timpetra

PROSPECTUS

Timpetra Resources Limited
ACN 143 928 625

A fully underwritten offer of 50 million Shares at an issue price of $0.20 each, to raise a total of $10 million.

Important Information
This is an important document that should be read in its entirety. If you do not understand any part of this document you should consult a professional advisor. An investment in the securities of Timpetra Resources Limited should be considered speculative in nature.

Lead Manager and Underwriter

ORD MINNETT

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DISCLAIMER AND IMPORTANT NOTICE

General

Prospective investors should read this Prospectus in its entirety, including the Risk Factors in Section 6, the Independent Technical Report in Section 7 and the Independent Tenement Report in Section 9.

Neither the Company nor any other person guarantees the performance of the Shares offered under this Prospectus, the performance of the Company or the return on any investment.

Gold Fields Limited and its subsidiaries, including Gold Fields Australasia Pty Ltd, does not make any representation or warranty as to the accuracy, reliability, adequacy or completeness of this Prospectus or any of it, or that:

- any estimate or forecast contained in the Prospectus will be achieved;
- the Company's Lockington Model is accurate;
- any statement as to future matters set out in the Prospectus will prove correct; or
- any opinion or advice set out in the Prospectus is correct.

This Prospectus is dated 16 February 2011 and was lodged with ASIC on that date. Neither ASIC nor ASX take responsibility for the contents of this Prospectus.

The expiry date of this Prospectus is 13 months after the date this Prospectus is lodged with ASIC (**Expiry Date**). No Shares may be issued on the basis of this Prospectus after the Expiry Date.

An application will be made to ASX within 7 days after the date of this Prospectus for Quotation of the Shares.

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

Investors who wish to subscribe for Shares should complete an Application Form included in this Prospectus.

Certain abbreviations and other defined terms are used throughout this Prospectus. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations used are set out in Section 12 of this Prospectus.

Any diagrams and illustrations in this Prospectus, except where indicated, are not necessarily assets owned by the Company, but have been included to give an indication of the nature and or location of the Company's business, operations and industry in which it operates.

All amounts are in Australian dollars unless otherwise specified.

Electronic Prospectus

A copy of this Prospectus will be made available on the Company's website www.timpetra.com. Any person accessing the electronic version of this Prospectus for the purpose of making an investment in the Company must be an Australian resident and must only access the Prospectus from within Australia.

The Corporations Act prohibits any person from passing the Application Form onto another person unless it is attached to or accompanied by the complete and unaltered version of this Prospectus and Application Form. During the Offer Period, any person may obtain a hard copy of this Prospectus and Application Form by contacting the Company by e-mail at info@timpetra.com.

Foreign Jurisdictions

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 and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

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

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 of the Prospectus with ASIC. This period may be extended by ASIC for a further period of 7 days. The purpose of this Exposure Period is to enable the Prospectus to be examined by market participants prior to the raising of the funds. Applications received before the expiration of the Exposure Period will not be processed until after the Exposure Period. No preference will be conferred upon Applications received during the Exposure Period.

Speculative Investment – Risks

There are risks associated with an investment in Timpetra and the Shares offered under this Prospectus must be regarded as a speculative investment. The Company is involved in mineral exploration which is highly speculative in nature. Accordingly there are significant risks associated with investing in the Company, some of which are outlined in Section 6. Potential investors should take these factors into account and consider whether the Shares are an appropriate investment in view of their personal circumstances. The Shares offered under this Prospectus carry no guarantee with respect to return on capital investment, payment of dividends or the future value of the Shares.

02

INVESTMENT HIGHLIGHTS

Experienced Board of Directors:

- The Board of Timpetra comprises individuals with a combined experience of 135 years in the resources industry and a successful track record in the development of resource projects.
- The Board members have strong networks in the resource industry with which to create additional commercial opportunities.

Prospective exploration tenements:

- Before the Shares are quoted on ASX, Timpetra will acquire from Gold Fields Australasia Pty Limited (**Gold Fields**) interests in two exploration licences, Lockington South (100%) and Lockington East (77.1%). The Tenements are located at the northern end of the Ballarat-Bendigo gold corridor which forms the heart of the Central Victorian gold district. Timpetra has named this first project the **Lockington Project**.

- The remaining 22.9% interest in Lockington East is held by Pacrim Energy Limited (**Pacrim Energy**). Details on the joint venture arrangements with Pacrim Energy in respect of this tenement are set out in Sections 10.4.3 and 10.4.4.
- Phase 1 exploration in the Lockington Project is complete. Since July 2003, Gold Fields has invested $6.3m in exploration across the two Tenements. Over 100,000 metres of drilling has been completed, as well as extensive geochemistry and ground geophysics work, including:[1]
  - 1,459 soil samples;
  - 1,072 AirCore holes for 109,779 metres; and
  - 34 diamond holes for 11,501 metres drilled between 2004 and 2007 predominantly in the Lockington South Prospect.

Good early stage exploration results achieved:

- Through this phase 1 exploration work in the Lockington Project, the Company has identified 8 gold trends with strike lengths of between 3.5 km and 10 km.[2]
- Multiple drill holes have produced gold grades in excess of 3 grams per tonne.[3]

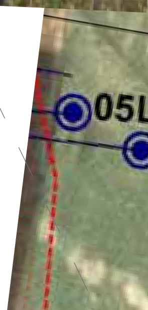
1 Refer to the Competent Person's statement in section 4.5.
2 Refer to the Competent Person's statement in section 4.5.
3 Refer to the Competent Person's statement in section 4.5.

Ready to commence second phase of exploration:

- Phase 2 exploration is expected to commence in April 2011 and is designed to confirm whether the Lockington Project has similar geological characteristics to the Fosterville Mine,[4] a nearby gold mine that produces approximately 100,000 ounces of gold per annum and has a total Gold Endowment of over 2.5 million ounces.[5]
- Following positive geochemical and geophysical testing results which support the existence of a major fault, the primary objectives of phase 2 exploration are to confirm the existence of this fault through drilling and ascertain where it intersects the favourable sediment sequence. This intersection is where the most significant mineralisation is expected to occur.
- Initial drilling results suggest the bedrock sequence of rocks is broken by a major fault. Hole 06LODH021[6] was drilled 60 metres west of Lockington Road which intersected a different sequence of sandstones to those intersected 150 metres to the east of the road. In the Company's view, the different sequence implies the existence of a major structural fault (the Lockington Fault) in the narrow range between these drill holes.[7]

Good infrastructure:

- Lockington is an established rural town. The region is well supported by an extensive road network and an established power and water supply.
- An experienced mining workforce resides in the nearby communities of Fosterville, Costerfield and Bendigo.



4 A mine in which the Company has no interest but is in close proximity to Lockington.

5 Gold endowment is the sum of the total mined gold and current gold reserves and resources. Refer to http://www.northgateminerals.com for information on the Fosterville Mine and the Competent Person's statement in respect of its gold reserves and resources.

6 Refer to figure 13 on page 26 where hole 06LODH021 is identified as hole 21 on the aerial photograph.

7 Refer to the Competent Person's statement in section 4.5.

INVESTMENT HIGHLIGHTS continued

Strategically located tenements:

- The Lockington Project is located in Victoria's Murray Basin, at the northern end of the Ballarat-Bendigo gold corridor, 50 km due north of the Fosterville Mine.[8]
- The Ballarat-Bendigo gold corridor is one of the richest known gold belts in the world having produced over 33 million ounces of gold.
- The nearby Fosterville Mine has a total Gold Endowment of over 2.5 million ounces with an ongoing exploration program and currently produces 100,000 ounces of gold per year.[9] The Board believes that the Fosterville Mine is hosted in a similar geological setting to the Lockington Project.
- Geological indications that the Lockington Project is analogous to the Fosterville Mine, thereby supporting the proposition that a similar resource may exist, include:
  - the host rock at both locations is an Ordovician turbidite sequence;
  - the gold mineralisation is similar to that at the Fosterville Mine; and
  - the gold mineralisation is associated with arseno-pyrite in sandstones disrupted by west dipping reverse faults. See the Independent Technical Report in Section 7 for further details.
- Importantly, the mineralisation style at Lockington is not similar to the coarse gold present at Bendigo but rather the fine-grained gold present at Fosterville. This style of mineralisation is more continuous and presents fewer resource estimation challenges than coarse gold ore bodies with a high nugget effect. While this fine-grained style is refractory in nature, this type of mineralisation is being economically treated at Fosterville through a treatment of bacterial oxidation.

Cornerstone investor:

Gold Fields Australasia Pty Ltd is a subsidiary of Gold Fields Limited, a major gold producer listed on the Johannesburg and New York Stock Exchanges with a market capitalisation of A$11.31 billion as at 2 February 2011. Gold Fields has conducted the preliminary exploration work in the Lockington Project and will retain an exposure to the Lockington Project through an approximate 21.8% shareholding in the Company after completion of the Offer, as well as royalty rights.

Gold Fields has also agreed to provide certain technical services to Timpetra for future exploration and development activities, including for the Lockington Project.

See Section 10.4 for further details.

Discount to exploration expenditure incurred to date:

The Company's pre-capital raising valuation of $3.75m represents a 40% discount to the exploration expenditure incurred to date.

8 A mine in which the Company has no interest but is in close proximity to Lockington.

9 Refer to http://www.northgateminerals.com for information on the Fosterville Mine and the Competent Person's statement in respect of its gold reserves and resources.

RISKS

- There are risks associated with investing in a publicly listed company and particular risks associated with mineral exploration which is a speculative activity. There is a risk that tenements may not yield the expected levels of mineralisation.
- Exploration for minerals is highly speculative in nature and there is no guarantee of exploration success. There has currently been insufficient exploration work undertaken on the Tenements to define a Mineral Resource in accordance with JORC. The exploration targets identified by the Company are conceptual in nature and no assurances can be given that future exploration efforts will result in the discovery of any Mineral Resource suitable for economic extraction.
- Commodity prices, in particular gold, fluctuate widely and are affected by numerous external factors which are beyond the Company's control. Whilst the Company is currently only at an exploration stage, a significant fall in commodity or gold prices may have a significant adverse impact on the Company's future operations. To the extent that in the future the Company is involved in mineral production the revenue derived through the sale of commodities may expose the potential income of the Company to commodity price and exchange rate risks.
- Both exploration licences the subject of the Lockington Project expire in late 2011. Although such licences may be renewed, there can be no assurance that such licences will be renewed on acceptable terms or in a timely manner.
- Potential investors should pay careful attention to the summary of these and other risks as set out in Section 6 and should consult their professional advisers before deciding whether to subscribe for Shares.

KEY DETAILS OF THE OFFER

Offer price	$0.20 per Share
Shares currently on issue	3,750,000
Shares to be issued under the Offer	50,000,000
Shares to be issued to Gold Fields under the Sale Agreement	15,000,000
Total shares on issue after completion of the Offer	68,750,000
Indicative market capitalisation based on the Offer price of $0.20 per Share	$13,750,000
Gold Fields' approximate shareholding in the Company after completion of the Offer	21.8%
Anticipated aggregate shareholding of Directors and senior management and their related entities after completion of the Offer	6.5%
Options currently on issue	4,937,500

KEY DATES

	2011
Lodgement of the Prospectus with ASIC	16 February 2011
Opening Date (first day for Applicants to submit Application Forms)	24 February 2011
Closing Date (last day for Applicants to submit Application Forms)	5.00pm (AEST) 16 March 2011
Allotment of Shares under the Offer	24 March 2011
Despatch of holding statements to successful Applicants and, if the Offer is oversubscribed, refund payments	28 March 2011
Trading of Shares on ASX expected to commence	30 March 2011

The dates shown above are indicative only and may vary. Timpetra reserves the right to close the Offer early or to extend the Closing Date without prior notice. Applicants are therefore encouraged to submit their Application as soon as possible after the Opening Date.

Persons wishing to apply for Shares under the Offer must complete the Application Form at the back of the Prospectus and send the form together with their Application Monies to the address shown on the form so that it is received before the Closing Date. Further information on how to apply is set out in Section 2 and on the Application Form.

CHAIRMAN'S LETTER

16 February 2011

Dear Investor,

On behalf of my fellow directors, it is with great pleasure that I present to you this Prospectus and invite you to become a shareholder of Timpetra.

Our objective is simple: to identify and acquire advanced greenfield gold exploration projects where substantial value can be unlocked with a minimum degree of exploration risk.

In line with this strategy, Timpetra has entered into an agreement to acquire 100% of Exploration Licence 4742 and 77.1% of Exploration Licence 4552, both situated near the town of Lockington (the **Lockington Project**), from Gold Fields Australasia (**Gold Fields**). The consideration payable to Gold Fields under the agreement includes the issue of 15 million shares in the Company, giving Gold Fields an approximate 21.8% shareholding in the Company after the completion of the Offer. We look forward to working together with them in this exciting project, and potentially developing and building upon this relationship in the future.

Since July 2003, over 100,000 metres of drilling have been completed in the Lockington Project, as well as extensive geochemical and ground geophysical work. The exploration work undertaken points to the potential for a gold resource in the vicinity. Results to date suggest that host rocks, geological structures, gold mineralisation, and quartz veins are very similar if not identical to the nearby Fosterville Mine,[10] situated approximately 50 km to the south, which has annual gold production of 100,000 ounces and an estimated gold endowment of 2.5 million ounces.[11] This style of mineralisation is more continuous and although this fine-grained style is refractory, this type of ore is being successfully treated at Fosterville through a process of bacterial oxidation.

Furthermore, the Board is fortunate to have Mr Ian Holland, the General Manager at the Fosterville Mine, as a non-executive director of Timpetra.

Drilling results at Lockington South on six east-west sections are of particular interest. Five of the sections intersected the same repeating sequence of sandstone and shale. A sixth hole drilled west of the Lockington Road intersected a different sequence of sandstones, implying the existence of a major structural break or fault correlating with the Lockington Fault interpreted from the geophysical data.

This anomalous drill result not only alludes to the existence of a fault (and implied gold mineralisation), but narrows down the location of the fault to within 300 metres. This provides us with the ideal platform to continue the exploration with defined and specific drill targets. Phase Two exploration, which is expected to commence in April 2011, has been designed to confirm whether the Lockington Project is analogous to the Fosterville Mine.

The Board and management team bring together a highly skilled and experienced group of professionals who together have a wealth of operational, technical and corporate experience in mineral exploration and mining operations, both locally and internationally.

The Company is raising $10 million through the issue 50 million shares at an issue price of $0.20 each, in order to fund activities aimed at achieving its objectives over the next two years. The Offer is fully underwritten by Ord Minnett. The Offer provides investors with the opportunity to invest at an entry cost of 40% below the exploration expenditure to date in the Lockington Project alone which itself shows successful exploration results.

It is therefore with great enthusiasm and confidence that I look forward to welcoming you as a shareholder of Timpetra.

Yours faithfully,

Tony Grey
Chairman

10 A mine in which the Company has no interest.

11 Gold endowment is the sum of the total mined gold and current gold reserves and resources. Refer to http://www.northgateminerals.com for information on the Fosterville Mine and the Competent Person's statement in respect of its gold reserves and resources.

SECTION 1
INVESTMENT OVERVIEW

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

1.1 Company overview

Timpetra is an Australian public company that is focused on the identification, assessment and development of gold projects. The Company has entered into the Sale Agreement to acquire a 100% and 77.1% interest respectively in two prospective exploration licences in Victoria's Murray Basin located at the northern end of the Ballarat-Bendigo gold corridor (the **Lockington Project**) which it plans to develop. The Company aims to provide Shareholders with superior returns through the development of the Lockington Project. The Company will also be focused on identifying and acquiring other advanced greenfield exploration projects.

1.2 Company assets

The Lockington Project is located 50 km due north of the Fosterville Mine[12] and 65 km north-east of the Bendigo mining area. The Ballarat-Bendigo gold corridor is one of the richest known gold belts in the world having produced over 33 million ounces of gold since 1851.

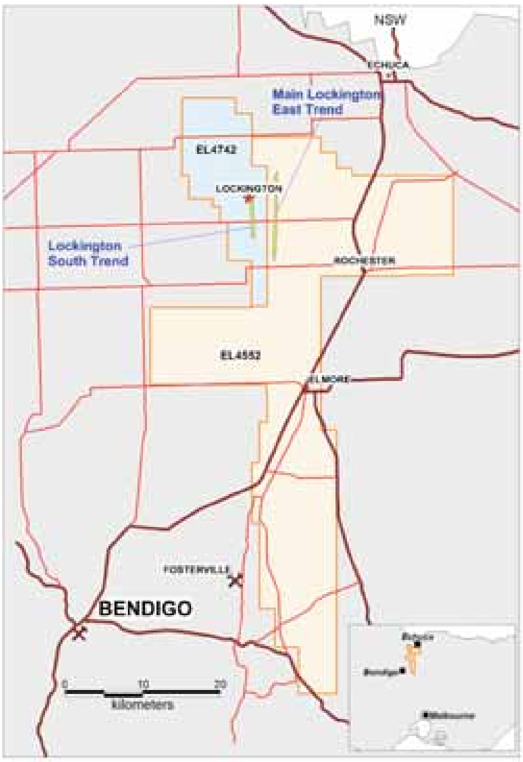


Figure 1: Project Location – The Lockington South Prospect is located entirely within EL 4742 while the Lockington East Prospect is located entirely within EL 4552.

12 A mine in which the Company has no interest.

Upon completion of the Offer and the Sale Agreement, Timpetra will control two tenements: Lockington East and Lockington South. Exploration activity to date has identified 8 mineralised trends across both tenements.

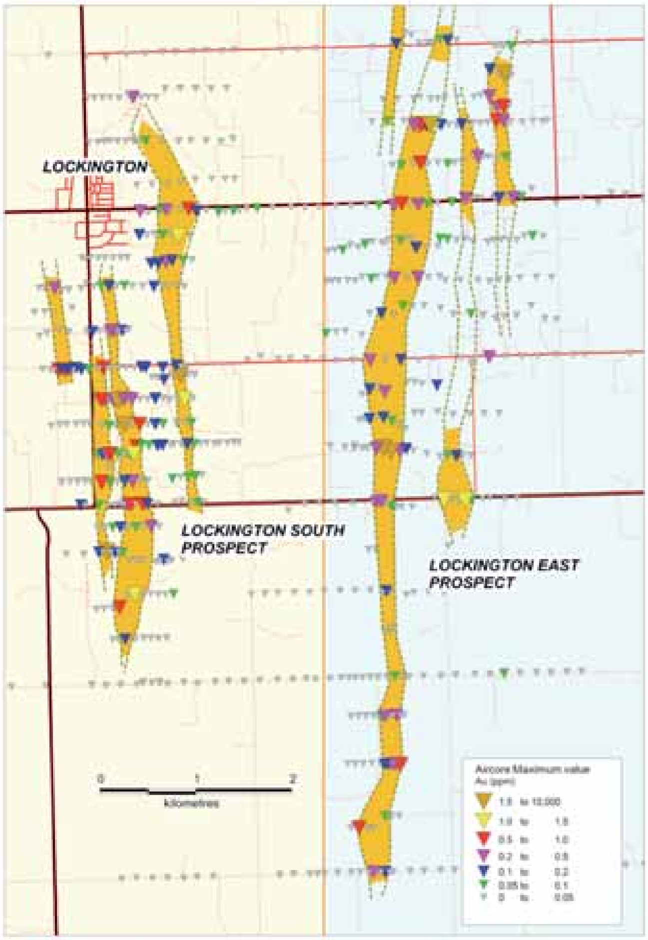


Figure 2: Lockington gold trends and AirCore drilling. Roads and tracks shown as solid and dashed red lines.

1.3 Identification of gold mineralisation

The Company's Exploration Manager, Geoff Turner, has been intimately involved in the Lockington Project since 2004.[13] He was responsible for the initial soil sampling program which led to the drilling of the first hole at Lockington South, returning a gold intersection of 15m averaging 0.53 g/t. Other gold intersections of up to 15m @ 1.27 g/t in 8 of the first 20 holes confirmed that a new gold mineralised region had been located.

Subsequent diamond drilling supports the Company's view that potentially significant gold mineralisation exists in the Lockington Project. Exploration to date has identified a number of gold intersections including:[14]

- 7.7m @ 4.24 g/t from 166m;
- 4.1m @ 6.28 g/t from 231m;
- 5.7m @ 3.15 g/t from 303m;
- 1.8m @ 12.04 g/t from 154m; and
- 3.5m @ 4.00 g/t from 280m.

13 The Company's Exploration Manager, Geoff Turner, is not an employee of the Company. Mr Turner is a director of Exploration Management Services Pty Ltd which has agreed to provide geological services to the Company, including the services of Mr Turner. The services agreement with Exploration Management Services Pty Ltd is summarised in Section 10.4.8.

14 Refer to the Competent Person's statement in Section 4.5.

The host rocks and geological structures within the Lockington Project have shown that the geology is analogous to the Fosterville gold deposit located 50 km south. The Fosterville Mine[15] produces 100,000 ounces of gold per year and has a total Gold Endowment estimated at 2.5 million ounces with exploration drilling ongoing.[16] Furthermore, this type of mineralisation is being successfully processed using a process of bacterial oxidation. The importance of this similarity is that it supports the proposition that the geological environment of the Lockington Project can support a significant gold resource. See the Independent Technical Report in Section 7 for more information on the Fosterville Mine.

1.4 Confirming that a fault structure exists

Based on the experience of the Fosterville Mine, the gold mineralisation in the Lockington Project is presumed to occur where the Lockington Fault truncates the west limb of the folded turbidite sequence (refer to section 6.5 of the Independent Technical Report). The Lockington Fault was initially interpreted from regional and local geophysical surveys, including gravity surveys conducted by GeoScience Victoria (**GSV**).

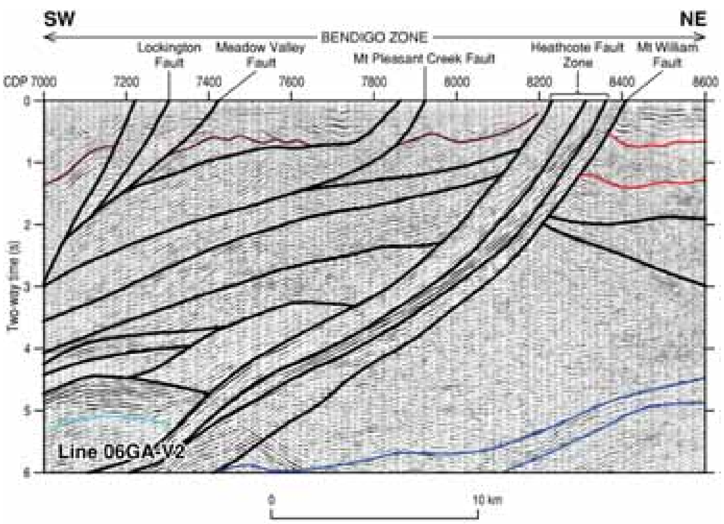


Figure 3: GSV interpretation of part of the 2006 Seismic Survey across the Bendigo Zone.

Further support for the existence of the Lockington Fault came when hole 06LODH021[17] was drilled 60 metres west of the Lockington Road intersected a different sequence of sandstones to those intersected 150 metres to the east of the road. The different sequence implies the existence of a major structural fault (the Lockington Fault) between these drill holes. The presence of a fault, similar to that found at Fosterville, is critical to the development of gold mineralisation of the style expected to be found at Lockington.

15 A mine in which the Company has no interest.

16 Refer to http://www.northgateminerals.com for information on the Fosterville Mine and the Competent Person's statement in respect of its gold reserves and resources.

17 Refer to figure 13 on page 26 where hole 06LODH021 is identified as hole 21 on the aerial photograph.

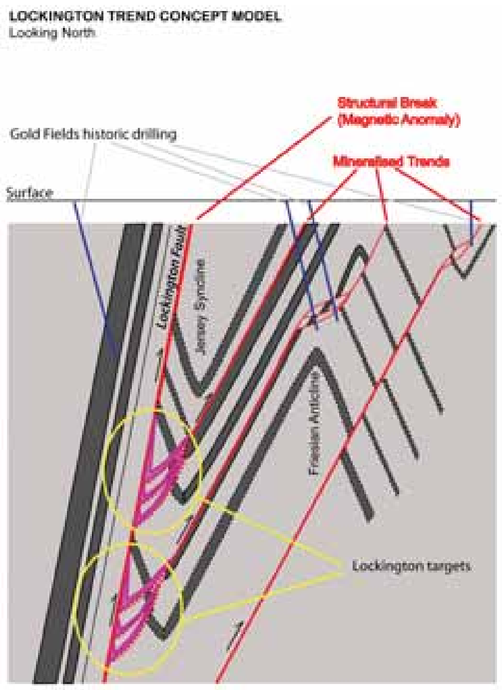


Figure 4: Lockington Trend Concept Model.

The Board believes that a focused drilling program has the potential to confirm the location of the Lockington Fault and that it lies in a favourable position relative to the folded turbidite sequence thus confirming the Lockington Model (refer Figure 4 above), by:

a. locating the syncline (inverted fold) immediately east of the Lockington Fault; and

b. proving that the west dipping splay faults cut through the syncline at an angle that creates fracture zones suitable for the development of large areas of gold mineralisation.

Follow-up drilling would then be aimed at repeating these results on sections drilled along the length of the anomaly identified at Lockington South. If positive results are achieved, Timpetra would then proceed to resource definition drilling. The funds being raised under the Offer are intended to finance this drilling program.

1.5 Evaluation of acquisition opportunities

The Directors have an extensive network in the resources industry and a track record of operational and corporate finance experience, including a proven ability to develop and operate mining projects.

Using this group expertise, it is envisaged that the Company will seek to evaluate and acquire additional gold exploration and mining projects. The geographic locations of potential projects have not been defined, but it is currently envisaged that any acquisition would be in the so-called epithermal rim of the Pacific, including Australia, Indonesia, PNG and the Philippines.

The sizes of potential acquisitions have not been defined, but rather will be evaluated on the merits of each opportunity, the availability of capital and the ability of the Company to add value to the potential asset for the benefit of Shareholders.

1.6 Purpose of the Offer

Timpetra is raising $10 million under the fully underwritten Offer. Funds raised from the Offer will be applied to conduct a staged program of diamond drilling to test and confirm the model in respect of the Lockington Project (**Lockington Model**), assess and acquire other gold resource opportunities, provide the Company with working capital and fund the fees and expenses of the Offer. Further details on the proposed use of funds is set out in Section 2.3.

SECTION 2
DETAILS OF THE OFFER

2.1 Offer

This Prospectus invites investors to apply for a total of 50 million Shares at an issue price of $0.20 per Share to raise $10 million (before expenses of the Offer). All Shares issued under this Prospectus will be issued as fully paid and will rank equally in all respects with the Shares already on issue.

Applications must be for a minimum of 10,000 Shares and thereafter in multiples of 1,000 Shares, and can only be made by completing the Application Form included in the back of this Prospectus.

The Company reserves the right to reject any Application or to allocate any investor fewer Shares than the number applied for.

2.2 Shareholdings following completion of the Offer

The potential ranges of shareholdings in the Company upon completion of the Offer are as follows:

Shareholder	Shares	Approximate percentage shareholding	Founder Options	Incentive Options
Gold Fields	15,000,000	21.8%	Nil	Nil
Directors and senior management	3,750,000	5.5%	3,437,500	1,500,000
Applicants under the Offer	50,000,000	72.7%	Nil	Nil
Total	**68,750,000**	**100%**	**3,437,500**	**1,500,000**

Notes: Each of the Founder Options and Incentive Options noted above are exercisable at 20 cents. A summary of the terms of the Founder Options and Incentive Options is provided in Section 10.2.

As set out in Section 10.5, it is currently proposed that Directors Dion Cohen, Stephen Turner and Anthony Grey will each subscribe for 250,000 Shares under the Offer. Assuming this occurs, the shareholding of Directors and senior management of the Company will increase to approximately 6.5% and the shareholding of other Applicants will be reduced to approximately 71.7%.

2.3 Purpose of the Offer

In the two years following the listing on ASX, the funds raised from the Offer are expected to be applied as follows:

	$
A staged program of diamond drilling to test and confirm the Lockington Model	4,750,000
Metallurgical testing, geotechnical holes or pre-feasibility studies	1,600,000
Assessment and acquisition of other gold resource opportunities	1,500,000
Working capital purposes	1,285,000
Fees and expenses of the offer (plus the repayment of the loans detailed in Section 10.5)	865,000
Total	**10,000,000**

Notes: Refer to section 9 of the Independent Technical Report which shows an overview of expenditure over 2 years.
Refer to Section 10.12 which details the estimated fees and expenses payable in relation to the Offer and Section 10.5 in relation to the repayment of loans.

In the event that there are no assessment and acquisitions of gold resource opportunities, the Board will consider the most efficient application of these budgeted funds which may include further expenditure in the Lockington Project.

It should be noted that the Company's expenditure budgets will be subject to modification on an ongoing basis depending on the results obtained from exploration work carried out. In particular, Year 2 budgeted exploration expenditure may vary depending on the results obtained from exploration and evaluation programs in Year 1 which may lead to increased or decreased levels of expenditure on certain areas of the Lockington Project.

2.4 Capital adequacy statement

The Directors consider that following completion of the Offer, the Company will have sufficient working capital to achieve its objectives set out in this Prospectus for a period of two years. It should however be noted that an investment in Timpetra is speculative and investors should read the risk factors outlined in Section 6.

2.5 Prospectus and forecasts

There are significant uncertainties associated with forecasting future revenue, expenses and profitability in respect of gold exploration activities, particularly in relation to the costs and timing associated with identifying and developing gold assets. The Company's prospects will be affected by:

- its future drilling and exploration results;
- the future demand for gold; and
- its ability to raise additional funds for future exploration activities, development activities or acquisitions.

Timpetra is a recently incorporated mineral exploration company, which will acquire the Lockington Project upon completion of the Offer in accordance with the Sale Agreement. Given the speculative nature of mineral exploration and development, there are significant uncertainties associated with forecasting future revenues and expenses. On this basis, the Directors believe that reliable forecasts cannot be prepared and accordingly have not included forecasts in this Prospectus.

2.6 Underwriting

The Offer is fully underwritten by Ord Minnett Limited. Details of the underwriting agreement with the Underwriter (including the circumstances in which the Underwriter may terminate the Underwriting Agreement) are set out in Section 10.4.6.

2.7 Escrow provisions

Securities on issue as at the date of this Prospectus will likely be subject to the restricted securities provisions of the Listing Rules. Accordingly, all or a proportion of such securities may be required to be held in escrow for up to 24 months. If this is the case, the securities may not be transferred, assigned or otherwise disposed of during the escrow period. ASX will require as condition of the Company's admission to the Official List that escrow agreements be entered into in accordance with the Listing Rules.

The Directors expect that a significant proportion or all of the Shares, Founder Options and Incentive Options held by the Directors at the date of this Prospectus, and the Shares to be issued to Gold Fields in accordance with the Sale Agreement, will be subject to escrow restrictions.

