

**EZENET LIMITED
(TO BE RENAMED “ORO VERDE LIMITED”)
ACN 083 646 477**

PROSPECTUS

For an offer of up to 25,000,000 Shares at an issue price of \$0.20 per Share to raise up to \$5,000,000.

Oversubscriptions of up to a further 10,000,000 Shares at an issue price of \$0.20 per Share to raise up to a further \$2,000,000 may be accepted.

The Offer includes a Priority Offer of up to 10,000,000 Shares to Shareholders registered as at the Priority Offer Record Date.

The Offer is conditional upon Shareholders approving, at the Annual General Meeting to be held on 28 November 2011, a change in nature and scale of activities, consolidation of capital, and the issue of the Shares offered by this Prospectus. Please refer to Section 4.2 of this Prospectus for further details.

IMPORTANT INFORMATION

This Prospectus is a re-compliance prospectus for the purposes of satisfying Chapters 1 and 2 of the ASX Listing Rules and to satisfy ASX requirements for re-listing following a change to the nature and scale of the Company's activities.

All references to the Shares in this Prospectus are made on the basis that the 1:3 Consolidation for which Shareholder approval will be sought at the Annual General Meeting held on 28 November 2011, has taken effect.

This is an important document that should be read in its entirety.

If you do not understand it you should consult your professional advisers without delay. The Shares offered by this Prospectus should be considered **highly** speculative.

CHANGE IN NATURE AND SCALE OF ACTIVITIES AND RE-COMPLIANCE WITH CHAPTERS 1 AND 2 OF THE ASX LISTING RULES

The Company has historically focused on marketing and selling technology enabling access to the internet via television sets as well as providing digital movies to the hospitality and mining industries. As announced to the ASX on 2 June 2011 and 10 June 2011, the Company entered into two acquisition agreements (**Acquisition Agreements**) pursuant to which it has agreed, subject to Shareholder approval, to acquire an initial 20% interest in the Chuminga copper and gold project in northern Chile (**Chuminga Project**) (with the option to acquire the remaining 80%), and a 100% interest in the Vega gold project in Chile (**Vega Project**). Please refer to Section 3.20 of this Prospectus for further details of the Acquisition Agreements.

The acquisition of the Projects will result in a significant change in the nature and scale of the Company's activities which requires approval of its Shareholders under Chapter 11 of the ASX Listing Rules. The Company has convened an Annual General Meeting to be held on 28 November 2011 to seek Shareholder approval for, amongst other approvals, the acquisitions pursuant to the Acquisition Agreements and the change in the nature and scale of the Company's activities. The Offer under this Prospectus is conditional on receipt of such Shareholder approval.

The Company's securities will remain suspended from trading on ASX from the date of the Annual General Meeting and will not be reinstated until satisfaction of the conditions to the Offer and ASX approving the Company's re-compliance with the admission requirements of Chapters 1 and 2 of the ASX Listing Rules.

There is a risk that the Company may not be able to meet the requirements of ASX for re-quotations on the ASX. In the event the conditions to the Offer are not satisfied or the Company does not receive conditional approval for re-quotations on ASX then the Company will not proceed with the Offer and will repay all application monies received.

IMPORTANT NOTICE

This Prospectus is dated 2 November 2011 and was lodged with the ASIC on that date. The ASIC and its officers take no responsibility for the contents of this Prospectus or the merits of the investment to which the Prospectus relates.

The expiry date of this Prospectus is at 5.00pm WST on that date which is 13 months after the date this Prospectus was lodged with the ASIC (**Expiry Date**). No securities may be issued on the basis of this Prospectus after the Expiry Date.

Application will be made to ASX within seven days after the date of this Prospectus for Official Quotation of the Shares the subject of this Prospectus.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws. 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.

This 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.

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

RISK FACTORS

Potential investors should consider that an investment in the Company is highly speculative and should consult their professional advisers before deciding whether to apply for Securities pursuant to this Prospectus. For further information in relation to the risk factors of the Company please refer to the summary in the Investment Overview Section and Section 6 of the Prospectus.

COMPETENT PERSON'S STATEMENT

The information in Sections 2, 3 and 5 of this Prospectus that relates to Exploration Results is based on information compiled by Dr Brad Farrell who is a Member of the Australasian Institute of Mining and Metallurgy. Dr Farrell has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity that he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Minerals Resources and Ore Reserves'. Dr Farrell consents to the inclusion in Sections 2, 3 and 5 of this Prospectus of the matters based on his information in the form and context in which it appears.

PHOTOGRAPHS AND DIAGRAMS

Photographs used in this Prospectus which do not have descriptions are for illustration only and should not be interpreted to mean that any person endorses the Prospectus or its contents or that the assets shown in them are owned by the Company. Diagrams in this Prospectus have been prepared by officers of the Company and are illustrative only and may not be drawn to scale. Unless otherwise stated, all data contained in charts, graphs and tables is based on information available at the date of this Prospectus.

WEB SITE – ELECTRONIC PROSPECTUS

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

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

CONSOLIDATION

UNLESS STATED OTHERWISE, ALL REFERENCES TO SECURITIES OF THE COMPANY AS SET OUT IN THIS PROSPECTUS ARE ON THE BASIS THAT THE 1:3 CONSOLIDATION (FOR WHICH APPROVAL WILL BE SOUGHT AT THE ANNUAL GENERAL MEETING) HAS OCCURRED.

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1. CORPORATE DIRECTORY

Directors

Wolf Martinick (Chairman and Managing Director)

Brad Farrell (Technical Director)

Ross O'Dea (Non Executive Director)

David Ward (Non Executive Director)

Company Secretary

Brett Dickson

Current ASX Code

EZE

Proposed ASX Code

OVL

Australian Solicitors

Steinepreis Paganin
Level 4, The Read Buildings
16 Milligan Street
Perth WA 6000

Chilean Solicitors

Dupouy Mendez & Cia
Av. La Dehesa 1201
Of. 312, Barnechea,
Santiago, Chile

Investigating Accountant

Hewitt Turner & Gelevitis
Suite 4, 1st Floor
63 Shepperton Road,
Victoria Park WA 6100

Registered Office

Level 1
30 Richardson Street
West Perth WA 6005

Telephone: + 61 8 9481 2555

Email:
Brett.Dickson@azureminerals.com.au

Website: <http://www.ezenet.com.au>

Share Registry*

Security Transfer Registrars Pty Ltd
770 Canning Highway
Applecross WA 6153

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

Independent Geologist

Al Maynard & Associates
9/280 Hay Street
Subiaco WA 6008

Auditor

Hewitt Turner & Gelevitis
Suite 4, 1st Floor
63 Shepperton Road,
Victoria Park WA 6100

Corporate Advisors

DJ Carmichael Pty Ltd
Level 3
216 St. George's Terrace
Perth WA 6000

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

2. CHAIRMAN'S LETTER

Dear Shareholder and Investor,

It is with great pleasure that I inform you of Ezenet's aim to become a copper and gold explorer in Chile. The change to mineral exploration, and the acquisition of relevant projects, is deemed to be a "change of activity" that requires re-compliance with Chapters 1 and 2 of the listing rules of the Australian Securities Exchange ("ASX") to change Ezenet's listing from the industrial to the mining board.

The Board's focus is on developing copper and gold opportunities as these minerals are enjoying strong commodity prices.

Chile is a mineral-prospective country. It is the world's largest copper producer and is a significant gold producer. Chile is politically and financially stable, has a well-established mining culture, and excellent infrastructure, skills and services. The managerial and technical skills of its people and commitment to mining were demonstrated during the successful mine rescue in 2010 that captured the world's attention. For these reasons we want to mine and operate in Chile.

To achieve our objectives, we request that Shareholders approve the proposed change of activity, and Ezenet's name-change to "Oro Verde Limited". The new name represents the gold (oro) and green (verde) colours of Australia and the two main metals, gold and copper, we are seeking in Chile. It also indicates our commitment to operate in an environmentally and socially sustainable manner, and acknowledges the Spanish heritage of Chile and its neighbours.

The change of activity necessitates a change in the skill-set of the Directors of the Board to meet the demands of exploring and mining in Chile. Hence I have invited Dr Brad Farrell, an experienced and successful geologist, to become our Technical Director.

Dr Farrell was the founding Chairman, Managing Director and architect of Basin Minerals Limited ("Basin"), a minerals exploration company listed on the ASX from 1997 to 2002. I was also a founding director of Basin. Basin discovered and brought to bankable feasibility study the large Douglas mineral sand deposits in the State of Victoria. After listing on ASX at a price of \$0.20 per Basin share in 1997, Basin was acquired by Iluka Minerals Limited in 2002 for \$2.10 per Basin share.

Mr Juan Pablo Errazuriz-Hochschild is our Chilean-based Technical Advisor. He is a very successful and experienced process engineer and director of seven mining companies owned and operated by the Errazuriz-Hochschild family.

For the last two years, Dr Farrell and I have searched for suitable copper/gold projects in Chile and neighbouring countries. We established Green Mining Ltda, Ezenet's Chilean-registered exploration and mining company in Santiago in 2010; appointed Juan José Gutiérrez Vélez, an experienced project engineer, as our Chilean country manager; established a network of excellent contacts; secured the right to 100% of two very exciting exploration projects, Chuminga and Vega; and are actively pursuing additional exploration projects.

Technical and commercial details on the Chuminga and Vega projects and agreements were announced on 2 and 10 June 2011 and are outlined in this Prospectus.

Based on exploration data reviewed by major international mining houses, including AUR Resources (now part of Teck Cominco) and Rio Tinto Zinc Mining and Exploration ("RTZ"), the Chuminga project has an exploration target of 50 to 60 million tonnes of 1.0 to 1.1 % copper, 0.3 to 0.4 grams per tonne gold and 0.5% to 1% zinc. The potential quantity and grade of this target is conceptual in nature, as there has been insufficient exploration to define a Mineral Resource and it is uncertain if further exploration will result in the determination of a Mineral Resource.

Chuminga is located 1,500 km north of Santiago in the Atacama Desert, 1.5 km from the Pacific Ocean and 650 metres above sea level on the ocean-facing side of the Coastal

Cordillera, a coastal mountain range. Locally Chuminga is some 60 km north of the regional mining and mineral processing centre and port of Taltal and about 115 km south of the regional city and port of Antofagasta, and is accessible by road from both. The region supports many mines, including the world-class Mantos Blancos, Chuquicamata and Escondida copper mines. About 30 km south of Chuminga is the Montecristo copper processing plant that has unused operating capacity and may be available to process minerals from Chuminga if the Company were to bring the Chuminga Project into production. When reviewing the project, RTZ considered Chuminga to be a “*significant mineralised body*” that did not meet RTZ’s investment criteria of finding exceptionally large projects.

The acquisition of Chuminga will give Ezenet an advanced and highly prospective copper/gold project. This purchase from the Errazuriz-Hochschild Group of Companies is likely to establish close links with one of Chile’s most highly respected and successful business families, as the Errazuriz-Hochschild Group of Companies have the right in the Chuminga sale agreement to acquire up to 19.9% of the issued share capital of Ezenet. We are looking forward to having a very valuable and highly respected Chilean partner to assist developing Chuminga and Vega and securing additional projects in Chile and neighbouring countries.

The Vega Project is located in the Andes about 500 km north of Santiago and 15 km west of the Argentinean border. It is located centrally within the highly prospective El Indio Gold Corridor where significant deposits of gold and silver have been discovered by the world’s largest gold mining company, Barrick Gold Corporation (“Barrick”). The 28 square km Vega project area is surrounded by tenements owned by Barrick. Vega is about 20 km north of the famous, now closed, El Indio Gold Mining Centre owned by Barrick. El Indio produced 4.5 million ounces of gold, 25 million ounces of silver and 472,000 tonnes of copper from underground and open pit operations in its 23 year life from 1979 to 2002. Barrick mined 16.8 million tonnes of ore at an overall recovered grade of 8.33 g/t gold, 46.3 g/t silver and 2.81% copper.

El Indio was famous for its production of direct shipping ore in the beginning of its mining life, when 190,000 tonnes of ore produced 1.2 million ounces of gold at an overall average grade of 6.3 ounces of gold per tonne.

Geophysical data suggests that Vega offers the opportunity of a similar high grade epithermal gold discovery. A number of clear drill targets which are evident in the data are readily accessible for drill evaluation in the Andean summer of 2012.

We have completed sufficient legal and technical due diligence on Vega and Chuminga to ensure that ownership is secure and to substantiate available technical data. We intend conducting the following tasks and technical due diligence on Chuminga:

- (a) A magnetic survey over the 900 ha Chuminga leases and especially over the known mineralised areas once initial drilling is completed in November 2011;
- (b) Construction of an access road and drill pads to drill 7 diamond-drill holes for a total of 1400 meters; commenced in August, 2011 and is to be completed in early November 2011;
- (c) Channel sampling of 204 metres of strike of the mineralised breccia over 1 meter sample intervals which was successfully completed in early October 2011 producing similar Cu and Au results to the historic results and confirming the bulk tonnage potential of the mineralisation at Chuminga;
- (d) Diamond drilling of 7 holes for a total of about 1400 meters due to commence in mid November 2011; and
- (e) An Induced Polarisation (IP) survey over mineralisation identified in previous studies and drilling to date and by the magnetic survey.

Technical due diligence is sufficiently advanced to give us the confidence to confirm our initial assessment of Chuminga and support our recommendation to Shareholders to approve

the acquisition of an initial 20% interest in Chuminga and to authorise the acquisition of 100% of the Vega and the Chuminga projects as detailed in the respective acquisition agreements.

Following the change of activity, we propose to continue the due diligence drilling at Chuminga with an aggressive drilling programme which will be designed considering the results from the magnetic and IP surveys, due diligence drilling and proposed mapping and sampling of surface geology.

We expect to drill Vega in January 2012 when favourable weather conditions are likely.

To fund ongoing exploration and to provide resources to acquire additional projects, we are seeking to raise \$5,000,000 through an issue of 25 million Shares at a price of \$0.20 per Share, with provision for oversubscriptions of a further 10,000,000 Shares to raise a further \$2,000,000. To enable funds to be raised at this price (as is required to re-comply with Chapters 1 and 2 of the listing rules) Ezenet is seeking approval at its Annual General Meeting for a consolidation of its securities on a 1 for 3 basis.

I expect that a large portion of the raising under this Prospectus will come from new investors, including investment funds. To ensure that our existing Shareholders have the opportunity to participate in this investment, the raising includes a priority offer of 10,000,000 Shares (\$2,000,000) to existing Shareholders. We invite all Shareholders to take up Shares under this Priority Offer, and encourage Shareholders with small shareholdings to increase their investment to a marketable parcel (at least \$2000 by value) by taking up additional Shares.

To reward the loyalty of our existing shareholders and the support of our new investors, we intend to undertake an entitlement issue of Loyalty Options approximately three months after our re-admission to trading on ASX, on the basis of one loyalty option for every two Shares held at the record date. The Loyalty Options are to be listed, and will be issued at an issue price of 1 cent, an exercise price of \$0.20 and an expiry date of 31 December 2013.

In addition to the Loyalty Option issue, the Board has adopted an employee option plan to provide incentives to, and encourage share ownership by, our key employees and consultants.

The Chuminga and Vega acquisitions provide exciting growth opportunities and meet our objective to obtain high quality, advanced exploration projects with the potential for early cash flow in one of the world's most prospective and politically and financially stable countries.

I look forward to developing our Chilean interests in a financially, socially and environmentally sustainable manner, and in the process secure significant benefits for Shareholders. On behalf of the Board, I commend the Offer to you and look forward to Shareholders being rewarded for their support and to welcoming new shareholders.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Wolf Martinick', with a long horizontal flourish extending to the right.

Dr Wolf Martinick
Chairman and Managing Director

3. INVESTMENT OVERVIEW

This section is a summary only and not intended to provide full information for investors intending to apply for Shares offered pursuant to this Prospectus. This Prospectus should be read and considered in its entirety.

3.1 The Company

The Company was incorporated on 29 July 1998 for the primary purpose of marketing and selling technology enabling access to the internet via television sets.

The Company proposes, subject to Shareholder approval, to undertake a change of activities to become a gold and copper explorer with interests in Chile. Further information regarding the Company is set out in Section 5 of this Prospectus.

3.2 Business Model

The Company has entered in to the Acquisition Agreements to acquire an initial 20% interest in the Chuminga Project (with the option to acquire the remaining 80%), and a 100% interest in the Vega Project.

Previous exploration over the Projects has defined targets which have been subjected to limited follow up exploration. The Company proposes to complete geological mapping and surface sampling, followed by a mix of geophysical surveys and drilling to test known targets as well anomalies defined through the geophysical surveys.

Summaries of the Acquisition Agreements are contained in Section 3.20 of this Prospectus.

A summary of the Projects is set out in Section 5 of this Prospectus and more detailed information is included in the Independent Geologist's Report in Section 7 of this Prospectus.

3.3 The Objectives

The Company's main objectives on completion of the Offer are the:

- (a) acquisition of the Chuminga and Vega Projects pursuant to the Acquisition Agreements;
- (b) completion of the resultant change of activities and re-admission to the Official List;
- (c) exploration and appraisal of the Projects; and
- (d) assessment and, if appropriate, acquisition of additional projects that are considered by the Board to add value to the Company.

3.4 Key Risks

The business, assets and operations of the Company are subject to certain risk factors that have the potential to influence the operating and financial performance of the Company in the future. These risks can impact on the value of an investment in the securities of the Company.

The Board aims to manage these risks by carefully planning its activities and implementing risk control measures. Some of the risks are, however, highly unpredictable and the extent to which they can effectively manage them is limited.

Set out below are specific risks that the Company is exposed to. Further general risks associated with an investment in the Company are outlined in Section 6.

Risks relating to the change in nature and scale of activities

Re-Quotation of Shares on ASX

The acquisition of the Chuminga Project and Vega Project constitutes a significant change in the nature and scale of the Company's activities and the Company needs to re-comply with Chapters 1 and 2 of the ASX Listing Rules as if it were seeking admission to the official list of ASX.

There is a risk that the Company may not be able to meet the requirements of the ASX for re-quotation of its Shares on the ASX. Should this occur, the Shares will not be able to be traded on the ASX until such time as those requirements can be met, if at all. Whilst this is not a risk for new investors in so far as their funds will be returned should the Company not successfully re-comply, it is a risk for existing Shareholders in the Company who may be prevented from trading their Shares should the Company be suspended until such time as it does re-comply with the ASX Listing Rules.

Counterparty and Contractual Risk

Pursuant to both the Chuminga and Vega Acquisition Agreements (summarised at Section 3.20 of this Prospectus) the Company has agreed to acquire 100% of each of the two projects subject to the fulfilment of certain conditions precedent, including the Company re-complying with Chapters 1 and 2 of the ASX Listing Rules as if it were seeking admission to the official list of ASX.

The ability of the Company to achieve its stated objectives will depend on the performance by SCM and CCL of their respective obligations under these agreements. If SCM and CCL or any other counterparty defaults in the performance of their obligations, it may be necessary for the Company to approach a court to seek a legal remedy.

Legal action instituted in Australia or overseas can be costly. Furthermore, the Chuminga and Vega Acquisition Agreements are governed by laws of jurisdictions outside Australia. There is a risk that the Company may not be able to seek the legal redress that it could expect under Australian law, and generally there can be no guarantee that a legal remedy will ultimately be granted on the appropriate terms.

Risks relating to the Company's operations

Exploration Risks

The business of mineral exploration involves risks by its very nature. To prosper, it depends on the successful exploration appraisal and development of economic reserves.

The outcome of exploration programs will affect the future performance of the Company and its Shares. Exploration operations may be curtailed or shut down for considerable periods of time due to any of the following factors:

- (a) disruptions to the transport chain;
- (b) government regulation; and
- (c) force majeure.

These curtailments may continue for a considerable period of time resulting in a material adverse effect on the results of operations and financial condition of Ezenet.

Further, the exploration for and production of minerals involves certain operating hazards, such as:

- (a) failure and or breakdown of equipment;
- (b) adverse geological, seismic and geotechnical conditions;
- (c) industrial accidents;
- (d) labour disputes;
- (e) adverse weather conditions;
- (f) pollution; and
- (g) other environmental hazards and risks.

Any of these hazards could cause the Company to suffer substantial losses if they occur.

The future exploration activities of the Company may not be successful. Unsuccessful exploration activities could have a material adverse effect on the results of operations and financial condition. Although the Company has identified an initial exploration target of 50 to 60 million tonnes of 1.0 to 1.1% Copper, 0.30 to 0.40 grams per tonne of gold and 0.5% to 1.0% Zinc, it cannot guarantee that it will be able to commence production from the target.

The potential quantity and grade of these copper and gold minerals targets within the Chuminga and Vega Projects is conceptual at present as there has been insufficient exploration to define mineral resources, and it is uncertain whether further exploration will result in the delineation or discovery of mineral resources within either of the Projects. Therefore, there is no guarantee that exploration activities will lead to commercial mining operations.

Licence applications and renewal risk

The Mining Concessions are located in Chile. The licences are subject to applications for renewal or grant (as the case may be). The renewal or grant of the terms of each licence is usually at the discretion of the relevant government authority. Additionally, licences are subject to a number of specific legislative conditions. The inability to meet these conditions could affect the standing of a licence or restrict its ability to be renewed.

If a licence is not renewed or granted, the Company may suffer significant damage through the loss of opportunity to develop and discover mineral resources on that licence.

Environmental risk

The Chuminga and Vega Projects are subject to rules and regulations regarding environmental matters including obtaining the approval of an environmental impact study or assessment depending on location and impacts. As with all mineral projects, the Chuminga and Vega Projects are expected to have a variety of environmental impacts should development proceed. Development of the Projects will be dependent on the Company satisfying environmental guidelines and, where required, being approved by government authorities.

Failure to obtain such approvals will prevent the Company from undertaking its desired activities. The Company is unable to predict the effect of additional environmental laws and regulations that may be adopted in the future, including whether any such laws or regulations would materially increase the Company's costs of doing business or affect its operations in any area.

Exchange rate fluctuations

The expenditure of the Company is and will be taken into account in Australian, US and Chilean currencies, exposing the Company to the fluctuations and volatility of the rates of exchange between the US dollar, the Australian dollar and Chilean peso as determined in international markets.

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company and prospective applicants should refer to the additional risk factors in Section 6 of this Prospectus before deciding whether to apply for Shares pursuant to this Prospectus.

3.5 The Offer

The key information relating to the Offer and references to further details are set out below.

The Company invites applications for up to 25,000,000 Shares at an issue price of \$0.20 per Share to raise up to \$5,000,000. Oversubscriptions of up to a further 10,000,000 Shares at an issue price of \$0.20 per Share to raise up to a further \$2,000,000 may be accepted.

The Offer comprises a Priority Offer to Shareholders as at the Priority Offer Record Date as well as a Public Offer which is open to all other investors.

Priority Offer

The Company will offer 10,000,000 Shares (of the 25,000,000 Shares being offered under this Prospectus) in priority to Shareholders of the Company registered as at the Priority Offer Record Date (**Eligible Shareholders**). Eligible Shareholders, particularly those holding less than 10,000 Shares (post Consolidation) are encouraged to apply for Shares under the priority offer to increase their holding to a marketable parcel.

The priority given to each Shareholder will be in respect of a minimum of that number of Shares required to increase the Shareholder's total shareholding in the Company to 10,000 Shares (post Consolidation). Eligible Shareholders will receive a personalised Application Form setting out their individual application amount.

Shares for each Eligible Shareholder on a first-come, first-served basis (**Entitlement**). To the extent that any Eligible Shareholders apply for more than

their Entitlement and there remains a balance of Shares out of the Priority Offer pool, the Company will, at the Directors' discretion, allocate the balance to those Applicants.

To the extent that subscriptions from Eligible Shareholders under the Priority Offer exceed 10,000,000 Shares in total, the Directors will treat such Applications for excess Shares as Applications for Shares under the Public Offer.

The Directors retain absolute discretion when deciding whether or not to accept any particular Application in part or in full and will not be liable to any Eligible Shareholder who is not allocated Shares.

If any of the Shares available for Eligible Shareholders are not applied for by 5:00pm on the Priority Offer Closing Date, those Shares will form part of the Public Offer.

All Shareholders may apply for Shares under the Public Offer.

Public Offer

The pool for the Public Offer will be 15,000,000 Shares, plus any Shares not applied for by Shareholders under the Priority Offer.

Applicants should note that the Directors retain an overriding right to do any of the following at their discretion in relation to the Public Offer:

- accept the Application in full;
- accept the Application in respect of a lesser number of Securities than applied for; or
- decline the Application.

The Shares offered under this Prospectus will rank equally with the existing Shares on issue. Rights and liabilities attaching to the Shares are summarised in the Section 11.2 of this Prospectus.

Indicative timetable¹

Event	Date
Lodgement of Prospectus with the ASIC and opening date of the Priority Offer and the Public Offer	2 November 2011
Priority Offer Closing Date	24 November 2011
Suspension of the Company's securities from trading on the ASX (at the opening of trade)	28 November 2011
Annual General Meeting	28 November 2011
Public Offer Closing Date	7 December 2011
Issue of Shares and dispatch of holding statements	14 December 2011
Settlement of Acquisitions	18 December 2011
Expected date for re-quotation of the Company's Shares on ASX	18 December 2011

Note 1 - This timetable is indicative only and subject to change. The Directors of the Company reserve the right to amend the timetable.

<u>KEY INFORMATION</u>	<u>FURTHER DETAILS</u>
Type of security being offered and its rights and liabilities Fully paid ordinary shares in the capital of the Company ranking equally with the existing Shares on issue.	Section 11.2
Minimum subscription of the Offer \$1,000,000	Section 4.4
How to apply for Shares Complete and return the Application Form together with payment in full for the quantity of Shares being applied for. Applications must also be for a minimum of 10,000 Shares and thereafter in multiples of 1,000 Shares.	Section 4.3 and Application Form
Will the securities be listed? Application for Official Quotation by ASX of the Shares offered pursuant to this Prospectus will be made within 7 days after the date of this Prospectus.	Section 4.6
How will Shares be allocated? The Directors will determine the allottees in their sole discretion.	Section 4.5
Where will the Offer be made? No action has been taken to register or qualify the Shares, or, otherwise permit a public offering of the Shares the subject of this Prospectus, in any jurisdiction outside Australia. 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.	Section 4.7
Broker commissions The Company reserves the right to pay a commission of 6% (exclusive of goods and services tax) of amounts subscribed through any licensed securities dealers or Australian financial services licensee and accepted by the Company.	Section 4.8
CHESS & Issuer Sponsorship The Company will apply to participate in CHESS, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHESS will be issuer sponsored by the Company.	Section 11.13
Who should I contact with queries? Any questions concerning the Offer should be directed to Mr Brett Dickson, Company Secretary, on +61 8 9481 2555.	

3.6 Purpose of the Offer

The purpose of the Offer is to meet the requirements of ASX and re-comply with Chapters 1 and 2 of the ASX Listing Rules and to provide additional funds to:

- (a) complete the acquisition of the Projects;
- (b) explore and appraise the Projects; and
- (c) assess and, if appropriate, acquire additional projects that are considered by the Board to add value to the Company.

On completion of the Offer, the Board believes the Company will have sufficient working capital to achieve these objectives.

3.7 Use of Funds

The Company intends to apply funds raised from the Offer, together with existing cash reserves, over the first two years following admission of the Company to the official list of ASX as follows:

Funds available	Assuming Minimum Subscription \$1,000,000¹ (\$)	Assuming Offer Fully Subscribed¹ (\$5,000,000) (\$)	Funds Allocation (assuming full subscription) %	Assuming Offer Over Subscribed (\$7,000,000) (\$)
Existing cash reserves ²	1,519,421	1,519,421	18.3%	1,519,421
Proceeds from AFS Investment ³	1,800,000	1,800,000	21.6%	1,800,000
Funds raised from the Offer	1,000,000	5,000,000	60.1%	7,000,000
Total	4,319,421	8,319,421	100.0%	10,319,421
Allocation of funds				
Expenses of the Offer ⁴	469,000	709,000	8.5%	829,000
Exploration expenditure ⁵	1,560,000	4,260,000	51.2%	4,260,000
Administration costs ⁶	500,000	750,000	9.0%	750,000
Project generation	0	500,000	6.0%	2,380,000
Working capital	1,790,421	2,100,421	25.3%	2,100,421
Total	4,319,421	8,319,421	100.0%	10,319,421

¹ The minimum subscription under the Offer is \$1,000,000, full subscription is \$5,000,000, and the Company may accept oversubscriptions of a further \$2,000,000 (total \$7,000,000).

² Refer to the Investigating Accountant's Report set out in Section 8 of this Prospectus for further details.

³ "AFS Investment" means "available for sale financial assets". The value of such assets in this table is shown the approximate market value in Australian dollars as at the date of this Prospectus.

⁴ Refer to Section 11.9 of this Prospectus for further details.

⁵ Exploration expenditure for the two years after the date of this Prospectus. Refer to the Independent Geologist's Report in Section 7 of this Prospectus for further information on the planned exploration activities and expenditure budget for the Projects.

⁶ Administration expenses for the 12 months after the date of this Prospectus.

In the event the Company raises more than the minimum subscription of \$1,000,000, the additional funds raised will be first applied towards the increase in expenses of the Offer, followed by allocation towards further exploration expenditure then project generation, with any remaining funds used for working capital purposes.

The above table is a statement of current intentions as of the date of this Prospectus. As with any budget, intervening events (including exploration success or failure) and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.

3.8 Capital Structure

The capital structure of the Company following completion of the Offer (assuming the offer is fully oversubscribed) is summarised below¹:

Shares²	Number
Shares on issue as at the date of this Prospectus	181,569,497
Total Shares before Consolidation	181,569,497
Total Shares after 1 for 3 Consolidation	60,523,166
Issue of Shares to SCM for acquisition of Initial Interest ³	2,077,296
Issue of Shares pursuant to the Offer ⁴	35,000,000
Total Shares on completion of the Offer and change of activities	97,600,462

Options	Number
Options on issue as at the date of this Prospectus	Nil
Issue of Options to DJ Carmichael	2,500,000
Issue of Options to Directors, employees and consultants ⁵	21,750,000
Total Options on completion of the Offer and change of activities	24,250,000

Notes:

1. All figures above are on a post-Consolidation basis
2. The rights attaching to the Shares and Options are summarised in Sections 11.2 and 11.3 respectively of this Prospectus.
3. These Shares relate to the acquisition of the initial 20% interest in the Chuminga Project, and are proposed to be issued on a post-Consolidation basis. The consideration for this acquisition is US\$300,000, to be satisfied by the issue of Shares at A\$0.05 per Share on a pre-Consolidation basis, or A\$0.15 on a post-Consolidation basis. The figure of 2,077,296 is based on a USD/AUD exchange rate of 0.96279, being the prevailing exchange rate as at 3 October 2011. The actual number of Shares issued to SCM may vary as a consequence of a fluctuation in the USD/AUD exchange rate between 3 October 2011 and the date of issue of the Shares.
4. Assumes that the Offer is fully subscribed and that all over-subscriptions are accepted.
5. Refer to Section 11.3 of this Prospectus for the terms of these Options.

3.9 Loyalty Option Issue

The Board of Ezenet Limited announced to the market on 4 October 2011 that all Shareholders registered on the share register of the Company within approximately three months following the re-admission of the Company to the Official List of ASX (record date to be confirmed) will be entitled to participate in a proposed non-renounceable entitlements issue of options (**Loyalty Options**) on the basis of one Loyalty Option for every two Shares held at the record date. The Loyalty Options are to be issued at an issue price of 1 cent with an exercise price of \$0.20 and expiring 31 December 2013. The Board advised that it will re-assess the terms and conditions of the proposed offer of Loyalty Options based on market and other conditions closer to the time of the Loyalty Option offer.

3.10 Substantial Shareholders

Those Shareholders holding 5% or more of the Shares on issue both as at the date of this Prospectus and on completion of the Offer (assuming full subscription) are set out in the respective tables below.

As at the date of the Prospectus

Shareholder	Shares		Options	% (undiluted)	% (fully diluted)
	Pre-Consolidation	Post-Consolidation			
Wolf Martinick ¹	32,546,762	10,848,921	-	17.93	17.93
Brad Farrell ²	13,759,326	4,586,442	-	7.58	7.58

¹ Held by Dr Wolf Gerhard Martinick, Martinick Investments Pty Ltd <Martinick Super> and Glenda Martinick (spouse of Dr Martinick).

² Held by Inkjar Pty Ltd and Suparell Pty Ltd.

On completion of the Offer (on a post Consolidation basis, assuming the Offer is fully over-subscribed and assuming no existing substantial Shareholder subscribes and receives additional Shares pursuant to the Offer)

Shareholder	Shares	Options ³	% (undiluted)	% (fully diluted)
Wolf Martinick ¹	10,848,921	7,500,000	11.12	15.06
Brad Farrell ²	4,586,442	7,500,000	4.70	9.92

¹ Held by Dr Wolf Gerhard Martinick, Martinick Investments Pty Ltd <Martinick Super> and Glenda Martinick (spouse of Dr Martinick). Subject to receipt of Shareholder approval, Dr Martinick intends to subscribe for 500,000 Shares under the Offer.

² Held by Inkjar Pty Ltd and Suparell Pty Ltd. Subject to receipt of Shareholder approval, Dr Farrell intends to subscribe for 500,000 Shares under the Offer.

³ Please refer to Section 11.3 of this Prospectus for the terms of these Options .

The Company will announce to the ASX details of its top-20 Shareholders (following completion of the Offer) prior to the Shares commencing trading on ASX.

3.11 Restricted securities

Subject to the Company being admitted to the Official List, certain Shares and Options on issue prior to the Offer will be classified by ASX as restricted securities and will be required to be held in escrow for up to 24 months from the date of Official Quotation. During the period in which these securities are prohibited from being transferred, trading in Shares may be less liquid which may impact on the ability of a Shareholder to dispose of his or her Shares in a timely manner.

The Company will announce to the ASX full details (quantity and duration) of the Shares and Options required to be held in escrow prior to the Shares commencing trading on ASX.

3.12 Financial information

Following an extended period of suspension and the proposed Acquisitions, the Company will be in the early stages of exploring the land the subject of the Projects. Therefore, the Company's recent operational and financial historical performance is limited.

The following table sets out a summary of the Company's historical audited financial statements for the three most recent financial years and the most recent unaudited financial statement of the Company.

