



## **Aurora Minerals Limited to acquire up to an 80% interest in Whim Creek Copper-Zinc Project from VentureX Resources Limited**

### **Major step in strategy of applying Ore-Sorting Technology to economically produce metals**

#### **HIGHLIGHTS**

- Aurora Minerals Limited (**Aurora** or **Company**) has signed an Earnin and Joint Venture Agreement (**Agreement**) to acquire (through its wholly owned subsidiary Whim Creek Metals Pty Ltd (**WCM**)) up to an 80% interest in the Whim Creek Copper-Zinc Project (**Project**) from VentureX Resources Limited (**VentureX** or **VXR**) (through its wholly owned subsidiaries Jutt Resources Pty Ltd (**Jutt**) and VentureX Pilbara Pty Ltd (**VXP**)) (**Transaction**).
- The Project includes a substantial volcanogenic massive sulphide (**VMS**) Mineral Resource in addition to a series of highly prospective Copper, Zinc and Gold exploration targets.
- The Project is located within a highly prospective base metal and gold belt 115 kilometres south west of Port Hedland and includes the Mons Cupri, Whim Creek, Salt Creek and Evelyn VMS deposits as well as tenements covering 18,000 hectares of the highly prospective Whim Creek and Mallina basins.
- The Project includes crushing and heap leach infrastructure that (subject to regulatory approvals) will facilitate the efficient delivery of the Company's strategy to produce pre-concentrates and recovered metals from the newly mined ores and sorted rejects. In addition, offices, workshops and established water supplies are included in the site infrastructure.
- The Project tenure includes a substantial exploration package with exciting gold and base metal prospectivity. The package is adjacent to De Grey's Mallina project tenure and to the north of both the DGO Gold's Mallina tenure and the Kairos Minerals' Skywell Project.
- Pursuant to the Agreement, WCM may acquire up to an 80% interest (**JV Interest**) in the Project from Jutt and VXP (**VXR Parties**) via an earn-in arrangement and enter into an unincorporated joint venture with the VXR Parties in relation to the Project.
- Consideration for the Transaction consists of an initial \$150,000 cash deposit and up to \$1.5 million in expenditure obligations to earn up to the 80% over a 15-month period, with the Company then having an additional obligation to incur a further \$2.5 million of expenditure over a four year period following commencement of the joint venture to maintain the 80% interest. In addition, the Company must pay \$3 million in \$1 million instalments over a three-year period commencing on the second anniversary of the Transaction.
- The Company will issue a prospectus to raise up to \$2 million at a price to be determined, to add to its existing cash reserves of ~\$3 million and ~\$2.5m in listed securities.
- The Transaction is subject to conditions, including Company shareholder approval, the Company's re-compliance with Chapters 1 and 2 of the Listing Rules.

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**Aurora Minerals Limited (ASX: ARM) (Company)** is pleased to advise that it has signed an Earnin and Joint Venture Agreement (**Agreement**) with VentureX Resources Limited (**VXR**) and VXR's wholly owned subsidiaries, Jutt Resources Pty Ltd (**Jutt**) and VentureX Pilbara Pty Ltd (**VXP**), whereby the Company's wholly owned subsidiary Whim Creek Metals Pty Ltd (**WCM**) will, on the satisfaction of various conditions precedent, acquire up to an 80% interest in the advanced-stage Whim Creek Copper-Zinc Project (**Project**) (**Transaction**) via an earn-in arrangement and enter into an unincorporated joint venture with Jutt and VXP (**VXR Parties**) in relation to the Project.

VXR holds 100% of both Jutt and VXP, which are the registered holders in respect of certain mining tenements (detailed below) that comprise the Project.

As part of the Transaction, the Company intends to undertake a capital raising under a full form prospectus to raise \$2 million (**Public Offer Shares**) at a price to be determined (**Public Offer**). Funds raised, together with existing cash reserves and cash from the sale of liquid assets, will be spent to deliver a feasibility study and rectify/upgrade onsite infrastructure as well as further exploration expenditure. The feasibility study will focus on de-risking ore sorting and rejects heap leaching while confirming key metallurgical and mining design data.

The Transaction is subject to satisfaction of various conditions precedent, including Company shareholder approval and the Company re-complying with the admission and quotation requirements of Chapters 1 and 2 of the Listing Rules.

## WHIM CREEK COPPER-ZINC PROJECT

### Overview

The Project is located approximately 115 km southwest of Port Hedland in the West Pilbara region of Western Australia (Figure 1).

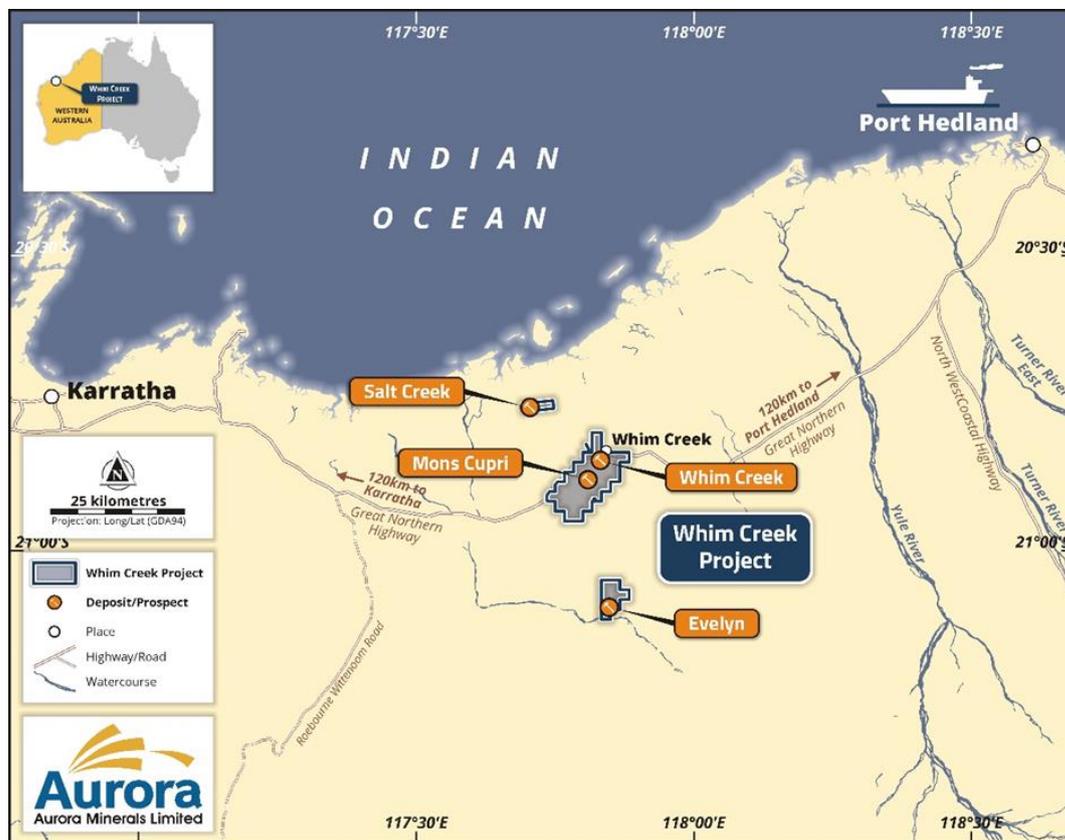


Figure 1: Location of the Project

The Project namesake, Whim Creek, and the Mons Cupri, Salt Creek and Evelyn deposits are covered by seven mining leases, one exploration licence and one miscellaneous licence, wholly owned by VXR's subsidiaries, as set out below (**Whim Creek Tenements**). These tenements, measuring a combined area of approximately 149 km<sup>2</sup>, are clustered over three locations within a 25 km radius. The deposits are connected to Port Hedland through the North West Coastal Highway and station tracks. Infrastructure at the Mons Cupri-Whim Creek area includes a heap leach facility, crushing plant, offices and workshops, temporary mine camp and water is supplied through established bores.

Whim Creek Tenement	Holder
<b>E47/3495</b>	VentureX Pilbara Pty Ltd
<b>L47/0036</b>	VentureX Pilbara Pty Ltd
<b>M47/0236</b>	VentureX Pilbara Pty Ltd
<b>M47/0237</b>	VentureX Pilbara Pty Ltd
<b>M47/0238</b>	VentureX Pilbara Pty Ltd
<b>M47/0323</b>	VentureX Pilbara Pty Ltd
<b>M47/0324</b>	VentureX Pilbara Pty Ltd
<b>M47/0443</b>	VentureX Pilbara Pty Ltd
<b>M47/1455</b>	Jutt Resources Pty Ltd

The Project comprises four VMS/Base metal mineral deposits. These are:

- **Mons Cupri:** a high grade, zinc-lead-copper, flat dipping massive sulphide zone underlain by high grade steep to moderately dipping copper rich sulphide stringer zone.
- **Salt Creek:** several steeply-dipping, moderately east-plunging high-grade zones of massive to semi massive sulphide separated into zinc-lead-silver or copper rich. These zones locally overlap.
- **Whim Creek:** a shallow to moderate dipping, massive, sphalerite-rich zinc zone underlain by a massive, chalcopyrite-pyrite zone, which passes into a chalcopyrite-pyrite stringer zone extending ~120m down-dip below the base of the current pit.
- **Evelyn:** one copper-zinc, semi-massive to massive sulphide lens steeply west dipping and moderately north plunging.

Mineralisation was first discovered at Whim Creek in 1887, where copper and gold were mined until 1924.

During the 1960s and 1970s, systematic exploration by Australian Inland Exploration Company Inc. and Texas Gulf over the area defined the presence of a number of VMS deposits along the Whim Creek Greenstone Belt, including Whim Creek, Mons Cupri and Salt Creek. In the early 1990s, Dominion Mining conducted an extensive drilling campaign over the area.

In 1996, Straits Resources Limited (**Straits**) acquired the Project and conducted extensive exploration over the area. In 2003, Straits commenced mining of oxidised ore at Whim Creek and

Mons Cupri open pits but stopped in 2009 due to the sharp drop in the copper price following the global financial crisis. The ore was processed at a heap leach and solvent extraction-electrowinning (SX-EW) plant. A total of 67,000 tonnes of copper cathode was produced during the period. Exploration of primary sulphide ore at depth continued during the mining operation to enable future resource development.

In February 2010, VentureX acquired the Project from Straits with the intention of creating a central processing hub at Whim Creek. The hub was proposed to process ores from the Whim Creek, Mons Cupri, Salt Creek and Evelyn deposits, as well as VentureX's Sulphur Springs Project.

In 2012, VentureX's feasibility study of the Sulphur Springs deposit resulted in a revised development strategy, moving the central processing plant to Sulphur Springs rather than Whim Creek. However, resource definition work continued at Whim Creek, where Mineral Resources were declared, with the latest estimates made in March 2018.

In early 2014, VentureX appointed Blackrock Metals Pty Ltd (**Blackrock**) as the operator of the existing heap leach facility, from which Blackrock had been producing copper cathode in the SX-EW process facility. In mid-2019, VXR decided to cease operations when an environmental protection notice was issued by the Department of Water and Environmental Regulation (**DWER**). A replacement environmental protection notice was issued in late 2019 and amended on 15 May 2020. Further information on the environmental protection notice (**EPN**) is set out later in this announcement.

## Resources

On 23 March 2018 VentureX, the current owner of the Project, reported the following JORC 2012 Mineral Resource estimates for the Project to ASX.

### *Mons Cupri*

Category	Tonnes (kt)	Cu (%)	Zn (%)	Pb (%)	Ag (g/t)	Au (g/t)
<b>Measured</b>	1,070	1.51	1.65	0.69	38	0.28
<b>Indicated</b>	3,500	0.8	0.8	0.3	17	0.09
<b>Inferred</b>	500	0.5	1.5	0.6	14	0.03
<b>Total</b>	<b>5,100</b>	<b>0.9</b>	<b>1.0</b>	<b>0.4</b>	<b>21</b>	<b>0.12</b>

Reported at a cut-off grade of greater than or equal to 0.4% Cu and then greater than or equal to 2% Zn, but less than 0.4% Cu. Appropriate rounding has been applied.

### *Salt Creek*

Category	Tonnes (kt)	Cu (%)	Zn (%)	Pb (%)	Ag (g/t)	Au (g/t)
<b>Indicated</b>	1,017	1.2	3.3	0.9	20	0.2
<b>Inferred</b>	839	0.7	5.3	1.5	43	0.2
<b>Total</b>	<b>1,856</b>	<b>1.0</b>	<b>4.2</b>	<b>1.2</b>	<b>30</b>	<b>0.2</b>

Reported at a cut-off grade of greater than or equal to 0.4% Cu and then greater than or equal to 2% Zn, but less than 0.4% Cu. Appropriate rounding has been applied.

The Company notes that VentureX has previously reported mineral resource estimates under the JORC Code 2004 for the Whim Creek (30 September 2010) and Evelyn (25 November 2009) deposits. These previously reported estimates for Whim Creek and Evelyn are unlikely to be reported as mineral resources in the Company's re-compliance prospectus as a competent person has not done sufficient work to classify the JORC 2004 estimates in accordance with the JORC Code 2012. The Company has therefore elected not to report these estimates in this announcement, and recommends shareholders and investors review the prospectus before making any investment decision.

As part of the re-compliance process, the Company has engaged SRK to review the Mineral Resource estimates. The review is expected to be completed shortly, with the full Independent Technical Report to be appended to the Company's prospectus.

### **Infrastructure**

The existing infrastructure at the Project is ideally suited to the Company's development strategy and is expected to facilitate a rapid path to production. Infrastructure in place includes:

- Heap leach facility
- Crushing circuit (Figure 2)
- Water supply through borefields
- Offices, warehouse and basis workshop facilities
- Internet (site is within Telstra mobile network)
- Gas pipeline to site (spur from the Dampier to Hedland gas pipeline)
- Proximity to the Horizon Power owned section of the North West Interconnected System (NWIS) electricity high voltage distribution line (5km connection required).

Subject to the Company obtaining the necessary regulatory approvals, the existing infrastructure will allow the development of both a crushing and sorting operation along with a heap leach operation and aggregate recovery operation. The existing site layout is shown in Figure 3.



**Figure 2: Existing Crushing Infrastructure at the Whim Creek Project**

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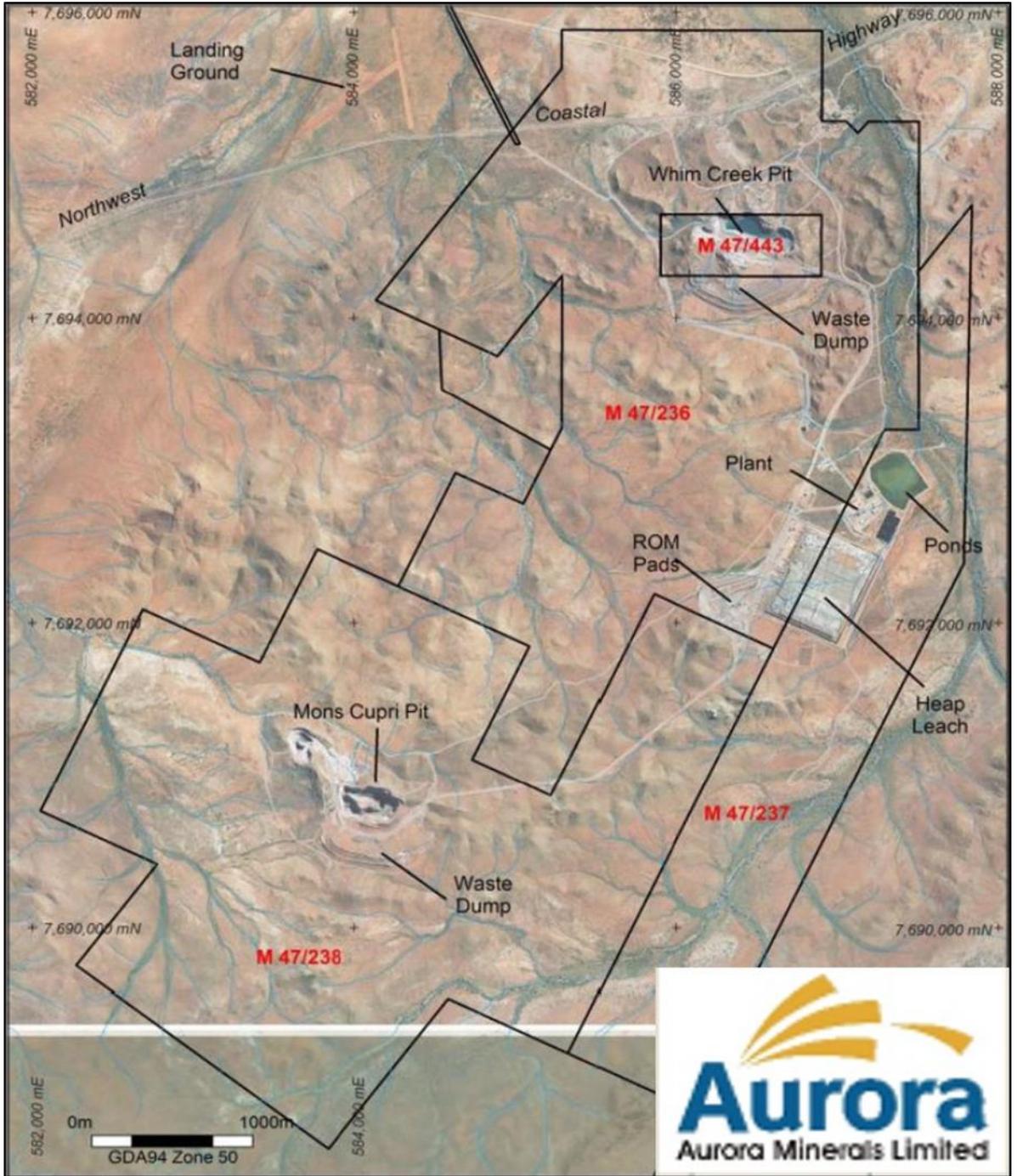


Figure 3: Whim Creek - Existing Site Layout

## DEVELOPMENT ACTIVITIES PROPOSED TO BE UNDERTAKEN BY THE COMPANY

### **Overview**

The Company strategy is different to its junior exploration peers, with the Company looking to acquire projects that are well understood and highly leveraged to the integration of ore sorting technology to unlock value. The technology is robust and underpinned by its successful application in metals and waste recycling. Post-commencement of the earn-in, cash will be deployed principally to deliver a feasibility study and rectify/upgrade onsite infrastructure targeting the recommencement of mining. The feasibility study will focus on de-risking ore sorting and rejects heap leaching while confirming key metallurgical and mining design data. Given the existing infrastructure in place, it is anticipated that there will be a low capital outlay when compared to less advanced projects.

