

ARGENT MINERALS LIMITED PROSPECTUS



ACN 124 780 276

PROSPECTUS

For the offer of 20,000,000 Shares at an issue price of 20 cents each.
(With provision to accept over-subscriptions of up to a further 5,000,000
Shares to raise up to a further \$1,000,000.)

IMPORTANT INFORMATION

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the Securities being offered under this Prospectus or any other matter, you should consult your stockbroker, accountant or professional adviser.

The Securities offered under this Prospectus should be considered speculative. The Offer is not underwritten.

ARGENT

IMPORTANT INFORMATION

This Prospectus is dated 4 January 2008 and was lodged with ASIC on that date. ASIC and ASX take no responsibility for the contents of this Prospectus or the merits of the investment to which the Prospectus relates. No Shares will be allotted and issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

The Corporations Act prohibits the Company from processing Applications in the seven day period after the date of lodgement of this Prospectus. This period may be extended by ASIC by up to a further seven days. This period is an Exposure Period to enable this Prospectus to be examined by market participants prior to the acceptance of Applications and the raising of funds. Applications received during the Exposure Period will not be processed until after the expiry of this period. No preference will be conferred on Applications received during the Exposure Period. All Applications received during the Exposure Period will be treated as if they were simultaneously received on the date the Offer opens. If this Prospectus is found to be deficient, any Application Forms received during the Exposure Period will be dealt with in accordance with section 724 of the Corporations Act.

Application will be made to ASX within seven (7) days after the date of this Prospectus for Official Quotation of the Securities to be issued pursuant to this Prospectus.

This Prospectus and the Application Form are available in paper and electronic formats. The electronic version of the Prospectus can be found on the Company's Internet website at www.argentminerals.com.au. Persons having received a copy of this Prospectus in its electronic form may obtain a paper copy of this Prospectus during the Offer period free of charge, by contacting the Company.

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. This Prospectus has been prepared to conform to the requirements of the securities laws in Australia. This Prospectus (and the Application Forms) should only be accessed from within Australia (whether in printed or electronic form), as the Shares have only been qualified for issuance in Australia. Where this Prospectus has been dispatched to, or accessed electronically in, a jurisdiction outside Australia and that jurisdiction's securities legislation requires registration of this Prospectus, this Prospectus is provided for information purposes only. Persons who are not residents of Australia should refer to Section 4.8.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and any person into whose possession this Prospectus comes (including nominees, trustees or custodians) who would, or otherwise intend to, forward this Prospectus to any jurisdiction outside Australia should seek appropriate advice before doing so.

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

The Corporations Act prohibits any person passing an Application Form on to another person unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered electronic version of this Prospectus. The Application Form contains a declaration that the Applicant has personally received the complete and unaltered Prospectus prior to completing the Application Form. Applications for Shares under the Offer must be made by completing a paper copy of the Application Form attached to or accompanying this Prospectus.

The Company reserves the right to refuse any Application, including an Application from a person where the Company has reason to believe that when the person was given the Application Form he was not provided with a complete and unaltered copy of this Prospectus and any relevant supplementary or replacement Prospectus. If you have received an Application Form without a complete and unaltered copy of this Prospectus, please contact the Company who will send you, free of charge, either a printed or electronic version of this Prospectus.

Potential investors should read this Prospectus in its entirety before making an investment decision. Securities offered by this Prospectus should be considered speculative. Potential investors should consider the risk factors that may affect the financial performance of the Company. A summary of these risks are set out in Section 11 of this Prospectus. Potential investors should carefully consider these risks in the light of their personal circumstances, including their investment objectives, financial and taxation issues. Please read the instructions on the accompanying Application Form carefully. If you have any doubts as to the course to follow or whether to invest, you should consult your accountant, stockbroker, lawyer or other professional adviser before deciding whether to invest.

Certain terms and abbreviations used in this Prospectus have defined meanings that are explained in the Glossary in Section 14. References in this Prospectus to Sections are to Sections of this Prospectus.

Any assets depicted in photographs in this Prospectus are not assets of the Company unless otherwise stated.

The information in this Prospectus that relates to mineral resources on the Kempfield Tenements is based on information compiled by Mr Arnold van der Heyden of Hellman & Schofield Pty Ltd, who is a Member of the Australian Institute of Mining and Metallurgy. Mr van der Heyden has 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 a "Competent Person" as defined in the 2004 Edition of the "Australian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr van der Heyden and Hellman & Schofield Pty Ltd consent to the inclusion in this Prospectus of the matters based on the information compiled by them in the form and context in which it appears.

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1. CORPORATE DIRECTORY

BOARD OF DIRECTORS

Kerry McHugh B.Com (Hons)
Executive Chairman

Marcus Michael CA, B.Bus
Executive Director

Jamie Ogilvie LL.B, B.Com, MBA
Non-executive Director

COMPANY SECRETARY

Marcus Michael CA, B.Bus

TECHNICAL CONSULTANT

David Timms B.Sc (Hons), FAIG, FAusIMM

REGISTERED AND PRINCIPAL OFFICE

Level 1, 115 Cambridge Street
WEST LEEDERVILLE WA 6007

POSTAL ADDRESS

PO Box 1305
WEST LEEDERVILLE WA 6901

WEBSITE

www.argentminerals.com.au

PROPOSED ASX CODE

ARD

AUDITORS

Stantons International
Level 1, 1 Havelock Street
WEST PERTH WA 6005

INVESTIGATING ACCOUNTANT

Stanton Partners Corporate Pty Ltd
Level 1, 1 Havelock Street
WEST PERTH WA 6005

SOLICITORS

McKenzie Moncrieff Lawyers
Level 5 Citibank House
37 St George's Terrace
PERTH WA 6000

INDEPENDENT GEOLOGIST

Geological Management Services Pty Ltd
Unit 307, Level 3, Charles Plaza
66 King Street
SYDNEY NSW 2000

INDEPENDENT TENEMENT REPORT

AMTS Pty Ltd
48 Sorrento Road
EMPIRE BAY NSW 2257

SHARE REGISTRY

Security Transfer Registrars Pty Ltd
PO Box 535
APPLECROSS WA 6953

2. CHAIRMAN'S LETTER

January 2008

Dear Investor,

On behalf of the Board of Argent Minerals Limited it is my pleasure to present you with this opportunity to become a shareholder in the Company.

Argent was formed on 4 April 2007 and on 8 June 2007 entered into Farmin and Joint Venture Agreements with Golden Cross Operations over the Kempfield, Sunny Corner and West Wyalong exploration tenements in the well-mineralised Lachlan Fold Belt in New South Wales.

Information about the terms of the Farmin and Joint Venture Agreements and the Tenements, which are prospective at Kempfield and Sunny Corner for silver, lead, zinc and gold, and at West Wyalong for gold and copper, are set out in Sections 6 and 8 of this Prospectus.

Argent is seeking to raise up to \$5.0 million by the offer of up to 25 million Shares at 20 cents per Share and intends to undertake a 1:1 rights issue of Options to all Shareholders registered approximately 3 months after the Shares commence trading on ASX. The minimum subscription required is \$4.0 million.

On completion of this raising and the successful listing of the Company's Shares on ASX, the Company will proceed with the exploration programme on the Tenements as described in Section 8 of this Prospectus, involving an estimated expenditure of approximately \$3.04 million over the first 18 months.

The exploration programme will be supervised by the Company's Technical Consultant, David Timms, pending the appointment of a Managing Director for the Company. David is a highly experienced minerals exploration geologist and founder of Golden Cross Resources Limited. In the past, he led one of Australia's most successful exploration teams whose efforts have resulted in the establishment of over ten mines in Australasia.

The appointment of a suitable Managing Director, together with the execution of the planned exploration programme, will be the highest priority of the Company's Board.

A shareholding in the Company will provide an investor with exposure to potential exploration success in the search for silver, lead, zinc, copper and gold on tenements that either have a history of significant mining activity, such as Sunny Corner and West Wyalong, or, in the case of Kempfield, have existing resources reported according to the JORC (2004) Code. In recent years the price of all these metals has risen appreciably.

This Prospectus contains detailed information about the Offer, the Company, its exploration Tenements and the risks associated with an investment in a speculative mineral exploration company. I encourage you to study this document in order to make an informed decision on whether to invest in Argent.

On behalf of the Board, I invite you to subscribe for shares in Argent Minerals Limited and I look forward to a successful and rewarding future together as Shareholders.

Yours faithfully,



Kerry McHugh
Executive Chairman

3. INVESTMENT OVERVIEW

3.1 Important Notice

This Section is not intended to provide full information for investors intending to apply for Shares under this Prospectus. This Prospectus should be read and considered in its entirety.

3.2 Summary of Offer

Offer Price	20 cents per Share
Number of Securities to be allotted under the Offer - Shares [#]	25,000,000
Capital raised under the Offer [#]	\$5,000,000
Total Securities on completion of the Offer - Shares [#]	46,940,001
Market capitalisation at the Offer Price	\$9,388,000

[#] Assumes full subscription under the Offer, including over-subscriptions.

3.3 Indicative Timetable

Lodgement of the Prospectus with ASIC and ASX	4 January 2008
Exposure Period ends	11 January 2008
Offer opens	14 January 2008
Offer closes	15 February 2008
Expected date for allotment and issue of Shares	20 February 2008
Expected date for issue of holding statements	22 February 2008
Proposed date for Official Quotation of Shares on ASX	28 February 2008

The above dates are indicative only. The Directors reserve the right to extend the Offer or close the Offer early without prior notice, which may have a consequential effect on other dates. Applicants are encouraged to apply for Shares as soon as possible after the Offer opens.

Please note that the Offer is subject to conditions. Please refer to Section 4.2 of this Prospectus for details of the conditions of the Offer. If the conditions are not satisfied, the Offer will not proceed and all Application Monies in respect of the Offer will be returned to Applicants.

3.4 Purpose of the Offer and Use of Funds

The purpose of this Offer is to:

- fund the Company's farmin and joint venture commitments and contribute towards earning an interest in one or more of the Argent Minerals Properties;
- fund the Company's pursuit of other opportunities should such opportunities arise;
- provide funds for the administration of the Company;
- meet the expenses of the Offer of approximately \$375,000; and
- provide working capital for the Company.

The Company proposes applying the funds raised through the Offer as follows:

Funds available	Minimum Subscription \$	With Full Subscription \$
Cash Assets	533,357	533,357
Funds raised under the offer	4,000,000	5,000,000
Total funds available	4,533,357	5,533,357

Allocation of funds	Minimum Subscription \$	With Full Subscription \$
Exploration expenses	2,740,000	3,040,000
Expenses of the offer	317,000	375,000
Administration and corporate overheads	700,000	700,000
Working capital	776,357	1,418,357
Total Funds Applied	4,533,357	5,533,357

The information set out in the above table is a statement of present intention as at the date of this Prospectus. It should be noted that the budgets will be subject to review and modification on an ongoing basis. The Directors consider that following completion of the Offer, the Company will have sufficient working capital to achieve its objectives as set out in this Prospectus. However, it should be noted that the exact quantum of funds to be expended by the Company on any particular item will be dependent on many factors that cannot be ascertained with complete accuracy at the date of this Prospectus.

3.5 Pro Forma Capital Structure of the Company

The pro forma capital structure of the Company following completion of the Offer and the further issues more particularly described in Section 4.2, is summarised below:

Shares	Number of Shares	%
On Issue as at the date of this Prospectus	21,940,001	46.74
Issued under the Offer (with full subscription)	25,000,000	53.26
Total Shares on Issue (with full subscription)	46,940,001	100.00

3.6 Effects of the Offer

The principal effects of the Offer will be to:

- increase cash reserves immediately after completion of the Offer and estimated expenses of the Offer by approximately \$3,683,000 or \$4,625,000 if full over-subscriptions are taken; and
- increase the number of Securities on issue by 20,000,000 Shares and up to a further 5,000,000 Shares if over-subscriptions are taken.

3.7 Restricted Securities

ASX may require that Securities issued to certain Shareholders have escrow restrictions placed on them and that those Shareholders enter into agreements that restrict the dealings in Securities held by them. Such Securities may be required to be held in escrow for up to 24 months from the date of the Company listing on ASX and may not be transferred, assigned or otherwise disposed of during that period.

3.8 Rights Issue of Options after Listing

The Company intends to undertake a Rights Issue of Options. The proposed offer of Options will be to all Shareholders registered on the date approximately three months after the Shares commence trading on ASX. These Shareholders will be entitled to participate in a non-renounceable entitlement issue of Options on the basis of one (1) Option for every one (1) Share held. The Options will be issued at a price of one (1) cent each, with an exercise price of 20 cents and an expiry date of 30 June 2011. A disclosure document for the entitlement issue of Options will be issued when the Options are offered. Application will be made for the Options to be granted Official Quotation.

The terms and conditions of the Options to be issued pursuant to the Rights Issue are set out in Section 13.4.

3.9 Investment Risks

Prospective investors in the Company should be aware that subscribing for Shares under this Prospectus involves a number of risks. These risks are set out in greater detail in Section 11 of this Prospectus and investors are urged to consider those risks carefully (and if necessary, consult their professional adviser) before deciding whether to invest in the Company.

4. DETAILS OF THE OFFER

4.1 Introduction

This Section is not intended to provide full information for those intending to apply for Shares under this Prospectus. This Prospectus should be read and considered in its entirety.

The terms and conditions and rights and liabilities attaching to Shares are summarised in Section 13.3.

4.2 Offer

The Company is offering for subscription 20,000,000 Shares at an issue price of 20 cents per Share to raise \$4,000,000 before expenses.

The Company may accept over-subscriptions of up to a further \$1,000,000 through the issue of up to a further 5,000,000 Shares at an issue price of 20 cents per Share. The maximum amount that may be raised under this Prospectus is \$5,000,000.

The Shares the subject of the Offer will rank *pari passu* with the existing Shares on Issue.

The minimum subscription pursuant to the Offer is \$4,000,000. Should the minimum amount only be raised, the ability of the Company to meet the minimum expenditure conditions of the Tenements and other expenditure requirements in general will not be affected. The allocation of funds will focus on the Kempfield Tenements, Sunny Corner Tenements and West Wyalong Tenements, collectively known as the Argent Minerals Properties.

Completion of the Offer under this Prospectus is subject to:

- the Company receiving valid Applications for 20,000,000 Shares to raise \$4,000,000; and
- the Company's Shares being granted Official Quotation on ASX.

Should the minimum subscription not be reached within four (4) months after the date of issue of the Prospectus, the Company will either repay the Application Monies to the Applicants or issue a supplementary or replacement prospectus and allow Applicants one month to withdraw their Application and be repaid their Application Monies. Interest will not be paid on Application Monies refunded.

Persons wishing to apply for Shares under the Offer should refer to Section 5.

4.3 Opening and Closing Dates

The Opening Date for acceptances of the Offer is scheduled for 14 January 2008. The Closing Date for the Offer is 15 February 2008.

These dates are indicative only and the Directors reserve the right, at their discretion, to close the Offer at any other time after the Opening Date.

4.4 Offer not Underwritten

The Offer is not underwritten.

4.5 Broker Handling Fee

The Company will pay a handling fee of 5% in respect of Applications lodged by any member organisation of ASX, or the holder of an Australian financial services licence, and accepted by the Company, provided that the relevant stamp for the organisation is on the Application Form.

4.6 Allotment under the Offer

Subject to satisfaction of the conditions outlined in Section 4.2 and ASX granting Official Quotation of the Shares, the allotment and issue of Shares under the Offer will take place as soon as practicable after the Closing Date. Prior to allotment, all Application Monies received shall be held in trust in a separate bank account on behalf of the Applicants until the Shares are issued. The Company, irrespective of whether the allotment of Shares takes place, will retain any interest earned on the Application Monies.

The Directors retain absolute discretion in allocating Shares under the Offer. The Company may reject any Application or allocate any Applicant fewer Shares than applied for under the Offer. No Applicant under the Offer has any assurance of being allocated all or any Shares applied for. Directors may in their absolute discretion give preference to certain investors in accepting Applications under the Offer. Where the number of Securities allotted is less than the number applied for, or where no allotment is made, the surplus Application Monies will be returned by cheque to the Applicant within seven days of the allotment date.

4.7 Application for Official Quotation on ASX

Within seven days after the date of this Prospectus, application will be made by the Company for the Shares offered under this Prospectus, the existing Shares on issue and other Shares to be issued as referred to elsewhere in this Prospectus, to be granted Official Quotation.

If approval for Official Quotation is not granted within three (3) months after the date of this Prospectus, the Company will not issue any Shares and will repay all Application Money without interest as soon as practicable.

ASX takes no responsibility for the contents of this Prospectus. The fact that ASX may admit the Company to its Official List and grant Official Quotation of the Company's Shares is not to be taken in any way as an indication of the merits of the Company or the Shares offered pursuant to this Prospectus.

4.8 Jurisdiction of Offer

This Prospectus does not constitute an offer of Shares or invitation to subscribe for Shares in any jurisdiction, or to any person to whom, it would not be lawful to make the Offer or to issue this Prospectus.

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 law.

No action has been taken to register or qualify the Shares or otherwise permit a public offering of the Shares the subject of this Prospectus in any jurisdiction outside Australia.

It is the responsibility of Applicants outside Australia to obtain all necessary approvals for the allotment and issue of Shares pursuant to this Prospectus. The return of a completed Application Form by Applicants outside Australia will be taken by the Company to constitute a representation and warranty by the Applicant that all relevant approvals have been obtained and that the Company may lawfully issue the Shares applied for to the Applicant.

4.9 CHESS

The Company will apply to be admitted to participate in the Clearing House Electronic Sub-register System (CHESS) operated by ASTC in accordance with the Listing Rules and ASTC Settlement Rules. On admission to CHESS, the Company will operate an electronic issuer sponsored sub-register and an electronic CHESS sub-register. The two sub-registers together will make up the Company's principal register of securities.

The Company will not issue share certificates to investors. Instead, investors who elect to hold their Shares on the issuer-sponsored sub-register will be provided with a holding statement (similar to a bank account statement) by the Company which sets out the number of Shares allotted to each investor under this Prospectus. For investors who elect to hold their Shares on the CHESS sub-register, the Company will issue an advice to investors that sets out the number of Shares allotted to the investor under this Prospectus. At the end of the month following the allotment, CHESS (acting on behalf of the Company) will provide investors with a holding statement that confirms the number of Shares allotted. This holding statement (whether issued by CHESS or the Company) will also provide details of an investor's Holder Identification Number (in the case of a holding on the CHESS sub-register) or Shareholder Reference Number (in the case of a holding on the issuer sponsored sub-register). Following distribution of these initial holding statements to all investors, a holding statement will only routinely be provided to an investor at the end of any subsequent month during which the investor's holding of Shares changes.

4.10 Dividend Policy

The Directors intend to give priority to maximising the development and growth of the Company and its projects. Accordingly, the Directors do not anticipate paying a dividend in the immediate future.

4.11 Financial Forecasts and Forward-Looking Statements

The Directors have considered ASIC Regulatory Guide 170 and believe that any forecast of future earnings would not be reliable given that the proposed future operations of the Company are inherently uncertain. Any forecast or prospective financial information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

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

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

4.12 Privacy

The Company collects information about each Applicant from an Application Form for the purpose 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 in the Application Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the Share Registry, the Company's related bodies corporate, agents, contractors and third party service providers (including mailing houses), ASX, ASIC and other regulatory authorities.

If an Applicant becomes a holder of Shares, the Corporations Act requires the Company to include information about the Security holder's (name, address and details of the securities held) in its public register. This information may be used and disclosed to persons inspecting the register, including a bidder for Securities in the case of a takeover bid, licensed securities dealers, mail houses and regulatory bodies, including the Australian Taxation Office. This information must remain in the

register for seven (7) years after that person ceases to be a holder of Securities. 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.

4.13 Enquiries

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.

5. HOW TO INVEST

Applications for Shares pursuant to the Offer can only be made on an Application Form attached to and forming part of this Prospectus. Please read the instructions on the Application Form carefully before completing it.

All Applications must be for a minimum of 10,000 Shares at the issue price of 20 cents per Share, and as such the minimum investment in Argent Minerals is \$2,000. Applications for more than 10,000 Shares must be in multiples of 1,000 Shares.

Payment will be accepted only in Australian dollars by cheque or bank draft drawn on, and payable at, any Australian bank. Applicants are asked not to send cash.

Cheques or drafts should be made payable to **"Argent Minerals Limited Float Account"** and crossed "Not Negotiable". Receipts for payment will not be issued. Personal cheques drawn on overseas banks in Australia or a foreign currency will not be accepted. These will be returned and the Application deemed invalid.

If an Application Form is not completed correctly, or if the accompanying payment is for the wrong amount, it may still be accepted by the Company. The Company's decision as to whether to accept the Application or how to construe, amend or complete it, shall be final, but no Applicant will be treated as having offered to purchase more Shares than is indicated by the amount of the cheque for the Application Monies.

Completed Application Forms and accompanying cheques should be mailed to:

Argent Minerals Limited
C/- Security Transfer Registrars Pty Ltd
PO Box 535
APPLECROSS WA 6953

Or delivered to:

Argent Minerals Limited
C/- Security Transfer Registrars Pty Ltd
770 Canning Highway
APPLECROSS WA 6153

Applicants are encouraged to submit their Applications as soon as possible as the Offer may be closed prior to the scheduled date without prior notice.

If you have any questions about how to participate in the Offer you should consult your stockbroker, accountant, or financial adviser.

6. COMPANY AND PROJECT REVIEW

6.1 Company history and background

The Company was incorporated in Western Australia on 4 April 2007 as Kempfield Silver Pty Ltd and changed its name to Argent Minerals Limited on 19 November 2007.

The Company was formed to enter into the Farmin and Joint Venture Agreements with Golden Cross Operations, a wholly owned subsidiary of Golden Cross Resources Limited.

6.2 Mission and Objectives

The Company's mission is to increase shareholder wealth through capital growth and dividends, by the discovery of economic mineral deposits and the development of profitable mining operations. The Company's initial objective is to explore and further evaluate the Tenements subject to the Farmin and Joint Venture Agreements.

The Company may also evaluate and pursue other prospective mineral projects in Australia or elsewhere which have the potential to contribute to the Company's future growth.



Figure 1 - Location Map

6.3 Farmin and Joint Venture Agreements

Since its incorporation, the Company has entered into the Farmin and Joint Venture Agreements with Golden Cross Operations which relate to the Argent Minerals Properties. The Kempfield Tenements, Sunny Corner Tenements and West Wyalong Tenements, collectively known as the Argent Minerals Properties, are located in New South Wales within the well mineralized Lachlan Fold Belt, see figure 1, which is host to a number of major mineral deposits including Cadia-Ridgeway, North Parkes and Cowal.

Under the terms of the Farmin and Joint Venture Agreements, Argent may earn a 51% interest in each of the three Tenements by spending a total of \$3.25 million by 1 June 2011 and may earn up to an additional 19%, taking its interest to 70%, by the expenditure of an additional \$1.211 million by 1 June 2013. A minimum expenditure of \$222,000 must be made by 1 June 2008. Further details of the Farmin and Joint Venture Agreements are contained in Section 13.5 of this Prospectus.

6.4 Exploration Programme and Budget

The budgets for an 18 month exploration programme total \$3.04 million, with the full subscription of \$5.0 million, and \$2.74 million with the minimum subscription of \$4.0 million. Full details of the Company's exploration budgets are detailed in the Independent Geologist's Report included in Section 8 of this Prospectus.

Some budget needs of the Company are well established, such as the expenses of this Offer. However, it must be recognised that all exploration budgets are subject to change as the proposed programmes provide either encouragement or disappointment and new opportunities are identified elsewhere.

Expenditure requirements, if deemed necessary, may be reduced by relinquishing one or all of the Argent Minerals Properties after the minimum expenditure requirements have been met.

The exploration programmes and budgets provided by the Company are not affected by the timing of the grant of the Company's existing Tenement applications.

6.5 The Argent Minerals Properties

6.5.1 Kempfield Tenements

The Kempfield Tenements are located approximately 29 kilometres south of the New South Wales town of Blayney, in the central-west of New South Wales.

The Kempfield Tenements cover approximately 116 square kilometres and contain a number of barite horizons some of which host silver, lead and zinc mineralization. The barite horizons lie in a north-south trending corridor approximately three kilometres long as shown in figure 2.

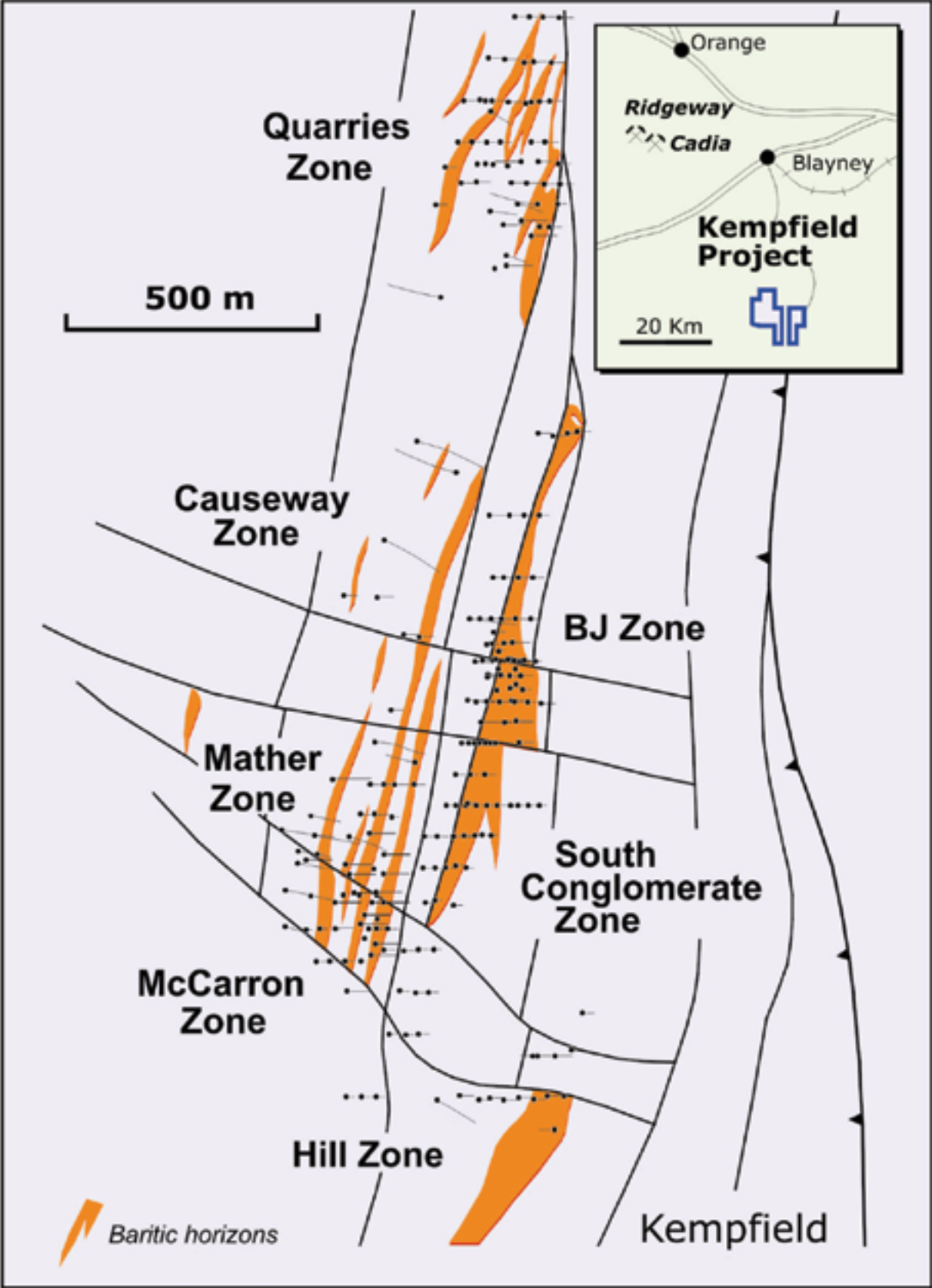


Figure 2 - Kempfield Location and Distribution of Mineralised Zones

Resources at a 60g/t silver cut-off total 3.72 million tonnes, which includes measured and indicated resources of 2.75 million tonnes at 96 g/t silver, 27% barite, 0.61% zinc and 0.40% lead. Inferred resources total 0.97 million tonnes at 90.55g/t silver, 24.25% barite, 0.94% zinc and 0.65% lead.

Total contained silver amounts to 11.3 million ounces.

Full details of these resource estimates are set out in the Independent Geologist's Report included in Section 8 of this Prospectus.

The Trunkey Creek historic gold mining area lies on the eastern side of EL5748 and is prospective for gold.

Kempfield Exploration Programme

The initial exploration at the Kempfield Tenements is proposed in four phases:

Phase 1: a VTEM Survey of the Kempfield mineralised area will be conducted to establish whether potential massive sulphide deposits can be identified down dip of the principal zones of mineralisation and/or elsewhere along the mineralised trend;

Phase 2: a series of inclined holes will be drilled to establish the down dip extension of the known mineralisation and to target any anomalies identified by the VTEM Survey. If the drilling delineates significant extensions to the existing resources, then studies will be undertaken to determine the economic viability of a project to produce silver, lead, zinc and barite;

Phase 3: new metallurgical test work will be completed to determine the likely recovery of silver from a heap leach operation and, if the results are encouraging, investigate the economic viability of treating the oxide silver resources in this way; and

Phase 4: a series of widely spaced inclined percussion holes will be drilled to investigate the gold mineralisation at the Trunkey Creek historic gold mining area.

A more detailed description of the geology, exploration history and prospectivity of the Kempfield Tenements is set out in the Independent Geologist's Report included in Section 8 of this Prospectus.

6.5.2 Sunny Corner Tenements

The Sunny Corner Tenements cover an area of approximately 200.1 square kilometres around the village of Sunny Corner located about 6 kilometres north of the Great Western Highway, between Lithgow and Bathurst in New South Wales.

EL 5964 contains the historic Sunny Corner Mine, which was mined for silver in the years 1881 to 1893, as well as other prospects including the historic Nevada Mine which was mined for silver, lead and copper.

GCR conducted drilling at the Sunny Corner Minesite and intersected massive sulphide mineralization as shown in figure 3.

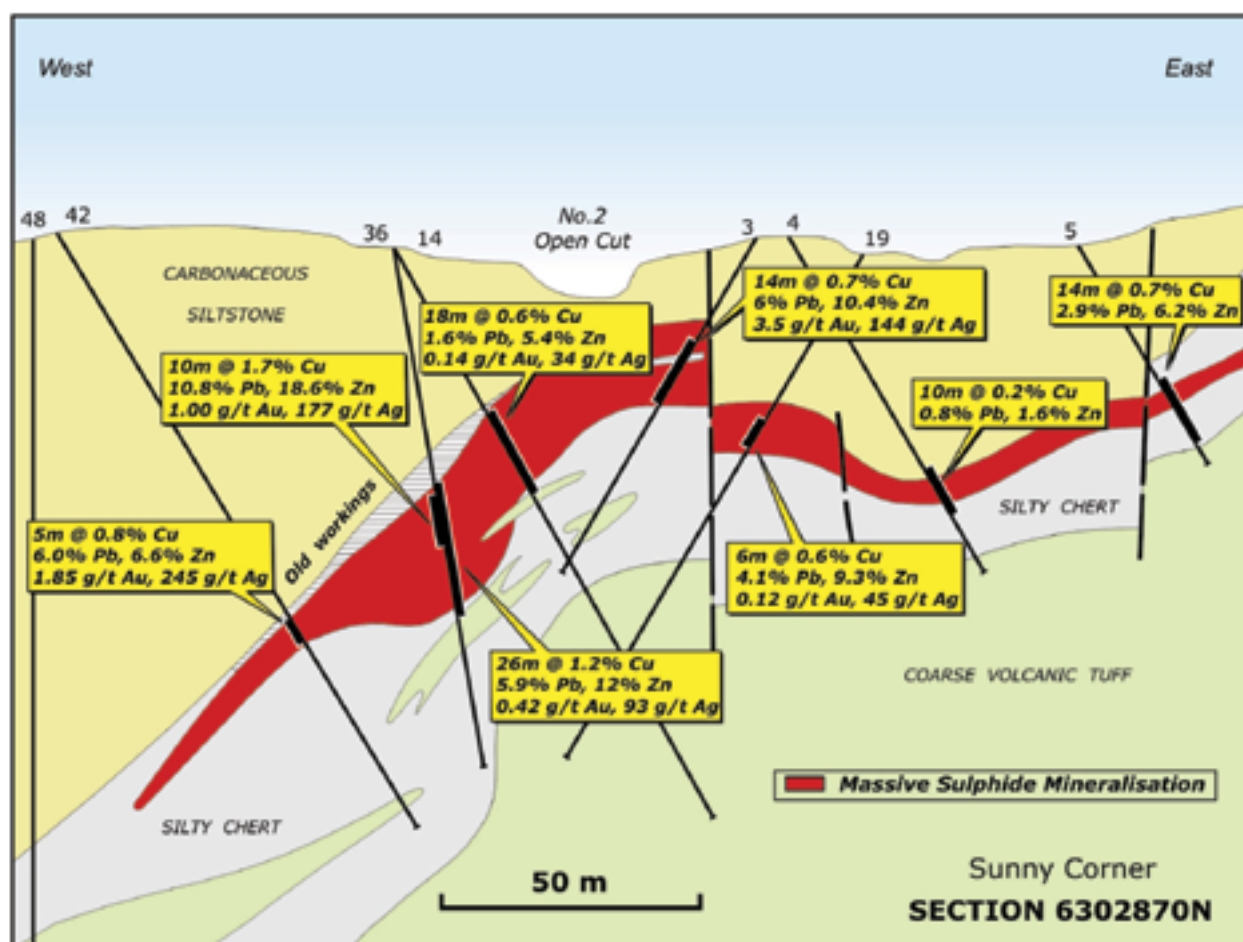


Figure 3 - Sunny Corner Mine Area Cross Section

The southern extent of the known mineralisation at Sunny Corner is marked by a fault with strata on the south side displaced downwards relative to the strata on the north side. The extent of mineralisation in the strata on the southern side of this fault has yet to be tested. The extent of the mineralisation at Nevada also remains to be fully defined.

