

INVESTMENT COMPANY OF THE WEST LIMITED
ABN 23 008 677 852

PROPOSED TO BE RENAMED
PRAIRIE DOWNS METALS LIMITED

PROSPECTUS

For an offer of 12,500,000 Shares to raise \$2,500,000 at an offer price of 20 cents each. With the Company reserving capacity for Oversubscriptions of up to a further 5,000,000 million Shares at an offer price of 20 cents each.

One free attaching Option is offered for every Share offered and for an offer to each Existing Shareholder of one free Option for every three Post Consolidation Shares held.

LEAD MANAGER
Patersons Securities Limited
ABN 69 008 896 311

The securities being offered by this Prospectus should be considered speculative.
This document is important and should be read in its entirety.
You may wish to consult your stockbroker, solicitor, accountant or other financial adviser about its contents.

Corporate Directory

DIRECTORS

Jeremy David Shervington
Non Executive Chairman

Alec Christopher Pismiris
Executive Director

Adam Rankine-Wilson
Non Executive Director

Geoffrey Lambert
Non Executive Director

PROPOSED MANAGING DIRECTOR

Mark Christian Hansen

COMPANY SECRETARY

Alec Christopher Pismiris

REGISTERED OFFICE

52 Ord Street
West Perth WA 6005
Telephone: (+618) 9481 8760

Email: alec@grml.com.au

SOLICITOR TO THE ISSUE

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Telephone: (+618) 9481 8760

INDEPENDENT GEOLOGIST

Snowden Mining Industry Consultants (Pty) Ltd
87 Colin Street
West Perth WA 6005
Telephone: (+618) 9481 6690

SOLICITORS REPORTING ON TITLE

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West Perth WA 6005
Telephone: (+618) 9322 7644

LEAD MANAGER

Patersons Securities Limited
Level 23 Exchange Plaza
2 The Esplanade
PERTH WA 6000
Telephone: (+618) 9263 1111

SHARE REGISTRY

Computershare Investor Services Pty Ltd
Level 2, Reserve Bank Building
45 St George's Terrace
Perth WA 6000
Telephone: (+618) 9323 2000

AUDITORS

Ernst & Young
11 Mounts Bay Road
Perth WA 6000
Telephone: (+618) 9429 2222

Investment Highlights

Early production opportunity at Prairie Downs Zone 1

- Prairie Downs is a high grade zinc-lead prospect, strategically located 100 kilometres southwest of Newman in Western Australia
- The primary objective is to increase the existing Inferred Mineral Resource of 500,000 tonnes at 13.1% zinc, 3.7% lead and 35g/t silver to a minimum of 1.5 million tonnes
- Drilling and geophysics indicates potential for upwards of 2.4 million tonnes

Exposure to world economic growth

- Zinc is directly related to industrial growth with its main usage in the fast growing galvanised steel sector
- There is a worldwide shortage of zinc concentrate and negligible new mine development

Advanced exploration targets

- Prairie Downs zinc-
 - Zone 1 look-a-like with potential up to 10mt
 - Major untested geophysical anomaly with potential up to 100mt
- Follow-up encouraging gold-copper-uranium drill intersections at Coppermine Bore

Exploration exposure to range of commodities with drill ready targets

- Nickel & gold
- Copper-gold-uranium
- Zinc-lead-silver
- Copper-zinc-lead-silver-gold

Key Offer Statistics

- | | |
|--|----------------|
| • Offer price per Share | 20 cents |
| • Shares to be offered under this Prospectus | 12.50 million |
| • Amount to be raised under the Offers ⁽¹⁾ | \$2.50 million |
| • Oversubscription Shares (up to) | 5.0 million |
| • Oversubscriptions amount (up to) | \$1.0 million |
| • One free attaching Option for every Share applied for
Exercisable at 25 cents each on or before 31 May 2008 | |
| • Shares on issue following the Offer ¹ | 29,470,810 |
| • Market capitalisation at the Offer price ⁽¹⁾ | \$5.89 million |

(1) Excluding Oversubscriptions

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Letter from the Chairman

Dear Investor,

On behalf of the Directors of the Company (proposed to be renamed Prairie Downs Metals Limited), I am pleased to invite you as an Existing Shareholder or as a prospective investor to consider the Offers of Shares and Options set out in this document.

Until its voluntary liquidation in November 2000, the principal activities of the Company were the investment in and management of public company stocks and other securities listed on the Australian Stock Exchange. The Company's voluntary liquidation was terminated by application to the Court in December 2001. Since termination of its voluntary liquidation, the Company has raised in excess of \$1.2 million (excluding issue costs) allowing the Company to attain its goal of improving shareholder spread and building a significant reserve of cash with an unencumbered balance sheet

Since that time the Company has been seeking new commercial opportunities with a view to raising additional capital, enhancing shareholder value and seeking reinstatement of its Shares to trading on the Australian Stock Exchange. After considering a range of potential investment proposals, the Company recently announced its intention to acquire a 100% interest in Mineral Investments Pty Ltd, a company that is the owner of a portfolio of several prospective base metals projects located within Western Australia.

The most significant project in the portfolio is the Prairie Downs Zinc-Lead Project which hosts an inferred mineral resource of 500,000 tonnes at a grade of 13.1% zinc, 3.7% lead and 35g/t silver. The three supporting projects have previous encouraging exploration results and provide the Company with immediate drill targets.

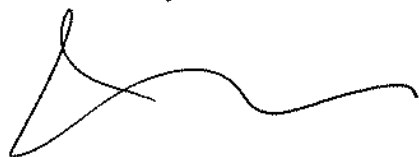
It is the objective of the Company to commence a drilling programme to validate and expand the existing resource at the Prairie Downs Zinc-Lead Project and assess other drill targets indicated by previous exploration conducted. The Prairie Downs Project has the potential for a short lead time to production. The potential economics of the project appear robust, with modest capital requirements and the prospect of delivering strong near term cash flow in a period of strong zinc and lead prices. Based on appropriate results for a planned drilling programme and a positive outcome of a proposed pre-feasibility study, the Company would move rapidly into project feasibility.

The funds raised from the Offers made pursuant to this Prospectus will be used by the Company in its efforts to meet its objectives. The Public Offer provides potential investors with an opportunity, subject to the terms and conditions of this Prospectus, to acquire a minimum parcel of 10,000 Shares and an equivalent number of free attaching Options. The Round Up Offer provides Existing Shareholders holdings less than 10,000 Shares (post Consolidation) an opportunity, subject to the terms and conditions of this Prospectus, to acquire Shares and an equivalent number of free attaching Options to bring their holding to at least 10,000 Shares. Existing Shareholders can also apply for Shares and an equivalent number of free attaching Options in the Priority Offer. All Existing Shareholders of the Company will also be granted one free Option for every three Shares held on a post Consolidation basis.

The information in this Prospectus is important and should be read with care. Whilst the prospects are exciting, any investment of this nature should be considered speculative.

On behalf of Directors, I commend this investment to you and look forward to welcoming your subscriptions under this Prospectus.

Yours sincerely

A handwritten signature in black ink, consisting of a large, stylized 'J' followed by a series of loops and a long horizontal stroke.

Jeremy Shervington
Chairman

Capital Structure

After completion of the Offers made pursuant to this Prospectus, the capital structure of the Company will be as follows:

Pre Consolidation	Shares	After Consolidation¹ and Offers
76,251,898	Issued Shares	8,970,810
-	Shares to be issued pursuant to acquisition of Mineral Investments Pty Ltd ²	8,000,000
-	Shares to be offered pursuant to the Round Up Offer	1,000,000
-	Shares to be offered pursuant to the Priority Offer	1,000,000
-	Shares to be offered pursuant to the Public Offer	10,500,000
-	Maximum number of Shares to be issued pursuant to acceptance of Oversubscriptions	5,000,000
76,251,898	Maximum Total Shares on issue	34,470,810
Options		
8,000,000	Existing Director Options	941,176
-	Options to be issued to Existing Shareholders	2,990,270
-	Options to be issued pursuant to acquisition of Mineral Investments Pty Ltd ²	2,000,000
-	Options to be offered pursuant to Round Up Offer	1,000,000
-	Options to be offered pursuant to Priority Offer	1,000,000
-	Options to be offered pursuant to the Public Offer	10,500,000
-	Maximum number of Options to be issued pursuant to acceptance of Oversubscriptions	5,000,000
	Maximum Total Options on issue	23,431,446
	New funds raised by the Offers	\$2,500,000
	Maximum of new funds raised pursuant to acceptance of Oversubscriptions	\$1,000,000
	Estimated costs of the Offer plus Transaction stamp duty	\$537,000

Note 1: The current issued capital is 76,251,898 Shares and 8,000,000 Director Options. Subject to the passing of Resolutions at the General Meeting the capital of the Company will be consolidated resulting in the issued capital comprising 8,970,810 Shares and 941,176 Director Options before the issue of Shares and Options pursuant to this Prospectus.

Note 2: Subject to the passing of Resolutions at the General Meeting, the Company will issue 8,000,000 Shares and 2,000,000 Options to the Vendors of Mineral Investments Pty Ltd.

Note 3: Directors can accept Oversubscriptions of 5,000,000 Shares and 5,000,000 Options pursuant to the Offers made under this Prospectus.

Note 4: The rights attaching to the Shares and Options offered pursuant of this Prospectus are described in Sections 9.9 and 9.10 respectively. The rights attaching to the Existing Director Options are described in Section 9.11.

Important Notice

This Prospectus is dated 16 August 2005 and a copy of this Prospectus was lodged with the ASIC on that date. ASIC takes no responsibility for the contents of this Prospectus. No Shares or Options will be allotted or issued on the basis of this Prospectus later than the expiry date of this Prospectus being the date which is 13 months after the date of this Prospectus. Shares and Options allotted or issued pursuant to this Prospectus will be allotted or issued on the terms and conditions set out in this Prospectus.

Before deciding to invest in the Company, potential investors should read the entire Prospectus and, in particular, in considering the prospects for the Company, investors should consider the risk factors that could affect the financial performance of the Company. Investors should carefully consider these factors in light of personal circumstances (including financial and taxation issues). The Company is undertaking exploration and potentially mining development and the risks are therefore significant. The Shares and Options offered by this Prospectus should be considered speculative. Refer to Section 8 for details relating to risk factors. Investors should seek professional advice from an accountant, stockbroker, lawyer or other professional adviser before deciding whether to invest.

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

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

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

In accordance with Chapter 6D of the Corporations Act this Prospectus is subject to an Exposure Period of seven days from the date of lodgement with the ASIC. This period may be extended by the ASIC for a further period of up to seven days. The purpose of the Exposure Period is to enable this Prospectus to be examined by market participants prior to the raising of funds. If this Prospectus is found to be deficient, Applications received during the Exposure Period will be dealt with in accordance with section 724 of the Corporations Act. Applications received prior to the expiration of the Exposure Period will not be processed until after the expiry of the Exposure Period. No preference will be conferred on Applications received during the Exposure Period and all Applications received during the Exposure Period will be treated as if they were simultaneously received on the Opening Date.

This Prospectus will be issued in paper form and as an Electronic Prospectus, which may be viewed online at www.prairiedownsmetals.com.au or www.patersonssecurities.com.au. The Offers are available to persons receiving an electronic version of this Prospectus in Australia. The Corporations Act prohibits any person from passing onto another person the Application Form unless it is attached to or accompanied by a complete and unaltered version of this Prospectus. During the Offer period, any person may obtain a hard copy of this Prospectus by contacting the Company directly by telephone on 08 9321 1118 or by email at alec@grnl.com.au or by telephoning the Lead Manager on 08 9263 1111.

Privacy Disclosure

The Company collects information about each Applicant provided on the Application Form for the purposes of processing the Application, and, if the Applicant is successful, to administer the Applicant's security holding in the Company.

By submitting an Application Form, each Applicant agrees that the Company may use the information provided on the Application Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the Company's share registry, the Company's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

The Corporations Act requires the Company to include information about security holders (including name, address and details of the securities held) in its Register. The information contained in the Company's public register must remain there 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 you do not provide the information required on the Application Form, the Company may not be able to accept or process your Application.

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

Section 1

Overview of the Company

1.1 Company History

The Company originally listed on the ASX in September 1993. At an annual general meeting held on 3 November 2000, shareholders resolved to place the Company into voluntary liquidation. Proceeds from the liquidation of the Company's assets were distributed to shareholders as dividends and returns of capital during the financial year ended 30 June 2001.

On 11 December 2001, the Company obtained a court order terminating the liquidation, and the directors resumed control of the Company. In February 2002, the Company issued 3.1 million Shares to raise \$62,000 in working capital. In February 2003, the Company issued a further 4.0 million Shares to raise \$88,000 in additional working capital. In August 2003 the Company undertook a one for one non-renounceable pro-rata entitlement issue comprising the issue of 28,125,949 Shares at an issue price of 2.2 cents to raise \$618,771. The Company further undertook a placement of Shares at an issue price of 2.2 cents to existing Shareholders who then held less than 400,000 shares. The entitlement issue and Share placement were fully subscribed.

Since the termination of the voluntary liquidation, the Directors have sought to identify commercial opportunities for the Company, with a view to raising additional capital and seeking the reinstatement of Shares to trading on ASX. The Board considers that the investment in Mineral Investments Pty Ltd will allow the Company to meet this objective.

For further information on the background of the Company please refer to Section 6.2.

1.2 Corporate Strategy

In seeking out commercial opportunities the Board has adopted a business strategy designed to enhance long term shareholder value.

As part of this strategy the Company has sought to identify and acquire mineral projects at the late exploration stage which provides the opportunity for low cost "value add" while maintaining an appropriate risk/reward profile. The Company has also sought to focus on those commodities which offer the best prospects for demand growth and in areas of appropriate political and geographic risk.

The proposed acquisition of several prospective base metals projects located within Western Australia through the acquisition of Mineral Investments represents the Company's initial step to implementing the new business strategy. The most significant project being acquired is the Prairie Downs Zinc-Lead Project which hosts an inferred mineral resource of 500,000 tonnes at a grade of 13.1% zinc, 3.7% lead and 35g/t silver. The supporting projects include Coppermine Bore, Longreach Well and Perenjori, all of which have had previous encouraging exploration results.

Consistent with the strategy outlined above, and depending upon the outcome of the various drilling programmes, other test work and economic studies it is planned to achieve the following objectives:

- **Short term.** The Company intends to commence a drilling programme at the Prairie Downs Zinc-Lead Project with the objective of defining sufficient mineralisation for potential economic development. Exploration will also be undertaken to identify new resources of base metals and to explore for gold and nickel.

Subject to an appropriate outcome from the above drilling programme, a pre-feasibility study would be undertaken on the Prairie Downs Zinc-Lead Project to assess the economic parameters required for a mining operation to produce zinc and lead concentrates for sale to smelters.

- **Medium term.** Subject again to an appropriate outcome from both of the above steps, a detailed bankable feasibility study would be undertaken on the Prairie Downs Zinc-Lead Project including amongst other things, calculation of mineral reserves, metallurgical analysis, evaluation of mining methods, environmental and land use impacts and market analysis.

Having completed a bankable feasibility study that showed the potential to establish an economic mining operation on the Prairie Downs Zinc-Lead Project, the Company would proceed to determine the optimal financing package and to secure the required funds to establish a mining operation.

The Company also proposes to assess the potential for other zinc-lead accumulations along the Prairie Downs fault and investigate the untested geophysical anomaly to the south of Zone 1.

An assessment of the economic viability of the Coppermine Bore Copper-Gold-Uranium Project, Perenjori Copper- Zinc-Lead Project and Longreach Well Zinc-Lead Project is also a medium term objective.

- **Long Term.** In terms of the Prairie Downs Zinc-Lead Project, the Company's aim is to establish a profitable mining operation that generates significant cash flow and otherwise meets the Company's objectives.

The Company would also seek to identify and acquire other mineral projects at the late exploration stage.

Please refer to the "use of funds" description in Section 1.10 which sets out the proposed allocation of the funds to be raised under this Prospectus and the Company's existing cash reserves. Those funds will be applied in relation to the short term and medium term objectives as described above other than the bankable feasibility and mining finance aspects.

1.3 Corporate Objectives

In pursuing the Company's principal objective to become a successful exploration and mining company, focusing on base metals with operations initially based in Western Australia and the Board is committed to:

- applying the Company funds in an efficient manner with a view to providing above average and sustainable returns to shareholders;
- adopting high standards of occupational health and safety, environmental management and ethics; and

- (c) recognising and honouring all legal and other obligations to non-shareholder stakeholders including employees, clients/customers, traditional owners and the community as a whole.

1.4 Purpose of the Offers

The purpose of the Offers is to raise up to \$2,500,000 with allowance for acceptance of Oversubscriptions of up to \$1,000,000 to:

- provide funding to commence exploration of the Prairie Downs Zinc-Lead Project and to complete related test work and studies, including:
 - (a) evaluation of the existing inferred resource and validation of the previous exploration;
 - (b) drill testing of extensions to the existing resource and other exploration targets;
 - (c) metallurgical and geotechnical test work;
 - (d) a pre-feasibility study to assess the economic parameters required for a mining operation to produce zinc and lead concentrates for sale to smelters; and
 - (e) evaluation of lead and zinc markets and off-take arrangements;
- provide funding to commence initial exploration of the Coppermine Bore, Longreach Well and Perenjori projects;
- provide funds for the administration of the Company; and
- meet the expenses of the Offers and Transaction stamp duty of approximately \$537,000.

The issue of the Prospectus and the Capital Raising will also enable the Company, in part, to comply with Listing Rule 11.1 thereby assisting with meeting the requirements to enable the Company to apply to ASX to have its Shares reinstated to trading on ASX.

1.5 The Offers

Pursuant to this Prospectus, the Company is making four separate Offers comprising:

- (i) a Round Up Offer to Eligible Shareholders;
- (i) a Priority Offer to Existing Shareholders;
- (ii) a Public Offer to investors; and
- (iii) the grant of one free Option for every three post Consolidation Shares held by Existing Shareholders.

The issue of Shares and Options pursuant to this Prospectus and Completion are subject to and conditional upon Shareholders approving the relevant resolutions being put at a General Meeting of Shareholders to be held on 12 September 2005.

Applications must be made on the relevant Application Forms enclosed with this Prospectus.

Further details of the Offers are set out in Section 2.

1.6 Round Up Offer to Eligible Shareholders

Pursuant to this Prospectus, the Company invites Eligible Shareholders (i.e. those with a holding of less than 10,000 Shares on a post Consolidation basis), the opportunity to apply for such number of extra Shares (and equivalent number of attaching Options) to bring their respective Shareholdings to at least 10,000 Shares. Eligible Shareholders will be able to subscribe for a total of 1 million Shares at an issue price of 20 cents each together with a free 1 for 1 attaching Option to raise up to \$200,000.

Further details of the Round Up Offer are set out in Section 2.2 of this Prospectus.

1.7 Priority Offer to Existing Shareholders

Pursuant to this Prospectus, the Company invites Existing Shareholders to apply for additional Shares and equivalent number of Options in parcels of at least 15,000 Shares. At the absolute discretion of the Board up to a total of 1 million Shares at an issue price of 20 cents each together with a free 1 for 1 attaching Option may be allocated to Existing Shareholders to raise up to \$200,000.

Further details of the Priority Offer are set out in Section 2.3 of this Prospectus.

1.8 Public Offer

Pursuant to this Prospectus, the Company invites investors to subscribe for a minimum of 10,500,000 Shares at a price of 20 cents each to raise \$2,100,000 together with a free 1 for 1 attaching Option. Any Shares and attaching Options not issued to Shareholders under the Round Up and Priority Offers will form part of the Public Offer.

1.9 Oversubscriptions

The Company reserves the right to accept Oversubscriptions pursuant to the Round Up, Priority and Public Offers, of up to \$1,000,000 through the issue of 5,000,000 Shares at an issue price of 20 cents per Share and 5,000,000 attaching Options. Oversubscriptions received from Shareholders and other investors under this Prospectus will be allocated at the discretion of the Directors.

The maximum amount that can be raised pursuant to this Prospectus is \$3,500,000.

1.10 Expenditure Plans

The existing cash of the Company and the additional funds raised from the Offers will be broadly applied over the two years from Completion as follows:

Use of Funds	\$
Drilling	1,000,000
Metallurgical / geotechnical	750,000
Geophysical surveys	100,000
Geological / geochemical surveys	100,000
Drill target generation	50,000
Administration	700,000
Expenses of the Capital Raising	352,000
Stamp Duty	185,000

Unallocated working capital	13,000
Total funds to be expended	3,250,000
Made up of:	
New funds from Capital Raising	2,500,000
Existing cash assets	750,000

Note: Total funds raised of \$2,500,000 assumes no Oversubscription.

It is anticipated that funds raised will be spent on the following activities:

- provide adequate funding to commence exploration of the Prairie Downs Zinc-Lead Project and to complete related test work and studies, including:
 - (a) evaluation of the existing Inferred Resource and validation of the previous exploration;
 - (b) drill testing of extensions to the existing resource and other exploration targets;
 - (c) metallurgical and geotechnical test work;
 - (d) a pre-feasibility study to assess the economic parameters required for a mining operation to produce zinc and lead concentrates for sale to smelters; and
 - (e) evaluation of lead and zinc markets and off-take arrangements;
- provide adequate funding to commence initial exploration of the Coppermine Bore, Longreach Well and Perenjori projects;
- provide funds for the administration of the Company; and
- meet the expenses of the Offers and Transaction stamp duty of approximately \$537,000.

Please refer to the Independent Geologist's Report for a further breakdown of the proposed expenditure programme of the Company.

1.11 Working Capital

On completion of the Offers, the Directors believe that the Company will have sufficient working capital to carry out its stated objectives.

1.12 Financial Forecasts

The Directors have considered the matters set out in ASIC Policy Statement 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that the proposed operations of the Company being mineral exploration are inherently uncertain. Accordingly, any forecast or projected information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable forecast or projection.

Section 2

Details of the Offers

2.1 The Offers

Pursuant to this Prospectus, the Company offers for subscription up to 17,500,000 Shares at an issue price of 20 cents each together with a free attaching Option to raise up to \$3,500,000 (with a minimum subscription of \$2.5 million) before costs of the Offers. The Offers consist of:

- (i) a Round Up Offer to Eligible Shareholders of up to 1,000,000 Shares at an issue price of 20 cents per Share to raise up to \$200,000 before expenses and up to 1,000,000 free attaching Options;
- (ii) a Priority Offer to Existing Shareholders of up to 1,000,000 Shares at an issue price of 20 cents per Share to raise up to 2500,000 before expenses and up to 1,000,000 free attaching Options;
- (iii) a Public Offer which is open to public investors, for a total (depending on the level of Application for the Round Up and Priority Offers) of up to 17,500,000 Shares at an issue price of 20 cents per Share to raise up to \$3,500,000 before expenses and up to 17,500,000 free attaching Options;
- (iv) the grant of one free Option for every three post Consolidation Shares held by all Existing Shareholders.

The Round Up, Priority and Public Offers and the Shareholder Options Offer are subject to and conditional upon Shareholders approving the relevant resolutions being put at a General Meeting of Shareholders to be held on 12 September 2005.

The Shares offered under this Prospectus will rank equally with the Existing Shares.

The rights attaching to the Shares are summarised in Section 9.9 and the rights attaching to the Options are summarised in Section 9.10.

2.2 Description of the Round Up Offer

The Company invites Eligible Shareholders to apply for Shares and Options pursuant to the Round Up Offer. Accordingly, it has set aside out of the total amount of Shares and Options offered under this Prospectus of up to 1,000,000 Shares and up to 1,000,000 Options to Eligible Shareholders. Under the Round Up Offer the Company offers those Eligible Shareholders (i.e. with a holding of less than 10,000 post Consolidation Shares) the opportunity to apply for the number of extra Shares and equivalent Options required to bring their respective Shareholdings to 10,000 post Consolidation Shares. Any Applications pursuant to the Round Up Offer will be dealt with in the order in which they are received and no guarantee is given that any Application will result in an issue of all or any of the Shares and Options applied for.

Eligible Shareholders who wish to subscribe for Shares and Options pursuant to the Round Up Offer must make an Application on the Round Up Offer Application Form enclosed with this Prospectus.

To the extent that Eligible Shareholders do not take up entitlements under the Round Up Offer, any Shortfall will be offered to public investors under this Prospectus and allocated at the discretion of the Directors.

2.3 Description of the Priority Offer

The Company invites Existing Shareholders to apply for Shares and Options pursuant to the Priority Offer. Accordingly, it has set aside a portion of the total amount of Shares offered under this Prospectus (up to 1,000,000 Shares and up to 1,000,000 Options) to Shareholders as a Priority Offer. Under the Priority Offer the Company offers Existing Shareholders the opportunity to apply additional Shares and equivalent Options in multiples of 1,000 Shares. Any Applications for Shares pursuant to the Priority Offer will be dealt with in the order in which they are received and at the discretion of the Board and no guarantee is given that an Application for Priority Shares will result in an issue of all or any of the Shares and Options applied for.

Existing Shareholders who wish to subscribe for Shares and Options pursuant to the Priority Offer must make an Application on the Priority Offer Application Form enclosed with this Prospectus.

To the extent that 1 million Shares and Options are not issued to Existing Shareholders under the Priority Offer, any shortfall will be offered to public investors under this Prospectus and allocated at the discretion of the Directors.

2.4 Description of the Public Offer

Pursuant to this Prospectus, the Company invites public investors to subscribe for a minimum of 10,500,000 Shares at an issue price of 20 cents each to raise \$2,100,000 together with a free attaching Option. The shortfall not issued to by Shareholders under the Round Up and Priority Offers will form part of the Public Offer.

2.5 Description of the Shareholder Option Offer

Subject to relevant approvals being obtained at the General Meeting and Completion occurring Existing Shareholders will be issued free 1 Option for each 3 Post Consolidation Shares held.

2.6 Oversubscriptions

The Company will at the discretion of the Board accept Oversubscriptions from Shareholders and investors wishing to participate in the Round Up, Priority and Public Offers respectively for a total of 5,000,000 Shares at an issue price of 20 cents each to raise up to a further \$1,000,000 together with a free attaching Option. The maximum amount which may be raised under this Prospectus is therefore \$3,500,000.

2.7 Indicative Dates

Prospectus lodged with the ASIC	16 August 2005
Record date for determining entitlements for the Shareholder Option Offer	23 August 2005
Round Up, Priority and Public Offers Applications open	30 August 2005
General Meeting to consider Resolutions	20 September 2005
Round Up and Priority Offers Applications close	27 September 2005
Public Offer Applications close	30 September 2005
Lifting of suspension of trading on the Official List – week commencing	26 September 2005

These dates are indicative only and may vary. The Company reserves the right to vary the opening and closing dates of the Offers without prior notice. Applicants are encouraged to apply as soon as possible after the Offers opens as the Offers may close earlier than the date specified above. The Company also reserves the right not to continue with the Offers at any time before the allotment of Shares and Options to successful Applicants.

2.8 Applications for Shares – Round Up Offer

If Eligible Shareholders wish to apply for Shares and Options in the Round Up Offer, they should complete the Round Up Offer Application Form attached to this Prospectus.

The Round Up Offer is for a maximum of 1,000,000 Shares and 1,000,000 free attaching Options. The Company reserves the right to accept Oversubscriptions pursuant to the Offers made under this Prospectus of up to \$1,000,000 through the issue of 5,000,000 Shares at an issue price of 20 cents per and 5,000,000 Options described in section 2.6.

Eligible Shareholders may apply for a parcel of Shares to bring their respective Shareholdings to at least 10,000 Shares. Eligible Shareholders requiring additional Shares and Options must apply for Shares and Options in the Priority Offer as described in Section 2.9.

To the extent that Eligible Shareholders do not take up the full number of Shares and Options offered under the Round Up Offer, any Shortfall will be offered to public investors under this Prospectus and allocated at the discretion of the Directors.

2.9 Applications for Shares – Priority Offer

If Existing Shareholders wish to apply for Shares and Options in the Priority Offer, they should complete the Priority Offer Application Form attached to this Prospectus.

The Priority Offer is for a maximum of 1,000,000 Shares and 1,000,000 free attaching Options. The Company reserves the right to accept Oversubscriptions pursuant to the Offers made under this Prospectus of up to \$1,000,000 through the issue of 5,000,000 Shares at an issue price of 20 cents per and 5,000,000 Options described in Section 2.6.

Existing Shareholders may apply for Shares and Options in multiples of 1,000 Shares and Options.

To the extent that Eligible Shareholders are not issued the full number of Shares and Options offered under the Priority Offer, any Shortfall will be offered to public investors under this Prospectus and allocated at the discretion of the Directors.

2.10 Applications for Shares – Public Offer

Investors other than Shareholders who wish to apply for Shares and Options in the Public Offer, should complete the Public Offer Application Form attached to this Prospectus.

The Public Offer is for a maximum of 17,500,000 Shares and 17,500,000 free attaching Options. The Company reserves the right to accept Oversubscriptions pursuant to the Offers made under this Prospectus of up to \$1,000,000 through the issue of 5,000,000 Shares at an issue price of 20 cents per Share and 5,000,000 Options as described in Section 2.6.

Applicants may apply for a minimum parcel of 10,000 Shares representing a minimum investment of \$2,000. Applicants requiring additional Shares and Options must apply for Shares and Options in multiples of 1,000 Shares (equivalent to \$200) thereafter

2.11 Lodgement of Round Up Offer Application Form

To apply for Shares and Options offered pursuant to the Round Up Offer made under this Prospectus, the blue ***Round Up Offer Application Form*** accompanying this Prospectus must be completed in accordance with the instructions accompanying it and lodged at the following address, on or before the Round Up Offer Closing Date:

Computershare Investor Services Pty Ltd
Level 2, Reserve Bank Building
45 St George's Terrace
Perth WA 6000
AUSTRALIA

or

Computershare Investor Services Pty Ltd
GPO Box D182
Perth WA 6840
AUSTRALIA

Applications must be accompanied by payment in full in Australian currency of 20 cents for each Share applied for. Payment must be by way of cheque or bank draft drawn on and payable on an Australian bank and should be made payable to "**Investment Company Of The West Limited – Share Issue Account**" and crossed 'Not Negotiable'.

No brokerage or stamp duty is payable by Applicants in respect of their Applications for Shares and Options under this Prospectus. The amount payable on Application will not vary during the period of the Offer and no further amount is payable on allotment.

Applicants under the Round Up Offer must apply for a parcel of Shares to bring their respective Shareholdings to 10,000 Shares. Applicants requiring additional Shares must apply for additional Shares under the Priority Offer.

A duly completed and lodged Round Up Offer Application Form will constitute an offer by the Applicant to subscribe for the number of Shares and Options applied for pursuant to the Application Form as the case may be.

Round Up Offer Application Forms must not be circulated to prospective investors unless accompanied by a copy of this Prospectus.

2.12 Lodgement of Priority Offer Application Form

To apply for Shares and Options offered pursuant to the Priority Offer made under this Prospectus, the yellow ***Priority Offer Application Form*** accompanying this Prospectus must be completed in accordance with the instructions accompanying it and lodged at the following address, on or before the Priority Offer Closing Date:

Computershare Investor Services Pty Ltd
Level 2, Reserve Bank Building
45 St George's Terrace
Perth WA 6000
AUSTRALIA

or

Computershare Investor Services Pty Ltd
GPO Box D182
Perth WA 6840
AUSTRALIA

The Priority Offer Application Form must be accompanied by payment in full in Australian currency of 20 cents for each Share applied for. Payment must be by way of cheque or bank draft drawn on and payable on an Australian bank and should be made payable to "**Investment Company Of The West Limited – Share Issue Account**" and crossed 'Not Negotiable'.

No brokerage or stamp duty is payable by Applicants in respect of their Applications for Shares and Options under this Prospectus. The amount payable on Application will not vary during the period of the Offer and no further amount is payable on allotment.

Applicants under the Priority Offer must apply for a minimum parcel of 1,000 Shares and multiples of 1,000 thereafter.

A duly completed and lodged Priority Offer Application Form will constitute an offer by the Applicant to subscribe for the number of Shares and Options applied for pursuant to the Application Form as the case may be.

Priority Offer Application Forms must not be circulated to prospective investors unless accompanied by a copy of this Prospectus.

2.13 Lodgement of Public Offer Application Form

To apply for Shares and Options offered pursuant to the Public Offer made under this Prospectus, the ***Public Offer Application Form*** accompanying this Prospectus must be completed in accordance with the instructions accompanying it and lodged at the following address, on or before the Public Offer Closing Date:

Patersons Securities Limited
Level 23, Exchange Plaza
2 The Esplanade
Perth WA 6000
AUSTRALIA

or

Patersons Securities Limited
GPO Box W2024
Perth WA 6840
AUSTRALIA

Applications must be accompanied by payment in full in Australian currency of 20 cents for each Share applied for. Payment must be by way of cheque or bank draft drawn on and payable on an Australian bank and should be made payable to "**Investment Company Of The West Limited – Share Issue Account**" and crossed 'Not Negotiable'.

No brokerage or stamp duty is payable by Applicants in respect of their Applications for Shares and Options under this Prospectus. The amount payable on Application will not vary during the period of the Offer and no further amount is payable on allotment.

Applicants under the Public Offer must apply for a minimum of 10,000 Shares representing a minimum investment of \$2,000. Applicants requiring additional Shares must apply for additional Shares in multiples of 1,000 thereafter.

A duly completed and lodged Application Form will constitute an offer by the Applicant to subscribe for the number of Shares and Options applied for pursuant to the Application Form as the case may be.

Application Forms must not be circulated to prospective investors unless accompanied by a copy of this Prospectus.

2.14 Shareholder Option Offer

Accompanying this Prospectus is a notification of each Existing Shareholders entitlement under the Shareholder Option Offer. No further action is required to be taken by Shareholders in respect of this notification. If Completion occurs a holding statement will be issued in respect of each Existing Shareholder's Options that are issued under the Shareholder Option Offer issue, subject to and conditional upon whatever restrictions may be imposed by ASX pursuant to Rule 9 of the Listing Rules. The Company has lodged an application with ASX for a waiver so that all Options issued under the Shareholder Option Offer other than those issued to "related parties" are free of any such restrictions.

2.15 Minimum Subscription

The minimum subscription to be raised pursuant to this Prospectus is \$2,500,000.

Should the minimum subscription not be reached within four months after the date of this Prospectus, the Company will either repay the Application monies to the Applicants. Interest will not be paid on Application monies refunded.

