

EMERGENT RESOURCES LTD

ACN 125 323 622

ELECTRONIC PROSPECTUS AND APPLICATION FORM

Note for intended users of this Prospectus:

- (a) This file contains the Prospectus dated 12 May 2008 issued by Emergent Resources Ltd ACN 125 323 622 ("**Company**") and the Supplementary Prospectus dated 24 June 2008 (together the "**Prospectus**").
- (b) Persons who access the Prospectus in electronic form should note that the securities offered by this Prospectus should be considered speculative. Before deciding to invest in the Company potential investors should read the entire Prospectus and in particular consider the risk factors that could affect the financial performance of the Company. You should carefully consider these risks in light of your personal circumstances (including financial and taxation issues) and seek professional advice from your accountant, stockbroker, lawyer or other professional adviser before deciding whether to invest.
- (c) The securities to which the Prospectus relates will only be issued on receipt of an Application Form issued together with the Prospectus.
- (d) The offer to which the Prospectus relates is available to persons receiving electronic disclosure documents in Australia.
- (e) Users of the Application Form included in the Prospectus should note:
 - (i) the Prospectus contains information regarding investing in the securities referred to in the Application Form; and
 - (ii) potential investors are strongly advised to read the Prospectus before applying for securities.
- (f) Whilst the Prospectus is current, the Company will send copies of the Prospectus and any supplementary document and the Application Form, on request and without charge. In this regard, please contact the Company during business hours by telephone on 08 9481 6600.

[Company to insert acknowledgment box and link for investors to tick before enabling access to the website Prospectus]



EMERGENT RESOURCES LIMITED
ACN 125 323 622

SUPPLEMENTARY PROSPECTUS

This Supplementary Prospectus is dated 24 June 2008 and was lodged with the Australian Securities and Investments Commission ("ASIC") pursuant to Section 719(1) of the Corporations Act 2001 (Cth) on 24 June 2008. ASIC takes no responsibility as to the contents of this Supplementary Prospectus. Terms used in this Supplementary Prospectus have the same meaning as ascribed to them in the Prospectus issued by Emergent Resources Limited ("Company") dated 12 May 2008 ("Prospectus"). This Supplementary Prospectus forms part and should be read together with the Prospectus.

Update on Emergent Resources Limited Offer

As at the date of this Supplementary Prospectus, the Company has received over 450 Applications applying for in excess of 20 million Shares (\$4 million) under the Offer. Demand for the Offer far exceeds the minimum subscription for listing under the Prospectus and the number of Shares offered pursuant to the Prospectus.

Revised Date for Application to ASX for Quotation

The Company has made an application to ASX for admission of the securities to quotation within 43 days after the date of the Prospectus ("Application"). The Application was made on 24 June 2008 and listing will occur towards the end of July 2008.

Reasons for Supplementary Prospectus

This Supplementary Prospectus has been prepared to provide particulars of relief provided to the Company by ASIC under section 741(1) of the Corporation Act 2001 ("Act") in a declaration made by ASIC dated 23 June 2008 ("Declaration"). The relief was sought following a technical issue in that Application to the ASX for listing was not lodged within the 7 days stipulated in the Corporations Act.

This is a supplementary prospectus which is important and should be read in its entirety in conjunction with the Prospectus dated 12 May 2008 and registered with the Australian Securities and Investments Commission on that date. If you are in any doubt as to the contents of this document you should consult your sharebroker, solicitor, banker or accountant without delay.

The purpose of the relief is to enable the Company to issue Shares offered under the Prospectus to Applicants on the basis that the application to ASX for admission of the securities to quotation is made within 43 days after the date of the Prospectus. By virtue of the Declaration, the Company may issue Shares offered under the Prospectus to Applicants provided that the application for admission of the securities to quotation is made within 43 days after the date of the Prospectus.

Effect of the Relief

The effect of the relief provided by the Declaration is that for the purposes of section 723(3)(a) of the Act, the time within which the application may be made to ASX for the admission of the securities to quotation is now within 43 days after the date of the Prospectus.

Pursuant to this Supplementary Prospectus the Company will give the Applicants this Supplementary Prospectus and allow the Applicants the right (if they choose) to withdraw their Applications by 5pm (WST) on 24 July 2008 and be repaid their Application monies.

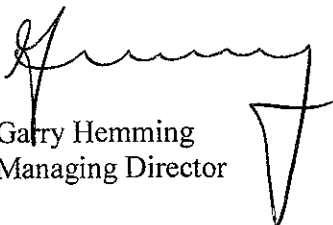
Right to Withdraw Application

Pursuant to Section 724(2) of the Act, Applicants who have lodged Applications for Shares under the Prospectus will be entitled to withdraw their Applications and be repaid their Application Money, by 5pm (WST) on 24 July 2008.

Applicants who choose to withdraw their Application for Shares under the Prospectus can do so by notice in writing to the Company or the Share Registry at the address set out in the Corporate Directory of the Prospectus.

Applicants for shares under the Prospectus dated 12 May 2008 who do not wish to withdraw their Applications and do not wish to be repaid their Application monies but still wish to be considered for an allocation of shares that they applied for under that Prospectus, DO NOT NEED TO TAKE ANY ACTION.

The Directors consent to, and have authorised this issue of, this Supplementary Prospectus.



Garry Hemming
Managing Director

24 June 2008

This is a supplementary prospectus which is important and should be read in its entirety in conjunction with the Prospectus dated 12 May 2008 and registered with the Australian Securities and Investments Commission on that date. If you are in any doubt as to the contents of this document you should consult your sharebroker, solicitor, banker or accountant without delay.

MAY 2008

prospectus



ABN 68 125 323 622

**Exploring for iron, base metals, precious metals
and uranium in Western Australia.**

An offer to raise up to \$4,000,000 by the issue
of up to 20,000,000 ordinary fully paid Shares in
the Company at an issue price of \$0.20 per Share.

This is an important document. Please consult your professional adviser(s) if you have any questions. The mineral properties described in this Prospectus are at the exploration and evaluation stage and accordingly investment in the Shares offered by this Prospectus should be regarded as speculative in nature.

IMPORTANT INFORMATION



This Prospectus is dated 12th May 2008 and was lodged with the ASIC on that date. No Shares will be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus. Neither the ASIC nor ASX take any responsibility for the content of this Prospectus or the merits of the investment to which this Prospectus relates.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of those laws. This Prospectus does not constitute an offer of Shares in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Prospectus. It is important that you read this Prospectus carefully, in its entirety and seek professional advice where necessary before deciding to invest in the Company. In particular, in considering the prospects for the Company, you should consider the risk factors that could affect the performance of the Company. The Offer does not take into account your investment objectives, financial situation and particular needs. Accordingly, you should carefully consider the risk factors in light of your personal circumstances and seek professional advice from your accountant, stockbroker, lawyer or other professional adviser before deciding whether to invest. The Shares the subject of this Prospectus should be considered speculative. No person is authorised to provide any information or make any representation in connection with the Offer contained in this Prospectus which is not contained in this Prospectus.

A copy of this Prospectus may be downloaded from the Company's website at www.emergentresources.com.au. Any person accessing the electronic version of this Prospectus for the purpose of making an investment in the Company must be an Australian resident and must only access the Prospectus from within Australia. Persons who access the electronic version of this Prospectus should ensure that they download and read the entire Prospectus.

The Corporations Act prohibits any persons passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. Any persons may obtain a hard copy of this Prospectus free of charge by contacting the Company by telephone on (08) 9481 6600 during normal business hours. This Prospectus will be circulated during the Exposure Period. The purpose of the Exposure Period is to enable this Prospectus to be examined by market participants prior to the raising of funds. Potential investors should be aware that this examination may result in the identification of deficiencies in the Prospectus and, in those circumstances, any application that has been received may need to be dealt with in accordance with Section 724 of the Corporations Act. Applications for Shares under this Prospectus will not be dealt with by the Company until after the expiry of the Exposure Period. No preference will be conferred on persons who lodge applications before the expiry of the Exposure Period.

Certain terms and abbreviations used in this Prospectus have defined meanings which are explained in the Glossary at the end of the Prospectus. Photographs in this Prospectus appear for illustrative purposes only and do not depict assets owned by the Company.

Western Australian Uranium Policy

The Company's Projects include uranium as a target. In Western Australia the legislation prohibits the authorisation to mine uranium. The Australian Federal Government has urged the State government to revise this prohibition but until the legislative framework expressly permits uranium mining the Company may only carry out exploration for uranium. The Board intends to join with industry representative groups in lobbying for this legislative change in the future.

THE OFFER		CAPITAL STRUCTURE	
Capital Raised	\$4m	Foundation Shareholders	8,500,001 20.2%
Shares available under offer	20m	Vendor Exploration Properties	7,500,000 17.8%
Offer Price per share	\$0.20	Seed Capital Shareholders	6,150,000 14.6%
Market Capitalisation	\$8.4m	Issue to the Public	20,000,000 47.4%
		Directors and Promoters	3,700,000 unlisted options
INDICATIVE TIMETABLE		Total shares on issue upon ASX listing 42,150,001 Shares	
Lodgment Date	12 May 2008		
Opening Date	19 May 2008		
Closing Date	27 June 2008		
Issue Holding Statements	late June 2008		
Anticipated date for listing on ASX	late June 2008		



Prospectus Highlights

Five priority exploration targets

1 Beyondie Iron Project

- 30 kilometres strike length of wide multiple magnetite bearing BIFs
- Composite surface rock chip sampling returned up to- 63.37%Fe over 10 metres, and 140 metres averaging 53.18%Fe
- Goldfields Gas Pipeline traverses the project
- Located adjacent to the Great Northern Highway, 160 kilometres from the iron mining centre of Newman in WA
- Large granted exploration licence plus applications for licences

Base Metal Projects:

2 Mt Bartle Base Metal/Gold (Glengarry), drill targets defined

3 North Pool Base Metal/Gold (Glengarry), undrilled base metal gossans

4 Mt Narryer Gold/Uranium, (Radiometric anomalies and gold prospectivity)

5 Diamond Well Lead/Zinc (1% Pb and 1% Zn at surface)

General

- Large tenement packages including granted exploration licences
- Highly prospective for large concealed iron ore and base metal mineral deposits
- Exploration programs ready to commence
- Under-explored region of Western Australia within the important mineralised province of the Capricorn Orogen
- Strong geological and structural association of lead-zinc and separate copper-gold and/or uranium mineralised bodies

Other exploration projects

- Rainbow Bore, Clarrie Well and Fenceline Uranium/ Base Metals (Glengarry)
- Paterson/Rudall River region Copper/Uranium/Gold
- Marble Bar, Archaean gold shear, and VMS copper/ gold targets

Future Options Issue

1 option for every 2 Shares held on a record date approximately 3 months after ASX listing will be offered at a subscription price of 1 cent each, exercisable by 30 Sept 2010 at an exercise price of 20 cents each to acquire one Share.

Our People

- Experienced and capable management team.
- Will consider additional mineral exploration opportunities where applicable to create further shareholder value.

CORPORATE DIRECTORY

Directors

George James McMaster
FAIM, AAICD, JP
(non executive Chairman)
Garry Robert Hemming
BAppScAppGeol, MAusIMM
(Managing Director)
Kevin Ernest Judge FCA ACIS
(non executive)

Company Secretary

John Cooke FCA ACIS

Solicitor to the Offer and Independent Solicitor Reporting on Tenements

Pullinger Readhead Lucas
Level 2, Fortescue House, 50
Kings Park Road, West Perth
WA 6005

Auditor

Grant Thornton (WA)
Partnership
Level 1, 10 Kings Park Road,
West Perth WA 6005

Independent Geologist

Al Maynard and Associates,
9/280 Hay Street, Subiaco
WA 6008

Independent Accountant

Grant Thornton (WA)
Financial Services Pty Ltd
Level 1, 10 Kings Park Road,
West Perth WA 6005

Registered Office

C/- Somes and Cooke
Level 1, 1304 Hay Street,
West Perth WA 6005

Share Registry

Computershare Investor
Services Pty Ltd
Level 2, 45 St Georges Terrace,
Perth WA 6000

Principal Place of Business

Level 1, 1315 Hay Street,
West Perth WA 6005

Proposed ASX code: EMG

CONTENTS

CHAIRMAN'S LETTER	5
1 INVESTMENT SUMMARY	6
Company Overview	6
Summary of Financial Information	7
Diagram showing location of the Company's Projects	8
The Iron Ore Industry	9
Regional Setting of the Project Areas in the Capricorn Orogen	11
Mineralising and Structural Setting (O'Driscoll tectonic framework)	12
Beyondie Iron Project (magnetite and hematite)	13
Base Metal Projects, Target Styles and Work Programs	14
Uranium potential of the Glengarry / Mt Bartle Region	15
Details of the Base Metal Projects	16
2 DETAILS OF THE OFFER	19
3 PROFILES OF DIRECTORS	23
4 INDEPENDENT GEOLOGICAL REPORT	24
5 INDEPENDENT SOLICITOR'S REPORT	76
6 INDEPENDENT ACCOUNTANT'S REPORT	92
7 CORPORATE GOVERNANCE	95
8 RISK FACTORS	96
9 ADDITIONAL INFORMATION	100
10 DIRECTORS' STATEMENTS	109
GLOSSARY	110

CHAIRMAN'S LETTER



Dear Investor,

As Chairman of the Board of Emergent Resources Limited, I am pleased to offer you an opportunity to become a Shareholder by way of this initial public offer (IPO).

Emergent seeks to issue 20,000,000 fully paid ordinary Shares at an issue price of 20 cents each to raise \$4,000,000, to acquire, explore and develop our substantial exploration tenements targeting iron, base metals, precious metals and uranium.

In the current climate of frenetic activity in mineral tenement applications and acquisitions, it is unusual for a junior explorer to have been able to assemble a portfolio of 5 project areas (comprising 20 applications and 5 granted tenements) and totalling over 3200 square kilometers of highly prospective ground in Western Australia for iron ore, base metals, precious metals and uranium.

The resource potential of the areas is considered high and Emergent will endeavour to locate world class concealed deposits in the important geological environments.

The present and foreseeable demand for resource commodities such as iron, base metals, precious metals and uranium remains strong. The focus of Emergent's strategy is to effectively define and develop the existing highly prospective targets for iron, base metals, precious metals and uranium by direct exploitation.

The Board and its professional consultants offer a complementary skill set of prospecting, technical, geological, financial and administrative disciplines and relevant experience particularly suited to assessment and development of new resource discoveries.

The risks in mineral exploration are manifold and as such, the Shares offered by this Prospectus should be considered speculative. It is the Directors' considered opinion that the potential rewards warrant the proposed exploration expenditure which is envisaged in their business plan for the Company. I therefore encourage your investment in our joint endeavour and look forward to welcoming you as a Shareholder of Emergent Resources Limited.

Yours faithfully

George J McMaster

Non-executive Chairman of Directors

A handwritten signature in black ink, appearing to read 'G. McMaster', with a horizontal line underneath.

Beyondie Iron Ore Project Archaean BIF in the foreground with ranges of Proterozoic meta-sediments on the horizon.



1 INVESTMENT SUMMARY

1.1 COMPANY OVERVIEW

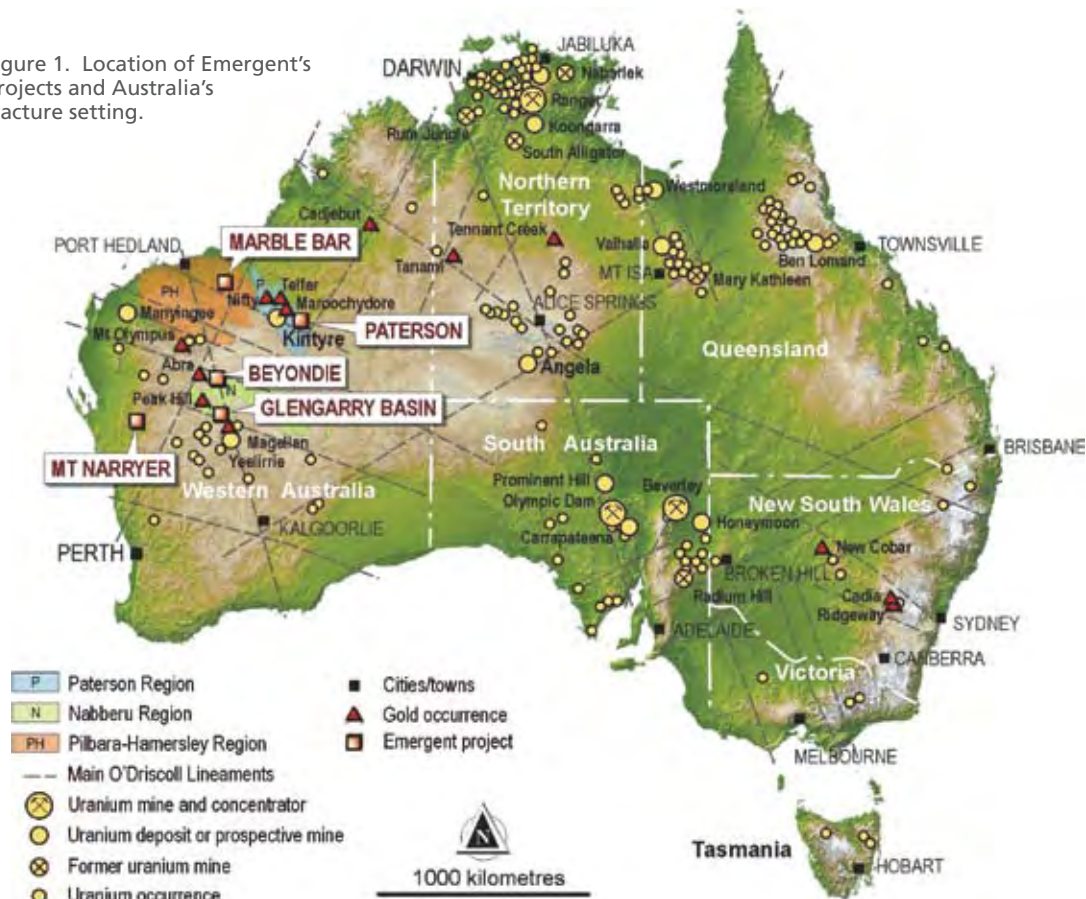
Emergent Resources Pty Ltd was incorporated in Western Australia on 9 May 2007, becoming a public company on 19 July 2007. The Company has successfully negotiated a joint venture to earn up to 80% equity (from De Grey Mining Ltd) of the potentially important Beyondie Iron Project and an option (subject to ASX listing) to acquire base metal, gold and uranium granted exploration licences and applications from Pandell Pty Ltd and Oakover Gold Ltd. The latter two companies are both entities controlled by a highly respected and successful prospector, Mr Denis O'Meara, (awarded the AMEC Prospector of the Year jointly with Geoff Blackburn in 2004). Mr O'Meara has been instrumental in the discovery of a number of deposits over the years on other ground.

The portfolio constitutes a substantial package of projects in Western Australia and (subject to ASX listing) Emergent will have 5 high priority project areas comprising;

- **Beyondie Iron Project (magnetite)**
 - **Mt Bartle Project at Glengarry (base metals);**
 - **North Pool Project at Glengarry (base metals, gold);**
 - **Diamond Well Project at Glengarry (base metals);**
 - **Mt Narryer Project (gold, uranium),**
- and additional exploration projects for base metals, precious metals and uranium;
- **Rainbow Bore, Clarrie Well and Fenceline at Glengarry (base metals, uranium);**
 - **Marble Bar Project (gold, copper); and**
 - **Paterson / Rudall River Project (gold, copper, uranium).**

While the portfolio covers important prospective geological settings that are conducive to the emplacement of substantial or world class mineral deposits, after listing, Emergent will seek further opportunities of potential economic significance throughout Australia and the world.

Figure 1. Location of Emergent's projects and Australia's fracture setting.



1.2 SUMMARY OF FINANCIAL INFORMATION

PROPOSED PROJECT EXPLORATION BUDGET						
	YEAR 1 \$4m	YEAR 1 min \$3.5m	YEAR 2 \$4m	YEAR 2 min \$3.5m	TOTAL \$4m	TOTAL min \$3.5m
Beyondie Iron Ore	250,000	250,000	500,000	500,000	750,000	750,000
Mt Bartle	150,000	70,000	185,000	80,000	335,000	150,000
North Pool	160,000	70,000	195,000	80,000	355,000	150,000
Diamond Well	115,000	60,000	155,000	60,000	270,000	120,000
Mt Narryer	150,000	150,000	120,000	120,000	270,000	270,000
TOTAL	\$825,000	\$600,000	\$1,155,000	\$840,000	\$1,980,000	\$1,440,000

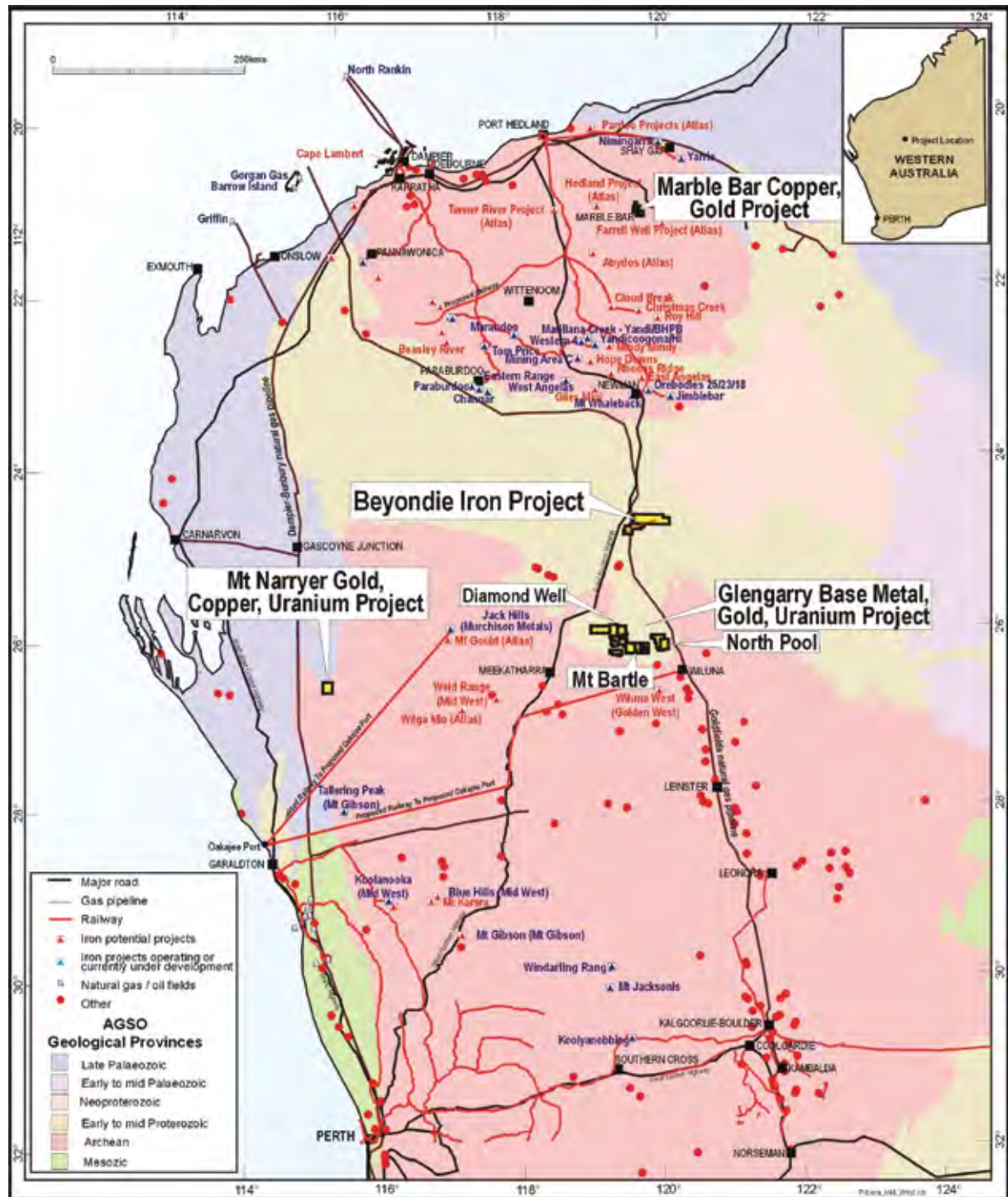
Use of Funds

The application of funds raised from the Offer is summarised as follows:

	\$4 MILLION \$	\$3.5 MILLION MINIMUM \$
Pre-Offer cash and receivables	139,302	139,302
Total funds raised in the Offer	4,000,000	3,500,000
TOTAL FUNDS AVAILABLE	\$4,139,302	\$3,639,302
Remaining expenses of the Offer	493,419	463,419
Remaining reimbursement of exploration expenses	252,542	252,542
Exploration expenditure – Year 1	825,000	600,000
Exploration expenditure - Year 2	1,155,000	840,000
EXPLORATION EXPENDITURE – SUB TOTAL	\$1,980,000	\$1,440,000
Administration Cost Pre-lising	\$200,000	\$200,000
Administration Costs –Year 1	514,000	514,000
Administration Costs –Year 2	514,000	514,000
Working Capital	185,341	255,341
TOTAL FUNDS APPLIED	\$4,139,302	\$3,639,302

1.3 DIAGRAM SHOWING THE LOCATION OF EMERGENT'S PROJECTS

Location of the Beyondie Iron Project, Emergent's base metal, gold and uranium projects, the iron ore mines and infrastructure of the Pilbara and Mid West in Western Australia;



1.4 THE IRON ORE INDUSTRY

Iron is the world's most commonly used metal. World production averages one billion metric tonnes of raw ore annually. The primary ore supply is largely based on banded iron formation (BIF) which are metamorphosed layered sedimentary rocks from which metallic iron can be economically extracted and are composed predominantly of iron oxides and silica (as quartz). BIFs vary in colour from dark grey, bright yellow, deep purple, to rusty red. The iron itself is usually found in the form of magnetite (Fe_3O_4), hematite (Fe_2O_3), goethite, limonite or siderite. Hematite is also known as "natural ore". The name refers to the early years of mining, when certain hematite ores contained 66% Fe and could be fed directly into iron making blast furnaces. The main magnetite mines are located in BIF in North America; Michigan/Minnesota iron province, Labrador iron province, Ontario iron province, Western Australia; Pilbara iron province, Murchison iron province, Brazil; Quadrilatero Ferifero iron province.

Magnetite deposits can be subdivided into several geologically distinct classes:

Banded iron formation (BIF) type -Currently the main type of ore used for production of hematite and/or magnetite concentrate.

Metamorphic type (best known in Southern Australia; Mulgathing Complex, Wilcherry Hill/Weednanna deposit of Ironclad Ltd., Wudinna deposit of Adelaide Resources/Iron Road Ltd., Ooldea deposit; also known in Russia, in Karelia near the border with Finland). It is the best type of ore because the magnetite bearing gneissic metamorphic rock which consists of feldspars is relatively easy to break/crush and because magnetite is "liberated" at relatively coarse grain size.

Hydrothermal or skarn type (Russia, China, Sweden, Norway, Peru, Chile, Southwestern USA, Tasmania (Savage River and Mt. Lindsay), South Australia (Olympic Dam and Acropolis) consisting of massive magnetite bodies and characterized by high level of impurities including sulphur, copper, uranium etc. Has been used for local steel production in China but is being replaced by better quality product imported from Australia or Brazil; have irregular distribution of magnetite.

Main Iron Bearing Minerals:

Magnetite (containing up to 72.4% Fe, typical grade shipped to customers at 69 to 71% Fe) Processing to make magnetite concentrate is more complex because grinding and magnetic separation is required at the mine site and because pelletising is required at the steel mill, however magnetic separation is a simple and highly effective method for removal of all unwanted impurities. Due to shortages of coking coal, an increasing proportion of steel will be made by direct reduction which does not require coking coal.

Hematite (lump or fines product shipped to customers of 59 to 63% Fe) Hematite (lump and fines) is currently the main type exported from Brazil and Australia. Hematite lump and fines are simple and cheap to produce because ore excavated from the mine only requires crushing and classification by sieving. Hematite lump can be fed into a blast furnace without any further processing at the steel mill.

Limonite typically found in Channel Iron Deposits (typical grade of limonite pisolite product shipped to customers of 55- 59% Fe).



Iron enrichments is pervasive through the Marble Bar region.

Impurities:

Due to highly selective nature of magnetic separation, magnetite concentrate has the lowest level of unwanted impurities which reduce the value of product shipped to the customer; phosphorus, sulphur, silica, alumina, sodium and potassium.

Magnetite processing to form a concentrate

The unique property of magnetism allows magnetic separation, a low cost and highly selective beneficiation process. Hematite lump or fines have a grade of 59 to 63% Fe, well below the theoretical grade of 70% Fe because the ore formed and is mined from the weathered zone where a mixture of hematite and limonite exists. Separation of the two minerals into concentrates is not viable due to being less effective and more costly resulting in levels of unwanted impurities being much higher than in a magnetite concentrate.

Quality of product shipped to customer - key factor for long term success:

Contracts between mines shipping iron ore product and steel makers are commercially sensitive and secret documents. A mine producing a quality magnetite concentrate with low levels of impurities will sell production at a relatively good price due to considerable cost savings in the production process and less risk of problems from impurities to disrupt production.

Current iron ore scene and future trends:

The world's largest producer of iron ore is the Brazilian mining corporation CVRD, followed by Australian company BHP Billiton and the Anglo-Australian Rio Tinto Group. A further Australian supplier, Fortescue Metals Group Ltd, is currently entering the development stage and may eventually bring Australia's production to second in the world. Smaller operators are also adding to Australian production.

Large and medium size hematite lump and fines mines in Australia are being depleted, so lower quality deposits are replacing them (with relative higher phosphorus, silica, alumina and lower iron content). Therefore magnetite concentrate is necessary to replace resources due to exhaustion of high grade hematite mines.

North American mines have always had magnetite concentrate as the main feedstock for the very large and successful North American steel industry. The competitive advantage of magnetite concentrate which is suitable for Direct Reduction (DR) process must increase with time because;

- Each tonne of steel from the blast furnace one needs 1.6 tonnes of iron ore (blended hematite lump and sintered fines and 0.6 tons of coking coal.
- Coking coal is becoming increasingly expensive due to shortages caused by congestion in ports and depletion of Open cut reserves; production of steel by direct reduction method (for which no coking coal is needed) must increase.



Outcropping BIF at Beyondie Iron Projects.

1.5 REGIONAL SETTING OF EMERGENT'S PROJECT AREAS IN THE CAPRICORN OROGEN

The large group of granted exploration licences and applications are situated north and northwest of Wiluna in the Murchison Mineral Field of Western Australia through to Marble Bar in the Pilbara Craton. The Beyondie Iron Project is contained within an Archaean inlier in the Proterozoic. The base metal, gold and uranium targets are hosted by Proterozoic vulcanogenic and meta-sediment of the Palaeoproterozoic Capricorn Orogen (Figure 2). This tectonic zone of low to high grade metamorphic rocks, migmatite belts, and low grade volcano-sedimentary basins formed as a result of the collision between the Pilbara and Yilgarn Cratons about 1.8 billion years ago (1.8Ga).

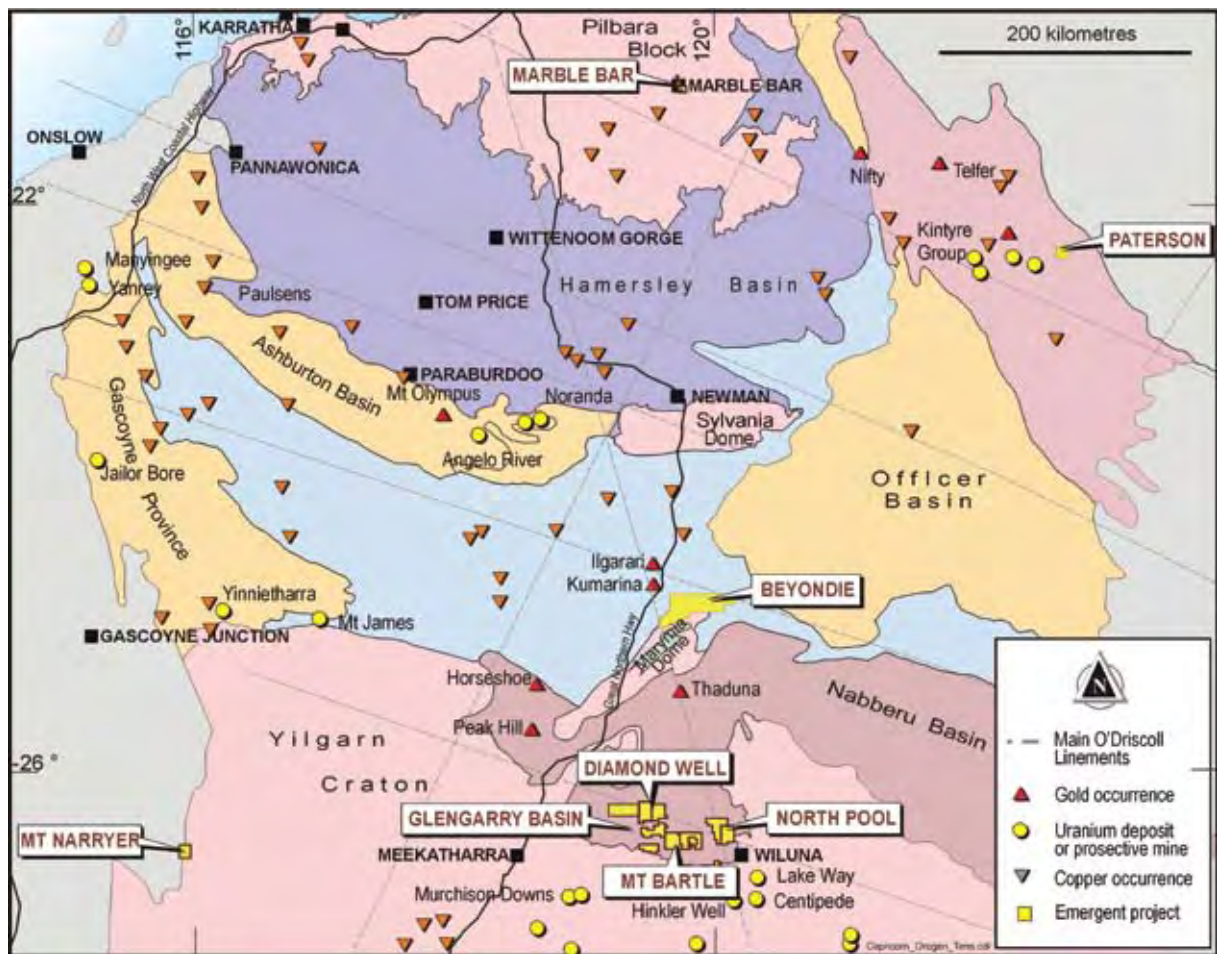


Figure 3. Emergent Project Areas in the Capricorn Orogen of Western Australia.

1.6 MINERALISING AND STRUCTURAL SETTING (O'DRISCOLL TECTONIC FRAMEWORK)

The Projects are regarded as covering important geological locations in Australia's framework of mineralising fracture sets as determined by the respected South Australian geologist, Dr Tim O'Driscoll, many years ago during the formative years of the emerging Plate Tectonic Theory (Figure 1). This conceptual mineral deposit targeting through application of structural analysis has benefits of understanding the deformational and mineralising history. The fact that O'Driscoll's structural framework for Australia was developed before the discovery of a number of world class ore-bodies, eg; Olympic Dam, Abra and Century, attests to its importance as a regional tool in predicting new deposits in the mineral provinces of Australia.

The framework can be utilised in exploration in the 21st century by focussing on particular structural settings and prioritising of targets within large prospective areas that have been well prospected and explored throughout Australia over the past century or so. The recognition of intra-cratonic structural dislocation is important for predicting the location of world class ore bodies since the deposits contained in areas like the Capricorn Orogen region are likely to be concealed below the near surface. Emergent will concentrate on targets already known that lie near fracture lines and those to be determined from modern detailed data packages and exploration techniques such as high resolution airborne magnetics, electromagnetics, gravity and spectrographic surveying.

1.7 BEYONDIE IRON PROJECT (MAGNETITE AND HEMATITE)

E52/1806, ELA52/2215

Emergent has the right to earn equity in the iron ore, manganese and vanadium contained within an "Area of Influence" defined on the leases held by joint venture partner De Grey Mining Limited. The expenditure of \$250,000 in the first year (after listing and prior to withdrawal) and further expenditure of \$500,000 by the end of the second year will earn a 60% equity. Emergent will earn 80% equity by expending a total of \$1,750,000 over 3 years. De Grey may then reduce to 2% of value of minerals produced or contribute 20% of development costs and maintain the 20% equity level. The agreement is subject to successful listing by 31 July 2008.

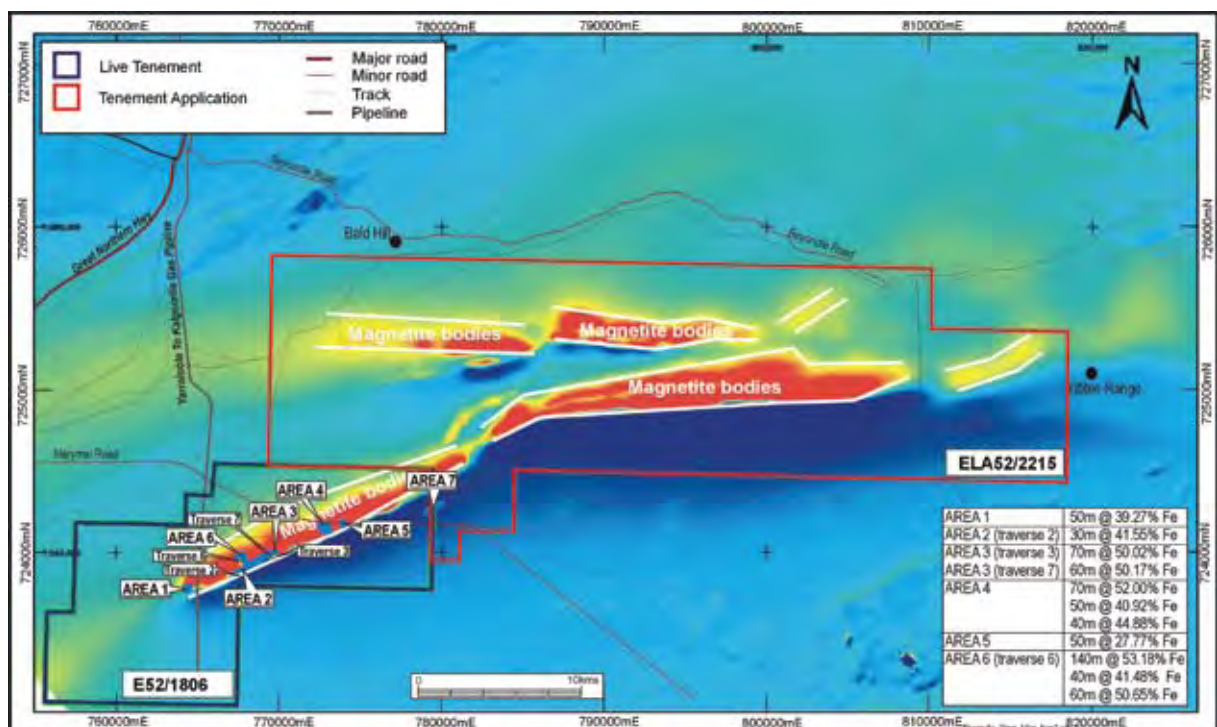


Figure 4. Beyondie Iron Ore Project magnetic contours outlining the continuity of the magnetite body and showing sampling on the granted exploration license locations for iron ore.

The large area of exploration licences containing wide multiple magnetite bearing BIF over a 30 kilometres strike length augers well for the presence of substantial quantities of magnetite. The Great Northern Highway is located a few kilometres to the west of the leases allowing access and concentrate transport to the northern Pilbara iron ore mining town of Newman (160 kilometres by road) or south to connect to the developing Mid West iron mining centre.

Beneficiation to remove silica (quartz) and produce a magnetite concentrate is to be investigated for Beyondie. The presence of the Goldfields Gas Pipeline, which traverses the leases, and the sealed Great Northern Highway a little to the west, provides very useful infrastructure. The intrusion by granite to the south into the greenstone, BIF sequence may have recrystallised the magnetite of the BIFs increasing the grain size. The combination of a potential cheap power supply for the beneficiation and a coarse grain size may allow cost effective beneficiation of a magnetite product.

The BIFs were recognised during a helicopter survey of the region by Denis O'Meara in 2007 who

brought them to the attention of De Grey and then Emergent. The magnetic signature of the BIFs is strong, attesting to continuity of the partially soil covered BIF and the wide multiple zones.

Recent surface rock chip sampling (over 10 metre continuous intervals) by Emergent has returned high levels of iron (up to **10m @ 63.37% Fe**) and low levels of impurities (titanium, phosphorous, and sulphur). Sample lines are shown on Figure 4;

SAMPLE LINE	AVERAGE Fe %	SiO₂ %	Ti %	Mn %	P %	S %
Line 3	70m @ 50.02	25.5	0.04	0.02	0.06	0.05
Line 4	70m @ 52.00	14.37	0.05	0.03	0.40	0.04
Line 5	60m @ 50.65	16.11	0.13	0.01	0.16	0.07
Line 6	140m @ 53.18	7.79	0.12	0.02	0.71	0.07
Line 7	60m @ 50.17	24.04	0.03	0.02	0.05	0.05

Surface enrichment is generally a factor with rock chip sampling of this nature however the degree is unknown at this stage. The results are typical of Archaean BIF of the Yilgarn Craton of Western Australia and similar to those being exploited in the Mid West Region to the south and being developed for export of magnetite through the port of Geraldton.

