

# EQUITY RAISE PRESENTATION

ASX:GCY

GASCOYNE  
RESOURCES LIMITED 

*NOT FOR RELEASE TO US WIRE SERVICES OR DISTRIBUTION IN THE UNITED STATES*



**Leveraging our people, assets and exploration potential at Dalgaranga**



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# STRATEGIC FOCUS



## FOCUS

- ✓ Identify risks
- ✓ Empower people
- ✓ Support and fund
- ✓ Execute, repeat, grow



## OPTIMISED BUSINESS PLAN

- ✓ Increase mine life
- ✓ Reduce costs
- ✓ Streamline processes
- ✓ Maximise outputs



## FOCUS

- ✓ Cashflow
- ✓ De-risk balance sheet
- ✓ Support growth plans
- ✓ Discretionary hedging



## MAXIMISE

- ✓ Increase mine life
- ✓ Near-mine drilling
- ✓ Near-mine resources
- ✓ Organic growth



## GROW

- ✓ In-mine opportunities
- ✓ Extension drilling
- ✓ Satellite opportunities
- ✓ Regional resources



## OPTIMISE

- ✓ +2.5Mtpa process plant
- ✓ Strategic asset
- ✓ \$14/t cash processing cost
- ✓ Central processing facility



# ACTIVE BOARD

Highly experienced in the Australian gold sector, finance and mining industry

## CORPORATE STRUCTURE<sup>1</sup>

ASX:GCV

Shares on Issue <sup>2</sup>	370M
Share price	A\$0.355
Market Cap	A\$131M
Cash <sup>3</sup>	A\$16.3M
Con Note Debt <sup>3</sup>	A\$10.0M
Net Cash <sup>3</sup>	A\$6.3M
Hedge Book Value	Nil
Enterprise Value	A\$125M

## MAJOR SHAREHOLDERS<sup>4</sup>

Deutsche Balaton / Delphi / Sparta	17.3%
NRW Holdings	10.0%
FirstSentier	6.7%

1. Information as at 23 March 2022
2. Shares on Issue are before Placement and Share Purchase Plan are completed
3. Cash and Con Note Debt as at 31 December 2022, less \$10m repayment made on 16 March 2022
4. Per most recent substantial holder notices lodged by respective shareholders

# BOARD



## Simon Lawson

Managing Director/ CEO

- Appointed MD of Gascoyne - November 2021
- Geologist (MSc, MAusIMM) – 16-year career in the gold industry including 6 years “starting up” Northern Star Resources
- Former Managing Director of Firefly Resources until merger with Gascoyne
- Board positions with Firetail Resources and Labyrinth Resources

## Rowan Johnston

Interim Non-Executive Chairman

- Mining Engineer
- Most recently Managing Director of Excelsior Gold Limited
- Previous Acting CEO for Mutiny Gold prior to its takeover by Doray Minerals, and previous Executive Director of Integra Mining
- Non-Executive Director of Bardoc Gold and Wiluna Mining

## Hansjoerg Plaggemars

Non-Executive Director

- Seasoned finance professional holding an MBA from University of Bamberg, with experience in structured debt finance and ECM
- Over 14 years experience as a CFO in various industries
- Non-Executive Director of a number of ASX-listed companies, including Wiluna Mining and Kin Mining

## David Coyne

Finance Director

- Previously CFO of Gascoyne, promoted November 2021
- 30-year career in resources and engineering & construction in Australia and internationally, focusing on commercial and finance
- Previous ASX-listed board positions include Executive Director of Peninsula Energy and Non-Executive Director of BC Iron



# Leveraging our assets to unlock value for shareholders

## FOCUS – OPTIMISE – MAXIMISE

*“A clear focus on delivering consistent margins from our low-cost +2.5Mtpa processing plant, with grade and growth upside to come from a reinvigorated near-mine exploration and regional resourcing strategy.”*





# GASCOYNE PROJECTS

## Focus – Optimise – Maximise

### Dalgaranga

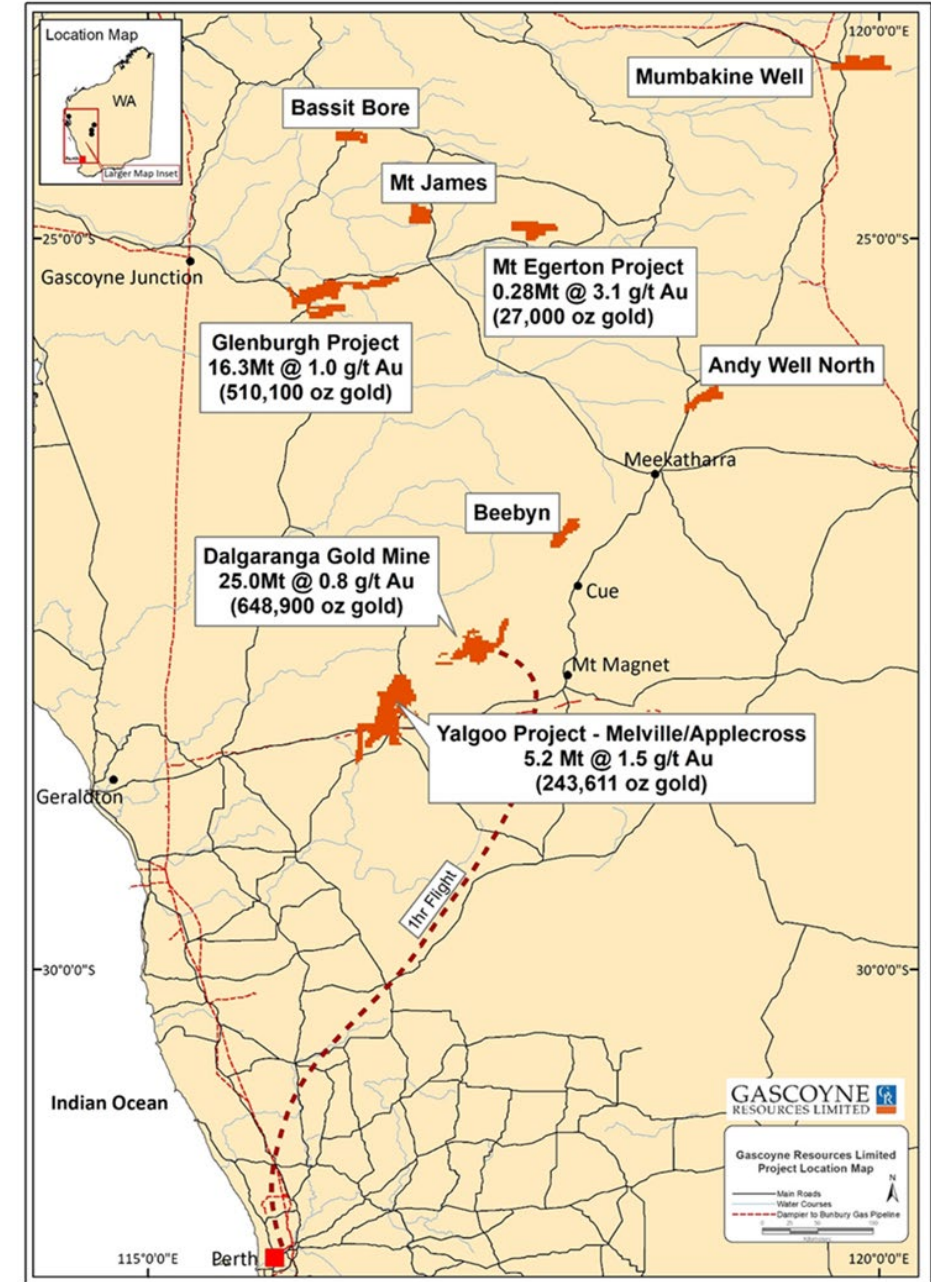
- Established operation – >2.5Mtpa C.I.L plant
- Producing gold from the Gilbey's and Plymouth open pits
- Recent near-mine exploration success targeting:
  - Depth and along-strike extensions to current mining operations
  - Growth of new satellite ore feed sources within 10km of plant
- Maximising value from current operation

### Yalgoo

- Scoping Study for key Melville gold deposit underway – 200koz @ 1.5g/t
- Targeting additional Resources from multiple advanced prospects
- Maximising value of recent strategic acquisition

### Other projects

- Strategic review of other assets underway
- Maximising the value of the portfolio





# FOCUS – ESG & PEOPLE



## Safety first, empowered to succeed

### Safety

- Extensive focus on maintaining safety leadership across Dalgaranga
- Close collaboration with site contractors
- TRIFR declining over the last 12 months
- LTIFR under industry average
- Happy, empowered people make better decisions

### People

- Strong experienced operational team
- Despite current WA skills shortage, we have been able to assemble and retain an experienced and highly capable team
- COVID-19 preparations in place



# FOCUS – PRODUCTION AND COSTS



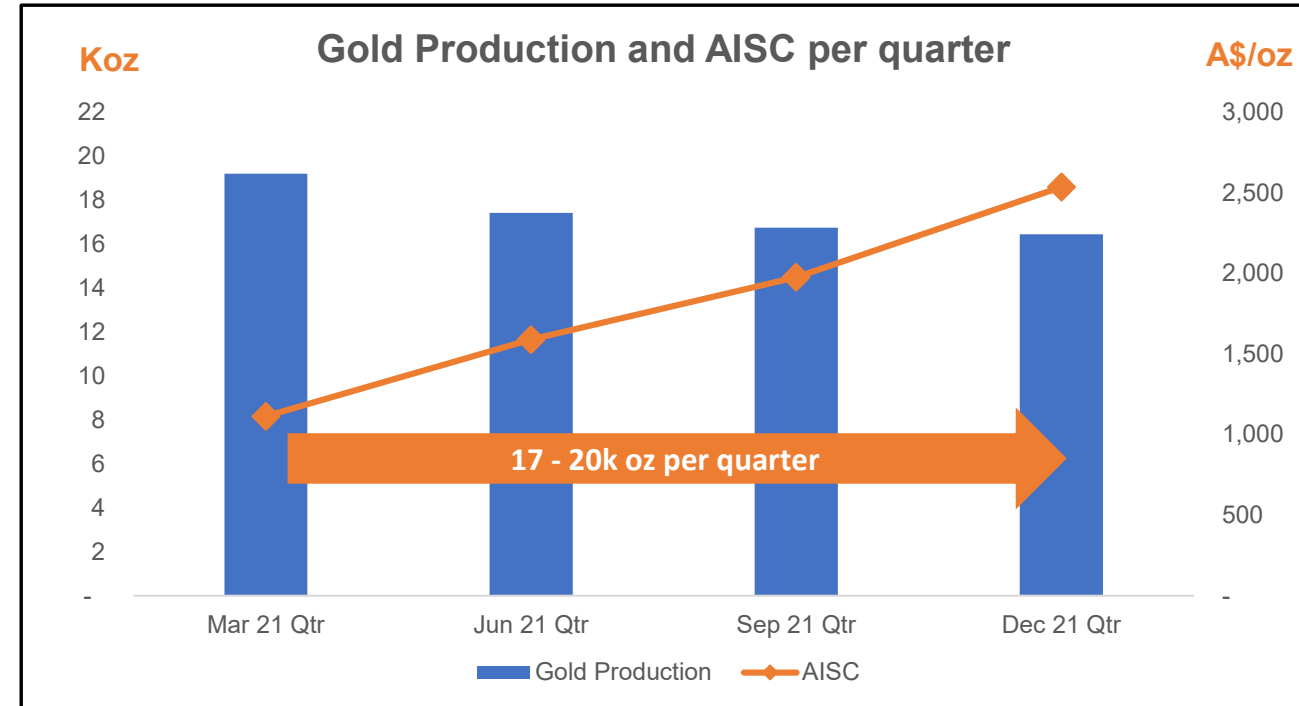
## Solid but challenging past 12 months

### Production

- Quarterly production decreased during CY21 as GMZ Stage 1 depleted in mid CY21
- Ore access from GMZ Stage 2 achieved later than planned due to rain, mine scheduling and increasingly tight labour market
- Production from GMZ Stage 2 now underway, underpinning production for CY2022
- Site record 7,900oz produced in January 2022 – **on track for >21,000oz for March 2022 Qtr<sup>1</sup>**