### **Feasibility Study**

The feasibility study will focus on demonstrating the viability of the proposed pre-concentrate and reject heap leach process and will include the following key elements:

- Drilling to acquire material for sorting and metallurgical studies along with data for resource and mining updates
- Ore sorting testwork and associated activities
- Metallurgical testwork including comminution, flotation, rheology, heap leaching etc
- Engineering studies including mining, processing, infrastructure etc
- Environmental studies
- Offtake and remote processing studies

### **Environmental Protection Notice (EPN) and Site Improvements**

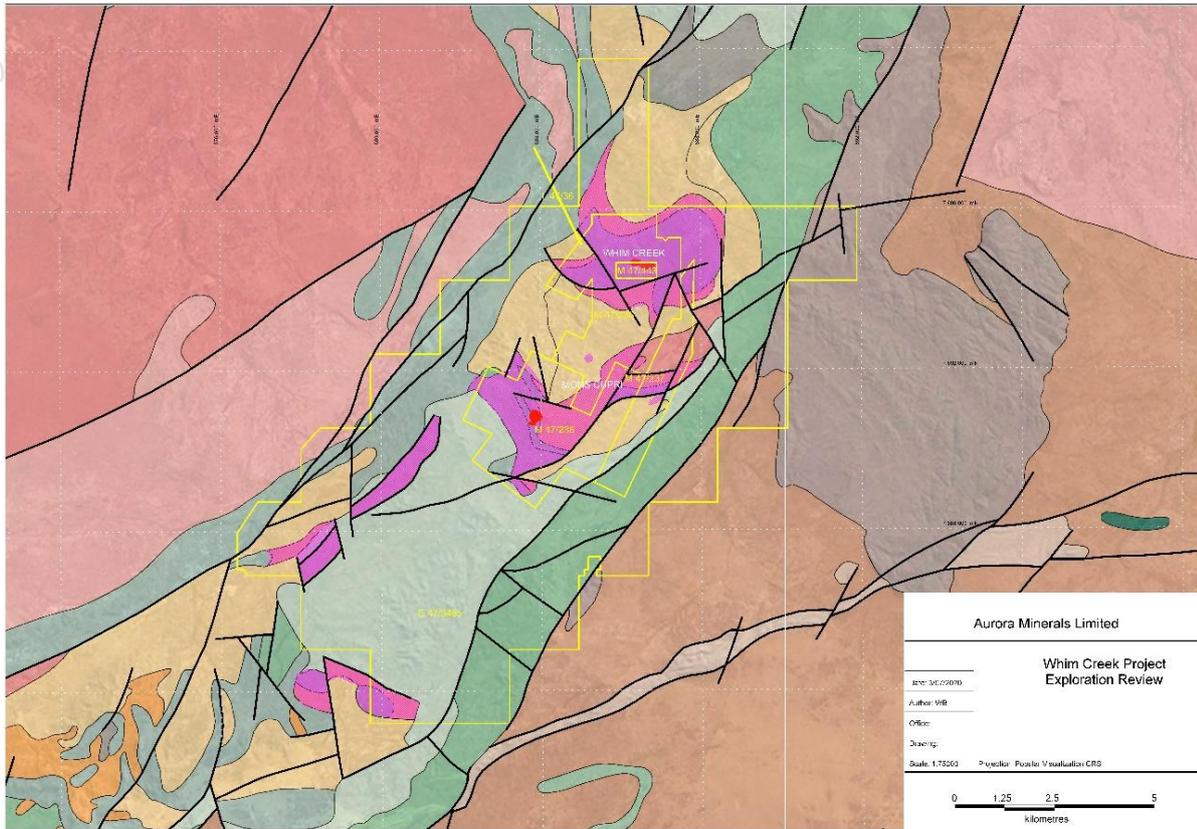
The site is subject to an EPN which requires certain rectification and upgrade works on the existing infrastructure. These works include amongst other things, repairing process pond liners, removal of precipitates and installation of diversion bunds. These works will be carried out in parallel to the feasibility study. Following commencement of the earn-in under the Agreement, the Company plans to work closely with the relevant government departments including DWER and the Department of Mines, Industry Regulation and Safety to deliver the required EPN outcomes and improving the site infrastructure to return it to an operating facility. For further information see the Risk Factors in this announcement.

### **Exploration**

Aurora has compiled the available exploration data provided by VXR during the due diligence phase to define areas of interest for exploration in parallel with resource development.

**Geology** - known VMS deposits at the Project are confined to the Bookingarra Group of the Whim Creek Archean Greenstone Belt. These geological units outcrop extensively within the tenure, providing considerable exploration potential, as highlighted on GSWA regional geology in Figure 4 below.

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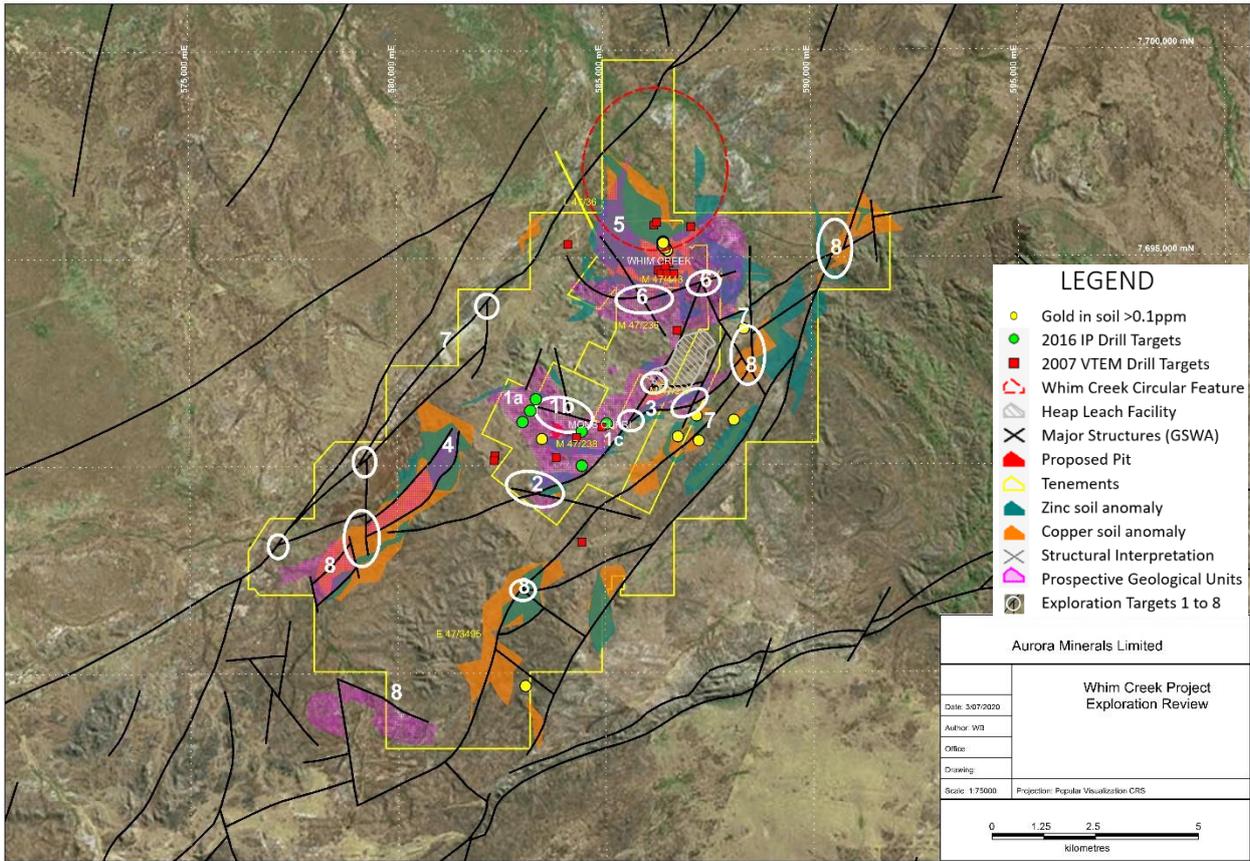
**Figure 4: Mapped outcrops of the Bookingarra Group at Whim Creek (Source: GSWA)**

**Structural targeting** - Mineralisation is usually found near structural intersections. A review of GSWA defined 1:500k structures and detailed aeromagnetics identified magnetic anomalism in close proximity to these major structural intersections (white ellipses in Figure 5 below), potentially indicative of mineralisation.

The VXR 2007 VTEM Survey at Whim Creek and Mons Cupri identified conductivity trends for follow up soil sampling as well as potential drill targets. The 2016 IP Survey around Mons Cupri also generated walk-up drill targets, two of which have been drilled by VXR. The drill holes intersected significant alteration suggesting further drilling with refined targeting was warranted.

**Geochemical** - soil sampling and drilling data were compiled to identify anomalies as well as data gaps. Alteration visible in aerial imagery was mapped for comparison with geochemistry.

**Prioritisation** - Coincident geochemical, structural and geophysical anomalies have been prioritised for further exploration and possible drilling, numbered 1 to 8 in Figure 5 below.



**Figure 5: Priority Exploration Targets identified at Whim Creek**

**Notes:**

Prioritised exploration targets are numbered 1-8 in Figure 5, above.

1. Coincident VTEM (red squares) and IP (green circles) drill targets along strike of Mons Cupri (1c) present immediate drilling prospectivity. 1a shows significant alteration and 1b is a major structural intersection not covered by surface sampling. Structural mapping and further geochemical sampling are recommended here. See detail in Figure 7, below.
2. Major intersecting structures with coincident geochemical anomalism (zinc-green and copper-orange) were defined south of Mons Cupri where previous drilling intersected deep mineralisation.
3. Sinistral displacement of prospective geology interpreted to be a strike extension of Mons Cupri. This area was excluded from the VTEM survey however IP and geochemical anomalism are evident. Located near to existing heap leach infrastructure (grey hatch area).
4. Mays Find was historically targeted for copper and gold mineralisation where gossans outcrop along structural contacts. GSWA classification of the geology as Fortescue Group Volcanics has downgraded this area from recent exploration. Geological investigation by VXR has recommended reclassification of the units into the Whim Creek Group. Geochemical anomalism warrants further investigation such as drilling.
5. Whim Creek circular feature has extensive surface geochemical anomalism coincident with prospective geology, which is largely under cover. Historical RAB drilling to penetrate this recent cover did not generate anomalism. However, VTEM anomalies have been identified and a gravity geophysical survey is recommended to better pinpoint drill targeting of this prospective structure.
6. Major structural intersections along strike of Whim Creek pit were sparsely historically drilled and are recommended for follow up exploration.
7. Discrete geochemical gold anomalies are focused along the Loudens fault (south eastern boundary of the tenure) which warrant follow up work as this is a known gold-mineralised structure.

Granitic rocks east of the heap leach infrastructure are believed to be prospective as a source of gold. No geochemical sampling has targeted the alteration along the Scholl Shear west of Mons Cupri, where granite-greenstone geology, magnetics and major shears suggest potential for gold mineralisation. Gold anomalism near Whim Creek was generated from sampling the Dowa historical mine tailings. See detail in Figure 7, below.

8. Numerous targets have had limited follow up exploration as they are peripheral to the tenure and/or don't meet the geological requirements of known copper-zinc massive sulphide deposits. For example, the Louden's Mafic Volcanics along the eastern edge of the tenure show copper and zinc geochemical anomalism in widely spaced sampling along major structures but these units are younger than the Bookingarra Group where known mineralisation occurs. Further investigation of these structural intersections is recommended.

### **Proposed drilling**

Post-commencement of the Agreement, metallurgical diamond drilling will commence as soon as a POW is approved, as per the following aerial image of Mons Cupri Pit. In parallel with resource drilling, exploration RC drilling will target the prioritised VTEM and IP anomalies along strike of Mons Cupri (target 1c in Figure 7, below).



**Figure 6: Proposed Metallurgical Resource Drilling adjacent to Mons Cupri Pit**

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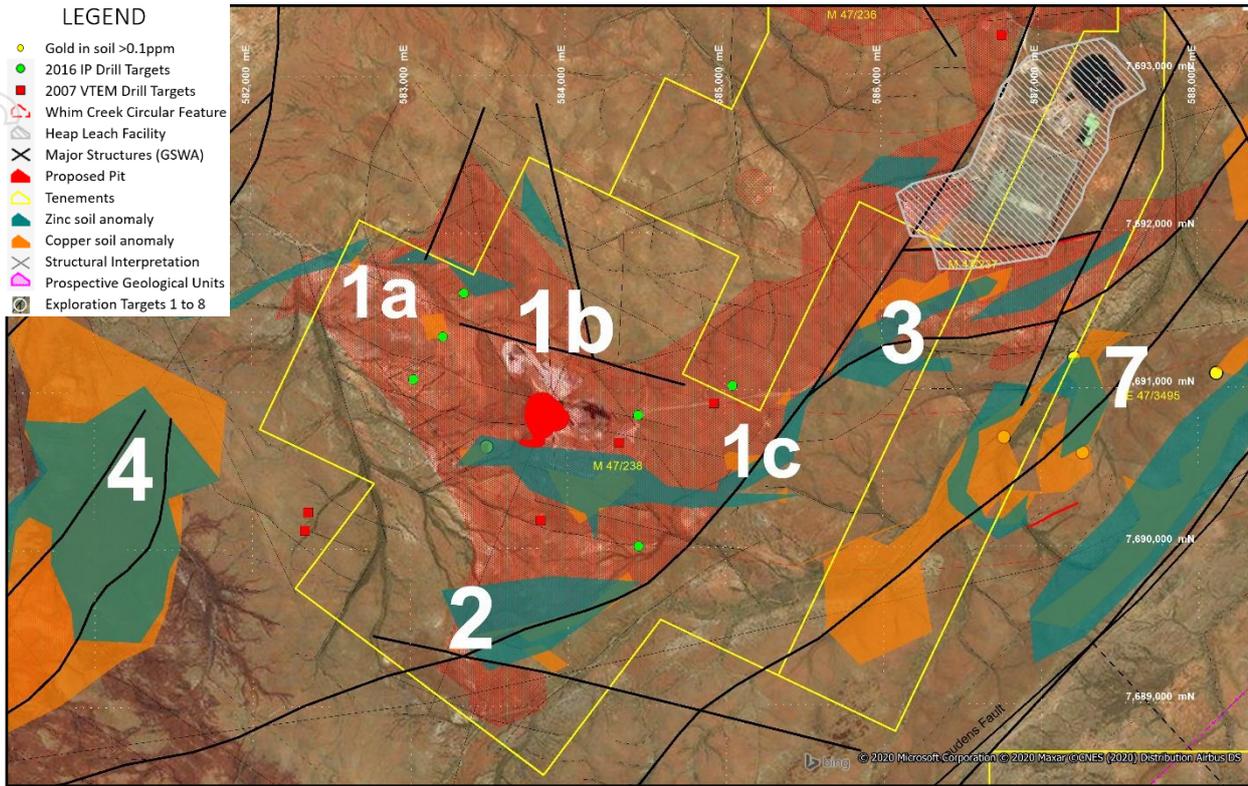


Figure 7: Prioritised Exploration Targets in the vicinity of Mons Cupri Pit

#### CHANGE OF NATURE AND SCALE OF ACTIVITIES & SUSPENSION FROM TRADING

ASX has determined that the Company is required to obtain the approval of its shareholders for the Transaction, and must re-comply with Chapters 1 and 2 of the Listing Rules. In addition to approving the Transaction, at the General Meeting the Company will also seek shareholder approval for the Public Offer.

In accordance with ASX's policy for entities undertaking re-compliance transactions, the Company's securities will be suspended from trading on ASX from the date of this announcement until the Company has complied with Chapters 1 and 2 of the Listing Rules in accordance with listing rule 11.1.3.

#### PUBLIC OFFER

To assist the Company to re-comply with Chapters 1 and 2 of the Listing Rules and to support the proposed exploration and development program following completion of the Transaction, the Company plans, subject to the approval of the Company's shareholders (**Shareholders**), to conduct a capital raising under a full form prospectus to raise up to \$2 million (**Public Offer Shares**) at an issue price per share to be determined (**Public Offer**).

A pro forma capital structure table is detailed below illustrating the potential capital structures at a defined range of share prices. The Company notes that the lowest price it can raise capital at under the Public Offer, subject to receipt of a waiver from ASX, is \$0.02 per Share. The Company intends to set the price of the Public Offer prior to despatching the notice of general meeting. The Company intends to consolidate its securities on a 1.1111-for-1 basis, which is a ratio that will be sufficient, based on the lowest price at which the Company's shares traded over the 20 trading days preceding the date of this announcement (\$0.018), to achieve a market value for its securities of \$0.02 each. The table below is on a post-consolidation basis.

Issue under Public Offer	Price Public Offer	Existing Shares (post consolidation basis)	%	Public Offer	%	Total Shares at completion	Options <sup>1, 2</sup>
<b>\$0.02</b>		210,842,020	67.8	100,000,000	32.2	310,842,020	9,990,100
<b>\$0.024</b>		210,842,020	71.7	83,333,333	28.3	294,175,353	9,990,100
<b>\$0.026</b>		210,842,020	73.3	76,923,077	26.7	287,765,097	9,990,100
<b>\$0.028</b>		210,842,020	74.7	71,428,571	25.3	282,270,591	9,990,100
<b>\$0.03</b>		210,842,020	76.0	66,666,667	24.0	277,508,686	9,990,100

**Notes:**

1. Unquoted options with various exercise prices ranging from \$0.019 to \$0.113 and expiry dates between 29/11/20 and 10/12/2022 (on a post-consolidation basis).
2. The Company is finalising details of an employee incentive scheme and issues under that scheme to Directors and employees. Further details, once settled, will be in the notice of meeting.

The Company has engaged Grange Consulting Group Pty Ltd to provide corporate advisory services to the Company for a fee of \$7,500 per month and otherwise on terms considered standard for agreements of this nature.

No other fees are payable by the Company to any person for finding, arranging or facilitating the Transaction.

**KEY ACQUISITION TERMS**

Pursuant to the Agreement, WCM may acquire up to an 80% interest (**JV Interest**) in the Project from the VXR Parties via an earn-in arrangement and enter into an unincorporated joint venture with the VXR Parties in relation to the Project.

A summary of the key terms of the Agreement is set out below. Other than the warranties noted below, the Agreement also contains warranties granted by and to the Company and WCM, among other terms which are considered standard for agreements of this nature.

**1. Consideration**

Within two business days of execution of the Agreement, WCM will pay VXR a non-refundable deposit of \$150,000 (**Deposit**). WCM must also pay VXR:

- (**Payment 1**) subject to WCM having earned the 40% Interest (defined below), \$1 million on the second anniversary of the date of satisfaction of certain conditions precedent as set out below (**Effective Date**);
- (**Payment 2**) \$1 million on the third anniversary of the Effective Date; and
- (**Payment 3**) \$1 million on the fourth anniversary of the Effective Date,  
(together, the **Deferred Consideration**).

## 2. **Earnin obligations**

WCM will spend up to \$1,500,000 on exploration and project development programmes including drilling, metallurgical programmes, feasibility studies and associated activities, early development works on the Project and compliance with the EPN (**Earn-in Expenditure**) over a maximum period of 15 months from the Effective Date (**Earn-in Period**) to earn the following interests in the Project:

- (a) \$1,000,000 of Earn-in Expenditure within the first 6 months of the Earn-in Period (**Initial Earn-in Period**) to earn a 40% interest in the Project (**40% Interest**), including up to \$800,000 of the Reimbursements (defined below); and
- (b) \$500,000 of Earn-in Expenditure by the completion of the Earn-in Period to earn up to the JV Interest (subject to the clawback below), including up to \$200,000 of the Reimbursements.

