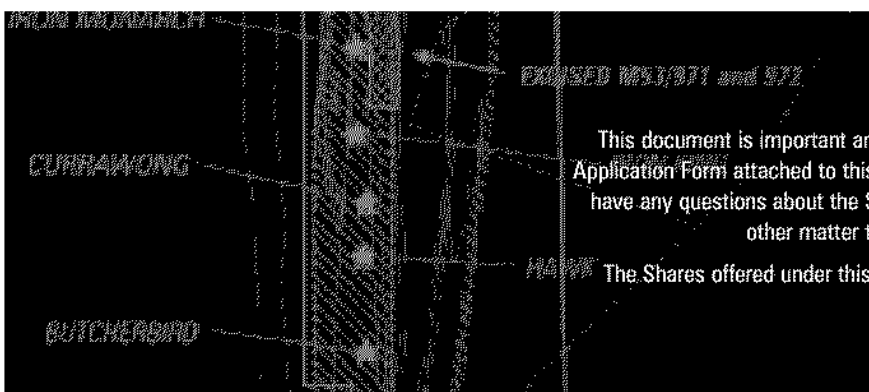
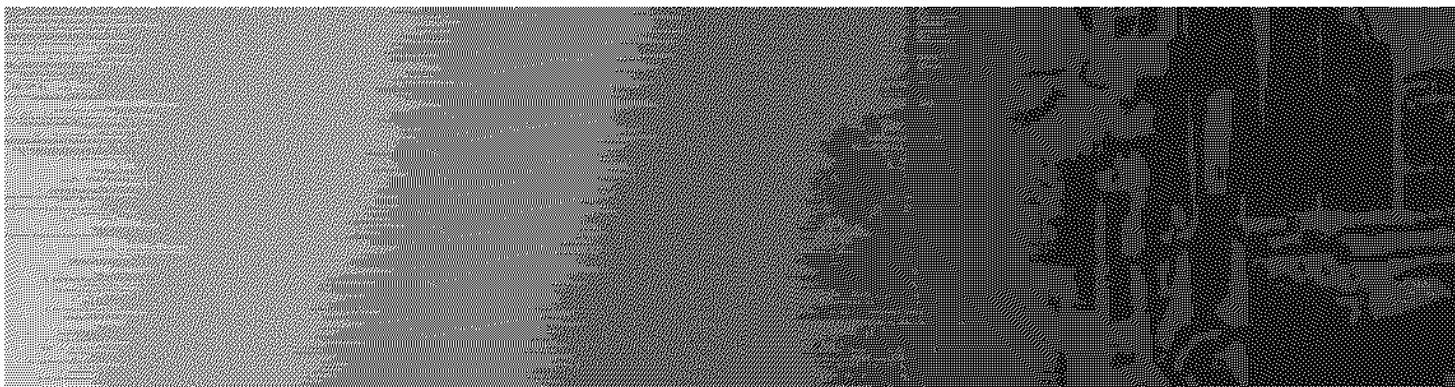
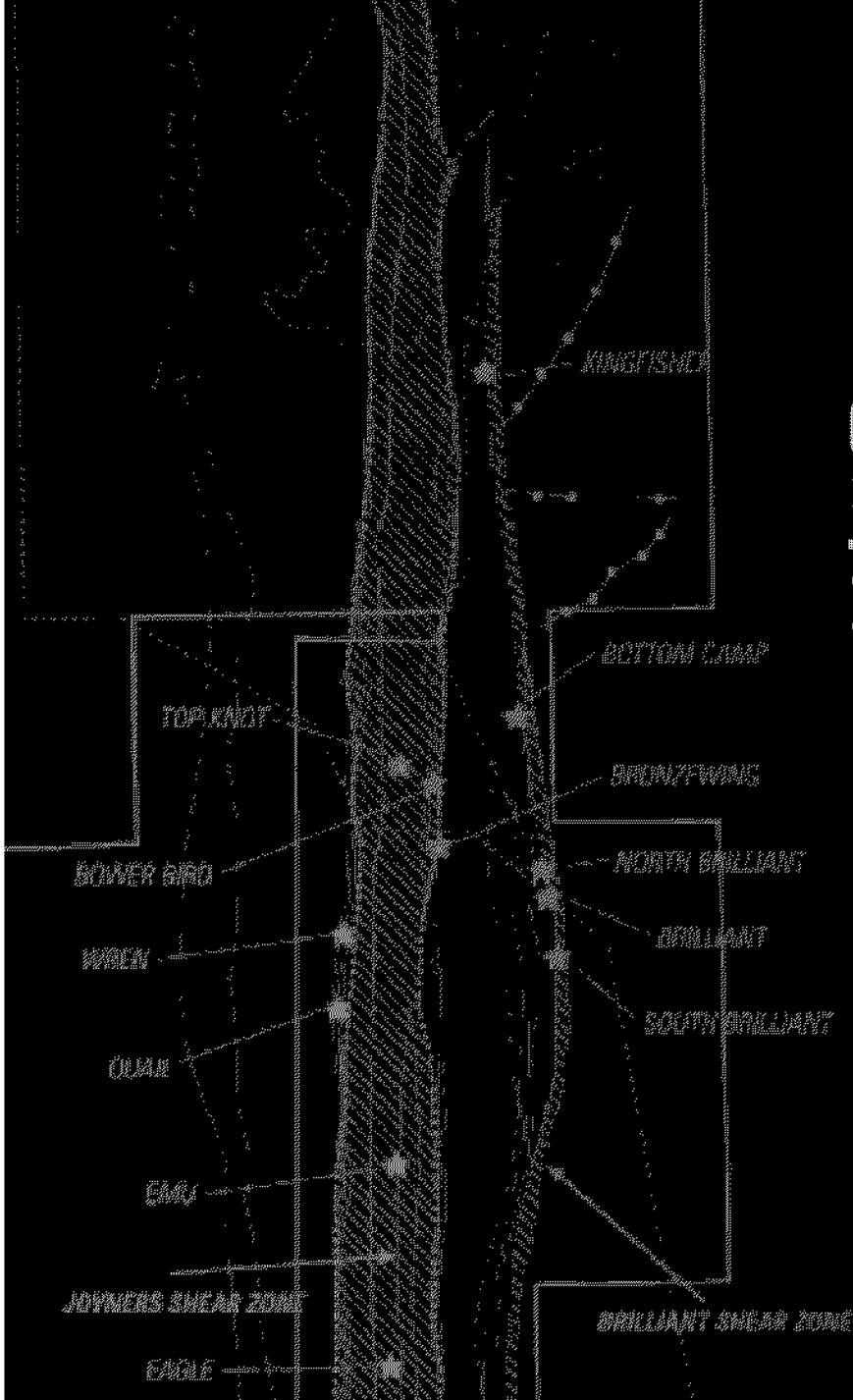




Golden West
RESOURCES LIMITED

PROSPECTUS



AN OFFER TO RAISE \$2,800,000

This document is important and should be read in its entirety, together with the Application Form attached to this Prospectus. If after reading this Prospectus you have any questions about the Shares being offered under this Prospectus or any other matter then you should consult your professional adviser.

The Shares offered under this Prospectus should be considered as speculative.

ABN 54 102 622 051

CHAIRMAN'S LETTER

Dear Investor,

On behalf of the Directors I am very pleased to introduce you to Golden West Resources Limited, a company committed to becoming a West Australian gold producer. I invite you to consider an investment in the Company by subscribing to this public offer.

The following brief comments on the projects held by Golden West Resources Limited will give you a general overview of the targets forming the basis of this Prospectus. However, please read the whole document carefully for a complete review of our assets as you must make your own careful decision.

The Company's Wiluna West Project covers the Joyner's Find Greenstone Belt, near Wiluna. Resources of 656,000 tonnes grading 3.4 g/t gold for a contained 71,000 ounces of gold are already established on the prospecting licences making up part of this project. It is the Company's immediate goal to expand these resources and complete feasibility work to develop a mining operation as soon as possible so that a cash flow can be established, possibly by using the gold processing facilities that exist in the Wiluna area. Concurrent with this will be detailed exploration of the gold targets on the project yet to be drilled so that further additions to the resources can be attained at the earliest possible time.

In addition to the gold potential of the Wiluna West tenements, the project also contains bands of high grade iron ore. Analysis of some of the samples already taken are encouraging as far as the iron content is considered. No drilling has been undertaken, but this will be attended to as part of the company's intended regional exploration program, after which its economic potential will be considered.

The Company's Doherty's Project is located along the mineralised Barrambie Lode and has previously produced high grade gold in narrow quartz veins. A current reserve of 6,500 tonnes grading 21.3 g/t gold for 4,450 ounces of gold has been previously estimated, and this will be fully investigated by the Company as soon as possible, along with potential and largely untested parallel gold-bearing reefs.

At Bullabulling South, which is located 35 km south of Coolgardie, two large gold in soil anomalies have been identified which occur at the southern end of the highly mineralised Coolgardie - Bullabulling Greenstone Belt. The Company has a farmin agreement with Ramellius Resources Limited, who are earning an interest of up to 75%.

The Directors are very encouraged with the evident potential of the Company's prospects and will undertake the required exploration efficiently and economically. The Board of Directors includes individuals with many years of successful experience in the minerals industry who are committed to adding value to the Company's assets.

On behalf of the Directors, I commend this issue to you and look forward to welcoming you as a shareholder in Golden West Resources Limited.

DR JOHN L. DANIELS
Chairman, Golden West Resources Limited

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IMPORTANT DATES & OFFER SUMMARY

Prospectus lodged with ASIC	21 September 2004
Offer opens	28 September 2004*
Offer closes	22 October 2004*
Despatch of shareholder statements	29 October 2004*
Trading commences on ASX	3 November 2004*
Application price	\$0.20
Shares offered	14,000,000
Shares on issue following the offer	37,312,502

* These dates are indicative only.

IMPORTANT NOTICE

This Prospectus is dated and was lodged with the ASIC on 21 September 2004. No securities will be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

Neither the ASIC nor ASX nor any of their respective officers take any responsibility for the contents of this Prospectus. No person is authorised to provide any information or to make any representation in connection with the Offer contained in this Prospectus which is not contained in this Prospectus.

Applications under this Prospectus may not be accepted by the Company until the expiry of the Exposure Period. The Exposure Period is generally 7 days from the date of lodgement of this Prospectus with ASIC, but this may be extended by ASIC to 14 days. No preference will be conferred on persons who lodge applications before the expiry of the Exposure Period.

This Prospectus will be made generally available during the Exposure Period by being posted on the Company's website, www.goldenwestresources.com. In addition, copies of the Prospectus will also be available on request to members of the public by calling the Company on +61 8 9201 9202 during normal business hours in the Exposure Period. Copies may be collected by the requesting party, sent by e-mail, facsimile or post as determined by the Company.

This Offer does not take into account the investment objectives, financial situation and particular needs of any investor. Before deciding to invest in the Company potential investors should read the entire Prospectus and the risk factors that could affect the financial performance of the Company. The price of securities may rise or fall according to a number of factors. 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. The distribution of this Prospectus in jurisdictions outside Australia may be restricted in the manner set out in Section 10.9.

This Prospectus will be issued as an electronic Prospectus in the manner set out in Section 10.13.

Certain terms and abbreviations used in this Prospectus have defined meanings which are explained in the Glossary at the end of the Prospectus.

INVESTMENT SUMMARY

1.1 COMPANY OVERVIEW

- A Board and Management with over 100 years of cumulative technical experience with proven success in discovering and developing mineral projects.
- Projects are located in the Eastern Goldfields of Western Australia.
- Wiluna West Project is an advanced gold project with a global resource of 656,000 tonnes at 3.4 g/t gold, located on a confirmed mineralised Greenstone belt which has potential to host a significant gold deposit. Three milling facilities are within trucking distance of the Wiluna West Project.
- Doherty's Project located 65 kms north of Sandstone. Underground mining ceased in high grade ore zone with limited exploration along strike.

Golden West Resources has option agreements to purchase three quality mineral projects in Western Australia. The three Projects are the Wiluna West Project, Doherty's Project and the Bullabulling South Project (Figure 1). For all projects the target commodity is gold. All of the Projects contain drill targets and it is Golden West Resources plan to commence drill testing Wiluna shortly after listing.

The terms of the option agreements are summarised in the Solicitor's Report contained in Section 8 of this Prospectus.

Subject to the Company achieving minimum subscription under this Prospectus and it being admitted to ASX, the Company intends to exercise and complete each of the above option agreements.

The Company also has an option to acquire the Central Musgrave Project, though no decision has been made in this regard at this stage.

1.2 HIGHLIGHTS

WILUNA WEST PROJECT

At the Wiluna West Project, the Company controls a 45 km length of the highly prospective Joyners Find Greenstone Belt. The Project contains a known drill indicated gold resource of 71,000 ounces mostly contained within a single structure. As drilling has only generally been carried out to a depth of 40 metres it is considered that this resource can be substantially increased both at depth and along strike from the known deposits.

The Directors believe that the Joyners Find Greenstone Belt has potential for the early discovery of additional gold deposits and potential for the discovery of a major gold deposit.

Golden West Resources plans to commence drilling shortly after listing upon ASX and will concentrate on delineating and expanding the known gold resource so that this can be developed to produce an early cash flow. At the same time, it will carry out a program of systematic reconnaissance drilling aimed at discovery of further gold deposits in the Joyners Find Greenstone Belt.

The Project is within trucking distance of several potential toll milling facilities. The Company believes that a strategy based around contract mining and toll treating the gold ore could provide it with an early cash flow, with a minimum of capital costs. The Company intends to initiate discussions with the owners of several of the identified gold milling facilities.

In addition to the gold potential, high-grade iron deposits are known to be present that contain low levels of phosphorous silica and alumina. Recent rock chip sampling over a strike of 8 kms by Golden West Resources returned an average grade of 68% iron with 0.05% phosphorous, 0.8% silica and 0.4% alumina. Golden West Resources will assess this iron deposit for possible extensions and its commercial value.

INVESTMENT SUMMARY



DOHERTY'S PROJECT

The Doherty's Project is located within the Barrambie Greenstone Belt approximately 65 km north of Sandstone. The Barrambie Belt has a history of high-grade gold production having produced some 27,308 ounces of gold from 34,101 tonnes of ore (24.9 g/t). The Project contains three groups of historical gold workings from which 2,292 tonnes of ore at a grade of 25.4 g/t gold has been produced. Exploration and underground mine developments at the Doherty's workings have identified high grade gold mineralisation averaging 43.1 g/t gold over a distance of 51 metres at 100 metres depth. This work has led to the definition of an underground reserve of 6,500 tonnes at a grade of 21.3 g/t gold.

The Company plans to further evaluate the known high-grade gold mineralisation and to carry out regional exploration over the Project with the object of discovering further mineralised structures. The project is located within 100 kms of both the Gidgee and Sandstone mills and provides Golden West Resources with a choice of toll milling facilities.

BULLABULLING SOUTH PROJECT

This Project comprises two large gold in soil geochemical anomalies located at the southern end of the highly productive Coolgardie-Bullabulling Greenstone Belt and 35 kms from the historical gold mining centre of Coolgardie. Gold production or resources exceeding 1 million ounces of gold occur within 10 kms of the Project. Ramelius Resources Limited is currently earning up to a 75% interest, with Golden West retaining a 25% interest in the Project, free carried to a decision to commence commercial mining operations.

CENTRAL MUSGRAVE PROJECT

The Company has an option to acquire tenements comprising the Central Musgrave Project. Unlike the Wiluna West, Doherty's and Bullabulling South Projects, no decision has been made to exercise the option with respect to Central Musgrave.

Before exercise of the option, the Company intends to conduct further review and consideration of the Project. In any event, the successful removal of complaints filed with respect to the tenements underpinning the Project must be achieved and certain other conditions satisfied before the option may be exercised.

OPTION ARRANGEMENTS

The Company currently has in place option agreements to acquire each of the above projects on the terms set out in this Prospectus. Subject to achieving minimum subscriptions and being granted admission to the ASX the Company will exercise its options with respect to each of the Wiluna West, Doherty's and Bullabulling South Projects. No decision has been made at this stage concerning the Central Musgrave Project.

1.3 COMPANY OBJECTIVES

The primary objective of the Company is to maximise shareholders' wealth in the medium to long term through participation in the cost-effective discovery and development of profitable and preferably long-life mining projects on mineral tenements that the Company currently owns or in which it may subsequently acquire an interest.

In the short to medium term the Company intends to:

- Explore Wiluna West Project from two fronts: known resources and regional;
- increase confidence level of identified resources in preparation for mining;
- regional exploration of project area initially concentrating on known targets;
- test for extensions of the high grade gold mineralisation at depth and along strike at Doherty; and
- diligently review any acquisition opportunities that will promote the Company's objectives.



INVESTMENT SUMMARY

1.4 PURPOSE OF THE OFFER

The Offer will provide the Company with the funds necessary to:

- meet the Company's exploration objectives;
- initiate acquisition opportunities in other appropriate regions; and
- meet administration expenses and corporate expenses.

1.5 EXPENDITURE PLANS AND USE OF FUNDS

The Company is seeking to raise \$2,800,000 pursuant to the Offer. The Company may accept over subscriptions for a further \$1 million.

The Company intends to utilise the funds raised from the Offer to complete the exploration work program, pay for capital purchases and pay administration and corporate expenses in accordance with the following table:

	MINIMUM SUBSCRIPTION	OVER SUBSCRIPTIONS
BALANCE AT BANK 30 JUNE 2004	131,000	131,000
Proceeds from interim fund raising	74,000	74,000
Proceeds of the Prospectus issue	2,800,000	3,800,000
TOTAL	\$3,005,000	\$4,005,000
PROPOSED EXPENDITURE		
Payment of expenses (exclusive of expenses of the Offer)	103,000	103,000
Payment of estimated expenses of the Offer	303,000	358,000
Acquisition of tenements and associated costs	660,000	660,000
Administration – 2 years	617,000	617,000
Exploration – 2 years (refer to summary table below)	1,322,000	2,012,000
Project Acquisition		255,000
TOTAL EXPENDITURE	\$3,005,000	\$4,005,000

EXPLORATION EXPENDITURE SUMMARY	MINIMUM SUBSCRIPTION			OVER SUBSCRIPTIONS		
	YEAR 1	YEAR 2	TOTAL	YEAR 1	YEAR 2	TOTAL
Wiluna West Project	565,000	585,000	1,150,000	895,000	815,000	1,710,000
Doherty's Project	111,000	61,000	172,000	161,000	141,000	302,000
TOTAL	\$676,000	\$646,000	\$1,322,000	\$1,056,000	\$956,000	\$2,012,000

Further details of the Company's exploration budget are set out in Section 5 of this Prospectus.

1.6 WORKING CAPITAL ADEQUACY

The Directors are satisfied that upon completion of the Offer, the Company will have sufficient working capital to meet its stated objectives for a period of two years.

1.7 CAPITAL STRUCTURE

At the date of this Prospectus, the issued share capital of the Company is 19,162,502 Shares. The capital structure at the completion of the Offer with minimum subscription will be as follows:

SHARES	NUMBER OF SHARES	PAID UP ISSUED CAPITAL (\$)
Shares currently on Issue	19,162,502	517,964
Shares to be issued on acquisition of tenements	4,150,000	830,000
Shares offered under this Prospectus	14,000,000	2,800,000
Less expenses of the Offer		303,000
TOTAL ISSUED CAPITAL	37,312,502	\$3,844,964
PERFORMANCE SHARES*	10,000,000	\$2,000,000

In addition to the above, the Company may accept oversubscriptions for a further \$1,000,000 representing 5,000,000 Shares.

* The Company is obligated to issue a further 10 million shares to the vendors of Wiluna West Project if certain performance milestones are achieved. Further details are set out in Section 8

The Company has also issued 4,350,000 Options to Directors and Officers.

Further details of the Options are set out in Section 10.4.

1.8 PRORATA OPTION ISSUE

All shareholders registered on the share register of the Company at the date approximately 4 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 option issue will be on the basis of one option for every two Shares held (other than Shareholders whose registered address is outside of Australia or New Zealand) at an issue price of .5 cents per option. Options will be exercisable at 20 cents on or before 31 December 2007.

1.9 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.

Once sustainable profitability has been established, it is the Directors' intentions to pay dividends when available cash flow and capital requirements allow.

1.10 RISK FACTORS

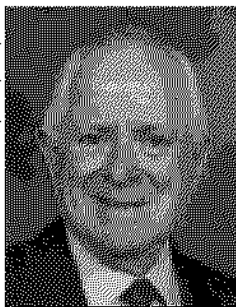
Prospective investors in the Company should be aware that subscribing for Shares in the Company involves a number of risks. The key risk factors of which investors should be aware are described in Section 6 of this Prospectus. Investors are urged to consider these risks carefully before deciding whether to invest in the Company.

MANAGEMENT PROFILES

2.1 DIRECTORS

DR JOHN DANIELS, B.SC(HONS), M.SC, PHD, F.G.S.

Non Executive Chairman

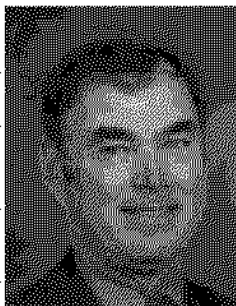


Dr Daniels is an experienced geologist and Company Director. He was formerly Chairman of gold explorer Gilt-Edged Mining NL, Australian Mines Ltd and Carr Boyd Minerals Ltd and is currently Chairman of the Toronto listed diamond exploration company, Caldera Resources Inc. and Non Executive Chairman of Adamus Resources Ltd.

Dr Daniels has produced extensive publications on petrology, mineralogy, photogeology, remote sensing, regional geology, economic geology, gossans and gemstones. He has undertaken extensive regional mapping and photogeological studies in Australia, North Africa, Somalia, Brazil, Iran and Saudi Arabia and visited and studied mineral deposits in Brazil, Venezuela, Canada and the U.S.A.

MR GARY WAYNE HUTCHINSON

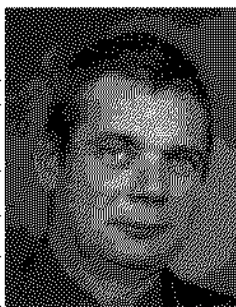
Managing Director



Mr Hutchinson has had considerable experience in the administration of several listed mining companies, was previously a Director of Triton Resources Limited and has had over 20 years in the finance and banking industry as the principal of a finance broking business and Branch Manager of a major finance house.

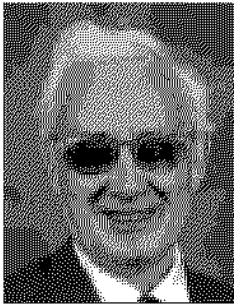
MR MICHAEL REGINALD WILSON, B.APPSC

Exploration Manager, Executive Director



Mr Wilson is an Exploration Geologist with more than 20 years experience within Australia and South East Asia. He has held senior positions with a number of public companies including Paragon Resources N.L, Central Kalgoorlie Gold Mines N.L. and Triton Resources Limited. He was actively involved in the discovery of the Bullabulling gold deposits in Western Australia and the development of the Longos gold deposit in the Philippines.

DR GEORGE PETER GREGORY, PHD, D.I.C, A.R.S.M, BSC, FAUS.I.M.M.
Non Executive Director



Dr Gregory is an Exploration Geologist with more than 30 years experience involved with successful exploration for diamonds, gold, nickel and base metals throughout the world, including 12 years in the corporate sector. Dr Gregory is currently President and Chief Executive Officer of Metalex Ventures Limited, a company listed upon the Canadian TSX Venture Exchange. He is a past President and CEO of Cantex Mine Development Corp, Diamond Company N.L., Malimikaivos Oy and Australian Ores and Minerals N.L.

MR ALAN RUDD, B.APPSC
Non Executive Director



Mr Rudd has been involved in mineral exploration for 14 years since graduating from Curtin University of Western Australia in 1990. From 1997 to January 2004 Mr Rudd was employed by Heron Resources Limited as a Senior Geologist Tenement Manager. He has successfully explored for a wide range of commodities including gold and base metals predominantly in the Eastern Goldfields of Western Australia. Mr Rudd resides in Kalgoorlie and brings a wealth of experience in all facets of geology including tenement project acquisition, grass roots exploration and project development.

2.2 COMPANY SECRETARY

MR JOHN PALERMO, B.BUS, A.C.A, F.C.PA, J.P
Secretary

Mr Palermo is a Chartered Accountant and has been in practice since 1978. His main areas of expertise are corporate services, corporate advisory and company management.

DETAILS OF THE OFFER

3.1 THE OFFER

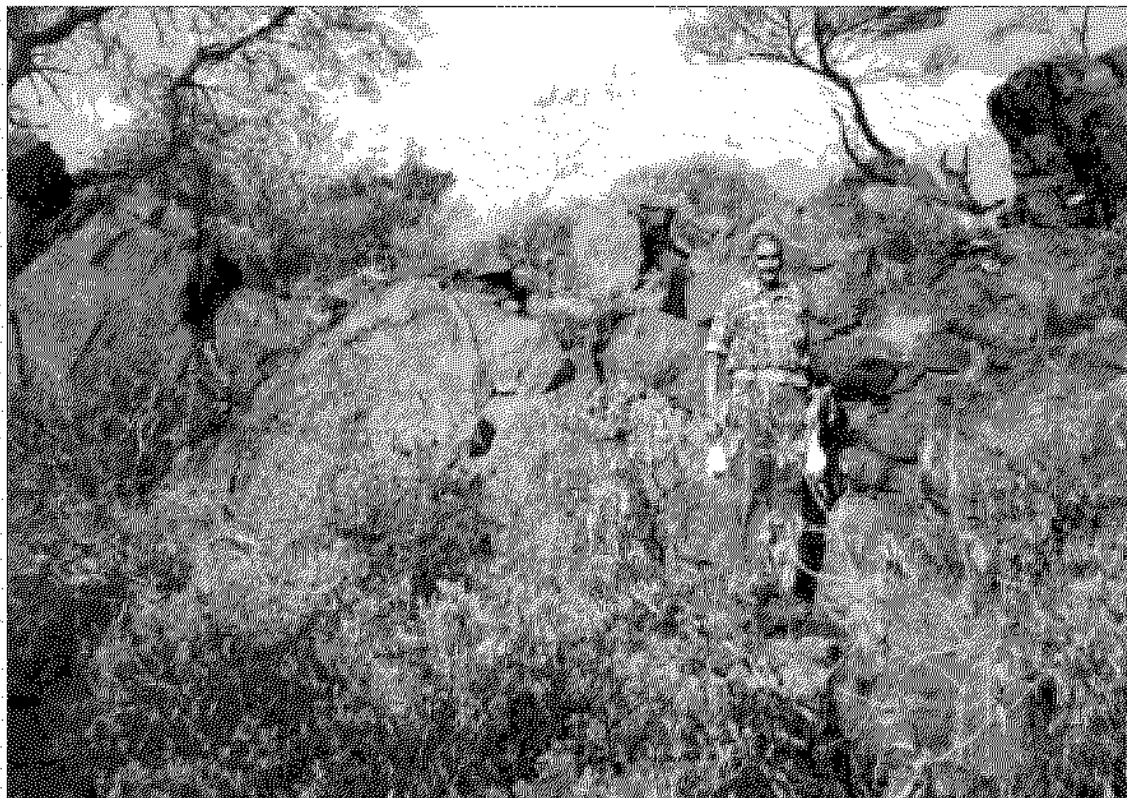
Pursuant to this Prospectus, the Company is offering for subscription 14,000,000 Shares in the Company at an issue price of 20 cents each, to raise \$2,800,000. The Company has reserved the right to issue a further 5 million Shares to raise \$1 million in oversubscriptions. All Shares offered under this Prospectus will rank equally with existing Shares. The rights and liabilities attaching to Shares are further described in Section 10.1 of this Prospectus.

3.2 INDICATIVE TIMETABLE

- | | |
|--------------------------------------|-------------------|
| • Prospectus lodged with ASIC | 21 September 2004 |
| • Opening Date | 28 September 2004 |
| • Closing Date | 22 October 2004 |
| • Despatch of Shareholder Statements | 29 October 2004 |
| • Trading commences on ASX | 3 November 2004 |

The above dates are indicative only. The Company reserves the right to vary the dates and times of the Offer under this Prospectus including the Closing Date without prior notice.

Outcropping Iron Ore at Wiluna West



3.3 HOW TO APPLY FOR SHARES

An application to subscribe for Shares can only be made on an Application Form contained in this Prospectus. The Application Form should be completed in accordance with the instructions set out on the back of the Application Form.

Applications must be for a minimum of 10,000 Shares representing a minimum investment of \$2,000 and thereafter in multiples of 1,000 Shares.

Cheques must be in Australian currency and made payable to "Golden West Resources Limited Trust Account" and crossed not negotiable.

Application Forms must not be circulated to prospective investors unless accompanied by a copy of this Prospectus. A duly completed and lodged Application Form will constitute an offer by the Applicant to subscribe for the number of Shares applied for pursuant to the Application Form.

The completed Application Form and accompanying cheque may be lodged at any time after the issue of this Prospectus and before the Closing Date at the offices of:

By delivery to:

Advanced Share Registry Services
Level 7
200 Adelaide Terrace
Perth, Western Australia, 6000

By Post to:

Advanced Share Registry Services
PO Box 6283
East Perth, Western Australia, 6892

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

An original, completed and lodged Application Form for the Shares, together with a cheque for the application money, 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 appropriate application money is for the wrong amount, it may still be treated by the Company as valid. The Directors' decisions 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 money.

3.4 APPLICATION MONEY HELD IN TRUST

Application money will be held in trust in a trust account until allotment. The trust account will be established and kept by the Company on behalf of the Applicants.

DETAILS OF THE OFFER

3.5 ALLOCATION AND ALLOTMENT OF SHARES

The Company reserves the right to reject any application or to allocate to any Applicant a lesser number of Shares than those applied for. If an application is not accepted, or is accepted in part only, the relevant part of the application money will be refunded. Interest will not be paid on application money so refunded.

The allotment of Shares to Applicants will occur as soon as practicable after Application Forms and application moneys have been received for all the Shares being offered, following which statements of shareholding will be dispatched. It is the responsibility of Applicants to determine their allocation prior to trading in Shares. Applicants who sell Shares before they receive their statement of shareholding will do so at their own risk.

No securities will be allotted or issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

3.6 MINIMUM SUBSCRIPTION AND OVERSUBSCRIPTIONS

The minimum subscription threshold under this Prospectus is \$2,800,000. If the minimum subscription has not been raised within 4 months after the date of this Prospectus, all applications will be dealt with in accordance with the Corporations Act.

The Company will accept oversubscriptions for a further \$1,000,000.

3.7 AUSTRALIAN STOCK EXCHANGE LISTING

The Company will apply to ASX within 7 days from the date of this Prospectus for the Company to be admitted to the Official List and for Official Quotation of the Shares issued under this Prospectus and the existing Shares other than those existing Shares that are or that ASX is likely to treat as restricted securities as defined in ASX Listing Rules.

If granted, Official Quotation of the Shares will commence as soon as practicable after the allotment of the Shares to subscribers.