1.8 BASE METAL PROJECTS, TARGET STYLES AND WORK PROGRAMS

In conjunction with developing the Beyondie Iron Project for a magnetite export concentrate, Emergent will be exploring the base and precious metal projects for a multi metal assemblage. The region is a copper and lead mining province evidenced by many small copper mines, the large Magellan Lead Mine, and large base metal deposits. The Magellan Mine lies adjacent to Emergent's Mt Bartle Project which contains the same age rocks and exploration shows potential for copper-lead-zinc deposits. The target styles for the base metal, gold and uranium projects are;

1. Proterozoic IOCG (iron, copper, gold, uranium as exists in the South Australian Stuart Shelf region (containing the world class Olympic Dam (Cu-U-Au), Prominent Hill (Au) and Carapateena (Au-Cu) deposits);
2. SedEx base metal deposits similar in style to Broken Hill in NSW and Mt Isa in Queensland; and the Jilawarra Basin adjacent to Glengarry containing the Abra base metal deposit (historical resource estimated as 130,000,000 tonnes averaging 0.25% Cu, 1.15% Pb and 2.5 % Barium);
3. Copper, lead, zinc, silver, gold as Vulcanogenic Massive Sulphide (VMS) deposits. Variation of this style are located in the Bryah and Padbury basins, (adjacent to Glengarry region), contain the Horseshoe Copper-Gold-Silver Mine and the Peak Hill Gold Mine;

Also Emergent has applied for 2 tenements in the Paterson Region of Western Australia for copper and uranium and has acquired a further tenement application. The region contains the huge Telfer Gold Mine, Nifty Copper Mine (28,250,000 tonnes averaging 3.16%Cu in 2005), Maroochydore copper/cobalt resource (51,000,000 averaging 1%Cu and 0.04%Co) and the Kintyre Uranium Deposit (containing 36,000tonnes of U₃O₈ with average grades of 0.15 to 0.45% U₃O₈).

1.9 URANIUM POTENTIAL OF THE GLENGARRY REGION

The Yerrida Basin has high potential to contain uranium deposits of the conglomerate and sandstone type. Exploration results in the region show potential for uranium and exploration rights to ground adjoining the Company's tenement has been acquired by a new ASX listed company, Oklo Uranium Ltd which the Board considers is encouraging. Unconformity-related deposits arise from geological changes occurring close to major unconformities. Below the unconformity, the granitic or metasedimentary rocks which host the mineralisation are usually faulted and brecciated. The overlying younger Proterozoic sandstones are usually undeformed. These deposits constitute approximately 33% of the world uranium resources and they include some of the largest and richest deposits. The main deposits occur in:

- (a) Canada's Athabasca Basin, Saskatchewan and Thelon Basin, Northwest Territories; and
- (b) Australia's Alligator Rivers region in the Pine Creek Geosyncline, NT and Kintyre region of the Rudall River area, WA.

Unconformity-related deposits constitute a major proportion (20%) of Australia's total uranium resources, and much of Australia's total production since 1980 has been mined from two of these deposits - Nabarlek (now mined out) and Ranger 1 & 3. Other major deposits in the Alligator Rivers region are Jabiluka, Koongarra and Ranger 68.

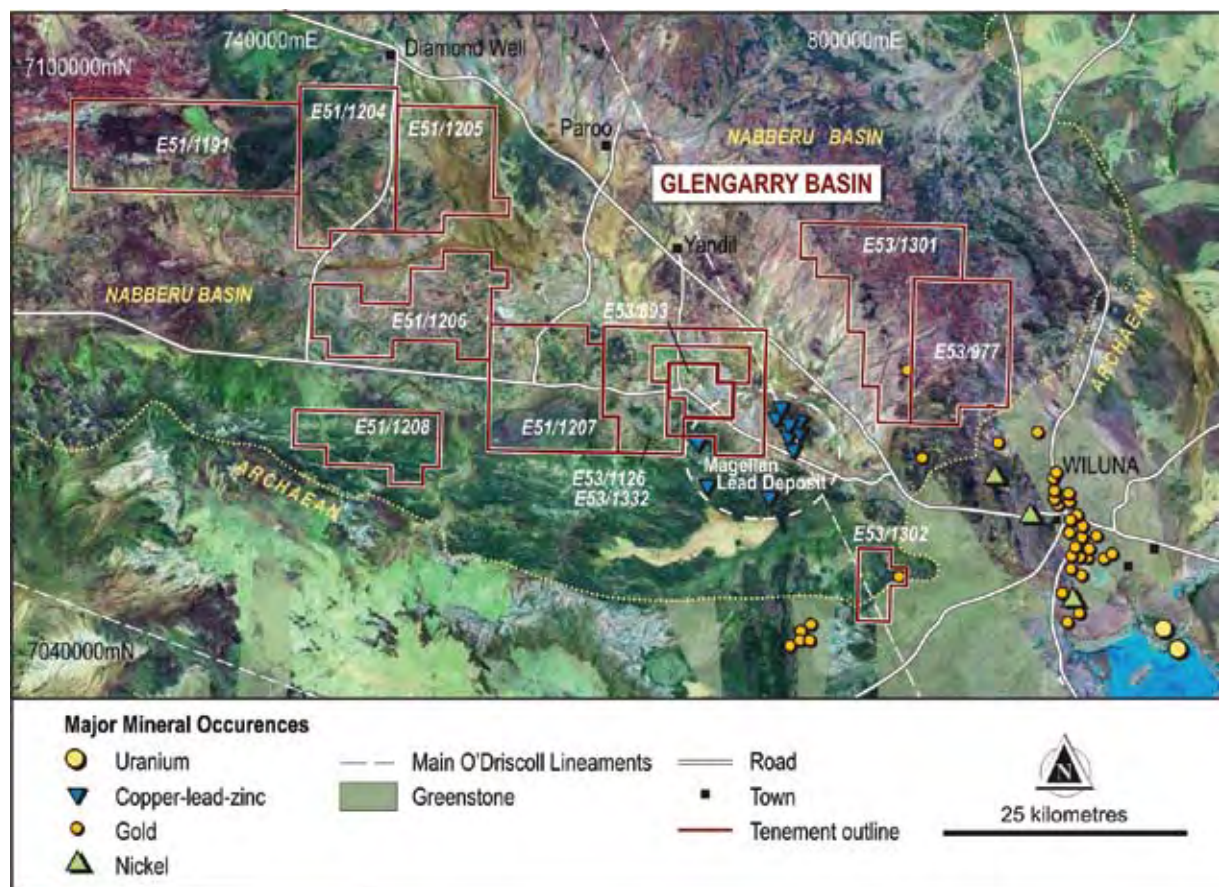


Figure 5. Glengarry area tenements on Landsat imagery.

Emergent will be exploring for uranium in all the ground currently under option, due to the strong possibility of locating sandstones around structural traps and basement highs where the uranium may be introduced by various acid intrusive and volcanics rocks during sedimentation and deformation.

1.10 DETAILS OF THE BASE METAL PROJECTS

Glengarry Base Metal, Gold, Uranium, Project

The 4 granted exploration licences and 11 exploration licence applications of the Glengarry Project area cover 1500 square kilometres and includes:

Mt Bartle Base Metal Project

E53/893, ELA53/1302 & 1332, PLA53/1417, 1418, & 1419 (100% Emergent).

Results to date show high copper, lead, and zinc values within an interpreted graben paralleling the structures related to a gravity anomaly within the Archaean basement. A major O'Driscoll lineament traverses the tenement which is adjacent to the significant Magellan base metal deposit located 10 kilometres southeast of the leases. Sampling of the Rabbit Warren Gossan Prospect displays a strong Zn anomaly over 600 metres of one of three sampling traverses with coincident Pb, Ni and cadmium.



Figure 6. Prospector Denis O'Meara privately drilling RC holes to 250 metres depth at Mt Bartle in 2004

North Pool Base Metal Gold Project

E53/977, ELA53/1301. (80% Emergent, 20% free carried by Pandell Pty Ltd to BFS)

The North Pool area contains significant gossan outcrops with highly anomalous base metal content

within acid volcanic sequences. The indications for base metal deposits of the VMS style are strong.

The 2 exploration licences of the project area lie to the northeast of Mt Bartle. Results to date show parallel structures within the Archaean basement to Mt Bartle and a felsic volcanic centre with outcropping gossans with anomalous copper and zinc to (2950 ppm Zn).

Diamond Well Base Metal Project

EL51/1191, ELA51/ 1204 & 1205 (100% Emergent).

Results to date show high base metal zinc values within fault zones of an interpreted graben. Prospecting has returned up to 890 ppm Cu and 10,300 ppm Zn (1.03% Zn). At Diamond Well a mineralised zone 500 metres long and 2 metres wide returned up to 1% Pb and 19 g/t Ag.

Rainbow Bore, Clarrie Well and Fenceline Base Metal, Uranium Project

ELA51/1206, 1207 & 1208 (100% Emergent).

Recently applied for, the areas contain geology conducive for base metal mineralisation and potential uranium of the sandstone style.

Mt Narryer Gold, Uranium Project

EL09/1394 (80% Emergent, 20% free carried by Pandell Pty Ltd to BFS)

Encompasses an area at Southern Cross Well with potential for gold deposits. The exploration licence covers several radiometric anomalies as shown on an old BMR map. However it would appear that the area generally may have been targeted for uranium potential in addition to the gold potential. The tenement was a stand alone prior to application and within weeks the area was surrounded by tenement applications by other companies.

Marble Bar Gold Copper Project

ELA45/2684 & 2223, PLA45/2575-2577 (100% Emergent)

The area contains a significant number of high grade gold producers and warrants a modern exploration approach to determine if concealed orebodies are present. Copper occurrences are also prospective. With many old mining centres the abundance of anomalies from many years of exploration clouds the picture and a fresh look is expected to be beneficial.

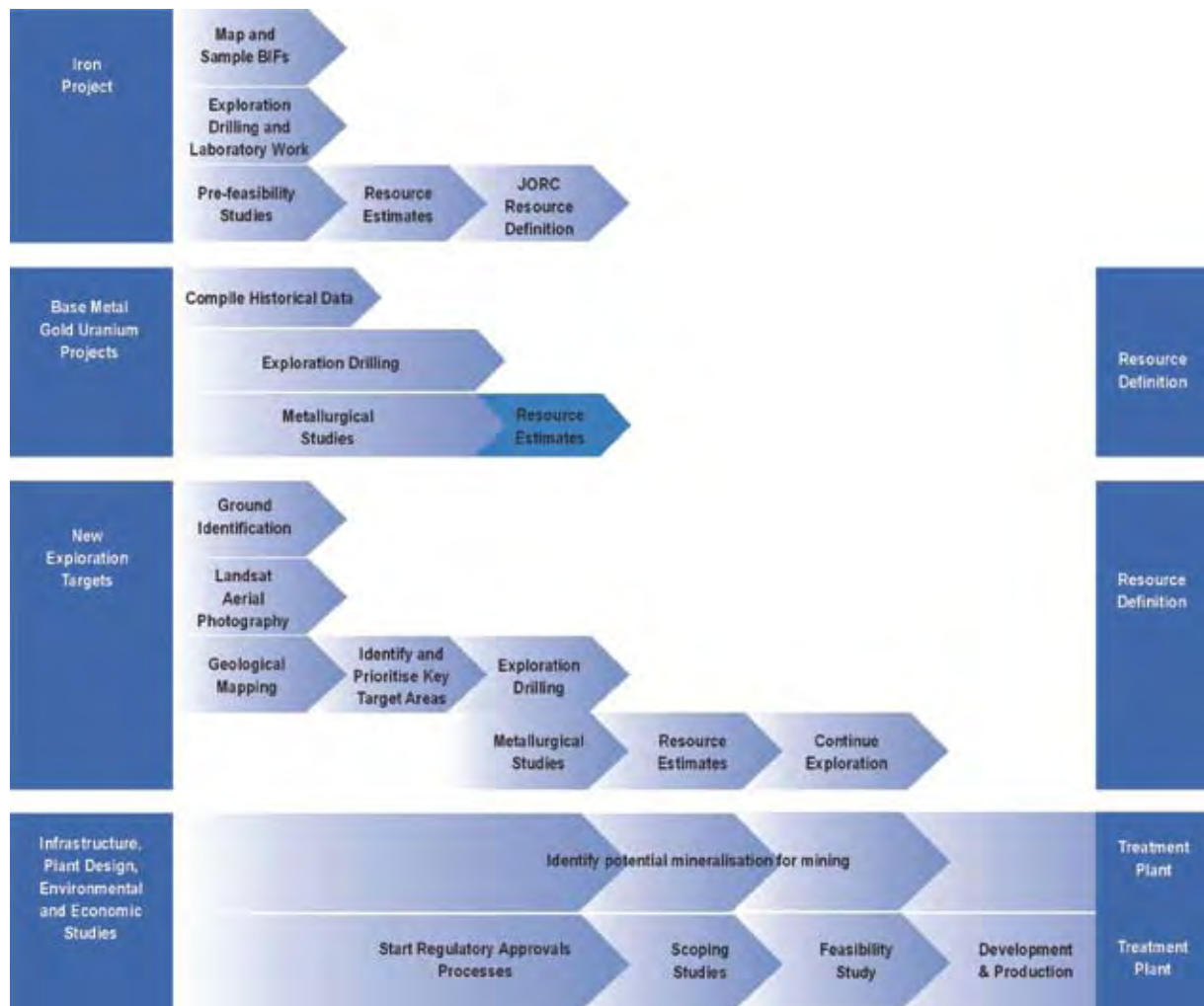
Rudall River Uranium Gold Copper Project

ELA 45/3092, 3096 & 3097 (100% Emergent)

Three applications for ground near the Kintyre Uranium Deposit have been acquired subject to ASX listing covering significant radiometric anomalies which warrants a modern exploration approach to determine if concealed uranium deposits are present. Shifting sand dunes and loess type soil can obscure deposits in these areas.

In Australia there has been very little exploration to locate deeply concealed deposits lying above unconformity. It is possible that very high grade deposits occur in the sandstones significant distances above the unconformity in the Alligator Rivers/Arnhem Land and Rudall River area similar to the very high grade deposits in Canada. Today all of Canada's uranium production is from unconformity-related deposits - Key Lake, Cluff Lake, Rabbit Lake (all now depleted), and McClean Lake and McArthur River deposits. Other large, exceptionally high grade unconformity-related deposits currently being developed in Canada include Cigar Lake (averaging almost 20% U_3O_8 , with some zones over 50% U_3O_8).

1.11 DIAGRAM OF EXPLORATION AND DEVELOPMENT MATRIX



2 DETAILS OF THE OFFER

This Prospectus invites investors to apply for a total of 20 million Shares at a price of 20 cents for each Share to raise \$4 million, before costs of the Offer. All Shares offered under this Prospectus will rank equally with existing Shares. Details of the rights attaching to the Shares are set out in Section 9.1 of the Prospectus.

2.1 KEY DATES

The dates provided in the inside front cover of the Prospectus are indicative only and may vary. The Company reserves the right to change the key dates of the Offer without prior notice which may have a consequential impact on other dates.

2.2 APPLICATION FOR SHARES

Applicants should read this Prospectus in its entirety in order to make an informed decision on the prospects of the Company and the rights attaching to the Shares offered by this Prospectus before deciding to apply for Shares. If you do not understand this Prospectus you should consult your stockbroker, accountant or other professional adviser in order to satisfy yourself as to the contents of this Prospectus. The Shares offered by this Prospectus are speculative in nature.

An Application for Shares can only be made on the Application Form contained at the back of this Prospectus. The Application Form must be completed in accordance with the instructions set out on the Application Form.

Applications must be for a minimum of 10,000 Shares (being minimum application monies of \$2,000) and thereafter in multiples of 2,000 Shares.

The Application Form must be accompanied by a cheque in Australian dollars for the full amount of your application monies. Cheques must be made payable to **Emergent Resources Limited – Share Application Account** and should be crossed "Not Negotiable".

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

Completed Application Forms and accompanying cheques must be received by no later than 5.00 pm (WST) on the Closing Date by the Share Registry:

By Delivery to:	By Post to:
Computershare Registry Level 2, 45 St Georges Terrace Perth WA 6000	Computershare Registry GPO BOX 52, Melbourne Victoria 8060

The Company reserves the right to extend the Offer or close the Offer early without notice. Applicants are therefore urged to lodge their Application Form as soon as possible.

An original, completed and lodged Application Form, together with a cheque for the application monies, constitutes a binding and irrevocable offer to subscribe for the number of Shares specified in the Application Form. The Application Form does not need to be signed to be a valid application. An Application will be deemed to have been accepted by the Company upon allotment of the Shares.

If the Application Form is not completed correctly, or if the accompanying payment of the application monies is for the wrong amount, it may still be treated as valid. The Directors' decision as to whether to treat the Application as valid and how to construe, amend or complete the Application Form is final. However, an Applicant will not be treated as having applied for more Shares than is indicated by the amount of the cheque for the application monies.

No brokerage or stamp duty is payable by Applicants in respect of Applications for Shares under this Prospectus.

2.3 ALLOCATION AND ALLOTMENT OF SHARES

The Company reserves the right to reject any Application or to allocate to any Applicant fewer Shares than the number applied for. The Company also reserves the right to reject or aggregate multiple applications in determining final allocations.

In the event an Application is not accepted or accepted in part only, the relevant portion of the application monies will be returned to Applicants, without interest.

The Company reserves the right not to proceed with the Offer or any part of it at any time before the allocation of the Shares to Applicants. If the Offer or any part of it is cancelled, all application monies, or the relevant part of the application monies will be refunded.

The Company also reserves the right to close the Offer or any part of it early, or extend the Offer or any part of it, or accept late Applications Forms either generally or in particular cases.

2.4 APPLICATION MONEY HELD IN TRUST

All application monies will be deposited into a separate bank account of the Company and held in trust for Applicants until the Shares are issued or application monies returned. Any interest that accrues will be retained by the Company and will not be paid to Applicants.

2.5 MINIMUM SUBSCRIPTION

The minimum subscription to be raised under this Prospectus is \$3.5 million.

No Shares will be issued pursuant to this Prospectus until the minimum subscription has been achieved. Should the minimum subscription not be reached within 4 months after the date of this Prospectus, all applications monies will be dealt within in accordance with the Corporations Act.

The Directors believe the minimum subscription provides sufficient working capital to achieve its objectives as set out in this Prospectus.

2.6 EXPENDITURE PLANS AND USE OF FUNDS

The budgeted expenditure figures for the Company for the first two years following listing are set out below. The objective is to raise \$4 million which is needed to reimburse acquisition costs, meet the costs of the issue and exploration and administration costs, and provide additional working capital. The Board has elected to accept a minimum capital raising of \$3.5 million, which it considers will be sufficient to achieve the objectives of the Company in relation to all the projects.

	\$4 MILLION RAISING \$	\$3,5 MILLION MINIMUM \$
Pre-float funds	615,000	615,000
(Less) Pre-float costs	(475,698)	(475,698)
Cash and receivables	139,302	139,302
IPO funds	4,000,000	3,500,000
TOTAL FUNDS AVAILABLE	\$4,139,302	\$3,639,302

BUDGET EXPENDITURE	\$4 MILLION RAISING		\$3,5 MILLION MINIMUM	
	YEAR 1 \$	YEAR 2 \$	YEAR 1 \$	YEAR 2 \$
Carried forward costs		1,854,341		1,609,341
Acquisition reimbursement	252,542		252,542	
Other Cost of Issue	178,419		178,419	
Broker fees	315,000		285,000	
Administration Cost-prelisting	200,000		200,000	
Exploration Expenditure	825,000	1,155,000	600,000	840,000
Administration	514,000	514,000	514,000	514,000
Total Costs	2,284,961	1,669,000	2,029,961	1,354,000
CASH AT BANK (End of Year)	\$1,854,341	\$185,341	\$1,609,341	\$255,341

2.7 CAPITAL STRUCTURE

As at the date of this Prospectus, the issued share capital of the Company is 14,650,001 Shares.

The capital structure at completion of the Offer, assuming the Offer is fully subscribed, is set out below:

Details on the intended exploration programs are set out in part 3 of the Prospectus.

ISSUED SHARE CAPITAL	NUMBER OF SHARES	% OF SHARES
Shares on issue as at the date of the Prospectus	14,650,001	34.8
Shares to be issued on acquisition of tenements¹	7,500,000	17.8
Shares to be issued pursuant to the Prospectus²	20,000,000	47.4
TOTAL SHARES ON ISSUE AT THE CLOSE OF THE OFFER	42,150,001	100

¹ Details on the Shares to be issued on acquisition of tenements are set out in Section 5 of this Prospectus.

The Company has also issued 5,000,000 options to directors, and 500,000 options to Dilkara Nominees Pty Ltd, a company not related to any of Emergent's directors, for the provision of independent consulting services in the initial public offering process. Further details are set out in Section 9.6.

2.8 ENTITLEMENT ISSUE OF OPTIONS

All Shareholders registered on the share register of the Company at a record date approximately 3 months after the Shares in the Company are quoted on ASX will be entitled to participate in a pro rata non-renounceable entitlements issue of options. The options will be issued on the basis of one option for every two Shares held (other than by Shareholders with a registered address outside of Australia or New Zealand) at an issue price of one cent per option. Options will be exercisable at 20 cents on or before 30 Sept 2010.

2.9 DIVIDEND POLICY

The Company anticipates that significant expenditure will be incurred in the evaluation and development of the Company's projects. These activities are expected to dominate the two year period following the issue of this Prospectus. Accordingly, the Company does not expect to declare any dividends during that period.

Subject to the Company achieving sustained profitability, the Directors will consider paying dividends, subject to available cash flow and capital requirements allow.

2.10 ASX LISTING

The Company will apply to ASX within 7 days after the date of this Prospectus for admission to the Official List and for Official Quotation of the Shares, other than those existing Shares that the ASX is likely to treat as restricted securities as defined in ASX Listing Rules.

If the Shares are not admitted to official quotation within 3 months after the date of this Prospectus, none of the Shares offered by this Prospectus will be allotted or issued. In that circumstance, all Applications will be dealt with in accordance with the Corporations Act.

The fact that ASX may admit the Company to the Official List is not to be taken in any way as an indication of the merits of the Company or the Shares.

2.11 INVESTMENT RISKS

The business of the Company involves mining exploration and investment in mining tenements and accordingly, investments in the Shares offered by this Prospectus should be considered speculative. The key risks associated with an investment in the Company are in Section 8 of this Prospectus.

2.12 BROKER FEES

No brokers have been appointed as sponsoring broker and lead manager to the Offer.

The Company will pay a fee of up to 6% of capital raised and \$75,000 (conditional on listing) to a consortium of brokers yet to be determined in respect of applications lodged by any member organisation of ASX, licensed securities dealer or the holder of an Australian Financial Securities Licence and accepted by the Company provided the relevant stamp of the organisation is on the Application Form.

No brokerage or commission is payable by Applicants in respect of Shares issued pursuant to this Prospectus.

3 PROFILES OF DIRECTORS

George James McMaster FAIM, AAICD, JP

Non-Executive Chairman of Directors

Mr McMaster is a businessman with over 40 years experience in finance, mining and hospitality related industries. His career experience includes hotels/resorts, brewery construction and management, property development and serving on the boards of a number of listed public companies involving property, food distribution and mining exploration. Mr McMaster has played an active role in assisting the listing of a number of companies on the ASX in the past and has strong business and management skills.

Garry Robert Hemming BAppSc AppGeol, MAusIMM

Managing Director

Mr Hemming is a consulting geologist with over 30 years experience in all aspects of the mining and exploration industry. His experience includes exploration in gold, platinum base metals, uranium, minerals sands, diamonds and rare earths and has personally been responsible for a number of new mineral discoveries.

Mr Hemming has acted as Director of a number of listed companies in the past and has assessed and explored projects both in Australia and overseas including South East Asia, Africa and Spain.

Kevin Ernest Judge FCA, FCPA, FCIS

Non-Executive Director

Mr Judge is a Chartered Accountant by profession with over 35 years experience and is founding partner of the firm Judge Constable, Chartered Accountants which he established over 18 years ago. Prior to this he was a senior partner in the Perth office of an international accountancy firm.

Mr Judge has been a director of a number of listed companies in the mining exploration industry and has skills in capital raising, corporate governance and finance and is the former President of the West Australian division of the CPA Australia.

4 INDEPENDENT GEOLOGICAL REPORT

AL MAYNARD & ASSOCIATES *Consulting Geologists*

www.geological.com.au

(ABN 95 336 331 535)

9/280 Hay Street,

Tel: (+618) 9388 1000

Mob: 04 0304 9449

SUBIACO, WA, 6008

Fax: (+618) 9388 1768

Alh: (618) 9443 3333

Australia

al@geological.com.au

The Directors,
Emergent Resources Ltd,
c/- Somes and Cook,
1304 Hay Street
West Perth WA 6005

29th April, 2008

Gentlemen,

INDEPENDENT GEOLOGICAL REPORT

Background Information

In response to your request Al Maynard & Associates (AM&A), have prepared this independent geological report on a range of mineral exploration projects located in Western Australia, in which Emergent Resources Limited ("Emergent") has a beneficial interest; namely Beyondie Iron Project, Glengarry Base Metal/Gold and Glengarry Uranium Projects comprising Mt Bartle, North Pool, Diamond Well, Rainbow Bore, Clarrie Well and Fenceline; Mt Narryer Gold/Uranium Project, Marble Bar Gold/Copper Project and the Paterson Uranium/Copper Project (refer Figure 1).

This report has been prepared for inclusion in a Prospectus to be lodged with the Australian Securities and Investments Commission ("ASIC") on or about 7th May, 2008, offering for subscription 20 million shares at an issue price of 20 cents per share to raise \$4.0million. It has been prepared in accordance with the relevant requirements of the Listing Rules of the Australian Securities Exchange Limited, ASIC Regulatory Guide ("RGs") 111 & 112 (which replace Practice Notes 42 & 43) for Assessment and Valuation of Mineral Assets and Mineral Securities for Independent Expert Reports (the Valmin Code) which is binding upon members of the Australasian Institute of Mining and Metallurgy ("AusIMM") and the Australian Institute of Geoscientists ("AIG").

The contents of this report are based on reports and data held by Emergent and data on open file at the Department of Industry and Resources ("DoIR") of Western Australia. The areas

covered by the prospects discussed in this report have all been visited by the writer and/or his Associates in the recent past and we are satisfied that no material work has been undertaken since that requires further field inspections. Emergent has warranted to us that full disclosure has been made of all material information in its possession and that information is, to the best of its knowledge, complete and accurate. All reasonable inquiries have been made to verify this information.

None of the information provided by Emergent has been specified as being confidential and not to be disclosed in this report and Emergent has indemnified us against possible actions that may be taken as a result of relying on information provided or not provided by it.

Legal status of the tenements, including Native Title considerations are the subject of a separate Solicitor's Report which appears elsewhere in the Prospectus and these matters have not been independently verified by the author.

The writer, Allen J. Maynard is an independent consulting geologist with more than 30 years experience in the mineral exploration and evaluation industry, predominantly in Australia and including many countries in Africa, Asia and South America as well as Greenland, Turkey and Portugal. A. Maynard has been practicing as a consultant since 1982. He holds a BAppSc(Geol) degree and is a Member of the AIG and the AusIMM and has the relevant experience and competence to be considered an "Expert" under the definitions provided by ASIC RGs and the Valmin Code.

The writer warrants that there is no direct or contingent interest in Emergent or in any of the mineral properties included in this report, nor in any other asset of Emergent. Fees for the preparation of this report are charged at commercial rates whilst expenses are reimbursed at cost. Payment of fees and expenses is not contingent upon the conclusions of this report or on the outcome of the proposed listing of Emergent. For the purpose of Sections 731 to 733 of the Corporations Law, the writer was involved in the preparation of this Independent Consulting Geologists' Report included in the Prospectus and have authorised or caused the issue of only this part of the Prospectus. The writer has given consent in writing to the issue of the Prospectus with this Independent Report in the form and context in which it is included and has not withdrawn their consent before the lodgement of the Prospectus with the ASIC.

The writer contends that Emergent has satisfactory and clearly defined exploration expenditure programs which are reasonable having regard to the stated objectives of the Company and sufficient exploration work has taken place in the past two years to justify the budgeted exploration and expenditure program. This recommended program is based on a capital raising of \$4,000,000 and it is understood that the program would be adjusted if a lesser amount be raised (minimum of \$3,500,000).

Yours faithfully,



Allen J. Maynard

BAppSc(Geol), MAIG, MAusIMM.

CONTENTS

1.0 INTRODUCTION	30
Figure 1: 1	30
2.0 BEYONDIE IRON PROJECT	31
2.1 Introduction	31
2.2 Tenure and joint venture agreement	33
2.3 Location, Climate and Physiography	33
2.4 Regional Geology and Mineralisation	34
2.5 Local Geology	34
2.8 Conclusions and Proposed Program	35
3.0 BASE METALS	37
3.1 Introduction	37
3.2 Tenure	37
3.3 Exploration Models on Emergent's Base Metal Ground	39
3.4 Mineralising and Structural Setting (O'Driscoll tectonic framework)	39
3.5 Lineament Tectonics for Oil and Ore	40
3.6 The Capricorn Orogen	40
4.0 GLENGARRY AREA	42
4.1 Introduction	42
4.2 Location, Climate and Physiography	43
4.3 Regional Geology and Mineralisation	43
4.4 Local Geology	45
4.5 Previous Exploration	45
5.0 MT BARTLE BASE METAL PROJECT	47
5.1 Introduction	47
5.2 Geological Setting	47
5.3 Previous Exploration E53/893	48
5.4 Conclusions and Recommended Exploration Program	50
6.0 NORTH POOL BASE METAL GOLD PROJECT	51
6.1 Introduction	51
6.2 Results and Proposed Program	52
7.0 DIAMOND WELL BASE METAL PROJECT	53
7.1 Introduction	53

8.0 RAINBOW BORE, CLARRIE WELL AND FENCELINE BASE METALS URANIUM PROJECT	55
8.1 Introduction	55
8.2 Geology, Results and Proposed Program	55
9.0 MT NARRYER GOLD URANIUM PROJECT	55
9.1 Introduction	55
9.2 Tenure, Location & Access	55
9.3 Geological Setting	56
9.4 Exploration History	56
10.0 MARBLE BAR COPPER GOLD PROJECT	58
10.4 Previous exploration	61
10.5 Conclusions and Proposed Exploration Program	61
11.0 PATERSON COPPER URANIUM PROJECT	62
11.1 Introduction	62
11.2 Location, Climate, Vegetation and Access	62
11.3 Tenure	62
11.4 Regional Geology and Mineralisation	63
11.5 Local and Comparative Geology	64
11.6 Kintyre Uranium Deposit (Not an Asset of the Company)	64
11.7 Previous Exploration	65
11.8 Conclusions and Proposed Program	65
12.0 PRINCIPAL REFERENCE SOURCES	66
12.1 GENERAL SOURCES	66
12.2 BEYONDIE IRON PROJECT	67
12.3 GLENGARRY PROJECT	68
12.4 MT NARRYER PROJECT	70
12.5 MARBLE BAR PROJECT	70
12.6 PATERSON PROJECT	71
13.0 GLOSSARY	71

LIST OF TABLES

LIST OF TABLES

Table 1: Sample Results from Beyondie Surface Samples	35
Table 2: Summary of Tenements	38
Table 3: Mt Bartle Project Proposed Exploration Budget	51
Table 4: North Pool Project Proposed Exploration Budget	53
Table 5: Diamond Well Project Proposed Exploration Budget	54
Table 6: Rainbow Bore Project Proposed Exploration Budget	55
Table 7: Mt Narryer Project Proposed Exploration Budget	56
Table 8: Marble Bar Tenements	58
Table 9: Marble Bar Project Proposed Exploration Budget	61
Table 10: Paterson Uranium Project Tenure	62
Table 11: Patterson Project Proposed Exploration Budget	66

LIST OF FIGURES

Figure 1: Emergent Projects within the Capricorn Orogen	30
Figure 2: Beyondie Iron Project Location and iron mines and developing projects	32
Figure 3: Beyondie geology with BIF outcrops highlighted in blue.	33
Figure 4: Beyondie Iron Project Location and surface sampling locations (Area 1 to 7)	34
Figure 5: The Olympic dam target area predicted by O'Driscoll	39
Figure 6: Prospect Areas in the mineralised Capricorn Orogen of Western Australia	41
Figure 7: Glengarry Area Regional Geology	42
Figure 8: Glengarry area tenements on Landsat imagery	44
Figure 9: Mt Bartle - Rabbit Warren exploration details and location of RC drillholes (MB1/04 & MB2/04-GDA 94)	48
Figure 10: Drill holes sections for MB1/04 & MB2/04 showing Cu & PO4 values	49
Figure 11: MAGLAG geochemical traverses (over detailed geology – GDA94)	50
Figure 12: North Pool gossan sampling results	52
Figure 13: Diamond Well Geology geochemical map data	54
Figure 14: Mt Narryer - Radiometric anomalies on Landsat imagery	57
Figure 15: Marble Bar tenements, geology and mineralisation on Landsat imagery	59
Figure 16: Marble Bar tenements geology and mineralisation	60
Figure 17: Paterson Regional Mineralisation on LandSat Image	63
Figure 18: Paterson area tenements detail of radiometric anomalies	65

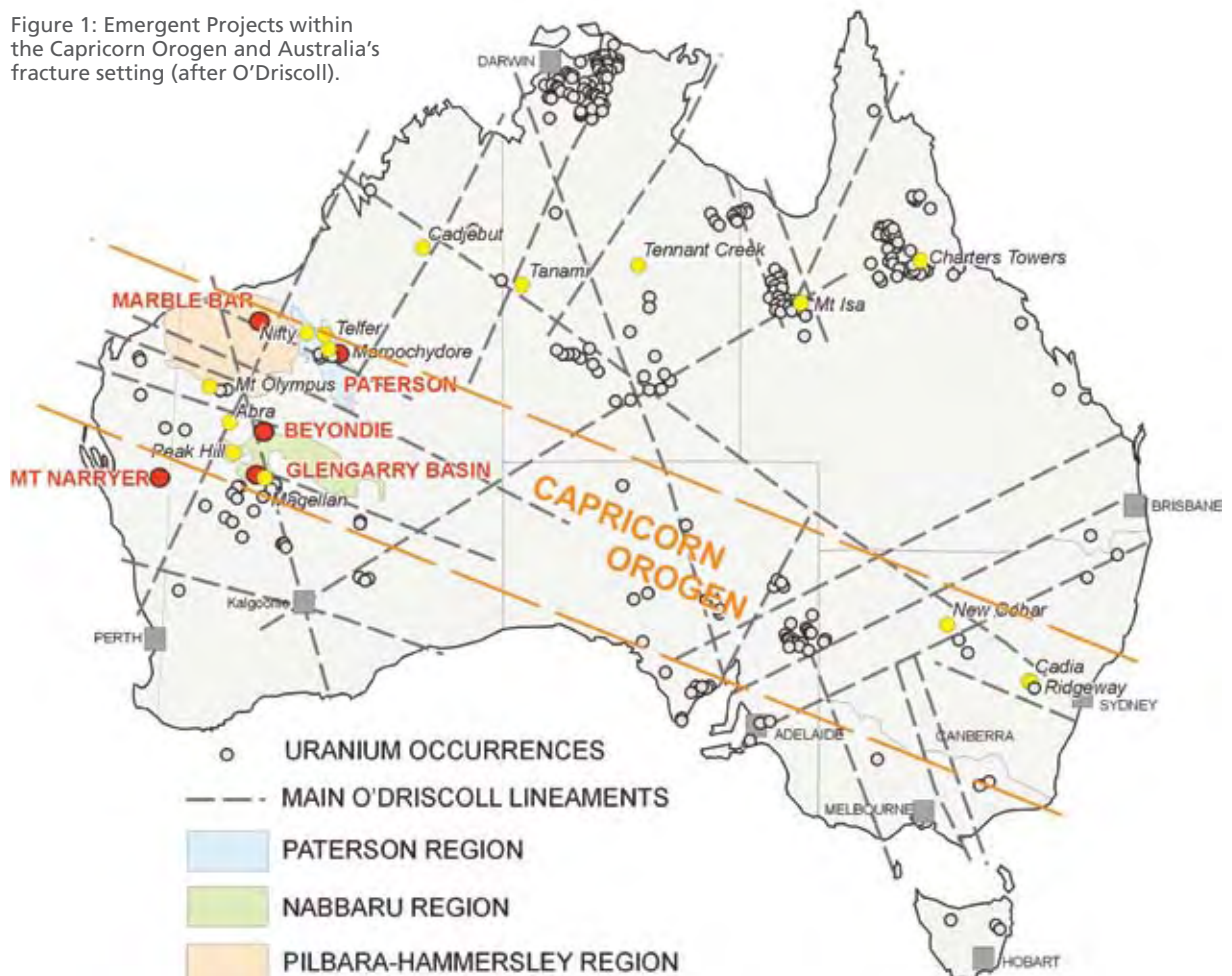
1.0 INTRODUCTION

Emergent Resources Ltd (Emergent) was incorporated in Western Australia on the 9th May 2007. The Company has successfully negotiated to joint venture (subject to listing on the ASX) into iron, manganese and vanadium rights of the **Beyondie Iron Project** from De Grey Mining Limited (De Grey). The multiple banded-iron-formation (BIF) at Beyondie have potential to be developed as a mining operation producing a magnetite concentrate similar to other BIF occurrences in the Mid- West region of the Yilgarn Craton of Western Australia.

Also Emergent will acquire (subject to listing on the ASX) a substantial package of granted tenements, and tenement applications, in the Glengarry and East Pilbara portions of the Capricorn Orogen of Western Australia from highly respected prospector, Mr Denis O'Meara, (co-awarded the Prospector of the Year, 2005). Mr O'Meara has been instrumental in the discovery of a number of deposits in the Pilbara region of Western Australia and is the principal of the two Vendor companies Pandell Pty Ltd and Oakover Gold Ltd. The granted licences are;

- **Mt Bartle Project at Glengarry (base metals),**
- **North Pool Project at Glengarry (base metals, gold),**
- **Diamond Well Project at Glengarry (base metals),**
- **Mt Narryer Project (gold, uranium).**

Figure 1: Emergent Projects within the Capricorn Orogen and Australia's fracture setting (after O'Driscoll).



At Glengarry further licence applications complement those above with projects for base metals, gold and uranium. The additional exploration projects (to be acquired from Pandell and Oakover and not yet granted) in the Glengarry region are;

- **Rainbow Bore,**
- **Clarrie Well and**
- **Fenceline (base metals, gold and uranium).**

In addition Emergent has applied for two tenements in its own right in the Proterozoic Paterson Region of Western Australia, the **Paterson Copper, Gold and Uranium Project**, and has acquired a further similar application. The region contains the important Telfer Gold Mine, Maroochydore Copper Deposit and the Kintyre Uranium Deposit.

A group of licences for the **Marble Bar Gold, Copper Project** are included in the Emergent/Pandell agreement to explore for Archaean VMS deposits in acid volcanics with copper and gold anomalous areas.

Emergent is focused on;

- **developing a magnetite concentrate operation at Beyondie,**
- **exploring for base metals** (lead, zinc, (copper, silver),
- **exploring for metalliferous deposits** with a multi metal assemblage (of the Iron Ore- Copper-Gold- (Uranium) style (IOCG).;

The Stuart Shelf region of South Australia (containing the world class Olympic Dam IOCG (Cu-U-Au), Prominent Hill (Au) and Carrapateena (Au-Cu) deposits) is a similar geological setting with comparable geological models. Accordingly, Emergent's exploration is to be geared toward delineation of these styles of mineralisation with their various proportions of metal ratios of copper-gold-uranium, with discrete lead, zinc, silver deposits.

2.0 BEYONDIE IRON PROJECT

E52/1806 (Granted) and ELA52/2215

2.1 INTRODUCTION

Emergent has entered a joint venture with De Grey Mining Limited (De Grey) to earn equity of up to 80% of the rights to iron, manganese and vanadium in one granted Exploration Licence and portions of 1 application for Exploration Licences covering a 30 kilometre long strike length sequence of Archaean age multiple (BIF).

The area covers approximately 700 square kilometres and the significance for the potential of the sequence of BIFs to contain large volumes of magnetite has been a recent discovery. Poor outcrop and surface weathering precludes detailed assessment of the BIFs, however the strong magnetic signature consistent over the extensive strike length indicates substantial widths and high levels of magnetite being present. Recent field sampling of existing outcrop yielded widths of up to 140 metres of iron enriched weathered BIF and host rock.

Highlights from this sampling are shown below:-

SAMPLE LINE	AVERAGE Fe %	SiO ₂ %	Ti %	Mn %	P %	S %
Line 3	70m @ 50.02	25.5	0.04	0.02	0.06	0.05
Line 4	70m @ 52.00	14.37	0.05	0.03	0.40	0.04
Line 5	60m @ 50.65	16.11	0.13	0.01	0.16	0.07
Line 6	140m @ 53.18	7.79	0.12	0.02	0.71	0.07
Line 7	60m @ 50.17	24.04	0.03	0.02	0.05	0.05

The high Fe₂O₃ levels coupled with the comparatively low impurity levels indicate that beneficiation to remove silica and aluminium (clay and silicate minerals in the weathered and fresh rock respectively) will produce a high quality magnetite concentrate. Metallurgical testing is required to define what these outcomes will be. The reader is cautioned that these high grade iron results may be due to surface enrichment and probably could decrease with depth. The expected coarse grain size of the magnetite should readily lend itself to low-cost beneficiation to produce a high grade magnetite concentrate.