	30/9/11 Unaudited (\$)	30/6/11 Audited (\$)	30/6/10 Audited (\$)	30/6/09 Audited (\$)
ASSETS				
Current Assets				
Cash and cash equivalents	1,486,838	1,519,421	2,428,947	1,285,948
Receivables	38,932	23,056	17,866	513,459
Other	1,469	5,881	5,711	-
Total current assets	1,527,239	1,548,358	2,452,524	1,799,407
Non-current assets				
Available-for-sale financial assets	3,214,829	4,257,225	1,038,933	703,252
Plant and equipment	1,301	1,576	2,944	3,090
Exploration & evaluation expenditure	918,964	900,000	-	-
Total non-current assets	4,135,094	5,158,801	1,041,877	706,342
Total assets	5,662,333	6,707,159	3,494,401	2,505,749
LIABILITIES				
Current liabilities				
Payables	271,568	279,042	150,157	158,620
Provisions	9,640	7,229	-	-
Total current liabilities	281,208	286,271	150,157	158,620

Total liabilities	281,208	286,271	150,157	158,620
Net assets	5,381,125	6,420,888	3,344,244	2,347,129
EQUITY				
Issued capital	12,081,365	12,081,365	10,612,254	9,169,348
Reserves	2,055,861	2,453,474	1,258,233	949,823
Accumulated losses	(8,756,101)	(8,113,951)	(8,526,243)	(7,772,042)
Total equity	5,381,125	6,420,888	3,344,244	2,347,129

The Company's funding will be generated from the Offer the subject of this Prospectus. The Company expects to raise further funding from the issue of Shares in the future. There is also the potential for the Company to raise funds from the sale of its shareholding in Weatherly International plc. Refer to Section 5.6 of this Prospectus for further details on this investment.

Following the Acquisitions, if the Company's proposed exploration is successful and the Company chooses to develop the Projects then the Company may also consider debt funding.

As a result, the Company is not in a position to disclose any key financial ratios other than its balance sheet which is set out in the Investigating Accountant's Report in Section 8. Investors should read the Investigating Accountant's Report in full.

3.13 Taxation

The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation viewpoint and generally.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of subscribing for Shares under this Prospectus.

3.14 Dividend policy

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

Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on the availability of distributable earnings and operating results and financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.

3.15 Directors and key personnel

Current Directors

Wolf Martinick

B.Sc, Ph.D.

(Chairman and Managing Director)

Dr Wolf Martinick was appointed as a director and chairman on 13 January 2003. He is an environmental scientist with over 40 years experience in mineral exploration and mining projects around the world, attending to environmental, water, land access and indigenous people issues. He has conducted due diligence on mining projects around the world on behalf of international financial institutions and resource companies for a variety of transactions including listings on international stock exchanges, mergers and debt financing. He is a Fellow of the Australian Institute of Mining and Metallurgy.

He is a founding director and former chairman of Weatherly International plc, an AIM listed company with copper mines in Namibia; Ezenet has about 18.3 million shares in Weatherly. He was also a founding director of Basin Minerals Limited, an ASX listed mineral exploration company that discovered a world-class mineral project in Victoria, Australia, that was acquired by Iluka Resources Limited in 2003. He is also Chairman of ASX listed Sun Resources Limited (appointed 19 February 1996) and a non executive Director of Azure Minerals Ltd (appointed 1 September 2007).

During the last three years he was also a director of Carbine Resources Limited (resigned 4 November 2008); Uran Limited (resigned 30 November 2010) and Windimurra Vanadium Ltd (resigned 2 October 2009).

Brad Farrell

(Technical Director)

Dr Brad Farrell has 43 years experience in the worldwide exploration and evaluation of a variety of commodities. Dr Farrell has managed numerous and extensive exploration programs for both junior and major companies which have resulted in discoveries that are currently in production. Dr Farrell has also been involved in the corporate management of listings on the ASX.

Dr Farrell holds a Bachelor of Science (Honours - Economic Geology) from the University of Adelaide and a Master of Science and Doctor of Philosophy from the University of Leicester. Dr Farrell is a Fellow of the Australian Institute of Mining and Metallurgy, a Chartered Professional Geologist of that organization, a Member of the Mineral Industry Consultants Association, a Member of the Institute of Materials, Minerals and Mining, a Chartered Engineer of that organisation and a Member of the Petroleum Exploration Society of Australia.

Ross O'Dea

(Non Executive Director)

Mr Ross O'Dea was appointed a director on 7 March 2002. He is a former Business Development Manager for The West Australian Newspaper with 35 years media experience in radio, television, press and outdoor advertising. Mr O'Dea was contracted to the TAB Western Australia as Manager, Media Services, which concluded on 11 June 2004. Mr O'Dea was appointed Managing Director of Ezenet on 1 September 2007 and resigned from this position on 10 August, 2011.

David Ward

Assoc. Admin., Assoc. Acctg., FTIA, ACA.
(Non Executive Director)

Mr David Ward was appointed a director on 22 July 2005. After service in the Australian Army, Mr Ward graduated from the WA Institute of Technology in Accounting and Business Administration, and trained as an Auditor and Tax Agent. Having established the "Tax Hut" tax and accounting centres in 1995, he practices in West Perth and participates in organisations providing commercial and social dispute resolution.

Management and Consultants**Brett Dickson**

B Bus, CPA
(Company Secretary)

Mr Brett Dickson was appointed Company Secretary on 1 July 2009. He is a Certified Practising Accountant with a Bachelor degree in Economics and Finance from Curtin University. He has over 20 years experience in the financial management of companies, principally companies in early stage development of its resources or product, and offers broad financial management skills to the Company. He has been Chief Financial Officer for a number of resource companies listed on the ASX. In addition, he has had close involvement with the financing and development of a number of greenfield resources projects.

John Traicos

BA (Hons), BI, LLB
(General Manager)

Mr John Traicos is a lawyer with more than 30 years experience in legal, commercial and corporate affairs in Australia and Southern Africa.

In Southern Africa he has held senior positions in public and private companies fulfilling both executive and non executive roles. He has acted as a corporate lawyer and commercial manager to several Australian resource companies and has been involved in resource projects and acquisitions in Australia, Africa and Indonesia.

Mr Traicos has held the positions of Company Secretary, Legal and Commercial Manager for Perilya Limited (2000 – 2005), Tanami Gold NL (2005-2007) and Commercial Legal Manager for Strike Energy Limited (2007-2011).

Juan Pablo Errazuriz-Hochschild

(Chilean Consultant)

Mr Juan Pablo Errazuriz-Hochschild is an Industrial Engineer with over 35 years experience in planning, commissioning and managing a range of mining and mineral processing projects in Chile. He has particular expertise in developing metallurgical solutions for the recovery of metals, especially copper, gold and silver from complex ores.

He is a non executive director of the following Chilean companies that are part of the long established Errazuriz-Hochschild family companies: Cia. Minera Pura; Cia. Minera Carmen Bajo; Cia. Minera Teresita; Cia. Minera Sali Hochschild; Cia. Minera Santa Rosa; Cia. Minera Las Pintadas; Cia. Minera Paposo; Cia. Minera Chuminga and Cia. Minera Chumi.

Mr Errazuriz- Hochschild manages a number of mining feasibility studies for the Errazuriz-Hochschild Group of Companies and is involved at senior management level in several mines and tailings treatment operations.

He has extensive technical and Chilean expertise and an extensive international and local network of technical and commercial contacts that will assist Ezenet to secure projects and develop mines.

Juan Jose Gutierrez-Velez

(General Manager – Green Mining Limitada)

Mr Juan Jose Gutierrez-Velez joined Ezenet on 1 October 2010 as Chilean Country Manager and General Manager of Ezenet's wholly owned Chilean subsidiary company, Green Mining Ltda.

Mr Gutierrez-Velez is an experienced project manager, holding a diploma in Project Management – Civil Engineering from the professional Institute Diego Portales of Santiago. He is a Chilean citizen with more than 20 years experience in the management of multidisciplinary teams for various engineering, construction, exploration and mining projects in Chile.

Prior to joining the Company, Mr Gutierrez-Velez was the Chief Executive Officer of Varry Mining Company, the Chilean subsidiary of New Zealand listed Orion Mining Group's iron ore projects.

3.16 Corporate governance

To the extent applicable, in light of the Company's size and nature, the Company has adopted *The Corporate Governance Principles and Recommendations (2nd Edition)* as published by ASX Corporate Governance Council (**Recommendations**).

The Company's main corporate governance policies and practices as at the date of this Prospectus are outlined in Section 10.1 of this Prospectus and the Company's compliance and departures from the Recommendations are set out in Section 10.2 of this Prospectus.

In addition, the Company's full Corporate Governance Plan is available from the Company's website (www.ezenet.com.au).

3.17 Disclosure of Directors' interests in Securities

Directors are not required under the Constitution to hold any Securities. As at the date of this Prospectus, the Directors have relevant interests in Securities as follows¹:

Director	Shares²	Options
Wolf Martinick ³	10,848,921	Nil ⁴
Brad Farrell ⁵	4,586,442	Nil ⁴
Ross O'Dea ⁶	1,060,088	Nil ⁴
David Ward ⁷	830,455	Nil ⁴

Notes:

³ All figures above are on a post-Consolidation basis.

- 4 Subject to Shareholder approval, the Directors intend to apply for Shares under the Offer as follows:
 - a. Dr Martinick – 500,000 Shares;
 - b. Dr Farrell – 500,000 Shares;
 - c. Mr O’Dea – 250,000 Shares; and
 - d. Mr Ward – 250,000 Shares.
- 5 Held by Dr Wolf Gerhard Martinick, Martinick Investments Pty Ltd <Martinick Super> and Glenda Martinick (spouse of Dr Martinick).
- 6 The Company is seeking Shareholder approval at the Annual General Meeting to issue 7,500,000 Options each to Dr Martinick and Dr Farrell, and 500,000 Options each to Mr O’Dea and Mr Ward, pursuant to the Company’s Employee Incentive Option Plan.
- 7 Held by Inkjar Pty Ltd and Suparell Pty Ltd.
- 8 Held by Mr Graham Ross O’Dea, Ms Michelle Anne Kelly (spouse of Mr O’Dea), Mr Murray John O’Dea (brother of Mr O’Dea) and Mr Bradley James O’Dea (son of Mr O’Dea).
- 9 Held by Mr David Hamilton Ward and Blackwood Business Services Pty Ltd.

3.18 Directors’ remuneration

At the Annual General Meeting, Shareholder approval will be sought for the adoption by the Company of a new Constitution of the Company (**New Constitution**). Further details in relation to the New Constitution are set out in the Notice of Meeting and a copy of the New Constitution is available for review at office of the Company.

The New Constitution provides that the remuneration of non-executive Directors will be not more than the aggregate fixed sum determined by a general meeting. Subject to Shareholder approval, the aggregate remuneration for non-executive Directors will be set at an amount not to exceed \$400,000 per annum.

The remuneration of executive Directors will be fixed by the Directors and may be paid by way of fixed salary or consultancy fee.

The annual remuneration (inclusive of superannuation) payable to each of the Directors as the date of this Prospectus is as follows:

Director	Annual Remuneration (\$)
Wolf Martinick	120,000
Ross O’Dea	25,000
David Ward	25,000
Brad Farrell ¹	25,000

Note 1 – In addition to the directors’ fees received by Dr Farrell, Berrema Pty Ltd, an entity associated with Dr Farrell, will receive consulting fees of up to \$240,000 per annum pursuant to a technical services agreement with the Company. Refer to Section 3.19 of this Prospectus for further details.

The Company has entered into services agreements with each of the Executive Directors which are summarised in Section 3.19 below.

3.19 Agreements with Directors or related parties

The Company's policy in respect of related party arrangements is:

- (a) a Director with a material personal interest in a matter is required to give notice to the other Directors before such a matter is considered by the Board; and
- (b) for the Board to consider such a matter, the Director who has a material personal interest is not present while the matter is being considered at the meeting and does not vote on the matter.

Deeds of indemnity, insurance and access

The Company has entered into a deed of indemnity, insurance and access with each of its Directors. Under these deeds, the Company agrees to indemnify each officer to the extent permitted by the Corporations Act against any liability arising as a result of the officer acting as an officer of the Company. The Company is also required to maintain insurance policies for the benefit of the relevant officer and must also allow the officers to inspect board papers in certain circumstances.

Service agreements with Executive Directors

The Company has executed service agreements with its executive directors as set out below.

- (a) Dr Wolf Martinick has been contracted as Chairman and Managing Director of the Company and its related bodies corporate on the following material terms:
 - (i) **Term:** the term of the engagement commences 8 August 2011 and shall continue for two years from date of change of activities of the Company, unless terminated earlier in accordance with the agreement;
 - (ii) **Remuneration:** the Company has agreed to pay Dr Martinick \$120,000 per annum initially, and then \$210,000 per annum after the Company's change of activities; and
 - (iii) **Termination:** either party may terminate the engagement by giving the other party three months' written notice.
- (b) Dr Brad Farrell has been employed as Technical Director of the Company on the following material terms:
 - (i) **Term:** two years commencing 1 November 2011;
 - (ii) **Position:** Dr Farrell has been engaged as the Technical Director responsible (through a contract with his company Berrema Pty Ltd) for the management and administration of all technical and geological activities of the Company;
 - (iii) **Remuneration:** the Company has agreed to pay Dr Farrell at consultancy rates of \$175 per hour subject to a maximum annual charge of \$240,000; and

- (iv) **Termination:** either party may terminate the engagement by giving the other party three months' written notice.

3.20 Acquisition Agreements

The key terms of the Acquisition Agreements are summarised below.

Summaries of other material contracts are set out in Section 11.5 of this Prospectus.

Chuminga Acquisition Agreement

Pursuant to the Chuminga Acquisition Agreement (as amended by the parties on 26 July 2011), from 30 June 2011 Ezenet has the right to acquire a 100% interest in the Chuminga Project (through its wholly owned subsidiary, Green Mining) for a total consideration of US\$6,300,000 on the following key terms:

- (a) **(Acquisition of 20% interest):** Subject to Ezenet obtaining Shareholder approval for the purpose of ASX Listing Rule 11.1.2, the Company shall acquire a 20% interest in the Chuminga Project (**Initial Interest**) in consideration for:
 - (i) a cash payment of US\$1,000,000 (which was paid by Ezenet on 30 June 2011 (**Initial Payment Date**)); and
 - (ii) US\$300,000 in Ezenet Shares (at an issue price of A\$0.05 per Share, on a pre-Consolidation basis). From the Initial Payment Date, Ezenet shall have the right to carry out further due diligence on the Chuminga Project and such further exploration as it deems necessary over a period of 18 months;
- (b) **(Option to acquire 80% interest):** Upon acquiring the Initial Interest in the Chuminga Project, the Company shall have the option to acquire the remaining 80% of the Chuminga Project within 18 months from the Initial Payment Date (**Chuminga Option**) for a consideration of US\$5,000,000 payable, at SCM's election, in cash or a combination of cash and Ezenet Shares (at a deemed issue price of A\$0.05 per Share on a pre-Consolidation basis), provided that the maximum number of Shares which SCM may hold upon the exercise of the Chuminga Option (including any Shares issued in consideration for the Initial Interest) is 31,423,458 Shares (on a pre-Consolidation basis) (**Maximum Scrip Consideration**);
- (c) **(Subscription Right):** if, after the Company has exercised the Chuminga Option and provided that SCM elected to acquire the Maximum Scrip Consideration upon the exercise of the Chuminga Option, SCM holds less than 19.9% of the issued share capital of the Company SCM may, subject to the parties obtaining any requisite approvals or waivers, subscribe for Ezenet Shares to achieve a shareholding of 19.9% of the Company at a price per Share equal to 90% of the volume weighted average price of Ezenet Shares traded on ASX over the 10 trading days prior to the date upon which the Company exercises the Chuminga Option;
- (d) **(Non-production payment)** If Ezenet exercises the Chuminga Option, and the Chuminga Project is not in production by 31 December 2018, Ezenet must pay SCM US\$250,000 annually commencing on 1 January

2019 and ending upon the commencement of production from the Chuminga Project; and

- (e) **(Royalty):** Ezenet shall pay SCM a royalty of 1% of the net smelter return from the Chuminga Project.

Vega Acquisition Agreement

Pursuant to the Vega Acquisition Agreement (as amended by the parties on 21 July 2011), Ezenet has the right to acquire a 100% interest in the Vega Project (through its wholly owned subsidiary, Green Mining) on the following key terms:

- (a) Settlement of the acquisition of the Vega Project is conditional upon:
 - (i) the Company obtaining all necessary shareholder approvals required by the Corporations Act and ASX Listing Rules in relation to the transaction (including Shareholder approvals for the purpose of ASX Listing rule 11.1.2 in respect of the change of activities, and Section 254H of the Corporations Act in respect of the Consolidation);
 - (ii) the Company receiving conditional approval from the ASX for the re-quotation of its Shares on ASX following the Company approving a change to the nature and scale of its activities under the Listing Rules;
 - (iii) the Company completing due diligence on the exploration concessions to its satisfaction; and
 - (iv) the parties obtaining all necessary government approvals.
- (b) The consideration payable for the acquisition of the Vega Project is as follows:
 - (i) upon satisfactory legal due diligence as to title, to be satisfied by no later than 30 June 2011, payment on a non refundable basis of:
 - (A) all mining exploration taxes outstanding at the date of execution of the Agreement (approximately US\$5,000); and
 - (B) US\$20,000 in cash,(such amounts having been paid by the Company in July 2011);
 - (ii) on the earlier of the date of settlement of the Vega Acquisition Agreement (**Vega Settlement Date**) or 15 August 2011, payment of US\$20,000 in cash on a non refundable basis (such amount having been paid on 15 August 2011);
 - (iii) 12 months after the Vega Settlement Date:
 - (A) US\$50,000 cash; and
 - (B) US\$50,000 in cash or Ezenet Shares in such proportions as Ezenet may elect in its sole discretion; and

- (iv) subject to paragraph (v) below, on every anniversary of the Vega Settlement Date (with effect from the date two years after the Vega Settlement Date):
 - (A) a cash payment that is US\$5,000 more than the amount of the cash payment in the previous year (that is, a payment of US\$55,000 on the second anniversary, a payment of US\$60,000 on the third anniversary, and so on); and,
 - (B) a payment of US\$5,000 in cash or Ezenet Shares (in the absolute discretion of Ezenet) more than the amount of cash and shares payable in the previous year (that is, a cash payment or share issue of US\$55,000 on the second anniversary, a cash payment or share issue of US\$60,000 on the third anniversary, and so on);
 - (v) subject to Ezenet's right to make payment in full satisfaction of its obligations as outlined in paragraph (c) below, the payments due in terms of paragraphs (iii) and (iv) above shall be payable until the Royalty referred to in paragraph (vi) on an annualised basis is equal to or exceeds the annual payments referred to in paragraphs (iii) and (iv) above; and
 - (vi) subject to Ezenet's right to make payment in full satisfaction of its obligations as outlined in paragraph (c) below, a royalty payable on a quarterly basis equal to 3% of the net smelter return derived from the Vega Mining Concessions in any quarter from the beginning of production.
- (c) Ezenet has the right at any time after the Vega Settlement Date to make a payment of US\$3,000,000 in full and final satisfaction of its obligations under the Vega Acquisition Agreement.

4. DETAILS OF THE OFFER

4.1 The Offer

Pursuant to this Prospectus, the Company invites applications for up to 25,000,000 Shares at an issue price of \$0.20 per Share to raise up to \$5,000,000. Oversubscriptions of up to a further 10,000,000 Shares at an issue price of \$0.20 per Share to raise up to a further \$2,000,000 may be accepted.

The Offer includes a Priority Offer of up to 10,000,000 Shares to Shareholders registered as at the Priority Offer Record Date (**Eligible Shareholders**). Eligible Shareholders are encouraged to participate in the Priority Offer to increase their shareholding in the Company to a marketable parcel of 10,000 Shares (post Consolidation).

The Shares offered under this Prospectus will rank equally with the existing Shares on issue.

4.2 Conditional Offer

The Offer is conditional upon Shareholders approving a change in nature and scale of activities of the Company, the Consolidation and the issue of Shares offered under this Prospectus at the Annual General Meeting.

In the event these Shareholder approvals are not obtained the Company will refund all application monies as soon as is practicable.

The business of the Annual General Meeting will consider resolutions in relation to:

- (a) the adoption of the remuneration report for the year ended 30 June 2011;
- (b) the re-election of two current Directors, Dr Brad Farrell and Mr Ross O'Dea;
- (c) ratification of 23,662,500 Shares issued to institutional and sophisticated investor clients of DJ Carmichael Pty Ltd at an issue price of \$0.04 per Share to raise \$946,500;
- (d) a change in the nature and scale of the Company's activities;
- (e) the Consolidation;
- (f) the issue of Shares to SCM pursuant to the terms of the Chuminga Acquisition Agreement;
- (g) the issue of Shares pursuant to the Offer to fund the Acquisitions and for working capital requirements;
- (h) the participation by the Directors in the Offer;
- (i) a change of the Company's name;
- (j) the adoption of the New Constitution;
- (k) the issue of options to DJ Carmichael;

- (l) an increase in non-executive Directors' remuneration to \$400,000;
- (m) the adoption of an Incentive Option Plan;
- (n) the issue of options to Directors under the Incentive Option Plan;
- (o) the issue of options to contractors of the Company;
- (p) the issue of Shares upon the exercise of the Chuminga option by the Company; and
- (q) the issue of Shares upon the exercise by SCM of its right to subscribe for up to 19.9% of the issued capital of the Company.

4.3 Applications

- Applications for Securities under the **Priority Offer** must be made using the **Priority Offer Application Form**.
- Applications for Securities under the **Public Offer** must be made using the **Public Offer Application Form**.

Payment for the Securities must be made in full at the issue price of \$0.20 per Share.

Applications under the Public Offer must be for a minimum of 10,000 Shares and thereafter in multiples of 1,000 Shares.

Applications under the Priority Offer must be for at least that number of Shares which would increase the Eligible Shareholder's shareholding to a marketable parcel of 10,000 Shares (post Consolidation) and thereafter in multiples of 1,000 Shares. Eligible Shareholders will receive a personalised Priority Offer Application Form which indicates the number of Shares required in order to increase their shareholding to a marketable parcel.

Completed Application Forms and accompanying cheques must be mailed or delivered to the Company's Share Registry, as follows:

Security Transfer Registrars
770 Canning Highway
APPLECROSS WA 6153

Cheques should be made payable to **"Ezenet Limited – Share Offer Account"** and crossed **"Not Negotiable"**.

Completed Application Forms must be received at the above address by no later than the relevant Closing Date.

Electronic payments should be made according to the instructions set out below and on the Application Form. Application money can be paid to the Company by electronic funds transfer (**EFT**) to the following account:

Account Name: Ezenet Limited – Share Offer Account
 BSB: 086-217
 Account Number: 12-177-7019

Applicants should ensure they include their reference details if paying by EFT.

Electronic payments must be received by the Company by 1:00pm (WST) on the applicable Closing Date. You should be aware that your own financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment. It is your responsibility to ensure that funds submitted electronically are received by 1:00pm (WST) on the Priority Offer Closing Date or the Public Offer Closing Date (as the context permits).

The Priority Offer and the Public Offer may each be closed at an earlier date, and time, at the discretion of the Directors, without prior notice. Applicants are therefore encouraged to submit their Application Forms as early as possible. However, the Company reserves the right to extend the Priority Offer and the Public Offer or accept late applications.

4.4 Minimum subscription

The minimum subscription to be raised pursuant to this Prospectus is \$1,000,000.

If the minimum subscription has not been raised within four (4) months after the date of this Prospectus, all applications will be dealt with in accordance with the Corporations Act.

4.5 Allotment

Allotment of Shares offered by this Prospectus will take place as soon as practicable after the Closing Date of the Public Offer. Prior to allotment, all application monies shall be held by the Company on trust. The Company, irrespective of whether the allotment of Shares takes place, will retain any interest earned on the application monies.

The Directors reserve the right to allot Shares in full for any application or to allot any lesser number or to decline any application. Where the number of Shares allotted is less than the number applied for, or where no allotment is made, the surplus application monies will be returned by cheque to the applicant within seven (7) days of the allotment date.

4.6 ASX Listing

The Company will not be reinstated to Official Quotation until satisfaction of the conditions to the Offer and ASX approving the Company's re-compliance with Chapters 1 and 2 of the ASX Listing Rules.

Application for Official Quotation by ASX of the Shares offered pursuant to this Prospectus will be made within 7 days after the date of this Prospectus. If approval is not obtained from ASX before the expiration of 3 months after the date of issue of the Prospectus (or such period as varied by the ASIC), the Company will not issue any Shares and will repay all application monies for the Shares within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant Official Quotation to the Shares is not to be taken in any way as an indication of the merits of the Company or the Shares now offered for subscription.

4.7 Applicants outside Australia

This Prospectus does not, and is not intended to, constitute an offer in any place or jurisdiction, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus. The distribution of this Prospectus in jurisdictions

outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. No action has been taken to register or qualify these Shares or otherwise permit a public offering of the Shares the subject of this Prospectus in any jurisdiction outside Australia.

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

4.8 Commissions on Application Forms

The Company reserves the right to pay a commission of 6% (plus any applicable goods and services tax) of amounts subscribed to any licensed securities dealers or Australian Financial Services licensee in respect of valid applications lodged and accepted by the Company and bearing the stamp of the licensed securities dealer or Australian Financial Services licensee. Payments will be subject to the receipt of a proper tax invoice from the licensed securities dealer or Australian Financial Services licensee.

4.9 CHESS

The Company is a participant in Clearing House Electronic Subregister System (**CHESS**). CHESS is operated by ASX Settlement Pty Ltd (**ASX Settlement**), a wholly owned subsidiary of ASX, in accordance with the Listing Rules and the ASX Settlement Rules.

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

4.10 Withdrawal of Offer

This Offer may be withdrawn at any time. In this event, the Company will return all Application monies (without interest) within 28 days of giving the notice of withdrawal.

The risk factors set out in the Investment Overview Section and Section 6, and other general risks applicable to all investments in listed securities not specifically referred to, may in the future affect the value of the Shares. Accordingly, an investment in the Company should be considered highly speculative.

4.11 Privacy statement

If you complete an application for Shares, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder and to facilitate distribution payments and corporate communications to you as a Shareholder.

The information may also be used from time to time and disclosed to persons inspecting the register, including bidders for your securities in the context of takeovers; regulatory bodies, including the Australian Taxation Office; authorised securities brokers; print service providers; mail houses and the Share Registry.

You can access, correct and update the personal information that we hold about you. If you wish to do so, please contact the Share Registry at the relevant contact number set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the Privacy Act 1988 (as amended), the Corporations Act and certain rules such as the ASX Settlement Rules. You should note that if you do not provide the information required on the application for Securities, the Company may not be able to accept or process your application.

4.12 Queries

Any questions concerning the Offer should be directed to Mr Brett Dickson, Company Secretary, on +61 8 9481 2555.

5. COMPANY AND PROJECT OVERVIEW

5.1 Background

Ezenet is a public company listed on the official list of the ASX (ASX code: EZE).

The Company previously operated as an Australian based technology software and services company, marketing and selling technology enabling access to the internet via television sets.

As announced to ASX on 2 June 2011, Ezenet intends to change the nature and scale of its activities to include copper and gold exploration in Chile.

5.2 Company history

The following is a brief history of the Company's activities since its incorporation –

- **December 1999:** Ezenet listed on the ASX as a software and services company, marketing and selling technology enabling internet access. The Company subsequently developed a successful digital movie business servicing the hospitality and mining industries.
- **2004 – 2005:** Under the direction of Dr Wolf Martinick, the Company pursued opportunities to acquire mineral exploration prospects in Africa which resulted in the Company securing copper exploration leases in Zambia through its wholly owned subsidiary Puku Minerals Limited. This subsidiary was sold in 2005 into an AIM listed entity, Weatherly International Plc (**WTI**). As consideration for this sale, Ezenet received 18,281,000 WTI shares.
- **2008:** The Company benefited from the sale by WTI of its smelter interests in Namibia to the TSX listed company Dundee Precious Metals (**DPM**), which resulted in Ezenet receiving dividends in the form of 72,392 DPM shares. These shares were sold by the Company on 16 September 2011 for \$634,495. In addition, the Company also sold its investments in Allied Minerals Limited for a further \$47,486.
- **2008-2010:** The Company identified and acquired prospective uranium interests in Mauretania which are currently held through its wholly owned subsidiary company Ghazal Minerals Ltd. The uranium interests are subject to a joint venture agreement with the established ASX listed uranium exploration company, Aura Energy Limited (**AEE**), pursuant to which AEE has the right to spend \$4,000,000 to earn a 70 % interest.
- **May 2009:** The Company sold its digital movie business for \$3,100,000, effectively disposing of its technology interests.
- **2010 – 2011:** The Company established an office in Santiago, Chile and registered its wholly owned subsidiary company, Green Mining, to pursue the acquisition of mineral exploration opportunities in Chile.
- **May – June 2011:** Ezenet, through Green Mining, acquired the rights (subject to Shareholder approval) to purchase a 100% interest in the advanced Chuminga Project (gold/copper) and a 100% interest in the Vega Project (gold).

- **June 2011:** The Company advised ASX that it would seek shareholder approval for the change of its activities from supplying technology services to mining and the sale of raw materials.

5.3 Acquisition of Chilean Assets

During June 2011, Ezenet entered into the Acquisition Agreements via its subsidiary, Green Mining, to purchase two exploration projects in Chile, namely:

- (a) the Chuminga Project, a copper and gold project located on the north coast of Chile; and
- (b) the Vega Project, a gold exploration project located in the El Indio Gold Corridor of Chile.

Details of the Acquisition Agreements are set out in Section 3.20 of this Prospectus.

5.4 Information relating to the Chuminga Project

The Chuminga Project is located on the Pacific coast of Chile, about 115 kilometres south of the port city of Antofagasta within a region containing large, world class copper mines, such as Mantos Blancos, Chuquicamata and Escondida. It comprises two granted exploitation concessions (Chumi 1 and Chumi 2) covering an area of 600 hectares, plus an adjoining exploitation concession application (Chumi 3) of a further 300 hectares.

The Chuminga Project is a well mineralised hydrothermal copper-gold stock work breccia developed at a coastal location on the western contact of a gabbro-diorite stock on a mountain side at 500 metres to 600 metres above sea level. The mineralised body is generally tabular, dipping 60° to 70° to the east, and from various reports, has the following dimensions; a width of 60 metres to 150 metres and a 800 metre to 1,200 metre strike in a north-south direction. Sericite-chlorite-amphibole-magnetite-haematite-tourmaline alteration forms a halo around a central copper mineralised core. Mineralisation consists of a sulphide association dominated by chalcopyrite-chalcocite-incipient bornite with pyrrhotite-pyrite-sphalerite-magnetite which is present as disseminations and fracture fillings. These sulphides have been oxidized to both iron oxides (haematite-goethite-limonite) and copper oxides (atacamite-chrysocolla) which occurs in fracture fillings.

The project has been prospected by surface trenching on an outcrop area measuring 250 metres by 100 metres between 550 metres to 600 metres above sea level. The weighted average results of the three trenches being 1.21% Cu; 0.41g/t Au and 3 g/t Ag. Most of the recognized mineralized strike of the body is scree covered as rock debris is continually moving down a 40° mountain slope. The trenching results led to prospecting of the mineralised breccia by tunnels at 520m and 460m above sea level below the outcrop area. These tunnels did not transect the full width of the mineralized breccia. Weighted average sampling results returned were 115 metres @ 0.90% Cu and 0.48g/t Au for the upper level. Subsequent re-sampling has indicated an increase in weighted mean values for the body to 1.4% Cu, 0.40g/t Au and 1% Zn.

Expectation based on prospecting to date is an exploration target of 50 to 60 million tonnes of 1.0 to 1.1% Cu; 0.30 to 0.40g/t Au; 0.5% to 1% Zn. The potential quantity and grade of this target is conceptual in nature, as there has been insufficient exploration to define a Mineral Resource and it is uncertain if further exploration will result in the determination of a Mineral Resource.

In late August 2011, Ezenet commenced the construction of an access road with drilling pads to commence a first phase drilling programme in November 2011. The proposed drilling consists of at least 7 holes for a total of about 1400 meters. First results are expected at the end of November 2011.

Channel sampling of 204 metres of strike of the mineralised breccia at Chuminga was successfully completed in early October 2011. This confirmed both historical results and the bulk tonnage potential of the breccia mineralisation.

A detailed ground geophysical program of magnetics and induced polarisation (IP) over especially the 1,200m strike of mineralised breccia, to produce a detailed 3D IP and magnetic model of the main area of mineralisation will be undertaken after the access road has been completed. This work should provide valuable information on the occurrence and extent of mineralisation, confirm historical information and, in particular, assist in the design of a comprehensive drilling program.

Further information relating to the Chuminga Project is set out in the Independent Geologist's Report in Section 7 of this Prospectus.

5.5 Information relating to the Vega Project

The Vega Project covers an area of 28 square kilometres, 22 kilometres north of the El Indio Gold Mining Centre, in the Fourth Region of Chile.

The Vega Project lies in the El Indio Gold Belt in which there are recent large, past (El Indio - Tambo) and present (Pascua Lama - Veladero) gold mining centres. Some 50 million ounces of gold and 900 million ounces of silver as global resources have been discovered to date by mainly Barrick Gold Corporation (**Barrick**), the dominant miner in the region.

Vega is about 20 km north of the famous, now closed, El Indio Gold Mining Centre owned by Barrick. El Indio produced 4.5 million ounces of gold, 25 million ounces of silver and 472,000 tonnes of copper from underground and open pit operations in its 23 year life from 1979 to 2002. Barrick mined 16.8 million tonnes of ore at an overall recovered grade of 8.33 g/t gold, 46.3 g/t silver and 2.81% copper.

El Indio was famous for its production of direct shipping ore in the beginning of its mining life, when 190,000 tonnes of ore produced 1.2 million ounces of gold at an overall average grade of 6.3 ounces of gold per tonne.

As with the majority of gold mineralisation in the El Indio Belt, the project area is underlain by Upper Oligocene to Miocene age volcanics of the Dona Ana Formation, which in the project area are acid sulphate altered, coarse (near vent source) pyroclastic tuffs and breccias that have been emplaced within the Sancarron caldera ring fault. The presence of highly anomalous arsenic, native sulphur and extensive sulphates indicates high level solfataric activity within an epithermal environment similar to other gold bearing volcanics close by.

Clear drill targets are evident from CSAMT geophysical data over the Sancarron ring caldera structure and the associated highly altered volcanics involving structure and bodies of silicification. Those geophysical targets that correlate with surface geochemistry are a priority target for proposed drilling in January 2012.

The target is a highly anomalous epithermal system emplaced within the Sancarron caldera ring fault, a geological setting similar to other nearby late Tertiary (5-7 million year old) gold bearing volcanic and volcano-clastic rocks.

