



KALGOORLIE-BOULDER RESOURCES LTD

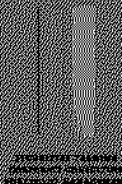
ACN 106 732 487

Prospectus 2005

For the issue of 16,000,000 fully paid ordinary shares at a price of 20 cents each to raise up to \$3,200,000.

CORPORATE ADVISORS TO THE ISSUE
Delta Securities

DELTA
SECURITIES



MEMBER FINRA
MEMBER SIPC
MEMBER NASD

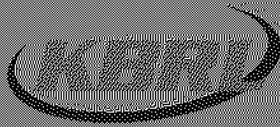
THIS IS AN IMPORTANT DOCUMENT AND SHOULD BE READ IN ITS ENTIRETY

An investment in the Shares offered by this Prospectus is speculative. You should consult your stockbroker, accountant or other professional adviser before accepting this Offer.



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1 INVESTMENT HIGHLIGHTS

- Kalgoorlie-Boulder Resources Ltd is a Western Australian based mineral explorer which has obtained rights to acquire a highly prospective portfolio of projects close to the major gold mining centre of Kalgoorlie.
- Kalgoorlie-Boulder Resources Ltd has secured rights to the Jackpot Project which contains an indicated and inferred mineral resource of 333,000 tonnes at 6.5 g/t gold containing 69,600 ounces.
- The Broad Arrow Project consolidates tenure over a geologically favourable environment explored only to shallow depths.
- Other projects contain numerous targets identified from previous exploration.

- The Company has acquired rights to a significant geochemical and geophysical database to guide exploration.
- The Company's projects overlay a variety of geological environments prospective for both gold and nickel, comprising greenfields exploration through to potential early mining.
- Opportunities to consolidate ground surrounding project areas.
- Experienced board and management team with record of exploration success, major project development and company management.
- Cost effective application of modern exploration techniques and concepts to maximise exploration success and potentially deliver resource upgrades.

2 CORPORATE DIRECTORY

DIRECTORS

Trevor Matthews (Managing Director)
David Prentice (Non-Executive Director)
Ken Allen (Non-Executive Director)

COMPANY SECRETARY

John Coles

SHARE REGISTRY

Advanced Share Registry Services
Level 7, 200 St George's Terrace
East Perth Western Australia 6004
Telephone: 08 9221 7288
Facsimile: 08 9221 7869

AUDITORS

Ord Partners
Level 2
47 Colin Street
West Perth WA 6005

REGISTERED AND BUSINESS OFFICE

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West Perth WA 6005
Telephone: (08) 9429 8842
Facsimile: (08) 9429 8800
Email: admin@kbrl.com.au
Website: www.kalgoorlieboulderres.com.au

CORPORATE ADVISORS

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Level 2
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West Perth WA 6005

CORPORATE ADVISORS TO THE ISSUE

Delta Securities
Level 17 Exchange Plaza
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Perth WA 6000

INDEPENDENT ACCOUNTANTS

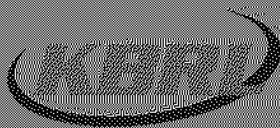
Ord Corporate Pty Ltd
Level 2
47 Colin Street
West Perth WA 6005

SOLICITORS REPORTING ON TENEMENTS

Gadens Lawyers
Level 31 St Martins Tower
44 St Georges Terrace
Perth WA 6000

INDEPENDENT CONSULTING GEOLOGIST

Ravensgate Pty Ltd
Level 5
89 St Georges Terrace
Perth WA 6000



3 IMPORTANT INFORMATION

General

This Prospectus is dated 22 February 2005 and was lodged with ASIC on that date. Neither ASIC nor the ASX take any responsibility for the contents of this Prospectus.

No Shares will be allotted or issued on the basis of this Prospectus after its expiry date being 13 months after the date of this Prospectus.

Application will be made to the ASX within seven (7) days after the date of this Prospectus for the quotation of the Shares the subject of this Prospectus on the ASX.

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

Important Notice

Potential investors should read the entire Prospectus before deciding to invest in the Company. Investors should consider the risk factors that could affect the financial performance of the Company when considering the prospects for the Company. The Company is at the early stages of its development and the risks are therefore significant. The Shares offered by the Prospectus should be considered speculative. Investors should carefully consider these factors in light of their personal circumstances (including financial and taxation issues) and seek independent advice from an accountant, stockbroker, lawyer or other professional adviser before deciding whether to invest.

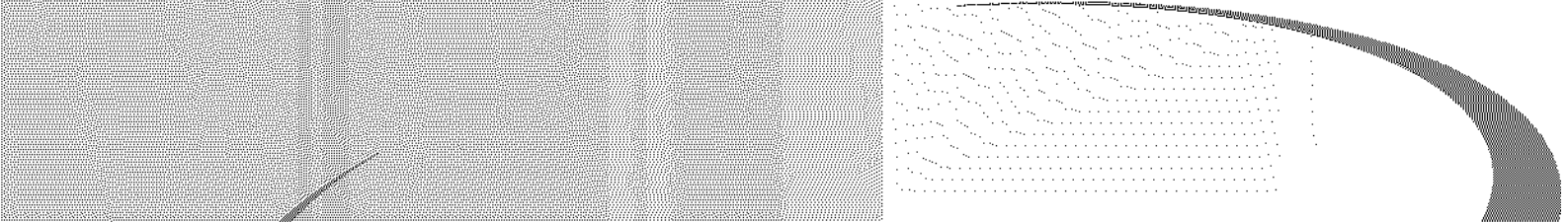
Overseas Investors

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

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

Electronic Prospectus

This Prospectus will be issued in paper form and as an electronic Prospectus, which may be viewed online at www.kalgoorlieboulderres.com.au. The offer of Shares pursuant to this Prospectus is available to persons receiving an electronic version of this Prospectus in Australia. The Corporations Act prohibits any person from passing onto another person the Application Form unless it is attached to or accompanied by the complete and unaltered version of this Prospectus. During the Offer Period, any person may obtain a paper copy of this Prospectus by contacting the Company by e-mail at admin@kbrl.com.au or by telephone on (08) 9429 8842.

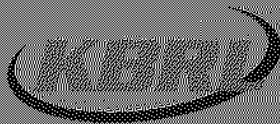


Exposure Period

In accordance with Chapter 6D of the Corporations Act, this Prospectus is subject to an exposure period of 7 days from the date of lodgement with ASIC. This period may be extended by ASIC for a further period of up to 7 days. The purpose of this exposure period is to enable this Prospectus to be examined by market participants prior to the raising of funds. If this Prospectus is found to be deficient, any Application Forms received during the exposure period will be dealt with in accordance with section 724 of the Corporations Act. Application Forms received prior to the expiration of the exposure period will not be processed until after the exposure period. No preference will be conferred on Application Forms received in the exposure period and all Application Forms received during the exposure period will be treated as if they were simultaneously received on the Opening Date.

Glossary

Certain terms and abbreviations used in this Prospectus have defined meanings. Defined terms are generally identifiable by the use of an upper case first letter. Details of definitions and abbreviations used are set out in Section 16 of this Prospectus. Technical terms are defined at the end of the Independent Consulting Geologist's Report in Section 10 of this Prospectus.



4 LETTER FROM THE DIRECTORS

Kalgoorlie-Boulder Resources Ltd is a Western Australian based gold and base metals exploration company.

Through the work of its past and present Directors and consultants, Kalgoorlie-Boulder Resources Ltd has entered into agreements to acquire strategic holdings in geologically prospective environments located in areas having substantial production histories resulting in the Company securing the rights to an exciting portfolio of gold and nickel properties. As the Company name indicates the projects are primarily located in the Kalgoorlie region. Five of the six projects are located within a seventy five kilometre radius of Kalgoorlie.

Kalgoorlie-Boulder Resources Ltd projects have been generated by systematic evaluation and reinterpretation of available geochemical, geophysical and geological data. As described in detail in the Independent Consulting Geologist's Report (contained in Section 10 of this Prospectus), many of the projects have advanced targets that are ready for near term development, immediate drilling or can be advanced to that status in a short time.

The Company is now seeking to raise \$3,200,000 so that it can apply the collective skills of the Board and its management to the development of mining operations, effective evaluation of its current projects and the generation of further targets through exploration and acquisition opportunities.

Kalgoorlie-Boulder Resources Ltd brings together a group of motivated exploration and corporate professionals whose collective experience includes the exploration and the discovery and development of major mineral deposits in Australia and overseas.

You are now invited to join with the Kalgoorlie-Boulder Resources Ltd team to further its exploration and development efforts by taking up Shares offered in this Prospectus. We commend this Offer to you and welcome your support.

Yours faithfully,

Trevor Matthews
Managing Director

5 OVERVIEW

5.1 Objectives

Kalgoorlie-Boulder Resources Ltd was incorporated for the purposes of acquiring prospective projects that are generally under explored.

The Company's objective is to generate returns to Shareholders through the exploitation of existing deposits and the discovery and development of other projects thus becoming a successful and profitable exploration and mining company.

The Company will systematically apply modern exploration techniques and concepts to fully evaluate the recognised potential of the Company's tenement holdings to host major gold and base metal deposits.

5.2 Use of Funds

The Company is seeking to raise up to \$3,200,000 pursuant to the Offer. In the two years after listing on the ASX the funds raised from the Issue, together with current working capital, are expected to be applied as follows:

Use of Funds	Minimum Subscription \$	Fully Subscribed \$
Pre-offer cash and receivables	202,000	202,000
Total raised in the Offer	2,700,000	3,200,000
Total Funds Available	2,902,000	3,402,000
Exploration expenditure (refer Section 8.8)	1,438,000	1,915,000
Acquisition Costs	122,300	122,300
Expenses of the Issue, including brokers fees	296,000	327,500
Additional working capital	1,045,700	1,037,200

The Company will not be accepting any oversubscriptions.

If more than the minimum subscription (\$2,700,000) is received but the Offer is not fully subscribed the total amount of funds in excess of minimum subscription will be applied to exploration expenditure programs in accordance with the assessed benefit of each program.

On completion of the Offer, the Directors believe that the Company will have sufficient working capital to carry out its stated objectives for the acquisition, evaluation and exploration of its projects.

5.3 Pro-forma Capital Structure

The Company is proposing to issue up to 16,000,000 Shares pursuant to the Offer. If the Offer is fully subscribed, the capital structure of the Company will be as follows:

Issued and paid-up capital	Shares	%
Shares on issue or allotted and approved for issue at the date of this Prospectus	11,075,444	33.1
Shares to be issued pursuant to this Offer	16,000,000	47.8
Shares to be issued on successful completion of the Offer*	625,000	1.9
Shares to be issued as vendor consideration	5,775,000	17.2
Total maximum number of Shares on issue at completion of the Offer	33,475,444	100.0

* These Shares are to be issued to Ronin Management Pty Ltd (a company associated with Trevor Matthews) for assistance provided in promoting the Offer. For further details refer to Section 14.14.

Options*	No. of Options	Exercise Price	Exercise Date
Existing Options allotted and approved for issue as at the date of this Prospectus	4,500,000	30 cents	31 July 2008
Options to be issued on successful completion of the Offer**	1,500,000	30 cents	31 July 2008
Options to be issued as vendor consideration	5,000,000	Lower of 20 cents or average closing price on the ASX over the previous 7 days	31 July 2008

*No Options are being offered under this Prospectus.

** These Options are to be issued to Ronin Management Pty Ltd (a company associated with Trevor Matthews) for assistance provided in promoting the Offer. For further details refer to Section 14.14.

Subject to compliance with the requirements of the Corporations Act and the Listing Rules, an application will be made for the Options to be quoted on the ASX upon the Company being admitted to the Official List. Further details of the terms and conditions of the Options are set out in Section 14.5.

Further details of the Company's issued capital are contained in the Independent Accountant's Report in Section 11.

Restricted Securities

Subject to the Company being admitted to the Official List, certain of the securities in the Company on issue prior to the Offer, and securities issued as vendor consideration and to Ronin Management Pty Ltd (a company associated with Trevor Matthews) on the successful completion of the Offer are likely to be classified by the ASX as restricted securities and will be required to be held in escrow.

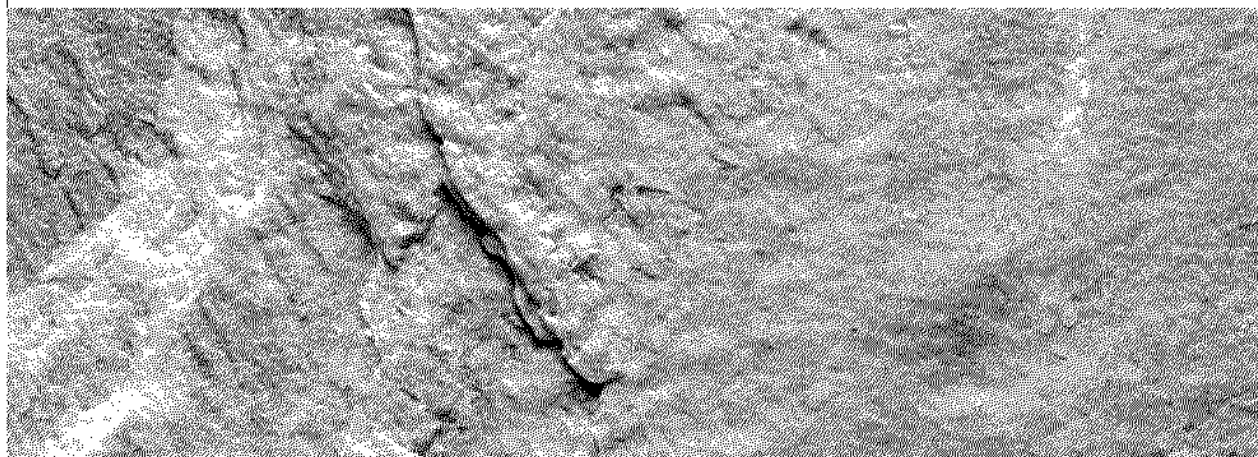
6 INDICATIVE TIMETABLE

Prospectus lodged with ASIC	22 February 2005
Offer Opening Date	2 March 2005
Estimated Closing Date of the Offer (5:00 pm WST)	31 March 2005

Shares are proposed to be allotted within 5 Business Days of the Closing Date.

In the normal course of business it would be anticipated that the Shares will be quoted on the ASX within 10 Business Days of allotment.

These dates are indicative only and may vary. The Company reserves the right to vary the Opening and Closing Date without prior notice. **Applicants are encouraged to apply as soon as possible after the Offer opens.**





7 DETAILS OF THE OFFER

7.1 The Offer

This Prospectus constitutes an offer by the Company of a minimum of 13,500,000 Shares and a maximum of 16,000,000 Shares at an issue price of 20 cents per Share payable in full on application to raise up to \$3,200,000. All Shares issued pursuant to this Prospectus will be issued as fully paid shares and will rank equally in all respects with the Shares already on issue.

7.2 Minimum Subscription

The minimum subscription to the Issue is 13,500,000 Shares raising \$2,700,000.

The Company will not issue any Shares pursuant to this Prospectus until the minimum subscription is satisfied.

Should the minimum subscription not be reached within three (3) months from the date of this Prospectus, all Applications will be dealt with in accordance with the Corporations Act.

7.3 Oversubscriptions

The Company will not be accepting any oversubscriptions and will therefore not be issuing any more than 16,000,000 Shares under this Prospectus.

7.4 Underwriting

The Issue is not underwritten.

7.5 Allotment and Allocation of Shares

Subject to the ASX granting approval for the Company to be admitted to the Official List, the allotment of Shares to Applicants will occur as soon as possible after the Issue is closed. It is the responsibility of Applicants to determine their allocation prior to trading in Shares. Applicants who sell Shares before they receive their holding statements will do so at their own risk.

Pending the issue of the Shares, or return of the application monies, the application monies will be held in trust in a subscription account for the Applicants until allotment. All interest earned on all application monies (including those which do not result in allotments of shares) will be retained by the Company.

The Directors have the right to allocate Shares under the Offer. The Company may reject any Application or allocate any Applicant fewer Shares than applied for under the Offer.

If an Application is not accepted, or is accepted in part only, the surplus application monies will be refunded within 7 days of the allotment date.

7.6 Applications

If you wish to participate in the Offer, you should complete the Application Form accompanying this Prospectus.

Applicants must apply for a minimum parcel of 10,000 Shares representing a minimum investment of \$2,000. Applicants requiring additional Shares must apply for Shares in multiples of 1,000 Shares (equivalent to \$200) thereafter. Applications for less than the minimum of 10,000 Shares (equivalent of \$2,000) will not be accepted.

Forward the completed Application Form, together with a cheque made payable to 'Kalgoorlie-Boulder Resources Ltd – Application Account' and crossed 'Not Negotiable', for the total amount payable to reach the Share Registry not later than 5.00 pm WST on 31 March 2005.

7.7 ASX Listing

The Company will apply to the ASX within 7 days after the date of this Prospectus for admission to the Official List and for the Shares offered by this Prospectus to be granted official quotation by the ASX. If the Shares are not admitted for Quotation within three (3) months after the date of this Prospectus none of the Shares offered by this Prospectus will be allotted or issued and all money received from Applicants will be refunded within the time period set out in the Corporations Act.

A decision by the ASX to admit the Company to the Official List is not to be taken in any way as an indication of the ASX's view as to the merits of the Company or of the Shares. The ASX takes no responsibility as to the contents of this Prospectus. Quotation, if granted, of the Shares offered by this Prospectus will commence as soon as practicable after statements of holdings for the Shares are dispatched.

No application will be made to the ASX for the Quotation of restricted Shares until after the period of escrow has expired.

7.8 Restricted Securities

The ASX may, as a condition of granting the Company's admission to the Official List and Quotation of the Company's Shares, classify certain Shares of the Company as restricted securities. If so, prior to Quotation of the Company's Shares, the holders of the Shares that are classified as restricted securities will be required to enter into agreements in accordance with the Listing Rules which restrict dealings in those Shares.

7.9 Applicants Outside Australia

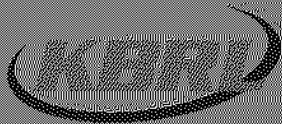
This Prospectus does not, and is not intended to, constitute an offer or invitation in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or invitation. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by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

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

It is the responsibility of Applicants outside Australia to obtain all necessary approvals so that they may legally subscribe of (and be issued) Shares pursuant to the Offer. The return of a completed Application Form will be taken by the Company to constitute a representation and warranty by the Applicant that it has received the Offer within Australia and that the Company may legally issue Shares to the Applicant pursuant to the Prospectus.

7.10 Forecasts

The Company is a gold and base metals exploration company. Given the speculative nature of exploration, mineral development and production, there are significant uncertainties associated with forecasting future revenue. On this basis, the Directors believe that reliable forecasts can not be prepared and accordingly have not included forecasts in this Prospectus.



7.11 Risk Factors

Prospective investors should be aware that there are a number of risks involved in subscribing for the Shares the subject of this Prospectus. These risks are set out in Section 13. You should consider these risks carefully and consult your professional adviser before deciding whether to invest in the Company.

The risk factors set out in Section 13 and other general risks applicable to all investments in listed securities not specifically referred to may affect the future value of the Shares. Accordingly an investment in the Company should be considered speculative.

7.12 Enquiries

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



8 PROJECT REVIEW

8.1 Background

Kalgoorlie-Boulder Resources Ltd was incorporated on 20 October 2003 as a public company for the purposes of acquiring prospective projects that are generally under explored. Prior to the formation of the current project portfolio, numerous projects were evaluated for inclusion in the Company's portfolio.

The Company has obtained the right to acquire mining tenure in geologically favourable regions having proven production records over an extensive period of time. The areas are strategically located and close to major mining centres and infrastructure. The tenement portfolio has been acquired for its economic potential and exposure to a variety of different mineral commodities.

The Company's objective is to generate returns to Shareholders through the exploitation of existing deposits and the discovery and development of other projects thus becoming a successful and profitable exploration and mining company.

The Board aims to achieve this through:

- (a) developing early production and cash flow from low cost mining and processing operations based on existing projects;
- (b) implementing a programme of detailed and efficient exploration on its existing portfolio of tenements;
- (c) adding to the Company's portfolio via a programme of tenement acquisition and project selection; and
- (d) maintaining tight financial controls to maximise funds available for exploration and development.

To achieve this aim, the Board of Kalgoorlie-Boulder Resources Ltd will systematically apply modern exploration techniques and concepts to fully evaluate the recognised potential of the Company's tenement holding to host major gold and base metal deposits.

The Company has planned a two year exploration and development strategy that involves the commencement of small scale mining at the Jackpot Project, and substantial drill testing of existing resources and identified high priority targets. Regional, geological, geochemical and geophysical investigations will upgrade less advanced prospects and generate additional drill targets.

As a key part of this strategy, as soon as possible after listing, Kalgoorlie-Boulder Resources Ltd will undertake drilling programmes on its advanced projects targeting gold and nickel mineralisation. The focus will be to expand and upgrade existing gold resources at Jackpot and Broad Arrow and to rapidly advance both projects to mining status.

Results of exploration will be continually reviewed to ensure that the most effective and cost-efficient operations are achieved. The two-year budget totals \$1,915,000 (assuming the maximum subscription is received) and is based on present geological knowledge of the projects and the assumption that they will continue to show improved potential as exploration progresses. Project generation and acquisition will continue in parallel with exploration, to provide Kalgoorlie-Boulder Resources Ltd with access to new opportunities and continual enhancement of its assets.

The Company has entered into agreements to acquire projects at Jackpot, Broad Arrow, Dunnsville, Clinker Hill, Lake Johnston and Siberia. This review is intended as a summary of the Company's projects, and investors are referred to the Independent Consulting Geologist's Report in Section 10 of this Prospectus for more detailed information and to the Solicitors' Report on Tenements for tenement status.

8.2 Jackpot Project

The Jackpot project, comprising four granted Mining Leases with an aggregate area of 34 Ha, is located 6km north east of the gold mining centre of Coolgardie and adjacent to the Great Eastern Highway. The deposit is very favourably situated for transport and processing infrastructure being within 10km of three operating gold plants.

The Mining Leases cover historic gold workings listed as having produced over 4,000 ounces of gold at a grade of 12.69g/t. Previous exploration in the period 2000 to 2001 comprised 154 reverse circulation drill holes for a total of 14,798m drilled. The drilling outlined an Indicated and Inferred Mineral Resource containing 333,000 tonnes at 6.5g/t gold containing 69,600 ounces.

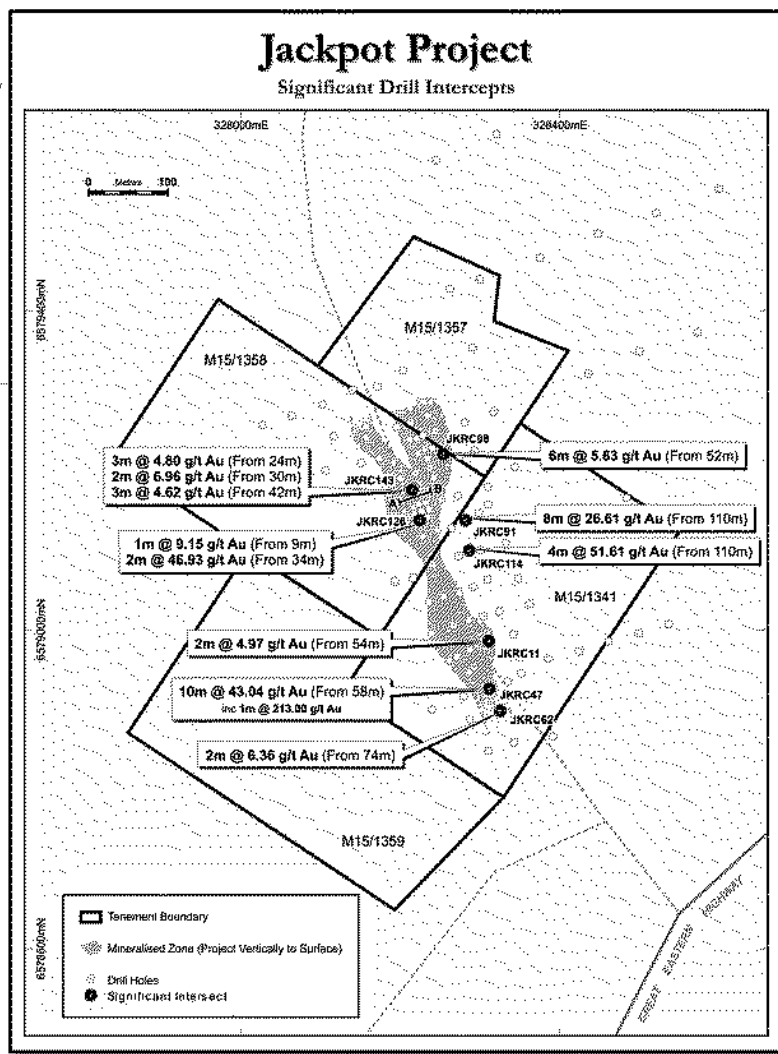
Some of the more significant intersections are tabulated below.

Hole	From	To	Interval	Au g/t
JKRC114	110	114	4	51.61
JKRC47	58	68	10	43.04
JKRC91	110	118	8	26.61
JKRC126	9	10	1	9.15
and	34	36	2	46.93



Jackpot over lies a north-south cross cutting feature, the Tindalls Fault, marked by a major gold geochemical anomaly over transported soils between Jackpot and the Eldorado workings 2km to the north. Mineralisation is best developed at the intersection of this regional shear zone and a series of flat lying north easterly dipping shears within the Gunga Ultramafic Belt. Mineralisation is continuous for over 400m within the tenements and has been drilled on a pattern varying from 10m by 5m in the centre to 40m by 20m at the extents. The Company considers the 150m long central zone to have been sufficiently well drilled to allow commencement of mining studies. Jackpot provides an opportunity to generate early cash flow and shortly after the capital raising, the Company will lodge a development application with the Department of Industry and Resources.

A limited amount of infill drilling to the north and south of the central zone will elevate confidence levels in the remainder of the resource and allow studies for the development of further, larger scale mining operations.



8.3 Broad Arrow Project

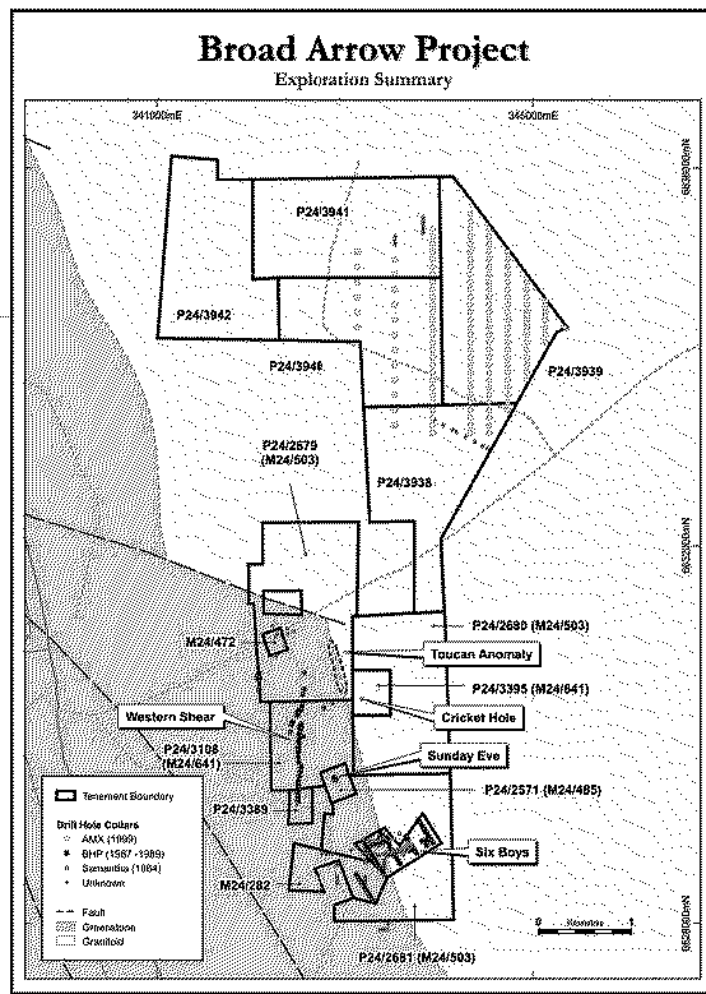
The Broad Arrow Project of over 16km² in area is located 38km north of Kalgoorlie and 4km east of the historic gold mining centre of Broad Arrow. The tenements are located along the eastern margin of the Bardoc Tectonic Zone, a regional structural feature extending over a strike length of 75km and associated with major gold deposits in the area. The northern and eastern tenements overlay the Scotia-Kanowna Dome monzogranite in a similar geological setting to the Placer Dome Asia Pacific operated Suva and Havana gold deposits immediately to the east.

The geological and structural setting at the Broad Arrow Project are extremely prospective for large scale gold mineralisation as is evident by the number of mining centres in the immediate area, including the very successful Paddington deposit

located some 4.5km to the south west. Historical workings are common throughout the western portion of the tenements associated with quartz veins in structurally controlled environments. The Golden Cities/ Kalgoorlie West project to the east comprises a cluster of at least twelve prospects spread over an area of 100km² containing supergene laterite hosted gold mineralisation and primary structurally controlled mineralisation in granite.

Recent exploration commenced in the mid 1980s and includes regional mapping, surface geochemical sampling and over 16,000m of RAB and RC drilling. The tenure was held in various forms by a number of operators during this time and previous programmes have not always been focused with a number of targets presenting for immediate drill testing.

Exploration at the Six Boys prospect defined a small coherent zone of gold mineralisation which is not considered to be JORC (2004) compliant. The mineralisation is open ended and the resource will benefit from additional exploration.



Significant intersections are tabulated below:

Hole	From	To	Interval	Au g/t
ALOH024	3	6	3	11.40
RAF020	16	28	12	2.31
RAF023	18	22	4	3.05
RAF027	49	52	3	3.95

Drilling underneath the historic Sunday Eve workings produced a best result of 1m at 10.6g/t gold at a porphyry basalt contact with no follow up reported.

A north-south line of historical shafts and alluvial workings exploiting shear hosted gold mineralisation extend over 1,500m through P24/3389, P24/3108 and P24/2679. Evaluation has been limited to sparse RAB drilling with a best intercept of 4m at 5.94g/t gold from 18m in BAR17.

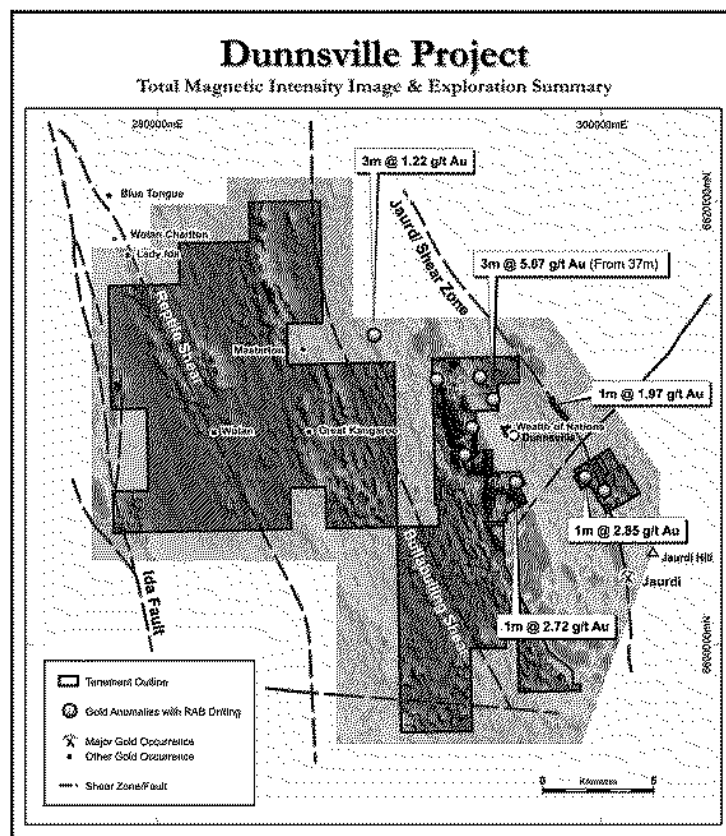
Previous programmes delineated soil in gold anomalies over granite in the north of the tenement which are yet to be drill tested. The Broad Arrow Project presents consolidation of a substantial land holding over an area of known mineralisation occurrences in a variety of styles and structural settings.

The Company will concentrate on drill testing gold in soil anomalies targeting repetitions of the nearby Havana and Suva operations. In addition, resource definition drilling at the Six Boys, Sunday Eve workings and other areas of mineralisation will be conducted with a view to establishing commercial resources

8.4 Dunnsville Project

The Dunnsville Project consists of 20 Prospecting Licences and 6 Exploration Licences having a total area of some 210km² and is located 70km west north west of Kalgoorlie and 50km north west of Coolgardie. The historic gold mining centre of Dunnsville, located a kilometre to the west of the project, has a recorded production between 1894 and 1918 of 8,250 ounces of gold produced from 17,700 tonnes of ore mined.

The Prospecting Licences are



located on the western limb of the mafic and ultramafic Dunnsville-Ubini stratigraphic sequence draped around the intrusive Dunnsville Granodiorite. The remainder of the tenure occupies a mainly felsic and basalt sequence between the Bullabulling Shear in the east and the Ida Fault in the west.

Historic workings are associated with several major north south structural faults and shear zones which traverse the area. Production listed on the MINDEX database for the Great Kangaroo, Wotan and Masterton deposits is small in terms of tonnage produced with grades ranging from 20 to 43g/t Au.

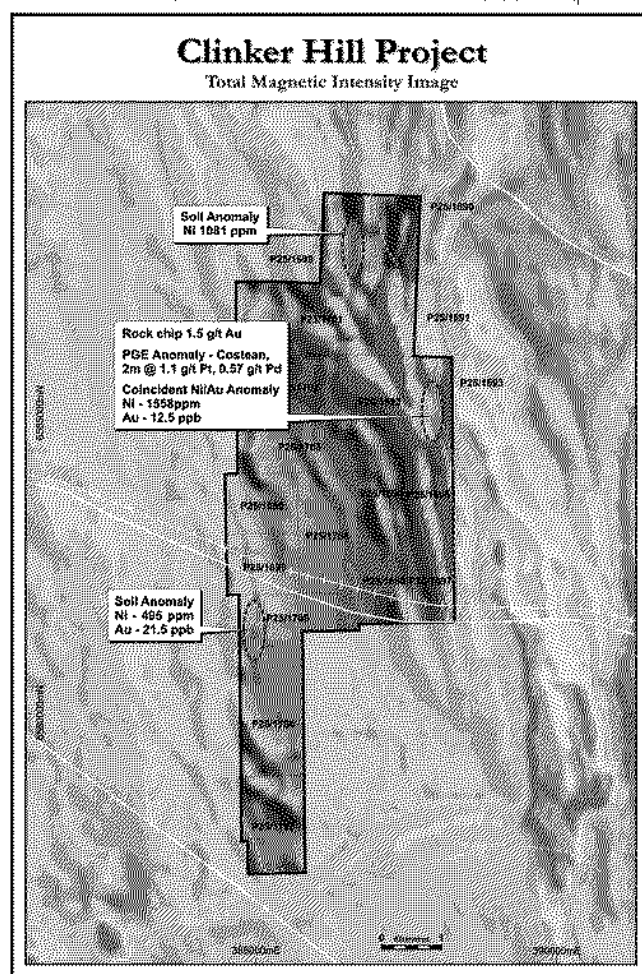
Areas closer to Dunnsville have been subject to intensive exploration by various operators during the period 1990 to 2000. No economic gold mineralisation was discovered, however, significant intersections remain to be investigated. The area held as exploration licences in general has seen only reconnaissance sampling and several anomalous areas warrant closer attention.

The Dunnsville Project consolidates a large tenement holding over a zone of structural complexity within a geological setting favourable for both gold and nickel mineralisation. Initial activities will focus on investigating gold mineralisation related to regional structural lineaments in the central and western parts of the tenure. Previous exploration has returned anomalous nickel intersects from ultramafics in the Dunnsville-Ubini sequence. Programmes will concentrate on establishing the prospectivity of this unit to host sulphide nickel deposits.

8.5 Clinker Hill Project

The Clinker Hill Project consists of 19 Prospecting Licences covering an area of 2,700 hectares located 35km east south east of Kalgoorlie between the Trans Australia Railway line in the south and the historic gold mining centre of Bulong in the north. It over lies the southern extension of the Bulong ultramafic complex which has been exploited for rich deposits of lateritic nickel and cobalt. In addition to Bulong, other gold mining centres of significance within 10km of the tenements include Wombola, Morelands Find and Walkers Find.

Exploration on the tenements commenced in 1965 and continued intermittently until 2000. In the period between 1987 and 1991 drilling intersected a 30m thick black shale unit which returned a best result of 12m averaging 0.35% Cu, 11.5g/t Ag and



100g/t As. A costean sample from a platinum group element ("PGE") anomaly returned 2m at 1.1g/t Pt and 0.57g/t Pd. No explanation or follow-up of these results has been recorded.

More recently, coincident nickel/gold anomalies and separate gold anomalies have been delineated within the tenure by previous operators but there is no record of drilling in these zones.

The tenements contain similar stratigraphic sequences that host significant gold mineralisation elsewhere in the area. The Company will assemble and review the exploration database from previous operators with a view to systematic RAB drilling of untested gold and PGE anomalies as a first pass evaluation. Ground based geophysics will be used to target the ultramafics of the Bulong complex as a potential host of sulphide nickel deposits.