Sunny Corner Exploration Programme

A VTEM Survey is proposed over the areas of likely sulphide mineralisation at Sunny Corner both to guide proposed drilling and to identify other possible targets.

Depending on the VTEM Survey results a programme of drilling is proposed to the south of the Sunny Corner Mine to establish whether mineralisation extends south of the fault bounding the current known extent to the deposit. The nature and extent of the mineralisation at Nevada will also be further investigated by a programme of drilling.

A more detailed description of the geology, exploration history and prospectivity of the Sunny Corner Tenements is set out in the Independent Geologist's Report included in Section 8 of this Prospectus.

6.5.3 West Wyalong Tenements

The West Wyalong Tenements are located one kilometre to the east of the West Wyalong township and approximately 470 kilometres west of Sydney. EL 5915 contains part of the historic West Wyalong goldfield.

The rocks underlying EL 5915 form part of the Palaeozoic Lachlan Geosyncline which is divided into a number of structural zones. EL 5915 is situated over the boundary of two of these, the Wagga-Omeo Zone to the west and the Parkes zone to the east. This boundary is defined by a major sub-structure, the Gilmore Suture, a mobile crustal zone of prolonged and intense deformation coupled with igneous activity. A number of significant mineral deposits and many small deposits are distributed along this structure.

A review of geophysical data within the West Wyalong Tenement has indicated a subtle circular gravity low (<21 milligal) corresponding to localised magnetic highs which was interpreted to be a vent or late stage intrusive phase of the dense intrusion. The main zones of anomalous geochemistry in the area form an annulus around this apparent late stage intrusive feature. It is thus considered to define an area where future exploration should be concentrated. Various zones of apparent alteration, faulting and localised intrusions have been identified elsewhere in the area. Many of these appear to have been ignored or under-explored. Several of these features have encouraging correlations with geochemistry.

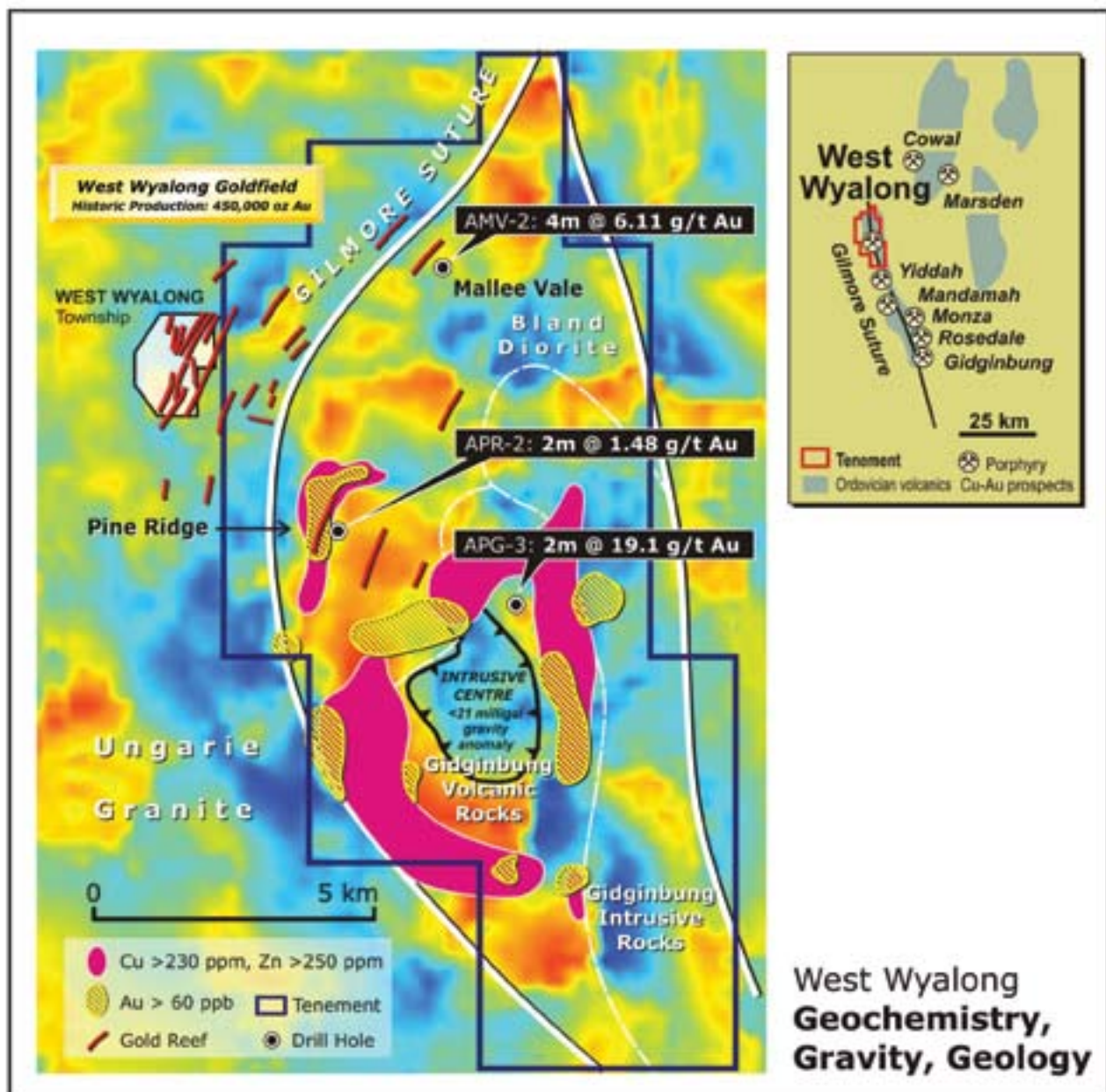


Figure 4 - West Wyalong Geochemistry Gravity and Geology

In November 2007 Argent undertook an initial phase of drilling comprising three vertical percussion holes of a proposed six-hole programme. The holes were drilled to depths of up to 120m for a total 336m. The purpose of this drilling was to begin the evaluation of the potential for disseminated copper gold mineralisation in the vicinity of the dense non-magmatic igneous body identified from the review of the geophysical data.

Holes APG1 and APG2 intersected diorite with chlorite alteration, epidote and up to 1% pyrite. No significant gold mineralisation was identified from analysis of the chips. Hole APG3 intersected chlorite schist with carbonate veining and minor quartz. Analyses of the chips generally returned low gold values except for the 2m interval between 106-108m, which returned a grade of 19.1 g/t. See figure 4. This is a significant result as gold mineralisation had not been reported from this area previously.

In addition, a further 600m of inclined percussion drilling was carried out to evaluate reef extensions at depth below abandoned workings at the Callback, Mallee Vale, Stanley Blow, Pine Ridge and Pine Hill mines and encouraging results were obtained from two holes. Mallee Vale hole AMV2 intersected four metres from a depth of 28m which returned a grade of 6.11g/t gold and Pine Ridge hole APR2 intersected two metres from a depth of 36m which returned a grade of 1.48 g/t gold.

West Wyalong Exploration Programme

A three phase programme is proposed for EL 5915:

- A VTEM survey over the whole area to evaluate the potential for sulphide deposits.
- A further program of at least three further percussion holes are proposed to continue the evaluation of the concept of disseminated copper gold mineralisation. It is proposed that the holes will be drilled to at least 100m with the possibility that one or more holes will be drilled deeper if there is evidence of increasing mineralisation and/or alteration with depth.
- Further drilling is proposed to evaluate extensions at depth of gold mineralisation below old mine workings.

A more detailed description of the geology, exploration history and prospectivity of the West Wyalong Tenements is set out in the Independent Geologist's Report included in Section 8 of this Prospectus.

6.6 Other Opportunities

The Company intends to pursue opportunities in the minerals sector in Australia or elsewhere, taking into account the geological and economic merit of any opportunities presented.

The Company is not currently reviewing any new opportunities. However, any opportunities which are, in the opinion of the Directors, in the interests of the Company, will be pursued.

7. DIRECTORS, MANAGEMENT AND TECHNICAL CONSULTANT

DIRECTORS

Kerry McHugh B.Com (Hons)

Executive Chairman

Kerry brings a diverse in-depth commercial knowledge to the Board of Argent. He is currently a Non-executive Director of Golden Cross Resources.

Prior to this Kerry was part of the senior management team that grew Plutonic Resources Limited from a market capitalization of approximately \$100 million in 1990 to over \$1billion in 1998.

As the General Manager of Business Development at Plutonic, Kerry had responsibility for identifying, undertaking and integrating acquisitions, most notably that of the Forsyth group of companies with their five operating gold mines. Kerry was also closely involved in major equity raisings, other corporate issues and strategic planning.

At Pioneer International Limited (1987-1990) he held a strategic planning role and was involved in acquisitions in the building products area. He successfully managed the sale of Pioneer's diverse portfolio of mining assets, including the sale of the Narbalek U3O8 stockpile and the Cable Sands companies.

Prior to 1987 he held various positions in the Commonwealth Public Service, including Senior Executive Service positions in the Department of Primary Industry and Energy and its predecessors.

Marcus Michael CA, B.Bus

Executive Director and Company Secretary

Marcus has been involved with private equity consulting, capital and debt funding and corporate reconstruction since 1990. He is a Director of Marshall Michael Pty Ltd, Chartered Accountants, located in West Perth and was the Managing Director from 1994 to 2005.

He has provided consulting services to public and private entities across a broad range of industries including engineering, resources, healthcare, retail and agriculture.

Marcus graduated from Curtin University in 1990 and has been a member of the Institute of Chartered Accountants since 1994.

Jamie Ogilvie LL.B, B.Com, MBA

Non-executive Director

Jamie brings a range of skills and experience to Argent Minerals, having worked in a series of management and operational roles in both industry and government.

He has extensive experience in the stock broking industry, working in both advisory and senior executive positions and also has a strong background in corporate regulation, including four years as ASIC's Regional Commissioner for Western Australia. Early in his career he worked as executive director of minerals explorer Mingelco Limited.

Mr Ogilvie was recently appointed managing director of Online Media Network Limited.

7. DIRECTORS, MANAGEMENT AND TECHNICAL CONSULTANT

TECHNICAL CONSULTANT

David Timms B.Sc (Hons), FAIG, FAUSIMM
Technical Consultant to the Board

David was the founder and Managing Director of Golden Cross Resources Ltd from 1994 to 2006 and is a highly experienced minerals exploration geologist.

David led exploration teams for Amoco Minerals Australia (1972-1985) and Cyprus Minerals Australia (1985-1990) whose efforts resulted in the development of over ten mines in Australasia including Red Dome, Selwyn-Starra, Mount Elliott, Junction Reefs, Gidgee, Mt McClure, Brocks Creek, Moline, Golden Cross (New Zealand), Gold Ridge (Solomon Islands) and Dinkidi (Philippines).

8. INDEPENDENT GEOLOGIST'S REPORT



INDEPENDENT GEOLOGISTS REPORT

KEMPFIELD, SUNNY CORNER AND WEST WYALONG PROJECT AREAS

FOR

Argent Minerals Limited

BY

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Job No 0701– December 2007

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INDEPENDENT GEOLOGISTS REPORT – KEMPFIELD, SUNNY CORNER AND WEST WYALONG PROJECT AREAS

1. INTRODUCTION

Argent Minerals Limited (Argent) has requested Geological and Management Services Pty Ltd undertake a review of the Kempfield, Sunny Corner and West Wyalong exploration tenements in NSW (Figure 1). The areas are currently held by Golden Cross Resources (GCR) and Argent may acquire a 51% interest in the properties through an expenditure of \$3.25M over a period of up to four years and 70% by the additional expenditure of \$1.211M.

2. METHODOLOGY

Golden Cross Operations (GCO), a wholly owned subsidiary of Golden Cross Resources, has held the exploration permits for a number of years and has carried out various exploration programmes on each. This report is based on a detailed evaluation of all exploration data on each of the exploration permits acquired by GCR as well as data acquired by investigators who held the areas prior to GCR. A site inspection of the Kempfield and Sunny corner exploration areas was carried out on 14 August, 2007.

3. KEMPFIELD

3.1. Location and Access

Kempfield is located 29 km due south of Blayney and 57km south-southeast of Orange in the headwaters of Rocky Bridge Creek (Figure 1). It is accessed by 9km of unsealed all weather road from the town of Trunk Creek in the Evans Shire, NSW (Figure 1).

In a regional context the tenement is well situated with respect to infrastructure and mining and engineering services. The town of Blayney has been a service centre for four modern metalliferous mines since the early 1980s. Three mines, now closed, include the Sheehan Grants/Glendale Gold Mine near Mandurama, Browns Creek Gold Mine near Blayney and the Lucky Draw Gold Mine near Burruga.

Twenty eight kilometres to the northwest of Kempfield lies the Cadia/Ridgeway copper-gold mine with total resources of 20.5 million ozs gold and 3.18 Mt of copper.

3.2. Title

The mineral tenement is currently held by Golden Cross Operations Pty. Ltd. (GCO) under Exploration Licences 5748 and 5645. GCO also owns PLL 519, a small lease which covers part of the northern resource known as the Quarries Zone. A private

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company owns 3 mining leases over other parts of the Quarries Zone. GCO has an option to purchase the three mining leases owned by the Henrys.

The project falls within two pastoral properties and a pine plantation, belonging to Pennsylvania State Forest. Most of the surface is freehold although a Native Title Claim (NC 97/7) covering Crown Land from Bathurst to Goulburn, affects the eastern part of the project area including part of the BJ Zone.

GCO has entered into a Land Access and Heritage Protection Agreement with the Gundungarra Aboriginal People culminating in Ministerial permission to explore on Native Title land.

3.3. Geological Setting

Kempfield straddles the boundary between the Molong High to the west and the Hill End Trough to the east defined by a regional fault structure referred to as the Copperhanna Thrust. The Molong High consists of Ordovician sediments and volcanics whilst the Hill End Trough a Siluro-Devonian back-arc basin containing sediments and siliceous-felspathic volcanic rocks.

Mineralisation at Kempfield is hosted in felsic volcanic rocks known as the Kangaloolah Volcanics in-faulted and folded into Middle Ordovician meta-sediments of the Coombing Formation (Figure 2) The Coombing Formation meta-sediments include mudstone, fine quartz sandstone, and actinolite schist. To the south the Kangaloolah Volcanics are intruded by the intensely foliated and marginally altered Kempfield Granodiorite of Silurian age.

The Kangaloolah Volcanics belong to the Late Silurian Mumbil Group, comprising sub-marine, carbonate-shale facies interspersed with thick felsic volcanics. These grade conformably upwards into the Campbells Formation comprising a deepwater sequence of turbiditic sandstone and siltstone. .

The sequence has been regionally metamorphosed to lower greenschist facies.

3.3.1. Geology of Kempfield Area

The Coombing Formation comprises tremolite schists, biotite hornfels, a porphyritic andesite and black carbonaceous slate. Unconformably overlying these rocks is the Kangaloolah Volcanics, a felsic volcanic-derived sequence of sediments and minor volcanics sub-divided into three units;

- a sequence of fine grained and quartz-phyric tuffaceous rocks separated by a fault from;
- volcanoclastic sedimentary rocks with minor allochthonous crinoidal limestone/dolomite and massive barite towards the top. The sequence is characterised by anomalously high background values of silver, gold, lead, zinc and barium. The sequence grades into
- barren siltstone with low background values of silver, gold, lead, zinc and barium.

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Silver, gold, lead, zinc mineralisation is preferentially hosted in barite-rich horizons near the boundary of the two latter units.

Most units are poorly sorted sands and grits with subangular to angular grains, but graded, well-rounded pebble conglomerates and primary tuffs occur locally. The silver-bearing rocks appear to be immature, reworked felsic ash tuffs probably located proximal to their source lithologies.

Barite appears to be hosted in greatest concentrations by the coarser grained volcanoclastic sandstones and grits. Intercalated siltstones are volumetrically minor and tend to return low barite and silver. The character of rock types is, in places, obscured by later metamorphic and shear-induced recrystallisation of barite.

A northeast-trending, steeply dipping, metamorphic cleavage (S_1) occurs throughout the project area. A later, S_2 surface, occurs as a fine crenulation with a consistent eastward vergence across the entire project area. No macro-scale folds that relate to S_2 have been positively identified. A number of post-folding northwest trending faults offset the sequence

3.3.2. Mineralisation

Mineralisation is hosted in stratiform and probably stratabound barite-rich horizons, occurring in what appear to be a series of tight isoclinal folds (Figure 3). Horizon repetitions may be due to this folding and/or the presence of multiple mineralised layers within the original sequence.

Silver, lead, zinc, gold and barite mineralisation is probably derived from submarine volcanic exhalations associated with the felsic volcanic activity. The geology and mineral assemblage is consistent with a distal facies of a volcanic-hosted base metal sulphide deposit (VHMS).

The primary (sulphide) mineralogy comprises pyrite, chalcopyrite, galena, sphalerite, argentite, tetrahedrite, native silver and pyrargyrite. Silver is present in tetrahedrite, native silver, pyrargyrite, argentite and galena. The gangue is primarily barite with lesser quartz and sericite. In the oxide zone chlorargyrite, native silver and argentite have been identified.

Eight zones of barite/sulphide mineralisation have been identified over a 3km strike length within the volcano-sedimentary sequence. GCO focussed exploration on five of these zones referred to as the BJ Zone, McCarron Zones (East and West), Quarries Zone and Mather Zone.

BJ Zone

This zone comprises a broad silver-barite-rich zone over an area of 400m long by 100m wide within what is believed to be in the hinge zone of a gently plunging isoclinal antiform (Figures 3 and 7). Extensive shallow drilling has been undertaken over this zone but only three deeper holes test this zone. The oxide and mixed ore in this zone has been drilled to an indicated status and about 20% of the resource lies in the Measured Resource category.

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McCarron Zones

The McCarron Zones include at least two horizons over a strike length of more than 800m, although the northern portion is poorly explored. The best known and most intensely drilled horizon is McCarron East, a steeply dipping silver-lead-zinc-barite zone 10 to 50m wide which contains up to 23% combined lead and zinc sulphide over narrow intersections. Although drill density is sparse in the north, all holes contain mineralised intercepts.

In the McCarron West Zone Hole GKF074 intersected a combined Pb/Zn grade of 18% and 145g/t Ag over 4 m from 102 m and GKF106 intersected 14.5% Zn, 7.15% Pb, 170 g/t Ag and 7.85% Ba over 2 m from 70 m.

Mather Zone

The Mather Zone was originally tested by Inco who defined Pb-Zn mineralisation over a strike length of 250m (Figures 3, 4 and 6). In the latest drilling by GCO an 80 m interval from the surface in GKF120 contained 90g/t Ag, 0.36% Pb, 1.09% Zn and 0.22g/t Au. A second hole GKF119 returned 15g/t Ag, 0.44% Pb, 1.49% Zn and 0.16 g/t Au over 50 m.

Quarries Zone

This area is notable for its high barite content centred on a number of small barite quarries extending over a strike length about 650m (Figure 3). There is associated lead/zinc mineralisation which has yet to be fully evaluated, particularly toward the south. In hole JKF101 for example a 2 m interval at 62 m analysed 8.03% Zn, 2.83% Pb, 118g/t Ag and 40.58% Ba. In hole 2PD83 a 2m interval at 26m analysed 313 g/t Ag.

Other Zones

The three less well known horizons are as follows::

- South Conglomerate Zone which is a narrow, low grade silver-barite horizon extending over a strike length of 400m (Figure 3).
- Causeway Zone with gold-only mineralisation is hosted in a silicified rhyolite over a strike length of 300m. One drill hole returned 0.37g/t Au over an interval of 52m.
- Hill Zone contains high grade barite and weak to moderate silver over a strike length of 450m. One GCO hole returned 10m at 76.5% barite (Figure 3).

3.4. Exploration History

3.4.1. Previous Exploration

Gold was discovered at Kempfield in perched alluvial terraces at the turn of the century. Old workings are evident on the banks of Rocky Bridge Creek and in the flat-lying alluvial terrace that overlies the Silver-barite mineralisation in the BJ Zone. Barite mining first commenced in 1918 and to the end of 1969 the deposits had

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produced 37,344 tons of barite. Small quantities of barite continue to be quarried on the site.

From 1971 to 1975 the Geological Survey of NSW undertook a programme of geological mapping and geochemical studies. At the same time a more detailed assessment of mineralised horizons to the south of the Quarries Zone was undertaken by International Nickel Australia Ltd (Inco) who recognised the potential for polymetallic base-metal deposits associated with volcanic rocks. Inco focussed on drilling one stratigraphic horizon, which became known as the Mather Zone.

The Shell Company of Australia Ltd (Shell) explored the area for silver from 1979 to 1983 by means of geochemical sampling and drilling. This work led to the discovery of the BJ Zone obscured under alluvial cover. Jones Mining Ltd (1984 to 1985) undertook diamond drilling and a pre-feasibility study on the BJ and Quarries Zones. Plutonic (1994 to 1995) re-assayed old Shell soil samples and drilled a number of core holes to assess the potential for gold mineralisation at Trunkey Creek and Mt Dudley.

3.4.2. Exploration by GCR

Golden Cross Operations Pty Ltd (GCO) acquired the project from Metallic Resources in 1998 and since that time has carried out an extensive programme of exploration including an extensive review of previous exploration, mapping, rock chip sampling, trenching, geophysics and drilling. This was followed by metallurgical test work, estimation of resources and a scoping study.

GCO has drilled a total of 120 reverse circulation holes for a total of 7091m and 10 cored holes for a total of 278.25m. This has been undertaken in conjunction with metallurgical testwork, regional and detailed geological mapping geochemical sampling and a geophysical survey.

Mapping and Sampling

Carried out mainly in 1998, the mapping and sampling programme was designed to define the surface expression of potentially mineralised horizons outline the extent of old workings and identify new target areas.

Geophysics

In March 2000 a helicopter mounted magnetic and radiometric survey was carried out over an area 2km wide by 4.5km long area encompassing the main Kempfield mineralised zone. The object of the survey was to assist in the elucidation of the structure and to establish if the techniques would assist in further defining the mineralised zones. A total of 338 line km were flown.

Known mineralised zones had no direct expression in data but interpretation of the data did result in the modification of the fault patterns affecting the deposit.

Drilling

Seven separate drilling programmes were undertaken in the Kempfield area between 1998 and 2003 and one programme of five holes was completed in June of 2007.

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A summary of the drilling is as follows::

- 22 RC and 4 diamond holes in 1988 with most holes testing the McCarron Zone
- 30 RC and 4 diamond holes in 1999 to test the BJ, McCarron, Quarries and Causeway zones. The four diamond holes were all in the BJ zone.
- 3 RC holes into the BJ zone in late 2000
- 16 RC holes into the McCarron & Mather zone's in early 2001
- 4 RC holes into the Quarry zone in early 2001
- 2 RC holes into the McCarron zone in May 2003
- 2 RC holes into the Causeway zone in May 2003
- 5 RC holes into the McCarron and Mather Zones in June 2007

Most of the RC holes were sampled primarily over 2m intervals and analysed for silver, lead, zinc, gold and barium. Sampling intervals of the core varied depending on the amount of mineralisation observed.

Test Work

An extensive programme of metallurgical testing has been carried out, particularly in the liberation and processing of the Barites but also on various methods for treating the silver and flotation of the base metals.

3.5. Resources

Resource Estimate specialists Hellman and Schofield undertook a resource estimate of the BJ Zone in May 2000 and of the McCarron and Quarries Zones in September 2001 (Hellman & Schofield May 2000 and September 2001).

3.5.1. Methodology

BJ Zone

A model of the deposit was developed of the BJ Zone covering a strike length of 400m and an elevation range between 720m and 790m ASL based on a block size of 5X10X5m using ordinary kriging. This kriging technique was considered suitable because the sample populations have low to moderate coefficients of variation. A second estimate was made for the elevation range 665 – 790m

Densities were estimated from a regression analysis of the approximately 40 density determinations carried out for the Kempfield deposit. The analysis provided estimates allowing for levels of oxidation and variations in the Barium content. Barite is a heavy mineral with a density of 4.5g/cm³ and the variations in density are largely the result of variation in the barite content. The appropriate density parameter was then applied to each block in the model.

McCarron Zone and Quarries Zone

A total of 79 holes were utilised for the McCarron resource estimate over a 700m strike length. Holes were generally spaced 25 m apart along strike and across strike and include all holes drilled prior to April 2001. A total of 3443 assays were used

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with assay intervals ranging between 0.3 and 11.58 m and averaging 1.9m (Hellman & Schofield, September 2001).

A total of 58 holes were used for assessment of the Quarries Zone with holes spaced around 25m apart. All holes included were drilled prior to March 2001 with a total of 1957 multi-element assayed intervals ranging between 0.68 and 5.38 m in length (average 1.9m). Not all elements were assayed in every interval. There are 1583 Ba assays, 1698 Ag assays, 1921 Zn and Pb assays and 388 Au assays.

Block size for each deposit was determined to be 5X12.5X10m. Density values for each block determined in a similar manner as for the BJ estimate but allowing also for the significant lead and zinc content of these strata.

3.5.2. Resource Estimates

Resource estimates by Hellman and Schofield were undertaken over a range of cut-off values for silver, barium and zinc along with combined metal dollar value cut-offs. studies In the following table the resources are estimated on the basis of a 60g/t silver grade cut-off.

ZONE	Resource (Mt)	Weighted Average Grade				
		Ag (g/t)	Barite (%)	Pb (%)	Zn (%)	Au (g/t)
BJ*						
Measured	0.56	110	30.80	0.10	0.19	0.00
Indicated	1.37	93	25.70	0.09	0.30	0.00
Total (M+I)	1.93	98	27.18	0.09	0.27	0.00
Inferred	0.52	89	22.10	0.12	0.44	0.00
McCarron*						
Measured	0.21	102	22.80	0.91	0.92	0.21
Indicated	0.34	81	19.60	1.46	1.78	0.22
Total (M+I)	0.55	89	20.82	1.25	1.45	0.22
Inferred	0.21	87	12.60	1.77	1.63	0.20
Quarries*						
Measured	0.05	132	44.20	0.70	0.70	0.03
Indicated	0.22	91	37.40	0.90	1.50	0.04
Total (M+I)	0.27	99	38.66	0.86	1.35	0.04
Inferred	0.24	97	39.10	0.80	1.40	0.02
Grand Total (M+I)	2.75	96	27.04	0.40	0.61	0.05
Grand Total Inferred	0.97	90.55	24.25	0.65	0.94	0.05

*Based on 60g/t cut-off

Resources at a 60g/t cut-off total 3.72 Mt, which includes Measured plus Indicated resources of 2.75 Mt at 96 g/t Ag and 27%Ba. Inferred Resources total 0.97 Mt at 85/t Ag and 24.25% Ba. Total contained Ag amounts to 11.3 M ounces.

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The information in this report that relates to Mineral Resources compiled by Hellman and Schofield is based on information compiled by Mr Arnold van der Heyden, a full time employee with Hellman and Schofield Pty Ltd, a firm of consulting geologists. Mr van der Heyden is a Member of the Australasian Institute of Mining and Metallurgy and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration, and to the activity he is undertaking, to qualify as a Competent Person as defined in the 2004 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr van der Heyden consents to the inclusion of the matters based on his information in the form and context in which it appears in this report.

There has been substantially more drilling since the above assessment was carried out and there is the potential for these resource estimates to be enhanced.

3.6. Exploration Potential

The mineralisation at Kempfield is characterised by high Barite and silver content and is considered to have been deposited from submarine volcanic exhalative activity. Barite and silver minerals are believed to be the distal deposits of such activity with lead, zinc and ultimately copper being the proximal deposits. There is some evidence of increasing sulphide mineralisation down dip at Kempfield indicating that the source of the mineralisation and hence increasing metal grades may also occur in the down dip direction.

Recent drilling in the Mather Zone resulted in the intersection of wider zones of silver, lead and zinc mineralisation than previously recognised and these zones appear to be open down dip. The McCarron West Zone is constrained to the north and south but is also open down dip. The deepest exploration to date has been to depths of around 100m. Consequently there is excellent potential for the identification of higher grade sulphide mineralisation through drilling at depth at some or all of the known mineral zones.

In the Trunkey Creek area gold has been mined from shallow shafts and pits over a northerly trending zone some 3 km long and 200 m wide. The gold has been extracted from a series of steeply dipping narrow veins but there has never been any systematic exploration of the mineralisation to establish if there is the potential for bulk mining of these veins.

3.7. Proposed Exploration

Initial exploration will be in four phases:

Phase 1 will comprise a VTEM survey of the Kempfield deposit to establish if potential massive sulphide deposits can be identified down dip of the principal zones of mineralisation and or elsewhere along the mineralised trend

Phase 2 will comprise a series of inclined holes to establish the down dip extension of the known mineralisation and to target any anomalies identified by the VTEM survey. If the drilling delineates significant extensions to the existing resources, undertake studies to determine the economic viability of the project to produce silver, lead, zinc and barite.

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Phase 3 will comprise new metallurgical test work to determine the likely recovery of silver from a heap leach operation and, if the results are encouraging, investigate the economic viability of treating the oxide silver resources in this way.

Phase 4 will comprise a series of widely spaced inclined percussion holes to investigate the gold mineralisation at Trunkey Creek.

3.8. Scoping Studies

A scoping study on the viability of mining the Kempfield resource was commissioned by GCR in 2001. Assuming a discount rate of 7.5% and an exchange rate of US\$0.52 to the A\$, a throughput of 0.4Mtpa and a mine life of 10 years the following characteristics were identified (Golden Cross, 2001):

Capital expenditure –	A\$12 M
Cumulative after-tax cash flow	A\$40 M
NPV after tax	\$21 M
IRR	43%
Payback	2.6 years

At the time of the study the principal value in the product was from the barite and silver. Despite the positive outcome of the study the company was not able to establish a reliable market for the barite and the project did not proceed.

There have been a series of other studies commissioned by GCR to investigate the possibility of carrying out mining and heap leach processing of the oxide ore. The advantage of following this route is that heap leach is a relatively inexpensive and relatively simple operation to establish and manage. The latest scoping study in 2004 indicated that such a process may be feasible but is sensitive to the grade of ore processed and the level of silver recovery from the ore. Results from bench scale research into the issue of recovery have been variable and this factor has to be fully evaluated before the viability of a heap leach process can be considered as a realistic possibility.

3.9. Metallurgy

Shell Minerals, Jones Mining and GCO have completed a number of metallurgical studies with a primary focus on the BJ Zone but also including the McCarron Zone. The work has shown that:

- Oxides are amenable to heap leach extraction of silver with 50% being recovered from -6.3mm material after 7 days, 70% after 49 days and 73.7% after 100 days (BJ Zone).
- Lower recoveries (49%) were obtained from column leach/vat testwork on BJ Zone oxides
- Agitation leach gave silver recoveries of up to 84.1% in oxides, 81.8% in mixed and 57.3% in sulphides. The BJ Zone material responded better than the McCarron Zone material.

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- Flotation tests followed by a fine grind and leach produced lower recoveries for all zones compared with agitation leach.
- Flotation tests achieved lower silver recoveries than cyanidation but it is apparent that both oxide and sulphide minerals respond to flotation
- Preliminary testwork on the BJ oxide and McCarron sulphide zone indicates that barite can be upgraded by flotation up to 98.5% BaSO₄ with a brightness of up to 86%
- preliminary work on producing separate Pb-Ag and Zn concentrates from the McCarron Zone sulphide warrants further follow-up test work

The results of this work formed the basis for an initial process flowsheet.

4. SUNNY CORNER

4.1. Location and Access

EL5964 covers an area of approximately 104 km² around the village of Sunny Corner located about 6km north of the Great Western Highway, between Lithgow and Bathurst (Figure 8). The area is undulating and largely cleared for grazing although most is revegetated with pine plantations. There are a number of municipal roads through the area along with forestry tracks and private access roads.

4.2. Title Details

Exploration Licence 5964 comprising 38 units was granted to GCO on 12 July 2004 and has just been renewed to 12 July 2008. An additional 31 units of approximately 93 km² are under application.

4.3. Geological Setting

The Sunny Corner Exploration Tenement lies within the Sunny Corner Synclinorium, a sequence of deformed and metamorphosed Silurian to Middle Devonian sediments and volcanics in the eastern central portion of the Lachlan Fold Belt. and lying to the north of the Bathurst Granite (Figure 8).

4.3.1. Local Geology

The area covers an anticlinorial structure, the Meadow Flat Anticline, within the Sunny Corner Synclinorium. The principal stratigraphic units within the area are summarised in the following Table:

Upper Devonian	Lambie Group
	Unconformity
Middle Devonian	Bobs Creek Porphyry
Siluro - Devonian	Crudine Group

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Merrions Formation
Mitchells Creek Beds
Undifferentiated

Mid to Upper Silurian

Chesleigh Group

Sunny Corner Formation
Occidental Volcanics
Back Creek Conglomerate

The Chesleigh Group is exposed in the Meadow Flat anticline and comprises the Back Creek Conglomerate, Occidental Volcanics and the Sunny Corner Formation.

Back Creek Conglomerate - The oldest unit is the Back Creek Conglomerate which is exposed in the core of the anticline and comprises a polymictic cobble to pebble debris flow conglomerate with minor interbedded sandstone. This unit contains rounded to sub-angular clasts comprising predominantly cherty quartz and minor quartzite, slate, schist and quartz vein material. The matrix is silty/sandy to finer mudstone. An absence of rhyodacitic debris in the conglomerate, a feature characteristic of the younger Silurian conglomerates, indicates a probable basement origin.

Occidental Volcanics - These rocks overlie the Back Creek Conglomerate and comprise a sequence of interbedded clastic and tuffaceous rocks. Lithologies include sandstone, siltstone, minor conglomerate and crystal, lithic and vitric tuffs. The lithic and crystal tuffs appear lower in the sequence while the vitric tuffs are higher. These rocks largely outcrop in the central portion of the anticline on the eastern side of EL 5964.