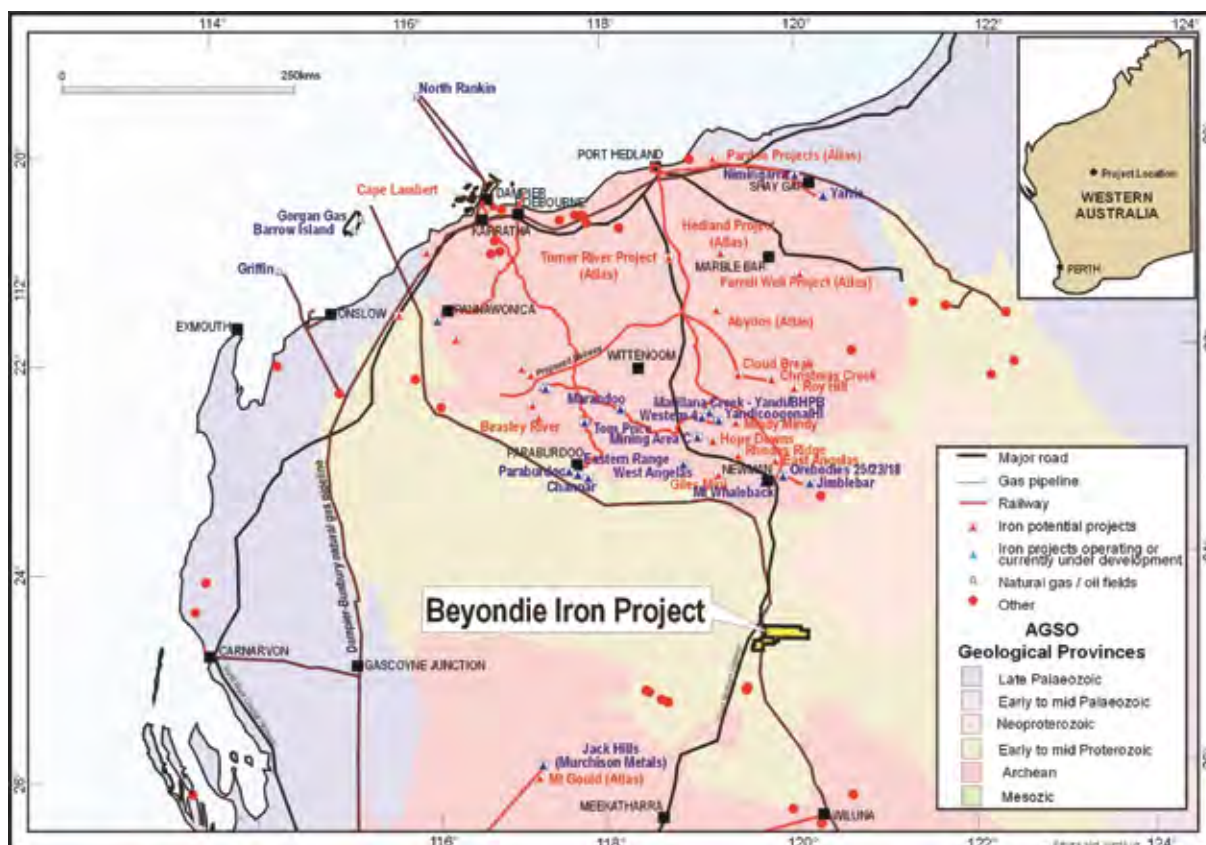


Figure 2: Beyondie Iron Project Location and iron mines and developing projects.

The main highway and goldfields gas pipeline traverses the Beyondie leases providing a potential cheap power supply for beneficiation and transport infrastructure. To the north (160 kilometres by road) lies the Pilbara iron ore mining town of Newman exploiting typical Pilbara Palaeoproterozoic BIF (hematite), the beginning of the Pilbara iron industry infrastructure. To the south near Meekatharra lies the developing infrastructure for the Mid West Region iron deposits.

2.2 TENURE AND JOINT VENTURE AGREEMENT

The Beyondie joint venture area (approximately 700 square kilometres) covers all the granted E52/1806 and ELA 52/2215 as displayed on Figure 3 and Table 1.

The agreement to earn up to 80% equity is;

- expenditure of \$250,000 in the first year (after listing and prior to withdrawal),
- earn 60% equity by expending a total of \$750,000 over 2 years,
- earn 80% equity earn by expending a total of \$1,750,000 over 3 years,

The remaining De Grey equity is free carried to a decision to mine or De Grey may choose to convert to 2% of value of minerals produced or contribute 20% of development costs and retain 20% equity.

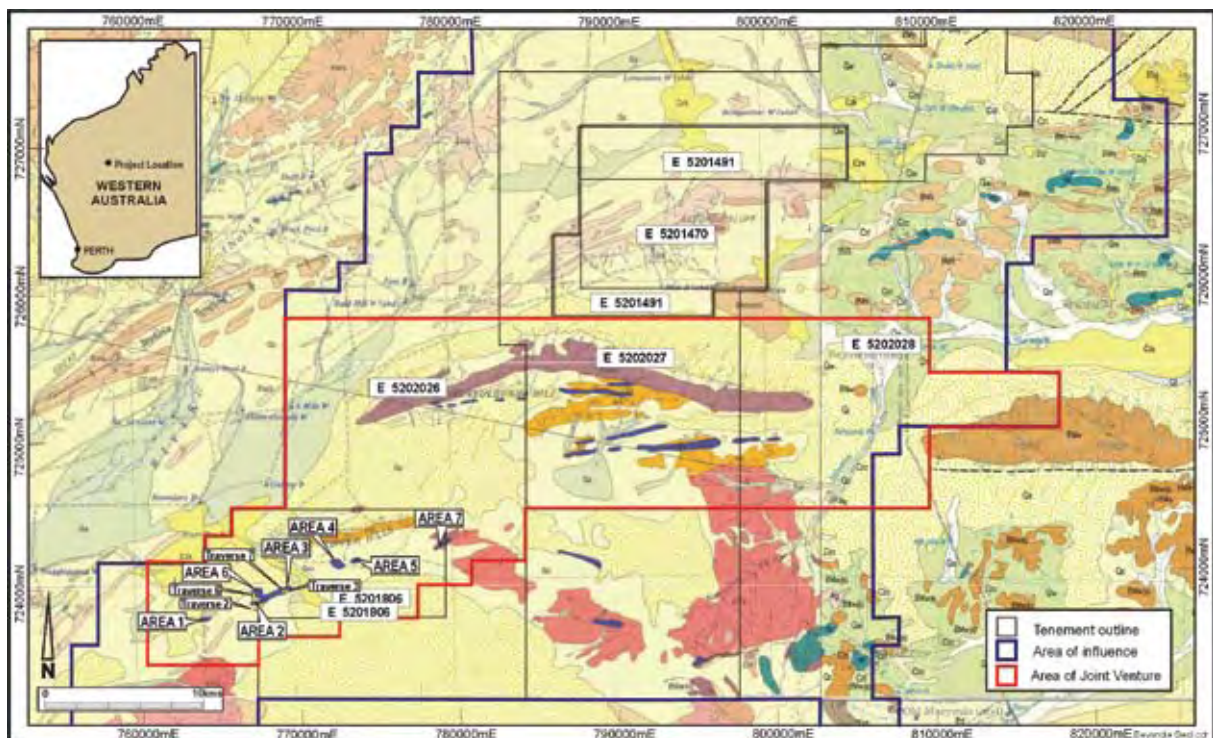


Figure 3: Beyondie geology with BIF outcrops highlighted in blue.

2.3 LOCATION, CLIMATE AND PHYSIOGRAPHY

The tenements (granted and application) lie on the Collier 1:250,000 map sheet (SG50-4) centred at approximately on 1190 45' East, 240 55' South and MGA 1994 Zone 50 coordinates 780000mE, 724000mN.

The climate is semi-arid with hot summers and mild winters. Irregular rainfall averages around 200 mm which is mostly contributed to from northern cyclonic disturbances and scattered summer thunderstorms.

The area forms part of the western edge of the Gibson Desert and east of the Little Sandy Desert of Western Australia with the topography varying according to rock type. Rugged ranges form over the Proterozoic meta-sediments and colluvial slopes surround areas of outcrop.

2.4 REGIONAL GEOLOGY AND MINERALISATION

The project area is underlain by the Marymia Dome (Bunting, 1977) composed of Archaean schist, magnetite bearing BIFs and granite similar to the rocks of the Yilgarn Craton's Mid West Region of Western Australia being developed for export of magnetite through the port of Geraldton. Metamorphosed BIF is common in the schists which are well bedded and laminated with contorted folding in some layers. The schist sequence has been intruded by granite to the south which has metamorphosed the sequence. The expected coarse grain-size fraction for the magnetite is as a result of the high grade metamorphism.

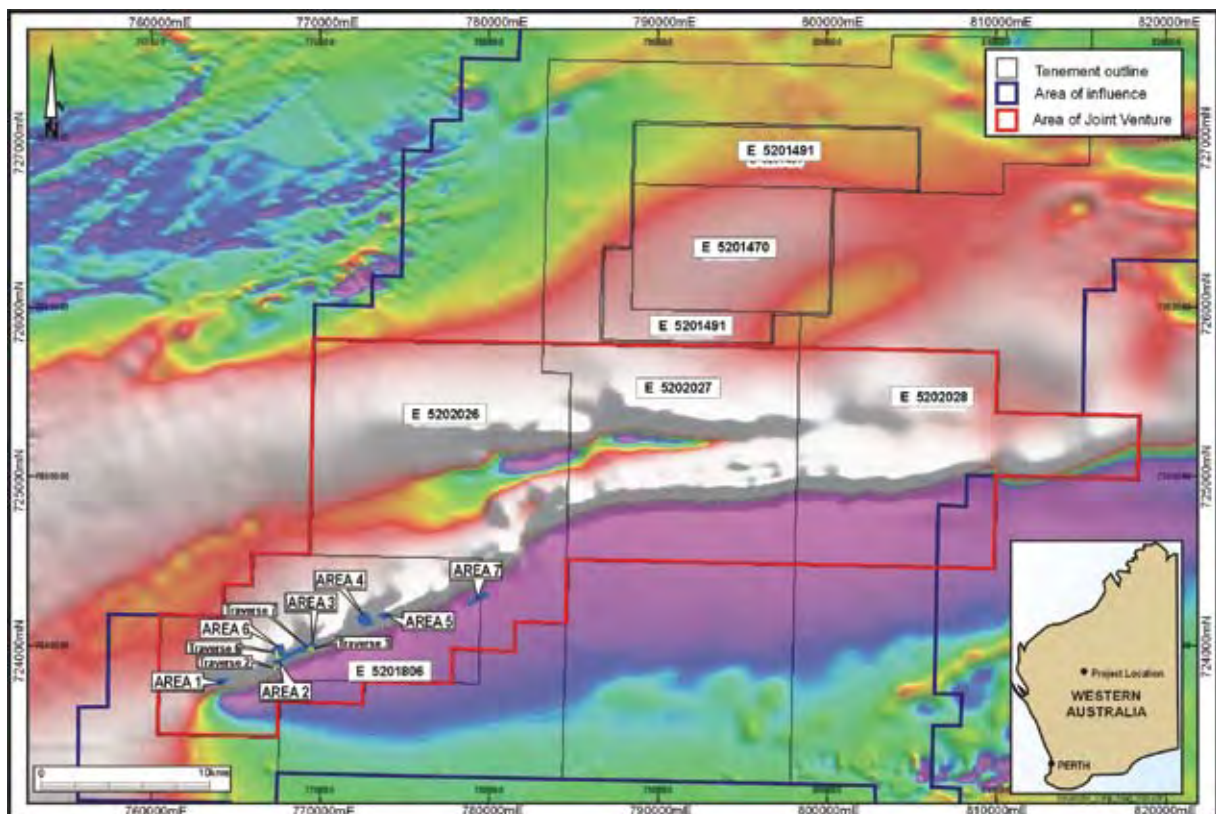


Figure 4: Beyondie Iron Project Location and surface sampling locations (Area 1 to 7).

2.5 LOCAL GEOLOGY

The continuity and strength of the magnetic signature of the BIFs indicates continuity of the partially soil covered BIF, wide multiple zones of BIF, and high levels of magnetite. The greenstone schist/BIF sequence has been intruded by granite metamorphosing and recrystallising the magnetite resulting in an increase in grain size which may aid cost effective beneficiation of a magnetite product. The BIF in the granted licence, E52/1806, has been sampled (10 metre continuous rock chip sampling over 10 metre sections) over a strike length of 10 kilometres, with results set out below.

Area 1	Line 1, 70m wide. The sampled BIF has poor outcrop and stringer veins. The BIFs extend for a further 50 metres to the north which was sampled along strike in Lines 4 & 6 where the outcrop is of a similar nature
Area 2	Line 2, 30m wide with a continuous 1km strike.
Area 3	Line 3, 90m wide & Line 7, 50m wide. BIF structural drags with three layered units of BIF.
Area 4	Line 4, 180m wide. Minor BIF surface outcrop in areas with laterite.
Area 5	Line 5, 40m wide. Small area of outcrop of BIF.
Area 6	Line 6, 270m wide. BIF/laterite "pod" with the laterites at the southern end of the traverse. Siltstone with Fe in areas.
Area 7	BIF not yet sampled.

		Fe %	SiO ₂ %	Al ₂ O ₃ %	TiO ₂ %	CaO %	Mn %	P %	S %	Max Fe %
LINE 1	50m @ 39.27%Fe	39.27	35.37	3.37	0.11	0.04	0.01	0.22	0.04	10m@ 42.00% Fe
LINE 2	30m @ 41.55% Fe	41.55	37.05	1.6	0.04	0.02	0.01	0.08	0.02	10m@ 46.16% Fe
LINE 3	70m @ 50.02% Fe	50.02	25.5	0.74	0.04	0.03	0.02	0.06	0.05	10m@ 63.37% Fe
LINE 4A	40m @ 44.88% Fe	44.88	25.81	1.78	0.06	0.02	0.03	0.46	0.03	10m@ 53.57% Fe
LINE 4B	50m @ 40.92% Fe	40.92	30.9	2.48	0.11	0.02	0.01	0.47	0.01	10m@ 49.77% Fe
LINE 4C	70m @ 52.00% Fe	52.00	14.37	1.64	0.05	0.03	0.03	0.4	0.04	10m@ 57.21% Fe
LINE 5	50m @ 27.77% Fe	27.77	58.59	0.83	0.02	0.01	0	0.03	0.01	10m@ 32.00% Fe
LINE 6A	60m @ 50.65% Fe	50.65	16.11	2.96	0.13	0.02	0	0.16	0.07	10m@ 59.81% Fe
LINE 6B	40m @ 41.48% Fe	41.48	30.41	2.52	0.09	0.02	0.01	0.23	0.04	10m@ 44.62% Fe
LINE 6C	140m @ 53.18%Fe	53.18	7.79	3.35	0.12	0.06	0.02	0.71	0.07	10m@ 55.56% Fe
LINE 7	60m @ 50.17% Fe	50.17	24.04	1.02	0.03	0.04	0.02	0.05	0.05	10m@ 56.77% Fe

Table 1: Sample Results from Beyondie Surface Samples.

The reader is cautioned that these high grade iron results may be due to surface enrichment and may decrease with depth. The expected coarse grain size of the magnetite should readily lend itself to low-cost beneficiation to produce a high grade magnetite concentrate. The will be subject to methollogical test work.

2.6 CONCLUSIONS AND PROPOSED PROGRAM

At the Beyondie Iron Project field work to adequately map and sample the outcrops will be followed by drilling to obtain the grade of thickness magnetite bearing BIF recoverable by beneficiation after removal of silica minerals and waste. Studies of similar process options at other magnetite projects and of the logistics of transporting the ore to port will occur.

a. Planned Airborne magnetic survey:-

- Area to be covered 30km by 10km with flight lines 100m apart for a total of 3000 line kilometres (\$20 per line kilometre) \$60,000.
- Interpretation and computer modelling of magnetic data to define sectors and priority zones \$20,000. **Total \$80,000.**

b. Drill Testing Objectives:

Define the 10 kilometre length zone in E52/1806 with high grade magnetite,

- a. Select several 1 to 3 kilometre segments for detailed work,
- b. Obtain samples for laboratory tests for magnetite parameters.

The proposed budget is to be based on:

- Two sectors to be tested with RC drilling to 100m depth,
- Three drill sections per sector, with three 100m deep holes and 40m hole spacing to determine continuity,
- one 100m deep diamond drill hole per drill section,
- total of 18 RC drill holes for a total of 1800 metres of drilling,
- total of 6 diamond drill holes for a total of 1200 metres of drilling,
- 3000 metres of drilling @ \$150 (RC) - \$200 (DDH) per metre \$510,000.
- Down-hole geophysical logging of six holes would cost \$30,000.

Total for Drilling: \$540,000.

c. Laboratory Testing: 2000 magnetite drill samples (\$40 per sample) **Total \$80,000.**

Preliminary specialist testing of selected intervals of drill holes of magnetite \$50,000.
mineralisation **Total \$130,000.**

Grand Total \$750,000.

Stage 2 Program:

- a. The ELA 52/2215 to have detailed aerial magnetics flown and exploration to define high grade sections of the BIF commence when granting occurs.
- b. E52/1806. Preliminary technical and economic feasibility study will be based on a pre-resource mineralisation estimate prepared on basis of the drill holes. The main aspect of the feasibility study is cost of beneficiation and transport of the concentrate. The existing sealed highway and gas pipeline on the granted licence is an advantage to low cost power and low capital investment.

A successful outcome from the study will be followed by diamond and RC drilling, to define JORC resources and the main program of laboratory testing.

The formal full feasibility study can then commence based on:

1. a standard type open cut mine and
2. a concentrating plant using conventional technology
3. road / railway transport using existing transport facilities

3.0 BASE METALS

3.1 INTRODUCTION

In conjunction with developing the Beyondie Iron Project for a magnetite export concentrate, Emergent will be exploring the base and precious metal projects for a multi metal assemblage particularly, Proterozoic IOCG (iron, copper, gold, uranium) as exists in the South Australian region containing Olympic Dam, Carrapateena and Prominent Hill, SedEx base metal deposits similar in style to Broken Hill in NSW and Mt Isa in Queensland; and copper, lead, zinc, silver, gold as Volcanogenic Massive Sulphide (VMS) deposits.

3.2 TENURE

The four priority granted base metal projects / Exploration Licences are;

Mt Bartle - E53/893, granted on 31 August 2001, comprising a total of 19 blocks,
Diamond Well - E51/1191 granted 2 August 2007 comprising a total of 70 blocks,
North Pool - E53/977, granted 2 March 2006 comprising a total of 45 blocks,
Mt Narryer - E 09/1394 granted 2 August 2007 comprising a total of 200 blocks,

The other tenements bring the total ground covered to 2,550 square kilometres, which are all under application, as set out below and in the Solicitor's Report. (Note –One graticular block is approximately 3km²).

Table 2: Summary of Tenements

TENEMENT	COMMODITY	AREA BLOCKS	MINIMUM EXPEND	HOLDER/ APPLICANT	GRANTED
BEYONDIE IRON PROJECT					
E52/1806	Fe, Mn, V	70	\$250,000	De Grey Mining Ltd	15/11/06
ELA 52/2215	Fe, Mn, V	200	\$200,000	De Grey Mining Ltd	Not Granted
GLENGARRY, MT BARTLE					
E 53/ 893	Cu, Pb, Zn	10 bl	\$70,000	Pandell Pty Ltd	31/8/2001
ELA 53/ 1302	Cu, Pb, Zn	9 bl	\$20,000	Pandell Pty Ltd	Not Granted
ELA 53/ 1332	Cu, Pb, Zn	45 bl	\$40,500	Pandell Pty Ltd	Not Granted
P53/1417	Cu, Pb, Zn	125.4435 ha		Pandell Pty Ltd	Not Granted
P53/1418	Cu, Pb, Zn	70.8545 ha		Pandell Pty Ltd	Not Granted
P53/1419	Cu, Pb, Zn	72.3364 ha		Pandell Pty Ltd	Not Granted
GLENGARRY, NORTH POOL					
E 53/ 977	Cu, Pb, Zn, Au	45 bl	\$45,000	Pandell Pty Ltd	2/3/2006
ELA 53/ 1301	Cu, Pb, Zn, Au	54 bl	\$54,000	Pandell Pty Ltd	Not Granted
GLENGARRY, DIAMOND WELL					
E 51/ 1191	Cu, Pb, Zn, U	70 bl	\$70,000	Pandell Pty Ltd	2/8/2007
ELA 51/ 1204	Cu, Pb, Zn, U	50 bl	\$50,000	Pandell Pty Ltd	Not Granted
ELA 51/ 1205	Cu, Pb, Zn, U	40 bl	\$40,000	Pandell Pty Ltd	Not Granted
GLENGARRY, RAINBOW BORE					
ELA 51/ 1206	Cu, Pb, Zn, U	45 bl	\$45,000	Pandell Pty Ltd	Not Granted
ELA 51/ 1207	Cu, Pb, Zn, U	50 bl	\$50,000	Pandell Pty Ltd	Not Granted
ELA 51/ 1208	Cu, Pb, Zn, U	27 bl	\$27,000	Pandell Pty Ltd	Not Granted
MT NARRYER					
EL 09/ 1394	Au/U	200 bl	\$200,000	Pandell Pty Ltd	2/08/2007
MARBLE BAR					
ELA 45/ 2684	Cu/Au	13 bl	\$20,000	Oakover Gold Ltd	Not Granted
ELA 45/ 2223	Cu/Au	16 bl	\$20,000	Pandell Pty Ltd	Not Granted
PLA 45/ 2575	Cu/Au	59.9ha	\$2,400	Oakover Gold Ltd	Not Granted
PLA 45/ 2576	Cu/Au	154.3ha	\$6,160	Oakover Gold Ltd	Not Granted
PLA 45/ 2577	Cu/Au	182.4ha	\$7,296	Oakover Gold Ltd	Not Granted
PATERSON					
ELA 45/ 3092	Cu, Au ,U	8 bl	\$20,000	Ian Kerr	Not Granted
ELA 45/ 3096	Cu, Au ,U	70 bl	\$70,000	Emergent Resources Ltd	Not Granted
ELA 45/ 3097	Cu, Au ,U	17 bl	\$20,000	Emergent Resources Ltd	Not Granted
TOTAL AREA	Cu, Au ,U	3,280km ²			

3.3 EXPLORATION MODELS ON EMERGENT'S BASE METAL GROUND

The Proterozoic Capricorn Orogenic Belt containing the Emergent projects is well mineralised regarding base metals, precious metals and uranium. Situated north and northwest of Wiluna in the Murchison Mineral Field of Western Australia the orogenic belt represents the collision zone between the Yilgarn and Pilbara Cratons. Emergent's ground consists of a large holding of granted and applied tenements for 9 project areas; Glengarry Base Metal/Gold and Glengarry Uranium Projects comprising Mt Bartle, North Pool, Diamond Well, Rainbow Bore, Clarrie Well and Fenceline; Mt Narryer Gold/Uranium Project, Marble Bar Gold/Copper Project and the Paterson Uranium/Copper Project (see Figure 1).

At Glengarry the exploration target is volcanogenic and sediment-hosted exhalative base metal mineralisation within the Palaeoproterozoic Yerrida Basin, a part of the Capricorn Orogen (Figure 1). Mt Narryer is located on the western limit of the Yilgarn Craton in an important structural setting (the Meeberrie Fault). The Paterson projects are in proximity to large gold, copper and uranium deposits.

3.4 MINERALISING AND STRUCTURAL SETTING (O'DRISCOLL TECTONIC FRAMEWORK)

The projects being acquired are regarded as covering important geological locations in Australia's framework of mineralising fracture sets as determined by the respected South Australian geologist, Dr E.S.T. (Tim) O'Driscoll, many years ago during the formative years of the emerging Plate Tectonic Theory (Figure 1). Dr O'Driscoll is internationally acknowledged for his contributions to structural geology and lineament tectonics. He has become well known for his contribution to Australian continental lineament analysis. O'Driscoll is not alone in the field of lineament tectonics, but it is his unique and less publicised method of 'chicken track' lineament analysis which stand out as one of the most remarkable and fruitful scientific breakthroughs in recent years.

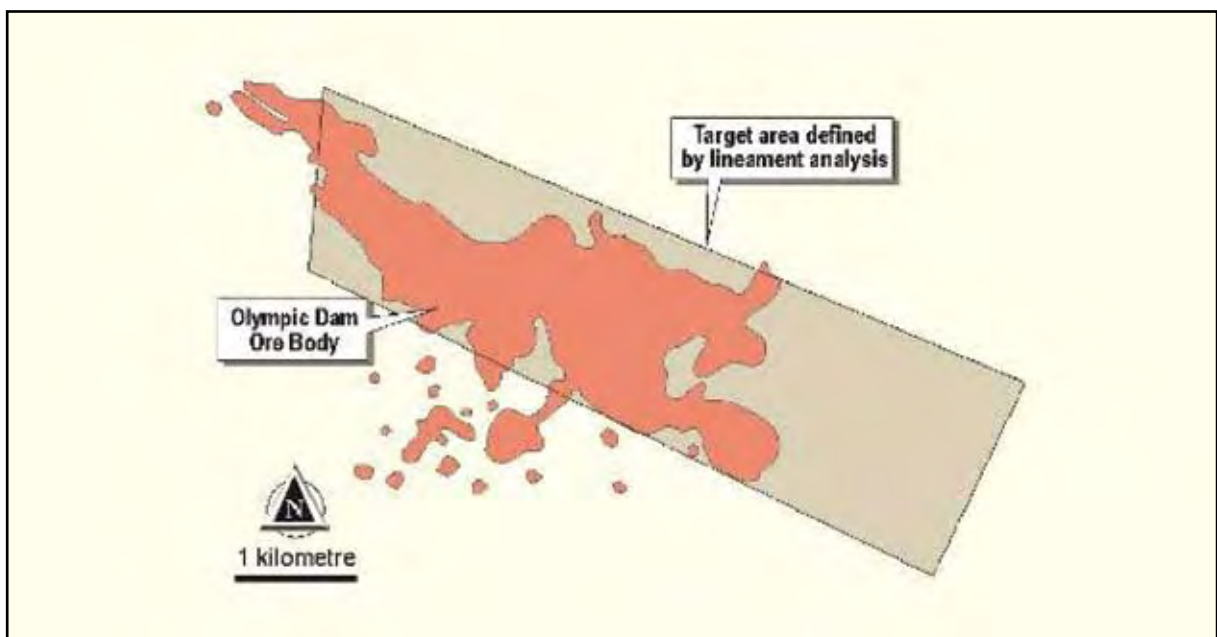


Figure 5: The Olympic dam target area predicted by O'Driscoll superimposed on the actual orebody.

Lineament tectonics was successfully used to target the Olympic Dam (Cu-Au-U-Rare Earth Elements) deposit (Lalor, 1987; O'Driscoll, 1988, Woodall, 1993, 1994). The discovery arose from innovative management of geological, geophysical and lineament teams. However, the significance of the role of lineament tectonics has only recently become known and accepted. Figure 5 demonstrates how remarkable O'Driscoll's work was. From an area of 31 000 km² of the TORRENS and ANDAMOOKA 1:250 000 map areas, O'Driscoll's primary target accurately defined the orebody.

This conceptual mineral deposit targeting through application of structural analysis has benefits of understanding the deformational and mineralising history. The fact that O'Driscoll's fracture framework for Australia was developed before the discovery of a number of world class ore-bodies, eg; Olympic Dam, Abra and Century, attests to its importance as a regional tool in the mineral provinces of Australia.

This recognition of intra-cratonic structural dislocation for predicting the location of world class ore bodies allows the framework to be utilised in exploration today by focussing on particular structural settings and prioritising of targets within large prospective areas that have been so well prospected and explored throughout Australia over the past century or so.

And, since the deposits contained in areas like the Capricorn Orogen region are likely to be concealed below the near surface, EMG will concentrate on targets already known that lie near fracture sets determined from modern detailed data packages and exploration techniques such as high resolution airborne magnetics, electromagnetics, gravity and spectrographic surveying.

3.5 LINEAMENT TECTONICS FOR OIL AND ORE

Following the discovery of Olympic Dam, lineament analysis was used to identify a priority target in Queensland which now contains the Century lead-zinc deposit (Woodall, 1992). The target was overlooked at the time and it was not until almost 20 years later that CRA made the discovery, independently of the 'chicken track' lineament data. Similarly, the Boddington, Plutonic and Kanowna Belle gold deposits in Western Australia lie on previously defined lineament data (Woodall, 1991).

'Chicken Track' lineament analysis is a method of sampling components of regional discontinuities which are recognisable on air photo mosaics. 'Chicken Track' data are then combined with other information used for exploration to identify lineament targets. In particular, the SAEI (South Australian Exploration Initiative) aeromagnetic surveys played an integral role in lineament analysis. It is from the combination of all of the geologically significant data that lineaments can be extracted and, ultimately, targets such as those encompassing Olympic Dam or Century are identified. This final step is an intensive process requiring the lineaments and host rocks to meet numerous criteria.

3.6 THE CAPRICORN OROGEN

The Capricorn tectonic zone of low to high grade metamorphic rocks, migmatite belts, and low grade volcano-sedimentary basins formed as a result of the 'collision' between the Pilbara and Yilgarn Cratons about 1.8 billion years ago (1.8Ga). Ivern West's Magellan Lead Mine is hosted by the same age rocks 10km to the southeast of the Mt Bartle EL and exploration at Mt Bartle shows potential for further copper-lead-zinc (Cu - Pb - Zn) base metal deposits. There

is a strong association of copper, gold and uranium in this and other proximal Proterozoic environments, for example;

Paterson Province (adjacent to the Glengarry region) containing the huge Telfer Gold Mine, Nifty Copper Mine (28Mt averaging 3.16% Cu, 2005), Maroochydore copper/cobalt resource (51Mt averaging 1% Cu and 0.04% Co) and the Kintyre Uranium Deposit (containing 36,000 tonnes of U_3O_8 with average grades of 0.15% to 0.4% U_3O_8);

Jillawarra basin of the adjacent Bangemall Basin containing the Abra base metal deposit (historical resource estimated as 130Mt averaging 0.25% Cu, 1.15% Pb and 2.5 % Barium);

Bryah and Padbury basins, (adjacent to Glengarry region), contain the Horseshoe Copper-Gold-Silver Mine and the Peak Hill Gold Mine.

The **Stuart Shelf region of South Australia** (containing the world class Olympic Dam (Cu-U-Au), Prominent Hill (Au) and Carrapateena (Au-Cu) deposits) is a similar geological setting with comparable geological models. Accordingly, Emergent's exploration is to be geared toward delineation of these styles of mineralisation with their various proportions of metal ratios of copper-gold-uranium, with discreet lead, zinc, silver deposits.

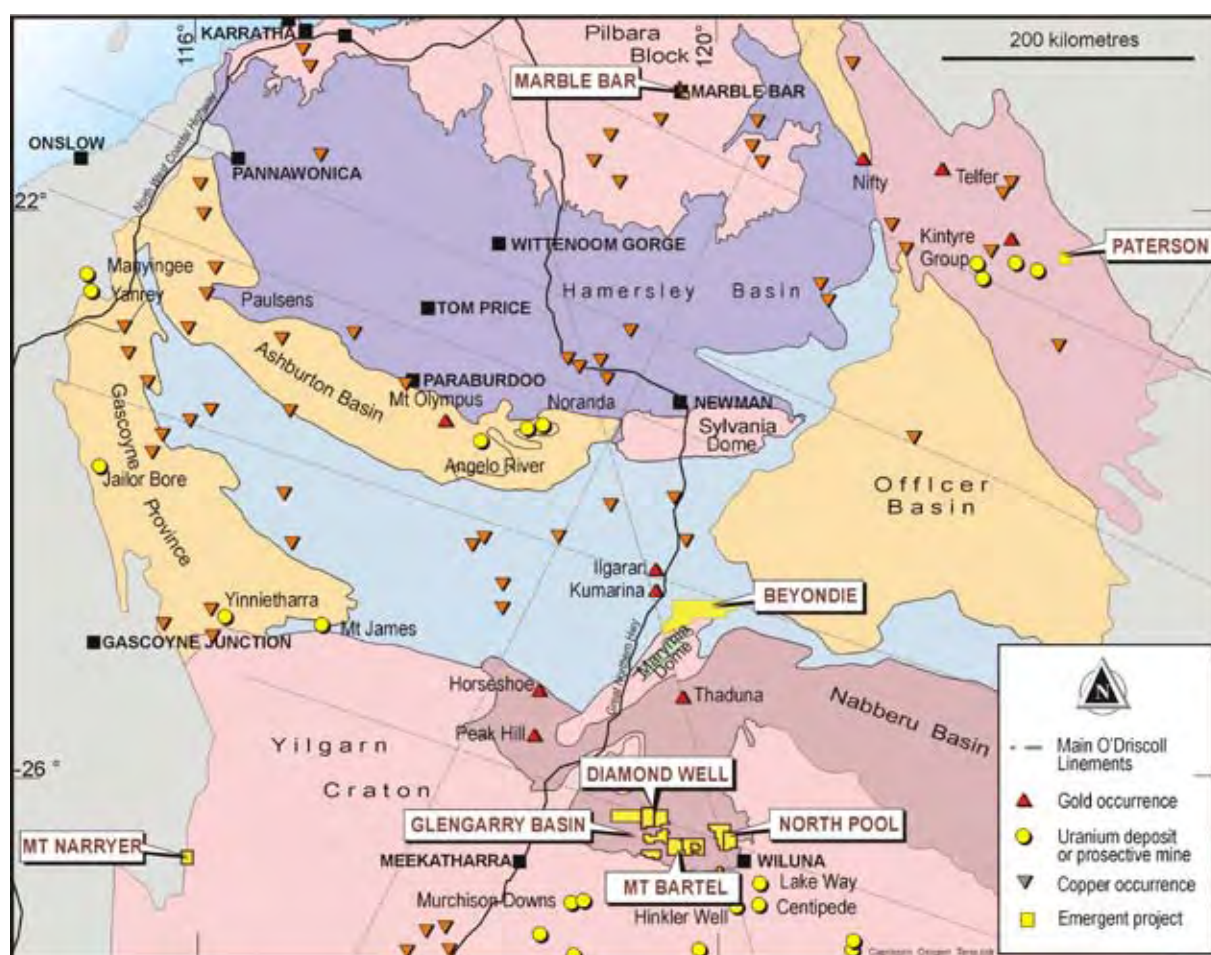


Figure 6: Prospect Areas in the mineralised Capricorn Orogen of Western Australia.

4.0 GLENGARRY AREA

4.1 INTRODUCTION

The 11 granted and applied for Exploration Licences of the Glengarry project area are located over a region 100 kilometres across. They are located from 65km west-northwest to 30km northeast of Wiluna (see Figures 3 & 4) and cover portions of the Yerrida Basin, a part of the Proterozoic intra-cratonic Capricorn Orogenic Belt, a mobile zone between the Yilgarn and Pilbara Archaean Blocks in the Glengarry area. Exploration has been recorded in the area since the early 1970s. This is partly as a consequence of explorers extending their efforts from the Archaean Yilgarn greenstone based work and partly as a consequence of exploration companies seeking new deposits in the Proterozoic terrain north of the Yilgarn.

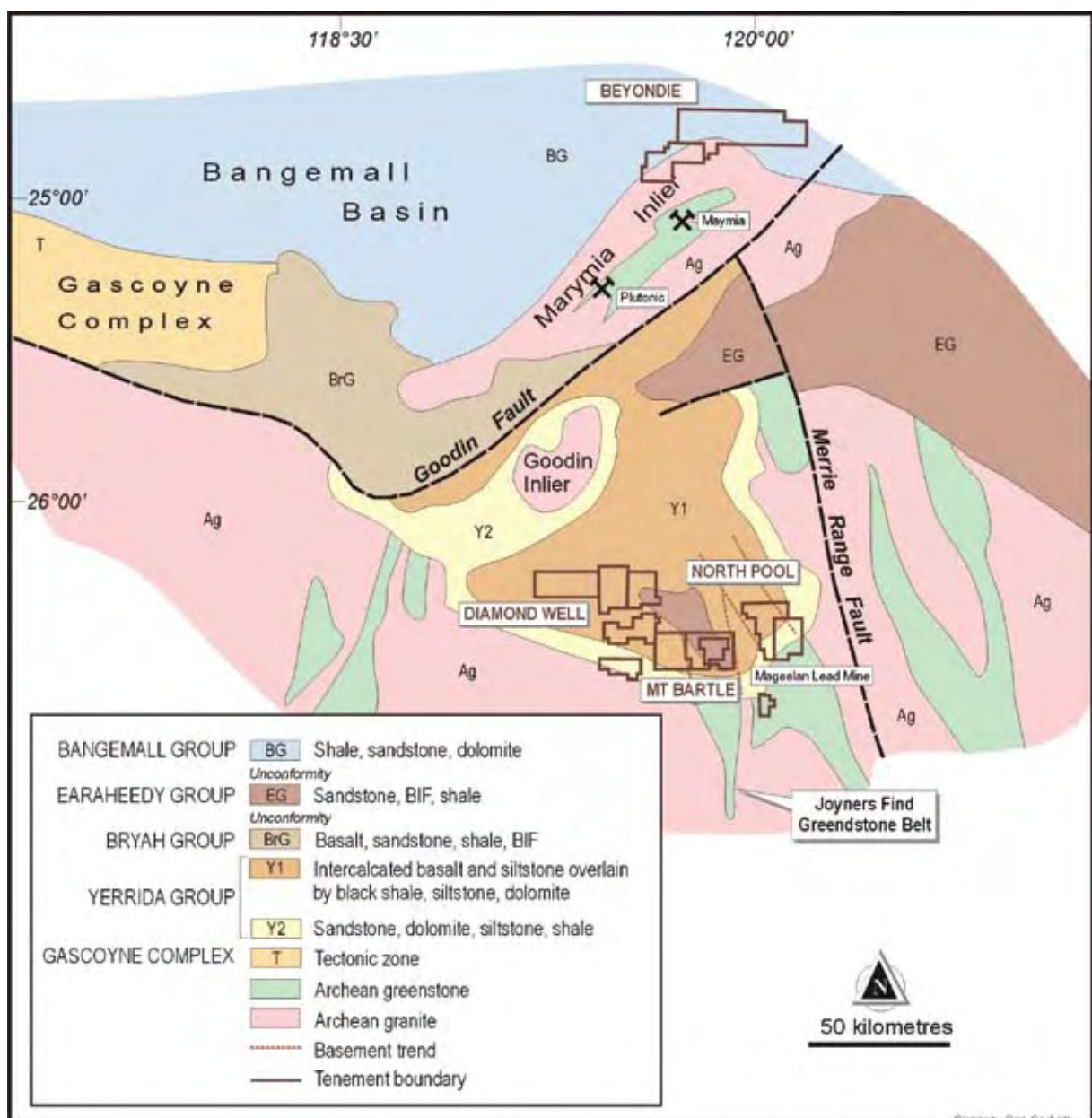


Figure 7: Glengarry Area Regional Geology.

Previous work has revealed mineralisation at Mt Bartle, North Pool and Diamond Well with peak values of 1.06% Pb, 1.03% Zn and 19g/t Ag from surface rock chip sampling of the Diamond Well fault gossan.

Geophysical data revealed the structure extending from Joyner's Find greenstone belt extend through the area. A number of anomalies were drill tested to reveal black carbonaceous shales containing 3% to 5% disseminated pyrite and weak base metals. One drill hole, recorded 2.88 grams per tonne (g/t) gold (Au) in the interval 32 to 34 metres. A previous explorer drilled three holes through the Diamond Well fault zone and intersected anomalous silver, lead and zinc values. Best result was 1.6% Pb in drilling from an unspecified depth.

4.2 LOCATION, CLIMATE AND PHYSIOGRAPHY

The tenements (granted and applications) lie on the Glengarry 1:250,000 map sheet (SG50-12), and on the published 1:100,000 Mount Bartle and Merewether geological sheets (2845 and 2844 respectively). The tenement group is centred approximately on 119° 51' East, 26° 30' South and MGA 1994 Zone 50 coordinates 785000mE, 7067500mN.

The climate is semi-arid with hot summers and cool winters. Highly irregular rainfall averages 230 mm which mainly falls in January and July, derived from northern cyclonic systems and the southern winter rains.

The area forms part of the interior plateau of Western Australia ranging from 440 metres above sea level in the southwest to over 640 metres in the central part and on the peaks on the Glengarry Ranges. The topography varies according to rock type with the Yerrida rock types forming rugged hills and granitoids forming low areas beneath breakaways.

4.3 REGIONAL GEOLOGY AND MINERALISATION

The Mt Bartle Project lies in the southeast portion of a series of sedimentary basins, particularly the Yerrida Basin formerly known as part of the Glengarry Basin – a Lower Proterozoic group of rocks developed on the northern margin of the Archaean Yilgarn Craton, (Pirajno and Adamides, 2000). The Yerrida Basin is part of the extensive Capricorn Orogenic belt which developed as a result of collision between the Archaean Pilbara and Yilgarn Cratons.

The Yerrida Group of rocks lies unconformably on Archaean granite-greenstone basement, and has been divided into two, namely the Windplain and Mooloogool Subgroups. The lower Windplain Subgroup does not occur in the Project area. The upper Mooloogool Subgroup includes deep water lithologies deposited in a broad northeast trending rift basin. It is dominated by turbidites overlain by a sequence of black shales and dolomites (Maraloou Formation).