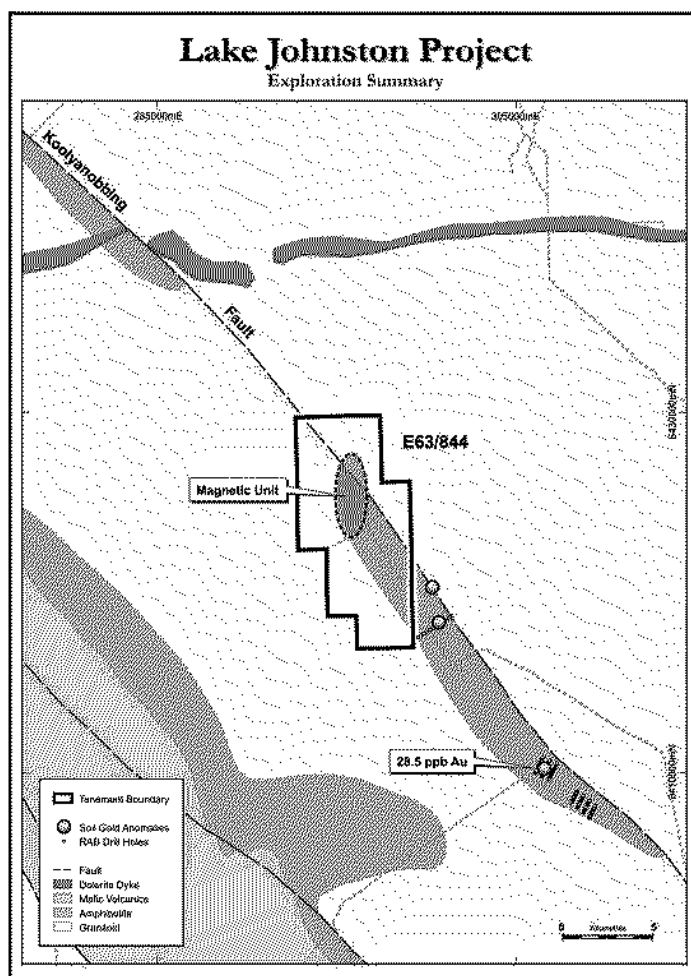
8.6 Lake Johnston Project

The Lake Johnston Project consists of a single Exploration Permit of 6,490 hectares located 90km east south east of Norseman, 200km south east of Southern Cross and 180km south south west of Coolgardie. It over lies a portion of the eastern limb of the Lake Johnson Greenstone belt having similar geological characteristics to greenstone belts to the east and west.

It is a major nickel province with underground operations at Emily Ann and Maggie Hays, 30km north west of the tenement, commencing in 2001.

There has been no recorded gold production from the area although there is evidence of small scale historic working and anomalous drill intersections have been quoted by previous explorers.

The tenement was explored by RGC Exploration Pty Ltd (RGC) in joint venture with Bullion Gold Limited between 1993 and 1997 as part of a regional exploration programme over four separate exploration licences covering a significant portion of the belt. RGC undertook geological mapping, airborne geophysics, rock chip sampling, soil sampling and RAB drilling on E63/385, the northern section of which is coincident with the current Kalgoorlie-Boulder Resources Ltd tenure.



Geophysical investigations revealed an unexplained signature interpreted as being due to ultramafic rocks or magnetic granites. Outcrop in the tenement is poor being limited to rare sub crop and nodular carbonate float in sandy soils.

Exploration will initially focus on acquiring multi-client geophysical data over the tenement with interpretation aimed at confirming the location of the RGC magnetic unit. Following this programmes of RAB drilling across the feature will be planned concentrating on areas of structural complexity favourable for mineralization.

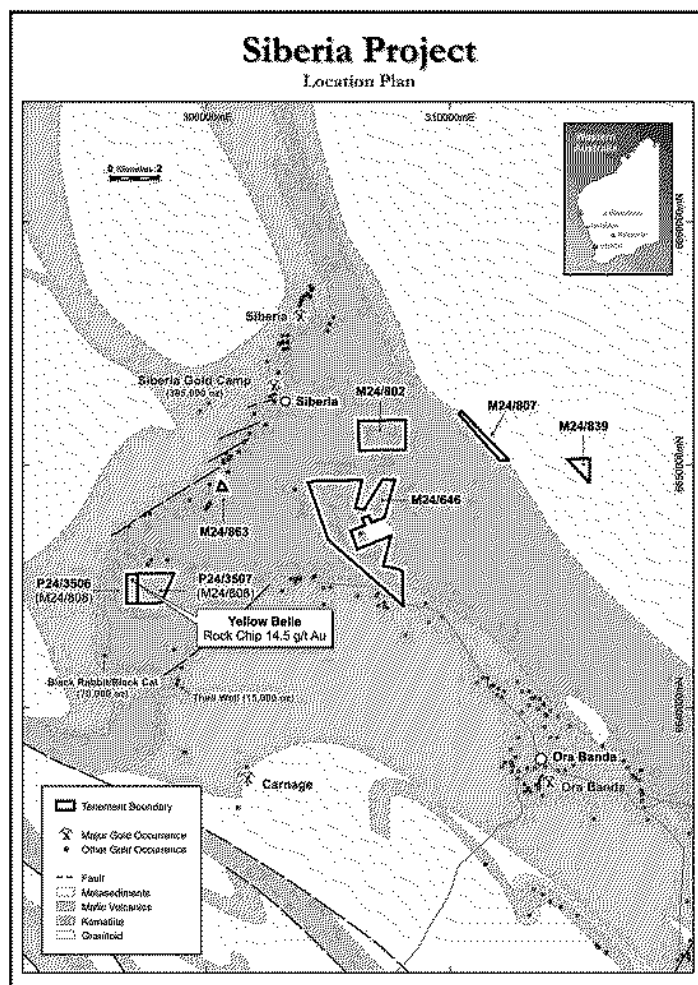
8.7 Siberia Project

The Siberia Project is located some 75km north west of Kalgoorlie and consists of 2 Prospecting Licences and 5 Mining Lease applications with an aggregate area of 15.88km². The tenements, apart from M24/839, are located in the Ora Banda Domain, which in this area comprises a thick sequence of komatites known as the Siberia Formation underlain by mafic volcanic rocks of the Pole Group. M24/839 over lies granitoid rocks of the Goongarrie – Mt Pleasant Anticline to the east.

The tenements are spread across a wide belt of ultramafic rocks that have been subject to exploration for lateritic nickel-cobalt mineralisation.

Gold mineralisation in the area is commonly associated with sheared mafic/ultramafic contacts. A coincident strong soil gold/ magnetic anomaly aligned along the trend of the Yellow Belle workings in P24/3506 has been drilled to shallow depth.

The Company's strategy will be to evaluate the seven tenements in the package with a view to consolidating landholdings around ground that has the best potential to host modest gold resources. Small, isolated tenements with limited development potential will be offered to other operators in the area. Surface geochemistry will be undertaken over the four larger tenements in the package with a provision for RAB testing of anomalies. Deeper reverse circulation drilling is planned for the anomalous trend associated with the Yellow Belle workings not previously tested below 30m downhole.



8.8 Budget

The 2 year exploration budget totals \$1,915,000, if the Offer is fully subscribed, and is the best estimate available at this time. Some budget needs of the Company are well established, such as expenses of the Offer and the payment to certain vendors for their tenement interests. However, it must be recognised that all exploration budgets are subject to change as the proposed programs provide their encouragement or disappointment and new opportunities are identified elsewhere.

EXPENDITURE	All Projects		YEAR 1	YEAR 2	TOTAL
Jackpot			375,500	140,500	516,000
Broad Arrow			222,000	205,000	427,000
Dunnsville			204,500	185,000	389,500
Clinker Hill			159,500	145,000	304,500
Lake Johnston			31,000	54,500	85,500
Siberia			122,000	70,500	192,500
Total			1,114,500	800,500	1,915,000

In the event that only the minimum subscription of \$2,700,000 is raised, alternative work programs and budgets are proposed for all these projects for the first 2 years of operation. These alternative budgets are as follows:

EXPENDITURE	All Projects		YEAR 1	YEAR 2	TOTAL
Jackpot			375,500	140,500	516,000
Broad Arrow			147,000	155,000	302,000
Dunnsville			142,000	85,000	227,000
Clinker Hill			127,000	75,000	202,000
Lake Johnston			17,000	54,500	71,500
Siberia			74,000	45,500	119,500
Total			882,500	555,500	1,438,000

If more than the minimum subscription is received, but the Offer is not fully subscribed, the total amount of funds in excess of the minimum subscription will be applied to exploration expenditure in accordance with the assessed benefit of each program.

Please refer to the Independent Consulting Geologist's Report (Section 10 of this Prospectus) for further details on work programs and budgets of individual projects.



9 DIRECTORS' PROFILES

Managing Director

Mr Trevor Matthews B.Comm CPA ASIA

Mr Matthews has over 20 years national and international experience in the exploration and mining industry since graduating from the University of Western Australia with a degree in commerce. He has held executive positions in North Ltd and WMC Resources Ltd, and was the financial controller for Lone Star Exploration NL. He was the Chief Financial Officer and Company Secretary and continues to hold the position of Director, for Preston Resources Ltd. In addition, Mr Matthews is the Chief Financial Officer and Company Secretary of GMA Plc, a company listed on the Alternative Investments Market of the London Stock Exchange which has interests in a gold producer in Northern Africa.

Non-Executive Directors

David Prentice Grad.Dip.BA MBA

Mr Prentice's career includes over 18 years experience in commercial management and business development within the natural resources sector, working for some of Australia's leading resource companies. This has included high level commercial and operational roles with a number of listed and unlisted resource companies as well as a business development role with a successful mid-cap Australian gold producer. He is currently Chief Executive Officer of Gadens Lawyers (Western Australia) and a non-executive director of Gleneagle Gold Ltd (an ASX listed company) and Providence West Limited.

Ken Allen B.Bus. FAICD FTNA FTIA MTMA

Mr Allen is an accountant with 22 years experience in public practice. He is the principal in an accounting practice in Kalgoorlie, where he has practiced for his entire career, and consequently his experience has principally been in the mining and related service industries. As part of his practice, Mr Allen provides strategic and business advice to numerous Goldfields based exploration and mining companies. Mr Allen's goldfields background and his family history in mining provides him with a unique understanding of grass roots prospecting and the business of exploration and mining. In addition, given the majority of the Company's projects are located within the Kalgoorlie precinct, Mr Allen's local knowledge and contacts should prove highly beneficial in progressing the Company's goals.

10 INDEPENDENT CONSULTING GEOLOGIST'S REPORT

	Level 5, 89 St Georges Terrace Perth, Western Australia. P.O. Box 7021, Spearwood WA 6163 Ph +61 08 9226 3606 Fax +61 08 9226 3607 email: info@ravensgate.com.au web : http://www.ravensgate.com.au ABN: 47 080 845 272
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18 January 2005

The Directors
Kalgoorlie-Boulder Resources Limited
Unit 1, 53 Mount Street
Perth, WA, 6000, Australia

Dear Sirs,

Re:

INDEPENDENT GEOLOGIST'S REPORT ON THE MINERAL PROPERTIES in the EASTERN GOLDFIELDS, WESTERN AUSTRALIA.

Ravensgate Pty Ltd ("Ravensgate") has been commissioned by Kalgoorlie-Boulder Resources Limited (ACN 106 732 487) ("KBRL") to provide an independent technical report on the company's projects in Western Australia. This report is to be included in a Prospectus to be lodged by KBRL with the Australian Securities and Investments Commission ("ASIC"), offering for subscription 16 million Shares at an issue price of \$0.20 per Share (the "Prospectus"), to raise a total of \$3.20 million (before costs associated with the issue). The funds raised will be used for the purpose of exploration and evaluation of the mineral properties in which KBRL will be the beneficial owner.

KBRL is focusing on the Eastern Goldfields of Western Australia. It holds projects at Jackpot, Broad Arrow, Dunnsville, Clinker Hill and Siberia. The projects are prospective for gold mineralization with major mines in the near environs to Kalgoorlie. KBRL also holds a project area in the Lake Johnston area, west of Norseman which is prospective for gold and nickel mineralization associated with the Jake Johnson Greenstone Belt.

This review is based on information provided by the title holders, along with technical reports by consultants, previous tenements holders and other relevant published and unpublished data for the area. A listing of the principal sources of information is included in this Report. Ravensgate has endeavoured, by making all reasonable enquiries, to confirm the authenticity, accuracy and completeness of the technical data upon which this report is based. A final draft of this report was provided to KBRL, along with a written request to identify any material errors or omissions prior to lodgement.

This report has been prepared in accordance with the rules and guidelines issued by such bodies as the Australian Securities and Investments Commission ("ASIC") and the Australian Stock Exchange ("ASX"), which pertain to Independent Expert Reports. Where mineral resources have been referred to in this Report, the classifications are consistent with the Australasian Code for Reporting of Mineral Resources and Ore Reserves ("JORC Code"), prepared by the Joint Ore Reserves Committee of the Australasian Institute of Mining and Metallurgy, the Australian Institute of Geoscientists and the Minerals Council of Australia, effective December 2004. The report complies with section 716(2) of

the Corporations Act 2001 where consent is required if statements have been attributed to third parties.

Under the definition provided by the ASX and in the JORC Code, these properties are classified as 'exploration projects', which are inherently speculative in nature. The properties are considered to be sufficiently prospective, subject to varying degrees of risk, to warrant further exploration and development of their economic potential, consistent with the programs proposed by KBRL.

KBRL intends to raise \$3.20 million, and at least half of the liquid assets held and funds proposed to be raised are understood to be committed to the exploration and development of the properties in Western Australia. KBRL has sufficient working capital to carry out its stated objectives and has prepared staged exploration programs, specific to the exploration potential of the individual tenements, which are consistent with its budget allocations. It is considered that sufficient exploration and mining activities have been undertaken by earlier explorers in the last 10 years to justify the proposed programs and expenditure. The proposed exploration and development budgets exceed the minimum annual statutory expenditure requirement on the Projects.

The independent technical report has been compiled based on information available up to and including the date of this report. Consent has been given for the distribution of this report in the form and context in which it appears.

Ravensgate, its employees and associates are not, nor intend to be, directors, officers or other direct employees of KBRL and have no material interest in the Projects or KBRL. The relationship with KBRL is solely one of professional association between client and independent consultant.

The review work and this report are prepared in return for professional fees based upon agreed commercial rates and the payment of these fees is in no way contingent on the results of this Report.

Yours faithfully



Ravensgate Pty Ltd
Level 5, 89 St George's Terrace
Perth WA 6000
Phone: 61 8 9226 3606
Fax: 61 8 9226 3607

Author: Malcolm Castle, Principal Geologist of Agricola Consultants

Malcolm Castle has 38 years experience in exploration geology and property evaluation, working for major companies for 20 years as an exploration geologist. He established a consulting company 18 years ago and specializes in exploration management, technical audit, due diligence and property valuation at all stages of development. He has wide experience in a number of commodities including gold, base metals and mineral sands. He has been responsible for project discovery through to feasibility study in Indonesia and technical audits in many countries.

Reviewer: David Holden, Director of Ravensgate

David Holden has over 20 years experience in exploration geology and is considered a competent person in regards to mineral asset valuation and resource estimation. He established Ravensgate Pty Ltd as a consulting company 7 years ago with partner Stephen Hyland and has specialized in resource estimation, reporting, project evaluation and independent reports for a number of companies since that time. David Holden holds the relevant qualifications and memberships required by the JORC and ValMin codes.

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SUMMARY

The Eastern Goldfields area of Western Australia includes the late Archaean Kalgoorlie Terrane and is defined on the basis of a distinct regional greenstone stratigraphy and deformation history.

The regional stratigraphy consists of a lower basalt unit, followed by a komatiite unit, an upper basalt unit, and a felsic volcanic and sedimentary rock unit which is unconformably overlain by locally developed, coarse clastic sequences. The regional deformation history includes thrusting, upright folding about north-northwesterly-trending axes, sinistral transcurrent faulting and continued east north easterly –west south westerly regional shortening. Granitoids were emplaced during periods of deformation. Regional metamorphism at greenschist to amphibolite facies reached peak temperatures late during the deformation.

The Kalgoorlie Terrane is subdivided into six domains separated by major faults. Regional structures such as thrust faults, folds and shears cannot be traced across the domain boundary faults. The two major central domains (Kambalda and Ora Banda) contain the complete regional stratigraphic sequence, whereas the western and eastern domains (Coolgardie and Boorara) have an upper basalt unit which is thin or absent. The preferred tectonic setting of the greenstones in the Kalgoorlie Terrane is a marginal basin at a convergent continental plate edge.

The Kalgoorlie Terrane is a major producer of gold and nickel, with world-class deposits such as the Golden Mile gold-lode system in the Kalgoorlie–Boulder region and the Kambalda nickel deposits. Epigenetic gold mineralization occurs in all domains in a variety of structural and metamorphic settings. The structures can, in virtually all cases, be related to deformation.

The **Jackpot Project** is located 6km north east of the gold mining centre of Coolgardie and includes four granted Mining Leases covering historic gold workings which produced over 4,000 ounces of gold at a grade of 12.69g/t gold. Exploration over the greater project area in the period 2000 to 2001 comprised 154 reverse circulation exploration drill holes for a total of 14,798m drilled.

Mineralization is best developed at the intersection of a regional northerly trending shear zone and a series of flat lying north easterly dipping shears within the Gunga Ultramafic Belt. The northerly trending mineralized zone is continuous for over 400m within the tenements and has been drilled on a pattern varying from 10m by 5m in the centre to 40m by 20m further out. The drilling outlined an estimated Indicated Resource of 333,000 tonnes at 6.5g/t gold and an Inferred Resource of 40,000 tonnes at 7.00g/t gold containing 69,600 ounces.

The 150m long central zone has been sufficiently well drilled to permit pre-feasibility studies to commence based on the earlier resource estimation. A limited amount of infill drilling is expected to elevate confidence levels in the remainder of the mineralized zone. The Jackpot deposit is close to transport and processing infrastructure being within 10km of three operating plants.

The **Broad Arrow Project** is located 38km north of Kalgoorlie and 4km east of the historic gold mining centre of Broad Arrow. The sixteen contiguous tenements have an area of over 22.41km² within twelve Prospecting Licenses and five Mining Leases lying along the eastern margin of the Bardoc Tectonic Zone (BTZ). This regional structural feature extends over a strike length of 75km and is associated with major gold deposits in the area having a combined inventory of over six million ounces of gold. The northern and eastern tenements overlay the Scotia-Kanowna Dome monzogranite in a similar geological setting to the Suva and Havana gold deposits immediately to the east.

The geological and structural setting at the Broad Arrow Project are prospective for large scale gold mineralization with a number of mining centres in the immediate area, including the Paddington deposit located 4.5km to the south west. Historical workings are common throughout the western portion of the tenements associated with quartz veins in structurally controlled environments.

Previous exploration within the tenure includes regional mapping, surface geochemical sampling and RAB and RC drilling.

Drilling within the tenement area comprises 366 holes for over 16,000m of drilling. Earlier exploration at the Six Boys prospect defined a small zone of gold mineralization. The zone is open ended and will benefit from additional exploration. Several gold anomalous areas in the north of the tenement are yet to be drill tested.

The **Dunnsville Project** consists of twenty Prospecting Licences and six Exploration Licences having a total area of 203.37km² and is located 70km west north west of Kalgoorlie and 50km north west of Coolgardie. The historic gold mining centre of Dunnsville, located a kilometre to the west of the project, has a recorded production between 1894 and 1918 of 8,250 ounces of gold produced from 17,700 tonnes of ore mined.

The Prospecting Licences are located on the western limb of the mafic and ultramafic Dunnsville-Ubini stratigraphic sequence draped around the intrusive Dunnsville Granodiorite. The remainder of the tenure occupies a mainly felsic and basalt sequence between the Bullabulling Shear in the east and the Ida Fault in the west. The Dunnsville Project consolidates a large tenement holding over a zone of structural complexity within a geological setting favourable for both gold and nickel mineralization.

The **Clinker Hill Project** consists of 19 Prospecting Licences covering an area of 26.91km² located 35km east south east of Kalgoorlie between the Trans Australia Railway line in the south and the historic gold mining centre of Bulong in the north. It over lies the southern extension of the Bulong ultramafic complex which has been exploited for rich deposits of lateritic nickel and cobalt. In addition to Bulong, other gold mining centres of significance within 10km of the tenements include Wombola, Morelands Find and Walkers Find.

Exploration on the tenements commenced in 1965 and continued intermittently until 2000. In the period between 1987 and 1991 drilling intersected a 30m thick black shale unit which returned a best result of 12m averaging 0.35% Cu, 11.5g/t Ag and 100g/t As. A costean sample from a PGE anomaly returned 2m at 1.1g/t Pt and 0.57g/t Pd. Coincident Ni/Au anomalies and separate gold anomalies have been delineated within the tenure. The tenements contain similar stratigraphic sequences that host significant gold mineralization elsewhere in the area.

The **Lake Johnston Project** consists of a single Exploration Permit, E63/844, of 61.6km² located 90km east south east of Norseman, 200km south east of Southern Cross and 180km south south west of Coolgardie. It over lies a portion of the eastern limb of the Lake Johnston Greenstone belt having similar geological characteristics to greenstone belts to the east and west.

There has been no recorded gold production from the area although there is evidence of small scale historic working. Geochemical response from within E63/844 is low for all elements analysed, however geophysical investigations revealed an unexplained signature interpreted as being due to ultramafic rocks or magnetic granites. Outcrop in the tenement is poor and limited to rare sub crop and nodular carbonate float in sandy soils.

The **Siberia Project** is centred some 75km north west of Kalgoorlie and consists of two Prospecting Licences and six Mining Lease applications with an aggregate area of 15.88km². The tenements, apart from M24/839, are located in the Ora Banda Domain, which in this area comprises a thick sequence of komatiites known as the Siberia Formation underlain by mafic volcanic rocks of the Pole Group. M24/839 over lies granitoid rocks of the Goongarrie – Mt Pleasant Anticline to the east.

The tenements are spread across a wide belt of ultramafic rocks that have been subject to exploration for lateritic nickel-cobalt mineralization. Gold mineralization in the area is commonly associated with sheared mafic/ultramafic contacts. A coincident strong soil gold/magnetic anomaly aligned along the trend of the Yellow Belle workings in P24/3506 has been drilled to shallow depth.

A staged exploration strategy is proposed by KBRL for the Eastern Goldfields Projects which includes resource definition and estimation at Jackpot and feasibility studies; continued target identification from review of previous exploration data including high-resolution aeromagnetic surveys; RAB and Aircore drilling of selected high priority targets and RC and Diamond drill follow-up in areas of positive results.

Ravensgate has reviewed the staged exploration programs, specific to the exploration potential of the individual tenements. It is considered that sufficient exploration and mining activities have been undertaken by earlier explorers in the last 10 years to justify the proposed programs and expenditure and that the proposed programs are appropriate. The detailed work programs are conceptual in nature and will depend on success to move from one stage to the next. Flexibility in changing the program will be needed as results are received.

REGIONAL GEOLOGICAL SETTING - Eastern Goldfields Province

The Kalgoorlie Terrane contains a significant proportion of the greenstones in the southern part of the Eastern Goldfields Province in the Yilgarn Craton of Western Australia. The Kalgoorlie Terrane is separated from greenstones in adjacent terranes by either major faults or granitoid intrusions.

The greenstones of the Eastern Goldfields Province host rich deposits of nickel and gold. Epigenetic gold mineralization occurs in all domains in a variety of structural and metamorphic settings. The structures can, in virtually all cases, be related to deformation and comprise metamorphosed mafic volcanic and intrusive rocks and felsic volcanic and sedimentary rocks which outcrop in highly deformed, linear belts intruded by, and separated by, variably deformed and metamorphosed granitoid rocks. Distinctive features of the Eastern Goldfields Province are the large volume of komatiite concentrated in the western half of the province and the virtual absence of banded iron-formation (BIF). BIF is common outside areas (such as the Kalgoorlie Terrane) that are rich in komatiite.

The entire Eastern Goldfields Province is characterized by a strong north-northwest structural trend defined by major faults and shear zones, regional folds, and elongate granitoid batholiths. An interweaving system of shear zones has resulted in elongate greenstone belts or domains with well-established stratigraphic sequences that are difficult to correlate across the major faults. Evidence of pervasive regional shortening and major strike-slip shear zones has been interpreted in terms of large-scale Archaean plate interaction inferred oblique closure of their proposed marginal basin during the deformation regime.

The Kalgoorlie Terrane is divided into four major domains: Coolgardie, Ora Banda, Kambalda, and Boorara Domains; and two smaller domains — Bullabulling and Parker Domains. These domains are separated by shear zones that include dismembered and attenuated elements of the stratigraphy.

Deformation

A common regional deformation history is recognized throughout and involves early recumbent folding and thrusting followed by a strike-slip regime with large-scale, upright folding, then a period of transcurrent faulting with associated en echelon folds followed by continued regional shortening. The Boorara and Coolgardie Domains are generally more strongly deformed than the Ora Banda and Kambalda Domains, which contain large areas where original textures have been preserved. The Coolgardie Domain has attained higher metamorphic grades, and reaches middle to upper amphibolite facies along its western margin; and the Boorara Domain is highly sheared and attenuated, particularly east of Kalgoorlie along the Bardoc and Boorara Shears.

Domain boundary faults

Fault structures bounding the different domains are characterized by wide zones of shearing which result in the attenuation and disruption of the greenstone succession and are associated with widespread carbonate alteration.

The Zuleika Shear separates the Coolgardie Domain from the Ora Banda Domain in the north and the Kambalda Domain in the south and forms the northeastern boundary of the Norseman Terrane. It can be traced to the southeast from Callion for at least 250 km. The shear zone is defined by a complex zone of attenuation and stratigraphic mismatch, in places over 1km wide. No unequivocal marker units have been recognized across it.

The Bardoc and Boorara Shears form the boundary between the Boorara Domain and the Kambalda and Ora Banda Domains. The Bardoc-Boorara Shear zone is up to 3km wide in the north and includes many interleaved and attenuated

slices of various greenstone lithologies.

The Abattoir Shear, which separates the Kambalda Domain from the Ora Banda Domain, lies west of a narrow sheared sequence of mafic and ultramafic rocks. These greenstones overlie, and are similar to, the sequence in the Kambalda Domain, and possibly represent a further structural repetition.

The inferred Bullabulling Shear separates the Coolgardie Domain from the poorly exposed Bullabulling Domain, which comprises interleaved high-grade felsic schist, metasedimentary rock, amphibolite, and minor metakomatiite.

The Lefroy Fault and Talcum Fault separate the little understood Parker Domain from the Kambalda Domain to the west and the Boorara Domain to the north. The approximate position of the Talcum Fault is indicated by the change in regional structural trend from east–west in the southern part of the Boorara Domain to north–south in the Parker Domain. The Parker Domain includes tholeiitic basalt, and minor high-Mg basalt and felsic volcanoclastic rocks that are intruded by several granitoid plutons. The greenstones appear to correlate with the upper basalt unit and felsic volcanic–sedimentary unit of the Kambalda Domain. However, in the east, felsic volcanoclastic–sedimentary rocks contain magnetite-rich BIF horizons, which indicate that these rocks may be more closely associated with the adjacent BIF-bearing sedimentary rocks in the Kurnalpi Terrane.

All major shear zones are probably long-lived structures, in which a possible extensional regime during deposition has been repeatedly reactivated by subsequent complex compressional and transcurrent movements during regional deformation. The total amount of displacement is impossible to determine. However, the similarity of greenstone geology on either side of, for example, the Zuleika Shear precludes craton-scale displacements.

The Kalgoorlie Terrane is separated from adjacent terranes by the Ida Fault to the west and by the Moriarty Shear–Mount Monger Fault system and Menzies Shear to the east. The Ida Fault is delineated by pronounced aeromagnetic ‘highs’ that are correlated with variably sheared ultramafic rocks. In the north, this regional structure forms the eastern boundary with the Callion Terrane. The total displacement along the inter-terrane faults cannot be determined, but may be very large. They are interpreted to represent suture zones along which major tectonic units were juxtaposed.

Mineralization

The Kalgoorlie Terrane is a major producer of gold and nickel, with world-class deposits such as the Golden Mile gold-lode system in the Kalgoorlie–Boulder region and the Kambalda nickel deposits.

Syngenetic nickel sulfide deposits are hosted by ultramafic volcanic rocks. They are best developed at or close to the base of komatiite lava flows, generally concentrated in depressions that were probably scoured by the lava flows through thermal erosion. The greatest concentration of nickel deposits occurs at Kambalda around a granite-cored culmination on the Kambalda Anticline. Other deposits occur in the Widgiemooltha area (Wannaway, Redross), and at Spargoville, Nepean, Mount Martin, Carnilya Hill and Scotia. The existence of substantial nickel mineralization in all major domains, except Ora Banda, lends further support to the interpretation that they are part of a single terrane.

Epigenetic gold mineralization occurs in all domains in a variety of structural and metamorphic settings. The structures can, in virtually all cases, be related to deformation. Faults related to granitoid emplacement are mineralized in places, e.g. at Comet Vale. Mineralization is broadly contemporaneous with peak regional metamorphism, and associated alteration assemblages correlate broadly with regional metamorphic grade. Alteration assemblages are controlled locally by increasing CO₂ content of the auriferous hydrothermal fluids towards the centre of the mineralized structure. As with carbonation assemblages in regional shear zones, metasomatic assemblages are overprinted by late amphibole, garnet, andalusite, and chloritoid porphyroblasts in high-grade domains adjacent to granitoids.

Summary

The late Archaean Kalgoorlie Terrane is distinguished from the adjacent Norseman, Kurnalpi, Caillion, and Menzies Terranes by its distinct greenstone stratigraphy and deformation history. The stratigraphy consists of the following units in upward succession: lower basalt, komatiite, upper basalt, and felsic volcanic and sedimentary units, locally overlain by coarse clastic rock. These units have been metamorphosed at greenschist or amphibolite-facies conditions. The mafic volcanic rocks were deposited at 2.70–2.69 Ga. Inherited zircon xenocrysts and contamination of mafic volcanic rocks by felsic material suggests that the greenstones were deposited on sialic crust.

The regional deformation sequence comprises thrusting, upright folding about north-northwest axes, sinistral transcurrent faulting, and prolonged east-northeast to west-southwest regional shortening. The deformation occurred at 2.68–2.61 Ga. Granitoids were emplaced throughout the deformation history. Regional metamorphism reached peak temperatures late during the strike slip deformation.

The Kalgoorlie Terrane is subdivided into six domains separated by major faults. Regional structures such as thrust faults, folds, and shears cannot be traced across the domain boundary faults. The two major central domains (Kambalda and Ora Banda) contain the complete regional stratigraphy, whereas in the western and eastern domains (Coolgardie and Boorara), the upper basalt unit is very thin or absent.

The primary tectonic setting of the Kalgoorlie Terrane can be interpreted as a marginal basin at a convergent accretionary continental plate edge. The Kalgoorlie Terrane was integrated into the stable Yilgarn Craton before the emplacement of 2.4 Ga, east-trending mafic dykes.

Comments in this section are based on published reports of the Western Australian Geological Survey, (Swager et al 1995, Wyche 1998).

JACKPOT PROJECT

The Jackpot Project is located 6km north east of the gold mining centre of Coolgardie, adjacent to the Great Eastern Highway. It comprises four granted Mining Leases covering historic gold workings which produced over 4,300 ounces of gold at a grade of 12.69g/t gold. Exploration over the greater project area from 2000 to 2001 included 154 reverse exploration drill holes for 14,798m. The drilling outlined an estimated Indicated Resource of 333,000 tonnes at 6.5g/t gold containing 69,600 ounces.

Mineralization is developed at the intersection of a regional northerly trending shear zone and a series of flat lying north easterly dipping shears within the Gunga Ultramafic Belt. The northerly trending mineralized zone is continuous for over 400m within the tenements and has been drilled on a pattern varying from 10m by 5m in the centre to 40m by 20m at the extents.

Location, Access and Tenure

The Jackpot Project is located 6km north east of the gold mining centre of Coolgardie and includes four granted Mining Leases covering historic gold workings. The Jackpot deposit is favourably situated for transport and processing infrastructure and is within 10km of three operating plants.

Jackpot Tenement Schedule				
Tenement	Granted	Area	Rent	Commitment
M 15/1341	29/12/2000	9.71	130.9	10000
M 15/1357	12/02/2001	4.84	65.45	5000
M 15/1358	12/02/2001	9.7	130.9	10000
M 15/1359	12/02/2001	9.7	130.9	10000
Total	square kms	0.34	458.15	35000

Geology and Mineralization

The tenements are located in the Archean Coolgardie Domain which forms part of the Eastern Goldfields Kalgoorlie Terrane comprising various basalt units, komatiites and units of felsic volcanics and sediments. Jackpot over lies a north-south cross cutting feature, the Tindalls Fault, marked by a major gold geochemical anomaly over transported soils between Jackpot and the Eldorado workings 2km to the north.

At Jackpot, structurally controlled mineralization is located within the northwesterly trending Gunga Ultramafic Belt. Mineralization has been intercepted over a strike length of 400m. The main zone is continuous over this length with a smaller, 50m long, sub parallel zone developed in the north. Gold is associated with tremolite, talc and actinolite mineral assemblages commonly with accessory magnetite, pyrite and quartz carbonate veining. Gold mineralization appears to be related to two separate structural features. Narrow high grade zones occur along at least three steeply dipping north-south striking shear zones related to the regional Tindalls Fault. Wider zones of mineralization occur at the intersection of these vertical structures and a series of flat lying, north easterly dipping shears. Where these "pods" occur close to surface they have provided opportunities for historical mining activities.

The controls on mineralization are complex and mineralization has been observed to occur associated with quartz vein and stockworks; disseminated sulphides and magnetite within the altered host; intense and pervasive sericite-pyrite-arsenopyrite alteration; and sub-vertical shears and faults.

Previous Exploration and Mining

Historic Mining

The main line of workings strikes NNW on M15/1341 and M15/1358. Between 1950 and 1972, Jackpot was intermittently worked as a small scale mining operation. Government records show a combined production of 4,300 ounces of gold recovered from 10,540 tonnes of ore at an average grade of 12.69g/t gold.

Surface Evaluation

An evaluation of the Jackpot area commenced in September 2000 and continued in several phases through to June 2001. This identified drill targets underlying and along strike from the historic workings and suggested a wider spaced traverses over zones of interest to the north.

Drilling

A total of 154 reverse circulation drill holes for 14,798m metres were drilled with an average depth of 96m. The majority of the drilling was collared in the four tenements in the current project area and included 114 holes for 11,810m with depths varying from 30 to 300m. Drill spacing was closed to 10m by 5m over the main zone increasing to 40m by 20m along strike to the north and south.

Resource Estimation

Several resource estimates were undertaken as successive drilling campaigns were completed and in January 2001, High grade exploration results were obtained including 10 metres at 44.4 g/t gold from 50 metres, 8 metres at a 26.6 g/t gold from 110 metres and 10 metres at 17.6 g/t gold from 114 metres. This drilling outlined a high grade Indicated Mineral Resource of 333,000 tonnes at 6.5 g/t gold containing 69,600 ounces of gold and supports the potential to discover extensions at depth and further high grade deposits in this area.

In the original campaigns to drill hole JKRC126 samples were composited over two metres with mineralized zones resplit to 1m intervals and submitted for assay. Holes JKRC127 to JKRC154, were termed "development drilling" and samples were routinely submitted for assay at 1m intervals. Collars have been surveyed by total station methods and the azimuth measured at the surface. No down hole surveys were undertaken. All holes have been drilled inclined at 60 degrees (apart from JKRC106 at 50 degrees) towards 270 degrees on the local Jackpot grid.



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Samples were split to a nominal 3kg at the drill site using a Jones riffle splitter. Assay was by 30g fire assay for gold using Amdel Laboratories. Specific gravity has been determined both by pycnometer testing and down hole gamma logging. Geological logging was at 1m intervals with all observations recorded using established codes and formats.

The resources were announced to the ASX as part of normal reporting requirements by a previous explorer. Consent of the estimator has not been possible as the company is now delisted. Details of the estimate have not been reviewed or audited independently by Ravensgate and it has been accepted that the estimate was prepared in accordance with the JORC Code (1999) as then required by the ASX.

Conclusion and Recommendations

Mineralization is best developed at the intersection of a regional northerly trending shear zone and a series of flat lying north easterly dipping shears within the Gunga Ultramafic Belt. The northerly trending mineralized zone is continuous for over 400m within the tenements and has been drilled on a pattern varying from 10m by 5m in the centre to 40m by 20m further out.

The 150m long central zone has been sufficiently well drilled to permit pre-feasibility studies to commence based on the earlier resource estimation. A limited amount of infill drilling is expected to elevate confidence levels in the remainder of the mineralized zone. It is strongly recommended that the resource estimate be audited to ensure compliance with the JORC Code (2004). The Jackpot deposit is close to transport and processing infrastructure being within 10km of three operating plants.

BROAD ARROW PROJECT

The Broad Arrow Project lies along the eastern margin of the Bardoc Tectonic Zone (BTZ). This regional structural feature extends over a strike length of 75km and is associated with major gold deposits. The northern and eastern tenements overlay the monzogranite Scotia-Kanowna Dome in a similar geological setting to the Suva and Havana gold deposits, located immediately to the east of the project area.

The geological and structural setting is prospective for large scale gold mineralization such as the Paddington deposit located some 4.5km to the south west. Historical workings are common throughout the western portion of the tenements associated with quartz veins in structurally controlled environments. The Golden Cities/Kalgoorlie West project to the east of the project area includes a cluster of at least twelve prospects spread over an area of 100km² containing supergene laterite hosted gold mineralization and primary structurally controlled mineralization in granite.

Previous exploration within the tenure includes regional mapping, surface geochemical sampling, RAB, and RC drilling. Drilling includes 366 holes for over 16,000m of drilling. Earlier exploration at the Six Boys prospect defined a small coherent zone of gold mineralization which is not considered to be JORC (2004) compliant. Several gold anomalous areas in the north of the tenement are yet to be drill tested.