2.16 Allotment of Shares and Options

The acceptance of Applications and the allocation of Shares and Options are at the discretion of the Directors of the Company. The Company reserves the right to allot to an Applicant a lesser number of Shares and Options than the number for which the Applicant applies or to reject an Application. If the number of Shares and Options allotted is fewer than the number applied for, surplus Application money will be refunded without interest.

Application money will be held in trust in a subscription account until allotment or, where applicable, it is repaid to the Applicants. The subscription account will be established and kept by the Company on behalf of the Applicants.

All interest earned on all Application moneys (including those which do not result in allotment of Shares and Options) will be retained by the Company.

2.17 Lead Manager

Patersons Securities Limited has agreed to be the Lead Manager for the Offers. Patersons Securities Limited will receive a lead manager fee of \$50,000, a management fee of one percent of the total amount raised under the Offers and a placement/lodgement fee of four percent on the total amount raised by it under the Offers. Further details of the fees to be paid to Patersons Securities Limited and the terms upon which they have agreed to act as Lead Manager are summarised in Section 9.4.

The Offers are not underwritten.

2.18 ASX Quotation

Application will be made by the Company to the ASX, within seven days after the date of this Prospectus, for the Shares and Options offered to be admitted for quotation.

If the Shares and Options offered pursuant to the Offers are not admitted to quotation by ASX within three months after the date of this Prospectus all Application moneys will be refunded without interest and no Shares or Options will be issued pursuant to this Prospectus.

The fact that ASX may grant quotation of the Company's Shares and Options under the Offers or reinstate the Existing Shares to quotation is not to be taken in any way as an indication of the merits of the Company or the Shares and Options offered pursuant to this Prospectus.

The proposed acquisition of Mineral Investments Pty Ltd and associated resource projects triggers the operation of Listing Rule 11 (which deals with changes in the activities of a company). Accordingly, by convening the General Meeting of Shareholders of the Company, lodging this Prospectus, completing the Offers pursuant to this Prospectus, the Company proposes to satisfy certain of the requirements of Chapters 11, 1 and 2 of the Listing Rules. Unless all of the ASX Requirements are met no Shares or Options will be issued pursuant to this Prospectus.

2.19 CHESS

On the lifting of suspension of the Existing Shares and admission to quotation on ASX of the Shares and Options offered under this Prospectus, the Company will participate in CHESS, operated by ASTC, a wholly owned subsidiary of ASX, in accordance with the Listing Rules and ASTC Settlement Rules.

Under this system, the Company will not issue certificates to investors. Instead, shareholders will receive a statement of their holdings in the Company. If an investor is broker-sponsored, the ASTC will send them a CHESS statement.

The CHESS statement will set out the number of securities allotted to each holder under the Prospectus, give details of the shareholder's holder identification number and give the participant identification number of the sponsor.

If you are registered on the Issuer Sponsored Subregister, your statement will be dispatched by the share registry and will contain the number of securities allotted under the Prospectus and the shareholder's security holder reference number.

A CHESS statement or Issuer Sponsored Statement will routinely be sent to shareholders at the end of any calendar month during which the balance of their holding changes. A shareholder may request a statement at any other time, however a charge may be made for additional statements.

2.20 Overseas Investors

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

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

The Offers pursuant to an Electronic Prospectus is only available to persons receiving an electronic version of this Prospectus within Australia.

2.21 Escrow Provisions

The Shares and Options issued to Mineral Investments Pty Ltd may be subject to the restricted securities provisions of the Listing Rules. Options held by Directors may also be subject to the restricted securities provisions of the Listing Rules. Accordingly, a proportion of such securities, to be determined by ASX, may be required to be held in escrow for a period of time, as determined by ASX.

2.22 Conditions Precedent to the Offers

The Offers of Shares and Options pursuant to this Prospectus are subject to:

- (a) the passage of the Resolutions;
- (b) the satisfaction of the ASX Requirements;
- (c) the raising of the minimum subscription of \$2,500,000;
- (d) Completion occurring;

No Shares or Options will be issued under this Prospectus unless the above conditions are fulfilled.

If the conditions are not satisfied by 31 October 2005 then the Directors will return all Application moneys to Applicants without interest.

2.23 Enquiries in Relation to the Offers

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

2.24 Market Prices of Shares on ASX

The Shares have been suspended from quotation on the ASX since November 2000.

The last traded price of Existing Shares at 15 November 2000 was \$2.50. However, following that time the Company distributed virtually all of its then assets to Shareholders. Since terminating its voluntary liquidation the Company has completed the capital raisings described in Section 1.1.

Section 3

Project Summary

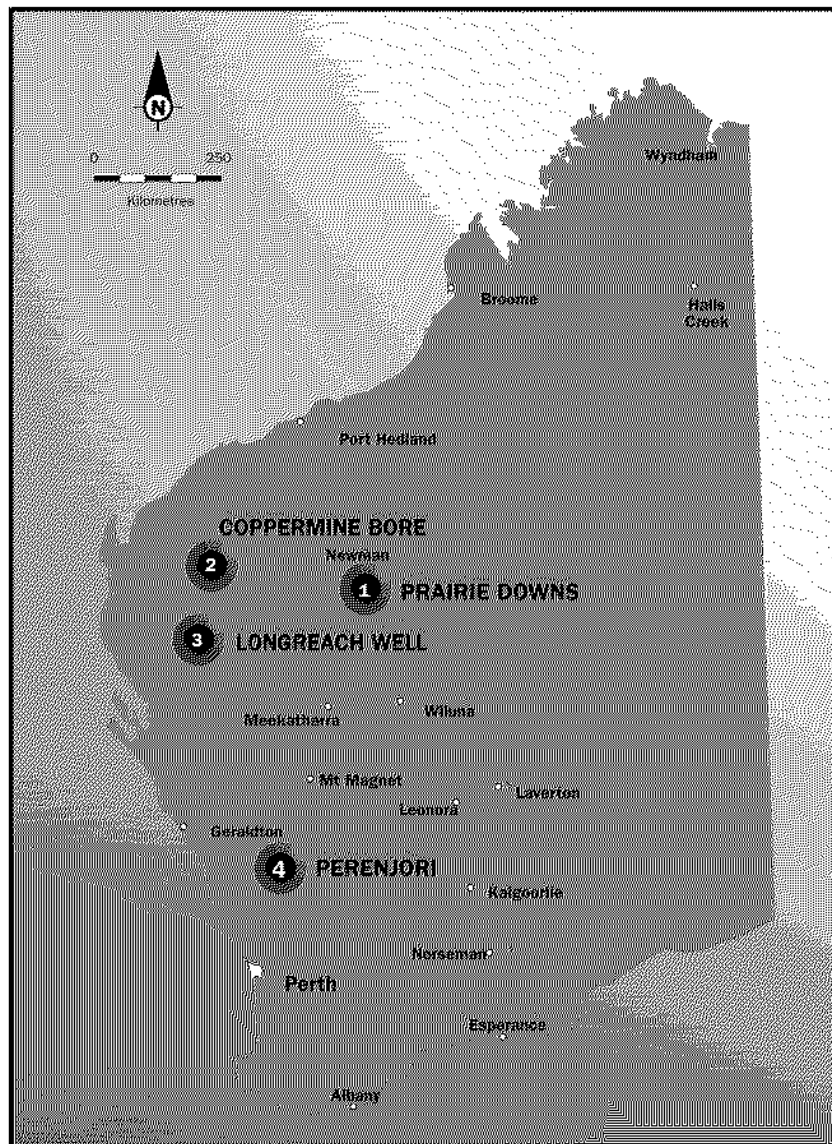
The primary focus at Prairie Downs is high grade zinc-lead-silver deposits, with secondary prospectivity for gold and nickel. The most advanced prospect at Prairie Downs, Zone 1, contains an Inferred Mineral Resource of 500,000 tonnes, within 100 metres of the surface, at a grade of 13.1% zinc, 3.7% lead and 35g/t silver. Mineralisation is open at depth and along strike, with the total potential at Zone 1 of the order of 2.4 million tonnes indicated by drilling and geophysics.

Shallow drilling at Coppermine Bore in 1977 returned a best result of 3 metres at 2.5% copper and 120ppm uranium and sampling completed in 1996 returned a best result of 2.4g/t gold, 19% copper and 295ppm uranium. This project provides a set of outstanding “walk-up” drill targets for gold-copper-uranium mineralisation.

Longreach Well covers a Mississippi Valley Type zinc-lead prospect where previous exploration has outlined a 4 kilometres zone of prospective stratigraphy with anomalous geochemistry and gossanous outcrops.

The best drilling results to date from Perenjori are 5 metres at 1.9% copper & 18.2g/t silver, 1 metre at 11.3% zinc & 4.1% lead and 1 metre at 5.3g/t gold. Exploration to date indicates that the main potential for economic mineralisation lies down dip from the known mineralisation.

This section provides an overview of the main project, Prairie Downs. Full details for all projects are provided in the accompanying Independent Geologists Report.



3.1 Prairie Downs Project

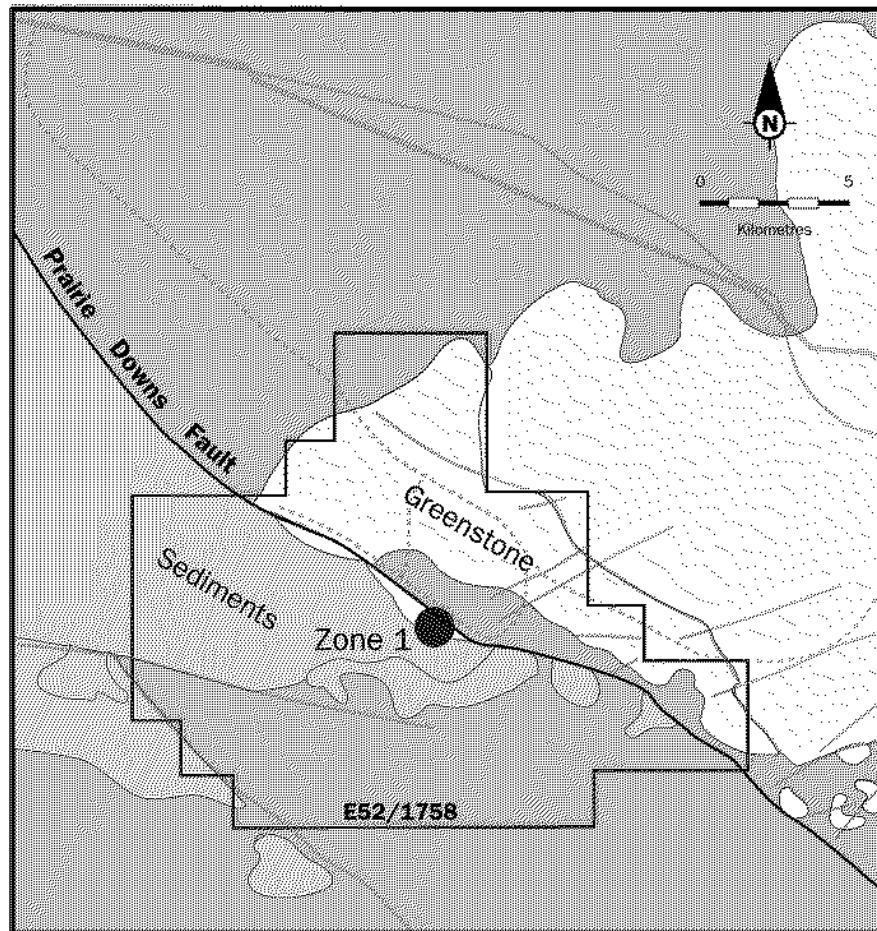
(a) Overview

The Prairie Downs project area comprises Exploration Licence 52/1758, which covers an area of approximately 210 square kilometres and was granted in December 2004.

Zinc-lead mineralisation is hosted by the Prairie Downs Fault, a major regional structure, which outcrops intermittently over a length of 20 kilometres within the project area. In most cases where the fault zone outcrops, it shows evidence of zinc-lead mineralisation. For example, 1.2 kilometres to the northwest of the main Zone 1 prospect drilling intersected 44m @ 0.3% zinc, including 18m @ 1.3% zinc from 102 metres down hole.

The fault zone may also be prospective for gold, as evidenced by a drill hole 2 kilometres northwest of Zone 1, which intersected 16m @ 0.4g/t gold, including 4m @ 0.9g/t gold.

A greenstone belt to the north of the fault, within the project area, is prospective for nickel and gold. Sediments to the south of the fault, within the project area, are prospective for sediment hosted zinc-lead deposits.



(b) Mineralisation at Zone 1

The Zone 1 prospect comprises two mineralised lenses; the Hanging Wall Zinc lens and the Volcanic Breccia Zinc lens, as shown in the accompanying plan. Both lenses have been identified by geophysics as conductive bodies (induced potential or “IP”conductors) and have been defined by drilling.

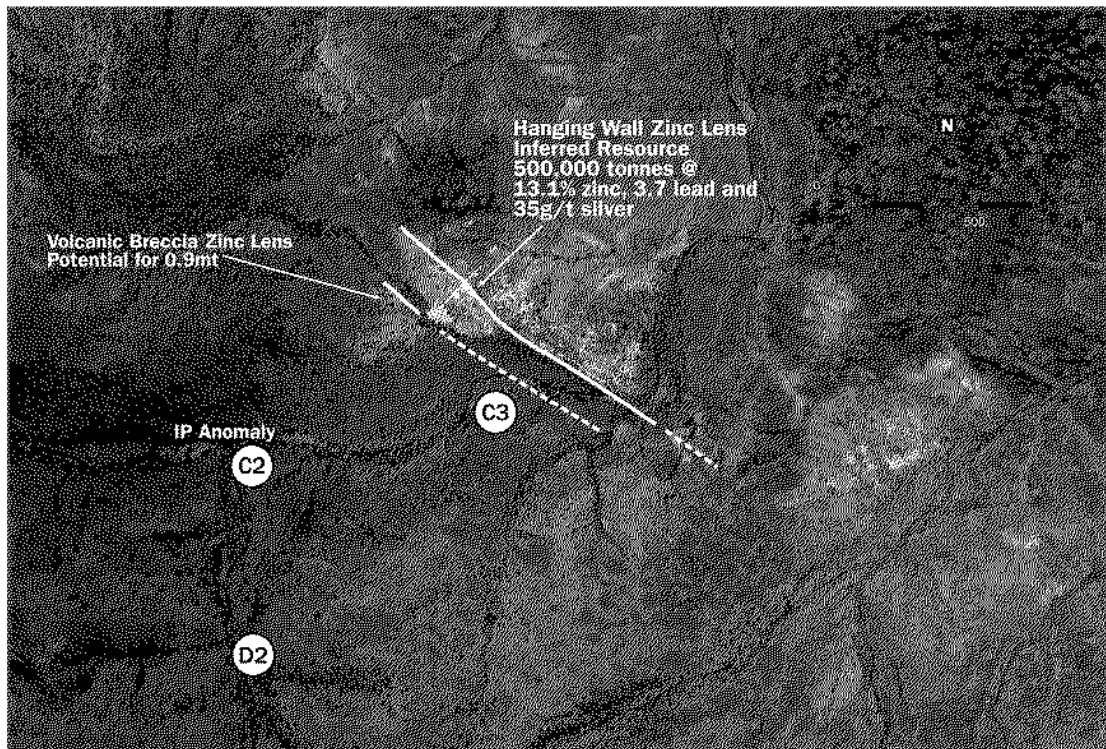
The Hanging Wall Zinc lens hosts an Inferred Mineral Resource of 500,000 tonnes at a grade of 13.1% zinc, 3.7% lead and 35g/t silver. The resource is open at depth and along strike.

The model for the IP conductor corresponding to the Hanging Wall Zinc lens has a strike length of 600 metres, a minimum average width of 3 metres and depth of 300 metres. At a density of 2.8 this equates to approximately 1.5 million tonnes ($600 \times 300 \times 3 \times 2.8 = 1,512,000$). Existing drilling covers a strike length of 560 metres to a vertical depth of 100 metres and the mineralisation intersected corresponds closely with the geophysical model. On this basis a further 750,000 to 1,250,000 tonnes of mineralisation is targeted in the Hanging Wall Zinc lens at a similar grade to the current Inferred Mineral Resource of 500,000 tonnes. Other than where stated as an Inferred Mineral Resource the potential quality and grade of mineralisation referred to above is conceptual in nature. It is uncertain if further exploration will result in discovery of further mineral resources on the property.

The model for the geophysical IP conductor corresponding to the Volcanic Breccia Zinc lens has a strike length of 370 metres, a minimum average width of 3 metres and depth of 300 metres. At a density of 2.8 this equates to approximately 0.9 million tonnes ($370 \times 3 \times 300 \times 2.8 = 932,400$).

The Volcanic Breccia Zinc lens lies approximately 80 metres south of the Hanging Wall Zinc. Current evidence suggests that this lens is parallel to the Hanging Wall Zinc lens. It does not outcrop and has never been a drill target in its own right. It has only been intersected at depth in three drill holes, the best results being 3 metres at 10.2% zinc, 0.4% lead and 3 metres at 8.6% zinc and 1.0% lead. The target for the Volcanic Breccia Zinc lens is 900,000 tonnes of mineralisation at a targeted grade ranging from 8% to 12% zinc and from 0% to 3% lead.

Note: Other than where stated as an Inferred Mineral Resource the potential quantity and grade of mineralisation referred to above is conceptual in nature. It is uncertain if further exploration will result in discovery of further mineral resources on the property.



(c) Proposed Exploration At

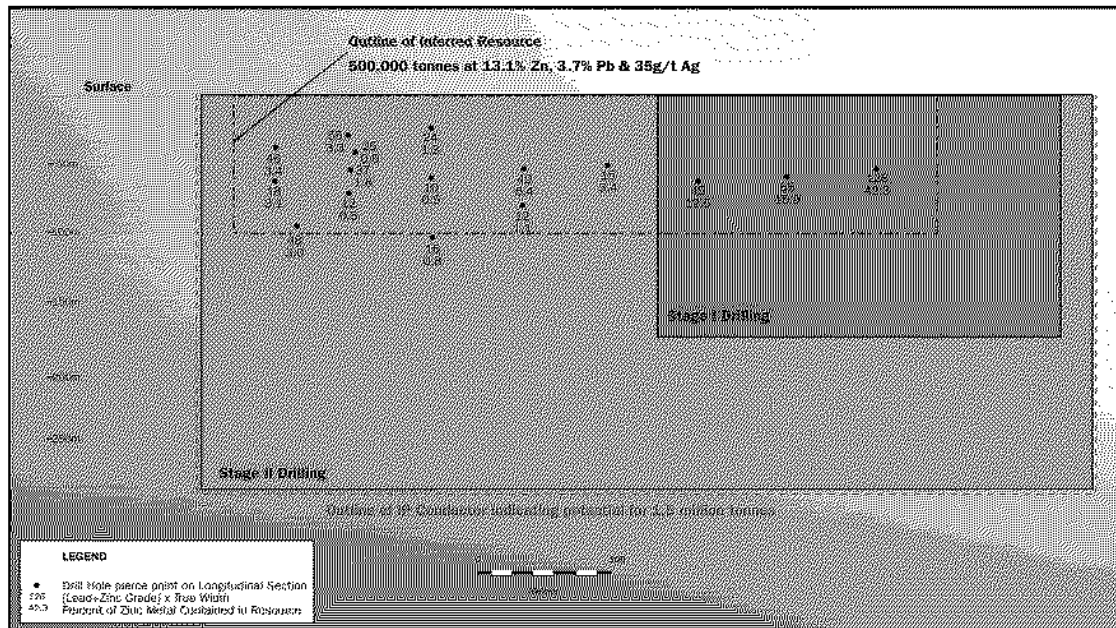
Zone 1

Zone 1 will be the immediate focus of exploration and any subsequent development. The work program for Year 1 comprises resource drilling and exploration. The objective is to rapidly define sufficient mineralisation to justify mine development. At this stage the target for Zone 1 is 1.5 to 2.0 million tonnes at a similar grade to the existing resource. It is considered, as outlined above, that the two lenses at Zone 1 have good potential to host this order of mineralisation.

Resource Drilling

Stage I drilling of the Hanging Wall Zinc Lens will concentrate on the south eastern end of the current Inferred Mineral Resource, in the vicinity of drill hole 98PDP35. This area hosts the majority of contained zinc in the resource and also corresponds with the position where two cross faults intersect the Prairie Downs Fault. These features may indicate the presence of a “feeder zone”, a location which has been the focus of fluid flow and mineral deposition. The significance is that such areas can often host much more mineralisation than more distal parts of the system.

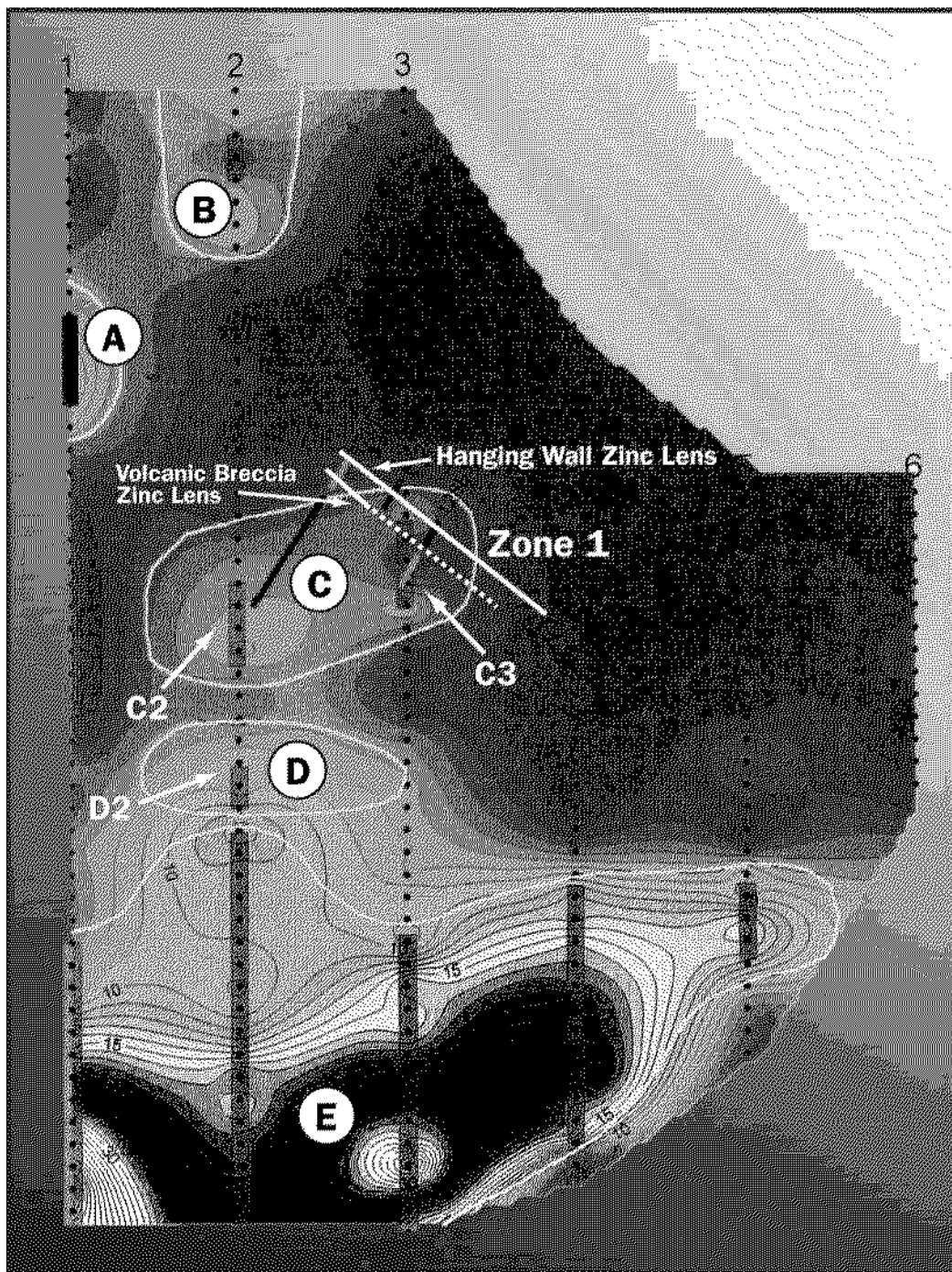
The objective of Stage II drilling, subject to the results of Stage I, will be to drill out the Hanging Wall Zinc lens to the limits indicated by previous drilling and geophysics. Work will also include metallurgical test work and related studies.



Exploration

Exploration in Year 1 will be directed at the Volcanic Breccia Zinc lens and at a number of geophysical targets to the southwest of Zone 1. The first step will be one or more geophysical programs designed to provide more detailed and modern data than currently exists, along with detailed mapping and sampling of the area. Drill locations will be based upon this data and existing drill intersection in the Volcanic Breccia Zinc Lens.

The geophysical anomalies to be targeted are C2, C3 and D2. These are shown in the accompanying plan of the results of an induced polarisation survey completed in 1994. The anomalies appear related to the mineralisation at Zone 1 and also to the cross-faults mentioned above. These are high priority targets as success could substantially increase mineralisation at Zone 1.



(d) Other Exploration Targets

The following targets are at an earlier stage of exploration and are a lower priority than Zone 1.

Prairie Downs Fault

The fault intermittently outcrops for approximately 20 kilometres within the project area and yet Zone 1 is the only area that has been explored in any detail. Previous drilling intersected 44m @ 0.3% zinc, including 18m @ 1.3% zinc from 102 metres down hole and has not been tested by further drilling. The Prairie Downs Fault zone overall is considered to have potential

for up to 10 million tonnes of zinc-lead mineralisation, similar to that at Zone 1, elsewhere along the Prairie Downs Fault. Evidence supporting this statement includes soil anomalies, IP anomalies, anomalous drill results and surface and costean geology.

Additionally, the Nirran Nirry prospect lies 8 kilometres North of Zone 1 and comprises zinc and lead soil anomalies adjacent to a secondary fault parallel to the Prairie Downs Fault. These geochemical anomalies have yet to be tested.

Note: Other than where stated as an Inferred Mineral Resource the potential quantity and grade of mineralisation referred to above is conceptual in nature. It is uncertain if further exploration will result in discovery of further mineral resources on the property

Gold & Nickel

Previous drilling on the Prairie Downs Fault intersected 16m @ 0.4g/t gold, including 4m @ 0.9g/t gold. In addition, soil and stream samples anomalous in gold have not been followed up.

Komatiitic and/or serpentinitic units within the Fortescue group are potentially prospective for nickel. These units are up to 700 metres wide in outcrop and have a strike length in excess of 7 kilometres. These ultramafics are of the type that typically hosts nickel deposits, however the area has never been explored for nickel.

Sediment Hosted Zinc-Lead

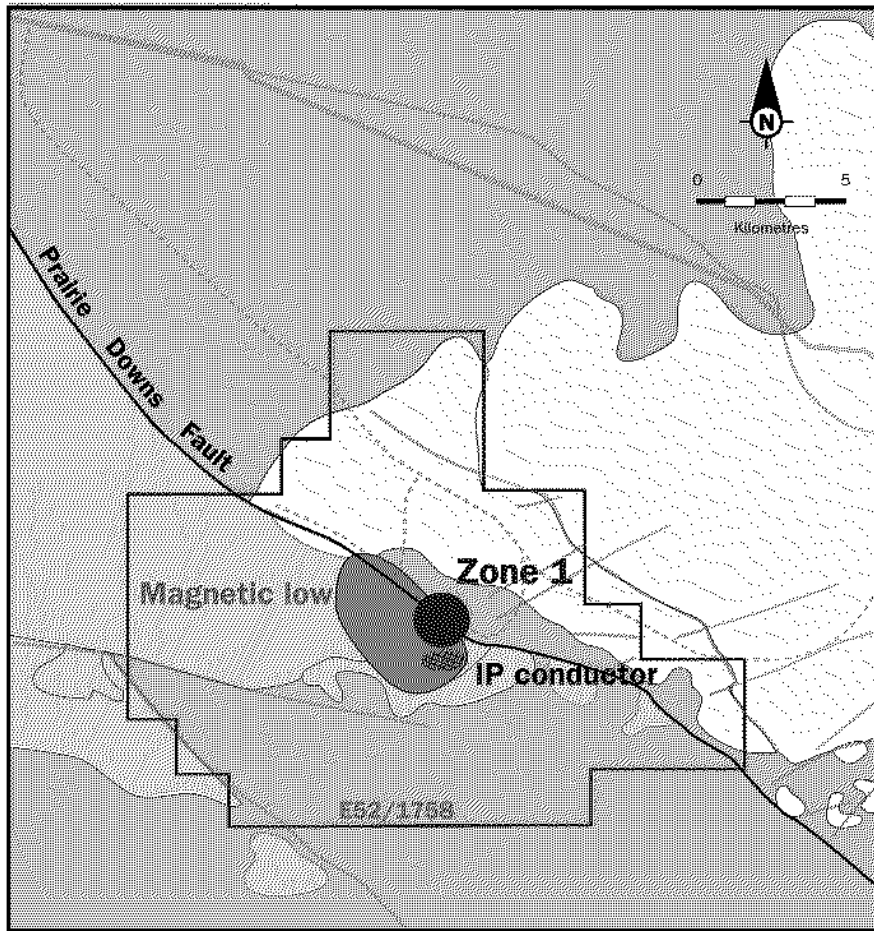
Mineralisation at Zone 1 has similarities to sediment hosted zinc-lead-silver deposits, such as the very large Sullivan deposit in Canada.

Potential evidence for this type of mineralisation is a very large, 3 kilometre long, magnetic low lying immediately adjacent to the Prairie Downs Fault in the vicinity of Zone 1, as shown in the accompanying plan. The low occurs within a sequence of sandstones, siltstones, shales and dolomites of the Prairie Downs Formation. These sedimentary rocks are an appropriate host to zinc-lead mineralisation.

The magnetic low may be due to alteration, which in turn could be associated with a large mineralising system. A substantial IP conductor is located within the area of the magnetic low. This conductor is only partly defined and remains open to the south and west and is largely untested. The conductor is remarkable for its size but to date its cause remains enigmatic.

The target for sediment hosted zinc-lead mineralisation at Prairie Downs is of the order of 100 million tonnes. Evidence supporting this statement includes the size of the geophysical anomalies and the typical size of known deposits of this type.

Note: Other than where stated as an Inferred Mineral Resource the potential quantity and grade of mineralisation referred to above is conceptual in nature. It is uncertain if further exploration will result in discovery of further mineral resources on the property.



Information in this report that relates to Exploration Results or Mineral Resources is based on information compiled by Mr Mark Hansen, who is a Member of The Australasian Institute of Mining and Metallurgy and by Mr Glenn Styles, who is a Member of the Australian Institute of Geoscientists.

Both Mr Hansen and Mr Styles have sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which they are undertaking to qualify as Competent Persons as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Both Mr Hansen and Mr Styles consent to the inclusion in this Prospectus of the statements based on their information in the form and context in which they appear.

3.2 Zinc Market

The Uses of Zinc

Zinc is an essential element in the environment. All living organisms require zinc and in humans it is necessary for correct functioning of the immune system, digestion, reproduction, taste and smell. Zinc deficiency is one of the leading causes of sickness and disease in developing countries.

Zinc usage can be seen as a measure of the level of industrialization. Zinc is primarily used in industrial processes with the main uses shown in the accompanying chart. Galvanising dominates usage and is by far the fastest growing end use. In turn, galvanised steel production is the fastest growing steel sector. Production of galvanised steel was up 8% in Germany in 2004, 11% in USA, 21% in China and 33% in India in 2004.

In Japan, Korea and the West up to 20% of steel production is galvanised production, whereas currently in China less than 1% is galvanised. China will require an additional 20 million tonnes of galvanising capacity to approach the 10% level; this would require an additional 1.2 million tonnes of world annual zinc production.

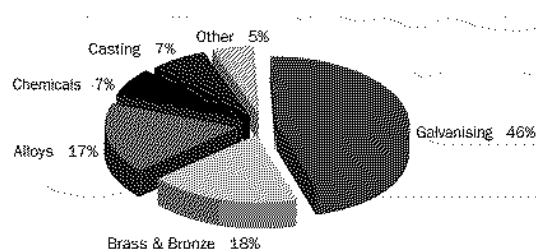
The potential market for galvanised steel, and thus zinc, in the developing markets of China and India is considerable. In the USA consumption of galvanised steel per capita is over 60kg per person per annum and still growing strongly. In contrast, current consumption in India and China is estimated to be only around 3kg per person per annum. China is expecting galvanised steel production to increase by upwards of 40% in 2005.

Zinc alloys are made from zinc combined with small amounts of aluminium, magnesium and sometimes copper. The alloys are used in die casting and provide superior casting speed, castability, strength, hardness, wear resistance and corrosion resistance compared to other casting alloys such as magnesium and aluminium. Zinc die castings are widely used throughout industry in motor vehicles, buildings, household appliances, electrical equipment, telecommunications and electronics. Demand growth, therefore closely follows general economic growth.

Brass and bronze are alloys of zinc and copper in varying combinations, the amount of zinc ranging from 10% to more than 40%. Brass and bronze are largely used in architecture and interior decoration; typical uses are decoration of commercial building exteriors, taps, door knobs and light fittings. Brass is growing in popularity, particularly in Europe and North America, and this trend is expected to be reflected in increasing consumption growth in future years.

A much smaller, but potentially very significant, use of zinc is in zinc-air batteries for power storage and transport applications. Recent technological breakthroughs have shown that zinc-air powered buses would have lower capital costs and similar operating costs to comparable zero-emission vehicles.

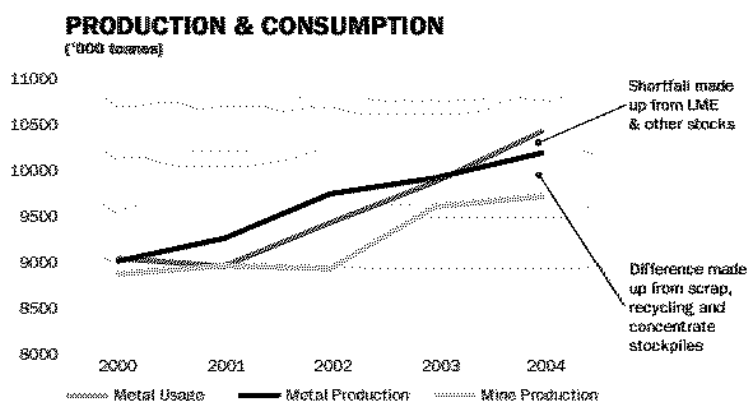
ZINC USAGE [YEAR]



Zinc Production and Consumption

Worldwide zinc mine production in calendar 2004 amounted to 9.63 million tonnes of zinc metal, an increase of 1.1%. The largest rise was in China offset by falls in Australia and Peru.