This unit is well exposed along the eastern side of the Sunny Corner Mine area to the east of the Silver King Fault Zone.

Sunny Corner Formation - Rocks of the Sunny Corner Formation occupy the exposed core of the Meadow Flat Anticline. Their distribution suggests that dips on the western side are generally steeper than those to the east. However, this may in part be due to the sediments having been faulted out by the Daylight Creek Fault Zone (DCFZ) in the west.

Laminated carbonaceous grey siltstone forms the basal part of the sediments and is in turn overlain by massive grey, green and maroon siltstones. Slump layering is common and indicative of a turbiditic or an unstable depositional environment.

The sediments are generally non cleaved except where proximal to local shears and the major DCFZ in the Nevada area. In the latter area the sediments are steeply dipping, strongly cleaved and brecciated. This unit is generally well exposed in and around the Sunny Corner open cut workings as a relatively flat dipping sequence of siltstones and mudstones. Several distinct carbonaceous and pyritic horizons occur in the lower 100m section.

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Crudine Group

The Crudine Group overlies the Chesleigh Group and comprises the Mitchells Creek Formation, Merrions Formation and Bobs Creek Porphyry. Many of the historically noted gold prospects to the west of Sunny Corner occur within these rocks including Paddy Lackey and St George prospects.

Mitchells Creek Formation - These rocks occur as an undifferentiated sequence of thickly to thinly bedded medium to coarse grained feldspathic and crystal lithic sandstone, siltstone, shale and minor tuff. They are well exposed in creeks west of Sunny Corner and in the Big Hill workings.

Merrions Formation - This is a prominent rhyodacitic volcanoclastic-volcanic unit present throughout the Hill End Trough and on the western side of EL 5964. The sand-size volcanoclastics are composed of volcanic quartz and feldspars and minor lithic fragments. The porphyritic lavas are massive to sparsely vesicular, amygdaloidal or breccia (ie hyaloclastite) textured, indicative of a deep marine environment.

The succession is overlain by turbiditic clastics and some carbonate units within the Trough, further to the west. At Kirkconnell, a volcanic breccia is extensively altered and mineralised, a possible source for nearby alluvial gold.

Bobs Creek Porphyry - The porphyry outcrops as a number of irregular shaped bodies at the southern end of the Meadow Flat Anticline. They are aligned along a 5km long NW trending corridor containing numerous gold workings and coinciding with a zone of strong radiometric anomalies.

The porphyry is a partly clay altered coarsely quartz and K-feldspar porphyritic rhyolite. Some fragmental and breccia textures are suggestive of a possible volcanic origin, but outcrop patterns clearly indicate an intrusive relationship, probably at a sub-volcanic level. These intrusives are believed to be linked with the felsic volcanics in the Siluro-Devonian rift sequence. They straddle the Silurian and Devonian Chesleigh/Crudine contact to the southwest of Sunny Corner.

Altered intrusives have been identified in drill holes into the Occidental Volcanics just south of Sunny Corner, and it is probable that the intrusion also underlies the Sunny Corner mine area. A subsequent, co-magmatic intermediate andesitic/dioritic magmatic phase was injected along the NNE structural fabric, evidence of which is present as numerous andesite dykes intersected in several old diamond drill holes.

The porphyries are non-magnetic and petrographically/chemically distinct from both the Carboniferous Bathurst Granite suite and the lower Devonian sills of the Merrions magmatic cycle.

Mineralisation at Bobs Creek is related to the intrusive. The intrusive is not recognised at Big and Little Hill prospects but the style of mineralisation is similar to that at Bobs Creek indicating a similar genetic relationship.

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Lambie Group

The Upper Devonian Lambie Group comprises a thick succession of marine and terrestrial fine to coarse clastics and underlies the western portion of the permit. Mapped lithologies are largely intercalated feldspathic sandstones and thinner siltstone horizons.

The structure of the area is complex as the area has been affected by up to three periods of deformation as evidenced by faulting, cleavage, and join patterns.

4.3.2. Alteration

Regionally, the sedimentary and volcanic sequences have been deformed and exhibit low grade metamorphism. of the prehnite-pumpellyite facies and possibly lower greenschist facies.

In addition low temperature alteration is regionally widespread in susceptible felsic volcanic and intrusive rocks as well as fractured, faulted and brecciated host sediments. Alteration assemblages range from potassic-phyllitic to phyllic-argillic

4.3.3. Mineralisation

Mineral deposits and occurrences in the Sunny Corner area are characterised by the following mineralisation styles:

1. Volcanic associated massive sulphides (Sunny Corner – Pb-Zn-Cu);
2. Remobilised structural controlled shear hosted base metals (Nevada - Cu)
3. Quartz vein hosted gold deposits with a genetic link to the quartz-feldspar porphyry intrusions (Bobs Creek, Little Hill and Big Hill).

Sunny Corner

Mineralisation at Sunny Corner is characterised by the following mineralisation styles

1. Disseminated mineralisation;
2. Stockwork mineralisation;
3. Hydraulic/ hydrothermal/ collapse breccia; and
4. Massive stratabound mineralisation.

Disseminated mineralisation is hosted in footwall laminated siltstone intercalated with thin horizons of felsic Occidental Volcanics. It comprises disseminated fine-grained pyrite in silicified host rock.

Stockwork mineralisation is hosted in the pervasively silicified sediments. It comprises sulphide stockwork veining. In general the metal grade is low, less than 1% CBM.

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Hydraulic/ hydrothermal/ collapse breccia comprises mega breccia with host rock clasts in the sulphide matrix. The lower part is characterised by a clast supported fabric in a sulphide matrix. The upper part is characterised by matrix supported fabrics. Mineralisation comprises pyrite, sphalerite, galena, chalcopyrite, arsenopyrite and minor pyrrhotite. In the basal part the Pb/Zn ratio is 1:3, whilst in the upper part it is 1.5:3 inferring the proximity to the hydrothermal vent. Metal grade is 1-5% CBM.

Massive stratabound mineralisation comprises pyrite (60%), sphalerite (15%), galena (10%) chalcopyrite (4%) and minor arsenopyrite, bornite and pyrrhotite. Massive sulphides are recrystallised, and do not preserve primary ore textures. The overall Pb:Zn:Cu ratio is 5:10:1, indicative of typical massive sulphide mineralisation in VHM deposits. The metal grade range 5- 25% CBM

Mineralisation in the mine area has been protected from erosion by down-faulting of the mine block. Strong silicification and anomalous mineralisation on the hillside to the NNE of the mine and remnant footwall breccias at the Montana workings indicate probable erosion of massive sulphide bodies from these areas.

Nevada

The recent mapping indicates that this prospect is located at the same stratigraphic level as the Sunny Corner mine. Reconnaissance mapping indicates felsic tuff on the eastern side of the prospect and grey siltstone to the west hosting a brecciated ore zone dipping 67°E. The brecciation and Pb-Zn-Cu mineralogy indicates a probable structurally modified remobilized shear hosted VMS style deposit.

Quartz Vein Hosted Gold Mineralisation

There are a number of small mines and prospects in the Sunny Corner area which contain vein and/or stockwork gold mineralisation, sometimes associated with base metals mineralisation.

Bulldog - The workings cover an area of 200 x 150m and have been developed on quartz veining in shears within siltstones. Shears are generally north trending and either flat-lying or steeply east dipping. Bedding in the siltstone is north trending and dips 70-85°E. Siltstones proximal to the shears are often silicified, sericite altered and quartz veined. Quartz veinlets are often parallel to bedding.

Bobs Creek - The prospect is underlain by Devonian quartz porphyry which has intruded grey siltstone of the Sunny Corner Formation. Gold-arsenic mineralisation occurs in quartz stockworks and sheeted quartz veins predominantly in the sediments along the contact and within the porphyry.

Old workings principally occur along three zones, two 600m long western zones trending 030° and a 500m long, north trending, eastern zone. Workings comprise shafts, adits and pits.

Big Hill Extensive workings have a circular distribution around a central hill which has a diameter of 300m. A line of workings extends for a further 300m to the NNE giving an overall strike of 600m. The workings are predominantly shallow dipping underlay shafts sunk on a flat-lying 1-2m thick massive quartz vein which appears to

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run right through the hill and to the north. Host rocks are east dipping fine feldspathic greywacke with thinner siltstone interbeds.

Little Hill - This lies to the south of Big Hill in intercalated greywacke and siltstone. Previous mapping by Falcon Resources indicates that a large number of pits and costeans once existed over an area 450x500m. Most of these have since been filled by forestry rehabilitation of the old workings and the area has since been planted in pines. The scattered distribution of the original workings suggests that mineralisation is located in stockworks rather than large discreet veins. This was confirmed by recent sampling in which quartz vein stockworks were noted in dumps.

Eleven mullock samples assayed between 0.098 - 10.2 g/t Au and averaged 2.16 g/t. Silver results were low ranging from <1-7g/t. Arsenic was anomalous in all samples in the range 542 - 4820ppm. Copper, lead and zinc were not anomalous.

Wilsons - Old gold workings trend N-S over 50m and lie within sheared rhyolitic tuffs. A small underlay shaft is located at the western end of the workings and the remainder are relatively shallow pits sunk on flat dipping quartz veins.

At the underlay shaft the lode appears as a mylonite zone in tuff, while elsewhere the workings are in clay-sericite altered tuff with limonite flooding. Quartz-ironstone veins up to 0.5m wide occupy a number of strongly developed flat-lying joints and are exposed in several of the old pits.

Bushrangers - The prospect is located close to Bushrangers Road and comprises four shafts, the deepest being only 15m, and a number of pits over 100m of strike. These have been sunk on a <1m quartz vein in weakly altered sheared siltstone. The vein strikes north and dips approximately 52° E. Mineralisation appears to be restricted to small quartz shoots. One dump sample of vein quartz was analysed and assayed 2.17g/t Au.

Blackbutt Mountain - Workings comprise a 5m deep shaft and four shallow open cuts which have been sunk on an 8m wide shear zone striking 357°, dip 60°E in grey siltstone. The shear hosts weakly developed quartz-limonite veinlets striking 320°, dip 25° SW.

Dunns Reef - Workings are located beside a forestry track and comprise two shafts sunk in siltstone in an area of sparse outcrop. Dump material indicates that the workings have followed quartz veining in the siltstone with evidence that some of the quartz has filled open spaces.

Quarry Prospect - A weakly mineralised shear zone was located in a road metal quarry on a track off Cupitts Lane in the NW of EL 5964 at 765270mE 6307670mN. This shear is up to 10m wide and is exposed for 80m along the quarry floor. It strikes 335°, dip 45° SW and is developed at the contact between altered rhyolitic tuffs and siliceous sandstone of the Merriions Formation.

The shear contains moderate quartz veining in black, weakly pyritic strongly sheared sediments and extends into the footwall tuff. The veins are up to 15cm wide and crosscut the shear on 085°, dip 75°N.

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Mitchells Creek - The prospect is located on the ridge between Mitchells Creek and Scotts Gully at approximately 765045mE 6304050mN at the NW end of the porphyry corridor. Gold is located in quartz veins in a fault zone up to 1m wide along 100m of strike in rhyolite tuff of the Merriions Formation. The tuff is strongly clay altered, variably silicified and quartz veined around the larger veins. The mineralised zone strikes 005°, dip 60° W.

The zone appears to be relatively restricted in size. However, the historic production of gold from the alluvials in Mitchells Creek indicates that there may be potential for more widespread low grade mineralisation.

Powerline - The prospect comprises a line of workings with associated shallow costeans and pits. The workings extend over 100m and strike 060°. The depth of the shafts is unknown due to their collapse at surface. No samples were collected.

Stella - This prospect consists of a number of open cuts in Back Creek conglomerate in the core of the anticline. Outcrop in the walls of the open cuts often comprises weakly limonitic quartz-sericite altered matrix in the conglomerate and contains up to 1% sub-mm voids after pyrite. Other areas have an anatomising zones comprising secondary dark brown limonite and goethite.

In the south wall of one of the cuts a fault strikes 015°, dip 80° W and contains 2m of strongly silicified conglomerate and up to 3% limonite after pyrite. In some areas the conglomerate is moderately silicified and contains quartz veins up to 3cm wide with minor limonite after pyrite. Strongly silicified quartz vein stockworked sandstone was sampled from mullock in one locality.

There appear to be a number of north trending faults through the area with associated weak quartz veining. The secondary iron in the area is partly related to the oxidation of weak sulphides and secondary iron resulting from deep weathering processes.

4.4. Mining and Exploration History

4.4.1. Early prospecting and Mining

Gold was first found within the area covered by the Sunny Corner project area at Mitchells Creek and Bobs Creek during the 1850s. The gold occurred in both alluvials and quartz veins outcropping adjacent to the creeks. At Mitchells Creek, alluvial gold was won from the gravels and gold bearing quartz was collected, roasted and crushed. A total of 12,000 ounces of gold was reported to be won from this area.

In 1875 the discovery of gold in gossans on the Daylight Creek led to the development of the Sunny Corner Mine. The high silver content of the oxide and sulphide lodes at Sunny Corner was not recognised until 1881, after which the lodes were worked primarily for silver. From 1884 ore from the Sunny Corner mine was smelted on site and the mine was in peak production until 1893. Production reports vary, however it has been estimated that approximately 210,000 tons of ore were treated at the mine for a recorded production of 2,900,000 ounces of silver, 10,100 ounces of gold and 980 tons of copper. Lead, zinc and arsenic were reportedly

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abundant in the ore, but no accurate records of production were made as most of these metals were lost during smelting to the flue or with the slag.

Another significant VMS deposit is the Nevada Mine, 1.5km along the northerly strike of the lode at Sunny Corner. The Nevada mine produced silver, lead and copper, with 1000 tons of ore producing 50 tons of copper.

Gold mineralisation occurs at a number of prospects in the area, particularly to the north and west of Sunny Corner Township. Most of these prospects were worked from 1880 till 1914 and, in general, were small producers (less than 3000 ounces recorded production). The main exception is the Paddy Lackey mine at Dark Corner with a production of 11,740 ounces of gold from 1885 to 1906 (Stevens, 1972).

4.4.2. Exploration History

Systematic exploration of the sunny corner area effectively began in 1913 when the area was investigated by Zinc Corporation including the development of a fifth level adit at Sunny Corner.

In 1951 Austral Malay Tin Ltd. cleaned out the No. 4 level at Sunny Corner but did not reach the original ore body.

Lake George Mines Ltd examined the Sunny Corner in 1955. At the same time the Barker Syndicate developed the New Find shaft and Glassons Adit. The main adit was 67m long with cross cuts driven north and south from 53m east of the adit portal. The northern cross-cut is 46m long and the southern cross cut 30m long. A mineralised gouge zone (copper and zinc) occurs in the main adit at 44m and in the northern cross-cut. Copper mineralisation is present in the main adit from 44m.

The New Find Shaft is approximately 60m north of Glassons Adit and was sunk to 15m. An eastern drive was driven 36m and cross cuts north and south totalled 46m.

Exploration by General Resources Ltd. in 1963-64 included geological mapping, soil sampling, ground magnetic, EM and IP surveys, limited bulldozer trenching and four diamond drill holes. Except for a large quantity of disseminated pyrite in one hole (Hole 3) no significant sulphides were encountered.

In 1967 Anaconda conducted three lines of reconnaissance IP to test deep seated disseminated mineralisation but did not identify any significant anomalies.

Sunny Corner Mining Company Pty. Limited, later taken over by Newmetal Mines Limited refurbished some of the more recent underground workings and drilled six holes into prospects in the Sunny Corner Mine area. Newmetal undertook soil and stream geochemical surveys and drilled five diamond drill holes into the Nevada prospect.. Several narrow mineralised zones were intersected.

Occidental Minerals Corp of Australia held EL 575 over the Sunny Corner area in 1973-74 and carried out mapping, geochemical sampling, IP and ground magnetic surveys. Three significant IP responses were obtained at Sunny Corner and another three at Sunny Corner North and a programme of four drillholes was initiated. OSC 1

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tested IP anomaly A and intersected carbonaceous shale with disseminated pyrite. OSC 2 tested zone C and discovered up to 20% disseminated sulphide throughout the hole with minor amounts of base metals. OSC 3 tested an area down plunge of the Sunny Corner Mine with the contact intersected at a shallower depth than expected. OSC 4 tested this contact down dip and down plunge of OSC 3 again the contact was at a shallower depth than estimated. It was concluded that the carbonaceous shale is a marker horizon about 20m above the top of the felsic volcanic sequence.

BHP explored the area under EL 964 from 1977 until 1981 and held key areas under prospecting licence applications (PLAs) in joint venture with Newmont Holdings Pty. Ltd. and ICI Australia Operations Pty Ltd. until 1983. BHP flew INPUT and Dighem airborne EM surveys. Stream geochemical data collected by Newmetal and Occidental were supplemented and updated and geological mapping carried out.

Three anomalous areas were identified from the stream geochemistry. One of these, Cooligal, was further investigated by a geochemical survey and an EM (Sirotem) and ground magnetic survey. Coincident copper-lead-zinc soil anomalies and a Sirotem anomaly occur on the grid. One single diamond drill hole 180m long tested the geochemical anomaly but did not satisfactorily test the Sirotem anomaly. Only weak sulphide mineralisation was intersected in the drilling.

The two other anomalies at Bulldog and Turpins Creek were also investigated by soil geochemistry and some geophysics but were not considered worthy of further exploration.

Three percussion holes totalling 200m, tested Sirotem anomalies at Nevada. Minor sulphide in tuff and minor siliceous shale was encountered in NP 1. The second and third holes were not assayed. It was concluded that the Sirotem response was caused by ground waters in a fault zone.

Newmont carried out EMP surveys in the Sunny Corner and Nevada areas followed by a diamond drill hole down dip of the Sunny Corner Mine to a depth 268.1m. No sulphides were intersected.

Esso Australia held EL 2256 in for two years until 1986 focussing initially on the gold potential of the area. Mapping and sampling of the Paddy Lackey and St George line of workings was carried out. Two percussion holes were drilled in the Sunny Corner area without significant sulphides being intercepted.

EL 4666 along with EL 4855 and EL5007 were granted to Denehurst Ltd and Michelago Resources NL in 1993. In 1998 these areas were subsequently consolidated into EL 5556. Also in 1998 Michelago acquired a 100% interest in the area and entered into a Joint Venture with Rimfire Pacific Mining NL to fund subsequent exploration.

Exploration by Michelago over the period 1994 to 1998 focussed on the gold mineralisation in the area, principally the Powerline, Mitchells Creek, Bobs Creek, Big Hill, Paddy Lackey - St George, Turpins, Silver Prince and Cooligal prospects. A detailed mapping, rock chip sampling and geochemical soil sampling were carried out on all the prospects.

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In 2000 Rimfire undertook an extensive review of past exploration, particularly the base metal prospectivity of the area. The review resulted in a revised model for the silver, gold and base metal mineralisation. The base metal mineralisation was thought to be structurally controlled with vertical breccia-feeder zones and adjacent dilation structures associated with a large domal structure. It was considered to be of epithermal-hydrothermal origin and related to a porphyry intrusive complex. In contrast subsequent work by Golden Cross indicates the deposit to be of VMS origin.

GCO Exploration

In September 2000 Michelago agreed to sell several of the Company's exploration projects, including the Sunny Corner tenement to Golden Cross Resources Ltd. At the request of Golden Cross, Michelago did not submit a renewal of EL 5666 which therefore expired on 23 February 2001. Golden Cross was then granted EL 5964 on 12 July 2002 covering a similar area to EL5666.

Initial work on the permit included the following:

- **Literature research.** - In addition to material in GCO archives a quantity of historic data and maps were perused and down-loaded from DIGS.
- **Digital compilation of historic exploration data.** - A large amount of data were entered into the GCO database. An intriguing aspect of this work was the paucity of gold analyses for the area around the old Sunny Corner Mine, even though it was originally a gold producer. Even where explorers had claimed to have collected samples for gold assay, analyses were not always presented.
- **A 2.8 line km extension to an existing pegged grid.** A 1996 Michelago grid, pegged on 50m centres, covers much of the mapped area between 6302300 - 6303500mN, 768850 - 769600mE. These lines are unfortunately orientated 089° AMG thus generating a slightly skew grid. The coordinates on the grid pegs are supposed to represent the last four numbers of their AMG location but the pegs are all 10-25m south of the actual northing, and 30-40m east of the actual easting.

GCO established four additional 100m spaced east-west AMG orientated lines between 6301900 - 6302200mN, 768900 - 769500mE, pegged at 50m spacings along the lines. These were added to the old grid prior to conducting the GCO soil sampling program.

- **Geological and alteration mapping.** - Geological and alteration mapping at 1:1000 scale was conducted over the principal workings in the area extending from Sunny Corner township in the south to Copelands Adit in the north. This encompasses an area between 6301900 - 6303800mN, 768900 - 769600mE.
- **Collection of 126 rock chip samples.** - A total of 63 outcrop, mullock and float samples were collected in an initial sampling program, conducted in conjunction with the mapping (Figure 8).

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- **Collection of 315 soil samples.** - 315 soil samples were collected at 25m spacing along 100m spaced E - W lines on both the old and new grids between 6301900 - 6303100mN and 768900 - 769500mE. This work was particularly designed to assess the area to the south of the old mine. Samples were analysed for Au, Ag, Cu, Pb, Zn, As, Sb, Mo, Bi, Cd, Ca, Mn, Mg and Fe (Figure 8 and 9)
- **A ground magnetic survey.** - A magnetic survey was conducted over the prospect area between 6301900 - 6302957mN, 76900 - 769500mE for a total of 22 line km. Line spacings were 25m apart and readings were taken at 5m intervals along lines. Infill lines to the grid were established by tape and compass.
- **Digitising and re-modelling of historic IP data**
- **Reinterpretation of old BHP SIROTEM data.**

The rock sampling identified a number of localities with high lead, zinc, arsenic, silver and gold values. Copper is strongly anomalous but not to the extent of the other base metals. Bismuth, cadmium, molybdenum and antimony are also locally anomalous.

A number of anomalous gold grades were also obtained with five samples assaying greater than 1 g/t Au. The highest was 29.1g/t Au from gossanous footwall breccia near the entrance to No 2 Level. Samples 195967 and 195974 returned 11g/t and 3.32g/t respectively from footwall breccias. The two other samples, 195998 and 195999, assaying 2.92g/t and 1.41 g/t Au respectively were mullock samples from shafts at the southern end of the mine area comprising cherty material containing pyrite, galena, sphalerite, silver and gold. All high grade gold samples contained silver grades between 30.5 and 456 g/t Ag, lead grades ranging 1.2 - 3.3%, zinc from 196ppm - 1.9% and arsenic from 684ppm -15.59%. Antimony was also strongly anomalous in the two highest grade samples at 1990ppm and 5000ppm.

The ground magnetic survey was conducted over an area between 6309100 - 6303000mN and 768950 - 769450mE. A large number of noisy readings were encountered due to buried metal around old workings, fence lines and a powerline running through the middle of the survey area. However, the volcanics were found to have a greater magnetic susceptibility than the sediments.

Existing old 200 foot dipole-dipole IP data was processed with three dimensional inversion modelling software. The resulting model was rotated to AMG coordinates and horizontal slices through the model showing resistivity and percentage frequency effect (PFE) presented as a series of level plans. Areas of high PFE were assumed to indicate areas of elevated bulk sulphide content. The results defined a number of PFE anomalies over the mine area and to the north and south.

Sunny Corner Drilling - Golden Cross drilled 49 RC holes totalling 4090m designed to delineate and evaluate massive sulphide mineralisation at Sunny Corner prospect with the most significant intersections as follows

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HOLE_ID	From (m)	To (m)	Interval	Cu %	Pb %	Zn %	Au (g/t)	Ag (g/t)	As %
GSC001	32	36	4m	0.61	0.15	4.46	0.03	7.50	0.02
GSC003	22	46	24m	0.74	5.30	9.49	5.17	109.71	1.18
GSC004	54	56	2m	0.45	2.07	3.70	0.02	7	0.07
GSC004	70	72	2m	0.40	0.17	2.31	-0.005	9	0.00
GSC005	28	42	14m	0.88	3.58	7.65	0.09	29.00	0.06
GSC006	12	46	34m	1.01	2.46	6.63	0.12	49.33	0.13
GSC006	62	64	2m	1.21	0.23	0.50	0.04	12	0.01
GSC006	46	58	12m	0.19	1.78	2.39	0.03	7.40	0.06
GSC010	22	42	20m	0.30	1.08	2.77	0.03	7.71	0.04
GSC010	118	120	2m	0.46	1.47	3.07	0.036	9	0.01
GSC014	36	58	20m	0.86	2.00	6.49	0.17	40.36	0.17
GSC014	74	76	2m	0.55	0.11	1.56	0.04	12	0.01
GSC014	104	106	2m	0.65	0.01	0.45	0.069	5	0.14
GSC017	2	16	14m	0.60	1.52	0.61	0.09	31.80	0.48
CSC019	36	42	6m	0.64	4.14	9.27	0.12	45.33	0.18
GSC019	70	72	2m	0.46	0.17	3.37	0.05	16	0.03
GSC020	48	56	8m	0.9	0.12	1.71	0.02	10.13	0.01
GSC021	48	54	6m	1.61	0.45	5.75	0.06	29.33	0.02
GSC022	42	44	2m	0.14	1.15	2.12	0.039	9	0.04
GSC023	38	39	14m	0.7	3.46	6.73	0.14	34.25	0.18
GSC025	19	26	8m	0.99	7.27	7.1	0.07	39.8	0.05
GSC025	34	36	2m	0.5	0.77	1.72	0.06	17	0.06
GSC026	22	42	20m	0.87	4.39	10.68	0.11	38	0.09
GSC027	0	5	5m	0.35	1.53	5.37	0.4	83	0.08
GSC028	0	12	12m	0.36	1.08	7.06	0.39	78.33	0.05
GSC030	28	30	2m	0.4	1.59	2.63	0.377	18	0.92
GSC030	52	54	2m	0.14	0.89	2.02	0.089	13	0.05
GSC031	16	17	1m	1.34	8.04	0.89	3.01	628	0.32
GSC032	36	40	4m	0.44	2.49	4.17	0.06	41.5	0.11
GSC032	52	56	4m	0.17	0.99	2.3	0.18	33	0.83
GSC032	64	66	2m	0.14	1.82	2.69	0.035	7	0.01
GSC036	42	70	28m	1.32	6.45	12.86	0.54	109.33	1.65
GSC037	18	38	20m	0.77	5.35	7.31	0.43	42.22	1.1
GSC038	50	52	2m	0.16	0.91	2.05	0.025	2	0
GSC039	52	55	3m	0.43	0.11	2.6	0.04	6.5	0.01
GSC041	16	20	4m	0.77	0.06	0.42	0.034	12	0.04
GSC042	87	90	3m	1.12	8.35	8.32	2.42	338.5	3.03
GSC044	28	30	2m	0.52	0.13	0.21	0.055	13	0.06
GSC044	36	38	2m	0.31	2.56	6.78	0.717	17	0.88
GSC046	10	12	2m	0.55	0.06	0.28	0.021	9	0.02
GSC046	18	20	2m	0.15	0.57	2.43	0.018	6	0.02

Modelling of the drill data has shown that the mineralisation is strata bound and almost certainly of VMS origin. As modelled the mineralisation is in the form of a tabular body which has been gently folded and faulted (Figure 10)

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Little Hill Drilling - At the Little Hill Prospect GCO drilled eight holes ranging from 60 to 108m deep for a total of 576m). The target was shallow stockwork Au-mineralisation hosted in the felspathic greywacke interbedded with siltstone. The best intersection was 4m @ 0.75 g/t Au from 30m within the drill-hole GCLHR03. There was a wide spread, but weak surface gold enrichment with very little gold anomalism within underlying fresh rock.

Big Hill Drilling -At the Big Hill Prospect GCO drilled 15 RC-drill holes designed to test gold mineralization in the distinct flat lying quartz veins and quartz veins stockwork hosted in sediments beneath the old workings. Also to obtain information of any remaining stopes and stope fill.

The significant results were: GCBHRC09 - 10m @ 0.5g/t gold and GCBHRC11 – 4m @ 2.11g/t gold. This mineralisation was characterised by distinct narrow structures. Such a narrow mineralised structures (quartz veins - without broad low-grade halo) downgraded potential for existence of economically significant mineralisation.

At the Bobs Creek Prospect RC-drilling was conducted in the two phases. The first phase involved drilling of 10 RC-holes designed to test stockwork Au mineralisation in a quartz -feldspar porphyry. Low grade gold mineralisation was intersected over several wide zones associated with thin quartz vein stockwork and disseminated anhedral pyrite/arsenopyrite in the chlorite-sericite altered quartz-feldspar porphyry as follows:

- GCBRC05 – 22m @ 0.21g/t Au;
- GCBRC06 - 10m @0.36g/t Au and
- GCBRC08 - 10m @0.37g/t Au.

As a result of these intersections and a re-evaluation of Michelago soil sampling new drilling targets were generated on the south-western side of the Bob's Creek Prospect. These targets were tested with three further RC drill-holes totalling 428m

Further wide low grade mineralisation was encountered with hole GCBHRC11 intersecting 4m @ 2.11g/t Au from 24m.. The mineralised interval occurs at the contact between sediments and porphyry.

4.5. Resources

A geological model, was constructed from the Sunny Corner drilling but a resource estimate in accordance with JORC standards has yet to be produced. Nonetheless the modelling has shown that the mineralisation is strata bound and almost certainly of VMS origin. As modelled the mineralisation is in the form of a tabular body with a westerly dip.

4.6. Exploration Potential

The southern extent of the known mineralisation at Sunny Corner is marked by a fault with strata on the south side displaced downwards relative to the strata on the north side. The extent of mineralisation in the strata on the southern side of this fault has yet to be tested.

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The extent of the mineralisation at Nevada also remains to be fully defined.

4.7. Proposed Exploration

A VTEM survey is proposed over the areas of likely sulphide mineralisation both to guide proposed drilling and to identify other possible targets.

Depending on the VTEM results a programme of drilling is proposed to the south of the Sunny Corner Prospect to establish if mineralisation extends south of the fault bounding the current known extent to the deposit. The nature and extent of the mineralisation at Nevada will also be further investigated by a programme of drilling.

5. WEST WYALONG

5.1. Location and Access

EL5915 is located to 1 km to the east of West Wyalong and approximately 470 km's west of Sydney (Figure 11). The topography is flat and most of the area has been cleared for farming and grazing. Access within the area is very good provided by means of municipal roads and farm tracks.

5.2. Title Details

The West Wyalong project area is held under EL5915 comprising 40 units granted on 10 January 2002 and renewed until 9 January 2008. There is an agreement dated 25 September 2001 between Golden Cross Operations Pty Ltd and Lac Minerals (Australia) NL where LAC is to receive a 2.5% Net royalty Return in respect of any mining operations. An additional area of eight units is under application (ELA 3300)

5.3. Geological Setting

The rocks underlying EL 5915 form part of the Palaeozoic Lachlan Geosyncline which is divided into a number of structural zones. EL 5915 is situated over the boundary of two of these, the Wagga-Omeo Zone to the west and the Parkes zone to the east. This boundary is defined by a major sub-structure, the Gilmore Suture, a mobile crustal zone of prolonged and intense deformation coupled with igneous activity. A number of significant mineral deposits and many small deposits are distributed along this structure..

There is widespread alluvial and eluvial surficial cover within the exploration licence area and outcrop is generally poor. The bedrock geology has been established by means of surface mapping of the few outcrops together with observations from mining, trenching and drilling. All Palaeozoic rocks now preserve a mid greenschist facies (biotite zone) metamorphic overprint.

This limited data indicates that the exploration licence is divided into a series of four northerly trending blocks with each block separated by a major fault.

Wagga Group - The oldest rocks in the area are the Wagga Group) of Ordovician age which form part of the Wagga-Omeo Zone and occur in the south western portion of the area. They comprise medium to fine grained mica rich pelite schists with lesser

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quartz-mica and quartz-mica-feldspar schist. The schists sometimes contain relict laminar bedding. Undifferentiated gneissic rocks and granitoid dykes are also present.

Ungarie Granite - Of late Silurian or Early Devonian age, the Ungarie Granite occurs over a northerly trending belt up to 10 km in width over the central part of the area. The granodiorite contains coarse plagioclase, ferromagnesian as well as up to 40% quartz. In the west the granodiorite has strong vertical northerly trending foliation indicating a possible fault contact with the adjacent Wagga Group. Lenticular xenoliths of biotite schists occur within the foliated granodiorite. To the east the foliation and xenocrysts are less in evidence and the intrusion is more massive in appearance.

Quartz veining is common throughout the granodiorite primarily trending in north-north east direction comprising quartz, calcite and gold in sheared and altered granodiorite. Tourmaline is also commonly developed to the west.

SHRIMP dating by AGSO has returned dates of around 432Ma for this unit.

Wargin Granite - Part of the Late Silurian Ungarie Suite, this typically gneissic granite outcrops in the extreme south of the tenement and has been intersected in drill holes..

Gidginbung Magnetic Complex - To the east of the Wyalong Granodiorite lies a complex zone of basic/ultrabasic intrusions, volcanics, sediments and serpentinite with strong magnetic character referred to as the Wyalong Gidginbung Magnetic Complex. The Complex is believed to be in faulted contact with the Wyalong Granodiorite although the exact relationship is uncertain.

The principal components of this zone are as follows:

Wyalong Metabasalt - Covering much of the central portion of the complex this sequence contains a variety of volcanic rocks including basalt, andesite and basic to intermediate fine grained tuffs. The Wyalong metabasalts are well exposed at Millers Roadstone quarry. Here the volcanics consist of predominantly aphyric metabasalt, and very subordinate porphyritic andesite. The host sequence also contains calc-silicate and garnet-bearing skarn units associated with auriferous shears. Dykes of mafic intrusive rock commonly intrude the sequence. The occurrence of these rocks in association with a 10 milligal gravity high in the area indicate the possibility of a buried mafic stock to the south east of the Wyalong Goldfield.