Location, Access and Tenure

The Broad Arrow Project is located 38km north of Kalgoorlie and 4km east of the historic gold mining centre of Broad Arrow. The sixteen contiguous tenements have an area of over 22.41 square kilometres within twelve Prospecting Licenses and five Mining Leases

Broad Arrow Tenement Schedule				
Tenement	Granted	Area	Rent	Commitment
M 24/282	29/03/1989	75	981.75	10000
M 24/472	5/09/1997	4.84	65.45	5000
P 24/2571	27/02/1991	9.63	18.7	2000
P 24/2679	31 /07/1991	199	372.13	7960
P 24/2680	31 /07/1991	161	301.07	6440
P 24/2681	31 /07/1991	107	200.09	4280
P 24/3108	10/05/1993	79	147.73	3160
P 24/3389	25/11/1994	10	18.7	2000
P 24/3395	25/11/1994	19.2	37.4	2000
M 24/485	Pend ing	9.65	-	-
M 24/503	Pend ing	491	-	-
M 24/641	Pend ing	111	-	-
P 24/3938	Pend ing	184	-	-
P 24/3939	Pend ing	198	-	-
P 24/3940	Pend ing	188	-	-
P 24/3941	Pend ing	200	-	-
P 24/3942	Pend ing	195	-	-
Total	square kms	22.41	2143.02	42840

Geology and Mineralization

The western portion of the project tenements are located on the eastern margin of the BTZ which is a strongly deformed, west dipping, boundary feature. It is made up of an interleaved package of various rock types extending from Paddington in the south to Bardoc in the north. Rock types include acid to intermediate volcanoclastic rocks interleaved with mafic and ultramafic volcanic rocks and minor cherty interflow sediments. Felsic porphyrys intrude the mafic sequence. Most rock types in the BTZ exhibit evidence of strong deformation and are deeply weathered. Carbonation of mafic and ultramafic lithologies is extensive.

Steeply dipping north south and east west shear zones traverse the leases and many have hosted historical mining activity. Gold mineralization observed in old workings is associated with quartz clay alteration in north south structures, quartz tourmaline alteration and thin, north north-westerly trending, quartz veins. At the Sunday Eve workings, mineralization is controlled by an east west structure dipping steeply to the north.

The eastern tenements are underlain by granitic rocks forming the core of the Scotia-Kanowna anticline. At the Suva and Havana deposits (outside KBRL's tenements) mineralization is found associated with laterites, as supergene oxide gold and disseminated primary gold mineralization associated with quartz veining and sulphides within fresh granite and basalt. At the London prospect, gold is found within granite associated with pyrite alteration.

Previous Exploration

Historic Mining and Early Exploration

Drilling was carried out over the Six Boys prospect in 1984. This was followed by further drilling programs in 1987 and 1989 at Six Boys, Sunday Eve and a north south line of holes across P24/3108. Seven RC holes were drilled at Six Boys in 1993 for a best result of 4.8g/t gold over 2m.

The leases were investigated in 1992-93 as a possible source of ore for the Broad Arrow mill. RC drilling was completed at the Sunday Eve, Blue Shaft, Six Boys and Toucan Anomalies. Surveyed baselines were established in 1987 and programs of soil sampling, geological mapping and dump sampling carried out.

Surface evaluation

The tenements and surrounding areas were explored from 1997 through to 2000 and widespread surface geochemical sampling on a number of different grid orientations over both granite and greenstone domains. Spacing varied from 400m by 100m in the north to 200m by 50m in the south and west. Over 1200 samples were collected from the tenement area and assayed for Au, As, Zn, Pb, Cr, Sb, Co and W. The technique proved successful and led to the development of the Havana-Suva deposits and other areas of mineralization to the east of the project area.

314 samples were collected from the Northern Tenements from two separate sample grids oriented north south and north east, south west. Grid spacing was at 100m centres along lines 400m apart. The maximum value was 54ppb gold with a mean of 15ppb gold. Spot anomalies are evident in the central and eastern parts of the area while more coherent anomalous areas are evident in the south west corner of P24/3942 and in P24/3938.

Several prospects were delineated that warranted drill testing including the Northern Tenements (P24/3938-3942), Six Boys, Sunday Eve, Western Shear, and the Toucan Anomaly

Drilling

Pattern RAB drilling the eastern portion of the Northern Tenements on a north south grid with line spacing of 400m and 100m was carried out. Spacing between holes varied from 80m in the west to 40m or less in the east. All holes were inclined at 60° on an azimuth of 180°. Granitic bottom hole lithology is recorded in the majority of holes. Samples were composited over 6m intervals and assayed for gold. Selected samples were resplit where the composited interval was considered anomalous. The best intersection was 0.15g/t gold over 1m in two holes.

The Six Boys mineralization occurs in two sub parallel east west striking shear zones. In the northern zone mineralization above 1 g/t gold is continuous over a strike length of 200m and remains open to the east. Drilling has generally been on 40m and 20m traverses. The southern zone has been drilled over a strike of some 300m but holes are generally limited to one per 40m section.

Six Boys Drill Intersections

Hole	From	To	Interval	Au g/t
ALOH024	3	6	3	11.4
RAF020	16	28	12	2.31
RAF023	18	22	4	3.05
RAF027	49	52	3	3.95
RAF016	47	48	1	4.26

12 RC holes were drilled to test the extension of the shear zones beyond the workings at Sunday Eve with a best result of 1m at 10.6g/t gold at a porphyry basalt contact with no follow up reported. The east-west striking shear zone has a true width between 1m and 3.5m.

Following detailed mapping of a line of north-south shafts and alluvial workings extending over 1500m through P24/3389, P24/3108 and P24/2679, 43 RAB holes were drilled at the Western Shear over the strike length of the structure. Mineralization was generally associated with clay altered sericite basalt and quartz porphyry and associated quartz veining. Best results include 4m at 5.94g/t gold from 18m in BAR17 and 2m at 4.37g/t gold from 12m in BAR07.

The low order Toucan soil anomaly straddling the granite greenstone contact was investigated with follow up sampling and RAB drilling. Best result from the drilling was 4m at 0.73g/t gold from 32m. Hole TB17 intersected a broad supergene zone which warrants follow up drilling.

Conclusion and Recommendations

The geological and structural setting at the Broad Arrow Project is prospective for gold mineralization with a number of mining centres in the immediate area, including the Paddington deposit located 4.5km to the south west. Historical workings are common throughout the western portion of the tenements associated with quartz veins in structurally controlled environments.

Previous exploration within the tenure includes regional mapping, surface geochemical sampling and RAB and RC drilling. Drilling within the tenement area comprises 366 holes for over 16,000m of drilling. The mineralization is open ended and additional exploration is recommended. Several gold anomalous areas in the north of the tenement are yet to be drill tested.

DUNNSVILLE PROJECT

The historic gold mining centre of Dunnsville, located a kilometer to the west of the project, has a recorded production between 1894 and 1918 of 8,250 ounces of gold produced from 17,700 tonnes of ore mined. The Prospecting Licences are located on the western limb of the mafic and ultramafic Dunnsville-Ubini stratigraphic sequence draped around the intrusive Dunnsville Granodiorite. The remainder of the tenure occupies a mainly felsic and basalt sequence between the Bullabulling Shear in the east and the Ida Fault in the west.

Historic workings are associated with several major north south structural faults and shear zones that traverse the area. Production for the Great Kangaroo, Wotan and Masterton deposits is small in terms of tonnage produced but grades ranged from 20 to 43g/t gold.

Areas closer to Dunnsville have been subject to intensive exploration during the period 1990 to 2000. No economic gold mineralization was discovered but significant intersections remain to be investigated. The area held as exploration licences in general has included reconnaissance sampling and several anomalous areas warrant closer attention.

The Dunnsville Project consolidates a large tenement holding over a zone of structural complexity within a geological setting favourable for both gold and nickel mineralization. Previous exploration has returned anomalous nickel intersections from ultramafics in the Dunnsville-Ubini sequence.

Location, Access and Tenure

The Dunnsville Project consists of twenty Prospecting Licences and six Exploration Licences having a total area of 203.37 square kilometres and is located 70km west north west of Kalgoorlie and 50km north west of Coolgardie.

Independent Consulting Geologist's Report

Dunnsville Tenement Schedule

Tenement	Granted	Area	Rent	Commitment
E 16/293	16/01 /2004	28.8	990	20000
E 16/294	16/01 /2004	30.8	1089	20000
P 16/1926	25/05/1999	178	332.86	7120
P 16/2006	6/06/2000	19.43	37.4	2000
P 16/2021	28/03/2000	120	224.4	4800
E 16/259	Pend ing	58.8	-	-
E 16/296	Pend ing	22.4	-	-
E 16/297	Pend ing	16.8	-	-
E 16/303	Pend ing	8.4	-	-
M 16/474	Pend ing	178	-	-
M 16/481	Pend ing	120	-	-
M 16/487	Pend ing	19.43	-	-
P 16/1929	Pend ing	200	-	-
P 16/1935	Pend ing	190	-	-
P 16/2153	Pend ing	200	-	-
P 16/2154	Pend ing	200	-	-
P 16/2155	Pend ing	191	-	-
P 16/2156	Pend ing	200	-	-
P 16/2157	Pend ing	200	-	-
P 16/2158	Pend ing	180	-	-
P 16/2159	Pend ing	182	-	-
P 16/2160	Pend ing	179	-	-
P 16/2161	Pend ing	139	-	-
P 16/2162	Pend ing	122	-	-
P 16/2188	Pend ing	197	-	-
P 16/2189	Pend ing	185	-	-
P 16/2190	Pend ing	197	-	-
P 16/2191	Pend ing	185	-	-
P 16/2192	Pend ing	155	-	-
Total	square kms	203.37	2673.66	53920

Geology and Mineralization

The tenement package over lies a sequence of greenstones between the Ida Fault to the west and the Dunnsville Granodiorite and Silt Dam Monzonite to the east and south respectively. The area is traversed by a number of major shear zones that are known to host gold mineralization elsewhere in the region.

The prospecting licences are situated adjacent to the Dunnsville mining centre within a north west trending greenstone sequence, the Dunnsville-Ubini stratigraphic sequence, consisting of a basal basaltic unit and an upper komatiitic unit that wraps around the antidual Dunnsville Granodiorite intrusion. The tenements are centred on a north northwest trending ultramafic unit bounded to the east and west by basalts which have been intruded by dolerites and felsic porphyries.

Gold mineralization in the area is mainly related to quartz veining commonly within felsic porphyry. The contacts between basalt flows as well as dolerite and gabbro intrusive contacts are also favourable sites for gold mineralization. Quartz veins generally strike parallel to the north west regional strike and dip at 45 degrees to the south west.

The exploration licences lie between the Ida Fault in the west and the Bullabulling Shear in the east. Much of the area is covered by transported and residual soils with bedrock exposure limited to rubble and minor subcrop. The stratigraphy is dominated by schistose felsic to intermediate volcanoclastics and sediments. Mafic rocks are represented by amphibolites and chlorite schists. Minor historic gold workings appear to be associated with north west trending structural lineaments.

Previous Exploration

Historic Mining

The historic gold mining centre of Dunnsville, located a kilometre to the west of the project, has a recorded production between 1894 and 1918 of 8,250 ounces of gold produced from 17,700 tonnes of ore mined.

Surface evaluation

KBRL's prospecting licences lying along the western side of the Dunnsville anticline have been examined by several companies since earlier exploration for copper and base metals in the ultramafic between 1966 and 1972. The exploration licences located west of the Bullabulling shear have seen less intensive exploration apart from wide spaced reconnaissance soil geochemical sampling.

The western margin of the Dunnsville Dome was explored between 1991 and 1997 2km to the west of the KBRL tenure and over the area of P16/2160-2162. 21 line km of gridding, 53 stream sediment samples and 681 geochemical soil samples were collected. The surface geochemistry delineated soil gold anomalous areas along the western side of the project area including P16/2160-2162

These anomalies were investigated with a further 684 infill samples assayed for gold and arsenic and 1:5000 scale geological mapping in the 1992-1993 exploration programs. This work defined gold anomalous areas in P16/2160 and P16/2161

Auger and soil geochemistry was carried out over the entire area of P16/2006 and P16/2021 between 1994 to 1997 on 100m by 25m grid spacing with samples analysed for gold. A linear anomaly with soil values to 203ppb gold in P16/2021 is associated with a magnetic high adjacent to a gabbro amphibolite contact marked by historical shafts and workings lying along strike from the Wealth of Nations and Dunnsville workings to the south.

2435 soil samples were collected on P16/2153-2159, P16/1926, P16/1929 and P16/1935 in 1992 to 1995 with multiple element analysis and follow up RAB drilling over anomalous zones. Both auger and surface soil sampling were undertaken over the whole of the now controlled KBRL tenements with five soil anomalies generated and targeted for RAB drilling.

The area of E16/294 was explored in 1996 to 2000 over felsic volcanoclastic and pelitic metasediments overlain by varying depths of transported cover. Regional auger soil sampling on a 320m by 80m grid resulted in the collection of over 800 samples that were analysed for gold and base metals. Peak values of 19 and 38ppb gold occurred at two adjacent sites close to the northern boundary of E16/294. Background in the area was 1-4ppb gold. The southern extension of this anomaly trends into the north west corner of E16/294. There is an area of structural complexity central to the tenement with a coincident weak gold and base metals signature which was targeted for further exploration.

RAB Surveys and Trenching

Seventy four RAB holes were drilled in P16/2160-2162 in 1994-1995. Of these 21 were sited to sample under the gold anomalous zones in KBRL tenements P16/2161 and 2162. Encouraging results included 1m at 2.85g/t gold in felsic porphyry and shale units adjacent to a line of historic workings. The campaign concluded with an auger-sampling program over previously soil sampled areas with assays for gold and nickel. A nickel anomaly to the north west of KBRL tenure was RAB drilled producing an intersection of 20m at 0.65% Ni from 16m in ultramafic schist.

Four RAB holes for 162m were drilled under a prominent ridge marked by historical mining activity in P16/2006. Anomalous mineralization was intersected in quartz veins in a sheared metabasalt unit. Best result was 1m at 1.97g/t gold from 36m. 29 RAB holes were drilled in eight traverses across the west dipping contact in P16/2021. One hole intersected 3m at 5.07g/t gold from 37m downhole 125m to the north of an intersection of 2m at 6.9g/t gold. Penetration was hampered by the shallow base of oxidation.

Fifty one RAB holes for 2437m were drilled to investigate the anomalies on P16/2153-2159, P16/1926, P16/1929 and P16/1935. The average hole depth was 48m. The best result was 1m grading 2.72g/t gold from a quartz vein in P16/2158.

Conclusion and Recommendations

The Prospecting Licences are located on the western limb of the mafic and ultramafic Dunnsville-Ubini stratigraphic sequence draped around the intrusive Dunnsville Granodiorite. The remainder of the project occupies a mainly felsic and basalt sequence between the Bullabulling Shear in the east and the Ida Fault in the west. The Dunnsville Project consolidates a large tenement holding over a zone of structural complexity within a geological setting favourable for both gold and nickel mineralization. Gold mineralization related to regional structural lineaments in the central and western parts of the tenure should be investigated. Previous exploration has returned anomalous nickel intersects from ultramafics in the Dunnsville-Ubini sequence.

CLINKER HILL PROJECT

The Clinker Hill Project over lies the southern extension of the Bulong ultramafic complex, which has been exploited for deposits of lateritic nickel and cobalt. In addition to Bulong, other gold mining centres of significance within 10km of the tenements include Wombola, Morelands Find and Walkers Find.

Exploration on the tenements commenced in 1965 and continued intermittently until 2000. In the period between 1987 and 1991 drilling intersected a 30m thick, black shale unit which returned a best result of 12m averaging 0.35%Cu, 11.5g/t Ag and 100g/t As. A costean sample from a PGE anomaly returned 2m at 1.1 g/t Pt and 0.57g/t Pd.

The tenements contain similar stratigraphic sequences to those that host significant gold mineralization elsewhere in the area.

Location, Access and Tenure

The Clinker Hill Project consists of 19 Prospecting Licences covering an area of 26.91 square kilometres located 35km east south east of Kalgoorlie between the Trans Australia Railway line in the south and the historic gold mining centre of Bulong in the north.

Clinker Hill Tenement Schedule				
Tenement	Granted	Area	Rent	Commitment
P 25/1690	22/09/2003	122	228.14	4880
P 25/1689	Pend ing	122	-	-
P 25/1691	Pend ing	93	-	-
P 25/1692	Pend ing	122	-	-
P 25/1693	Pend ing	121	-	-
P 25/1694	Pend ing	122	-	-
P 25/1695	Pend ing	121	-	-
P 25/1696	Pend ing	117	-	-
P 25/1697	Pend ing	112	-	-
P 25/1698	Pend ing	122	-	-
P 25/1699	Pend ing	122	-	-
P 25/1700	Pend ing	75	-	-
P 25/1701	Pend ing	189	-	-
P 25/1702	Pend ing	199	-	-
P 25/1703	Pend ing	190	-	-
P 25/1704	Pend ing	200	-	-
P 25/1705	Pend ing	186	-	-
P 25/1706	Pend ing	190	-	-
P 25/1707	Pend ing	166	-	-
Total	square kms	26.91	228.14	4880

Geology and Mineralization

The northern and eastern portions of the Clinker Hill project consist of lateritized ultramafic rock belonging to the Bulong complex, a major regional feature which strikes north south and sub outcrops over a length of 50km with an average width of 4km. In the northern and eastern portions of the tenements nickel and cobalt enriched laterites are developed over serpentinised ultramafics predominantly olivine rich peridotites and dunites. In the centre and south of the project outcropping quartz and granophyric gabbros dominate with minor cherty slates, shales and komatiites.

Previous Exploration

Historic Mining and Early Exploration Activity

Recorded production from gold mines at Bulong is 171,000 tonnes grading 22g/t gold mostly from the Queen Margaret Mine where gold occurs in a pyritic, carbonated volcanic unit between graphitic shale and felsic porphyry all hosted by ultramafics. At Wombola, gold has been mined from quartz veins associated with gabbro and komatiites.

Base metal exploration over the northern and eastern tenement area was carried out between 1965 and 1977 as part of a regional program over the Bulong complex. Best intersection in laterite was 21m at 1.7% Ni from percussion drilling.

Surface Evaluation

Rock chip sampling from black shales and gossans in the southern part of P25/1693 produced results up to 1.5g/t gold and an area of anomalous PGE was outlined in the south west of the same tenement.

Quartz stockworks in ultramafics, gabbros and pyritic interflow sediments were targeted immediate west of the KBRL tenements in the period 1981 to 1983. Only weak copper and nickel anomalism was encountered.

Lateritic nickel/cobalt mineralization was evaluated from 1994 to 1995 and initial geochemical sampling also delineated low level gold. Two zones of gold soil anomalism were outlined above a background of 2ppb gold. Values to 12.5ppb gold were located in P25/1693 with values to 21.5ppb gold over laterite and ultramafics are located on P25/1705.

Three separate nickel soil anomalies were also recorded. In P25/1689, values to 1081 ppm Ni are present. In P25/1693, soil nickel values to 1558ppm are almost coincident with the gold anomaly and similarly in the west of the area nickel anomalism, with a sample containing up to 495ppm Ni, coincides with the gold anomaly.

Drilling

Drilling on P25/1693 intersected a 30m thick black shale unit which returned a best result of 12m averaging 0.35% Cu, 11.5g/t Ag and 100g/t As. A costean sample from the PGE anomaly returned 2m at 1.1g/t Pt and 0.57g/t Pd.

Conclusion and Recommendations

The Project over lies the southern extension of the Bulong ultramafic complex which has been exploited for rich deposits of lateritic nickel and cobalt. In addition to Bulong, other gold mining centres of significance within 10km of the tenements include Wombola, Morelands Find and Walkers Find.

Exploration on the tenements commenced in 1965 and continued intermittently until 2000. In the period between 1987 and 1991 drilling intersected a 30m thick black shale unit which returned a best result of 12m averaging 0.35% Cu, 11.5g/t Ag and 100g/t As. A costean sample from a PGE anomaly returned 2m at 1.1g/t Pt and 0.57g/t Pd. More recently, coincident Ni/Au anomalies and separate gold anomalies have been delineated with no record of drilling in these zones.

The tenements contain similar stratigraphic sequences that host significant gold mineralization elsewhere in the area.

LAKE JOHNSTON PROJECT

The Lake Johnston Project over lies a portion of the eastern limb of the Lake Johnston Greenstone belt having similar geological characteristics to greenstone belts to the east and west.

There has been no recorded gold production from the area although there is evidence of small scale historic workings and anomalous drill intersections have been quoted by previous explorers. It is located within a major nickel province with underground operations at Emily Ann and Maggie Hays, 30km north west of the tenement.

The tenement was explored between 1993 and 1997 as part of a regional exploration program over four separate exploration licences covering a significant portion of the belt. Work included geological mapping, airborne geophysics, rock chip sampling, soil sampling and RAB drilling over an area coincident with the northern section of the current KBRL tenure. Geochemical response from within E63/844 was low for all elements analysed however geophysical investigations revealed an unexplained magnetic anomaly interpreted as being due either to ultramafic rocks or magnetic granites. Outcrop in the tenement is poor being limited to rare sub crop and nodular carbonate float in sandy soils.

Location, Access and Tenure

The Lake Johnston Project consists of a single Exploration Permit, E63/844, of 61.6 square kilometres located 90km east south east of Norseman, 200km south east of Southern Cross and 180km south south west of Coolgardie.

Lake Johnston Tenement Schedule				
Tenement	Granted	Area	Rent	Commitment
E 63/844	13/11 /2003	61.6	2178	20000

Geology and Mineralization

The Lake Johnston greenstone belt is part of the Southern Cross Province of the Yilgarn Block and shares similar geological characteristics with the neighbouring Southern Cross and Norseman greenstone belts, both of which are host to significant gold deposits.

The greenstone rocks of the Lake Johnston area are a linear, north west trending feature some 100km long by 30km wide bounded to the east and west by a variety of Archean granitoid rocks including migmatites, porphyritic granites and adamellite plutons. The greenstones have been divided into three formations. The oldest, the Maggie Hays Formation, consists of fine grained mafic extrusive rocks with minor sedimentary horizons and mafic to ultramafic intrusives. This is conformably overlain by banded iron formations and clastic sediments of the Honman Formation. The stratigraphically highest unit is the Glasse Formation dominated by mafic extrusives with minor mafic to ultramafic intrusive rocks. Two major regional fold systems, the Gordon Anticline and the Burmeister Syncline plunge at 300 to 600 to the north with local reversals apparent in some areas. The regional Proterozoic Jimberlana mafic intrusion passes through the belt some 10km to the north of E63/844. Regional metamorphism ranges from medium grade greenschist facies assemblages in the central part of the belt to high grade amphibolite assemblages in the remainder.

The tenement covers an outlying wedge of greenstone bounded to the east by a major north north west trending lineament, the Koolyanobbing Fault, that forms the eastern boundary of the belt. Other contacts are fault bounded with the surrounding intrusive granitoid. Outcrop on the tenement is poor with surface cover of calcareous clay, sand and aeolian sand plain sediment.

The Maggie Hays and Emily Anne nickel mines are located some 30km north west of the tenement. Massive, disseminated and stringer nickel sulphides are associated with ultramafic and felsic volcanic rocks of the Honman Formation.

Previous Exploration

Historic Mining and Early Exploration

Small scale historical gold workings are present in the Maggie Hays Hill area and south of Plover Rock. No gold production has been recorded from the Lake Johnston greenstone belt.

In 1987, programs of reconnaissance geological mapping and auger soil sampling on a 1000m by 400m grid were completed, exploring for gold. Follow up infill sampling of the best anomaly failed to improve it.

Surface Evaluation

The tenement was explored between 1993 and 1997 as part of a regional exploration program over four separate exploration licences covering a significant portion of the belt. Work included geological mapping, airborne geophysics, rock chip sampling, soil sampling and RAB drilling over an area coincident with the northern section of the current KBRL tenure.

Two anomalous rock chip samples of 24.5ppb in siliceous gossan and 42ppb in carbonate nodules are seen as encouraging. Interpretation of geophysics described an unusual NNE trending unit in the north of the tenement area (within the current E63/844) that was interpreted to be either a weathered olivine rich ultramafic or komatiite or disturbed magnetic granite or gneiss. Surface geology indicates the presence of granite along the western periphery of the feature but no geology has been mapped over the core of the feature.

Auger soil samples targeted the carbonate horizon at typical depths of less than a metre. 1,213 samples were collected on a 400m by 160m grid and analysed for fifteen elements. Mean gold value was 1.6ppb with a maximum value of 25.8ppb located some 10km south of E63/844. Anomalies had a strong linear trend. Anomalies in the north tended to be weaker than elsewhere which was interpreted to be due to thicker cover and a poorly developed carbonate horizon. Nickel assays had a mean of 52ppm with a maximum of 939ppm. Higher nickel values are associated with areas of underlying ultramafic rocks.

Infill sampling carried out in 1996 reduced the sample density to a 400m by 80m grid and confirmed the presence of anomalous gold in soils. Rock chip sampling over anomalies where subcrop exists did not find any significant mineralization or the sources of the gold anomalism.

Conclusion and Recommendations

The project over lies a portion of the eastern limb of the Lake Johnston Greenstone belt having similar geological characteristics to greenstone belts to the east and west.

There has been no recorded gold production from the area although there is evidence of small scale historic working and anomalous drill intersections have been quoted by previous explorers. Geochemical response from within E63/844 was low for all elements analysed, however geophysical investigations revealed an unexplained signature interpreted as being due to ultramafic rocks or magnetic granites. Outcrop in the tenement is poor being limited to rare sub crop and nodular carbonate float in sandy soils.

SIBERIA PROJECT

The Siberia Project apart from M24/839, is located in the Ora Banda Domain, which in this area comprises a thick sequence of komatiites known as the Siberia Formation underlain by mafic volcanic rocks of the Pole Group. M24/839 over lies granitoid rocks of the Goongarrie – Mt Pleasant Anticline to the east.

The tenements are spread across a wide belt of ultramafic rocks that have been subject to exploration for lateritic nickel-cobalt mineralization. Gold mineralization in the area is commonly associated with sheared mafic/ultramafic contacts. A coincident strong soil gold/magnetic anomaly aligned along the trend of the Yellow Belle workings in P24/3506 has been drilled to shallow depth.

The package contains tenements of varying size spread across a wide area. Prominence will be given in the first year to evaluating and ranking the holdings with possible divestment of smaller, isolated tenements and consolidation where potential exists for the development of gold mineralization. The Yellow Belle anomaly has not been adequately explained.

Location, Access and Tenure

The Siberia Project is centred some 75km north west of Kalgoorlie and consists of two Prospecting Licences and six Mining Lease applications with an aggregate area of 15.88 square kilometres.

Siberia Tenement Schedule				
Tenement	Granted	Area	Rent	Commitment
P 24/3506	9/01/1996	60	112.2	2400
P 24/3507	9/01/1996	144	269.28	5760
M 24/646	Pend ing	828	-	-
M 24/802	Pend ing	237	-	-
M 24/807	Pend ing	64	-	-
M 24/808	Pend ing	203	-	-
M 24/839	Pend ing	45	-	-
M 24/863	Pend ing	7.3	-	-
Total	square kms	15.88	381.48	8160

Geology and Mineralization

The generally non-contiguous tenements are located across some 20km of Archaean differentiated komatiitic volcanics with minor interflow sediments and intrusive porphyrys. The komatiites are part of the greenstone, Ora Banda Domain locally represented by the ultramafic Siberia Formation, which includes the olivine rich units of the Walter Williams Formation, host to the lateritic nickel/cobalt Cawse deposit 20km to the southeast.

The Yellow Belle gold prospect, P24/3506, appears to be associated with a major regional lineament which is host to the Siberia gold deposits, 10km to the north, and to the Black Cat and Black Rabbit gold deposits, 3km to the south.

Gold mineralization at Yellow Belle either is associated with narrow quartz veins with minimal wall rock enrichment or occurs along the sheared contact between mafic and ultramafic rocks with no attendant quartz veining or sulphide enrichment.

Previous Exploration

Historic Mining

The historic gold workings known as Yellow Belle (P24/3506) are located 10km south west of the abandoned Siberia town site.

Surface Evaluation

Programs of soil sampling were undertaken outlining a strong soil gold anomaly up to 240m wide west of the Yellow Belle. Values ranged from 28ppb gold to 2778ppb gold while a mullock sample of sheared ultramafic from former workings west of the Yellow Belle assayed 14.5g/t gold.

Exploration in 1992 targeted a major northeast trending lineament, interpreted from airborne magnetometry, passing through the northwest corner of M24/355. This structure was considered to be a major controlling feature for some of the gold mineralization in the district. Soil geochemistry demonstrated anomalism elsewhere along the structure. One hundred and fourteen soil samples confirmed the anomaly.

Drilling

Five reverse circulation drill holes were drilled across the centre of the tenement in 1994. Hole depth varied from 3 to 33m and samples were composited over 2m intervals and assayed for gold, nickel and cobalt with no significant results reported.

Five RC holes were drilled across M24/802 in 1996. Samples were assayed for gold, nickel and cobalt with selected samples determined for a range of metallurgical process elements. No results from these holes contain significant intersections.

Four RAB holes each to 30m down hole depth were drilled under the anomaly on M24/355 with the best result of 3m of 0.17g/t gold from surface in laterite and a maximum of 0.13g/t gold from the underlying greenstone units.

Conclusion and Recommendations

The tenements, apart from M24/839, are located in the Ora Banda Domain, which in this area comprises a thick sequence of komatiites known as the Siberia Formation underlain by mafic volcanic rocks of the Pole Group. M24/839 overlies granitoid rocks of the Goongarrie – Mt Pleasant Anticline to the east.

The tenements are spread across a wide belt of ultramafic rocks that have been subject to exploration for lateritic nickel-cobalt mineralization. Gold mineralization in the area is commonly associated with sheared mafic/ultramafic contacts. A coincident strong soil gold/magnetic anomaly aligned along the trend of the Yellow Belle workings in P24/3506 has been drilled to shallow depth.

EXPLORATION & DEVELOPMENT STRATEGY AND BUDGET

A staged exploration strategy is proposed by KBRL for the Eastern Goldfields Projects comprising:

- 1) Resource definition and estimation at Jackpot and feasibility studies.
- 2) Continued target identification from review of previous exploration data including high-resolution aeromagnetic surveys.
- 3) RAB and Aircore drilling of selected high priority targets.
- 4) RC and Diamond drill follow-up in areas of positive results.

Jackpot Project

The main zone, lying between 20240N and 20360N, has been drilled on a regular 10m by 5m grid with mineralization closed off on all sections. There is an opportunity to close off minor up dip mineralization on section 20,290N and an infill hole on 20,260N.

Jackpot is a narrow vein, high grade deposit which is difficult to model in some areas. KBRL should undertake a thorough validation and review of the drill hole database prior to commencing a re-interpretation of the deposit with the aim of confirming a viable geological model for the main zone.

KBRL has proposed the following exploration and development programs for the Jackpot resource. Expenditure on later phases is contingent on results from previous phases and the budget and development changes may well vary from this outline.

Jackpot Project		
Expenditure	Year 1	Year 2
Database validation,	30,000	20,000
Mine planning and financial	20,000	10,000
Feasibility study including	50,000	10,000
Mining trial	150,000	
Infill Drilling/Exploration	75,000	100,000
Tenement Acquisition	50,000	
Rent	500	500
Total	375,500	140,500

The two year total expenditure is \$516,000

Broad Arrow Project

The Broad Arrow Project is located in a structurally complex geological setting and offers considerable potential for the discovery of significant gold mineralization. An overall review should include an interpretation of geophysical data to define the controls on mineralization. The project is situated 5km from the Paddington mill and close to existing transport corridors.

The northern tenements overlie granitic rocks of the Scotia Kanowna Dome, which are the host to resources at Havana and Suva to the east. Three untested gold in soil anomalies in the south west corner of P24/3942 and in P24/3938 require follow up investigation.

The northern zone of the Six Boys structure hosts a zone of gold mineralization, which is open to the east and may be extended with infill and extensional drilling. Mineralization in other parts of the greenstone sequence has returned high grade intersections from limited drill programs. Intersections from the earlier drilling in the western shear should be investigated by RAB traverses.

Possible supergene mineralization at the Toucan anomaly requires investigation.

An integrated review of the project database initial exploration results should be followed by drill testing of previously delineated soil anomalies in the north west of the area. This should target the repetition of granitic hosted, structurally controlled deposits similar to the nearby Suva and Havana resources. Structural mapping and geophysical surveys should attempt to better understand the controls on mineralization close to the granite greenstone contact.

KBRL has proposed the following exploration expenditure for the Broad Arrow Project. Expenditure on later phases is contingent on results from previous phases and the budget and development changes may well vary from this outline.

Broad Arrow Project		
Expenditure	Year 1	Year 2
Database review	7,000	
Mapping/structural review	10,000	
Geophysics acquisition plus	20,000	
RAB drilling	140,000	35,000
RC Drilling		125,000
Resource Estimation		15,000
Tenement Acquisition	15,000	
Rent	30,000	30,000
Total	222,000	205,000

The two year total expenditure is \$427,000.

Dunnsville Project

KBRL has consolidated the majority of tenure between Dunnsville and the Ida Fault and will implement structured exploration programs designed to fully evaluate the package for both nickel and gold mineralization. The large exploration database produced by previous operators should be assembled and used to guide exploration programs.

Much of the area is covered by transported soils and the effectiveness of previous gold exploration using wide spaced soil and auger sampling should be evaluated following regolith mapping of the tenements. A detailed geophysical interpretation is recommended to establish the relationship of gold mineralization to major geological structures in the area between the Ida Fault and the Bullabulling Shear.

The ultramafic unit to the west of the Dunnsville Granodiorite remains a potential host to massive nickel sulphide deposits. Previous exploration has produced anomalous results. Sub audio magnetic (SAM) geophysical techniques may assist to generate further targets.

KBRL has proposed the following exploration expenditure for the Dunnsville Project. Expenditure on later phases is contingent on results from previous phases and the budget and development changes may well vary from this outline.

Dunnsville Project		
Expenditure	Year 1	Year 2
Geological review	10,000	
Regolith mapping	12,000	
Geophysics acquisition plus	50,000	
Auger soil sampling	20,000	10,000
RAB drilling	87,500	
RC Drilling		150,000
Resource Estimate		15,000
Tenement Acquisition	15,000	
Rent	10,000	10,000
Total	204,500	185,000

The two year total expenditure is \$389,500.

Clinker Hill Project

The database of previous exploration results should be assembled into digital format. Untested gold and PGE anomalies should be tested by systematic RAB drilling following infill soil and auger sampling to define anomalies.

Geophysical data should be used to delineate conceptual targets for gold mineralization. Ground based geophysics followed by RC drilling to test the potential of the Bulong ultramafic to host sulphide nickel deposits.

KBRL has proposed the following exploration expenditure for the Clinker Hill Project. Expenditure on later phases is contingent on results from previous phases and the budget and development changes may well vary from this outline.

Clinker Hill Project		
Expenditure	Year 1	Year 2
Geological review/Database	10,000	5,000
Geophysics acquisition plus	12,000	
Detailed Geophysics -		85,000
Auger soil sampling	20,000	
RAB drilling	87,500	
RC Drilling		50,000
Resource Estimate	25,000	
Tenement Acquisition		
Rent	5,000	5,000
Total	159,500	145,000

The two year total expenditure is \$304,500.

Lake Johnston Project

Exploration should focus on establishing the extents of greenstone units within E63/844. The magnetically responsive unit interpreted from the existing magnetics requires investigation.

Previous soil sampling has targeted the pedogenic carbonate layer as a concentrating medium. The initial program indicated that toward the north of the tenement there is a gradual decrease in calcium coinciding with an increase in the extent of sandy soil cover. The effectiveness of carbonate sampling as an indicator of gold mineralization in this environment requires follow up. Strong north west trending lineaments extend for some 10km through the central and northern parts of the tenements.

Multi client geophysical data over the tenement should be acquired and interpreted to confirm the location of the magnetic units. Programs of RAB drilling across the feature concentrating over areas of structural complexity should be planned as follow up.

KBRL has proposed the following exploration expenditure for the Lake Johnston Project. Expenditure on later phases is contingent on results from previous phases and the budget and development changes may well vary from this outline.

The two year total expenditure is \$85,500.

Lake Johnson Project		
Expenditure	Year 1	Year 2
Geological review/Database	5,000	
Geophysics acquisition plus	24,000	
RAB drilling		52,500
Rent	2,000	2,000
Total	31,000	54,500

Siberia Project

Surface geochemistry should be undertaken over the four larger tenements in the package, M24/802, M24/646, P24/3506 and P24/3507 followed by RAB testing. Deeper reverse circulation drilling should be planned for the anomalous trend associated with the Yellow Belle workings not previously tested below 30m down hole.

Siberia Project		
Expenditure	Year 1	Year 2
Geological review/Database	10,000	2,500
Auger soil sampling	24,000	
Geophysics acquisition plus	25,000	50,000
RC Drilling		
RAB drilling	35,000	
Tenement Acquisition	10,000	
Rent	18,000	18,000
Total	122,000	70,500

The two year total expenditure is \$192,500.

Total Exploration Expenditure

All Projects		
EXPENDITURE	YEAR 1	YEAR 2
Jackpot	375,500	140,500
Broad Arrow	222,000	205,000
Dunnsville	204,500	185,000
Clinker Hill	159,500	145,000
Siberia	122,000	70,500
Lake Johnson	31,000	54,500
Total	1,114,500	800,500

The two year total expenditure is \$1,915,000.

Ravensgate has reviewed the staged exploration programs, specific to the exploration potential of the individual tenements. It is considered that sufficient exploration and mining activities have been undertaken by earlier explorers in the last 10 years to justify the proposed programs and expenditure and that the proposed programs are appropriate. The detailed work programs are conceptual in nature and will depend on success to move from one stage to the next. Flexibility in changing the program will be needed as results are received.

DoIR expenditure commitments are \$164,800 for year 1. This budget will be sufficient to keep the tenements in good standing.

REFERENCES

SWAGER, C. P., GRIFFIN, T. J., WITT, W. K., WYCHE, S., AHMAT, A. L., HUNTER, W. M., and MCGOLDRICK, P. J., (1995). "Geology of the Archaean Kalgoorlie Terrane — an explanatory note": Western Australia Geological Survey, Report 48, 26p.

Wyche, S., (1998). "Geology of the Kalgoorlie 1:250,000 sheet: Western Australian Geological Survey, 1:250,000 Geological Series – Explanatory Notes."