### Costs in CY2021

- General cost escalation seen across WA mining industry
- AISC also impacted by:
  - Deferral of Stage 3 cutbacks
  - Fixed and semi-variable mining costs spread over lower mining volumes
  - Lower capitalised deferred waste
  - Lower June and Sept Qtr production as GMZ Stage 1 depleted and delay in Stage 2 ore access



1) See ASX release dated 16 March 2022

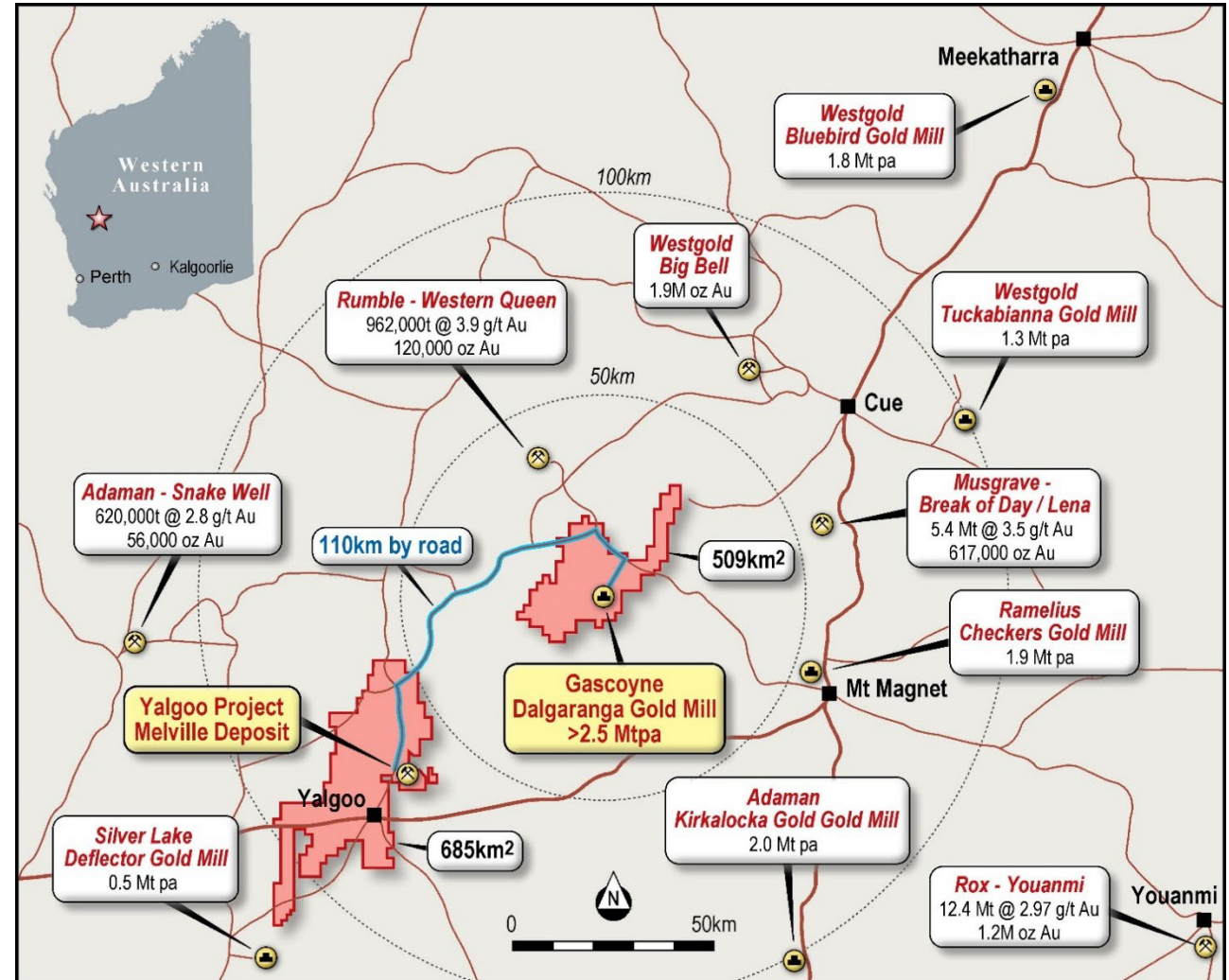


# DALGARANGA – STRATEGIC REGIONAL ASSET



A modern, low-cost plant in a region of growing gold resources and ageing infrastructure

- Dalgaranga Processing Plant
  - Commissioned 2018
  - Low cash processing cost ~\$14/t
  - Consistent operation above 2.5Mtpa nameplate
- Leverage low-cost processing asset through expansion and extension of low-cost near-mine ore sources:
  - Gilbey's Nth – discovery, 300m+ strike mineralisation from surface so far, new MRE
  - Plymouth extension – drilling, new MRE
  - Gilbey's Footwall extension – drilling, new MRE
  - Archie Rose – maiden MRE in review
- Yalgoo exploration to provide longer-term feed sources
  - Melville – MRE 200koz, scoping study underway
- Regional processing options – risk dependent

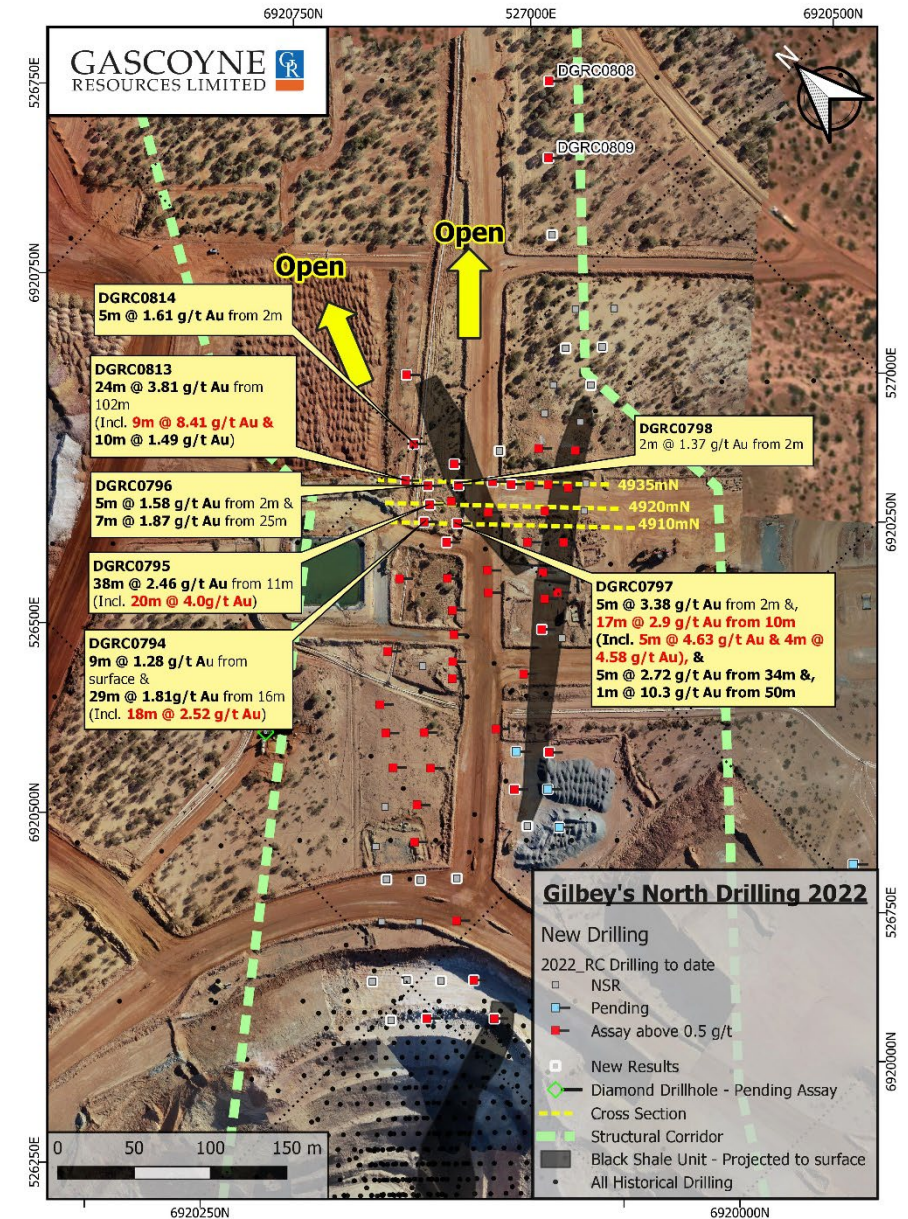


Aiming to deliver a consistent +1g/t head grade in 2022

# DALGARANGA – INCREASE MINE LIFE

## Exploration strategy to maximise life of mine

- Empower the on-site geology team!
- First target drilled – Gilbey's North (**DISCOVERY!**)
  - Following up historic 8m @ 3.9g/t from 24m (DGAC0384)
- Highlight intercepts (so far and only the shallow ones!)
  - 23m @ 3.8g/t from 13m, incl. 4m @ 11.3g/t (DGRC0758)
  - 17m @ 3.5g/t from 22m, incl. 10m @ 5.3g/t (DGRC0759)
  - 29m @ 1.81g/t from 16m, incl. 18m @ 2.52g/t (DGRC0794)
  - 38m @ 2.46g/t from 11m, incl. 20m @ 4.0g/t (DGRC0795)
  - 17m @ 2.9g/t from 10m, incl. 5m @ 4.63g/t (DGRC0797)
- Steeply-dipping, stacked lodes in a thick sequence between shales, same as seen in Gilbey's Pit
- Growing resource potential +300m strike and around 100m wide