Bland Diorite - The Wyalong metabasalts are intruded by a suite of hornblende-bearing quartz diorite, diorite and gabbro bodies which are collectively referred to as the Bland intrusive suite. It is possible the Bland Diorite may actually be underlain by Gidginbung Volcanics,. Disseminated sulphides are observed in thin sections of these rocks.

There is also considerable variation in magnetic susceptibility across the diorites, with the plug-like bodies north of Wyalong having high susceptibilities and a positive magnetic signature, in contrast to those south of Wyalong that have very low susceptibilities and a flat magnetic signature.

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Quartz Diorite - Located in the northern part of the Complex and recognised from both mapping and drilling, small plutons of quartz diorite contain medium to coarse grained plagioclase, ferromagnesian minerals and quartz. At Grenfell Hill, the quartz diorite contains very magnetic mafic microdiorite enclaves (Bland diorite?) containing approximately 1% disseminated sulphide.

Gidginbung Volcanics -The Late Ordovician-Early Silurian (?) Gidginbung Volcanics consist primarily of well cleaved andesite pyroclastics, dacitic ash tuffs and tuffaceous siltstone. The sequence has been intruded by a series of volcanic plugs of adamellite, granodiorite and quartz diorite composition. The volcanoclastics have been subject locally to intense quartz-sericite-pyrite alteration.

Serpentinite Complex - A small semicircular outcrop of serpentinite and silica-magnetite occurs east of the Bland Diorite near the boundary with the Gidginbung Volcanics. The geological nature of this occurrence has yet to be fully understood. It is associated with intensely sheared chloritic schist and micro-diorite(?).

The Yiddah Formation - Sparsely fossiliferous Late Silurian to Early Devonian metasediments belonging to the Yiddah Formation form an extensive north-northwest trending belt. The sequence consists predominantly of sandstone, with subordinate pebbly sandstone, pebbly grit and conglomerate. The sandstones characteristically display very flat bedding surfaces and parallel laminations. Minor acid volcanic rocks also occur.

The pebbly sandstones, grits and conglomerates contain well rounded boulders of very fine grained siliceous sandstone up to 35 cm diameter.

5.4. Mineralisation

The West Wyalong Goldfield is the principal area of known mineralisation in the area. However given the location of the area along the Gilmore suture and the nearby occurrence of major porphyry deposits such as Lake Cowal the area is believed to be highly prospective for mineralisation of this type.

5.4.1. West Wyalong Goldfield

The gold occurs within narrow veins averaging about a half-metre thick but varying considerably, pinching and swelling from a few centimetres to 3 metres thickness in lens-like shoots dipping steeply east and pitching to the south. One vein has been traced discontinuously over 2,130 metres along strike and to a depth in excess of 400 metres.

The quartz veins occur within much wider prominent "crush" or shear zones in the Wyalong granodiorite. A cluster of these semi-parallel shear zones strike 20 to 30 degrees east and cover an area roughly 3.5 kilometres along strike and 2.5 kilometres in width.

The average grade of gold recovered from mining between 1893 and 1920 appears to have been around 1.3 ounces per ton. Old reports indicate a correlation between the

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amount of pyrite present and gold grade. In the Lucknow Shoot, where massive pyrite was encountered, the grades reached 25 oz/ton. "Rich" ore was recorded as grades between 2 and 10 oz/ton, "good" ore was anything between 1.5 to 2 oz/ton and "poor" was anything less than half-ounce material.

In addition to pyrite, the quartz veins contain variable minor amounts of calcite, galena, sphalerite and chalcopryrite.

There is some evidence for supergene enrichment above the water table at roughly 50 metres. However, there are rich shoots (2 to 10 ounces per ton) recorded to depths greater than 150 metres.

5.5. Exploration History

There has been an a long history of exploration in the area with a strong focus on the Wyalong Goldfield.

The Wyalong goldfield was discovered in 1893 and production peaked in 1897 with 45,000 ounces Mining ceased in 1920 with a reported total production of 445,700 ounces from 340,000 tonnes (average grade 1.31 oz/t or 40 g/t Au).

Post 1920, systematic exploration only commenced in 1981 when Mineral Management and Securities Ltd (MM&S) held EL 1658 over the Wyalong Goldfield and surrounding area until relinquishment in January 1989 (MM&S,1985a). Initial work in 1981-82 consisted of regional mapping and rock chip sampling as well as soil geochemistry and laterite pebble geochemistry principally over the Mallee Bull line of Lode. The soil samples were analysed for lead, zinc, arsenic and copper. The initial programme also included four shallow costeans dug across different lines of lode.

Auger drilling of the tailings and metallurgical testing of the samples was carried out during 1982-83 and a tailings treatment plant established. In 1983-84 soil geochemistry and rock chip sampling were used to evaluate the Morning Star and Klondike Lode Lines. This was followed in 1983-84 by an eleven hole inclined diamond drilling programme to depths of around 50m investigating the Morning Star, Klondike, North Mallee Bull, Neelds, Pioneer and Santa Claus Prospects. No significant mineralisation was indicated from the geochemistry or drilling and the area was relinquished.

During the period 1983-85 MM&S held EL 2020 abutting EL 1658 to the south east, covering the Pine Ridge and Pine Hill workings. Exploration included regional mapping, rock chip sampling and orientation soil geochemistry over the old workings. MM&S believed the data did not indicate the occurrence of significant mineralisation and the area was relinquished.

Lachlan Resources held EL 2446 (60 units) over the Wyalong Goldfield from June 1985 to April 1988. Peko Wallsend participated as a 50% Joint Venturer and Operator from July 1986 to December 1987. The principal objective was the discovery of epithermal and intrusive hosted gold deposits and the principal target was the Gidginbung volcanics to the south east of Wyalong. A comprehensive programme of exploration was carried out over the area including mapping, rock chip sampling,

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ground and airborne magnetics, airborne radiometrics as well as over 2000m of RAB and 747m of RC drilling. Although alteration zones were observed in the volcanics there was no associated mineralisation and the area was relinquished.

During the tenure of EL 2446 Geopeko also held EL 2651 which abutted the licence to the north east of the Gidginbung Magnetic Complex. Focussing primarily on the Quartz Diorite and Bland Diorite the company carried out a similar programme as in EL 2446 including 326m of RC drilling and one 90m diamond drillhole. The only mineralisation encountered was an intersection of platinum bearing serpentine containing 9.5 ppb Pt over a 3m interval from 73 to 76m in hole DDH 26.

Concurrent with EL 1446 BHP and subsequently, Geopeko joint ventured into EL 2252 which abutted EL 2446 to the south east and held by Thor Resources Pty. Limited. Exploration in this area was directed towards base metals in the Gidginbung Volcanics and followed a similar programme as in EL 2446. This included RAB drilling and 1605m of RC drilling. A 300m wide zone of principally propylitic alteration located during the prospecting extends in a north westerly direction for 900m through the licence area (Narragudgil Prospect). Hole No. 81 intersected 0.42% copper over 8m at 87m and the end of hole washed samples at 95m assayed 1.32% copper, 5.5g/t silver and 0.18 g/t gold.

EL 1819 held by Seltrust Gold Pty. Ltd. covered the south and south east corner of the current area. Paragon Gold Pty. Ltd. drilled six rotary percussion holes in this area as part of a joint venture exploration programme. In hole PB14, 0.22 g/t gold was reported over 12m at 45m and 0.85 g/t gold over 6m at 56m in hole PB15. The mineralisation occurred in quartz sericite schist.

EL 4615 was granted to Lac Minerals (Australia) N.L. on 8 November 1993. Golden Cross Operations Pty. Ltd. earned a 90% interest in the tenement by December 1997 and later acquired the remaining 10% with a 2.5 % net smelter return retained by Lac. In 1999 GCO and Lac entered into a joint venture with Newcrest Mining with respect to the eastern part of the tenement for two years duration. Golden Cross subsequently relinquished EL 4615 and was subsequently awarded EL 5915 over a reduced area.

Exploration was subsequently carried out by Golden Cross and by Joint Venture partners Mount Isa Mines Exploration (MIMEX)

The extensive operations by Golden Cross on EL4615 over the period 1995 to 2000 included:

- Entire EL flown with aeromagnetics and Quest EM
- 26 x RCP holes were drilled for 2,116.6 metres
- 234 x Air Core holes were drilled for a total of 10,991 metres
- 7 x costeans were excavated for 272m
- 10 x mud/percussion holes were drilled for 807 metres
- The entire EL was geologically mapped and interpreted at 1:25,000 scale
- 112 partial leach soils were collected
- 4309 samples of composited hand & auger soils were submitted for assay

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- Re-assay of 32 aircore pulps for Pt Pd Co Ni V
- A Gravity survey was taken over the entire EL
- 778 rock chip samples were collected over all the various prospects.

Work carried out by Newcrest Operations under a joint venture agreement in the Narragudgil area included:

- 90 x Air Core drill holes for 7838.4 metres
- 10 x RCP holes for 1822.5 metres
- 8 x combined Air Core/Diamond core holes for 1224 metres of Air Core, and 824.5 metres diamond core
- Petrology of Yiddah North drill chips

The aircore drilling was designed to achieve systematic geological and geochemical coverage of the northern portion of JV area. The drilling intersected a sequence of intermediate intrusives and volcanics. Numerous narrow zones of low level secondary mineralisation was intersected with the best intersection being:-

ACNG 75 48m @ 802ppm Cu including 8m @ 0.16%Cu

The RC drilling was completed at the Yiddah North prospect, the drilling was designed to follow up the mineralisation previously intersected by ACDNG32 and 39. The RC drilling failed to intersect this zone of mineralisation. However the drilling did intersect narrow zones of mineralisation, with the best intersections being

RCNG105 2m @ 1.71ppmAu RCNG106
2m @ 0.12ppmAu/0.34%Cu

Initial work carried out by MIMEX in 2002 included a compilation of historic drill results, review of existing core, mapping, reconnaissance ground magnetics, and MIMDAS surveys.

The West Wyalong Goldfield vein-reefs were re-assessed for a potential MIMEX target. A required exploration methodology and target requirement was established. A priority area for exploration for vein-gold style targets was established at the northern contact of the Ungarie Granite Bland Diorite, based on structural setting.

Drill core was inspected for petrophysical, geochemical, alteration and structural analysis. MIMDAS was considered to potentially be effective in locating phyllic altered volcanics under cover. The alteration paragenetic sequence at Narragudgil and Yiddah north was established and it was interpreted that MIMDAS would help locate alteration systems but not necessarily the enclosed mineralized zones as IP was considered unlikely to discriminate mineralized from surrounding alteration zones.

50 line km of ground magnetics were surveyed along roads across the tenement to assist in magnetic modelling.

Detailed mapping was conducted to define intrusive phases in the Bland Diorite. At least seven separate intrusive phases that range from gabbroic diorite to granodiorite,

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intruding into rhyolite and andesite. These show a fractionation to the east that may coincide with a younging of the Gidginbung Volcanics to the east within a steep east dipping sequence. Alteration, ranging from epidote-silica, through potassium-silica to argillic was mapped in better outcropping areas. The Yiddah Formation dips 80 degrees east at the contact with the Gidginbung Volcanics but shallows to 45 degrees at 300m further east.

The origin of the Gidginbung Volcanics was considered to perhaps need a review in light of the presence (and possible abundance) of ultramafics (Ireland IN Berkman, 2003).

The MIMDAS geophysical IP/resistivity, magnetotelluric system was used in the pole-dipole configuration with 100 dipoles. This survey covered the eastern half of the tenement, across almost all of the Gidginbung Volcanics – Yiddah Formation contact. Results showed that the Yiddah north alteration/mineralization was readily detectable using IP. Narragudgil mineralization showed up as a shallow east dipping “skin” on a underlying intrusive.

A total of 57.5 line km of MIMDAS IP/MT were surveyed on 19 lines and five RC percussion holes for a total of 834m were drilled to test what appeared to be anomalous areas

MEXWP001 was drilled to test a pipe-like MIMDAS chargeability target. The drillhole intersected variable propylitically altered moderately magnetic holocrystalline quartz- diorite along its entire 207m length. There are no significant sulphide or clay minerals associated with the alteration.

MEXP003 targeted a distinct chargeability contrast, believed to be coincident with the Ungarie Granite - Bland Diorite contact, along strike from a gold-bearing vein system. The hole was abandoned (owing to drilling problems in saprolitic clays) at 126m before the contact zone was reached.

MEXP004, 5 and 7 targeted Gidginbung Volcanics (GBV) below an interpreted E dipping contact between the GBV and overlying Yiddah Formation (YF). However, on each instance unmineralised pyritic sediments of the YF were found to be the cause of the strike extensive chargeable anomalies. The interpretation of a dipping contact between the GV and YF was not confirmed. Drilling outboard of the contact penetrated sedimentary lithologies of consistent type, and may have been oriented at a very low angle to bedding.

MIMEX concluded there is little further scope for the existence of bulk-tonnage classical porphyry mineralisation on this tenement. It is noted that two of the three MIMEX defined areas (each 2.5 -4km long) were covered by only one line of MIMDAS and have been partially intersected by only 3 to 4 reconnaissance air core holes each.

Nonetheless, MIMEX considered one significant geophysical target identified by MIMDAS remained untested in an area of transported cover and poor geological constraint. MIMDAS line 6,246,250N identified a subtle conductive-chargeable body coincident with a NW-trending magnetic ridge and the intersection of several major interpreted structures. The anomaly appears to lie within the Bland Diorite, but is also NE along a major structure from the Pines historic reef gold deposits.

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MIMEX withdrew its interest in the joint venture in June 2003.

Subsequent to the work by MIMEX GCR commissioned a consultant geophysicist (Gunn, September 2003) to complete a detailed geophysical review, with particular reference to modelling the detailed gravity data collected by GCR in previous years.

Detailed computer modelling of gravity and magnetic data has shown that the Bland Diorite and Narragudgil Igneous Suite are underlain by a large dense non-magnetic intrusive body of possible gabbroic composition. Similarities between the anomalous response of this feature and anomalies correlating with known epithermal gold deposits in Fiji have been noted. A subtle circular gravity low (<21 Milligal) corresponding to localised magnetic highs was interpreted to be a vent or late stage intrusive phase of the dense intrusion. It was noted that the main zones of anomalous geochemistry in the area form an annulus around this apparent late stage intrusive feature. It is thus considered to define an area where future exploration should be concentrated. Various zones of apparent alteration, faulting and localised intrusions have been identified elsewhere in the area. Many of these appear to have been ignored or under explored. Several of these features have encouraging correlations with geochemistry.”

This study compared the various geological interpretations and other GIS data with reprocessed geophysical images resulting in a more refined geophysical interpretation incorporating all recent data. The Gidginbung Volcanics referred to the report are interpreted as a western belt of volcanics and an east belt of intrusives (as indicated by drilling). Detailed gravity modelling constrains the gross structural architecture so that Gilmore Shear/Suture faults must be vertical or steep west dipping.

5.6. Exploration Potential

A recent review of the geophysical data within EL 5915 has indicated the occurrence of a dense non-magnetic igneous body in the central part of the area (Figures 12 and 13). There are concentric zones of elevated gold and copper in the basement rocks around the body and there is the possibility of a genetic relationship between to two features. The relationship may be in the form of disseminated copper gold mineralisation.

Previous exploration by GCR intersected some moderate gold grades in veins at the ken Glasson anomaly which has never been followed up.

5.7. Exploration by Argent

In November 2007 Argent undertook an initial phase of drilling comprising three vertical percussion holes of a proposed six-hole programme. The holes were drilled to depths of up to 120m for a total 336m. The purpose of this drilling was to begin the evaluation of the potential for disseminated copper gold mineralisation in the vicinity of the dense non-magmatic igneous body identified from the review of the geophysical data.

Holes APG1 and APG2 intersected diorite with chlorite alteration, epidote and up to 1% pyrite. No significant gold mineralisation was identified from analysis of the chips. Hole APG3 intersected chlorite schist with carbonate veining and minor quartz. Analyses of the chips generally returned low gold values except for the 2m interval

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between 106-108m, which returned a grade of 19.1 g/t. This is a significant result as gold mineralisation had not been reported from this area previously.

In addition, a further 600m of inclined percussion drilling was carried out to evaluate reef extensions at depth below abandoned workings at the Callback, Mallee Vale, Stanley Blow, Pine Ridge and Pine Hill mines and encouraging results were obtained from two holes. Mallee Vale hole AMV2 intersected four metres from a depth of 28m which returned a grade of 6.11g/t gold and Pine Ridge hole APR2 intersected two metres from a depth of 36m which returned a grade of 1.48 g/t gold.

5.8. Proposed Exploration

Two phase programme is proposed for EL 5915.

- AVTEM survey over the whole area to evaluate the potential for sulphide deposits
- A further program of at least three further percussion holes are proposed to continue the evaluation of the concept of disseminated copper gold mineralisation. It is proposed that the holes will be drilled to at least 100m with the possibility that one or more holes will be drilled deeper if there is evidence of increasing mineralisation and/or alteration with depth (Figure 13).
- Further drilling is proposed to evaluate extensions at depth of gold mineralisation below old mine workings.

6. EXPLORATION BUDGET

Argent has proposed an expenditure schedule as shown in the following tables to meet proposed exploration activities as outlined below. The tables show the proposed expenditure at full subscription of \$5M and the minimum subscription of \$4M. The proposed expenditure for both situations has been reviewed and found to be fair and reasonable in the light of current costs and requirements.



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Proposed exploration budget with minimum subscription of \$4,000,000

Kempfield	2007-08	2008-09	Total
Field Sampling	-	-	-
Drilling	761,500	250,000	1,011,500
Geophysics	80,000	-	80,000
Metallurgy & Other Studies	72,000	80,000	152,000
Exploration Overhead	121,380	108,389	229,768
Total Direct Costs Estimate	1,034,880	438,389	1,473,268

Sunny Corner	Year 1	Year 2	Total
Field Sampling	40,000	-	40,000
Drilling	104,000	190,000	294,000
Geophysics	80,000	-	80,000
Metallurgy & Other Studies	6,000	12,000	18,000
Exploration Overhead	30,561	66,347	96,908
Total Direct Costs Estimate	260,561	268,347	528,908

West Wyalong	Year 1	Year 2	Total
Field Sampling	40,000	-	40,000
Drilling	50,000	404,000	454,000
Geophysics	80,000	-	80,000
Metallurgy & Other Studies	-	6,000	6,000
Exploration Overhead	22,588	134,665	157,253
Total Direct Costs Estimate	192,588	544,665	737,253
Total Exploration Budget incl Direct Overheads	1,488,029	1,251,400	2,739,429

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ARGENT MINERALS LIMITED**Proposed exploration budget with full subscription of \$5,000,000**

Kempfield	2007-08	2008-09	Total
Field Sampling	-	-	-
Drilling	761,500	547,100	1,308,600
Geophysics	80,000	-	80,000
Metallurgy & Other Studies	72,000	80,000	152,000
Exploration Overhead	121,380	156,585	277,965
Total Direct Costs Estimate	1,034,880	783,685	1,818,565

Sunny Corner	Year 1	Year 2	Total
Field Sampling	40,000	-	40,000
Drilling	104,000	190,000	294,000
Geophysics	80,000	-	80,000
Metallurgy & Other Studies	6,000	12,000	18,000
Exploration Overhead	30,561	50,439	81,000
Total Direct Costs Estimate	260,561	252,439	513,000

West Wyalong	Year 1	Year 2	Total
Field Sampling	40,000	-	40,000
Drilling	50,000	404,000	454,000
Geophysics	80,000	-	80,000
Metallurgy & Other Studies	-	6,000	6,000
Exploration Overhead	22,588	102,376	124,964
Total Direct Costs Estimate	192,588	512,376	704,964
Total Exploration Budget incl Direct Overheads	1,488,029	1,548,500	3,036,529

7. CONCLUSIONS AND RECOMMENDATIONS

The Kempfield prospect is a defined silver-lead-zinc-barite resource with the potential for development subject to the results of further drilling and feasibility studies. There is also the potential for identifying base metal deposit at Sunny Corner and/or Nevada subject to further geophysics and drilling.

At West Wyalong a re-evaluation of geophysical and geochemical data has identified an exploration target which may represent a substantial disseminated copper/gold deposit not unlike the substantial porphyry deposits identified elsewhere in the Lachlan Fold Belt such as at Cowal and Cadia. The recent drilling by Argent at West Wyalong has returned some very encouraging results indicating there may also be the potential for the identification of a gold resource in this area.

8. PRINCIPAL REFERENCES

Golden Cross	26 March 2001	Positive Scoping Study Points to Potential Startup at Kempfield Silver Barite Property Stock Exchange Announcement
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Hellman & Schofield Pty Ltd	May, 2000	Resource Estimate for BJ Zone – Kempfield Base Metal Deposit. Internal report prepared for Golden Cross Resources
Hellman & Schofield Pty Ltd	September, 2001	Resource Estimate for the McCarron and Quarries Zones, Kempfield NSW – Kempfield Base Metal Deposit. Internal report prepared for Golden Cross Resources

A handwritten signature in black ink, reading 'I D Blayden'. The signature is fluid and cursive, with the first letters of each name being capitalized.

I.D. Blayden
PhD MBA BSc MAusIMM MMICA CPGeo

Friday, 7 December 2007

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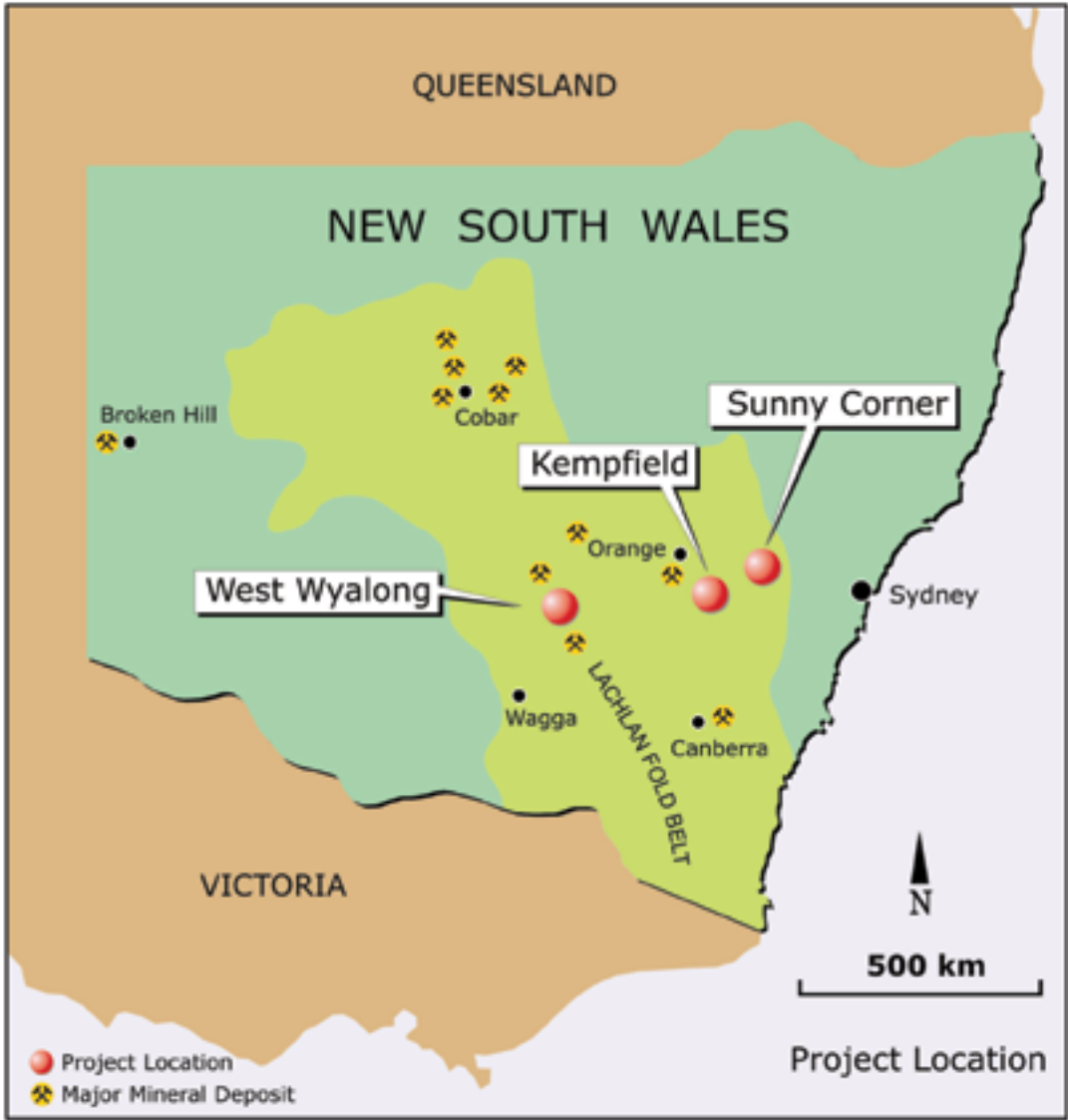


Figure 1 Location Map



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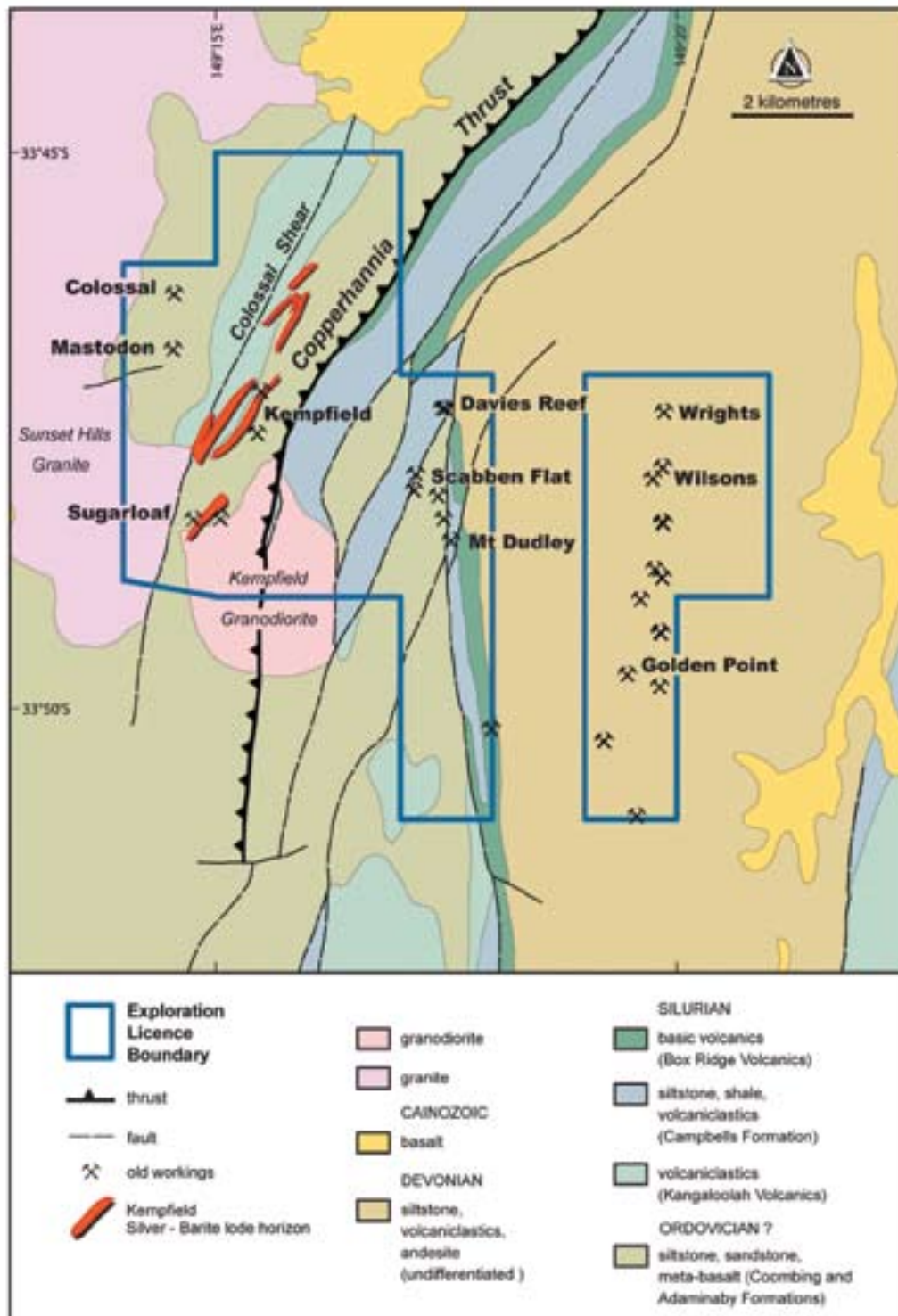


Figure 2 Kempfield Regional Geology

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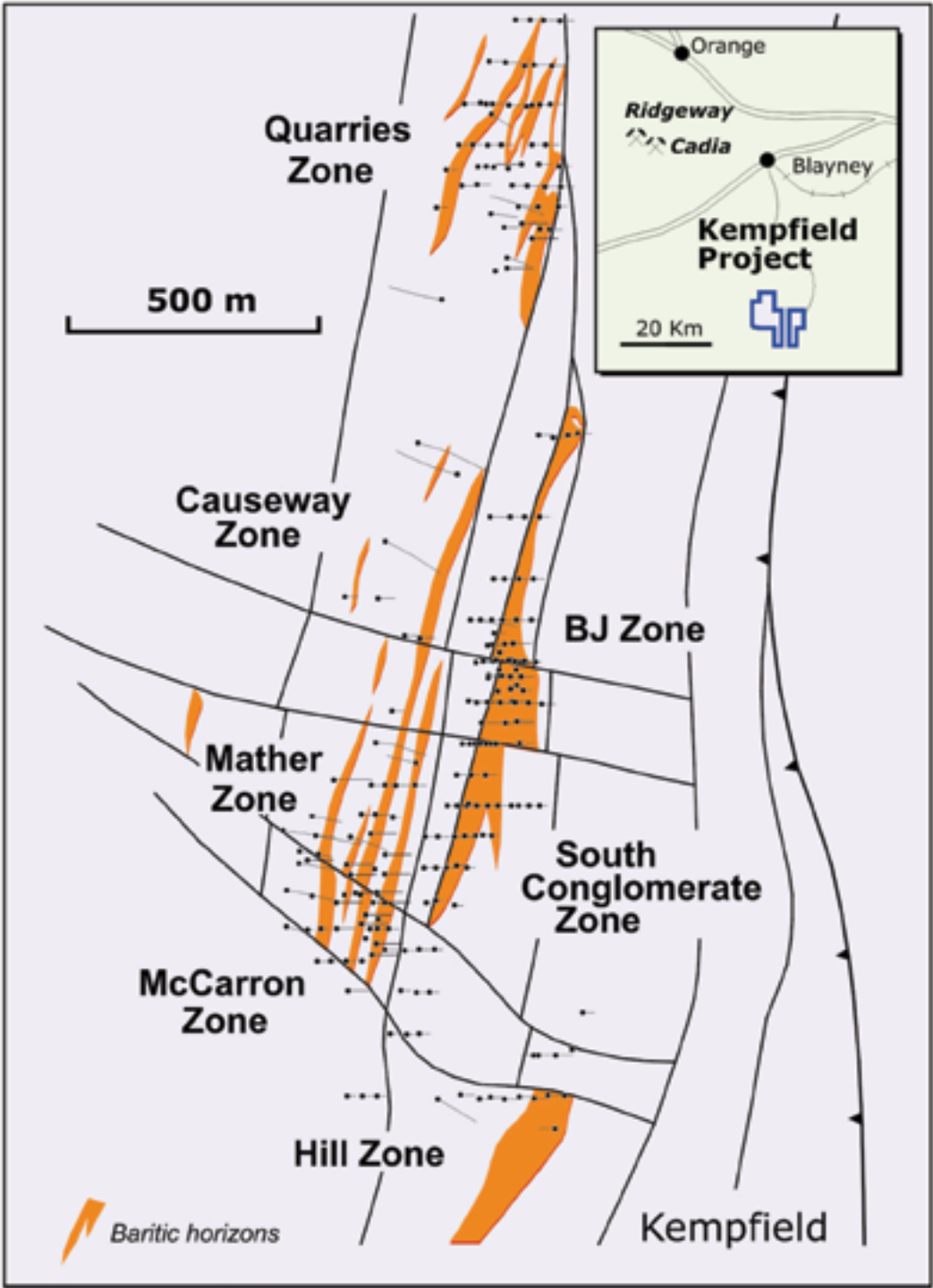


Figure 3 Kempfield Distribution of Mineralised Zones



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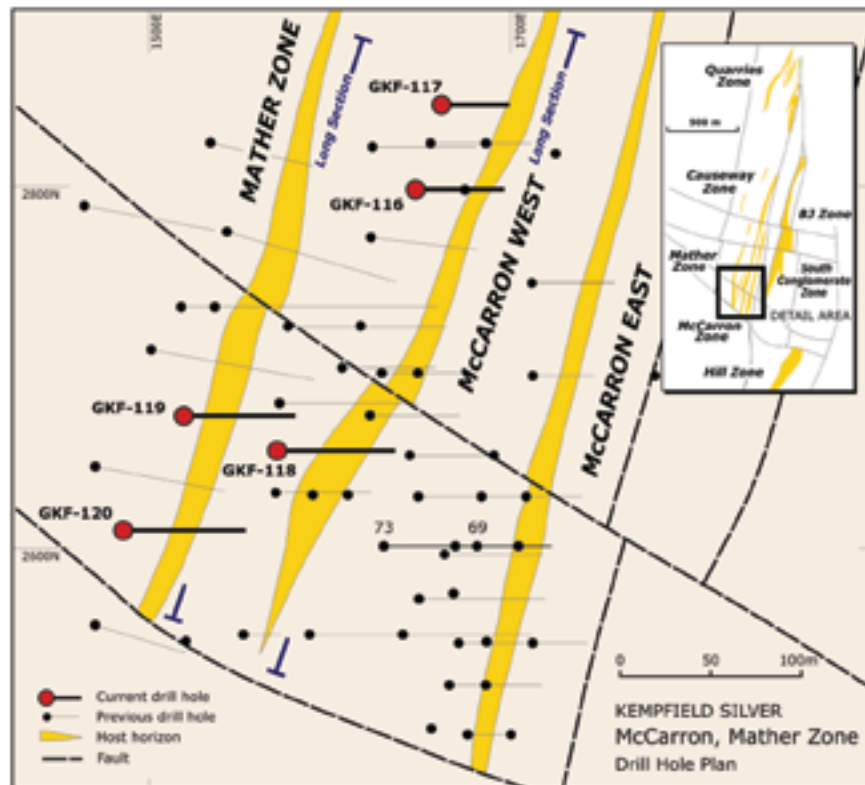