On the data to hand it is reasonable to suggest the possibility of occurrence of a high grade epithermal Au-Ag body in the Vega Project area, similar to the 'bonanza type' body that was mined at El Indio. Drilling has yet to occur and is required for such a target to be realized.

Further information relating to the Vega Project is set out in the Independent Geologist's Report in Section 7 of this Prospectus.

5.6 Investment in Weatherly International Plc

In 2005 Ezenet acquired 18,281,000 shares in Weatherly International Plc (**Weatherly**) when Ezenet vended its Mining Leases over the closed Luanshya copper mine in Zambia into Weatherly. Weatherly is listed on the London Alternative Investments Market (AIM), code WTI.

Value of the Weatherly investment

Ezenet spent about \$200,000 to acquire the Luanshya tenements in Zambia that led to it owning 18,281,000 Weatherly shares. This is valued at approximately A\$1,780,000 at the current share price of 6.5 pence. The Weatherly shares have provided valuable financial security for Ezenet's business ventures. Weatherly's proposed expansions over the next few years have the potential to considerably increase its share price, especially if commodity prices remain robust.

Weatherly vended its closed Berg Aukas zinc mine into a new AIM listed company China Africa Resources Limited Plc (**CAR**) and distributed some of its shareholding in CAR to shareholders by way of an in-specie distribution. In August 2011 Ezenet received 78,609 CAR shares at an issue price of GBP 0.40 per share.

The Company's intentions regarding the Weatherly investment

Ezenet's immediate objective is to become a mid-tier mining company focussed on copper and gold in Chile. To fund this, Ezenet proposes, in due course, to sell its non-core investments in Weatherly and CAR. The timing of this will depend on Ezenet's own cash requirements and its funding alternatives relative to the Company's view as to the future potential of these investments to add shareholder value.

5.7 Ghazal Minerals Limited

In March 2011 Ezenet acquired a 100% interest in Ghazal Minerals Limited, an unlisted exploration company holding two exploration licences, EL 276 (Bir Moghreïn) and EL 277 (Agouyme) in northern Mauritania. The licences, covering approximately 544 square kilometres, are highly prospective for uranium and were farmed out in May 2010 to Aura Energy Limited (**AEE**), an ASX listed company.

AEE is a uranium explorer and has assembled properties in Australia, Sweden and Africa with a management team and staff highly experienced in uranium exploration. Under the farm in agreement AEE has the right to earn an initial 55% interest in the two tenements by spending \$2,000,000 by May 2014. AEE can earn a further 15% participating interest by spending a further \$2,000,000 to take its total equity to 70 %.

6. RISK FACTORS

6.1 Introduction

The Shares offered under this Prospectus are considered highly speculative. An investment in the Company is not risk free and the Directors strongly recommend potential investors to consider the risk factors described below, together with information contained elsewhere in this Prospectus, before deciding whether to apply for Shares and to consult their professional advisers before deciding whether to apply for Shares pursuant to this Prospectus.

There are specific risks which relate directly to the Company's business. In addition, there are other general risks, many of which are largely beyond the control of the Company and the Directors. The risks identified in this section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of the Shares.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

6.2 Key risks

The key risks which the Directors consider are applicable to an investment in the Company were set out in Section 3.4 of this Prospectus, in the "Investment Overview" section.

These key risks are:

- Risk that the Shares will not be re-quoted on ASX
- Counterparty and Contractual Risk
- Exploration Risks
- Licence applications and renewal risk
- Environmental risk
- Exchange rate fluctuations

Please refer to Section 3.4 of this Prospectus for further details of these risks.

6.3 Additional specific risks relating to the Company's operations

Seismic risk

Chile lies adjacent to the convergent boundary between the Nazca and South American tectonic plates. As such it is subject to frequent seismic activity and is home to numerous active volcanoes.

The Chuminga and Vega Projects are potentially at risk from future seismic and volcanic events.

Sovereign risks

While Chile is considered to be one of South America's most politically stable and prosperous nations, it may nevertheless be subject to social and economic uncertainty. Civil and political unrest and outbreaks of hostilities in Chile could

affect the Company's access to the Chuminga and Vega Projects and subsequent exploration and development.

Adverse changes in government policies or legislation in Chile affecting foreign ownership of mineral interests, taxation, profit repatriation, royalties, land access, labour relations, and mining and exploration activities may affect the operations of the Company.

Commodity price fluctuations

In the event of exploration and development success, any future revenue derived through any future sales of copper and/or gold exposes the potential income of the Company to commodity price and exchange rate risks. Commodity prices fluctuate and are affected by numerous factors beyond the control of the Company. These factors include world demand for commodities, forward selling by producers and the level of production costs in major commodity-producing regions. Moreover, commodity prices are also affected by macroeconomic factors such as expectations regarding inflation, interest rates and global and regional demand for, and supply of, commodities.

Estimates of Copper and Gold Mineralisation

The copper and gold mineralisation estimates for the Chuminga and Vega Projects are estimates only and no assurance can be given that an identified copper or gold mineralisation will ever qualify to be commercially mineable ore bodies that can be economically exploited or that any particular yield of copper or gold from copper or gold reserves will in fact be realised. The Company's estimates comply with the JORC Code. However, copper and gold mineralisation estimates are expressions of judgment based on knowledge, experience and industry practice.

The estimating of copper and gold mineralisation is a subjective process and the accuracy of estimates is a function of the quantity and quality of available data and the assumptions used and judgments made in interpreting engineering and geological information. There is significant uncertainty in any mineralisation estimate and the actual deposits encountered and the economic viability of mining a deposit may differ materially from the Company's estimates. The exploration of copper and gold is speculative in nature and is frequently unsuccessful.

Market price fluctuations for copper and gold, increased production costs or reduced yields, or other factors may render the copper and gold deposits of the Company uneconomical or unprofitable to develop at a particular site or sites.

Mine Development

The Company's ability to commence production is dependent upon the successful outcome of exploration activities on the Chuminga and Vega Projects and the receipt of regulatory operations to commence mining. There is no guarantee that any prospecting right in which the Company has an interest will be commercially feasible. If the Company is unable to develop new copper or gold resources, it will not be able to meet its planned production levels. Reduced production or non commencement of production could have a material adverse effect on future cash flows, results of operations and the financial condition of the Company.

Feasibility studies are used to determine the economic viability of a deposit. Many factors are involved in the determination of the economic viability of a

deposit, including the achievement of satisfactory copper and gold reserve estimates, the level of estimated copper and gold yields, capital and operating cost estimates and the estimate of future copper and gold prices. Capital and operating cost estimates are based upon many factors, including anticipated tonnage and yields to be mined and processed, the configuration of the ore body, ground and mining conditions and anticipated environmental and regulatory compliance costs. Each of these factors involves uncertainties and as a result, the Company cannot give any assurance that its development or exploration projects will become operating mines. If a mine is developed, actual operating results may differ from those anticipated in a feasibility study.

Economic Risks

Factors such as inflation, currency fluctuations, interest rates, supply and demand of capital and industrial disruption have an impact on business costs, commodity prices and stock market prices. The Company's operating costs, possible future revenues and future profitability can be affected by these factors, which are beyond the control of the Company.

Regulatory Risk

The Company's proposed mining operations and exploration and development activities are subject to extensive laws and regulations relating to numerous matters, including various resource licence consent conditions pertaining to environmental compliance and rehabilitation, taxation, social and labour relations, health and worker safety, waste disposal, water use, protection of the environment, successful land claims and heritage matters, protection of endangered and protected species and other matters. The Company regularly requires permits from regulatory authorities to authorise the Company's operations. These permits relate to exploration, development, production and rehabilitation activities.

Obtaining necessary permits can be a time consuming process and there is a risk that the Company may not obtain these permits on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could materially delay or restrict the Company from proceeding with the development of a project or the operation or further development of a mine. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in material fines, penalties or other liabilities. In extreme cases, failure could result in suspension of the Company's activities or forfeiture of mining concessions.

Potential Acquisitions

As part of its business strategy, the Company intends to make acquisitions of, or significant investments in, complementary companies or projects. Any such future transactions would be accompanied by the risks commonly encountered in making such acquisitions.

Reliance on Key Personnel

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment.

Environmental Health and Safety Matters

The Company's exploration and future mining (if any) operations will be subject to extensive Chilean health and safety and environmental laws and regulations which could impose significant costs and burdens on the Company (the extent of which cannot be predicted). These laws and regulations provide for penalties and other liabilities for violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities (although usually historic disturbances do not become the responsibility of new owners unless they were not indentified during baseline studies) and locations where operations are or were conducted. Permission to operate could be withdrawn temporarily where there is evidence of serious breaches of health and safety and environmental laws and regulations and even permanently in the case of extreme breaches.

Mining operations have inherent risks and liabilities associated with safety and damage to the environment and the disposal of waste products occurring as a result of copper and gold exploration and production. The occurrence of any such safety or environmental incident could delay production or increase production costs. The Company's proposed operations have been designed to comply with known or reasonably predictable conditions, however, it is not possible to predict all prevailing conditions that may affect the Company's operations at all times in the future. Events, such as unpredictable rainfall may impact on the Company's ongoing compliance with environmental legislation, regulations and licences. Significant liabilities could be imposed on the Company for damages, clean up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous operations or non-compliance with environmental laws or regulations.

The disposal of mining and process waste and mine water discharge are under constant legislative scrutiny and regulation. There is a risk that environmental laws and regulations become more onerous making the Company's operations more expensive.

Approvals are required for land clearing and for ground disturbing activities. Delays in obtaining such approvals can result in the delay to anticipated exploration programmes or mining activities.

Approvals are required for rehabilitation or mine closure plan that establishes the Company's obligation to rehabilitate the land after copper and gold have been mined from the site. Rehabilitation by the Company of its exploration and mining sites takes place both during and after the active life of exploration and mining activities.

6.4 Investment Speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Company's securities.

7. INDEPENDENT GEOLOGIST'S REPORT

AL MAYNARD & ASSOCIATES Pty Ltd
Consulting Geologists

www.geological.com.au

ABN 75 120 492 435

9/280 Hay Street,
SUBIACO, WA, 6008
Australia

Tel: (+618) 9388 1000
Fax: (+618) 9388 1768

Mob: 04 0304 9449
al@geological.com.au

Australian & International Exploration & Evaluation of Mineral Properties

INDEPENDENT GEOLOGICAL REPORT

ON THE

CHILEAN MINERAL PROJECTS

OF

EZENET LIMITED

IN THE

REPUBLIC OF CHILE

PREPARED FOR:

EZENET LIMITED

Author: Allen J Maynard BAppSc(Geol), MAIG, MAusIMM
Company: Al Maynard & Associates Pty Ltd
Date: 16th September, 2011
Revised: 1st October, 2011

EXECUTIVE SUMMARY

This Independent Geological Report (IGR) has been prepared by Al Maynard & Associates (“AM&A”) at the request of Dr Wolf Martinick, Executive Chairman of Ezenet Limited (“Ezenet” or “Company”) to provide an opinion of the current potential of the Company’s Chilean Projects (Figure 1).

Ezenet has two projects in Chile, namely Chuminga and Vega (Figure 1). All projects are generally well located to major infrastructure. The Chuminga Project is located on the coast in Chile’s Coastal Cordillera, 115km south of Antofagasta in Region 2 of Chile. It is more advanced, as it has three exploration adits into a significant copper-gold breccia body. The Coastal Cordillera of Chile also represents one of the world’s best iron oxide, copper gold (IOCG) provinces which host several significant IOCG deposits, including Candelaria (360Mt of 1.1% Cu and 0.3g/t Au), Mantos Blancos (400Mt of 1% Cu), Manto Verde (250Mt of 0.75% Cu as oxides) and El Soldado (200Mt of 1.5% Cu) (Figure 2).

The **Chuminga Project** contains a well mineralised hydrothermal copper-gold stock-work breccia developed at a coastal location on the western contact of a gabbro-diorite stock on a mountain side at approximately 625 metres above sea level (“masl”). The mineralised body is generally tabular, dipping 60° to 70° to the east, and from various reports has the following dimensions; a width of 60m to 150m and an 800m to 1,200m strike in a north-south direction. Sericite-chlorite-amphibole-magnetite-haematite-tourmaline alteration forms a halo around a central copper mineralised core. Mineralisation consists of a sulphide association dominated by chalcopyrite-chalcocite-incipient bornite with pyrrhotite-pyrite-sphalerite-magnetite which is present as disseminations and fracture fillings. These sulphides have been oxidized to both iron oxides (hematite-goethite-limonite) and copper oxides (atacamite-chrysocolla) which occurs in fracture fillings.

The project was initially prospected by surface trenching over an outcrop area measuring 250m by 100m between 600masl to 700masl. The weighted average results of the three trenches are 1.21% Cu; 0.41g/t Au and 3g/t Ag. Most of the recognized mineralised strike of the body is scree covered as rock debris is continually moving down a 40° mountain slope. The trenching results led to sub-surface prospecting of the mineralised breccia by tunnels at 545masl and 635masl (below the outcrop area). These tunnels did not transect the full width of the mineralised breccia. Weighted average sampling results for the upper level were 115m at 0.90% Cu and 0.48g/t Au. Subsequent re-sampling has indicated an increase in weighted mean values for the body to 1.4% Cu, 0.4g/t Au and 1.0% Zn.

Based on prospecting dimensions and results to date there is an exploration target range of 50 to 60 million tonnes of 1.0 to 1.1% Cu; 0.3 to 0.4g/t Au; 0.5% to 1.0% Zn. The potential quantity and grade of the target is conceptual in nature as there has been insufficient exploration to define a Mineral Resource and it is uncertain if further exploration will result in the determination of a Mineral Resource.

The **Vega Project** is located in accessible Andean terrain, 135km northwest of the coastal city of La Serena in Region 4 of Chile. Vega targets an undrilled epithermal system similar to other gold bearing volcanics close by in the El Indio Gold Belt. The El Indio Gold Belt contains recent large, past (El Indio - Tambo) and present (Pascua Lama - Veladero) gold mining centres. Some 50 million ounces of gold and 900 million ounces of silver as global resources have been discovered to date by mainly Barrick Gold Corporation (“Barrick”), the dominant miner in the region.

As with the majority of gold mineralisation in the El Indio Belt, the Vega Project area is underlain by Upper Oligocene to Miocene age volcanics of the Dona Ana Formation, which in the project area are acid sulphate altered, coarse (near vent source) pyroclastic tuffs and breccias that have been emplaced within the Sancarron caldera ring fault. The presence of highly anomalous arsenic, native sulphur and extensive sulphates indicates high level solfataric activity within an epithermal environment similar to other gold bearing volcanics close by.

Clear drill targets are evident at shallow depth from CSAMT geophysical data over the Sancarron ring caldera structure and the associated highly altered volcanics involving structure and bodies of silicification. Those geophysical targets that correlate with surface geochemistry are a priority target for drilling in the coming Andean field season in the period October 2011 to April 2012.

On the data to hand it is reasonable to suggest the likelihood of occurrence of a high grade epithermal Au-Ag mineralised body in the Vega Project area, similar to the 'bonanza type' body that was mined at El Indio. Drilling has yet to occur and is required for such a target to be realized. It is possible that future exploration may or may not outline such a target. A combined Exploration Budget of \$4.26M over two years is proposed with activity in Year 2 dependent on results achieved during Year 1.



Figure 1: Chuminga & Vega Prospect Locations.

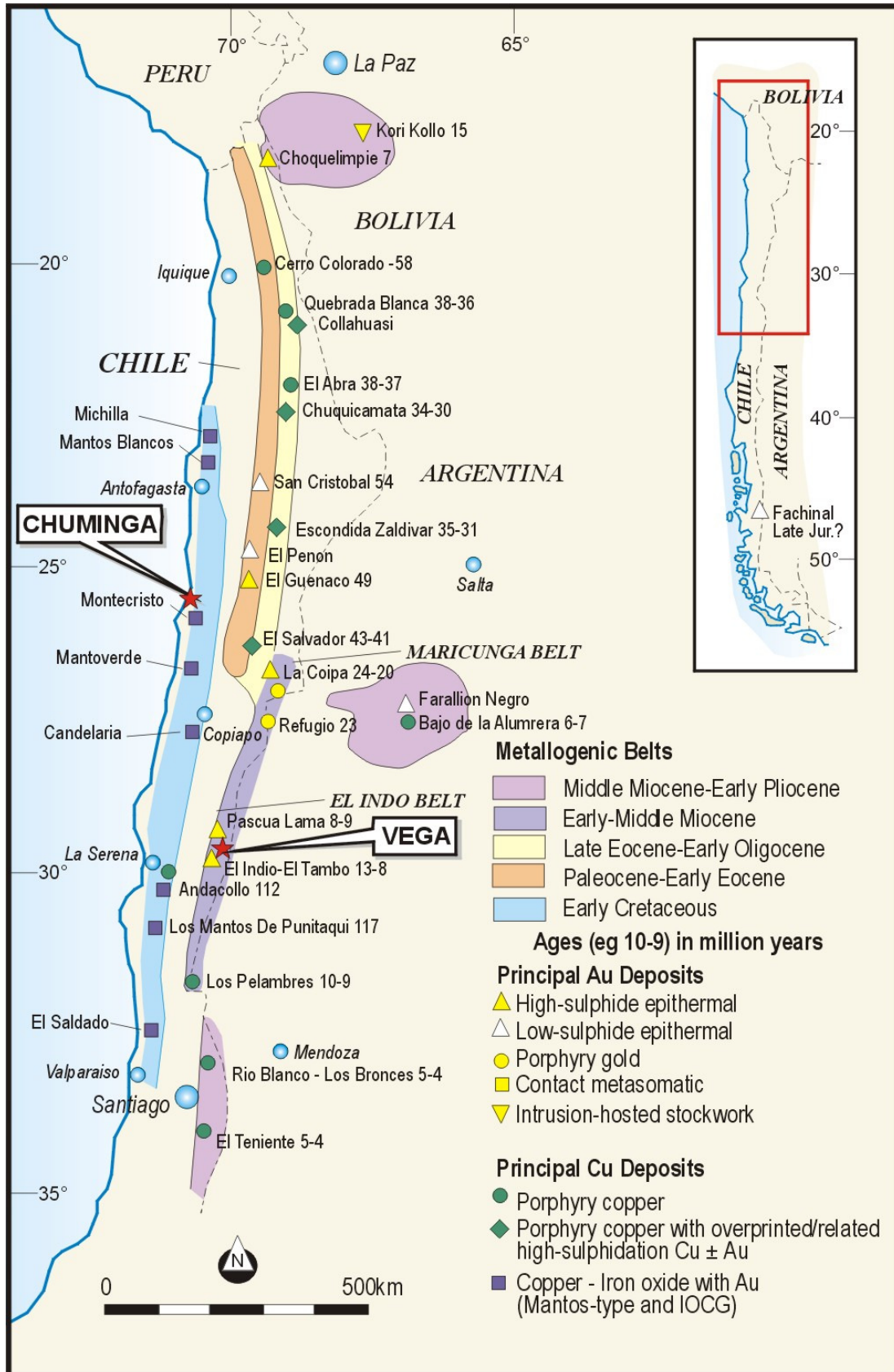


Figure 2: Prospect Locations Related to Metallogenic Belts.

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The Directors,
Ezenet Limited,
Level 1, 30 Richardson Street
West Perth, WA 6005

1st October, 2011

Dear Sirs,

1.0 Preamble

Al Maynard and Associates (“AM&A”) was engaged by Ezenet to prepare an Independent Geological Report (“IGR”) of the Company’s mineral assets in Chile for a re-compliance prospectus for the purpose of satisfying Chapters 1 and 2 of the ASX Listing Rules and to satisfy ASX requirements for re-listing following a change to the nature and scale of the Company’s activities.

Opinions are presented in accordance with the JORC Code (2004) and other regulations and guidelines that govern the preparation of these reports.

This report is to be included in the prospectus to be lodged by Ezenet with ASIC on or about the 1st November, 2011.

The legal status of Ezenet’s mineral assets is subject to a separate Independent Solicitor’s Report which is set out in the Prospectus and these matters have not been independently verified by AM&A. The present status of tenements listed in Section 3.2 of this report is based on information provided by Ezenet and the report has been prepared on the assumption that the tenements will prove lawfully accessible for evaluation and development.

The Ezenet mineral assets comprise two projects that are at various stages of exploration progress with Chuminga being moderately advanced, with significant copper-gold mineralisation outlined in adits; and Vega, at the initial stage of first pass exploration drilling of geochemical and geophysical anomalies. All the projects have potential to host their target commodities as described hereunder and warrant the exploration and testing programs as set out in this IGR. It is noted that proposed programs may be subject to change according to results yielded as work is carried out. We are of the opinion that Ezenet has satisfactorily defined exploration and expenditure programs which are reasonable, having regard to the stated objectives of Ezenet. The locations of the projects are depicted on Figure 1.

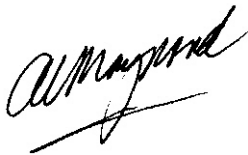
In the course of the preparation of this report, access has been provided to all relevant data held by Ezenet and various other technical reports and information quoted in the bibliography. I have made all reasonable endeavours to verify the accuracy and relevance of the database. Ezenet has warranted to AM&A that full disclosure has been made of all material in its possession and that information provided, is to the best of its knowledge, accurate and true. None of the information provided by Ezenet has been specified as being confidential and not to be disclosed in this report. The author is familiar with the structural setting and mineralisation styles and targets within the respective Ezenet project areas. As recommended by the Valmin Code, Ezenet has indemnified AM&A for any liability that may arise from AM&A’s reliance on information provided by Ezenet or not provided by Ezenet.

This report has been prepared by Allen J. Maynard BApp.Sc(Geol), MAIG and MAusIMM, a geologist with 33 years in the industry and 28 years in mineral asset valuation. The writer holds the appropriate qualifications, experience and independence to qualify as an “Independent Expert” under the definitions of the Valmin Code to provide such reports for the purpose of inclusion in public company documents.

This report has been prepared in accordance with the relevant requirements of the Listing Rules of the Australian Securities Exchange Limited ("ASX"), Australian Securities and Investments Commission ("ASIC") Practice Notes 42 and 43 which were replaced on October 30th, 2007 by Regulatory Guidelines ("RGs") 111 & 112 and the Guidelines for Assessment and Valuation of Mineral Assets and Mineral Securities for Independent Expert reports (the Valmin Code) which is binding on members of the Australasian Institute of Mining and Metallurgy ("AusIMM").

AM&A is an independent geological consultancy established 26 years ago and has operated continuously since then. Neither AM&A nor any of its directors, employees or associates have any material interest either direct, indirect or contingent in Ezenet, nor in any of the mineral properties included in this report, nor in any other asset of Ezenet, nor has such interest existed in the past. This report has been prepared by AM&A strictly in the role of an independent expert. Professional fees payable for the preparation of this report constitutes AM&A's only commercial interest in Ezenet. Payment of fees is in no way contingent upon the conclusions of this report.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'A Maynard', with a stylized flourish underneath.

Allen J Maynard

BApp.Sc(Geol), MAIG, MAusIMM.

2.0 Background Information

2.1 Introduction

Ezenet commissioned AM&A to carry out a field reconnaissance and data review of the Chuminga and Vega Projects in northern Chile in late June 2011 and compile an IGR. This was carried out by author of this report, Mr Allen J. Maynard of AM&A in July 2011. His conclusions and recommendations from these reviews are stated in this document. Unfortunately, a field examination of the Vega Project could not be made due to adverse weather conditions (heavy snowfalls) that curtailed access to the project.

The two projects, the subject of this IGR, comprise a combined listing of 13 tenements, comprising 3 exploitation licences (Chuminga) and 10 exploration licences (Vega) that have the potential to host the commodities as described below. The most advanced is the Chuminga Project, followed by the Vega Project. All of the projects tenements are subject to agreements and all details of these agreements are described elsewhere in this Prospectus.

Ezenet Limited was incorporated as Ezenet Pty Ltd on 29th July 1998, converted to a public company, Ezenet Limited, on 15th October 1999 and listed on the Industrial Board of the ASX on 7th December 1999. It proposes to seek Shareholder approval to change its name to Oro Verde Limited as part of the change to the nature and scale of the Company's activities. The company has incorporated an unlisted Chilean subsidiary company, Green Mining Ltda, to execute and administer its mineral interests in Chile.

2.2 Regional Geology and Metallogenic Setting of the Projects

The Chuminga and Vega Projects lie in Northern Chile and it is worthwhile for the reader to be aware of the location of the projects in terms of the regional geology and metallogenic setting. Northern Chile has four well defined metallogenic belts which run parallel to the axis of the Andes that decrease in age from the coast to the Andes (Figure 2). As a generalisation, the metallogenic belts are the result of the eastwards tectonic and magmatic evolution of the convergent margins of the Nazca and South America plate ^(ref 1, 2). From youngest to oldest, these are:

- i. *Upper Tertiary Gold Belt (El Indio Belt and Maricunga Belt)*: located in the main Andean cordillera and characterised by high sulphidation epithermal and porphyry gold systems, including Esperanza, La Coipa, La Pepa, Marte-Lobo, Refugio and Cerro Casale-Aldebaran of the Maricunga Belt; and El Indio-Tambo and Pascua Lama-Veladero of the El Indio Belt.
- ii. *Lower Tertiary Gold Belt*: east of the coastal belt in the back-arc basin, and characterised by both low and high sulphidation epithermals, including San Cristobal, Guanaco and the El Peñon gold and silver deposits.
- iii. *Lower Tertiary Porphyry Copper Belt*: located in the Pre-cordillera (Domeyko Range) and parts of the main Andean Range, containing the giant Cu (Mo-Au) porphyries such as El Teniente, Chuquicamata, Escondida, Zaldivar, Collahuasi, Los Pelambres, Los Bronces, Andina, and others controlled by the Falla Oeste (West Fault), a ~3,000km long regional structural feature.
- iv. *Mesozoic Iron Oxide Copper-Gold Belt (IOCG)*: located along the Coastal Ranges and parts of the Pre-cordillera of Northern Chile. This is part of a Mesozoic volcanic arc characterised by Andean IOCG deposits, which include Los Colorados (Fe), El Algarrobo (Fe), El Romeral (Fe), Mantos Blancos (Cu-Ag), Mantoverde (Cu), Montecristo (Cu-Au-Fe), Candelaria (Cu-Au-Fe), El Soldado (Cu) and Andacollo (Cu-Au).

Associated with many of the above are copper and gold-rich veins, supergene oxide and sulphide copper and oxide copper mantos, skarns and exotica-type (eg copper cemented palaeo-gravel deposits) and supergene mantos Ag-Au deposits.

With reference to Figure 2 the Chumunga Project lies within the Mesozoic IOCG belt in the Coastal Ranges, north of the Montecristo IOCG deposit, whilst the Vega Project is located in the Upper Tertiary gold belt (El Indio Belt) between El Indio-Tambo and Pascua Lama-Veladero.

3.0 Chumunga Project

3.1 Introduction

The Chumunga Copper-Gold Project lies on the Pacific coast in Region 2 of Chile, 115km due south of the coastal city of Antofagasta, which has a population of 320,000 persons and services the nearby large copper mines in the hinterland, such as Chuquicamata, Mantos Blancos and Escondida (Figure 2).

Ezenet has entered into a purchase agreement to acquire a 100% interest in the advanced Chumunga Project from SCM Compania Minera Chumunga, a member company of a group of companies controlled by a branch of the well known Chilean mining family, the Errazuriz Hochschild.

The Errazuriz Hochschild Group is currently mining and treating 400,000tpa of 1.2% Cu, 0.35 g/t Au near Copiapo, some 470km to the south of Chumunga. As they are currently expanding their mining and treatment operations in the Copiapo district to around 1.0 million tpa capacity and the sole asset of SCM Compania Minera Chumunga, the Chumunga Project, is remote from their core mining activities, a corporate decision has been made by the Errazuriz Hochschild Group to divest the Chumunga Project.

Ezenet is developing a close working relationship with the Errazuriz Hochschild Group of Companies to develop Chumunga in a financially and environmentally sustainable manner, and in the process secure significant benefits for shareholders.

3.2 Tenement Details

The details of the tenement holdings, comprising 3 Exploitation Licences covering a contiguous area of 900ha for the Chumunga Project, are presented in Table 1 below.

Licence	Holder (1)	% Held	Licence Type	Area (ha)	Mining Patents 2011-12 US\$ (2)	Expend. Commit.	Expiry Date for Concession (3)	Comments (4)
Chumi 1	CMChumi	100	Exploitation	300	2,407.26	None	Open Date	Constituted
Chumi 2	CMChumi	100	Exploitation	300	2,407.26	None	Open Date	Constituted
Chumi 3	CMChumi	100	Exploitation	300	482.42	None	Open Date	Constituted

*** Notes:**

(1) CMChumi is Compañia Minera Chumi, which is currently 100% owned by SCM Compania Minera Chumunga. Green Mining Ltda (Ezenet Limited's Chilean subsidiary) has the right to acquire a 20% interest in CMChumi and has an option to increase its interest to 100% through a purchase agreement between Ezenet Limited, Green Mining Ltda and SCM Compania Minera Chumunga

(2) Mining Patents represent yearly rent and rate fees for mining rights in Chile. Values may suffer variation according to the value of the Monthly Tax Unit which is established and adjusted on a monthly basis through a monetary unit known as UTM which has a US\$ exchange rate.

(3) In the case of a Exploitation Concession, the concession does not expire unless the owner, in this case CM Chumi, does not pay the patents in due time. Chumi 3 payment is a pro-rata payment for the 2011-12 title year.

(4) Constituted is the Chilean equivalent of granted.

Table 1: Chumunga Project Tenement Details.

3.3 Location and Access

The Chuminga Project lies on the Pacific coast of Chile, 115km due south of the coastal city of Antofagasta (Figures 1 and 2). Access is via Route 1 from Antofagasta which connects to the coastal city of Taltal. Route 1 traverses the western periphery of the 900ha project area centred on UTM coordinates 7,269,500mN 343,500mE at approximately 700masl on the mid-slope of the coastal mountain range (Figure 4).

3.4 Geology

3.4.1 Regional Geology

The immediate regional geological setting is best described from the 1:250,000 scale geological sheet of the area ^(ref 5). The general region surrounding the Chuminga Project is underlain by the following geology (Figure 3). Fifteen kilometres to the east, Palaeozoic meta-sedimentary basement lithologies of the El Toco Formation outcrop as a north-northeast trending continuous strip in faulted juxtaposition to a north-northeast trending regional fault related to the Atacama Fault. These Palaeozoic sediments, corresponding to a sequence of quartzites, slates, phyllites and mica schists, are overlain unconformably by Lower Jurassic calcareous mudstones and arenites of the Strata Paposo Formation and Upper Jurassic andesites with interbedded andesitic breccia and tuff of the La Negra Formation and in turn by Middle to Late Tertiary age Atacama Gravels.

The Palaeozoic and Mesozoic formations have been intruded by the Middle Jurassic Matancilla Plutonic Group (mainly granodiorites and tonalites, with variations, ie monzodiorites, diorites and granites) and the Lower Cretaceous Cerro del Pingo Plutonic Group (mainly diorites, granodiorites, granites and leucocratic adamellites) which dominate the landscape and are often unconformably overlain by Middle to Late Tertiary age Atacama Gravels.

Three regional fault systems are recognised; a north-south system, a northeast system and a northwest system. The north-south system is a main structural feature in northern Chile, and is prominent along the Coastal Cordillera where it controls coastal geomorphology and is responsible for the development of the prominent cliff morphology which can vary between 200masl to 800masl in height. The maximum age of this fault system is Jurassic because it affects Matancilla Plutonic Group intrusive rocks of the pluton. However, there is evidence of reactivation of this structure during Cretaceous and Tertiary times.

The northeast system faults are generally restricted local common faults, and have a general northeast-southwest orientation. Many copper deposits in the region, such as Montecristo, Santo Domingo and Julia, southeast of the Project area, are located on these structures and are post Matancilla Pluton Group in age (Figure 3). The northwest system, like the previous ones, is widely distributed in the area. These faults are post mineral and cut and displace the northeast system faults.

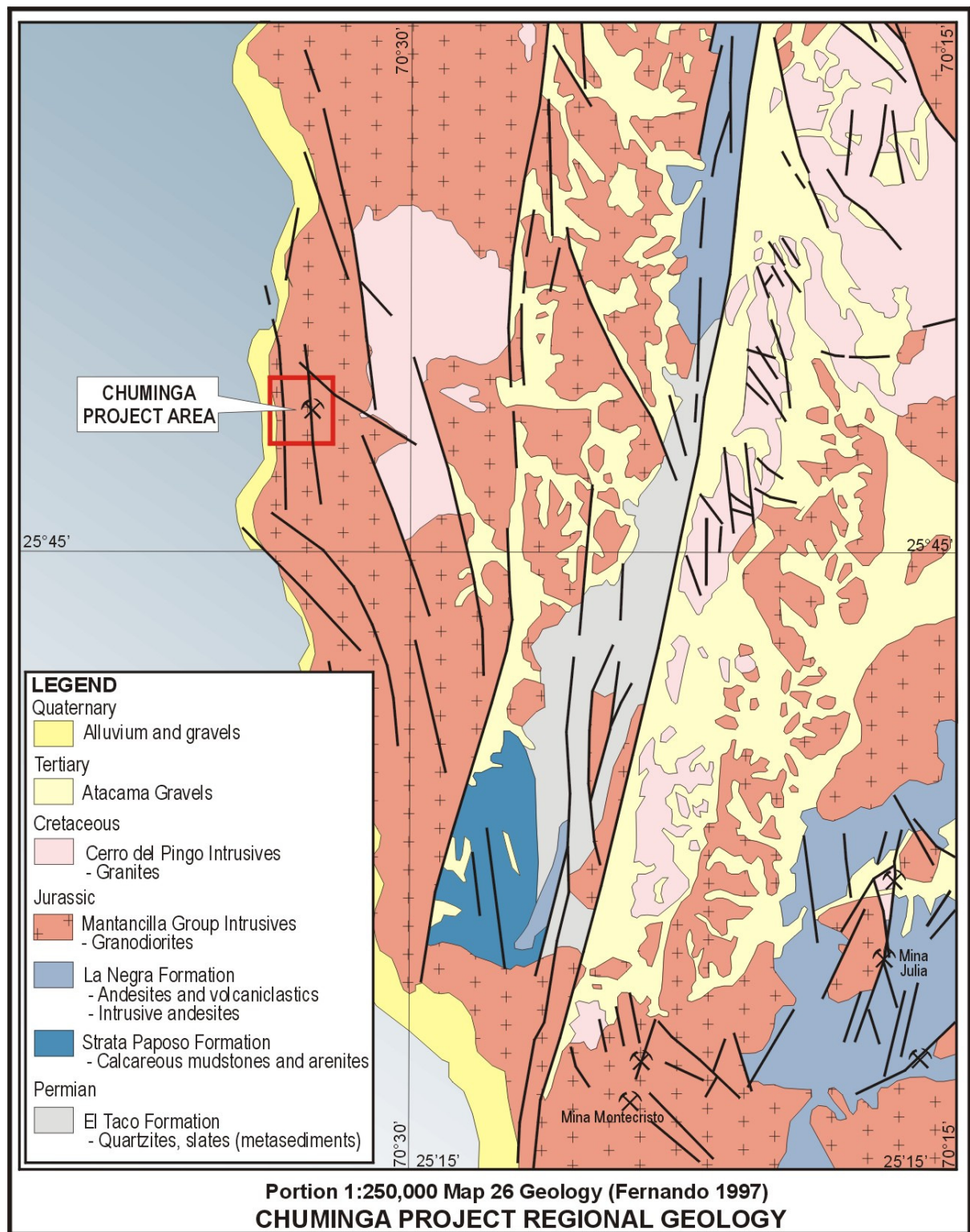


Figure 3: Chuminga Regional Geology.