Mine production growth has slowed dramatically in the last few years. From 1998 to 2001 production increased by 880,000 tonnes but the increase from 2002 to 2004 is estimated to be only 320,000 tonnes. This is primarily a result of negligible investment in exploration and development due poor demand and low prices. Consequently the only significant short term increases in production will come from small, incremental increases at existing operations and the start up of small, easily developed, mines.



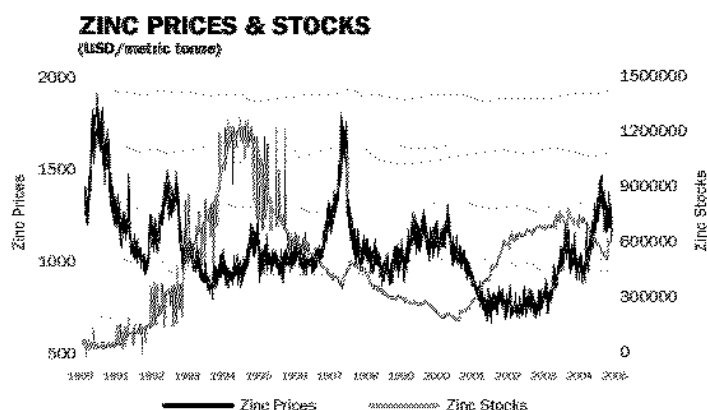
Worldwide zinc metal production in 2004 amounted to 10.19 million tonnes, increasing from 9.22 million tonnes in 2001. China became a net importer of refined zinc for the first time since 1989.

The difference between mine and metal production is largely made up of recycled scrap and stockpiles. New scrap arises from process residues, such as castings and galvanising, and old scrap arises from recycling of products, particularly brass and alloys, at the end of their useful life.

Worldwide zinc consumption amounted to 10.4 million tonnes in 2004. Growth was seen in all markets, with the main increases being in China, India and the United States. Most of the growth is attributable to increased galvanised steel production as previously discussed. In 2005 zinc demand is expected to exceed production by up to 500,000 tonnes with Chinese demand expected to increase by 12.5%.

Zinc Prices and Stocks

In common with most metals, the majority of zinc is traded privately between buyers and sellers.



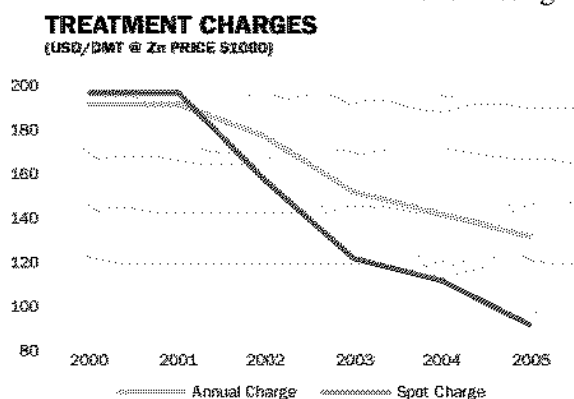
However the London Metals Exchange, among others, offers a forum for metals trading by way of standardized futures and options contracts. The LME also holds stocks of various zinc brands in approved warehouses around the world.

The primary purposes of the LME are price discovery, hedging and actual metal delivery.

The accompanying chart, of the LME “Cash Buyers” price, shows the strong price appreciation of zinc over the past two years. However, LME stocks of zinc have only recently begun to decline. This has been because “hidden stocks” have been periodically delivered to LME warehouses as the price has been increasing. It is now believed that hidden stocks are largely depleted and that LME stocks represent the vast majority of zinc metal available for trade. Current LME stocks are approximately 615,000 tonnes, or 22 days world supply. Total world stocks are estimated to have decreased by about 500,000 tonnes over the past two years.

Zinc Treatment Charges

Zinc concentrate is in tight supply which has resulted in declining smelter charges. There is evidence that lack of concentrate is restricting metal production.



Thus, when concentrate is in short supply, charges fall as smelters attempt to attract sufficient concentrate. Smelter capacity is thought to exceed concentrate production by around 1 million tonnes.

Lower treatment charges have a proportionately greater effect than higher prices, it is estimated that a USD50/tonne fall in treatment charges is equivalent to a USD100/tonne increase in the zinc price.

A consequence of the tightness of supply is that smelters and related parties are providing finance for mine development, or taking equity positions, in return for concentrate off-take agreements.

Section 4

Directors and Management

4.1 Directors and Management

Non Executive Chairman

Mr Jeremy D Shervington *B.Juris, LLB*

Mr Shervington operates a legal practice in Western Australia. He specialises in the laws regulating companies and the securities industry in Australia. Mr Shervington has almost 25 years experience as a lawyer, gained since his admission as a Barrister and Solicitor of the Supreme Court of Western Australia. Mr Shervington has since 1985 served as a director of various ASX listed companies as well as a number of unlisted public and private companies. Mr Shervington is currently also a director of the following ASX listed companies: Australian Zircon NL, BioProspect Limited and Biron Capital Limited.

Proposed Managing Director

Mr Mark Hansen *M.Sc., MAIMM, FAICD*

Mr Hansen trained as a geologist and has over 25 years experience in the exploration and mining industry, both as an exploration and development geologist and as a consultant and independent expert. He has experience in project and corporate analysis, including employment as a mining analyst and adviser in the securities industry. He has 15 years experience as a director of listed companies in both Australia and Canada. He is currently a director of several unlisted public and private companies.

Executive Director and Company Secretary

Mr Alec Christopher Pismiris *B.Comm. ICSA.*

Mr Pismiris currently acts as the Company Secretary and Chief Financial Officer of the Grange Resources Ltd group of companies. Mr Pismiris is also a director and company secretary of several public and private companies. In April 2002 Mr Pismiris was admitted an Associate of the Chartered Secretaries & Administrators. Mr Pismiris has over 20 years experience in the securities and finance industry.

Non Executive Director

Mr Adam Rankine-Wilson *FAICD. ASIA.*

Mr Rankine-Wilson was until recently the Managing Director of Grange Resources Limited. He is a director of several public and private companies. Over the past 15 years, Mr Rankine-Wilson has served as a director of various ASX listed companies as well as a number of unlisted public and private companies. He has extensive experience in the mining and investment industries, particularly in Western Australia.

Non Executive Director

Mr Geoffrey E Lambert *M.Ec. FAICD. ASIA.*

Mr Lambert completed a Master of Economics degree in 1967 and has over 30 years' experience in investment banking. He joined Hambros Australia Ltd as Manager, Corporate Finance. In the early 1980's he established Byrne Lambert Woolf & Co, an investment banking firm specialising in corporate finance and investment for small to medium sized companies. Mr Lambert has 25 years' experience as a director of public companies. He is currently also a director of the following companies: ICS Global Limited, Wedgetail Exploration NL, Stratatel Limited, Plantcorp Limited and Reward Minerals Limited.

4.2 Future Board Composition and Management

The Board intends to review its membership on an ongoing basis and to ensure that its composition reflects the changing value of the Company's activities.

It is expected that Messrs Lambert and Rankine-Wilson will retire as Directors at Completion.

The Company will appoint additional geological staff to assist with its proposed exploration activities.

4.3 Corporate Governance Statement

The Board of Directors of Investment Company Of The West Limited is responsible for the corporate governance of the Company. The Board guides and monitors the business activities and affairs of the Company on behalf of the shareholders by whom they are elected and to whom they are accountable. ICW has adopted systems of control and accountability as the basis for the administration of corporate governance. The Board is committed to administering the policies and procedures with openness and integrity, pursuing the true spirit of corporate governance commensurate with the Company's needs.

The Corporate Governance Statement has been structured with reference to the Australian Stock Exchange Corporate Governance Council's ("Council") "Principles of Good Corporate Governance and Best Practice Recommendations" to extent that they applicable to the Company. The following is a summary of ICW's adherence to the Council's principles and recommendations:

Principle 1. Lay the foundations for management and oversight

ICW complies with this recommendation.

Principle 2. Structure the board to add value

ICW complies with this recommendation.

Principle 3. Promote ethical and responsible decision making

ICW complies with this recommendation.

Principle 4. Safeguard integrity in financial reporting

ICW does not comply with this recommendation of having at least three non-executive directors on the Audit Committee. ICW is a small company with limited resources, that has not had an operating business. ICW's Audit and Compliance Committee is comprised of the Company's non-executive chairman and executive director.

Principle 5. Make timely and balanced disclosure

ICW complies with this recommendation.

Principle 6. Respect the rights of shareholders

ICW complies with this recommendation.

Principle 7. Recognise and manage risk

ICW complies with this recommendation.

Principle 8. Encourage enhanced performance

ICW complies with this recommendation.

Principle 9. Remunerate fairly and responsibly

ICW complies with this recommendation except for the grant of Director Options to non-executive directors. The grant of Director Options was approved by shareholders at the Company's annual general meeting. The objective of granting Director Options is to ensure maximum stakeholder benefit is achieved from the retention of a high quality board and to provide incentive to Directors identify new commercial opportunities for the Company.

Principle 10. Recognise the legitimate interests of stakeholders

ICW complies with this recommendation.

Information about the Company's corporate governance practices are available by contacting the Company directly. It is anticipated that these policies will also be made available on the Company's website at www.prairiedownsmetals.com.au once this site is established.

The Board of Directors

The Company's Constitution provides that the number of Directors shall not be less than three. There is no requirement for any share holding qualification.

If the Company's activities increase in size, nature and scope, the size of the Board will be reviewed periodically and the optimum number of Directors required to adequately supervise the Company's activities will be determined within the limitations imposed by the Constitution and as circumstances demand.

The membership of the Board, its activities and composition is subject to periodic review. The criteria for determining the identification and application of a suitable candidate for the Board shall include quality of the individual, background of experience and achievement, compatibility with other Board members, credibility within the Company's scope of activities, intellectual ability to contribute to Board duties and physical ability to undertake Board duties and responsibilities.

Directors are initially appointed by the full Board, subject to election by shareholders at the next general meeting. Under the Company's Constitution the tenure of a director (other than managing director, and only one managing director where the position is jointly held) is subject to reappointment by shareholders not later than the third anniversary following his or her last appointment. Subject to the requirements of the Corporations Act, the Board does not subscribe to the principle of retirement age and there is no maximum period of service as a Director. A managing director may be appointed for the period and on any terms the Directors think fit and, subject to the terms of any agreement entered into, the appointment may be revoked on notice.

The Board has an audit committee. It considers that the Company is not currently of a size, nor are its affairs of such complexity, to justify the formation of other separate or special committees at this time. The Board as a whole is able to address the governance aspects of the

full scope of the Company's activities and to ensure that it adheres to appropriate ethical standards.

Appointments to Other Boards

Directors are required to take into consideration any potential conflicts of interest when accepting appointments to other boards.

Independent Professional Advice

The Board has determined that individual Directors have the right in connection with their duties and responsibilities as Directors, to seek independent professional advice at the Company's expense. With the exception of expenses for legal advice in relation to Director's rights and duties, the engagement of an outside adviser is subject to prior approval of the Chairman and this will not be withheld unreasonably.

Continuous Review of Corporate Governance

Directors consider, on an ongoing basis, how management information is presented to them and whether such information is sufficient to enable them to discharge their duties as Directors of the Company. Such information must be sufficient to enable the Directors to determine appropriate operating and financial strategies from time to time in light of changing circumstances and economic conditions. The Directors recognise that mineral exploration is a business with inherent risks and that operational strategies adopted should, notwithstanding, be directed towards improving or maintaining the net worth of the Company.

21 July 2005

The Directors
Investment Company of the West Limited
52 Ord St
WEST PERTH WA 6005

Dear Sirs

**INDEPENDENT GEOLOGIST'S REPORT ON THE MINERAL ASSETS OF INVESTMENT
COMPANY OF THE WEST LIMITED**

At your request Snowden Mining Industry Consultants ("Snowden") has prepared an Independent Geologist's Report on the Mineral Assets of Investment Company of the West Limited ("ICW") located in the Pilbara, Gascoyne and Mid West regions of WA. It is our understanding that this report will be included in a Prospectus to be lodged with the Australian Securities and Investments Commission ("ASIC"). The purpose of the Prospectus is to offer for subscription 12.5 million ordinary shares at an issue price of \$0.20 per share plus 1 free option exercisable at \$0.25 per share in 3 years to raise a minimum of \$2.5 million before costs of the issue, with a provision, at the directors' discretion, for over-subscriptions of up to an additional \$1.0 million. The funds raised will be used to fund the future assessment of ICW's projects.

The objective of this report is to present for each project a geological description, an outline of previous exploration work and an opinion on the exploration potential and on ICW's proposed costed exploration programmes over the next two years.

Snowden has based its assessment of ICW's mineral assets on a site visit to the Prairie Downs project during April 2005, discussions with directors of ICW, and on technical information compiled by ICW, previous tenement holders and the Department of Industry and Resources ("DoIR"). Information relating to historical production, previous exploration and mineral occurrences over ICW's project areas has largely been derived from open file reports and databases held by the DoIR. No field visit was made to the Coppermine Bore, Longreach Well and Perenjori projects for the purpose of this report, as they represent exploration properties in the early stages of assessment.

A listing of the documents referenced is provided at the end of this report. Consents have been sought from ICW and its consultants to include technical information and opinions expressed by them. None of the other entities referred to in this report have consented to their inclusion in this Prospectus and have only been referred to in the context of reporting material fact.

Snowden has based its findings upon information known to us as at 30 May 2005 and has satisfied itself that all material information in the possession of ICW has been fully disclosed to Snowden. A draft version of this report was provided to the directors of ICW for comment in respect of omission and factual accuracy. ICW has agreed to indemnify Snowden from any liability arising from its reliance upon inaccurate or incomplete information provided.

Snowden has prepared this report on the understanding that all ICW's granted tenements are currently in good standing and that there is no cause to doubt the eventual granting of any tenement applications. Snowden has not attempted to establish the legal status of the tenements within each project area with respect to Native Title claims or potential environmental and access restrictions. Snowden also has not independently verified ownership and the current standing of ICW's agreements and is not qualified to make legal representations in this regard. Rather we have relied upon information provided by ICW and on independent tenement searches undertaken through the Tengraph system of the DoIR. It is our understanding that the current ownership status and standing of the tenements is dealt with in a separate Solicitor's Report in Section 5 of this Prospectus.

The proposed exploration programmes developed by the management of ICW and reviewed by Snowden have been designed to realise the potential of its project areas in a prudent and efficient manner. ICW's planned commitment of \$2.0 million to the exploration and evaluation of its project areas represent approximately 80% of the minimum funds proposed to be raised by ICW after costs of the issue and administration. We note that these amounts are sufficient to meet ICW's minimum expenditure obligations for each tenement as specified by the DoIR.

This report has been prepared by Mr James McKibben (Consultant) and reviewed by Mr Philip Retter (Divisional Manager Corporate Services) of Snowden's Perth office in accordance with the Code for the Technical Assessment and Valuation of Mineral and Petroleum Assets and Securities for Independent Experts Reports ("the VALMIN Code") and Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves ("the JORC Code").

Snowden is an independent firm providing specialist mining industry consultancy services in the fields of geology, exploration, resource estimation, mining engineering, geotechnical engineering, risk assessment, mining information technology and corporate services. The company, with its principal office at 87 Colin Street, West Perth, WA, also operates from offices in Brisbane, Johannesburg, Vancouver and London has prepared independent technical reports and valuations on a variety of mineral commodities in many countries.

Neither Snowden nor those involved in the preparation of this report have any material interest in ICW or in the mineral properties considered in this report. Snowden is remunerated for this report by way of a professional fee determined according to a standard schedule of rates which is not contingent on the outcome of this report.

Snowden has given and has not before lodgement of ICW's Prospectus with ASIC withdrawn its written consent to being named as author of this report and to the inclusion of this in its Prospectus.

Yours faithfully



Mr J A J McKibben *BSc (Hons), MBA, MAIG*
Consultant



Mr P C Retter *B AppSc (Hons), MAIG*
Divisional Manager - Corporate Services

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1 SUMMARY

Investment Company of the West Limited ("ICW") is a listed public investment company whose shares were suspended from official quotation on the Australian Stock Exchange ("ASX") in November 2000. Through a recent acquisition, ICW has the rights to a 100% interest in a diverse portfolio of exploration interests over western and northwestern WA and is now seeking to re-list on the ASX in order to raise working capital to fund the future assessment of its projects.

ICW's principal mineral asset is a 100% entitlement to the Prairie Downs project located some 100 km southwest of Newman in the Pilbara region of WA. In addition ICW has acquired the rights to a 100% interest in three early-stage exploration projects in the Pilbara, Gascoyne and Mid West regions of WA. ICW's Coppermine Bore tenement lies in the northern Ashburton Basin some 250 km northwest of Tom Price whilst its Longreach Well project area lies 200 km northeast of Carnarvon within the southern Carnarvon Basin and the Perenjori project is located within the Gullewa greenstone belt, some 270 km north-northeast of Perth.

The Prairie Downs project comprises a single granted Exploration Licence centred over the Zone 1 lead-zinc prospect. The base metal mineralisation at Zone 1 is structurally controlled, occurring along the Prairie Downs Fault. This fault zone is marked by discontinuous quartz veining along the sheared contact of a deformed sedimentary and mafic-dominated volcanic package, known as the Prairie Downs – Deadman Hill succession within the Fortescue Group.

A zone of high grade sulphide mineralisation has previously been defined at the Zone 1 prospect and is referred to as the Hanging Wall Zinc lens. A Mineral Resource estimate for the Hanging Wall Zinc lens as reported by the project vendors, Mr Mark Hansen and Mr Glenn Styles, is summarised in Table 1.1.

Table 1.1					
Hanging Wall Zinc lens resource estimate (after Hansen and Styles, 2005)					
Resource category	Tonnes '000	Density*	Mean Grade		
			% Zn	% Pb	g/t Ag
Inferred	500	2.80	13.1	3.7	35

* Assumed density of 2.8 t/m³

For the purpose of this report, Snowden was not requested to complete a review of this estimate and was advised that both Mr Hansen and Mr Styles are the Competent Persons responsible for the Hanging Wall Zinc lens resource estimate which was prepared in accordance the requirements of the 2004 JORC Code. Both Mr Hansen and Mr Styles have consented to the inclusion of the resource estimate in this Prospectus. Snowden was also advised that Mr Hansen will become a director of ICW upon re-listing on the ASX.

On-going exploration and assessment programmes at the Hanging Wall Zinc lens are planned by ICW and will involve expanding the resource through additional drilling and scoping studies to establish the deposit's economic viability. In addition, ICW proposes to conduct further exploration of the Volcanic Breccia Zinc lens, an underlying base metal mineralised zone and adjacent geophysical anomalies to the Hanging Wall Zinc lens in order to locate further zones of high grade base metal mineralisation.

Outside of its main prospect at Zone 1, ICW plans to test a number of structural/stratigraphic, geochemical and geophysical targets, including those located along the Prairie Downs Fault, which remain poorly tested but represent worthy exploration targets for further potential zones of high grade base metal mineralisation within the Prairie Downs project area. Previous exploration at Prairie Downs has mostly focussed on the project's base metal potential, with only very limited exploration carried out for gold or nickel.

Outside of its main Prairie Downs project, ICW proposes to conduct further exploration over its other projects, namely the Coppermine Bore, Longreach Well and Perenjori project areas.

The Coppermine Bore project comprises a single granted Exploration Licence located over the northeastern margin of the Boolaloo granodiorite, which is interpreted by ICW to host potential for iron-oxide, copper-gold

mineralisation. The Coppermine Bore and Trigg Well prospects represent the most advanced exploration targets within the project area, which comprise shear zones hosting base metal mineralisation. Previous shallow percussion drilling over the Coppermine Bore prospect has intersected narrow zones of low grade copper-silver mineralisation with associated anomalous uranium values. Further investigations are warranted to evaluate these prospects for their potential to host zones of high grade base metal mineralisation.

The Longreach Well project comprises a single granted Exploration Licence located on the edge of the Merlinleigh sub-basin to the northeast of Carnarvon. The project is considered by Snowden to be prospective for moderate grade, Mississippi Valley type ("MVT") base metal mineralisation as it covers platform sediments of the southern Carnarvon Basin, which are interpreted to have a similar geological setting and style of mineralisation to the base metal deposits of the Lennard Shelf within the Kimberley region of WA. The presence of numerous shallow zones of low grade base metal mineralisation within carbonate-rich formations indicates that mineralised fluids have passed through the sequence. Geophysical modelling has highlighted several structural and stratigraphic positions within this sequence which remain to be adequately tested.

ICW's Perenjori project comprises a single Exploration Licence application within the southern Gullewa greenstone belt. The project is interpreted to overlie a geological environment analogous to that of the Scuddles, Gossan Hill and Golden Grove volcanic hosted massive sulphide ("VHMS") base metal deposits, which lie in close proximity to the project area. In addition, the project area lies along strike of the historic Gullewa gold mining centre and the Brandy Hill gold deposit. The geology of the project area is dominated by a mafic to felsic volcanic sequence with numerous intercalated banded iron formation ("BIF") units. Several gossanous zones are exposed over a 2 km strike length within the tenement, which at Stephen's prospect represent massive sulphides underlain by stringer sulphide mineralisation within a discrete alteration system. Previous drilling at Stephen's prospect has only tested this gossan to shallow depths and has intersected narrow zones of moderate to high grade copper, lead and zinc mineralisation. Snowden considers Perenjori project to have good potential for defining additional base metal mineralisation particularly at depth at Stephen's prospect. In addition, the gold potential of the deformed BIF units within the project area remain to be fully assessed.

Snowden has concluded from its review of ICW's Western Australian projects that they are of sufficient merit to be worthy of further exploration. ICW has proposed a two year exploration programme to evaluate numerous targets within its Prairie Downs and regional project areas with a budgeted expenditure of \$2.0 million. A summary of the proposed expenditure is presented in Table 1.2.

Table 1.2 Summary of ICW's proposed exploration budget			
Project	Year 1	Year 2	Total
Prairie Downs	925,000	825,000	1,750,000
Coppermine Bore	100,000	50,000	150,000
Longreach Well	25,000	25,000	50,000
Perenjori	25,000	25,000	50,000
Total	\$1,075,000	\$925,000	\$2,000,000

Snowden considers ICW's exploration strategy to be justified and is satisfied that the proposed exploration programmes have been carefully conceived and costed.

2 INTRODUCTION

Investment Company of the West Limited ("ICW") is a listed public investment company whose shares were suspended from official quotation on the Australian Stock Exchange ("ASX") in November 2000. ICW is currently focused on the exploration and development of four base metal projects in western and northwestern WA and is seeking to re-list on the ASX in order to fund the future assessment of these projects.

ICW's principal mineral asset is the right to a 100% interest in the Prairie Downs project located some 100 km southwest of Newman (Figure 2.1), which currently hosts a small, high grade lead-zinc-silver deposit at the Zone 1 prospect. On-going exploration and assessment programmes were conducted over the Zone 1 prospect during the 1990s by a number of exploration companies.

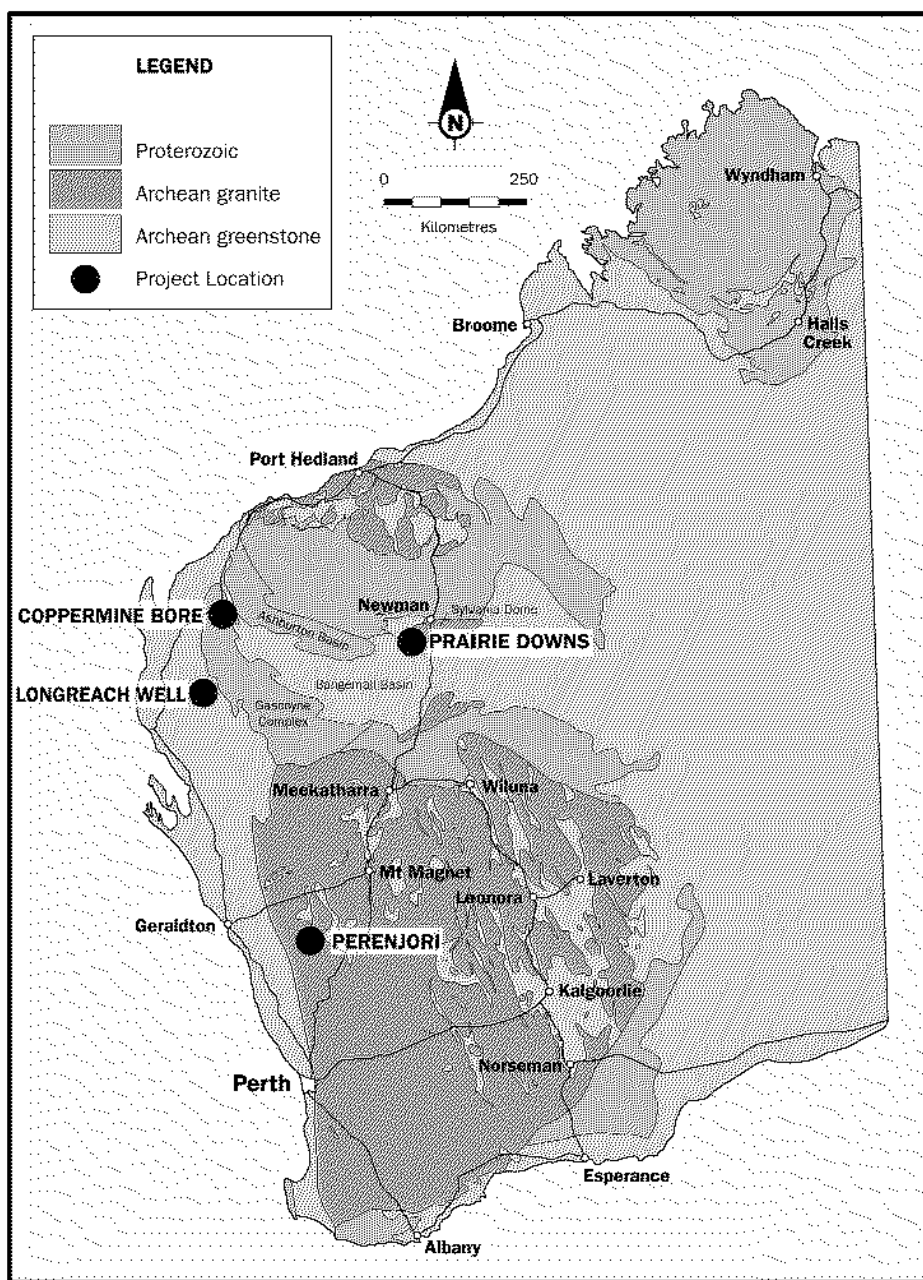


Figure 2.1 Location of ICW's project areas in Western Australia (prepared by ICW)

ICW is also entitled to a 100% interest in three early-stage exploration projects in the Pilbara, Gascoyne and Mid West regions of WA (Figure 2.1). ICW's Coppermine Bore project lies in the northern Ashburton Basin some 250 km northwest of Tom Price and is considered prospective by ICW for iron-oxide copper-gold mineralisation associated with the late stage Boolaloo granodiorite. The Longreach Well project area lies 200 km northeast of Carnarvon within the southern Carnarvon Basin in a geological setting considered by ICW to be analogous to the Mississippi Valley type ("MVT") deposits of the Lennard Shelf. ICW's Perenjori project is located within the Gullewa greenstone belt, some 270 km north-northeast of Perth, and is considered prospective by ICW for volcanic hosted massive sulphide ("VHMS") base metal mineralisation, similar to the nearby Scuddles and Golden Grove deposits.

Mining in northwestern WA has a long history dating back to the discovery of gold and the proclamation of the Pilbara Goldfield in 1888. Mining continued at various localities, mostly at a small scale for several decades thereafter. Extensive exploration for iron ore commenced in the 1960s following the discovery of the Goldsworthy iron ore deposit and led to the growth of the iron ore mining operations at Mt Tom Price, Mt Whaleback and Paraburdoo. Since that time, northwestern WA has been the focus of exploration and mining activities for other commodities most notably gold, copper and manganese with a number of mines being established including Woodie Woodie (manganese), Nifty (copper) and Telfer (gold). As a consequence, this remote part of Australia now boasts good regional infrastructure serviced by a number of permanent townships including those at Newman, Tom Price and Port Hedland.

ICW's strategy is to capitalise on the advantages provided by this infrastructure in order to further explore, identify and develop its projects within northwestern WA and in particular to rapidly advance the Prairie Downs lead-zinc project to the southwest of Newman.

In May 2005, ICW entered a Heads of Agreement to acquire a privately held company, Mineral Investments Pty Ltd ("Mineral Investments") from Mr Mark Hansen and Mr Glenn Styles. Mineral Investments currently holds the mineral rights to the Prairie Downs, Coppermine Bore, Longreach Well and Perenjori projects. In consideration for the acquisition of these projects, ICW has agreed to issue Mr Hansen and Mr Styles with a total of 8.0 million ordinary ICW shares and 2 million free options to acquire ICW shares for \$0.25 each. Snowden has been advised that Mr Hansen will become a director of ICW following its re-listing on the ASX.

Upon completion of the terms of the agreement, ICW's mineral assets will consist of:

- a 100% interest in the Prairie Downs project comprising one granted Exploration Licence (E52/1758);
- a 100% interest in the Coppermine Bore project comprising one granted Exploration Licence (E08/1436);
- a 100% interest in the Longreach Well project comprising one granted Exploration Licence (E09/1154); and
- a 100% interest in the Perenjori project comprising one Exploration Licence application (E59/1144).

The current status of the individual tenements is detailed in Table 2.1.

Tenement	Grant date	Area (km²)	Rent	Annual expenditure commitment	Registered holder
E52/1758 Prairie Downs	10/12/2004	213.43	\$6,732	\$61,200	Hansen (85%), Styles (15%)
E08/1436 Coppermine Bore	24/9/2004	60.16	\$1,881	\$20,000	Hansen (50%), Styles (50%)
E09/1154 Longreach Well	10/1/2005	15.63	\$495	\$20,000	Hansen (50%), Styles (50%)
E59/1144 Perenjori	Application	6	\$198	\$15,000	Hansen (50%), Styles (50%)
Total		295.22	\$9,306	\$116,200	

3 PRAIRIE DOWNS PROJECT

3.1 INTRODUCTION

ICW's Prairie Downs project is located approximately 100 km southwest of Newman within the Peak Hill Mineral Field of WA (Figure 2.1). The project area comprises a single granted Exploration Licence (E52/1758) covering an area of approximately 210 km² (Figure 3.1; Table 2.1). Access to the project is good being mostly provided by the sealed Great Northern Highway and the all weather Prairie Downs gravel road, with numerous pre-existing station tracks providing ready access throughout the project tenement. The Goldfields gas pipeline lies less than ten kilometres north of the project area. Major support services are available at Newman, including twice daily flights to Perth.

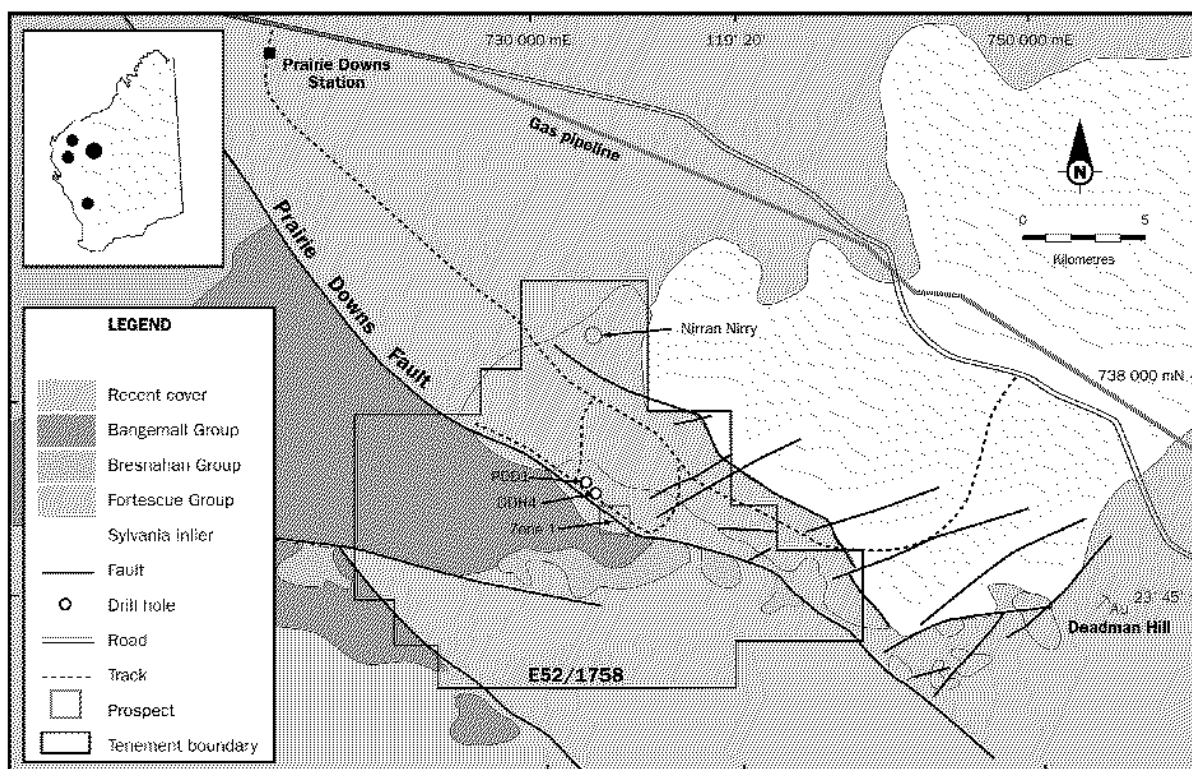


Figure 3.1 Location and simplified geology of the Prairie Downs project (prepared by ICW)

The Prairie Downs project area incorporates the Zone 1 prospect which comprises high grade lead-zinc-silver mineralisation within sheared and deformed mafic volcanic rocks along the Prairie Downs Fault. Lead and copper minerals were originally detected from regional-scale Government mapping during the early 1960s along a discontinuous yet prominent quartz ridge which marks much of the Zone 1 prospect. Subsequent drill testing of the Zone 1 prospect has outlined shallow zones of high grade base metal mineralisation over a strike length of some 440 m.