An Archaean granitoid enclosed within the Yerrida Group, called the Goodin Inlier, is located to the northwest of the Project area. An Archaean granite-greenstone tectonic unit called the Marymia Inlier is in faulted contact with the Yerrida Group to the north.

The Mt Bartle Project and the adjacent EL applications cover 'sedex' (syn-depositional / diagenetic) and volcanogenic massive sulphide targets (VMS).

Encouragement exists for the occurrence of further VMS and other basin-related base metal deposits, for example, in the basal architecture, particularly locally to Mt Bartle, North Pool and Diamond Well. In these deposits, base metal mineralisation is emplaced by expulsion of

pressurised basal fluids, along fluid permeable fracture pathways, between impermeable units. These pathways or 'plumbing systems' are manifest as brecciated chert and chert-dolostone layers, which have been mapped extensively at Mt Bartle. VMS deposits are typically associated with fluorite and barite; the occurrence in rock chip samples of highly anomalous fluorine and barium values is particularly relevant here.

Geophysical data indicate north-northwesterly trending structures, which may be the faulted extensions of Archaean greenstone belts beneath the Early Proterozoic sediments; these Archaean structures may well have been active during Yerrida Basin sedimentation and conduits for mineralising fluids.

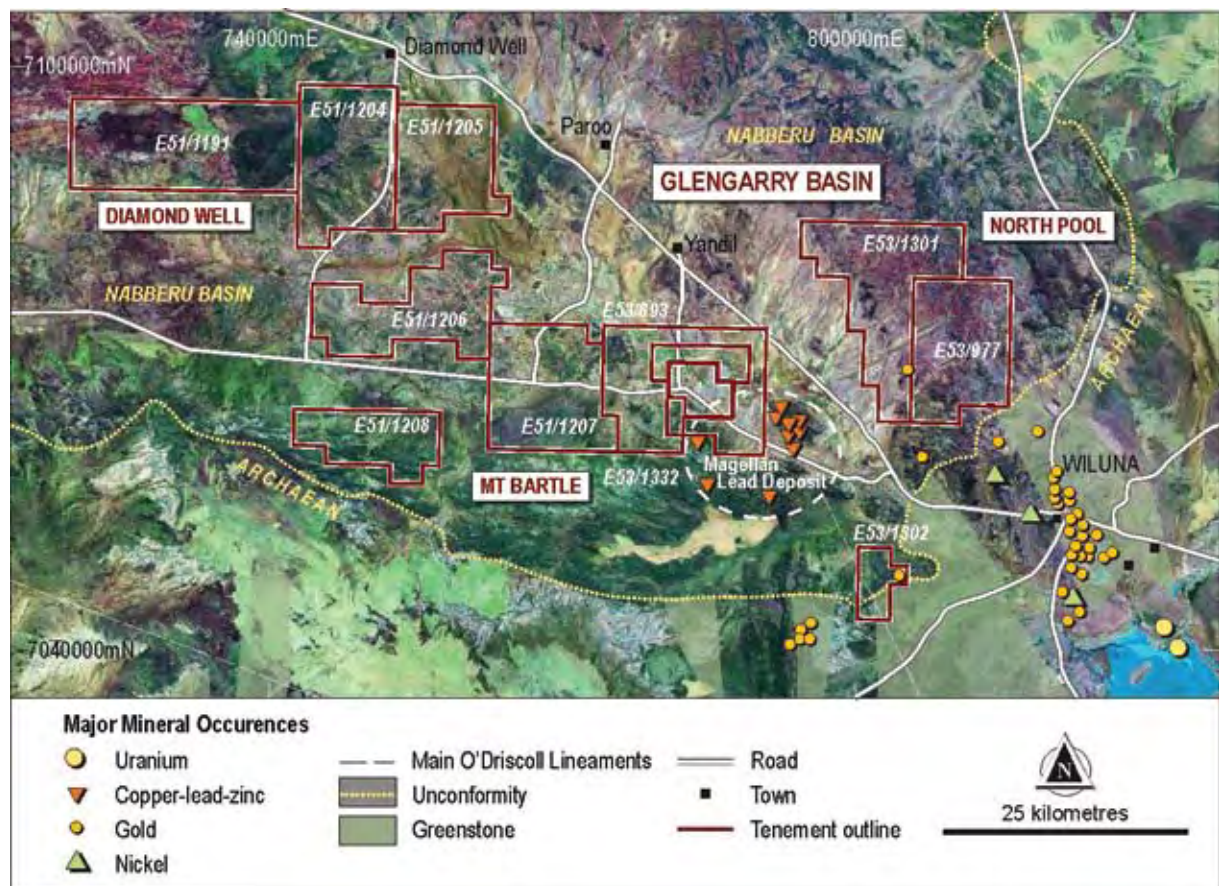


Figure 8: Glengarry area tenements on Landsat imagery.

The Maraloou Formation is the dominant mapped unit in the project area, and comprises dolomitic limestones, black shale and interbedded siltstone. It forms the uppermost unit of the Yerrida Group, and is locally unconformably overlain by the Yelma Formation, comprising conglomerate, arenite, stromatolitic carbonate and chert. The Yelma Formation is the lower unit of the Earahedy Group, which outcrops extensively to the northeast.

Copper deposits in the region include the old Lee (Ricci), North Prospect, Rooney's, Green Dragon and Thaduna mines. The Thaduna Mines produced 2,823 tonnes of copper metal and remaining historically reported inferred resources average 3.4% Cu and contain 17,000 tonnes of copper metal. The mineralisation contains anomalous gold of up to 260ppb gold (Au).

The Magellan Lead Mine, owned by Ivern West, is located 10km to the southeast of the Mt Bartle EL. At Magellan, oxidised mineralisation is hosted in quartz-clay breccia, clay, siltstone and sandstone in local outliers of the Yelma Formation, and is underlain by black shales of the Maraloou Formation. Published reserves are 16.2Mt at 6.2% Pb. Significantly, the scattered outliers of Yelma Formation continue onto the Mt Bartle Project area.

The Yerrida Basin has high potential to contain uranium deposits of the conglomerate and sandstone type. Uranium-related deposits arise from geological changes occurring close to major unconformities. Below the unconformity, the granitic or metasedimentary rocks which host the mineralisation are usually faulted and brecciated. The overlying younger Proterozoic sandstones are usually undeformed. These deposits constitute approximately 33% of the World's uranium resources and they include some of the largest and richest deposits. The main deposits occur in;

- Canada's Athabasca Basin, Saskatchewan and Thelon Basin, Northwest Territories, and
- Australia's Alligator Rivers region in the Pine Creek Geosyncline, NT and Kintyre region of the Rudall River area, WA).

Unconformity-related deposits constitute a major proportion (20%) of Australia's total uranium resources, and much of Australia's total production since 1980 has been mined from two of these deposits - Nabarlek (now mined out) and Ranger 1 & 3. Other major deposits in the Alligator Rivers region are Jabiluka, Koongarra and Ranger 68.

There the strong possibility of locating sandstones around structural traps and basement highs where the uranium may be introduced by various acid intrusive and volcanic rocks during sedimentation and deformation.

4.4 LOCAL GEOLOGY

Generally outcrop is sparse in the Project area. The main Mt Bartle prospect area is represented by low rubbly outcrop comprising ferruginous/gossanous argillite, in a topographic low between Mt Russell and Mt Bartle. The localised ferruginisation of the argillite and development of jasper outcrops can be associated with anomalous zinc values, and appear to be structurally rather than stratigraphically controlled.

At the "rabbit warren" area outcropping black carbonaceous shales and siltstones contain gossanous jasper fragments. Thin limestone units representing marker units define a series of WNW-ESE trending folds. Two RC drillholes completed in 2004 (MB1/04 and MB2/04) intersected broad widths of carbonaceous shale with local zones containing increased sulphides (pyrite) as well as oily bituminous intervals (Figure 5). Limestone units were also intersected. The existing geochemical anomalism, located in a stratigraphically significant position with anomalous gossanous outcrop provides an immediate drill target.

4.5 PREVIOUS EXPLORATION

Exploration has been recorded in the area since the early 1970s partly as a consequence of explorers extending their efforts from the Archaean Yilgarn greenstone based models and partly as a consequence of exploration companies seeking new deposits north of the Yilgarn. These and similar efforts resulted in several programs being carried out by past explorers without significant recorded result.

ACM Minerals Ltd (ACM) in 1982-86, studied a gravity high and proposed a deposition centre for the Maraloou Formation, to the west of that being reported on herein. ACM confirmed the presence of copper mineralisation of low tenor, in a half graben structure to the west of the depocentre. ACM was focused on McArthur River style sediment hosted massive sulphide (SMS) deposits (also known as SEDEX deposits).

Noranda Australia. 1977, explored two areas approximately 40km to the northeast of the current Mt Bartle EL, in the application E51/1204. Elevated zinc values up to 1.03% Zn were obtained from surface sampling south of Sampson's Bore which may have been surface enrichment. A rock chip sample returned 1.05% Pb, 850ppm Cu and 19g/t Ag from a gossan in an east-north-east striking tensional fault referred to as the Diamond Well Fault.

Eon Metals NL (Eon) in 1988-1989 carried out a program of geochemical sampling (rock chip sampling) on the deeply weathered ferruginous and/or silicified outcropping rocks believed to belong to the Maraloou Formation. This work included sampling previous explorer's drill holes. Best result was gold values to 0.06 g/t Au in one drill hole. Eon in joint venture with Reynolds Australia Metals Ltd (Reynolds) continued to search for gold deposits to 1990 particularly in the areas of mafic volcanics. Best result was 0.02 g/t Au and no further work was carried out. Deelagoon Pty Ltd explored the Mt Russell area for gold.

ACM returned to the area in 1989-1990 and explored for gold by sampling soils and stream sediments using BLEG technology. Various anomalies up to 1.8 ppb Au were recorded but subsequent rock chip sampling failed to locate a source.

Duval Mining (Australia) Ltd (Duval) followed up the Diamond Well Fault gossan with drilling. Best results included 15 g/t Ag, 1150 ppm Zn and 1.6% Pb over 2m (DW-8), and 2m at 2.9 g/t Au from 32m depth, with minor visible gold (DW-6). The gold intercept was not repeated on follow up.

Chevron Exploration Corporation and associate, Duval up to 1984, further to the south, adjacent to the Meekatharra-Wiluna road, identified elevated copper in a zone with an extent of 5.5km by 1.0km. Results included 5m at 2492ppm Cu (DW3) and 3m at 1955ppm Cu (DW22). Importantly, malachite, chalcopyrite, covellite, sphalerite, pyrrhotite and pyrite were identified in carbonaceous shales of the Maraloou Formation. This is the same stratigraphic position as mapped at Mt Bartle Project. Work included carried out aerial photographic aerial magnetic acquisition in 1983 followed by geochemical sampling and drilling.

Geophysical data revealed the structure extending from Joyner's Find greenstone belt extends through the prospect area. 23 magnetic features were considered anomalous and 20 were selected for follow-up using ground magnetic surveying. A number of anomalies were drill tested to reveal black carbonaceous shales containing 3% to 5% disseminated pyrite and weak base metals. Duval drilled three holes through the Diamond Well fault zone and intersected anomalous silver, lead and zinc values.

ACM, in the mid 1980s, conducted stratigraphic drilling at the Mt Bartle Project area of the local basin architecture. A gravity survey was conducted in order to clarify a gravity high which occurs between two palaeohighs interpreted from aeromagnetics. The gravity anomaly was interpreted to represent a local increased thickness and/or density of sediments between the two palaeo-highs, the latter representing Archaean ridges responsible for locally controlling sedimentation. Such a local basinal depression was considered prospective for Mt Isa-McArthur River-type mineralisation. Of interest is that the gravity anomaly exhibits a pronounced flexure in the region of the Mt Bartle Project.

ACM in 1982-86 studied a gravity high, and confirmed the presence of copper mineralisation

of low tenor in a interpreted graben structure to the west of the Maraloou Formation.

Eon Minerals in 1988-89 carried out a program of rock chip sampling on the deeply weathered ferruginous and/or silicified outcropping rocks believed to belong to the Maraloou Formation. This work included sampling previous explorers' drillholes. Best result was elevated gold values to 0.06g/t Au in one drillhole. Eon continued gold exploration in joint venture with Reynolds Australia Metals Ltd until 1990, with no success.

Deelagoon Pty Ltd explored the Mt Russell area for gold and stated further work is warranted.

ACM returned to the area in 1989 to 1990 and explored for gold by sampling soils and stream sediments using BLEG technology. Various anomalies up to 1.8ppb Au were returned.

Mitchell Exploration Co. explored for base metals 1991 to 1994, and carried out soil sampling recording anomalous Au, Ag, Zn and Cu values.

In 1995 to 1996 Pandell Pty Ltd carried out soil sampling in the area between Mt Russell and Mt Bartle, testing the aeromagnetic lineament trending 305 degrees. A zinc anomaly over 400 metres long, defined by a 75ppm Zn contour was identified, and tested by drilling three angled and three vertical RC drillholes. Anomalous Zn values over 1500ppm were recorded. Pandell carried out soil sampling over the structural linear trending at 305° between Mt Russell and Mt Bartle areas, which was defined by aeromagnetic surveying. Soil sampling was carried out on a 160 x 20 metre spaced grid. A zinc soil anomaly over 400 metres long, defined by a 75 ppm Zn contour was defined. This was tested by drilling 3 angled and 3 vertical drill holes. There were no economic intercepts but anomalous zinc values over 1500ppm Zn were recorded.

5.0 MT BARTLE BASE METAL PROJECT

E53/893, ELA53/1302 & ELA53/1332

5.1 INTRODUCTION

The Mt Bartle group of tenements are located 45km west of Wiluna, and straddle the Wiluna-Meekatharra road in the vicinity of Mt Russell.

Results to date show high copper, lead, and zinc values within an interpreted graben paralleling the structures related to a gravity anomaly within the Archaean basement. A major O'Driscoll lineament traverses the tenement which is located adjacent to the significant Magellan base metal deposit located 10 kilometres southeast of the leases. Sampling of the Rabbit Warren Gossan Prospect displays a strong Zn anomaly over 600 metres of one of three sampling traverses with coincident Pb, Ni and cadmium.

5.2 GEOLOGICAL SETTING

Results to date show high copper, lead, and zinc values within an interpreted graben paralleling the structures related to a gravity anomaly within the Archaean basement. A major O'Driscoll lineament traverses the tenement which is located adjacent to the significant Magellan base metal deposit located 10 kilometres southeast of the leases. Sampling of the Rabbit Warren Gossan Prospect displays a strong Zn anomaly over 600 metres of one of three sampling traverses with coincident Pb, Ni and cadmium.

5.3 PREVIOUS EXPLORATION E53/893

During the early years of tenure of the current licence field mapping and reconnaissance, soil sampling and geophysical interpretation were carried out. The objective was to provide information of underlying stratigraphy, and to follow up interpretation by previous workers of an extension of the Joyner's Find Archaean greenstone belt in the area. Geophysical interpretation by Southern Geoscience Consultants Pty Ltd highlighted a magnetic linear trending northwest within the tenement. In addition, a previously unrecognised regional structural lineament was identified, trending east north east. The feature was interpreted as a significant fault zone which could represent a locus for mineralising fluids in a sediment hosted massive sulphide exploration model.

Rock chip samples identified anomalous zinc values up to 7480ppm Zn together with elevated pathfinders, arsenic and antimony (As and Sb). Elevated silver (Ag) values up to 24g/t Ag in addition to Zn values up to 1576ppm were also returned from gossanous float around the "rabbit warren" area (Figure 9, 10, 11).

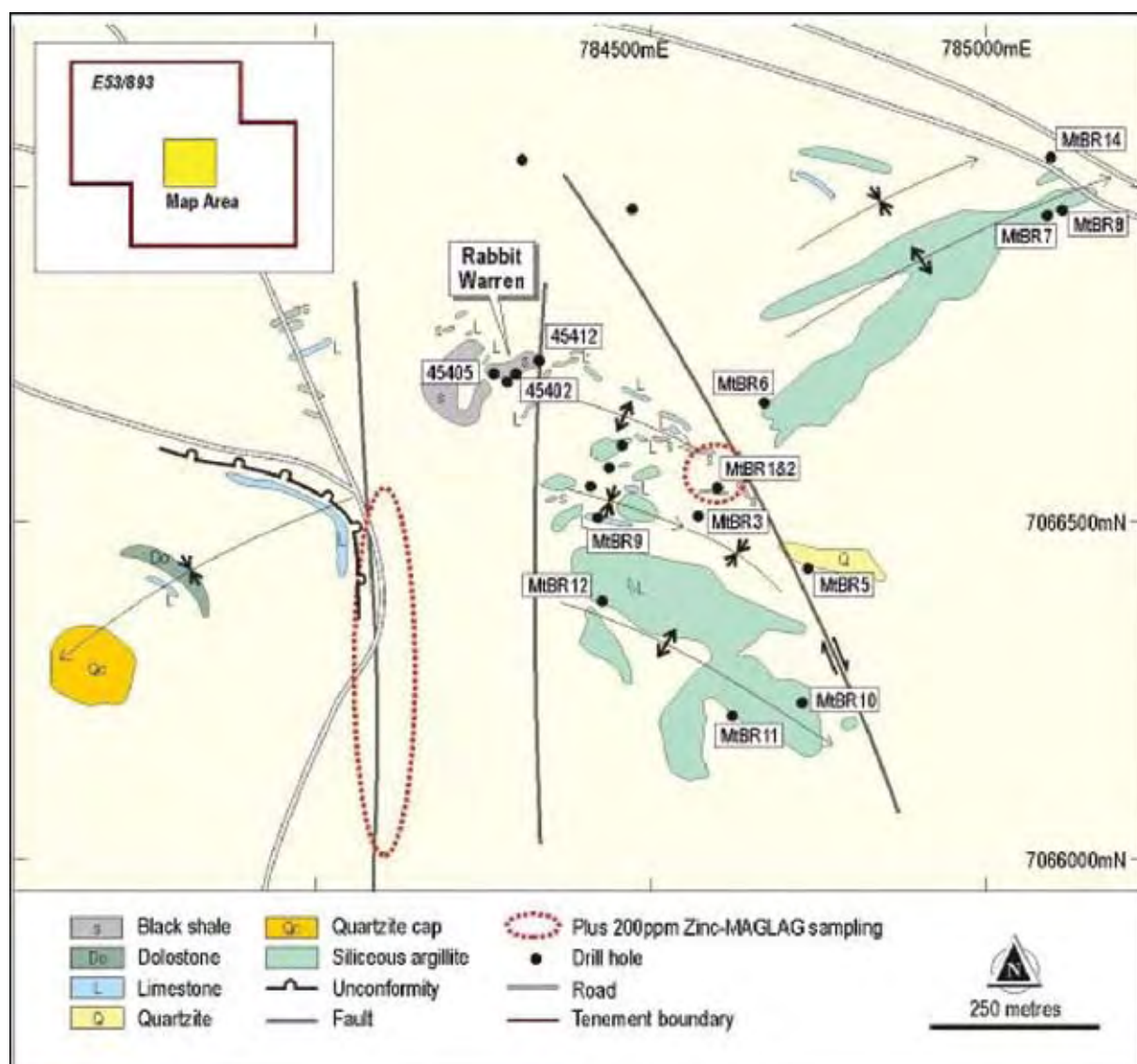


Figure 9: Mt Bartle - Rabbit Warren exploration details and location of RC drillholes (MB1/04 & MB2/04-GDA 94)

Two vertical RC drillholes were completed in 2004, for a total of 400m. The first hole, MB1/04, was sited on the "rabbit warren" gossan area, and the second hole, MB2/04, tested the magnetic linear anomaly about 300m to the north of MB1/04 (Figure 6). Both drillholes intersected sulphidic carbonaceous shales. Maximum values for various elements are as follows:

gold 92ppb Au, silver 1.8 g/t Ag, Platinum 17ppb Pt, Palladium 35ppb Pd, Copper 670ppm Cu, Zinc 1650ppm Zn, Lead 50ppm Pb, and Molybdenum 83ppm Mo.

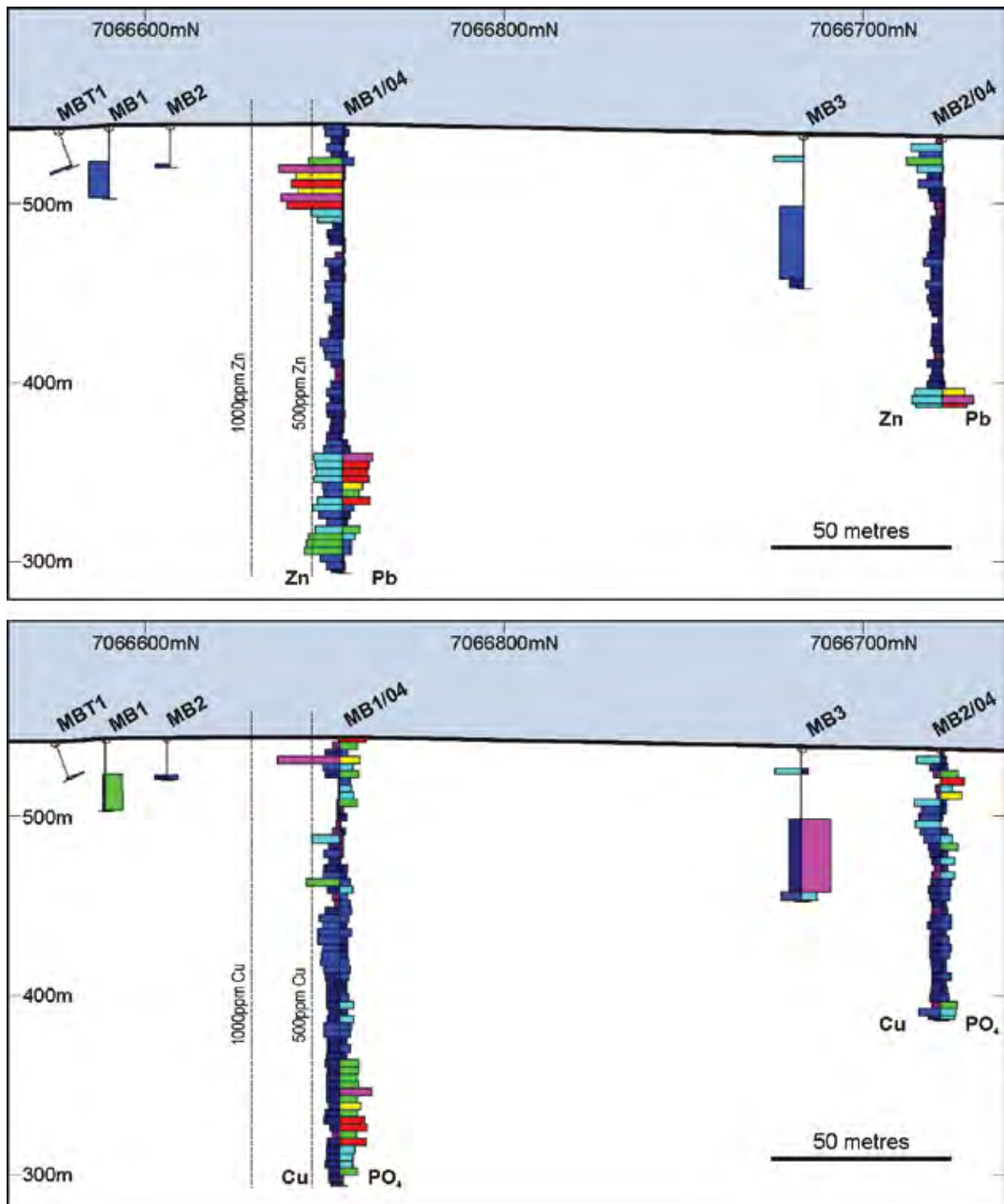


Figure 10: Drill holes sections for MB1/04 & MB2/04 showing Cu & PO₄ values.

Significantly, both drillholes contain strongly anomalous PO_4 (to 2.3%) coincident with anomalous Zn, Cu and As.

Three MAGLAG soil geochemistry survey traverses were completed, for a total of 75 samples, in the main target area between Mt Russell and Mt Bartle (Figure 7). The objective was to test the effectiveness of the MAGLAG method, which uses a partial digest (concentrated HCl) on samples collected of the Fe-rich magnetic fraction. The approach is designed to test for blind deposits.

MAGLAG results confirmed strong zinc anomalism, along with anomalous lead, nickel, antimony and cadmium on the western-most traverse. The “rabbit warren” area is associated with anomalous gold, zinc, cadmium, nickel, platinum, arsenics and antimony values. Barium values are anomalous in the northern portion of the area tested.

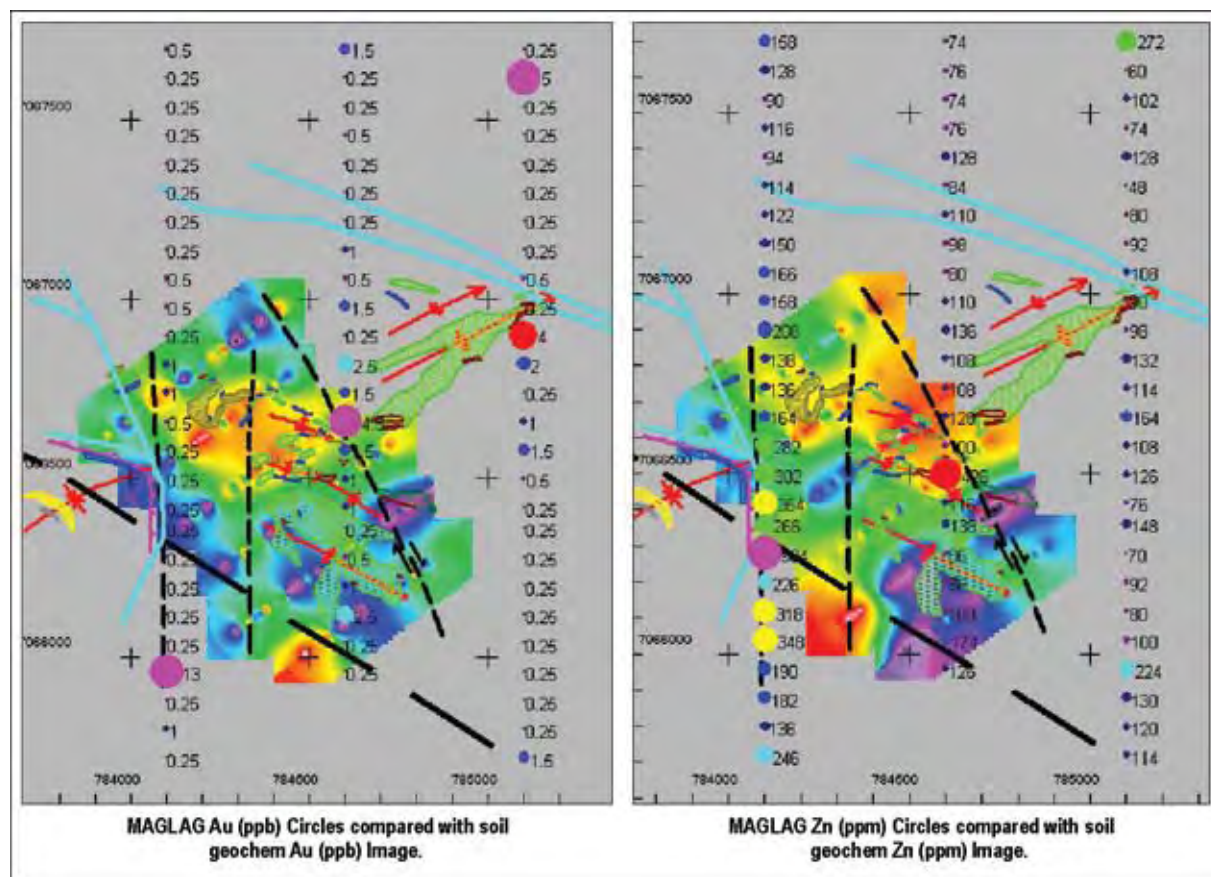


Figure 11: MAGLAG geochemical traverses (over detailed geology – GDA94).

5.4 CONCLUSIONS AND RECOMMENDED EXPLORATION PROGRAM

At Mt Bartle zones of coincident anomalism were returned from MAGLAG samples, collected on three north-south traverses.

Traverse 784100E returned strongly anomalous Zn, Pb, Ni, Cd and discrete Au values between 7066100N and 7066500N.

Traverse 784600E returned anomalous Pb, Cd and to a lesser extent Zn and Sb values between 7067100N and 7067400N.

Traverse 785100E returned anomalous Cd, Sb, Zn and Ni between 7066500N and 7066900N.

The complex structure in Glengarry area, with a series of interpreted north-south and northwest-southeast trending faults, is considered to represent potential for leakage geochemical anomalies associated with buried base metal mineralisation.

RAB drilling is recommended to be carried out along traverses where geochemical anomalism exists and structural targets have been defined.

ITEM	YEAR 1	YEAR 2	TOTAL
Geology	\$15,000	\$20,000	\$35,000
Geophysics	\$30,000	\$20,000	\$50,000
Drilling RAB	\$65,000	\$70,000	\$135,000
Diamond Drilling	N/A	\$60,000	\$60,000
Field Support	\$20,000	\$25,000	\$45,000
Administration	\$20,000	\$30,000	\$50,000
TOTAL	\$150,000	\$185,000	\$335,000

Table 3: Mt Bartle Project Proposed Exploration Budget.

6.0 NORTH POOL BASE METAL GOLD PROJECT

E53/977 and ELA53/1301, EMG 80%,

Pandell 20% free carried to Bankable Feasibility Study

6.1 INTRODUCTION

The North Pool group of tenements are located 25km northwest of Wiluna, and 10km north of the Wiluna-Meekatharra road east of Mt Russell accessed by disused station tracks. The two Exploration Licences of the project area lie to the northeast of Mt Bartle on the eastern portion of the Glengarry 1:250,000 map sheet (SG50-12), and on the published 1:100,000 Mount Bartle and Merewether geological sheets (2845 and 2844 respectively).

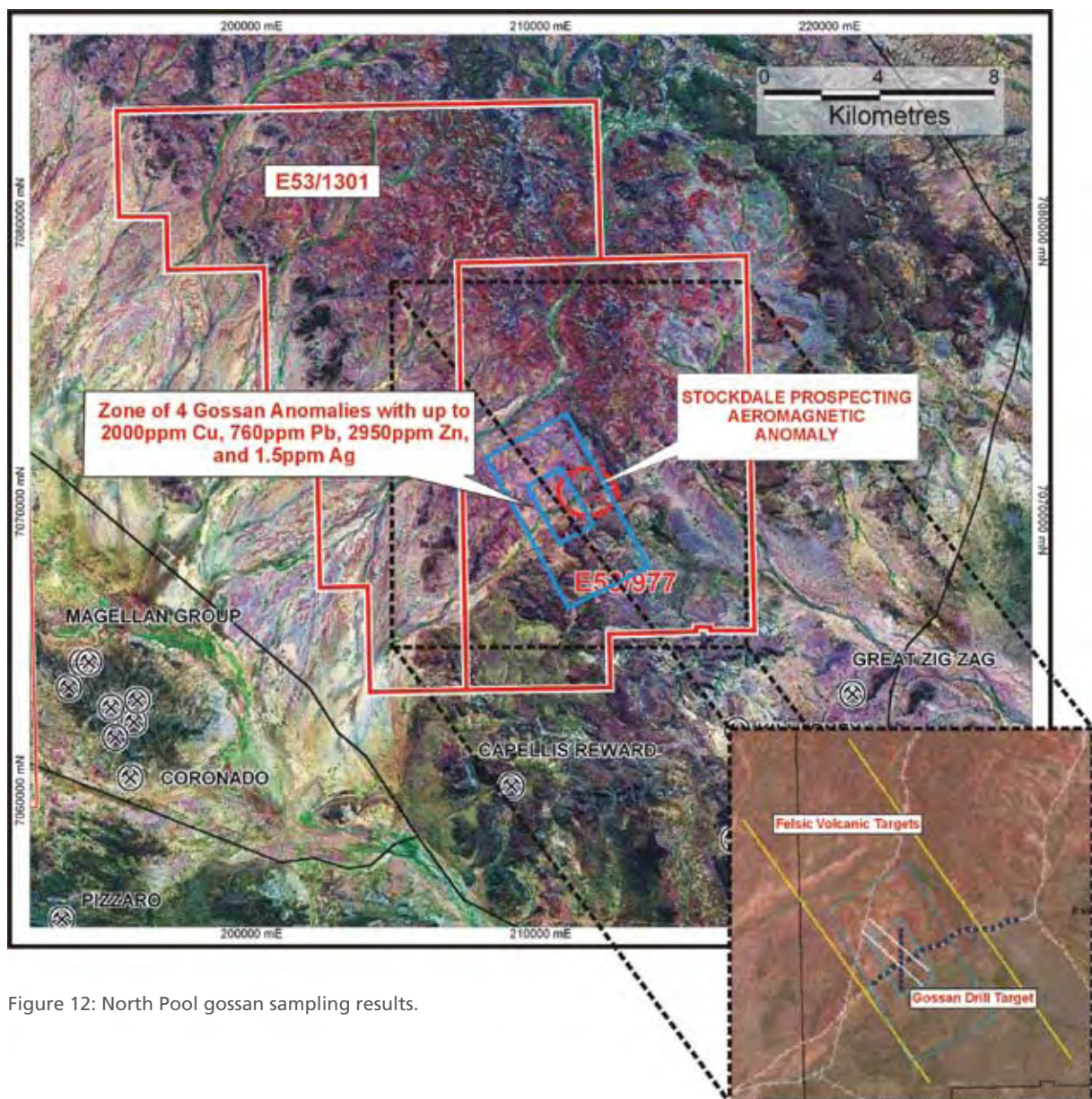


Figure 12: North Pool gossan sampling results.

6.2 RESULTS AND PROPOSED PROGRAM

Results to date show parallel structures to those within the Archaean basement at Mt Bartle. Four gossans were mapped and sampled by Samantha in 1977 (Jessup A 1997).

A northwest southeast trending 600 metre gossan with anomalous Pb Zn Cu was sampled in 1986 by Denis O'Meara. The area was subjected to intense weathering and laterisation of felsic volcanics with hydrothermal pyrite base metal alteration.

The target sedimentary-exhalative (SEDEX) and VMS base metal sulphide deposits may exist beneath or in close proximity to the surface exposures of known widespread surface mineralisation in the felsic volcanics. Surface sampling results returned up to:

2950ppm Zn, 760ppm Pb, 2000ppm Cu (Figure 8).

In this intensively weathered sub-surface regolith the surface levels of base metals are regarded as highly significant for the presence of a mineralising volcanogenic system of considerable extent. Previous exploration has been concentrated on shear hosted vein style gold deposits and has not considered other geological environments such as VMS and SEDEX models of deposition.

The following expenditure program is recommended:

ITEM	YEAR 1	YEAR 2	TOTAL
Geology	\$25,000	\$25,000	\$50,000
Geophysics	\$30,000	\$40,000	\$70,000
Drilling RAB	\$50,000	\$70,000	\$120,000
Field Support	\$30,000	\$40,000	\$70,000
Administration	\$25,000	\$20,000	\$45,000
TOTAL	\$160,000	\$195,000	\$355,000

Table 4: North Pool Project Proposed Exploration Budget.

7.0 DIAMOND WELL BASE METAL PROJECT

Tenements EL51/1191, ELA51/1204 and 51/1205

7.1 INTRODUCTION

The Diamond Well group of tenements are located 87km west northwest of Wiluna, and 18km north of the Wiluna-Meekatharra road west of Mt Russell. The tenements lie on the eastern portion of the Glengarry 1:250,000 map sheet (SG50-12), and on the published 1:100,000 Mount Bartle and Merewether geological sheets (2845 and 2844 respectively).

7.2 DIAMOND WELL GEOLOGY & EXPLORATION RESULTS AND PROPOSED PROGRAM

Results to date show high base metal zinc values within fault zones of an interpreted graben. Prospecting has returned up to 890 ppm Cu and 10,300 ppm Zn (1.03% Zn). At Diamond Well a mineralised zone 500 metres long and 2 metres wide returned up to 1.05% Pb 850 ppm Cu and 19 g/t Ag (Figure 9).

The Diamond Well Cu, Zn prospect is in a similar stratigraphic position 35km to 50km west of the Mt Bartle prospect. Airborne magnetic interpretation indicated a graben extending through Killara and Diamond Well and of 35km width. A thick pile of submarine to sub-aerial volcanics has been extruded from easterly sub-crustal rifts forming a local basement.

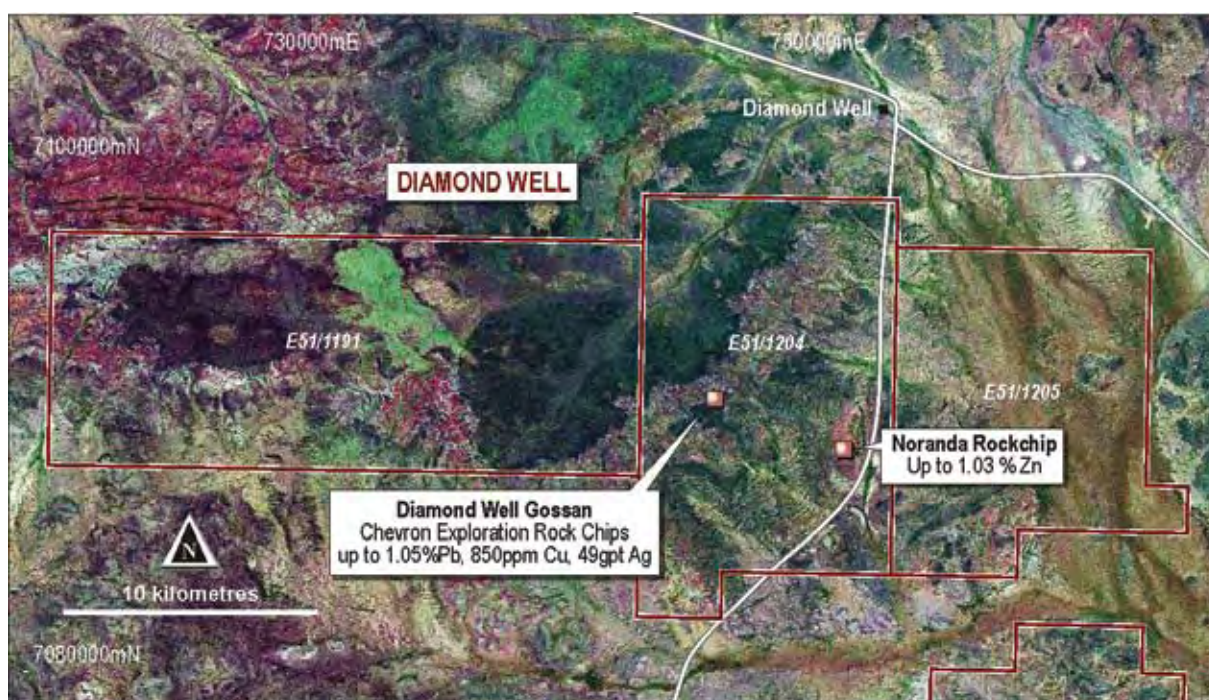


Figure 13: Diamond Well Geology geochemical map data.

Ferruginous, pyritic and tuffaceous shales overlie the volcanics. The folded and faulted Proterozoic volcanics and sediments contain irregular quartz veins with minor Pb, Cu and Ag. Two vein sets occur; one steeply dipping east- northeast trending and another of vertical dip and north south orientation. North east striking ferruginous shales, tuffaceous sandstone and minor limestone outcrop underlain by shallow dipping basic to intermediate volcanics. Significant mineralisation was located in the east north east tensional fault possibly up to 1.4 km length. Mineralisation is contained in chemical sedimentary rocks (carbonate and black shale, with some breccia) and includes Fe, Zn and Cu -sulphides, of malachite, covellite and chalcocite. Geochemistry shows association of zinc, cobalt and nickel with manganese bearing shale. Sampson's Bore returned values up to 1.03% Zn. Uranium exploration up to 1980 by Chevron Exploration Corporation provides a large amount of geological and stratigraphic detail was inconclusive in defining environments for uranium deposition.

The following expenditure program is recommended;

ITEM	YEAR 1	YEAR 2	TOTAL
Geology	\$5,000	\$5,000	\$10,000
Geophysics	\$10,000	\$20,000	\$30,000
Drilling RAB	\$55,000	\$85,000	\$140,000
Field Support	\$25,000	\$25,000	\$50,000
Administration	\$20,000	\$20,000	\$40,000
TOTAL	\$115,000	\$155,000	\$270,000

Table 5: Diamond Well Project Proposed Exploration Budget.

8.0 RAINBOW BORE, CLARRIE WELL AND FENCELINE BASE METALS URANIUM PROJECT

ELA51/1206 (Rainbow Bore), ELA51/1207 (Clarrie Well) and ELA51/1208 Fenceline)

8.1 INTRODUCTION

The Rainbow Bore group of tenements are located 64km west northwest of Wiluna (Figure 2), and straddle the Wiluna-Meekatharra road west of Mt Russell. The tenement lies on the eastern portion of the Glengarry 1:250,000 map sheet (SG50-12), and on the published 1:100,000 Mount Bartle and Merewether geological sheets (2845 and 2844 respectively).