Jackpot Project

Newhampton Goldfields Limited, (2001), "Release to ASX – Second Quarter Activities Report, 24 January 2001"

Broad Arrow Project

AMX Resources NL (1997). "Annual Report to ASX"

Glasson, M. (1993). "Report on Exploration, November 1992 to May 1993, Broad Arrow East, P's 24/2427, 2428, 2571, 2679, 2680, 2681, 2914, 2964." MMC Management Pty Ltd. (unpublished, DoIR, WA)

Roberts, D., Rayner, J. (1989). "Report on Exploration Activities, Broad Arrow Project, Western Australia For the Period 20 August 1987 to 19 August 1988" BHP-Utah Minerals International. (unpublished, DoIR, WA)

Dunnsville Project

Affleck, R.G., (1995). "Castle Hill Resources NL, Combined Annual Report on M16/18, P16/1432, P16/1734 Dunnsville Project, for the Period 09.06.94 to 08.06.95." (unpublished, DoIR, WA)

Affleck, R.G., (1996). "Castle Hill Resources NL, Combined Annual Report on M16/18, P16/1432, P16/1734 Dunnsville Project, for the Period 09.06.95 to 08.06.96." (unpublished, DoIR, WA)

Affleck, R.G., (1997). "Castle Hill Resources NL, Combined Annual Report on M16/18, P16/1432, P16/1497, P16/1734 Dunnsville Project, for the Period 09.06.96 to 08.06.97." (unpublished, DoIR, WA)

Coolgardie Gold NL., (1998). "Annual Report on E16/124, Top Dam, for the Period 26.03.97 to 25.03.98." (unpublished, DoIR, WA)

Coolgardie Gold NL., (1998). "Annual Report on E16/130, Kangaroo Plains, for the Period 27.09.97 to 26.09.98." (unpublished, DoIR, WA)

Coolgardie Gold NL., (1999). "Annual Report on E16/124, Top Dam, for the Period 26.03.98 to 25.03.99." (unpublished, DoIR, WA)

Coolgardie Gold NL., (1999). "Surrender Report on E16/124, Top Dam, 25.03.99." (unpublished, DoIR, WA)

Coolgardie Gold NL., (2000). "Surrender Report on E16/130, Kangaroo Plains, January 2000." (unpublished, DoIR, WA)

Henderson, R., (1997). "Coolgardie Gold NL, Surrender Report on P16/1269-1272, P16/1275-1276, P16/1346-1348, Dunnsville Project, for the Period 3.1.94 to 2.1.95." (unpublished, DoIR, WA)

Henderson, R., (1997). "Coolgardie Gold NL, Annual Report on E16/130, Kangaroo Plains for the Period 27.09.96 to 26.09.97." (unpublished, DoIR, WA)

Hird, G., (1995). "Coolgardie Gold NL, Combined Annual Report on P16/1269-1272, P16/1275-1276, P16/1346-1348, Dunnsville Project, for the Period 3.1.94 to 2.1.95." (unpublished, DoIR, WA)

Hutchison, R., (1997). "Coolgardie Gold NL, Combined Annual Report on P16/1269-1272, P16/1275-1276, P16/1346-1348, Dunnsville Project, for the Period 3.1.96 to 2.1.97." (unpublished, DoIR, WA)

Hutchison, R., (1997). "Coolgardie Gold NL, Annual Report on E16/124, Top Dam, for the Period 26.03.96 to 25.03.97." (unpublished, DoIR, WA)

Kerr, J., (1993). "Coolgardie Gold NL, Combined Annual Report on P16/1269-1278, P16/1346-1348, Dunnsville Project, for the Period 3.1.92 to 2.1.93." (unpublished, DoIR, WA)

Laurie, J., (2000). "Coolgardie Gold NL., 2000 Annual and Final Surrender Report on E16/124, Top Dam, for the Period 26.03.99 to 25.03.00." (unpublished, DoIR, WA)

Phyland, B., (1996). "Coolgardie Gold NL, Combined Annual Report on P16/1269-1272, P16/1275-1276, P16/1346-1348, Dunnsville Project, for the Period 3.1.95 to 2.1.96." (unpublished, DoIR, WA)

Shelton, M., (1992). "Coolgardie Gold NL, Annual Report on P16/1269-1278, P16/1346-1348, Dunnsville Project, for the Period 3.1.91 to 2.1.92." (unpublished, DoIR, WA)

Weeks, A., (1994). "Coolgardie Gold NL, Combined Annual Report on P16/1269-1272, P16/1275-1276, P16/1346-1348, Dunnsville Project, for the Period 3.1.93 to 2.1.94." (unpublished, DoIR, WA)

Clinker Hill Project

Mt Edon Gold Mines (Aust) Ltd (1994). "Combined Annual Report on P25/1 156 to P24/1 174 Walkers Find Project, for the Period 07.02.93 to 06.02.94." (unpublished, DoIR, WA)

Hopgood, L., (1996). "Mt Edon Gold Mines (Aust) Ltd, Combined Annual Report on P25/1156 to P24/1174 Walkers Find Project, for the Period 07.02.94 to 06.02.95." (unpublished, DoIR, WA)

Mottram, N., (2000). "PacMin Mining Corporation Limited , Combined Annual Report on P25/1156 to P24/1174 Walkers Find Project, for the Period 07.02.99 to 06.02.00." (unpublished, DoIR, WA)

Mottram, N., (2001). "PacMin Mining Corporation Limited , Final Report on P25/1156 to P24/1 174 Walkers Find Project, for the Period 03.01.92 to 15.09.00." (unpublished, DoIR, WA)

Siberia Project

Lewis, C.R., (1995). "Centaur Mining and Exploration Pty Ltd, Combined Annual Report on P24/3164 to P24/3168, Fair Adelaide, for the period 04.06.93 to 03/06.94." (unpublished, DoIR, WA)

Rees, B., (1993). "Sons of Gwalia Ltd, Report on Exploration at Yellow Belle, M24/355, P24/2464, Siberia District." (unpublished, DoIR, WA)

Van Kann, M.Y., (1996). "Centaur Mining and Exploration Pty Ltd, Annual Report on P24/3466, Fair Adelaide North, for the period 04.06.93 to 03.06.94." (unpublished, DoIR, WA)

Lake Johnston Project

Boyd, D. M., (1995). "RGC Exploration Pty Ltd, Annual Report on E63/385 Lake Johnston West, for the Period 24.12.93 to 23.12.94." (unpublished, DoIR, WA)

Cummins, B., (1996). "RGC Exploration Pty Ltd, Annual Report on E63/385 Lake Johnston West, for the Period 24.12.94 to 23.12.95." (unpublished, DoIR, WA)

Cummins, B., (1997). "RGC Exploration Pty Ltd, Annual Report on E63/385 Lake Johnston West, for the Period 24.12.95 to 23.12.96." (unpublished, DoIR, WA)

Scomac Management Services Pty Ltd. (1993). "Bullion Gold Limited, Lake Johnston Tenements, Technical Information Memorandum." (unpublished, DoIR, WA)

Warland, I., (1998). "RGC Exploration Pty Ltd, Combined Annual Report on E63/385, E63/384, E63/385 and E63/386, Lake Johnston JV Project, for the Period 24.12.96 to 23.12.97." (unpublished, DoIR, WA)

Wilkinson and Associates Pty Ltd., (1994). "Bullion Gold NL, Review of Lake Johnston, Project" (unpublished, DoIR, WA)

GLOSSARY OF TECHNICAL TERMS

Aeolian	Formed or deposited by wind.
aerial photography	Photographs of the Earth's surface taken from an aircraft.
aeromagnetic	A survey undertaken by helicopter or fixed-wing aircraft for the purpose of recording magnetic characteristics of rocks by measuring deviations of the Earth's magnetic field.
airborne geophysical data	Data pertaining to the physical properties of the Earth's crust at or near surface and collected from an aircraft.
aircore	Drilling method employing a drill bit that yields sample material which is delivered to the surface inside the rod string by compressed air.
alluvial	Pertaining to silt, sand and gravel material, transported and deposited by a river.
alluvium	Clay silt, sand, gravel, or other rock materials transported by flowing water and deposited in comparatively recent geologic time as sorted or semi-sorted sediments in riverbeds, estuaries, and flood plains, on lakes, shores and in fans at the base of mountain slopes and estuaries.
alteration	The change in the mineral composition of a rock, commonly due to hydrothermal activity.
amphibolite facies	An assemblage of minerals formed at moderate to high temperatures (450°C to 700°C) during regional metamorphism.
andesite	An intermediate volcanic rock composed of andesine and one or more mafic minerals.
anomalies	An area where exploration has revealed results higher than the local background level.
anticline	A fold in the rocks in which strata dip in opposite directions away from the central axis.
antiformal	An anticline-like structure.
Archaean	The oldest rocks of the Precambrian era, older than about 2,500 million years.
assayed	The testing and quantification metals of interest within a sample.
Au	Chemical symbol for gold.
auger sampling	A drill sampling method using an auger to penetrate upper horizons and obtain a sample from lower in the hole.
axial plane	The plane that intersects the crest or trough of a fold, about which the limbs are more or less symmetrically arranged.
basalts	A volcanic rock of low silica (<55%) and high iron and magnesium composition, composed primarily of plagioclase and pyroxene.
base metals	A non-precious metal, usually referring to copper, lead and zinc.
bedrock	Any solid rock underlying unconsolidated material.
BIF	A rock consisting essentially of iron oxides and cherty silica, and possessing a marked banded appearance.
BLEG sampling	Bulk leach extractable gold analysis; an analytical method for accurately determining low levels of gold.
brittle	Rock deformation characterised by brittle fracturing and brecciation.
Cainozoic	An era of geological time spanning the period from 65 million years ago to the present.
carbonate	Rock of sedimentary or hydrothermal origin, composed primarily of calcium, magnesium or iron and CO ₃ . Essential component of limestones and marbles.
chert	Fine grained sedimentary rock composed of cryptocrystalline silica.
chlorite	A green coloured hydrated aluminium-iron-magnesium silicate mineral (mica) common in metamorphic rocks.
clastic	Pertaining to a rock made up of fragments or pebbles (clasts).
clays	A fine-grained, natural, earthy material composed primarily of hydrous aluminium silicates.
colluvium	A loose, heterogeneous and incoherent mass of soil material deposited by slope processes.
conduits	The main pathways that facilitate the movement of hydrothermal fluids.
conglomerate	A rock type composed predominantly of rounded pebbles, cobbles or boulders deposited by the action of water.
copper	A reddish metallic element, used as an electrical conductor and is the basis of brass and bronze.
dacite	An extrusive rock composed mainly of plagioclase, quartz and pyroxene or hornblende or both.
depletion	The lack of gold in the near-surface environment due to leaching processes during

<i>diamond drill hole</i>	weathering. Mineral exploration hole completed using a diamond set or diamond impregnated bit for retrieving a cylindrical core of rock.
<i>dilational</i>	Open space within a rock mass commonly produced in response to folding or faulting.
<i>dolerite</i>	A medium grained mafic intrusive rock composed mostly of pyroxenes and sodium-calcium feldspar.
<i>DoIR</i>	Department of Industry and Resources, WA.
<i>ductile</i>	Deformation of rocks or rock structures involving stretching or bending in a plastic manner without breaking.
<i>dykes</i>	A tabular body of intrusive igneous rock, crosscutting the host strata at a high angle.
<i>en-echelon</i>	Repeating parallel, but offset, occurrences of lenticular bodies such as ore veins.
<i>erosional</i>	The group of physical and chemical processes by which earth or rock material is loosened or dissolved and removed from any part of the Earth's surface.
<i>fault zone</i>	A wide zone of structural dislocation and faulting.
<i>feldspar</i>	A group of rock forming minerals.
<i>felsic</i>	An adjective indicating that a rock contains abundant feldspar and silica.
<i>folding</i>	A term applied to the bending of strata or a planar feature about an axis.
<i>foliated</i>	Banded rocks, usually due to crystal differentiation as a result of metamorphic processes.
<i>follow-up</i>	A term used to describe more detailed exploration work over targets generated by regional exploration.
<i>g/t</i>	Grams per tonne, a standard volumetric unit for demonstrating the concentration of precious metals in a rock.
<i>gabbro</i>	A fine to coarse grained, dark coloured, igneous rock composed mainly of calcic plagioclase, clinopyroxene and sometimes olivine.
<i>geochemical</i>	Pertains to the concentration of an element.
<i>geophysical</i>	Pertains to the physical properties of a rock mass.
<i>GIS database</i>	A system devised to present partial data in a series of compatible and interactive layers.
<i>gneissic</i>	Coarse grained metamorphic rocks characterised by mineral banding of the light and dark coloured constituent minerals.
<i>granite</i>	A coarse-grained igneous rock containing mainly quartz and feldspar minerals and subordinate micas.
<i>granoblastic</i>	A term describing the texture of a metamorphic rock in which the crystals are of equal size.
<i>granodiorite</i>	A coarse grained igneous rock composed of quartz, feldspar and hornblende and/or biotite.
<i>greenschist</i>	A metamorphosed basic igneous rock which owes its colour and schistosity to abundant chlorite.
<i>greenstone belt</i>	A broad term used to describe an elongate belt of rocks that have undergone regional metamorphism to greenschist facies.
<i>greywackes</i>	A sandstone like rock, with grains derived from a dominantly volcanic origin.
<i>GSWA</i>	Geological Survey of Western Australia.
<i>gypsum</i>	Mineral of hydrated, or water-containing, calcium sulphate.
<i>halite</i>	Impure salt deposit formed by evaporation.
<i>hangingwall</i>	The mass of rock above a fault, vein or zone of mineralization.
<i>hematite</i>	Iron oxide mineral, Fe ₂ O ₃ .
<i>hinge zone</i>	A zone along a fold where the curvature is at a maximum.
<i>hydrothermal fluids</i>	Pertaining to hot aqueous solutions, usually of magmatic origin, which may transport metals and minerals in solution.
<i>igneous</i>	Rocks that have solidified from a magma.
<i>infill</i>	Refers to sampling or drilling undertaken between pre-existing sample points.
<i>insitu</i>	In the natural or original position.
<i>interflow</i>	Refers to the occurrence of other rock types between individual lava flows within a stratigraphic sequence.
<i>intermediate</i>	A rock unit which contains a mix of felsic and mafic minerals.
<i>intrusions</i>	A body of igneous rock which has forced itself into pre-existing rocks.
<i>intrusive contact</i>	The zone around the margins of an intrusive rock.

<i>ironstone</i>	A rock formed by cemented iron oxides.
<i>isoclinal</i>	A series of folds that dip in the same direction at the same angle.
<i>joint venture</i>	A business agreement between two or more commercial entities.
<i>komatiite</i>	Magnesium-rich mafic to ultramafic extrusive rock.
<i>laterite</i>	A cemented residuum of weathering, generally leached in silica with a high alumina and/or iron content.
<i>lead</i>	A metallic element, the heaviest and softest of the common metals.
<i>lineament</i>	A significant linear feature of the Earth's crust, usually equating a major fault or shear structure.
<i>lithological contacts</i>	The contacts between different rock types.
<i>lithotypes</i>	Rock types.
<i>magnetite</i>	A mineral comprising iron and oxygen which commonly exhibits magnetic properties.
<i>metamorphic</i>	A rock that has been altered by physical and chemical processes involving heat, pressure and derived fluids.
<i>metasedimentary</i>	A rock formed by metamorphism of sedimentary rocks.
<i>MMI</i>	The collection of soil samples and their analysis, using weak extractive reagents, to determine the relative abundance of loosely attached trace elemental ions, which frequently define the position of primary mineralization.
<i>monzogranite</i>	A granular plutonic rock containing approximately equal amounts of orthoclase and plagioclase feldspar, but usually with low quartz content.
<i>Moz</i>	Millions of ounces.
<i>Mt</i>	Million Tonnes.
<i>mylonite</i>	A hard compact rock with a streaky or banded structure produced by extreme granulation of the original rock mass in a fault or thrust zone.
<i>nickel</i>	Silvery-white metal used in alloys.
<i>nickel laterite</i>	Nickel ore hosted within the laterite profile, usually derived from the weathering of olivine-rich ultramafic rocks.
<i>open pit</i>	A mine working or excavation open to the surface.
<i>Orthoimage</i>	A geographically located composite plan using aerial photography as a base.
<i>outcrops</i>	Surface expression of underlying rocks.
<i>palaeochannels</i>	An ancient preserved stream or river.
<i>pegmatite</i>	A very coarse grained intrusive igneous rock which commonly occurs in dyke-like bodies containing lithium-boron-fluorine-rare earth bearing minerals.
<i>pisolitic</i>	Describes the prevalence of rounded manganese, iron or alumina-rich chemical concretions, frequently comprising the upper portions of a laterite profile.
<i>playa lake</i>	Broad shallow lakes that quickly fill with water and quickly evaporate, characteristic of deserts.
<i>polymictic</i>	Referring to coarse sedimentary rocks, typically conglomerate, containing clasts of many different rock types.
<i>porphyries</i>	Felsic intrusive or sub-volcanic rock with larger crystals set in a fine groundmass.
<i>ppb</i>	Parts per billion; a measure of low level concentration.
<i>Proterozoic</i>	An era of geological time spanning the period from 2,500 million years to 570 million years before present.
<i>pyroxenite</i>	A coarse grained igneous intrusive rock dominated by the mineral pyroxene.
<i>quartz reefs</i>	Old mining term used to describe large quartz veins.
<i>quartzofeldspathic</i>	Compositional term relating to rocks containing abundant quartz and feldspar, commonly applied to metamorphic and sedimentary rocks.
<i>quartzose</i>	Quartz-rich, usually relating to clastic sedimentary rocks.
<i>RAB drilling</i>	A relatively inexpensive and less accurate drilling technique involving the collection of sample returned by compressed air from outside the drill rods.
<i>rafts</i>	A relatively large block of foreign rock incorporated into an intrusive magma.
<i>RC drilling</i>	A drilling method in which the fragmented sample is brought to the surface inside the drill rods, thereby reducing contamination.
<i>regolith</i>	The layer of unconsolidated material which overlies or covers in situ basement rock.
<i>residual</i>	Soil and regolith which has not been transported from its point of origin.
<i>resources</i>	In situ mineral occurrence from which valuable or useful minerals may be recovered.

<i>rhyolite</i>	Fine-grained felsic igneous rock containing high proportion of silica and feldspar.
<i>rock chip sampling</i>	The collection of rock specimens for mineral analysis.
<i>saline</i>	Salty
<i>saprock</i>	Zone of weathered rock preserved within the weathered profile.
<i>saprolite</i>	Disintegrated, in-situ rock, partially decomposed by the chemical and physical processes of oxidation and weathering.
<i>satellite imagery</i>	The images produced by photography of the Earth's surface from satellites.
<i>schist</i>	A crystalline metamorphic rock having a foliated or parallel structure due to the recrystallisation of the constituent minerals.
<i>scree</i>	The rubble composed of rocks that have formed down the slope of a hill or mountain by physical erosion.
<i>sedimentary</i>	A term describing a rock formed from sediment.
<i>sericite</i>	A white or pale apple green potassium mica, very common as an alteration product in metamorphic and hydrothermally altered rocks.
<i>shale</i>	A fine grained, laminated sedimentary rock formed from clay, mud and silt.
<i>sheared</i>	A zone in which rocks have been deformed primarily in a ductile manner in response to applied stress.
<i>sheet wash</i>	Referring to sediment, usually sand size, deposited over broad areas characterised by sheet flood during storm or rain events. Superficial deposit formed by low temperature chemical processes associated with ground waters, and composed of fine grained, water-bearing minerals of silica.
<i>silcrete</i>	Superficial deposit formed by low temperature chemical processes associated with ground waters, and composed of fine grained, water-bearing minerals of silica.
<i>silica</i>	Dioxide of silicon, SiO ₂ , usually found as the various forms of quartz.
<i>sills</i>	Sheets of igneous rock which is flat lying or has intruded parallel to stratigraphy.
<i>silts</i>	Fine-grained sediments, with a grain size between those of sand and clay.
<i>soil sampling</i>	The collection of soil specimens for mineral analysis.
<i>stocks</i>	A small intrusive mass of igneous rock, usually possessing a circular or elliptical shape in plan view.
<i>strata</i>	Sedimentary rock layers.
<i>stratigraphic</i>	Composition, sequence and correlation of stratified rocks.
<i>stream sediment sampling</i>	The collection of samples of stream sediment with the intention of analysing them for trace elements.
<i>strike</i>	Horizontal direction or trend of a geological structure.
<i>subcrop</i>	Poorly exposed bedrock.
<i>sulphide</i>	A general term to cover minerals containing sulphur and commonly associated with mineralization.
<i>supergene</i>	Process of mineral enrichment produced by the chemical remobilisation of metals in an oxidised or transitional environment.
<i>syenite</i>	An intrusive igneous rock composed essentially of alkali feldspar and little or no quartz and ferromagnesian minerals.
<i>syncline</i>	A fold in rocks in which the strata dip inward from both sides towards the axis.
<i>talc</i>	A hydrous magnesium silicate, usually formed due to weathering of magnesium silicate rocks.
<i>tectonic</i>	Pertaining to the forces involved in or the resulting structures of movement in the Earth's crust.
<i>tholeiitic</i>	A descriptive term for a basalt with little or no olivine.
<i>thrust fault</i>	A reverse fault or shear that has a low angle inclination to the horizontal.
<i>tremolite</i>	A grey or white metamorphic mica of the amphibole group, usually occurring as bladed crystals or fibrous aggregates.
<i>ultramafic</i>	Igneous rocks consisting essentially of ferromagnesian minerals with trace quartz and feldspar.
<i>veins</i>	A thin infill of a fissure or crack, commonly bearing quartz.
<i>volcaniclastics</i>	Pertaining to clastic rock containing volcanic material.
<i>volcanics</i>	Formed or derived from a volcano.
<i>zinc</i>	A lustrous, blueish-white metallic element used in many alloys including brass and bronze.



11 INDEPENDENT ACCOUNTANT'S REPORT

18 February 2005

The Directors
Kalgoorlie-Boulder Resources Ltd
Level 2
45 Ventnor Avenue
West Perth WA 6005

Dear Sirs

INVESTIGATING ACCOUNTANT'S REPORT

1. Introduction

This report has been prepared at the request of the Directors of Kalgoorlie-Boulder Resources Ltd ("KBRL" or "the Company") (ACN 106 732 487) for inclusion in a prospectus to be dated on or around 18 February 2005 ("the Prospectus") relating to the proposed issue by KBRL of 16,000,000 shares to be issued at a price of 20 cents per share, to raise up to \$3,200,000. The minimum subscription to be raised is \$2,700,000.

2. Basis of Preparation

This report has been prepared to provide investors with information on historical results and the assets and liabilities of KBRL. This report does not address the rights attaching to the securities to be issued in accordance with the Prospectus, nor the risks associated with the investment. Ord Corporate Pty Ltd has not been requested to consider the prospects for KBRL, the securities on offer and related pricing issues, nor the merits and risks associated with becoming a shareholder and accordingly, has not done so, nor purports to do so. Ord Corporate Pty Ltd accordingly takes no responsibility for those matters or for any matter or omission in the Prospectus, other than responsibility for this report.

3. Background

KBRL was incorporated on 20 October 2003 with the focus of the Company being on assembling projects that will provide exposure to near term gold production and advanced gold and nickel exploration projects in the Kalgoorlie region of Western Australia. The initial issued capital was 400 ordinary shares issued at \$0.20 cents each, to the Directors of the Company. On 11 November 2004 the Company issued 44 shares (10% of expanded capital) in satisfaction of \$40,000 of debt owed by the company and were issued to a related party of a current director.

The operations of the Company have been funded by loans to the Company from Directors and promoters and their related entities. It is the intention of the Company to repay these loans via a mixture of cash and equity.

To the 31 December 2004 the Company has raised \$300,000 of seed capital at 10 cents per share out of a proposed \$570,000 seed capital raising at 10 cents per share. It is proposed that the remaining \$270,000 of seed capital be issued as follows:

Director/Promoter parties in exchange for debt	\$88,000
Cash	\$182,000

On the 14 January 2005 Messrs Matthews, Allen and Prentice were appointed as directors of the Company. The Board resolved to issue a total of 2,500,000 ordinary fully paid shares at 1 cent each

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Independent Accountant's Report

and 6,000,000 free attaching options exercisable at 30 cents each expiring on 31 July 2008 to Messrs Grill, Sampson, Everett and Ronin Management Pty Ltd (a related party of Trevor Matthews).

The Board also resolved to issue 1,000,000 free shares being 500,000 to Trevor Matthews and 250,000 each to Messrs Prentice and Allen and ratified the issue of 880,000 shares at 10 cents each in exchange of debt, to Ronin Management Pty Ltd. On 4 February 2005 Messrs Grill, Sampson and Everett resigned as directors of the Company.

KBRL has entered into five main contracts to acquire six strategic mineral projects situated in the Kalgoorlie and Central Norseman mining areas of Western Australia.

Further details on the tenement portfolio are referred to elsewhere in the Prospectus. Potential investors should read the Prospectus in full (that includes a geological technical report and a legal report). We make no comments as to ownership or values of the mineral tenement interests of KBRL.

KBRL will make an Initial Public Offering ("IPO") of up to 16,000,000 shares at 20 cents each to raise up to \$3,200,000. The funds raised will be applied as follows:

Activity	\$
Exploration expenditure (refer section 8 of the Prospectus)	1,915,000
Loan repayments	122,465
Cash payments to complete purchase of tenements	122,300
Costs of the issue	327,500
Working capital	712,735
	3,200,000

Greater detail on application of funds is provided elsewhere in the Prospectus.

The Company is party to various agreements which pertain to the acquisition of additional tenements and interests:

Agreements	Projects	Nature of Agreement	Cash consideration \$	20 cent Ordinary Share consideration \$	Total purchase price \$
Allen	Broad Arrow Lake Johnston Siberia Dunnsville	Sale	300,000 (all paid at date of prospectus)	1,000,000	1,300,000 (plus option to buy \$1m worth of shares over 3.5 years)
Djekic/Forster;	Jackpot	Sale	57,000 (12,000 paid)	-	57,000
Miles	Jackpot	Sale	42,500 (7,500 paid)	15,000	57,500
Robinson	Dunnsville	Sale	2,300 (Nil paid)	15,000	17,300

Some of the agreements also have royalty components should the projects reach the mining stage. These agreements are discussed in greater detail in the Solicitors report included in this Prospectus.

4. Scope of Examination

You have requested Ord Corporate Pty Ltd to prepare an Investigating Accountant's Report on:

- (i) The results of KBRL for the period 1 July 2004 to 31 December 2004;
- (ii) Statement of financial position of KBRL as at 31 December 2004;
- (iii) The proforma statement of financial position of KBRL as at 31 December 2004 adjusted to include funds to be raised by the Prospectus and the completion of transactions referred to in note 2 of Appendix 3 to this report.

All of the financial information referred to above has not been audited, however it has been subject to audit review.

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

- (i) Discussions with Directors and other key management of KBRL;
- (ii) Review of contractual arrangements;
- (iii) A review of work papers, accounting records and other documents.

5. Opinion

In our opinion, the proforma statement of financial position as set out in Appendix 2 presents fairly, the proforma statement of financial position of KBRL as at 31 December 2004 in accordance with the accounting methodologies required by Australian Accounting Standards on the basis of assumptions and transactions set out in Appendix 3.

No opinion is expressed on the historical results, as shown in Appendix 1, except to state that nothing has come to our attention which would require any further modification to the financial information in order for it to present fairly, the results of the periods identified.

6. Subsequent events

To the best of our knowledge and belief, there have been no other material items, transactions or events subsequent to 31 December 2004, that have come to our attention during the course of our review which would cause the information included in this report to be misleading.

7. Other matters

At the date of this report, Ord Corporate Pty Ltd has no material interest in KBRL either directly or indirectly, nor in the outcome of the offer or the assets of the Company. Ord Partners, a firm that is related to Ord Corporate Pty Ltd, has been appointed as auditors of KBRL for the year ended 30 June 2004. Ord Corporate Pty Ltd and Ord Partners were not involved in the preparation of any other part of the Prospectus, and accordingly, make no representations or warranties as to the completeness and accuracy of any information contained in any other part of the Prospectus.

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

Yours faithfully

ORD CORPORATE PTY LTD



Lloyd Flint
Director

**APPENDIX 1
SUMMARY UNAUDITED STATEMENTS OF FINANCIAL PERFORMANCE**

	Period ended 31 December 2004 \$
Revenue from ordinary activities	-
Other expenses from ordinary activities	(176)
Net (loss) before tax	(176)
Income Tax expense attributable to net loss	-
Net (loss) after tax	(176)

**APPENDIX 2
UNAUDITED STATEMENTS OF FINANCIAL POSITION**

	Note	Unaudited 31 December 2004 \$	Pro-forma Unaudited 31 December 2004 \$
Current Assets			
Cash	3	3,026	2,797,181
Receivables	4	42,740	54,970
Total Current Assets		45,766	2,852,151
Non Current Assets			
Fixed assets		-	-
Formation expenses		849	849
Exploration expenditure	5	498,050	1,775,350
Total Non Current Assets		498,899	1,776,199
Total Assets		544,665	4,628,350
Current Liabilities			
Accounts payable	6	8,350	-
Borrowings	7	210,465	-
Total Current Liabilities		218,815	-
Total Liabilities		218,815	-
Net Assets (Liabilities)		325,850	4,628,350
Equity			
Contributed equity	8	331,438	4,653,938
Accumulated Losses	13	(5,588)	(25,588)
Total Equity (deficiency)		325,850	4,628,350

To be read in conjunction with Appendix 3

APPENDIX 3**NOTES TO THE STATEMENTS OF FINANCIAL PERFORMANCE AND STATEMENTS OF FINANCIAL POSITION****1. Statement of Significant Accounting Policies****(a) Basis of Accounting**

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

(b) Income Tax

The Company adopts the liability method of tax effective accounting, whereby the income tax expense in the profit and loss statement is based on the operating profit before tax adjusted for permanent differences. Future income tax benefits are not brought to account unless realisation of the asset is assured beyond reasonable doubt. Future income tax benefits in relation to tax losses are not brought to account unless there is virtual certainty of realisation of the benefit.

The amount of benefits brought to account or which may be realised in the future is based on the assumption that no adverse change will occur in income tax legislation, the anticipation that the Company will derive sufficient future assessable income to enable the benefit to be realised and that the company will comply with the conditions of deductibility imposed by the law.

(c) Exploration, Evaluation and Development expenditure

The Company has capitalised costs incurred on exploration and evaluation of the Company's interest in mining tenements or applications for mining tenements.

Exploration and evaluation costs are carried forward where right of tenure of the area of interest is current and they are expected to be recouped through sale or successful development and exploitation of the area of interest or, where exploration and evaluation activities in the area of interest have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves.

When an area of interest is abandoned or the Directors decide that it is not commercial, any accumulated costs in respect of that area are written off in the financial period the decision is made. Each area of interest is also reviewed at the end of each accounting period and accumulated costs written off to the extent that they will not be recoverable in the future. Amortisation is not charged on costs carried forward in respect of areas of interest in the development phase until production commences.

(d) Accounts Payable

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

(e) Recoverable Amount of Non Current Assets

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

(f) Operating Revenue

Revenue represents interest received and reimbursements of exploration expenditures.

(g) International Financial Reporting Standards

International Financial Reporting Standards (IFRS) are now effective for financial years commencing 1 January 2005 in Australia. The economic entity's management, along with its auditors, are assessing the significance of these changes and preparing for their implementation. The directors are of the opinion that the key differences in the economic entity's accounting policies which will arise from the adoption of IFRS are:

Impairment of Assets

The company currently determines the recoverable amount of an asset on the basis of undiscounted net cash flows that will be received from the assets use and subsequent disposal. In terms of pending AASB 136: Impairment of Assets, the recoverable amount of an asset will be determined as the higher of fair value less costs to sell and value in use. It is likely that this change in accounting policy will lead to impairments being recognised more often than under the existing policy.

Income Tax

Currently, the economic entity adopts the liability method of tax-effect accounting whereby the income tax expense is based on the accounting profit adjusted for any permanent differences. Timing differences are currently brought to account as either a provision for deferred income tax or future income tax benefit. Under the Australian equivalent to IAS 12, the economic entity will be required to adopt a balance sheet approach under which temporary differences are identified for each asset and liability rather than the effects of the timing and permanent differences between taxable income and accounting profit.

Exploration Expenditure

AASB 6 "Exploration for and Evaluation of Mineral Resources" continues to allow companies to apply "area of interest" accounting to their exploration and evaluation expenditures, effectively grandfathering the treatment currently used by the Company under AASB 1022 "Accounting for the Extractive Industries". Under AASB 6, if facts and circumstances suggest that the carrying amount of any recognised exploration and evaluation assets may be impaired, the Company must perform impairment tests on those assets in accordance with AASB 136 "Impairment of Assets". Impairment of exploration and evaluation assets is to be assessed at a cash generating unit or group of cash generating units level provided this is no larger than an area of interest. Any impairment loss is to be recognised as an expense in accordance with AASB 136. It is anticipated that it is unlikely that the requirements of this standard will have a material impact on the financial position of the company except where areas of interest are abandoned, and costs are written off.

Share Based Payments

Under AASB 2 "Share Based Payment", the Consolidated Entity will be required to determine the fair value of options issued to employees and recognise an expense in the Statement of Financial Performance. For options on issue on the application of AASB 2 an adjustment for their recognition will be made against opening retained earnings. Reliable estimation of the future financial effects of this change in accounting policy is impracticable as the details of future equity based remuneration plans are unknown; however where share based payments are made, net profit is expected to decrease by the fair value of such payments.

The above should not be regarded as a complete list of changes in accounting policies that will result from the transition to AASB equivalents to IFRS. As noted above these are expected to be the material areas of impact for the Consolidated Entity that have been identified.



2. Actual and Proposed Transactions to Arrive at Pro-forma Unaudited Statement of Assets and Liabilities

Actual and proposed transactions adjusting the 31 December 2004 unaudited statement of financial position in the pro-forma statement of financial position are as follows:

- a) The issue and allotment of the remaining \$182,000 of seed capital at 10 cents per share (1,820,000 shares) for cash and repayment of debt by equity issues of \$88,000 to related parties (880,000 shares);
- b) The issue of 16,000,000 ordinary fully paid shares at 20 cents each pursuant to the Initial Public Offering ("IPO") in the Prospectus to raise \$3,200,000;
- c) The repayment of loans of \$92,656 to a former Director, \$7,389 to current director related entities and \$22,420 to consultants (a total of \$122,465);
- d) The issue of 6,000,000 2008 30 cent options and 3,500,000 shares for no consideration to directors and promoters of the Company;
- e) The issue of \$1,000,000 worth of ordinary fully paid shares at 20 cents each (5,000,000 shares) and the issue of 5,000,000 2008 20 cent options to the Allen Agreement parties on listing;
- f) The issue of 75,000 shares at 20 cents each (\$15,000) and payment of \$35,000 to the Miles Agreement parties on listing;
- g) The payment of \$2,300 and the issue of 75,000 shares at 20 cents each (\$15,000) to the Robinson Agreement parties on listing;
- h) The payment of the \$40,000 outstanding on the option purchase price and the issue of 625,000 shares at 20 cents each (\$125,000) to the Fleetdale Agreement parties on listing;
- i) The payment of \$45,000 to the Djekic/Vorster Agreement parties on listing;
- j) The issue of 2,500,000 ordinary fully paid shares at 1 cent each to promoters.
- k) The payment of expenses of the public issue totalling an estimated \$327,500 and expensed against equity; and
- l) The incurring of further administration costs since 31 December 2004 estimated at \$20,000 and payment of accruals of \$8,350.

Independent Accountant's Report

	Note	Unaudited 31 December 2004 \$	Pro-forma Unaudited 31 December 2004 \$
3. Cash at bank			
The movements in cash at bank are as follows:			
Unaudited 31 December 2004		3,026	3,026
Remaining seed capital	(a)		182,000
Shares issued pursuant to the IPO	(b)		3,200,000
Repayment of loans	(c)		(122,465)
Payment to Miles parties	(f)		(35,000)
Payment to Robinson parties	(g)		(2,300)
Payment to Fleetdale parties	(h)		(40,000)
Payment to Djekic/Vorster parties	(i)		(45,000)
Additional seed capital	(j)		25,000
IPO expenses	(k)		(327,500)
Other creditors and expenses	(l)		(28,350)
GST on vendor payments			(12,230)
		<u>3,026</u>	<u>2,797,181</u>
4. Receivables			
Unaudited 31 December 2004		42,740	42,740
GST on vendor payments			12,230
		<u>42,740</u>	<u>54,970</u>
5. Exploration Expenditure			
Unaudited 31 December 2004		498,050	498,050
Allen	(e)		1,000,000
Miles	(f)		50,000
Robinson	(g)		17,300
Fleetdale	(h)		165,000
Djekic/Vorster	(i)		45,000
(Refer accounting policy note 1(c))		<u>498,050</u>	<u>1,775,350</u>
6. Accruals			
Unaudited 31 December 2004		8,350	8,350
	(j)		(8,350)
		<u>8,350</u>	<u>-</u>
7. Borrowings			
Funding at 31 December 2004		210,465	210,465
Debt for equity	(a)		(88,000)
Repayment of loan	(c)		(122,465)
		<u>210,465</u>	<u>-</u>



Independent Accountant's Report

	Note	Unaudited 31 December 2004 \$	Pro-forma Unaudited 31 December 2004 \$
8. Contributed Equity			
(a) Ordinary fully paid shares			
3,000,444 shares at 31 December 2004		331,438	331,438
2,700,000 seed shares	(a)		270,000
16,000,000 IPO shares	(b)		3,200,000
3,500,000 shares for no consideration	(d)		-
5,000,000 shares to Allen parties	(e)		1,000,000
75,000 shares to Miles parties	(f)		15,000
75,000 shares to Robinson parties	(g)		15,000
625,000 shares to Fleetdale parties	(h)		125,000
2,500,000 additional seed capital	(j)		25,000
Less: share issue costs	(k)		(327,500)
Proforma ordinary shares (33,475,444)		331,438	4,653,938
(b) Options			
6,000,000 2008 30 cent options	(d)	-	-
5,000,000 2008 20 cent Vendor options	(e)	-	-
Option premium reserve		-	-

If only the minimum subscription is raised, the contributed equity would be \$4,181,438 (after estimated capital raising costs \$300,000) and there would be 30,975,444 shares on issue.

The rights and obligations of the 31 July 2008 30 cent and 20 cent vendor options are detailed in section 14 of the Prospectus.

9. Contingent Liabilities

Based on discussions with the Directors and legal advisors, to our knowledge, the Company has no material contingent liabilities. The Solicitor's Report on Tenements at section 12 of the Prospectus details the status of native title claims over project tenements.