3.4.2 Project Geology

The project area and its general environs is underlain by Jurassic age Mantancilla Group granite and granodiorites that have been intruded by latter Middle Cretaceous age Cerro del Pingo Group diorites and younger gabbro-diorite stocks^(ref 10) (Figure 4). Mineralisation in the project area is associated with the emplacement of a young gabbro-diorite stock on a north-south striking structure related to the Atacama Fault, a major structure, 15km east of the project area that is associated with significant iron oxide copper gold ("IOCG") deposits in the region. A well mineralised hydrothermal copper-gold stock work breccia has developed on the western contact of the stock and outcrops on a mountain side at 600masl to 700masl (Figure 4). The

mineralised body is generally tabular dipping 60° to 70° to the east, and from various reports has the following dimensions; a width of 60m to 150m and a 800m to 1,200m strike in a north-south (006 $^{\circ}$) direction (ref 3, 4, 7, 8, 10).

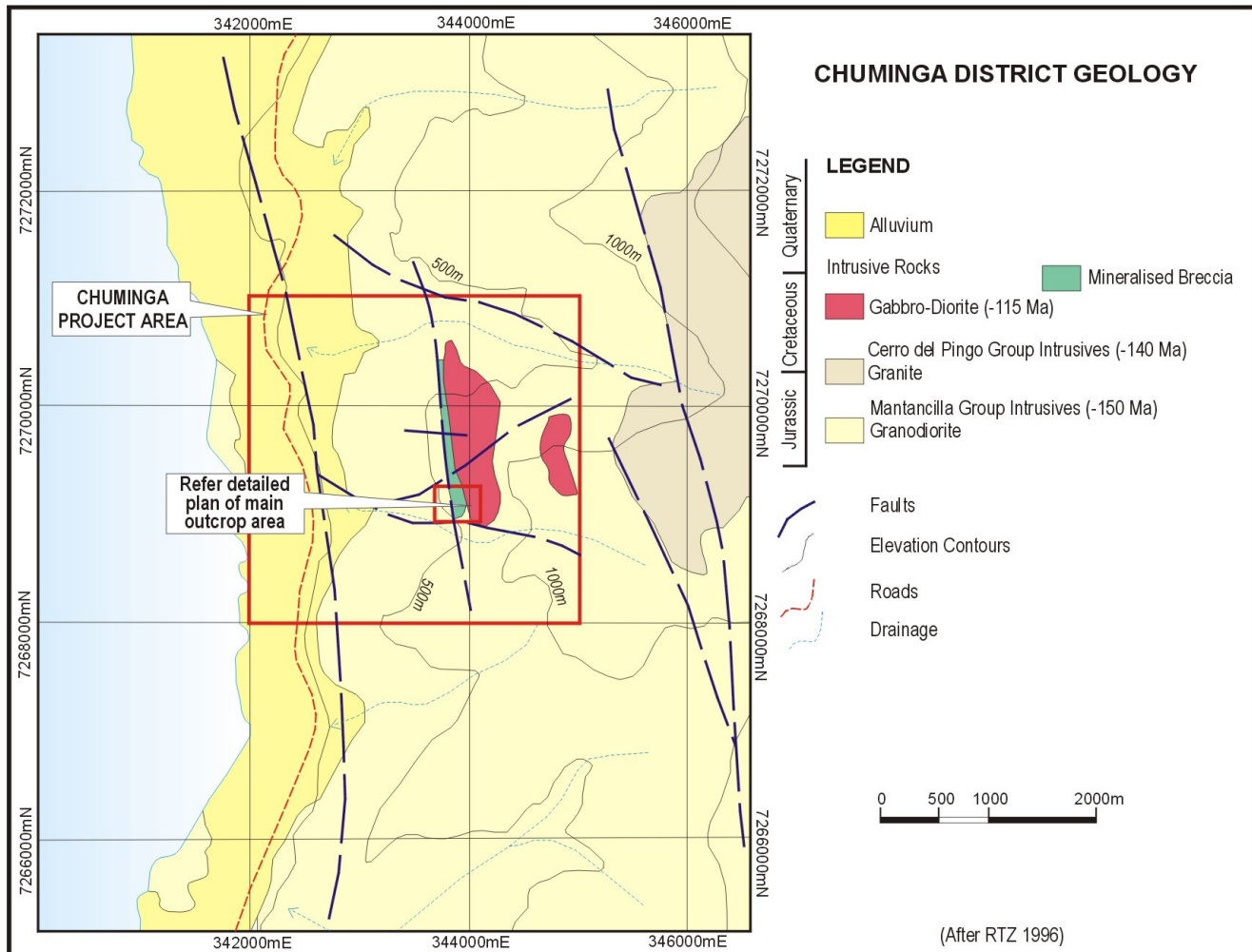


Figure 4: Chumunga District Geology.

3.4.2.1 Alteration and Mineralisation

With respect to the breccia mineralisation, general alteration represented by the mineral assemblage, sericite-chlorite-amphibole-magnetite-haematite-tourmaline, forms a halo around a central copper mineralised core (ref 4, 8, 10). Mineralisation consists of a sulphide association dominated by chalcopyrite-chalcocite-incipient bornite with pyrrhotite-pyrite-sphalerite-magnetite which is present as disseminations and fracture fillings. The sulphides are often small ovoid nuclei surrounded by both iron oxides (haematite-goethite-limonite) and copper oxides (atacamite-chrysocolla) which also occurs in fracture fillings (ref 4, 8, 10).

3.5 Exploration to date

The Chumunga Project area has seen two owners since the discovery of the copper-gold mineralisation in 1981; the discoverer, Eulogio Gordo y Cia ("Gordo Engineering Company") over the period 1981 to 2005, and SCM Compania Minera Chumunga, 2005 to the present. Meaningful exploration of the Chumunga Project area has been limited to the original owner over the initial discovery phase period, 1981 to 1987. Since that time the project has been the subject of reviews by various companies as part of a possible acquisition or joint venture on the mineral asset with the Gordo Engineering Company.

3.5.1 Gordo Engineering Company

The Mining Division of the Gordo Engineering Company discovered the mineralisation in 1981 by the recognition of oxidised chalcopyrite-pyrite-magnetite boulders down slope of the scree covered zone of mineralisation at the base of the mountain side. The company was then actively mining Cu-Fe ores at Santa Domingo, Paposo, 48km directly south of Chuminga. The company carried out intensive exploration during the period 1981 to 1987 especially where the mineralisation outcrops over an area of 250m north-south by 100m east-west between 600masl to 700masl^(ref 4) (Figure 5).

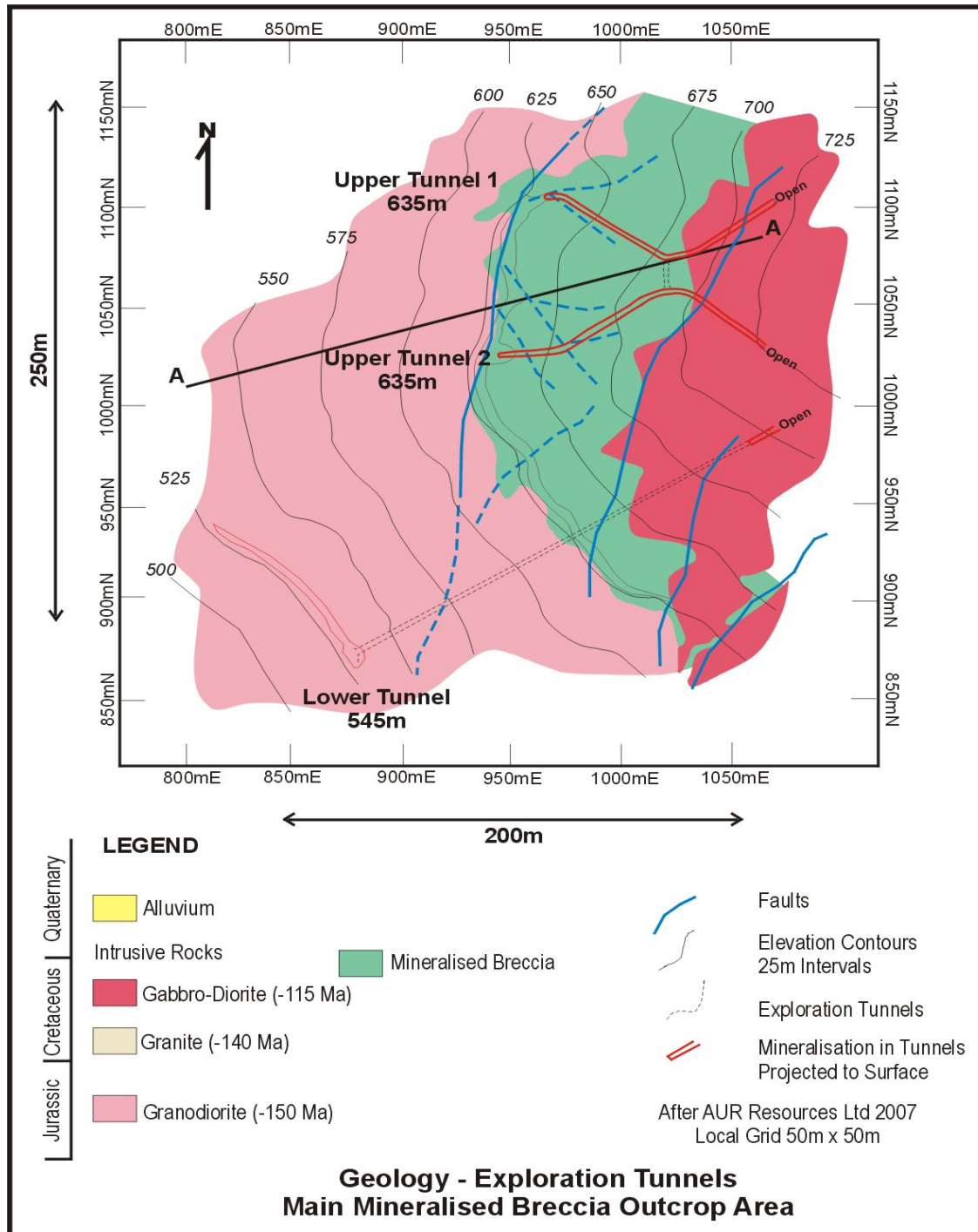


Figure 5: Chuminga Exploration Tunnels & Geology.

Most of the recognized mineralised strike of the body is scree covered by rock debris which is continually moving down a 40° mountain slope. Exploration work carried out included initial

prospect geological mapping, with surface sampling and trenching on the outcrop area between 550m and 600m above sea level. The favourable Cu-Au-Ag results of three trenches; i.e. Trench Z1 - 40m @ 1.44% Cu, 0.45 g/t Au, 2.5g/t Ag; Trench Z2 - 25m @ 1.21% Cu, 0.36 g/t Au, 3 g/t Ag and Trench Z3 - 20m @ 0.75% Cu, 0.40 g/t Au, 4 g/t Ag having a weighted average result of 1.21% Cu; 0.41 g/t Au; 3 g/t Ag (Figure 6), led to the opening of three tunnels into the mineralised breccia. These tunnels were placed orthogonally to the strike of the mineralised breccia - two tunnels 100m apart at 635masl, which were latter interconnected; and a third tunnel, 90 metres below the first two, at 545masl^(ref 4, 8, 10) (Figure 5).

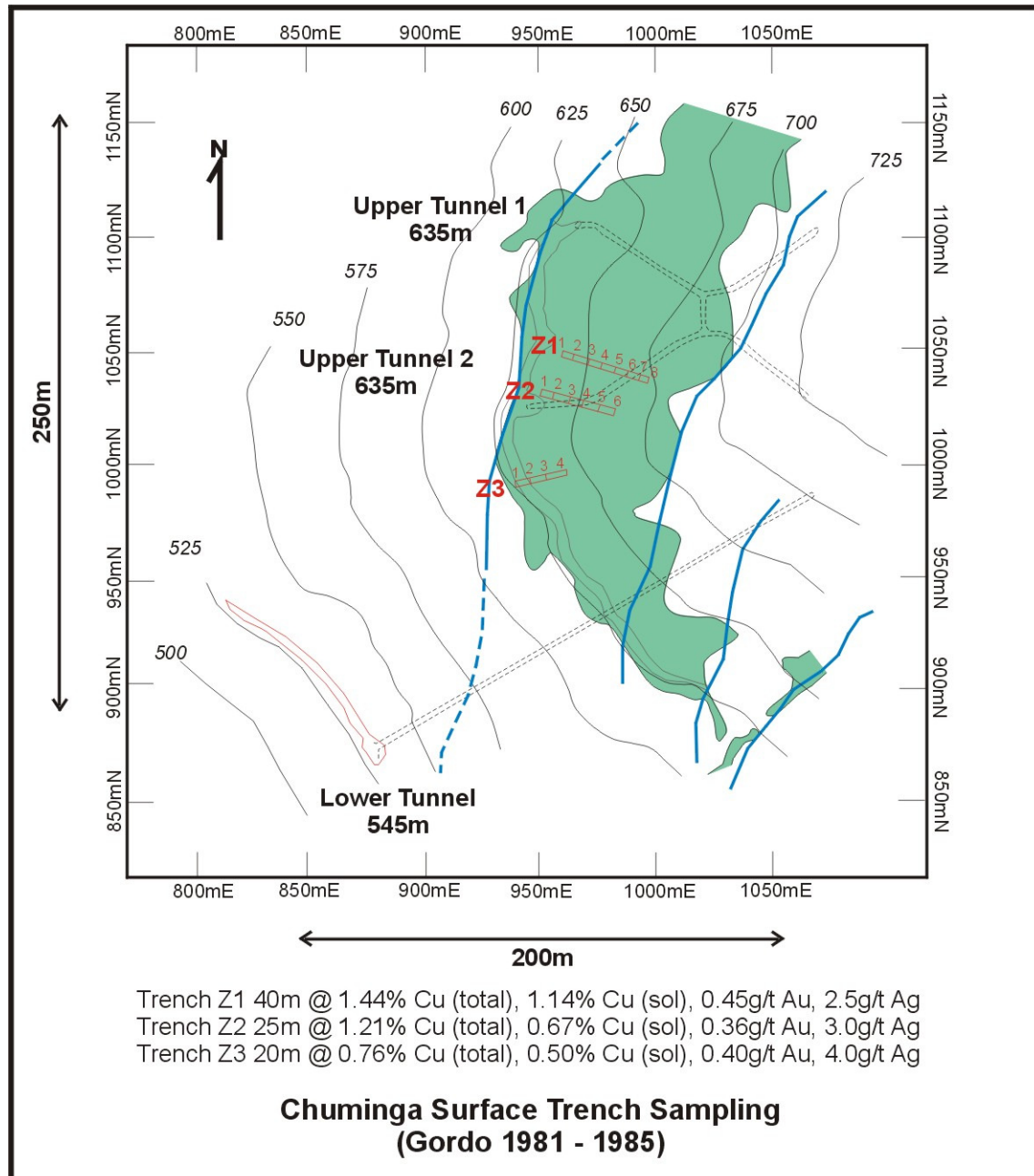


Figure 6: Chuminga Trench Locations.

The upper tunnels, 100m apart and 120m and 180m in length, were reported to have intersected mineralisation through the entire run of the tunnels, but did not transect the full width of the mineralised breccia. The southern-most, upper tunnel was comprehensively sampled, but not over its entire length (Figure 5). This sampling consisted of both the northern and southern walls being initially chip sampled over a 2.5m sampling interval for the first 60m length of the

tunnel. The roof of the tunnel was subsequently sampled over a 5m sampling interval for a 115m length of the tunnel. The weighted average of the results obtained was 115m @ 0.90% Cu (total), 0.70% Cu (soluble) and 0.48 g/t Au^(ref 4, 10) (Figure 7). The ratio of soluble copper to total Cu grade analyses of these tunnel samples expressed as a recovery of Cu (78%) indicates good metallurgical characteristics of the oxidized copper mineralisation at an approximate vertical depth of 60m.

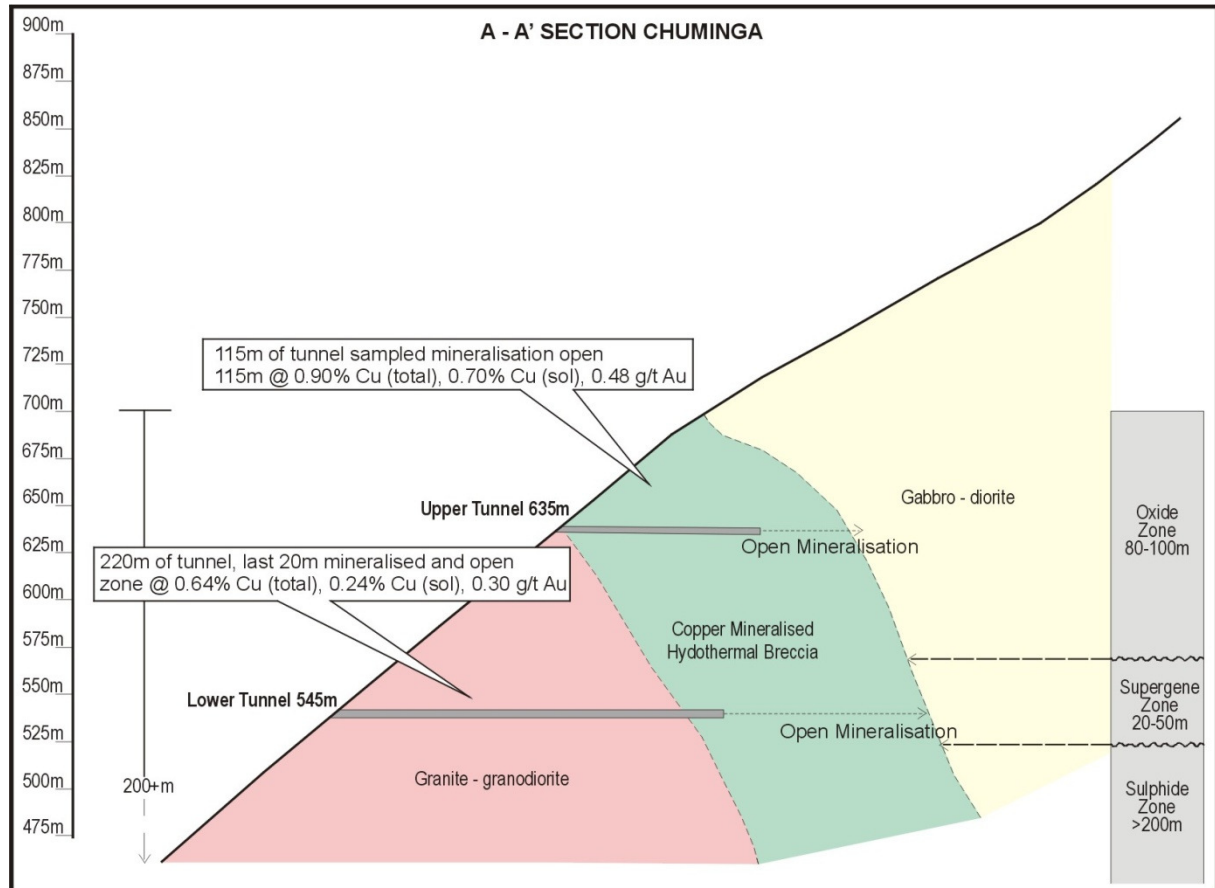


Figure 7: Chumunga Cross-Section (A-A' from Fig 5).

The lower tunnel is some 218m long intersecting mineralisation in the last 30m of tunnel. It was not completed through the mineralised breccia due to financial problems with the company at that time. The walls and the roof of the tunnel were sampled over the interval 197.5m to 217.5m and the weighted average of the results obtained was 20m @ 0.64% Cu (total), 0.24% Cu (soluble) and 0.30g/t Au^(ref 4, 10) (Figure 7). The ratio of soluble Cu to total Cu grade analyses of these tunnel samples expressed as a recovery of Cu (38%) indicates the metallurgical characteristics of the copper mineralisation has changed. This is a function of the less oxidized nature of the mineralised body at an approximate vertical depth of 155m. This observation may be just a reflection of the fewer number of analysed samples in the lower tunnel (4 compared to 23) and the selection of the sampling positions, as the lower tunnel had just entered the mineralised body where it stopped. However, a change of mineralogical characteristics (decreasing oxides to sulphides with depth) has been commented upon by other parties particularly Rojas (2009) (ref 8), refer section 3.5.4 below.

Overall Gordo Engineering Company concluded that the exploration target potential of the copper mineralised breccia was between 7.5 to 45 million tonnes at 0.90 to 1.21% Cu and 0.40 to 0.48 g/t Au. The potential quantity and grade of this target is conceptual in nature, as there has been insufficient exploration to define a Mineral Resource and it is uncertain if further exploration will result in the determination of a Mineral Resource.

3.5.2 RTZ Mining and Exploration

No further work was undertaken by the Gordo Engineering Company post 1987. In 1996, RTZ Mining and Exploration Ltda (“RTZ”) examined the property as part of possible acquisitions of the mining assets of the company. RTZ carried out some limited sampling and indicated that the extent of the mineralised body was 1,000m, possibly to 1,200m, as the gabbro-diorite was shown to extend that distance, and its width was up to 100m^(ref 3, 6, 7, 9). It was considered a significant mineralised body, but was not of sufficient size for RTZ.

3.5.3 AUR Resources

SCM Compania Minera Chuminga acquired Chuminga in 2005. In 2007, the local subsidiary of Canadian miner, AUR Resources Inc (“AUR”) examined the property and the data base before that company was taken over by Teck-Cominco Inc. in the same year. AUR carried out a re-sampling exercise of surface trenches and tunnels by re-sampling 20% of the same sample points of the Gordo Engineering Company^(ref 10). Total copper had a marked positive bias in favour of sampling done by AUR, the average grade being 49% higher, whilst gold had a marked lower bias in favour of sampling by AUR, the average being 66% lower. It was noted both gold values data sets had an inverse relationship with copper. From an observation of the AUR versus Gordo Engineering Company soluble Cu and total Cu data for the same sample points, the soluble copper to total Cu ratio for these particular sample points is far higher than AUR (93% to 80%). This suggests the Gordo Engineering Company mine laboratory did not use a total Cu analytical method as compared to the commercial laboratory used by AUR for their analyses. However, the reason for the difference in gold analytical results between the laboratories cannot be readily explained and could again be due to different laboratory analytical methods for gold analyses.

AUR confirmed the mineralised breccia body discovered by Gordo Engineering as being an exploration target of 7.5 to 45 million tonnes of 1.30 to 1.40% Cu and 0.30 to 0.40g/t Au. However, grade ranges cannot be verified from the available data. The potential quantity and grade of this target is also conceptual in nature, as there has been insufficient exploration to define a Mineral Resource and it is uncertain if further exploration will result in the determination of a Mineral Resource.

3.5.4 SCM Compania Minera Chuminga

In 2009, SCM Compania Minera Chuminga requested Chilean consulting group, Rojas and Associates (“Rojas”) to give a technical opinion on the property after conducting both a field examination of the Chuminga Prospect and a review of all available data.

Rojas noted the grades of samples taken from the tunnels by AUR showed significant increases in Cu grade compared to the original work of the Gordo Engineering Company and also a 1% mean Zn content for the body was estimated from the AUR sample data^(ref 10). The Zn content cannot be confirmed as the AUR analytical data in full has not been seen. However, the Zn content is not unexpected as sphalerite, a zinc sulphide mineral, was reported by RTZ to occur in the ore mineral suite^(ref 7, 9). No comment was made by Rojas on the Au content of the body, though it appears a gold grade of 0.4g/t was estimated and the reason behind this estimate is not known. It is noted however, that the weighted average grade of the Gordo Engineering Company surface trench samples, 1.21% Cu and 0.41% Au, (with the latter addition of Zn) appears to have been accepted by Rojas and was incorporated into his estimate of the grade of the mineralised breccia as being 1.1 to 1.2% Cu; 0.30 to 0.40 g/t Au; 0.9 to 1.0% Zn.

Rojas^(ref 10) estimated from a study of the mineralised breccia body that there is an upper 80m to 100m of oxide copper mineralisation below which is a probable mixture of oxides and supergene sulphides which from regional analogies may be 20m to 50m in extent (Figure 7). The floor of this mixed zone was prognosed to be located a few metres below the elevation of the lower tunnel, and underlying this should be a primary sulphide zone, inferred by the

presence of mixed oxide and sulphide minerals in the lower tunnel and relics of copper sulphides in the oxides in the upper tunnels. The extension of this primary zone at depth depends on the existence of the hydrothermal breccia at depth. Rojas suggested it could extend to a vertical depth of 300m or more below the lower tunnel. It was noted that as most of the sulphides have been oxidized in situ and vertical movement of copper appears limited, one might expect restricted supergene sulphide development (as these sulphides should now be oxidized) and as a consequence the grade of the primary sulphide zone should not vary significantly from the grade of the oxidized zone.

By considering the area of mineralisation on surface, the lateral and vertical depth of the tunnels and the general strike extent of the mineralisation, Rojas estimated an overall exploration target at Chuminga of between 50 to 60 million tonnes at 1.1 to 1.2% Cu; 0.30 to 0.40 g/t Au; 0.9 to 1.0% Zn. The potential quantity and grade of this target is conceptual in nature, as there has been insufficient exploration to define a Mineral Resource and it is uncertain if further exploration will result in the determination of a Mineral Resource.

3.5.5 Ezenet Limited

During September 2011, EZE conducted sampling of three new contiguous trenches located as shown in Figure 8. These trenches were dug following the approximate contour of the strike of the mineralised breccia. The averaged results are summarised below in Table 2.

Trench	Strike From m	Strike To m	Interval m	Au g/t	Ag g/t	Cu %	Pb ppm	Zn ppm	As ppm	Mo ppm
Trench 1 north	0	12	12	0.01	0.2	0.01	6	38	30	4
	12	66	54	0.19	1.4	1.09	4	86	83	20
Trench 2 central	0	150	150	0.21	1.3	1.03	6	96	53	18
Trench 3 south	0	31	31	0.20	0.6	1.14	9	61	58	25
	31	32	2	<0.05	0.2	0.02	5	36	32	3
Summary Strike	0	12	12	0.01	0.2	0.01	6	38	30	4
	12	202	190	0.20	1.2	1.07	7	87	62	20
	202	204	2	<0.05	0.2	0.02	5	36	32	3

Table 2: Recent Trench Sampling Details.

The highlighted Cu and Au results of the continuous breccia mineralisation encountered along strike (190m @ 1.07% Cu, 0.20 g/t Au) are similar to the historic results and thereby help to confirm the earlier exploration results. The Zn results do not match with earlier results by way of being extremely low.

This is interpreted as being caused by mineralisation zoning with respect to elevation of the deposit with various elements, Zn in particular and Mo to a lesser extent, being susceptible to differential precipitation as pH and Eh levels varied as the mineralising fluids solidified to form the occurrences now delineated. So this results in a vertical stratification of Zn mineralisation in particular as these new trenches were dug along strike rather across strike and thus produced these current results. This does not diminish the previous work as described above except for the Zn results.

Consequently the grade range for the zinc component of the exploration potential estimate is reduced from the previous range of 0.9% to 1.0% Zn to 0.5% to 1.0% Zn. Please note that all exploration targets are conceptual in nature and future work may not delineate all or any of the potential target.

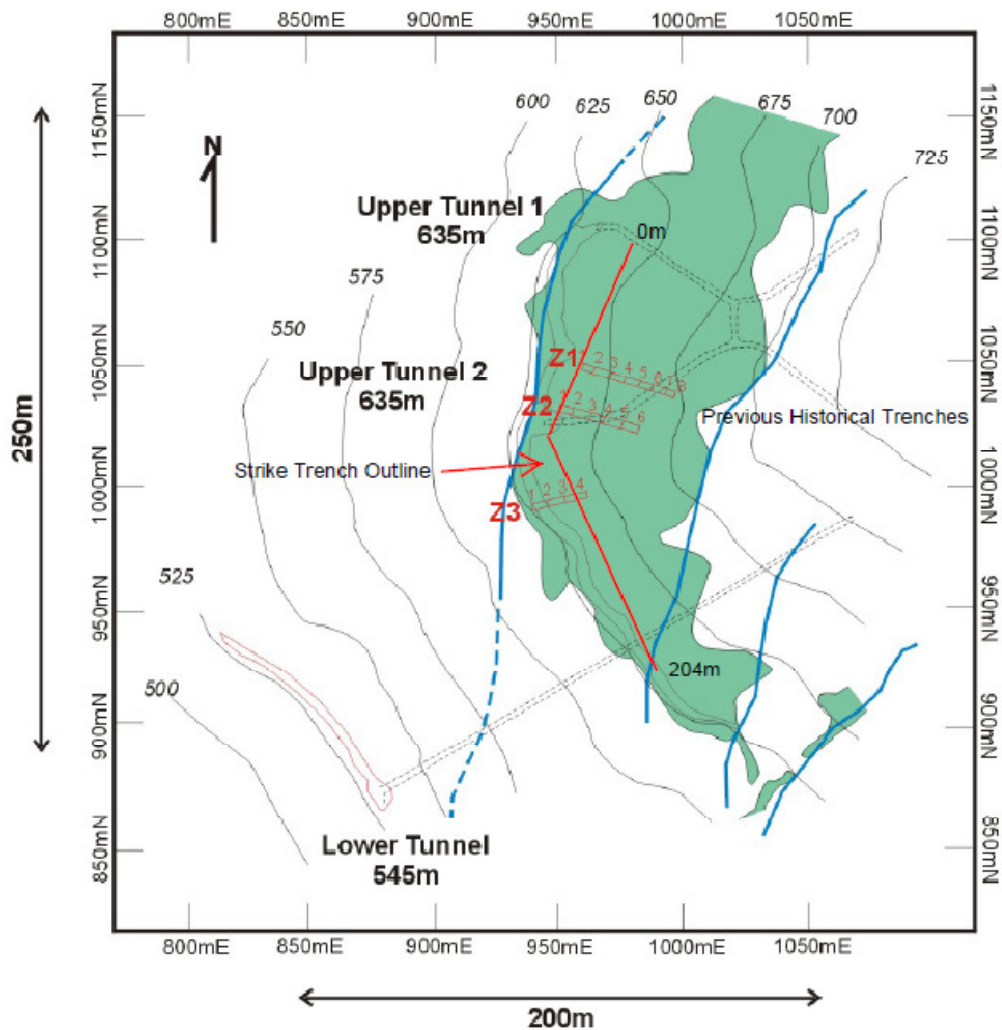


Figure 8: Location of New Trenches (on Fig 5).

3.6 Exploration Potential

Whilst there are some varying grade results in the Chumunga data to hand, there is evidence from the original owner of Chumunga, and importantly independent data reviews of the Chumunga Project by large reputable companies as part of farmin or purchase diligence deliberations on the project, using the above parameters of the mineralised body, to suggest the existence of a large exploration target of medium grade Cu-Au-(Zn) mineralisation (50 to 60 million tonnes of 1.0 to 1.1% Cu; 0.30 to 0.40g/t Au; 0.5 to 1.0% Zn) which appears to have good metallurgical characteristics and a geometry amenable to bulk mining methods. Drilling, in particular, has yet to occur on the mineralised breccia body, and is a primary requirement to realise the conceptual tonnage-grade expectations at Chumunga based on exploration carried out to date. The potential quantity and grade of the target is conceptual in nature, as there has been insufficient exploration to define a Mineral Resource and it is uncertain if further exploration will result in the determination of a Mineral Resource.

A better understanding of the true potential of this mineralisation will occur in the near future with Ezenet carrying out systematic exploration programs involving geophysics, drilling and metallurgical testing.

3.7 Proposed Exploration Program and Budget

Ezenet will commence initial detailed ground geophysical programs involving magnetics and induced polarization in August over the 1,200m strike of the mineralised breccia. The aim of the program is;

1. To build a detailed 3D magnetic and IP model of the strike of the mineralised breccia body to a depth of at least 300 to 400m to assist drill planning and possible resource estimations using current sampling data of the tunnels and subsequent diamond drilling results.
2. To prospect for further structurally-controlled mineralised breccias on both the western and also the eastern contact of the young intrusive gabbro-diorite bodies that are known or are suspected to occur in the eastern half of the 9km² prospect area which are mainly concealed by scree moving downslope on the mountain side.

This geophysical program, concurrent with road access to drill sites in the environs of the upper tunnels, will lead to the commencement of an initial diamond drilling program in September Quarter 2011, with subsequent preliminary metallurgical work to determine the target potential of Chuminga. Six NQ core holes will be drilled for 1,460m on 3 sections. Two holes, “scissored” on each of the sections, should outline the width (morphology) and grade of the mineralised breccia and determine the vertical extent of the oxidised and supergene mineralisation of the primary breccia mineralisation over the 250m to 300m strike of the breccia mineralisation in the environs of the tunnels. Further step out on-strike drilling is planned based on the results of the geophysical program.

A proposed budget for exploration activities in Years 1 and 2 is outlined below in Table 2. This budget will be subject to change as it is results dependent on the outlined activities.