Escrow restrictions will not apply in respect of Shares issued to Applicants under the Offer.

2.8 Allotment and allocation of Shares

Subject to ASX granting conditional approval for the Company to be admitted to the Official List, the Tenements being registered in the name of the Company and the Sale Agreement completing in accordance with its terms, the allotment of Shares to Applicants will occur as soon as possible after the Closing Date, following which statements of shareholdings will be dispatched. It is the responsibility of Applicants to determine their allocation prior to trading in Shares. Applicants who sell Shares before they receive their holding statements do so at their own risk.

Pending the issue of the Shares, or return of the Application Monies, the Application Monies will be held by the Company on trust for the Applicants. The Company, irrespective of whether the allotment of Shares takes place, will retain any interest earned on the Application Monies.

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 relevant part of the Application Monies will be refunded. Interest will not be paid on Application Monies refunded.

2.9 Foreign securities laws

This Prospectus does not, and is not intended to, constitute an offer of securities in any jurisdiction where, or to any person to whom, it would not be lawful to issue the Prospectus or make the Offer. It is the responsibility of any Applicant who is resident outside Australia to ensure compliance with all laws of any country relevant to their Application, and any such Applicant should consult their professional advisers as to whether any government or other consents are required, or whether any formalities need to be observed to enable them to apply for and be allotted Shares. Any failure to comply with such formalities may constitute a violation of applicable securities laws.

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. The return of a completed Application Form will be taken by the Company to constitute a representation and warranty by the Applicant that all relevant approvals have been obtained.

2.10 No minimum subscription

The Offer is not subject to a minimum amount of funds being raised.

2.11 ASX listing

Within 7 days after the date of this Prospectus, the Company will apply to ASX for admission to the Official List and for the Shares to be granted Quotation.

If approval for Quotation is not granted within three months after the date of this Prospectus, or such longer period permitted by the Corporations Act, the Company will not issue any Shares under this Prospectus unless an exemption is granted by ASIC permitting such issue. If the Shares are not issued, the Company will refund all Application Monies without interest as soon as practicable in accordance with the Corporations Act.

If the Company is admitted to the Official List, the Shares are expected to trade under the ticker code "TPR".

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

2.12 CHESS

Timpetra will apply to participate in the Clearing House Electronic Subregister System, known as CHESS, in accordance with the Listing Rules and the operating rules of ASX. On admission to CHESS, the Company will operate an electronic CHESS subregister and an electronic issuer-sponsored subregister. The two subregisters together will make up the Company's principal register of securities.

Under CHESS, the Company will not issue certificates to Shareholders. Instead, the Company will provide Shareholders with a holding statement (which is similar to a bank account statement) that sets out the number of Shares allotted to that Shareholder under this Prospectus.

This statement will also advise investors of either their Holder Identification Number (HIN) (in the case of a holding on the CHESS subregister) or Security Holder Reference Number (SRN) (in the case of a holding on the issuer sponsored subregister).

A statement will be routinely sent to holders at the end of any calendar month during which their holding of Shares changes. A holder may request a statement at any other time however a charge may be incurred for additional statements.

2.13 Discretion to withdraw Offer

The Company, in consultation with the Underwriter, reserves the right to withdraw this Prospectus and the Offer at any time before the allotment of Shares to successful Applicants. If the Offer does not proceed, the Company will return all Application Monies without interest as soon as practicable in accordance with the Corporations Act.

2.14 Enquiries in relation to the Offer

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

2.15 How to apply

Applications for Shares under the Offer can only be made on the Application Form at the back of this Prospectus.

The Application Form must be completed in accordance with the instructions set out on the back of each Application Form. Completed Application Forms and accompanying cheques should, at any time after the Opening Date, be posted or delivered to an address shown on the Application Form.

Cheques must be made payable to "Timpetra Resources Limited – Subscription Account" and crossed "Not Negotiable". Completed Application Forms must reach an address shown on the Application Form by no later than the Closing Date.

No brokerage or stamp duty is payable by Applicants.

Payment must be made in full for a minimum of 10,000 Shares at the issue price of $0.20 per Share. Applications for more than 10,000 Shares must be in multiples of 1,000.

The company will treat you as applying for as many Shares as your cheque will pay for.

2.16 Privacy disclosure

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

The Company may use the Information for the Purposes and the Company may disclose the Information for the Purposes to the Share Registrar or the Company's related bodies corporate, agents, contractors and third party service providers, and to ASX, ASIC and other regulatory authorities.

The Information may also be used and disclosed to persons inspecting the register, including bidders for your securities in the context of takeovers, licensed securities dealers, mail houses, and regulatory bodies including the Australian Taxation Office.

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

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

2.17 Risk factors

Prospective investors in the Company should be aware that subscribing for Shares the subject of this Prospectus involves a number of risks. Some of these risks are set out in Section 6 of this Prospectus and investors are urged to consider these risks carefully (and if necessary, consult their professional adviser) before deciding whether to invest in the Company.

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

SECTION 3

PROJECT REVIEW

Key Points

- Timpetra's primary focus is the Lockington Project situated in Central Victoria at the northern end of the Ballarat-Bendigo gold corridor, one of the richest gold producing areas in the world.
- Geophysical and geochemical studies followed by positive drilling results of gold grades in excess of 3 g/t in 11 diamond drill holes points to the potential for a gold deposit.
- To date, 8 mineralised trends have been identified over a width of 5 kilometres with strike lengths from 3.5 kilometres to more than 10 kilometres. Further drilling may extend these strike lengths.
- A number of geological features, including the physical characteristics of the host rocks, geological structures, gold mineralisation and quartz veins similar to those found at Fosterville indicate that the Lockington Project may have similar properties to the Fosterville Mine,[18] which has a Gold Endowment of approximately 2.5 million ounces.[19]
- Hole 06LODH021[20] was drilled 60m west of the Lockington Road and intersected a different sequence of sandstones to those intersected 150m to the east. Timpetra believes that this implies that a major structural fault (the Lockington Fault) may lie between these drill holes lending further support to the positioning of the fault.
- The Company believes that the Lockington Fault is the main controller of mineralisation in this geological setting and locating this fault will be the key to defining a gold resource.
- The next stage in exploration will involve drilling a series of holes across the interpreted position of the Lockington Fault to determine its exact position, and then to locate where the turbidite sequence (of sedimentary rocks) are truncated by this fault to determine where the most significant mineralisation is likely to occur.

3.1 Introduction

Timpetra is a gold exploration company which has agreed to acquire two exploration licences at the northern end of the richly endowed Ballarat-Bendigo gold corridor of Victoria's Murray Basin region. The Ballarat-Bendigo gold corridor is one of the richest known gold belts in the world having produced a total in excess of 33 million ounces.

Figure 5: Ballarat – Bendigo Corridor with gold deposits in yellow (Source: GSV database).

18 A mine in which the Company has no interest but is in close proximity to the Lockington Project.

19 Refer to http://www.northgateminerals.com for information on the Fosterville Mine and the Competent Person's statement in respect of its gold reserves and resources.

20 Refer to figure 13 on page 26 where hole 06LODH021 is identified as hole 21 on the aerial photograph.

The corridor also hosts the profitable Fosterville Mine[21] that is owned by Northgate Mineral Corporation, a company listed on the Toronto Stock Exchange. The Fosterville Mine produced gold during a period of open pit operations in the late 1800s to early 1900s, and from 1991 involving both open pit and underground mining operations. The Fosterville Mine's current reserves are 3.3 Mt @ 4.75 g/t Au (502,000 ounces) with total Measured and Indicated Resources of 619,000 ounces Au and Inferred Resources of 739,000 ounces Au. The Fosterville Mine has an average annual gold production of approximately 100,000 ounces.[22]

3.2 Timpetra's Tenements: the Lockington Project

Timpetra has agreed to acquire 100% of the Exploration Licence 4742 and 77.1% of Exploration Licence 4552 from Gold Fields in accordance with the Sale Agreement. The acquisition will take place before the Shares are quoted on ASX. Further details of the Sale Agreement can be found in Section 10.4.1.

The Exploration Licences are situated near the town of Lockington which gives its name to the Lockington Project. The Lockington Project is located 50 km due north of the Fosterville Mine and 65 km north east of Bendigo.

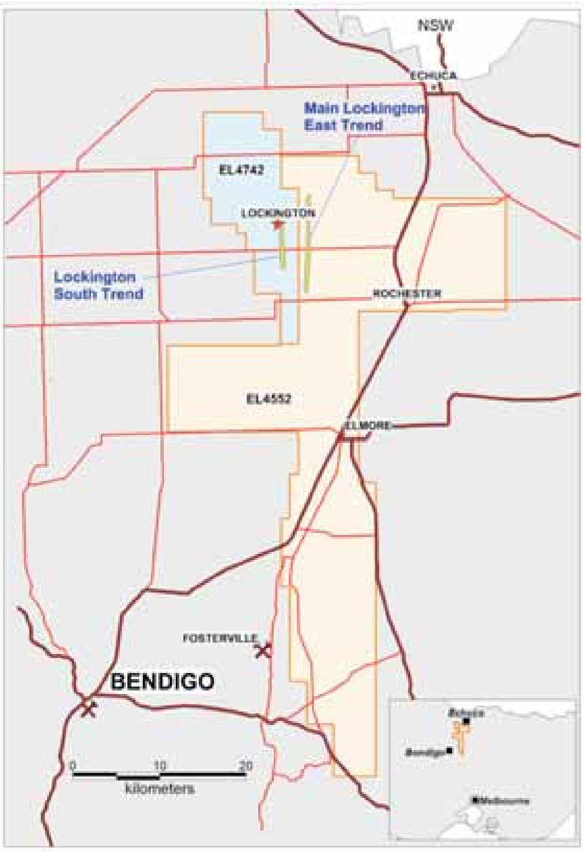


Figure 6: Location of the Lockington Project.

Gold Fields is the Australian subsidiary of Gold Fields Limited, one of the world's largest gold producers. Gold Fields Limited is listed on the Johannesburg Stock Exchange (primary listing) with a market capitalisation of A$11.31 billion as at 2 February 2011 and has secondary listings on the New York Stock Exchange, the Dubai International Financial Exchange, Euronext in Brussels and the Swiss Exchange.

Gold Fields has spent $6.3m undertaking initial exploration activities in the Lockington Project.

The minority shareholder in Exploration Licence 4552 is Pacrim Energy, a company listed on ASX. The current joint venture agreement between Gold Fields and Pacrim Energy will be assigned to Timpetra upon completion of the acquisition. Further details of the joint venture agreement and the assignment agreement can be found in Section 10.4.

21 A mine in which the Company has no interest but is in close proximity to the Lockington Project.

22 Refer to http://www.northgateminerals.com for information on the Fosterville Mine and the Competent Person's statement in respect of its gold reserves and resources.

3.3 Geological setting and the Lockington Model

Gold in Victoria is associated with fault zones. A fault zone is an area of shattered rock caused by movements in the crust of the earth. One of the consequences of a fault zone is that the shattered rock forms an excellent conduit for hydrothermal fluids rising from the depths of the earth bringing with them many minerals that are dissolved in the hot fluids.

Gold in the Bendigo-Ballarat corridor of Victoria is also associated with a particular sequence of sandstones and shales called turbidites which have been folded into repeating anticlines and synclines.

Regional faulting in the Bendigo-Ballarat region, combined with the sedimentary layering of the geology, manifests in the formation of splay faults or secondary fault lines peeling off from the primary faults. The Company considers that the 8 strongly mineralised trends defined to date in the Lockington Project are gold-arsenic halo mineralisation representing the near-surface expression of a primary gold mineralisation deposited within such splay faults.

The gold mineralisation found at the Fosterville Mine[23] is localised where west-dipping splay faults cut through a synclinal fold of the turbidite sequence immediately east of the major Fosterville Fault. The relationships between the folded bedding and the splay faults allow for major fracturing of the sandstones along zones parallel to the folds to form a "shoot". Shoots of fractured rock provide good sites for fluid flow and gold-arsenopyrite deposition as shown in Figure 7 below.

The Company's working thesis for the Lockington Project is that the deposition of gold in shoots may be located where the splays from the interpreted Lockington Fault intersect the synclinal fold at an angle that creates zones of strong fracturing suitable for the development of areas of gold mineralisation. In this model, long horizontal mineralised shoots develop close to the Lockington Fault, running north and south.

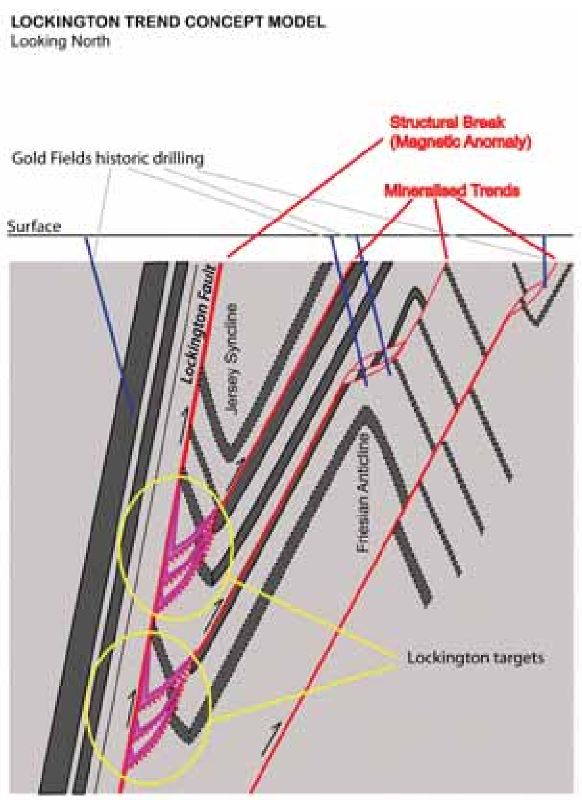


Figure 7: Lockington Model – stylised section, looking north.

Lockington targets or shoots are shown where the splay faults (shown in red) from the Lockington Fault intersect the turbidite beds at an oblique angle, producing wide zones of fracturing. The splay faults have been intersected at some distance from the Lockington Fault (the main conduit of the gold bearing fluids) with consequent lower grades and weaker fracturing.

23 A mine in which the Company has no interest but is in close proximity to the Lockington Project.

In this model, near surface weathering of the mineralised splay faults has produced the mineralised trends (or gold-arsenic haloes) some of which were which were located as much as up to 800 metres east of the Lockington Fault. Diamond drilling by Gold Fields targeted these haloes, but did not target the Lockington Fault. However, many of the holes that returned the highest levels of mineralisation were those drilled further to the west and closest to the interpreted Lockington Fault lending support for the model. Furthermore, a hole drilled west of the Lockington Fault intersected a completely different basement rock structure, thus in the Board's view implying the existence of a major structural break in this area.

Based on similarities to the Fosterville Mine, the Lockington Model is premised on the assumption that a series of vertically stacked shoots will exist, giving potential for the discovery of large gold resources that can be accessed by a single mining operation.

3.4 Support for working thesis

The key to exploration success in assessing these styles of deposits is in understanding the main geological controller of the mineralisation. In the Lockington Project, this will be the Lockington Fault and subsidiary or splay faults which act as conduits for mineral bearing fluids.

The Company's Lockington Model, and thus the proposed exploration program to be conducted by Timpetra is based on being able to:

- identify the controlling fault of mineralisation (the Lockington Fault);
- locate the syncline close to the fault; and
- identify where the folded turbidite sequence is truncated by the fault as this is where the most significant mineralisation is likely to occur.

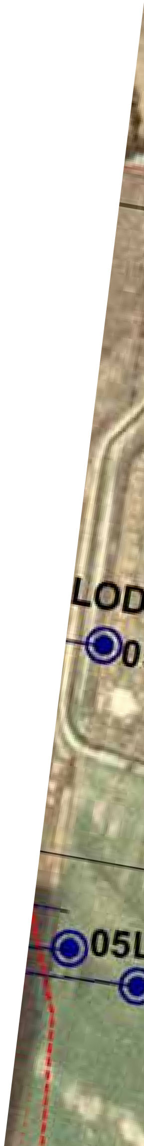
The Company's strategy is supported by the following:

Evidence for the existence of the Lockington Fault

Interpretation of regional gravity imagery led to the recognition of a significant structural break (the Lockington Fault) as a first order splay from the regional Campaspe (also known as the Redesdale Fault). At that time the Fosterville Fault was also recognised as a first order splay from the same fault.

A first order splay fault is a fault that is directly connected to a main fault. Successive faults leading off a first order splay are termed second order, and so on. According to modern theories of structurally controlled mineralisation, metals are unlikely to deposit along major faults where the fluid flow, temperatures and pressures are too high. Instead, metals are more likely to be deposited from the hydrothermal fluids in areas where these parameters are just right, that is along second or even third order splays.

The Lockington targets are developed along 2nd or 3rd order splay faults as illustrated in Figure 7.



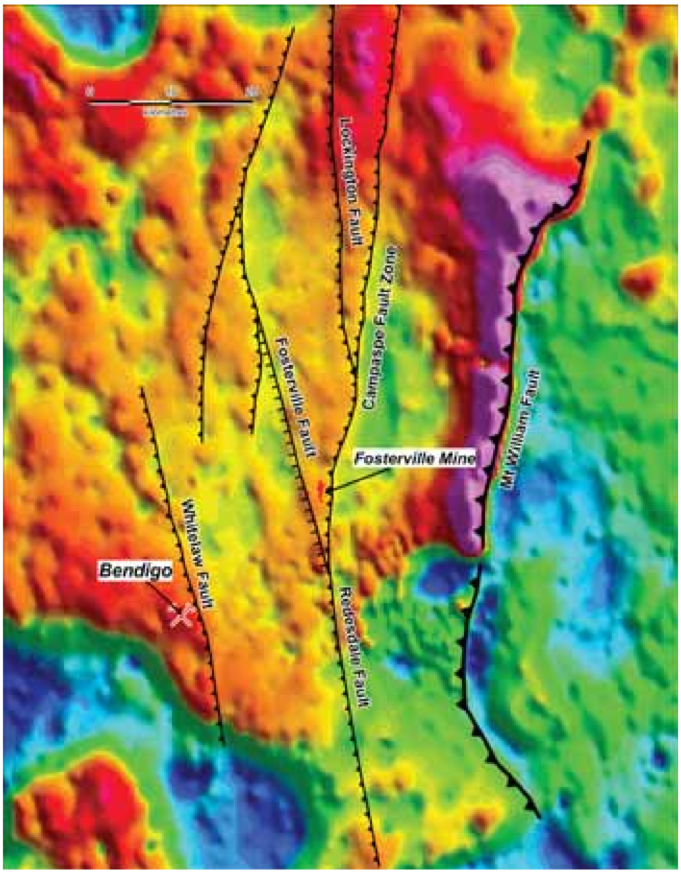


Figure 8: Gravity image of central Victoria.

Figure 8 is a gravity image of central Victoria. Magenta and red colours indicate the presence of dense rocks, while the blue colours indicate the presence of less dense rocks. Major structural breaks are readily seen as linear colour boundaries denote sudden breaks in rock density. The Lockington Project is on the Lockington Fault in the darker red colours in the north of this image. The Fosterville Mine[24] is due south of the Lockington Fault and the Bendigo mining area is immediately west of the Whitelaw Fault in a similarly coloured zones.

Later gravity surveys supported this interpretation, placing the Lockington Fault west of most of the diamond drilling completed by 2007.

In July 2006, drilling at Lockington South on six sections intersected the same repeating sequence of sandstone and shale. A hole drilled west of the Lockington Road (hole 06LODH021) intersected a different sequence of sandstones, implying the existence of a major structural break or fault correlating with the Lockington Fault interpreted from the geophysics data.

This anomalous drill result not only alludes to the existence of a fault (and associated gold mineralisation), but narrows down the location of this fault to within 300 metres. This area will be targeted in the second phase of drilling. Figure 9 below shows the Lockington Gold Trends and position of the diamond drill holes. Hole 06LODH021 can be clearly seen to the west of Lockington Road.

24 A mine in which the Company has no interest but is in close proximity to the Lockington Project.

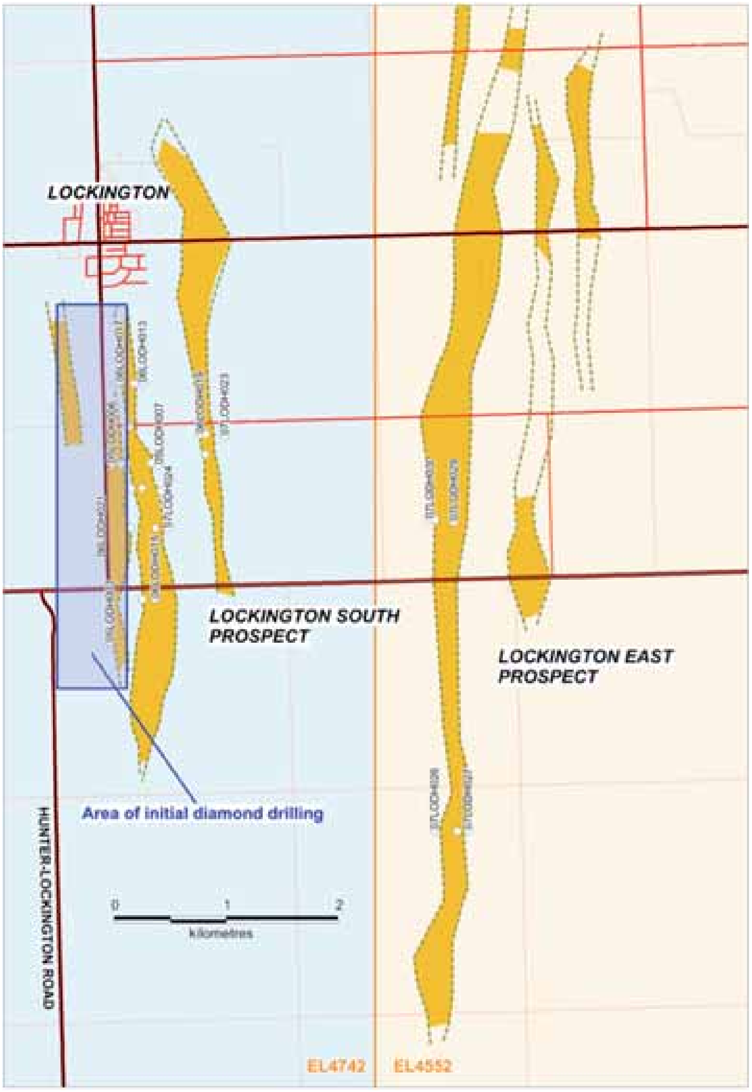
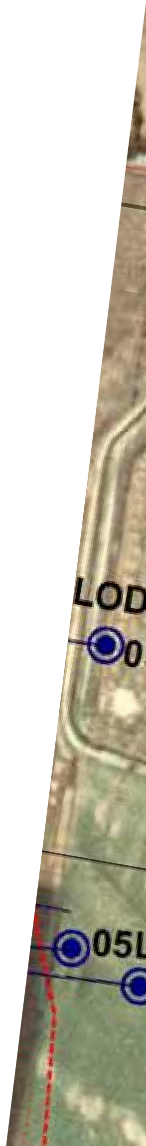


Figure 9: Diamond drilling location map.

Evidence for the existence of a syncline

Drilling from 2005 to 2007 east of Lockington Road intersected a sequence of folded sandstones and shales. These form an anticline-syncline pair (termed the Friesian Anticline-Syncline pair) with a long limb dipping west towards the Lockington Road. The Company believes this limb is likely to enter a synclinal fold (termed the Jersey Syncline) within 100 to 150 metres as the average wavelength (the distance between crests of anticlines, or troughs of synclines) in regional Victoria is generally no more than 300 metres.

At Lockington South, only the anticlinal structures have been drilled 200 to 300 metres east of the interpreted location of the Lockington Fault. The syncline (which must be west of the known anticline further east) in the footwall of the Lockington Fault is yet to be drilled which is the key drill target area. Refer to the Lockington Model in Figure 7.



Further supporting evidence for the Lockington Model

The Company finds further support for the Lockington Model by the fact that the host rocks, geological structures, gold mineralisation, quartz veins and other relevant geological features are very similar to the Fosterville Mine[25] (but not the Bendigo mining area, as it falls on a different system) as summarised in the table below:

Geological Feature	Fosterville Mine	Lockington Project	Bendigo mining area
Host rock	Ordovician turbidite sequence	Ordovician turbidite sequence	Ordovician turbidite sequence
Bedrock geology	Folded sequences of shale and sandstone	Folded sequences of shale and sandstone	Folded sequences of shale and sandstone
Veining	Stringer quartz and quartz-carbonate veining in fracture zones	Stringer quartz and quartz-carbonate veining in fracture zones	Massive quartz veins in large open space fill
Mineralisation	Gold arsenopyrite disseminated through sandstones near fault zones	Gold arsenopyrite disseminated through sandstones near fault zones	Free gold in massive quartz
Faults	Steep west dipping faults with secondary footwall spays	Moderately west dipping faults – major steep west dipping fault has been interpreted, but not yet tested.	West dipping reverse faults, producing major breccia zones where cutting across anticlines
Petrological studies	Gold occurs with the arsenopyrite in solid solution, and as free gold inclusions within pyrite grains and rarely within quartz carbonate veins	Gold occurs with the arsenopyrite in solid solution, and as free gold inclusions within pyrite grains and sometimes within quartz carbonate veins	Free gold occurs as nuggets and wire in quartz
Age of mineralisation	2 altered felsic porphyry dikes at Fosterville with ages of 383±3 Ma and 376±3 Ma	Recent dating of a felsic dike in the Lockington South Prospect gave a date of 380 Ma	Dating of micas give an age range of 455 to 440 Ma
Length of strike	Gold worked intermittently over 8.5 km	Gold anomalies 5 km at Lockington South, and 10 km at Lockington East	13 km – South Bendigo to North Eaglehawk
Width of gold mineralised area	2 or 3 parallel zones across 2.5 km width	8 parallel zones across 5 km width	3.5 km across Bendigo
Annual gold production	FY09/10 – 103,000 ounces with a cash cost of US$673 per ounce	n/a	FY09/10 – 37,000 ounces at a cash cost of A$834 per ounce
Gold Statistics	Gold Endowment of more than 2.5 million ounces*	n/a	Historical production of over 22 million ounces

* Refer to http://www.northgateminerals.com for information on the Fosterville Mine and the Competent Person's statement in respect of its gold reserves and resources.

The Board believes that a focussed drilling program could prove the Lockington Model by:

- intersecting the Lockington Fault, then locating the syncline immediately east of the Lockington Fault; and
- proving that the west dipping splay faults cut through the syncline at an angle that creates fracture zones suitable for the development of areas of gold mineralisation.

The funds raised from the Offer will be used, among other purposes, to conduct the second phase of exploration in the Lockington Project to test the accuracy of the Lockington Model. Further details on the use of funds are set out in Section 2 of this Prospectus and the Independent Technical Report.

25 A mine in which the Company has no interest but is in close proximity to the Lockington Project.

SECTION 4

RESULTS OF EXPLORATION WORK PERFORMED IN THE LOCKINGTON PROJECT

4.1 Geophysical surveys

Regional geophysical datasets were collated from GeoScience Australia and GSV in 2003, including aeromagnetic, gravity and radiometric data.

Figure 10 shows a section of the seismic survey completed by GeoScience Australia in 2006. It clearly identifies the Meadow Valley Fault with the Lockington Fault showing as a first order splay fault. Mapping by GSV in 2009 refined the Meadow Valley Fault, which is now referred to as the Redesdale Fault. The term Campaspe Fault is used for this structure.

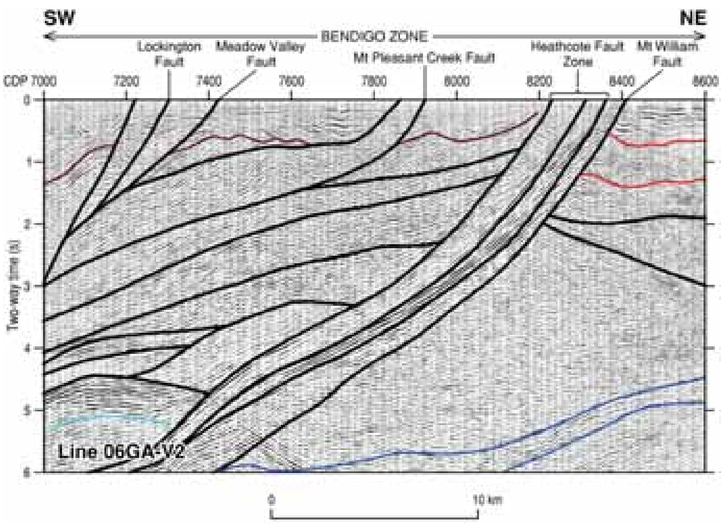
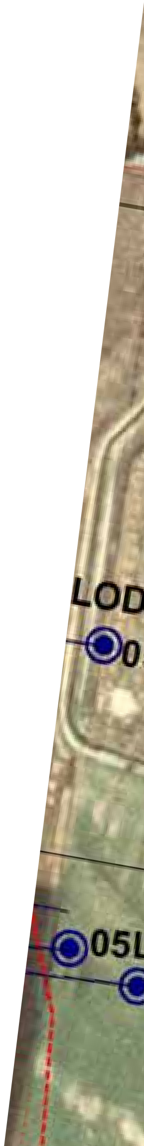


Figure 10: GSV interpretation of the 2006 Seismic survey across the Bendigo Zone.

See Figure 8 for regional gravity image and structural interpretation.

Following detailed gravity surveying, Gold Fields conducted surface geophysical testing across 81 sq km of the Lockington Project. The Company considers that the results of this geophysical testing lends further support to the location of these major structural features including the west dipping Campaspe Fault Zone (east of Lockington East Prospect) and the Lockington Fault (immediately west of the Lockington South Prospect).