10. Rental of Premises Commitment

The Company does not have a fixed term rental commitment at the date of this report.

11. Exploration and Expenditure commitments

The deferred consideration of \$1,277,300 (\$122,300 cash and \$1,155,000 in shares being the balance of the purchase price) to the vendors of the various projects, must be paid on the successful listing of KBRL on the ASX.

For details on planned exploration commitments on mineral tenants, refer to the Project Review under section 8 of the Prospectus. The Solicitor's Report on Tenements under section 12 of the Prospectus contains details on exploration commitments and the obligations of the Company under agreements entered into.

12. Management Contracts

There are no consultancy services contracts in place as at 31 December 2004. It is proposed that management contracts will be entered into with Messrs Everett and Sampson, which will total \$78,000 per annum each for 24 months, if the Company is successful with its capital raising and obtains listing on the ASX. The details of these contracts are referred to in section 14 of the Prospectus.

13. Accumulated Losses

	Unaudited 31 December 2004 \$	Pro-forma Unaudited 31 December 2004 \$
Balance at 31 December 2004	5,588	5,588
Further operating costs	(i) -	20,000
	<u>5,588</u>	<u>25,588</u>

14. Directors Interests

Direct and Indirect – Ordinary shares

J Grill	500,133	1,125,133
C Everett	134	625,134
M Sampson	133	625,133
T Matthews	200,044	2,205,044
D Prentice	-	250,000
K Allen	-	250,000
	<u>700,444</u>	<u>5,080,444</u>

Direct and Indirect – 30c 2008 options

J Grill	-	1,500,000
C Everett	-	1,500,000
M Sampson	-	1,500,000
T Matthews	-	1,500,000
	<u>-</u>	<u>6,000,000</u>

12 SOLICITORS' REPORT ON TENEMENTS

22 February 2005

The Directors
Kalgoorlie Boulder Resources Ltd
Level 2, 45 Ventnor Ave,
West Perth WA 6005

Dear Sirs

Solicitors' Report – Mining Tenements and Tenement Application(s) – Kalgoorlie Boulder Resources Ltd

This report (**Report**) is prepared for inclusion in a prospectus (**Prospectus**) to be issued by Kalgoorlie Boulder Resources Limited ACN 106 732 487 (**Company**) for an offer to the public by the Company of sixteen million fully paid ordinary shares at an issue price of twenty cents per share to raise \$3,200,000.00.

This Report has been prepared at the request of the directors of the Company (**Directors**).

1. Assets

- 1.1 As at the date of the Report the Company has entered into a number of agreements discussed under the Material Contracts section of this Report (the **Agreements**) and summarised in the Schedule to this Report, in parts 1 and 5 of that Schedule. The Schedule forms an essential part of this Report.
- 1.2 Under the **Agreements** the Company may acquire registrable interests in various mining tenements already granted (**Tenements**) under the *Mining Act 1978* (WA) (**Mining Act**) and may acquire registrable interests in mining tenements granted on the basis of various applications for mining tenements made under the *Mining Act* (**Tenement Applications**).
- 1.3 Details of the **Tenements** and the **Tenement Applications** are set out in a Schedule to this Report, in parts 1 and 2 of that Schedule.

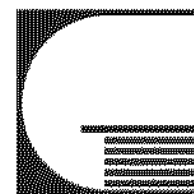
2. Searches

2.1 Title Searches

For the purposes of this Report the following searches and enquiries in respect of all **Tenements** and **Tenement Applications** have been made and considered:

- (a) for all **Tenements** and **Tenement Applications** except E16/258, searches of the Register maintained by the Department of Industry and Resources in Perth, Western Australia (DOIR) dated 22 December 2004 and on 17 February 2005 in the case of E16/258 (DOIR Register Search);
- (b) for all **Tenements** and **Tenement Applications** except E16/258, "Quick Appraisal" reports from DOIR summarising information available in the "TENGRAPH System" maintained by DOIR obtained on 29 December 2004 and on 17 February 2005 in the case of E16/258 (TENGRAPH Search);
- (c) for **Tenements** whose anniversary of grant fell between 22 December 2004 and 14 February 2005 and for pending applications for mining tenements intersecting the **Tenement Applications**, searches of the Register maintained by DOIR on 14 February 2005 (Second DOIR Register Search); and
- (d) enquiries of relevant officers of the DOIR and the National Native Title Tribunal (NNTT).

The key results of those searches are summarised in Parts 1, 2 and 3 of the Schedule.



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As a result of those searches, and subject to the statements set out in this Report, we are satisfied that the information and particulars included in this Report in relation to the Tenements and the Tenement Applications (including the Schedule at the end of this Report), are an accurate statement of the status of the Tenements and the Tenement Applications (including in relation to native title claims) as at the dates those searches were conducted.

The interest of the Company in the Tenements and Tenement Applications is contractual in nature and depends on the enforceability of the Material Contracts provided to us by the Company, and on the Company and the other relevant parties fulfilling the terms of the Material Contracts. This Report is therefore subject to the enforceability of such Material Contracts and the parties to such Material Contracts fulfilling the terms of the Material Contracts.

2.2 Native Title Searches

We have considered the following material or conducted the following searches:

- (a) extracts from the Register of Native Title Claims (RNTC) maintained by the National Native Title Tribunal (NNTT) provided on 4 January 2005 obtained by in respect of registered native title claims identified in the TENGGRAPH Search (RNTC Search);
- (b) obtained a copy of what is called an "application summary report" from a schedule of native title claims maintained by the NNTT in respect of each of the native title claims not appearing on the RNTC which we obtained from the NNTT on 14 February 2005 (NNTT Search);
- (c) reviewed NNTT webpage at www.nntt.gov.au on 15 February 2005 to review the status of objections lodged under section 32 of the Native Title Act 1993 (Cth) (NTA) relating to the process for grant of the Tenement Applications and their progress through the so-called future act regime under the NTA (FA Search);
- (d) reviewed on line information at www.nntt.gov.au derived from the Register of Indigenous Land Use Agreements maintained by the NNTT under the NTA. On-line searches indicate that no Indigenous Land Use Agreement (ILUA) appears on the Register of Indigenous Land Use Agreements in relation to any area covered by the Tenements or the Tenement Applications; and
- (e) enquiries of relevant officers of the NNTT.

The key results of those searches are summarised in the Schedule Parts 1, 2 and 3.

2.3 Aboriginal Heritage Searches

We have:

- (a) conducted a search of the online register of Aboriginal heritage sites maintained by the Department of Indigenous Affairs in Western Australia (DIA) to search for any Aboriginal sites either on the interim or permanent register of Aboriginal sites maintained under the Aboriginal Heritage Act 1972 (WA) (Aboriginal Heritage Act) on 10 and 11 February 2005 (DIA Search);
- (b) enquired of the Australian Institute of Aboriginal and Torres Strait Islander Studies on 16 February 2005 as to whether any declarations have been made under the Aboriginal and Torres Strait Islander Heritage Protection Act 1984 (Cth) in respect of the land covered by the Tenements and Tenement Applications (AIATSIS Search).

The key results of these searches are summarised in the Schedule Parts 1, 2 and 4.

2.4 Underlying Tenure Searches

We have reviewed the TENGGRAPH Search for information on current underlying land tenure in relation to the area of the Tenements and Tenement Applications.

We have not conducted enquiries as to the historical land tenure underlying the areas of land the subject of the Tenements and the Tenement Applications. Nor have we investigated the validity of the grant of underlying land tenure identified in the TENGGRAPH Search. In this regard, we are unable to express an opinion on the likelihood of native title rights and interests having been extinguished by previous land grants affecting part or all of the land the subject of the Tenements or Tenement Applications.

Underlying land tenure identified is set out in the Schedule, Part 1.

3. ASSUMPTIONS AND QUALIFICATIONS

Our Report (including its Schedule) is based on, and subject to, the following assumptions and qualifications set out below and as otherwise specified elsewhere in this Report:

- (a) we have relied upon information provided by third parties, including various departments, in response to searches made, or caused to be made, by us and have relied upon that information, including the results of searches, being accurate, complete and up to date as at the date of its receipt by us;
- (b) references in the Schedule are taken from details shown on the searches we have obtained from the DOIR, DIA, AIATSIS and the NNTT. We have not undertaken independent surveys of the land the subject of the Tenements or Tenement Applications. Consequently we cannot verify the accuracy of the areas of the Tenements, the areas of the relevant native title claims or the location of any identified Aboriginal heritage site;
- (c) our review of the Register of Indigenous Land Use Agreements indicates that no ILUA has been registered in relation to any of the areas covered by the Tenements or the Tenement Applications. Further the Company has not indicated that it is aware of any agreements with registered or unregistered native title claimants allowing access to the land covered by the Tenement or the Tenement Applications. We have therefore assumed that no such land access agreements exist;
- (d) in relation to each Tenement Application, we express no opinion as to whether and when any Tenement Application will ultimately be granted, nor the conditions subject to which any Tenement Application may or may not be granted, in whole or in part;
- (e) where Ministerial consent is required in relation to the transfer of any Tenement or tenements granted as a result of the Tenement Application, we express no opinion as to whether such consent will be granted, or the consequences of consent being refused, although we are not aware of any matter which would cause consent to be refused;
- (f) in relation to any statement relating to whether each Tenement is in good standing, such statement is only based on the information contained in the relevant search on the instrument of title for that Tenement;
- (g) we have examined all of the material contracts provided to us and by the Company that related to the Tenements and the Tenement Applications (**Material Contracts**). Unless specifically noted, the Material Contracts are the only material contracts of which we are aware;
- (h) we have assumed that the stamp duty markings, seals and signatures on all the Material Contracts are authentic;

- (i) we have assumed that the Material Contracts were within the capacity and powers of, and were validly authorised, stamped or lodged for stamping (where necessary), executed, delivered by and are legally binding on and enforceable against the parties to them and comprise the entire agreement of the parties to each of them with respect to their respective subject matters;
- (j) we have assumed that the parties to each of the Material Contracts are complying with and will continue to comply with and fulfil the terms of the Material Contracts;
- (k) we have also assumed the completeness and the conformity to original documents or all copies reviewed;
- (l) where compliance with the terms and conditions of any Tenement or Tenement Application and the provisions of the Mining Act including requirements necessary to maintain the Tenements in good standing, or a possible claim in relation to the Tenements or Tenement Applications by third parties is not disclosed on the face of the searches referred to above, we express no opinion as to such compliance or claim;
- (m) the Mining Act generally provides that certain dealings in relation to Tenements are of no force prior to such dealing being approved and registered by the relevant authority. Notwithstanding that the parties to a registered dealing may have performed all of their obligations so that the relevant agreement has come to an end, it is not the practice to withdraw the agreement from the register. Accordingly, in many cases there are numerous dealings registered against the Tenements, many of which may be purely historical;
- (n) native title may exist in the areas covered by the Tenements and the Tenement Applications. In relation to native title whilst we have conducted searches to ascertain what native title claims, if any, have been lodged in the Federal Court and intersect the areas of the Tenements and the Tenement Applications, we have not conducted any independent investigations regarding the likely existence or non-existence of native title rights and interests in respect of those areas. Further since the NTA contains no sunset provisions preventing the future lodging of additional native title claims over the area of the Tenements and the Tenement Applications, we give no assurances as to whether the current claims will remain on foot in the Federal Court of Australia or whether new and additional claims may be lodged over the same area; and
- (o) Aboriginal heritage sites or objects as defined in the Aboriginal Heritage Act or under the *Aboriginal and Torres Strait Islander Heritage Protection Act 1984* (Cth) (**Commonwealth Heritage Act**) may exist in the areas covered by the Tenements and the Tenement Applications and yet not appear on the Register of Aboriginal Sites maintained by the DIA or be the subject of declaration under the Commonwealth Heritage Act. We have not conducted independent archaeological or ethnographic surveys to ascertain the existence or likely existence of any such Aboriginal heritage sites or objects within the areas of the Tenements or Tenement Applications.

4. MATERIAL CONTRACT REVIEW**4.1 General**

We have examined the Material Contracts listed under Part 5 of the Schedule. These are the only Material Contracts of which we are aware. The Material Contracts deal with the transfer to the Company of the Tenements and of the Tenement Applications following their grant.

4.2 Transfer of Tenements to the Company

- (a) In the case of the Allen Agreement (see Schedule Part 2, K and Part 5) Royce William Allen is not the registered holder or registered applicant for all of the Tenements and Tenement Applications which Mr Allen agreed to transfer to the Company pursuant to the Allen Agreement.
- (b) We have not been provided with copies of any agreement between Mr Allen and the registered holders or applicants for those Tenements and Tenement Applications for which he is not the registered holder or

applicant.

- (c) We have been provided with copies of Transfer forms (Form 23, *Mining Regulations* 1981) executed by the:
 - (i) registered applicants for Tenement Applications P16/1929 and P16/1935 (Mary Ganef and Royal Resources Pty Ltd) allowing transfer of those tenements to Allen following grant, but in each case these Transfer Form 23s are executed but not stamped;
 - (ii) registered applicant for Tenement Applications P16/2153 to P16/2162 and P24/3938 to P24/3942 (Zeendam Enterprises Pty Ltd) allowing their transfer following grant to the Company. In each case these Transfer Form 23s are unstamped. We have not been provided with copies of any agreement between Allen and Zeendam Enterprises Pty Ltd dealing with the arrangement between those two parties and cannot express an opinion as to whether Allen can challenge the Company's lodgement of the transfers provided to it by Zeendam Enterprises Pty Ltd.
 - (iii) registered applicant for Tenement Applications M24/646 and M24/807 (Centaur Mining and Exploration Ltd (Receivers and Managers Appointed) (Under Deed of Company Arrangement)) allowing their transfer following grant to OMG Cawse Pty Ltd. The Transfer Form 23s are executed and stamped. However we have not been provided with copies of any document evidencing an arrangement between OMG Cawse Pty Ltd and Allen under which these tenements will subsequently be transferred to Allen; and
 - (iv) registered applicant for Tenement Applications M24/802, M24/839 and M24/863 (OMG Cawse Pty Ltd) allowing their transfer following grant to Allen, but in each case these Transfer Form 23s are executed but not stamped.

- 4.3 In addition there are four (4) mining leases which are the subject of this Report and are dealt with in the Schedule but which are not the subject of any Material Contract. These are Tenement Applications M24/503, M24/641, M26/481 and M16/487. In each case the registered applicant is Royce William Allen. Each is an application under section 49 of the Mining Act for conversion of a granted prospecting licence to a mining lease. Each of the prospecting licences underlying the relevant mining lease application is the subject of the Allen Agreement. However if prior to transfer of the underlying prospecting licence to the Company, the mining lease is granted to Allen, we have not seen any evidence of an agreement obliging Allen to transfer the granted mining leases to the Company.

5. INFORMATION IN RELATION TO MINING TENEMENTS UNDER THE MINING ACT

5.1 Exploration Licences under the Mining Act

An exploration licence will remain in force for up to 5 years from the date of grant. The Minister may extend the term of an exploration licence by one or two years and then by a further period of one or two years and in exceptional circumstances by one further year.

The holder of an exploration licence is authorised to carry out exploratory operations of a kind described in the exploration licence with respect to its area. Exploration licences may be granted for areas of land not exceeding 70 blocks.

The holder of an exploration licence is obliged to pay an annual rent and to meet annual expenditure requirements. Failure to meet such requirements may mean that the exploration licence is vulnerable to an order for forfeiture. The rent and expenditure obligations and current status of these for the Tenements are summarised in the Schedule Parts 1, 2E and 2F.

Conditions are imposed on the grant of an exploration licence pursuant to the Mining Act and may be imposed

also under the Native Title Act. These include conditions relating to the environment and include a standard schedule of general exclusions and conditions established pursuant to the Mining Act. Endorsements and conditions affecting the Tenements are summarised in the Schedule Part 1 and Part 2C and 2D.

5.2 Exploration Licence Applications

The grant of an exploration licence under the Mining Act lies with the Minister following recommendation by the Mining Warden. We are unable to express any opinion as to whether and when the Minister will grant any exploration licence pursuant to any Tenement Application.

Under the Mining Act, where more than one tenement application covers the same area of land, all other things being equal, the first application applied for or marked out as required will be the one granted. The areas of overlap between the Tenement Applications and other tenements applications (**Affected Tenements**) are summarised in the Schedule Parts 1 and Part 2H.

The Mining Act provides that during the first year of its term, an exploration licence, or an interest in an Exploration Licence, may not be assigned, transferred, sublet, or made the subject of any trust or other dealing, whether directly or indirectly, without the consent in writing of the Minister, and any such transaction entered into without that consent will be void. Similarly, while an Exploration Licence may be charged without consent, no assignment or transfer of the licence for the purpose of enforcing a charge may be made without the consent in writing of the Minister.

5.3 Mining Leases under the Mining Act

A mining lease will remain in force for up to 21 years from the date of grant. The term may be extended as of right for a further 21 years and then for a further 21 years with Ministerial approval.

The holder of a mining lease, which may not exceed 10 square kilometres, is entitled to exclusive possession of the land for the purposes of mining, may work and mine the land for any minerals, remove and dispose of such minerals and do all acts and things necessary to effectually carry out mining operations in or under the land.

The holder of a mining lease is obliged to pay an annual rent and to meet annual expenditure requirements. Failure to meet such requirements may mean that the mining lease is vulnerable to an order for forfeiture. The rent and expenditure obligations and current status of these for the Tenements are summarised in the Schedule Parts 1, 2E and 2F.

Conditions are imposed on the grant of a mining lease pursuant to the Mining Act and be imposed also under the Native Title Act. These include conditions relating to the environment and include a standard schedule of general exclusions and conditions established pursuant to the Mining Act. Endorsements and conditions affecting the Tenements are summarised in the Schedule Part 1 and Part 2C and 2D.

5.4 Mining Lease Applications

The grant of mining leases under the Mining Act lies with the Minister on recommendation of the Mining Registrar. We are unable to express any opinion as to whether and when the Minister will grant any mining lease pursuant to any Tenement Application.

Under the Mining Act, where more than one tenement application covers the same area of land, all other things being equal, the first application applied for or marked out as required will be the one granted. The areas of overlap between the Tenement Applications and other tenements applications (**Affected Tenements**) are summarised in the Schedule Parts 1 and Part 2H.

Applications for mining leases are not transferable. It is a covenant and condition of a mining lease that the lessee not assign, underlet or part with possession of any part of a mining lease without the prior approval of the Minister or an officer of the relevant department acting on the authority of the Minister.

5.5 Prospecting Licences under the Mining Act

A prospecting licence will remain in force for up to 4 years from the date of grant.

The holder of a prospecting licence, which may not exceed 200 hectares in area, is entitled to prospect for minerals in the prescribed manner within the area of the prospecting licence

The holder of a prospecting licence is obliged to pay an annual rent and to meet annual expenditure requirements. Failure to meet such requirements may mean that the prospecting licence is vulnerable to an order for forfeiture. The rent and expenditure obligations and current status of these for the Tenements are summarised in the Schedule Parts 1, 2E and 2F

Conditions are imposed on the grant of a prospecting licence pursuant to the Mining Act and may be imposed also under the Native Title Act. These include conditions relating to the environment and include a standard schedule of general exclusions and conditions established pursuant to the Mining Act. Endorsements and conditions affecting the Tenements are summarised in the Schedule Part 1 and Part 2C and 2D.

5.6 Prospecting Licences Applications

The grant of a prospecting licence under the Mining Act lies with the Mining Warden. We are unable to express any opinion as to whether and when the Minister will grant any prospecting licence pursuant to any Tenement Application.

Under the Mining Act, where more than one tenement application covers the same area of land, all other things being equal, the first application applied for or marked out as required will be the one granted. The areas of overlap between the Tenement Applications and other tenements applications (**Affected Tenements**) are summarised in the Schedule Parts 1 and Part 2H.

Applications for prospecting licences are not transferable, but granted prospecting licences may be transferred at any time following grant without the need for Ministerial consent.

6. INFORMATION IN RELATION TO NATIVE TITLE

6.1 Native Title Generally

In June 1992 the High Court of Australia held in *Mabo v Queensland (No 2)* that the common law of Australia recognised that Aboriginal and Torres Strait Islander people are entitled to rights called "native title" in relation to their traditional lands and waters.

Generally, these native title rights to land and water will be recognised where:

- (a) the claimants can establish that they have maintained a continuous connection with the land in accordance with traditional laws and customs since British settlement in 1788; and
- (b) the native title rights have not been lawfully extinguished.

The High Court held that native title could be extinguished by the valid exercise of governmental powers provided there was a clear and plain intention to do so. In order for extinguishment to be lawful it must comply with the obligations imposed by the *Racial Discrimination Act 1975 (Commonwealth)* which came into operation on 31 October 1975.

On 1 January 1994 the *Native Title Act 1993 (Cth)* (**Native Title Act or NTA**) enacted by the Commonwealth parliament came into operation. The Native Title Act was substantially amended in 1998.

In summary, the Native Title Act:

- establishes the mechanism by which claims are filed and dealt with and determined in the Federal Court of Australia;
- establishes the position of a Native Title Registrar with responsibility to consider whether claims filed pass the requirements of the so-called registration test, maintain registers of native title claims, proven native title and Indigenous Land Use Agreements, provide mediation services to parties to native title claims; and
- establishes the National Native Title Tribunal with responsibility to assist the Native Title Registrar and provide services and support to parties to native title claims.

6.2 Native Title Claims

(a) Lodging a Claim

The Native Title Act provides for procedures whereby a claimant may lodge an application for a determination of native title with the Federal Court. These procedures require the Federal Court to refer a native title claim to the Native Title Registrar who must apply the registration test as set out in the Native Title Act.

(b) Registration Test

If the Native Title Registrar considers a claim satisfies the registration test, the claim is entered on the Register of Native Title Claims maintained by the Tribunal. If a claim fails to meet the registration test it may still be entered on the Register at a later date if additional information is provided by the native title claimants which satisfies the registration test. Both registered and unregistered native title claims proceed through the mediation and determination process in the Federal Court. However, claimants on unregistered claims do not usually have rights of notification or rights to negotiate under the Native Title Act in relation to activities such as the grant of mining tenements on the land the subject of their unregistered claim.

(c) The "Right to Negotiate" and the Future Act Regime under the Native Title Act

The Native Title Act provides procedures for the benefit of native title claimants that are collectively known as the future act regime. After registration of their native title claim, registered native title claimants will be entitled to the "right to negotiate" with respect to certain "acts" that may affect native title. The grant of a mining tenement in Western Australia is an act that may "affect" native title.

In Western Australia the State gives notice of its intention to proceed with the grant of a tenement in one of two ways, either under the so-called "right to negotiate" procedures operated by DOIR, or under the so-called "expedited procedure".

(i) The Expedited Procedure

Generally in relation to exploration licences and prospecting licences, the State issues a notice including a statement that the tenement should be granted under the expedited procedure. This means the tenement will be granted without negotiations with any native title claimants. Registered native title claimants may lodge an objection to this with the NNTT within 4 months of the notice issuing.

If no objection is lodged the NNTT does not become involved. It is then a matter for the State to proceed to grant the tenement under *Mining Act* procedures through the DOIR and the relevant Minister.

If one or more objections are lodged the matter is then dealt with by the NNTT. The parties may negotiate, agree that the expedited procedure may apply and consent to a determination that the expedited procedure does apply. Such agreements normally arise as a result of an agreement between

the relevant company and the claimant/objectors relating to Aboriginal heritage protection during the exploration phase on the land.

If there is a consent determination that the expedited procedure does apply, the State then proceeds to grant under the *Mining Act*.

If the parties do not reach such an agreement the matter must be heard and determined by the NNTT. The NNTT may decide that the expedited procedure does apply in which case the tenements may proceed to grant under the requirements of the *Mining Act*. Alternatively the Tribunal may determine that the expedited procedure does not apply in which case the process for grant of the tenement must comply with the right to negotiate provisions of the NTA administered by DOIR. The expedited procedure will not apply if the grant of the exploration licence or prospecting licence is likely to interfere with the claimants' community or social activities on the land, areas or sites of significance or involve major disturbance to any area of land or waters.

(ii) The Right to Negotiate

The "right to negotiate" provisions of the NTA require the parties, that is the State of Western Australia, the company to whom tenements may be granted and the registered native title parties, to negotiate in "good faith" and for a period of not less than 6 months following the publication of the State's notice that it intended to grant the mining lease.

If no agreement is reached in that time the matter may be referred to the NNTT for determination as to whether, under the NTA, the tenement may be granted. If it determines that the tenement may be granted, the NNTT may impose conditions on the grant additional to those imposed under the Mining Act.

(iii) Passage of Tenement Applications through the Future Act Regime

The State of Western Australia has not issued notices in relation to all the Tenement Applications. Where notices have been issued these are summarised in the Schedule Part 1 and Part 2J. In relation to those Tenement Applications that have been notified, their progress through the expedited procedure or the right to negotiate as relevant is also summarised in Schedule Part 1 and Part 2J.

(d) Proving a Claim

Whether a native title claim is registered or unregistered the native title claimants must prove that their claimed native title rights exist in the Federal Court, in order to have their claimed native title rights formally recognised. Native title claims may be resolved through a full trial, or may be the subject of a consent determination following a successful mediation process.

We have not undertaken any investigations to determine the content of the rights claimed, whether any of the claims might succeed or whether any further native title claims may be made of the relevant area.

However, if a native title claim is successfully proved, the then current holder of any mining tenement may be liable for compensation for any effect of the grant of that tenement on the native title proved to have existed. As yet, there has not been any determination of a compensation claim of this kind in Australia. We are not able to predict what compensation, if any, would be payable in the event that a compensation claim brought in relation to a mining tenement were successful.

6.3 Recent developments in Native Title Claims

The recent decision of the High Court in *Ward v State of Western Australia & Others (Ward)* has clarified some of the issues surrounding the recognition and extinguishment of native title. Most notable, it has provided that:

- (a) native title is a "bundle" of individual rights and interests that can coexist with other parties' rights and interests over the claimed land or water. It is the individual native title rights and interests that can be extinguished;
- (b) the evidence in *Ward* did not establish any rights or interests in minerals or petroleum; and
- (c) actions that may have extinguished native title after 31 October 1975 must not have specifically excluded native title claimants from their entitlement to compensation on the basis of their race.

6.4 Native Title Claims intersecting the Tenements and Tenement Applications

As a result of the RNTC and NNTT Searches it appears that the external boundaries of at least one and up to 3 registered native title claims intersect each of the Tenements and Tenement Applications. Additionally many of the Tenements and Tenement applications are intersected by two unregistered native title claims one of which retains rights to negotiate in respect of some Tenement Applications. Details of these native title claims are set out in the Schedule, Parts 1, 2A and 3.

As noted in the Schedule Part 3, one of the relevant native title claims, the Maduwongga People Claim, has been included in the Federal Court trial of the Wongatha Claim. The portion of the Maduwongga People Claim which intersects the Wongatha Claim has been included in the Wongatha trial and will be the subject of the judgment in that trial which is expected sometime in 2005. That section of the Maduwongga claim does not intersect any of the Tenements or Tenement Applications so the outcome of the Wongatha trial will not affect the Tenements and the Tenement Applications directly.

Otherwise, neither the remaining section of the Maduwongga People Claim nor any other claim intersecting the Tenements and the Tenement Applications is listed for trial or involved in active mediation that might lead to a consent determination at this time.

6.5 Validity of Tenements in relation to Native Title

Save as set out below we have not undertaken any independent investigation as to whether the granted Tenements have been validly granted in relation to native title considerations.

A question of validity of grant in relation to native title may arise for Tenements granted during a period from approximately October 2001 to February 2002. During this period the State of WA granted certain tenements without proceeding through the future act regime under the Native Title Act on the basis of one aspect of the Full Federal Court decision in *State of WA v Ward* (2000) 170 ALR 159 since overturned on this point by the High Court. According to the DOIR Searches, no Tenements were granted during this period.

7. ABORIGINAL HERITAGE

Compliance with the Aboriginal Heritage Act is a standard condition imposed on mining tenements in Western Australia. The Aboriginal Heritage Act applies to the Tenements and the Tenement Applications.

It is an offence under the Aboriginal Heritage Act for a person to damage or in any way alter an Aboriginal site or any object on or under an Aboriginal site.

A register of Aboriginal Sites is kept under the Aboriginal Heritage Act. However, sites and objects of significance to Aboriginal persons are protected by the Act whether or not those sites are registered under the Aboriginal Heritage Act.

According to the DIA Search a number of Aboriginal heritage sites are located within the boundaries of several of the Tenements or Tenement Applications. Information about the sites is set out in the Schedule Part 2B and summarised in the Tables in the Schedule, Parts 1 and 3.

The *Aboriginal and Torres Strait Islander Heritage Protection Act 1984 (Commonwealth)* may also apply to and

protect significant Aboriginal areas and objects. Such protection is afforded by means of temporary or permanent declarations issued by the Commonwealth Minister with responsibility for Indigenous Affairs. According to the AIATSIS search there are no current declarations affecting the area of any of the Tenements or Tenement Applications.

8. CONCLUSION

Gadens Lawyers has given its written consent to the issue of the Prospectus with this Report in the form and context in which it is included, and has not withdrawn its consent prior to the lodgement of the Prospectus with the Australian Securities and Investment Commission. This Report has been prepared only for the purposes of this Prospectus and is not to be relied on for any other purposes.

Gadens Lawyers has also given, and has not withdrawn its consent to be named as solicitors to the Company in the Prospectus, in the form and in context in which this appears in the Prospectus.

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

Gadens Lawyers will be paid its normal and usual professional fees for the preparation of this Report. Except than in respect of its professional fees and otherwise disclosed in the Prospectus, Gadens Lawyers has no interest in the promotion of the Company.

Yours faithfully

GADENS LAWYERS



Schedule

Part 1 – Tenement Summary

Tenement	Status	Registered Holder/Applicant	Shares Held	Grant Date (Application Date)	Expiry Date	Area	Annual Rent	Minimum Annual Expenditure	Registered Encumbrances and Dealings	Affected Tenements	Underlying Tenure	Comment	Native Title Claims
Jackpot Project													
M15/1341	Granted	Roy Bernard Joseph Miles	100/100	29/12/2000	28/12/2021	9.7 ha	\$130.90	\$10,000.00	Caveat 847H/001, Dealing Withdrawal 264H/012, Bond PE7385, Fines 177979, Fines 178980	M15/1359 (granted – see below)	Unallocated Crown Land Road Reserve (Cairns Road)	A1-5 B1 C2, 6 D1, 3, 4, 5, 12, 19, 20, 30, 31 E1 F1 K3	Gubrun WC95/027, WG2/98 Kalamia Kabudjin People WC97/100, WG6216/98 Widji People WC98/027, WG6243/98 Maduwonga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98
M15/1357	Granted	Peter James Djekic Yvonne Maureen Vorster	50/100	12/02/2001	11/02/2022	4.84ha	\$65.45	\$5,000.00	Caveat 923H/001, Dealing Withdrawal 260H/012, Transfer/Devoluti on 38/034	L15/112 (granted)	Unallocated Crown Land Pastoral Lease 3114/1222 (Mt Burgess) Road Reserve (Cairns Road)	A1-5 B1 C7, 2 D1, 3, 4, 5, 18, 36, 37, 38, 39 E1 F1 I11 K4, 5	Gubrun WC95/027, WG2/98 Kalamia Kabudjin People WC97/100, WG6216/98 Widji People WC98/027, WG6243/98 Maduwonga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98
M15/1358	Granted	Peter James Djekic and Yvonne Vorster	50/100 50/100	12/02/2001	11/02/2022	9.70ha	\$130.90	\$10,000.00	Caveat 924H/001, Dealing Withdrawal 260H/012, Transfer/Devoluti on 48/034	Nil	Unallocated Crown Land	A1-5 B1 C7, 2 D1, 14, 17, 20, 3, 4 E1 F1	Gubrun WC95/027, WG2/98 Kalamia Kabudjin People WC97/100, WG6216/98 Widji People WC98/027, WG6243/98

Tenement	Status	Registered Holder/Applicant	Shares Held	Grant Date (Application Date)	Expiry Date	Area	Annual Rent	Minimum Annual Expenditure	Registered Encumbrances and Dealings	Affected Tenements	Underlying Tenure	Comment	Native Title Claims
M15/1359	Granted	Roy Bernard Joseph Miles	100/100	12/02/2001	11/02/2022	9.70ha	\$130.90	\$10,000.00	Caveat 925H/001, Dealing Withdrawal 260H/012.	M15/1341 (granted - see above)	Unallocated Crown Land	A1-5 B1 C7, 2 D3, 4, 5, 18, 20, 36, 37 E1 F1 K3	Gubrun WC95/027, WG2/98 Kalamia Kabudin People WC97/100, WG6216/98 Widji People WC98/027, WG6243/98 Maduwonga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98
Broad Arrow Project													
M24/282	Granted	Royce William Allen	96/96	29/03/1989	28/03/2010	75ha	\$981.75	\$10,000.00	Caveat 1141H/92 3, Dealing Withdrawal 155H/934, Agreement 22H/945, Caveat 421H/945 Agreement 216H/956, Caveat 344H/989 Agreement 41H/989, Caveat KA15/98 9, Caveat KA31/98 9, Mortgage 3H/99 O, Mortgage Discharge 215H/001, Dealing	P24/2681 (granted - see below)	Unallocated Crown Land Crown 10363 Rifle Range	A1-5 B1 D1, 3, 4, 7, 12, 13, 14, 15, 16 E1 F1 I1 K1	Gubrun WC95/027, WG2/98 Kalamia Kabudin People WC97/100, WG6216/98 Widji People WC98/027, WG6243/98 Maduwonga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98

Tenement	Status	Registered Holder/Applicant	Shares Held	Grant Date (Application Date)	Expiry Date	Area	Annual Rent	Minimum Annual Expenditure	Registered Encumbrances and Dealings	Affected Tenements	Underlying Tenure	Comment	Native Title Claims
M24/472	Granted	Royce William Allen	96/96	05/09/1997	04/09/2018	4.84ha	\$65.45	\$5,000.00	Objections KAT5 4/945, Caveat 339H/989, Agreement 41H/989, Caveat KAT16/989, Caveat KAT32/989, Mortgage 3H/990, Mortgage Discharge 215H/001, Dealing Withdrawal 198H/034, Dealing Withdrawal 209H/034.	L24/178 (granted), L24/179 (pending), M24/503 (pending - see below)	Unallocated Crown Land Road Reserve 948	A1-5 B3 C3, 4, 5 D1, 3, 4, 7, 12, 18, 20, 21 E1 F1 I2 K1	Gubrun WC95/027, WG2/98 Kalamia Kabudjin People WC97/100, WG6216/98 Widji People WC98/027, WG6243/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98
M24/485	Pending	Royce William Allen	96/96	(24/10/1995) (Section 49 conversion - see P24/2571 below)	N/A	9.65ha	N/A	N/A	Deemed Transfer 78279, Deemed Transfer 198/485	P24/2571 (granted - see below)	Unallocated Crown Land	A1-5 B1	Gubrun WC95/027, WG2/98 Kalamia Kabudjin People WC97/100, WG6216/98 Widji People WC98/027, WG6243/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98
M24/503	Pending	Royce William Allen	96/96	(16/06/1995) (Section 49 conversion - see P24/2679, 24/2680)	N/A	491ha	N/A	N/A	Deemed Transfer 78291, Deemed Transfer 198/486,	L24/178 (granted), L24/179 (pending), L24/180 (pending)	Unallocated Crown Land CR10363-Rifle Range Road Reserve	A1-5 B4 H1 I7	Gubrun WC95/027, WG2/98 Kalamia Kabudjin People WC97/100, WG6216/98 Widji People WC98/027,

Tenement	Status	Registered Holder/Applicant	Shares Held	Grant Date (Application Date)	Expiry Date	Area	Annual Rent	Minimum Annual Expenditure	Registered Encumbrances and Dealings	Affected Tenements	Underlying Tenure	Comment	Native Title Claims
				24/2/81 (below)						M24/472 (granted – see above) M24/565 (granted) P24/2679-81 (granted – see below) P24/3885 (pending)	948		WG624398 Maduwonga WC9909, WG76/97 Central West Goldfields WC99029, WG65/98
M24/641	Pending	Royce William Allen	100/100	(16/04/1997) (Section 49 conversion – see P24/3108, 24/3389, 24/3395 below)	N/A	111ha	N/A	N/A	Mortgage 3H/99 6, Deemed Transfer 78283, Deeded Transfer 19H/481	P24/3108, P24/3389, P24/3395 (all granted – see below)	Unallocated Crown Land	A1-5 B2 I8	Gubrun WC95/027, WG2/98 Kalamaia Kabudjin People WC97/100, WG6216/98 Widji People WC98/027, WG6243/98 Maduwonga WC9909, WG76/97 Central West Goldfields WC99029, WG65/98
P24/2571	Granted	Royce William Allen	96/96	27/02/1991	26/02/1993 Extension to 26/02/1995 Section 49 application for M24/485 pending	9.63ha	\$18.70	\$2,000.00	Application to Amend KA39/91 2. Extension Renewal of Term KA215/923 Caveat 114H/92 3. Dealing Withdrawal 158H/934, Agreement 22H/945, Caveat 418H/945 Conversion 3595/9, Agreement 216H/956, Caveat 333H/989	M24/485 (pending – see above)	Unallocated Crown Land	A1-5 B1 D1, 3, 4, 5, I3 E1 F1 I3 K1	Gubrun WC95/027, WG2/98 Kalamaia Kabudjin People WC97/100, WG6216/98 Widji People WC98/027, WG6243/98 Maduwonga WC9909, WG76/97 Central West Goldfields WC99029, WG65/98

Tenement	Status	Registered Holder/Applicant	Shares Held	Grant Date (Application Date)	Expiry Date	Area	Annual Rent	Minimum Annual Expenditure	Registered Encumbrances and Dealings	Affected Tenements	Underlying Tenure	Comment	Native Title Claims
P24/2679	Granted	Royce William Allen	100/100	31/07/1991	30/07/1993 Extension to 30/07/1995 Section 49 application for M24/503 pending	199ha	\$372.13	\$7,960.00	Agreement 41H/989, Caveat KA7/989, Caveat KA23/989, Mortgage 3H/990, Discharge 215H/001, Dealing Withdrawal 190H/034, Dealing Withdrawal 212H/034	L24/178 (granted), L24/179 (pending), L24/180 (pending), M24/503 (pending – see above)	Unallocated Crown Land Road Reserve No 948	A1-5 B4 D1, 3, 4, 5, 13, 22 E1 F1 G1 I4 K1	Gubrun WC95/027, WG2/98 Kalamia Kabud(hn People WC97/100, WG6216/98 Widji People WC98/027, WG6243/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98