ICW's primary focus at Prairie Downs is to delineate extensions to the high grade base metal mineralisation at the Zone 1 prospect through additional drill testing along strike and at depth. As part of ICW's on-going exploration strategy, a number of prospective structural/stratigraphic positions and geophysical targets along the Prairie Fault and immediately adjacent to the Zone 1 prospect will be assessed.

The physiography of the project area is dominated by rugged low-lying ranges and undulating hills of Proterozoic granite and mafic volcanic and sedimentary rocks divided by broad flat alluvial valleys at an average elevation of some 600 m above sea level. The vegetation cover is dominated by spinifex grasses and mulga scrub, with larger eucalypt tree growth restricted to drainages. Along the topographic highs, rock

exposure is generally good to excellent with minor colluvial scree cover. The principal land use is cattle grazing.

Snowden has been advised by ICW that there are no Native Title claims over the majority of the project tenement, with the exception of a small area along the western margin of the tenement which is subject to Native Title claim No. WC99/013 by the Nhamuwangga Waj. This claim does not cover the main zone of mineralisation at the Zone 1 prospect. ICW is responsible for the on-going environmental management of the tenement and, if required, will also take responsibility for remediation of several pre-existing costeans and drill holes along the Prairie Downs Fault.

3.2 GEOLOGICAL SETTING

3.2.1 Regional geology

The Prairie Downs project is located along the southwestern flank of the Sylvania Inlier, an Archean granite-greenstone complex representing cratonic basement on the southern margin of the Pilbara Craton. The Sylvania Inlier is unconformably overlain by sedimentary and mafic volcanic units of the Proterozoic Fortescue Group, which are interpreted to be the basal units of the Hamersley Basin (Figure 3.1).

The stratigraphy of the Fortescue Group surrounding the project area is dominated by the Prairie Downs-Deadman Hill succession which consists of basal metasedimentary units which are overlain by felsic pyroclastic and mafic-ultramafic volcanic units, including spinifex textured komatiitic flows and serpentinites.

To the south of the project area, rocks of the Fortescue Group are unconformably overlain by conglomeratic beds of the Proterozoic Bresnahan Group (ca 1,600 Ma) which are in turn unconformably overlain by conglomeratic beds of the Bangemall Group (ca 1,500 Ma). The Bresnahan Group unconformity has a gentle southerly dip and outcrops within the project area, a short distance to south of the Prairie Downs Fault.

This succession was subject to deformation during the Proterozoic resulting in greenschist facies metamorphism, layer parallel thrusting, recumbent to open folding and a network of predominantly northeast trending faults with subordinate northwest and east-west faults (Figure 3.1).

3.2.2 Local geology

The Prairie Downs project area is underlain principally by units of the Fortescue Group (Figure 3.1) which are juxtaposed against the Sylvania Inlier along a faulted contact adjacent to the northeastern margin of the project area. Previous exploration within the current project area has shown the Fortescue Group to be dominated by mafic volcanic units of the Prairie Downs – Deadman Hill succession which comprise a basal metasedimentary package of up to 300 m in thickness consisting of quartzite, conglomeratic sandstone and micaceous schist. This is overlain by a 750 m thick succession of mafic volcano-sedimentary units, including interlayered tuff, interflow shale and chert, basalt and gabbro which pass into a 1 km thick unit of spinifex-textured basalt, which in turn is overlain by a monotonous series of basalt flows with minor interflow tuff and chert.

To the south of the project area, this mafic package is unconformably overlain by pebble sandstones of the Bresnahan Group and cobble conglomerates of the Bangemall Group.

Structurally these rocks are exposed in belts that run northwest-southeast, and are cut by layer-parallel faults such as the Prairie Downs Fault and cross-cutting faults such as the Deadman Hill Fault located to the immediate southeast of the project (Figure 3.1).

The northwest trending Prairie Downs Fault is the principal structural feature extending through the project area and has been mapped over a total strike length of some 40 km and to a width of up to 300 m. There are several changes in strike of the fault within the project area, with northwesterly to north-northwesterly trends evident, most notably at the Zone 1 prospect where the fault hosts a discontinuous and bifurcating quartz reef. The Prairie Downs Fault dips steeply and is interpreted to have undergone a protracted movement history,

which has resulted in an overall north-block up sense of movement. This has produced a basin some 600 m south of the Zone 1 prospect which has been filled with sediments of the Bresnahan and Bangemall Groups.

At least two other northwest trending faults cut across the project area in parallel to the Prairie Downs Fault. The northernmost of these structures, located some 5 km northeast of the Zone 1 prospect, lies in proximity to the Nirran Nirry base metal anomaly in the northernmost extremity of the tenement.

Numerous east and northeast striking cross faults are also evident, but despite considerable disruption to the local stratigraphy they appear to be of limited strike extent.

Government mapping of the project area suggests that the rock units within the project area are located along the southern limb of an open, west plunging anticline with the fold nose interpreted to lie proximal to Nirran Nirry Bore.

3.2.3 Zone 1 prospect

Several zones of base metal mineralisation are recorded along the Prairie Downs Fault over a strike length of some 3 km within a structural flexure, where the fault trends more northwesterly. The Zone 1 prospect comprises the southern 440 m strike extent of this mineralised zone and has been interpreted (by previous explorers) to lie at the intersection of the Prairie Downs Fault with cross-cutting northeast trending faults (Figure 3.1). The lead and zinc bearing sulphide mineralisation at the Zone 1 prospect occurs within sheared mafic lavas, volcanic breccias and fine grained sedimentary rocks of the Fortescue Group, which have been intruded by dolerite along the Prairie Downs Fault.

The hangingwall to this zone of mineralisation consists predominantly of an unaltered, massive mafic unit variously described as diorite, gabbro, basalt, dolerite or amphibolite. Shearing and alteration increases within the fault zone, and is coincident with extensive quartz veining and sulphide mineralisation. This quartz veining ranges from massive to brecciated and is evident throughout much of the prospect as a prominent ridge of variable width (ranging from a few metres to more than 20 m). An intensely altered and sheared mafic volcanic breccia is found within the footwall of this quartz zone.

All host rock types exhibit early-stage quartz-chlorite or quartz-chlorite-sericite alteration which is overprinted by quartz-sulphide-carbonate infill. Quartz occurs as either stringer veins or as pervasive silicification throughout the mafic volcanic breccia. Pyrite is ubiquitous in the high grade zones and extensive secondary limonite is interpreted to have been derived from either hematite or pyrite.

The zone of base metal mineralisation dips moderately and is best developed within the hangingwall of the fault zone. The zone extends over a strike length exceeding 400 m and to a depth of approximately 250 m below surface (Figure 3.2). The mineralisation is predominantly characterised by sphalerite and galena with subordinate pyrite and chalcopyrite in a quartz, carbonate and barite gangue. Sulphide mineral textures are disseminated, with massive, cavity fill and quartz vein-hosted mineralisation within either brecciated black graphitic shale or brecciated mafic volcanic rocks.

The vein-hosted mineralisation at the Zone 1 prospect comprises at least two generations of veining containing quartz, barite, pyrite and coarse base metal sulphide mineralisation. These veins may anastomose and coalesce along the Prairie Downs Fault, which is interpreted from drilling to dip moderately to the northeast. The veins are typically sub-economic in grade, except where brecciated. The highest zinc grades are associated with disseminated base metal sulphides (up to 2% in places) in a chloritic mafic breccia.

There are two main mineralised lenses evident at the Zone 1 prospect; an upper lens referred to as the "Hanging Wall Zinc" lens which lies adjacent to the hangingwall of the massive quartz vein and the underlying "Volcanic Breccia Zinc" lens which lies within the footwall of the Prairie Downs Fault (Figure 3.3).

The Hanging Wall Zinc lens forms a continuous body over a strike length of 440 m, ranging in width from 0.6 to 7 m and dipping moderately (50-60°) to the northeast. The lens is characterised at surface by a sporadic and poorly developed gossan with minor associated copper staining. The lens exhibits strong lateral continuity and

remains open along strike and also down plunge to the southeast, where the Prairie Downs Fault is concealed under alluvial cover.

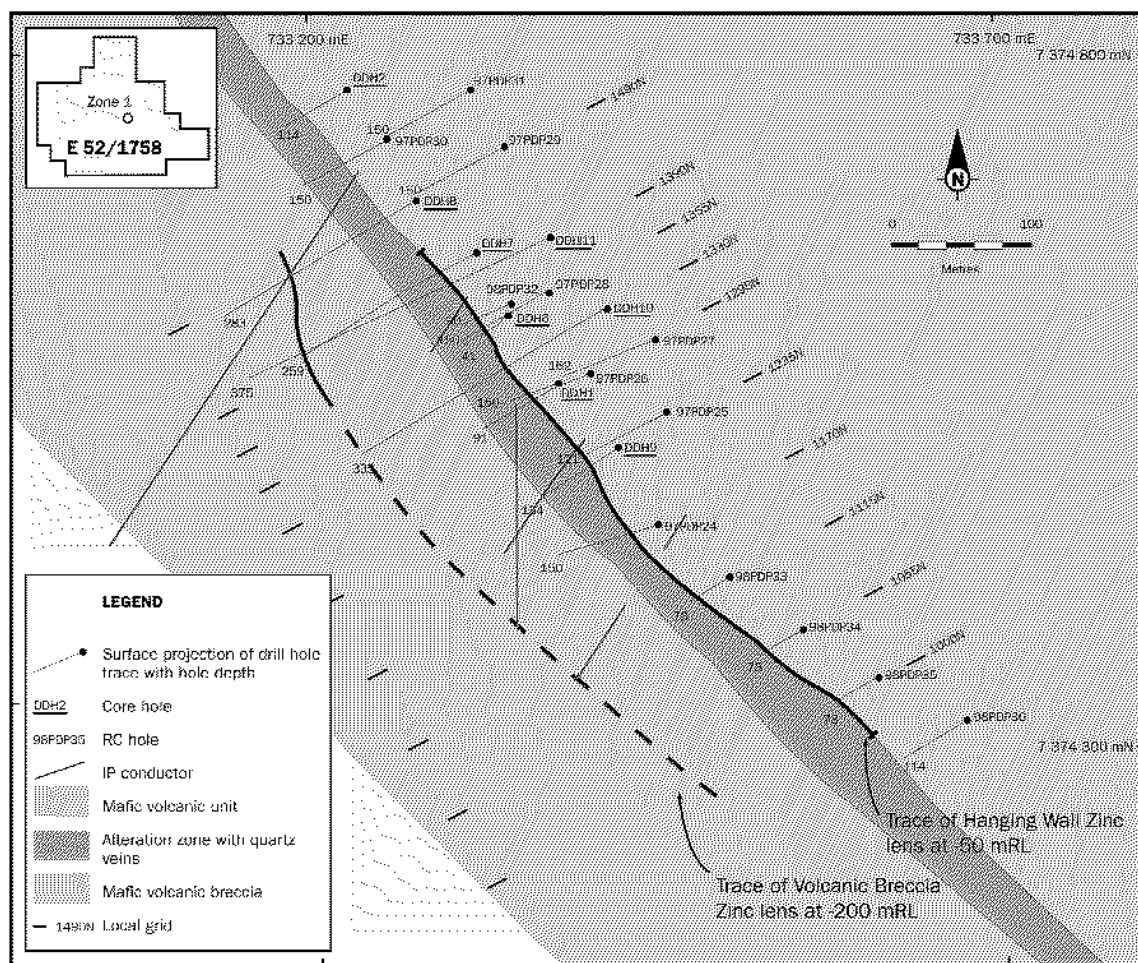


Figure 3.2 Surface plan of the Zone 1 prospect with drill hole traces projected to surface (prepared by ICW)

The Volcanic Breccia Zinc lens lies in the upper part of the volcanic breccia unit within the footwall of the Prairie Downs Fault approximately 80 m south of the Hanging Wall Zinc lens. Despite its high zinc grade, the Volcanic Breccia Zinc lens has not been specifically targeted in previous drilling and has only been intersected in three drill holes. The lens does not outcrop at surface.

Both mineralised lenses are shown in a composite cross section in Figure 3.3.

3.3 PREVIOUS EXPLORATION

3.3.1 Introduction

Base metal mineralisation was initially identified along the Prairie Downs Fault from Government regional-scale geological mapping during the early 1960s. Sporadic showings of lead and copper bearing minerals within a ferruginous quartz and barite outcrop were reported over a strike length of some 3 km.

During the period 1969 to 1974, a mineral exploration company completed detailed mapping, stream sediment and soil sampling, costeaning, magnetic and self potential ("SP") geophysical surveying, and percussion and diamond drilling within the current project area.

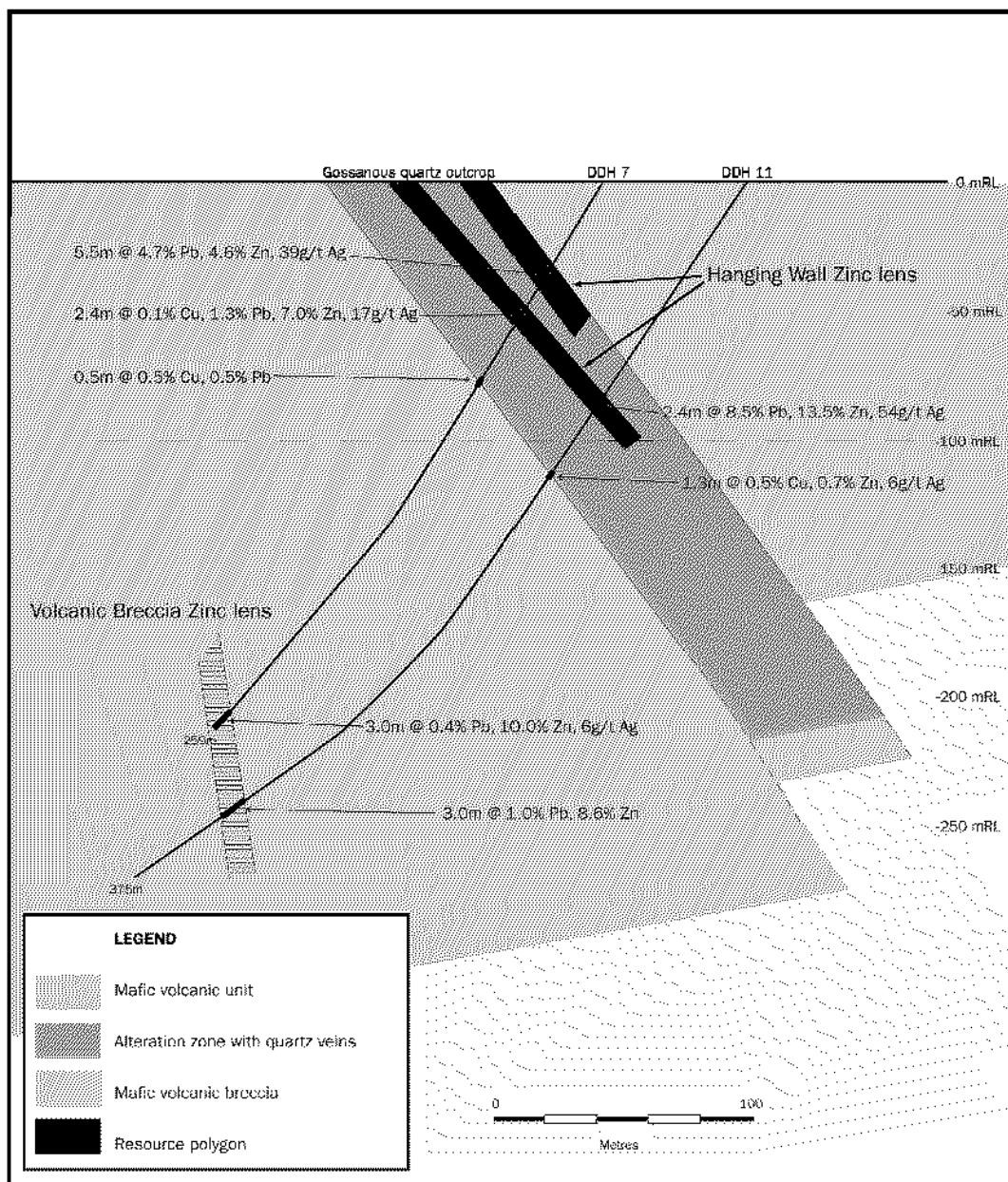


Figure 3.3 Composite cross section of the Zone 1 prospect (line 1390 mN) showing the position of the Hanging Wall and Volcanic Breccia Zinc lenses (prepared by ICW)

Between 1974 and 1987, several companies unsuccessfully explored the general area surrounding the current project area for uranium and base metal mineralisation. Two of these companies completed airborne magnetic surveys to the north and south of the Prairie Downs Fault covering a significant portion of the southern half of the current tenement. The area was also subjected to limited gold exploration between 1987 and 1991 with no apparent success.

Further exploration was reported over the project area during the early to mid 1990s. Mineral Investments, a private company held by Mr Mark Hansen and Mr Glenn Styles, subsequently acquired the project, undertaking data compilation and field verification in addition to preparation of a resource estimate. ICW

entered into a Heads of Agreement in May 2005 to acquire Mineral Investments and its 100% interest in the Prairie Downs project.

3.3.2 Summary of exploration results

Pre-1980

A regional stream sediment geochemical programme completed over the area in 1969 delineated three first order anomalies at: (i) the Prairie Downs Fault; (ii) Deadman Hill, to the east of the current project; and (iii) Nirran Nirry, in the northern portion of the current project area (Figure 3.1).

In 1970, six diamond core holes (DDH1 to 6) were drilled into the Prairie Downs Fault to test the 3 km strike length of outcropping mineralisation (Figure 3.2). Follow-up work included detailed mapping and soil sampling of the fault zone, ground magnetic and SP geophysical surveys, costeaning, and percussion (PDH1-19) and diamond drilling (DDH7-11). Whilst the percussion holes were generally unsuccessful, the diamond drilling returned several high grade intersections of lead, zinc and silver mineralisation were reported from the Zone 1 prospect (Table 3.1).

Further drilling was planned, however the collapse of the stock market and the resultant difficulties in raising working capital saw this programme cancelled. The project was subsequently joint ventured to a major mining company who held ground directly along strike. Work completed included a complete review of the previous exploration data along with petrography, mapping, soil geochemistry, re-assaying and an IP geophysical survey. Four percussion drill holes (PDP20-23) were completed to test the resultant IP anomalies, but proved ineffective due to poor penetration and extensive cavitation.

A second phase of IP surveying was completed over 26 traverses for a total of 8 line kilometres and resulted in six anomalies being defined. The most intense of these IP anomalies corresponded with the known mineralisation at the Zone 1 prospect. A conductor corresponding to the Hanging Wall Zinc lens was interpreted to have a strike length of 440 m, whilst the Volcanic Breccia Zinc lens was coincident with a conductor extending over a strike length of 370 m. Both lenses were estimated to plunge to the southeast, with a minimum width of 3 m and depth extent of approximately 300 m.

The tenement was relinquished in 1975 as the target was considered to be of insufficient size to warrant further exploration.

1980s

Uranium exploration was carried out along the eastern border of the current Prairie Downs tenement as part of a larger programme during the 1980s. An airborne magnetic survey was also completed over much of the outcropping Fortescue Group north of the Prairie Downs Fault, whilst one drill hole intersected low grade copper mineralisation (to 2% Cu) to the southeast of the current project area.

During an exploration programme for uranium in 1981, a rotary air blast ("RAB") drilling completed to the immediate east of the current project tenement intersected anomalous base metal values of up to 1,400 ppm Pb, 495 ppm Cu, 1,090 ppm Zn, 485 ppm Ni and 270 ppm Co.

During the period 1983 to 1985, the sedimentary formations to the south of the Prairie Downs Fault were explored for base metals with limited success. This programme also included an airborne magnetic survey.

1990s

Initial exploration work by an exploration company that held the project during the early 1990s included a compilation and evaluation of all previous data, photo-interpretation, regional-scale and detailed geological mapping, geochemical sampling, petrography and the estimation of an inferred resource for the known mineralisation. A mining company subsequently farmed-into the project in 1994.

Between 1994 and 1996, further mapping, soil and stream BLEG geochemical sampling along with several geophysical surveys including wide-spaced IP, SIROTEM (CSIRO's fixed loop transient electromagnetic system) and ground magnetics were completed to target remobilised and/or hydrothermal base metal mineralisation on or near the Prairie Downs Fault. The IP survey identified nine anomalous zones, including a moderate conductor corresponding to the known mineralisation at the Zone 1 prospect. Four diamond holes were subsequently drilled targeting the highest priority IP anomalies as well as an untested coincident copper-lead-zinc soil anomaly. No drilling was completed over the Zone 1 prospect.

Results from this drilling were mixed with narrow zones of low grade lead, zinc and copper mineralisation encountered at the geochemical anomaly associated with the Prairie Downs Fault. The remaining IP anomalies were interpreted to be due to graphitic shales or hematite and pyrite alteration assemblages. The mining company concluded that the drilling had assessed the highest priority targets within the project area and withdrew from the joint venture in mid-1996.

An eight hole (97PDP24 to 97PDP31) reverse circulation ("RC") drilling programme completed at the Zone 1 prospect in 1997 (Figure 3.2) by a subsequent joint venture party returned encouraging assay results which demonstrated that the sulphide mineralisation at Zone 1 remained open down dip and along strike to the southeast. During the following year, an additional five holes (98PDP32 to 98PDP36) were drilled along the southeastern extent to the known mineralisation and intersected broad zones of moderate grade zinc mineralisation at shallow depths, including 12 m grading 4.57% Zn from 54 m. This drilling substantially increased the strike extent of the known mineralisation at the Zone 1 prospect. Since this time, no further field work has been completed at the Zone 1 prospect.

Significant drill intersections from the Zone 1 prospect area summarised in Table 3.1.

Table 3.1 Zone 1 prospect – Summary of significant drill intersections								
Drillhole	From m	To m	Drill width m	Copper %	Lead %	Zinc %	Lead + zinc %	Silver g/t
DDH1	33.8	35.4	1.6	0.1	6.0	8.7	14.7	44
DDH6	30.2	32.6	2.4	0.6	1.9	23.4	25.3	16
	61.0	62.2	1.2	6.5	BLD	BLD	BLD	28
	76.2	78.6	2.4	0.2	10.8	6.5	17.3	109
DDH7	36.6	42.1	5.5	BLD	4.7	4.6	9.3	39
	57.3	59.7	2.4	0.1	1.3	7.0	8.3	17
	256	259	3.0	BLD	0.4	10.0	10.4	8
DDH9	60.6	64.3	3.7	0.3	4.5	10.2	14.7	20
	91.4	92.9	1.5	2.7	BLD	0.2	0.2	BLD
DDH10	152.4	153	0.6	0.5	14.5	10.1	24.6	140
DDH11	110.3	112.7	2.4	BLD	8.5	13.5	22.0	54
DDH11	324.2	327.2	3.0	BLD	1.0	8.6	9.6	BLD
97PDP24	62	64	2.0	BLD	2.6	5.6	8.2	27
97PDP25	91	92	1.0	BLD	1.3	12.1	13.4	16
97PDP26	65	66	2.0	BLD	2.3	3.2	5.5	19
97PDP27	119	120	1.0	BLD	1.3	16.7	18.0	11
97PDP28	93	95	2.0	BLD	0.5	6.4	6.9	9
98PDP33#	72	75	3.0	BLD	3.3	13.2	16.5	33
98PDP34#	69	72	3.0	BLD	3.1	17.4	20.5	39
98PDP35#	66	72	6.0	BLD	3.3	20.1	23.4	35

* Hole ended in mineralisation

3 m composite sample

BLD – below level of detection

3.4 RESOURCE ESTIMATE

3.4.1 Hanging Wall Zinc lens

The vendors of the Prairie Downs project, Mr Mark Hansen and Mr Glenn Styles, completed a sectional polygonal resource estimate for the Hanging Wall Zinc lens at the Zone 1 prospect in December 2004 (Hansen and Styles, 2005). The resource extends over a strike length of 440 m (striking at an average of 136°), and dips to the northeast at 55° from surface to a vertical depth of approximately 100 m.

The resource estimate was based on 14 drill holes completed in two campaigns during 1970-71 and 1997-98 (Figure 3.4). The 1970's drilling was predominantly diamond core whilst the late-1990s programme comprised RC percussion drill holes. For the purposes of the resource estimate, the orientation of all drill holes was assumed to be parallel to the section line and all resource polygons were projected mid-way to adjacent sections.

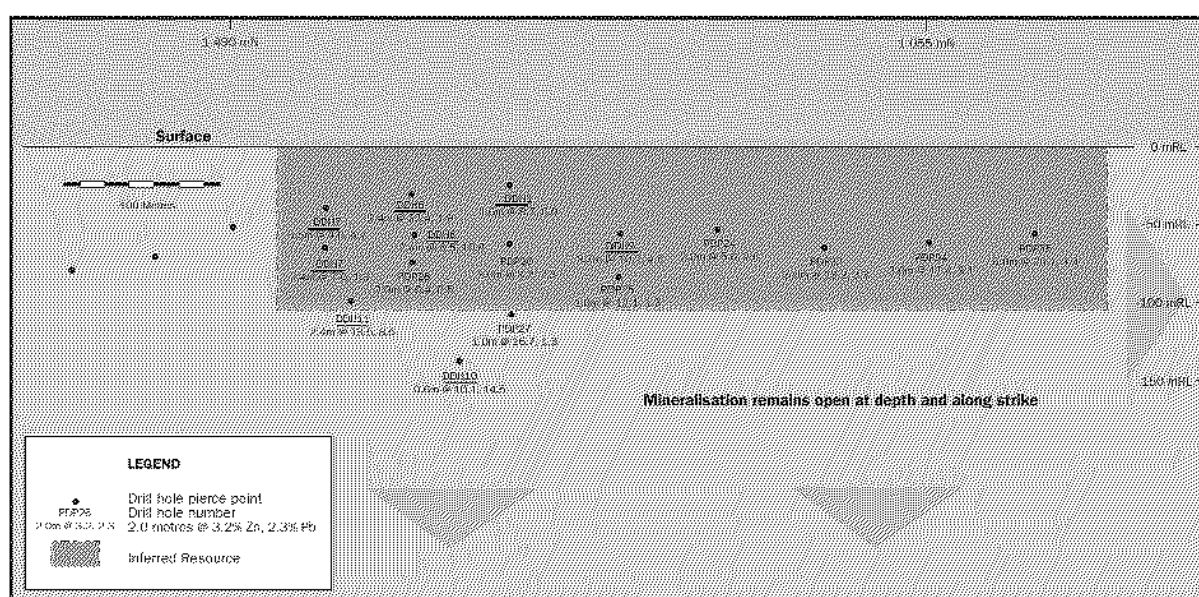


Figure 3.4 Longitudinal section of the Hanging Wall Zinc lens at the Zone 1 prospect showing significant drill hole intersections (prepared by ICW)

The polygons were defined using a +5% (Pb + Zn) grade cut-off. The estimate was based on the arithmetic mean of the assays in each interpreted polygon which was assigned an assumed bulk density of 2.8 t/m³. The vendors reported an Inferred Resource at the Zone 1 prospect of 500,000 t grading 13.1% Zn, 3.7% Pb and 35 g/t Ag (Table 3.2; Hansen and Styles, 2005).

Table 3.2 Hanging Wall Zinc lens resource estimate (after Hansen and Styles, 2005)					
Resource category	Tonnes '000	Density*	Mean Grade		
			% Zn	% Pb	g/t Ag
Inferred	500	2.80	13.1	3.7	35

* Assumed density of 2.8 t/m³

Snowden was not requested to complete a review of the resource estimate and was advised that both Mr Hansen and Mr Styles are the Competent Persons responsible for the Hanging Wall Zinc lens resource estimate which was prepared in accordance with the requirements of the 2004 JORC Code. Mr Hansen is a Member of the Australasian Institute of Mining and Metallurgy and Mr Styles is a Member of the Australian

Institute of Geoscientists. Both Mr Hansen and Mr Styles have consented to the inclusion of the resource estimate in this Prospectus. Snowden was also advised that Mr Hansen will become a director of ICW upon re-listing on the ASX.

The following was noted by Snowden in relation to the data used for the resource estimate:

- none of the drill collar positions have been accurately surveyed, and are based on a local grid which was established in the 1970s. All drill holes were collared on relatively flat ground and have been assigned a relative level ("RL") of 0 metres;
- the assay grades from the 1970s drilling were taken from graphical drill logs, which are of poor quality, with numerous results unreadable;
- there is no information to hand which outlines the sampling and assay techniques employed on the 1970s diamond drill core;
- no external quality control information is available for either the 1970s or the late-1990s drilling; and
- no test work has been carried out to determine the in situ density of the host rock types present within the resource.

Snowden understands that it is ICW's intention to undertake further resource definition drilling upon re-listing on the ASX in order to confirm and expand the resource within the project area.

3.5 MINING AND METALLURGICAL CONSIDERATIONS

Snowden notes that no mining has previously been carried out at the Prairie Downs project and that no mining or metallurgical studies have been undertaken.

Petrological and trace element studies were carried out in the mid-1970s to investigate the coarse sphalerite mineralisation from the Hanging Wall Zinc lens. These studies demonstrated that the sphalerite contained "few inclusions of other sulphides", which is supported by the results of trace element assay data as shown in Table 3.3.

Table 3.3 Zone 1 prospect – Sphalerite trace element assay data		
Element	DDH 11	DDH 6
Depth (m)	112.04	32.61
Zn	50%	50%
Cu	305 ppm	340 ppm
Pb	0.45%	1.1%
Co	25 ppm	25 ppm
Cd	0.43%	0.35%
Ga	15 ppm	30 ppm
Se	5.3 ppm	16.0 ppm
Te	0.3 ppm	0.2 ppm
Ag	7.0 ppm	11.5 ppm
Bi	10 ppm	10 ppm
Hg	7.2 ppm	5.3 ppm
As	15 ppm	17 ppm
S	29%	28.8%

As part of ICW's ongoing evaluation of the Zone 1 prospect, it is also proposed to undertake geotechnical, mineralogical, bulk density and metallurgical investigations for a proposed mining scoping study.

3.6 EXPLORATION POTENTIAL

3.6.1 Introduction

Snowden has concluded the following with respect to the exploration potential of the Prairie Downs project area from its review of the work completed to date:

- the source for the base metal mineralisation hosted along the Prairie Downs Fault remains enigmatic with previous explorers advocating stratiform, epigenetic and remobilised VHMS geological models;
- previous work at the project has focused primarily on high grade lead-zinc mineralisation associated with the Hanging Wall Zinc lens at the Zone 1 prospect. The Volcanic Breccia Zinc lens which is interpreted to parallel the Hanging Wall Zinc lens has only been intersected at depth, remains lightly untested and remains open in all directions;
- beyond the currently defined limits of the Zone 1 prospect, a few widely spaced holes have been drilled to intersect the Prairie Downs Fault and adjacent IP geophysical anomalies with mixed results. Potential remains for the discovery of further base metal mineralisation along the Prairie Downs Fault and within associated splay structures, particularly to the south of the Zone 1 prospect where the fault is buried beneath extensive cover and remains relatively untested;
- drill hole deviation and the early termination of some drill holes has resulted to several structural targets being inconclusively assessed;
- as a general observation, magnetic features were largely ignored by the previous explorers. Further work is recommended to test a large unexplained magnetic low located immediately south of the Prairie Downs Fault;
- the project area has been held by a number of companies since the 1970s. This has resulted in a fragmented project database largely in hardcopy format with none of the 1970s drill core preserved. The future exploration of the project is likely to benefit greatly from the integration of the various data sets into one coherent digital database;
- despite the presence of elevated gold values in previous BLEG samples and diamond drill holes, the project has not been thoroughly evaluated for its potential to host gold mineralisation and remains prospective for shear-hosted gold mineralisation associated with splays to the Prairie Downs Fault; and
- whilst not a primary focus for ICW's proposed exploration programme at Prairie Downs, the project could be prospective for nickel sulphide mineralisation associated with the komatiitic and serpentinite units of the Fortescue Group located in the northeastern portion of the tenement. No nickel exploration has been previously reported over the project area.

A more detailed account of the potential exploration targets at the Prairie Downs project is provided below.

3.6.2 Targets and concepts

In order to advance the Prairie Downs project, ICW proposes to complete a thorough assessment of the base metal potential along the Prairie Downs Fault and in particular at the Zone 1 prospect, as well as investigating several early-stage and conceptual targets. These targets include:

Northern strike extent to the Zone 1 prospect

- Previous exploration along the Prairie Downs Fault to the northwest of the Zone 1 prospect has shown the fault zone to be exposed over a further 10 km strike length within the current project tenement (Figure 3.1). Whilst most of the previous drilling is concentrated on the mineralisation at the Zone 1 prospect, eight widely-spaced drill holes were completed by various companies along the Prairie Downs Fault to the northwest of Zone 1. Drilling in the 1970s intersected broad zones of low grade zinc mineralisation (up to 44 m grading 0.3% Zn, including 18 m at

- 1.3% Zn) in the Hanging Wall Zinc lens position approximately 1.2 km to the northwest of the Zone 1 prospect. No follow-up drilling has been completed over this target; and
- none of the drill holes completed prior to the mid-1990s had been assayed for gold. Recent drilling had encountered a wide zone of anomalous gold mineralisation (14 m grading 0.4 g/t Au, including 4 m at 0.9 g/t Au) along the Prairie Downs Fault in PPD1, some 2 km northwest of the Zone 1 prospect, demonstrating the largely untested gold potential of the project.

Southern strike extent to the Zone 1 prospect

- The Prairie Downs Fault is known to extend southeast of the Zone 1 prospect for a strike length of some 6 km before being buried under extensive alluvial cover (Figure 3.1). This southern zone has not been adequately tested by previous explorers with only one diamond hole drilled in the 1990s. This hole was designed to test a significant IP geophysical anomaly and encountered anomalous copper, lead, zinc and gold values associated with a sulphidic interflow sedimentary units. Further drill testing of the fault zone and IP anomaly is warranted.