8.2 GEOLOGY, RESULTS AND PROPOSED PROGRAM

The geology of the ELAs consists of Proterozoic sediments including sandstones conducive to uranium emplacement. A Chevron prospect for copper and zinc occurs immediately south of the ELA51/1206 and Oklo Uranium Ltd has another area to the south for uranium near the Proterozoic unconformity. The recommended exploration program below includes modern magnetic, gravity and spectrographic surveys to define targets based on structural geological determinations:

ITEM	YEAR 1	YEAR 2	TOTAL
Geology	\$10,000	\$5,000	\$15,000
Geophysics	\$10,000	\$10,000	\$20,000
Drilling RAB	\$32,200	\$40,000	\$72,200
Field Support	\$15,000	\$25,000	\$40,000
Administration	\$21,800	\$50,000	\$71,800
TOTAL	\$89,000	\$130,000	\$209,000

Table 6: Rainbow Bore Project Proposed Exploration Budget

9.0 MT NARRYER GOLD URANIUM PROJECT

E09/1394 (Emergent 80%, Pandell Pty Ltd 20% free carried to BFS)

9.1 INTRODUCTION

The project encompasses an area Mr O'Meara (Pandell Pty Ltd) has monitored over the years as a potential gold prospect. The ground encompasses several radiometric anomalies as shown on an old BMR map in the Southern Cross Well Area.

9.2 TENURE, LOCATION & ACCESS

Located on the Byro 1:250000 sheet, between Mt Narryer and Curbur station homesteads the ground is accessed by station roads from Mt Narryer and Curbur station homesteads. The licence is located on the Byro 1:250,000 sheet (SG 50 -10) and the 1:100,000 sheets Badgeradda (2044).

9.3 GEOLOGICAL SETTING

The project area is located close to the western edge of the Archaean gneiss-migmatite terrain controlled by the Meeberrie Fault and is underlain by high grade metamorphics of variable grain size banded gneiss consisting of microcline-plagioclase-quartz-biotite composition in part migmatitic. Metamorphosed Banded Iron formation (BIF) are presented as of quartz-magnetite rocks.

9.4 EXPLORATION HISTORY

The area was targeted for diamond exploration by Carr Boyd and Rio Tinto in the 1980s and 1990s using EM and geochemistry without economic success (one micro diamond was found and recorded). Rio identified an ultramafic unit in the area. It would appear that the area may have been targeted for uranium potential in addition to the gold potential.

9.5 EXPLORATION PROGRAM

Of particular interest and importance are BMR recorded uranium anomalies numbered 18 to 22 on the old BMR aeromagnetic map which have no record of being followed up (Figure 10). These targets may have copper and or gold associated mineralisation and ground detailing is expected to delineate drill targets for these commodities. Geophysical surveying and RAB drilling may further define mineralisation.

The following expenditure program is recommended:

ITEM	YEAR 1	YEAR 2	TOTAL
Geology	\$15,000	\$10,000	\$25,000
Geophysics	\$50,000	\$20,000	\$70,000
Drilling RAB	\$55,000	\$65,000	\$120,000
Field Support	\$15,000	\$15,000	\$30,000
Administration	\$15,000	\$20,000	\$35,000
TOTAL	\$150,000	\$120,000	\$270,000

Table 7: Mt Narryer Project Proposed Exploration Budget

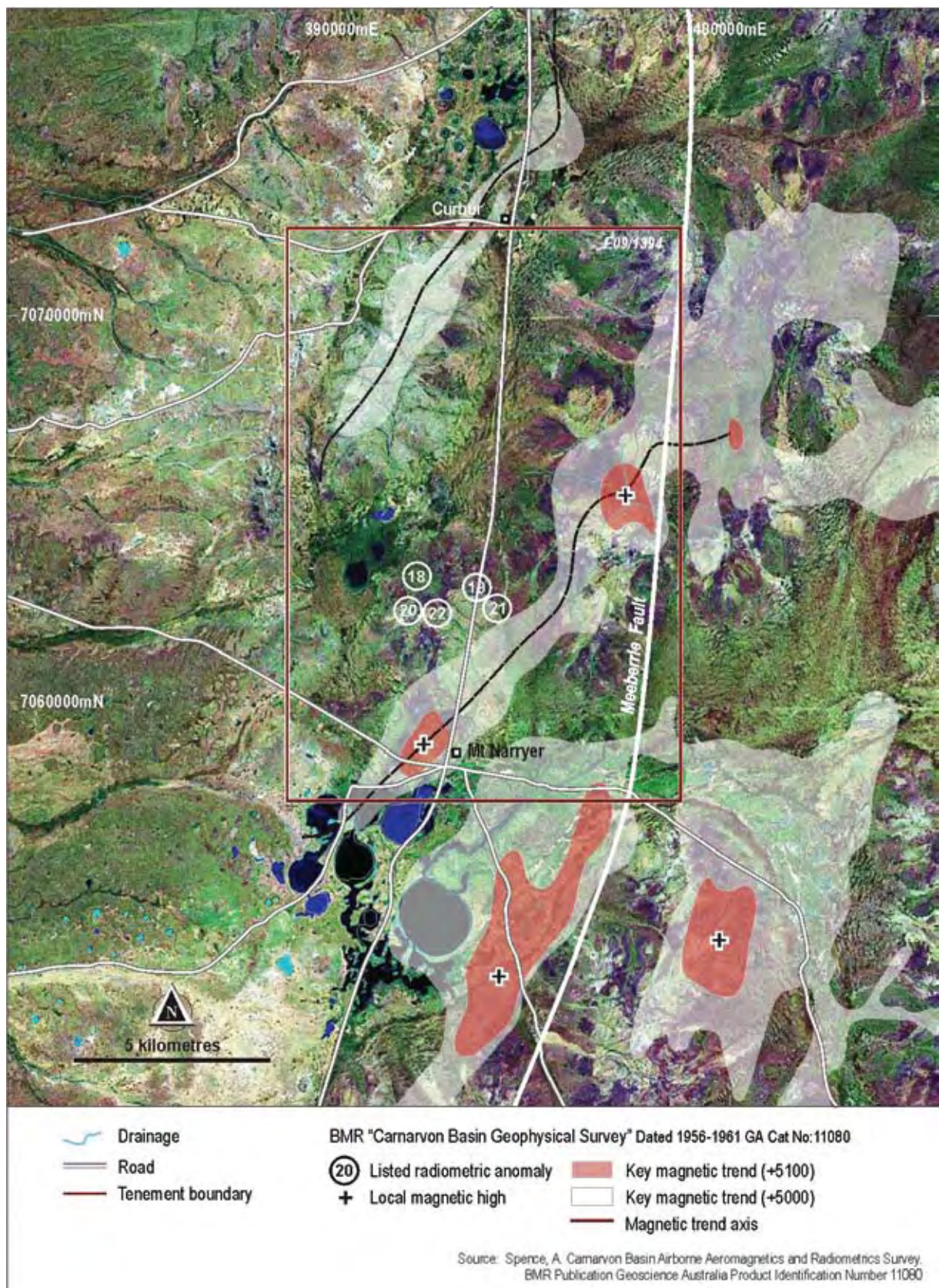


Figure 14: Mt Narryer - Radiometric anomalies on Landsat imagery.

10.0 MARBLE BAR COPPER GOLD PROJECT

ELAs 45/2684 and 45/2223 and PLAs 45/2575, 45/2576 & 45/2577

10.1 INTRODUCTION

The Marble Bar Exploration Licence applications lie adjacent to each other and form a contiguous block around the historic mining centre of Marble Bar. There are some exclusions, as current granted mining leases mainly in ELA 45/ 2223.

The project area is accessed by a good system of local and station roads from the township. The licences are located on the Marble Bar 1:250,000 sheet (SF 51-8) and the 1:100,000 sheet Marble Bar (2855).

The climate is semi-arid with hot summers and cool winters. Highly irregular rainfall averages 230 mm which mainly falls in January and July, derived from northern cyclonic systems and the southern winter rains.

10.2 TENURE

These applications are held by Oakover Gold Ltd (Oakover) and the beneficial ownership is subject to an agreement with EMG.

TENEMENT	AREA	BLOCKS	\$	
ELA45/2223	39 km ²	13	\$20,000	Centred on Marble Bar
ELA45/2684	48 km ²	16	\$20,000	SE of Marble Bar
PLA45/2575	59.9ha		\$2,400	SE of Marble Bar
PLA45/2576	154.3ha		\$6,160	SE of Marble Bar
PLA45/2577	182.4ha		\$7,296	SE of Marble Bar

Table 8: Marble Bar Tenements

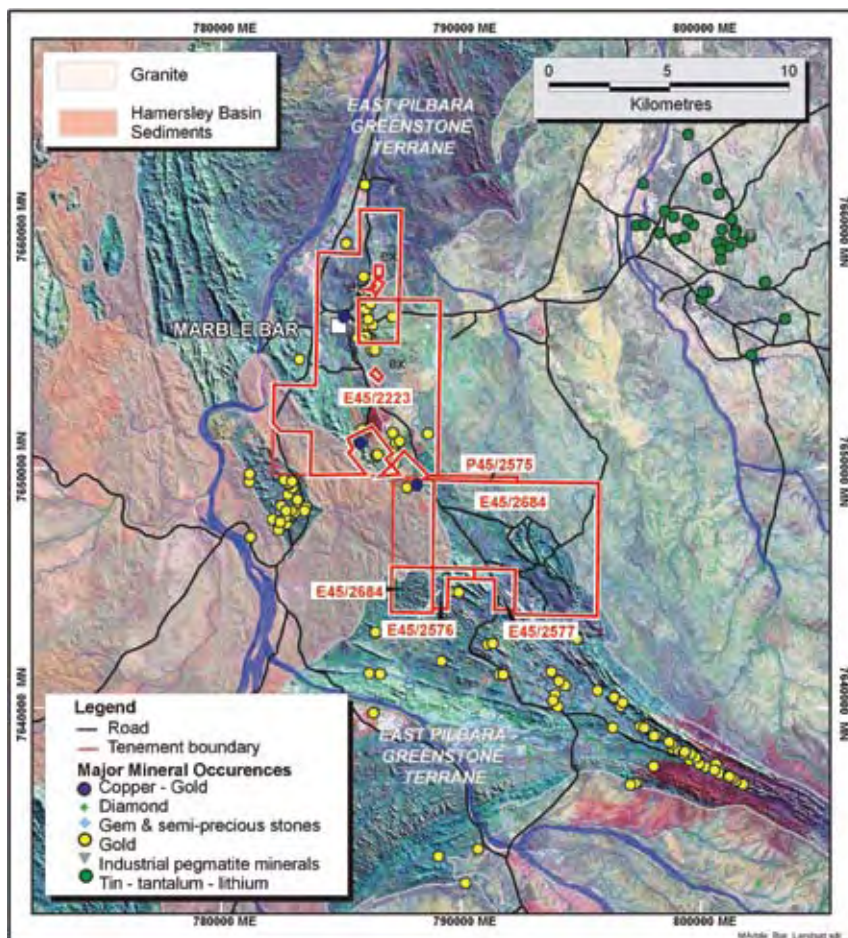


Figure 15: Marble Bar tenements, geology and mineralisation on Landsat imagery.

10.3 GEOLOGY AND MINERALISATION

Marble Bar is located in western part of the Pilbara Goldfield, an Archaean Granite Greenstone Terrain (see Figure 11). The Archaean Greenstone is typical of others world wide in that comprises layered assemblages of volcanic and intrusive mafic and ultramafic rocks with minor intermediate volcanics. Interbedded cherts and sedimentary rocks exist and the sequence is overlain by Proterozoic BIFs. The GSWA has designated the greenstones in the Marble Bar area as the Warrawoona Group that dominated by ultramafic, mafic, felsic and ultramafic assemblages of volcanic rocks with sediments and chlorite schists.

The most significant structural feature in the Marble Bar area is the highly tectonised, ultramafic Warrawoona Greenstone belt, which is located between the Mt Edgar and Corunna Down Batholiths. The greenstones have been subjected to greenschist facies metamorphism, with amphibolite facies metamorphism common at contracts with granite batholiths. The mineralisation in the Warrawoona belt occurs at contacts hosted by fuchsitic shear zones and shear parallel quartz veins. The shear zones are boudinaged and there tends to be an anticlockwise shear control to the deposits.

The tenements cover thicker part of Warrawoona Greenstones consisting of ultramafic and felsic volcanic rocks that have good potential for VMS and barite mineralisation and further potential for nickel-copper sulphide mineralisation (see Figure 12). The Big Stubby is located

just south of Marble Bar and Mons Cupri and Sulphur Springs are all VMS deposits in the Pilbara region.

The gold deposits are dominantly structurally controlled in the Marble Bar area. The Big Schist Well prospect covers a west dipping north and striking sequence of felsic and mafic Archaean mafic and felsic volcanic rocks. A lens of felsic volcanic at Big Schist Well has dimensions of 1,000 metres by 350 metres and is in part fuchsitic (nickel bearing mica). The interpreted basic tuff and lava have north trending layer parallel schistosity which dips 20° to 40° west. Granite intrudes the sequence from the east and numerous dolerite dykes traverse the area.

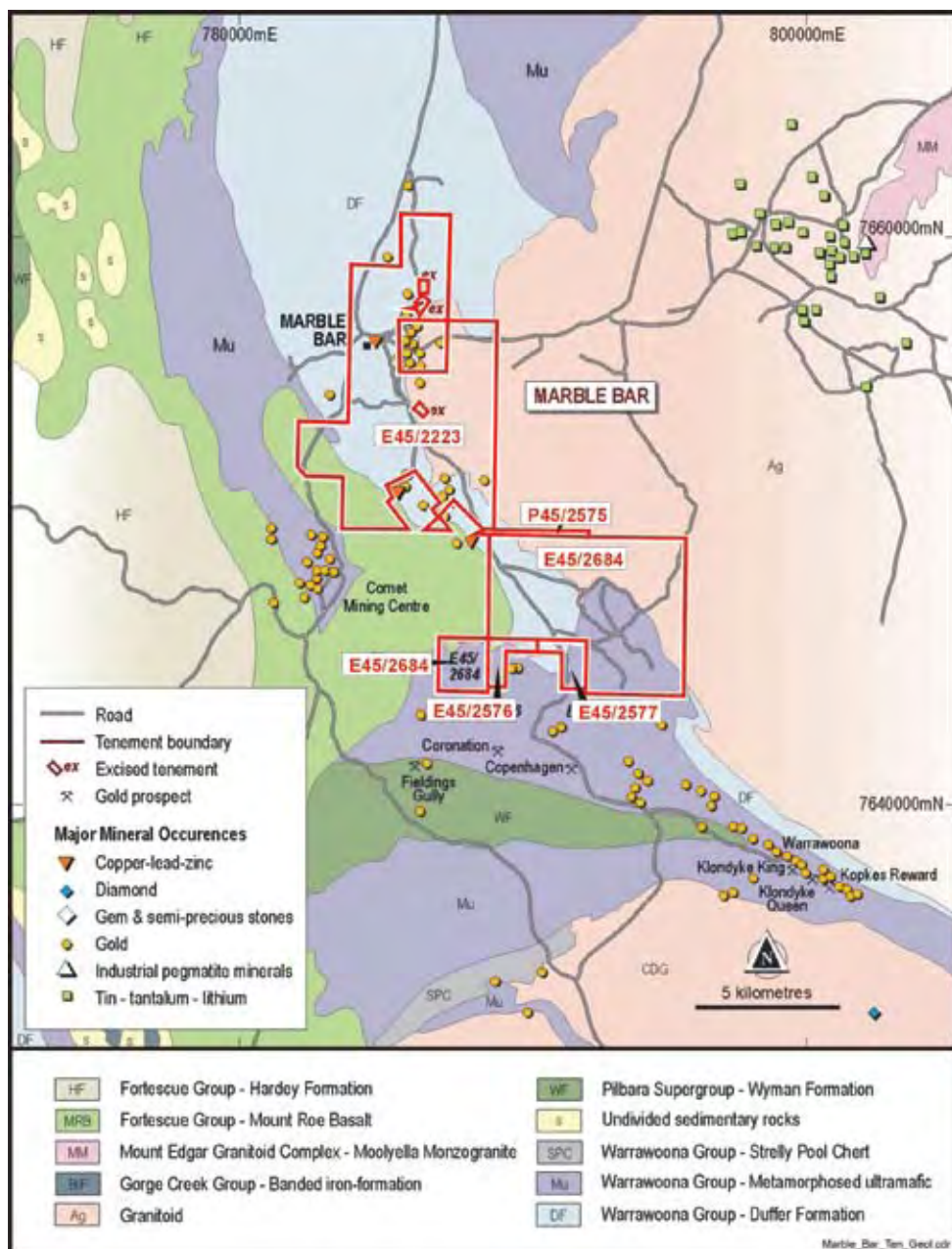


Figure 16: Marble Bar tenements geology and mineralisation.

10.4 PREVIOUS EXPLORATION

Many prospectors and companies have explored the Marble Bar area since the discovery of gold in the area in the 1880s. Of particular relevance is recent work conducted by Haoma Mining NL, Stockdale Prospecting Limited, Lynas Gold NL and CRA Exploration from the late 1980's, targeting gold mineralisation as high grade vein deposits and surface alluvial deposits. Geochemical and geophysical techniques have been used to explore for gold/ base metals and diamonds and with geological mapping and drilling.

Historical workings and prospecting has highlighted favourable areas around Marble Bar, some of which have been mined and other targets have not been comprehensively followed up or tested.

A summary of the more recent open file data is detailed below.

Haoma Mining NL in until recently explored extensively in the Marble Bar area using mapping geochemistry and drilling to target shear hosted gold deposits in the Archaean.

Stockdale Prospecting JV in 1998 conducted diamond exploration in the area using reconnaissance stream sediment sampling, aeromagnetism and follow up loam sampling.

Lynas Gold NL 1998 explored the area south east of Marble Bar along the Klondyke Shear zone soil sampling and geological mapping targeting shear hosted gold in the Archaean.

CRA Exploration 1982 evaluated the potential of the Dawn Alluvial gold prospect but did not proceed to mining.

CRA Exploration 1996 evaluated the area to the north of Marble Bar with stream sediment samples and rock chip sampling following up previous detailed airborne magnetic and radiometric surveys in the area. CRAE was targeting structural and sulphide hosted gold in the Archaean.

10.5 CONCLUSIONS AND PROPOSED EXPLORATION PROGRAM

The Marble Bar area contains a significant number of high grade gold producers and warrants a modern exploration approach to determine if concealed ore bodies are present. As with many old mining centres the abundance of anomalies and small mines and holdings from many years of mining and exploration confuses and clouds the picture and a fresh look is expected to be beneficial.

The work on the ground will be focused toward delineating both quartz vein gold deposits and volcanogenic massive sulphide deposits typical of the region.

ITEM	YEAR 1	YEAR 2	TOTAL
Geology	\$15,000	\$10,000	\$25,000
Geophysics	\$10,000	N/A	\$10,000
RAB/RC Drilling	\$50,000	\$50,000	\$100,000
Field Support	\$15,000	\$15,000	\$30,000
Administration	\$30,000	\$30,000	\$60,000
TOTAL	\$120,000	\$105,000	\$225,000

Table 9: Marble Bar Project Proposed Exploration Budget

11.0 PATERSON COPPER URANIUM PROJECT

11.1 INTRODUCTION

Three applications for ground near the Kintyre Uranium Deposit have been acquired, two within the Rudall River National Park (which may not be granted and accessed due to conditions with the National Park) and three covering significant radiometric anomalies which warrants a modern exploration approach to determine if concealed uranium deposits are present. Shifting sand dunes and loess type soil can obscure deposits in these areas.

The applications (Figure 13) are located to the east and northeast of the Kintyre Uranium Deposit in the Rudall Range. The Kintyre uranium (published historically) resource is the 5th largest in Australia and is comprised of three unconformity vein style U_3O_8 deposits; Kintyre, Whale and Pioneer totalling 36,000 tonnes of contained U_3O_8 at grades varying from 1,500 to 4,000 g/t U_3O_8 .

11.2 LOCATION, CLIMATE, VEGETATION AND ACCESS

The Rudall region occupies the northern margin of the Little Sandy Desert and the southwestern margin of the Great Sandy Desert bounded by latitudes 22°S and 23°S and longitudes 121°E and 123°E. The area forms part of the Marble Bar District of the Pilbara Mineral Field. Access is via Telfer 80km to the north and then by station tracks to the various bores. Tracks in the southern portion of the area connect to Newman via Balfour Downs Homestead and the Ethel Creek - Jigalong road.

The arid climate has annual precipitation of 200mm mainly derived by storm and cyclone activity between November and March. Average precipitation is 440mm and the prevailing winds are from the east and southeast. Average summer temperatures range from 25 to 40°C. Winter temperatures can vary from 5 to 25°C. Vegetation consists mostly of spinifex grasses and other forms of vegetation vary with terrain. Sandplains contain grevillea, acacia and soft shrubs, Eucalyptus, ti-tree, and desert oak. Major drainage contains large Eucalyptus and various grasses. Rocky outcrop has small scrub, grasses, mulga and Eucalypts.

The physiography is the result of several periods of erosion and deposition including the Permian glaciation, Tertiary peneplanation and recent erosion and deposition.

11.3 TENURE

The Exploration License Application details are set out below and in the Solicitors Report elsewhere in this Prospectus.

ELA45/3092	8 blocks	SE of Kintyre
ELA45/3096	70 blocks	NE of Kintyre
ELA45/3097	15 blocks	NE of Kintyre

Table 10: Paterson Uranium Project Tenure

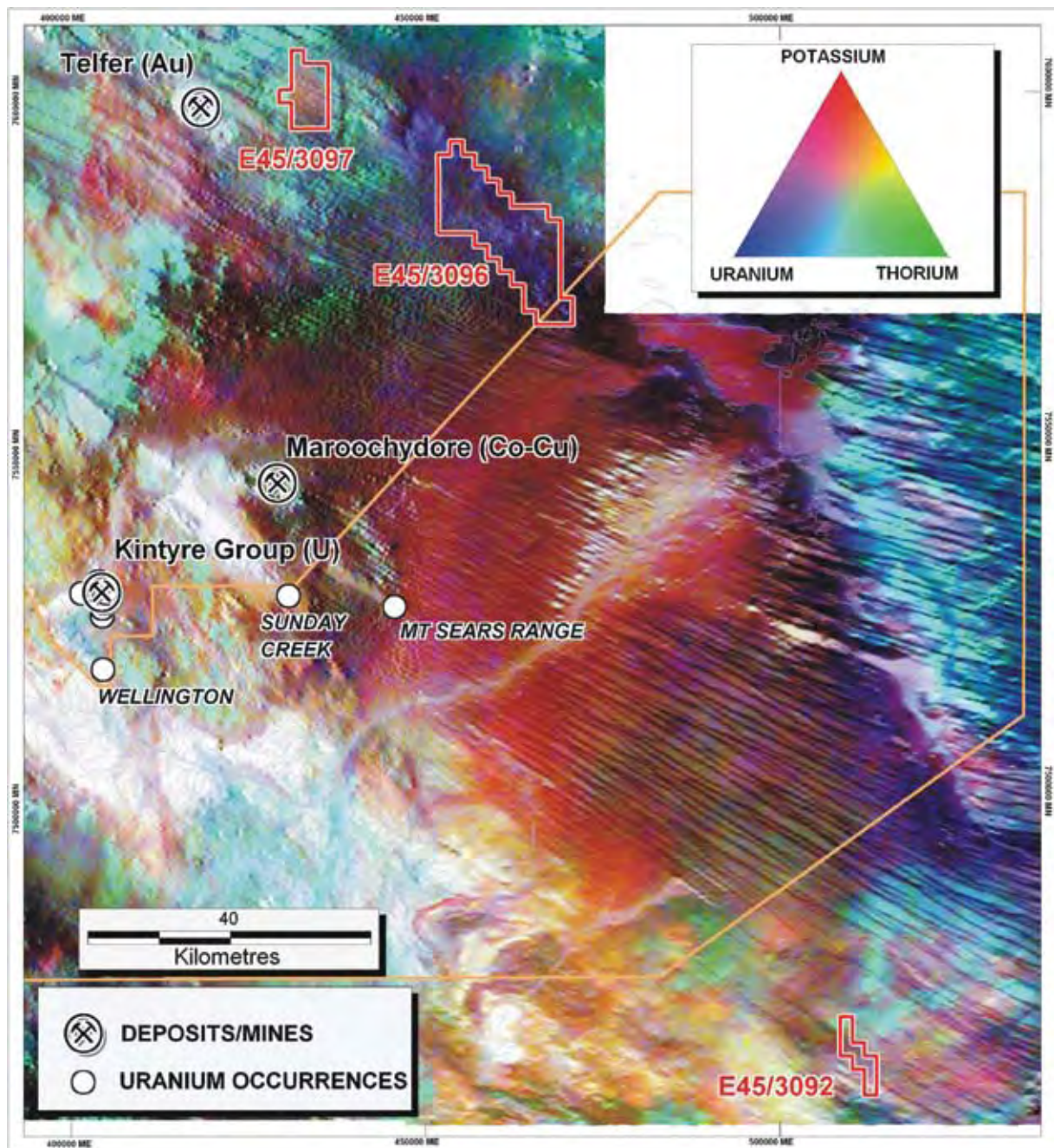


Figure 17: Paterson Regional Mineralisation on LandSat Image.

11.4 REGIONAL GEOLOGY AND MINERALISATION

The Rudall Range area occupies the central area of the Paterson Orogen including the Palaeoproterozoic Rudall Complex, Neoproterozoic Yeneena Supergroup and Neoproterozoic Officer Basin. The Paterson Orogen extends 1200km across the central part of Western Australia from the Yilgarn to the Musgrave Complex. The Rudall Complex consists of highly deformed and metamorphosed sedimentary and igneous rocks. The main mineralisation of the region is the uranium mineralisation (see Figure 13) and base metal mineralisation at Maroochydore (Broadhurst 1:100,000 Sheet). Low order gold occurs with the uranium around Larry Creek (Rudall 1:100,000 Sheet).

11.5 LOCAL AND COMPARATIVE GEOLOGY

The target for exploration is Unconformity-related, sandstone and structural uranium and copper uranium deposits. Unconformity style uranium deposits constitute approximately 33% of the World uranium resources and they include some of the largest and richest deposits.

The main deposits occur in Canada (the Athabasca Basin, Saskatchewan and Thelon Basin, Northwest Territories); and Australia (the Alligator Rivers region in the Pine Creek Geosyncline, NT and Rudall River area (Kintyre Uranium Deposit), WA).

Unconformity-related deposits constitute a major proportion (20%) of Australia's total uranium resources, and much of Australia's total production since 1980 has been mined from two of these deposits - Nabarlek (now mined out) and Ranger 1 & 3. Other major deposits in the Alligator Rivers region are Jabiluka, Koongarra and Ranger 68.

Today, all of Canada's uranium production is from unconformity-related deposits - Key Lake, Cluff Lake, Rabbit Lake (all now depleted), and McClean Lake and McArthur River deposits. Other large, exceptionally high grade unconformity-related deposits currently being developed include Cigar Lake (averaging almost 20% U_3O_8 with some zones spectacularly over 50% U_3O_8).

11.6 KINTYRE URANIUM DEPOSIT (NOT AN ASSET OF THE COMPANY)

Kintyre is an unconformity-associated, vein type uranium deposit discovered by Rio Tinto in 1985 by surface follow-up of radiometric anomalies detected during an airborne survey near the unconformity between the Yandagooge Formation of the Rudall Complex and Coolbro Sandstone (Jackson and Andrew, 1990). The published historical resources (combined Kintyre, Whale and Pioneer deposits) totals 36,000 tonnes of contained U_3O_8 with average grades ranging from 1,500 to 4,000 g/t U_3O_8 categorised as Indicated 24,000 tonnes and Inferred 11,000 tonnes.

The mineralisation is hosted by sheared chloritic schist in contact with dolomitic limestone and graphitic schist. The ore mineral is mainly pitchblende with accessory copper, lead, zinc, bismuth, gold, platinum and palladium. The gold has peak assays of 15 g/t Au. Other uranium mineralisation in the area can also have associated silver, molybdenum, chromium and nickel.

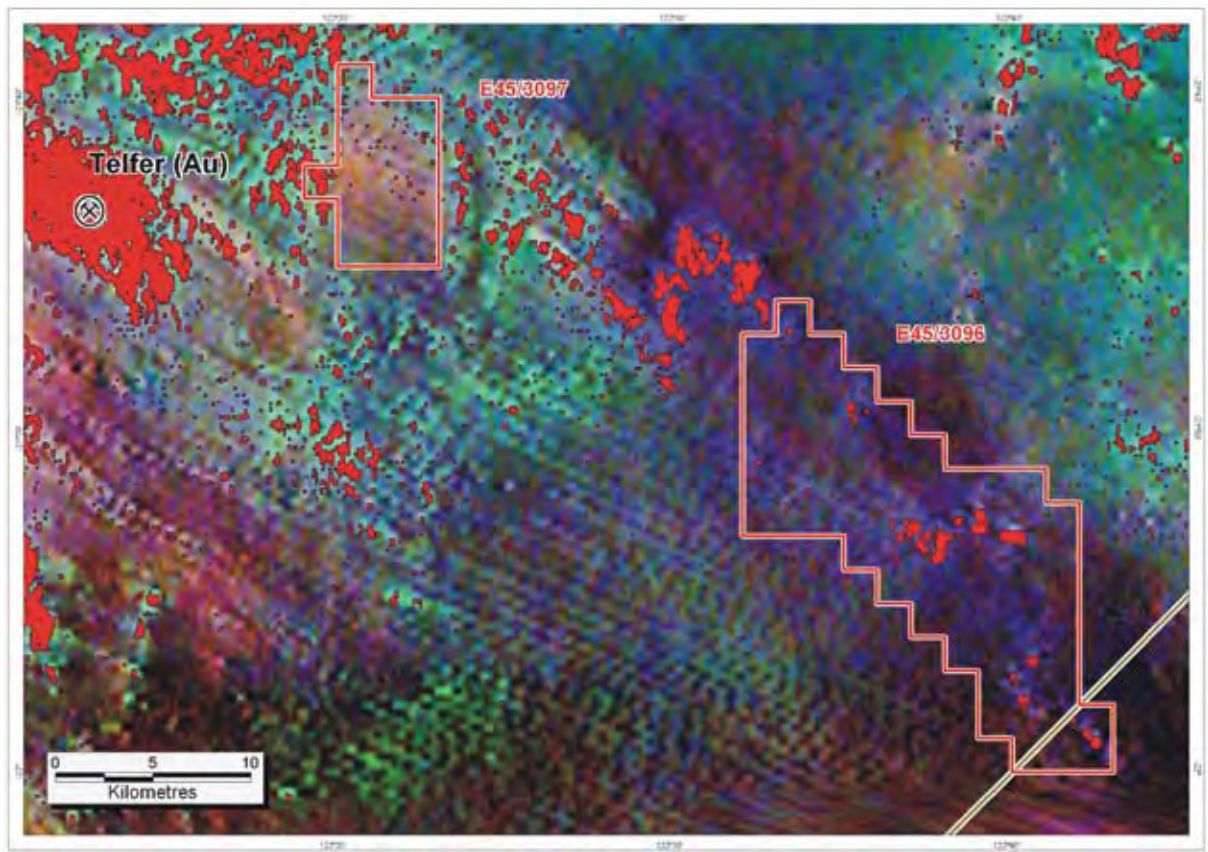


Figure 18: Paterson area tenements detail of radiometric anomalies

11.7 PREVIOUS EXPLORATION

Isolation and lack of surface water impeded exploration in the region until the discovery of gold at the Telfer Dome in 1971 (Hickman and Bagas, 1998). The Rudall 1:250,000 sheet area (SF 51-10) was mapped in 1974-75 (Chin et al., 1980) and reported on by Williams et al., 1976. The BMR produced Bouger gravity maps in 1970 and radiometric contour maps in 1987 (see Figure 14- modified U-contour map). Uranium was discovered at Kintyre on the Broadhurst 1:100,000 Sheet in 1985 and exploration for this style intensified utilizing airborne geophysics and stream sediment geochemistry. The radiometrics were led to the delineation of a number of prospects before the demise of the uranium exploration activity in the early 1980s due to the drop in uranium prices. Mineralisation was found to be located at the contact of the Coolbro Sandstone and the overlying Broadhurst Formation in some areas and stratigraphically controlled related to sandstone type mineralisation. Genesis was interpreted to have been hydrothermal with low grade remobilized primary material from the carbonaceous shales concentrated at various shale –sandstone interfaces.

11.8 CONCLUSIONS AND PROPOSED PROGRAM

In the Rudall region potential for further unconformity associated uranium deposits exists particularly under thin surface clay and sand deposits.

In Australia there has been very little exploration to locate deeply concealed deposits lying

above the Alligator Rivers/Arnhem Land area similar to the very high grade deposits in Canada. The Kintyre deposit in the Rudall River area is similar to the deposits in the Alligator Rivers region.

Unconformity-associated uranium mineralisation has been demonstrated throughout the region although the discovery was after the fall in uranium prices and exploration activity. A modern systematic approach to the search for further deposits particularly those concealed by shallow clay rich alluvium is warranted.

To carry out the above outlined work after grant the following program is anticipated;

ITEM	YEAR 1	YEAR 2	TOTAL
Geology	\$15,000	\$10,000	\$25,000
Geophysics	\$30,000	N/A	\$30,000
RAB/RC Drilling	\$50,000	\$50,000	\$100,000
Field Support	\$15,000	\$15,000	\$30,000
Administration	\$20,000	\$20,000	\$40,000
TOTAL	\$130,000	\$105,000	\$235,000

Table 11: Paterson Project Proposed Exploration Budget

12.0 PRINCIPAL REFERENCE SOURCES

12.1 GENERAL SOURCES

South Australia

Esdale D, Pridmore DF, Coggon J, Muir P, Williams P and Fritz , 2004: The Olympic Dam copper-uranium- gold- silver- rare earth element deposit, South Australia: a geophysical case study. In: Dentith, M. C. (Ed), Geophysical Signatures of South Australian deposits. Centre for Global Metallogeny. University of Western Australia. Publication, 31, and Australian Society of Exploration Geophysics. Special Publication, 12: 147-168.

Fairclough M, 2005. Geological and metallogenic setting of the Carrapateena FeO-Cu-Au prospect – a PACE success story. MESA Journal, 38, pp 4-7.

Western Australia

Butte CRM, Mann AW, Horowitz RC, 1984

Regional Setting, Distribution and Genesis of Surficial Uranium Deposits in Calcretes and Associated Sediments in Western Australia. Surficial Uranium Deposits. IAEA TecDoc-322, pp. 121-128.

Carlville DP, Leckie JF, Moorhead CF, et al, 1990)

Coronation Hill gold-platinum-palladium deposit. AusIMM Monograph 14 pp759-762

- Lalor JH, 1987
The Olympic Dam Copper-uranium-gold-silver deposit, South Australia. In: Horn, MK (Ed), 4th Circum-Pacific Energy and Mineral Resources Conference, Singapore, 1986. Transactions, pp 561-567
- Mernagh TP, Heinrich, CA, Leckie JR et al, 1994
Chemistry of Low Temperature Hydrothermal Gold, Platinum and Palladium (+ Uranium) Mineralisation at Coronation Hill, Northern Territory, Australia. Econ. Geol. Vol89 No.5 pp 1053-1073
- Mao J, Lehmann B, Du A, Zhang G, Ma D, Wang Y, Zeng M, and Kerrich R, 2002
Re-Os dating of Polymetallic Ni-Mo-PGE-Au mineralisation in Lower Cambrian black shales of South China and its geological significance: ECONOMIC GEOLOGY, v.97, p1051-1061.
- O'Driscoll EST, 1988
Lineament tectonics in ore search, with examples including Olympic Dam. Australian Mineral Foundation course 563/88 (unpublished).
- Swager CP, 1995
Geology of the Greenstone Terranes in the Kurnalpi -Edjudina Region, Southeastern Yilgarn Craton. Geological Survey of Western Australia, Report 47, 28pp.
- Swager CP, 1997
Structural Evolution of Greenstone Terranes in the Southern Eastern Goldfields, Western Australia. In, Cassidy, K.F., Whitaker, A.J., and Liu, S.F., (Eds) Kalgoorlie '97 An International Conference on Crustal Evolution, Metallogeny and Exploration of the Yilgarn Craton – An Update, Extended Abstracts. AGSO Record 1997/41, p49-53.
- Woodall R, 1991
WMC's Australian mineral exploration: yesterday, today and tomorrow. Western Australian Geoscientific Technical Conference, Perth, 1991 (unpublished)
- Woodall R, 1992
Empiricism and concept in successful exploration. In: 11th Australian Geological Convention, Ballarat, 1992. Geological Society of Australia. Abstracts, 32:49-51
- Woodall R, 1993
The multidisciplinary team approach to successful mineral exploration. Society of Economic Geologists. Newsletter. 4:1-6
- Woodall R, 1994
Empiricism and concept in successful mineral exploration. Australian Journal of Earth Sciences, 41(1):1-10

12.2 BEYONDIE IRON PROJECT

- ATLAS IRON LIMITED
Website www.atlasiron.com.au
- WIKIPEDIA
www.wikipedia.com
- BADER, K., 1997
Annual report for E52/413-415, 431-432, 439-440, 450, 547, 572-574, 577-580, 587,603, 660, E69/387, 420-424, 426, 428, 1046-1048, M52/260, 412, 416, 420, 428-443, M69/8-9, 12, Nabberu Belt Project, for the period 1 January 1996 to 31 December 1996. Great Central Mines Limited. MinDex
- BRAKEL,A.T., ELIAS,M.,BARNETT, J.C. 1982
1:250,000 Geological Series – Explanatory notes Colier SG50-4. Geol. Surv. W.A.
- CARNES, C., 1998
Joint Annual Report for C172/1995, Nabberu, for the period 2 January 1997 to 1 January 1998. Asro Mining NL.
- CARNES, C.A., 1998
Annual Report for E52/4394140, E69/420-4274, 426, 428, 1046-1048, 1212-1213, M52/412, 420, 428-443, M69/8-9, 12, 22-25, Nabberu Project, for the period 2 January 1997 to 1 January 1998. Astro Mining NL.Mindex
- DAVIE-SMYTH, M.J., 1991
Annual Report on E52/360, E52/431 and E52/432 for the period ending 18 April 1991. Johnson's Well Mining NL. Mindex
- DAVIE-SMYTHE,M.J., 1992
Annual Report for E52/439-440, Marymia Project, for the period 28 February 1991 to 27 February 1992. Great Central Mines NL.

-
- DAVIE-SMYTHE, M.J., 1993
Annual Report on E52/562-580 for the period ending 21 October 1993. Great Central Mines NL. Mindex
- DAVIE-SMYTHE, M.J., 1994
Annual Report for E69/420-424, 426-428, Nabberu Project, for the period 2 January 1993 to 1 January 1994. Great Central Mines NL. Mindex
- DAVIE-SMYTHE, M.J., 1995
Annual Report for E69/420-424, 426-428, Nabberu Project, for the period 2 January 1994 to 1 January 1995. Great Central Mines NL. Mindex
- DAVIE-SMYTHE, M.J., 1995
Annual Report for E52/439-440, M52/428-443, Marymia Two Pools Project, for the period 16 September 1993 to 15 September 1994. Great Central Mines NL Mindex
- DAWSON & STEPHENS
Statistical classification of garnets from kimberlites and associated xenoliths. *Journal of Geology* 1975, Vol 83, p.589.
- LEWIS, C.R., 1994
Annual Report on Exploration Licence E52/572-574 and E52/577-580 for the period ending 21 October 1994. Mindex
- LEWIS, C.R., 1996
Annual Report for E52/413-415, 439-440, 547, 572-574, 577-580, 603, E69/420-424, 426, 428, M52/260, 412, 416, 420, 428-443, Great Nabberu Project, Joint Annual Report for the period 1 January 1995 to 31 December 1995. Great Central Mines NL. Mindex
- MURPHY, K.,
Annual Report on E52/360 Copper Hills Joint Venture for the period ending 20 May 1990. Johnson's Well Mining NL. Mindex
- MURPHY, K., 1990
Annual Report on E52/360 "Copper Hills" Joint Venture for the period ending 20 May 1990. Johnson's Well Mining NL. Mindex
- STARKEY, L.J., 1990
Interpretation Report on Detail Aeromagnetic, Plutonic North, May 1990. Great Central Mines NL. Mindex
- STARKEY, L.J., 1990
Interpretation Report on Details Aeromagnetic, Plutonic North, May 1990. Great Central Mines. Mindex
- VAN KANN, M.Y., 1999
Joint Annual Report for C/172/1995, Nabberu, for the period 1 January 1998 to 31 December 1998. Astro Mining NL. Mindex

12.3 GLENGARRY PROJECT

- Anon., 1984
Annual Report Paroo Prospect, exploration licences 53/2, 53/3. Unpub report by Australian Consolidated Minerals for DME October 1984. Item 3101, A 14601.
- Archer D 1992
Annual Report Killara E51/329, 330, 377-386 year ending 28/2/93. Unpub Report by RGC for DME. February 1993 A37815.
- Brown AC, 1998
Sediment-hosted Stratiform Copper Deposits: Deposit – type Name and Related Terminology. In: Sediment-hosted Stratiform Copper Deposits. Boyle RW, Jefferson CW, Jowett EC and Kirkham RV, Editors.
- Dawes PR, and Pirajno F, 1998
Geology of the Mount Bartle 1:100,000 sheet: Western Australia Geological Survey, 1:100,000 Geological Series Drummond, A.J., 1983. Annual report Paroo base metal project Western Australia, exploration licences 51/1, 53/2, 53/3. Item 3101, A 12928.
- Edgar W, 1994
Annual Report Period 19/1/93 to 28/2/94 Killara M7616/3 E51/329 & 330, 377 to 380, 386 and 435. Unpub Report RGC Exploration Pty Limited for DME. Feb 1994. A40871
- Ferdinando DD, 2002
Geology of the Merewether 1:100,000 sheet: Western Australia Geological Survey, 1:100,000 Geological Series Explanatory Notes.