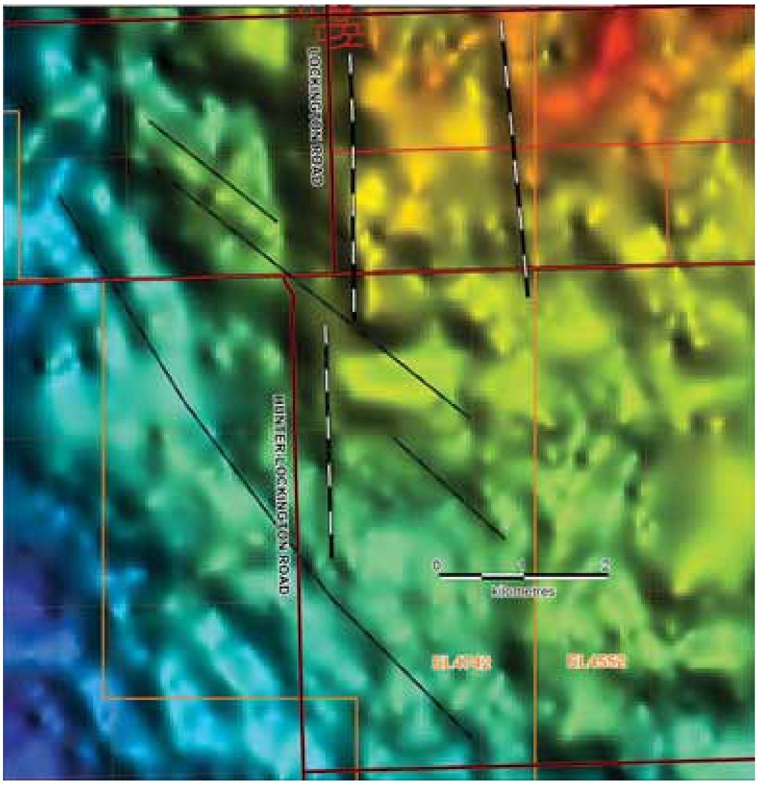


Figure 11: Detailed gravity image, Lockington South. Image from detailed gravity survey conducted by Gold Fields in 2005.

In Figure 11, the north-south break clearly defines the Lockington Fault just east of the Hunter-Lockington and the Lockington Roads, shown as the black & white line. The black and white line in the north east corner may be the controlling fault for the Lockington East Prospect suggesting a potential duplication of the Lockington Model at this prospect which requires further investigation. Other structures, indicated by the solid black lines, can be interpreted which will also be investigated in due course. The township of Lockington is indicated by the close network of roads (in red) at the top of the image.

4.2 Geochemical sampling

Geochemical sampling involves the collection and analysis of various types of geological material such as soils, stream sediments and rocks. Geochemical sampling plays a key role in the locating of mineralisation to outline the general distribution of mineralisation at shallow depths where outcrops of bedrock are minimal or non-existent.

In excess of 1,450 soil samples were collected from the Lockington region from which a number of areas showing anomalous gold, silver and arsenic geochemistry were identified. Initial drill targets were selected where the anomalous geochemistry coincided with the location of the faults already interpreted from the geophysical data.

4.3 AirCore drilling

AirCore drilling can achieve a good sample quality from depths of up to 200 metres in good conditions. As the host bedrock is under up to 100 metres of clays and sands in the Murray Basin sediments, this method of drilling is a recognised cost-effective method of collecting samples of the basement to determine its geochemistry and potential to host gold mineralisation.

AirCore drilling to basement in the initial program of 20 holes (in 2004) intersected significant gold with good arsenic support in 8 of these holes. Intersections such as:[26]

- 15m @ 1.27 g/t;
- 15m @ 0.29 g/t;
- 6m @ 0.74 g/t; and
- 15m @ 0.53 g/t,

of gold confirmed that significant gold mineralisation had been discovered. As this method is aimed at identifying wide geochemical haloes to mineralisation, rather than the difficult task of trying to intersect narrower ore bodies, any basement sample with a value greater than 0.1 g/t gold is considered to be significant.

Following these results, a further drilling program resulted in over 109,890 metres drilled in 1,072 holes across the Lockington Project between 2003 and 2007. The result of this AirCore drilling identified four gold-in-basement geochemical anomalies or gold trends (of > 0.1 g/t gold) at Lockington South with a length of over 3 kilometres, and another four anomalies at Lockington East with lengths up to 10 kilometres as shown in Figure 12 below.

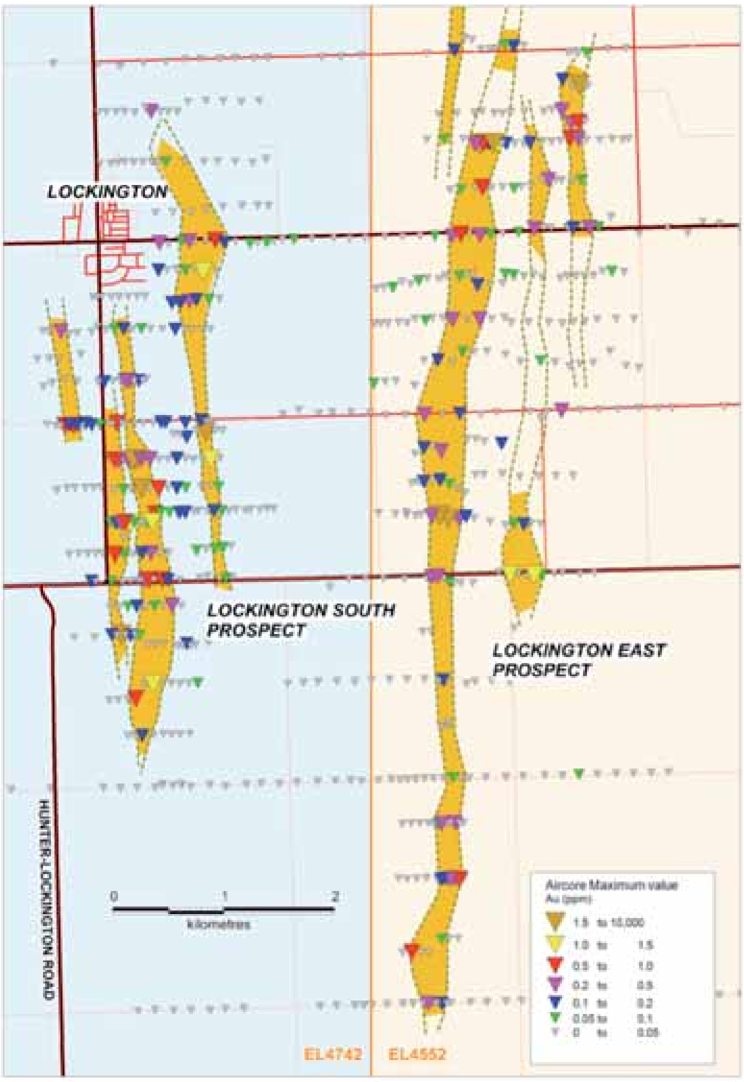


Figure 12: Lockington Project – outline of gold mineralisation trends.[26]

Gold trends forming the Lockington South and Lockington East Prospects are shown in gold colours. AirCore holes are indicated by triangles, coloured according to the maximum gold grade returned from each hole.

26 Refer to the Competent Person's statement in section 4.5.

27 Refer to the Competent Person's statement in section 4.5.

4.4 Diamond drilling

In total 11,501 metres of diamond drilling in 34 holes have been drilled to date. Between 2005 and 2007, 25 diamond holes were drilled on the two longest trends at Lockington South and 6 holes drilled on the 10 km long Main-Lees Trend at Lockington East.

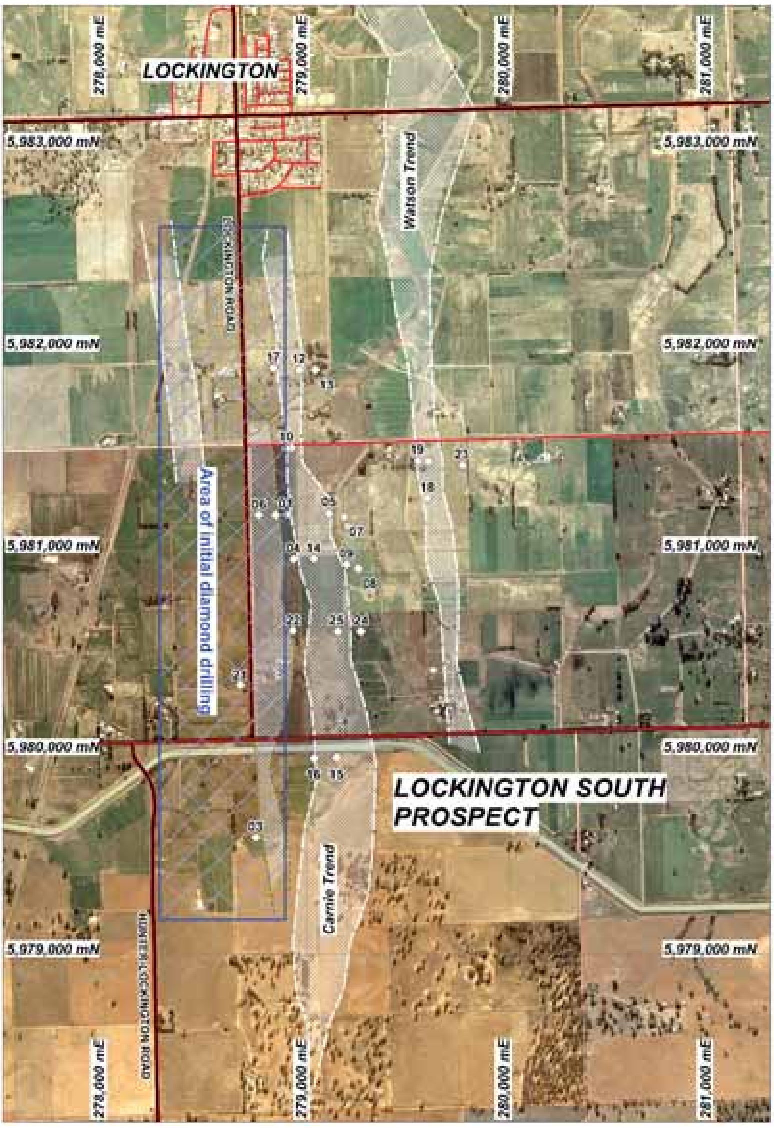


Figure 13: Diamond drilling location map (last two digits correspond with hole ID in Tables 1 and 2 below).

Although no significant results were obtained from the Lockington East drilling, Timpetra believes that the complex geology encountered in these holes does not preclude this area from further investigations, once a better understanding of the overall mineralisation is gained.

13 of 25 holes drilled at Lockington South produced significant results. These are shown below in Table 1. When these results are cross referenced against the drilling collar data shown in Table 2 and the aerial photograph of the diamond drilling at Lockington South shown in Figure 13 it can be seen that many of the holes that returned the highest levels of mineralisation were those drilled further to the west and closest to the interpreted Lockington Fault, thereby lending support to the Lockington Model.

Table 1: Significant diamond drill results at Lockington South[28]

Hole ID	From	To	Au (ppm)	Thickness
05LODH001	166.0	173.7	4.24	7.7
05LODH001	181.5	183.6	2.92	2.1
05LODH002	259.8	261.0	2.44	1.2
05LODH004	154.6	156.4	12.04	1.8
05LODH004	224.5	226.1	19.49	1.6
05LODH004	270.0	282.0	2.47	12.0
05LODH005	230.8	234.9	6.28	4.1
05LODH005	245.8	247.5	1.77	1.7
05LODH006	280.0	282.0	2.47	2.0
05LODH007	303.2	308.9	3.15	5.7
05LODH008	437.2	437.7	7.55	0.5
06LODH012	161.0	162.6	1.51	1.6
06LODH012	289.6	290.2	10.40	0.6
06LODH015	141.2	146.3	1.65	5.1
06LODH017	301.4	302.3	3.47	0.9
06LODH017	453.0	454.6	1.54	1.6
06LODH017	507.9	509.3	1.20	1.4
06LODH020	203.0	204.1	2.36	1.1
07LODH022	128.4	130.9	4.17	2.5
07LODH022	129.1	130.9	5.40	1.8
07LODH022	132.3	134.1	2.48	1.8
07LODH024	256.9	258.9	2.50	2.0
07LODH024	271.8	274.4	3.62	2.6
07LODH024	279.9	283.4	4.00	3.5

28 Refer to the Competent Person's statement in section 4.5.

Table 2: Lockington South Diamond drilling – collar data

Hole ID	Depth	East	North	RL	Declination	Azimuth	Target
05LODH001	267	278900	5981179	109.00	-60.0	89.0	Carnie Trend
05LODH002	338	278849	5981176	109.03	-60.0	89.0	Carnie Trend
05LODH003	327	278749	5979578	110.90	-60.0	89.0	Hartley Trend
05LODH004	304	278936	5980956	109.50	-60.0	89.0	Carnie Trend
05LODH005	451	279112	5981183	107.65	-60.0	269.0	Carnie Trend
05LODH006	532	278763	5981174	109.05	-65.0	89.0	Carnie Trend
05LODH007	367	279186	5981164	108.35	-55.0	269.0	Carnie Trend
05LODH008	456	279257	5980911	108.55	-62.0	269.0	Carnie Trend
05LODH009	391	279200	5980930	108.40	-63.0	263.0	Carnie Trend
06LODH010	400	278900	5981506	108.59	-58.0	89.0	Carnie Trend
06LODH011	352	278925	5981507	108.51	-58.0	89.0	Carnie Trend
06LODH012	370	278965	5981892	108.52	-58.0	89.0	Carnie Trend
06LODH013	253	279042	5981895	108.31	-58.0	85.0	Carnie Trend
06LODH014	313	279035	5980959	108.19	-60.0	89.0	Carnie Trend
06LODH015	364	279150	5979974	110.06	-58.0	89.0	Carnie Trend
06LODH016	322	279038	5979970	110.17	-59.0	87.0	Carnie Trend
06LODH017	520	278836	5981903	108.26	-60.0	91.0	Carnie Trend
06LODH018	355	279598	5981261	108.98	-60.0	89.0	Watson Trend
06LODH019	306	279553	5981441	108.78	-60.0	89.0	Watson Trend
06LODH020	331	279604	5981442	108.66	-58.0	89.0	Watson Trend
06LODH021	412	278671	5980333	109.96	-60.0	87.0	Felmingham Trend
07LODH022	507	278933	5980603	109.49	-57.0	89.0	Carnie Trend
07LODH023	373	279772	5981423	108.61	-78.0	271.0	Watson Trend
07LODH024	307	279269	5980598	109.88	-55.0	269.0	Carnie Trend
07LODH025	484	279154	5980598	109.78	-70.0	87.0	Carnie Trend

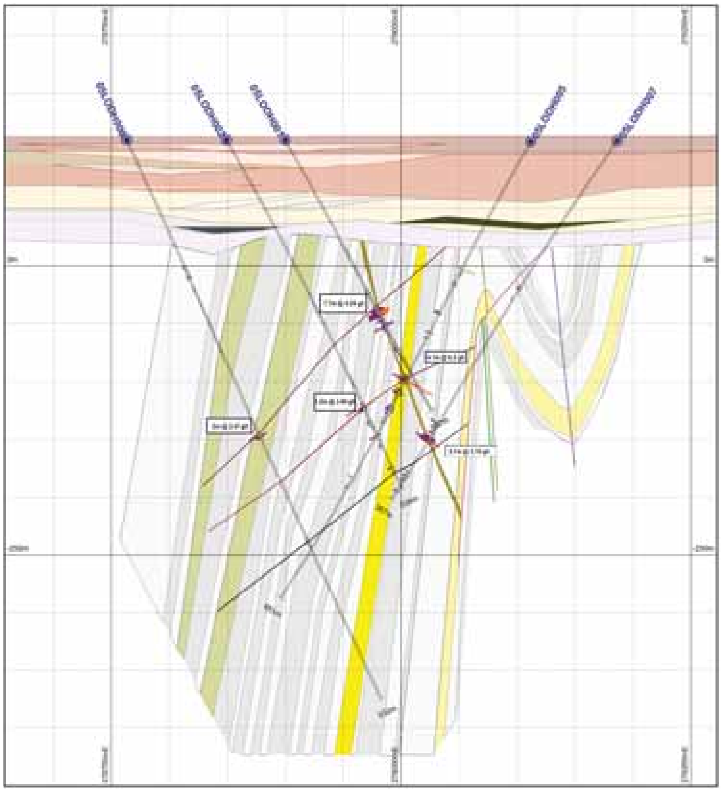


Figure 14a: Selected cross sections through Lockington South mineralisation.

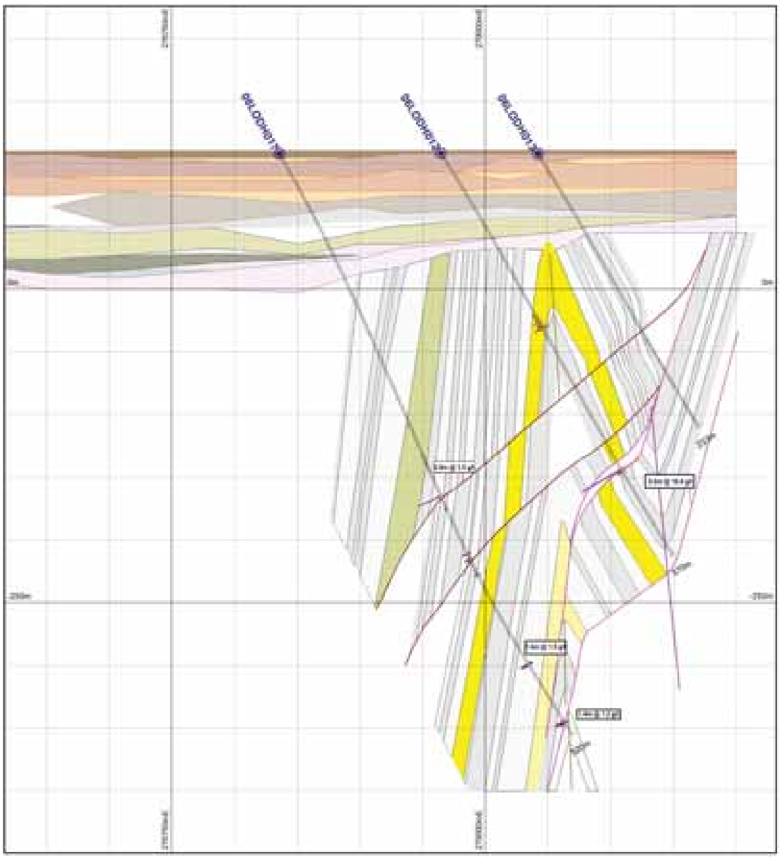
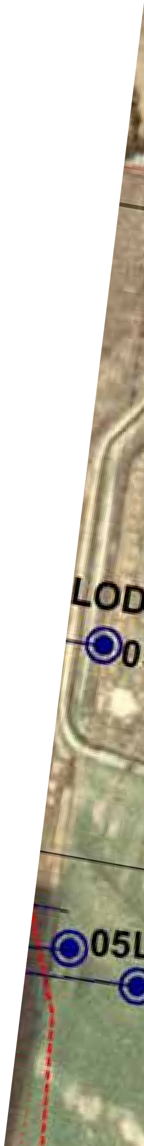


Figure 14b: Selected cross sections through Lockington South mineralisation.



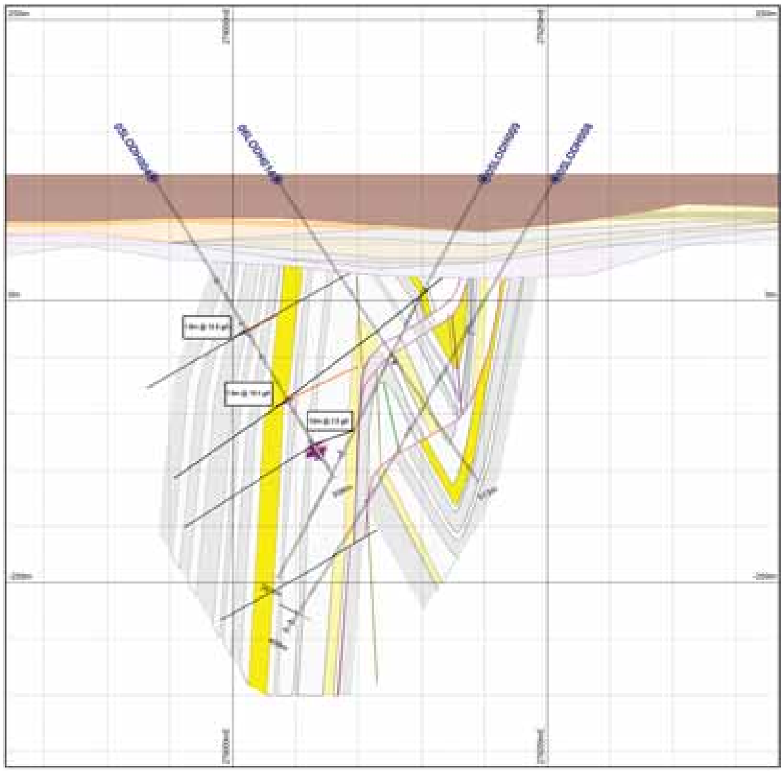


Figure 14c: Selected cross sections through Lockington South mineralisation.

The solid fill in Figure 14a–c represents shale beds while open fill represent sandstones. The dark yellow coloured shale represents a marker bed which can be traced through each section. These sections clearly show gold mineralisation to be associated with west-dipping faults (in dark red) which offset the beds.

Table 1 shows the higher grade intersections only. Overall the gold intersections are relatively narrow, and of a weak tenor. However, the experience at the Fosterville Mine[29] (when applied to the Lockington Project) suggests that higher grades can be expected to be found closer to the Lockington Fault (approximately 200 to 400 metres west of the above drilled sections) where the three west dipping faults peel off from the Lockington Fault.

The Company's exploration strategy is based on the assumption that the gold tenor is weaker the greater the distance from the Lockington Fault. As the Lockington Fault is the primary corridor for the movement of the gold bearing fluids, gold deposition close to the junction of the 2nd order splays (the west dipping faults) is likely to be of a higher tenor than that deposited at a greater distance (by gold-depleted fluids). Also, the Lockington Model predicts fracturing to be more intense where these splays intersect the bedding at a high angle, rather than at lower angles which were the subject of previous drilling.

4.5 Competent person's statement

The Exploration Results reported in this Prospectus are based on information compiled by Mr Geoff Turner, who is a member of the Australian Institute of Geoscientists. Mr Turner has more than ten years' experience in the estimation, assessment and evaluation of mineral resources and ore reserves, and has more than 20 years' experience relevant to the style of mineralisation that is being reported. In this regard, Mr Turner qualifies as a Competent Person as defined in the JORC Code.

Mr Turner is a director of Exploration Management Services Pty Ltd, a company contracted by Timpetra, and consents to the inclusion in this Prospectus of these matters based on the information in the form and context in which it appears.

29 A mine in which the Company has no interest but is in close proximity to the Lockington Project.

SECTION 5
BOARD & MANAGEMENT

5.1 Board of Directors

Mr Anthony Grey
Non-Executive Chairman

Tony Grey graduated with a BA in History (Hons) and a Juris Doctor from the University of Toronto. Thereafter, he practised law with a major law firm in Toronto for seven years. He emigrated to Australia in 1972 and founded Pancontinental Mining and built it into a publicly listed major diversified mining house with interests in gold, base metals, coal, industrial minerals and uranium. He left Pancontinental Mining in 1992 and became a Director of National Mutual Royal Bank and served as Director until 1996. Also in 1992, Tony financed and became Executive Chairman of Polartechnics Ltd, an ASX-listed biomedical company developing a revolutionary Australian invention of an optoelectronic means of diagnosing precancer cells and cancer. The technology received several Australian Government science awards. Tony retired from Polartechnics in 2003. Thereafter, Tony was appointed as Chairman of Kingsgate Consolidated, a gold mining company listed on the ASX. He held this role for four years. Tony also serves on the boards of International Ferro Metals Limited, as non-executive Chairman, International Potash Limited, a Canadian potash company, as a non-executive director and as a director of Mega Uranium Limited and Dejin Resources Limited. Tony has written three books and numerous articles about the mining industry.

Mr Dion Cohen
Managing Director

After qualifying as a chartered accountant at Ernst & Young in 1995, Dion was involved in corporate finance and private equity in South Africa from 1996 to 2003. His experience ranges from mergers and acquisition structuring, to capital raisings and management of mining companies in private equity ownership. Dion has also held board positions on listed and unlisted companies. In 2003, he immigrated to Australia and has been involved in consulting and corporate finance work. Dion was previously the Chief Financial Officer of International Ferro Metals Limited. Dion is a director Formulate Consulting, a company that provides financial, secretarial and corporate finance services to junior mining companies.

Mr Stephen Turner
Non-Executive Director

Stephen Turner is the founder of International Ferro Metals and has over twenty years' experience in financial markets and for the last fifteen years has specialised in the natural resources sector. Stephen has delivered resource projects in Australia, Southern Africa, Fiji, New Caledonia and the Solomon Islands. He was a founding director of the Australian subsidiary of PSG Investment Group, then South Africa's sixth largest investment bank. He has an extensive network of business contacts and has raised equity capital in Australia, the UK, Hong Kong, Malaysia and the USA. Stephen is currently a director of Vantage Goldfields Limited, Iluka Limited, South American Ferro Metals Limited and International Ferro Metals Limited.

Mr Ian Holland
Non-Executive Director

Ian has over 14 years of experience in a range of technical and management roles across a number of gold and base metal mining operations, including Renison, Mount Gordon, Mount Isa Mines and Fosterville. He is currently the General Manager at the Fosterville Mine. He is a geologist by background and holds both a Bachelor of Science and a Master of Minerals Geoscience from James Cook University, as well as a Graduate Diploma in Applied Finance and Investment from the Securities Institute. Ian is a Member of the Australasian Institute of Mining and Metallurgy, a Fellow of the Financial Services Institute of Australasia and a Graduate of the Australian Institute of Company Directors.

Mr Terence Willsteed
Non-Executive Director

Terry holds a Bachelor of Engineering (Mining) Honours and a BA degree from the University of Queensland, and is a Fellow of the Australasian Institute of Mining and Metallurgy. He has, since 1973, been the principal of consulting mining engineers, Terence Willsteed & Associates. His forty year career in the mining industry has included senior management, operational and engineering positions with Zinc Corporation, Mt Isa Mines Ltd and Consolidated Goldfields Ltd. Other recent and current public directorships include International Ferro Metals Limited, Goldsearch Limited, Vantage Goldfields Limited and South American Ferro Metals Limited. In his consulting experience, Terry has been involved in the assessment and development of a wide range of mineral, coal and oil shale projects, and has participated in the management of developing and operating mineral projects both in Australia and internationally.

5.2 Management

Under a services agreement dated 31 January 2011, Exploration Management Services Pty Ltd has agreed to provide geological services to the Company. It is currently expected that Geoff Turner and Stewart Govett, two geologists engaged by Exploration Management Services Pty Ltd, will be the principal providers of these services to the Company. Further information about Mr Turner and Mr Govett are set out below. See Section 10.4.8 for a summary of the services agreement with Exploration Management Services Pty Ltd.

Mr Geoff Turner
Exploration Manager

Geoff is a geologist with a B.Sc. (Hons) degree from the University of Adelaide, a M.Sc. degree from the James Cook University in North Queensland and a Graduate Certificate in Ecology and Groundwater Studies from the University of Technology in Sydney. He is a Registered Professional Geoscientist with the Australian Institute of Geoscientists (AIG), a Member of the Geological Society of Australia and a Member of the Society of Economic Geologists. He was invited to sit on the Federal Council of AIG in 1999 and became Treasurer of AIG in 2000 and Vice President of AIG from 2002 to 2004.

Mr Turner has over 30 years' experience in mineral exploration since graduation, predominately gold exploration in the Lachlan Fold Belt, the Tanami, the West African Shield and the Yilgarn. Since 2000, he has managed his own exploration services company based in Bendigo, Exploration Management Services Pty Ltd, which provides field and technical services to the mineral industry.

With Gold Fields, he planned and executed regional exploration programs leading to the discovery in 2004 of the Lockington gold deposit under 70 to 100 metres of Murray Basin cover north of Bendigo. This success was followed in 2010 with the discovery of gold mineralisation under cover near Mitiamo, also north of Bendigo, for Providence Gold & Minerals Pty Ltd.

Mr Stewart Govett
Geologist

Stewart Govett has a B.Sc with major in geology from the University of Ballarat. Stewart was employed initially by Perseverance, then Northgate Mineral Corporation at the Fosterville Mine from 2005 to 2010 where he was involved with logging of diamond drill core, resource modelling and interpretation and underground mapping and interpretation of geological structures.

Chief Financial Officer

The Company is in the process of identifying candidates for the position of Chief Financial Officer. The Company currently has interim arrangements in place to cover the absence of this role.

5.3 Right of Gold Fields to nominate director

Under the Ongoing Relationship Deed summarised in Section 10.4.5, for so long as Gold Fields and its affiliates hold a relevant interest in at least 10% of Timpetra's issued share capital, Gold Fields will have the right to nominate a person for election as a director of Timpetra at Timpetra's next annual general meeting. See Section 10.4.5 for further information on this arrangment.

5.4 Corporate governance

5.4.1 Introduction

The Board is responsible for the overall corporate governance of the Company, and it recognises the need for the highest standards of ethical behaviour and accountability. The Board is committed to administering its corporate governance structures to promote integrity and responsible decision-making. To the extent that they are relevant to the organisation, the Company has implemented (or intends to implement in the current financial year) all of the Corporate Governance Principles and Recommendations as published by the ASX Corporate Governance Council except as set out below.

Recommendation 2.4 – the Board should establish a nomination committee

The Board has not established a separate nomination committee as the Board considers it unnecessary to have any committees, given the relatively small size of the Board and the Company. The selection of replacement or additional Directors will be undertaken by the Board when necessary.

Recommendation 4.1 – the Board should establish an audit committee

No separate audit committee has been established as the Directors consider it appropriate, given the relatively small size of the Board and the Company, for the functions of an audit committee to be performed by the Board.

As the Board has not established an audit committee, Recommendations 4.2 (relating to the composition of the audit committee) and 4.3 (relating to an audit committee charter) are not relevant.

Recommendation 8.1 – the Board should establish a remuneration committee

No separate remuneration committee has been established as the Directors consider it appropriate, given the relatively small size of the Board and the Company, for the functions of a remuneration committee to be performed by the Board.

The Board considers that the Directors are sufficiently qualified to consider and decide on matters covering recruitment and remuneration of senior executives, superannuation arrangements, Directors' remuneration and retirement benefits. However, external professional advice may be sought from experienced consultants where appropriate to assist in the Board's deliberations.

As the Board has not established a remuneration committee, Recommendation 8.3 (relating to the composition of the remuneration committee) is not relevant.

5.4.2 Policies and procedures

The following policies and procedures will be fully implemented following the Company's successful admission to the Official List, and will be available on the Company's website at www.timpetra.com.

- Statement of Board and management functions;
- Policy and procedures for selection and appointment of new Directors;
- Code of conduct for Directors and key executives;
- Share trading policy;
- Summary of procedure for selection of external auditor and rotation of engagement audit partner;
- Continuous disclosure policy;
- Shareholder communications strategy;
- Risk management policy; and
- Process for performance evaluation of the Board, Board committees, individual Directors and key executives.

The Board will consider on an ongoing basis its corporate governance procedures and whether they are sufficient given the nature of the Company's operations and size.

SECTION 6
RISK FACTORS

Before deciding whether to subscribe for Shares, potential investors should read this Prospectus in its entirety in order to make an informed assessment of the merits of the Company and the Offer.

