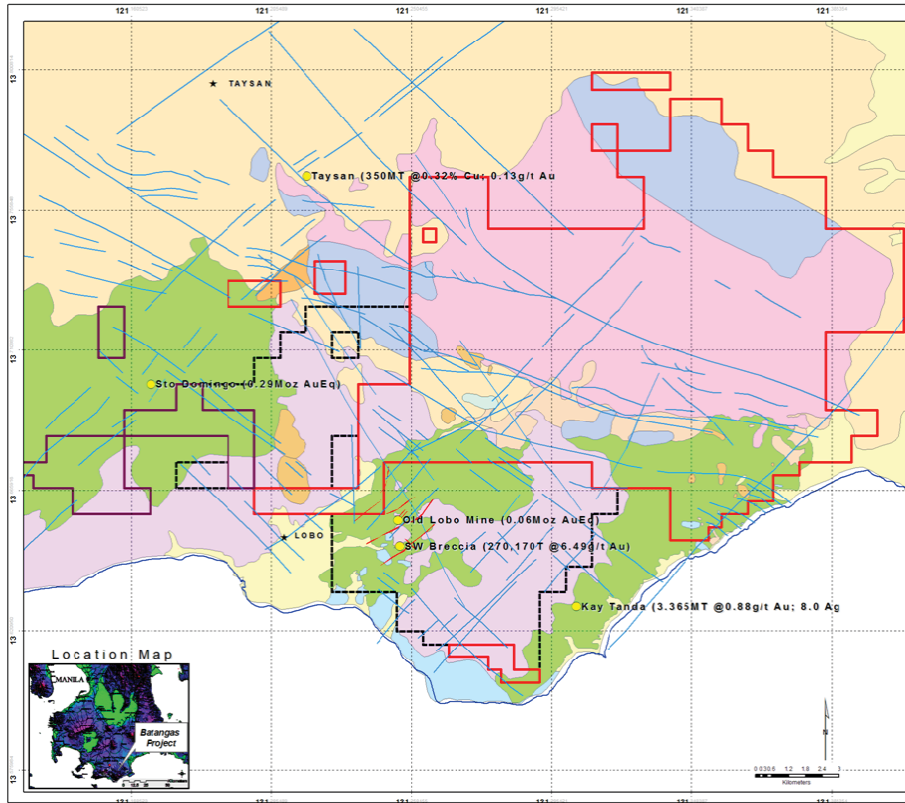


Figure 12: Lobo Project Tenements and Geological Setting

Gold Fields Ltd began drilling on Mindoro's Lobo gold and copper-gold project in July 2010 and proposes to test both the porphyry copper-gold and epithermal targets.

4.3.2.1 Calo-Pica Prospect

The Calo-Pica area represents a porphyry copper-gold prospect. A cluster of large IP chargeability anomalies has been defined at Calo with high chargeability readings of up to 100 msec against a background of 6 to 8 msec. The chargeability anomalies, which occur at the intersection of strong regional north-east and south-east trending structures, suggest potential for large concentrations of metal sulfides below the younger cover volcanics.

Porphyry copper-gold mineralisation was intersected in drilling by Mindoro on the eastern margin of Calo, where Pica Hole 2 intersected 213 m of 0.18% copper and 0.30 g/t gold. To the south-west, young volcanic cover above the chargeability anomaly contains copper mineralisation. Two trench rock chip samples gave 2.62% copper over 30 m, and 2.17% copper over 20 m.

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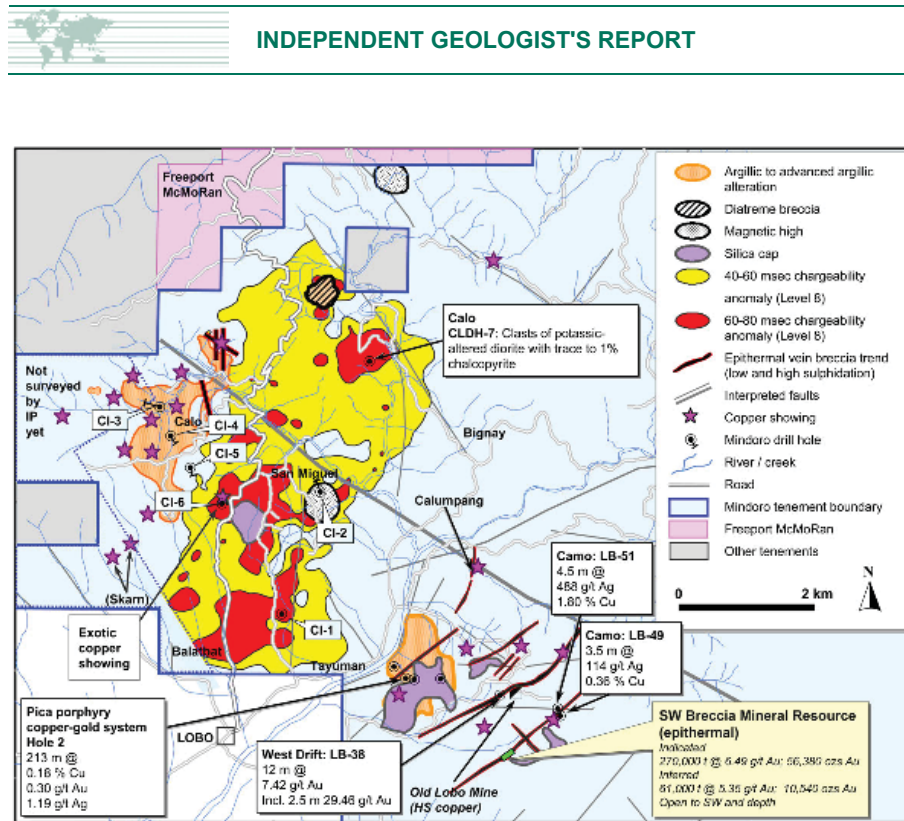


Figure 13: Calo-Pica Project Exploration Targets and Results

Seven wide-spaced drill holes, up to two km apart, were completed in 2007. The first six holes intersected weak to moderate alteration in places. Hole 7 intersected clasts with strong potassic, silica, clay and chlorite alteration within a debris flow (lahar) at depth, associated with trace to 1% chalcopyrite and up to 3% magnetite. These clasts are interpreted to be derived from a porphyry copper-gold system some hundreds of metres to the west, where there is a diatreme about 700 m distant.

Gold Fields is drill-testing copper-gold-molybdenum in soil anomalies identified during recent infill soil sampling on the Pica prospect and located immediately south-west of the porphyry copper-gold mineralisation intersected by Mindoro in 2005 (Pica Hole 2).

Subsequent drilling will test high-grade epithermal gold mineralisation associated with vein breccia trends, mapped over five to seven kilometres at Lobo and the South West Breccia.

Gold Fields also soil sampled over a cluster of gold prospects at Lobo and defined a prominent north-east trending 1700 m long by 200 to 500 m wide gold anomaly in the Ulupong-Sawahon prospect that coincident with anomalous copper, lead, zinc, molybdenum, arsenic, bismuth, and silver values. The soil anomalies are generally coincident with the epithermal vein breccia trends.

4.3.2.2 Lobo Prospect

The Lobo Project is underlain by altered Pliocene andesitic volcanics intruded by bodies of similar age, and overlain in places by Quaternary cover. Lobo is extensively mineralised with 7 km of north-east trending epithermal vein breccia recognised by Mindoro. The main vein breccias are located at Sampson and Camo which each extend over 2 km. Extensive silica-cap material and cover rocks may obscure other vein

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breccias on the tenements. Breccias are located along north-east trending structures, interpreted as regional transfer structures related to sinistral strike-slip deformation along splays of the Philippine Fault.

Mindoro has located two mineralised shoots on the north-east trend – a small gold resource at South West Breccia defined by drilling and the Sampson Vein at the old Lobo Mine where copper was mined during the 1960s. High gold-copper-silver values occur at surface in a number of areas along these trends. There are likely other mineralisation-shoots not exposed at surface that will require drilling to discover.

South West Breccia

Gold-silver-copper mineralisation is associated with a steeply west-dipping, quartz-barite-sulfide hydrothermal breccia in the south-west part of the Camo Trend. Trenching at the South West Breccia defined high gold values of up to 24.7 g/t Au over 14.5 m and 19.1 g/t Au over 11 m. The South West Breccia and other epithermal gold-silver prospects at Lobo pinch and swell because of strong structural control during mineralisation. Mineralisation probably occurs as multiple mineralised shoots, with vertical dimensions greatly exceeding horizontal dimensions. Considerable drilling is required to locate and evaluate blind mineralisation of this nature.

Mindoro drilled the South West Breccia and reported an Indicate Mineral Resource of 270 000 t at 6.5 g/t Au plus an additional Inferred Mineral Resource of 61 000 t at 5.35 g/t Au, open at depth and to the south-west. The resource estimate was based on 25 shallow drill holes drilled by Mindoro in 2004. The report was prepared in compliance with the requirements of an NI 43-101 and released in January 2005.

Table 8: Mineral Resource Estimate for South West Breccia (0.5 g/t Au cut-off)

Category	Tonnes	Grade Au g/t	Contained Gold Ounces (not adjusted for recovery)
Indicated	270 000	6.49	56 380
Inferred	61 000	5.35	10 540

There is potential to expand the South West Breccia resource and to locate new resources on the adjacent five to seven km of vein-breccia trends at Lobo as shown on the map below.

Sampson Vein

The Sampson Vein breccia was mined underground on a small scale in the 1960s at the Lobo Mine for copper-gold-silver. Old records show development workings and exploration drifts extended over about 300 m of strike and to shallow depths of less than 100 m. When the operation closed because of low metal prices, the Philippines Mines and Geoscience Bureau [1984] reported a small remaining "reserves" in the active stopes. The location of the remnant mineralisation is not recorded but Mindoro believes it is probably in the West Drift area and this remains a priority for follow up drilling. Other targets include high copper values and silver values (8.7% Cu and 1792 g/t Ag) in a quartz barite vein up to 8 m wide.

Nagtocotoc and Pica

Nagtocotoc and Pica are parallel to and similar in nature to Sampson and Camo Trends. Nagtocotoc prospect is a breccia-vein complex associated with quartz-clay-barite gangue within a zone of intense argillic alteration coincident with an aeromagnetic anomaly. The best grades from outcrop and float grab samples are 87 g/t Ag and 7.3% Cu.

Pica is a zone of intense silicification with barite-sulfide veins and breccias interpreted as being of epithermal origin and overlying a possible porphyry intrusive source at depth.

4.3.3 El Paso Project

The El Paso Project consists of three EPs covering 11 778 ha, and three EP applications covering 6874 ha. Mindoro owns the EPs 100% via a wholly-owned Philippine subsidiary, subject to a 1% NSR to the original claim holder. The project is located 7 km north of the Lobo Project and 12 km from the Taysan copper-gold

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porphyry deposit. The area of immediate interest, 10 km north-northwest of the Archangel MPSA, lies within part of EP-009-IVA of 6315 ha which two non-contiguous blocks.

The project is located at the structural boundary between the north-eastern batholithic terrain and the younger southern volcanic terrain. The boundary is a favourable setting for mineralised intrusions. Typical porphyry related alteration has been mapped in the area and widespread copper-gold mineralisation is reported.

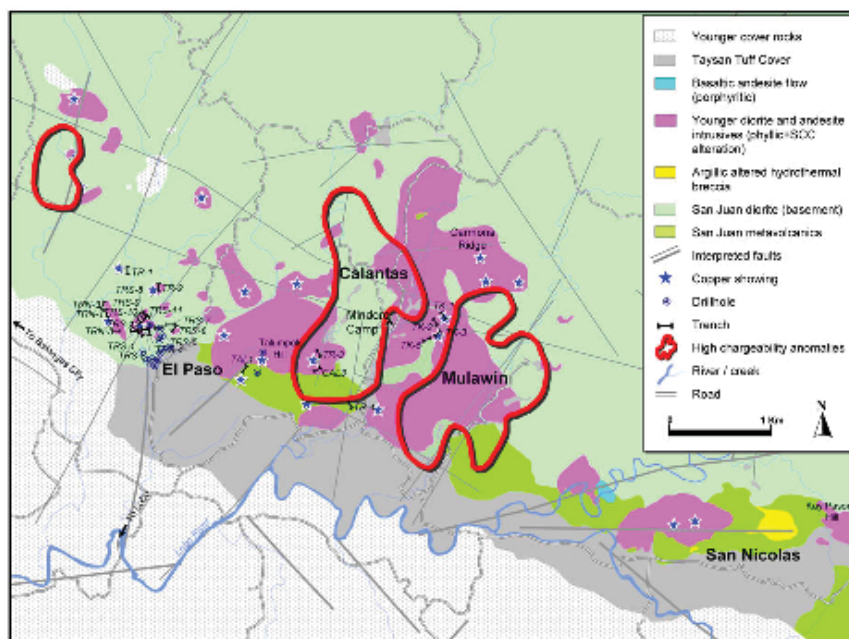


Figure 14: El Paso Exploration Targets and Results

IP surveys by Mindoro have defined two significant IP chargeability anomalies at Calantas and Mulawin, approximately 2 km to the east of a copper-gold showing tested by earlier explorers. Magnetite, chalcopryite and bornite mineralisation has been identified in quartz veins in places and trenching at the north-west edge of Mulawin, returned 0.88% Cu, 0.14 g/t Au and up to 57 ppm Mo over 15 m and may indicate potential for porphyry copper-gold mineralisation at depth.

El Paso Preliminary Drilling

El Paso was tested by Gold Fields during 2009 with six wide-spaced holes. Hole EPDD001 intersected 42 m of 0.5% Cu in a highly altered diorite porphyry dyke interpreted as being derived from a proximal porphyry copper-gold system. Results are shown in Table 9. Gold Fields is planning a detailed follow-up program.

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Table 9: El Paso Reconnaissance Drilling – Significant Results

Prospect	Hole No.	From (m)	To (m)	Length (m)	Cu%	Au g/t	Ag g/t	Mo ppm
El Paso Hill	EPDD001	6.0	48.2	42.2	0.50	0.04	2.30	72
	EPDD002	43.5	63.3	19.8	0.29	0.04	2.2	52
Kay Tabla	EPDD003	42.6	50.2	7.6	0.23	0.05	2.8	26
Mulawin	EPDD006	234.5	237.5	3.0	0.17	0.62	2.2	-

4.3.4 Talahib

The Talahib Project consists of one Exploration Permit (EP) covering 872 ha, and one EP application covering 831 ha. It is located approximately 8 km west of the Lobo Project and approximately 11 km south-west of the Taysan copper-gold porphyry deposit. Mindoro has 100% interest in the Talahib EP via a wholly-owned Philippine subsidiary, subject to a 1% net smelter royalty to the original owner.

The prospect is underlain by andesitic volcanics intruded by a series of strongly altered diorite and microdiorite intrusions, and capped in places with younger Quaternary tuff. Stream sediment sampling yielded strong anomalies to 650 ppm Cu, 0.47 g/t Au, 100 ppm Pb and 327 ppm Zn. Reconnaissance rock channel sampling of heavily mineralised hydrothermal breccia assayed 3.33% Cu and 0.10 g/t Au over 20 m, which included 6.55% Cu and 0.16 g/t Au over 10 m. About 200 m south of this, an outcrop of altered diorite gave 0.74% Cu and 0.15 g/t Au over 30 m. Another channel sample from altered diorite outcrop 500 m north of the hydrothermal breccia, assayed 1.04% Cu and 0.09 g/t Au over 20 m.

5.0 PAN DE AZUCAR PROJECTS

5.1 Introduction

The Pan de Azucar Project is located on Pan de Azucar Island, Concepcion municipality, 112 km north-east of Iloilo City in Panay Island, Central Philippines (Figure 1). Mindoro currently has a 40% interest in the project with the right to earn up to 75% with Minimax holding the balance.

The main targets are the Valderama pyritic massive sulfide and Asparin Hill porphyry copper-gold prospects.

5.2 Geology and Mineralisation

Pan de Azucar Project is located within and adjacent to a collapse caldera structure filled with andesitic and dacitic rocks, the preferred hosts for mineralisation (Figure 15). The caldera-fill suite is pervasively altered and hosts structurally controlled mineralisation. The caldera wall consists of unaltered andesite porphyry non-welded andesitic ignimbrites. Drilling intersected dioritic intrusive bodies within the sequence.

5.3 Exploration

Mindoro conducted geological mapping and rock chip sampling beginning in early 1997 which returned anomalous values of copper, gold, zinc, silver, and arsenic from gossanous rock samples. This was followed up with a detailed soil geochemical survey on a surveyed grid. The survey collected 2104 soil samples of which 1764 samples were analysed for gold, copper, silver, zinc lead and arsenic. Ten rockchip float and outcrop samples were also analysed for the same elements and twenty-one mineragraphic and petrographic analyses of rock samples were completed. Some multi-element scans by X-ray diffraction (XRD) were also completed.

A seven line, 9.8 line-km IP and magnetic survey and 11 km ground magnetic survey defined a very strong high chargeability anomaly associated with Valderama Hill, and extending northwards to the limit of the survey.

Scout drilling in 2001 on the Valderama Zone (11 holes for a total of 1041 m) tested coincident geochemical and strong chargeability anomalies. The drilling intersected near surface, massive pyritic sulfides containing copper, gold, zinc and silver. Drill hole locations are shown in Figure 15.

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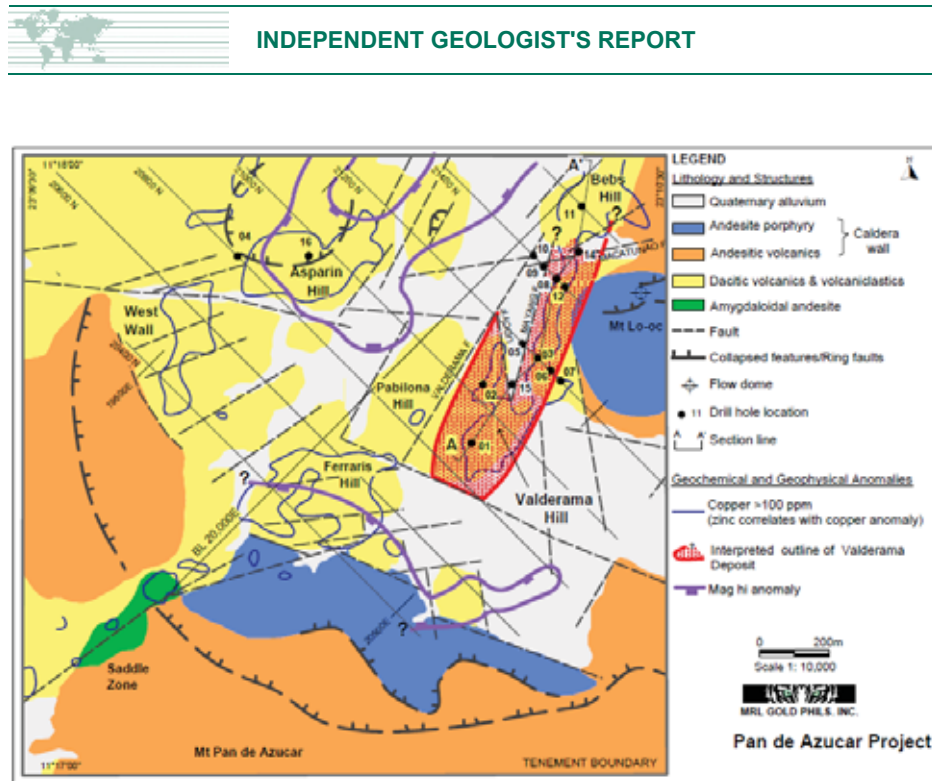


Figure 15: Valderama Project Geology showing Drill Hole Locations

The best intercepts were from holes PDA-03, PDA-06 and PDA08 (Table 10).

The gold-copper-silver-zinc mineralisation occurs as fracture fillings and replacements in massive pyrite. Chalcopyrite is the main copper mineral in a low-sulfidation epithermal style of mineralisation. Follow up with seven diamond drill holes totalling 476 m extended the drill pattern.

The Phase 2 drilling intersected lower grades than the Phase 1 drilling with best results being in holes PDA-12 to PDA-15 inclusive (Table 10).

The results were interpreted to indicate that a later, copper-gold-silver-zinc mineralising event superimposed on the massive pyrite deposit was irregular and erratic, reducing potential for an economic deposit. However, drilling to date has not tested the potential for an underlying porphyry copper deposit at depth.

Mineralisation at Valderama averages between 36% and 40% sulfur and with its proximity to the coast, may present an opportunity as a low-cost sulfur source for sulfuric acid production for the lateritic nickel deposits.



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Table 10: Significant Intercepts from Diamond Drilling (Phases I and 2)

Hole No	Intersection		Length (m)	Au g/t	Ag g/t	Cu%	Zn%
	From (m)	To (m)					
PDA-03	16.3	53.4	37.1	1.87			
PDA-06	6.0	47.5	41.5	1.20		0.12	
PDA-08	55.8	96.0	40.2	1.21	4.34	0.69	0.63
PDA-07	29.5	34.2	4.7	1.19	13.4	0.99	1.23
PDA-09	20.4	23.0	2.6	1.97	31.1	2.2	1.3
PDA-12	46.8	79.1	32.3	0.59			
PDA-13	6.9	12.9	6.0	0.49		0.41	
PDA-14	70.7	78.5	7.8	0.29			
PDA-15	10.0	13.0	3.0	0.66		0.16	
	16.0	24.0	8.0	0.54		0.33	

At Asparin Hill, the second phase drilling appeared to upgrade the potential for a porphyry gold-copper target. Hole PDA-16 was drilled entirely within intensely altered dacitic volcanics. Three phases of alteration were recognised – early pervasive illite-sericite overprinted by potassic-silicate alteration again overprinted by later sericite-chlorite alteration. The sericite-chlorite alteration is associated with abundant pyrite. Chalcopyrite was detected down to 35 m as and occurs in trace amounts up to about 2% by volume. It occurs as fracture fills, disseminations and as streaks and bands, occasionally rimming pyrite and sphalerite. The best intersection was 10 m (from 5.0 to 15.0 m) assaying 0.24% Cu and 6 m (from 20.0 m to 26.0 m) assaying 0.31% Zn.

