



MACPHERSONS REWARD GOLD LIMITED

ACN 139-357-967

2010
PROSPECTUS

FOR THE OFFER OF 100,000,000 SHARES AT 30 CENTS EACH TO RAISE UP TO \$30,000,000.

This Prospectus is important and requires your immediate attention. It should be read in its entirety. If you do not understand its contents or are in doubt as to the course you should follow, you should consult your professional adviser. An investment in the Shares offered by this Prospectus should be considered

as speculative in nature and prospective investors should be aware that they may lose some or all of their investment.

Lead Manager

Patersons Securities Limited ACN 008 896 311

INVESTMENT HIGHLIGHTS

Short Term Production Potential with Exploration Upside

- Greater than \$3 million has been spent in 2010, to drill and rehabilitate the MacPhersons Reward Mine, consisting of four pits within a one kilometre strikelength. The works included the construction of a mine office, residential and drill core facilities;
- MacPherson, Powell and Bakers Find open pits have been reopened and mineralisation exposed in floors and walls;
- Mapping and sampling yields new geological model to guide due diligence drilling of MacPhersons pit floor;
- The completion of 20 diamond drillholes at the MacPhersons Reward Mine with one hole extended to a vertical depth of 265 metres below the pit floor. All holes intercepted gold mineralisation and visible gold was present in numerous intervals, of which 46 are listed in Table 3 in section 3.4 of the Independent Geologist's Report;
- Drilling validates at least 59 separate mineralised zones and 7 twin diamond drillholes show a good correlation between the larger mineralised intercepts of the historic and current diamond drilling programs;
- All 2010 due diligence holes intercepted gold mineralisation and the better intersections were 2.55m @ 42.0 g/t, 5.23m @ 12.5g/t and 14.48m @ 2.86g/t Au. For a listing of drill results refer to Table 3 in section 3.4 of the Independent Geologist's Report;
- An aggressive exploration thrust (\$10.5 million spend on the maximum subscription) is planned in the first year to assist to identify a major open pitable resource both along strike and at depth; and
- The Tenements which cover 7 kilometres of strikelength, have 8 open pits and 2 recent discoveries over a strikelength of 3 kilometres that provide potential for both strike and depth extensions to the known mineralised zones, (with greater than 95% of historical drilling being shallower than 70 metre); and a further 4 kilometres of strikelength that remains relatively untested but has exploration upside.

Quality Management Team with Proven Track Record

The management team has:

- Strong corporate, operations and exploration experience.
- Over 200 years of combined resource industry experience.
- Discovered, developed and operated producing mines and milling operations.
- Diversified spread of professional attributes.
- Extensive international network of industry and market contacts.

Key risks

Prospective investors should read this Prospectus in its entirety. The business of the Company involves mining, exploration and investment in mining tenements and accordingly, investments in the Shares offered by the Prospectus should be considered speculative. Some of the principal risks include:

- Exploration risk;
- Operating and technical risks;
- Mineralisation estimates;
- Environmental risks; and
- Title risks and native title.

These specific risks and other general risks associated with an investment in the Company are set out in more detail in Section 7 of this Prospectus.

CORPORATE DIRECTORY

Directors

Ashok Parekh	Executive Chairman
Morrie Goodz	Managing Director
Jeff Williams	Non-Executive Director

Company Secretary

Stephen Hewitt-Dutton

Registered Office

Level 24, St Martin's Tower
44 St George's Terrace
PERTH WA 6000

Solicitors

Price Sierakowski Corporate
Level 24, St Martin's Tower
44 St George's Terrace
PERTH WA 6000

Investigating Accountants

HLB Mann Judd
Level 4, 130 Stirling Street
PERTH WA 6000

Proposed ASX Code

MRP

Indicative Timetable*

	Date
Prospectus lodged with ASIC	19 November 2010
Opening Date for Offer	26 November 2010
Closing Date for Offer	15 December 2010
Allocation of Shares and despatch of Shareholder Statements	17 December 2010
Anticipated date of listing on the ASX subject to ASX approval	20 December 2010

* The Directors reserve the right to vary the Offer dates and to close the Public Offer early or extend the Closing Date.

The Company is an exploration company with quality assets in the goldfields in Western Australia.

Lead Manager

Patersons Securities Limited
Level 23, Exchange Plaza
2 The Esplanade
PERTH WA 6000

Independent Geologists

CSA Global Pty Ltd
Level 2,
3 Ord Street
WEST PERTH WA 6005

Auditor

HLB Mann Judd
Level 4, 130 Stirling Street
PERTH WA 6000

Share Registry

Computershare Investor Services Pty Ltd
Level 2, Reserve Bank Building
45 St George's Terrace
PERTH WA 6000

IMPORTANT NOTICE

This prospectus is dated 19 November 2010 (**Prospectus**) and a copy of this Prospectus was lodged with ASIC on that date. The ASIC and ASX take no responsibility for the contents of this Prospectus. No Shares will be allotted or issued on the basis of this Prospectus later than the expiry date of this Prospectus being the date which is 13 months after the date of this Prospectus. Shares allotted or issued pursuant to this Prospectus will be allotted or issued on the terms and conditions set out in this Prospectus.

Before deciding to invest in the Company, potential investors should read the entire Prospectus and, in particular, in considering the prospects for the Company, investors should consider the risk factors that could affect the financial performance of the Company. Investors should carefully consider these factors in light of personal circumstances (including financial and taxation issues). The Company is a resource exploration company and the risks are therefore significant. The Shares offered by this Prospectus should be considered speculative. Refer to Section 7 of this Prospectus for details relating to risk factors. Investors should seek professional advice from an accountant, stockbroker, lawyer or other professional adviser before deciding whether to invest. Neither the Company nor any other person guarantees the performance of the Shares offered pursuant to this Prospectus, the performance of the Company or the return on any investment.

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

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

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

This Prospectus will be issued as an Electronic Prospectus and may be accessed on the Internet at www.macphersonsreward.com.au. The Offer pursuant to an Electronic Prospectus is only available to persons receiving an electronic version of this Prospectus within Australia. Persons who receive the electronic version should ensure that they download and read the entire Prospectus. During the Offer Period, any person may obtain a hard copy of the Prospectus by contacting the Company by email at info@macphersonsreward.com.au or phone on (08) 9021 5866.

Applications may be made on completed Application Forms attached to or accompanying the Prospectus. The Corporations Act prohibits any person from passing to another person the Application Form unless it is attached to or accompanies the complete and unaltered version of this Prospectus.

In accordance with Chapter 6D of the Corporations Act, this Prospectus is subject to an Exposure Period of seven (7) days from the date of lodgement of the Prospectus with ASIC. This period may be extended by the ASIC for a further period of seven (7) days. The purpose of this Exposure Period is to enable the Prospectus to be examined by market participants prior to the raising of the funds, which examination may result in the identification of deficiencies in this Prospectus. If this Prospectus is found to be deficient, Applications received during the exposure period will be dealt with in accordance with Section 724 of the Corporations Act. Applications received prior to the expiration of the exposure period will not be processed until after the Exposure Period. No preference will be conferred upon Applications received during the Exposure Period.

Certain terms and abbreviations used in this Prospectus have defined meanings which are explained in Section 10. The financial amounts in this Prospectus are expressed in Australian dollars (\$) unless stated otherwise. References to time are to Western Standard Time (WST) unless stated otherwise.

Pursuant to Class Order 00/44 the ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an Electronic Prospectus on the basis of a paper Prospectus lodged with the ASIC and the issue of Shares in response to an electronic Application Form, subject to compliance with certain provisions.

If you have received this Prospectus as an Electronic Prospectus please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please email the Company and the Company will send to you, for free, either a hard copy or a further electronic copy of the Prospectus or both.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the Electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered. In such a case, the Application moneys received will be dealt with in accordance with section 722 of the Corporations Act.

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Core Shed, Site Office and MacPherson Pit

KEY TERMS AND DATES

Public Offer

Issue Price per Share	30 cents
Number of Shares offered under the Prospectus	100,000,000
Amount to be raised under the Offer ¹	\$30,000,000

¹ Assumes the Offer is fully subscribed.

Pro Forma Capital Structure

The pro forma capital structure of the Company is summarised below:

	Minimum Subscription		Maximum Subscription	
	Number	%	Number	%
Shares currently on issue	39,891,675	25	39,891,675	21
Shares to be Issued to the Vendors ²	50,201,361	32	50,201,361	26
Shares to be issued pursuant to this Offer	66,666,667	43	100,000,000	53
Total Shares on issue at the Listing Date	156,759,703	100	190,093,036	100

² In the event that the ASX does not approve the reimbursement of expenditure relating to the development of the Tenements to the vendors of MRPL or the terms of the vendor loan, the Company will issue Shares ("Additional Shares") to the vendors in accordance with the Option Agreement (refer Section 9.3.1). The maximum number of Additional Shares that can be issued to the vendors is 5,615,304.

	Number	%
Options currently on issue (exercisable at \$0.30 on or before 31 December 2013)	22,000,000	100
Total Options on issue at the Listing Date	22,000,000	100

Further details of the Company's issued capital are contained in the Investigating Accountant's Report.

Indicative Timetable³

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³ The Directors reserve the right to vary the Offer dates and to close the Public Offer early or extend the Closing Date without notice.

MESSAGE FROM THE CHAIRMAN

Dear Investor

On behalf of the Board of Directors, I am pleased to invite you to become a shareholder of MacPhersons Reward Gold Ltd ("the Company").

The Company has put together a very experienced management team whose personal details are set out in Section 2 of this Prospectus.

The Company has, over the years, secured a portfolio of gold exploration projects in Coolgardie, which is in the goldfields of Western Australia.

The Directors believe that these projects have great potential to increase the current gold production levels in the Coolgardie area. Historical records and recent diamond drilling support this.

In the last nine months, the Company has spent approximately \$3,000,000 to:

- re-open three historical open pits;
- build an operational mine site; and
- complete a pit floor validation diamond drilling programme of the MacPherson pit.

Twenty (20) diamond drillholes were successfully completed, visible gold was present in numerous intervals, of which 46 are listed the Independent Geologist's Report. Visible gold was also sampled in veins outcropping in two of the open pits.

I recommend that you read the Independent Geologist's Report to gain a full understanding of the Company's Project.

The Project is located approximately five kilometres from the Coolgardie townsite and 37 kilometres from the city of Kalgoorlie-Boulder. The Project is centred on the namesake, MacPhersons Reward Mine, acquired from the famous prospector Bill Powell.

MacPhersons Reward Gold Ltd is seeking to raise \$30,000,000 through its initial public Offer of 100,000,000 Shares at an issue price of 30 cents per Share. The Minimum Subscription is \$20,000,000. You may apply for Shares by completing the Application Form attached to this Prospectus.

MacPhersons Reward Gold Ltd has projects which can be increased in value by exploration. The Company has the potential to be a producer at an early stage through further development of the existing open cut projects and the new discovery project at Tycho.

The Offer gives investors an opportunity to share in the future of the Company.

Ashok Parekh

Chairman

19 November 2010



MacPhersons Core Shed and Site Office

1. DETAILS OF THE OFFER

1.1 SHARES OFFERED FOR SUBSCRIPTION

This Prospectus invites investors to apply for up to 100,000,000 Shares at an issue price of \$0.30 per Share to raise up to \$30,000,000, before expenses of the Offer. All Shares issued pursuant to this Prospectus will be issued as fully paid and will rank equally in all respects with the Shares already on issue.

1.2 HOW TO APPLY

Offer

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

Applicants may apply for a minimum parcel of 10,000 Shares representing a minimum investment of \$3,000. Applicants seeking additional Shares must apply for Shares in multiples of 1,000 (equivalent to \$300) thereafter.

All Applications

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

All Applications must be completed in accordance with the detailed instructions on how they are to be completed and be accompanied by a cheque in Australian dollars payable to "MacPhersons Reward Gold Limited – Application Account" and crossed "Not Negotiable". No brokerage or stamp duty is payable.

Completed Application Forms and accompanying cheques must be received by the relevant Closing Date at the following address:

Posted to: MacPhersons Reward Gold Limited c/- Computershare Investor Services Pty Ltd GPO BOX D182 Perth WA 6840	Delivered to: MacPhersons Reward Gold Limited c/- Computershare Investor Services Pty Ltd Level 2, 45 St George's Terrace Perth WA 6000
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1.3 MINIMUM SUBSCRIPTION

The Minimum Subscription to the Offer is 66,666,667 Shares raising \$20,000,000 before expenses of the Offer. In accordance with the Corporations Act, no Shares will be allotted by the Company until the Minimum Subscription has been received.

If the Minimum Subscription has not been raised within four months after the date of this Prospectus, the Company will either:

- repay the Application Monies to Applicants; or
- issue a supplementary or replacement prospectus and allow Applicants one month to withdraw their Application and be repaid their Application Monies.

1. DETAILS OF THE OFFER

1.4 PURPOSE OF THE OFFER

The purpose of the Offer is to raise adequate funds:

- to complete the acquisition of the Project;
- to conduct drilling and exploration to develop the Project;
- to complete a mine study and meet pre-production costs to merge the MacPherson and Powell pits and to prepare pit floor access across the entire width of the tonalite;
- to pursue other strategic exploration or mining opportunities should they arise; and
- to provide working capital, administration and corporate overhead costs.