Activity	Full Subscription			Minimum Subscription		
	Year 1 \$	Year 2 \$	Total \$	Year 1 \$	Year 2 \$	Total \$
Base plan preparation including low level air photogrammetry and surveying	20,000	0	20,000	20,000	0	20,000
Ground Geophysical Surveys plus interpretation	100,000	0	100,000	100,000	0	100,000
Surface Mapping, Targeting Geophysical Anomalies, Trenching & Sampling	50,000	0	50,000	50,000	0	50,000
Road Access	500,000	100,000	600,000	400,000	50,000	450,000
Diamond Drilling	310,000	1,000,000	1,310,000	310,000	0	310,000
Analytical	40,000	100,000	140,000	40,000	10,000	50,000
Metallurgical Testing	10,000	50,000	60,000	10,000	0	10,000
Resource Estimation	15,000	30,000	45,000	15,000	0	15,000
Mining Engineering	0	50,000	50,000	0	0	0
Field Supervision	50,000	100,000	150,000	50,000	20,000	70,000
Administration	80,000	100,000	180,000	80,000	25,000	105,000
TOTAL	1,175,000	1,530,000	2,705,000	1,075,000	105,000	1,180,000

Table 3: Chuminga Project Proposed Exploration Budget.

4.0 Vega Project

4.1 Introduction

The Vega Gold Project lies in Chile's Fourth region, in the high Andes, 20km north of the El Indio Gold Mining Centre and 135km due northwest from the coastal city of La Serena which is in turn 460km north of Santiago, the capital of Chile (Figures 1 and 2).

Vega targets an undrilled epithermal system similar to other gold bearing volcanics close by in the El Indio Gold Belt. The El Indio Gold Belt contains recent large, past (El Indio - Tambo) and present (Pascua Lama - Veladero) gold mining centres. Significant deposits of gold and silver as have been discovered to date by mainly Barrick Gold Corporation, the dominant miner in the region^(ref 11).

4.2 Tenement Details

The details of the tenement holdings, comprising 10 Exploration Licences covering a contiguous area of 28km² for the Vega Project, are presented in Table 3 below.

Licence ID	Holder (1)	% Interest	Licence Type	Area (ha)	Mining Patents 2011-12 US\$ (2)	Expenditure Commitment	Expiry Date for Concession	Comments (3)
Vega 1	CMC	100	Exploration	200	324.18	None	10/12/2014	Constituted
Vega 2	CMC	100	Exploration	300	486.28	None	10/12/2014	Constituted
Vega 3	CMC	100	Exploration	300	486.28	None	10/12/2014	Constituted
Vega 4	CMC	100	Exploration	300	486.28	None	10/12/2014	Constituted
Vega 5	CMC	100	Exploration	300	486.28	None	10/12/2014	Constituted
Vega 6	CMC	100	Exploration	300	486.28	None	10/12/2014	Constituted
Vega 7	CMC	100	Exploration	300	486.28	None	10/12/2014	Constituted
Vega 8	CMC	100	Exploration	300	486.28	None	10/12/2014	Constituted
Vega 9	CMC	100	Exploration	300	486.28	None	10/12/2014	Constituted
Vega 10	CMC	100	Exploration	200	324.18	None	10/12/2014	Constituted

Note:

(1) CMC is Compañía Minera Calcia Ltda. Pursuant to a purchase agreement between Ezenet, is Green Mining Ltda (Ezenet Limited's Chilean subsidiary) and CMC, Green Mining has the right to acquire the Vega Concessions subject to the satisfaction of certain conditions.

(2) Mining Patents represent yearly rent and rate fees for mining rights in Chile. Values may suffer variation according to the value of the Monthly Tax Unit which is established and adjusted on a monthly basis through a monetary unit known as UTM.

(3) Constituted is the Chilean equivalent of granted.

Table 4: Vega Project Tenement Details.

4.3 Location and Access

Project access is via the coastal city of La Serena, following the Elqui valley 160km east along Route 41, the highway to Argentina, through Vicuña, to the border post at Junta del Toro. A 26km gravel highway is then taken northwards to Barrick's closed El Indio mine. Vega lies 20km further north of El Indio, following a non-maintained dirt road, which continues upstream a further 5km to Barrick's Sancarron gold project (Figure 8), at the Argentine/Chile border.

The project occupies an area of 28km² centred on UTM coordinates 6,725,500mN 401,500mE at approximately 3,850masl. The area is accessible Andean terrain between 3,600masl and 4,100masl with the concessions occupying both sides of the valley of the Sancarron River,

which flows north-west as a tributary of the Rio del Carmen, passing through the town of Vallenar, and reaching the sea at Huasco, in Chile's Third Region.

4.4 Geology

4.4.1 Regional Setting

The Vega Gold Project lies in the northern part of the 150km long “El Indio Belt” of Tertiary age volcanic rocks straddling the Chile/Argentina border in which a number of precious metal discoveries have been made (El Indio, Tambo, Sancarron, Pascua Lama, Veladero), midway between the El Indio and the Pascua Lama-Veladero gold mining centres (Figure 8).

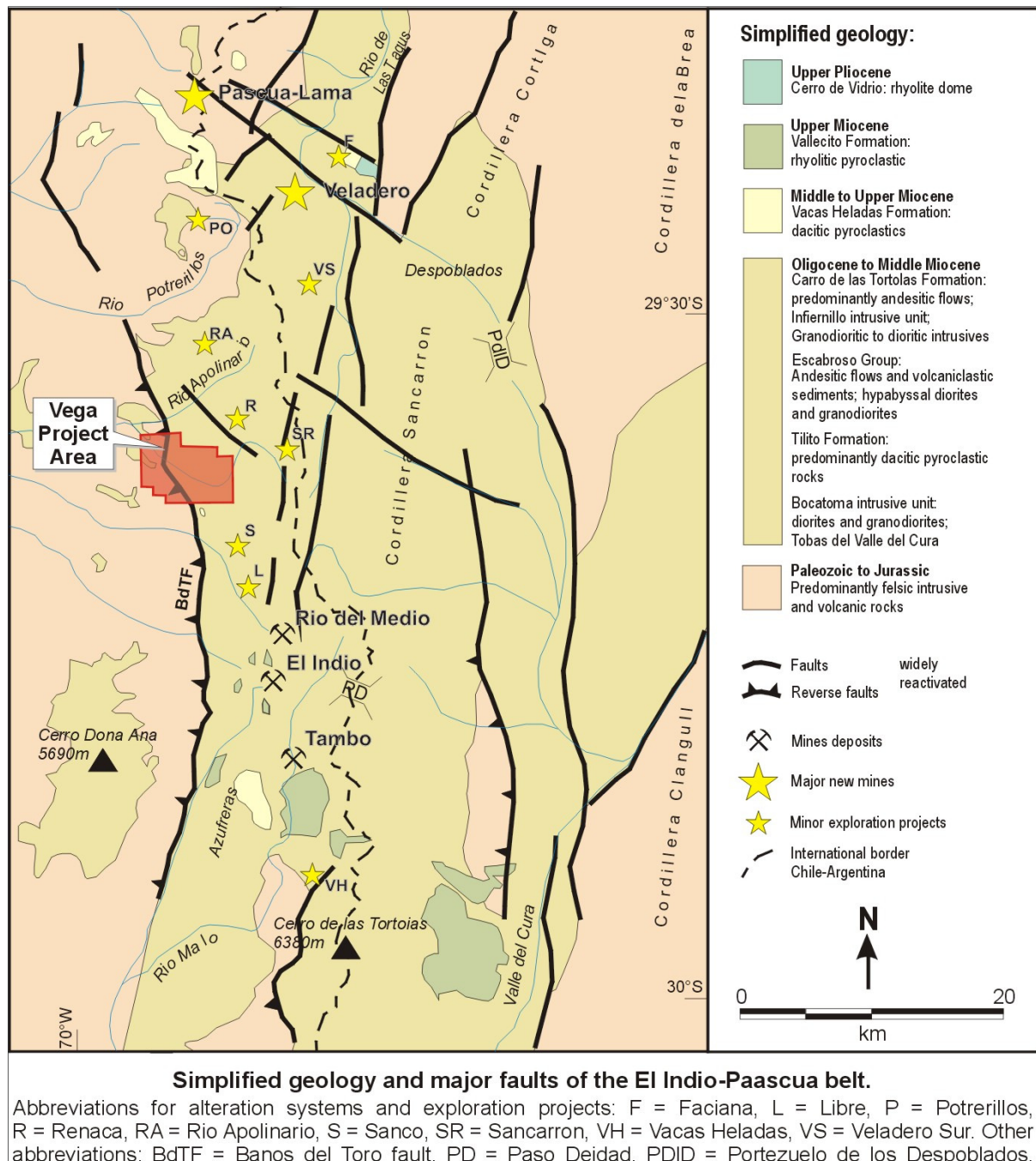


Figure 9: Vega Regional Geology & Other Mines.

Compañía Minera San José Ltda, (“St Jose”), a subsidiary of St. Joe Minerals Corporation, discovered El Indio in 1975. Chevron Minerals Corporation and others in joint venture with

San José also became involved in El Indio, and dominated regional exploration of the 150km long El Indio gold belt until the property assets were acquired by Barrick in 1994.

South of the Vega Project, the El Indio-Tambo complex produced 5.8 million ounces of gold. El Indio itself produced 4.5 million ounces of gold, 25 million ounces of silver and 472,000 tonnes of copper from underground and open pit operations in its 23 year life from 1979 to 2002 (16.8 million tonnes mined at an overall recovered grade of 8.33 g/t Au, 46.3 g/t Ag and 2.81% Cu)^(ref 17). El Indio was famous for its production of direct shipping ore in the beginning of its mining life; 190,000 tonnes for 1.2 million ounces at an overall average grade of 6.3 ounces of gold per tonne. Barrick's mining activities have moved to Pascua Lama-Veladero, 60km to the north in the belt straddling the Chile-Argentina border. Here a number of classic, high sulphidation Au-Ag-Cu epithermal deposits have been discovered, containing some 38 million ounces of gold and 900 million ounces of silver. Mining has commenced at Veladero just inside Argentina at 600,000 ounces per annum whilst Pascua Lama is expected to be in production in early 2013^(ref 11).

El Indio is a classic, high sulphidation epithermal deposit which was emplaced in two well defined sericite haloes with subsequent replacement in part of the enargite mineralisation by tennantite (both copper arsenic sulphide minerals) chalcopyrite and gold and a phase of latter low sulphidation bonanza gold-quartz veins in alteration halos of illite and quartz. The latter was the source of the early bonanza production^(ref 17).

The majority of mineralisation in the El Indio Belt is hosted by Upper Oligocene to Miocene age volcanics of the Dona Ana Formation, which unconformably overlies "basement"^(ref 12). This formation consists of the Tilito Member, rhyolitic-dacitic pyroclastics (ash flow tuffs); overlain by the Escabroso Member, fine grained to porphyritic andesites, which have emanated from various identifiable volcanic centres in the region. El Indio, Tambo, Vacas Heladas, Libra and Sancarron are the more prominent of these partially eroded volcanoes and have been prime exploration targets for Barrick^(ref 12). The latter two are respectively just southeast and northeast of Vega (Figure 8). All have undergone contemporaneous hydrothermal (steam induced) alteration affecting the individual strato-volcanic piles and limited areas of surrounding host rock. The effusive centres are generally elliptical in plan, reflecting the prominent north-south fault zones along which these were emplaced. Detailed mapping by past explorers has identified many 'parasitic' cones in the El Indio district, of the order of 100m in diameter, formed of tuffs, angular breccias and rounded "pebble" breccias in their central parts, indicating extreme re-working of the clasts in an explosive environment^(ref 19).

The region has had considerable tectonic thrusting and dislocation, and the Tertiary volcanic belt is preserved in a north-south trough on the eastern side of the upthrust, Palaeozoic age Elqui-Limari Batholiths which form the basement to the region with unconformably overlying Upper Jurassic to Lower Cretaceous lavas, volcanoclastic sediments and limestones which are named the Baños del Toro Formation and Algarrobo Formation^(ref 12) (Figure 8). Apart from a prominent regional north-south sinuous series of thrusts, many subordinate normal faults line up in northeast-southwest and northwest-southeast swarms, and the former host the bonanza type gold-silver ores. At El Indio these minor mineralised faults, near surface, "horse-tail" and even deteriorate into zones of indeterminate fracturing and stock work. With depth, the faults and their accompanying veins consolidate into more identifiable mineable structures which grade from precious-metals near surface to copper-zinc rich at depths of below 400m.

4.4.2 Project Geology

Vega is placed at the northern end of a local concentration of hydrothermally altered volcanic centres of dacite tuffs which are clustered either side of El Indio for a distance of 50km north-

south by 15km east-west. The more significant of these centres have been the focus of Barrick's exploration activity (Figure 8). Further north, the alteration picks up again at Rio Apolinario, and continues to the new mining district of Barrick at Pascua Lama-Veladaro and beyond. The argillic-silicic altered volcanics at Vega, belonging to the Tilito Member of the Dona Ana Formation, are exposed over an area of 5km x 1.5km and are emplaced on a caldera ring fault marked by the curving Sancarron River as is a younger diorite of the Infiernillo Group in the northwest of the immediate prospect area which is intrusive into the Tilito Member^(ref 18) (Figure 9).

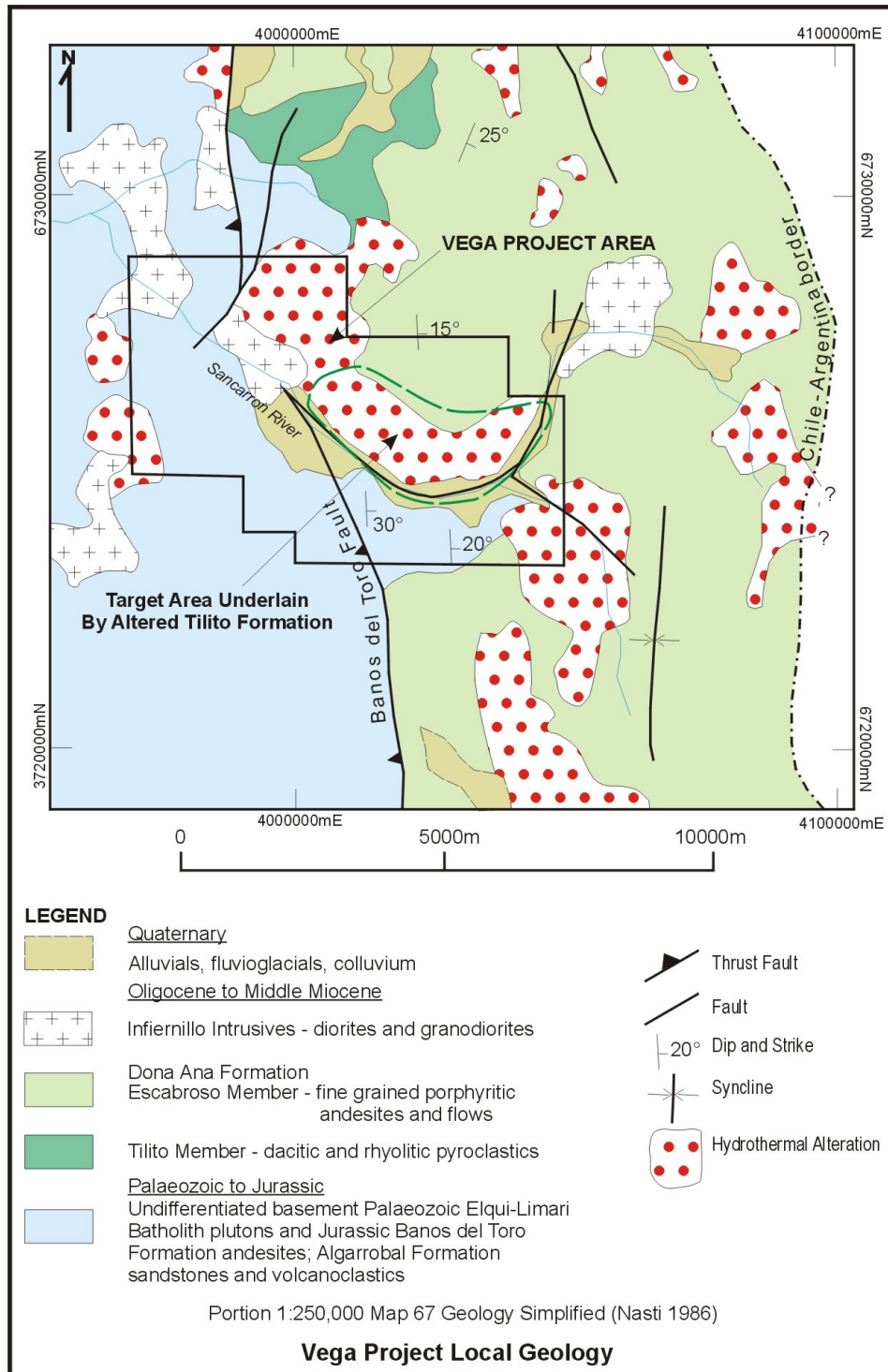


Figure 10: Vega Local Geology.

The altered volcanics are very evident on Google and ASTER satellite imagery (Figure 10). Outside the caldera rim to the south of the Sancarron River are bright red to grey andesitic

lavas and volcanoclastic conglomerates, strongly hematite stained, which dip radially away from the volcanic centre of altered dacitic and rhyolitic tuffs, itself topped with andesite flows occupying the higher ground north of the Sancarron River ^(ref 19).

Unlike the sharper peaks of nearby Libra and Sancarron, the interior of the Vega project where the centre lies, is a relatively domed topographic feature outlined by an approximately circular drainage pattern on its northern and southwestern sides. The diameter of this caldera is about 5km.

The altered volcanics at Vega are dacitic and rhyolitic tuffs of an ill-sorted pyroclastic sequence, striking northeast 15° to 25° and dipping from sub-horizontal to 25° to the southeast. The strongly altered volcanics are well exposed on the northern slopes of the Sancarron River valley, between 3,600masl and 3,900masl, and because of this have been the target in the past of detailed surface mapping and prospecting involving geochemical sampling ^(ref 19).

On the eastern (upstream portion) of the project area, the pyroclastics are coarse, consolidated and brecciated. Following the outcrops of the altered tuffs downstream, they become finer and more widespread, occupying higher ground on both sides of the valley, and appear to infill old topographic channels, suggesting an airborne source at the northwest limit of the project area. The argillic-silicic alteration of the tuffs terminates abruptly against the overlying and adjacent Escabroso Member comprising fine grained to porphyritic andesites at approximately 3,900masl to 4,000masl on the northern side of the Sancarron valley (Figure 9). These andesites are flows probably originating from higher ground 6km to 8km to the east, or from within the same caldera and occupy terrain between 3,900masl and 4,300masl. The abruptness with the Tilito Member may indicate merely an unconformable relationship, but it may also indicate a fault separation of the two units, however, this is not clear in the field. The Escabroso Member andesites have ubiquitous mild propylitic alteration and variable red-stained hematite content ^(ref 19).

The major structural features of the area is the north trending Banos del Toro Fault which outlines the eastern margin of the upthrust basement and a northwest-southeast trending regional fault following the Sancarron valley in the south west sector of the Vega project area which becomes curvi-linear in a northeasterly continuation upstream of the Sancarron River ^(ref 18, 19) (Figure 9). This was the controlling structure along which the pyroclastics were emplaced, and along which hydrothermal fluids emanated. Minor faults, emphasised by silicification, strike northwest 60° to 80°, and a second set strike northeast 45° to 65° with lesser dykes, faults and minor shears.

The accumulation of acid sulphate altered, coarse (near vent source) pyroclastic tuffs and breccias, indicates a linear vent style emplacement and accompanying, vertically sourced, infusion of hydrothermal fluids that may have carried precious metals which is important for precious metal potential of the project area. On this point, Libra the prominent altered parasitic cone that is obvious on Google imagery and is also the prominent alteration area on Figure 10 just southeast of the Vega Project, is a good analogy for Vega as it is a nearby proved epithermal mineral system. The principal of the vendor CMC, an ex San José exploration manager, has reported from detection limits up to 2% arsenic with accompanying low order precious metals values was encountered in San Jose's Libra drill holes in the 1980s ^(ref 15, 19).

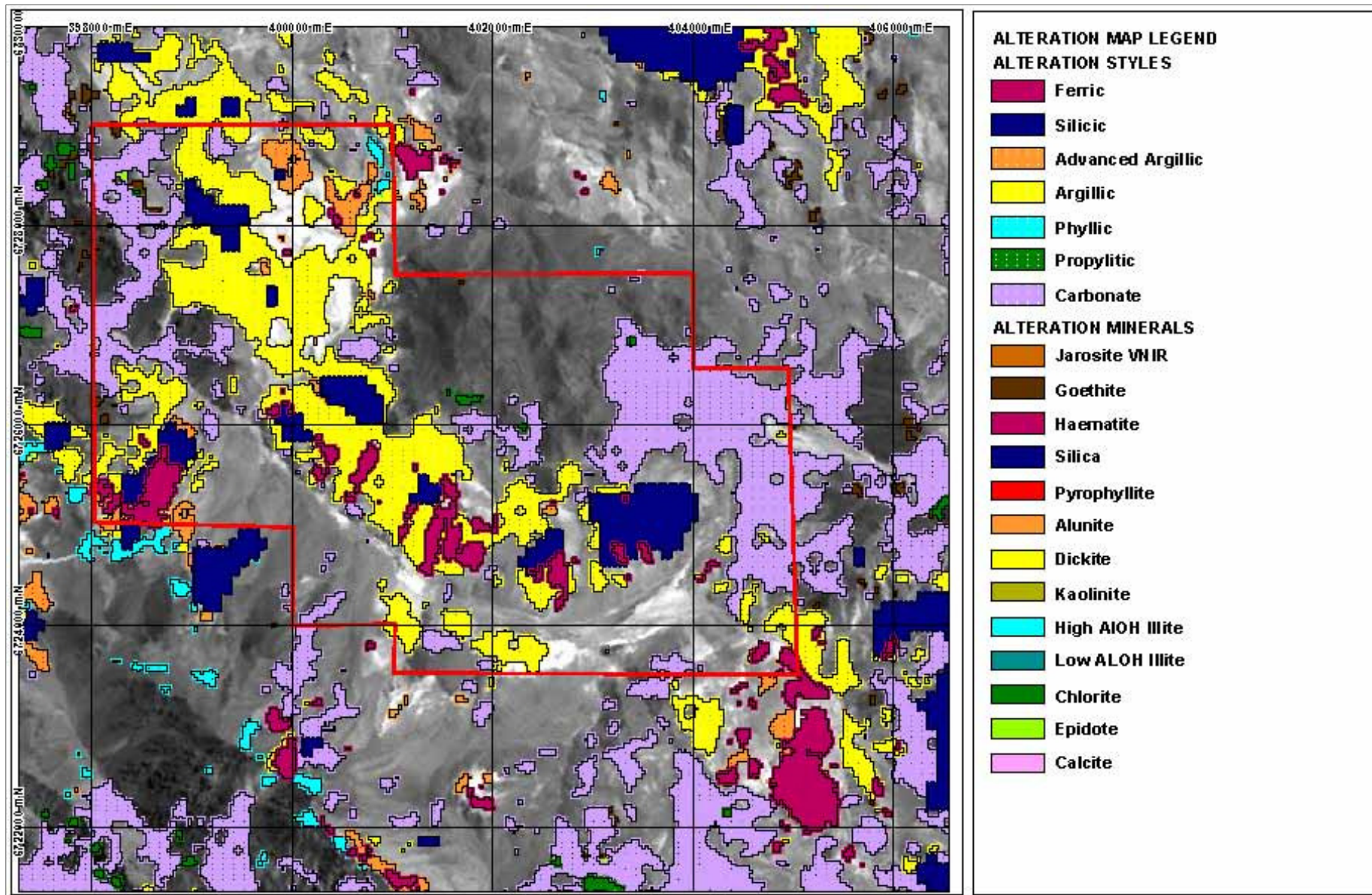


Figure 11: Vega 'Google+Aster' Image – Alteration Styles (AGARRS).

4.4.2.1 Alteration and Mineralisation

The argillically altered tuffs of the Tilito Member have common kaolinite, gypcrete and jarosite and are intruded by silicified breccias in small patches, lenses and faults. At the top of the sequence is native sulphur. Gypcrete and sulphur are concentrated in areas which were originally solfataric and are also found close to the silicified zones. Patches of gypcrete and jarosite occur as hard crusts with a maximum surface dimension of 40m x 20m. Jarosite is also associated with quartz-sericite zones, either disseminated, or as small vugh fillings in silicic breccias ^(ref 19). Figure 10, an ASTER alteration image of the Vega Prospect area summarises alteration features of the immediate prospect area and the environs of the exploration concessions.

There are anomalous elemental patterns in the alteration area, some of which are coincidental and are also associated with anomalous geophysical features, (ie structure and silicification) especially on CSAMT lines 2 to 5 ^(ref 16). (Figure 11).

The silicified areas are irregular within the argillic-altered zone, predominantly occupying a brecciated zone at the eastern end of the alteration in the project area at “Vega East” at 6,725,500N 403,500E. Narrow fault structures (typically to 1m in width) are outlined by silicification, and where most intense, these approximate veining with or without brecciation. Silicification also occurs; in irregular patches (“bolsones”), apparently related to the original rock permeability, associated with dykes, and minor fractures, and also affecting individual clasts. A geophysical survey (Figure 12), discussed below in section 4.5.5, suggests that increased silicification of the volcanic extends below the valley floor for possibly several hundreds of metres vertically, widening at depth ^(ref 13).

Quartz-sericite alteration appears in ill-defined zones roughly enveloping the more silicified rocks. In detail, sericitisation is seen to affect the feldspars within a moderately silicified groundmass of the dacitic tuffs.

Compared with the ex Barrick Sancarron project, located 5km east and northeast of Vega, the Vega alteration has similar argillic and silicic components, but less alunite, which is common in Sancarron. The altered zones at Libra immediately southeast of Vega are however, very similar to Vega(ref 20).

The argillic-silicic alteration of the tuffs terminates abruptly against the overlying and adjacent Escabroso Member andesites at approximately 3,900masl to 4,000masl on the northern side of the Sancarron valley (Figure 9). These andesites have ubiquitous mild propylitic alteration and a variable red-stained hematite content.

No primary mineralisation (sulphides or gold) has been observed on the Vega Project, though on litho-geochemical grounds, sulphides must be present at depth below the zone of leaching and oxidation. Sulphides thought to be present are disseminated pyrite from the presence of jarosite at surface and arsenopyrite, sphalerite and/or galena from highly anomalous rocks samples; ie As from detection limits up to 2.94%, Pb from detection limits to >0.10% and Zn from detection limits up to 0.76% (ref 16).

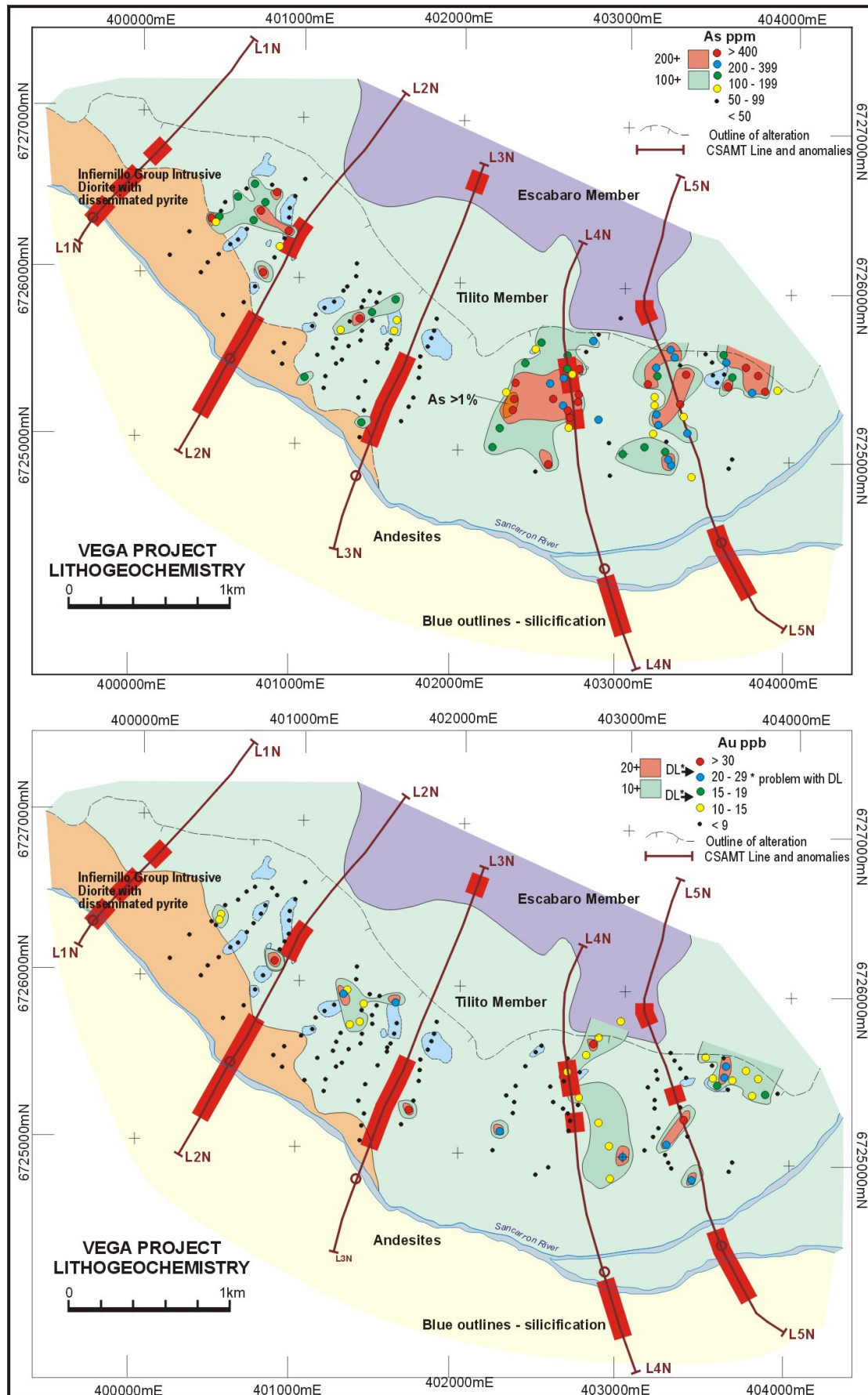


Figure 12: Vega – Coincidental Geochemical & Geophysical Anomalous Zones.

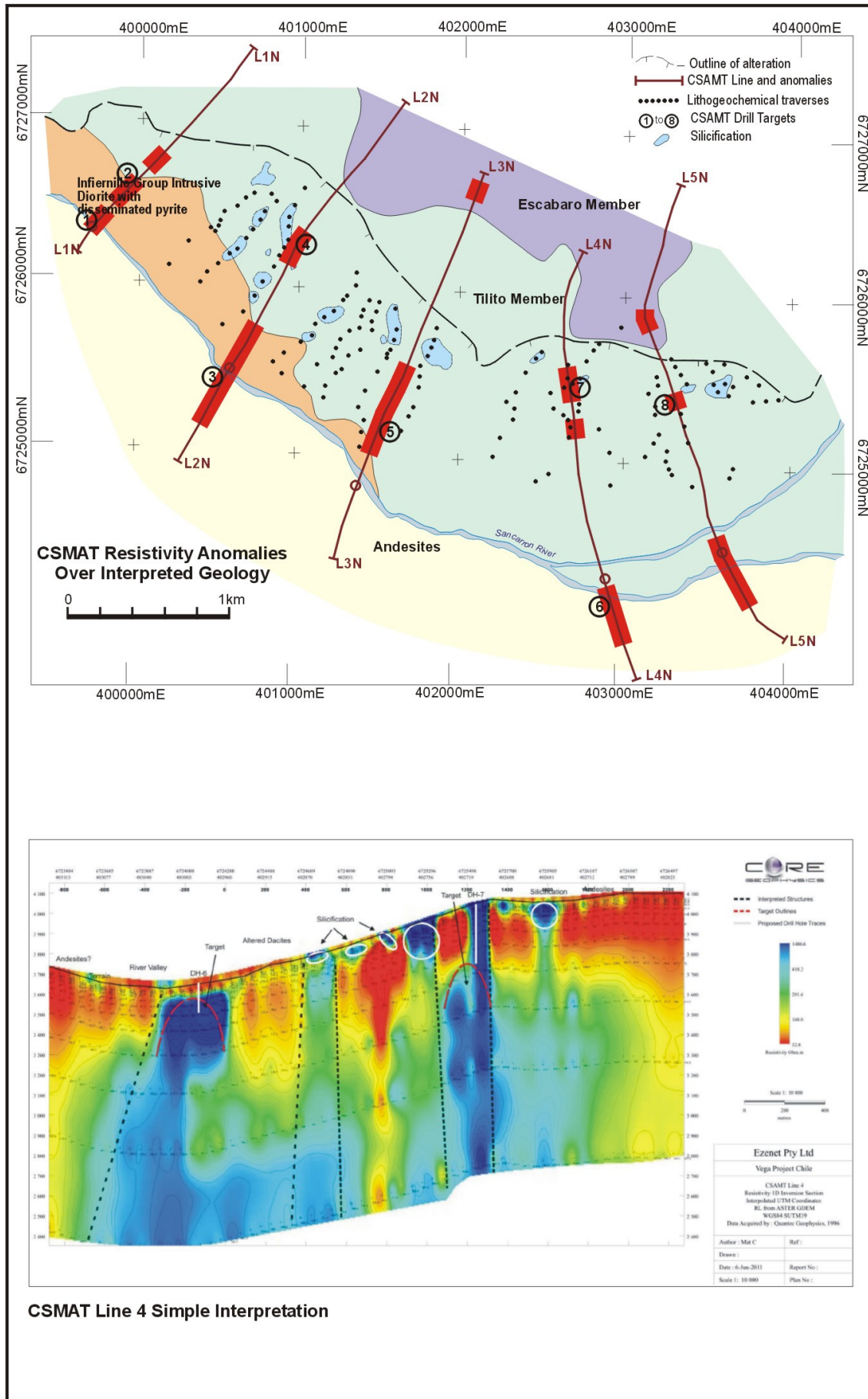


Figure 13: Vega – CSMAT Geophysics- Anomalous Zones – Plan & Section.

4.5 Exploration to Date

4.5.1 Compañía Minera San José Ltda

As previously mentioned above, the hydrothermal volcanic centres of the El Indio Belt were identified in the 1970s and variously explored by the San José joint venture until the assets of the joint venture were bought by Barrick. The area now covered by the Vega Project was explored by San José over a short season in 1983; by geological mapping, lithological sampling and analysis. The geochemical values were not striking enough to encourage San José to continue with any further exploration method such as geophysics or drilling, and their focus continued on their higher priority targets, Libra, Sancarron, Nevada (now the Pascua-Lama mine) and several other properties along the extensively altered belt north and south of Vega ^(ref 19).