ASX takes no responsibility for the contents of this Prospectus. The fact that ASX may admit the Company to the Official List is not to be taken in any way as an indication by ASX of the merits of the Company or the Shares offered under this Prospectus.

If the Company is not admitted to the Official List within 3 months after the date of this Prospectus, none of the Shares offered under this Prospectus will be allotted and all application moneys will be refunded without interest as soon as practicable.

3.8 FEES

The Company may pay a fee of up to 6% in respect of applications lodged by any member organisation of ASX, licensed securities dealers or the holder of an accepted Australian Financial Services License, provided the relevant stamp of the organisation is on the Application Form.

3.9 GLOSSARY

Certain terms and abbreviations used in this Prospectus have defined meanings set out in the Glossary at the end of this Prospectus.

CORPORATE GOVERNANCE

THE BOARD OF DIRECTORS

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

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

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

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

INDEPENDENT PROFESSIONAL ADVICE

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

CONTINUOUS REVIEW OF CORPORATE GOVERNANCE

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

The Board is reviewing current practices in light of the ASX Principles of Good Corporate Governance and Best Practice Guidelines 2003 with a view to making amendments where applicable after considering the Company's size and the personnel experience it has available. The Company will then be implementing a formal corporate governance committee and will be making appropriate policy decisions to ensure full disclosure of compliance or otherwise in accordance with the Listing Rules and the ASX Principles of Good Corporate Governance and Best Practice Guidelines 2003.

COMPANY & PROJECT OVERVIEW

RC Drilling



5.1. WILUNA WEST PROJECT

INTRODUCTION

The Wiluna West Project is the Company's flagship Project and is located approximately 40 kms west of the township of Wiluna near well developed infrastructure and within trucking distance of three potential toll milling facilities.

The Company has secured control of almost the entire Joyners Find Greenstone Belt, having contiguous tenements covering a length of 45 kms. The Project focuses on two major shear zones. These are identified on **Figure 2** as the Joyners and Brilliant Shear zones.

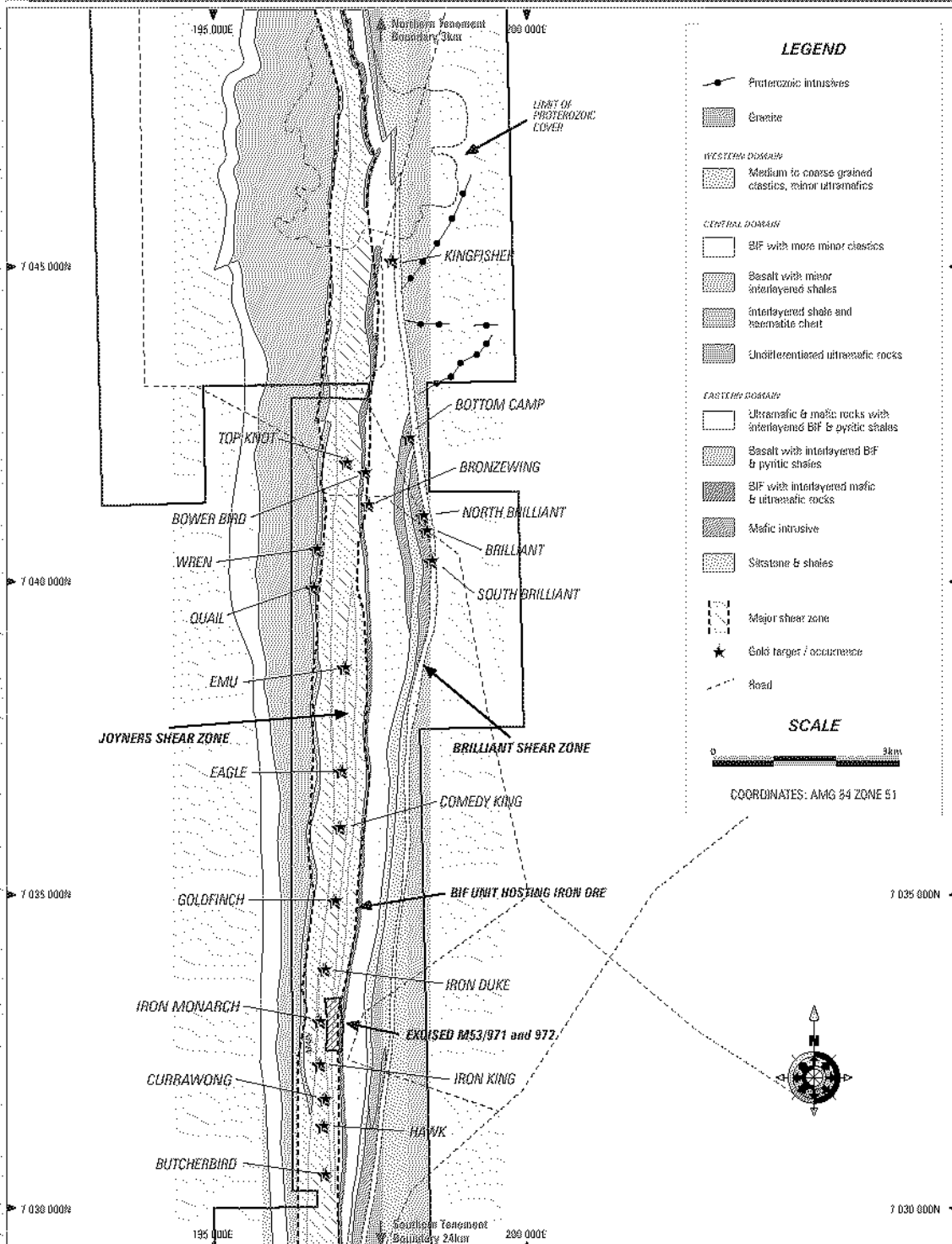
Widespread gold mineralisation is associated with these two structures including all of the identified gold resources and significant gold in soil anomalies one of which is 10 kms long. These shear zones are thought to be a major control on gold mineralisation in the region.

Previous exploration within the Joyners Shear focused mainly on one distinct horizon, this making the bulk of the currently identified gold resource. This work largely overlooked the potential of the 1 km wide shear to contain multiple gold deposits. The Company has identified several priority exploration targets and in addition there are significant gaps between the drilling of the one horizon that has been explored.

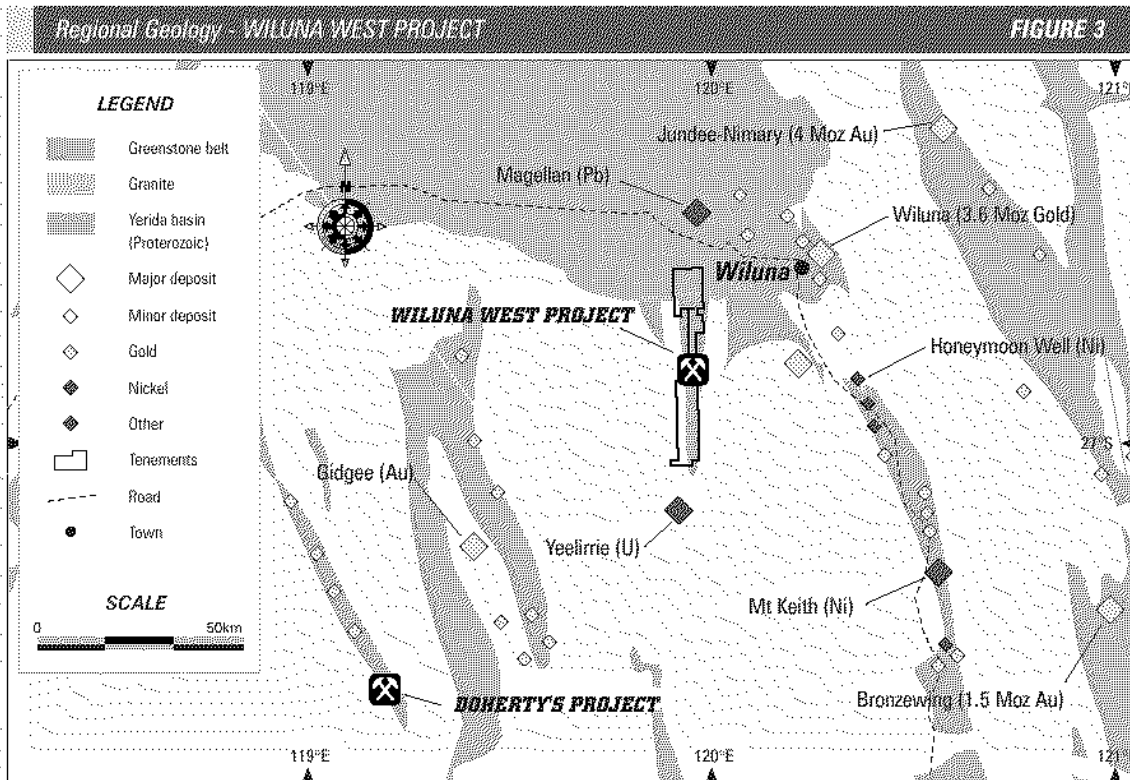
Geochemical soil sampling undertaken in late 1987 produced extensive gold in soil anomaly that is semi coincident with the Joyners Shear. The 10 km length and 500 metre width of the anomaly supports the possibility that other mineralised structures are likely to be present. This has been confirmed in a number of locations.

The Company plans to carry out concurrent regional and targeted exploration programmes.

- Regional exploration will focus on the Brilliant and the Joyners Shears testing for a major gold deposit especially targeting the existing and poorly tested gold-in-soil anomalies.
- Targeted exploration will focus on the already known gold deposits where the aim will be to increase the present resource and identify mineable reserves. In particular testing will take place at the southern end of the Joyners Shear Zone where three of the largest identified resources are present over a distance of 2 kms.



COMPANY & PROJECT OVERVIEW



GEOLOGICAL SETTING

The Joyners Find Greenstone Belt is adjacent to the highly productive Norseman-Wiluna Greenstone Belt and consists of a variably exposed sequence of mafic, ultramafic and sedimentary rocks including prominent ridges of banded iron formation (BIF). The greenstone belt contains two regional shear zones known as the Joyners and the Brilliant Shear Zones. The Joyners Shear is the most significant being at least 47 kms long and up to 1.5 kms wide.

PREVIOUS EXPLORATION

The Wiluna West Project has been prospected for gold since approximately 1920 and evidence of historical mine workings and prospecting pits are found in more than 20 separate locations over a distance of 15 kms confined to the better exposed portions of the greenstone belt. Total recorded gold production for the Joyners Find Greenstone Belt is 31,381 tonnes of ore at a grade of 10.3 g/t. The largest mines were at Joyners Find and Brilliant. Gold exploration has been carried out within the Project since 1980 with a peak between 1984 and 1990. From 1990 to 1999 minimal exploration was undertaken in part due to litigation which eventually resulted the central portion of the project being acquired by Mr George Lee and Mr David Roberts in October 1999. In total, approximately 20,000 metres of RC and 15,000 metres of RAB drilling, 3,000 soil samples and 580 rock chip samples were collected. Detailed and regional geological mapping was also undertaken along with aeromagnetic and aerial photography surveys. It is important to note that the soil sampling was undertaken after most of the drilling had been completed.

MINERALISATION

GOLD

Gold mineralisation occurs as both quartz reef and quartz stockwork style vein deposits and as BIF style replacement deposits. Exploration to date has already identified a resource of 656,000 tonnes at 3.4 g/t gold for 71,000 ounces of gold. Most of this resource is above a vertical depth of 40m and is completely open at depth. This includes three deposits containing 363,000 tonnes at 3.1 g/t which occur upon the same structure within a total distance of 2 km. The Directors believe additional drilling will show that these deposits are continuous over the 2 km of strike and this should lead to an increase in the size of the resource.

The Joyner's Find and Brilliant Shear Zones host almost all of the known gold mineralisation and these structures appear to have a major control on gold mineralisation within the region. Importantly more than 80% of the gold identified (560,000 tonnes @ 3.2 g/t gold) is within the Joyner's Shear Zone and is largely hosted by a single BIF horizon.

IRON

High grade iron oxide deposits have been identified within the Project area over a length of at least 8 kms, and is open along strike at both ends. This mineralisation is hosted by up to four BIF horizons. Recent rock chip sampling over a strike of 8 kms by Golden West returned an average grade of 68% iron with 0.05 % phosphorous, 0.8% silica and 0.4% alumina.

PROPOSED EXPLORATION

The Company plans to evaluate the project from two perspectives as outlined below:

- Potential for major or new deposits
(Regional Exploration)
- Potential of the known deposits
(Targeted Exploration)

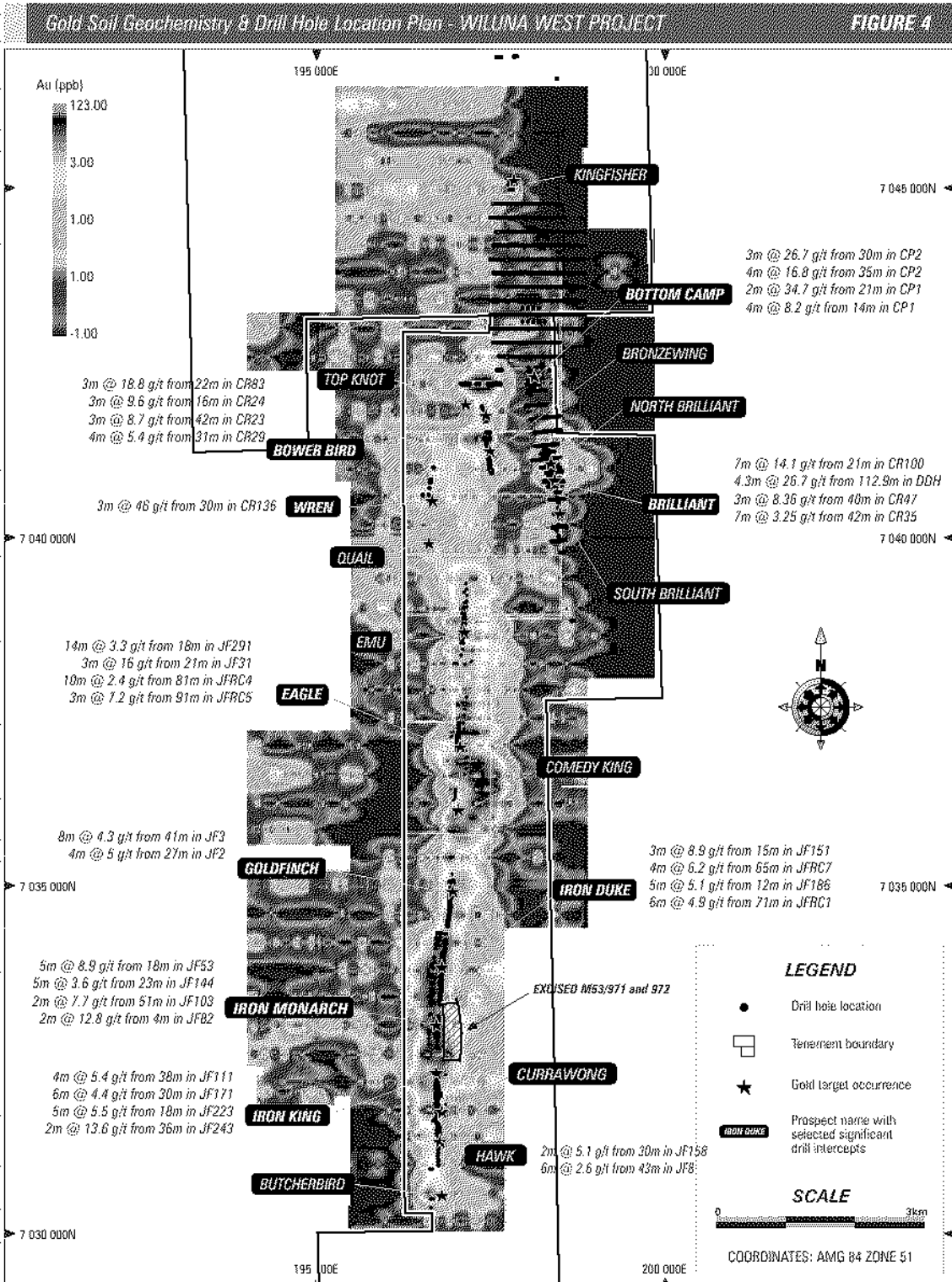
**TARGETED
EXPLORATION**

**REGIONAL
EXPLORATION**

**DEPOSIT
DEFINITION**

**MINE
DEFINITION**

COMPANY & PROJECT OVERVIEW



REGIONAL EXPLORATION POTENTIAL

The Directors believe that the Project has significant potential for the discovery of new and major gold deposits. This is based upon the following:

- 45 km of strike is held over a well mineralised greenstone belt that contains two regional shear zones known to contain widespread gold mineralisation. Major Archaean gold deposits are associated with regional shear zones and chemically reactive host rocks which are both known to be present.
- The project has seen minimal systematic exploration since 1990, partly due to litigation not involving the Company.
- Golden West Resources has compiled a comprehensive digital database that has provided new insights into the projects potential.

Most importantly

- Previous exploration focused on historical mine workings or outcropping mineralisation, in particular one BIF horizon, largely ignoring the potential of other horizons, and structures in the sequence to host gold mineralisation.
- The 1 km wide 50 km long Joyners Shear Zone is a major regional structure that is known to contain significant gold deposits. Associated with the shear zone is a semi coincident gold in soil anomaly, which suggests the presence of multiple and as yet undiscovered mineralised structures (**Figure 4**).
- The Joyners Shear Zone based upon similar structures in similar geological environments will almost certainly possess multiple mineralised structures, which will occur in a variety of directions.
- There are a number of examples already identified within the project that show the presence of multiple mineralised structures within the Joyners Shear Zone and two of these are at Eagle and Iron Monarch.
- There are also a number of examples of unexplained gold soil anomalies that support the presence of as yet unrecognised mineralised horizons and an example of this is the 1.7 km long anomaly, extending from Goldfinch to Eagle.



COMPANY & PROJECT OVERVIEW

EXAMPLES OF MULTIPLE MINERALISED STRUCTURES WITHIN THE JOYNER'S SHEAR ZONE

Eagle

At Eagle two mineralised structures are recognized, these being Eagle and 60 metres to the east is Eagle East. RC drilling at Eagle East is largely on an 80m line spacing and has yielded broad anomalous to significant intercepts, some of which are summarised on Table 1 and Figure 5 below.

Table 1 – Eagle Prospect – Anomalous to Significant Intercepts

HOLE	NORTH	EAST	FROM	WIDTH	AU (G/T)
JF271	7038600	197118	26	9	2.1
JF272	7038685	197142	24	6	1.6
JF279	7038360	197112	20	8	1.0
JF286	7037480	197137	10	6	1.6
JF290	7037240	197104	11	10	1.0
JF291	7037140	197097	18	14	3.2
JF295	7036840	197132	31	10	1.2
JF306	7037140	197041	122	24	1.1
JFRC3	7038520	197087	107	8	1.2
JFRC4	7038600	197080	91	3	7.2
JFRC5	7038680	197100	81	10	2.4

The Eagle area is rated very highly as:

- Broad intercepts on a relatively wide line spacing have been achieved that could identify upon infill and extensional drilling a significant gold deposit.
- This example confirms that the Joyner's Shear Zone and the semi coincident gold in soil anomaly do in fact have multiple mineralized structures that in a regional sense have not been tested.

Iron Monarch

In the vicinity of the Iron Monarch prospect there are four mineralised structures over a width of 300 metres. These are the Iron Monarch BIF, Joyner's Find Mine with quartz reefs in shears and two other mineralised BIF horizons (see Figure 6). Previous exploration has almost exclusively tested the Iron Monarch BIF and has largely ignored the possibility of additional structures as the drill hole collars summarised in Figure 5 show.

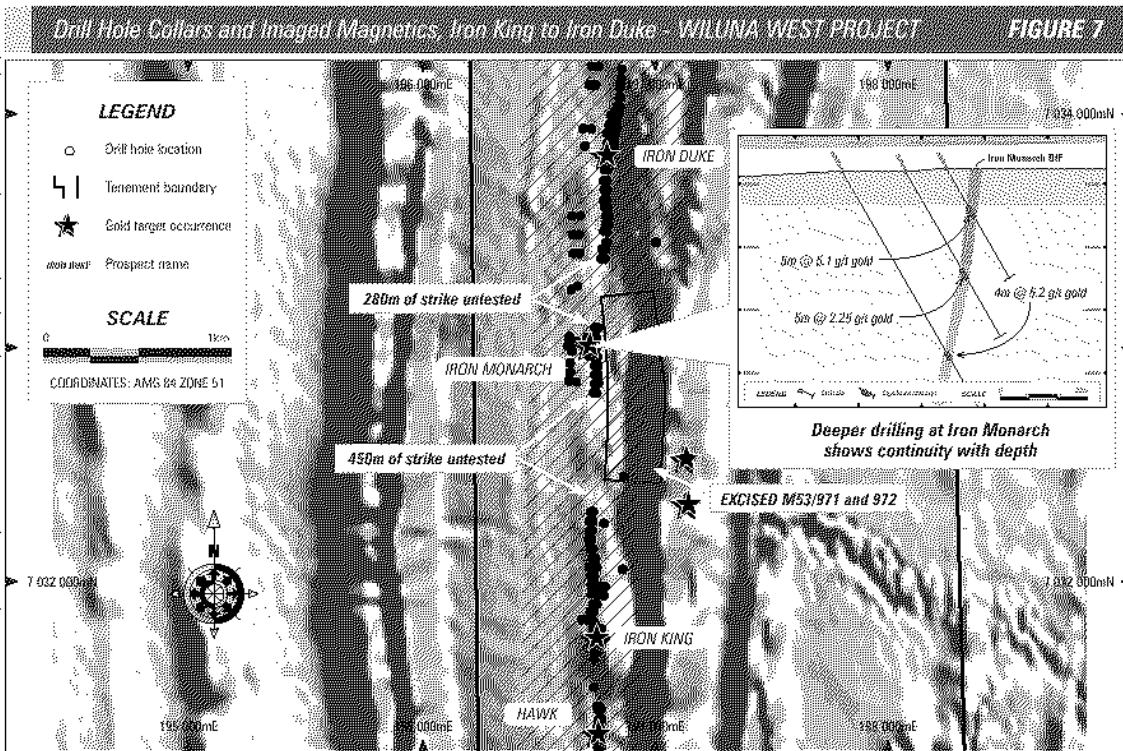
EXAMPLE OF GOLD IN SOIL ANOMALY

An example of gold in soil anomalies not explained by previous interpretation models is the 1.7 km long anomaly extending from Goldfinch to Eagle. This anomaly as shown in Figure 8 ranges in width from 500 metres to 1,000 metres and provides support for the following:

- The possibility that the BIF hosted mineralisation extends from Goldfinch to Eagle; and
- More importantly is the strength and the size of the anomaly to the southeast of Eagle, which is unrelated to Eagle as it occurs on the opposite side of a large hill.

In summary Golden West plans a fresh approach to exploration and intends to explore the regional structures controlling gold mineralisation rather than focus on individual targets.

COMPANY & PROJECT OVERVIEW



TARGETED EXPLORATION (DEPOSIT DEFINITION)

The Project already has a resource of 656,000 tonnes at a grade of 3.4 g/t gold for a contained 71,000 ounces of gold. The Directors believe that exploration targeting some of the deposits comprising this resource will lead to additional discoveries in the very short term. The most likely situations for extra ore are:

- Down and in some cases up dip extensions to already identified mineralisation. Most of the drilling that identified the previously mentioned 71,000 ounce gold resource has been limited to depths of approximately 40m vertical depth; and
- Between the identified resources, there are a number of intervals where there has been little or no drilling. Examples include 400 metres of strike between Iron King and Iron Monarch and the potential strike extensions between Goldfinch towards Eagle.

It is planned to commence drilling of these deposits upon listing with the idea of firming them up to commence mining and treating the ore through an existing milling facility. This strategy has the potential to provide the Company with a cash flow in the near future, meaning that the company may become a gold producer at low capital cost.

An example of targeted exploration which illustrates the type of gold deposit already identified is provided below:

Iron King to Iron Duke Prospects

The Iron King Iron Monarch and Iron Duke prospects are examples of BIF style replacement deposits that are common in the Joyners Shear Zone. These prospects contain a combined resource of 363,000 tonnes at a grade of 3.1 g/t gold. This mineralisation shows a high degree of continuity and is hosted by a single continuous BIF horizon over a distance of approximately 2 kms. Previous drilling has generally been carried

out on lines 40 metres apart with two holes per line testing the target to a depth of approximately 40 metres. As Figure 4A shows there are several intervals between the deposits that have not been drilled.

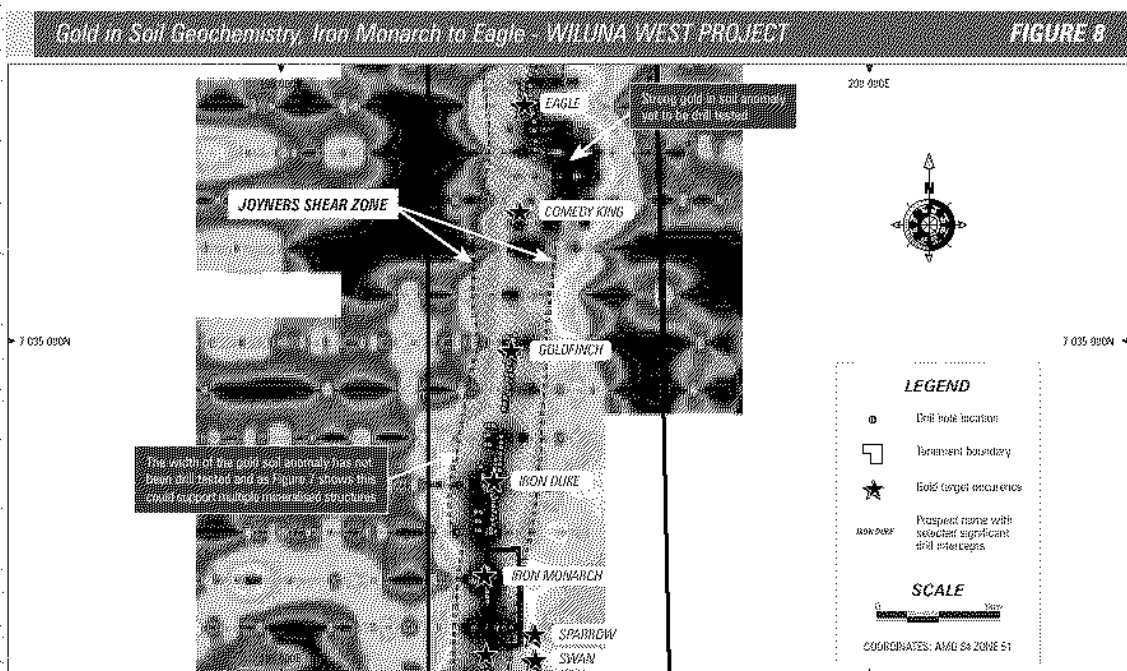
The deposits are also generally open at depth. Iron Monarch is an example where deeper drilling demonstrates excellent continuity of mineralisation at depth. The Company intends to commence definition drilling between the Iron King and Iron Duke prospects shortly after listing on the ASX and believes that this work will yield an increase in the current resources.

PROPOSED EXPLORATION EXPENDITURE

PROJECT	ITEM	YEAR 1	YEAR 2	TOTAL
Wiluna West	Data, Acquisition / Management and Compilation	\$20,000	\$10,000	\$30,000
	Technical Support (Staff / Consultants) incl resource / reserve modelling	\$75,000	\$75,000	\$150,000
	Geochemical Surveys	\$25,000	\$25,000	\$50,000
	Aircore / RAB Drilling including assays (\$20/m)	\$200,000	\$80,000	\$280,000
	RC Drilling including assays (\$50/m)	\$210,000	\$300,000	\$510,000
	Diamond Core Drilling including assays	\$0	\$60,000	\$60,000
	Tenements Rents and Rates	\$35,000	\$35,000	\$70,000
TOTAL		\$565,000	\$585,000	\$1,150,000

Prospecting licenses P53/1024-1033 expired on 19 September 2004. The Company has arranged for mining lease applications to be lodged in relation the area covered by the tenements.

M53/971-972 are excised from the Wiluna West Project. The Company does not currently anticipate that this will affect exploration of the project and may, in the future, seek to acquire these tenements.

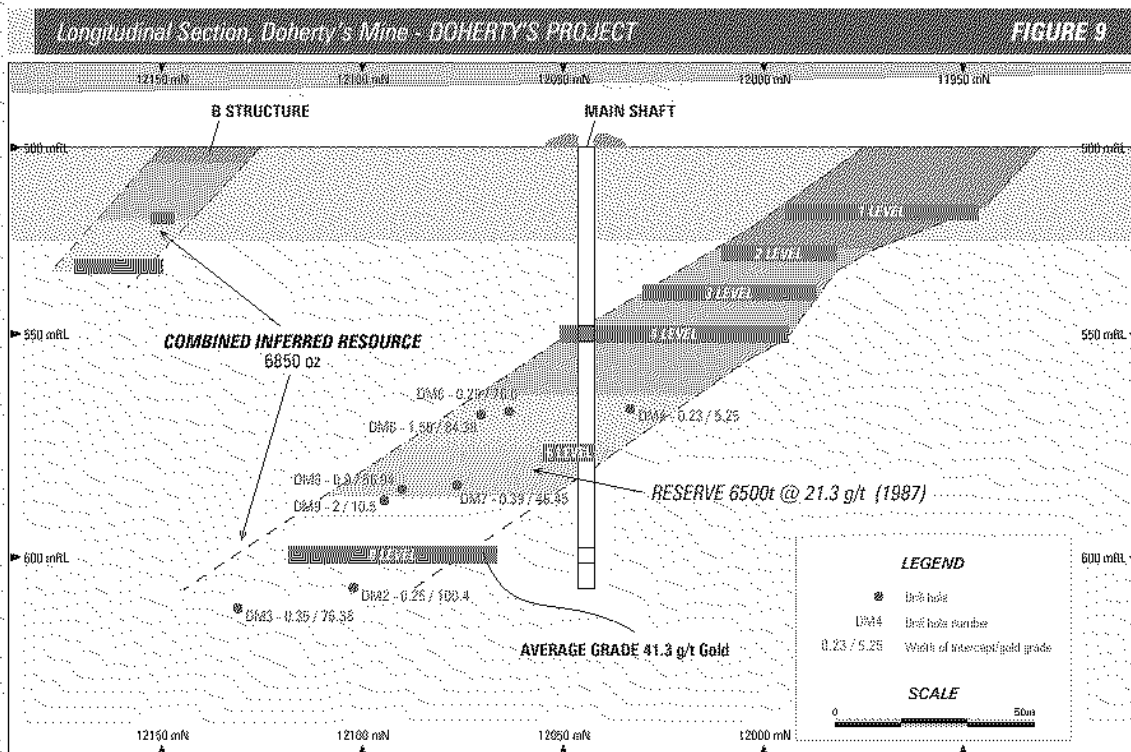


COMPANY & PROJECT OVERVIEW

5.2 DOHERTY'S PROJECT

Doherty's Project is located at the Barrambie Mining Centre, 65 kms north of the township of Sandstone in the Murchison region of Western Australia. The Project consists of a single granted prospecting licence P57/972 covering an area of 175 hectares.

