

PROSPECTUS 2016

INITIAL PUBLIC OFFERING

Share Offer

For the offer of 25,000,000 Shares at \$0.20 per Share to raise \$5,000,000 (before costs), with provision to accept oversubscriptions of up to a further 10,000,000 Shares to raise up to an additional \$2,000,000 (before costs) (**Share Offer**). Please refer to Section 2.1 for further details.

Opening and Closing Dates

The Offers open on Monday, 19 September 2016 and close at 5:00pm (WST) on Monday, 10 October 2016.

Proposed ASX Code

GBR

Lead Manager



Wentworth
GLOBAL CAPITAL PARTNERS

Wentworth Global
Capital Finance Pty Ltd

AFS Representative Number
000 418 398

Corporate Authorised Representative
of Wentworth Global Securities Pty Ltd
(AFSL No. 422 477)

Important Information

This Prospectus and any accompanying Application Form contain important information and should be read in their entirety. If you have any questions about the Offers or this Prospectus, you should speak to your professional adviser. The Securities offered by this Prospectus should be considered as a highly speculative investment.

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Corporate Directory

Important Notice

Directors

Gregory Clifton Hall
Non-Executive Chairman

Stefan Kevin Murphy
Managing Director

Murray Edward Black
Non-Executive Director

Melanie Jane Leighton
Non-Executive Director

Company Secretary

John Edward Sendziuk

Registered and Principal Office

Level 1, 768 Canning Highway
Applecross, Western Australia 6153

PO Box 1565
Applecross, Western Australia 6953

Telephone: +61 8 6323 7800
Facsimile: +61 8 9315 5004

Share Registry*

Security Transfer Australia Pty Ltd
trading as Security Transfer Registrars

770 Canning Highway
Applecross, Western Australia 6153

Telephone: +61 8 9315 2333
Facsimile: +61 8 9315 2233

Auditor*

RSM Australia Partners

8 St Georges Terrace
Perth, Western Australia 6000

Telephone: +61 8 9336 1266
Facsimile: +61 8 9430 6744

Lead Manager

Wentworth Global Capital Finance Pty Ltd

3/66 Hunter Street
Sydney, New South Wales 2000

Telephone: +61 2 9119 6030
Facsimile: +61 2 9119 6038

AFS Representative Number
000 418 398

Corporate Authorised Representative
of Wentworth Global Securities Pty Ltd
(AFSL No. 422 477)

Solicitors to the Offers

Jackson McDonald

Level 17, 225 St Georges Terrace
Perth, Western Australia 6000

Telephone: +61 8 9426 6611
Facsimile: +61 8 9321 2002

Independent Geologist

Al Maynard & Associates Pty Ltd

Suite 9/280 Hay Street
Subiaco, Western Australia 6008

Telephone: +61 8 9388 1000
Facsimile: +61 8 9388 1768

Investigating Accountant

RSM Corporate Australia Pty Ltd

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Perth, Western Australia 6000

Telephone: +61 8 9261 9100
Facsimile: +61 8 9261 9199

Proposed ASX Code

GBR

Website

www.greatboulder.com.au

Offers

This Prospectus is for:

- **Share Offer** - an offer of up to 25,000,000 Shares at \$0.20 per Share to raise \$5,000,000 (before costs), with provision to accept oversubscriptions of up to a further 10,000,000 Shares to raise up to an additional \$2,000,000 (before costs); and
- **Lead Manager Offer** - an offer of 1,500,000 Lead Manager Options to the Lead Manager (or its nominees).

Prospectus

This Prospectus is dated 12 September 2016 and was lodged with the ASIC on that date. Neither ASIC nor ASX take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

The Company will apply to ASX within 7 days following the Prospectus Date for the Shares offered by this Prospectus to be listed for quotation by ASX. The Company will not apply to ASX for quotation of Options.

The Company will not issue any Securities on the basis of this Prospectus later than 13 months after the Prospectus Date.

Before applying for Securities under this Prospectus, potential investors should carefully read this Prospectus so that they can make an informed assessment of:

- the rights and liabilities attaching to the Securities (including in the case of Options, the underlying Shares);
- in the case of Options, the Company's capacity to issue or deliver the underlying Shares;
- the assets and liabilities of the Company; and
- the Company's financial position, performance and prospects.

It is important that you read this Prospectus in its entirety and seek professional advice where necessary. The Securities the subject of the Offers should be considered highly speculative.

The Company has not authorised any person to give any information or make any representation in connection with an Offer which is not contained in this Prospectus. Any information or representation not contained in this Prospectus should not be relied on as having been made or authorised by the Company or the Directors.

Exposure Period

This Prospectus is subject to an exposure period of 7 days from the date of lodgement with ASIC pursuant to the Corporations Act. ASIC may extend this period by a further 7 days. The purpose of the Exposure Period is to enable the Prospectus to be examined by market participants prior to the raising of funds. The examination may result in the identification of deficiencies in the Prospectus, and in such circumstances, any Applications received during the Exposure Period may need to be dealt with in accordance with section 724 of the Corporations Act.

The Prospectus will be available online at the Company's website, www.greatboulder.com.au, or in hard copy upon request during the Exposure Period. Applications received during this time will not be processed until after the expiration of the Exposure Period and preference will not be conferred on such Applications.

Electronic Prospectus

This Prospectus may be viewed in electronic form at www.greatboulder.com.au by Australian investors only. If you receive the electronic form of the Prospectus you should ensure that you download and read the entire Prospectus. A paper copy of the Prospectus may be obtained free of charge on request during an Offer Period by calling the Share Registry. The information on the Company's website, www.greatboulder.com.au, does not form part of this Prospectus.

*Included for information purposes only. This entity has not been involved in the preparation of this Prospectus.

Applications

Applications for Securities may only be made on printed copies of the relevant Application Form for those Securities attached to or accompanying the Prospectus. The Corporations Act prohibits any person from passing an Application Form to any other person unless it is attached to, or accompanied by, a hard copy of the Prospectus or a complete and unaltered electronic copy of the Prospectus.

An Application Form included in this Prospectus may only be distributed if it is included in, or accompanied by, a complete and unaltered copy of this Prospectus. Each Application Form contains a declaration that the investor has personally received the complete and unaltered Prospectus prior to completing the Application Form. The Company reserves the right not to accept a completed Application Form if it has reason to believe that the Applicant has not received a Prospectus or if it has reason to believe that the Application Form has been altered or tampered with in any way.

Offer restrictions

The Company has not taken any action to register or qualify Shares, Lead Manager Options or the Offers, or otherwise to permit a public offering of Securities, in any jurisdiction outside Australia.

The distribution of this Prospectus (including in electronic form) in jurisdictions outside Australia may be restricted by law and therefore persons outside Australia who obtain this Prospectus should seek advice on, and observe, any such restrictions. Any failure to comply with these restrictions may constitute a violation of applicable securities laws. This Prospectus does not constitute an offer or invitation in any jurisdiction in which, or to any person to whom, it would be unlawful to make such an offer or invitation.

The Securities have not been, and will not be, registered under the US Securities Act of 1933 as amended (**US Securities Act**), and may not be offered, sold or resold:

- in the United States or to, or for the account or benefit of US Persons (as defined in Rule 902 under the US Securities Act) except in a transaction exempt from the registration requirements of the US Securities Act and applicable United States state securities laws; and
- outside the United States, except to non-US persons in offshore transactions in compliance with Regulation S under the US Securities Act.

Competent Person's statement

The information in this Prospectus that relates to exploration results, mineral resources and ore reserves (as applicable) is based on information compiled by Mr Allen Maynard who is a Member of the Australasian Institute of Mining and Metallurgy and the Australian Institute of Geoscientists. Mr Maynard is a director and employee of Al Maynard & Associates Pty Ltd. He has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which being undertaken to qualify as a 'Competent Person' as defined in the 2012 edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves' (the **JORC Code**). Mr Maynard consents to the inclusion in this Prospectus of the statements based on his information in the form and context in which they appear.

Forward-looking statements

This Prospectus contains forward-looking statements which incorporate an element of uncertainty or risk, such as 'intends', 'may', 'could', 'believes', 'estimates', 'targets' or 'expects'. These statements are based on an evaluation of current economic and operating conditions, as well as assumptions regarding future events. These events are, as at the Prospectus Date, expected to take place, but there cannot be any guarantee that such events will occur as anticipated or at all given that many of the events are outside the Company's control.

Accordingly, the Company and the Directors cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur. Further, other than by lodgement of a replacement or supplementary prospectus during an Offer Period if required by law, the Company may not update or revise any forward-looking statement if events subsequently occur or information subsequently becomes available that affects the original forward-looking statement.

Privacy

If you apply for Securities under this Prospectus, you will provide personal information to the Company and the Share Registry. The Company and the Share Registry will collect, hold and use your personal information in order to assess your Application, service your needs as an investor, provide facilities and services that you request and carry out appropriate administration. Corporate and taxation laws require the Company to collect some personal information. If you do not provide the information requested, your Application may not be able to be processed efficiently, or at all.

No prospective financial forecasts

The Directors have considered the matters outlined in ASIC Regulatory Guide 170. The Company will use the proceeds of the Share Offer for the purposes set out in Sections 2.1(d) and 2.3. Given the Company is an early stage company which does not have any trading history, reliable forecasts of any possible revenue and expenses cannot be prepared and accordingly the Directors have not included forecasts in this Prospectus.

Photographs and diagrams

Photographs used in this Prospectus which do not have descriptions are for illustration purposes only and should not be interpreted to mean that any person shown endorses the Prospectus or its content. Diagrams are illustrative only and may not be drawn to scale. The people and assets depicted in photographs in this Prospectus are not employees or assets of the Company unless specifically stated.

Meaning of terms

Capitalised terms and certain other terms used in this Prospectus are defined in the Glossary in Section 13.

References to "our", "us" and "we" are references to the Company.

References to "I", "you" and "your" are references to the Applicant.

Currency

References to "\$", "A\$", "AUD", or "dollar" are references to Australian currency, unless otherwise stated.

References to "US\$" are references to United States currency, unless otherwise stated.

Time

References to time relate to the time in Perth, Western Australia, unless otherwise stated.

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Key Offer Information

Indicative Timetable for Offers

Event	Target Date
Lodgement of Prospectus with ASIC	Monday, 12 September 2016
Expiry of Exposure Period / Opening Date of the Offers	Monday, 19 September 2016
Closing Date of the Offers	Monday, 10 October 2016
Issue of Securities under the Offers	Friday, 21 October 2016
Despatch of Holding Statements	Monday, 24 October 2016
Shares commence trading on ASX	Thursday, 27 October 2016

Notes:

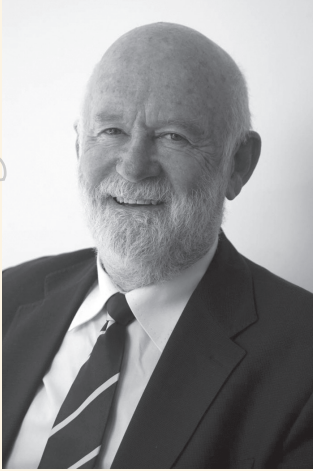
These dates are indicative only and subject to change. The Company, acting in consultation with the Lead Manager, may vary these dates without notice, including whether to close an Offer early, extend an Offer, or accept late Applications, either generally or in particular cases, without notification. If you wish to submit an Application and subscribe for Securities under an Offer (and are eligible to do so), you are encouraged to do so as soon as possible after the Offer opens as either Offer may close at any time without notice. The Opening Date will be affected by any extension of the Exposure Period.

Key Offer Details

Information	Minimum Subscription	Maximum Subscription
Price per Share	\$0.20	\$0.20
Price per Lead Manager Option	\$Nil	\$Nil
Shares offered	25,000,000	35,000,000
Lead Manager Options offered	1,500,000	1,500,000
Amount to be raised under the Share Offer (before costs)	\$5,000,000	\$7,000,000
Amount to be raised under the Lead Manager Offer	\$Nil	\$Nil
Total Shares on issue at the Prospectus Date	37,673,500	37,673,500
Total Shares on issue on completion of the Share Offer	62,673,500	72,673,500
Total Options on issue at the Prospectus Date	35,586,750	35,586,750
Total Options on issue on completion of the Offers	38,086,750	38,086,750
Market capitalisation on completion of the Offers based on the price per Share under the Share Offer	\$12,534,700	\$14,534,700

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Chairman's Letter



Dear Investor

On behalf of the Directors of Great Boulder Resources Ltd (**Company**), I am pleased to submit this Prospectus for the Company's initial public offering with a view to being admitted to ASX.

The Company is an Australian incorporated and based exploration company with its portfolio of gold projects centred on the prolific Eastern Goldfields region of Western Australia. It has secured large acreage advanced exploration and greenfield projects that extend from the significant mining camps of Kalgoorlie in the south to Jundee and Wiluna in the north, all within close proximity to multi-million ounce discoveries and mining infrastructure.

The Company's strategy is simple – to secure highly prospective exploration assets, within geologically fertile terranes that have the potential to host large, multi-million ounce gold deposits. To execute this strategy, it has brought together an exceptional team of technical experts, all with specialist skills in exploration targeting and the application of modern, cutting-edge technologies. The Company's team has significant experience in Eastern Goldfields orogenic gold deposits* – combining geochemistry, structural and economic knowledge to be utilised in the discovery and development of gold deposits within our portfolio. The appointment of Stefan Murphy as our Managing Director broadens the Company's knowledge base, with his operational experience in both bulk and precious metal mines, combined with his past 7 years' experience in corporate advisory, focused on resource project appraisal and equity capital markets in Australia and the UK. We believe we have assembled an extremely strong team of executives and key advisors with the depth of knowledge needed to grow the Company and deliver shareholder returns.

We are extremely excited by the potential of our assets, with favourable stratigraphic and structural settings interpreted to extend onto our projects from neighbouring large-scale gold deposits. The Company's portfolio provides investors with exposure to a mature mining region with significant gold endowment but at an earlier stage of the value and development cycle. The Company has assembled five distinct exploration projects, four secured via joint venture agreements and the fifth owned 100% by the Company. Importantly, the joint ventures are structured to allow the Company to earn its interest through spending money 'in the ground', not through excessive or onerous vendor payments.

This Prospectus is the culmination of several years of diligent project identification and appraisal to secure these projects. Our most advanced and principle asset, Balagundi, is an exceptional prospect, located close to existing infrastructure only 20km east of Kalgoorlie's Golden Mile and 15km south of Northern Star's Kanowna Belle operations. High grade intercepts at Balagundi (including 24m at 19.1g/t from surface, 12m at 15.2g/t from 36m) occur along known mineralised structures that have been subject to historical mining. The Mt Bellew shaft and several smaller shafts and workings occur along the main mineralised corridor at Balagundi, which extends to the historic Bank of Ireland and O'Donnell's Find mines. The number of historical workings and broader regional context highlight the prospectivity of the project and why we are very excited to commence drilling immediately on closing the IPO.

Our Broadwood, Jundee South, Tarmoola and Yamarna projects are also located close to large operating gold mines or discoveries and are interpreted to host favourable stratigraphic and structural units to those of known gold deposits. Broadwood is interpreted to sit within the same structural corridor that hosts the historical Binduli mining centre and Kalgoorlie's Super Pit. Jundee South is located 10km along strike from the Jundee gold mine and Tarmoola contains 15km of prospective greenstone-granite contact, located 40km south of Saracen's recently re-commissioned Thunderbox mine and 20km northwest from Saracen's King of the Hills deposit. Our Yamarna project is an early stage prospect but located only 30km west of the recently discovered Gruyere deposit.

Under this Prospectus, the Company is offering 25,000,000 Shares at an issue price of 20¢ per Share to raise \$5 million, with a provision to accept oversubscriptions of up to \$7 million (i.e. the Share Offer). Following the minimum issue of 25,000,000 Shares, the Company will have a market capitalisation of \$12.5 million (at the issue price) and an approximate cash balance of \$5.2 million (up to \$7.1 million on full over subscriptions). The funds raised under Share Offer at minimum subscription provide the Company with sufficient capital to undertake budgeted exploration programmes, while the oversubscription will allow the Company to accelerate its exploration and development plans while also enabling identification and assessment of additional growth projects.

I ask that prospective investors please take the time to review this Prospectus for a full appreciation of the quality of the Company's portfolio of exploration assets and the team that will drive the Company's strategy. We look forward to welcoming new Shareholders for what we believe is going to be an exciting future for the Company.

Yours faithfully

A handwritten signature in black ink, appearing to read 'G Hall', written over a light blue horizontal line.

Gregory Hall
Chairman

* Please refer to the glossary of technical and industry terms in the Independent Geologist's Report at Section 7.

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1. Investment Overview

Topic	Summary	Further information
Prospectus		
Who is the issuer of this Prospectus?	Great Boulder Resources Limited (ACN 611 695 955), referred to as the “ Company ” in this Prospectus.	
What is the purpose of this Prospectus and the Offer?	<p>Share Offer</p> <p>The purpose of this Prospectus is to offer Shares to investors for the Company to:</p> <ul style="list-style-type: none"> ▪ raise a minimum of \$5,000,000 (and a maximum of \$7,000,000) before costs to fund: <ul style="list-style-type: none"> ▪ the Company’s expenditure commitments in relation to exploration and development expenses at its existing Project and the Joint Venture Projects; ▪ additional project generation and the assessment of further potential project/asset acquisitions; ▪ general working capital requirements; ▪ corporate overhead and administration costs; and ▪ the costs of the Offer; and ▪ enable the Company to list on ASX, and thereby provide a market for Shares and better enable the Company to access capital markets. <p>Lead Manager Offer</p> <p>The primary purpose of the Lead Manager Offer is for the Company to fulfil its obligation under the Lead Manager Mandate to issue the 1,500,000 Lead Manager Options to the Lead Manager or its nominee.</p> <p>By this Prospectus, the Lead Manager Options will be issued with disclosure under Chapter 6D of the Corporations Act. Accordingly, it is the intention that neither the Lead Manager Options nor the Shares issued on their exercise will be subject to secondary trading restrictions.</p>	Section 2.1(d)
Business and Project Overview		
What does the Company do?	<p>The Company was incorporated on 6 April 2016 to carry on the business of mineral exploration with a specific focus on gold exploration.</p> <p>The Company’s primary aim in the near-term is to discover and develop significant lode gold deposits* on the Projects.</p>	Sections 3.1 and 3.2
What are the Company’s projects and where are they located?	<p>The Company has interests in 5 gold exploration projects located in the eastern portion of the Goldfields-Esperance region of Western Australia, also known as the Eastern Goldfields.</p> <p>The Company currently holds a 100% interest in one Project (Jundee South) and secured the right to earn-in a 75% interest in four other Projects (Balagundi, Broadwood, Tarmoola and Yamarna).</p> <p>The Projects are prospective for gold and/or base metals. They range in development from early-stage exploration over areas that have not been subject to significant exploration, to advanced-stage exploration in areas that have recorded several significant historical drilling intercepts (i.e. the Balagundi Project).</p> <p>The Company is seeking to explore for and discover gold deposits within prospective stratigraphy along strike from existing large gold mines.</p> <p>Set out below is a brief overview of each Project.</p>	Sections 3.3 to 3.7
	<p>Balagundi Project</p> <p>The Balagundi Project is the Company’s flagship project. It is located east of Kalgoorlie and is operated over a mining lease currently held by the Company’s joint venture partner, Eastern Goldfields Mining Company Pty Ltd (EGMC).</p> <p>This project is at an advanced stage of exploration. It lies 20 kilometres east of the Kalgoorlie Super Pit and has the potential to host Archaean* lode gold mineralisation.</p> <p>Under the Balagundi Joint Venture Agreement, the Company has the right to acquire a 75% interest in the Balagundi Project by funding \$1,000,000 in exploration expenses over 5 years.</p>	Sections 3.3 and 7
	<p>Broadwood Project</p> <p>The Broadwood Project is located immediately west of Kalgoorlie and is operated over 6 prospecting licenses currently held by EGMC. EGMC has also applied for an additional prospecting licence in relation to this project and this application is pending as at the Prospectus Date.</p> <p>This project is at an early stage of development. It lies immediately west of the Kalgoorlie Super Pit and the historical Binduli gold mine and has the potential to host Archaean* lode gold mineralisation.</p> <p>Under the Broadwood Joint Venture Agreement, the Company has the right to acquire a 75% interest in the Broadwood Project by funding \$500,000 in exploration expenses over 5 years.</p>	Sections 3.4 and 7

* Please refer to the glossary of technical and industry terms in the Independent Geologist’s Report at Section 7.

1. Investment Overview

Topic	Summary	Further information
	<p>Jundee South Project</p> <p>The Jundee South Project is located east of Wiluna and is operated over an exploration licence held by the Company.</p> <p>This project is at an early stage of development. It lies immediately along strike and to the south of the Jundee Gold Mine and contains the same host stratigraphy to Jundee.</p> <p>It has the potential to host Archaean lode gold* mineralisation.</p>	Sections 3.5 and 7
	<p>Tarmoola Project</p> <p>The Tarmoola Project is located north-west of Leonora and is operated over 2 exploration licenses currently held by EGMC. EGMC has also applied for an additional 19 prospecting licenses in relation to this project. These applications are pending at the Prospectus Date.</p> <p>This project is at an early stage of development. It contains approximately 15 kilometre strike extent of the same prospective granite-greenstone contact which hosts the Gwalia and King of the Hills Gold Mines, immediately neighbouring the project. The Company is targeting lode gold mineralisation with a secondary focus on nickel sulphide mineralisation.</p> <p>Under the Tarmoola Joint Venture Agreement, the Company has the right to acquire a 75% interest in the Tarmoola Project by funding \$1,400,000 in exploration expenses over 5 years.</p>	Sections 3.6 and 7
	<p>Yamarna Project</p> <p>The Yamarna Project is located east of Laverton and is operated over 5 exploration licenses and one prospecting license currently held by EGMC.</p> <p>This project is at an early stage of development and lies approximately 30 kilometres west of the Gruyere Gold Deposit. It is a multi-commodity project with potential for lode gold mineralisation and magmatic Ni-Cu-PGE* mineralisation.</p> <p>Under the Yamarna Joint Venture Agreement, the Company has the right to acquire a 75% interest in the Yamarna Project by funding \$2,000,000 in exploration expenses over 5 years.</p>	Sections 3.7 and 7
What is the Company's business model and strategy?	<p>The Company intends to aggressively explore its Project portfolio, initially focusing on the Balagundi Project which is at a more advanced stage of exploration.</p> <p>The Company's primary aims involve delineating a significant gold resource base (compliant with the JORC Code) on one or more Projects with a view to advancing development of a Project to production.</p> <p>The Company is seeking to complete the earn-in and acquisition of a 75% interest in the Joint Venture Projects so as to establish, with the Jundee South Project, a consolidated portfolio of exploration and mining tenements which are prospective for gold.</p> <p>It is also pursuing an aggressive growth strategy that aims to identify and secure further exploration opportunities within well-mineralised gold districts.</p> <p>The Company's exploration strategy concentrates on working within well-endowed gold districts, preferably in close proximity to existing major gold mines. Its current interests are in proximity to:</p> <ul style="list-style-type: none"> ▪ the Super Pit in Kalgoorlie; ▪ the Jundee Gold Mine near Wiluna; ▪ the King of the Hills Gold Mine and the Gwalia Gold Mine near Leonora; ▪ the Thunderbox Gold Mine near Leinster; and ▪ the Gruyere gold deposit near Laverton. <p>Under the Joint Venture Agreements, the Company is the manager of the Joint Venture Projects. It has the exclusive right to conduct and manage all exploration activities.</p>	Sections 3.2 to 3.8
What are the Company's key dependencies?	<p>The key dependencies which underpin the Company's business model and plans outlined above include:</p> <ul style="list-style-type: none"> ▪ closing the Share Offer and successfully raising the minimum subscription amount; ▪ the Company and EGMC performing their respective obligations under the Joint Venture Agreements; and ▪ the Company successfully exploring for and delineating gold deposits on any of the Projects and any other project interests that the Company may acquire in the future. 	Section 3.2
Investment Highlights and Risks		
What are the perceived investment highlights and benefits?	<ul style="list-style-type: none"> ▪ The Board and the Company's key advisors are industry-recognised executives and technical specialists with strong track-records of both corporate management and resource project acquisition, discovery and development. ▪ The Company has assembled an experienced management and exploration team, with access to cutting edge exploration techniques developed over decades of global multi-commodity mineral exploration, with a significant focus on Archaean lode gold* deposits. ▪ The Project portfolio is within close proximity to significant current and historical gold mines which are located in terranes proven to be prospective for hosting significant gold endowments. 	Section 3.2

* Please refer to the glossary of technical and industry terms in the Independent Geologist's Report at Section 7

Topic	Summary	Further information
<p>What are the key investment risks?</p>	<p>The key risks of investing in the Company are set out below. These risks are not exhaustive. See Section 6 for further details of specific risks and general investment risks.</p> <p>The Securities offered pursuant to this Prospectus should be considered speculative due to the nature of the Company's business and stage of commercial development. There is no guarantee as to payment of dividends, return of capital or the market value of Shares.</p> <p>Prospective investors must make their own assessment of the likely risks and determine whether an investment in the Company is appropriate to their own circumstances.</p>	<p>Section 6</p>
	<p>Exploration, geological and development risks</p> <p>Mineral exploration, development and mining activities are high-risk undertakings and there can be no assurance that any exploration or development activity in regard to the Company's current properties, or any properties that may be acquired in the future, will result in the discovery or exploitation of an economic resource.</p> <p>The success of the Company will depend on a number of factors, including, the delineation of economically mineable reserves and resources, access to required development capital, movement in the price of commodities, securing and maintaining title to the Company's exploration and mining tenements and obtaining all consents and approvals necessary for the conduct of its exploration activities.</p>	<p>Section 6.3(a)</p>
	<p>Limited operating history and no profit to date</p> <p>The Company has only been incorporated since April 2016 and does not have any operating history. It is therefore not possible to evaluate its prospects based on past performance.</p> <p>As the Company is engaged in mineral exploration, the Directors anticipate the Company making losses in the foreseeable future.</p>	<p>Section 6.2(a)</p>
	<p>Future capital requirements</p> <p>The Company's ongoing activities are likely to require substantial further financing in the future for its business activities, in addition to amounts raised pursuant to the Share Offer. Any additional equity financing may be dilutive to Shareholders, may be undertaken at lower prices than the Offer Price for the Share Offer.</p> <p>Although the Directors believe that additional capital can be obtained, there can be no assurance that appropriate capital or funding, if and when needed, will be available on terms favourable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce, delay or suspend its operations and which may result in a material adverse effect on the Company's activities and its ability to continue as a going concern.</p>	<p>Section 6.2(b)</p>
	<p>Reliance on key personnel</p> <p>Recruiting and retaining qualified personnel is important to the Company's success. The Company may be adversely affected by employees or contractors ceasing their employment or engagement with the Company.</p>	<p>Section 6.2(c)</p>
	<p>Liquidity & volatility</p> <p>On listing on ASX, the Company will be a small company in terms of its market capitalisation. Investment in its Shares will be regarded as speculative and the Company will have a narrow Shareholder base. There is a risk that there will not always be a highly liquid market for the Company's Shares and there may be relatively few buyers or sellers of Shares on ASX at any given time. Accordingly the market price for Shares may be highly volatile.</p>	<p>Section 6.2(d)</p>
	<p>Third party miscellaneous licences</p> <p>The Company's Projects are in areas proximate to other mining and exploration projects under development.</p> <p>If the Company is successful in its exploration activities, the manner in which any mineable deposit may be developed may be affected by the grant of any miscellaneous licences over Tenements to enable neighbouring parties to develop and access mines and associated infrastructure, such as roads and pipelines.</p> <p>This risk is not particularly unusual for companies exploring in existing gold provinces where miscellaneous licences for access and infrastructure are often granted over tenements proximate to projects undergoing development.</p> <p>At the Yamarna Project, a number of the miscellaneous licences and miscellaneous licence applications that have been granted to or applied for by Gold Road Resources Limited, encroach on parts of the Tenements in the Yamarna Project area (see Annexures A and D to the Solicitor's Tenement Report). The Company's Joint Venture partner, EGMC, has objected to Gold Road's current applications and the objections are presently being determined in the Warden's Court of Western Australia (see Section 8 Solicitor's Tenement Report for further details).</p> <p>Should the Company be successful in its exploration activities at Yamarna, any additional miscellaneous licences granted over relevant Tenements may affect the manner in which any future exploration, development or mining activity is undertaken.</p>	<p>Sections 6.2(e) and 8</p>

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1. Investment Overview

Topic	Summary	Further information
	<p>Other industry specific risks</p> <p>The Company's activities are subject to a number of risks common to the conduct of mining exploration and the financing of mining exploration activities, including but not limited to:</p> <ul style="list-style-type: none"> ▪ risks inherent in resource estimation; ▪ operational and technical risks; ▪ commodity (especially gold) price fluctuations; ▪ exchange rate fluctuations; ▪ environmental risks; ▪ tenure risks; ▪ Native Title and heritage risks; ▪ joint venture and contract counterparty risks; and ▪ competition risks. 	Section 6.3
Financial Information		
What is the Company's financial position?	<p>The Company was incorporated on 6 April 2016. It does not have any operating history and has very limited historical financial performance on which an assessment of its prospects can be made.</p> <p>Accordingly, the Company is not in a position to disclose any key financial ratios.</p> <p>The Company has completed financial statements for the financial year ended 30 June 2016 which have been audited. These financial statements are available at the Company website, www.greatboulder.com.au.</p> <p>Further financial information on the Company is considered in the Investigating Accountant's Report at Section 9.</p>	Section 9
Will the Company pay dividends?	<p>The Company's focus in the short to medium term is to fund exploration and development on the Projects. Accordingly, the Company does not have any plan or intention to pay a dividend in the immediate future.</p> <p>Payment of any dividend in the future will depend on the Company's future profitability and financial position.</p>	Section 3.11
Directors and Key Managers		
Who are the Directors and key managers?	<p>The Directors and key management of the Company are:</p> <ul style="list-style-type: none"> ▪ Mr Gregory Hall – Non-Executive Chairman; ▪ Mr Stefan Murphy – Managing Director; ▪ Mr Murray Black – Non-Executive Director; ▪ Ms Melanie Leighton – Non-Executive Director; and ▪ Mr John Sendziuk – Company Secretary. 	Section 4
What are the interests of Directors in the Company?	<p>Interests in Securities</p> <p>Various Directors have relevant interest in Existing Securities of the Company. These interests are detailed in Section 11.9.</p> <p>Participation in the Share Offer</p> <p>Subject to Shareholder approval at the General Meeting (see Section 11.1) Directors will collectively be entitled to participate in the Share Offer by subscribing for up to a total of 1,500,000 Shares for \$300,000, on the same terms and conditions as other Applicants.</p> <p>Substantial holders</p> <p>Non-Executive Director, Mr Murray Black, holds a relevant interest in the 2,500,000 Shares held by Black International Pty Ltd as trustee for the Black International Trust (Black International). Black International and Mr Black are both substantial holders (i.e. control 5% of more of voting shares) at the Prospectus Date.</p>	Sections 2.6, 2.15 and 11.9

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Topic	Summary	Further information
What payments and benefits are to be made or given to Directors?	<p>Joint Venture Agreements</p> <p>EGMC, a company controlled by Mr Murray Black, who is a Non-Executive Director of the Company, is party to the Joint Venture Agreements and the holder of the Tenements comprised in the Joint Venture Projects. EGMC will receive a benefit by reason of the Company undertaking expenditure commitments on the Joint Venture Projects.</p> <p>Mr Black will obtain an indirect benefit under the Joint Venture Agreements through his interest in EGMC.</p> <p>Further details of the Joint Venture Agreements and benefits to be provided to EGMC are outlined in Sections 3.8 and 10.3.</p> <p>Non-Executive Director fees</p> <p>The Non-Executive Directors are entitled to be paid fees for their services as Directors as set out in Sections 10.7 and 11.8.</p> <p>Managing Director</p> <p>The Company has entered into an executive service agreement with its Managing Director, Mr Stefan Murphy, under which Mr Murphy is entitled to a salary and other benefits as described in Sections 10.6 and 11.8.</p> <p>Deeds of Indemnity, Insurance and Access</p> <p>Subject to approval being obtained at the General Meeting (see Section 11.1), all Directors will have the benefit of an indemnity from the Company in respect of certain liabilities they may incur in acting as directors and have liability insurance premiums paid for by the Company, on the terms generally described in Section 10.8.</p>	Sections 3.8, 10.3, 10.6, 10.7, 10.8, 11.1 and 11.8

The Offers		
What are the Offers?	<p>Share Offer</p> <p>Under this Prospectus, the Company invites the public to apply for up to 25,000,000 Shares at \$0.20 per Share to raise up to \$5,000,000 (before costs), with capacity to accept oversubscriptions for up to a further 10,000,000 Shares to raise an additional \$2,000,000 (before costs).</p> <p>Lead Manager Offer</p> <p>In addition, the Company invites the Lead Manager (or its nominees) to apply for up to 1,500,000 Lead Manager Options.</p>	Sections 2.1 and 2.2
Are the Offers underwritten?	The Offers are not underwritten.	Sections 2.1(c) and 2.2(a)
What are the Securities being offered?	<p>Share Offer</p> <p>The Share Offer is an offer of fully paid ordinary shares in the Company (i.e. Shares). A summary of the rights attaching to Shares is set out in Section 11.3.</p> <p>Lead Manager Offer</p> <p>Under the Lead Manager Offer, the Company is offering Options to subscribe for Shares to the Lead Manager and its nominees. The terms of Lead Manager Options are set out in Section 11.5.</p>	Sections 11.3 and 11.5

What will be the capital structure of the Company on completion of the Offers? The table below sets out the capital structure of the Company after the Offers close, assuming minimum and maximum subscription scenarios. Please refer to Section 2.5 for further details on the capital structure. Section 2.5

Security type	Minimum subscription (\$5,000,000)	Maximum subscription (\$7,000,000)
Existing Shares	37,673,500	37,673,500
Shares to be issued under the Share Offer	25,000,000	35,000,000
Total Shares post-Offers	62,673,500	72,673,500
Existing Options	35,586,750	35,586,750
Lead Manager Options offered under the Lead Manager Offer	1,500,000	1,500,000
Options to be granted to the Managing Director	1,000,000	1,000,000
Total Options post-Offers	38,086,750	38,086,750
Performance Rights to be granted to the Managing Director	2,000,000	2,000,000
Performance Rights offered under this Prospectus	Nil	Nil
Total Performance Rights post-Offers	2,000,000	2,000,000

Notes:

1. The table above assumes that none of the Existing Options are exercised and no other Shares are issued prior to the Closing Date.
2. Please see Section 2.7 regarding the potential dilutive effect on Shareholders' interests on the issue of Shares if all Options are exercised.

1. Investment Overview

Topic	Summary	Further information
How will funds raised from the Share Offer be used?	<p>The Company intends to use the funds raised from the Share Offer as follows:</p> <ul style="list-style-type: none"> ▪ to fund exploration on the Projects, including satisfying the Company's earn-in commitments in relation to the Joint Venture Projects; ▪ to enable its admission to the Official List of ASX; ▪ to pay for the Company's administration and corporate overheads; ▪ for working capital purposes; and ▪ to pay for the costs of the Offers. <p>The above intended uses may be affected by new circumstances and financial requirements that arise. The Board reserves the right to vary the way in which funds are applied.</p> <p>Refer to Section 2.1(e) for a more detailed budget for the Company's use of funds.</p>	Sections 2.1(d) and 2.3
Will the Securities offered be quoted on ASX?	<p>Share Offer</p> <p>The Company will apply for quotation of the Shares under the ASX code "GBR".</p> <p>Lead Manager Offer</p> <p>The Company will not apply for quotation of the Lead Manager Options.</p>	Section 2.16
Is there a minimum subscription requirement to the Offers?	<p>Share Offer</p> <p>The minimum subscription amount for the Share Offer is \$5,000,000.</p> <p>Shares will not be issued unless and until Applications for the minimum subscription have been received.</p> <p>Lead Manager Offer</p> <p>The Lead Manager Offer is not subject to any minimum subscription requirement.</p>	Sections 2.1(b) and 2.2(a)
What are the expenses of the Offers?	<p>The expenses of the Offers will be approximately:</p> <ul style="list-style-type: none"> ▪ \$640,000 if only the minimum subscription is raised under the Share Offer; and ▪ \$770,000 if full oversubscription is raised under the Share Offer. 	Section 11.10
Will any Securities offer under this Prospectus be subject to escrow restrictions?	<p>Shares offered under the Prospectus</p> <p>Shares issued to Applicants under the Share Offer will not be subject to any escrow restrictions.</p> <p>Lead Manager Options</p> <p>The Company anticipates that the Lead Manager Options (and any Shares issued on their exercise) will be subject to escrow restrictions for 24 months from the Company's admission to ASX.</p> <p>Existing Securities</p> <p>The Company anticipates that approximately 31,312,775 Existing Shares (i.e. 49.96% of all Shares post Offers assuming minimum subscription to the Share Offer) and 38,086,750 Options (i.e. 100% of all Existing Options and the Options to be issued to the Lead Manager and the Managing Director) will be subject to escrow restrictions as a condition of the Company being admitted to ASX.</p> <p>These Securities are held by Directors, promoters and service providers of the Company and Shareholders who provided capital or services to the Company before the Offers.</p>	Section 2.8
Are there any taxation consequences?	<p>The acquisition and disposal of Securities offered under this Prospectus may have taxation consequences for Applicants depending on their individual taxation circumstances and affairs.</p> <p>Each Applicant should consult their taxation adviser for advice about any taxation consequences associated with subscribing for and disposing of Securities offered under this Prospectus.</p> <p>Neither the Company, the Directors nor the Lead Manager give any advice regarding the taxation consequences of subscribing for Securities under this Prospectus.</p> <p>To the extent permitted by law, the Company, the Directors and the Company's advisers and officers, do not accept any responsibility or liability for any taxation consequences for persons subscribing for Securities under this Prospectus.</p>	Section 11.11

Topic	Summary	Further information
Applying for Shares under the Offers		
Who can apply for Securities under the Offers?	<p>Share Offer</p> <p>Members of the public with an address in Australia may subscribe for Shares under the Share Offer. For Applicants who are not Australian residents, please refer to section 2.13.</p> <p>Lead Manager Offer</p> <p>Only the Lead Manager (or its nominees) may apply for Lead Manager Options under the Lead Manager Offer.</p>	Sections 2.1(a), 2.2(a) and 2.13
What is required to apply for Securities under this Prospectus?	<p>Share Offer</p> <p>This Prospectus is accompanied by an Application Form.</p> <p>An Applicant must complete an Application Form for that Offer accompanying this Prospectus in accordance with the instructions on the Share Offer Application Form.</p> <p>The relevant Application Money must accompany the completed Share Offer Application Form when submitted to the Company.</p> <p>Applicants may pay by cheque or using BPAY® through the Share Registry's website, www.securitytransfer.com.au, and clicking on link to the Company's application page. Applicants must follow the additional payment instructions on the website.</p> <p>In addition, persons who have received a firm allocation of Shares from the Lead Manager (either directly or via their stockbroker) may apply for Shares by arrangement with the Lead Manager.</p> <p>Lead Manager Offer</p> <p>An Applicant under the Lead Manager Offer must complete a Lead Manager Application Form for that Offer accompanying this Prospectus in accordance with the instructions on the Application Form. The Application Form must then be submitted to the Company.</p>	Sections 2.10 and 2.11 Application Forms
Can an Offer be withdrawn?	The Company reserves the right to withdraw either Offer at any time before the issue of Securities to Applicants under that Offer. If the Share Offer is withdrawn, Application Money will be refunded to Applicants in full without interest.	Sections 2.1(a) and 2.2(a)
Further information		
How can further information be obtained?	<p>You should read this Prospectus in full.</p> <p>If after reading this Prospectus you have any questions or are unsure what to do, you should speak to your qualified investment adviser.</p> <p>Certain information referred to in this Prospectus, including copies of the Company's corporate governance charters and policies, is available on the Company website at www.greatboulder.com.au.</p>	
How can the Company be contacted?	<p>The Company's contact details for enquires regarding the Offers or this Prospectus are as follows:</p> <p>By telephone: +61 8 6323 7800 By email: admin@greatboulder.com.au By post: PO Box 1565, Applecross, Western Australia 6953 Attention: Company Secretary</p>	
How can the Lead Manager be contacted?	<p>The Lead Manager's contact details for enquires regarding the Share Offer or this Prospectus are as follows:</p> <p>By telephone: +61 2 9119 6030 By fax: +61 2 9119 6038 By email: info@wentworthgcp.com By post: GPO Box 4476, Sydney, New South Wales 2001 Attention: Scott Griffin Ian Gebbie</p>	

2. Details of the Offers

2.1 Share Offer

(a) Offer structure

Subject to Section 2.13, this Prospectus invites investors to participate in the Share Offer and apply for 25,000,000 Shares at an issue price of \$0.20 per Share to raise up to \$5,000,000 (before costs).

The Company may accept oversubscriptions for up to an additional 10,000,000 Shares to raise up to an additional \$2,000,000.

Accordingly, if full oversubscription is reached under the Share Offer, the Company would raise a total of \$7,000,000 (before costs) from the issue of 35,000,000 Shares.

All Shares issued pursuant to this Prospectus will be issued as fully paid and will rank equally in all respects with the Existing Shares. Further details of the rights attaching to Shares are set out in Section 11.3.

The Company, in consultation with the Lead Manager, reserves the right to reject any Application or to allocate any Applicant fewer Shares than the number applied for.

The Company reserves the right to withdraw the Share Offer at any time before Shares are issued under it.

(b) Minimum subscription

The minimum subscription for the Share Offer is \$5,000,000 (before costs) through the issue of 25,000,000 Shares.

(c) Underwriting

The Share Offer is not underwritten.

(d) Purpose of the Share Offer

The purpose of the Share Offer is to:

- (i) raise a minimum of \$5,000,000 (and a maximum of \$7,000,000) before costs to fund:
 - (A) the Company's expenditure commitments in relation to exploration and development expenses for its existing Project and the Joint Venture Projects;
 - (B) additional project generation and the assessment of further potential project/asset acquisitions;
 - (C) general working capital requirements;
 - (D) corporate overhead and administration costs; and
 - (E) pay for the costs of the Offers; and
- (ii) enable the Company to list on ASX, and thereby provide a market for Shares and better enable the Company to access capital markets.

(e) Conditions of Share Offer

The Share Offer is conditional upon all of the following events occurring:

- (i) **minimum subscription:** the minimum subscription requirement of \$5,000,000 being satisfied within 3 months after the Prospectus Date (see Section 2.1(b)); and
- (ii) **ASX listing approval:** ASX approving the Company's application for admission to the official list of ASX and the Company receiving conditional approval for quotation of its Shares on the ASX within 3 months after the Prospectus Date (refer to Section 2.16).

If any of the above conditions to the Share Offer are not satisfied, then the Company will issue a supplementary or replacement prospectus to Applicants allowing them one month to withdraw their Applications and obtain a refund of their Application Money. Alternatively, the Company may determine not proceed with the Share Offer and will repay all Application Money received (without interest) in accordance with the Corporations Act.

2.2 Lead Manager Offer

(a) Offer structure

This Prospectus invites the Lead Manager (or its nominees) to participate in an offer of 1,500,000 Lead Manager Options at a cash issue price of nil, in accordance with the Lead Manager Mandate (**Lead Manager Offer**).

The terms of the Lead Manager Options are described in Section 11.5.

Please refer to Section 2.11 for details on how to apply for Lead Manager Options under the Lead Manager Offer.

The Lead Manager Offer is not underwritten.

The Lead Manager Offer is not subject to any minimum subscription condition or requirement.

The Company reserves the right to withdraw the Lead Manager Offer at any time before Lead Manager Options are issued under it.

(b) Conditions

The Lead Manager Offer is conditional upon the conditions to the Share Offer being satisfied (see Section 2.1(e)).

2.3 Use of funds

The Company intends to use its current funds of approximately \$840,000 cash on hand at the Prospectus Date, and the funds raised from the Share Offer as follows:

	Minimum Subscription (\$5,000,000)	Maximum Subscription (\$7,000,000)
Funds available		
Cash on hand	\$840,000	\$840,000
Funds from the Share Offer	\$5,000,000	\$7,000,000
Total funds available	\$5,840,000	\$7,840,000
Use of funds		
Exploration expenditure for Balagundi Project – Year 1	\$717,500	\$987,000
Exploration and development expenditure for Balagundi Project – Year 2	\$820,000	\$1,030,000
Exploration expenditure for Broadwood Project – Year 1	\$165,000	\$242,000
Exploration and development expenditure for Broadwood Project – Year 2	\$200,000	\$320,000
Exploration expenditure for Jundee South Project – Year 1	\$165,000	\$242,000
Exploration and development expenditure for Jundee South Project – Year 2	\$190,000	\$300,000
Exploration expenditure for Tarmoola Project – Year 1	\$412,500	\$605,000
Exploration and development expenditure for Tarmoola Project – Year 2	\$310,000	\$750,000
Exploration expenditure for Yamarna Project – Year 1	\$330,000	\$484,000
Exploration and development expenditure for Yamarna Project – Year 2	\$380,000	\$600,000
Costs of the Offers	\$640,000	\$770,000
Working capital	\$1,510,000	\$1,510,000
Total	\$5,840,000	\$7,840,000

Notes:

- The difference between cash and cash equivalents position in the Company's audited financial statements for the period ended 30 June 2016 and cash on hand as at the Prospectus Date in the table above relates to the Company incurring corporate overheads, Project expenditure and one-off costs associated with the initial public offering.
- Costs of the Offers include Lead Manager fees of 6% (plus GST) on total funds raised under the Offers (other than from certain Applicants (or their related parties) as nominated by the Board to the Lead Manager on which the fee is 2% (plus GST)), and the other costs identified in Section 11.10.

3. Working capital costs comprises the Company's administration and overhead costs, and include operating expenses, accounting costs, auditing costs, insurance costs, legal costs, share registry costs, directors' fees, ASX fees and regulatory compliance costs and expenses.
4. The exploration and development expenditure is in respect of areas which are the subject of granted Tenements, and includes annual rental payments and rates. See Section 7 (Independent Geologists Report) for the exploration and expenditure budget for each Project.
5. The stated use of funds is current as at the Prospectus Date. The use of funds may change depending on any intervening events or changes in the Company's circumstances. The Board reserves the right to change the way funds are used and applied.
6. Exploration expenditures will be reviewed on an on-going basis, depending upon the nature of results forthcoming from the respective work programmes.
7. In the event that more than the minimum subscription and less than the maximum subscription is raised, the Company intends to allocate the funds primarily towards evaluation and exploration. As at the Prospectus Date, it is not practical for the Board to speculate as to exactly how these funds may be applied as this will be influenced by the outcome of exploration yet to take place.
8. It is the Company's intention to undertake exploration and drilling programmes to achieve results as soon as practicable and, subject to encouraging results being obtained, to delineate JORC Code compliant mineral resources. The Company may seek to raise additional funds within 2 years after listing on ASX to the extent required to increase and accelerate exploration and drilling programmes, as determined by the Board.
9. It is anticipated that the funds available as unallocated working capital may be applied towards any contingency resulting in unforeseen expenses associated with the Company's existing Projects and also towards expenses incurred in identifying and generating new mineral exploration projects or assets. Such expenses may include the cost of purchasing exploration data, commissioning expert reports and studies, acquiring exploration rights and due diligence costs of reviewing potentially suitable projects including associated travel, legal and other professional expenses.

2.4 Working capital

On completion of the Share Offer and the issue of Shares under the Share Offer, the Company will have enough working capital to carry out its objectives as stated in this Prospectus.

2.5 Capital structure

On completion of the Offers, the capital structure of the Company is expected to be as follows assuming both minimum and maximum subscription scenarios.

Security type	Number (% of total) on minimum subscription (\$5,000,000)	Number (% of total) on maximum subscription (\$7,000,000)
Shares		
Existing Shares	37,673,500 (60.11%)	37,673,500 (51.84%)
Shares to be issued under Share Offer	25,000,000 (39.89%)	35,000,000 (48.16%)
Total Shares on issue following completion of the Offers	62,673,500 (100%)	72,673,500 (100%)
Options		
Existing Options	35,586,750 (93.44%)	35,586,750 (93.44%)
Lead Manager Options to be issued under the Lead Manager Offer	1,500,000 (3.94%)	1,500,000 (3.94%)
Options to be granted to the Managing Director	1,000,000 (2.63%)	1,000,000 (2.63%)
Total Options on issue following completion of the Offers	38,086,750 (100%)	38,086,750 (100%)
Performance Rights		
Performance Rights to be granted to the Managing Director	2,000,000 (100%)	2,000,000 (100%)
Performance Rights to be issued under this Prospectus	Nil (0%)	Nil (0%)
Total Performance Rights on issue following completion of the Offers	2,000,000 (100%)	2,000,000 (100%)

Notes:

1. The table above assumes that other Shares are not issued and none of the Existing Options are exercised prior to the Closing Date.
2. The Options to be issued to the Lead Manager (or its nominee) are to be issued pursuant to the Lead Manager Mandate (see Section 10.2).
3. The Options and Performance Rights to be granted to the Managing Director are pursuant to the Executive Service Agreement and the Incentive Plan (see Sections 10.6 and 10.9).
4. The Performance Rights comprise 500,000 Class A Performance Rights, 750,000 Class B Performance Rights and 750,000 Class C Performance Rights.
5. Please see Section 2.7 regarding the potential dilutive effect on Shareholders' interests on the issue of Shares if all Options are exercised and all Performance Rights vest.

2.6 Substantial Shareholders

A "substantial holding" under the Corporations Act means a relevant interest in 5% or more of the votes attaching to voting shares.

The table below sets out the Shareholders with a substantial holding (Substantial Holders) as at the Prospectus Date.

Name	Relevant interest at Prospectus Date	Percentage interest at Prospectus Date	Estimated percentage interest – minimum subscription	Estimated percentage interest – maximum subscription
Exploration Capital Partners 2008 Limited Partnership	3,571,429	9.48%	5.70%	4.91%
Mr George Milling & Mrs Stephanie Milling as trustee for the Milling Super Fund	2,500,000	6.64%	3.99%	3.44%
Black International Pty Ltd as trustee for the Black International Trust	2,500,000	6.64%	3.99%	3.44%
R & L Leighton Pty Ltd as trustee for the Ross Leighton Family Trust	2,500,000	6.64%	3.99%	3.44%
Ostertag Holdings Pty Ltd as trustee for the Easterday Family Trust	2,500,000	6.64%	3.99%	3.44%
Ajava Holdings Pty Ltd	2,000,000	5.31%	3.19%	2.75%

Notes:

1. The figures in the table above assume that additional Shares are not issued (including on exercise of an Option) after the Prospectus Date, other than pursuant to the Share Offer.
2. Non-Executive Director, Mr Murray Black, holds a relevant interest in the Shares held by Black International Pty Ltd as trustee for the Black International Trust and therefore himself has a substantial holding.

The Substantial Holders may subscribe for additional Shares under the Share Offer. As at the Prospectus Date, the Company is not aware that any of the Substantial Holders will definitely participate in the Share Offer.

2. Details of the Offers

2.7 Potential dilutive effect of Options and Performance Rights

The table below sets out the potential dilutive effect on Shareholders if all Existing Options, Lead Manager Options and Managing Director Options are exercised, and all Performance Rights vest.

Event	Shares issued on exercise	Cumulative number of Shares pre-issue	Cumulative number of Shares post-issue	Dilution (rounded)
Minimum subscription under the Share Offer				
Exercise of Existing Options	35,586,750	62,673,500	98,260,250	56.78%
Exercise of Lead Manager Options	1,500,000	98,260,250	99,760,250	1.53%
Exercise of Managing Director Options	1,000,000	99,760,250	100,760,250	1.00%
Vesting of Performance Rights	2,000,000	100,760,250	102,760,250	1.98%
Total	40,086,750			61.30%
Maximum subscription under the Share Offer				
Exercise of Existing Options	35,586,750	72,673,500	108,260,250	48.97%
Exercise of Lead Manager Options	1,500,000	108,260,250	109,760,250	1.39%
Exercise of Managing Director Options	1,000,000	109,760,250	110,760,250	0.91%
Vesting of Performance Rights	2,000,000	110,760,250	112,760,250	1.81%
Total	40,086,750			53.07%

Notes:

The interests shown in the table above:

- assume that all Options are exercised and all Performance Rights vest after the Closing Date and in the order set out in the table;
- assume that all Performance Rights vest; and
- assume that other Shares are not issued prior to the exercise of Options or the vesting of Performance Rights.

2.8 Escrow restrictions

The Shares issued under this Prospectus will not be subject to escrow restrictions and will be transferable from the date of their issue.

Existing Securities classified by ASX as "restricted securities" will be required to be held in escrow for a period determined by ASX and will not be able to be sold, mortgaged, assigned or transferred for the escrow period without the consent of ASX.

The Company expects that, if it is admitted to the Official List of ASX, the following Securities will be required to be held in escrow for the period of time set out below, as determined by ASX:

Period of Restriction	Shares	Options
24 months from admission to the Official List	23,831,786	32,332,143
12 months from issue of security	7,480,989	5,754,607
Total restricted securities – minimum subscription	31,312,775 (49.96%)	38,086,750 (100%)
Total restricted securities – maximum subscription	31,312,775 (43.09%)	38,086,750 (100%)

Note:

The percentages in the table above represent the approximate percentages of Securities in each relevant class that are restricted securities, after close of the Offers.

The Securities in the table above include some or all of the Existing Securities issued to Directors, other related parties, promoters, seed capital investors and others prior to the Offers.