## 3. **Additional expenditure**

In addition to the Earn-in Expenditure, once the 40% Interest has been earned, WCM has agreed to spend at least a further \$2,500,000 on exploration and project development programmes including drilling, metallurgical programmes, feasibility studies and associated activities, early development works on the Project and compliance with the EPN (**Additional Expenditure**) by the date that is 4 years after the commencement of the joint venture (**Additional Expenditure Period**), unless a decision to mine is made before that date. This amount includes any portion of the Reimbursements not paid during the Earn-in Period.

## 4. **Reimbursements**

WCM will reimburse all costs reasonably incurred by the VXR Parties in respect of the tenements and related assets of the Project during the period from execution of the Agreement up until the Effective Date (**Reimbursements**). WCM is to pay the Reimbursements within 15 business days of provision by VXR of an invoice for the Reimbursements. As noted above, the Reimbursements are deemed to be part of the Earn-in Expenditure.

## 5. **Clawback**

If WCM fails to:

- (a) make the Deferred Consideration payments;
- (b) incur the Earn-in Expenditure of \$500,000; or
- (c) incur the Additional Expenditure,

then, subject to any Listing Rules that may apply at the time and any relevant determination made by ASX, WCM grants the VXR Parties the right to, at their election:

- (a) sell their remaining interest in the joint venture to WCM for \$1; or
- (b) acquire from WCM a further percentage interest in the joint venture equal to 3.3% joint venture interest for each \$1,000,000 not paid or incurred (in whole or part).

## 6. **Joint venture terms**

- (a) During the Earn-in Period, and in the event a joint venture is formed, the Company will act as manager of the Project.

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- (b) After completion of the Earn-in Period, provided WCM holds a 70% joint venture interest, WCM will sole fund all joint venture expenditure until a decision to mine is made. If WCM holds less than 70%, then the joint venture participants are to fund joint venture expenditure in proportion to their respective joint venture interests from time to time.
  - (c) After a decision to mine is made, the joint venture participants are to fund joint venture expenditure in proportion to their respective joint venture interests from time to time.
  - (d) The development of and conduct of mining operations on any deposit of minerals discovered by joint venture operations can only be undertaken after completion of a feasibility study. Following completion of a feasibility study and a decision to mine being made, each of WCM and the VXR Parties is liable to contribute to joint venture funding in accordance with their respective joint venture interests.
  - (e) If, at the date a decision to mine is made, WCM has a 70% interest in the joint venture, the VXR Parties may elect to have their proportion of joint venture expenditure funded by way of a loan from WCM, which loan will be repaid to WCM out of revenue from joint venture operations accruing to the VXR Parties.

## 7. Additional terms

Pursuant to a share sale agreement between VentureX, Aeris Resources Limited (formerly known as Straits Resources Limited) (**Aeris**) and VXP dated 29 October 2009 (**Aeris Share Sale Agreement**), VentureX agreed to purchase 100% of the issued share capital in VXP from Aeris.

Under the Aeris Share Sale Agreement (as varied), VentureX agreed:

- (i) to pay Aeris \$3,500,000; or
- (ii) issue Aeris \$3,000,000 worth of VentureX fully paid ordinary shares (calculated using a 30 day volume weighed average trading price),

(the **Aeris Deferred Consideration**).

In accordance with the terms of the Agreement, if WCM holds a joint venture interest of 70% or more, WCM is solely responsible for the Aeris Deferred Consideration. If WCM holds a joint venture interest of less than 70%, the Aeris Deferred Consideration is to be paid by the joint venture participants in proportion to their respective joint venture interests.

Further, under the Aeris Share Sale Agreement, as varied, VentureX agreed to pay to Aeris \$30 per tonne of copper metal added to heap leach dumps on M47/236 and M47/237 after 1 March 2016. In accordance with the terms of the Agreement, the obligation to pay that royalty is in proportion to the interests of the joint venture participants.

## 8. Conditions precedent

The grant of the earn-in rights to WCM under the Agreement is subject to a number of conditions precedent, being:

- (a) **Company shareholder approval:** the Company must obtain all necessary approvals under the Listing Rules to the transactions contemplated in the Agreement and in order for the Company to re-comply with Chapters 1 and 2 of the Listing Rules;
- (b) **Re-compliance:** the ASX providing a conditional reinstatement letter advising the conditions that ASX requires the Company to meet to allow ASX to reinstate the Company's ordinary shares to quotation (**Reinstatement Conditions Letter**);

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- (c) **Notice:** the Company must provide written notice to VXR stating that it is able to satisfy the conditions in the Reinstatement Conditions Letter and that it has no reason to believe that ASX will not reinstate ARM's ordinary shares to quotation upon provision of the information and documents set out in the Reinstatement Conditions Letter;
  - (d) **Transfer approvals:** the grant of all necessary transfer approvals; and
  - (e) **Deed of Termination:** the execution of a deed of termination by PPM Global Pty Ltd, Blackrock Metals Pty Ltd and VXP in respect of a site management contract.

## 9. Termination

If the conditions precedent referred to in paragraph 8 above are not satisfied (or waived) by 30 September 2020 or such other date agreed by the parties (as set out below), then either WCM or the VXR Parties may terminate the Agreement. WCM may extend the period for satisfaction (or waiver) of the conditions precedent for an additional period of two months to 30 November 2020 by giving notice to the VXR Parties and paying an extension fee of \$250,000 to VXR.

In addition to other termination and default provisions which are considered standard for agreements of this nature, the Agreement may be terminated:

- (a) if the VXR Parties fail to complete the outstanding remediation works to be completed by the VXR Parties to address the EPN;
- (b) if WCM fails to earn the 40% Interest and is deemed to have withdrawn from the Agreement; or
- (c) if WCM elects to withdraw during the Initial Earn-in Period.

## 10. Warranties

The VXR Parties provide industry standard warranties for a document of the nature of the Earnin and Joint Venture Agreement. The warranties provided by the VXR Parties are subject to the existence of third party agreements, the EPN and the contamination issues relating to the Project (**Contamination**).

The following non-standard warranties in favour of the Company are noted:

- (a) other than in respect of the EPN and the Contamination, the VXR Parties have complied with, and continue to comply with, all applicable environmental laws and approvals in relation to the Whim Creek Tenements and the Project;
- (b) other than in respect of the EPN and the Contamination, there are no circumstances that may prevent or materially interfere with, obstruct, delay or hinder the operator of the Project:
  - (i) applying for any environmental approvals;
  - (ii) complying with all applicable environmental laws and approvals;
- (c) other than in respect of the EPN and the Contamination, none of the VXR Parties have received any notice or other communication, that any of the VXR Parties are or may be in breach of any environmental laws or approvals or that any environmental approval may be subject to termination, modification, suspension or revocation as a result of any act or omission by a VXR Party or VXR; and

- (d) other than in respect of the EPN and the Contamination, there are no known actual or potential claims pending or threatened against the VXR Parties or any of them in respect of the Tenements or the Project regarding matters involving the environment or contamination.

**11. Reciprocal parent company guarantees**

Each of VXR (as parent of the VXR Parties) and the Company (as parent of WCM) irrevocably and unconditionally guarantees in favour of WCM or the VXR Parties, as applicable, performance of all obligations and the payment of all liabilities of WCM or the VXR Parties, as applicable, under the Agreement and must perform the relevant obligations or pay the relevant liability if a VXR Party or WCM, as applicable, fails to do so on a due date.

**12. Marketing Agreement Terms Sheet**

WCM and the other parties to the Agreement will also enter into a marketing agreement terms sheet with the Company or another wholly owned subsidiary of the Company (MarketingCo) (**Marketing Terms Sheet**).

On and from the commencement of the joint venture under the Agreement, each of the VXR Parties and WCM will appoint MarketingCo as its sole and exclusive agent to market and sell its joint venture interest share of all product from joint venture operations throughout the world and for the period commencing on the commencement of the joint venture under the Agreement and, unless terminated earlier, ending on the earlier of the date of termination of the joint venture under the Agreement and the date on which WCM no longer holds a joint venture interest of at least 50% (**Term**).

Neither WCM nor the VXR Parties will sell product from joint venture operations other than through MarketingCo during the Term.

Within 3 months after the commencement of the joint venture under the Agreement, VentureX (on behalf of each of WCM and the VXR Parties) and MarketingCo will meet and use their best endeavours to negotiate and finalise a definitive and formal agreement between WCM, the VXR Parties and MarketingCo for the provision of marketing and sales services consistent with the terms of the Marketing Terms Sheet (**Marketing Agreement**).

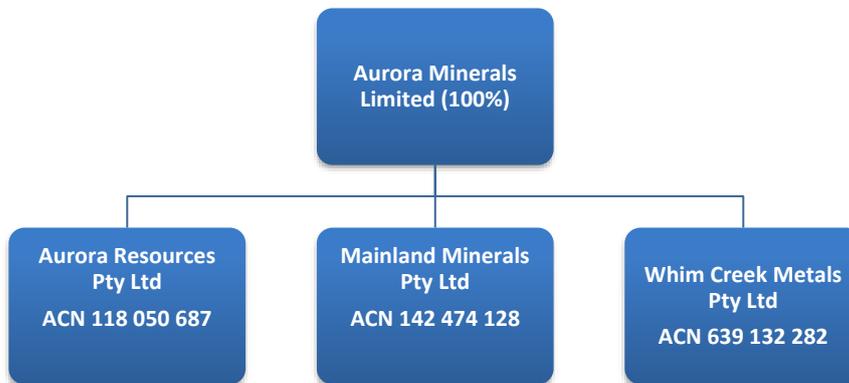
Unless and until the parties agree and execute the Marketing Agreement, the Marketing Terms Sheet is legally binding on the parties.

MarketingCo will provide industry standard marketing services for the purposes of marketing product from joint venture operations. WCM and the VXR Parties will pay MarketingCo a fee of between 1% and 3.5% (to be agreed) of revenue derived from the sale of product from joint venture operations.

WCM and the VXR Parties may request an audit be conducted by its nominated external auditor no more than once in each calendar year.

## CORPORATE STRUCTURE

The diagram below summarises the current corporate structure of the Company. This diagram reflects the recent incorporation of Whim Creek Metals Pty Ltd, a special purpose vehicle incorporated for the purposes of assuming the role of joint venture partner pursuant to the Agreement.



## INDICATIVE TIMETABLE

The indicative timetable for the matters contemplated by the Transaction is set out below.

Event	Indicative timing
<b>Despatch Notice of General Meeting</b>	19 August 2020
<b>Lodgement of Prospectus</b>	19 August 2020
<b>Prospectus offers open</b>	26 August 2020
<b>General Meeting held to approve the Transaction</b> <b>ASX notified whether Shareholders' approval has been granted for the Transaction resolutions</b>	18 September 2020
<b>Prospectus offers close</b>	21 September 2020
<b>Completion</b>	Late-September 2020
<b>Issue date</b>	Late-September / Early October 2020
<b>Commencement of trading of Shares on ASX (subject to the Company re-complying with Chapters 1 and 2 of the Listing Rules and subject to ASX agreeing to reinstate the Shares to quotation)</b>	Late-September / Early October 2020

**Note:** The above dates are indicative only and may change without notice. The Company reserves the right to extend the Closing Date or close the Offer early without prior notice. The above stated date for completion of the Transaction is only a good faith estimate by the Directors and may have to be extended.

## USE OF FUNDS

The Company intends to use the funds raised under the Public Offer, together with the Company's estimated existing cash reserves post-Transaction as follows:

Allocation of funds	(\$)	%
<b>Feasibility Studies</b>	1,500,000	21
<b>Site Management</b>	955,000	14
<b>Site Improvements and Environmental</b>	2,218,000	31
<b>Exploration, Heritage and Tenure</b>	548,000	8
<b>Stamp and Transaction Costs</b>	520,000	7.4
<b>Corporate</b>	1,170,000	17
<b>Deposit</b>	150,000	2
<b>TOTAL</b>	<b>7,061,000</b>	<b>100</b>

The above table is a statement of current intentions as at the date of this announcement. Shareholders should note that, as with any budget, the allocation of funds set out in the above table may change depending on a number of factors, including the outcome of operational and development activities, regulatory developments and market and general economic conditions. In light of this, the Board reserves the right to alter the way the funds are applied.

## KEY RISKS

The following key risks regarding the Transaction have been identified as at the date of this announcement however the Company's understanding of these risks may change, or new risks be identified, as part of the ongoing due diligence process (with the completion of due diligence to the satisfaction of the Company being a condition precedent to the Transaction).

### 1. Re-Quotation of Shares on ASX

The Transaction constitutes a significant change in the nature and scale of the Company's activities and the Company needs to re-comply with Chapters 1 and 2 of the Listing Rules as if it were seeking admission to the Official List of ASX.

There is a risk that the Company may not be able to meet the requirements of the ASX for re-quotation of its Shares on the ASX. Should this occur, the Shares will likely remain suspended and not be able to be traded on the ASX until such time as those requirements can be met, if at all. Shareholders may be prevented from trading their Shares should the Company be suspended until such time as it does re-comply with the Listing Rules.

### 2. Completion, counterparty and contractual risk

The Company has agreed to acquire the JV Interest which is subject to the fulfilment of certain conditions precedent. There is a risk that the conditions precedent for completion of the Transaction will not be fulfilled and, in turn, that completion of the Transaction will not occur.

The ability of the Company to achieve its stated objectives will depend on the performance by VXR of its obligations under the Agreement or separate agreement (as applicable). If VXR or any other counterparty defaults in the performance of its obligations, it may be necessary for the Company to approach a court to seek a legal remedy, which can be costly and without any certainty of a favourable outcome.

### 3. Whim Creek Environmental Protection Notice

The Project is subject to environmental protection notice DWERDG801/19 Amendment 1 dated 15 May 2020 (**EPN**) issued to VXP in its capacity as owner (part only) and occupier and Blackrock in its capacity as occupier of the Project.

The EPN applies to freehold lot 71 on deposited plan 251827, Certificate of Title Volume 1031 Folio 75, being the property at Lot 71 North West Coastal Highway, Whim Creek (**Lot 71**), E47/3495, M47/236, M47/237, M47/238 and M47/443 (**Affected Tenements**), which together form the Whim Creek and Mons Cupri deposits of the Project. The EPN does not apply to the Salt Creek (M47/323, M47/324) or Evelyn deposits (M47/1455), or to L47/36, E47/2481 or E74/651.

The EPN requires a number of steps to be taken by VXP and Blackrock before it will be withdrawn. While the EPN remains in place, VXP and Blackrock must, in relation to the Affected Tenements:

- (a) not undertake any activities involving or related to Vat or In Situ Leaching of Metals, including the extraction of metal from ore by the addition of a chemical solution;
- (b) cease or cause to cease all active discharges to the Project's environmental pond; and
- (c) ensure that the capacity of the Project's high-density polyethylene (HDPE) lined heap leach infrastructure is sufficient to retain a 1 in 5 year 72 hour rainfall event without discharge to the environmental pond.

Compliance with the EPN is likely to require significant expenditure and ongoing risk of further regulatory action. The Company has allocated \$2,218,000 (31%) of the funds to be raised under the Public Offer, together with the Company's estimated existing cash reserves post-Transaction, towards site improvements and environmental costs, including costs associated with ongoing compliance with the EPN. If the requirements of the EPN cannot be achieved to the satisfaction of the CEO of DWER, this may delay or prevent recommencement of processing and heap leaching of copper bearing ore on the Affected Tenements, in addition to penalties and actions further detailed below.

On 29 April 2020, DWER notified VXP that it considered VXP to be in non-compliance with requirement 12 of the EPN (which required VXP to remove, by 19 April 2020, all solid precipitate matter or liquid solution, to at least the compacted clay layer, from the Project's environmental pond, unless there was a once in five year rainfall event that generated overflow into the pond in which case the period was extended to 30 October 2020). The Company understands that satisfying requirement 12 of the EPN was hindered by Cyclone Damien in February 2020, but that this was not classified as a once in five year rainfall event, and that the works required are scheduled to be completed as soon as possible. (subject to further weather events or other exceptional circumstances). DWER has advised VXP that VXP must continue to meet the objectives of requirement 12 irrespective of the non-compliance. VXP is required to provide fortnightly progress reports to DWER regarding steps taken towards meeting these objectives. The Company understands that VXP has provided the required fortnightly updates to DWER to date and is continuing to implement the necessary steps to meet the objectives of requirement 12 of the EPN. The Company is not aware of any action in relation to the non-compliance.

Non-compliance with a requirement under an EPN is an offence under the *Environmental Protection Act 1986* (WA) (**EP Act**). Non-compliance can also give rise to other action by the Minister for the

Environment or the CEO that has the potential to significantly impact the Project, including (among other things):

- (a) requirements to stop carrying on any activities and close down the whole or part of the Project and take specified steps to deal with conditions seriously detrimental to the environment or dangerous to human life or health (**Stop Orders**);
- (b) requirements to take action to prevent the discharge of waste, pollution or serious or material environmental harm (**Prevention Notice**); and
- (c) intervention by the Minister and/or CEO to take the actions required by Stop Orders or a Prevention Notice, with the cost of such actions recoverable as a debt owing to the Crown.

Substantial penalties may be imposed under the EP Act for breach of an EPN or other offences that may flow from a breach of an EPN, including:

- (a) a maximum fine of up to \$1,000,000 plus daily penalties of up to \$200,000 for a body corporate convicted of causing serious environmental harm with intent or criminal negligence; and
- (b) a maximum fine of up to \$500,000 or 5 years imprisonment or both plus daily penalties of up to \$100,000 for individuals (including company directors and managers) convicted of causing serious environmental harm with intent or criminal negligence.

The Company understands that, with the exception of non-compliance with requirement 12 noted above (which is as to the missing of a date deadline for certain works which continue to be undertaken), VXR is continuing to comply with the requirements of the EPN, and the Company is not aware of any action by the Minister or the CEO in relation to the EPN or related environmental matters.

While the EPN subsists, it binds each owner and occupier to whom it is given and, while it remains registered on the title of the land to which it relates, binds each successive owner or occupier of that land. Under the EP Act, an occupier of premises means a person who is in occupation or control of the premises, whether or not that person is the owner of those premises. To the extent that WCM assumes control (in whole or part) of the Affected Tenements, it will also assume statutory liability for compliance with the EPN.

#### 4. Contamination

Land within the area of M47/236, M47/237, M47/238, M47/443 and Lot 71 has been classified under the *Contaminated Sites Act 2003 (WA)* (**Contaminated Sites Act**) as possibly contaminated – investigation required (**CSA Land**). Memorial L225815 was registered against the title for Lot 71 on 8 February 2010 pursuant to the Contaminated Sites Act (**Memorial**).

DWER requires a number of steps to be taken in relation to further investigation of the potential contamination.

While the Company is not aware of any regulatory notices issued under the Contaminated Sites Act for the Project to date other than the Memorial and the EPN, DWER is empowered under the Contaminated Sites Act to require remediation and other actions in relation to contaminated sites, and may issue associated regulatory notices in the future.

A hierarchy of responsibility applies under the Contaminated Sites Act for remediation of contaminated land and waters. A general principle of “polluter pays” applies, but DWER has powers to require subsequent owners and occupiers of contaminated land to conduct remediation. Subsequent owners

or occupiers of land may also be responsible under the Contaminated Sites Act for remediation where contamination has migrated to third party land or waters.