Investors should consider carefully whether Shares in the Company are an appropriate investment for them and should appreciate that the price of Shares can fall as well as rise.

Shares offered under this Prospectus should be viewed as speculative and whilst the Directors recommend the Offer, investors should be aware of and take into account the risk factors involved.

This section is not intended to be an exhaustive list of the considerations to be taken into account by investors in deciding whether to subscribe for Shares, nor of the risk factors to which the Company is exposed. Some of these risks can be mitigated by the use of safeguards and appropriate systems and actions, but many are outside the control of the Company and cannot be mitigated.

There are risks associated with investing in any form of business and with investing in the share market generally. All investors should consult their professional advisers if they do not understand any part of this Prospectus, the Offer or any matter relating to an investment in the Company.

6.1 Commodity price volatility and exchange rate risks

The gold price may fluctuate widely and is affected by numerous external factors which are beyond the Company's control. These factors include supply and demand fluctuations for gold, technological advancements, forward selling activities and other macro-economic factors.

Gold prices and movements in foreign currency exchange rates have a substantial impact on gold exploration projects, and consequently could impact the value and trading price of the Shares.

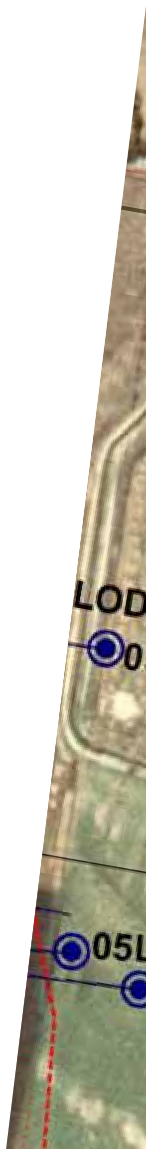
To the extent that in the future the Company may be involved in mineral production, the revenue derived through the sale of commodities may expose the potential income of the Company to commodity price and exchange rate risks.

Furthermore, international prices of various commodities including gold are denominated in United States dollars, whereas the income and expenditure of the Company are and will be taken to account in Australian dollars. This will expose the Company to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar as determined in international markets.

6.2 Exploration success

Exploration for minerals is highly speculative in nature and there is no guarantee of exploration success. There has currently been insufficient exploration work undertaken on the Lockington Project to define a Mineral Resource in accordance with JORC.

Exploration activities involve many risks and success in exploration is dependent upon a number of factors including, but not limited to, quality of management, quality and availability of geological expertise and availability of exploration capital. The exploration targets identified by the Company are conceptual in nature and no assurances can be given that future exploration efforts will result in the discovery of any gold deposit suitable for economic extraction.



6.3 Exploration target

Exploration target estimates outlined in this Prospectus are expressions of judgement based on knowledge, experience and industry practice. The exploration target estimates are not Mineral Resources as there is currently insufficient geological evidence to support the estimate of a Mineral Resource under the JORC code. Therefore by their very nature, mineralisation estimates carry a very low level of confidence, are imprecise and depend to some extent on interpretations, which may prove to be inaccurate. Estimates which were valid when originally calculated may alter significantly when new information or techniques become available. As further information becomes available through additional exploration and development of the Company's projects, the estimates may change. This may result in alterations to the exploration and development plans which may, in turn, adversely affect the Company's operations.

6.4 Development and operating risks

Development of any economic mineral deposit identified by the Company will require obtaining the necessary licences or clearances from the necessary authorities who may require conditions to be satisfied and/or the exercise of discretion by such authorities. It may or may not be possible for such conditions to be satisfied.

The operations of the Company may be affected by various factors, including without limitation, failure to locate or identify mineral deposits, failure to achieve predicted grades in exploration and mining, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, adverse weather conditions, industrial and environmental accidents, industrial disputes and unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment.

Having only been recently incorporated, the Company does not have any operating history, although it should be noted that the Company's Directors have among them significant operational experience. No assurances can be given that the Company will achieve commercial viability through the successful exploration and/or development of the Lockington Project.

6.5 Environmental risks

The operations and proposed activities of the Company are subject to State and Federal laws and regulations concerning the environment. As with most exploration projects, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. It is the Company's intention to conduct its activities to high environmental standards, including compliance with all environmental laws. Nevertheless, there are certain risks inherent in the Company's activities which could subject the Company to extensive liability. There is also a risk that changes to environmental laws may impose additional obligations and costs on the Company in the future.

6.6 Native title and title risks

Interests in exploration and mining tenements in Australia are governed by the respective State legislation and are evidenced by the granting of licences or leases. Each licence or lease is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently the Company could lose title to or its interest in tenements if licence conditions are not met or if insufficient funds are available to meet expenditure commitments.

It is also possible that, in relation to tenements in which the Company has an interest or will in the future acquire such an interest, there may be areas over which legitimate common law native title rights of Aboriginal Australians exist. If native title rights do exist, the ability of the Company to gain access to tenements (through obtaining the consent of the relevant land owner) or to progress from the exploration phase to the development and mining phases of operations may be affected.

The Independent Tenement Report in Section 9 of this Prospectus provides details in respect to native title and the validity of the title to the Lockington Project. Investors are encouraged to read the Independent Tenement Report in its entirety. The Directors will closely monitor the potential effect of any future native title claims involving the tenements in which the Company has or may have an interest.

6.7 Tenement renewal

The exploration licences the subject of the Lockington Project have been granted by the Victorian State Government and these have a range of conditions which are required to be met in order for them to be renewed. These include reporting and minimum expenditure requirements. There is a risk that the Company may lose its title to these licences if the conditions attaching to the licences are not complied with. If any of these licences are revoked, then the Company will be unable to continue its exploration activities in areas covered by the revoked licences.

As noted in the Independent Tenement Report, both exploration licences the subject of the Lockington Project expire in late 2011. Although such licences may be renewed, there can be no assurance that such licences will be renewed on acceptable terms or in a timely manner. However, the Company has no reason to believe that the exploration licences will not be renewed on terms satisfactory to the Company.

6.8 Joint venture parties, agents and contractors

The Directors are unable to predict the risk of financial failure or default by a participant in any joint venture to which the Company is or may become a party, or the insolvency or managerial failure of any of its contractors or other service providers. Any such event may have a material adverse effect on the Company.

6.9 Share market conditions and security investment

The market price of Shares can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities and in particular resource stocks. Neither the Company nor the Directors warrant the future performance of the Company or any return on investment in the Company.

Applicants should be aware that there are risks associated with any securities investment. Securities listed on the stock market, and in particular securities of mining and exploration companies, can experience extreme price and volume fluctuations which are unrelated to the operating performance of such companies. These factors may materially affect the market price of Shares regardless of the Company's performance.

Mineral exploration and mining are speculative operations that may be hampered by circumstances beyond the control of the Company. Profitability depends on successful exploration and/or acquisition of reserves, design and construction of efficient processing facilities, competent operation and management and proficient financial management.

Exploration by itself is a speculative endeavour, while mining operations can be hampered by force majeure circumstances and cost overruns for unforeseen events.

6.10 Competition

The Company will be competing with other companies in the resource sector many of which will have access to greater resources than the Company and may be in a better position to compete for future business opportunities. There can be no assurance that the Company can compete effectively with these companies.

6.11 Economic risks

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, taxation law and accounting practice;
- government legislation or intervention; and
- inflation or inflationary expectations.

6.12 Insurance against events

Acts of war, terrorism, civil disturbance and political intervention and natural events such as cyclones, earthquakes, flood and fire may affect Australia and world economy, the market for gold and/or the Company's operations.

Insurance against these risks and other risks associated with mineral exploration and production is not always available or affordable. The Company will maintain insurance where it is considered appropriate for its needs however it will not be insured against all risks either because appropriate cover is not available or because the Directors consider the required premiums to be excessive having regard to the benefits that could potentially accrue. If the Company's operations are affected by an uninsured event, it may have a material adverse impact on the Company.

6.13 Reliance on key personnel

The Company is heavily reliant upon the experience and expertise of its Directors, managers, contractors and other skilled professionals. There is a risk that due to workplace, natural or personal events any number of these persons could become unaffiliated with the Company. To reduce the chance of this happening and retain key personnel the Company intends to provide appropriate working conditions, develop suitable human resource strategies and policies to assist in the retention of key personnel.

6.14 Future capital needs and funding

Further funding may be required by the Company to support its future activities and operations for other matters additional to the expenditures set out in this Prospectus. There can be no assurance that such funding will be available on satisfactory terms or at all.

Any additional equity raising may dilute the interests of Shareholders and any debt financing, if available, may involve financial covenants which limit the Company's operations. Any inability to obtain finance will adversely affect the business and financial condition of the Company and, consequently, its performance.

SECTION 7

INDEPENDENT TECHNICAL REPORT

Independent Geological Report for Timpetra Resources Limited

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Independent Geological Report for Timpetra Resources Limited

MINNELEX PTY. LTD.

GEOLOGICAL CONSULTING SERVICES & VALUATIONS

ABN 99 096 513 276

R. C. W. Pyper
Principal, Minnelex Pty Ltd
283 Huntingdale Street
Pullenvale, Qld 4069
Ph/Fx 07 33742443 M 04-19661342
12 January, 2010

The Directors
Timpetra Limited

At the request of the Directors of Timpetra Resources Limited (Timpetra), Minnelex Pty Ltd, (Minnelex), was engaged to prepare an Independent Geological Report on Timpetra's tenements, which cover the Lockington Gold Project in central Victoria. The project areas are for inclusion in a Prospectus prepared by Timpetra, relating to the raising of $10 million via the issue of 50 million shares at $0.20 per share.

The Independent Report includes an opinion as to Timpetra's proposed exploration programs and budget estimates and is prepared to conform to the JORC Code of AusIMM and is in accordance with the relevant requirements and listing rules of ASX Limited, and the Australian Securities and Investments Commission (ASIC) Regulatory Guides, 111, 112 and 55. Regulatory Guide 111 provides guidance on how an expert can help security holders make informed decisions about transactions. Regulatory Guide 112 explains how ASIC interprets the requirement that an expert is independent of the party that commissions the expert report (commissioning party) and other interested parties. Regulatory Guide 55 covers the citing of experts and statements of interest.

The status and tenure of the tenements are briefly summarised here and are detailed in the Solicitor's Report. A two day field visit was undertaken to discuss the project, review the area and examine the drill core.

The report has been prepared by R C Pyper, BSc. FAusIMM. GAICD. Consultant Geologist.

Minnelex and Robert Pyper have prepared a wide range of Independent Expert and Specialist's reports subject to the guidelines of the ASX and ASIC. Mr Pyper has the appropriate qualifications, experience, competence and independence to be considered an "Expert" under the definitions provided in the Valmin Code and "Competent Person" as defined in the JORC Code.

Yours faithfully

R Pyper

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1. Introduction

Timpetra has an advanced gold project at Lockington in Victoria, which lies within the Ballarat-Bendigo gold corridor–one of the richest known gold belts in the world- and which includes the Fosterville gold mine, located 50 km due south and the Bendigo gold mine, located 65 km due south west.

Mineralised Ordovician sediments under up to 100 metres (m) of Tertiary-Quaternary cover are on the west limb of a regional anticline-syncline pair, together forming the Friesian Dome (Gold Fields Annual Report, 2007). The stratigraphy consists of typical turbidite sequences of the central Victorian gold province with laminated shales, cross-bedded siltstones and shales, upwards fining sandstones and coarser channel sands being recognised.

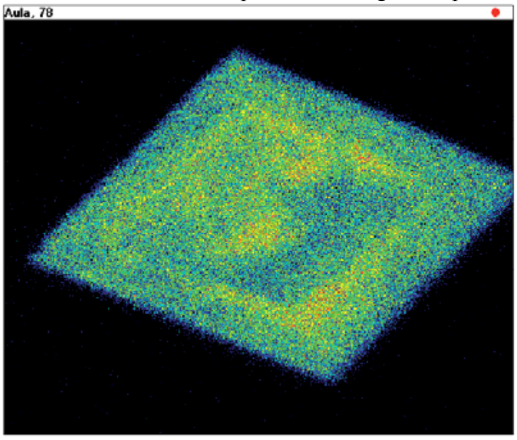
The first phase of exploration has been completed successfully with over 100,000m of drilling (1000 aircore holes and 31 diamond drill holes) that has located substantial gold mineralisation and established a strong geological link to Fosterville, with a similar Ordovician turbidite sequence hosting identical gold-arsenopyrite mineralisation and with similar west dipping reverse faults. The observation that the mineralisation intersected to date is within a doubly plunging anticlinal structure can be compared to that of the Fosterville Gold Mine mineralisation.

Aircore drilling at Lockington South has shown significant and extensive gold mineralisation in basement rocks parallel to the interpreted Lockington Fault, pointing to a significant mineralised system that will be subject to the ongoing exploration program.

To date, two prospect areas, Lockington South and Lockington East, have been defined and 8 mineralised trends are apparent within them that together form the Lockington Gold Camp, covering a strike length of 10 km and width of 5 km. A four-hole diamond drill program to follow up earlier anomalous bedrock drilling intersected 7.7m @ 4.24 g/t Au from 166m down hole and is considered to be the discovery hole for the Lockington South bedrock mineralisation.

A second phase of drilling is planned to locate the Lockington Fault (indicated by gravity) and to locate the Jersey Syncline. Gold is predicted to occur where the west dipping mineralised faults intersect the Jersey Synclinal axis in the footwall to the Lockington Fault. It is expected that a two-stage program of diamond drilling would adequately test and confirm the model and that, if successful, resource definition drilling would follow.

The project area, which lies under 30m to 120m of unconsolidated Tertiary aged Murray Basin sediments is defined by a 100 ppb bedrock gold anomaly, supported by anomalous arsenic values, structural interpretation of detailed gravity and by soil sampling. The project is the first significant discovery of gold mineralisation under thick sequences of cover in Victoria. The gold is associated with fine disseminated arsenopyrite and pyrite in sandstone-shale packages within a turbidite sequence. Shallow east dipping dilational vein sets related to moderate and steep west dipping faults point to the mineralisation being structurally controlled. There may be litho-stratigraphic controls as well, as in the Lockington South Prospect the mineralisation is located within a favoured shale-sandstone package over a strike length of 1900m.



X-ray micrograph of an arsenopyrite crystal from hole LODH002 (220 m) . Brighter colours show gold content, with the brightest zone recording + 3000 ppm gold.

Photomicrograph showing arsenopyrite needles with cubic pyrite in sandstone. LODH004, 225.1m, assay grade at 41 g/t gold over approximately 1m interval.

Lockington closely parallels the successful Fosterville Gold Mine[1] of Northgate. Here mineralisation is controlled by late brittle faulting. These are generally steeply west dipping reverse faults formed in the footwall of the main fault (the Fosterville Fault). Primary gold mineralisation occurs as disseminated arsenopyrite and pyrite forming as a selvage to veins in a quartz – carbonate veinlet stockwork. The mineralisation is structurally controlled with high grade zones localised by the geometric relationship between bedding and faulting. Mineralised shoots are typically 4 to 15m thick, 50 to 150m up / down dip and 300 to 1500m+ down plunge. A cross-section at Fosterville[1] illustrating structure and mineralisation is shown below. Fosterville[1] has Reserves of 3.3 Mt @ 4.75 g/t Au (502,000 oz) and total Inferred Resources of 6.5 Mt @ 3.52 g/t Au (739,000 oz Au) – Northgate AFS (Dec 2009).

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[1] A mine in which the Company has no interest but is in close proximity to Lockington.

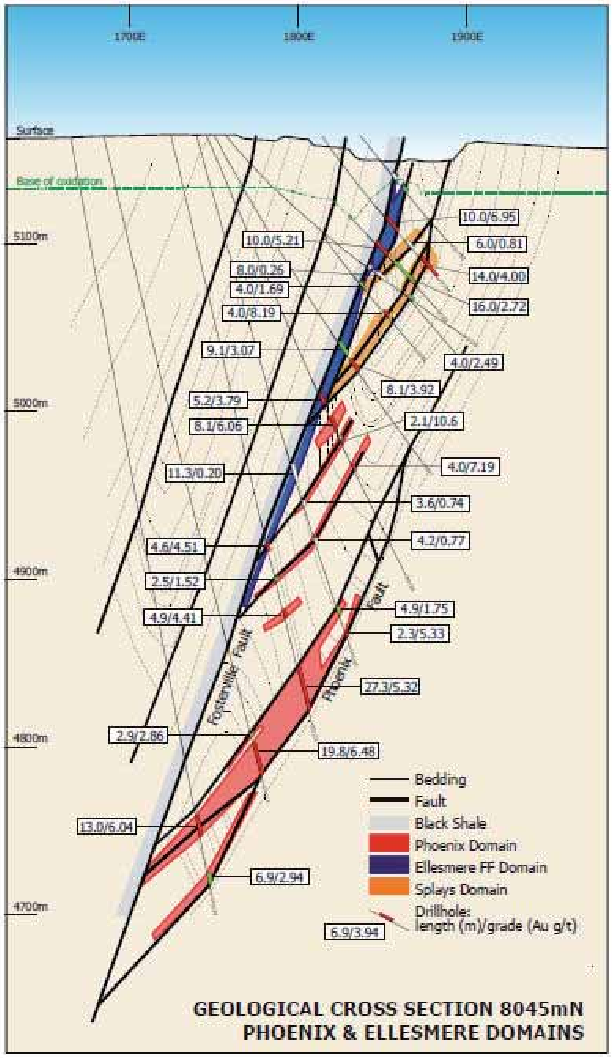


Figure 1. Mineralised cross-section at Fosterville (which is not an asset of the Company)

2. Property

The Lockington Project consists of EL 4742 of 99 square km (sq km) is 100% owned and EL 4552 (952 sq km) which is 77% owned (with Pacrim Energy Ltd) in north-central Victoria, 60 kilometres (km) northeast of Bendigo. They cover the area surrounding the township of Lockington in north Victoria, extending from 64 km south to 13 km north of Lockington: access within the tenement is provided by a grid of north-south and east-west roads.

Tenement	Current Area	
	Grats (GDA94)	Sq. Km
EL4742	201	175.6
EL4552	967	952.1

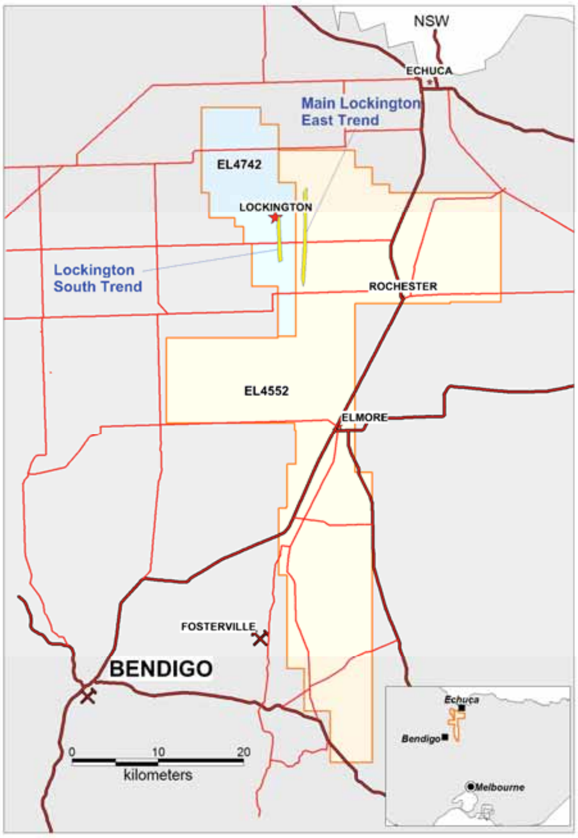


Figure 2 ***Central Victoria Project*** **location plan – Current Tenement Holding**

3. Previous Work

The Lockington Gold Project was originally operated by Gold Fields Australia Pty Ltd (Gold Fields) as the Central Victoria Project (CVP). The project commenced in July 2003. A combination of conceptual targeting, structural interpretation of detailed gravity and soil sampling, an initial bedrock drilling program located anomalous gold values. Follow-up aircore bedrock drilling supported the discovery. The total exploration effort since early 2004 has produced a significant database of more than 1,450 soil samples, 80 sq km of detailed gravity surveying, 109,890m of aircore drilling in 1,072 holes and 11,500m of diamond drilling in 34 holes. Depth to basement ranges from less than 30m in the south to greater than 100m in the north, and the nearest Ordovician outcrop is at Kamarooka, some 25 kilometres to the south-west.

As a result of the early and ongoing success at the Lockington South, a regional exploration model based on other major Victorian goldfields (Ballarat, Castlemaine) was developed and tested successfully through the discovery of the Lockington East aircore anomaly. This model draws an analogy with the common controls on gold mineralisation where structures cutting the long, east dipping limbs of a large anticlinorium, host significant mineralisation in the hanging wall of a major west dipping listric fault zone (see Figure 7). The Lockington South mineralisation is interpreted to sit on the western limb of an equivalent anticlinorium while the Lockington East Prospect is located in the eastern limb proximal to the significant west dipping Campaspe Fault.

Mineralised intersections (from diamond drilling) within the hosting Ordovician turbidite sequence include:

7.7m @ 4.24g/t from 166m,
6.8m @ 3.97g/t from 230m,
5.7m @ 3.15g/t from 303m,
2.2m @ 9.94g/t from 154m, and
4.4m @ 3.26g/t from 280m.

Prior to Gold Field's work there was little mineral exploration conducted within the area covered by the Project. Some small historic gold workings exist in the southwestern corner associated with the Pembroke Castle Reef, and earlier explorers had concentrated on minor gold (+antimony) mineralisation in the Crosbie Goldfield, in the south east.

Western Mining Corporation drilled a number of holes to basement to the south and east of the project area in 1978 – this work was followed by CRAE in a quest for coal horizons within the Murray Basin sediments. These drill data were useful in constructing a depth to basement database prior to AirCore drilling.

Regional work undertaken prior to 2004 included airborne magnetic and radiometrics and regional gravity as part of the State Government VIMP (Victorian Initiative for Minerals and Petroleum) program.

Goldminco conducted soil sampling and rock chip sampling east of the Campaspe River and south of Elmore in 1997 with mixed results.

Homestake (Australia) Ltd conducted a soil geochemical program under EL3989 from 1996 to 1999, covering the western extension of EL4552. Soil samples were collected at 500m intervals along selected roadsides and analysed by conventional Bulk Cyanide Leach (BCL) and partial mobile metal ion leach (MMI) methods.

4. Geology

4.1 Regional Geological Setting

The oldest rocks in the region are Lancefieldian shales and sandstones of the Lower Ordovician Castlemaine Group. These are in turn overlain by Bendigonian, Chewtonian, Castlemainian, Yapeenian and Darriwillian sediments - all essentially sandstone, siltstones mudstones and shales. Regionally, these units have been folded along N to NNW trending fold axes (Cherry and Wilkinson, 1994).

Two major structural events are of importance in the project area. The earlier event, at around 440 Ma progressively resulted in bedding slip laminations (bedded laminated veins), tight upright folding, and finally reverse faulting on fold "lock-up". Gold mineralisation at Bendigo and Ballarat is associated with this event (Bierlein, *et al*, 2001). The second major event consisting of two separate but transgressive compressional events, occurred in the Late Devonian (370 – 390 Ma). The early E-W compression of this second event re-activated the west dipping reverse faults and is probably synchronous with Fosterville style gold-arsenic mineralisation. The later N-S compression, associated with the docking along the Governor Fault to the north, resulted in north dipping reverse faults and associated tensional vein sets. Gold mineralisation at Rushworth, 50 km to the southeast, is associated with this event.

The major lithological unit of the Murray Basin cover sequence is the Quaternary Shepparton Formation, being estuarine or riverine clays, silts and sands. This is overlain by swamps and clay pans. Below is the Calivil Formation, which is underlain by the Tertiary Renmark Group, characterised by the first appearance of carbonaceous to peaty clays.

Within the Bendigo Goldfield, gold mineralisation is found in all units of the Castlemaine Group, but tends to cluster close to the Chewtonian-Bendigonian or the Lancefieldian-Bendigonian contacts. All known gold deposits in the region are structurally controlled, most often associated with west-dipping reverse faults.

4.2 Basement Ordovician Geology

While the aircore drilling has provided valuable information on the basement lithologies in a regional sense, the diamond drill program has provided a detailed understanding of the basement geology immediately south of the Lockington Township. The Ordovician geological aspects recorded in this diamond drilling including stratigraphy, mineralisation, alteration and veining, and structure, and is described in Section 5.3 on Bedrock Geology.

5 Lockington South Prospect

5.1 Discovery

Initial targeting at the project area involved the interpretation of the VIMP geophysical data. Research by the GeoScience Victoria (Cayley *et al*, 2002) had identified a potential Precambrian basement block below the Melbourne Zone in central Victoria. The interpreted western margin of the Selwyn Block coincided with the major gold occurrences in central Victoria (except Stawell) when a corridor of 25 km was applied. Gold Fields used this information to target extensions of the Bendigo-Ballarat corridor along strike to the north under shallow Murray Basin cover.

Interpretation of the geophysical data produced a series of approximate N-S and WNW trending lineaments that could be related to known trends further south such as the Fosterville Fault. Gravity data proved to be most useful. Targets were defined at major structural intersections and highlighted the Lockington area. A major structure, named the Campaspe Shear or Shear is parallel to the Heathcote axis and links the Fosterville and Lockington structures (see Figure 3) for gravity structural interpretation).

Soil sampling defined a gold anomaly south of Lockington and follow up aircore drilling resulted in the discovery of the Lockington South Prospect (see Figure 4). This prospect is associated with an interpreted N-S trending gravity structure parallel to and on the east side of Lockington Road. This structure appears to be of a similar generation to that of the Fosterville Fault and has been named the Lockington Fault Zone.

Aircore drilling delineated the prospect, which extends over 6.5 km of N-S strike. It comprises two main mineralised trends being the central Carnie Trend and the adjoining and parallel Watson Trend to the east. At better than 100 ppb the Carnie Trend extends for 4 km of strike while the Watson Trend extends for 2.8 km.

A follow up diamond drill program of four holes included a test of one of the better aircore intercepts of 15m @ 1.27g/t Au and intersected 7.7m @ 4.24g/t Au from 166m down hole below 90m of Cainozoic cover. It is considered to be the discovery hole for the Lockington South bedrock mineralisation. The remaining three holes were drilled to test for further mineralisation below other high gold values and all returned arsenic-pyrite-gold mineralisation.

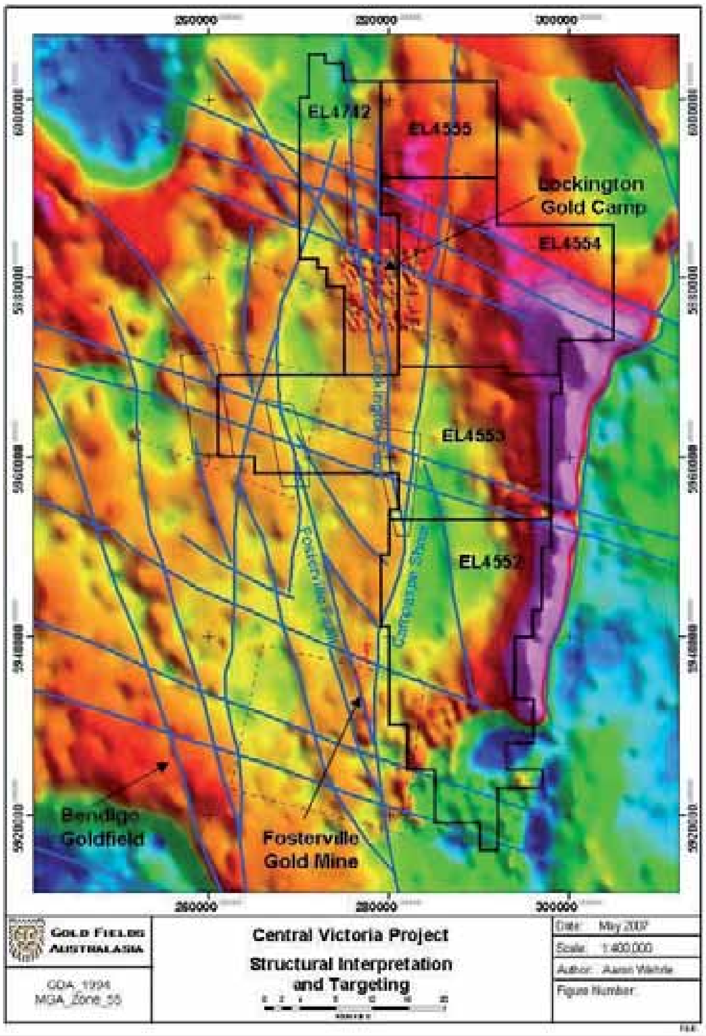


Figure 3 **1st VD Regional Gravity with structural interpretation and target boxes** *(dash and solid outlines). Original tenement boundaries shown.*

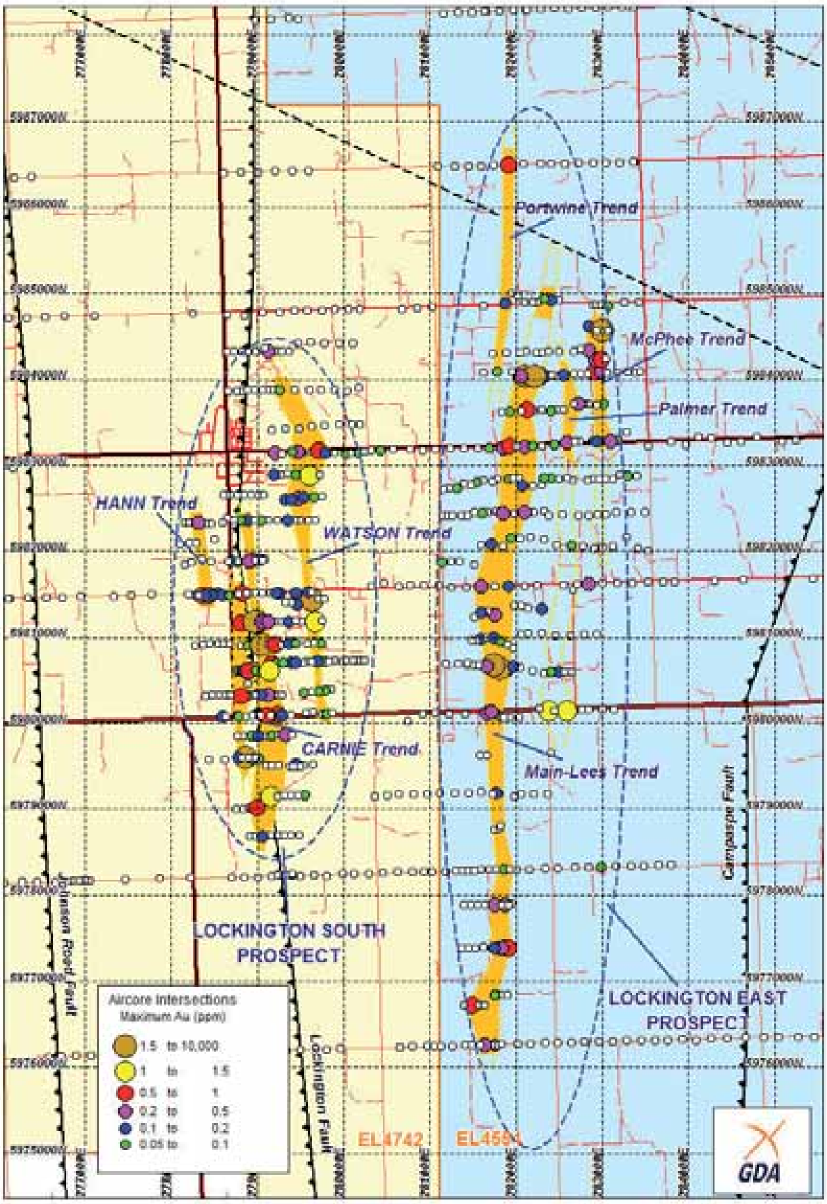


Figure 4 **Lockington Trends with Gold in basement**

5.2 Anomaly Delineation

Between April 2005 and January 2007 a total of 25 diamond holes (9,398m) were drilled on EL4742 targeting the Lockington South anomaly. Of these holes, 21 targeted the extensive Carnie Trend, and 4 tested the parallel Watson Trend to the east (see Figure 5). A total of 2.4 km of strike have been tested on drill lines spaced approximately 300 to 400m apart with the deepest hole reaching a depth of 531.5m down hole (average down hole depth is 375m).