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

Area	Funds Available Minimum Subscription (A\$20,000,000)			Funds Available Maximum Subscription (A\$30,000,000)		
	Year 1 (\$)	Year 2 (\$)	Total (\$)	Year 1 (\$)	Year 2 (\$)	Total (\$)
Existing cash reserves	0.25M		0.25M	0.25M		0.25M
Funds raised under the offer	20.00M		20.00M	30.00M		30.00M
<i>Less: Cost of the issue</i>	\$1.40M		1.40M	2.00M		2.00M
Total Funds Available	\$18.85		18.85M	28.25M		28.25M
Allocation of Funds	Year 1 (\$)	Year 2 (\$)	Total (\$)	Year 1 (\$)	Year 2 (\$)	Total (\$)
<i>MacPhersons Reward</i>						
Exploration	5.00M	4.00M	9.00M	9.50M	9.00M	18.50M
Feasibility, Pre-Production & Pit Development costs	1.00M	2.50M	3.50M	1.00M	2.50M	3.50M
Sub-Total Exploration	6.00M	6.50M	12.50M	10.50M	11.50M	22.00M
Project Acquisition Costs	0.75M	-	0.75M	0.75M		0.75M
Working Capital, Administration & Overheads	2.75M	2.85M	5.60M	2.75M	2.75M	5.50M
Total Funds Applied	9.50M	9.35M	18.85M	14.00M	14.25M	28.25M

Should the amount raised pursuant to this Prospectus be greater than the Minimum Subscription of \$20,000,000, and after accounting for the expenses of the Offer, the additional funds will be applied to exploration. In the event of the Maximum Subscription, the additional \$9.5M will be spent on exploration. The above expenditure table is subject to change and is contingent on circumstances, results and other opportunities.

Following the completion of the Offer, the Directors are of the opinion that the Company will have sufficient working capital to carry out its objectives set out in this Prospectus.

1. DETAILS OF THE OFFER

1.5 ESCROW

Pursuant to ASX Listing Rules, securities issued to Directors, promoters and Vendors of classified assets may have escrow restrictions placed on them. Such securities may be required to be held in escrow for up to 24 months from the date of the Company being admitted to the Official List and may not be transferred, assigned or otherwise disposed during that period.

1.6 FORECASTS

The speculative nature of minerals exploration means that uncertainties are associated with the future revenue earning potential of the Company and the timing of and sustainability of cash flow. On this basis, the Directors believe that reliable forecasts cannot be prepared and accordingly have not included forecasts in this Prospectus.

1.7 ALLOTMENT AND ALLOCATION OF SHARES

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

Pending the issue of the Shares, or return of the Application Monies, the Application Monies will be held in trust for the Applicants.

The Directors have the right to allocate Shares. The Company may reject any Application or allocate any Applicant fewer Shares than applied for under the Offer. If an Application is not accepted, or is accepted in part only, the relevant part of the Application Monies will be refunded. Interest will not be paid on Application Monies refunded.

1.8 APPLICANTS OUTSIDE AUSTRALIA

This Prospectus does not constitute an offer of securities in any jurisdiction where, or to any person to whom, it would not be lawful to issue the Prospectus or make the Offer. It is the responsibility of any Applicant who is resident outside Australia to ensure compliance with all laws of any country relevant to their Application, and any such Applicant should consult their professional advisers as to whether any government or other consents are required, or whether any formalities need to be observed to enable them to apply for and be allotted Shares. No action has been taken to register or qualify the Shares or the Offer or otherwise to permit a public offering of the Shares in any jurisdiction outside Australia. The return of a completed Application Form will be taken by the Company to constitute a representation and warranty by the Applicant that all relevant approvals have been obtained.

1.9 ASX LISTING

Within seven (7) days after the date of this Prospectus, application will be made by the Company to ASX for the Company to be admitted to the Official List of ASX and for admission of the Shares offered pursuant to this Prospectus to quotation on ASX. If the Company is not admitted to the Official List of ASX and the Shares not admitted to quotation within three (3) months after the date of this Prospectus, the Company will not allot or issue any Shares, and will repay all Application Monies without interest as soon as practicable. ASX takes no responsibility for the contents of this Prospectus. The fact that ASX may admit the Company to its Official List is not to be taken in any way as an indication of the merits of the Company or the Shares offered pursuant to this Prospectus.

1.10 CHESS

The Company will apply to participate in the Clearing House Electronic Subregister System (CHES), operated by ASX Settlement and Transfer Corporation Pty Ltd (ASTC) (a wholly owned subsidiary of ASX), in accordance with the Listing Rules and ASTC Settlement Rules. On admission to CHES, the Company will operate an electronic issuer-sponsored subregister and an electronic CHES subregister. The two subregisters together will make up the Company's principal register of securities.

1. DETAILS OF THE OFFER

Under CHESS, the Company will not issue certificates to Shareholders. Instead, the Company will provide Shareholders with a holding statement that sets out the number of Shares allotted to that Shareholder under this Prospectus. If a Shareholder is broker-sponsored, the ASTC will send them a CHESS statement.

The CHESS statement will set out the number of securities allotted to each holder under the Prospectus, give details of the Shareholder's holder identification number and give the participant identification number of the sponsor.

If you are registered on the issuer-sponsored sub register, your statement will be dispatched by the share registry and will contain the number of securities allotted under the Prospectus and the Shareholder's security holder reference number.

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

1.10 ENQUIRIES IN RELATION TO THE OFFER

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

1.11 PRIVACY DISCLOSURE

The Company collects information about each Applicant from an Application Form for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's security holding in the Company.

By submitting an Application Form, each Applicant agrees that the Company may use the information in the Application Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the share registry, the Company's related bodies corporate, agents, contractors and third party service providers, including mailing houses, ASX, ASIC and other regulatory authorities.

If an Applicant becomes a security holder of the Company, the Corporations Act requires the Company to include information about the security holder (name, address and details of the securities held) in its public register. This information must remain in the register even if that person ceases to be a security holder of the Company. Information contained in the Company's registers is also used to facilitate distribution payments and corporate communications (including the Company's financial results, annual reports and other information that the Company may wish to communicate to its security holders) and compliance by the Company with legal and regulatory requirements.

If you do not provide the information required on the Application Form, the Company may not be able to accept or process your Application.

1.12 RISK FACTORS

An investment in the Company should be considered speculative given the nature of the assets and the exploration activities of the Company. Prospective investors should read this Prospectus in its entirety and in particular consider the risk factors outlined in Section 7 before deciding on whether to apply for Shares under this Prospectus. Applicants should consult their professional advisors if in any doubt or do not understand this Prospectus.

1.13 BROKER FEES

The Company has engaged Patersons Securities Limited ("**Patersons**") as Lead Managers to the Offer. Further details of the fees payable to Patersons are set out in Section 9.5.

2. MANAGEMENT

The Company's management team was assembled by the founding Directors of the Company and comprises highly credentialed individuals with more than 200 years combined resource sector experience. This team is well positioned to deliver the Company's strategic direction and growth, with proven track records and an extensive international network of industry and market contacts.



Mr Ashok Parekh Chairman – Executive Director

B.Bus, FCA, AIMM, FTIA

Mr Ashok Parekh is a chartered accountant who owns a large Accounting Practice in Kalgoorlie, which he has operated for 25 years. He was awarded the Centenary Medal in 2003 by the Governor General of Australia, and was recently awarded the Meritorious Service Award by the Institute of Chartered Accountants, the highest award granted by the institute in Australia.

Mr Parekh has over 25 years experience in providing advice to mining companies and service providers to the mining industry. He has spent many years negotiating with publically listed companies and prospectors on mining deals which have resulted in IPOs and the commencement of new gold mining operations. He has also been involved in the management of gold mining and milling companies in the Kalgoorlie region.



Mr Morrie Goodz Managing Director

MSc (Mining Geol), MBA, Cert Mine Manager (VIC), FAusIMM, MCanIMM

Mr Morrie Goodz is a mining geologist and a Fellow of the Australasian Institute of Mining and Metallurgy. He has 33 years industry experience including nine years experience in international mineral exploration in North America and Africa. Since 1985 he has been based in Australia with operational and strategic management roles at the A1, Morning Star, Daisy Milano and Kalgoorlie Consolidated Gold Mines. Since 1987, Mr Goodz has been the Principal Consultant of Goodz GMC, providing geological and mine planning services.

Mr Goodz was responsible for the project conception and discovery of the Daisy Milano shear zone extension where, amongst other operations, he designed and constructed the current decline and underground operations to the number 12 Level at the Daisy Milano gold mine.

Mr Goodz is actively involved in promoting mining education with various professional bodies and the WA School of Mines, and was the Chair of the AusIMM Sustainable Mining conference in August 2010. Mr Goodz is an active public speaker at conferences and workshops on mine design, business improvement and strategic planning.



Mr Jeff Williams Non Executive Director

BSc (Mining Eng), MBA, FAusIMM

Mr Jeffrey Williams has 16 years experience as a professional mining engineer in Australia and seven years in the stockbroking industry, and is a Fellow of the Australasian Institute of Mining and Metallurgy. His mining experience ranges from mine planning, underground management and feasibility studies through to mine development. He has held various positions with CRA Limited at Broken Hill and has played a major role as a Senior Project Engineer with North Limited. Mr Williams is currently Managing Director of Mineral Deposits Limited and a Non-Executive Director of Morning Star Gold NL.

Mr Williams established Nimbus Resources (now Mineral Deposits Limited) in 1997, and acquired mineral sands assets from BHP-Billiton near Hawks Nest on the New South Wales coast in 1998. Mineral Deposits Limited has since secured the Sabodala gold and Grande Cote zircon projects in Senegal in West Africa, and commenced gold production in March 2009.

2. MANAGEMENT



Mr Stephen Hewitt-Dutton Company Secretary

B.Bus, CA, SFin

Mr. Hewitt-Dutton has over 20 years of experience in corporate finance, accounting and company secretarial matters. He is an Associate Director of Trident Capital and holds a Bachelor of Business from Curtin University, is an affiliate of the Institute of Chartered Accountants and a Senior Associate of FinSIA. Stephen is currently Company Secretary for three ASX listed companies.

Before joining Trident Capital, Mr. Hewitt-Dutton was an Associate Director of Carmichael Corporate where he assisted clients by providing equity market, IPO and M&A advice and assistance. He has held Financial Controller and Company Secretary positions for both public and private companies for in excess of 15 years.



Mr Ray Wright Operations Manager

Mr. Ray Wright has 45 years of mining industry experience, including 35 years as a Mine Manager. In many of these projects, he has performed the role of owner/operator.

Key roles have included being involved in the development and production of the Maude & Yellow Girl gold mines at Glen Wills, Wattle Gully gold mine at Castlemaine, Stannary Hills tin mines, Atherton, the A1 & Morning Star gold mines at Woods Point, and the Daisy Milano mine at Mt Monger in Western Australia.

Mr Wright has also been involved in the construction and expansion of processing plants relating to the above operations, including the Burbanks gold processing plant at Coolgardie.

Mr Wright is a certificated mine manager and will act in the role of Operations Manager.



Mr William (Bill) Powell Prospecting Manager

Mr. Bill Powell is 71 years old and started prospecting in the family business from the age of ten. He has an extensive mining history which covers the discovery and development of many mines in the Kalgoorlie, Coolgardie and Higginsville gold fields.

At age 14, Mr Powell pegged his first tenement and at age 18, he commenced airleg mining in the Chaffers Mine (currently 1000m beneath the KCGM superpit). He was responsible for major stoping operations on the 1000, 1800 and 3700-levels.

Between 1960 and 1983, Mr Powell operated several mines and his operations provided the main source of mill feed to the Lakeview & Star gold processing facility. Mr Powell was also the owner/operator of a haulage company.

In 1983, Mr Powell was responsible for the discovery of his namesake, the Powell open pit mine and then the re-discovery and development of the MacPhersons Reward mine. Between 1984 and 1986, he discovered several gold-bearing deposits over a strikelength of 1,000m which led to the first "Coolgardie Super Pit" prior to the development of Kalgoorlie's superpit.

Mr Powell will be performing the role of Prospecting Manager.

3. COMPANY AND PROJECT SUMMARY

3.1 COMPANY HISTORY

- May 2008 – MacPhersons Reward Pty Ltd (“MRPL”) begins acquiring tenements southeast of Coolgardie WA.
- December 2009 – MRPL completes a series of Agreements to acquire tenements containing 7km of strikelength including the MacPhersons Reward Mine and workings.
- December 2009 – MRPL secures a permit from the Department of Mines & Petroleum WA to commence reopening of the historical mining operations.
- December 2009 – The mining works permit is extended to quarrying operations and cutback of the MacPhersons pit commences.
- January 2010 – Messrs Morrie Goodz and Jeff Williams join Ashok Parekh to become Directors of Coolgardie Super Pit Pty Ltd (later renamed MacPhersons Reward Gold Limited), and they enter into an option to buy 100% of MacPhersons Reward Pty Ltd.
- February 2010 – Coolgardie Super Pit Pty Ltd becomes a public company and raises \$2.90M in seed capital to fund the development of the Project’s mining operations and commence due diligence diamond drilling.
- March 2010 – Cutback and refurbishment of three open pits completed. Preparation commences for floor access to due diligence diamond drilling.
- August 2010 – Diamond drilling program completed.
- October 2010 – Sampling and mapping programs completed.