The requirements of the EPN indicate that there is potential for ongoing pollution and emissions on and from the Affected Tenements until such time as the measures in the EPN have been met (in particular, remediation and upgrading of Project containment infrastructure).

Investigation of contamination at the Project site is ongoing, and levels of contamination may be determined to be more significant than current known levels.

Closure and rehabilitation costs for the Project may be substantial if remediation of historical contamination associated with the Project is required.

If WCM acquires an interest in the Project, WCM may assume joint and several statutory liability under the EP Act in respect of the contamination, including any potential penalties that may be imposed.

**5. Prosecution risk**

The Company is aware of potential historical breaches of the EPN and the EP Act by VXP and/or Blackrock that may be subject to future regulatory action. While the Company understands that no such action has been or appears likely to be commenced at this time, there is no time limitation on prosecution for some offences under the EP Act, including breach of a requirement of an EPN.

**6. Environmental approvals for Project**

Approvals are required under State and Federal environmental legislation to authorise environmental impacts associated with exploration and mining activities. There are no current operating approvals in place for the Project. An environmental licence will be required under Part V of the EP Act before the Company is able to use existing infrastructure for processing (category 5) and heap leaching (category 7) of copper bearing ore on the Affected Tenements. Other approvals may also be required for new or changed activities, depending on the nature of the activity and the potential associated environmental impacts.

In light of the EPN, the status of the CSA Land as potentially contaminated, and potential historical breaches of the EP Act associated with the Project, there is an increased risk of delay in obtaining necessary Project approvals, or that approvals will not be granted or will be granted subject to onerous conditions.

**7. Earnin risk**

WCM is entitled to earn up to an 80% interest in the Project pursuant to the Agreement. On this basis, neither the Company nor WCM is the registered owner of the Whim Creek Tenements and therefore the Company's ability to achieve its objectives in respect of the Whim Creek Tenements is dependent upon it and the registered holders of the Whim Creek Tenements complying with their respective obligations under the Agreement giving rise to the WCM's interest, and on the registered holders complying with the respective terms and conditions of the Whim Creek Tenements and any other applicable legislation. Any failure to comply with these obligations may result in WCM (and therefore, the Company) losing its interest in the relevant Whim Creek Tenements, which may have a material adverse effect on the Company's operations and the performance and value of the Company's Shares.

The Company currently has no reason to believe that the VXR Parties, the registered owners of the Whim Creek Tenements, will not meet and satisfy their respective obligations under the Agreement, the tenement conditions and other applicable legislation.

8. **Joint venture risk**

Upon a joint venture being formed between WCM and the VXR Parties pursuant to the Agreement, there is a risk that the Company's joint venture partners may default in their joint venture obligations or not act in the interests of the joint venture. This may have an adverse effect on the interests and prospects of the Company.

9. **Crown Land Concurrent Interest and Access Risk**

Mining tenements granted under the *Mining Act 1978* (WA) (**Mining Act**) are capable of co-existing with pastoral/historical leases, Crown reserves, Crown land, public infrastructure and rights granted under other State and Federal legislation.

A number of the Whim Creek Tenements and other tenements held by the Company and its subsidiaries (being E47/651 and application for E47/4281) (**Tenements**) overlap certain C-class Crown reserves and pastoral or historical leases. There is a risk these overlaps with C-class reserves may restrict the Company's capacity to undertake mining operations on the affected Tenements or affect the Company's access to surrounding Tenements.

A number of the Tenements overlap certain pastoral or historical leases.

The Mining Act:

- (a) prohibits the carrying out of mining activities on or near certain improvements and other features (such as livestock and crops) on Crown land (which includes pastoral, historical and general leases) without the consent of the lessee;
- (b) imposes certain restrictions on a mining tenement holder passing through Crown land, including requiring that all necessary steps are taken to notify the occupier of any intention to pass over the Crown land and that all necessary steps are taken to prevent damage to improvements and livestock; and
- (c) provides that the holder of a mining tenement must pay compensation to an occupier of Crown land (i.e. the lessee) in certain circumstances, in particular to make good any damage to improvements, and for any loss suffered by the occupier from that damage or for any substantial loss of earnings suffered by the occupier as a result of, or arising from, any exploration or mining activities, including the passing and re-passing over any land.

The Company is not aware of any compensation agreements with the lease holders.

10. **Private land risks**

We note that, in addition to M47/236, M47/443, E47/3495 and E74/651 are each affected by private land holdings.

In accordance with the Mining Act, a mining tenement may be granted over "private land", but any such mining tenement cannot give the tenement holder rights to the surface, or to within a depth of 30 metres of the lowest part of the natural surface, unless the land owner and occupier's written consent is obtained.

If the holder of a mining tenement does hold surface rights, the holder is not permitted to commence any mining on the natural surface or within a depth of 30 metres from the lowest part of the natural surface of any private land unless and until the tenement holder has:

- For personal use only
- (a) paid or tendered to the owner and the occupier the amount of compensation, if any, that is required to be paid in accordance with the Mining Act; or
  - (b) made an agreement with the owner and occupier as to the amount, times and mode of the compensation, if any.

The Company has not undertaken any searches of the private land underlying M47/236, E47/3495 and E74/651 and the Company is not aware of any agreements in place with the private land owners and occupiers of that private land.

Failure to obtain the necessary consent and/or agree compensation with the relevant owners and occupiers in respect of the private land holdings in respect of M47/236, E47/3495 and E74/651, will prevent the Company from being granted rights to, or carrying out any activities on or within 30 metres from the surface of the private land areas. Depending on the areas affected this may have a material adverse impact on the Company's proposed operations on the relevant areas.

M47/443 overlies Lot 71 which is owned by VXP. Lot 71 forms part of the Project and, if the Company acquires an interest in the Project under the terms of the Agreement, the Company will earn an interest in Lot 71. On that basis, if the earnin under the Agreement occurs, the Company will have the rights to undertake mining operations on M47/443.

#### 11. Grant Invalidation Risk – M47/1455

The decision in *Forrest & Forrest Pty Ltd v Wilson* (2017) 346 ALR 833 (**Forrest & Forrest**) determined that tenement applications made and granted after 10 February 2006 which failed to strictly comply with section 74(1)(ca)(ii) of the Mining Act could be declared to be invalid.

M47/1455 was applied for and granted after 10 February 2006 and accordingly, in the event that there was any non-compliance with section 74(1)(ca)(ii) of the Mining Act in the application process, it could be affected by the decision of *Forrest & Forrest*, and grant invalidated as a result.

The Company has not undertaken any investigations to confirm that the application for M47/1455 complied with the relevant provisions of the Mining Act.

The Company notes, however, that on 28 November 2018, the *Mining Amendment (Procedures and Validation) Bill 2018 (WA) (Bill)* was introduced into the WA Legislative Assembly and read a second time by the Minister for Mines and Petroleum. The Bill seeks to restore the status quo that existed prior to the *Forrest & Forrest* decision by confirming the validity of all previously granted mining tenements, which would also include M47/1455. The Bill subsequently lapsed on 28 November 2019, however it is intended to be reintroduced in 2020. The proposed reintroduced bill will be substantially similar to the Bill with some minor amendments. As at the date of this Announcement, the Bill has not been passed into law.

Accordingly, there is a risk that, in the event that the relevant provisions of the Mining Act were not complied with in the marking out of M47/1455 or the Bill is not passed into law, the decision in *Forrest & Forrest* could invalidate its grant, and render it liable to termination via a third party action. This could result in Jutt losing its tenure to M47/1455 and the Company losing any interest to M47/1455 arising under the Agreement.

#### 12. Exploration and development risks

Mineral exploration and development are high-risk undertakings. There can be no assurance that exploration and development of acquired projects or any other exploration properties that may be acquired in the future will result in the discovery of an economic resource. Even if an apparently viable resource is identified, there is no guarantee that it can be economically exploited.

The future activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents, native title process, changing government regulations and many other factors beyond the control of the Company.

The success of the Company will also depend upon the Company having access to sufficient development capital, being able to maintain title to its projects and obtaining all required approvals for its activities. In the event that and development programs are unsuccessful this could lead to a diminution in the value of its projects, a reduction in the cash reserves of the Company and possible relinquishment of part or all of its projects.

### **13. Operating and project risks**

The business of mineral exploration and mining involves risks and hazards. For example, in an exploration context no assurance can be given that ore bodies will be detected with preferred or desirable tonnages or grades. High risk and substantial expense can be incurred without the requisite or expected degree of reward.

Even if commercial quantities of ore are discovered, unforeseen risks can arise in the development and production phase including mining or processing issues, environmental hazards, industrial and environmental accidents, industrial disputes and unexpected shortages or increases in the costs of consumables, labour forced disruption, the unavailability of materials and plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, unusual or unexpected geological formation, pit failures, changes in the regulatory environment, land claims, legal challenges associated with Native Title claimants, and weather conditions. Such occurrences could result in damage to, or destruction of, mineral properties or production facilities, personal injury or death, environmental damage, delays in mining, monetary losses and possible legal liability.

### **14. Future capital requirements**

The Company's future activities will require substantial expenditure. There can be no guarantees that the funds raised through the Public Offer, together with existing cash reserves, will be sufficient to successfully achieve all the objectives of the Company's overall business strategy. If the Company is unable to use debt or equity to fund its strategy after the substantial exhaustion of the net proceeds of the Public Offer and existing cash reserves, there can be no assurances that the Company will have sufficient capital resources for that purpose, or other purposes, or that it will be able to obtain additional funding on terms acceptable to the Company or at all. Any additional equity financing may be dilutive to Shareholders and any debt financing if available may involve restrictive covenants, which may limit the Company's operations and business strategy.

The Company's failure to raise capital if and when needed could delay or suspend the Company's business strategy and could have a material adverse effect on the Company's activities.

### **15. Key personnel risks**

The Company's success depends, to a significant extent, upon its key management personnel, as well as other management and technical personnel including sub-contractors. Although the Company enters into employment and incentive arrangements with its personnel to secure their services, it cannot guarantee the retention of their services.

There can be no assurance given that there will be no detrimental impact on the Company if one or more of these people cease their engagement. The Company's inability to recruit additional appropriate skilled and qualified personnel to replace these key personnel could have an adverse effect on the Company and the ability of the Company to carry out its stated strategy. There can be no guarantee that personnel with the appropriate skills will be available within the Company's required timeframes.

**16. Budget risk**

Exploration costs and costs to undertake metallurgical test work and feasibility studies of any projects or interests acquired by the Company are based on certain assumptions. By their nature, these estimates and assumptions are subject to uncertainties and, accordingly, the actual costs may materially differ from estimates and assumptions.

**17. Commodity price volatility and exchange rates risks**

The Company's interests (including any acquired projects or interests) extend to a variety of commodities. In the event that the Company, or an entity in which the Company holds a substantial interest, achieves exploration or development success in relation to any projects (or interests which may be acquired), the revenue it will derive through the sale of commodities exposes the potential income of the Company to commodity price and exchange rate risks.

Commodity prices fluctuate and are affected by many factors beyond the control of the Company. Such factors include supply and demand fluctuations for commodities, technological advancements, forward selling activities and other macro-economic factors. Furthermore, international prices of various commodities and some services are denominated in United States dollars, whereas the income and expenditure of the Company are and will be taken into account in Australian currency. This exposes the Company to the fluctuations and volatility of the rates of exchange between the United States dollar and the Australian dollar, as determined by international markets.

**18. Tenement title**

As at the date of this announcement, the Company either holds, or is entitled to earn an interest in the, Tenements. The Company's title to tenements held and tenements which may be acquired will generally require the Company to continue to satisfy its expenditure or work commitments. This cannot be guaranteed.

Interests in tenements in Australia are governed by federal and state legislation and are evidenced by the granting of licences. Each licence is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance, such as satisfaction of statutory payments (including land taxes and statutory duties) and compliance with work programmes and public health and safety laws. 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 as and when they arise.

Further, mining and exploration tenements, once granted, are subject to periodic renewal. There is no guarantee that current or future tenement renewals will be approved. Renewal of the term of a granted tenement is at the discretion of the relevant government authority and may include additional or varied expenditure or work commitments or compulsory relinquishment of the areas comprising the Company's projects. The imposition of new conditions or the inability to meet those conditions may adversely affect the operations, financial position and/or performance of the Company.

Any tenements acquired by the Company may be relinquished either in total or in part even though a viable mineral deposit may be present, in the event that:

- (a) exploration or production programmes yield negative results;
- (b) insufficient funding is available;
- (c) such a tenement is considered by the Company to not meet the risk/reward or other criteria of the Company;
- (d) its relative perceived prospectivity is less than that of other tenements in the Company's portfolio, which take a higher priority; or

- (e) a variety of other reasons.

As at the date of this announcement, the Company's wholly owned subsidiary Mainland Minerals Pty Ltd has applied for E47/4281 (the **Tenement Application**) and it is currently pending grant from the Minister for Mines. There is no guarantee that the Tenement Application will be granted.

The Tenement Application has been validly made and the Company is not aware of any further requirements for this application as required by the Minister for Mines. If the Tenement Application is not granted, the Company will acquire no interest in the tenement.

## 19. Native title

The Tenements held by, to be acquired by or granted to the Company are all located within areas that are covered by a Native Title determination, except for E74/651, which is covered by a registered Native Title claim.

E74/651 is subject to three active registered native title claims. These claims are three of six claims that together form the South West Native Title Settlement (**SW Settlement**) between the native title claimants and the State of Western Australia. E74/651 was granted by the State pursuant to Indigenous Land Use Agreements entered into between the State and the native title claimants (**ILUAs**). The registration of the ILUAs is currently subject to legal challenge before the High Court of Australia. If the legal challenge is successful and it is determined that the ILUAs were not validly registered under the *Native Title Act 1993* (Cth) (**Native Title Act**), the grant of E74/651 may be held not to have complied with the processes required under the Native Title Act, and may be subject to legal challenge.

The Native Title Act imposes procedural requirements that may affect the Company's ability to obtain access to certain of exploration areas or to obtain mining production titles in the future. Compliance with these processes may incur costs to the Company or result in delay. The degree to which this may impact on the Company's activities will depend on a number of factors, including the status of tenements acquired and their locations.

At this stage, the Company is not able to quantify the potential impact, if any, of such matters on its operations. The Company may need to enter into compensation and access agreements before gaining access to land.

## 20. Native Title compensation

Determined native title holders may seek compensation under the Native Title Act for the impacts of acts affecting native title rights and interests after the commencement of the *Racial Discrimination Act 1975* (Cth) on 31 October 1975.

The State of Western Australia has passed liability for compensation for the impact of the grant of mining tenements under the Mining Act onto mining tenement holders pursuant to section 125A of the Mining Act. Outstanding compensation liability will lie with the current holder of the Tenements at the time of any award of compensation pursuant to section 125A of the Mining Act or, in the event there is no holder at that time, the immediate past holder of the relevant Tenement(s).

Compensation liability may be determined by the Federal Court or settled by agreement with native title holders, including through ILUAs (which have statutory force) and common law agreements (which do not have statutory force). At this stage, the Company is not able to quantify any potential compensation payments, if any.

A Community Assistance Agreement between VXP and the Ngarluma People and Injibandi People provides that the compensation payable under that agreement in relation to M47/236, M47/237, M47/238 and M47/443 may be set off against any claim for compensation that the native title parties

may have directly or indirectly against VXP for any impairment, extinguishment or loss of use of native title rights and interests that may arise from or in relation to the Project.

In relation to M47/1455, before productive mining operations can occur, Jutt must negotiate in good faith with the Ngarluma Aboriginal Corporation RNTBC (**NAC**) to reach an agreement in respect of, among other things, compensation to NAC in respect of that productive mining activities. Failing agreement, the matter may be referred to an independent arbitrator. There is risk that the consent of NAC may not be able to be obtained, or may be obtained subject to onerous terms or pursuant to arbitration, the outcome of which is uncertain. The time taken to obtain consent or finalise arbitration may delay commencement of productive mining on M47/1455.

Compensation for the impact of the grant of E74/651 on any native title rights and interests will be settled by the State of Western Australia subject to the commencement of the SW Settlement (which assumes that the legal challenge to the registration of the SW Settlement ILUAs will not succeed).

At this stage, the Company is not able to quantify the potential impact, if any, of such matters on its operations. The Company may need to enter into compensation and access agreements before gaining access to land.

## 21. **Aboriginal heritage**

There are registered Aboriginal cultural heritage sites (**Aboriginal Sites**) located on E47/3495, M47/236, M47/237 and M47/238. There may be additional unregistered Aboriginal Sites located on the Tenements. All registered and unregistered Aboriginal Sites located in Western Australia are protected under the *Aboriginal Heritage Act 1972 (WA)* (**AHA**). Consent of the Minister for Aboriginal Affairs is required under section 18 of the AHA to excavate, destroy, damage, conceal or in any way alter an Aboriginal Site (**Section 18 Consent**). Section 18 Consents are personal to the owner of the relevant land and cannot be transferred.

The Company is aware of one Section 18 Consent issued for the Project. If the existing Section 18 Consent is insufficient to authorise future Project activities and/or further Section 18 Consent is required for the Project or for other future activities by the Company, there is risk of delay in obtaining Section 18 Consent, or that Section 18 Consent will not be granted or will be granted subject to onerous conditions.

## 22. **Litigation and counterparty risks**

The Company is not currently involved in any litigation, however like any corporation operating in a commercial setting, the Company may be exposed to potential legal and other claims or disputes in the course of its business, including litigation from employees, regulators or other third parties. As with all litigation, there are risks involved. An adverse outcome in litigation or the cost of responding to potential or actual litigation may have a material adverse impact on the financial performance of the Company.

In addition, there is a risk of financial failure or default by a participant in any joint venture to which the Company may become a party, or the insolvency or managerial failure by any of the contractors or other suppliers used by the Company in any of its activities, or that any of those agreements are terminated in accordance with their terms. There is also a risk of legal or other disputes between the Company and co-venturers or contractors or others suppliers. Any of the above outcomes, particularly in respect of drilling services contracts, could result in an adverse effect on the Company's ability to explore its projects, as well as its operations, financial position and performance.

## 23. **Liquidity and volatility**

The Company is a small company in terms of market capitalisation. An investment in new Shares should be regarded as speculative. The Company also has a relatively small Shareholder base. As a consequence, there is a risk, particularly in times of share market turbulence or negative investor

sentiment, that there will not be a highly liquid market for Shares or that the price of Shares may decrease considerably. There may be relatively few buyers or sellers of securities on ASX at any given time and the market price may be highly volatile. This may result in Shareholders wishing to sell their Shares at such a time receiving a market price for their Shares that is considerably less than the price paid under the Public Offer.

The past performance of the Company is not necessarily an indication as to future performance of the Company as the trading price of Shares can go up or down.

Further, like all ASX listed entities, the Company's quoted securities may be subject to potential suspension from trading due to any actual or perceived failure to comply with the ASX Listing Rules. Under the ASX Listing Rules, the ASX has a wide discretion to suspend quotation of securities.

**24. Value of shareholdings in other ASX listed entities**

The Company holds interests in ASX listed entities Xantippe Resources Limited and Predictive Discovery Limited. To the extent that there is any turbulence or negative investor sentiment in these companies, this may impact the value of the Company's Shares.