4.5.2 Minera Fuego Ltda

San José relinquished the concessions over the Vega area in the late 1980s, allowing a local company SCM Legal Minera Manila Uno, to place new concessions there, named Manila 1-15. In 1996, Minera Fuego Ltda (“MFL”), a subsidiary of Yamana Resources Inc of Toronto, signed an option agreement to acquire the concessions ^(ref 19).

In the 1996-97 field season, MFL carried out geological mapping with geochemical sampling and a subsequent geophysical survey. The 317 surface samples collected comprised 295 rock chip samples taken over the general alteration area and 22 stream sediment samples. These samples were analysed for Au, Ag, As, Sb, Hg, Mo, Cu, Pb and Zn. Quantec Geoscience was contracted by MFL to undertake a Controlled Source Audio-Frequency Magneto Tellurics (“CSAMT”) geophysical survey over 5 north-south lines, crossing the altered volcanics at Vega, located predominantly north of the Sancarron River valley floor. Each line averaged 3,000m for a total line survey of 15.1km. CSAMT uses natural signals from the earth’s magnetic field to derive a resistivity versus depth image of the subsurface. At a basic level of interpretation resistivity is correlated with different rock types and importantly structure. The CASMT data was of excellent quality and anomalies were detected at the time, but MFL’s option lapsed ^(ref 19).

4.5.3 Teck-Cominco

The Manila concessions eventually expired in 2000 and Teck-Cominco placed exploration concessions over a larger area inclusive of Vega, presumably exploring for copper-gold, holding the ground until late 2009. It is not known what exploration methods were employed by Teck-Cominco, other than some regional geochemical work was carried out during this period, or where their exploration work within their project area was focused ^(ref 19).

4.5.4 Compañía Minera Calcia Ltda

Following the abandonment of the concessions by Teck-Cominco, CMC placed new exploration concession applications, Vega 1 to 10, over the area in June-July 2010 which were granted in early 2011. The impetus for this was a review of the MFL geochemical and geophysical data obtained by CMC (ref 19).

With respect to the rock chip geochemical data, CMC noted arsenic, an important gold pathfinder element in the gold discoveries of the El Indio and Tambo districts in the 1980s, had eight clusters of anomalous values within the overall altered zone, which cover three separate geographical areas with overall average As values of 1,004ppm. These results relate to the more siliceous outcrops (fumarole sinters) such as the rocky outcrops reported above at Vega East. However, CMC also noted the accompanying precious and base metal results were disappointing considering the intensity of alteration and the early focus by MFL on potentially

mineralised structures in the project area. Notwithstanding this observation, CMC did not consider the geochemical values alone as downgrading the project as the infusion of quartz is indicative of high level flooding and even silica capping, which may shallowly cover economic values. Silica flooding is noted to occur at both Barrick's Tambo and Pascua-Lama projects, and in both cases the high level, intense silicification has a virtual absence of precious metals. But, in both cases, a short distance away, below or laterally, high grades have been discovered by drilling. However with respect to the general rock geochemistry, CMC concluded that the presence of highly anomalous arsenic, native sulphur and extensive sulphates indicated high level solfataric activity within an epithermal environment similar to other gold bearing volcanics close by (ref 19).

CSAMT geophysics had been used successfully by Barrick in its El Indio Belt gold exploration programs (ref 14, 19). to identify and delineate the limits, orientation and depth extent of silicified zones and controlling structures that may be associated with gold mineralisation, and the depth of alteration and contact relationships between altered and non altered volcanic lithologies. With respect to the Vega CSAMT data, CMC recognized clear drill targets from CSAMT data on lines 1 to 5, involving structure and bodies of silicification, the latter in part being correlated to surface outcrops.

4.5.5 Ezenet Limited

Ezenet has carried out a review of the MFL geophysical and geochemical data as part of its technical diligence of the project. At Ezenet's request, CMC supplied the following for independent interpretation by separate geophysical and geochemical consultants; namely the line profiles of the Quantec CSAMT geophysical survey (ref 13), and non digital data of a litho-geochemical survey being a sample location plan and assay sheets from two different laboratories for Au, Ag, As, Sb, Hg, Mo, Cu, Pb and Zn analytical results for the sampling program (ref 16).

From the independent interpretation of the CSAMT geophysical survey (ref 13) there are eight clear drill targets from lines 1 to 5 inclusive (Figure 12); five of which are accessible from the road which follows the Rio Sancarron valley, and three, by using access roads already cut on the north side of the valley. The targets are extensive, highly resistive anomalies indicative of silicification or siliceous bodies that show similarities to published responses over the Pascua-Lama and Valadero deposits (ref 13,14). The wider portions of the siliceous body noted on the profiles appears to be one unit (or possibly a series of broken but faulted adjacent blocks), with a considerable portion extending to several hundred metres in depth immediately below the valley floor within the Sancarron caldera ring fault, as well as the sharp (fault?) contacts with both intrusive features and andesites at higher elevations on the northern side of the valley.

The MFL geochemical data supplied was for analytical results for 165 samples; not the whole 265 sample data base. The results for these 165 samples, comprising 152 rock chips and 22 stream sediment samples, were plotted according to a supplied sample location plan and re-interpreted. Notwithstanding problems with analytical data from different laboratories, (ie varying lower detection limits and reading intervals for analysed elements and some incomplete data for Hg); and sample location problems (a few missing and some duplicated sites for which some results are anomalous) there are anomalous elemental patterns in the alteration area, some of which are coincidental and are also associated with anomalous geophysical features, (ie structure and silicification) especially on CSAMT lines 2 to 5 (ref 16). (Figure 11).

4.6 Exploration Potential

The Vega Project targets hidden epithermal gold mineralisation within an accumulation of acid sulphate altered, coarse (near vent source) pyroclastic tuffs and breccias that have been emplaced within the Sancarron caldera ring fault. The presence of highly anomalous arsenic (Figure 11), native sulphur and extensive sulphates indicates high level solfataric activity within an epithermal environment similar to other gold bearing volcanics close by. Indeed, the nearby Libra altered parasitic cone that is obvious on Google imagery, just southeast of the Vega Project, is a good analogy for Vega as it is a known epithermal mineral system, from the reported values ranging from detection limits up to 2% arsenic with accompanying low order precious metals encountered in drilling by San Jose in the 1980s.

Notwithstanding low order precious metals results occurring at surface (Figure 11), high level silica flooding and even silica capping is indicated, particularly from CSAMT geophysical data, to be present at Vega which may shallowly cover economic precious metal values. This has been shown to be the case elsewhere in the El Indio belt, where drilling, a short distance, below or laterally to it has discovered economic mineralisation ^(ref 19).

CSAMT geophysics had been used successfully by Barrick in its El Indio Belt exploration programs to identify and delineate the limits, orientation and depth extent of these silicified zones and controlling structures that may be associated with gold mineralisation ^(ref 14, 19).

The results of the CSAMT survey carried out over the Vega Project are particularly encouraging in that siliceous bodies are noted on the profiles. This may be one unit or possibly a series of broken, but faulted adjacent block bodies within the Sancarron caldera ring fault extending to several hundred metres in depth within the Sancarron caldera ring fault. Some of these bodies of silicification on CSAMT can in part being correlated to surface outcrops and anomalous elemental patterns in the alteration area.

Clear drill targets are evident from CSAMT data in the Sancarron valley involving structure and bodies of silicification. Those geophysical targets that correlate with surface geochemistry are a priority target for drilling ^(ref 15, 16).

In conclusion, it is reasonable on the data to date, to suggest the possibility of occurrence of a high grade epithermal Au-Ag body in the Vega Project area. However, drilling has yet to occur and is required for such a target to be realized. It is also possible that future exploration may or may not find such a target.

4.7 Proposed Exploration Program and Budget

Based on the geophysical survey, there are clear drill targets from lines 1 to 5 inclusive that can be accessed by the Sancarron Valley road, and in some cases, by using access roads already cut on the north side of the valley. It is estimated that 2,000m of reverse circulation drilling (8 holes to a depth of 250m each) would test the area as a first pass exploration program. The drill program could be completed easily within the first field season, between October 2011 and April 2012, with a minimum of field preparation. This drilling would target the silicified zones in structure detected by the geophysical survey, with some ancillary support in some instances from the geochemistry, to locate encouraging gold values as veins enclosed in a silicified host or as disseminations at depth. Based on the results of this program, a quick decision could be made to continue and expand the drilling program or curtail exploration at Vega.

A proposed budget for exploration activities in Years 1 and 2 is outlined below in Table 4. This budget will be subject to change as it is results dependent on the outlined activities.

Activity	Full Subscription			Minimum Subscription		
	Year 1 \$	Year 2 \$	Total \$	Year 1 \$	Year 2 \$	Total \$
Access	15,000	50,000	65,000	15,000	0	15,000
RC Drilling Phase 1	200,000	0	200,000	200,000	50,000	250,000
Detailed Ground Geophysical Surveys	0	100,000	100,000	0	0	0
RC Drilling Phase 2	0	500,000	500,000	0	0	0
Diamond Drilling	0	300,000	300,000	0	0	0
Analytical	40,000	80,000	120,000	40,000	0	40,000
Metallurgical Testing	0	50,000	50,000	0	0	0
Resource Estimation	0	50,000	50,000	0	0	0
Mining Engineering	0	20,000	20,000	0	0	0
Administration	50,000	100,000	150,000	50,000	25,000	75,000
TOTAL	305,000	1,250,000	1,555,000	305,000	75,000	380,000

Table 5: Vega Project Proposed Exploration Budget.

5.0 Conclusions

The exploration targets at the two project areas have distinct potential to be expanded as described above based on the results of the previous exploration and interpretation of the geological, geochemical, remote-sensing & geophysical surveys carried out.

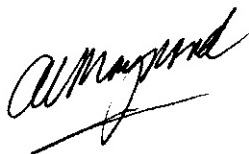
At all locations, the tenements require drill evaluation before any real conclusions can be drawn about the full potential of the projects.

Project	Full Subscription			Minimum Subscription		
	Year 1 \$	Year 2 \$	Total \$	Year 1 \$	Year 2 \$	Total \$
Chumunga	1,175,000	1,530,000	2,705,000	1,075,000	105,000	1,180,000
Vega	305,000	1,250,000	1,555,000	305,000	75,000	380,000
TOTAL	1,480,000	2,780,000	4,260,000	1,380,000	180,000	1,560,000

Table 6: Combined Projects Proposed Exploration Budget.

A combined Exploration Budget of approximately \$4.26M (assuming the Offer is fully subscribed) over two years is proposed with activity in Year 2 dependent on Year 1 results.

Yours faithfully,



Allen J Maynard

BApp.Sc(Geol), MAIG, MAusIMM.

6.0 Selected References

General

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7.0 Glossary of Technical Terms and Abbreviations

Alteration Zone	Zone within which rock - forming minerals have been chemically changed.
Anomaly	Value higher or lower than the expected or norm.
Anomalous	Outlining a zone of potential exploration interest but not necessarily of commercial significance.
Axis	Hinge-line of a fold.
Basalt	A fine-grained volcanic rock composed primarily of plagioclase Feldspar and mafic minerals
Dip	The angle at which a rock layer, fault or any other planar structure is inclined from the horizontal.
Domain	The areal extent of given lithology or environment.
Fault	A fracture in rocks on which there has been movement on one of the sides relative to the other, parallel to the fracture.
Fold	
	A bend in the rock strata or planar structure.
Footwall	Rocks underlying mineralisation.
Gabbro	A coarse-grained rock consisting of plagioclase and mafic minerals.
Geophysics	Study of the earth by quantitative physical methods.
Hangingwall	
	Rocks overlying mineralisation.
Igneous	Formed by solidification from a molten or partly molten state.
JORC	Joint Ore Reserves Committee- Australasian Code for Reporting of Identified Resources and Ore Reserves
Metamorphism	The mineralogical, structural and chemical changes induced within solid rocks through the actions of heat, pressure or the introduction of new chemicals. Rocks so altered are prefixed "meta" as in "metabasalt".
Mineralisation	In economic geology, the introduction of valuable elements into a rock body.
Open-cut	Descriptive of a mine worked open from the surface.
Ore	A mixture of minerals, host rock and waste material which is expected to be mineable at a profit.
Outcrop	The surface expression of a rock layer (verb: to crop out).
Porphyry	A rock with conspicuous crystals in a fine-grained ground mass.
Primary mineralisation	Mineralisation which has not been affected by near surface oxidising process.
Resource	In-situ mineral occurrence from which valuable or useful minerals may be recovered, but from which only a broad knowledge of the geological character of the deposit is based on relatively few samples or measurements.
Shear (zone)	A zone in which shearing has occurred on a large scale so that the rock is crushed and brecciated.
Silicified	Containing a high proportion of silicon dioxide.
Soil sampling	Systematic collection of soil samples at a series of different locations in order to study the distribution of soil geochemical values.
Strike	The direction or bearing of the outcrop of an inclined bed or structure on a level surface

Stringer	A narrow vein or irregular filament of mineral traversing a rock mass.
Subcrop	The surface expression of a mostly concealed rock layer.
Syncline	A fold where the rock strata dip inwards towards the axis (antonym: anticline).
Ultramafic	Igneous rocks with very high magnesium and iron content containing less than 45% silicon dioxide.
Unconformity	Lack of parallelism between rock strata in sequential contact, caused by a time break in sedimentation.
Vein	A narrow intrusive mineral body.
Weathering	A process of chemical change to rocks brought about by their exposure to oxygen and water.

ABBREVIATIONS

g	gram
cm	centimetre
kg	kilogram
km	kilometre
km²	square kilometre
m	metre
M	million
m²	square metre
m³	cubic metre
mm	millimetre
oz	troy ounce, equivalent to 31.103g.
t	tonne

UNITS OF CONCENTRATION

ppb	parts per billion
ppm	parts per million

8. INVESTIGATING ACCOUNTANT'S REPORT

EZENET LIMITED
PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2011

	Note	AUDITED HISTORICAL (1) \$	REVIEWED PRO FORMA MINIMUM SUBSCRIPTION (2) \$	REVIEWED PRO FORMA FULL SUBSCRIPTION (3)	REVIEWED PRO FORMA MAXIMUM SUBSCRIPTION (4) \$
ASSETS					
Current assets					
Cash and cash equivalents	3	1,519,421	2,012,677	5,772,677	7,652,677
Receivables		23,056	23,056	23,056	23,056
Other		5,881	5,881	5,881	5,881
Total current assets		<u>1,548,358</u>	<u>2,041,614</u>	<u>5,801,614</u>	<u>7,681,614</u>
Non-current assets					
Available-for-sale financial assets	4	4,257,225	4,568,819	4,568,819	4,568,819
Plant and equipment		1,576	1,576	1,576	1,576
Exploration & evaluation expenditure	5	900,000	937,744	937,744	937,744
Total non-current assets		<u>5,158,801</u>	<u>5,508,139</u>	<u>5,508,139</u>	<u>5,508,139</u>
TOTAL ASSETS		<u>6,707,159</u>	<u>7,549,753</u>	<u>11,309,753</u>	<u>13,189,753</u>
LIABILITIES					
Current liabilities					
Payables		279,042	279,042	279,042	279,042
Provisions		7,229	7,229	7,229	7,229
Total current liabilities		<u>286,271</u>	<u>286,271</u>	<u>286,271</u>	<u>286,271</u>
Total liabilities		<u>286,271</u>	<u>286,271</u>	<u>286,271</u>	<u>286,271</u>
Net assets		<u>6,420,888</u>	<u>7,263,482</u>	<u>11,023,482</u>	<u>12,903,482</u>
EQUITY					
Issued capital	6	12,081,365	12,583,959	16,343,959	18,223,959
Reserves	7	2,453,474	5,520,474	5,520,474	5,520,474
Accumulated losses	8	(8,113,951)	(10,840,951)	(10,840,951)	(10,840,951)
Total equity		<u>6,420,888</u>	<u>7,263,482</u>	<u>11,023,482</u>	<u>12,903,482</u>

Source:

- (1) The historical Statement of Financial Position has been extracted from the audited financial statements of Ezenet Limited as at 30 June 2011. Refer to ASX announcement dated 27 September 2011 for full audited financial report at 30 June 2011.
- (2) The pro forma Statement of Financial Position as at 30 June 2011 reflects the pro forma transactions, the application of funds from the minimum subscription less the costs associated with the offer as set out in Note 2.
- (3) The pro forma Statement of Financial Position as at 30 June 2011 reflects the pro forma transactions, the application of funds from the full subscription less the costs associated with the offer as set out in Note 2.
- (4) The pro forma Statement of Financial Position as at 30 June 2011 reflects the pro forma transactions, the application of funds from the maximum subscription less the costs associated with the offer as set out in Note 2.

The Statement of Financial Position should be read in conjunction with the accompanying notes.

EZENET LIMITED**NOTES TO THE HISTORICAL AND PRO FORMA STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2011****Note 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The historical and pro forma Consolidated Statement of Financial Position has been prepared in accordance with the measurement and recognition requirements, but not all of the disclosure requirements of the Corporations Act 2001, including applicable Accounting Standards, other authoritative pronouncements of the Australian Accounting Standards Board and Australian Accounting Interpretations for the presentation of financial information for inclusion in a Prospectus in Australia. The historical and pro forma Consolidated Statement of Financial Position of Ezenet Limited complies with AGAAP. In the view of the Directors' of Ezenet Limited, the omitted disclosures would provide no further relevant information to potential investors.

Basis of Preparation

The preparation of the historical and pro forma Consolidated Statement of Financial Position is in conformity with AGAAP and requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. These accounting policies have been consistently applied by Ezenet Limited.

There have been no new Australian Accounting Standards and Australian Accounting Interpretations issued or amended which are applicable to Ezenet Limited but are not yet effective.

Accounting Policies**(a) Basis of Preparation**

The historical and pro forma Statement of Financial Position has been prepared in accordance with the requirements of the *Corporations Act 2001*, Australian Accounting Standards, Australian Accounting Interpretations and other authoritative pronouncements of the Australian Accounting Standards Board. The historical and pro forma Statement of Financial Position has also been prepared on an accruals basis and is based on historical cost basis, except for certain available-for-sale financial assets, which have been measured at fair value.

(b) Basis of consolidation

Subsidiaries are all those entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies so as to obtain benefits from their activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether a group controls another entity.

The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies. In preparing the consolidated financial statements, all intercompany balances and transactions, income and expenses and profit and losses resulting from intra-group transactions have been eliminated in full.

Subsidiaries are fully consolidated from the date on which control is obtained by the Group and cease to be consolidated from the date on which control is transferred out of the Group.

The investment in subsidiaries is carried at cost, less any impairment losses.

EZENET LIMITED
NOTES TO THE HISTORICAL AND PRO FORMA STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2011

Note 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(b) Basis of consolidation (continued)

Business combinations

Business combinations occur where an acquirer obtains control over one or more businesses.

A business combination is accounted for by applying the acquisition method, unless it is a combination involving entities or businesses under common control. The business combination will be accounted for from the date that control is attained, whereby fair value of the identifiable assets acquired and liabilities (including contingent liabilities) assumed is recognised (subject to certain exemptions).

When measuring the consideration transferred in the business combination, any asset or liability resulting from a contingent consideration arrangement is also included. Subsequent to initial recognition, contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity. Contingent consideration classified as an asset or liability is remeasured each reporting period to fair value, recognising any change to fair value in profit or loss, unless the change in value can be identified as existing at acquisition date.

All transaction costs in relation to the business combination are expensed to the statement of comprehensive income.

The acquisition of a business may result in the recognition of goodwill or a gain from a bargain purchase.

(c) Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprise cash at the bank and short-term deposits with an original maturity of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(d) Trade and other receivables

Trade receivables, which generally have 30-90 day terms, are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less an allowance for impairment.

Collectability of trade receivables is reviewed on an ongoing basis. Debts that are known to be uncollectible are written off when identified. An impairment provision is raised when there is objective evidence that the group will not be able to collect the receivable. Financial difficulties of the debtor, default payments or debts more than 90 days overdue are considered objective evidence of impairment. The amount of the impairment loss is the receivable carrying amount compared to the present value of estimated future cash flows, discounted at the original effective interest rates.

(e) Foreign currency translation

Both the functional and presentation currency of Ezenet Limited and its Australian subsidiaries is Australian dollars (A\$).

Transactions in foreign currencies are initially recorded in the functional currency at the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the end of the reporting period. Non monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction.

EZENET LIMITED
NOTES TO THE HISTORICAL AND PRO FORMA STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2011

Note 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(e) Foreign currency translation (continued)

Group companies

The financial results and position of foreign operations, whose functional currency is different from the Groups presentation currency, are translated as follows:

- Assets and liabilities are translated at exchange rates prevailing at the end of the reporting period;
- Income and expenses are translated at average exchange rates for the period; and
- Retained earnings are translated at the exchange rates prevailing at the date of the transaction.

Exchange differences arising on translation of foreign operations with functional currencies other than Australian dollars are recognized in other comprehensive income and included in the foreign currency translation reserve in the statement of financial position. These differences are recognised in profit or loss in the period in which the operation is disposed.

(f) Income tax

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the current period's taxable income. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the end of the reporting period.

Deferred income tax is provided on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognised for all taxable temporary differences except:

- when the deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; or
- when the taxable temporary difference is associated with investments in subsidiaries, associates or interests in joint ventures, and the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets are recognised for all deductible temporary differences, carry-forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry-forward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; or
- when the deductible temporary difference is associated with investments in subsidiaries, associates or interests in joint ventures, in which case a deferred tax asset is only recognised to the extent that it is probable that the temporary difference will reverse in the foreseeable future and taxable profit will be available against which the temporary difference can be utilised.

EZENET LIMITED
NOTES TO THE HISTORICAL AND PRO FORMA STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2011

Note 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(f) Income tax (continued)

The carrying amount of deferred income tax assets is reviewed at each end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Unrecognised deferred income tax assets are reassessed at each end of the reporting period and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the end of the reporting period.

Income taxes relating to items recognised directly in equity are recognised in equity and not in profit or loss.

Deferred tax assets and deferred tax liabilities are offset only if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to the same taxable entity and the same taxation authority.

Tax consolidation legislation

Ezenet Limited and its wholly-owned Australian controlled entities have implemented the tax consolidation legislation as of 1 July 2003.

The head entity, Ezenet Limited and the controlled entities in the tax consolidated group continue to account for their own current and deferred tax amounts. The Group has applied the group allocation approach in determining the appropriate amount of current taxes and deferred taxes to allocate to members of the tax consolidated group.

(g) Other taxes

Revenues, expenses and assets are recognised net of the amount of GST except:

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

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

(h) Investments and other financial assets

Investments and financial assets in the scope of AASB 139 *Financial Instruments: Recognition and Measurement* are classified as either financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, or available-for-sale financial assets. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs. The Group determines the classification of its financial assets after initial recognition and, when allowed and appropriate, re-evaluates this designation at each financial year-end.

All regular way purchases and sales of financial assets are recognised on the trade date i.e. the date that the group commits to purchase the asset. Regular way purchases or sales are purchases or sales of financial assets under contracts that require delivery of the assets within the period established generally by regulation or convention in the market place.

EZENET LIMITED
NOTES TO THE HISTORICAL AND PRO FORMA STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2011

Note 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(h) Investments and other financial assets (continued)

Available-for-sale investments

Available-for-sale investments are those non-derivative financial assets that are designated as available-for-sale or are not classified financial assets at fair value through profit or loss, held-to-maturity investments or loans and receivables. After initial recognition available-for-sale investments are measured at fair value with gains or losses being recognised as a separate component of equity until the investment is derecognised or until the investment is determined to be impaired, at which time the cumulative gain or loss previously reported in equity is recognised in profit or loss.

The fair values of investments that are actively traded in organised financial markets are determined by reference to quoted market bid prices at the close of business on the end of the reporting period. For investments with no active market, fair values are determined using valuation techniques. Such techniques include: using recent arm's length market transactions; reference to the current market value of another instrument that is substantially the same; discounted cash flow analysis and option pricing models making as much use of available and supportable market data as possible and keeping judgemental inputs to a minimum.

(i) Impairment of financial assets

Available-for-sale investments

If there is objective evidence that an available-for-sale investment is impaired, an amount comprising the difference between its cost and its current value, less any impairment loss previously recognised in profit or loss, is transferred from equity to the income statement. Reversals of impairment losses for equity instruments classified as available-for-sale are not recognised in profit. Reversals of impairment losses for debt instruments are reversed through profit or loss if the increase in an instrument's fair value can be objectively related to an event occurring after the impairment loss was recognised in profit or loss.

(j) Trade and other payables

Trade payables and other payables are carried at amortised costs and represent liabilities for goods and services provided to the Group prior to the end of the financial year that are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services.

(k) Share-based payment transactions

The Group provides benefits to directors, employees and consultants of the Group (with shareholders' approval) in the form of share-based payment transactions, whereby directors, employees and consultants render services in exchange for options over shares ('equity-settled transactions').

The cost of these equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a Binomial model.

In valuing equity-settled transactions, no account is taken of any performance conditions, other than conditions linked to the price of the shares of Ezenet Limited ('market conditions').

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award ('vesting date').

EZENET LIMITED
NOTES TO THE HISTORICAL AND PRO FORMA STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2011

Note 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(k) Share-based payment transactions (continued)

The cumulative expense recognised for equity-settled transactions at each End of the reporting period until vesting date reflects (i) the extent to which the vesting period has expired and (ii) the number of awards that, in the opinion of the directors of the Group, will ultimately vest. This opinion is formed based on the best available information at balance date. No adjustment is made for the likelihood of market performance conditions being met as the effect of these conditions is included in the determination of fair value at grant date.

No expense is recognised for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition. Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified. In addition, an expense is recognised for any increase in the value of the transaction as a result of the modification, as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award, and designated as a replacement award on the date that it is granted, the cancelled and new award are treated as if they were a modification of the original award, as described in the previous paragraph.

(l) Contributed equity

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

(m) Exploration and development expenditure

Exploration and evaluation costs are written off in the year they are incurred apart from acquisition costs which 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 reached a stage that permits reasonable assessment of the existence of economically recoverable reserves.

Where an area of interest is abandoned or the directors decide that it is not commercial, any accumulated acquisition 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.

EZENET LIMITED
NOTES TO THE HISTORICAL AND PRO FORMA STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2011

Note 2. PRO FORMA ADJUSTMENTS

The following transactions and events contemplated in this Prospectus, referred to as the pro forma adjustments, which are to take place on or before the completion of the Offer have been included in the pro forma statement of financial position as if they have occurred on or before 30 June 2011:

Subsequent Events:

Reconstruction/consolidation of shares on a 1 for 3 basis.

The company completes its change of activities and re-complies with the Listing Rules.

Options issued for services performed

- the issue of 2,500,000 \$0.20 options on a post consolidation basis to brokers following the private placement of shares on 10 June 2011. The options expire 48 months from the date of issue, estimated to be on 28 November 2015 and have a fair value of \$375,000.

Options issued under incentive option plan

- the issue of 21,750,000 incentive options to directors, employees and consultants. The options have an exercise price of 150% of the volume weighted average price of the Company's shares in the 5 trading days preceding the date of the Annual General Meeting (adjusted for any capital reconstruction). The options expire on 31 December 2014 and have a fair value of \$2,692,000.

Acquisition of exploration and mining permits:

- the issue of 2,077,296 fully paid ordinary shares at \$0.15 each amounting to US\$300,000 to SCM Compania Minera Chuminga as part consideration for a 20% interest in a joint venture company established for the purpose of holding Exploration Concessions Chumi I uno Al Treinta and Chumi II Uno Al Treinta and Exploration Application Chumi III Uno Al Treinta. Consideration has been calculated using the spot exchange rate of 0.9648 USD/AUD. The actual number of shares issued may fluctuate depending on the spot exchange rate on the date of issue.
- the cash payment of \$US40,000 to Compania Calcia Limitada as a non-refundable deposit for the acquisition of the Gold Exploration Project comprising Exploration Concessions Vega 1-10 and Aguila 1-10.

Pro Forma Transactions:

Minimum Subscription

- the issue of 5,000,000 fully paid ordinary shares at 20 cents each, amounting to \$1,000,000 pursuant to the minimum subscription;
- expenses associated with the offer (including advisory, brokerage, legal, accounting and administrative fees as well as printing, advertising and other expenses), estimated to be \$469,000 (exclusive of GST). An amount of \$434,000 has been charged against share capital and \$35,000 against retained earnings.

EZENET LIMITED
NOTES TO THE HISTORICAL AND PRO FORMA STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2011

Note 2. PRO FORMA ADJUSTMENTS (continued)

Pro Forma Transactions (continued):

Full Subscription

- the issue of 25,000,000 fully paid ordinary shares at 20 cents each, amounting to \$5,000,000 pursuant to the full subscription;
- expenses associated with the offer (including advisory, brokerage, legal, accounting and administrative fees as well as printing, advertising and other expenses), estimated to be \$709,000 (exclusive of GST). An amount of \$674,000 has been charged against share capital and \$35,000 against retained earnings.

Maximum Subscription

- the issue of 35,000,000 fully paid ordinary shares at 20 cents each, amounting to \$7,000,000 pursuant to the maximum subscription;
- expenses associated with the offer (including advisory, brokerage, legal, accounting and administrative fees as well as printing, advertising and other expenses), estimated to be \$829,000 (exclusive of GST). An amount of \$794,000 has been charged against share capital and \$35,000 against retained earnings.

A deferred tax asset has not been recognised in relation to the capitalised offer costs due to the uncertainty surrounding the flow of economic benefits that will flow to the company in future periods.

Note 3. CASH AND CASH EQUIVALENTS

The pro forma cash and cash equivalents is set out below:

	Reviewed Pro forma minimum \$	Reviewed Pro forma full \$	Reviewed Pro forma maximum \$
Cash and cash equivalents at 30 June 2011 - audited	1,519,421	1,519,421	1,519,421
<i>Subsequent Events</i>			
Payment of non refundable deposit for acquisition of the Vega Gold Exploration Project, comprising Exploration Concessions Vega 1-10 and Aguila 1-10	(37,744)	(37,744)	(37,744)
<i>Pro forma transactions:</i>			
Proceeds from the shares issued pursuant to the Offer	1,000,000	5,000,000	7,000,000
Payment of the Offer costs	(469,000)	(709,000)	(829,000)
Pro forma cash and cash equivalents	<u>2,012,677</u>	<u>5,772,677</u>	<u>7,652,677</u>

EZENET LIMITED
NOTES TO THE HISTORICAL AND PRO FORMA STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2011

Note 4. AVAILABLE-FOR-SALE FINANCIAL ASSETS

The pro forma available for sale financial assets is set out below:

	Reviewed Pro forma minimum \$	Reviewed Pro forma full \$	Reviewed Pro forma maximum \$
Available for Sale Financial Assets at 30 June 2011 - audited	4,257,225	4,257,225	4,257,225
<i>Subsequent events:</i> Fair value of the shares issued to SCM Compania Minera Chumunga as part consideration for 20% indirect interest in Exploration Concessions Chumi I & II and Exploration Application Chumi III	311,594	311,594	311,594
Pro forma available for sale financial assets	<u>4,568,819</u>	<u>4,568,819</u>	<u>4,568,819</u>

Note 5. EXPLORATION AND EVALUATION EXPENDITURE

The pro forma exploration and evaluation expenditure is set out below:

	Reviewed Pro forma minimum \$	Reviewed Pro forma full \$	Reviewed Pro forma maximum \$
Exploration and Evaluation Expenditure at 30 June 2011	900,000	900,000	900,000
<i>Subsequent Events</i> Payment of non refundable deposit for acquisition of the Vega Gold Exploration Project, comprising Exploration Concessions Vega 1-10 and Aguila 1-10	37,744	37,744	37,744
Pro forma exploration and evaluation expenditure	<u>937,744</u>	<u>937,744</u>	<u>937,744</u>

EZENET LIMITED
NOTES TO THE HISTORICAL AND PRO FORMA STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2011

Note 6. ISSUED CAPITAL	Reviewed Pro forma minimum \$	Reviewed Pro forma full \$	Reviewed Pro forma maximum \$
The pro forma issued capital has been calculated as follows:			
Issued and paid up capital at 30 June 2011- audited	12,081,365	12,081,365	12,081,365
<i>Subsequent Events:</i>			
Fair value of the 2,077,296 shares issued to SCM Compania Minera Chuminga as part consideration for purchase of 20% indirect interest in Exploration Concession Chum 1 & 11 and Exploration Application Chum 111	311,594	311,594	311,594
Capital raising costs of private placement of shares on 10 June 2011 as approved by shareholders	(375,000)	(375,000)	(375,000)
<i>Pro forma transactions:</i>			
Proceeds from share issued pursuant to the Offer	1,000,000	5,000,000	7,000,000
Capital raising costs pursuant to the Offer	(434,000)	(674,000)	(794,000)
Pro forma issued capital	12,583,959	16,343,959	18,223,959
Number of shares issued at 30 June 2011	Pro forma minimum number of shares	Pro forma full number of shares	Pro forma maximum number of shares
Number of shares on issue at 30 June 2011- audited	181,569,497	181,569,497	181,569,497
<i>Subsequent Events:</i>			
Reconstruction of shares on a 1 for 3 basis	60,523,166	60,523,166	60,523,166
Shares issued to SCM Compania Minera Chuminga as part consideration for purchase of Exploration Concession Chumi 1 & 11 and Exploration Application 111	2,077,296	2,077,296	2,077,296
<i>Pro forma transactions:</i>			
Shares issued pursuant to offer	5,000,000	25,000,000	35,000,000
Pro forma number of shares on issue	67,600,762	87,600,462	97,600,462

EZENET LIMITED
NOTES TO THE HISTORICAL AND PRO FORMA STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2011

Note 7. RESERVES

The pro forma reserves position has been calculated as follows:

	Reviewed Pro forma minimum \$	Reviewed Pro forma full \$	Reviewed Pro forma maximum \$
Reserves at 30 June 2011 - audited	2,453,474	2,453,474	2,453,474
<i>Subsequent events:</i>			
Fair value of 2,500,000 \$0.20 options on a post consolidation basis issued to brokers following the private placement of shares on 10 June 2011	375,000	375,000	375,000
Fair value of 21,750,000 incentive options to directors, employees and consultants	2,692,000	2,692,000	2,692,000
Pro forma reserves	5,520,474	5,520,474	5,520,474

Valuation Assumptions	Broker Options	Director, Employee and Consultant Incentive Options			
		Tranche 1	Tranche 2	Tranche 3	Tranche 4
Number of options	2,500,000	6,750,000	5,000,000	5,000,000	5,000,000
Underlying security value	\$0.20	\$0.20	\$0.20	\$0.20	\$0.20
Grant date	28/11/11	28/11/11	28/11/11	28/11/11	28/11/11
Vesting conditions	Immediately	Upon successful completion of change in activity	Upon successful completion of change in activity and share price target of \$0.30	Upon successful completion of change in activity and share price target of \$0.35	Upon successful completion of change in activity and share price target of \$0.40
Exercise price	\$0.20	150% of the volume weighted average price of the Company's shares in the 5 trading days preceding the date of the Annual General Meeting (adjusted for any capital reconstruction).	150% of the volume weighted average price of the Company's shares in the 5 trading days preceding the date of the Annual General Meeting (adjusted for any capital reconstruction).	150% of the volume weighted average price of the Company's shares in the 5 trading days preceding the date of the Annual General Meeting (adjusted for any capital reconstruction).	150% of the volume weighted average price of the Company's shares in the 5 trading days preceding the date of the Annual General Meeting (adjusted for any capital reconstruction).
Dividend rate	-	-	-	-	-
Risk free rate	3.68%	3.68%	3.68%	3.68%	3.68%
Volatility	110%	110%	110%	110%	110%
Expiry date	28/11/15	31/12/14	31/12/14	31/12/14	31/12/14
Fair value of security	\$0.15	\$0.124	\$0.124	\$0.124	\$0.123
Valuation per tranche	\$375,000	\$837,000	\$620,000	\$620,000	\$615,000

The fair values of the share options listed above were calculated using the Binomial methodology. Broker options have been offset against issued capital. Incentive options have been expensed and form part of the pro forma accumulated loss balance.