The Barrambie region has a previous history of high-grade gold production. Historical records show that 27,308 ounces of gold have been produced from 34,101 tonnes of ore from four mining centres. The Doherty's Project consists of three groups of historical mine workings; the Doherty's, Old Camp and South Shear mines. Doherty's is the largest, having produced 2,292 tonnes at a grade of 25.4 g/t gold between 1955 and 1985. Exploration over the Project area concentrated upon the Doherty's mine and culminated with shaft sinking and underground development where high grade gold mineralisation was defined on the eight level (100m depth) averaging 43.1 g/t gold over a distance of 51 metres. See Figure 9. This work led to the definition of an existing underground reserve of 6,500 tonnes at a grade of 21.3 g/t gold.



PROPOSED EXPLORATION EXPENDITURE

PROJECT	ITEM	YEAR 1	YEAR 2	TOTAL
Doherty	Data, Acquisition / Management and Compilation	\$10,000	\$10,000	\$20,000
	Technical Support (Staff / Consultants)	\$10,000	\$10,000	\$20,000
	Geochemical Surveys	\$30,000	\$0	\$30,000
	Aircore / RAB Drilling including assays	\$40,000	\$0	\$40,000
	RC Drilling including assays	\$20,000	\$20,000	\$40,000
	Diamond Core Drilling including assays	\$0	\$20,000	\$20,000
	Tenements Rents and Rates	\$1,000	\$1,000	\$2,000
	TOTAL	\$111,000	\$61,000	\$172,000

Golden West Resources intends to test for commercial gold reserves by:

- drill testing along strike or in nearby similar geological lithologies;
- drill testing of near surface exposures of the existing mine workings for extensions to the known high-grade gold mineralisation; and
- undertaking a systematic program of geological mapping, geochemical and rock chip sampling followed by RAB drilling to locate and test anomalies indicative of gold mineralisation.

The Project is located within 100 kms of both the Gidgee and Sandstone mills and should provide Golden West Resources with an opportunity for an early cash flow should exploration success be achieved.

5.3 BULLABULLING SOUTH PROJECT

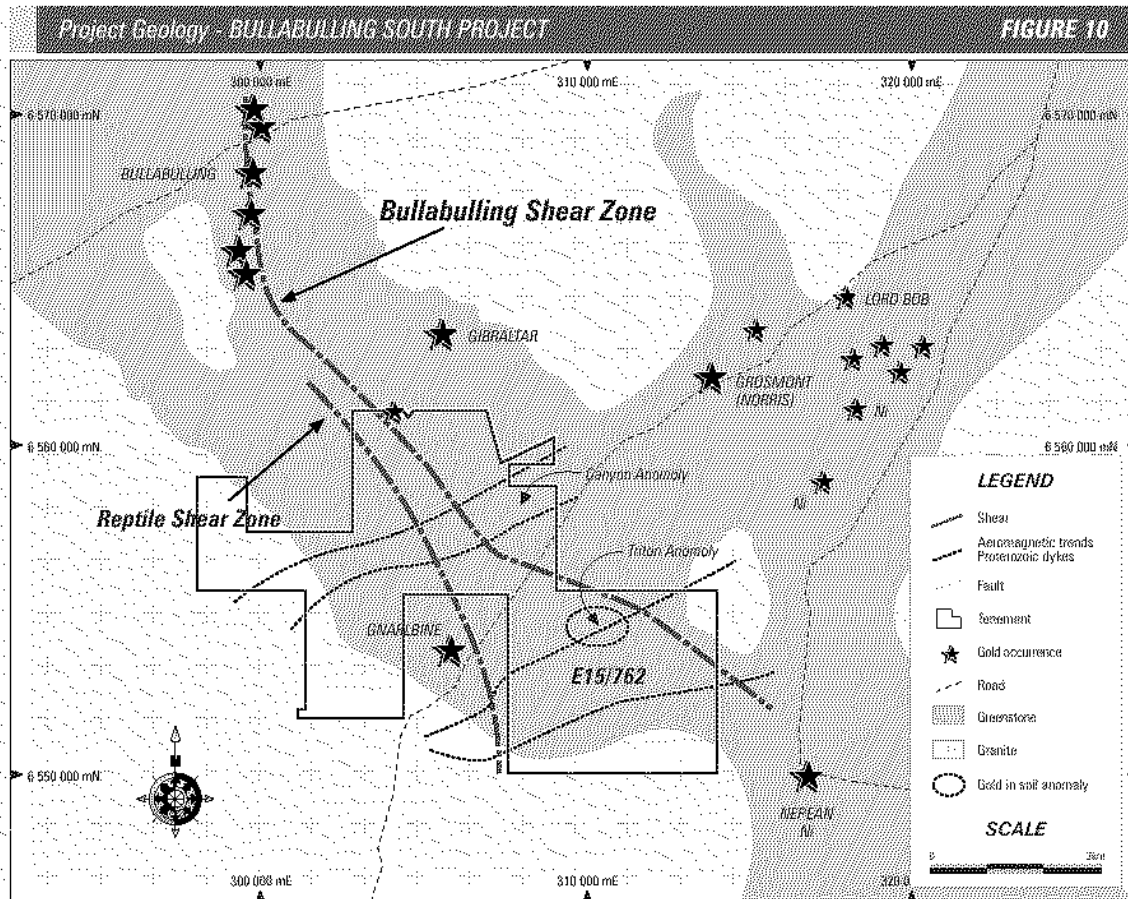
Golden West Resources has an option to enter a farm-out agreement with Ramelius Resources Limited ("Ramelius") whereby Ramelius may earn up to 75% interest in granted exploration licence E15/762. Once Ramelius has earned its interest, Golden West Resources will be free carried until a decision to carry out commercial mining operations is made.

The 98 km² Bullabulling South Project is located 35 kms southwest of Coolgardie at the Southern end of the highly mineralised Coolgardie – Bullabulling Greenstone Belt. Gold deposits within 10 kms of the project have produced more than 1 million ounces of gold.

Two large gold-in-soil anomalies have already been defined in the project. The Canyon gold-in-soil anomaly has to date been sparsely drilled and contains bedrock gold intercepts of up to 2 g/t gold. The 1,500 metre diameter untested Triton gold-in-soil anomaly overlies the southern end of the Bullabulling Shear Zone, and is a high priority drill target. **See Figure 10.** An infill auger geochemical sampling programme to define the known geochemical anomalies in more detail as a precursor to drill testing has recently been undertaken.

This Project gives the Company an opportunity to share in early exploration success by Ramelius as per further details in the agreement and set out in Section 8.

COMPANY & PROJECT OVERVIEW



5.4 CENTRAL MUSGRAVE PROJECT

The Company has an option to acquire tenements comprising the Central Musgrave Project. Unlike the Wiluna West, Doherty's and Bullabulling South Projects, no decision has been made to exercise the option with respect to Central Musgrave.

Before exercise of the option, the Company intends to conduct further review and consideration of the Project. In any event, the successful removal of complaints filed with respect to the tenements underpinning the Project must be achieved and certain other conditions satisfied before the option may be exercised.

Further information on the Central Musgrave Project and the option agreement is set out in Section 10.

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.

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:

- general economic outlook;
- movements in or outlook on interest rates and inflation rates;
- currency fluctuations;
- commodity prices;
- changes in investor sentiment towards particular market sectors; and
- 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.

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:

- the discovery and/or acquisition of economically recoverable ore reserves;
- successful conclusions to bankable feasibility studies;
- access to adequate capital for project development;
- design and construction of efficient mining and processing facilities within capital expenditure budgets;
- securing and maintaining title to tenements;
- obtaining consents and approvals necessary for the conduct of exploration and mining; and
- 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 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.

RISK FACTORS

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 waters, 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.

All of the tenements in which Golden West Resources has an interest were or will be granted after 23 December 1996.

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 Solicitor's Report in Section 8 of this Prospectus.

RISKS SPECIFIC TO THE COMPANY PROJECTS

The Company 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 judgement 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 affect 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:

- geological conditions;
- limitations on activities due to seasonal weather patterns and cyclone activity;
- alterations to Joint Venture programs and budgets;
- unanticipated operational and technical difficulties encountered in seismic survey, drilling and production activities;
- mechanical failure of operating plant and equipment; adverse weather conditions, industrial and environmental accidents, industrial disputes and other force majeure events;
- unavailability of aircraft or drilling equipment to undertake airborne electromagnetic and other geological and geophysical investigations;
- unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment;
- prevention or restriction of access by reason of political unrest, outbreak of hostilities, and inability to obtain consents or approvals.

COMMODITY PRICES

The Company expects to derive its revenue from the sale of precious and base metals.

Consequently, the Company's expected earnings will be closely related to the price of these commodities together with the terms of the off-take agreement(s) under which these metals will be sold.

Commodity prices fluctuate and are affected by numerous factors beyond the control of the Company. These factors include world wide and regional supply and demand for the specific commodity, commodity trading on the futures markets, general world economic conditions and the outlook for interest rates, inflation and other economic factors on both a regional and global basis. These factors may have a positive or negative affect on the Company's exploration, project development and production plans and activities, together with the ability to fund those plans and activities.

CURRENCY

The Company's expected revenue will be in US\$ while its cost base will be in A\$, consequently the US\$/A\$ exchange rate will have 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 affect on Company's exploration, project development and production plans and activities, together with the ability to fund those plans and activities.

RISK FACTORS

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 the conditions attaching to the Tenements and the Mining Act 1978 (WA).

TITLE

The exploration licences comprising some of the Tenements which the Company holds or has an interest may be the subject of applications for extension in the future. The term of these exploration licences may be extended in certain circumstances at the discretion of the relevant Minister under the Mining Act 1978 (WA).

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 pursuant to the Mining Act 1978 (WA).

For more details on the issue of title to the Tenements, refer to the Solicitor's Report in Section 8 of this Prospectus.

Drilling at Wiluna West Project



INDEPENDENT GEOLOGIST'S REPORT

GEOLOGICAL INVESTIGATIONS PTY LTD **(A.B.N. 69 008 727 820)**

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7 September 2004

The Directors
Golden West Resources Limited
Suite 4, 159 Main Street
Osborne Park WA 6017

Dear Sirs

INDEPENDENT GEOLOGIST'S REPORT ON WESTERN AUSTRALIAN MINERAL PROPERTIES

At the request of Golden West Resources Limited ("GWR" or the "Company"), we have prepared this Independent Geologist's Report for inclusion in a prospectus to be issued by GWR on or about 20 September 2004. The Company seeks to raise \$ 2.8 million by issuing 14,000,000 fully paid ordinary shares at an issue price of 20 cents each.

This report has been prepared using the Code and Guidelines for Assessment and Valuation of Mineral Assets and Mineral Securities for Independent Expert Reports (the Valmin Code), that is binding upon members of The Australasian Institute of Mining and Metallurgy ("The AusIMM").

The reporting requirements place emphasis on competence, independence, transparency and public material disclosure so that an informed, impartial reader may be able to make a judgement as to the merit or otherwise of the projects being described.

Geological Investigations Pty Ltd ("GSI") is an independent geological and exploration consultancy that has been continuously in operation since 1967. GSI is an independent firm providing mining industry consultancy services in the fields of geology, exploration and resource valuation and evaluation. The Company, which operates from offices in Perth, Western Australia, has prepared independent experts reports and mineral asset valuations on a variety of mineral commodities in many countries.

For the purposes of this report, all the resource properties were inspected over the period March 20-22, 2004 by Mr J Wyatt, who is Principal of GSI and the author of this report.

GSI has satisfied itself, and GWR has warranted in writing, that all material information in the possession of GWR has been fully disclosed to J Wyatt and GSI. A draft version of this report was provided to the Directors of GWR for comment in respect of omission and factual accuracy.

The current ownership status and legal standing of the tenements, as listed in this Prospectus, are dealt with

INDEPENDENT GEOLOGIST'S REPORT

in a separate Solicitor's Report in Section 8 of the Prospectus. GSI has not independently verified ownership and current standing and is not legally qualified to do so, however, ownership details recorded in the Registration Section of the Department of Industry and Resources, have been recently sighted.

GSI has not attempted to establish the legal status of the tenements within each project with respect to Native Title or potential environmental and access restrictions. Again, this matter is the subject of the Solicitor's Report in the Prospectus.

Mr JD Wyatt, who is the Principal of GSI, and has produced this report, is a Fellow of The Aus. IMM with the necessary qualifications, competencies and experience.

Mr Wyatt has had 50 years experience in mineral exploration and evaluation and more than 38 years experience in mineral asset valuation.

Neither GSI nor any of its employees or associates has any material interest either direct, indirect, or contingent in GWR, nor in any of the mineral properties included in this report, nor in any other GWR asset, nor has any interest existed in the past.

None of the information contained in this Prospectus has been specified as confidential and not to be disclosed in this report.

Fees for the preparation of this report are charged at current commercial rates, with expenses reimbursed at cost. Payment of these fees and expenses is in no way contingent upon the conclusions reached in this document.

GSI is of the opinion that GWR has in place a clearly defined exploration and expenditure programme, which is reasonable, having regard to the stated objectives of the Company.

Sufficient exploration has taken place within the past two years to justify the budgeted exploration and expenditure programme.

GSI has given, and has not before lodgement of the Prospectus with the Australian Securities and Investments Commission, withdrawn its written consent to being named author of this Report and to the inclusion of this Report in the Prospectus of GWR.

Yours faithfully



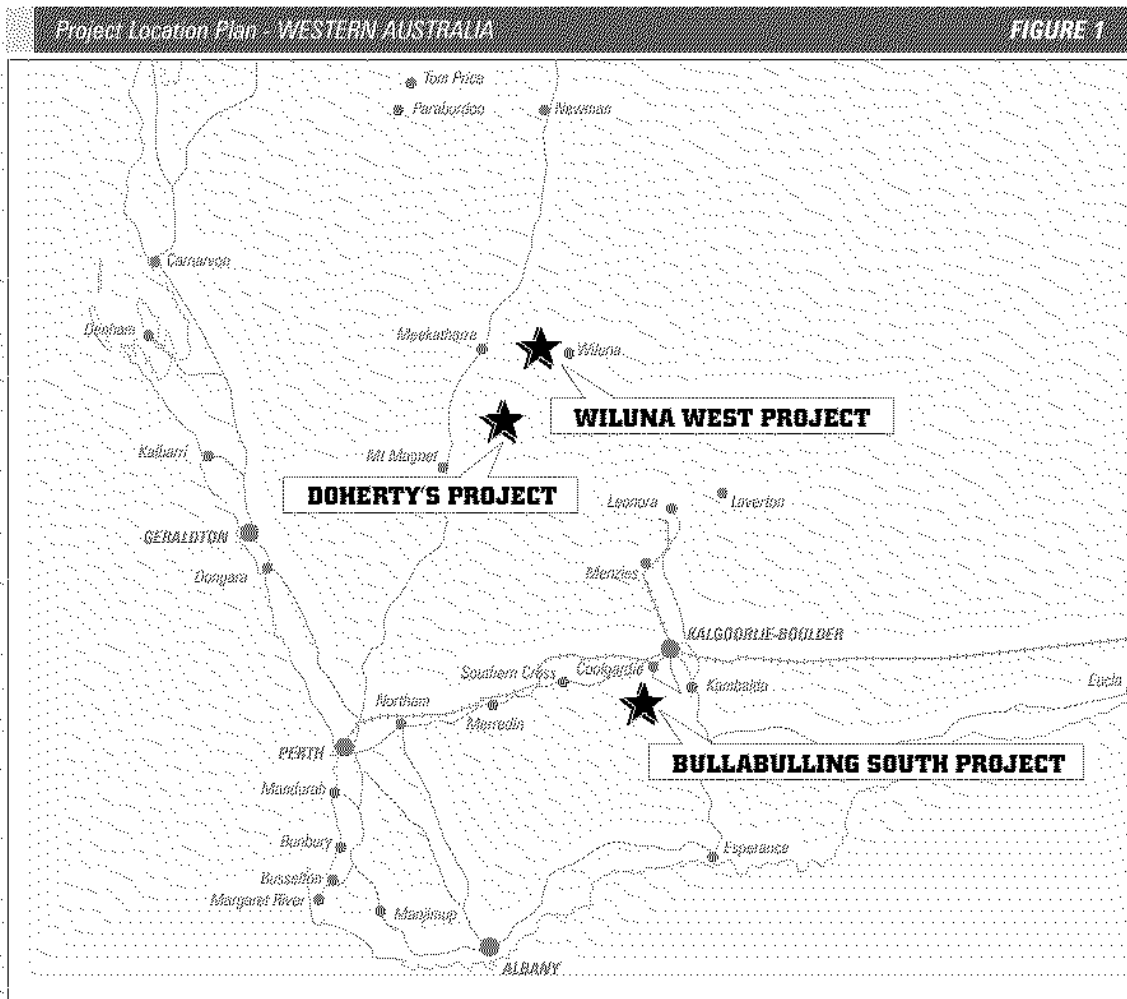
JD Wyatt
Principal
Geological Investigations Pty Ltd

SUMMARY

Golden West Resources Limited (GWR) has acquired a portfolio in Western Australia comprising three project areas, namely Wiluna West, Doherty's and Bullabulling South (Figure 1).

The three areas contain either identified gold resources or have the potential to host gold mineralisation. Reconnaissance exploration comprising chip sampling also indicates the presence of significant BIF iron deposits at Wiluna West.

Wiluna West and Doherty's are the sites for both past and recent mining for gold and have identified resource tonnages, whilst at Bullabulling South, the Company's exploration licence covers some 87 km² of the highly prospective Coolgardie-Bullabulling Greenstone belt that has produced more than three million ounces of gold and also hosts the Nepean Nickel Mine. Two large geochemical gold soil anomalies have already been identified and these will present immediate drill targets.



INDEPENDENT GEOLOGIST'S REPORT

WILUNA WEST PROJECT

HIGHLIGHTS

- Project tenement area totalling 209 square kilometres in area and containing 45 kilometres of the gold mineralised Joyners Find Greenstone Belt.
- Identified resources of 656,000 tonnes grading 3.4 g/t gold for a contained 71,000 ounces of gold. This mineralisation comprises an Indicated Resource of 638,000 tonnes grading 3.4 g/t Au and an Inferred Resource of 18,000 tonnes grading 3.0 g/t Au.
- Two mineralised shear zones, hosting three styles of gold mineralisation that suggests an environment favourable for replacement-style gold deposition.
- The 15 kilometres long, 500 metres wide Joyners Gold Corridor containing numerous gold deposits and workings and a more recently identified extensive gold-in-soil anomaly. This anomaly presents a prime exploration target.
- Positive exploration results that indicate that the present identified resources can be increased by minimal exploration expenditure. It is believed that these resources if toll-treated will provide an early cash flow.

INTRODUCTION

The Wiluna West Project, comprising one Exploration Licence two, applications for Exploration Licences and ten contiguous Prospecting Licences for a total of 209 km², is located about 35 kilometres southwest of Wiluna and 450 kilometres north-northwest of Kalgoorlie in the East Murchison Mineral Field, Western Australia (Figure 2). The Project contains two excised tenements M53/971 and M53/972 located at the Joyners Find Mining Centre and occupying a total area of 19.4 Ha as shown in Figure 3.

Access from Wiluna is by way of the, mostly unsealed, Wiluna – Old Sandstone road, thence by way of pastoral station tracks and cut-lines that traverse the tenements from north to south.

The topography of the tenement area is generally subdued but dominated by a number of northerly-trending, narrow, parallel ridges that tend to restrict east-west access

GEOLOGICAL SETTING

REGIONAL GEOLOGY

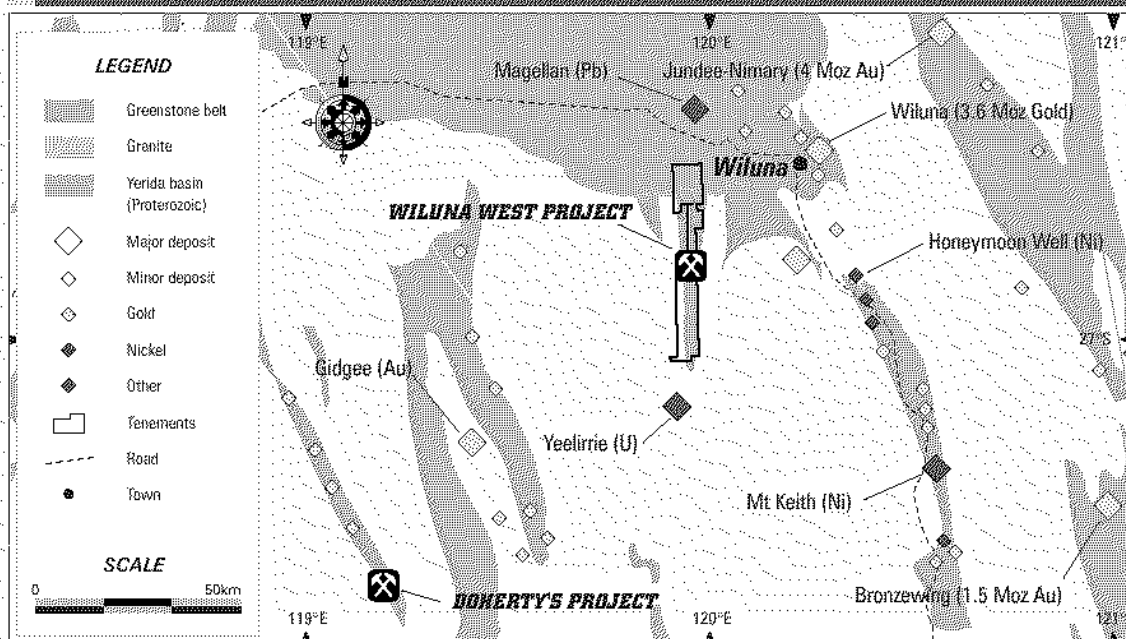
Regionally the Wiluna West Project is located in the Joyners Find Greenstone Belt that is some 47 kilometres long and between one to ten kilometres wide. The belt comprises mafic and ultramafic volcanics and intrusives, together with banded iron formation (BIF), minor intercalated cherts and clastic sediments, which have a northerly trend and near-vertical dips. To the north the belt is overlain by gently dipping Proterozoic quartzites.

All these rocks have been metamorphosed with the exception of the youngest granitic and doleritic intrusives.

Structurally, deformation is characterised by tight isoclinal folding (the Comedy Synform) and shearing. Two major zones of shearing, namely the Joyners and Brilliant Shears are dominant in the tenement area and provide known controls for the gold mineralisation (Figure 3).

The Joyners Shear that has been traced over a distance of 47 kilometres and is up to 1.5 kilometres wide, defines the Joyners Gold Corridor, which is some 500 metres wide and the site of numerous past gold workings and more recently, identified deposits.

The Brilliant Shear, located east of the Joyners Shear, is also extensively mineralised and has been mined for gold.



LOCAL GEOLOGY

Outcrop within the Joyners Find Greenstone Belt is generally poor with extensive soil and laterite cover. Apart from the banded iron formations (BIF) fresh outcrop is rare. Detailed geological mapping has identified three rock sequences, namely:-

1. Western Domain

Consists of moderately to highly-deformed medium to coarse-grained clastic sequences and concealed banded iron and/or ultramafics whose presence is revealed by magnetic surveys.

2. Central Domain

Consists of topographically dominant banded iron-clastic sequence that occurs as a prominent ridge. The banded iron is in one or two horizons with intercalated clastic sequences that are commonly lateritised.

Overlying the banded iron are poorly-exposed, lateritised basalts and minor shales, that pass into cherts and laminated shales. The uppermost lithologies are talc-carbonate-chlorite ultramafics and schists that are extensively lateritised and commonly silcrete-capped.

3. Eastern Domain

The boundary between the central and eastern domains is tectonic and its greenstone sequence is west-younging. This is in contrast to the central and western domains that are east-younging. However, there is not a mirroring of the stratigraphy on either side of the domain boundary.

To the east of the central-eastern boundary is a sequence of poorly-exposed ultramafic schists and minor pyroxenites with thin iron-sulphidic black shales and BIF (which hosts the gold mineralisation at Emu, Eagle, Comedy King, Goldfinch, Iron Duke, Iron Monarch, Iron King and Hawk) pyroxenite and gabbro intrusive sills with underlying siltstones and shales.

Whereas poor exposure makes it difficult to get an accurate structural picture, the presence of isoclinal folding points to extensive structural repetition and thickening of the stratigraphy and possibly repetition of mineralised horizons. Further east there are multiple-banded magnetite-iron formations and magnesium pyroxenites, which form a resistant ridge in the Joyners Find area, which can be traced northwards until it disappears under Proterozoic, cover. Magnetic interpretation suggests that the unit is structurally disrupted and truncated by the Brilliant Shear Zone (Figure 4).

East of the main BIF unit there are poorly-exposed mafic and ultramafic rocks, chert-quartzite and sediments that form a lateritic ridge, which can be traced from Bottom Camp to the old Wiluna-Sandstone Road. The Brilliant Shear forms the contact of the Eastern Domain with the eastern granite.

PREVIOUS EXPLORATION

The Joyners Find area has been prospected for gold since the early 1920's with at least 20 locations showing evidence of past mining. Past production totalled in excess of 40,000 tonnes grading 10.4 g/t Au with the two biggest producers being the Joyners Find Mine and the Channings group of mines.

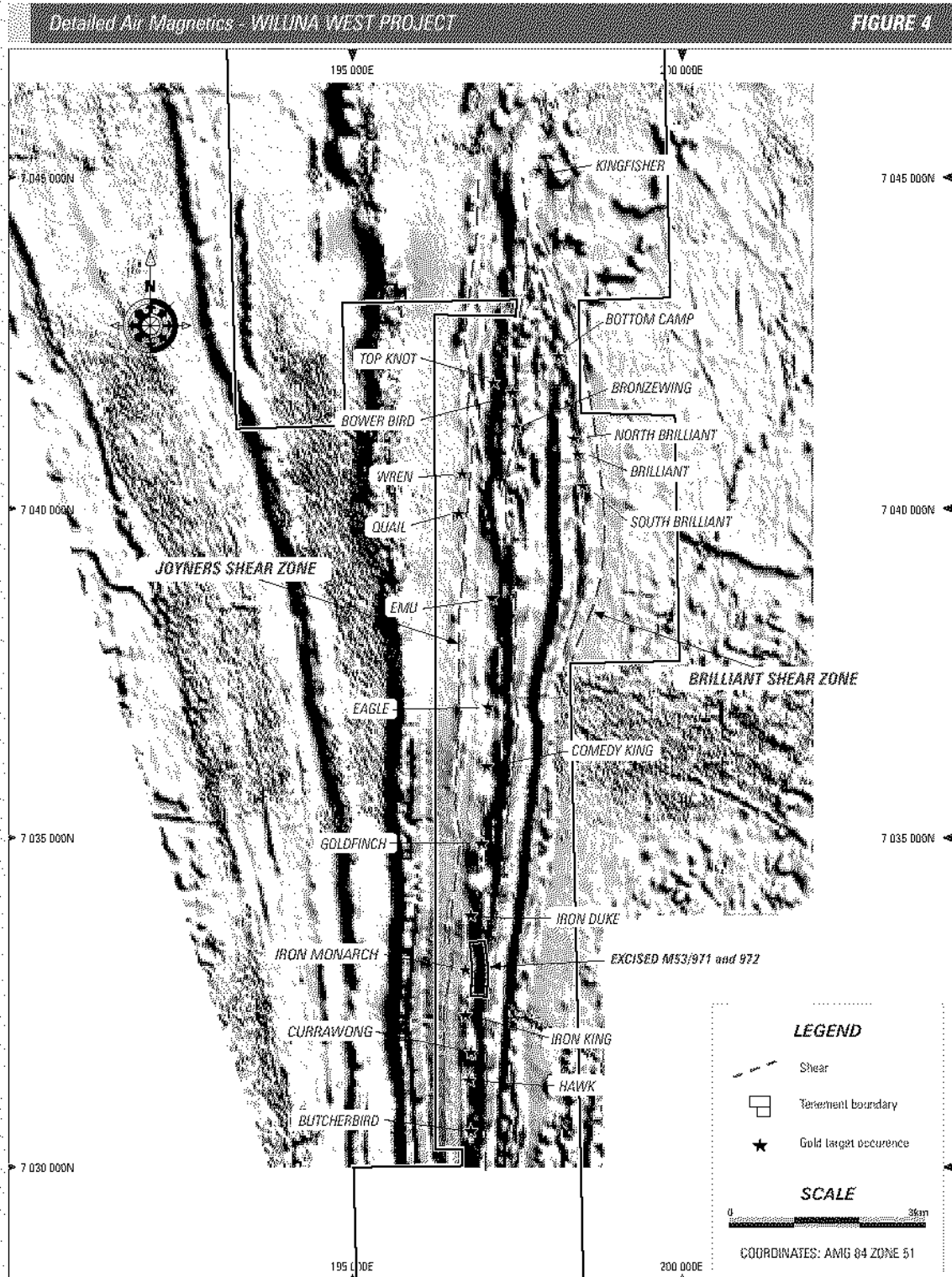
More detailed exploration of the area commenced in 1973, when Asarco (Australia) Pty Ltd carried out 1:10,000 scale geological mapping and rock-chip sampling. Since that time, exploration has been undertaken by no less than seven companies, with the most detailed work being undertaken by Sipa Resources Pty Ltd between 1986 and 1990. From 1990 to 1999, the tenements were the subject of litigation and little systematic work was undertaken.

A summary of the exploration activity to date is contained in Table 1 below:

Table 1
Previous Exploration Summary

DATE	COMPANY	WORK
1973	Asarco (Australia) Pty Ltd	1:10,000 geological mapping and rock chip sampling
1980-1981	Noranda Australia Ltd	1:2,000 geological mapping and rock chip sampling, 30 line km of ground magnetics, 10 line km of IP, 5 line km of Turam, 25 bulldozed costeans, 11 RC drillholes for 506m, 9 DD holes to 798m
1982	Electrolytic Zinc Company of Australia Ltd	1:10,000 geological mapping, rock chip and channel sampling
1982-1983	Sanidine NL	18.6 line km of RRMIP
1982-1983	Newmont Holdings Pty Ltd Jones Mining NL	1:2,500 geological mapping and rock chip sampling, 55.4 line km of ground magnetics, 11 percussion drill holes for 706m
1983-1984	General Gold NL	4.2 line km of RRMIP, 1 percussion drill hole for 90m.
1984-1986	Noranda Australia Ltd, Teck Exploration Ltd, Sipa Resources Pty Ltd	16 bulk metallurgical samples, 82 RC drill holes for 2,312m, 4 DD holes for 198.5m
1986-1990	Sipa Resources Ltd	AMG gridding 2 km x 400m, 1:10,000 colour aerial photography, aeromagnetics, radiometrics, 1:10,000 geological mapping, 2,625 soil samples, 233 lag samples, 578 rock chips, 797 RAB holes for 14,090m, 321 RC holes for 17,601m, leach testing
1996	Plutonic Operations Ltd	5 RC holes for 720m
1998	Homestake Gold of Australia	Gridding, RAB, 1778m, RC, 612m
2000	Normandy Limited	Aeromagnetic surveys, RC, 761m
2003	Lingchip Pty Ltd	RC, 1179m

INDEPENDENT GEOLOGIST'S REPORT



MINERALISATION

GOLD

Since the commencement of modern exploration and particularly in the period up to 1990, more than 20 gold occurrences have been identified from the 209 km² area comprising the West Wiluna Project.