6.0 CONCLUSIONS AND RECOMMENDATIONS

Mindoro has identified a significant nickel laterite resource at Agata and the results of the Scoping Study indicate that economic development of an integrated HPA/AL process may be possible assuming that sufficient Mineral Reserves can be developed to supply the Base Case project for 20 years at a production rate of 2.5 Mtpa.

Exploration for copper-gold and gold mineralisation is continuing to locate mineralisation both in Surigao and in Batangas and the projects merit further exploration.

The company advised its proposed expenditure is as follows:

Table 11: Proposed Exploration and Development Expenditure

Projects	Period end Jun 11	Period end Jun 11	Total
Ni Stage 1 DSO/Sintering Feasibility	AUD1 100 000	-	AUD1 100 000
Ni Stage 2 Large Scale Process Feasibility	AUD1 300 000	AUD3 900 000	AUD5 200 000
Ni Regional Exploration	AUD1 200 000	AUD700 000	AUD1 900 000
Cu-Au Regional Exploration	AUD400 000	AUD900 000	AUD1 300 000
Total	AUD4 000 000	AUD5 500 000	AUD9 500 000

In our opinion, that expenditure is reasonable and appropriate given the prospectivity of the tenements.

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7.0 GLOSSARY OF TECHNICAL TERMS

Aeromagnetics	Airborne measurement of the earth's magnetic field for the purpose of recording magnetic characteristics of rocks.
Albite	A variety of plagioclase feldspar.
Alkali	Chemically basic rock.
Alteration	Alteration of a rock by geological forces resulting in a change in its chemical or mineralogical composition.
Amphibolite	A metamorphic rock composed mainly of amphibole, a family of minerals in which the silica molecules are bound together in parallel chains.
Andesite	Fine grained igneous extrusive rock, mineralogical equivalent of diorite.
Anomalous	Having statistically significantly higher or lower values than the norm.
Archaean	The oldest rocks of the Earth's crust – older than 2400 million years.
Assay	Analysis to determine valuable metal content of a sample.
AusIMM	Australasian Institute of Mining and Metallurgy.
Basalt	A dark coloured, fine grained basic volcanic rock.
Base metal	A non-precious metal (commonly used to refer to nickel, copper, silver, lead and zinc).
Basement	Crustal layer of rock beneath the sedimentary strata.
Biotite	Common rock-forming ferro-magnesian mica material.
Breccia	A rock composed of broken, angular fragments in a fine-grained matrix.
Calcareous	Rocks containing a high proportion of calcite.
Cap	Forming or occurring on top of another rock.
Chalcocite	Copper sulfide mineral usually found in or near the oxidised zone of copper sulfide deposits.
Chalcopyrite	A copper iron sulfide mineral.
Chert	Dense, flinty, very fine-grained rock composed almost wholly of silica.
Chip Sampling	Method of sampling rock by taking 'chips' with a hammer.
Chlorite	A group of greenish silicate clay minerals, which are hydrothermal alteration products of tuffs, andesite and sediments.
Chrysocolla	Hydrous copper silicate mineral.
Clastic	Sediments derived from erosion of pre-existing rocks.
Complex	An assemblage of related rocks that have been intricately mixed or otherwise complicated.
Costean	A wide trench through the surface soil or debris to expose the bedrock for mapping and sampling.
Covellite Copper	sulfide mineral commonly found in zones of secondary enrichment above copper ore deposits.
Craton	A relatively immobile part of the earth, generally of large size.
Cretaceous	The final geological time period of the Mesozoic Era 140 Ma to 65 Ma.
Deformation	Process by which rocks are folded or faulted.
Deposition	The precipitation of mineral from solution or particles from suspensions.
Diamond Drilling (DD)	Rotary drilling using diamond-set or diamond-impregnated bits to produce a solid continuous core of rock.



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Diorite	A coarse grained igneous rock consisting of alkali feldspar, some pyroxene and or amphibole with a little quartz.
Dip	The angle at which layered rocks, foliation, a fault, or other planar structures, are inclined from the horizontal.
Disseminated	Fine grained mineralisation scattered evenly throughout the rock.
DMT	Dry Metric Tonnes
Dolerite	A medium-grained mafic intrusive rock composed mainly of pyroxene and plagioclase; crystalline basalt.
Dyke	A tabular igneous intrusion cutting across the bedding or other planar structures in the country rocks.
Eocene	Geological time period 40-58 Ma.
Exploration	Sampling, mapping, drilling and other work involved in the search for mineralisation.
Exposed	Description of an area of rock unobscured by soil, vegetation or water.
EM	Electromagnetics, a geophysical survey method of applying electricity to the ground to generate an electrical response.
Facies	Unit defined by its geological features.
Fault	A fracture (or a zone of fracture) in rock, along which there has been observable displacement between the two adjacent blocks.
Feldspar	A very abundant group of rock-forming silicate minerals in which calcium, sodium and potassium are in combination with aluminium.
Felsic	Descriptive of light-coloured, fine-grained igneous rock containing an abundance of mineral feldspar (generally potassium-rich) and quartz but with a very low content of mafic minerals.
Ferric	Pertaining to iron.
Ferruginous	Pertaining to or containing iron; red-coloured rocks in which the iron content has been oxidised.
Fold	Bend or buckle in any pre-existing structure in a rock as result of deformation.
Foliation	Orientation of minerals in a rock due to deformational processes.
Gabbro	Coarse-grained, dark igneous rock of similar composition to basic volcanics.
Geochemical anomaly	A concentration of one or more elements in rock, soil, water or vegetation that differs significantly from the normal concentration.
Geochemical surveys	The application of methods and techniques of geochemistry, such as soil and rock sampling, in the search for minerals.
Geochemistry	Branch of geology that studies the chemical content of rocks.
Geophysical survey	The exploration of an area in which physical properties (for example, resistivity, conductivity, magnetic properties) unique to the rocks in the area are quantitatively measured by one or more geophysical methods.
Gneiss	A metamorphic rock in which the foliation is marked by alternations of layers of light- and dark-coloured minerals and which results from the recrystallisation of pre-existing igneous or sedimentary rock.
Gossan	Rust-coloured, oxidised or weathered capping or staining of a mineral deposit – generally formed by the decomposition of metallic sulfides.
Grade	Quantity of gold or other metal per unit weight of host rock or sample.
Granite	Coarse-grained igneous crystalline rock with a high silica content.
Granitic/granitoids	Pertaining to or composed of granite.

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Greenschist	Metamorphic mineral assemblage typical of low-grade regional metamorphism.
Greenstone	Term for any fine-grained mafic igneous rock.
Grid	Systematic array of points or lines along which field observations are made.
Ground magnetics	Measurement of the earth's magnetic field from an instrument reading taken at or near ground level.
Haematite	A common iron oxide mineral.
Host rock	Rock containing mineralisation.
hydrothermal alteration	The alteration of rocks caused by circulating fluids.
Hydrothermal	The name given to any process associated with igneous activities, which involve heated or superheated water.
Igneous	Rock type formed by crystallisation from molten rock or magma.
induced polarisation (IP)	Geophysical survey method by application of electricity to the earth to induce a response from the underlying strata, which is then measured and interpreted.
Inlier	An area or group of rocks surrounded by rocks of younger age.
<i>In situ</i>	Term used to describe rocks and minerals found in their original position of formation.
Intersection	That portion of a drill hole, which passes through mineralisation or a feature of exploration interest.
Intrusive	A general term describing a mass of igneous rock, which solidified before reaching surface.
IP	A geophysical technique designed to identify sulfide mineralisation
JORC Code	Joint Ore Reserves Committee – Australasian Code for Reporting of Mineral Resources and Ore Reserves, 2004.
Laminated	Discrete layers of rock.
Laterite	Iron-rich residual surface rock capping formed by weathering in tropical conditions.
Leaching	Dissolving of minerals or metals out of ore or rock.
Limestone	A deep marine sedimentary rock comprised primarily of calcium carbonate derived from shell material.
Lithology	The physical characteristics of rock.
Lower Proterozoic	Geological time span from 2.5 to 1.5 billion years ago.
Ma	Million Years.
Mafic	Referring to igneous rocks composed dominantly of iron and magnesium minerals.
Magmatic	Pertaining to magma – molten rock.
Massive	Containing no, or very few, planar structures.
Meta	Signifying that the rock name, which follows, has been altered in form, structure or composition by the metamorphic processes of heat and/or pressure.
Metamorphic	Alteration and re-crystallisation of rocks because of heating or application of pressure or both.
Metasediments	Partly metamorphosed sedimentary rocks.



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Mineralisation	The concentration of metals and their chemical compounds within a body of rock.
Miocene	Geological time period 23.03 to 5.33 Ma, part of the Tertiary.
Morphology	Branch of geology that studies the characteristics and configuration and evolution of rocks and land forms.
Moz	Million (Troy) ounces, where one Troy ounce is equivalent to 31.104 g.
Ore	Mineral-bearing rock that may be (or has been) mined and treated at a profit.
Orogeny	The process by which structures within fold-belt mountainous areas are formed.
Outcrop	An exposure of bedrock at the surface, projecting through the overlying soil cover.
Overburden	Material of any nature, consolidated or unconsolidated, that overlies a deposit of mineralisation.
Oxidised	Near-surface decomposition by exposure to the atmosphere and groundwater.
Percussion drilling	A method of drilling which uses a hammering action under rotation to penetrate rock with cuttings carried to the surface by compressed air returning outside the drill rods.
Pluton	A large body of igneous rock which solidified beneath the Earth's surface.
Porphyry	An igneous rock which contains large crystals (phenocrysts) usually of feldspar.
Precious metals	A group of metals sold in bullion form – includes gold and PGE.
Prospect	Any mine workings not yet valued; an area to be examined geophysically for minerals, and an area confirmed by geophysical and geological studies to the degree that it can now be tested.
Proterozoic	From 2.5 billion to 570 million years ago.
Pyrite	A common iron sulfide mineral.
Pyrrhotite	Magnetic iron sulfide mineral.
Quartz	A very common mineral composed of silica.
Quaternary	Period of time covering the past two to three million years.
RAB drilling	Rotary air blast drilling, a technique whereby the cuttings are returned to the surface outside the drill stem by compressed air and are thus liable to contamination from the wall rocks.
RC drilling (RC)	Reverse circulation drilling, a percussion drilling technique in which the cuttings are recovered through the drill rods, thereby minimising sample losses and contamination.
Regolith	Weathered portion of the land surface down to bedrock.
Rhyolite	One of a group of extrusive igneous rocks commonly showing flow textures – the extrusive equivalent of granite.
Rock-chip sampling	Obtaining a sample, generally for assay, by breaking chips off a rock face.
Sampling	Collection of material representative of a larger volume for assay or other analysis.
Sandstone	Rock composed principally of quartz sand grains.
Saprolite/saprolitic	Soft, partially decomposed rock rich in clay and remaining in its original place.
Schist	Type of fine-grained metamorphic rock with a laminated fabric similar to slate.
Sediment	Rocks formed of particles deposited from suspension in water, wind or ice.

6. Independent Geologist's Report continued



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Sequence	Pile of sedimentary or extrusive volcanic rocks.
Shale	A laminated sedimentary rock formed by the consolidation of mud or silt.
Shear	A fracture in rock that is similar to a fault; zone in which rocks have been deformed by lateral movement along innumerable parallel planes.
Silicified	Referring to rocks in which a significant proportion of the original constituent minerals have been replaced by silica.
Sill	Intrusion of igneous rock that is concordant with the structure of older adjacent rocks.
Siltstone	An indurated silt with the texture and composition of shale but lacking its fine lamination; a massive mudstone in which the silt predominates over clay or a silt shale.
Skarn	A mineralised body which is the result of an igneous intrusion coming into contact and reacting with limestone or calcareous sediment and causing recrystallisation and mineralogical and chemical alteration.
Stockwork	Mineral deposit comprised of a network of very closely spaced small, irregular veins.
Stratiform	Confined within particular strata.
Stratigraphy	The sequence or layers of rocks.
Strike	The direction or bearing of a bed or layer of rock in the horizontal plane.
Structure	The structural features of an area.
Sulfides	Minerals comprising a chemical combination of sulfur and metals.
Surficial	Of or relating to the earth's surface.
Tectono-magmatic	Relating to major structural and igneous events.
Tenement	Area of land defined by a government authority over which an applicant may conduct exploration or mining activity.
Thrust fault	Low angle reverse fault.
Trenching	A means of exposing and sampling near-surface geology by digging a shallow trench.
Ultramafic	Referring to an igneous rock composed essentially of dark-coloured iron and magnesium minerals.
Unconformity	A surface within a sedimentary sequence representing a break in the continuity of deposition.
Vein	A narrow, dyke-like intrusion of mineral traversing a rock mass of different material.
Volcanic	Class of igneous rocks that have flowed out or have been ejected at or near the Earth's surface, as from a volcano.
Volcaniclastic	Sediment comprised mainly of eroded volcanic material.
Volcanogenic	Of volcanic origin.
Weathering	The set of all processes that decay and break up bedrock by physical fracturing or chemical decomposition.



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Report Signature Page

GOLDER ASSOCIATES PTY LTD

Peter Onley
Principal

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October 2010
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Solicitors Report

7. Solicitors Report

QUISUMBING TORRES
MEMBER FIRM OF BAKER & MCKENZIE INTERNATIONAL

20 October 2010, Manila, Philippines

Mr. Jon Dugdale
President, CEO, and Director
Mindoro Resources Limited
Level 2, 10 – 16 Queen St.
Melbourne VIC 3000
Australia

Dear Jon,

SOLICITOR'S REPORT ON PHILIPPINE MINING TENEMENTS AND APPLICATIONS

1. INTRODUCTION

- 1.1. Quisumbing Torres (“QT”), member firm of Baker & McKenzie, acted as Philippine legal adviser on the matters specifically covered by this tenement report (“**Tenement Report**”) in connection with Mindoro Resources Limited’s (“**Company**”) proposal to:
 - (a) undertake an offering of fully paid ordinary shares in the Company (“**Shares**”) pursuant to a prospectus to be lodged with the Australian Securities & Investments Commission under the Corporations Act 2001(Cth) (“**Prospectus**”); and
 - (b) apply for admission to the official list of ASX Limited (“ASX”) and, on completion of the offer, apply for quotation of the Shares on the ASX such that it is dual listed with its existing Toronto Stock Exchange’s Venture Exchange listing.
- 1.2. In anticipation of such listing, QT has been instructed by the Company to provide a Tenement Report relating to the Philippine mining tenements and applications held by the Company’s Philippine subsidiary, MRL Gold Phils., Inc. (“**MRL Gold**”) or in which MRL Gold holds interests. This Tenement Report will form part of the preparation process for the intended listing.

This Tenement Report sets out the result of our investigations into the corporate standing of MRL Gold, Minimax Minerals Exploration Corporation (“**MMEC**”), Egerton Gold Philippines, Inc. (“**Egerton**”), Apical Mining Corporation (“**Apical**”), Mindanao Gold Resources, Inc. (“**MGRI**”) as well as investigations into the holding and tenure of the tenements and applications in which MRL Gold has interests in (collectively, the “**Tenements/Applications**”).

- 1.3. In so far as we have been able to gain access to the same, we have viewed and reported on:
 - 1.3.1. public documents filed and kept at the following government agencies and made available to QT:
 - 1.3.1.1. Securities and Exchange Commission (“SEC”) as of 28 June 2010;
 - 1.3.1.2. Mines and Geosciences Bureau (“MGB”) as of 23 June 2010;
 - 1.3.1.3. Environmental Management Bureau (“EMB”) as of 23 June 2010; and
 - 1.3.1.4. National Commission on Indigenous Peoples (“NCIP”) as of 23 June 2010.
- Consequently, references to a review of the records and/or certifications from the aforementioned government agencies, and our opinions on good standing of the corporations and Tenements/Applications that this Tenement Report covers should be read in this context.
- 1.3.2. the relevant statutes and regulations issued in relation thereto including but not limited to:
 - 1.3.2.1. The Philippine Constitution of 1987 (“**Constitution**”);

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QUISUMBING TORRES
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- 1.3.2.2. The Corporation Code of the Philippines (“Corporation Code”); and
- 1.3.2.3. The Philippine Mining Act of 1995 (“Mining Act”) and its Implementing Rules and Regulations.

- 1.4 For the purposes of this Tenement Report, we have assumed without investigation the genuineness of all signatures and dates and the authenticity of all copies or form of documents we have inspected and no material documents have been withheld from us, whether deliberately or inadvertently. We have assumed that the material contracts in Appendix 2 were within the capacity and powers of, and validly authorized, executed and delivered by and are binding on the parties to them and comprise the entire agreement of the parties to each of them with respect to their respective subject matters.

2. CORPORATE STANDING

- 2.1. We have reviewed the corporate records of the Company’s subsidiary, MRL Gold Phils. Inc, and associated Philippine companies MMEC, Apical, Egerton, and MGRI (collectively, the “Companies”) at the SEC and set out our findings below.
 - 2.1.1. The Companies have been duly incorporated in the Philippines and have active SEC registrations.
 - 2.1.2. MRL Gold and Egerton are in good standing with the SEC.
 - 2.1.3. There are some minor SEC reporting deficiencies for MMEC and Apical which can easily be remedied along with the payment of associated fines totaling less than approximately A\$1,500.
 - 2.1.4. MGRI needs to file its General Information Sheet for 2010 and audited financial statements for the fiscal year ended 31 December 2009. Thereafter, the SEC will compute the amount of

fines payable by MGRI.

- 2.1.5. After the fines have been paid and/or the relevant reports submitted to the SEC, MMEC, Apical, and MGRI will be in good standing with the SEC.

3. REVIEW OF MINING TENEMENTS

- 3.1. For the purposes of this report, we have conducted our investigations based on the records available from the MGB, NCIP and EMB as of 23 June 2010. MGB records reveal that (i) all approved tenements (i.e., MPSAs, EPs) covered by this Tenement Report are in good standing with the MGB, and (ii) all pending tenement applications (i.e., EXPAs) covered by this Tenement Report have obtained preferential right for the issuance of an EP over the area that the tenement application covers, subject to MGB’s evaluation of compliance with requirements and the MGB’s approval. A summary of the Tenements/Applications and details relating thereto is set out in Appendix 1.

4. LITIGATION

- 4.1. We conducted searches at the Supreme Court and the Court of Appeals of the Philippines as of 5 July 2010 to establish whether any litigation (including bankruptcy or insolvency proceedings) were pending against of threatened against the holders of the Tenements/Applications. We also conducted a search with Dun & Bradstreet Philippine Inc.’s database as of 31 August 2009. Our searches revealed that no such proceedings are pending.

5. RELIANCE

- 5.1. This Report is prepared for the use of our client, Mindoro Resources Limited, for the inclusion in the Prospectus and should not be reproduced in whole or in part, apart from use within the Prospectus, or relied upon by any other party, other than an investor in making a decision whether to invest in Mindoro Resources Limited pursuant to the Prospectus, without the express written authority of QT. Therefore, no responsibility or culpability is accepted, which

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may arise from the unauthorized use, duplication, disclosure or publication of its contents by any unauthorized party or in relation to any other matter or issue arising directly or indirectly or otherwise from the preparation of this Tenement Report.