EZENET LIMITED
NOTES TO THE HISTORICAL AND PRO FORMA STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2011

Note 8. ACCUMULATED LOSSES

The pro forma accumulated losses has been calculated as follows:	Reviewed Pro forma minimum \$	Reviewed Pro forma full \$	Reviewed Pro forma maximum \$
Accumulated losses at 30 June 2011- audited	(8,113,951)	(8,113,951)	(8,113,951)
<i>Subsequent events:</i>			
Fair value 21,750,000 incentive options to directors and employees	(2,692,000)	(2,692,000)	(2,692,000)
<i>Pro forma transactions:</i>			
Costs expensed to the income statement which are a consequence of the offer	(35,000)	(35,000)	(35,000)
Pro forma accumulated losses	<u>(10,840,951)</u>	<u>(10,840,951)</u>	<u>(10,840,951)</u>

Note 9. SHARE OPTIONS

The pro forma number of options has been calculated as follows:	Pro forma minimum	Pro forma full	Pro forma maximum
Number of options on issue at 30 June 2011- audited	-	-	-
<i>Subsequent events:</i>			
Options issued to brokers following the private placement of shares on 10 June 2011. These \$0.20 options are estimated to expire 28 November 2015.	2,500,000	2,500,000	2,500,000
Incentive options issued to directors and employees. The options expire on 31 December 2014. The options have an exercise price of 150% of the volume weighted average price of the Company's shares in the 5 trading days preceding the date of the Annual General Meeting (adjusted for any capital reconstruction).	21,750,000	21,750,000	21,750,000
Pro forma number of options on issue	<u>24,250,000</u>	<u>24,250,000</u>	<u>24,250,000</u>

Note 10. POST BALANCE DATE EVENTS

For the period 1 July 2011 to 31 October 2011 the company anticipates incurring approximately \$575,000 on due diligence on the Chuminga transaction.

In September 2011 Ezenet Limited sold its available for sale investment in Dundee Precious Metals Inc for net proceeds of \$634,570. Carrying value of the shares in Dundee Precious Metals Inc at 30 June 2011 was \$546,315.

In September 2011 Ezenet Limited sold its available for sale investment in Allied Gold Limited for net proceeds of \$47,602. Carrying value of the shares in Allied Gold Limited at 30 June 2011 was \$49,331.

These transactions have not been reflected in the pro forma statement of financial position as at 30 June 2011.

1 November 2011

Board of Directors
Ezenet Limited
Level 1 Richardson Street
WEST PERTH WA 6005

Suite 4, 1st Floor
63 Shepperton Road
Victoria Park
Western Australia 6100
Telephone: (08) 9362 5855
Facsimile: (08) 9362 5186
Email: htg@htgbdc.com
Website: www.htgbdc.com
ABN: 78 607 011 001
PO Box 199
Victoria Park
Western Australia 6979

Dear Sirs

INVESTIGATING ACCOUNTANT'S REPORT ON THE PRO FORMA STATEMENT OF FINANCIAL POSITION

Hewitt Turner & Gelevitis has been engaged by Ezenet Limited ("Ezenet") to prepare an Investigating Accountant's Report (the "Report") for inclusion in a Prospectus date on or around 1 November 2011 ("the Prospectus"). The Prospectus relates to the issue of 25,000,000 fully paid ordinary shares at \$0.20 each amounting to \$5,000,000 ("full subscription"). The Company can accept a minimum subscription of 5,000,000 fully paid ordinary shares at \$0.20 each amounting to \$1,000,000 ("Minimum subscription") and up to 35,000,000 fully paid ordinary shares at \$0.20 each amounting to \$7,000,000 ("Maximum subscription"), collectively referred to as the "Offer".

Expressions defined in the Prospectus have the same meaning in this report.

Basis of Preparation

Hewitt Turner & Gelevitis has been requested to prepare a report covering the historical and pro forma Statement of Financial Position as described below and set out in Section 8 of the Prospectus:

- The historical audited Statement of Financial Position of Ezenet as at 30 June 2011; and
- The pro forma Statement of Financial Position of Ezenet which has been prepared to illustrate the effects of the Offer as if it had occurred on or before 30 June 2011.

The Directors of Ezenet are responsible for the preparation and presentation of the historical and pro forma Statement of Financial Position including the determination of the pro forma adjustments which have been prepared in accordance with the measurement and recognition requirements of Australian Accounting Standards and other mandatory professional reporting requirements in Australia ("AGAAP"), which ensure compliance with International Financial Reporting Standards ("IFRS").

The historical and pro forma Statement of Financial Position included in the Prospectus is presented in an abbreviated form in so far as it does not include all the disclosures required by AGAAP applicable to annual financial reports prepared in accordance with the Corporations Act (2001).

This report has been prepared for inclusion in the Prospectus. We disclaim any assumption of responsibility for any reliance on this Report or on the historical and pro forma financial information to which it relates for any purposes other than the purpose for which it was prepared.

**HEWITT
TURNER &
GELEVITIS**



BUSINESS DEVELOPMENT CONSULTANTS

Capital Raising
Wealth Creation
Asset Protection
Audit Assurance
Taxation Advisors
Strategic Planning
Accounting Services
Management Consultancy

PRINCIPALS

Timothy Turner
B.BUS (ACC), FCPA,
FTIA
Registered Company Auditor

Vick Gelevitis
B.BUS (ACC), FCPA,
NTAA, FTIA

Darryl Rodrigues
B.Sc, B.BUS (ACC), CPA

Hewitt Turner & Gelevitis
is a CPA Practice



Liability Limited by a scheme
approved under Professional
Standards Legislation

INVESTIGATING ACCOUNTANT'S REPORT ON THE PRO FORMA STATEMENT OF FINANCIAL POSITION (Continued)

This report does not address the rights attaching to the Shares to be issued in accordance with the Prospectus, the risks associated with the investment, nor form the basis of an Expert's opinion with respect to a valuation of the Company or a valuation of the share issue price of \$0.20 per share to the public.

Hewitt Turner & Gelevitis has not been requested to consider the prospects of the Company nor the merits and risks associated with becoming a shareholder and accordingly, have not done so, nor purport to do so. Hewitt Turner & Gelevitis accordingly takes no responsibility for those matters or for any matter or omission in the Prospectus, other than responsibility for this report.

Interpretation

This report should be read in conjunction with the 2011 annual report of Ezenet Limited lodged with ASX on 27 September 2011.

Scope

Review of the Pro Forma Statement of Financial Position

We have reviewed the pro forma Statement of Financial Position in order to report whether anything has come to our attention which causes us to believe that the pro forma Statement of Financial Position of Ezenet as at 30 June 2011, as set out in Section 8 of the Prospectus, is not presented fairly, on the basis of the pro forma transactions and adjustments described in Section 8 – Note 2 of the Prospectus, in accordance with the recognition and measurement principles prescribed in AGAAP and in accordance with the accounting policies adopted by Ezenet and disclosed in Section 8 - Note 1 of the Prospectus.

We have conducted our review of the Pro Forma Statement of Financial Position in accordance with ASRE 2405: *"Review of Historical Financial Information Other than a Financial Report"*. We made such inquiries and performed such procedures as we, in our professional judgement, considered reasonable in the circumstances, including:

- a review of work papers, accounting records and other documents and reports provided by Ezenet;
- a review of the pro forma transactions used as the basis for the pro forma Statement of Financial Position;
- a comparison of the consistency in application of the recognition and measurement principles in AGAAP, and the accounting policies adopted by Ezenet and disclosed in Section 8 – Note 1 of the Prospectus; and
- enquiries of Directors, management and other affiliates of Ezenet.

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

HEWITT
TURNER &
GELEVITIS



INVESTIGATING ACCOUNTANT'S REPORT ON THE PRO FORMA STATEMENT OF FINANCIAL POSITION (Continued)

Conclusion

Review Statement on the Pro forma Statement of Financial Position

Based on our review, which is not an audit, nothing has come to our attention which causes us to believe that the pro forma Statement of Financial Position of Ezenet as at 30 June 2011, as set out in Section 8 of the Prospectus, is not presented fairly, on the basis of the pro forma transactions and adjustments described in Section 8 – Note 2 of the Prospectus, in accordance with the recognition and measurement principles prescribed in AGAAP, and accounting policies adopted by Ezenet and disclosed in Section 8 – Note 1 of the Prospectus.

Subsequent Events

Apart from the matters dealt with in this report, and having regard to the scope of our report, to the best of our knowledge and belief, no material transactions or events outside of the ordinary business of Ezenet have come to our attention that would require comment on, or adjustment to, the information referred to in our report or that would cause such information to be misleading or deceptive.

Independence

Hewitt Turner & Gelevitis does not have any interest in the outcome of the Offer other than in connection with the preparation of this report and participation in due diligence procedures for which normal professional fees will be received, Hewitt Turner & Gelevitis are the auditors of Ezenet.

Liability

Hewitt Turner & Gelevitis has consented to the inclusion of this Report in the Prospectus and to the references to this Report in the Prospectus, in the form and content in which they are included.

Any liability of Hewitt Turner & Gelevitis in relation to the likely audience of the Prospectus is limited to the inclusion of this Report in the Prospectus (and any references in the Prospectus to the Report to which Hewitt Turner & Gelevitis has consented). Hewitt Turner & Gelevitis makes no representation regarding, and has no liability for any other statements or other material in, or omissions from, the Prospectus.

HEWITT TURNER & GELEVITIS



.....
TIMOTHY TURNER
REGISTERED COMPANY AUDITOR

Signed at Perth this 1st day of November 2011.

HEWITT
TURNER &
GELEVITIS



9. SOLICITOR'S REPORT ON MINING CONCESSIONS

October the 4th 2011.

The Board of Directors
Ezenet Limited
(to be renamed Oro Verde Limited)
Level 1, 30 Richardson Street
West Perth WA 6005
AUSTRALIA

Dear Sirs

SOLICITOR'S REPORT ON MINING CONCESSIONS

This Report is prepared for inclusion in a notice of meeting to be issued by Ezenet Limited (**Company**) in respect of the change in the nature and scale of the Company's activities and re-compliance with chapters 1 and 2 of the Listing Rules of the Australian Securities Exchange (**Notice of Meeting**).

1. scope

The Company, through its Chilean subsidiary Green Mining Limitada (**Green Mining**), has the right to acquire an interest in certain mining concessions in the Chuminga and Vega Projects in Chile. The terms and conditions of the acquisition agreements are summarised in Section 6.4 and 6.6 of the Notice of Meeting.

We have been requested to report on:

- (a) the framework of regulations on mining concessions in Chile and an overview of Chilean laws on ownership and foreign investment;
- (b) the status of the Concessions;

- (c) the status of Green Mining and Compañía Minera Chumi (being the joint venture company in respect of the Chuminga Project) (Joint Venture Company); and
- (d) the material Chilean agreements to which Green Mining is a party.

Details of the Concessions are set out in Part 1 of the attached Schedule.

2. Searches

For the purposes of this Report, we have reviewed the following:

- (a) Information relating to the Concessions gathered from:
 - (i) the Civil Court of Taltal;
 - (ii) the Mining Registrar of Taltal;
 - (iii) the National Service of Geology and Mining;
 - (iv) the Official Gazette of Mining of Antofagasta;
 - (v) the General Treasury of the Republic; and
- (b) all material agreements relating to the Concessions provided to us by the Company.

3. regulatory framework for mining concessions in Chile

3.1 *Overview*

A mining concession is a real property right conferred by the State to explore or exploit licensable mineral substances found within the area of the concession. The mining concession is independent from ownership of the surface land, enforceable against the State and any other person, and capable of being transferred, mortgages and subject to any other act or agreement.

Mining concessions are regulated by the Constitutional Organic Law on Mining Concessions and the Mining Code.

In Chile, there are two kinds of mining concessions: for exploration and exploitation claims.

3.2 *Exploration concessions*

An exploration concession is a right granted for a limited term (two periods of two years as from the date of the court decision establishing such concession), which grants to its holder (within its corresponding territorial extension) the exclusive rights to investigate the existence of grantable mineral substances and to request one or more mining exploitation concessions.

The constitution of an exploration concession is started by a writ called a “pedimento” (petition).

An exploration concession may have a maximum area of 5,000 hectares, and a minimum area of 100 hectares.

The initial term of an exploration concession is two years from the date of the court order constituting the concession. The holder may apply for a second term of two years provided that 50% of the initial area is abandoned upon renewal.

3.3 *Exploitation concessions*

A mining exploitation concession is a right of indefinite duration, which grants to the holder the exclusive rights of investigating the existence of grantable mineral substances, extracting such grantable mineral substances and becoming the owner of such substances.

The constitution of an exploitation concession starts by lodgement of an application known as a “manifestacion” (manifest or exposure).

An exploitation concession may have a minimum area of one hectare and maximum area of one thousand hectares.

3.4 *Grant of mining concessions*

Mining concessions are granted by a judicial decision rendered by a competent court of justice in the context of a non-contentious proceeding file with such court. The purpose of such proceeding is to identify, define and create the concession, whether for exploration or exploitation.

The judgement that constituted the mining concession must be registered, after its publication in the pertinent Official Mining Bulletin, within the term of 120 days as of the date when it was granted, in the Custodian of Mines of the place where the concession is located.

Once these procedures are completed, the concession holder will be entitled to all the rights that the law grants the owners of a mining concession.

3.5 *Fees*

The holder of a mining concession must pay an annual fee (mining patent) to maintain ownership of the concession, calculated on UTM (Tax Monthly Unit).

Fees are payable at the rate of:

- (a) 1/50th of a UTM per hectare for exploration concessions; and
- (b) 1/10th of a UTM per hectare for exploitation concessions.

If the holder of a mining concession fails to pay the mining patent by the due date, the Chilean Treasury has the right to commence legal proceedings to obtain such payment by sale of the mining concession in a public auction. The statute of limitation for pursuing such payment is three years commencing from April 1 of the year in which the mining payment should have been paid.

In addition to the annual fees, the applicant must pay a fee to the court within 30 days after the date on which the mining petition or mining claim has been lodged with the court. Failure to pay this fee may result in termination of the corresponding constitution proceeding.

3.6 *Agreements over mining concessions*

Mining concessions (being exploration or exploitation concessions), as well as mining petitions or claims, are real property rights, capable of being transferred or mortgaged, and may be subject to any acts or agreements.

The Mining Code also specifically permits an option to be granted over any rights governed by the Mining Code. Option agreements must be granted by a public deed registered in the corresponding Mines Conservator. Once an option agreement is granted, it must be honoured by the grantor and also any third party such that is the grantor executes an agreement affecting or limiting the tenure, possession or ownership of the assets covered by the option while the option is pending, such act shall be considered null and void once the option is exercised. An option agreement creates an encumbrance over the assets granted in the option.

To exercise an option, the grantee declares by public deed that it accepts the option agreement and the grantee does not require any further consent from the grantor.

3.7 *Grounds for annulment of a mining concession*

An action to declare a mining concession void may be filed by any person with an interest in the affected area within a 4 year period commencing from the publication of the excerpt of the court award that granted the concession.

If this 4 year period elapses without an annulment action having been brought before the court, the right to pursue such an action ceases in accordance with the statute of limitations.

The Mining Code also provides that the holder of a mining petition, exploration concession or exploitation concession may, under certain circumstances, be entitled to oppose the constitution of mining exploitation concessions that overlap their petition or concession. If such oppositions are not filed, the petition or concession holder will forfeit the preferential rights granted by the law in the corresponding area.

3.8 *Rights of access to the surface of land*

Owners of mining concessions are entitled to require rights of way over surface land and other mining concessions owned by third parties for the exclusive purpose of facilitating mineral exploration and exploitation on their concessions, subject to the payment of

compensation to the third party. This access may be agreed upon by the interested parties, or, failing agreement, by virtue of a court decision.

3.9 *Water rights*

The holder of a mining concession has the right to use the water resources found while developing the concession, but only for the purposes of the exploration or exploitation on the concession. In the event that no water resources are found on the concession, a water source may be obtained by securing water rights from the State of Chile in accordance with the terms and conditions provided by the law, or by purchasing water rights from third parties.

3.10 *Environmental and administrative authorizations*

All mining works require the following administrative authorizations:

- (a) in accordance with the environmental legislation in Chile, any mining activity that moves more than 5,000 tonnes per month, or which produces significant changes to the area or that forces people living there to be relocated, shall be obliged to submit an Environmental Impact Declaration or an Environmental Impact Study, which must be approved by the corresponding Regional Environmental Authorities (COREMA). If water is used in the process, as it would be for gold or copper production, the declaration will be an Environmental study and the time frame for it to be approved is not less than a year. If the production is under 5,000 tonnes a month, the only permits needed will be sectorial permits, such as transport permits;
- (b) the National Service of Geology and Mining (SERNAGEOMIN) must be notified at the onset of any mining activities that involve either exploration, mining or smelting minerals. This notification must contain information regarding the location of the deposits, the holder of the concession, the type of work to be performed, the number of workers and supervisors, the use of machinery and vehicles for transporting material and personnel, the use of electricity and any communications systems, what fuels will be used and how they will be stored and

disposed of, the same regarding explosives, where mining waste will be disposed of and the hygienic conditions of the works;

- (c) they must comply with labour regulations regarding employment contracts, occupational health and safety, and hygiene;
- (d) they must comply with the municipal regulations as regards the payment of patents; and
- (e) they must request an authorization from the General Water Board if tailings tanks with a capacity of over 50,000 cubic metres or whose walls are over 5 metres high are to be used in the operations.

It is noted that the above administrative authorizations are not required in order to conduct exploration activities on the concessions.

3.11 *Foreign investment in Chile*

Foreign investment in Chile is characterized by clear, non-discriminatory and non-discretionary rules. The rules ensure that all people, regardless of their nationality are “to be treated by the State and its bodies in economic matters without arbitrary discriminations”.

Therefore, foreign investors have the same rights and guarantees as local investors. The principle of non-discretionary treatment governs the activities in every economic sector and is based on the existence of clear, well-known and transparent rules, which assure foreign investors that they will be treated fairly and impartially.

Foreign investors in Chile can own up to 100% of a Chilean company, and there is no time limit on property rights. They also have free access to all productive activities and sectors of the economy, except for a few restrictions in areas that include fishing, air transport and communications.

4. status of the concessions

4.1 Chuminga Concessions

Granted Exploitation Concessions:

Based on the information reviewed by us, we are of the opinion that:

- (a) (Constitution): the Chuminga Concessions include two granted exploitation concessions that have been legally constituted by an order of the court dated 31 October 2007, which was subsequently published on 1 December 2007;
- (b) (Registration): the granted Chuminga Concessions were duly registered on 21 December 2007 in the name of Juan Pablo Errázuriz. These Concessions were subsequently transferred to, and registered in the name of, Compañía Minera Chuminga, and then transferred to, and registered in the name of, the Joint Venture Company, Compañía Minera Chumi on May 31st 2011;
- (c) (Fees): the mining patents for the granted Chuminga Concessions have been paid;
- (d) (Third party overlapping interests): there are no third party interests overlapping the granted Chuminga Concessions;
- (e) (Encumbrances, prohibitions and lawsuits): there are no encumbrances, prohibitions or lawsuits currently affecting the granted Chuminga Concessions; and
- (f) (Status): the objection period in relation to the granted Chuminga Concessions expires on 1 December 2011, and as at the date of this Report:
 - (i) the granted Chuminga Concessions are valid and legally in force;
 - (ii) no objections have been lodged against the granted Chuminga Concessions; and
 - (iii) no causes of objection against the validity of the granted Chuminga Concessions are foreseen.

Exploitation Concession Application:

Based on the information reviewed by us, we are of the opinion that the Chuminga Concessions include Chumi III, which is an application for an exploitation concession, that was duly published on March 28th 2011 and transferred to the Joint Venture Company, Compañía Minera Chumi on March 31st 2011. This concession was legally constituted by an order of the court dated 11 March 2011, and the application process is proceeding in the normal course. There are no third party interests overlapping this concession.

4.2 *Vega Concessions*

Based on the information reviewed by us, we are of the opinion that:

- (a) (Constitution): the Vega Concessions comprise ten exploration concessions that were legally constituted by orders of the court dated 10 December 2010 which were subsequently published on 1 March 2011
- (b) (Registration): the Vega Concessions were registered on 5 April 2011 in the name of Compañía Minera Calcia Ltda. The court order constituting the concessions was registered within the requisite period. We note that there is no evidence that Compañía Minera Calcia Ltda has registered the orders in SERNAGEOMIN in order to show the Vega Concessions as “constituted” rather than “in process”. As this is not relevant because of the legal process that the Chilean Mining Code stipulates and has no effect on the possibility of a third party attacking the concessions, Green Mining is informing SERNAGEOMIN of the constitutions of the Vega Concessions so the governmental entity may change the status of those concessions to “constituted”.
- (c) (Fees): the mining patents for the Vega Concessions have been paid;
- (d) (Encumbrances, prohibitions and lawsuits): there are no encumbrances, prohibitions or lawsuits currently affecting the granted Vega Concessions subject to the following:

- (i) Green Mining Ltda has registered a mining mortgage against the Vega Concessions to prevent Compañía Minera Calcia Ltda from transferring or encumbering the Vega Concessions to, or for the benefit of, a third party. The mortgage was inscribed on 16 August 2011.
- (e) (Status): the objection period for the Vega Concessions expires on 1 March 2015. As of the date of this Report, we confirm that:
 - (i) the granted Vega Concessions are valid and legally in force;
 - (ii) no objections have been lodged against the granted Vega Concessions; and
 - (iii) no causes of objection against the validity of the granted Vega Concessions are foreseen.

5. status of Green Mining and Compañía Minera Chumi

5.1 *Green Mining Limitada*

Based on the information reviewed by us, we are of the opinion that:

- (a) Green Mining is a limited liability company incorporated under Chilean law;
- (b) Green Mining is owned by Ezenet Limited in 99.9% and 0.1% is owned by E-Resources Pty Limited (a wholly owned subsidiary of Ezenet Limited); and
- (c) there are no lawsuits, encumbrances or prohibitions against Green Mining.

5.2 *Compañía Minera Chumi (being the Joint Venture Company)*

Based on the information reviewed by us, we are of the opinion that:

- (a) the Joint Venture Company is a contractual mining company that was constituted on 30 May 2011 and registered with the Mining Registry of Santiago on 1 June 2011;

- (b) the Joint Venture Company is currently owned 99.9% by Compañía Minera Chuminga and 0.1% owned by José Antonio Errazuriz Hochschild;
- (c) pursuant to the agreement between the Company, Green Mining and Compañía Minera Chuminga in respect of the Chuminga Concessions, Green Mining Ltda has the right, subject to the satisfaction of certain conditions, to acquire an initial interest of 20% of the shares in the Joint Venture Company together with the option to acquire the remaining 80% of the shares in the Joint Venture Company;
- (d) Green Mining has registered a security against the shares of the Joint Venture Company with the Mining Registry of Santiago to prevent Compañía Minera Chuminga from transferring any shares in the Joint Venture Company to a third party. The registry has been instructed by the parties to the Chuminga Agreement to transfer 20% of the shares of the Joint Venture Company to Green Mining as soon as Green Mining demonstrates that USD\$300,000 in Ezenet shares have been issued to Compañía Minera Chuminga;
- (e) there are no lawsuits, encumbrances or prohibitions against the Joint Venture Company, other than the security referred to in paragraph (d) above; and
- (f) the Joint Venture Company currently has four directors, two of whom are the nominees of Green Mining, and two of whom are the nominee of Compañía Minera Chuminga.

6. material agreements

6.1 *Chuminga Agreement*

A summary of the agreement between the Company, Green Mining and Compañía Minera Chuminga is set out in Section 6.4 of the Notice of Meeting. The agreement was executed on 18 May 2011 and amended on 26 July 2011. As required by law, the agreement and the amendment have been subscribed in Spanish under public deed and inscribed in the registry of the 40th Public Notary of Santiago.

6.2 Vega Agreement

A summary of the agreement between the Company, Green Mining and Compañía Minera Calcia Ltda is set out in Section 6.6 of the Notice of Meeting. The agreement was executed on 20 May 2011 and amended on 21 July 2011. We confirm that, as required under Chilean law, the agreement has been translated to Spanish under public deed dated 21 July 2011 and inscribed at the registry of the 40th Public Notary of Santiago.

7. QUALIFICATIONS AND ASSUMPTIONS

This Report is subject to the following qualifications and assumptions:

- (a) we have assumed the accuracy and completeness of all information or responses which were obtained from the relevant departments;
- (b) subject to the qualifications identified in this Report, we assume that the registered holder of a Concession has valid legal title to the Concession;
- (c) this Report does not cover any third party interests, including encumbrances, in relation to the Concessions that are not apparent from our searches and the information provided to us;
- (d) we have assumed that any agreements provided to us in relation to the Concessions are authentic, were within the powers and capacity of those who executed them, were duly authorised, executed and delivered and are binding on the parties to them;
- (g) we have assumed the accuracy and completeness of any instructions or information which we have received from the Company or any of its officers, agents and representatives;
- (h) unless apparent from our searches or the information provided to us, we have assumed compliance with the requirements necessary to maintain a Concession in good standing;
- (i) with respect to the application for the grant of a Concession, we express no opinion as to whether such application will ultimately be granted and that reasonable conditions

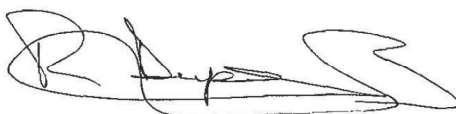
will be imposed upon grant, although we have no reason to believe that any application will be refused or that unreasonable conditions will be imposed;

- (j) references in the Schedule to any area of land are taken from details shown on documents obtained from the relevant department. It is not possible to verify the accuracy of those areas without conducting a survey; and
- (k) the information in the Schedule is accurate as at the date the relevant searches were obtained. We cannot comment on whether any changes have occurred in respect of the Concessions between the date of the searches and the date of the Notice of Meeting.

8. Consent

This report is given solely for the benefit of the Company and the directors of the Company in connection with the issue of the Notice of Meeting.

Yours faithfully



**RODRIGO DUPOUY
PARTNER
DUPOUY MENDEZ & CÍA**

SCHEDULE – PART 1 – CONCESSIONS

CHUMINGA CONCESSIONS

Licence ID	Holder (1)	Interest	Licence Type	Area (hectares)	Mining Patents 2011-12	Expenditure Commitment	Expiry Date (3)	Comments (4)
Chumi 1	Compañía Minera Chumi	100%	Exploitation	300	2,407.26	None	Open Date	Constituted
Chumi 2	Compañía Minera Chumi	100%	Exploitation	300	2,407.26	None	Open Date	Constituted
Chumi 3	Compañía Minera Chumi	100%	Exploitation	300	482.42	None	Open Date	Constituted

Notes:

- (1) Pursuant to a purchase agreement between Ezenet Limited, Green Mining Ltda (Ezenet Limited's Chilean subsidiary) and SCM Compañía Minera Chuminga, Green Mining Ltda has the right to acquire a 20% interest in Compañía Minera Chumi (being the Joint Venture Company). As yet the contract is not perfected, as it is subject to Ezenet Limited shareholders approval which is being sought in November 2011. Subject to Ezenet Limited shareholder approval, Green Mining Ltda has an option to increase its interest to 100% through a purchase agreement between Ezenet Limited, Green Mining Ltda and Compañía Minera Chuminga. Green Mining has registered a security with the Mining Registry of Santiago preventing the transfer of any shares in

Compañía Minera Chumi to a third party. The Mining Registry of Santiago will transfer to Green Mining a 20% interest in Compañía Minera Chumi upon the issue to Compañía Minera Chuminga of US \$ 300 000 in Ezenet shares. Refer to Section 6.4 of the Notice of Meeting for further details.

- (2) Mining Patents represent yearly rent and rate fees for mining rights in Chile. Values may vary according to the values of the Monthly Tax Unit which is established and adjusted on a monthly basis through a monetary unit known as UTM. Chumi III payment is a pro-rata payment for the 2011-12 title year.
- (3) In the case of a Exploitation Concession, the concession does not expire unless the owner, in this case Compañía Minera Chumi, does not pay the patents in due time.
- (4) “Constituted” is the Chilean equivalent of “granted”.

VEGA CONCESSIONS

Licence ID	Holder (1)	Interest	Licence Type	Area (hectares)	Mining Patents 2011-12 US\$ (2)	Expenditure Commitment	Expiry Date (3)	Comments (4)
Vega 1	Compañía Minera Calcia Ltda	100%	Exploration	200	324.18	None	10/12/2012	Constituted
Vega 2	Compañía Minera Calcia Ltda	100%	Exploration	300	486.28	None	10/12/2012	Constituted
Vega 3	Compañía Minera Calcia Ltda	100%	Exploration	300	486.28	None	10/12/2012	Constituted
Vega 4	Compañía Minera Calcia Ltda	100%	Exploration	300	486.28	None	10/12/2012	Constituted
Vega 5	Compañía Minera Calcia Ltda	100%	Exploration	300	486.28	None	10/12/2012	Constituted
Vega 6	Compañía Minera Calcia Ltda	100%	Exploration	300	486.28	None	10/12/2012	Constituted
Vega 7	Compañía Minera Calcia Ltda	100%	Exploration	300	486.28	None	10/12/2012	Constituted
Vega 8	Compañía Minera Calcia Ltda	100%	Exploration	300	486.28	None	10/12/2012	Constituted
Vega 9	Compañía Minera Calcia Ltda	100%	Exploration	300	486.28	None	10/12/2012	Constituted
Vega 10	Compañía Minera Calcia Ltda	100%	Exploration	200	324.18	None	10/12/2012	Constituted

Note:



- (1) Pursuant to a purchase agreement between Ezenet Limited, Green Mining Ltda and Compañía Mineria Calcia Ltda, Green Mining Ltda has the right to acquire the Vega Concessions subject to the satisfaction of certain conditions. Green Mining Ltda has registered a mining mortgage against the concessions to prevent Compañía Mineria Calcia Ltda from transferring or encumbering the concessions. Refer to Section 6.6 of the Notice of Meeting for further details.
- (2) Mining Patents represent yearly rent and rate fees for mining rights in Chile. Values may vary according to the values of the Monthly Tax Unit which is established and adjusted on a monthly basis through a monetary unit known as UTM.
- (3) The Exploration concessions have a two year term, but can be renewed for another two years, subject to 50% reduction in area.
- (4) “Constituted” is the Chilean equivalent of “granted”.

10. CORPORATE GOVERNANCE

10.1 ASX Corporate Governance Council Principles and Recommendations

The Company has adopted comprehensive systems of control and accountability as the basis for the administration of corporate governance. The Board is committed to administering the policies and procedures with openness and integrity, pursuing the true spirit of corporate governance commensurate with the Company's needs.

To the extent applicable, the Company has adopted *The Corporate Governance Principles and Recommendations (2nd Edition)* as published by ASX Corporate Governance Council (**Recommendations**).

In light of the Company's size and nature, the Board considers that the current board is a cost effective and practical method of directing and managing the Company. As the Company's activities develop in size, nature and scope, the size of the Board and the implementation of additional corporate governance policies and structures will be reviewed.

The Company's main corporate governance policies and practices as at the date of this Prospectus are outlined below and the Company's full Corporate Governance Plan is available in a dedicated corporate governance information section of the Company's website (www.ezenet.com.au).

Board of directors

The Board is responsible for corporate governance of the Company. The Board develops strategies for the Company, reviews strategic objectives and monitors performance against those objectives. The goals of the corporate governance processes are to:

- (a) maintain and increase Shareholder value;
- (b) ensure a prudential and ethical basis for the Company's conduct and activities; and
- (c) ensure compliance with the Company's legal and regulatory objectives.

Consistent with these goals, the Board assumes the following responsibilities:

- (a) developing initiatives for profit and asset growth;
- (b) reviewing the corporate, commercial and financial performance of the Company on a regular basis;
- (c) acting on behalf of, and being accountable to, the Shareholders; and
- (d) identifying business risks and implementing actions to manage those risks and corporate systems to assure quality.

The Company is committed to the circulation of relevant materials to Directors in a timely manner to facilitate Directors' participation in the Board discussions on a fully-informed basis.

Composition of the Board

Election of Board members is substantially the province of the Shareholders in general meeting. However, subject thereto, the Company is committed to the following principles:

- (a) the Board is to comprise of persons with a blend of skills, experience and attributes appropriate for the Company and its business; and
- (b) the principal criterion for the appointment of new directors is their ability to add value to the Company and its business.

No formal nomination committee or procedures have been adopted for the identification, appointment and review of the Board membership, but an informal assessment process, facilitated by the Chairman in consultation with the Company's professional advisors, has been committed to by the Board.

Identification and management of risk

The Board's collective experience will enable accurate identification of the principal risks that may affect the Company's business. Key operational risks and their management will be recurring items for deliberation at Board meetings.

Ethical standards

The Board is committed to the establishment and maintenance of appropriate ethical standards.

Performance evaluation

In the absence of a nomination committee, the Board will conduct a performance evaluation of its individual Directors on an annual basis. To assist in this process an independent advisor may be used.

The Nomination Committee will conduct an annual review of the role of the Board, assess the performance of the Board over the previous 12 months and examine ways of assisting the Board in performing its duties more effectively.

Where applicable, the review will include:

- (a) comparing the performance of the Board with the requirements of its Charter;
- (b) examination of the Board's interaction with management;
- (c) the nature of information provided to the Board by management; and
- (d) management's performance in assisting the Board to meet its objectives.