Within the project area, resource calculations from ten separate deposits have to date identified a total of 656,000 tonnes grading 3.4 g/t Au.

More than 80% of the gold resources so far identified (560,000t @ 3.2 g/t Au) occur within a 500 metre wide corridor, defined by the eastern side of the Joyner Shear Zone and Synform. The remaining 96,000t grading 4.6 g/t Au occurs within quartz veins in mafic and ultramafic rocks associated with the Brilliant Shear Zone.

Auriferous mineralisation in the northern part of the tenements occurs either within, or associated with the Brilliant Shear Zone. The gold generally occurs in narrow, steeply-dipping quartz veins commonly accompanied by sericitic and pyritic alteration.

To the west, paralleling the Brilliant shear is the northerly-trending, much wider Joyner's Shear Zone. Mineralisation within this zone is associated with a major, gently south-plunging Comedy Synform, with gold occurring on both limbs of the Comedy fold. All the important prospects and most of the abandoned gold workings in the Joyner's Zone occur in a belt up to 500 metres wide, which is defined by the Comedy Synform.

Three structural styles of gold mineralisation are recognised: -

- Quartz reefs in shear zones (eg Bronze Wing, Bowerbird, Swan, Sparrow, Brilliant and Bottom Camp);
- Banded Iron formation (BIF) hosted replacement deposits (eg Comedy King, Iron Monarch, Iron Duke, Hawk and Iron King). Examples of BIF hosted gold sulphide replacement deposits elsewhere in Australia are Mt Magnet, Mt Morgans and Nevoia.
- Shear zones near the contact between BIF and mafic rocks. These are usually sub-parallel to quartz-sulphide veins (eg Butcherbird, Currawong and Comedy King).

Joyner's Shear – Existing Resources

Exploration up to December 1990, has identified an aggregate Resource of 560,000 tonnes averaging 3.2 g/t Au, using a 1g/t Au cut-off and a bulk density of 2.9g/cc (with the exception of Bronzewing and Wren where 2.5 g/cc) that was estimated from three bulk samples taken from the Eagle, Iron Monarch and Iron Duke prospects.

The resources were calculated manually using sectional projections to a vertical depth of about 40 metres within area of influence extended halfway to the next drill line.

INDEPENDENT GEOLOGIST'S REPORT

Table 2
Joyners Shear Existing Resources

PROSPECT	TYPE	1 G/T CUT-OFF		1.5 G/T CUT-OFF			
		GEOLOGICAL RESOURCE TONNES	GRADE (G/T AU)	GEOLOGICAL RESOURCE TONNES	GRADE (G/T AU)	DILUTED RESOURCE TONNES GRADE (G/T AU)	
Hawk	Indicated	42,000	2.5	34,000	3.0	45,000	2.4
Iron King	Indicated	163,000	3.3	111,000	4.12	144,000	3.3
Iron Monarch	Indicated	57,000	3.9	42,000	4.6	55,000	3.6
Iron Duke	Indicated	143,000	2.6	77,000	3.7	98,000	3.0
Goldfinch	Indicated	72,000	3.0	42,000	3.3	55,000	2.6
Eagle	Indicated	28,000	3.0	15,000	3.5	20,000	2.7
Bronzewing	Indicated	30,000	5.5	29,000	5.1	37,000	4.0
Wren	Indicated	7,000	2.9	5,500	5.0		
	Inferred	18,000	3.0				
		560,000	3.2	355,500	3.9	454,000	3.1

Brilliant Shear – Existing Resources

Exploration up to 1990 has identified an aggregated Indicated and Inferred Resource to a depth of 50 metres of 96,000 tonnes grading 4.5 g/t Au based on a 1 g/t Au cut-off. These resources were also calculated using sectional projections of each section extended halfway to the next drill line and halfway up and down dip to the next drillhole of that section.

Table 3
Brilliant Shear Resources

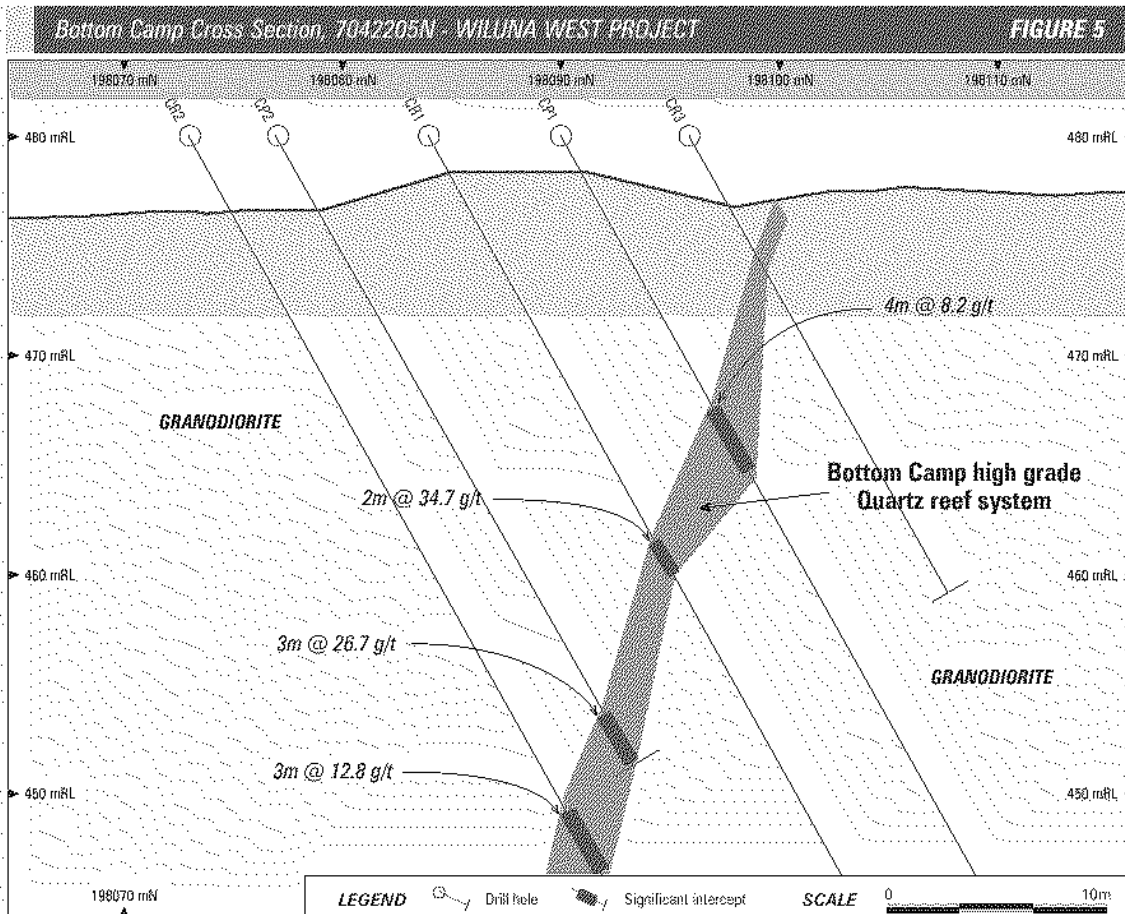
PROSPECT	TYPE	1 G/T CUT-OFF		1.5 G/T CUT-OFF			
		GEOLOGICAL RESOURCE TONNES	GRADE (G/T AU)	GEOLOGICAL RESOURCE TONNES	GRADE (G/T AU)	DILUTED RESOURCE TONNES GRADE (G/T AU)	
Bottom Camp	Measured	21,000	7.6	17,000	8.0	22,000	6.2
	Indicated	16,000	5.5	10,500	7.0	14,000	6
Brilliant & Brilliant North	Indicated	59,000	3.3	32,000	2.7	48,000	2
TOTAL		96,000	4.6	59,500	5.0	84,000	3.8

The above grade estimates were made without the benefit of close-spaced follow-up drilling and because the nature of the mineralisation is complex Measured Resources have been assigned Indicated and Inferred Resource status.

A summary of past mining in the Brilliant Shear is as follows:

North Brilliant - Brilliant

Quartz-scheelite veins and lodes in shears, hosted by mafic and ultramafic rocks. Historical stope records indicate small to medium shoots up to two metres wide grading 8 g/t Au to 29 g/t Au. The historical production grade was 14 g/t Au.



Bottom Camp

Gold mineralisation in quartz-pyrite veins and reefs in mafic and felsic rocks, with associated stockworks. Sub-economic mineralisation up to 58 metres drill width was encountered in one hole. Higher grade shoots up to 4.5 metres wide were encountered, **Figure 5**

The Brilliant Shear Zone and its associated splay faults have the potential to host significant gold deposits, demonstrated by:

- Extensive alteration systems of carbonate-sericite-fuchsite-chlorite at Brilliant, North Brilliant and Kingfisher.
- Presence of economic grades of gold mineralisation of Bottom Camp in a structural/lithological setting. Similar to quartz stockworks developed at Paddington and Mt Charlotte Mines.

IRON

In addition to gold mineralisation, recent rock-chip sampling along the main, eastern BIF ridge has revealed the presence of high-grade (68% FeO) iron bearing BIF horizons similar in grade to those currently being mined in the Hamersley Range Area.

INDEPENDENT GEOLOGIST'S REPORT

Preliminary chip sampling at selected sites along the length of the BIF unit also indicates the presence of significant iron mineralisation (specular hematite and magnetite).

It is believed that this iron rich horizon could become a significant source of specialist iron products (eg specular hematite or magnetite) and will be tested by more detailed follow-up sampling and exploratory drilling.

EXPLORATION POTENTIAL

GOLD

The integrated programme of exploration planned for the investigation of the Wiluna West Project will have three primary objectives.

- Upgrade the current resource so as to allow mining and generation of an early cash flow initially by way of toll treatment at one of several nearby treatment facilities.
- Carry out check drilling of previously identified targets.
- Carry out exploration of favourable structures and host rocks both within previously explored and newly acquired tenement areas.

Favourable mineralised targets have already been identified by past exploration and it is believed that a review of the comprehensive data base will reveal areas of high potential which warrant further exploration.

Regional scale shear zones are common hosts for gold mineralisation in Western Australia. The Wiluna West Project tenements cover two such structures, namely the Joyners and Brilliant Shear Zones, within which three types of gold mineralisation have been identified, namely quartz reef, BIF and shear hosted. Major gold occurrences in similar hosts are Hill 50 (2.2 million ounces), Lancefield (3.5 million ounces) Mt Morgans (1.6 million ounces) and Bounty (3.5 million ounces). Gold occurrences closer to Wiluna West are Wiluna Gold (3.5 million ounces), Jundee/Nimary (3.4 million ounces) and Bronzewing (1.7 million ounces).

IRON

Preliminary exploration of the prospective iron rich BIF horizons will include further rock chip sampling and broad spaced stratigraphic drilling to determine an overview as to the potential size and grade of the deposit

ADDITIONAL RESOURCE POTENTIAL

A recent data review indicates that there are a number of areas within the Joyners Shear and Comedy fold structure, which have returned significantly anomalous gold values but are still largely unexplored.

Three potential targets are identified: -

Hawk-Eagle Line of BIF hosted Gold Mineralisation

A six kilometres long BIF horizon extending between the Hawk and Eagle prospects contains an Indicated Resource of 505,000 tonnes grading 3 g/t Au, from six separate mineralised zones. Mineralisation shows good continuity both along strike and down dip.

Proposed exploration includes: -

- Closer drilling unexplored gaps of between 400 metres to 1500 metres.
- Detailed drilling to investigate the potential of mineralised footwall and hanging wall structures.

Significant intersections already from drilling of this area are shown in Table 4.

Table 4
Significant Intercepts
BIF Style Mineralisation Hawk to Eagle Prospects

PROSPECT	HOLE #	DRILL TYPE	NORTH	EAST	FROM (M)	TO (M)	WIDTH (M)	AU (G/T)
Hawk	JF0158	RC	7031324	196754	30	32	2	5.1
Hawk	JF0008	RC	7031365	196749	43	49	6	2.6
Iron King	JF0177	RC	7031790	196732	47	57	10	1.8
Iron King	JF0111	RC	7031822	196736	38	42	4	5.4
Iron King	JF0171	RC	7031822	196738	30	36	6	4.4
Iron King	JF0223	RC	7031940	196742	18	23	5	5.5
Iron King	JF0226	RC	7031980	196727	38	42	4	5.6
Iron King	JF0243	RC	7032175	196712	36	38	2	13.6
Iron Monarch	JF0151	RC	7032957	196750	15	18	3	8.9
Iron Monarch	JFRC0007	RC	7033000	196715	65	69	4	6.2
Iron Monarch	JF0186	RC	7033000	196748	12	17	5	5.1
Iron Monarch	JF0150	RC	7033016	196735	37	42	5	5.8
Iron Monarch	JFRC0001	RC	7033040	196715	71	77	6	4.9
Iron Duke	JF0144	RC	7033756	196797	23	28	5	3.6
Iron Duke	JF0103	RC	7033931	196802	51	53	2	7.7
Iron Duke	JF0053	RC	7033950	196827	18	23	5	8.9
Iron Duke	JF0105	RC	7033970	196821	27	34	7	2.8
Iron Duke	JF0082	RC	7033970	196835	4	6	2	12.8
Goldfinch	JF0003	RC	7034727	196905	41	49	8	4.3
Goldfinch	JF0002	RC	7034932	196967	27	31	4	5.0
Eagle	JF0031	RC	7036933	197030	21	24	3	16.0
Eagle	JF0291	RC	7037140	197097	18	32	14	3.2
Eagle	JFRC0004	RC	7038600	197080	91	94	3	7.2
Eagle	JFRC0005	RC	7038680	197100	81	91	10	2.4

Note: Information based upon data obtained from GSWA, WAMEX open file database

Brilliant Group and Bottom Camp quartz vein stockworks

The Brilliant and Bottom Camp Prospects are hosted by the Brilliant Shear Zone that extends down the eastern side of the tenement areas.

Mineralisation occurs in quartz veins and stockworks within sheared mafic and granitic rock types. There are two lines of mine workings approximately 100 metres apart that possibly converge near the North Brilliant workings.

Significant mineralised drill intercepts obtained during the investigation of the Brilliant/Bottom Camp line of workings are summarised in Table 5 below.

INDEPENDENT GEOLOGIST'S REPORT

Table 5
Significant Intercepts
Brilliant Group and Bottom Camp Prospects

PROSPECT	HOLE #	DRILL TYPE	NORTH	EAST	FROM (M)	TO (M)	WIDTH (M)	AU (G/T)
Brilliant/Nth Brilliant	C0246	RAB	7040800	198450	10	15	5	3.16
Brilliant/Nth Brilliant	CR0035	RC	7040861	198420	42	49	7	3.25
Brilliant/Nth Brilliant	C0735	RAB	7040900	198330	10	15	5	1.95
Brilliant/Nth Brilliant	C0724	RAB	7040920	198402	35	40	5	3.02
Brilliant/Nth Brilliant	C0725	RAB	7040900	198404	50	55	5	2.13
Brilliant/Nth Brilliant	C0724	RAB	7040920	198402	15	20	5	2.23
Brilliant/Nth Brilliant	C0722	RAB	7040960	198418	15	20	5	1.89
Brilliant/Nth Brilliant	CR0047	RC	7041160	198312	40	43	3	8.36
Brilliant/Nth Brilliant	CR0047	RC	7041160	198312	62	73	11	1.89
Brilliant/Nth Brilliant	CR0047	RC		Incl	71	73	2	5.9
Brilliant/Nth Brilliant	CR0100	RC	7041160	198320	21	28	7	14.12
Brilliant/Nth Brilliant	DDH8	DDH	7041192	198264	112.9	117.2	4.3	26.7
Brilliant/Nth Brilliant	CR056	RC	7041318	198278	71	74	3	4.62
Bottom Camp	CR0004	RC	7042168	198103	9	11	2	11.47
Bottom Camp	CR0002	RC	7042206	198073	35	39	4	16.83
Bottom Camp	CP0002	PERC	7042207	198077	30	33	3	26.74
Bottom Camp	CR0001	RC	7042207	198084	21	23	2	34.67
Bottom Camp	CP0001	PERC	7042207	198090	14	18	4	8.18
Bottom Camp	CR0060	RC	7042279	198157	30	31	1	17.4
Bottom Camp	CR0104	RC	7042281	198185	36	37	1	19
Bottom Camp	CR0075	RC	7042317	198227	2	5	3	8.26

Note: Information based upon data obtained from GSWA, WAMEX open file database

Bronzewing and Bowerbird Workings

Mineralisation in this area comprises quartz veins and stockworks associated with a north-northeast trending shear within ultramafic schists and granitoids. A number of abandoned gold mining workings occur in the area, which are along strike from an extensive gold-in-soil anomaly 1.5 kilometres long by 1 kilometre wide. To date, only two drill holes have tested this anomaly and returned anomalous gold values in laterite of 6 metres grading 0.95 g/t Au and 3 metres grading 0.48 g/t Au in hole CR133.

TOLL TREATMENT / JOINT VENTURE POTENTIAL

There are three milling facilities located near the Wiluna West Project, namely, Wiluna, Gidgee and Jundee, which would be able to toll treat resources already identified from past exploration. Alternatively, joint venture involvement with interested parties may be considered.

One small, open-pit is already in operation in an adjacent tenement M53/971, which is excised from Wiluna West P53/1033. The 100m long John William open pit is currently mining a mineralised BIF/shear zone that crosses the northwestern corner of M53/971 and is the strike extension of the Iron Monarch deposit. The existing pit is constrained by the tenement boundary and any significant deepening will require the involvement of Golden West Resources Limited.

BULLABULLING SOUTH PROJECT

E15/762

HIGHLIGHTS

- The Bullabulling South Project is strategically located at the southern end of a highly productive greenstone belt that has produced more than three million ounces of gold and also hosts the Nepean Nickel Mine, 409,064 t grading 2.3% Ni.
- Covers two recently identified gold-in-soil anomalies, the 7 kilometre long Canyon anomaly and the 1500m diameter Triton anomaly, which is located above known regional shear structures, which elsewhere host significant gold mineralisation.
- Neither anomaly has been drill-tested and as such, represent priority exploration targets.

INTRODUCTION

The Bullabulling South Project is subject to a Farm In Agreement with Ramelius Resources Limited where the Company will retain a 25% interest in the project, free-carried to a decision to commence commercial mining operations. The project comprises of one tenement, E15/762 and covers an area of approximately 87 km², centred 35 kilometres southwest of Coolgardie and 80 kilometres southwest of Kalgoorlie in the Coolgardie Mineral Field, Western Australia. The tenement is located at the southern end of the highly mineralised Coolgardie-Bullabulling Greenstone Belt from which nearby gold mining has recovered in excess of one million ounces of gold.

The main structure occurring within the tenement is the highly mineralised Bullabulling Shear Zone. Exploration has identified two significant gold-in-soil anomalies, the Canyon and Triton, which provide priority drill targets (**Figures 6 and 7**).

GEOLOGICAL SETTING

REGIONAL GEOLOGY

The Bullabulling project area is located in the Norseman-Wiluna Greenstone Belt, within the Coolgardie Domain of the Kalgoorlie Terrane. The project is on the western side of this greenstone belt, on the axis where the southwest trending Coolgardie belt swings to the northwest towards Bullabulling. The Coolgardie Domain has undergone middle to upper amphibolite facies metamorphism and consists of a lower basalt unit overlain by a komatiite unit, which is overlain by felsic volcanic and sedimentary rocks. It differs from the Ora Banda and Kambalda domains in that the lower basalt – komatiite units are repeated and the absence of a basalt unit overlying the komatiite unit.

The bedrock of the area is largely obscured by cover and it is only in recent years that the extent of the greenstone belt at Gnarlbine has been revealed by aeromagnetics and exploration drilling to extend significantly further south than indicated on previously published, interpretive geological maps. The aeromagnetics has also shown the presence of several major structures.

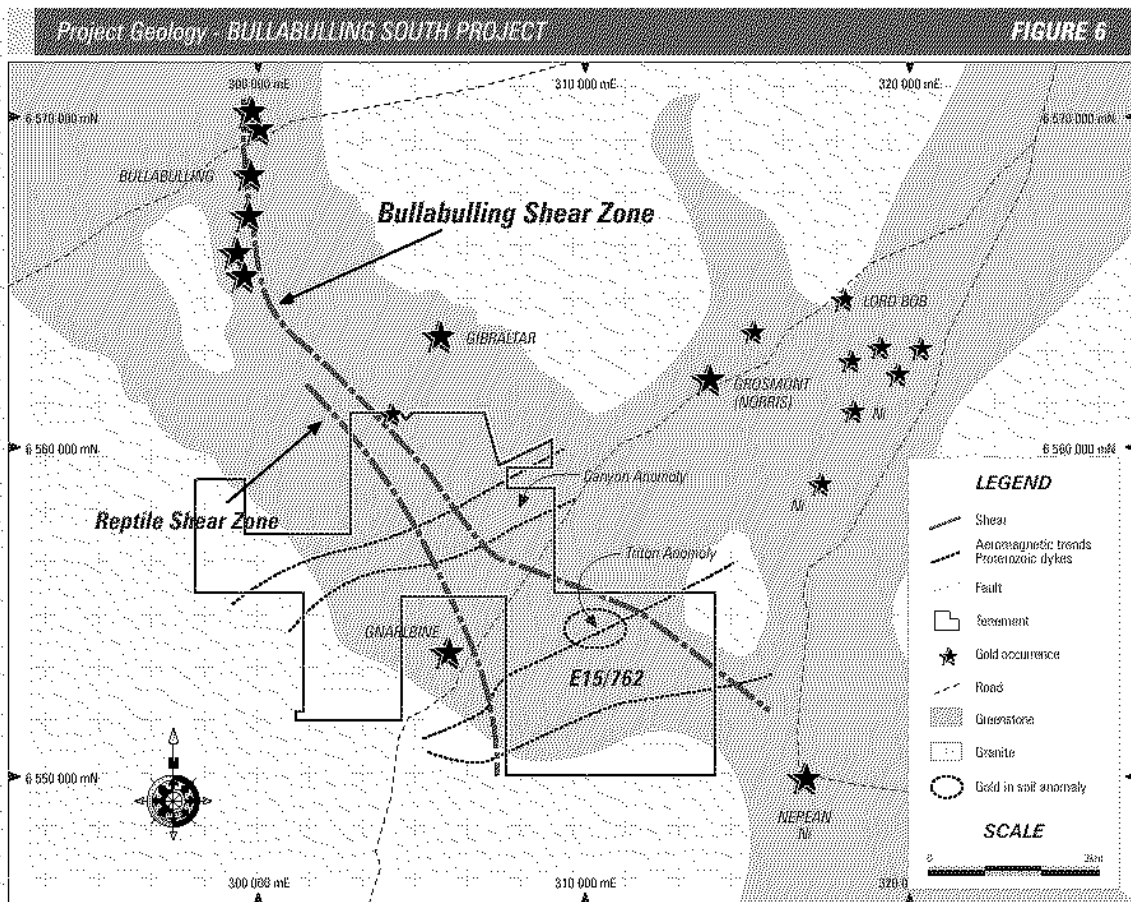
INDEPENDENT GEOLOGIST'S REPORT

LOCAL GEOLOGY

The tenement area is almost wholly soil-covered with weathering commonly extending to depths in excess of 40 metres.

Geological mapping and drilling reveal the underlying assemblages comprise north-south striking, west-dipping komatiite overlain by felsic to intermediate metasediments that have been intruded by pegmatite. Amphibolite, gabbro and dolerite occur locally. The geological structure of the area is complex with at least three deformational events recognised. Initially east-west thrusting was followed by folding, faulting and granitoid intrusion.

Structurally the area is dominated by the highly prospective Bullabulling and Reptile Shears (Figure 6).



PREVIOUS EXPLORATION

Between 1974 - 1982, Western Mining Corporation (WMC) carried out exploration for nickel and gold to the north of E15/762, in the vicinity of the Bullabulling Shear. The exploration programme included reverse circulation drilling which encountered gold mineralisation in seven areas.

In 1985, joint venture exploration led to the discovery of the Bacchus gold deposit, located to the north. At the same time Central Kalgoorlie Mines NL (CKGM) also commenced exploration in the same area. Both bedrock and lateritic gold mineralisation was discovered.

In 1988, Electrum NL and Pan Australia Mining Ltd, in joint venture, developed the Gibraltar Mine located 3 km to the north, where an open pit proven resource of 1.4 Mt grading 1.8 g/t Au was identified. In the mid 1990's, Resolute Samantha Limited acquired the above ground, together with an extensive database. Their exploration comprised systematic soil sampling of previously unexplored ground, together with follow-up RAB and RC drilling. In 1994, Resolute Samantha acquired the Gibraltar Gold Mine just to the north of E15/762 and subsequently proved up additional ore resources. Between 1995 - 1998, Resolute Samantha produced 171,397 ounces of gold from the Bacchus, Phoenix and Gibraltar open pits.

Between 1994 and 1997, Resolute Samantha explored the north-central part of what is now E15/762. A programme of soil sampling and follow-up drilling was carried out which defined the Canyon Anomaly where values in excess of 10ppbAu were identified within an east-northeasterly trending zone some seven kilometres in length and along strike from the Golden Web and Grosmont gold mines (Figure 7).

In 1994, Triton Resources Ltd held what is now the southeastern portion of E15/762. Their programme of exploration, which included aerial photography, aeromagnetic surveys, soil sampling and auger drilling, identified the Triton Anomaly. Gold where values in excess of 10ppbAu, with a peak value of 200ppbAu were obtained within a circular zone some 1500 metres in diameter.

MINERALISATION AND EXPLORATION POTENTIAL

At the Canyon Prospect surface, soil sampling has outlined a large anomaly that appears to be a strike extension of the Grosmont Shear, which hosts gold mines just north of E15/762. A total of 123 air-core drillholes and four rotary air blast drillholes for a total of 7,016 metres investigated the area. Values in excess of 40ppb Au were returned from 31 holes, with peak values ranging up to 1.62ppm (g/t Au). Some holes encountered several intervals of anomalous gold with the distribution of anomalous values appearing to favour the interface between oxidised and partially oxidised bedrock and in lateritic horizons. This is believed to be indicative of supergene gold. No primary gold source was positively identified.

The roughly circular Triton Gold anomaly is located in the eastern part of E15/762, close to its northern boundary. Peak values of 200ppbAu were encountered during an auger soil sampling programme across the interpreted extension of the Bullabulling Shear. A northeasterly-trending Proterozoic dyke intersects the Triton anomaly. These dykes are often associated with gold. The anomaly has not been explored in detail and provides a priority drilling target.

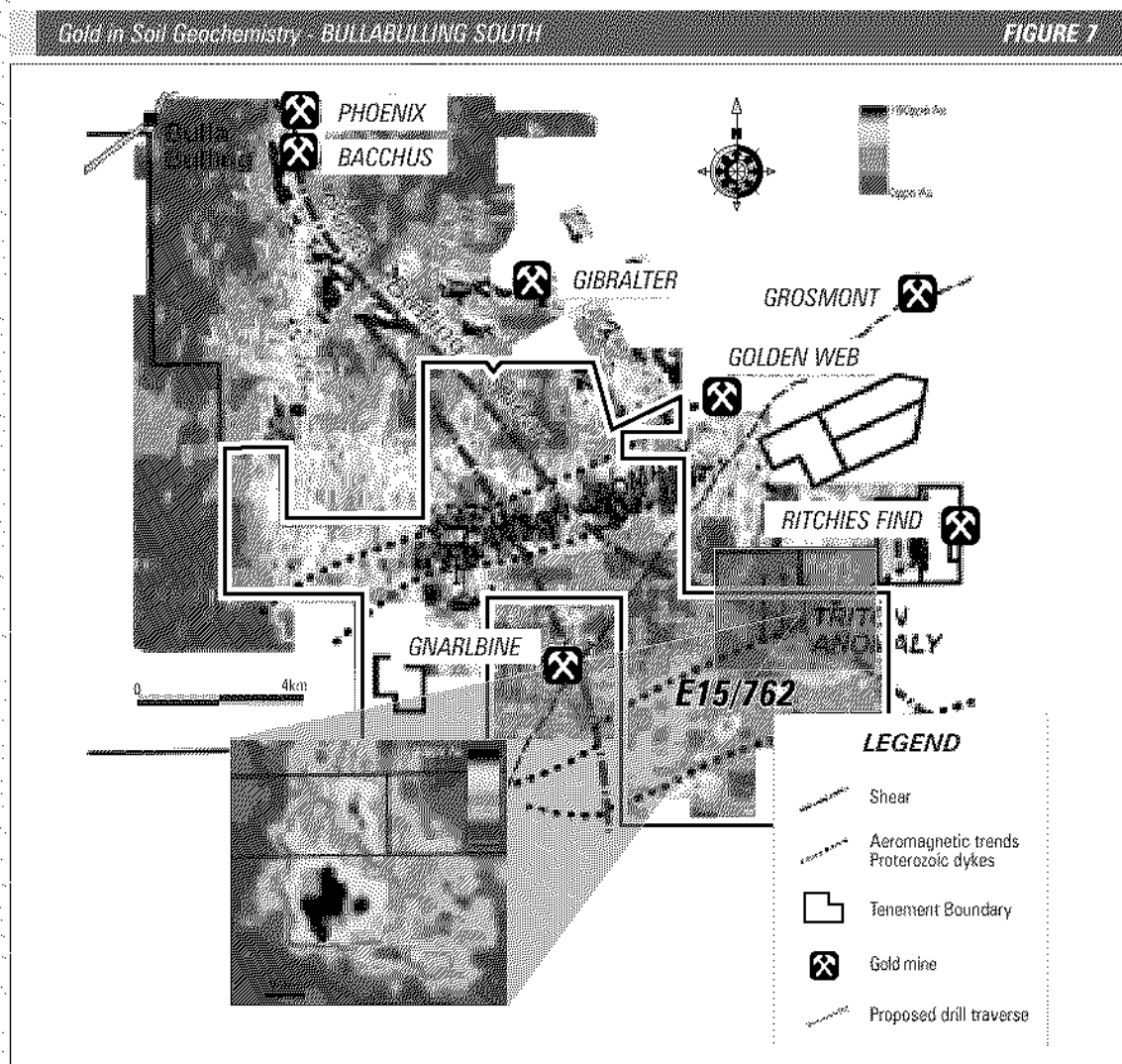
Exploration Licence E15/762 is prospective for primary bedrock and secondary lateritic gold mineralisation as well as gold-bearing paleochannels.