3.2 PRODUCTION STRATEGY

The Company intends to implement a strategy to evaluate the production potential of the Project, including:

- Commencement of a mining scoping study on the expansion of the Powell and MacPherson open pits,
- Mine design on merging the Powell and MacPherson pits, removal of the rib pillar will establish a flat work area for conducting the resource definition drilling,
- Pending the successful completion of resource definition drilling at the A-Cap, Bakers Find, Tycho, and Franks Find prospects, completion of mining scoping studies for all prospects.

3.3 EXPLORATION STRATEGY

The Company proposes an \$22M exploration program over two years (assuming the Maximum Subscription is raised) with a focus on:

- Review of extensive historical database incorporating geophysical and geochemical data,
- Detailed airborne geophysical surveys across the Project,
- Surface geochemical sampling,
- Reconnaissance drilling of the Queensland South and East prospects,
- Resource evaluation drilling within the Salvo and Kerry zones, extending some holes to evaluate the MacPherson and Powell reefs at depth,
- Diamond drilling at the A-Cap, Bakers Find and Tycho prospects to validate the geological models and evaluate the near surface opportunities at each prospect,
- Resource definition drilling of the rib pillar between Powell and MacPherson pits,
- Resource evaluation and resource definition drilling along the entire 3 kilometre strike of the MacPherson tonalite dyke.

3. COMPANY AND PROJECT SUMMARY

3.4 SUMMARY OF PROJECTS

3.4.1 Background

The Project area represents a 7km continuous strikelength on the MacPhersons Reward Mine line of workings, and it is the first time that this portion of the Coolgardie goldfield has been assembled into a single tenement holding.

The Project is located within the central area of the Coolgardie goldfield, where there are over 50 documented locations of gold production. Three of these locations have gold endowments of around 0.5 Moz Au and one has a current endowment of 1.45Moz Au (see Table 2 of the Independent Geologist's Report). The total production of the goldfield is approximately 2.8 Moz, with a total endowment of the field exceeding 5 Moz.

The main prospect is the MacPhersons Reward Mine which consists of four interconnected open pits (Powell, MacPherson, Salvo and Kerry) spaced within a 1km pre-strip area (Figure 1). Immediately south of these workings is the shallow (14m deep) A-Cap open pit. Elsewhere on the Tenements can be found other small pits and old workings. The Bakers Find open pit, Tycho costeans, Queensland South workings and old workings 2-3 km south of the MacPhersons Reward Mine are the other known sites for gold mineralisation.



Figure 1 – MacPhersons Reward gold mine looking north (Drill Core Facility shown top centre).

3. COMPANY AND PROJECT SUMMARY

3.4.2 Location

The Project is located 5km southeast of the town of Coolgardie and 37 southwest of Kalgoorlie (Figure 2). The access is via Lady Loch and Tindals road with the 4km entrance road being an all-weather gravel road suitable for roadtrain haulage. The Project consists of 17 granted tenements covering 15.4 square kilometres and 1 miscellaneous licence application over the haul road.

All of the stated resources lie within granted mining licences (Figure 3).

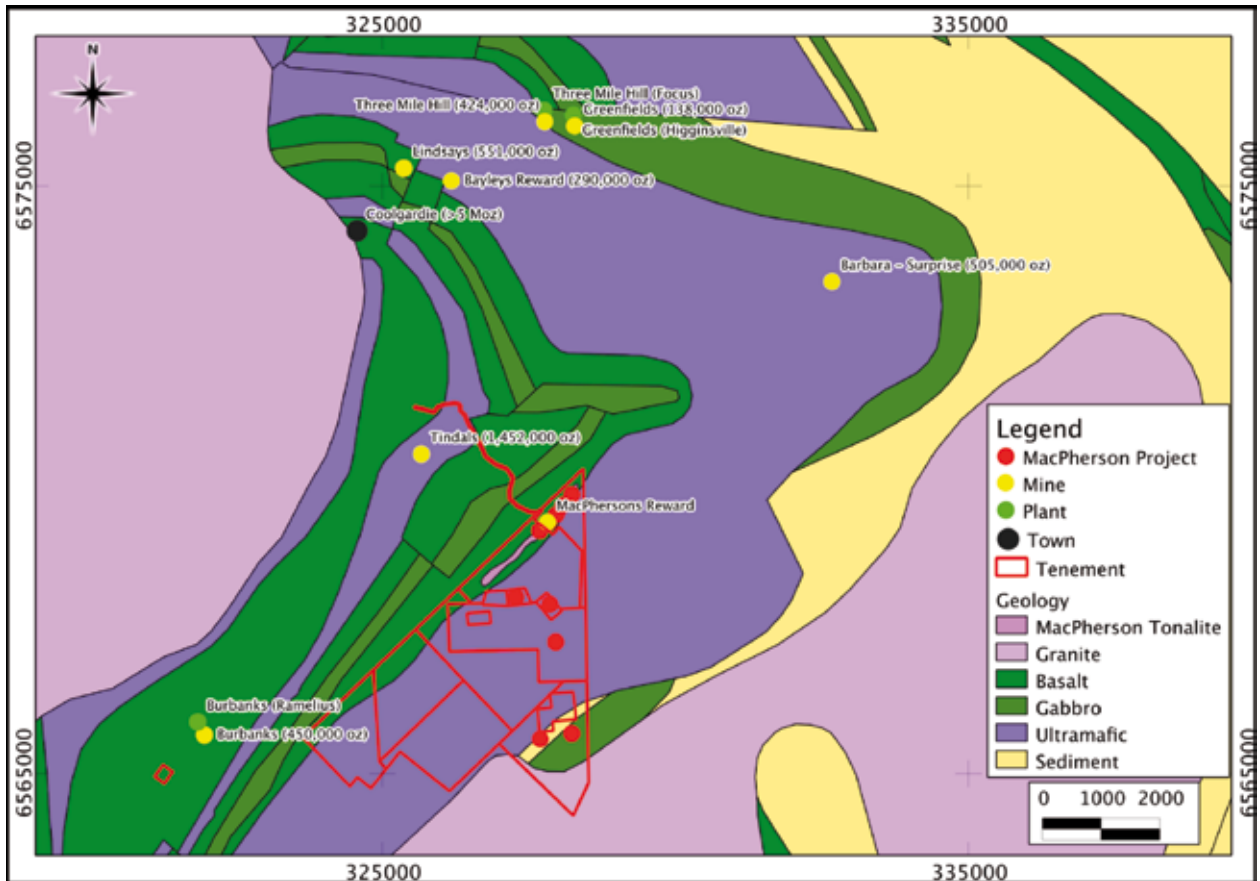


Figure 2 – Geology of Coolgardie goldfield with gold endowment for nearby major deposits.

3.4.3 Geology

The local geology is bounded by the Burbanks – Tindals Shear zone to the west which has had a greater than 2.6 Moz gold endowment. At the MacPhersons Reward Mine (3km east of the Burbanks Shear), the stratigraphy has been intruded by a felsic intrusive unit along the lowermost basalt-komatiite contact. This intrusive commonly referred to as the MacPhersons Reward tonalite is host to gold mineralisation within the MacPhersons Reward Mine area (Figure 3).

3. COMPANY AND PROJECT SUMMARY

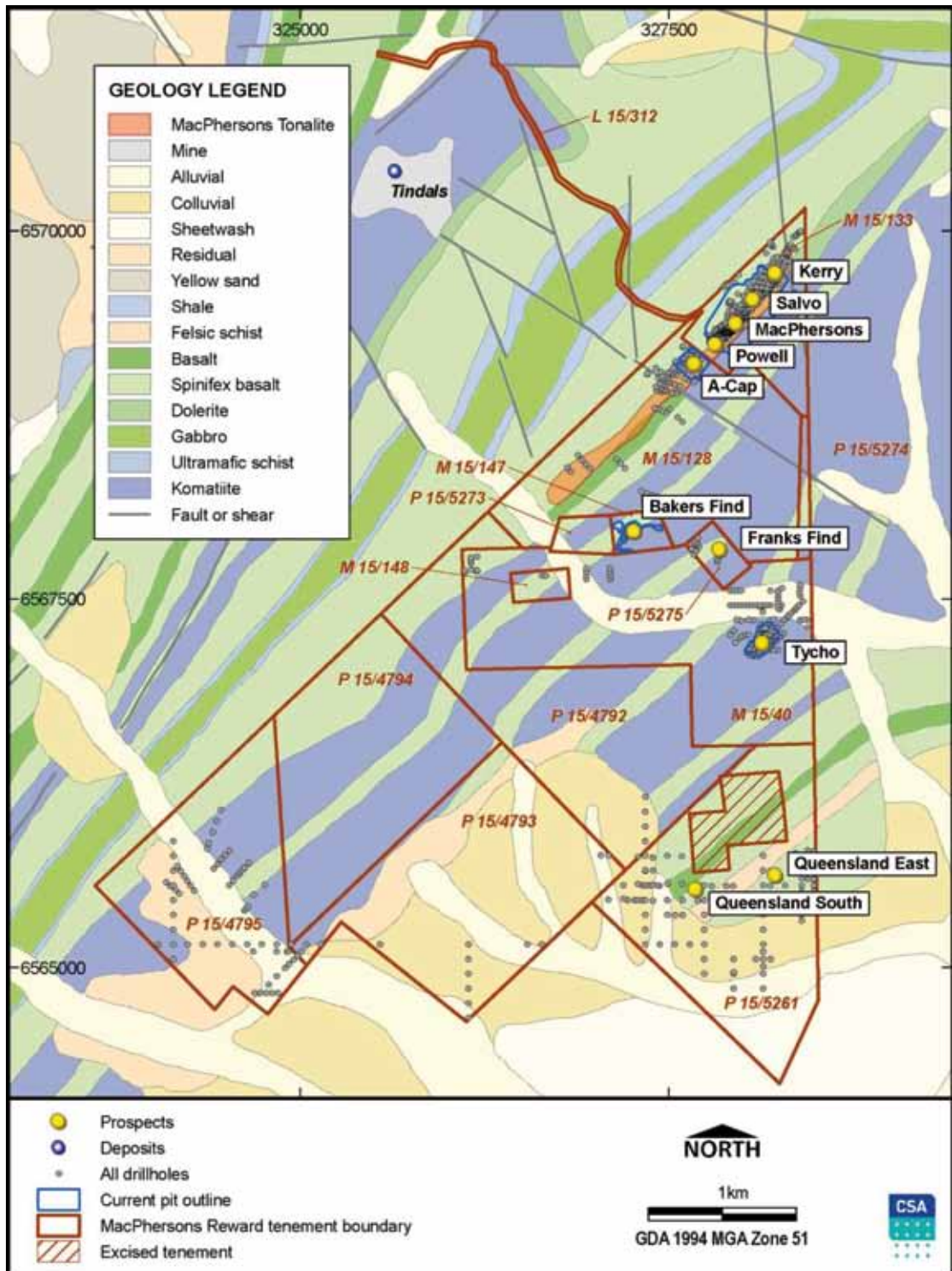


Figure 3 – Detailed geology of the MacPhersons line of workings

The tonalite is 100m thick within the immediate mine area and extends to the Bakers Find prospect for an overall strike length of 2.4 km.

3. COMPANY AND PROJECT SUMMARY

Gold mineralisation is dominantly contained within the tonalite and is a sheeted quartz vein style. Recent diamond drilling has increased the understanding of quartz reef development within the tonalite. It is interpreted that mineralisation has occurred in two stages, an initial development is evident as a 5 to 15 metre wide zone of biotite-chlorite veinlet stockwork, trending across the tonalite in a northwesterly direction and dipping 30 to 40° to the northeast.

This early development is mineralised with gold grades varying between 0.5 g/t Au to 2.0 g/t Au. Progressive deformation has then resulted in the development of the second event described as quartz reefs within the biotite-chlorite stockwork envelope. The reefs vary in width from 0.2 to 2.0m and are well mineralised with gold grades ranging from 1.0 g/t Au to 138.2 g/t Au (Figure 4).



Figure 4 – Drillhole MRDH400 displaying the development of Quartz Reef in the Biotite-Chlorite Stockwork envelope, gold grades (g/t) are written in yellow on drillcore.

In addition to the sheeted quartz vein style, another style of mineralisation, the shear zone hosted style has been observed along the contacts of the tonalite. Bakers Find, Franks Find and Tycho also display shear zone hosted style mineralisation predominately within ultramafic flows along the felsic dyke contact.