Figure 4 Kempfield McCarron and Mather Zones

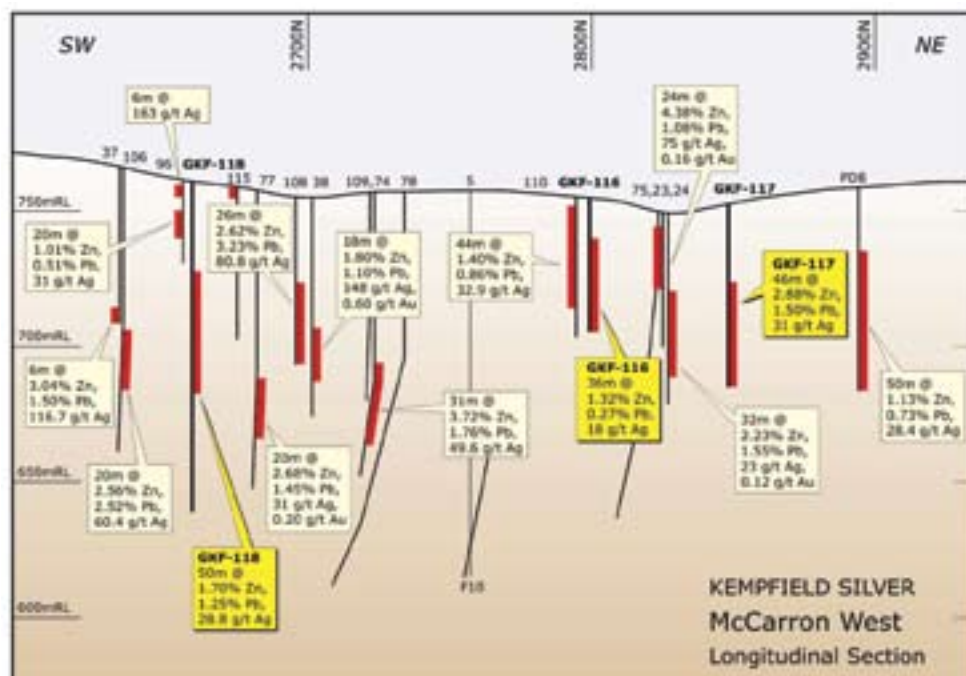


Figure 5 Kempfield McCarron West Zone Long Section

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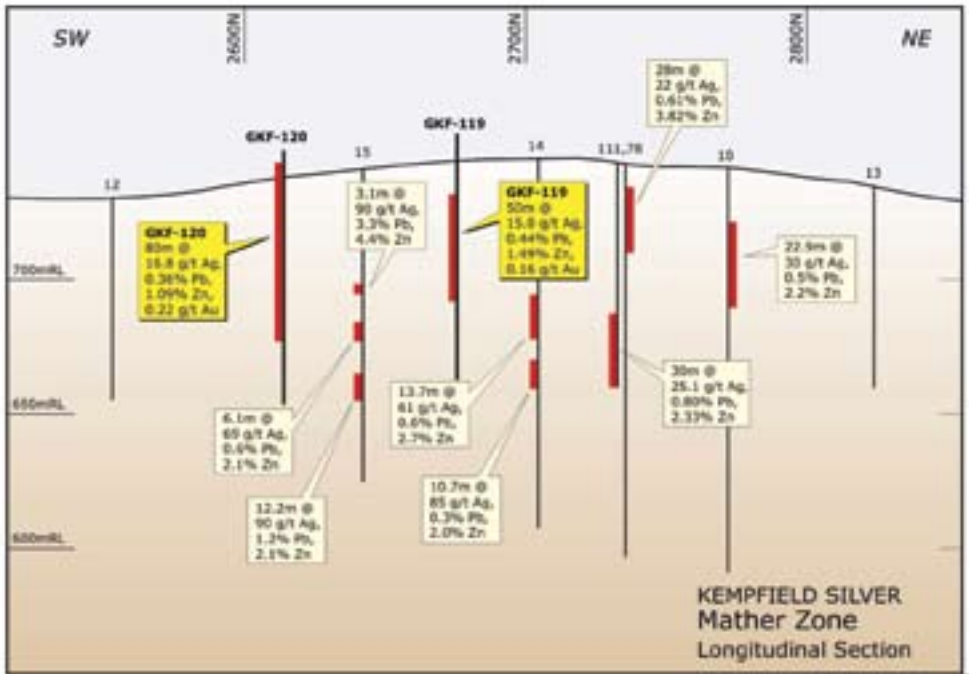


Figure 6 Kempfield Mather Zone Long Section

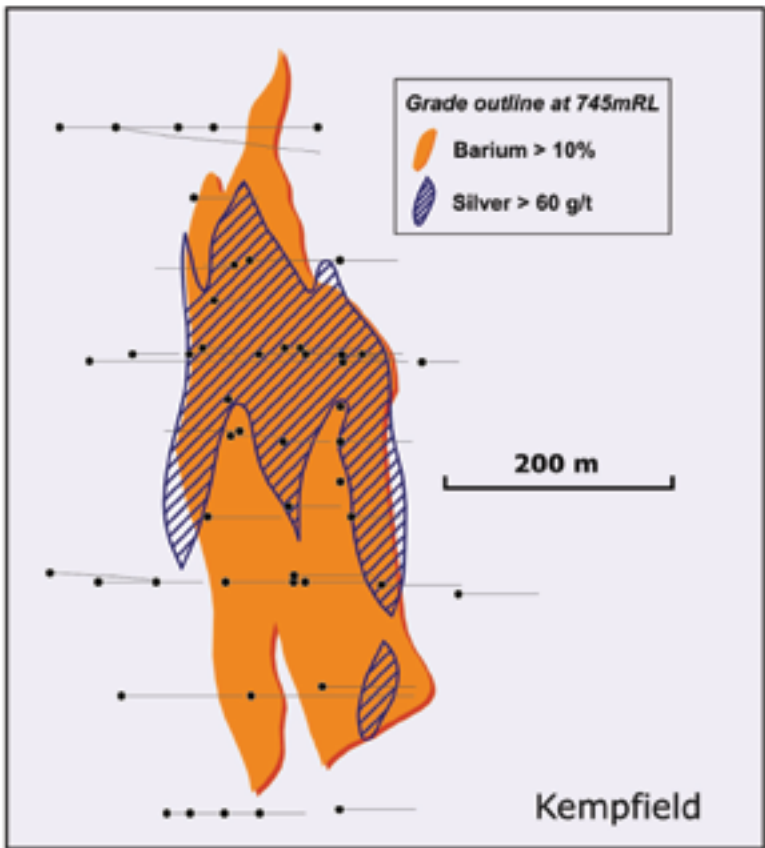


Figure 7 BJ Zone Barium and Silver Mineralisation 745m RL



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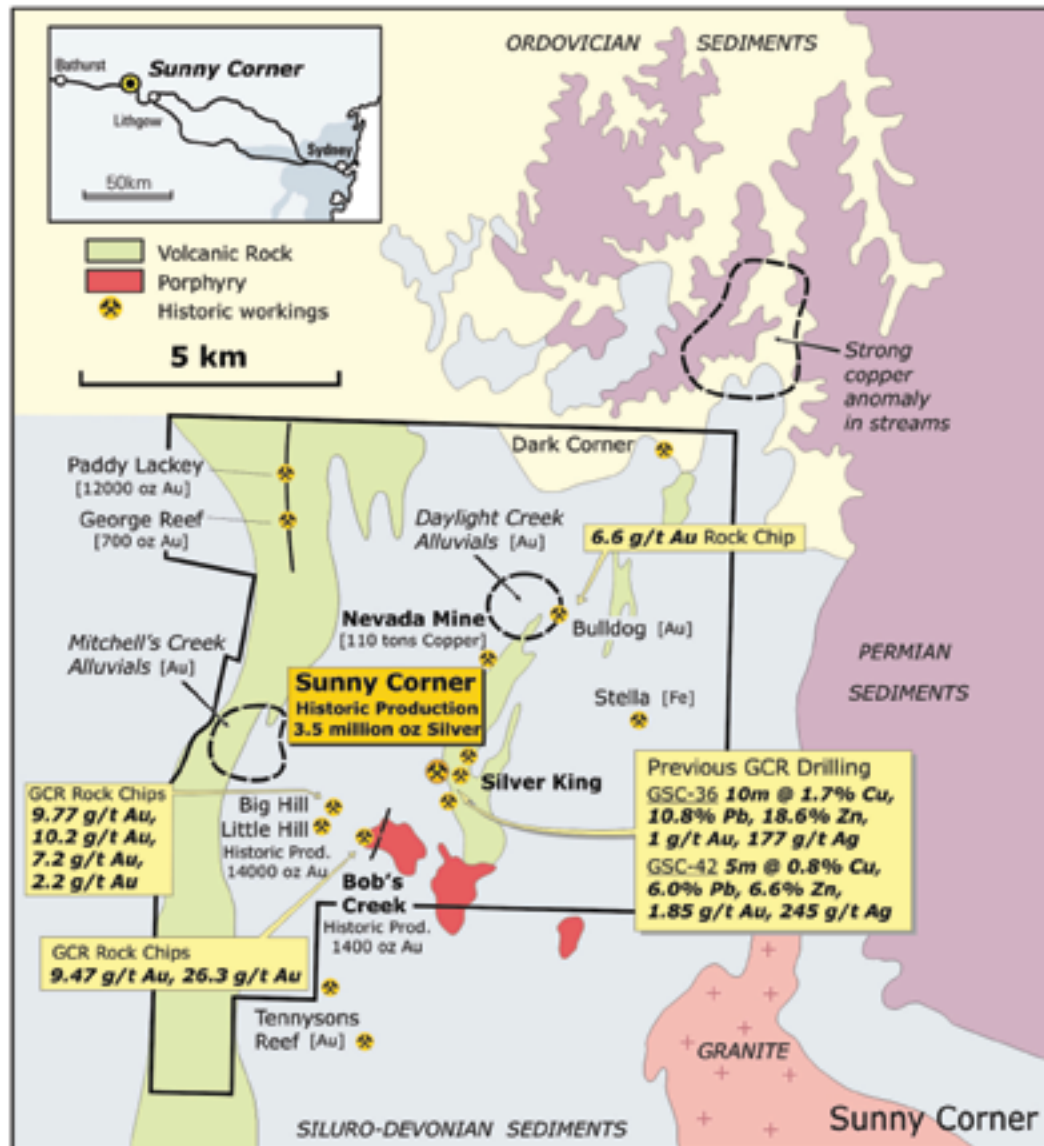


Figure 8 Sunny Corner Location and Regional Geology

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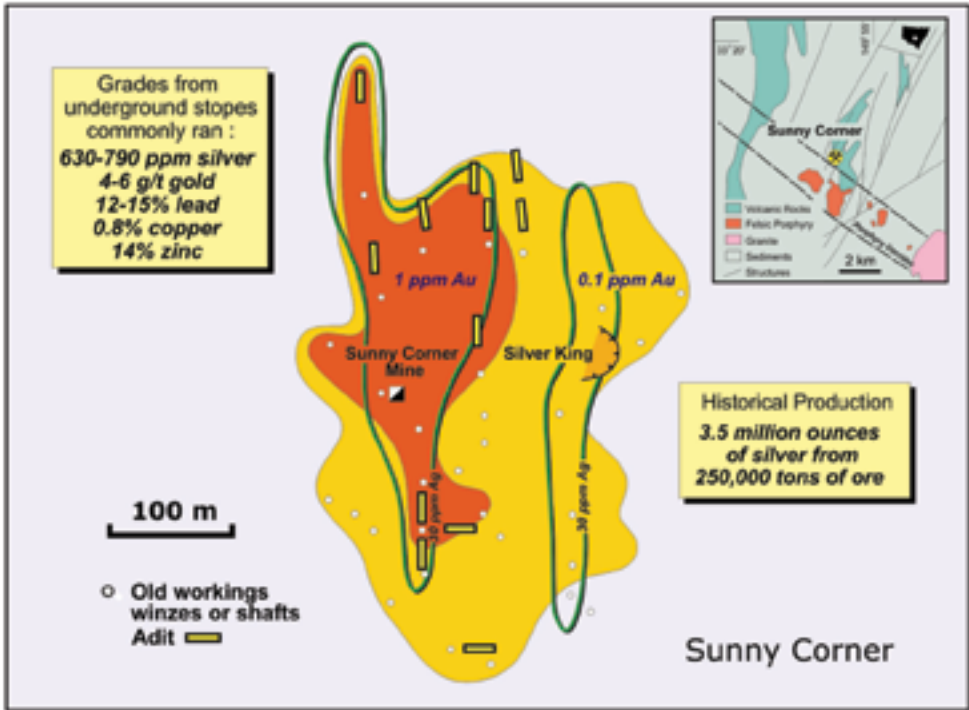


Figure 9 Sunny Corner Mine Area Surface Geochemistry

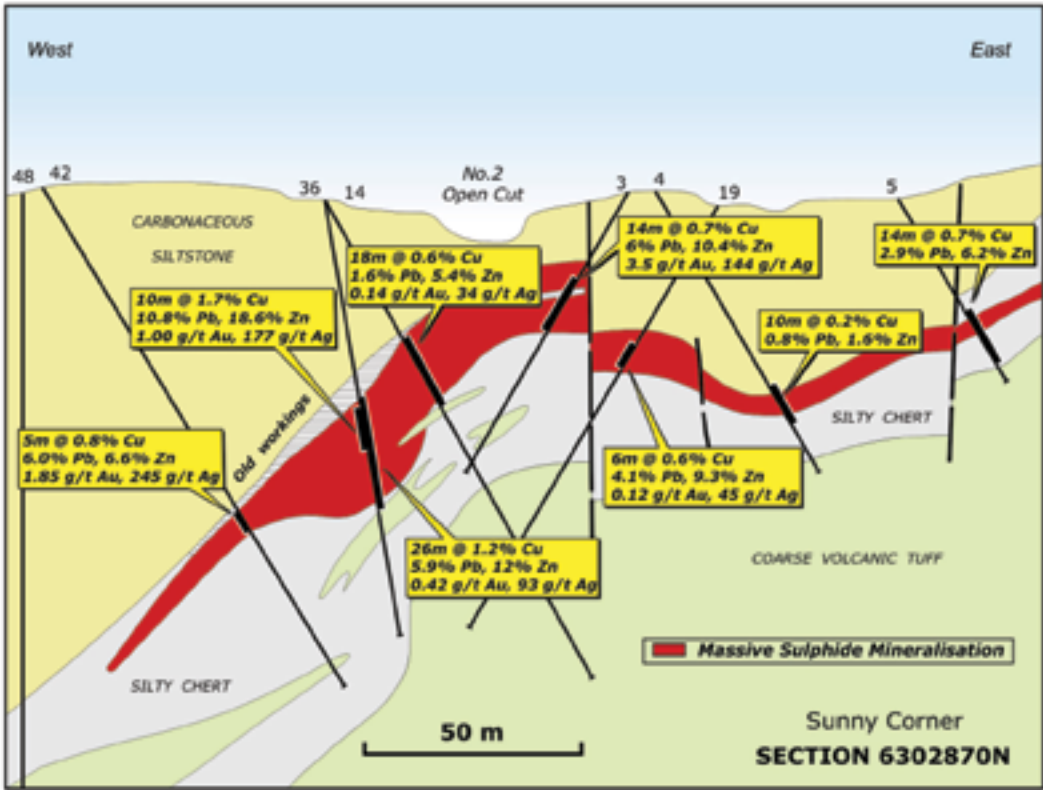


Figure 10 Sunny Corner Mine Area Cross Section



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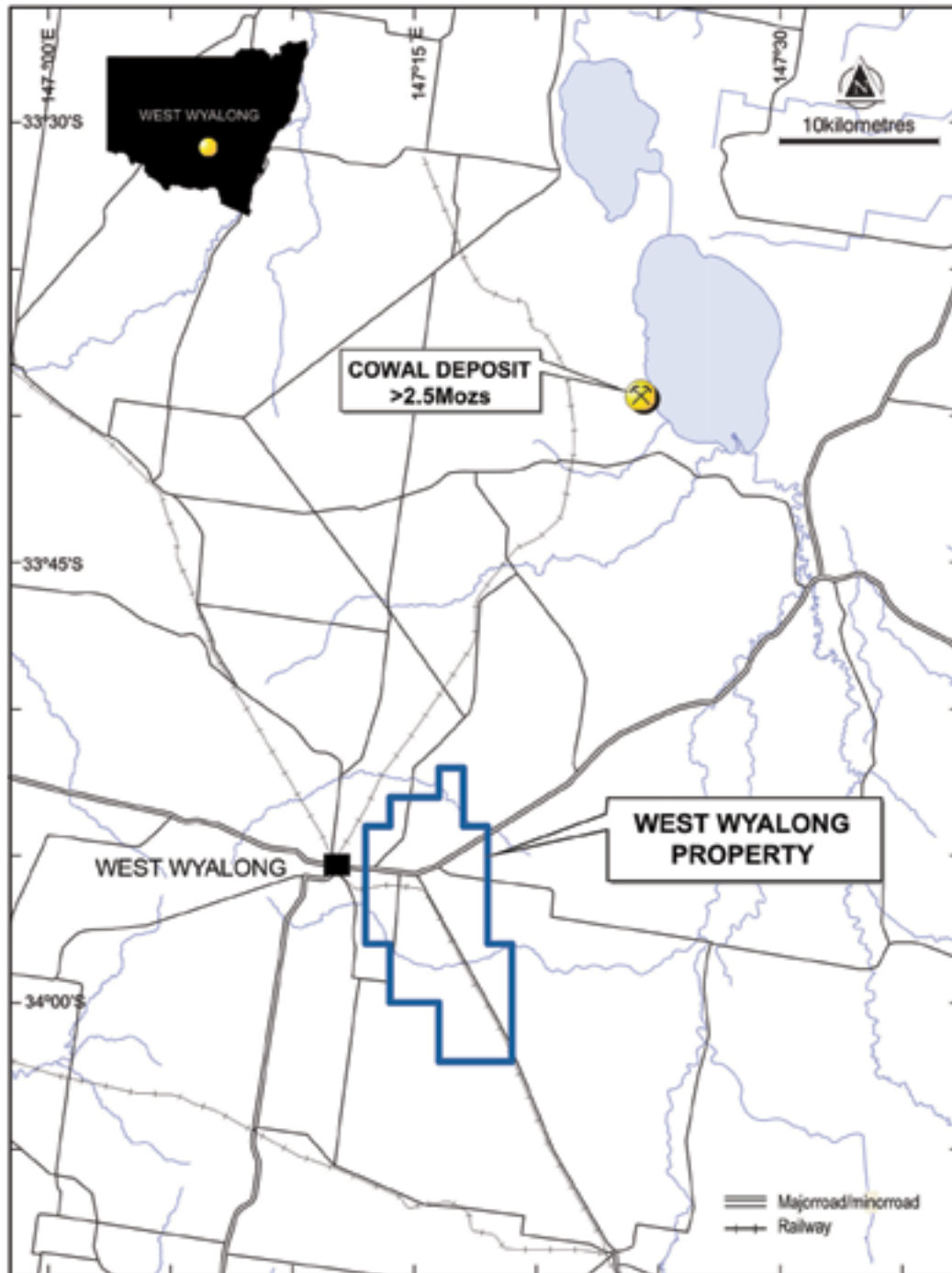


Figure 11 West Wyalong Location Map

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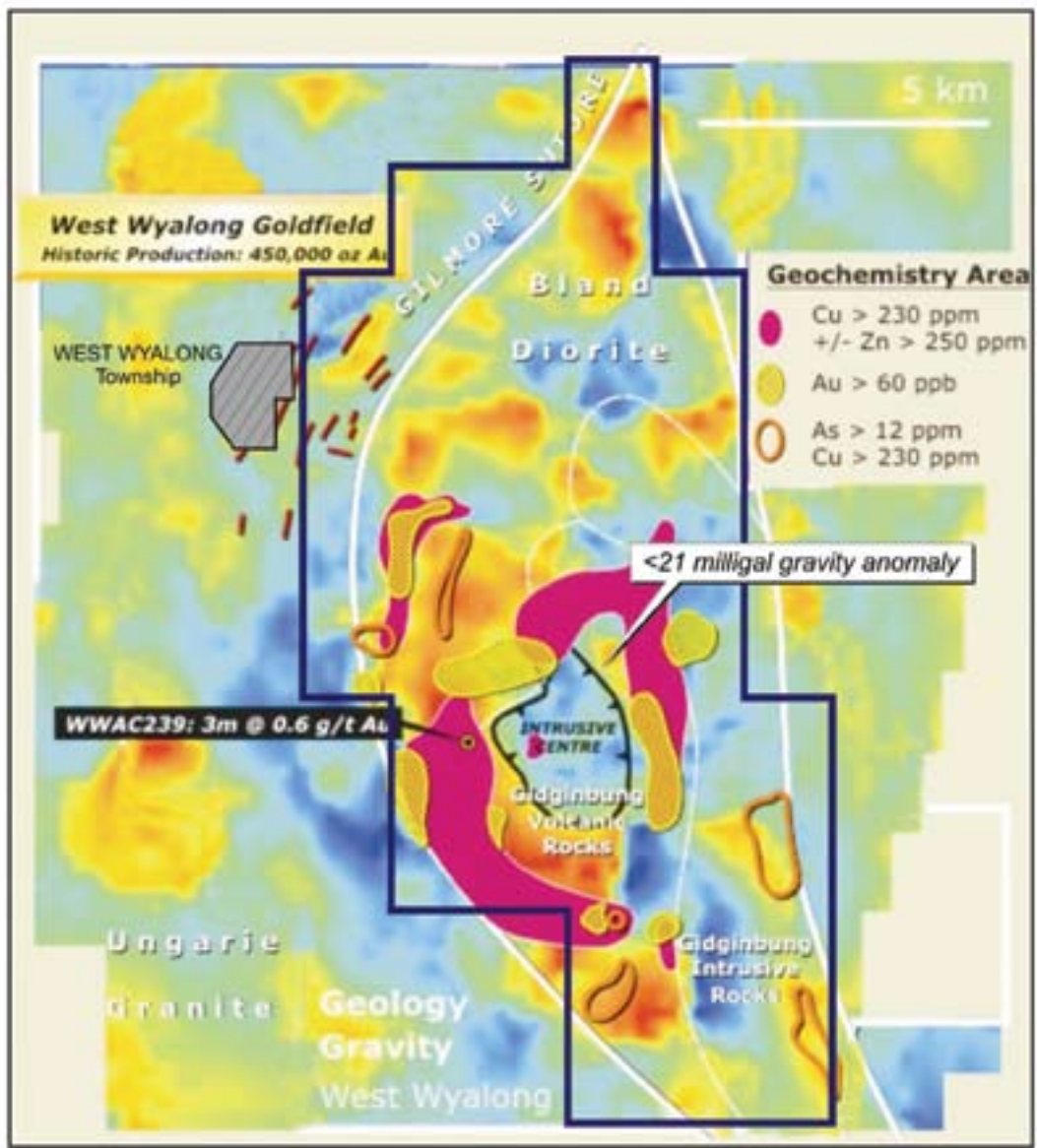


Figure 12 West Wyalong Regional Geology and Surface Geochemistry



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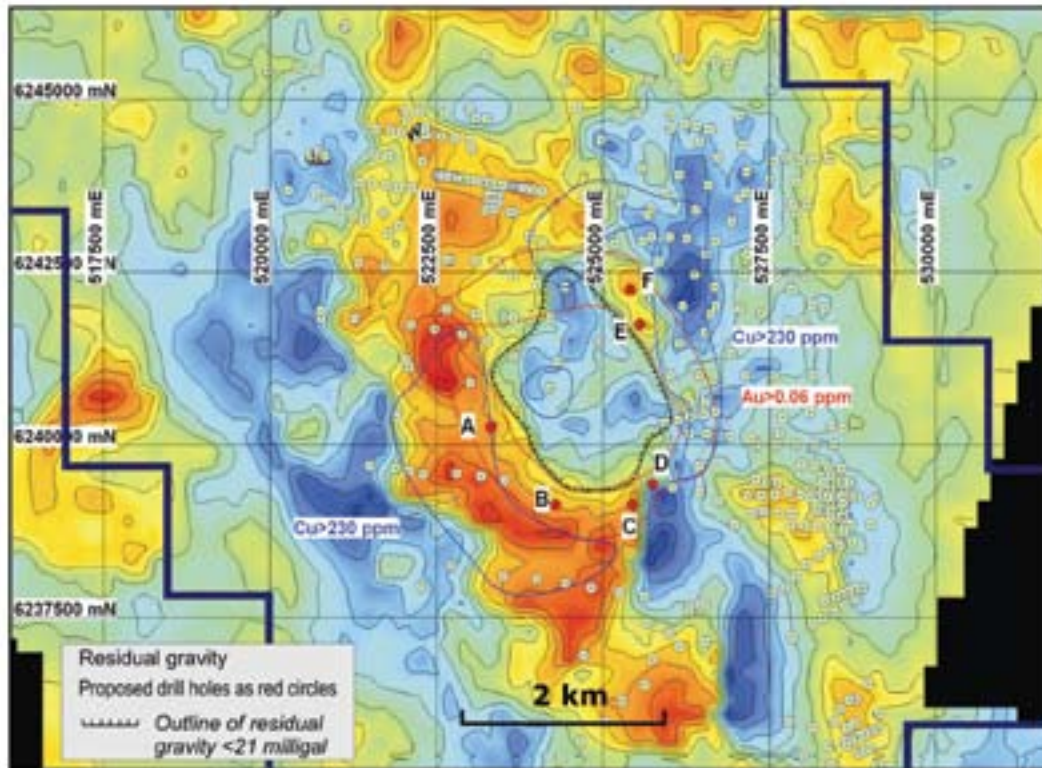


Figure 13 West Wyalong Proposed Drill Sites

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9. INVESTIGATING ACCOUNTANT'S REPORT



STANTON PARTNERS CORPORATE PTY LTD

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E-mail: jvdieren@stantons.com.au

10 December 2007

The Directors
Argent Minerals Limited
Level 2
76 Kings Park Road
WEST PERTH WA 6005

Dear Sirs

RE: INVESTIGATING ACCOUNTANT'S REPORT

1. Introduction

This report has been prepared at the request of the Directors of Argent Minerals Limited ("Argent" or "the Company") for inclusion in a Prospectus to be dated on or around 4 January 2008 ("the Prospectus") relating to the proposed issue by Argent of 20,000,000 shares to be issued at a price of 20 cents per share to raise \$4,000,000. The Company reserves the right to accept oversubscriptions to the extent of a further 5,000,000 shares (\$1,000,000).

2. Basis of Preparation

This report has been prepared to provide investors with information on historical results, the balance sheet of Argent and the pro-forma balance sheet of Argent as noted in Appendix 2. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial reports in accordance with the Corporation Act 2001. This report does not address the rights attaching to the securities to be issued in accordance with the Prospectus, nor the risks associated with the investment. Stanton Partners Corporate Pty Ltd has not been requested to consider the prospects for Argent, the securities on offer and related pricing issues, nor the merits and risks associated with becoming a shareholder and accordingly, has not done so, nor purports to do so. Stanton Partners Corporate Pty Ltd accordingly takes no responsibility for those matters or for any matter or omission in the Prospectus, other than responsibility for this report. Risk factors are set out in Section 11 of the Prospectus.

3. Background

Argent was incorporated on 4 April 2007 as Kempfield Silver Pty Ltd with an issued capital of one share at \$1. During the period to 31 October 2007, the Company issued to the promoters 4,000,000 shares at 1 cent each for a total of \$40,000 and 2,000,000 shares at 1.5 cents each to raise \$30,000, 9,500,000 shares at 2 cents each to investors to raise \$190,000, 1,000,000 shares to investors at 3 cents each to raise \$30,000, 500,000 shares at 5 cents each to investors to raise \$25,000 and 2,690,000 shares at 10 cents each to investors to raise \$269,000. In November 2007, a further 2,250,000 shares were issued to a seed investor at 10 cents each to raise a further \$225,000. As at 30 November 2007 there were 21,940,001 shares on issue. In September and November 2007, the Company's shareholders approved an alteration to its constitution and changing its name to Argent Minerals Limited and the name change was subsequently ratified by ASIC.

On 8 June 2007, the Company entered into three farm-in and joint venture agreements all effective from 1 June 2007 with Golden Cross Operations Pty Ltd ("Golden Cross") a subsidiary company of ASX listed Golden Cross Resources Limited.

The Kempfield Farm-in and Joint Venture Agreement provides for the Company to earn an initial 51% interest in the Kempfield Tenements as noted elsewhere in the Prospectus by spending \$2,000,000 over a period to 1 June 2011 (minimum of \$84,000 in year one, \$300,000 in year two, \$600,000 in year three and \$1,016,000 in year four). The Company may withdraw from the Kempfield Joint Venture but not before it has spent \$84,000 before 1 June 2008. The Company may increase its interest in the Kempfield Joint Venture to 70% by spending a further \$745,000 before 1 June 2013. Under the Kempfield Agreement, Golden Cross acknowledges that it has entered into an option agreement with H Henry, T Henry and G Henry ("Henry") under which Golden Cross has the option to acquire certain barite leases outright for \$120,000. The right to acquire outright the tenements expires 15 August 2008. Kempfield has the right to pay the \$120,000 fee on or before 15 August 2008 and if it does so the payment will constitute a contribution to the joint venture expenditure.

The West Wyalong Farm-in and Joint Venture Agreement provides for the Company to earn an initial 51% interest in the Wyalong Tenements as noted elsewhere in the Prospectus by spending \$750,000 over a period to 1 June 2011 (minimum of \$70,000 in year one, \$112,500 in year two, \$250,000 in year three and \$317,500 in year four). The Company may withdraw from the Wyalong Joint Venture but not before it has spent \$70,000 before 1 June 2008. The Company may increase its interest in the Wyalong Joint Venture to 70% by spending a further \$280,000 before 1 June 2013. There is a net smelter royalty payable on the West Wyalong tenement of 2.5%.

The Sunny Corner Farm-in and Joint Venture Agreement provides for the Company to earn an initial 51% interest in the Sunny Corner Tenements as noted elsewhere in the Prospectus by spending \$500,000 over a period to 1 June 2011 (minimum of \$68,000 in year one, \$75,000, \$150,000 in year three and \$207,000 in year four). The Company may withdraw from the Sunny Corner Joint Venture but not before it has spent \$78,000 before 1 June 2008. The Company may increase its interest in the Sunny Corner Joint Venture to 70% by spending a further \$186,000 before 1 June 2013. As part of all of the three farm-in and joint venture agreements, Argent was required to pay \$100,000 to Golden Cross and Golden Cross is to spend the amount on exploration of the tenement areas. Such \$100,000 is deemed a contribution towards the joint venture expenditure obligations in year one.

The Company has entered into service agreements with Messrs Kerry McHugh ("McHugh") and Marcus Michael ("Michael") to secure the services of the directors (and in the case of Marcus Michael, services also as Company Secretary and Chief Financial Officer) details of which are included in Section 13.6.3 of the Prospectus. Mr McHugh's annual salary package will be \$90,000 plus statutory superannuation and Mr Michael's annual salary will be \$76,000 plus statutory superannuation. Marshall Michael Pty Ltd a company associated with Mr Michael will receive professional fees for accounting and taxation services provided to the Company at normal professional rates. The Company has entered into a service agreement with Endeavour Minerals Pty Ltd to provide independent geological services of David Timms for an initial period of twelve months commencing 1 September 2007 at agreed commercial rates calculated on a daily rate basis. Further details are outlined in section 13.6.4 of the Prospectus. Up to the date of the listing of the Company on ASX, effective from 21 September 2007, McHugh will be paid a fee of 50% of the \$90,000 annual fee and effective from 1 August 2007, Michael is to be paid a fee of 50% of the \$76,000 annual fee. Mr Jamie Ogilvie is to receive director fees of \$40,000 plus statutory superannuation effective from achieving an ASX listing and from 21 September 2007 he is entitled to receive a fee equal to 50% of the annual director fees.

Potential investors should read the Prospectus in full that includes an Independent Geologist's Report and a Report on Tenements in NSW. We make no comments as to ownership or values of the current and proposed mineral tenement interests of Argent. Further details on all significant contracts entered into by the Company since incorporation are referred to in the Material Contracts Sections 13.5 to 13.8 of the Prospectus.

4. Scope of Examination

You have requested Stanton Partners Corporate Pty Ltd to prepare an Independent Accountant's Report on:

- a) The results (income statement) of Argent from incorporation to 30 November 2007;
- b) The balance sheet of Argent as at 30 November 2007; and
- c) The pro-forma balance sheet of Argent at 30 November 2007 adjusted to include funds to be raised by the Prospectus and the completion of transactions referred to in note 2 of Appendix 3.

All of the financial information referred to above has not been audited however has been subject to audit review. The Directors of Argent are responsible for the preparation and presentation of the historical and pro-forma financial information, including the determination of the pro-forma transactions. We have however examined the financial statements and other relevant information and made such enquiries, as we considered necessary for the purposes of this report. The scope of our examination was substantially less than an audit examination conducted in accordance with Australian Auditing Standards and accordingly, we do not express such an opinion. Our examination included:

- a) Discussions with Directors and other key management of Argent;
- b) Review of contractual arrangements;
- c) A review of publicly available information; and
- d) A review of work papers, accounting records and other documents.