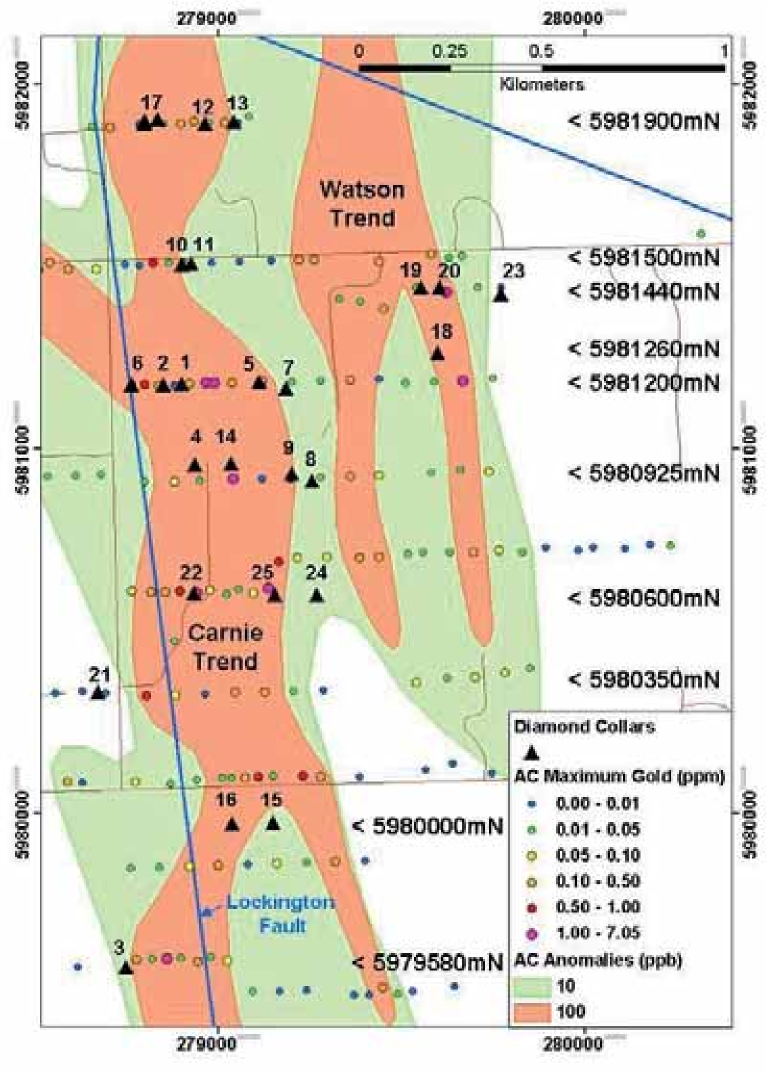


Figure 5 **Lockington South diamond drill hole collar plan.**

Some of the better intercepts include:
7.7m @ 4.24g/t from 166m from 166m,
6.8m @ 3.97g/t from 230m,
5.7m @ 3.15g/t from 303m,
2.2m @ 9.94g/t from 154m, and
4.4m @ 3.26g/t from 280m,

These are typically located within the coarser sedimentary units of the western limb of a north-trending east verging anticline, the Friesian Anticline.

The mineralised intervals are usually associated with flat to east dipping quartz-carbonate extensional veins (ladder veins) proximal to moderate west dipping brittle faults. The best mineralisation also appears to be within recognisable sandstone-shale packages that can be correlated both between holes and between sections suggesting some lithological/stratigraphic control on the mineralisation. Mineralisation has been intersected over 1.9 km of strike with better than 10 gram x metre gold intercepts over at least 700m of strike.

During 2007, exploration concentrated on extending the basement geochemical anomaly to the north, and on follow-up diamond drill testing of the gold mineralisation identified in earlier aircore programs.

A 3- hole diamond drilling program of 1298m was undertaken to test for basement mineralisation south of previous diamond drilled lines on the Carnie Trend at Lockington South. Better intersections include:
1.1m @ 6.75 g/t Au in hole 07LODH022, and
0.9m @ 9.89 g/t Au, 0.7m @ 7.83 g/t Au and 0.8m @ 4.0 g/t Au in hole 07LODH024.
Gold is intimately associated with arsenopyrite (+ pyrite) mineralisation.

A single hole of 373m was drilled in a previously drilled section on the Watson Trend to improve the understanding of the controls on mineralisation. The highest gold assay returned from this hole was 1m @ 1.8 g/t Au. AirCore drilling has continued to define the northerly extension of the Watson Trend north of Singer Road. Overall, 22 aircore holes were drilled for a total of 2993m.

5.3 Bedrock Geology

5.3.1 Stratigraphy

At the Lockington South Prospect, steeply (>80º) west dipping Ordovician sediments were intersected in the majority of holes drilled. Short eastern limbs of anticlines dip at around 60º. Lithologies comprise shales, siltstones and claystones and sandstones. Sandstone grain sizes vary from very fine (0.05 to 0.1 mm) to very coarse (> 2 mm) and are invariably in fining upward sequences. Correlation of stratigraphy enabled an informative stratigraphic cross section through each of sections drilled.

5.3.2 Mineralisation

Mineralisation is associated with obvious zones of alteration (sericite + carbonate alteration of chloritic sediments) with the development of disseminated arsenopyrite and pyrite. Gold occurs within the arsenopyrite as solid solution, and as free gold inclusions within pyrite grains. Coarse visible gold to 2 mm has been noted in quartz-carbonate veining.

Gold at Lockington South is associated with shallow (30º) east dipping quartz-carbonate vein sets that are associated with steeper (40-60º), west dipping brittle faults, and a shallow east dipping

spaced cleavage. It is also associated with a preferred shale-sandstone package consisting predominantly of units 17 to 20 throughout the drilled length of the Carnie Trend.

Mineralisation, west dipping brittle faults, veins and cleavage are later than the folding and steep west dipping (laminated quartz) fault deformation.

Gold mineralisation is patchy, and is difficult to predict between sections but is of a higher tenor at the crest of the Friesian Dome. Stronger gold mineralisation is expected in association with the Lockington Fault

5.3.3 Alteration and Veining

Alteration associated with mineralisation occurs as abundant siderite porphyroblasts and other minor carbonates and sulphides. Quartz and quartz-carbonate veins are common, occurring as clusters of irregular thin stringer veins and as thicker veins to +0.3m. Work to date suggests at least two generations of quartz or quartz-carbonate veining. Veins that have a shallow (30 to 50º) easterly dip are invariably associated with intense sericite alteration and arsenopyrite mineralisation. West, south or north dipping veins rarely have significant associated alteration assemblages.

Laminated quartz veins occur parallel to bedding and cutting bedding at low angles. The bedded laminated quartz is invariably on the west dipping limbs of folds. Laminated quartz veins are usually thin, reaching maximum thicknesses of 0.3m, but commonly of a few centimetres. Laminations are quartz (millimetre to centimetre scale) and graphite (or graphite-chlorite + breccia).

5.3.5 Structure

Folding: Most beds are steeply dipping at around 80º W, but east dipping units dip regularly at around 60º resulting in asymmetric folds. The east dipping limbs are appreciably shorter than the west dipping limbs resulting in fold vergence to the east. The Friesian Anticline-Syncline pair (centred on or about 279200mE, coincident with the Carnie mineralisation trend) is defined on six drill sections over a N-S strike of nearly 2 km. The Holstein Syncline (centred on or about 279700m E) is partly defined on two sections and is coincident with the Watson mineralised trend. The Friesian interfold distance is approximately 80m. Axial planar cleavage (S1) is rare, and noted close to folds, but is absent in the massive shales.

The Friesian Anticline-Syncline pair have opposing plunges on the lines 59,80930m N and 59,81200m N forming a dome, with plunges flattening to the north and south, forming troughs at the northern and southern sections.

Similarly the Holstein Syncline has a steeper plunge to the south, implying a dome north of section 59,81460m N. Limited data suggest the Jersey Syncline, identified to the west of the Friesian Anticline, to develop a trough between holes 3 and 21. The east dipping limb of the Holstein Syncline is flatter than the east dipping limb of the Friesian fold pair, as is the west dipping limb compared to that of the Friesian. Thus the two folds may represent both sides of an asymmetric anticlinorium, with its crest between the two axial plane sets.

Faulting: Quartz filled fracture zones are interpreted to be of an earlier fault set, and re-construction of sections shows this fault set to be reverse, steeply west-dipping but shallowing to around 40º when passing through the Friesian Anticline-Syncline pair. Overall displacement of this fault is approximately 35m. The Holstein Syncline is faulted by an east dipping reverse fault, with an apparent up-dip movement of approximately 60m. There is also some strike-slip movement, but this has not been estimated.

Breccia faults, the most commonly measured fault style generally strike north-south and dip both east and west, the majority being west dipping. Joints are E-W striking, dipping steeply south and are related to the shallow north or south plunging folds. Other fault styles do not appear to have defined groupings. Slickensides, where measured, show reverse sense of movement, up dip.

Structure associated with mineralisation: Faults within a broad envelope around mineralised drill intercepts (Mineralised Domain) in the western limb of the Friesian Anticline cluster into three sets:

1. Bedding parallel, dip 86º to 275,
2. Moderate east dipping, at 54º to 090,
3. Shallow east dipping, at 33º to 090.

Another set of moderately west dipping faults has been interpreted from section re-constructions – these faults have few structural measurements due to their brittle nature. The above sets differ from faults outside the Mineralised Domain, i.e. within the footwall of the major west dipping Fault, or in un-mineralised country rock in the hanging wall.

Veining associated with mineralisation: Vein orientations follow a similar pattern with four distinct vein sets identified within the Mineralised Domain:

1. Steep (86º) west dipping laminated quartz, parallel to bedding (no association with sulphide mineralisation),
2. Shallow east dipping (30º to 087) quartz and quartz-carbonate veins (strongest association with mineralisation),
3. Flat north dipping (11º to 011) quartz and quartz-carbonate veins,
4. Shallow northeast dipping (33º to 041) quartz and quartz-carbonate veins.

There is a clear dip to the north in the northern sections, gradually changing to a southerly dip in the southern section. This change in attitude is consistent with the Friesian Dome already identified.

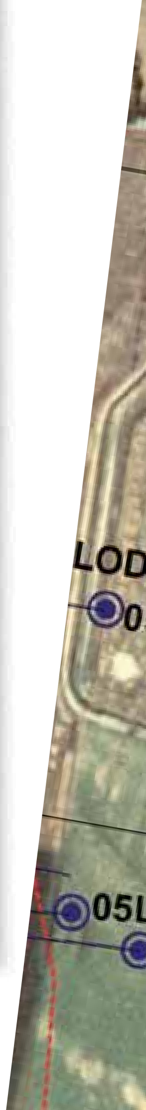
5.4 Interpretation

The major part of mineralisation at Lockington South is associated with moderately west-dipping faults on the western limb of the Friesian Anticline. These faults are mostly brittle in nature, and obviously late-stage. The faults appear to be genetically related to the mineralised shallow east-dipping quartz-carbonate veins, themselves brecciated or disrupted by post mineralisation faulting. The block modelled data show zones that appear to be separated by the west dipping faults.

If these brittle faults are the mineralising faults, then they would normally be expected to be healed by the considerable quartz + carbonate fluids that carried the gold. But most of the mineralised intersections are in zones of unhealed brecciation, or close to such zones. The structures containing the Au-As-Sb mineralisation at Costerfield display similar characteristics, where the mineralised faults have been re-activated during a later event resulting in broken ore zones.

At this stage, the gold-arsenic mineralisation in the Carnie Trend can be characterised as follows:

- mineralisation is interpreted to be controlled by a group of parallel moderately west-dipping reverse faults; and
- mineralised fluids entered into stringer zones in the fault footwall, with stringer orientation at right angles to the primary structures (dilational zones), thus giving shallow



east-dipping, but complex mineralising quartz-carbonate veins. These veins and associated wall-rock mineralisation could extend into the wall rock 15 to 20m, but are confined to preferred sediment packages; and

- a preferred sediment package has been recognized from holes LOSS17 to LOSS20 and corresponding interbedded shales. Occasionally the preferred package extends to LOSS15 (approximately 75 – 100m total true width package of interbedded sandstone and shale);
- late reactivation of primary west dipping faults produced brittle failure, sometimes with late quartz-carbonate vein formation.

The west dipping reverse faults have the same strike as the bedding and fold axes (i.e. approximately N-S) and thus can be connected between each section. The Long Section (Figure 6) shows three of the main west dipping faults to follow the Friesian Dome – better gold grade-intersections are at the crest of the dome, or at the culmination of the fault dips.

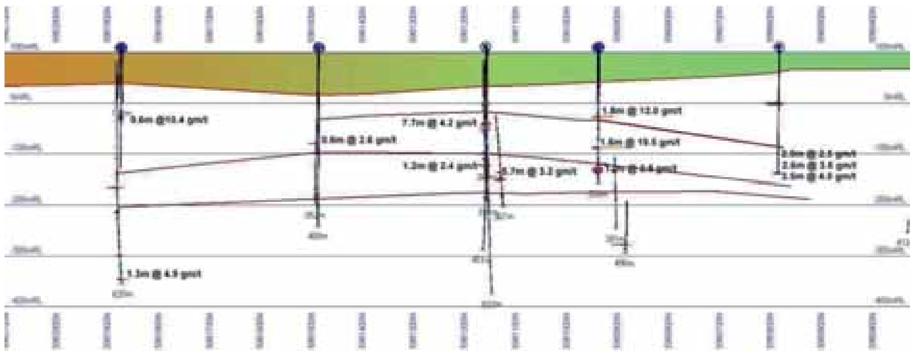


Figure 6 **Long Section 279100E, *Looking east.***
Interpreted west dipping faults follow the Friesian Dome. Stronger gold mineralisation appears to be associated with the dome crest

The observation that the mineralisation intersected to date is within a doubly plunging anticlinal structure can be compared to that of the Fosterville Gold Mine[2] mineralisation. Both the north and south plunge of the mineralisation remains open (see Figure 7). The moderately west dipping faults may be splays from a deep seated mineralising structure.

No significant bedrock mineralisation was intersected below the Watson Trend regolith anomaly. The diamond drilling revealed a faulted syncline with bedding dips differing from that of the Friesian Anticline-Syncline. The reason for this discrepancy is poorly understood and may hold the key for understanding the controls on the Lockington South mineralisation.

5.4.1 Lockington Fault

The Lockington Fault is interpreted from regional gravity imagery to be just west of the Carnie Trend. Diamond drilling has not yet definitively intersected this fault, although hole 06LODH021 was so targeted, and the presence of the fault is suggested by a 40m loss of stratigraphy in hole 06LODH016.

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[2] A mine in which the Company has no interest but is in close proximity to Lockington.

The west dipping brittle reverse faults may well be splay faults from the (re-activated) Lockington Fault – this concept then opens the possibility of strong gold mineralisation being associated with the Lockington Fault, along its length within the Lockington South Prospect area. Aircore drilling has shown significant and extensive gold mineralisation in basement rocks parallel to the interpreted Lockington Fault, pointing to a significant mineralised system.

Vertical aircore drilling is less likely to intersect steeply dipping mineralisation (as postulated to be associated with the Lockington Fault), than the shallow dipping mineralisation intersected west of this Fault.

Lockington South Longitudinal Section

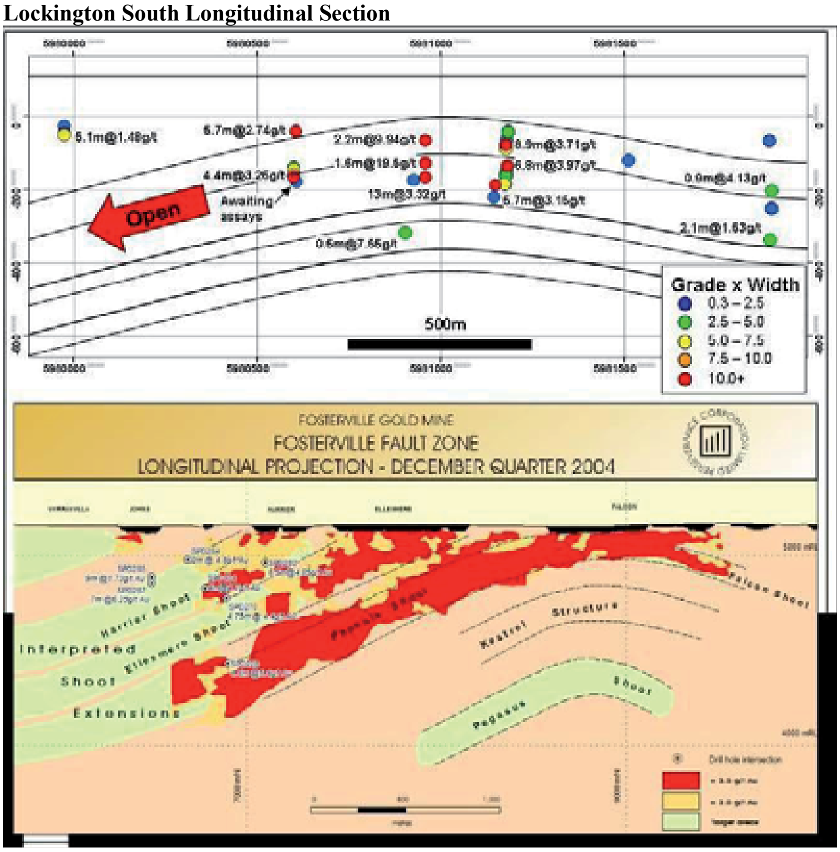
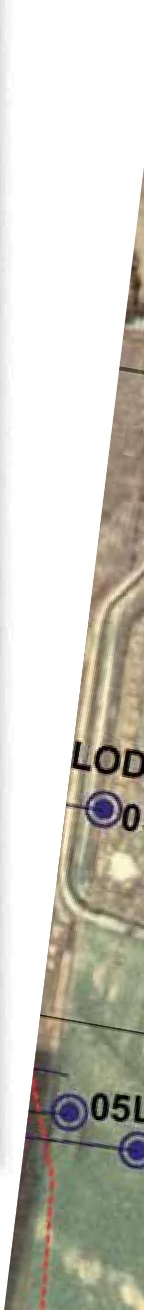


Figure 7 Longitudinal sections - Lockington South compared with Fosterville
A comparison of the longitudinal projection of Lockington South west limb mineralisation only with selected drill intercepts annotated (top) with that of the Fosterville Mine (bottom) (which is not an asset of the Company). Both images look west and demonstrate the potential for continued (and improved) mineralisation down plunge.



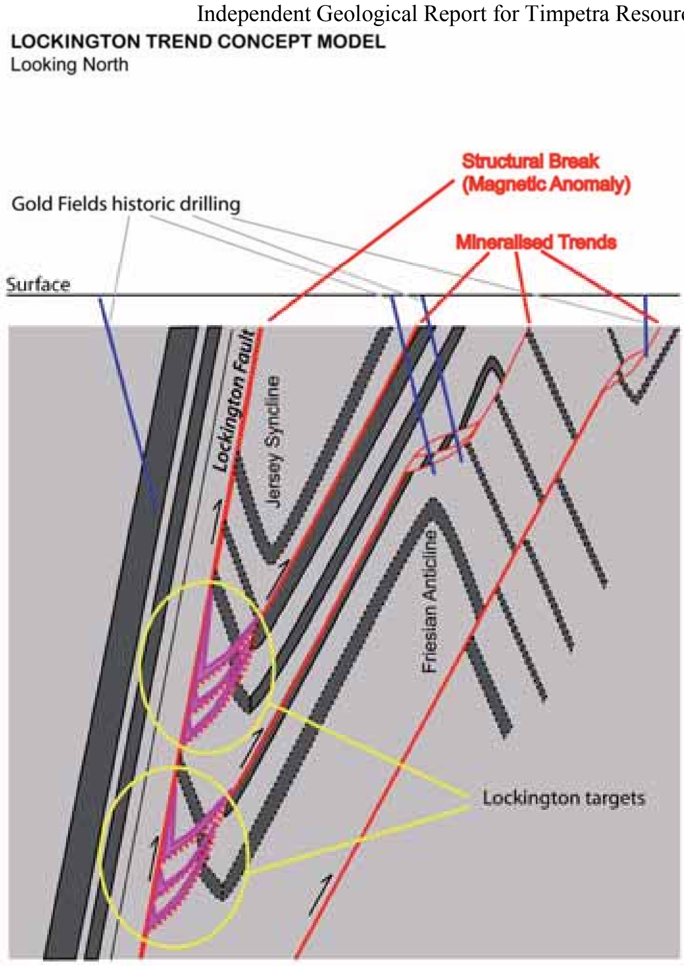


Figure 8 **Lockington exploration model – stylised section (looking north)**

The Lockington exploration model cartoon (see Figure 8) shows three mineral trends at the top of the basement rocks.
Dark blue lines indicate where Gold Fields drilling has intersected the west dipping splays and achieved low to medium grade gold mineralisation

These splays are projected back to the Lockington Fault (shown in red) which truncates the west limb of the Jersey Syncline - the target mineralisation is where these splays break through the syncline (preferably where the beds dip to the east or right), as shown inside the yellow circles.

Distance from Lockington Fault to Friesian Anticline is about 300 metres

5.5 Proposed Exploration Program, Lockington South.

Only the Carnie Trend has been tested over a significant portion of its total length by diamond drilling. The Watson Trend has only been tested in two sections, by 4 holes. There remains the potential of the Watson Trend to the north of Hansen Road, and the other parallel trends south of Carnie Trend, and to the west to host significant mineralisation.

The Carnie Trend has been drilled on sections 300 to 400m apart, mostly with holes collared at 50m or more spacing. There remains the potential of being able to determine the structural controls on the mineralisation with greater confidence by drilling on closer spaced sections, and by extending the sections to the east and west.

Diamond drilling to date has provided a large amount of structural information enabling Gold Fields to construct reliable cross sectional interpretations, and some confidence in constructing long sections. However, there is as yet little evidence of a large body of gold mineralisation – infill drilling around the more significant intersections on sections 5981200N and 5980900N may indicate some significant gold mineralisation. The aspect of gold-arsenopyrite mineralisation occurring in plunging shoots as occurring at Fosterville has not yet been adequately addressed.

The structural difference between the folded stratigraphy of the Carnie Trend and that of the Watson Trend just 600m to the east is significant. Understanding the underlying reasons for this inconsistency could be critical in understanding the controls on mineralisation. A fence of oriented diamond holes from Lockington South to the Watson Trend is required.

Further petrographic work aimed at understanding the relationship between the east dipping quartz-carbonate veins and the west dipping structures may help to unravel the structural complexities of the deposit and aid the siting of further drill tests.

The Lockington Fault was the initial focus of exploration. The major mineral trends at Lockington are parallel to the fault, indicating a generic association. This fault is yet to be identified by diamond drilling, and current structural synthesis suggests that gold mineralisation could be controlled by east directed (west dipping) reverse splay faults from the Lockington Fault. The association of the Lockington Fault with known mineralisation will be addressed by Timpetra in the earliest diamond drill program.

Following the recognition of moderate west dipping faults as controlling structures, the Lockington Fault presents as a target. The intersections of these west dipping faults with the Lockington Fault are prime loci for gold mineralisation - this scenario is close to the Fosterville Fault – Phoenix Fault geometry, but without the spatial association of the footwall syncline.

6 Lockington East Prospect

6.1 Discovery

A significant intersection of 0.18 g/t Au over 3m was recorded in the eastern aircore hole of a traverse on O'Donnell Road, four km southeast of the Lockington South Anomaly. The result was suggestive of an exploration vector to the east towards the Campaspe Shear and was consistent with the interpretation gained from the diamond drilling on the Carnie Trend at Lockington South where it was apparent, based on fold vergence directions, that the Lockington South Prospect was located over the western limb of a potentially larger and more significant anticlinorium.

Based on the recognition of this anticlinorium and its possible relationship with the Campaspe Shear, an analogy can be made with the Castlemaine Goldfield. Using this analogy as an exploration model for the Lockington Gold Camp, exploration efforts were vectored from the western anticlinorium position (Lockington South) eastwards to the Campaspe Shear where the model suggests the strongest mineralisation should be located (Figure 9). The rationale for this assumption is that a higher density of larger displacement faults closer to the regional Campaspe Shear would have a greater interplay with longer east dipping fold limbs on the eastern side of the anticlinorium. This would improve the likelihood of dilational fracturing and mineralisation.

An aircore drilling program tested this theory by drilling between the Lockington South Prospect and the Campaspe Shear approximately 5 km to the east (Figure 10). Anomalous gold, arsenic, and antimony assays returned from initial traverses confirmed the presence of additional mineralised structures and suggest a significant mineralised system is present with up to four individual mineralised trends located to date. Together, the mineralised trends cover an area 10.5 km long and 1.7 km wide. Bedrock diamond drill testing of the mineralised area consists of only six drill holes completed in late 2007. The drill holes targeting the Main-Lees Trend confirmed the existence of narrow, low grade gold and arsenic mineralisation at depth.

Owing to the large area of mineralisation in the Lockington East Prospect, further bedrock diamond drill testing is warranted in conjunction with infill AirCore drilling of the 4 mineralised trends. Further drilling and evaluation of all previous work will contribute towards the objectives of:

- determining structural and stratigraphic controls on mineralisation,
- determining likely occurrences of new mineral trends, or extensions of known trends,
- predicting the likelihood of a significant body of mineralisation within the Lockington East Prospect

6.2 Anomaly Definition

The Lockington East area was aircore drill tested on variable line spacing and defined a continuous N-S striking anomaly of greater than 10 ppb over more than 10 km. This, the Lockington East Prospect, comprises several internal mineralised trends at better than 100 ppb Au. The Main Trend extends for greater than 4 km of strike and arguably joins the Lees Trend to the south (combined strike length of greater than 8km). The other noteworthy trend is the McPhee Trend which extends for about 1.5 km. The +100 ppb Au Lockington East Prospect covers 7.4 sq km and remains open to both the north and south.

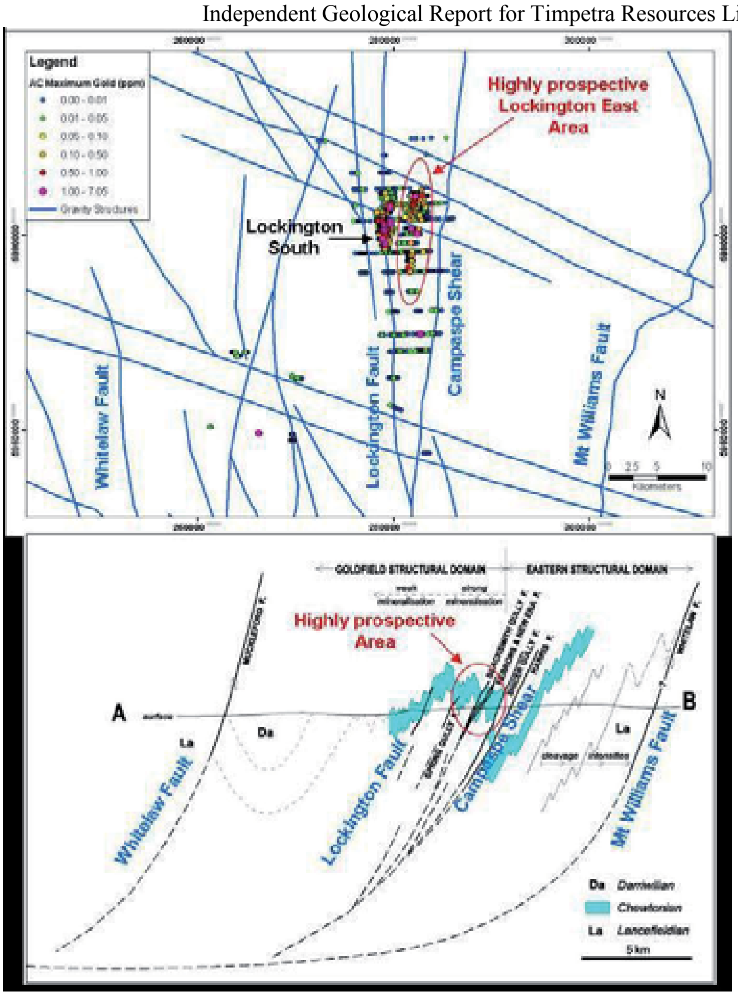


Figure 9 Lockington East Area and Regional Exploration Model

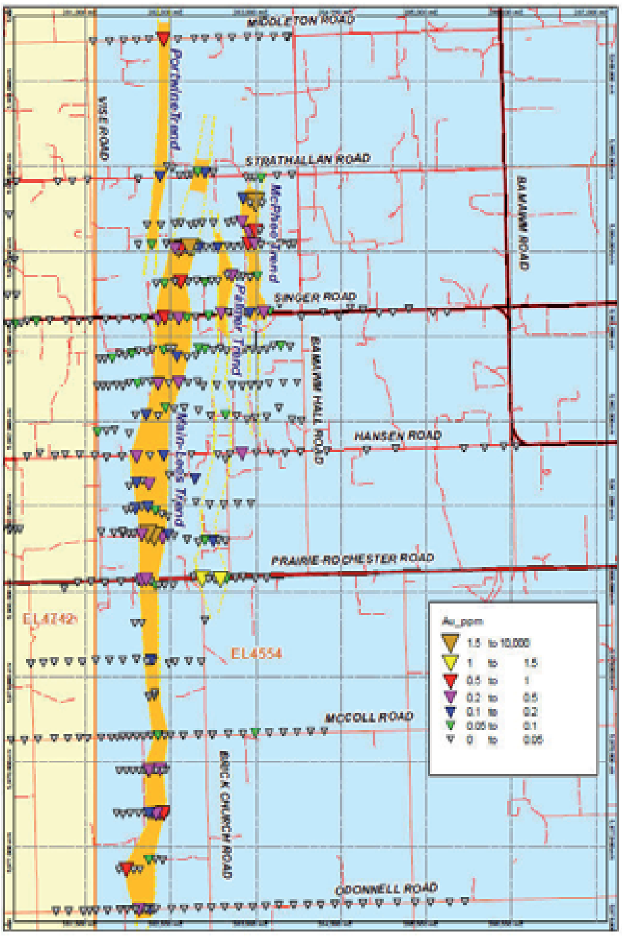


Figure 10 Gold in Basement, Lockington East

6.3 Fosterville East - Diamond drilling

5977900N. Results of the drilling on the Lees section did not return any significant gold mineralisation. Structural interpretation shows significant disruption of steep west dipping units by wide zones of east dipping breccia faults. Any gold mineralisation here would have been disrupted into non-economic parcels.