**25. Resource and reserve estimates**

Resource and reserve estimates are expressions of judgements based on knowledge, experience and industry practice. Estimates that are valid when made may change significantly when new information becomes available through drilling, sampling and similar examinations.

In addition, resource and reserve estimates are necessarily imprecise and depend to some extent on geological interpretations, as well as various economic, commercial, technical, environmental and legal assumptions which may prove to be inaccurate.

Should the Company encounter mineralisation or formations different from those predicted, resource estimates may have to be adjusted and mining plans may have to be altered in a way which could adversely affect the Company's operations.

**26. Regulatory risks**

Changes in legislative and administrative regimes, taxation laws, interest rates, other legal and government policies in Australia may have an adverse effect on the assets, operations and ultimately the financial performance of the Company and the market price of Shares.

Exploration and prospective production are dependent upon the granting and maintenance of appropriate licences, permits and regulatory consents and authorisations, which may not be granted or may be withdrawn or be made subject to limitations at the discretion of government or regulatory authorities. Although the authorisations may be renewed following expiry or grant (as the case may be), there can be no assurance that such authorisations will be continued, renewed or granted, or as to the terms of renewals or grants. If the Company cannot obtain or retain the appropriate authorisations or there is a material delay in obtaining or renewing them or they are granted subject to onerous conditions, then the Company's ability to conduct its exploration or development operations may be adversely affected.

**27. Environment risk**

In addition to the specific risks discussed above in relation to the EPN and contamination, the Project and the Tenements (including E47/4281 and E74/651, which do not form part of the Project) and any additional project(s) or tenements acquired by the Company are or will be subject to the environmental laws and regulations of Australia and any other places the Company may conduct business. As with most mining and exploration projects, the Company's future operations and activities are expected to have an impact on the environment, particularly if advanced exploration or mine development

proceeds. The Company attempts to conduct its operations and activities to the highest standard of environmental obligation, including compliance with all environmental laws and regulations. However, non-compliance with or breach of any conditions attached to the Company's mining or environmental licences may lead to penalties and/or revocation of the licence, and significant liability could be imposed on the Company for damages, clean-up costs or penalties in the event of certain environmental damage. This would require the Company to incur significant costs and may result in an adverse impact on the Company's cash flows, financial position and performance.

Further, the Company is unable to predict the effect of additional environmental laws and regulations which may be adopted in the future, including whether any such laws or regulations would materially increase the Company's cost of doing business or affect its operations in any area. There can be no assurances that new environmental laws, regulations or stricter enforcement policies, once implemented, will not oblige the Company to incur significant expenses and undertake significant investments which could have a material adverse effect on the Company's operations, financial position and performance.

The Company intends to conduct its activities in an environmentally responsible manner and in accordance with all applicable laws, but may still be subject to accidents or other unforeseen events which may compromise its environmental performance and which may have adverse financial implications.

## **28. Insurance risks**

The Company will endeavour to maintain insurance within ranges of coverage in accordance with industry practice. However, in certain circumstances, the Company's insurance may not be of a nature or level to provide adequate cover. The occurrence of an event that is not covered or fully covered by insurance could have an adverse effect on the Company's operations and financial position and performance.

Insurance of risks associated with minerals exploration and development is not always available and, where available, the costs can be prohibitive. There is a risk that insurance premiums may increase to a level where the Company considers it is unreasonable or not in its interests to maintain insurance cover or not to a level of coverage that is in accordance with industry practice. The Company will use reasonable endeavours to insure against the risks it considers appropriate for the Company's needs and circumstances. However, no assurance can be given that the Company will be able to obtain such insurance coverage in the future at reasonable rates or that any coverage it arranges will be adequate and available to cover claims.

## **FINANCIAL INFORMATION**

An unaudited pro forma statement of financial position of the Company as at 31 December 2019 is set out in Schedule 1.

## **DETAILS OF VENDOR**

Pursuant to the Transaction, the Company will acquire up to an 80% interest in the Project. On completion of the Transaction, VXR will not hold any shares in the Company.

## **COMPANY NAME**

As at the date of this announcement, and subject to shareholder approval, the Company intends to change its name to "Anax Metals Limited".

## APPROPRIATE ENQUIRIES

The Company has undertaken appropriate enquiries into the Project to be satisfied that the Transaction is in the interests of the Company and its security holders, subject to it completing the various conditions precedent of the Earnin and JV Agreement to its satisfaction.

As part of its enquiries, the Company has commenced legal and financial due diligence in respect of the Project and at the date of this announcement has concluded 5 due diligence committee meetings.

## ISSUES IN THE PREVIOUS 6 MONTHS

The Company confirms that the Company has not issued any Securities in the 6 months preceding this announcement. The Company further confirms that, except as specifically detailed in this announcement, it does not intend to issue any further Securities prior to re-admission.

## LISTING RULE 11.1.2 AND ASX DISCRETION

Listing Rule 11.1.2 applies to the Transaction, which requires Shareholder approval. The Company will seek Shareholder approval at a meeting of Shareholders to be held in due course. If such Shareholder approval is not received, the Transaction will not progress.

In order to be reinstated to trading, the Company is required to re-comply with ASX's requirements for admission and quotation and therefore the Transaction may not proceed if those requirements are not met.

ASX has an absolute discretion in deciding whether or not to re-admit the entity to the official list and quote its securities and therefore the Transaction may not proceed if ASX exercises that discretion. Investors should take account of these uncertainties in deciding whether or not to buy the Company's securities.

ASX takes no responsibility for the contents of this announcement.

The Company confirms that this announcement has been authorised and approved by its Board.

The Company confirms that it is in compliance with Listing Rule 3.1.

## SHAREHOLDER APPROVALS

A notice of meeting seeking Shareholder approval for the resolutions required to give effect to the Transaction will be sent to Shareholders in due course. It is expected that the Company will convene a general meeting to be held in September 2020 to facilitate Shareholder approval for matters in respect of the Transaction. Those approvals will include:

- (a) the change in nature and scale of the Company's activities pursuant to Listing Rule 11.1.2;
- (b) a Public Offer to raise up to \$2,000,000 (before costs) at a share price to be determined;
- (c) a consolidation of the Company's existing share capital on a 1.1111-for-1 basis;
- (d) the change of the Company's name; and
- (e) adoption of an employee securities incentive scheme and issues to Directors under the scheme.

## ASX WAIVERS

Once the issue price for the Public Offer has been determined, the Company will apply to ASX for waivers from Listing Rules, including Listing Rule 2.1 (Condition 2), being a waiver to allow the issue price of the Public Offer Shares to be less than \$0.20 each, and Listing Rule 1.1 (Condition 12) to allow the exercise price of existing options on issue to be less than \$0.20.

The waivers referred to above are required in order for the Transaction to proceed.

## BOARD INTENTION IF THE TRANSACTION DOES NOT PROCEED

If the Shareholder approvals referred to above are not obtained or if the Transaction is otherwise not completed, the Company will continue to seek other potential acquisitions, whilst still undertaking exploration activities on its existing ground.

## LISTING RULE 5.8 DISCLOSURE

The following information is provided in accordance with Listing Rule 5.8.1.

Matter	Mons Cupri Deposit	Salt Creek Deposit
Geology and geological interpretation	<ul style="list-style-type: none"> <li>• The Mons Cupri deposit is hosted towards the upper part of the Cistern Formation and approximately 20m below the overlying Rushall Shale. The main resource broadly comprises a gently west dipping and tapering semi massive sulphide zone, 300m x 160m x 5-20m thick, overlying a steeply dipping conical shaped stringer sulphide zone, 350m x 150m x `30m thick. The global resource was divided into seven domains based on the mineralisation styles and metal ratios.               <ul style="list-style-type: none"> <li>○ Zinc Domain: The Zinc domain is located at the top of the deposit and is broadly a gently dipping zone of semi massive zinc and lead rich sulphides with a high silver content. (&gt;5% Zn &amp; 1% Pb, &lt;1% Cu).</li> <li>○ Copper – Zinc domain: This mixed zone is located immediately below the Zinc Domain. It comprises semi massive zinc lead sulphides as above with transgressive copper sulphide veins (&gt;1% Zn &amp; &gt;1% Cu).</li> <li>○ Copper Stringer Core Domain: This zone immediately below the Zinc Domain and the Copper Zinc Domain is dominated by generally steeply dipping stringer style copper sulphide mineralization with</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>• Salt Creek is a structurally modified VMS deposit. The deposit does not outcrop and the upper part is weathered to about 50m depth. The deposit has not been previously mined and remains open at depth.</li> <li>• The main massive sulphide lenses dip steeply south and plunge moderately to steeply east. The deposit is structurally overturned from its original position and is strongly elongated down plunge. The sulphide lenses are hosted in the upper parts of fine to medium grained bedded tuffaceous sediment with some massive sulphide lenses transgressing into the overlying shales and mudstones. The tuffaceous sandstone and siltstone show typical VMS zoned alteration of chlorite-pyrite and sericite which extends into the underlying rhyolitic volcanics. The alteration intensity shows a strong increase to the east and down plunge.</li> </ul>

Matter	Mons Cupri Deposit	Salt Creek Deposit
	<p>low zinc and lead content (&gt;1% Cu &amp; &lt;0.5%Zn).</p> <ul style="list-style-type: none"> <li>○ Copper Stringer Domain: Similar style to the Copper Stringer Core Domain above but is deeper with less chalcopyrite (0.5%-1% Cu, &gt;1% Zn).</li> <li>○ Zinc - Lead Stringer Domain: This forms the outer shell of the stringer sulphide zone forming a zone around the Copper Stringer Domains (Zn &amp; Pb ~0.5% &amp; Cu &gt;0.2%).</li> <li>○ Mixed Stringer Domain: Sub vertical shear controlled mixed copper-zinc and lead sulphide zones mostly below the main pit (Zn-Pb-Cu ~0.5%).</li> <li>○ North West Pit: Separate smaller VMS occurrence to the north west of the main Mons Cupri pit.</li> </ul>	
<p>Sampling and sub-sampling techniques</p>	<ul style="list-style-type: none"> <li>• The deposit was sampled with a combination of Reverse Circulation (RC) and diamond (DD) drill holes. The RC drill holes are sampled via standard adjustable cyclone and riffle splitter from the recovered sample. Diamond drill core is sampled using standard cut half core.</li> <li>• Standard RC drilling produced whole metre RC drill samples split at the rig using a cone splitter producing samples of approximately 3kgs. Diamond drilling completed to industry standard using predominantly NQ size core. Diamond core was cut on geologically determined intervals (0.25 to 1.5 metres).</li> <li>• Samples were weighed, dried, crushed and pulverised (total prep)</li> </ul>	<ul style="list-style-type: none"> <li>• The deposit is sampled with a combination of Reverse Circulation (RC) and diamond (DD) drill holes completed on 15-40 metre spacing across the deposit to a maximum vertical depth of depth of 475 metres. The RC drill holes were sampled via standard adjustable cyclone and riffle splitter from the recovered sample. Diamond drill core is sampled using standard cut half core.</li> <li>• Standard RC drilling since 2005 produced whole metre RC drill samples split at the rig using a cone splitter producing samples of approximately 3kgs. Previous diamond drilling completed to industry standard using predominantly NQ size core. Diamond core was orientated, aligned and cut on geologically</li> </ul>

Matter	Mons Cupri Deposit	Salt Creek Deposit
	<p>to produce a pulp sub-sample for analysis by four acid digests with an ICP/OES, ICP/MS or FA/AAS (Au) finish.</p> <ul style="list-style-type: none"> <li>• Diamond core was sawn with a diamond saw and half core samples (quarter core in metallurgical holes) taken for assay.</li> </ul>	<p>determined intervals (0.1 to 4metres).</p> <ul style="list-style-type: none"> <li>• Samples were weighed, dried, crushed and pulverised (total prep) to produce a pulp sub-sample for analysis by four acid digest with an ICP/OES, ICP/MS or FA/AAS (Au) finish.</li> <li>• Diamond core was sawn with a diamond saw and half core samples (quarter core in metallurgical holes) taken for assay.</li> </ul>
Drilling techniques	<ul style="list-style-type: none"> <li>• Mons Cupri has been sampled with a combination of Reverse Circulation (RC) and diamond (DD) drill holes. The RC drill holes were sampled via standard cyclone and riffle splitter. Diamond drilling accounts for ~53% of the drilling.</li> </ul>	<ul style="list-style-type: none"> <li>• The main drilling technique used at Salt Creek is diamond drilling. Core size drilled is mostly NQ with some HQ. RC drilling with a 5.5-inch face sampling hammer has also been used.</li> </ul>
The criteria used for classification, including drill and data spacing and distribution.	<ul style="list-style-type: none"> <li>• Mineral Resource classification into Inferred, Indicated and Measured categories is based on a combination of average weighted distance from sample points, sample density and geological interpretation confidence.</li> <li>• The nominal drill spacing is generally 20m x 20m varying due to previous imperial grid pattern and more recent metric grid.</li> <li>• The current spacing is adequate to assume geological and grade continuity of the mineralised domain.</li> <li>• No compositing has been applied to the exploration results.</li> </ul>	<ul style="list-style-type: none"> <li>• Mineral Resource classification into Inferred and Indicated categories is based on a combination of average weighted distance from sample points, sample density and geological interpretation confidence.</li> <li>• The nominal drill spacing is generally 30m x 40m.</li> <li>• The current spacing is adequate to assume geological and grade continuity of the mineralised domain.</li> <li>• No compositing has been applied to the exploration results.</li> </ul>
Sample analysis method	<ul style="list-style-type: none"> <li>• Diamond core was cut with a diamond saw and half core sample sent for laboratory analysis. Analysis was undertaken with a four acid digest with ICP/MS finish and 30g FA/AAS for precious metals.</li> </ul>	<ul style="list-style-type: none"> <li>• Diamond core was cut with a diamond saw and half core sample sent for laboratory analysis. Analysis was undertaken with a four acid digest with ICP/MS finish and 30g FA/AAS for precious metals.</li> </ul>

Matter	Mons Cupri Deposit	Salt Creek Deposit
Cut-off grade, including the basis for the selected cut-off grade	<ul style="list-style-type: none"> <li>For reporting exploration results, a nominal 0.25% copper and 2.0% zinc lower cut-off has been applied.</li> <li>Wireframes used a 0.8% Cu cut-off and 2% Zn cut-off for high-grade domains. Low-grade domains used a 0.2% Cu cut-off. Cut off grades were determined geostatistically.</li> <li>The Mineral Resource estimate is reported at 0.4% Cu or 2% Zn, this being an economic cut-off for a standalone open pit operation.</li> </ul>	<ul style="list-style-type: none"> <li>For reporting exploration results, a nominal 0.25% copper and 2.0% zinc lower cut-off has been applied.</li> <li>Cut off grades were determined statistically.</li> </ul>
Mining and metallurgical methods and parameters, and other material modifying factors considered to date	<ul style="list-style-type: none"> <li>No mining assumption made. Previous oxide area mined successfully by open cut methods which may be applicable to the resource reported.</li> <li>Metallurgical test demonstrate normal flotation method applicable to recovering principal economic minerals i.e. chalcopyrite and sphalerite.</li> </ul>	<ul style="list-style-type: none"> <li>The mineralisation depth and shape probably prevent open pit mining and would require underground mining.</li> <li>Flotation method of recovery producing separate copper, zinc and lead concentrates has been demonstrated in preliminary sighter metallurgical test work. It is assumed the resource reported will be amenable to this processing route.</li> </ul>

A report in relation to each of the criteria in section 1 (sampling techniques and data), section 2 (reporting of exploration results) and section 3 (estimation and reporting of mineral resources) of Table 1 of the JORC Code is set out in Schedule 2.

The information in this announcement that relates to Mineral Resources for Mons Cupri and Salt Creek is based on information compiled or reviewed by Mr David Milton of Mil Min Pty Ltd, a member of the Australasian Institute of Mining and Metallurgy. Mr Milton has sufficient experience relevant to the style of mineralisation, type of deposit under consideration and to the activity being undertaking to qualify as Competent Persons as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Milton consents to the inclusion in the report of the matters based on their information in the form and context in which it appears.

This announcement is approved for release by the Board.

For further information, please contact:

**Geoff Laing**

**Managing Director**

**08 6143 1840**

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**Schedule 1 - Unaudited Pro Forma Balance Sheet - as at 31 December 2019**

<b>Consolidated Statement of Financial Position</b>	<b>Reviewed 31-Dec-19 \$</b>	<b>Subsequent events \$</b>	<b>Pro-forma adjustments \$</b>	<b>Pro-forma after Offer \$</b>
<b>CURRENT ASSETS</b>				
Cash and cash equivalents	1,884,633	2,050,965	1,500,000	5,435,598
Trade and other receivable	89,634	-	-	89,634
Other current assets	12,998	-	-	12,998
Financial assets at fair value through profit or loss	891,155	1,488,262	-	2,379,417
<b>TOTAL CURRENT ASSETS</b>	<b>2,878,420</b>	<b>3,539,227</b>	<b>1,500,000</b>	<b>7,917,647</b>
<b>NON-CURRENT ASSETS</b>				
Plant and equipment	7,159	-	-	7,159
<b>TOTAL NON-CURRENT ASSETS</b>	<b>7,159</b>	<b>-</b>	<b>-</b>	<b>7,159</b>
<b>TOTAL ASSETS</b>	<b>2,885,579</b>	<b>3,539,227</b>	<b>1,500,000</b>	<b>7,924,806</b>
<b>CURRENT LIABILITIES</b>				
Trade and other payables	136,358	-	-	136,358
Employee benefits	59,918	-	-	59,918
<b>TOTAL CURRENT LIABILITIES</b>	<b>196,276</b>	<b>-</b>	<b>-</b>	<b>196,276</b>
<b>TOTAL LIABILITIES</b>	<b>196,276</b>	<b>-</b>	<b>-</b>	<b>196,276</b>
<b>NET ASSETS</b>	<b>2,689,303</b>	<b>3,539,227</b>	<b>1,500,000</b>	<b>7,728,530</b>
<b>EQUITY</b>				
Issued Capital	38,379,360	-	1,850,598	40,229,958
Reserves	5,572,326	-	-	5,572,326
Accumulated losses	(41,262,383)	3,539,227	(350,598)	(38,073,754)
<b>TOTAL EQUITY</b>	<b>2,689,303</b>	<b>3,539,227</b>	<b>1,500,000</b>	<b>7,728,530</b>

## **Subsequent Events**

Aurora has sold a portion of its listed shares post the period ended 31 December 2019. The shares sold had a value of \$324,603 at 31 December 2019 and were sold for \$2,050,965, the difference between the recorded value and the sale price has been recognised in the profit and loss; and

The remaining listed shares held by Aurora at 31 December 2019 have been revalued using the 20 Day Volume Weighted Average Price at 30 June 2020. This has resulted in an uplift in the fair value of the shares by \$1,812,865. This amount has been adjusted in the financial assets at fair value through profit and loss balance and the accumulated losses.

## **Proforma adjustments**

The issue of 100,000,000 shares at an offer price of \$0.02 each to raise \$2 million before costs pursuant to the Prospectus;

The total cash costs of the Offer are estimated to be \$350,000, with those costs directly attributable to the capital raising being \$149,402. These costs are offset against contributed equity. The remaining costs of the Offers of \$200,598, which are not directly attributable to the capital raising are expensed through retained earnings; and

The cash and cash equivalents balance has been adjusted by the non-refundable deposit payment of \$150,000 for the Earn-in and Joint Venture Agreement with VentureX. The \$150,000 has been expensed per Aurora's accounting policies on exploration expenditure.