The Company expects to announce to ASX the details of the Existing Securities which are classified by ASX as "restricted securities" and the escrow restrictions applicable to those Securities, prior to the date that the Shares commence trading on ASX.

2.9 Lead Manager

Wentworth Global Capital Finance Pty Ltd (the Lead Manager) has been appointed by the Company to manage the Share Offer.

The Lead Manager will be entitled to a fee of 6% (plus GST) of the total amount raised under the Share Offer, other than Applications from certain Applicants (or their related parties) as nominated by the Board to the Lead Manager on which it is entitled to a reduced fee of 2% (plus GST).

Please refer to Section 10.2 for further details of the terms under which the Lead Manager has been engaged by the Company.

2.10 Applications for Shares

(a) Process

Applications for Shares will only be accepted on the Share Offer Application Form accompanying this Prospectus. The Share Offer Application Form must be completed in accordance with the instructions set out on the back of the form.

Applications under the Share Offer must be for a minimum of 10,000 Shares at \$0.20 totalling \$2,000 and thereafter increments of 1,000 Shares at \$0.20 each totalling \$200.

Brokerage or transfer/stamp duty is not payable in relation to the Share Offer.

Applicants who wish to apply under the Share Offer are urged to lodge their Share Offer Application Form as soon as possible as the Share Offer may close early without notice.

The Company, in consultation with the Lead Manager, reserves the right to accept a lesser amount to the total amount of Shares applied for by an Applicant under the Share Offer Application Form at their complete discretion.

An original, completed and lodged Share Offer Application Form together with a cheque, money order or BPAY® payment for the Application Money constitutes a binding and irrevocable offer to subscribe for the number of Shares specified in that Share Offer Application Form. The Share Offer Application Form does not need to be signed to be valid.

The Company reserves the right to refuse a completed Share Offer Application Form if it has reason to believe that the Applicant has not received a Prospectus in paper or electronic form, or if it has reason to believe that the Prospectus or Share Offer Application Form provided to the Applicant has been altered or tampered with in any way.

If the Share Offer Application Form is not completed correctly or if the accompanying payment is for an incorrect amount, it may be treated by the Company as valid at its discretion. The Directors' decision as to whether to treat such an application as valid and how to construe, amend or complete the Share Offer Application Form is final. However, an Applicant will not be treated as having applied for more Shares than is indicated by the amount of the Application Money.

(b) Payment by cheque

Unless an Applicant pays using BPAY® as outlined below, the Share Offer Application Form must be accompanied by a personal cheque, payable in Australian dollars, for an amount equal to the number of Shares for which the Applicant wishes to apply, multiplied by the Offer Price of those Shares (i.e. \$0.20 per Share).

Cheques must be made payable to "Great Boulder Resources Limited – Application Account" and should be marked "Not Negotiable".

Completed Share Offer Application Forms and accompanying cheques must be received by the Company before **5.00pm (WST) on the Closing Date** at either of the following addresses:

Delivery

Great Boulder Resources Limited
c/- Security Transfer Registrars
770 Canning Highway
APPLECROSS WA 6153

Post

Great Boulder Resources Limited
c/- Security Transfer Registrars
PO Box 535
APPLECROSS WA 6953

[c] Payment using BPAY®

Applicants may pay their Application Moneys by internet or telephone using BPAY® available on the Share Registry's website, www.securitytransfer.com.au, under the link on the website for the Share Offer. Applications should follow the additional payment instructions on the Share Registry's website.

Payments must be made in Australian dollars for an amount equal to the number of Shares for which the Applicant wishes to apply, multiplied by the Offer Price of those Shares (i.e. \$0.20 per Share).

Completed Share Offer Application Forms and the associated BPAY® payments of Application Moneys must be received before **5.00pm (WST) on the Closing Date**, with the Share Offer Application Forms to be provided in hard copy at either of the following addresses:

Delivery

Great Boulder Resources Limited
c/- Security Transfer Registrars
770 Canning Highway
APPLECROSS WA 6153

Post

Great Boulder Resources Limited
c/- Security Transfer Registrars
PO Box 535
APPLECROSS WA 6953

[d] Applications through the Lead Manager

Persons who have received a firm allocation of Shares from the Lead Manager (either directly or via their stockbroker) may apply for Shares by arrangement with the Lead Manager.

Each such Applicant must submit a completed Share Offer Application Form together with the relevant Application Money before **5.00pm (WST) on the Closing Date**, in accordance with the Lead Manager's directions.

By making an Application to the Lead Manager, an Applicant will be taken to have confirmed that they have received a copy of the Prospectus together with the Share Offer Application Form.

2.11 Applications for Lead Manager Options

Applications for Lead Manager Options may only be submitted by the Lead Manager (or its nominees) and be made using the Lead Manager Offer Application Form that accompanies this Prospectus. The Lead Manager Offer Application Form must be completed in accordance with the instructions set out on the back of the form.

Completed Lead Manager Offer Application Forms must be received by the Company before **5.00pm (WST) on the Closing Date** at either of the following addresses:

Delivery

Great Boulder Resources Limited
c/- Security Transfer Registrars
770 Canning Highway
APPLECROSS WA 6153

Post

Great Boulder Resources Limited
c/- Security Transfer Registrars
PO Box 535
APPLECROSS WA 6953

An original, completed and lodged Lead Manager Offer Application Form constitutes a binding and irrevocable offer to subscribe for the number of Lead Manager Options specified in that Lead Manager Offer Application Form. The Lead Manager Offer Application Form does not need to be signed to be valid.

If a Lead Manager Offer Application Form is not completed correctly, it may be treated by the Company as valid at its discretion. The Directors' decision as to whether to treat such a Lead Manager Offer Application Form as valid and how to construe, amend or complete a form is final.

2.12 Application Money to be held on trust – Share Offer

Application Money will be held by the Company on trust in accordance with the requirements of the Corporations Act until Shares are issued under the Share Offer or any refund of Application Money in the circumstances described in this Prospectus. The Company will retain any interest earned on Application Money, including in the event of any refund of Application Money.

2.13 Applicants outside of Australia

This Prospectus does not constitute an offer of Securities in any jurisdiction where, or to any person to whom, it would not be lawful to issue the Prospectus or make an Offer.

It is the responsibility of any Applicant who is resident outside Australia to ensure compliance with all laws of any country relevant to their Application, and any such Applicant should consult their professional adviser as to whether any government or other consents are required, or whether any formalities need to be observed to enable them to apply for and be allotted Securities. Return of a duly completed Application Form will constitute a representation and warranty that there has been no breach of such regulations.

The Company has not taken any action to register or qualify the Securities offered under this Prospectus or an Offer, or otherwise to permit a public offering of the Securities offered under this Prospectus, in any jurisdiction outside Australia.

2.14 Allotment and issue of Securities

Subject to ASX granting approval for the Company to be admitted to the Official List of ASX and other conditions of each Offer being satisfied, the allotment and issue of Securities to Applicants will occur as soon as practicable after the Closing Date, following which Holding Statements will be despatched. It is the responsibility of Applicants to determine their allocation prior to trading in the Securities for which they have subscribed. Applicants who sell Securities before they receive their Holding Statements do so at their own risk.

2.15 Allocation of Securities**[a] Shares**

The Directors have the right to allocate Shares at their discretion.

The Directors, in consultation with the Lead Manager, may reject any Application or allocate to any Applicant fewer Shares than applied for.

The Directors, in consultation with the Lead Manager, will generally allocate Shares at their discretion in the manner which they consider to be fair and reasonable, having regard to the requirements of the ASX Listing Rules that the Company must have a prescribed minimum number of Shareholders that hold a marketable parcel of those Shares.

Subject to the approval of Shareholders at the General Meeting, a total of up to 1,500,000 Shares may be allocated to Directors and their related parties who apply for Shares under the Share Offer.

If an Application is not accepted, or is accepted in part only, the relevant part of the Application Money will be returned to the relevant Applicant without any accrued interest.

[b] Lead Manager Options

The Directors have the right to allocate Lead Manager Options at their discretion.

The Directors may reject any Application or allocate to any Applicant fewer Lead Manager Options than applied for.

2. Details of the Offers

The Directors will generally allocate Lead Manager Options as requested by the Lead Manager in the manner which they consider to be fair and reasonable.

2.16 ASX listing and quotation

(a) Shares

The Company will apply to ASX, within 7 days after the Prospectus Date, for the ASX to admit the Company to the ASX and for quotation of the Shares offered under this Prospectus (apart from any Shares that may be designated by ASX as "restricted securities" under the ASX Listing Rules) on the Official List of ASX.

If approval for quotation of the Shares to be issued pursuant to this Prospectus is not granted within 3 months after the Prospectus Date, the Company will act as set out in Section 2.1(e).

ASX does not take any responsibility for the contents of this Prospectus. The fact that ASX may admit the Company to its Official List of ASX is not to be taken in any way as an indication of the merits of the Company or Securities offered pursuant to this Prospectus.

(b) Lead Manager Options

The Company will not apply for quotation of the Lead Manager Options offered under this Prospectus on the Official List of ASX.

The Lead Manager Options will form a class of unquoted Securities.

2.17 CHESS and issuer sponsorship

The Company will apply to participate in the Clearing House Electronic Sub-register System (CHESS), operated by ASX Settlement (a wholly owned subsidiary of ASX), in accordance with the ASX Listing Rules and ASX Settlement Rules. The Company will operate an electronic issuer-sponsored sub-register and an electronic CHESS sub-register. The two sub-registers together will make up the Company's principal register of its Securities.

Under CHESS, the Company will not issue certificates to the holders of Securities. Instead, the Company will provide holders with a Holding Statement (similar to a bank account statement) that sets out the number of Shares allotted and issued to them under this Prospectus.

This holding statement also advises investors of either their Holder Identification Number (HIN) in the case of a holding on the CHESS sub-register or Security Holder Reference Number (SRN) in the case of a holding on the issuer sponsored sub-register.

A statement will be routinely sent to holders at the end of any calendar month during which their holding changes. A holder may request a statement at any other time; however, a charge may be incurred for additional statements.

2.18 Privacy disclosure

The Company collects information about each Applicant from the Application Forms for the purpose of processing the Application and, if the Applicant is successful, for the purposes of administering the Applicant's Share holding in the Company.

By submitting an Application Form, each Applicant agrees that the Company may use the information in the Application Form for the purposes set out in this privacy disclosure statement.

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

- (a) the Share Registry for ongoing administration of the Company's register;
- (b) the Lead Manager for the purposes of the capital raising part of the Share Offer; and
- (c) the printers and the mailing house for the purposes of preparing and distributing Holding Statements and for the handling of mail.

If an Applicant becomes a Security holder of the Company, the Corporations Act requires the Company to include information about the security holder (name, address and details of the Securities held) in its public register. This information must remain in the Company's register even if that person ceases to be a Security holder of the Company. 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 its Security holders) and compliance by the Company with legal and regulatory requirements.

If an Applicant does not provide the information required on the Application Form, the Company may not be able to accept or process their Application.

Under the Privacy Act, a person may request access to their personal information held by (or on behalf of) the Company or the Share Registry. An Applicant can request access to their personal information by writing to the Company through the Share Registry.

2.19 Forward-looking statements

Given the nature of the Company's business is at an early stage of commercial development, there are significant uncertainties associated with forecasting future revenue. On this basis, the Directors, having considered ASIC regulatory guidance, do not believe that reliable forecasts cannot be prepared and accordingly have not included forecasts in this Prospectus.

Refer to Section 3 for further information about the Company's business and activities.

Notwithstanding the above, this Prospectus includes, or may include, forward-looking statements including, without limitation, forward-looking statements regarding the Company's financial position, business strategy, and plans and objectives for its projects and future operations (including development plans and objectives), which have been based on the Company's current expectations about future events. These forward-looking statements are subject to known and unknown risks, uncertainties and assumptions that could cause actual results, performance or achievements to differ materially from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company will operate in the future.

Matters not yet known to the Company or not currently considered material to the Company may impact on these forward-looking statements. The statements reflect views held only as at the Prospectus Date. In light of these risks, uncertainties and assumptions, the forward-looking statements discussed in this Prospectus might not occur. Investors are therefore cautioned not to place undue reliance on these statements.

3. Company Overview

3.1 Company background

The Company is an Australian public company incorporated on 6 April 2016 to carry-on the business of mineral exploration and development. The Company's primary focus is the exploration, discovery and delineation of economic gold deposits for advancement into production.

The Company was founded by a team of executives and professionals with extensive technical and corporate experience in the mineral resources sector. The Company's management and technical team has strong experience in gold exploration, development and mining, with experience ranging from start-up exploration entities to multinational gold mining companies.

Notably, founder and Non-Executive Director, Mr Murray Black, has had a long-standing involvement in the ownership and exploration of the Joint Venture Projects. Mr Black is a director and shareholder of the Company's joint venture partner, EGMC, which has had more than 20 year involvement in certain Joint Venture Projects.

3.2 Strategy and business model

Joint Venture Agreements executed to acquire significant projects and landholdings

The Company is seeking to consolidate its existing mining and exploration tenement interests with the additional interests that it has the right to acquire under the Joint Venture Agreements, to establish a portfolio of 16 granted Tenements and 20 applications for Tenements. All of the Tenements are located in Western Australia and are considered to be highly prospective for gold.

The Company has acquired the Jundee South Project which comprises an exploration area of approximately 916 hectares. The Company also has the right under the Joint Venture Agreements to acquire up to a 75% interest in each of the other four Joint Venture Projects (Balagundi, Broadwood, Tarmoola and Yamarna), comprising a total area of approximately 489 square kilometres. Prior to completing its earn-in, the Company has the sole right to manage and explore the Joint Venture Projects.

The Joint Venture Agreements have been entered into with private gold exploration company, EGMC. Several of the Projects have been privately held for many years and have not been subjected to modern mineral exploration techniques.

The Projects vary in development from early-stage to the more advanced stage Balagundi Project. At the Balagundi Project, the Company is focused on following up several historical significant high-grade gold drilling intersections. In all Projects, exploration is focused within prospective host stratigraphy along strike from existing large gold mines.

At the core of the Company's exploration strategy is a focus on working within well-endowed gold districts, preferably in close proximity to major gold mines. Currently the Company holds interests in projects in proximity to:

- (a) the Super Pit in Kalgoorlie;
- (b) the Jundee Gold Mine near Wiluna;
- (c) the King of the Hills Gold Mine and the Gwalia Gold Mine near Leonora;
- (d) the Thunderbox Gold Mine near Leinster; and
- (e) the Gruyere gold deposit near Laverton.

The Company is also pursuing an aggressive growth strategy that aims to identify and secure further opportunities within well-mineralised districts.

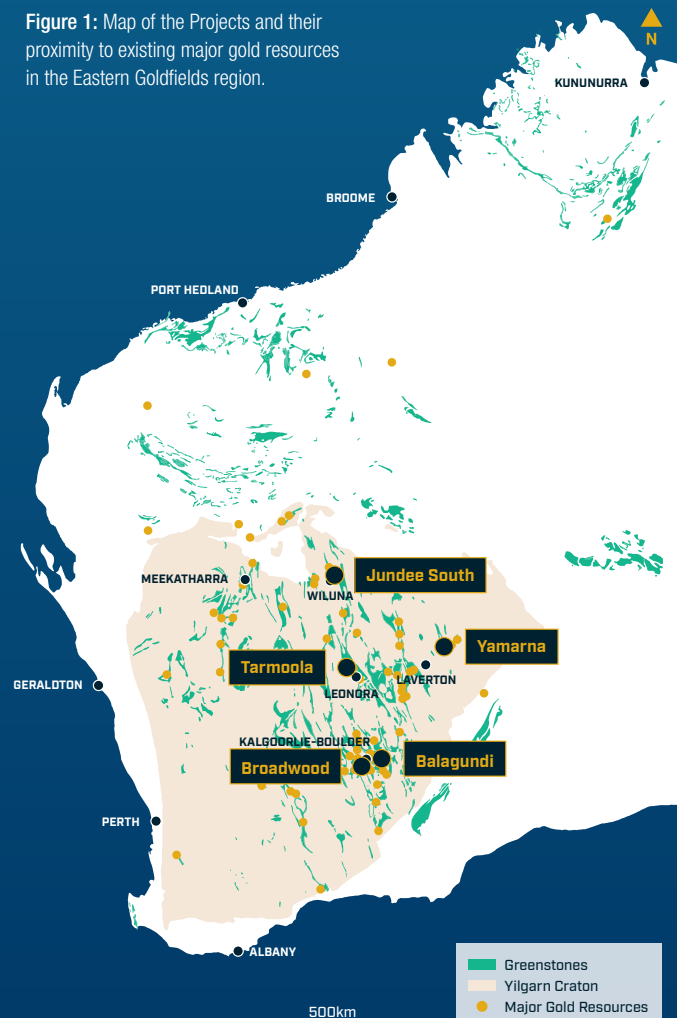
Advanced stage exploration

The Company intends to explore its Project portfolio using cutting-edge exploration techniques, initially focusing on its more advanced Projects. Its primary objective is to delineate a significant gold resource base from its Projects and to subsequently develop one or more of the Projects to a point at which a decision to mine can be made.

Importantly, the Company has secured the Balagundi Project as its flagship project. It is at an advanced stage of exploration and contains several historical high grade gold drilling intersections along the strike extent of the historical Mount Bellew underground gold mine. The project has not yet been systematically drill tested and has the potential to host a substantial high-grade, narrow-vein style gold deposit from surface.

Great Boulder Resources is a new gold exploration company focused on the discovery of multi-million ounce gold deposits in some of Australia's premier gold districts.

Figure 1: Map of the Projects and their proximity to existing major gold resources in the Eastern Goldfields region.



3. Company Overview

Strong team – proven track record

The Company's Directors and key consultants are a recognised group of successful mining executives and technical specialists with strong track-records of successful project acquisition, discovery, resource development and company leadership.

The Company's management and exploration team have combined experience of more than 150 years in the mineral resources sector. This experience provides the Company with considerable strength in project financing, negotiation, marketing and corporate governance together with key technical exploration and development skills such as geochemistry, structural geology, project generation, resource and reserve delineation, financial evaluation and project feasibility studies.

The team has access to cutting-edge exploration techniques developed over decades of global multi-commodity mineral exploration, with a significant focus on Archaean lode gold deposits*. The Company is at the forefront in the application of state-of-the-art geological and geophysical exploration techniques to the modern exploration challenge.

Key team members have successful mineral exploration and discovery records, spanning from early-stage greenfield projects to feasibility study and ore reserve* delivery. These experiences have been gained globally over multiple commodity classes, with particular exposure to lode gold exploration in Archaean* terranes.

The Company's Chairman, Mr Greg Hall (former Chief Geologist of Placer Dome), along with Dr Scott Halley (former Placer Dome Geochemist) and Dr John Beeson (former Placer Dome Structural Geologist) are industry recognised geologists who have been involved in driving gold exploration both within Australia and globally. The Company's Managing Director, Mr Stefan Murphy, brings significant mining experience with BHP Billiton and Gold Fields Agnew operations in the Eastern Goldfields. More recently Mr Murphy has worked in corporate advisory roles, both in Australia and the United Kingdom, focused on mining project appraisals, M&A and equity capital markets.

In addition, Mr Murray Black and Ms Melanie Leighton have significant experience in the Western Australian gold industry and in the establishment and management of several ASX-listed resource companies.

Key dependencies

The Company's business strategy is primarily dependent upon the Company successfully raising the minimum subscription amount under the Share Offer. These funds are required for the Company to undertake the activities on the Projects outlined in this Section.

Going forward, the Company's strategy is reliant upon its ability to successfully explore for and delineate gold deposits on any of the Projects and any other project interests that the Company may acquire in the future. Further, the Company's ability to do so requires both the Company and EGMC to perform their respective obligations under the Joint Venture Agreements.

3.3 Balagundi Project

The Company's flagship Balagundi Project is located approximately 20 kilometres east of the Kalgoorlie Super Pit and the township of Kalgoorlie in the Eastern Goldfields District of Western Australia.

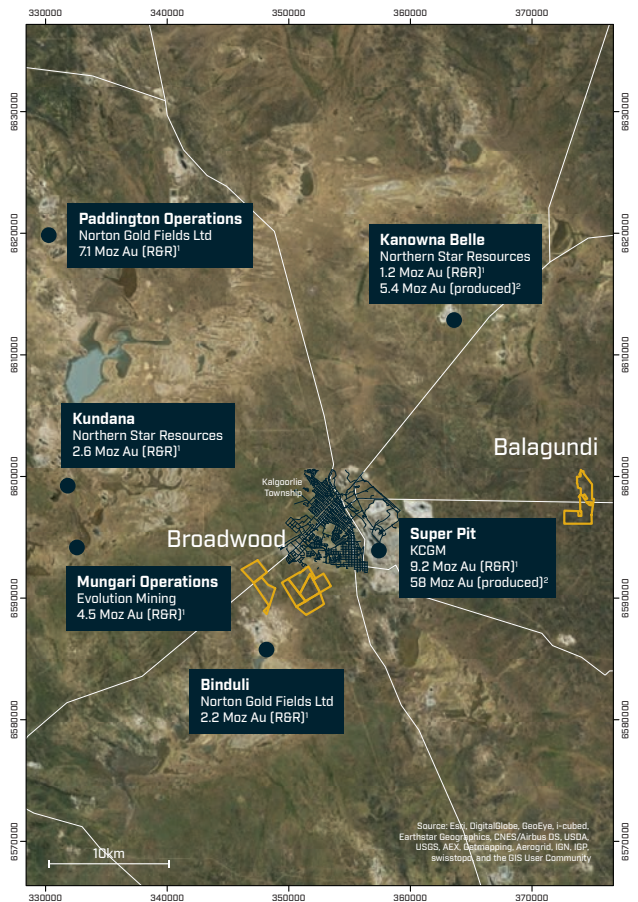


Figure 2: Map of the Balagundi and Broadwood Projects in relation to the Kalgoorlie Super Pit and other significant gold deposits of the area.

Notes

- 1 Mineral Resources and Ore Reserves – Please refer to the References in the Independent Geologist Report (Section 7)
- 2 Historical production - Please refer to the References in the Independent Geologist Report (Section 7).

Under the Balagundi Joint Venture Agreement, the Company has the right to earn a 75% interest in the Balagundi Project by funding exploration expenditure of \$1,000,000 over a 5 year period.

Several historic gold mines are located on and around the project area, including the high-grade Mount Bellew underground gold mine.

This project has been privately held since 1986 and has significant strike extensive historical gold workings highlighting the potential for a large gold system to be discovered. The Balagundi Project has only been partially drill tested, with significant potential remaining for the discovery of gold resources. Significant drilling intersections (which are outlined in greater detail at pages 6 and 7 of the Independent Geologist's Report) include:

- 24m grading 19.1g/t gold from surface;
- 4m grading 40.4 g/t gold from 99m downhole; and
- 12m grading 15.2g/t gold from 36m downhole.

* Please refer to the glossary of technical and industry terms in the Independent Geologist's Report at Section 7.

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Historical gold workings expose several gold-bearing quartz vein systems extending through the Balagundi Project area over strike lengths of several hundred metres. Four arsenic-gold trends evident in soil geochemistry highlight the main mineralised trends in the project area. The project comprises a large-scale structural duplex which has been intruded by gabbroic sills*, known to be significant hosts for gold mineralisation in the Eastern Goldfields.

3.4 Broadwood Project

The Broadwood Project is situated between the historical Binduli gold mining centre and the Golden Mile/Kalgoorlie Super Pit immediately alongside the township of Kalgoorlie (refer Figure 2 in Section 3.3).

Under the Broadwood Joint Venture Agreement, the Company has the right to earn a 75% interest in the Broadwood Project by funding exploration expenditure of \$500,000 over a 5 year period.

The Company is targeting significant Archaean lode gold* mineralisation in an area which has undergone minimal effective modern exploration.

The Broadwood Project has several major north-east trending fault sets cut across the project area and which are strike extensions to locally important ore controlling structures at both the Golden Mile and Binduli.

The Archaean bedrock sequences at the Broadwood Project are overlain by a variety of surficial regolith deposits, with this transported cover likely to have hindered historical exploration efforts.

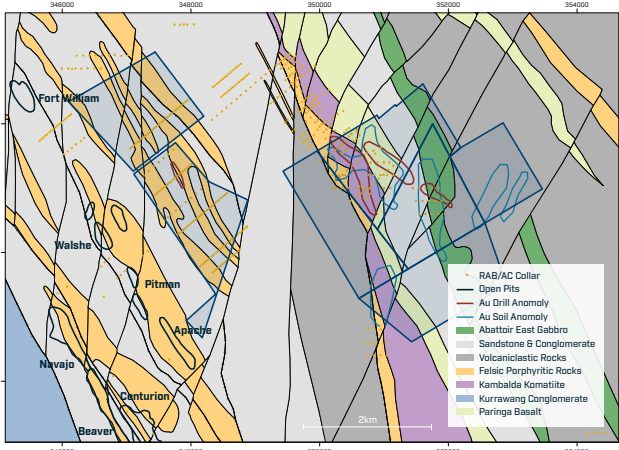


Figure 4: Geological interpretation map of the Broadwood project, showing existing drilling and soil sampling coverage and open pit mines along the Binduli trend.

Please refer to the Independent Geologist's Report in Section 7 for further detail on the Broadwood Project.

* Please refer to the glossary of technical and industry terms in the Independent Geologist's Report at Section 7.

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3. Company Overview

3.5 Jundee South Project

The Jundee South Project is located east of Wiluna in the Eastern Goldfields district of Western Australia, approximately 10 kilometres along strike from the Jundee Gold Mine operated by Northern Star Resources Limited.

The Company owns 100% of the Jundee South Project which was privately held for over 10 years and was acquired by the Company in May 2016. A previous holder of the Jundee South Tenement retains a 0.5% net smelter return royalty on any gold produced from the project (see Section 10.4).

The host stratigraphy of the Jundee gold deposits and its mineralising structures extend southwards through the area of the Company's Jundee South Project.

The Jundee South Project has been subject to limited (and mostly ineffective) previous exploration. Recent studies, conducted by the Company's key consultants, of the Jundee gold deposit area and its geological setting indicate a compelling target for the presence of a potential large-scale gold deposit setting.

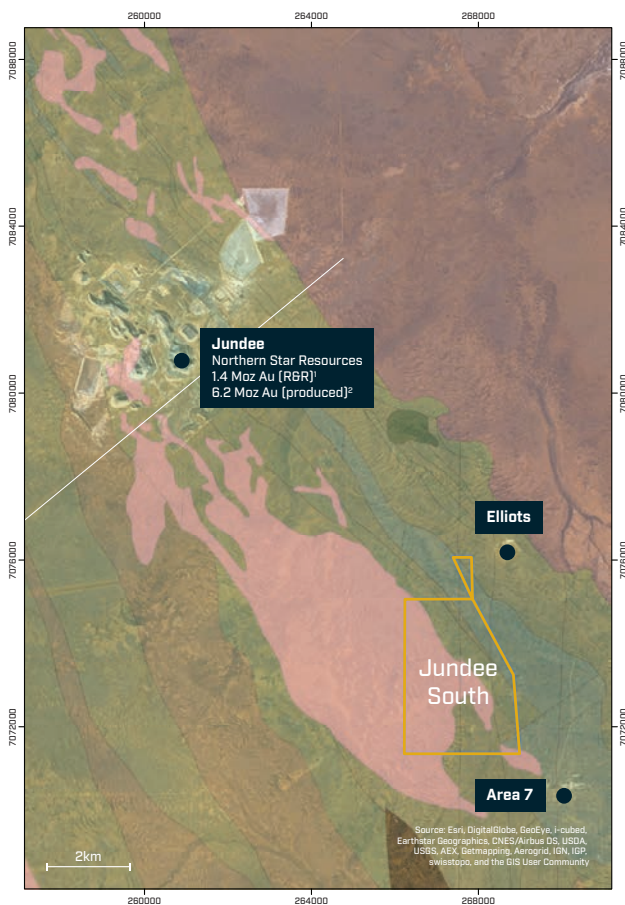


Figure 5: Jundee South location plan in relation to the Jundee Gold Mine. Note the location of the Tenement on which the project conducted in relation to the internal Jundee granite and the Jundee host sequence.

Notes

- 1 Mineral Resources and Ore Reserves – Please refer to Section 7 References in the Independent Geologist Report
- 2 Historical production - Please refer to Section 7 References in the Independent Geologist Report.

Please refer to the Independent Geologist's Report in Section 7 for further detail on the Jundee South Project.

3.6 Tarmoola Project

The Tarmoola Project is located approximately 40 kilometres north-west of Leonora, just west of the King of the Hills Gold Mine (formerly known as Tarmoola) operated by Saracen Resources Limited and the Gwalia Underground Gold Mine operated by St Barbara Limited.

Under the Tarmoola Joint Venture Agreement, the Company has the right to earn a 75% interest in the Tarmoola Project by funding exploration expenditure of \$1,400,000 over a 5 year period.

Historically overlooked, the land was pegged by EGMC as a conceptual large-scale gold project highlighted by a large regional geochemical pathfinder anomaly which also incorporates the King of the Hills and Sons of Gwalia gold deposits. The Tarmoola Project lies in the same geological setting as these deposits, being a northern extension to a regional granite-greenstone terrane contact.

Early regional geological interpretation had thought the Tenements over which the project is located to be predominated by granite; however field reconnaissance and recent desktop work shows the lease to contain a large component of greenstone.

Importantly, the Tarmoola Project contains some 15 kilometres of previously unrecognised prospective strike extent, centrally located along the main granite-greenstone contact. This contact hosts (on nearby tenements) the Gwalia, King of the Hills and Bannockburn gold deposits.

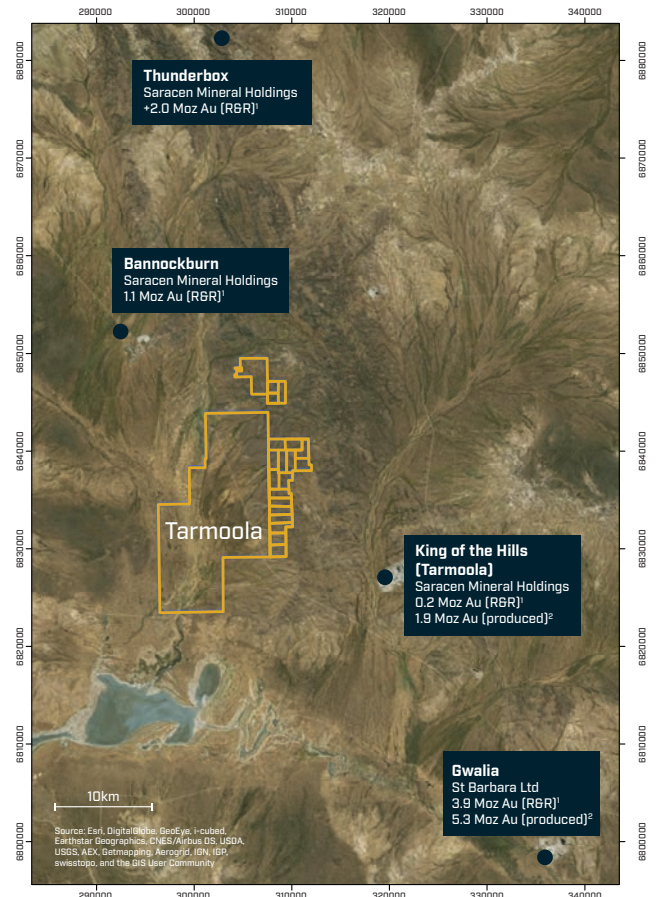


Figure 6: Tarmoola location plan in relation to the King of the Hills and Gwalia gold deposits.

Notes

- 1 Mineral Resources and Ore Reserves – Please refer to the References in the Independent Geologist Report (Section 7)
- 2 Historical production - Please refer to the References in the Independent Geologist Report (Section 7).

Please refer to the Independent Geologist's Report in Section 7 for further detail on the Tarmoola Project.

3.8 Joint Venture Projects – key information

As outlined above, the Company has entered the Joint Venture Agreements with EGMC which grant it the right to earn a 75% interest in the Balagundi, Broadwood, Tarmoola and Yamarna Projects (i.e. the Joint Venture Projects). Under these agreements, the Company is the manager of the Joint Venture Projects.

Each Joint Venture Agreement provides for an exploration expenditure earn-in commitment by the Company over a 5 year period. The table below summarises these commitments.

Joint Venture Project	Earn-in/ expenditure commitment	Proposed year 1 expenditure on minimum subscription	Proposed year 2 expenditure on minimum subscription	Proposed year 1 expenditure on maximum subscription	Proposed year 2 expenditure on maximum subscription
Balagundi	\$1,000,000	\$717,500	\$820,000	\$987,000	\$1,030,000
Broadwood	\$500,000	\$165,000	\$200,000	\$242,000	\$320,000
Tarmoola	\$1,400,000	\$412,500	\$310,000	\$605,000	\$750,000
Yamarna	\$2,000,000	\$330,000	\$380,000	\$484,000	\$600,000
Totals	\$4,900,000	\$1,625,000	\$1,710,000	\$2,318,000	\$2,700,000

Following satisfaction of the minimum earn-in commitment by the Company, EGMC may elect to contribute to expenditure on the Joint Venture Projects in proportion to its 25% interest, or to convert its interest in a Joint Venture Project to a 2% net smelter return royalty following which the Company will obtain a 100% interest in that Project.

The Company has paid to EGMC \$100,000 in reimbursement for exploration expenses incurred by EGMC in relation to holding and developing the Joint Venture Projects incurred during the 3 month period prior to entering into the Joint Venture Agreements.

Please refer to Section 10.3 for further details about the key terms of the Joint Venture Agreements.

3.9 Corporate structure

The Company does not have any subsidiaries at the Prospectus Date. However, the Company may review this position and establish subsidiaries as the Board determines appropriate.

3.10 Finance arrangements

The Company does not currently have any material debts or finance facilities in place.

The Company has prepared a budget for use of funds from the Share Offer (see Section 2.3). However, it may require additional funding. The Company may also seek additional capital to accelerate its exploration and development of one or more Projects depending upon the success of its exploration programmes.

3.11 Dividend policy

The Company does not have a dividend policy as it does not foresee payment of dividends in the immediate future. However, the Board will review this from time to time having regard to the Company's financial position and business objectives.



4. Board and Management

4.1 Board

The Company will be managed by the Board of Directors. The Board presently comprises 4 Directors. Biographies of the Directors and the Company Secretary are outline below.

Mr Gregory Clifton Hall

Non-Executive Chairman

Bachelor of Applied Science (First Class Honours) from the University of New South Wales.

Gregory Hall is a geologist and consultant with over 45 years' experience in the mining and exploration industry. He currently provides geological consulting services through his company, Golden Phoenix International Pty Ltd.



Mr Hall was Chief Geologist for the Placer Dome Group from 2000 to 2006. He managed Placer Dome's exploration activity in China from 1993 to 2001. Before joining Placer Dome in 1988, Mr Hall managed exploration in Western Australia for CSR Limited. He made significant contributions to the discovery of Rio Tinto's Yandi iron ore mine in the Pilbara region of Western Australia and to Goldfield's Granny Smith gold mine in Western Australia, including the Wallaby, Sunrise Dam and Keringal gold mines.

Mr Hall has significant experience as a director and consultant for a number of publicly listed resources companies, with a particular focus on gold mining and exploration.

He is currently a non-executive director of Zeus Resources Limited (ASX listed), Namibian Copper NL (ASX listed), Dateline Resources Limited (ASX listed), China Gold International Resources Corp. Ltd. (dual Toronto Stock Exchange (TSX) and Hong Kong Stock Exchange listed), Montero Mining & Exploration Limited (TSX Ventures Exchange listed) and Oryx Mining & Exploration Ltd.

Mr Hall was also a director of Triton Gold Limited (renamed Triton Minerals Limited) (ASX listed), Colossus Minerals Inc (formerly TSX listed) and Laurentian Goldfields Ltd (renamed Pure Gold Mining Inc.) (TSX Venture Exchange listed).

Whilst Mr Hall was a director, Colossus Minerals underwent a restructure pursuant to the Bankruptcy and Insolvency Act (Canada) in 2014. Further, Mr Hall was a director of Zeus Resources' wholly owned subsidiary, Kalium Corporation Pty Ltd, which was wound-up under a creditors' voluntary winding-up in September 2013. Importantly, none of these matters affected Mr Hall's ability to be act as a director of corporations.

Mr Stefan Kevin Murphy

Managing Director

Bachelor of Science (Geology and Environmental Geoscience) from the University of Western Australia, Masters of Business Administration from Curtin University.

Stefan Murphy has 16 years' experience in the mining industry, both in industry as a geologist and mine planning engineer and more recently in financial advisory and equity capital markets. His technical background covers 10 years' experience, initially working within BHP Billiton's iron ore and bauxite mining divisions before moving into gold and precious metals at Goldfields Limited mining operations in Western Australia. In 2006, Mr Murphy worked on the float of Corvette Resources (formally Mineral Sands Limited) which focused on gold and mineral sands exploration throughout Australia.



In 2009, he joined PwC, within the corporate finance group primarily focused on foreign inbound investment into Australian mining and development projects. Mr Murphy joined RFC Ambrian in 2012, becoming an executive director in 2013. He provided both technical and financial advice on corporate transactions and financing for Australian, European and Canadian companies and investors. For the past 2 years, Mr Murphy has been based in London managing RFC Ambrian's corporate finance group. During this period he has worked with UK and European companies and investors to successfully fund global mining and oil & gas projects.

Mr Murray Edward Black

Non-Executive Director

Mr Black has over 39 years' experience in the mineral exploration and mining industry and has served as a director of several publicly listed Australian exploration and mining companies. He is currently the non-executive chairman and a substantial shareholder of ASX-listed resources company, Hot Chili Limited.



Mr Black part-owns and manages a substantial private Australian drilling company, Blue Spec Drilling Pty Ltd, has interests in several commercial developments and has significant experience in capital financing.

Through his directorship and shareholding interest in EGMC, Mr Black has acquired and managed some of the Joint Venture Projects for an extended period of time.

Ms Melanie Jane Leighton

Non-Executive Director

Bachelor of Science (Geology) from the University of Western Australia.

Melanie Leighton is a geologist with over 17 years' experience within the mineral exploration industry. She currently holds the position of Corporate Projects Manager and is an alternate director of ASX-listed resources company, Hot Chili Limited.



Since 2011, Ms Leighton has managed and co-ordinated resource estimation, land management, systems development, data integration, and stakeholder relations for Hot Chili.

Prior to her time with Hot Chili, she held senior geological roles with Harmony Gold, Hill 50 Gold, Northwest Resources and Terra Gold gaining practical and management experience within the areas of exploration, mining and resource development. Ms Leighton has extensive experience in mineral exploration, resource development and project feasibility studies.

Ms Leighton is a founding Shareholder of the Company.

Mr John Edward Sendziuk

Company Secretary

John Sendziuk is a Chartered Accountant and former partner of RSM Bird Cameron (now RSM Australia) with extensive experience in company secretarial, taxation and business advisory matters.



Mr Sendziuk is also the current company secretary for ASX-listed resources company, Hot Chili Limited, and has prior company secretarial experience with other ASX-listed companies.

4.2 Independent Directors

Gregory Hall and Melanie Leighton are considered to be independent Directors because they are free from any business or other relationship with the Company that could materially interfere with, or reasonably be perceived to material interfere with, the independent exercise of their judgement as Directors.

4. Board and Management

4.3 Key consultants

The Company is assisted by a number of consultants who are founding Shareholders of the Company (either personally or via their related entity) and available to provide technical and corporate services to the Company as required. Biographies of these persons are set out below.

Dr Scott Halley

Chief Geochemist and founding Shareholder

Bachelor of Science (First Class Honours) from the University of Tasmania, Doctor of Philosophy (PhD) in Geology from the Australian National University.

Dr Halley has more than 25 years' experience as an exploration geologist and has developed industry leading expertise in exploration techniques based on mapping alteration zonation patterns using spectral mineral mapping and litho geochemistry. He has contributed to significant gold discoveries at Henty in Tasmania and at Raleigh in the Kalgoorlie region of Western Australia.

Dr Halley has worked for Geopeko, Renison Goldfields Consolidated, Goldfields Limited and AurionGold, and as an internal consultant for Placer Dome developing new exploration techniques and transferring them to exploration teams as new protocols. For the past 10 years, Dr Halley has concentrated on consulting to some of the world's largest mining and exploration companies with an emphasis on the application of alteration mapping and litho geochemical techniques for global gold, copper, nickel and uranium exploration. His considerable gold-focused consulting has taken his work to many of the world's premier gold provinces globally.

Dr Halley is a founding Shareholder of the Company. He is engaged as the Company's Chief Geochemist on a consultancy basis.

Dr John Beeson

Chief Structural Geologist and founding Shareholder

Doctor of Philosophy (PhD) in Geology from the University of Western Australia.

Dr Beeson has over 25 years' worldwide experience in multiple-commodity mineral exploration for companies including Placer Dome, Goldfields Limited and Pancontinental Mining. For the past 10 years, Dr Beeson has acted as a geological consultant focusing on gold, copper and nickel exploration.

Dr Beeson has managed successful geological consulting businesses including Jigsaw Geoscience Pty Ltd, and more recently Geoscience Now Pty Ltd. He specialises in structural geology with a PhD and post-doctoral experience from the University of Western Australia.

Dr Beeson's recent work has seen his involvement in the exploration and assessment of large multi-commodity projects in Australia, Africa, Europe and Asia, working for some of the world's major mining companies.

Dr Beeson is founding Shareholder of the Company and leads its structural mapping and modelling work, as well its project generation work on a consultancy basis.

Mr Christian Easterday

Strategic Consultant and founding Shareholder

Bachelor of Science (Geology) (Honours) from the University of Western Australia, Master of Mineral Economics from Curtin University, Master of Business Administration from Curtin University.

Mr Easterday is a geologist with over 19 years' experience in the mineral exploration and mining industry. He has held several senior positions and exploration management roles with top-tier gold companies including Placer Dome, Hill 50 Gold NL and Harmony Gold, specialising in structural geology, resource development and mineral economic valuation.

Mr Easterday has extensive experience in project negotiations and valuations covering gold, copper, uranium, iron ore, nickel, and tantalum resource projects in Australia and overseas.

Since 2008, Mr Easterday has held the position of Managing Director of ASX-listed resources company, Hot Chili Limited. He is a founding director of Hot Chili and continues to lead that company through the discovery and development of the large-scale Productora copper project in Chile.

Mr Easterday is a founding Shareholder of the Company and currently provides corporate and strategic consultancy services without remuneration.



5. Corporate Governance

5.1 Overview

The Company's corporate governance policies and procedures have been designed to be consistent with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (3rd edition) (**ASX Recommendations**), and are outlined below.

The Board has adopted the corporate governance policies described below. Copies of the policies are available on the Company's web site at www.greatboulder.com.au.

As the Company's activities develop in size, nature and scope, the implementation of additional corporate governance policies will be given further consideration.

5.2 The Board

The Board is responsible for the overall corporate governance of the Company, and it recognises the need for the highest standards of ethical behaviour and accountability. The Board is committed to administering its corporate governance structures to promote integrity and responsible decision making.

5.3 Composition of the Board

The Constitution requires the Company to have a minimum number of 3 Directors. The maximum number of Directors is fixed by the Board but may not be more than 10, unless the members of the Company in a general meeting resolve otherwise.

The relevant provisions in the Constitution, the Corporations Act and the ASX Listing Rules determine the terms and conditions relating to the appointment and termination of Directors. All Directors, other than the Managing Director, are subject to re-election by rotation every 3 years.

Identification of potential Board candidates includes consideration of the skills, experience, personal attributes and capability to devote the necessary time and commitment to the role.

5.4 Charters and policies

Set out in the table below is a list of the Company's corporate governance charters and policies and a brief description of the purpose of each. Copies of the charters and policies are in the Corporate Governance section of the Company's website.

Charter / policy	Purpose
Board Charter	<p>The Board Charter sets out the various responsibilities of the Board with regard to the overall operation and stewardship of the Company (and any future subsidiaries of the Company).</p> <p>In addition, the Board Charter sets out the Board's audit function, including its obligations in relation to:</p> <ul style="list-style-type: none">(a) the integrity and quality of interim and annual financial reporting and disclosures;(b) identification of key business, financial and regulatory risks;(c) compliance with relevant laws, regulations, standards and codes;(d) the adequacy of the internal control framework; and(e) the integrity of internal and external audit.
Code of Conduct	<p>The Code of Conduct aims to develop a consistent understanding of, and approach to, the desired standards of conduct and behaviour of the Directors, officers, employees and consultants in carrying out their roles for the Company.</p>
Continuous Disclosure and Market Communications Policy	<p>The purpose of the Continuous Disclosure and Market Communications Policy is to:</p> <ul style="list-style-type: none">(a) ensure that the Company, as a minimum, complies with its continuous disclosure obligations under the Corporations Act and the ASX Listing Rules and, as much as possible, seeks to achieve best practice;(b) provide Shareholders and the market with timely, direct and equal access to information issued by the Company; and(c) promote investor confidence in the integrity of the Company and its Securities.
Securities Trading Policy	<p>The Securities Trading Policy states the requirements for all Directors, senior executives, employees and consultants of the Company dealing in the Company's Securities.</p>
Shareholder Communication Policy	<p>The Shareholder Communication Policy states the processes through which the Company will endeavour to ensure timely and accurate information is provided to all Shareholders and the broader market.</p>
Risk Management Policy	<p>The purpose of the Risk Management Policy is to:</p> <ul style="list-style-type: none">(a) provide a framework for identifying, assessing, monitoring and managing risk;(b) communicate the roles and accountabilities of participants in the risk management system; and(c) highlight the status of risks to which the Company is exposed, including any material changes to the Company's risk profile.
Nomination and Remuneration Policy	<p>The Nomination and Remuneration Policy sets out the Board's policy and procedures for nomination and remuneration of officers and senior management, including in relation to the Managing Director, to ensure that they are fair and meet market conditions.</p>
Diversity Policy	<p>The Company has adopted a Diversity Policy to encourage the creation of a workplace where well qualified management are appointed and with a corporate culture of diversity in composition of executives, management and employees.</p>

5. Corporate Governance

5.5 Corporate governance compliance with ASX Recommendations

The Company sets out below its "if not, why not" report in relation to those matters of corporate governance where the Company's practise departs from the ASX Recommendations to the extent that they are currently applicable to the Company.

ASX Principle and Recommendation	Compliance (Yes/No)	Explanation
Principle 1: Lay solid foundations for management and oversight		
Recommendation 1.1 A listed entity should disclose:	Yes	The Company has adopted a Board Charter which discloses the roles and responsibilities of the Board and senior management. Under the Board Charter, the Board is responsible for the overall operation and stewardship of the Company (and any future subsidiaries), including charting the direction, strategies and financial objectives for the Company (and any future subsidiaries), monitoring the implementation of those policies, strategies and financial objectives, and monitoring compliance with regulatory requirements and ethical standards. The Board Charter is available on the Company's website.
(a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.		
Recommendation 1.2 A listed entity should:	Yes	The Company will conduct background checks of candidates for new Director positions prior to their appointment or nomination for election by Shareholders, including checks as to good character, experience, education, qualifications, criminal history and bankruptcy. The Company does not propose to conduct specific checks prior to nominating an existing Director for re-election by Shareholders at a general meeting given that each Director will have been required to submit to the ASX 'good fame and character' assessment as a condition of admission the official list of ASX. As a matter of practise, the Company will include in its notices of meeting a brief biography of each Director who stands for election or re-election. The biography will set out (among other things) the relevant qualifications and professional experience of the nominated Director for consideration by Shareholders.
(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information relevant to a decision on whether or not to elect or re-elect a director.		
Recommendation 1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	The Company engages or employs its Directors and other senior executives under written agreements setting out key terms and otherwise governing their engagement or employment by the Company. The Managing Director is employed pursuant to a written Executive Services Agreement with the Company and each Non-Executive Director is engaged under a letter of engagement.
Recommendation 1.4 The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Yes	Under the Board Charter, the Company Secretary reports directly, and is accountable, to the Board through the Chairman in relation to all governance matters. The Company Secretary advises and supports the Board members on general governance matters, implements adopted governance procedures, and coordinates circulation of meeting agendas and papers.
Recommendation 1.5 A listed entity should:	Yes	The Company has adopted a Diversity Policy. The Diversity Policy sets out the beliefs, goals and strategies of the Company with respect to diversity within the Company. The Company sets measurable objectives for achieving diversity and discloses its progress towards achieving them. The Diversity Policy is available on the Company's website.
(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them; (b) disclose that policy or a summary of it; and (c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them, and either:		
(1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or (2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.		

ASX Principle and Recommendation	Compliance (Yes/No)	Explanation
<p>Recommendation 1.6</p> <p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	Yes	<p>The Company has adopted in its Board Charter a process for evaluation of the Board, its committees and individual Directors. This process is conducted by the Board.</p> <p>The Board also performs a commentary function under the Nomination and Remuneration Policy.</p> <p>The Company will disclose if a performance evaluation has been conducted.</p>
<p>Recommendation 1.7</p> <p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	Yes	<p>The Company has in place a formal process for evaluation of its key executives.</p> <p>The Nomination and Remuneration Policy provides that the Board will undertake performance evaluation of the Directors and senior management on at least an annual basis</p> <p>Performance of Directors and senior management is assessed against performance criteria set by the Board.</p>
Principal 2: Structure the Board to add value		
<p>Recommendation 2.1</p> <p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	No	<p>The Company does not have a nomination committee at this stage. The Board considers that, given the current size and scope of the Company's operations, efficiencies or other benefits would not be gained by establishing a separate nomination committee.</p> <p>The full Board (comprising one Executive Director and 3 Non-Executive Directors) considers the matters and issues that would otherwise be addressed by a nomination committee and in accordance with the Nomination and Remuneration Policy.</p> <p>Under the Board Charter, candidacy for the Board is based on merit against objective criteria with a view to maintaining an appropriate balance of skills and experience. As a matter of practise, candidates for the office of Director will be individually assessed by the Chairman and the Managing Director before appointment or nomination to ensure that they possess the relevant skills, experience, personal attributes and other qualities considered appropriate and necessary to provide value and assist in advancement of the Company's operations, as well as the capability to devote the necessary time and commitment to the role.</p> <p>The Board intends to reconsider the requirement for, and benefits of, a separate nomination committee as the Company's operations grow and evolve.</p> <p>The Nomination and Remuneration Policy is available on the Company's website.</p>
<p>Recommendation 2.2</p> <p>A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	No	<p>The Company does not currently have a skills or diversity matrix in relation to the Board members. The Board considers that such a matrix is not necessary given the current size and scope of the Company's operations. The Board may adopt such a matrix at a later time as the Company's operations grow and evolve.</p>
<p>Recommendation 2.3</p> <p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	Yes	<p>Disclosure of the names of Directors considered by the Board to be independent will be provided in the Company's annual reports.</p> <p>At the Prospectus Date, Gregory Hall and Melanie Leighton are considered to be independent Directors for the purposes of ASX Recommendation 2.3.</p> <p>Details of the Directors' interests, positions, associations and relationships are provided in Sections 4.1, 11.8 and 11.9.</p> <p>The length of service of each Director will be provided in the annual report for each financial year and is at the Prospectus Date as follows:</p> <ul style="list-style-type: none"> ▪ Gregory Hall – 6 April 2016; ▪ Stefan Murphy – 1 September 2016; ▪ Murray Black – 6 April 2016; and ▪ Melanie Leighton – 6 April 2016.