Yours faithfully,
QUISUMBING TORRES



Dennis A. Quintero

APPENDIX 1 – SUMMARY OF TENEMENTS/APPLICATIONS

NUMBER/TYPE OF TENEMENT/APPLICATION	PROJECT NAME	REGISTERED HOLDER/APPLICANT	AREA (HECTARES)	LOCATION (MUNICIPALITY(IES) OF)	GRANT DATE	EXPIRY DATE (INCLUDING ANY RENEWALS)	MRL GOLD'S INTEREST(S) UNDER THE RELEVANT EXISTING AGREEMENTS
Mineral Production Sharing Agreement ("MPSA") No. 134-99-XIII	Agata	MMEC	4,995	Jabonga, Santiago and Tubay, Agusan del Norte	<ul style="list-style-type: none"> ▪ Grant of MPSA – 26 May 1999 ▪ Grant of 7th and 8th years of Exploration Period – 19 June 2009 	<ul style="list-style-type: none"> ▪ Expiry Date of MPSA – 25 May 2024 ▪ Expiry date of Exploration Period – 18 June 2011 	A, D G
MPSA No. 033-95-XII	TSF- Canaga	Estrella F. Bautista	486	Malimono & Mainit, Surigao del Norte	<ul style="list-style-type: none"> ▪ Grant of MPSA – 1 February 1996 ▪ Grant of 5th and 6th years of Exploration Period – 3 July 2009 	<ul style="list-style-type: none"> ▪ Expiry Date of MPSA – 31 Jan 2021 ▪ Expiry date of Exploration Period – 2 July 2011 	D, F, G
Exploration Permit ("EP") No. XIII-16	TSF-Tapian Main	MMEC	1,939.57	Malimono and Maining, Surigao del Norte	18 May 2010 (2 nd renewal)	17 May 2012	A, E, G
EP No. XIII-018	Tapian-Torino	MMEC, on behalf of the	168.66	Malimono and Mainit,	11 August 2010 (2 nd	10 August 2012	A, G

7. Solicitors Report continued

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NUMBER/TYPE OF TENEMENT/ APPLICATION	PROJECT NAME	REGISTERED HOLDER/ APPLICANT	AREA (HECTARES)	LOCATION (MUNICIPALITY(IES) OF)	GRANT DATE	EXPIRY DATE (INCLUDING ANY RENEWALS)	MRL GOLD'S INTEREST(S) UNDER THE RELEVANT EXISTING AGREEMENTS
		Heirs of Aludia Torino		Surigao del Norte	renewal)		
EP No. XIII-021	Agata-Bautista	Estrella F. Bautista	84.39	Santiago, Agusan del Norte	2 Oct 2006	1 October 2008 Application for renewal is pending.	E, F, G
EP No. 22-XIII	West Canaga	MRL Gold	316.22	Malimono, Surigao del Norte	5 May 2010 (1 st renewal)	4 May 2010	C
Exploration Permit Application ("EXPA") No. XIII-42	Tapian Extension	Apical	6,842.28	Mainit, Alegria, Surigao del Norte	N.A.	N.A.	A, G
EXPA No. 0000088-III	Tibur	MGRI	527.36	Malimono & Mainit, Surigao del Norte	N.A.	N.A.	E
EXPA No. 0000100-XIII	Macana	MGRI	557.74	Malimono, Surigao del Norte	N.A.	N.A.	E
EXPA No. 000105-XIII	Mat-I	MMEC	673.44	Mat-I, Surigao City, Surigao del Norte	N.A.	N.A.	B, G
EXPA No. 000106-XIII	North Tapian	MMEC	421.57	Mainit, Surigao del Norte	N.A.	N.A.	A, G
EXPA No. 000107-XIII	Agata Extension	Apical	7,764.02	Jabonga, Santiago, Tubay and Labadbaran, Agusan del Norte	N.A.	N.A.	A, G
MPSA No. 177-2002-IV	Archangel	Egerton	1,011.54	Lobo, Batangas	<ul style="list-style-type: none"> ▪ Grant of MPSA – 21 November 2002 ▪ Grant of 7th and 8th years of Exploration Period – 19 January 	<ul style="list-style-type: none"> ▪ Expiry Date of MPSA – 20 November 2027 ▪ Expiry date of Exploration Period – 18 January 2012 	A, G

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NUMBER/TYPE OF TENEMENT/ APPLICATION	PROJECT NAME	REGISTERED HOLDER/ APPLICANT	AREA (HECTARES)	LOCATION (MUNICIPALITY(IES) OF)	GRANT DATE	EXPIRY DATE (INCLUDING ANY RENEWALS)	MRL GOLD'S INTEREST(S) UNDER THE RELEVANT EXISTING AGREEMENTS
					2010		
MPSA No. 176-2002-IV	Lobo	Egerton	1,163.61	Lobo, Batangas	<ul style="list-style-type: none"> ▪ Grant of MPSA – 21 November 2002 ▪ Grant of 7th and 8th years of Exploration Period – 13 April 2010 	<ul style="list-style-type: none"> ▪ Expiry Date of MPSA – 20 November 2027 ▪ Expiry date of Exploration Period – 12 April 2012 	A, H
EP No. IVA-006	Calo	Egerton	2,493.02	Lobo, Batangas	5 May 2010 (1 st renewal)	4 May 2012	A, G
EP No. IVA-007	N.A.	Egerton	4,487.63	Lobo and San Juan, Batangas	5 May 2010 (1 st renewal)	4 May 2012	A, G
EP No. IVA-008	Biga	Egerton	976.57	Lobo and San Juan, Batangas.	23 June 2010 (1 st renewal)	22 June 2012	A, G
EP No. IVA-009	El Paso	MRL Gold	6,314.76	Rosario, Taysan, Lobo, and San Juan, Batangas	15 January 2010	14 January 2012	C
EP No. IVA-010	Philex	Egerton	1,579.25	Lobo, Batangas	23 June 2010 (1 st renewal)	22 June 2010	A, G
EP No. IVA-011	Talahib	Egerton	872.64	Lobo and City of Batangas, Batangas	20 April 2009	19 April 2009	A, G, I
EP No. IVA-014	N.A.	MRL Gold	2,991.26	Lobo, Rosario and Taysan, Batangas	24 May 2010	23 May 2012	C
EP No. IVA-015	N.A.	Egerton	2,460.85	Lobo, Batangas	24 May 2010	23 May 2012	A, G
EXPA No. IVA-093	N.A.	MRL Gold	166.23	Lobo, Batangas	N.A.	N.A.	C
EXPA No. IVA-102	N.A.	MRL Gold	849.75	Lobo, Batangas	N.A.	N.A.	C
EXPA No. IVA-103	N.A.	MRL Gold	3,033.03	Rosario and San Juan, Batangas	N.A.	N.A.	C
EXPA No. IVA-106	N.A.	Hernando D. Villena	831	Brgy. Talumpok Kanluran, Lobo,	N.A.	N.A.	E, F

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NUMBER/TYPE OF TENEMENT/ APPLICATION	PROJECT NAME	REGISTERED HOLDER/ APPLICANT	AREA (HECTARES)	LOCATION (MUNICIPALITY(IES) OF)	GRANT DATE	EXPIRY DATE (INCLUDING ANY RENEWALS)	MRL GOLD'S INTEREST(S) UNDER THE RELEVANT EXISTING AGREEMENTS
MPSA No. 135-99-VI	Pan De Azucar	MMEC	535	Batangas Concepcion and Ajuy, Iloilo	<ul style="list-style-type: none"> ▪ Grant of MPSA – 19 July 1999 ▪ Grant of 5th and 6th years of Exploration Period – 12 December 2008 	<ul style="list-style-type: none"> ▪ Expiry Date of MPSA – 18 July 2024 ▪ Expiry date of Exploration Period – 11 December 2010 	D, J, G

- A MRL Gold has seventy five percent (75%) interest in the project.
- B MRL Gold has ten percent (10%) interest in the project..
- C MRL Gold is the holder of the tenement or application.
- D MRL Gold has been designated as exclusive technical adviser.on an independent contractor basis with right of access to the project property.
- E MRL Gold has been designated as operator and/or granted exclusive right to search, prospect, explore and locate ores in the area covered..
- F Royalty is payable to registered holder of tenement/application.
- G The vesting of the interest in favor of MRL Gold and the implementing structure must comply with applicable Philippine law.

A Mineral Processing Permit can be held by a company that is up to one hundred percent (100%) foreign-owned, distinct from the company holding the MPSA.

An MPSA is subject to the requirement that its direct equity must be at least sixty percent (60%) Filipino-owned. Under opinions rendered by the Philippine Securities and Exchange Commission and the Department of Justice, there is ground to support the position that a foreign shareholder may hold indirect equity in the project company provided that the “Control Test”¹ is satisfied.

¹ The Philippine Department of Justice, in its Opinion No. 18, s. 1989 addressed to the SEC, affirmed the “Control Test.” Under the Control Test, all the shares of a Philippine national will be considered as Filipino shares for purposes of investments. DOJ Opinion No. 18, s. 1989 states as follows:

Shares belonging to corporations or partnerships at least 60% of the capital of which is owned by Filipino citizens shall be considered as of Philippine nationality, but if the percentage of Filipino ownership in the corporation or partnership is less than 60%, only the number of shares corresponding to such percentage shall be counted as of Philippine nationality. Thus, if 100,000 shares are registered in the name of a corporation or partnership at least 60% of the capital stock or capital respectively, of which belong to Filipino citizens, all of said shares shall be recorded as owned by Filipinos. But if less than 60%, or say only 50% of the capital stock or capital of the corporation or partnership, respectively belongs to Filipino citizens, only 50,000 shares shall be counted as owned by Filipinos and the other 50,000 shares shall be recorded as belonging to aliens.

Under Philippine law, an MPSA can be converted into a Financial or Technical Assistance Agreement (“FTAA”) subject to Philippine government approval. An FTAA can be held by a company that is up to one hundred percent (100%) foreign-owned.

- H This is subject to an Option Agreement and Technical Services Agreement with Gold Fields Netherlands Services B.V., (“Gold Fields”) the terms of which are discussed under Appendix 2.

Accordingly, based on the Control Test, if a corporation is a Philippine National, all its shareholdings in another corporation will be considered Filipino-owned. The Control Test is different from the stricter “Grandfather Rule.” Under the Grandfather Rule, the nationality of each shareholder in a corporation that owns shares in another corporation is considered for purposes of computing the percentage of foreign ownership in the other corporation.

In interpreting the Grandfather Rule, the SEC has adopted the formula of the Secretary of Justice in the aforementioned DOJ Opinion No. 18, s. 1989.

The DOJ, in one of its rulings, went further by stating that “. . . it is quite clear . . . that the “Grandfather Rule” will not apply in cases where the 60-40 Filipino-alien equity ownership in a particular natural resource corporation is not in doubt.”

In an Opinion dated 23 November 1993, to determine the nationality of a corporation with foreign equity, the SEC, on the basis of DOJ Opinion No. 18 s. 1989, resolved to do away with the strict application of the grandfather rule; instead, the SEC applied the “control test” to determine corporate nationality for purposes of investment in another corporation. In doing away with the “grandfather rule” to compute foreign equity participation in domestic enterprises, the SEC has taken a more liberal approach towards foreign participation in domestic enterprises. This approach encourages overseas investors to come to the country in accordance with the current state policy. The State acknowledges that foreign capital has a role to play in the development of our economy and it is the task of the government to determine this role and provide the much needed climate for their entry. (SEC Opinion dated 14 October 1991).

There does not appear to be any Supreme Court decision on the validity of the Control Test. However, as discussed above, the SEC/DOJ have issued opinions in which they interpreted Philippine foreign investment laws as sanctioning the Control Test and applying only the Grandfather Rule when the 60-40 Filipino-alien equity ownership is in doubt. The SEC and DOJ opinions are persuasive on the courts.

The Philippines follows the principle that an administrative determination of questions of law is persuasive on courts and carries with it a strong presumption of correctness (42 Am. Jur., p. 626), nonetheless, the interpretation and application of laws is the court's prerogative (Cadwalader et al. vs. Abedela, 98 SCRA 123 [1980]; Philex Mining Corp. v. Zaldivia, 43 SCRA 479 [1972]).

- I This is subject to an Option Agreement and Management Services Agreement with Gold Fields, the terms of which are discussed under Appendix 2.
- J MRL Gold has acquired a forty percent (40%) interest in the project.

APPENDIX 2 – MATERIAL CONTRACTS

SURIGAO TENEMENTS/APPLICATIONS

1. Memorandum of Agreement between MMEC and the Company dated 19 January 1997

MMEC granted to the Company the right to earn the Option Interests, to the extent that Mindoro elects to earn all or any of the Option Interests in the Agata, Tapan, Mat-I, Lahuy, Nabago and Pan de Azucar Projects.

2. Deed of Assignment between the Company and MRL Gold dated 27 June 1997

The Company irrevocably and absolutely assigned transferred and conveyed to MRL Gold all of its rights, title and interest in and to the Memorandum of Agreement dated 19 January 1997 (notarized on 7 February 1997) between the Company and MMEC.

3. Agreement between MMEC and MRL Gold dated 27 June 1997

MMEC irrevocably and absolutely consented to the assignment, transfer and conveyance to MRL Gold of all the rights, title and interest of the Company in and to the Memorandum of Agreement dated 19 January 1997.

4. Assignment Agreement between MMEC and MRL Gold dated 7 October 2005

MMEC acknowledged that MRL Gold, having expended within the Phase Three Earning Period PhP15,000,000 of program expenditures with respect to the Agata Property and assigned, transferred and conveyed to MRL Gold or its assignee, the Phase One Interest in the Agata Project. The parties agreed to proceed to establish a joint venture company to which the Agata Property interests will be transferred. .

5. Assignment Agreement between MMEC and MRL Gold Phils., Inc. dated 7 November 2005

MMEC assigned, transferred and conveyed to the Company or its assignee, the Phase Three Interest in the Tapan Project.

7. Solicitors Report continued

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6. Assignment Agreement between MMEC and MRL Gold Phils., Inc. dated 7 November 2005

The parties confirmed MRL Gold's interest in the project. The parties agree to proceed to establish a joint venture company to which the Tapan Property interests will be transferred.

7. Letter-Agreement between MMEC and MRL Gold dated 22 November 2005

In this letter, MMEC gave MRL Gold a Right of First Refusal Notice to dispose of and grant an Option to acquire MMEC's 15% direct and indirect participating interest in each and every Designated Development Project as defined in Article 7.1 of the Confirmation Agreement dated 29 April 2004 within the Surigao Projects.

8. Purchase and Sale Agreement between Panoro, MRL Gold and the Company dated 14 March 2007

The Company acknowledged that Panoro has earned the Panoro Surigao Interest, a 40% direct and indirect participating interest and, the Company purchased Panoro's interest thereon.

9. Agata Shareholders Agreement between MMEC and MRL Gold dated 31 March 2008

The parties expressed their intention to form a joint venture company to hold their respective interest in the Agata Project.

10. Technical Services Agreement between MMEC and MRL Gold Phils., Inc. dated 20 October 2010

MMEC appointed MRL Gold as exclusive Technical Adviser for the Agata MPSA on an independent contractor basis with right of access to the project property.

11. Royalty Agreement with Option to Purchase between Aludia Torino and MMEC dated 25 August 1987

Aludia Torino agreed to deliver his two mining claims, including all mining, surface, water and timber rights, properties and privileges of any kind or nature within the mining claims. MMEC was granted an option to purchase the properties covered by the claims of Aludia Torino. MMEC agreed to pay Aludia Torino a royalty of 3% for gold and 2% for other minerals on its annual production, based on Gross Value, FOB Philippine Ports.

12. Royalty Agreement with Option to Purchase between Aludia Torino and MMEC dated 18 April 1997

It was agreed that MMEC will have rights and powers over the gold mining claims of Aludia Torino including possession, occupation and control of the Properties. Upon the commencement of commercial production on the Properties for gold and other precious metals and minerals, MMEC shall remit to Aludia Torino a royalty equivalent to One and a Half Percent (1.5%) of its annual production based on Gross Value FOB, Philippine Ports. Aludia Torino granted to MMEC an option, at any time, within a period of three (3) years from the date of execution of the agreement, an option to acquire all of Aludia Torino's rights, title and interest in and to the Properties.

13. Addendum to the Royalty Agreement with Option to Purchase between Joseph Torino as Attorney-in-Fact of the Heirs of Aludia Torino and MMEC dated 20 March 2004

MMEC agreed to pay the Heirs of Aludia Torino yearly advances on royalties deductible against future royalties.

14. Agreement between Estrella F. Bautista and MRL Gold dated 26 October 2004

It was agreed that Estrella Bautista will be entitled to a royalty of 1.5% Net Smelter Returns for gold and minerals on its production payable within thirty (30) days from receipt of sales proceeds of the minerals or mineral products, subject to the terms of the agreement.

15. Technical Services Agreement between Estrella Bautista and MRL Gold Phils., Inc. dated 20 October 2010

Estrella Bautista appointed MRL Gold as exclusive Technical Adviser for the TSF-Canaga MPSA on an independent contractor basis with right of access to the project property.

16. Addendum to Agreement between MMEC, MRL Gold and Apical dated 3 November 2003

By this agreement, the parties agreed to include in the Areas of Mutual Interest, the following claims:

- (i) Agata Extension – AMA 000079-XIII located at Jabonga, Santiago, Tubay and Cabadbaran; and

(ii) Tapan Extension – EPA 000042-XIII located at Mainit, Alegria, Jabonga and Kitcharao.

17. Deed of Assignment executed by Apical on 19 June 2004

Apical assigned to MRL Gold and MMEC 75% and 25%, respectively, of its interests in the Agata Extension and Tapan Extension projects.

18. Agreement to Explore, Develop and Operate Mineral Property between MGRI and MRL Gold dated 7 October 2005

In the event that the results of the exploration and drilling works of MRL Gold reveal that mineral resources exist in the Contract Area sufficient to sustain commercial development, MGRI irrevocably and unconditionally grants MRL Gold the right to develop, exploit and operate the Contract Area.

19. Assignment Agreement between MMEC and MRL Gold dated 30 April 1998

The parties confirmed that MRL Gold has an undivided 10% interest in the Mat-I project.

20. Assignment Agreement between MMEC and MRL Gold Phils., Inc. dated 7 November 2005

The parties confirmed MRL Gold's interest in the Tapan project.

BATANGAS TENEMENTS/APPLICATIONS

21. Letter Agreement dated 23 October 2000 and Letter of Confirmation dated 24 July 2001

The Company was granted the option to earn in interests in the Lobo and Archangel MPSAs.

22. Deed of Assignment of PMPSA-IV-192 with Royalty Agreement dated 3 June 2003

On 3 June 2003, Philex Mining Corporation, the applicant of PMPSA-IV-192 entered into a Deed of Assignment of MPSA-IV-192 with Royalty Agreement with Egerton. The Agreement provides that upon the start of the Commercial Production of the Property, Egerton shall pay royalties to Philex, computed at two percent (2%) Net Smelter Returns from the mining and production of any metals obtained from the Property, except for the mining claims of Moises B. Tuason, Sr., a portion of the Property, which shall be at four percent (4%) Net Smelter Returns. "Net Smelter Returns" is the gross sales of minerals and metals mined and sold from the

Property less smelter, refining, transportation and insurance charges.

23. Addendum to Agreement dated 16 February 2004

Egerton and MRL Gold agreed that an Area of Mutual Interest will apply to any new ground acquired within 2 kilometers from the tenement boundaries. The parties also agreed to make additional mineral tenements acquired by Egerton surrounding the Lobo and Archangel MPSAs, as areas subject to the terms and conditions of the Letter Agreement.

24. Addendum to Agreement dated 2 August 2004

In their Addendum to Agreement dated 2 August 2004, Egerton and MRL Gold agreed to make additional mineral tenements acquired by Egerton surrounding the Lobo and Archangel MPSAs, subject to the terms and conditions of the Letter Agreement.

25. Assignment Agreement dated 3 November 2005

Egerton assigned to MRL Gold the Phase 1 Interest in the Lobo and Archangel MPSAs and acknowledged that Egerton no longer has any interest or right to the Phase 1 Interest.

26. Royalty Agreement with Option to Purchase between Hernando D. Villena and MRL Gold dated 16 June 2006

Hernando D. Villena granted MRL Gold all exploration rights to the mining claims covered by EPA IVA-106, as may be allowed under relevant mining laws. For the commercial production of the properties, MRL Gold will pay Villena a royalty of 2% of gross smelter returns.

27. Option Agreement dated 28 November 2008

MRL Gold entered into purchase and option agreements with the Egerton shareholders, Ma. Pauline T. De Guzman and Manuel G. Arteficio ("Grantors") (the "Egerton Shareholder Agreements"), the Grantors granted MRL Gold an irrevocable and exclusive option to take an assignment of the 60% Egerton shareholdings ("Option Shares"), in accordance with the following terms and conditions ("Call Option"):

MRL Gold may appoint another person/s ("Substitute Purchaser") to take the assignment of said shares. The Substitute Purchaser must always be a Philippine national where Egerton maintains its MPSA.

7. Solicitors Report continued

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28. Deed of Assignment of Right to Royalty signed on 28 November 2008

Egerton assigned its right to receive the net smelter royalty payment of one percent (1%) on all metals produced from the Batangas Projects to Ma. Pauline T. De Guzman, Manuel G. Arteficio, Peter Draper, and Gary Powell at .3%, .3%, .2% and .2% respectively.

29. Deed of Assignment of Right to Residual Compensation signed on 28 November 2008

Egerton assigned its right to receive the US\$1,000,000 Residual Compensation from MRL Gold on the Commissioning of the Mine on the Batangas Projects to Ma. Pauline T. De Guzman, Manuel G. Arteficio, Peter Draper, and Gary Powell at US\$300,000, US\$300,000, US\$200,000, and US\$200,000 respectively.

30. Assignment Agreement dated 2 December 2008

Egerton agreed to waive the Phase II performance requirements to carry the projects to bankable feasibility and the Company issued 500,000 of its shares to Egerton.

31. Deed of Assignment of Shares with Irrevocable Proxy dated 2 December 2008

Peter Draper and Gary Powell ("Assignors"), assigned their legal and beneficial ownership over a total of 10,000 fully-paid shares of stock of Egerton ("Shares") to MRL Gold ("Assignee") payable by MRL Gold through the issuance by the Company of 251,902 shares of the Company.

32. Memorandum of Agreement dated 29 April 2009 between the Company, MRL Gold, Egerton, and Gold Fields Netherlands Services B.V.

(a) Execution of Agreements

The Parties agreed to execute the following documents:

- the FTAA Option Agreement;
- the FTAA Shareholders' Agreement;
- the MPSA Option Agreement;
- the MPSA Shareholders' Agreement;
- the Management Agreement;
- the Technical Services Agreement; and
- the Guarantee Agreement.

(b) Incorporation of MPSA or FTAA Company

Within 20 business days from the date of the relevant MPSA or FTAA Option Agreement, Gold Fields and MRL Gold must, at the cost of Gold Fields, but with capitalization provided by MRL Gold incorporate FTAA Company in relation to mineral resources in relation to areas described as the El Paso Project, the Lobo Project and the Talahib Project ("Project") as a wholly owned subsidiary of MRL Gold under Philippine laws with directors, officers and constituent documents which are acceptable to Gold Fields in all respects.