Tenement	Status	Registered Holder/Applicant	Shares Held	Grant Date (Application Date)	Expiry Date	Area	Annual Rent	Minimum Annual Expenditure	Registered Encumbrances and Dealings	Affected Tenements	Underlying Tenure	Comment	Native Title Claims
P24/2680	Granted	Royce William Allen	100/100	31/07/1991	30/07/1993 Extension to 30/07/1995 Section 49 application for M24/503 pending	161ha	\$301.07	\$6,440.00	Application to Amend KA123/901, Caveat 1146H/923, Extension/Renewal of Term KA21/934, Dealing Withdrawal 160H/934, Agreement 22H/945, Caveat 4158/945, Conversion 36018, Agreement 216H/956, Caveat 337H/989, Agreement 41H/989, Caveat KA9/989, Caveat KA25/989, Mortgage 3H/990, Mortgage Discharge 215H/001, Dealing Withdrawal 192H/304, Dealing Withdrawal 214H/034, Fines 204488	M24/503 (pending – see above), M24/753 (pending)	Unallocated Crown Land	A1-5 B1 D1, 3, 4, 5, 13, 23 E1 F1 G2 I4 K1	Gubrun WC95/027, WG2/98 Kalamaia Kabudjin People WC97/100, WG62/6/98 Widji People WC98/027, WG624/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98
P24/2681	Granted	Royce William Allen	100/100	31/07/1991	30/07/1993 Extension to	107ha	\$200.09	\$4,280.00	Caveat 1147H/923, Fines 204488	M24/282 (granted – see above)	Unallocated Crown Land	A1-5 B1	Gubrun WC95/027, WG2/98

Tenement	Status	Registered Holder/Applicant	Shares Held	Grant Date (Application Date)	Expiry Date	Area	Annual Rent	Minimum Annual Expenditure	Registered Encumbrances and Dealings	Affected Tenements	Underlying Tenure	Comment	Native Title Claims
					30/07/1995 Section 49 application for M24/503 pending				Extension/Renewal of Term KA22/934, Agreement 22H/945, Caveat 420H/945 Conversion 36018, Agreement 216H/956, Caveat 336H/989 Agreement 41H/989, Caveat KA10/989, Caveat KA36/989, Mortgage 3H/990, Mortgage Discharge 215H/001, Dealing Withdrawal 193H/034, Dealing Withdrawal 215H/034, Fines 204489	above), M24/503 (pending – see above)	CR10363-Rifle Range	D1, 3, 4, 13, 17, 24 E1 F1 G3 I4 K1	Kalamaia Kabudjin People WC97/100, WG6216/98 Widji People WC98/027, WG6243/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98
P24/3108	Granted	Royce William Allen	100/100	10/05/1993	09/05/1995 Extension to 09/05/1997 Section 49 application for M24/641 pending	79ha	\$147.73	\$3,160.00	Agreement 22H/945, Caveat 417H/945 Extension/Renewal of Term KA421/945 Agreement 216H/956, Conversion 36596, Caveat 322H/989	M24/641 (pending – see above)	Unallocated Crown Land	A1-5 B1 C8 D1, 3, 4, 13, 17, 30 E1 F1 I3 K1	Gubrun WC95/027, WG2/98 Kalamaia Kabudjin People WC97/100, WG6216/98 Widji People WC98/027, WG6243/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98

Tenement	Status	Registered Holder/Applicant	Shares Held	Grant Date (Application Date)	Expiry Date	Area	Annual Rent	Minimum Annual Expenditure	Registered Encumbrances and Dealings	Affected Tenements	Underlying Tenure	Comment	Native Title Claims
P24/3389	Granted	Royce William Allen	96/96	25/11/1994	24/11/1998	10ha	\$18.70	\$2,000.00	Agreement 41H/989 Caveat KA11/989 9, Caveat KA27/989 9, Mortgage 3H/990 Mortgage 0, Discharge 215H/001, Dealing Withdrawal 194H/034, Dealing Withdrawal 216H/034	M24/641 (pending – see above)	Unallocated Crown Land	A1-5 B1 C2 D1, 3, 4, 5, Z5 E2 F2 I5 K1	Gubrun WC95/027, WG2/98 Kalamaia Kabudjin People WC97/100, WG62/16/98 Widji People WC98/027, WG62/43/98 Madukwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98
P24/3395	Granted	Royce William	96/96	25/11/1994	24/11/1998	19.2ha	\$37.40	\$2,000.00	Agreement 41H/989, Caveat KA12/989 9, Caveat KA28/989 9, Mortgage 3H/990 Mortgage 0, Discharge 215H/001, Dealing Withdrawal 195H/034, Dealing Withdrawal 217H/034	M24/641	Unallocated	A1-5	Gubrun WC95/027,

Tenement	Status	Registered Holder/Applicant	Shares Held	Grant Date (Application Date)	Expiry Date	Area	Annual Rent	Minimum Annual Expenditure	Registered Encumbrances and Dealings	Affected Tenements	Underlying Tenure	Comment	Native Title Claims
		Allen			Section 49 application for M24/641 pending				6, Fines 37447, Caveat 335H/989, Agreement 41H/989, Caveat KA13/989, Caveat KA29/989, Mortgage 3H/990, Mortgage Discharge 215H/001, Dealing Withdrawal 196H/034, Dealing Withdrawal 21H/034, Objection KA18/045, Fines 204492	(pending -- see above)	Crown Land	B1 C2 D1, 3, 4, 5 E2 F2 G4 I6 K1	WG2/98 Kalamia Kabudln People WC97/100, WG6216/98 Widji People WC98/027, WG6243/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98
P24/3938	Pending	Zeedam Enterprises Pty Ltd	100/100	(30/03/2004)	N/A	184ha	N/A	N/A	Extension of Time -- Other 197221, Extension of Time -- Advert 197657, Extension of Time -- Other 197661	L24/178 (granted), L24/179 (pending) and M24/753 (pending - 1.73ha, 0.9%))	Unallocated Crown Land Road Reserve No 948	A1-5 B1 I7 K1	Gubrun WC95/027, WG2/98 Kalamia Kabudln People WC97/100, WG6216/98 Widji People WC98/027, WG6243/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98
P24/3939	Pending	Zeedam Enterprises Pty Ltd	100/100	(30/03/2004)	N/A	198ha	N/A	N/A	Extension of Time -- Other 197221	E24/135 (pending -- 2.86ha, 1.4%))	Unallocated Crown Land Pastoral Lease 3114/1000 (Kanowna)	A1-5 B5 H2 K1	Gubrun WC95/027, WG2/98 Kalamia Kabudln People WC97/100, WG6216/98 Widji People WC98/027, WG6243/98 Maduwongga WC99/09, WG76/97

Tenement	Status	Registered Holder/Applicant	Shares Held	Grant Date (Application Date)	Expiry Date	Area	Annual Rent	Minimum Annual Expenditure	Registered Encumbrances and Dealings	Affected Tenements	Underlying Tenure	Comment	Native Title Claims
P24/3940	Pending	Zeedam Enterprises Pty Ltd	100/100	(30/03/2004)	N/A	188ha	N/A	N/A	Extension of Time – Other 197221 Extension of Time – Advert 197657	Nil	Unallocated Crown Land Pastoral Lease 3114/1000 (Kanowna)	A1-5 B1 K1	Central West Goldfields WC99/029, WG65/98 Gubrun WC95/027, WG2/98 Kalamaia Kabudjin People WC97/100, WG6216/98 Widji People WC98/027, WG6243/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98
P24/3941	Pending	Zeedam Enterprises Pty Ltd	100/100	(30/03/2004)	N/A	200ha	N/A	N/A	Extension of Time – Other 197221	E24/135 (pending – 28.4ha, 14.3%)	Pastoral Lease 3114/1000 (Kanowna)	A1-5 B1 H2 K1	Gubrun WC95/027, WG2/98 Kalamaia Kabudjin People WC97/100, WG6216/98 Widji People WC98/027, WG6243/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98
P24/3942	Pending	Zeedam Enterprises Pty Ltd	100/100	(30/03/2004)	N/A	195ha	N/A	N/A	Extension of Time – Other 197221	E24/135 (pending – 10.88ha, 5.6%)	Unallocated Crown Land Pastoral Lease 3114/1000 (Kanowna)	A1-5 B2 H2 K1	Gubrun WC95/027, WG2/98 Kalamaia Kabudjin People WC97/100, WG6216/98 Widji People WC98/027, WG6243/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98

Tenement	Status	Registered Holder/Applicant	Shares Held	Grant Date (Application Date)	Expiry Date	Area	Annual Rent	Minimum Annual Expenditure	Registered Encumbrances and Dealings	Affected Tenements	Underlying Tenure	Comment	Native Title Claims
Dunnsville Project													
E16/293	Granted	Royce William Allen	100/100	16/01/2004	15/01/2009	Ten (10) blocks	\$990.00	\$20,000.00	Nil	Nil	Pastoral Lease 3114/1222 (Mt Burgess)	A1, 2, 4, 5 B1 C1 D1, 2, 4, 5, 8, 10 E4 F3 K1	Gubrun WC95/027, WG2/98 Kalamaia Kabudjin People WC97/100, WG6216/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98
E16/294	Granted	Royce William Allen	100/100	16/01/2004	15/01/2009	Eleven (11) blocks	\$1,089.00	\$20,000.00	Nil	Nil	Pastoral Lease 3114/1222 (Mt Burgess)	A1, 2, 4, 5 B1 C2 D1, 2, 4, 5, 9, 10 E4 F3 K1	Gubrun WC95/027, WG2/98 Kalamaia Kabudjin People WC97/100, WG6216/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98
E16/258	Pending	Frank John Robinson	20/20	(24/01/2001)	N/A	Sixteen (16) Blocks	N/A	N/A	Nil	L16/218(granted), E16/237(granted), E16/257(pending – 100% overlap), L16/76 L16/76 L16/76 (pending), (pending)	Pastoral Lease 3114/1084 (Credo)	A1, 2, 4, 5 B1 H3 J1 K2	Gubrun WC95/027, WG2/98 Kalamaia Kabudjin People WC97/100, WG6216/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98
E16/259	Pending	Frank John Robinson	20/20	(24/01/2001)	N/A	Twenty one (21) Blocks	N/A	N/A	Nil	L16/58 (granted), M16/394 (pending – 29.5ha, 0.5%)	Pastoral Lease 3114/1222 (Mt Burgess) Pastoral Lease 3114/1084 (Credo)	A1, 2, 4, 5 B1 H2 K2	Gubrun WC95/027, WG2/98 Kalamaia Kabudjin People WC97/100, WG6216/98 Maduwongga WC99/09, WG76/97

Tenement	Status	Registered Holder/Applicant	Shares Held	Grant Date (Application Date)	Expiry Date	Area	Annual Rent	Minimum Annual Expenditure	Registered Encumbrances and Dealings	Affected Tenements	Underlying Tenure	Comment	Native Title Claims
E16/296	Pending	Royce William Allen	100/100	(14/01/2003)	N/A	Eight (8) Blocks	N/A	N/A	Nil	M16/264 (granted), M16/383 (pending – 720 ha, 30.5%), M16/394 (pending – 37.54ha, 1.6%)	Pastoral Lease 3114/1222 (Mt Burgess) Pastoral Lease 3114/1084 (Credo)	A1, 2, 4, 5 B6 H2 K1	Central West Goldfields WC99/029, WG65/98 Gubrun WC95/027, WG2/98 Kalamaia Kabudjin People WC97/100, WG62/16/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98
E16/297	Pending	Royce William Allen	100/100	(14/01/2003)	N/A	Six (6) Blocks	N/A	N/A	Nil	E16/218 (granted), E16/226 (granted), L16/58 (granted)	Pastoral Lease 3114/1222 (Mt Burgess) Pastoral Lease 3114/1084 (Credo)	A1, 2, 4, 5 B1 K1	Gubrun WC95/027, WG2/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98
E16/303	Pending	Royce William Allen	100/100	(16/07/2003)	N/A	Three (3) Blocks	N/A	N/A	Nil	P16/2118 (pending – 65.59ha, 7.1%), P16/2119 (pending – 12.53ha, 1.4%)	Pastoral Lease 3114/1222 (Mt Burgess)	A1, 2, 4, 5 B1 H2 K1	Gubrun WC95/027, WG2/98 Kalamaia Kabudjin People WC97/100, WG62/16/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98
M16/474	Pending	Royce William Allen	100/100	(13/05/2003) (Section 49 conversion – see P16/1926 below)	N/A	178ha	N/A	N/A	Nil	E16/314 (pending – 25.01ha, 13.8%), P16/1926 (granted – see below), P16/1986 (granted)	Pastoral Lease 3114/1222 (Mt Burgess)	A1, 2, 4, 5 B1 H2 K1	Gubrun WC95/027, WG2/98 Kalamaia Kabudjin People WC97/100, WG62/16/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98

Tenement	Status	Registered Holder/Applicant	Shares Held	Grant Date (Application Date)	Expiry Date	Area	Annual Rent	Minimum Annual Expenditure	Registered Encumbrances and Dealings	Affected Tenements	Underlying Tenure	Comment	Native Title Claims
M16/481	Pending	Royce William Allen	100/100	(11/03/2004) (Section 49 conversion – see P16/2021 below)	N/A	120ha	N/A	N/A	Extension of Time – Other 195692, Objection C040/034	L16/62 (granted), P16/2021 (granted – see below)	Pastoral Lease 3114/1222 (Mk Burgess)	A1, 2, 4, 5 B1	Gubrun WC95/027, WG2/98 Kalamala Kabudjin People WC97/100, WG6216/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98
M16/487	Pending	Royce William Allen	100/100	(03/06/2004) (Section 49 conversion – see P16/2006 below)	N/A	19.43ha	N/A	N/A	Nil	P16/1981 (granted), P16/1984 (granted), P16/2006 (granted – see below)	Pastoral Lease 3114/1222 (Mk Burgess)	A1, 2, 4, 5 B1	Gubrun WC95/027, WG2/98 Kalamala Kabudjin People WC97/100, WG6216/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98
P16/1926	Granted	Royce William Allen	96/96	25/05/1999 (Section 49 application for M16/474 pending)	24/05/2003 Section 49 application for M16/474 pending	178ha	\$332.86	\$7,120.00	Conversion 178643	L16/314 (pending), N16/474 (pending – see above), P16/1986 (granted)	Pastoral Lease 3114/1222 (Mk Burgess)	A1, 2, 4, 5 B1 C2 D1, 3, 4, 5, 9, 11 E1 F1 I15 K1	Gubrun WC95/027, WG2/98 Kalamala Kabudjin People WC97/100, WG6216/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98
P16/2006	Granted	Royce William Allen	96/96	06/06/2000 (Section 49 application for M16/487 pending)	05/06/2004 Section 49 application for M16/487 pending	19.43	\$37.40	\$2,000.00	Conversion 198796	M16/487 (pending – see above), P16/1981 (granted), P16/1984 (granted)	Pastoral Lease 3114/1222 (Mk Burgess)	A1, 2, 4, 5 B1 C2 D1, 3, 4, 5, 9, 11 E1 F1 I9 K1	Gubrun WC95/027, WG2/98 Kalamala Kabudjin People WC97/100, WG6216/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98

Tenement	Status	Registered Holder/Applicant	Shares Held	Grant Date (Application Date)	Expiry Date	Area	Annual Rent	Minimum Annual Expenditure	Registered Encumbrances and Dealings	Affected Tenements	Underlying Tenure	Comment	Native Title Claims
P16/2021	Granted	Royce William Allen	96/96	28/03/2000	27/03/2004 Section 49 application for M16/481 pending	120ha	\$224.40	\$4,800.00	Copy document C05/990 Conversion 194356 Fines 2000081	L16/62 (granted), M16/481 (pending – see above)	Pastoral Lease 3114/1222 (Mlt Burgess)	A1, 2, 4, 5 B1 C2 D1, 3, 4, 5, 9, 11 E1 F1 G5 I10 K1	Gubrun WC95/027, WG2/98 Kalamaia Kabudjin People WC97/100, WG62/16/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98
P16/1929	Pending	Mary Ganefff Royal Resources Pty Ltd	48/96 48/96	(23/06/1997)	N/A	200ha	N/A	N/A	Application to Amend C012/978	M16/461 (pending)	Pastoral Lease 3114/1222 (Mlt Burgess)	A1, 2, 4, 5 B1 H1 K1	Gubrun WC95/027, WG2/98 Kalamaia Kabudjin People WC97/100, WG62/16/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98
P16/1935	Pending	Mary Ganefff Royal Resources Pty Ltd	48/96 48/96	(23/06/1997)	N/A	190ha	N/A	N/A	Nil	M16/461 (pending)	Pastoral Lease 3114/1222 (Mlt Burgess)	A1, 2, 4, 5 B1 H1 K1	Gubrun WC95/027, WG2/98 Kalamaia Kabudjin People WC97/100, WG62/16/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98
P16/2153	Pending	Zeebam Enterprises Pty Ltd	100/100	(03/12/2001)	N/A	200ha	N/A	N/A	Nil	L16/314 (pending), L16/62 (granted)	Pastoral Lease 3114/1222 (Mlt Burgess)	A1, 2, 4, 5 B1 H1 K1	Gubrun WC95/027, WG2/98 Kalamaia Kabudjin People WC97/100, WG62/16/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98

Tenement	Status	Registered Holder/Applicant	Shares Held	Grant Date (Application Date)	Expiry Date	Area	Annual Rent	Minimum Annual Expenditure	Registered Encumbrances and Dealings	Affected Tenements	Underlying Tenure	Comment	Native Title Claims
P16/2154	Pending	Zeedam Enterprises Pty Ltd	100/100	(03/12/2001)	N/A	200ha	N/A	N/A	Nil	Nil	Pastoral Lease 3114/1222 (Mt Burgess)	A1, 2, 4, 5 B1 K1	Gubrun WC95/027, WG2/98 Kalamaia Kabudjin People WC97/100, WG6216/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98
P16/2155	Pending	Zeedam Enterprises Pty Ltd	100/100	(03/12/2001)	N/A	191ha	N/A	N/A	Nil	E16/314 (pending)	Pastoral Lease 3114/1222 (Mt Burgess)	A1, 2, 4, 5 B1 H1 K1	Gubrun WC95/027, WG2/98 Kalamaia Kabudjin People WC97/100, WG6216/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98
P16/2156	Pending	Zeedam Enterprises Pty Ltd	100/100	(04/12/2001)	N/A	200ha	N/A	N/A	Application to Amend CO9/012	Nil	Pastoral Lease 3114/1222 (Mt Burgess)	A1, 2, 4, 5 B1 K1	Gubrun WC95/027, WG2/98 Kalamaia Kabudjin People WC97/100, WG6216/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98
P16/2157	Pending	Zeedam Enterprises Pty Ltd	100/100	(04/12/2001)	N/A	200ha	N/A	N/A	Nil	Nil	Pastoral Lease 3114/1222 (Mt Burgess)	A1, 2, 4, 5 B1 K1	Gubrun WC95/027, WG2/98 Kalamaia Kabudjin People WC97/100, WG6216/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98

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P16/2158	Pending	Zeedam Enterprises Pty Ltd	100/100	(04/12/2001)	N/A	180ha	N/A	N/A	Nil	Nil	Pastoral Lease 3114/1222 (Mt Burgess) CR 4285-Cemetery	A1, 2, 4, 5 B1 K1	Gubrun WC95/027, WG2/98 Kalamaia Kabudjin People WC97/100, WG6216/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98
P16/2159	Pending	Zeedam Enterprises Pty Ltd	100/100	(04/12/2001)	N/A	182ha	N/A	N/A	Nil	Nil	Pastoral Lease 3114/1222 (Mt Burgess)	A1, 2, 4, 5 B1 K1	Gubrun WC95/027, WG2/98 Kalamaia Kabudjin People WC97/100, WG6216/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98
P16/2160	Pending	Zeedam Enterprises Pty Ltd	100/100	(04/12/2001)	N/A	179ha	N/A	N/A	Nil	M16/473 (pending), P16/1951 (granted)	Pastoral Lease 3114/1222 (Mt Burgess)	A1, 2, 4, 5 B1 H1 K1	Gubrun WC95/027, WG2/98 Kalamaia Kabudjin People WC97/100, WG6216/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98
P16/2161	Pending	Zeedam Enterprises Pty Ltd	100/100	(04/12/2001)	N/A	139ha	N/A	N/A	Nil	Nil	Pastoral Lease 3114/1222 (Mt Burgess)	A1, 2, 4, 5 B1 K1	Gubrun WC95/027, WG2/98 Kalamaia Kabudjin People WC97/100, WG6216/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98

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P16/2162	Pending	Zeelam Enterprises Pty Ltd	100/100	(04/12/2001)	N/A	122ha	N/A	N/A	Application to Amend CO10/012	Nil	Pastoral Lease 3114/1222 (Mt Burgess)	A1, 2, 4, 5 B1 K1	Gubrun WC95/027, WG2/98 Kalamaia Kabud(n) People WC97/100, WG6216/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98
P16/2188	Pending	Royce William Allen	100/100	(16/07/2003)	N/A	197ha	N/A	N/A	Nil	Nil	Pastoral Lease 3114/1222 (Mt Burgess)	A1, 2, 4, 5 B1 K1	Gubrun WC95/027, WG2/98 Kalamaia Kabud(n) People WC97/100, WG6216/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98
P16/2189	Pending	Royce William Allen	100/100	(16/07/2003)	N/A	185ha	N/A	N/A	Nil	P16/2120 (pending = 0.01ha, <0.1%)	Pastoral Lease 3114/1222 (Mt Burgess)	A1, 2, 4, 5 B1 H2 K1	Gubrun WC95/027, WG2/98 Kalamaia Kabud(n) People WC97/100, WG6216/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98
P16/2190	Pending	Royce William Allen	100/100	(16/07/2003)	N/A	197ha	N/A	N/A	Nil	Nil	Pastoral Lease 3114/1222 (Mt Burgess)	A1, 2, 4, 5 B1 L1	Gubrun WC95/027, WG2/98 Kalamaia Kabud(n) People WC97/100, WG6216/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98

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P16/2191	Pending	Royce William Allen	100/100	(16/07/2003)	N/A	185ha	N/A	N/A	Nil	E15/788 (pending – 16.33ha, 9.0%)	Pastoral Lease 3114/1222 (Mt Burgess)	A1, 2, 4, 5 B1 H2 K1	Gubrun WC95/027, WG2/98 Kalamia Kabud(n People WC97/100, WG6216/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98
P16/2192	Pending	Royce William Allen	100/100	(16/07/2003)	N/A	155ha	N/A	N/A	Nil	E15/788 (pending – 17.1ha, 11%)	Pastoral Lease 3114/1222 (Mt Burgess)	A1, 2, 4, 5 B1 H2 K1	Gubrun WC95/027, WG2/98 Kalamia Kabud(n People WC97/100, WG6216/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98
Clunker Hill Project													
P25/1689	Pending	Fleetdale Pty Ltd	100/100	(15/09/2000)	N/A	122ha	N/A	N/A	Application to Amend 129H/001	Nil	Pastoral Lease 3114/1214 (Hampton Hill) Road Reserve (Bulong Curtin Road)	A1-5 B2 K6-9	Gubrun WC95/027, WG2/98 Kalamia Kabud(n People WC97/100, WG6216/98 Widji People WC98/027, WG6243/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98
P25/1690	Granted	Fleetdale Pty Ltd	100/100	22/09/2003	21/09/2007	122ha	\$228.14	\$4,880.00	Nil	Nil	Pastoral Lease 3114/1214 (Hampton Hill) Road Reserve (Bulong Curtin)	A1-5 B1 C1 D1, 3, 4, 5, 8, 10 E1	Gubrun WC95/027, WG2/98 Kalamia Kabud(n People WC97/100, WG6216/98 Widji People WC98/027,

Tenement	Status	Registered Holder/Applicant	Shares Held	Grant Date (Application Date)	Expiry Date	Area	Annual Rent	Minimum Annual Expenditure	Registered Encumbrances and Dealings	Affected Tenements	Underlying Tenure	Comment	Native Title Claims
											Road)	F1 K6-9	WG6243/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98
P25/1691	Pending	Fleetdale Pty Ltd	100/100	(15/09/2000)	N/A	93ha	N/A	N/A	Nil	Nil	Pastoral Lease 3114/1214 (Hampton Hill) Road Reserve (Bulong Curtin Road)	A1-5 B1 K6-9	Gubrun WC95/027, WG2/98 Kalamia Kabu(d)n People WC97/100, WG6216/98 Widji People WC98/027, WG6243/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98
P25/1692	Pending	Fleetdale Pty Ltd	100/100	(15/09/2000)	N/A	122ha	N/A	N/A	Nil	Nil	Pastoral Lease 3114/1214 (Hampton Hill)	A1-5 B1 K6-9	Gubrun WC95/027, WG2/98 Kalamia Kabu(d)n People WC97/100, WG6216/98 Widji People WC98/027, WG6243/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98
P25/1693	Pending	Fleetdale Pty Ltd	100/100	(15/09/2000)	N/A	121ha	N/A	N/A	Nil	Nil	Pastoral Lease 3114/1214 (Hampton Hill) Road Reserve (Bulong Curtin Road)	A1-5 B1 K6-9	Gubrun WC95/027, WG2/98 Kalamia Kabu(d)n People WC97/100, WG6216/98 Widji People WC98/027, WG6243/98 Maduwongga WC99/09, WG76/97

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P25/1694	Pending	Fleetdale Pty Ltd	100/100	(15/09/2000)	N/A	122ha	N/A	N/A	Nil	Nil	Pastoral Lease 3114/1214 (Hampton Hill)	A1-5 B1 K6-9	WG76/97 Central West Goldfields WC99/029, WG65/98 Gubrun WC95/027, WG2/98 Kalamia Kabudjin People WC97/100, WG6216/98 Widji People WC98/027, WG6243/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98
P25/1695	Pending	Fleetdale Pty Ltd	100/100	(15/09/2000)	N/A	121ha	N/A	N/A	Nil	Nil	Pastoral Lease 3114/1214 (Hampton Hill) Road Reserve (Bulong Curlin Road)	A1-5 B1 K6-9	Gubrun WC95/027, WG2/98 Kalamia Kabudjin People WC97/100, WG6216/98 Widji People WC98/027, WG6243/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98
P25/1696	Pending	Fleetdale Pty Ltd	100/100	(15/09/2000)	N/A	117ha	N/A	N/A	Nil	Nil	Pastoral Lease 3114/1214 (Hampton Hill) Pastoral Lease 3114/1192 (Mt Monger) Private Land CG00031	A1-3, 5 B1 K6-9	Gubrun WC95/027, WG2/98 Kalamia Kabudjin People WC97/100, WG6216/98 Widji People WC98/027, WG6243/98 Central West Goldfields WC99/029, WG65/98
P25/1697	Pending	Fleetdale Pty Ltd	100/100	(15/09/2000)	N/A	112ha	N/A	N/A	Nil	Nil	Pastoral Lease	A1, 2, 3, 5	Gubrun WC95/027, WG2/98

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											3114/1214 (Hampton Hill) Pastoral Lease 3114/1192 (Mt Monger) Private Land CG00031 Road Reserve	B1 K6-9	WG2/98 Kalamia KabudIn People WC97/100, WG6216/98 Widji People WC98/027, WG6243/98 Central West Goldfields WC99/029, WG65/98
P25/1698	Pending	Fleetdale Pty Ltd	100/100	(15/09/2000)	N/A	122ha	N/A	N/A	Nil	E25/250 (pending – 94.8ha, 77.9%), P25/1688 (pending – 20.88ha, 17.2%)	Pastoral Lease 3114/1214 (Hampton Hill) Private Land CG00031	A1, 2, 3, 5 B1 H2 K6-9	Gubrun WC95/027, WG2/98 Kalamia KabudIn People WC97/100, WG6216/98 Widji People WC98/027, WG6243/98 Central West Goldfields WC99/029, WG65/98
P25/1699	Pending	Fleetdale Pty Ltd	100/100	(15/09/2000)	N/A	122ha	N/A	N/A	Nil	E25/243 (pending – 80.92ha, 66.7%), E25/250 (pending – 12.68ha, 10.5%), P25/1688 (pending – 2.74ha, 2.3%)	Pastoral Lease 3114/1214 (Hampton Hill) Pastoral Lease 3114/1192 (Mt Monger) Private Land CG00031	A1-5 B1 H2 K6-9	Gubrun WC95/027, WG2/98 Kalamia KabudIn People WC97/100, WG6216/98 Widji People WC98/027, WG6243/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98
P25/1700	Pending	Fleetdale Pty Ltd	100/100	(17/09/2000)	N/A	75ha	N/A	N/A	Nil	E25/250 (pending – 100%)	Pastoral Lease 3114/1214 (Hampton Hill)	A1-5 B1 H3 K6-9	Gubrun WC95/027, WG2/98 Kalamia KabudIn People WC97/100, WG6216/98 Widji People WC98/027, WG6243/98

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P25/1701	Pending	Fleetdale Pty Ltd	100/100	(17/09/2000)	N/A	189ha	N/A	N/A	Nil	E25/250 (pending - 15.43ha, 8.2%)	Pastoral Lease 3114/1214 (Hampton Hill)	A1-5 B1 H2 K6-9	Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98 Gubrun WC95/027, WG2/98 Kalamaia Kabu(d)n People WC97/100, WG6216/98 Widji People WC98/027, WG6243/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98
P25/1702	Pending	Fleetdale Pty Ltd	100/100	(17/09/2000)	N/A	199ha	N/A	N/A	Nil	E25/250 (pending - 72.9ha, 36.8%)	Pastoral Lease 3114/1214 (Hampton Hill)	A1-5 B1 H2 K6-9	Gubrun WC95/027, WG2/98 Kalamaia Kabu(d)n People WC97/100, WG6216/98 Widji People WC98/027, WG6243/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98
P25/1703	Pending	Fleetdale Pty Ltd	100/100	(17/09/2000)	N/A	190ha	N/A	N/A	Nil	E25/250 (pending - 69.96ha, 36.9%)	Pastoral Lease 3114/1214 (Hampton Hill)	A1-5 B1 H2 K6-9	Gubrun WC95/027, WG2/98 Kalamaia Kabu(d)n People WC97/100, WG6216/98 Widji People WC98/027, WG6243/98 Maduwongga WC99/09, WG76/97

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P25/1704	Pending	Fleetdale Pty Ltd	100/100	(16/09/2000)	N/A	200ha	N/A	N/A	Nil	Nil	Pastoral Lease 3114/1214 (Hampton Hill) Pastoral Lease 3114/1192 (Mt Monger) Private Land CG00031	A1-5 B1 K6-9	Central West Goldfields WC99/029, WG65/98 Gubrun WC95/027, WG2/98 Kalamia Kabudln People WC97/100, WG62/16/98 Widji People WC98/027, WG62/43/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98
P25/1705	Pending	Fleetdale Pty Ltd	100/100	(16/09/2000)	N/A	186ha	N/A	N/A	Nil	E25/243 (pending – 88.96ha, 48%)	Pastoral Lease 3114/1192 (Mt Monger)	A1-3, 5 B1 H2 K6-9	Gubrun WC95/027, WG2/98 Kalamia Kabudln People WC97/100, WG62/16/98 Widji People WC98/027, WG62/43/98 Central West Goldfields WC99/029, WG65/98
P25/1706	Pending	Fleetdale Pty Ltd	100/100	(16/09/2000)	N/A	190ha	N/A	N/A	Nil	E25/243 (pending – 131.15ha, 69.2%)	Pastoral Lease 3114/1192 (Mt Monger)	A1-3, 5 B1 H2 K6-9	Gubrun WC95/027, WG2/98 Kalamia Kabudln People WC97/100, WG62/16/98 Widji People WC98/027, WG62/43/98 Central West Goldfields WC99/029, WG65/98
P25/1707	Pending	Fleetdale Pty Ltd	100/100	(16/09/2000)	N/A	166ha	N/A	N/A	Nil	E25/243 (pending – 112.94ha, 68.2%)	Pastoral Lease 3114/1192 (Mt Monger)	A1-3, 5 B1 H2 K6-9	Gubrun WC95/027, WG2/98 Kalamia Kabudln People WC97/100, WG62/16/98

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													Widji People WC98/027, WG6243/98 Central West Goldfields WC99/029, WG65/98
Lake Johnston Project													
E63/844	Granted	Royce William Allen	100/100	13/11/2003	12/11/2008	Twenty two (22) Blocks	\$2,178.00	\$20,000.00	Nil	Nil	Unallocated Crown Land	A6 B7 C1 D1, 3, 4, 5, 26 E3 F2 K1	Ngadju WC99/02, WG6020/98
Siberia Project													
M24/646	Pending	Centaur Mining and Exploration Ltd (In Liquidation) (Receiver and Manager Appointed)	100/100	(28/04/1997)	N/A	828ha	N/A	N/A	Nil	M24/534 (pending -- 9.98ha, 1.2%), M24/535 (pending -- 24.56ha, 2.9%), M24/665 (pending -- 0.03ha, <0.1%)	Pastoral Lease 3114/1222 (Mt Burgess) Road Reserve (Davyhurst - Ora Banda)	A1-5 B1 H2 K1	Gubrun WC95/027, WG2/98 Kalamaia Kabudjin People WC97/100, WG6216/98 Widji People WC98/027, WG6243/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98
M24/802	Pending	OMG Cawse Pty Ltd	100/100	(14/10/1999)	N/A	237ha	N/A	N/A	Deemed Transfer 183577	Nil	Pastoral Lease 3114/1222 (Mt Burgess) CR 17219: Comm on Reserve	A1-5 B1 I13 K1	Gubrun WC95/027, WG2/98 Kalamaia Kabudjin People WC97/100, WG6216/98 Widji People WC98/027, WG6243/98 Maduwongga WC99/09, WG76/97 Central West Goldfields

Tenement	Status	Registered Holder/Applicant	Shares Held	Grant Date (Application Date)	Expiry Date	Area	Annual Rent	Minimum Annual Expenditure	Registered Encumbrances and Dealings	Affected Tenements	Underlying Tenure	Comment	Native Title Claims
M24/807	Pending	Centaur Mining and Exploration Ltd (In Liquidation) (Receivers and Managers Appointed)	96/96	(13/12/1999)	N/A	64ha	N/A	N/A	Nil	Nil	Pastoral Lease 3114/1222 (Mt Burgess)	A1-5 B8 K1	WC99/029, WG65/98 Gubrun WC95/027, WG2/98 Kalamia Kabudjin People WC97/100, WG6216/98 Widji People WC98/027, WG6243/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98
M24/808	Pending	Royce William Allen	96/96	(13/12/1999) (Section 49 conversion – see P24/3506 and P24/3507)	N/A	203ha	N/A	N/A	Deemed Transfer 183579 Deemed Transfer 191681	P24/3506 (granted – see below) P24/3507 (granted – see below)	Pastoral Lease 3114/1084 (Credo)	A1, 2, 4, 5 B1 I14 K1	Gubrun WC95/027, WG2/98 Kalamia Kabudjin People WC97/100, WG6216/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98
M24/839	Pending	OMG Cowse Pty Ltd	100/100	(08/06/2000)	N/A	45ha	N/A	N/A	Deemed Transfer 183581	E24/124 (pending)	Pastoral Lease 3114/1222 (Mt Burgess)	A1, 2, 4, 5 B1 H1 I13 K1	Gubrun WC95/027, WG2/98 Kalamia Kabudjin People WC97/100, WG6216/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98
M24/863	Pending	OMG Cowse Pty Ltd	100/100	(28/09/2001)	N/A	7.3ha	N/A	N/A	Deemed Transfer 183583	L24/188 (granted)	Pastoral Lease 3114/1222 (Mt Burgess) CR 17219-Comm on Reserve	A1- 5 B1 E5 F3 I13 K1	Gubrun WC95/027, WG2/98 Kalamia Kabudjin People WC97/100, WG6216/98 Widji People WC98/027,

Tenement	Status	Registered Holder/Applicant	Shares Held	Grant Date (Application Date)	Expiry Date	Area	Annual Rent	Minimum Annual Expenditure	Registered Encumbrances and Dealings	Affected Tenements	Underlying Tenure	Comment	Native Title Claims
													WG6243/98 Maduwonga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98
P24/3506	Granted	Royce William Allen	96/96	09/01/1996	08/01/2000 Section 49 application for M24/808 pending	60ha	\$112.20	\$2,400.00	Caveat 863H/967, Dealing Withdrawal 1448/989, Copy Document 758/989, Conversation 37328, Caveat 605H/001 Dealing Withdrawal 374H/001 Agreement 37H/012 Caveat 122H/012 Dealing Withdrawal 193H/012 Dealing Withdrawal 188H/034	M24/808 (pending -- see above)	Pastoral Lease 3114/1084 (Credo)	A1, 2, 4, 5, B1 C2 D1, 3, 4, 5, 11 E5 F3 I12	Gubrun WC95/027, WG2/98 Kalamia Kabudjin People WC97/100, WG6216/98 Maduwonga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98

Tenement	Status	Registered Holder/Applicant	Shares Held	Grant Date (Application Date)	Expiry Date	Area	Annual Rent	Minimum Annual Expenditure	Registered Encumbrances and Dealings	Affected Tenements	Underlying Tenure	Comment	Native Title Claims
P243507	Granted	Royce William Allen	96/96	09/01/1996	08/01/2000 Section 49 application for M24/808 pending	144ha	\$269.28	\$5,760.00	Caveat 863H/967, Dealing Withdrawal 1448/989, Copy Document 758/989, Conversation 37328, Caveat 605H/001 Dealing Withdrawal 374H/001 Agreement 37H/012 Caveat 122H/012 Dealing Withdrawal 193H/012 Dealing Withdrawal 188H/034 Objection KA67/034	M24/808 (pending – see above)	Pastoral Lease 3114/1084 (Credo)	A1, 2, 4, 5 B2 C2 D1, 3, 4, 5, 11 112 K1 F3 E5	Gubrun WC95/027, WG2/98 Kalamia Kabu(d)h People WC97/100, WG6216/98 Maduwongga WC99/09, WG76/97 Central West Goldfields WC99/029, WG65/98

Schedule Continued

Part 2 Comments

A. Native Title Claims Intersecting Tenements and Tenement Applications

1. The Tenement or the Tenement Application is intersected by the Gubrun application for determination of native title WC95/027, WG2/98 (**Gubrun Claim**). The Gubrun claim was lodged with the National Native Title Tribunal (NNTT) on 27 July 1995 and placed on the Register of Native Title Claims (RNTC) on or after that date. It subsequently failed the registration test imposed under the *Native Title Act 1993* (Cth) (NTA) as amended in 1998 and was removed from the RNTC on 26 July 1999. The Gubrun claimants retain the right to negotiate under the NTA in respect of any Tenement Application for which a section 29 notice under the NTA was issued prior to 30 September 1998 (see *comments under item J below*).
2. The Tenement or the Tenement Application is intersected by the application of the Kalamaia Kabu(d)n People for determination of native title WC97/100, WG6216/98 (**Kalamaia Kabu(d)n People Claim**). The Kalamaia Kabu(d)n People Claim was lodged with the NNTT on 25 November 1997 and placed on the RNTC on that date. Following the 1998 amendment to the NTA the Kalamaia Kabu(d)n People Claim was first tested under the registration test and failed on 26 July 1999 and was removed from the RNTC. It was retested and again failed on 29 March 2001. The applicants on the Kalamaia Kabu(d)n People Claim do not retain any rights to negotiate under the NTA over Tenement Applications already notified under section 29 of the NTA and will not have any rights to negotiate under the NTA in relation to Tenement Applications notified under section 29 in the future unless their claim is added to the RNTC following successful re-testing under the registration test.
3. The Tenement or the Tenement Application is intersected by the Widji People application for determination of native title WC98/27, WG6243/98 (**Widji People Claim**). The Widji People Claim was lodged with the NNTT on 12 June 1998 and entered on the RNTC on 15 June 1998. Following the 1998 amendment to the NTA it was considered under the registration test on 28 February 2000, passed and remains on the RNTC.
4. The Tenement or the Tenement Application is intersected by the Maduwongga People application for determination of native title WC99/09, WG76/97 (**Maduwongga Claim**). The current Maduwongga Claim is a combination of three separate claims as follows:-
 - (a) Maduwongga WC94/3, WG63/98 lodged with NNTT 19/04/1994 and placed on the RNTC on 08/09/1995;
 - (b) Maduwongga People #2 WC95/11, WG76/97 lodged with NNTT 06/04/1995 and placed on the RNTC on 08/09/1995; and
 - (c) Maduwongga People #3 WC98/20, WG6237/98 lodged with NNTT 08/04/1998 and placed on the RNTC on the same date.