3.4.4 Resources and Potential

The Company has conducted the following work on the Project:

- Greater than \$3 million was spent in 2010, to drill and rehabilitate MacPhersons Reward Mine consisting of four pits within 1 kilometre strike length, including construction of mine office, residential and drill core facilities;
- The Company has packaged together a 7 km strike with mineralisation also found at Bakers Find and Tycho open pits, 1.2 km southeast along from the main MacPhersons Reward Mine;
- MacPherson, Powell and Bakers Find open pits were reopened and mineralisation exposed in floors and walls;
- Mapping and sampling yielded a new geological model to guide due diligence drilling of the MacPhersons pit floor;
- Twenty diamond drillholes were completed at the MacPhersons Reward Mine with one hole extended to a vertical depth of 265 metres below the pit floor. All holes intercepted gold mineralisation and visible gold was present in numerous intervals, of which 46 are listed in Table 3 in section 3.4 of the Independent Geologist's Report;

3. COMPANY AND PROJECT SUMMARY

- The drilling validated at least 59 separate mineralised zones. Seven twin diamond drillholes showed a good correlation between the larger mineralised intercepts of the historic and current diamond drilling programmes;
- All 2010 due diligence holes intercepted gold mineralisation and the better intersections were 2.55m @ 42.0 g/t, 5.23m @ 12.5 g/t and 14.48m @ 2.86 g/t Au. For a listing of drilling results refer to Table 3 in section 3.4 of the Independent Geologist’s Report;
- An aggressive exploration thrust (\$10.5 million spend on the maximum subscription) is planned in the first year to expand the mineralisation and assist to identify a major open pittable resource both along strike and at depth; and
- The Tenements which cover 7 kilometres of strikelength, have 8 open pits and 2 recent discoveries over a strikelength of 3 kilometres that provide potential for both strike and depth extensions to the known mineralised zones, (with greater than 95% of historical drilling being shallower than 70 metre); and a further 4 kilometres of strikelength that remains relatively untested but has exploration upside.

MRPL has consolidated the tenure and now propose to systematically evaluate opportunities identified during the course of this work.

Historically more than 95% of all drilling has tested only to a depth of less than 70 metres beneath the surface (Figure 9). Other than a limited number of drillholes at A-Cap and Franks Find, only at the MacPhersons Reward Mine site are there drillholes exceeding 80m depth.

In 2010, the Company conducted a due diligence program which included, pit mapping and sampling and a 20 hole diamond drilling program was completed. All drillholes reported gold intercepts with visible gold noted in numerous intervals. This work increased the understanding of the mineralisation controls within the tonalite at the Project, comprising a lower grade (0.5g/t to 2.0g/t) biotite-chlorite stockwork envelope with higher grade (1.0g/t to 138g/t) quartz reef development occurring within the stockwork envelope. The reef and envelopes trend in a northwesterly direction across the tonalite dipping 30 to 40° to the northeast (Figure 5).

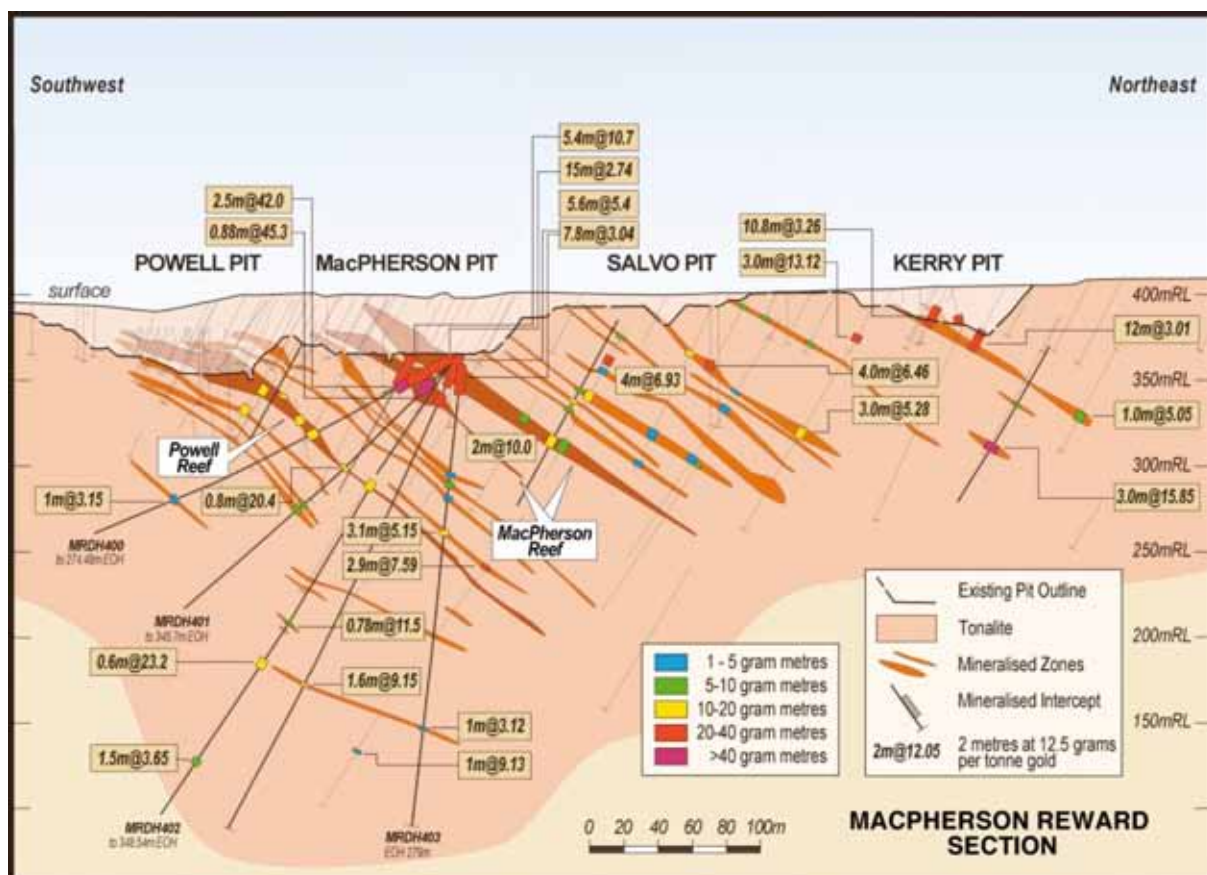


Figure 5– MacPhersons Reward Open Pit section MR19XP, looking northwest.

3. COMPANY AND PROJECT SUMMARY

From geological mapping, the tonalite at the Project is interpreted to have an overall strike length of 2.4 km, with historical mining activity occurring over a strike length of 800 metres. Exploration on the remaining portion of the tonalite has been sporadic and predominantly near surface. The greatest level of activity was immediately south of the MacPhersons Reward Mine, where a shallow open pit (A-Cap) was developed to a depth of 14m, exposing quartz reefs and stockworks. Several shallow drilling campaigns were conducted within the pit and immediately to the southeast; further work by diamond drilling is required.

MacPhersons Reward Mine

The currently stated Mineral Resource of 94,100oz is centred on the Powell and MacPherson reefs and within 100m of the surface. Geological interpretations have identified 59 individual zones of mineralisation.

Pit mapping and due diligence diamond drilling completed by the Company confirmed the geological interpretation. Historical drilling was centred on the Powell and MacPherson reefs with only limited work evaluating the Kerry and Salvo reef positions. The Company proposes to undertake additional drill testing of these reef positions with the potential to increase the overall resource base.

A-Cap Pit

This area has undergone a significant amount of drilling centred on the A-Cap pit area, with some significant intersections and exploration targets identified. However the majority of this drilling was shallow and did not evaluate the bedrock potential in this area. The Company plans to conduct a dedicated drill program to evaluate the A-Cap pit, the area between the A-Cap pit and the Powell pit also has the potential to increase the overall resource base.

Southern Extent of MacPhersons Tonalite

The southern extent of the tonalite has been poorly explored. The Company intends to conduct a staged drill campaign to evaluate the bedrock potential within the tonalite beneath the interpreted near surface depletion zone. This program will evaluate the full potential of the untested 1.6km long strike of the southern extent.

At other prospects within the tenure, exploration completed to date is varied, however all have shown potential to host gold mineralisation. The Company propose to conduct exploration programs to evaluate the potential for extensions of the mineralisation downdip and along strike of the currently defined areas. Reconnaissance aircore drilling south of the Queensland prospect encountered strongly anomalous material (10m @ 1.81 g/t Au from 50m), in weathered bedrock in an area where some holes had failed to penetrate into bedrock. Compilation and interpretation of this work followed by drill investigation is required.

Bakers Find Pit and Franks Find Shaft Workings

Bakers Find represents a shear zone hosted gold zone that was mined by open cut in 1995 – 1997 (Figure 6). Franks Find is located 300-500m east and considered to be related to the same shear zone. The properties were held by different parties and no exploration has been done between the tenements.

Only limited drilling was carried out with an intersection below the pit at Bakers Find being 2m @ 38.48 g/t Au and below the shaft workings at Franks Find being 3m @ 27.9 g/t Au, 2m @ 50.2 g/t Au and 2m @ 30.0 g/t Au).

3. COMPANY AND PROJECT SUMMARY

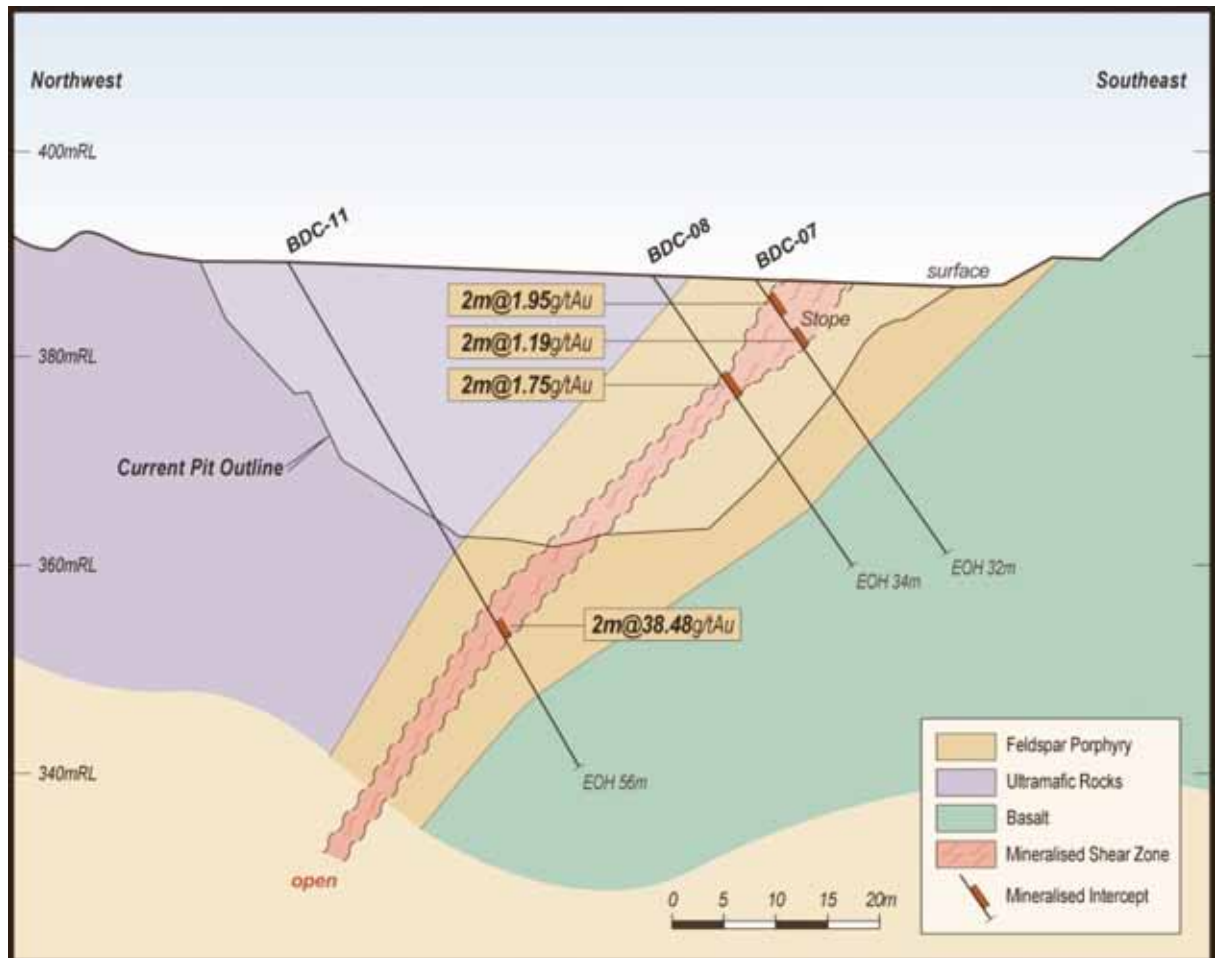


Figure 6- Bakers Find Prospect, Oblique Cross Section.

Tycho

The Tycho prospect is one where there is no previous history of any mining.

At the Tycho prospect, drilling has identified shallow dipping biotite-chlorite-talc shear hosted mineralisation (Figure 7). Interpretation of aeromagnetic data suggest the presence of several similar shears which warrant further investigation.

The currently stated Mineral Resource of 21,100oz is centred on 4 individual zones of mineralisation within 50m of the surface. The deposit lies under shallow cover (2-5m of alluvium-colluvium). Very little drilling exists down dip, and limited drilling to the north has identified a fifth zone.