Schedule 2 - JORC 2012 Table

Mons Cupri

Section 1 Sampling Techniques and Data

(Criteria in this section apply to all succeeding sections.)

Criteria	JORC Code Explanation	Commentary
<b>Sampling techniques</b>	<ul style="list-style-type: none"> <li>Nature and quality of sampling (e.g. cut channels, random chips, or specific specialised industry standard measurement tools appropriate to the minerals under investigation, such as down hole gamma sondes, or handheld XRF instruments, etc.). These examples should not be taken as limiting the broad meaning of sampling.</li> <li>Include reference to measures taken to ensure sample representivity and the appropriate calibration of any measurement tools or systems used.</li> <li>Aspects of the determination of mineralisation that are Material to the Public Report.</li> <li>In cases where 'industry standard' work has been done this would be relatively simple (e.g. 'reverse circulation drilling was used to obtain 1 m samples from which 3 kg was pulverised to produce a 30 g charge for fire assay'). In other cases more explanation may be required, such as where there is coarse gold that has inherent sampling problems. Unusual commodities or mineralisation types (e.g. submarine nodules) may warrant disclosure of detailed information.</li> </ul>	<ul style="list-style-type: none"> <li>The deposit was sampled with a combination of Reverse Circulation (RC) and diamond (DD) drill holes. The RC drill holes are sampled via standard adjustable cyclone and riffle splitter from the recovered sample. Diamond drill core is sampled using standard cut half core.</li> <li>Standard RC drilling produced whole metre RC drill samples split at the rig using a cone splitter producing samples of approximately 3kgs. Diamond drilling completed to industry standard using predominantly NQ size core. Diamond core was cut on geologically determined intervals (0.25 to 1.5 metres).</li> <li>were weighed, dried, crushed and pulverised (total prep) to produce a pulp sub-sample for analysis by four acid digests with an ICP/OES, ICP/MS or FA/AAS (Au) finish.</li> </ul>
<b>Drilling techniques</b>	<ul style="list-style-type: none"> <li>Drill type (e.g. core, reverse circulation, open-hole hammer, rotary air blast, auger, Bangka, sonic, etc.) and details (e.g. core diameter, triple or standard tube, depth of diamond tails, face-sampling bit or other type, whether core is oriented and if so, by what method, etc.).</li> </ul>	<ul style="list-style-type: none"> <li>A combination of percussion (open hole and reverse circulation) and diamond drilling of various sizes over 47 years used. 53% was by diamond drilling</li> </ul>
<b>Drill sample recovery</b>	<ul style="list-style-type: none"> <li>Method of recording and assessing core and chip sample recoveries and results assessed.</li> <li>Measures taken to maximise sample recovery and ensure representative nature of the samples.</li> <li>Whether a relationship exists between sample recovery and grade and whether sample bias may have occurred due to preferential loss/gain of fine/coarse material.</li> </ul>	<ul style="list-style-type: none"> <li>Diamond drill core recovery was recorded by all operators as a percentage of measured recovered core versus drilled distance. Recoveries were generally high.</li> <li>RC samples were compared to standards to estimate sample recoveries which were consistently high. Any low recovery intervals were logged and entered into the database.</li> <li>The cyclone and splitter were routinely inspected and cleaned during the drilling ensuring no excessive material build-up. Care was taken to ensure the split samples were of a consistent volume.</li> </ul>
<b>Logging</b>	<ul style="list-style-type: none"> <li>Whether core and chip samples have been geologically and geotechnically logged to a level of detail to support appropriate Mineral Resource estimation, mining studies and metallurgical studies.</li> <li>Whether logging is qualitative or quantitative in nature. Core (or costean, channel, etc.) photography.</li> <li>The total length and percentage of the relevant intersections logged.</li> </ul>	<ul style="list-style-type: none"> <li>Diamond drill core is all qualitatively logged with wet core photographs taken over the last 8 years. RC drill holes are all were qualitatively logged and RC chip tray samples collected and stored.</li> <li>Logging is at an appropriate detailed quantitative standard to support future geological, resource, reserve estimations and subsequent feasibility studies.</li> <li>All holes were logged in full. Some relogging of the 1970's holes has been carried out.</li> </ul>

Criteria	JORC Code Explanation	Commentary
<b>Sub-sampling techniques and sample preparation</b>	<ul style="list-style-type: none"> <li>• <i>If core, whether cut or sawn and whether quarter, half or all core taken.</i></li> <li>• <i>If non-core, whether riffled, tube sampled, rotary split, etc. and whether sampled wet or dry.</i></li> <li>• <i>For all sample types, the nature, quality and appropriateness of the sample preparation technique.</i></li> <li>• <i>Quality control procedures adopted for all sub-sampling stages to maximise representivity of samples.</i></li> <li>• <i>Measures taken to ensure that the sampling is representative of the in situ material collected, including for instance results for field duplicate/second-half sampling.</i></li> <li>• <i>Whether sample sizes are appropriate to the grain size of the material being sampled.</i></li> </ul>	<ul style="list-style-type: none"> <li>• Diamond core was sawn with a diamond saw and half core samples (quarter core in metallurgical holes) taken for assay.</li> <li>• 1 metre RC samples were collected and split off the drill rig using a cone splitter. Approximately 90% of the samples were dry in nature.</li> <li>• The sample preparation of the samples follows industry best practice in sample preparation involving weighing, oven drying, pulverisation of the entire sample (total prep) to a grind size of 85% passing 75 micron.</li> <li>• Venturex and previous operators had QAQC procedures involving the use of certified standards, blanks and duplicates. The QAQC has been independently audited with no apparent issues.</li> <li>• Field duplicates have been taken.</li> <li>• The sample sizes are considered appropriate given the relatively fine-grained nature of the sulphide mineralisation which is not nuggetty in nature, the sampling methodology and the percent assay value ranges involved.</li> </ul>
<b>Quality of assay data and laboratory tests</b>	<ul style="list-style-type: none"> <li>• <i>The nature, quality and appropriateness of the assaying and laboratory procedures used and whether the technique is considered partial or total.</i></li> <li>• <i>For geophysical tools, spectrometers, handheld XRF instruments, etc., the parameters used in determining the analysis including instrument make and model, reading times, calibrations factors applied and their derivation, etc.</i></li> <li>• <i>Nature of quality control procedures adopted (e.g. standards, blanks, duplicates, external laboratory checks) and whether acceptable levels of accuracy (i.e. lack of bias) and precision have been established.</i></li> </ul>	<ul style="list-style-type: none"> <li>• Various operators used analytical techniques involving a four acid digest multi-element suite with ICP/MS finish (30g FA/AAS for precious metals). The acids used are hydrofluoric, nitric, perchloric and hydrochloric acids, suitable for the dissolution of most silica based samples. The method approaches total dissolution of most minerals. Combustion furnace or Eltra "Leco" analyser assayed total sulphur.</li> <li>• No geophysical tools are used to determine any element concentrations reported.</li> <li>• Duplicates were taken every 25m and post 2008, every RC metre drilled is checked by two 30sec measurements using a Niton handheld XRF.</li> </ul>
<b>Verification of sampling and assaying</b>	<ul style="list-style-type: none"> <li>• <i>The verification of significant intersections by either independent or alternative company personnel.</i></li> <li>• <i>The use of twinned holes.</i></li> <li>• <i>Documentation of primary data, data entry procedures, data verification, data storage (physical and electronic) protocols.</i></li> <li>• <i>Discuss any adjustment to assay data.</i></li> </ul>	<ul style="list-style-type: none"> <li>• Prior to 2010, verification procedures were not documented.</li> <li>• Post 2010, significant intersections were viewed by the Exploration Manager and Managing Director. Significant intersections are also verified by portable XRF data collected in the field and cross-checked against the final assays when received.</li> <li>• A range of primary data collection methods were employed since 1989. Since 2009, data recording used a set of standard Excel templates on a data logger and uploaded to note book computer. The data is sent to Perth office for verification and compilation into an SQL database by the in-house database administrator. Full copies are stored offsite.</li> <li>• Full data base verification of all historical information was completed in 2009. All data is loaded and stored in DataShed database.</li> <li>• The historical data (pre-2010) has been adjusted with all negative assays, representing below detection assays, were converted to positive assays of 0.001ppm.</li> </ul>

Criteria	JORC Code Explanation	Commentary
<b>Location of data points</b>	<ul style="list-style-type: none"> <li>Accuracy and quality of surveys used to locate drill holes (collar and down-hole surveys), trenches, mine workings and other locations used in Mineral Resource estimation.</li> <li>Specification of the grid system used.</li> <li>Quality and adequacy of topographic control.</li> </ul>	<ul style="list-style-type: none"> <li>All hole collar coordinates have been checked by Venturex using DGPS with all co-ordinates and RL data considered reliable.</li> <li>Downhole surveys were performed on all holes by either single shot Eastman camera or reflex gyro readings at 10-50 metre down hole intervals.</li> <li>The grid system used for the location of all drill holes is MGA_GDA94, Zone 50.</li> <li>Topographic control is provided by combination of external survey control, photogrammetry analysis and DGPS reading.</li> </ul>
<b>Data spacing and distribution</b>	<ul style="list-style-type: none"> <li>Data spacing for reporting of Exploration Results.</li> <li>Whether the data spacing and distribution is sufficient to establish the degree of geological and grade continuity appropriate for the Mineral Resource and Ore Reserve estimation procedure(s) and classifications applied.</li> <li>Whether sample compositing has been applied.</li> </ul>	<ul style="list-style-type: none"> <li>The nominal drill spacing is generally 20m x 20m varying due to previous imperial grid pattern and more recent metric grid.</li> <li>The current spacing is adequate to assume geological and grade continuity of the mineralised domain.</li> <li>No compositing has been applied to the exploration results.</li> </ul>
<b>Orientation of data in relation to geological structure</b>	<ul style="list-style-type: none"> <li>Whether the orientation of sampling achieves unbiased sampling of possible structures and the extent to which this is known, considering the deposit type.</li> <li>If the relationship between the drilling orientation and the orientation of key mineralised structures is considered to have introduced a sampling bias, this should be assessed and reported if material.</li> </ul>	<ul style="list-style-type: none"> <li>The Mons Cupri drilling is orientated to the south east, near perpendicular to the mineralised trend. Limitations imposed by the rugged terrain dictates that some drilling is conducted vertically or at a low angle to the dip of the mineralised system.</li> <li>Given the stratigraphic nature of the mineralising system, no orientation based sampling bias has been identified in the data.</li> </ul>
<b>Sample security</b>	<ul style="list-style-type: none"> <li>The measures taken to ensure sample security.</li> </ul>	<ul style="list-style-type: none"> <li>Independent audits of the data in 2009 concluded that the sampling protocols were adequate.</li> <li>Post 2010, the chain of custody is managed by Venturex. The samples are stored in a secure facility at Whim Creek, collected from site by Toll IPEC and delivered to the assay laboratory in Perth. Online tracking is utilised to track the progress of batches of samples.</li> </ul>
<b>Audits or reviews</b>	<ul style="list-style-type: none"> <li>The results of any audits or reviews of sampling techniques and data.</li> </ul>	<ul style="list-style-type: none"> <li>Independent audits of the sampling techniques and data were completed as previous and current feasibility studies in 2008 (Straits) and 2011 (Snowden). The studies were comprehensive and cover all industry standard issues. There does not appear to be any significant risk in accepting the data as valid.</li> </ul>

## Section 2 Reporting of Exploration Results

(Criteria listed in the preceding section also apply to this section.)

Criteria	JORC Code Explanation	Commentary
<b>Mineral tenement and land tenure status</b>	<ul style="list-style-type: none"> <li>Type, reference name/number, location and ownership including agreements or material issues with third parties such as joint ventures, partnerships, overriding royalties, native title interests, historical sites, wilderness or national park and status</li> </ul>	<ul style="list-style-type: none"> <li>Mons Cupri is located wholly within Mining Lease M47/238 and Venturex Resources Limited has a 100% interest in the tenement.</li> <li>The tenement is within the granted Ngarluma Native Title Claim.</li> </ul>

Criteria	JORC Code Explanation	Commentary
	<p><i>environmental settings.</i></p> <ul style="list-style-type: none"> <li><i>The security of the tenure held at the time of reporting along with any known impediments to obtaining a licence to operate in the area.</i></li> </ul>	<ul style="list-style-type: none"> <li>The tenement is subject to a third party royalty.</li> <li>The tenement is a granted Mining Lease in good standing within previous operating permits.</li> </ul>
<b>Exploration done by other parties</b>	<ul style="list-style-type: none"> <li><i>Acknowledgment and appraisal of exploration by other parties.</i></li> </ul>	<ul style="list-style-type: none"> <li>Previous exploration has been conducted at Mons Cupri by Texas Gulf Australia, Dominion Mining Limited and Straits Resources Limited since 1968.</li> </ul>
<b>Geology</b>	<ul style="list-style-type: none"> <li><i>Deposit type, geological setting and style of mineralisation.</i></li> </ul>	<ul style="list-style-type: none"> <li>The Mons Cupri copper-zinc-lead deposit is hosted by the Mons Cupri Volcanics (Fitton and al., 1975), which is a complex sequence of felsic volcanic, volcanoclastic and epiclastic sedimentary rock and felsic intrusive bodies within the north-north-easterly trending Whim Creek belt in the western Pilbara Craton. The deposit is an example of an Archaean volcanogenic massive sulphide (VMS) style deposit in a low-grade metamorphic terrain.</li> </ul>
<b>Drill hole Information</b>	<ul style="list-style-type: none"> <li><i>A summary of all information material to the understanding of the exploration results including a tabulation of the following information for all Material drill holes:</i></li> <li><i>easting and northing of the drill hole collar</i></li> <li><i>elevation or RL (Reduced Level – elevation above sea level in metres) of the drill hole collar</i></li> <li><i>dip and azimuth of the hole</i></li> <li><i>down hole length and interception depth</i></li> <li><i>hole length.</i></li> <li><i>If the exclusion of this information is justified on the basis that the information is not Material and this exclusion does not detract from the understanding of the report, the Competent Person should clearly explain why this is the case.</i></li> </ul>	<ul style="list-style-type: none"> <li>Detailed drill hole data has been previously periodically publicly released by VentureX.</li> </ul>
<b>Data aggregation methods</b>	<ul style="list-style-type: none"> <li><i>In reporting Exploration Results, weighting averaging techniques, maximum and/or minimum grade truncations (e.g. cutting of high grades) and cut-off grades are usually Material and should be stated.</i></li> <li><i>Where aggregate intercepts incorporate short lengths of high-grade results and longer lengths of low grade results, the procedure used for such aggregation should be stated and some typical examples of such aggregations should be shown in detail.</i></li> <li><i>The assumptions used for any reporting of metal equivalent values should be clearly stated.</i></li> </ul>	<ul style="list-style-type: none"> <li>All reported assays have been length weighted.</li> <li>No top cut has been applied.</li> <li>For reporting exploration results, a nominal 0.25% copper and 2.0% zinc lower cut-off has been applied.</li> <li>High-grade massive sulphide intervals internal to broader zones of sulphide mineralisation are reported as included intervals.</li> </ul>
<b>Relationship between mineralisation widths and intercept lengths</b>	<ul style="list-style-type: none"> <li><i>These relationships are particularly important in the reporting of Exploration Results.</i></li> <li><i>If the geometry of the mineralisation with respect to the drill hole angle is known, its nature should be reported.</i></li> <li><i>If it is not known and only the down hole lengths are reported, there should be a clear statement to this effect (e.g. 'down hole length, true width not known').</i></li> </ul>	<ul style="list-style-type: none"> <li>Previous reports highlight down hole intercept and true widths.</li> </ul>
<b>Diagrams</b>	<ul style="list-style-type: none"> <li><i>Appropriate maps and sections (with scales) and tabulations of intercepts should be included for any significant discovery being reported These should include, but not be limited to a plan view of drill hole collar locations and appropriate sectional views.</i></li> </ul>	<ul style="list-style-type: none"> <li>See long section in previous VentureX ASX Annual Reports (2010, 2011) and ASX releases.</li> </ul>

Criteria	JORC Code Explanation	Commentary
<b>Balanced reporting</b>	<ul style="list-style-type: none"> <li>Where comprehensive reporting of all Exploration Results is not practicable, representative reporting of both low and high grades and/or widths should be practiced to avoid misleading reporting of Exploration Results.</li> </ul>	<ul style="list-style-type: none"> <li>All results previously reported.</li> </ul>
<b>Other substantive exploration data</b>	<ul style="list-style-type: none"> <li>Other exploration data, if meaningful and material, should be reported including (but not limited to): geological observations; geophysical survey results; geochemical survey results; bulk samples – size and method of treatment; metallurgical test results; bulk density, groundwater, geotechnical and rock characteristics; potential deleterious or contaminating substances.</li> </ul>	<ul style="list-style-type: none"> <li>NA - Exploration results not being released this time.</li> </ul>
<b>Further work</b>	<ul style="list-style-type: none"> <li>The nature and scale of planned further work (e.g. tests for lateral extensions or depth extensions or large-scale step-out drilling).</li> <li>Diagrams clearly highlighting the areas of possible extensions, including the main geological interpretations and future drilling areas, provided this information is not commercially sensitive.</li> </ul>	<ul style="list-style-type: none"> <li>NA - Exploration results not being released this time.</li> </ul>

### Section 3 Estimation and Reporting of Mineral Resources

(Criteria listed in section 1, and where relevant in section 2 apply to this section.)