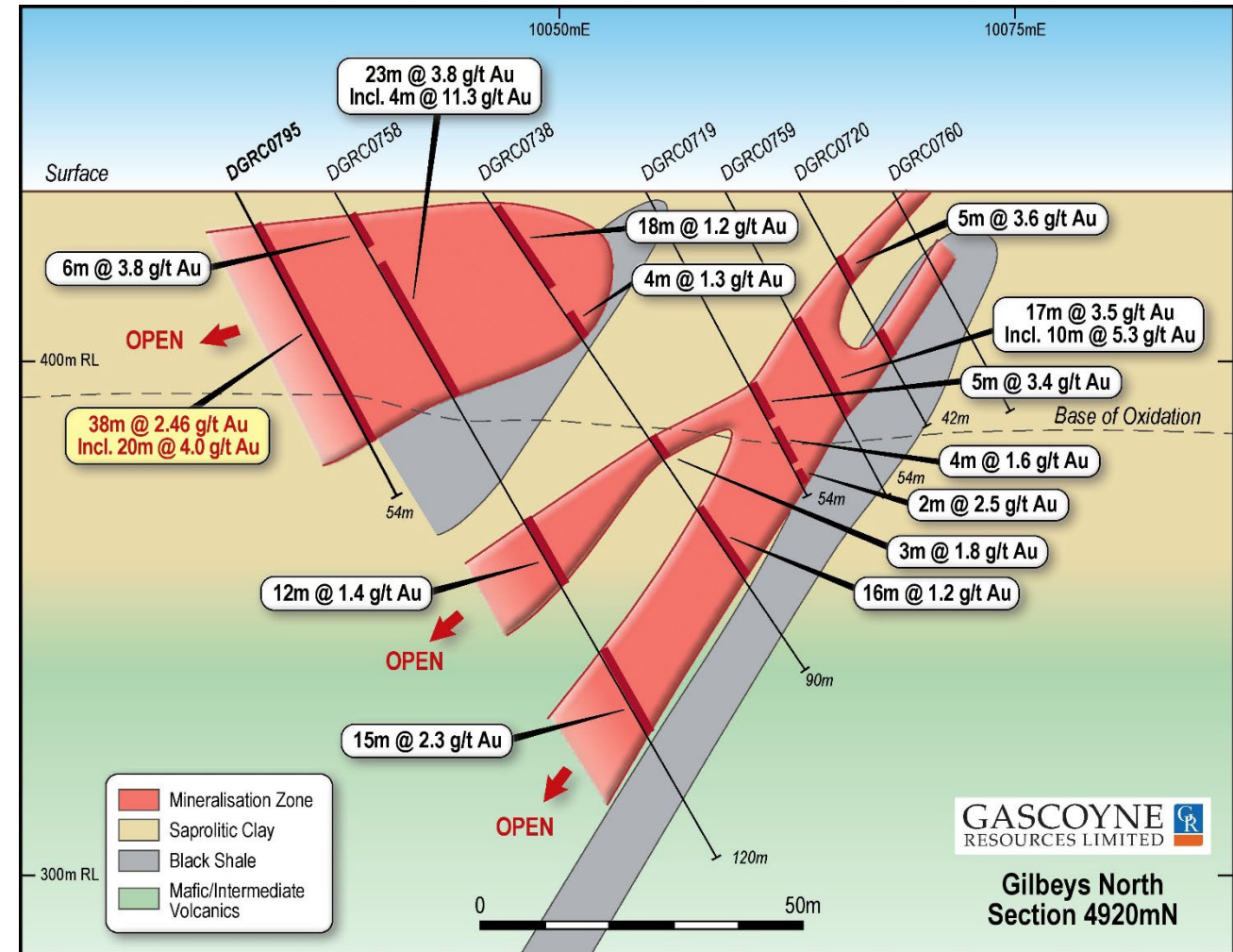


# DALGARANGA – GILBEY'S NORTH



## Exploration strategy to extend life of mine

- Broad zones of mineralisation from near surface
- Steeply dipping, stacked sequences
- Same shale marker horizons as Gilbey's Main
- Less than 1,000m to processing plant
- 2 rigs currently drilling to accelerate outcomes
- High speed drill-out, high speed assay (photon)
- Next steps:
  - Target 25m x 50m drill spacing to 150m
  - Maiden JORC Mineral Resource
  - Permit Mining Proposal
  - Target 12.5m x 12.5m drill spacing to 50m (Grade Control)
  - Updated JORC Mineral Resource
  - Drill northward for extensions



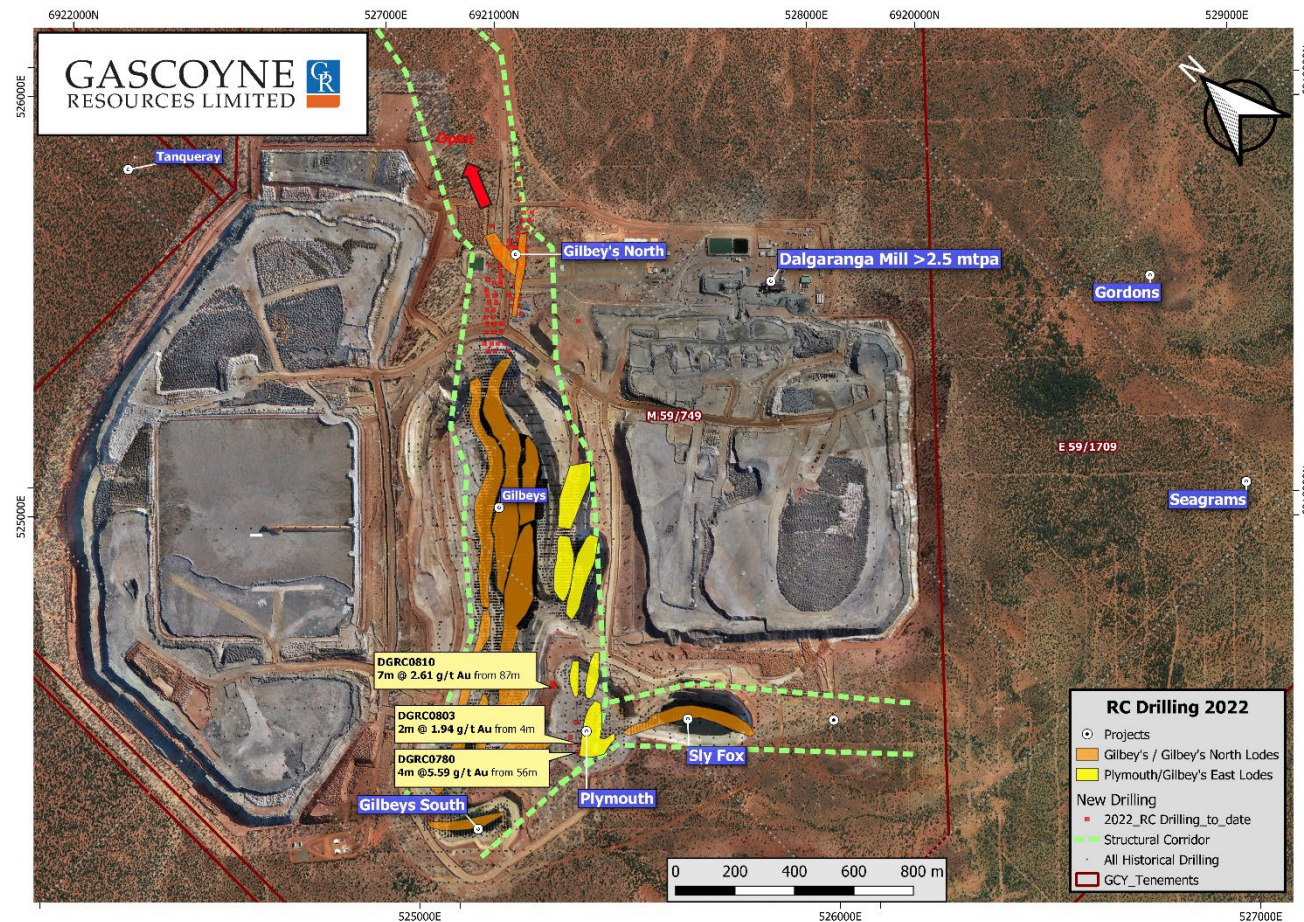


# DALGARANGA – MAXIMISE – LIFE-OF-MINE



Near-mine opportunities to organically grow Dalgaranga mine life through drilling

- **Gilbey's North (existing Mining Lease)**
  - Along-strike of existing Gilbey's Pit
  - +300m extent, mineralised from surface, drilling
- **Plymouth (existing Mining Lease)**
  - Drilling under existing Plymouth open pit
  - Current ore source – potential for enhanced cutback
- **Sly Fox (existing Mining Lease)**
  - Drilling below/along-strike from suspended open pit
  - Previous ore source – potential for enhanced cutback
- **Archie Rose**
  - Maiden JORC resource in review
  - Potential oxide satellite open pit ~7km from mill
- **Hendricks**
  - Maiden Mineral Resource targeted for early 2022
  - Potential satellite open pit less than 3km from mill