5. Opinion

In our opinion, the pro-forma consolidated balance sheet as set out in Appendix 2 presents fairly, the pro-forma balance sheet of Argent as at 30 November 2007 in accordance with the accounting methodologies required by Australian Accounting Standards on the basis of assumptions and transactions set out in Appendix 3. No opinion is expressed on the historical results and balance sheets, as shown in Appendix 1, except to state that nothing has come to our attention which would require any further modification to the financial information in order for it to present fairly, the balance sheets as at 30 November 2007 and the results of the period identified. To the best of our knowledge and belief, there have been no other material items, transactions or events subsequent to 30 November 2007, that have come to our attention during the course of our review which would cause the information included in this report to be misleading.

6. Other Matters

At the date of this report, Stanton Partners Corporate Pty Ltd or Stantons International Pty Ltd do not have any material interest in Argent either directly or indirectly, or in the outcome of the offer. Stantons International Pty Ltd was appointed auditors of Argent in July 2007. Stanton Partners Corporate Pty Ltd and Stantons International Pty Ltd were not involved in the preparation of any other part of the Prospectus, and accordingly, make no representations or warranties as to the completeness and accuracy of any information contained in any other part of the Prospectus. Stanton Partners Corporate Pty Ltd consents to the inclusion of this report (including Appendices 1 to 3) in the Prospectus in the form and content in which it is included. At the date of this report, this consent has not been withdrawn.

Yours faithfully

STANTON PARTNERS CORPORATE PTY LTD



J P Van Dieren FCA
Director

INVESTIGATING ACCOUNTANT'S REPORT **APPENDIX 1 – UNAUDITED INCOME STATEMENT**

	Argent 4 April 2007 to 30 November 2007 \$
Interest income	1,052
General and administration costs	(42,067)
Directors remuneration	(27,876)
Exploration costs expensed	(242,753)
Net (loss) before tax	(311,644)
Income tax expense attributable to net loss	-
Net (loss) after tax	(311,644)

APPENDIX 2 – UNAUDITED BALANCE SHEETS

	Note	Argent 30 November 2007 \$	Pro-forma Argent 30 November 2007 \$
Current Assets			
Cash assets	3	533,357	4,108,365
Receivables	4	6,992	6,992
Prepayments	4	103,348	-
Total Current Assets		643,697	4,115,357
Non Current Assets			
Capitalised mineral costs		-	-
Total Non Current Assets		-	-
Total Assets		643,697	4,114,357
Current Liabilities			
Trade and other payables	5	146,340	-
Total Current Liabilities		146,340	-
Total Liabilities		146,340	-
Net Assets		497,357	4,115,357
Equity			
Issued capital	6	809,001	4,492,001
Accumulated losses	7	(311,644)	(376,644)
Total Equity		497,357	4,115,357

Notes to the Income Statement and Balance Sheets are attached on Appendix 3

INVESTIGATING ACCOUNTANT'S REPORT

APPENDIX 3

NOTES TO THE UNAUDITED INCOME STATEMENT AND BALANCE SHEETS

1. Statement of Significant Accounting Policies

(a) Basis of Accounting

The unaudited Income Statement and unaudited Balance Sheets have been prepared in accordance with applicable accounting standards, the Corporations Act 2001 and mandatory professional reporting requirements in Australia (including the Australian equivalents of International Financial Reporting Standards) and we have made such disclosures as considered necessary. They have also been prepared on the basis of historical cost and do not take into account changing money values. The accounting policies have been consistently applied, unless otherwise stated.

(b) Income Tax

The charge for current income tax expense is based on the profit for the year adjusted for any non assessable or disallowed items. It is calculated using tax rates that have been enacted or are substantially enacted as at balance date. Deferred tax is accounted for using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxation profit or loss. Deferred income tax assets are recognised to the extent that it is probable that the future tax profits will be available against which deductible temporary differences will be utilised. The amount of the benefits brought to account or which may be realised in the future is based on the assumption that no adverse change will occur in the income taxation legislation and the anticipation that the economic unit will derive sufficient future assessable income to enable the benefits to be realised and comply with the conditions of deductibility imposed by law.

(c) Exploration, Evaluation and Acquisition Expenditure

Exploration, evaluation and acquisition costs are written off as incurred.

(d) Trade and other accounts payable

Trade and other accounts payable represent the principal amounts outstanding at balance date, plus, where applicable, any accrued interest.

(e) Recoverable Amount of Non Current Assets

The carrying amounts of non-current assets are reviewed annually by Directors to ensure they are not in excess of the recoverable amounts from those assets. The recoverable amount is assessed on the basis of the expected net cash flows, which will be received from the assets employed and subsequent disposal. The expected net cash flows have been or will be discounted to present values in determining recoverable amounts.

(f) Operating Revenue

Revenue represents interest received and reimbursements of exploration expenditures.

- (g) **Issued Capital**
 Ordinary Shares are classified as equity.
 Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds. Incremental costs directly attributable to the issue of new shares or options, or for the acquisition of a business, are included in the cost of the acquisition as part of the purchase consideration.
- (h) **Employee benefits**
 Provision is made for employee benefits accumulated as a result of employees rendering services up to the reporting date. These benefits include wages and salaries, annual leave, and long service leave. Liabilities arising in respect of wages and salaries, annual leave and any other employee benefits expected to be settled within twelve months of the reporting date are measured at their nominal amounts based on remuneration rates which are expected to be paid when the liability is settled. All other employee benefit liabilities are measured at the present value of the estimated future cash outflow to be made in respect of services provided by employees up to the reporting date. In determining the present value of future cash outflows, the market yield as at the reporting date on national government bonds, which have terms to maturity approximating the terms of the related liability, are used.
- (i) **Critical accounting estimates and judgements**
 The Directors evaluate estimates and judgements incorporated into the financial report based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the Company.

2. Actual and Proposed Transactions to Arrive at Pro-forma Unaudited Balance Sheet

Actual and proposed transactions adjusting the 30 November 2007 unaudited Balance Sheet of Argent in the pro-forma Balance Sheet of Argent are as follows:

- (a) The issue of 20,000,000 shares at 20 cents each pursuant to the Prospectus to raise a gross \$4,000,000;
- (b) The payment of accounts payable of \$146,340 for Argent;
- (c) The payment of further expenses of the Prospectus issue totalling an estimated \$213,652, the expensing of prepaid capital raising costs of \$103,348 against equity so that the total capital raising costs are \$317,000; and
- (d) The incurring of additional group administration and other costs of say \$65,000.

Note 2	Unaudited Argent 30 November 2007	Unaudited Argent Pro-forma 30 November 2007
	\$	\$

3. Cash Assets

The movements in cash assets are as follows:

Unaudited 30 November 2007		533,357	533,357
Issue of shares	(a)	-	4,000,000
Payment of payables	(b)	-	(146,340)
Prospectus issue costs	(c)	-	(213,652)
Administration costs	(d)	-	(65,000)
		<u>533,357</u>	<u>4,108,365</u>

	Note 2	Unaudited Argent 30 November 2007 \$	Unaudited Argent Pro-forma 30 November 2007 \$
4. Receivables and Prepayments			
Current			
GST receivable/other		6,992	6,992
Prepayments		103,348	
Less Expensing prepayments	(c)	-	(103,348)
		<u>110,340</u>	<u></u>
5. Trade and other payables			
Trade and other payable		146,340	146,340
Less: Payment of trade and other payables	(b)	-	(146,340)
		<u>146,340</u>	<u>-</u>
6. Issued Capital			
Ordinary Shares			
21,940,001 shares at 30 November 2007		809,001	809,001
20,000,000 shares pursuant to the prospectus	(a)	-	4,000,000
		<u>809,001</u>	<u>4,809,001</u>
Less: estimated share issue costs	(c)	-	(317,000)
Pro-forma (41,940,001 shares)		<u>809,001</u>	<u>4,492,001</u>
The maximum subscription has been set at \$5,000,000. If the maximum subscription was raised, the number of ordinary shares on issue would be 46,940,001, the ordinary issued capital would increase to \$5,434,001 (capital raising costs increased by \$58,000) and cash at bank would increase to \$5,050,365. Share Options There are no share options outstanding as at the date of this Investigating Accountant's Report. It is proposed to issue one free share option for every one share held to all shareholders registered on the Company's register approximately three months after the Company achieves an ASX listing. The options will be issued at 1 cent each and be exercisable at 20 cents each, on or before 30 June 2011.			
7. Accumulated Losses			
Balance 30 November 2007		311,644	311,644
Administration costs	(d)	-	65,000
		<u>311,644</u>	<u>376,644</u>

8. Contingent Liabilities and Commitments

Based on discussions with the Directors and legal advisors, to our knowledge, the Company has no material commitment or contingent liabilities not otherwise disclosed in this Investigating Accountant's Report (refer Background section 3) and in the Prospectus. Investors should read the Report on Tenements in NSW and the Independent Geologist's Report for further possible contingencies and commitments. A number of tenements may be subject to royalty payments on production of minerals. For details on proposed exploration commitments on mineral tenements, refer to the Independent Consulting Geologist's Report in the Prospectus and section 3.4 of the Prospectus.

9. Rental of Premises Commitments

The Company is not proposing to enter into any lease of premises in the short term.

10. Management Agreements

The Company has entered into service agreements as outlined in the Background Section 3 of this report and as disclosed in section 13.6 of the Prospectus.



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Mining Agents & Exploration Title Consultants
48 Sorrento Road EMPIRE BAY NSW 2257

10 December 2007

The Directors
 Argent Minerals Limited
 Level 2, 76 Kings Park Road
 WEST PERTH WA 6005

Dear Sirs,

Report on Tenements in NSW

This report is prepared for inclusion in a prospectus to be dated December 2007 to be issued by Argent Minerals Limited (Company) for the issue of 25,000,000 fully paid ordinary shares in the capital of the Company at an issue price of 20 cents per share, to raise \$5,000,000. The minimum subscription under the Offer is for 20,000,000 Fully paid ordinary shares to raise \$4,000,000.

The report relates to Titles and Applications for Titles (Authorities) held in New South Wales, as detailed in this report in which the Company holds or is acquiring an interest. The notes included in the Schedule and Annexure form part of this report.

Independence & Qualifications

Mr Robert Harrison is a director and Consultant with AMTS Pty Limited (AMTS), he has in excess of 39 years experience as a mining and exploration titles consultant in Australasia. This report has been prepared in accordance with the Valmin code and the costs of preparing this report have been determined at our normal commercial charge rate.

Searches and Source Information

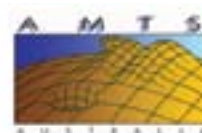
We have conducted the following searches and enquiries:

- (a) searches of the (NSW Authorities), as recorded in the Computer Register maintained by the Department of Primary Industry (DPI) pursuant to the Mining Act 1992, as amended of New South Wales (NSW Mining Act) on 10 December 2007;
- (b) searches of the native title application summaries maintained by the National Native Title Tribunal (NNTT) in the online Computer Register on 10 December 2007 in relation to those native title claims which affect the Authorities.

On the basis of the searches of the Authorities and the Material Contracts which are summarised in Section 13.5 of the Prospectus we consider that this report provides an accurate statement as to the status of the Authorities as at 10 December 2007 and of the Company's interests therein.

Joint Venture & Farmin Agreements all dated 8th June 2007 between Golden Cross Operations Pty Ltd and Argent Minerals Limited (formerly known as Kempfield Silver Pty Ltd) affect all of the titles and applications referred to in this report, as summarised in Item 11 of the Schedule to this Report.

For full details of the Agreements please refer to Section 13.5 of the prospectus.



Kempfield Tenements

Exploration Licence 5748 (Act '92)

formerly Exploration Licence Application 1587 Orange (Act 1992)

Holder	: Golden Cross Operations Pty. Ltd.
Title Status	: Renewed
Date of Grant	: 28 th June 2000
Due Expiry Date	: 27 th June 2008
Area	: 21 units sought on renewal - shown by red edging on Plan "A" attached
Location	: About 24.34 N of Tuena
Mineral	: Group 1 (Metallic Minerals) See full details in Annexure 1 at the foot of this report.
Joint Security	: \$100,000 Certificate Westpac Banking Company,
Expenditure Requirement	: \$51,000 per annum
Method/Purpose	: Nil methods excluded
Notes	: See ## below

Exploration Licence 5645 (Act '92)

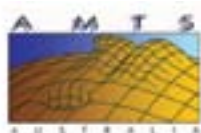
formerly Exploration Licence Application 1319 Orange (Act 1992)

Holder	: Golden Cross Operations Pty. Ltd.
Title Status	: Renewed
Date of Grant	: 22 nd November 1999
Due Expiry Date	: 21 st November 2007
Renewal	: Pending
Area	: 3 units - shown by broken red edging on the plan "A" attached
Location	: About 25.67 NNW of Tuena
Mineral	: Group 2 (Non Metallic Minerals) See full details in Annexure 2 at the foot of this report.
Joint Security	: \$100,000 Certificate Westpac Banking Company,
Expenditure Requirement	: \$11,000 on renewal
Method/Purpose	: Nil methods excluded
Notes	: See ## below

The Right To Negotiate process (RTN) has been followed on this licence and the area is wholly within NC97/007 by Pamela Stockwell & Elsie Stockwell on behalf of the Gundungurra Aboriginal People. Following on from the RTN process subsequently a Land Access and Heritage Protection Agreement was completed on 31st August 2001 between Golden Cross Operations Pty Ltd & the Gundungurra People a copy was served on the Commonwealth Minister on 25/09/2001.

Exploration Licence Application 3301 (Act '92)

Applicant	: Argent Minerals Limited
Application Status	: Pending
Date of Application	: 31 st August 2007 at 10.27 am
Area	: 19 units - shown by blue edging on the plan "A" attached. This application is partially in conflict with a prior application accordingly the



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	area to be offered for grant in due course may exclude the land indicated by yellow tint on plan "A" (7 units available).
Location	: About 25.99 S of Blayney
Mineral	: Group 1 (Metallic Minerals) See full details in Annexure 1 at the foot of this report.
Expenditure Requirement	: Based on the area as applied for \$24,000 per annum on grant
Method/Purpose	: Nil methods excluded
Notes	: Nil

Assessment Lease Application 41 Orange (Act '92)

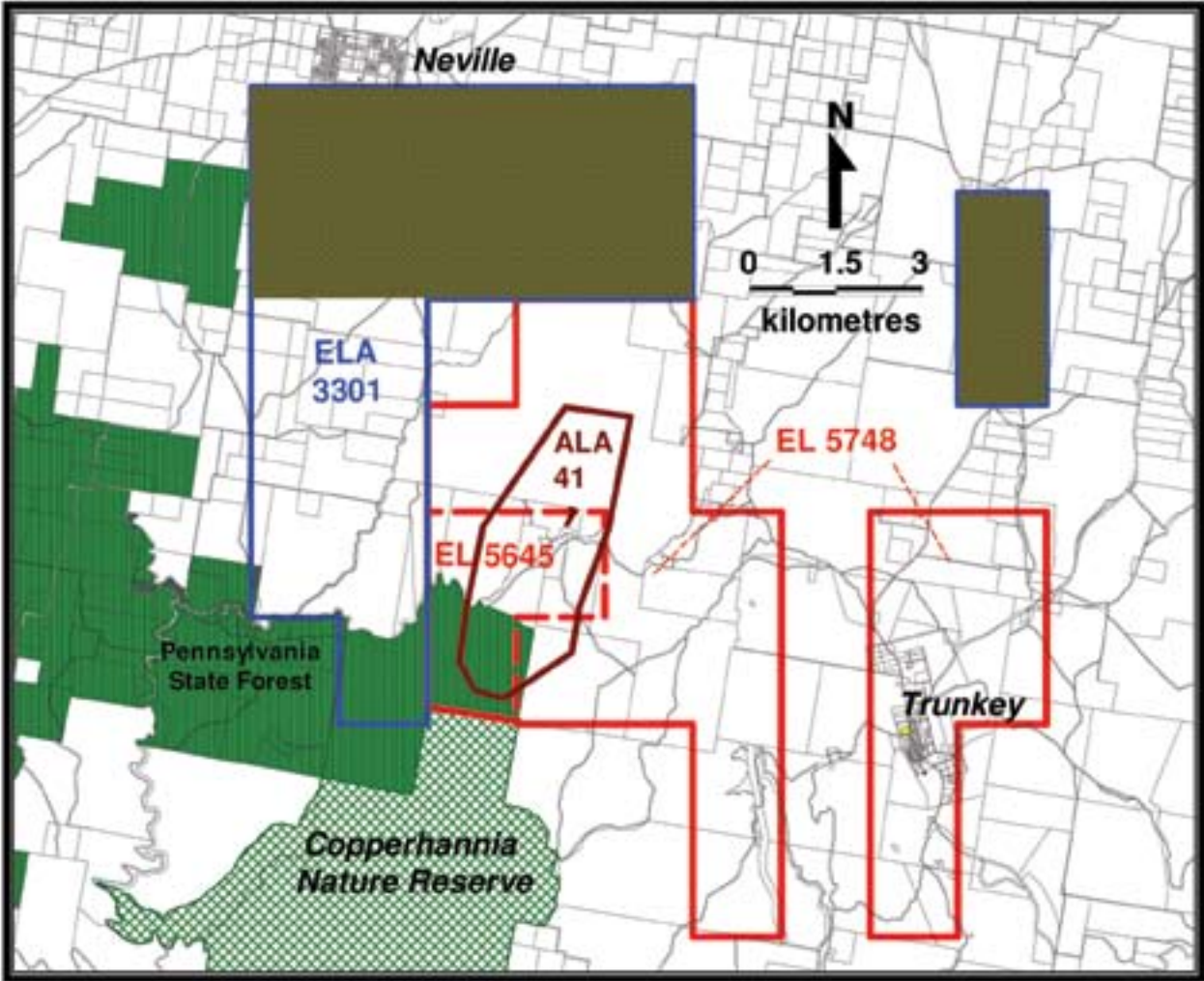
Applicant	: Golden Cross Operations Pty. Ltd.
Application Status	: Pending
Date of Application	: 24 th April 2007 at 4.30 pm
Area	: 2258.94 hectares- shown by brown edging on the Plans "A" & "B" Attached
Location	: About 26.18 km NNW of Tuena
Mineral	: Barite, Gold, Lead, Silver & Zinc
Method/Purpose	: Nil methods specified at this stage
Dealings	: None

The following leases also form part of the Joint Venture and Farm In Agreement

Type	Holder	Current to	Area Sq M	Security	Surface Exception Depth Restriction	Labour/ Expenditure	Mineral Method
Private Lands Lease 517 (Act 1924)	TB Henry GR Henry HB Henry	27-Feb-2023	8094 see plan "B" attached	\$35,000 Joint Security	Nil/Whole to 30 metres	2 men/\$20,000 p.a.	Barite/Open Cutting
Private Lands Lease 727 (Act 1924)	TB Henry GR Henry HB Henry	27-Feb-2023	6880 see plan "B" attached	\$35,000 Joint Security	Nil/Whole to 30 metres	2 men/\$20,000 p.a.	Barite/Open Cutting
Private Lands Lease 728 (Act 1924)	TB Henry GR Henry HB Henry	27-Feb-2023	2428 see plan "B" attached	\$35,000 Joint Security	Nil/Whole to 30 metres	2 men/\$20,000 p.a.	Barite/Open Cutting
Private Lands Lease 519 (Act 1924)	Golden Cross Operations Pty. Ltd.	27-Feb-2023	7360 see plan "B" attached	\$35,000 Joint Security	Part to 6.1 metres/Whole to 30 metres	2 men/\$20,000 p.a.	Barite Open Cutting & Tunnelling

Private Lands Lease 519 (Act 1924) by Golden Cross Operations Pty Ltd is still amalgamated in respect of labour conditions with the other leases held by the Henry family. An amalgamated lease only requires work to be conducted on any or all of, the amalgamated group in order to satisfy the labour conditions and expenditure requirements for that group. All of the Henry Family leases are currently under option to Golden Cross Resources Limited, the parent company of Golden Cross Operations Pty. Ltd pursuant to the Kempfield Joint Venture and Farm-in Agreement Kempfield Silver Pty Ltd (now known as Argent Minerals Limited) is again in due course entitled to earn an equity these leases as well as Exploration Licences 5748 & 5645 (Act 1992).

Location Plan “A”



Location Plan "B" Kempfield ALA 41 & Private Lands Leases



Sunny Corner Tenements

Exploration Licence 5964 (Act '92) formerly Exploration Licence Applications 1683 (Act 1992)

Holder	: Golden Cross Operations Pty. Ltd.
Title Status	: Renewed
Date of Grant	: 12 th July 2002
Due Expiry Date	: 11 th July 2008
Area	: 38 units - shown by red edging on the plan "C" attached
Location	: About 8.75 km W of Portland
Mineral	: Group 1 (Metallic Minerals) See full details in Annexure 1 at the foot of this report.
Joint Security	: \$100,000 Certificate Westpac Banking Company,
Expenditure Requirement	: \$68,000
Method/Purpose	: Nil methods excluded
Dealings	: a) The RTN process was followed on this application prior to grant of the Authority, from the records available the application was subsequently reduced to essentially eliminate all areas in conflict with the adjacent NC97/7 the Minister then subsequently granted the authority for a reduced area as currently held.

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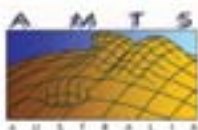
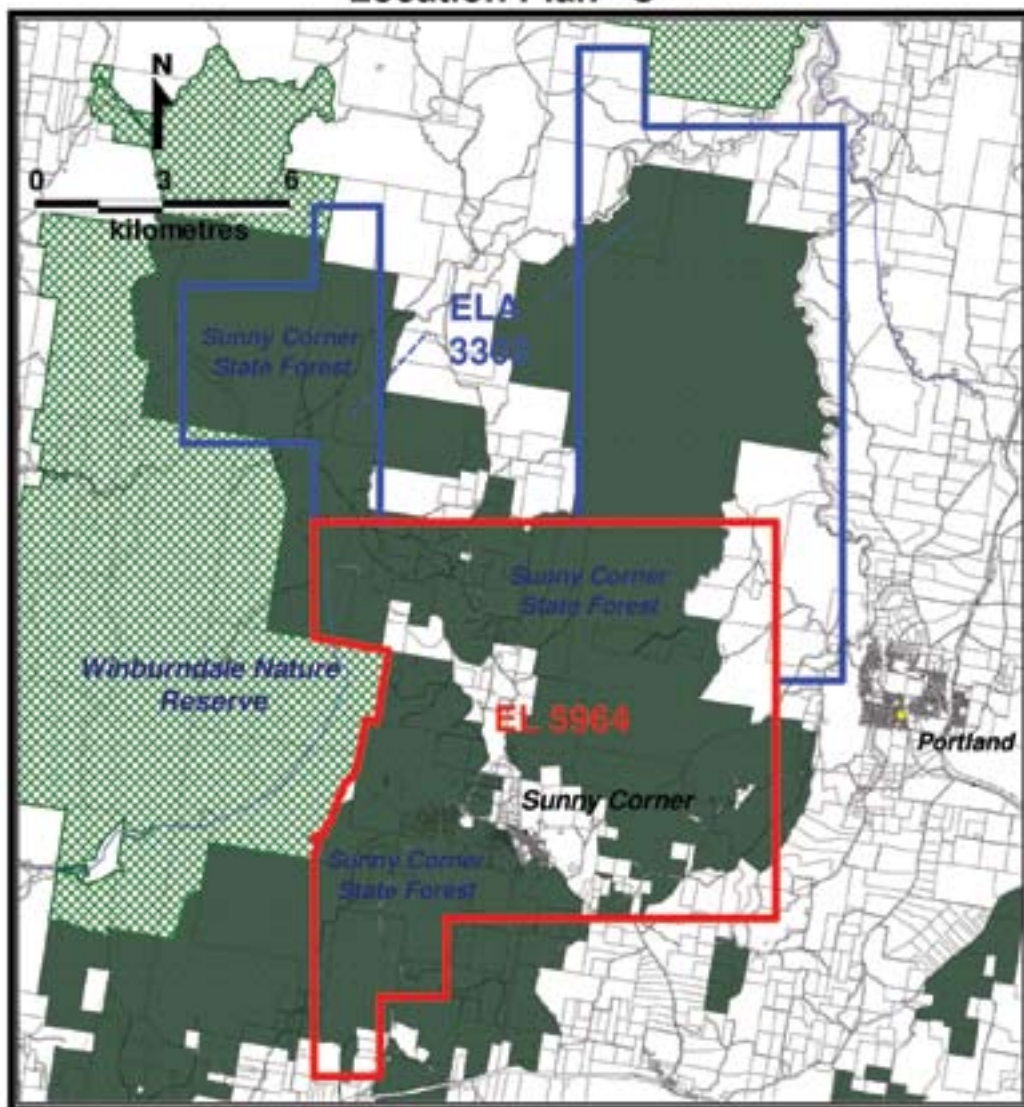
b) Approval to conduct exploration on exempt areas has been granted as follows:

- 22 June 2004 Little Hill in Sunny Corner State Forest.
- 4 August 2004 Big Hill & Bob's Creek in Sunny Corner State Forest.
- 6 May 2005 Bob's Creek in Sunny Corner State Forest.

Exploration Licence Application 3302 (Act '92)

Applicant	: Argent Minerals Limited
Application Status	: Pending
Date of Application	: 31 st August 2007 at 10.28 am
Area	: 31 units - shown by blue edging on the plan "C" attached
Location	: About 12 kms NW of Portland
Mineral	: Group 1 (Metallic Minerals) See full details in Annexure 1 at the foot of this report.
Expenditure Requirement	: Based on the area as applied for \$35,500 per annum on grant
Method/Purpose	: Nil methods excluded
Notes	: Nil

Location Plan "C"



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West Wyalong Tenements

Exploration Licence 5915 (Act '92)

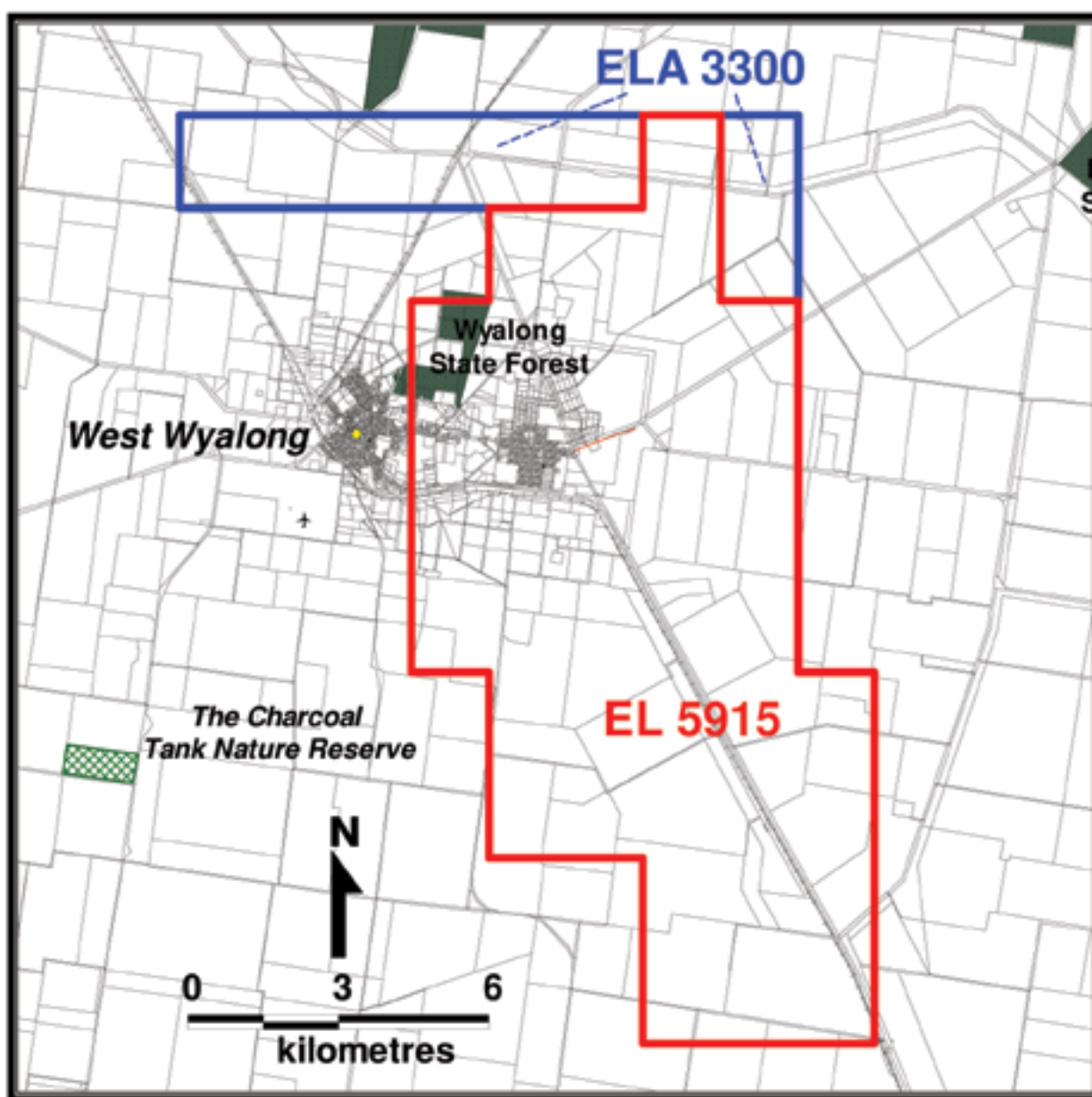
formerly Exploration Licence Applications 1814 Orange (Act 1992)

Holder	: Golden Cross Operations Pty. Ltd.
Title Status	: Renewal approved to 9 th January 2010
Date of Grant	: 10 th January 2002
Due Expiry Date	: 9 th January 2010
Area	: 40 units - shown by red edging on the plan "D" Attached
Location	: About 7.50 km ESE of West Wyalong
Mineral	: Group 1 (Metallic Minerals) See full details in Annexure 1 at the foot of this report.
Joint Security	: \$100,000 Certificate Westpac Banking Company,
Expenditure Requirement	: \$70,000
Method/Purpose	: Nil methods excluded
Notes	: Agreement dated 25 September 2001 between Golden Cross Operations Pty. Ltd. and Lac Minerals (Australia) NL pursuant to which Lac Minerals (Australia) NL is to receive a 2.5% Net Royalty Return in respect of any mining operations.

Exploration Licence Application 3300 (Act '92)

Applicant	: Argent Minerals Limited
Application Status	: Pending
Date of Application	: 31 st August 2007 at 10.27 am
Area	: 8 units - shown by blue edging on the plan "D" attached
Location	: About 4.82 NE of West Wyalong
Mineral	: Group 1 (Metallic Minerals) See full details in Annexure 1 at the foot of this report.
Expenditure Requirement	: Based on the area as applied for \$24,000 per annum on grant
Method/Purpose	: Nil methods excluded
Notes	: Nil

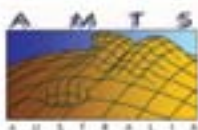
Location Plan "D"



Title Summary

Exploration Licence=EL (Act 1992), Assessment Lease =AL (Act 1992), Private Lands Lease=PLL (Act 1924)

Title/ Application	Status	Holder/ Applicant	Location	Interest
EL 5748	Current to 27/6/2008	Golden Cross Operations Pty Ltd	24.34 kms N of Tuena	Kempfield Joint Venture & Farmin
EL 5645	Current to 21/11/2007 – Renewal pending no conflict	Golden Cross Operations Pty Ltd	25.67 kms NNW of Tuena	"
ELA 3301	Pending – partial conflict potentially only 7 units available for grant	Argent Minerals Limited	25.99 kms S of Blayney	"
AL 41	Pending – no conflict	Golden Cross Operations Pty Ltd	26.18 kms NNW of Tuena	"
PLL 517	Current to 27/2/2023	TB Henry, GR Henry & HB Henry	26 kms NNW of Tuena	"
PLL 727	Current to 27/2/2023	TB Henry, GR Henry & HB Henry	27 kms NNW of Tuena	"



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PLL 728	Current to 27/2/2023	TB Henry, GR Henry & HB Henry	26 kms NNW of Tuena	“
PLL 519	Current to 27/2/2023	Golden Cross Operations Pty Ltd	27 kms NNW of Tuena	“
EL 5964	Current to 11/7/2008	Golden Cross Operations Pty Ltd	8.75 W of Portland	Sunny Corner Joint Venture & Farmin
ELA 3302	Pending no conflict	Argent Minerals Limited	12 kms NW of Portland	“
EL 5915	Renewal Approved to 9/1/2010	Golden Cross Operations Pty Ltd	7.5 ESE of West Wyalong	West Wyalong Joint Venture & Farmin
ELA 3300	Pending – no conflict	Argent Minerals Limited	4.82 kms NE of West Wyalong	“

Schedule to report

1. Aboriginal Heritage

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

In New South Wales the National Parks & Wildlife Act 1974 (NPWA) covers the major requirements for protection of Aboriginal objects, Aboriginal places and Aboriginal remains under Part 6 of the NPWA Sections 86 to 91 inclusive. It is an offence to knowingly destroy, deface or damage an Aboriginal object, place or remains without the consent of the Director-General of the Department of Environment and Conservation (DEC) in accordance with the provisions of Section 90 of the NPWA.

2. 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). Amongst other things, the Commonwealth Act:

- regulates the recognition and protection of native title;
- confirms the validity of titles granted by the Federal Government prior to the commencement of that Act on 1 January 1994;
- specifies the procedures to be complied with for certain future acts which affect native title; and
- 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 High Court concluded in the *Ward* decision (8 August 2002) that, amongst 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 Authorities in order to determine the extent of extinguishment for the purposes of this report.

3. 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” (RTN) 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.

Certain of the Authorities relate to land which is currently the subject of at least one or more registered native title claim. These claims are identified in the Notes to the Schedule of Authorities 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 Authorities being made in the future.