Criteria	JORC Code Explanation	Commentary
<b>Database integrity</b>	<ul style="list-style-type: none"> <li>Measures taken to ensure that data has not been corrupted by, for example, transcription or keying errors, between its initial collection and its use for Mineral Resource estimation purposes.</li> <li>Data validation procedures used.</li> </ul>	<ul style="list-style-type: none"> <li>Independent audits of the sampling techniques and data integrity were completed as part of previous and current feasibility studies in 2008 (Straits) and 2011 (Snowden). The studies were comprehensive and cover all industry standard issues. There does not appear to be any significant risk in accepting the data as valid.</li> </ul>
<b>Site visits</b>	<ul style="list-style-type: none"> <li>Comment on any site visits undertaken by the Competent Person and the outcome of those visits.</li> <li>If no site visits have been undertaken indicate why this is the case.</li> </ul>	<ul style="list-style-type: none"> <li>No site visit was made by the Competent Persons for this Resource Statement. The site is well documented and previous verification records by others are available.</li> </ul>
<b>Geological interpretation</b>	<ul style="list-style-type: none"> <li>Confidence in (or conversely, the uncertainty of) the geological interpretation of the mineral deposit.</li> <li>Nature of the data used and of any assumptions made.</li> <li>The effect, if any, of alternative interpretations on Mineral Resource estimation.</li> <li>The use of geology in guiding and controlling Mineral Resource estimation.</li> <li>The factors affecting continuity both of grade and geology.</li> </ul>	<ul style="list-style-type: none"> <li>The interpretation of the deposit takes full account of all surface and subsurface geological, geochemical, structural and previous mining information contained in the database to ensure the continuity and integrity of the interpretation.</li> <li>No detailed alternative interpretations have been postulated.</li> <li>Recent detailed structural mapping and previous scientific studies are the basis of the controls on mineralisation and mineralisation styles. Two separate mineralised zones are recognised, the main Mons Cupri zone and the North-West Zone</li> <li>In the main zone at least three phases of mineralisation are recognised as strata bound zinc lead silver mineralisation, massive replacement copper and iron sulphides and disseminated iron and copper stringer zones. These styles control grade and distribution of minerals and result in six mineral domains.</li> <li>In the North-West Zone only stringer style mineralisation is recognised.</li> </ul>

Criteria	JORC Code Explanation	Commentary
<b>Dimensions</b>	<ul style="list-style-type: none"> <li>The extent and variability of the Mineral Resource expressed as length (along strike or otherwise), plan width, and depth below surface to the upper and lower limits of the Mineral Resource.</li> </ul>	<ul style="list-style-type: none"> <li>The Mineral Resource covers the strata bound, massive sulphide and underlying stringer mineralisation identified by drilling. The Main Mons Cupri zone measures ~300 metres (NW) by 160 metres (NE). It is approximately 5-20 metres thick and dips to the west at 30 degrees. Its stringer zone measures 350 metres (EW), 150 metres (down dip) and is generally 30 metres thick.</li> </ul>
<b>Estimation and modeling techniques</b>	<ul style="list-style-type: none"> <li>The nature and appropriateness of the estimation technique(s) applied and key assumptions, including treatment of extreme grade values, domaining, interpolation parameters and maximum distance of extrapolation from data points. If a computer assisted estimation method was chosen include a description of computer software and parameters used.</li> <li>The availability of check estimates, previous estimates and/or mine production records and whether the Mineral Resource estimate takes appropriate account of such data.</li> <li>The assumptions made regarding recovery of by-products.</li> <li>Estimation of deleterious elements or other non-grade variables of economic significance (e.g. sulphur for acid mine drainage characterisation).</li> <li>In the case of block model interpolation, the block size in relation to the average sample spacing and the search employed.</li> <li>Any assumptions behind modelling of selective mining units.</li> <li>Any assumptions about correlation between variables.</li> <li>Description of how the geological interpretation was used to control the resource estimates.</li> <li>Discussion of basis for using or not using grade cutting or capping.</li> <li>The process of validation, the checking process used, the comparison of model data to drill hole data, and use of reconciliation data if available.</li> </ul>	<ul style="list-style-type: none"> <li>The Mons Cupri Mineral Resource Estimate takes into account previous estimates completed by Straits Resource inverse distance techniques using SURPAC V6.1 software.</li> <li>Polygonal interpretation of six domains was done on 20-metre sections. The interpretation honoured the paragenetic sequence which is Strat bound zinc lead mineralisation (Greater than 5% zinc and 1% lead with less than 1% copper, mixed copper zinc replacement domain with more than 1% copper but zinc between 1 and 5%, copper replacement with copper more than 1% but zinc less than 1%, weaker replacement copper domain with copper less than 1% but more than 0.5% , contact zinc rich stingers in stock work and stock work stringer zone with combined copper zinc and lead greater than 0.5%</li> <li>Gaps between high-grade domains were modelled as low-grade domains to be later incorporated as planned dilution during the mining process. Hard boundaries are used between domains.</li> <li>Parent cell measures 5 metres (X axis), 5 metres (Y) and 3 metres (Z) with sub-cells of 2.5 metres (X), 2.5 metres (Y), 1.5 metres (Z), appropriate given an average drill spacing of less than 25 metres. Depending on search ellipse the minimum samples per estimate are between 2 and 5 And the maximum samples per estimate are 9 to 20. Discretisation was set to 5(Y) X 5(X) X 3(Z).</li> <li>Top cuts were applied to the informing data set assays at a 98 percentile value if the coefficient of variation exceeded 1.5 for each domain.</li> <li>Composite length was set at 1.5 metre. The estimate also considered the distribution of deleterious elements sulphur, antimony, arsenic, bismuth, cadmium, cobalt, iron etc.)</li> </ul>
<b>Moisture</b>	<ul style="list-style-type: none"> <li>Whether the tonnages are estimated on a dry basis or with natural moisture, and the method of determination of the moisture content.</li> </ul>	<ul style="list-style-type: none"> <li>Tonnages are estimated on a dry basis. Moisture content in ore is insignificant.</li> </ul>
<b>Cut-off parameters</b>	<ul style="list-style-type: none"> <li>The basis of the adopted cut-off grade(s) or quality parameters applied.</li> </ul>	<ul style="list-style-type: none"> <li>Wireframes used a 0.8% Cu cut-off and 2% Zn cut-off for high-grade domains. Low-grade domains used a 0.2% Cu cut-off. Cut off grades were determined geostatistically.</li> <li>The Mineral Resource estimate is reported at 0.4% Cu or 2% Zn, this being an economic cut-off for a standalone open pit operation.</li> </ul>
<b>Mining factors or assumptions</b>	<ul style="list-style-type: none"> <li>Assumptions made regarding possible mining methods, minimum mining dimensions and internal (or, if applicable, external) mining dilution. It is always necessary as part of the process of determining reasonable prospects for eventual economic extraction to consider potential mining methods, but the assumptions made regarding mining methods and parameters when estimating Mineral Resources may not always be rigorous. Where this is the case, this should be reported with an explanation of the basis of the mining assumptions made.</li> </ul>	<ul style="list-style-type: none"> <li>No assumption made. Previous oxide area mined successfully by open cut methods which may be applicable to the resource reported.</li> </ul>

Criteria	JORC Code Explanation	Commentary
<b>Metallurgical factors or assumptions</b>	<ul style="list-style-type: none"> <li>The basis for assumptions or predictions regarding metallurgical amenability. It is always necessary as part of the process of determining reasonable prospects for eventual economic extraction to consider potential metallurgical methods, but the assumptions regarding metallurgical treatment processes and parameters made when reporting Mineral Resources may not always be rigorous. Where this is the case, this should be reported with an explanation of the basis of the metallurgical assumptions made.</li> </ul>	<ul style="list-style-type: none"> <li>Metallurgical test demonstrate normal flotation method applicable to recovering principal economic minerals i.e. chalcopyrite and sphalerite.</li> </ul>
<b>Environmental factors or assumptions</b>	<ul style="list-style-type: none"> <li>Assumptions made regarding possible waste and process residue disposal options. It is always necessary as part of the process of determining reasonable prospects for eventual economic extraction to consider the potential environmental impacts of the mining and processing operation. While at this stage the determination of potential environmental impacts, particularly for a greenfield project, may not always be well advanced, the status of early consideration of these potential environmental impacts should be reported. Where these aspects have not been considered this should be reported with an explanation of the environmental assumptions made.</li> </ul>	<ul style="list-style-type: none"> <li>Estimate include sulphur and rock type lithologies which allow estimation of potential waste and process residue disposal options and environmental impact considerations.</li> </ul>
<b>Bulk density</b>	<ul style="list-style-type: none"> <li>Whether assumed or determined. If assumed, the basis for the assumptions. If determined, the method used, whether wet or dry, the frequency of the measurements, the nature, size and representativeness of the samples.</li> <li>The bulk density for bulk material must have been measured by methods that adequately account for void spaces (vugs, porosity, etc.), moisture and differences between rock and alteration zones within the deposit.</li> <li>Discuss assumptions for bulk density estimates used in the evaluation process of the different materials.</li> </ul>	<ul style="list-style-type: none"> <li>Density have been determined from actual measurements conducted on site by the classical water immersion method, using the total core for each sample.</li> <li>Assigned average specific gravity values were used in the resource estimation: 2.5 g/cm<sup>3</sup> for oxide waste, 2.74 g/cm<sup>3</sup> for fresh waste, 2.86 g/cm<sup>3</sup> for the stringer zone, 2.97 g/cm<sup>3</sup> for the copper rich domains and 3.14 g/cm<sup>3</sup> for the zinc rich domains.</li> </ul>
<b>Classification</b>	<ul style="list-style-type: none"> <li>The basis for the classification of the Mineral Resources into varying confidence categories.</li> <li>Whether appropriate account has been taken of all relevant factors (i.e. relative confidence in tonnage/grade estimations, reliability of input data, confidence in continuity of geology and metal values, quality, quantity and distribution of the data).</li> <li>Whether the result appropriately reflects the Competent Person's view of the deposit.</li> </ul>	<ul style="list-style-type: none"> <li>Mineral Resource classification into Inferred, Indicated and Measured categories is based on a combination of average weighted distance from sample points, sample density and geological interpretation confidence.</li> </ul>
<b>Audits or reviews</b>	<ul style="list-style-type: none"> <li>The results of any audits or reviews of Mineral Resource estimates.</li> </ul>	<ul style="list-style-type: none"> <li>No third party review has been carried out on this estimate.</li> </ul>
<b>Discussion of relative accuracy/ confidence</b>	<ul style="list-style-type: none"> <li>Where appropriate a statement of the relative accuracy and confidence level in the Mineral Resource estimate using an approach or procedure deemed appropriate by the Competent Person. For example, the application of statistical or geostatistical procedures to quantify the relative accuracy of the resource within stated confidence limits, or, if such an approach is not deemed appropriate, a qualitative discussion of the factors that could affect the relative accuracy and confidence of the estimate.</li> <li>The statement should specify whether it relates to global or local estimates, and, if local, state the relevant tonnages, which should be relevant to technical and economic evaluation. Documentation should include assumptions made and the procedures used.</li> </ul>	<ul style="list-style-type: none"> <li>The resource estimate is considered robust in light of similar results obtained by different parties and estimation methods.</li> <li>The resource report is a global assessment of the Mons Cupri deposit.</li> <li>No production data for the sulphide mineralisation is available. Previous mining of the oxide copper mineralisation was conducted by Straits Resources in 2007-2009. The reconciliation information is not considered applicable to resource estimate given the different nature of the material mined.</li> </ul>

Criteria	JORC Code Explanation	Commentary
	<ul style="list-style-type: none"><li data-bbox="360 225 1155 268">• <i>These statements of relative accuracy and confidence of the estimate should be compared with production data, where available.</i></li></ul>	

## Salt Creek

### Section 1 Sampling Techniques and Data

(Criteria in this section apply to all succeeding sections.)

Criteria	JORC Code Explanation	Commentary
<b>Sampling techniques</b>	<ul style="list-style-type: none"> <li>Nature and quality of sampling (e.g. cut channels, random chips, or specific specialised industry standard measurement tools appropriate to the minerals under investigation, such as down hole gamma sondes, or handheld XRF instruments, etc.). These examples should not be taken as limiting the broad meaning of sampling.</li> <li>Include reference to measures taken to ensure sample representivity and the appropriate calibration of any measurement tools or systems used.</li> <li>Aspects of the determination of mineralisation that are Material to the Public Report.</li> <li>In cases where 'industry standard' work has been done this would be relatively simple (e.g. 'reverse circulation drilling was used to obtain 1 m samples from which 3 kg was pulverised to produce a 30 g charge for fire assay'). In other cases more explanation may be required, such as where there is coarse gold that has inherent sampling problems. Unusual commodities or mineralisation types (e.g. submarine nodules) may warrant disclosure of detailed information.</li> </ul>	<ul style="list-style-type: none"> <li>The deposit is sampled with a combination of Reverse Circulation (RC) and diamond (DD) drill holes completed on 15-40 metre spacing across the deposit to a maximum vertical depth of depth of 475 metres. The RC drill holes were sampled via standard adjustable cyclone and riffle splitter from the recovered sample. Diamond drill core is sampled using standard cut half core.</li> <li>Standard RC drilling since 2005 produced whole metre RC drill samples split at the rig using a cone splitter producing samples of approximately 3kgs. Previous diamond drilling completed to industry standard using predominantly NQ size core. Diamond core was orientated, aligned and cut on geologically determined intervals (0.1 to 4metres).</li> <li>Samples were weighed, dried, crushed and pulverised (total prep) to produce a pulp sub-sample for analysis by four acid digest with an ICP/OES, ICP/MS or FA/AAS (Au) finish.</li> </ul>
<b>Drilling techniques</b>	<ul style="list-style-type: none"> <li>Drill type (e.g. core, reverse circulation, open-hole hammer, rotary air blast, auger, Bangka, sonic, etc.) and details (e.g. core diameter, triple or standard tube, depth of diamond tails, face-sampling bit or other type, whether core is orientated and if so, by what method, etc.).</li> </ul>	<ul style="list-style-type: none"> <li>Diamond drilling (67%) is the main technique using mostly NQ size with some HQ sizes using a variety of rig types Drill core was generally orientated. RC drilling with a 5.5-inch face sampling hammer was used after 2005.</li> </ul>
<b>Drill sample recovery</b>	<ul style="list-style-type: none"> <li>Method of recording and assessing core and chip sample recoveries and results assessed.</li> <li>Measures taken to maximise sample recovery and ensure representative nature of the samples.</li> <li>Whether a relationship exists between sample recovery and grade and whether sample bias may have occurred due to preferential loss/gain of fine/coarse material.</li> </ul>	<ul style="list-style-type: none"> <li>Diamond drill core recovery was recorded by all operators as a percentage of measured recovered core versus drilled distance. Recoveries were generally high and bear no relationship with grades.</li> <li>2010 RC samples had estimated sample recoveries which were consistently high. Any low recovery intervals were logged and entered into the database. There is no relationship of grade to recovery.</li> <li>The cyclone and splitter are routinely inspected and cleaned during the drilling ensuring no excessive material build-up. Care is taken to ensure the split samples were of a consistent volume.</li> </ul>
<b>Logging</b>	<ul style="list-style-type: none"> <li>Whether core and chip samples have been geologically and geotechnically logged to a level of detail to support appropriate Mineral Resource estimation, mining studies and metallurgical studies.</li> <li>Whether logging is qualitative or quantitative in nature. Core (or costean, channel, etc.) photography.</li> <li>The total length and percentage of the relevant intersections logged.</li> </ul>	<ul style="list-style-type: none"> <li>Diamond drill core is all qualitatively logged with wet core photographs taken over the last 8 years. RC drill holes are all were qualitatively logged and RC chip tray samples collected and stored.</li> <li>Logging is at an appropriate detailed quantitative standard to support future geological, resource, reserve estimations and subsequent feasibility studies.</li> <li>All holes are logged in full.</li> <li>Relogging of previous diamond drill holes to gain additional structural data was carried out in 2016</li> </ul>
<b>Sub-sampling techniques and sample preparation</b>	<ul style="list-style-type: none"> <li>If core, whether cut or sawn and whether quarter, half or all core taken.</li> <li>If non-core, whether riffled, tube sampled, rotary split, etc. and whether sampled wet or dry.</li> <li>For all sample types, the nature, quality and appropriateness of the sample preparation technique.</li> </ul>	<ul style="list-style-type: none"> <li>Diamond core was sawn with a diamond saw and half core samples (quarter core in metallurgical holes) taken for assay.</li> <li>1 metre RC samples are collected and split off the drill rig using a cone splitter. Approximately 90% of the samples were dry in nature.</li> <li>The sample preparation of the samples follows industry best practice in sample</li> </ul>

Criteria	JORC Code Explanation	Commentary
	<ul style="list-style-type: none"> <li>Quality control procedures adopted for all sub-sampling stages to maximise representivity of samples.</li> <li>Measures taken to ensure that the sampling is representative of the in situ material collected, including for instance results for field duplicate/second-half sampling.</li> <li>Whether sample sizes are appropriate to the grain size of the material being sampled.</li> </ul>	<p>preparation involving weighing, oven drying, pulverisation of the entire sample (total prep) to a grind size of 85% passing 75 micron.</p> <ul style="list-style-type: none"> <li>Samples with QAQC data were evaluated using QAQCR assay quality reporting software. QAQC data evaluation included field duplicates, lab standards, repeats and lab blank flushes. The QAQC has been independently audited with no apparent issues.</li> <li>Field duplicates have been taken since 2005 but only 105 are in mineralised areas. The results show no issues with sampling quality.</li> <li>The sample sizes are considered appropriate given the relatively fine grained nature of the sulphide mineralisation which is not nuggetty in nature, the sampling methodology and the percent assay value ranges involved.</li> </ul>
<b>Quality of assay data and laboratory tests</b>	<ul style="list-style-type: none"> <li>The nature, quality and appropriateness of the assaying and laboratory procedures used and whether the technique is considered partial or total.</li> <li>For geophysical tools, spectrometers, handheld XRF instruments, etc., the parameters used in determining the analysis including instrument make and model, reading times, calibrations factors applied and their derivation, etc.</li> <li>Nature of quality control procedures adopted (e.g. standards, blanks, duplicates, external laboratory checks) and whether acceptable levels of accuracy (i.e. lack of bias) and precision have been established.</li> </ul>	<ul style="list-style-type: none"> <li>Various operators used analytical techniques involving a four acid digest multi-element suite with ICP/MS finish (30g FA/AAS for precious metals). The acids used are hydrofluoric, nitric, perchloric and hydrochloric acids, suitable for the dissolution of most silica based samples. The method approaches total dissolution of most minerals. Combustion furnace assayed total sulphur.</li> <li>No geophysical tools are used to determine any element concentrations reported.</li> <li>Duplicates were taken every 25m and post 2010, every RC metre drilled is checked by two 30sec measurements using a Niton handheld XRF.</li> <li>An independent analysis of intra laboratory bias and precision was undertaken. No discernible bias was noted for samples used.</li> </ul>
<b>Verification of sampling and assaying</b>	<ul style="list-style-type: none"> <li>The verification of significant intersections by either independent or alternative company personnel.</li> <li>The use of twinned holes.</li> <li>Documentation of primary data, data entry procedures, data verification, data storage (physical and electronic) protocols.</li> <li>Discuss any adjustment to assay data.</li> </ul>	<ul style="list-style-type: none"> <li>Prior to 2010, verification procedures were not documented.</li> <li>Post 2010, significant intersections were viewed by the Exploration Manager and Managing Director of the project's owner. Significant intersections are also verified by portable XRF data collected in the field and cross-checked against the final assays when received.</li> <li>A range of primary data collection methods were employed since 1968. Since 2010, data recording used a set of standard Excel templates on a data logger and uploaded to note book computer. The data is sent to Perth office for verification and compilation into an SQL database by the in-house database administrator. Full copies are stored offsite.</li> <li>Full data base verification of all historical information was completed in 2009. DataShed™ was used for drill hole and sample data storage and validation.</li> <li>The historical data (pre-2010) has been adjusted with all negative assays, representing below detection assays, were converted to positive assays of half the negative value.</li> </ul>
<b>Location of data points</b>	<ul style="list-style-type: none"> <li>Accuracy and quality of surveys used to locate drill holes (collar and down-hole surveys), trenches, mine workings and other locations used in Mineral Resource estimation.</li> <li>Specification of the grid system used.</li> <li>Quality and adequacy of topographic control.</li> </ul>	<ul style="list-style-type: none"> <li>All hole collar coordinates have been checked by Venturex using DGPS with all co-ordinates and RL data considered reliable.</li> <li>Downhole surveys were performed on all holes by either, acid etch, topographic single shot Eastman camera or reflex gyro readings at 30 metres down hole intervals.</li> <li>The grid system used for the location of all drill holes is MGA_GDA94, Zone 50.</li> <li>The resource estimate is based on a local grid system which used transformed coordinates for data.</li> <li>Topographic control is provided by combination of external survey control, photogrammetry analysis and DGPS reading.</li> </ul>

Criteria	JORC Code Explanation	Commentary
<b>Data spacing and distribution</b>	<ul style="list-style-type: none"> <li>Data spacing for reporting of Exploration Results.</li> <li>Whether the data spacing and distribution is sufficient to establish the degree of geological and grade continuity appropriate for the Mineral Resource and Ore Reserve estimation procedure(s) and classifications applied.</li> <li>Whether sample compositing has been applied.</li> </ul>	<ul style="list-style-type: none"> <li>The nominal drill spacing is generally 30m x 40m.</li> <li>The current spacing is adequate to assume geological and grade continuity of the mineralised domain.</li> <li>No compositing has been applied to the exploration results.</li> </ul>
<b>Orientation of data in relation to geological structure</b>	<ul style="list-style-type: none"> <li>Whether the orientation of sampling achieves unbiased sampling of possible structures and the extent to which this is known, considering the deposit type.</li> <li>If the relationship between the drilling orientation and the orientation of key mineralised structures is considered to have introduced a sampling bias, this should be assessed and reported if material.</li> </ul>	<ul style="list-style-type: none"> <li>The Salt Creek drilling is orientated predominantly to the northwest, near perpendicular to the mineralised trend. Given the stratigraphic nature of the mineralising system, no orientation based sampling bias has been identified in the data.</li> </ul>
<b>Sample security</b>	<ul style="list-style-type: none"> <li>The measures taken to ensure sample security.</li> </ul>	<ul style="list-style-type: none"> <li>Independent audits of the data in 2010 concluded that the sampling protocols were adequate.</li> <li>Post 2009, the chain of custody was managed by Venturex. The samples are stored in a secure facility at Whim Creek, collected from site by Toll IPEC and delivered to the assay laboratory in Perth. Online tracking is utilised to track the progress of batches of samples.</li> </ul>
<b>Audits or reviews</b>	<ul style="list-style-type: none"> <li>The results of any audits or reviews of sampling techniques and data.</li> </ul>	<ul style="list-style-type: none"> <li>Independent audits of the sampling techniques and data were completed in 2008 (Straits) and 2011 (Snowden). The studies were comprehensive and cover all industry standard issues. There does not appear to be any significant risk in accepting the data as valid.</li> </ul>

## Section 2 Reporting of Exploration Results

(Criteria listed in the preceding section also apply to this section.)