Geophysical anomalies

- Several IP anomalies were outlined in close proximity to the Zone 1 prospect with only the highest priority targets drill tested. The remaining anomalies were interpreted to be the result of lithological or alteration conductors and remain largely unassessed. ICW plans to carry out further geophysical survey work to refine at least four of these IP anomalies and to drill test them if warranted; and
- previous airborne magnetic surveys defined a large magnetic low to the immediate south of the Prairie Downs Fault which has never been assessed. ICW considers that this magnetic low may correspond to a “significant hydrothermal system” associated with the Zone 1 prospect mineralisation. Exploration work has been planned to test this anomaly.

Nirran Nirry

- The Nirran Nirry prospect lies 8 km north of the Zone 1 prospect (Figure 3.1) and comprises a zone of anomalous zinc and lead-in-soil geochemistry, which is coincident in part with several low-order IP anomalies. A previous explorer described the prospect as overlying pyritic and tuffaceous metasedimentary and volcanic units of the lower Fortescue Group, in a geological setting which is quite distinct to that at the Zone 1 prospect. No drilling was completed at the prospect. ICW considers that further exploratory work is warranted at this prospect.

3.7 OPINION

From Snowden’s assessment of the exploration data it is evident that the Prairie Downs project has only been superficially explored, and there are sizeable areas that remain effectively untested. The geologically driven exploration strategy as presented by ICW provides for the discovery of further high grade base metal mineralisation associated with the Prairie Downs Fault (in particular, extensions to the Hanging Wall and Volcanic Breccia Zinc lenses both along strike at depth and down-dip) and for the discovery of new zones of base metal mineralisation associated with several largely untested IP anomalies and structural and stratigraphic positions. Snowden considers all of these to represent worthy exploration targets and in this context, the work proposed by ICW is justified.

3.8 PROPOSED EXPLORATION PROGRAMME AND EXPENDITURE

ICW has proposed a staged programme of exploration and development for its Prairie Downs project over a two year period following its re-listing on the ASX. ICW’s programme will initially focus on improving the confidence and expanding the currently defined base metal mineralisation within the Hanging Wall Zinc and Volcanic Breccia Zinc lenses. As such, ICW’s proposed exploration programme for the Zone 1 prospect comprises:

- Phase 1 drilling: During this phase, ICW intends to complete a programme of RC drilling to evaluate the southeastern strike extent of the Hanging Wall Zinc lens to a depth of 150 m below surface. Further drill testing of the Hanging Wall Zinc lens and metallurgical test work on composite drill core samples will also be carried out along with further resource modelling; and
- Phase 2 drilling: This phase will involve the evaluation of the depth potential of the Hanging Wall Zinc lens, drill testing of the Volcanic Breccia lens and the initial evaluation of adjoining prospect areas. It is also proposed to complete further geological mapping, surface geochemical and IP geophysical surveying, and a scoping study to evaluate mining and treatment options for the Zone 1 prospect.

In addition to the ongoing assessment of the Zone 1 prospect, ICW plans to explore the remainder of Prairie Downs Fault to the northwest and southeast of the Zone 1 prospect and the gold and nickel potential of the remaining project area. It is therefore proposed to compile and verify all previous exploration data into a GIS database and undertake a detailed assessment in order to generate new exploration targets. This assessment will involve:

- re-evaluating more advanced targets such as structural/stratigraphic, geochemical and geophysical anomalies with favourable geological indicators to define targets capable of hosting high grade base metal and gold deposits. ICW plans to assess these targets through detailed geological mapping, detailed geochemical and geophysical surveys, and RC drilling; and
- the generation of new targets associated with favourable geological parameters. ICW proposes to assess these targets through geological mapping, geochemical sampling, geophysical surveying, interpretation of aeromagnetic imagery and RC drilling.

Snowden considers the work programme proposed by ICW has been designed to realise the potential of the Prairie Downs project area in a prudent and efficient manner. The exploration programmes currently planned by ICW totals \$950,000 in Year 1 and \$850,000 in Year 2 following its equity raising (Table 3.4). We note that these amounts are sufficient to meet ICW's minimum expenditure obligation of \$61,200 per annum for the tenement as specified by the DoIR.

Table 3.4 Prairie Downs project – proposed exploration budget			
Project	Year 1	Year 2	Total
Drilling	525,000	400,000	925,000
Metallurgical / geotechnical	325,000	425,000	750,000
Geophysical surveys	50,000	-	50,000
Geological / geochemical surveys	25,000	-	25,000
Total	\$925,000	\$825,000	\$1,750,000

In Snowden's opinion, ICW's proposed expenditure is realistic in the context of the company's available working capital upon re-listing. Within the two year period, it should be possible to complete a detailed evaluation of the mining potential of the Zone 1 prospect and a meaningful assessment of the potential of the other key targets identified within the remaining project area. Snowden cautions, however, that the proposed exploration programme may change in Year 2 from that currently stated and will be dependent on the results from the Year 1 programme.

4 COPPERMINE BORE PROJECT

4.1 INTRODUCTION

The Coppermine Bore project is located some 250 km northwest of Tom Price and 45 km northeast of the Nanutarra Roadhouse in the Pilbara region of WA (Figure 2.1). The project comprises a single granted

Exploration Licence (E08/1436) covering an area of 60.16 km² (Figure 4.1; Table 2.1). Access to the area is via the sealed Nanutarra-Wittenoom Road which passes immediately south of the project, with station tracks providing reasonable access within the project.

The topography of the project area is subdued, comprising alluvial covered plains with low-lying granitic hills in the southwestern corner of the tenement. Elsewhere sedimentary and volcanic units of the Wyloo Group form low rises and subcrop. Much of the project area is covered by alluvial sheetwash plains which form part of the Urandy Creek and Cane River drainage systems. Vegetation cover throughout the project area is limited to spinifex grassland with scattered trees and shrubs. Eucalypts are common along the major drainages. The principal land use is cattle grazing.

4.2 GEOLOGICAL SETTING

The Coppermine Bore project lies along the northern margin of the Ashburton Basin, which is a northwest trending arcuate belt of Proterozoic metasedimentary and metavolcanic units flanking the southern and western margins of the Pilbara Craton. The Ashburton Basin corresponds to the present day outcrop of the Wyloo Group, a 12 km thick sequence of sedimentary and volcanic rocks of Proterozoic age.

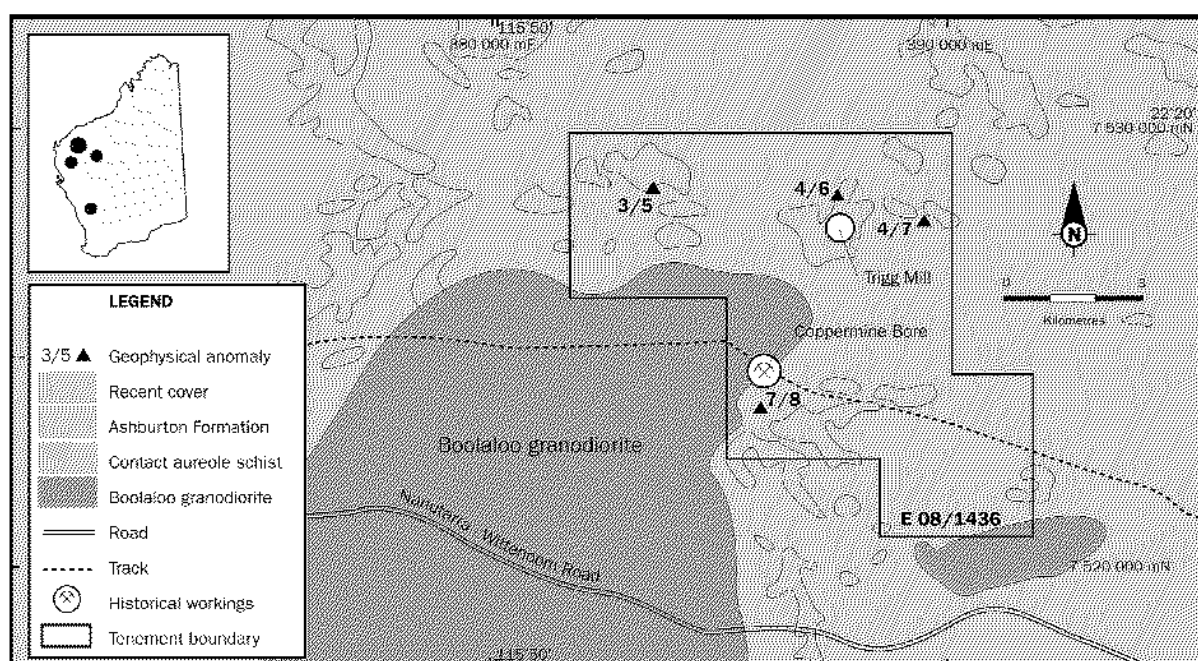


Figure 4.1 Location and simplified geology of the Coppermine Bore project area (prepared by ICW)

The project tenement covers units of the upper Wyloo Group located along the northeastern margin of the Proterozoic Boolaloo granodiorite (Figure 4.1). Within the project area, the Wyloo Group is dominated by sedimentary units of the Ashburton Formation, which comprise ferruginous mudstone, banded iron formation ("BIF"), sandstone and conglomerate. Mafic lavas with interbedded felsic volcanic and sedimentary units of the underlying June Hill Volcanics have been reported by previous explorers in the northeastern corner of the project area. This sequence has been intruded by several felsic and/or mafic volcanic bodies and is metamorphosed around the contact with the Boolaloo granodiorite. The contact aureole is generally narrow (less than 1 km) and comprises quartz-chlorite-muscovite to K-feldspar-cordierite-biotite-quartz schist. Elsewhere, the regional metamorphic grade is generally lower greenschist facies.

The structure of project area is characterised by folds with west to northwest trending axes. The most significant of these folds is the northwest trending and plunging Duck Creek Syncline which is evident in the northeastern corner of the tenement. Numerous northwest trending faults parallel the folding direction and

are often intruded by en echelon quartz veins. The known gold and base metal mineralisation within the project area is concentrated along these fault zones and associated quartz veins.

Two copper occurrences are recorded within the project, at the Trigg Mill and Coppermine Bore prospects (Figure 4.1). The Coppermine Bore prospect is centrally located within the tenement occurring on the northeastern margin of the Boolaloo granodiorite. Copper-lead mineralisation at the Trigg Mill prospect is located approximately 3 km northeast of the Coppermine Bore prospect and is hosted within coarse clastic units of the Ashburton Formation, about 1km from the outcropping Boolaloo granodiorite.

4.2.1 Coppermine Bore prospect

Historic workings at the Coppermine Bore prospect are reported to consist of a single shaft and a series of small pits which have been developed on gossanous quartz veins within an intensely altered and sheared granodiorite over a strike length of approximately 150 m (Figure 4.2). The central shear zone which hosts the majority of the quartz veining is typically greater than 5 m in width, strikes to the east-northeast and dips steeply north. To the west the shear zone narrows to less than half a metre in width and hosts minor patches of gossanous ferruginous quartz, whilst to the east the shear is buried beneath alluvial cover. Two weakly developed shears parallel the main shear.

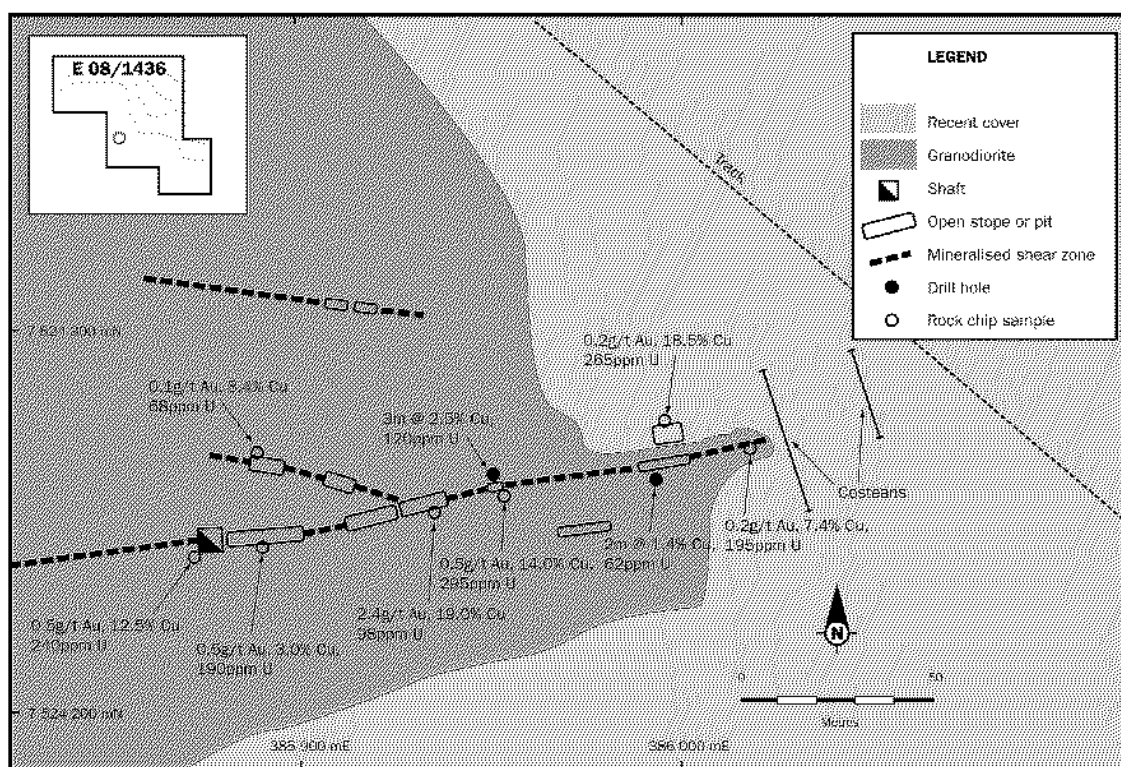


Figure 4.2 Plan of historic workings at the Coppermine Bore prospect (prepared by ICW)

The surrounding granitoid is strongly foliated or sheared and has been intensely silica, kaolinite and pyrite altered. The quartz veins either parallel or cross cut the shearing and host gossanous iron oxides after sulphides and secondary copper minerals.

4.2.2 Trigg Mill prospect

The Trigg Mill prospect comprises a zone of outcropping copper-lead mineralisation located in proximity to an intensely deformed contact between interpreted mafic units of the June Hill Volcanics and overlying clastic units of the Ashburton Formation. Previous exploration has outlined several IP anomalies associated with this

contact, however the results of stream, soil and costean geochemical sampling have been disappointing, with the only significant geochemical anomaly defined being associated with the known copper-lead mineralisation.

4.3 PREVIOUS EXPLORATION

4.3.1 Introduction

Prospecting began in the Ashburton district in the late 1800s, with the Ashburton Goldfield first proclaimed in the 1890s. The early prospecting soon led to production from several small-scale gold, copper, lead and zinc deposits.

By the 1960s to early 1980s, a number of mining companies were exploring for gold, base metal and uranium mineralisation in proximity to the current project tenement. Work completed by these companies included geological mapping, costeaning, soil and rock chip geochemical sampling, auger and percussion drilling and scintillometer, magnetic and IP geophysical surveying.

More recent exploration over the current project area included work for Kalahari-type stratabound manganese deposits associated with BIF units of the lower Ashburton Formation and a targeted copper-gold exploration programme around the Boolaloo granodiorite. Field work completed included rock chip geochemical sampling, airborne magnetic and radiometric geophysical surveying, and RC and diamond drilling.

4.3.2 Summary of exploration results

1960s to early 1980s

Soil geochemical sampling in the area surrounding the Trigg Mill prospect, in the northeast of the current project area, was designed to test a number of previously generated IP geophysical anomalies in addition to the contact between sedimentary units of the Ashburton Formation and reported occurrences of June Hill Volcanics. No significant geochemical anomalies were detected from this programme apart from an anomaly located over the known copper and lead mineralisation. Three costeans were subsequently excavated over this mineralised zone and were sampled over 1.5 m intervals returning elevated copper, lead and zinc values. No other elements were assayed for as part of this programme.

Exploration for uranium mineralisation was carried in proximity to the Boolaloo granodiorite in 1977. Geological mapping, scintillometer traversing, rock chip and costean geochemical sampling and limited percussion drilling was reported from the Coppermine Bore prospect. Two costeans excavated across the eastern end of the main quartz vein failed to expose the underlying bedrock. Shallow drilling along the main line of workings returned best results of 3 m at 2.5% Cu, 9.3 g/t Ag and 120 ppm U and 2 m grading 1.43% Cu, 4.5 g/t Au and 62 ppm U (Figure 4.2).

1990s

As part of a larger exploration project by a major mining company focussing on the lower part of the Ashburton Formation, cursory manganese exploration was carried out over the current project area between 1991 and 1993. Work completed included regional rock chip sampling and re-assaying of previous drill holes. No significant manganese occurrences were located, however several reconnaissance rock chip samples did return elevated base metal results (up to 880 ppm Pb, 0.2% Zn, 0.2% Cu, 800 ppm Ni and 350 ppm Co) from the Deep Corner Bore area, some 4.5 km west of the current tenement boundary. These values were interpreted to represent surficial enrichment of lithologies with elevated background concentrations of these elements.

The project area was assessed in 1996 by an exploration company for iron oxide copper-gold mineralisation associated with the Boolaloo granodiorite. Work carried out included geological mapping of the Coppermine Bore prospect, rock chip geochemical sampling and an airborne magnetic and radiometric geophysical survey. Better rock chip results from the Coppermine Bore prospect included 2.4 g/t Au, 19% Cu and 295 ppm U (Figure 4.2).

Interpretation of the airborne magnetic and radiometric data highlighted four untested anomalies within the current tenement corresponding to highly magnetic units which potentially represent BIF units of the Ashburton Formation along the periphery of the Boolaloo granodiorite intrusion. These anomalies were interpreted as dilatant, high permeability zones which potentially provide the locus for enhanced fluid flow. At least three of these anomalies are located in proximity to the known areas of surface mineralisation. Target 7/8 is located immediately adjacent to the historic workings at the Coppermine Bore prospect (Figure 4.1) associated with buried sediments of the Ashburton Formation, which have been subject to contact metamorphism. Targets 4/6 and 4/7 are located in proximity to the base metal mineralisation at the Trigg Mill prospect, approximately 1 km from granite outcrop. To date, these geophysical anomalies have not been investigated.

4.4 EXPLORATION POTENTIAL

Snowden has concluded the following from its assessment of available exploration data for the Coppermine Bore project area:

- previous exploration conducted within the project area has focussed on assessing the potential for gold, base metal, uranium and manganese mineralisation associated with iron oxide horizons located in close proximity to the Boolaloo granodiorite;
- this work was largely focussed on assessing the known mineralisation at the Coppermine Bore and Trigg Mill prospects;
- limited follow-up drilling during the late 1970s was undertaken to test the depth extent of several historic workings at the Coppermine Bore prospect, but only encountered shallow zones of narrow, anomalous to low grade copper-silver mineralisation;
- the down-dip potential of the copper-lead mineralisation at the Trigg Mill prospect remains unassessed, with no drilling having been completed at the prospect;
- the potential of the remaining Coppermine Bore tenement area remains largely untested;
- an airborne geophysical survey in the mid-1990s identified a number of magnetic anomalies associated with structural-stratigraphic positions along the periphery of the Boolaloo granodiorite intrusion. These targets have not been followed up;
- the project area covers a geological setting which is considered prospective for granitoid related iron oxide gold $\pm$ base metal mineralisation. Key features evident within the project area include the presence of dilatant sites within iron-rich sediments which have been complexly folded and are located in proximity to late-stage altered granites. Extensive zones of iron oxide alteration leading to pronounced magnetic and gravity anomalies are also evident within the project area; and
- this geological setting may also be prospective for BIF-hosted gold mineralisation.

4.5 OPINION

Based on the available technical information, Snowden concurs with ICW that the Coppermine Bore project area is prospective for iron oxide-style gold-base metal and BIF-hosted gold mineralisation as demonstrated by the presence of altered and deformed iron rich sedimentary sequences intimately associated with the Boolaloo granodiorite intrusion. Whilst parts of the project area have been the subject of previous base metal exploration, this has been of limited extent with the depth potential of the tenement remaining largely untested. ICW intends to advance several of the defined target areas through drill testing, whilst undertaking further investigation of the other untested conceptual targets. Snowden is therefore of the opinion that ICW's exploration strategy for the Coppermine Bore project has merit and that the proposed work programme is justified.

4.6 PROPOSED EXPLORATION PROGRAMME AND EXPENDITURE

ICW has proposed a staged programme of exploration over a two year period for the Coppermine Bore project which includes a data review, reconnaissance mapping and geochemical sampling at the Trigg Mill

prospect and at the 3/5 and 4/6 magnetic anomalies. Ground geophysical surveying and RC drill testing of the shear zone at the Coppermine Bore prospect is also proposed by ICW. Snowden has reviewed the proposed exploration budget for the project, which is summarised in Table 4.1, and has found it to be realistic in the context of the equity being raised.

Table 4.1 Coppermine Bore project – proposed exploration budget			
Project	Year 1	Year 2	Total
Geological / geochemical surveys	25,000	-	25,000
Geophysical surveys	-	50,000	50,000
Drilling	75,000	-	75,000
Total	\$100,000	\$50,000	\$150,000

Snowden notes that the proposed Year 2 exploration programme will be dependent upon the results of the exploration undertaken in Year 1. It should be possible, however to comprehensively assess the Coppermine Bore and Trigg Mill prospects as well as the other magnetic anomalies contained within the project area within the 2 year period.

5 LONGREACH WELL PROJECT

5.1 INTRODUCTION

ICW's Longreach Well project tenement is located some 200 km northeast of the coastal township of Carnarvon in the Gascoyne region of WA (Figure 2.1). The Longreach Well project comprises a single granted Exploration Licence (E09/1154) covering a total area of approximately 15.6 km² (Figure 5.1; Table 2.1). Access to the project from Carnarvon is via the North West Highway and the unsealed Lyndon Station Road some 5 km south of Minilya Roadhouse. The Williamsbury – Mt Sandiman Road cuts north-south through the project area and is paralleled by the Dampier to Perth natural gas pipeline within the tenement. Secondary station roads within Williamsbury station provide access throughout the tenement area.

Topographically, the project covers an undulating plateau of low-lying sandstone and siltstone ridges and breakaways which fall to alluvial plains with an average elevation of 200 m above sea level. The project is largely covered by saltbush scrub and spinifex grassland. Deeply eroded creeks and rivers drain the plateau.

Previous exploration activity within the Longreach Well project has been largely focussed on assessing its base metal potential, which is considered prospective for MVT and Irish-type lead-zinc mineralisation associated with carbonate rocks of the Palaeozoic Carnarvon Basin.

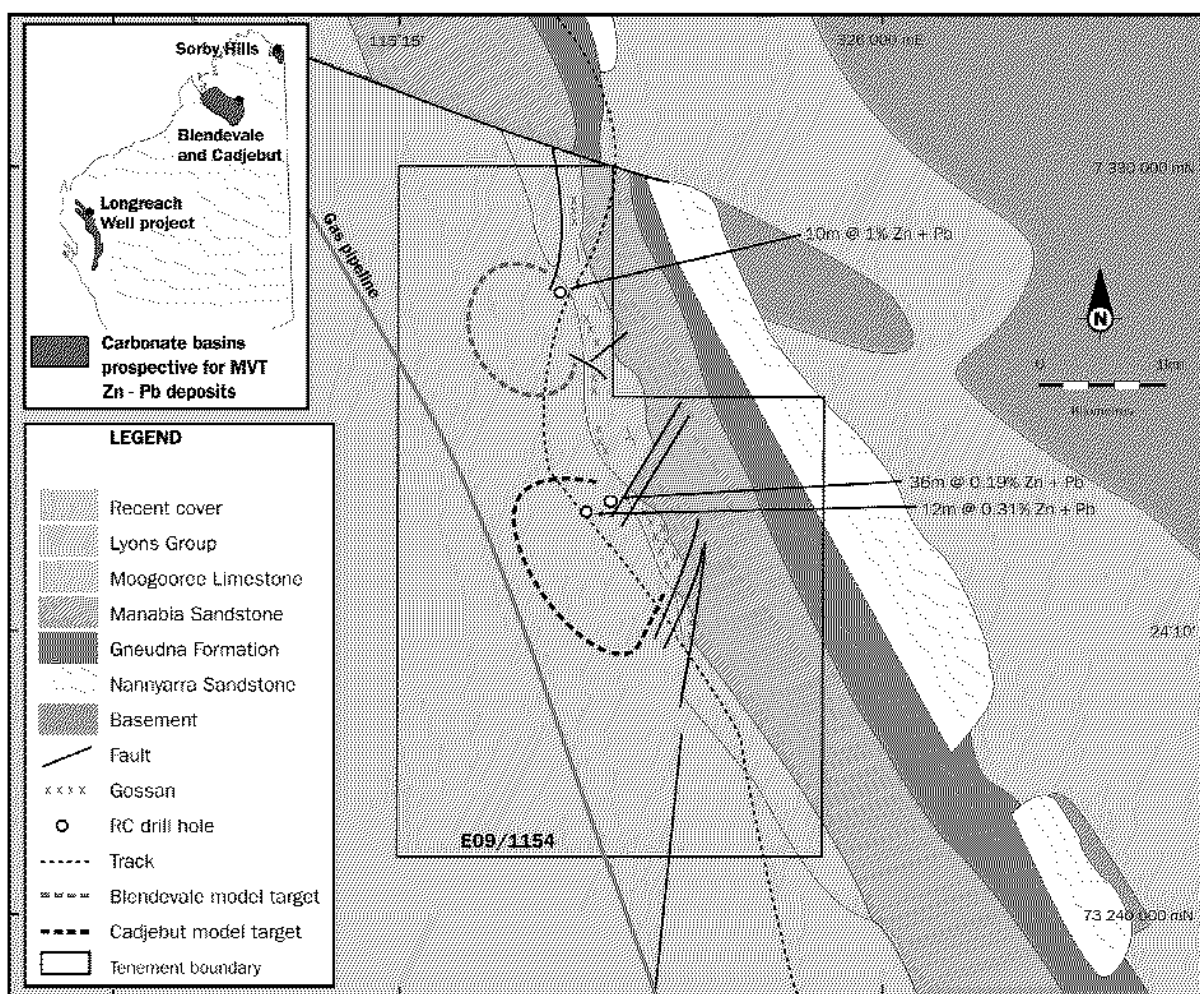


Figure 5.1 Location and simplified geology of the Longreach Well project area (prepared by ICW)

5.2 GEOLOGICAL SETTING AND MINERALISATION

The Longreach Well project area is located along the eastern margin of the north-south trending Merlinleigh sub-basin of the southern Carnarvon Basin. The Carnarvon Basin is an onshore basin which extends from Geraldton to Karratha along the western and northwestern coastline of WA. This basin contains a thick sequence (up to 7 km) of predominantly Palaeozoic siliciclastic and carbonate sedimentary rocks.

The Merlinleigh sub-basin is dominated by limestone and carbonate formations of Devonian to Lower Carboniferous age, which represent the lower-most carbonate horizons within the Carnarvon Basin sequence. This succession has been subject to at least two phases of deformation resulting in the dominant north-south structural trend of the basin margins and associated marginal basin faults. Two prominent cross cutting northeast and northwest structural trends are also evident and are interpreted to be the result of Jurassic tectonism associated with continental rifting. Previous explorers within the Carnarvon Basin have suggested this setting may be analogous with the Lennard Shelf and the MVT deposits of the United States, where post-diagenetic structures provide critical fluid pathways during compaction and associated dewatering of the basin.

The project area is interpreted by ICW to overlie two prospective carbonate horizons, the Gneudna Formation and the younger Moogooree Limestone (Figure 5.1). The Gneudna Formation comprises a thinly bedded sequence of mixed shelly limestones, dolomites and calcareous sandstones with common mudstone and siltstone interbeds. The Moogooree Limestone is a clean, fossiliferous limestone with lesser dolomite, which is separated from the Gneudna Formation by a relatively thin sequence of clastic sediments. These two

target horizons outcrop for some 100 km as narrow sinuous north-south trending bands which are in part dissected by northeast and west-northwest trending faults. These units dip shallowly to the west and are overlain by Permian-aged glacial sediments of the Lyons Group.

Two styles of gossan are present at surface within the project area, those that are stratigraphically confined to the Gneudna – Moogooree stratigraphy and those located along cross cutting northeast trending faults. The stratabound gossanous zones are the more laterally extensive, being recorded on an intermittent basis along the entire strike length of the Gneudna – Moogooree succession but predominantly located within the upper and lower contact zones of the Moogooree Limestone.

The current project tenement overlies an irregular gossan zone extending over a 1.5 km strike length which is partially off-set by northeast trending faults. The gossan is composed of several mineralised pods of up to several metres in length and to 1 m in width. Previously completed drilling has shown these gossan zones to be associated with anomalous to low grade zinc and lead mineralisation which extends down-dip from surface to at least 200 m depth.

Less extensive gossans are developed along the northeast trending faults, which cut across the north-south fabric of the Gneudna – Moogooree stratigraphy. Previous drilling of strike extensions to these fault zones encountered shallow, low grade base metal mineralisation hosted by limestone in contact with sandstone along the fault zone.

5.3 PREVIOUS EXPLORATION

5.3.1 Introduction

The area surrounding the Longreach Well project area has been explored for base metal mineralisation on an intermittent basis since the early-1970s. The first comprehensive programme within the project area was completed between 1972 and 1974 which included helicopter-supported geological mapping, reconnaissance rock chip and auger geochemical sampling, and 11 percussion and two shallow diamond drill holes. Between 1979 and 1980, a mining company carried out further reconnaissance sampling of the gossans, in addition to further geological mapping, soil and stream geochemical and IP geophysical surveying before drilling four percussion/diamond holes.

More recent exploration included soil, stream and rock chip geochemical surveys, geophysical surveys and drilling between 1989 and 2001.

5.3.2 Summary of exploration results

1970s

Early geochemical sampling identified a number of base metal bearing gossanous zones which returned high zinc and lead values (up to 8,500 ppm Zn and 5,800 ppm Pb) which provided the basis of on-going geological mapping and subsequent RC drill testing. This early drilling intersected narrow zones of low grade lead and zinc mineralisation associated with vuggy oolitic intervals of the upper Moogooree Limestone, with a best intercept of 1 m grading 1.1% Zn and 0.14% Pb from 71 to 72 m depth within hole DDH 6. This drilling was followed by further mapping and geochemical sampling which culminated in 14 percussion drill holes being completed. These percussion holes only encountered broad anomalous zones of base metal mineralisation.

Subsequent exploration identified a number of new gossans, one of which returned rock chip values of 1.27% Pb, 0.20% Zn and 0.66% Ba, which led to detailed geological mapping, extensive soil sampling and an IP geophysical survey. This phase of exploration delineated a number of zinc-in-soil geochemical and IP geophysical anomalies. Attempts were made to drill several of the IP anomalies, with most holes being abandoned prior to reaching their target depth due to lost circulation in the cavernous ground. One hole drilled in close proximity to the gossan returned 2 m at 1.3% Pb from surface in DDH Z14453.

These first two phases of drilling were generally shallow in nature.

Late 1980s to 1990s

In 1989, further stream, soil and rock chip sampling was carried out directly to the north and along strike of the previous drilling and to the north of the current project area. The results were generally disappointing.

Rock chip sampling carried out over the current project area between 1991 and 1992 returned anomalous values of up to 3,600 ppm Zn and 1,350 ppm Pb. Seven RC holes were drilled to test for sulphide base metal mineralisation below the main gossans. This drilling encountered pervasive base metal anomalism associated with two zones of massive pyrite and marcasite in hole 91SBP-04, which returned a best result of 36 m grading 0.12% Zn and 691 ppm Pb between 113 and 149 m (Figure 5.1).

Between 1996 and 1997, a mobile metal ion (“MMI”) soil geochemical survey was completed and returned elevated base metal values including 600 ppb Cu, 280 ppb Pb, 2,120 ppb Zn and 46 ppb Cd. At the same time, a further 12 RC holes were drilled to test the strike extents of a gossan located along a north-northeast trending fault zone which partially cross cuts the Moogooree Limestone. Several holes encountered shallow, anomalous to low grade base metal mineralisation, with a best result of 10 m grading 2,100 ppm Zn, 7,916 ppm Pb and 3,850 ppm Cu from 23 to 33 m in hole 96SBRC1.

A further two RC drill holes completed in 1998 assessed the depth potential of the main gossanous zone. This programme returned a best result of 12 m at 1,271 ppm Zn and 1,800 ppm Pb from 197 to 209 m depth in hole 98SBRC1 associated with fine grained disseminated sulphide mineralisation within a distinctive oolitic horizon in close proximity to the upper contact of the Moogooree Limestone and the overlying sediments of the Lyons Group.

A gravity survey conducted in 2001 failed to locate any significant basement structures or anomalies that may potentially be associated with significant stratabound base metal deposits.

5.4 EXPLORATION POTENTIAL

Previous exploration within the Longreach Well tenement was essentially focussed on the potential for MVT base metal deposits analogous to the Blendevalle, Cadjebut and Sorby Hills deposits of the Lennard Shelf in the Kimberley region of WA (Figure 5.1). The amount of exploration previously conducted over the Longreach Well project area has been limited, with the project remaining at an early stage of assessment. ICW's exploration programme has been designed to generate and assess potential trap sites for MVT mineralisation. A number of conceptual targets zones have been identified within the project area, which ICW considers can be rapidly advanced to drilling status (Figure 5.1). These include:

- **Structures at high angles to the basin margin (Blendevalle model)** – several northeast trending faults are evident within the stratabound mineralised zone, which have not previously been tested down-plunge or along strike under cover;
- **Structures parallel to the basin margin (Cadjebut/Sorby Hills models)** – despite limited drilling of the gossanous Gneudna – Moogooree stratigraphy, the depth extents to this succession remain prospective given that work at the Cadjebut deposit has shown that parallel structures may be extremely subtle with minimal displacement; and
- **Facies contacts (Sorby Hills model)** – facies contacts provide for permeability contrasts, fluid traps and attenuation or pinching out of stratigraphy which may provide sites for ore deposition. ICW considers the depth extents of the Gneudna – Moogooree stratigraphy remain prospective for this style of mineralisation.