5. Corporate Governance

ASX Principle and Recommendation	Compliance (Yes/No)	Explanation
<p>Recommendation 2.4</p> <p>A majority of the board of a listed entity should be independent directors.</p>	No	<p>The Board is not comprised of a majority of independent Directors.</p> <p>There are currently 2 Directors (i.e. half of the Directors) who satisfy the criteria for independence for the purposes of ASX Recommendation 2.3, being Gregory Hall and Melanie Leighton.</p> <p>However, given the size and scope of the Company's operations, the Board considers that it has relevant experience in the mining and exploration sector (particularly in relation to gold mining and exploration) and is appropriately structured to discharge its duties in a manner that is in the best interests of the Company and its Shareholders from both a long-term strategic and operational perspective.</p> <p>The Board Charter provides that it is preferable that the majority of the Board be independent Non-Executive Directors. Accordingly, the Board intends to appoint further independent Non-Executive Directors as the size and scale of the Company's operations warrant such appointment and as suitably qualified candidates are identified.</p>
<p>Recommendation 2.5</p> <p>The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.</p>	Yes	<p>The Chairman of the Board (Gregory Hall) is considered to be an independent Director for the purposes of ASX Recommendation 2.3 and does not perform the role of chief executive officer.</p> <p>The Managing Director (Stefan Murphy) performs the role of chief executive officer.</p>
<p>Recommendation 2.6</p> <p>A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.</p>	No	<p>The Company does not currently have a formal induction program for new Directors nor does it have a formal professional development program for existing Directors. The Board does not consider that a formal induction program is necessary given the current size and scope of the Company's operations.</p> <p>The Directors have been selected on the basis that collectively they have experience across mining, exploration, geology, corporate finance, accounting and corporate advisory services. The majority of Directors also have current or previous experience with ASX-listed companies, including directorship or management experience.</p> <p>All Directors are generally experienced in company operations, albeit in different aspects (e.g. operations, finance, corporate governance etc). Some of the current Directors are also directors of other listed companies (see Section 4.1).</p> <p>The Board seeks to ensure that all of its members understand the Company's operations. Directors will also be provided the opportunity to attend, on behalf of the Company and otherwise, appropriate and relevant technical and commercial seminars and industry conferences which enable them to maintain their understanding of industry matters and technical advances.</p>
Principal 3: Act ethically and responsibly		
<p>Recommendation 3.1</p> <p>A listed entity should:</p> <p>(a) have a code of conduct for its directors, senior executives and employees; and</p> <p>(b) disclose that code or a summary of it.</p>	Yes	<p>The Board believes that the success of the Company has been and will continue to be enhanced by a strong ethical culture within the organisation.</p> <p>Accordingly, the Company has established a Code of Conduct which sets out the standards with which the directors, officers, managers, employees and consultants of the Company (and any future subsidiaries) are expected to comply in relation to the affairs of the Company's business and when dealing with each other, Shareholders and the broader community.</p> <p>The Code also outlines the procedure for reporting any breaches of the Code and the possible disciplinary action the Company may take in respect of any breaches.</p> <p>In addition to their obligations under the Corporations Act in relation to inside information, all Directors, employees and consultants have a duty of confidentiality to the Company in relation to confidential information they possess.</p> <p>The Company's Code of Conduct is available on the Company's website.</p>
Principal 4: Safeguard integrity in corporate reporting		

ASX Principle and Recommendation	Compliance (Yes/No)	Explanation
<p>Recommendation 4.1</p> <p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	No	<p>The Company has not established a separate audit committee.</p> <p>Under the Board Charter, the role of the audit committee is undertaken by the full Board. The Board considers that, given its current size and that only one Director holds an executive position in the Company, efficiencies or other benefits would not be gained by establishing a separate audit committee.</p> <p>The Board has charged the Company Secretary with preparing the annual and half yearly reports. These reports are subsequently audited by the Company's Auditors. Following admission to ASX, the Company Secretary will also compile necessary information and prepare the Company's quarterly financial reports.</p> <p>All Company reports are reviewed by the Board before they are finalised and the Directors are given the opportunity to question and consider the veracity of the information in the reports.</p> <p>As the Company's operations grow and evolve, the Board will reconsider the appropriateness of forming a separate audit committee.</p> <p>The audit functions of the Board are set out in the Board Charter which is available on the Company's website.</p>
<p>Recommendation 4.2</p> <p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	Yes	<p>The Company will obtain declarations from its Managing Director and Company Secretary before its financial statements are approved substantially in the form referred to in Recommendation 4.2.</p>
<p>Recommendation 4.3</p> <p>A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p>	Yes	<p>As at the Prospectus Date, the Company is yet to hold its first annual general meeting. The General Meeting is to be the first such annual general meeting.</p> <p>In accordance with the Shareholder Communications Policy, the Company will request its external auditor to attend each annual general meeting of the Company and be available to answer questions from Shareholders in relation to the conduct of the audit and the preparation and content of the auditor's report.</p>
<p>Principal 5: Make timely and balanced disclosure</p>		
<p>Recommendation 5.1</p> <p>A listed entity should:</p> <p>(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</p> <p>(b) disclose that policy or a summary of it.</p>	Yes	<p>The Company has adopted a Continuous Disclosure and Market Communications Policy.</p> <p>The Company is a "disclosing entity" pursuant to section 111AR of the Corporations Act and, as such, is required to comply with the continuous disclosure requirements of section 674 of the Corporations Act and, following admission to ASX, Chapter 3 of the ASX Listing Rules.</p> <p>The Company is committed to observing its disclosure obligations under the Corporations Act and its obligations under the ASX Listing Rules. Following admission to ASX, all announcements provided to ASX will be posted on the Company's website.</p> <p>The Continuous Disclosure and Market Communications Policy is available on the Company's website.</p>

5. Corporate Governance

ASX Principle and Recommendation	Compliance (Yes/No)	Explanation
Principal 6: Respect the rights of security holders		
Recommendation 6.1 A listed entity should provide information about itself and its governance to investors via its website.	Yes	Information about the Company, including its corporate governance and copies of its various corporate governance policies and charters, is available on the Company's website.
Recommendation 6.2 A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	Yes	The Company has adopted a with Shareholder Communications Policy, the purpose of which is to facilitate the effective exercise of Shareholders' rights by communicating effectively with Shareholders, giving Shareholders ready access to balanced and understandable information about the Company and its corporate strategies and making it easy for Shareholders to participate in general meetings of the Company. The Company communicates (or will communicate) with Shareholders: <ul style="list-style-type: none"> ▪ following admission to the Official List of ASX, through releases to the market via the ASX; ▪ through the Company's website; ▪ through information provided directly to Shareholders; and ▪ at general meetings of the Company. The Shareholder Communications Policy is available on the Company's website.
Recommendation 6.3 A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	Yes	The Company supports Shareholder participation in general meetings and seeks to provide appropriate mechanisms for such participation, including by ensuring that meetings are held at convenient times and places to encourage Shareholder participation. In preparing for general meetings of the Company, the Company will draft the notice of meeting and related explanatory information so that they provide all of the information that is relevant to Shareholders in making decisions on matters to be voted on by them at the meeting. This information will be presented clearly and concisely so that it is easy to understand and not ambiguous. The Company will use general meetings as a tool to effectively communicate with Shareholders and allow Shareholders a reasonable opportunity to ask questions of the Board and to otherwise participate in the meeting. Mechanisms for encouraging and facilitating Shareholder participation will be reviewed regularly to encourage the highest level of Shareholder participation.
Recommendation 6.4 A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes	The Company considers that communicating with Shareholders by electronic means is an efficient way to distribute information in a timely and convenient manner. The Company provides new Shareholders with the option to receive communications from the Company electronically and the Company encourages them to do so. Existing Shareholders are also encouraged to request communications electronically. All Shareholders that have opted to receive communications electronically are provided with notifications by the Company when an announcement or other communication (including an annual reports and notice of meeting) is uploaded to the ASX announcements platform.

ASX Principle and Recommendation	Compliance (Yes/No)	Explanation
Principal 7: Recognise and manage risk		
<p>Recommendation 7.1</p> <p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; an</p> <p>(2) is chaired by an independent director, and disclose</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	No	<p>The Company does not have a separate risk management committee.</p> <p>The Board is responsible for supervising management's framework of control and accountability systems to enable risk to be assessed and managed in accordance with the Company's Risk Management Policy.</p> <p>The Board considers that, given the current size and scope of the Company's operations and that only one Director holds an executive position in the Company, efficiencies or other benefits would not be gained by establishing a separate risk management committee at present.</p> <p>As the Company's operations grow and evolve, the Board will reconsider the appropriateness of forming a separate risk management committee.</p> <p>However, the Company has adopted a Risk Management Policy which includes the following:</p> <ul style="list-style-type: none"> ▪ The purpose of the policy is to: <ul style="list-style-type: none"> ▪ provide a framework for identifying, assessing, monitoring and managing risk; ▪ communicate the roles and accountabilities of participants in the risk management system; and ▪ highlight the status of risks to which the Company is exposed, including any material changes to the Company's risk profile. ▪ The Board is responsible for the following under the policy: <ul style="list-style-type: none"> ▪ risk management and oversight of internal controls; ▪ establishing procedures which provide assurance that business risks are identified, consistently assessed and adequately addressed; and ▪ for the overseeing of such procedures. <p>The Risk Management Policy is available on the Company's website.</p>
<p>Recommendation 7.2</p> <p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	Yes	<p>The Board has responsibility for the monitoring of risk management and will review the Company's risk management framework on an annual basis to ensure the Company's risk management framework continues to be effective.</p> <p>Disclosure of the outcome of the annual risk management review will be included in the annual report.</p>
<p>Recommendation 7.3</p> <p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	No	<p>The Company does not currently have an internal audit function. This function is undertaken by relevant staff under the direction of the full Board.</p> <p>The Company has adopted internal control procedures pursuant to its Risk Management Policy. The Company's internal controls include the following:</p> <ul style="list-style-type: none"> ▪ the Company has authorisation limits in place for expenditure and payments; ▪ a Director or senior manager must not approve a payment to themselves or a related party, other than standard salary/directors fees in accordance with their Board approved remuneration; ▪ the Company prepares cash flow forecasts which include materiality thresholds and which are regularly reviewed; ▪ the Company conducts monthly consolidations of expenditure against the expenditure budgets; and ▪ the Company regularly reviews its other financial materiality thresholds. <p>The Board is charged with evaluating and considering improvements to the Company's risk management and internal control processes on an ongoing basis.</p> <p>The Board considers that an internal audit function is not currently necessary given the current size and scope of the Company's operations.</p> <p>As the Company's operations grow and evolve, the Board will reconsider the appropriateness of adopting an internal audit function.</p>

5. Corporate Governance

ASX Principle and Recommendation	Compliance (Yes/No)	Explanation
<p>Recommendation 7.4</p> <p>A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	Yes	<p>The Company's primary activity is mineral exploration and development with a focus on gold. These activities do not expose the Company to any particular economic, environmental or social sustainability risks not faced by all other participants in mineral exploration in Western Australia.</p> <p>The Board will consider on an on-going basis whether the Company has any particular exposure to material economic, environmental and social sustainability risks and, if identified, the Company will include details in its annual report for each financial year of such risks.</p>
Principal 8: Remunerate fairly and responsibly		
<p>Recommendation 8.1</p> <p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive. No</p>	No	<p>The Company has not established a separate remuneration committee.</p> <p>The role of the remuneration committee is undertaken by the full Board. The Board considers that, given its current size and that only one Director holds an executive position in the Company, efficiencies or other benefits would not be gained by establishing a separate remuneration committee.</p> <p>The Company will set out the remuneration paid or provided to Directors and senior management annually in the remuneration report contained within the Company's annual report to Shareholders. The full Board determines all compensation arrangements for Directors. It is also responsible for setting (and monitoring) performance criteria, share option schemes, incentive/performance schemes, superannuation entitlements, retirement and termination entitlements and professional indemnity and liability insurance cover.</p> <p>As the Company's operations grow and evolve, the Board will reconsider the appropriateness of forming a separate remuneration committee.</p> <p>The Nomination and Remuneration Policy is available on the Company's website.</p>
<p>Recommendation 8.2</p> <p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives</p>	Yes	<p>The Company's policies and practises regarding the remuneration of Executive and Non-Executive Directors and other senior executives will be set out in the remuneration report contained in the Company's annual report for each financial year.</p>
<p>Recommendation 8.3</p> <p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	Yes	<p>The Company does not have an equity-based remuneration scheme or plan at the Prospectus Date.</p> <p>However, the Company's Securities Trading Policy sets out the circumstances in which the Company's directors, executives, employees, contractors, consultants and advisors (Designated Persons) are prohibited from dealing in the Company's securities.</p> <p>The policy provides that, where a Designated Person is entitled to equity-based remuneration arrangements, that Designated Person must not at any time enter into a transaction (e.g. writing a call option) that operates or is intended to operate to limit the economic risk of holdings of unvested Securities or vested Securities in the Company which are subject to a holding lock.</p> <p>The Securities Trading Policy is available on the Company's website.</p>

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6. Risk Factors

6.1 Introduction

Investors wishing to subscribe for Securities should read this Prospectus in its entirety in order to make an informed assessment of the effect of the issue of Shares on the Company and the rights attaching to Securities offered by this Prospectus.

Investors should carefully consider whether Securities in the Company are an appropriate investment for them and should appreciate that share prices can fall as well as rise.

Securities offered by this Prospectus should be viewed as speculative and whilst the Directors commend the Offers, investors should be aware of, and take into account, the risk factors involved.

This Section is not intended to be an exhaustive list of the considerations to be taken into account by investors in deciding whether to subscribe for Securities, nor all of the risk factors to which the Company is exposed. Some of these risks can be mitigated by the use of safeguards and appropriate systems and actions, but many are outside the control of the Company and cannot be mitigated.

There are risks associated with investing in any form of business and with investing in the share market generally. All investors should consult their professional advisers if they are in any doubt as to any aspect of this Prospectus, the Offers or any matter relating to an investment in the Company.

6.2 Company specific risks

The following risks have been identified as being key risks specific to an investment in the Company. These risks have the potential to have a significant adverse impact on the Company and may affect the Company's financial position, prospects and price of its listed Securities.

(a) No profit to date and limited operating history

The Company has only been incorporated since April 2016 and does not have any operating history. It is therefore not possible to evaluate its prospects based on past performance.

Since the Company intends invest in the exploration development of the Projects, the Directors anticipate making losses in the foreseeable future.

While the Directors have confidence in the future revenue-earning potential of the Company, there can be no certainty that the Company will achieve or sustain profitability or achieve or sustain positive cash flow from its operating activities.

(b) Future capital requirements

The Company's ongoing activities are likely to require substantial further financing in the future for its business, in addition to amounts raised pursuant to the Share Offer. Any additional equity financing may be dilutive to Shareholders, may be undertaken at lower prices than the Offer Price of the Share Offer or may involve restrictive covenants which limit the Company's operations and business strategy.

Although the Directors believe that additional capital can be obtained, there can be no assurance that appropriate capital or funding, if and when needed, will be available on terms favourable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce, delay or suspend its operations and which may result in a material adverse affect on the Company's activities and its ability to continue as a going concern.

(c) Reliance on key personnel

The Company's success depends to a significant extent upon its key management personnel, as well as other management and technical personnel including sub-contractors. The Company has a small management team and does not have any executive directors. The loss of the services of any such personnel could have an adverse effect on the Company at this stage of its development.

(d) Liquidity & volatility

On listing on ASX, the Company will be a small company in terms of its market capitalisation. Investment in its Securities will be regarded as speculative and the Company will have a narrow Shareholder base. As a consequence of such, there is a risk, particularly in times of share market turbulence or negative investor sentiment, that there will not be a highly liquid market for the Company's Shares or that the price of the Company's Shares may decrease considerably. There may be relatively few buyers or sellers of Shares on ASX at any given time and the market price may

be highly volatile. This may result in Shareholders wishing to sell their Shares in the Company in circumstances where they may receive considerably less than the price paid under the Share Offer (where applicable).

(e) Miscellaneous licences over Tenements

Some of the Company's Projects are in areas proximate to other mining and exploration projects under development.

If the Company is successful in its exploration activities, the manner in which any mineable deposit may be developed may be affected by the grant of any miscellaneous licences over the Tenements to enable holders of neighbouring tenements to develop and access mines and associated infrastructure, such as roads and pipelines.

At the Yamarna Project, 3 miscellaneous licences have been granted to, and 4 miscellaneous licence applications have been applied for by, Gold Road Resources which encroach on parts of the Tenements in the Yamarna Project (see section 6 and Annexures A and D of the Solicitor's Tenement Report in Section 8 for further details).

Gold Road's miscellaneous licence applications are for the purpose of a water bore field and infrastructure corridor which collectively encroach upon less than 10% of the Yamarna Project area. The Company's joint venture partner, EGMC, has filed objections to these applications as the registered Tenement holder for the Yamarna Project. As at the Prospectus Date, Gold Road's miscellaneous licence applications have not been granted and are subject to a determination in the Warden's Court of Western Australia.

Any additional miscellaneous licences granted over relevant Tenements may affect the manner in which any future exploration, development or mining activity is undertaken at Yamarna (or any other Project).

The Board considers that these types of encroachments and potential impacts on mining activities are standard access issues that many companies face when operating in prospective and active mining regions, such as the location of the Yamarna Project.

At the Prospectus Date, it is not possible to determine the extent to which the Company's future operations may be affected by any grant of the miscellaneous licences applied for by Gold Road, particularly because the Company's exploration activities at the Yamarna Project are at an early stage.

6.3 Industry specific risks

Mineral exploration, development and mining activities are high-risk undertakings and there can be no assurance that any exploration or development activity in regard to the Company's current properties, or any properties that may be acquired in the future, will result in the discovery or exploitation of an economic resource.

Mineral exploration, development and mining may be hampered by circumstances beyond the control of the Company and are speculative operations which by their nature are subject to a number of inherent risks, including the following:

(a) Exploration, geological and development risks

Mineral exploration and development is a speculative and high risk activity that requires large amounts of expenditure over extended periods of time and may be impeded by circumstances and factors beyond the Company's control. The Company's ability to succeed in this process involves (amongst other things):

- (i) discovery and proving-up, or acquiring, an economically recoverable mineral resource or reserve;
- (ii) access to adequate capital throughout the acquisition/discovery and project development phases of a mineral exploration project;
- (iii) securing and maintaining title to such mineral exploration projects;
- (iv) obtaining required development consents and approvals necessary for the acquisition, exploration, development and production phases of the project; and
- (v) accessing the necessary experienced operational staff, the applicable financial management and recruiting skilled contractors, consultants and employees.

The exploration programme determined by the Directors is based upon the Directors' best professional assessment and estimates which have been based on limited geological information available in relation to the area of the Projects. There cannot be any assurance that the application of these funds on the forthcoming exploration programme, or subsequent exploration programmes, will result in the realisation of the

6. Risk Factors

Company's objectives such as the discovery of an economic mineral resource. Even if an apparently viable mineral resource is identified, there is no guarantee that it can be economically exploited. Further, conclusions drawn during mineral exploration are subject to the uncertainties associated with all sampling techniques and to the risk of incorrect interpretation of geological, geochemical, geophysical, drilling and other data.

Further, by their nature, the estimates and assumptions on which the Company's exploration programme is based are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. No assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the Company's viability.

The Company's exploration activities are subject to all the hazards and risks normally encountered in the exploration of minerals, including but not limited to:

- (i) geological and climatic conditions;
- (ii) operational and technical risks (as outlined in Section 6.3(c));
- (iii) changes in laws, regulations and government policy; and
- (iv) risks associated with operating in remote areas and other similar considerations.

Further, whether positive income-flows result from projects on which the Company will expend exploration and development capital is dependent on many factors including successful exploration, establishment of production facilities, cost control, commodity price movements, successful contract negotiations for production and stability in the local political environment.

In addition, significant expenditure may be required to establish necessary metallurgical and mining processes to develop and exploit any mineral reserves identified on the Projects or any other project area operated by the Company in the future. There can be no assurance that the Company will have sufficient working capital or resources available to do this.

[b] Resource estimates

Resource estimates are expressions of judgment based on knowledge, experience and industry practice. Estimates, which were valid when originally calculated, may alter when new information or techniques become available. In addition, by their very nature, resource estimates are imprecise and depend to some extent on interpretations, which may prove to be inaccurate. As further information becomes available through additional fieldwork and analysis, the estimates may change. Accordingly, the actual resources may materially differ from these estimates and assumptions and no assurances can be given that the resource estimates and the underlying assumptions will be realised. This could result in alterations to development and mining plans, which may, in turn, affect the Company's operations and ultimately its financial performance and value.

[c] Operational & technical risks

The operations of the Company may be affected by various factors, including but not limited to:

- (i) failure to locate or identify mineral deposits;
- (ii) failure to achieve predicted grades in exploration and mining;
- (iii) operational and technical difficulties encountered in mining;
- (iv) insufficient or unreliable infrastructure, such as power, water and transport;
- (v) difficulties in commissioning and operating plant and equipment;
- (vi) mechanical failure or plant breakdown;
- (vii) unanticipated metallurgical problems which may affect extraction costs;
- (viii) adverse weather conditions;
- (ix) industrial and environmental accidents;
- (x) industrial disputes and labour shortages; and
- (xi) unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment.

[d] Commodity price fluctuations

The Company's potential earnings will be largely derived from the sale of mineral commodities (including gold and base metals). Accordingly, the Company's future revenues (if any) and cash flow will be impacted by fluctuations in the prices and available markets of these commodities. Any future revenue derived through any future sales of valuable minerals exposes the potential income of the Company to commodity price risks.

Commodity prices fluctuate and may be affected by numerous factors beyond the control of the Company including:

- (i) current and expected future supply and demand for relevant commodities in the region and globally;
- (ii) forward-selling by producers;
- (iii) the level of production costs in major commodity-producing regions;
- (iv) macroeconomic factors such as expectations regarding inflation and interest rates; and
- (v) the development of new technologies including any substitute products in relation to the current uses of particular commodities.

Changes in commodity prices may have a positive or negative effect on the Company's project development, plans and activities, including its ability to fund those activities.

The Company cannot provide any assurance as to the prices it will achieve for any mineral commodities it produces. Any substantial decline in the price of those commodities or in transport or distribution costs may have a material adverse effect on the Company and the value of its Securities.

[e] Exchange rate fluctuations

International prices of most commodities are denominated in United States dollars, whereas any income and the expenditure of the Company, whilst operating on Australian projects, will be in Australian currency. This will expose the Company to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar, subject to any currency hedging the Company may undertake. The exchange rate is affected by numerous factors beyond the control of the Company, including international markets, interest rates, inflation and the general economic outlook.

[f] Environmental risks

The operations and proposed activities of the Company are subject to State and Federal laws and regulations concerning the environment. As with most exploration projects and mining operations, the Company's proposed activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. Such impact can give rise to substantial costs for environmental rehabilitation, damage, control and losses.

The potential environmental impacts of the Company's proposed activities and any future projects could be expected to require statutory approvals to be obtained by the Company. There is no guarantee that such approvals would be granted and failure to obtain any environmental approvals that may be required from relevant government or regulatory authorities may impede or prevent the Company from undertaking its planned activities. If there are environmental rehabilitation conditions attaching to the mining tenements of the Company, failure to meet such conditions could also lead to forfeiture of the Tenements (or any additional tenement interests held by the Company in the future). The Company will attempt to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws.

The Company is unable to predict the impact of any changes to environmental laws, regulations or policies that may be adopted in the future. The Company cannot guarantee that any new environmental laws, regulations or stricter enforcement policies, once implemented, will not result in significant increases in the Company's expenses and could have a material adverse effect on the Company and the value of its Securities.

[g] Tenure risks

Interests in exploration and mining tenements in Australia are governed by State legislation and are evidenced by the granting of leases or licences. Each lease or licence is for a specific term, which is subject to periodic renewal, and carries with it annual expenditure and reporting conditions as well as other conditions that must be complied with.

The Company will follow the mandated processes under State legislation to ensure continuity of its mining tenure and planned activities. However, the Company could lose title to, or its interest in, the Tenements (or any additional tenement interests acquired by the Company in the future) if conditions of grant are not met, if expenditure commitments are not satisfied or if applications to extend the term of granted Tenements are not successful.

[h] Native title and heritage risks

The Company's tenements are subject to common law and native title rights of indigenous Australians. Legitimate native title rights are recognised and protected under the *Native Title Act 1993* (Cth) (**Native Title Act**). Further, certain areas containing sacred sites or sites of cultural significance to indigenous people are protected under the *Aboriginal Heritage Act 1972* (WA) and the *Aboriginal and Torres Strait Islander Heritage Protection Act 1984* (Cth). Accordingly, the Company will operate a policy of positive negotiations with indigenous Australians in respect of its use of the Tenement areas overlapping native title and heritage sites.

Whilst certain native title claims over its tenements have been determined under the Native Title Act, other claims are pending. To the extent that native title and indigenous heritage rights exist in respect of the land covered by the tenements, and subject to the form of those rights as determined under the applicable legislation, the consent of registered native title claimants may be required prior to carrying out certain activities on land to which their claim relates. The Company's ability to utilise the Tenements and conduct its planned activities will be subject to such terms and conditions as the Company may achieve through negotiations with traditional owners or by legal determination.

It is possible that the conditions imposed by native title claimants on such consent may be on terms unacceptable to the Company. Alternative mechanisms do exist for progressing the approvals process should this eventuate. As at the Prospectus Date the Company has the necessary consents to the extent required from native title claimants for its planned activities for most of the Tenements.

For further details of the native title and indigenous heritage regimes applicable to the Projects, please refer to the Solicitor's Tenement Report at Section 8.

[i] Joint venture & contract risk

Part of the Company's interest in the Projects arises through joint venture interests held by the Company. Accordingly, the Company relies significantly on the strategic relationship with its joint venture partner, EGMC.

The Company has also entered into, or has been assigned rights under, contract, including access arrangements, with third parties and relies on certain third parties to provide the Company with essential access to the project area and to comply with their own terms of access under those contracts. There can be no assurance that its existing relationships will continue to be maintained or that new ones will be successfully formed and the Company could be adversely affected by changes to such relationships or difficulties in forming new ones.

For further details of the Joint Venture Agreements with EGMC, please refer to Section 10.3.

[j] Competition

The industry in which the Company will be involved is subject to domestic and global competition. Some of the competing companies have greater financial and other resources than the Company and, as a result, may be in a better position to compete for future business opportunities. While the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors. As such, there can be no assurance that the Company will be able to compete effectively with these companies.

6.4 General investment risks

The business activities of the Company are subject to various general economic and investment risks that may impact on the future performance of the Company. Some of these risks can be mitigated by the use of safeguards and appropriate systems and controls, but some are outside the control of the Company and cannot be mitigated. There are a number of general economic and investment risk factors that apply to companies generally and may include economic, financial, market or regulatory conditions. These risk factors include, but are not limited to, the following:

[a] General economic conditions

Economic conditions, both domestic and global, may affect the performance of the Company. Factors such as fluctuations in currencies, commodity prices, inflation, interest rates, supply and demand and industrial disruption may have an impact on operating costs and share market prices. The Company's future possible revenues and Share price can be affected by these factors, all of which are beyond the control of the Company or its Directors.

[b] Equity market conditions

Shares listed on a securities market, and in particular shares of small companies at any early stage of commercial development, can experience extreme price and volume fluctuations that are often been unrelated to the operating performances of such companies. The market price of Securities may fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general. These security market conditions may affect the value of the Company's quoted Shares regardless of the Company's operating performance.

General factors that may affect the market price of Securities include economic conditions in both Australia and internationally, investor sentiment, local and international share market conditions, changes in interest rates and the rate of inflation, variations in commodity prices, the global Security situation and the possibility of terrorist disturbances, changes to government regulation, policy or legislation, changes which may occur to the taxation of companies as a result of changes in Australian and foreign taxation laws, changes to the system of dividend imputation in Australia, and changes in exchange rates.

[c] Changes in government policy & legislation

Any material adverse changes in relevant government policies or legislation of Australia or internationally may affect the viability and profitability of the Company, and consequent returns to investors.

[d] Investment risk

The Securities offered pursuant to this Prospectus should be considered speculative due to the nature of the Company's business. There is no guarantee as to payment of dividends, return of capital or the market value of Shares. In particular, the prices at which an investor may be able to trade Shares may be above or below the price paid for those Shares.

Prospective investors must make their own assessment of the likely risks and determine whether an investment in the Company is appropriate to their own circumstances.

[e] Insurance

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

[f] Other

Other risk factors include those normally found in conducting business, including litigation resulting from the breach of agreements or in relation to employees (through personal injuries, industrial matters or otherwise) or any other cause, strikes, lockouts, loss of service of key management or operational personnel, non-insurable risks, delay in resumption of activities after reinstatement following the occurrence of an insurable risk and other matters that may interfere with the business or trade of the Company.

7. Independent Geologist's Report

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Australia

Australian & International Exploration & Evaluation of Mineral Properties

INDEPENDENT GEOLOGICAL REPORT

FOR

GREAT BOULDER RESOURCES LIMITED

Author: Allen J. Maynard BAppSc(Geol), MAIG, MAusIMM
Company: Al Maynard & Associates Pty Ltd
Date: 6th September, 2016

Great Boulder Resources Limited - AM&A - IGR

6th September, 2016

The Directors,
Great Boulder Resources Limited
PO Box 1565 Applecross 6953 Western Australia

Dear Directors,

Al Maynard and Associates ("AM&A") has been engaged by Great Boulder Resources Limited ("GBR") to prepare an Independent Geological Report ("IGR") of the mineral assets held by GBR pursuant to the various agreements outlined elsewhere in this Prospectus.

This report is to be included in a prospectus to be lodged with ASIC during September, 2016, to raise \$5 million with possible oversubscriptions for a further \$2 million (before costs associated with the issue). These funds will primarily be used for the exploration, evaluation and development of the mineral tenements assembled in Western Australia as outlined in this report.

The legal status, including Native Title considerations associated with the tenure of GBR's mineral assets, is subject to a separate Solicitor's Report elsewhere in the Prospectus. These matters have not been independently verified by AM&A. The present status of tenements listed in this report is based on information provided by GBR and the report has been prepared on the assumption that the tenements will have lawful access for evaluation and development.

It is our opinion that the mineral properties and target commodities described in this report warrant the proposed evaluation exploration and testing programs as described. It is noted that proposed programs may be subject to change according to results yielded as work progresses. We are of the opinion that GBR has satisfactorily defined exploration and expenditure programs which are reasonable, having regard to the stated objectives of GBR.

In the course of the preparation of this report, access has been provided to all relevant data held by GBR and various other technical reports and information quoted in the bibliography. We have made all reasonable endeavours to verify the accuracy and relevance of the database.

GBR has warranted to AM&A that full disclosure has been made of all material in its possession and that information provided, is to the best of its knowledge, accurate and true. None of the information provided by GBR has been specified as being confidential and not to be disclosed in our report. The author is familiar with the areas covered by the GBR's mineral assets from many field trips to the specific and general areas dating back to 1980. As recommended by the Valmin Code, GBR has indemnified AM&A for any liability that may arise from AM&A's reliance on information provided by or not provided by GBR.

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7. Independent Geologist's Report

Great Boulder Resources Limited - AM&A - IGR

This report was prepared by geologist, A.J. Maynard, Member of the AIG and the AusIMM. The writer is qualified to provide such reports for the purpose of inclusion in public company prospectuses. This report has been prepared in accordance with the relevant requirements of the Listing Rules of the Australian Securities Exchange Limited, Australian Securities and Investment Commission ("ASIC") Regulatory Guides 111 & 112 and the Guidelines for Assessment and Valuation of Mineral Assets and Mineral Securities for Independent Expert reports (the Valmin Code) which is binding on members of the Australasian Institute of Mining and Metallurgy ("AusIMM").

AM&A is an independent geological consultancy established 30 years ago and has operated continuously since then. Neither AM&A nor any of its directors, employees or associates have any material interest either direct, indirect or contingent in GBR nor in any of the mineral properties included in this report nor in any other asset of GBR nor has such interest existed in the past. This report has been prepared by AM&A strictly in the role of an independent expert. Professional fees payable for the preparation of this report constitutes our only commercial interest in GBR. Payment of fees is in no way contingent upon the conclusions of these documents.

Yours faithfully,



Allen J. Maynard

BAppSc (Geol), MAIG, MAusIMM.

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7. Independent Geologist's Report

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Current Projects

1 Balagundi (Advanced Exploration Stage)

1.1 Commodity Target/Class

The Balagundi gold project has potential to host significant Archaean Lode Gold mineralisation. Great Boulder Resources Limited (GBR) is focusing on the core commodity of **gold**, with the project displaying potential for both High Grade Vein (HGV) and bulk tonnage moderate grade gold deposits. See sampling results below-Table 1.

1.2 Location

The Balagundi Project is located 22 km east of Kalgoorlie in the Eastern Goldfields District of Western Australia. Access to the project is provided via the sealed Bulong Road, east from the township of Kalgoorlie, which bisects the project.

1.3 Ownership

This lease has been held by Eastern Goldfields Mining Company (EGMC) since 1992, with only limited effective gold exploration conducted since that time.

GBR has executed a JV agreement with EGMC to earn a 75% interest in Mining Lease (M25/194) through the expenditure of \$1,000,000 in exploration expenses over a five year period. Following satisfaction of the minimum expenditure commitment by GBR, EGMC will have the right to contribute to expenditure in the project at its 25% interest level or choose to convert to a 2% Net Smelter Royalty (NSR). Should EGMC choose to convert its remaining interest into a 2% NSR, then GBR will have a 100% interest in the project.

1.4 Geological Setting

The Balagundi project covers a greenstone sequence located along the western margin of the Bulong Dome and immediately southeast of the Kanowna Basin. Several historic gold mines are known on and adjacent to the tenements including the Balagundi mining centre (to the west), Bank of Ireland (excised in the southern part of the project) and the high-grade Mount Bellew underground mine (partially held by GBR). Field mapping over the Balagundi project has identified numerous shallow prospecting pits, shafts and extensive areas of dry-blowings on GBR's ground along strike to the south and east of the Mt Bellew mine. In addition, recent prospecting activity has highlighted the gold potential of the southern part of the project area via dry blowing and small-scale mining at O'Donnell's Find.

The Mt Bellew-Balagundi-O'Donnell's Find gold mining camp is located in a multi-kilometre-scale structural duplex that trends NNW within an overall northerly-trending greenstone sequence. This duplex structure contains a sedimentary sub-basin infilled with a locally-extensive shale, siltstone and greywacke sequence. This sedimentary sequence has been intruded by gabbro and quartz gabbro sills with lesser felsic porphyry dykes; similar rocks are known to be significant hosts for gold mineralisation in adjacent greenstone belts. A thick westerly-facing mafic volcanic sequence that contains graphitic interflow shale units is present largely under cover in the southwest of the project area. The bedrock sequence is deformed by strike-sub-parallel shear zones and later cross-cutting faults; these structures cause significant structural juxtaposition of the host-rock sequence.

Reported historical gold production from the vicinity of the Balagundi project area is fairly modest but attests to the presence of several high-grade, albeit low-tonnage gold-bearing quartz lode systems. Historical production has been sourced from quartz vein systems which include both weakly laminated veins as well as minor tensional vein arrays. Many of these veins display a moderate north-easterly dip. Alteration evident from historical mining areas, as well as from anomalous drill holes, varies from strong chlorite-carbonate to strong sericite-carbonate-(sulphide); arsenopyrite and pyrite show a close association with gold mineralisation. In general, a relatively higher bulk strain index has been noted from historical mining areas and in anomalous drill holes.

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Intersections between various structures, notably E-W faults and NNW-trending faults and shear zones, localize mineralisation. Intersections between NE-trending faults and the other fault trends may also be important in localizing Au mineralisation.

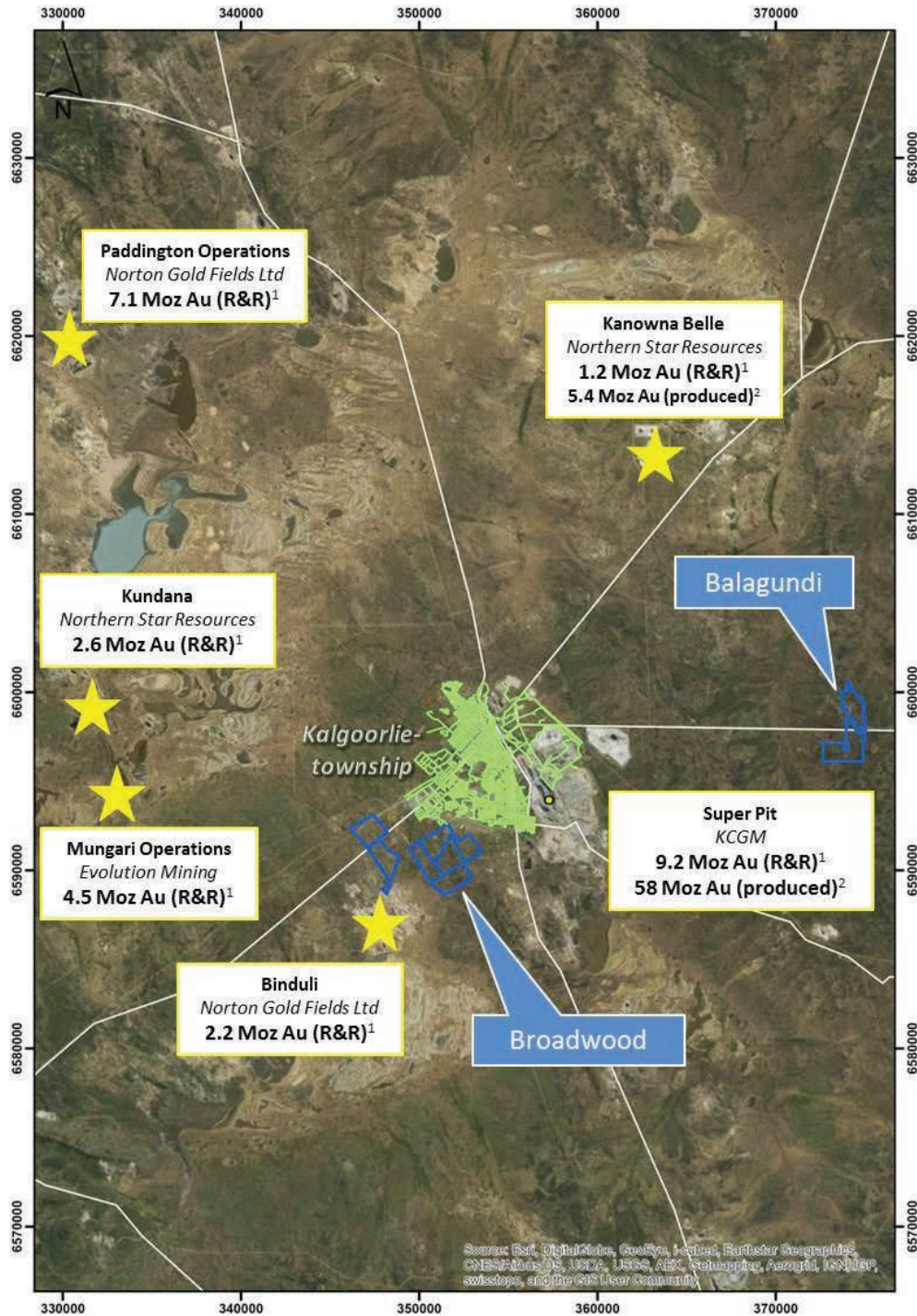


Figure 1: Balagundi and Broadwood project location plan in relation to the Kalgoorlie Superpit and other significant gold deposits of the area.

¹ Mineral Resources and Ore Reserves – Please refer to Section 7 Reference.

² Historical production - Please refer to Section 7 References.

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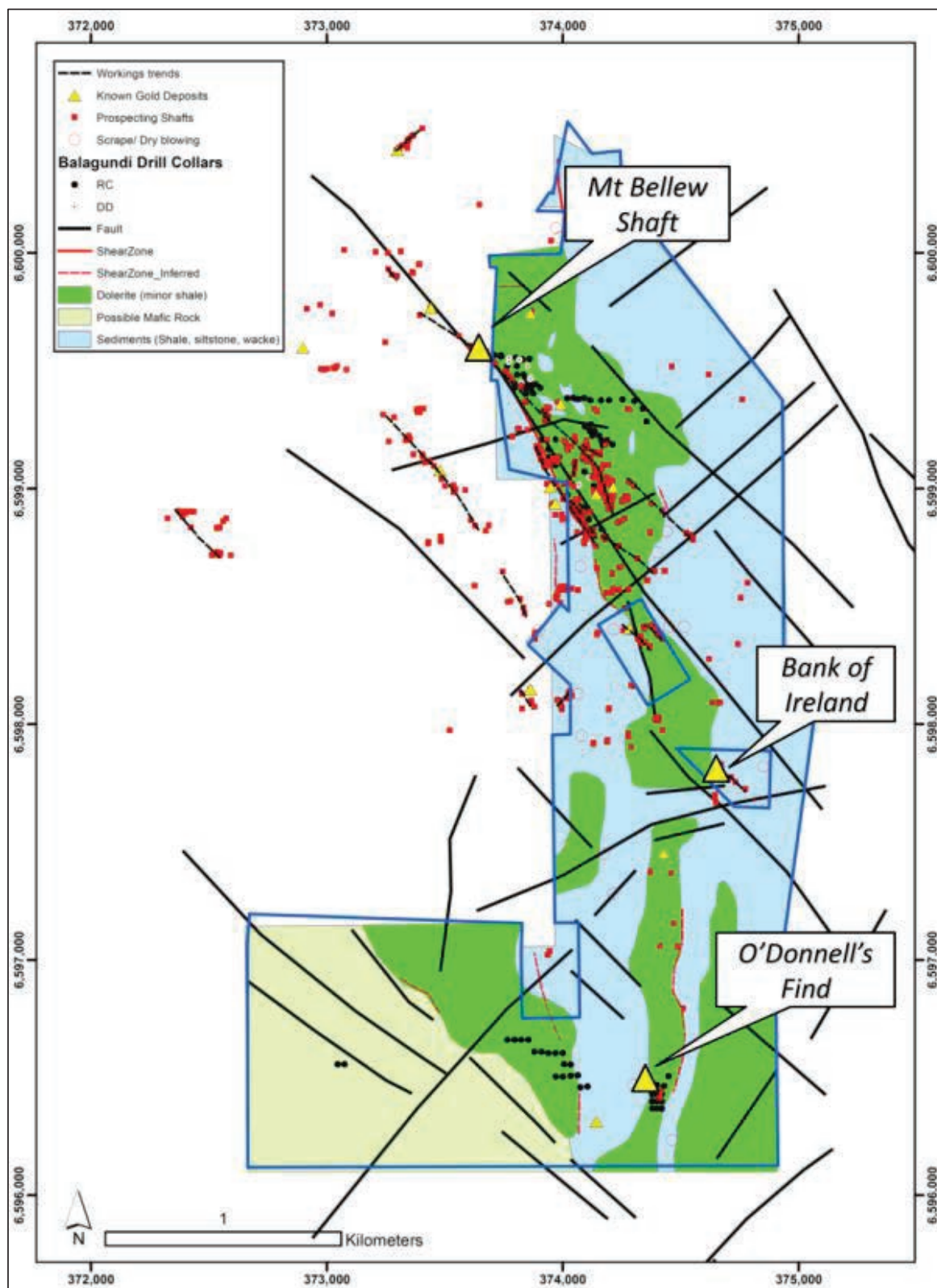


Figure 2: Balagundi project area showing major historical mining centres and prospecting shafts.

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Historical gold production from the Balagundi mining camp is reported as 2,770 ounces (86.3kg) gold dollied (plus alluvial) and 2,560 ounces (79.8kg) gold crushed from 2,378 tonnes of ore at an average grade of 33.6g/t gold. This production has been augmented by more recent scraping and dry blowing which is clearly evident in many areas of the project. Thus, it is possible that total previous production from the project area lies somewhere in the excess of 6,000-7,000 ounces gold.

The mineralised vein systems appear to extend over strike lengths of several hundred metres, however, the relatively modest reported production from these bedrock vein systems suggests that the high-grade pods within vein systems may have relatively short strike length (metres to decametres). The bulk of the evidence concerning bedrock gold mineralisation potential suggests the following:

- High-grade gold mineralisation is likely to occur in relatively narrow, short strike-length and low-tonnage pods,
- Fresh rock gold mineralisation may have been locally enhanced by supergene processes in the weathering profile, but extensive (i.e. high tonnage) supergene gold blankets have yet to be located by drilling.

Much of the Balagundi project area is dominated by a sub-cropping and variably stripped lower saprolite to saprock regolith profile. Transported cover is relatively thin and sparsely distributed over the project area. The regolith in the central and eastern areas of the project area, mostly colluvial soils containing ferruginous bedrock fragments, is typically 1 to 5m thick. Pedogenic carbonate horizons are well developed and widespread in these soils and are well known as excellent soil sampling media. Colluvial gravels containing reworked ferruginous pisolites and minor bedrock fragments in excess of 5m thick dominate the southwest portion of the project area. These deposits may not be as amenable to soil sampling. Indurated gravels outcrop as prominent linear to slightly sinuous ridges and are quite distinct from ironstones typically derived from *in-situ* weathering of the mafic intrusive rocks. These gravels are interpreted to represent ferruginised transported deposits (shallow palaeochannels) derived from eroded ironstones that form inverted topographic features (i.e. the original palaeochannels now forming low hills). These inverted palaeochannel deposits may not be amenable for soil sampling.

Soil sampling by previous explorers has identified four well-developed arsenic and gold anomalies that highlight the main mineralised trends. The Mt Bellew and Black trend have been partially tested by drilling but significant discovery potential remains. Two less obvious trends are evident east and west of the Mt Bellew and Black trends and these have yet to be followed-up by drilling. The eastern soil anomaly trend is known to be associated with significant gold mineralisation along strike to the NNW. The western soil anomaly trend is not yet known to be associated with gold mineralisation.

It is considered that after evaluating all the exploration data collected by previous workers there still remains significant potential for new discoveries of gold mineralisation at Balagundi.

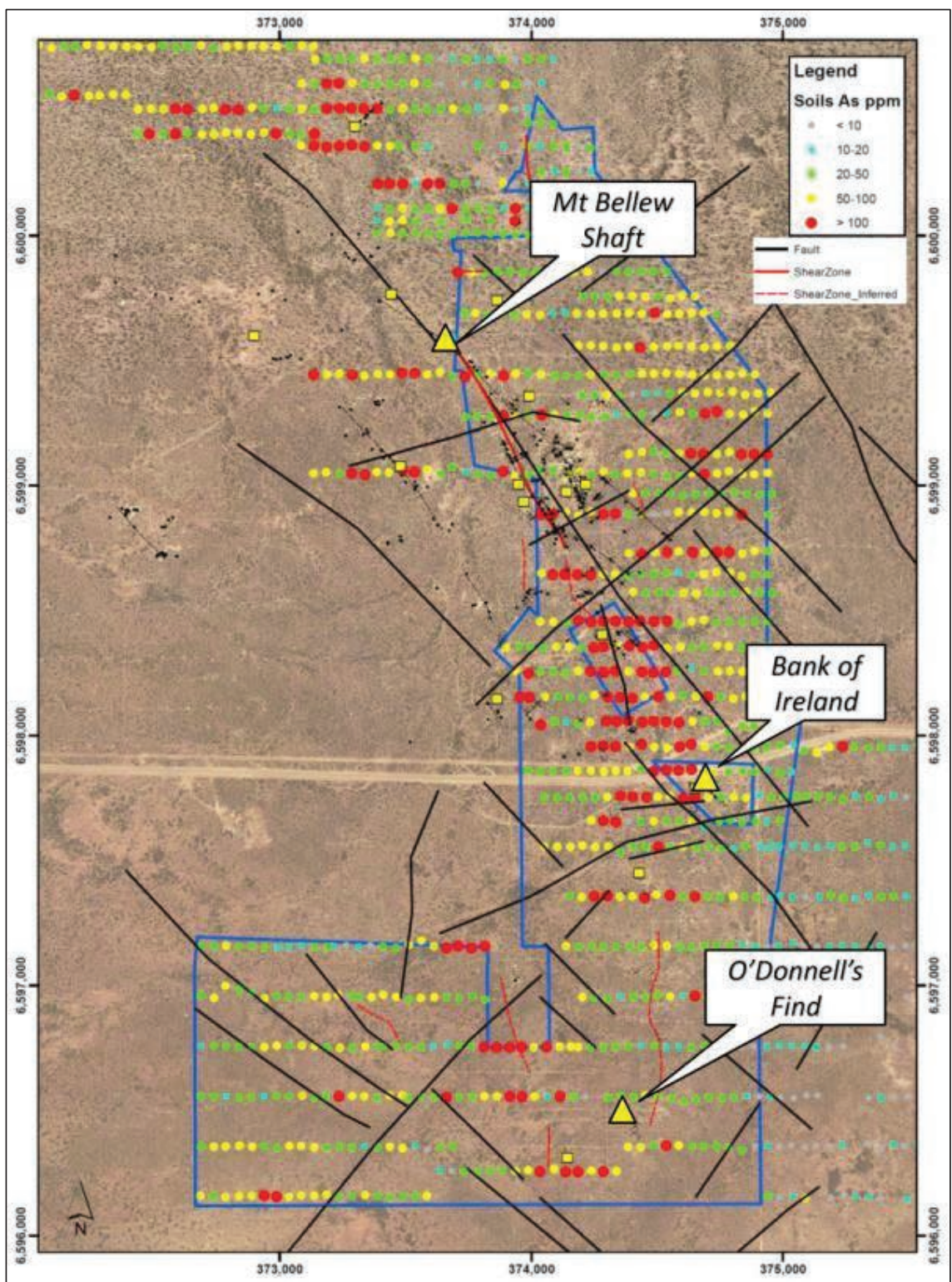


Figure 3: Aerial photograph showing arsenic anomalous corridors associated with gold mineralisation at Balagundi. Faults and shear zones are shown as black and red lines.

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1.5 Work Undertaken

Previous explorers include Texasgulf Australia Limited, Eureka Minerals Pty. Ltd., Hawk Investments Limited, Kanowna Lights NL, Archaean Gold NL, Red River Mining Limited, Delta Gold NL and Acacia Resources Limited. Exploration work undertaken by these companies includes soil sampling, shallow wide-spaced RAB and aircore drilling over portions of the Balagundi project tenements. Previous exploration efforts have targeted supergene gold and local deeper fresh-rock mineralised systems controlled by the steep W-WSW dip of stratigraphy, with most if not all the aircore and RAB holes drilled vertically to depths of only 20-40m. This drilling focused on testing gold and arsenic soil anomalies and does not appear to have considered the moderate NE-dips of many of the mineralised vein systems.

The more recent aircore drilling by Delta Gold NL and Acacia Resources Limited appears to have been drilled to blade refusal while the follow-up RC drill holes were drilled to approximately 150m vertical depth testing elevated Au anomalies returned by the aircore drilling. The deeper RC drilling has generally only returned low-grade bedrock anomalism beneath the aircore gold anomalies. This later Aircore/RC drilling has probably been much more effective in testing mineralisation potential than the earlier drilling but the decision to drill the aircore holes vertically rather than inclined at 60° angle may have inadequately tested the bedrock potential.

EGMC's more recent exploration activities focused upon developing a robust geological model for the Balagundi project with detailed mapping supported by several small programs of Reverse Circulation and Diamond Drilling being completed. Mapping has covered the entire tenement package at Balagundi and fully documented the locations of previous workings. EGMC's drilling has been focused around the historic high-grade Mt Bellew gold mine and has successfully extended the known mineralisation along strike and down-dip.

1.6 Significant Results/ Project Highlights

Hole_ID	Easting	Northing	RL	hole depth	dip	azimuth	From	To	Interval	Au g/t
BGP0002	373765	6599522	400	80	-60	270	44	48	4	0.87
BGP0004	373805	6599485	400	80	-60	270	40	52	12	0.59
BGP0005	373825	6599445	400	80	-60	270	0	24	24	19.07
						<i>including</i>	0	4	4	106.0
							32	40	8	0.70
BGP0006	373855	6599445	400	140	-60	270	16	20	4	0.60
							56	79	23	1.17
							89	93	4	1.22
BGP0009	373865	6599445	400	180	-60	270	16	20	4	1.40
							32	44	8	0.87
							92	98	6	0.460
							102	104	2	1.22
							125	127	2	1.04
							133	134	1	1.75
BGP0011	373865	6599425	400	163	-60	270	36	64	28	0.79
							85	86	1	1.29
BGP0012	373770	6599560	400	158	-60	270	99	103	4	40.36
							132	136	4	1.61
BGP0014	373845	6599405	400	114	-60	270	4	8	4	5.75
							32	36	4	0.60
BGP0015	373875	6599405	400	100	-60	270	12	20	8	1.30
							32	36	4	1.49
							44	48	4	1.07
BGP0016	373940	6599170	400	126	-60	270	16	20	4	2.64
BGP0021	374075	6598925	400	126	-60	270	48	56	8	3.33
BGP0026	374170	6599185	400	80	-60	270	8	12	4	1.59

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Hole_ID	Easting	Northing	RL	hole depth	dip	azimuth	From	To	Interval	Au g/t
BGP0028	374165	6599205	400	80	-60	270	8	24	16	1.80
							36	40	4	0.66
BGP0029	374190	6599205	400	120	-60	270	48	56	8	0.80
							64	68	4	0.65
BGP0030	374125	6599225	400	80	-60	270	20	24	4	0.67
BGP0031	374155	6599225	400	120	-60	270	28	32	4	0.64
							36	40	4	0.52
BGP0033	374135	6599245	400	120	-60	270	48	52	4	1.56
BGP0034	374095	6599265	400	80	-60	270	36	48	12	15.15
						including	36	40	4	42.8
BGP0049	374105	6596462	400	66	-60	90	36	44	8	0.58
BGP0051	374065	6596510	400	60	-60	90	52	56	4	1.06
BGP0055	374035	6596555	400	60	-60	90	44	60	16	0.81
BGP0056	374005	6596557	400	84	-60	90	48	76	28	0.71
BGP0059	374000	6596605	400	66	-60	90	44	52	8	0.87
BGP0061	373940	6596605	400	100	-60	90	68	72	4	0.61

Table 1: Balagundi significant intersections returned from EGMC drilling

Notes to Significant Drilling Intersections

- All drill holes with pre-fix "BGP" are reverse circulation holes (RC).
- The above results comprise both 4m composites and 1m split sample lengths.
- Results comprise ICP-MS analysis (Au-OG43) for all 1m selective riffle split samples (RC) and 4m composite samples (RC).
- Priority Fire Assay analysis (Au-AA25 ore grade analysis) results were utilised where analysis was undertaken for gold results greater than 100ppm.
- All results were analysed by ALS Chemex (Perth and Kalgoorlie) laboratories

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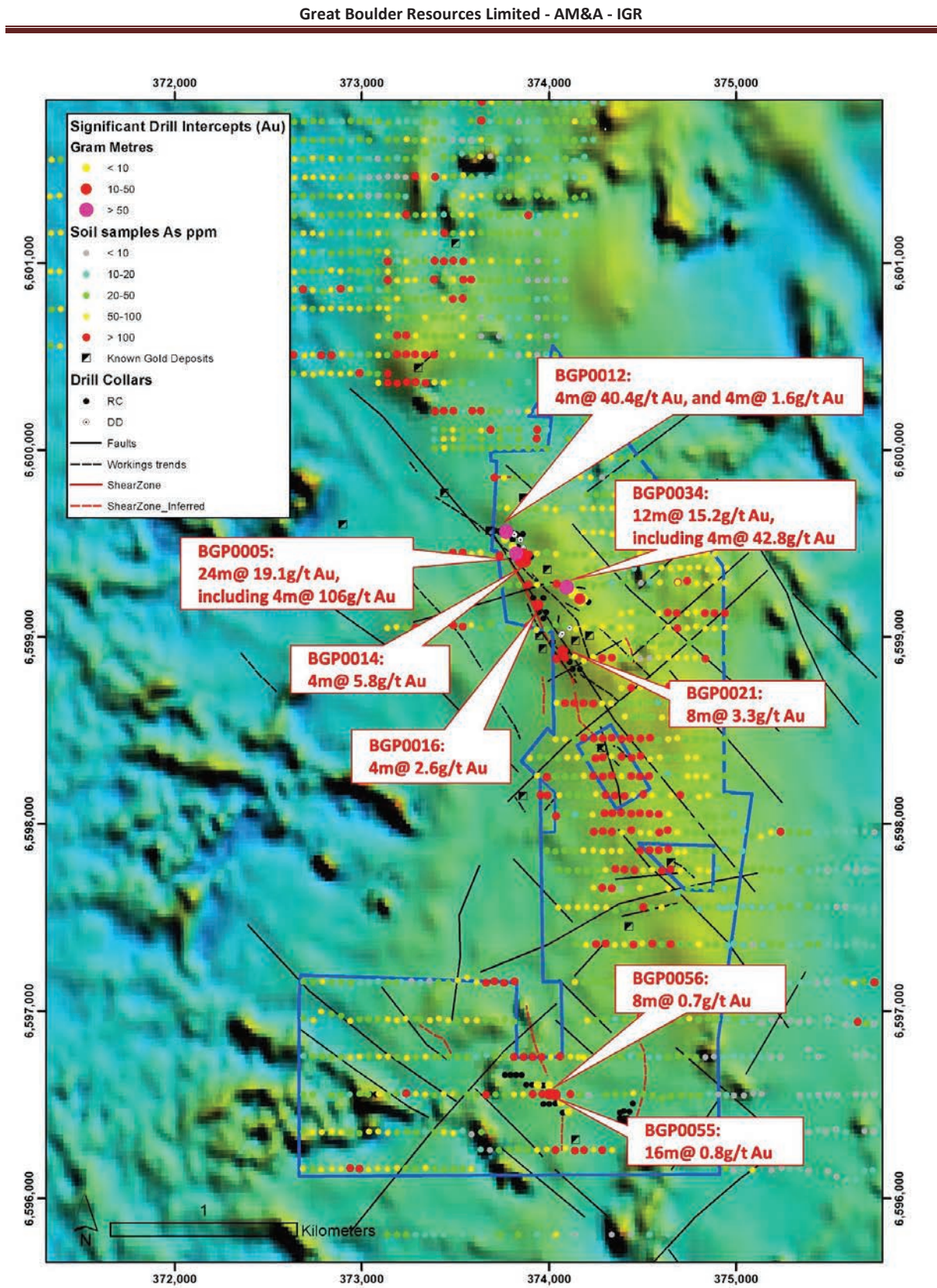


Figure 4: Aeromagnetic image (TMI) showing soil samples (As ppm) and significant drill intersections returned from EGMC drilling.