3. COMPANY AND PROJECT SUMMARY

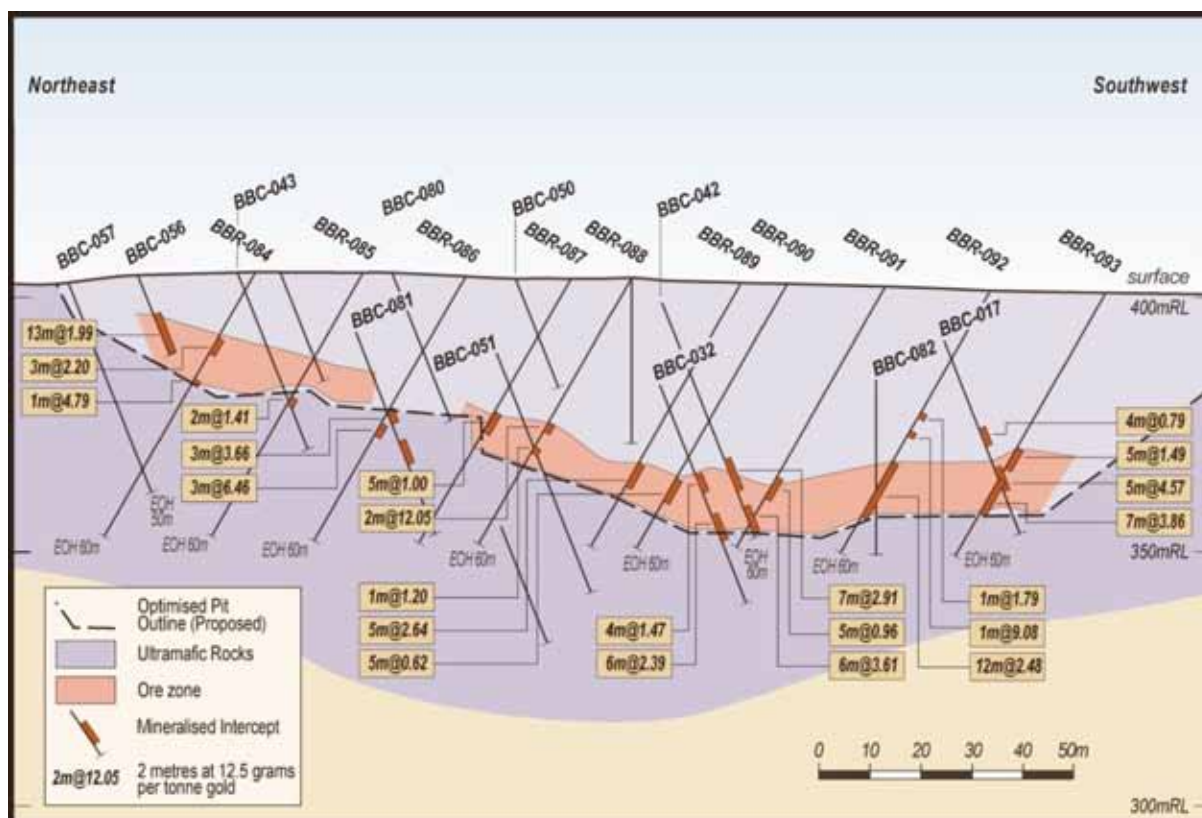


Figure 7 – Tycho Prospect, Cross Section.

3.4.5 Production Opportunities

The exploration properties of the Company are well located with three third party processing facilities within 8 km (Figure 2). The currently stated resources are amenable for processing at each of these facilities listed below:

- Three Mile Hill, Focus Minerals Limited, 1.2 mtpa capability
- Greenfields, FMR Investments (Private Company), 0.75 mtpa capability
- Burbanks, Ramelius Resources Limited, 0.18 mtpa capability

In addition to these three facilities, there is a further three processing facilities within 70km of the Company tenure. The Company has approached several of these processing facilities to determine processing options.

Concurrent with the exploration and drill evaluation of the entire tonalite, the Company will also commence mining studies within the current resource area, and if appropriate this may include undertaking some early mining activity. The Company proposes to commence mining studies within the current resource to assess the possibility of removing the rib pillar between the MacPherson and Powell pits (Figure 8). This activity would have several benefits including the potential for some early cash flow by mining the subsidiary reefs and Powell reef, increasing the geological understanding of the deposits and importantly providing pit floor across the entire width of the tonalite for resource definition drilling.

3. COMPANY AND PROJECT SUMMARY



Figure 8 – Rib pillar to be removed to allow for pit floor extraction to provide constant elevation full width of tonalite and mining parcel for model reconciliation.

In summary, the Project has had only very shallow and spaced drillhole exploration (Figure 9), but has consistently shown the presence of gold-bearing exploration targets with significant grade intercepts. Geochemical and geophysical surveys of the regions show a continuum of anomalous values and magnetic signatures, respectively, that provide further targets and support strike extensions between known deposits.

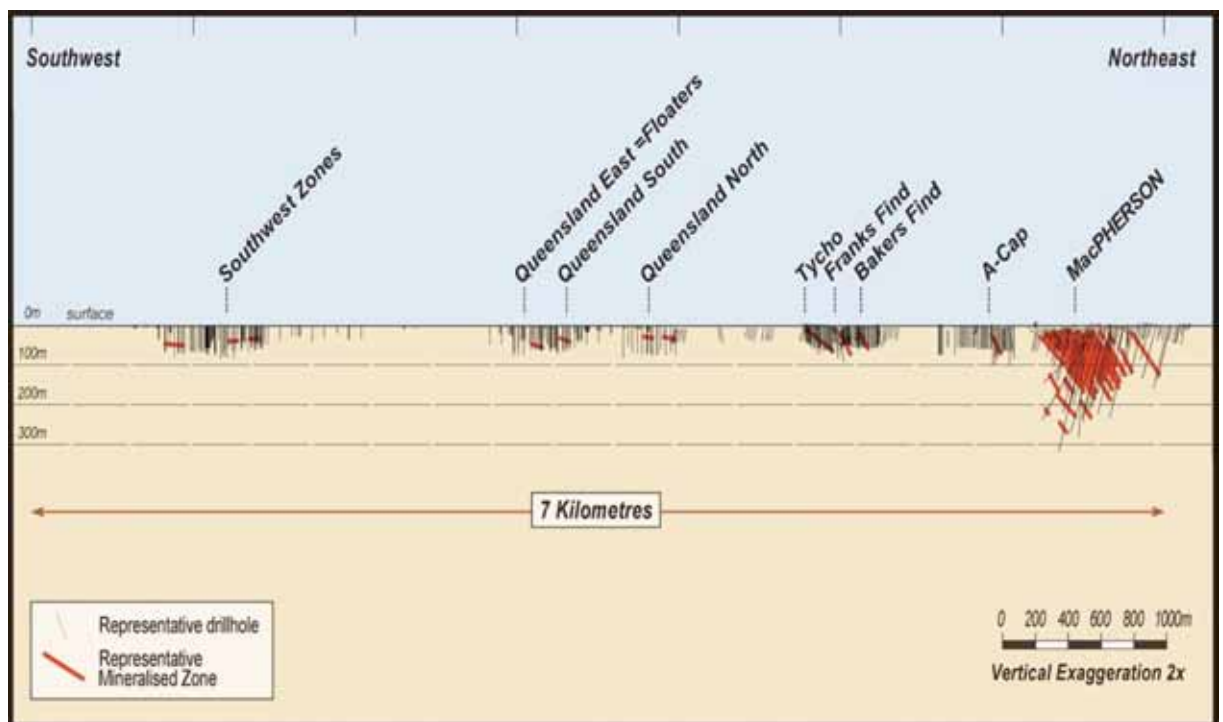


Figure 9 – Drillhole database shown on 7 km strike longitudinal section showing >95% of historical drilling is <70m test depth.

3. COMPANY AND PROJECT SUMMARY

3.4.6 Exploration Program

Exploration will be dedicated to defining additional exploration targets and fully evaluating the mineralisation potential at the known gold deposits through the following programs:

- Review of extensive historical database incorporating geophysical and geochemical data,
- Detailed airborne geophysical surveys across the Tenements,
- Surface geochemical sampling,
- Reconnaissance drilling of the Queensland South and East prospects,
- Resource evaluation drilling within the Salvo and Kerry zones, extending some holes to evaluate the MacPherson and Powell reefs at depth,
- Diamond drilling at the A-Cap, Bakers Find and Tycho prospects to validate the geological models and evaluate the near surface opportunities at each prospect,
- Resource definition drilling of the rib pillar between Powell and MacPherson pits,
- Resource evaluation and resource definition drilling along the entire 2.4 kilometre strike of the MacPherson tonalite dyke.

Project development will commence in parallel to the above exploration activities with:

- Commencement of a mining scoping study on the expansion of the Powell and MacPherson open pits,
- Mine design on merging the Powell and MacPherson pits, removal of the rib pillar and benching of the pit floor will establish a flat work area for conducting the resource definition drilling, whilst generating a mining parcel to reconcile the grade and geological models,
- Pending the successful completion of resource definition drilling at the A-Cap and Bakers Find prospects, completion of mining scoping studies for both prospects.

COMPETENT PERSON'S STATEMENT

The information in Section 3 relating to mineral resources and exploration results are based on information compiled by Mr Morrie Goodz who is a Fellow of the Australasian Institute of Mining and Metallurgy. Mr Morrie Goodz is a full time officer of the Company, and has sufficient experience which is relevant to the style of mineralisation under consideration to qualify as a Competent Person as defined in the 2004 edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Goodz consents to the inclusion in this report of information compiled by him in the form and context in which it appears.

4. INDEPENDENT GEOLOGIST'S REPORT



CSA Global
Resource Industry Consultants



Date: 18 November 2010
Report No: R268.2010

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Independent Geologist's Report
MACPHERSONS REWARD GOLD LIMITED
Mineral Exploration Properties
Coolgardie
Western Australia

By
Greg Wilson
BSc (Hons) MAusIMM

For:

MacPhersons Reward Gold Limited
PO Box 10488
Kalgoorlie
WA 6433

Approved:

A handwritten signature in black ink, appearing to read 'Daniel Wholley', written over a horizontal line.

Daniel Wholley
Director

4. INDEPENDENT GEOLOGIST'S REPORT

MacPhersons Reward Gold Limited
Mineral Exploration Properties



The Directors,
MacPhersons Reward Gold Limited
PO Box 10488
Kalgoorlie, Western Australia, 6433

Dear Board Members,

CSA Global Pty Ltd ("CSA") has been commissioned by MacPhersons Reward Gold Ltd ("MRP") to provide an Independent Geologist's Report on mineral exploration properties located in the Coolgardie district of Western Australia in which MRP has a 100% interest. This Report will be included in a Prospectus to be lodged with the Australian Securities and Investment Commission ("ASIC") on, or about 19 November 2010, for an initial public offering ("IPO") of up to 100 million shares at an issue price of \$0.30 per share to raise a total of \$30,000,000 before the costs of the issue ("Prospectus"), with a minimum raising of \$20,000,000. The funds raised will be used for exploration and evaluation of the mineral properties.

The Independent Geologist's Report has been prepared in accordance with the Code and Guidelines for Assessment and Valuation of Mineral Assets and Mineral Securities for Independent Expert Reports ("The Valmin Code"), which is binding upon Members of the Australasian Institute of Mining and Metallurgy ("AusIMM") and the Australian Institute of Geoscientists ("AIG"), and the rules and guidelines issued by such bodies as ASIC and Australian Securities Exchange ("ASX"), which pertain to Independent Expert's Reports.

CSA has not been requested to provide an Independent Valuation, nor have we been asked to comment on the fairness or reasonableness of any vendor or promoter considerations, and we have therefore not offered any opinion on these matters.

CSA has based its review of MRP's exploration properties on information provided by MRP, along with technical reports prepared by consultants, Government agencies, project and annual technical reports completed by previous tenement holders, and other relevant published and unpublished data. CSA has endeavoured to provide an adequate summary of past exploration history, where possible this has been sourced from previous tenement holders reports, as provided by MRP. A final draft of the report was provided to MRP, along with a written request to identify any material errors or omissions prior to lodgement. Where appropriate, and in accordance with ASIC Regulatory Guide 55, consent has been obtained to quote data and opinions expressed in unpublished reports prepared by other professionals on the properties concerned.

MRP has stated the mineral properties comprise 18 tenements. The legal status, including Native Title considerations, associated with the tenure of MRP properties has not been independently verified by CSA. The current status of tenements listed in this report is based on information provided by MRP, and the report has been prepared on the assumption that the tenements will prove lawfully accessible for evaluation.

The mineral properties owned by MRP are considered to contain both "greenfields" and "advanced" exploration opportunities that are considered inherently speculative in nature. However, in CSA's opinion the projects have been acquired based on sound technical merit.

4. INDEPENDENT GEOLOGIST'S REPORT

MacPhersons Reward Gold Limited
Mineral Exploration Properties



The properties are also considered to be sufficiently prospective, subject to varying degrees of exploration risk, to warrant further exploration and assessment of their economic potential, consistent with the proposed programmes.

MRP has advised CSA that it intends spending \$12.5 million of the minimum amount raised on exploration and evaluation programmes summarised in the report. If successful in raising the maximum subscription, MRP intends committing an additional \$9.5 million to the stated exploration programmes to accelerate the evaluation process. At least half the liquid assets held, or funds proposed to be raised, by MRP are understood to be committed to the exploration, development and administration of the mineral properties, satisfying the requirements of ASX Listing Rules 1.3.2(b) and 1.3.3(b). CSA also understands that MRP has sufficient working capital to carry out its stated objectives, satisfying the requirements of ASX Listing Rule 1.3.3(a).