Brentnall Lane Section 5980650N. Drilling on the Brentnall Lane section was successful in locating anomalous gold mineralisation, but over narrow intervals. Gold intersections were thin, and generally low with the best intersection of 1 metre @ 6.76 ppm gold in 07LODH031. Mineralised zones are associated with localised shallow east dipping faults, which in turn appear to be related to steep west dipping reverse faults.

6.4 Bedrock Geology

6.4.1 Stratigraphy

As with Lockington South, the major shale and sand units were correlated to give simplified, stratigraphic cross sections of the Lockington East Prospect. Ordovician sediments in the Lockington East Prospect dip steeply west (>80°) with a north, north-east strike and minor flexuring.

6.4.2 Structure

Folds No significant anticline or syncline is evident.

Faults The two drilled sections on the Main-Lees Mineral Trend in the Lockington East Prospect show two structurally different domains:

1 The Lees Section is severely disrupted by brittle faulting, but 43 valid fault planes were recorded, giving 2 dominant fault sets.

2 Significantly less faulting has occurred in the Brentnall Lane section and clustered into 3 distinct groups,

6.4.3 Alteration and veining

Veins are commonly thin quartz or quartz carbonate and could be sorted into 5 vein sets.

6.4.4 Mineralisation

Mineralisation comprised sericite +carbonate alteration of chloritic rocks with the development of arsenopyrite and pyrite. Due to the brecciated nature of the mineralised intersections, no structural data could be recorded, hence orientation of associated veins is not known. The Lees section did not intersect any significant gold. Mineralisation on the Brentnall Lane section appears to be associated with localised shallow east dipping faults, which in turn appear to be related to steep west dipping reverse faults.

6.5 Interpretation

At present two discrete areas within the 10 km long Main-Lees Trend have returned several +1g/t Au assays which may represent the culminations of two domes along the same N-S striking fold axis.

The aircore drilling supports the initial exploration model with a much larger area of mineralisation (gold, antimony and arsenic) towards the Campaspe Fault Zone.

Diamond drilling intersected low tenor gold mineralisation in one section of the two sections drilled in the southern part of the Main-Lees Trend. The similarities of this mineralisation with that of the Lockington South Prospect can be seen in the association of flat dipping quartz-carbonate veins and in the west dipping late faults.

These west dipping late faults pare probably splays from a major fault to the west of the Lockington East mineralisation (and thus east of the Lockington mineralisation). Alternatively, as no such fault is evident in the gravity data, they could be splays originating from deeper sections of the Lockington Fault, thus adding to the potential mineralisation along this corridor.

7 Regional Gravity Structural Targets

7.1 Targeting Rationale

In conjunction with soil geochemistry, the structural interpretation of gravity data provided the drill targeting rationale in the discovery of the Lockington South Prospect. With gravity interpretation numerous more regional targets become evident within and adjacent to the tenement package.

The first structural interpretation of the gravity data indicated that the interpreted west dipping Campaspe Shear was likely to be the major controlling structure with 2nd and 3rd order hanging wall splays from this shear likely to host gold mineralisation. It is interpreted that the Fosterville Fault and the Lockington Fault both splay off the Campaspe Shear as second order structures (see Figure 3 and Figure 11 and 12). Numerous other splays, not all of which have been captured, can also be interpreted.

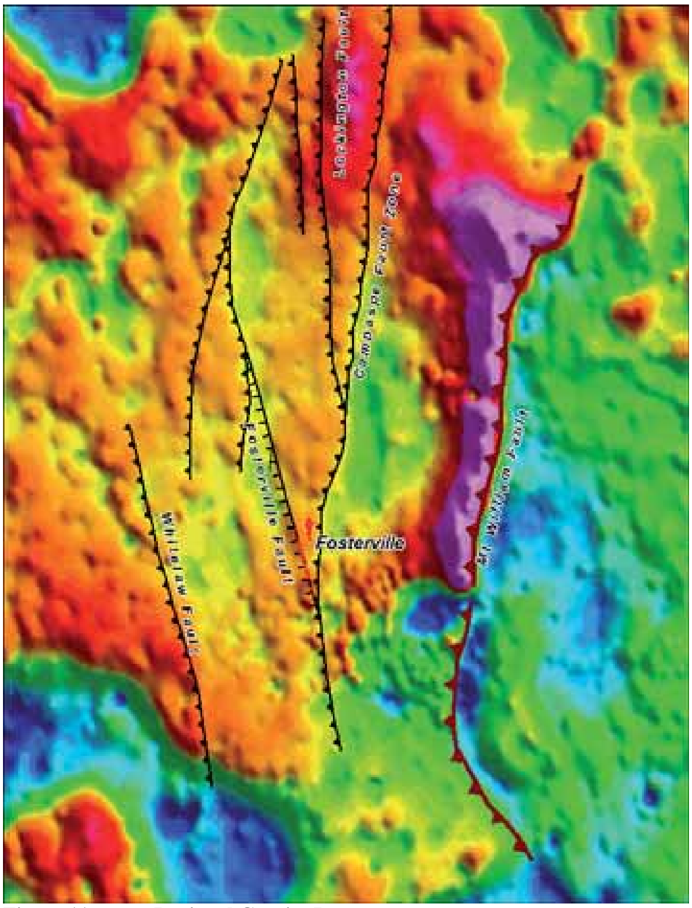


Figure 11 Regional Gravity Image

7.2 Preliminary Testing

Very little work has been undertaken on the more regional targets. Early soil sampling returned numerous areas of anomalous gold and silver (± arsenic) broadly coincident with interpreted gravity structures however few have been sufficiently followed up with aircore testing. The majority of other targets have received little more than short, single traverse aircore drill tests at best with better than 10 ppb Au in hole values regularly recorded.

7.3 Proposed Program

The Victorian Seismic Transect line 2 that was completed in May 2006 by Geoscience Australia and Geoscience Victoria runs approximately E-W from St Arnaud to the Heathcote Fault Zone through EL4553. Major faults can be interpreted in the migrated data as predicted from surface mapping including the Campaspe Shear (aka Redesdale Fault). The Campaspe Shear is identified as a significant west dipping structure, similar in size to the economically significant Whitelaw Fault which supports the exploration model for the *Central Victoria Project* as introduced in Section 6.1.

Targets 1 to 5 require several east west aircore traverses each of sufficient length to account for inaccuracies in the gravity structural interpretation. These are listed without order of priority:

Target 1 North Rochester – preliminary soil sampling here has shown variable gold, silver and arsenic anomalies in surface geochemistry. The anomalies may be associated with significant WNW structures, and depth to bedrock is interpreted to be in the order of 10 to 50 metres. The main rock type is a pyritic cherty shale, overlying a folded and thrusted Cambrian volcanic basement, providing a prospective source package for gold mineralisation.

Target 2 NW Rochester is on a similar structural setting to Target 1, and covers the prospective Campaspe Fault Zone.

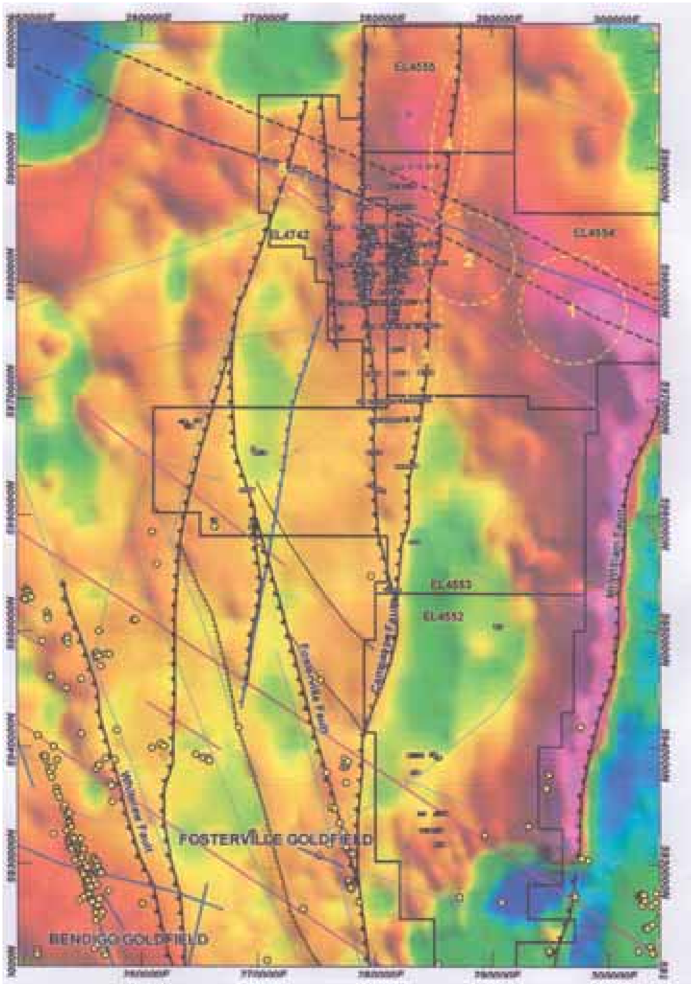
Targets 3 & 4 Hanging wall splays from the Campaspe Fault in this region have the potential for repeat structures similar to the Fosterville and Lockington Faults.

Target 5 Lowrie Road has had preliminary testing returning weak anomalism and is favourably located on the southern margin of an interpreted major granitic intrusion (Patho Granite) within the WNW structural corridor in a similar structural setting to Bendigo.

8. Exploration Program

8.1 Strategy

Exploration will focus on defining the location of the Lockington Fault, then on defining the location of the Jersey Syncline which is located in the footwall to the Lockington Fault.
Once these major structures have been delineated, drilling will define the west-dipping splay faults which control the gold mineralisation in the footwall to the Lockington Fault.
Exploration will be by diamond drilling to downhole depths of up to 500 metres. Holes will be drilled at an angle of 50 to 65° to the east, initially on sections with good drill information from previous drilling.



kFigure 12 Central Victoria Project Regional Targets
(showing original tenement boundaries and regional gravity)

8.2 Drill Program

The drilling program is budgeted over a 2 year period, with 2 phases of drilling in the first year, followed by 3 phases of drilling in the second year. Each phase of drilling is dependent on the results of the previous phase, and the metres drilled increases with each phase as confidence in the mineralisation model develops.

Year	Phase	Sections	Holes	Metres
2011	Phase 1	3	9 (3 per section)	3600

2011	Phase 2	3	9 (3 per section)	3900
2012	Phase 1	3	9 (3 per section)	3600
2012	Phase 2	3	9 (3 per section)	4200
2012	Phase 3	1	3 (3 per section)	1500
Total Program			**39 Holes**	**16,800 metres**

Drilling in the first year will test structures on 6 sections (lines) with 3 holes per section. This will allow geologists to construct valid cross sections of the litho-stratigraphy and thus interpret the major structures such as the Lockington Fault and the Jersey Syncline, as well as minor structures such as cross-faulting. By the start of Phase 1 of the second year gold mineralisation would have been predicted and tested.

By the start of Phase 2 in the second year, a good understanding of the geology would have been gained, and the predictability of the mineralisation established. This predictability is essential before any resource classification can be made.
With sections drilled on 100 metre spacing, the mineralisation may well be understood well enough to estimate an Inferred Resource

9 Budget

The budget for this program includes:

Drilling: the actual metreage cost for drilling, plus mobilisation-demobilisation, drillers' accommodation.
Analytical: Assay costs for sawn diamond drill core, storage and freight
Contractors: Site preparation and rehabilitation, and hole collar surveys
Materials: sample bags, core trays, other consumables. Also includes compensation payments to landholders
Travel: daily travel Bendigo to Lockington. No accommodation is available at Lockington
Personnel: Field geologist (core logging and reporting) and geological supervision, field assistants (core handling & mark-up) and logistics

The budget does not include rent on core storage, interstate travel costs, tenement holding costs, etc.

Year	Drilling	Analytical	Contractors	Materials, etc.	Travel	Personnel	TOTAL
Year 2011	$1,668,000	$43,600	$12,200	$ 35,664	$17,680	$358,010	$2,135,154
Year 2012	$2,073,000	$54,040	$12,125	$ 45,419	$22,880	$406,480	$2,613,944
Total	**$3,741,000**	**$97,640**	**$24,325**	**$ 81,083**	**$40,560**	**$764,490**	**$4,749,098**

This exploration budget of $4.75 M over two years could be increased to $5.0 M as results warrant. An additional budget of $1.6 M can be set aside for metallurgical testing, geotechnical holes or pre-feasibility studies, or can be used for further assessment drilling to raise the level of confidence in any resource estimates that would be developed from the first 2 years of drilling.

Glossary

aeromagnetic	Magnetic data collected by aircraft. Used for interpreting regional structures due to differences in magnetic qualities of rocks
AirCore drilling	method of air drilling which can penetrate unconsolidated sediments, but not indurated rocks such as basement.
alluvium	Water-lain sediments
alteration	Change in mineral composition of a rock, usually by hydrothermal solutions which may also contain economic metals
anomaly	A soil or rock assay or geophysical result considered to be different from the norm.
anticline	a fold in rocks such that it is convex upward
anticlinorium	a series of folded rock which has a broad convex upward shape
arsenopyrite	FeAsS. A sulphide of iron and arsenic
auriferous	Gold bearing
AusIMM	The Australasian Institute of Mining and Metallurgy.
basement	Rocks of interest under sediment cover
Bendigonian	A period of time pertaining to Victoria, in the early Ordovician Period
breccia	broken or crushed rock, usually as a result of brittle faulting
Castlemainian	A period of time pertaining to Victoria, in the early Ordovician Period
Chewtonian	A period of time pertaining to Victoria, in the early Ordovician Period
Cross-bedded siltstone	fine grained sediment showing laminations indicating water deposition
Darriwillian	A period of time pertaining to Victoria, in the early Ordovician Period
Devonian	The geological period 400 - 345 million years ago.
diamond drilling	drilling method by which a solid section of rock (drill core) is retrieved, allowing for a full geological analysis of the rock.
dilational	opening. In structural geology refers to faults that create voids allowing mineralising fluids to enter
dip	attitude of a fault or other plane such as bedding.
disseminated	evenly distributed
dome	an anticline that is also gently folded along its axis to form a convex-up form
fault	A fracture in a rock mass, with the movement of one side past the other.
FAusIMM,	Fellow, Australasian Institute of Mining and Metallurgy
footwall	the rock under a fault or other structure
GAICD	Graduate of Australian Institute of Company Directors
geochemistry	Study of the values and relationships of elements in soils and rocks
geophysics	Study of the earth by quantitative physical methods.

grade	The quantity of ore or metal present relative to other constituents of the rock or ore.
gravity survey	a study of the gravity field. Variations in the gravity field provide insights into the density of basement rocks, hence geological boundaries can be inferred
hanging wall	the rock above a fault or other structure
laminated shales	very fine grained sediments that have parallel and fine layering
Lancefieldian	a period of time pertaining to Victoria, in the early Ordovician Period
lineament	a linear topographical feature of regional extent thought to reflect crustal structure.
listric	curved normal faults in which the fault surface in concave upwards; its dip decreases with depth.
lithology, lithostratigraphic	The description of rocks, especially pertaining to variations in stratigraphy
Ma	Million years
metamorphic	alteration of rocks by heat and pressure.
Ordovician	a geological period of time from 500-440 Ma
orogenic	regional area that has been subjected deformation
plunge	the linear direction (of a fold axis, or mineral shoot)
ppb	parts per billion
ppm	Parts per million (same as grams per tonne, g/t)
pyrite	a sulphide of iron, (aka “fools gold”)
pyritic	Containing pyrite
quartz	Crystalline silica
Quaternary	a geological period of time from 5 Ma to Recent
radiometric	Measurement of uranium, thorium and potassium radiation at surface. Variations in radiation can give clues to surface lithologies.
reverse fault	a low angle to steeply dipping fault where the top side has moved down relative to the bottom side
selvage	the contact between a vein and its host rock
Silurian	a geological period of time from 440-400 million years
stockwork	Three dimensional network of irregular veins or veinlets.
stratigraphy	the relationship between a series of sandstones, siltstones and shales
strike	the direction of a plane or trend. Similar to plunge, but only measured in the horizontal plane
syncline	a fold in rocks such that it is convex down
tectonic	Pertaining to forces and the geological architecture that results such as faults, folds etc.
tenement	Ground granted for exploration or mining purposes.
Tertiary	a geological period of time from 65 to 5 million years ago

turbidite	a set of sediments of varying grain size deposited from a bottom flowing ocean current
vergence	vergence of a fold is the direction in which the next antiform can be found.
Yapeenian	A period of time pertaining to Victoria, in the early Ordovician Period

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SECTION 8
INVESTIGATING ACCOUNTANT'S REPORT

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16 February 2011

The Directors
Timpetra Resources Limited
Level 11, 151 Macquarie Street
Sydney, NSW, 2000
Australia

Dear Sirs

Investigating Accountant's Report on Historical Financial Information and Pro Forma Financial Information

1. Introduction

We have prepared this Investigating Accountant's Report (the "Report") on the historical and pro forma financial information of Timpetra Resources Limited, hereafter referred to as the Company, for inclusion in a Prospectus to be dated on or about [16 February] 2011, and to be issued by the Company, in respect of the offer of 50 million ordinary shares in the Company as part of the initial public offering on the Australian Securities Exchange (the "IPO" or the "Transaction").

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

2. Scope

We have been requested to prepare this Report to cover the following financial information:

- Historical Financial Information comprising the historical Balance Sheet as at 31 December 2010 and applicable notes immediately following this report; and

- Proforma Financial Information comprising the Proforma Balance Sheet as at 31 December 2010 which assumes completion of the proposed transactions outlined in the notes to the Financial Information following this Report (the "Proforma Transactions");

(Collectively "the Financial Information").

The Financial Information is presented in an abbreviated form insofar as it does not include all of the presentation and disclosures required by Australian Accounting Standards and other mandatory professional reporting requirements applicable to general purpose financial reports.

We disclaim any assumption of responsibility for any reliance on this Report or on the Financial Information to which this Report relates for any purposes other than that for which it was prepared. This Report should be read in conjunction with the full Prospectus.

3. Directors' Responsibility for the Financial Information

The Directors of the Company have prepared and are responsible for the preparation and presentation of the Financial Information.

4. **Our Responsibility for the Financial Information**

Our responsibility is to express a conclusion on the Financial Information based on our review. We have conducted an independent review of the Financial Information in order to state whether on the basis of the procedures described, anything has come to our attention that would cause us to believe that:

a. The Historical Financial Information does not present fairly the historical Financial Information as at 31 December 2010 in accordance with the measurement and recognition requirements (but not all of the presentation and disclosure requirements) of applicable Accounting Standards and other mandatory professional reporting requirements in Australia;

b. The Proforma Financial Information has not been prepared on the basis of the assumptions set out in the notes to the Financial Information;

c. The Proforma Transactions do not provide a reasonable basis for the Proforma Financial Information; and

d. The Proforma Financial Information does not present fairly the Proforma Balance Sheet as at 31 December 2010 in accordance with the measurement and recognition requirements (but not all of the presentation and disclosure requirements) of applicable Accounting Standards and other mandatory professional reporting requirements in Australia as if the Proforma Transactions set out above had occurred at 31 December 2010.

Our independent review of the Financial Information has been conducted in accordance with Australian Auditing and Assurance Standards applicable to review engagements. Our procedures consist of reading of relevant Board minutes, reading of contracts and other legal documents, inquiries of management personnel and the directors of the Company, and analytical and other review procedures applied to the Company's accounting records. These procedures do not provide all the evidence that would be required in an audit, thus the level of assurance provided is less than that given in an audit. We have not performed an audit and, accordingly, we do not express an audit opinion on the Financial Information.

5. **Conclusion Statement**

Review conclusion on the Financial Information

Based on our independent review, which is not an audit, nothing has come to our attention which causes us to believe that:

a. The Historical Financial Information does not present fairly the historical Balance Sheet as at 31 December 2010 in accordance with the measurement and recognition requirements (but not all of the presentation and disclosure requirements) of applicable Accounting Standards and other mandatory professional requirements in Australia;

b. The Proforma Financial Information has not been prepared on the basis of the assumptions as set out in the notes to the Financial Information;

c. The Proforma Transactions do not provide a reasonable basis for the Proforma Financial Information; and

d. The Proforma Financial Information does not present fairly the Proforma Balance Sheet as at 31 December 2010 in accordance with the measurement and recognition requirements (but not all of the presentation and disclosure requirements) of applicable Accounting Standards and other mandatory professional reporting requirements in Australia as if the Proforma Transactions set out above had occurred at 31 December 2010.

7. Independence or Disclosure of Interest

Ernst & Young does not have any pecuniary interests that could reasonably be regarded as being capable of affecting its ability to give an unbiased conclusion in this matter. Ernst & Young provides other advisory services to the Company, and will receive a professional fee for the preparation of this Report.

Yours faithfully

Ernst & Young

BALANCE SHEET AS AT 31 DECEMBER 2010

	Notes	Timpetra Balance Sheet Reviewed	Pro forma adjustments Reviewed	Pro forma balance sheet Reviewed
Current assets				
Cash	2	16,627	9,226,455	9,243,082
Other current assets		22,023	-	22,023
Total current assets		**38,650**	**9,226,455**	**9,265,105**
Non current assets				
Exploration & evaluation	3	-	2,291,573	2,291,573
Total non current assets		**-**	**2,291,573**	**2,291,573**
Total assets		**38,650**	**11,518,028**	**11,556,678**
Current liabilities				
Trade creditors and accruals	6	227,374	-	227,374
Total current liabilities		**227,374**	**-**	**227,374**
Non current liabilities				
Non interest bearing loans	6	34,884	-	34,884
Total non current liabilities		**34,884**	**-**	**34,884**
Total liabilities		**262,258**	**-**	**262,258**
Net assets / (liabilities)		**(223,608)**	**11,518,028**	**11,294,420**
Shareholders’ equity				
Share capital	4	4	11,581,422	11,581,426
Share based payment reserve	5	58,732	-	58,732
Accumulated losses		(282,344)	(63,393)	(345,737)
Total shareholders’ equity		**(223,608)**	**11,518,028**	**11,294,420**

Reviewed Proforma Balance Sheet as at 31 December 2010

The Reviewed Profoma 31 December 2010 Balance Sheet represents the aggregation of the Reviewed 31 December 2010 balances and the Proforma Transactions.

The Proforma Transactions reflect the financial impact of:

a. The issue of 15 million shares to Gold Fields Australasia Pty Limited ("Gold Fields") as consideration for the purchase of 100% interest in Exploration License 4742 (EL4742) and 77.1% interest in Exploration Licence 4552 (EL 4552) ("the Tenements"). Gold Fields are also entitled to a royalty pursuant to the royalty agreement described in section 10.4.2 of this Prospectus. The sale agreement also contains an anti dilution clause in favour of Gold Fields which is described in section 10.4.1 of this Prospectus. This transaction has been accounted for in the proforma balance sheet as an asset acquisition;

b. The issue of 50 million shares to IPO investors to raise $10 million, before transaction costs;

c. Payment of $773,545 for capital raising, listing costs and costs associated with the property acquisition from Gold Fields. The portion of these costs relating to the capital raising ($668,578) has been offset against share capital. The portion of these costs relating to the ASX listing ($63,393) has been recorded as an expense. The portion of these costs relating to the property acquisition ($41,573) has been capitalised to the cost of the asset.

NOTES TO THE FINANCIAL INFORMATION

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Financial Information has been prepared on a historical cost basis. The accounting policies set out below have been consistently applied throughout the relevant period. The financial information is presented in Australian dollars.

Statement of compliance

The Financial Information complies with the recognition and measurement requirements, but not all of the presentation and disclosure requirements of Australian Accounting Standards.

Basis of consolidation

The consolidated financial statements comprise the financial statements of Timpetra Resources Limited.

The financial statements of subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies.

Adjustments are made to bring into line any dissimilar accounting policies that may exist. All intercompany balances and transactions, including unrealised profits arising from intra-group transactions, have been eliminated in full. Unrealised losses are eliminated unless costs cannot be recovered.

Subsidiaries are consolidated from the date on which control is transferred to the Group and cease to be consolidated from the date on which control is transferred out of the Group. The parent entity measures its investment in subsidiaries at cost.

Where there is loss of control of a subsidiary, the consolidated financial statements include the results for the part of the reporting period during which Timpetra Resources Limited has control.

Critical accounting estimates

The preparation of financial statements in conformity with Australian equivalents to International Financial Reporting Standards ("AIFRS") requires the use of certain critical accounting estimates. It also requires management to exercise judgement in the process of applying the company's accounting policies.

The Company has made critical accounting estimates relating to the valuation of options (refer to note 5) and the valuation of shares issued to Gold Fields (refer to note 4).

Significant accounting policies

The following significant accounting policies have been adopted in the preparation and presentation of the financial information:

(a) Cash and cash equivalents

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

NOTES TO THE FINANCIAL INFORMATION (continued)

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Exploration and evaluation costs

Costs arising from exploration and evaluation activities are carried forward provided such costs are expected to be recouped through successful development, or by sale, or where exploration and evaluation activities have not at balance date reached a stage to allow a reasonable assessment regarding the existence of economically recoverable reserves.

Grants and subsidies are offset against costs as incurred. Costs carried forward in respect of an area of interest that is abandoned are written off in the period in which the decision to abandon is made.

(c) Contributed equity

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

(d) Income tax

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

Deferred income tax is provided on all temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred income tax liabilities are recognised for all taxable temporary differences except:

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

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

- When the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; or

NOTES TO THE FINANCIAL INFORMATION (continued)

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

- When the deductible temporary difference is associated with investments in subsidiaries, associates or interests in joint ventures, in which case a deferred tax asset is only recognised to the extent that it is probable that the temporary difference will reverse in the foreseeable future and taxable profit will be available against which the temporary difference can be utilised.

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

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

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

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

Other taxes

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

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

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

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the taxation authority.

(e) Trade and other creditors

Trade and other payables are carried at amortised cost due to their short term nature and are not discounted. They represent liabilities for goods and services provided to the Group prior to the end of the financial year that are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services. The amounts are unsecured and are usually paid within 30 days of recognition.

NOTES TO THE FINANCIAL INFORMATION (continued)

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) Share Based Payments

The Company provides benefits to some directors and employees in the form of equity-settled shared based payments transactions. The fair value of options granted is recognised as an employee expense over the period during which the employees become unconditionally entitled to the options (the vesting period), with a corresponding increase in equity.

The fair value is measured at grant date using the Black Scholes option-pricing model taking into account the terms and conditions upon which the options were granted. The amount recognised as an expense is adjusted to reflect the actual number of share options that vest.

NOTE 2 – CASH AND CASH EQUIVALENTS

	$
Movements in cash	
Cash balance in Timpetra at 31 December 2010	16,627
Add / (subtract) proforma transactions:	
- 50 million shares issued at $0.20 each to IPO investors	10,000,000
- Transaction costs	(773,545)
Proforma cash balance at 31 December 2010	9,243,082

Note that as at 16 February 2011, the Company owes $90,000 to directors (refer to note 6). The Company intends to repay this balance immediately following IPO. This transaction has not been included as a Proforma Transaction. The effect of this transaction would be to reduce the Proforma cash balance by $90,000.

NOTES TO THE FINANCIAL INFORMATION (continued)

NOTE 3 – EXPLORATION AND EVALUATION

	$
Exploration tenements	
Exploration tenements balance in Timpetra at 31 December 2010	-
Add proforma transactions:	
- Exploration tenements acquired from Gold Fields	2,250,000
- Incidental costs of acquisition	41,573
Proforma balance at 31 December 2010	2,291,573

Commitments for exploration expenditure
Minimum annual expenditure required by the Department of Primary Industries on exploration tenement leases acquired from Gold Fields are:

	$
Not later than one year	282,054
Later than one year but not later than 2 years	-
Later than 2 years but not later than 5 years	-
Later than 5 years	-
	282,054

NOTE 4 – CONTRIBUTED EQUITY

	Number	$
Subscription		
Shares on issue 31 December 2010	3,750,000	4
Issue of shares to Gold Fields *	15,000,000	2,250,000
Offer shares issued at $0.20 to IPO investors	50,000,000	10,000,000
Share issue costs	-	(668,578)
Proforma at 31 December 2010	68,750,000	11,581,426

* the shares issued to Gold Fields have been issued at $0.20 per share and have been valued by applying a discount of 25% to take account of escrow provisions relating to these shares.

NOTES TO THE FINANCIAL INFORMATION (continued)

NOTE 5 – SHARE BASED PAYMENTS

The Company issued the following options to the Directors:

Option Holder	Related party director	Granted on 24 August 2010	Granted on 1 November 2010	Total
Dion Cohen & Tania Cohen ATF the DMC Family Trust	Dion Cohen	479,167	666,666	1,145,833
Independent Nominee Corporation Pty Ltd ATF Simone Family Trust	Stephen Turner	479,167	666,666	1,145,833
Dalvin Pty Ltd	Anthony Grey	479,168	666,666	1,145,834
Total		**1,437,502**	**1,999,998**	**3,437,500**

The terms and conditions of the options granted will entitle Option holders to subscribe for and be allotted an ordinary share on the following basis and terms:

a. Each option entitles the holder to subscribe for one fully paid ordinary share in the capital of the Company upon exercise of the option and payment of the Exercise Price

b. Each option is exercisable at A$0.20, payable in full on exercise of the option

c. The options expire on 31 December 2013

d. Holders may exercise options at any time up to the Expiry Date. Any option not exercised automatically expires on the Expiry Date.