2 Broadwood (Early Exploration Stage)

2.1 Commodity Target/Class

The Broadwood gold project is an extremely well located project, situated between the historical Binduli gold mine and the Golden Mile/Super Pit of Kalgoorlie. The Company is targeting significant Archaean Lode Gold mineralisation in an area that has undergone surprisingly little effective modern exploration.

2.2 Location

The Broadwood project tenements are located immediately southwest of the Kalgoorlie Airport and immediately east of the Binduli gold mine and accessible via the Great Eastern Highway and the ANZAC Drive ring-road to the southwest of Kalgoorlie.

2.3 JV Structure/Ownership

GBR has executed a JV agreement with EGMC to earn a 75% interest in the seven Prospecting Licences that constitute the Broadwood project by spending \$500,000 on exploration within the licences over five years. Following satisfaction of the minimum expenditure commitment by GBR, EGMC will have the right to contribute to expenditure in the project at its 25% interest level or choose to convert to a 2% Net Smelter Royalty (NSR). Should EGMC choose to convert its remaining interest into a 2% NSR, then GBR will have earned a 100% interest in the project.

2.4 Geological Setting

The Broadwood project tenements comprise two tenement groups that cover a diverse package of Archaean greenstones. The two Prospecting Licences forming the western tenement group cover an area dominated by felsic to intermediate volcanic and volcanoclastic rocks from the Black Flag Group. This volcano-sedimentary package has been intruded by a number of variably-magnetic felsic porphyritic intrusions that are interpreted to be part of the Centurion porphyry suite that are a critical element of the Binduli gold system. This package of volcano-sedimentary rocks and felsic porphyritic intrusions is located within the axial zone of the Mt Pleasant Anticline, bound to the west by the Zuleika shear corridor and to the east by the Abattoir Fault. Broadly NNW-trending fault systems are evident in and around the western tenements and are interpreted to represent hanging-wall splay faults off the deeper Zuleika shear corridor. Similarly-oriented structures within the Centurion Shear host gold mineralisation at Binduli.

In addition, several broadly NNE-trending cross-cutting faults are interpreted in and around the western Prospecting Licences at Broadwood that are similar to cross-cutting faults that are known to be a critical control on gold mineralisation within the Zuleika shear corridor along the Binduli-Kundana-Kurrawang trend. The Zuleika shear corridor contains the late basin Kurrawang sedimentary sequence and is interpreted to be an inversion structure intimately associated with gold mineralisation. The regionally-significant Binduli shear defines the eastern and southern extent of the Binduli porphyry suite, and is interpreted to represent an oblique hanging-wall splay (wrench) fault off the Zuleika shear corridor that may link into the footwall of the Abattoir Fault. The geometry defined by the Centurion shear and the Binduli shear splay approximates an asymmetric Z-shaped structural duplex within which the Centurion porphyry suite has been localised. The western Prospecting Licences at Broadwood cover a significant portion of the Binduli shear and the eastern part of the Centurion porphyry complex.

The eastern five Prospecting Licences at Broadwood lie in the structural hanging-wall of the Abattoir Fault and cover an elongate, northwards-tapering structural sliver comprising Kambalda Komatiite, Paringa Basalt and volcano-sedimentary rocks of the Black Flag Group. The faulted western contact of the Kambalda Komatiite is intruded by a felsic porphyry intrusion of unknown affinity. In addition, the Abattoir East Gabbro, a differentiated mafic intrusive system, has intruded the Black Flag Group as two apparently-distinct sills that link to the south of Broadwood and thus may reflect structural repetition within the Black Flag Group. The Abattoir Fault transects the western portion of the eastern Prospecting Licences at Broadwood, and any structural repetitions in its hanging-wall probably reflect splay faults that link into this structure at depth. Several significant broadly NNE trending cross-cutting faults have been interpreted by the Geological Survey of Western Australia to splay into the hanging-wall of the Abattoir Fault.

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These faults head northeasterly toward the Golden Mile – Mt Charlotte gold camp and may well show a close spatial and genetic relationship with key structures therein (e.g. the Reward and Maritana Faults). Structurally complex zones associated with intersections of cross-cutting faults with major strike-parallel faults (e.g. the Abattoir Fault), tectonised lithological contacts and/or fractionated dolerite sills are commonly-observed controls on gold mineralisation in the Kalgoorlie District and other Archaean greenstone terrains.

The Archaean bedrock sequences at Broadwood are overlain by a variety of surficial regolith deposits. Residual soils flanked by colluvial deposits have been mapped across much of the eastern Prospecting Licenses at Broadwood. These residual to proximally-transported deposits are flanked by sheetwash floodplain deposits and partially dissected by alluvial deposits along intermittent streams. The colluvial soils on the eastern Prospecting Licenses vary in depth from 0-5m and overly a partially-dissected upper saprolite sequence that typically varies between 10-45m depth but can locally exceed 70m depth. The lower saprolite and saprock sequence is well-preserved and extends to between 20-95m depth.

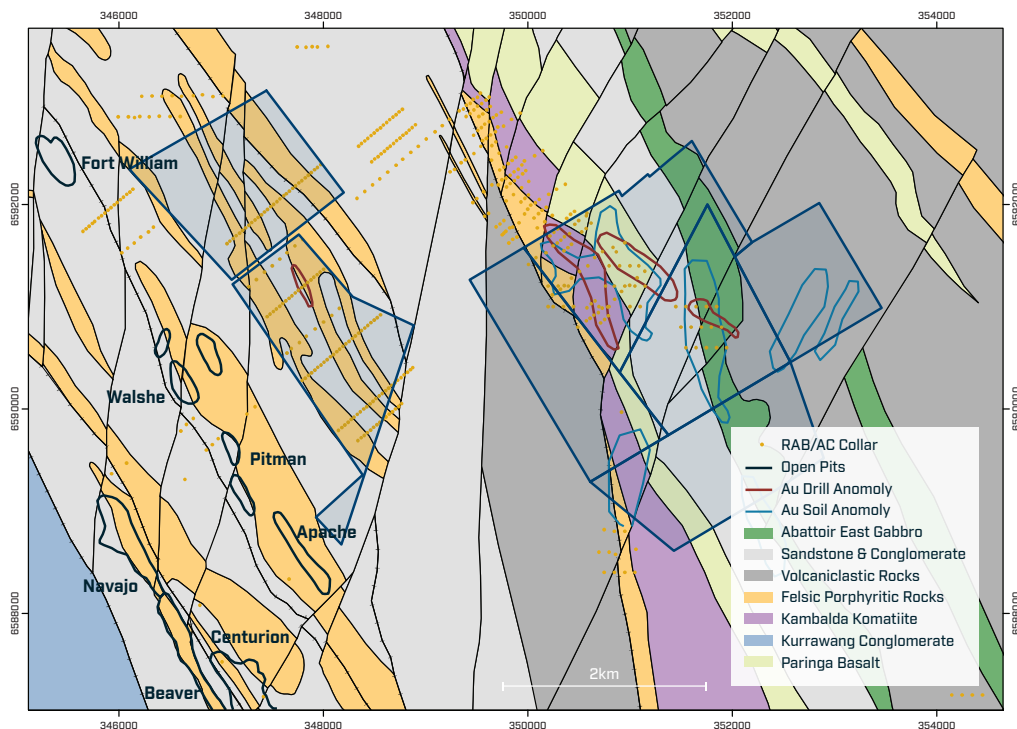


Figure 5: Geological interpretation map of the Broadwood project

Shows existing drilling and soil sampling coverage and open pit mines along the Binduli trend (Black outlines). Several gold targets have been identified that warrant follow-up.

Transported cover becomes increasingly more prevalent to the south and west. Sheetwash floodplain deposits dominate the western Prospecting Licences, with the exception of an unusual hill in the centre of these tenements. An extensive evaporitic dune and kopai sequence occurs immediately south of the Broadwood project area representing a southward-drainage into the Douglas lake system. The nature of the saprolite, extent of lithological preservation and thickness of the transported and residual regolith sequences within the western Prospecting Licences at Broadwood has not been delimited by drilling but is likely to be similar to the eastern Prospecting Licences.

2.5 Work Undertaken

Previous exploration on the Broadwood leases includes soil sampling and reconnaissance Rotary Air Blast (RAB) and Aircore drilling. This work has yielded interesting results that justify following up with more detailed drilling.

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Placer Dome Asia Pacific Limited (PDAP) completed a gravity survey and Rotary Air Blast (RAB) drilling to blade refusal on wide-spaced drill lines (400m apart) over the western Prospecting Licenses. The RAB drilling was focused in the central and southern part of the western Prospecting Licenses and did not test a large NE-trending cross-cutting fault corridor associated with the Walshe, Tomahawk and Pitman ore bodies at Binduli. Cross-cutting faults are known to be key controls on gold mineralisation in the Kalgoorlie District. This drilling however located a 255ppb Au anomaly that has not been followed up with more detailed drilling.

Anglogold Ashanti Australia Limited (AAAL) conducted auger soil sampling and Rotary Air Blast (RAB) drilling over part of the eastern Prospecting Licenses that defined a number of noteworthy gold and arsenic soil anomalies. Peak values returned from soil sampling include the following: 435ppb (soil anomaly on P26/4037); 67ppb Au (soil anomaly over the Abattoir East sill on P26/4030); 50ppb Au (western soil anomaly on P26/4039) and 53ppb Au (eastern soil anomaly on P26/4039).

Follow-up RAB drilling by AAAL identified three areas of low-level bedrock gold anomalism within P26/4030 and P26/4037. The westernmost of these anomalies was confirmed and extended by the Geological Survey of Western Australia during sterilisation drilling on behalf of Land Corp. Peak values in each of these bedrock anomalies are as follows: Western anomaly – 0.91g/t Au; Central anomaly – 45ppb Au; Eastern anomaly – 0.83g/t Au (the eastern and central anomalies may be contiguous). None of these bedrock gold anomalies have been followed-up with further drilling.

3 Jundee South (Early Stage)

3.1 Commodity Target/Class

The Jundee South gold project (Jundee South) has potential to host significant Archaean Lode Gold mineralisation that will be the main exploration focus by GBR.

3.2 Location

Jundee South is located 10 km along strike to the south of the Jundee-Nimary gold mine (7 million ounces of gold produced since 1995¹) in the Eastern Goldfields District of Western Australia and within 2 km of the Elliott and Area 7 open pits in the northern section of the Yandal Greenstone Belt. The project can be accessed by sealed road to Wiluna then via the Wongawol and Granite peak – Lake Violet Roads, and nearby station tracks.

3.3 Ownership

GBR has negotiated purchasing a 100% interest in the Jundee South project (E53/1101) from a private individual. A third party will retain a 0.5% Net Smelter Return Royalty on any gold produced from the Jundee South project.

¹ Refer to Section 7 References- Gold Deposit Size Reference for source information on quoted gold deposit sizes

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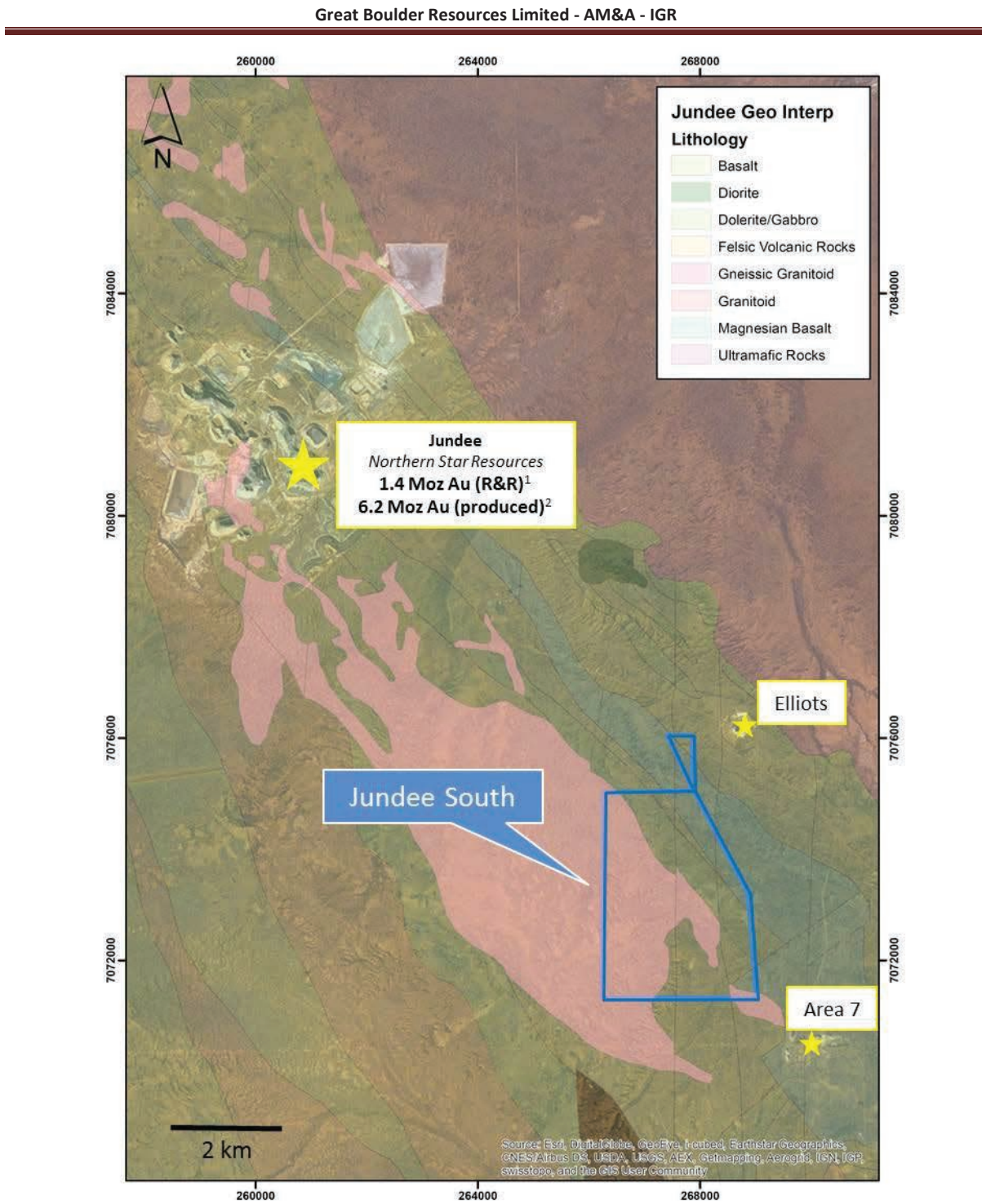


Figure 6: Jundee South project location plan in relation to the Jundee gold mine. Note the location of the Jundee South tenement in relation to the internal Jundee granite and the Jundee host sequence.

¹ Mineral Resources and Ore Reserves – Please refer to Section 7 References.

² Historical production - Please refer to Section 7 References.

3.4 Geological Setting

The Jundee South project lies within the northern portion of the Yandal greenstone belt, proximal to the eastern flank of the Lake Violet syncline within the structural hangingwall of the Nimary Fault. This Archaean sequence is dominated by mafic-ultramafic volcanic rocks interbedded with meta-sediments, mafic intrusives along with a kilometre-scale internal tonalitic to granodioritic granitoid stock that has intruded the greenstone sequence in the west of the project area. Dolerite sills that represent key host rocks for the gold mineralisation at Jundee have been interpreted to extend southwards from the mine area into the GBR's Jundee South project tenements.

Gold mineralisation at Jundee is localised along the dominant NW-oriented litho-structural trend. The ore zones at Jundee are associated with shear-zone hosted quartz-carbonate vein arrays together with brecciation, sulphidation and significant carbonate alteration of the adjacent host rocks and associated with arsenic, antimony, bismuth, tellurium and selenium. Most of the ore zones at Jundee appear to be associated with moderately magnetic to demagnetised zones with locally adjacent discrete and subtle bullseye magnetic anomalies. NNE-trending cross-cutting faults also appear to be significant controls in localising gold mineralisation, with several of the Jundee ore zones located within cross-cutting fault corridors. Mineralisation is interpreted to have been derived from depth via the Nimary fault with brittle deformation of dolerite sill host-rocks localising mineralised fluids and promoting gold deposition. Rheological and chemical contrasts between the dolerite sills, interbedded sedimentary units and ultramafic units are key mineralisation drivers at Jundee. Porphyritic dacitic (granodioritic) intrusions also appear to be important indicators of nearby gold mineralisation. Stratigraphic-structural repetitions of the Jundee mine sequence rocks along strike from Jundee and interpreted to continue through GBR's Jundee South project tenements represent high-priority exploration targets.

Bedrock exposures including tholeiitic pillow-basalt, magnesium-rich basalt and gabbroic intrusive rocks, together with a locally significant sequence of felsic volcanoclastic rocks have been mapped at the surface in the central-eastern portion of the Jundee South project. The internal granitoid stock dominating the west of the project area is not known to outcrop. Broad zones of NW-trending quartz veining at surface attests to deformation-related fluid flow through the project area. These quartz veins locally exhibit open-space textures and at least one gold-nugget rich patch has been identified that is associated with quartz veining on the Jundee South project.

Colluvial cover over the bedrock is comprised of loamy soil containing heterogeneous fragments of locally-derived bedrock material as well as ferruginous gravels, both lags and transported material. To the west the colluvial soils are overlain by sandy/silty sheet wash and alluvial fan deposits associated with south-westerly trending drainage channels that form part of the Lake Violet watershed. The colluvial and alluvial deposits collectively define the Tertiary-Recent cover sequence that varies between 0–35 m thick but can locally exceed 50 m thickness. The underlying bedrock sequence has experienced Tertiary weathering with a stripped lower saprolitic profile variably preserved. The saprolitic profile varies between 0-70 m depth with deeper weathering typically associated with structural features and alteration zones.

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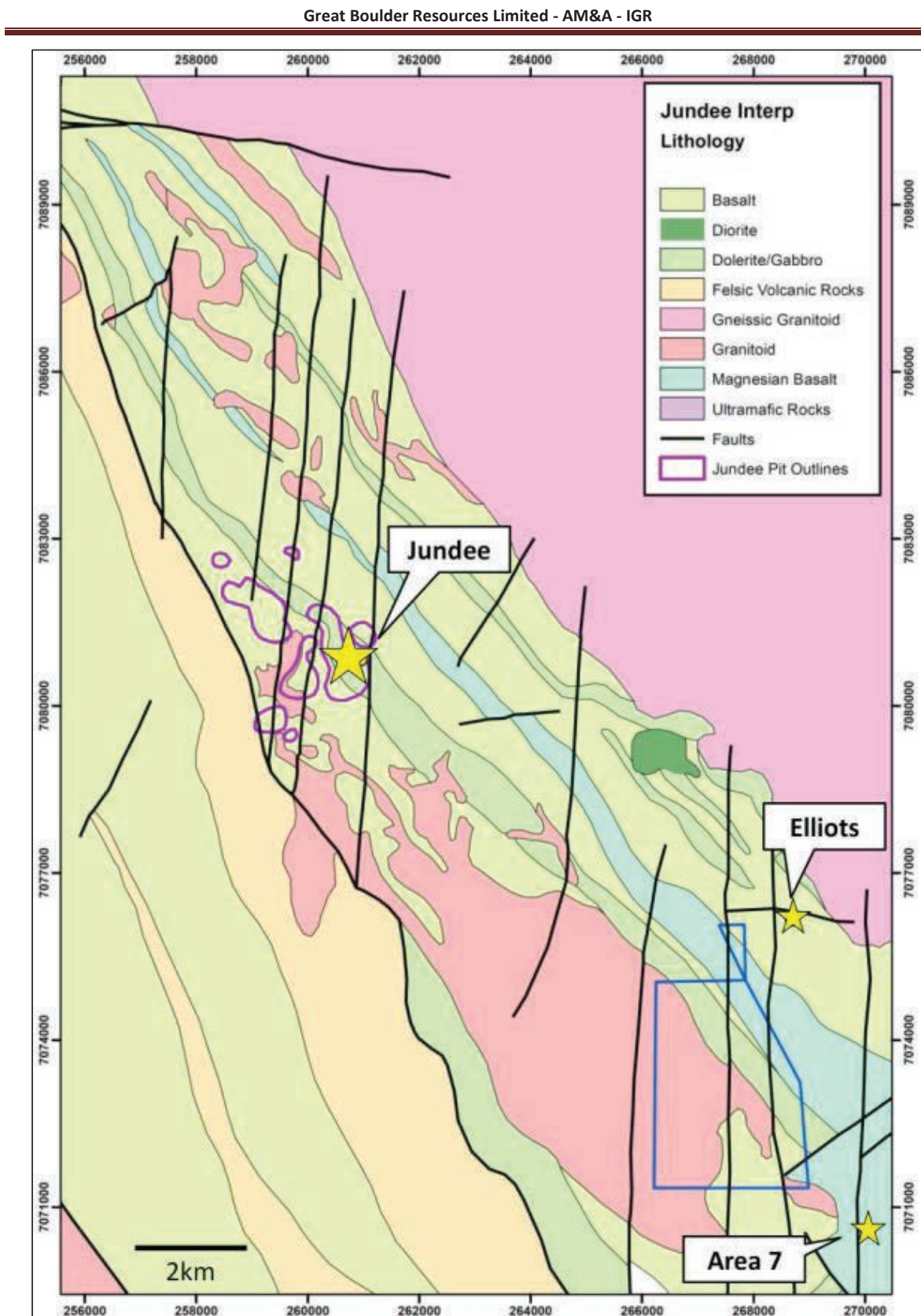


Figure 7: Geological map of the Jundee district showing the location of GBR's Jundee South project in relation to the Jundee mining operations.

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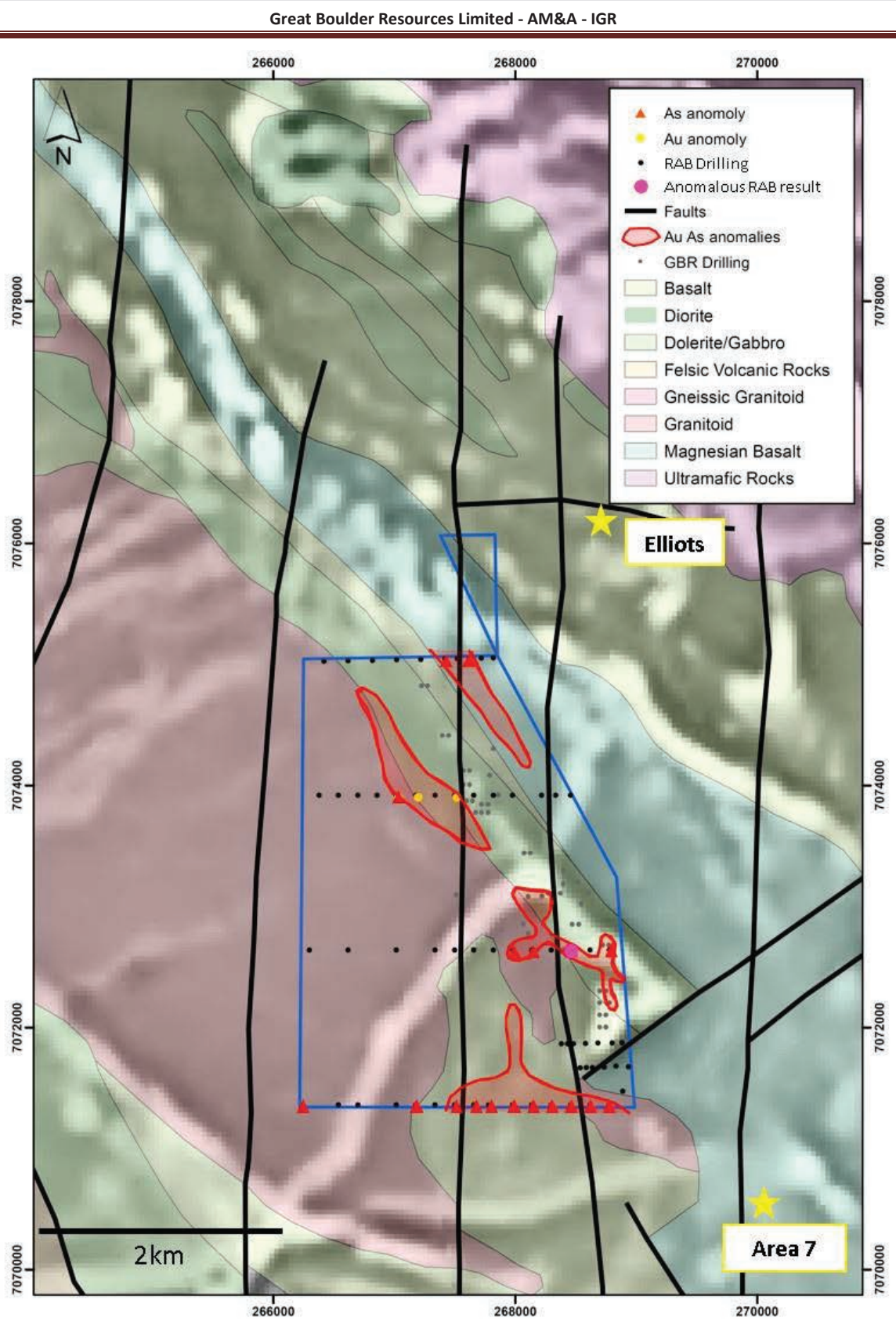


Figure 8: First vertical derivative image of airborne magnetic data showing the location of gold-arsenic anomalies defined by soil sampling and drilling.

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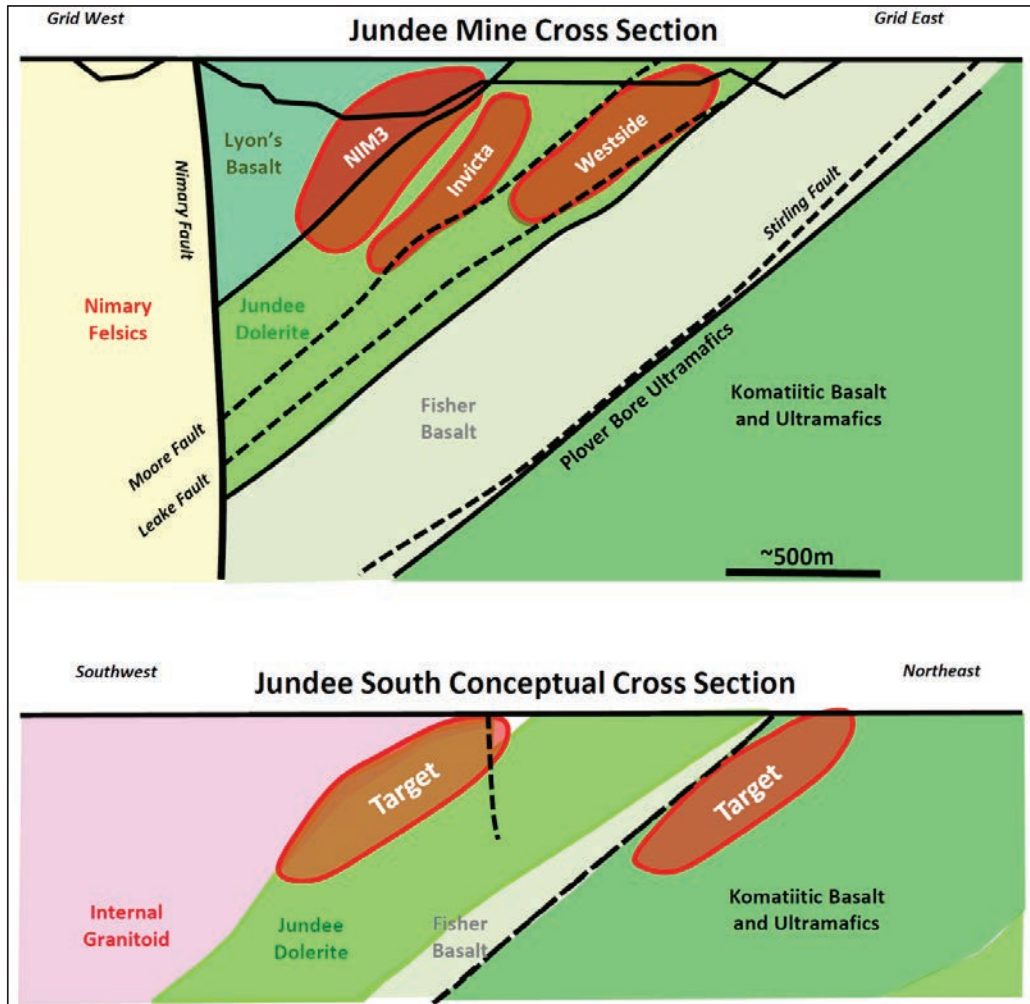


Figure 9: Targeting concept for Jundee South.

3.5 Work Undertaken

The Jundee South project has been the target of limited previous exploration. In 1972 a diamond drill hole was drilled to test for base metals mineralisation below a coincident resistivity and magnetic anomaly along the Barton trend. The diamond hole intersected potentially gold-bearing quartz-carbonate veins and associated alteration but the core was not assayed for gold.

Between 1993 and 1999 Wiluna Mines Pty Ltd completed Rotary Air Blast (RAB) drilling on widely spaced lines across the Jundee South project. The RAB holes were drilled to blade refusal with a maximum hole depth of 71 m. Most of the RAB holes were drilled on lines spaced 1,200 m apart with holes spaced approximately 160 m apart along drill lines; some closer-spaced drilling was completed in the far SE-corner of the tenement close to a structurally-complex zone associated with a NE-trending cross-cutting fault. Only one anomalous intercept was returned (5 m @ 0.26g/t Au from 44m to end of hole), with a semi-coincident +20ppm arsenic anomaly to end of hole ranging up to 114ppm As). This anomalous intercept has not been followed up with further drilling (the closest RAB holes along trend are located over 1,600 m along strike to the north). The RAB drilling also detected low-level arsenic anomalism (+20ppm As) in several holes with intervals exceeding 40 m down-hole width in some of the holes.

Wiluna Mines Pty Ltd also completed lag sampling across the Jundee South project collecting samples on an approximately 600 m x 50 m spaced soil-sampling grid. Two kilogram samples were collected where ferruginous

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gravels were mapped at the surface and these samples were analysed for gold only (i.e. no pathfinder element geochemical analyses). Three weakly anomalous results were returned above 10ppb Au from the lag sampling with a peak value of 79ppb Au.

Results from the RAB drilling and lag sampling collectively define four areas of interest that warrant follow-up for bedrock gold mineralisation based on semi-coincident low-level gold-arsenic anomalism in drilling and low-level gold anomalism in the lag sampling. Two of the areas of interest are located along the western contact of the interpreted Jundee dolerite sill, one area of interest is located within the southern pressure shadow of the internal granodiorite stock and the fourth area is located in the magnesium basalt sequence east of the Jundee dolerite sill.

Recent private exploration undertaken over the Jundee South project has focused on testing a magnetic trend evident in regional aeromagnetic data with Reverse Circulation (RC) drilling targets defined by strike deflections and breaks in the magnetic unit. In addition GBR has completed six deep diamond drill holes aimed at providing stratigraphic information and testing for deep mineralisation, following up on an old diamond drill hole drilled during 1972 that appears to have intersected a zone of veining interpreted as possible Jundee-style mineralisation. The GBR drilling intersected narrow zones of low grade gold mineralisation however a recent review of this drilling indicated that it was not well understood, stratigraphy interpreted to be the equivalent of the footwall sequence at Jundee. Comparing the GBR diamond core with core from a recent deep diamond hole drilled by Newmont under the co-funded Government-Industry 'Royalties for Regions' program also suggests that the GBR diamond holes were drilled into the Jundee footwall sequence.

GBR have concluded that there are four poorly-tested, moderate to high priority exploration target areas at Jundee South warranting further follow-up drilling.

4 Tarmoola (Early Stage)

GBR is advanced in assembling a **significant land position in the Leonora-Agnew District**, covering greenstone sequences surrounding a kilometre scale internal granitoid and a number of suspected discrete dioritic to tonalitic stocks known to be associated in the region with gold mineralisation, e.g. at Tarmoola. In addition a strike-length of >10 kilometres of ultramafics are present within the project tenements that have been targeted in the past for volcanogenic Ni-sulphide mineralisation.

4.1 Commodity Target/Class

The Tarmoola project represents a poorly-tested early stage exploration play with GBR targeting Lode Gold Mineralisation with a secondary focus upon volcanogenic Ni-sulphide mineralisation.

4.2 Location

The Tarmoola project is located approximately 40 km NW of Leonora and 10-15 km west of the Tarmoola (King of the Hills) gold mine and accessed from Leonora by the unsealed Agnew Road and station tracks.

4.3 JV Structure/Ownership

The Tarmoola Project consists of two exploration licences and 19 prospecting licence applications. GBR has executed a JV agreement with EGMC to earn a 75% interest in the Tarmoola project by funding a \$1,400,000 exploration program over five years. Once this expenditure commitment has been met by GBR, EGMC will have the right to contribute 25% of all future expenditure or choose to convert to a 2% Net Smelter Royalty (NSR). Should EGMC choose to convert its remaining interest into a 2% NSR then GBR will have a 100% interest in the project.

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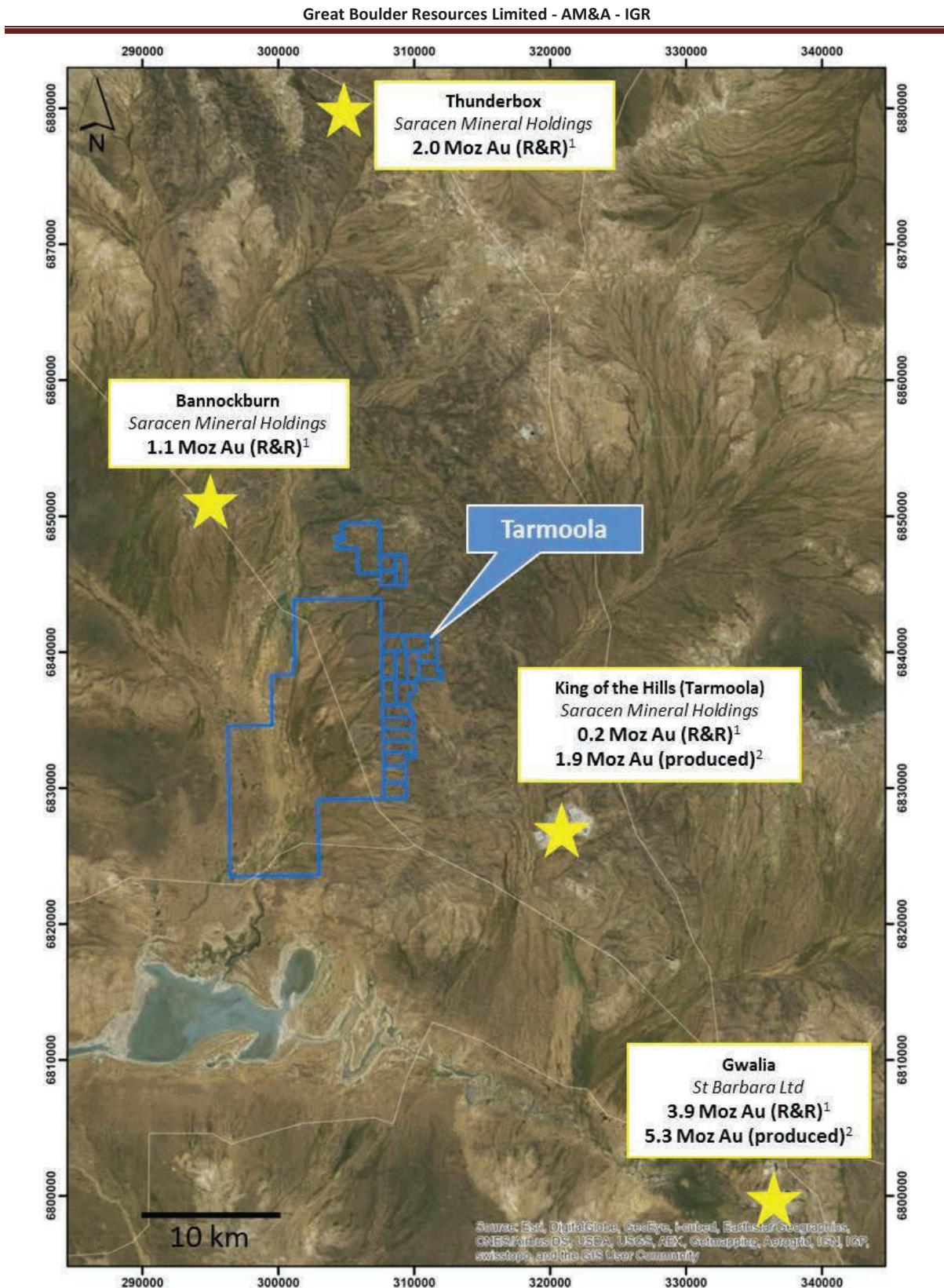


Figure 10: Tarmoola location plan in relation to the King of the Hills and Gwalia gold deposits.

¹ Mineral Resources and Ore Reserves – Please refer to Section 7 References.

² Historical production - Please refer to Section 7 References.

4.4 Geological Setting

The Tarmoola project is located within the Sons of Gwalia Domain of the Leonora greenstone belt and composed of tholeiitic and high-magnesium basaltic rocks, ultramafic rocks (komatiite and peridotite) and subordinate interbedded siliciclastic rocks. Gabbroic sills locally intrude the greenstone sequence and several batholithic granitoids of various ages and compositions define the western and southern domain boundaries. The Sons of Gwalia domain is in structural contact along the Mount George shear zone to the east with the Davis Domain. A regionally significant siliciclastic sedimentary sequence is exposed at surface within the Davis Domain. The Tarmoola project tenements are dominated by high magnesium basalt, with lesser komatiite, peridotite and interflow sedimentary units. A kilometre-scale internal biotite-hornblende granitoid (Robbie's Well Pluton) intrudes the central portion of the project area. Several historical gold deposits are located in the thermal aureole of this pluton (e.g. Diorite King, Victory and Mount Stirling). The Robbie's Well Pluton is a late-tectonic intrusion of trondhjemitic to granodioritic composition.

Gold deposits located east of the GBR leases show a close spatial association with dioritic-trondhjemitic intrusive bodies. These intrusions contain sufficient potassium-bearing minerals to support a potassium radiometric anomaly where residual soil material is preserved at the surface as found at Tarmoola (King of the Hills), Victory, Diorite King and Mt Stirling. Several similar potassium radiometric anomalies have been identified in the east of the Tarmoola project and that remain largely untested.

Surficial regolith deposits vary significantly across the Tarmoola project area. In the northern Exploration License, near Randle's Find, basalt and dolerite/gabbro outcrop, flanked by a locally-derived colluvial soil. Transported surficial deposits become increasingly prevalent towards the south-west with evaporitic dune and kopai deposits dominating in the southwest of the project associated with the kilometre-scale Schmidt Pool channel that drains southwards into Lake Raeside. An unusual hill comprised of magnesium basalt and komatiite is located near Hill Bore in the centre of the drainage channel and near the southwestern corner of the project area. To the north and east of the lake-edge sequences, alluvial sheetwash deposits dominate that grade into reworked colluvial deposits east and north of the Agnew Road dominating the bulk of the southern exploration license. The colluvial deposits locally contain proximal bedrock lag deposits indicating that the colluvial cover is quite thin. Bedrock exposures dominate towards the eastern edge of the Tarmoola project area with a line of low basaltic hills stretching N-S from Mt Ross to Mt Clifford. Regional soil sampling by the Geological Survey of Western Australia has defined a kilometre-scale arsenic corridor which transects the northeast half of the GBR tenement package north of the area dominated by transported cover.

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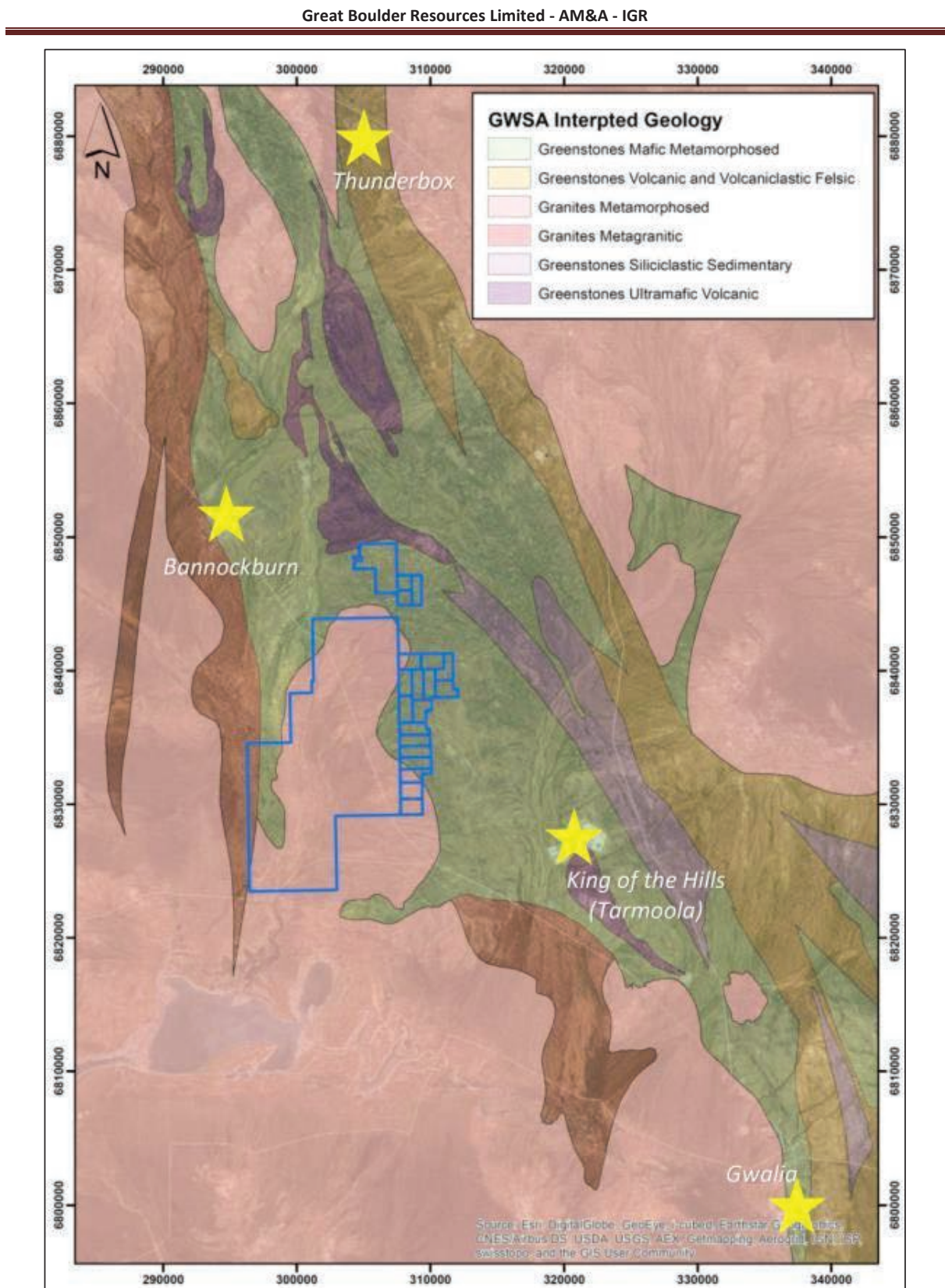


Figure 11: GSWA Geological interpretation for Tarmoola project area, of particular interest is the granite contact, as compared to the GBR interpretation in the next figure.

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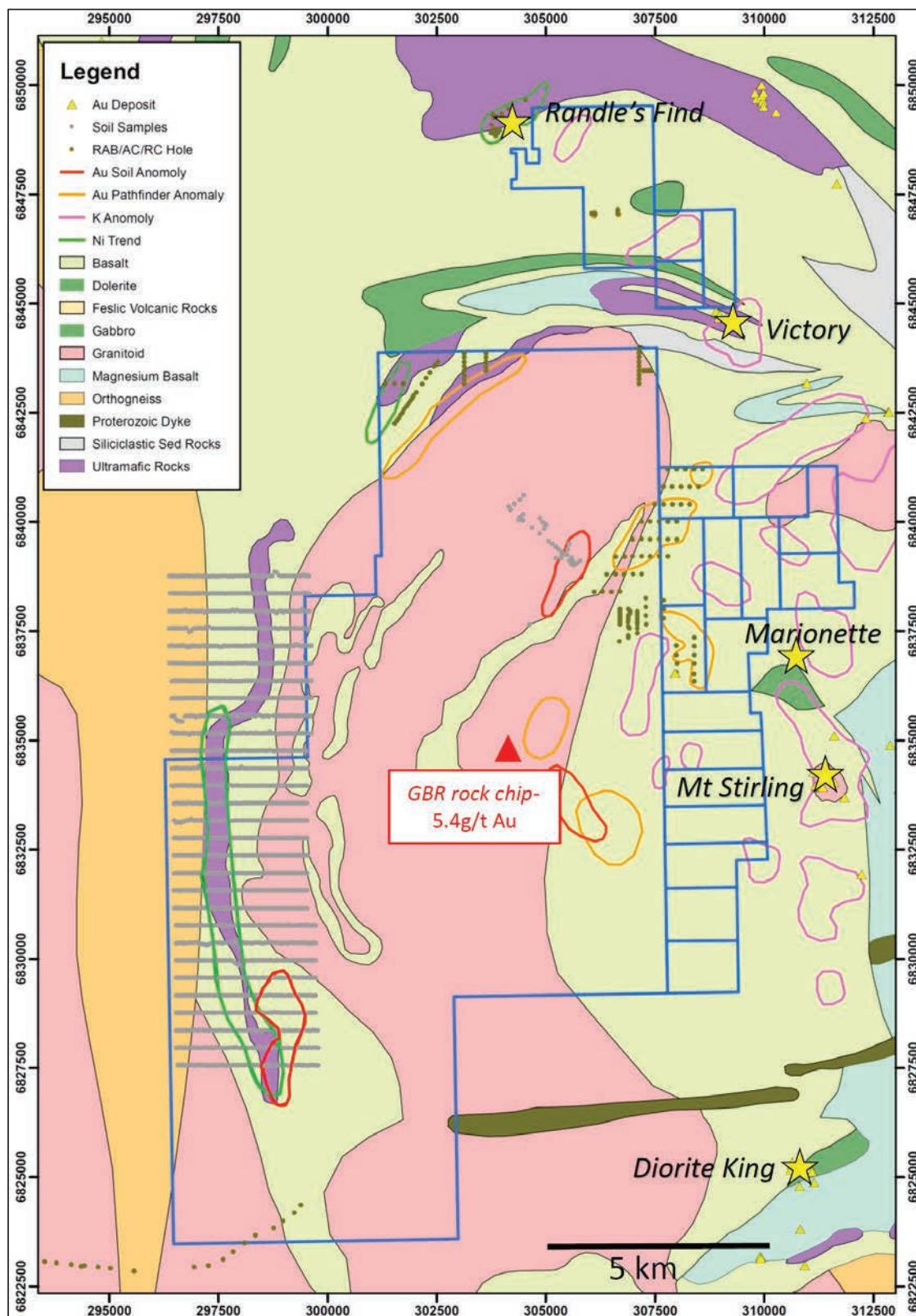


Figure 12: Geological interpretation for Tarmoola project showing existing drilling, rock chip and soil sampling. A number of areas are identified for follow up based on previous exploration and radiometric data.

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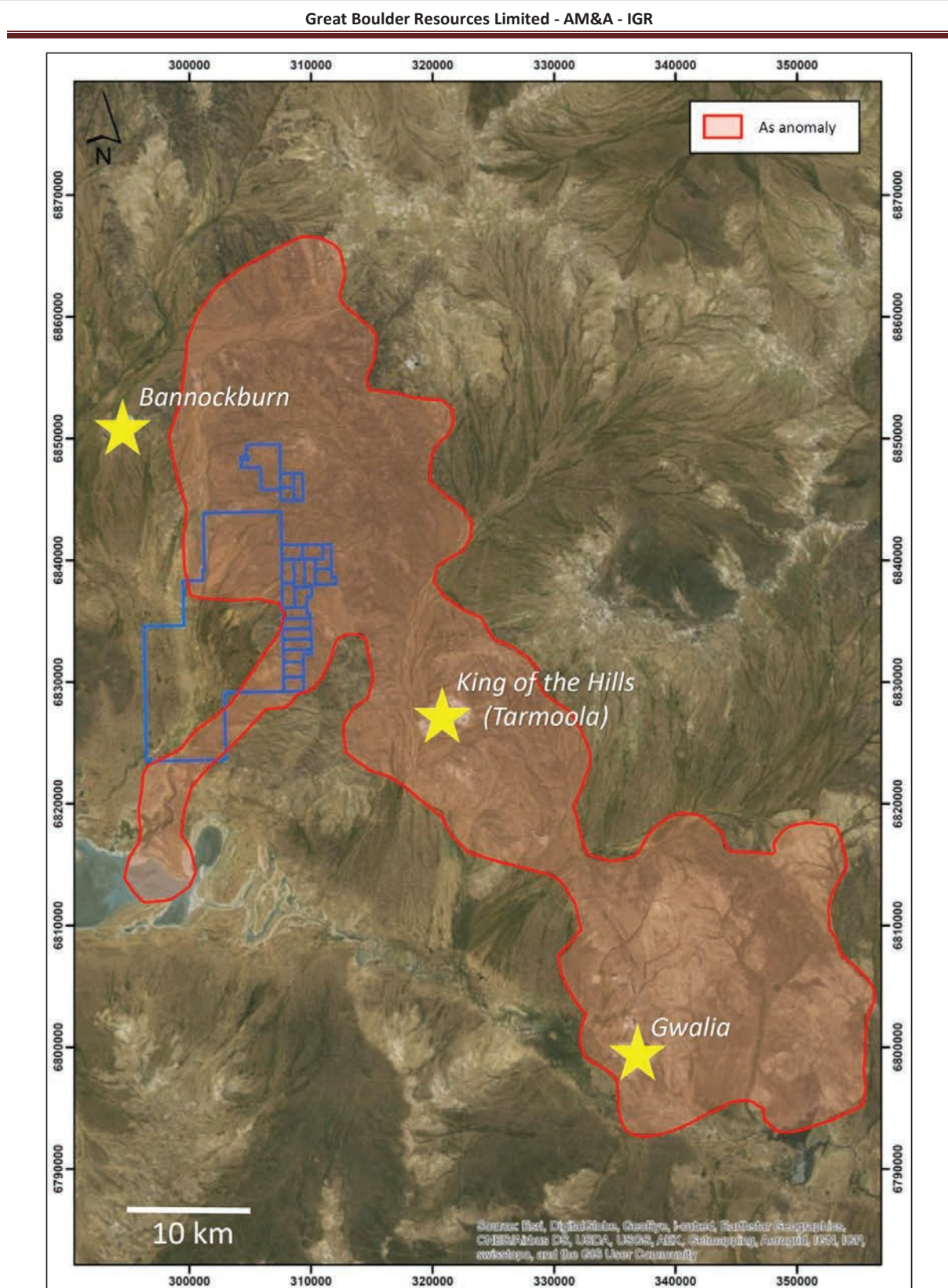


Figure 13: Satellite image showing outline of regional arsenic soil anomaly generated from Geological Survey of Western Australia regional geochemical sampling.