Ivernia West

website www.ivernia.com

Jessup AML, 1977

Wiluna Prospect Progress Report at 17th January 1977 for Samantha Mines NL. Unpub. report by Samantha Mines for DME

Le Blanc Smith G, Pirajno F, Nelson D and Grey K

Base-metal deposits in the Early Proterozoic Glengarry terrane, Western Australia. Geological Survey of Western Australia 1993-94 Annual Review, pp. 59-62.

McComiskie MR, 1983

Duval Mining (Australia) Ltd. Diamond Well Prospect Annual report on prospecting licences 51/15-51/18. Item 3103, A 13042.

McQuitty B, 1996

Surrender Report M7616/3 E51/329 & 330, 377 to 380, 386 and 435. Unpub Report RGC Exploration Pty Limited for DME. Jan 1996. A46747

O'Meara D, 1988.

Finlayson Range Report, unpub. report

Parnell Pty, 2006

E53/893 Mt Bartle Project 2006 Annual Exploration Report for the Period 31 August 2005 to 30 August 2006. Unpub report by Parnell Pty for DoIR.

Piestrzeniewicz R, 1980

Annual report Diamond Well Prospect temporary reserves 7151H and 7152H Western Australia, year ending August 1980, Unpub. report Chevron Exploration Corporation for DME. Item 1252, A 9835

Pirajno F Occhipinti SA, Swager CP, 1998

Geology and tectonic evolution of the Palaeoproterozoic Bryah, Padbury and Yerrida Basins (formerly Glengarry Basin), Western Australia: implications for the history of the south-central Capricorn Orogen. PrecambrianResearchVol90, No3 pp. 119-140(22).

Pirajno F & Occhipinti, SA

Three Palaeoproterozoic basins—Yerrida, Bryah and Padbury—Capricorn Orogen, Western Australia, Australian Journal of Earth Sciences 47 (4), 675–688. doi:10.1046/j.1440-0952.2000.00800.x

Pirajno F & Adamides NG, 2000

Geology and mineralisation of the Palaeoproterozoic Yerrida Basin, Western Australia: Western Australia Geological Survey, Report 60.

Rugless CS, 2003

Deep-seeking Geochemical Exploration for Base Metal Mineralisation in the Proterozoic Bangemall Basin, W.A. Abstract. In: Vectors to Hydrothermal Mineralisation. AIG Symposium.

Rugless CS, 2005

E53/893 Mt Bartle Project 2004 Annual Exploration Report for the Period 31 August 2003 to 30 August 2004. Unpub. report for Parnell Pty for DoIR.

Sargeant DW, 2003

Mt Bartle Prospect, WA. E53/593 - Annual Report 2003. 31 August 2002 to 30 August 2003 Unpub Report for the DoIR

Small AK, 1978

Noranda Australia Limited Final report on MC 51/3625-3629 and MC 51/3634, Diamond Well, Murchison Goldfield. Unpub. report by Noranda for DME Item 571, A 7700, WAMEX database.

Small AK, 1978

Noranda Australia Limited Report on MC 51/3699-3734 and MC 51/3773-3795, Diamond Well, Murchison Goldfield. Unpub. report by Noranda for DME Item 571, A 7701, WAMEX database.

Stuart L 2005

E53/893 Mt Bartle Project 2004 Annual Exploration Report for the Period 31 August 2004 to 30 August 2005. Unpub. report for Parnell Pty for DoIR.

Stuart L & O'Sullivan R, 2006

E53/893 Mt Bartle Project 2004 Annual Exploration Report for the Period 31 August 2005 to 30 August 2006. Unpub. report for Parnell Pty for DoIR.

Stuart L & O'Meara D, 2007

E53/977 North Pool Project 2007 Annual Exploration Report for the Period 2 March 2006 to 1 March 2007. Unpub. report for Parnell Pty for DoIR.

12.4 MT NARRYER PROJECT

- Carr Boyd Minerals NL, 1982
Byro JV Report Diamond Exploration by Carr Boyd and Seltrust Australia. Unpub. report by Carr Boyd for DME. A10993.
- Crook G, 1998
Annual Report on Exploration for Diamond on Byro East Group of Exploration Licences E20/349-354 for the Period Ending 21/3/98 C28/1998. Unpub Report by Rio Tinto Exploration for DME. May 1998. A54903
- Crook G, 1998
Annual Report on Exploration for Diamond on Byro East Group of Exploration Licences E9/818-823 for the Period Ending 28/4/98 C28/1998. Unpub Report by Rio Tinto Exploration for DME. May 1998. A54904
- Crook G, 1998
Relinquishment Report on Exploration for Diamond on Byro East Group of Exploration Licences E20/349-354 for the Period Ending 24/9/98 C28/1998. Unpub Report by Rio Tinto Exploration for DME. October 1998. A57016
- Fraser SJ, 1979
Final Report on Exploration Completed within TR 7043H Warrie Well Glenburgh, WA Unpub Report by CRA Exploration for DME. August 1979. A8641
- Williams IR, Walker IM, Hocking RM, & Williams SJ, 1983
Geology of the Byro SG50-10 1:250,000 sheet: Western Australia Geological Survey, 1:250,000 Geological Series Explanatory Notes.
- Van Kann MY, 1999
Joint Annual Report C151/1998 Byro to 23 March 1999. Unpub Report by Astro Mining NL for DME. April 1999. A58761

12.5 MARBLE BAR PROJECT

- Christie MH, 1996
Annual Exploration Report for E45/1558 Year ending June 1996. Unpub Report by CRA Exploration for DME. August 1996 A48590
- Darcey WP 1999
Annual Environmental report Comet Mine year ending Oct 1999. M45/14, 16, 459, 490. Unpub Report by Lynas Gold for DME. November 1999. A59192.
- Fox K, 1984
Geological Report of Marble Bar Big Schist Well Gold & Base Metal Prospect WA. for Rockland Pty Ltd.
- Hickman AH & Lipple, 1980
Geology of the Marble Bar SF50-8 1:250,000 sheet: Western Australia Geological Survey, 1:250,000 Geological Series Explanatory Notes.
- Lynas Gold NL, 1998
Annual Report Thompson's E45/1414 year ending 2nd Aug 1998. Unpub Report by Lynas Gold for DME. August 1998. A56264.
- Lynas Gold NL, 1999
Annual Report Thompson's E45/1414 year ending 2nd Aug 1999. Unpub Report by Lynas Gold for DME. August 1998. A56264 A58757.
- Milner SA, 1982
Final Report on the Dawn Alluvial Gold Prospect GML45/1649, 1652, 1653, 1774-1863, 1876-77 Marble Bar WA. Unpub Report by CRA Exploration for DME. May 1982 A11309
- Perring RL, 1993
Final Report E45/1411 & 1412, Marble Bar Project year ending 1993. Unpub Report by Poseidon Exploration for DME. A39502.
- Rowe N, 1998
Annual Report for Period Ending November 1997 Marble Bar SF50-8 Unpub Report by Haoma Mining NL for DME. March 1998. A54110
- Vercoe SC, 1998
Interim Progress Report on E45/1414, M45/792 & 793. Unpub Report Stockdale Prospecting Limited for DME. October 1998. A56271.

12.6 PATERSON PROJECT

- Agar B & Strong S, 1998
Surrender Report E45/1462 Great Sandy April 1998. By Placer Exploration Ltd for DME. April 1998. A55054
- Bagas L, 2000
Geology of Paterson 1:100,000 Sheet WAGS 1:100,000 Geological Series Explanatory Notes
- Bridgewater D, Sutton J & Watterson J, 1974
Crustal down folding associated with igneous activity. Tectonophysics v21 ,p 57 – 77.
- Bishop SR et al, 1989
Annual Report for 1988 on Exploration Completed in the Rudall Region, Rudall WA unpub. Report by CRA for DME. March 1989. I9582 A26951 vol 1-12
- Drake-Brockman J, 1997
Connaughton Joint Venture 1996 Combined Annual Report E's 45/435, 45/445, 45/480, 45/481 & 45/482. Unpub. Report by PNC Exploration (Australia) Pty Ltd for DME. 1997. A50600
- Hand J, 2000
Final Surrender Report on Exploration for the Period Sept 1996 to Sept 2000, Camp Dome South P45/2367-2369 Unpub Report by Normandy Gold Exploration for DME. November 2000. A61377.
- Lubieniecki Z, 1998
Combined Annual Mineral – Exploration Report Tabletop Tenement Group C 187/1996.7 Jan 1998. E45/1435, 1494, 1568, 1580, 1688, 1689, 1690, 1691 & 1692. Unpub. Report by Australian Platinum Mines for DME. Jan 1998. A53362
- Lubieniecki Z, 1999
Combined Annual Mineral – Exploration Report Tabletop Tenement Group C 187/1996. 7 Jan 1999. E45/1435, 1494, 1568, 1580, 1688, 1689, 1690, 1691 & 1692. Unpub. Report by Australian Platinum Mines for DME. Jan 1998 A57639
- Menzies MA, 1997
Surrender Report Exploration Licence 45/1130. Unpub Report by Newcrest Mining Ltd for DME. April 1997. A51031
- Nickel EH, 1999
Mineralogy of Copper Hill PGE Deposit East Pilbara WA. Unpub Report by CSIRO Exploration & Mining Division for Australian Platinum Mines NL. December 1997. see Report by Lubieniecki 1999. in A57639
- Shakesby S, 1998
Relinquishment Report Great Sandy Group Exploration Licences 45/1358 & 1129. Unpub Newcrest Mining Limited for DME. Feb 1998 A55126

13.0 GLOSSARY

Acid Rock	A loose term applied to igneous rocks in which high-silica minerals dominate (also “felsic”)
Aeromagnetic Survey	A survey made from the air for the purpose of recording magnetic characteristics of rocks.
Alluvial	Transported and deposited by water.
Alteration	Rock –forming minerals which have been changed.
Alteration Zone	Zone within which rock - forming minerals have been chemically changed.
Amphiboles	Common rock forming minerals composed of silicates rich in magnesium iron, aluminium, calcium and sodium.
Anomaly	Value higher or lower than the expected or norm.
Anomalous	Outlining a zone of potential exploration interest but not necessarily of commercial significance.
Archaean	The oldest rocks of the Precambrian Era, prior to 2500 million years.
Banded Iron Formation	A chemical sedimentary rock composed of silica and iron oxide rich layers. Abbreviation =(BIF)
Basalt	A fine-grained volcanic rock composed primarily of plagioclase feldspar and mafic minerals.
Base metal	Generally a metal inferior in value to the precious metals, eg. copper, lead, zinc, nickel.
Basic rocks Volcanic	Igneous rocks containing between 45 and 52% silica, distinct from acid or intermediate rocks.

Basin	A low area of the earth's crust in which sediments accumulate.
Bedding	A rock surface parallel to the surface of deposition.
B.I.F.(BIF)	Banded Iron Formation: A chemical sedimentary rock composed of silica and iron oxide-rich layers.
Biotite	Common rock forming mica mineral, dark coloured rich in iron magnesium and potassium.
BLEG	Bulk Leach Extractable Gold, an analytical technique measuring gold extractable by bulk leaching.
Block	Structural area of the continental landmass.
Breccia	Rock consisting of angular fragments in a finer grained matrix, distinct from conglomerate.
Calcite	A common mineral, calcium carbonate, CaCO_3 .
Calcrete	A hard pan layer in which surface debris is cemented by calcium carbonate.
Carbonaceous	Dark coloured, containing carbon.
Carbonate	A sedimentary rock or mineral formed of calcium, magnesium or iron carbonate minerals. A salt or ester of carbonic acid; a compound containing the radical CO_3^{2-} , commonly found altering pre-existing rocks.
Chalcocite	A mineral, Cu_2S .
Chalcopyrite	A copper-iron sulphide mineral, an important ore of copper, CuFeS_2 .
Channel Sample	A sample of material taken continuously across a rock face.
Chert	A compacted, siliceous rock of organic or precipitated origin.
Chlorite	A term used for a group of greenish coloured platy hydrous silicates of aluminium, ferrous iron and magnesium, which are closely related to the micas.
Cleavage	The tendency of a rock and minerals to split along closely spaced, parallel planes.
Complex	An assemblage of rocks or minerals intricately mixed or folded together.
Conformable	Beds deposited upon one another in uninterrupted sequence.
Conglomerate	Sedimentary rock formed by the cementing together of rounded water-worn pebbles, distinct from breccia.
Craton	A relatively immobile part of the earth, generally of large size.
Crystalline	A description of the texture of a rock, where interlocking crystals form when molten liquid is cooled to become solid rock.
Diamond drill	Rotary drilling using diamond-impregnated bits, to produce a solid continuous core sample of the rock.
Differentiated	A rock derived from magma by gravity separation as by sinking of heavy crystals of liquids or by the rising of a light phase (crystals, liquids or gases).
Dip	The angle at which a rock layer, fault or any other planar structure is inclined from the horizontal.
Disseminated	Fine particles of the ore mineral dispersed through the enclosing rock.
Dome	A smoothly rounded rock mass- circular or elliptical in outline.
Dyke	A tabular intrusive body of igneous rock that cuts across bedding at a high angle.
EM Survey	Electro-magnetic survey to measure physical properties of the earth.
Extrusive	Magmatic material poured out or ejected at the earth's surface.
Fault	A fracture in rocks on which there has been movement on one of the sides relative to the other, parallel to the fracture.
Feldspar	A group of abundant rock-forming aluminous silicate minerals containing potassium, sodium, calcium or barium.
Felsic	Descriptive of an igneous rock which is predominantly of light-coloured minerals (antonym: of mafic).
Fold	A bend in the rock strata or planar structure.
Foliation	The laminated structure resulting from the parallel arrangement of different minerals.
Gabbro	A coarse-grained rock consisting of plagioclase and mafic minerals.
Galena	The principal ore of lead, a sulphide mineral – PbS
Geochemistry	Study of variation of chemical elements in rocks or soils.
Geomorphology	Study of the form and origin of natural land surfaces.
Geophysical Survey	A systematic study of the variation of physical properties in rocks and soils.
Geophysics	Study of the earth by quantitative physical methods.

Gneiss	A metamorphic rock with compositional banding of light and dark minerals often of granitic composition.
Gossan	Rock composed of hydrated oxides of iron, forming a superficial cap over sulphides.
Gossanous	Gossan like.
Graben	A large downthrown block bounded by faults.
Granite	A coarse grained igneous rock consisting essentially of quartz and more alkali feldspar than plagioclase.
Granitoid	A general field term for coarse-grained rocks containing quartz and feldspars.
Granodiorite	A coarse-grained acid igneous rock consisting of quartz (20-40%), calc-alkali feldspar and various ferromagnesian minerals dominated by hornblende, biotite and minor magnetite and sphene.
Greenstone Belt	Elongate belts in Precambrian terrain characterised by major zones of altered or metamorphosed basic igneous rocks.
g/t	Grams per tonne. 1.0 g/t = 1.0 part per million (ppm)
ha	hectare.
Hematite	A common oxide of iron.
Igneous	Formed by solidification from a molten or partly molten state.
Inferred Resource	A resource inferred from geoscientific evidence, drillholes, underground openings or other sampling procedures where lack of data is such that continuity cannot be predicted with confidence and where geoscientific data may not be known with a reasonable level of reliability.
Indicated Resource	A resource sampled by drillholes, underground openings, or other sampling procedures at locations too widely spaced to ensure continuity and where geoscientific data are known with a reasonable level of reliability.
Intrusive	Having, while fluid, been injected into the earth's crust and solidifying before reaching the surface.
Ironstone	A concretionary, often pebbly, weathering product composed mainly of iron oxides.
JORC	Joint Ore Reserves Committee- Australasian Code for Reporting of Identified Resources and Ore Reserves.
Landsat	An unmanned satellite designed to provide multi-spectral imagery of the earth's surface.
Laterite	A red, residual soil, cemented in place, containing iron and aluminium oxides but leached of quartz.
Limonite	A hydrated oxide iron, often a weathering product of sulphides.
Lineament	A naturally occurring major linear feature in the earth's crust, often associated with mineral deposits.
Lithological	Pertaining to the physical characteristics of a rock.
Lithology	Composition and texture of rock.
Mafic	A loosely used group-name for silicate minerals that are rich in iron and magnesium, and for rocks in which these minerals are abundant.
Magnetic Survey	Systematic collection of readings of the earth's magnetic field.
Magma	Naturally occurring mobile (generally fluid) rock material generated within the earth and capable of intrusion or extrusion.
Massive Sulphides	A mass of rock exceeding 40% sulphide minerals.
Measured Resource	A resource intersected by drillholes, underground openings or other sampling procedures at locations which are spaced closely enough to confirm continuity and where geoscientific data are reliably known.
Metamorphism	The mineralogical, structural and chemical changes induced within solid rocks through the actions of heat, pressure or the introduction of new chemicals. Rocks so altered are prefixed "meta" as in "metabasalt".
Mineral Resource	A tonnage or volume of rock or mineralisation of economic interest.
Mineralisation	In economic geology, the introduction of valuable elements into a rock body.
Opencut, Open pit	Descriptive of a mine worked open from the surface.
Ore	A mixture of minerals, host rock and waste material which is expected to be mineable at a profit.
Orebody	A continuous, well-defined mass of ore.
Palaeochannel	The remnants of a surface drainage system that was active in the geological past
Palaeo	Relating to the past, ancient or fossil.

Palaeocene	A division of geological time from 66 to 58 million years ago.
Palaeochannel	A drainage channel of the geological past which may be buried.
Percussion Drilling	Drilling carried out by the hammering action of a pneumatically driven drill bit against rock.
Photo lineament	A linear feature interpreted from aerial photos.
Phyllite	A metamorphic rock, intermediate in grade between slate and mica schist.
Plunge (of fold axis)	Angle of the axis of folding with a horizontal plane.
Proterozoic	The geological age after Archaean, approximately 570 to 2400 million years ago.
Proved Reserve	An ore reserve stated in terms of mineable tonnes and grade in which the corresponding identified Mineral Resource has been defined in three directions by excavation or drilling (including minor extensions beyond actual openings and drillholes), and where the geological factors that limit the orebody are known with sufficient confidence that the Mineral Resource is categorised as Measured.
Pyrite	A mineral compound of iron and sulphur ,FeS ₂ "Fools Gold"
Pyrrhotite	An iron and sulphur mineral also known as magnetic pyrites. Fe _n -1S _n with n ranging from 5 to 16.
Quartz	A very common mineral composed of silicon dioxide-SiO ₂ .
Quartzite	A metamorphic rock composed almost entirely of quartz.
RAB	Rotary Air Blast (as related to drilling)—A drilling technique in which the sample is returned to the surface outside the rod string by compressed air.
RC	Reverse Circulation (as relating to drilling)—A drilling technique in which the cuttings are recovered through the drill rods thus minimising sample losses and contamination.
Recent	Geological age from about 20,000 years ago to present (synonym: Holocene).
Reconnaissance	A general examination or survey of a region with reference to its main features, usually as a preliminary to a more detailed survey.
Regolith	The mantle or mantle of loose, incoherent rock material, of whatever origin, that nearly everywhere forms the surface of the land and rests on the hard or "bed" rocks.
Remote Sensing Imagery	Geophysical data obtained by satellites processed and presented as photographic images in real or false colour combinations.
Reserve	In-situ mineral occurrence which has had mining parameters applied to it, from which valuable or useful minerals may be recovered.
Resource	In-situ mineral occurrence from which valuable or useful minerals may be recovered, but from which only a broad knowledge of the geological character of the deposit is based on relatively few samples or measurements.
Sandstone	A cemented or otherwise compacted detrital sediment composed predominantly of quartz grains.
Schist	A type of metamorphic rock with a platy, foliated or laminated texture.
Sediment	Rocks formed by the deposition of solids from water.
Sericite	A fine-grained potassium-rich variety of the common mineral mica.
Shale	A laminated sediment in which the constituent particles are predominantly clay sized (smaller than 0.0039mm in diameter).
Shear (zone)	A zone in which shearing has occurred on a large scale so that the rock is crushed and brecciated.
Siltstone	A very fine-grained clastic rock composed predominantly of silt sized particles.
Soil sampling	Systematic collection of soil samples at a series of different locations in order to study the distribution of soil geochemical values.
Sphalerite	A zinc-iron sulphide mineral, an important zinc ore.
Strike	The direction or bearing of the outcrop of an inclined bed or structure on a level surface.
Sulphide	A group of minerals in which one or more metals is found in combination with sulphur.
Sulphidic	Containing metallic sulphide minerals mainly iron sulphides.
Supergene Enrichment	Said of a mineral deposit or enrichment formed near the surface generally by descending groundwater.
Tectonic	Relating to structural features.
Ultramafic	Synonymous with ultrabasic.
Unconformable	Descriptive of rocks on either side of an unconformity.

Unconformity	Lack of parallelism between rock strata in sequential contact, caused by a time break in sedimentation.
Vein	A narrow intrusive mineral body.
Volcanic	Relating to the eruption of a volcano.
Volcanogenic	Derived from volcanic activity.
Weathering	A process of change to rocks brought about by their exposure to oxygen and water.

CHEMICAL SYMBOLS

Ag	Silver	F	Fluorine	Pd	Palladium
As	Arsenic	Fe	Iron	Pt	Platinum
Au	Gold	La	Lanthanum	Sn	Tin
Ba	Barium	Mg	Magnesium	Sr	Strontium
Bi	Bismuth	Mn	Manganese	U	Uranium
Ca	Calcium	Mo	Molybdenum	W	Tungsten
Ce	Cerium	Nb	Niobium	Zn	Zinc
Co	Cobalt	Ni	Nickel		
Cr	Chromium	Pb	Lead		

ABBREVIATIONS

g	gram	m³	cubic metre
kg	kilogram	mm	millimetre
km	kilometre	t	tonne
km²	square kilometre	oz	troy ounce, equivalent to 31.103477g
m	metre	U₃O₈	Uranium Oxide
m²	square metre		

UNITS OF CONCENTRATION

ppb	parts per billion	ppm	parts per million
------------	-------------------	------------	-------------------

5 INDEPENDENT SOLICITOR'S REPORT



8 May 2008
The Board of Directors
Emergent Resources Limited
Level 1, 1304 Hay Street
West Perth WA 6005

Dear Sirs,

SOLICITOR'S REPORT ("REPORT")

1 INTRODUCTION

This Report is prepared for inclusion in a Prospectus to be issued by Emergent Resources Limited ("Company") for the issue of up to 20 million fully paid ordinary shares at \$0.20 each in the Company to raise up to \$4 million, to be dated on or about 6 May 2008 ("Prospectus").

This Report relates to Western Australian mining tenements and tenement applications ("Tenements"). An overview of the Tenements is contained in Schedule A which is attached to and forms part of this Report.

This Report also contains a summary of the material contracts ("Material Contracts") which affect the Tenements and a summary of other material contracts not related to the Tenements in Schedule B.

2 SEARCHES

For the purpose of this Report, we have reviewed "Mining Tenement Register Searches" of the Tenements provided by the Western Australian Department of Industry and Resources ("DOIR"). The DOIR searches were conducted on 29 April 2008. We have obtained "Quick Appraisal" reports from the DOIR summarising information available in the "TENGRAPH" system maintained by the DOIR to determine if any native title claims were registered over the area of the Tenements. These searches were conducted on 29 April 2008.

Your Ref:
Our Ref: EC:OM
Matter No: 80494

Level Two
Fortescue House
50 Kings Park Road
West Perth WA 6005
Australia

PO Box 630
West Perth WA 6872

T: (08) 9320 4999
F: (08) 9320 4900
E: info@prllawyers.com.au
www.prllawyers.com.au

PRL Co. Pty Limited
ABN: 43 109 326 463
An incorporated legal practice

3 OPINION

As a result of the searches and enquiries, but subject to the assumptions and qualifications set out in this Report, we are satisfied that, as at the date of the relevant searches:

- (a) the details of the Tenements included in this Report are accurate as to their status and the Company's interest; and
- (b) where an application for a Tenement has been lodged, details included in this Report are accurate.

4 ASSUMPTIONS AND QUALIFICATIONS

In this Report:

- (a) we have assumed the accuracy and completeness of the "Mining Tenement Register Searches", "Registered Reports" and other information obtained from DOIR;
- (b) we have assumed the accuracy and completeness of all the documentation and information which has been provided to us by the Company;
- (c) the continued holding of the Tenements is subject to compliance with the terms and conditions of the relevant legislation and any applicable agreements;
- (d) we have assumed the accuracy and completeness of any instructions, documents and information given by the Company or any of its officers, agents or representatives;
- (e) with respect to any application for the grant of a tenement, we express no opinion as to whether such an application will be granted;
- (f) with respect to tenement applications which are not capable of being legally transferred, we have assumed a constructive trust as the means by which a beneficial interest is created in the application;
- (g) where compliance with the requirements necessary to maintain a tenement in good standing is not disclosed on the searches obtained, we express no opinion on such compliance;
- (h) where complaints or objections have been lodged against the Tenements we make no comment on the likelihood of success of such complaints or objections;
- (i) where a tenement has been granted we have assumed that the future act provisions of the Native Title Act 1993 (Cth) have been complied with;
- (j) references in Schedule A to any area of land are taken from details in the searches obtained. It is not possible to verify the accuracy of the land area without conducting a survey; and
- (k) where Ministerial consent to any agreement or dealing in relation to a Tenement is being or will be sought, we express no opinion as to whether such consent will be granted or the consequences of being refused.

This Report only relates to the mining, native title and aboriginal heritage laws applicable to the Tenements as at the date of this Report. This Report is limited to the matters expressly contained within it.

5 TENEMENTS GENERALLY

The Company has the option to acquire and become the registered holder, or applicant, of the Tenements, further details of which are provided in Schedule A to this Report.

6 LEGISLATION

The Tenements in Western Australia comprise granted exploration licences, and applications for exploration licences, prospecting licences and mining leases under the Mining Act 1978 (WA) ("Mining Act").

Amendments to the Mining Act were passed by Parliament on 26 October 2004 and came into effect from 10 February 2006. Tenements applied for prior to 10 February 2006 are subject to different terms and conditions.

6.1 PROSPECTING LICENCE

A prospecting licence remains in force for four years from the date of grant. Prospecting licences applied for after 10 February 2006 have the ability to be extended for a further period of four years, and if subject to a successful application for retention status, may have an ability to be extended for a further term.

A prospecting licence may be converted into a mining lease and a holder has priority in applications for a mining lease over any area covered by the prospecting licence. A prospecting licence for which such an application has been lodged remains in force until the application is determined.

6.2 EXPLORATION LICENCE

An exploration licence applied prior to 10 February 2006 remains in force for a period of five years and may be extended by a further period or periods of one or two years on application.

An exploration licence applied for after 10 February 2006 has a term of five years, with an ability to extend for a further period of five years, followed by 2 year periods.

An exploration licence cannot be assigned or any legal or equitable interest dealt with during the first year of its term without the prior written consent of the Minister for State Development ("Minister").

For exploration licences applied for prior to 10 February 2006, half of the exploration licence must be relinquished or converted to a mining lease at the end of the third year of the licence, and half of the remaining licence must again be relinquished or converted to a mining lease at the end of the fourth year.

For exploration licences applied for after 10 February 2006 compulsory surrender of 40% of the licence must be made at the end of the fifth year of the licence.

The holder of an exploration licence may apply for a mining lease in relation to the same land (or

part). If the exploration licence expires prior to determination of the Mining Lease application, the rights and obligations of the licence apply as if it is current until the determination of the Mining Lease application.

6.3 MINING LICENCE

Holders of both prospecting and exploration licences can apply to convert their licences to a mining lease over the land the subject of the prospecting or exploration licence.

Mining Leases remain in force for a period of 21 years and may be renewed for successive periods of 21 years.

Mining Leases applied for after 10 February 2006 may only be applied for when accompanied by:

- (a) a notice of intent to commence mining operations; or,
- (b) a “mineralisation report” prepared for by a qualified person and a statement setting out information about when mining operations are likely to be carried out.

A mining lease cannot be assigned or sublet without the prior written consent of the Minister.

6.4 APPLICATIONS FOR EXPLORATION LICENCES AND MINING LEASES

Applications for exploration licences and mining leases are not capable of being transferred. Where an exploration licence underlying an application for a mining lease is transferred, the transferee will be entitled to become the first registered holder of the mining lease when it is finally granted. It is possible for a beneficial interest in relation to an application to be held on trust.

6.5 TENEMENT CONDITIONS

Tenements are granted subject to various conditions prescribed by the Mining Act. The conditions regulate the payment of rent and expenditure and also reporting requirements. Additional conditions may also be imposed, such as those to address environmental issues.

7 LAND ACCESS

Access to much of the land in Australia for the purpose of conducting commercial activities, such as mining, is governed by certain Commonwealth and State legislation which outlines procedures that must be followed to gain access to land and also steps that must be taken to ensure that Aboriginal sites are protected from any damage.

The applicable legislation is summarised below.

7.1 NATIVE TITLE LEGISLATION

On 3 June 1992, the High Court of Australia held in *Mabo v. Queensland (no. 2)* that the

common law of Australia recognised a form of native title. Generally, native title rights to land will be recognised where:

- (a) the claimants can establish that they have maintained a continuous connection with the land in accordance with their traditional laws and customs; and
- (b) the native title rights have not been lawfully extinguished.

The High Court held that native title rights can be lawfully extinguished by voluntary surrender to the Crown, death of the last survivor of a community entitled to native title, abandonment of the land in question or certain government legislation and actions.

In order for extinguishment to be lawful it must comply with obligations imposed by the Racial Discrimination Act 1975 (Cth).

The Commonwealth Parliament responded to the Mabo decision by passing the Native Title Act 1993 (Cth) ("NTA") which came into operation on 1 January 1994. The NTA was extensively amended in 1998, these amendments included:

- the ability of a State Parliament to validate any titles which may have been invalidly granted over pastoral leases and certain other leasehold interests during the period 1 January 1994 to 23 December 1996;
- a revised threshold test for the acceptance of native title claims (known as the registration test);
- confirmation of extinguishment of native title by the grant of "exclusive possession" leasehold interests;
- provisions intended to deal with overlapping claims; and,
- amendments to the provisions for a negotiation process between government, native title and non-native title parties in relation to certain future uses of native title land (see further comments below).

7.2 NATIVE TITLE CLAIM PROCESS

Persons claiming to hold native title may lodge an application for determination of native title with the Federal Court. The Court will then refer the application to the Native Title Registrar of the National Native Title Tribunal ("NNTT") for the registration test. If the Native Title Registrar is satisfied that the lodged claim meets the registration requirements set out in the NTA, it will be entered on the Register of Native Title Claims ("Register") maintained by the NNTT. Registered Claimants are given certain procedural rights in relation to "Future Acts" under the NTA including the "right to negotiate" procedures.

7.3 FUTURE ACT PROCEDURES

A Future Act is a proposed activity or development on land and/or waters that may affect native title, including the grant of mining or exploration tenements. Claimants' gain the right to negotiate in relation to the grant of those interests if their native title claim is registered at

the time the government issues a notice (known as a section 29 notice), stating it intends to do the act (i.e. grant the tenement) or is registered within four months of that time.

Claims which do not meet the registration requirements are recorded on the Schedule of Applications Received. 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.

- **Right to Negotiate Procedure**

Under the right to negotiate procedures parties are required to negotiate in relation to the grant of the proposed future act, eg the grant of a mining tenement. Negotiations are initiated to obtain the agreement of the relevant native title parties to the carrying out of the proposed Future Act on the native title land. The right to negotiate procedure consists of a statutory six month period of negotiation between the relevant government party, the native title party and the grantee, during which time the parties must negotiate in good faith.

Generally, the grantee party and the registered native title claim group come to an agreement in relation to the grant of the tenement. Where the tenement is an exploration or prospecting tenement the grantee party and the native title party generally reach an agreement in relation to heritage clearance and protection (see further below in relation to the expedited procedure). Agreements in relation to mining leases are generally more extensive and often, in addition to heritage protection, make provision for employment and training, environmental rehabilitation, cultural awareness issues and compensation.

If parties cannot reach agreement as to the terms of grant, a negotiation party may apply to the NNTT (as the arbitral body) to make a determination as to whether the grant may proceed (and if so, on what conditions). Subject to Federal Ministerial intervention the agreement of the parties, or the decision of the NNTT, will determine whether the mining interest is granted.

As previously indicated, the right to negotiate procedures only apply to native title claimants whose claims have been accepted for registration at the relevant time.

In addition, the right to negotiate procedures do not have to be followed in cases where an Indigenous Land Use Agreement ("ILUA") is negotiated with the relevant Aboriginal people and registered with the NNTT. In such cases, the procedures prescribed by the ILUA must be followed to obtain the valid grant of the tenement.

- **Expedited Procedure**

Some Future Acts may have minimal impact on the native title rights and interests and may qualify for "fast tracking" under the NTA, this process is known as "the expedited procedure".

If the proposed grant is advertised under the expedited procedure, native title parties can lodge an objection. An objection by a native title party is not an objection to the tenement being granted, but is an objection to the application being fast-tracked. If there is no objection lodged, the tenement can be granted without delay.

If an objection is lodged to the grant of the tenement under the expedited procedure,

the parties may either negotiate and reach agreement that the expedited procedure does apply, or apply to the NNTT for a determination.

The grant of tenements by agreement usually follows the entry into an agreement between the applicant for the tenement and the claimants or objectors, which relates to the protection of both Aboriginal heritage and Aboriginal sites during exploration.

State Government policy in Western Australia requires applicants for exploration licences and prospecting licences to sign a Standard Heritage Agreement or prove they have an existing Alternative Heritage Agreement before the applications will be submitted to the expedited procedure. In the absence of such an agreement the applications will be processed under the NTA right to negotiate procedures (see comments above).

State Government policy also provides that where there is more than one registered native title claim affecting a tenement the applicant need only enter into a heritage agreement with one of those claim groups.

If the parties do not reach an agreement that the expedited procedure applies, this issue is determined by the NNTT. If the NNTT determines that the expedited procedure does not apply, the process for the grant of the tenement must comply with the right to negotiate provisions in the NTA mentioned above.

7.4 NATIVE TITLE STATUS OF THE TENEMENTS

Some of the Tenements relate to land which is currently the subject of one or more registered native title claims. Where these claims were registered at the date of the s29 advertisement for the tenement, the claimants will have the right to negotiate with the Company in relation to the grant. In addition some of the Tenements are currently the subject of non-registered native title claims. Those claims are identified in Schedule A. It is possible that additional claims may be made in the future.

In relation to granted or live tenements we presume that the future act provisions of the NTA have been complied with prior to grant. Schedule A identifies any native title agreements with a relevant native title claim group that we have been provided with. Summaries of those agreement(s) are contained in Schedule B. Where the tenements have yet to be granted we assume that the tenement holder is in the process of negotiating agreements in relation to their grant.

To the extent that native title has not been extinguished with respect to the underlying land, it is important to note that where it is proposed to convert from an exploration or prospecting licence to a mining lease and native title claims are lodged and registered, it will be necessary to go through the right to negotiate process with any native title holders or claimants whose claims are accepted for registration at the relevant time, unless the Company enters into agreement with the claimants relating to conversion.

We have not undertaken the considerable historical, anthropological and ethnographic work that would be required to determine the likelihood that existing native title claims may be successful, or the possibility of any further native title claims being made in the future. In

addition, we have not undertaken any investigations that would determine the content of any individual rights claimed in or under any native title claim over the Tenements.

7.5 PROTECTION OF ABORIGINAL SITES

Tenements in Western Australia are granted subject to an endorsement reminding the tenement holder of its obligation to comply with the requirements of the Aboriginal Heritage Act 1972 (WA) ("Heritage Act").

The Heritage Act protects sites and areas of significance to Aboriginal people. The Minister's consent is required where any use of land is likely to result in the excavation of or damage to an Aboriginal site or any object on or under that site.

There is no requirement or need for a site to be registered in any public manner or be in any way acknowledged as an Aboriginal site for it to qualify as an Aboriginal site for the purposes of the Heritage Act. A register of sites is maintained by the Aboriginal Affairs Department of Western Australia.

We have not conducted a search of that register for the purposes of this Report. The Heritage Act applies to all Aboriginal sites and objects, whether or not they are registered under the Heritage Act.

In respect of any Aboriginal sites that are ultimately identified on any of the Tenements, the Company will need to ensure that any interference with such sites is in strict conformity with the provisions of the Heritage Act.

The Commonwealth Aboriginal and Torres Strait Islander Heritage Protection Act 1984 also affords some protection to Aboriginal sites.

This Act applies to all of the Tenements and is aimed at the preservation and protection from desecration of significant Aboriginal areas and significant Aboriginal objects. An area or object is found to be desecrated if it is used or treated in a manner inconsistent with Aboriginal tradition.

We have not conducted any searches in this regard.

7.6 ABORIGINAL RESERVE LAND

The Mining Act provides that mining may not be carried out on reserve land without the written consent of the Minister for State Development. Before granting the consent the Minister for State Development must consult the Minister for Indigenous Affairs and obtain his/her recommendation as to whether mining or exploration should be allowed and whether an access permit may be issued to enter the reserve. The requirement for an entry permit is in addition to the approvals necessary under the Mining Act. In order to grant an entry permit, the Minister for Indigenous Affairs will consult the Aboriginal Lands Trust who in turn consult the Aboriginal communities that are either living on the land or responsible for the land affected.

7.7 CONSERVATION AND LAND MANAGEMENT LEGISLATION

State Government policy provides that mining should not occur on national parks, nature reserves,

conservation parks or state forests and, where possible a tenement applicant is encouraged to excise the conservation area from the area of the application.

If a conservation area is not excised the DOIR will refer the application to the Department of Environment and Conservation for comment and/ or consent. Under the Mining Act, mineral exploration on national parks, class "A" nature reserves and certain conservation parks requires the concurrence of the Minister for the Environment prior to grant. In relation to nature reserves other than class "A" reserves and certain conservation parks the Minister for the Environment is required to give his recommendation in relation to the grant.

Where the Minister for the Environment concurs with the grant or provides recommendations in relation to the grant, additional conditions and endorsements are generally placed on the tenement. These conditions are designed to minimise the impacts on the environment and to draw the tenement holders attention to the requirements under other environmental protection legislation.

8 MATERIAL CONTRACTS SUMMARY

We have examined the Material Contracts relevant to the Tenements, a summary of which is contained in Schedule B of this Report.

We have assumed:

- (a) that the Material Contracts have been duly executed and have been, or are, in the course of being stamped and lodged in compliance with the relevant legislation;
- (b) the authenticity of all seals and signatures;
- (c) all of the Material Contracts are within the capacity and powers of, and have been validly authorised, executed and delivered by and are binding on each of the parties to them;
- (d) the Material Contracts comprise the entire agreement of the parties with respect to the subject matter of the Material Contract; and
- (e) each party to the Material Contracts had, and has full corporate power and authority to observe and perform all of its obligations under the Material Contracts.

9 CONSENTS

This Report is provided 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 without our prior written consent.

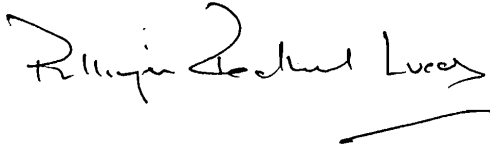
Pullinger Readhead Lucas consents to being named in this Prospectus as the authors of this Report.

Pullinger Readhead Lucas have given, and have not before the lodgement of this Prospectus, withdrawn their consent to the inclusion of this Report in the Prospectus.

10 DISCLOSURE OF INTEREST

Pullinger Readhead Lucas will be paid normal and usual professional fees for the preparation of this Report and related matters, as set out elsewhere in the Prospectus.

Yours faithfully,

A handwritten signature in black ink, appearing to read "Pullinger Readhead Lucas", with a horizontal line drawn underneath.