(c) Transfer of the MPSA or FTAA project to MPSA or FTAA Company

Upon payment by Gold Fields of the 51% Option (for FTAA) or 40% (for MPSA) price under the MPSA or FTAA Option Agreement in relation to a Project, MRL Gold and Egerton must, subject to obtaining the approval of the Department of Environment and Natural Resources ("DENR") and any other necessary consents (at Gold Fields' cost), transfer and assign to the relevant MPSA or FTAA Company, their respective rights, titles, interests in and to all assets, benefits and rights the subject of, or which otherwise relate to the relevant Project ("MPSA or FTAA Project Asset"), against which the MPSA or FTAA Company will assume all of MRL Gold's and Egerton's obligations, liabilities and burdens the subject of, or which otherwise relate to, the relevant project.

(d) Execution of management agreement and technical services agreement

MRL Gold and Egerton will ensure that each FTAA Company and MPSA Company enters into a deed in a form acceptable to Gold Fields (or its affiliate) acting reasonably, under which the:

- FTAA Company is assigned all of MRL Gold's or Egerton's (as appropriate) right, title and interest in the Management Agreement and assumes all of MRL Gold's and Egerton's (as appropriate) obligations, liabilities and burdens under or in respect of the Management Agreement upon the transfer of the FTAA Project to the FTAA Company; and

- MPSA Company is assigned all of MRL Gold's or Egerton's (as appropriate) right, title and interest in the Technical Services Agreement and assumes all MRL Gold's and Egerton's obligations, liabilities and burdens under or in respect of the Technical Services Agreement upon the transfer of the MPSA Project to the MPSA Company.

33. Option Agreements for Talahib and El Paso Projects

In July 2009, Gold Fields and MRL Gold entered into separate Option Agreements for Talahib and El Paso Projects whereby, upon incorporation of the FTAA Company, Gold Fields will be granted an irrevocable option to purchase the shares of the FTAA Company or of MRL Gold, to achieve the result of Gold Fields having 51% shareholding in the FTAA Company. If Gold Fields contributes the 51% Option Price, it will have the right to elect to take up the option to purchase shares of the FTAA Company or of MRL Gold, to achieve the result of Gold Fields having an additional 24% shareholding in the FTAA Company.

34. Shareholders' Agreements for Talahib and El Paso Projects

In July 2009, Gold Fields and MRL Gold entered into separate Shareholders' Agreements for Talahib and El Paso Projects to define their rights and obligations in relation to each other, and with respect to the FTAA Company, its organization, management, and operations.

35. Management Agreements for Talahib and El Paso Projects

In July 2009, MRL Gold, Gold Fields Philippines Holdings B.V. ("Gold Fields Holdings"), and Gold Fields entered into separate Management Agreements for Talahib and El Paso Projects, whereby MRL Gold as Project Owner appointed Gold Fields Holdings, on an exclusive basis, to manage and conduct the Project. The Manager has the authority, discretions, and powers of an independent contractor in its management, supervision and conduct of the Project.

36. Option Agreement for Lobo Project

In October 2009, Gold Fields and Egerton entered into an Option Agreement for Lobo Project whereby, upon incorporation of the MPSA Company, Gold Fields will be granted separate and irrevocable options to purchase the shares of the MPSA Company or of Egerton, to achieve the result of Gold Fields having 40% and 11% shareholdings in the MPSA Company, respectively. Gold Fields cannot exercise the 11% Option unless the 40% Option Price and 11% Option Price have been contributed and doing so will not result in the MPSA Company no longer being a Qualified Person, as defined in the Mining Act.

If Gold Fields contributes the 40% Option Price, it will have the right to elect to take up the option to purchase shares of the MPSA Company or of Egerton, to achieve the result of Gold Fields having an additional 24% shareholding in the MPSA Company, for the Option Price of at least AU\$16,000,000 in expenditures for the Project. Gold Fields cannot exercise the 24% Option unless the 24% Option Price has been contributed and doing so will not result in the MPSA Company no longer being a Qualified Person. If Gold Fields elects to take up the 24% Option, Gold Fields grants an irrevocable option to require Gold Fields to buy Egerton's shares in the MPSA Company, in consideration for the MPSA Company agreeing to pay royalty to Egerton.

37. Shareholders' Agreement for Lobo Project

In October 2009, Gold Fields and Egerton entered into a Shareholders' Agreement for the Lobo Project, to define their rights and obligations in relation to each other, and with respect to the MPSA Company, its organization, management, and operations.

38. Technical Services Agreement for Lobo Project

In October 2009, Egerton, Gold Fields Holdings, and Gold Fields entered into a Technical Services Agreement for the Lobo Project, whereby Egerton as Project Owner appointed Gold Fields Holdings, as Contractor, on an exclusive basis, to provide the Project Owner all technical and specialized services, assistance, and advice, required for the Project. The Contractor has the authority, discretions, and powers of an independent contractor in performance of its services.

ILOILO TENEMENT

39. Assignment Agreement between MMEC and MRL Gold dated 23 March 2003

MMEC acknowledged that MRL has earned Phase Two Interest, having expended Php15,000,000 of Program, Expenditures. The parties confirmed that MRL Gold has an undivided 40% interest in the project.

40. Technical Services Agreement between MMEC and MRL Gold Phils., Inc. dated 20 October 2010

MMEC appointed MRL Gold as exclusive Technical Adviser for the Pan de Azucar MPSA on an independent contractor basis with right of access to the project property.

7. Solicitors Report continued

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APPENDIX 3 - OVERVIEW OF PHILIPPINE MINING LAWS AND REGULATION

1. Philippine Constitution and Mining Law

Under the 1987 Philippine Constitution, the state can undertake the exploration, development, and utilization of the natural resources or it can enter into agreements with private parties or contractors under revenue-sharing or production-sharing arrangements.

The general rule, as stated in the Philippine Constitution, is that contractors, with whom the state can enter into agreements for the exploration, development, and utilization of natural resources, must be Filipino citizens or corporations whose capital is at least sixty percent (60%) Filipino-owned. A mineral agreement, such as a Mineral Production Sharing Agreement (“MPSA”), must be held by a Filipino citizen or by a company that is at least sixty percent (60%) Filipino-owned.

The foreign equity limitation is removed for large-scale exploration, development, and utilization of minerals and petroleum, and other mineral oils. This exception is implemented through the Financial or Technical Assistance Agreement (“FTAA”). Furthermore, an Exploration Permit (“EP”) can be held by a corporation that is up to one hundred percent (100%) foreign-owned.

Under Republic Act No. 7942 or the Philippine Mining Act (“Mining Act”), there are three types of mineral agreements, i.e., MPSA, Co-Production Agreement, and Joint Venture Agreement. Under the Implementing Rules and Regulations of the Mining Act (“IRR”), an applicant that wants to conduct exploration activities over a specific area needs to apply for and obtain an EP. Depending on the exploration results, the EP can be converted into an MPSA or an FTAA.

2. Mining Act

The Mining Act governs the exploration, development, processing and utilization of mineral resources in the Philippines. The Mining Act and its IRR define these agreements, delineate the various mining rights recognized in the Philippines and provide the requirements to acquire these mining rights.

2.1 Tenurial Permit and Agreements

2.1.1 Exploration Permit

The acquisition of mineral rights is a process that begins with the acquisition of an EP. An EP is a grant from the Philippine government that gives the permit holder the right to conduct exploration for all minerals within a specified area. An EP allows the holder to conduct “exploration”, which is defined under the Mining Act as “searching or prospecting for mineral resources by geological, geochemical and/or geophysical surveys, remote sensing, test pitting, trenching, drilling, shaft sinking, tunneling or any other means for the purpose of determining their existence, extent, quality and quantity and the feasibility of mining them for profit.”

The term of an EP is two years from date of issuance. It can be renewed for similar two-year periods. It cannot exceed a total term of four years for nonmetallic mineral exploration or six years for metallic mineral exploration. The MGB will grant a renewal of the exploration period provided that the MGB has not found the EP holder to have violated (i) the terms and conditions of the EP and (ii) any provision of the Mining Act and IRR.

If the EP holder determines that mining operations are feasible within the EP area, the EP holder will submit a Declaration of Mining Project Feasibility (“DMPF”) during the exploration period and apply for either an MPSA or an FTAA. The DMPF will be the DENR’s basis in determining whether to grant the EP holder an MPSA or an FTAA.

The DMPF is a document proclaiming the presence of minerals in specific site, which are recoverable by socially acceptable, environmentally safe and economically sound methods specified in the mine development plan, and supported by a mining project feasibility study.

In case the EP holder fails to file the DMPF during the approved term of the exploration period, including any renewal of the term, the EP holder may apply for further renewal of the EP for an additional two years to enable the EP holder to prepare or complete the feasibility studies, and to file the DMPF and the MPSA or FTAA application.

2.1.2 Mineral Production Sharing Agreement

An MPSA is one of the three types of Mineral Agreements under the Mining Act that the government can enter into with a contractor. These three types of mineral agreements are:

- MPSA, under which the Government grants to the MPSA holder the exclusive right to conduct mining operations within a contract area. The share of the government is in the form of excise tax equivalent to a percentage of the gross output. The MPSA holder will provide the financing, technology, management and personnel necessary for the implementation of the MPSA.
- Co-production Agreement, under which the Government will provide inputs to the mining operations other than the mineral resource.
- Joint Venture Agreement, under which a joint venture company is organized by the government and the contractor with both parties holding equity shares. In addition to earnings from the equity, the government will be entitled to a share in the gross output.

2.1.3 Financial or Technical Assistance Agreement

The Philippine Constitution provides that the President may, on behalf of the government, enter into agreements involving either technical or financial assistance for large-scale exploration, development and utilization of minerals according to the general terms and conditions provided by law, based on real contributions to the economic growth and general welfare of the Philippines.

To implement this Constitutional provision and to promote investments from both domestic and international sources, the Mining Act authorizes the President to execute and approve on behalf of the government FTAA's to be entered into with qualified entities for large-scale exploration, development and commercial utilization of mineral resources. The minimum project for development and construction for an FTAA is Fifty Million United States Dollars (US\$50,000,000).

The FTAA holder is granted the exclusive rights to explore, mine, utilize, process, refine, market, transport, export and dispose of minerals and mineral products and by-products that may be derived or produced from the FTAA area, subject to such permitting requirements that may be applicable under pertinent laws, rules and regulations.

3. Environmental, Social Development and Management Program, Indigenous Peoples, and Local Government Consents

The discussions under this heading apply to both mineral agreements and FTAA.

3.1 Environment

Environmental Compliance Certificate ("ECC")

An ECC is required before the contractor can commence any mine development or construction work in the mining area.

Environmental Protection Enhancement Program ("EPEP") equivalent to 10% of Total Project Cost

The MPSA or FTAA holder must submit within 30 calendar days after the issuance and receipt of the ECC, an EPEP covering all areas to be affected by development, utilization and processing activities.

The EPEP must describe the expected and considered acceptable impacts and shall set out the life-of-mine environmental protection and enhancement strategies, including final mine rehabilitation and/or decommissioning, based on best practice in environmental management in mining.

Contingent Liability and Rehabilitation Fund

The CLRf consists of the following:

- Monitoring Trust Fund ("MTF")
- Rehabilitation Cash Fund ("RCF")
- Environmental Trust Fund ("ETF")
- Mine Waste and Tailings Fees Reserve Fund
- Final Mine Rehabilitation and Decommissioning Fund ("FMRDF")

7. Solicitors Report continued

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3.2 Social Development and Management Program (“SDMP”)

The contractor will allot annually a minimum of 1.5% of the operating costs necessary to implement the foregoing, i.e., 1.125% (75% of 1.5%) will be apportioned to implement the SDMP, 0.150% (10% of 1.5%) to implement the program for the development of mining technology and geosciences, and 0.225% (15% of 1.5%) for the implementation of Information, Education, and Communication Program.

3.3 Free and Prior Consent of Indigenous Peoples/Indigenous Cultural Communities for Mining Operations within Ancestral Domains

Under Republic Act No. 8371 or the Indigenous Peoples’ Rights Act of 1997 (“IPRA”), no EP, MPSA, or FTAA will be approved unless there is a prior certification from the National Commission on Indigenous Peoples (“NCIP”) that the area does not overlap any ancestral domain or that the prior free and informed written consent has been obtained from the IP/ICC concerned.

3.4 Local Government Consents

For exploration applications, government regulations require proof of consultation and/or project presentation to the concerned local government units.

For projects in the development stage, prior approvals or endorsements in the form of a resolutions or certifications by at least majority of the local government councils concerned (barangay council, municipal or city council, and provincial council) are required before the contractor can proceed to development and/or utilization activities.

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Financial Information

8. Financial Information

8.1 Introduction

This section sets out the historical financial information and pro forma financial information. The basis for preparation and presentation is set out below.

The Directors' of the Company are responsible for the preparation and presentation of the historical and pro forma statement of financial position including the determination of the pro forma adjustments which have been prepared in accordance with Australian Accounting Standards and other mandatory professional reporting requirements in Australia ("AGAAP"), which ensure compliance with International Financial Reporting Standards ("IFRS"). Grant Thornton Corporate Finance Pty Ltd has prepared an Investigating Accountant's Report in respect of the historical and pro forma financial information. A copy of the report is set out in Section 9.

The historical and pro forma statement of financial position included in the Prospectus is presented in an abbreviated form in so far as it does not include all the disclosures required by AGAAP, applicable to annual financial reports prepared in accordance with the Corporations Act.

8.2 Historical Statement of Financial Position

The unaudited historical statement of financial position of the Company as at 30 June 2010, which is the last publicly reported financial information, is set out on the following pages of this report.

8.3 Pro Forma Statement of Financial Position

The unaudited pro forma statement of financial position of the Company as at 30 June 2010 is also set out on the following pages.

8.4 Pro Forma Statement of Financial Position

	Note	Audited as at 31 December 2009 ⁽¹⁾ C\$	Unaudited as at 30 June 2010 ⁽²⁾ C\$	Unaudited as at 30 June 2010 ⁽³⁾ A\$	Pro forma post the offer as at 30 June 2010 ⁽⁴⁾ A\$
ASSETS					
CURRENT ASSETS					
Cash and cash equivalents	3	1,024,133	1,840,906	1,859,315	14,180,314
Trade and other receivables		133,684	202,444	204,468	204,468
Other assets		47,128	57,172	57,744	57,744
Total Current Assets		1,204,945	2,100,522	2,121,527	14,442,526
NON-CURRENT ASSETS					
Exploration & development expenditure		23,683,451	24,907,338	25,156,411	25,156,411
Property, plant & equipment		195,101	216,143	218,305	218,305
Total Non-Current Assets		23,878,552	25,123,481	25,374,716	25,374,716
TOTAL ASSETS		25,083,497	27,224,003	27,496,243	39,817,242
LIABILITIES					
CURRENT LIABILITIES					
Trade and other payables		(764,325)	(576,235)	(581,998)	(581,998)
Deferred Tax Liability		(186,413)	(189,608)	(191,504)	(191,504)
Provisions		(86,156)	(87,632)	(88,508)	(88,508)
Total Current Liabilities		(1,036,894)	(853,475)	(862,010)	(862,010)
NON-CURRENT LIABILITIES					
Future capital subscriptions in subsidiaries		(1,164,917)	(1,350,919)	(1,364,428)	(1,364,428)
Total Non-Current Liabilities		(1,164,917)	(1,350,919)	(1,364,428)	(1,364,428)
TOTAL LIABILITIES		(2,201,811)	(2,204,394)	(2,226,438)	(2,226,438)
NET ASSETS		22,881,686	25,019,609	25,269,805	37,590,804
EQUITY					
Issued capital	4	(32,380,570)	(33,302,778)	(33,635,806)	(44,940,283)
Capital subscription		–	(636,179)	(642,540)	–
Reserves		(8,363,069)	(10,142,093)	(10,243,514)	(12,703,110)
Retained losses	5	17,861,953	19,061,441	19,252,055	20,052,589
TOTAL EQUITY		(22,881,686)	(25,019,609)	(25,269,805)	(37,590,804)

Source:

- (1) The historical Statement of financial position at 31 December 2009 has been extracted from the audited financial statements of the Company as at 31 December 2009.
- (2) The historical Statement of financial position as at 30 June 2010 has been extracted from the unaudited financial statements of the Company as at 30 June 2010 which is the last publicly reported financial information.
- (3) The conversion of the historical Statement of financial position as at 30 June 2010 in Canadian Dollars into Australian Dollars at the rate of C\$1 = A\$1.01, in accordance with AASB 121 "The Effects of Changes in Exchange Rates".
- (4) The Company pro forma Statement of financial position as at 30 June 2010 reflects the application of the funds from the Offer less the costs associated with the Offer as set out in Note 2.

The statement of financial position should be read in conjunction with the notes set out in the following section.

8. Financial Information continued

8.5 Note 1 – Summary of Significant Accounting Policies

The historical and pro forma statement of financial position has been prepared in accordance with the measurement and recognition requirements, but not all of the disclosure requirements of the Corporations Act including applicable Accounting Standards, other authoritative pronouncements of the Australia Accounting Standards Board and Australian Accounting Interpretations for the presentation of financial information for inclusion in a Prospectus in Australia.

1.1. Basis of preparation

The historical and pro forma statement of financial position is presented in Australian dollars and covers Mindoro Resources Ltd which is a public company, incorporated and domiciled in Canada.

The preparation of the historical and pro forma statement of financial position is in conformity with AGAAP and requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. These accounting policies have been consistently applied by the Company.

There have been no new Australian Accounting Standards and Australian Accounting Interpretations issued or amended which are applicable to the Company which would have a material effect on the historical or pro forma statement of financial position.

The following is a summary of the material accounting policies adopted by the Company in the preparation of the historical and pro forma statement of financial position. The accounting policies have been consistently applied.

1.2. Accounting policies

Principles of consolidation

These consolidated financial statements of Mindoro include the accounts of the Company, its wholly owned subsidiary, MRL Gold Phils., Inc., and the wholly-owned subsidiaries of MRL Gold Phils., Inc.

Cash and cash equivalents

Cash and cash equivalents comprise cash at banks, on hand and cash deposited in term deposits, with original terms to maturity of less than 90 days. As at 30 June 2010 the Company had no cash equivalents.

Mineral properties and exploration costs

Mineral properties and exploration costs consist of expenditures related to exploration for mineral resources on a property by property basis. This comprises costs of exploration and mining rights acquisition, property option payments, geological, geochemical and geophysical surveys, drilling, labor, materials and supplies, professional fees, community relations, environmental management expenditures and others.

All costs related to the exploration and development of mineral properties are deferred on a property by property basis until commencement of commercial production or a write-down is considered necessary. The recoverability of the amounts recorded for mineral properties and deferred costs are dependent on the existence of economically recoverable reserves and future profitable production from the mineral properties.

Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mining properties. The Company has investigated rights of ownership of all of the mineral properties in which it has interest and, to the best of its knowledge, all agreements relating to such ownership rights are in good standing. However, this should not be construed as a guarantee of title. The properties may be subject to prior claims, agreements or transfers and rights of ownership may be affected by undetected defects.

Incidental revenue derived from management fees from third parties are recorded first as a reduction of the specific mineral property and deferred costs to which the fees relate and any excess as a reduction to expenses in the consolidated financial statements of loss and comprehensive loss.

When properties are brought into commercial production, mineral properties and deferred costs related to a specific mine site will be amortized on a unit-of-production basis over economically recoverable reserves.

Mineral properties and deferred costs are written down when properties are abandoned or when cost exceeds net realizable value.

No provision for depletion of the amounts carried as mineral properties and deferred costs is included in the consolidated financial statements, as the properties are yet to reach commercial production.

Stock-based compensation

The Company has a stock option plan. Stock-based compensation granted to employees, directors, officers and non-employees is accounted for using a fair value method. Compensation expense is amortized over the vesting period of the options or as earned, with a corresponding increase in contributed surplus. Any consideration paid on the exercise of stock options is credited to share capital. Contributed surplus recognized as a result of granting options is credited to share capital when the options are exercised.

Foreign Currency Translation

When translating foreign currency transactions and the financial statements of its integrated subsidiary, foreign currency denominated assets and liabilities are translated at the exchange rate prevailing at the statement of financial position date for monetary items and at the transaction date for non-monetary items. Revenues and expenses are translated at average exchange rates for the period in which they were earned or incurred. Exchange gains or losses on translation of current and non-current monetary items are included in the determination of the loss for the period.

8.6 Note 2 – Pro Forma Adjustments

The pro forma statement of financial position has been prepared to illustrate the effects of the Offer. The pro forma statement of financial position of the Company assumes the completion of the Offer and is based on the assumption that the following transactions and events contemplated in the Prospectus, referred to as the pro forma adjustments, which are to take place on or before the completion of the Offer as if they had occurred on or before 30 June 2010:

Private placements

- The issue of 19,047,225 units, over two separate closings, consisting of one common share and one purchase warrant at a price of A\$0.21 (C\$0.208) for total consideration of A\$4,001,442 collectively referred to as the "private placement";
- Subscription deposits of A\$642,540 were included in the 30 June 2010 unaudited financial statements and reversed with the Pro Forma Adjustments.