5.5 OPINION

Whilst the Longreach Well project has been selectively drilled in the past, it remains at a relatively early stage of assessment. The presence of shallow, anomalous to low grade base metal mineralisation associated with platform carbonates suggests that mineralising fluids have passed through the succession and highlight the tenement's prospectivity for MVT zinc and lead deposits. Within this context, Snowden considers that the Longreach Well project is worthy of evaluation to the extent being proposed by ICW.

5.6 PROPOSED EXPLORATION PROGRAMME AND EXPENDITURE

ICW has proposed a modest two year exploration programme for the Longreach Well project which is designed to generate further MVT targets and keep the tenement in good standing with respect to the minimum expenditure commitment. Proposed activities will include geological mapping, geochemical sampling and drill target generation as summarised in Table 5.1.

Table 5.1			
Longreach Well project – proposed exploration budget			
Project	Year 1	Year 2	Total
Geological / geochemical surveys	25,000	-	25,000
Drill target generation	-	25,000	25,000
Total	\$25,000	\$25,000	\$50,000

6 PERENJORI PROJECT

6.1 INTRODUCTION

ICW's Perenjori project tenement is located in the Mid West region of WA, some 270 km north-northeast of Perth and 40 km northeast of the township of Perenjori (Figure 3.1). The Perenjori project consists of a single Exploration Licence application (E59/1144) covering an area of 600 ha (Figure 6.1; Table 2.1). The area is easily accessed from Perenjori by graded, unsealed roads and station tracks for the last 15 km. Access throughout the project area is generally good.

The project terrain is typically low-lying, being dominated by alluvial sediments along the eastern flanks of Lake Burrillgabby. A small but broad ridge of banded iron-rich rocks is centrally located within the project area which trends north-south.

The tenement covers part of the Mellenbye pastoral lease, with the main agricultural land use confined to sheep grazing.

Despite limited previous gold and base metal exploration having been completed over the project area, ICW considers the Perenjori tenement to be prospective for VHMS base metal and BIF-hosted gold mineralisation associated with a mafic-felsic volcanic contact.

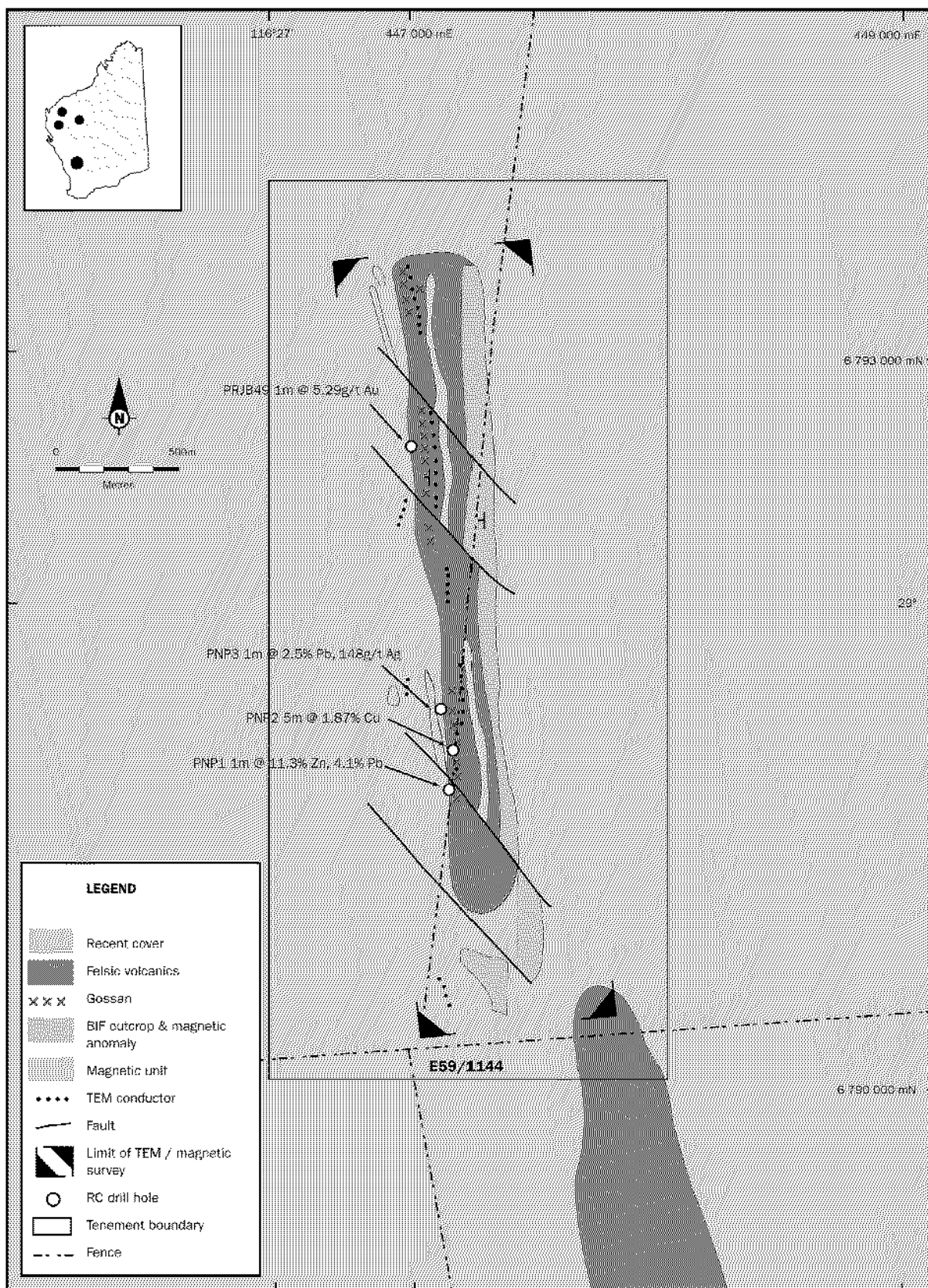


Figure 6.1 Location and simplified geology of the Perenjori project area (prepared by ICW)

6.2 GEOLOGICAL SETTING AND MINERALISATION

The project is located within the Archean Yilgarn Craton and is underlain by granite and rocks of the Gullewa greenstone belt (Figure 6.1). The greenstone belt is bisected by the north-northeast trending Salt River Lineament and is flanked to the east by the Badja granite batholith and to the west by the Koolanooka porphyry. The Gullewa greenstone belt is a sub-parallel belt to the immediate west of the complex greenstone terrain which hosts the significant Scuddles and Gossan Hill zinc-copper $\pm$ silver deposits some 65 km to the northeast of the project area. In addition, several significant gold occurrences are located along the Salt River Lineament at Edumurta, Gullewa and Brandy Hill.

The project tenement overlies a complex succession of deformed amphibolite facies mafic to ultramafic volcanic and intrusive rocks, BIF, chert and tuffaceous sedimentary units of the Archean Luke Creek Group, which has been intruded by numerous small mafic to granitic bodies and quartz-feldspar porphyries. Detailed mapping by previous explorers has divided the tenement into an eastern mafic dominated succession known as the Gabanintha Formation which is overlain by felsic volcanoclastic and sedimentary units of the Windaning Formation in the west. Several BIF units are either intercalated with or directly overlie mafic units of the Gabanintha Formation, with the thickest and most extensive BIF unit marking the contact between the Gabanintha and Windaning Formations. The succession dips moderately to steeply west and strikes north to north-northwest.

Tight to isoclinal folding of the BIF unit is common throughout the project area, with fold axes paralleling the regional north-south strike. Small displacement, high angle faults occur locally and typically trend to the northwest. Massive quartz veining occurs over strike lengths of up to 100 m within the BIF units and underlying mafic lithologies.

Previous exploration within the project area has focussed on a north trending gossan which outcrops discontinuously over a strike length of some 2,200 m and has an observed width at surface of some 20 m. This gossan, known as Stephen's prospect, is located within a sheared package of intermediate to felsic volcanic and volcanoclastic rocks situated in close proximity to a BIF contact to the east. Some reefs of buck quartz and non-gossanous banded quartz ironstone are also present.

Lead-zinc mineralisation at Stephen's prospect is associated with a steeply west-dipping zone of variably sulphidic and quartz veined basalt. This unit is highly deformed and altered to quartz-chlorite schist, with the mineralisation hosted by a quartz-muscovite-sericite schist. The mineralisation occurs as massive to semi-massive sulphides, dominated by pyrite (ranging between 20 and 70%), and as fracture fillings of quartz veins. Copper mineralisation is present along the southern margins of the gossan and generally overlies the zinc-lead mineralised zone. Previous explorers have interpreted the gossan at Stephen's prospect to represent a reworked, deformed and to some extent remobilised VHMS base metal deposit.

6.3 PREVIOUS EXPLORATION

6.3.1 Introduction

The Gullewa greenstone belt has been explored on a sporadic and intermittent basis since the mid-1960s, with much of the exploration to the mid-1980s focussing on the nickel and base metal potential of the belt. In the mid-1980s the exploration focus shifted towards gold.

Previous exploration completed over the Perenjori project has involved several companies from the late-1960s up until 1996. Work completed by these companies included geological mapping, soil and rock chip geochemical sampling, ground based magnetic and SIROTEM geophysical surveys and RAB and RC drilling. The majority of this exploration was conducted over Stephen's prospect where narrow zones of moderate to high grade lead-zinc mineralisation were defined.

6.3.2 Summary of exploration results

The earlier exploration work was generally reconnaissance in nature and predominantly focussed on a historic mine working within an ultramafic unit at Ninghanboun Hill, located to the south of the current tenement. Low level nickel and copper values were reported from this working, but were not sufficiently encouraging to justify any further work.

Exploration work completed over the Perenjori area in 1987 included geological mapping and soil, gossan and rock chip geochemical sampling. This work identified three base metal prospects, with the Stephen's prospect lying within ICW's current tenement. Ground magnetic and SIROTEM geophysical surveys were subsequently carried out at Stephen's prospect which located several EM anomalies, of which at least three were closely related to the gossan zone. Twelve RC and 66 RAB holes were completed at Stephen's prospect between 1992 and 1995 to test numerous geochemical and geophysical anomalies. This drilling successfully located several zones of shallow base and precious metal mineralisation within altered and deformed intermediate to felsic volcanic and volcanoclastic units (Figure 6.1). The best results were generally located along the southern margins of the prospect and included:

- 1 m grading 11.3% Zn and 4.1% Pb from 62 m depth in hole PNP1;
- 5 m at 1.87% Cu from 34 to 39 m depth in hole PNP2;
- 1 m at 2.5% Pb and 148 g/t Ag from 66 m depth in hole PNP3; and
- 1 m at 5.29 g/t Au from 5 m depth in hole PRJB49.

Regional RAB drilling showed that the host rocks at Stephen's prospect were continuous to the south, but were not as abundant or as geochemically anomalous for gold or base metal mineralisation as at Stephen's prospect.

No further exploration work has been conducted since this time.

6.4 EXPLORATION POTENTIAL

Based on its review of the available technical data, Snowden has concluded the following on the exploration potential of the Perenjori project area:

- previous exploration within the Perenjori project area was mostly focussed on assessing the Stephen's base metal prospect, where extensive low grade base metal sulphide mineralisation is associated with a gossan at surface within a deformed package of schistose and quartz veined mafic volcanic units;
- whilst the majority of the previously generated geochemical and geophysical anomalies have been subjected to cursory examination, many of these targets have not been adequately assessed and may host further zones of shallow base metal mineralisation;
- further processing of the magnetic data may be warranted given that extensive BIF units within the project area may have overwhelmed any subtle magnetic signatures;
- previous exploration campaigns only appear to have been followed-up SIROTEM anomalies if they were co-incident with outcropping gossans;
- at Stephen's prospect, wide-spaced drilling has been completed to depths of generally less than 80 m and indicates that the depth extents to the known mineralisation remain open;
- the geological setting of the Stephen's prospect combined with the presence of massive sulphide mineralisation underlain by zones of stringer mineralisation with an associated chloritic alteration halo indicates that the prospect is a deformed VHMS hydrothermal system analogous to the nearby Scuddles, Gossan Hill and Golden Grove deposits; and
- the presence of intercalated and deformed BIF units within the sequence suggests the project area may also be prospective for BIF-hosted gold mineralisation.

6.5 OPINION

Based on the available technical information, Snowden concurs with ICW that the Perenjori project area is prospective for both VHMS-style base metal and BIF-hosted gold mineralisation as demonstrated by the widespread presence of altered and deformed volcanic sequences hosting intercalated BIF units and zones of massive sulphide mineralisation. Whilst parts of the project area have been the subject of detailed exploration, several conceptual targets remain untested and are worthy of follow-up investigation. Snowden is therefore of the opinion that the Perenjori project is of merit and that the work programme proposed by ICW is appropriate.

6.6 PROPOSED EXPLORATION PROGRAMME AND EXPENDITURE

ICW has proposed a modest two year exploration programme for the Perenjori project which is designed to generate further base metal and gold targets and keep the tenement in good standing with respect to the minimum expenditure commitment. Following granting of the tenement application, the proposed exploration programme will be largely dedicated to further evaluation of the Stephen's prospect. Proposed activities will include geological mapping, geochemical sampling and drill target generation, as summarised in Table 6.1. Other exploration work will include an assessment of the BIF-hosted gold potential of the project area.

Table 6.1			
Perenjori project – proposed exploration budget			
Project	Year 1	Year 2	Total
Geological / geochemical surveys	25,000	-	25,000
Drill target generation	-	25,000	25,000
Total	\$25,000	\$25,000	\$50,000

7 DECLARATIONS BY SNOWDEN CORPORATE SERVICES PTY LTD

7.1 INDEPENDENCE

Snowden is an independent firm of consultants providing a comprehensive range of specialist technical and financial services to the mining industry in Australia and overseas, through offices in Perth, Brisbane, Johannesburg, Vancouver and London. Our corporate services include technical audits, project reviews, valuations, independent expert reports, project management plans and corporate advice.

This report has been prepared independently and in accordance with the VALMIN and JORC Codes. The authors do not hold any interest in ICW, its associated parties, or in any of the mineral properties which are the subject of this report. Fees for the preparation of this report are being charged at Snowden's standard rates, whilst expenses are being reimbursed at cost. Payment of fees and expenses is in no way contingent upon the conclusions drawn in this report.

7.2 QUALIFICATIONS

The principal personnel responsible for the preparation and review of this report are Mr Jeames McKibben (Consultant) and Mr Philip Retter (Divisional Manager Corporate Services) respectively.

Mr Jeames McKibben (BSc (Hons), MBA, MAIG) has 10 years experience gained as an exploration geologist in Australia, Zambia and Morocco, and as a geologist/analyst with the government agency, Tasmania Development and Resources. Having completed his MBA at Macquarie University, Mr McKibben joined the Corporate Services Division at Snowden, where he is involved in independent technical reviews, audits and valuations of mining and exploration assets.

Mr Philip Retter (BAppSc (Hons), MAIG) is a professional geologist with 20 years experience including 10 years mining and exploration experience in Australia and 7 years as an independent consultant based in Jakarta, Indonesia. Mr Retter joined Snowden in July 1996 as the General Manager of its Jakarta office and is currently the Manager of Snowden Corporate Services in Perth. He has been involved in numerous independent reviews and valuations of precious and base metal projects in Australia, Africa and Asia.

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9 GLOSSARY

abbreviations	oz – ounce, km – kilometre, m – metre, M – million, t – tonne, ha – hectare, bcm – bulk cubic metres, tpa – tonnes per annum, μm – microns
aeromagnetics	A geophysical technique utilised from an airborne craft.
andesite	A fine grained volcanic rock with phenocrysts of plagioclase and mafic minerals.
alteration	Change in mineral and chemical composition of rock, commonly brought about by reactions to weathering or to hydrothermal solutions.
amphibolite	A metamorphic crystalline rock consisting mainly of amphibole and some plagioclase.
amphibolite facies	An assemblage of minerals formed at moderate to high temperatures during regional metamorphism, characterised by the presence of the minerals hornblende and biotite.
anomaly	An area where exploration has revealed results higher (or sometimes lower) than the local background level.
anomalous	A departure from the expected norm. In mineral exploration this term is generally applied to either geochemical or geophysical values higher or lower than the norm.
anticline	A fold in rocks in which strata dip in opposite directions away from the central axis.
Archean	The oldest rocks of the Earth's crust - older than 2 400 million years.
auger	A screw-like boring or drilling tool for use in clay or soft sediments
basalt	A dark, fine-grained volcanic rock of low silica (<55%) and high iron and magnesium composition, composed primarily of plagioclase and pyroxene.
basement	The igneous and metamorphic crust of the earth, underlying sedimentary deposits.
basement domes	An area of basement rocks surrounded by strata of different origin (also referred to an inlier) and where the regional structure resembles a dome.
breccia	Rock comprising angular fragments enclosed in a matrix.
bulk density	The weight of a material divided by the volume it occupies (including pore spaces).
Cambrian	The oldest system of rocks in which fossils can be used for dating and correlation – commenced approximately 530 ± 40 m.y. ago.
carbonaceous shale	A shale containing significant carbon, which may be of organic or inorganic origin.
carbonate	Common mineral type consisting of carbonates of calcium, iron, and/or magnesium
chalcopyrite	A common sulphide ore of copper, CuFeS_2 .
channel sampling	Sampling taken from the wall of a mine opening, or along a surface exposure, trench or costean, in which a furrow is made and all of the sample combined for analysis. Channel samples are commonly, but

chemical symbols	not always, collected over continuous one metre intervals. Au – Gold, Ni – Nickel, Cu – Copper, Zn – Zinc, Co – Cobalt, Pb – Lead, W – Tungsten, As – Arsenic, Ag – Silver, Cd – Cadmium
chert	A hard, extremely fine grained sedimentary rock consisting almost entirely of interlocking quartz crystals, of which flint is a dark variety.
colluvium	Loose soil or rock fragments accumulated by slow down-slope creep or rain-wash, as found at the base of slopes or hillsides.
craton	Large, and usually ancient, stable mass of the earth's crust.
diamictite	Sediment composed of two distinct size fractions
diamond drilling	Mineral exploration hole completed using a diamond set or diamond impregnated drill bit for retrieving a cylindrical core of rock.
dip	The angle at which a rock stratum or structure is inclined from the horizontal.
disseminated	Said of particles distributed finely and evenly throughout a matrix.
dolomite	A rock composed of calcium and magnesium carbonate.
dome	An anticlinal structure that plunges in all directions.
epigenetic	Mineralisation deposited later than the enveloping rocks.
fault	A fracture or fracture zone, along which displacement of opposing sides has occurred.
feasibility study	An advanced study undertaken to determine the economic viability of a mineral deposit to a high degree of accuracy.
felsic	Light colour rocks containing an abundance of any of the minerals feldspar, feldspathoid and silica.
ferruginous	Containing iron.
foliation	The banding or lamination of metamorphic rocks as distinguished from stratification in sedimentary rocks.
g/t	Grams per tonne, a standard mass unit for demonstrating the concentration of precious metals in a rock, equivalent to parts per million (ppm).
gabbro	A fine to coarse grained, dark coloured, igneous rock composed mainly of calcic plagioclase, clinopyroxene, magnetite and ilmenite, and sometimes olivine.
geophysical survey	A survey measuring the physical properties of a rock mass, typically recording the magnetic, electrical or radiometric properties. Commonly used to assist in determining the nature of the sub-surface rock mass.
gneiss	A metamorphic rock of coarse grain size, usually exhibiting banding.
gossan	A ferruginous deposit remaining after the oxidation of the original sulphide minerals in a vein or ore zone.
granitoid	A general term to describe coarse grained felsic intrusive igneous rocks, resembling granite.
granulite facies	Conditions of metamorphism characterised by extreme heat and pressure, usually deep within the earth's crust.
graphitic schist	Grey schist containing graphite.
gravity anomaly	The difference between the observed value of gravity at a point and the theoretically calculated value. It is based on a simple gravity model of Earth, modified in accordance with some generalized assumptions regarding the near surface topography and rock types.
greenschist facies	Conditions of metamorphism characterised A metamorphosed basic

	igneous rock which owes its colour and schistosity to abundant chlorite.
haematite (hematite)	Common iron oxide mineral Fe_2O_3 .
hydrothermal fluids	Pertaining to hot aqueous solutions, having temperatures up to 400°C , which may transport metals and minerals in solution.
induced Polarisation (IP)	A ground-based geophysical survey technique measuring the intensity of an induced electric current, used to identify disseminated sulphide deposits.
intermediate	A rock unit which contains a mix of felsic and mafic minerals.
intrusion/intrusive	A body of igneous rock that invades older rocks.
ironstone	A rock formed by cemented iron oxides.
I-type granitoid	Coarse-grained felsic intrusive rocks derived from the melting and reconstitution of igneous rocks.
JORC	The Joint Ore Reserves Committee (Australia).
LandSat TM	Reflectance measurements of the earth's surface collected by the LandSat 7 satellite, commonly processed to enhance particular features.
laterite	A cemented residuum of weathering, generally leached in silica with a high alumina and/or iron content.
limestone	A sedimentary rock containing at least 50% calcium or calcium-magnesium carbonates.
limonite	Hydrous oxide of iron, $\text{FeO}(\text{OH}) \cdot n\text{H}_2\text{O}$.
lineament	A significant linear feature of the earth's crust, usually equating a major fault or shear structure.
lithology	A term pertaining to the general characteristics of rocks. It generally relates to descriptions based on hand sized specimens and outcrops rather than microscopic or chemical features.
lode deposit	A vein or other tabular mineral deposit with distinct boundaries.
mafic	Pertaining to, or composed dominantly of, the dark coloured ferromagnesian rock forming silicates.
mafic volcanic	Volcanic rocks dominantly comprised of ferromagnesian minerals.
magnetic anomaly	Zones where the magnitude and orientation of the earth's magnetic field is distorted by magnetic rocks.
magnetite	A naturally occurring oxide of iron (Fe_3O_4) which exhibits magnetic properties.
malachite	A green hydrated carbonate ore of copper $\text{Cu}_2(\text{OH})_2\text{CO}_3$.
marine	Relating to the oceans or seas.
metalogenic	Association of metal ores that is peculiar to a particular region, or period of time.
metamorphism	The process of altering a rock by temperature and/or pressure.
meta-quartzite	A quartzite that has been metamorphosed.
metasediments	Metamorphosed sedimentary rocks.
Mineral Resource	The estimated quantity and grade of mineralisation that is of potential merit. A resource estimate does not require specific mining, metallurgical, environmental, price or cost data, but the nature and continuity of mineralisation must be understood to a specific degree of knowledge.
mylonite	A hard compact rock with a streaky or banded structure produced by

	extreme granulation of the original rock mass in a fault or thrust zone.
Ore Reserve	That part of the resource that meets minimum physical and chemical criteria related to specified mining and production practices, including those of grade, quality, thickness and depth, and can be reasonably assumed to be economically and legally extractable or producible at the time of determination. The feasibility of the specified mining and production practices must have been demonstrated or can be reasonably assumed on the basis of tests and measurements.
orogeny	A deformation and/or magmatic event in the earth's crust, usually caused by collision between tectonic plates. The process of mountain making especially by folding of the earth's crust.
oxide ore	Minerals comprising metals of economic interest combined with oxygen, Usually produced by weathering of metal sulphide compounds.
oxide zone	Near surface material affected by weathering and leaching of minerals.
percussion drilling	Method of drilling where rock is broken by the hammering action of a bit and the cuttings are carried to the surface by pressurised air returning outside the drill pipe.
peridotite	A general term for intrusive ultramafic igneous rocks dominantly consisting of olivine and clinopyroxene.
Permian	The last geological Period of the Palaeozoic era, between about 298 million years and 251 million years ago.
phyllite	A metasedimentary rock displaying a platy cleavage and low sheen.
pisolitic	Describes the prevalence of rounded manganese, iron or alumina-rich chemical concretions, frequently comprising the upper portions of a laterite profile.
polymetallic	Relating to the presence of several economically significant trace elements, typically including the base metals and gold.
porphyry	An igneous rock that contains conspicuous crystals in a fine-grained matrix.
potassic alteration	The chemical alteration of a rock by potassium-rich fluids to produce potassium-rich minerals.
Proterozoic	Between 2,500 million years and 500 million years ago.
protolith	The parent rock prior to alteration or metamorphism.
pyrite	An iron sulphide mineral FeS ₂ .
pyrrhotite	An iron sulphide mineral, FeS(n-1).
quartz	Mineral species composed of crystalline silica.
quartzite	A quartz-rich sandstone that has been metamorphosed or indurated by the recrystallisation of silica.
quartzo-feldspathic	Compositional term relating to rocks containing abundant quartz and feldspar, commonly applied to metamorphic and sedimentary rocks.
Rotary Air Blast (RAB) drilling	Method of drilling in which the cuttings from the bit are carried to the surface by pressurised air returning outside the drill pipe. Most "RAB" drills are very mobile and designed for shallow, low-cost drilling of relatively soft rocks.
radiometric survey	A weathered or decomposed, clay-rich rock.

recovery	Proportion of a metal or element recovered during metallurgical processing.
regolith	The layer of weathered and transported material overlying fresh rock. The regolith includes such things as weathered and fractured bedrock, saprolite, alluvium and colluvium.
resistivity	The electrical resistance of a rock mass.
Reverse Circulation (RC) drilling	Drilling method employing a repeated hammering action on a drill bit which yields sample material which is delivered to the surface inside the rod string by compressed air.
reverse fault	Non-vertical fault in which the major component of translation is predominantly via movement of the uppermost block up and over the lowermost block.
rhyolite	A fine grained igneous rock having a similar chemical composition to granite.
sandstone	A sedimentary rock composed of cemented or compacted detrital minerals, principally quartz grains.
schist	A micaceous crystalline metamorphic rock having a foliated structure due to the recrystallisation of the constituent minerals.
sediment	A rock formed of particles which were deposited from suspension in water, wind or ice.
sericite	A white or pale apple green potassium mica, very common as an alteration product in metamorphic and hydrothermally altered rocks.
serpentinite	A rock consisting almost wholly of serpentine, a hydrous magnesium silicate - $\text{Mg}_6(\text{Si}_4\text{O}_{10})(\text{OH})_8$, derived from the alteration of pre-existing olivine and pyroxene.
shaft	A vertical or inclined tunnel from the surface, through which underground excavations can be entered and by which ore and waste may be removed.
shear zone	A zone in which shearing has occurred on a large scale, such that the rock is deformed dominantly by ductile deformation.
silicification	Replacement by, or introduction of, appreciable quantities of silicon dioxide minerals.
sill	A sheet of igneous rock which is flat lying or has intruded parallel to stratigraphy.
siltstone	A rock intermediate in character between a shale and a sandstone. Composed of silt sized grains.
skarn	An alteration halo of iron-rich minerals formed in carbonate rocks by contact metasomatic replacement of the original carbonate-rich rock mass.
soil geochemistry	The determination of relative or absolute abundances of elements in soil.
stockwork	A network of (usually) quartz veinlets of varying orientation, produced during pervasive brittle fracture.
stratabound	Restricted to a particular stratigraphic unit or part of the stratigraphic column.
stratiform	Parallel to bedding and with limited development perpendicular to it.
strike	The direction of bearing of a bed or layer of rock in the horizontal plane.
strike-slip	The horizontal component of the slip parallel with the fault strike.

structural fabric	The complete spatial and geometrical configuration of all those components that make up a deformed rock. It covers such terms as texture, structure, and preferred orientation.
sulphide ore	Mineralisation characterised by compounds of metals and sulphur.
thrust fault	A low angle (shallowly inclined) fault or shear on which the rocks on the top have moved up and over the rocks on the bottom.
ultramafic	Referring to an igneous rock in which more than 90% of the minerals are ferromagnesium minerals, with only trace quartz and feldspar.
unconsolidated	Uncemented and/or compacted.
vein	A thin infill of a fissure or crack, commonly bearing quartz.
volcanic	Formed or derived from a volcano.

Section 6

Financial Information

6.1 Pro Forma Statement of Financial Position

Set out below, for the purposes of illustration only, is a pro forma consolidated statement of financial position of the Company as at 31 December 2004 taking account the effect of the Offers made pursuant to this Prospectus. It is based on the statement of financial position of the Company as at 31 December 2004, which was included in the Company's half-year financial report lodged with ASIC and ASX on 16 February 2005 which was subject to an audit review. The pro forma consolidated statement of financial position illustrates the effect of the Offers as if the issue of securities under this Prospectus had occurred on 31 December 2004 (based on the assumptions below).

	Statement of Financial Position subject to audit review 31 December 04	Pro forma Statement of Financial Position 31 December 04
Current Assets		
Cash	781,488	2,744,589
Receivables	330	330
Prepayments	12,088	12,088
Total Current Assets	793,906	2,757,007
Non-Current Assets		
Deferred Exploration, Evaluation & Development Costs	-	1,748,900
Non-Current Assets	-	1,748,900
Total Assets	793,906	4,541,907
Current Liabilities		
Payables	17,184	17,184
Total Current Liabilities	17,184	17,184
Non-Current Liabilities		
Payables	-	-
Provisions	-	-
Total Non-Current Liabilities	-	-
Total Liabilities	17,184	17,184
Net Assets	776,722	4,524,723
Equity		
Contributed Equity	1,165,643	4,913,643
Accumulated Losses	(388,921)	(388,920)
Total Equity	776,722	4,524,723

The pro forma statement of financial position illustrates the effect of the Offers as if the issue of New Shares under this Prospectus had occurred on 31 December 2004 and is based on the following assumptions set out below:

1. ICW issues 12.5 million Shares at an issue price of \$0.20 raising \$2.5 million pursuant to the Prospectus;
2. ICW issues 8 million Shares at an issue price of \$0.20 to the Vendors;
3. ICW incurs transaction costs of \$352,000 which are applied against equity.
4. ICW incurs stamp duty of \$185,000 pursuant to the Transaction.

Accounting Policies

The half-year financial report is a general purpose report which has been prepared in accordance with the requirements of the Corporations Act 2001, applicable Accounting Standards including AASB 1029 "Interim Financial Reporting" and other mandatory professional reporting requirements (Urgent Issues Consensus Views).

Investment Company Of The West Limited has commenced transitioning its accounting policies and financial reporting from current Australian Standards to Australian equivalents of International Financial Reporting Standards (IFRS). The Company plans to use internal resources to quantify the key areas that will be impacted by the transition to IFRS. As ICW has a 30 June year end, priority has been given to considering the preparation of an opening balance sheet in accordance with AASB equivalents to IFRS as at 1 July 2004. This will form the basis of accounting for Australian equivalents of IFRS in the future, and is required when ICW prepares its first fully IFRS compliant financial report for the year ended 30 June 2006. Set out below are the key areas where accounting policies will change and may have an impact on the financial report of ICW. At this stage the company has not been able to reliably quantify the impacts on the financial report.

The likely impact on the group's existing accounting policies is as follows:

Share based payments

Under AASB 2 Share based Payments, the company will be required to determine the fair value of options issued to employees as remuneration and recognise an expense in the Statement of Financial Performance. This standard is not limited to options and also extends to other forms of equity based remuneration. It applies to all share-based payments issued after 7 November 2002 which have not vested as at 1 January 2005. No instruments remained unvested as at 1 January 2005. Reliable estimation of the future financial effects of this change in accounting policy is impracticable as the details of future equity based remuneration plans are unknown.

Income tax

Under AASB 112 Income Taxes, the company will be required to use a balance sheet liability method which focuses on the tax effects of transactions and other events that affect amounts recognised in either the Statement of Financial Position or a tax-based balance sheet. It is not expected that there will be any material impact as a result of adoption of this standard, based on the existing principal activity of the Company.

6.2 Incorporation By Reference

As permitted under Section 712 of the Corporations Act the following documents that have been lodged by the Company with ASIC are referred to and this Prospectus is taken to include them:

- (a) the Company's financial report and directors' report for the half year ended 31 December 2004 together with the Company's auditor's review statement thereon;
- (b) the Company's financial report and directors' report for the year ended 30 June 2004 together with the Company's auditor's report thereon.

The Company will give a copy of the above documents free of charge to anyone who asks for them during the application period of this Prospectus.

BLAKISTON & CRABB

SOLICITORS

Your Ref:
Our Ref: CB.SH.ICW/12644
Email: office@blakcrab.com.au

12 August 2005

The Directors
Investment Company of the West Ltd
52 Ord Street
WEST PERTH WA 6005

Dear Sirs

SOLICITORS' REPORT ON TENEMENTS

This report is prepared for inclusion in a prospectus to be dated in or about August 2005 to be issued by Investment Company of the West Ltd ACN 008 677 852 (**Company**) for the issue of 12,500,000 ordinary shares in the capital of the Company at an issue price of 20 cents per share, to raise \$2,500,000 with the right to accept oversubscriptions for up to a further 5,000,000 ordinary shares.

The report relates to mining tenements held in Western Australia as listed in the attached schedule of mining tenements (**Mining Tenements**). That schedule, together with the notes to the schedule, forms part of this report. It is noted that the Mining Tenements are not held by the Company but we are advised that the Company will acquire an indirect interest in the Mining Tenements by acquiring the company that is entitled to acquire the Mining Tenements. We have not been asked to review the agreements pursuant to which the Company will acquire this interest and make no comment as to the efficacy of the agreements. We understand that the agreements are dealt with elsewhere, namely in section 9.4 of this prospectus.

1. Searches

We have arranged for the following searches to be conducted for the purpose of this report:

- (a) searches of the Mining Tenements in the Register maintained by the Department of Industry and Resources (**WA Department**) pursuant to the *Mining Act 1978* of Western Australia (**WA Mining Act**) on 11 July 2005;

- (b) quick appraisal searches of the Mining Tenements obtained on-line from the WA Department dated 11 July 2005; and
- (c) searches of the native title application summaries maintained by the National Native Title Tribunal (NNTT) on 11 July 2005 in relation to those native title claims which affect the Mining Tenements.

On the basis of the searches we consider that this report provides an accurate statement as to the status of the Mining Tenements as at 11 July 2005 and of the Company's interests therein. The annual rental of each of the Mining Tenements has been paid in full. Each of the granted Mining Tenements is within its first year of grant and therefore, no expenditure reports have been filed. In respect to the Mining Tenement that remains an application, there is as yet no annual expenditure requirement nor will any annual rental become payable until the application is granted.

2. Mining Tenements in Western Australia Generally

The Mining Tenements comprise only exploration licences granted or applied for under the WA Mining Act.