Independent professional advice

Subject to the Chairman's approval (not to be unreasonably withheld), the Directors, at the Company's expense, may obtain independent professional advice on issues arising in the course of their duties.

Remuneration arrangements

The remuneration of an executive Director will be decided by the Board, without the affected executive Director participating in that decision-making process.

The total maximum remuneration of non-executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director. Shareholder approval is being sought at the Annual General Meeting to set a maximum of \$400,000 per annum for this purpose.

In addition, a Director may be paid fees or other amounts (i.e. subject to any necessary Shareholder approval, non-cash performance incentives such as Options) as the Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director.

Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

The Board has established a remuneration committee which reviews and approves the remuneration policy to enable the Company to attract and retain executives and Directors who will create value for Shareholders having consideration to the amount considered to be commensurate for a company of its size and level of activity as well as the relevant Directors' time, commitment and responsibility. The remuneration committee is also responsible for reviewing any employee incentive and equity-based plans including the appropriateness of performance hurdles and total payments proposed.

Trading policy

The Board has adopted a policy that sets out the guidelines on the sale and purchase of securities in the Company by its key management personnel (i.e. Directors and, if applicable, any employees reporting directly to the managing director). The policy generally provides that the written acknowledgement of the Chair (or the Board in the case of the Chairman) must be obtained prior to trading.

External audit

The Company in general meetings is responsible for the appointment of the external auditors of the Company, and the Board from time to time will review the scope, performance and fees of those external auditors.

Audit committee

The Company will not have a separate audit committee until such time as the Board is of a sufficient size and structure, and the Company's operations are of a sufficient magnitude for a separate committee to be of benefit to the Company. In the meantime, the full Board will carry out the duties that would ordinarily be assigned to that committee under the written terms of reference for that committee, including but not limited to, monitoring and reviewing any matters of significance affecting financial reporting and compliance, the integrity of the financial reporting of the Company, the Company's internal financial control system and risk management systems and the external audit function.

Diversity policy

The Board has adopted a diversity policy which provides a framework for the Company to achieve, amongst other things, a diverse and skilled workforce, a workplace culture characterised by inclusive practices and behaviours for the benefit of all staff, improved employment and career development opportunities for women and a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives.

10.2 Departures from Recommendations

Following admission to the Official List of ASX, the Company will be required to report any departures from the Recommendations in its annual financial report.

The Company's compliance and departures from the Recommendations as at the date of this Prospectus are set out on the following pages.

	PRINCIPLES AND RECOMMENDATIONS	COMMENT
1.	<i>Lay solid foundations for management and oversight</i>	
1.1	Companies should establish the functions reserved to the board and those delegated to senior executives and disclose those functions.	The Company's Corporate Governance Plan includes a Board Charter, which discloses the specific responsibilities of the Board. The Board delegates responsibility for the day-to-day operations and administration of the Company to the Managing Director.
1.2	Companies should disclose the process for evaluating the performance of senior executives.	The Company's Corporate Governance Plan includes a section on performance evaluation practices adopted by the Company. The chair will monitor the Board and the Board will monitor the performance of any senior executives who are not directors, including measuring actual performance against planned performance.
1.3	Companies should provide the information indicated in the <i>Guide to reporting on Principle 1</i> .	Explanation of departures from Principles and Recommendations 1.1 and 1.2 (if any) are set out above. The Company will also explain any departures from Principles and Recommendations 1.1 and 1.2 (if any) in its future annual reports. Future annual reports will disclose whether such a performance evaluation has taken place in the relevant reporting period and whether it was in accordance with the process disclosed. The Corporate Governance Plan, which includes the Board Charter, is posted on the Company's website.
2.	<i>Structure the board to add value</i>	
2.1	A majority of the board should be independent directors.	One half of the Board are independent directors. This will be reviewed in due course.
2.2	The chair should be an independent director.	The chair is not an independent director. This will be reviewed in due course.
2.3	The roles of chair and chief executive officer should not be exercised by the same individual.	The Company has a Managing Director who is also the chair of the Board. This will be reviewed in due course.

	PRINCIPLES AND RECOMMENDATIONS	COMMENT
2.4	The board should establish a nomination committee.	No formal nomination committee has been established by the Company as yet. The Board, as a whole, currently serves as the nomination committee. The Company's Corporate Governance Plan includes a Nomination Committee Charter, which discloses the specific responsibilities of the committee. Where necessary, the Board seeks advice of external advisers in connection with the suitability of applicants for Board membership.
2.5	Companies should disclose the process for evaluating the performance of the board, its committees and individual directors.	The Company's Corporate Governance Plan includes a section on performance evaluation practices adopted by the Company. The chair will review the performance of the Board, its committees (if any) and individual directors to ensure that the Company continues to have a mix of skills and experience necessary for the conduct of its activities.
2.6	Companies should provide the information indicated in the <i>Guide to reporting on Principle 2</i> .	The Company has provided details of each director, such as their skills, experience and expertise relevant to their position in this Prospectus and will also provide these details on its website and in future annual reports. Explanation of departures from Principles and Recommendations 2.1, 2.2, 2.3, 2.4 and 2.5 (if any) are set out above. The Company will also explain any departures from Principles and Recommendations 2.1, 2.2, 2.3, 2.4 and 2.5 (if any) in its future annual reports. Future annual reports will disclose whether such a performance evaluation has taken place in the relevant reporting period and whether it was in accordance with the process disclosed. The Corporate Governance Plan, which includes the Nomination Committee Charter, is posted on the Company's website.
3.	<i>Promote ethical and responsible decision-making</i>	
3.1	Companies should establish a code of conduct and disclose the code or a summary of the code as to:	The Company's Corporate Governance Plan includes a ' <i>Corporate Code of Conduct</i> ', which provides a framework for decisions and actions in relation to

	PRINCIPLES AND RECOMMENDATIONS	COMMENT
	- the practices necessary to maintain confidence in the company's integrity - the practices necessary to take into account their legal obligations and the reasonable expectations of their stakeholders - the responsibility and accountability of individuals for reporting and investigating reports of unethical practices.	ethical conduct in employment.
3.2	Companies should establish a policy concerning diversity and disclose the policy or a summary of that policy. The policy should include requirements for the board to establish measureable objectives for achieving gender diversity and for the board to assess annually both the objectives and progress in achieving them.	The Company's Corporate Governance Plan includes a ' <i>Diversity Policy</i> ', which provides a framework for establishing measureable objectives for achieving gender diversity and for the Board to assess annually both the objectives and progress in achieving them.
3.3	Companies should disclose in each annual report the measureable objectives for achieving gender diversity set by the board in accordance with the diversity policy and progress in achieving them.	Future annual reports will disclose the measureable objectives for achieving gender diversity set by the board in accordance with the diversity policy and progress in achieving them.
3.4	Companies should disclose in each annual report the proportion of women employees in the whole organisation, women in senior executive positions and women on the board.	Future annual reports will disclose the proportion of women employees in the whole organisation, women in senior executive positions and women on the board.
3.5	Companies should provide the information indicated in the <i>Guide to reporting on Principle 3</i> .	Explanation of departures from Principles and Recommendations 3.1, 3.2, 3.3 and 3.4 (if any) are set out above. The Company will also explain any departures from Principles and Recommendations 3.1, 3.2, 3.3 and 3.4 (if any) in its future annual reports. The Corporate Governance Plan, which includes the Corporate Code of Conduct

	PRINCIPLES AND RECOMMENDATIONS	COMMENT
		and Diversity Policy, is posted on the Company's website.
4.	<i>Safeguard integrity in financial reporting</i>	
4.1	The board should establish an audit committee.	No formal audit committee has been established by the Company as yet. The Board, as a whole, currently serves as the audit committee.
4.2	The audit committee should be structured so that it: • consists only of non-executive directors • consists of a majority of independent directors • is chaired by an independent chair, who is not chair of the board • has at least three members.	Whilst the audit committee is not structured in the manner set out in the Principles and Recommendations, the Board is of the view that the experience and professionalism of the persons on the Board is sufficient to ensure that all significant matters are appropriately addressed and actioned. Further, the Board does not consider that the Company is of sufficient size to justify the appointment of additional directors for the sole purpose of satisfying this recommendation as it would be cost prohibitive and counterproductive. As the operations of the Company develop the Board will reassess the formation of the audit committee.
4.3	The audit committee should have a formal charter.	The Company's Corporate Governance Plan includes an Audit and Risk Committee Charter, which discloses its specific responsibilities.
4.4	Companies should provide the information indicated in the <i>Guide to reporting on Principle 4</i> .	Explanation of departures from Principles and Recommendations 4.1, 4.2 and 4.3 (if any) are set out above. The Company will also explain any departures from Principles and Recommendations 4.1, 4.2 and 4.3 (if any) in its future annual reports. The Corporate Governance Plan, which includes the Audit & Risk Committee Charter, is posted on the Company's website.
5.	<i>Make timely and balanced disclosure</i>	
5.1	Companies should establish written policies designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at a senior executive level for that compliance and disclose those policies or a summary of those policies.	The Company has a continuous disclosure program in place designed to ensure the compliance with ASX Listing Rule disclosure and to ensure accountability at a senior executive level for compliance and factual presentation of the Company's financial position.

	PRINCIPLES AND RECOMMENDATIONS	COMMENT
5.2	Companies should provide the information indicated in <i>Guide to Reporting on Principle 5</i> .	The Company has not currently departed from Principle and Recommendation 5.1. The Company will provide an explanation of any departures from Principle and Recommendation 5.1 (if any) in its future annual reports. The Corporate Governance Plan, which includes a continuous disclosure program, is posted on the Company's website.
6.	<i>Respect the rights of shareholders</i>	
6.1	Companies should design a communications policy for promoting effective communication with shareholders and encouraging their participation at general meetings and disclose their policy or a summary of that policy.	The Company's Corporate Governance Plan includes a shareholders communication policy, which aims to ensure that the shareholders are informed of all major developments affecting the Company's state of affairs.
6.2	Companies should provide the information indicated in the <i>Guide to reporting on Principle 6</i> .	The Company has not currently departed from Principle and Recommendation 6.1. The Company will provide an explanation of any departures from Principle and Recommendation 6.1 (if any) in its future annual reports. The Corporate Governance Plan, which includes a shareholders communication policy is available, on the Company's website.
7.	<i>Recognise and manage risk</i>	
7.1	Companies should establish policies for the oversight and management of material business risks and disclose a summary of those policies.	The Company's Corporate Governance Plan includes a risk management policy. The Board determines the Company's "risk profile" and is responsible for overseeing and approving risk management strategy and policies, internal compliance and internal control.
7.2	The board should require management to design and implement the risk management and internal control system to manage the company's material business risks and report to it on whether those risks are being managed effectively. The board should disclose that	The Company's Corporate Governance Plan includes a risk management policy. The Board will require either the Managing Director or the Chief Financial Officer to provide a report at the relevant time.

	PRINCIPLES AND RECOMMENDATIONS	COMMENT
	management has reported to it as to the effectiveness of the company's management of its material business risks.	
7.3	The board should disclose whether it has received assurance from the chief executive officer (or equivalent) and the chief financial officer (or equivalent) that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.	The Board will seek this relevant assurance from the Managing Director or Chief Financial Officer at the relevant time.
7.4	Companies should provide the information indicated in <i>Guide to Reporting on Principle 7</i> .	The Company has not currently departed from Principles and Recommendations 7.1, 7.2 and 7.3. The Company will provide an explanation of any departures from Principles and Recommendations 7.1, 7.2 and 7.3 (if any) in its future annual reports. The Corporate Governance Plan, which includes a risk management policy, is posted on the Company's website.
8.	<i>Remunerate fairly and responsibly</i>	
8.1	The board should establish a remuneration committee.	The Board has established a remuneration committee. The Company's Corporate Governance Plan includes a Remuneration Committee Charter, which discloses its specific responsibilities. Remuneration to the executive directors is by way of salary only (although directors may be paid consulting fees for the provision of additional services to the Company) and to non-executive directors by way of director fees only, with the level of such salary or fees as the context requires, having been set by the Board to an amount it considers to be commensurate for a company of its size and level of activity. There is currently no link between performance and remuneration, however, it is the

	PRINCIPLES AND RECOMMENDATIONS	COMMENT
		intention of the Board to re-assess this once the Company commences operations. Further there are no schemes for retirement benefits in existence.
8.2	The remuneration committee should be structured so that it: • consists of a majority of independent directors • is chaired by an independent director • has at least three members	The Remuneration Committee is comprised of a majority of independent directors, is chaired by an independent director and has at least three members.
8.3	Companies should clearly distinguish the structure of non-executive directors' remuneration from that of executive directors and senior executives.	The Board has distinguished the structure of non executive director's remuneration from that of executive directors and senior executives. The Company's constitution provides that the remuneration of non-executive Directors will be not be more than the aggregate fixed sum set by the constitution and subsequently varied by resolution at a general meeting of shareholders. The Remuneration Committee is responsible for determining the remuneration of executive directors and senior executives (without the participation of the affected director). It is the Board's objective to provide maximum stakeholder benefit from the retention of a high quality Board and executive team by remunerating executive directors and senior executives fairly and appropriately with reference to relevant employment market conditions and by linking the nature and amount of executive directors' and senior executives emoluments to the Company's financial and operational performance.
8.4	Companies should provide the information indicated in the <i>Guide to reporting on Principle 8</i> .	Explanation of departures from Principles and Recommendations 8.1, 8.2 and 8.3 (if any) are set out above. The Company will also provide an explanation of any departures from Principles and Recommendations 8.1, 8.2 and 8.3 (if any) in its future annual reports. The Corporate Governance Plan, which includes the Remuneration Committee Charter, is posted on the Company's website.

11. ADDITIONAL INFORMATION

11.1 Litigation

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

11.2 Rights attaching to Shares

The following is a summary of the more significant rights attaching to Shares under the constitution proposed to be adopted, subject to Shareholder approval, following the Annual General Meeting. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

Full details of the rights attaching to Shares are set out in the New Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

This summary of rights attaching to Shares is provided on the basis that the adoption of the New Constitution is approved at the Annual General Meeting.

(a) General meetings

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

Shareholders may requisition meetings in accordance with Section 249D of the Corporations Act and the Constitution.

(b) Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of Shares, at general meetings of Shareholders or classes of Shareholders:

- (i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for the Share, but in respect of partly paid Shares shall have such number of votes as bears the same proportion to the total of such Shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

(c) **Dividend rights**

Subject to and in accordance with the Corporations Act, the ASX Listing Rules, the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares.

The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. No dividend shall carry interest as against the Company. The Directors may set aside out of the profits of the Company any amounts that they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

Subject to the ASX Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as the Directors think fit and which provides for any dividend which the Directors may declare from time to time payable on Shares which are participating Shares in the dividend reinvestment plan, less any amount which the Company shall either pursuant to the Constitution or any law be entitled or obliged to retain, be applied by the Company to the payment of the subscription price of Shares.

(d) **Winding-up**

If the Company is wound up, the liquidator may, with the authority of a special resolution of the Company, divide among the shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

The liquidator may, with the authority of a special resolution of the Company, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any Shares or other securities in respect of which there is any liability.

(e) **Shareholder liability**

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

(f) **Transfer of Shares**

Generally, Shares are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act or the ASX Listing Rules.

(g) **Variation of rights**

Pursuant to Section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to Shares.

If at any time the share capital is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three-quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

(h) **Alteration of Constitution**

In accordance with the Corporations Act, the Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days' written notice specifying the intention to propose the resolution as a special resolution must be given.

11.3 **Rights attaching to Options**

The Options to be issued to the Directors and key employees and contractors of the Company entitle the holder to subscribe for Shares on the following terms and conditions:

- (a) Each Option gives the Option-holder the right to subscribe for one Share.
- (b) The Options will expire at 5.00pm (WST) on 31 December 2014 (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (c) The amount payable upon exercise of each Option will be 150% of the volume weighted average price of the Company's Shares in the 5 trading days preceding the date of the Annual General Meeting (**Exercise Price**).
- (d) The Options held by each Option-holder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
- (e) An Option-holder may exercise their Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of Options specifying the number of Options being exercised; and
 - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised;

(**Exercise Notice**).
- (f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.

- (g) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
- (h) The Options are transferable.
- (i) All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other Shares.
- (j) The Company will not apply for quotation of the Options on ASX, and will apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within 10 Business Days after the date of allotment of those Shares.
- (k) If at any time the issued capital of the Company is reconstructed, all rights of an Option-holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (l) There are no participating rights or entitlements inherent in the Options and Option-holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 7 Business Days after the issue is announced. This will give Option-holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
- (m) An Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.

11.4 Incentive Option Plan

The Board has approved the adoption of the Company's Employee Incentive Option Plan (**Plan**). Subject to Shareholders approving the Plan at the Annual General Meeting, the Board proposes to issue Options to key staff members and, subject to obtaining the requisite ASX Listing Rule approval, to Directors.

Subject to Shareholder approval, the Board proposes to issue a total of 18,500,000 Options to the following Directors and employees of the Company under the Plan:

Name	Number of Options¹
Wolf Martinick	7,500,000
Brad Farrell	7,500,000
Ross O'Dea	500,000
David Ward	500,000
Brett Dickson	1,000,000
Juan Jose Gutierrez-Velez	1,000,000
Total	18,000,000

Note 1: refer to Section 11.3 of this Prospectus for the terms of these Options.

The key terms of the Plan are as follows:

- (a) **Eligibility and Grant of Options:** The Board may grant options (**Plan Options**) to any full or part time employee or Director of the Company or an associated body corporate. Plan Options may be granted by the Board at any time.
- (b) **Consideration:** Each Incentive Plan Option issued under the Plan will be issued for nil cash consideration.
- (c) **Conversion:** Each Incentive Plan Option is exercisable into one Share in the Company ranking equally in all respect with the existing issued Shares in the Company.
- (d) **Exercise Price and Expiry Date:** The exercise price and expiry date for Plan Options granted under the Plan will be determined by the Board prior to the grant of the Plan Options.
- (e) **Exercise Restrictions:** The Plan Options granted under the Plan may be subject to conditions on exercise as may be fixed by the Directors prior to grant of the Plan Options (**Exercise Conditions**). Any restrictions imposed by the Directors must be set out in the offer for the Plan Options.
- (f) **Lapsing of Plan Options:** Subject to the terms of the Offer made to a Participant, an unexercised Incentive Plan Option will lapse:
 - (i) on its Expiry Date;
 - (ii) if any Exercise Condition is unable to be met; and
 - (iii) subject to certain exceptions, on the eligible participant ceasing employment with the Company.
- (g) **Share Restriction Period:** Shares issued on the exercise of Plan Options may be subject to a restriction that they may not be transferred or otherwise dealt with until a Restriction Period has expired, as specified in the offer for the Plan Options.
- (h) **Disposal of Plan Options:** Plan Options will not be transferable and will not be quoted on the ASX, unless the offer provides otherwise or the Board in its absolute discretion approves.
- (i) **Trigger Events:** The Company may permit Plan Options to be exercised in certain circumstances where there is a change in control of the Company (including by takeover) or entry into a scheme of arrangement.
- (j) **Participation in Rights Issues and Bonus Issues:**
 - (i) There are no participating rights or entitlements inherent in the Plan Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Plan Options.
 - (ii) The Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least six (6) Business Days after the issue is announced. This will give

Plan Option holders the opportunity to exercise their Plan Options prior to the date for determining entitlements to participate in any such issue.

- (iii) If the Company makes a pro rata issue of securities (except a bonus issue) to the holders of Shares (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the Plan Option Exercise Price shall be reduced according to the formula specified in the Listing Rules.
- (iv) In the event of a bonus issue of Shares being made pro-rata to Shareholders, (other than an issue in lieu of dividends), the number of Shares issued on exercise of each Plan Option will include the number of bonus Shares that would have been issued if the Plan Option had been exercised prior to the record date for the bonus issue. No adjustment will be made to the exercise price per Share of the Plan Option.
- (k) **Reorganisation:** The terms upon which Plan Options will be granted will not prevent the Plan Options being re-organised as required by the Listing Rules on the re-organisation of the capital of the Company.
- (l) **Limitations on Offers:** The Company must take reasonable steps to ensure that the number of Shares to be received on exercise of Plan Options offered under an offer when aggregated with:
 - (i) the number of Shares that would be issued if each outstanding offer for Shares, units of Shares or options to acquire Shares under the Plan or any other employee share scheme of the Company were to be exercised or accepted; and
 - (ii) the number of Shares issued during the previous 5 years from the exercise of Plan Options issued under the Plan (or any other employee share plan of the Company extended only to Eligible Participants),

does not exceed 5% of the total number of Shares on issue at the time of an offer (but disregarding any offer of Shares or option to acquire Shares that can be disregarded in accordance with ASIC Class Order 03/184).

The Board has also determined to issue, subject to Shareholder approval, a total of 3,750,000 Options to key contractors and consultants of the Company as set out below. These Options will not be issued under the Plan.

Contractor	Number of Options ¹
John Traicos	2,500,000
Rodrigo Dupouy Bunster	500,000
Teo Leonardi Martinez	250,000
Simon Watson	500,000
Total	3,750,000

11.5 Material contracts

Set out below are the terms of the material contracts to which the Company is a party, other than the Acquisition Agreements which are summarised in Section 3.20 of this Prospectus.

Capital Raising Mandate

Pursuant to a capital raising mandate dated 23 May 2011 (**Mandate**), Carmichael Corporate Pty Ltd (**Carmichael**) agreed to provide lead manager and corporate advisory services to the Company in relation to the Offer on the following material terms:

- (a) **(Fees):** The Company shall pay Carmichael the following fees:
 - (i) Placement fee: 6% of gross amounts raised by Carmichael under the capital raising (plus GST) and 2, 500,000 broker options (on a post Consolidation basis) with an exercise price of \$0.20 per option;
 - (ii) Re-compliance fee: should re-compliance be required a fee of \$20,000 will be payable by the Company to Carmichael for ASX re-compliance advice plus 6% of gross proceeds received pursuant to a re-compliance prospectus; and
 - (iii) Retainer fee - \$7,000 per month for a period of 12 months.
- (b) **(Re-compliance):** Carmichael will act as broker to the Offer which will involve ensuring that there is sufficient spread of shareholders, advice on capital raising needs, investor relations support, broker and fund roadshows, equity marketing material and information and notes as appropriate.
- (c) **(Indemnity):** The Company agrees to take full responsibility for the prospectus and the capital raising and will indemnify Carmichael against any losses or liabilities arising in respect of the Mandate, the capital raising and any associated activity.
- (d) **(Termination):** The Company may terminate the Mandate prior to Carmichael extending a firm commitment to an investor:
 - (i) if Carmichael fails to rectify a material breach within 10 business days of notice from the Company;
 - (ii) on a no fault basis, upon the basis of dissatisfaction with the execution of its obligations under the Mandate by Carmichael, the Company providing reasonable verbal and written warning and reasonable opportunity to rectify deficiencies.

11.6 Interests of Directors

Other than as set out in this Prospectus, no Director or proposed Director holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

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

(b) any property acquired or proposed to be acquired by the Company in connection with:

(i) its formation or promotion; or

(ii) the Offer; or

(c) the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director or proposed Director:

(d) as an inducement to become, or to qualify as, a Director; or

(e) for services provided in connection with:

(i) the formation or promotion of the Company; or

(ii) the Offer.

11.7 Interests of Experts and Advisers

Other than as set out below or elsewhere in this Prospectus, no:

(a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;

(b) promoter of the Company; or

(c) underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

(d) the formation or promotion of the Company;

(e) any property acquired or proposed to be acquired by the Company in connection with:

(i) its formation or promotion; or

(ii) the Offer; or

(f) the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:

(g) the formation or promotion of the Company; or

(h) the Offer.

DJ Carmichael has acted as the Corporate Advisor to the Company in relation to the Offer. The Company estimates it will pay DJ Carmichael \$420,000

(excluding GST) and 2,500,000 options for these services (assuming the Offer is fully over-subscribed). Subsequently, the Company will pay DJ Carmichael a monthly retainer of \$7,000 for 12 months. During the 24 months preceding lodgement of this Prospectus with the ASIC, DJ Carmichael has received fees of approximately \$42,000 for services provided to the Company.

Al Maynard & Associates has acted as Independent Geologist and has prepared the Independent Geologist's Report which is included in Section 7 of this Prospectus. The Company has paid Al Maynard & Associates a total of \$11,000 (excluding GST) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Al Maynard & Associates has not provided any other services to the Company, and accordingly has not received any other fees from the Company.

Hewitt Turner & Gelevitis has acted as Investigating Accountant and has prepared the Investigating Accountant's Report which is included in Section 8 of this Prospectus. The Company estimates it will pay Hewitt Turner & Gelevitis a total of \$10,000 (excluding GST) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Hewitt Turner & Gelevitis has received fees of \$56,277 for services provided to the Company.

Steinepreis Paganin has acted as the Australian solicitors to the Company in relation to the Offer. The Company estimates it will pay Steinepreis Paganin \$76,000 (excluding GST) for these services. Subsequently, fees will be charged in accordance with normal charge out rates. During the 24 months preceding lodgement of this Prospectus with the ASIC, Steinepreis Paganin has received fees of approximately \$114,000 for services provided to the Company.

Dupouy Mendez & Cia has acted as Chilean solicitors to the Company in relation to the Offer and has prepared the Solicitor's Report on Tenements which is included in Section 9 of this Prospectus. The Company estimates it will pay Dupouy Mendez & Cia approximately \$14,000 (excluding any applicable tax) for these services. Subsequently, fees will be charged in accordance with normal charge out rates. During the 24 months preceding lodgement of this Prospectus with the ASIC, Dupouy Mendez & Cia has received fees from the Company of approximately \$92,000 (consisting of payments for legal and financial services provided to the Company and rental payments for office space in Santiago).

11.8 Consents

Each of the parties referred to in this Section:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section; and
- (b) to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section.

Al Maynard & Associates has given its written consent to being named as Independent Geologist in this Prospectus, 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. Al Maynard & Associates has not withdrawn its consent prior to lodgement of this Prospectus with the ASIC.

Dr Brad Farrell has given his written consent to being named as Competent Person in this Prospectus, and the inclusion of statements regarding exploration

results and exploration targets contained in the Section 2 (Chairman's Letter), Section 3 (Investment Overview) and Section 5 (Company and Project Overview) of this Prospectus in the form and context in which those statements are included. Dr Farrell has not withdrawn his consent prior to lodgement of this Prospectus with the ASIC.

Hewitt Turner & Gelevitis has given its written consent to being named as Auditor and Investigating Accountant in this Prospectus and to the inclusion of the Investigating Accountant's Report in Section 8 of this Prospectus in the form and context in which the information and report is included. Hewitt Turner & Gelevitis has not withdrawn its consent prior to lodgement of this Prospectus with the ASIC.

Steinepreis Paganin has given its written consent to being named as Australian solicitors to the Company. Steinepreis Paganin has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

Dupouy Mendez & Cia has given its written consent to being named as Chilean solicitors to the Company in this Prospectus and to the inclusion of the Solicitor's Report on Tenements in Section 9 of this Prospectus in the form and context in which the report is included. Dupouy Mendez & Cia has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

DJ Carmichael Pty Ltd has given its written consent to being named as the Corporate Advisor to the Company in this Prospectus. DJ Carmichael has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

11.9 Expenses of the Offer

The total expenses of the Offer (excluding GST) are estimated to be approximately \$469,000 for minimum subscription or \$709,000 for full subscription and are expected to be applied towards the items set out in the table below:

Item of Expenditure	Minimum Subscription (\$)	Full Subscription (\$)
ASIC fees	2,137	2,137
ASX fees	4,450	11,450
Broker Commissions*	60,000	300,000
Legal Fees	90,000	90,000
Independent Geologist's Fees	11,000	11,000
Travel and Living Expenses	13,000	13,000
Investigating Accountant's Fees	10,000	10,000
Printing and Distribution	25,000	25,000
Corporate Advice	84,000	84,000
Marketing	75,000	75,000
Miscellaneous	94,413	87,413
TOTAL	469,000	709,000

* Broker commissions will only be paid on applications made through a licensed securities dealers or Australian financial services licensee and accepted by the Company (refer to Section 4.8 of this Prospectus for further information). The amount calculated is based on 100% of applications being made in this manner. For those applications made directly to and accepted by the Company no broker commissions will be payable and the expenses of the Offer will be reduced and the additional funds will be put towards working capital.

11.10 Continuous disclosure obligations

Following re-compliance with Chapter 11 of the ASX Listing Rules, the Company will be a “disclosing entity” (as defined in Section 111AC of the Corporations Act) and, as such, will be subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company will be required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company’s securities.

Price sensitive information will be publicly released through ASX before it is disclosed to shareholders and market participants. Distribution of other information to shareholders and market participants will also be managed through disclosure to the ASX. In addition, the Company will post this information on its website after the ASX confirms an announcement has been made, with the aim of making the information readily accessible to the widest audience.

11.11 Electronic Prospectus

Pursuant to Class Order 00/44, the ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus and electronic application form on the basis of a paper prospectus lodged with the ASIC, and the publication of notices referring to an electronic prospectus or electronic application form, subject to compliance with certain conditions.

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please contact the Company and the Company will send you, for free, either a hard copy or a further electronic copy of this Prospectus or both. Alternatively, you may obtain a copy of this Prospectus from the website of the Company at www.ezenet.com.au.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

11.12 Financial Forecasts

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

11.13 Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship

The Company will apply to participate in CHESS, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHESS will be issuer sponsored by the Company.

Electronic sub-registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with statements (similar to a bank account statement) that set out the number of Shares allotted to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHESS and issuer sponsorship.

Electronic sub-registers also mean ownership of securities can be transferred without having to rely upon paper documentation. Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

11.14 Privacy statement

If you complete an Application Form, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder and to facilitate distribution payments and corporate communications to you as a Shareholder.

The information may also be used from time to time and disclosed to persons inspecting the register, including bidders for your securities in the context of takeovers, regulatory bodies including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the share registry.

You can access, correct and update the personal information that we hold about you. If you wish to do so, please contact the share registry at the relevant contact number set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the Privacy Act 1988 (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the application for Shares, the Company may not be able to accept or process your application.

12. DIRECTORS' AUTHORISATION

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

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

A handwritten signature in black ink, appearing to read 'Wolf Martinick', with a long horizontal flourish extending to the right.

Wolf Martinick
Chairman
For and on behalf of
Ezenet Limited

13. GLOSSARY

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

A\$ or \$ means an Australian dollar.

Acquisitions means:

- (a) the acquisition of a 20% interest in the Chuminga Project; and
- (b) the acquisition of 100% of the Vega Project.

Acquisition Agreements means:

- (a) the Chuminga Acquisition Agreement; and
- (b) the Vega Acquisition Agreement.

Annual General Meeting means the meeting of Shareholders to be held on 28 November 2011.

Applicant means a Shareholder or other party who applies for Securities pursuant to the Offer.

Application Form means Priority Offer Application Form or the Public Offer Application Form as the case determines attached to or accompanying this Prospectus relating to the Offer.

ASIC means Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by it as the context requires.

ASX Listing Rules means the official listing rules of ASX.

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

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

CCL means Compania Calcia Limitida (a company incorporated in Chile).

Chuminga Acquisition Agreement means the agreement between the Company, Green Mining and SCM, details of which are summarised in Section 3.20 of this Prospectus.

Chuminga Option means the Company's option to acquire 80% of the Chuminga Project, as summarised in Section 3.20 of this Prospectus.

Chuminga Project means the Chuminga copper and gold exploration project located in Chile.

Closing Date means the closing date of:

- (a) the Priority Offer being 5.00pm WST 24 November 2011; or
- (b) the Public Offer being 5.00pm WST 7 December 2011,

(as applicable), subject to these dates being extended or the Priority Offer or the Public Offer being closed early.

Company or **Ezenet** means Ezenet Limited (to be re-named "Oro Verde Limited" on completion of the Acquisitions) (ACN 083 646 477).

Consolidation means the consolidation of the issued securities of the Company existing as on a one (1) for three (3) basis (rounded up to the nearest whole number), for which approval is being sought at the Annual General Meeting.

Constitution means the current constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

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

DJ Carmichael means DJ Carmichael Pty Ltd (ABN 26 003 058 857).

Green Mining means Green Mining Ltda (a wholly owned subsidiary of the Company incorporated in Chile).

Initial Interest means an interest in 20% of the Chuminga Project.

JORC Code means the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves.

Listing Rules means the official listing rules of ASX.

Loyalty Option means an option to acquire a Share at an exercise price of \$0.20 on or before 31 December 2013, as described in Section 3.9 of this Prospectus.

New Constitution means the constitution proposed to be adopted by the Company, subject to Shareholder approval, from the date of the Annual General Meeting.

Offer means the offer of Shares pursuant to this Prospectus as set out in Section 4 of this Prospectus, which incorporates the Public Offer and the Priority Offer.

Official List means the official list of ASX.

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

Option means an option to acquire a Share on the terms set out in Section 11.3 of this Prospectus.

Option-holder means a holder of an Option.

Plan means the Oro Verde Limited Employee Incentive Option Plan.

Plan Option means an option to acquire a Share issued under the Plan.

Priority Offer means the offer of up to 10,000,000 Shares to Shareholders of the Company on the Priority Offer Record Date, on the terms set out in the Investment Overview Section of this Prospectus.

Priority Offer Record Date means the record date for determining entitlements to participate in the Priority Offer, being 5.00pm WST on 1 November 2011.

Priority Offer Application Form means the Priority Offer application form attached to or accompanying this Prospectus relating to the Priority Offer.

Prospectus means this prospectus.

Public Offer means the offer of 15,000,000 Shares, together with the capacity to accept oversubscriptions of a further 10,000,000 Shares, including any Shares remaining after allocation of the Priority Offer on the terms set out in the Investment Overview Section of this Prospectus.

Public Offer Application Form means the Public Offer application form attached to or accompanying this Prospectus relating to the Public Offer.

SCM means SCM Compania Minera Chuminga (company incorporated in Chile).

Section means a section of this Prospectus.

Share means a fully paid ordinary share in the capital of the Company.

Share Registry means Security Transfer Registrars Pty Limited.

Shareholder means a holder of Shares.

Subscription Right means the right of SCM, following the exercise of the Option Interest, to obtain a shareholding of up to 19.9% in the Company pursuant to the Chuminga Acquisition Agreement.

US\$ means United States dollars.

Vega Acquisition Agreement means the agreement between the Company, Green Mining and CCL, details of which are summarised in Section 3.20 of this Prospectus.

Vega Project means the Vega gold exploration project located in Chile.

WST means Western Standard Time as observed in Perth, Western Australia.