4.5 Work Undertaken

Only limited exploration has been completed to date by previous explorers over the Tarmoola Project tenements.

St Barbara Limited conducted a small, focused aircore drilling program at their Marionette prospect along part of the eastern margin of the Robbie's Well Pluton. This drilling identified elevated arsenic, antimony, tungsten and tellurium values, all well-known gold pathfinder elements. Rock chip sampling by GBR identified elevated arsenic, antimony, bismuth, tungsten and tellurium in surface exposures towards the southern end of the drilled area, with one rock chip sample returning 0.384ppm Au (from a quartz-carbonate vein associated with albitised felsic porphyry). Two discrete areas of interest have been defined based on this geochemical sampling data.

Saracen Metals Pty Limited compiled results from previous-explorers drilling on the northern Exploration License near Randle's Find. This work identified gold and arsenic anomalism (Au to 462ppb-EOH and As to 160ppm) in a poorly-tested sequence of mafic volcanic and intrusive rocks. These anomalies have not been followed-up with further drilling.

Discrete, focused and very limited soil sampling by T.E. Johnston & Associates Pty Ltd identified two gold-arsenic anomalous zones along the eastern margin of the Robbie's Well Pluton with peak values of 18ppb Au, 98ppm As in the northern soil anomaly and 22ppb Au in the southern soil anomaly. Johnston's northern soil anomaly lies approximately 1km west of the gold pathfinder anomaly defined by St Barbara Limited drilling and GBR rock chip sampling near Marionette. Johnston's southern soil anomaly is located approximately 4 km south of St Barbara's drilling. Reconnaissance rock chip sampling by GBR along trend from Johnston's southern soil anomaly identified a compelling gold pathfinder (bismuth, tellurium, tungsten) anomaly returning a peak gold value of 5.14g/t Au. A rock chip sample taken near the centre of Johnston's southern soil anomaly returned highly anomalous gold pathfinder (bismuth, molybdenum and tellurium) results.

Regional soil sampling was completed by Jubilee Mines NL along the Hill Bore mafic-ultramafic trend on the western side of the Robbie's Well Pluton within the southwestern part of E37/1242. Jubilee identified an apparently strike-continuous gold-in-soil anomaly with a peak value of 135ppb Au that extends at low level over a 2 km strike length that remains open to the south. Jubilee's gold-in-soil anomaly coincides with unusual hill surrounded by recent alluvial channel and lake-margin deposits including evaporitic dunes and kopai. The gold-in-soil anomaly disappears under Recent transported cover north and south of the hill. This soil anomaly has yet to be followed-up by drilling.

4.6 Significant Results

The following significant following results were from rock chips taken during a reconnaissance field trip conducted by EGMC in late 2015.

Sample_Id	East	North	Au (ppm)	As (ppm)	Ag (ppm)	Description
TNW0009	308082	6834528	0.63	9	0.18	Laminated cherty veins with significant Fe-oxide (carbonate) component.
TNW0015	304815	6835025	5.14	75	0.15	Brecciated quartz-carbonate veins associated with subcropping tonalite. The veins contain significant Fe-oxides after carbonate.
TNW0026	306736	6838951	0.38	30.8	0.13	Quartz-carbonate veins with laminated and brecciated textures associated with sub-cropping albitised quartz-feldspar porphyry. Semi-coincident with a strong regolith arsenic anomaly in the GSWA regional geochem dataset.
TNW0031	308400	6841110	0.35	483	0.61	Ferruginised chert (possible interflow unit or exhalite) subcrop. Semi-coincident with a strong regolith arsenic anomaly in the GSWA regional geochem dataset.

Table 2: Tarmoola Rock-Chip Sample Results.

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5 Yamarna (Early Stage)

5.1 Commodity Target/Class

The Yamarna project is a multi-commodity project with potential for lode gold and magmatic nickel-copper-PGE mineralisation. GBR is focusing on the core commodities of gold, with a secondary focus on nickel-copper-PGE and uranium.

5.2 Location

The Yamarna project is located 130 km east of Laverton in the Eastern Goldfields District of Western Australia and straddled by both the White Cliffs Road and the Great Central Highway. The recently-discovered Gruyere gold deposit (Gold Road Resources) is located 25 km to the northeast of GBR's tenements.

5.3 Ownership

The Yamarna Project consists of five granted exploration licence and one granted prospecting license. GBR has executed a JV agreement with EGMC to earn a 75% interest in the Yamarna project through a minimum expenditure of \$2,000,000 in exploration over five years. Once GBR have met this minimum expenditure commitment, EGMC will have the right to contribute 25% to all future exploration expenditure and retaining its interest level or choose to convert to a 2% Net Smelter Royalty (NSR). Should EGMC choose to convert its remaining interest into a 2% NSR then GBR will have a 100% interest in the project.

5.4 Geological Setting

The Yamarna Project lies immediately west of the Yamarna greenstone belt and covers the southern extensions of the Mt Venn igneous complex which intrudes at the southern end of the Jutson Rocks greenstone belt. A poorly-explored greenstone enclave, interpreted to represent a previously unrecognised portion of the Mt Venn igneous complex, has been interpreted on the project tenements. Major structural corridors associated with the Yamarna and Jutson Rocks greenstone belts traverse the project area. Several NW and NE trending cross-cutting faults transect these regional structural corridors.

The majority of the project tenements are dominated by Tertiary to Recent cover comprising aeolian and alluvial material with locally well-developed calcrete horizons. The Thatcher's Soak palaeochannel, the northeast extension of this palaeochannel hosts the adjacent Thatcher's Soak uranium resource, extends NE-SW across the project tenements. The surficial cover overlies a dissected sequence of Permian glacial deposits of variable thickness as well as masking the Archaean granitoid-greenstone bedrock.

The transported cover sequences overly a stripped saprolitic profile that is dominated by lower saprolite and saprock. The thickness of both the transported cover and lower saprolite is poorly defined due to very limited drilling but where drilling has been completed the transported cover thickness varies from approximately 0-20m and the thickness of the saprolite between approximately 0-50m.

Significant gold mineralisation has been recognised immediately east of the GBR tenements along the Attila-Alaric trend (Yamarna greenstone belt) and along the Gruyere trend (Dorothy Hills greenstone belt). The Jutson Rocks greenstone belt, which includes the Mt Venn igneous complex, also hosts gold mineralisation and a number of regolith gold anomalies have been defined therein.

The Mt Venn igneous complex is known to host anomalous Ni-Cu mineralisation associated with pyrrhotite along the Mt Venn corridor. The anomalous Ni-Cu zones are electrically conductive and EM has been used along this trend to explore for Ni-Cu mineralised zones. Interpretation of regional aeromagnetic and airborne EM data indicates that the Ni-Cu anomalous corridor extends under cover onto the GBR tenements with a number of magnetic and EM anomalies evident on the GBR tenements that remain untested by drilling.

5.5 Work Undertaken

Only limited exploration has been completed to date by previous explorers over the Yamarna Project tenements.

Crusader Resources Limited completed a broad-spaced aircore drilling program during 2011 targeting an extension of the Thatcher's Soak uranium mineralisation to the southwest onto the area now covered by GBR's tenement E38/2685. This program failed to detect any significant uranium anomalism based on XRF analyses however no geochemical analyses were completed.

Kilkenny Gold NL completed a wide-spaced (800 m x 80 m) shallow set-depth (max depth 39m) RAB drilling program over a portion of the greenstone enclave in 1994-1995. This drilling only partially tested the regolith profile with many holes terminated before reaching the bedrock interface. Where bedrock was encountered, a mixture of gabbroids together with tonalitic to granodioritic porphyry and granitoid were logged. No significant gold anomalies were identified in the composites. Only Au was assayed with no other pathfinder elements for Au or Ni-Cu being analysed.

Eleckra Mines Limited (now Gold Road Resources Limited) completed two shallow scout RC holes in 2008 testing the southern extension of a linear magnetic anomaly following the trend of the Mt Venn igneous complex. The drill samples were analysed using a handheld XRF machine and both holes failed to return any significant sulphides or anomalism.

GBR has completed reconnaissance geological survey of the Yamarna project tenements, completing mapping and sampling of surface outcrops over the greenstone enclave and re-sampling old drill cuttings where these are preserved. This mapping and re-logging of old drill cuttings identified a range of rock types in the greenstone enclave including olivine cumulate peridotite, melanocratic pyroxenite, gabbro, leucocratic gabbro and quartz gabbro, intruded by felsic-intermediate porphyry and granitoid.

Low-detection multi-element analysis of these surface and old drill-cutting samples revealed the presence of highly fractionated felsic intrusions potentially similar to the porphyry intrusions associated with the Gruyere gold deposit. These fractionated porphyritic intrusions are unusual in the Archaean and commonly show a close association with gold mineralisation. Some moderately anomalous tellurium and bismuth results were returned, being common pathfinder elements associated with gold mineralisation. The assaying also revealed scandium-rich rocks interpreted to reflect strongly Cu-Ni depleted magmas left over after exsolution of a sulphide melt.

5.6 Significant Results/ Project Highlights

Re-interpretation of historic data and recent exploration work by GBR has identified greenstone and felsic-intermediate porphyritic lithologies known to be associated with gold mineralisation in adjacent Archaean belts on the Yamarna Project tenements. Highly-fractionated granodioritic to tonalitic intrusions similar to porphyritic rocks associated with the Gruyere gold deposit have also been identified by GBR. Interpretation of the regional aeromagnetic and EM survey data has identified extensions of the Mt Venn igneous complex under surficial cover onto the project tenements.

To date there has been very limited effective exploration, especially drilling, testing for Au, Ni-Cu and uranium mineralisation.

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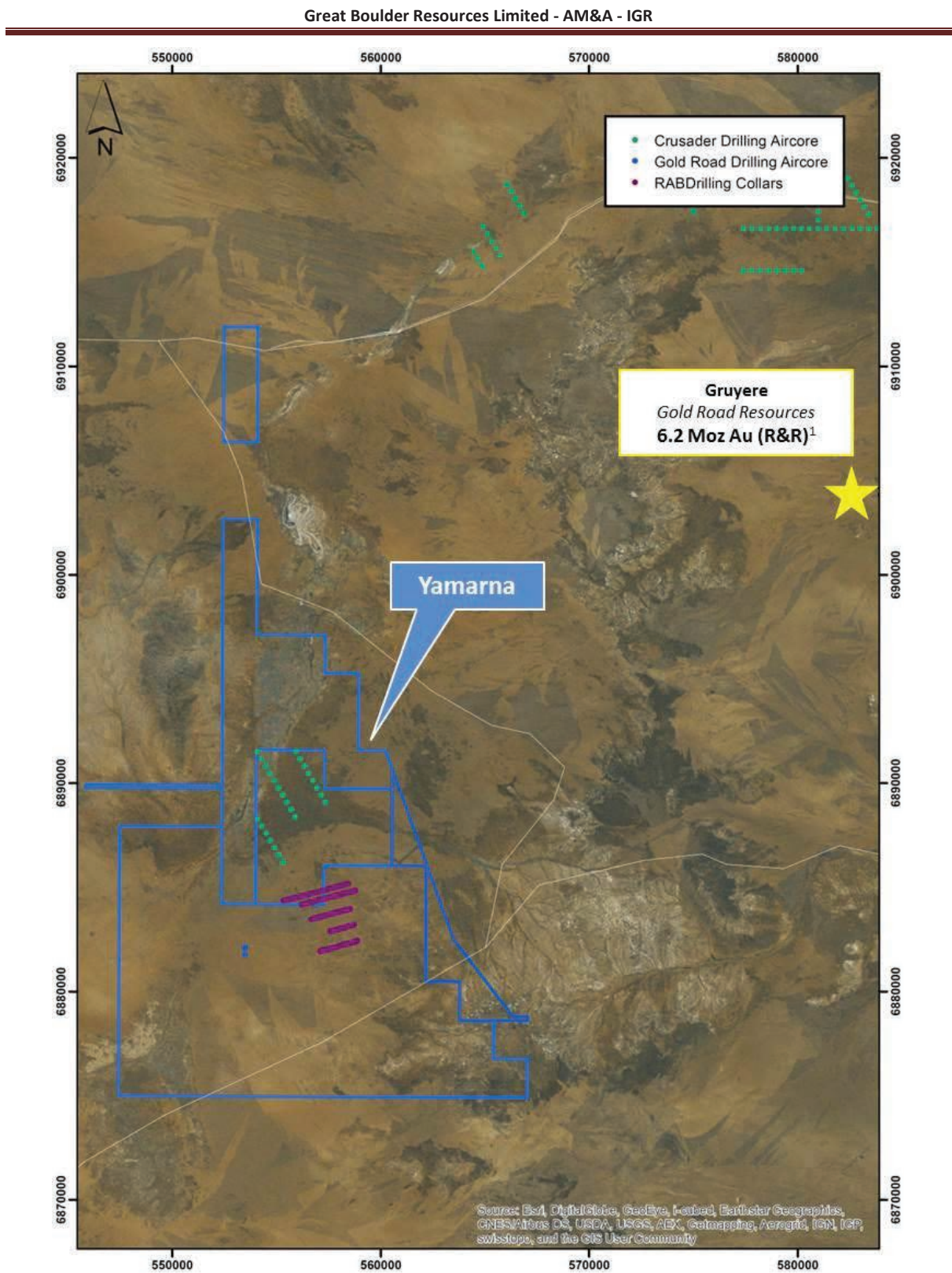


Figure 14: Yamarna project location in relation to the Gruyere gold deposit, showing extent of existing drill coverage over the Yamarna project. Most of these holes have not reached bedrock.

¹ Mineral Resources and Ore Reserves – Please refer to Section 7 References.

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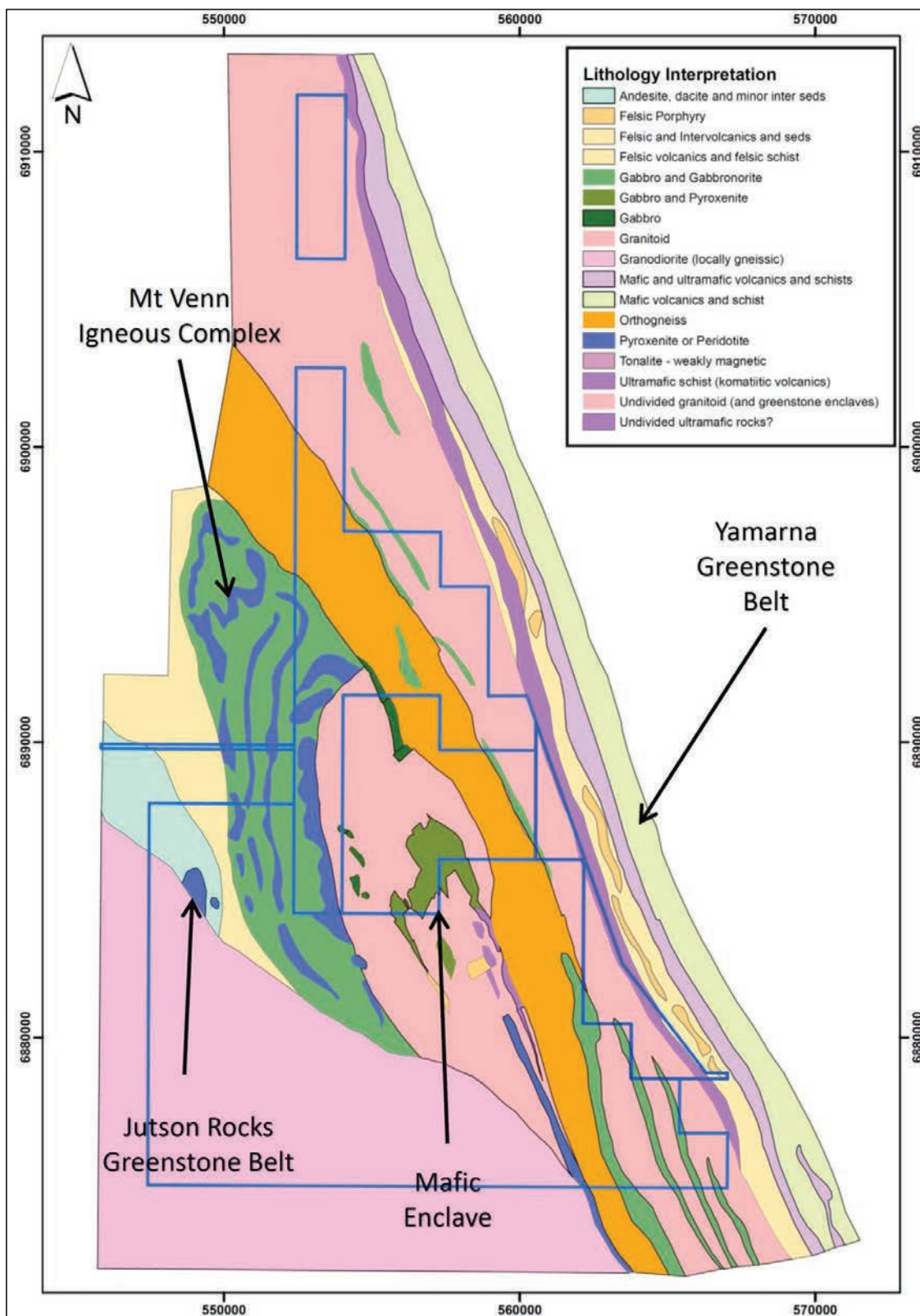


Figure 15: Regional bedrock geological interpretation of the Yamarna project.

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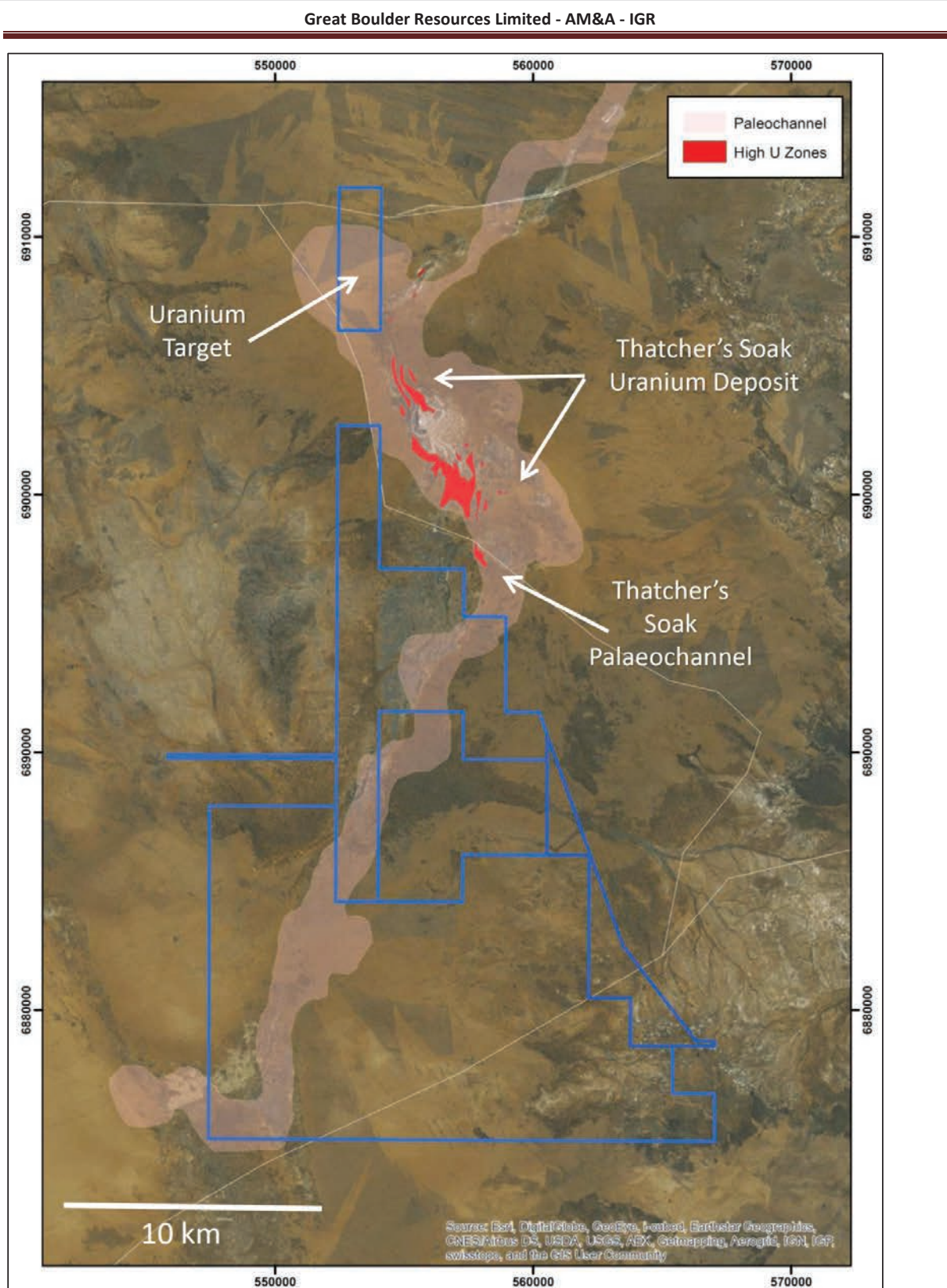


Figure 16: Satellite image showing location of the Thatcher's Soak Palaeochannel and Uranium Deposit. A target has been identified with potential to host extensions to this uranium mineralisation.

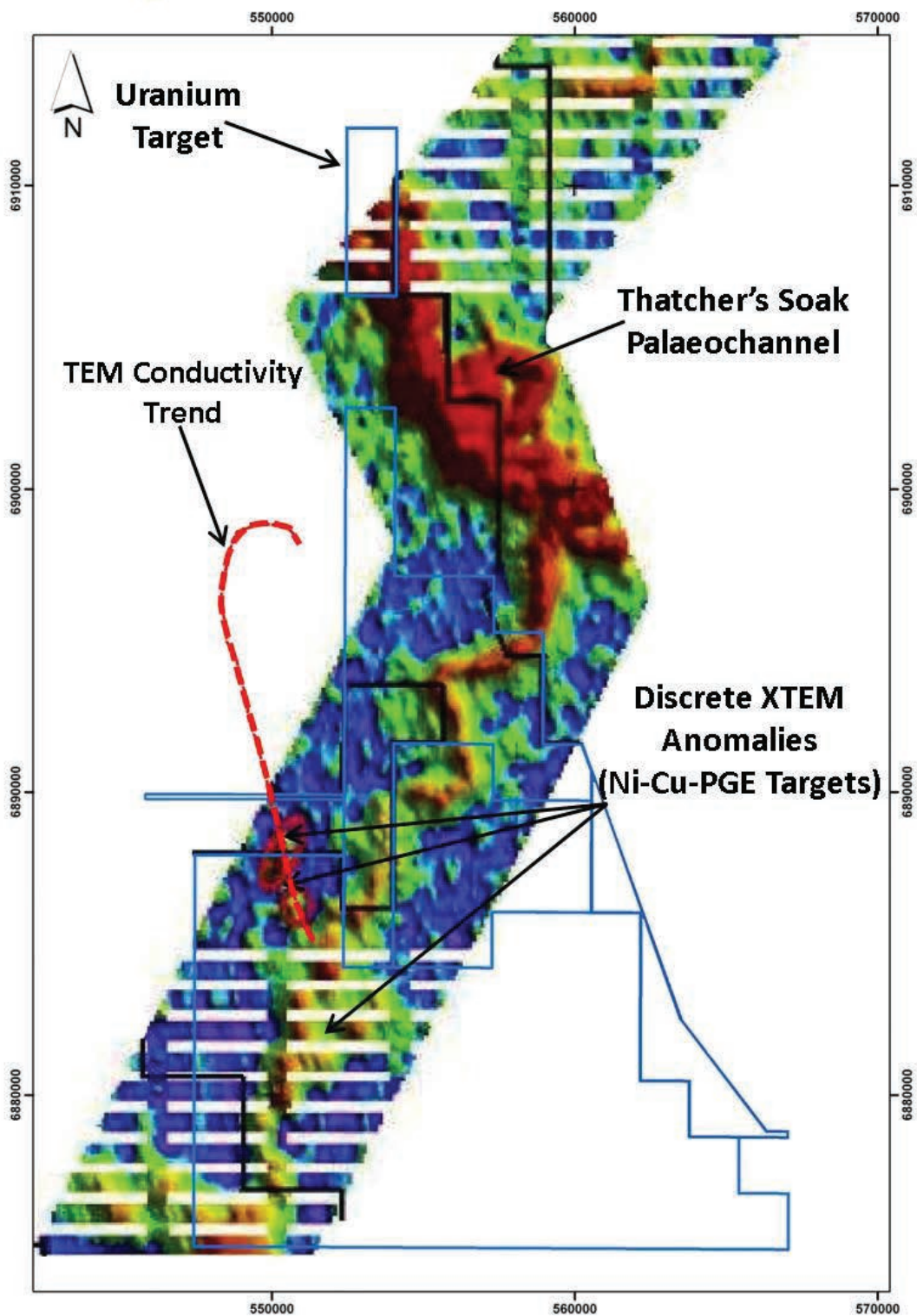


Figure 17: XTEM conductivity image over the Thatcher's Soak Palaeochannel highlighting EM conductivity anomalies with potential for Ni-Cu-PGE and uranium mineralisation.

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6 Budget

Proposed 2 Year Budget

	Minimum Subscription	Maximum Subscription
Pre-Offer cash	\$840,000	\$ 840,000
Total raised in the Offer	\$5,000,000	\$7,000,000
Total funds available	\$5,700,000	\$7,700,000
Exploration Year 1	\$1,790,000	\$2,420,000
Exploration Year 2	\$1,900,000	\$3,000,000
IPO Expenses (including broker fees)	\$ 640,000	\$770,000
Admin & Corporate Overheads	\$1,510,000	\$ 1,510,000
Total	\$ 5,840,000	\$ 7,840,000

Notes:

1. Exploration expenditures will be reviewed on an on-going basis, depending upon the nature of results forthcoming from the respective work programs.
2. In the event that more than the minimum subscription and less than the maximum subscription is raised, the Company intends to allocate the funds primarily towards evaluation and exploration. As at the Prospectus Date, it is not practical for the Board to speculate as to exactly how these funds may be applied as this will be influenced by the outcome of exploration yet to take place.
3. The above tables represent statements of the intended use of the funds raised by the Company as at the Prospectus Date. Exploration budgets may change as exploration results come to hand and if new opportunities are identified.
4. It is the Company's intention to undertake exploration and drilling programs to achieve results as soon as practicable and, subject to encouraging results being obtained, to delineate resources. The Company may seek to raise additional funds within two years after listing on ASX to the extent required to increase and accelerate exploration and drilling programs as determined by the Board.
5. It is anticipated that the funds available as unallocated working capital may be applied towards any contingency resulting in unforeseen expenses associated with the Company's existing projects and also towards expenses incurred in identifying and generating new mineral exploration projects. Such expenses may include the cost of purchasing exploration data, commissioning expert reports and studies, acquiring exploration rights and due diligence costs of reviewing potentially suitable projects including associated travel, legal and other professional expenses.

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Proposed Budget and Work by Project	Budget (Min) \$	Budget (Max)	Work Proposed
Balagundi			
Year 1	717,500	987,000	Structural mapping/ logging, RC drilling, DD Drilling, geochemical analysis, field supervision and data management, 3D geological modelling.
Year 2	820,000	1,030,000	RC drilling, DD drilling, geochemical analysis, field supervision and data management, metallurgical drilling and basic testwork, resource modelling, engineering studies.
Broadwood			
Year 1	165,000	242,000	Surface soil and auger sampling, structural mapping, small campaign of shallow aircore/ RAB drilling, geochemical analysis, field supervision and data management
Year 2	200,000	320,000	Follow up RC drilling, desktop studies/ data review, structural mapping, field supervision and data management
Jundee South			
Year 1	165,000	242,000	Desktop studies, data acquisition, structural logging/ reinterpretation of existing DD drilling, geochemical analysis.
Year 2	190,000	300,000	Surface mapping, 3D geological modelling, desktop studies, data acquisition
Tarmoola NW			
Year 1	412,500	605,000	Surface soil/ auger sampling, shallow aircore/RAB drilling, geochemical analysis, structural mapping, desktop studies, RC drilling, field supervision
Year 2	310,000	750,000	Follow up RC drilling, geochemical analysis, field supervision and data management, 3D geological modelling.
Yamarna			
Year 1	330,000	484,000	Desktop studies, shallow aircore/ RAB drilling, geochemical analysis, surface mapping and soil/ auger sampling, RC drilling, field supervision and data management, geochemical analysis.
Year 2	380,000	600,000	Follow up shallow aircore drilling, RC drilling, data acquisition (geophysical surveys), surface mapping, field supervision and data management, geochemical analysis.
Total Exploration Year 1	1,790,000	2,560,000	
Total Exploration Year 2	1,900,000	3,000,000	

Rents, rates, tenement administration costs apply and are included for all projects

Native title costs apply to and are included for the Balagundi and Yamarna projects

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Gold Deposit Size Reference

	Reported Reserves			Reported Reserves			Resource & Reserves		Historical		Total Endowment	
	Tonnage (Mt)	Grade (g/t Au)	Gold (Moz)	Tonnage (Mt)	Grade (g/t Au)	Gold (Moz)	Gold (Moz)	Gold (Moz)	Production (Moz)	Production (Moz)	Gold (Moz)	Gold (Moz)
Bannockburn	18.9	1.7	1.06	4.4	1.5	0.21	1.06				1.1	
Source:	http://www.saracen.com.au/files/8214/4486/6594/151015_A SX_-_Resources_ Reserves_2015_Final.pdf											
Note:	Resources include Ore Reserves of 4.4Mt at 1.5g/t Au and 206koz gold											
Binduli	74.9	0.9	2.17				2.17				2.2	
Source:	http://www.nortongoldfields.com.au/PDF/15-04-08%20Scheme%20Booklet.pdf											
Gruyere	147.7	1.3	6.16				6.16				6.2	
Source:	http://www.goldroad.com.au/reports/GruyereMineralResourceUpdate-April2016-FINAL.pdf											
Gwalia	17.3	7	3.9	6.8	8.3	1.81	3.9		5.31		9.2	
Source:	http://www.stbarbara.com.au/fileadmin/user_upload/documents/Reserves_and_Resources/2016/2016.08.23_A SX_30_June_2016_Ore_Reserves_and_Mineral_Resources_Statements.pdf											
Source:	http://www.stbarbara.com.au/fileadmin/user_upload/documents/Reserves_and_Resources/30_June_2013/SBM_Short_Form_Ore_Reserve_Report_Gwalia_Mine_.pdf											
Source:	http://www.stbarbara.com.au/fileadmin/user_upload/documents/annual-reports/St_Barbara_Limited_Annual_Report_2015.pdf											
Source:	http://www.stbarbara.com.au/uploads/tx_rlsortthis/2016.08.23_A SX_FY16_Financial_Report_Appendix_4E_briefing_and_webcast_final.pdf											
Note:	St Barbara reported 4.58Moz of historical production up to 30 June 2013. From 1 July 2013 to 30 June 2016 St Barbara has reported production of 729,627oz from Gwalia											
Note:	Resources include Ore Reserves of 6.8Mt at 8.3g/t Au and 1,808koz gold											
Jundee	12	3.5	1.35	3.5	5.2	0.6	1.35		6.2		7.6	
Source:	http://www.nsriftd.com/our-assets/resources-and-reserves											
Source:	http://www.nsriftd.com/wp-content/uploads/2015/06/NSR-Jundee-Operations-Fact-Sheet-July-2014-Final.pdf											
Note:	Resources include Ore Reserves of 3.5Mt at 5.2g/t Au and 595koz gold											
Kanowna Belle	9.4	4	1.21	1.8	3	0.17	1.21		5.41		6.6	
Source:	http://www.nsriftd.com/our-assets/resources-and-reserves											
Source:	http://www.nsriftd.com/wp-content/uploads/2016/08/NSR-Kalgoorlie-Operations-Fact-Sheet-July-2016.pdf											
Source:	http://www.nsriftd.com/wp-content/uploads/2016/07/June-Quarterly-Report-20-7-2016-final.pdf											
Note:	Historical production of 5.3Moz gold up to 31 December 2015, but this includes ore processed from Kundana and Kundana East.											
Note:	Northern Star has reported gold production from 1 January to 30 June 2016 of 47,744 oz from Kanowna Belle and 58,936 oz from Kundana East. For consistency, Kundana East production is included in Kanowna Belle figures											
Note:	Resources include Ore Reserves of 1.76Mt at 3.0g/t Au and 168koz gold											

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King of the Hills	Tonnage (Mt)	Grade (g/t Au)	Gold (Moz)	Tonnage (Mt)	Grade (g/t Au)	Gold (Moz)	Production (Moz)	Gold (Moz)
	0.9	6.1	0.17	1	3	0.1	1.9	2.1
Source:	http://www.saracen.com.au/files/8214/4486/6594/151015_A SX - Resources_ Reserves_ 2015_Final.pdf							
Note:	Resources include Ore Reserves of 1.0Mt at 3.0/t Au and 95koz gold							
Kundana	Tonnage (Mt)	Grade (g/t Au)	Gold (Moz)	Tonnage (Mt)	Grade (g/t Au)	Gold (Moz)	Production (Moz)	Gold (Moz)
	3.4	6	0.66			0.66		0.7
Source:	http://www.nsrftd.com/our-assets/resources-and-reserves							
Kundana East	Tonnage (Mt)	Grade (g/t Au)	Gold (Moz)	Tonnage (Mt)	Grade (g/t Au)	Gold (Moz)	Production (Moz)	Gold (Moz)
	5.1	11.3	1.86	3.3	8.3	0.87	1.86	1.9
Source:	http://www.nsrftd.com/our-assets/resources-and-reserves							
Source:	http://www.nsrftd.com/wp-content/uploads/2016/08/NSR-Kalgoorlie-Operations-Fact-Sheet-July-2016.pdf							
Source:	http://www.nsrftd.com/wp-content/uploads/2016/07/June-Quarterly-Report-20-7-2016-final.pdf							
Note:	No historical production recorded for Kundana or Kundana East as ore from both projects was processed through the Kanowna Belle plant							
Note:	Resources include Ore Reserves of 1.66Mt at 8.3g/t Au and 444koz gold							
Mungari Operations	Tonnage (Mt)	Grade (g/t Au)	Gold (Moz)	Tonnage (Mt)	Grade (g/t Au)	Gold (Moz)	Production (Moz)	Gold (Moz)
	79.33	1.78	4.53	7.9	2.62	0.67	4.53	4.5
Source:	http://evolutionmining.com.au/reservesresources							
Note:	Resources include Ore Reserves of 7.92Mt at 2.62g/t Au and 666koz gold							
Paddington Operations	Tonnage (Mt)	Grade (g/t Au)	Gold (Moz)	Tonnage (Mt)	Grade (g/t Au)	Gold (Moz)	Production (Moz)	Gold (Moz)
	151.5	1.47	7.14	18.5	1.86	1.11	7.14	7.1
Source:	http://www.nortongoldfields.com.au/Projects_Pad_Reserve_Resource.htm							
Source:	http://www.nortongoldfields.com.au/PDF/NGF%20Annual%20Report%202014%20FINAL.pdf							
Note:	Resources include Ore Reserves of 18.5Mt at 1.86g/t Au and 1.11Moz gold							
Super Pit	Tonnage (Mt)	Grade (g/t Au)	Gold (Moz)	Tonnage (Mt)	Grade (g/t Au)	Gold (Moz)	Production (Moz)	Gold (Moz)
	31.2	0.9	0.9	201.7	1.28	8.31	58	67.2
Source:	www.barrick.com/files/annual-report/Barrick-Annual-Report-2015.pdf							
Source:	http://superpit.com.au/about/history/							
Note:	KCGM operates the Kalgoorlie Super Pit and stated historical production of 58Moz up to 2014							
Thunderbox	Tonnage (Mt)	Grade (g/t Au)	Gold (Moz)	Tonnage (Mt)	Grade (g/t Au)	Gold (Moz)	Production (Moz)	Gold (Moz)
	37.2	1.7	2.02	10.9	1.7	0.6	2.02	2
Source:	http://www.saracen.com.au/files/8214/4486/6594/151015_A SX - Resources_ Reserves_ 2015_Final.pdf							
Note:	Resources include Ore Reserves of 10.9Mt at 5.2g/t Au and 595koz gold							

The authors and competent persons of the reports referred to above have not consented to the use of the reports in this Independent Geologist Report.

8 JORC Table 1

JORC Code, 2012 Edition – Table 1 report

Section 1 Sampling Techniques and Data

(Criteria in this section apply to all succeeding sections.)

Criteria	Commentary
<i>Sampling techniques</i>	<p>The following relates to EGMC drilling.</p> <p>Reverse circulation drilling (RC) was used to produce a 1m bulk sample and representative 1m split samples were collected using a three stage, 1 in 8 riffle splitter.</p> <p>Geological logging was completed and mineralised intervals were determined by the geologists to be submitted as 1m riffle split samples. In logged unmineralised zones a 4m composite (scoop) samples were submitted to the laboratory for analysis. If these 4m composite samples came back with anomalous grade the corresponding original 1m split samples were submitted to the laboratory for analysis.</p> <p>Diamond drilling was used to produce drill core with a 61.24mm (HQ3) and 50.80mm (NQ2) diameter. Core was sampled from sections deemed mineralised by geological logging.</p> <p>The RC and diamond samples were crushed and split at the laboratory, with ~1kg pulverised.</p> <p>Results comprise ICP-MS analysis for all 1m selective riffle split samples (RC), 4m composite samples (RC) and 1m selective diamond core. Priority Fire Assay analysis, using a 30 to 50g charge (laboratory and method dependent), was utilised where analysis was undertaken for gold results greater than 100ppm Au.</p> <p>Where multi-element analysis was not undertaken, all results are from Fire assay with a 25 to 50g charge (laboratory and method dependent).</p> <p>The sampling techniques used are deemed appropriate for the style of mineralisation and deposit type.</p>
<i>Drilling techniques</i>	<p>Reverse Circulation drilling used 140 to 130mm diameter drill bits. RC drilling employed face sampling hammers ensuring contamination during sample extraction is minimised.</p> <p>Diamond drilling used HQ and NQ drill bits (HQ; 96mm external, 61.24mm internal. NQ; 76mm external, 50.8mm internal).</p>
<i>Drill sample recovery</i>	<p>Drilling techniques to ensure adequate RC sample recovery and quality included the use of “booster” air pressure. Air pressure used for RC drilling was 700-800psi.</p> <p>Logging of all samples followed established company procedures which included recording of qualitative fields to allow discernment of sample reliability. This included (but was not limited to) recording: sample condition, sample recovery, sample split method.</p> <p>No analysis of samples weights, sample condition or recovery has been undertaken.</p> <p>There is no twinned EGMC drilling at any of the listed projects.</p>
<i>Logging</i>	<p>Geological logging of samples followed established company and industry common procedures. Qualitative logging of samples included (but was not limited to) lithology, mineralogy, alteration, veining and weathering. Diamond core logging included additional fields such as structure parameters.</p>
<i>Sub-sampling techniques and sample</i>	<p>Entire whole diamond core was sampled for selected intervals based upon visual logging.</p> <p>Splitting of RC samples occurred via a riffle splitter by the RC drill rig operators. Riffle splitting of RC drill</p>

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Criteria	Commentary
<i>preparation</i>	<p>samples occurred regardless of the sample condition.</p> <p>All samples were submitted to either ALS Chemex (Kalgoorlie) or Bureau Veritas Minerals (Kalgoorlie) element analyses. The sample preparation included:</p> <ul style="list-style-type: none"> - RC and whole-core samples were crushed such that >70% are less than 6 mm, - Samples were then split via a riffle splitter/ rotary splitter to achieve ~1kg split, - This split was then pulverised such that a minimum of 85% passes 75um (ALS standard) and ~25g was used for the analytical pulp (MS, where undertaken), and 30g or 50g for fire assay. <p>Sample length, weight and collection methods of RC and diamond sampling are considered acceptable for the exploration of these styles of gold mineralisation.</p>
<i>Quality of assay data and laboratory tests</i>	<p>All EGMC samples (RC chips and diamond core) were assayed by industry standard methods through commercial laboratories in Australia (ALS Chemex Kalgoorlie, or Bureau Veritas Minerals, Kalgoorlie).</p> <p>Typical analysis methods used;</p> <ul style="list-style-type: none"> - 25g pulps derived from sample preparation (outlined in the previous section) were dissolved using Aqua regia gold digestion (3 parts hydrochloric acid, 1 part nitric acid), with final gold determination via ICP-MS. E.g. ALS Method Au-OG43. - Samples that returned >100 ppm Au grades were subsequently analysed for Priority Fire Analysis (30 to 50g charge method dependent). E.g. ALS Method Au-AA25. <p>In some cases, only fire assay was undertaken. Also, in addition to fire assay, some drilling at Jundee South also underwent multi-element analysis via 4-acid digest (Hydrochloric, Nitric, Perchloric and Hydrofluoric) with final determination via ICP-MS. E.g. ALS Method ME-MS61.</p> <p>Due to the early nature of exploration at the projects to date, no standard or blanks have been used.</p> <p>The analytical laboratories provided their own routine quality controls within their own practices.</p> <p>Future studies will assess the insertion (and rate) of standards or blanks in future drilling programmes.</p>
<i>Verification of sampling and assaying</i>	<p>No verification of sampling and assaying has been undertaken in the EGMC drilling programmes. All retained core is stored in a secured site and are available for verification if required.</p> <p>EGMC has strict procedures for data capture, flow and data storage, and validation.</p>
<i>Location of data points</i>	<p>Drill collars where surveyed using a hand held GPS.</p> <p>Downhole surveys were completed on some of the EGMC drilling. Holes without downhole survey use planned or compass bearing/dip measurements for survey control.</p> <p>The MGA 94 UTM zone 51 coordinate system was used for all EGMC undertakings.</p>
<i>Data spacing and distribution</i>	<p>The spacing and location of the majority of the drilling in the projects is, by the nature of early exploration, variable. At the Balagundi project, some of the drilling does have localised and nominal 20-40m by 60m spacing.</p> <p>The spacing and location of data is currently only being considered for exploration purposes.</p> <p>In intervals qualitatively logged as unmineralised, 4 metre composite samples were taken from the RC drill holes.</p>
<i>Orientation of data in relation to geological structure</i>	<p>Drilling by EGMC was nominally perpendicular to mineralisation where practical and where known, meaning that intersection widths are broadly representative of the true width of mineralisation.</p> <p>A list of the drillholes and orientations as reported with significant intercepts is appended to this table.</p> <p>Considering the types of mineralisation at the GBR projects, the drilling orientations and subsequent sampling is considered to be unbiased in its representation for exploration reporting purposes.</p>
<i>Sample security</i>	<p>EGMC has strict chain of custody procedures that are adhered to for drill samples. All samples for each batch have the sample submission number/ticket inserted into each bulk polyweave sample bag with the id number clearly visible. The sample bag is stapled together such that no sample material can spill out and no one can tamper with the sample once it leaves EGMC's custody.</p>
<i>Audits or</i>	<p>None completed.</p>

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Criteria	Commentary
<i>reviews</i>	

Section 2 Reporting of Exploration Results

(Criteria listed in the preceding section also apply to this section.)

Criteria	Commentary
<i>Mineral tenement and land tenure status</i>	<p>Great Boulder Resource Ltd (GBR) is comprised of several projects with associated tenements;</p> <p>Balagundi Project tenements and details</p> <ul style="list-style-type: none"> – Mining lease M25/194 where, – GBR has executed a JV agreement to earn 75% interest through exploration expenditure of \$1,000,000 AUD over five years. Following satisfaction of the minimum expenditure commitment by GBR, Eastern Goldfields Mining Company Pty Ltd (EGMC - current tenement owner) will have the right to contribute to expenditure in the project at its 25% interest level or choose to convert to a 2% Net Smelter Royalty (NSR). Should EGMC choose to convert its remaining interest into a 2% NSR, then GBR will have a 100% interest in the project. <p>Broadwood Project tenements and details</p> <ul style="list-style-type: none"> – Prospecting licences P26/4009, P26/4030, P26/4037, P26/4038, P26/4039, P26/4049 and prospecting licences under application P26/4010, where, – GBR has executed a JV agreement to earn 75% interest through exploration expenditure of \$500,000 AUD over five years. Following satisfaction of the minimum expenditure commitment by GBR, EGMC (current tenement owner) will have the right to contribute to expenditure in the project at its 25% interest level or choose to convert to a 2% Net Smelter Royalty (NSR). Should EGMC choose to convert its remaining interest into a 2% NSR, then GBR will have a 100% interest in the project. <p>Jundee South tenements and details</p> <ul style="list-style-type: none"> – Exploration licence E53/1101 where, – GBR has a 100% interest in E53/1101 and a third party retains a 0.5% royalty on any gold produced from the project. <p>Tarmoola NW tenements and details</p> <ul style="list-style-type: none"> – Exploration licences E37/1241, E37/1242, and prospecting licences under application P37/8667, P37/8668, P37/8669, P37/8670, P37/8671, P37/8672, P37/7673, P37/8674, P37/8675, P37/8676, P37/8677, P37/8678, P37/8679, P37/8680, P37/8681, P37/8682, P37/8683, P37/8684, P37/8685 where, – GBR has executed a JV agreement to earn 75% interest through exploration expenditure of \$1,400,000 AUD over five years. Following satisfaction of the minimum expenditure commitment by GBR, EGMC (current tenement owner) will have the right to contribute to expenditure in the project at its 25% interest level or choose to convert to a 2% Net Smelter Royalty (NSR). Should EGMC choose to convert its remaining interest into a 2% NSR, then GBR will have a 100% interest in the project. <p>Yamarna tenements and details</p> <ul style="list-style-type: none"> – Exploration licences E38/2685, E38/2952, E38/2953, E38/5957, E38/2958 and prospecting licence P38/4178 where, – GBR has executed a JV agreement to earn 75% interest through exploration expenditure of \$2,000,000 AUD over five years. Following satisfaction of the minimum expenditure commitment by GBR, EGMC (current tenement owner) will have the right to contribute to expenditure in the project at its 25% interest level or choose to convert to a 2% Net Smelter Royalty (NSR). Should EGMC choose to convert its remaining interest into a 2% NSR, then GBR will have a 100% interest in the project.
<i>Exploration done by other parties</i>	<p>Balagundi</p> <ul style="list-style-type: none"> – Previous explorers included: – 1970's. Eureka Minerals Pty Ltd – 1980's. Texasgulf Australia Ltd, Hawk Investments Ltd, Delta Gold NL, Red River Mining Ltd – 1990's. Delta Gold NL, Archean Gold NL, Acacia Resources Ltd, Kanowna Lights NL.

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Criteria	Commentary
	<ul style="list-style-type: none"> - This exploration undertaken includes soil sampling, shallow wide-spaces Rotary Air Blast (RAB) drilling and, aircore drilling over limited portions of the project. Some limited RC drilling was undertaken by Delta Gold NL and Acacia Resource Ltd. - 2000's. Private exploration including RC and diamond drilling in limited portions of the project.
	<p>Broadwood</p> <ul style="list-style-type: none"> - 2000's. Placer Dome Asia Pacific Ltd (PDAP) completed gravity surveying and wide-spaced RAB drilling. AngloGold Ashanti Ltd (AAAL) conducted augur soil sampling and RAB drilling over limited portions of the project. The Geological Survey of Western Australia (GSWA) conducted sterilisation drilling on behalf of Land Corp.
	<p>Jundee South</p> <ul style="list-style-type: none"> - 1970's. A diamond drill hole was drilled by Carpentaria Exploration. - 1990's. Wiluna Mines Pty Ltd completed wide-spaced drilling RAB drilling as well as lag sampling. - 2000's. Private exploration included RC and diamond drilling in limited portions of the project.
	<p>Tarmoola</p> <ul style="list-style-type: none"> - Previous explorers included: - 1990's - 2000's. Saracen Metals Pty Ltd compiled results from previous explorers drilling on the northern ELs near Randle's Find. - 2000's. Jubilee Mines NL conducted soil sampling on the western side of the Robbie's Well Pluton. Agnew Gold Mining Company Pty Ltd (Goldfield) undertook limited drilling on the northern portions of project, as well as soil sampling. - 2010-2011 T.E Johnston & Associated Pty Ltd conducted limited soil along the eastern margin of Robbie's Well Pluton. - 2011. St Barbara Ltd conducted a small, focused aircore drilling along the eastern margin of the Robbie's Well Pluton.
	<p>Yamarna</p> <ul style="list-style-type: none"> - 1990's. Kilkenny Gold NL completed wide-spaced, shallow, RAB drilling over a limited area. Gold assay only. - 2008. Elecktra Mines Ltd (now Gold Road Resources Ltd) completed two shallow RC holes targeting extension to Mt Venn igneous complex. XRF analysis only, no geochemical analysis completed. - 2011. Crusader Resources Ltd completed broad-spaced aircore drilling targeting extensions to Thatcher's Soak uranium mineralisation. XRF analysis only, no geochemical analysis completed.
Geology	<p>Balagundi</p> <ul style="list-style-type: none"> - Greenstone hosted, large-scale structural duplex intruded by gabbroic sills, and lesser felsic porphyry dykes, with E-W faults and NNW-trending structures, with mineralised (and potential gold) vein systems extending over strike length of several hundred metres. <p>Broadwood</p> <ul style="list-style-type: none"> - Diverse greenstone packages containing late porphyritic intrusions. NNE cross-cutting faults potentially hosting gold mineralisation along the Binduli-Kundana-Karrawang trend. <p>Jundee South</p> <ul style="list-style-type: none"> - Contained within the northern portion of the Yandal greenstone belt, proximal to the eastern flank of the Lake Violet syncline, and within the structural hangingwall of the Nimary Fault. Archean bedrock is dominated by mafic-ultra mafic rocks, with a later granodioritic granitoid stock intruding the sequence. Dolerite sills that represent host rocks at Jundee Gold Mine (Northern Star Resources) are interpreted to extend into project. <p>Tarmoola</p> <ul style="list-style-type: none"> - Greenstone sequences with a km-scale internal granitoid and a number of discrete dioritic to tonalitic stocks known to be associates with regional gold mineralisation (e.g. Tarmoola) - Contains the northern extension to the regional granite-greenstone terrain contact with a similar geological setting as Tarmoola and Gwalia. <p>Yamarna</p> <ul style="list-style-type: none"> - Immediately west of the Yamarna greenstone belt and hosting the southern extensions of the Mt Venn igneous complex.

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Criteria	Commentary
	<ul style="list-style-type: none"> – Greenstone and felsic-intermediate porphyritic lithologies similar to adjacent Archean occurrences of known gold mineralisation. – Major structural corridors associate with the Yamarna and Jutson Rocks greenstone belts traverse the project area.
<i>Drill hole Information</i>	<p>An exhaustive list of historical drill results has not been itemised nor included, except where results were considered significant, and could be independently verified.</p> <p>A complete list of significant results from EGMC drilling is provided as an appendix to this table.</p> <p>Any quoted results in the main report body, from historic or previous company drilling or sampling programmes, has been provided for historic and qualitative purposes only.</p> <p>Any historic or previous company drilling results not included may be due to; a) uncertainty of result, location or other unreliability, b) yet to be assessed by GBR, c) unmineralised, d) unsampled or unrecorded, or e) not considered material.</p>
<i>Data aggregation methods</i>	<p>In reported exploration results, length weighted averages are used for any non-uniform intersection sample lengths. Length weighted average is (sum product of interval x corresponding interval assay grade), divided by sum of interval lengths and rounded to one decimal place</p> <p>No top cuts have been considered in reporting of grade results, nor was it deemed necessary for the reporting of significant intersections.</p> <p>No metal equivalent values have been reported.</p>
<i>Relationship between mineralisation widths and intercept lengths</i>	<p>Drilling by EGMC was nominally perpendicular to mineralisation (where practical), meaning that the intersections width are broadly representative of the true width of mineralisation.</p> <p>The relationship of mineralisation widths to the intercepts of any historic drilling or drilling undertaken by other previous companies is unknown.</p>
<i>Diagrams</i>	Refer to figures in announcement. A plan view of reported significant intersection drillholes is included.
<i>Balanced reporting</i>	<p>It is not practical to report all exploration results as such unmineralised intervals. Low or non-material grades have not been reported.</p> <p>There has been selective sampling of holes where mineralisation is observed. The grades (or lack thereof) in unsampled material is unknown.</p> <p>The confidence in reported historic assays, results or drill productions is unknown.</p>
<i>Other substantive exploration data</i>	Available data from historic or previous exploration parties includes some soil sampling, geological mapping, and historic gold production figures. Where possible, historic exploration data has been supported by limited or selected sampling and geological mapping undertaken by GBR.
<i>Further work</i>	Potential work across GBR projects may include detailed geological mapping and surface sampling, ground or airborne geophysics as well as confirmatory, exploratory or follow-up drilling.