Transaction costs associated with the private placement

- The Company paid finder's fees of A\$1,576 and 7,500 finder's warrants in connection with the first closing. Each finder's warrant is exercisable into one common share at a price of A\$0.313 (C\$0.31) for two years. These warrants had a fair value of A\$851 at the time of issue. An amount of A\$2,427 has been charged against share capital. No finder's fees were paid in connection with the second closing.
- Other expenses associated with the private placement (including advisory, legal and administrative fees as well as advertising and other expenses), was A\$143,657. This amount has been charged against share capital.
- Total transaction costs associated with the private placement charged against share capital were \$146,084.

8. Financial Information continued

Stock based compensation commentary

- On 29 July 2010, 4,000,000 stock options were granted to Directors, officers, employees and consultants of the Company to purchase 4,000,000 common shares at an exercise price of A\$0.21 (C\$0.208) per share for a three year term. Stock based compensation expense of A\$532,500 was recorded for this issue of options. On 22 September 2010, 700,000 stock options were granted to an officer of the Company to purchase 700,000 common shares at an exercise price of A\$0.313 (C\$0.31) per share for a three year term. Stock based compensation expense of A\$146,132 was recorded for this issue of options. On 4 October 2010, 150,000 stock options were granted to a director of the Company to purchase 150,000 common shares at an exercise price of A\$0.343 (C\$0.34) per share for a three year term. Stock based compensation expense of A\$27,638 was recorded for this issue of options. Also on 4 October 2010, 500,000 stock options were granted to an investor relations consulting firm to purchase 500,000 common shares at an exercise price of A\$0.303 (C\$0.30) per share for a three year term with 25% vesting every three months for one year. Stock based compensation expense of A\$94,264 was recorded for this issue of options.

Exercise of warrants

- 41,992 warrants exercised for which cash proceeds of A\$7,330 were received. The fair value of these warrants at the time of their grant was A\$4,317.

Capital raising

- The issue of 40,000,000 CDI's at the CAD equivalent of A\$0.20 each, amounting to A\$8,000,000 pursuant to the Offer; and
- The issue of 10,000,000 Shares to IFC at the CAD \$0.20 each, amounting to the equivalent of A\$2,000,000; and
- Expenses associated with the Offer (including advisory, legal, accounting and administrative fees as well as printing, advertising and other expenses), estimated to be A\$900,000 which has been charged against share capital. Expenses of \$900,000 associated with the Offer are in addition to \$8,724 charged to share capital at 30 June 2010.

8.7 Note 3 – Cash and Cash Equivalents

The pro forma cash position has been calculated as follows:

	Pro forma A\$
Cash and cash equivalents at 30 June 2010	1,859,315
<i>Pro forma transactions:</i>	
Proceeds from shares and share purchase warrant issued from the private placements, excluding subscription deposits already received	3,358,900
Private placement finder's fees	(1,576)
Private placement other issue costs	(143,657)
Proceeds from warrants exercised for common shares	7,332
Pro forma cash prior to the Offer	5,080,314
Proceeds from CDIs issued pursuant to the Offer and concurrent share issue	10,000,000
Payment of the Offer costs	(900,000)
Pro forma cash and cash equivalents	14,180,314

8.8 Note 4 – Issued Capital

The pro forma issued capital has been calculated as follows:

	Pro forma A\$
Issued capital at 30 June 2010	33,635,806
<i>Pro forma transactions:</i>	
Shares issued pursuant to the Private Placement	2,338,914
Capital raising costs pursuant to the Private Placement	(146,084)
Warrants exercised for common shares	11,647
Pro forma issued capital prior to the Offer	35,840,283
Proceeds from CDIs issued pursuant to the Offer and concurrent share issue	10,000,000
Capital raising costs pursuant to the Offer	(900,000)
Pro forma issued capital	44,940,283
	Pro forma no. of CDI's and shares
Number of shares issued at 30 June 2010	132,870,938
<i>Pro forma transactions:</i>	
Shares issued pursuant to the private placements	19,047,225
Shares issued pursuant to warrant exercise	41,992
Pro forma number of shares prior to the Offer	151,960,155
Proceeds from CDIs issued pursuant to the Offer and concurrent share issue	50,000,000
Pro forma number of CDI's and shares issued	201,960,155

8.9 Note 5 – Retained Losses

The pro forma retained loss position has been calculated as follows:

	Pro forma A\$
Retained losses at 30 June 2010	19,252,055
<i>Pro forma transactions:</i>	
Stock based compensation expense	800,534
Pro forma retained losses prior to the Offer	20,052,589
Costs expensed to the income statement which are a consequence of the Offer	–
Pro forma retained losses	20,052,589

8. Financial Information continued

8.10 Note 6 – Share Options

The pro forma number of share options has been calculated as follows:

	Pro forma no. of options
Number of options issued at 30 June 2010	10,562,000
<i>Pro forma transaction:</i>	
Stock based compensation – Employees	4,850,000
Stock based compensation – IR consultants	500,000
Forfeitures	(767,000)
Expirations	(200,000)
Pro forma number of options issued	14,945,000

8.11 Note 7 – Share Warrants

The pro forma number of share options has been calculated as follows:

	Pro forma no. of warrants
Number of share warrants issued at 30 June 2010	35,952,598
<i>Pro forma transaction:</i>	
Issued pursuant to private placement	19,047,225
Finder's warrants issued	7,500
Exercised	(41,992)
Pro forma number of warrants issued	54,965,331

8.12 Note 8 – Commitments

	Rent (Office Leases) A\$
2010	62,836
2011	59,871
2012	55,018
2013	23,298
Total	201,023

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Investigating Accountants Report

9. Investigating Accountants Report



Board of Directors
Mindoro Resources Ltd
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18 October 2010

Dear Sirs,

INVESTIGATING ACCOUNTANT'S REPORT ON THE PRO FORMA STATEMENT OF FINANCIAL POSITION

Introduction

Grant Thornton Corporate Finance Pty Ltd ("Grant Thornton Corporate Finance") has been engaged by Mindoro Resources Ltd (referred to in the Prospectus as "the Company") to prepare an Investigating Accountant's Report (the "Report") for inclusion in a Prospectus dated on or around 22nd October 2010 ("the Prospectus").

The Prospectus relates to the issue of 40,000,000 Chess Depository Interests ("CDI's") at \$0.20 each amounting to \$8,000,000. CDI's are to be issued concurrently with 10,000,000 fully paid shares to the International Finance Corporation ("IFC") at \$0.20 each, amounting to \$2,000,000. Collectively the issue of CDI's and shares is referred to as "the Offer".

Expressions defined in the Prospectus have the same meaning in this report.

Financial Information

Grant Thornton Corporate Finance have been requested to prepare a report covering the historical and pro forma statement of financial position as described below and set out in **Section 8** of the Prospectus.

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 historical and pro forma financial information to which it relates for any purposes other than the purpose for which it was prepared.

Holder of Australian Financial Services License No. 247140

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Historical statement of financial position

The unaudited historical statement of financial position of the Company as at 30 June 2010 is set out in **Section 8** of the Prospectus.

Pro forma statement of financial position

The unaudited pro forma statement of financial position of the Company as at 30 June 2010 is also set out in **Section 8** of the Prospectus.

The Directors' of the Company are responsible for the preparation and presentation of the historical and pro forma statement of financial position including the determination of the pro forma adjustments which have been prepared in accordance with Australian Accounting Standards and other mandatory professional reporting requirements in Australia ("AGAAP"), which ensure compliance with International Financial Reporting Standards ("IFRS").

The historical and pro forma statement of financial position included in the Prospectus is presented in an abbreviated form in so far as it does not include all the disclosures required by Australian Accounting Standards and other mandatory professional reporting requirements in Australia ("AGAAP"), applicable to annual financial reports prepared in accordance with the Corporations Act.

Scope**Review of the pro forma statement of financial position**

We have reviewed the pro forma statement of financial position in order to report whether anything has come to our attention which causes us to believe that the pro forma statement of financial position of the Company as at 30 June 2010, as set out in **Section 8** of the Prospectus, is not presented fairly, on the basis of the pro forma transactions and adjustments described in **Section 8 – Note 2** of the Prospectus, in accordance with the recognition and measurement principles prescribed in AGAAP and in accordance with the accounting policies adopted by the Company and disclosed in **Section 8 – Note 1** of the Prospectus.

We have conducted our review of the audited historical statement of financial position in accordance with ASRE 2405 "Review of Historical Financial Information Other Than a Financial Report". We made such inquiries and performed such procedures as we, in our professional judgement, considered reasonable in the circumstances including:

- a review of work papers, accounting records and other documents and reports provided by the Company;
- a review of the pro forma transactions used as the basis for the pro forma statement of financial position;
- a comparison of the consistency in application of the recognition and measurement principles of AGAAP to Canadian Accounting Standards and other mandatory professional reporting requirements in Canada ("CGAAP") and the accounting policies adopted by the Company and disclosed in **Section 8 – Note 1** of the Prospectus; and

9. Investigating Accountants Report continued



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- enquiry of Directors', management and others of the Company.

These procedures do not provide all the evidence that would be required in an audit, thus the level of assurance provided is less than given in an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.

Conclusion

Review statement on the pro forma statement of financial position

Based on our review, which is not an audit, nothing has come to our attention which causes us to believe that the pro forma statement of financial position of the Company as at 30 June 2010, as set out in **Section 8** of the Prospectus, is not presented fairly, on the basis of the pro forma transactions and adjustments described in **Section 8 – Note 2** of the Prospectus, in accordance with the recognition and measurement principles prescribed in AGAAP, and accounting policies adopted by the Company and disclosed in **Section 8 – Note 1** of the Prospectus.

Subsequent events

Apart from the matters dealt with in the Prospectus, and having regard to the scope of our report, to the best of our knowledge and belief, no material transactions or events outside of the ordinary business of the Company have 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.

Independence

Grant Thornton Corporate Finance does not have any interest in the outcome of this issue other than in connection with the preparation of the Prospectus and participation in due diligence procedures for which normal professional fees will be received.

Liability

Grant Thornton Corporate Finance has consented to the inclusion of this report in the Prospectus and to the references to the report in the Prospectus, in the form and context in which they are included.

Any liability of Grant Thornton Corporate Finance in relation to the likely audience of the Prospectus is limited to the inclusion of this report in the Prospectus (and any references in the Prospectus to the Report to which Grant Thornton Corporate Finance has consented). Grant Thornton Corporate Finance makes no representation regarding, and has no liability for, any other statements or other material in, or any omissions from, the Prospectus.

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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 take the place of professional advice and investors should not make specific investment decisions based on reliance on the information contained in the Prospectus. 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.

Yours faithfully

GRANT THORNTON CORPORATE FINANCE PTY LTD

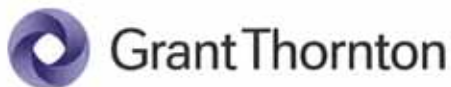


PETER THORNELEY
Director



BRAD TAYLOR
Director

9. Investigating Accountants Report continued



Financial Services Guide

Grant Thornton Corporate Finance Pty Ltd

Grant Thornton Corporate Finance Pty Ltd ("Grant Thornton Corporate Finance") carries on a business, and has a registered office, at Level 17, 383 Kent Street, Sydney NSW 2000. Grant Thornton Corporate Finance holds Australian Financial Services Licence No 247140 authorising it to provide financial product advice in relation to securities and superannuation funds to wholesale and retail clients.

Grant Thornton Corporate Finance has been engaged by Mindoro Resources Ltd to prepare an Investigating Accountant's Report (the "Report") for inclusion in a Prospectus dated on or around 25th October 2010 ("the Prospectus").

Financial Services Guide

This Financial Services Guide ("FSG") has been prepared in accordance with the Corporations Act, 2001 and provides important information to help retail clients make a decision as to their use of general financial product advice in a report, the services we offer, information about us, our dispute resolution process and how we are remunerated.

General financial product advice

In our report we provide general financial product advice. The advice in a report does not take into account your personal objectives, financial situation or needs.

Grant Thornton Corporate Finance does not accept instructions in relation to securities from retail clients. Grant Thornton Corporate Finance provides no financial services in relation to securities directly to retail clients and receives no remuneration from retail clients for financial services in relation to securities. Grant Thornton Corporate Finance does not provide any personal retail financial product advice directly to retail investors in relation to securities nor does it provide market-related advice directly to retail investors in relation to securities.

Remuneration

When providing the report, Grant Thornton Corporate Finance's client is the Company. Grant Thornton Corporate Finance receives its remuneration from the Company. Grant Thornton Corporate Finance will receive a fee from Mindoro Resources Ltd based on commercial rates plus reimbursement of out-of-pocket expenses for the preparation of the report. Our directors and employees providing financial services receive an annual salary, a performance bonus or profit share depending on their level of seniority. Our fee is in no way contingent on the outcome of this report.

Except for the fees referred to above, no related body corporate of Grant Thornton Corporate Finance, or any of the directors or employees of Grant Thornton Corporate Finance or any of those related bodies or any associate receives any other remuneration or other benefit attributable to the preparation of and provision of this report.

Grant Thornton Australia Limited is a member firm within Grant Thornton International Ltd. Grant Thornton International Ltd and the member firms are not a worldwide partnership. Grant Thornton Australia Limited, together with its subsidiaries and related entities, delivers its services independently in Australia.

Liability limited by a scheme approved under Professional Standards Legislation.

Our Ref: MINDORO DRAFT IAR_18 OCTOBER 1_10PM



Grant Thornton

Independence

Grant Thornton Corporate Finance is required to be independent of the Company in order to provide this report. The guidelines for independence in the preparation of independent accountant's report are set out in APES110 issued by the Accounting Professional and Ethical Standards Board ("APES").

Complaints procedures

Grant Thornton Corporate Finance has an internal complaint handling mechanism and is a member of the Financial Industry Complaints Services Complaints Handling Tribunal, No F-3986. All complaints must be in writing and addressed to the National Service Line Leader at Grant Thornton Corporate Finance. We will endeavour to resolve all complaints within 30 days of receiving the complaint. If the complaint has not been satisfactorily dealt with, the complaint can be referred to the Financial Industry Complaints Service who can be contacted at:

GPO Box 3
Melbourne VIC 3001

Telephone: (03) 9613 7366
Facsimile: (03) 9613 6399

Grant Thornton Corporate Finance is only responsible for the Report and this FSG. Complaints or questions about the Notice of General Meeting and Explanatory Memorandum should not be directed to Grant Thornton Corporate Finance, which is not responsible for that document. Grant Thornton Corporate Finance will not respond in any way that might involve any provision of financial product advice to any retail investor.

Compensation arrangements

Grant Thornton Corporate Finance has professional indemnity insurance cover under its professional indemnity insurance policy. This policy meets the compensation arrangement requirements of section 912B of the Corporations Act.

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Risk Factors

10. Risk Factors

10.1 Introduction

Mindoro is a mineral resource company that is focused on exploration and the development of mining operations in the Philippines. As such, the Company is undertaking high risk activities and in the event of a “worst case” scenario most, or all, of the investment could be lost. Accordingly, whilst the Directors commend the Offer, it should be considered speculative. Prior to making any decision to accept the Offer, prospective investors should read this Prospectus in its entirety and consider the risk factors described below and consult with their professional advisers. The risks described below are not exhaustive and whether specifically referred to or not may have a material effect on the financial performance and value of the Company’s securities.

10.2 Exploration and Development Risk

There can be no assurance that exploration of the tenements held now or in the future by the Company, will result in the discovery of a Mineral Resource. Even if a Mineral Resource is identified, there is no certainty that it can be economically exploited. The exploration and development costs described in this Prospectus are based on current estimates and assumptions. While based on industry practice, judgment and experience, these estimates and assumptions are by their nature, subject to significant uncertainties and actual costs may differ materially from the original estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions used in this Prospectus will be realised in practice.

10.3 Mineral Resource and Reserve Estimate Risks

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

10.4 Operating Risks

The Company’s operations may be adversely affected by a range of factors, including but not limited; failure to locate or identify deposits and failure to achieve predicted grades in exploration. If the Company achieves commercial production, the operations may be impacted by difficulties in commissioning and operating the plant or by mechanical failure, plant breakdown, unanticipated metallurgical problems impacting on recovery and extraction rate and costs, the ability to procure goods and services required to sustain operations on commercial terms, the ability to produce and market a saleable product; the ability to attract and retain personnel; the ability to develop and maintain the properties held by the Company; adverse weather conditions, industrial and environmental accidents, industrial disputes, unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment. The success of the Company’s operations will also require the use of outside suppliers, the performance of whom is beyond the Company’s control.

10.5 Reliance on Key People

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its Directors, management and other persons. No assurance can be given that there will be no detrimental impact on the Company if one or more of these persons cease their engagement.

10.6 Geopolitical, Regulatory and Sovereign Risk

The Company’s principal operations are located in the Philippines and are subject to the risks associated with operating in a foreign country. These risks include, but are not limited; economic, social or political instability or change, hyperinflation, currency non-convertibility or instability and changes of law affecting foreign ownership, government participation, taxation, working conditions, rates of exchange, exchange control, exploration licensing, export duties, resource rent taxes, repatriation of capital, environmental protection, mine safety, labour relations as well as government control over mineral properties or government regulations that require the employment of local staff or contractors or require other benefits to be provided to local residents.

10. Risk Factors continued

10.7 Global Economic & Equity Market Condition

The market price of the CDIs (and the underlying Shares) will rise and fall independent of the Company's activities as a result of varied and unpredictable influences on the equities market in general and resource exploration stocks in particular. As a result, neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

The Company's exploration, development and production activities, as well as its ability to fund those activities can also be adversely affected by general global and/or domestic economic conditions, movements in interest rates and inflation, and currency exchange rates.

10.8 Commodity Price Volatility

In the event that the Company achieves commercial operations, the revenues derived will be dependent on the underlying commodity price and the terms of any agreement under which these products will be sold. Commodity prices are volatile and are affected by many factors, many of which are beyond the control of the Company. Such factors include but are not limited to; fluctuations in the relative supply and demand of the product, technological advancements, forward selling activities and macro-economic factors.

10.9 Foreign Exchange Risk

The Company reports its financial results and maintains its accounts in Canadian dollars, the CDIs are quoted in Australian Dollars, and it operates in the Philippines where the local currency is the Philippine Peso. The Company's operations and listed securities are therefore subject to currency fluctuations and such fluctuations may materially affect the Company's financial position and results as well as the listed price of its securities. The Company does not presently engage in currency hedging to offset any risk of currency fluctuations.

10.10 Future Capital Needs and Additional Funding Risks

The Company's ability to effectively implement its business strategy will depend in part on its ability to generate income from its operations, and/or to raise additional funds. The need for and amount of any additional funds required is currently unknown and will depend on numerous factors related to its current and future activities.

If required, the Company would seek additional funds, through equity, debt or joint venture financing. No assurance can be given by the Company that it can procure such funding in a timely manner or on acceptable terms. Any additional equity financing will dilute current shareholdings, and debt financing, if available, may involve restrictions on further financing and operating activities. If the Company is unable to obtain additional financing as needed, it may result in the delay or indefinite postponement of the Company's activities.

10.11 Title Risk

The Company's tenements are subject to various conditions, obligations and regulations. If applications for title or renewal are required this can be at the discretion of the relevant government minister or official. If approval is refused, the Company will suffer a loss of the opportunity to undertake further exploration, development or production from the tenement.

The Company currently knows of no reason to believe that current applications will not be approved, granted or renewed. Further details with respect to the relevant tenements and applications are set out in Section 7.

Some of the properties may be subject to prior unregistered agreements or transfers or native or indigenous peoples' land claims and title may be affected by undetected defects. No assurance can be given that title defects do not exist. If a title defect does exist, it is possible that the Company may lose all or a portion of the property to which the title defects relates.

10.12 Land Access

Immediate access to land in the Philippines cannot in all cases be guaranteed. The Company may be required to seek consent of land holders or other persons or groups with an interest in real property encompassed by, or adjacent to, the Company's tenements. Compensation may be required to be paid by the Company to land holders in order that the Company may carry out exploration and/or mining activities. Native title exists in the Philippines and is governed by law. Where applicable, agreements with indigenous groups have to be in place before a mineral tenement can be granted. Government policy, impassable or difficult access as a result of the terrain, seasonal climatic effects or inclement weather can also adversely impact the Company's activities.

10.13 Competitor Risk

The Company faces competition from established entities having greater financial and technical resources which may hinder the Company's ability to compete for future business opportunities, acquire and exploit additional attractive natural resource properties. Many of the Company's competitors not only explore for and produce minerals, but also carry out downstream operations on these and other products on a worldwide basis. There can be no assurance that the Company can compete effectively with these companies.

10.14 Environmental Risks

The Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds and are subject to Philippines national and local environmental laws and regulations which provide for penalties or obligations to remediate damage. Significant liability could be imposed on the Company for damages, clean-up costs or penalties. The Company will mitigate this risk by conducting its activities to the highest standard of environmental obligation, including compliance with all environmental laws in order to minimise damage to the environment and risk of liability. Nevertheless, there are certain risks inherent in the Company's activities which could subject the Company to extensive liability.

10.15 Occupational Health and Safety

The mining industry is subject to occupational health and safety laws and regulations which change from time to time and may result in increased compliance cost or potential for liability. It is the Company's intention to mitigate this risk by operating to the highest of occupational health and safety standards.

10.16 Insurance Risk

The Company, where feasible, intends to insure its operations in accordance with industry practice. However, in certain circumstances, the Company's insurance (if obtained) may not be of a nature or level to provide adequate cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company. Insurance of all risks associated with mineral exploration and development is not always available and where available the costs may be prohibitive.

10.17 Listing Risk

The Company is incorporated in Canada rather than Australia, and its Shares are traded on the TSX-V Exchange. The CDIs are intended to be traded on the ASX. This may result in certain market and corporate related complications from the perspective of an Australian investor, particularly in relation to corporations laws and listing rules regulatory matters.