Pullinger Readhead Lucas

SCHEDULE A: TENEMENTS

TENEMENT NUMBER AND TYPE	REGISTERED HOLDER/ APPLICANT	GRANT / APPLICATION DATE	EXPIRY DATE	ANNUAL MINIMUM EXPENDITURE COMMITMENT	ENCUMBRANCES & TENEMENT NOTES	NATIVE TITLE NOTES
Mt Bartle Project (base metals)						
E53/893	Pandell Pty Ltd	31 August 2001	30 August 2008	\$50,000	1, 2, 3, and 4	1 and 8
E53/1302	Pandell Pty Ltd	Pending / 19 January 2007				1 and 2
E53/1332	Pandell Pty Ltd	Pending / 21 February 2007			1, 2 and 3	1, 2, 3 and 4
P53/1417	Pandell Pty Ltd	Pending / 26 March 2007				1 and 2
P53/1418	Pandell Pty Ltd	Pending / 26 March 2007				1
P53/1419	Pandell Pty Ltd	Pending / 26 March 2007				2
North Pool Project (base metals and gold)						
E53/977	Pandell Pty Ltd	2 March 2006	1 March 2011	\$45,000	5 and 14	1
E53/1301	Pandell Pty Ltd	Pending / 19 January 2007			14	1
Diamond Well Project (base metals)						
E51/1191	Pandell Pty Ltd	2 August 2007	1 August 2012	\$70,000	6 and 7	4
E51/1204	Pandell Pty Ltd	Pending / 11 January 2007				4
E51/1205	Pandell Pty Ltd	Pending / 11 January 2007				4

TENEMENT NUMBER AND TYPE	REGISTERED HOLDER/ APPLICANT	GRANT / APPLICATION DATE	EXPIRY DATE	ANNUAL MINIMUM EXPENDITURE COMMITMENT	ENCUMBRANCES & TENEMENT NOTES	NATIVE TITLE NOTES
Rainbow Bore, Clarrie Well and Fenceline Project (base metals, gold uranium)						
E51/1206	Pandell Pty Ltd	Pending / 19 January 2007				4
E51/1207	Pandell Pty Ltd	Pending / 19 January 2007				1,2,3 and 4
E51/1208	Pandell Pty Ltd	Pending / 19 January 2007				4
Mt Narryer Project (gold, uranium)						
E09/1394	Pandell Pty Ltd	2 August 2007	1 August 2012	\$48,000	8, 9, 10 and 14	5
Marble Bar Project (gold and copper)						
E45/2684	Oakover Gold Limited	Pending / 22 November 2004				6
E45/2223	Pandell Pty Ltd	Pending / 17 April 2000			11, 12 and 13	6
P45/2575	Oakover Gold Limited	Pending / 22 November 2004				6
P45/2576	Oakover Gold Limited	Pending / 26 November 2004				6
P45/2577	Oakover Gold Limited	Pending / 26 November 2004				6
Rudall River Project (uranium, gold and copper)						
E45/3096	Emergent Resources Pty Ltd	Pending / 21 May 2007				7
E45/3097	Emergent Resources Pty Ltd	Pending / 21 May 2007				7
E45/3092	Ian Kerr	Pending / 14 May 2007				7
Beyondie Iron Project						
E52/1806	DeGrey Mining Ltd	15 November 2006	14 November 2011	\$70,000	15 and 16	9
E52/2215	DeGrey Mining Ltd	Pending / 10 April 2008				9

TENEMENT NOTES

1. Extension / Renewal of Term ME08/067 lodged on 14 August 2006 applied for a period of 2 years and granted on 26 April 2006 for a period of 2 years.
2. Tenement expenditure to year end 30 August 2006 under expended by \$6,779.00, Exemption Number ME213/067 lodged 26 October 2006, granted 21 June 2007; no expenditure recorded for 2007.
3. Condition no excavation, excepting shafts, approaching closer to the Goldfields Highway, Highway verge or the road reserve other than a distance equal to twice the depth of the excavation and mining on the Goldfields Highway or Highway verge being confined to below a depth of 30 metres from the natural surface and on any other road verge or road to below a depth of 15 metres from the natural surface.
4. Consent to mine on Stock Route Reserve 9699 granted subject to no mining operations being carried out on Stock Route Reserve 9699 which restrict the use of the reserve.
5. Tenement expenditure to year end 1 March 2007 under expended \$27,235.00, Exemption Number ME515/067 lodged 30 April 2007, granted 29 August 2007.
6. Condition no excavation, excepting shafts, approaching closer to the Great Northern Highway, Highway verge or the road reserve than a distance equal to twice the depth of the excavation and mining on the Great Northern Highway or Highway verge being confined to below a depth of 30 metres from the natural surface, and on any other road or road verge, to below a depth of 15 metres from the natural surface.
7. In respect to the area designated as CPL 26 in Tengraph, being portion of former Pastoral Lease, the following conditions apply:
 - A. Prior to any ground-disturbing activity, the licensee preparing a detailed program for each phase of proposed exploration for approval of the Director, Department of Environment; and DOIR.
 - B. The licensee at its own expense rehabilitate all area's cleared, explored or otherwise disturbed during the term of the license to the Director, Department of Environment and DOIR; and
 - C. Prior to the cessation of exploration, the licensee notifying the Environmental Officer, DOIR and arranging an inspection as required.
8. Condition no interference with the use of the Aerial Landing Ground and mining thereon being confined to below a depth of 15 metres below the natural surface.
9. Condition no interference with Geodetic Survey Station BYRO 4 and mining within 15 meters thereof being confined to below a depth of 15 metres from the natural surface.
10. Application to amend KR36/067 lodged 9 November 2006 to include the following on the Form 21 "In respect of Murchison CG16, this application is restricted to sub surface rights (below a depth of 30m) under section 33(1a) of the Mining Act 1978 (as amended).
11. Crown Reserve 18404 for use and benefits of Aborigines.
12. Crown Reserve 4783 Cemetery.
13. Crown Reserve 38639 Cemetery Site.
14. Following ASX listing this tenement will be the subject of a joint venture between the Company and Pandell Pty Ltd, whereby Pandell Pty Ltd will have a 20% free carried interest to bankable feasibility study.
15. Consent to mine on Stock Route Reserve 9700 granted subject to no mining operations being carried out on Stock Route Reserve 9700 which restrict the use of the reserve.
16. Condition no mining within 25 metres of either side of the Goldfields Gas Pipeline.

NATIVE TITLE

1. Wiluna Native Title Claim WAD6164/98
2. Sir Samuel 2 Native Title Claim (deregistered retained up to 29 September 1998) WAG 6059/98
3. Sir Samuel Native Title Claim (deregistered retained up to 29 September 1998) WAG6050/98
4. Yugunga Nya Native Title Claim WAD6132/98
5. Wajarri Yamatji Native Title Claim WAD6033/98
6. Njamal Native Title Claim WAD6028/98
7. Martu Native Title Claim WAD6110/98
8. Heritage Agreement between the Wiluna Native Title Claim Group and Pandell Pty Ltd dated 4 June 2007.
9. Gingirana Native Title Claim WAD6002/03

SCHEDULE B: SUMMARY OF MATERIAL CONTRACTS AFFECTING THE TENEMENTS

1 OPTION AGREEMENT

On 27 July 2007, the Company entered into an option agreement with Pandell Pty Ltd ("Pandell") and Oakover Gold Limited ("Oakover") to purchase:

- (a) a 100% legal and beneficial interest in the tenements which form the Mt Bartle, Diamond Well, Rainbow Bore, Clarrie Well and Fenceline projects; and
- (b) an 80% legal and beneficial interest in the tenements which form the North Pool and Mt Narryer projects and the right to form unincorporated joint ventures in relation to both projects with Pandell, referred to in Schedule A, each comprising two granted exploration licences and tenement applications as described in Schedule A to this Report currently registered in the names of Pandell or Oakover.

The option agreement was subsequently varied by a Deed of Variation between the parties dated 26 October 2007 ("Option"). Pandell and Oakover are both controlled by Mr Denis O'Meara.

The Company has acquired the Option for nil consideration. The Option is exercisable by the Company upon receiving in principle approval from ASX granting the Company admission to its official list.

Upon exercising the Option, the Company will reimburse Pandell past exploration expenditure on the relevant tenements, issue Pandell 7,000,000 ordinary fully paid shares in the Company, and issue Oakover 500,000 ordinary fully paid share in the Company, subject to ASX escrow requirements

As a result of exercise of the Option, and in addition to the resulting acquisition of the 80% interest in the Mt Narryer and North Pool project tenements, the Company will on completion be deemed to have entered into an unincorporated joint venture with Pandell in relation to each of those projects. Pandell will have a 20% free carried joint venture interest up to completion of a feasibility study. The Company will have absolute discretion to manage the joint ventures up to that stage. Where a feasibility study identifies a commercially minable resource the Company is responsible for procuring finance for both parties, and any security for such finance will be limited to the respective joint venture interests of each joint venture party. A fuller joint venture agreement based on the AMPLA model joint venture agreement will in due course replace the terms of the Option so far as the Mt Narryer and North Pool joint venture terms are concerned.

2 KERR SALE AGREEMENT

On 5 July 2007, the Company entered into a sale agreement with Ian Kerr which was varied on 7 November 2007, to acquire tenement application EL45/3092 ("Kerr Tenement"). The Company will pay to Mr Kerr the sum of \$10,000 plus the reimbursement of Mr Kerr's expenses associated with the applications for the Kerr Tenements of approximately \$7,000 subject to the Kerr Tenement not being rejected by the Department before the Company is listed on ASX.

3 HERITAGE AGREEMENT

A Heritage Agreement was made on 4 June 2007 by Pandell Pty Ltd ("the Miner") and the Wiluna Native Title Claim Group ("Claimants") in relation to exploration licence 53/893 ("E53/893").

E53/893 was granted on 31 August 2001. We presume that the future act provisions of the Native Title Act 1993 were followed prior to the grant. We have not been provided with any other native title agreements in relation to E53/893.

Given the Heritage Agreement was executed post grant the agreement does not provide for the Claimants consent to the grant of E53/893.

The Heritage Agreement provides for the Miner to notify the Claimants of both Non Ground Disturbing and Ground Disturbing Activity, and for the conducted of Work Area Surveys where required by the Claimants. The provisions and costs associated with the conduct of the survey are relatively standard.

Of note, the Heritage Agreement prohibits the conduct of uranium exploration on E53/893, requires the written consent of the Claimants to any s18 application pursuant to the Aboriginal Heritage Act; and places environmental and rehabilitation obligations on the Miner in addition to those required by relevant legislation.

4 BEYONDIE IRON AGREEMENT

On 1 May 2008, the Company and De Grey Mining Limited ("De Grey") entered into a farm-in and joint venture agreement ("Agreement") whereby the Company may earn the rights to iron ore, vanadium and manganese on exploration license E52/1806 and exploration license application E52/2215 ("Tenements").

The Company can earn a 60% interest in the Tenements by sole funding \$750,000 on exploration over a 2 year period. The Company can earn a further 20% interest in the Tenements (to increase its interest to 80%) by funding an additional \$1 million over a further 1 year period. After earning an 80% interest in the Tenements, the Company must sole fund through to a decision to mine at which stage De Grey can elect to contribute on its 20% interest basis or convert to a 2% net smelter royalty. The Company must spend \$250,000 on expenditure within the first year before withdrawing.

The Company is to manage the joint venture so long as it retains a controlling interest in the Tenements. The Agreement is subject to the Company receiving in-principle approval to list on the ASX by 31 July 2008 and the exploration license applications being granted (subject to the Company waiving this condition). The Agreement is subject to warranties that are standard to such agreements.

SUMMARY OF MATERIAL CONTRACTS NOT DIRECTLY RELEVANT TO THE TENEMENTS

5 EXECUTIVE SERVICE AGREEMENT

The Company has entered into an executive services agreement dated 8 May 2008 with Mr Garry Robert Hemming for the provision of services as Managing Director to the Company for a three year term commencing when the Company lists on ASX ("Agreement"). Under the terms of the Agreement, Mr Hemming will be entitled to be paid \$250,000 per annum plus other benefits (including a fully maintained vehicle) and superannuation at 3% above the prescribed statutory rate. Mr Hemming will be permitted to engage in other consultancy work not exceeding 20% of his time provided the consultancy work does not conflict with that of the Company. Mr Hemming will be entitled to participate in the Company's employee share option plan (summarised in the Prospectus). The Agreement can be terminated by the Company upon giving 6 months notice or 12 months notice if the entire composition of the Board has changed from the date the Agreement was executed. Mr Hemming may terminate the Agreement upon giving 2 months notice to the Company.

6 DIRECTOR INDEMNITY, INSURANCE AND ACCESS DEEDS

The Company has entered into Director Indemnity, Insurance and Access Deeds ("Deed") with each Director. Under the Deed, the Company indemnifies the relevant Director to the maximum extent permitted by law against legal proceedings, damage, loss, liability, cost, charge, exchange, outgoing or payment suffered, paid or incurred by the officer in connection with the Director being an officer of the Company, the employment of the Director with the Company or a breach by the Company of its obligations under the Deed.

The Company is required to insure the Directors against liability arising from any claim against the Directors in their capacity as officers of the Company whilst they are Directors and for up to 7 years after they cease to be Directors. The Company will pay insurance premiums in respect of the above insurance.

The Director also has the right to inspect the Company's books and records for a period of 7 years after he ceases to be a Director for the purposes of any legal proceeding which the Director is a party, the Director proposes in good faith to bring or the Director has reason to believe will be brought against the Director.

7 O'MEARA CONSULTING AGREEMENT

The Company has entered into a consulting agreement with Denis O'Meara dated 5 May 2008 whereby Mr O'Meara will provide consultancy services to the Company in respect of the tenements that the Company will acquire from Pandell Pty Ltd and Oakover Gold Limited, companies controlled by Mr O'Meara. The Company will pay Mr O'Meara \$800 per day on an as needed basis. The Company will reimburse Mr O'Meara for all his reasonable expenses incurred in providing his services to the Company. Further, the Company has paid to Mr O'Meara an amount of \$25,000 for the introduction of the Company to the Beyondie Iron Project described in section 4 of this Schedule.

6 INDEPENDENT ACCOUNTANT'S REPORT



9th May, 2008

**The Directors,
Emergent Resources Limited
Level 1, 1315 Hay Street
West Perth WA 6005**

Dear Sirs

INDEPENDENT ACCOUNTANT'S REPORT ON UNAUDITED PRO-FORMA HISTORICAL FINANCIAL INFORMATION

Grant Thornton (WA) Financial Services Pty Ltd ("Grant Thornton") has been engaged by Emergent Resources Limited ("Emergent" or "the Company") to prepare an Independent Accountant's Report ("Report") for inclusion in a Prospectus to be dated on or around 9 May 2008 on the actual and pro-forma historical balance sheets as at 31 March 2008 in connection with the proposed capital raising.

1 BACKGROUND INFORMATION

Emergent was incorporated in Australia on 9 May 2007 and converted to an unlisted public company on 19 July 2007.

Emergent is issuing a prospectus ("the Prospectus") to be dated on or around 9 May 2008, relating to an offer of 20,000,000 ordinary shares ("Shares"), at an issue price of 20 cents per Share ("the Offer") to raise \$4,000,000. The minimum subscription of the Offer is the issue of 17,500,000 Shares at 20 cents each to raise \$3,500,000. The principal objectives of the Offer are to raise funds for the exploration activities of Emergent.

The Pro-Forma Balance Sheet reported in Appendix A has assumed a full subscription of \$4,000,000.

If the minimum subscription is not raised, all applications monies will be returned to the applicants in accordance with the Corporations Act 2001.

2 FINANCIAL INFORMATION

2.1 ACTUAL HISTORICAL FINANCIAL INFORMATION

The actual historical financial information of Emergent, set out in Appendix A of this report,

comprises:

- The Income Statement for the period ended 31 March 2008;
- The Balance Sheet as at 31 March 2008;
- The Cash Flow Statement for the period ended 31 March 2008;
- The Statement of Changes in Equity for the period ended 31 March 2008; and
- Notes to the reviewed and pro-forma financial information.

The Directors of the Company are responsible for the preparation and presentation of the actual historical financial information.

The actual historical financial information for the period ended 31 March 2008 has been prepared in accordance with the recognition and measurement principles of Australian Accounting Standards and other mandatory professional reporting requirements ('AIFRS').

The actual historical financial information in Appendix A is presented in an abbreviated form in so far as it does not include all the disclosures required under AIFRS applicable to annual financial reports prepared in accordance with the Corporations Act 2001 ("Corporations Act").

2.2 PRO FORMA HISTORICAL FINANCIAL INFORMATION

The pro forma historical financial information of Emergent, described in Appendix A of this report, comprises the reviewed pro forma historical balance sheet of the Company as at 31 March 2008, assuming the completion of certain transactions set out in Note 3 of Appendix B.

The Directors of the Company are responsible for the preparation and presentation of the pro forma historical financial information.

The pro forma historical financial information for the year ended 31 March 2008 has been prepared in accordance with AIFRS.

The pro forma historical financial information in Appendix A is presented in an abbreviated form in so far as it does not include all the disclosures required under AIFRS applicable to annual financial reports prepared in accordance with the Corporations Act.

3 SCOPE

3.1 REVIEW OF THE ACTUAL HISTORICAL FINANCIAL INFORMATION

We have reviewed the actual historical information in order to report whether anything has come to our attention, which causes us to believe that the actual historical financial information of Emergent as set out in Appendix A of this report, does not present fairly the reviewed historical income statement, balance sheet, cash flow statement and statement of changes in equity of the Company for the period ended 31 March 2008, in accordance with the recognition and measurement principles prescribed in AIFRS and the accounting policies adopted by the Company disclosed in Appendix B of this report.

We have conducted our review of the actual historical financial information in accordance with the Australian Auditing and Assurance Standard ASRE 2410 "Review of an Interim Financial Report Performed by the Independent Auditor of the Entity". We made such enquiries and performed such procedures as we, in our professional judgment, considered reasonable in the circumstances including::

- a review of work papers and accounting records of the Company and other documents and reports;

-
- a comparison of consistency in application of the recognition and measurement principles in Accounting Standards and other mandatory professional reporting requirements in Australia, and the accounting policies adopted by the Company disclosed in Appendix B of this report; and
 - enquiry of Directors and management of the Company.

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

2.2 REVIEW OF THE PRO FORMA HISTORICAL BALANCE SHEET

We have reviewed the pro forma historical balance sheet as at 31 March 2008 in order to report whether anything has come to our attention, which causes us to believe that the pro forma historical financial position of the Company, as set out in Appendix A of the report, does not present fairly the pro forma financial position of the Company as at 31 March 2008 on the basis of the pro forma transactions and adjustments described in Appendix B of this report, and in accordance with the recognition and measurement principles prescribed in AIFRS and the accounting policies adopted by the Company disclosed in Appendix B of this report.

We have conducted our review of the pro forma historical financial information in accordance with the Australian Auditing and Assurance Standard ASRE 2410 "Review of an Interim Financial Report Performed by the Independent Auditor of the Entity". We made such enquiries and performed such procedures as we, in our professional judgment, considered reasonable in the circumstances including:

- a review of the pro forma transactions and/or adjustments made to the pro forma historical financial information ("pro forma transactions"); and
- a comparison of consistency in application of the recognition and measurement principles in AIFRS and the accounting policies adopted by the Company disclosed in Appendix B of this report.

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

4 CONCLUSION

4.1 REVIEW STATEMENT ON THE ACTUAL HISTORICAL FINANCIAL INFORMATION

Based on our review, which is not an audit, nothing has come to our attention, which causes us to believe that the actual historical financial information, as set out in Appendix A of this report does not present fairly the balance sheet of the Company as at 31 March 2008 and its performance for the period ended on that date, in accordance with the recognition and measurement principles prescribed in AIFRS and the accounting policies adopted by the Company disclosed in Appendix B of this report.

4.2 REVIEW STATEMENT ON THE PRO FORMA FINANCIAL INFORMATION

Based on our review, which is not an audit, nothing has come to our attention, which causes us to believe that the pro forma historical financial information, as set out in Appendix A of this report does not present fairly the pro-forma financial position of the Company as at 31 March 2008, in accordance with the recognition and measurement principles prescribed in AIFRS and the accounting policies adopted by the Company disclosed in Appendix B of this report.

5 SUBSEQUENT EVENTS

To the best of our knowledge and belief, and based on the work we have performed as described in the scope paragraph above, there have been no material transactions or events subsequent to 31 March 2008, other than those disclosed in the Prospectus and Appendix B of this report, that would require comment on, or adjustment to, the information referred to in our report or that would cause the information included in this report to be misleading or deceptive.

6 DISCLOSURES

Grant Thornton directors, employees or related entities do not have any pecuniary interest that could reasonably be regarded as being capable of affecting our ability to give an unbiased opinion in this matter. Grant Thornton will receive a fee for the preparation of this report.

Grant Thornton (WA) Partnership was appointed auditors of the Company on 2 August 2007.

The Directors have agreed to indemnify and hold harmless Grant Thornton and its directors and employees from any claims arising out of misstatement or omission in any material or information supplied by the Directors.

Consent for the inclusion of the Independent Accountant's Report in this Prospectus in the form and context in which it appears has been given. At the date of this report this consent has not been withdrawn.

7 GENERAL ADVICE WARNING

The giving of our consent for the inclusion of this report in the Prospectus should not be taken as an endorsement of Emergent Resources Limited or a recommendation by Grant Thornton of any participation in the Offer by any intending investors.

The author of this report gives no assurance or guarantee whatsoever in respect of the future success of or financial returns associated with the subscription for shares being offered pursuant to this Prospectus.

This report should be read in conjunction with Appendices A to C.

Yours faithfully

GRANT THORNTON (WA) FINANCIAL SERVICES PTY LTD

JW Vibert
Director

APPENDIX A

EMERGENT RESOURCES LIMITED INCOME STATEMENT FOR THE 9 MONTH PERIOD ENDED 31 MARCH 2008

	REVIEWED ACTUAL 31 MARCH 2008 \$
REVENUE	18,685
TOTAL REVENUE	18,685
EXPENSES	
- Administration expenses	(85,390)
- Occupancy expenses	(15,128)
- Corporate expenses	(240,217)
LOSS FROM ORDINARY ACTIVITIES BEFORE INCOME TAX EXPENSE	(322,050)
INCOME TAX EXPENSE	-
LOSS FROM ORDINARY ACTIVITIES AFTER INCOME TAX EXPENSE	(322,050)

EMERGENT RESOURCES LIMITED
BALANCE SHEET AND PRO-FORMA BALANCE SHEET AS AT 31 MARCH 2008

Set out below is the Actual Historical Balance Sheet of Emergent as at 31 March 2008, and the Pro-Forma Balance Sheet of the Company as at 31 March 2008 on the basis of the assumptions contained in Note 3 of Appendix B. The significant accounting policies upon which the Actual Historical Balance Sheet and the Pro-Forma Balance Sheet of the Company are based are contained in Appendix B.

	NOTE	REVIEWED ACTUAL 31 MARCH 2008 \$	REVIEWED PRO-FORMA 31 MARCH 2008 \$
CURRENT ASSETS			
Cash and Cash Equivalents	4	24,505	3,283,544
Other receivables		7,425	7,425
Prepayments	5	32,331	-
TOTAL CURRENT ASSETS		64,261	3,290,969
NON-CURRENT ASSETS			
Property, Plant and Equipment		11,078	11,078
Exploration and Evaluation Expenditure	6	104,963	1,407,505
TOTAL NON-CURRENT ASSETS		116,041	1,418,583
TOTAL ASSETS		180,302	4,709,552
CURRENT LIABILITIES			
Trade and Other Payables		76,266	76,266
Share Applications		16,000	16,000
TOTAL CURRENT LIABILITIES		92,266	92,266
TOTAL LIABILITIES		92,266	92,266
NET ASSETS		88,036	4,617,286
EQUITY			
Contributed Equity	7	410,086	5,139,336
Accumulated Losses	8	(322,050)	(522,050)
TOTAL EQUITY		88,036	4,617,286

The above balance sheets should be read in conjunction with the accompanying notes.

EMERGENT RESOURCES LIMITED

CASH FLOW STATEMENT FOR THE 9 MONTH PERIOD ENDED 31 MARCH 2008

	REVIEWED ACTUAL 31 MARCH 2008 \$
OPERATING ACTIVITIES	
Interest received	18,685
Payments made to suppliers	(288,225)
CASH (OUTFLOWS) FROM OPERATING ACTIVITIES	(269,540)
INVESTING ACTIVITIES	
Payments made for exploration & evaluation activities	(104,963)
Payments made for property, plant and equipment	(11,078)
CASH (OUTFLOWS) FROM INVESTING ACTIVITIES	(116,041)
FINANCING ACTIVITIES	
Proceeds from issue of shares	410,000
CASH INFLOWS FROM FINANCING ACTIVITIES	410,000
Net increase in cash	24,419
Cash at the beginning of the period	86
CASH AT THE END OF THE PERIOD	24,505

EMERGENT RESOURCES LIMITED

**STATEMENT OF CHANGES IN EQUITY FOR THE 9 MONTH PERIOD
ENDED 31 MARCH 2008**

	REVIEWED ACTUAL ISSUE CAPITAL \$	REVIEWED ACTUAL ACCUMULATED LOSSES \$
BALANCE AT 9 MAY 2007	-	-
Shares issued	86	-
Loss attributable to members of the Company	-	-
BALANCE AS AT 30 JUNE 2007	86	-
Shares issued	410,000	-
Loss attributable to members of the Company	-	(322,050)
BALANCE AS AT 31 MARCH 2008	410,086	(322,050)

NOTES TO THE FINANCIAL STATEMENTS

1 SIGNIFICANT ACCOUNTING POLICIES

The accompanying historical and pro forma financial information as at 31 March 2008 has been drawn up in accordance with the measurement requirements, but not the disclosure requirements, of applicable Accounting Standards and other mandatory professional requirements.

The financial information has been prepared under the historical cost convention, as modified where applicable by the revaluation of available-for-sale financial assets, financial assets and liabilities (including derivative instruments) at fair value through profit or loss, certain classes of property, plant and equipment and investment property. A summary of the Company's significant accounting policies is set out below.

(a) Going Concern

The Directors have prepared the Financial Information on a going concern basis, which contemplates continuity of normal business activities and the realisation of assets and extinguishments of liabilities in the ordinary course of business.

The ability of the Company to meet its existing and future obligations will depend on the ability to raise funds pursuant to the Prospectus, or from other sources, and to raise further funds through the issue of additional share capital to meet future exploration commitments, as and when required. If the Company does not raise further capital in the short term, it can continue as a going concern by reducing planned but not committed exploration expenditure until funding is available and/or entering into joint venture arrangements where exploration is funded by the joint venture partner.

(b) Exploration and evaluation expenditure

Exploration and evaluation expenditure incurred (including tenement acquisition costs) is accumulated in respect of each identifiable area of interest.

Exploration and evaluation costs related to areas of interest are carried forward to the extent that:

- (i) the rights to tenure of the areas of interest are current and the Company controls the area of interest in which the expenditure has been incurred; and
- (ii) such costs are expected to be recouped through successful development and exploitation of the area of interest, or alternatively by its sale; or
- (iii) exploration and evaluation activities in the area of interest have not at the reporting date reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in, or in relation to, the areas of interest are continuing.

Exploration and evaluation assets will be assessed annually for impairment and where impairment indicators exist, recoverable amounts of these assets will be estimated based on discounted cash flows from their associated cash generating units.

The Company will recognise the excess of the carrying values of exploration and evaluation assets over the recoverable amounts of these assets in the Income Statement. Expenditure capitalised under the above policy is amortised over the life of the area of interest from the date that commercial production of the related mineral occurs. In the event that an area of interest

is abandoned or if the directors consider the expenditure to be of no value, accumulated costs carried forward are written off in the year in which that assessment is made. A regular review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest.

(c) Acquisitions of assets

The purchase method of accounting is used to account for all acquisitions of assets (including business combinations) regardless of whether equity instruments or other assets are acquired. Cost is measured as the fair value of the assets given, shares issued or liabilities incurred or assumed at the date of exchange plus costs directly attributable to the acquisition. Where equity instruments are issued in an acquisition, the value of the instruments is their published market price as at the date of exchange unless, in rare circumstances, it can be demonstrated that the published price at the date of exchange is an unreliable indicator of fair value and that other evidence and valuation methods provide a more reliable measure of fair value. Transaction costs arising on the issue of equity instruments are recognised directly in equity.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any minority interest. The excess of the cost of acquisition over the fair value of the Company's share of the identifiable net assets acquired is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognised directly in the income statement, but only after a reassessment of the identification and measurement of the net assets acquired.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

(d) Impairment of assets

Assets that have an indefinite useful life are not subject to amortisation or depreciation and tested annually for impairment. Assets that are subject to amortisation or depreciation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash generating units).

(e) Fair value estimation

The fair value of financial assets and financial liabilities must be estimated for recognition and measurement or for disclosure purposes. The fair value of financial instruments traded in active markets (such as publicly traded derivatives, and trading and available-for-sale securities) is based on quoted market prices at the balance sheet date. The quoted market price used for financial assets held by the Company is the current bid price, the appropriate quoted market price for financial liabilities is the current ask price.

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques. The Company uses a

variety of methods and makes assumptions that are based on market conditions existing at each balance date. Quoted market prices or dealer quotes for similar instruments are used for long-term debt instruments held. Other techniques, such as estimated discounted cash flows, are used to determine fair value for the remaining financial instruments.

The nominal value less estimated credit adjustments of trade receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Company for similar financial instruments.

(f) Provisions

Provisions are recognised when the Company has a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reasonable estimate is made of the amount of the obligation.

Mine restoration and rehabilitation costs are provided for at the present value of future expected expenditures required to settle the Company's obligations on commencement of commercial production, discounted using a rate specified to the liability. When this provision is recognised a corresponding asset is also recognised as part of the development costs of the mine to the extent that it is considered that the provision gives access to future economic benefits. On an ongoing basis, the rehabilitation liability is re-measured at each reporting period in line with the changes in the time value of money (recognised as an expense in the income statement and an increase in the provision), and additional disturbances or changes in rehabilitation costs will be recognised as additions or changes to the corresponding asset and rehabilitation liability.

(g) Plant & Equipment

Plant and equipment is stated at cost less accumulated depreciation and any accumulated impairment losses. Depreciation is calculated on a straight-line basis over the estimated useful life of the asset at the following rates:

Plant and equipment - 20% to 40%

Impairment

The carrying values of plant and equipment are reviewed for impairment at each reporting date, with the recoverable amount being estimated when events or changes in circumstances indicate the carrying value may be impaired. Impairment exists when the carrying value of an asset or cash generating unit exceeds its estimate recoverable amount. The assets or cash-generating units are then written down to their recoverable amount.

Derecognition and disposal

An item of plant and equipment is derecognised upon disposal or when no further future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the year the asset is derecognised.

(h) Share issue Costs

In accordance with Australian Accounting Standard AASB 132.37 Financial Instruments: Presentation, all transaction costs on the issue of equity instruments are recognised directly in

equity as a reduction of the proceeds of the equity instruments to which the costs relate.

(i) Income tax

The income tax expense or revenue for the period is the tax payable on the current period's taxable income based on the national income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements, and to unused tax losses.

(i) Income tax (continued)

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in controlled entities where the parent entity is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

(j) Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Interest revenue is recognised as the interest accrues (using the effective interest method, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument) to the net carrying amount of the financial asset.

(k) Employee Benefits

Share-based payments

Share-based compensation benefits may be provided to employees via various Share Option Plans. The fair value of options granted is recognised as an employee benefit expense with a corresponding increase in equity. The fair value is measured at grant date and recognised over the period during which the employees become unconditionally entitled to the options.

The fair value at grant date is independently determined using an option pricing model that takes into account the exercise price, the term of the option, the vesting and performance criteria, the impact of dilution, the non-tradeable nature of the option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the option.

The fair value of the options granted excludes the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. At each balance sheet date, the entity revises its estimate of the number of options that are expected to become exercisable. The employee benefit expense recognised each period takes into account the most recent estimate.

Upon the exercise of options, the balance of the share-based payments reserve relating to those options is transferred to share capital. The market value of shares issued to employees for no cash consideration under the Share Plans is recognised as an employee benefits expense with a corresponding increase in equity when the employees become entitled to the shares.

(l) Cash and Cash Equivalents

Cash and short-term deposits in the balance sheet comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less.

(m) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST except where the GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable, and receivables and payables are stated with the amount of GST included.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

2 POST BALANCE DATE EVENTS

Subsequent to balance date 2,050,000 ordinary fully paid shares were issued to raise seed capital of \$205,000.

There have been no other material post balance date events.

3 BASIS OF PREPARATION

The Pro-Forma Balance Sheet in Appendix A includes the following adjustments:

- i) Issue of 2,050,000 fully paid ordinary shares @ 10 cents each to raise \$205,000 seed capital.
- ii) Issue of 20,000,000 fully paid ordinary shares at 20 cents each to raise the maximum subscription of \$4,000,000 pursuant to the Prospectus.
- iii) The payment of estimated costs of the offer totalling \$525,750 less a prepayment of \$32,331.
- iv) The payment of \$252,542 cash pursuant to the Tenement Option Agreement with Pandell Pty Ltd and Oakover Gold Limited for the acquisition of certain tenements.
- v) The issue of 7,500,000 fully paid ordinary shares at an estimated fair value of 14 cents each pursuant to the Tenement Option Agreement with Pandell Pty Ltd and Oakover Gold Limited for the acquisition of certain tenements.
- vi) Payment for consulting fees to a director related entity in the amount of \$200,000, upon the company listing with the ASX.

4 CASH

	NOTE	REVIEWED ACTUAL 31 MARCH 2008 \$	REVIEWED PRO-FORMA 31 MARCH 2008 \$
Cash and Cash Equivalents		24,505	3,283,544
OPENING BALANCE		24,505	24,505
Issue of seed capital 2,050,000 fully paid shares	3(i)		205,000
Issue of 20,000,000 shares pursuant to the prospectus	3(ii)		4,000,000
Associated costs of the Share Offer	3(iii)		(493,419)
Payment for tenements	3(iv)		(252,542)
Payment for consulting fees	3(vi)		(200,000)
CLOSING BALANCE		24,505	3,283,544

5 PREPAYMENTS

	NOTE	REVIEWED ACTUAL 31 MARCH 2008 \$	REVIEWED PRO-FORMA 31 MARCH 2008 \$
Prepayments		32,331	-
OPENING BALANCE		32,331	32,331
Associated costs of the Share Offer	3(iii)		(32,331)
CLOSING BALANCE		32,331	-

6 CONTRIBUTED EQUITY

	NOTE	REVIEWED ACTUAL 31 MARCH 2008 \$	REVIEWED PRO-FORMA 31 MARCH 2008 \$
Issued and paid up ordinary share capital		410,086	5,139,336
OPENING BALANCE		410,086	410,086
Issue of seed capital 2,050,000 shares	3(i)		205,000
Issue of 20,000,000 shares pursuant to the Share Offer	3(ii)		4,000,000
Associated costs of the Share Offers	3(iii)		(525,750)
Issue of shares for tenements	3(v)		1,050,000
CLOSING BALANCE		410,086	5,139,336
MOVEMENTS IN NUMBER OF ORDINARY SHARE CAPITAL DETAILS:			NUMBER
Balance as at 31 March 2008			12,600,001
Issue of seed capital subsequent to 31 March 2008	3(i)		2,050,000
Issue of 20,000,000 shares pursuant to the Share Offer	3(ii)		20,000,000
Issue of 7,500,000 shares for tenements	3(v)		7,500,000
Pro-forma 31 March 2008			42,150,001

7 ACCUMULATED LOSSES

	NOTE	REVIEWED ACTUAL 31 MARCH 2008 \$	REVIEWED PRO-FORMA 31 MARCH 2008 \$
Accumulated Losses		(322,050)	(322,050)
Opening balance		(322,050)	(322,050)
Payment for consulting fees	3(vi)		(200,000)
CLOSING BALANCE		(322,050)	(522,050)

9 SHARE OPTIONS

At present the Company has on issue 3,700,000 options to acquire ordinary shares, the terms of which are set out in Section 9 of the Prospectus. The options were valued at issue date at nil cents per option.

It is the Company's intention, within approximately three months admission to listing on the ASX, to make an offer to all the Company's shareholders, on a record date to be advised, of 1 option for every 2 shares held at that date at an issue price of 1 cent per option exercisable at 20 cents on or before 30 September 2010. The number of options to be issued is dependant upon the level of subscriptions received from the Prospectus offer.

10 RELATED PARTY DISCLOSURES

We have not examined related party transactions as part of this independent accountant's report as these are disclosed elsewhere in the Prospectus.

11 CONTINGENT ASSETS AND LIABILITIES

There are no material contingent assets or liabilities existing at 31 March 2008 or at the date of this report other than:

(a) Tenements may be subject to native title claims with further details outlined in the Solicitor's Report on Mining Tenements. The Company is unable to determine whether or not and to what extent, if any, the claims will affect the Company's liabilities; and

(b) Under the terms of the service contract between the Company and its Executive Director, as set out in Schedule B, Section 5 of the Prospectus, the Company may be liable for a termination penalty in certain circumstances, equivalent to a range between 6 months to 12 months of his salary.

12 COMMITMENTS

For details of proposed exploration commitments refer to the proposed exploration expenditure budgets in Section 2 of the Prospectus.

APPENDIX C

FINANCIAL SERVICES GUIDE

Grant Thornton (WA) Financial Services Pty Ltd

1. Grant Thornton (WA) Financial Services Pty Ltd (ABN 92 064 260 260) (Grant Thornton) is a specialist valuation firm which provides valuation advice, valuation reports and Independent Expert's Reports in relation to takeovers and mergers, commercial litigation, tax and stamp duty matters, assessments of economic loss, commercial and regulatory disputes. It also prepares Investigating Accountant's Reports.

2. Grant Thornton holds Australian Financial Services Licence No 259864.

Financial Services Guide

3. The Corporations Act 2001 authorises Grant Thornton to provide this Financial Services Guide (FSG) in connection with its provision of the Independent Accountants Report (Report) to be sent to Emergent Resources Limited ("Emergent") in relation to the issue of shares from a public offer on or around May 2008.

4. This FSG is designed to assist retail clients in their use of any general financial product advice contained in the Report. This FSG contains information about Grant Thornton generally, the financial services we are licensed to provide, the remuneration we may receive in connection with the preparation of the Report, and if complaints against us ever arise how they will be dealt with.

Financial services we are licensed to provide

5. Our Australian financial services licence allows us to provide financial product advice for the following classes of financial products:

1. securities; and
2. superannuation

to retail and wholesale clients.

General financial product advice

6. The Report contains only general product advice. It was prepared without taking into account your personal objectives, financial situation or needs.

7. You should consider your own objectives, financial situation and needs when assessing the suitability of the Report to your own situation. You may wish to obtain personal financial product advice from the holder of an Australia Financial Services Licence to assist you in this assessment.

Fees, commissions and other benefits we may receive

8. Grant Thornton charges fees to produce reports, including this Report. These fees are negotiated and agreed with the entity who engages Grant Thornton to provide a report. Fees are charged on an hourly basis or as a fixed amount depending on the terms of the agreement with the person who engages us.

9. Neither Grant Thornton nor its directors and officers receive any commissions or other benefits, except for the fees for services referred to above. Grant Thornton (WA) Partnership have been engaged as auditors of Emergent, and will receive a fee for these services.

10. All of our employees receive a salary. Our employees are eligible for bonuses based on overall performance and the firm's profitability, and do not receive any commissions or other benefits arising directly from services provided to our clients. The remuneration paid to our directors reflects their individual contribution to the company and covers all aspects of performance. Our directors do not receive any commissions or other benefits arising directly from services provided to our clients.

11. We do not pay commissions or provide other benefits to other parties for referring prospective clients to us.

Complaints

12. If you have a complaint, please raise it with us first, using the contact details listed below. We will endeavour to satisfactorily resolve your complaint in a timely manner.

13. If we are not able to resolve your complaint to your satisfaction within 45 days of your written notification, you are entitled to have your matter referred to the Financial Industry Complaints Service (FICS), an external complaints resolution service. You will not be charged for using the FICS service.

Contact details

14. Grant Thornton can be contacted by sending a letter to the following address:

Level 1
10 Kings Park Road
West Perth WA 6005

QUALIFICATIONS, DECLARATIONS AND CONSENTS

Qualifications

1. Grant Thornton is licensed under the Corporations Act. Grant Thornton's authorised representatives have extensive experience in the field of corporate finance, particularly in relation to the valuation of shares and businesses and have prepared numerous valuations and Independent Expert's Reports and Independent Accountants Reports.

2. This report was prepared by Mr Jeffrey Vibert who is a director of Grant Thornton. Mr Vibert has significant experience in the provision of valuation advice and preparation of reports as described above.

Declarations

3. This Report has been prepared at the request of Emergent and is to be used in its Prospectus dated on or around May 2008. It is not intended that this Report should serve any purpose other than as an expression of our opinion in relation to the matters it refers.

Interests

4. At the date of this report, neither Grant Thornton nor Mr Vibert have any interest in the outcome of the Prospectus. Grant Thornton is entitled to receive a fee for the preparation of this report based on time expended at our standard hourly professional rates. With the exception of the above fee, Grant Thornton will not receive any other benefits, either directly or indirectly, for or in

connection with the preparation of this report. Grant Thornton (WA) Partnership has consented to be auditors of the Company.

Indemnification

5. As a condition of Grant Thornton's agreement to prepare this report, Emergent agrees to indemnify Grant Thornton in relation to any claim arising from or in connection with its reliance on information or documentation provided by or on behalf of Emergent which is false or misleading or omits material particulars or arising from any failure to supply relevant documents or information.

Consents

6. Grant Thornton does not consent to the inclusion of this report in the form and context in any publication without its express authority.

7 CORPORATE GOVERNANCE

The Company has adopted systems of control and accountability as the basis for the administration of corporate governance. The Board is committed to administering the policies and procedures with openness and integrity, pursuing the true spirit of corporate governance commensurate with the Company's needs. To the extent they are applicable, the Company has adopted the Ten Essential Corporate Governance Principles and Best Practice Recommendations ("Recommendations") as published by ASX Corporate Governance Council.

Further information about the Company's corporate governance practices is set out on the Company's website at www.emergentresources.com.au. In accordance with the recommendations of the ASX, information published on the Company's website includes charters (for the board and its sub-committees), codes of conduct and other policies and procedures relating to the board and its responsibilities.

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

The Board sets out below its "if not, why not" report in relation to those matters of corporate governance where the Company's practices depart from the Recommendations.

Principle 2 Recommendation 2.4

There is no nomination committee.

The Board considers those matters and issues arising that would usually fall to a nomination committee. The Board considers that no efficiencies or other benefits would be gained by establishing a separate nomination committee.

Principle 8 Recommendation 8.1

During the Reporting Period there was no performance evaluation of the Board, its committees and individual directors.

The current Board has only been in place since incorporation earlier this year and did not conduct a performance evaluation during the Reporting Period. It is proposed the Chairman will conduct a review in the 2009 financial year.

Principle 9 Recommendation 9.2

There is no separate remuneration committee.

Due to the small size and structure of the Board, a separate remuneration committee is not considered to add any efficiency to the process of determining the levels of remuneration for the directors and key executives. The Board considers that it is more appropriate to set aside time at Board meetings each year to specifically address matters that would ordinarily fall to a remuneration committee.