Factors contributing to this opinion are summarised as follows:

- Large tenement of 87 km² located within a gold mineralised greenstone host, which in this region has a recorded production in excess of 1 million ounces of gold. Nearby gold mines include the Gibraltar, Grosmont and Golden Web, between 3 to 5 kilometres to the north. The Bacchus, Phoenix and Bullabulling Mines located some 10 kilometres to the north-northeast and Gnarlbine Mine about 2 kilometres to the south.

INDEPENDENT GEOLOGIST'S REPORT

- Relatively unexplored areas of superficial soil cover, which conceals the mineralised Bullabulling Shear Zone that trends through the centre of the tenement.
- Identification of two major gold-in-soil anomalies, both of which are favourably located along the interpreted strike extension of major gold-mineralised shears and cross-shear structures, which have not yet been subjected to detailed drill investigation.



DOHERTY'S PROJECT

P57/972

HIGHLIGHTS

- Located along the mineralised Barrambie Lode that hosts a number of high grade, gold-bearing pyritic quartz veins.
- Current resource estimate by others, 6,500t grading 21.3 g/t Au (4,450 ounces) with additional potential totalling 11,000 ounces.
- Open along strike and down dip.
- A second, parallel gold-bearing vein system, located about 100 metres east of the main lode, still untested.

INTRODUCTION

The Doherty's Project comprising P57/972 is located about 65 kilometres northwest of the township of Sandstone and 600 kilometres northeast of Perth in the East Murchison Mineral Field, Western Australia.

Access is by way of the Sandstone-Meekatharra main road, thence about 5 kilometres east along a graded track to the Doherty's Mine Site.

GEOLOGICAL SETTING

Doherty's Project is situated at the southern end of the Barrambie Greenstone Belt that comprises felsic volcanoclastics, minor greenstone metasediments and banded iron formation (BIF) all of which have been intruded by felsic porphyry and granitoids (Figure 8).

Within the tenement area the exposed rock types comprise felsic volcanoclastics and metasediments that are intruded by porphyry and mafics.

The felsic rocks are dark green in colour, fine to very fine-grained, banded and schistose. Associated with the felsics is banded iron formation (BIF), which contain grey chert and magnetite bands with minor pyrite. The BIF forms a prominent northwesterly-trending ridge through the tenement. Overlying these rocks are fine-grained quartz-eye tuffs. The albite porphyry unit comprises porphyry stocks intrusive into the overlying felsics.

PREVIOUS EXPLORATION

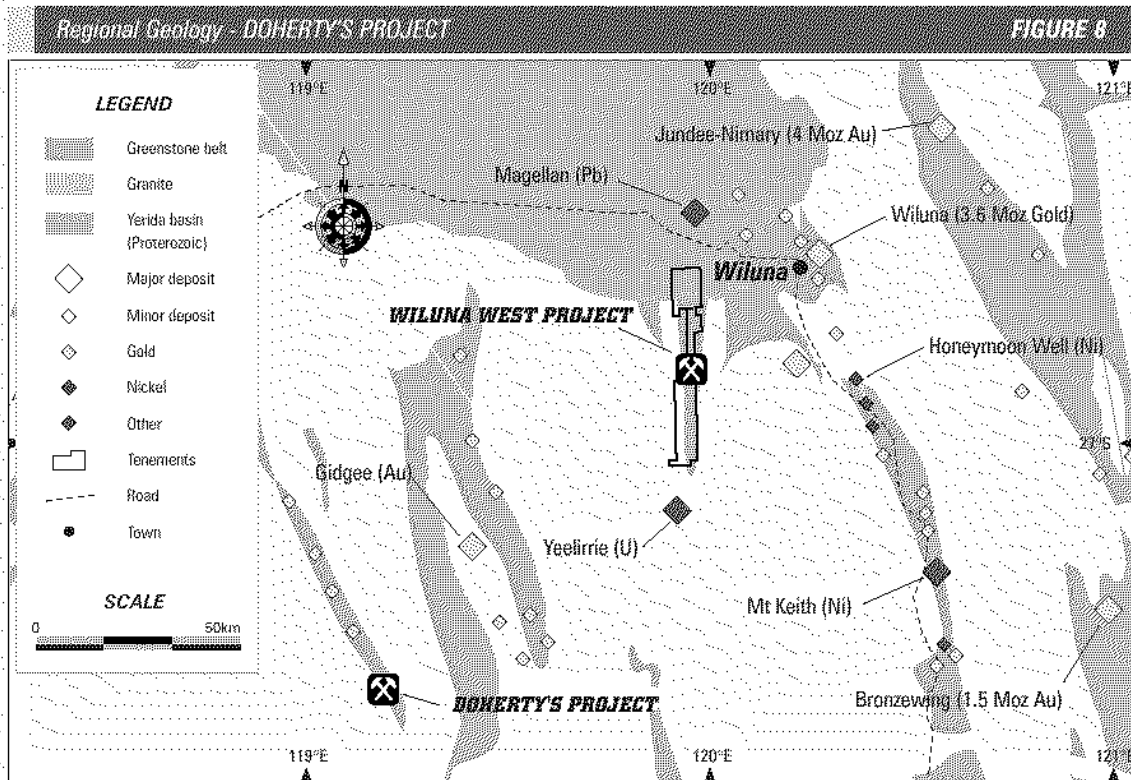
In the past the area has been mined for both gold and copper. In the 1970s the Barrambie sill was investigated as a possible source of vanadium (24.5 Mt grading 0.7% V2O5)

Past records of gold production from the Barrambie region are contained in Table 6.

Table 6 – Recorded Gold Production Barrambie Region

LOCATION	TONNES	GOLD (OZ)	GRADE (G/T)	PERIOD
Doherty's	2,292	1,872	25.4	1955 - 1985
Barrambie	16,530	15,390	29.0	1907 - 1966
Sugarstone	5,270	3,880	22.9	1908 - 1913
Erroll's	10,141	6,197	19.0	1906 - 1919
TOTAL	34,233	27,339	24.8	

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Between 1986 – 1990, Samson Exploration NL carried out exploration within the Project area at Doherty's Gold Mine, the Barrambie Gold Mining Centre, Sugarstone-Ironclad Area and Error's Leases. Samson completed aerial photography, gridding, soil and rock chip sampling, mapping, and stream sediment sampling. This programme was followed by rotary air blast drilling (RAB), reverse circulation drilling (RC), diamond drilling, underground mapping of the accessible abandoned gold mining workings and face sampling. Some shaft sinking and development mining was also carried out.

The RAB drilling programme identified anomalous gold values in a number of locations west of the known gold workings, which warrant further investigation. These anomalous gold values are summarised in Table 7.

Table 7
Selection of Anomalous RAB Hole Intercepts
Doherty's Area P57/972

HOLE #	FROM	TO	WIDTH	AU (G/T)
DL87	14	20 (EOH)	6	0.32
DL95	14	20 (EOH)	6	0.29
DL89	18	20 (EOH)	2	1.36
DL116	12	20 (EOH)	8	0.14
DL117	18	20 (EOH)	2	0.37

A programme of diamond drilling comprising twelve holes was completed at Doherty's Mine Workings to test the down plunge continuation of the gold-bearing lode. Significant diamond drillhole intersections are shown in Table 8.

Table 8
Significant Diamond Drill Hole Intercepts
Doherty's Area P57/972

HOLE #	FROM	TO	WIDTH (M)	AU (G/T)
DM2	121.00	121.25	0.25	10.4
DM3	127.88	128.23	0.35	76.38
DM4	64.31	64.54	0.23	5.25
DM5	63.96	64.23	0.27	76.0
DM6	63.80	65.35	1.55	84.38
DM7	82.68	83.05	0.37	46.45
DM8	84.17	85.07	0.90	56.94
DM9	84.23	86.23	2.00	10.5

In 1986, Eltin Pty Ltd (Eltin) was contracted to deepen the main access shaft, and establish the 6 and 8 Levels and drive along the east limb of the fold structure. A 9 metre cross-cut at the 6 Level intersected mineralisation, which traced over a distance of 11 metres.

Development of the 8 Level intersected a pyritic quartz reef in porphyry that over a distance of 51m averaged 43.10 g/t Au over a true width of 0.32m.

MINERALISATION AND EXPLORATION POTENTIAL

GOLD MINERALISATION

There are three groups of gold workings located within the project area, namely, Doherty's, Old Camp and South Shear.

Gold mineralisation is hosted by quartz-filled shears in altered albite porphyry. The dominant sulphide is pyrite with traces of chalcopyrite and scheelite. The mineralised gold reefs are highly folded and generally developed along anticlinal crests and fold limbs plunging at 30° to the north-northwest. To date only the Old Camp workings have been investigated by systematic, albeit shallow, drilling.

Doherty's has been investigated by limited drilling and the South Shear workings remain untested. Shallow RAB drilling encountered anomalous gold to the west of the main lode system and this area warrants more detailed investigation.

Isoclinal folding in the area suggests the possibility of repetitive subparallel lodes and anomalous results in the RAB drilling may support this.

In 1989, independent resource calculations at Doherty's identified a small Reserve of 6,500 tonnes, grading 21.3 g/t Au with additional potential total of 11,300 ounces of gold. It is not certain whether this resource classification complies with JORC guidelines.

INDEPENDENT GEOLOGIST'S REPORT

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GLOSSARY

A

ACID VOLCANICS Rocks of volcanic origin containing a high proportion of silica.

AEOLIAN Applied to deposits transported by the wind.

AEROMAGNETICS Measurement of the earth's magnetic field from an aircraft for the purpose of recording magnetic characteristics of rocks.

AIRCORE DRILLING A form of reverse circulation drilling using a rotary blade and suitable for weathered rock, clay or unconsolidated materials.

ALLUVIAL Referring to unconsolidated stream sediments of relatively young geological age.

ALLUVIUM Gravel and sediment found along rivers and creeks.

ALTERED Referring to physical or chemical change in a rock or mineral subsequent to its formation.

AMPHIBOLE A family of minerals in which the silica molecules are bound together in parallel chains.

ANOMALOUS Having statistically significant higher or lower values.

ANOMALY A portion of an area surveyed which is different in appearance from the area surveyed in general or containing higher or lower values than considered normal.

ANORTHOSITE Coarse grained igneous rock containing mostly plagioclase feldspar.

ANTICLINE An upward fold of the rock formation.

ANTIFORM Upward arching fold for which stratigraphic sequence is unknown.

ARCHAean The oldest rocks of the Earth's crust — older than 2,400 million years.

ARENITE A sedimentary rock with a sandy texture.

ARSENIC Semi-metallic element — often provides a good geochemical indication of gold mineralisation.

ARSENOPYRITE Arsenic iron sulphide material.

ASSAY An examination of a mineral, ore or alloy to determine certain of its ingredients.

ASX Australian Stock Exchange.

AUGER DRILL Screw-like boring tool used to obtain shallow soil samples.

AUGITE A dark pyroxene mineral.

AURIFEROUS Containing gold.

AXIS In relation to folded strata; a line where a folded bed shows the maximum curvature.

B

BASALT A fine grained dark igneous rock, generally extrusive, composed of half feldspar and half mafic minerals.

BASE METAL Non precious metal. Commonly used to refer to copper, lead and zinc.

BASEMENT Crustal layer of rock beneath the sedimentary strata.

BASIC VOLCANICS Rocks of volcanic origin comparatively low in silica and rich in mafic minerals.

BCM Bank cubic metre(s) - a measurement of material in-situ.

BEDDING Arrangement of individual beds or layers.

BEDROCK The solid rock underlying soil, alluvium, laterite, etc.

BELT A zone or a band of a particular kind of rock strata exposed on the surface.

BENEFICIATION Process to upgrade the chemical content of a specified element within a material.

BIF Banded Iron Formation. Tabular rock body usually consisting of alternating bands of quartz and iron rich minerals.

BIOTITE Common rock forming mica mineral.

BLEG Bulk leach extractable gold; chemical method of estimating the gold content of soil samples by cyanide extraction.

BOXWORKS Relict structures from oxidised sulphides found in gossans.

BRECCIATION Process which produces a fragmental rock of angular shaped components.

BULK DENSITY The measurement of the mass of a given volume of a material recorded as mass/volume, eg, tonnes/cubic metre.

BULK SAMPLE A large sample, generally taken for metallurgical or pilot plant test purposes.

C

CAINOZOIC Geological era comprising the Tertiary and Quaternary periods, about 65 million years ago.

CARBON-IN-LEACH (CIL) AND CARBON-IN-PULP (CIP) A process utilising the precipitating effect of coarse activated carbon on gold and silver (absorption) from loaded cyanide solutions.

CARBONATE Common mineral type consisting of carbonates of calcium, iron and/or magnesium.

CARBONIFEROUS Period in geological history from about 360 to 286 million years ago.

CARPENTARIAN The middle part of the Proterozoic period.

CASSITERITE Naturally occurring oxide of tin.

CHALCEDONY A rock composed of microscopic quartz grains.

CHALCOPYRITE Copper iron sulphide material.

CHANNEL SAMPLE A continuous channel cut to a specified length in a rock exposure to provide a sample for assay purposes.

CHERT Dense flinty rock composed almost wholly of silica.

CHLORITE Dark replacement mineral related to mica.

CIL Carbon-in-leach.

CIP Carbon-in-pulp.

CLASTICS Sediments derived from erosion of pre-existing rocks.

CLEAVAGE Planar rock structure or parting formed by deformation.

COEVAL Of the same time period.

COLLUVIUM Loose and incoherent deposits usually at the foot of a slope and transported there by gravity.

INDEPENDENT GEOLOGIST'S REPORT

COMPLEX An assemblage of related rock that have been intricately mixed or otherwise complicated.

CONCENTRATE The valuable fraction of an ore that is left after worthless material is removed in processing.

CONDUITS Channel ways.

COSTEAN A wide trench through the surface soil or debris to expose the bedrock for mapping and sampling.

COUNTRY ROCK The enclosing rock around a body of ore.

CRATON A relatively immobile part of the earth's crust, generally of a large size.

CROSSCUT A near horizontal tunnel constructed across the course of an ore structure (such as a reef); a connection from a shaft to an ore structure.

CROSSFOLD A fold intersecting a pre-existing fold of different orientation.

CUMULATE Rocks in layered igneous intrusions which appear to have formed by the accumulation of crystals.

CUT-OFF The estimated lowest grade of ore that can be mined and treated profitably in a mining operation.

D

DEEP LEAD Old alluvial channel containing gold covered by more recent sediments or volcanics.

DEFORMATION Process by which rocks are folded or faulted.

DEPOSITION The precipitation of mineral matter from solution.

DETRITAL Term used to describe minerals occurring in sedimentary rocks, which were derived from pre-existing igneous, sedimentary or metamorphic rocks.

DEVELOPMENT HEADINGS Tunnels along zone (lode, vein) of mineralisation.

DIAMOND DRILLING Method of obtaining a cylindrical core of rock by drilling with a diamond impregnated bit.

DILUTION Reduction of ore grade by contamination with waste material.

DIORITE Coarse-grained intrusive rock of intermediate composition.

DIP The angle at which layered rocks, foliation, a fault, or other planar structures, are inclined from the horizontal.

DISPLACEMENT Relative movement of the two sides of a fault.

DISSEMINATED Mineral grains scattered throughout host rock.

DOLERITE Medium-grained crystalline basalt.

DOWN DIP Direction which is most likely downwards on a lithological structure or surface.

DRILL CORE Solid continuous core sample of rock provided by rotary drilling using diamond-impregnated bits.

DRIVE Near horizontal underground passage usually developed following a vein.

DUMP A heap of tailings, mullock or stockpiled ore on the surface.

DYKE Tabular igneous intrusion cutting across the bedding or other planar structures in the country rocks.

E

EL(A) Exploration licence (application).

ELECTROMAGNETIC SURVEY (EM) Method of measuring the alternate magnetic fields associated with electrical currents artificially or naturally maintained in the subsurface.

ELUVIAL Referring to decomposed rock debris not far removed from the place of formation which may contain a valuable constituent mineral as a residue.

ELUVIUM Superficial deposit formed by the weathering of rock in-situ.

EM Electromagnetic survey.

En ECHELON Parallel geological features aligned at an angle to their strike.

EOLIAN Pertaining to the wind; especially said of deposits such as dune sand.

EPIGENETIC A mineral deposit formed later than the enclosing rock.

EXPOSED Description of an area of rock unobscured by soil, vegetation or water.

EXTRUSIVE Igneous rocks that have flowed out onto the Earth's surface.

F

FACIES The general appearance or nature of one part of a rock body as contrasted with other parts.

FAULT A fracture in rocks along which rocks on one side have been moved relative to the rocks on the other. The movement may provide a channel for the passage of mineral bearing solutions.

FELDSPAR A very abundant group of rock-forming silicate minerals in which calcium, sodium and potassium are in combination with aluminium.

FELSIC Fine grained igneous rocks with a very low content of mafic minerals.

FELSITE Fine grained siliceous volcanic rock.

FERRUGINOUS Pertaining to or containing iron. Red-coloured rocks in which the iron content has been oxidised.

FISSURE An extensive crack, break or fracture in the rocks.

FLEXURE A broad domical structure.

FOLD A bend in rock strata.

FOLIATION Laminated structure in rocks resulting from the parallelism of the constituent minerals or by segregation of different minerals into layers.

FOOTWALL The wall or rock on the underside of an inclined vein or fault.

FORMATION A unit in stratigraphy defining a succession of rocks of the same type.

FRACTURING Natural or induced breaks in a rock which enhance its reservoir properties.

FUCHSITE Mineral of the mica group containing chromium-bearing muscovite.

G

g/t GRAMS PER TONNE — measure of gold content of rock or sample.

GABBRO Coarse grained dark igneous rock of similar composition to basic volcanics.

GEOCHEMICAL ANOMALY A concentration of one or more elements in rock, soil, water or vegetation that differs significantly from the normal concentration.

GEOCHEMICAL SURVEYS The application of methods and techniques of geochemistry, such as soil and rock sampling, in the search for minerals.

GEOPHYSICAL SURVEY The exploration of an area in which physical properties (eg. resistivity, conductivity, magnetic properties) unique to the rocks in the area are quantitatively measured by one or more geophysical methods.

GIS Geographic information system.

GNEISS Metamorphic rock in which the foliation is marked by alterations of layers of light-coloured and dark-coloured minerals and which results from the recrystallisation of pre-existing igneous or sedimentary rock under conditions of h

GOETHITE Iron oxide mineral.

GOSSAN Rust coloured oxidised or weathered capping or staining of a mineral deposit generally formed by the decomposition of metallic sulphides.

GRADE Quantity of gold or other metal per unit weight of host rock or sample.

GRANITE / GRANITOID Coarse grained igneous crystalline rock with a high silica content.

GREENSCHISTS Metamorphic mineral assemblage typical of low-grade regional metamorphism.

GREENSTONE Field term for any fine grained mafic igneous rock.

GREYWACKE Sedimentary rock composed of fragments which are poorly sorted with respect to size and shape.

GRID Systematic array of points or lines at or along which field observations are made.

GROUND GEOCHEMICAL SURVEYS

Exploration procedures in which geochemical techniques are applied at the ground's surface.

GSWA Geological Survey of Western Australia

H

Ha Hectare.

HANGINGWALL The wall or rock on the top side of an inclined vein or fault.

HARD PAN Relatively hard horizontal layer of rock or soil occurring at or near the surface.

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HEAD GRADE Grade of mined ore supplied to a treatment plant. Usually lower than reserve grade because of dilution.

HEMATITE (HAEMATITE) Iron-oxide mineral.

HOST ROCK Rock containing mineralisation.

HYDROTHERMAL ALTERATION The alteration of rocks caused by circulating fluids.

HYDROTHERMAL GOLD Gold deposited from hot fluids.

I

IGNEOUS Rocks formed by solidification from the molten state.

ILMENITE An iron-black, opaque mineral, the principal ore of titanium and the principal component of heavy mineral sands deposits.

IN-SITU Term used to describe rocks and minerals found in their original position of formation.

INDICATED RESOURCE A resource sampled by drill holes, underground openings, or other sampling procedures at locations too widely spaced to ensure continuity but close enough to give a reasonable indication of continuity on geological evidence.

INFERRED RESOURCE An estimate of the extent of mineralisation, inferred from the broad geological character such as drill holes, underground openings, or other sampling procedures and before testing and sampling information is sufficient to allow continuity to be predicted with confidence.

INTERMEDIATES Igneous rocks between acid and basic in composition.

INTERSECTION Portion of a drill hole which passes through mineralisation or a feature of exploration interest.

INTRUSIVE A rock that has intruded previously existing rocks.

IPO Initial public offering.

IRONSTONES A generally structureless hard iron-rich rock.

ISOCLINALLY FOLDED Folded tightly such that limbs become parallel.

J

JOINT Fracture in rock along which no appreciable movement has occurred.

JORC code The Australian code for reporting of mineral resources and ore reserves.

K

km Kilometre.

km² Square kilometres.

KOMATIITE A high magnesium ultramafic rock of Archaean age with characteristic texture.

L

LAG Accumulation of hard rock fragments on the surface after the removal of finer material by wind or water; a loose aggregate.

LAMINATED Discrete layers of rock.

LANDSAT Satellite which provides multi-spectral imagery of the earth's surface.

LATERISATION Chemical process of surface rocks being enriched in iron.

LATERITE Iron rich residual surface rock capping.

LAVA Rock formed from molten material ejected by a volcano.

LEVEL Horizon at which an orebody is opened up and from which mining proceeds.

LIMB One of the parts on either side of the axis of a fold.

LIMONITE A hydrated oxide of iron.

LINEAMENT Long major topographic feature commonly resulting from a fault.

LITHOLOGICAL / LITHOLOGY Pertaining to the type of rock.

LODE Tabular or veinlike deposit of valuable mineral between well defined walls.

M

m Metre(s).

Ma Million years.

MAFIC Referring to igneous rocks composed dominantly of iron and magnesium minerals.

MAGNETITE A mineral; oxide of iron that is magnetic.

MALACHITE A hydrated copper carbonate mineral.

MASSIVE Containing no (or very few) planar structures.

MEASURED RESOURCE A resource intersected and tested by drill holes, underground openings, or other sampling procedures at locations which are spaced closely enough to confirm continuity and where geoscientific data are reliably known.

META Signifying that the rock name which follows has been altered in form, structure or composition by the metamorphic processes of heat and/or pressure.

METAMORPHISM Alteration and recrystallisation of rocks because of heating or application of pressure or both.

MICA Group of platy rock forming silicate minerals.

MINEABLE RESERVES Reserves of ore which are sufficiently extensive, continuous and accessible to allow them to be mined at a profit.

MINERALISATION The introduction of valuable elements into a rock.

ML(A) Mining lease (application).

MONZONITE A granular plutonic rock containing equal amounts of orthoclase and plagioclase and intermediate between syenite and diorite.

Moz Million ounces.

Mt Million tonnes.

MULLOCK Waste from mining operations.

O

OPEN CUT, OPEN PIT Mine excavation produced by quarrying or other surface earthmoving equipment.

ORE Mineral bearing rock that can be (or has been) mined and treated.

ORE SHOOT That part of a vein containing values of economic grade, usually more or less vertical zones of rich vein matter extending from wall to wall with a definite width laterally.

OROGENY Process by which structures within foldbelt mountainous areas are formed.

OUTCROP An exposure of bedrock at the surface projecting through the overlying soil cover.

OVERBURDEN Unmineralised material overlying an orebody.

OXIDISED Near-surface decomposition by exposure to the atmosphere and groundwater.

Oz Ounce(s).

P

pa per annum.

PALAEOCHANNELS Ancient river channels.

PEGMATITE Coarse grained intrusive igneous rock, similar to granite in composition and generally occurring as dykes or veins.

PELITE Fine grained sedimentary rock.

PERCUSSION DRILLING Method of drilling which utilises a hammering action under rotation to penetrate rock while the cuttings are forced to the surface by compressed air returning outside the drill rods.

PETROGRAPHY The description and systematic classification of rocks by means of microscopic examination of thin-sections.

PETROLOGY The branch of geology dealing with the origin, occurrence, structure and history of rocks.

PGE Platinum group elements.

PGM Platinum group metals.

PHOTOGEOLOGY Geological mapping from aerial photographs.

PHYLLITE Mudstone with a planar fabric due to differential pressure on the rock during folding and low-grade metamorphism.

PILLOWED A structure observed in certain extrusive igneous rocks characterised by discontinuous pillow-shaped masses.

PISOLITIC Consisting of rounded grains of more than 2 cm diameter and formed by accretion.

PITTING Prospecting by digging a number of pits, or shallow holes, to expose the rock below the surface.

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PL(A) Prospecting licence (application).

PLATINUM GROUP METALS (PGMS) Group of rare metals, including platinum, palladium, rhodium, ruthenium, osmium and iridium.

PLUNGE The inclination from horizontal of a geological structure or mineralised zone, measured in the direction of strike of the structure or zone.

PLUTONIC A general term applied to major intrusions and the rocks of which they are composed.

PORPHYRY A term first given to an altered variety of porphyrite because of its purple colour, now extended to all rocks containing phenocrysts in a fine grained or aphanitic groundmass.

PORTAL Surface entrance to a tunnel.

ppb Parts per billion.

ppm Parts per million.

PROSPECT Any mine workings not yet valued; to examine ground for minerals; an area to be examined geophysically for minerals, and an area confirmed by geophysical and geological studies to the degree that it can now be tested.

PROTEROZOIC Youngest rocks of the Precambrian era.

PYRITE An iron sulphide mineral. Iron pyrites are sometimes called fool's gold.

PYROCLASTIC A general term applied to detrital volcanic materials ejected from a volcano.

PYROXENE Family of silicate minerals that usually contain iron and magnesium and commonly calcium.

PYRRHOTITE Magnetic iron sulphide mineral.

Q

QUARTZ Very common mineral composed of silica.

QUARTZITE Sedimentary rock composed mainly of quartz.

QUATERNARY Period of time covering the past two to three million years.

R

RAB Rotary air blast drilling. Drilling where the

cuttings are returned outside the drill stem and thus are liable to contamination from the wall rocks.

RC Reverse circulation drilling. Drilling where the cuttings are returned inside the drill stem.

RECOVERED GRADE (YIELD) The actual grade recovered from an ore, determined after processing.

RECOVERY (AS IN DRILLING) Proportion of core or cuttings actually recovered from a drill hole, compared to the maximum theoretical quantity.

REEF A gold-bearing quartz vein.

REGOLITH Weathered portion of the land surface down to bedrock.

REIDEL SHEAR Slip surface which develops during the early stage of shearing.

REMOTE SENSING The science of measuring the physical properties of the earth from a distance. In exploration, it usually refers to the use of satellite imaging and aerial photography to evaluate geology.

RESERVE GRADE Estimated grade of an orebody based on the reserve calculation.

RESERVES The mineable part of a resource, inclusive of dilution, of which at the time of reporting extraction could reasonably be justified. Proven ore reserves are those in which the ore has been blocked out in three dimensions by excavation.

RESIDUAL Characteristic of, pertaining to, or consisting of, residuum. Remaining essentially in place after all but the least soluble constituents have been removed; said of the material eventually resulting from the decomposition of rock.

RESOURCE Mineralisation to which conceptual tonnage and grade figures are assigned, but for which exploration data are inadequate to calculate geological reserves and/or to which mining parameters have not been applied.

REVERSE FAULT A fault that dips towards the block that has been relatively raised.

RHYOLITE Acid volcanic rock, the fine grained equivalent of granite.

ROCK-CHIP SAMPLING Obtaining a sample, generally for assay, by breaking chips off a rock face.

S

SANDSTONES Rocks composed principally of quartz sand grains.

SCHEELITE Tungsten mineral.

SCHIST Type of fine grained metamorphic rock with laminated fabric similar to slate.

SCREE Loose rock fragments lying on slopes.

SEDIMENT Rocks formed of particles deposited from suspension in water, wind or ice.

SEISMIC Method of geophysical prospecting involving the interaction of sound waves and buried rocks.

SEQUENCE Pile of sedimentary rocks.

SERICITE Fine grained variety of mica generally formed by metamorphic processes.

SERPENTINITE Rock composed of hydrated magnesium silicates derived from the alteration of pre-existing ultramafic materials.

SHAFT A nearly vertical passage from the surface by which a mine is entered and through which ore is transported.

SHALE Sedimentary rock formed by the consolidation of mud or silt.

SHEAR Zone in which rocks have been deformed by lateral movement along innumerable parallel planes.

SHEETED VEIN Groups of closely spaced distinct parallel fractures filled with mineral matter and separated by layers of barren rock.

SHOOT A higher grade lens or pipe of ore.

SILICIFIED Referring to rocks in which a significant proportion of the original constituent minerals have been replaced by silica.

SILL Wall-like intrusion of igneous rock that is concordant with the structure of older adjacent rocks.

SINISTRAL STRIKE Description of a left lateral fault.

SLATE Metamorphosed shale which breaks easily into sheets.

SOIL SAMPLING Collection of soil samples at a series of different locations in order to study the distribution of soil geochemical values.

SOURCE ROCKS The geological formation in which oil, gas and/or other minerals originate.

SPHALERITE Zinc sulphate mineral.

SPLAY Divergent small faults at the extremities of large normal faults.

STOCKWORKS Interlocking system of tabular veins or lodes.

STOPE Mine excavation from which ore is being or has been extracted.

STRATABOUND Confined within a particular strata.

STRATIGRAPHY Study of stratified rocks, especially their age, correlation and character.

STREAM-SEDIMENT SURVEY Systematic sampling of sediments within drainage channels.

STRIKE The direction of bearing of a bed or layer of rock in the horizontal plane.

STRINGER Narrow vein or irregular filament of mineral traversing a rock mass.

STRIPPING RATIO Tonnage/volume of waste material which must be removed to allow the mining of one tonne/cubic metre of ore in an open cut.

STRUCTURE The sum total of the structural features of an area.

SULPHIDES Minerals comprising a chemical combination of sulphur and metals.

SUPERGENE Mineral deposit or enrichment formed near the surface, commonly by descending solutions.

SYNCLINE A fold in strata, in the form of an inverted arch.

T

t Tonne.

TAILINGS Material rejected from a treatment plant after the recoverable valuable minerals have been extracted.

TALC Soft foliated mineral with a high magnesium content. A common mineral in some types of ultrabasic and ultramafic rocks.

INDEPENDENT GEOLOGIST'S REPORT

TECTONIC / TECTONISM Major structural process forming faults and folds in earth's crust.

TENEMENT Area of land defined by a government authority over which an applicant may conduct exploration or mining activity.

TERTIARY Period in geological history from about 65 to 2 million years ago.

THOLEIITE A variety of basalt poor in alkalis and characterised by the presence of orthopyroxene in addition to calcic plagioclase and clinopyroxene. Tholeiitic basalt is the commonest lava on the ocean floor and in continental flood basalt.

THRUST Overriding movement of one crustal unit over another.

TITANIUM Dark grey metallic element.

tpa Tonnes per annum.

TREMOLITE Pale coloured amphibole mineral.

TRUE WIDTH Width of thickness of a lode or other formation measured at right angles to its sides. When the angle of incidence of a drill hole to a lode cannot be ascertained, the width of the intersection is of (apparent width).