There is a risk for Australian investors who subscribe for CDIs under the Offer that they will be subject to the regulatory regime of Canada, given that in certain circumstances, the Canadian regulatory regime is deemed to apply to corporate matters, rather than the Australian regulatory regime. Refer to Section 11.12 for further details regarding Canadian and Australian corporate laws which the Company is currently, and will be, subject to.

Due to the size and distribution of the Company's share register there is likely to be only limited trading liquidity in the Company's Shares (and CDIs). The Company might not be covered by a broad base of research analysts which may make it harder for Shares and/or CDIs to be traded.

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11

Additional Information

11. Additional Information

11.1 Corporate Governance

Mindoro has adopted systems of control and accountability as the basis for the administration of corporate governance. The Board is committed to administering the policies and procedures with openness and integrity, pursuing the true spirit of corporate governance commensurate with Mindoro's needs. As Mindoro's activities develop in size, nature and scope, the size of the Board and the implementation of additional corporate governance structures will be given further consideration. The following table summarises Mindoro's position with regard to the Principles of Good Corporate Governance and Recommendations incorporating the 2010 amendments.

REQUIREMENT	RESPONSE
1 LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT	
1.1 Companies should establish the functions reserved to the board and those delegated to senior executives and disclose those functions.	<p>The Board recognises the importance of distinguishing between the respective roles and responsibilities of the Board and management. The respective roles and responsibilities of the Board and the Chief Executive Officer are set out in Mindoro's Board Charter.</p> <p>The primary responsibility of the Board is to protect and advance the interest of shareholders. To fulfil this role, the Board has overall responsibility for developing and approving Mindoro's corporate strategy and monitoring implementation of strategy, appointing the Chief Executive Officer, monitoring senior executives' performance and approving Mindoro's risk and audit framework. The Board is also responsible for Mindoro's general corporate governance matters, including matters such as disclosures and the appointment and monitoring of any committees set up by the Board.</p> <p>The Chief Executive Officer has primary responsibility to the Board for the affairs of Mindoro. The Chief Executive Officer's responsibilities include implementing and monitoring (together with the Board) the strategic and financial plans for Mindoro, managing the appointment of senior executive positions, being the primary channel of communication and point of contact between the senior executives and the Board, providing strong leadership to, and effective management of, Mindoro and otherwise carrying out the day to day management of Mindoro.</p>
1.2 Companies should disclose the process for evaluating the performance of senior executives.	Mindoro's goals for the year are determined annually by the Board of directors. These are used as the basis for evaluating performance of senior executives. Performance evaluations are undertaken annually in November/December by the CEO. The CEO's performance evaluation is also undertaken annually, in November/December, by the Board.
1.3 Companies should provide the information indicated in the Guide to reporting on Principle 1.	The Board Charter will be posted on Mindoro's website under the Corporate Governance section.
2 STRUCTURE THE BOARD TO ADD VALUE	
2.1 A majority of the board should be independent directors.	This recommendation is satisfied.
2.2 The chair should be an independent director.	This recommendation is satisfied.
2.3 The roles of chair and chief executive officer should not be exercised by the same individual.	This recommendation is satisfied.
2.4 The board should establish a nomination committee.	The Board has not adopted a charter relevant to the specific functions of a nomination committee. Given the size of Mindoro and the Board and the straight forward structure of Mindoro, the Directors consider that any efficiencies achieved by the establishment of a nomination committee would be minimal, thereby not making its establishment cost effective. Mindoro has board processes in place which raise the issues that would otherwise be considered by a nomination committee.

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11. Additional Information continued

REQUIREMENT	RESPONSE
2.5 Companies should disclose the process for evaluating the performance of the board, its committees and individual directors.	The Directors consider that due to the size of Mindoro and its Board, such a formal review procedure is not appropriate at this point in time and has instead adopted a self-evaluation process to measure its own performance. This recommendation is satisfied in as much as the details have been included in the Annual Report and in the Board Charter.
2.6 Companies should provide the information indicated in the Guide to reporting on Principle 2	It is the Company's intention to include the relevant information in the Annual Report.
3 PROMOTE ETHICAL AND RESPONSIBLE DECISION MAKING	
3.1 Companies should establish a code of conduct and disclose the code or a summary of the code as to: <ul style="list-style-type: none"> the practices necessary to maintain confidence in the company's integrity. the practices necessary to take into account their legal obligations and the reasonable expectations of their stakeholders. the responsibility and accountability of individuals for reporting and investigating reports of unethical practices. 	This recommendation is satisfied. Mindoro's Code of Conduct sets out Mindoro's expectations for the conduct by Mindoro's directors, senior executives and employees, including in relation to business conduct, personal and professional conduct (such as confidentiality, personal behaviour, diversity and respect for others).
3.2 Companies should establish a policy concerning diversity and disclose the policy or a summary of that policy. The policy should include measurable objectives for achieving gender diversity.	This recommendation is satisfied. Mindoro's Code of Conduct sets out Mindoro's policy concerning diversity. In summary, Mindoro's policy concerning diversity is as follows: Mindoro recognises that diversity is an economic driver of competitiveness for companies and it strives to promote an environment and culture conducive to the appointment of well qualified persons so that there is appropriate diversity to maximise the achievement of corporate goals. Mindoro will disclose its objectives for achieving diversity in each Annual Report. In order to promote gender diversity, Mindoro will engage in reviews and reporting to the Board about the proportion of women at Mindoro and strategies to address diversity. Mindoro intends to recruit persons from a diverse pool of qualified candidates.
3.3 Companies should disclose in each annual report the measurable objectives for achieving gender diversity set by the board in accordance with the diversity policy.	The diversity objectives are intended to be included in the Annual Report.
3.4 Companies should establish a policy concerning trading in company securities by directors, senior executives and employees and disclose the policy or a summary of that policy.	This recommendation is satisfied. Mindoro's Securities Trading Policy sets out Mindoro's policy regarding the trading of securities in Mindoro by directors, senior executives and certain others. This provides details of Mindoro's Insider Trading Policy as well as various other matters relating to Insider Trading. It sets out procedures for how Mindoro should deal with security analysts, institutional investors and journalists, as well as various other matters.
3.5 Provide the information indicated in Guide to Reporting on Principle 3.	It is the intention to include information in the Annual Report.
4 SAFEGUARD INTEGRITY IN FINANCIAL REPORTING	
4.1 The board should establish an audit committee.	This recommendation is satisfied.
4.2 The audit committee should be structured so that it: <ul style="list-style-type: none"> consists only of non-executive directors consists of a majority of independent directors is chaired by an independent chair, who is not chair of the board has at least three members. 	The members of the Audit Committee are Doug Frondall, A. Robson Garden and John Tosney, who are all non-executive directors of Mindoro. Doug Frondall is the independent chair of the Audit Committee (and he is not chair of the Board). Given the size of Mindoro and the Board, and the straight forward structure of Mindoro, the Directors consider that the Audit Committee is of sufficient size, independence and technical expertise to discharge its mandate effectively.

REQUIREMENT	RESPONSE
4.3 The audit committee should have a formal charter	This recommendation is satisfied.
4.4 Companies should provide the information indicated in the Guide to reporting on Principle 4	Satisfied.
5 MAKE TIMELY AND BALANCE DISCLOSURE	
5.1 Companies should establish written policies designed to ensure compliance with ASX Listing Rule disclosure requirements to ensure accountability at senior executive level for that compliance and disclose those policies or a summary of those policies	This recommendation is satisfied. Mindoro has established written policies and procedures designed to ensure compliance with ASX Listing Rules (and TSXV) disclosure requirements and accountability for compliance. Mindoro's Corporate Disclosure Policy sets out Mindoro's policies and procedures with regard to the reporting of material price sensitive information to the ASX (and TSXV) subject to confidentiality carve-out aspects and Mindoro's procedures in this regard.
5.2 Companies should provide the information indicated in the Guide to reporting on Principle 5	The Corporate Disclosure Policy will be posted on Mindoro's website under the Corporate Governance section.
6 RESPECT THE RIGHTS OF SHAREHOLDERS	
6.1 Companies should design a communications policy for promoting effective communication with shareholders and encouraging their participation at general meetings and disclose their policy or a summary of that policy	Mindoro places a high priority on communications with its Shareholders. Although Mindoro does not have a standalone communications policy, Mindoro considers that its Corporate Disclosure Policy, together with disclosure through the following means, should be sufficient to promote effective communications with shareholders: <ul style="list-style-type: none"> – announcements released through to the ASX company announcements platform and the TSXV (SEDAR); – notices of meetings to shareholders; and – provision of all relevant documentation released on Mindoro's website.
6.2 Companies should provide the information indicated in the Guide to reporting on Principle 6	Mindoro intends to describe how it will communicate with its shareholders publicly, by posting this information on the Company's website in a clearly marked corporate governance section.
7 RECOGNISE AND MANAGE RISK	
7.1 Companies should establish policies for the oversight and management of material business risks and disclose a summary of those policies	Although there is no standalone risk management policy, the Board Charter provides that it is the Board's responsibility to approve Mindoro's risk and audit framework, systems of risk management and internal control, as well as approving compliance with any risk and audit policies and protocols in place at the time.
7.2 The board should require management to design and implement the risk management and internal control system to manage the Company's material business risks and report to it on whether those risks are being managed effectively. The board should disclose that management has reported to it as to the effectiveness of the company's management of its material business risks	This recommendation is satisfied. It is the Company's intention to incorporate the disclosure requirements in the Annual Report.
7.3 The board should disclose whether it has received assurance from the chief executive officer (or equivalent) and the chief financial officer (or equivalent) that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks	Currently the Chief Executive Officer and Chief Financial Officer provide comparable certifications under the Canadian equivalent National Instrument NI 52-109. It is the intention to incorporate the requirements of section 295A of the Corporations Act into the existing process.
7.4 Companies should provide the information indicated in the Guide to reporting on Principle 7	It is the Company's intention to include information in the Annual Report.

11. Additional Information continued

REQUIREMENT	RESPONSE
8 REMUNERATE FAIRLY AND RESPONSIBLY	
8.1 The board should establish a remuneration committee	The Compensation Committee has overall responsibility for approving and evaluating the management, the compensation plans, policies and programs of our company. The Compensation Committee shall: annually review and approve corporate goals and objectives relevant to compensation; evaluate management's performance in light of those goals and objectives; and determine management's compensation levels based on this evaluation. In determining the long-term incentive component of management compensation, the Compensation Committee will consider performance and relative shareholder return, the value of similar incentive awards to management at comparable companies, the awards given to management in past years, and other factors it deems appropriate.
8.2 The remuneration committee should be structured so that it consists of a majority of independent directors, is chaired by an independent director and has at least three members	This recommendation is satisfied. Currently the Compensation Committee is comprised of the members of the Audit Committee and Howard Walker, an independent director.
8.3 Companies should clearly distinguish the structure of non-executive directors' remuneration from that of executive directors and senior executives	This recommendation is satisfied.
8.4 Companies should provide the information indicated in the Guide to Principle 8	It is the Company's intention to include information in the Annual Report.

11.2 Holding and Conversion of CDI's

Holding

The Company will operate a certificated Canadian central securities register maintained by Valiant Trust Company, an uncertificated issuer sponsored sub-register of CDIs maintained by Link Market Services Limited in Australia, and an uncertificated CHESS sub-register of CDIs in Australia. The two uncertificated CDI sub-registers combined will make up the register of beneficial title to the Shares underlying the CDIs. CDIs will be held in uncertificated form and settled/transferred through CHESS. No share certificates will be issued to CDI holders. A holding statement will also provide details of a security holder's Holder Identification Number (HIN) (in the case of holding on the CHESS sub-register) or Shareholder Reference Number (SRN) (in the case of holding on the issuer-sponsored sub-register). Following distribution of these initial holding statements, an updated statement will only be provided at the end of any month during which changes occur to the number of CDIs held. CDI holders may also request statements at any other time (although the Company may charge an administration fee). The rights attaching to Shares and CDIs are summarised in Sections 11.3 and 11.4.

Conversion of CDI's

Holders of CDIs can choose to have their CDIs converted to a direct holding of Shares. However, if they do so, they will no longer be able to trade their CDIs on ASX though they will be able to trade the resultant Shares on TSX-V. CDI holders wishing to convert their CDIs to Shares may do so in one of the following ways:

- for CDIs held through the issuer-sponsored sub-register, contacting Link Market Services Limited directly to obtain the applicable conversion request form; or
- for CDIs held on the CHESS-sponsored sub-register, by contacting their controlling participant (who will usually be a stockbroker) who will liaise with Link Market Services Limited. Upon receipt of the conversion request the relevant number of CDIs will be cancelled and the Shares underlying the CDIs will be transferred from Chess Depository Nominees to the shareholder or to a market participant electronically in CDS – Clearing and Depository Services Inc. The Shares will be tradeable on TSX-V but not on the ASX. The Directors expect that this conversion process will be completed on the day on which a valid conversion request is received. However due to Canadian regulatory restrictions, this may not occur during the 4 months after the issue of the CDIs.

Shareholders may convert their Shares to CDIs by contacting Valiant Trust Company in Canada or their stockbroker (or applicable controlling participant). In this case, the Shares will be transferred from the Shareholder's name into the name of Chess Depository Nominees and a holding statement will be issued for the CDIs. Upon conversion to CDIs, the CDIs will be tradeable on ASX but not on TSX-V. The Directors anticipate that a CDI holder will not incur any additional fees or charges as a result of holding CDIs rather than Shares. A fee may be charged to investors who undertake conversion of Shares to CDIs or conversion of CDIs to Shares.

11.3 Rights Attaching to CDIs

The ASXPL Settlement Operating Rules contain provisions designed to ensure that holders of CDIs have all the direct economic benefits of holding Shares. With the exception of voting arrangements, CDI holders have all the same rights as Shareholders whose Shares are registered in their name, that is who hold Shares rather than CDIs. Further details regarding the rights of CDI holders are set out below.

Voting

As holders of CDIs do not appear on the Company's share register, they are not entitled to vote at Shareholder meetings. However, the ASXPL Settlement Operating Rules require the Company to send notices of Shareholder meetings to each CDI holder at the address recorded on the CDI register if any Shareholder meeting is convened. This notice must include a form permitting the CDI holder to direct Chess Depository Nominees to cast proxy votes according to the wishes of the CDI holder for whom it holds Shares. The Company is obliged to collect and process these directions. Chess Depository Nominees is required to vote in accordance with the instructions it receives from CDI holders. If a CDI holder wishes to vote in person at a meeting of Shareholders (whether on a show of hands or on a poll), the CDI holder will first need to convert their CDIs into Shares.

Dividends and other entitlements

The ASXPL Settlement Operating Rules, which have the force of law under the Corporations Act, require the Company to treat CDI holders as if they were the holders of the underlying Shares except in relation to voting rights. The ASXPL Settlement Operating Rules ensure that CDI holders have the same economic benefits of ownership (such as the right to receive dividends, rights of issues and bonus issues) as Shareholders. Where a dividend or cash distribution is made in a currency other than Australian dollars, it will be converted into Australian dollars. The payment will then be made to CDI holders in Australian dollars in accordance with each CDI holder's entitlement.

Takeovers

If any takeover bid is made in respect of any of the Shares of which Chess Depository Nominees is the registered holder, Chess Depository Nominees is prohibited from accepting the offer made under the takeover bid except to the extent that acceptance is authorised by the CDI holders in accordance with the ASXPL Settlement Operating Rules. Chess Depository Nominees must accept a takeover offer if a holder of CDIs instructs it to do so in respect of the Shares underlying those CDIs.

11.4 Rights Attaching to Shares

A summary of the significant rights attaching to Shares is set out below. This summary is qualified by the full terms of the Articles and By-Laws (a full copy of the Articles and By-Laws is available on the Company's website or from the Company on request, free of charge) and does not purport to be exhaustive or to constitute a definitive statement of the rights and liabilities of Shareholders. These rights and liabilities can involve complex questions of law arising from an interaction between the Articles and By-Laws with statutory and common law requirements. To obtain a definitive assessment of the rights and liabilities which attach to Shares, Shareholders should seek legal advice.

The Company is incorporated in Alberta, Canada and therefore is not primarily governed by the Corporations Act or a company constitution as is usually the case for Australian companies. Companies incorporated in Alberta, Canada will primarily be governed by the Articles and By-Laws and the Business Corporations Act, (Alberta) (BCA). The Company must also comply with the TSX Venture Exchange Corporate Finance Manual (TSX-V Rules) and the ASX Listing Rules (once listed on ASX), as well as the Securities Act.

Issue of Shares

The power to issue Shares and other securities in the capital of the Company lies with the Board, subject to the restrictions contained otherwise in the Articles, By-Laws, the provisions of the BCA and TSX-V Rules. Otherwise, the Company is authorised to issue an unlimited number of Shares.

11. Additional Information continued

Voting

Subject to the By-Laws, at a general meeting, on a vote by show of hands, every common Shareholder present in person has one vote. At the taking of a poll every common Shareholder present in person or by proxy, has one vote for each Share.

Dividends

Dividends are payable upon the determination of the Directors, who may fix the amount, time for payment and method of payment of dividends.

Transfer of Shares

Shares in the Company are freely transferable subject to the procedural requirements of the Articles, By-Laws, the provisions of the BCA and TSX-V Rules.

Meetings and Notice

Each Shareholder is entitled to receive notice of, to attend, and to vote at, general meetings of the Company and to receive all notices, accounts and other documents required to be sent to the Shareholders under the Articles, By-Laws, the provisions of the BCA and the TSX-V Rules. A Director may call a meeting of Shareholders and Shareholders may also requisition or convene general meetings in accordance with the procedures for Shareholder initiated meetings. Shareholders must be given at least 21 days written notice of any meeting unless otherwise permitted. As a matter of practice, annual general meetings are typically held in June, and receive the accounts for the year ending 31 December.

Rights on Winding Up

In the event of a winding up once all the liabilities of the Company have been met subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Company, Shareholders shall receive the remaining property of the Company in equal rank with the holders of all other Shares in the Company.

Election of Directors

The minimum number of Directors of the Company is three and the maximum number of Directors of the Company is eleven. Each Director is subject to re-election annually. At least 25% of the Directors need to be residents in Canada (and at least 25% of Directors constituting a quorum need to be Canadian residents). The Directors of the Company may, between annual general meetings, appoint one or more additional Directors of the Company to serve until the next annual general meeting, but the number of additional Directors shall not at any time exceed 1/3 of the number of Directors who held office at the expiration of the last annual general meeting of the Company.

Indemnities

Subject to the BCA, the Company may indemnify a Director, former director or alternate director of the Company against all eligible penalties to which such person is liable and the expenses incurred by such person in respect of that proceeding.

Alteration of By-Laws

Subject to the BCA, the Company may by ordinary resolution alter the By-Laws.

ASX Listing Rules

Despite anything in the Articles or By-Laws, if the ASX Listing Rules prohibit an act being done, the act must not be done. Nothing in the By-Laws 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 the By-Laws to contain a provision or not to contain a provision the By-Laws are deemed to contain that provision or not to contain that provision (as the case may be). If a provision of the By-Laws are or becomes inconsistent with the ASX Listing Rules, the By-Laws are deemed not to contain that provision to the extent of the inconsistency.

11.5 Options

The following table summarises the Options issued by the Company which are outstanding as at the date of this Prospectus:

ISSUE DATE	EXPIRY DATE	OPTIONS ISSUED	
		OPTIONS OUTSTANDING	EXERCISE PRICE CAD
Nov. 2, 2005	Nov. 2, 2010	98,000	\$0.960
Jul. 31, 2009	Jul. 31, 2011	300,000	\$0.120
Aug. 23, 2006	Aug. 23, 2011	300,000	\$0.600
Sep. 18, 2008	Sep. 18, 2011	150,000	\$0.260
Jun. 7, 2007	Jun. 7, 2012	1,652,000	\$0.840
Jul. 3, 2008	Jul. 3, 2013	2,080,000	\$0.290
Jul. 28, 2010	Jul. 28, 2013	4,000,000	\$0.208
Sep. 22, 2010	Sep. 22, 2013	700,000	\$0.310
Oct. 4, 2010	Oct. 4, 2013	500,000	\$0.300
Oct. 4, 2010	Oct. 4, 2013	150,000	\$0.340
Oct. 30, 2008	Oct. 30, 2013	50,000	\$0.130
Jan. 13, 2009	Jan. 13, 2014	100,000	\$0.180
Feb. 11, 2004	Feb. 11, 2014	650,000	\$0.360
Aug. 4, 2009	Aug. 4, 2014	2,565,000	\$0.130
Jan. 12, 2010	Jan. 12, 2015	200,000	\$0.125
Mar. 15, 2010	Mar. 15, 2015	1,450,000	\$0.190
TOTAL OPTIONS ISSUED		14,945,000	

The Company has adopted a stock option plan, pursuant to which Options may be granted to the Directors, officers and key employees of the Company and to consultants retained by the Company.

The purpose of the Stock Option Plan is to advance the Company interests by: (i) increasing the proprietary interests of designated persons in the Company; (ii) aligning the interests of such designated persons with the interests of the Company's Shareholders generally; (iii) encouraging such designated persons to remain associated with the Company and (iv) furnishing such designated persons with an additional incentive in their efforts on the Company's behalf.

Refer to Section 11.13 for further details regarding the ASX Listing Rule waiver expected to be granted by ASX in relation to the Stock Option Plan and the Options.