An exploration licence remains in force for a period of 5 years and may, in certain circumstances, be extended by a further period or periods of one or two years on application. At the end of the third and fourth years of the term of an exploration licence the holder must relinquish not less than half of the area of the licence unless an exemption from the obligation is obtained. No legal or equitable interest in or affecting an exploration licence can be transferred or otherwise dealt with during the first year of its term without the prior written consent of the Minister. Exploration licences are described by graticular blocks, which range in area from approximately 2.8 km² to 3.3 km² depending on where the block is located in the State.

The WA Mining Act confers on the holder of an exploration licence which is in force, the right to apply for and, subject to the WA Mining Act, have granted one or more mining leases over any part of the land the subject of that licence. The exploration licence will continue in force beyond its term if the holder has made an application for mining lease over the area of the licence.

Proposed amendments to the WA Mining Act expected to take effect from 30 June 2005 (**Mining Act Amendments**) will significantly alter the terms and conditions attached to exploration licences applied for after the commencement of the Mining Act Amendments. These changes relating to exploration licences will not significantly affect any of the Mining Tenements as they have already been applied for or granted.

The Mining Act Amendments will, however, limit an exploration licence holder's ability to apply for mining leases to instances where the Director, Geological Survey is satisfied that significant mineralisation exists or where a mining proposal has been prepared. Significant mineralisation is defined in the Mining Act Amendments as a deposit of minerals where there is a reasonable prospect of those minerals being obtained by mining operations. A mining proposal is a document which sets out in detail the mining operations proposed to be carried out on the area of the application.

Mining tenements in Western Australia are granted subject to various conditions prescribed by the WA Mining Act including payment of rent, expenditure and reporting requirements and standard environmental conditions, as well as any conditions that may be imposed by the Minister in respect of a particular mining tenement.

Mining tenements in Western Australia are also subject to statutory requirements of certain other Acts including the *Aboriginal Heritage Act 1972*, *Environmental Protection Act 1986*, *Rights in Water and Irrigation Act 1914* and *Conservation and Land Management Act 1984*.

3. **Aboriginal Heritage**

There may be sites of Aboriginal heritage or significance located on the land on which the Mining Tenements and are situated.

The *Aboriginal Heritage Act 1972* (WA) (**WA Heritage Act**) applies to the Mining Tenements and makes it an offence to, among other things, alter or damage an Aboriginal site or object on or under an Aboriginal site. A site is defined to include any sacred, ritual or ceremonial site which is of importance and special significance to persons of Aboriginal descent. There is no requirement or need for a site to be registered in any public manner or, indeed, be in any way acknowledged as an Aboriginal site for it to qualify as an Aboriginal site for the purposes of the WA Heritage Act.

The *Aboriginal and Torres Strait Islander Heritage Act 1984* (Cth.) (**Commonwealth Heritage Act**) also applies to the Mining Tenements and is aimed at the preservation and protection from desecration of significant Aboriginal areas and significant Aboriginal objects. An area or object is found to be desecrated if it is used or treated in a manner inconsistent with Aboriginal tradition.

We have not undertaken searches to ascertain if any Aboriginal sites have been registered in the vicinity of the Mining Tenements under any of these Acts as there is no obligation, in any of those Acts, to register sites, objects or relics. In any event, their exact location is not ascertainable from such searches. Further, these enquiries are generally done by the mining company after the mining tenure applied for is granted and once a particular work programme has been determined. In those cases it may be necessary to enter into separate arrangements with the traditional owners of the sites.

To ensure that that it does not contravene any of these Acts while carrying out operations on the Mining Tenements, the Company would need to conduct heritage surveys to determine if any Aboriginal sites exist within the area of the Mining Tenements. If so, the Company would also need to ensure that any interference with such Aboriginal sites is in strict conformity with the provisions of the above WA Heritage Act and the Commonwealth Heritage Act.

4. **Native Title - Generally**

On 3 June 1992 the High Court of Australia held in *Mabo -v- Queensland* that the common law of Australia recognises a form of native title. In order to maintain a

native title claim the persons making such claim must show that they enjoyed certain customary rights and privileges in respect of a particular area of land and that they have maintained their traditional connection with that land. Such a claim will not be recognised if the native title has been extinguished, either by voluntary surrender to the Crown, death of the last survivor of a community entitled to native title, abandonment of the land in question by that community or the granting of an "inconsistent interest" in the land by the Crown. An example of inconsistent interest would be the granting of a freehold or some types of leasehold interest in the land. The granting of a lesser form of interest will not extinguish native title unless it is wholly inconsistent with native title.

The Commonwealth Parliament responded to the Mabo decision by passing the *Native Title Act 1993* (**Commonwealth Act**). Among other things, the Commonwealth Act:

- (a) regulates the recognition and protection of native title;
- (b) confirms the validity of titles granted by the Federal Government prior to the commencement of that Act on 1 January 1994;
- (c) specifies the procedures to be complied with for certain future acts which affect native title; and
- (d) specifies the procedures by which Aboriginal peoples can claim native title and by which people determined to hold native title holders can claim compensation.

The Commonwealth Act was extensively amended in 1998 by the *Native Title Amendment Act 1998*. These amendments include the validation of any titles that may have been invalidly granted over pastoral leases and certain other leasehold interests during the period 1 January 1994 to 23 December 1996. Other significant amendments include a revised threshold test for the acceptance of native title claims, confirmation of extinguishment of native title by the grant of "exclusive possession" pastoral leases and certain other leasehold interests and provisions intended to deal with overlapping claims.

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

The majority of the High Court concluded in the Ward decision (8 August 2002) that, among other things:

- native title has been wholly extinguished in respect of land the subject of freehold, public works or other previous "exclusive possession" acts, and in respect of minerals and petroleum which are vested in the Crown, as well as various other grants and vestings; and
- native title has been partially extinguished as a result of the grant of "non-exclusive possession" pastoral leases and mining leases, and also as a result of the creation of certain reserves.

We have not researched the underlying land tenure in respect of the Mining Tenements in order to determine the extent of extinguishment for the purposes of this report.

5. **Native Title – Native Title Claims**

Persons claiming to hold native title may lodge an application for determination of native title (being a native title claim) with the Federal Court. Applications which are lodged with the Federal Court will be referred to the NNTT for the purposes of registration of the claim.

If the Native Title Registrar is satisfied that a claim meets the registration requirements set out in the Commonwealth Act (**Registration Test**) it will be entered on the Register of Native Title Claims maintained by the NNTT (**Register**). Claimants of registered claims are afforded certain procedural rights under the Commonwealth Act including the "right to negotiate" discussed further below.

Claims which fail to meet the Registration Test are recorded on the Schedule of Applications Received maintained by the NNTT. Such claims may be entered on the Register at a later date if additional information is provided by the claimant that satisfies the Registration Test. Claims which are deregistered will lose the right to negotiate from the date of deregistration but will still remain on foot in the Federal Court until such time as they are determined by the Court.

All of the granted Mining Tenements relate to land which is currently the subject of a native title claim. One claim, affecting E52/1758, has been determined. These claims are identified in the Notes to the Schedule of Mining Tenements attached to this report. The fact that a claim has been lodged does not necessarily mean that native title exists over the area claimed, nor does the absence of a claim necessarily indicate that no native title exists over that area. The existence of native title will be established in due course as the claims are determined by the Federal Court. We have not undertaken the considerable historical, anthropological and ethnographic work that would be required to determine the possibility of any further claims in respect of the area of the Mining Tenements being made in the future.

6. **Native Title – Validity of Titles**

(a) **Granted Tenements**

The grant of a mining tenement is an act that is capable of affecting, and which may affect, native title. The future act processes of the Commonwealth Act provide a mechanism for achieving the valid grant of a mining tenement in terms of native title. The validity of a mining tenement granted in Western Australia is dependent on its date of grant.

As none of the Mining Tenements were granted prior to 1 January 1994 (being the date of commencement of the Commonwealth Act) or between 1 January 1994 and 23 December 1996 (the date the *Titles Validation Amendment Act 1999* confirming the validity of certain titles passed) this report will not deal with the validity of titles granted during those periods.

All of the granted Mining Tenements were granted after 23 December 1996. Mining tenements granted since 23 December 1996 which are affected by native title rights and interests will be valid provided the applicable processes prescribed by the Commonwealth Act were complied with. We understand that it has been the practice of the Western Australian Government to comply with these processes but we have not undertaken any independent enquiries to confirm that this is the case.

(b) Future Tenement Grants

As stated above, the valid grant of the Mining Tenement application or any subsequent tenement application, to the extent they affect native title, requires full compliance with the provisions of the Commonwealth Act in addition to compliance with the usual procedures under the relevant State's mining legislation. The primary procedure prescribed under the Commonwealth Act is the "right to negotiate" process. Other procedures generally apply to low-impact titles (such as prospecting and exploration licences) or infrastructure titles.

The right to negotiate process involves the publishing of a notice of the proposed grant of a tenement followed by a minimum 6 month period of negotiation between the relevant State Government, the tenement applicant and the relevant registered native title claimant. If agreement is not reached to enable the grant to occur, the matter may be referred to arbitration before the NNTT, which has a further 6 months to reach a decision. The decision of the NNTT may be reviewed by the relevant Federal Minister.

The Commonwealth Act provides that, in relation to the grant of mining tenements in certain areas, a State law can operate in lieu of the right to negotiate process of the Commonwealth Act. These areas are principally areas covered by pastoral leases. The Western Australian State Government has not yet introduced such a law.

The right to negotiate process does not have to be pursued in cases where an indigenous land use agreement (**ILUA**) is negotiated with the relevant Aboriginal people and registered with the NNTT. In such cases, the procedures prescribed by the ILUA must be followed to obtain the valid grant of the tenement. These procedures will vary depending on the terms of the relevant ILUA.

The WA Department has released a policy to facilitate the grant of exploration licence applications outside the right to negotiate procedure. The WA Department has indicated its intent to grant exploration licences where the applicant is willing to enter into a standard aboriginal heritage protection agreement (**HPA**). HPA's have been negotiated between the State, mining and exploration representative bodies, and aboriginal representative bodies. The policy appears to be effective in achieving the grant of exploration licences.

(c) **Renewals - Western Australia**

Renewals of mining tenements are subject to the same right to negotiate (or, pending legislation, alternative State) process as is described above.

7. **Risk Factors**

The existence of native title and/or native title claims in relation to the land the subject of the Mining Tenements may have an adverse impact on the Company's activities and its ability to fund those activities. It is impossible at this stage to quantify the impact that these matters may have on the Company's operations but the main risks include:

- (a) delays in obtaining the grant of renewals or conversions of the Mining Tenements, or further applications, as a result of the right to negotiate (or alternative State) process as this process can take as long as two years. Further, if the parties to the right to negotiate process cannot reach agreement the matter may be referred to the NNTT for arbitration. The NNTT may determine that the application cannot be granted or only granted on conditions unacceptable to the Company.
- (b) Compensation may be payable by the Company as a result of agreements made pursuant to the right to negotiate or alternative process or as a result of a compensation order made by the Federal Court in the event native title has been determined to exist. The amount of such compensation is not quantifiable at this stage.
- (c) If native title is found to exist the nature of the native title may be such that consent to mining is required from the native title holders but is withheld or only granted on conditions unacceptable to the Company.
- (d) The risk that Aboriginal sites and objects exist on the land the subject of the Mining Tenements, the existence of which sites and objects may preclude or limit mining activities in certain areas of the Mining Tenements. Further, the disturbance of such sites and objects is likely to be an offence under the applicable legislation, exposing the Company to fines and other penalties.

8. **Qualifications**

While the status of the Mining Tenements is dealt with in detail in the Schedule, the Notes and the Footnotes, we point out by way of summary, that:

- (a) we have assumed the results of the searches which we have made or caused to be made of the Registers established and maintained pursuant to the WA Mining Act and are accurate;
- (b) we have relied on the accuracy of the Registers maintained by the WA Department and the NNTT; and
- (c) the holding of the Mining Tenements is subject to compliance with their terms and conditions and the provisions of the WA Mining Act.

9. **Consent**

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

Blakiston & Crabb have consented to the inclusion of this report in the Prospectus in the form and context in which it is included and have not withdrawn that consent before the lodgement of the Prospectus with ASIC.

Yours faithfully

A handwritten signature in cursive script that reads "Blakiston & Crabb".

Blakiston & Crabb

SCHEDULE

Tenement No and Type	Holder/ Applicant and No of Shares Held	Area	Status	Grant Date	Expiry Date	Notes
Prairie Downs Project						
E52/1758	Hansen 85/100ths Styles 15/100ths	68 blocks	Live	10/12/2004	9/12/2009	1-8, 20, 23, 24 & 25
Copper Mine Bore Project						
E08/1436	Hansen 50/100ths Styles 50/100ths	19 blocks	Live	24/9/2004	23/9/2009	1-7, 21, 23, 24 & 26
Longreach Well Project						
E09/1154	Hansen 50/100ths Styles 50/100ths	5 blocks	Live	10/1/2005	9/1/2010	1-7, 9-18, 22, 23, 24 & 27
Perenjori Project						
E59/1144	Hansen 50/100ths Styles 50/100ths	2 blocks	Pending	Applied for 30/9/2003		19, 23 & 24

KEY

Parties

Hansen = Mark Christian Hansen
 Styles = Glenn Rodrick Styles

Codes

E = Exploration Licence

Notes

1. The licensee's attention is drawn to the provisions of the *Aboriginal Heritage Act 1972*, the *Environmental Protection Act 1986* and the *Environmental Protection (Clearing of Native Vegetation) Regulations 2004*.
2. All surface holes drilled for the purpose of exploration are to be capped, filled or otherwise made safe after completion.

3. All costeans and other disturbances to the surface of the land made as a result of exploration, including drill pads, grid lines and access tracks, to be backfilled and rehabilitated to the satisfaction of the Environmental Officer of the WA Department. Backfilling and rehabilitation being required no later than 6 months after excavation unless otherwise approved in writing by the Environmental Officer of the WA Department.
4. All waste materials, rubbish, plastic sample bags, abandoned equipment and temporary buildings to be removed from the mining tenement prior to or at the termination of exploration programme.
5. Unless the written approval of the Environmental Officer of the WA Department is first obtained, the use of scrapers, graders, bulldozers, backhoes or other mechanised equipment for surface disturbance or the excavation of costeans is prohibited. Following approval, all topsoil to be removed ahead of mining operations and separately stockpiled for replacement after backfilling and/or completion of operations.
6. The licensee is to notify the holder of any underlying pastoral 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.
7. The 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 lease details of the grant or transfer.
8. No interference with Geodetic Survey Station NWM28 and mining within 15 metres thereof being confined to below a depth of 15 metres from the natural surface.
9. The prior written consent of the Minister for State Development being obtained before commencing mining on Natural Gas Pipeline Purposes Reserve 41367.
10. No interference with Geodetic Survey Station KRE17 and KRE18 and mining within 15 metres thereof being confined to below a depth of 15 metres from the natural surface.
11. No mining within 25 metres of either side of the Gas pipelines contained within FNA's 1370, 3259 and 3928 as shown in TENGRAPH ("**Safety Zone**").

12. 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 State Mining Engineer.
13. 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 without the prior approval of the operators of the Gas pipelines.
14. The licensee shall not excavate, drill, install, erect, deposit or permit 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 consent of the State Mining Engineer.
15. No explosives being used or stored within one hundred and fifty (150) metres of the Gas pipelines without the prior written consent of the State Mining Engineer.
16. Mining on the Safety Zone being confined to below a depth of 50 metres from the natural surface unless otherwise approved by the State Mining Engineer.
17. The rights of ingress to and egress from the Safety Zone being at all times preserved for employees, contractors and agents of the operators of the Gas pipelines.
18. Such further conditions as may from time to time be imposed by the Minister for State Development for the purpose of protecting the Gas pipelines.
19. This licence was recommended for grant on 21 November 2003.
20. Part of the area of this licence is subject to the Nharnuwangga Wajarri & Ngarlawangga finalised and fully determined native title claim (WAD72-75 of 1998; WC99/13). An Indigenous Land Use Agreement (Tribunal File Number WIA2000/001) has been entered into which affects only part of the area of this licence. Part of the licence area is also subject to the Ngarlawangga registered (but not yet determined) native title claim (WAD78/05; WC05/03)
21. The area of this licence is subject to the Thalanyji registered native title claim (WAD6113/98; WC99/45).
22. The area of this licence is subject to the Gnulli registered native title claim (WAD6161/98; WC97/28).
23. We are advised that the Company will acquire an indirect interest in this Mining Tenements by acquiring the company that is entitled to acquire this Mining Tenement. We have not been asked to review the relevant agreements pursuant to which the Company will acquire that interest and

make no comment as to the efficacy of those agreements. We understand that the agreements are dealt with elsewhere, namely in section 9.4 of this prospectus.

24. The entire area of E59/1144, and the majority of the areas of the remaining licences overlie pastoral leases. The occupier of a pastoral lease is entitled to receive compensation from the holder of the tenement for any damage to improvements on that land and resulting loss caused by the holder and any substantial loss of earnings resulting or arising from mining by the holder.
25. This tenement is the subject of an aboriginal heritage survey agreement with the Nharnuwangga Wadjari and Ngarla People which requires the tenement holder to carry out work programme clearance surveys prior to carrying out any activities on the tenement.
26. This tenement is the subject of a native title and aboriginal heritage survey agreement with the Thalanyji People whereby the Thalanyji People are entitled to receive an annual cash payment during the life of the tenement, and the tenement holder must conduct a heritage clearance survey prior to commencing any ground disturbing activities on the tenement.
27. This tenement is the subject of an aboriginal heritage survey agreement with the Gnulli People which requires the tenement holder to conduct a heritage clearance survey prior to commencing any ground disturbing activities on the tenement unless those activities are low impact activities (as defined in the agreement).

Section 8

Risk Factors

8.1 Introduction

This Section identifies the areas the Directors regard as the major risks associated with an investment in the Company. Investors should be aware that an investment in the Company involves many risks, which may be higher than the risks associated with an investment in other companies. Intending investors should read the whole of this Prospectus in order to fully appreciate such matters and the manner in which the Company intends to operate before any decision is made to apply for Shares or Options.

There are numerous widespread risks associated with investing in any form of business and with investing in the share market generally. There is also a range of specific risks associated with the Company's business and its involvement in the exploration and mining industry. These risk factors are largely beyond the control of the Company and its Directors because of the nature of the proposed business of the Company. The following summary, which is not exhaustive, represents some of the major risk factors which potential investors need to be aware of.

8.2 General Investment Risk Factors

Factors such as inflation, currency fluctuation, interest rates, market sentiment and commodity prices may have a significant impact on the Company's future revenues. The impact of those factors on the Company's future profitability is to a large extent beyond the control of the Company.

8.3 General Economic Risk

Changes in the general economic climate in which the Company operates may adversely affect the financial performance of the Company. Factors which contribute to that general economic climate include:

- contractions in the world economy or increases in the rate of inflation resulting from domestic or international conditions (including movements in domestic interest rates and reduced economic activity);
- the level of direct or indirect competition against the Company;
- international currency fluctuations;
- new or increased government taxes or duties or changes in taxation laws; and
- changes in government regulatory policy affecting the industry in which the Company operates and further regulation of the industry generally.

8.4 General Exploration and Development Risks

The future viability and profitability of the Company as an exploration and mining company will be dependent on a number of factors, including, but not limited to, the following:

- commodity prices and exchange rates and in particular the price of zinc and lead;
- risks inherent in exploration and mining including, among other things, successful exploration and identification of ore reserves, satisfactory performance of mining operations and competent management;
- a number of assumptions have been used by the Independent Geologist in the Independent Geologist's Report. If any of these assumptions are incorrect, whether positive or negative, this will have an effect on any estimates which have been made. Investors must read these assumptions in detail in order to fully understand the manner in which the estimates have been arrived at;
- risks associated with obtaining grant of any mining tenements which are applications or renewal of tenements upon expiry of their current term;
- risks associated with not being able to agree on the terms of appropriate land access arrangements, land owners thereby jeopardising the grant of a mining lease over existing exploration tenements;
- the risk of material adverse changes in government policies or legislation affecting the level of mining and exploration activities, in particular the transitional requirements to bring the land holding under the new mining legislation and the introduction of State imposed royalties;
- environmental management issues with which the Company may be required to comply from time to time;
- poor weather conditions over a prolonged period which might adversely affect mining and exploration activities and the timing of earning revenues;
- unforeseen major failures, breakdowns or repairs required to key items of mining plant and equipment or mine structure resulting in significant delays, notwithstanding regular programs of repair, maintenance and upkeep;
- risks associated with projected continuity of an ore deposit, fluctuations in grades and values of the product being mined, and unforeseen operational and technical problems;
- risks associated with the grant of approvals required to commence a mining operation, including environmental approvals and the grant of suitable water licences, which may be secured outside anticipated time frames or not at all;
- accuracy of capital estimates in the current environment have proven in many cases to be understated. In addition the escalating cost of plant and equipment may make the projects uneconomic; and
- operating costs are increasing in Western Australia for both materials and labour due to shortages. Rising costs may make the projects uneconomic.

If exploration or mining programmes prove to be unsuccessful, this could result in a diminution of the value of the tenements which could have a negative impact on the Company's share price. In the event that programmes yield negative results, tenements may be relinquished either in total or in part thereof and/or the Company may cease funding, even though a viable mineral deposit may be present, but undiscovered.

The Company may also be exposed to risks associated with the financial failure or default by a participant in the Prairie Downs Project or any of the joint ventures or other contractual relationships to which the Company is, or may become, a party.

8.5 Resource estimates

Resource estimates are not precise, being based on knowledge, experience and industry practice. They may change significantly when new information becomes available. The Company's Prairie Downs Project contains resources which have yet to be adequately tested to prove economic viability.

8.6 Environmental risks

The Company will be subject to environmental regulations. Non-compliance with these could result in a cessation of production and in substantial liabilities.

8.7 Development capital

The proposed pre-feasibility study on the Prairie Downs Project and operating costs will reduce the cash reserves of the Company, which may not be replaced through the Company's proposed project financing. Any eventual mining operations may prove unsuccessful or perform below the expected acceptable base levels. The Company would then be dependent on seeking development capital elsewhere, through equity, debt or joint venture financing, to support its operations.

8.8 Share market conditions

The price of the Company's Shares and Options, when quoted on ASX, will be influenced by international and domestic factors. Should these produce a negative effect on the Share and Option price, this may also affect the Company's ability to raise development capital.

In addition, there is no guarantee that ASX will exercise its discretion to lift the suspension of the Company's Existing Shares and admit to quotation the Shares and Options offered under this Prospectus.

8.9 Acts of terrorism and outbreak of international hostilities

Acts of terrorism or an outbreak of international hostilities may adversely affect the operations of the Company or more generally the operation of global markets, including the stock market.

8.10 Commodity prices

Commodity prices, including the market price of lead, zinc, gold, nickel and other minerals, may substantially impact on the economics of mining projects and hence on exploration and development programs, and consequently on the value of the Company's Share price. Commodity prices react to the economic climate, market forces of supply and demand and other factors beyond the Company's control.

8.11 Financial risks

The Company has limited financial resources. Further development of one or more of the Company's prospects (beyond that described in Section 1) will be dependent upon the Company's ability to obtain future funding. There can be no assurance that such funding required by the Company will be made available to it and, if such funding is available, that it will be offered on reasonable terms.

8.12 Government

The impact of actions by the Australian Federal and State governments may affect the Company's operations, including matters such as land access, compliance with environmental regulation, taxation and royalties. Mining industry activities are subject to discretionary regulations and approvals. The introduction of any new legislation or regulations could have an adverse affect on the Company's operations.

8.13 Insurance risk

The Company as a participant in exploration programmes, may become subject to liability for hazards which cannot be insured against or against which it may elect not to be insured because of high premium costs or other reasons. The Company may incur liabilities to third parties (in excess of any insurance cover) arising from pollution or other damage or injury.

8.14 Personnel

The success of the Company's existing and proposed operations depends to some extent on the ability of the Company to attract and retain qualified and capable staff and consultants to perform geological, exploration, analytical, geotechnical, engineering, metallurgical and mining work. In the current tight worldwide conditions for mining personnel, attracting and retaining appropriately experienced staff is particularly difficult.

8.15 Uncertainties of nature

The Company's activities are subject to uncertainties of nature including natural disasters and extreme weather conditions.

8.16 Native title

The Company's mining titles have been validly granted to it. However, there can be no guarantee that some of those mining titles will not be challenged or impaired, or that claims for compensation will not be made under the *Native Title Act 1993 (Cth)*. While all of the granted Tenements (as well as the application E59/1144) relate to land which is currently the subject of native title claims the Board considers that the clearances, consents and approvals that may be required by the Company in relation to native title, heritage, environmental and related matters are not materially difference to those confronting any entity conducting exploration in similar parts of Western Australia.

8.17 Litigation

Legal proceedings may arise from time to time in the course of the Company's business and, depending on the outcome of such proceedings, the Company may be exposed to liabilities.

8.18 Other risks

The future viability and profitability of the Company is also dependent on a number of other factors affecting performance of all industries and not just the exploration and mining industries, including, but not limited to, the following:

- financial failure or default by a participant in any of the joint ventures or other contractual relationships to which the Company is, or may become, a party;
- insolvency or other managerial failure by any of the contractors used by the Company in its activities; and

- industrial disputation in Australia and overseas.

8.19 Speculative nature of investment

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Shares and Options offered under this Prospectus.

Therefore, the Shares and Options to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Shares or Options.

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for Shares and Options in the Company.

Section 9

Additional Information

9.1 Incorporation

The Company was incorporated on 27 June 1957.

9.2 Company Tax Status and Financial Year

The Company is taxed in Australia as a public company.

The financial year of the Company ends on 30 June annually.

9.3 Legal Proceedings

The Directors are not aware of any litigation of a material nature pending or threatened which may significantly affect the Company.

9.4 Material Contracts

Set out below is a brief summary of certain contracts which have been entered into by the Company and which have been identified as material and relevant to potential investors. To fully understand all rights and obligations of a material contract it would be necessary to review each contract in full and these summaries should be read in that light.

(a) Letter Agreement

Pursuant to an agreement dated the 30th of March 2005 between Mineral Investments and the Vendors as varied by a deed of variation dated the 27th day of May 2005 between those parties, Mineral Investments acquired from the Vendors 100% unencumbered rights, title and interest to all “base and other metals” (defined in the Letter Agreement to mean aluminum, barium, cadmium, cobalt, copper, gold, iron, lead, lithium, magnesium, manganese, molybdenum, nickel, platinoids, silver, tantalum, tin, titanium, tungsten, uranium, vanadium and zinc) that are discovered on or under and recovered from the Tenements.

To effectuate and facilitate the vesting of the rights acquired by Mineral Investments pursuant to the Letter Agreement it also provides that the Vendors will apply for and transfer to Mineral Investments any relevant tenement that is required under the Mining Act in order to enable Mineral Investments to mine and recover “base and other metals” from and below the land that is the subject of the Tenements.

Under the Letter Agreement Mineral Investments is authorised as contemplated under Section 66 of the Mining Act, to enter and re-enter upon the land the subject of the Tenements with such employees, vehicles, machinery and equipment as Mineral Investments deems necessary to fully exploit its rights granted under the Letter Agreement.

Under the Letter Agreement Mineral Investments is authorised as contemplated under Section 66 of the Mining Act, to enter and re-enter upon the land the subject of the Tenements with such employees, vehicles, machinery and equipment as Mineral Investments deems necessary to fully exploit its rights granted under the Letter Agreement.

Under the Letter Agreement Mineral Investments acquires from the Vendors 100% of the right, title and interest in the Tenements free of encumbrances subject to the obtaining of any necessary consent of the Minister under the Mining Act.

The consideration for the acquisition by Mineral Investments of its interests in the Tenements pursuant to the Letter Agreement was the issue of the Mineral Investments Shares to the Vendors.

(b) Heads of Agreement

Pursuant to an agreement dated the 6th day of May 2005 between the Company, Mineral Investments and the Vendors the parties to the Heads of Agreement agreed to implement the various steps required in order to effect:

- (a) The acquisition by the Company of 100% of Mineral Investments in consideration of the issue of the Consideration Securities by the Company to the Vendors;
- (b) The Consolidation;
- (c) The Capital Raising;
- (d) The issue of the Shareholder Options;
- (e) The reconstruction of the Board as contemplated in this Prospectus;
- (f) The change of the Company's name to "Prairie Downs Metals Limited".

The obligations under the Heads of Agreement are conditional upon the execution of the Letter Agreement and the Share Sale Agreement, the Capital Raising being completed, the satisfaction of all of the ASX Requirements, and the obtaining of all necessary approvals at the Shareholders' Meeting.

Shares will only be issued under this Prospectus if Completion occurs as contemplated by the Heads of Agreement. Completion under the Heads of Agreement will, in turn, occur upon the occurrence of the various steps and the satisfaction of the various conditions outlined above.

(c) Share Sale Agreement

As contemplated by the Heads of Agreement the Vendors and ICW entered into the Share Sale Agreement on the 1st day of July 2005.

(c) Mandate Letter

Under the Share Sale Agreement the Vendors agree to sell and assign all right, title and interest in the Mineral Investments Shares to the Company as from Completion such that from Completion the Company will own all of the issued capital in Mineral Investments.

Pursuant to a letter from Patersons Securities Limited (“**Patersons**”) accepted by the Company on 13 April 2005 (“**Mandate**”), Patersons has been engaged to act as the Lead Manager to the Offers.

The Lead Manager’s obligations are conditional on (amongst other conditions):

1. Patersons reviewing and being satisfied with the due diligence program undertaken by the Company;
2. the Company finalising this Prospectus to Paterson's reasonable satisfaction;
3. shareholders approving the issue of Shares and Options pursuant to the Offers as well as the other Resolutions; and
4. compliance of the Offers and the Prospectus with the Listing Rules, the Constitution and the Corporations Act.

The Lead Manager is entitled to receive from the Company a Lead Manager fee of \$50,000, a management fee of 1% of the total funds raised under the Offers as well as a lodgement/selling fee of 4% on the total funds raised by Patersons under the Offers. Patersons is also entitled to be reimbursed for all reasonable out of pocket expenses incurred in carrying out its engagement.

It is a condition of Patersons participation in the engagement that the Company has agreed to indemnify and keep indemnified the Lead Manager, its directors, agents and staff against all liabilities, obligations, losses, damages, fees or expenses of any kind in any way relating to the Offers.

Patersons may terminate the Mandate if (amongst other conditions):

- A. the Australian equity market conditions or ASX trading conditions are such that in the bona fide judgement of Patersons they are not conducive to the completion of the Offers or events beyond the control of either the Company or Patersons are so material or adverse so as to make it impracticable or inadvisable to proceed with the Offers;
- B. there is a material adverse change in the assets, liabilities or financial position of the Company;
- C. default by the Company under the terms of the Mandate;
- D. a Director of the Company is charged with an indictable offence or is disqualified from acting as a director of a corporation; or
- E. there is a suspension or material limitation in trading in securities generally on ASX.

The Company has also provided standard representations and warranties to Patersons.

(e) Employment Services Agreement – Market Capital Pty Ltd

The Company has entered into an Employment Services Agreement with Market Capital Pty Ltd setting out the terms for engaging Mr Mark Christian Hansen to provide services in the capacity as the Company’s Managing Director and is conditional upon completion of the acquisition of Mineral Investments Pty Ltd.

The Employment Agreement is for a minimum term of one year unless terminated earlier in accordance with the terms of the Employment Agreement and commenced on 1 May 2005. The directors of ICW at their discretion may extend the term of the Employment Agreement by a further one year period.

The Executive is employed on a full time basis and must perform the duties and exercise the powers as determined from time to time by the Board. In particular, the Executive's duties include the day to day management of the Company, negotiating joint venture and other arrangements with third parties, advising the Board on the strategic direction of the Company, assessing new opportunities and risks and monitoring the operating performance of the Company.

The Company must pay Market Capital Pty Ltd a gross monthly service fee of \$20,000 (exclusive of GST).

The Board may also pay the Executive such bonuses as it determines in its absolute discretion from time to time. The Board will also reimburse the Executive for certain expenses, provided they have been properly incurred.

The Company may terminate the Employment Agreement immediately on grounds of misconduct.

9.5 General Meeting of Shareholders

The acquisition of a 100% interest in Mineral Investments Pty Ltd and its portfolio of base metals projects located within Western Australia, constitutes a significant change in the nature of the Company's activities and in accordance with Chapter 11 of the Listing Rules, the Company will seek shareholder approval at a general meeting to be held on 12 September 2005. A brief description of resolutions to be put to shareholders at the meeting follows:

- (a) The number of issued Shares in the capital of the Company be converted from 76,251,898 to 8,970,810 Shares;
- (b) The allotment and issue of 8,000,000 Shares and 2,000,000 Options to the Vendors;
 - ii. The allotment and issue of up to a maximum of 17.5 million Shares together with 17.5 million free attaching Options; and
 - iii. The name of the Company be changed to "Prairie Downs Metals Limited".

Each of the Resolutions (other than the change of name Resolution) is subject to and conditional upon the passage of each of the other Resolutions.

9.6 Deed of Indemnity and Insurance and Access

The Company has entered into deeds of indemnity and insurance and access with each of the Directors of the Company. Pursuant to these deeds, the Company has undertaken:

- (a) to indemnify each Director against liabilities incurred by the Director whilst acting in his capacity as a Director of the Company;
- (b) to maintain a complete set of the Company's Board papers and make them available to each Director for a period of seven years after the Director has ceased to be a Director; and

- (c) to do all it can to obtain and maintain directors' and officers' liability insurance cover in favour of each Director for seven years after the Director has ceased to be a Director. Due to the nature of the Company's activities prior to the proposed acquisition of Mineral Investments Pty Ltd, the Company was not able to obtain directors' and officers' liability insurance cover.

9.7 Rights Attaching to Shares

There is only one class of share on issue in the Company being fully paid ordinary shares. The rights attaching to Shares in the Company are:

- (a) set out in the Constitution, a copy of which is available for inspection at the registered office of the Company during normal business hours; and
- (b) in certain circumstances, regulated by the Corporations Act, the Listing Rules, the SCH Business Rules and the general law.

The following is a summary of the principal rights of the holders of Shares in the Company.