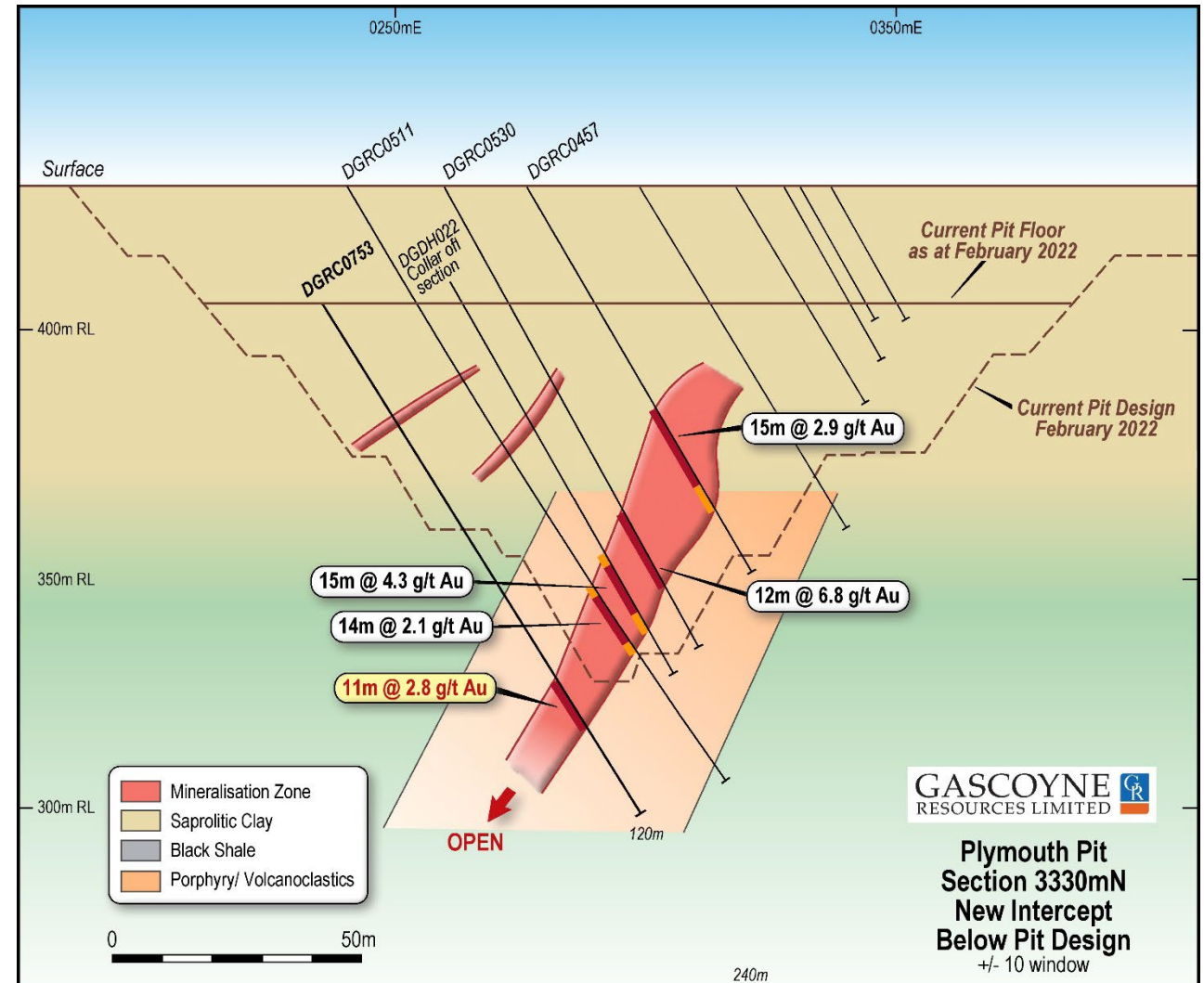


# DALGARANGA – MAXIMISE – PLYMOUTH



## Near-mine opportunities to organically grow Dalgaranga mine life through drilling

- Resource extension drilling completed below the existing Plymouth open pit
- New results outside of existing resource
- Results include<sup>1</sup>:
  - **9m @ 2.0g/t from 125m** in DGRC0685
  - **12m @ 2.2g/t from 99m** in DGRC0686
  - **9m @ 3.4g/t from 75m** in DGRC0689
  - **15m @ 1.5g/t from 96m** in DGRC0700
  - **11m @ 2.8g/t from 89m** in DGRC0753
- Possibility to extend current mine design deeper accessing further ounces
- Drilling along-strike for potential enhanced cut-back
- Located less than 2km from the mill



1. ASX releases dated 20 Dec 2021, 8, 17, 24, 28 Feb 2022 and 22 Mar 2022.

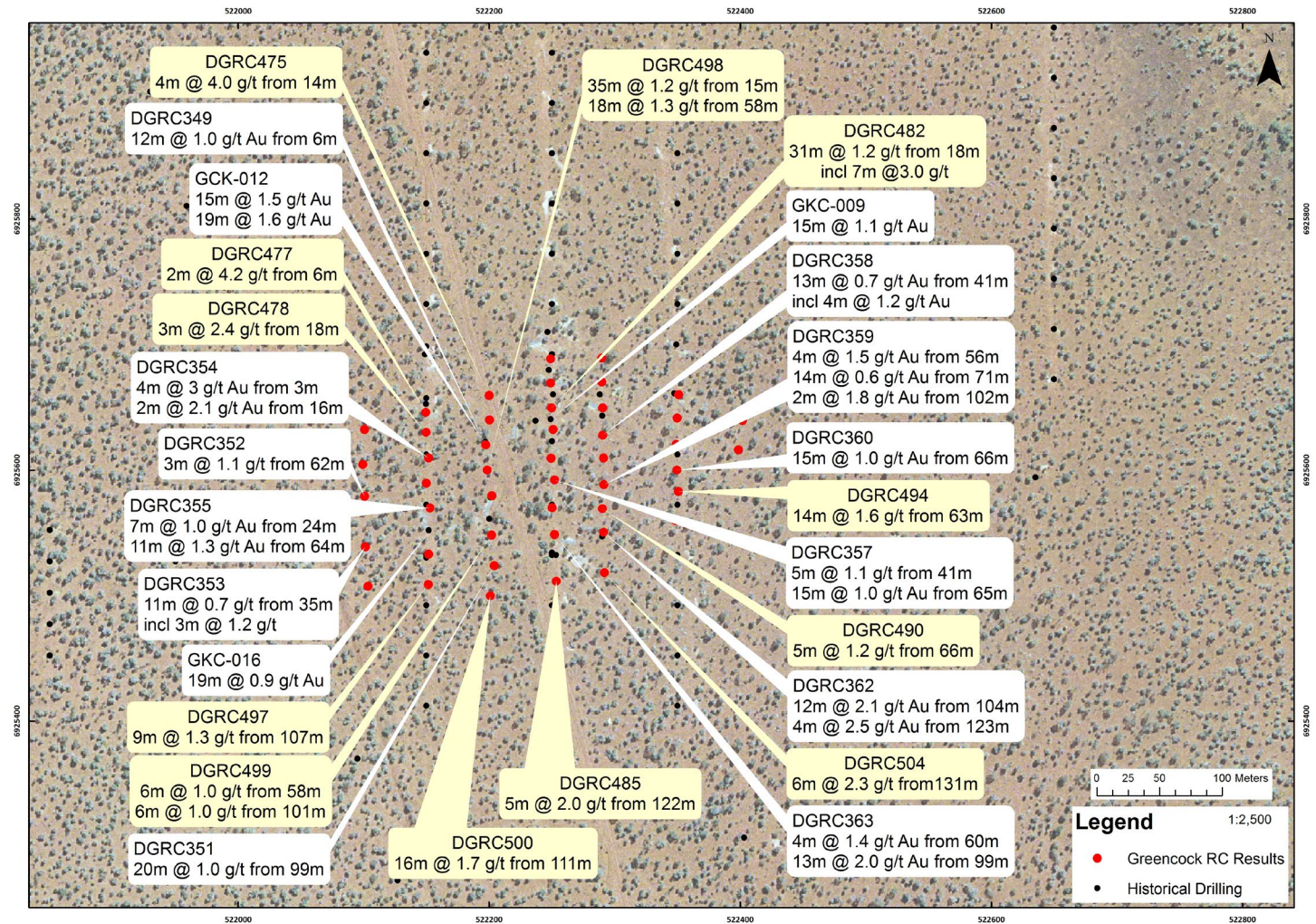


# DALGARANGA – MAXIMISE – ARCHIE ROSE



## Near-mine opportunities to organically grow Dalgaranga mine life through drilling

- In-fill resource drilling planned to follow-up on 2018 program<sup>1</sup>
  - Drilling scheduled first half of 2022
- Highlight assays:
  - **35m @ 1.2g/t from 15m**
  - **31m @ 1.2g/t from 18m, inc 7m @ 3.0g/t**
  - **14m @ 1.6g/t from 63m**
  - **12m @ 2.1g/t from 104m**
- Maiden JORC resource under external review
- Mineralisation starts close to surface
- Open pit oxide potential
- Grade improving and open at depth
- Around 7km to Dalgaranga processing plant



1. Drilling results for Archie Rose (formerly Greencoek) taken from ASX release dated 17 September 2018 titled "Operations and Exploration Update"

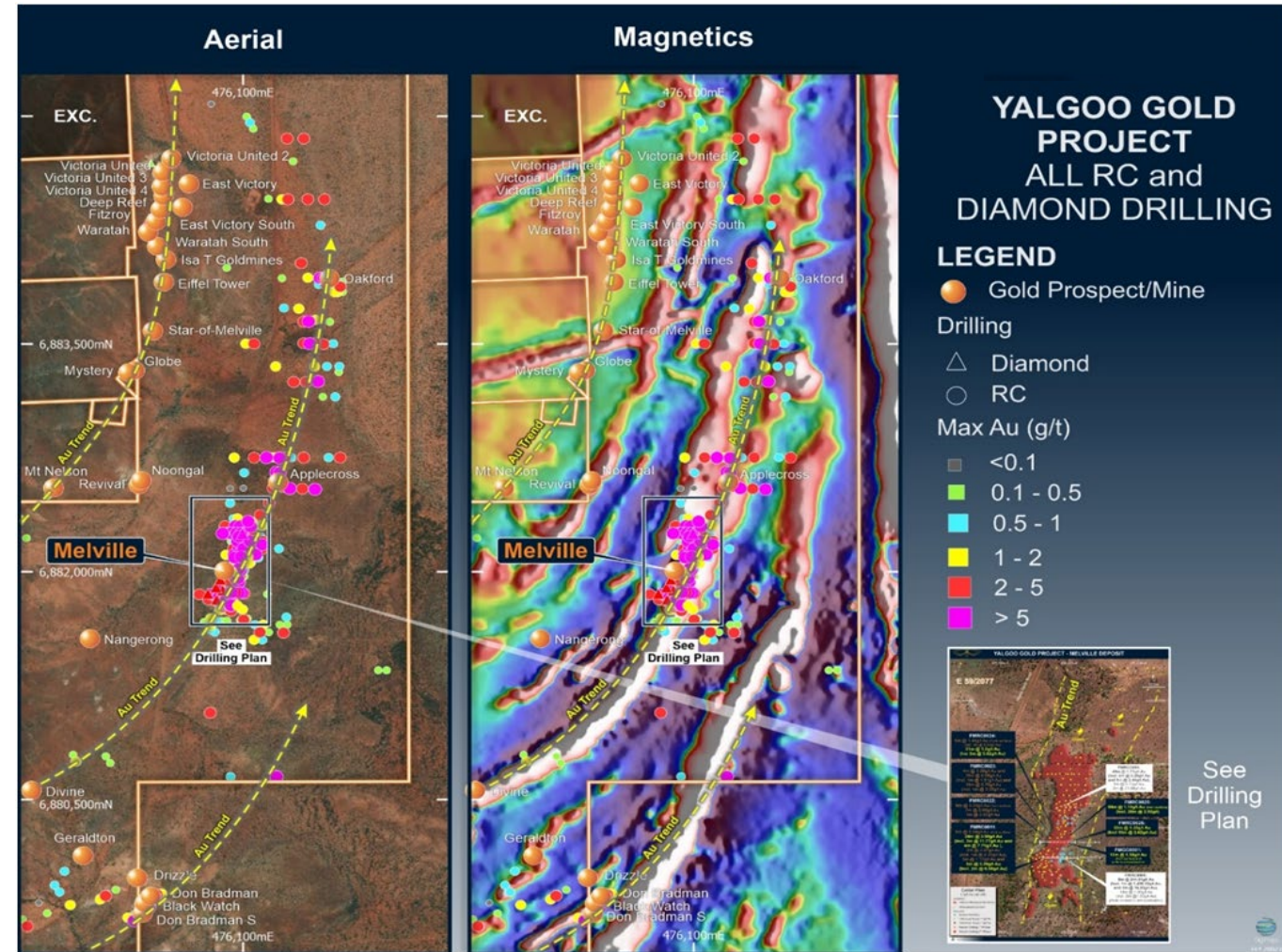


# YALGOO – MAXIMISE LIFE OF MINE



## Melville deposit – blueprint for future resource growth through exploration

- Melville Gold Deposit – 200koz @ 1.47g/t
  - Materially higher-grade than Gilbey's
  - Mineralised from surface
  - Permitting and technical studies well advanced
  - 110km by existing road to Dalgaranga processing plant
- Yalgoo Greenstone Belt consolidated under one owner for the first time in 100 years
- Only a small area of one of several mineralised trends (Melville trend)
- Excellent potential for similar sized or larger deposits over the Yalgoo Gold Project
- Programmes of Work (POWs) in place
- Drilling scheduled to commence first half 2022
- Targeting additional JORC resource ounces