TUFF Compacted pyroclastic rock of cemented volcanic ash.

TUFFACEOUS SANDSTONE Indurated sedimentary rock composed of sand grains derived from explosive volcanic activity.

U

ULTRABASIC Igneous rock containing little or no feldspar and characterised by one or more of the common mafic minerals such as olivine, pyroxens, amphiboles and containing less than 45% silica.

ULTRAMAFIC Referring to an igneous rock composed essentially of dark coloured iron and magnesium minerals.

UNCONFORMITY A surface within a sedimentary sequence representing a break in the continuity of deposition.

V

VANADIUM A grey or white, malleable, ductile, polyvalent metallic element.

VEIN A narrow dyke-like intrusion of mineral traversing a rock mass of different material.

VMS Volcanic hosted massive sulphide. Mineralisation associated with hydrothermal systems developed in volcanic and volcano-sedimentary rocks in a submarine setting.

VOLCANIC Class of igneous rocks that have flowed out or have been ejected at or near the Earth's surface, as from a volcano.

VOLCANICLASTIC Descriptive of a clastic sediment containing material of volcanic origin.

VOLCANO-EXHALATIVE Chemical sediment formed by issuance of volcanically derived fluids into the sea floor environment.

VOLCANOGENIC Of volcanic origin.

W

WALL ROCK Rock mass adjacent to a fault, fault zone or lode.

WET GRAVITY CONCENTRATION PLANT Plant for the concentration of minerals using the difference in specific gravity of ore particles in a water medium.

WET MAGNETIC SEPARATOR Magnetic apparatus designed to separate wet particles of magnetic minerals.

WINDER Mechanism for raising and lowering skips and man cages in a shaft by cable.

21 September 2004

The Board of Directors
Golden West Resources Limited
Suite 4, 159 Main Street
Osborne Park WA 6017

**pullinger
readhead
lucas** | **COMMERCIAL
LAWYERS**

Level Two Fortescue House
50 Kings Park Road
West Perth WA 6005
Australia
PO Box 6872
West Perth WA 6872

Dear Sirs,

SOLICITOR'S REPORT

1 INTRODUCTION

This Report is prepared for inclusion in a Prospectus to be issued by Golden West Resources Limited ("Company") for the issue of up to 14 million fully paid ordinary shares at \$0.20 each in the Company ("Shares"), with the right to accept oversubscriptions of up to a further 5 million Shares, to be dated on or about 21 September 2004 ("Prospectus").

This Report relates to the Western Australian mining tenements and tenement applications ("Tenements") either held by the Company or which the Company has an interest in. 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 which, except to the extent set out, affect the Tenements ("Material Contracts"). An overview of the Material Contracts is contained in **Schedule B** which is **attached** to and also forms part of this Report.

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 6 September 2004.

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 are registered over the area of the Tenements. These searches were conducted on 6 September 2004.

We also obtained extracts from the Register of Native Title Claims maintained by the National Native Title Tribunal ("NNTT") in respect of native title claims identified in the "Quick Appraisal" reports. This material was obtained on 10 September 2004.

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.

08 SOLICITOR'S REPORT

4 ASSUMPTIONS AND QUALIFICATIONS

In this Report:

- (a) we have assumed the accuracy and completeness of the "Mining Tenement Register Searches" and other information obtained from DOIR and NNTT;
- (b) the continued holding of the Tenements is subject to compliance with the terms and conditions of the relevant legislation and any applicable agreements;
- (c) we have assumed the accuracy and completeness of any instructions or information given by the Company or any of its officers, agents or representatives;
- (d) with respect to any application for the grant of a Tenement, we express no opinion as to whether such an application will be granted;
- (e) 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;
- (f) where complaints and/or objections have been lodged against the Tenements we make no comment on the likelihood of success of such complaints and/or objections;
- (g) 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
- (h) 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

Tenements held in the Company's name comprise of 1 exploration licence application under the Mining Act 1978 (WA) ("**Mining Act**").

The Company has an interest in a further 2 exploration licences, 11 prospecting licences and 1 exploration licence application under the Mining Act which are not in the Company's name. In respect of tenements of which the Company is not the registered holder, the Company's interests are contractual rights to acquire an interest which depends upon the parties to the contracts fulfilling the terms of the contracts and any conditions precedent. The terms of the relevant Material Contracts are summarised in **Schedule B** to this Report.

The Company has also entered into an option agreement to acquire 3 exploration licences subject to complaints lodged with respect to those tenements being dismissed and expenditure exemption applications being granted. The terms of this agreement is summarised in Schedule B.

6 MINING ACT

The Tenements comprise prospecting and exploration licences granted or being applied for under the Mining Act.

6.1 PROSPECTING LICENCE

A prospecting licence remains in force for four years from the date of grant. 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 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 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").

At the end of the third year of the licence, half of the exploration licence must be relinquished or converted to a mining lease. At the end of the fourth year half of the remaining licence must again be relinquished or converted to a mining lease.

6.3 MINING LEASE

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.

A mining lease remains in force for a period of 21 years and may be renewed for successive periods of 21 years. In the case of mining leases the period of 21 years commences from the date of notification by the Minister. A mining lease cannot be assigned or sublet without the prior written consent of the Minister.

6.4 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, often such conditions 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 a number of laws.

These laws consist of 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 laws are summarised below.

7.1 NATIVE TITLE LEGISLATION – WESTERN AUSTRALIA

On 3 June 1992, the High Court of Australia held in *Mabo v. Queensland (no. 2)* that the common law of Australia recognises a form of native title. Generally, native title right 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.

08 SOLICITOR'S REPORT

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 Commonwealth Native Title Act 1993 ("**NTA**"). The NTA was extensively amended in 1998 by the Native Title Amendment Act 1998. These amendments include 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. Other significant amendments include a revised threshold test for the acceptance of native title claims, confirmation of extinguishment of native title by the grant of "exclusive possession" leasehold interests, provisions intended to deal with overlapping claims and provides for a negotiation process between government, native title and non-native title parties in relation to certain future uses of native title lands.

7.2 NATIVE TITLE CLAIM PROCESS – WESTERN AUSTRALIA

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 for the registration test.

If the Native Title Registrar is satisfied that the lodged claim meets the registration requirements set out in the NTA ("**Registration Test**"), it will be entered on the Register of Native Title Claims maintained by the National Native Title Tribunal ("**Register**"). Claimants of registered claims are afforded certain procedural rights under the NTA including the "right to negotiate".

Claims which fail to meet the Registration Test 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.

Under the NTA procedure, negotiations are initiated to obtain the agreement of relevant native title parties to the carrying out of the proposed future act on the native title land. The right to negotiate procedures consists of a statutory 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 right to negotiate process involves notifying relevant Aboriginal groups of the application for a mining interest, waiting the required time period for objections from any registered native title claimants and, if there are objections from native title claimants, negotiating on the grant of the mining interest.

If negotiations fail to resolve any dispute as to the grant of a mining interest the NNTT (as the arbitral body) will 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.

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

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.

7.3 NATIVE TITLE STATUS

Some of the Tenements relate to land which is currently the subject of one or more native title claims. These claims are identified in **Schedule A**. It is possible that additional claims may be made in the future.

Where native title is found to exist, the nature of the native title may be such that consent to the grant of a mining tenement may be required by the native title holders.

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 claim(s) 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.

In addition, when an application is made for an exploration licence, the public must be notified of the application and an objection to the application may be lodged under the NTA. If a native title claim(s) is lodged and registered and an objection under the NTA to the grant of the exploration licences is lodged within the statutory timeframe, the NTA procedures will apply to the grant of the exploration licences. If an objection is lodged, the Company may negotiate an agreement with the native title claimants to resolve the objection.

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

7.4 PROTECTION OF ABORIGINAL SITES

WESTERN AUSTRALIA

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 persons. 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 identified on any of the Tenements, the Company needs to ensure that any interference with such sites is in strict conformity with the provisions of the Heritage Act.

COMMONWEALTH

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.

08 SOLICITOR'S REPORT

8 MATERIAL CONTRACTS SUMMARY

We have examined the Material Contracts contained in **Schedule B** to this Report.

We have assumed that:

- (a) the Material Contracts appear to 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 lodgment 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
PULLINGER READHEAD LUCAS

1. TENEMENTS

1.1 EXPLORATION AND PROSPECTING LICENCES (GRANTED)

Tenement Number	Registered Holder	Grant Date	Expiry Date	Term (years)	Area	Rent Status	Expenditure Status	Encumbrances	Native Title	Notes
WILUNA WEST PROJECT										
E53/1089	Jindalee	04/03/04	03/03/09	5	11 Blocks	Current Year: Paid in full Due for 2006: \$1,089.00	Previous Year: N/A Current Year: \$20,000	No	Sir Samuel Number 2 Sir Samuel	1, 2, 3, 4, 5, 6, 24, A
P53/1024	Lee	20/09/00	19/09/04	4	200.00 Ha	Current Year: Paid in full Due for 2005: \$374.00	Previous Year: Expended in full Current Year: \$8,000	Caveat 147H/045	Sir Samuel Number 2	1, 2, 7, 8, 9, 10, 11, 12, 23, 25, B, H, I
P53/1025	Lee	20/09/00	19/09/04	4	200.00 Ha	Current Year: Paid in full Due for 2005: \$374.00	Previous Year: Expended in full Current Year: \$8,000	Caveat 148H/045	Sir Samuel Number 2	1, 2, 7, 8, 9, 10, 11, 12, 23, 25, B, H, I
P53/1026	Lee	20/09/00	19/09/04	4	200.00 Ha	Current Year: Paid in full Due for 2005: \$374.00	Previous Year: Expended in full Current Year: \$8,000	Caveat 149H/045	Sir Samuel Number 2	1, 2, 7, 8, 9, 10, 11, 12, 23, 25, B, H, I
P53/1027	Lee	20/09/00	19/09/04	4	200.00 Ha	Current Year: Paid in full Due for 2005: \$374.00	Previous Year: Expended in full Current Year: \$8,000	Caveat 150H/045	Sir Samuel Number 2	1, 2, 7, 8, 9, 10, 11, 12, 23, 25, B, H, I
P53/1028	Lee	20/09/00	19/09/04	4	200.00 Ha	Current Year: Paid in full Due for 2005: \$374.00	Previous Year: Expended in full Current Year: \$8,000	Caveat 151H/045	Sir Samuel Number 2	1, 2, 7, 8, 9, 10, 11, 12, 23, 25, B, H, I
P53/1029	Lee	20/09/00	19/09/04	4	200.00 Ha	Current Year: Paid in full Due for 2005: \$374.00	Previous Year: Expended in full Current Year: \$8,000	Caveat 152H/045	Sir Samuel Number 2	1, 2, 7, 8, 9, 10, 11, 12, 23, 25, B, H, I
P53/1030	Lee	20/09/00	19/09/04	4	198.00 Ha	Current Year: Paid in full Due for 2005: \$370.26	Previous Year: Expended in full Current Year: \$7,920	Caveat 153H/045	Sir Samuel Number 2	1, 2, 7, 8, 9, 10, 11, 12, 23, 25, B, H, I
P53/1031	Lee	20/09/00	19/09/04	4	200.00 Ha	Current Year: Paid in full Due for 2005: \$374.00	Previous Year: Expended in full Current Year: \$8,000	Caveat 154H/045	Sir Samuel Number 2	1, 2, 7, 8, 9, 10, 11, 12, 23, 25, B, H, I
P53/1032	Lee	20/09/00	19/09/04	4	197.00 Ha	Current Year: Paid in full Due for 2005: \$368.39	Previous Year: Expended in full Current Year: \$7,880	Caveat 155H/045	Sir Samuel Number 2	1, 2, 7, 8, 9, 10, 11, 12, 23, 25, B, H, I

08

SOLICITOR'S REPORT

Tenement Number	Registered Holder	Grant Date	Expiry Date	Term (years)	Area	Rent Status	Expenditure Status	Encumbrances	Native Title	Notes
WILUNA WEST PROJECT (Continued)										
P53/1033	Lee	20/09/00	19/09/04	4	200.00 Ha	Current Year: Paid in full Due for 2005: \$374.00	Previous Year: Expended in full Current Year: \$8,000	Caveat 156H/045	Sir Samuel Number 2	1, 2, 7, 8, 9, 10, 11, 12, 13, 23, 25, B, H, I
DOHERTY'S PROJECT										
P57/972	Brouwer	09/01/04	08/01/08	4	175.00 Ha	Current Year: Paid in full Due for 2006: \$327.25	Previous Year: N/A Current Year: \$7,000	Caveat 143H/045	Sir Samuel Number 2 Koara People	1, 2, 14, 15, 23, B, D
BULLABULLING SOUTH PROJECT										
E15/762	LGM	21/10/03	20/10/08	5	32 Blocks	Current Year: Paid in full Due for 2005: \$3,168.00	Previous Year: N/A Current Year: \$28,800	Yes	Central West Goldfields People Madawongga People Gubrun	1, 2, 16, 17, 18, 19, B, E, F, G

1.2 EXPLORATION LICENCES (APPLICATIONS)

Tenement Number	Registered Holder	Application Date	Expiry Date	Area	Rent Status	Expenditure Status	Encumbrances	Native Title	Notes
WILUNA WEST PROJECT									
E53/1114	Lingchip	12/01/04	N/A	21 Blocks	N/A	N/A	No	Sir Samuel Number 2 Sir Samuel	6, 20, 21, B, C
E53/1116	Golden West	20/02/04	N/A	33 Blocks	N/A	N/A	No	Sir Samuel Number 2 Sir Samuel	6, 22, B

KEY TO TENEMENT OVERVIEW SCHEDULE

Jindalee	- Jindalee Resources Limited
Lee	- George Francis Lee
Brouwer	- Rolf Brouwer
LGM	- Linden Gold Mining Pty Ltd
Lingchip	- Lingchip Pty Ltd
Golden West	- Golden West Resources Limited

References to numbers in the "Notes" column refers to the notes set out below. References to letters in the "Notes" column refers to the agreements summarised in **Schedule B** of this Report.

NOTES

1. The licensee notifying the holder of any underlying pastoral or grazing lease by telephone or in person, or by registered post if contact cannot be made, prior to undertaking any airborne geophysical surveys or any ground disturbing activities utilising equipment such as scrapers, graders, bulldozers, backhoes, drillings, water carting equipment or other mechanised equipment.
2. The licensee or transferee, as the case may be, shall within thirty (30) days of receiving written notification of:
 - the grant of the licence; or
 - registration of a transfer introducing a new licensee,advise, by registered post, the holder of any underlying pastoral or grazing lease details of the grant or transfer.
3. The land subject to this tenement does not include Mining Leases 53/971 and 53/972, Prospecting Licences 53/1025 to 53/1033, Exploration Licence 53/1056 and Meekatharra 2376.
4. The prior written consent of the Minister for State Development being obtained before commencing mining on Water Reserve 12827.
5. No interference with Geodetic Survey Stations GGY49 and GGY50 and mining within 15 metres thereof being confined to below a depth of 15 metres from the natural surface.
6. The land subject to this tenement is affected by the following native title claims:
 - WC95/82 – Sir Samuel Number 2 (not registered on the RNTC as at the date of this Report); and
 - WC95/58 – Sir Samuel (not registered on the RNTC as at the date of this Report).
7. Complaint ME1/012 lodged and recorded on 27/07/01 by George Francis Lee. Complaint ME1/012 upheld on 30/05/03 and relief granted pursuant to the Meekatharra Warden's Court Consent Orders dated 30/05/03 (refer to summary of option agreement dated 12 November 2002 between Lingchip Pty Ltd, George Francis Lee and David Jones Roberts contained in "H" in Schedule B).
8. Caveats 82H/012 to 91H/012 (inclusive) lodged and recorded on 27/07/01 in respect of P53/1024 to P53/1033 (inclusive) by George Francis Lee in respect to 32/96ths shares in the name of Normandy Yandal Operations Ltd. All Caveats lapsed on 24/07/02.
9. Caveats 92H/012 to 101H/012 (inclusive) lodged and recorded on 27/07/01 in respect of P53/1024 to P53/1033 (inclusive) by Daxon Pty Ltd in respect to 32/96ths shares in the name of Normandy Yandal Operations Ltd. All Caveats lapsed on 24/07/02.

08 SOLICITOR'S REPORT

10. Complaints ME61/012 to ME70/012 (inclusive) lodged and recorded on 18/03/02 in respect of P53/1024 to P53/1033 (inclusive) by James Norman Ford. All Complaints dismissed on 21/02/03.
11. Exemptions from Expenditure ME154/023 to ME163/023 (inclusive) granted in respect of P53/1024 to P53/1033 (inclusive) on 21/03/03 for 2002 year.
12. The land subject to this tenement is affected by native title claim WC95/82 – Sir Samuel Number 2 (not registered on the RNTC as at the date of this Report).
13. The prior written consent of the Minister for Mines being obtained before commencing mining on Reserve 4344.
14. No interference with Geodetic Survey Station Tom Terrific and mining within 15 metres thereof being confined to below a depth of 15 metres from the natural surface.
15. The land subject to this tenement is affected by the following native title claims:
 - WC95/82 – Sir Samuel Number 2 (not registered on the RNTC as at the date of this Report); and
 - WC95/1 – Koara People (the extract from the RNTC notes that WC95/1 is a pre-combination application. That means the claim has been combined with a number of other native title claims and the newly combined claim may hold the right to negotiate in relation to future activities over the area.)
16. The land subject to this tenement does not include Mining Leases 15/530 and 15/871, Prospecting Licences 15/4252, 15/4306 and 15/4344, Applications for Exploration Licences 15/657 and 15/679 and Applications for Prospecting Licences 15/4377, 15/4493 and 15/4494.
17. The rights of ingress to and egress from Miscellaneous Licences 15/157, 15/158, 15/206 and 15/219 being at all times preserved to the licensee and no interference with the purpose or installations connected to the licence.
18. Objection CO17/012 lodged and registered on 06/05/02 by Resolute Ltd. Objection CO17/012 withdrawn on 28/10/02.
19. The land subject to this tenement is affected by the following native title claims:
 - WC95/27 – Gubrun (not registered on the RNTC as at the date of this Report);
 - WC99/29 – Central West Goldfields People (registered on the RNTC on 26/02/99); and
 - WC99/9 – Maduwongga People (registered on the RNTC on the 28/01/99).
20. The closing date for native title objections to the grant of this exploration licence was 24 July 2004. No objections were lodged prior to this closing date.
21. The land subject to this tenement does not include Prospecting Licences 53/1024 and 53/1025.
22. As at the date of this Report, this tenement has not yet been advertised pursuant to section 29 of the NTA.
23. Caveats 143H/045 and 147H/045 to 156H/045 (inclusive) lodged on 09/09/04 by the Company to protect its interests pursuant to the Material Contracts.
24. An application to obtain Ministerial consent to the dealing with an interest in exploration license 53/1089 was lodged on 16/09/04 (refer to summary of farm-in and joint venture agreement dated 1 April 2004 between the Company and Jindalee Resources Limited and varied by the parties in September 2004 contained in 'A' in Schedule B).
25. Applications for mining lease 53/1016 to 53/1018 (inclusive) were lodged on 09/09/04 by George Francis Lee in respect to prospecting licenses 53/1024 to 53/1033 (inclusive). Pursuant to Section 49 (2) of the Mining Act, the term of these Prospecting Licences will continue until the applications for mining lease have been determined.

Schedule B

OVERVIEW OF MATERIAL CONTRACTS

A FARM-IN AND JOINT VENTURE AGREEMENT BETWEEN THE COMPANY AND JINDALEE RESOURCES LIMITED

The Company and Jindalee Resources Limited ("**Jindalee**") entered into a farm-in and joint venture letter agreement on 1 April 2004, as varied by the parties in September 2004, in respect of Exploration Licence 53/1089.

From the date of the agreement, the Company has the right to earn a 60% joint venture interest in the tenement through:

- (a) a cash payment of \$50,000 to Jindalee (comprising a non-refundable fee of \$10,000 paid by the Company on execution and a further amount of \$40,000 to be paid by the Company within 7 days of listing on ASX);
- (b) expending \$400,000 on exploration activities on the tenement within 4 years, with a minimum of \$50,000 being expended on exploration activities within the first year; and
- (c) incurring sufficient expenditure and complying with the conditions of the tenement such that the tenement is maintained in good standing on a pro-rata basis.

Upon the Company earning its 60% interest in the tenement and electing to continue, Jindalee may elect to contribute to further exploration on a pro-rata basis or dilute its joint venture interest using standard dilution calculations. Where Jindalee holds a greater than 20% joint venture interest, it may revert to a 20% free carried interest to completion of a bankable feasibility study. In addition, Jindalee has the first right of refusal (cash bids only).

The Company may withdraw from this agreement, retaining no interest in the tenement, provided it has expended \$50,000 within the first year.

The existing arrangements constitute a binding agreement between the parties until replaced by a formal joint venture agreement. This formal agreement will contain standard provisions regarding dilution, default, assignment, data and pre-emptive rights.

Other than payment of the non-refundable fee of \$10,000, this agreement is subject to the Company listing on ASX by 15 November 2004.

B UMBRELLA DEED BETWEEN THE COMPANY AND LINGCHIP PTY LTD

This deed was entered into between the Company and Lingchip Pty Ltd ("**Lingchip**") on 23 April 2004 and varied by the parties on 1 June 2004 and September 2004. Pursuant to the deed, Lingchip has assigned, granted or procured the assignment or grant of the following options to the Company to acquire the following tenements:

- (a) an exclusive option to acquire Exploration Licence Application 53/1114, granted by Lingchip as the registered holder of this tenement (refer to summary of option agreement set out below at "C");
- (b) an exclusive option to acquire Prospecting Licence 57/972, granted by Rolf Brouwer as the registered holder of the tenement (as trustee for Dominic Casella) and Dominic Casella (refer to summary of option agreement set out below at "D");
- (c) an exclusive option to acquire Exploration Licence 15/762, granted by Linden Gold Mining Pty Ltd as the registered holder of the tenement (refer to summary of relevant agreements set out below at "E", "F" and "G"); and

08 SOLICITOR'S REPORT

(d) an exclusive option to acquire Prospecting Licences 53/1024 to 53/1033 (inclusive), granted by George Francis Lee as the registered holder of these tenements (as trustee for himself and David Jones Roberts) (refer to summary of relevant agreements set out below at "H" and "I"),

(together, the "Options"), and Lingchip has enabled the Company to apply for Exploration Licence Application 53/1116 ("GWR Tenement"), in consideration of which, the Company:

- (a) has paid Lingchip \$10,000 in cash;
- (b) must issue 1.8 million fully paid ordinary shares in the capital of the Company ("Shares") to Lingchip within 7 days of all of the Options being exercised by the Company; and
- (c) must reimburse Lingchip's costs incurred on the above tenements the subject of the deed (other than the GWR Tenement) by paying to Lingchip \$190,000 in cash within 7 days of official quotation of the Shares on ASX ("Reimbursement"). However, if ASX forms the view that any portion of the Reimbursement does not fall within ASX Listing Rule 1.10, Condition 10, then in respect of that portion of the Reimbursement, Lingchip shall accept and the Company shall issue such number of Shares at an issue price of \$0.20 per Share to Lingchip in full and final satisfaction of that portion of the Reimbursement. The remaining amount of the Reimbursement (if any) will be paid in cash.

In addition, the Company must issue:

- (a) 5 million Shares to Lingchip upon an Indicated Resource (in accordance with JORC minimum standards) being outlined of 100,000 ounces of gold either on the tenements (including the tenements located at Central Musgrave and referred to in the agreement set out below at "J") or on a tenement owned by the Company and within a 2 kilometre of the boundary of those tenements (as at the date of the deed) ("Relevant Area"); and
- (b) 5 million Shares to Lingchip upon an Indicated Resource (in accordance with JORC minimum standards) being outlined of 200,000 ounces of gold on the Relevant Area,

if the Company has expended not less than \$4 million on exploration on the Tenements, should the events set out above occur within 54 months from the date of this deed or if the Company has not expended \$4 million or more, then on the occurrence of those events.

The deed is conditional upon the Company exercising all of the Options by 31 October 2004.

Pursuant to the deed, Lingchip has provided a warranty to the Company that the Tenements are in good standing and full force and effect, except as previously notified to the Company in writing.

C CALL OPTION OVER TENEMENT BETWEEN THE COMPANY AND LINGCHIP PTY LTD

An option agreement was entered into between the Company and Lingchip Pty Ltd ("Lingchip") in September 2004, pursuant to which Lingchip granted an exclusive option to the Company to acquire Exploration Licence Application 53/1114, exercisable by the Company (or its nominee) until 31 October 2004.

Upon exercise of the option, the Company shall purchase and Lingchip shall sell the tenement, free of all encumbrances and third party rights, in consideration for the issue by the Company of Shares to Lingchip pursuant to the Umbrella Deed (refer to summary set out in "B" above), with settlement of the sale and purchase occurring 14 days after notice of exercise of the option is delivered to Lingchip (or as agreed by the parties).

During the term of this agreement, the Company is required to maintain the tenement in good standing. Ministerial consent of the transfer of the Exploration Licence will be required when granted. Lingchip is required to use its best endeavours to obtain all necessary consents and approvals to the execution of this agreement, the granting of the option and the transfer of the tenement to the Company.

If Exploration Licence Application 53/1114 has not been granted at the date of settlement, Lingchip shall hold its interest in that tenement on trust for the Company.

In addition, after settlement, Lingchip agrees to grant the Company (or its nominee) rights of ingress and egress over its tenements that surround or are adjacent to the subject tenement for the purpose of the Company conducting its mining activities, without cost or expense to the Company.

The Company is permitted to lodge a caveat in respect of the tenement the subject of the option agreement.

Pursuant to the option agreement, Lingchip has provided standard warranties to the Company in respect of the tenement. It is a condition of settlement of the sale and purchase of the tenement that each of the warranties is true and correct as at settlement.

Lingchip also provided an indemnity to the Company for loss and damage sustained by the Company by reason of any breach by Lingchip of the warranties.

D CALL OPTION OVER MINING TENEMENT BETWEEN THE COMPANY, ROLF BROUWER AS TRUSTEE FOR DOMINIC CASELLA AND DOMINIC CASELLA

On 19 April 2004, the Company, Rolf Brouwer as trustee for Dominic Casella ("**Brouwer**") and Dominic Casella ("**Casella**") entered into an option agreement, as varied by the parties on 3 June 2004 and in September 2004, pursuant to which Brouwer, as legal owner of the tenement as trustee for Casella and on instruction and with the consent of Casella, granted an exclusive option to the Company to purchase Prospecting Licence 57/972, exercisable by the Company (or its nominee) until that date which is six months after the date on which the Company is admitted to the official list of ASX ("**Admission**"). However, if Admission has not occurred on or before 30 November 2004, the term of the option shall end on that date.

In consideration of the grant of the option, if Admission has occurred within 12 months of the date of this option agreement, the Company must pay to Brouwer (or his nominee) an option fee of \$20,000 in cash, within 14 days after Admission.

Upon exercise of the option, the Company shall purchase and Brouwer (as trustee for Casella) and Casella shall sell the tenement, free of all encumbrances and third party rights, in consideration for the issue by the Company of 350,000 Shares ("**Purchase Price**") to Brouwer (or his nominee) (which Casella agrees shall satisfy the Company's obligation to pay the Purchase Price).

Settlement of the sale and purchase of the tenement is conditional upon Admission occurring within 12 months of the date of the agreement, and shall occur within 14 days of Admission.

During the term of this agreement, Brouwer and Casella are required to maintain the tenement in good standing. In addition, Brouwer and Casella are required to use their best endeavours to obtain all necessary consents and approvals to the execution of the agreement, the granting of the option and the transfer of the tenement to the Company.

The Company is permitted to lodge a caveat in respect of the tenement the subject of the option agreement.

Pursuant to the option agreement, Brouwer and Casella have provided standard warranties to the Company in respect of the tenement. It is a condition of settlement of the sale and purchase of the tenement that each of the warranties is true and correct as at settlement.

In addition, Brouwer and Casella have each provided an indemnity to the Company for loss and damage sustained by the Company by reason of any breach by that party of the warranties.

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E CALL OPTION OVER TENEMENTS BETWEEN THE COMPANY AND LINDEN GOLD MINING PTY LTD

An option agreement was entered into between the Company and Linden Gold Mining Pty Ltd ("LGM") on 23 April 2004, as varied by the parties on 1 June 2004 and in September 2004, pursuant to which LGM granted an exclusive option to the Company to purchase Exploration Licence 15/762, exercisable by the Company (or its nominee) until 31 October 2004, in consideration of the payment by the Company to LGM of an option fee of \$1.

LGM's interest in the tenement is subject to the terms of the farm-in agreement between LGM and Ramelius Resources Limited ("Ramelius") dated 18 March 2002 ("Farm-in Agreement"), including the waiver by Ramelius of its pre-emptive rights. Pursuant to the Farm-in Agreement, Ramelius is earning a 75% interest in the tenement (refer to summary set out in "F" below). By way of letters dated 18 May 2004, 27 June 2004 and in September 2004, Ramelius confirmed that it does not wish to exercise its rights of pre-emption under the Farm-in Agreement in respect of the Company's option with LGM, subject to the option being exercised by 31 October 2004. As such, pursuant to the Farm-in Agreement the Company is required to enter into a deed of covenant binding it to the provisions in the Farm-in Agreement (refer to summary of deed of assignment set out in "G" below).

Upon exercise of the option, the Company shall purchase and LGM shall sell the tenement, free of all encumbrances and third party rights, in consideration for the issue by the Company of 830,000 Shares, which LGM irrevocably directs the Company to issue to Lingchip, such Shares forming part of the Shares to be issued to Lingchip pursuant to the Umbrella Deed (refer to summary set out in "B" above).

Settlement of the sale and purchase of the tenement is conditional upon Admission occurring within 12 months of the date of this agreement, and shall occur within 2 months of Admission (or such other date as agreed).

During the term of this agreement, the Company is required to maintain the tenement in good standing. LGM is required to use its best endeavours to obtain all necessary consents and approvals to the execution of this agreement, the granting of the option and the transfer of the tenement to the Company.

In addition, after settlement, LGM agrees to grant the Company (or its nominee) rights of ingress and egress over its tenements that surround or are adjacent to the subject tenement for the purpose of the Company conducting its mining activities, without cost or expense to the Company.

The Company is permitted to lodge caveats in respect of the tenement the subject of the option agreement.

Pursuant to the option agreement, LGM has provided standard warranties to the Company in respect of the tenement (subject to the Farm-in Agreement (refer to summary set out in "F" below)). It is a condition of settlement of the sale and purchase of the tenement that each of the warranties is true and correct as at settlement.

LGM also provided an indemnity to the Company for loss and damage sustained by the Company by reason of any breach by LGM of the warranties.

F FARM-IN AGREEMENT BETWEEN LINDEN GOLD MINING PTY LTD AND RAMELIUS RESOURCES LIMITED

On 18 March 2002, Linden Gold Mining Pty Ltd ("LGM") and Ramelius Resources Limited ("Ramelius") entered into a farm-in agreement in respect of Exploration Licence 15/762 (Exploration Licence Application 15/762 as at the date of this agreement).