In addition, all matters of remuneration will continue to be determined in accordance with Corporations Act requirements, especially in respect of related party transactions. That is, no directors participate in any deliberations regarding his or her own remuneration or related issues.

8 RISK FACTORS

The Shares offered under this Prospectus should be considered speculative because of the nature of the business activities of the Company. Whilst the Directors commend the Offer, potential investors should consider whether the Shares offered are a suitable investment having regard to their own personal investment objectives and financial circumstances and the risk factors set out below. This list is not exhaustive and potential investors should read this Prospectus in its entirety and if in any doubt consult their professional adviser before deciding whether to participate in the Offer.

8.1 GENERAL ECONOMIC RISKS AND BUSINESS CLIMATE

Share market conditions may affect the listed securities regardless of operating performance. Share market conditions are affected by many factors such as:

- (a) general economic outlook;
- (b) movements in or outlook on interest rates and inflation rates;
- (c) currency fluctuations;
- (d) commodity prices;
- (e) changes in investor sentiment towards particular market sectors; and
- (f) the demand and supply for capital.

Commodity prices are influenced by physical and investment demand for those commodities. Fluctuations in commodity prices may influence individual projects in which the Company has an interest.

8.2 EXPLORATION, DEVELOPMENT, MINING AND PROCESSING RISKS

The business of mineral exploration, project development and mining by its nature contains elements of significant risk. Ultimate and continuous success of these activities is dependent on many factors such as:

- (a) the discovery and/or acquisition of economically recoverable ore reserves;
- (b) successful conclusions to bankable feasibility studies;
- (c) access to adequate capital for project development;
- (d) design and construction of efficient mining and processing facilities within capital expenditure budgets;
- (e) securing and maintaining title to tenements and compliance with the terms of those tenements;
- (f) obtaining consents and approvals necessary for the conduct of exploration and mining; and
- (g) access to competent operational management and prudent financial administration including the availability and reliability of appropriately skilled and experienced employees, contractors and consultants.

Adverse weather conditions over a prolonged period can adversely effect exploration and mining operations and the timing of revenues.

Whether or not income will result from projects undergoing exploration and development programs depends on the successful establishment of mining operations. Factors including costs, actual mineralisation, consistency and reliability of ore grades and commodity prices affect successful project development and mining operations.

Mining is an industry which has become subject to increasing legislative regulation including but not limited to environmental responsibility and liability. The potential for liability is an ever present risk. The use and disposal of chemicals in the mining industry is under constant legislative scrutiny and regulation. The introduction of new laws and regulations or changes to underlying policy may adversely impact on the operations of the Company.

8.3 NATIVE TITLE

The Native Title Act 1993 (Cth) recognises and protects the rights and interests in Australia of Aboriginal and Torres Strait Islander people in land and water, according to their traditional laws and customs. There is significant uncertainty associated with native title in Australia and this may impact on the Company's operations and future plans.

Native title can be extinguished by valid grants of land or waters to people other than the native title holders or by valid use of land or waters. It can also be extinguished if the indigenous group has lost their connection with the relevant land or waters. Native title is not extinguished by the grant of mining licences, as they are not considered to be grants of exclusive possession. A valid mining lease prevails over native title to the extent of any inconsistency for the duration of the title.

All tenements granted prior to 1 January 1994 are valid or validated.

Tenements granted between 1 January 1994 and 23 December 1996 may be invalid if they fail to comply with the Native Title Act or for certain other reasons because of native title. However, such invalid tenements may be validated if certain statutory criteria are met.

For tenements to be validly granted (or renewed) after 23 December 1996 the special "right to negotiate" regime established by the Native Title Act must be followed.

It is important to note that the existence of a native title claim is not an indication that native title in fact exists to the land covered by the claim, as this is a matter ultimately determined by the Federal Court.

The Company must also comply with Aboriginal heritage legislation requirements which require heritage survey work to be undertaken ahead of the commencement of mining operations.

A detailed discussion of native title and the claims is contained in the Independent Solicitor's Report in Section Error! Reference source not found.5 of this Prospectus.

8.4 RISKS SPECIFIC TO THE COMPANY PROJECTS

The Company's Projects represent the main business activity and focus of the Company. Risks specific to these projects include the following:

Resource Estimate

Resource estimates are expressions of judgment based on knowledge, experience and industry practice. Estimates, which were valid when made, may change significantly when

new information becomes available. In addition, resource estimates are imprecise and depend to some extent on interpretations which may prove to be inaccurate. Should the Company encounter mineralisation or formations different from those predicted by past sampling and drilling, resource estimates may have to be adjusted and mining plans may have to be altered in a way which could have either a positive or negative effect on the Company's operations.

Operating Risks

The current and future operations of the Company, including exploration, appraisal and possible production activities may be affected by a range of factors, including:

- (a) geological conditions;
- (b) limitations on activities due to seasonal weather patterns and cyclone activity;
- (c) alterations to joint venture programs and budgets;
- (d) unanticipated operational and technical difficulties encountered in geophysical surveys, drilling and production activities;
- (e) mechanical failure of operating plant and equipment; adverse weather conditions, industrial and environmental accidents, acts of terrorism or political or civil unrest and other force majeure events;
- (f) industrial action, disputation or disruptions;
- (g) unavailability of aircraft or drilling equipment to undertake airborne electromagnetic and other geological and geophysical investigations;
- (h) shortages or unavailability of manpower or appropriately skilled manpower;
- (i) unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment; and
- (j) prevention or restriction of access by reason of political unrest, outbreak of hostilities, and inability to obtain consents or approvals.

Currency

The Company's eventual expected revenue will be in US\$ while its cost base will be in A\$; consequently the US\$/A\$ exchange rate will have an impact on the Company's expected earnings in A\$. The US\$/A\$ exchange rate is affected by numerous factors beyond the control of the Company. These factors include Australia's and the USA's economic conditions and the outlook for interest rates, inflation and other economic factors. These factors may have a positive or negative effect on the Company's exploration, project development and production plans and activities, together with the ability to fund those plans and activities.

Environment

The Company's Projects are subject to Western Australian and Federal laws and regulations regarding environmental matters and the discharge of hazardous wastes and materials. As with all mining projects, these projects would be expected to have a variety of environmental impacts should development proceed.

The Company intends to conduct its activities in an environmentally responsible manner and in accordance with applicable laws and industry standards. Areas disturbed by the Company's activities will be rehabilitated as required by applicable laws and regulations.

Title

The exploration licences comprising some of the Tenements which the Company holds or in which it has an interest may be the subject of applications for extension in the future.

If a Tenement is not extended, the Company may suffer significant damage through loss of the opportunity to discover and/or develop any mineral resources on that Tenement.

In addition, the Company cannot guarantee that those Tenements that are applications for tenements will ultimately be granted in whole or in part.

For more details on the issue of title to the Tenements, refer to the Independent Solicitor's Report in Section 5 of this Prospectus.

Western Australian Uranium Policy

The Company's Projects include uranium as a target. In Western Australia the legislation prohibits the authorisation to mine uranium. The Australian Federal Government has urged the State government to revise this prohibition but until the legislative framework expressly permits uranium mining, the Company may only carry out exploration for uranium. The Board intends to join with industry representative groups in lobbying for this legislative change in the future.

9 ADDITIONAL INFORMATION

9.1 RIGHTS ATTACHING TO SHARES

(a) General

The Shares to be issued pursuant to this Prospectus are ordinary shares and will rank equally in all respects with all ordinary fully paid shares in the Company.

The rights attaching to the Shares arise from a combination of the Company's Constitution, the Corporations Act, the ASX Listing Rules (upon listing) and general law. A copy of the Company's Constitution is available for inspection during business hours at its registered office.

A summary of the more significant rights is set out below. This summary is not exhaustive nor does it constitute a definitive statement of the rights and liabilities of the Company's shareholders. To obtain such a statement, persons should seek independent legal advice.

(b) Voting Rights

Subject to the Constitution of the Company and any rights or restrictions at the time being attached to a class of shares, at a general meeting of the Company every Shareholder present in person, or by proxy, attorney or representative has one vote on a show of hands, and upon a poll, one vote for each Share held by the Shareholder and for each partly paid share held, a fraction of one vote equal to the proportion which the amount paid up bears to the amounts paid or payable on that share. In the case of an equality of votes, the chairperson has a casting vote.

(c) Dividends

Subject to the Corporations Act, the ASX Listing Rules and any rights or restrictions attached to a class of shares, the Company may pay dividends as the Directors resolve but only out of profits of the Company. The Directors may determine the method and time for payment of the dividend.

(d) Winding up

Subject to the Corporations Act, the ASX Listing Rules and any rights or restrictions attached to a class of shares, on a winding up of the Company any surplus must be divided among the shareholders of the Company in proportion which the amount paid on the shares bears to the total amount paid and payable on the shares of all shareholders of the Company.

(e) Transfer of Shares

Generally, shares are freely transferable, subject to satisfying the requirements of the ASX Listing Rules, ASTC Rules, the ACH Clearing Rules and the Corporations Act. The Directors may decline to register any transfer of Shares but only where permitted to do so by the Corporations Act, the ASX Listing Rules, the ASTC Rules, the ACH Clearing Rules or under the Company's Constitution.

(f) Directors

The Constitution and the ASX Listing Rules contain provisions relating to the rotation and election of Directors.

(g) Calls on Shares

Subject to the Corporations Act and the terms of issue of a share, the Company may, at

any time, make calls on the shareholders of a share for all, or any part of, the amount unpaid on the share. If a shareholder fails to pay a call or instalment of a call, the Company may, subject to the Corporations Act and ASX Listing Rules, commence legal action for all, or part of the amount due, enforce a lien on the share in respect of which the call was made or forfeit the share in respect of which the call was made.

(h) Further Increases in Capital

Subject to the Corporations Act, the ASX Listing Rules, the ASTC Rules and the ACH Clearing Rules and any rights attached to a class of shares, the Company (under the control of the Directors) may allot and issue shares and grant options over shares, on any terms, at any time and for any consideration, as the Directors resolve.

(i) Variation of Rights Attaching to Shares

Subject to the Corporations Act, the ASX Listing Rules, the ASTC Rules and the ACH Clearing Rules and the terms of issue of shares in a particular class, the Company may vary or cancel rights attached to shares in that class by either special resolution passed at a general meeting of the holders of the shares in that class, or with the written consent of the holders of at least 75% of the votes in that class.

(j) General Meeting

Each Shareholder will be entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive notices, accounts and other documents required to be furnished to Shareholders under the Company's Constitution, the Corporations Act and the ASX Listing Rules.

Subject to the Company listing on ASX, the Company is required to insure the Officers against liability arising from any claim against the Officers in their capacity as officers of the Company. The Company will pay insurance premiums in respect of the above insurance.

9.2 EMPLOYEE SHARE OPTION PLAN

Under the terms of the Company's employee share option plan adopted by the Board ("Plan"), the Board may offer free options to persons ("Eligible Persons") who are:

- (a) full-time or part-time employees (including a person engaged by the Company under a consultancy agreement); or
- (b) Directors of the Company or any subsidiary based on a number of criteria including contribution to the Company, period of employment, potential contribution to the Company in the future and other factors the Board considers relevant.

Upon receipt of such an offer, the Eligible Person may nominate an associate to be issued with the options.

The maximum number of options issued under the Plan at any one time is 5% of the total number of Shares on issue in the Company. The Board may increase this percentage, subject to the Corporations Act and the Listing Rules.

Each option entitles the holder, on exercise, to one ordinary fully paid share in the Company.

There is no issue price for the options. The exercise price for the options will be such price as determined by the Board (in its discretion) on or before the date of issue provided that in no

event shall the exercise price be less than the weighted average sale price of Shares sold on ASX during the five Business Days prior to the date of issue or such other period as determined by the Board (in its discretion).

Shares issued on exercise of options will rank equally with other ordinary shares of the Company.

Options may not be transferred other than to an associate of the holder. Quotation of options on ASX will not be sought. However, the Company will apply to ASX for official quotation of Shares issued on the exercise of options.

An option may only be exercised after that option has vested and any other conditions imposed by the Board on exercise satisfied. The Board may determine the vesting period (if any). An option will lapse upon the first to occur of the expiry date, the holder acting fraudulently or dishonestly in relation to the Company, the employee ceasing to be employed by the Company or on certain conditions associated with a party acquiring a 90% interest in the Shares of the Company.

If, in the opinion of the Board any of the following has occurred or is likely to occur, the Company entering into a scheme of arrangement, the commencement of a takeover bid for the Company's Shares, or a party acquiring a sufficient interest in the Company to enable them to replace the Board, the Board may declare an option to be free of any conditions of exercise. Options which are so declared may, subject to the lapsing conditions set out above, be exercised at any time on or before their expiry date and in any number.

There are no participating rights or entitlements inherent in the options and option 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 the record date for determining entitlements to any such issue will be at least 6 Business Days after the issue is announced. Option holders shall be afforded the opportunity to exercise all options which they are entitled to exercise pursuant to the Plan prior to the date for determining entitlements to participate in any such issue.

If the Company makes an issue of Shares to Shareholders by way of capitalisation of profits or reserves ("Bonus Issue"), each option holder holding any options which have not expired at the time of the record date for determining entitlements to the Bonus Issue shall be entitled to have issued to him upon exercise of any of those options the number of Shares which would have been issued under the Bonus Issue ("Bonus Shares") to a person registered as holding the same number of Shares as that number of Shares to which the option holder may subscribe pursuant to the exercise of those options immediately before the record date determining entitlements under the Bonus Issue (in addition to the Shares which he or she is otherwise entitled to have issued to him or her upon such exercise). The Bonus Shares will be paid by the Company out of profits or reserves (as the case may be) in the same manner as was applied in relation to the Bonus Issue and upon issue rank *pari passu* in all respects with the other Shares issued upon exercise of the options.

In the event of any reconstruction (including a consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the expiry of any options, the number of options to which each option holder is entitled or the exercise price of his or her options or both or any other terms will be reconstructed in a manner determined by the Board which complies with the provisions of the Listing Rules.

Under current taxation laws any taxation liability in relation to the options, or the Shares

issued on exercise of the options, will fall on the participants. The Company will not be liable to fringe benefits tax in relation to options or Shares issued under the Plan.

Although Directors are eligible to be offered options under the Plan, this first requires specific Shareholder approval due to the requirements of the ASX Listing Rules and the Corporations Act.

9.3 INTERESTS OF DIRECTORS

Other than as set out below or elsewhere in this Prospectus, no Director holds, or held at any time during the 2 years before lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) property acquired or to be acquired by the Company in connection with:
 - (i) its formation or promotion; or
 - (ii) the Offer; or
- (c) the Offer; and no amounts, whether cash or shares or otherwise, have been paid or agreed to be paid, and no benefits have been given or agreed to be given;
- (d) to any Director, either to induce them to become, or to qualify as, a Director of the Company; and
- (e) for services provided by a Director in connection with:
 - (i) the formation or promotion of the Company; or
 - (ii) the Offer.

The Directors are each entitled to fees for services rendered in connection with the preparation of the Prospectus which cost is to be time related and to be at reasonable consulting rates.

The Board has agreed to pay:

- (a) George McMaster \$42,500 plus GST for assisting in the initial public offering process based on a rate of \$1,000 per day (subject to ASX listing);
- (b) Garry Hemming's controlled entity Roscoria Pty Ltd entitled to approximately \$250,000 plus GST for management of the company for the period 8 June 2007 to 30 June 2008 (being the estimated date of listed on ASX) and for work related to the Initial Public Offering process based on a rate of \$1,440 per day net of GST (subject to ASX listing);
- (c) Judge Constable Chartered Accountants, a company in which Kevin Judge is a director and shareholder, \$9,000 (plus GST) for assisting in the initial public offering process payable only on a successful listing of the Company on ASX.

9.4 REMUNERATION OF DIRECTORS

In accordance with the Constitution, the existing Shareholders of the Company as at the date of this Prospectus have determined in general meeting the maximum non-executive Director remuneration to be \$150,000 per annum commencing on listing.

The Directors have resolved that each non-executive director is entitled to receive fees of

\$50,000 per annum (plus superannuation) and the Chairman of Directors is entitled to receive \$75,000 per annum (plus superannuation). Payments of Director's fees will be in addition to any payments to directors in any employment capacity. The Managing Director has agreed to waive his directors fees for the duration of his service agreement.

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

9.5 DIRECTORS' HOLDINGS

Under the Constitution, the Directors are not required to hold any Shares in the Company. The Directors have direct or indirect interests in the following Shares and Options:

DIRECTOR	SHARES	OPTIONS
G J McMaster ¹	3,200,000	500,000
G R Hemming ²	2,700,001	2,000,000
K E Judge ³	1,000,000	500,000

¹ G J McMaster is a trustee for the Dalpura Superannuation Fund which owns 2,500,000 shares and 500,000 options in the Company and is a beneficiary of the Fund

² M T Hemming (wife of G R Hemming) acts as trustee for the Rita Investment Trust which holds 2,700,000 shares and 2,000,000 options in the Company and G R Hemming is a beneficiary of the trust.

³ K E Judge is a Director of Spinaway Gardens Pty Ltd which acts as trustee for the Judge Superannuation Fund which holds 800,000 shares and 300,000 options in the Company and he is a beneficiary of the Fund. His nominee, Winterton Engineering Pty Ltd, also holds 200,000 shares and 200,000 options.

The options issued to Directors total 3,000,000 and are on the following terms:

- (a) the exercise price of each option is 20 cents;
- (b) the options expire at 5.00 pm WST 31 August 2012;
- (c) the options are not exercisable during the first 12 months of issue or such terms as set by ASX listing rules;
- (d) up to 25% of the options granted may be exercised at any time following the Company's first anniversary of listing on the ASX;
- (e) up to a cumulative total of 50% of the options granted may be exercised at any time following the Company's second anniversary of listing on the ASX;
- (f) up to a cumulative total of 75% of the options granted may be exercised at any time following the Company's third anniversary of listing on the ASX;
- (g) up to a cumulative total of 100% of the options granted may be exercised at any time following the Company's fourth anniversary of listing on the ASX;
- (h) the Company will not apply for ASX quotation of the options;

-
- (i) shares issued as a result of the exercise of any of these options will rank equally in all respects with previously issued shares;
 - (j) the options are exercisable by completing the application for exercise of options and delivering the same together with payment for the number of shares in respect of which the options are exercised to the registered office of the Company;
 - (k) subject to ASX Listing Rules the options are freely transferable in whole or part at any time prior to expiry;
 - (l) within 14 days of the receipt of a properly executed notice of exercise and application monies the Company will issue to the option holder the number of shares specified in that notice;
 - (m) the Company will apply for official quotation of all shares issued and allotted pursuant to the exercise of the options;
 - (n) option holders are permitted to participate in new issues of securities offered to shareholders on the prior exercise of the option in which case the option holder shall be afforded the period of at least 10 business days prior to an inclusive of the books' closing date (to determine the entitlements to the issue) to exercise the option; and
 - (o) in the event of any reorganisation (including consolidation, subdivision, reduction or cancellation) of capital of the Company, the rights of option holders are to be changed to the extent necessary to comply with ASX Listing Rules on a reorganisation of capital at the time of the reorganisation.

9.6 INTERESTS OF EXPERTS, PROMOTERS AND ADVISERS

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

- (a) no person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of the Prospectus, any promoter of the Company or broker to the Issue, holds, or held at any time during the 2 years before lodgment of this Prospectus with the ASIC, any interest in:
 - (iii) the formation or promotion of the Company;
 - (iv) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or in connection with the Offer; or
 - (v) 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 in connection with the formation or promotion of the Company or the Offer.

Pullinger Readhead Lucas has acted as solicitor to the Offer and provided advice and assistance in relation to certain aspects of this Prospectus, preparation of the solicitors report, the Company's due diligence regime and enquiries and in relation to its application and admission to ASX. In respect of these services, Pullinger Readhead Lucas will be paid \$15,000. In addition in the previous two years the Company has incurred fees of \$56,000 plus GST for legal services.

Al Maynard of Al Maynard & Associates has acted as the independent geologist and has

prepared the Independent Geological Report included in Section 4 of this Prospectus. The Company will pay \$13,000 (plus GST) in respect of preparation of the independent geologist's report. In addition in the previous two years the Company has incurred fees of \$15,000 plus GST for geological services.

Grant Thornton (WA) Financial Services Pty Ltd has acted as the independent accountant to the Offer and prepared the Independent Accountant's Report included in Section 6 of this Prospectus. Grant Thornton (WA) Financial Services Pty Ltd will be paid \$5,000 (plus GST) in respect of these services. In addition in the previous two years the Company has incurred fees of \$8,000 plus GST for independent accounting services.

Grant Thornton (WA) Partnership has agreed to act as auditor to the Company and will be receive fees for rendering these services in accordance with its normal time based charges.

The Board has agreed to pay Dilkara Nominees Pty Ltd, a company not related to any of Emergent's directors, \$9,040 (plus GST) (contingent on listing on ASX) for the provision of independent consulting services in the initial public offering process, in addition to issuing 3,000,000 shares and 500,000 options on the same terms and conditions described in section 9.5 of this Prospectus.

The Board has agreed to pay Judge Constable Chartered Accountants, a company associated with Kevin Judge, \$9,000 (plus GST) for professional services rendered with respect to assisting with the initial public offering process.

9.7 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) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this section.

Pullinger Readhead Lucas has given and has not, before lodgement of this Prospectus, withdrawn its consent to being named as solicitor to the Offer and independent solicitor preparing the independent solicitors report in the form and context in which it is named.

Al Maynard of Al Maynard & Associates has given and has not, before lodgement of this Prospectus, withdrawn his consent to being named as the independent geologist in the form and context in which it is named and to the inclusion of the Independent Geological Report included in Section 4 of the Prospectus in the form and context in which it is included.

Grant Thornton (WA) Financial Services has given and has not, before lodgement of this Prospectus, withdrawn its consent to being named as the independent accountant of the Company in the form and context in which it is named and to the inclusion of the Independent Accountant's Report included in Section 6 of the Prospectus in the form and context in which it is included.

Grant Thornton (WA) Partnership Pty Ltd has given and has not, before lodgement of this Prospectus, withdrawn its consent to being named as the auditor of the Company in the form and context in which it is named.

Computershare Investor Services Pty Ltd as the Company's share registry have not been involved in the preparation of this Prospectus and references to Computershare Investor Services Pty Ltd appears for information purposes only.

Dilkara Nominees Pty Ltd has given and has not, before lodgement of this Prospectus, withdrawn its consent to being named as a promoter to the Offer in the form and context in which it is named.

Judge Constable Chartered Accountants has given and has not, before lodgement of this Prospectus, withdrawn its consent to being named as an adviser to the Offer in the form and context in which it is named.

9.8 LITIGATION

Legal proceedings may arise from time to time in the course of the Company's business. As at 5 May 2008, litigation searches confirm that the Company is not involved in any legal proceedings, nor so far as the Directors are aware, are any legal proceedings pending or threatened against the Company.

9.9 EXPENSES OF THE OFFER

The total expenses connected with the Offer assuming full subscription are estimated to be approximately \$525,750. These expenses will be borne by the Company as detailed below:

Brokers Fees Maximum:	\$240,000
Brokers Cash Fees:	\$75,000
Directors Consulting Fees to listing:	\$105,750
Legal Fees:	\$15,000
Independent Accounting Report:	\$5,000
Independent Geological Report:	\$13,000
ASIC:	\$2,000
ASX:	\$31,000
Printing Costs:	\$20,000
Share Registry Fees:	\$10,000
Other Consulting Fees:	\$9,000

9.10 RESTRICTED SECURITIES

The ASX may classify certain existing Shares on issue in the Company (as opposed to those to be issued under this Prospectus) as being subject to the restricted securities provisions of the Listing Rules. If so classified, such Shares would be required to be held in escrow for a period determined by ASX and would not be able to be sold, mortgaged, pledged, assigned or transferred for that period without the prior approval of ASX.

9.11 CHESS

The Company will apply to participate in the Clearing House Electronic Sub-register System ("CHESS").

CHESS is operated by ASX Settlement and Transfer Corporation Pty LIMITED ("ASTC"), a wholly owned subsidiary of ASX, in accordance with the ASX Listing Rules and the ASTC Settlement Rules.

Under CHESS, the Company will not issue certificates to Shareholders. Instead, Shareholders will receive a statement of their holdings in the Company. If an investor is broker sponsored, ASTC will send a CHESS statement.

9.12 TAX CONSIDERATION

Investors should seek and rely on their own professional taxation advice in relation to an investment in the Company.

9.13 PRIVACY

The Application Form accompanying this Prospectus requires you to provide information that may be personal information for the purposes of the Privacy Act 1988 (Cth) (as amended). The Company (and its share registry on behalf of the Company) may collect, hold and use that personal information in order to assess your Application, service your needs as a Shareholder and provide facilities and services that you request and to administer the Company.

Access to information may also be provided to the Company's agents and service providers on the basis that they deal with such information in accordance with the Company's privacy policy.

If you do not provide the information requested of you in the Application Form, the Company's share registry may not be able to process your Application or administer your holding of Shares appropriately. Under the Privacy Act 1988 (Cth) (as amended), you may request access to your personal information held by (or on behalf of) the Company. You can request access to your personal information by telephoning or writing to the Company to the attention of the Privacy Officer.

10 DIRECTORS' STATEMENTS

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

In accordance with Section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with the ASIC and has not withdrawn that consent.

A handwritten signature in black ink, appearing to read 'Garry Hemming', with a stylized flourish at the end.

Garry Hemming Director

EMERGENT RESOURCES LIMITED

GLOSSARY

The following defined terms apply throughout this Prospectus unless the context requires otherwise:

"\$" means Australian dollars unless otherwise specified;

"ACH Clearing Rules" means the operating rules of Australian Clearing House Pty Limited ACN 001 314 503;

"Applicant" means a person who completes and lodges an Application Form;

"Application" means an application for Shares pursuant to this Prospectus;

"Application Form" means the application form attached to this Prospectus;

"ASIC" means the Australian Securities & Investments Commission;

"ASTC Rules" means the settlement rules of Australian Settlement and Transfer Corporation Pty Limited;

"ASX" means ASX Limited (ACN 008 624 691);

"ASX Listing Rules" means the Listing Rules of ASX as amended from time to time;

"BFS" means bankable feasibility study;

"Closing Date" means the last date on which Application Forms may be submitted;

"Company" or **"Emergent"** means Emergent Resources Limited (ABN 68 125 323 622);

"Constitution" means the Constitution of the Company;

"Corporations Act" means the Corporations Act 2001 (Cth);

"Directors" or **"Board"** means the directors of the Company as at the date of this Prospectus;

"Exposure Period" means the period of 7 days after the date of lodgment of this Prospectus with the ASIC, which period may be extended by the ASIC by not more than 7 days pursuant to Section 727(3) of the Corporations Act;

"Issue" means the issue of up to 20 million Shares under this Prospectus;

"Offer" means the offer of Shares pursuant to this Prospectus;

"Official List" means the official list of ASX;

"Opening Date" means the first date on which Application Forms can be received;

"Prospectus" means this Prospectus;

"Shares" means fully paid ordinary shares in the capital of the Company;

"Shareholder" means a holder of a Share(s);

"Share Registry" means Computershare Investor Services Pty Ltd details of which are provided in the corporate directory, and

"WST" means Western Standard Time.



Emergent Resources Limited

ABN 68 125 323 622

Registry Use Only

Broker Code

Adviser Code

Application Form

This Application Form is important. If you are in doubt as to how to deal with it, please contact your stockbroker or professional adviser without delay. You should read the entire prospectus carefully before completing this form. To meet the requirements of the Corporations Act, this Application Form must not be distributed unless included in, or accompanied by, the prospectus.

A I/we apply for

Number of Shares in Emergent Resources Limited at A\$0.20 per Share or such lesser number of Shares which may be allocated to me/us

B I/we lodge full Application Money

A\$

C Individual/Joint applications - refer to naming standards overleaf for correct forms of registrable title(s)

Title or Company Name	Given Name(s)	Surname

Joint Applicant 2 or Account Designation

Joint Applicant 3 or Account Designation

D Enter your postal address - Include State and Postcode

Unit	Street Number	Street Name or PO Box /Other Information

City / Suburb / Town

State

Postcode

E Enter your contact details

Contact Name

Telephone Number - Business Hours / After Hours

()

F CHESS Participant

Holder Identification Number (HIN)

X

Please note that if you supply a CHESS HIN but the name and address details on your form do not correspond exactly with the registration details held at CHESS, your application will be deemed to be made without the CHESS HIN, and any securities issued as a result of the IPO will be held on the Issuer Sponsored subregister.

Cheque details - Make your cheque or bank draft payable to Emergent Resources Limited - Share Application Account

Drawer	Cheque Number	BSB Number	Account Number	Amount of cheque
				A\$
Drawer	Cheque Number	BSB Number	Account Number	Amount of cheque
				A\$

By submitting this Application Form, I/we declare that this application is completed and lodged according to the Prospectus and the declarations/statements on the reverse of this Application form and I/we declare that all details and statements made by me/us (including the declaration on the reverse of this Application Form) are complete and accurate. I/we agree to be bound by the Constitution of the Company.

See back of form for completion guidelines

E M G

I P O

055045_00QMFA



How to complete this form

A**Shares Applied for**

Enter the number of Shares you wish to apply for. The application must be for a minimum of 10,000 Shares. Applications for greater than 10,000 Shares must be in multiples of 2,000 Shares.

B**Application Monies**

Enter the amount of Application Monies. To calculate the amount, multiply the number of Shares by the price per Share.

C**Applicant Name(s)**

Enter the full name you wish to appear on the statement of share holding. This must be either your own name or the name of a company. Up to 3 joint Applicants may register. You should refer to the table below for the correct forms of registrable title. Applications using the wrong form of names may be rejected. Clearing House Electronic Subregister System (CHES) participants should complete their name identically to that presently registered in the CHES system.

D**Postal Address**

Enter your postal address for all correspondence. All communications to you from the Registry will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.

E**Contact Details**

Enter your contact details. These are not compulsory but will assist us if we need to contact you.

F**CHES**

Emergent Resources Limited (the Company) will apply to the ASX to participate in CHES, operated by ASX Settlement and Transfer Corporation Pty Ltd, a wholly owned subsidiary of Australian Stock Exchange Limited. In CHES, the company will operate an electronic CHES Subregister of security holdings and an electronic Issuer Sponsored Subregister of security holdings. Together the two Subregisters will make up the Company's principal register of securities. The Company will not be issuing certificates to applicants in respect of Shares allotted. If you are a CHES participant (or are sponsored by a CHES participant) and you wish to hold Shares allotted to you under this Application on the CHES Subregister, enter your CHES HIN. Otherwise, leave this section blank and on allotment, you will be sponsored by the Company and allocated a Securityholder Reference Number (SRN).

G**Payment**

Make your cheque or bank draft payable to Emergent Resources Limited - Share Application Account in Australian currency and cross it Not Negotiable. Your cheque or bank draft must be drawn on an Australian Bank.

Complete the cheque details in the boxes provided. The total amount must agree with the amount shown in box B.

Cheques will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques returned unpaid may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the Application Form where indicated. Cash will not be accepted. Receipt for payment will not be forwarded.

Before completing the Application Form the applicant(s) should read this prospectus to which this application relates. By lodging the Application Form, the applicant agrees that this application for Shares in Emergent Resources Limited is upon and subject to the terms of the prospectus and the Constitution of Emergent Resources Limited, agrees to take any number of Shares that may be allotted to the Applicant(s) pursuant to the prospectus and declares that all details and statements made are complete and accurate. It is not necessary to sign the Application Form.

Lodgement of Application

Application Forms must be received by Computershare Investor Services Pty Limited by no later than 5.00pm on 13 June 2008. You should allow sufficient time for this to occur. Return the Application Form with cheque(s) attached to:

Computershare Investor Services Pty Limited
GPO Box 52
MELBOURNE VIC 8060 AUSTRALIA

Neither Computershare nor the Company accepts any responsibility if you lodge the Application Form at any other address or by any other means.

Privacy Statement

Personal information is collected on this form by Computershare Investor Services Pty Limited ("CIS"), as registrar for securities issuers ("the issuer"), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal information may be disclosed to our related bodies corporate, to external service companies such as print or mail service providers, or as otherwise required or permitted by law. If you would like details of your personal information held by CIS, or you would like to correct information that is inaccurate, incorrect or out of date, please contact CIS. In accordance with the Corporations Act 2001, you may be sent material (including marketing material) approved by the issuer in addition to general corporate communications. You may elect not to receive marketing material by contacting CIS. You can contact CIS using the details provided on the front of this form or E-mail privacy@computershare.com.au

If you have any enquiries concerning your application, please contact the Computershare Investor Services Pty Limited on 1300 557 010.

Correct forms of registrable title(s)

Note that ONLY legal entities are allowed to hold Shares. Applications must be made in the name(s) of natural persons, companies or other legal entities in accordance with the Corporations Act. At least one full given name and the surname is required for each natural person. The name of the beneficial owner or any other registrable name may be included by way of an account designation if completed exactly as described in the examples of correct forms of registrable title(s) below.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual - Use given name(s) in full, not initials	Mr John Alfred Smith	J.A Smith
Joint - Use given name(s) in full, not initials	Mr John Alfred Smith & Mrs Janet Marie Smith	John Alfred & Janet Marie Smith
Company - Use company title, not abbreviations	ABC Pty Ltd	ABC P/L ABC Co
Trusts - Use trustee(s) personal name(s) - Do not use the name of the trust	Ms Penny Smith <Penny Smith Family A/C>	Penny Smith Family Trust
Deceased Estates - Use executor(s) personal name(s) - Do not use the name of the deceased	Mr Michael Smith <Est John Smith A/C>	Estate of Late John Smith
Minor (a person under the age of 18) - Use the name of a responsible adult with an appropriate designation	Mr John Alfred Smith <Peter Smith A/C>	Peter Smith
Partnerships - Use partners personal name(s) - Do not use the name of the partnership	Mr John Smith & Mr Michael Smith <John Smith & Son A/C>	John Smith & Son
Clubs/Unincorporated Bodies/Business Names - Use office bearer(s) personal name(s) - Do not use the name of the club etc	Mrs Janet Smith <ABC Tennis Association A/C>	ABC Tennis Association
Superannuation Funds - Use the name of trustee of the fund - Do not use the name of the fund	John Smith Pty Ltd <Super Fund A/C>	John Smith Pty Ltd Superannuation Fund



Emergent Resources Limited

ABN 68 125 323 622

Registry Use Only

Broker Code

Adviser Code

Application Form

This Application Form is important. If you are in doubt as to how to deal with it, please contact your stockbroker or professional adviser without delay. You should read the entire prospectus carefully before completing this form. To meet the requirements of the Corporations Act, this Application Form must not be distributed unless included in, or accompanied by, the prospectus.

A I/we apply for

Number of Shares in Emergent Resources Limited at A\$0.20 per Share or such lesser number of Shares which may be allocated to me/us

B I/we lodge full Application Money

A\$

C Individual/Joint applications - refer to naming standards overleaf for correct forms of registrable title(s)

Title or Company Name	Given Name(s)	Surname

Joint Applicant 2 or Account Designation

Joint Applicant 3 or Account Designation

D Enter your postal address - Include State and Postcode

Unit	Street Number	Street Name or PO Box /Other Information

City / Suburb / Town

State

Postcode

E Enter your contact details

Contact Name

Telephone Number - Business Hours / After Hours

()

F CHESS Participant

Holder Identification Number (HIN)

X

Please note that if you supply a CHESS HIN but the name and address details on your form do not correspond exactly with the registration details held at CHESS, your application will be deemed to be made without the CHESS HIN, and any securities issued as a result of the IPO will be held on the Issuer Sponsored subregister.

Cheque details - Make your cheque or bank draft payable to Emergent Resources Limited - Share Application Account

Drawer	Cheque Number	BSB Number	Account Number	Amount of cheque
				A\$
Drawer	Cheque Number	BSB Number	Account Number	Amount of cheque
				A\$

By submitting this Application Form, I/we declare that this application is completed and lodged according to the Prospectus and the declarations/statements on the reverse of this Application form and I/we declare that all details and statements made by me/us (including the declaration on the reverse of this Application Form) are complete and accurate. I/we agree to be bound by the Constitution of the Company.

See back of form for completion guidelines

E M G

I P O

055045_00QMFA



How to complete this form

A**Shares Applied for**

Enter the number of Shares you wish to apply for. The application must be for a minimum of 10,000 Shares. Applications for greater than 10,000 Shares must be in multiples of 2,000 Shares.

B**Application Monies**

Enter the amount of Application Monies. To calculate the amount, multiply the number of Shares by the price per Share.

C**Applicant Name(s)**

Enter the full name you wish to appear on the statement of share holding. This must be either your own name or the name of a company. Up to 3 joint Applicants may register. You should refer to the table below for the correct forms of registrable title. Applications using the wrong form of names may be rejected. Clearing House Electronic Subregister System (CHES) participants should complete their name identically to that presently registered in the CHES system.

D**Postal Address**

Enter your postal address for all correspondence. All communications to you from the Registry will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.

E**Contact Details**

Enter your contact details. These are not compulsory but will assist us if we need to contact you.

F**CHES**

Emergent Resources Limited (the Company) will apply to the ASX to participate in CHES, operated by ASX Settlement and Transfer Corporation Pty Ltd, a wholly owned subsidiary of Australian Stock Exchange Limited. In CHES, the company will operate an electronic CHES Subregister of security holdings and an electronic Issuer Sponsored Subregister of security holdings. Together the two Subregisters will make up the Company's principal register of securities. The Company will not be issuing certificates to applicants in respect of Shares allotted. If you are a CHES participant (or are sponsored by a CHES participant) and you wish to hold Shares allotted to you under this Application on the CHES Subregister, enter your CHES HIN. Otherwise, leave this section blank and on allotment, you will be sponsored by the Company and allocated a Securityholder Reference Number (SRN).

G**Payment**

Make your cheque or bank draft payable to Emergent Resources Limited - Share Application Account in Australian currency and cross it Not Negotiable. Your cheque or bank draft must be drawn on an Australian Bank.

Complete the cheque details in the boxes provided. The total amount must agree with the amount shown in box B.

Cheques will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques returned unpaid may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the Application Form where indicated. Cash will not be accepted. Receipt for payment will not be forwarded.

Before completing the Application Form the applicant(s) should read this prospectus to which this application relates. By lodging the Application Form, the applicant agrees that this application for Shares in Emergent Resources Limited is upon and subject to the terms of the prospectus and the Constitution of Emergent Resources Limited, agrees to take any number of Shares that may be allotted to the Applicant(s) pursuant to the prospectus and declares that all details and statements made are complete and accurate. It is not necessary to sign the Application Form.

Lodgement of Application

Application Forms must be received by Computershare Investor Services Pty Limited by no later than 5.00pm on 13 June 2008. You should allow sufficient time for this to occur. Return the Application Form with cheque(s) attached to:

Computershare Investor Services Pty Limited
GPO Box 52
MELBOURNE VIC 8060 AUSTRALIA

Neither Computershare nor the Company accepts any responsibility if you lodge the Application Form at any other address or by any other means.

Privacy Statement

Personal information is collected on this form by Computershare Investor Services Pty Limited ("CIS"), as registrar for securities issuers ("the issuer"), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal information may be disclosed to our related bodies corporate, to external service companies such as print or mail service providers, or as otherwise required or permitted by law. If you would like details of your personal information held by CIS, or you would like to correct information that is inaccurate, incorrect or out of date, please contact CIS. In accordance with the Corporations Act 2001, you may be sent material (including marketing material) approved by the issuer in addition to general corporate communications. You may elect not to receive marketing material by contacting CIS. You can contact CIS using the details provided on the front of this form or E-mail privacy@computershare.com.au

If you have any enquiries concerning your application, please contact the Computershare Investor Services Pty Limited on 1300 557 010.

Correct forms of registrable title(s)

Note that ONLY legal entities are allowed to hold Shares. Applications must be made in the name(s) of natural persons, companies or other legal entities in accordance with the Corporations Act. At least one full given name and the surname is required for each natural person. The name of the beneficial owner or any other registrable name may be included by way of an account designation if completed exactly as described in the examples of correct forms of registrable title(s) below.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual - Use given name(s) in full, not initials	Mr John Alfred Smith	J.A Smith
Joint - Use given name(s) in full, not initials	Mr John Alfred Smith & Mrs Janet Marie Smith	John Alfred & Janet Marie Smith
Company - Use company title, not abbreviations	ABC Pty Ltd	ABC P/L ABC Co
Trusts - Use trustee(s) personal name(s) - Do not use the name of the trust	Ms Penny Smith <Penny Smith Family A/C>	Penny Smith Family Trust
Deceased Estates - Use executor(s) personal name(s) - Do not use the name of the deceased	Mr Michael Smith <Est John Smith A/C>	Estate of Late John Smith
Minor (a person under the age of 18) - Use the name of a responsible adult with an appropriate designation	Mr John Alfred Smith <Peter Smith A/C>	Peter Smith
Partnerships - Use partners personal name(s) - Do not use the name of the partnership	Mr John Smith & Mr Michael Smith <John Smith & Son A/C>	John Smith & Son
Clubs/Unincorporated Bodies/Business Names - Use office bearer(s) personal name(s) - Do not use the name of the club etc	Mrs Janet Smith <ABC Tennis Association A/C>	ABC Tennis Association
Superannuation Funds - Use the name of trustee of the fund - Do not use the name of the fund	John Smith Pty Ltd <Super Fund A/C>	John Smith Pty Ltd Superannuation Fund

"exploration: today's endeavour – tomorrow's success"



Emergent Resources Limited
Level 1, 1315 Hay Street
West Perth, 6005 Western Australia