Criteria	JORC Code Explanation	Commentary
<b>Mineral tenement and land tenure status</b>	<ul style="list-style-type: none"> <li>Type, reference name/number, location and ownership including agreements or material issues with third parties such as joint ventures, partnerships, overriding royalties, native title interests, historical sites, wilderness or national park and environmental settings.</li> <li>The security of the tenure held at the time of reporting along with any known impediments to obtaining a licence to operate in the area.</li> </ul>	<ul style="list-style-type: none"> <li>The Salt Creek deposit is located wholly within Mining Lease M47/323. Venturex Resources Limited has a 100% interest in the tenement.</li> <li>The tenements are part of the granted Ngarluma Native Title Claim.</li> <li>The tenement is subject to a third party royalty.</li> <li>The tenement is a granted Mining Lease in good standing.</li> </ul>
<b>Exploration done by other parties</b>	<ul style="list-style-type: none"> <li>Acknowledgment and appraisal of exploration by other parties.</li> </ul>	<ul style="list-style-type: none"> <li>Previous exploration has been conducted at Whim Creek by Texas Gulf Australia and Straits Resources Limited since 1968.</li> </ul>
<b>Geology</b>	<ul style="list-style-type: none"> <li>Deposit type, geological setting and style of mineralisation.</li> </ul>	<ul style="list-style-type: none"> <li>The Salt Creek copper-zinc-lead-silver(-gold) deposit consists of two mineralised zones hosted towards the top of a sequence of volcanoclastic siltstones overlain by basaltic andesite flows and tuffs. The deposit is closely associated with a thick underlying rhyolitic pile containing a well-developed coarse pyroclastic unit towards the top within the north – northeasterly trending Whim Creek belt in the western Pilbara Craton. The deposit is an example of an Archaean volcanogenic massive sulphide (VMS) style deposit thus has undergone post mineralisation deformation and mineralisation remobilisation.</li> </ul>

Criteria	JORC Code Explanation	Commentary
<b>Drill hole Information</b>	<ul style="list-style-type: none"> <li>A summary of all information material to the understanding of the exploration results including a tabulation of the following information for all Material drill holes:               <ul style="list-style-type: none"> <li>easting and northing of the drill hole collar</li> <li>elevation or RL (Reduced Level – elevation above sea level in metres) of the drill hole collar</li> <li>dip and azimuth of the hole</li> <li>down hole length and interception depth</li> <li>hole length.</li> </ul> </li> <li>If the exclusion of this information is justified on the basis that the information is not Material and this exclusion does not detract from the understanding of the report, the Competent Person should clearly explain why this is the case.</li> </ul>	<ul style="list-style-type: none"> <li>Detailed drill hole data has been previously periodically publicly released with all relevant data appended to the release.</li> </ul>
<b>Data aggregation methods</b>	<ul style="list-style-type: none"> <li>In reporting Exploration Results, weighting averaging techniques, maximum and/or minimum grade truncations (e.g. cutting of high grades) and cut-off grades are usually Material and should be stated.</li> <li>Where aggregate intercepts incorporate short lengths of high grade results and longer lengths of low grade results, the procedure used for such aggregation should be stated and some typical examples of such aggregations should be shown in detail.</li> <li>The assumptions used for any reporting of metal equivalent values should be clearly stated.</li> </ul>	<ul style="list-style-type: none"> <li>All reported assays have been length weighted.</li> <li>No top cut has been applied.</li> <li>For reporting exploration results, a nominal 0.25% copper and 2.0% zinc lower cut-off has been applied.</li> <li>High-grade massive sulphide intervals internal to broader zones of sulphide mineralisation are reported as included intervals.</li> </ul>
<b>Relationship between mineralisation widths and intercept lengths</b>	<ul style="list-style-type: none"> <li>These relationships are particularly important in the reporting of Exploration Results.</li> <li>If the geometry of the mineralisation with respect to the drill hole angle is known, its nature should be reported.</li> <li>If it is not known and only the down hole lengths are reported, there should be a clear statement to this effect (e.g. 'down hole length, true width not known').</li> </ul>	<ul style="list-style-type: none"> <li>Previous reports highlight down hole intercept and true widths.</li> </ul>
<b>Diagrams</b>	<ul style="list-style-type: none"> <li>Appropriate maps and sections (with scales) and tabulations of intercepts should be included for any significant discovery being reported These should include, but not be limited to a plan view of drill hole collar locations and appropriate sectional views.</li> </ul>	<ul style="list-style-type: none"> <li>See long section in previous Venturex ASX Annual Reports (2010, 2011) and previous ASX releases.</li> </ul>
<b>Balanced reporting</b>	<ul style="list-style-type: none"> <li>Where comprehensive reporting of all Exploration Results is not practicable, representative reporting of both low and high grades and/or widths should be practiced to avoid misleading reporting of Exploration Results.</li> </ul>	<ul style="list-style-type: none"> <li>All results previously reported.</li> </ul>
<b>Other substantive exploration data</b>	<ul style="list-style-type: none"> <li>Other exploration data, if meaningful and material, should be reported including (but not limited to): geological observations; geophysical survey results; geochemical survey results; bulk samples – size and method of treatment; metallurgical test results; bulk density, groundwater, geotechnical and rock characteristics; potential deleterious or contaminating substances.</li> </ul>	<ul style="list-style-type: none"> <li>NA - Exploration results not being released this time.</li> </ul>
<b>Further work</b>	<ul style="list-style-type: none"> <li>The nature and scale of planned further work (e.g. tests for lateral extensions or depth extensions or large-scale step-out drilling).</li> <li>Diagrams clearly highlighting the areas of possible extensions, including the main geological interpretations and future drilling areas, provided this information is not commercially sensitive.</li> </ul>	<ul style="list-style-type: none"> <li>NA - Exploration results not being released this time.</li> </ul>

### Section 3 Estimation and Reporting of Mineral Resources

(Criteria listed in section 1, and where relevant in section 2 apply to this section.)

Criteria	JORC Code Explanation	Commentary
<b>Database integrity</b>	<ul style="list-style-type: none"> <li>Measures taken to ensure that data has not been corrupted by, for example, transcription or keying errors, between its initial collection and its use for Mineral Resource estimation purposes.</li> <li>Data validation procedures used.</li> </ul>	<ul style="list-style-type: none"> <li>Independent audits of the sampling techniques and data integrity were completed as part of previous and current feasibility studies in 2008 (Straits) and 2011 (Snowden). The studies were comprehensive and cover all industry standard issues. There does not appear to be any significant risk in accepting the data as valid.</li> </ul>
<b>Site visits</b>	<ul style="list-style-type: none"> <li>Comment on any site visits undertaken by the Competent Person and the outcome of those visits.</li> <li>If no site visits have been undertaken indicate why this is the case.</li> </ul>	<ul style="list-style-type: none"> <li>No site visit undertaken as the site is substantially rehabilitated and outcrop is minimal. Previous competent person has visited site.</li> </ul>
<b>Geological interpretation</b>	<ul style="list-style-type: none"> <li>Confidence in (or conversely, the uncertainty of) the geological interpretation of the mineral deposit.</li> <li>Nature of the data used and of any assumptions made.</li> <li>The effect, if any, of alternative interpretations on Mineral Resource estimation.</li> <li>The use of geology in guiding and controlling Mineral Resource estimation.</li> <li>The factors affecting continuity both of grade and geology.</li> </ul>	<ul style="list-style-type: none"> <li>The interpretation of the deposit takes account of all surface and subsurface geological, geochemical, and structural information contained in the database to ensure the continuity and integrity of the interpretation.</li> <li>No detailed alternative interpretation(s) have been presented.</li> <li>The stratiform nature and structural aspects of the mineralisation provides a good level of geological control in the interpretation.</li> <li>Stringer mineralisation is broadly constrained by geology and assay boundaries.</li> </ul>
<b>Dimensions</b>	<ul style="list-style-type: none"> <li>The extent and variability of the Mineral Resource expressed as length (along strike or otherwise), plan width, and depth below surface to the upper and lower limits of the Mineral Resource.</li> </ul>	<ul style="list-style-type: none"> <li>The Mineral Resource covers two separate mineralised zones identified by drilling over a distance of 700m east west, 150m north south and about 450m vertically. The zinc lead silver mineralisation is remobilised into a structural setting parallel to the local stretching lineation at approximately local grid direction plunge of -47 towards 101 degrees and forms zone from less than 1m to 10m true thickness. The copper mineralisation is more strata bound and has both massive and stringer type zones associated with extensive pyrite.</li> </ul>
<b>Estimation and modelling techniques</b>	<ul style="list-style-type: none"> <li>The nature and appropriateness of the estimation technique(s) applied and key assumptions, including treatment of extreme grade values, domaining, interpolation parameters and maximum distance of extrapolation from data points. If a computer assisted estimation method was chosen include a description of computer software and parameters used.</li> <li>The availability of check estimates, previous estimates and/or mine production records and whether the Mineral Resource estimate takes appropriate account of such data.</li> <li>The assumptions made regarding recovery of by-products.</li> <li>Estimation of deleterious elements or other non-grade variables of economic significance (e.g. sulphur for acid mine drainage characterisation).</li> <li>In the case of block model interpolation, the block size in relation to the average sample spacing and the search employed.</li> <li>Any assumptions behind modelling of selective mining units.</li> </ul>	<ul style="list-style-type: none"> <li>The Salt Creek Mineral Resource Estimate considers previous estimates completed by Straits Resources (2006, 2008) and Venturex (2010).</li> <li>The estimation employed inverse distance techniques using SURPAC 6.8 software.</li> <li>Polygonal interpretation of stratiform copper and zinc-lead domains was done on 12.5 metre sections which were then balanced in plan view at 25m level intervals. The copper wireframe used a ~0.25% cut-off, the zinc-lead wireframe uses a ~1% Zn cut-off.</li> <li>Gaps between higher-grade domains were modelled as low grade or sulphide domains to be later incorporated as planned dilution during the mining process. Hard boundaries are used for the domains.</li> <li>Search ellipse parameters determined using down hole variography. Parent cell measures 12.5 metres (X axis), 5 metres (Y) and 10 metres (Z) with sub-cells of 3.125 metres (X), 1.25 metres (Y), 2.5 metres (Z), appropriate given an average drill spacing of 30 metres. Minimum samples per estimate is 5, maximum samples per estimate is 10. Discretisation was set to 3(Y) X 3(X) X 3(Z).</li> </ul>

Criteria	JORC Code Explanation	Commentary
	<ul style="list-style-type: none"> <li>Any assumptions about correlation between variables.</li> <li>Description of how the geological interpretation was used to control the resource estimates.</li> <li>Discussion of basis for using or not using grade cutting or capping.</li> <li>The process of validation, the checking process used, the comparison of model data to drill hole data, and use of reconciliation data if available.</li> </ul>	<ul style="list-style-type: none"> <li>No grades were cut.</li> <li>Composite length was set at 1 metre (79% of samples were this length). Both the copper and zinc domains were validated visually in 12.5 metre slices.</li> <li>The estimate also considered the distribution of deleterious elements such as sulphur, antimony, arsenic, bismuth, cadmium, iron</li> </ul>
<b>Moisture</b>	<ul style="list-style-type: none"> <li>Whether the tonnages are estimated on a dry basis or with natural moisture, and the method of determination of the moisture content.</li> </ul>	<ul style="list-style-type: none"> <li>Tonnages are estimated on a dry basis. Moisture content of the rocks is insignificant.</li> </ul>
<b>Cut-off parameters</b>	<ul style="list-style-type: none"> <li>The basis of the adopted cut-off grade(s) or quality parameters applied.</li> </ul>	<ul style="list-style-type: none"> <li>Cut off grades were determined statistically.</li> </ul>
<b>Mining factors or assumptions</b>	<ul style="list-style-type: none"> <li>Assumptions made regarding possible mining methods, minimum mining dimensions and internal (or, if applicable, external) mining dilution. It is always necessary as part of the process of determining reasonable prospects for eventual economic extraction to consider potential mining methods, but the assumptions made regarding mining methods and parameters when estimating Mineral Resources may not always be rigorous. Where this is the case, this should be reported with an explanation of the basis of the mining assumptions made.</li> </ul>	<ul style="list-style-type: none"> <li>The mineralisation depth and shape probably prevent open pit mining and would require underground mining.</li> </ul>
<b>Metallurgical factors or assumptions</b>	<ul style="list-style-type: none"> <li>The basis for assumptions or predictions regarding metallurgical amenability. It is always necessary as part of the process of determining reasonable prospects for eventual economic extraction to consider potential metallurgical methods, but the assumptions regarding metallurgical treatment processes and parameters made when reporting Mineral Resources may not always be rigorous. Where this is the case, this should be reported with an explanation of the basis of the metallurgical assumptions made.</li> </ul>	<ul style="list-style-type: none"> <li>Flotation method of recovery producing separate copper, zinc and lead concentrates has been demonstrated in preliminary sighter metallurgical test work. It is assumed the resource reported will be amenable to this processing route.</li> </ul>
<b>Environmental factors or assumptions</b>	<ul style="list-style-type: none"> <li>Assumptions made regarding possible waste and process residue disposal options. It is always necessary as part of the process of determining reasonable prospects for eventual economic extraction to consider the potential environmental impacts of the mining and processing operation. While at this stage the determination of potential environmental impacts, particularly for a greenfield project, may not always be well advanced, the status of early consideration of these potential environmental impacts should be reported. Where these aspects have not been considered this should be reported with an explanation of the environmental assumptions made.</li> </ul>	<ul style="list-style-type: none"> <li>Surface disturbance is expected to be minimal given the flat saltbush dominated terrain.</li> <li>All boxcut and underground waste rock can be returned underground as stope fill.</li> <li>Processing of the ore is expected to occur offsite with tailings to be stored in a conventional surface tailings facility adjacent to the nominated treatment plant.</li> <li>Water management will be via dedicated evaporation ponds.</li> </ul>
<b>Bulk density</b>	<ul style="list-style-type: none"> <li>Whether assumed or determined. If assumed, the basis for the assumptions. If determined, the method used, whether wet or dry, the frequency of the measurements, the nature, size and representativeness of the samples.</li> <li>The bulk density for bulk material must have been measured by methods that adequately account for void spaces (vugs, porosity, etc.), moisture and differences between rock and alteration zones within the deposit.</li> <li>Discuss assumptions for bulk density estimates used in the evaluation process of the different materials.</li> </ul>	<ul style="list-style-type: none"> <li>A high proportion of the assayed samples have bulk density measurements determined by the water immersion technique on drill core.</li> <li>Assigned average specific gravity (SG) values were used in the resource estimation: 2.51 g/cm<sup>3</sup> for oxide, 2.75 g/cm<sup>3</sup> for fresh waste, 3.07 g/cm<sup>3</sup> or 4.13 g/cm<sup>3</sup> for copper lenses, 2.83 or 3.75 g/cm<sup>3</sup> for the high grade zinc/lead lenses.</li> </ul>

Criteria	JORC Code Explanation	Commentary
<b>Classification</b>	<ul style="list-style-type: none"> <li><i>The basis for the classification of the Mineral Resources into varying confidence categories.</i></li> <li><i>Whether appropriate account has been taken of all relevant factors (i.e. relative confidence in tonnage/grade estimations, reliability of input data, confidence in continuity of geology and metal values, quality, quantity and distribution of the data).</i></li> <li><i>Whether the result appropriately reflects the Competent Person's view of the deposit.</i></li> </ul>	<ul style="list-style-type: none"> <li>Mineral Resource classification into Inferred and Indicated categories is based on a combination of average weighted distance from sample points, sample density and geological interpretation confidence.</li> </ul>
<b>Audits or reviews</b>	<ul style="list-style-type: none"> <li><i>The results of any audits or reviews of Mineral Resource estimates.</i></li> </ul>	<ul style="list-style-type: none"> <li>No review of the resource estimate has been carried out.</li> </ul>
<b>Discussion of relative accuracy/confidence</b>	<ul style="list-style-type: none"> <li><i>Where appropriate a statement of the relative accuracy and confidence level in the Mineral Resource estimate using an approach or procedure deemed appropriate by the Competent Person. For example, the application of statistical or geostatistical procedures to quantify the relative accuracy of the resource within stated confidence limits, or, if such an approach is not deemed appropriate, a qualitative discussion of the factors that could affect the relative accuracy and confidence of the estimate.</i></li> <li><i>The statement should specify whether it relates to global or local estimates, and, if local, state the relevant tonnages, which should be relevant to technical and economic evaluation. Documentation should include assumptions made and the procedures used.</i></li> <li><i>These statements of relative accuracy and confidence of the estimate should be compared with production data, where available.</i></li> </ul>	<ul style="list-style-type: none"> <li>The resource estimate is considered +/- 20% given the structural complexity and given similar results obtained by other parties and estimation methods.</li> <li>The resource report is a global assessment of the Salt Creek deposit.</li> <li>No production data is available.</li> </ul>