Notes to Significant Intercepts tables and maps

- The results comprise both 4m composite and 1m split samples lengths.
- Results comprise ICP-MS analysis for all 1m selective riffle split samples (RC) and 4m composite samples (RC).
- Priority Fire Assay analysis results were utilised where analysis was undertaken for gold results greater than 100ppm.
- All results were analysed by ALS Chemex (Perth and Kalgoorlie) or by Bureau Veritas Minerals (Kalgoorlie) laboratories
- The quoted Northing and Easting collar locations are in MGA 94 Zone 51 co-ordinate system.

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Great Boulder Resources Limited - AM&A - IGR

Balagundi Project Significant Intercepts

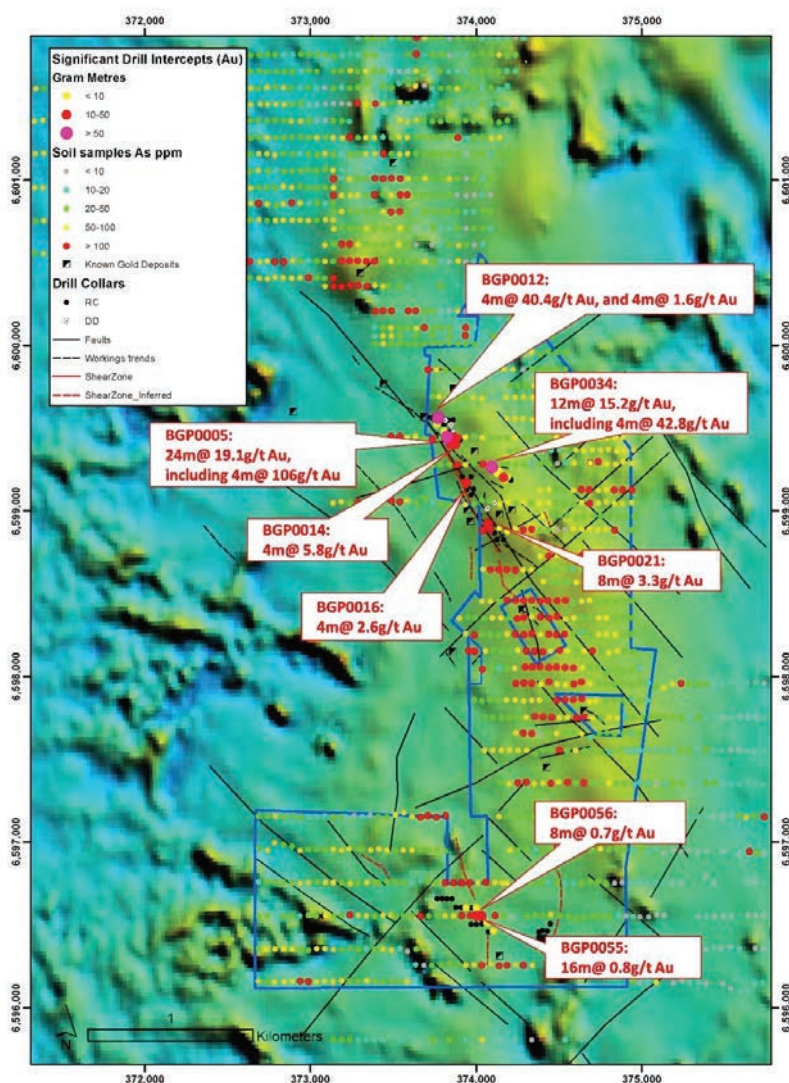
Hole ID	Easting (mE)	Northing (mN)	RL	Hole Depth (m)	Dip	Azimuth	From	To	Width (m)	Au ppm
BGP0002	373765	6599522	400	80	-60	270	44	48	4	0.87
BGP0004	373805	6599485	400	80	-60	270	40	52	12	0.59
BGP0005	373825	6599445	400	80	-60	270 including	0 0 32	24 4 40	24 4 8	19.07 106.00 0.70
BGP0006	373855	6599445	400	140	-60	270	16 56 89	20 79 93	4 23 4	0.60 1.17 1.22
BGP0009	373865	6599445	400	180	-60	270	16 32 92 102 125 133	20 44 98 104 127 134	4 8 6 2 2 1	1.40 0.87 0.46 1.22 1.04 1.75
BGP0011	373865	6599425	400	163	-60	270	36 85	64 86	28 1	0.79 1.29
BGP0012	373770	6599560	400	158	-60	270	99 132	103 136	4 4	40.36 1.61
BGP0014	373845	6599405	400	114	-60	270	4 32	8 36	4 4	5.75 0.60
BGP0015	373875	6599405	400	100	-60	270	12 32 44	20 36 48	8 4 4	1.30 1.49 1.07
BGP0016	373940	6599170	400	126	-60	270	16	20	4	2.64
BGP0021	374075	6598925	400	126	-60	270	48	56	8	3.33
BGP0026	374170	6599185	400	80	-60	270	8	12	4	1.59
BGP0028	374165	6599205	400	80	-60	270	8 36	24 40	16 4	1.80 0.66
BGP0029	374190	6599205	400	120	-60	270	48 64	56 68	8 4	0.80 0.65
BGP0030	374125	6599225	400	80	-60	270	20	24	4	0.67
BGP0031	374155	6599225	400	120	-60	270	28 36	32 40	4 4	0.64 0.52
BGP0033	374135	6599245	400	120	-60	270	48	52	4	1.56
BGP0034	374095	6599265	400	80	-60	270 including	36 36	48 40	12 4	15.15 42.80
BGP0049	374105	6596462	400	66	-60	90	36	44	8	0.58
BGP0051	374065	6596510	400	60	-60	90	52	56	4	1.06
BGP0055	374035	6596555	400	60	-60	90	44	60	16	0.81
BGP0056	374005	6596557	400	84	-60	90	48	76	28	0.71
BGP0059	374000	6596605	400	66	-60	90	44	52	8	0.87
BGP0061	373940	6596605	400	100	-60	90	68	72	4	0.61

Notes to Drill Collar Tables

- All holes have been geologically logged.
- The quoted Northing and Easting collar locations are in MGA 94 Zone 51 co-ordinate system.
- Sampling in holes has been selective base on geological logging; not all holes have been sampled, and many holes have unsampled intervals.
- Absence of significant intercepts may relate to ineffective historical exploration:

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- **Weathering profile and transported cover**- a stripped saprolitic profile may mask the response of deeper primary gold mineralisation, deeming geochemical results ineffective. Transported cover sequences may overly and mask primary mineralisation, hindering the effectiveness of drilling in those areas which contain transported cover.
- **Drilling techniques**- depending on the drill technique applied, drilling may have had limited effectiveness in detecting mineralisation if drilling was unable to penetrate to depths sufficient to sample for primary gold mineralisation ie. past calcrete/ silcrete (indurated) horizons.
- **Drill Spacing**- initial scout exploration drill holes and lines are generally wide spaced, with drill density in most cases deemed insufficient to adequately test for mineralisation.
- **Understanding the Geology/ Mineralisation Controls**- if the geology of the area and mineralisation controls are not well understood, drilling can be oriented in the wrong direction ie. drilling can be completed parallel to mineralising structures/ stratigraphy, thereby not adequately testing for mineralisation.



Total Magnetic Intensity image showing soil samples (As ppm), and significant drill intersections returned from EGMC drilling

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9 Glossary

AAS	Atomic Absorption Spectrometry – a method of chemical analysis
Acid Rock	A loose term applied to igneous rocks in which high-silica minerals dominate (also "felsic")
Aeromagnetic Survey	A survey made from the air for the purpose of recording magnetic characteristics of rocks
Alteration Zone	Zone within which rock - forming minerals have been chemically changed.
Andalusite	A green metamorphic mineral belonging to the aluminium silicate group.
Anomalous	Outlining a zone of potential exploration interest but not necessarily of commercial significance.
Anticline	Upward arching folds or rock strata (antonym = syncline).
Archaean	The oldest rocks of the Precambrian Era, prior to 2,500 million years ago.
Arenite	A well sorted sandstone.
Arkose	A form of sandstone composed of detrital grains of feldspar and quartz.
Arsenopyrite	A tin-white mineral composed of iron, arsenic and sulphur.
Axial plane	A plane that joins the hinge lines of successive beds in a fold.
Basalt	A fine-grained volcanic rock composed primarily of plagioclase feldspar and mafic minerals.
Base metal	Generally a metal inferior in value to the precious metals, eg. copper, lead, zinc, nickel.
Basic rocks	Igneous rocks containing between 45 and 52% silica, distinct from volcanics acid or intermediate rocks.
Basin	A low area of the earth's crust in which sediments accumulate.
Batholith	A very large, usually granitic intrusion.
Bedrock	Any solid rock underlying unconsolidated material.
Biotite	Common rock forming mica mineral, dark coloured rich in iron magnesium and potassium.
Breccia	Rock consisting of angular fragments in a finer grained matrix, distinct from conglomerate.
Calcite	A common mineral, calcium carbonate, CaCO ₃ .
Calcrete	A hardpan layer in which surface debris is cemented by calcium carbonate.
Cambrian	A time period from 600 to 510 million years ago.
Chalcedony	Cryptocrystalline quartz and much chert, commonly microscopically fibrous. The material of agate.
Chert	A compacted, siliceous rock of organic or precipitated origin.
Chlorite	A term used for a group of greenish coloured platy hydrous silicates of aluminium, ferrous iron and magnesium, which are closely related to the micas.
Cumulate texture	An igneous rock formed by the accumulation of crystals that settle out from a magma by the action of gravity; examples include layered igneous deposits such as the Bushveld in South Africa.
Clast	An individual constituent of sediment or sedimentary rock

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	produced by the physical disintegration of a larger mass.
Cleavage	The tendency of a rock and minerals to split along closely spaced, parallel planes.
Clinopyroxene	A group name for monoclinic pyroxenes. Abbrev. cpx. Syn: monopyroxene. CF: orthopyroxene.
Complex	An assemblage of rocks or minerals intricately mixed or folded together.
Conformable	Beds deposited upon one another in uninterrupted sequence.
Country-rock	A general term applied to rock surrounding or penetrated by mineral veins.
DD	Diamond Drilling —A drilling technique in which the sample is returned to the surface as a solid core sample
Diapir	A dome or anticlinal fold where the overlying rocks have been ruptured. Often contains cores of shale or salt. Igneous intrusions also show diapiric form.
Differentiated	A rock derived from magma by gravity separation as by sinking of heavy crystals of liquids or by the rising of a light phase (crystals, liquids or gases).
Dip	The angle at which a rock layer, fault or any other planar structure is inclined from the horizontal.
Dolerite	A medium grained intrusive rock mainly composed of feldspar and pyroxene.
Dyke	A tabular intrusive body of igneous rock that cuts across bedding at a high angle.
Extrusive	Magmatic material poured out or ejected at the earth's surface.
Facies	Pertaining to the depositional environment, as evidenced by rock, mineral, composition, mode of origin, or fossil content.
Fault	A fracture in rocks on which there has been movement on one of the sides relative to the other, parallel to the fracture.
Fault splay (splay zone)	A series of minor faults at the extremities of a major fault.
Feldspar	A group of abundant rock-forming aluminous silicate minerals containing potassium, sodium, calcium or barium.
Felspathic	A rock containing feldspar.
Felsic	Descriptive of an igneous rock which is predominantly of light-coloured minerals (antonym: of mafic).
Ferruginous	Containing iron.
Fold	A bend in the rock strata or planar structure.
Footwall	Rocks underlying mineralisation.
Gabbro	A coarse-grained rock consisting of plagioclase and mafic minerals.
Geophysical survey	A systematic study of the variation of physical properties in rocks and soils.
Gneiss	A metamorphic rock with compositional banding of light and dark minerals often of granitic composition.
Gold-Arsenic	Elements gold and arsenic found separately.
Granite	A coarse grained igneous rock consisting essentially of quartz and more alkali feldspar than plagioclase.
Granitoid	A general field term for coarse-grained rocks containing

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	quartz and felspars.
Granodiorite	A coarse-grained acid igneous rock consisting of quartz (20-40%), calc-alkali feldspar and various ferromagnesian minerals dominated by hornblende, biotite and minor magnetite and sphene.
Gravel	Coarse-grained unconsolidated sediment, formed of fragments greater than 4mm in diameter.
Grass-roots exploration	The initial phase of examining an area for the occurrence of mineralisation.
Greenstone belt	Elongate belts in Precambrian terrain characterised by major zones of altered or metamorphosed basic igneous rocks.
Greywacke	A consolidated rock in which sand-sized grains of feldspar, rock fragments and quartz are set in a matrix of clay material.
Hangingwall	Rocks overlying mineralisation.
High-Mg basalt	A basalt with MgO content greater than 12%.
Igneous	Formed by solidification from a molten or partly molten state.
Inferred Resource	A resource inferred from geoscientific evidence, drillholes, underground openings or other sampling procedures where lack of data is such that continuity cannot be predicted with confidence and where geoscientific data may not be known with a reasonable level of reliability.
Indicated Resource	A resource sampled by drillholes, underground openings, or other sampling procedures at locations too widely spaced to ensure continuity and where geoscientific data are known with a reasonable level of reliability.
Intercept	The length of rock or mineralisation traversed by a drillhole.
Intermediate	Igneous rocks whose composition is intermediate between acid and mafic rocks.
Intrusive	Having, while fluid, been injected into the earth's crust and solidifying before reaching the surface.
Isocline	An anticline or syncline so closely folded that the two sides have the same dip.
JORC	Joint Ore Reserves Committee- Australasian Code for Reporting of Identified Resources and Ore Reserves.
Jurassic	A time period from approximately 212 to 142 million years ago.
Laterite	A red, residual soil, cemented in place, containing iron and aluminium oxides but leached of quartz.
Lineament	A naturally occurring major linear feature in the earth's crust, often associated with mineral deposits.
Lithology	Composition and texture of rock.
Lode Gold	Gold bearing quartz veins.
Ma	A symbol for millions of years before the present time.
Mafic	A loosely used group-name for silicate minerals that are rich in iron and magnesium, and for rocks in which these minerals are abundant.
Massive Sulphides	A mass of rock exceeding 40% sulphide minerals.
Measured Resource	A resource intersected by drillholes, underground openings or other sampling procedures at locations which are spaced closely enough to confirm continuity and where geoscientific data are reliably known.

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Metamorphism	The mineralogical, structural and chemical changes induced within solid rocks through the actions of heat, pressure or the introduction of new chemicals. Rocks so altered are prefixed "meta" as in "metabasalt".
Metasediment	Sedimentary rocks that have been recrystallised by metamorphism.
Metasomatism	The process by which one mineral is replaced by another of different chemical composition owing to reactions set up by the introduction of material from external sources.
Mica	A group of minerals consisting of phyllosilicates with sheetlike structures. $(K, Na, Ca)(Mg, Fe, Li, Al)_{2-3}(Al, Si)_{4}O_{10}(OH, F)_2$.
Migmatite	Rock consisting of thin alternating layers or lenses of granite type and schist.
Millerite	A mineral of nickel and sulphur with the chemical formula NiS. It usually has traces of cobalt, copper, and iron, and is often tarnished.
Mineral Resource	A concentration or occurrence of material of intrinsic economic interest on the earth's crust in such form and quantity that there are reasonable prospects for eventual economic extraction.
Mineralisation	In economic geology, the introduction of valuable elements into a rock body.
NSR	Net Smelter Return
Olivine	A rock forming silicate mineral series ranging from iron-rich to magnesium-rich. Important in mafic and ultramafic rocks.
Ore Reserve	An economical minable part of a mineral resource where appropriate assessments and studies have been carried out to show that the deposit can be mined at a profit after consideration of all factors impacting a mining operation.
Orebody	A continuous, well-defined mass of ore.
Orogenic Gold Deposits	So-called mesothermal gold deposits associated with regionally metamorphosed terranes of all ages. Ores formed during compressional to transpressional deformation at plate margins in accretionary and collisional orogens.
Outcrop	The surface expression of a rock layer (verb: to crop out).
Oxidation	Near surface decomposition by exposure to the atmosphere and ground water.
Palaeochannel	The remnants of a surface drainage system that was active in the geological past
Palaeo	Relating to the past, ancient or fossil.
Pegmatite	A very coarse-grained igneous rock formed at a late stage of magmatic differentiation.
Percussion Drilling	Drilling carried out by the hammering action of a pneumatically driven drill bit against rock.
Permian	A division of geological time from 280 to 225 million years ago.
Peridotite	Ultrabasic igneous rock type composed of olivine and minor pyroxene.
PGE	Platinum Group Element
Pisolite	A rock formed of round ferruginous grains from 3 to 6 mm in

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	diameter
Plagioclase	A common feldspar mineral.
Plunge (of fold axis)	Angle of the axis of folding with a horizontal plane.
Porphyritic	A term describing igneous rocks containing relatively large crystals set in a finer-grained groundmass (called a porphyry qv).
Porphyry	A rock with conspicuous crystals in a fine-grained ground mass.
Primary mineralisation	Mineralisation which has not been affected by near-surface oxidising process.
Pyrite	A mineral compound of iron and sulphur, FeS ₂ "Fools Gold"
Pyroclastic	A fragment of volcanic rock, resulting from explosive activity or eruption.
Pyroxene	A group of silicate minerals containing iron and magnesium, with calcium and sodium or aluminium. The group includes some of the commonest rock-forming minerals.
Pyrrhotite	An iron and sulphur mineral also known as magnetic pyrites. Fe _{n-1} S _n with n ranging from 5 to 16.
Quartz	A very common mineral composed of silicon dioxide-SiO ₂ .
Quartzite	A metamorphic rock composed almost entirely of quartz.
RAB	Rotary Air Blast (as related to drilling)—A drilling technique in which the sample is returned to the surface outside the rod string by compressed air.
RC	Reverse Circulation (as relating to drilling)—A drilling technique in which the cuttings are recovered through the drill rods thus minimising sample losses and contamination.
Recent	Geological age from about 20,000 years ago to present (synonym: Holocene).
Reconnaissance	A general examination or survey of a region with reference to its main features, usually as a preliminary to a more detailed survey.
Regolith	The mantle or mantle of loose, incoherent rock material, of whatever origin, that nearly everywhere forms the surface of the land and rests on the hard or "bed" rocks.
Reverse Fault	<i>A fracture in rocks in which the strata above the fracture have been displaced up the fracture plane relative to the strata below the fracture.</i>
Sandstone	A cemented or otherwise compacted detrital sediment composed predominantly of quartz grains.
Saprolite	Weathered rock in which the original rock textures are still recognisable
Schist	A type of metamorphic rock with a platy, foliated or laminated texture.
Schistose	Descriptive of foliated rocks.
Sediment	Rocks formed by the deposition of solids from water.
Sericite	A fine-grained potassium-rich variety of the common mineral mica.
Shale	A laminated sediment in which the constituent particles are predominantly clay sized (smaller than 0.0039mm in diameter).
Shear (zone)	A zone in which shearing has occurred on a large scale so

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	that the rock is crushed and brecciated.
Silicified	Containing a high proportion of silicon dioxide.
Sill	A sheet-like body of igneous rock that is conformable with the layers it intrudes.
Stockwork	An interlocking system of small veins or lodes.
Stratabound	Lying within a particular rock stratum.
Stratigraphy	The succession of superimposition of rock strata. Composition, sequence and correlation of stratified rock in the earth's crust.
Strike	The direction or bearing of the outcrop of an inclined bed or structure on a level surface.
Strike-slip	Faults parallel to the strike of the rock strata.
Stringer	A narrow vein or irregular filament of mineral traversing a rock mass.
Subcrop	The surface expression of a mostly concealed rock layer.
Suite	A collection of rocks of a single kind.
Sulphide	A group of minerals in which one or more metals is found in combination with sulphur.
Supergene Enrichment	Said of a mineral deposit or enrichment formed near the surface generally by descending groundwater.
Surficial	Superficial. Characteristic of, pertaining to, formed on, situated at or occurring on the earth's surface.
Tectonic	Relating to structural features.
Tenor	Grade
Tertiary	A division of geological time ranging between 65 million years and 1.8 million years ago.
Tholeiitic	Silica-oversaturated basalt.
Tonalite	A plutonic rock containing the major minerals plagioclase, quartz and hornblende or biotite or both.
Triassic	A time period from approximately 248 to 212 million years.
Tuff (aceous)	A compacted pyroclastic rock of cemented volcanic ash.
Ultrabasic rocks	Igneous rocks with very high magnesium and iron content containing less than 45% silicon dioxide
Ultramafic	Synonymous with ultrabasic.
Unconformity	Lack of parallelism between rock strata in sequential contact, caused by a time break in sedimentation.
Vein	A narrow intrusive mineral body.
Volcanic	Describes clastic fragments of volcanic origin.
Volcanogenic	Derived from volcanic activity.
Weathering	A process of change to rocks brought about by their exposure to oxygen and water.
<u>CHEMICAL SYMBOLS</u>	
Ag	Silver
As	Arsenic
Au	Gold
Ca	Calcium
Cr	Chromium
Cu	Copper
Fe	Iron
Mg	Magnesium

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Mn	Manganese
Ni	Nickel
Pb	Lead
Zn	Zinc
<u>ABBREVIATIONS</u>	
cm	centimetre
g	gram
ha	hectare
kg	kilogram
km	kilometre
km²	square kilometre
M	million
m	metre
m²	square metre
m³	cubic metre
mm	millimetre
t	tonne
oz	troy ounce, equivalent to 31.1035g.
<u>UNITS OF CONCENTRATION</u>	
ppb	parts per billion
ppm	parts per million

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8 September 2016

Great Boulder Resources Limited
Level 1, 768 Canning Highway
Applecross WA 6153

Dear Sirs/Madam

Solicitor's report on tenements

This solicitor's report on tenements (**Report**) is prepared for inclusion in a prospectus for the issue of up to 25,000,000 fully paid ordinary shares (**Share**) in the capital of Great Boulder Resources Limited ACN 611 695 955 (**Company** or **GBR**) at an issue price of \$0.20 per Share to raise up to \$5,000,000, with provisions to accept over-subscriptions of up to a further 10,000,000 Shares to raise up to a further \$2,000,000 (**Prospectus**).

1. Scope

We have been requested to report on certain mining tenements and mining tenement applications located in Western Australian (**Tenements**) which the Company has an interest in or has a right to earn an interest in under joint venture agreements entered into between the Company and Eastern Goldfields Mining Company Pty Ltd (**EGMC**) (**Joint Venture Agreements**).

Key details of the Tenements are set out in Annexure A of this Report, and a summary of the Joint Venture Agreements is set out in section 2 of Annexure E.

Jackson McDonald has conducted due diligence investigations on the Tenements in accordance with the instructions of the Company. This Report is limited to the scope of those investigations as set out in section 2 of this Report and is subject to the qualifications and assumptions described in section 9.

2. Searches

For the purpose of this Report, we have undertaken the following searches and enquiries (**Searches**):

- (a) searches of the mining tenement register maintained by the Western Australian Department of Mines and Petroleum (**DMP**) in respect of each of the Tenements. These searches were conducted on 14 July 2016. Further tenement searches were conducted on:
 - (i) 17 August 2016 in relation to E38/2952, E38/2953, E38/2957, E38/2958 after the Company was notified that they had been granted on 8 August 2016; and

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- (ii) 5 September 2016 and 8 September in order to update the search information.

We have summarised the key details of the status of each Tenement in Annexure A of this Report;

- (b) we obtained extracts of registered native title claims and native title determinations over the areas of the Tenements. This information was obtained on 14 and 15 July 2016. We have summarised the key details of relevant native title claims and determinations in Annexure B of this Report;
- (c) searches of the Aboriginal Heritage Enquiry System maintained by the Department of Aboriginal Affairs (**DAA**) for Aboriginal heritage sites registered over any of the areas of the Tenements. These searches were conducted on 22 and 25 July 2016. Details of Aboriginal heritage sites on the areas of the Tenements are set out in Annexure C of this Report;
- (d) quick appraisal user searches of the Tengraph system maintained by the DMP in respect of each of the Tenements. These searches were conducted on 14 and 15 July 2016. Updated quick appraisal user searches of the Tengraph system were conducted on 23 August 2016, 5 September 2016 and 8 September 2016. We have summarised the key details of relevant appraisal information in relation to each Tenement in Annexure A of this Report; and
- (e) we reviewed all material agreements relating to the Tenements which were provided to us by the Company for the purposes of this Report. We have summarised these agreements in Annexure E of this Report.

3. Executive summary and opinion

As a result of our Searches, we are of the opinion that the information included in this Report is, as at the date of this Report, accurate as to the status of the:

- (a) validity and standing of the Tenements;
- (b) Company's interest in the Tenements;
- (c) encumbrances and dealings in the Tenements;
- (d) encroachments of third party land uses onto the area of the Tenements; and
- (e) registered heritage sites within the area of the Tenements.

4. Tenement searches

We have summarised the results of our Searches (referred to above) in Annexure A.

Mineral exploration and development in Western Australia (other than that amended by certain State Agreement Acts) is regulated and administered under the *Mining Act 1978 (WA)* (**Mining Act**). The Mining Act makes provision for the grant of a number of different tenements, including prospecting and special gold prospecting licences, exploration, retention and miscellaneous licences and mining and general purpose leases.

The Tenements comprise prospecting licences, exploration licences and mining leases granted or applied for under the Mining Act, which we discuss generally in the following sections.

4.1 Exploration licences

(a) Grant of rights:

- (i) Section 66 of the Mining Act sets out the rights of a holder of an exploration licence, including the right to enter the land and undertake operations for the purpose of exploration for minerals.
- (ii) While the exploration licence continues in force, and subject to the Mining Act and any conditions imposed on the exploration licence, the holder of the exploration licence has the right to apply for, and, subject to section 75(9) of the Mining Act, to have granted under section 75(7), one or more mining leases or one or more general purpose leases or both in respect of any part or parts of the land the subject of the exploration licence.¹
- (iii) The area of land in respect of which an exploration licence may be granted shall be a block or blocks but shall not be more than 70 blocks,² unless the area of land is an area of the State designated as mineralised areas under section 57A(1) of the Mining Act, in which case it shall not be more than 200 blocks³.

(b) Term:

The term of an exploration licence is 5 years from and including the date on which it was granted⁴. However, the Minister may extend the term in prescribed circumstances by one period of 5 years and further periods of 2 years (except for an exploration licence granted or applied for before 10 February 2006 where it may be extended for two further periods of one or two years and, in exceptional circumstances, further periods of one year).⁵

(c) Surrender:

- (i) The holder of an exploration licence granted or applied for after 10 February 2006 and before 2 February 2013 in respect of more than one block must relinquish not less than 40% of the blocks comprising the licence at the end of the fifth year.⁶
- (ii) The holder of an exploration licence granted or applied for after 2 February 2013 in respect of more than ten blocks must relinquish not less than 40% of the blocks comprising the licence at the end of the sixth year.⁷

(d) Ability to transfer:

An exploration licence, or a legal or equitable interest in, or affecting an exploration licence, may not be transferred or assigned in the first year of its term without the prior written consent of the Minister.⁸ After the first year of its term, there is no restriction on the transfer of an exploration licence.

¹ Section 67(1) of the Mining Act

² Section 57(2) of the Mining Act

³ Section 57(2aa) of the Mining Act

⁴ Section 61(1) of the Mining Act

⁵ Section 61(2) of the Mining Act (as enacted at the relevant times)

⁶ Section 65(3) of the Mining Act (as enacted between 10 February 2006 and 2 February 2013)

⁷ Section 65(3) of the Mining Act

⁸ Section 64(1)(b) of the Mining Act

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(e) Bonds:

- (i) Section 60(1) of the Mining Act requires the applicant of an exploration licence to lodge a security with the Mining Registrar within 28 days after lodging the application. The amount of this security is a prescribed amount and is currently set at \$5,000 for each tenement.⁹
- (ii) Failure to lodge the bond in respect of an application for an exploration licence is not an offence under the Mining Act.¹⁰ However, the failure to lodge the required security can result in forfeiture of the tenement.

4.2 Mining lease

(a) Grant of rights:

- (i) Section 85 of the Mining Act sets out the rights of the holder of a mining lease and includes the right for the holder to do all acts and things necessary to carry out mining operations effectively.
- (ii) Under section 74(1) of the Mining Act, an application for a mining lease shall be accompanied by a mining proposal or a statement in accordance with section 74(1a) of the Mining Act and a mineralisation report or resource report. The statement under section 74(1a) of the Mining Act must set out information regarding the mining operation likely to be carried out, including:
 - A. when mining is likely to commence;
 - B. the most likely method of mining; and
 - C. the location and the area of land that is likely to be required for the operation of the plant, machinery and equipment and for the other activities associated with those mining operations.¹¹
- (iii) The lessee of a mining lease may work and mine the land, take and remove minerals and do all things necessary to effectually carry out mining operations in, on or under the land, subject to conditions of title.¹²
- (iv) In the case of a mining lease application which is a conversion from an exploration licence, if the underlying licence is being transferred, the mining lease application continues in the name of the transferee.

(b) Term:

A mining lease remains in force for a period of 21 years and may be renewed for successive periods of 21 years.¹³ There is no limit to the number of mining leases a person or company may hold.

(c) Ability to transfer:

The lessee of a mining lease must not transfer or mortgage a legal interest in the land affecting the mining lease without the prior written consent of the

⁹ Regulation 112(2) of the Mining Regulations 1981

¹⁰ Section 60(4) of the Mining Act

¹¹ Section 74(1a) of the Mining Act

¹² Sections 85(1)(a) and 85(1)(b) of the Mining Act

¹³ Section 78(1) of the Mining Act

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Minister (or an officer of the DMP acting with the authority of the Minister).¹⁴ The failure to comply with this condition is a breach of the mining lease on the part of the lessee. However, there is no prohibition under the Mining Act against such transfer or mortgage of a legal estate in the land. Therefore, such transfer or mortgage will not be void, but the failure to obtain the Minister's prior written consent is a ground for forfeiture of the lease by reason of a breach of covenant.¹⁵

(d) Bonds:

- (i) Section 84A(1) of the Mining Act requires the applicant of a mining lease to lodge a bond with the Mining Registrar within 28 days after lodging the application. The bond must be in the form of a guarantee by a bank or other approved financial institution and showing the name of the lessee/licensee. The amount of this security is a prescribed amount and is currently set at \$5,000 for each tenement.¹⁶
- (ii) Failure to lodge the bond in respect of an application for a mining lease is not an offence under the Mining Act.¹⁷ However, the failure to lodge the security can result in forfeiture of the tenement.

4.3 Prospecting licence

(a) Grant of rights and term:

The rights of the holder of a prospecting licence are set out in section 48 of the Mining Act and includes rights of ingress on and egress from the land for the purpose of prospecting for minerals. A prospecting licence remains in force for 4 years with the provision to extend for one further 4 year period.¹⁸

(b) Conditions:

- (i) The Warden or Mining Registrar may impose conditions when granting a prospecting licence.¹⁹ In addition to any conditions that may be prescribed or imposed to a prospecting licence, every prospecting licence is deemed to be granted subject to the condition that the holder of the licence will prospect for minerals, and subject to the conditions set out in section 46 of the Mining Act.
- (ii) The holder of a prospecting licence may apply for and, subject to section 75(9) of the Mining Act and the conditions of the licence, has the right to have granted one or more mining leases or one or more general purpose leases, or both, over any of the land within the area of the prospecting licence pursuant to sections 49(1) and 75(7) of the Mining Act.
- (iii) The holder of a prospecting licence may, in accordance with the licence conditions, extract or disturb up to 500 tonnes of material from the ground, including overburden, and the Minister may approve extraction of larger tonnages.²⁰

¹⁴ Section 82(1)(d) of the Mining Act

¹⁵ Section 82(1)(g) of the Mining Act

¹⁶ Regulation 112(2) of the Mining Regulations 1981

¹⁷ Section 84A(5) of the Mining Act

¹⁸ Sections 45(1) and 45(1a)(a) of the Mining Act

¹⁹ Section 40(1) of the Mining Act

²⁰ Regulation 14 of the Mining Regulations 1981

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(c) Ability to transfer:

There is no restriction on the assignment of a prospecting licence. Therefore, a prospecting licence holder may transfer the licence at any time without any requirement of obtaining Ministerial consent.

(d) Bonds:

(i) Section 52(1) of the Mining Act requires the applicant for a prospecting licence to lodge a bond with the Mining Registrar within 28 days after lodging the application. The bond must be in the form of a guarantee by a bank or other approved financial institution and must show the name of the lessee/licensee. The amount of this security is a prescribed amount and is currently set at \$5,000 for each tenement.²¹

(ii) Failure to lodge the bond in respect of an application for a prospecting licence is not an offence under the Mining Act.²² However, the failure to lodge the security can result in forfeiture of the tenement.

4.4 Conditions and encumbrances

(a) Mining tenements are granted subject to various conditions prescribed under the Mining Act, including payment of rent, minimum expenditure conditions and the meeting of reporting requirements.

(b) In particular, prospecting licences, exploration licences and mining leases are all subject to a prescribed minimum annual expenditure commitment. This requirement applies to granted tenements only and the labour cost of the tenement holder's own work on the tenement may be treated as expenditure.

(c) If a licensee or lessee cannot meet the expenditure obligations, he or she may apply for an exemption from all or part of the commitment under section 102 of the Mining Act. An application must be made within 60 days after the end of the year to which the proposed exemption relates.²³

(d) Reasons for granting an exemption on a mining tenement include:

(i) title is in dispute;

(ii) time is required to evaluate the work done, plan future exploration or mining or raise capital;

(iii) time is required to purchase and erect plant and machinery; and

(iv) the ground is for any sufficient reason unworkable.²⁴

(e) The current encumbrances, dealings, conditions and expenditure details applicable to the Tenements are set out in Annexure A. Except where otherwise stated in Annexure A, the holder of the Tenements has met its minimum expenditure commitments for the most recently completed reporting year for each Tenement.

²¹ Regulation 112(2) of the Mining Regulations 1981

²² Section 52(4) of the Mining Act

²³ Regulation 54(1a) of the Mining Regulations

²⁴ Section 102(2) of the Mining Act

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- (f) We note that tenement conditions can be changed. The information contained in Annexure A is accurate as at the date of the most recent of Searches for each Tenement.

4.5 Iron ore authorisation under s111 of the Mining Act

- (a) The Mining Act generally excludes the holder of a mining tenement from prospecting, exploring or mining for iron on the land the subject of the tenement. However, under section 111 of the Mining Act the Minister may, by instrument in writing, authorise the holder of a prospecting licence, exploration licence, retention licence or mining lease to prospect, explore or mine (as the case may be) the land that is subject to the relevant tenement for iron ore.
- (b) Our searches reveal that none of the Tenements have been specifically authorised by the Minister under section 111 of the Mining Act, to allow the Tenement holders to explore and mine for iron on the land that is the subject of these Tenements.

4.6 Applications

A number of the Tenements are currently in the form of applications for prospecting licences, exploration licences and mining leases which remain pending.

Prior to being granted, an application for a mining tenement is not considered 'property' and, accordingly, cannot be transferred or assigned²⁵.

There is no guarantee that the licences or leases to which the applications relate will be granted or will be granted on conditions that are acceptable to the EGMC and the Company.

4.7 Mining Rehabilitation Fund

Holders of mining leases, exploration licences and prospecting licences under the Mining Act are required by the *Mining Rehabilitation Act 2012* (WA) to report prescribed disturbance data in relation their activities and pay a mining rehabilitation levy each year.²⁶

The amount of the mining rehabilitation levy payable is calculated at 1% of the rehabilitation liability estimate²⁷ of the tenement, as determined by the *Mining Rehabilitation Fund Regulations 2013* (WA). Tenements with a rehabilitation liability estimate below a threshold of \$50,000 must report disturbance data but are not required to pay a levy.²⁸

5. Encroaching land use

5.1 Private land

- (a) As noted in Annexure A and Annexure D, the Searches indicated that a number of the Tenements encroach on land that is private land for the purposes of the Mining Act.
- (b) Section 8 of the Mining Act defines "private land" as any land alienated from the Crown for any estate of freehold, or is or maybe the subject of a conditional

²⁵ *Watson and Baker v NCSC* [1988] WAR 332.

²⁶ Sections 12 and 13 of the *Mining Rehabilitation Act 2012* (WA)

²⁷ Section 4(1) of the *Mining Rehabilitation Fund Regulations 2013* (WA)

²⁸ Section 4(3) of the *Mining Rehabilitation Fund Regulations 2013* (WA)

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purchase agreement, or of any lease or concession with or without a right of acquiring the fee simple (other than a pastoral lease, a lease for grazing purposes only or for timber purposes or a lease of Crown land for the use and benefit of the Aboriginal inhabitants), but excluding:

- (i) in relation to mining for minerals other than gold, silver and precious metals for the purposes of Division 3 of Part III of the Mining Act, land alienated before 1 January 1899, except as provided in that Division; and
 - (ii) land that is already the subject of a mining tenement, other than where the primary tenement may be treated as private land in relation to mining for gold pursuant to a special prospecting licence or mining lease under sections 56A, 70 or 85B of the Mining Act.
- (c) Land that has been reserved for or dedicated to any public purposes is not private land simply because a lease or concession is granted in relation to such land.²⁹
- (d) Under section 29(2) of the Mining Act, a mining tenement in respect of the natural surface to within a depth of 30 metres of the surface cannot be granted in respect of "private land" which is:
- (i) in bona fide and regular use as a yard, stockyard, garden, orchard, vineyard, plant nursery or plantation or is land under cultivation;
 - (ii) the site of a cemetery or burial ground;
 - (iii) the site of a dam, bore, well or spring;
 - (iv) land on which there is erected a "substantial improvement";
 - (v) within 100 metres of any private land referred to above; or
 - (vi) a separate parcel of land having an area of 2,000 square metres or less, except with the written consent of the owner and occupier of that land.
- (e) Accordingly, a mining tenement may be granted over "private land", but such mining tenement cannot give the tenement holder rights to the surface, or to within a depth of 30 metres of the surface (**Surface Rights**), of the private land described in section 29(2) unless the land owner and occupier's written consent is obtained.
- (f) Even if the holder of a mining tenement holds the Surface Rights, the holder is not permitted to commence any mining on the natural surface or within a depth of 30 metres from the lowest part of the natural surface of any private land unless and until the tenement holder has:
- (i) paid or tendered to the owner and the occupier thereof the amount of compensation, if any, that he is required to pay under and as ascertained in accordance with the Mining Act; or
 - (ii) made an agreement with the owner and occupier as to the amount, times and mode of the compensation, if any.³⁰

²⁹ Section 8 of the Mining Act

³⁰ Section 35(1) of the Mining Act

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- (g) The provisions of sections 123 to 125 of the Mining Act apply in relation to the determination of any claims for compensation in respect of "private land".
- (h) As at the date of this report, the directors of the Company have indicated that the Company does not have any plans at present to conduct mining activities on any areas of the Tenements which are held as private land.

5.2 Pastoral leases

- (a) As noted in Annexure A and Annexure D, the Searches indicated that a number of the Tenements encroach on land that is the subject of pastoral leases.
- (b) Unless the Warden otherwise directs, the holder of a granted mining tenement is not permitted to conduct activities on or interfere with any area which is the subject of any Crown land, including a pastoral lease, on or within a depth of 30 metres of the natural surface of any land which is:
 - (i) under crop or within 100 metres thereof;
 - (ii) used as or located within 100 metres of a yard, stockyard, garden, cultivated field, orchard, vineyard, plant nursery, plantation airstrip or airfield;
 - (iii) within 100 metres of any land that is in occupation and on which a house or other substantial building is erected;
 - (iv) within 100 metres of a cemetery or burial ground; or
 - (v) the site of or within 400 metres of a dam, bore, well or spring,
 except with the written consent of the occupier of that land.³¹
- (c) It is not possible to determine from the Searches the extent to which any areas of the Tenements which encroach on pastoral leases fall within any of the areas specified above. The Company will need the consent of the relevant pastoral leaseholder in order to conduct significant exploration or development activities within any such areas.

5.3 Environmentally sensitive areas

The Searches indicate that a number of the Tenements (including certain applications) encroach on land which is classified as reserves or other types of environmentally sensitive areas including Parklands, Commons, Stock Routes and Townsites.

The terms of the Tenements which have already been granted over such areas only permit prospecting, exploration and other activities with the prior written consent of the Minister responsible for the Mining Act, which may impose conditions on the undertaking of such activities. It should be expected that any tenements granted in respect of the Applications will be subject to the same or similar restrictions in relation to reserves and other sensitive areas.

6. Miscellaneous licences

- (a) As noted in Annexure A and Annexure D, the Searches indicated that a number of the miscellaneous licences and miscellaneous licence applications, which

³¹ Section 20(5) of the Mining Act

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have been granted to or applied for by Gold Road Limited (**Gold Road**), encroach on parts of the Tenements in the Yamarna Project.

- (b) A miscellaneous licence remains in force for a period of 21 years and may be renewed for successive periods of 21 years.³²
- (c) The purposes of Gold Road's miscellaneous licences are described in Annexure D in support of mining operations.
- (d) Although the grant of a miscellaneous licence over part of a mining lease, exploration licence or prospecting licence does not prevent the holder of the mining lease, exploration licence or prospecting licence from carrying out its activities over that area, those activities should not interfere with the permitted activities of the miscellaneous licence holder. Therefore, it may restrict certain activities of a tenement holder over the same area.
- (e) Of the three granted miscellaneous licences, one is the subject of an access deed between Gold Road and EGMC, which provides for terms agreed by the parties to ensure that each party is able to access the area of the operations and the conduct of their respective activities in relation to their concurrent tenement interests as summarised in section 4 of Annexure E. Of the four pending applications for miscellaneous licences, three are the subject of objections which have been lodged against the grant of the licences by EGMC. The fourth application, which EGMC has not objected to, only encroaches on a very small area of one of the Tenements.
- (f) Unless the objectors (including EGMC) agree on access terms with Gold Road and withdraw their objections, the pending miscellaneous licence applications and the objections will be considered by the Warden of the Warden's Court in Western Australia, who will recommend to the Minister the grant or refusal of the licences.

7. Native title

7.1 Native title generally

The common law of Australia recognises a form of native title which, in circumstances where it has not been extinguished, reflects the entitlement of Australia's indigenous inhabitants, in accordance with their laws or customs, to their traditional lands.³³ Native title may be wholly or partially extinguished by the valid exercise of governmental powers provided there was a clear and plain intention to do so.³⁴

The *Native Title Act 1993* (Cth) (**Native Title Act**):

- (a) provides a procedural framework for indigenous people to claim native title rights in relation to land and water, and then for the courts to determine who the rightful claimants are and what their native title rights are;³⁵
- (b) validates past actions by the Commonwealth and State governments which, because of the existence of native title, would otherwise be invalid;³⁶

³² Section 91B of the Mining Act

³³ *Mabo v Queensland (No 2)* (1992) HCA 23

³⁴ Section 22A and 22F of the Native Title Act

³⁵ Parts 3 and 4 of the Native Title Act

³⁶ Part 2, Division 2 of the Native Title Act

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- (c) provides a framework within which Commonwealth and State governments can undertake future actions that may impact on native title;³⁷ and
- (d) provides a mechanism by which holders of native title can claim, and have determined, compensation for acts done that in some way impact on their native title rights.³⁸

The Native Title Act sets out the procedures which must be followed when lodging an application for a determination of native title. These procedures require the Federal Court to refer a native title claim to the Native Title Registrar who must apply the registration test set out in the Native Title Act.³⁹ If the Native Title Registrar considers that a claim satisfies the registration test, the claim is entered on the Register of Native Title claims maintained by the National Native Title Tribunal (**NNTT**).⁴⁰ Upon registration, a native title claimant is afforded various procedural rights under the Native Title Act including the “right to negotiate”.⁴¹ Once a claim is registered, a claimant must prove its claim in the Federal Court, in order to have native title determined.⁴²

The Western Australian Parliament has enacted the *Titles (Validation) and Native Title (Effect of Past Acts) Act 1995 (WA)* which adopts the Native Title Act in Western Australia.

7.2 The right to negotiate process and the expedited procedure

- (a) Any mining tenement granted after 23 December 1996 is required to comply with the Native Title Act and the applicable State procedures in order to be validly granted.⁴³ The primary procedures are collectively known as the “right to negotiate”.⁴⁴ For those mining tenements granted between 1 January 1994 and 23 December 1996, they will also need to have complied with the Native Title Act and applicable State procedures unless the grant of the mining tenement came about as result of an earlier creation of a right to mine before 23 December 1996.⁴⁵
- (b) Upon registration of a native title claim, the claimant is entitled to the “right to negotiate” with respect to certain acts that may affect native title.⁴⁶ Acts such as the grant of a mining lease or exploration licence are referred to as “future acts” under the Native Title Act.⁴⁷ If the “right to negotiate” procedure applies and is not complied with, the relevant act will be invalid to the extent that it affects native title.⁴⁸ The grant of a mining tenement is an act that may affect native title and is likely to attract the “right to negotiate” procedure unless the mining

³⁷ Part 3, Division 3 of the Native Title Act

³⁸ Part 3, Division 5 of the Native Title Act

³⁹ Part 3, Division 1, section 63 of the Native Title Act

⁴⁰ See Part 5 of the Native Title Act

⁴¹ Subdivision P of the Native Title Act

⁴² Part 2, Div 1, section 13 of the Native Title Act

⁴³ Section 24OA; Part 2, Division 3, Subdivision P, section 25 of the Native Title Act

⁴⁴ Section 24OA; Part 2, Division 3, Subdivision P, section 25 of the Native Title Act

⁴⁵ Section 26D(1)(b) of the Native Title Act

⁴⁶ Part 2, Division 3, Subdivision P, section 25 of the Native Title Act

⁴⁷ Section 233 of the Native Title Act

⁴⁸ Section 25(4) of the Native Title Act

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tenement is wholly over native title clear land or land over which native title has been extinguished.⁴⁹

- (c) The "right to negotiate" procedure involves the publishing or advertising of a notice of the proposed grant of a tenement in various publications.⁵⁰ A 6 month period then applies to allow for negotiations between the tenement applicant, the State government and any registered native title claimant. If an agreement cannot be reached between the parties, the matter may be referred to arbitration before the NNTT. The NNTT then has a further 6 months in which to reach a decision. The full "right to negotiate" process will apply to applications for mining leases and some mineral development licences.⁵¹
- (d) Falling under the "right to negotiate" procedure is the "expedited procedure". This will generally apply to exploration activities. It is known as a fast track procedure, which can apply to certain "future acts" that are:
 - (i) unlikely to interfere directly with the community or social activities of the relevant native title holders;
 - (ii) unlikely to interfere with areas or sites of particular traditional significance to the relevant native title claimants; or
 - (iii) involve major disturbance to any land or waters or create rights that are likely to involve major disturbance to any land or waters concerned.⁵²
- (e) A notice under section 29 of the Native Title Act may include a statement that the State considers the intended grant of the exploration tenement attracts the expedited procedure.⁵³ The native title party may, within 4 months of the notification date, lodge an objection with the NNTT against the inclusion of the expedited procedure statement. If, after considering the objection, the NNTT determines that the grant of the tenement does not attract the expedited procedure, then the State, the applicant and the native title party must negotiate in good faith with a view to obtaining agreement of the native title party to the grant of the tenement.⁵⁴
- (f) If the objection is unsuccessful or there is no objection lodged within 4 months of the notification date, then the act can proceed without a negotiation process between the applicant and the native title claimants.⁵⁵
- (g) We note that all Tenements were granted (or applied for) after 23 December 1996. We have therefore assumed that the relevant procedures prescribed under the Native Title Act have been followed in relation to each of the Tenements (including the applications).

7.3 Indigenous land use agreements

The right to negotiate process will not have to be followed if an indigenous land use agreement (**ILUA**) is in place with regard to the relevant native title claimants and is registered with the NNTT. An ILUA is an agreement between the native title group

⁴⁹ Section 226 of the Native Title Act

⁵⁰ Part 2, Division 3, Subdivision P, section 29 of the Native Title Act

⁵¹ Generally refer to Part 2, Division 3, Subdivision P of the Native Title Act

⁵² Section 237 of the Native Title Act

⁵³ Part 2, Division 3, Subdivision P, section 29 of the Native Title Act

⁵⁴ Part 2, Division 3, Subdivision P, section 31 of the Native Title Act

⁵⁵ Part 2, Division 3, Subdivision P, section 32 of the Native Title Act

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and other parties such as the State Government, which deals with native title and the use and management of land. It can also deal with other matters such as coexistence and future developments. If an ILUA is in place with regard to a tenement the holder of the tenement will be required to comply with the terms of that agreement.⁵⁶

As at the date of this Report, no ILUAs have been entered into in relation to any of the Tenements.

7.4 Results of Native Title Searches

The Native Title Searches indicate that:

- (a) the six Yamarna Tenements are within the external boundaries of the Yilka Native Title Claim (WAD297/2008); and
- (b) E53/1101 is within the external boundaries of the Wiluna Native Title Determination (WCD2013/004).

EGMC has entered into a Native Title Agreement with the Yilka Native Title Claimants in relation to its activities on the Yamarna Tenements. Refer to section 3 of Annexure E for details of this agreement.

The Company has taken an assignment of a Heritage Agreement with the Wiluna Native Title Determination in relation to Tenement E53/1101. Refer to section 5 of Annexure E for details of this agreement.

8. Aboriginal heritage

The principal articles of legislation which provide for the protection of sites of Aboriginal heritage or significance located on Tenements are:

- (a) the *Aboriginal Heritage Act 1972* (WA) (**WA Heritage Act**); and
- (b) the *Aboriginal and Torres Strait Islander Heritage Act 1984* (Cth) (**Commonwealth Heritage Act**).

Under the WA Heritage Act, it is an offence for any person to do any act which excavates, destroys, damages or conceals any Aboriginal site or in any way alters, removes, or damages any objects on or under an Aboriginal site. The holder of a licence or lease granted under the Mining Act must obtain the consent of the Minister under section 18 of the WA Heritage Act if it proposes to conduct any activities on the tenement which are likely to result in any such impacts to an Aboriginal site or objects on or under a site.

Under the Commonwealth Heritage Act, the Federal Minister for Aboriginal Affairs may make interim or permanent declarations to preserve and protect Aboriginal areas and objects, and it is an offence if any person contravenes such a declaration by the Minister.

The results of the heritage Searches undertaken for the purpose of this Report are summarised in Annexure C and indicate that there are a number of heritage sites located on the area of two of the Tenements. The results may not reflect all of the Aboriginal heritage sites and objects located on or under the areas of the Tenements as there is no obligation under the WA Heritage Act or the Commonwealth Heritage Act to register sites or objects of Aboriginal significance.

⁵⁶ Refer to Part 2, Division 3, Subdivision P of the Native Title Act

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The existence of Aboriginal heritage sites and objects or any other areas of Aboriginal cultural sensitivity may restrict the Company's ability to conduct mining activities on the Tenements.

9. Assumptions and qualifications

The statements and comments in this Report are based solely on information derived from the Searches described in section 2 of this Report.

We are not in a position to confirm the reliability, accuracy or completeness of the information provided to us. Any comments made or opinions expressed assume that the information provided to us is reliable, accurate and complete.

Our report is subject to the following qualifications and assumptions:

- (a) We have not expressed, and should not be taken as having expressed, any opinions as to the validity, binding effect, legality or enforceability of any documents or agreements. At the date of this Report, we have assumed that each document or agreement is properly executed and that each is valid, binding, lawful and enforceable under any applicable laws.
- (b) We have only considered native title rights to the extent that they were recorded in the results of the Searches described in section 2 of this Report.
- (c) We have not undertaken the extensive research necessary to establish if native title claims may be made in the future over the area of the Tenements. We have not researched the area of the Tenements or undertaken searches to determine whether any native title and Aboriginal heritage sites or objects may exist in the areas covered by the Tenements that are currently not registered.
- (d) Other than as set out in this Report, we have not conducted searches of any publicly available information related to the Tenements or any of the parties described in this Report.
- (e) We have assumed the results of our Searches are accurate as at the date of our Searches. We have also relied on the information in the registers being maintained by the relevant agencies and bodies (upon which the Searches are based) being accurate, complete and up to date.
- (f) The records of the relevant agencies and bodies may not be complete or up to date and may not record details of all interests and encumbrances, lodged for registration or which may otherwise be enforced against the Tenements.
- (g) That we have made an assumption in this Report does not imply that we have made any enquiry to verify any assumption or are not aware of any circumstance which would affect the correctness of any assumption.
- (h) Other contractual rights in relation to the Tenements may exist that will not be reflected on the relevant mining registers. This is because it is not possible to register any contractual right, transfer or dealing in relation to an application for a mining tenement.
- (i) We cannot comment on whether any changes have occurred in respect of the Tenements between the date on which the Searches were conducted and the date of this Report.
- (j) We have assumed that the information supplied to us (including the responses to the requests for documents) is complete and accurate and is not misleading or deceptive by omission or otherwise.

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- (k) The scope of this Report has necessarily precluded us from making more extensive investigations. Our investigations may not have revealed all matters that a more extensive investigation might disclose.

10. Consent

This Report is given solely for the benefit of the Company in connection with the Prospectus. It is not to be relied on or used for any other purpose or quoted or referred to in any public document or filed with any government body or other person without our prior consent.

Yours faithfully

A handwritten signature in black ink that reads "Jackson McDonald". The signature is written in a cursive style with a large initial "J" and "M".