4. Native Title – Validity of Titles

Granted Authorities – New South Wales

(i) Authorities granted prior to 1 January 1994

Under the Native Title (New South Wales) Act 1994 Authorities granted in New South Wales prior to 1 January 1994 have been validated to the extent that the grant of the Authority may have been invalid as a result of the existence of native title.

(ii) Authorities granted between 1 January 1994 and 23 December 1996

Under the Native Title (New South Wales) Act 1994, certain acts which took place between 1 January 1994 and 23 December 1996, known as “intermediate period acts” were validated.

(iii) Authorities granted since 23 December 1996

Authorities affected by native title rights and interests will be valid provided the applicable processes prescribed by the Commonwealth Act were complied with. The Exploration Licences were all granted after 23 December 1996. We understand that it has been the practice of the New South Wales Government to comply with these processes but we have not undertaken any independent enquiries to confirm that this is the case.

(d) Future Authority Grants

As stated above, the valid grant of any of the Authorities which may 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” (RTN) process.

The RTN process involves the publishing of a notice of the proposed grant of an authority or permit followed by a period of negotiation between the relevant State Government, the authority 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 period of time to reach a decision. The decision of

the **NNTT** may be reviewed by the relevant Federal Minister.

The RTN process does not necessarily have to be pursued in cases where either the explorer has previously entered into an agreement with the native title claimants which facilitates the grant of future Authorities, or 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 authority. These procedures will vary depending on the terms of the relevant **ILUA**.

All of the Exploration Licences with the exception of Exploration Licence 5964 (Act 1992) have been granted with the “Minister’s consent” condition included. This means that before carrying out exploration on Native Title land, the Minister’s consent must be obtained. The Minister will not grant consent until the “Right to Negotiate” process prescribed by the Native Title Act 1993 has been undergone. In the case of Exploration Licence 5964 (Act 1992) the RTN process was undertaken prior to the grant of the licence and at the time no Native Title claim was found to affect the area as granted.

Renewals – Native Title Act

As with the grant of Authorities, renewals of Authorities granted prior to 1 January 1994, to the extent the renewals were invalid due to native title, have been validated by legislation. Renewals granted between 1 January 1994 and 23 December 1996 have been similarly validated provided certain statutory criteria have been met.

Renewals made after 23 December 1996 of Authorities validly granted before that date will not be subject to the right to negotiate process provided:

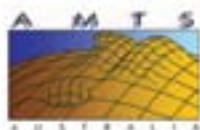
- (i) the area to which the earlier right is made is not extended;
- (ii) the term of the new right is not longer than the term of the earlier right; and
- (iii) the rights to be created are not greater than the rights conferred by the earlier grant.

There is doubt as to whether the right to negotiate process applies to second and subsequent renewals but this matter is yet to be determined by the courts. Other than as stated above, renewals of Authorities are subject to the same right to negotiate (or, pending legislation, alternative State) process as is described above.

5. Risk Factors

The existence of native title and/or native title claims in relation to the land the subject of the Authorities 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 or difficulties in obtaining the grant of the applications for Authorities, renewals or conversions of the Authorities, or further applications, as a result



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of the right to negotiate process, as this process can take as long as 2 years.

(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 Authorities, the existence of which sites and objects may preclude or limit mining activities in certain areas of the Authorities. 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.

6. State Forests & Exempt Lands in Authorities

The licence holder must not commence prospecting operations in an exempted area under the Act without obtaining prior written consent from the Minister.

"Exempted areas" under the Act are lands set aside for public purposes. They include travelling stock reserves, road reserves, water supply reserves, State forests, and public reserves and permanent commons. Under Section 30 of the Act the "exercise of rights" under an exploration licence is subject to the consent of the Minister. The "exercise of rights" includes the right to conduct prospecting operations. The Minister's consent requires assessment and determination under Part 5 of the EP&A Act. – See notes Licence Conditions Mining Act 1992 at foot of this report

7. Access and Compensation - Authorities

Under the provisions of the Mining Act 1992 as amended, the holder of an authority is required prior to the commencement of operations to reach agreement with the owner /occupier of the land or alternatively to have the terms of access determined by arbitration (Section 140 Mining Act 1992). Any owner/occupier is entitled in addition to compensation for all compensable loss caused to such land by exploration activities (Section 263 Mining Act 1992). In the event that no access agreement is reached with owner/occupier and the matter is determined by arbitration, the arbitration will include compensation for compensable loss. In the event of dispute on the terms of access determined by arbitration the matter may be referred to the Mining Warden for review.

8. Renewals of Exploration Licences

Exploration licences are granted for a term normally of 2 years. A renewal may be lodged in the period 1 to 2 months prior to expiry of the licence, the renewal is normally for no more than 50% of the area as currently held and in no more than 5 separate parts.

An application for renewal of an area greater than 50% of the area as held may be considered where the holder can demonstrate that special circumstances exist which warrant consideration of a renewal for an area greater than 50%. (inability to obtain access, the exploration program has shown that mineralisation extends over a larger area, work in hand incomplete etc).

Renewal is normally for an additional 2 years; further renewals can be applied for as required. The holder of an Exploration Licence has the exclusive right to apply for mining leases over land within his licence during the term of the authority for the minerals held under that licence. The application for a mining lease is subsequently considered on its merits and the grant of a lease is not an automatic entitlement.

9. Qualifications

While the status of the Authorities is dealt with in detail in the Schedule hereunder, we point out, 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 New South Wales Mining Act 1992, as amended are accurate;

(b) we have relied on the accuracy of the Registers maintained by **DPI** and the **NNTT**, and

(c) the holding of the Authorities is subject to compliance with their terms and conditions and the provisions of the New South Wales Mining Act 1992, as amended.

10. 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.

AMTS Pty Ltd has consented to the inclusion of this report in the Prospectus in the form and context in which it is included and has not withdrawn that consent before the lodgement of the Prospectus with the Australian Securities & Investments Commission.

11. Agreements

Joint Venture Agreements

Kempfield Silver Pty Ltd - (now known as Argent Minerals Limited) and Golden Cross Operations Pty Ltd ("GCO") are the parties to three Joint Venture Agreements (all dated 8th June 2007), in addition pursuant to an amendment agreement dated 12th September 2007, Exploration Licence Applications

3300 to 3302 (Act 1992) were added to the Farm-in & Joint Ventures as detailed hereafter. The Sunny Corner Joint Venture Agreement relates to Exploration Licence 5964 (Act 1992) & Exploration Licence Application 3302 (Act 1992). The West Wyalong Joint Venture Agreement relates to Exploration Licence 5915 (Act 1992) & Exploration Licence Application 3300 (Act 1992) and the Kempfield Joint Venture Agreement relates to Exploration Licences 5748 & 5645 (Act 1992), Exploration Licence Application 3301 (Act 1992), Assessment Lease Application 41 (Act 1992) and Private Lands Lease 519 (Act 1924), in addition this joint venture includes the rights obtainable by virtue of the Henry Option to Purchase in Clause 32 of the agreement, details of which follow.

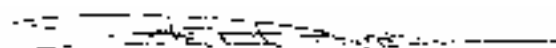
Each of these Joint Venture Agreements operate independently from one another and each has been registered against the respective authorities as noted herein by the Department of Primary Industries in accordance with Section 161 of the Mining Act 1992 as amended.

The revised Henry Option Agreement dated 29th June 2007 covers Private Lands Leases 517, 727 & 728

(Act 1924) Golden Cross Operations Pty Ltd ("GCO") and Hilton Henry, Trevor Henry and Graham Henry the current holders of the leases have agreed to sell the said leases to GCO subject to the receipt of certain payments the final Option payment required is \$120,000 due and payable on or before 15th August 2008. This option agreement has been registered against the respective authorities as noted herein by the Department of Primary Industries in accordance with Section 161 of the Mining Act 1992 as amended.

The Joint Venture Agreements, Option Agreements and the Agreement between GCO and the Gundungurra Aboriginal People have not been reviewed in detail as part of this report.

Yours faithfully



Bob Harrison
AMTS Pty Limited

Annexure

1. Group 1 minerals (Metallic Minerals)

Antimony, arsenic, bismuth, cadmium, caesium, chromite, cobalt, columbium, copper, galena, germanium, gold, indium, iron minerals, lead, lithium, manganese, mercury, molybdenite, nickel, niobium, platinum group minerals, platinum, rare earth minerals, rubidium, scandium and its ores, selenium, silver, sulphur, tantalum, thorium, tin, tungsten and its ores, vanadium, zinc, zirconia.

2. Group 2 minerals (Non Metallics)

Agricultural lime, apatite, asbestos, barite, bauxite, beryllium minerals, borates, calcite, chert, chlorite, cryolite, diatomite, dimension stone, dolomite, emerald, emery, feldspathic materials, fluorite, garnet, graphite, gypsum, halite (including solar salt), limestone, magnesite, magnesium salts, marble, mica, mineral pigments, olivine, ores of silicon, peat, perlite, phosphates, potassium minerals, potassium salts, pyrophyllite, quartzite, reef quartz, serpentine, sillimanite-group minerals, sodium salts, staurolite, strontium minerals, talc, topaz, vermiculite, wollastonite & zeolites

Licence Conditions Mining Act 1992

Certain categories of exploration require additional consents and approvals prior to commencement of operations as per the following definitions and conditions of the licences:

Exploration Licence Conditions 2007 - Definitions

DEFINITIONS

1 Categories of Prospecting Operations

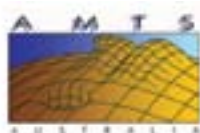
Three categories of prospecting operations are defined under this licence, as follows:

Category 1: Reconnaissance and low intensity activities, including:

- (a) Geological mapping
- (b) Airborne surveys
- (c) Sampling and coring using hand held equipment
- (d) Geophysical surveys and downhole logging, but not seismic surveys
- (e) Shallow reconnaissance drilling involving no more than minimal site preparation
- (f) Minor clearing or cutting of native vegetation
- (g) Minor excavations excluding costeaning or bulk sampling
- (h) Vehicle access that does not require construction of new tracks

Category 2: Operations which have potential for moderate disturbance to the land surface, native vegetation or other environmental value, including:

- (a) Operations under Category 1 (c) to (h) within or adjacent to Sensitive Areas*
- (b) Operations under Category 1 (c) to (h) of a concentrated or cumulative nature



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- (c) Seismic surveys
- (d) Excavating or bulk sampling not exceeding 60 cubic metres
- (e) Non-intensive drilling involving no more than moderate site preparation, excluding drilling holes exceeding 400 millimetre diameter
- (f) Camp construction
- (g) Access tracks, drill pads or line clearing involving no more than moderate native vegetation disturbance

Category 3: Operations which have potential to cause significant environmental impact involving, for example, considerable land surface disturbance or native vegetation clearing, including:

- (a) Operations under Category 2 (c) to (g) within or adjacent to Sensitive Areas*
- (b) Operations under Category 2 (c) to (g) of a concentrated or cumulative nature
- (c) Excavations or bulk sampling in excess of 60 cubic metres
- (d) Shaft sinking or tunnelling
- (e) Drilling holes in excess of 400 millimetre diameter
- (f) Intensive drilling, such as for resource definition purposes.
- (g) Access tracks involving formed construction

* see definition 2 for Sensitive Areas

2 Sensitive Areas

For the purposes of the licence, **Sensitive Areas** include the following:

- (a) land reserved as a State Conservation Area under the *National Parks and Wildlife Act 1974*;
- (b) land declared as an Aboriginal place under the *National Parks and Wildlife Act 1974*;
- (c) land identified as wilderness under the *Wilderness Act 1987*;
- (d) land subject to a 'conservation agreement' under the *National Parks and Wildlife Act 1974*;
- (e) land acquired by the Minister for the Environment under Part 11 of the *National Parks and Wildlife Act 1974*;
- (f) land proposed to be reserved as a national park or nature reserve under the *National Parks and Wildlife Act 1974*;
- (g) land within State forests mapped as Forestry Management Zone 1, 2 or 3;
- (h) wetlands mapped under SEPP 14 - Coastal Wetlands;
- (i) wetlands listed under the Ramsar Wetlands Convention;
- (j) lands mapped under SEPP 26 - Littoral Rainforests;
- (k) areas listed on the Register of National Estate;
- (l) areas listed under the *Heritage Act 1977* for which a plan of management has been prepared;
- (m) land declared as critical habitat under the *Threatened Species Conservation Act 1995*;
- (n) land within a restricted area prescribed by a controlling water authority;

- (o) land reserved or dedicated under the Crown Lands Act 1989 for the preservation of flora, fauna, geological formations or other environmental protection purpose; and
- (p) any other land identified as Sensitive Land by the Department

It should be noted that some of these areas are also "exempted areas" under the Act.

3 Other Definitions

"Act" means the Mining Act 1992

"Department" means the Department of Primary Industries

"Minister" means the Minister administering the Mining Act 1992

"Wetlands" means wetlands mapped as such under State Environmental Planning Policy No 14 -- Coastal Wetlands;

EXPLORATION LICENCE CONDITIONS 2007

Section A APPROVAL OF PROSPECTING OPERATIONS

1 Prospecting Operations Permitted under the Licence

The prospecting operations listed in Category 1 may be conducted on the licence area provided that:

- (a) the operations do not cause more than minimal impact on the environment, taking into account the sensitivity of the local environment to disturbance;
- (b) the operations do not cause harm to any threatened species, population or ecological community, or their habitats, including critical habitat;
- (c) the operations do not cause damage to Aboriginal objects or Aboriginal places;
- (d) the operations do not cause damage to the values and features listed in section 238 of the Act;
- (e) the requirements of section 30 of the Act are met, if relevant; and
- (f) the requirements of all State conservation, threatened species, environmental protection, heritage and related legislation are met.

2 Prospecting Operations Requiring Further Approval

All prospecting operations not covered by Condition 1 require additional approval. Such operations comprise:

- (a) prospecting operations listed in Category 1 where the provisos listed under Condition 1 cannot be satisfied;

- (b) prospecting operations listed in Category 2 or 3; and
- (c) surface disturbing prospecting operations not listed in Categories 1, 2 or 3.

All such prospecting operations require prior notification on a Surface Disturbance Notice form to the Department.

Approval by the Department requires assessment and determination under Part 5 of the Environmental Planning and Assessment Act 1979 (EP&A Act).

In the case of prospecting operations listed in Category 3, a review of environmental factors (REF) must be prepared, and must accompany the Surface Disturbance Notice. In respect of prospecting operations not listed under Category 3, the Department, after consideration of the completed Surface Disturbance Notice form, will determine whether a REF must be prepared and notify the licence holder in writing. Any REF must be prepared in accordance with Departmental guidelines. If the impact of prospecting operations on the environment is determined as likely to be significant in terms of Part 5 of the EP&A Act, then the Department will require the licence holder to submit an Environmental Impact Statement (EIS).

The licence holder must not commence the operations without prior written approval from the Department.

Section B SPECIAL AREA CONDITIONS

3. Exempt Areas

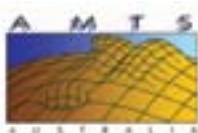
The licence holder must not commence prospecting operations in an exempted area under the Act without obtaining prior written consent from the Minister.

"Exempted areas" under the Act are lands set aside for public purposes. They include travelling stock reserves, road reserves, water supply reserves, State forests, and public reserves and permanent commons. Under Section 30 of the Act the "exercise of rights" under an exploration licence is subject to the consent of the Minister. The "exercise of rights" includes the right to conduct prospecting operations. The Minister's consent requires assessment and determination under Part 5 of the EP&A Act.

Applications for the Minister's consent to exercise rights under the licence may address Category 1 prospecting operations only, or may also address prospecting operations requiring further approval under Condition 2. If an application for the Minister's consent is submitted in terms of Category 1 prospecting operations only, then if granted it will contain a condition requiring approval of further prospecting operations under Condition 2. If the application also addresses prospecting operations requiring further approval under Condition 2, then it will satisfy the requirements of Condition 2 for prior notification to and approval by the Department of those operations. The Minister's consent may be granted subject to conditions.

Applications for the Minister's consent to exercise rights under the licence are to be submitted to the Titles Program, accompanied by any necessary Surface Disturbance Notice form, REF or EIS (see Condition 2). Inclusion of the views and requirements of the agency or council controlling the exempted area will speed up the consent process.

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11. RISK FACTORS

11.1 Introduction

An investment in the Company is not risk free and prospective investors should consider the risk factors described below together with the information contained elsewhere in this Prospectus and consult their professional advisers if in doubt as to any aspect of this Prospectus or other matters relating to investment in the Company. Investors wishing to subscribe for the Shares offered by this Prospectus should read the Prospectus in its entirety in order to make an informed assessment of the assets and liabilities, financial position and performance, profits and losses and prospects of the Company, the rights attaching to the Shares offered by this Prospectus and whether the Shares are suitable according to their own investment and financial circumstances and taking into consideration the risk factors set out below.

11.2 General Risks

The future prospects of the Company's business may be affected by circumstances and external factors beyond the Company's control. Financial performance of the Company may be affected by a number of business risks that apply to companies generally and may include economic, financial, market or regulatory conditions.

The following is not intended to be an exhaustive list of the considerations to be taken into account by an investor, or of the risk factors to which the Company is exposed.

11.2.1 Economic Conditions

Economic conditions, both domestic and global, may affect the performance of the Company. Factors such as fluctuations in currencies, commodity prices, inflation, interest rates, supply and demand and industrial disruption may have an impact on operating costs and share market prices. The Company's future possible revenues and Share price can be affected by these factors, all of which are beyond the control of the Company or its Directors. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company. In addition, the Company's ability to raise additional capital, should it be required, may be affected by these factors.

11.2.2 Equity Market Conditions

A number of factors affect the performance of share market investments that could also affect the price at which the Securities trade on ASX. The market price of Securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general. These factors may materially affect the market price of the Company's Securities regardless of the Company's operational performance.

11.2.3 Changes in Legislation and Government Regulation

Government legislation, including changes to the taxation system, may affect future earnings and relative attractiveness of investing in the Company. Changes in government policy or statutory changes may affect the Company and the returns to investors.

11.3 Specific Risks

A number of specific risk factors that may impact on the performance of the Company are described below. Investors should note that this list of risk factors is not exhaustive. Some of the risks may be mitigated by the use of appropriate safeguards and systems, whilst others are outside the control of the Company and cannot be mitigated.

11.3.1 Limited Operational History

While members of the Company's management team possess significant experience and have previously carried out or been exposed to exploration and production activities, the Company has a limited history. The Company's ability to achieve its objectives depends in part on the ability of its Directors and officers to implement current plans and respond to any unforeseen circumstances that require changes to those plans. In addition, at the present time a Managing Director has not been appointed

and until such time as a suitable appointment has been made, the Managing Director's role will be fulfilled by the Chairman. A high priority of the Board is to find a suitable person to appoint as Managing Director, whereupon the Chairman's role will revert to a non-executive one.

11.3.2 Exploration Risk

The Tenement interests of Argent as described in this Prospectus are at various stages of exploration and potential investors should understand that mineral exploration and development are high risk undertakings. There can be no assurance that exploration of the Tenements described in this Prospectus, or any other tenements that may be acquired in the future, will result in the discovery of an economic ore deposit. Even if an apparently viable deposit is identified, there is no guarantee that it could be commercially developed. Further, there is no certainty that the proposed exploration will reveal any mineable mineralisation or that any such mineralisation will ultimately be commercially viable.

11.3.3 Operating Risks

The Company's business is the exploration for, and commercial development of mineral deposits and mines, which are activities that carry significant risks. The Company's projects are in the exploration phase. The current and future operations of Argent such as exploration, appraisal and possible production activities may be affected by a range of factors including:

- (a) a failure to locate or identify mineral deposits;
- (b) a failure to achieve predicted grades in exploration and mining;
- (c) operational and technical difficulties encountered in mining;
- (d) difficulties in commissioning and operating plant and equipment;
- (e) the mechanical failure of operating plant and equipment;
- (f) inadequate water supplies;
- (g) unanticipated metallurgical problems which may affect extraction costs;
- (h) the inability to obtain satisfactory joint venture partners;
- (i) adverse weather conditions over a prolonged period which might adversely affect mining and exploration activities and the timing of earning revenues;
- (j) industrial disputes, industrial and environmental accidents and other force majeure events;
- (k) unexpected shortages and increases in the cost of consumables, spare parts, plant and equipment;
- (l) a risk that key management may not be readily available or may leave the Company and that the Company may have difficulty in recruiting or replacing such personnel as well as other management and technical personnel. The loss of the services of such personnel could have an adverse effect on the Company;
- (m) financial failure or default by a participant in any of the joint ventures or other contractual relationship to which the Company is, or may become, a party; and
- (n) a failure to obtain all consents and approvals necessary for the conduct of exploration, drilling and processing.

No assurances can be given that Argent will achieve commercial viability through the successful exploration and/or mining of its Tenement interests. Until Argent is able to realise value from its projects it is likely to incur ongoing operating losses.

11.3.4 Commodity Price Volatility & Exchange Rate Risks

If Argent achieves success which results in mineral production, the revenue it will derive through the sale of commodities exposes the potential income of Argent to commodity price and exchange rate risks. Commodity prices fluctuate and are affected by many factors beyond the control of Argent and its Directors, including supply and demand fluctuations for precious and base metals, technological advancement, forward selling activities and other micro and macro factors. These factors may have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund these activities.

International prices of various commodities are largely denominated in United States dollars, whereas the income and expenditure of Argent, whilst operating on Australian projects, will be in Australian currency, exposing Argent to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar.

11.3.5 Title Risk and Native Title

Interests in exploration and mining tenements in Australia are governed by State legislation and are evidenced by the granting of leases or licences. Each lease or licence is for a specific term and carries with it annual expenditure and reporting conditions as well as other conditions requiring compliance. These conditions include the requirement, for exploration licences, for reduction in the area held under licence from time to time unless it is considered that special circumstances apply. Consequently Argent could lose title to, or its interest in, its Tenements if licence conditions are not met or if expenditure commitments are not met.

It is possible that, in relation to tenements in which Argent has an interest or may acquire such an interest, there may be areas over which legitimate common law native title rights of Aboriginal Australians exist. If native title rights do exist, the ability of Argent to obtain the consent of any relevant land owner, or to progress from the exploration phase to the development and mining phases of the operation, may be adversely affected.

It is possible that there will exist on the Company's Tenements, areas containing sacred sites or sites of significance to Aboriginal people subject to the provisions of the National Parks and Wildlife Act 1974 or areas subject to the Native Title Act. As a result land within the Tenements may be subject to exploration, mining or other restrictions as a result of claims of Aboriginal heritage sites or native title.

11.3.6 Environmental Risks

The operations and proposed activities of Argent are subject to State and Federal laws and regulation concerning the environment. As with most exploration projects and mining operations, Argent's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. Such impact can give rise to substantial costs for environmental rehabilitation, damage, control and losses. Further, if there are environmental rehabilitation conditions attaching to the mining tenements of the Company, failure to meet such conditions could lead to forfeiture of these tenements. Argent will attempt to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws.

11.3.7 Insurance

The Company intends to maintain insurance within ranges of coverage consistent with exploration industry practice and which it considers appropriate for its needs. However, it will not be insured against all risks either because appropriate cover is not available or because the Directors consider the required premiums to be excessive having regard to the benefits which would accrue.

11.3.8 Additional Capital

While the Directors believe that Argent will have sufficient funds to fund its activities in the short term, Argent is operating in a dynamic and highly volatile sector. Argent may seek to exploit business opportunities of a kind which will require it to raise additional capital from equity or debt sources. There is a risk that Argent may not be able to raise such capital on favourable terms or at all or that the economic climate may be unsuitable for such fundraising.

Any additional equity raising may dilute the interests of Argent's Shareholders, and any debt financing, if available, may involve financial covenants which limit Argent's operations. If Argent is unable to obtain such additional capital, Argent may be required to reduce the scope of its business activities, which could adversely affect its business, operating results and financial condition.

11.3.9 Potential Acquisitions

As part of its business strategy, Argent may make acquisitions of, or significant investments in, companies, products, technologies or resource projects. Any such future transactions would be accompanied by the risks commonly encountered in making acquisitions of companies, products, technologies or resource projects.

11.3.10 Resource Estimates

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

12. CORPORATE GOVERNANCE

Board's Corporate Governance Responsibilities

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

Board Charter

The Board has adopted a Board Charter. Under the Board Charter, the Board's responsibilities include:

- (a) setting the strategic direction of the Company, establishing goals to ensure that these strategic objectives are met and monitoring the performance of management against these goals and objectives;
- (b) ensuring that there are adequate resources available to meet the Company's objectives;
- (c) appointing the Managing Director, evaluating the performance and determining the remuneration of senior executives, and ensuring that appropriate policies and procedures are in place for recruitment, training, remuneration and succession planning;
- (d) evaluating the performance of the Board and its Directors on an annual basis;
- (e) determining remuneration levels of Directors;
- (f) approving and monitoring financial reporting and capital management;
- (g) approving and monitoring the progress of business objectives;
- (h) ensuring that any necessary statutory licences are held and compliance measures are maintained to ensure compliance with the law and licence(s);
- (i) ensuring that adequate risk management procedures exist and are being used;
- (j) ensuring that the Company has appropriate corporate governance structures in place, including standards of ethical behaviour and a culture of corporate and social responsibility;
- (k) ensuring that the Board is and remains appropriately skilled to meet the changing needs of the Company;
- (l) ensuring that procedures are in place which ensures the Company's compliance with the law; and
- (m) financial and audit responsibilities, including the appointment of an external auditor and reviewing the financial statements, accounting policies and management processes.

Conflicts of Interest

In accordance with the Corporations Act and the Constitution, Directors must keep the Board advised, on an ongoing basis, of any interest which could potentially conflict with those of the Company. Where the Board believes a significant conflict exists, the Director concerned will not receive the relevant papers and will not be present at the Board meeting whilst the matter is being considered.

Independent Professional Advice

In fulfilling their duties, each Director dealing with corporate governance matters may obtain independent professional advice at the Company's expense, subject to the prior approval of the Chairman, whose approval will not be unreasonably withheld.

Corporate Governance Policies

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

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

Code of Conduct

The Board believes that the success of the Company has been and will continue to be enhanced by a strong ethical culture within the organisation.

The Company has established a Code of Conduct which aims to develop a consistent understanding of, and approach to, the desired standards of conduct and behaviour of the Directors, officers, employees and consultants in carrying out their roles for the Company.

In addition to their obligations under the Corporations Act in relation to inside information, all Directors, employees and consultants also have a duty of confidentiality to the Company in relation to confidential information they possess.

Continuous Disclosure Policy

The Board places a high priority on communication with Shareholders and is aware of the obligations it will have, once listed, under the Corporations Act and the Listing Rules, to keep the market fully informed of information which is not generally available and which may have a material effect on the price or value of the Company's Securities.

The Company has adopted a Continuous Disclosure Policy which contains procedures to ensure that Directors and management are aware of, and fulfil their obligations in relation to, the timely disclosure of material price sensitive information.

Securities Dealing Policy

The Company has in place a Security Dealing Policy which requires all Directors, employees or consultants of the Company to notify the Company before dealing in Company Securities, states recommended times for the dealing in Company Securities and prohibits the dealing in Company Securities whilst in possession of price sensitive information.

Exceptions to ASX Corporate Governance Council Recommendations

The Company sets out below its "if not why not" report in relation to those matters of corporate governance where the Company's practice departs from the ASX Corporate Governance Council's *Principles of Good Corporate Governance and Best Practice Recommendations* (**Recommendations**) to the extent that they are currently applicable to the Company.

Recommendations 2.1 (Independent Directors) and 2.2 (Independent Chair)

The Board does not comprise a majority of "independent directors" within the meaning of the Recommendations. Only one Director (Jamie Ogilvie) satisfies the criteria for independence as outlined in Recommendation 2.1 of the Recommendations. However, given the size and scope of the Company's operations, the Board considers that it has the relevant experience in the exploration and mining industry and is appropriately structured to discharge its duties in a manner that is in the best interests of the Company and its Shareholders from both a long-term strategic and operational perspective.

The Chairman, Mr McHugh, is not an independent director within the meaning of the Recommendations as he presently holds an executive role.

Recommendation 2.4 (Nomination Committee)

There is no nomination committee. The full Board, which comprises one non-executive Director and two executive Directors, considers the matters and issues that would fall to the nomination committee. The Board considers that at this stage, no efficiencies or other benefits would be gained by establishing a separate nomination committee. The Board intends to reconsider the requirement for and benefits of a separate nomination committee as the Company's operations grow and evolve.

Recommendation 2.5 (Board evaluation)

The Company does not have in place a formal process for evaluation of the Board, its committees, individual directors and key executives.

The small size of the Board and the nature of the Company's activities make the establishment of a formal performance evaluation strategy unnecessary. Performance evaluation is a discretionary matter for consideration by the entire Board and in the normal course of events the Board will review performance of the management, Directors and the Board as a whole.

Recommendations 4.1, 4.2 and 4.3 (Audit Committee)

There is no separate audit committee. The role of the audit committee is undertaken by the full Board. The Board considers that given its current size, no efficiencies or other benefits would be gained by establishing a separate audit committee. The Board has stated its audit and compliance responsibilities in the Board Charter.

As the size of the Company evolves the Board will consider the appropriateness of forming a separate audit committee having regard to the Recommendations.

Recommendation 6.1 (Shareholder Communications)

The Company has not established a formal Shareholder communication strategy.

While the Company has not established a formal Shareholder communication strategy, it intends, once it is listed, to actively communicate with its Shareholders by posting on its website, copies of all information which is lodged with ASX. Shareholders with internet access will also be encouraged to provide their email addresses to receive electronic copies of information distributed by the Company. Alternatively, hard copies of information distributed by the Company will be available on request.

Recommendation 7.1 (Risk Management)

The Company has an informal risk oversight and management policy and internal compliance and control system.

The Board does not currently have formal procedures in place but is aware of the various risks that affect the Company and its particular business. Section 11 provides a summary of the relevant risk factors that will affect the Company. As the Company develops, the Board will develop appropriate procedures to deal with risk oversight and management and internal compliance, taking into account the size of the Company and the stage of development of its projects.

Recommendation 8.1 (Remuneration of Directors)

The Company does not have a formal remuneration policy and has not established a separate remuneration committee.

The aggregate of fees payable to non-executive Directors has been set at an amount not exceeding \$250,000 per annum. The Company's constitution provides that the aggregate fixed sum payable to non-executive Directors may not be increased except as determined by Shareholders in general meeting. Directors and senior employees may also receive fees for their services and may also receive options. The issue of options to Directors is considered an appropriate method of providing sufficient incentive and reward whilst optimizing cash reserves.

13. ADDITIONAL INFORMATION

13.1 Director's Holdings

Directors are not required under the Company's Constitution to hold any Shares. The Directors have the following relevant interests in the Securities of the Company as at the date of this Prospectus:

Director	No. of Shares	No. of Options
Kerry McHugh	500,000	Nil
Jamie Ogilvie	250,000	Nil
Marcus Michael	2,000,000	Nil

The number of Shares and Options likely to be received by Directors following the Rights Issue of Options after listing will be based on their shareholding at the time and will be on the same terms and condition as all Shareholders.

13.2 Remuneration of Directors

The Constitution provides that the remuneration of non-executive Directors will not be more than the aggregate fixed sum determined by a general meeting. The aggregate remuneration has been set at an amount not to exceed \$250,000 per annum.

Mr Kerry McHugh is entitled to be paid directors' fees at the rate of \$45,000 per annum (plus superannuation) from the date of his appointment as a Director until the Company is admitted to the Official List.

Mr Marcus Michael is entitled to be paid directors' fees at the rate of \$38,000 per annum (plus superannuation) from the date of his appointment as a Director until the Company is admitted to the Official List.

Mr Jamie Ogilvie will be paid \$40,000 per annum (plus superannuation) for his services as a non-executive Director.

The remuneration of executive Directors will be fixed by the Directors and may be paid by way of a fixed salary. If the Company is admitted to the Official List, the appointments of Messrs McHugh and Michael as executives of the Company will commence and at that time they will cease to be entitled to directors' fees and will instead receive remuneration as executives of the Company. Refer Section 13.6.1 for further details.

The Directors are entitled to be paid reasonable travelling, accommodation and other expenses incurred in consequence of their attendance at meetings of Directors and otherwise in the execution of their duties as Directors. A Director may also be paid additional amounts as fees or as the Directors determine where a Director performs extra services or makes any special exertions, which in the opinion of the Directors are outside the scope of the ordinary duties of a Director.

13.3 Rights Attaching to Shares

Full details of the rights attaching to Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours. The following are the more important rights, privileges and restrictions attaching to the Shares offered for subscription by this Prospectus:

Voting

At a general meeting, every member present in person or by proxy, attorney or representative has one vote on a show of hands and on a poll, for each fully paid Share held. On a poll, partly paid Shares confer a fraction of a vote pro-rata to the amount paid on the Share.

General Meetings

Each Shareholder is entitled to receive notice of and, except in certain circumstances, to attend and vote at general meetings of the Company and to receive all financial statements, notices and other documents required to be sent to Shareholders under the Constitution, the ASX Listing Rules or the Corporations Act.

Dividends

Subject to any special terms and conditions of Issue, the profits of Argent which the Directors from time to time determine to distribute by way of dividend are divisible amongst the Shareholders in proportion to the amounts paid up on the Shares held by them.

Transfer of Shares

Holders of Shares may transfer them by proper transfer affected in accordance with the procedural requirements of the Constitution, the provisions of the Corporations Act, ASX Listing Rules and ASTC Settlement Rules. The Directors may decline to register a transfer of Shares where the transfer is not in registrable form or where refusal is permitted under the Corporations Act, ASX Listing Rules or ASTC Settlement Rules. If the Directors refuse to register the transfer Argent must give the party lodging the transfer written notice of the refusal and the reason for refusal.

Winding up

Subject to any special or preferential rights or restrictions attaching to any class or classes of Shares, members will be entitled, on a winding up of the Company, to share in any surplus assets of Argent in the proportions which the amount paid (including amounts credited) on the Shares of a Member is of the total amounts paid and payable (including amounts credited) on the Shares of all Shareholders.