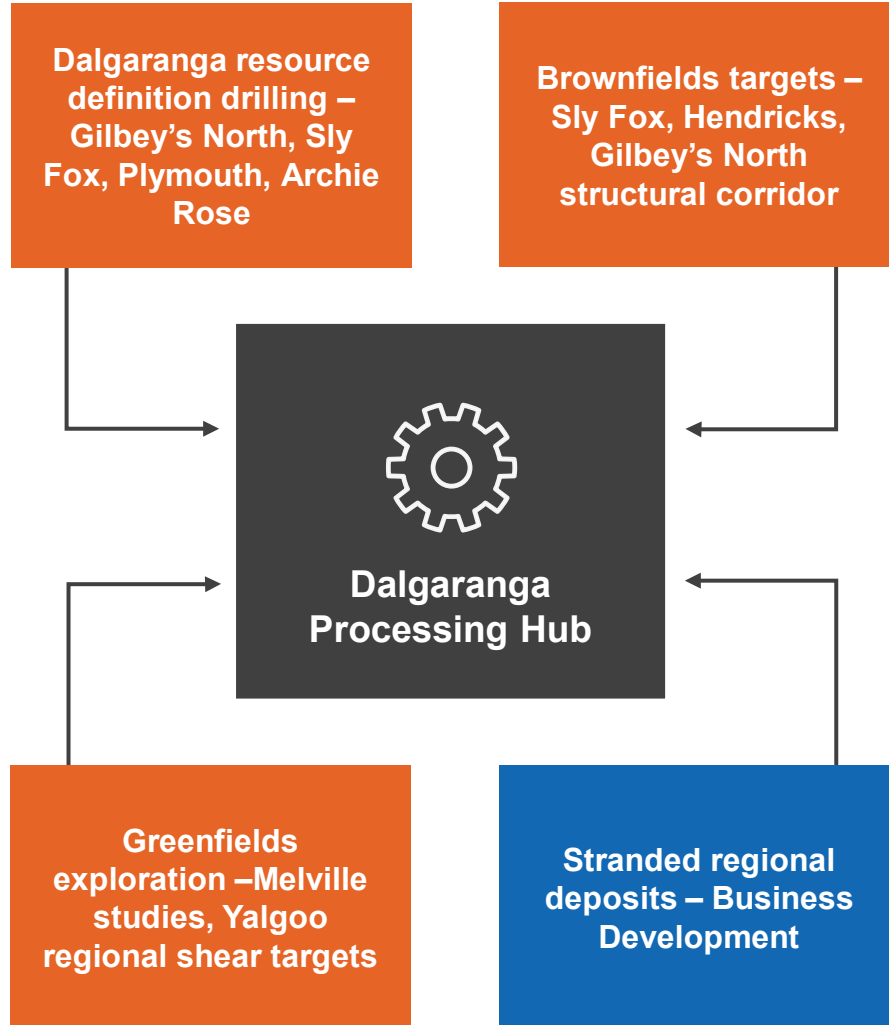




# GASCOYNE – THE NEXT 12 MONTHS



Extending mine life close to the processing plant

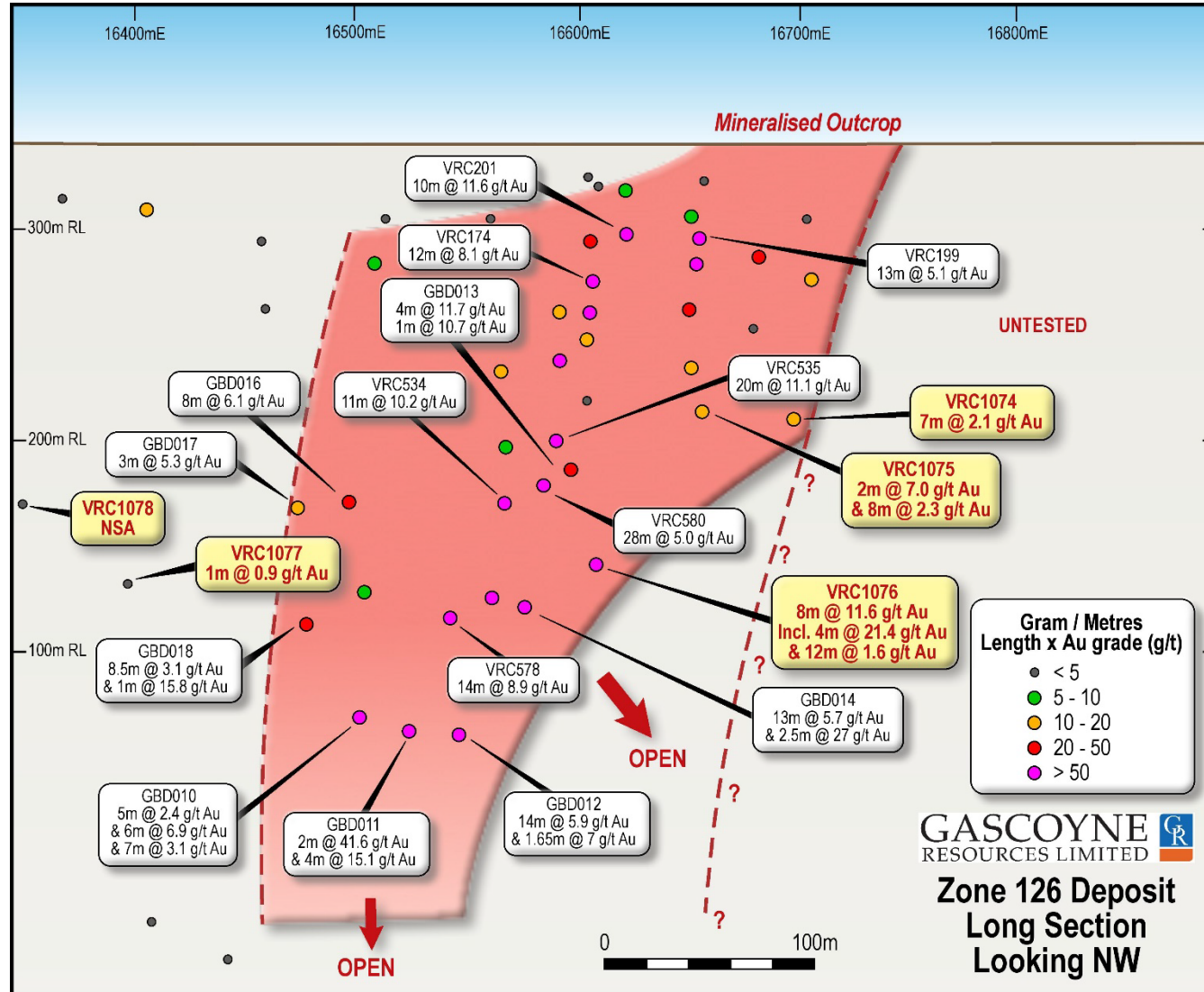




# “UNLOVED” ASSET? – GLENBURGH / MT EGERTON



Recent drilling results highlight resource upside at high-grade Zone 126 deposit



- Located ~300km north of Dalgaranga
- Very high potential for standalone operation
- Granted Mining Leases
- Majority of permitting complete
- Current global resource of 510,000oz gold
- Recent results from the high-grade **Zone 126** deposit at Glenburgh illustrates wide high-grade zones:
  - 8m @ 11.6g/t in VRC1076 including 4m @ 21.4g/t<sup>1</sup>
  - Resource update planned
- Along-strike growth potential
- Nearby high-grade 27koz resource at Mt Egerton further adds to combined project growth potential

# KEY TAKEAWAYS

Leveraging our people, assets and exploration potential to create value



- Gold producer with FY2022 production guidance of 70,000 – 75,000oz (low end)
- Optimised Business Plan aimed at reducing costs, improving cash-flow and increasing mine life
- Modern, low processing cost +2.5Mtpa C.I.L. plant located in the heart of a rapidly growing gold province
- Emerging discovery at Gilbey's North
- Targeting delivery of a consistent +1g/t Au head grade in 2022 and beyond
- Strengthened balance sheet and financial flexibility

**A fully engaged and highly experienced team working together to unlock value and provide a bright future for our shareholders.**





An aerial photograph of a large-scale construction project. The top half shows a wide, light-colored earthen area with some structural outlines and a small red excavator. The bottom half shows a deep, dark excavation pit with several pieces of heavy machinery, including excavators and trucks, working within it.

# Equity Raising

# Equity Raising Details



## \$15 million Placement + \$4 million Share Purchase Plan

Placement Structure	<ul style="list-style-type: none"><li>• Single tranche placement to sophisticated, professional &amp; institutional investors to raise \$15 million (“<b>Placement</b>”)</li><li>• Approx. 50 million new fully paid ordinary shares (“<b>New Shares</b>”) to be issued under the Placement</li><li>• Placement conducted using existing ASX Listing Rule 7.1 capacity</li></ul>
Issue Price	<ul style="list-style-type: none"><li>• New Shares will be issued under the Placement at an issue price of \$0.30 per share, a discount of:<ul style="list-style-type: none"><li>• 15.5% to the last closing price of \$0.355 per share on 23 March 2022; and</li><li>• 10.9% to the 10-day volume weighted average price of \$0.337 on 23 March 2022</li></ul></li></ul>
Share Purchase Plan (SPP)	<ul style="list-style-type: none"><li>• SPP to eligible investors resident in Australia and New Zealand (“<b>Eligible Investors</b>”) to raise up to \$4 million at the same price as the Placement - \$0.30 per New Share</li><li>• Eligible Investors may subscribe for up to \$30,000 of New Shares</li><li>• Approx. 13.3 million New Shares to be issued under the SPP. Further details in relation to the SPP will be provided to Eligible Investors in an SPP booklet expected to be released following the Placement.</li></ul>
Use of Proceeds (Placement + SPP)	<ul style="list-style-type: none"><li>• \$10.5 million to fully repay and extinguish remaining convertible note debt and accrued but unpaid interest</li><li>• \$3.5 million for accelerated drilling program at Dalgaranga focused on near mine targets (eg, Gilbey’s North, Plymouth)</li><li>• \$5.0 million for general working capital purposes and costs of the equity raise</li></ul>
Ranking	<ul style="list-style-type: none"><li>• New Shares issued under the Placement and SPP will rank pari passu with existing Gascoyne fully paid ordinary shares</li></ul>
Managers	<ul style="list-style-type: none"><li>• Canaccord Genuity (Australia) Limited lead manager and sole bookrunner</li><li>• Bridge Street Capital Partners Pty Ltd co-manager</li></ul>