Jackson McDonald

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Annexure A to Solicitor's Report – Tenements

Part A - Live Tenements

Tenement	Registered Holder	Shares Held /100	Grant Date	Expiry Date	Area (HA / Blocks)	Minimum Expenditure Requirements	Rent for current year	Encroachments (see Annexure D)	Notes
Balagundi									
M25/194	EGMC	100	7/01/2008	6/01/2029	600 Ha	\$60,000 (yr end 6/1/2017)	\$10,230	1, 2, 23, 25, 34	2 - 14
Broadwood									
P26/4009	EGMC	100	29/05/2015	28/05/2019	200 Ha	\$8,000 (yr end 28/5/2017)	\$500	7, 8, 32, 33	3, 4, 6 - 9, 15 - 21
P26/4030	EGMC	100	4/11/2015	3/11/2019	187 Ha	\$7,480 (yr end 3/11/2016)	\$467.50	2, 8, 11, 26, 30, 35	3, 4, 6 - 9, 15 - 18, 22, 23
P26/4037	EGMC	100	1/12/2015	30/11/2019	200 Ha	\$8,000 (yr end 30/11/2016)	\$500	2, 8, 11, 12, 13, 17, 26, 30, 35, 38	3, 4, 6 - 9, 11, 12, 15 - 18, 22 - 24
P26/4038	EGMC	100	1/12/2015	30/11/2019	175 Ha	\$7,000 (yr end 30/11/2016)	\$437.50	2, 8, 26, 30	3, 4, 6 - 9, 11, 12, 15 - 18, 23
P26/4039	EGMC	100	1/12/2015	30/11/2019	121 Ha	\$4,840 (yr end 30/11/2016)	\$302.50	2, 8, 11, 18, 27, 28, 35	3, 4, 6 - 9, 11, 12, 15 - 18, 22
P26/4049	EGMC	100	1/12/2015	30/11/2019	200 Ha	\$8,000 (yr end 30/11/2016)	\$500	2, 8, 30	3, 4, 6 - 9, 15 - 18, 23
Jundee South									
E53/1101	GBR	100	28/07/2006	27/07/2016 Application for renewal lodged on 19 July 2016.	6 Blocks	\$70,000 (yr end 27/7/2016)	\$3,105.60	22, 40	1, 3, 4, 6 - 9, 11, 12, 25, 31

Tenement	Registered Holder	Shares Held /100	Grant Date	Expiry Date	Area (HA / Blocks)	Minimum Expenditure Requirements	Rent for current year	Encroachments (see Annexure D)	Notes
Tarmoola									
E37/1241	EGMC	100	8/03/2016	7/03/2021	3 Blocks	\$15,000 (yr end 7/3/2017)	\$388.50	19, 20	3, 4, 6 - 9, 11, 12, 15 - 18
E37/1242	EGMC	100	23/03/2016	22/03/2021	55 Blocks	\$55,000 (yr end 22/3/2017)	\$7,122.50	3, 4, 19, 20, 24, 30, 36	3, 4, 8, 9, 11, 12, 15, 16, 18, 23 - 28
Yamarna									
E38/2685	EGMC	100	17/09/2013	16/09/2018	12 Blocks	\$20,000 (yr end 16/9/2016)	\$2,417.40	21, 29, 31, 39, 41, 42, 43	3, 4, 6 - 9, 11, 12, 15 - 18, 30
P38/4178	EGMC	100	9/03/2016	8/03/2020	97.39 Ha	\$3,920 (yr end 8/3/2017)	\$245	5, 29, 31, 39, 42	3, 4, 22, 30
E38/2952	EGMC	100	02/08/2016	01/08/2021	3 Blocks	\$15,000 (yr end 1/8/2017)	\$388.50	5, 21, 31, 42 - 45	3, 4, 8, 9, 11, 12, 15, 16, 18, 22, 26, 27, 30
E38/2953	EGMC	100	02/08/2016	01/08/2021	20 Blocks	\$20,000 (yr end 1/8/2017)	\$2,590.00	5, 6, 21, 29, 31, 41 - 43, 45, 46	3, 4, 8, 9, 11, 12, 15, 16, 18, 22, 26 - 28, 30
E38/2957	EGMC	100	02/08/2016	01/08/2021	60 Blocks	\$60,000 (yr end 1/8/2017)	\$7,770.00	5, 21, 29, 31, 42, 43, 47, 48	3, 4, 8, 9, 11, 12, 15, 16, 18, 22, 26, 27, 30
E38/2958	EGMC	100	02/08/2016	01/08/2021	10 Blocks	\$20,000 (yr end 1/8/2017)	\$1,295.00	21, 29, 31, 42, 47, 48	3, 4, 8, 9, 11, 12, 15, 16, 18, 25 - 27, 30

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Part B - Applications Pending

Application	Applicant	Shares Held /100	Application Date	Area (Ha / Blocks)	Encroachments
Broadwood					
P26/4010	EGMC	100	21/08/2014	200 Ha	2, 7, 9, 10, 14 – 16, 32, 33, 37
Tarmoola					
P37/8667	EGMC	100	24/03/2016	126 Ha	19
P37/8668	EGMC	100	24/03/2016	162 Ha	19
P37/8669	EGMC	100	24/03/2016	118 Ha	19
P37/8670	EGMC	100	24/03/2016	199 Ha	19
P37/8671	EGMC	100	24/03/2016	197 Ha	19
P37/8672	EGMC	100	24/03/2016	192 Ha	19
P37/8673	EGMC	100	24/03/2016	200 Ha	19
P37/8674	EGMC	100	24/03/2016	197 Ha	19
P37/8675	EGMC	100	24/03/2016	198 Ha	19
P37/8676	EGMC	100	24/03/2016	192 Ha	19
P37/8677	EGMC	100	24/03/2016	199 Ha	19
P37/8678	EGMC	100	24/03/2016	200 Ha	19
P37/8679	EGMC	100	24/03/2016	191 Ha	19
P37/8680	EGMC	100	24/03/2016	196 Ha	19

Application	Applicant	Shares Held /100	Application Date	Area (HA / Blocks)	Encroachments
P37/8681	EGMC	100	24/03/2016	196 Ha	19
P37/8682	EGMC	100	24/03/2016	198 Ha	19
P37/8683	EGMC	100	24/03/2016	195 Ha	19
P37/8684	EGMC	100	24/03/2016	198 Ha	19
P37/8685	EGMC	100	24/03/2016	194 Ha	4, 19, 24

Key:

- E - Exploration Licence
- M - Mining Lease
- P - Prospecting Licence

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Notes:

(The following notes are summaries of the endorsements and conditions of the Tenements described on the Mining Register maintained by the DMP, as applicable in accordance with Annexure A. These notes are substantially the same as, but may differ in some respects, to the precise wording of the conditions on the Mining Register.)

1. Application for renewal of term lodged on 19 July 2016.
2. Rights granted in relation to all minerals except iron ore and uranium.
3. The Lessee/Licensee's attention is drawn to the provisions of the *Aboriginal Heritage Act 1972* (WA) and any Regulations thereunder.
4. The Lessee/Licensee's attention is drawn to the *Environmental Protection Act 1986* (WA) and the *Environmental Protection (Clearing of Native Vegetation) Regulations 2004* (WA), which provides for the protection of all native vegetation from damage unless prior permission is obtained.
5. Survey.
6. All surface holes drilled for the purpose of exploration are to be capped, filled or otherwise made safe immediately after completion.
7. All disturbances to the surface of the land made as a result of exploration, including costeans, drill pads, grid lines and access tracks, being backfilled and rehabilitated to the satisfaction of the Environmental Officer, DMP. Backfilling and rehabilitation being required no later than 6 months after excavation unless otherwise approved in writing by an Environmental Officer of the DMP.
8. All waste materials, rubbish, plastic sample bags, abandoned equipment and temporary buildings being removed from the mining tenement prior to or at the termination of exploration programme.
9. Unless the written approval of an Environmental Officer of the DMP is first obtained, the use of drilling rigs, scrapers, graders, bulldozers, backhoes or other mechanised equipment for surface disturbance or the excavation of costeans is prohibited. Following approval, all topsoil being removed ahead of mining operations and separately stockpiled for replacement after backfilling and/or completion of operations.
10. The Lessee/Licensee submitting a plan of proposed operations and measures to safeguard the environment to the Director, Environment, DMP for his assessment and written approval prior to commencing any developmental or productive mining or construction activity.
11. The Lessee/Licensee notifying the holder of any underlying pastoral or grazing lease by telephone or in person, or by registered post if contact cannot be made, prior to undertaking airborne geophysical surveys or any ground disturbing activities utilising equipment such as scrapers, graders, bulldozers, backhoes, drilling rigs; water carting equipment or other mechanised equipment.
12. The Lessee/Licensee or transferee, as the case may be, shall within thirty (30) days of receiving written notification of:
 - a) the grant of the Licence; or
 - b) registration of a transfer introducing a new Licensee;advise, by registered post, the holder of any underlying pastoral or grazing lease details of the grant or transfer.
13. Mining on any road, road verge or road reserve being confined to below a depth of 15 metres from the natural surface.
14. The prior written consent of the Minister responsible for the Mining Act being obtained before commencing any mining activities on the Balagundi Townsite.

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15. In respect to Water Resource Management Areas (**WRMA**) the following endorsements apply:
- a) The Licensee's attention is drawn to the provisions of the:
 - i) *Waterways Conservation Act 1976 (WA)*;
 - ii) *Rights in Water and Irrigation Act 1914 (WA)*;
 - iii) *Metropolitan Water Supply, Sewerage and Drainage Act 1909 (WA)*;
 - iv) *Country Areas Water Supply Act 1947 (WA)*;
 - v) *Water Agencies (Powers) Act 1984 (WA)*; and
 - vi) *Water Resources Legislation Amendment Act 2007 (WA)*. (This Act does not apply to all Tenements to which this Note 15 is applicable.)
 - b) The rights of ingress to and egress from the mining tenement being at all reasonable times preserved to officers of Department of Water (**DoW**) for inspection and investigation purposes.
 - c) The storage and disposal of petroleum hydrocarbons, chemicals and potentially hazardous substances being in accordance with the current published version of the DoWs relevant Water Quality Protection Notes and Guidelines for mining and mineral processing.
16. In respect to Artesian (confined) Aquifers and Wells the following endorsement applies:
The abstraction of groundwater from an artesian well and the construction, enlargement, deepening or altering of any artesian well is prohibited unless a current licence for these activities has been issued by the DoW.
17. In respect to Waterways the following endorsement applies as at 8 March 2016:
Advice shall be sought from the DoW if proposing any exploration within a defined waterway and within a lateral distance of:
- a) 50 metres from the outer-most water dependent vegetation of any perennial waterway, and
 - b) 30 metres from the outer-most water dependent vegetation of any seasonal waterway.
18. In respect to Proclaimed Ground Water Areas the following endorsement applies:
The abstraction of groundwater is prohibited unless a current licence to construct/alter a well and a licence to take groundwater has been issued by the DoW.
19. The prior written consent of the Minister responsible for the Mining Act being obtained before commencing any prospecting activities on the Unnumbered Land Act 00011.
20. No mining within 30 metres either side of and to a depth of 15 metres of the Rail Corridor Land 00011 (Safety Zone) without the prior written consent of the Minister responsible for the Mining Act, and:
- a) no surface excavation closer to the boundary of the Safety Zone than a distance equal to 3 times the depth of the State Mining Engineer, DMP;
 - b) mining below 15 metres from the natural surface of the Safety Zone being approved by the State Mining Engineer in consultation with the operator of the railway;

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- c) no interference with the drainage pattern and no parking, storage or movement of equipment or vehicles within the Safety Zone without the prior written approval of the railway operator;
 - d) the Licensee not excavating, drilling, installing, erecting, depositing or permitting to be excavated, drilled, installed, erected or deposited within the Safety Zone any pit, well, pavement, foundation, building or other structure or installation, or material of any nature whatsoever without the prior written approval of the State Mining Engineer, DMP;
 - e) no explosives to be used or stored within 150 metres of the rail corridor land without the prior written consent of the Director, Dangerous Goods Safety Branch, DMP;
 - f) the rights of ingress and egress to from the rail corridor land being at all times preserved to the employees, contractors and agents of the operator of the railway and the Public Transport Authority of WA; and
 - g) such further conditions as may from time to time be imposed by the Minister responsible for the Mining Act for the purpose of the rail corridor land.
21. Consent is granted to prospecting activities on Parkland Reserve 8787 by the Minister responsible for the Mining Act subject to access to the surface of Parkland Reserve 8787 for prospecting purposes being subject to approval of the local Authority or relevant reserve vasstees, and prospecting activities within the first 100 metres below the surface of the land being limited to such activities as may be approved by the Executive Director, Environment Division, DMP.
22. The prior written consent of the Minister responsible for the Mining Act being obtained before commencing any prospecting activities on:
- a) CR 45564;
 - b) GE 1127582;
 - c) CR 38439;
 - d) CR 42198;
 - e) CR 22032; or
 - f) the Boulder Townsite,
- whichever is a relevant encroachment in relation to the tenement as set out in Annexure D.
23. No mining within 25 metres of either side of the Goldfields Pipeline Licence PL 24 (Safety Zone), and:
- a) no surface excavation approaching closer to the boundary of the Safety Zone than a distance equal to three times the depth of the excavation without the prior written approval of the Director, Petroleum DMP;
 - b) no interference with the drainage pattern, and no parking, storage or movement of equipment or vehicles used in the course of mining within the Safety Zone hereof without the prior approval of the operators of PL 24;
 - c) the Licensee shall not excavate, drill, install, erect, deposit or permit to be excavated, drilled, installed, erected or deposited within the Safety Zone established in Condition 6 hereof, any pit, well, pavement, foundation, building, or other structure or installation, or material of any nature whatsoever without the prior written consent of the Director Petroleum DMP;
 - d) no explosives being used or stored within one hundred and fifty (150) metres of PL 24 without the prior written consent of the Director Petroleum DMP;
 - e) mining on the Safety Zone being confined to below a depth of 50 metres from the natural surface unless otherwise approved by the Director Petroleum DMP;

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- f) the rights of ingress to and egress from the pipeline easement being at all times preserved for employees, contractors and agents of the operators of PL 24; and
 - g) such further conditions as may from time to time be imposed by the Minister responsible for the Mining Act for the purpose of protecting the PL 24.
24. No interference with the use of the Aerial Landing Ground and mining thereon being confined to below a depth of 15 metres from the natural surface.
25. No interference with Geodetic Survey Stations and mining within 15 metres thereof being confined to below a depth of 15 metres from the natural surface.
26. Measures such as drainage controls and stormwater retention facilities are to be implemented to minimise erosion and sedimentation of adjacent areas, receiving catchments and waterways.
27. All activities to be undertaken so as to avoid or minimise damage, disturbance or contamination of waterways, including their beds and banks, and riparian and other water dependent vegetation.
28. No exploration activities being carried out on:
 - a) CR 3731;
 - b) CR 9699; or
 - c) CR 24980,(whichever is a relevant encroachment in relation to the tenement as set out in Annexure D) which restrict the use of the reserve.
29. No interference with coaxial cable or the installation in connection therewith, and the rights of ingress to and egress from the facility being at all times preserved to the owners thereof.
30. The rights of ingress to and egress from:
 - a) L38/180;
 - b) L38/210;
 - c) L38/227; and
 - d) L38/229,(whichever is a relevant encroachment in relation to the tenement as set out in Annexure D) being at all times preserved to the licensee and no interference with the purpose or installations connected to the licence:
31. Royalty rights granted to AngloGold Ashanti Australia Limited as described Section 5 of Annexure E.

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Annexure B to Solicitor's Report - Native Title

Status of Native Title Claims

NNTT Number	Federal Court Number	Applicant	Registered	Status	Tenements effected
WC2008/005	WAD297/2008	Harvey Murray on behalf of the Yilka Native Title Claimants	Registered from 6/08/2009	Active	E38/2685, E38/2952, E38/2953, E38/2957, E38/2958, P38/4178

Native Title Determinations

NNTT Number	Federal Court Number	Determination Name	Date of effect	Representative Native Title Body Corporate	Tenements effected
WCD2013/004	WAD6164/1998; WAD248/2007; WAD181/2012	WF (Deceased) on behalf of the Wiluna People v State of Western Australia	23/01/2015	Tarlka Matuwa Piarku (Aboriginal Corporation) RNTBC of: C/- Mr Sam Galati Pilbara Accounting Services PO Box 2039 ELLENBROOK Western Australia 6069	E53/1101

Annexure C to Solicitor's Report – Heritage Sites

Effected Tenement	Site ID	Site Name	File Restricted	Boundary Restricted	Restrictions	Status	Site Type	Knowledge Holders	Coordinates	Legacy ID
E-37/1242	2708	Lake Reyside (Raeside)	Yes	Yes	Male Access Only	Registered Site	Mythological	*Registered Knowledge Holder names available from DAA	Not available when location is restricted	W00519
	16050	Thooto Pool 1	No	No	No Gender Restrictions	Registered Site	Artefacts / Scatter	*Registered Knowledge Holder names available from DAA	300037mE 6834709mN Zone 51 [Reliable]	
	16051	Thooto Pool 2	No	No	No Gender Restrictions	Registered Site	Artefacts / Scatter	*Registered Knowledge Holder names available from DAA	299987mE 6834249mN Zone 51 [Reliable]	
	16052	Thooto Pool 3	No	No	No Gender Restrictions	Registered Site	Artefacts / Scatter	*Registered Knowledge Holder names available from DAA	300037mE 6833859mN Zone 51 [Reliable]	
	20686	Anaconda 1	No	No	No Gender Restrictions	Lodged	Artefacts / Scatter, Camp, Water Source	*Registered Knowledge Holder names available from DAA	301671mE 6843907mN Zone 51 [Unreliable]	
	20693	Anaconda 2	No	No	No Gender Restrictions	Lodged	Natural Feature, Other: Gum & willow swamp	*Registered Knowledge Holder names available from DAA	301293mE 6826013mN Zone 51 [Unreliable]	
	20702	Bald Hill Hp396	No	No	No Gender Restrictions	Lodged	Natural Feature, Other: Hill	*Registered Knowledge Holder	298361mE 6826691mN Zone 51	

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Effected Tenement	Site ID	Site Name	File Restricted	Boundary Restricted	Restrictions	Status	Site Type	Knowledge Holders	Coordinates	Legacy ID
	24140	Bannockburn Claypan 1	No	No	No Gender Restrictions	Lodged	Mythological	names available from DAA *Registered Holder names available from DAA	[Unreliable] 300519mE 6835279mN Zone 51 [Unreliable]	
	24141	Bannockburn Claypan 2	No	No	No Gender Restrictions	Lodged	Mythological	*Registered Holder names available from DAA	299617mE 6835289mN Zone 51 [Unreliable]	
E38/2957	1553	Manjal	No	No	No Gender Restrictions	Lodged	Named Place		565237mE 6877408mN Zone 51 [Unreliable]	W01620

Annexure D to Solicitor's Report – Encroachments

Encroachment Note no.	Encroaching land right	Type
1	Balagundi	Townsite boundary (Balagundi)
2	VCL (various numbers)	Vacant Crown Land
3	CR 3731	Crown Land – Resting place for travellers and stock
4	CR 9699	Crown Land – Stock Routes (Peak Hill Stock Route)
5	CR 22032	Crown Land – Use and benefit of Aboriginal inhabitants
6	CR 24980	Crown Land – Stock Routes (Warburton Range Stock Route)
7	CR 8787	Crown Land – Parkland
8	CR 8767	Crown Land – Common
9	CR 29927	Crown Land – Railway (standard gauge)
10	CR 46934	Crown Land – Parkland
11	CR 45564	Crown Land – Recreation motor sports and equestrian activities
12	CR 38439	Crown Land – Gravel
13	CR 42198	Crown Land – Airport
14	PRV 187740/198	Private Land
15	PRV 187562/187	Private Land
16	PRV 194099/317	Private Land
17	PRV 157965/63	Private Land
18	PRV 31319/501 and 31319/502	Private Land
19	Pastoral Lease N49945	Pastoral Lease
20	Pastoral Lease N050635	Pastoral Lease
21	Pastoral Lease N49674	Pastoral Lease
22	Pastoral Lease N50473	Pastoral Lease
23	Pastoral Lease N049710	Pastoral Lease
24	General Lease L281489	General Lease – Grazing
25	General Lease M275145	General Lease – Grazing
26	General Lease I127582	General Lease – Rifle club
27	General Lease K427681	General Lease – Rural purposes
28	General Lease L489733	General Lease – Rural purposes
29	Historical Lease 395/410	Historical Lease

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Encroachment Note no.	Encroaching land right	Type
30	PL 24	Onshore Pipeline Licence
31	Exploration Permit 468	Exploration Permit
32	Unnumbered Land Act Reserve 00011	Reserved Land – Public Transport Authority
33	Great Eastern Highway	Road Reserve
34	Bulong Road	Road Reserve
35	Anzac Drive	Road Reserve
36	Old Agnew Road	Road Reserve
37	Johns Road	Road Reserve
38	Boulder	Townsite boundary
39	Historical Lease H395/410	Historical Lease
40	E53/1631	Exploration Licence application (pending) by Bogada Gold Pty Ltd
41	L38/180	Miscellaneous Licence granted to Gold Road Resources Limited – Search for groundwater
42	L38/210	Miscellaneous Licence granted to Gold Road Resources Limited – Search for groundwater
43	L38/250	Miscellaneous Licence application (pending) by Gold Road Resources Limited – Bore field, communications facility, pipeline, power generation and transmission facility, power line, pump station, road, taking water <i>EGMC has lodged objection No. 486200 in respect of the application.</i>
44	L38/237	Miscellaneous Licence granted to Gold Road Resources Limited – Search for groundwater
45	L38/253	Miscellaneous Licence application (pending) by Gold Road Resources Limited – Communications facility, pipeline, power line, road <i>EGMC has lodged objection No. 486204 in respect of the application.</i>
46	L38/227	Miscellaneous Licence application (pending) by Gold Road Resources Limited – Bore, pipeline, power line, pump station, road, taking water
47	L38/252	Miscellaneous Licence application (pending) by Gold Road Resources Limited – Communications facility, pipeline, power line, road <i>EGMC has lodged objection No. 486201 in respect of the application.</i>
48	White Cliffs Yamari	Road Reserve

Annexure E to Solicitor's Report - Material Contracts Summary

1. Purchase of Jundee South Tenement

In accordance with a Form 23 tenement transfer form dated 11 May 2016, E53/1101 was transferred from Michael Madigan to GBR.

Our searches confirm that registered title in E53/1101 was transferred to the Company on 20 May 2016.

2. Farm-in and Joint Venture Agreements

The Company has entered into Farm-in and Joint Venture Agreements (each a **Joint Venture Agreement**) with EGMC in respect of each Joint Venture Project.

The Joint Venture Agreements are on substantially the same terms and conditions as each other, except as otherwise noted below.

The material terms of each Joint Venture Agreement are as follows:

- (a) The Company and EGMC establish an unincorporated joint venture for the purposes of:
 - (i) exploring the area covered by the Tenements the subject of the Joint Venture Project to which the Joint Venture Agreement relates (**Joint Venture Area**); and
 - (ii) if a viable mineable resource is established, developing and mining the relevant part or parts of the Joint Venture Area upon the terms and conditions set out in the Joint Venture Agreement.
- (b) The initial joint venture interests under the Joint Venture Agreement are:
 - (i) EGMC – 100%; and
 - (ii) The Company – 0%.
- (c) The Company will be the manager of the joint venture from commencement and will have the right to undertake exploration, prospecting and mining activities on the Tenements, as the Manager of the Joint Venture Project, in accordance with the terms of the Joint Venture Agreement.
- (d) EGMC grants to the Company the exclusive right to earn a 75% interest in the Joint Venture Project (including the Tenements over which the project is operated) over a 5 year period from the date of the Joint Venture Agreement by:
 - (i) sole funding a specified amount of exploration and development expenses for the Tenements, outgoings and other costs required to keep the Tenements in good standing;
 - (ii) paying EGMC the equivalent amount; or
 - (iii) a combination of both.
- (e) The amounts specified in the Joint Venture Agreements that the Company must spend on exploration and development of the tenements or otherwise pay to EGMC to earn its interest in each of the relevant joint ventures (**Joint Venture Interests**) are as follows:

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- (i) Balagundi Joint Venture Agreement – \$1,000,000;
 - (ii) Broadwood Joint Venture Agreement – \$500,000;
 - (iii) Tarmoola Joint Venture Agreement – \$1,400,000;
 - (iv) Yamarna Joint Venture Agreement – \$2,000,000.
- (f) Up until the Company earns its 75% interest in the Joint Venture Project by spending the specified earn-in amount (**Earn-in Period**):
- (i) the Company must sole fund all joint venture expenditure and thereafter, the Company and EGMC must each contribute to joint venture expenditure in proportion to their Joint Venture Interests; and
 - (ii) if the Company fails to fund all joint venture expenditure (or otherwise pay EGMC the specified earn-in amount) or fails to keep the Tenements in good standing, the Company will be deemed to have withdrawn from the Joint Venture and the withdrawal provisions in the Joint Venture Agreement will apply as summarised in paragraph (l) below.
- (g) An operating committee will be established to make decisions about the Joint Venture Project, comprising of two representatives of the Company and one representative of EGMC (**Operating Committee**). Decisions of the Operating Committee will be made by simple majority vote at a meeting of the committee, with the representatives having numbers of votes that are equal to the interest the party that it represents has in the Joint Venture Project (but with the Company being deemed to have a 75% interest during the Earn-in Period for the purpose of determining the voting interests of representatives of the Operating Committee).
- (h) As the Manager of the Joint Ventures, the Company must manage and control joint venture operations in accordance with the decisions of the Operating Committee and programmes and budgets for joint venture expenditure which have been approved by the Operating Committee.
- (i) After the Earn-in Period, if a party elects not to contribute to expenditure under an approved budget, then:
- (i) if the non-contributing party is the Company, the Company's Joint Venture Interest will be diluted on standard dilution terms; and
 - (ii) if the non-contributing party is EGMC, EGMC's Joint Venture Interest will be zero and it will be entitled to a royalty of 2% of the net smelter return in respect of all products which are derived from processing minerals extracted from the Tenements (**Royalty**).
- (j) If the Operating Committee makes a decision to commence mining operations on a part of the Tenements then, upon the decision being made:
- (i) the area of the proposed mining operations will be excised from the area of the Joint Venture and will no longer be property of the Joint Venture;
 - (ii) a production joint venture will be formed between the parties for the mining operations and on terms substantially the same as the Joint Venture Agreement subject to certain necessary modifications, with the participating interests of the parties in the production joint venture

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being the interests that the parties held in the Joint Venture at the time the decision to mine was made; and

- (iii) the parties shall negotiate in good faith a formal production joint venture agreement as soon as practicable.
- (k) A party may withdraw from the Joint Venture by giving 90 days' notice to the other party and a party is also deemed to immediately have withdrawn from the Joint Venture (and have its Joint Venture Interest converted to a Royalty) if, at any time, its Joint Venture Interest falls below 25%.
- (l) Upon any withdrawal, the withdrawing party will forfeit its Joint Venture Interest and be released from all future obligations under the Joint Venture Agreement, but will continue to be liable for obligations arising prior to withdrawal, including its proportionate share of liabilities for any rehabilitation of the Joint Venture Area arising prior to withdrawal.
- (m) In the event that a party commits a 'material breach' (as described in the Joint Venture Agreements), which is not rectified within 30 days of notice of the breach, then the non-defaulting party will have the option to buy the Joint Venture Interest of the defaulting party for 75% of the value of that Joint Venture Interest (as agreed by the parties or determined by two experts).
- (n) A party may only assign all or any part of its Joint Venture Interest on the terms set out in the Joint Venture Agreement if:
 - (i) it is assigning the whole of its Joint Venture Interest to a related body corporate; or
 - (ii) after it has offered that Joint Venture Interest to the other party in accordance with the terms of the first and last right of refusal set out in the Joint Venture Agreement, the non-assigning party does not accept the offer.

3. Yamarna Access Agreement

EGMC has entered into a Mineral Exploration and Land Access Deed of Agreement (**Access Agreement**) with Cosmo Newberry Aboriginal Corporation (**Aboriginal Corporation**) and Harvey Murray on behalf of the Yilka Native Title Claim Group (**Claim Group**), in respect of E38/2952, E38/2953, E38/2957, E38/2958, E38/2685, and P38/4178 (**Yamarna Tenements**). The Company will be required to conduct joint venture operations under the Yamarna Joint Venture Agreement in accordance with EGMC's obligations under this Access Agreement.

The Aboriginal Corporation and its members are entitled to the occupation, use and benefit of certain reserves, which are vested in the Aboriginal Lands Trust claim (**Reserves**) and encroach on the Yamarna Tenements. The Claim Group is the applicant for a registered native title claim which also encroaches on the Yamarna Tenements.

(a) Access rights

Under the Access Agreement, the Aboriginal Corporation and Claim Group agree to:

- (i) request the Aboriginal Lands Trust to grant a Mining Access Permit to EGMC to allow EGMC to enter, remain on or travel through certain Reserves which are vested in the Aboriginal Lands Trust, for the purpose of conducting its exploration activities; and

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- (ii) consent to the grant of EGMC's exploration licences and prospecting licences and execute a Future Act Agreement when requested by EGMC.

Until the expiry of the Mining Access Permit, EGMC may, in accordance with the terms and conditions of the Access Agreement, enter upon and carry out all proposed access, presence and activities, on the areas of the Yamarna Tenements covered by the Yilka Native Title Claim (**Claim Area**).

- (b) Right to undertake work and clearance programme requirements

Prior to undertaking any work on any part of the Claim Area, EGMC must provide a works programme to the Claim Group and the Aboriginal Corporation, and the Claim Group and the Aboriginal Corporation must:

- (i) undertake a clearance programme in accordance with the procedures set out in the Access Agreement to determine whether the proposed work is likely to damage, disturb, encroach upon or interfere with any Aboriginal Site or Aboriginal Object; and
- (ii) determine that the works programme may proceed.

EGMC must reimburse the reasonable costs and expenses of the Aboriginal Corporation and Claim Group (including the costs agreed under the Access Agreement) incurred in carrying out their obligations with regard to the clearance programme.

The Aboriginal Corporation and Claim Group may nominate a person to supervise EGMC conducting its works, and EGMC must reimburse the Aboriginal Corporation and Claim Group for all reasonable costs and expenses of the relevant supervision in accordance with the Access Agreement.

- (c) Environmental protection requirements and monitoring

At the end of each field season, a monitoring team including Aboriginal persons and an environmental expert appointed by the Aboriginal Corporation and Claim Group may monitor EGMC's compliance with its environmental obligations. EGMC must reimburse the reasonable costs of the monitoring team.

- (d) Payments

In addition to the reimbursement obligations described above, in consideration of the grant of the Mining Access Permit, EGMC agrees to pay to the Aboriginal Corporation and Claim Group:

- (i) a payment of \$15,000 within 7 days of the commencement date (to be held on trust until EGMC notifies the Aboriginal Corporation and Claim Group of receipt of the Mining Access Permit;
- (ii) within 7 days of the first anniversary of the commencement date, the sum of \$25,000;
- (iii) within 7 days of the second anniversary of the commencement date, the sum of \$35,000;
- (iv) within 7 days of the third anniversary of the commencement date, the sum of \$45,000;

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- (v) within 7 days of the fourth anniversary and subsequent anniversaries of the commencement date, the sum of \$50,000; and
 - (vi) within 28 days of filing exploration expenditure reports with the Department of Mines and Petroleum, a percentage payment equal to the amount by which 6% of the reported total annual exploration expenditure exceeds the fixed annual payment amount as above (if any and, if not, the amount payable under this calculation is \$0.00).
- (e) Discovery of Aboriginal Sites or Objects

EGMC must notify the Aboriginal Corporation and Claim Group immediately upon discovering any Aboriginal Site or Aboriginal Object on the Claim Area, and must cease all activity likely to disturb in any way the Aboriginal Site or Aboriginal Object until further directions are received from the Aboriginal Corporation or Claim Group.

4. Access Agreement – Gold Road Resources

EGMC has entered into an Access Agreement with Gold Road Resources Limited (ACN 109 289 527) (**Gold Road**), in respect of miscellaneous licence L38/237 (**Miscellaneous Licence**) which affects exploration licences E38/2953 and E38/2957 (**Existing Tenements**) held by EGMC as part of the Yamarna Project (**Access Agreement**). The Company will be required to conduct joint venture operations under the Yamarna Joint Venture Agreement in accordance with EGMC's obligations under this Access Agreement.

- (a) Withdrawal of objections

In consideration of Gold Road agreeing to be bound by the terms of the agreement, EGMC agrees to:

- (i) withdraw any objection lodged by EGMC in relation to the Miscellaneous Licence; and
- (ii) not take any other action to restrict or impede the grant, renewal or substitution of the Miscellaneous Licence.

- (b) Access rights

Under the agreement, Gold Road is required to:

- (i) allow EGMC, its employees, agents, contractors and any other person authorised by EGMC, to continue to enter and pass through or over the area of the Miscellaneous Licence that encroaches or will encroach upon the Existing Tenements (**Relevant Area**), with any vehicles, machinery or equipment that are required by EGMC; and
- (ii) conduct its activities in way that does not interfere with any access to or use of the area of the Miscellaneous Licence that encroaches or will encroach upon the Existing Tenements.

Under the agreement, EGMC is required to:

- (iii) allow Gold Road, its employees, agents, contractors and any other person authorised by Gold Road, to enter and pass through or over the Relevant Area, with any vehicles, machinery or equipment that are required by Gold Road;

8. Solicitor's Tenement Report

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- (iv) use the Relevant Area for the purpose for which the Existing Tenements were granted; and
 - (v) not unreasonably interfere with any activities conducted or proposed to be conducted by Gold Road on or adjacent to the Relevant Area.
- (c) Removal of infrastructure

EGMC must not remove any infrastructure from any part of the Relevant Area unless EGMC provides at least 6 months notice of such removal to Gold Road. EGMC will be responsible for all relocation costs.

The Access Agreement otherwise contains terms and conditions considered standard for agreements of this nature.

5. Wiluna Native Title Agreement

Pursuant to a deed of assignment between the Company and Michael Madigan (**Madigan**) dated 30 August 2016, the Company has taken assignment of Madigan's rights in, and has assumed his obligations under, a standard heritage agreement that was entered into by AngloGold Ashanti Australia Limited (**Anglogold**) and the Wiluna Native Title Claimants (**Claimants**) on 3 June 2004 (**Wiluna Heritage Agreement**).

In connection with its sale of E53/1101 (**Jundee South Tenement**) to Madigan, Anglogold assigned its rights in the Wiluna Heritage Agreement, to the extent that they relate to E53/1101, to Madigan under a deed of assignment and assumption dated 30 August 2006.

The Claimants were the claimants in respect of the Wiluna Native Title Claim (WC 99/24). That claim has subsequently been determined and the determined native title party (**NTP**) in respect of the claim, WCD2013/004 - WF (Deceased), on behalf of the Wiluna People v State of Western Australia, is represented by Tarika Matuwa Piarku (Aboriginal Corporation) RNTBC (**TMPAC**), which has taken, or will take, assignment of the Claimants' rights in, and has assumed, or will assume, the Claimants' obligations under, the Wiluna Heritage Agreement.

- (a) Access rights

Under the Wiluna Heritage Agreement, the NTP agrees not to object to the grant of the Tenement.

When conducting any activities over any area within the NTP's determination area (**Determination Area**), the Company must immediately report to the NTP any previous unidentified potential Aboriginal site which it becomes aware of.

- (b) Non ground disturbing activities

The Company must notify the NTP of non ground disturbing activities (and provide specified information about the activities) over the Determination Area at least 21 days prior to the activity commencing so that the NTP can determine whether the activity is or is not a non-ground disturbing activity.

- (c) Ground disturbing activities and surveys

The Company must notify the NTP of any intended ground disturbing activities (and provide specified information about the activities).

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Following notification, the parties must consult to determine whether or not a survey is required and, if required, a survey team will be established and will conduct a survey over the relevant area to determine whether or not there are any Aboriginal sites that could be damaged or interfered with as a result of the proposed works. The survey must be undertaken in accordance with the procedures set out in the Wiluna Heritage Agreement and a report must be provided indicating the part of the determination area that is or is not cleared for ground disturbing activity. The Company must pay the agreed costs of the survey team.

(d) Section 18 Application

The Company must not give notice under section 18 of the Heritage Act over any area of the Jundee South Tenement without giving the NTP at least 30 days notice of its intention to do so and must consult with the NTP in relation to any proposal related to a section 18 notice.

6. Royalty rights – AngloGold Ashanti Australia Limited

In connection with its purchase of E53/1101, the Company has entered into a Deed of Novation dated 9 August 2016 with Michael Madigan and AngloGold Ashanti Australia Limited (**Anglogold**) for the novation of the Sale and Purchase Agreement (**SPA**) between Michael Madigan and AngloGold dated 31 March 2005 whereby the Company replaces Michael Madigan as a party to the SPA and assumes his obligations under the SPA. The Deed of Novation is effective from the date that the E53/1101 was acquired from Michael Madigan, being 20 May 2016.

(a) Royalty

Pursuant to the Deed of Novation, the Company must pay to Anglogold a royalty of 0.5% of the gross proceeds paid on a monthly basis in arrears in respect of all ore mined from E53/1101.

(b) Assignment

The Deed of Novation provides that the Company may only assign an interest in the E53/1101 with the prior written consent of Anglogold (which must not be unreasonably refused).

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9. Investigating Accountant's Report



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8 September 2016

The Directors
Great Boulder Resources Limited
Level 1, 768 Canning Highway
Applecross, Western Australia 6153

Dear Directors

INVESTIGATING ACCOUNTANT'S REPORT

Independent Limited Assurance Report ("Report") on Great Boulder Resources Limited Historical and Pro Forma Historical Financial Information

Introduction

We have been engaged by Great Boulder Resources Limited ("GBR" or the "Company") to report on the historical financial information of GBR for the period ended 30 June 2015 and year ended 30 June 2016 and pro forma financial information of the Company as at 30 June 2016 for inclusion in the prospectus ("Prospectus") of GBR dated on or about 12 September 2016 in connection with the initial public offering of GBR, pursuant to which the Company is offering 25,000,000 ordinary GBR shares at an issue price of \$0.20 per share to raise \$5.0 million before costs with provision to accept oversubscriptions of up to a further 10,000,000 Shares to raise up to an additional \$2,000,000 (before costs) (the "Offer").

Expressions and terms defined in the Prospectus have the same meaning in this Report.

The future prospects of the Company, other than the preparation of Pro Forma Historical Financial Information, assuming completion of the transactions summarised in Note 1 of the Appendix of this Report, are not addressed in this Report. This Report also does not address the rights attaching to the shares to be issued pursuant to this Prospectus, nor the risks associated with the investment.

Background

GBR is a public company which was incorporated on 6 April 2016 to carry on the business of mineral exploration with a primary focus on gold exploration.

The Company has interests in 5 gold exploration projects located in the eastern portion of the Goldfields-Esperance region of Western Australia.

The Company's primary aim in the near-term is to discover and develop significant lode gold deposits on the Projects.

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RSM Corporate Australia Pty Ltd is beneficially owned by the Directors of RSM Australia Pty Ltd. RSM Australia Pty Ltd is a member of the RSM network and trades as RSM. RSM is the trading name used by the members of the RSM network. Each member of the RSM network is an independent accounting and consulting firm which practices in its own right. The RSM network is not itself a separate legal entity in any jurisdiction.

RSM Corporate Australia Pty Ltd ABN 82 050 508 024 Australian Financial Services Licence No. 255847



Scope

Historical financial information

You have requested RSM Corporate Australia Pty Ltd ("RSM") to review the following historical financial information of the Company included in the Prospectus at the Appendix to this Report:

- The statement of comprehensive income of the Company for the period from incorporation to 30 June 2016; and
- The statement of financial position of the Company as at 30 June 2016.

(together the "Historical Financial Information").

The Historical Financial Information has been prepared in accordance with the stated basis of preparation, being the recognition and measurement principles of the International Financial Reporting Standards and the Company's adopted accounting policies.

The Historical Financial Information has been extracted from the financial statements of GBR for the period ended 30 June 2016, which were audited by RSM Australia Partners in accordance with International Auditing Standards. The audit reports issued for the period ended 30 June 2016 was an unqualified opinion.

The Historical Financial Information is presented in the Prospectus in an abbreviated form, insofar as it does not include all of the presentation and disclosures required by International Financial Reporting Standards and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the *Corporations Act 2001*.

Pro forma historical financial information

You have requested RSM to review the pro forma historical statement of financial position as at 30 June 2016, referred to as "the Pro Forma Historical Financial Information".

The Pro Forma Historical Financial Information has been derived from the Historical Financial Information of the Company after adjusting for the effects of the subsequent events and pro forma adjustments described in Note 1 of the Appendix to this Report. The stated basis of preparation is the recognition and measurement principles of the International Financial Reporting Standards applied to the Historical Financial Information and the events or transactions to which the subsequent events and pro forma adjustments relate, as described in Note 1 of the Appendix to this Report, as if those events or transactions had occurred as at the date of the Historical Financial Information. Due to its nature, the Pro Forma Historical Financial Information does not represent the Company's actual or prospective financial position or statement of comprehensive income, and/or cash flows.

Directors' responsibility

The Directors of the Company are responsible for the preparation of the Historical Financial Information and Pro Forma Historical Financial Information, including the selection and determination of pro forma adjustments made to the historical financial information and included in the pro forma historical financial information. This includes responsibility for such internal controls as the Directors determine are necessary to enable the preparation of Historical Financial Information and Pro Forma Historical Financial Information that are free from material misstatement, whether due to fraud or error.

Our responsibility

Our responsibility is to express a limited assurance conclusion on the financial information based on the procedures performed and the evidence we have obtained. We have conducted our engagement in accordance with the Standard on Assurance Engagement ASAE 3450 *Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information*.

A review consists of making such enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. Our procedures included:

9. Investigating Accountant's Report



- A consistency check of the application of the stated basis of preparation, to the Historical and Pro Forma Historical Financial Information;
- A review of the Company's and its auditors' work papers, accounting records and other documents;
- Enquiry of directors, management personnel and advisors;
- Consideration of subsequent events and pro forma adjustments described in Note 1 of the Appendix to this Report; and
- Performance of analytical procedures applied to the Pro Forma Historical Financial Information.

A review is substantially less in scope than an audit conducted in accordance with International Auditing Standards and consequently does not enable us to obtain reasonable assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusions

Historical Financial Information

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the Historical Financial Information, as described in the Appendix to this Report, and comprising:

- The statement of comprehensive income of GBR for period ended 30 June 2016; and
- The statement of financial position of GBR as at 30 June 2016,

are not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in Note 1 of the Appendix to this Report.

The Company did not trade in the period from incorporation to 30 June 2016 and as such no financial performance was recorded.

Pro Forma Historical Financial Information

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the Pro Forma Historical Financial Information, as described in the Appendix to this Report, and comprising the statement of financial position as at 30 June 2016 of the Company is not presented fairly in all material respects, in accordance with the stated basis of preparation, as described in Note 1 of the Appendix of this Report.

Restriction on Use

Without modifying our conclusions, we draw attention to the purpose of the financial information, being for inclusion in the Prospectus. As a result, the financial information may not be suitable for use for another purpose.

Responsibility

RSM has consented to the inclusion of this assurance report in the Prospectus in the form and context in which it is included. RSM has not authorised the issue of the Prospectus. Accordingly, RSM makes no representation regarding, and takes no responsibility for, any other documents or material in, or omissions from, the Prospectus.



Disclosure of Interest

RSM does not have any pecuniary interest that could reasonably be regarded as being capable of affecting its ability to give an unbiased conclusion in this matter. RSM will receive a professional fee for the preparation of this Report.

Yours faithfully

Andrew Gilmour
A J GILMOUR
Director

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9. Investigating Accountant's Report

Appendix – Historical and Pro Forma Financial Information

**GREAT BOULDER RESOURCES LIMITED
STATEMENT OF FINANCIAL PERFORMANCE
FOR THE PERIOD FROM 6 APRIL 2016 TO 30 JUNE 2016**

	Period ended 30-Jun-16 Audited \$
Interest income	351
Accounting fees	(3,825)
Bank fees	(6)
General expenses	(652)
Geological supplies	(1,926)
Legal costs	(7,480)
Office equipment	(2,655)
Seminars	(1,772)
Tenement management	(2,823)
Loss before income tax	(20,788)
Income tax expense	-
Loss after income tax	(20,788)
Other comprehensive income	-
Total comprehensive income attributable to members of Great Boulder Resources Limited	(20,788)

Investors should note that past results are not a guarantee of future performance.

Appendix – Historical and Pro Forma Financial Information

GREAT BOULDER RESOURCES LIMITED
PRO FORMA STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2016

	Note	GBR Audited 30-Jun-16 \$	Subsequent events Unaudited 30-Jun-16 \$	Pro forma adjustments Unaudited 30-Jun-16 \$	Pro forma Unaudited 30-Jun-16 \$
Assets					
Current assets					
Cash and cash equivalents	3	1,333,698	-	4,363,290	5,696,988
Trade and other receivables		10,810	-	-	10,810
Total current assets		<u>1,344,508</u>	<u>-</u>	<u>4,363,290</u>	<u>5,807,798</u>
Non-current assets					
Exploration and evaluation expenditure		109,260	-	-	109,260
Total non-current assets		<u>109,260</u>	<u>-</u>	<u>-</u>	<u>109,260</u>
Total assets		<u>1,453,768</u>	<u>-</u>	<u>4,363,290</u>	<u>5,817,058</u>
Liabilities					
Current liabilities					
Trade and other payables		435,700	-	-	435,700
Borrowings		28,000	-	-	28,000
Total current liabilities		<u>463,700</u>	<u>-</u>	<u>-</u>	<u>463,700</u>
Total liabilities		<u>463,700</u>	<u>-</u>	<u>-</u>	<u>463,700</u>
Net assets		<u>990,068</u>	<u>-</u>	<u>4,363,290</u>	<u>5,453,358</u>
Equity					
Contributed equity	4	1,010,856	-	4,156,290	5,167,146
Reserves	5	-	123,000	207,000	330,000
Accumulated losses	6	(20,788)	(123,000)	-	(143,788)
Total equity		<u>990,068</u>	<u>-</u>	<u>4,363,290</u>	<u>5,353,358</u>

The audited pro forma statement of financial position represents the audited statement of financial position of the Company as at 30 June 2016 adjusted for the subsequent events and pro forma transactions outlined in Note 1 of this Appendix. It should be read in conjunction with the notes to the historical and pro forma financial information.

9. Investigating Accountant's Report

Appendix – Historical and Pro Forma Financial Information

1. Introduction

The financial information set out in this Appendix consists of the statement of financial position as at 30 June 2016 and the statement of comprehensive income for the period ended 30 June 2016 ("Historical Financial Information") together with a pro forma statement of financial position reflecting the Directors' pro forma adjustments ("Pro Forma Historical Financial Information").

The Pro Forma Historical Financial Information has been compiled by adjusting the statement of financial position of the Company for the impact of the following subsequent events and pro forma adjustments.

Adjustments adopted in compiling the Pro Forma Historical Financial Information

The Pro Forma Historical Information has been prepared by adjusting the historical financial information to reflect the financial effects of the following subsequent events which have occurred in the period since 30 June 2016 and the date of this Report:

- (i) On 1 September 2016 the Company appointed Stefan Murphy as Managing Director. Under Mr Murphy's remuneration package he was awarded 2,000,000 performance rights ("Performance Rights") and 1,000,000 options ("Management Options").]

and the following pro forma transactions which are yet to occur, but are proposed to occur following completion of the Offer:

- (ii) The issue of 25,000,000 ordinary GBR shares at \$0.20 each to raise \$5,000,000 before costs pursuant to the Offer;
- (iii) The payment of cash costs related to the Offer estimated to be \$636,710; and
- (iv) The issue of 1,500,000 broker options in relation to the Offer, exercisable at \$0.20 each with a four year expiry ("Options");

The Pro Forma Historical Financial Information has been presented in abbreviated form and does not contain all the disclosures usually provided in an Annual Report prepared in accordance with the *Corporations Act 2001*.

Appendix – Historical and Pro Forma Financial Information

2. Statement of significant accounting policies

(a) Basis of preparation

The Historical Financial Information has been prepared in accordance with the recognition and measurement requirements of the International Financial Reporting Standards ("IFRS"), adopted by the International Accounting Standards Board and the Corporations Act 2001.

The significant accounting policies that have been adopted in the preparation and presentation of the historical and the Pro forma Historical Financial Information are:

(b) Basis of measurement

The historical and pro forma financial information has been prepared on the historical cost basis except for financial instruments classified at *fair value through profit or loss*, which are measured at fair value.

(c) Functional and presentation currency

The historical and pro forma financial information has been presented in Australian dollars which is the Company's functional currency.

(d) Use of estimates and judgements

The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

(e) Going concern

The historical and pro forma financial information has been prepared on a going concern basis, which contemplates continuity of normal business activities and the realisation of assets and discharge of liabilities in the normal course of business.

(f) Income tax

The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustments recognised for prior periods, where applicable.

(g) Interest Revenue

Interest revenue is recognised using the effective interest rate method.

All revenue is stated net of the amount of goods and services tax (GST).

(h) Exploration and evaluation expenditure

Exploration and evaluation expenditure in relation to separate areas of interest for which rights of tenure are current is carried forward as an asset in the statement of financial position where it is expected that the expenditure will be recovered through the successful development and exploitation of an area of interest, or by its sale; or exploration activities are continuing in an area and activities have not reached a stage which permits a reasonable estimate of the existence or otherwise of economically recoverable reserves. Where a project or an area of interest has been abandoned, the expenditure incurred thereon is written off in the period in which the decision is made.

(i) Trade and other payables

These amounts represent liabilities for goods and services provided to the company prior to the end of the financial period and which are unpaid, together with assets ordered before the end of the financial period. The amounts are unsecured and are usually paid within 30 days of recognition.

9. Investigating Accountant's Report

Appendix – Historical and Pro Forma Financial Information

(j) Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts.

(k) GST

Revenues, expenses, and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the taxation. In this case it is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated as inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the taxation authority is included with other receivables or payables in the statement of financial position.

(l) Borrowings

Loans and borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method.

Where there is an unconditional right to defer settlement of the liability for at least 12 months after the reporting date, the loans or borrowings are classified as non-current.

(m) Issued Capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(n) Share-based payment transactions

The Company provides benefits to employees and other parties in the form of share based payments, whereby the employees and parties provide services in exchange for shares and other securities in the Company. The cost of the equity settled share based payment transactions is determined by reference to the fair value of the equity instruments granted.

The fair value of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance/ and or service conditions are fulfilled ("vesting period").

The cumulative expense recognised for equity-settled transactions at each reporting date until vesting date reflects:

- (i) The grant date fair value;
- (ii) The extent to which the vesting period has expired; and
- (iii) The number of equity instruments that, in the opinion of the Directors of the Company, will ultimately vest.

This opinion is formed based on the best available information at reporting date. No adjustment is made for the likelihood of market performance conditions being met as the effect of these conditions is included in the determination of fair value at grant date.

No expense is recognised for equity instruments that do not ultimately vest, except for equity instruments where vesting is conditional upon a market condition.

Appendix – Historical and Pro Forma Financial Information

3. Cash and cash equivalents

	Note	Audited 30-Jun-16 \$	Unaudited Pro-forma 30-Jun-16 \$
Cash and cash equivalents		1,333,698	5,696,988
GBR cash and cash equivalents as at 30 June 2016			1,333,698
<i>Adjustments arising in the preparation of the pro forma statement of financial position are summarised as follows:</i>			
Proceeds from the Offer pursuant to the Prospectus	1(ii)		5,000,000
Capital raising costs	1(iii)		(636,710)
			4,463,290
Pro-forma cash and cash equivalents			5,696,988

The Prospectus has provision for subscriptions of between 25,000,000 and 35,000,000 shares to raise between \$5 million and \$7 million (before costs) wherein the pro forma statement of financial position assumes the minimum \$5 million is raised. Should the maximum \$7 million be raised, the share issue cash costs would increase to \$766,710 and the cash at bank balance would increase by \$1,870,000 to \$7,566,988.

4. Issued capital

	Note	Number of shares	\$
GBR issued share capital as at 30 June 2016		37,673,500	1,010,856
<i>Adjustments arising in the preparation of the pro forma statement of financial position are summarised as follows:</i>			
Fully paid ordinary shares issued at \$0.20 pursuant to this Prospectus	1(ii)	25,000,000	5,000,000
Cash costs associated with the share issue pursuant to this Prospectus	1(iii)	-	(636,710)
Cost of Lead Manager Options issued to in relation to the Offer	1(iv)	-	(207,000)
		25,000,000	4,156,290
Pro-forma issued share capital		62,673,500	5,167,146

The Prospectus has provision for subscriptions of between 25,000,000 and 35,000,000 shares to raise between \$5 million and \$7 million (before costs) wherein the pro forma statement of financial position assumes the minimum \$5 million is raised. Should the maximum \$7 million be raised, the share issue cash costs would increase to \$766,710, and the issued capital would increase by \$1,870,000 to \$7,037,146.

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9. Investigating Accountant's Report

Appendix – Historical and Pro Forma Financial Information

5. Reserves

	Note	Audited 30-Jun-16 \$	Unaudited Pro-forma 30-Jun-16 \$
Reserves		-	330,000
GBR reserves as at 30 June 2016			-
<i>Subsequent events are summarised as follows:</i>			
Management Options issued to Managing Director on appointment	1(i)		123,000
<i>Adjustments arising in the preparation of the pro forma statement of financial position are summarised as follows:</i>			
Lead Manager Options issued to in relation to the Offer	1(iv)		207,000
Pro-forma reserves			<u>330,000</u>

(a) Options

Pursuant to the Offer, the Company will issue 1,500,000 Options to the Lead Manager. The pro forma fair value of the Options is \$0.207 million.