The fair value of the options as at the grant date has been determined to be $0.00133 for each option granted on 24 August 2010 and $0.02841 for each option granted on 1 November 2010. These represent the "fundamental values" of the options on those dates, that is, values calculated using a methodology that takes into account the difference between the share value and the option exercise price, the benefit to the option holder of having the use of the funds required to exercise the option less the present value of the foregone dividends on the shares.

The following assumptions were made in valuing these options:

	Granted on 24 August 2010	Granted on 1 November 2010
Market price of shares on date of issue	$0.01	$0.20
Risk free rate	4.865%	5.238%
Dividend yield	nil	nil

NOTE 6 – RELATED PARTY DISCLOSURES

a. Transactions with related parties

The Company has received unsecured, interest free loans from the following Directors

Director	At 31 December 2010	Subsequent to 31 December 2010	Total 14 February 2011
Dion Cohen	24,884	5,116	30,000
Stephen Turner	10,000	20,000	30,000
Anthony Grey	-	30,000	30,000
	34,884	55,116	90,000

These loans will be repaid by the Company after the Closing Date using the proceeds of the Offer. The repayment of these loans has not been reflected in the Proforma Balance Sheet.

It is currently proposed that Directors Dion Cohen, Stephen Turner and Anthony Grey will each subscribe for 250,000 Shares under the Offer.

Remuneration of Key Management Personnel

The details of the service agreements and remuneration of the Directors, including the Managing Director, and the Company's Exploration Manager, Mr. Geoff Turner, are set out in sections 10.4.8, 10.6 and 10.7 of this Prospectus.

Also, included within Trade Creditors is a balance of $165,000 (including GST), being $55,000 owing to each of Dion Cohen, Stephen Turner and Anthony Grey. This balance relates to advisory fees payable to Directors. This balance is interest free and is repayable upon the admission of Timpetra to the Official List. The repayment of this loan has not been reflected in the Proforma Balance Sheet.

NOTE 7 – SUBSEQUENT EVENTS

Subsequent to 30 December 2010 the Company issued 1.5 million incentive options to directors and management, the details of which are described in section 10.2 of this Prospectus.

SECTION 9

INDEPENDENT TENEMENT REPORT

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CORRS CHAMBERS WESTGARTH
lawyers

Sydney
Melbourne
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10 February 2011

The Directors
Timpetra Resources Limited
Level 11, 151 Macquarie Street
SYDNEY NSW 2000

Dear Sirs

Legal Report on Exploration Tenements

This report (**Report**) has been prepared for inclusion in the prospectus to be dated on or about 16 February 2011 and issued by Timpetra Resources Limited (**Company**) for the public offer of up to 50,000,000 fully paid ordinary shares (**Shares**) at an issue price of $0.20 each to raise $10,000,000 (**Offer**) to be lodged with the Australian Securities and Investments Commission (**Prospectus**).

The Report relates to the mining tenements held by Gold Fields Australasia Pty Ltd (**Gold Fields**) and in which the Company will have acquired an interest following the Company raising at least $2,000,000 under the Offer. The tenements comprise the following exploration licences in Victoria:

- Exploration Licence 4742 (**EL 4742**); and
- Exploration Licence 4552 (**EL 4552**),

(together, the **Tenements** and each a **Tenement**).

1 Scope

The scope of the Report has been restricted to compliance with the following legislation:

- *Mineral Resources (Sustainable Development) Act 1990* (Vic);
- *Mineral Resources (Sustainable Development) (Extractive Industries) Regulations 2010* (Vic);
- *Mineral Resources Development Regulations 2002* (Vic);
- *Environment Protection and Biodiversity Conservation Act 1999* (Cth);
- *Part IIA of the Aboriginal and Torres Strait Islander Heritage Protection Act 1984* (Cth);
- *Environment Effects Act 1978* (Vic);
- *Aboriginal Heritage Act 2006* (Vic); and
- *Native Title Act 1993* (Cth),

(together, the **Legislation**).

2 Qualifications

2.1 Assumptions

In this Report:

(a) we have assumed the accuracy and completeness of all Tenement searches and other information obtained from the register of mining tenements maintained by the Victorian Department of Primary Industries pursuant to the Legislation;

(b) we have assumed the continued holding of the Tenements is subject to compliance with the terms and conditions of the relevant legislation and any applicable agreements;

(c) we have assumed the accuracy and completeness of any instructions or information given by the Company and Gold Fields or any of their officers, agents or representatives;

(d) where compliance with the requirements necessary to maintain a tenement in good standing is not disclosed on the searches obtained, we express no opinion on such compliance;

(e) references in the Schedule to any area of land are taken from details in the searches obtained and the accuracy of the land area has not been verified by survey;

(f) we have assumed that the seals and signatures on all the material contracts and documentation are authentic, that the copies of documents and agreements provided to us were complete and conformed with the original documents, and were within the capacity and powers of, and were validly authorised and executed by and are binding on, the parties to them and comprise the entire agreement of the parties to each of them with respect to their respective subject matters; and

(g) where Ministerial consent to any agreement or dealing in relation to a Tenement is being or will be sought, we express no opinion as to whether such consent will be granted or the consequences of being refused.

This Report only relates to the mining laws applicable to tenements held in Victoria as at the date of this Report. Further, this Report is limited to the matters expressly contained within it.

2.2 Qualifications

The opinion expressed in this Report relates only to the laws of Australia and is subject to the following qualifications:

(a) the nature and enforcement of obligations under any Tenement may be effected by:

  (i) the discretion of courts not to grant relief by way of injunction, specific performance or other equitable remedies;

  (ii) statutes of limitations, estoppels, and similar principles;

(iii) laws concerning insolvency, bankruptcy, liquidation and receivership, official management or re-organisation; and

(iv) other laws affecting creditors rights and duties.

(b) we have reviewed only the Tenements identified to us by the management of the Company and Gold Fields.

3 Searches

We have undertaken the following searches and enquiries in respect of the Tenements (**Searches**):

- online searches for each of the Tenements on GeoVic, a database maintained by the Department of Primary Industries Victoria (**DPI**). These searches were conducted on 29 October 2010;
- extracts from the Victorian Aboriginal Heritage Register (**VAHR**) for each of the Tenements. This material was obtained on 10 November 2010; and
- extracts of registered native title claims and indigenous land use agreements (**ILUAs**) that apply to the Tenements, as registered by the National Native Title Tribunal (**NNTT**). This material was obtained on 13 January 2011.

4 Tenement Schedule

The Schedule which forms part of this Report is based on the information derived from the Searches. The Schedule provides specific information relating to the Tenements.

It is important that the information in the notes to the Schedule is read carefully as details relating to Tenement conditions and exclusions are particularised.

5 Licenses and documents

The relevant licence documents (in the relevant approved form) have been issued for all granted tenements and all such documents are in the possession of the registered holder, their authorised agent or the relevant government department.

6 Government and other royalties

As all the Tenements are exploration titles, no royalties are payable to any statutory authority.

7 Annual mineral exploration reports

Extracts of the register and communications with the Victorian Department of Primary Industries indicates that no reporting is currently outstanding.

8 Native Title

8.1 Recognition of Native Title:

Native title rights are rights of indigenous people, recognized under Australian law, in relation to their traditional lands and derive from their traditional laws and customs. The precise content of native title rights is determined on the facts of each application and may involve exclusive possession, but generally takes the form of rights of entry to land for ceremonial purposes or for hunting and fishing and the like.

Native title holders have procedural rights conferred under the *Native Title Act 1993* (Cth) in relation to the exercise of statutory powers, including the grant of mining tenements, over land subject to native title and may be entitled to compensation for the use of native title land.

Native title is presumed to exist in areas where it has not clearly been extinguished, unless a formal determination has been made by the court that native title no longer exists in that area. Applications for recognition of native title over particular land are referred to the Native Title Registrar, who determines whether the claim should be registered, in which case the application is then considered by the Federal Court.

8.2 Extinguishment of Native Title

Native title rights will have been extinguished over those parts of the EL 4742 and EL 4552 located on freehold land and over roads which are classified as “public works” under the Native Title Act (provided the grant of the freehold estate and construction of the roads occurred on or before 23 December 1996). It is likely that native title rights have been extinguished over the majority of both exploration licences as they are primarily located on private land and the Crown grants for the land are likely to have been made prior to December 1996. However, native title may continue to exist over the discrete parts of the Tenements located on Crown land.

Except as disclosed above, we have not researched the underlying land tenure in respect of the exploration licenses in order to determine the extent of extinguishment for the purposes of this Report.

8.3 Future Acts

The *Native Title Act 1993* (Cth) determines the basis on which “future acts” affecting native title may proceed. “Future acts” include the grant of mining tenements on or after 23 December 1996. Mining tenements granted since this date which may affect native title rights (such as EL 4742 and EL 4552 where they apply to Crown land) will only be valid if future act procedures under the Native Title Act have been followed.

In respect of the grant of exploration tenements, the future act requirements of the Native Title Act may be satisfied if the future act is undertaken:

- in accordance with an Indigenous Land Use Agreement; or
- following the applicable procedure set out in Division 3, Part 2 of the Native Title Act. This Division sets out a hierarchy of procedures which are applicable to particular categories of future acts and the different procedural requirements triggered by each of these acts, e.g. requirements to notify, seek comment or negotiate about a proposed future act. The procedural right to negotiate (Subdivision P of Division 3, Part 2 of the Native Title Act) applies to the grant of the exploration licences.

8.4 Indigenous Land Use Agreements (ILUAs)

ILUAs are land use agreements between a native title group and other persons about the use and management of land and waters over which native title exists or may continue to exist. ILUAs can set out arrangements for the future development of land, how native title rights are to co-exist with the rights of other persons, area access and compensation

arrangements. Where an ILUA has been finalised and registered on the Register for Indigenous Land Use Agreements, the provisions of the Agreement apply to any subsequent "future act", to the exclusion of any other future act process. ILUAs may also retrospectively authorise future acts which pre-date the agreement.

8.5 Right to Negotiate Process

The right to negotiate process affords native title holders and claimants a procedural right to be notified of proposed future acts and requires either their agreement or adjudication by the National Native Title Tribunal as to the carrying out of the proposed activities. The right applies to registered native title claimants and persons whose claim is registered within four months of formal notification of the proposed future act.

An expedited "right to negotiate" procedure is available under the Native Title Act which is sometimes used for the grant of exploration licences. This involves notification to "native title parties" (being any relevant registered native title body corporate, registered claimants or claimants who are registered within four months of the notice) and any representative Aboriginal bodies in the area. If none of the "native title parties" object, the future act may then be undertaken.

8.6 National Native Title Tribunal Registers

The National Native Title Tribunal (NNTT) maintains registers of applications for recognition of native title, approved native title determinations and ILUAs.

Our search of the registers confirms that the area within EL 4742 and the majority of the area within EL 4552 is not (and at the time of the grants were not) affected by any native title claims, determinations or ILUAs. However, a very small area of EL 4552 – i.e. less than 1.5km^2 located on the eastern boundary of the tenement – is overlapped by the native title claim of the Dja Dja Wurrung Peoples which was registered in August 2000 (NNTT Number VC00/1). It is not clear from the materials reviewed whether the procedural requirements of the Native Title Act were followed in relation to the tenement area at the time of the grant of EL 4552 in 2003 or which process was used.

This area is also subject to three registered ILUAs between the Dja Dja Wurrung people and parties other than the Company or Gold Fields:

- Regional ILUA (Area Agreement) between various persons on behalf of the Dja Dja Wurrung People and the Minerals Council of Victoria (NNTT Number VI2004/005);
- Regional ILUA for Small Scale Mining (Area Agreement) between the Dja Dja Wurrung Native Title Group and the Prospectors and Miners' Association of Victoria Inc (NNTT Number VI2004/006); and
- Wedderburn Mining ILUA (Area Agreement) between the Dja Dja Wurrung Native Title Group and Wedderburn Mining Pty Ltd (NNTT Number VI2008/2006).

These ILUAs did not exist at the time the licence was granted, and to our knowledge, do not contain conditions retrospectively validating future acts. We are not aware of any evidence that suggests that the Company or Gold Fields has assumed any rights or obligations under these ILUAs.

On the basis that none of the IULAs applied at the time of the grant of EL 4552, but a native title claim had been lodged, the right to negotiate process should have been utilised in relation to the grant.

8.7 Validity of the grant

If these procedures have been followed, the validity of the tenements cannot be affected by any native title claims which are lodged after the notification period has expired. If the procedural requirements have not been observed (including compliance with the notification periods), the grant of the tenement will be invalid to the extent that it affects native title.

If the grant of a tenement is invalid to the extent that it affects native title (because of non-compliance with the procedural requirements), the native title claimants are entitled to enforce their right to negotiate notwithstanding that the tenements have already been granted.

8.8 License renewal

It should be noted that the right to negotiate process may not need to be repeated for any renewal of an exploration license (notably, EL 4552 which expires in the course of 2011) where the renewal confers the same or lesser rights as the existing license.

8.9 Mining lease/license

Because it involves the grant of rights beyond the exploration rights already conferred, the grant of a mining lease/license over Crown land to exploit any resource identified through exploration under either license will technically be subject to the future act provisions of the Native Title Act, and in relation to the area subject to the Dja Dja Wurrung claim, will either require an ILUA to be entered into or a right to negotiate process to be completed.

9 Aboriginal Cultural Heritage

The principal law which applies to the protection of Aboriginal cultural heritage in Victoria is the *Aboriginal Heritage Act 2006* (VIC). It is an offence under the Aboriginal Heritage Act to knowingly do an act that harms, or is likely to harm, Aboriginal cultural heritage including an Aboriginal place, object or human remains, unless done in accordance with an approved Cultural Heritage Management Plan (most common) or Cultural Heritage Permit (less common)..

Thirty-nine Aboriginal places listed on the Victorian Aboriginal Heritage Register are located within EL 4742 and EL 4552. These include human remains/burial sites, artefact scatters, scarred trees, earth features and object collection sites. These places are classified as "areas of cultural heritage sensitivity" under the *Aboriginal Heritage Regulations 2007*. Areas of cultural heritage sensitivity also include existing and prior waterways and land within 200m of existing or prior waterways, which will capture the Campaspe River and Bendigo Creek within EL 4552. Greenstone outcrops and caves are also areas of cultural heritage sensitivity that may be located within the exploration licence areas.

Under the Aboriginal Heritage Act, a Cultural Heritage Management Plan (**CHMP**) must be prepared and approved before an earth resource authorisation is granted under the MRA that will allow significant ground disturbance to an area of cultural heritage sensitivity (i.e. before a work plan for a mining licence is approved under the MRA). This mandatory

requirement for a CHMP overrides the option of obtaining a Cultural Heritage Permit under the Aboriginal Heritage Act.

10 Heritage

It is possible that places or objects listed on the Victorian Heritage Register, or archaeological relics listed on the Victorian Heritage Inventory under the *Heritage Act 1995* (Vic) are located within the Tenements. Listings may include buildings, trees, parks and gardens, streetscapes, sites and relics.

We have not undertaken any searches to confirm whether there are any listings within the Tenements. A permit is required from Heritage Victoria to undertake activities that damage a listed place or object and Heritage Victoria's consent is required to damage an archaeological relic.

11 Assessment of Standing

We have assessed the standing of each of the Tenements and based on the materials reviewed including the sale documentation (summarised in this Prospectus) and the warranties provided under such documentation and the Searches, it is reasonable to conclude that the Tenements are in good standing.

12 Consent to release and publication

Corrs Chambers Westgarth has given its consent, and has not before the release of this Report withdrawn such consent, to the release and publish this Report in the form and context in which it appears only.

Yours faithfully
Corrs Chambers Westgarth

Anthony Latimer
Partner

attachments

Schedule

Tenement type and reference name	Minerals	Status	Area	Ownership	Impediments to the title	Grant Date	Expiry and renewal date	Expenditure per year	Bond	Conditions, endorsement and notes
Exploration Licence 4742	Gold Silver Platinum	Current	First Granted Area: 355.00 grats Current Area: 201.00 grats Shire of Campaspe	Gold Fields Australasia Pty Ltd	None identified	26 November 2003	25 November 2011	$75,300	$10,000	The Department has indicated that it will not renew this tenement without the submission of a comprehensive works plan (detailing work completed and proposed work) and that due to the tenements size and age, the area of the tenement is likely to be significantly reduced upon further renewal.
Exploration Licence 4552	Gold Silver Platinum	Current	First Granted Area: 493.00 grats Current Area: 967 grats Shire of Campaspe	Gold Fields Australasia Pty Ltd Pacrim Energy Limited	None identified	16th October 2003	15 October 2011	$300,600	$20,000	None identified

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SECTION 10 ADDITIONAL INFORMATION

10.1 Rights attaching to Shares

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

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.

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

10.1.1 Voting rights

Subject to any special rights or restrictions attaching to shares (at present there are none), at meetings of shareholders of Timpetra:

a) each shareholder entitled to vote may vote in person or by proxy, attorney or representative;

b) on a show of hands, every person present who is a shareholder or a proxy, attorney or representative of a shareholder has one vote; and

c) on a poll, every person present who is a shareholder or a proxy, attorney or representative of a shareholder shall, in respect of each fully paid share held by them, or in respect of which they are appointed a proxy, attorney or representative, have one vote for the share, but in respect of partly paid shares, shall have such number of votes as bears the same proportion which the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited).

10.1.2 Rights on winding up

Subject to the rights of holders of shares with special rights in a winding up (at present there are none), on a winding up any property that remains after satisfaction of all debts and winding up costs will be distributed amongst Shareholders.

10.1.3 Transfer of Shares

There are no restrictions on the transfer, in proper form, of Shares, except as imposed by the Listing Rules. The Directors are permitted to refuse to register any transfer of Shares only where the Listing Rules require or permit the Company to do so.

10.1.4 Future increases in capital

The allotment and issue of any Shares is at the discretion of the Directors. Subject to the Listing Rules, the Constitution of the Company and the Corporations Act, the Directors may allot or otherwise dispose of Shares on such terms and conditions as they see fit.

10.1.5 Variation of rights

Under the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to Shares. If at any time the Company's share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of the issue of the shares of that class) may be varied or abrogated by the passing of a special resolution approved by three quarters of the holders of shares of that class either at a meeting or in writing.

10.1.6 Dividend rights

Subject to the rights of holders of shares issued with special, preferential or qualified rights (at present there are none), any dividend determined or declared by the Directors is payable among the holders of Shares in proportion to the number of fully paid Shares held by them.

10.2 Terms of options on issue

10.2.1 Founder Options

The 3,437,500 Founder Options were issued to the founding shareholders of the Company being entities associated with Directors Anthony Grey, Dion Cohen and Stephen Turner. Each Founder Option is exercisable for $0.20 any time before 31 December 2013 and entitles the holder to subscribe for one Share upon payment of the exercise price. The Founder Options are not subject to any vesting conditions and will not be quoted on ASX.

The Founder Options are subject to adjustment in the event of a rights issue, bonus issue or reconstruction in accordance with the Listing Rules. Holders may only participate in new issues of Shares following exercise of the options.

10.2.2 Incentive Options issued under the Option Plan

As part of their remuneration package, the Company has issued 1.5 million Incentive Options to the Directors and the Exploration Manager (250,000 Incentive Options each) under the Option Plan. The Incentive Options vest in two equal tranches on 31 December 2011 and 31 December 2012.

Each Incentive Option:

- is exercisable for $0.20;
- expires on the date that is three years after the date of Quotation;
- entitles the holder to subscribe for one Share upon payment of the exercise price; and
- may only be exercised while the holder remains a Director or executive of, or provider of services to the Company.

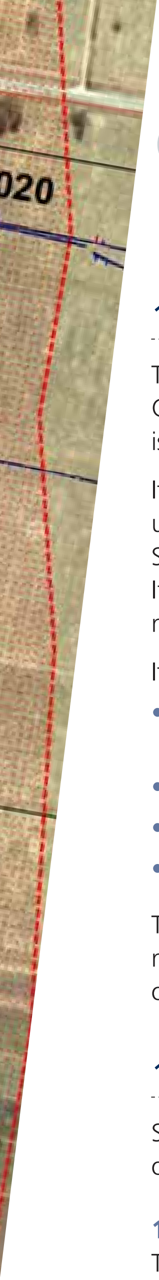
Further options may be offered under the Option Plan on terms determined by the Board, including exercise price, exercise period and any vesting conditions. Options issued under the Option Plan (including the Incentive Options) will not be quoted on ASX. Shares issued on the exercise of the options will be quoted on ASX, but may be subject to a holding lock which will prevent Shares issued on the exercise of options being transferred for a period determined by the Company or the Listing Rules.

The terms of options issued under the Option Plan are subject to adjustment in the event of a rights issue, bonus issue or reconstruction in accordance with the Listing Rules. Holders may only participate in new issues of Shares following exercise of the options.

Options issued under the Option Plan may, at the discretion of the Board, vest in the event of a takeover, scheme of arrangement or other transaction which results in a change in control of the Company.

Options issued under the Option Plan which have not vested lapse in the circumstances described in the Option Plan, including where the exercise period expires or where the option holder dies, becomes permanently disabled or is no longer employed by the Company.

Options which have vested at those times may be exercised within the time limits set out in the Option Plan. The Option Plan is administered by the Board and may be amended at any time by the Board. Any amendment will not adversely affect the existing rights of participants in the Option Plan unless the amendment is agreed to by all affected participants.



10.3 Intention of Directors in respect of further option grants

There are currently 3,437,500 Founder Options on issue which are held by entities associated with Directors Anthony Grey, Dion Cohen and Stephen Turner. This is equivalent to 5% of the number of Shares (68,750,000) that will be on issue following completion of the Offer.

It is currently the intention of the Directors that, upon the Company issuing additional Shares (excluding Shares issued upon the exercise of options or any Shares issued under a dividend reinvestment plan), the Company will seek Shareholder approval for the grant of additional options to the holders of the Founder Options (or their nominees). It is proposed that the number of additional options to be granted to such persons will be equivalent to 5% of the number of additional Shares that are issued (or such other number as the Directors determine).

It is currently envisaged that each additional option:

- would be exercisable at the higher of $0.20 or the volume weighted average price of Shares traded on ASX during the 30 days immediately before the date the options are granted;
- would expire on the date that is three years after the grant date;
- would entitle the holder to subscribe for one Share upon payment of the exercise price; and
- may only be exercised while the holder (or an associate of the holder) remains a Director.

The actual terms of any additional options proposed to be granted to the holders of Founder Options (or their nominees) will be set out in the notice to be sent to Shareholders convening the meeting to approve the grant of additional options and may differ from the proposed terms set out above.

10.4 Summary of material contracts

Set out below are summaries of the contracts that the Company is a party which may be material to the Offer or the operation of the business of the Company or otherwise may be relevant to a potential investor in the Company.

10.4.1 Sale Agreement

The Company has entered into a sale agreement with Gold Fields dated 25 October 2010 (**Sale Agreement**) under which the Company has agreed to purchase from Gold Fields a 100% interest in Exploration Licence 4742 (**EL 4742**) and a 77.1% interest in Exploration Licence 4552 (**EL 4552**) (the **Tenements**), together with certain mining information and plant and equipment (collectively, the **Assets**). In consideration for the purchase of the Assets, the Company has agreed to issue to Gold Fields 15 million Shares at $0.20 each and to grant Gold Fields a royalty under the royalty agreement described in Section 10.4.2. The remaining 22.9% interest in EL 4552 is retained by Pacrim Energy Limited ABN 63 010 856 014 (**Pacrim Energy**).

Subject to compliance with the Listing Rules and Corporations Act, the Sale Agreement contains an anti-dilution clause in favour of Gold Fields which provides that Gold Fields and its related entities will (so long as Gold Fields' voting power in Timpetra remains below a specified level, being 40% of Timpetra's issued securities) have a right to participate in any issue of securities which Timpetra may make from time to time (**Participation Right**). The Participation Right allows Gold Fields to participate in future issues of securities by Timpetra (other than certain excluded issues of securities including shares issued under an approved employee share plan or dividend reinvestment plan), so as to allow Gold Fields to maintain its pre-issue percentage shareholding. This Participation Right ceases to apply if the relevant interests of Gold Fields and its related entities in Timpetra securities falls below 10% of Timpetra's issued share capital.

Timpetra has sought an in-principle ASX waiver from Listing Rule 6.18 in respect of the Participation Right. The Participation Right will only apply to the extent that ASX grants such a waiver and will be subject to any conditions imposed by ASX.

Completion of the sale and purchase of the Assets under the Sale Agreement is subject to the satisfaction of the following conditions precedent:

- the Minister providing any consent or approval required under the *Mineral Resources (Sustainable Development) Act 1990* (Vic); and
- the Company raising at least $2,000,000 of equity capital and obtaining ASX approval for admission to the Official List.

Gold Fields has provided various warranties to the Company, including that:

- Gold Fields is the sole registered holder and beneficial owner of the Assets;
- authorisations relating to the Assets are in full force and effect;
- rents, expenditure and royalties payable in respect of the Assets have been paid;
- there are no claims against Gold Fields in respect of the Assets and Gold Fields is not currently involved in any legal proceedings relating to the Assets;
- Gold Fields is solvent and able to pay its debts as and when they fall due; and
- there are no encumbrances over the Assets except those noted on the public registers or which relate to rights of government agencies, the terms and conditions of the Assets or the original grant of the particular tenements, workmen's liens or other encumbrances that may arise as a matter of law.

10.4.2 Royalty agreement

The Company and Gold Fields have also entered into a royalty agreement granting Gold Fields the right to receive payment in respect of any mineral products removed from the Tenements (**Royalty Agreement**).

The royalty the Company must pay to Gold Fields under the Royalty Agreement is equal to approximately 1.54% of the net smelter return from all mineral product derived from EL 4742 and 2% of the net smelter return from mineral product derived from EL 4552.

The obligation of the Company to pay this royalty to Gold Fields commences from the completion of the sale and purchase of the Assets under the Sale Agreement.

10.4.3 Fosterville East farmin and joint venture heads of agreement

Gold Fields previously entered into a joint venture heads of agreement with Malanti Pty Ltd (**Malanti**) dated 4 September 2003 (**JV Agreement**). Under the JV Agreement, Gold Fields earned a 75% interest in various mining tenements (including EL 4552) by sole funding $2.5 million in expenditure. Malanti subsequently assigned to Pacrim Energy its rights and obligations under the JV Agreement by a Deed of Covenant between Gold Fields, Malanti and Pacrim Energy dated 11 February 2004.

Gold Fields was appointed as the manager of the joint venture and is entitled to remain manager whilst it holds a participating interest of 50% or greater. The manager of the joint venture is responsible for the day to day operations of the joint venture and carrying out the joint venture activities in accordance with the programs and budgets approved by the operating committee consisting of each joint venture participant (**Operating Committee**). When completion takes place in accordance with the Sale Agreement the Company will replace Gold Fields as the manager of the joint venture.

All decisions of the Operating Committee are decided by a majority vote and each participant in the joint venture has one vote for each whole percentage point of that participant's interest in the joint venture.

The JV Agreement provides a customary mechanism for either party's interest in the joint venture to be diluted if it does not contribute to programmes and budgets. In light of the parties' respective contributions to programmes and budgets, Gold Fields' participating interest in the joint venture increased from 75% to 77.1% in accordance with these provisions.

10.4.4 Deed of assignment and assumption

The Company, Gold Fields and Pacrim Energy have entered into a deed of assignment and assumption (**Deed**) assigning to the Company all of Gold Fields' rights and obligations in respect of EL 4552 under the JV Agreement. Pacrim Energy is a party to the Deed for the purpose of providing its consent to the assignment, as it retains a 22.9% interest in EL 4552 under the JV Agreement.

The assignment of Gold Fields' rights and obligations in respect of EL 4552 to the Company under the Deed is conditional on the completion of sale and purchase of the Assets under the Sale Agreement.

10.4.5 Ongoing Relationship Deed

In addition to the Sale Agreement and Royalty Agreement, the Company has also entered into an Ongoing Relationship Deed – Central Victoria Project (**Ongoing Relationship Deed**) with Gold Fields under which the following key terms apply.

a) *Gold Fields to provide technical support services* – Gold Fields has agreed to provide certain geological, exploration and technical services, as may be requested by Timpetra from time to time, on a cost-recovery basis. This agreement to provide technical services continues for so long as Gold Fields and its related entities have a relevant interest in at least 10% of Timpetra's issued share capital.

b) *Right of first offer on the Tenements* – Timpetra may not dispose of any interest in the Lockington Project to a third party, without first offering that interest to Gold Fields, who has a period of 20 Business Days within which to make an offer to acquire that interest from Timpetra (**Right of First Offer**). Any exercise of this Right of First Offer by Gold Fields is subject to Timpetra deciding to accept that offer and to Timpetra and Gold Fields agreeing the terms of a binding agreement in relation to that offer (and may also be subject to Timpetra receiving Shareholder approval for the disposal of any interest in the Lockington Project in accordance with the Listing Rules). Timpetra is not able to dispose of its interest in the Lockington Project to a third party on terms (including as to price) that are less favourable than the terms of any offer made by Gold Fields in exercising its Right of First Offer. This right ceases if Gold Fields and its related entities cease to have a relevant interest in at least 10% of Timpetra's issued share capital.

c) *Right to nominate director for election by Shareholders* – for so long as Gold Fields and its related entities hold a relevant interest in at least 10% of Timpetra's issued share capital, Gold Fields will have the right to nominate a person for election as a director of Timpetra by Shareholders (and the corresponding right to replace any such person) at Timpetra's next annual general meeting. Timpetra must solicit proxies in respect of the resolution dealing with the appointment (or replacement) of Gold Fields' chosen nominee and must cause any such proxies received to be voted in favour of that resolution (unless the proxies direct otherwise).

10.4.6 Underwriting Agreement

Under the Underwriting Agreement, the Company has appointed the Underwriter to manage the Offer and to underwrite the subscription of all of the Shares offered in this Prospectus. The Underwriter may appoint co-managers or sub-underwriters.

The Company must pay the Underwriter an underwriting fee of 4% of the funds raised and a management fee of 1% of the funds raised. The Underwriter is entitled to receive a monthly retainer of $10,000 (excluding GST), capped at $30,000 which is rebatable against the underwriting and management fees paid.

In addition, the Company must reimburse the Underwriter certain agreed costs and expenses incurred by the Underwriter in relation to the Offer.