11.6 Purchase Warrants

The following table summarises the Purchase Warrants issued by the Company which are outstanding as at the date of this Prospectus:

ISSUE DATE	NUMBER OUTSTANDING	EXERCISE PRICE (CAD)	EXPIRY DATE
Feb. 13, 2009	3,105,233	\$0.300	Feb. 14, 2011
Feb. 13, 2009	90,700	\$0.180	Feb. 14, 2011
Mar. 3, 2010	25,000,000*	\$0.150	Mar. 3, 2011
Mar. 3, 2010	1,506,673	\$0.150	Mar. 3, 2011
Jul. 9, 2010	7,500	\$0.310	Jul. 9, 2011
Aug. 25, 2009	6,208,000	\$0.300	Aug. 25, 2011
Jul. 9, 2010	5,881,632	\$0.310	Jul. 9, 2015
Jul. 22, 2010	13,165,593	\$0.310	Jul. 22, 2015
Total	54,965,331		

The holder of 6,000,000 of these Purchase Warrants has undertaken to exercise them.

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11. Additional Information continued

Refer to Section 11.13 for further details regarding the ASX Listing Rule waiver expected to be granted by ASX in relation to the Purchase Warrants.

11.7 Property Acquisition Shares

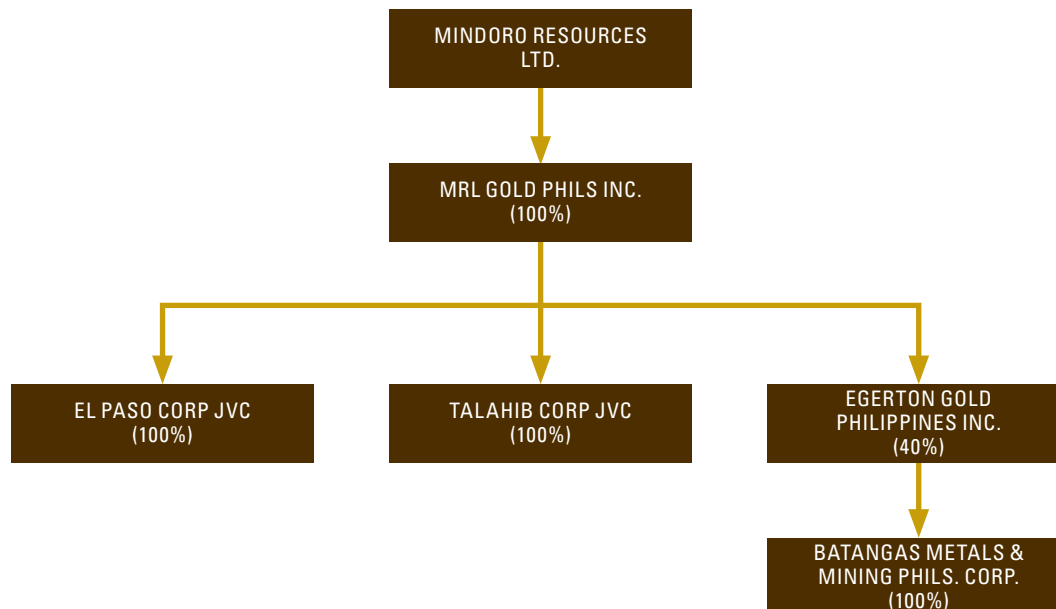
The following table summarises the Property Acquisition Shares, which the Company has agreed with third parties to issue as consideration for the acquisition of interests in tenements in the Philippines (as referred to in Section 7):

TENEMENT/PROJECT	VENDOR	SHARES
Bautista – Agata	Estrella F. Bautista	500,000
Bautista – Taipan	Estrella F. Bautista	1,000,000
Mindanao Gold MPSA (XIII) 017	Mindanao Gold Resources, Inc.	500,000
Mindanao Gold MPSA (XIII) 016	Mindanao Gold Resources, Inc.	500,000
Minimax Agreement	Minimax Mineral Exploration Corporation	2,750,000
TOTAL		5,250,000

11.8 IFC PLACEMENT

Subject to certain terms and conditions, the Company has agreed to issue C\$2 million worth of Shares to International Finance Corporation (IFC) at C\$0.20 each. This issue of Shares is made contemporaneously with the issue of CDIs under this Prospectus.

11.9 Group Structure



11.10 Underwriting Agreement

The Company has entered into an Underwriting Agreement with E.L & C Baillieu Stockbroking Ltd as Underwriter. The Underwriter has agreed to underwrite the subscription in respect of \$8 million of CDIs to be offered by the Company pursuant to the Offer.

The Underwriting Agreement has been prepared on normal commercial terms and contains a number of representations and warranties by the Company in favour of the Underwriter.

The Underwriter may terminate the Underwriting Agreement upon becoming aware of the happening of any one or more of the following events (capitalised terms below have the same meaning as in the Underwriting Agreement if not already defined in this Prospectus):

- a) (Lodgement) the Company fails to lodge the Prospectus with ASIC on or before the Lodgement Date (or such later date approved in writing by the Underwriter, in its absolute discretion);
- b) (Prospectus) the Underwriter reasonably forms the opinion that:
 - i) a statement contained in the Prospectus is or becomes misleading or deceptive; or
 - ii) a matter is omitted from the Prospectus that is required to be included in that document (having regard to the provisions of Chapter 6D of the Corporations Act, the Listing Rules and any other applicable requirements);
- c) (disclosures in an Offer Document) in the Underwriter's reasonable opinion a statement contained in an Offer Document is misleading or deceptive or a matter is omitted from an Offer Document (having regard to the provisions of sections 710, 711 and 716);
- d) (Offer Documents to comply) an Offer Document, or any aspect of the Offer, does not comply with the Corporations Act, the ASX Listing Rules or any other applicable law or regulation;
- e) (Supplementary Prospectus) the Company issues or, in the Underwriter's reasonable opinion, becomes required to issue a Supplementary Prospectus because of a circumstance set out in section 719;
- f) (Material Adverse Effect) there is, or is likely to be, a Material Adverse Effect including any material adverse change in the assets, liabilities, financial position or performance, profits, losses or prospects from those respectively disclosed in the Offer Documents;
- g) (ASX) at any time after the Quotation Date, the Offer Securities cease to be quoted on ASX or there is a suspension or material limitation in trading in the Company's securities on ASX;
- h) (TSX) at any time after the date of this agreement, the Shares cease to be quoted on TSX or there is a suspension or material limitation in trading in the Company's securities on TSX;
- i) (FWB) at any time after the date of this agreement, the Shares cease to be quoted on FWB or there is a suspension or material limitation in trading in the Company's securities on FWB;
- j) (withdrawal) after lodgement of the Prospectus, the Company withdraws the Prospectus or the Offer;
- k) (unable to issue Offer Securities) the Company is prevented from allotting and issuing the Offer Securities within the time required by the Timetable, Listing Rules, applicable laws, an order of a court of competent jurisdiction or a Government Agency;
- l) (Timetable) an event specified in the Timetable as set out in Schedule 2 on the date of this agreement, is delayed for any length of time, regardless of the cause of such delay (other than any unreasonable delay caused by the Underwriter or any delay agreed between the Underwriter and the Company under clause 4.1);
- m) (certificate) a closing certificate is not given by the time required by, and in accordance with, clauses 3.2(b) and 16.1 of the Underwriting Agreement;
- n) (market fall) the S&P/ASX 200 Index at the close of trading of any trading day is 10% or more below the level of that index as at the close of trading immediately before entry into this agreement;
- o) (market fall) the S&P/TSX Venture Composite Index at the close of trading of any trading day is 10% or more below the level of that index as at the close of trading immediately before entry into this agreement;
- p) (prosecution) any of the following occur:
 - i) a director of the Company is charged with an indictable offence relating to any financial or corporate matter;
 - ii) any Government Agency commences any public action against the Company or any of its directors in their capacity as a director of the Company, or announces that it intends to take such action;
 - iii) any director of the Company is disqualified from managing a corporation under Part 2D.6;
- q) (vacation of office) the office of a director of the Company is vacated by force of section 206C (or any provision of the Business Corporations Act which provides for the disqualification of directors);

11. Additional Information continued

- r) (Insolvency) the Company or a Related Body Corporate is Insolvent or there is an act or omission which may result in the Company or a Related Body Corporate becoming Insolvent;
- s) (disclosures in Due Diligence Report) the Due Diligence Report or any other information supplied by or on behalf of the Company to the Underwriter in relation to the Company or any of its Subsidiaries, or the Offer in final form, is untrue, incomplete, misleading or deceptive or proves to be or becomes untrue, incomplete, misleading or deceptive;
- t) (forecasts) any forecast that appears in an Offer Document becomes incapable of being met or, in the reasonable opinion of the Underwriter, is unlikely to be met in the projected time;
- u) (ASX Waivers) ASX withdraws, revokes or amends the ASX Waivers;
- v) (listing approvals) unconditional approval (or conditional approval subject only to customary conditions) is refused or not granted to:
- i) the Company's admission to the official list of ASX; or
 - ii) the official quotation of all of the Offer Securities on ASX,
- on or before the Settlement Date, or if granted, the approval is subsequently withdrawn, qualified (other than by customary condition) or withheld or ASX makes an official statement to any person or indicates to the Company or the Underwriter that official quotation of the Offer Securities will not be granted;
- w) (consent) any person whose consent to the issue of the Prospectus is required by section 720 of the Corporations Act who has previously consented to the issue of the Prospectus withdraws such consent or any person otherwise named in the Prospectus with their consent (other than the Underwriter) withdraws such consent;
- x) (notifications) any of the following notifications are made:
- i) ASIC gives notice of an intention to hold a hearing under section 739(2) or ASIC issues an order under section 739(1);
 - ii) ASIC issues an order under sections 739(3) or 739(4);
 - iii) an application is made by ASIC for an order under Part 9.5 in relation to the Prospectus or ASIC commences any investigation or hearing under Part 3 of the Australian Securities & Investments Commission Act 1989 (Cth) in relation to the Prospectus;
 - iv) any person gives a notice under section 733(3) or any person who has previously consented to the inclusion of their name in the Offer Documents or to be named in the Offer Documents withdraws that consent; or
 - v) any person (other than the Underwriter) gives a notice under section 730 in relation to the Offer Documents;
- y) (events) any person makes an application for an order under Part 9.5 of the Corporations Act, or to any Government Agency, in relation to the Prospectus or the Offer, ASIC commences or gives notice of an intention to hold, any investigation, proceedings or hearing in relation to the Offer or the Prospectus, except where (other than where the relevant act is taken by ASIC) the relevant application, notice, prosecution or proceeding is disposed of or withdrawn to the Underwriter's reasonable satisfaction and in any event within two Business Days of commencement or notice and before 5.00pm on the Business Day before Settlement;
- z) (Company events) any Government Agency commences or gives notice of an intention to hold, any investigation, proceedings or hearing in relation to the Company or any member of the Group, or prosecutes or commences proceedings against the Company, any member of the Group or in respect of any mining project;
- aa) (Acorn subscription) Acorn Microcap Investments Pty Ltd in its capacity as trustee of the Microcap Investment Trust does not by the Closing Date submit a Valid Application for at least 10 million Offer Securities (with an aggregate value at the Offer Price of \$2 million);
- bb) (Lion Selection subscription) Lion Selection Group Limited does not by the Closing Date submit a Valid Application for at least 2.5 million Offer Securities (with an aggregate value at the Offer Price of \$500,000); and
- cc) (Asian Lion subscription) Asian Lion Limited does not by the Closing Date submit a Valid Application for at least 2.5 million Offer Securities (with an aggregate value at the Offer Price of \$500,000).

The events below do not entitle the Underwriter to terminate the Underwriting Agreement unless the event is likely to have a material adverse effect on the Offer:

- a) (misrepresentation) a representation or warranty made or given, or deemed by clause to have been made or given, by the Company under this agreement proves to be, or has been, or becomes, untrue or incorrect;
- b) (information supplied) any information supplied by or on behalf of the Company or any of its Subsidiaries to the Underwriter in respect of the Offer, the Company and/or its Subsidiaries is or is found to be false or misleading or deceptive or likely to mislead or deceive;
- c) (legal proceedings) any of the following occurs:
 - i) the commencement of legal proceedings against the Company or its Subsidiaries or against any director or officer of the Company or any Subsidiary in that capacity; or
 - ii) any regulatory body commences any inquiry or public action against the Company or its Subsidiaries;
- d) (breach) the Company fails to perform or observe any of its obligations under this agreement or an obligation of the Company becomes incapable of being performed or observed or unlikely to be performed or observed by the required time for observance or performance;
- e) (certificate) a closing certificate which is required to be given in accordance with clauses 3.2(b) and 16.1, is untrue, incorrect or misleading;
- f) (compliance with regulatory requirements) a contravention by any of the Company or any of its Subsidiaries, of the Corporations Act, the Trade Practices Act 1974 (Cth), the Australian Securities and Investments Commission Act 2001 (Cth), the Business Corporations Act, its Constitution or any of the ASX Listing Rules;
- g) (change in management) a change in the senior management or board of directors of the Company is announced or occurs (other than a change fully and fairly disclosed in the Prospectus);
- h) (material contracts) any material contract of the Company is varied, terminated, rescinded or altered or amended without the prior consent of the Underwriter or any material contract is breached or found to be void or voidable;
- i) (change of law) there is introduced, or there is a public announcement of a proposal to introduce, into the Parliament of Australia, Canada, the Philippines or any State of Australia, province of Canada or the Philippines, a new law, or a Governmental Agency, any Federal or State authority of Australia, Canada or the Philippines, adopts or announces a proposal to adopt a new policy;
- j) (disruption in financial markets) any of the following occurs:
 - iii) a general moratorium on commercial banking activities in Australia, New Zealand, the United States of America, the United Kingdom, Canada, the Philippines or Germany is declared by the relevant central banking authority in any of those countries, or there is a material disruption in commercial banking or security settlement or clearance services in any of those countries;
 - iv) trading in all securities quoted or listed on ASX, TSX, FWB, the London Stock Exchange, the New York Stock Exchange, Tokyo Stock Exchange, Shanghai Stock Exchange or Hong Kong Stock Exchange is suspended or limited in a material respect; or
 - v) the occurrence of any other adverse change or adverse disruption to the financial, political or economic conditions or currency exchange rates or controls or financial markets in Australia, Canada, the Philippines, New Zealand, Japan, Russia, the People's Republic of China, the United States of America, Hong Kong or a member of the European Union or the international financial markets or any change or development involving a prospective adverse change in national or international political, economic or financial conditions; or
- k) (hostilities) hostilities not existing at the date of this agreement commence (whether war has been declared or not) or a major escalation in existing hostilities occurs (whether war has been declared or not) involving any one or more of Australia, Canada, the Philippines, New Zealand, the United States of America, the United Kingdom, Japan, Russia, a member of the European Union, the People's Republic of China, North Korea, Iran or Hong Kong, or a national emergency is declared by any of those countries, or a major terrorist act is perpetrated anywhere in the world.

11. Additional Information continued

11.11 Taxation Implications

The acquisition, holding and disposal of CDIs may have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are therefore encouraged to take independent financial advice about the taxation and any other consequences of acquiring, holding and disposal of the CDIs offered under this Prospectus.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisers accept no liability or responsibility with respect to the taxation consequences of subscribing for CDIs offered for subscription by this Prospectus.

11.12 Investing in a Canadian Company Listed on TSX-V

The Company is incorporated under the laws of Alberta, Canada. This Section contains a summary of certain Canadian and Australian corporate laws to assist in understanding the regulatory regime which the Company is currently, and will be, subject to. The comparison below is only an overview and should not be viewed as an exhaustive statement of either the relevant Canadian or Australian laws.

SHARE ISSUES: THE COMPANY MUST COMPLY WITH BOTH THE CANADIAN AND AUSTRALIAN POSITION	
CANADIAN POSITION	AUSTRALIAN POSITION
Neither the BCA nor the Securities Act impose on the issue of shares (subject to compliance with the prospectus requirements or exemptions from such requirements available under the Securities Act), but in the event of issuance of more than 50% of the issued capital of the Company in combination with a change in control, such share issuance will be deemed a reverse takeover under the TSX-V Rules and the TSX-V Rules may require shareholder approval of issuance. The Articles and By-Laws do not contain any requirement for an offer of new shares to be made to existing shareholders prior to making an offer to persons who are not currently shareholders of the Company.	The ASX Listing Rules permit the Directors to allot equity securities without shareholder approval up to a maximum number in any 12 month period equivalent to 15% of the issued capital of the Company prior to the date of issue. The ASX Listing Rules do not contain any requirement for an offer of new shares to be made to existing shareholders prior to making an offer to persons who are not currently shareholders of the Company.

SUBSTANTIAL SHAREHOLDERS: SHAREHOLDERS NEED COMPLY WITH THE AUSTRALIAN AND CANADIAN POSITIONS	
CANADIAN POSITION	AUSTRALIAN POSITION
SUBSTANTIAL SHAREHOLDERS: SHAREHOLDERS NEED COMPLY WITH THE AUSTRALIAN AND CANADIAN POSITIONS	
The Securities Act provides that a shareholder is an 'insider' (as defined under the Securities Act) if that person's (and that person's associates) have a relevant interest in 10% or more of the voting shares in the Company. The Securities Act require a shareholder who is an insider in a reporting company to file insider reports in the prescribed form with the securities commission of each jurisdiction in which the Company is a reporting issuer. In addition, within two days after the person becomes aware that they have become an insider, an early warning report in the prescribed form must be filed with such securities commission. Similar notification requirements apply in the event that a shareholder's holding increased or decreased by more than 2% of the total votes in a company or where a person ceased to have a holding.	The Corporations Act provides that a shareholder has a 'substantial holding' if that person (and that person's associates) have a relevant interest in 5% or more of the voting shares in the Company. The Corporations Act requires a shareholder who is a substantial shareholder in a listed company to give written notice in the prescribed form to the Company and ASX within two Business Days or, if there is a takeover bid for the Company, by 9.30am on the next trading day of the ASX, after the person becomes aware that they have become a substantial shareholder. Similar notification requirements apply in the event that a shareholder's substantial holding increases or decreases by more than 1% of the total votes in a company or where a person ceases to have a substantial holding.

TAKEOVERS: COMPLIANCE WITH THE CANADIAN POSITION ONLY IS REQUIRED	
CANADIAN POSITION	AUSTRALIAN POSITION
<p>The Securities Act govern takeovers of reporting issuers in Canada. The acquisition of more than 20% of a company's issued capital is considered to be a takeover bid.</p> <p>The Securities Act sets out certain exceptions which apply to these rules, such as where securities are acquired from less than five holders.</p> <p>Takeover bids must treat all shareholders alike and must not involve collateral benefits. Various restrictions on conditional offers apply and there are also substantial restrictions on the ability of an offer or to withdraw or suspend a takeover offer.</p> <p>The BCA and Securities Act also permit compulsory acquisition by 90% holders.</p>	<p>The Corporations Act governs a takeover of certain listed and unlisted companies registered in Australia. The Corporations Act provides generally that a person must not acquire a 'relevant interest' in voting shares in a company, if because of the transaction a person's voting power in the Company:</p> <ul style="list-style-type: none"> • Increases from 20% or below to above 20%; or • Increases from a starting point which is above 20% but less than 90%. <p>The Corporations Act set out certain exceptions which apply to these rules, such as acquisitions of relevant interests in shares where the acquisition is a creeping acquisition of not more than 3% in any six month period.</p> <p>Takeover bids must treat all shareholders alike and must not involve collateral benefits. Various restrictions on conditional offers apply and there are also substantial restrictions on the ability of an offer or to withdraw or suspend a takeover offer.</p> <p>The Corporations Act also permits compulsory acquisition of outstanding securities by 90% holders.</p>

11.13 ASX Waivers

The Company has been advised by ASX that it is likely to be granted waivers from certain sub-rules of Listing Rule 6 to the extent necessary to permit the Company:

- to have and implement the terms of its Stock Option Plan and have Options on issue under that plan that do not specifically comply with those Listing Rules, subject to the conditions that disclosure of the Stock Option Plan is made pre-quotation and that the Company undertakes to obtain ASX approval for the implementation of any future employee or director option plans; and
- to have Purchase Warrants on issue that do not strictly comply with those ASX Listing Rules, subject to the conditions that disclosure in relation to the Purchase Warrants is made pre-quotation, the Company undertakes not to issue any further Purchase Warrants and obtains ASX approval for any proposed amendments to the terms of the Purchase Warrants.

The Company has also been advised by ASX that it is likely to be granted waivers from various ASX Listing Rules to the extent necessary to permit the Company not to lodge a Half Year Report and quarterly activity and expenditure reports, subject to the condition that the Company lodges with ASX certain documents that are required to be lodged with the Canadian regulatory authorities.

The Company has been advised by ASX that it is likely to be granted a waiver from ASX Listing Rule 1.1 Condition 11 to the extent necessary to permit the Company to have on issue certain securities which have exercise prices of less than 20 cents in cash. Refer to sections 11.5 and 11.6 for details regarding the exercise prices of the Company's issued securities.

11.14 Litigation and Claims

So far as the Directors are aware, there is not current or threatened litigation, arbitration proceedings or administrative appeals, or criminal or governmental prosecutions of a material nature in which the Company or its subsidiaries is directly or indirectly concerned which is likely to have a material adverse effect on the business or financial position on the Company.