Pursuant to the farm-in agreement, LGM granted to Ramelius the right to earn a 75% interest in the tenement through the expenditure by Ramelius of not less than \$120,000 on expenditure on the tenement during the period of 3 years from 21 October 2003 (being the date of grant of the tenement) ("**Pre Venture Activities**"). As at the date of this Report, Ramelius has not yet earned its interest in the tenement. In addition, Ramelius is required to maintain the tenement in good standing for the term of this agreement.

On Ramelius giving notice of completion of the Pre Venture Activities to LGM, Ramelius shall be deemed to acquire a 75% beneficial legal interest in the tenement and LGM must transfer a corresponding legal interest to Ramelius.

Until a decision to conduct mining (which includes all activities in connection with the extraction of minerals) in the area of the tenement is made (which includes a decision to arrange finance to conduct mining) ("**Decision to Mine**"), LGM's interest in the tenement shall be free carried by Ramelius.

On a Decision to Mine being made, Ramelius and LGM shall be deemed to have established a joint venture, the object of which is to explore and, if feasible, conduct mining on the tenement, with Ramelius and LGM having participating interests of 75% and 25% respectively.

From formation of the joint venture, Ramelius shall be responsible for all expenditure and LGM shall contribute in proportion to its participating interest in relation to that area of the tenement excised for mining, and the parties shall negotiate in good faith the terms of a joint venture agreement (including terms regarding the dilution of participating interests upon declining to contribute to expenditure).

Ramelius is entitled to withdraw from the farm-in agreement provided that \$30,000 has been expended on Pre Venture Activities. Upon such withdrawal, this agreement shall be at an end and Ramelius shall have earned no interest in the tenement.

The transfer by a party of its participating interest under this agreement is subject to various pre-emptive rights of the other party.

Under the agreement, LGM provided standard warranties as to its interest in and status of the tenement.

In addition, LGM consented to the lodgment by Ramelius of any caveat for the purpose of protecting its interest under the farm-in agreement in respect of the tenement.

G DEED OF ASSIGNMENT BETWEEN THE COMPANY, LINDEN GOLD MINING PTY LTD AND RAMELIUS RESOURCES LIMITED

The Company, Linden Gold Mining Pty Ltd ("LGM") and Ramelius Resources Limited ("Ramelius") entered into a deed of assignment undated but lodged with the Office of State Revenue on 18 July 2004, as varied by the parties in September 2004, in respect of the assignment by LGM of the farm-in agreement dated 18 March 2002 between Ramelius and LGM (summarised in "F" above) ("**Farm-in Agreement**"), to the Company.

The deed is conditional upon settlement of the sale and purchase of Exploration Licence 15/762 from LGM to the Company ("**Settlement**") occurring by 31 October 2004.

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From and including the date which is 7 days after Settlement ("**Assignment Date**"), LGM assigns and transfers to the Company the whole of LGM's rights, benefits, liabilities and obligations in the Farm-in Agreement, and Ramelius consents to the assignment and acknowledges the deed is sufficient for the requirements of the Farm-in Agreement.

Pursuant to the deed, from and including the Assignment Date the Company shall be bound by and perform all covenants and conditions contained in the Farm-in Agreement to be observed and performed by the Company, as if expressly named in the Farm-in Agreement.

H OPTION AGREEMENT BETWEEN GEORGE FRANCIS LEE, DAVID JONES ROBERTS AND LINGCHIP PTY LTD

On 12 November 2002 ("**Commencement Date**"), David Jones Roberts ("**Roberts**") and Lingchip Pty Ltd ("**Lingchip**") entered into an option agreement under which Roberts granted to Lingchip an option to purchase Prospecting Licences 53/1024 to 53/1033 (inclusive) in consideration for the payment of a non-refundable sum of \$25,000. The option agreement expressly provides that Lingchip proposes to assign the option to the Company.

The option may be exercised by Lingchip (or its proposed assignee, the Company) at any time during the period of 12 months from the Commencement Date, which period has been extended in accordance with this agreement for a further 12 months by the payment of \$25,000 to Roberts (that is, to 12 November 2004) ("**Term**"), for the following consideration:

- (a) payment of \$200,000 by Lingchip or the Company to Roberts within 7 days of the Company listing on ASX;
- (b) the Company issuing 2 million Shares to Roberts within 14 days of the Company listing on ASX;
- (c) payment of a royalty, which arrangement shall be formalised by a royalty agreement, to Roberts and charged to the relevant tenements as follows:
 - (i) for the first 50,000 ounces of gold produced by mining operations carried out by Lingchip or the Company within the tenements, \$10 per ounce of gold; and
 - (ii) thereafter, \$5 per ounce of gold produced for the life of mining operations.

Pursuant to this agreement, Lingchip must maintain the tenements in good standing during the Term and may undertake geological work to determine whether it wishes to exercise the option. In addition, Lingchip acknowledged that the tenements were subject to complaints for forfeiture by James Norman Ford at the date of this agreement. These complaints were dismissed on 21 February 2003.

Lingchip is entitled to assign the option to the Company at any time during the Term provided that Lingchip has complied with its obligations under the agreement, the Company is duly incorporated as at the date of such assignment and the Company agrees to be bound by the terms and obligations of the agreement.

Roberts did not provide any warranties with respect to the tenements under the agreement.

The option agreement was varied on 6 March 2004 by Roberts, George Francis Lee ("**Lee**") and Lingchip to reflect the Meekatharra Warden's Court Consent Orders dated 30 May 2003 that Roberts be replaced by Lee as trustee and Lee be registered as the holder of the tenements on behalf of Lee and Roberts in equal shares as beneficial owners of the tenements. In addition, all consideration payable pursuant to the option agreement (including the royalty) shall be paid in equal shares to Lee and Roberts.

I DEED OF ASSIGNMENT BETWEEN THE COMPANY, LINGCHIP PTY LTD, GEORGE FRANCIS LEE AND DAVID JONES ROBERTS

On 19 April 2004, the Company, Lingchip Pty Ltd ("**Lingchip**"), George Francis Lee ("**Lee**") and David Jones Roberts ("**Roberts**") entered into a deed of assignment in respect of the assignment by Lingchip of the option to acquire Prospecting Licences 53/1024 to 53/1033 (inclusive) granted to Lingchip pursuant to the option agreement dated 12 November 2002 between Lingchip and Roberts, as varied on 6 March 2004 between Lingchip, Lee and Roberts (summarised in "H" above) ("**Option**"), to the Company.

On and from execution of the deed, Lingchip assigns and transfers to the Company and the Company accepts the whole of Lingchip's rights, benefits, liabilities and obligations in the Option, and Lee consents to the assignment.

Pursuant to the deed, the Company shall be bound by and perform all covenants and conditions contained in the Option to be observed and performed by the Company, as if expressly named in the Option.

Each of Lingchip, Lee and Roberts provided various warranties to the Company including a warranty that the Option is valid and binding and remains exercisable in accordance with its terms up to 12 November 2004. No warranties were provided regarding the status of the tenements.

In addition, each of Lingchip, Lee and Roberts provided an indemnity to the Company for loss and damage sustained by the Company by reason of any breach by that party of the warranties.

J CALL OPTION OVER TENEMENT BETWEEN THE COMPANY AND LINGCHIP PTY LTD – CENTRAL MUSGRAVE

An option agreement was entered into between the Company and Lingchip Pty Ltd ("**Lingchip**") in September 2004, pursuant to which Lingchip granted an exclusive option to the Company to acquire Exploration Licences 69/1744-1746, exercisable by the Company (or its nominee) before 31 December 2005.

Upon exercise of the option, the Company shall purchase and Lingchip shall sell the tenements, free of all encumbrances and third party rights, in consideration for the issue by the Company of 200,000 fully paid ordinary shares and the payment of \$40,000 to Lingchip with settlement of the sale and purchase occurring 14 days after notice of exercise of the option is delivered to Lingchip (or as agreed by the parties).

The tenements the subject of the agreement are subject to plaints lodged by Sportview Pty Limited. The option may not be exercised unless and until the plaints are dismissed and expenditure exemptions applied for by Lingchip granted. Upon the Company being advised that these conditions have been satisfied it is required to pay an option fee of \$5,000 to Lingchip. If the conditions are not satisfied by 31 December 2005, then the agreement will terminate.

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INDEPENDENT ACCOUNTANT'S REPORT



STANTON PARTNERS CORPORATE PTY LTD

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14 September 2004

The Directors
Golden West Resources Limited
Suite 4, 159 Main Street
Osborne Park WA 6107

Dear Sirs

RE: INDEPENDENT ACCOUNTANT'S REPORT

1. INTRODUCTION

This report has been prepared at the request of the Directors of Golden West Resources Limited ("Golden West" or "the Company") for inclusion in a Prospectus to be dated on or around 16 September 2004 ("the Prospectus") relating to the proposed issue by Golden West of 14,000,000 shares at 20 cents each to raise \$2,800,000. Oversubscriptions for a further \$1,000,000 (5,000,000 shares) may be accepted.

2. BASIS OF PREPARATION

This report has been prepared to provide investors with information on historical results, the assets and liabilities of Golden West and the pro-forma assets and liabilities of Golden West as noted in Appendix 3. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial reports in accordance with the Corporation Act 2001. This report does not address the rights attaching to the securities to be issued in accordance with the Prospectus, nor the risks associated with the investment. Stanton Partners Corporate Pty Ltd has not been requested to consider the prospects for Golden West, the securities on offer and related pricing issues, nor the merits and risks associated with becoming a shareholder and accordingly, have not done so, nor purports to do so. Stanton Partners Corporate Pty Ltd accordingly, takes no responsibility for those matters or for any matter or omission in the Prospectus, other than responsibility for this report. Risk factors are set out in Section 6 of the Prospectus.

3. BACKGROUND

Golden West was incorporated on 18 November 2002 as Great Western Resources Limited and changed its name to its current name in February 2004.

The movement in the issued capital to 14 September 2004 has been as follows:

	NO. OF SHARES	\$
On incorporation	2	-
January 2004 at 0.01 cents	11,500,000	1,150.00
January 2004 at 8 cents	87,500	7,000.00
February 2004 debt conversion at 0.01 cents	625,000	62.50
February 2004 debt conversion at 8 cents each	437,500	35,000.00
February and March 2004 at 8 cents	3,750,000	300,000.00
April 2004 at 8 cents	1,250,000	100,000.00
As at 30 June 2004	17,650,002	343,212.50
September 2004 at 0.1 cent	350,000	350.00
September 2004 at 1 cent	465,000	4,650.00
September 2004 at 10 cents	697,500	69,750.00
AS AT 14 SEPTEMBER 2004	19,162,502	517,962.50

Following Shareholders approval in August 2004 the Company in September 2004 issued 4,350,000 options were issued to directors (and a previous director) and management. The options are exercisable at various prices as referred to in note 7(b) in Appendix 3 of this report and section 10.4 of the Prospectus.

The Company has an interest in the following mineral areas of interest:

- Wiluna West (via the Wiluna West Option)
- Doherty (via the Doherty Option)
- Bullabulling South (via the Gnarlbine Option) (Ramelius Resources Ltd earning up to 75% re EL15/762)

The interest to date is by way of an option to purchase via a series of agreements between the Company, Lingchip Pty Ltd ("Lingchip") and others. Pursuant to the various agreements, including the Umbrella Deed between the Company and Lingchip, Golden West had the right to acquire various option interests, by way of the following consideration:

- \$10,000 cash (paid March 2004)
- 9,800,000 shares (was 10,000,000 shares but subsequently reduced) in Golden West of which 8,000,000 have been issued at 0.01 cent (\$800) and 1,800,000 will be issued on listing of the Company. The accounting cost of the 1,800,000 shares will probably be \$360,000 (20 cents per share) being the issue price of shares pursuant to the Prospectus.

Furthermore, within seven day of official quotation of the shares in Golden West on the Australian Stock Exchange ("ASX"), Golden West will reimburse costs incurred by Lingchip of \$190,000. A performance consideration is also payable by Golden West to Lingchip on the occurrence of the following events:

- (a) Upon the Wiluna West tenements owned by the Company producing an outlined resource (in accordance with JORC indicated resource standards) of 100,000 ounces of gold, Golden West shall issue to Lingchip a further 5,000,000 shares; and
- (b) Upon the Wiluna West tenements owned by the Company producing an outlined resource (in accordance with JORC indicated resource standards) of 200,000 ounces of gold, Golden West shall issue to Lingchip a further 5,000,000 shares.

To exercise the Doherty Option (the option fee of \$20,000 is payable within 14 days after listing of Golden West on the ASX), Golden West shall issue 350,000 shares to the vendor. Pursuant to the Wiluna West Option, upon exercise of the option, Golden West agrees to pay \$200,000 (within 7 days after listing on the ASX) and issue 2,000,000 shares (within 14 days after listing on the ASX). Furthermore, royalties will be payable of \$10 per

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ounce of gold produced from mining operations on the relevant tenements (for the first 50,000 ounces of gold only). Thereafter, the royalty would reduce to \$5 per ounce of gold produced for the life of mining operations.

In April 2004, Golden West has also entered into a farm-in agreement letter with Jindalee Resources whereby Golden West has the right to earn a 60% interest in tenement E53/1089 by \$50,000 cash payment (\$10,000 paid in April 2004) and \$40,000 payable within 7 days of ASX listing) and expending \$400,000 on exploration activities on the tenement within four years (of which \$50,000 must be spent in the first year). The agreement (other than the \$10,000 payment) is subject to the listing of Golden West on the ASX within 6 months of 1 April 2004, this has been extended to 15 November 2004.

The Company has an option to acquire an interest in the Central Musgrave tenements however the tenements are under plaint or are to be forfeited. If the vendor can reacquire the tenements or have the plaints removed, the Company may exercise the option to acquire the tenements for a consideration as noted in the Solicitors Report under Section 8 of the Prospectus. An option fee of \$5,000 will be payable after the Company is listed on the ASX.

The Company has entered into an employment contract with Mr Gary W Hutchinson to act as the managing director of the Company, effective from the date of listing of the Company's securities on the ASX. The first years annual cost will be \$150,000 exclusive of 9% superannuation and a motor vehicle allowance of \$1,000 per month. In addition, an employment contract has been entered into with Mr Wilson to act as an executive director, effective from the date of listing of the Company on the ASX at an annual fee of \$120,000, exclusive of 9% superannuation. Mr Wilson is to be provided with a fully maintained commercial motor vehicle.

Potential investors should read the Prospectus in full that includes an Independent Geologist's Report and Solicitors' Report on mining tenements. We make no comments as to ownership or values of the mineral tenement interests of Golden West. Further details on all significant contracts entered into by the Company since incorporation are referred to the Solicitor's Report in Section 8 of the Prospectus and/or the Material Contracts Section 10 of the Prospectus.

4. SCOPE OF EXAMINATION

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

- (i) The results of Golden West for the period from incorporation to 30 June 2003 and for the period 1 July 2003 to 30 June 2004;
- (ii) The statement of financial position of Golden West as at 30 June 2004;
- (iii) The pro-forma statement of financial position of Golden West at 30 June 2004 adjusted to include funds to be raised by the Prospectus and the completion of transactions referred to in note 2 of Appendix 3.

All of the financial information referred to above has not been audited however has been subject to audit review. The directors of Golden West are responsible for the preparation and presentation of the historical and pro-forma financial information, including the determination of the pro-forma transactions.

We have however examined the financial statements and other relevant information and made such enquiries, as we considered necessary for the purposes of this report. The scope of our examination was substantially less than an audit examination conducted in accordance with Australian Auditing Standards and accordingly, we do not express such an opinion. Our examination included:

- (i) Discussions with directors and other key management of Golden West;
- (ii) Review of contractual arrangements;
- (iii) A review of publicly available information; and
- (iv) A review of work papers, accounting records and other documents.

5. **OPINION**

In our opinion, the pro-forma statement of financial position as set out in Appendix 2 presents fairly, the pro-forma statement of financial position of Golden West as at 30 June 2004 in accordance with the accounting methodologies required by Australian Accounting Standards on the basis of assumptions and transactions set out in Appendix 3. No opinion is expressed on the historical results, as shown in Appendix 1, except to state that nothing has come to our attention which would require any further modification to the financial information in order for it to present fairly, the results of the periods identified.

Based on the current information on Golden West to 30 June 2004 (taking into account known subsequent events to 13 September 2004), the adoption of the International Accounting Standards ("IAS") from 1 January 2005 should not have a material effect on the reported results of Golden West as reported in the Statement of Financial Performance or the assets, liabilities or equity as reported on the Statement of Financial Position as noted in Appendix 2 and 3. However, if the Company cannot adequately determine the fair market value of the tenements (capitalised costs) then there is the strong possibility that the capitalised exploration costs will need to be expensed to the Statement of Financial Performance. The exposure draft pertaining to the extractive industries indicates that the criteria to carry forward capitalised costs are more onerous than that now applying under the Australian Accounting Standard.

The value of the 4,350,000 options issued to directors and management in September 2004 for services rendered and as an incentive for future services were considered by the directors of Golden West to have minimal values as at the date of issue the Company had minimal funds, was unlisted and there was no guarantee that the Company would be successful in its planned initial public offering. Using the Black Scholes option valuation methodology, and allowing for a 25% discount to allow for the fact that the Company was unlisted at the date of grant of the options, resulted in valuations of 3.05 cents per option for the 25 cent exercise priced options, 2.05 cents each for the 30 cent exercise price options and 0.96 cents each for the 40 cent exercise priced options. The total value of the options is thus calculated at approximately \$87,970. To exercise the options, the option holders would need to pay a total of \$1,377,500. Under the proposed IAS relating to share and options based payments, the value of shares and options issued to Directors, employees and consultants will need to be accounted for as a cost in the Statement of Financial Performance.

To the best of our knowledge and belief, there have been no other material items, transactions or events subsequent to 30 June 2004, that have come to our attention during the course of our review which would cause the information included in this report to be misleading.

6. **OTHER MATTERS**

At the date of this report, Stanton Partners Corporate Pty Ltd or Stanton Partners does not have any material interest in Golden West either directly or indirectly, or in the outcome of the offer. Stanton Partners, a firm that is related to Stanton Partners Corporate Pty Ltd were appointed as auditors of Golden West in May 2004. Stanton Partners Corporate Pty Ltd and Stanton Partners were not involved in the preparation of any other part of the Prospectus, and accordingly, make no representations or warranties as to the completeness and accuracy of any information contained in any other part of the Prospectus.

Stanton Partners Corporate Pty Ltd consents to the inclusion of this report (including Appendices 1 to 3) in the Prospectus in the form and content in which it is included. At the date of this report, this consent has not been withdrawn.

Yours faithfully

STANTON PARTNERS CORPORATE PTY LTD

J P Van Dieren FCA
Director

09 INDEPENDENT ACCOUNTANT'S REPORT

APPENDIX 1

STATEMENTS OF FINANCIAL PERFORMANCE

	18 November 2002 to 30 June 2003 (Audited) \$	1 July 2003 to 30 June 2004 (Unaudited) \$
Operating Revenue	-	-
Operating costs	(1,422)	(212,371)
Net (loss) before tax	(1,422)	(212,371)
Income Tax expense attributable to net loss	-	-
Net (loss) after tax	(1,422)	(212,371)

APPENDIX 2

UNAUDITED STATEMENTS OF FINANCIAL POSITION

	Note	Unaudited 30 June 2004 \$	Pro-forma Unaudited 30 June 2004 \$
Current Assets			
Cash assets	3	131,159	1,818,911
Receivables		26,840	26,840
Total Current Assets		157,999	1,845,751
Non Current Assets			
Exploration expenditure	4	83,933	1,568,933
Fixed Assets	5	8,485	7,885
Total Non Current Assets		92,418	1,576,818
Total Assets		250,417	3,422,169
Current Liabilities			
Payables	6	20,998	-
Total Current Liabilities		20,998	-
Total Liabilities		20,998	-
Net Assets		229,419	3,422,169
Equity			
Contributed equity	7	443,212	3,741,962
Accumulated losses	8	(213,793)	(319,793)
Total Equity		229,419	3,422,169

To be read in conjunction with Appendix 3

APPENDIX 3

NOTES TO THE STATEMENT OF FINANCIAL PERFORMANCE AND STATEMENTS OF FINANCIAL POSITION

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Accounting

The unaudited Statement of Financial Performance and unaudited Statements of Financial Position have been prepared in accordance with applicable accounting standards, the Corporations Act 2001 and mandatory professional reporting requirements in Australia and we have made such disclosures as considered necessary. They have also been prepared on the basis of historical cost and do not take into account changing money values. The accounting policies have been consistently applied, unless otherwise stated.

(b) Income Tax

The Company adopts the liability method of tax effective accounting, whereby the income tax expense in the Statement of Financial Performance is based on the operating profit before tax adjusted for permanent differences. Future income tax benefits are not brought to account unless realisation of the asset is assured beyond reasonable doubt. Future income tax benefits in relation to tax losses are not brought to account unless there is virtual certainty of realisation of the benefit. The amount of benefits brought to account or which may be realised in the future is based on the assumption that no adverse change will occur in income tax legislation, the anticipation that the Company will derive sufficient future assessable income to enable the benefit to be realised and that the Company will comply with the conditions of deductibility imposed by the law.

(c) Exploration, evaluation and development expenditure

Exploration, evaluation and development costs are accumulated in respect of each separate area of interest. Exploration and evaluation costs are carried forward where right of tenure of the area of interest is current and they are expected to be recouped through sale or successful development and exploitation of the area of interest or, where exploration and evaluation activities in the area of interest have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves. When an area of interest is abandoned or the Directors decide that it is not commercial, any accumulated costs in respect of that area are written off in the financial period the decision is made. Each area of interest is also reviewed at the end of each accounting period and accumulated costs written off to the extent that they will not be recoverable in the future. Amortisation is not charged on costs carried forward in respect of areas of interest in the development phase until production commences.

The recoverability of exploration costs capitalised is dependant upon the successful commercialisation of the relevant mineral projects. In the event of the failure to commercialise the projects (by development or sale), the costs pertaining to the projects may need to be written off. Refer section 5 (under Opinion) of this Independent Accountant's Report relating to the carry forward of capitalised exploration costs upon the adoption of International Accounting Standards.

(d) Accounts Payable

Accounts payable represent the principal amounts outstanding at balance date, plus, where applicable, any accrued interest.

09 INDEPENDENT ACCOUNTANT'S REPORT

(e) Recoverable Amount of Non Current Assets

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

(f) Operating Revenue

Revenue represents interest received and reimbursements of exploration expenditures.

2. ACTUAL AND PROPOSED TRANSACTIONS TO ARRIVE AT PRO-FORMA UNAUDITED STATEMENT OF FINANCIAL POSITION

Actual and proposed transactions adjusting the 30 June 2004 unaudited Statement of Financial Position of Golden West in the pro-forma Statement of Financial Position of Golden West are as follows:

- (a) The issue in September 2004 of 465,000 shares at 1 cent each and 697,500 shares at 10 cents each to raise a total of \$74,400;
- (b) The issue of 4,350,000 options to directors and employees in September 2004;
- (c) The issue of 350,000 shares at 0.1 cent each to corporate brokers;
- (d) The issue of 14,000,000 ordinary shares at 20 cent each pursuant to the Prospectus to raise a gross \$2,800,000;
- (e) The incurring of sundry administration costs of say \$100,000 and the payment of accounts payable of \$20,998;
- (f) The payment of expenses of the public issue totalling an estimated \$406,000 and expensed against contributed equity;
- (g) The purchase of exploration interests or options to acquire exploration interests (including reimbursement of costs) for a consideration of \$460,000 and the issue of 1,800,000 shares at 20 cents each (\$360,000);
- (h) Stamp duty on the transfer of exploration interests from third parties estimated by the directors not to exceed \$195,000;
- (i) The issue of 350,000 shares at a deemed issue price of 20 cents per share to exercise the Doherty Option and the issue of 2,000,000 shares at a deemed issue price of 20 cents to exercise the Wiluna West Option;
- (j) The payment of a \$5,000 option fee (expensed) relating to the Central Musgrave tenements that are under plaint or are to be forfeited; and
- (k) Further depreciation of \$1,000 on the fixed assets.

	Note 2	Unaudited 30 June 2004 \$	Unaudited Pro-forma 30 June 2004 \$
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3. CASH ASSETS

The movements in cash at bank and on hand are as follows:

Unaudited 30 June 2004		131,159	131,159
Issue of shares	(b)	-	74,750
Issue of shares	(c)	-	2,800,000
Payment of administration costs / accounts payable	(e)	-	(120,998)
Prospectus issue costs	(f)	-	(406,000)
Mineral tenement purchase/option costs	(g)	-	(460,000)
Stamp Duty plus legal	(h)	-	(195,000)
Option fee	(j)	-	(5,000)
		131,159	1,818,911

4. EXPLORATION EXPENDITURE

Costs to 30 June 2004		83,933	83,933
Exploration interests acquired - cash	(g)	-	460,000
Exploration interests acquired - shares	(g)(i)	-	830,000
Stamp duty	(h)	-	195,000
		83,933	1,568,933

The recoverability of exploration costs capitalised is dependant upon the successful commercialisation of the relevant mineral projects. In the event of the failure to commercialise the projects (by development or sale), the costs pertaining to the projects may need to be written off. Refer section 5 (under Opinion) of this Independent Accountant's Report relating to the carry forward of capitalised exploration costs upon the adoption of International Accounting Standards.

5. FIXED ASSETS

Furniture, fittings and plant at cost		8,585	8,585
Less: accumulated depreciation		(100)	(700)
		8,485	7,885

6. PAYABLES

Balance 30 June 2004		20,998	20,998
Less: repaid	(e)	-	(20,998)
		20,998	-



INDEPENDENT ACCOUNTANT'S REPORT

	Note 2	Unaudited 30 June 2004 \$	Unaudited Pro-forma 30 June 2004 \$
7. CONTRIBUTED EQUITY			
a) Share Capital			
17,650,002 shares at 30 June 2004		443,212	443,212
465,000 shares at 1 cent each	(b)	-	4,650
697,500 shares at 10 cents each	(a)	-	69,750
350,000 shares 0.1 cent each	(j)	-	350
14,000,000 shares pursuant to the Prospectus	(d)	-	2,800,000
1,800,000 shares to acquire mineral interests	(g)	-	360,000
2,350,000 shares to acquire mineral interests	(i)	-	470,000
			4,147,962
Less: share issue costs	(f)	-	(406,000)
Pro-forma (37,312,502 shares)		443,213	3,741,962

If the \$1,000,000 oversubscriptions are applied for and accepted, the number of shares on issue would increase to 42,312,502 and the contributed equity would increase to a net \$4,686,962 (after capital raising costs increasing to \$461,000). Cash funds would increase to \$2,763,911.

b) Share Options

On issue

4,350,000 options, exercisable on or before 30 June 2008. The exercise prices are as follows:

- 1,450,000 exercisable at 25 cents each
- 1,450,000 exercisable at 30 cents each
- 1,450,000 exercisable at 40 cents each

8. ACCUMULATED LOSSES

Accumulated losses as at 30 June 2004		213,793	213,793
Administration costs	(e)	-	100,000
Option Fee	(j)	-	5,000
Depreciation	(k)	-	1,000
Accumulated losses (pro-forma)		213,793	319,793

9. CONTINGENT LIABILITIES AND COMMITMENTS

As noted in Section 10 of the Prospectus and in the Background section 3 of this report, Golden West has entered into a number of arrangements to acquire interests in tenements. These arrangements provide for additional amounts to be paid if certain conditions are met or if the Directors of Golden West decide to take certain action. At the date of our report, the Directors have not made any specific undertakings regarding the amounts which may become payable in the future. The following amounts represent the maximum amounts that may become payable in the future (as can be reasonably measured at the time) if the Directors decide to acquire the maximum available holdings in their existing tenements.

- Wifuna Area (Jindalee Resources) - \$400,000 exploration over four years. The minimum expenditure is \$50,000 in the first year of the joint venture.
- Lingchip Pty Ltd as vendor - 5,000,000 shares to be issued if 100,000 ounces of gold resource established
- 5,000,000 shares to be issued if 200,000 ounces of gold resource established

In addition royalty payments may be payable if certain conditions are met in the future. The Company's mining tenements may be subject to native title applications in the future. At this stage it is not possible to quantify the impact (if any) that native title may have on the operations of the Company. The Solicitor's Report in the Prospectus refers to native title issues.

The Company has entered into Director and Officer Protection Deed with each of the directors, details of which are outlined in section 10.2 of the Prospectus.

The Directors propose to offer to all shareholders one new share option for every two shares held approximately four months after ASX listing. A new prospectus will be issued for such option issues.

Other than the above commitments and contingencies and the exploration commitments referred to in the Prospectus, the Directors of Golden West consider that there are no other material contingencies or commitments outstanding as at 30 June 2004.

10. EXPLORATION COMMITMENTS

For details on proposed exploration commitments on mineral tenements, refer to the Independent Geologist's Report in the Prospectus (Section 7) and Sections 1.5 and 5 of the Prospectus.

11. RENTAL OF PREMISES COMMITMENTS

The Company in June 2004 entered into a six month rental of premises contract at the rate of \$1,250 plus GST per month plus variable outgoings of approximately \$280 plus GST per month. The Company has an option to extend the rent term by two years. The Company will assess its long term rental needs once the Company obtains an ASX listing.

12. MANAGEMENT AND EMPLOYMENT CONTRACTS

The Company has entered into an employment contract with Mr G Hutchinson effective from ASX Listing at the rate of \$150,000 per annum plus statutory superannuation and a monthly car allowance of \$1,000 (currently paid \$10,000 plus GST per month to a company controlled by Mr Hutchinson). From ASX Listing,

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INDEPENDENT ACCOUNTANT'S REPORT

Mr Wilson is to receive a salary of \$120,000 per annum plus statutory superannuation (currently \$400 plus GST per day). In addition Mr Wilson will be supplied a fully maintained commercial motor vehicle. The employment contracts have no fixed term, however three months notice must be given to terminate the employment contracts. At each annual review date, the salaries will be reset based upon performance but in any event the minimum increase will be the higher of CPI and 5%. An interest associated with Mr J Palermo, the Company Secretary is to be paid secretarial fees effective from ASX listing of \$2,500 per month (may increase by CPI). The minimum term for the secretarial services contract is 3 months. Currently, an entity in which Mr J Palermo has an involvement in is charging for professional time based on standard charge out rates for an accounting practice.

10 ADDITIONAL INFORMATION

10.1 RIGHTS ATTACHING TO SHARES

The following is a broad summary (though not necessarily an exhaustive or definitive statement) of the rights attaching to all Shares (including the Shares). Full details are contained in the Constitution, available for inspection free of charge at the Company's registered office.

SHARE CAPITAL

All issued shares rank equally in all respects.

VOTING RIGHTS

At a general meeting of the Company, every shareholder present in person, by an attorney, representative or proxy has one vote on a show of hands and on a poll, one vote for every share held, and for every contributing ordinary share held, a fraction of a vote equal to the proportion which the amount paid up bears to the total issue price of the contributing ordinary share. Where there is an equality of votes, the chairperson has a casting vote.