Dividend reinvestment plan

The Constitution contains a provision allowing Directors to implement a dividend reinvestment plan.

Alteration of Constitution

The Constitution can only be amended by a special resolution passed by at least three quarters of members present and voting at a general meeting of Argent. Argent must give at least 28 days written notice of its intention to propose a resolution as a special resolution.

Share buy backs

Argent may buy back Shares in itself in accordance with the provisions of the Corporations Act.

Variation of Rights

Pursuant to Section 246B of the Corporations Act, the Company may vary or abrogate the rights attaching to Shares. If at any time the Share capital is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the Shares of that class) may be varied or abrogated with the consent in writing of the holders of three quarters of the issued Shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the Shares of that class.

13.4 Terms and Conditions of Options

As detailed in Section 3.8 of this Prospectus, it is proposed that all Shareholders registered on the date approximately three months after the Shares commence trading on ASX will be entitled to participate in a Rights Issue on the basis of one (1) Option for every one (1) Share held.

The terms and conditions of the proposed Options are summarised as follows:

- (a) the issue price of the Options will be one (1) cent;
- (b) each Option entitles the holder to subscribe for one Share at an issue price of 20 cents;
- (c) the Options are exercisable at any time prior to 30 June 2011 (the Expiry Date) by notice in writing to the Directors of the Company accompanied by payment of the exercise price;

- (d) subject to the Corporations Act, ASX Listing Rules and the Constitution, the Options are freely transferable and the Company will apply for Official Quotation of the Options;
- (e) all Shares issued upon exercise of the Options will rank pari passu in all respects with the Company's then existing ordinary fully paid Shares. The Company will apply for Official Quotation of all Shares issued upon exercise of the Options;
- (f) a holding statement will be issued for the Options;
- (g) 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 to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 7 Business Days after the issue is announced. This will give Option holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue;
- (h) if there is a bonus issue to Shareholders, the number of Shares over which the Option is exercisable may be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue;
- (i) in the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the Option holder will be changed to the extent necessary to comply with the applicable ASX Listing Rules and the Corporations Act at the time of the reconstruction;
- (j) Shares issued pursuant to the exercise of an Option will be issued not more than 10 Business Days after receipt of a properly executed notice of exercise of Options and the Application Moneys in respect of the exercise of the Options; and
- (k) in the event that a pro-rata issue (except a bonus issue) is made to Shareholders, the exercise price of the Options may be reduced according to the formula provided in the Listing Rules.

13.5 Material Contracts

In the opinion of the Directors, the only contracts entered into by the Company which are or may be material in terms of this Prospectus or the operation of the business of the Company or otherwise to potential investors of the Company are the contracts summarised below.

13.5.1 Kempfield Farmin and Joint Venture Agreement

The Company and Golden Cross Operations Pty Ltd (GCO) entered into the Kempfield Agreement pursuant to which they established a joint venture for the purposes of exploring and, if viable, mining on the Kempfield Tenements.

The joint venture participants are GCO (100% interest at present) and the Company.

The Company paid GCO \$100,000 as an initial contribution to joint venture expenditure. The Company may contribute \$2 million to joint venture expenditure during the initial earning period as follows: \$84,000 in year 1 (by 1 June 2008 which includes the initial \$100,000 contribution), \$300,000 in year 2 (2 June 2008 to 1 June 2009), \$600,000 in year 3 (2 June 2009 to 1 June 2010) and \$1,016,000 in year 4 (2 June 2010 to 1 June 2011) (Initial Earning Period). If the Company spends \$2 million during the Initial Earning Period, the joint venture interests of the participants will then be the Company (51%) and GCO (49%).

The Company may withdraw from the joint venture after contributing at least \$84,000 to joint venture expenditure by 1 June 2008.

If the Company spends a further \$745,000 (on top of the \$2 million incurred in the Initial Earning Period) at any time after the completion of the Initial Earning Period and on or before 1 June 2013

(Further Earning Period), the joint venture interests of the participants, with effect from the end of the Further Earning Period, will be the Company (70%) and GCO (30%).

From the end of the Further Earning Period, the participants will be liable to contribute to joint venture expenditure in proportion to their joint venture interests. If a participant defaults in the payment of a cash call made by the joint venture manager, its joint venture interest may be diluted. If GCO dilutes to an interest of less than 15%, its interest will automatically convert to a 15% free carried interest to the completion of a feasibility study or a decision by the operating committee to commence mining whichever comes first. If either participant dilutes its joint venture interest to less than 10% it will automatically withdraw from the joint venture and transfer its interest in the joint venture property to the non-diluting party.

The Company will be the manager of the joint venture whilst it is the sole contributor to joint venture expenditure and will be entitled to remain as the manager whilst it holds a joint venture interest of at least 50%.

Under the Kempfield Agreement, GCO acknowledges that it has entered into an option agreement with Hilton Henry, Trevor Henry and Graham Henry dated 8 June 2007 under which GCO has an option to purchase the following barite leases at Kempfield: PLL 517, PLL 727 and PLL 728 for \$120,000. GCO is holding its rights under the option for the benefit of the joint venture. The Company may exercise GCO's option by paying the \$120,000 exercise price on or before 15 August 2008, with such amount (if paid) constituting a contribution to the Company's joint venture expenditure.

13.5.2 Sunny Corner Farmin and Joint Venture Agreement

The Company and GCO entered into the Sunny Corner Agreement pursuant to which they established a joint venture for the purposes of exploring and, if viable, mining on the Sunny Corner Tenement.

The joint venture participants are GCO (100% interest at present) and the Company.

The Company may contribute \$500,000 to joint venture expenditure during the initial earning period as follows: \$68,000 in year 1 (by 1 June 2008), \$75,000 in year 2 (2 June 2008 to 1 June 2009), \$150,000 in year 3 (2 June 2009 to 1 June 2010) and \$207,000 in year 4 (2 June 2010 to 1 June 2011) (Initial Earning Period). If the Company spends \$500,000 during the Initial Earning Period, the joint venture interests of the participants will then be the Company (51%) and GCO (49%).

The Company may withdraw from the joint venture after contributing at least \$68,000 to joint venture expenditure by 1 June 2008.

If the Company spends a further \$186,000 (on top of the \$500,000 incurred in the Initial Earning Period) at any time after completion of the Initial Earning Period and on or before 1 June 2013 (Further Earning Period), the joint venture interests of the participants, with effect from the end of the Further Earning Period, will be the Company (70%) and GCO (30%).

From the end of the Further Earning Period, the participants will be liable to contribute to joint venture expenditure in proportion to their joint venture interests. If a participant defaults in the payment of a cash call made by the joint venture manager, its joint venture interest may be diluted. If GCO dilutes to an interest of less than 15%, its interest will automatically convert to a 15% free carried interest to the completion of a feasibility study or a decision by the operating committee to commence mining whichever comes first. If either participant dilutes its joint venture interest to less than 10% it will automatically withdraw from the joint venture and transfer its interest in the joint venture property to the non-diluting party.

The Company will be the manager of the joint venture whilst it is the sole contributor to joint venture expenditure and will be entitled to remain as the manager whilst it holds a joint venture interest of at least 50%.

13.5.3 West Wyalong Farmin and Joint Venture Agreement

The Company and GCO entered into the West Wyalong Agreement pursuant to which they established a joint venture for the purposes of exploring and, if viable, mining on the West Wyalong Tenement.

The joint venture participants are GCO (100% interest at present) and the Company.

The Company may contribute \$750,000 to joint venture expenditure during the initial earning period as follows: \$70,000 in year 1 (by 1 June 2008), \$112,500 in year 2 (2 June 2008 to 1 June 2009), \$250,000 in year 3 (2 June 2009 to 1 June 2010) and \$317,500 in year 4 (2 June 2010 to 1 June 2011) (Initial Earning Period). If the Company spends \$750,000 during the Initial Earning Period, the joint venture interests of the participants will then be the Company (51%) and GCO (49%).

The Company may withdraw from the joint venture after contributing at least \$70,000 to joint venture expenditure by 1 June 2008.

If the Company spends a further \$280,000 (on top of the \$750,000 incurred in the Initial Earning Period) at any time after completion of the Initial Earning Period and on or before 1 June 2013 (Further Earning Period), the joint venture interests of the participants, with effect from the end of the Further Earning Period, will be the Company (70%) and GCO (30%).

From the end of the Further Earning Period, the participants will be liable to contribute to joint venture expenditure in proportion to their joint venture interests. If a participant defaults in the payment of a cash call made by the joint venture manager, its joint venture interest may be diluted. If GCO dilutes to an interest of less than 15%, its interest will automatically convert to a 15% free carried interest to the completion of a feasibility study or a decision by the operating committee to commence mining whichever comes first. If either participant dilutes its joint venture interest to less than 10% it will automatically withdraw from the joint venture and transfer its interest in the joint venture property to the non-diluting party.

The Company will be the manager of the joint venture whilst it is the sole contributor to joint venture expenditure and will be entitled to remain as the manager whilst it holds a joint venture interest of at least 50%.

There is a 2.5% net smelter return royalty over the West Wyalong Tenement payable to LAC Minerals (Australia) NL (Royalty). The Royalty is payable by the Company and GCO according to their joint venture interest.

13.5.4 Amendment Letter Agreement

The Company and GCO entered into an Amendment Letter Agreement dated 12 September 2007 pursuant to which recent tenement applications made by the Company are included in the Farmin and Joint Venture Agreements. Specifically, ELA 3300 is included in the West Wyalong Agreement, ELA 3301 is included in the Kempfield Agreement and ELA 3302 is included in the Sunny Corner Agreement.

13.5.5 Land Access and Heritage Protection Agreement and Deed of Assignment and Assumption

The members of the Gundungarra People traditionally affiliated with Native Title Claim Area NG 6060/98 (Traditional Owners) lodged a native title claim pursuant to the Native Title Act which passed the registration test pursuant to the Native Title Act (Native Title Claim).

The Traditional Owners and GCO entered into a Land Access and Heritage Protection Agreement dated 31 August 2001 (Access Agreement) pursuant to which the Traditional Owners and GCO agreed that GCO shall be permitted to conduct mineral exploration on the tenements forming part of GCO's interest within the area of the Native Title Claim, being the Kempfield Tenements.

The Access Agreement provides that GCO may assign its rights and obligations pursuant to the Access Agreement to a third party (with the prior written approval of the Traditional Owners), if the third party executes an agreement to observe all the obligations of GCO as set out in the Access Agreement.

The Company, GCO and the Traditional Owners entered into a Deed of Assignment and Assumption - Kempfield Native Title Agreement dated 24 August 2007 pursuant to which:

- (a) GCO assigned its rights and interests in and under the Access Agreement to the Company, to the extent of the Company's joint venture interest and rights as Manager under the Kempfield Agreement;
- (b) the Company agreed to assume the obligations of GCO under the Access Agreement in so far as those obligations had passed to the Company as Manager under the Kempfield Agreement; and
- (c) the Traditional Owners consented to this assignment to the Company.

13.5.6 Section 31 Deed - Grant of Minister's Consent for Exploration Licences Nos. 5645 and 5748

GCO, Ms Pamela Stockwell and Ms Elsie Stockwell (Native Title Party) and the Honourable Edward Obeid OAM, MLC the Minister for Mineral Resources for and on behalf of the State of New South Wales (Government Party) entered into a Section 31 Deed - Grant of Minister's Consent for Exploration Licences Nos. 5645 and 5748 dated 25 September 2001 (Deed).

The Deed was entered into for the purpose of ensuring the validity of the Kempfield Tenements under the Native Title Act.

Pursuant to the Deed the Native Title Party agreed to the grant of the Minister's consent to the Kempfield Tenements and to GCO exercising its rights and discharging its obligations under the Kempfield Tenements.

13.6 Remuneration of Executives and Executive Service Agreements

13.6.1 Executive Service Agreements - Kerry McHugh and Marcus Michael

The Company has engaged Kerry McHugh and Marcus Michael to provide their services to the Company pursuant to executive services agreements.

Mr McHugh has been engaged as the Executive Chairman of Argent Minerals on an annual salary package of \$90,000 plus superannuation.

Mr Michael has been engaged as Chief Financial Officer and Company Secretary of Argent Minerals on an annual salary package of \$76,000 plus superannuation.

The agreements are in similar terms and provide as follows:

- (a) The agreement commences on the date the Company is admitted to the Official List (Commencement Date).
- (b) Either party may give notice that the agreement is to terminate on the date which is twelve (12) months from the Commencement Date (End Date). This notice must be given at any time on or before the date which is three (3) months before the End Date (Notice End Date).
- (c) At any time before the Notice End Date the Company may terminate the agreement by providing 6 months notice of termination to the executive (or payment in lieu).
- (d) On the appointment of a Managing Director to replace Kerry McHugh in his role as Executive Chairman and the appointment of a Company Secretary and Chief Financial Officer to replace Marcus Michael in these roles, Mr McHugh and Mr Michael agree to resign from their respective positions with the Company and the Company and the executive will in good faith agree on a termination date, in which case the employment will end on the agreed date and the Company will make a payment of one (1) months remuneration to the executive. After the Notice End Date either party may terminate the agreement by giving three (3) months notice or payment in lieu of that time in the case of termination by the Company.

- (e) If neither party terminates the agreement before the Notice End Date then the agreement continues indefinitely unless otherwise terminated in accordance with the terms described above.
- (f) The agreement may be summarily terminated by the Company if the executive engages in gross misconduct or conduct which seriously injures the reputation or the business of the Company; is convicted of an indictable offence which brings the Company into lasting disrepute; commits a serious or persistent breach of the agreement; is continually or significantly neglectful in the performance of his duties; refuses or neglects to comply with any lawful, reasonable direction given to him by the Company; is or becomes bankrupt or insolvent; is or becomes incapacitated by illness or injury preventing him from performing his duties for three (3) consecutive months; becomes mentally incapacitated; or becomes disqualified from serving as a director.
- (g) The executive may summarily terminate the agreement if the Company commits a material breach of the Agreement which breach is not remedied following ten (10) days notice to the Company. Should this occur, the executive is entitled to payment of six (6) months remuneration upon termination.

13.6.2 Service Agreement - David Timms

The Company has entered into a service agreement with Endeavour Minerals Pty Ltd (ACN 063 725 708) to provide the independent geological consulting services of David Timms. The terms of this agreement are that Mr Timms will provide his services to the Company on an as required basis, anticipated to be an average of two days per week for an initial term of 12 months commencing on 1 September 2007 and thereafter on a month to month basis. Mr Timms will receive remuneration on normal commercial rates as calculated on a daily basis.

13.7 Other Interests of Directors

Marshall Michael Pty Ltd will receive professional fees for accounting and taxation services provided to the Company, which will be charged in accordance with normal charge out rates. Marcus Michael is a director and shareholder of Marshall Michael Pty Ltd.

13.8 Deed of Indemnity, Insurance and Access

The Company has agreed to enter into deeds of indemnity and access with each of the Directors on normal commercial terms (**Deeds**). Under the Deeds, the Company will indemnify each Director to the extent permitted by the Corporations Act against any liability arising as a result of his acting as an officer of the Company.

Pursuant to the Deeds, the Company is required to maintain insurance policies for the benefit of the relevant officer during the term of the appointment and for a period of seven (7) years after retirement or resignation. The Company's indemnity and insurance obligations do not apply in circumstances where a liability arises out of conduct involving a wilful breach of duty.

The Deeds also provide for the right of access to Board papers in addition to the Directors' statutory rights of access.

13.9 Fees and Benefits of Directors

Except as disclosed in this Prospectus:

- (a) no Director or proposed Director (whether individually or in consequence of a Director's association with any company or firm or in any material contract entered into by the Company) has, or during the last two year period ending on the date of this Prospectus, has had any interest in:

- (i) the formation or promotion of the Company; or
 - (ii) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or in connection with the offer of Securities pursuant to this Prospectus; or
 - (iii) the Offer; and
- (b) no amounts of any kind (whether in cash or securities or otherwise) have been paid or agreed to be paid to any Director or to any company or firm with which a Director is associated to induce him to become, or to qualify as, a Director, or otherwise for services rendered by him or any company or firm with which the Director is associated in connection with the formation or promotion of the Company or the offer of Securities pursuant this Prospectus.

13.10 Interests of Named Persons

Other than as set out below or elsewhere in this Prospectus:

- (a) no expert or 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, nor any firm in which any of those persons is or was associated with, has now, or has had, in the 2 year period ending on the date of this Prospectus an interest in:
- (i) the formation or promotion of the Company; or
 - (ii) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion or in connection with the offer of Securities under this Prospectus; or
 - (iii) the Offer; and
- (b) no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of those persons or for services rendered in connection with the formation or promotion of the Company or the Offer.

Geological Management Services Pty Ltd has acted as Independent Geologist to the Company and has prepared the Independent Geologist's Report included in Section 8 of this Prospectus. The Company estimates that it will pay Geological Management Services Pty Ltd a total of \$20,000 for these services.

Stanton Partners Corporate Pty Ltd has acted as the Investigating Accountant to the Company and has prepared an Investigating Accountant's Report included in Section 9 of this Prospectus. The Company estimates that it will pay Stanton Partners Corporate Pty Ltd a total of \$10,000 for these services.

Stanton International has been appointed as Auditor to the Company and will be paid normal commercial rates for these services. Neither Stanton Partners Corporate Pty Ltd nor Stanton International has received fees for other services provided to the Company since the incorporation of the Company.

AMTS Pty Ltd has prepared the Report on Mining Tenements included in Section 10 of this Prospectus. The Company estimates it will pay AMTS Pty Ltd a total of \$10,000 for these services.

McKenzie Moncrieff Lawyers has acted as the solicitors to the Offer and has advised the Company generally in relation to its listing on ASX and this Prospectus and has also performed work in relation to legal due diligence enquiries. The Company estimates it will pay McKenzie Moncrieff Lawyers a total of \$40,000 for these services. McKenzie Moncrieff Lawyers has been paid or is entitled to be paid approximately \$30,000 for other legal services provided to the Company since its incorporation.

The amounts disclosed above are exclusive of any amount of GST payable by the Company in respect of those amounts.

13.11 Consents

Each of the parties referred to in this Section:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section; and
- (b) has not authorised or caused the issue of this Prospectus and, to the maximum extent permitted by law, expressly disclaims and take 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.

Geological Management Services Pty Ltd has given its written consent to being named as Independent Geologist in this Prospectus and to the inclusion of the Independent Geologist's Report in Section 8 of this Prospectus and to those statements attributed to it in the Chairman's Letter in this Prospectus. Geological Management Services Pty Ltd has not withdrawn its consent prior to lodgement of this Prospectus with ASIC.

Arnold van der Heyden and Hellman & Schofield Pty Ltd have given their consent to the inclusion of information in this prospectus that relates to mineral resources on the Kempfield Tenements and Mr van der Heyden has given his written consent to being named as "Competent Person" in respect of this information. Mr van der Heyden and Hellman & Schofield have not withdrawn their consent prior to the lodgement of this Prospectus with ASIC.

Golden Cross Resources Limited has given its consent to the inclusion of the data comprised in figures 1 to 4 inclusive in Section 6 of this Prospectus and figures 1 and 3 to 13 inclusive in Section 8 of this Prospectus in the form and context in which they are included. GCR has not withdrawn its consent prior to lodgement of this Prospectus with ASIC.

Stanton Partners Corporate Pty Ltd has given its written consent to being named as the Investigating Accountant in this Prospectus and to the inclusion of the Investigating Accountant's Report in Section 9 of this Prospectus. Stanton Partners Corporate Pty Ltd has not withdrawn its consent prior to lodgement of this Prospectus with ASIC.

Stantons International has given its written consent to being named as the Company's Auditor in this Prospectus and has not withdrawn its consent prior to lodgement of this Prospectus with ASIC.

McKenzie Moncrieff Lawyers has given its written consent to being named as Solicitors to the Company in this Prospectus and has not withdrawn its consent prior to lodgement of this Prospectus with ASIC.

AMTS Pty Ltd has given its written consent to the inclusion of the Report on Mining Tenements in Section 10 of this Prospectus. AMTS Pty Ltd has not withdrawn its consent prior to lodgement of this Prospectus with ASIC.

Security Transfer Registrars Pty Ltd has given its written consent to being named as the Company's Share Registry in this Prospectus and has not withdrawn its consent prior to lodgement of this Prospectus with ASIC.

13.12 Dividend Policy

The Company's capacity to pay dividends in the future will be dependent upon a number of factors including exploration success, future earnings and capital and exploration expenditure requirements. Once sustainable profitability has been established and subject to working capital and investment requirements, the Directors intend to distribute a proportion of future profits to Shareholders by way of dividends.

13.13 Expenses of the Offer

It is estimated that Argent will pay the following costs (exclusive of GST) in connection with the preparation and issue of this Prospectus:

	\$4,000,000 Raising (Minimum Subscription) \$	\$5,000,000 Raising (With Oversubscriptions)
Brokerage fees*	200,000	250,000
ASX and ASIC fees	27,000	30,000
Professional fees	55,000	55,000
Printing and ancillary costs	25,000	30,000
Miscellaneous expenses	10,000	10,000
Total	317,000	\$375,000

* Assuming a fee of 5% is payable on all Applications received.

13.14 Litigation

As at the date of this Prospectus, the Company is not involved in any material legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against the Company.

13.15 Taxation

The Company does not propose to give any taxation advice and neither the Company, its Directors nor its officers or advisers accept any responsibility or liability for any taxation consequences to Applicants. Applicants should consult their own professional tax advisers in regard to taxation implications of accepting any Offer pursuant to this Prospectus.

13.16 Electronic Prospectus

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

If you have received this Prospectus in electronic form, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please contact the Company on telephone (08) 9322 6600 and the Company will send to you, free of charge, a hard copy or a further electronic copy of the Prospectus or both.

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

13.17 Directors Responsibility Statement

The Directors state that they have made all reasonable enquiries and on that basis have reasonable grounds to believe that any statements made by the Directors in this Prospectus are not misleading or deceptive and that in respect to any other statements made in the 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 ASIC, or to the Directors knowledge, before any issue of Shares pursuant to this Prospectus.

14. GLOSSARY

Where the following terms are used in this Prospectus they have the following meanings:

A\$ or \$ means an Australian dollar unless otherwise stated.

Applicant means a person making an Application.

Application means an application made on an Application Form.

Application Form means the application form for the Offer enclosed with or attached to this Prospectus (both in paper and electronic formats).

Application Monies or Application Money means monies received by the Company from Applicants.

Argent Minerals, Argent, ARD or the Company means Argent Minerals Limited (ACN 124 780 276).

Argent Minerals Properties means collectively the Kempfield Tenements, Sunny Corner Tenements and the West Wyalong Tenements.

ASIC means Australian Securities and Investments Commission.

ASTC means ASX Transfer and Settlement Corporation Pty Ltd (ACN 008 504 532).

ASTC Settlement Rules means the settlement rules of ASTC.

ASX means ASX Limited (ACN 008 624 691).

Board means the Board of Directors of the Company as constituted from time to time.

Business Day means a weekday when trading banks are ordinarily open for business in Perth, Western Australia.

CHESS means ASX Clearing House Electronic Subregistry System.

Closing Date means the closing date for receipt of the Offer Application Form under this Prospectus, being 5.00pm (WDST) on **15 February 2008** (unless extended or closed early).

Company means Argent Minerals Limited ACN 124 780 276.

Constitution means the Constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the directors of the Company at the date of this Prospectus.

DPI means the New South Wales Department of Primary Industry.

Exposure Period means the period of seven (7) days after the date of lodgement of this Prospectus, which period may be extended by the ASIC by not more than seven (7) days pursuant to section 727(3) of the Corporations Act 2001.

Farmin and Joint Venture Agreement means the Kempfield Agreement, Sunny Corner Agreement and the West Wyalong Agreement.

Golden Cross Operations or GCO means Golden Cross Operations Pty Ltd (ACN 050 212 827), a subsidiary of GCR.

Golden Cross Resources or GCR means Golden Cross Resources Limited (ACN 063 075 178), a company listed on ASX (ASX code GCR).

Independent Geologist's Report means the independent geologist's report contained in Section 8.

Investigating Accountant's Report means the investigating accountant's report contained in Section 9.

Issue means the issue of the Shares pursuant to this Prospectus.

Kempfield Agreement means the Kempfield Farmin and Joint Venture Agreement dated 8 June 2007 between the Company and GCO.

Kempfield Tenements means the tenements described in Section 10 under the heading "Kempfield Tenements".

Listing Rules or ASX Listing Rules means the Listing Rules of ASX.

Native Title Act means the Native Title Act 1993 (Cth).

Offer means the offer of 20,000,000 Shares at 20 cents per Share pursuant to this Prospectus to raise \$4,000,000 with provision for over-subscriptions to raise a further \$1,000,000.

Official List means the Official List of ASX.

Official Quotation means official quotation by ASX in accordance with the Listing Rules.

Opening Date means the opening date of the Offer specified in this Prospectus.

Option means an option to acquire one (1) Share on the terms set out in Section 13.4.

Prospectus means this Prospectus.

Rights Issue means the non-renounceable entitlement offer of Options to Shareholders as described in Section 13.4.

Section means a section of this Prospectus

Security or Securities has the meaning given to that term in section 92(3) of the Corporations Act.

Share means a fully paid ordinary share in the capital of the Company and **Shares** has a corresponding meaning.

Share Registry means Security Transfer Registrars Pty Ltd, the Company's registry.

Shareholder means the registered holder of a Share in Argent Minerals.

Sunny Corner Agreement means the Sunny Corner Farmin and Joint Venture Agreement dated 8 June 2007 between the Company and GCO.

Sunny Corner Tenements means the tenements described in Section 10 under the heading "Sunny Corner Tenements".

Tenements means the Kempfield Tenements, the Sunny Corner Tenements and the West Wyalong Tenements.

VTEM Survey or VTEM means a virtual time electromagnetic survey.

West Wyalong Agreement means the West Wyalong Farmin and Joint Venture Agreement dated 8 June 2007 between the Company and GCO.

West Wyalong Tenements means the tenements described in Section 10 under the heading "West Wyalong Tenements".

WDST means Western Daylight Saving Time.

15. DIRECTORS' AUTHORISATION

This Prospectus is issued by Argent Minerals Limited and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented in writing to the lodgement of this Prospectus with ASIC.



KERRY McHUGH
Executive Chairman
For and on behalf of Argent Minerals Limited

APPLICATION FORMS

Please complete all parts of the Application Form using BLOCK LETTERS. Use correct forms of registrable name (see below). Applications using the wrong form of name may be rejected. Current CHESS participants should complete their name and address in the same format as they are presently registered in the CHESS system.

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. The Applicant(s) agree(s) upon and subject to the terms of the Prospectus to take any number of Shares equal to or less than the number of Shares indicated on the Application Form that may be allotted to the Applicants pursuant to the Prospectus and declare(s) that all details of statements made are complete and accurate.

No notice of acceptance of the Application will be provided by the Company prior to the allotment of Shares. Applicants agree to be bound upon acceptance by the Company of the Application.

Please provide us with a telephone contact number (including the person responsible in the case of an Application by a company) so that we can contact you promptly if there is a query in your Application Form. If your Application Form is not completed correctly, it may still be treated as valid. There is no requirement to sign the Application Form. The Company's decision as to whether to treat your Application as valid, and how to construe, amend or complete it, shall be final.

PAYMENT

Applications for Shares must be accompanied by the Application Money of 20 cents per Share (in Australian currency). Cheques should be made payable to **Argent Minerals Limited - Float Account** and crossed "Not Negotiable".

LODGING OF APPLICATIONS

Completed Application Forms and cheques must be:

Posted to:	OR	Delivered to:
Argent Minerals Limited C/- Security Transfer Registrars Pty Ltd PO Box 535 APPLECROSS WA 6953		Argent Minerals Limited C/- Security Transfer Registrars Pty Ltd 770 Canning Highway APPLECROSS WA 6153

Applications must be received by no later than 5.00pm WST on the Closing Date 15 February 2008.

BROKER SPONSORED APPLICANTS

The Company intends to become an Issuer Sponsored participant in the ASX CHESS System. This enables a holder to receive a statement of holding rather than a certificate. If you are already a Broker Sponsored participant in this system, you may complete this section or forward a signed Application Form to your sponsoring broker for completion prior to lodgement. Otherwise, leave this box blank and your Shares will automatically be Issuer Sponsored on allotment.

TAX FILE NUMBERS

The collection of tax file number ("TFN") information is authorised and the tax laws and the Privacy Act strictly regulate its use and disclosure. Please note that it is not against the law not to provide your TFN or claim an exemption, however, if you do not provide your TFN or claim an exemption, you should be aware that tax will be taken out of any unfranked dividend distribution at the maximum tax rate.

If you are completing the Application with one or more joint Applicants, and you do not wish to disclose your TFN or claim an exemption, a separate form may be obtained from the Australian Taxation Office to be used by you to provide this information to the Company. Certain persons are exempt from providing a TFN. For further information, please contact your taxation adviser or any Taxation Office.

CORRECT FORM OF REGISTRABLE TITLE

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

TYPE OF INVESTOR	CORRECT FORM OF REGISTRATION	INCORRECT FORM OF REGISTRATION
Individual <i>Use given names in full, not initials</i>	Mr John Alfred Smith	J A Smith
Company <i>Use the company's full title, not abbreviations</i>	ABC Pty Ltd	ABC P/L or ABC Co
Joint holdings <i>Use full and complete names</i>	Mr Peter Robert Williams & Ms Louise Susan Williams	Peter Robert & Louise S Williams
Trusts <i>Use trustee(s) personal name(s), Do not use the name of the trust</i>	Mrs Susan Jane Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estates <i>Use the executor(s) personal name(s)</i>	Ms Jane Mary Smith & Mr Frank William Smith <Estate John Smith A/C>	Estate of Late John Smith, or John Smith Deceased
Minor (a person under the age of 18) <i>Use the name of a responsible adult with an appropriate designation</i>	Mr John Alfred Smith <Peter Smith A/C>	Master Peter Smith
Partnerships <i>Use the partners' personal names. Do not use the name of the partnership</i>	Mr John Robert Smith & Mr Michael John Smith <John Smith and Son A/C>	John Smith and Son

APPLICATION FORMS

Please complete all parts of the Application Form using BLOCK LETTERS. Use correct forms of registrable name (see below). Applications using the wrong form of name may be rejected. Current CHESS participants should complete their name and address in the same format as they are presently registered in the CHESS system.

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. The Applicant(s) agree(s) upon and subject to the terms of the Prospectus to take any number of Shares equal to or less than the number of Shares indicated on the Application Form that may be allotted to the Applicants pursuant to the Prospectus and declare(s) that all details of statements made are complete and accurate.

No notice of acceptance of the Application will be provided by the Company prior to the allotment of Shares. Applicants agree to be bound upon acceptance by the Company of the Application.

Please provide us with a telephone contact number (including the person responsible in the case of an Application by a company) so that we can contact you promptly if there is a query in your Application Form. If your Application Form is not completed correctly, it may still be treated as valid. There is no requirement to sign the Application Form. The Company's decision as to whether to treat your Application as valid, and how to construe, amend or complete it, shall be final.

PAYMENT

Applications for Shares must be accompanied by the Application Money of 20 cents per Share (in Australian currency). Cheques should be made payable to **Argent Minerals Limited - Float Account** and crossed "Not Negotiable".

LODGING OF APPLICATIONS

Completed Application Forms and cheques must be:

Posted to:

Argent Minerals Limited
C/- Security Transfer Registrars Pty Ltd
PO Box 535
APPLECROSS WA 6953

OR

Delivered to:

Argent Minerals Limited
C/- Security Transfer Registrars Pty Ltd
770 Canning Highway
APPLECROSS WA 6153

Applications must be received by no later than 5.00pm WST on the Closing Date 15 February 2008.

BROKER SPONSORED APPLICANTS

The Company intends to become an Issuer Sponsored participant in the ASX CHESS System. This enables a holder to receive a statement of holding rather than a certificate. If you are already a Broker Sponsored participant in this system, you may complete this section or forward a signed Application Form to your sponsoring broker for completion prior to lodgement. Otherwise, leave this box blank and your Shares will automatically be Issuer Sponsored on allotment.

TAX FILE NUMBERS

The collection of tax file number ("TFN") information is authorised and the tax laws and the Privacy Act strictly regulate its use and disclosure. Please note that it is not against the law not to provide your TFN or claim an exemption, however, if you do not provide your TFN or claim an exemption, you should be aware that tax will be taken out of any unfranked dividend distribution at the maximum tax rate.

If you are completing the Application with one or more joint Applicants, and you do not wish to disclose your TFN or claim an exemption, a separate form may be obtained from the Australian Taxation Office to be used by you to provide this information to the Company. Certain persons are exempt from providing a TFN. For further information, please contact your taxation adviser or any Taxation Office.

CORRECT FORM OF REGISTRABLE TITLE

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

TYPE OF INVESTOR	CORRECT FORM OF REGISTRATION	INCORRECT FORM OF REGISTRATION
Individual <i>Use given names in full, not initials</i>	Mr John Alfred Smith	J A Smith
Company <i>Use the company's full title, not abbreviations</i>	ABC Pty Ltd	ABC P/L or ABC Co
Joint holdings <i>Use full and complete names</i>	Mr Peter Robert Williams & Ms Louise Susan Williams	Peter Robert & Louise S Williams
Trusts <i>Use trustee(s) personal name(s), Do not use the name of the trust</i>	Mrs Susan Jane Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estates <i>Use the executor(s) personal name(s)</i>	Ms Jane Mary Smith & Mr Frank William Smith <Estate John Smith A/C>	Estate of Late John Smith, or John Smith Deceased
Minor (a person under the age of 18) <i>Use the name of a responsible adult with an appropriate designation</i>	Mr John Alfred Smith <Peter Smith A/C>	Master Peter Smith
Partnerships <i>Use the partners' personal names. Do not use the name of the partnership</i>	Mr John Robert Smith & Mr Michael John Smith <John Smith and Son A/C>	John Smith and Son

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