MRP has prepared staged exploration and evaluation programmes, specific to the potential of the projects, which are consistent with the budget allocations. CSA considers that the relevant areas have sufficient technical merit to justify the proposed programmes and associated expenditure satisfying the requirements of ASX Listing Rule 1.3.3(a). The proposed exploration budget also exceeds the anticipated minimum statutory annual expenditure commitment on the various project tenements.

The Independent Geologist's Report has been prepared on information available up to and including 30th October 2010. CSA has provided consent for the inclusion, in full, of the Independent Consulting Geologist's in the Prospectus, and to the inclusion of statements made by CSA, in the form and context in which the report and those statements appear, and has not withdrawn that consent before lodgement of the Prospectus with the ASIC.

CSA is an exploration, resource and mining consulting firm, which has been providing services and advice to the international mineral industry and financial institutions since 1987. This report has been compiled by Mr Greg Wilson BSc (Hons), who is a professional geologist with 25 years experience respectively in the exploration and evaluation of mineral properties within Australia and overseas. Mr Wilson is a Member of the Australasian Institute of Mining and Metallurgy ("AusIMM") and has the appropriate relevant qualifications, experience, competence and independence to be considered an "Expert" under the definitions provided in the Valmin Code and "Competent Persons" as defined in the JORC Code.

Neither CSA, nor the author of this report, have or have previously had, any material interest in MRP or the mineral properties in which MRP has an interest. Our relationship with MRP is solely one of professional association between client and independent consultant. This report is prepared in return for professional fees based upon agreed commercial rates and the payment of these fees is in no way contingent on the results of this report.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Greg Wilson', is written over a circular stamp or seal.

CSA Global Pty Ltd

4. INDEPENDENT GEOLOGIST'S REPORT

MacPhersons Reward Gold Limited
Mineral Exploration Properties



Executive Summary

Macphersons Reward Gold Limited (“MRP”) has acquired mineral exploration properties in the Coolgardie region of Western Australia. The properties include known gold resources, known gold deposits and the potential for discovery of additional gold deposits. The properties cover an aggregate area of approximately 15.46 km².

The properties lie within the Coolgardie domain within the Eastern Goldfields Province of the Archaean Yilgarn Craton. The Coolgardie goldfield was first identified in 1893 and is centred around the township of Coolgardie, within the field some 50 locations have been documented as producing gold. The larger of these have produced around 0.3 Moz Au but most are considerably smaller. The total production of the Coolgardie goldfield is approximately 2.8 Moz Au, with a total endowment of the field exceeding 5 Moz.

The main prospect area in MRP’s properties is the MacPhersons Reward gold mine which comprises four interconnected disused open pits, Powell, MacPherson, Salvo and Kerry. Immediately south of these workings is the shallow (14m deep) A-Cap open pit.

Historically, production has dominated the development of the area, with exploration occurring after mining had commenced, elsewhere on the properties exploration has been limited and sporadic in nature, due to the previously fragmented ownership of the tenure.

The area came to recent prominence in 1983, when prospector Bill Powell unearthed a “bonanza” patch of gold some 125 metres southwest of the historical MacPhersons Reward workings, where at the turn of the century (1900’s), a quartz reef had been mined to depths less than 20 metres producing 1631 tonnes grading 31.4 g/t Au for 1,650 ozs Au.

Subsequent to the discovery, mining continued through several entities, initially mining the Powell and MacPherson Reefs and then the newly discovered Kerry and Salvo reefs, to depths of 44m, 32m, 16m and 20m respectively. Records during this combined period of mining activity are sketchy and incomplete, with information available suggesting some 636,674 tonnes grading 2.9 g/t Au was extracted from the four pits for 59,728 ounces.

Concurrent with the mining phase, significant amounts of drilling was completed within the mine area, however only a limited number of drillholes tested depths greater than 70 metres below surface.

In 2010, MRP conducted a due diligence program which included, pit mapping and sampling and a 23 hole diamond drilling program. Three holes (MRDH 404, MRDH 405, and MRDH 412) were abandoned prior to reaching full depth and no samples collected. All drillholes sampled reported gold intercepts with visible gold noted in numerous intervals. This work increased the understanding of the mineralisation controls within the MacPhersons Reward Tonalite, comprising a lower grade (0.5g/t to 2.0g/t) biotite-chlorite stockwork envelope with higher grade (1.0g/t to 138g/t) quartz reef development occurring within the stockwork envelope. The reef and envelopes trend in a northwesterly direction across the tonalite dipping 30 to 40° to the northeast.

4. INDEPENDENT GEOLOGIST'S REPORT

MacPhersons Reward Gold Limited
Mineral Exploration Properties



From geological mapping, the MacPhersons Reward tonalite is interpreted to have an overall strike length of 2.4 km, with historical mining activity occurring over a strike length of 800 metres. Exploration on the remaining portion of the tonalite has been sporadic and predominantly near surface. The greatest level of activity was immediately south of the MacPhersons Reward pits, where a shallow open pit (A-Cap) was developed to a depth of 14m, exposing quartz reefs and stockworks. Several drilling campaigns were conducted within the pit and immediately to the southeast. Drilling was oriented in various directions reflecting a poor geological understanding at the time.

Southeast of the A-Cap pit, exploration has been limited to near surface techniques with no deep drilling, testing the bedrock potential.

Additionally within the properties, several other prospects have been identified by previous explorers, prospects include Bakers Find (2m @ 38.48 g/t Au), and Franks Find (3m @ 27.9 g/t Au, 2m @ 50.2 g/t Au and 2m @ 30.0 g/t Au).

The exploration properties owned by MRP contain Mineral Resources totalling 115,200 oz Au as shown below.

The MacPhersons Reward Mineral Resource includes both historical and recent drilling completed within the four disused pits, it does not include the historical drilling from the A-Cap pit which was excluded because the data could not be verified.

The Tycho Mineral Resource is based entirely on historical drilling and is subject to confirmatory drilling, this is reflected in the resource category.

MacPhersons Reward Limited – Summary of Mineral Resources.

Deposit	Indicated Mineral Resource			Inferred Mineral Resource			Total Mineral Resource		
	Tonnes	Grade (g/t)	Au (oz)	Tonnes	Grade (g/t)	Au (oz)	Tonnes	Grade (g/t)	Au (oz)
MacPhersons Reward	740,000	1.6	36,900	970,000	1.8	57,300	1,713,000	1.7	94,100
Tycho				430,000	1.5	21,100	430,000	1.5	21,100
TOTAL	740,000	1.6	36,900	1,400,000	1.7	78,400	2,143,000	1.7	115,200

Note: The information in this report that relates to in-situ MacPhersons Reward Mineral Resource is based on information compiled by Steven Hodgson a full time employee of CSA Global Pty Ltd, who is a Member of the Australian Institute of Geoscientists. Steven Hodgson has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Steven Hodgson consents to the inclusion in this Report of the matters based on his information in the form and context in which it appears.

The information in this Report that relates to in-situ Tycho Mineral Resource is based on information compiled by David Williams of CSA Global. David Williams takes overall responsibility for the Mineral Resource. He is a Member of the Australian Institute of Geoscientists and has sufficient experience, which is relevant to the style of mineralisation and type of deposit under consideration, and to the activity he is undertaking, to qualify as a Competent Person in terms of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves".

4. INDEPENDENT GEOLOGIST'S REPORT

MacPhersons Reward Gold Limited
Mineral Exploration Properties



Ore Reserves (JORC Code 2004 Edition)". David Williams consents to the inclusion of such information in this Report in the form and context in which it appears.

MRP's exploration properties are well located within 8km of three gold processing facilities, the currently stated resources are amenable for processing at each of these facilities.

MRP proposes to commence mining studies within the current resource to assess the viability of removing the rib pillar between the MacPherson and Powell pits. This activity would have several benefits including the potential for some early cash flow by mining the subsidiary reefs and Powell reef, increasing the geological understanding of the deposits and importantly providing a pit floor across the entire width of the tonalite for resource definition drilling.

MRP has prepared a staged exploration budget of \$12.5 million based on a minimum IPO subscription, allowing MRP to conduct an extensive drill program over an initial two year timeframe to fully evaluate the reef system at MacPhersons Reward, test the potential for additional reef systems within the remaining 1.6km extent of the MacPherson tonalite and evaluate other prospects identified within their properties. If MRP are successful in raising the maximum subscription, MRP intends to commit an additional \$9.5 million to the stated exploration programmes to accelerate the evaluation process.

CSA believes the strategy proposed by MRP is appropriate and considers the greatest opportunity for MRP is the identification of additional reefs beneath the A-Cap and further south within the tonalite. CSA also believes a sustained exploration program is likely to deliver further success and expand the presently defined resource base.

The Independent Geologist's Report has been prepared on information available up to and including 30th October 2010 and CSA is not aware of any material change to MacPhersons Rewards mineral interests since that date.

Yours faithfully

A handwritten signature in black ink that reads 'Greg Wilson'.

Greg Wilson
Consulting Geologist
CSA Global Pty Ltd

4. INDEPENDENT GEOLOGIST'S REPORT

MacPhersons Reward Gold Limited
Mineral Exploration Properties



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Glossary of Terms

“Aeromagnetics” means the measurement of variations in the Earth’s magnetic field using an instrument transported by an aircraft.

“Alteration” means any change in the mineralogical composition of a rock brought about by physical or chemical means, especially by hydrothermal solutions.

“Anomalous” means a set of data deviating from the normal, usually referring to significant or unusual data.

“Archaean” means of geological ages older than 2,500 million years.

“Au” is the chemical symbol for gold.

“Basalt” means a fine grained, dark coloured, volcanic rock relatively rich in iron and magnesium.

“Breccia” means a rock composed of angular, broken, rock fragments held together by a mineral cement or in a fine-grained matrix.

“Cover Sequence” means sedimentary rocks unrelated to the underlying basement rocks.

“Deformation” means the alteration such as faulting, folding, shearing, compression and extension of rock formations by tectonic forces.

“Diamond (drilling)” means a drilling method for obtaining a cylindrical core of rock with a diamond impregnated bit.

“EL” means Exploration Licence.

“Epigenetic” means minerals introduced into pre-existing rocks, the formation of secondary minerals by alteration.

“Fault” means a planar or gently curved fracture across which there has been relative displacement.

“Felsic Volcanic” means a rock of volcanic origin composed pre-dominantly of pale coloured minerals such as quartz and feldspar.

“Fold” means a curved or angular shape of an originally planar geological surface.

“Ga” means a billion years ago.

“Granite” means an intrusive rock in which quartz constitutes 10 to 50 percent of the felsic components and in which the alkali feldspar/total feldspar ratio is generally restricted to the range of 65 to 90%.

“Indicated Resource” means an accumulation of mineral(s) sampled by drill holes, underground openings, or other sampling procedures at locations too widely spaced to ensure continuity but close enough to give a reasonable indication of continuity and where geoscientific data are known with a reasonable level of continuity.

“Inferred Resource” means an accumulation of mineral(s), inferred from geoscientific evidence, drill holes, underground openings or other sampling procedures, and before

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testing and sampling information is sufficient to allow a more reliable and systematic estimation.

“JORC” means Joint Ore Reserves Committee; the JOR committee developed a set of guidelines for the reporting of Mineral Resources and Ore Reserves referred to as the “Code”. The Code has been adopted by the Australasian Institute of Mining and Metallurgy (AusIMM) and the Australian Institute of Geoscientists (AIG), and is binding on their respective members. The Code has also been adopted by and included in the listing rules of the Australian (ASX) and New Zealand (NZX) Securities exchanges, the purpose of which is to set the enforceable regulatory standards or a Code of Practice for the reporting of Mineral Resources and Ore Reserves.

“Leaching” means the separation, selective removal, or dissolving-out of soluble constituents from a rock or orebody by the natural action of percolating water.

“Lode-style” means a mineral deposit consisting of a vein or zone of veins occurring in consolidated rocks, as opposed to alluvial or placer deposits.

“Ma” means a million years ago.

“Mafic” means a rock rich in iron and magnesium e.g. basalt, dolerite.

“Mesothermal” means descriptive of a hydrothermal mineral deposit, formed at great depth at temperatures of 200-300°C.

“Metamorphism” means the mineralogical, chemical and structural adjustment of solid rocks to physical and chemical conditions which have generally been imposed at depth below the surface zones of weathering, and which differ from the conditions under which the rocks originated.

“Mineralising” means the natural process or components that concentrate metals or their ore minerals.

“Miscellaneous Licence” means granted title over an area of land entitling the holder to construct infrastructure for a mine development eg. Haul road, pipeline, camp, processing plant.

“ML” means a Mining Licence.

“mtpa” means ore processing capacity expressed as million tonnes per annum.

“Orogenic” means the process of folding and faulting within a belt of similar aged rocks.

“Oxide Ore” means an accumulation of minerals modified by surface waters e.g. sulphides altered to oxides and carbonates.

“Pluton” means a body of igneous rock formed beneath the earth surface by consolidation from magma.

“Province” means a group of rocks or region with common geological attributes and history.

“RC Drilling” means a drilling method, abbreviated for Reverse Circulation percussion drilling, whereby a rotating hammer bit pulverizes the rock, releasing chips of rock that are brought to the surface inside of drill rods by compressed air.

“Shear Zone” means a zone of ductile deformation between two (relatively) undeformed blocks that have suffered relative shear displacement; the ductile analogue of a fault.