DIVIDEND RIGHTS

Subject to the rights of holders of shares issued with any special or preferential rights (at present there are none), the profits of the Company which the Directors may from time to time determine to distribute by way of dividend are divisible among the shareholders in proportion to the ordinary shares held by them respectively, according to the amount paid up (not credited) as paid up on them.

RIGHTS ON WINDING UP

Subject to the rights of holders of shares with special rights in a winding-up (at present there are none), on a winding-up of the Company all assets which may be legally distributed amongst the members will be distributed in proportion to the shares held by them respectively, according to the amount paid up or credited as paid up on the share.

TRANSFER OF SHARES

Shares may be transferred by instrument in any form which complies with the Company's constitution, the Corporations Act, ASX Listing Rules and ASTC Rules.

Shares may be transferred by such means in accordance with ASX Listing Rules and the ASTC Rules. The Directors may refuse to register a transfer of shares only in those circumstances permitted by the Company's constitution, ASX Listing Rules and ASTC Rules.

CALLS ON SHARES

Where shares are issued as partly paid, the Directors may make calls upon the holders of those shares to pay the whole of or a portion of the balance of the issue price. If a shareholder fails to pay a call or instalment of a call, then subject to the Corporations Act and ASX Listing Rules, the shares in respect of the call may be forfeited and interest and expenses may be payable in accordance with the Company's constitution, the Corporations Act and ASX Listing Rules or proceedings taken to recover the amount unpaid.

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ADDITIONAL INFORMATION

FURTHER INCREASES IN CAPITAL

The allotment and issue of any shares is under the control of the Directors and, subject to any restrictions on the allotment of shares imposed by the Company's constitution, ASX Listing Rules or the Corporations Act, the Directors may allot, issue or grant options over or otherwise dispose of those shares to such persons, with such rights or restrictions as they may from time to time determine.

VARIATION OF RIGHTS ATTACHING TO SHARES

Where shares of different classes are on issue, the rights attaching to the shares of a class (unless otherwise provided by their terms of issue) may only be varied by a special resolution passed at a separate general meeting of the holders of those shares of that class, or with the written consent of the holders of at least three quarters of the issued shares of that class.

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 ASX Listing Rules.

10.2 MATERIAL CONTRACTS

SOLICITORS REPORT

Material contracts impacting on the Company's intended Projects are summarised as part of the Solicitor's report in Section 8.

KIRKE SECURITIES LTD

The Company has appointed Kirke Securities Ltd ("Kirke Securities") to provide fundraising and corporate advisory services to the Company in connection with the Offer and this Prospectus.

The appointment commenced on 1 June 2004 for a period of 3 months and subsequently extended to 31 October 2004, pursuant to which, the following fees will be payable:

- \$25,000 (plus GST) as a fee for the fundraising and corporate advisory services;
- a success fee of 350,000 Shares, subject to the successful completion of this Prospectus and listing of Golden West on ASX; and
- payment of a fee of 6% (plus GST) on Application Forms bearing the Kirke Securities' stamp and for funds subscribed under the Offer which are sourced by Kirke Securities.

The Company has provided warranties and indemnities to Kirke Securities that are considered standard in these circumstances.

DIRECTOR & OFFICER PROTECTION DEEDS

The Company, with the approval of shareholders, will enter into a Director and Officer Protection Deed ("Deed") with each Director and the Company Secretary ("Officers"). Under the Deed, the Company indemnifies the relevant Officer to the maximum extent permitted by law against legal proceedings, damage, loss, liability, cost, charge, expense, outgoing or payment suffered, paid or incurred by the Officer in connection with the Officer being an officer of the Company, the employment of the Officer with the Company or a breach by the Company of its obligations under the Deed.

Also pursuant to the Deed, the Company must insure the Officers against liability and provide access to all board papers relevant to defending any claim brought against the Officers in their capacity as officers of the Company.

Subject to the Company listing on ASX, the Company will 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.

10.3 INTERESTS OF DIRECTORS

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

- no Director or proposed Director holds at the date of this Prospectus, or held at any time during the last 2 years before the date of lodgement of this Prospectus with the ASIC, any interest in:
 - the formation or promotion of the Company;
 - any property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Company, or the Offer; or
 - the Offer; and
- no amounts have been paid or agreed to be paid by any person and no benefits have been given or agreed to be given by any person:
 - to a Director or proposed Director to induce him to become, or to qualify as, a Director; or
 - for services provided by a Director or proposed Director or a person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation of this Prospectus or a promoter of the Company or a financial services licensee named in the Prospectus as a financial services licensee involved in the Offer [or the Underwriter] in connection with the formation or promotion of the Company or the Offer.

HOLDINGS OF DIRECTORS

As at the date of this Prospectus, the Directors and their associated parties have interests in Shares and Options as set out in the table below:

DIRECTOR	SHARES	OPTIONS
John Daniels	–	750,000
Peter Gregory	1,000,000	600,000
Gary Hutchinson	2,062,500	600,000
Alan Rudd	–	600,000
Michael Wilson	1,267,858	600,000
TOTAL	4,330,358	3,150,000

The Directors may subscribe for Shares under this Prospectus.

The key terms and conditions of the Options granted to Directors are as follows:

- The Options are exercisable at any time before 5.00 pm (WST) on 30 June 2008 and Options not exercised by that date shall lapse.
- One third of the Options granted to each Director are exercisable at \$0.25 each, one third of the Options granted to each Director are exercisable at \$0.30 each and the final third of the Options granted to each Director are exercisable at \$0.40 each.

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ADDITIONAL INFORMATION

- Each Option shall entitle the holder, when exercised, to one Share and Shares issued upon exercise of Options will rank equally with the then issued Shares.
- The Company will not make application to ASX for official quotation of the Options. Should the existing Shares be granted official quotation at the time of exercise of the Options, application will be made to ASX for official quotation of the Shares issued upon exercise of the Options.
- Subject to the Corporations Act, the Constitution and the Listing Rules, the Options are fully transferable.
- There are no participating rights or entitlements inherent in the Options and optionholders will not be entitled to participate in new issues of securities offered to shareholders during the currency of the Options.
- If at any time the issued capital of the Company is reorganised, the rights of an optionholder are to be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
- If, from time to time, before the expiry of the Options the Company makes a pro rata issue of securities, the exercise price of the Options will change in accordance with the formula set out in Listing Rule 6.22.2.

10.4 REMUNERATION OF DIRECTORS

The Company has entered into an executive service agreement with Mr Gary Hutchinson pursuant to which Mr Hutchinson is engaged by the Company as Managing Director with effect from the date the Company achieves ASX listing until terminated in accordance with the terms of the agreement.

Under the agreement, the Company is to pay Mr Hutchinson a salary of \$150,000 per annum (exclusive of statutory superannuation) which salary will increase by the greater of 5% or CPI every 12 months. The Company is also required to pay to Mr Hutchinson a motor vehicle allowance of \$1,000 per calendar month.

The Company may terminate the agreement immediately in the usual circumstances. In addition, either the Company or Mr Hutchinson may terminate the agreement with three month's notice and payment by the Company to Mr Hutchinson of one month's salary for every 12 month period of service, up to a maximum of 12 month's salary.

The Company has also entered into an executive service agreement with Mr Michael Wilson pursuant to which Mr Wilson is engaged by the Company as Exploration Manager with effect from the date the Company achieves ASX listing until terminated in accordance with the terms of the agreement. The agreement with Mr Wilson is on the same key terms as the executive service agreement with Mr Hutchinson, other than Mr Wilson's salary is \$120,000 per annum (exclusive of statutory superannuation) and the Company must provide Mr Wilson with a fully maintained commercial motor vehicle.

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

Effective the date the Company achieves ASX listing, the Directors have resolved that the fees payable will be \$45,000 per annum to the non-executive Chairman and \$25,000 per annum to the non-executive Directors (exclusive of statutory superannuation entitlements).

Non-executive Directors are also entitled to be paid reasonable travelling, accommodation and other expenses incurred as a consequence of their attendance at meetings of Directors and otherwise in the execution of their duties as Directors.

TRANSACTIONS WITH DIRECTORS

The following transactions with the Directors of the Company have occurred during the two years before the date of this Prospectus:

- Shashua Pty Ltd, of which Mr Gary Hutchinson is a Director, has provided consultancy services to the Company for a monthly fee of \$10,000 (plus GST) since October 2003. In addition Shashua Pty Ltd has provided a general office secretary / assistant for a daily fee of \$153 plus GST. The Company has paid or agreed to pay Shashua Pty Ltd a total of \$109,229 in respect of these services, of which \$25,000 has been satisfied through the issue of 312,500 Shares to Shashua Pty Ltd. Effective the date the Company achieves ASX listing, the Company will commence paying a salary package to Mr Hutchinson as set out in this section 10.4.
- The vendor of the Projects, Lingchip Pty Ltd is a company associated with Mr Michael Wilson. By virtue of his association Mr Wilson has an entitlement to 1,142,857 shares in the Company that Lingchip Pty Ltd will acquire from the sale of Projects to the Company. Details of the agreement between the Company and Lingchip Pty Ltd are set out in the Solicitor's Report in Section 8.
- Wilmick Holdings Pty Ltd, of which Mr Michael Wilson is a Director, has provided geological consultancy services to the Company for a daily fee of \$400 (plus GST) since 1 January 2004. The Company has paid or agreed to pay Wilmick Holdings Pty Ltd a total of \$60,800 in respect of these services, of which \$10,000 has been satisfied through the issue of 125,000 Shares to Wilmick Holdings Pty Ltd. Effective the date the Company achieves ASX listing, the Company will commence paying a salary package to Mr Wilson as set out in this section 10.4.
- Mr Alan Rudd has provided geological consultancy services to the Company during the period March 2004 to April 2004. The Company has paid or agreed to pay Mr Rudd approximately \$6,120 plus GST in respect of these consultancy services.

Effective the date the Company achieves ASX listing, the non-executive Directors and the non-executive Chairman will be paid Directors' fees as set out earlier in this section.

10.5 INTERESTS OF EXPERTS AND ADVISERS

Except as disclosed in this Prospectus, no promoter nor any other person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of the Prospectus nor any financial services licensee named in this Prospectus as a financial services licensee involved in the Offer, nor any firm in which any of those persons is or was a partner nor any company in which any of those persons is or was associated with, has now, or has had, in the 2 years before the date of this Prospectus, any interest in:

- the formation or promotion of the Company; or
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer under this Prospectus; or
- the Offer under this Prospectus.

Except as disclosed in this Prospectus, no amounts of any kind (whether in cash, securities or otherwise) have been paid or agreed to be paid to any promoter, any other person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of the Prospectus, or any financial services licensee named in this Prospectus as a financial services licensee involved in the Offer, or to any firm in which any of those persons is or was a partner or to any company in which any of those persons is or was associated with, for services rendered by that person in connection with the formation or promotion of the Company or the Offer under this Prospectus.

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ADDITIONAL INFORMATION

- Pullinger Readhead Lucas has acted as solicitors to the Offer and in that capacity has prepared the Solicitor's Report included in Section 8 of this Prospectus and has been involved in undertaking due diligence enquiries for the preparation of the Prospectus and providing legal advice to the Company in relation to the Offer. In respect of this work, the Company will pay approximately \$25,000. In addition, the Company has paid Pullinger Readhead Lucas \$20,000 for other commercial work and advice.
- Kirke Securities Limited has acted as Corporate Adviser to the Company. In respect of this work, the Company will pay approximately the fees set out in Section 10.2.
- Geological Investigations Pty Ltd has prepared the Independent Geologist's Report included in Section 7 of this Prospectus. In respect of this work, the Company has agreed to pay \$25,000.
- Stanton Partners Corporate Pty Ltd has acted as the independent accountant to the Offer and in that capacity has prepared the Independent Accountant's Report included in Section 9 of this Prospectus. In respect of this work, the Company will pay \$10,000.
- Stanton Partners have agreed to act as auditors to the Company and will be paid fees for rendering these services.

10.6 CONSENTS

Each of the Parties referred to in this section:

- does not make, or purport to make, any statement in this Prospectus, or on which a statement made in this Prospectus is based other than as specified in this section; and
- 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 the Prospectus with the consent of that party as specified in this section.

Further:

- Pullinger Readhead Lucas has given its written consent to being named as solicitor to the Company to the inclusion of the Solicitor's Report in Section 8 of this Prospectus in the form and context in which the report is included and all statements referring to that report in the form and context in which they appear. Pullinger Readhead Lucas has not withdrawn its consent prior to lodgement of this Prospectus with ASIC.
- Kirke Securities Limited has given its written consent to being named as Corporate Adviser to the Company. Kirke Securities Limited has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.
- Geological Investigations Pty Ltd has given its written consent to being named as the Independent Geologist to the Company and to the inclusion of the Independent Geologist's Report in Section 7 of this Prospectus in the form and context in which the report is included and all statements referring to that report in the form and context in which they appear. Geological Investigations Pty Ltd has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.
- Stanton Partners has given its written consent to be named as Auditor to the Company and to the inclusion of references to the 30 June 2003 audited financial statements of the Company. Stanton Partners has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.
- Stanton Partners Corporate Pty Ltd has given its written consent to be named as Independent Accountant to the Company and to the inclusion of the Independent Accountant's Report in Section 9 of this Prospectus in the form and context in which the report is included and all statements referring to

that report in the form and context in which they appear. Stanton Partners Corporate Pty Ltd has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

- References to Advanced Share Registry Services appear for information sources only and Advanced Share Registry Services has not been involved in or caused the issue of this Prospectus.

10.7 LITIGATION

Litigation searches confirm that there is no litigation against the Company or instituted by the Company. To the knowledge of the Directors, there is no litigation threatened against the Company and no litigation threatened by the Company. The Directors are not aware of any circumstances likely to give rise to any of the above. Plaintiffs have been lodged by parties in relation to the tenements comprising the Central Musgrave Project over which the Company has an option. The Company only intends to consider exercising this option if the plaintiffs are either removed or rejected by the relevant minister.

10.8 CHESS SYSTEM

Upon the Company being admitted to the Official List of ASX, it will be admitted to participate in CHESS in accordance with ASX Listing Rules and ASTC Rules. On admission to CHESS, the Company will operate an electronic issuer sponsored sub-register and an electronic CHESS sub-register. The two sub-registers together will make up the Company's principal register of securities.

The Company will not issue certificates to shareholders. Instead, shareholders who elect to hold their Shares on the issuer-sponsored sub-register will be provided with a holding statement (similar to a bank account statement) which sets out the number of Shares allotted to them under this Prospectus. For shareholders who elect to hold their Shares on the CHESS sub-register, the Company will, on allotment, issue an advice to shareholders that sets out the number of Shares allotted to the shareholder and at the end of the month following the allotment, CHESS (acting on behalf of the Company) will provide shareholders with a holding statement that confirms the number of Shares allotted.

A holding statement (whether issued by CHESS or the Company) will also provide details of a shareholder's Holder Identification Number (in the case of the holding on the CHESS sub-register) or Shareholder Reference Number (in the case of a holding on the issuer sponsored sub-register). Following distribution of these initial holding statements, a holding statement will only routinely be provided at the end of any subsequent month during which the balance of the shareholder's holding of securities changes.

Holders of the existing Shares that may be subject to an escrow period will, following the Official Quotation of those existing Shares, receive holding statements to replace the share certificates currently held by them.

10.9 NON-RESIDENT INVESTORS

The Prospectus does not constitute an offer in any country or place in which, or to any person to whom, it would not be lawful to make such an offer. The distribution of the Prospectus in jurisdictions outside Australia may be restricted by law and therefore persons who come into possession of the Prospectus should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities law. Applicants who are resident in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed to enable them to subscribe for Shares.

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ADDITIONAL INFORMATION

The Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer.

Intending investors resident outside Australia should first consult their professional advisers as to whether or not governmental or other consents are required, or whether formalities need to be observed to enable them to invest. Intending non-resident investors should also seek advice in respect of the taxation effect of an investment in the Company and dividends that the Company may distribute in the future.

The return of a duly completed Application Form will be taken to constitute a representation and warranty that there has been no breach of such laws and that all necessary approvals and consents have been obtained.

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

10.10 RESTRICTED SECURITIES

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 prior approval of ASX.

10.11 TAX CONSIDERATION

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

10.12 DISTRIBUTION OF PROSPECTUS

The Prospectus has been prepared by the Company. In preparing the Prospectus, the Company has taken reasonable steps to ensure that the information in the Prospectus is not false or misleading. In doing so, the Company has had regard to the prospectus requirements of the Corporations Act.

Prospective investors should read the full text of the Prospectus as the information contained in individual sections is not intended to and does not provide a comprehensive review of the business and financial affairs of the Company nor the securities offered pursuant to the Prospectus.

No person is authorised to give any information in relation to or to make any representation in connection with the Offer described in the Prospectus that is not contained in the Prospectus. Any such information or representation may not be relied upon as having been authorised by the Company in connection with the Offer.

The Prospectus provides information to assist investors in deciding whether they wish to invest in the Company and should be read in its entirety. If you have any questions about its contents or investing in the Company you should contact your stockbroker, accountant or other financial adviser.

10.13 WEBSITE – ELECTRONIC PROSPECTUS

A copy of the Prospectus can be downloaded from the website of the Company at www.goldenwestresources.com. Any person accessing the electronic version of the Prospectus for the purposes of making an investment in the Company must be an Australian resident and must only access the Prospectus from within Australia.

The Corporations Act prohibits any person passing onto another person the Application Form unless it is attached to a hard copy of the Prospectus or it accompanies the complete and unaltered version of the Prospectus. Any person may obtain a hard copy of the Prospectus free of charge by contacting the Company.

10.14 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 person 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.

10.15 EXPENSES OF THE OFFER

The expenses connected with the Offer including underwriting and management fees payable to the Underwriter, fees of the Independent Accountant, Solicitor, Independent Geologist and Corporate Adviser, printing, listing fees, postage and advertising and other miscellaneous expenses will be approximately \$406,000.

DIRECTORS' STATEMENT

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

Dr John Leonard Daniels
Chairman

Dated: 21 September 2004

GLOSSARY

\$	Australian dollars
Applicant	a person who submits an Application Form under this Prospectus
Application Form	the application form accompanying this Prospectus
ASTC Rules	Australian Settlement and Transfer Corporation Pty Limited settlement rules
ASX	Australian Stock Exchange Limited
ASX Listing Rules	The listing rules of ASX that govern the admission of entities to the Official List
Business Day	Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day
CHESS	Clearing House Electronic Sub-register System
Company Projects	Tenements owned or in which Company has an interest or will on exercising the option described in this Prospectus acquire an interest
Golden West or Company	Golden West Resources Limited (ABN 54 102 622 051)
Closing Date	the last date when the Application Forms for the Offer may be submitted
Constitution	the constitution of the Company
Corporations Act	Corporations Act 2001 (Cth)
Directors	Directors of the Company
Exposure Period	the period of 7 days from the date of lodgement of this Prospectus, or as extended by ASIC (but not more than 7 days pursuant to section 727(3) of the Corporations Act)
km	kilometre
km²	squared kilometre
Official List	the official list of ASX
Offer	the invitation to apply for Shares under this Prospectus
Opening Date	the first date when the Application Forms can be received
Option	an option to acquire one Share
Prospectus	this Prospectus issued by the Company
Share	a fully paid ordinary share in the capital of the Company
tenement	a mining tenement under the West Australian Mining Act (1978)
WST	Western Australian Standard Time

Technical Terms contained in the Prospectus are defined at the end of the Independent Geologist's Report.

APPLICATION FORM NOTES

GOLDEN WEST RESOURCES LIMITED
ABN 54 102 622 051

APPLICATION FORM

Persons intending to use an electronic version of the Application Form should note the following:

- 1 This Application Form relates to the issue of up to 14 million fully paid ordinary shares in Golden West Resources Limited ABN 54 102 622 051 ("Golden West") ("Shares"), together with oversubscriptions of up to 5 million Shares, pursuant to a Prospectus dated 21 September 2004 ("Prospectus"). The Prospectus expires on 13 months after the date of the Prospectus.
- 2 This Application Form is accompanied by an electronic version of the Prospectus which contains information regarding investing in the securities referred to in the Application Form.
- 3 Persons who access the Prospectus in electronic form should note that the Shares offered by this Prospectus should be considered speculative. Before deciding to invest in Golden West, potential investors should read the entire Prospectus and in particular consider the risk factors that could affect the financial performance of Golden West. The price of shares may rise or fall according to a number of factors. 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.
- 4 A person who gives another person access to the Application Form must at the same time and by the same means give the other person access to the Prospectus and any supplementary document.
- 5 The Shares referred to in the Prospectus will only be issued on receipt of the Application Form issued together with the Prospectus.
- 6 The offer to subscribe for Shares referred to in the Prospectus is available to Australian residents. The Prospectus does not constitute an offer of securities in any jurisdiction where, or to any person to whom, it would be unlawful to issue the Prospectus.
- 7 Whilst the Prospectus is current, Golden West will send copies of the Prospectus and any supplementary document and the Application Form, on request and without charge. In this regard, please contact:

GOLDEN WEST RESOURCES LIMITED

*Suite 4, 159 Main Street
OSBORNE PARK WA 6017
Telephone: (08) 9201 9202
Facsimile: (08) 9201 9203
Email: admin@goldenwestresources.com*

PUBLIC SHARE OFFER APPLICATION FORM

SHARE REGISTRARS USE ONLY

BROKER CODE ADVISER CODE

BROKER REFERENCE - stamp duty

TO MEET THE REQUIREMENTS OF THE CORPORATIONS ACT THIS APPLICATION FORM MUST NOT BE HANDED ON UNLESS ATTACHED TO THE PROSPECTUS OF THE COMPANY DATED 21 SEPTEMBER 2004 FOR THE ISSUE OF 14,000,000 SHARES IN THE COMPANY ('PROSPECTUS')

Please read all instructions on the reverse of this form

WRITE THE NUMBER OF SHARES YOU ARE APPLYING FOR HERE

Minimum 10,000
and then multiples of
1,000 Shares

A x 20cents =

YOU MAY BE ALLOCATED ALL OF THE SHARES ABOVE OR A LESSER NUMBER

B \$.00

PLEASE MAKE SURE THAT THE AMOUNT OF YOUR CHEQUE(S) EQUALS THIS AMOUNT

C WRITE YOUR NAME HERE

TITLE GIVEN NAME(S) (NO INITIALS) AND SURNAME OR COMPANY NAME

JOINT APPLICANT 2 OR <ACCOUNT NAME>

JOINT APPLICANT 3 OR <ACCOUNT NAME>

D ENTER YOUR TFN HERE

ENTER YOUR TAX FILE NUMBER(S)
(OR EXEMPTION CATEGORY)

E WRITE YOUR POSTAL ADDRESS HERE

NUMBER/STREET/BOX NUMBER DETAILS

SUBURB/TOWN

STATE/POSTCODE

CONTACT NUMBER (WORK)

CONTACT NUMBER (HOME)

CONTACT NAME (PRINT)

F ()

()

G EMAIL ADDRESS

H **HOLDER IDENTIFICATION NUMBER (HIN)**

IF YOU ARE A SPONSORED PARTICIPANT WITHIN CHESS PLEASE ENTER YOUR HOLDER IDENTIFICATION NUMBER (HIN)

I DRAWER	BANK	BRANCH	TOTAL AMOUNT OF BSB NO.	CHEQUE ENCLOSED
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/>

PLEASE MAKE CHEQUE(S) PAYABLE TO 'GOLDEN WEST RESOURCES LIMITED - SHARE OFFER'

J I/We declare that this Application Form is completed according to the declaration/appropriate statement on the reverse of this Application Form and I/we agree to be bound by the Constitution of Golden West Resources Limited. The return of this Application Form with your cheque(s) for the Application Monies will constitute your offer to subscribe for Shares in the Company.

NO SIGNATURE REQUIRED

You should read the Prospectus carefully before completing this Application Form. No Securities will be issued or sold on the basis of this Prospectus later than 13 months after the date of this Prospectus. A person who gives another person access to this Application Form must at the same time and by the same means give the other person access to this Prospectus. During the Offer Period, any person may obtain a hard copy of this Prospectus on request and without charge by contacting Golden West Resources Limited.

INSTRUCTIONS APPLICATION FORM

HOW TO COMPLETE THE APPLICATION FORM

Apply as soon as possible. The Offer may close early.

Please use this Application Form - photocopies will not be accepted. Please complete all relevant sections of the Application Form USING BLOCK LETTERS. These instructions refer to relevant sections of the Application Form.

- A. Insert the Number of Shares for which you wish to apply. The Application must be for a minimum of 10,000 Shares and thereafter in multiples of 1,000 Shares.
- B. Insert the Total Amount of Application Money payable. To calculate your Application Money multiply the number of Shares applied for by the amount per Share payable.
- C. Write the Full Name(s) and Titles(s) of all legal entities that are to be recorded as the registered holder(s). Refer to the Name Standards below for guidance on valid registration.
- D. Enter the tax file number(s) of the Applicant(s). With a joint holding, only the tax file numbers of two holders are required.
- E. Enter your Postal Address for all communications from the Company. Only one address can be recorded. You may also enter your email address as the Company may choose to communicate with you via your email address.
- F. Enter your telephone numbers and contact person the Share Registry can speak to if they have any queries regarding this Application.
- G. If you are sponsored in CHESS by a stockbroker or other CHESS participants enter your Holder Identification Number (HIN).
- H. Payment must be made in Australian Currency and cheques must be drawn on an Australian Bank. Cheques or bank drafts must be payable to Golden West Resources Limited – Share Offer and crossed Not Negotiable. Cheques not properly drawn will be rejected. Cheques will generally be deposited on the day of receipt. If cheques are dishonoured the Application may be rejected.
- I. Before completing the Application Form the Applicant(s) state(s) they have read the Prospectus to which the Application relates. The Applicant(s) agree(s) that this Application is for Shares in Golden West Resources Limited upon and subject to the terms of the Prospectus, agree(s) to take any number of Shares equal to or less than the number of Shares indicated in Box A that may be allotted to the Applicants(s) pursuant to the Prospectus and declare(s) that all details and statements made are complete and accurate. It is not necessary to sign the Application Form.

Forward by post or deliver your completed Application Form together with the Application Money to:

Advanced Share Registry Services
P O Box 6283
East Perth WA 6892

OR

Advanced Share Registry Services
Level 7, 200 Adelaide Terrace
East Perth WA 6004

NAME STANDARDS

- Only legal entities may be registered as the holders of Securities.
- The full and correct name of each entity must be shown.
- Salutations such as Mr, Mrs and Ms should be included.
- In the event of an Applicant being a trust, the Application must be in the name of the trustee.
- Securities should not be registered in the name of a minor or a deceased person.
- An account designation can be included. If shown, it must be contained within one line and within the "<>" symbols. The last word of the designation must be ACCOUNT or A/C.

TYPE OF INVESTOR	CORRECT FORM OF REGISTRATION	INCORRECT FORM OF REGISTRATION
Individual	Mr John Alfred Smith	J A Smith
Company	Golden West Resources Limited	Golden West Resources
Joint Holdings	Mr Robert John Smith & Ms Joy Sally Smith	Robert John & Joy Smith
Trusts	Mrs Sue Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estates	Ms Jane Smith <Est John Smith A/C>	Estate of late John Smith or John Smith deceased
Minor (a person under the age of 18)	John Alfred Smith <Peter Smith>	Master Peter Smith
Partnerships	Mr John Smith and Mr Michael Smith <John Smith and Son A/C>	John Smith and Son
Clubs/Unincorporated Bodies/Business Names	Mr Michael Smith <Kalgoorlie Tennis Association A/C>	Kalgoorlie Tennis Association
Superannuation Funds	Fay Smith Pty Ltd <Super Fund A/C>	Fay Smith Pty Ltd Superannuation Fund

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SHARE REGISTRARS USE ONLY

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I DRAWER

BANK

BRANCH

TOTAL AMOUNT
OF BSB NO.

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\$

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Superannuation Funds	Fay Smith Pty Ltd <Super Fund A/C>	Fay Smith Pty Ltd Superannuation Fund

CORPORATE DIRECTORY

DIRECTORS

Dr John Leonard Daniels (Chairman)
Mr Gary Wayne Hutchinson (Managing Director)
Mr Michael Reginald Wilson
Dr George Peter Gregory
Mr Alan Paul Rudd

COMPANY SECRETARY

Mr John Palermo

REGISTERED OFFICE

Level 1
284 Oxford Street
Leederville, Western Australia, 6007

PRINCIPAL OFFICE

Suite 4
159 Main Street
Osborne Park, Western Australia, 6017
Telephone: (08) 9201 9202
Facsimile (08) 9201 9203
Website: www.goldenwestresources.com

CORPORATE ADVISER

Kirke Securities Ltd
6 Ord Street
West Perth, Western Australia, 6005

SOLICITORS

Pullinger Readhead Lucas
Second Floor
Fortescue House
50 Kings Park Road
West Perth, Western Australia, 6005

INDEPENDENT GEOLOGIST

Geological Investigations Pty Ltd
4 Minim Close
Mosman Park, Western Australia, 6012

INDEPENDENT ACCOUNTANT

Stanton Partners Corporate Pty Ltd
1 Havelock Street
West Perth, Western Australia, 6005

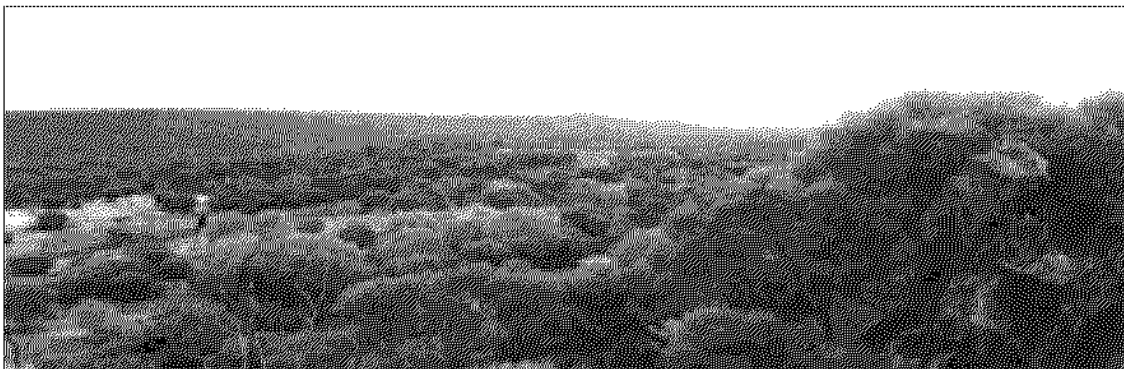
AUDITOR

Stanton Partners
1 Havelock Street
West Perth, Western Australia, 6005

SHARE REGISTRY

Advanced Share Registry Services
Level 7
200 Adelaide Terrace
Perth, Western Australia, 6000

Panoramic view of Wiluna West Project



GOLDEN WEST RESOURCES LIMITED

Suite 4, 159 Main Street
Osborne Park, Western Australia, 6017

Tel: (08) 9201 9202 Fax: (08) 9201 9203

Email: admin@goldenwestresources.com

Web: www.goldenwestresources.com

ABN 54 102 622 051