Voting

Every holder of shares present in person or by proxy, attorney or representative at a meeting of shareholders has one vote on a vote taken by a show of hands, and, on a poll every holder of shares who is present in person or by proxy, attorney or representative has one vote for every fully paid share held by him or her, and a proportionate vote for every partly paid share, registered in such shareholder's name on the Company's share register.

A poll may be demanded by the Chairman of the meeting, by any five shareholders present in person or by proxy, attorney or representative, or by any one or more shareholders who are together entitled to not less than five percent of the total voting rights of, or paid up value of, the shares of all those shareholders having the right to vote at that meeting.

Dividends

Dividends are payable out of the Company's profits and may be declared by the Directors.

Transfer of Shares

A shareholder may transfer shares by a market transfer in accordance with any computerised or electronic system established or recognised by ASX or the Corporations Act for the purpose of facilitating transfers in shares or by an instrument in writing in a form approved by ASX or in any other usual form or in any form approved by the Directors.

The Directors of the Company may refuse to register any transfer of shares, other than a proper SCH transfer (as defined in the Corporations Act), where permitted by the Listing Rules. The Company must not refuse to register or give effect to or delay or in any way interfere with a proper SCH transfer of shares or other securities.

Meetings and Notice

Each shareholder is entitled to receive notice of and to attend general meetings of the Company and to receive all notices, accounts and other documents required to be sent to shareholders under the constitution of the Company, the Corporations Act or the Listing Rules.

Liquidation Rights

The Company will have only one class of shares on issue, which all rank equally in the event of liquidation. Once all the liabilities of the Company are satisfied, a liquidator may, with the authority of a special resolution of shareholders divide the whole or any part of the remaining assets of the Company. The liquidator can with the sanction of a special resolution of the Company's shareholders vest the whole or any part of the assets in trust for the benefit of shareholders as the liquidator thinks fit, but no shareholder of the Company can be compelled to accept any shares or other securities in respect of which there is any liability.

Shareholder Liability

As the Shares under Offer pursuant to the Prospectus are fully paid shares, they are not subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

Alteration to the Constitution

The Constitution can only be amended by a special resolution passed by at least three quarters of shareholders present and voting at the general meeting. At least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

ASX Listing Rules

Despite anything in the Constitution, if the Listing Rules prohibit an act being done, the act must not be done. Nothing in the Constitution prevents an act being done that the Listing Rules require to be done. If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the Listing Rules require the Constitution to contain a provision or not to contain a provision the Constitution is deemed to contain that provision or not to contain that provision (as the case may be). If a provision of the Constitution is or becomes inconsistent with the Listing Rules, the Constitution is deemed not to contain that provision to the extent of the inconsistency.

9.8 Rights Attaching to Options

The terms and conditions of the Options which are offered pursuant to this Prospectus are as follows:

The Options entitle the holder to subscribe for Shares on the following terms:

- (a) each Option is exercisable on or before 5.00 pm Perth time on 31 May 2008;
- (b) The Options held by each holder can be exercised in whole or in part, and if exercised in part multiples of 500 must be exercised on each occasion;
- (c) The exercise price of each Option is 25 cents in cash;
- (d) The Optionholder will be permitted to participate in any new pro-rata issue of securities of the Company on prior exercise of the Options in which case the Optionholder will be afforded the period of at least 9 Business Days prior to and inclusive of the record date to determine entitlements to the issue to exercise the Options;

- (e) The Options do not confer on the holder any right to participate in dividends until Shares are allotted pursuant to the exercise of the Options;
- (f) In the event of a reorganisation of the issued capital of the Company, the Options will be reorganised in accordance with the Listing Rules (if applicable) and in any case in a manner which will not result in any benefits being conferred on Optionholders which are not conferred on Shareholders;
- (g) The number of Shares to be issued pursuant to the exercise of Options will be adjusted for bonus issues made prior to exercise of the Options so that, upon exercise of the Options the number of Shares received by the Optionholder will include the number of bonus Shares that would have been issued if the Options had been exercised prior to the record date for the bonus issues. The exercise price of the Options shall not change as a result of any such bonus issues;
- (h) Application will be made for the Options to be granted quotation by ASX;
- (i) Subject to paragraph (g) above the Options do not confer on the holder any right to a change in the exercise price of the Options or a change to the number of underlying securities over which the Options can be exercised.

9.11 Rights Attaching to Existing Director Options

A summary of the terms and conditions of the Existing Director Options are set out below:

After the 1 for 8.5 Consolidation contemplated in the Resolutions, the Existing Director Options entitle the holder to subscribe for Shares on the following terms:

- (a) Each Option entitles the holder to subscribe for and be allotted one Share at an issue price of 21.25 cents.
- (b) The Options are exercisable at any time prior to 5.00 pm WST time on 31 December 2006 by notice in writing to the Company accompanied by payment of the exercise price.
- (c) Subject to the Corporations Act, the Listing Rules and the Company's Constitution, the Options are freely transferable. Application will not be made to ASX for official quotation of the Options.
- (d) Shares will be allotted and issued pursuant to the exercise of Options following receipt of a properly executed notice of exercise of the Options and payment of the requisite application monies.
- (e) Shares issued upon exercise of the Options will rank equally in all respects with the other quoted Shares then on issue. The Company will apply for official quotation by ASX of all Shares issued upon exercise of the Options, subject to the requirements of the Listing Rules.
- (f) There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered or made to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes for determining entitlements to any such issue, the record date will be at least nine days after the issue is announced as is prescribed by the Listing

Rules. This will give optionholders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

- (g) In the event of any new or bonus issues, there are no rights to a change in the exercise price or the number of underlying securities over which the Options can be exercised.
- (h) In the event of any re-organisation (including a consolidation, sub-division, reduction or return) of the issued capital of the Company on or prior to the expiry date, the rights of the optionholder will be changed to the extent necessary to comply with the applicable Listing Rules at the time of re-organisation.
- (i) The Company will as required by the Listing Rules send notice to the optionholders stating the name of the optionholder, the number of the Options held and the number of Shares to be issued on exercise of the Options, the exercise price, the due date for payment, and the consequence of non-payment.

9.12 Director's Interests

Except as disclosed in this Prospectus, no Director holds, or during the last two years has held, any interest in:

- (a) the formation or promotion of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offers; or
- (c) the Offers;

and no amounts of any kind (whether in cash, Shares or otherwise) have been paid or agreed to be paid to any Director to induce him or her to become, or to qualify as, a director, or otherwise for services rendered by him or her in connection with the formation or promotion of the Company or the Offers.

Shareholding Qualifications

The Directors are not required to hold any shares in the Company under the constitution of the Company.

Directors' Holdings

Set out in the table below are details of each of the Directors' relevant interests in the securities of the Company as at the date of this Prospectus adjusted for the Consolidation:

Director	Relevant Interest in Shares (Post Consolidation)	Relevant Interest in Options (Post Consolidation)
Jeremy David Shervington	411,764	235,294
Alec Christopher Pismiris	238,235	235,294
Adam Rankine-Wilson	472,289	235,294
Geoffrey Ernest Lambert	317,647	235,294

Note 1: The Company will hold a General Meeting of Shareholders on 12 September 2005 seeking approval for the issue of 7,120,000 fully paid ordinary shares and 1,780,000 Options to Mr Hansen a proposed director of the Company.

Note 2: On the Shareholders of the Company passing the Resolution to consolidate the capital of the Company on a 1 for 8.5 basis the number of Existing Options on issue will be reduced on the basis of 1 Existing Option for every 8.5 Existing Options held and the exercise price increased by a factor of 8.5.

Directors may subscribe for Shares and Options under this Prospectus.

Remuneration of Directors

The Constitution provides that the Directors may collectively be paid as remuneration for their services a fixed sum not exceeding the aggregate maximum sum per annum from time to time determined by the Company in general meeting (currently \$150,000).

A Director may be paid fees or other amounts as the Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. A Director may also be reimbursed for out of pocket expenses incurred as a result of their directorship or any special duties.

Details of Directors' remuneration which has accrued since 1 April 2003 to 31 March 2005 is as follows:

Director	Base Salary / Fees \$	Superannuation \$	Equity Based \$	Other \$	Total \$
Jeremy David Shervington	44,037	3,963	38,660	Nil	86,660
Alec Christopher Pismiris ¹	48,000	Nil	38,660	20,000	106,660
Adam Rankine-Wilson	44,037	3,963	38,660	Nil	86,660
Geoffrey Ernest Lambert	22,103	2,014	34,500	Nil	58,617

Note 1: Other includes fees of \$20,000 (exclusive of goods and services tax) paid to ACP Investments Pty Ltd., of which Mr Pismiris is a director and shareholder, for the provision of company secretarial services to the Company.

Details of Directors' remuneration for the period 1 April 2005 to 30 June 2005 is as follows:

Director	Base Salary / Fees \$	Superannuation \$	Equity Based \$	Other \$	Total \$
Jeremy David Shervington	5,504	496	Nil	Nil	6,000
Alec Christopher Pismiris ¹	6,000	Nil	Nil	5,000	10,000
Adam Rankine-Wilson	5,504	496	Nil	Nil	6,000
Geoffrey Ernest Lambert	5,504	496	Nil	Nil	6,000

Note 1: Other includes fees of \$5,000 (exclusive of goods and services tax) expected to be paid to ACP Investments Pty Ltd., of which Mr Pismiris is a director and shareholder, for the provision of company secretarial services to the Company.

It is proposed that as from Completion the non-executive Directors fees will be increased to market levels.

Proposed Director's Holdings

The Company will seek shareholder approval at a General Meeting to be held on 12 September 2005 for the acquisition of a 100% interest in Mineral Investments Pty Ltd. Mr Hansen is a director and shareholder of Mineral Investments Pty Ltd. If shareholders approve all resolutions at the general meeting, Mr Hansen will be appointed a director of ICW and will be entitled to receive 7,120,000 Shares and 1,780,000 Options as consideration for his interest in Mineral Investments Pty Ltd.

The following tables set out the Relevant Interest that Mr Hansen may have following the completion of the Offers made under this Prospectus and the acquisition of Mineral Investments Pty Ltd:

- (a) the Round Up, Priority and Public Offers are fully subscribed:

Issued Capital	Mark Hansen's Shareholding	Percentage of Issued Shares
29,470,810	7,120,000	24.16%

- (b) the Round Up, Priority and Public Offers are fully subscribed and \$1 million in Oversubscriptions are accepted:

Issued Capital	Mark Hansen's Shareholding	Percentage of Issued Shares
34,470,810	7,120,000	20.65%

Note 1: The tables above do not take account of the 1,780,000 Options that Mr Hansen will receive as part consideration for his interest in Mineral Investments Pty Ltd.

Related party Transactions

The following related party transaction took place in connection with due diligence investigations conducted on several potential investment opportunities that were considered by the Company during the year.

Fearis Salter Power Shervington Solicitors, of which Mr Shervington was a partner, was paid fees of \$41,147 during the year under normal terms and conditions for the provision of legal services at normal commercial rates.

The above transactions were entered into on arms length commercial terms.

Other Interests

As noted in Section 9.5, the Company has entered into Deeds of Indemnity and Access with each of the Directors.

9.13 Interests of Named Persons

Except as disclosed in this Prospectus, no promoter or other person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus holds, or during the last two years has held, any interest in:

- (a) the formation or promotion of the Company; or

- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offers; or
- (c) the Offers;

and no amounts of any kind (whether in cash, Shares or otherwise) have been paid or agreed to be paid to a promoter or any person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus for services rendered by that person in connection with the formation or promotion of the Company or the Offers.

Patersons Securities Limited has acted as Lead Manager in relation to the Offers. For these services, the Company will pay a Lead manager Fee of \$50,000, a management fee of one percent and a lodgement and selling fee of four percent on the amount raised under the Offers by Patersons Securities Limited. Patersons Securities Limited was paid \$26,469.27 in fees in relation to the Offers under the prospectus dated 27 November 2003. In addition, Patersons Securities Limited holds as principal (on a reconstructed basis) 1,047,103 Post Consolidation Shares.

A firm of which Mr Shervington is a principal has acted as solicitors to the Offers and in that capacity has been involved in undertaking due diligence enquiries in relation to the Prospectus, legal documentation, and providing legal advice to the Company in relation to the Offers. The Company will pay approximately \$25,000 to that firm for these services.

Snowden Mining Industry Consultants Pty Ltd has prepared the Independent Geological Report included in Section 5 of this Prospectus. In respect of this work the Company has agreed to pay approximately \$25,000 for these services.

Blakiston & Crabb has prepared the Solicitor's Report on the Tenements included in Section 7 of this Prospectus. In respect of this work the Company has agreed to pay approximately \$3,271.53 for these services.

Ernst & Young is acting as auditor and tax adviser to the Company. For the services for the two years ending June 2005 the Company has and will pay a total of \$32,720.

The amounts disclosed above are exclusive of any amount of goods and services tax payable by the Company in respect of those amounts.

9.14 Consents

Each of the parties referred to in this Section:

- (a) does not make, or purport to make, any statement in this Prospectus or on which a statement made in the Prospectus is based other than as specified in this Section;
- (b) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section; and
- (c) has not authorised or caused the issue of this Prospectus.

Snowden Mining Industry Consultants Pty Ltd has given its written consent to the inclusion in this Prospectus of its Independent Geological Report and all statements referring to it and to

the report in the form and context in which they are included and has not withdrawn such consent before lodgement of this Prospectus with the ASIC.

Blakiston & Crabb has given its written consent to the inclusion in this Prospectus of its Solicitors Report on Tenements and all statements referring to them and to that report in the form and context in which they are included and has not withdrawn such consent before lodgement of this Prospectus with the ASIC.

Mark Christian Hansen has given and, at the time of lodgement of this Prospectus, has not withdrawn, his consent to be named as a competent person (within the meaning of the JORC Code) who contributed to the information relating to the mineral resource estimates contained in this Prospectus and the inclusion of the references to him and to that information in the form and context in which they appear.

Glenn Rodrick Styles has given and, at the time of lodgement of this Prospectus, has not withdrawn, his consent to be named as a competent person (within the meaning of the JORC Code) who contributed to the information relating to the mineral resource estimates contained in this Prospectus and the inclusion of the references to him and to that information in the form and context in which they appear.

Jeremy Shervington has consented in writing to the references to him as Solicitor to the Issue in this Prospectus in the form and context in which they appear.

Messrs Ernst & Young have consented in writing to the references to them as auditors of the Company and to their audit review statement and audit report on the financial statements of the Company in the form and context in which they appear.

HLB Mann Judd have consented in writing to the references to them and to their review of the accounts of Mineral Investments in the form and context in which those references appear in this Prospectus.

Each of the following has consented to being named in the Prospectus in the capacity as noted below and to the references to them in this Prospectus in the form and context in which they appear and have not withdrawn such consent prior to the lodgement of this Prospectus with the ASIC:

- (i) Computershare Investor Services Pty Ltd as share registry for the Company;
- (ii) Patersons Securities Limited as Lead Manager;

There are a number of persons referred to elsewhere in this Prospectus who are not experts and who have not made statements included in this Prospectus. There are no statements made in this Prospectus on the basis of any statements made by those persons. These persons did not consent to being named in the Prospectus and did not authorise or cause the issue of the Prospectus.

9.15 Costs of the Offers

Assuming the Offers made pursuant to this Prospectus are fully subscribed including acceptance of Oversubscriptions, the total estimated costs of the Offers, including legal fees incurred, registration fees, fees for other advisers, Prospectus design, printing and advertising expenses and other miscellaneous expenses, will be approximately \$352,000 (exclusive of any goods and services tax which may be payable on that amount) comprising the following:

	\$
Lead Manager Fee	50,000
Management Fee	35,000
Lodgement & Selling Fee	140,000
Independent Geologists Report	25,000
Legal and related costs	25,000
Lodgement and Listing Fees	23,700
Printing and postage	33,300
Administration	20,000
Total Cost Estimate	352,000

9.16 Electronic Prospectus

Pursuant to Class Order 00/44 the ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus on the basis of a paper prospectus lodged with the ASIC and the issue of shares in response to an electronic Application Form, subject to compliance with certain provisions.

If you have received this Prospectus as an Electronic Prospectus please ensure that you have received the entire Prospectus accompanied by the Public Offer Application. If you have not, please contact the Company at email at alec@grnl.com.au or telephone +618 9321 1118 and the Company will send to you free, either a hard copy or a further electronic copy of the Prospectus or both.

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

Section 10

Directors' Responsibility Statement And Consent

The Directors state that they have made all reasonable enquiries and on that basis have reasonable grounds to believe that no statements made by the Directors in this Prospectus are misleading or deceptive and that in respect of any other statements made in this Prospectus by persons other than Directors, the Directors have made reasonable enquiries and on that basis have reasonable grounds to believe that persons making the statement or statements were competent to make such statements, those persons have given their consent to the statements being included in this Prospectus in the form and context in which they are included and have not withdrawn that consent before lodgement of this Prospectus with the ASIC.

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

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

Dated this 16th day of August 2005

A handwritten signature in black ink, consisting of a large, stylized 'J' followed by a series of loops and a long horizontal stroke.

Signed for and on behalf of
Investment Company Of The West Limited
by Jeremy David Shervington
Director

Section 11

Glossary of Terms

The following terms and abbreviations used in this Prospectus have the following meanings:

Acquisition Agreements	means the Share Sale Agreement, the Heads of Agreement and the Letter Agreement.
Applicant(s)	Person(s) who submit a valid Application Form pursuant to this Prospectus.
Application	A valid application made to subscribe for a specified number of Shares and Options pursuant to this Prospectus.
Application Form	Application Form accompanying this Prospectus.
ASIC	Australian Securities and Investments Commission.
ASTC	ASX Settlement and Transfer Corporation Pty Ltd.
ASX	Australian Stock Exchange Limited ACN 008 624 691.
ASX Requirements	means those of the requirements of the Listing Rules (particularly Chapters 1, 2 and 11) which (subject to any waivers that may be obtained) are required to be complied with in order for Completion to occur and for Shares to be reinstated to trading on ASX.
Board	The board of Directors.
Business Day	A day on which ASX is open for trading.
Capital Raising	Means the proposed issue of up to 17.5 million Shares and Options to raise up to \$3.5 million under this Prospectus.
CHESS	Clearing House Electronic Subregister System.
Company or ICW	Investment Company Of The West Limited to be renamed Prairie Downs Metals Ltd ABN 23 008 677 852.
Completion	means completion of the Transaction under and as contemplated by the Acquisition Agreements in accordance with the terms thereof.
Consideration Securities	Means 8 million Shares and 2 million Options to be issued to the Vendors under the Acquisition Agreements.
Consolidation	Means the conversion of the Existing Shares to 8,970,810 Shares pursuant to the passage of the relevant Resolution.
Constitution	The constitution of the Company.
Corporations Act	Corporations Act 2001 (Cth).
Directors	The Directors of the Company.
Existing Director Options, Existing Options and Director Options	8,000,000 Options to acquire Shares within an expiry date of 31 December 2006 with an exercise price of 2.5 cents (21.25 post Consolidation) cents issued on the terms and conditions set out in Section 9.9.

Electronic Prospectus	An electronic version of this Prospectus.
Eligible Shareholders	Existing Shareholders holding less than 10,000 post Consolidation shares.
Employment Agreement	Means the agreement described in Section 9.4(e).
Executive	Means Mr Mark Hansen.
Existing Shareholder	A Shareholder on the register of members as at 5.00 pm WST 12 July 2005 whose details appear on the register with an Australian address.
Existing Shares	The 76,251,898 Shares on issue at the date of this Prospectus and before Consolidation.
Exposure Period	The period of seven days after lodgement of this Prospectus which may be extended by the ASIC by not more than seven days pursuant to section 727(3) of the Corporations Act.
General Meeting	A general meeting of Shareholders convened for 12 September 2005.
Independent Geologist	Snowden Mining Industry Consultants Pty Ltd
Inferred Mineral Resource	Defined by the JORC Code as “that part of a Mineral Resource for which tonnage, grade and mineral content can be estimated with a low level of confidence. It is inferred from geological evidence and assumed but not verified geological and/or grade continuity. It is based on information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes which may be limited or of uncertain quality or reliability.”
Issue	The issue of Shares pursuant to this Prospectus.
JORC	The Australasian Code for Reporting of Mineral Resources and Ore Reserves of the Australasian Institute of Mining and Metallurgy.
Lead Manager	Patersons Securities Limited
Listing Rules	The official listing rules of ASX.
Mineral Investments	Mineral Investments Pty Ltd ACN 113 243 066.
Offers	The Round Up, Priority and Public Offers and Shareholder Offer the subject of this Prospectus.
Official List	The official list of ASX.
Opening Date	9.00 am WST on 30 August 2005.
Options	Options offered under this Prospectus to acquire Shares within an expiry date of 31 May 2008 with an exercise price of 25 cents on the terms and conditions set out in Section 9.8.
Post Consolidation Share	Shares after the Consolidation has been effected.
Priority Offer Application Form	The form so described which accompanies this Prospectus.
Priority Offer	A priority entitlement under this Offer to Existing Shareholders of the Company, as described in Section 2.3 of

	this Prospectus.
Priority Offer Closing Date	5.00pm WST on 20 September 2005.
Prospectus	This Prospectus and includes the Electronic Prospectus.
Public Offer Application Form	The form so described which is attached to or accompanies this Prospectus.
Public Offer	An offer to the public as described in Section 2.5.
Public Offer Closing Date	5.00pm WST on 27 September 2005.
Record Date	5.00pm WST on 23 August 2005
Resolutions	The resolutions to be put to Shareholders at the General Meeting including: (a) consolidate the Existing Shares and Existing Options on a 1 for 8.5 basis; (b) approve the acquisition of Mineral Investments Pty Ltd (c) approve the allotment and issue of Shares and Options offered under this Prospectus.
Round Up Offer Application Form	The form so described which accompanies this Prospectus.
Round Up Offer	A priority Offer to Eligible Shareholders of the Company, as described in Section 2.2.
Round Up Offer Closing Date	5.00pm WST on 20 September 2005.
SCH Business Rules	The SCH Business Rules as referred to in the Company's Constitution and which are now known as the ASTC Settlement Rules.
Section	A section of this Prospectus.
Share(s)	Fully paid ordinary share(s) in the Company.
Shareholder Options	The Options described in Section 9.8.
Shareholder Option Offer	The Offer described in Section 2.5.
Shortfall	The number of Shares comprising the difference between the Shares, subject to the Offers and the number of Shares for which valid Applications have been received by the Company prior to the respective Closing Dates.
Transaction	means the acquisition of Mineral Investments under the Acquisition Agreements and all associated transactions.
Vendors	Mr Mark Christian Hansen and Mr Glen Rodrick Styles.
WST	Western standard time.

Please read all instructions on reverse of this form

Share Registrars use only	
Broker reference – stamp only	
Broker code	Adviser Code

A	Number of Shares applied for (minimum 10,000 and then multiples of 1,000 Shares.)	B	Total amount payable cheque(s) to equal this amount

	at \$0.20 per Share =	A\$
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you may be allocated all of the Shares above or a lesser number

C Full name details title, given name(s) (no initials) and surname or company name

Name of Applicant 1

[illegible]

Name of Joint Applicant 2 or <account name>

[illegible]

Name of Joint Applicant 3 or <account name>

[illegible]

E Full postal address

Number/street

[illegible][illegible]

Suburb/town

State/postcode

Student town								State postcode							

G **CHESS HIN** (if applicable)[illegible]

H Cheque payment details please fill out your cheque details and make your cheque payable to "Investment Company Of The West Limited -Share Issue Account"

Drawer	Cheque number	BSB number	Account number	Total amount of cheque

I Return of this Public Offer Application Form with your cheque for the Application monies will constitute your offer to subscribe for Shares and Options in the Company. I/We declare that:

- (a) this Application is completed according to the declaration/appropriate statements on the reverse of this form and agree to be bound by the Constitution of the Company; and
- (b) I/we have received personally a copy of this Prospectus accompanied by or attached to this Public Offer Application Form or a copy of this Public Offer Application Form or a direct derivative of this Public Offer Application Form, before applying for Shares and Options.

No signature is required.

You should read the Prospectus dated 16 August 2005 carefully before completing this Public Offer Application Form. The Corporations Act prohibits any person from passing on this Public Offer Application Form (whether in paper or electronic form) unless it is attached to or accompanies a complete and unaltered copy of the Prospectus and any relevant supplementary prospectus (whether in paper or electronic form).

Guide to the Investment Company Of The West Limited Application Form

This Application Form relates to the Offer of a maximum of 10,000,000 Shares in Investment Company Of The West Limited at \$0.20 per Share together with one Option for every Share subscribed for with an exercise price of 25 cents on or before 31 May 2008, pursuant to the Prospectus dated 16 August 2005. The expiry date of the Prospectus is the date which is 13 months after the date of the Prospectus. The Prospectus contains information about investing in the Shares and Options of the Company and it is advisable to read this document before applying for Shares and Options. A person who gives another person access to this Public Offer Application Form must at the same time and by the same means give the other person access to the Prospectus, and any supplementary prospectus (if applicable). While the Prospectus is current, the Company will send paper copies of the Prospectus, and any supplementary prospectus (if applicable), and a Public Offer Application Form, on request and without charge.

Please complete all relevant sections of this Public Application Form using BLOCK LETTERS. These instructions are cross referenced to each section of this Public Application Form. Further particulars and the correct forms of registrable titles to use on this Public Application Form are contained below.

- A** Insert the number of Shares you wish to apply for. The Application must be for a minimum of 10,000 Shares and thereafter in multiples of 1,000 Shares.
- B** Insert the relevant amount of Application monies. To calculate your Application monies, multiply the number of Shares applied for by the sum of \$0.20
- C** Write the full name you wish to appear on the statement of shareholdings. This must be either your own name or the name of the company. Up to three Joint Applicants may register. You should refer to the table below for the correct forms of registrable title. Applicants using the wrong form of title may be rejected. Clearing House Electronic Sub-Register System (CHES) participants should complete their name and address in the same format as that are presently registered in the CHES system.
- D** Enter your Tax File Number (TFN) or exemption category. Where applicable, please enter the TFN for each Joint Applicant. Collection of TFN(s) is authorised by taxation laws. Quotation of your TFN is not compulsory and will not affect your Application.
- E** Please enter your postal address for all correspondence. All communications to you from the share registry will be mailed to the person(s) and address as shown. For Joint Applicants, only one address can be entered.
- F** Please enter your telephone number(s), area code, email address and contact name in case we need to contact you in relation to your Application.
- G** The Company will apply to ASX to participate in CHES, operated by ASTC, a wholly owned subsidiary of ASX. In CHES, the Company will operate an electronic CHES subregister of securities holdings and an electronic issuer sponsored subregister of securities holdings. Together the two subregisters will make up the Company's principal register of securities. The Company will not be issuing certificates to Application in respect of securities allotted. If you are a CHES participant (or are sponsored by a CHES participant) and you wish to hold securities allotted to you under this Application in uncertified form on the CHES subregister, complete Section G or forward your Public Application Form to your sponsoring participant for completion of this section prior to lodgement. Otherwise, leave Section G blank and on allotment, you will be sponsored by the Company and an SRN will be allocated to you. For further information refer to the relevant section of the Prospectus.
- H** Please complete cheque details as requested:
Make your cheque payable to "Investment Company Of The West Limited-Share Issue Account" in Australian currency and cross it "Not Negotiable". Your cheque must be drawn on an Australian Bank. The amount should agree with the amount shown in Section B. Sufficient cleared funds should be held in your account, as cheques returned unpaid are likely to result in your Application being rejected.
- I** Before completing this Public Offer Application Form the Applicant(s) should read the Prospectus to which the Application relates. By lodging this Public Offer Application Form, the Applicant(s) agrees that this Application is for Shares in the Company upon and subject to the terms of this Prospectus, agrees to take any number of Shares equal to or less than the number of Shares indicated in Section A that may be allotted to the Applicant(s) pursuant to the Prospectus and declares that all details and statements made are complete and accurate. It is not necessary to sign this Public Offer Application Form.

Correct form of Registrable Title

Note that only legal entities are allowed to hold Shares and Options. Applications must be in the name(s) of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and the surname is required for each natural person. The name of the beneficiary or any other non-registrable title may be included by way of an account designation if completed exactly as described in the example of correct forms of registrable title below:

Type of investor	Correct form of Registrable Title	Incorrect form of Registrable Title
Individual Use names in full, no initials	Mr John Alfred Smith	JA Smith
Minor (a person under the age of 18) Use the name of a responsible adult, do not use the name of a minor.	John Alfred Smith <Peter Smith>	Peter Smith
Company Use company title, not abbreviations	ABC Pty Ltd	ABC P/L ABC Co
Trusts Use trustee(s) name(s), do not use the name of the trust	Mrs Sue Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estates Use executor(s) personal name(s), do not use the name of the deceased	Ms Jane Smith <Est John Smith A/C>	Estate of late John Smith
Partnerships Use partners personal names, do not use the name of the partnership	Mr John Smith and Mr Michael Smith <John Smith and Son A/C>	John Smith and Son

Lodgement of Applications

Return your completed Public Offer Application Form with cheque(s) attached to:

Patersons Securities Limited
Level 23 , Exchange Plaza
2 The Esplanade
Perth WA 6000
AUSTRALIA

OR Patersons Securities Limited
GPO Box W2024
Perth WA 6840
AUSTRALIA

Public Application Forms must be received no later than 5.00pm WST time on 27 September 2005.

Guide to the Investment Company Of The West Limited Application Form

This Application Form relates to the Offer of a maximum of 2,500,000 Shares in Investment Company Of The West Limited at \$0.20 per Share together with one Option for every Share subscribed for with an exercise price of 25 cents on or before 31 May 2008, pursuant to the Prospectus dated 16 August 2005. The expiry date of the Prospectus is the date which is 13 months after the date of the Prospectus. The Prospectus contains information about investing in the Shares and Options of the Company and it is advisable to read this document before applying for Shares and Options. A person who gives another person access to this Round Up Offer Application Form must at the same time and by the same means give the other person access to the Prospectus, and any supplementary prospectus (if applicable). While the Prospectus is current, the Company will send paper copies of the Prospectus, and any supplementary prospectus (if applicable), and a Round Up Offer Application Form, on request and without charge.

Please complete all relevant sections of this Round Up Application Form using BLOCK LETTERS. These instructions are cross referenced to each section of this Round Up Application Form. Further particulars and the correct forms of registrable titles to use on this Round Up Offer Application Form are contained below.

- A** Insert the number of Shares you wish to apply for. The Application must be for a number of shares that increases the applicant's existing shareholding to a minimum of 10,000 Shares and thereafter in multiples of 1,000 Shares.
- B** Insert the relevant amount of Application monies. To calculate your Application monies, multiply the number of Shares applied for by the sum of \$0.20
- C** Write the full name you wish to appear on the statement of shareholdings. This must be either your own name or the name of the company. Up to three Joint Applicants may register. You should refer to the table below for the correct forms of registrable title. Applicants using the wrong form of title may be rejected. Clearing House Electronic Sub-Register System (CHES) participants should complete their name and address in the same format as that are presently registered in the CHES system.
- D** Enter your Tax File Number (TFN) or exemption category. Where applicable, please enter the TFN for each Joint Applicant. Collection of TFN(s) is authorised by taxation laws. Quotation of your TFN is not compulsory and will not affect your Application.
- E** Please enter your postal address for all correspondence. All communications to you from the share registry will be mailed to the person(s) and address as shown. For Joint Applicants, only one address can be entered.
- F** Please enter your telephone number(s), area code, email address and contact name in case we need to contact you in relation to your Application.
- G** The Company will apply to ASX to participate in CHES, operated by ASTC, a wholly owned subsidiary of ASX. In CHES, the Company will operate an electronic CHES subregister of securities holdings and an electronic issuer sponsored subregister of securities holdings. Together the two subregisters will make up the Company's principal register of securities. The Company will not be issuing certificates to Application in respect of securities allotted. If you are a CHES participant (or are sponsored by a CHES participant) and you wish to hold securities allotted to you under this Application in uncertified form on the CHES subregister, complete Section G or forward your Round Up Application Form to your sponsoring participant for completion of this section prior to lodgement. Otherwise, leave Section G blank and on allotment, you will be sponsored by the Company and an SRN will be allocated to you. For further information refer to the relevant section of the Prospectus.
- H** Please complete cheque details as requested:
Make your cheque payable to "Investment Company Of The West Limited-Share Issue Account" in Australian currency and cross it "Not Negotiable". Your cheque must be drawn on an Australian Bank. The amount should agree with the amount shown in Section B. Sufficient cleared funds should be held in your account, as cheques returned unpaid are likely to result in your Application being rejected.
- I** Before completing this Round Up Offer Application Form the Applicant(s) should read the Prospectus to which the Application relates. By lodging this Round Up Offer Application Form, the Applicant(s) agrees that this Application is for Shares in the Company upon and subject to the terms of this Prospectus, agrees to take any number of Shares equal to or less than the number of Shares indicated in Section A that may be allotted to the Applicant(s) pursuant to the Prospectus and declares that all details and statements made are complete and accurate. It is not necessary to sign this Round Up Offer Application Form.

Correct form of Registrable Title

Note that only legal entities are allowed to hold Shares and Options. Applications must be in the name(s) of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and the surname is required for each natural person. The name of the beneficiary or any other non-registrable title may be included by way of an account designation if completed exactly as described in the example of correct forms of registrable title below:

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Deceased Estates Use executor(s) personal name(s), do not use the name of the deceased	Ms Jane Smith <Est John Smith A/C>	Estate of late John Smith
Partnerships Use partners personal names, do not use the name of the partnership	Mr John Smith and Mr Michael Smith <John Smith and Son A/C>	John Smith and Son

Lodgement of Applications

Return your completed Round Up Offer Application Form with cheque(s) attached to:

Computershare Investor Services Pty Ltd
Level 2, Reserve Bank Building
45 St George's Terrace
Perth WA 6000
AUSTRALIA

OR Computershare Investor Services Pty Ltd
GPO Box D182
Perth WA 6840
AUSTRALIA

Round Up Application Forms must be received no later than 5.00pm WST time on 20 September 2005.

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Computershare Investor Services Pty Ltd
Level 2, Reserve Bank Building
45 St George's Terrace
Perth WA 6000
AUSTRALIA

OR Computershare Investor Services Pty Ltd
GPO Box D182
Perth WA 6840
AUSTRALIA

Priority Offer Application Forms must be received no later than 5.00pm WST time on 20 September 2005.