# Equity Raising Timetable



Friday, 25 March 2022 (7pm AEDST)	Record date for the SPP
Thursday, 31 March 2022	Settlement of Placement
Friday, 1 April 2022	Allotment and normal trading of Placement shares
Friday, 1 April 2022	SPP offer opens and SPP booklet dispatched
Tuesday, 19 April 2022 (5pm AWST)	SPP offer closes
Friday, 22 April 2022	Announcement of SPP results and issuance of SPP shares
Tuesday, 26 April 2022	Normal trading of SPP shares and dispatch of holding statements for SPP shares

**Note: All dates are subject to change without notice and are indicative only. The Company, in consultation with the Lead Manager and subject to the Corporations Act and ASX Listing Rules, reserves the right to vary these dates without prior notice.**

# Resources & Reserves





# MINERAL RESOURCES – MURCHISON REGION



## Summary Mineral Resource Statement

### DALGARANGA (as at 31 March 2021)

Category	Tonnes (Mt)	Grade (g/t)	Contained Metal (koz Au)
Measured	1.38	0.7	30.6
Indicated	20.04	0.8	533.1
Indicated + Measured	<b>21.43</b>	<b>0.8</b>	<b>563.8</b>
Inferred	3.56	0.7	85.1
<b>TOTAL</b>	<b>24.99</b>	<b>0.8</b>	<b>648.9</b>

### YALGOO (as at 6 December 2021)

Category	Tonnes (Mt)	Grade (g/t)	Contained Metal (koz Au)
Indicated	3.35	1.49	160.4
Inferred	1.88	1.37	83.2
<b>TOTAL</b>	<b>5.24</b>	<b>1.45</b>	<b>243.6</b>



- The Mineral Resource estimates have all been reported within pit optimisations using a gold price of A\$2,800 per ounce



# MINERAL RESOURCES – GLENBURGH / MT EGERTON



## Summary Mineral Resource Statement

### GLENBURGH (as at 31 March 2021)

Category	Tonnes (Mt)	Grade (g/t)	Contained Metal (koz Au)
Indicated	13.50	1.0	430.7
Inferred	2.80	0.9	79.4
<b>TOTAL</b>	<b>16.30</b>	<b>1.0</b>	<b>510.1</b>

### MT EGERTON – HIBERNIAN (as at 31 March 2021)

Category	Tonnes (Mt)	Grade (g/t)	Contained Metal (koz Au)
Indicated	0.23	3.4	25
Inferred	0.04	1.5	2
<b>TOTAL</b>	<b>0.28</b>	<b>3.1</b>	<b>27</b>

<b>GROUP TOTAL<sup>1</sup></b>	<b>1,429.6</b>		



- The Mineral Resource estimates have all been reported within pit optimisations using a gold price of A\$2,800 per ounce

• ASX release dated 31 May 2021 “2021 Mineral Resource and Ore Reserve Statements”

<sup>1</sup> Group Total excludes the impact of mining depletion from 1 April 2021



# ORE RESERVES – DALGARANGA

339koz gold reserve as at 31 March 2021

## Dalgaranga Gold Project

### 31 March 2021 Summary Ore Reserve Statement

Classification	Mt	Au g/t	Au koz
Proved	2.91	0.5	49.8
Probable	10.62	0.8	289.2
<b>Total</b>	<b>13.53</b>	<b>0.8</b>	<b>339.0</b>



- An updated Ore Reserve estimate for the project was based on updated Mineral Resource estimates completed by Cube Consultants
- Open pit Mine designs were based on optimised pit shells using a gold price of A\$2,100/oz
- Cost inputs were based on 36 months of operational data for mining, processing, general and administration plus capital requirements
- Ore Reserves above a 0.5g/t cut-off underpin higher grade to be processed

# COMPETENT PERSON'S STATEMENT



## **Dalgaranga Project – Ore Reserves and Mineral Resource Estimates**

The information which relates to the Ore Reserve estimates for the Dalgaranga Gold Project referred to in this presentation is extracted from the ASX announcement dated 31 May 2021 and titled “2021 Mineral Resource and Ore Reserve Statements”. The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcement and that all material assumptions and technical parameters underpinning the estimate in the original market announcement continue to apply and have not materially changed. The Company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement. The Competent Person responsible for reporting of those Ore Reserves was Mr Neil Rauert.

The information which relates to the Mineral Resource estimates for the Gilbey's, Gilbey's South, Plymouth and Sly Fox gold deposits at the Dalgaranga Gold Project referred to in this presentation are extracted from the ASX announcement dated 31 May 2021 and titled “2021 Mineral Resource and Ore Reserve Statements”. The company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcement and that all material assumptions and technical parameters underpinning the estimate in the original market announcement continue to apply and have not materially changed. The Company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement. The Competent Persons responsible for reporting of those Mineral Resource estimates were Mr Michael Job and Mr Michael Millad.

## **Yalgoo – Mineral Resource Estimates**

The information which relates to the Mineral Resource estimates for the Yalgoo Gold Project referred to in this presentation are extracted from the ASX announcement dated and 6 December 2021 “24% Increase in Yalgoo Gold Resource to 243,613oz Strengthens Dalgaranga Growth Pipeline”. The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcement and that all material assumptions and technical parameters underpinning the estimate in the original market announcement continue to apply and have not materially changed. The company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement. The Competent Person responsible for reporting of those Mineral Resource estimates was Mr Simon Lawson.



# COMPETENT PERSON'S STATEMENT



## **Glenburgh Project – Mineral Resource Estimates**

The information which relates to the Mineral Resource estimates for the Glenburgh Gold Project referred to in this presentation are extracted from the ASX announcement dated 18 December 2020 and titled “Group Mineral Resources Grow to Over 1.3Moz”. The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcement and that all material assumptions and technical parameters underpinning the estimate in the original market announcement continue to apply and have not materially changed. The Company confirms that the form and context in which the Competent Person’s findings are presented have not been materially modified from the original market announcement. The Competent Person responsible for reporting of those Mineral Resource estimates was Mr Brian Fitzpatrick.

## **Mt Egerton (Hibernian) – Mineral Resource Estimates**

The Mineral Resources estimates for the Hibernian deposit at Mt Egerton referred to in this presentation are extracted from the ASX announcement dated 31 May 2021 and titled “2021 Mineral Resource and Ore Reserve Statements”. The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcement and that all material assumptions and technical parameters underpinning the estimate in the original market announcement continue to apply and have not materially changed. The Competent Person responsible for reporting of those Mineral Resource estimates was Mr Brian Fitzpatrick.



# Risk Factors



# General



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

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

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

The following risk factors, and others not specifically referred to, may in the future materially affect the financial performance of the Company and the value of the Shares.

Prospective investors should carefully consider these risks in light of their investment objectives, financial situation and particular needs (including financial and taxation issues). There may be risk factors in addition to these that should be considered in light of personal circumstances.

# Company specific



## Liquidity and price risks

The price at which the Company's Shares trade on ASX could be subject to fluctuations in response to variations in operating performance and general operations and business risk, as well as external operating factors over which the Directors and the Company have no control, such as movements in product material prices and exchange rates, changes to government policy, legislation or regulation and other events or factors.

## Commodity prices

The value of the Company's assets may be affected by fluctuations in commodity prices and exchange rates, such as the USD denominated gold price, and the AUD denominated gold price as a result of fluctuations in the AUD / USD exchange rate.

These prices can fluctuate rapidly and widely, and are affected by numerous factors beyond the control of the Company. These factors include world demand for precious and other metals, forward selling by producers, and production cost levels in major metal-producing regions. Other factors include expectations regarding inflation, the financial impact of movements in interest rates, gold price forward curves, global economic trends, confidence and conditions, and domestic and international fiscal, monetary and regulatory policy settings. These factors can affect the value of the Company's assets and the supply and demand characteristics of gold, and may have an adverse effect on the viability of the Company's production, exploration, development activities, its ability to fund those activities and the value of its assets.

Future production from the Company's mining operations will be dependent upon the gold price being sufficient to make these operations economic. The risks associated with commodity price volatility may be minimised by any hedging the Company undertakes.

## Ore Reserve and Mineral Resource estimate

Ore Reserve and Mineral Resource estimates are prepared in accordance with the JORC Code and are expressions of judgement based on knowledge, experience and industry practice. The reported estimates, which were valid when originally estimated, may alter significantly when new information or techniques become available. As the Company obtains new information through additional drilling and analysis, Ore Reserve and Mineral Resource estimates are likely to change. This may result in alterations to the Company's exploration, development and production plans which may, in turn, positively or negatively affect the Company's operations and financial position.

In addition, by their very nature, Ore Reserve and Mineral Resource estimates are imprecise and depend to some extent on interpretations, which may prove to be inaccurate. Commodity price fluctuations, as well as production costs or reduced throughput and/or recovery rates, may materially affect the estimates.

## Ore Reserve and Mineral Resource reconciliation performance

Monthly reconciliation of Declared Ore Mined (**DOM**) to the Ore Reserve estimates have been carried out at the Dalgaranga Gold Project since the Company commenced mining activities in 2018. Reconciliation of DOM to Localised Uniform Conditioning (**LUC**) models since 2019 have improved significantly as compared to the 2017 and 2018 models, however, even since the 2020 calendar year, there have been negative monthly variances.

A batch trial of ore from the Gilbey's Main Zone showed a positive reconciliation to the 2019 LUC model (refer ASX announcement on 21 May 2020), however, it is important to note that the positive reconciliation was achieved from ore sourced from the southern end of the Gilbey's pit. The outcomes from this batch trial should not be universally applied across the entirety of the ore body as geological models are estimates and future DOM reconciliation to LUC models will likely vary, both positively and negatively, over the remainder of the mine life.

Modifying factors such as dilution and ore loss, are applied when converting Mineral Resources to Ore Reserves as a method to account for variations in reconciliation over time, however accuracy of such modifying factors is subject to a high number of variable inputs to the estimate. As a result, there is a risk that not all of the total gold estimated in the Ore Reserve will be recovered.



# Company specific



## **Tenure of tenements**

Interests in tenements in Western Australia are governed by legislation and are evidenced by the granting of leases and licences by the State. The Company is subject to the *Mining Act 1978* (WA) and the Company has an obligation to meet conditions that apply to the Company's tenements, including the payment of rent and prescribed annual expenditure commitments. The tenements held by the Company are subject to annual review and periodic renewal.

There are no guarantees that the Company's tenements that are subject to renewal will be renewed or that any applications for exemption from minimum expenditure conditions will be granted, each of which would adversely affect the standing of a tenement. A number of the tenements may be subject to additional conditions, penalties, objections or forfeiture applications in the future. Alternatively, applications, transfers, conversions or renewals may be refused or may not be approved with favourable terms. Any of these events could have a materially adverse effect on the Company's prospects and the value of its assets.

## **Grant of future authorisations to explore and mine**

The Company currently holds all material authorisations required to undertake its mining operations and exploration programs at Dalgaranga. However, many of the mineral rights and interests held by the Company (including Dalgaranga) are subject to the need for ongoing or new government approvals, licences and permits as the scope of the Company's operations change. The granting and renewal of such approvals, licences and permits are, as a practical matter, subject to the discretion of applicable government agencies or officials.