The Underwriter may terminate the Underwriting Agreement if any one of a range of events occurs, including if:

a) the Company does not give a certificate of compliance to the Underwriter within the timeframe required or a statement in the certificate is untrue, incorrect, misleading or deceptive;

b) any event specified in the agreed timetable is delayed for more than two business days without the prior written consent of the Underwriter;

c) the Sale Agreement is breached, repudiated, terminated, unable to complete, or amended in a material respect without the prior written approval of the Underwriter, or is found to be void or voidable or its performance is suspended, or any person breaches or indicates an intention to breach the terms of the Sale Agreement or the relevant tenements or assets are subject to any material adverse event or change such that the benefit of the tenements or assets will not be able to be obtained by the Company in the manner contemplated in this Prospectus;

d) the Earth Resources Development Division of the Victorian Department of Primary Industries objects to or otherwise fails to approve the full transfer of the tenements the subject of the Sale Agreement by the date the Underwriter is required to subscribe for Shares under the Underwriting Agreement;

e) the Company is or becomes unable to pay its debts when they are due or any act occurs or any omission is made which may result in the Company becoming unable to pay its debts;

f) a Director or any member of the Company's senior management is charged with a criminal offence relating to a financial or corporate matter, a Director is disqualified under the Corporations Act from managing a corporation, there is a change in the senior management team or any of them dies or becomes permanently disabled, or any regulatory body commences any investigation, public action or hearing against the Company, the Directors or any member of senior management or publicly announces that it intends to take any such action;

g) the S&P/ASX 200 Index is at any time at a level that is:
   - at 4.00pm on any ASX trading day up to and including the date Shares are issued under the Offer, 3.0% or more below its level as at 4.00pm on the ASX trading day immediately preceding the date of the Underwriting Agreement; or
   - at 4.00pm on any ASX trading day from the date of the Underwriting Agreement to the date Shares are issued under the Offer, 3.0% or more below its level at that time on the trading day immediately prior;

h) the S&P/ASX All Ordinaries Gold Index is at a level that is:
   - 5.0% or more below its level as at 4.00pm on the ASX trading day immediately preceding the date of the Underwriting Agreement as at 4.00pm on any ASX trading day up to and including the date Shares are issued under the Offer; or
   - at 4.00pm on any ASX trading day from the date of the Underwriting Agreement up to and including the date Shares are issued under the Offer, 5.0% or more below its level at that time on the trading day immediately prior;

i) the closing selling price per ounce of gold on the spot market conducted by the New York Mercantile Exchange is at any time, on a day that exchange is open for business, at a level that is 5% or more below its level at 4.00pm on the trading day immediately before the date of the Underwriting Agreement;

j) the Company's admission to the official list of ASX and the quotation of the Shares is not approved by ASX within the timeframe required or ASX advises that listing of the Company or official quotation of the Shares will not be granted or will be qualified;

k) there is a material adverse change in the financial position, or in the assets, liabilities, earnings, business, results of operations, management or prospects of the Company from that disclosed to the Underwriter prior to the date of the Underwriting Agreement;

l) the Company fails to lodge this Prospectus with ASIC in accordance with the timetable;

m) any adverse new circumstance arises or becomes known which, if known at the time this Prospectus was lodged with ASIC, would have been required to be included in this Prospectus under the Corporations Act;

n) a statement in this Prospectus is or becomes false, misleading or deceptive (including by omission);

o) a person gives notice to the Company under section 730 of the Corporations Act that a material statement in this Prospectus is misleading or deceptive or there is a material omission or a material new circumstance has arisen which would have been required to be included in this Prospectus;

p) this Prospectus does not contain all information that investors and their professional advisers would reasonably require and expect to find in this Prospectus, or does not comply with the Listing Rules or any other applicable laws or regulations;

q) any forecasts or expressions of opinion, intention or expectation contained in this Prospectus are not based on reasonable assumptions, become unable to be met or unlikely to be met in the projected time;

r) any person (other than the Underwriter) who consented to being named in this Prospectus withdraws that consent;

s) the Company withdraws this Prospectus or the Offer or, without the prior written permission of the Underwriter, the Company lodges a supplementary prospectus;

t) a matter referred to in section 719 of the Corporations Act occurs in respect of the Prospectus, or the Underwriter reasonably forms the view that a supplementary or replacement prospectus must be lodged with ASIC and the Company does not lodge the supplementary or replacement document in the form, with the content and within a reasonable time required by the Underwriter;

u) ASIC issues an order under section 739 Corporations Act or applies for an order under Part 9.5 of the Corporations Act or holds or gives notice of intention to hold a hearing in relation to this Prospectus for the purpose of making an order directing that no further securities be allotted or issued under this Prospectus;

v) ASIC prosecutes or gives notice of an intention to prosecute or commences proceedings against, or gives notice of an intention to commence proceedings against the Company or any of its officers, employees or agents in relation to the Offer; or

w) the conditions precedent to the Underwriting Agreement have not been satisfied by the Company or waived by the Underwriter as agreed to in writing by their respective deadlines.

The Underwriter may also terminate the Underwriting Agreement if the event is, in the Underwriter's reasonable opinion, has had or is likely to have a material adverse effect on the success of the Offer or the willingness of persons to apply under the Offer or has given or is likely to give rise to a contravention by the Underwriter or a liability for the Underwriter. Such events include where:

a) there is a new law or regulation introduced or a public announcement of prospective legislation, regulation or policy by a government authority which does, or is likely to, affect the Offer;

b) there is an outbreak of hostilities (whether or not war has been declared) not presently existing, or a major escalation in existing hostilities involving any of the Commonwealth of Australia, any member state of the European Union, Japan, Indonesia, Russia, the United States of America, the Peoples Republic of China, India, Pakistan, North Korea or South Korea or a significant act of terrorism is perpetrated anywhere in the world;

c) the Company is in default of any of the terms and conditions of the Underwriting Agreement or breaches any warranty or covenant given or made under the Underwriting Agreement or any warranty, representation or material statement by the Company is or becomes false, misleading or incorrect;

d) there is a material omission from the results of the due diligence investigation performed in respect of the Company or the verification material is false or misleading or any other information supplied by or on behalf of the Company to the Underwriter becomes false, misleading or deceptive, including by way of omission;

e) there is any adverse change or disruption to the political or economic conditions or financial markets of Australia, the United Kingdom, the United States of America or the international financial markets or any change or development involving a prospective change in national or international political, financial or economic conditions; or

f) a general moratorium on commercial banking activities in Australia, the United States of America or the United Kingdom is declared by the relevant central banking authority in any of those countries, or there is a material disruption in commercial banking or security settlement or clearance services in any of those countries.

The Underwriter has a right to be offered a reappointment to underwrite and manage any capital raising the Company undertakes in the 12 months following completion of the Offer or within 12 months of the Underwriting Agreement being terminated other than for breach, negligence or wilful misconduct by the Underwriter.

The Underwriting Agreement contains certain representations and warranties in favour of the Underwriter in relation to this Prospectus, the Company and the Offer.

The Company has agreed to indemnify the Underwriter against any claim or loss, which the Underwriter, its related corporations, officers, employees, agents and advisers suffers or incurs or is liable for in relation to the Offer, this Prospectus or the Underwriting Agreement.

10.4.7 Compensation agreements

In circumstances where an exploration licence affects private land, before the licence holder commences work under a work authority granted under the *Mineral Resources (Sustainable Development) Act 1990* (Vic), the licence holder must enter into a compensation agreement with the land owner. The Company has entered into standard form compensation agreements with affected landowners. Each compensation agreement sets out the agreed terms between the Company and each landowner in relation to:

- the conduct of the Company's exploration operations;
- access arrangements;
- rehabilitation obligations; and
- the amount of compensation and payment terms.

The Company has already obtained compensation agreements in respect of the critical areas in the Lockington Project that the Company has earmarked for drilling over the next two years. Depending on the outcome of initial drilling results, it may be necessary for the Company to negotiate compensation agreements with additional landowners to conduct further drilling in the Lockington Project in the future.

10.4.8 Services Agreement – Exploration Management Services Pty Ltd

Under a Services Agreement between the Company and Exploration Management Services Pty Ltd, a company controlled by Geoff Turner, dated 31 January 2011, Exploration Management Services Pty Ltd has agreed to provide certain services to the Company for an initial period of 12 months from that date.

The services to be provided include:

- developing and implementing an exploration strategy for the Lockington Project;
- undertaking geological activities on the Lockington Project and other projects directed by the Company;
- liaising with stakeholders; and
- assisting in the preparation of reports and presentations.

The agreement may be terminated by either party giving at least 30 days' notice.

The agreement sets out certain daily rates for the provision of services, the maximum rate being $1,100 (including GST) for the provision of the services of a principal geologist. The Company is also required to reimburse certain costs, including the cost of materials and other expenses, with a 15% handling fee.

Under the agreement, Exploration Management Services Pty Ltd must provide certain insurances and performance reports.

10.5 Interests of Directors and senior management in the Company

There is no requirement under the Company's constitution for Directors to hold Shares.

At the date of this Prospectus, the relevant interests of each of the Directors and senior management in the Company's securities are as follows:

Director/Senior Manager	Shares	Founder Options	Incentive Options	Total options
A J Grey	1,250,000	1,145,834	250,000	1,395,834
D M Cohen	1,250,000	1,145,833	250,000	1,395,833
S J Turner	1,250,000	1,145,833	250,000	1,395,833
T V Willsteed			250,000	250,000
I Holland			250,000	250,000
G Turner (Exploration Manager)			250,000	250,000
	3,750,000	**3,437,500**	**1,500,000**	**4,937,500**

The Company's Exploration Manager, Geoff Turner, is not an employee of the Company. Mr Turner is a director of Exploration Management Services Pty Ltd which has agreed to provide geological services to the Company, including the services of Mr Turner. The services agreement with Exploration Management Services Pty Ltd is summarised in Section 10.4.8.

It is currently proposed that Directors Dion Cohen, Stephen Turner and Anthony Grey will each subscribe for 250,000 Shares under the Offer. Assuming this occurs, the relevant interest in Shares held by each of these Directors will increase from 1,250,000 to 1,500,000 respectively.

As noted in the Investigating Accountant's Report, Directors Dion Cohen, Stephen Turner and Anthony Grey have each provided the Company with an unsecured loan of $30,000 ($90,000 in aggregate) which is repayable on demand and does not bear interest. These loans will be repaid by the Company after the Closing Date using the proceeds of the Offer.

Included within trade creditors is a balance of $150,000 (excluding GST) owing to Formulate Consulting Pty Ltd, a company of which Dion Cohen is a director, being $50,000 (excluding GST) owing to each of Directors Dion Cohen,

Stephen Turner and Anthony Grey. This balance relates to advisory fees payable to these Directors. The liability does not bear interest and is repayable upon the admission of Timpetra to the Official List.

10.6 Directors' service agreements and remuneration

The Company has entered into a service agreement with each of the Directors, commencing 1 January 2011.

Under the service agreement with Anthony Grey, his services as Chairman and non-executive Director are provided for $85,000 per year.

The services of Messrs Turner, Willsteed and Holland as non-executive Directors are each provided for $40,000 per year.

Under the Constitution, the Board must generally seek the prior approval of the Company in general meeting to authorise remuneration and other benefits to and for Directors in their capacity as Directors.

As at the date of this Prospectus, the maximum non-executive fee cap approved by Shareholders is $500,000 in respect of each financial year as the remuneration for non-executive Directors.

The maximum total remuneration set out above may not be increased except with the prior approval of the Company in general meeting.

All Directors are entitled to be reimbursed for reasonable and proper expenses incurred as a Director.

All Directors' performance and remuneration is subject to annual review.

10.7 Managing Director's service agreement

Under Mr Cohen's service agreement, he is employed as chief executive officer of the Company and any subsidiaries for an initial total remuneration of $207,100 per annum, consisting of:

- salary of $150,000;
- Directors' fees of $40,000; and
- superannuation of $17,100.

Mr Cohen may also be entitled to performance bonuses or additional remuneration as agreed with the Company. He may also be entitled, subject to Shareholder approval, to receive options to subscribe for Shares under an incentive plan.

Mr Cohen may terminate the agreement, after the first six months, on six months' notice and the Company may terminate his employment after the first year with 12 months' notice or by paying the equivalent of 12 months' remuneration. Mr Cohen is restricted from competing with the Company in Australia for a period of six months after termination of the agreement.

10.8 Deeds of Access, Indemnity and Insurance

The Company has entered into a Deed of Access, Indemnity and Insurance with each of the Directors under which the Company:

- indemnifies the Director to the extent permitted by the Corporations Act for liabilities incurred in his capacity as a director of the Company or a subsidiary of the Company;
- permits the Director to have access to certain documentation where a claim is or may be made against the Director while the Director is an officer or for a period after his appointment ceases; and
- requires the Company to insure the Director for liability as a director of the Company or a subsidiary of the Company while the Director is an officer or for a period after the appointment ceases.

10.9 Dividend policy

The Company is not expected to be profitable over the next two years as it focuses its efforts on exploration in the Lockington Project. Accordingly, it is unlikely the Company will pay a dividend in the foreseeable future.

If in the future the Company has excess funds available, the Directors will consider the appropriate use of those funds at that time. Such funds could be used to (among other things) acquire other gold exploration projects, pay dividends or be used for other capital management initiatives.

Investors should note that no assurance can be given as to the level of future dividends, if any. These matters will depend upon a number of factors including the funds available to the Company, its financial and taxation position and the Directors' view of the appropriate use of these funds from time to time.

10.10 Interests of persons named

Other than as set out below or elsewhere in this Prospectus, no person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus has, or has had within the two years before lodgement of this Prospectus with ASIC, any interest in:

a) the formation or promotion of Timpetra;

b) any property acquired or proposed to be acquired by Timpetra in connection with its formation or promotion or in connection with the offer of Shares 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 for services rendered by them in connection with the formation or promotion of the Company or the offer of Shares under this Prospectus.

Ord Minnett Limited acted as Lead Manager and Underwriter to the Offer. Ord Minnett will be paid a management and underwriting fee of 5% of the funds raised under the Offer in respect of those services ($500,000). Details of the underwriting agreement with Ord Minnett are set out in Section 10.4.6.

Ernst & Young will receive professional fees of approximately $25,000 for preparing the Investigating Accountant's Report included in Section 8 of this Prospectus. Ernst & Young will act as auditors of the Company. The Company will pay for auditing or related services in the normal course of business. Further amounts may be paid to Ernst & Young in accordance with its normal time-based charges.

Corrs Chambers Westgarth acted as legal advisers to the Company and has prepared the Independent Tenement Report which is included in Section 9 of the Prospectus. Corrs Chambers Westgarth will receive professional fees of approximately $120,000 for its legal services in connection with this Prospectus. Further amounts may be paid to Corrs Chambers Westgarth in accordance with its normal time-based charges.

Minnelex Pty Ltd will receive professional fees of approximately $10,460 for the preparation of the Independent Technical Report contained in Section 7 of this Prospectus.

Link Market Services Limited has been appointed as the Share Registrar and will be paid for these services on normal commercial terms.

10.11 Consents

The following persons have each consented to being named in the Prospectus and to the inclusion of the following statements and statements identified in this Prospectus as being based on statements made by those persons, in the form and context in which they are included, and have not withdrawn that consent before lodgement of this Prospectus with ASIC:

- Minnelex Pty Ltd – Independent Technical Report;
- Geoff Turner as a competent person;
- Ernst & Young – Investigating Accountant's Report; and
- Corrs Chambers Westgarth – Independent Tenement Report.

To the maximum extent permitted by law, each of the persons referred to above expressly disclaims and takes no responsibility for any part of this Prospectus other than the statements referred to above and the statements identified in this Prospectus as being based on statements made by those persons.

The following persons have consented to being named in this Prospectus but have not made any statements that are included in this Prospectus or statements identified in this Prospectus as being based on any statements made by those persons, and have not withdrawn their consent before lodgement of this Prospectus with ASIC:

- Ord Minnett Limited – Lead Manager and Underwriter to the Offer;
- Link Market Services Limited as Share Registrar;
- Exploration Management Services Pty Ltd;
- Formulate Consulting Pty Ltd; and
- Gold Fields Australasia Pty Ltd.

To the maximum extent permitted by law, each of the persons referred to above expressly disclaims and takes no responsibility for any part of this Prospectus other than the references to their name.

10.12 Costs of the Offer

The total costs of the Offer (including the preparation and issue of this Prospectus and the payment of the underwriting fee) are expected to be approximately $775,000.

10.13 Taxation

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

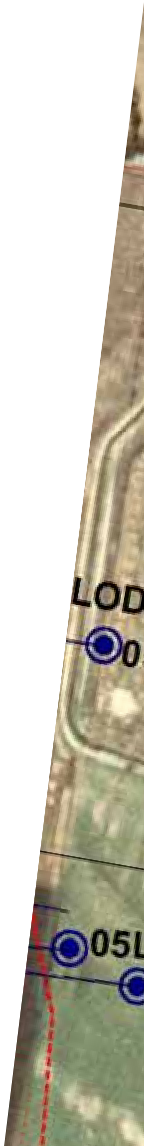
To the maximum extent permitted by law, Timpetra, its officers and each of their respective advisors accept no liability or responsibility with respect to the taxation consequences of subscribing for Shares under this Prospectus.

10.14 Litigation

As at the date of this Prospectus, the Company is not involved in any material litigation or arbitration proceedings, nor, so far as the Directors are aware, are any such proceedings pending or threatened against the Company.

SECTION 11
CONSENT BY THE DIRECTORS

As at the date of this Prospectus, each of the Directors has consented to the lodgement of this Prospectus in accordance with Section 720 of the Corporations Act and has not withdrawn that consent.



SECTION 12
GLOSSARY

$, A$, AUD means Australian dollars, all amounts are quoted in Australian dollars unless otherwise stated.

AIFRS means Australian Equivalents to International Financial Reporting Standards.

Applicant means a person who submits an Application.

Application means a valid application to subscribe for or acquire a specified number of Shares under the Offer.

Application Form means the application form attached to and forming part of this Prospectus.

Application Monies means monies received by Timpetra from Applicants.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the securities exchange it operates, as appropriate.

Board means the board of Directors of the Company unless the context indicates otherwise.

CHESS means the ASX Clearing House Electronic Subregister System.

Closing Date means the date on which the Offer closes.

Company or **Timpetra** means Timpetra Resources Limited ACN 143 928 625.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the directors of the Company from time to time.

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

Fosterville Mine means the Fosterville gold mine owned by Northgate Mineral Corporation, located approximately 50 km south of the Lockington Project.

Founder Options means the 3,437,500 options issued to entities associated with Directors Anthony Grey, Dion Cohen and Stephen Turner, the terms of which are summarised in Section 10.2.

Glossary means this glossary.

Gold Endowment means the sum of the total mined gold and current gold reserves and resources.

GSV means GeoScience Victoria.

Incentive Options means the total of 1,500,000 options issued to each of the Directors and Exploration Manager Geoff Turner, the terms of which are summarised in Section 10.2.

Independent Technical Report means the report contained in Section 7 of this Prospectus.

Independent Tenement Report means the report contained in Section 9 of this Prospectus.

Investigating Accountant means Ernst & Young.

Investigating Accountant's Report means the report contained in Section 8 of this Prospectus.

Issue means the issue of Shares under this Prospectus.

JORC means The Joint Ore Reserves Committee of the Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia.

JORC Code means the 2004 Australasian Code for Reporting Exploration Results, Mineral Resources and Ore Reserves (The JORC Code) prepared by JORC.

Listing Rules means Listing Rules of the ASX.

Lockington East means Exploration Licence (EL) 4552.

Lockington Model means the model developed by the Company that will be relied upon to conduct further exploration in the Tenements as described in Section 3.3.

Lockington Project or **Tenements** means Lockington South and Lockington East.

Lockington South means Exploration Licence (EL) 4742.

Offer means the offer of up to 50,000,000 Shares under this Prospectus.

Offer Period means the period commencing on the Opening Date and ending on the Closing Date.

Official List means the official list of the ASX.

Opening Date means the date on which the Offer opens.

Option Plan means the option plan described in Section 10.2.2.

Pacrim Energy means Pacrim Energy Limited ACN 010 856 014.

Prospectus means this prospectus including any electronic or online version and any supplementary or replacement prospectus.

Quotation means quotation of the Shares on ASX.

Sale Agreement means the sale agreement between the Company and Gold Fields for the acquisition of Gold Fields' 100% interest in Lockington South and 77.1% interest in Lockington East (as amended).

Share means one fully paid ordinary share in the Company.

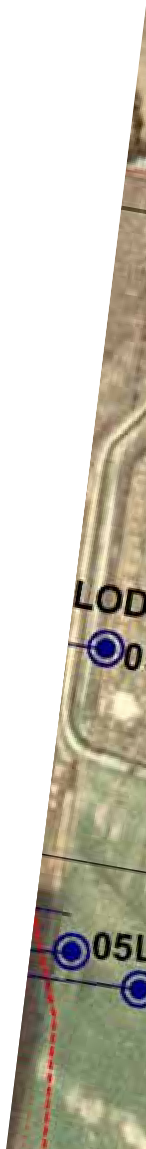
Shareholder means a holder of Shares.

Share Registrar means Link Market Services Limited ACN 083 214 537.

Timpetra or **Company** means Timpetra Resources Limited ACN 143 928 625.

Underwriter means Ord Minnett Limited ACN 002 733 048.

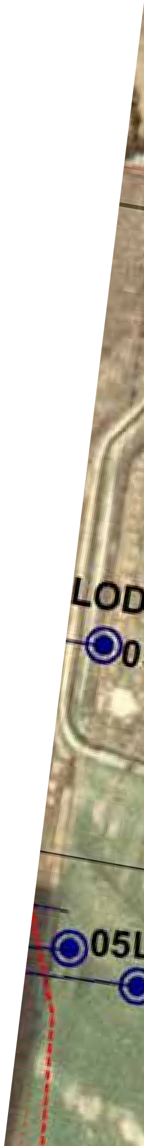
Underwriting Agreement means the agreement between the Company and the Underwriter which is summarised in Section 10.4.6.



SECTION 13
TECHNICAL GLOSSARY

aeromagnetic	magnetic data collected by aircraft. Used for interpreting regional structures due to differences in magnetic qualities of rocks
AirCore drilling	method of air drilling which can penetrate unconsolidated sediments, but not indurated rocks such as basement
alluvium	water-lain sediments, usually applied to younger sediments
alteration	refers to the change in mineral composition of a rock, usually by hydrothermal solutions which may also contain economic metals
anomaly	a soil or rock assay, or geophysical result considered to be different from the norm
anticline, anticlinal fold	a fold in rocks such that it is convex upward (an "arch")
anticlinorium	a series of folded rock which has a broad convex upward shape
arsenopyrite	a sulphide of iron and arsenic, FeAsS
auriferous	gold bearing
AIG	Australian Institute of Geoscientists
AusIMM	The Australasian Institute of Mining and Metallurgy
basement	rocks of interest under sediment cover
Bendigonian	a period of time pertaining to Victoria, in the early Ordovician Period
breccia	broken or crushed rock, usually as a result of brittle faulting
Castlemainian	a period of time pertaining to Victoria, in the early Ordovician Period
Chewtonian	a period of time pertaining to Victoria, in the early Ordovician Period
cross-bedded siltstone	fine grained sediment showing laminations indicating water deposition
Darriwillian	a period of time pertaining to Victoria, in the early Ordovician Period
Devonian	the geological period 400 – 345 million years ago
diamond drilling	drilling method by which a solid section of rock (drill core) is retrieved, allowing for a full geological analysis of the rock
dilational	refers to an opening. In structural geology refers to faults that create voids allowing mineralising fluids to enter
dip	attitude of a fault or other plane such as bedding
disseminated	evenly distributed
dome	an anticline that is also gently folded along its axis to form a convex-up form
fault	a fracture in a rock mass, with the movement of one side past the other

FAusIMM,	Fellow, Australasian Institute of Mining and Metallurgy
footwall	the rock under a fault or other structure
GAICD	Graduate of Australian Institute of Company Directors
geochemistry	study of the values and relationships of elements in soils and rocks
geophysics	study of the earth by quantitative physical methods
grade	the quantity of metal present relative to other constituents of the rock
gravity survey	a study of the gravity field. Variations in the gravity field provide insights into the density of basement rocks, hence geological boundaries can be inferred
halo mineralisation	weak mineralisation dispersed in to the country rock due to weathering of a primary zone of mineralisation. The intensity of such mineralisation is a valid pointer to the location of the primary mineralisation which may be an ore body
hanging wall	the rock above a fault or other structure
host rock	the rock enclosing veins, mineralisation or other geological feature
laminated shales	very fine grained sediments that have parallel and fine layering
Lancefieldian	a period of time pertaining to Victoria, in the early Ordovician Period
lineament	a linear topographical feature of regional extent thought to reflect crustal structure
listric	curved normal faults in which the fault surface in concave upwards; the dip of such faults decreases with depth
lithology, lithostratigraphic	the description of rocks, especially pertaining to variations in stratigraphy
Ma	million years
metamorphic	the alteration of rocks caused by heat and pressure
Ordovician	a geological period of time from 500-440 Ma
orogenic	regional area that has been subjected deformation resulting in mountain building
plunge	the linear direction (of a fold axis, or mineral shoot)
ppb	parts per billion
ppm	parts per million (same as grams per tonne, g/t)
pyrite	a sulphide of iron, (aka “fools gold”)
pyritic	containing pyrite
quartz	crystalline silica
Quaternary	a geological period of time from 5 Ma to Recent
radiometric	measurement of uranium, thorium and potassium radiation at surface. Variations in radiation can give clues to surface lithologies
reverse fault	a low angle to steeply dipping fault where the top side has moved up relative to the bottom side
selvage	the contact area between a vein and its host rock
shoot	a roughly linear body of mineralised rock. Shoots in Victoria are known to be 100s of metres long and 10s of metres width and height
Silurian	a geological period of time from 440-400 million years



stockwork	three dimensional network of irregular veins or veinlets
stratigraphy	the relationship between a series of sandstones, siltstones and shales
strike	the direction of a plane or trend. Similar to plunge, but is only measured in the horizontal plane
syncline, synclinal fold	a fold in rocks such that it is convex down (a “trough”)
tectonic	pertaining to forces and the geological architecture resulting in faults, folds etc.
tenement	ground granted by the relevant State government agency for exploration or mining purposes
Tertiary	a geological period of time from 65 to 5 million years ago
turbidite	a set of sediments of varying grain size deposited from a bottom flowing ocean current
vergence	vergence of a fold is the direction in which the next anticline can be found
Yapeenian	a period of time pertaining to Victoria, in the early Ordovician Period

Timpetra Resources Limited
ACN 143 928 625

Broker Code

Adviser Code

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A Shares applied for , , at Price per Share **A$0.20** **B** Application Monies **A$** , , .

(minimum 10,000, thereafter in multiples of 1,000)

PLEASE COMPLETE YOUR DETAILS BELOW (refer overleaf for correct forms of registrable names)

C
Applicant #1
Surname/Company Name

Title First Name Middle Name

Joint Applicant #2
Surname

Title First Name Middle Name

Designated account e.g. <Super Fund> (or Joint Applicant #3)

D
TFN/ABN/Exemption Code
First Applicant Joint Applicant #2 Joint Applicant #3

TFN/ABN type – if NOT an individual, please mark the appropriate box Company Partnership Trust Super Fund

E
PLEASE COMPLETE ADDRESS DETAILS
PO Box/RMB/Locked Bag/Care of (c/-)/Property name/Building name (if applicable)

Unit Number/Level Street Number Street Name

Suburb/City or Town State Postcode

Email address (only for purpose of electronic communication of shareholder information)

F
CHESS HIN (if you want to add this holding to a specific CHESS holder, write the number here)

X

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G
Telephone Number where you can be contacted during Business Hours Contact Name (PRINT)

( )

Cheques or bank drafts should be made payable to **"Timpetra Resources Limited – Subscription Account"** in Australian currency and crossed "Not Negotiable".

H
Cheque or Bank Draft Number BSB - Account Number

Total Amount **A$** , , .

LODGEMENT INSTRUCTIONS
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TPR IPO001

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Please complete all relevant white sections of the Application Form in BLOCK LETTERS, using black or blue ink. These instructions are cross-referenced to each section of the form.

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The Australian Securities and Investments Commission requires that a person who provides access to an electronic application form must provide access, by the same means and at the same time, to the relevant Prospectus. This Application Form is included in the Prospectus.

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A Insert the number of Shares you wish to apply for. The Application must be for a minimum of 10,000 Shares and thereafter in multiples of 1,000. You may be issued all of the Shares applied for or a lesser number.

B Insert the relevant amount of Application Monies. To calculate your Application Monies, multiply the number of Shares applied for by the issue price (A$0.20). Amounts should be in Australian dollars. Please make sure the amount of your cheque or bank draft equals this amount.

C Write the full name you wish to appear on the register of Shares. This must be either your own name or the name of a company. Up to three joint Applicants may register. You should refer to the table below for the correct registrable title.

D Enter your Tax File Number (TFN) or exemption category. Business enterprises may alternatively quote their Australian Business Number (ABN). Where applicable, please enter the TFN or ABN for each joint Applicant. Collection of TFN(s) and ABN(s) is authorised by taxation laws. Quotation of TFN(s) and ABN(s) is not compulsory and will not affect your Application. However, if these are not provided, Timpetra will be required to deduct tax at the highest marginal rate of tax (including the Medicare Levy) from payments.

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If you have any questions as to how to complete the Application Form please contact the lead manager and underwriter of the Offer, Ord Minnett, on 1800 221 697.

Link Market Services Limited advises that Chapter 2C of the *Corporations Act 2001* requires information about you as a shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold shares. Information is collected to administer your shareholding and if some or all of the information is not collected then it might not be possible to administer your shareholding. Your personal information may be disclosed to the entity in which you hold shares. You can obtain access to your personal information by contacting us at the address or telephone number shown on this form. Our privacy policy is available on our website (www.linkmarketservices.com.au).

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timpetra

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CORPORATE DIRECTORY

Directors
AJ Grey (Chairman)
DM Cohen
SJ Turner
TV Willsteed
I Holland

Company Secretary
D Cohen

Registered office
Timpetra Resources Limited
Level 11, 151 Macquarie Street
Sydney NSW 2000
Tel: +61 2 8298 2000
Fax: +61 2 8298 2028

Lead Manager and Underwriter
Ord Minnett Limited
Level 8, NAB House
255 George Street
Sydney NSW 2000
Tel: +61 2 8216 6300
Fax: +61 2 8216 6455

Independent Technical Expert
Minnelex Pty Ltd
283 Huntingdale Street
Pullenvale QLD 4069
Tel: + 61 7 3374 2443
Fax: + 61 7 3374 2443

Solicitors
Corrs Chambers Westgarth
Governor Phillip Tower
1 Farrer Place
Sydney NSW 2000

Tel: +61 2 9210 6500
Fax: +61 2 9210 6611

Bankers
Australia and New Zealand
Banking Group Limited
20 Martin Place
Sydney NSW Australia 2000

Auditors
Ernst & Young
Ernst & Young Centre
680 George Street
Sydney NSW 2000
Tel: +61 2 9248 5235
Fax: +61 2 9248 5199

Share Registrar
Link Market Services Limited
Level 12, 680 George Street,
Sydney NSW 2000
Tel: +61 2 8280 7942
Fax: +61 2 8287 0310

timpetra

Registered & Corporate Office

Timpetra Resources Limited
Level 11, 151 Macquarie Street
Sydney NSW 2000
Tel: +61 2 8298 2000
Fax: +61 2 8298 2028