On 17 February 1999 the three claims were combined to form the current Maduwongga Claim. Following the 1998 amendment to the NTA the combined claim was considered under the registration test and failed on 8 June 1999 but was reinstated to the RNTC by order of the Federal Court on 4 November 1999 following appeal. The effect of the above was that the three pre-combination claims remained on the RNTC from the dates each were first registered until 4 November 1999, from which date the combined Maduwongga Claim replaced them on the RNTC. The combined Maduwongga Claim retains any rights to negotiate in relation to future acts (including tenement grants) held by each of the pre-combination claims as at 4 November 1999.
5. The Tenement or the Tenement Application is intersected by the Central West Goldfields application for determination of native title WC99/29, WG65/98 (**Central West Goldfields Claim**). The current Central West Goldfields Claim is a combination of four separate claims as follows:
 - (a) Mingarwee (Maduwongga) People WC96/10, WG65/98, lodged with NNTT 02/02/1996 and placed on the RNTC on the same date;
 - (b) Kalaako WC97/25, WG128/98, lodged with NNTT 26/03/1997 and placed on the RNTC on the same date;
 - (c) Kabul WC97/76, WG6196/98, lodged with NNTT 10/09/1997 and placed on the RNTC on the same date;
 - (d) Mulyerrie People WC97/99, WG6215/98, lodged with NNTT 24/11/1997 and placed on the RNTC on the same date.

On 24 September 1999 the four pre-combination claims were combined to form the current Central West Goldfields Claim. Following the

1998 amendment to the NTA the combined claim passed the registration test and was entered on the RNTC on 4 October 1999. Until that date each of the four pre-combination claims separately remained on the RNTC. The combined Central West Goldfields Claim retains any rights to negotiate in relation to future acts (including tenement grants) held by each of the pre-combination claims as at 4 October 1999.

6. The Tenement or the Tenement Application is intersected by the Ngadju application for determination of native title WC99/2, WG6020/98 (**Ngadju Claim**). The current Ngadju Claim is a combination of two separate claims as follows:

- (a) Ngadju People WC95/14, WG6017/98, lodged with NNTT 20/06/1995 and placed on the RNTC on 09/07/1995; and
- (b) Ngadju WC95/17, WG6020/98, lodged with NNTT 30/06/1995 and placed on the RNTC on 08/09/1995.

On 11 January 1999 the two pre-combination claims were combined to form the current Ngadju Claim. Following the 1998 amendment to the NTA the combined Ngadju Claim first passed the registration test on 3 March 1999. The registration decision was reversed on appeal by the Federal Court on 16 November 1999 and the claim was subsequently removed from the RNTC. It then passed the registration test and was reinstated to the RNTC on 21 September 2000. The effect of the above was that the three pre-combination claims remained on the RNTC from dates each were first registered until 21 September 2000, from which date the combined claim replaced them on the RNTC. The combined Ngadju Claim retains any rights to negotiate in relation to future acts (including tenement grants) held by each of the pre-combination claims as at 21 September 2000.

B. Aboriginal Heritage – Tenements and Tenement Applications

- 1. No Aboriginal Heritage Site was recorded on the area of this Tenement / Tenement Application on the Register of Aboriginal Sites maintained by the Department of Indigenous Affairs in Western Australia according to the DIA Search conducted on 10 February 2005.
- 2. No Aboriginal Heritage Site was recorded on the area of this Tenement / Tenement Application on the Register of Aboriginal Sites maintained by the Department of Indigenous Affairs in Western Australia according to the DIA Search conducted on 11 February 2005.
- 3. According to the DIA Search conducted on 11 February 2005 the following Aboriginal Heritage Site was identified within the area of the Tenement / Tenement Application – Site ID 21310, named "Paddington Isolated Finds", described as an Artefacts/Scatter with 22 isolated finds. This site is given the status of "Stored Data" (i.e. it is not currently listed on either the Interim Register or the Permanent Register). The Register gives indicative co-ordinates: -30.443 S / 121.3578 E, 342314mE 6630978mN Zone 51, but describes these as unreliable.
- 4. According to the DIA Search conducted on 10 February 2005 the following Aboriginal Heritage Site was identified within the area of the Tenement / Tenement Application – Site ID 21310 named "Paddington Isolated Finds", described as an Artefacts/Scatter with 22 isolated finds. This site is given the status of "Stored Data" (i.e. it is not currently listed on either the Interim Register or the Permanent Register). The Register gives indicative co-ordinates: -30.443 S / 121.3578 E, 342314mE 6630978mN Zone 51, but describes these as unreliable.
- 5. According to the DIA Search conducted on 10 February 2005 the following two Aboriginal Heritage Sites were identified within the area of the Tenement / Tenement Application:
 - (a) Site ID 15990, named "Paddington 6", is described as an Artefacts/Scatter. This site is given the status of "Stored Data" (i.e. it is not currently listed on either the Interim Register or the Permanent Register). The Register gives indicative co-ordinates: 30.4008 S / 121.3853 E, 344882mE 6635698mN Zone 51, but describes these as unreliable; and
 - (b) Site ID 15991, named "Paddington 7", is described as an Artefacts/Scatter. This site is given the status of "Stored Data" (i.e. it is not currently listed on either the Interim Register or the Permanent Register). The Register gives indicative co-ordinates: 30.3992 S / 121.3844 E, 344796mE 6635870mN Zone 51, but describes these as unreliable.
- 6. According to the DIA Search conducted on 10 February 2005 the following Aboriginal Heritage Site was identified within the area of the Tenement / Tenement Application – Site ID 535, named "Credo 2", is described as an Artefacts/Scatter. This site is given the status of "Stored Data" (i.e. it is not currently listed on either the Interim Register or the Permanent Register). The Register gives indicative co-ordinates: -30.5654 S / 120.6839 E, 277861mE 6616278mN Zone 51, but describes these as unreliable.
- 7. According to the DIA Search conducted on 11 February 2005 the following Aboriginal Heritage Site was identified within the area of the Tenement / Tenement Application – Site ID 17711, named "Maggie Hayes Ethnographic Site 3", is described as a Mythological site. This site is listed on the Permanent Register (i.e. not merely on the interim Register or under the category of "Stored Data"). The Register gives

indicative co-ordinates: -32.2212 S / 120.7052 E, 283737mE 6432741mN Zone 51, and describes these as reliable.

8. According to the DIA Search conducted on 10 February 2005 the following Aboriginal Heritage Site was identified with in the area of the Tenement / Tenement Application – Site ID 845 named “Siberia Creek” is described as an Artefact/Scatter. This site is given the status of Stored Data (i.e. it is not currently listed on either the Interim Register or the Permanent Register). The Register gives indicative co-ordinates -30.2487 S / 121.0267E, 310137mE 6652008mN Zone 51, and describes these as reliable.

C. Endorsements - Tenements

1. The Licensee's attention is drawn to the provisions of the Aboriginal Heritage Act, 1972.
2. The licensee's attention is drawn to the provisions of the Aboriginal Heritage Act 1972.
3. The lessee's attention is drawn to the provisions of the Aboriginal Heritage Act 1972.
4. Persons claiming native title to the land the subject of this mining tenement entered into a deed under the Native Title Act 1993 with the State of Western Australia, the Minister for Mines and the tenement holder agreeing to the grant of the tenement.
5. Copies of the deed were given to the National Native Title Tribunal pursuant to section 34 of the Native Title Act and filed (*sic*) at the Department of Minerals and Energy.
6. The grant of this licence does not include land the subject of Gold Mining Lease No. 15/6792
7. Survey
8. The land the subject of this licence does not include land the subject of Prospecting Licence 24/2571.

D. Conditions - Tenements

1. All surface holes drilled for the purpose of exploration are to be capped, filled or otherwise made safe after completion.
2. All costeans and other disturbances to the surface of the land made as a result of exploration, including drill pads, gridlines and access tracks, being backfilled and rehabilitated to the satisfaction of the Environmental Officer, Department of Industry and Resources (**DoIR**). Backfilling and rehabilitation being required no later than 6 months after excavation unless otherwise approved in writing by the Environmental Officer, DoIR.
3. All costeans and other disturbances to the surfaces of the land made as a result of exploration, including drill pads, gridlines and access tracks, being backfilled and rehabilitated to the satisfaction of the District Mining Engineer. Backfilling and rehabilitation being required no later than 6 months after excavation unless otherwise approved in writing by the District Mining Engineer.
4. All waste materials, rubbish, plastic sample bags, abandoned equipment and temporary buildings being removed from the mining tenement prior to or at the termination of exploration program.
5. Unless written approval of the Environmental Officer, DoIR is first obtained, the use of scrapers, graders, bulldozers, backhoes or other mechanised equipment for surface disturbance or the excavation of costeans is prohibited. Following approval, all topsoil being removed ahead of mining operations and separately stockpiled for replacement after backfilling and/or completion of operations.
6. Unless the written approval of the District Mining Engineer is first obtained, the use of scrapers, graders, bulldozers, backhoes or other mechanised equipment for surface disturbance or the excavations of costeans is prohibited. Following approval, all topsoil being removed ahead of mining operations and separately stockpiled for replacement after backfilling and/or completion of operation.
7. Unless the written approval of the District Mining Engineer, Department of Mines, is first obtained, the use the scrapers, graders, bulldozers, backhoes or other mechanised equipment for surface disturbance or the excavation of costeans is prohibited. Following approval, all topsoil being removed ahead of mining operations and separately stockpiled for replacement after backfilling and/or completion on operation.
8. The Licensee notifying the holder thereof of any underlying pastoral or grazing lease by telephone or in person, or by registered post if contact cannot be made, prior to undertaking airborne geophysical surveys or any ground disturbing activities utilising equipment such as scrapers, graders, bulldozers, backhoes, drilling rigs; water carting equipment or other mechanised equipment.

9. The licensee notifying the holder of any underlying pastoral lease by telephone or in person, or by registered post if contact cannot be made, prior to undertaking airborne geophysical surveys or any ground disturbing activities utilising equipment such as scrapers, graders, bulldozers, backhoes, drilling rigs, water carting equipment or other mechanised equipment.
10. The Licensee or transferee, as the case may be, shall within thirty (30) days of receiving written notification:
 - the grant of the Licence; or
 - registration of a transfer introducing a new Licensee;advise, by registered post, the holder of any underlying pastoral or grazing lease details of the grant or transfer.
11. The licensee or transferee, as the case may be, shall within thirty (30) days of receiving notification of:
 - the grant of the licence; or
 - registration of a transfer introducing a new licenseeadvise, by registered post, the holder of any underlying pastoral lease details of the grant or transfer.
12. Survey.
13. Compliance with provisions of the Aboriginal Heritage Act, 1972 to ensure that no action is taken which is likely to interfere with or damage any Aboriginal site.
14. No development or productive mining or construction activity being commenced until the tenement holder has submitted a plan of the proposed operations and measures to safeguard the environment to the State Mining Engineer for assessment; and until his written approval has been obtained.
15. The complete excision of any portion encroaching on mining lease 24/107.
16. No mining on rifle range 10363 without the prior written consent of the Minister for Mines.
17. Unless the written approval of the District Mining Engineer is first obtained, the use of scrapers, graders, bulldozers, backhoes or other mechanised equipment for surface disturbance or the excavation of costeans is prohibited. Following approval all topsoil being removed ahead of mining operations and separately stockpiled for replacement after backfilling and/or a completion of operations.
18. The lessee submitting a plan of proposed operations and measures to safeguard the environment to the State Mining Engineer for his assessment and written approval prior to commencing any development or productive mining or construction activity.
19. The lessee within three months of grants submitting a plan for the ongoing mining operations and measures to safeguard the environment to the State Mining Engineer for his assessment and written approval.
20. Mining on any road, road verge or road reserve being confined to below a depth of 15 metres from the natural surface.
21. The lessee being liable for the payment of any compensation under the Native Title Act 1993 and in accordance with section 123 of the Mining Act 1978 and payable to the native title holder in respect of and land comprised in the lease, as a result of the grant of the lease or any other activities conducted by the lessee in connection with the lease. (The term "Native Title Holder" has the same meanings as that term in the Native Title Act 1993).
22. The complete excision of Mining Lease 24/171 and Prospecting Licence 24/2427 with rights of ingress to and egress from the ground comprised therein being at all times reserved to the Lessee and Licensee thereof.
23. The construction and operation of the project and measures to protect the environment being carried out generally in accordance with the document entitled:

"Notice of Intent – Low Impact Mining Operations – Scraping and Detecting on Prospecting Licences 24/3108 and 24/2680" dated 14 October 2002 and signed by Mr Lindsay Stockdale and Mr Matthew Longworth and retained on Department of Mineral and



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Petroleum Resources file no 6218/91.

24. The complete excision of any portion encroaching on prospecting licence 24/2571 and mining leases 24/107 and 24/282.
25. No mining on Except from Sale Reserve 10363 without the prior written consent of the Minister for Mines.
26. No interference with Geodetic Survey Station SSM-Lake Johnston 19 and SSM-Lake Johnston 19T and mining within 15 metres thereof being confined to below a depth of 15 metres from the natural surface.
27. The complete excision of any portion encroaching on Mining Lease 24/107.
28. No mining on rifle range 1063 without the prior written consent of the Minister for Mines.
29. The grant of this licence does not include land the subject of Gold Mining Lease No. 15/6792.
30. The construction and operation of the project and measures to protect the environment being carried out generally in accordance with the document titled:

"Notice of Intention – Low Impact Mining Operations – Costean/Trenching on Mining Lease 15/1341" dated 13 June 2002 and signed by Mr Roy Myles retained on Department of Mineral and Petroleum Resources file no. 9041/00.
31. Where the differences exist between the above document(s) and the following conditions, then the following conditions shall prevail:
 - (a) the development and operation of the project being carried out in such a manner so as to create the minimum practicable disturbance to the existing vegetation and natural land form;
 - (b) all top soil being removed ahead of all mining operations from sites such as pit areas, waste disposal areas, all stock pile areas, pipeline, haul roads and new access roads and being stock piled for later respreading and immediately respread as rehabilitation progresses;
 - (c) at the completion of operations, or progressively where possible, all access roads and other disturbed areas being covered with top soil, deep ripped and revegetated with local native grasses, shrubs and trees to the satisfaction of the State Mining Engineer;
32. Any altera
a plan of operations a programme to safeguard the environment are submitted to the State Mining Engineer for his assessment and until his written approval to proceed has been obtained.
33. The lessee arranging lodgement of a Bond in favour of the Minister for State Development for due compliance with the environmental conditions of the lease in the sum of \$5,000.00.
34. No interference with the transmission line or installations in connection therewith, and the rights of ingress to and egress from the facility being at all times preserved to the owners thereof.
35. The rights of ingress to and egress from Miscellaneous Licence 15/112, being at all times preserved to the Licensee and no interference with the purpose or installations connected to the licence.
36. All holes, pits, trenches and other disturbances to the surface of the land made in the course of mining and which are likely to endanger the safety of any person or animal being filled in, together with such holes, pits, trenches and other disturbances as the Minister for Mines directs.
37. Such further conditions as may from time to time be imposed by the Minister for Mines for preventing, reducing, or making good injury to the surface of the land.
38. The lessee notifying the holder of any underlying pastoral lease by telephone or in person, or by registered post if contact cannot be made, prior to undertaking airborne geophysical surveys or any ground disturbing activities utilising equipment such as scrapers, graders, bulldozers, backhoes, drilling rigs, water carting equipment or other mechanised equipment.
39. The lessee or transferee, as the case may be, shall within thirty (30) days of receiving notification of:

- the grant of the lease; or
- registration of a transfer introducing a new lessee

advise, by registered post, the holder of any underlying pastoral lease details of the grant or transfer.

E. Rental - Tenements

1. Rent paid to end of next anniversary of tenement grant.
2. As at 22/12/2004 rent due for year ending 24/11/2005 overdue by 28 days.
3. As at 22/12/2004 rent due for year ending 12/11/2005 overdue by 40 days.
4. As at 14/02/2005 rent due for year ending 15/01/2006 overdue by 30 days.
5. As at 14/02/2005 rent for year ending 08/01/2006 overdue by 37 days.

F. Expenditure - Tenements

1. Minimum annual expenditure for last expenditure year expended in full.
2. As at 22/12/2004 no expenditure report lodged for last expenditure year. No application for exemption lodged.
3. As at 14/02/2005 no expenditure report lodged for last expenditure year. No application for exemption lodged.

G. Encumbrances - Tenements and Tenement Applications

1. Fine 204486 imposed under Section 96(6) of Mining Act on 21/10/2004 - \$50.00 fine paid by due date.
2. Fine 204488 imposed under Section 96(6) of Mining Act on 21/10/2004 - \$50.00 fine paid by due date.
3. Fine 204489 imposed under Section 96(6) of Mining Act on 21/10/2004 - \$50.00 fine paid by due date.
4. Objection KA 18/045 and fine 204492: an objection to forfeiture was lodged 23/09/2004 and upheld with a fine of \$50.00 imposed in lieu of forfeiture pursuant to Section 96(6) of Mining Act. Fine paid by due date (19/11/2004).
5. Fine 200081: no penalty imposed pursuant to Section 96(6) of Mining Act, 12/07/2004.

H. Tenements Affected - Tenements and Tenement Applications

1. The Tenemen
marked out, as relevant, later in time than the Tenement Application was marked out or applied for. Subject to the Mining Act the Tenement Application will have priority for grant.
2. The Tene
or marked out, as relevant, earlier in time than the Tenement Application was marked out or applied for. Subject to the Mining Act the Tenement Application may not be able to be granted over the area of intersection. The pending mining tenement will have priority. The percentage of overlap between the pending tenements is noted in the "Affected Tenements" column of the Tenement Summary at Part 1 of the Schedule.
3. The situation for this Tenement Application is as noted under point 2 above. However here the percentage of overlap appears to be 100% indicating that the Tenement Application may not be able to be granted.

I. Transfers - Tenements and Tenement Applications

1. The Register maintained by DOIR (**DOIR Register**) was amended on 18/08/1994 to show a change of the registered applicant from Royce William Allen to CIM Gold NL, on 12/12/1996 from CIM Gold NL to AMX Resources NL, on 03/09/1999 from AMX Resources NL to AMX Resources Ltd, on 25/01/2001 from AMX Resources Ltd to Third Rail Ltd, on 07/06/2001 from Third Rail Ltd to Paddington Gold Pty Ltd, and on 15/03/2004 from Paddington Gold Pty Ltd to Royce William Allen.

2. The DOIR Register was amended on 12/12/1996 to show a transfer from the original applicant CIM Gold NL, to AMX Resources NL on 03/09/1999 from AMX Resources NL to AMX Resources Ltd, on 25/01/2001 from AMX Resources Ltd to Third Rail Ltd, on 07/06/2001 from Third Rail Ltd to Paddington Gold Pty Ltd, and on 15/03/2004 from Paddington Gold Pty Ltd to Royce William Allen.
3. The DOIR Register was amended on 18/08/1994 to show a change of the registered applicant from Royce William Allen to CIM Gold NL, on 12/12/1996 from CIM Gold NL to AMX Resources NL, on 03/09/1999 from AMX Resources NL to AMX Resources Ltd, on 25/01/2001 from AMX Resources Ltd to Third Rail Ltd, on 07/06/2001 from Third Rail Ltd to Paddington Gold Pty Ltd, and on 19/05/2004 from Paddington Gold Pty Ltd to Royce William Allen.
4. The DOIR Register was amended on 09/04/1992 to show a transfer from the original applicant Kenneth Malcolm Allen to Royce William Allen, and on 18/08/1994 from Royce William Allen to CIM Gold NL, on 03/09/1999 from AMX Resources NL to AMX Resources Ltd, on 25/01/2001 from AMX Resources Ltd to Third Rail Ltd, on 07/06/2001 from Third Rail Ltd to Paddington Gold Pty Ltd, and on 19/05/2004 from Paddington Gold Pty Ltd to Royce William Allen.
5. The DOIR Register was amended on 19/11/1996 to show a change of the registered applicant from Royce William Allen to AMX Resources NL, 03/09/1999 from AMX Resources NL to AMX Resources Ltd, on 25/01/2001 from AMX Resources Ltd to Third Rail Ltd, on 07/06/2001 from Third Rail Ltd to Paddington Gold Pty Ltd, and on 19/05/2004 from Paddington Gold Pty Ltd to Royce William Allen.
6. The DOIR Register was amended on 21/12/1995 to show a change from the original applicant Kym Anthony McClaran to CIM Gold NL, on 12/12/1996 from CIM Gold NL to AMX Resources NL, on 03/09/1999 from AMX Resources NL to AMX Resources Ltd, on 25/01/2001 from AMX Resources Ltd to Third Rail Ltd, on 07/06/2001 from Third Rail Ltd to Paddington Gold Pty Ltd, and on 19/05/2004 from Paddington Gold Pty Ltd to Royce William Allen.
7. The DOIR Register was amended on 12/12/1996 the Register was amended to show a change from the original applicant CIM Gold NL to AMX Resources NL, 03/09/1999 from AMX Resources NL to AMX Resources Ltd, on 25/01/2001 from AMX Resources Ltd to Third Rail Ltd, on 07/06/2001 from Third Rail Ltd to Paddington Gold Pty Ltd, and on 19/05/2004 from Paddington Gold Pty Ltd to Royce William Allen.
8. The DOIR Register was amended on 03/09/1999 to show a change of the original applicant AMX Resources NL to AMX Resources Ltd, on 25/01/2001 from AMX Resources Ltd to Third Rail Ltd, on 07/06/2001 from Third Rail Ltd to Paddington Gold Pty Ltd, and on 19/05/2004 from Paddington Gold Pty Ltd to Royce William Allen.
9. The DOIR Register was amended on 26/07/2000 to show a transfer of 48 out of 96 shares from each of the original applicants, Royal Resources Pty Ltd and Mary Ganeff to Royce William Allen.
10. The DOIR Register was amended on 30/05/2000 to show a transfer of 48 out of 96 shares from each of the original applicants, Royal Resources Pty Ltd and Mary Ganeff to Royce William Allen.
11. The DOIR Register was amended on 17/03/2004 to show a devolution of 100 shares from the original applicant, Cyril Clive Worth, to Kerry John McAuliffe and then transfers from Kerry John McAuliffe of 50 shares to each of Peter James Djekic and Yvonne Maureen Vorster.
12. The DOIR Register was amended on 26/03/1999 to show a change in the registered holder from Timbarra Nominees Pty Ltd, the original holder, to Centaur Mining and Exploration Ltd, on 17/07/2003 from Centaur Mining and Exploration Ltd to OMG Cawse Pty Ltd and on 24/12/2003 from OMG Cawse Pty Ltd to Royce William Allen.
13. The DOIR Register was amended on 17/07/2003 to show a change in the registered holder from the original applicant Centaur Mining and Exploration Ltd to OMG Cawse Pty Ltd.
14. The DOIR Register was amended on 17/07/2003 to show a change in the registered holder from Centaur Mining and Exploration Ltd, the original applicant, to OMG Cawse Pty Ltd, and on 24/10/2003 from OMG Cawse Pty Ltd to Royce William Allen.
15. The DOIR Register was amended on 17/06/1999 to show a transfer of 48 out of 96 shares from each of the original applicants, Royal Resources Pty Ltd and Mary Ganeff to Royce William Allen.

J. Progress Towards Grant – Tenement Applications

1. The Tenement Application has not been notified under section 29 of the NTA.

2. The Tenement Application (a mining lease) was notified under section 29 of the NTA on 19/11/1997 and the notification period closed on 19/01/1998. It is subject to the "right to negotiate" procedures under the NTA, administered by DOIR. Formal negotiations have not yet commenced.
3. The Tenement Application (a mining lease) was notified under section 29 of the NTA on 03/12/1997 and the notification period closed on 03/02/1998. It is subject to the "right to negotiate" procedures under the NTA, administered by DOIR. Formal negotiations under these procedures have not yet commenced.
4. The Tenement Application was notified under section 29 of the NTA on 14/07/2004 and the notification period closed on 15/11/2004. Within that time two registered native title claim groups lodged objections to the statement in the notice that the tenements could be granted under the so-called expedited procedure. The NNTT is conducting inquiries into both objections in matters WO/04/174 (an objection by Linda Champion of the Central West Goldfields Claim) and WO04/196 (an objection by Leonne Velickovich of the Widji People Claim). Negotiations are underway to attempt to resolve the objections.
5. The Tenement Application was notified under section 29 of the NTA on 02/05/1998 and the notification period closed on 13/07/1998. Within that time three registered native title claim groups lodged objections to the statement in the notice that the tenement could be granted under the so-called expedited procedure. Of these, two objections were withdrawn and one, WO98/778 (an objection by Ricky Dimd could not be granted under the expedited procedure. The Tenement Application is now subject to the "right to negotiate" procedures, administered by DOIR. No formal negotiations for its grant have commenced.
6. The Tenement Application was notified under section 29 of the NTA on 23/04/2003 and the notification period closed on 25/08/2003. One op ocedure. The NNTT is conducting an inquiry into the objection in matter WO03/389 (an objection by Leonne Velickovich of the Widji People Claim). Negotiations are underway to attempt to resolve the objection.

K. Material contracts – Tenements and Tenement Applications

1. The Tenement / Tenement Application is the subject of the **Allen Agreement**. (see Part 5, Material Contracts, below)
2. The Tenement / Tenement Application is the subject of the **Robinson Agreement** (see Part 5, Material Contracts, below)
3. The Tenement / Tenement Application is the subject of the **Miles Agreement**. (see Part 5, Material Contracts, below)
4. The Tenement / Tenement Application is the subject of the **Djekic/Vorster Agreement**. (see Part 5, Material Contracts, below)
5. The Tenement / Tenement Application is the subject of the **Djekic/Vorster Deed of Variation**. (see Part 5, Material Contracts, below)
6. The Tenement / Tenement Application is the subject of the **Fleetdale Option Agreement**. (see Part 5, Material Contracts, below)
7. The Tenement / Tenement Application is the subject of the **Fleetdale Deed of Variation 1**. (see Part 5, Material Contracts, below)
8. The Tenement / Tenement Application is the subject of the **Fleetdale Deed of Variation 2**. (see Part 5, Material Contracts, below)
9. The Tenement / Tenement Application is the subject of the **Fleetdale Deed of Variation 3**. (see Part 5, Material Contracts, below)

Part 3 – Table of Native Claims

Table of Native Title Claims

Name	Federal Court No	NNTT No	Registered	Active	In Mediation	Listed for Trial
Gubrun	WG2/98	WC95/027	No (Rights to negotiate retained for pre	Yes	Yes	No
Kalamaia Kabu(d)n People	WG6216/98	WC97/100	No	Yes	Yes	No
Widji People	WG6243/98	WC98/27	Yes	Yes	Yes	No
Maduwongga People	WG76/97	WC99/09	Yes	Yes	Yes	Portion of claim included in the Wongatha trial. Trial completed and judgment expected in 2005
Central West Goldfields	WG65/98	WC99/29	Yes	Yes	Yes	No. However preservation evidence hearings were conducted in 2004 and more are anticipated for 2005.
Ngadju	WG6020/98	WC99/2	Yes	Yes	Yes	No

Part 4 – Table of Aboriginal Heritage Sites

Tenement / Tenement Application	Site ID	Site Name	Site Description	Site Status	Site Location
M24/472, M24/503, P24/2679	Site ID 21310	Paddington Isolated Finds	Artefacts/Scatter with 22 isolated finds	Stored Data	30.443 S / 121.3578 E, 342314mE 6630978mN Zone 51 (Unreliable)
P24/3939	Site ID 15990	Paddington 6	Artefacts/Scatter	Stored Data	30.4008 S / 121.3853 E, 344882mE 6635698mN Zone 51 (Unreliable)
P24/3939	Site ID 15991	Paddington 7	Artefacts/Scatter	Stored Data	30.3992 S / 121.3844 E, 344796mE 6635870mN Zone 51 (Unreliable)
E16/296	Site ID 535	Credo 2	Artefacts/Scatter	Stored Data	30.5654 S / 120.6839 E, 277861mE 6616278mN Zone 51 (Unreliable)
E63/844	Site ID 17711,	Maggie Hayes Ethnographic Site 3	Mythological site	Permanent Register	32.2212 S / 120.7052 E, 283737mE 6432741mN Zone 51 (Reliable)
M24/807	Site ID 845	Siberia Creek	Artefacts/Scatter	Stored Data	30.24875 S 121.66267 e 310137mE 6652008mN Zone 51 (Reliable)

Part 5 – Material Contracts

This section contains a brief summary of certain contracts which have been entered into by the Company and which have been identified as material and relevant to potential investors. To fully understand all rights and obligations of a Material Contract it would be necessary to review it in full and the summaries should be read in that light.

1. **Sale Agreement between Royce William Allen and the Company dated 28 May 2004 executed by both parties (Allen Agreement)**
 - 1.1 The Allen Agreement provides for the purchase by the Company from Royce William Allen (**Allen**) of, assets including gold rights, mining tenements and tenement applications including the Tenements and Tenement Applications listed below and available information relevant to exploration, development and mining in respect of those gold rights, tenements and tenement applications (**Assets**).

Solicitors' Report on Tenements

(a) Tenements (and their Registered Holders)

P16/1926	(Royce William Allen)	P16/2006	(Royce William Allen)	P16/2021	(Royce William Allen)
P24/2571	(Royce William Allen)	P24/2679	(Royce William Allen)	P24/2680	(Royce William Allen)
P24/2681	(Royce William Allen)	P24/3108	(Royce William Allen)	P24/3389	(Royce William Allen)
P24/3395	(Royce William Allen)	P24/3506	(Royce William Allen)	P24/3507	(Royce William Allen)
M24/282	(Royce William Allen)	M24/472	(Royce William Allen)	E16/293	(Royce William Allen)
E16/294	(Royce William Allen)	E16/844	(Royce William Allen)		

(b) Tenement Applications (and their Registered Applicants)

P16/1929	(Mary Ganef and Royal Resources Pty Ltd)	P16/1935	(Mary Ganef and Royal Resources Pty Ltd)	P16/2153	(Zeendam Enterprises Pty Ltd)
P16/2154	(Zeendam Enterprises Pty Ltd)	P16/2155	(Zeendam Enterprises Pty Ltd)	P16/2156	(Zeendam Enterprises Pty Ltd)
P16/2157	(Zeendam Enterprises Pty Ltd)	P16/2158	(Zeendam Enterprises Pty Ltd)	P16/2159	(Zeendam Enterprises Pty Ltd)
P16/2160	(Zeendam Enterprises Pty Ltd)	P16/2161	(Zeendam Enterprises Pty Ltd)	P16/2162	(Zeendam Enterprises Pty Ltd)
P16/2188	(Royce William Allen)	P16/2189	(Royce William Allen)	P16/2190	(Royce William Allen)
P16/2191	(Royce William Allen)	P16/2192	(Royce William Allen)	P24/3938	(Zeendam Enterprises Pty Ltd)
P24/3939	(Zeendam Enterprises Pty Ltd)	P24/3940	(Zeendam Enterprises Pty Ltd)	P24/3941	(Zeendam Enterprises Pty Ltd)
P24/3942	(Zeendam Enterprises Pty Ltd)	M16/474	(Royce William Allen)	M16/481	(Royce William Allen)
M16/487	(Royce William Allen)	M24/485	(Royce William Allen)	M24/503	(Royce William Allen)
M24/641	(Royce William Allen)	M24/646	(Centaur Mining and Exploration Ltd (Receivers and Managers Appointed) (Under Deed of Company Arrangement))	M24/802	(OMG Cawse Pty Ltd)
M24/807	(Centaur Mining and Exploration Ltd (Receivers and Managers Appointed) (Under Deed of Company Arrangement))	M24/808	(Royce William Allen)	M24/839	(OMG Cawse Pty Ltd)
M24/863	(OMG Cawse Pty Ltd)	E16/296	(Royce William Allen)	E16/297	(Royce William Allen)
E16/303	(Royce William Allen)				

1.2 Refer to the Report, at paragraphs 4.2 and 4.3 in relation to issues affecting the transfer of the above Tenement Applications following their grant to the Company.

1.3 Pursuant to the Allen Agreement the Company is to pay Allen:

- (a) \$300,000.00 at specified times (which we are advised has been paid)
- (b) shares at the date of issue of a value not less than \$1,000,000.00 and options to acquire such further number of shares which at the date of issue will be of a value of not less than \$1,000,000.00. The options may be exercised in whole or in part at any time before the later of the latest date for exercising any publicly listed options or 5 years from the date of issue. Each option entitles the option holder to acquire 1 Share for the lower of 20 cents or the average closing price on the ASX for Shares over the previous 7 trading days. Application will be made for official quotation of the options on the ASX;
- (c) royalty in the amount of:
 - (i) \$1 for every tonne (or part thereof) of gold bearing ore mined and treated from the tenements the subject of the agreement (which include tenements and tenement applications not part of this offer and not commented on in the Report or this Schedule – “the Agreement Tenements”);
 - (ii) 1% of the net smelter returns from the Agreement Tenements for each expired quarter in respect of nickel and base metals.

- 1.4 Further, pursuant to the Allen Agreement the Company is to cause Kenneth Malcome Allen to be appointed as a director of the Australian listed company to which the Company has merged or to which it has transferred its shares or assets and that Mr Allen is to be the last due for rotation of all directors on the Board as at the completion of the sale and purchase of the assets sold and purchased under the Allen Agreement.
- 1.5 The Allen Agreement contains a number of warranties on the part of Allen in favour of the Company covering such matters as status and good standing of the Assets, title to the tenements, the existence or threat of litigation or claims in respect of the Assets and the authority of Allen to enter into the transactions contemplated in the Allen Agreement.
- 1.6 We are advised that executed transfers have been provided by Allen in relation to Tenement Applications for which Allen is the registered applicant (**the Allen Transfers**) and in relation to other Tenement Applications as noted in the Report at paragraphs 4.2 and 4.3. We are advised that the Company has provided an undertaking to Allen not to lodge the Allen Transfers for registration at DOIR until the shares and options to be issued as consideration under the Allen Agreement have been allotted to Allen.
2. **Sale Agreement between Francis James Robinson and the Company dated 13 July 2004 (Robinson Agreement)**
 - 2.1 The Robinson Agreement provides for the sale, transfer and assignment of the applications for Exploration Licences E16/258 and E16/259 from Francis James Robinson (**Robinson**) to the Company upon payment to Robinson of \$2,300 and shares to the value of \$15,000 in the Company upon the listing of the Company on the ASX.
 - 2.2 It is a condition precedent to the Robinson Agreement that the Company be admitted to the official list of the ASX on or before 1 March 2005 or merge with a company already listed on the ASX by that date, save that the \$2,300 is not refundable should the Company not be admitted to the official list of the ASX by that date. We are advised that the date for satisfaction of this condition precedent has been extended to 30 June 2005 by a letter agreement date 13 February 2005 between the Company and Robinson.
 - 2.3 Under the Mining Act, application for exploration licences cannot be transferred. Transfer of exploration licences in the first year after grant is subject to the approval of the Minister for Mines.
 - 2.4 The Robinson Agreement contains a number of covenants and warranties from Robinson in favour of the Company covering such matters as the status and good standing of the tenements, the quality of title to and the absence of third party interests in the tenements, and compliance with reporting, rent and expenditure requirements in accordance with the Mining Act.
 - 2.5 Under the Robinson Agreement the Company is granted a licence to enter on the tenements from the date of execution of the agreement for the purpose of exploration and is entitled to exercise all rights of Robinson in relation to the tenements. During that time the Company is subject to a number of obligations in respect of the tenements including to meet the annual expenditure requirements and pay all rent and fees. The Company also provides an indemnity to Robinson in relation to any liability incurred by Robinson due to the Company's activities on the tenements prior to settlement of the Robinson Agreement.
 - 2.6 The parties provide indemnities to each other in relation to environmental damage on the tenements arising out of their respective activities, and against any breaches of their covenants and warranties under the Robinson Agreement.
3. **An Agreement between Roy Bernard Joseph Miles and the Company dated 21 February 2004 (Miles Agreement)**
 - 3.1 The Miles Agreement provides for the sale, transfer and assignment of granted mining leases Mining Leases M15/1341 and M15/1359 from the registered holder Roy Bernard Joseph Miles (**Miles**) to the Company upon payment of \$7,500 upon execution of the Miles Agreement, a further \$35,000 upon listing of the Company on the ASX, issuing of shares to a value of \$15,000 in the Company on listing of the Company on the ASX, and payment of a 2.5% net smelter royalty on the gold and a 1% net smelter royalty on other metals produced from the above two mining leases. The agreement provides that the Company must pay a 2.5% 'nett' royalty on each tonne of ore derived from the tenements and thereafter milled and treated, such payment being free of all deductions with the intent that Miles shall in no respect be liable to bear any costs of productions.