If the Company pursues development of an economically viable mineral deposit, it will, among other things, require various approvals, permits and licences before it will be able to mine the deposit, and need to satisfy certain environmental approval processes. There is no guarantee that that Company will be able to obtain, or obtain in a timely fashion, all required approvals, licences or permits or satisfy all environmental approval processes. To the extent that required authorisations are not obtained or are delayed, the Company's operations may be significantly impacted.

## **Exploration and development**

The Company intends to continue with exploration and development programs on the Company's tenements that principally comprise the Dalgaranga Gold Project, Yalgoo Gold Project and Glenburgh Gold Project. In the event that the planned drilling programs produce poorer than expected results, the value of the Company's assets and the viability of the Company's future operations may be significantly diminished. Additionally, the inability to find and delineate additional sources of ore may require the Company to cease mining and/or processing operations at the Dalgaranga Gold Project periodically until sufficient quantities of economically viable ore can be found, delineated and obtain regulatory approval for mining and processing. If the Company is required to cease mining and/or processing operations, the Company may not be able to fund its obligations.

The Company's tenements are at various stages of exploration and development, and potential investors should understand that mineral exploration and development are high risk enterprises that only occasionally provide high rewards. Even a combination of experience, knowledge and careful evaluation may not be able to overcome the inherent risk associated with exploring prospective tenements.

There can be no assurance that exploration of the Company's tenements (or any other tenements that may be acquired in the future), will result in the development of an economically viable deposit of gold or other minerals. In addition to the high average costs of discovery of an economic deposit, factors such as demand for commodities, fluctuating gold prices and exchange rates, limitations on activities due to weather, difficulties encountered with geological structures and technical issues, labour disruptions, problems obtaining project finance, share price movements that affect access to new capital, counterparty risks on contacts, proximity to infrastructure (given the size of the area covered by the tenements), changing government regulation (including with regard to taxes, royalties, the export of minerals, employment and environmental protection), native title issues and equipment shortages can all affect the ability of a company to profit from any future development opportunity.

If a viable mineral deposit(s) is to be developed, the Company will need to apply for a range of environmental and development authorisations which may or may not be granted on satisfactory terms. Even if an apparently viable mineral deposit is identified, there is no guarantee that it can be profitably mined.

The discovery of mineral deposits is dependent on a number of factors, including the technical skill of the exploration personnel involved and the success of the adopted exploration plan. In addition, there can be a time lag between the commencement of drilling and, if a viable mineral deposit(s) is discovered, the commencement of commercial operations. Reasons for this include the possibility of the requirement to build and finance significant new infrastructure.

## **Rights of land access**

The Company's tenements overlap various types of tenure including live and pending mining tenements, Crown reserves, private land and pastoral leases. This may result in disruption and/or impediment to the operation or development of the Company's assets. Any new mine development or expansion will require landholder issues to be addressed, which can have consequences for timing and cost implications.

# Company specific



## **Native title and cultural heritage**

The effect of the present laws in respect of native title that apply in Australia is that the Company's tenements may be affected by native title claims or procedures. This may preclude or delay granting of exploration and mining tenements or the ability of the Company to explore, develop and/or commercialise the resources on the Company's tenements. Considerable expenses may be incurred negotiating and resolving issues, including any compensation arrangements reached in settling native title claims lodged over any of the tenements held or acquired by the Company.

The presence of Aboriginal sacred sites and cultural heritage artefacts on the Company's tenements is protected by State and Commonwealth laws. Any destruction or harming of such sites and artefacts may result in the Company incurring significant fines and Court injunctions, which may adversely impact on exploration and mining activities. The Company will conduct surveys before conducting exploration work which could disturb the surface of the land. The Company's tenements currently contain, and may contain additional, sites of cultural significance which will need to be avoided during field programs and any resulting mining operations. The existence of such sites may limit or preclude future exploration or mining activities on those sites and delays and expenses may be experienced in obtaining clearances.

## **Mining Risks**

When compared with many industrial and commercial operations, mining and mineral processing projects are relatively high risk. Each ore body is unique. The nature of mineralisation, the occurrence and grade of the ore, as well as its behaviour during mining and processing can never be wholly predicted. Estimations of the tonnes, grade and overall mineral content of a deposit are not precise calculations but are based on interpretation and samples from drilling, which, even at close drill hole spacing, represent a very small sample of the entire ore body. The Company's operations have previously experienced reconciliation to Ore Reserve and Mineral Resource models significantly below expectations which has impacted the ore tonnes available for milling, the milled grades and resultant recovered ounces.

Whilst over the past 2-3 years the Company has allocated internal and external resources to improve reconciliation to Ore Reserves and Mineral Resources, and has achieved improved levels of reconciliation between actual ore mined and Ore Reserve and Mineral Resource models. There is no guarantee that achieved levels of improvement can be maintained over the remaining life of mine. Failure to maintain the expected levels of reconciliation to Ore Reserves and Mineral Resources could result in lower returns from the Company's operations than expected or could result in the Company's operations not being economically viable. This could impact the Company's financial performance and position.

Projected rates of gold production are, in part dependent upon progression of mining in accordance with plans and mining equipment productivity. Should mining productivity rates be less than estimated by the Company, there is a risk that the rate of gold production over a given time period will be lower than projected by the Company. This would have the impact of extending the remaining life of mine time period and would likely cause an increase in projected expenditure. While the Company may be able to mitigate some or all of the effects or lower than projected rates of mining productivity through the mobilisation of additional mining equipment, there remains a risk that it is unable to do so or that the additional cost incurred to mobilise additional mining equipment adversely impacts the profitability of the Company.

## **Process Plant Performance**

Rates of gold production are impacted by a number of factors including the grade of ore delivered to the process plant and the percentage of gold recovered from ore processed in the plant. The Company has based its production plans and financial forecasts on ore grades determined from its Mineral Resource and Ore Reserve models, and rates of gold recovery that are generally consistent with gold recovery rates recently achieved.

While the Company has a reasonable basis for the estimated rate of gold recovery that it uses for its planning and financial forecasting purposes, there can be no guarantee that these rates will be achieved by the process plant. Failure to achieve estimated rates of gold recovery in the process plant could result in lower returns from the Company's operations than expected or could result in the Company's operations not being economically viable. This could impact the Company's financial performance and position.

## **Operational risk**

The Company's mining, exploration and development activities will be subject to numerous operational risks, many of which are beyond the Company's control. The Company's operations may be curtailed, delayed or cancelled as a result of factors such as adverse weather conditions, mechanical difficulties, shortages in or increases in the costs of labour, consumables, spare parts, plant and equipment, external services failure (including energy and water supply), industrial disputes and action, difficulties in commissioning, ramp up and operating plant and equipment, IT system failures, mechanical failure or plant breakdown, and compliance with governmental requirements. Hazards incidental to the mining, exploration and development of mineral properties such as unusual or unexpected geological formations, difficulties and/or delays associated with groundwater and dewatering of existing pits may be encountered by the Company. Industrial and environmental accidents could lead to substantial claims against the Company for injury or loss of life, and damage or destruction to property, as well as regulatory investigations, clean up responsibilities, penalties and the suspension of operations.

The Company will endeavour to take appropriate action to mitigate these operational risks (including by ensuring legislative compliance, properly documenting arrangements with counterparties, and adopting industry best practice policies and procedures) or to insure against them, but the occurrence of any one or a combination of these events may have a material adverse effect on the Company's performance and the value of its assets.



# Company specific



## **Geotechnical Risk – pit wall angles and final pit design**

The remaining life of mine plan for the Dalgaranga Gold Project, including gold production and cost outlooks, relies on completion of mining in accordance with the final pit design. A third party technical study in FY2020 using 3-dimensional numerical modelling indicates that wall angles in the final pit could be steepened, particularly on the western wall of the Gilbey's pit. The life of mine plan incorporates these steeper wall angles. As mining progresses, additional geotechnical data will be collected, allowing further refinement of geotechnical modelling and pit design optimisation. Additionally, smaller wall failures or slippages could occur that require changes to the mine design and overall wall angles may become shallower than those used in the current life of mine plan.

While the Company has a reasonable basis upon which to base the final pit design for the Gilbey's pit, there is a risk that the final excavated pit ends with shallower wall angles than used in the life of mine plan, increasing the cost of gold produced as a result.

## **Geotechnical Risk – ground movement**

Geotechnical risk arises from the movement of the ground during and following mining activity. This may result in temporary or permanent access to a mine being restricted or cut off. The loss of access may have a significant impact on the economics of the ore body or delay the delivery of ore to the processing plant. Additionally, significant additional costs may result from designing and constructing alternative access to open pits or mining locations, or by requiring remediation of mining locations, which will also impact the economics of the mining operation, potentially making the mine uneconomic. Assessment of the extent and magnitude of ground movements that could take place or that have taken place within the mine and surrounding areas will be evaluated by the Company.

## **Royalties**

Each gold mining project operated by the Company will be subject to Western Australian royalties. If State royalties rise, the profitability and commercial viability of the Company's projects may be negatively impacted.

## **Tailings storage facility expansion approvals**

The Company is periodically required to expand the capacity of its tailing storage facility(s) at the Dalgaranga Gold Project site. Capacity expansions to existing tailings storage facilities, or use of depleted open cut mining pits for tailings storage, require the approval or consent of government departments or agencies. Approval requests and expansions of tailings storage facilities are customary for mining projects similar in nature to the Dalgaranga Gold Project.

In the event that the approvals for expansions of tailings storage facilities are not approved within timeframes required by the Company, the Company may be required to reduce or even cease production operations until additional tailings storage capacity is approved and becomes operational.

## **Environment and government regulation**

The operations and proposed activities of the Company are subject to State and Commonwealth laws and regulations concerning the environment. If such laws are breached, the Company could be required to cease its operations and/or incur significant liabilities including penalties, due to past or future activities.

As with most mining operations and exploration projects, the Company's activities are expected to have an impact on the environment, particularly as advanced exploration and mine development proceeds. Mining projects have statutory rehabilitation obligations that the Company will need to comply with in the future and which may be material. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including in compliance in all material respects with relevant environmental laws. Nevertheless, there are certain risks inherent in the Company's activities which could subject the Company to extensive liability.

Further, the Company may require approval from relevant authorities before it can undertake activities that are likely to impact the environment. Failure to obtain such approvals could prevent the Company from undertaking its desired activities.

The cost and complexity in complying with the applicable environmental laws and regulations may affect the viability of development of the Company's projects, and consequently the value of those projects, and the value of the Company's assets. Further there can be no assurances that any future environmental laws, regulations or stricter enforcement policies will not have a material effect on the viability of development of the Company's projects, and consequently the value of those projects, and the value of the Company's assets.

# Company specific

## **Dependence on key personnel**

The Company is dependent on the experience of its Directors and management team. Whilst the Board has sought to and will continue to ensure that the management team and any key employees are appropriately incentivised, their services cannot be guaranteed. The loss of any of the Directors', senior management's or key employees' services to the Company may have an adverse effect on the performance of the Company pending replacements being identified and retained by or appointed to the Board of the Company.

As the Company grows, it will need to employ and retain appropriately motivated, skilled and experienced staff. Difficulties in attracting and retaining such staff may have an adverse effect on the performance of the Company.