All options have been valued using a standard binomial pricing model based on the fair value of a Company share at the grant date, assuming minimum subscription of the Offer using the following assumptions:

Assumptions	Options
Stock price	\$ 0.20
Exercise price	\$ 0.20
Expiry period	4 years
Expected future volatility	100%
Risk free rate	1.5%
Dividend yield	0%

The terms and conditions of the Options are set out in sections 10.2 of the Prospectus.

(b) Existing Options

At the date of the Prospectus, there is 35,586,750 options over ordinary shares in the Company on issue ("Existing Options").

The Existing Options are exercisable at \$0.20 per options and expire at the earlier of four years after the Company is admitted to the Official List of the ASX or five years from the issue date of the options.

The terms and conditions of the Existing Options are set out in sections 11.4 of the Prospectus.

Appendix – Historical and Pro Forma Financial Information

5. Reserves (cont.)

(c) Managing Director incentives

On 1 September the Company appointed Stefan Murphy as Managing Director. Under Mr Murphy's remuneration package he was awarded 2,000,000 performance rights ("Performance Rights") and 1,000,000 options ("Management Options").

The Management Options were issued under the same terms of the Options to the Lead Manager and have been valued at \$0.123 million using a standard binomial pricing model.

The Performance Rights convert into ordinary shares in the Company upon achievement of performance targets as follows:

Class	Performance Hurdle	Entitlement
Class A Performance Right	Within the first 12 months of the Company's admission to ASX, the volume weighted average price ("VWAP") of Shares traded on ASX over any consecutive 3-month period is \$0.30 or more.	500,000 Shares
Class B Performance Right	Within the first 24 months of the Company's admission to ASX, the VWAP of Shares traded on ASX over any consecutive 3-month period is \$0.50 or more.	750,000 Shares
Class C Performance Right	Within the first 36 months of the Company's admission to ASX, the Company delineates and announces to ASX a JORC compliant 'mineral resource' of greater than 500,000 ounces of contained gold reported at 0.5 grams per tonne or more.	750,000 Shares

The cost of the Performance Rights will be recognised over the vesting periods for their respective performance targets.

6. Accumulated losses

	Note	Audited 30-Jun-16 \$	Unaudited Pro-forma 30-Jun-16 \$
Accumulated losses		(20,788)	(143,788)
GBR accumulated losses as at 30 June 2016	1(ii)		(20,788)
<i>Subsequent events are summarised as follows:</i>			
Management Options issued to Managing Director on appointment	1(i)		(123,000)
Pro-forma accumulated losses			<u>(143,788)</u>

7. Related party disclosure

Following completion of the Offer, the Directors of GBR will be Gregory Hall, Stefan Murphy, Murray Black and Melanie Leighton. Directors' holdings of shares, directors' remuneration and other directors' interests are set out in Section 11.8 and 11.9 of the Prospectus.

9. Investigating Accountant's Report

Appendix – Historical and Pro Forma Financial Information

8. Exploration commitments

On 13 June 2016, the company signed Joint Venture Agreements with Eastern Goldfields Mining Company Pty Ltd, which grants the company the rights to earn a 75% interest in the tenements by sole funding certain Joint Venture expenditure upon the terms and conditions set out in the agreements.

Over a five-year period from the commencement date, the company can fund all outgoings payments required to keep the tenements in good standing and all other Joint Venture expenditure, or pay amount to Eastern Goldfields Mining Company Pty Ltd, or a combination of the two to the amounts disclosed below. These obligations are not provided for in the financial statements.

Project	Commitment
	\$
Balagundi	1,000,000
Broadwood	500,000
Tarmoola	1,400,000
Yamarna	2,000,000
Total	<u>4,900,000</u>

9. Contingent assets and liabilities

The company had no contingent asset or liabilities at the date of this report.

10. Material Contracts

10.1 Introduction

Set out below are summaries of various contracts entered into by the Company which are or may be material to the Offers or the operation of the business of the Company or otherwise are or may be relevant to a potential investor in the Company.

10.2 Lead Manager Mandate

The Company and the Lead Manager (Wentworth Global Capital Finance Pty Ltd) entered into a corporate advisory and fundraising services agreement (**Lead Manager Mandate**).

The Lead Manager Mandate records the terms and conditions of the Lead Manager's engagement to act as the sole and exclusive corporate adviser and lead manager in relation to a \$1,272,145 seed capital raising and the initial public offering (i.e. the Share Offer) by the Company (**IPO**).

The material terms of the Lead Manager Mandate are as follows:

- (a) The Lead Manager will provide the Company with corporate and commercial advisory services in relation to the IPO and the Company's admission to ASX.
- (b) The Company must pay the following fees to the Lead Manager for performing the services under the Lead Manager Mandate:
 - (i) a fee of \$50,000 payable on lodgement of this Prospectus with ASIC/ASX;
 - (ii) a fee of \$100,000 payable upon admission of the Company to ASX;
 - (iii) an equity capital raising fee of 6% (plus GST) of the amount raised under a fundraising (i.e. under this Prospectus) which is payable on the introduction of any and all new equity/capital/hybrid (or deemed value of the investment to the Company), excluding funds raised from certain Applicants (or their related parties) as nominated by the Board to the Lead Manager where the fee will be reduced to 2% (plus GST); and
 - (iv) a fee of \$25,000 if the Company withdraws from the IPO and ASX-listing or the Lead Manager terminates the Lead Manager Mandate as a result of the discovery of information that is deemed by the Lead Manager to be materially prejudicial to the successful completion of the IPO and ASX listing.
- (c) The Company will also issue to the Lead Manager (or its nominees) 1,500,000 Options exercisable at \$0.20 each within 4 years of issue (i.e. the Lead Manager Options).
- (d) The Company agrees to indemnify the Lead Manager and to hold the Lead Manager harmless from and against:
 - (i) all actions, claims, demands or proceedings which may be instituted against the Lead Manager; and
 - (ii) all liabilities, losses, damages, costs and expenses including reasonable legal costs and expenses which may be suffered or incurred by the Lead Manager, in connection with the Lead Manager Mandate.
- (e) The Lead Manager's Mandate expires on 8 June 2017.

The Lead Manager Mandate otherwise contains terms and conditions considered standard for a mandate of this nature.

10.3 Joint Venture Agreements

The Company has entered into Farm-in and Joint Venture Agreements dated 13 June 2016 (each a **Joint Venture Agreement**) with EGMC in respect of each Joint Venture Project.

Each Joint Venture Agreement is on substantially the same terms and conditions as the others, except as noted below.

The material terms of each Joint Venture Agreement are as follows:

- (a) The Company and EGMC will establish an unincorporated joint venture for the purposes of:
 - (i) exploring the area covered by the Tenements the subject of the Joint Venture Project to which the Joint Venture Agreement relates (**Joint Venture Area**); and

- (ii) if a viable mineable resource is established, developing and mining the relevant part or parts of the Joint Venture Area upon the terms and conditions set out in the Joint Venture Agreement.

- (b) The initial joint venture interests under the Joint Venture Agreement are:

- (i) EGMC – 100%; and
- (ii) the Company – 0%.

- (c) The Company will manage the Joint Venture Projects.

- (d) EGMC grants the Company the exclusive right to earn a 75% interest in the Joint Venture Project (including the Tenements over which the project is operated) over a 5 year period from the date of each Joint Venture Agreement, by either funding specific exploration expenses and other costs required to keep the relevant Tenements in good standing, paying EGMC the equivalent amount, or a combination of both.

- (e) The expenditure commitments for the Joint Venture Agreements are as follows:

- (i) Balagundi Joint Venture Agreement – \$1,000,000;
- (ii) Broadwood Joint Venture Agreement – \$500,000;
- (iii) Tarmoola Joint Venture Agreement – \$1,400,000; and
- (iv) Yamarna Joint Venture Agreement – \$2,000,000.

- (f) After the Company completes its earn-in, EGMC may elect to transfer its remaining 25% interest to the Joint Venture Project in return for a 2% net-smelter return royalty calculated on the gross revenue received by the Company (less certain deductions) from minerals extracted and sold in relation to a Project.

The Joint Venture Agreements otherwise contain terms and conditions considered standard for agreements of this nature.

Further details of the Joint Venture Agreements are set out in Annexure E to the Solicitor's Tenement Report in Section 8.

10.4 Jundee South agreements

In May 2016 the Company acquired Exploration Licence E53/1101 (**Jundee South Tenement**) from Michael Francis Madigan.

In agreeing to acquire the Jundee South Tenement, the Company assumed the obligation to AngloGold Ashanti Australia Limited (**AngloGold**) to pay a 0.5% net smelter return royalty on the gross proceeds of ore mined from the Jundee South Tenement, on the same terms and conditions as set out in a Sale and Purchase Agreement between Mr Madigan and AngloGold dated 31 March 2005 (**S&P Agreement**).

In August 2016 the Company entered into a Deed of Novation with Mr Madigan and AngloGold under which the S&P Agreement was novated such that the Company replaced Mr Madigan in the S&P Agreement, with effect as of the date that the Jundee South Tenement was transferred to the Company. Under this deed, the Company took assignment of all of Mr Madigan's rights and agreed to perform all of his obligations under the S&P Agreement, including the payment of any royalty to AngloGold.

Further details of the royalty that may be payable to AngloGold are set out in Annexure E to the Solicitor's Tenement Report in Section 8.

10.5 Other agreements concerning the Projects and Tenements

Please refer to Annexure E to the Solicitor's Tenement Report in Section 8 for further details of other agreements affecting the Projects and the Tenements.

10. Material Contracts

10.6 Managing Director Executive Services Agreement

The Company has entered into an Executive Services Agreement with its Managing Director, Mr Stefan Murphy, in relation to his employment by the Company.

The material terms of this agreement are as follows:

- (a) Mr Murphy is employed as the Managing Director.
- (b) Mr Murphy will be paid an annual salary of \$225,000 plus statutory superannuation.
- (c) The Company will grant Mr Murphy the following incentives which are to be issued under the Company's Incentive Plan (see Section 10.9) and are subject to him remaining employed by the Company:
 - (i) 1,000,000 Options on the terms outlined in Section 11.6; and
 - (ii) 500,000 Class A Performance Rights, 750,000 Class B Performance Rights and 750,000 Class C Performance Rights on the terms outlined in Section 11.7.
- (d) Mr Murphy must discharge his employment duties in accordance with the Constitution, any applicable corporate governance policies of the Company, the Corporations Act and the ASX Listing Rules.
- (e) Mr Murphy's employment may be terminated by the Company giving 2 months' notice in the first 12 months of his employment, and 6 months' notice thereafter. The Company may otherwise terminate his employment immediately for cause (e.g. serious misconduct).

The agreement otherwise contains terms and conditions considered standard for an executive services agreement of this nature.

10.7 Non-Executive Director engagement letters

The Company has entered into a letter of engagement with each Non-Executive Director confirming their appointment and terms of engagement.

The material terms of the letters of engagement are as follows:

- (a) Each Non-Executive Director is entitled to be paid an annual director's fee commencing on 1 August 2016. The initial fees for each Non-Executive Director are:
 - (i) Mr Gregory Hall – \$50,000;
 - (ii) Mr Murray Black – \$40,000; and
 - (iii) Ms Melanie Leighton – \$40,000.
- (b) Each Non-Executive Director will be reimbursed for all reasonable travel and out of pocket expenses incurred in performance of their directorship duties.
- (c) Each Non-Executive Director is expected to discharge their duties in accordance with the Constitution of the Company, the Corporations Act, the ASX Listing Rules and the corporate governance policies of the Company (as applicable).
- (d) Each Non-Executive Director will be covered by a directors' and officers' liability insurance policy taken out by the Company in accordance with the terms of the Deeds of Insurance, Indemnity and Access that the Company proposes to execute with each Non-Executive Director (see Sections 10.8 and 11.1).
- (e) Each Non-Executive Director must make all necessary disclosures to the Company in relation to all interests and matters which impact their independence and any matters which may give rise to a conflict of interest.
- (f) Each Non-Executive Director must keep information regarding the Company confidential, except if disclosure is required by law or the Company provides prior written consent.
- (g) Each Non-Executive Director assigns to the Company all existing and future intellectual property rights in all inventions, designs, works and subject matter created or conceived by the Directors in the performance of their duties or using any of the Company's resources.

The letters of engagement otherwise contains terms and conditions considered standard for engagement letters of this nature.

10.8 Deeds of Indemnity, Insurance and Access

The Company has entered into a Deed of Indemnity, Insurance and Access with the Managing Director and the Company Secretary, and proposed to enter into substantially identical deeds with each Non-Executive Director (each a **Relevant Party**).

Approval for the Company to enter these deeds with the Non-Executive Directors' is to be sought at the General Meeting to be held on 22 September 2016 (see Section 11.1).

Under these deeds, the Company will undertake, subject to the restrictions in the Corporations Act, to:

- (a) indemnify each Relevant Party from certain liabilities incurred from acting in that position under specified circumstances;
- (b) maintain directors' and officers' insurance cover (if available) in favour of each Relevant Party whilst that person maintains such office and for 7 years after the Relevant Party has ceased to be an officer of the Company;
- (c) cease to maintain directors' and officers' insurance cover in favour of each Relevant Party if the Company reasonably determines that the type of coverage is no longer available; if the Company ceases to maintain directors' and officers' insurance cover in favour of a Relevant Party, then the Company must notify that Relevant Party of that event; and
- (d) provide access to any Company records which are relevant to the Relevant Party's holding of office with the Company, for a period of 7 years after the Relevant Party has ceased to hold that office.

The deeds otherwise contain, or will contain, terms and conditions considered standard for deeds of this nature.

10.9 Incentive Plan

The Company has established an Incentive Plan for its officers and employees (**Plan**) which is governed by the Incentive Plan Rules (**Rules**).

Under the Plan, the Company may grant Options to subscribe for Shares (**Plan Options**) or Performance Rights entitling the holder to be issued Shares (**Plan Rights**) on terms and conditions set by the Board at its discretion.

The material terms of the Plan are as follows:

- (a) The purpose of the Plan is:
 - (i) to establish a method by which eligible persons can participate in the future growth and profitability of the Company;
 - (ii) to provide an incentive and reward for eligible persons for their contribution to the Company; and
 - (iii) to attract and retain a high standard of managerial and technical personnel for the benefit of the Company.
- (b) The following persons can participate in the Plan if the Board makes them an offer to do so:
 - (i) a full-time or part-time employee, including an executive and Non-Executive Director of the Company or its related bodies corporate;
 - (ii) a contractor of the Company or its related bodies corporate; and
 - (iii) a casual employee of the Company or its related bodies corporate where the employee or contractor is, or might reasonably be expected to be, engaged to work the pro-rata equivalent of 40% or more of a comparable full-time position.
- (c) Plan Options and Plan Rights issued under the Plan are subject to the terms and conditions set out in the Rules, which include:
 - (i) vesting conditions – which are time-based criteria, requirements or conditions (as specified in the offer and determined by the Board) which must be met prior to Plan Options or Plan Rights vesting in a participant, which the Board may throughout the course of the period between the grant of the Plan Options or Plan Rights and their vesting, waive or accelerate as the Board considers reasonably appropriate;

(ii) performance conditions – which are conditions relating to the performance of the Company and its related bodies corporate (and the manner in which those conditions will be tested) as specified in an offer and determined by the Board; and

(iii) exercise conditions – which are criteria, requirements or conditions, as determined by the Board or under the Plan, which must be met (notwithstanding the satisfaction of any vesting conditions and/or performance conditions) prior to a participant being entitled to exercise vested Plan Options.

(d) In accordance with ASIC Class Order 14/1000, the total Plan Options and Plan Rights that may be issued under the Plan will not exceed 5% of the total number of Shares on issue. In calculating this limit, Plan Options and Plan Rights issued to participants under the Plan other than in reliance upon this Class Order are discounted.

(e) The Board has the discretion to administer the Plan.

(f) Plan Options and Plan Rights issued under the Plan are not transferable and will not be quoted on the ASX.

The Rules otherwise contain terms and conditions considered standard for employee incentive plan rules of this nature.

10.10 Licence to occupy premises

The Company has entered into a Licence Deed dated 29 August 2016 (**Licence Deed**) with Hot Chili Limited (**Hot Chili**) under which the Company is granted a licence to co-occupy with Hot Chili the office located on the first floor of 768 Canning Highway, Applecross, Western Australia (**Office**).

The material terms of the Licence Deed are as follows:

- (a) The Company will have the right to enter, occupy and use the Office in common with Hot Chili.
- (b) The Licence Deed will commence on 1 July 2016 and continue to operate until terminated by either party giving 3 months' written notice, or one day prior to the termination of the head lease for the Office held by Hot Chili (**Head Lease**).
- (c) The Company must pay 50% of the rent and variable outgoings otherwise payable by Hot Chili under the Head Lease.
- (d) The Company will indemnify Hot Chili against any loss incurred by it from damage to the Office (or any other property in the Office) or any death or injury to any person in the Office, arising from or caused by the Company or any default by the Company under the Licence Deed.
- (e) The Company must not do anything that would cause a breach of the Head Lease.

The Licence Deed otherwise contains terms and conditions considered standard for a licence of this nature.

Non-Executive Director, Mr Murray Black is also the Non-Executive Chairman of Hot Chili.



11. Additional Information

11.1 General Meeting

The Company is to hold its first annual general meeting of its Shareholders on 22 September 2016 (**General Meeting**).

At the General Meeting, the Company will seek Shareholder approval for the following:

- (a) the re-election of Ms Melanie Leighton as a Director;
- (b) the appointment of the Auditor;
- (c) an amendment to the Constitution to exclude Executive Directors' remuneration from the annual cap on the aggregate remuneration payable by the Company to Directors (see Section 11.2);
- (d) subject to the Constitutional amendment being approved, approval of an annual cap on the aggregate Non-Executive Director remuneration of \$300,000;
- (e) approval for the Company to enter proposed Deeds of Indemnity, Insurance and Access with each Non-Executive Director (see Section 10.8); and
- (f) approval for the Directors (or their nominees) of the Company to participate in the Share Offer up to a maximum aggregated amount of 1,500,000 Shares on the same terms as the general public.

11.2 Proposed amendment to the Constitution

The Constitution current places an annual limit on the aggregate amount of remuneration payable to all Directors.

Approval at the General Meeting is being sought for the following variation to the Constitution which would exclude Executive Directors' remuneration from the annual cap on Directors' remuneration.

Current clause 11.14

The Directors will be paid out of the funds of the Company, by way of remuneration for their services as Directors, a sum not exceeding such fixed sum per annum as may be determined by the Directors prior to the first annual general meeting of the Company, to be divided among themselves and in default of agreement then in equal shares. The remuneration of the Directors shall not be increased except pursuant to a resolution passed at a general meeting of the Company where notice of the suggested increase has been given to Members in the notice convening the meeting. No non-executive Director will be paid as part or whole of his remuneration a commission on or a percentage of profits or a commission on or a percentage of operating revenue, and no Executive Director will be paid a whole or part of his remuneration a commission on or percentage of operating revenue.

Proposed amended clause 11.14

The Directors will be paid out of the funds of the Company, by way of remuneration for their services as Directors on the basis that:

- (a) *the Company may pay to the non-executive Directors a maximum total amount of director's fees determined by the Company in general meeting, or until so determined, as the Directors resolve, to be divided among the non-executive Directors as the Directors see fit or, failing agreement, in equal shares;*
- (b) *the Directors may determine the remuneration to be paid to a Managing Director and any other Executive Director, and such remuneration is not included in the total remuneration to be paid under clause 11.14(a);*
- (c) *the aggregate maximum amount of remuneration payable by the Company to non-executive Directors under clause 11.14(a) must not be increased except pursuant to a resolution passed at a general meeting of the Company where notice of the suggested increase has been given to Members in the notice convening the meeting;*
- (d) *a non-executive Director must not be paid, as part or the whole of his or her remuneration, a commission on, or a percentage of, profits or operating revenue; and*
- (e) *a Managing Director or other Executive Director must not be paid, as part or the whole of his or her remuneration, a commission on, or a percentage of, operating revenue.*

11.3 Rights and liabilities attaching to Shares

The Shares issued under this Prospectus will be fully paid ordinary shares in the capital of the Company and will rank equally with the Existing Shares.

The following is a broad summary (though not necessarily an exhaustive or definitive statement) of the rights and liabilities attaching to the Shares. Full details of the rights and liabilities attaching to the Shares are contained in the Constitution of the Company and, in certain circumstances, are regulated by the Corporations Act, the ASX Listing Rules, the ASX Settlement Rules and the common law. The Constitution is available for inspection free of charge at the Company's registered office.

- (a) **Share capital:** All issued ordinary fully paid Shares rank equally in all respects.
- (b) **Voting rights:** At a general meeting of the Company, every holder of Shares present in person, by an attorney, representative or proxy has one vote on a show of hands and on a poll, one vote for each Share held, and for every partly-paid share held, a fraction of a vote equal to the proportion which the amount paid up bears to the total issue price of the partly-paid share. Where there is an equality of votes, the chairperson has a casting vote.
- (c) **Dividend rights:** Subject to the Corporations Act, the ASX Listing Rules and any rights of persons entitled to Shares with special rights to dividends (at present there are none), all dividends as declared by the Directors shall be payable on all shares in proportion to the amount of capital paid or credited as paid on the Shares during any portion or portions of the period in respect of which the dividends is paid, unless the share is issued on terms providing to the contrary.
- (d) **Payment of dividends:** Dividends are payable out of the assets of the Company in accordance with section 254T of the Corporations Act and as determined by the Directors, which shall be conclusive. The Directors may direct that payment of the dividend be made wholly or in part by the distribution of specific assets or other Securities of the Company.
- (e) **Rights on winding-up:** Subject to the Corporations Act, the ASX Listing Rules and any rights or restricts attached to a class of Shares, the liquidator may on winding-up of the Company, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company and may for that purpose set such value as the liquidator considers fair upon any property to be so divided and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.
- (f) **Transfer of Shares:** Subject to the Constitution, Shares in the Company may be transferred by:
 - (i) a proper ASX Settlement transfer or any other method of transferring or dealing in Shares introduced by the ASX or operated in accordance with the ASX Settlement Rules or the ASX Listing Rules as recognised under the Corporations Act; or
 - (ii) an instrument in writing in any usual or common form or in any other form that the Directors, in their absolute discretion, approve from time to time.
- (g) **Refusal to transfer:** The Directors may refuse to register a transfer of Shares (other than a proper ASX Settlement transfer) only where:
 - (i) the law permits it;
 - (ii) the law requires it; or
 - (iii) the transfer is a transfer of 'restricted securities' (as defined in ASX Listing Rule 19.12) which is, or might be, in breach of the ASX Listing Rules or any escrow agreement entered into by the Company in respect of those restricted securities.
- (h) **Further increases in capital:** Subject to the Constitution, the Corporations Act and the ASX Listing Rules:
 - (i) Shares in the Company are under the control of the Directors, who may allot or dispose of all or any of the Shares to such persons, and on such terms, as the Directors determine; and
 - (ii) the Directors have the right to grant options over Shares, to any person, for any consideration.

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- (i) **Variation of rights attaching to Shares:** The rights attaching to the Shares of a class (unless otherwise provided by their terms of issue) may only be varied by a special resolution passed at a separate general meeting of the holders of those Shares of that class, or in certain circumstances, with the written consent of the holders of at least seventy-five percent (75%) of the issued Shares of that class.
- (j) **General meeting:** Each holder of Shares will be entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive notices, accounts and other documents required to be furnished to Shareholders under the Constitution, the Corporations Act and the ASX Listing Rules.

11.4 Terms of Existing Options

Each of the Existing Options has been granted on the terms and conditions set out below:

- (a) **Exercise price:** The exercise price is \$0.20 per Option.
- (b) **Entitlement:** Each Option shall entitle the holder the right to subscribe (in cash) for one Share in the capital of the Company.
- (c) **Option period:** The Options will expire at 5.00pm (WST) on date which is the earlier of:
 - (i) 4 years after the Company is admitted to the official list of ASX; and
 - (ii) 5 years after the date of issue of the Options.
- (d) **Exercise:** Options may be exercised at any time prior to the expiry date and Options not so exercised shall automatically expire on the expiry date.
- (e) **Ranking of Shares on exercise:** Each Share allotted as a result of the exercise of any Option will rank in all respects *pari passu** with the existing Shares in the capital of the Company on issue at the date of allotment.
- (f) **Voting:** A registered owner of an Option will not be entitled to attend or vote at any meeting of the members of the Company unless they are also a member of the Company.
- (g) **Transfer:** Options are transferable at any time prior to the expiry date.
- (h) **Method of exercise:**
 - (i) The Company will provide a notice that is to be completed when exercising the Options. Options may be exercised by completing the notice and forwarding the same to the Company Secretary to be received prior to the expiry date accompanied by payment in full for the relevant number of Shares being subscribed for.
 - (ii) Within 14 days from the date of exercise of Options the Company shall issue that number of Shares in the capital of the Company subscribed for.
- (i) **Quotation of Shares issued on exercise:** If the Company is admitted to the official list of ASX, the Company will after issue and allotment of Shares pursuant to the exercise of an Option, apply to the ASX for official quotation of all such Shares, in accordance with the Corporations Act and the ASX Listing Rules.
- (j) **Requirements on expiry:** The Company will comply with the requirements of the ASX Listing Rules in relation to the timetables imposed when quoted Options are due to expire. Where there shall be any inconsistency between the timetables outlined herein regarding the expiry of the Options and the timetable outlined in the ASX Listing Rules, the timetable outlined in the ASX Listing Rules shall apply.
- (k) **ASX quotation:** Options will not be quoted on the stock market of ASX.
- (l) **Reconstruction:** In the event of a reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company, the Options will be reconstructed to the extent necessary to comply with the ASX Listing Rules applying to the reconstruction of capital, at the time of the reconstruction.
- (m) **Participation in Share issues:** There are no participating rights or entitlements inherent in the Options to participate in any new issues of capital which may be made or offered by the Company to its Shareholders from time to time prior to the expiry date unless and until the options are exercised.

- (n) **Bonus issues:** If the Company makes a bonus issue of Shares or other Securities to Shareholders (except an issue in lieu of dividends or by way of dividend reinvestment) and a Share has not been issued in respect of the Option before the record date for determining entitlements to the issue, then the number of underlying Shares over which the Option is exercisable will be increased by the number of Shares which the holder would have received if the holder had exercised the Option before the record date for determining entitlements to the issue.
- (o) **Pro rata issues:** If the Company makes a pro rata issue of Shares (except a bonus issue) to Shareholders (except an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) and a Share has not been issued in respect of an Option before the record date for determining entitlements to the issue, the exercise price of each Option will be reduced in accordance with the ASX Listing Rules.

11.5 Terms of Lead Manager Options

Each Lead Manager Options will be granted on the same terms and conditions as the Existing Options outlined in Section 11.4.

11.6 Terms of Managing Director Options

Each Managing Director Option to be granted to the Managing Director will be granted pursuant to the Incentive Plan Rules (see Section 10.9) on the same terms and conditions as the Existing Options outlined in Section 11.4, other than the following additional terms:

- (a) Each Option that has not been exercised and not expired will automatically lapse and be forfeited if the Option Holder:
 - (i) voluntarily resigns from employment with or directorship of the Company or its related bodies corporate (**Group**); or
 - (ii) is dismissed from employment with or directorship of the Company or a company within the Group for a material breach of the Option Holder's contract of employment, wilful misconduct or other conduct justifying termination without notice.
- (b) An Option will not lapse and be forfeited if the Option Holder ceases employment with the Company or a company within the Group due to death, permanent disablement, or any other circumstance in which the Board determines the Option should not lapse and be forfeited.

11.7 Terms of Performance Rights

The Performance Rights to be granted by the Company to the Managing Director, as outlined in Section 10.6(c)(ii), will be granted pursuant to the Incentive Plan Rules (see Section 10.9) on the following terms:

- (a) **Grant**
 - (i) The Company will offer performance rights (**Performance Rights**) pursuant to the Incentive Plan Rules on and subject to these terms and conditions (**Terms**).
 - (ii) To the extent of any inconsistency between these Terms and the Incentive Plan Rules, these Terms will prevail.
 - (iii) The grant of any Performance Rights is subject to the approval of that grant by shareholders of the Company (**Shareholders**) at a general meeting.
- (b) **Classes of Performance Rights**

The following classes of Performance Rights will be granted by the Company on and subject to these Terms:

 - (i) Class A Performance Rights;
 - (ii) Class B Performance Rights; and
 - (iii) Class C Performance Rights.

* Means on equal footing.

11. Additional Information

(c) Entitlement

- (i) Subject to this paragraph (c) and any applicable requirements of the ASX Listing Rules, each vested Performance Right entitles the holder of that Performance Right (**Holder**) to be issued with one Share (**Entitlement**) as follows:

Class	Performance Hurdle	Entitlement
Class A Performance Right	Within the first 12 months of the Company's admission to ASX, the volume weighted average price (VWAP) of Shares traded on ASX over any consecutive 3 month period is \$0.30 or more.	500,000 Shares
Class B Performance Right	Within the first 24 months of the Company's admission to ASX, the volume weighted average price (VWAP) of Shares traded on ASX over any consecutive 3 month period is \$0.50 or more.	750,000 Shares
Class C Performance Right	Within the first 36 months of the Company's admission to ASX, the Company delineates and announces to ASX a 'mineral resource' (compliant with <i>'The Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'</i> (2012 Edition)) of greater than 500,000 ounces of contained gold reported at or above 0.5 grams per tonne. For the avoidance of doubt, any mineral resource reported to ASX by the Company may either be defined from within the Company's mineral exploration projects or acquired.	750,000 Shares

- (ii) The Company's obligations to the Holder in relation to a Performance Right are discharged and satisfied in full upon issuing the Entitlement for that class of Performance Rights.

(d) Vesting

- (i) Subject to paragraph (n), a Performance Right automatically vests in the Holder upon satisfaction of the following conditions precedent (each a **Vesting Condition**) following which the Holder may elect to receive the Holder's Entitlement:
- (A) the Performance Hurdle for that class of Performance Rights being achieved or otherwise satisfied; and
- (B) if that Performance Rights (or the Shares to be issued on vesting of the same) is classified by ASX as a "restricted security" subject to ASX imposed escrow restrictions, the expiry of those escrow restrictions.
- (ii) If a Performance Hurdle for a class of Performance Rights is not achieved, that class of Performance Rights will not vest, subject to these Terms and the Incentive Plan Rules.
- (iii) The Company's determination as to whether a Performance Hurdle has been achieved is final.
- (iv) Satisfaction of the Vesting Conditions is to be determined in relation to each class of Performance Rights, subject to these Terms and the Incentive Plan Rules.
- (v) The Performance Rights may also vest in the circumstances set out in the Incentive Plan Rules.
- (vi) If the Vesting Conditions for a class of Performance Rights are satisfied during the period of a Holder's employment with or directorship of the Company or a company within the Group, that class of Performance Rights will vest and will not be subject to forfeiture.

(e) Expiry and forfeiture

- (i) Each Performance Right that has not vested will automatically:

- (A) lapse and terminate at midnight on the last day by which the Performance Hurdle for that class of Performance Rights must be achieved; and
- (B) lapse and be forfeited if the Holder:
- voluntarily resigns from employment with or directorship of the Company or a company within the Group; or
 - is dismissed from employment with or directorship of the Company or a company within the Group for a material breach of the Holder's contract of employment, wilful misconduct or other conduct justifying termination without notice.

- (ii) A Performance Right will not lapse and be forfeited if the Holder ceases employment with the Company or a company within the Group due to death, permanent disablement, or any other circumstance in which the Board determines the Performance Right should not lapse and be forfeited.

(f) Transfer and encumbrances

- (i) A Performance Right is not transferrable.
- (ii) A Holder must not grant or permit any security interest or other encumbrances over a Performance Right.

(g) Quotation of Performance Rights

The Company will not apply for quotation of any class of Performance Right.

(h) Quotation of Shares

If the Entitlement is issued for a class of Performance Rights and the Company is admitted to ASX, the Company will apply to ASX for official quotation of those Shares.

(i) New issues

A Holder is not entitled to participate in any new issue to Shareholders of securities in the Company unless the Holder's Performance Rights (or any of them) have vested and the Entitlement has been issued before the record date for determining entitlements to the new issue of securities and participate as a result of holding Shares.

(j) Participation in entitlements and bonus issues

A Performance Right does not entitle a Holder (in their capacity as a holder of a Performance Right) to participate in new issues of capital offered to Shareholders, such as a bonus issue or an entitlement issue.

(k) Reorganisation

- (i) If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Holder in relation to each class of Performance Rights held by the Holder will be changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
- (ii) Any calculations or adjustments which are required to be made in relation to paragraph (k)(i) will be made by the Company's Board of Directors and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Holder.
- (iii) The Company must, within a reasonable period of a reorganisation paragraph (k)(i) occurring, give to the Holder notice of any change to the number of Shares which the Holder is entitled to receive under the Entitlement for a class of Performance Rights.

(l) Issue of Entitlement

- (i) If the Company elects to provide the Entitlement for a class of Performance Rights, within 10 days after issuing the Election Notice, the Company must issue to the Holder the Entitlement for that class.
- (ii) Subject to the Company's Constitution, all Shares issued in relation to the Entitlement for a class of Performance Rights will rank in all respects (including rights relating to dividends) equally with the existing ordinary shares of the Company at the date of issue.

- (iii) Any Shares that are acquired on the vesting of Performance Rights in accordance with a Rights Offer will be issued or transferred to the Rights Holder free of any holding lock or other restriction on dealing, subject to any restriction on trading by reason of the provisions of the Corporations Act applicable to secondary trading in securities.

(m) **Vesting on change of control**

In the event that either:

- (i) a takeover bid under Chapter 6 of the Corporations Act is made in respect of the Company under which acceptances have been received for more than 50% of the Company's shares on issue and the bid is declared unconditional by the bidder; or
- (ii) a Court grants orders approving a compromise or arrangement for the purposes of or in connection with a scheme of arrangement for the reconstruction of the Company or its amalgamation with any other company or companies (including under Part 5.1 of the Corporations Act,

prior to the Performance Hurdles being achieved for one or more classes of Performance Rights (**Unvested Rights**) being achieved, then:

- (iii) subject to paragraph (m)(v), all of the Unvested Rights on issue will vest Shares equal in number to 10% of the Shares on issue at the date of vesting under this paragraph (m);
- (iv) the vesting and vesting will be completed on a pro rata basis for each Holder; and
- (v) if the Company has other classes of performance rights on issue (**Other Performance Rights**) with rights of vesting and vesting of the same or substantially similar nature to paragraph (m)(iii) (**Trigger Events**):

- (A) the total number of Shares that may be issued under paragraph (m) (iii), when aggregated with all Shares issued on vesting of Other Performance Rights due to a Trigger Event, must not exceed 10% of the Shares on issue as at the date of vesting; and
- (B) the number of Shares that will be issued under paragraph (m)(iii) will be calculated as follows:

$$\text{Number of Shares} = (A / B) \times 100 \times C$$

where:

- A** = the number of Unvested Rights on issue as at the date of vesting;
- B** = the total number of Unvested Rights and Other Performance Rights on issue as at the date of vesting; and
- C** = the number representing 10% of the Shares on issue as at the date of vesting.

(n) **Deferral of vesting**

If the vesting of any class of Performance Rights (or any part thereof) would result in any person being in contravention of section 606(1) of the Corporations Act (**Takeover Restriction**) then:

- (i) The vesting of those Performance Rights (or any part thereof) will be deferred until such later time or times that the vesting would not result in a contravention of the Takeover Restriction.
- (ii) A Holder may give written notification to the Company if they consider that the vesting of those Performance Rights (or any part thereof) may result in the contravention of the Takeover Restriction, failing which the Company may assume the vesting of those Performance Rights will not result in any person being in contravention of the Takeover Restriction.
- (iii) The Company may (but is not obliged to) by written notice to a Holder, request a Holder to provide the written notice referred to in paragraph (n)(ii) within 7 days if the Company considers that the vesting of those Performance Rights (or any part thereof) may result in a contravention of the Takeover Restriction. If the Holder does not give notification to the Company within 7 days that they consider the vesting of the Performance Rights (or part thereof) may result in the contravention of the Takeover Restriction, then the Company may assume

that the vesting of the Class A Performance Rights (or part thereof) will not result in any person being in contravention of the Takeover Restriction.

(o) **Amendments required by ASX**

These Terms may be amended as necessary by the Company's Board of Directors in order to comply with the ASX Listing Rules (if applicable), or any directions of ASX (if applicable) regarding the Terms, provided that, subject to compliance with the ASX Listing Rules, the economic and other rights of the Holder are not diminished or terminated following such amendment.

(p) **Governing law**

These Terms and the rights and obligations of the Holder are governed by the laws of Western Australia. The Holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Western Australia in this respect.

11.8 Remuneration of Directors

The Constitution of the Company provides that the Directors may be paid for their services as Directors.

The Constitution provides that Directors may collectively be paid as remuneration for their services a fixed sum not exceeding the aggregate maximum set by Shareholders in general meeting. As at the Prospectus Date, the aggregate maximum has not been set. However, the Company is seeking Shareholder approval at the General Meeting for a cap of \$300,000 (see Section 11.1).

Further, as outlined in Section 11.2 above, a variation to the Constitutional limit is being sought at the General Meeting to exclude Executive Directors' remuneration from the annual limit.

The table below sets out the current cash remuneration of each Director.

Director	Cash remuneration (per annum, exclusive of superannuation)
Gregory Hall	\$50,000 by way of director fees as the Non-Executive Chairman.
Stefan Murphy	\$225,000 by way of salary under the Executive Services Agreement with the Company.
Murray Black	\$40,000 by way of director fees as a Non-Executive Director.
Melanie Leighton	\$40,000 by way of director fees as a Non-Executive Director.

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

Other than the Managing Director, Mr Murphy, none of the Directors have a future entitlement as at the Prospectus Date to any non-cash remuneration.

11.9 Security holding interests of Directors

As at the Prospectus Date, the relevant interest of each of the Directors in the Securities of the Company and the Performance Rights proposed to be granted by the Company are as follows:

Director	Shares held directly	Shares held indirectly	Options held directly	Options held indirectly	Performance Rights
Gregory Hall	Nil	1,300,000	Nil	2,000,000	Nil
Stefan Murphy	114,286	Nil	1,057,143	Nil	2,000,000
Murray Black	Nil	2,500,000	Nil	3,500,000	Nil
Melanie Leighton	Nil	1,300,000	Nil	2,000,000	Nil
Total	114,286	5,100,000	1,057,143	7,500,000	2,000,000

Notes:

- The Securities in which Gregory Hall has an indirect interest are held by Omaroo Pty Ltd as trustee for the Hall Family Trust.
- The Options held or to be held by Stefan Murphy comprise 57,143 Existing Options and 1,000,000 Managing Director Options.

11. Additional Information

3. The Performance Rights are to be issued to Stefan Murphy after the Prospectus Date but before the Closing Date, and comprise 500,000 Class A Performance Rights, 750,000 Class B Performance Rights and 750,000 Class C Performance Rights.
4. The Securities in which Murray Black has an indirect interest are held by Black International Pty Ltd as trustee for the Black International Trust.
5. The Securities in which Melanie Leighton has an indirect interest are held by Leighton Crossing Pty Ltd as trustee for the Leighton Family Trust.
6. Directors (or their nominees) may acquire up to a total of 1,500,000 Shares offered pursuant to this Prospectus.

11.10 Expenses of the Offers

The expenses of the Offers are expected to comprise the following estimated costs and are exclusive of any GST payable by the Company.

Expense	Minimum subscription	Maximum subscription
ASIC fees	\$2,350	\$2,350
ASX fees	\$46,361	\$56,361
Lead Manager's fees	\$450,000	\$570,000
Independent Geologist's fees	\$10,000	\$10,000
Investigating Accountant's fees	\$8,000	\$8,000
Legal fees	\$100,000	\$100,000
Registry fees	\$5,000	\$5,000
Promotion, printing and distribution expenses	\$15,000	\$15,000
Miscellaneous	\$3,289	\$3,289
Total	\$640,000	\$770,000

11.11 Taxation implications

The taxation obligations and the effects of participating in an Offer can vary depending on the circumstances of each individual investor. Investors who are in doubt as to their taxation position should seek professional advice. It is sole responsibility of potential Applicants to inform themselves of their taxation position resulting from participation in an Offer.

The Directors do not consider that it is appropriate to give potential Applicants advice regarding the taxation consequences of applying for Securities under this Prospectus, as it is not possible to provide a comprehensive summary of the possible taxation positions of potential applicants.

The Company, its advisers and officers, do not accept any responsibility or liability for any taxation consequences to investors.

11.12 Legal proceedings

As at the Prospectus Date, the Company is not involved in any material legal proceedings and the Directors are not aware of any material legal proceedings pending or threatened against the Company or its subsidiary entities.

EGMC, the Company's joint venture partner and the holder of the Tenements in the Yamarna Project, has objected to three applications by Gold Road Resources Limited for certain miscellaneous licences over some of the Yamarna Project. As at the Prospectus Date, these miscellaneous licence applications have not been granted and are subject to a determination in the Warden's Court of Western Australia. Refer to Sections 6.2(e) and 8 for further information in this respect.

The Company is responsible for EGMC's legal costs in objecting to the grant of these miscellaneous licences as part of the Company's obligations under the Yamarna Joint Venture Agreement.

11.13 Interests of experts and advisers

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

- (a) all other persons named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus do not have, and have not had in the 2 years before the Prospectus Date, any interest in:

- (i) the formation or promotion of the Company;
 - (ii) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offers; or
 - (iii) the Offers; and
- (b) amounts have not been paid or agreed to be paid (whether in cash, Securities or otherwise), and other benefit have not been given or agreed to be given, to any of those persons for services provided by those persons in connection with the formation or promotion of the Company or the Offers.

Expert/advisor	Service or function	Amount paid or to be paid
Wentworth Global Capital Finance Pty Ltd	Lead Manager to the Share Offer	Wentworth Global Capital Finance Pty Ltd will be paid between approximately \$450,000 and \$570,000 (exclusive GST) for services related to this Prospectus and the Share Offer. It has not been paid, and is not entitled to be paid, any amount by the Company relating to the period 2 years prior to the Prospectus Date.
Al Maynard & Associates Pty Ltd	Independent Geologist's Report	Al Maynard & Associates Pty Ltd will be paid approximately \$10,000 (inclusive of GST) for preparing the Independent Geologist's Report contained in this Prospectus. It has not been paid, and is not entitled to be paid, any amount by the Company relating to the period 2 years prior to the Prospectus Date.
RSM Corproate Australia Pty Ltd	Investigating Accountant's Report Audit services	RSM Corporate Australia Pty Ltd will be paid approximately \$8,000 (plus GST) for preparing the Investigating Accountant's Report contained in this Prospectus and the Offers. RSM Corporate Australia Pty Ltd has not been paid any amount by the Company in relation to the period 2 years prior to the Prospectus Date.
Jackson McDonald (a partnership)	Solicitors to the Offers and general legal services	Jackson McDonald will be paid approximately \$100,000 (plus GST) for legal services related to this Prospectus and the Offers, including preparing the Solicitor's Tenement Report and conducting legal due diligence enquiries. Jackson McDonald has been paid or is entitled to be paid approximately \$145,000 (plus GST) for legal services provided to the Company in the period 2 years prior to the Prospectus Date, inclusive of the \$100,000 in relation to this Prospectus and the Offers.
Security Transfer Australia Pty Ltd trading as 'Security Transfer Registrars'	Securities registry services	Security Transfer Australia Pty Ltd will be paid approximately \$5,000 (plus GST) for services to be provided in relation to receiving and managing subscriptions under the Share Offer. Security Transfer Australia Pty Ltd has been paid or is entitled to be paid approximately \$410 (inclusive of GST) for the provision of share registry services to the Company in the period 2 years prior to the Prospectus Date.
RSM Australia Partners	Audit services	RSM Australia Partners will not be paid any amount in relation to this Prospectus or the Offers. RSM Australia Partners has been paid approximately \$3,000 (plus GST) for the provision of professional auditing services to the Company in the period 2 years prior to the Prospectus Date.

11.14 Consent statements

The following persons have given their consent to be named in the Prospectus in the form and context in which they are named and to the inclusion of a statement or report in this Prospectus in the form and context in which it is included:

Party	Capacity in which named	Statement or report in this Prospectus
Wentworth Global Capital Finance Pty Ltd	Lead Manager	Not applicable
Al Maynard & Associates Pty Ltd	Independent Geologist	Independent Geologist's Report
Allen Maynard	Competent Person for the purposes of the JORC Code	Independent Geologist's Report Statements in relation exploration results (as defined in the JORC Code) for the Projects
RSM Corporate Australia Pty Ltd	Investigating Accountant	Investigating Accountant's Report
Jackson McDonald (a partnership)	Solicitors to the Offers Author of Solicitor's Tenement Report	Solicitor's Tenement Report
Security Transfer Australia Pty Ltd trading as 'Security Transfer Registrars'	Share Registry	Not applicable
RSM Australia Partners	Auditor	Audited financial information referred to and used in the Investigating Accountant's Report

Each of the parties named as providing the consents above:

- (a) did not authorise or cause the issue of this Prospectus;
- (b) does not make, or purport to make, any statement in this Prospectus nor is any statement in this Prospectus based on any statement by any of those parties other than as specified in this Section 11.14; and
- (c) to the maximum extent permitted by law, expressly disclaims any responsibility or liability for any part of this Prospectus other than a reference to its name and a statement contained in this Prospectus with consent of that party as specified in this Section 11.14.



12. Authorisation

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

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

This Prospectus is signed for and on behalf of the Company pursuant to a resolution of the Board by:



Stefan Murphy
Managing Director

Date: 12 September 2016

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13. Glossary

13.1 Defined terms

In this Prospectus, the following terms have the following meanings:

Applicant	A person who applies for Securities in accordance with this Prospectus.
Application	A valid application for Securities offered under this Prospectus.
Application Form	A Share Offer Application Form or a Lead Manager Application Form, as the context requires.
Application Money	Money received from an Applicant in respect of an Application.
ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited (ACN 008 624 691), or the securities market operated by ASX Limited known as the Australian Securities Exchange, as the context requires.
ASX Settlement	ASX Settlement Pty Ltd (ACN 008 504 532).
ASX Settlement Rules	The official ASX Settlement Operating Rules.
ASX Listing Rules	The listing rules of ASX.
Auditor	RSM Australia Partners (ABN 36 965 185 036).
Balagundi Joint Venture Agreement	The Farm-in and Joint Venture Agreement between the Company and EGMC dated 13 June 2016 in relation to the Balagundi Project.
Balagundi Project	The gold exploration and mining project located east of Kalgoorlie, Western Australia known as 'Balagundi', comprising Mining Lease M25/194.
Board	The board of Directors of the Company.
Broadwood Joint Venture Agreement	The Farm-in and Joint Venture Agreement between the Company and EGMC dated 13 June 2016 in relation to the Broadwood Project.
Broadwood Project	The gold exploration project located south-west of Kalgoorlie, Western Australia known as 'Broadwood', comprising: (a) Prospecting Licences P26/4009, P26/4030, P26/4037, P26/4038, P26/4039 and P26/4049; and (b) subject to it being granted, Prospecting Licence P26/4010.
CHES	Clearing House Electronic Sub-register System.
Closing Date	The date on which the Offers close.
Company	Great Boulder Resources Limited (ACN 611 695 955).
Company Secretary	The company secretary of the Company, being Mr John Sendziuk at the Prospectus Date.
Constitution	The constitution of the Company.
Corporations Act	Corporations Act 2001 (Cth).
Director	A director of the Company from time to time.
EGMC	Eastern Goldfields Mining Company Pty Ltd (ACN 009 068 311), the Company's partner in the Joint Venture Agreements.
Executive Director	An executive director of the Company from time to time.
Executive Services Agreement	The Executive Services Agreement between the Company and the Managing Director, Mr Stefan Murphy, as outlined in Section 10.6.
Existing Option	An Option issued by the Company prior to the Opening Date.
Existing Security	A Security issued by the Company prior to the Opening Date.
Existing Share	Shares issued by the Company prior to the Opening Date.
Existing Shareholder	Those persons or entities that are Shareholders of the Company as at the Prospectus Date and hold Existing Shares.
Financial Year	The financial year commencing on 1 July and ending on the next 30 June.
General Meeting	The annual general meeting of Shareholders convened for 22 September 2016 to approve the matters referred to in Section 11.1.
Glossary of Terms	This glossary of terms.
Gold Road	Gold Road Resources Limited (ACN 109 289 527).
Holding Statement	A holding statement for Shares under CHES.
Independent Geologist	Al Maynard & Associates Pty Ltd (ACN 120 492 435).
Independent Geologist's Report	The report of the Independent Geologist contained in Section 7.
Incentive Plan	The Company's Incentive Plan as established by the Incentive Plan Rules, summarised in Section 10.9.
Investigating Accountant	RSM Corporate Australia Pty Ltd (ACN 050 508 024).
Investigating Accountant's Report	The report of the Investigating Accountant contained in Section 9.

13. Glossary

IPO	Initial public offer
Joint Venture Agreement	Any of the following: (a) the Balagundi Joint Venture Agreement; (b) the Broadwood Joint Venture Agreement; (c) the Tarmoola Joint Venture Agreement; or (d) the Yamarna Joint Venture Agreement.
Joint Venture Project	Any of the following: (a) the Balagundi Project; (b) the Broadwood Project; (c) the Tarmoola Project; or (d) the Yamarna Project.
JORC Code	The 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'.
Jundee South Project	The gold exploration project located east of Wiluna, Western Australia known as 'Jundee South', comprising Exploration Licence E53/1101.
Lead Manager	The lead manager to the Share Offer, Wentworth Global Capital Finance Pty Ltd (ACN 155 410 843), a corporate authorised representative of Wentworth Global Securities Pty Ltd (AFSL No. 422 477).
Lead Manager Mandate	The mandate agreement between the Company and the Lead Manager as outlined in Section 10.2.
Lead Manager Offer	The offer to the Lead Manager (or its nominees) of 1,500,000 Lead Manager Options at an issue price of nil, in consideration of corporate advisory and capital raising services provided by the Lead Manager under the Lead Manager Mandate.
Lead Manager Offer Application Form	An application form for the Lead Manager Offer attached to or accompanying this Prospectus.
Lead Manager Options	1,500,000 Options to be granted to the Lead Manager or its nominees pursuant to this Prospectus, on the terms set out in Section 11.5.
Managing Director	The managing director of the Company, being Mr Stefan Murphy as at the Prospectus Date.
Managing Director Options	1,000,000 Options to be granted to the Managing Director, on the terms set out in Section 11.6.
Non-Executive Director	A non-executive Director of the Company from time to time.
Offer Period	The period during which an Offer is open for Applications, being the period between the Opening Date and the Closing Date.
Offer Price	The offer price of a Security offered under this Prospectus.
Opening Date	The date on which the Offers open.
Official Quotation	Quotation of Shares on the official list of ASX.
Option	An option to subscribe for a Share.
Option Holder	A holder of an Option.
Performance Right	A Class A Performance Right, a Class B Performance Right or a Class C Performance Right (as applicable) as outlined in Section 11.7.
Project	Any of the following: (a) the Balgundi Project; (b) the Broadwood Project; (c) the Jundee South Project; (d) the Tarmoola Project; or (e) the Yamarna Project.
Prospectus	This prospectus and any supplementary or replacement prospectus.
Prospectus Date	The date this Prospectus was lodged with ASIC.
Securities	Shares and Options.
Share	A fully paid ordinary share in the capital of the Company.
Share Offer	The offer to the public of 25,000,000 Shares at an offer price of \$0.20 per Share to raise up to \$5,000,000 (before costs), with provision to accept oversubscriptions of up to a further 10,000,000 Shares to raise up to an additional \$2,000,000 (before costs).
Share Offer Application Form	An application form for the Share Offer attached to or accompanying this Prospectus.
Share Registry	Security Transfer Australia Pty Ltd (ABN 95 008 894 488) trading as 'Security Transfer Registrars'.
Shareholder	A holder of a Share.

Solicitor's Tenement Report	The report of Jackson McDonald contained in Section 8.
Target Mineralisation	Has the meaning given to that term in the JORC Code.
Tarmoola Joint Venture Agreement	The Farm-in and Joint Venture Agreement between the Company and EGMC dated 13 June 2016 in relation to the Tarmoola Project.
Tarmoola Project	The gold exploration project located north-west of Leonora, Western Australia known as 'Tarmoola', comprising: <ul style="list-style-type: none"> (a) Exploration Licences E37/1241 and E37/1242; and (b) subject to them being granted, Prospecting Licences P37/8667, P37/8668, P37/8669, P37/8670, P37/8671, P37/8672, P37/8673, P37/8674, P37/8675, P37/8676, P37/8677, P37/8678, P37/8679, P37/8680, P37/8681, P37/8682, P37/8683, P37/8684 and P37/8685.
Tenements	The Mining Lease, Exploration Licences and Prospecting Licences over which the Projects are conducted, including pending applications.
WST	Australian Western Standard Time.
Yamarna Joint Venture Agreement	The Farm-in and Joint Venture Agreement between the Company and EGMC dated 13 June 2016 in relation to the Yamarna Project.
Yamarna Project	The gold exploration project located east of Laverton, Western Australia known as 'Yamarna', comprising: <ul style="list-style-type: none"> (a) Exploration Licences E38/2685, E38/2952, E38/2953, E38/2957 and E38/2958; and (b) Prospecting Licence P38/4178.

13.2 Glossary of technical and industry terminology

For an explanation of technical and industry terminology used in this Prospectus please refer to the glossary at the end of Section 7 (Independent Geologist's Report).

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