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“Sill” means a tabular body of intrusive igneous rock, parallel to the layering of the rocks into which it intrudes.

“Stratigraphy” means the composition, sequence and correlation of stratified rocks within the earth’s crust.

“Tonalite” means a coarse grained intrusive rock consisting of dominantly plagioclase feldspars and mafic minerals (biotite and/or hornblende) and accessory quartz.

“Ultramafic” means an igneous rock with no free quartz and generally very little feldspar.

“Volcaniclastic” means formed from rock fragments generated during volcanic eruptions.

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1 Introduction

1.1 Scope and Terms of Reference

MacPhersons Reward Gold Limited ("MRP"), a public company incorporated in Australia, has acquired mineral exploration properties in the Coolgardie region. MRP intends in due course to list on the Australian Securities Exchange to raise additional funds to evaluate and develop these projects.

CSA Global Pty Ltd ("CSA") has been commissioned by MRP to complete an Independent Geologist's Report on the mineral exploration properties. This report comprises an assessment of the properties based on a review of historical work, recent drilling, and resource estimation conducted by MRP and previous explorers, together with field observations arising from a site visit carried out by CSA resource geologist, David Williams on the 11th August, 2010 and the author on the 15th October 2010. The author was accompanied by Mr Morrie Goodz, Managing Director of MRP and Mrs Lyndal Money, Senior Project Geologist for MRP. Discussions held with the two employees of MRP and contributions from Ms Janine Rea, Technical Services Manager for MRP have contributed to both geological and non-geological information in this report.

This Independent Geologist's Report has been prepared in accordance with the Code and Guidelines for Assessment and Valuation of Mineral Assets and Mineral Securities for Independent Expert Reports ("The Valmin Code"), which is binding upon Members of the Australasian Institute of Mining and Metallurgy ("AusIMM"), the Australian Institute of Geoscientists ("AIG"), and the rules and guidelines issued by such bodies as the ASIC and Australian Stock Exchange ("ASX"), which pertain to Independent Expert Reports.

CSA is an exploration, resource and mining consulting firm, which has been providing services and advice to the international mineral industry and financial institutions since 1987. This report has been compiled by Mr Greg Wilson BSc (Hons), a professional geologist with 25 years experience in the exploration and evaluation of mineral properties within Australia and overseas. Mr Wilson is a Member of the Australasian Institute of Mining and Metallurgy (AusIMM).

Neither CSA, nor the author of this report, has or has had previously, any material interest in MRP or the mineral properties in which MRP have acquired. Our relationship with MRP is solely one of professional association between client and independent consultant. This report is prepared in return for professional fees based upon agreed commercial rates and the payment of these fees is in no way contingent on the results of this report.

No member or employee of CSA is, or is intended to be, a director, officer or other direct employee of MRP. No member or employee of CSA has, or has had, any share holding in MRP. There is no formal agreement between CSA and MRP as to CSA providing further work for MRP.

The statements and opinions contained in this report are given in good faith and in the belief that they are not false or misleading. The conclusions are based on the reference date of

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30th October, 2010 and could alter over time depending on exploration results, mineral prices and other relevant market factors.

1.2 Project Location, Access and Physiography

The mineral properties are located 5km southeast of the town of Coolgardie and 37km southwest of Kalgoorlie, a major mining centre in the Eastern Goldfields of Western Australia (Figure 1). Access from Coolgardie is via the un-sealed Tindals Road.

The topography is gently undulating and is cut by seasonal creeks. The region has a relatively dry, Mediterranean climate with warm to hot summers and cool winters. Flora is characterised by sparse eucalypt and mulga forests.

The area is typical of the Yilgarn with sparse outcrops of supracrustal rocks and there is abundant evidence of recent exploration amongst the small-scale, historic workings along the main lines of mineralisation.

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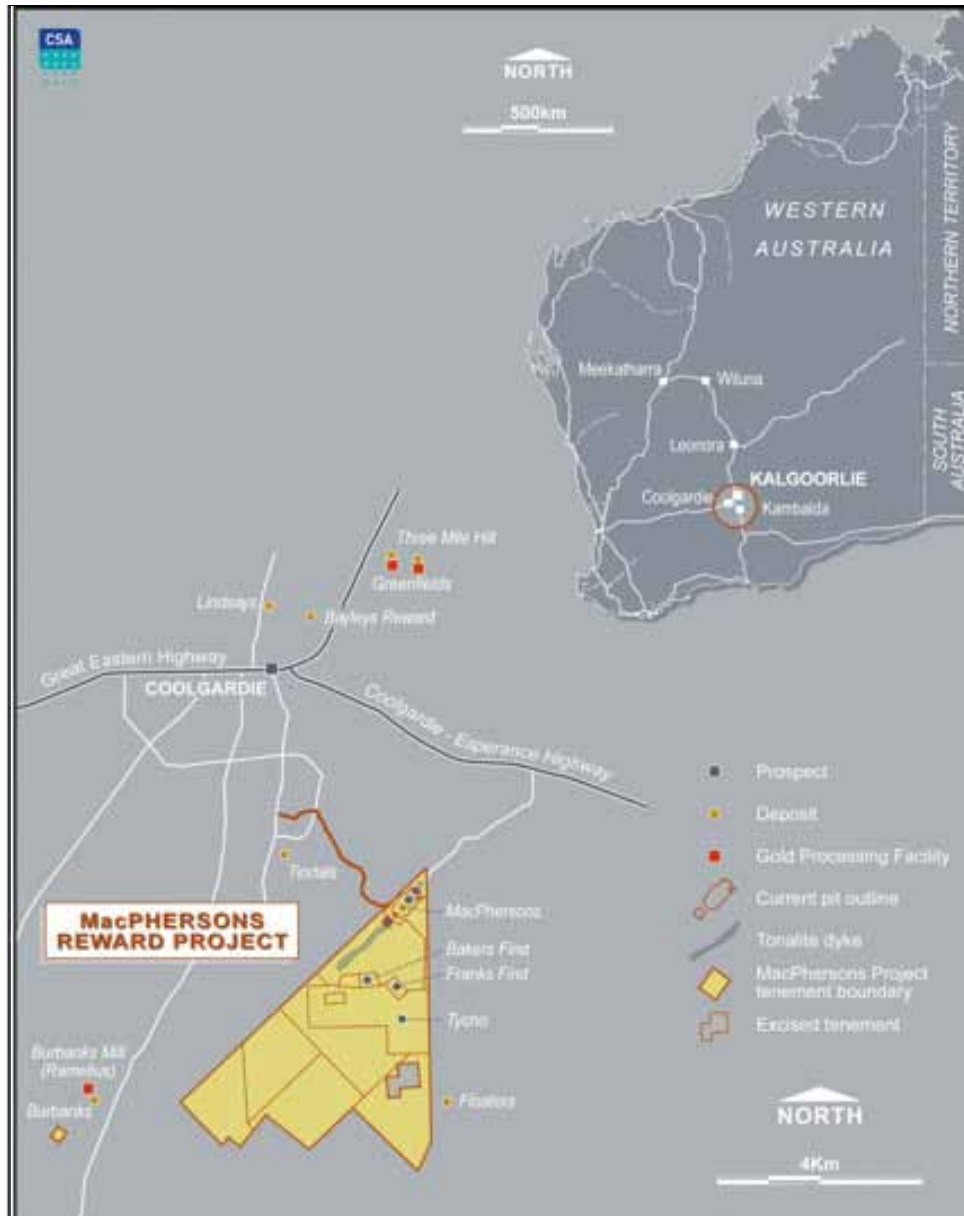


Figure 1. Project and Tenement Location – MacPhersons Reward Gold Limited.

1.3 Principal Sources of Information

This review is based on the information provided by the current tenement holders, technical reports of consultants and previous explorers, as well as other published and unpublished data relevant to the area, including public domain data.

The author has endeavoured, by making all reasonable enquiries, to confirm the authenticity and completeness of the technical data upon which this report is based. MRP were provided

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a final draft of this report and requested to identify any material errors or omissions prior to its lodgement.

1.4 Tenure

MRP has acquired a total of 18 tenements covering an area of 15.46km², these comprise 7 granted Mining Leases (MLs) and 10 granted Prospecting Licences (PLs), comprising 15.45km² of granted licences with a Miscellaneous Licence under application comprising 0.1km² (Table 1).

CSA has not undertaken assessment regarding tenure or associated legal agreements. A full listing of the tenements is provided in Appendix 1, this is based on information provided by MRGL and has not been validated in any way. An independent legal review of tenure has been separately conducted.

Table 1. MacPhersons Reward Gold Limited – Tenement Summary.

Licence	Approved	Pending	Area (km ²)	Statutory Commitment	Rents
Mining	7	-	5.15	\$85,600	\$8,247
Prospecting	10	-	10.21	\$47,760	\$2,390
Miscellaneous	-	1	0.10	-	-
Total	17	1	15.46	\$133,360	\$10,637

Note: Tenements M15/237, P25/5209 and P15/5464 will be transferred to Focus pursuant to a sale agreement and that the terms of the sale agreement are summarised in the material contracts section of the Prospectus.

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2 Geological Setting and Metallogeny

2.1 Regional Setting

The mineral properties owned by MRP lie within the Norseman-Wiluna Archaean Greenstone Belt in the Eastern Goldfields Province (Figure 2). The province is host to some of the largest gold and nickel deposits in Western Australia and a reasonably consistent stratigraphic sequence consisting of mafic volcanic and intrusive, felsic volcanic and sedimentary rocks separated by deformed and metamorphosed granitoid rocks.

The Eastern Goldfields Province is characterised by a north-northwest orientation of regional shears, folds and stratigraphy which results in a series of elongate granites separated by anastomosing shear zones.

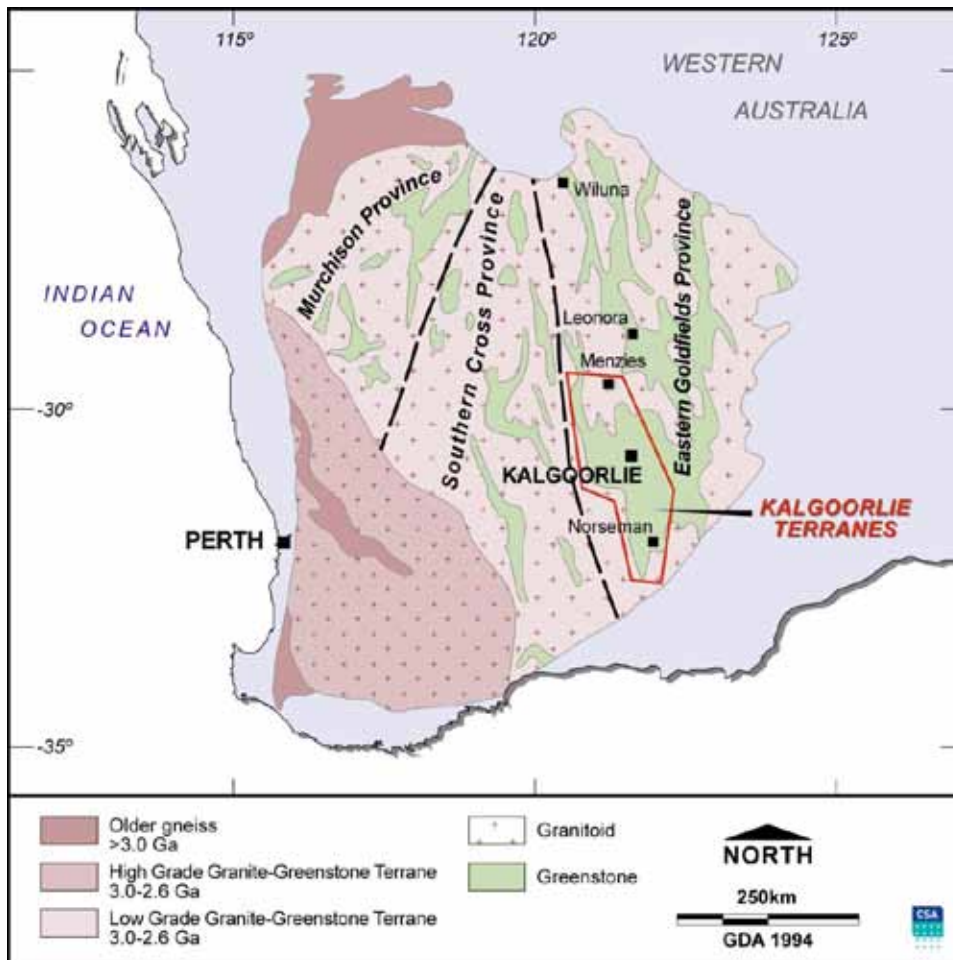


Figure 2. Regional Geology of the Yilgarn Craton (after Swager et al., 1990).

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MRP's exploration properties lie in the Kalgoorlie Terrane, a sub-division of the Eastern Goldfields Province which is further sub-divided into four major domains: the Coolgardie, Ora Banda, Kambalda and Boorara Domains; and two smaller domains – the Bullabulling and Parker Domains (Swager et al., 1990). These domains are separated by crustal-scale shear zones, which are considered important for focussing gold mineralisation (Figure 3 and Figure 4).