## **Dependence on external contractors**

The Company has outsourced substantial parts of its mining activities pursuant to services contracts with third party contractors. Such contractors may not be available to perform services for the Company, when required, or may only be willing to do so on terms that are not acceptable to the Company. Once in contract, performance may be constrained or hampered by capacity constraints, mobilisation issues, plant, equipment and staff shortages, labour disputes, managerial failure and default or insolvency. Contractors may not comply with provisions in respect of quality, safety, environmental compliance and timeliness, which may be difficult to control. In the event that a contractor underperforms or is terminated, the Company may not be able to find a suitable replacement on satisfactory terms within time or at all. These circumstances could have a material adverse effect on the Company's production and operations.

## **Future capital requirements**

On completion of the capital raise, the Directors believe that the Company will have sufficient funds to satisfy short and medium term working capital requirements. However, the Company may require further financing to continue to operate in the future if for example it fails to meet its mining schedule or there is otherwise a material departure from the Company's stated production or cost guidance. Any additional equity financing that the Company may undertake in the future may dilute existing shareholdings. Debt financing, if available, may involve restrictions on financing and operation activities.

There can be no assurance that the Company will be able to obtain additional financing if or when required in the future, or that the terms and the time in which any such financing can be obtained will be acceptable to the Company. This may have an adverse effect on the Company's financial position and prospects.

The Company's ability to raise further equity or debt, and the terms of such transactions, will vary according to a number of factors, including the results achieved by the Company, stock market conditions, the overall risk appetite of investors along with access to credit markets and other funding sources.

## **Potential mergers and acquisitions**

As part of its business strategy, the Company may make acquisitions or divestments of, or significant investments in, companies, products, technologies or resource projects. Any such future transactions would be accompanied by the risks commonly encountered in making acquisitions or divestments of companies, products, technologies or resource projects.

## **Exposure to natural events**

The Company's operations could be impacted by natural events such as significant rain events, flooding, fires and earthquakes. Such natural events could result in impacts including reduced mining efficiencies, restrictions to or loss of access to open pits, mining locations or necessary infrastructure, or restrictions to or delays in access to the site for deliveries of key consumables required for the Company's operations. This could result in increased costs and or reduced revenues which could impact the Company's financial performance and position. Whilst the Company is able to transfer some of these risks to third parties through insurance, many of the associated risks are not able to be insured or in the Company's opinion the cost of transfer is not warranted by the likelihood of occurrence of the risk event.

## **Occupational health and safety**

The Company's operations involve the use of heavy machinery and hazardous materials, with the consequential risk to both personnel and property. An incident may occur that results in serious injury or death, damage to property, contamination of the environment or business interruption, which may have a material adverse effect to the Company's operations or financial position.

Any failure by the Company to safely conduct its operations or to comply with occupational health and safety legislation may result in fines, penalties and compensation claims as well as reputational injury. Whilst the Company is able to transfer some of these risks to third parties through insurance and the retention of contractors, many of the associated risks are not transferable. Injuries to employees may result in significant lost time for the employee and costs and impacts to the Company's business beyond what is covered under workers compensation schemes. The Company has taken steps in order to increase the safety of, and mitigate the risk of workplace injuries occurring to staff.

## **Contractual disputes and litigation**

There is a risk that the Company may in the future have disputes with counterparties in respect of major contracts and that this may have an adverse impact on the Company's financial performance and/or financial position.



# General risks



## **Economic**

General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's activities, as well as on its ability to fund those activities.

## **COVID-19**

Events related to the coronavirus pandemic (COVID-19) and in particular new variants of COVID-19 have resulted in significant market volatility. There is continued uncertainty as to ongoing and future responses of governments and authorities globally as well as a likelihood of a global or more localised economic recessions of unknown duration or severity.

The Company's Share price may be adversely affected by the economic uncertainty caused by COVID-19.

Further, any governmental or industry measures taken in response to COVID-19 may adversely impact the Company's operations and are likely to be beyond the control of the Company. The Company's ability to freely move people and equipment to and from exploration projects may be the subject of delays or cost increases. The effects of COVID-19 on the Company's Share price may also impede the Company's ability to raise capital, or require the Company to issue capital at a discount, which may in turn cause dilution to Shareholders.

## **Insurance risks**

The Company intends to insure its operations (as required) in accordance with industry practice. However, in certain circumstances, such insurance may not be of a nature or level to provide sufficient insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company affected.

## **Litigation risks**

The Company is exposed to possible litigation risks including native title claims, tenure disputes, environmental claims, occupational health and safety claims and employee or shareholder claims. Further, the Company may be involved in disputes with other parties in the future, which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position.

## **Competition risks**

The industry in which the Company will be involved is subject to domestic and global competition. While the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, whose activities or actions may, positively or negatively, affect the operating and financial performance of the Company's projects and business.

## **Force Majeure**

The projects in which the Company has an interest now or in the future may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics, quarantine restrictions or regulatory changes.

## **Laws, government policy and approvals**

Changes in government, monetary policies, taxation and other laws can have a significant impact on the Company's assets, operations and ultimately the financial performance of the Company and its Shares. Such changes are likely to be beyond the control of the Company and may affect industry profitability as well as the Company's capacity to explore and mine.

# General risks

## Climate change risk

There are a number of climate-related factors that may affect the Company's business or its assets. Climate change or prolonged periods of adverse weather and climatic conditions (including rising sea levels, floods, hail, extreme storms, drought, fires, water, scarcity, temperature extremes, frosts, earthquakes and pestilences) may have an adverse effect on the Company's ability to access and utilise its tenements and/or on the Company's ability to transport or sell mineral commodities.

Changes in policy, technological innovation and consumer or investor preferences could adversely impact the Company's business strategy or the value of its assets (including its tenements), or may result in less favourable pricing for mineral commodities, particularly in the event of a transition to a lower-carbon economy.

## Unforeseen expenditure risk

Expenditure may need to be incurred that has not been taken into account by the Company. Although the Company is not aware of any such additional expenditure requirements, if such expenditure is subsequently incurred, this may adversely affect the expenditure proposals of the Company and its proposed business plans.

## Market conditions

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- general economic outlook;
- introduction of tax reform or other new legislation;
- interest rates and inflation rates;
- changes in investor sentiment toward particular market sectors;
- the demand for, and supply of, capital; and
- terrorism or other hostilities.

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



# International Offer Restrictions



# International Offer Restrictions

This document does not constitute an offer of "New Shares" in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

## Canada (British Columbia, Ontario and Quebec provinces)

This document constitutes an offering of New Shares only in the Provinces of British Columbia, Ontario and Quebec (the "Provinces"), only to persons to whom New Shares may be lawfully distributed in the Provinces, and only by persons permitted to sell such securities. This document is not a prospectus, an advertisement or a public offering of securities in the Provinces. This document may only be distributed in the Provinces to persons who are "accredited investors" within the meaning of National Instrument 45-106 – Prospectus Exemptions, of the Canadian Securities Administrators.

No securities commission or authority in the Provinces has reviewed or in any way passed upon this document, the merits of the New Shares or the offering of the New Shares and any representation to the contrary is an offence.

No prospectus has been, or will be, filed in the Provinces with respect to the offering of New Shares or the resale of such securities. Any person in the Provinces lawfully participating in the offer will not receive the information, legal rights or protections that would be afforded had a prospectus been filed and receipted by the securities regulator in the applicable Province. Furthermore, any resale of the New Shares in the Provinces must be made in accordance with applicable Canadian securities laws. While such resale restrictions generally do not apply to a first trade in a security of a foreign, non-Canadian reporting issuer that is made through an exchange or market outside Canada, Canadian purchasers should seek legal advice prior to any resale of the New Shares.

The Company as well as its directors and officers may be located outside Canada and, as a result, it may not be possible for purchasers to effect service of process within Canada upon the Company or its directors or officers. All or a substantial portion of the assets of the Company and such persons may be located outside Canada and, as a result, it may not be possible to satisfy a judgment against the Company or such persons in Canada or to enforce a judgment obtained in Canadian courts against the Company or such persons outside Canada.

Any financial information contained in this document has been prepared in accordance with Australian Accounting Standards and also comply with International Financial Reporting Standards and interpretations issued by the International Accounting Standards Board. Unless stated otherwise, all dollar amounts contained in this document are in Australian dollars.

*Statutory rights of action for damages and rescission.* Securities legislation in certain Provinces may provide a purchaser with remedies for rescission or damages if an offering memorandum contains a misrepresentation, provided the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's Province. A purchaser may refer to any applicable provision of the securities legislation of the purchaser's Province for particulars of these rights or consult with a legal adviser.

*Certain Canadian income tax considerations.* Prospective purchasers of the New Shares should consult their own tax adviser with respect to any taxes payable in connection with the acquisition, holding or disposition of the New Shares as there are Canadian tax implications for investors in the Provinces.

*Language of documents in Canada.* Upon receipt of this document, each investor in Canada hereby confirms that it has expressly requested that all documents evidencing or relating in any way to the sale of the New Shares (including for greater certainty any purchase confirmation or any notice) be drawn up in the English language only. *Par la réception de ce document, chaque investisseur canadien confirme par les présentes qu'il a expressément exigé que tous les documents faisant foi ou se rapportant de quelque manière que ce soit à la vente des valeurs mobilières décrites aux présentes (incluant, pour plus de certitude, toute confirmation d'achat ou tout avis) soient rédigés en anglais seulement.*

## Germany

This document has not been, and will not be, registered with or approved by any securities regulator in Germany or elsewhere in the European Union. Accordingly, this document may not be made available, nor may the New Shares be offered for sale, in Germany except in circumstances that do not require a prospectus under Article 1(4) of Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union (the "Prospectus Regulation").

In accordance with Article 1(4)(a) of the Prospectus Regulation, an offer of New Shares in Germany is limited to persons who are "qualified investors" (as defined in Article 2(e) of the Prospectus Regulation).



# International Offer Restrictions

## Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). Accordingly, this document may not be distributed, and the New Shares may not be offered or sold, in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

## New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act").

The New Shares are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

## Singapore

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001 of Singapore (the "SFA") or another exemption under the SFA.

This document has been given to you on the basis that you are an "institutional investor" or an "accredited investor" (as such terms are defined in the SFA). If you are not such an investor, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

# International Offer Restrictions

## United Kingdom

Neither this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the New Shares.

The New Shares may not be offered or sold in the United Kingdom by means of this document or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This document is issued on a confidential basis in the United Kingdom to "qualified investors" within the meaning of Article 2(e) of the UK Prospectus Regulation. This document may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 ("FPO"), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investment to which this document relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this document.

## United States

This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The New Shares have not been, and will not be, registered under the US Securities Act of 1933 or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

The New Shares will only be offered and sold in the United States to:

- "institutional accredited investors" within the meaning of Rule 501(a)(1), (2), (3), (7), (8), (9) and (12) under the US Securities Act; and
- dealers or other professional fiduciaries organized or incorporated in the United States that are acting for a discretionary or similar account (other than an estate or trust) held for the benefit or account of persons that are not US persons and for which they exercise investment discretion, within the meaning of Rule 902(k)(2)(i) of Regulation S under the US Securities Act.