11.15 Interests of Directors

Interest generally

Other than set out elsewhere in this Prospectus, no Director (or entity in which a Director or a partner) has, or has in the two years before the date of this Prospectus, any interest in the formation or promotion of the Company, any property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer, or the Offer, and no amounts have been paid or agreed to be paid and no value or other benefit has been given or agreed to be given to any Director to induce him or her to become, or to qualify as, a Director; or otherwise for services, which he or she (or entity in which they are a partner or director) has provided in connection with the formation of the Company or the Offer, except as disclosed in this Section 11.15 or elsewhere in this Prospectus.

11. Additional Information continued

Remuneration of Directors and Directors Holdings

The names and descriptions of the Directors of the Company are set out in Section 2. Annual Directors' fees (inclusive of any statutory entitlements) for 2009 and their (and their related entities) interests in securities of the Company as at the date of this Prospectus are as follows:

DIRECTOR	TOTAL COMPENSATION (CAD)				INTERESTS IN SECURITIES	
	2009 CASH	2009 SBC	2010 CASH (EST.)	2010 SBC (EST.)	SHARES	OPTIONS
Rob Garden	Nil	CAD \$37,488	CAD \$28,000	CAD \$26,361	505,240 ⁽¹⁾	1,270,000
Jon Dugdale	Nil	Nil	CAD \$181,218	CAD \$274,711	951,216 ⁽²⁾	2,851,216
Tony Climie	CAD \$140,000	CAD \$58,910	CAD \$165,000	CAD \$92,433	2,971,822	2,684,105
Howard Walker	Nil	Nil	CAD \$55,000	CAD \$108,149	250,000 ⁽³⁾	1,100,000
Oscar Reyes	Nil	CAD \$21,422	CAD \$10,000	CAD \$26,361	82,900	800,000
Doug Frondall	Nil	CAD \$24,197	CAD \$24,000	CAD \$26,361	373,000 ⁽⁴⁾	1,050,000
Robert Sarcher	Nil	CAD \$21,422	CAD \$18,000	CAD \$26,361	353,500	850,000
John Tosney	Nil	CAD \$33,515	CAD \$32,000	CAD \$48,512	100,000 ⁽⁵⁾	800,000
Chris De Guingand	Nil	Nil	CAD \$9,000	CAD \$27,947	30,000 ⁽⁶⁾	150,000

(1) Increasing interest to 640,240 shares through the off-market purchase of 135,000 Shares at C\$0.20 each (equivalent to the Offer price).

(2) Increasing interest to 1,451,216 shares through the off-market purchase of 350,000 Shares at A\$0.20 each (equivalent to the Offer price) and the intention to apply for 150,000 CDIs at A\$0.20 each.

(3) Increasing interest to 1,500,000 through the intention to apply for 1,250,000 CDIs at A\$0.20 each.

(4) Increasing interest to 623,000 shares through the off-market purchase of 250,000 Shares at C\$0.20 each (equivalent to the Offer price).

(5) Increasing interest to 235,000 through the off-market purchase of 135,000 Shares at C\$0.20 each (equivalent to the Offer price).

(6) Increasing interest to 130,000 through the off-market purchase of 100,000 Shares at A\$0.20 each (equivalent to the Offer price).

11.16 Interests of Promoters, Experts and Advisers

No promoter or other person named in this Prospectus as having performed a function in a professional, advisory or other capacity in connection with the preparation or distribution of the Prospectus (or entity in which he is a partner or director) holds, or has at any time in the two years before the date of this Prospectus, any interest in the formation or promotion of the Company, any property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer or the Offer except as disclosed in this Prospectus.

Baker & McKenzie has acted as Australian Legal Adviser and in that capacity has been involved in providing legal advice to the Company in relation to the Offer and this Prospectus and expects to be paid approximately \$140,000 for these services.

Quisumbing Torres has acted as Philippines Legal Adviser and in that capacity has been involved in providing legal advice to the Company in relation to the Offer and this Prospectus and expects to be paid approximately \$60,000 for these services.

Grant Thornton Corporate Finance Pty Ltd has prepared the Investigating Accountant's Report included in Section 9 and expects to be paid approximately \$40,000 for these services.

Golder Associates Pty Ltd has prepared the Independent Geologist's Report included in Section 6 and expects to be paid approximately \$50,000 for these services.

Link Market Services Ltd has been appointed as the Australian Share Registry of the Company and will be paid on normal commercial terms estimated at \$5,000.

E.L & C. Baillieu Stockbroking Limited has agreed to provide corporate advisory and underwriting services and assistance in connection with the Offer. E.L & C. Baillieu Stockbroking is expected to receive a capital raising fee of 5% of the total amount raised under the Offer. Further details of the fees expected to be paid to E.L & C Baillieu Stockbroking Limited and the terms of its engagement are summarised in Section 1.8. In addition Baillieu has received a monthly advisory fee of \$25,000 per month over a six month period.

11.17 Consents

Each of the parties referred to in this section:

- a) has given its written consent to be named in this Prospectus and any electronic version of it and has not, as at the date of lodgement of this Prospectus with ASIC, withdrawn that consent;
- b) other than as set out below, has not made any statement in this Prospectus or any 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 as set out below; and
- d) has not caused or authorised the issue of this Prospectus or been in any way involved in the making of the Offer.

Baker & McKenzie consents to the inclusion of references to it as Australian Legal Adviser in the form and context in which those references are included.

Quisumbing Torres consents to the inclusion of references to it as Philippines Legal Adviser in the form and context in which those references are included.

Grant Thornton Corporate Finance Pty Ltd consents to the inclusion in this Prospectus of references to it as Investigating Accountant in the form and context in which those references are included, and to any express reference to its Investigating Accountant's Report in the form and context in which those references are included.

Golder Associates Pty Ltd consents to the inclusion in this Prospectus of reference to it as Independent Geologist in the form and context in which those references are included, to the inclusion of its Independent Geologist's Report in the form and context in which that report is included, and to any express reference to its Independent Geologist's report in the form and context in which those references are included.

Each Competent Person referred to in section 2.3 consents to the release of each of their technical information, this consent statement and to references in this Prospectus to each of their Resources in the form and context in which they appear.

Link Market Services Limited consents to the inclusion in this Prospectus of references to it as Share Registry of the Company in the form and context in which those references are included.

E.L & C. Baillieu Stockbroking Limited (Baillieu) consents to the inclusion in this Prospectus of references to it as Corporate Advisor and Underwriter in the form and context in which those references are included.

11.18 Privacy

Applicants will be providing personal information to the Company and the Share Registry. The Company and the Share Registry collect hold and use that information in order to assess Applications, service Applicants' needs as investors, provide facilities and services that Applicants request, and carry out appropriate administration.

Company and tax law requires some Applicants' personal information to be collected. If Applicants do not provide the information requested, their Applications may not be able to be processed efficiently and they may not be allotted any CDIs.

The Company and the Share Registry may disclose Applicants' personal information for purposes related to investment in the Company to their agent, service providers and other third parties (which may be located outside Australia), including those listed below or as otherwise authorised under the Privacy Act; the Share Registry for ongoing administration of the Company's Share and Option registers; legal, financial and professional advisers; and the printers and the mailing house for the purposes of preparation and distribution of statements and for handling of mail.

Information contained in the Company's register is also used to facilitate distribution payments and corporate communications (including the Company's financial results, annual reports and other information that the Company may wish to communicate to investors) and compliance by the Company with legal and regulatory requirements.

An Applicant has a right to gain access to the information that the Company holds about that person subject to certain exemptions under law. A fee may be charged for access. Access requests must be in writing to the Company's registered office.

11. Additional Information continued

11.19 Electronic Prospectus

Pursuant to Class Order 00/44, ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus on the basis of a paper prospectus lodged with ASIC and the publication of notices referring to an electronic prospectus, subject to compliance with certain provisions.

If you have received this Prospectus as an electronic prospectus please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please email the Company at ir@mindoro.com and the Company will send to you, for free, either a hard copy or a further electronic copy of the Prospectus or both.

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

11.20 Directors' Responsibility Statement and Consent

The Directors state that they have made all reasonable enquires and on that basis have reasonable grounds to believe that any statements made by the Directors in this Prospectus are not misleading or deceptive and that in respect to other statements made in the Prospectus by persons other than Directors, the Directors have made reasonable enquires and on that basis have reasonable grounds to believe that persons making the statement or statements were competent to make such statements, those persons have given their consent to the statements being included in this Prospectus in the form and context in which they are included and have not withdrawn that consent before lodgement of this Prospectus with ASIC, or to the Director's knowledge, before any issue of CDIs pursuant to this Prospectus.

The Prospectus is prepared on the basis that certain matters may be reasonably expected to be known to likely investors to their advisers.

Each Director has consented to the lodgement of this Prospectus with ASIC and ASX and has not withdrawn that consent before the date of the lodgement.

Dated 22 October 2010



Signed for and on behalf of
Mindoro Resources Ltd
A. Robson Garden

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Glossary

12. Glossary

The following is a glossary of terms used in this Prospectus. Except where the context otherwise requires, the singular includes the plural and vice versa and another grammatical form of a defined word or expression has a corresponding meaning.

\$ or A\$	Australian Dollars (unless otherwise indicated)
AEST	Australian Eastern Standard Time, being in Melbourne, Victoria
Al	Aluminium
Application Form	The application form attached or accompanying to this Prospectus
Applicant	A person who submits an Application Form
Application	A valid application for CDIs made pursuant to an Application Form
Application Monies	Application Monies for CDIs received and banked by the Company
Articles	The Company's articles, as amended and restated from time to time
ASIC	Australian Securities and Investment Commission
ASXPL	ASX Settlement Pty Ltd
ASX	ASX Limited
ASX Listing Rules	The official Listing Rules of ASX
ASXPL Settlement Operating Rules	Settlement operating rules of ASXPL
Au	Gold
BCA	Business Corporation Act (Alberta)
Board	The Directors acting as a board
Business Day	A day on which ASX is open for trading
By-Laws	The Company's By-laws, as amended and restated from time to time
CAD or C\$	Canadian Dollars
CDI	CHESS Depository Interests issued by Chess Depository Nominees, each CDI representing a beneficial interest in one Share
Chess Depository Nominees	CHESS Depository Nominees Pty Ltd
CHESS	Clearing House Electronic Sub-registry System
Closing Date	19 November 2010
Company or Mindoro	Mindoro Resources Ltd, a company incorporated in Alberta, Canada
Corporations Act	Corporations Act 2001 (Cth)
Cu	Copper
Co	Cobalt
Director	A director of the Company as at the date of this Prospectus
DMT	Dry metric tonnes
DSO	Direct Shipping Ore
E. L. & C Baillieu Stockbroking or Underwriter	E. L. & C Baillieu Stockbroking Limited
ECC	Environmental Compliance Certificate
EP	Exploration Permit
EPA	Exploration Permit Application
Exploration Target	Has the same meaning as in the JORC Code
Fe	Iron
Gold Fields	Gold Fields Ltd
Gold Fields JV	The joint venture between the Company and Goldfields pursuant to a Memorandum of Understanding dated May 2009.

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GST	Goods and Services Tax
g/t	grams per tonne of content
ha	Hectares
HPAL	high pressure acid leaching
IFC	International Finance Corporation, a subsidiary of the World Bank
IFC Placement	A subscription by the IFC to Company shares to be listed on the TSX-V
Indicated Mineral Resource	Has the same meaning as in each of the JORC Code and NI 43-101
Inferred Mineral Resource	Has the same meaning as in each of the JORC Code and NI 43-101
Inverse Distance Squared	A method for interpolating spatial sample data and determining values between data points.
IP	Induced Polarisation – a geophysical prospecting method.
JORC	The Joint Ore Reserves Committee of The Australian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia.
JORC Code	The 2004 edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves prepared by JORC
Kt	thousands of tonnes
Mg	Magnesium
MGB	Philippines Mines & Geosciences Bureau
Mo	Molybdenum
Mineral Resource	Has the same meaning as in each of the JORC Code and NI 43-101
Measured Mineral Resource	Has the same meaning as in each of the JORC Code and NI 43-101
MPSA	Mineral Production Sharing Agreements
mt	Million metric tonnes
Ni	Nickel
NI 43-101	National Instrument 43-101 – Standards of Disclosure for Mineral Projects of the Canadian Securities Administrators, a rule that governs how issuers disclose scientific and technical information about mineral projects in Canada
Offer	The offer pursuant to this Prospectus by Company
Offer Period	The period during which the Offer is open
Official List	The official list of ASX
Official Quotation	Quotation of the CDIs offered under this Prospectus on ASX
Option	An option to subscribe for Shares
pa	Per annum
ppb	parts per billion
Property Acquisition Shares	Has the meaning set out in Section 1.5
Purchase Warrant	A warrant, entitling the holder to acquire a Share in the Company at a specified price, during a specified period of time
Resource(s)	Unless specifically described otherwise, Resource(s) are JORC and NI 43-101 compliant Total (Inferred, Measured and Indicated) Mineral Resources
SBC	Stock Based Compensation being the fair value of Options granted
Securities Act	Securities Act (Alberta) and the rules and regulations, promulgated there under, together with applicable published policy statements of the Alberta Securities Commission
SiO₂	Silica

12. Glossary continued

Share	A fully paid common share in the Company
Share Registry	Link Market Services Limited
Shareholder	A person who holds a Share
Stock Option Plan	Has the meaning set out in Section 11.5
Tenements	The mining tenements in which the Company or its subsidiaries has a direct and indirect economic interest, as set out in the Prospectus
TSX-V	The TSX-Venture Exchange
TSX-V Rules	The Corporate Finance Manual of the TSX-V
WMT	Wet Metric Tonnes
Zn	Zinc

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Application Forms



Grid for Broker Code

Grid for Adviser Code

Public Offer Application Form

This is an Application Form for CDI's in Mindoro Resources under the Public Offer on the terms set out in the Prospectus dated 22 October 2010. You may apply for a minimum of 10,000 CDI's and multiples of 5,000 thereafter. This Application Form and your cheque or bank draft must be received by 5:00pm AEST on 19 November 2010.

If you are in doubt as to how to deal with this Application Form, please contact your accountant, lawyer, stockbroker or other professional adviser. The Prospectus contains information relevant to a decision to invest in CDI's and you should read the entire Prospectus carefully before applying for CDI's.

CDI's applied for [] at A\$0.20 B A\$ [] Application Monies []

(minimum 10,000, thereafter in multiples of 5,000)

PLEASE COMPLETE YOUR DETAILS BELOW (refer overleaf for correct forms of registrable names) +

Applicant #1

Surname/Company Name

Grid for Applicant #1 Surname/Company Name

Grid for Applicant #1 Title, First Name, Middle Name

Joint Applicant #2

Surname

Grid for Joint Applicant #2 Surname

Grid for Joint Applicant #2 Title, First Name, Middle Name

Designated account e.g. <Super Fund> (or Joint Applicant #3)

Grid for Designated account

TFN/ABN/Exemption Code

First Applicant

Joint Applicant #2

Joint Applicant #3

Grid for TFN/ABN/Exemption Code

TFN/ABN type - if NOT an individual, please mark the appropriate box

Company

Partnership

Trust

Super Fund

PLEASE COMPLETE ADDRESS DETAILS

PO Box/RMB/Locked Bag/Care of (c-)/Property name/Building name (if applicable)

Grid for PO Box/RMB/Locked Bag/Care of

Grid for Unit Number/Level, Street Number, Street Name

Grid for Suburb/City or Town, State, Postcode

Email address (only for purpose of electronic communication of shareholder information)

Grid for Email address

CHESS HIN (if you want to add this holding to a specific CHESS holder, write the number here)

Grid for CHESS HIN with X in first box +

Please note: that if you supply a CHESS HIN but the name and address details on your Application 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 CDI's issued as a result of the Offer will be held on the issuer sponsored sub-register.

Telephone Number where you can be contacted during Business Hours

Contact Name (PRINT)

Grid for Telephone Number and Contact Name

Cheques or bank drafts should be made payable to "Mindoro Resources Ltd" in Australian currency and crossed "Not Negotiable".

Cheque or Bank Draft Number

BSB

Account Number

Grid for Cheque or Bank Draft Number, BSB, Account Number

Total Amount A\$ []

LODGEMENT INSTRUCTIONS

You must return your application so it is received before 5:00pm AEST on 19 November 2010 to: Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235.



For personal use only

Your Guide to the Application Form

Please complete all relevant white sections of the Application Form in BLOCK LETTERS, using black or blue ink. These instructions are cross-referenced to each section of the form.

The CDI's to which this Application Form relates are Mindoro Resources Ltd ("Mindoro Resources") CDI's. Further details about the CDI's are contained in the Prospectus dated 22 October 2010 issued by Mindoro Resources. The Prospectus will expire on 22 November 2011. While the Prospectus is current, Mindoro Resources will send paper copies of the Prospectus, any supplementary document and the Application Form, free of charge on request.

The Australian Securities and Investment Commission requires that a person who provides access to an electronic application form must provide access, by the same means and at the same time, to the relevant Prospectus. This Application Form is included in the Prospectus.

The Prospectus contains important information about investing in the CDI's. You should read the Prospectus before applying for CDI's.

- A** Insert the number of CDI's you wish to apply for. The Application must be for a minimum of 10,000 CDI's and thereafter in multiples of 5,000. You may be issued all of the CDI's applied for or a lesser number.
- B** Insert the relevant amount of Application Monies. To calculate your Application Monies, multiply the number of CDI's applied for by the issue price. Amounts should be in Australian dollars. Please make sure the amount of your cheque or bank draft equals this amount.
- C** Write the full name you wish to appear on the register of CDI's. This must be either your own name or the name of a company. Up to three joint Applicants may register. You should refer to the table below for the correct registrable title.
- D** Enter your Tax File Number (TFN) or exemption category. Business enterprises may alternatively quote their Australian Business Number (ABN). Where applicable, please enter the TFN or ABN for each joint Applicant. Collection of TFN(s) and ABN(s) is authorised by taxation laws. Quotation of TFN(s) and ABN(s) is not compulsory and will not affect your Application. However, if these are not provided, Mindoro Resources will be required to deduct tax at the highest marginal rate of tax (including the Medicare Levy) from payments.
- E** Please enter your postal address for all correspondence. All communications to you from Mindoro Resources and the Share Registry will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.
- F** If you are already a CHES participant or sponsored by a CHES participant, write your Holder Identification Number (HIN) here. If the name or address recorded on CHES for this HIN is different to the details given on this form, your CDI's will be issued to Mindoro Resources' issuer sponsored subregister.
- G** Please enter your telephone number(s), area code and contact name in case we need to contact you in relation to your Application.
- H** Please complete the details of your cheque or bank draft in this section. The total amount of your cheque or bank draft should agree with the amount shown in section B.
- Make your cheque or bank draft payable to "**Mindoro Resources Ltd**" in Australian currency and cross it "Not Negotiable". Your cheque or bank draft must be drawn on an Australian bank. Sufficient cleared funds should be held in your account, as cheques returned unpaid are likely to result in your Application being rejected.
- If you receive a firm allocation of CDI's from your Broker make your cheque payable to your Broker in accordance with their instructions.

LODGEMENT INSTRUCTIONS

This Application Form and your cheque or bank draft must be mailed or delivered so that it is received before 5:00pm AEST on 19 November 2010 at:

Mindoro Resources
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235

Mindoro Resources
C/- Link Market Services Limited
Level 12, 680 George Street
Sydney New South Wales
(do not use this address for mailing purposes)

Link Market Services Limited advises that Chapter 2C of the *Corporations Act 2001* requires information about you as a shareholder (including your name, address and details of the CDI's you hold) to be included in the public register of the entity in which you hold CDI's. Information is collected to administer your shareholding and if some or all of the information is not collected then it might not be possible to administer your shareholding. Your personal information may be disclosed to the entity in which you hold CDI's. You can obtain access to your personal information by contacting us at the address or telephone number shown on this form. Our privacy policy is available on our website (www.linkmarketservices.com.au).

CORRECT FORMS OF REGISTRABLE NAMES

Note that ONLY legal entities are allowed to hold CDI's. Applications must be in the name(s) of natural persons or companies. At least one full given name and the surname is required for each natural person. The name of the beneficiary or any other non-registrable name may be included by way of an account designation if completed exactly as described in the examples of correct forms below.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual Use given names in full, not initials	Mrs Katherine Clare Edwards	K C Edwards
Company Use Company's full title, not abbreviations	Liz Biz Pty Ltd	Liz Biz P/L or Liz Biz Co.
Joint Holdings Use full and complete names	Mr Peter Paul Tranche & Ms Mary Orlando Tranche	Peter Paul & Mary Tranche
Trusts Use the trustee(s) personal name(s)	Mrs Alessandra Herbert Smith <Alessandra Smith A/C>	Alessandra Smith Family Trust
Deceased Estates Use the executor(s) personal name(s)	Ms Sophia Garnet Post & Mr Alexander Traverse Post <Est Harold Post A/C>	Estate of late Harold Post or Harold Post Deceased
Minor (a person under the age of 18 years) Use the name of a responsible adult with an appropriate designation	Mrs Sally Hamilton <Henry Hamilton>	Master Henry Hamilton
Partnerships Use the partners' personal names	Mr Frederick Samuel Smith & Mr Samuel Lawrence Smith <Fred Smith & Son A/C>	Fred Smith & Son
Long Names	Mr Hugh Adrian John Smith-Jones	Mr Hugh A J Smith Jones
Clubs/Unincorporated Bodies/Business Names Use office bearer(s) personal name(s)	Mr Alistair Edward Lilley <Vintage Wine Club A/C>	Vintage Wine Club
Superannuation Funds Use the name of the trustee of the fund	XYZ Pty Ltd <Super Fund A/C>	XYZ Pty Ltd Superannuation Fund

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