- 3.2 It is a condition precedent of the Miles Agreement that the Company be admitted to the official list of the ASX on or before 1 March 2005 save that the sum of \$7,500 is not refundable should the Company not be admitted to the official list of the ASX by that date. The date for satisfaction of this condition precedent has been extended to 30 April 2005 by a letter agreement dated 13 February 2005 between the Company and Miles.
- 3.3 The Miles Agreement contains a number of covenants and warranties from Miles in favour of the Company covering such matters as the status and good standing of the tenements, the quality of title to and the absence of third party interests in the tenements, and compliance with reporting, rent and expenditure requirements in accordance with the Mining Act.
- 3.4 Under the Miles Agreement the Company is granted a licence to enter on the tenements from the date of execution of the Miles Agreement for the purpose of exploration and is entitled to exercise all rights of Miles in relation to the tenements. During that time the Company is subject to a number of obligations in respect of the tenements including to meet the annual expenditure requirements and pay all rent and fees. The Company also provides an indemnity to Miles in relation to any liability incurred by Miles due to the Company's activities on the tenements prior to settlement of the Miles Agreement.
- 3.5 The parties provide indemnities to each other in relation to environmental damage on the tenements arising out of their respective activities, and against any breaches of their covenants and warranties under the Miles Agreement.
- 4. An Agreement between Peter James Djekic and Yvonne Maureen Vorster and the Company dated 6 August 2004 (Djekic/Vorster Agreement)**
- 4.1 The Djekic/Vorster Agreement provides for the sale, transfer and assignment of granted Mining Leases M15/1357 and M15/1358 from registered holders Peter James Djekic (**Djekic**) and Yvonne Maureen Vorster (**Vorster**) to the Company upon payment of \$12,000 upon execution of the Djekic/Vorster Agreement, and \$45,000 upon listing of the Company on the ASX.
- 4.2 Under the Djekic/Vorster Agreement, the Company will pay royalty to Djekic and Vorster, being 1.5% of every ounce of gold produced from gold bearing ore mined from either of the above mining leases and a royalty for other metals calculated at the rate of 1% of the net smelter return from the above mining leases for each expired quarter.
- 4.3 It is a condition precedent to the Djekic/Vorster Agreement that the Company be admitted to the official list of the ASX on or before 1 December 2004, or merge with a company already listed on the ASX by that date, save that the sum of \$12,000 is not refundable should the Company not be admitted to the official list of the ASX by that date. (See Djekic/Vorster Deed of Variation below.) We are advised that the parties subsequently have waived this condition precedent as all cash consideration has been paid in respect of this transaction and signed transfers have been provided by the vendors. We are advised that the Company has provided an undertaking to the vendors not to lodge the transfers for registration at DOIR until the Djekic/Vorster Agreement has been stamped in order to allow the vendors to lodge a caveat to protect their royalty interest.
- 4.4 The Djekic/Vorster Agreement contains a number of covenants and warranties from the vendors in favour of the Company covering such matters as the status and good standing of the tenements, the quality of title to and the absence of third party interests in the tenements, and compliance with reporting, rent and expenditure requirements in accordance with the Mining Act.
- 4.5 Under the Djekic/Vorster Agreement the Company is granted a licence to enter on the tenements from the date of execution of the Djekic/Vorster Agreement for the purpose of exploration and is entitled to exercise all rights of the vendors in relation to the tenements. During that time the Company is subject to a number of obligations in respect of the tenements including to meet the annual expenditure requirements and pay all rent and fees. The Company also provides an indemnity to the vendors in relation to any liability incurred by the vendors due to the Company's activities on the tenements prior to settlement of the Djekic/Vorster Agreement.
- 4.6 The parties provide indemnities to each other in relation to environmental damage on the tenements arising out of their respective activities, and against any breaches of their covenants and warranties under the Djekic/Vorster Agreement.
- 5. Deed of Variation of an agreement between Peter James Djekic and Yvonne Maureen Vorster and the Company (Djekic/Vorster Deed of Variation)**
- 5.1 The Djekic/Vorster Deed of Variation is a deed of variation to the Djekic/Vorster Agreement.



Solicitors' Report on Tenements

- 5.2 The Djekic/Vorster Agreement is varied by changing the reference in the condition precedent clause from 1 December 2004 to 1 February 2005 as the required date for the Company's listing on the ASX.
- 5.3 The required listing date of 1 February 2005 has passed without the Company listing on the ASX. Gadens has not been provided with any further deed of variation.
- 5.4 In consideration for the amendment to the Djekic/Vorster Agreement, the Company agreed to pay Djekic and Vorster \$4,000 payable by \$2,000 on execution of the Djekic/Vorster Deed of Variation and a further \$2,000 on or before 31 December 2004. As stated in paragraph 4.3 above, we are advised that the parties have waived the latter condition.
- 6. Call Option Deed between the Company and Fleetdale Pty Ltd and Nominees ABN 90 038 661 216 dated 22 November 2003 (Fleetdale Option Agreement)**
- 6.1 Under the Fleetdale Option Agreement, Fleetdale gives the right to the Company to purchase, among other things, applications for prospecting licences P25/1689 to P25/1707 for which Fleetdale is the registered applicant. Applications for prospecting licences are not transferable, but granted prospecting licences may be transferred at any time following grant without the need for ministerial consent.
- 6.2 The option to purchase must be exercised during an exercise period defined as a period commencing on the date the above prospecting licences are granted and expiring either on 30 June 2004 or 60 days after the granting of the tenements. By the Fleetdale Deed of Variation 1, the relevant date for the exploration of the exercise period was amended to 30 October 2004 or 60 days after the granting of the tenements. Subsequently, by Fleetdale Deed of Variation 2, the same period was amended so that the relevant date was 30 January 2005.
- 6.3 If the Company exercises the call option during the above period by provision of written notice to Fleetdale, two days after delivery of such notice, the Company must pay \$80,000 plus any reasonable outgoings directly incurred by Fleetdale in relation to applying for and being granted the tenements during the exercise period. The amount of \$80,000 has been reduced as noted under the deed of variation set out below.
- 6.4 The Fleetdale Option Agreement contains representations and warranties in favour of the Company covering such matters as the status and good standing of the tenements, and as to title and the absence of any mortgages, charges and liens in respect of the tenements. From the date of the deed until expiry of the exercise period Fleetdale must do all things necessary and expedient to ensure that the tenements are granted as soon as is reasonably practicable.
- 7. Deed of Variation of Option Agreement entered into between the Company and Fleetdale Pty Ltd dated 24 June 2004 (Fleetdale Deed of Variation 1)**
- 7.1 By Fleetdale Deed of Variation 1, the parties amended the relevant date in the definition of Exercise Period as noted under point 6.3 above and required the Company to pay Fleetdale \$10,000 which sum is to be taken off the exercise price of \$80,000 mentioned at point 6.4 above upon exercise of the call option by the Company.
- 8. Deed of Variation of Option Agreement entered into between the Company and Fleetdale Pty Ltd dated 29 October 2004 (Fleetdale Deed of Variation 2)**
- 8.1 By Fleetdale Deed of Variation 2, the parties amended the relevant date in the definition of Exercise Period as noted under point 6.3 above of 30 January 2005 and required the Company to pay Fleetdale a further \$10,000 which sum is to be taken off the exercise price of \$80,000 mentioned at point 6.4 above upon exercise of the call option by the Company.
- 9. Deed of Variation of Option Agreement entered into between the Company and Fleetdale Pty Ltd dated 15 December 2004 (Fleetdale Deed of Variation 3)**
- 9.1 Fleetdale Deed of Variation 3 provides for payment by the Company to Fleetdale of a further \$20,000 plus \$2,000 GST which, upon exercise of the call option by the Company, is to be a further deduction from the original call price of \$80,000.
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13 RISK FACTORS

This section identifies the areas the Directors regard as the major risks associated with an investment in the Company. Investors should be aware that an investment in the Company involves many risks that may be higher than the risks associated with an investment in other companies.

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

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

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

13.1 General Investment Risks

The general risks discussed below are outside the control of the Company and the Directors and cannot be mitigated. There is a risk that the price of Shares and returns to Shareholders may be affected by changes in:

- local and world economic conditions;
- interest rates;
- levels of tax, changes in taxation law and accounting practice;
- government actions or intervention;
- legislative changes;
- government royalties;
- inflation or inflationary expectations;
- commodity supply and demand
- industrial disruption;
- natural disasters, social upheaval or war in Australia or overseas; and
- terrorism in Australia or overseas.

as well as other factors beyond the control of the Company.

13.2 Specific Risk Factors

Tenements

As described in the Solicitor's Report on Tenements contained in section 12 of this Prospectus, the Company is not the registered holder of the granted tenements or the registered applicant for tenement applications which the Company has entered into agreements to acquire. The grant of, and conditions imposed on the tenements which are the subject of tenement applications, and the renewal of tenements upon expiry of their current terms is subject to the exercise of ministerial discretion under the Mining Act. In some cases the National Native Title Tribunal also has jurisdiction to impose conditions on tenements to be granted. In some cases ministerial consent is required to the transfer of tenements into the name of the Company.

No guarantee can be given that all of the tenements will be granted, renewed or transferred to the Company. Similarly no guarantee can be provided that the tenements which are the subject of tenement applications will be granted on favourable terms. The Directors refer potential investors to the Solicitors' Report on Tenements in



Section 12 for a detailed review of the tenements.

Exploration Risk

Mineral exploration involves significant risks that even a combination of experience, knowledge and careful evaluation may not be able to overcome. There is no assurance that minerals will be discovered or, even if they are, that commercial quantities of minerals can be recovered from the Company's areas of interest. No assurances can be given that if mineral reserves are discovered the Company will be able to realise such reserves as intended.

Operating Risks

Operating activities are subject to numerous risks, many of which are beyond the Company's control. The Company's operations may be curtailed, delayed or cancelled as a result of weather conditions, mechanical difficulties, shortage or delays in the delivery of equipment and compliance with governmental requirements. Completion of an exploration or evaluation programme does not assure a profit on the investment or recovery of operating costs. Hazards incident to the exploration and development of mineral properties such as unusual or unexpected formations may be encountered by the Company.

Industry operating risks include the risk of fire, explosions, equipment failure and environmental hazards such as accidental spills or leakage, the occurrence of any of which could result in substantial losses to the Company due to injury or loss of life, severe damage to or destruction of property, natural resources and equipment, pollution or other environmental damage, cleanup responsibilities, regulatory investigation and penalties and suspension of operations. Damages occurring as a result of such risks may give rise to claims against the Company. Although the Company believes that it or the operator will carry adequate insurance with respect to the operations in accordance with industry practice, in certain circumstances the Company's or the operator's insurance may not cover or be adequate to cover the consequences of such events. In addition, the Company may be subject to liability for hazards against which it may elect not to insure because of high premium costs or other reasons. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of operations of the Company. Moreover, there can be no assurance that the Company will be able to maintain adequate insurance in the future at rates that it considers reasonable.

Payment Obligations

Under the exploration tenements and certain other contractual agreements to which the Company is or may in the future become party, the Company is or may become subject to payment and other obligations. In particular, the tenement holders are required to expend the funds necessary to meet the minimum work commitments attaching to the exploration tenements. Failure to meet these work commitments may render the tenement liable to be forfeited. Further, if any contractual obligations are not complied with when due, in addition to any remedies which may be available to the other parties, dilution or forfeiture of interests held by the Company could result.

The Company may not have, or be able to obtain, financing for all such obligations as they arise.

Ability to Exploit Successful Discoveries

It may not always be possible for the Company to participate in the exploitation of any successful discoveries that may be made in any areas in which the Company has an interest. Such exploitation will involve the need to obtain the necessary licences or clearances from the relevant authorities, which may require conditions to be satisfied and/or the exercise of discretions by such authorities. It may or may not be possible for such conditions to be

satisfied. Further the decision to proceed to further exploitation may require the participation of other companies whose interests and objectives may not be the same as the Company. As described above, such further work may require the Company to meet or commit to financing obligations for which it may not have planned.

Volatility of Prices of Minerals

The demand for, and price of, minerals is highly dependent on a variety of factors, including international supply and demand, the level of consumer product demand, the price and availability of alternative minerals, actions taken by governments and international cartels, exchange rate fluctuations and global economic and political developments. International minerals prices have fluctuated widely in recent years and may continue to fluctuate significantly in the future. Fluctuations in minerals prices and, in particular, a material decline in the price of the minerals which the Company intends to exploit may have a material adverse effect on the Company's business, financial condition and results of operations.

Environmental Regulations

The Company's operations are subject to the environmental risks inherent in the mineral exploration industry. The Company is subject to environmental laws and regulations in connection with all its operations. Further, the Company may require approval from the relevant authorities before it can undertake activities that are likely to impact the environment. 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 cost of doing business or affect its operations in any area.

Additional Requirements for Capital

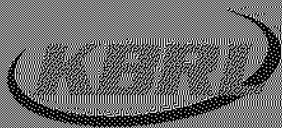
The Company's capital requirements depend on numerous factors. Depending on the Company's ability to generate income from its existing projects, the Company may require further financing in addition to amounts raised in the Offer. Any additional equity financing may be dilutive to shareholders, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion.

Native Title

Legislative developments and judicial decisions (in particular the uncertainty created in the area of indigenous land rights by the High Court's decisions in the 'Mabo', 'Wik', 'Miriwung Gajerrong' cases and Native Title legislation) may have an adverse impact on the Company's exploration activities and its ability to fund those activities. It is impossible at this stage to quantify the impact that these developments may have on the Company's operations. Refer to the Solicitor's Report on Tenements in Section 12 for further details on Native Title.

Competition

The Company competes with other companies, including major minerals companies. Some of these companies have greater financial and other resources than the Company and, as a result, may be in a better position to compete for future business opportunities. Many of the Company's competitors not only explore for and produce minerals, but also carry out downstream operations on these and other products on a worldwide basis. There can be no assurance that the Company can compete effectively with these companies.



14 ADDITIONAL INFORMATION

14.1 Incorporation

The Company was incorporated on 20 October 2003 in Australia.

14.2 Company Tax Status and Financial Year

The Company will be taxed in Australia as a public company. The financial year of the Company ends on 30 June annually.

14.3 Legal Proceedings

As at the date of this Prospectus the Company is not involved in any legal proceedings and the Directors are not aware of any litigation of a material nature pending or threatening which may significantly affect the Company.

14.4 Rights Attaching To Shares

Full details of the rights attaching to Shares are set out in the Company's constitution, a copy of which can be inspected, free of charge, at the Company's registered office during normal business hours.

There is only one class of share on issue in the Company being fully paid ordinary shares. The rights attaching to Shares are set out in the constitution of the Company, and in certain circumstances, regulated by the Corporations Act, the Listing Rules, the ASTC Business Rules and the general law.

The following is a broad summary of the rights, privileges and restrictions attaching to all Shares. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders that can involve complex questions of law. To obtain a definitive assessment of the rights and liabilities that attach to the Shares of the Company, investors should seek their own advice.

All Shares issued pursuant to this Prospectus will from the time they are issued, rank *pari passu* with all the Company's existing Shares.

Voting Rights

Subject to any restrictions on voting imposed due to a breach of the Listing Rules relating to restricted shares or any escrow agreement entered into by the Company and a member, every holder of Shares present in person or by proxy, attorney or representative at a meeting of Shareholders has one vote on a vote taken by a show of hands, and on a poll every holder of Shares who is present in person or by proxy, attorney or representative has one vote for every Share held by him or her, but, in respect of partly paid Shares, shall have a fraction of a vote for each partly paid share.

A poll may be demanded before a vote is taken, or before or immediately after the declaration of the result of the show of hands by the chairperson of the meeting, by at least five Shareholders present in person or by proxy, attorney, or representative, or by any one or more Shareholders who are together entitled to not less than five percent of the total voting rights of all those Shareholders having the right to vote on the resolution.

Dividend Rights

Dividends are payable out of the Company's profits and are declared by the Directors. Dividends declared will (subject to the rights of any preference Shareholders and to the right of the holders of any shares created or raised under any special arrangement as to dividend) be payable on the Shares in accordance with the Corporations Act,

including payment of cash, issue of shares, the grant of options and the transfer of assets.

Transfer of Shares

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

The Directors may refuse to register any transfer of Shares, other than a market transfer, where permitted by the Listing Rules or the ASTC settlement rules. The Company must comply with such obligations as may be imposed on it by the Listing Rules and where appropriate the ASTC settlement rules in connection with any market transfer and may not prevent, delay or in any way interfere with the registration of a market transfer where to do so would be contrary to the provisions of any of the Listing Rules or the ASTC settlement rules.

Meetings and Notice

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

Rights on Winding Up

The Company has only issued one class of shares, which all rank equally in the event of liquidation. A liquidator may, with the authority of a special resolution of Shareholders 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. The liquidator can with the sanction of a special resolution of the Company's Shareholders vest the whole or any part of the assets in trust for the benefit of Shareholders as the liquidator thinks fit, but no Shareholder of the Company can be compelled to accept any Shares or other shares in respect of which there is any liability.

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.

Alteration to the Constitution

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

14.5 Terms And Conditions Of Options On Issue

The Company currently has 4,500,000 Options allotted and approved for issue as at the date of this Prospectus ("**Existing Options**"). A summary of the terms and conditions of the Existing Options is set out below. A further 1,500,000 Options are to be issued to Ronin Management Pty Ltd (an entity associated with Trevor Matthews) subject to successful completion of the Offer on the same terms as the Existing Options (Further details of the interest of Trevor Matthews in Ronin Management Pty Ltd are set out in Section 14.13 below. Further details of the

interests of Ronin Management Pty Ltd in the Company and in relation to the Offer are set out below in Section 14.12 and Section 14.14). The Company has agreed to issue 5,000,000 Options, on different terms to the Existing Options, as vendor consideration under the Allen Agreement. A summary of the terms and conditions of the Options to be issued under the Allen Agreement is set out in the Summary of Material Agreements contained in the Solicitors' Report on Tenements in Section 12.

No Options are being offered under this Prospectus.

A summary of the terms and conditions of the Existing Options is as follows:

Each Existing Option entitles the holder, when exercised, to one fully paid ordinary share in the Company.

The Existing Options are exercisable on or before 5:00PM (WST) on 31 July 2008 by completing an option exercise form and delivering it together with the payment for the number of Shares in respect of which the Existing Options are exercised to the registered office of the Company.

The option exercise price for the Existing Options is 30 cents per option.

The Existing Options do not confer the right to a change in exercise price or a change in the number of underlying securities over which the Existing Options can be exercised.

Subject to the Corporations Act, the ASX Listing Rules and the Company's Constitution, the Existing Options are freely transferable.

All Shares issued upon exercise of the Existing Options will rank *pari passu* in all respects with issued Shares. The Company will apply for official quotation by the ASX of all Shares issued upon exercise of the Existing Options.

There are no participating rights or entitlements inherent in the Existing Options and the holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Existing Options. However, the record date for determining entitlements to any such issue will be determined in accordance with the ASX Listing Rules. This will give option holders the opportunity to exercise their Existing Options prior to the date for determining entitlements to participate in any such issue.

In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the option holder will be changed to the extent necessary to comply with the Listing Rules applying to the reconstruction of capital at the time of the reconstruction.

If there is a bonus issue to shareholders, the number of Shares over which each Existing Option is exercisable may be increased by the number of Shares which the holder of the Existing Option would have received if the Existing Option had been exercised before the record date for the bonus issue.

In the event that a *pro rata* issue (except a bonus issue) is made to the holders of the underlying securities in the Company, the exercise price of the Existing Options may be reduced in accordance with Listing Rule 6.22.

14.6 ASX Listing Rules

If the Company is admitted to the Official List, notwithstanding anything in the constitution of the Company, if the Listing Rules prohibit an act being done, the act must not be done. Nothing in the constitution prevents an act being done that the Listing Rules require to be done. If the Listing Rules require an act to be done or not

to be done, authority is given for that act to be done or not to be done (as the case may be). If the Listing Rules require the constitution to contain a provision or not to contain a provision the constitution is deemed to contain that provision or not to contain that provision (as the case may be). If a provision of the constitution is or becomes inconsistent with the Listing Rules, the constitution is deemed not to contain that provision to the extent of the inconsistency.

14.7 CHES

The Company proposes participating in the Clearing House Electronic Subregister System ('CHES'), operated by ASTC a wholly owned subsidiary of the ASX, in accordance with the Listing Rules and ASTC settlement rules.

Under CHES, 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, ASTC will send them a CHES statement.

The CHES statement will set out the number of Shares allotted to each Shareholder under the Prospectus, give details of the holder identification number and give the participant identification number of the sponsor.

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

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

14.8 Dividend Policy

The Company has not declared a dividend for the year ending 30 June 2004.

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

14.9 Corporate Governance

The Directors monitor the business affairs of the Company and on behalf of Shareholders and intend to formally adopt a corporate governance policy which is designed to encourage Directors to focus their attention on accountability, risk management and ethical conduct.

14.10 Shareholding Qualifications

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

14.11 Remuneration Of Directors

The constitution provides that the remuneration of the Directors will be not more than the aggregate fixed sum determined by a general meeting of its Shareholders. The Company has approved Directors remuneration of not more than the aggregate fixed sum of \$250,000 per annum.

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

A Director may also receive remuneration for serving the Company in another capacity.

Each non-executive director, being David Prentice and Ken Allen, has agreed to receive \$24,000 per annum for providing non-executive director services. The fees will accrue from 15 February 2005 but will not be payable until the minimum subscription under this Prospectus has been reached.

The Company has entered in to an agreement with Contango Consulting Pty Ltd (a company controlled by Trevor Matthews) in which the Company has agreed to pay Contango Consulting Pty Ltd \$120,000 per annum for executive services to be provided by Trevor Matthews. The fees will accrue from 15 February 2005 but will not be payable until the minimum subscription under this Prospectus has been reached.

14.12 Directors' Shareholdings

At the date of this Prospectus the interests of each of the Directors in Shares and Options, either issued or allotted and approved for issue, held both directly and indirectly are as follows:

Director	No. of Shares	No. of Options
Trevor Matthews	1,580,044*	-
David Prentice	250,000	-
Ken Allen	250,000	-
Total	2,080,044	-

* Trevor Matthews holds an indirect interest in 880,044 Shares which have been allotted and approved for issue as at the date of this Prospectus to Ronin Management Pty Ltd, by virtue of the fact that he is one of three directors of Ronin Management Pty Ltd and holds 33.3% of the issued capital of that company. As set out in section 14.14, on successful completion of the Offer, Ronin Management Pty Ltd is entitled to be issued a further 625,000 Shares and 1,500,000 Options at an exercise price of 30 cents and with an exercise date on or before 31 July 2008.

14.13 Other Interests of Directors

Trevor Matthews is a director of Ronin Management Pty Ltd, an advisor to the Offer, and holds 33.3% of the issued capital in that company. Details concerning the interests, fees and benefits of Ronin Management Pty Ltd in the Company and in relation to the Offer are detailed above in Section 14.12 and below in Section 14.14.

David Prentice is the Chief Executive Officer of Gadens Lawyers the solicitors to the Company in relation to the Offer and the solicitors responsible for preparing the Solicitors' Report on Tenements.

14.14 Other Interests Fees and Benefits

Other than as set out in this Section 14, or elsewhere in this Prospectus, no:

- (a) Director;
- (b) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation and distribution of this Prospectus;
- (c) promoter of the Company; or
- (d) stockbroker to the Offer under this Prospectus,

has, or had within 2 years before lodgement of this Prospectus with 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 its formation or the promotion or in connection with the Offer under this Prospectus; or
- (c) the offer of Shares under this Prospectus,

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 those persons as an inducement to become or qualify as a director of the Company or for services rendered in connection with the formation or promotion of the Company or the Offer under this Prospectus.

- Gadens Lawyers are the solicitors to the Company in relation to the Offer, have prepared the Solicitors' Report on Tenements, and been involved in undertaking due diligence enquiries in relation to the legal matters and providing legal advice to the Company in relation to the Offer. In respect of this work, the Company will pay approximately \$35,000 plus GST and disbursements to Gadens Lawyers. Gadens Lawyers has provided professional services to the Company during the last two years and are entitled to be paid fees totalling approximately \$20,000 plus GST and disbursements.
- Ord Corporate Pty Ltd has acted as the Independent Accountant and has prepared the Independent Accountant's Report included in this Prospectus. In respect of this work the Company will pay approximately \$7,000 plus GST and disbursements for these services. Ord Partners, which is related to Ord Corporate Pty Ltd, has been appointed as auditor of the Company.
- Ravensgate Pty Ltd has acted as the Independent Geologist and prepared the Independent Consulting Geologist's Report included in this Prospectus. In respect of this work the Company will pay approximately \$10,600 plus GST and disbursements for these services. Ravensgate Pty Ltd has not at any other time provided any other geological services to the Company.
- Delta Securities is acting as an advisor to the Company and will receive a fee of \$30,000 and commission of 6% in respect of funds raised by the allotment of Shares pursuant to Application Forms bearing their stamp.
- Ronin Management Pty Ltd, a company in which Trevor Matthews is a director, and in which Trevor Matthews holds 33.33% of the issued capital, is a corporate advisor to the Company and has received 44 Shares in satisfaction of \$40,000 of debt owed by the Company and 880,000 Shares at 10 cents per share in satisfaction

of \$88,000 of debt owed by the Company which are allotted and approved for issue as at the date of this Prospectus. Following successful completion of the Offer, Ronin Management Pty Ltd will receive 625,000 Shares and 1,500,000 Options with an exercise price of 30 cents and an exercise date of 31 July 2008 for no consideration for promoting the Offer. Ronin Management Pty Ltd also received \$9,075 in fees for raising seed capital for the Company. In addition Ronin Management Pty Ltd is to be paid \$4,389 in relation to expenses incurred on behalf of the Company.

- KMC Automation Pty Ltd trading as Advanced Share Registry Services has been appointed as the Company's share registry and will be paid for these services on normal commercial terms.
- The Company has entered into 2 separate consultancy agreements, one with Terragold Pty Ltd (**Terragold**) and Chad Everett (a former director and promoter of the Company) dated 4 February 2005, and the other with Sampson Mining Pty Ltd (**Sampson Mining**) and Mark Sampson (a former director and promoter of the Company) dated 16 February 2005. The two agreements are on identical terms and conditions and provide for Terragold and Chad Everett on behalf of Terragold, and Sampson Mining and Mark Sampson on behalf of Sampson Mining, to provide services to the Company in compliance with the directions of the board of the Company.

The Company has agreed to pay a monthly retainer of \$6,500 to each of Terragold and Sampson Mining. A daily fee of \$650 is payable by the Company for each day in excess of 10 days per month where Terragold or Sampson Mining provide services to the Company under their respective agreements. Terragold and Sampson Mining are entitled to a minimum of 4 return economy class airfares from Perth to Kalgoorlie in each 12 month period of the agreements, and are entitled to be reimbursed for reasonable out-of-pocket expenses.

The term of each agreement is 24 months commencing from the day when the Company is listed on the ASX. The parties to each of the agreements can terminate their agreement by providing 1 month written notice. If the Company terminates either of the agreements by providing 1 month written notice in this manner then it must pay the monthly retainer in full in respect of the terminated agreement for the balance of the term.

Each of the agreements also provides that the Company may terminate the agreement with immediate effect if there is default which is not made good within 7 days of written notice being provided by the Company to either of the other parties, or if either of the other parties refuses or neglects to comply with any instruction of direction which the Company is entitled to give, or if either of the other parties fails to provide the services to a satisfactory standard which continues un-remedied for 30 days after written notice has been provided by the Company.

- The Company has allotted and approved the issue of 625,000 Shares and 1,500,000 of the Existing Options each to Chad Everett and Mark Sampson (former directors and promoters of the Company) for no consideration. Chad Everett holds a further 134 Shares in the Company and Mark Sampson holds a further 133 Shares in the Company.
- By a letter agreement dated 14 January 2005 the Company has agreed with Julian Grill, a former director and promoter of the Company to, upon the successful listing of the Company on the Official List, reimburse Julian Grill for the sum of up to \$100,000 for amounts contributed by Julian Grill to the Company since its incorporation. The Company has allotted and approved the issue of 625,000 Shares and 1,500,000 of the Existing Options to Julian Grill for no consideration. Julian Grill holds a further 133 Shares in the Company.

14.15 Consents

Each of the parties referred to in this section:

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

Gadens Lawyers has given its written consent to being named as the solicitor to the Offer and the inclusion in this Prospectus of its Solicitors' Report on Tenements in the form and context in which it appears, and has not withdrawn such consent before lodgement of this Prospectus with ASIC.

Ord Corporate Pty Ltd has given its written consent to being named as Independent Accountant in this Prospectus and to the inclusion of its Independent Accountant's Report in this Prospectus in the form and context in which it appears and has not withdrawn such consent before lodgement of this Prospectus with ASIC.

Ravensgate Pty Ltd has given its written consent to being named as the Independent Geologist to the Company in this Prospectus and to the inclusion of its Independent Consulting Geologist's Report in this Prospectus in the form and context in which it appears and has not withdrawn such consent before lodgement of this Prospectus with ASIC.

Each of the following parties has consented to being named in the Prospectus in the capacity as noted below and have not withdrawn such consent prior to the lodgement of this Prospectus with ASIC:

- Delta Securities as corporate advisors to the Issue;
- Ronin Management Pty Ltd as corporate advisors to the Company;
- Ord Partners as auditors to the Company; and
- KMC Automation Pty Ltd trading as Advanced Share Registry Services as the Company's Share Registry.

There are a number of persons referred to elsewhere in this Prospectus who are not experts and have not made statements included in this Prospectus. These persons did not consent to being named in the Prospectus and did not authorise or cause the issue of the Prospectus.

14.16 Expenses of the Prospectus

The total estimated costs of this Prospectus, including legal fees, the fees of the Independent Accountant, the Independent Geologist, the corporate advisers, the Share Registry, and brokerage, ASX Listing fees, ASIC fees, Prospectus design, printing and advertising expenses, and other miscellaneous expenses, are estimated to be \$327,500 exclusive of any goods and services tax which may be payable on that amount (calculated on the basis of the maximum subscription being achieved). If less than the maximum subscription is achieved reduced brokerage (calculated at 6% of Issue proceeds) will be payable and ASX Listing fees which are based on the issued quoted capital of the Company will be lower resulting in the expenses of the Offer being reduced accordingly. The estimated cost of the Offer if only the minimum subscription is achieved is \$296,000 exclusive of any goods and services tax which may be payable.



14.17 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 or responsibility with respect to the taxation consequences of subscribing for Shares under this Prospectus.

14.18 Placement Fee

The Company reserves the right to pay any licensed security dealer a commercial fee with respect to any Application Form bearing their stamp.

14.19 Electronic Prospectus

Pursuant to Class Order 00/044 ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus on the basis of a paper prospectus lodged with ASIC and the issue of Shares in response to an electronic application form, subject to compliance with certain provisions.

If you have received this Prospectus as an electronic prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please email the Company at admin@kbrl.com.au and the Company will send you, free of charge, either a hard copy or a further electronic copy of the Prospectus or both. Alternatively, you may obtain a copy of the Prospectus from the Company's website at www.kalgoorlieboulderres.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. In such case, the application moneys received will be dealt with in accordance with the requirements of the Corporations Act.

14.20 Privacy Disclosure

The Company collects information in relation to each Applicant as provided on an Application Form for the purposes of processing the Application Form and, should the Applicant be successful, to administer the Applicant's security holding in the Company.

The Company may use the information in the Application Form for the purposes described above, and the may disclose that information for these purposes to the Share Registry, the Company's related bodies corporate, agents, contractors and third party service providers, and to the ASX, ASIC and other regulatory authorities.

This information may also be used and disclosed to persons inspecting the register, including bidders for your securities in the context of take-overs, licensed securities dealers, mail houses for corporate communications, and legal and regulatory bodies including the Australian Taxation Office.

15 CONSENT BY THE DIRECTORS

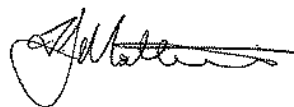
The Directors state that they have made all reasonable enquiries and on that basis have reasonable grounds to believe that any statements made by the Directors in this Prospectus are not misleading or deceptive and that in respect of any other statements made in this Prospectus by persons other than Directors, the Directors have made reasonable enquiries and on that basis have reasonable grounds to believe that persons making the statement or statements were competent to make such statements, those persons having given their consent to the statements being included in this Prospectus in the form and context in which they are included and have not withdrawn that consent before lodgement of this Prospectus with ASIC, or to the Directors knowledge, before any issue of the Shares pursuant to this Prospectus.

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

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

This Prospectus is issued by the Company. Its issue was authorised by a resolution of the Directors and is signed by the Managing Director on behalf of all of the Directors.

Dated 22 February 2005



Signed for and on behalf of Kalgoorlie-Boulder Resources Ltd
by Trevor Matthews
Managing Director

16 GLOSSARY OF NAMES AND TERMS

The following definitions apply throughout this document unless the context requires otherwise.

Applicant(s)	Person(s) who submit valid Application Forms pursuant to this Prospectus.
Application	A valid application made to subscribe for Shares pursuant to this Prospectus.
Application Form	The application form attached to and forming part of this Prospectus.
ASIC	The Australian Securities and Investments Commission.
ASX	Australian Stock Exchange Ltd ACN 008 624 691.
ASTC	ASX Settlement and Transfer Corporation Pty Limited ABN 49 008 504 532.
Auditors	Ord Partners.
Board	The board of Directors.
Business Day	A day other than a Saturday or Sunday on which banks are open for business in Perth, Western Australia.
CHESS	ASX Clearing House Electronic Subregistry System.
Closing Date	The date on which the Offer closes.
Company	Kalgoorlie-Boulder Resources Ltd ACN 106 732 487.
Corporations Act	The Corporations Act 2001 (Cth).
Directors	The directors of the Company.
Dollars or \$	Australian dollars unless otherwise stated.
Glossary	This glossary.
Independent Accountant	Ord Corporate Pty Ltd.
Independent Accountant's Report	The report contained in Section 11 of this Prospectus.
Independent Consulting Geologist	Ravensgate Pty Ltd ACN 080 845 272.
Independent Consulting Geologist's Report	The report contained in Section 10 of this Prospectus.
Issue	The issue of 16,000,000 Shares pursuant to this Prospectus.
Listing Rules	The official listing rules of ASX.
Mining Act	The Mining Act 1978 (WA).
Offer	The invitation made in this Prospectus to subscribe for Shares.
Offer Period	The period commencing on the Opening Date and ending on the Closing Date.
Officer(s)	The Directors and company secretary of the Company or any one of them.
Official List	The Official List of the ASX.
Opening Date	The date on which the Offer opens.
Option	A right to acquire Shares, subject to its terms and conditions.

Prospectus This Prospectus and includes the electronic prospectus.

Quotation Quotation of the Shares on the ASX.

Share(s) Fully paid ordinary shares(s) in the Company.

Shareholder(s) The registered holder of Shares in the Company.

Solicitor's Report on Tenements The report contained in Section 12 of this Prospectus.

WST Australian Western Standard Time.



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APPLICATION FORM

TO MEET THE REQUIREMENTS OF THE CORPORATIONS ACT THIS APPLICATION FORM MUST NOT BE HANDED ON (WHETHER IN PAPER OR ELECTRONIC FORM) UNLESS ATTACHED TO THE PROSPECTUS OF THE COMPANY DATED 22 FEBRUARY 2005 FOR THE ISSUE OF 16,000,000 SHARES IN THE COMPANY

Please read all instructions on the reverse of this form

SHARE REGISTRARS USE ONLY

BROKER REFERENCE - stamp duty

BROKER CODE

ADVISER CODE

WRITE THE NUMBER OF SHARES YOU ARE APPLYING FOR HERE

A

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

X 20 cents =

B

\$

.00

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

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

C WRITE YOUR NAME HERE

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

JOINT APPLICANT 2 OR <ACCOUNT NAME>

JOINT APPLICANT 3 OR <ACCOUNT NAME>

D ENTER YOUR TFN HERE

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

E WRITE YOUR POSTAL ADDRESS HERE

NUMBER/STREET/BOX NUMBER DETAILS

SUBURB/TOWN

STATE

POSTCODE

F

CONTACT NUMBER (WORK)

CONTACT NUMBER (HOME)

CONTACT NAME (PRINT)

G

EMAIL ADDRESS

H HOLDER IDENTIFICATION NUMBER (HIN)

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

I

DRAWER

BANK

RANCH

BSB NO

TOTAL AMOUNT OF CHEQUE ENCLOSED

A\$

A\$

PLEASE MAKE CHEQUE(S) PAYABLE TO 'KALGOORIE-BOULDER RESOURCES LTD - APPLICATION ACCOUNT'

J

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

NO SIGNATURE REQUIRED



HOW TO COMPLETE THE APPLICATION FORM

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

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

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

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

Kalgoorlie-Boulder Resources Ltd
c/- Advanced Share Registry Services
P O Box 6283
East Perth WA 6892

Kalgoorlie-Boulder Resources Ltd
c/- Advanced Share Registry Services
Level 7, 200 Adelaide Terrace
East Perth WA 6004

CORRECT FORM OF REGISTRABLE TITLE

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

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





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