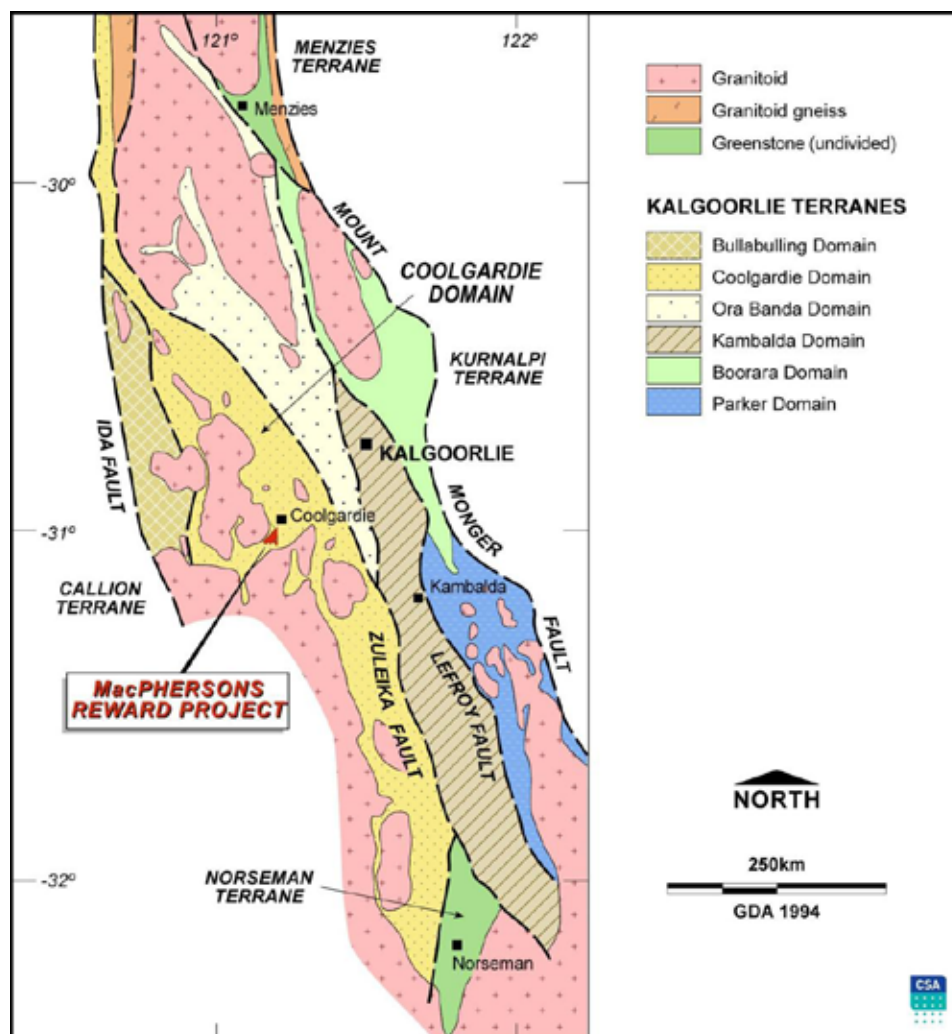


Figure 3. Kalgoorlie Terrane – Coolgardie domain (after Swager et al., 1990).

The project area is located in the centre of the Coolgardie Domain. The stratigraphy of this domain is well documented and has been divided into three meta-sedimentary and meta-volcanic units, a lower basalt unit overlain in turn by a komatiite, an upper basalt which compared to neighbouring domains is often poorly developed or non-existent, then overlain by felsic volcanic, volcanoclastic and sedimentary rocks. Layered and differentiated mafic sills and felsic intrusives can occur at various levels within the stratigraphic succession.

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Additionally, the Coolgardie Domain is characterised by a structural repetition of the basalt-komatiite interval of the regional succession.

The structure of the Coolgardie domain is dominated by greenstone sequences draped over domal granite plutons, and the district is bounded by major shear zones to the west (Ida Fault), and to the east (Zuleika shear zone, Kunanalling shear zone). The eastern margin of the Calooli granite influences the stratigraphy and structural orientation throughout much of the Coolgardie area, resulting in orientation of the stratigraphy in NW-SE trends in the north and NE-SW trends in the southern part of the domain (Figure 4).

2.2 Metallogeny

Gold occurrences within the Archaean granitoid-greenstone terranes are dominantly orogenic, mesothermal, lode-style deposits. Orogenic gold deposits are epigenetic and form as the result of focussed fluid flow during active deformation and metamorphism of volcano-plutonic terranes (Hagemann and Cassidy, 2000).

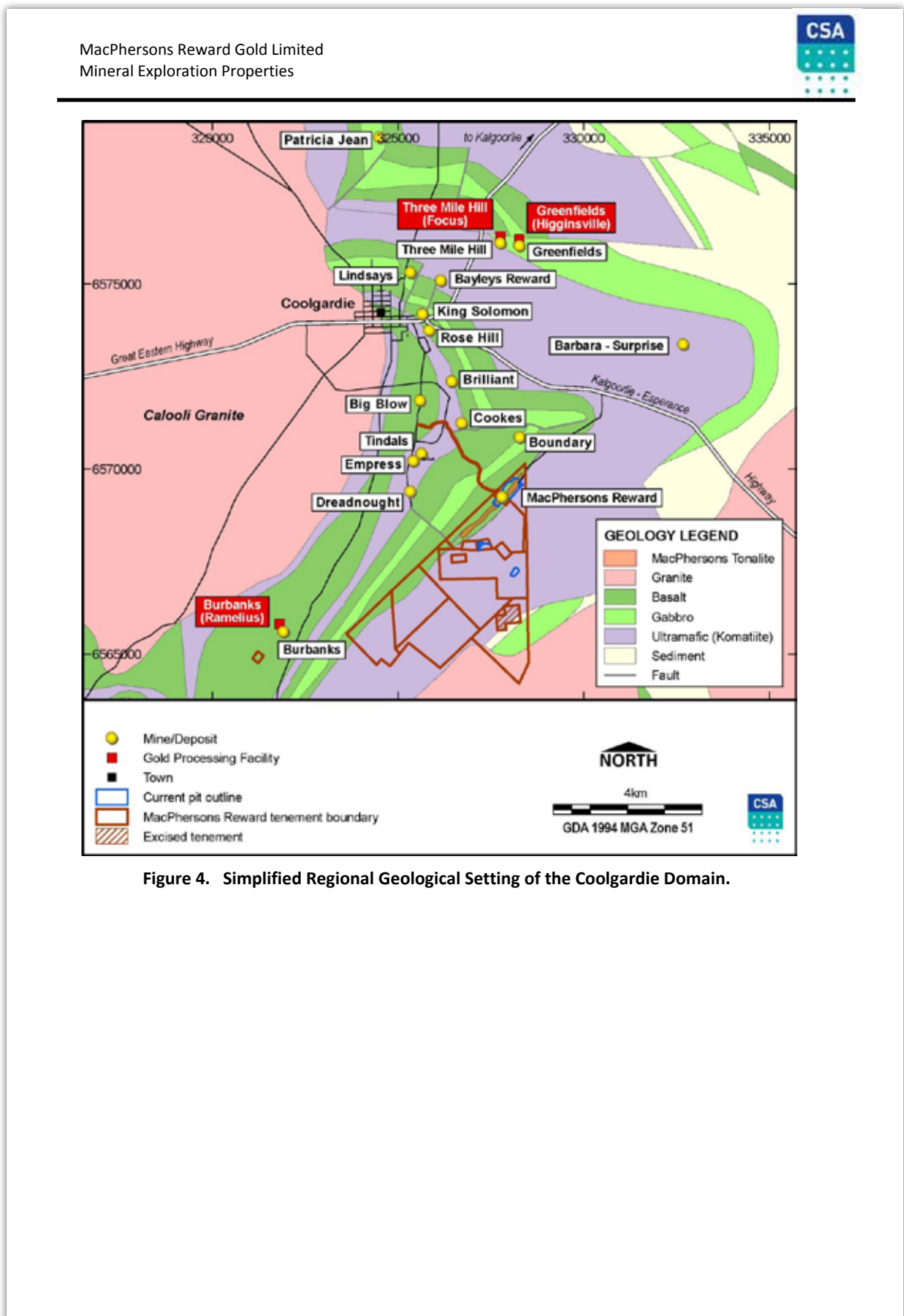
There is no single model describing the development of orogenic lode gold systems; they can occur in any host lithology and can develop at varying crustal depths. Variations in these two factors, combined with numerous possible structural settings and orientations, contribute to diversity in the location, style and associated alteration of mesothermal lode gold mineralisation.

Gold mineralisation within the Coolgardie Domain has been broadly categorised into four groups according to host lithology and structure, classification of these styles are summarised in Table 2.

Table 2. Coolgardie Domain – Gold Mineralisation Categories.

Mineralisation Type	Mineralisation Style	Deposit Example (Gold Endowment)
Dolerite Hosted	Brittle Fracture, Quartz Vein Stockwork	Three Mile Hill (424,000 ounces) Greenfields (138,000 ounces) Lindsay (551,000 ounces) Tindals (1,452,000 ounces)
Felsic Intrusive Hosted	Brittle Fracture, Sheeted Quartz Vein +/- Quartz Stockwork	King Solomon (113,000 ounces) Cokes (8,000 ounces) MacPhersons Reward (152,800 ounces)
Shear Zone Hosted	Quartz Reef	Bayleys Reefs (290,000 ounces) Burbanks (450,000 ounces) Empress (35,000 ounces)
Shear Zone Hosted	Lode Style	Barbara-Surprise (505,000 ounces)

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3 Exploration Properties

3.1 Introduction

MRP's exploration properties are located within the central area of the Coolgardie goldfield, there are over 50 documented locations where gold has been produced within the field, these are dominantly within the greenstone belts and generally close to town. The larger of these have produced around 0.3 Moz Au but most are considerably smaller. The total production of the goldfield is approximately 2.8 Moz, with a total endowment of the field exceeding 5 Moz.

The main prospect area in MRP's properties is the MacPhersons Reward gold mine which consists of four interconnected, disused open pits, Powell, MacPherson, Salvo and Kerry (Figure 5). Immediately south of these workings is the shallow (14m deep) A-Cap open pit (Figure 6). Elsewhere on the properties can be found other small pits and old workings. The Bakers Find open pit, Tycho costeans, Queensland South workings and old workings 2-3 km south of MacPhersons Reward are the other known sites for gold mineralisation.

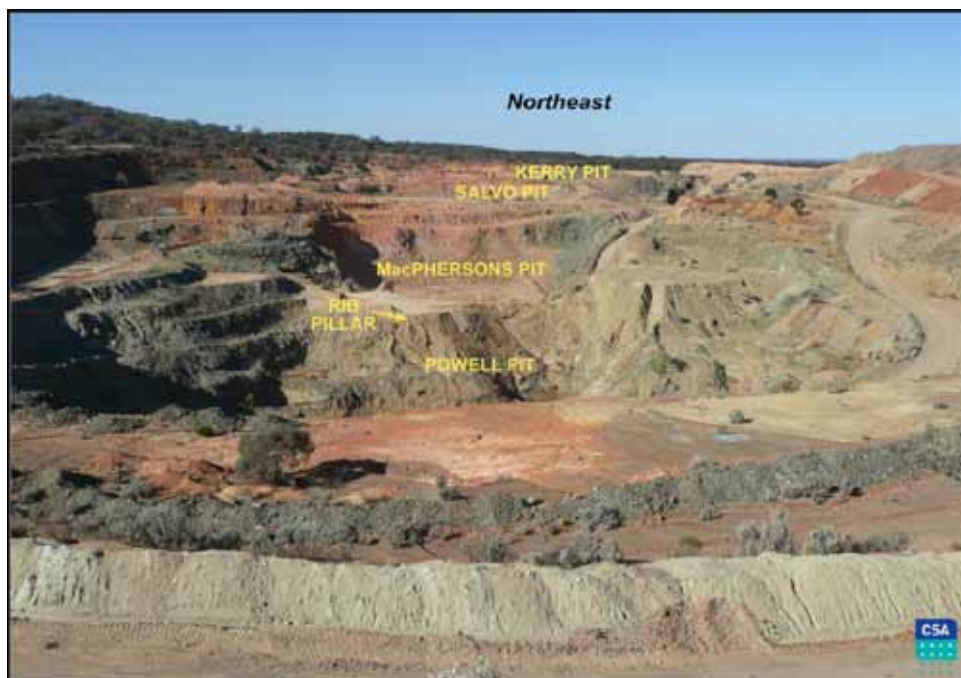


Figure 5. MacPhersons Reward Open Pit, looking northeast.

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Figure 6. MacPhersons Reward, looking southwest over the A-Cap open pit.

3.2 Local Geology and Mineralisation

The project area is located at the eastern end of the Londonderry-Gibraltar greenstone belt, which is dominated by high-magnesium basalt and komatiites and the Burbanks Shear, a major regional structure. The Burbanks Shear strikes northeast and dips steeply northwest and comprises a 60m to 100m wide zone of sheared mafics within a package of basalts, gabbros and sediments. In detail, the shear displays a range of ductility from foliated basalts, amphibole schists, biotite-carbonate schists through to mylonite.

Relative early deformation (in the form of recumbent folding and thrusting) has resulted in the structural repetition of steeply dipping stratigraphic units. Later deformation (after granite emplacement) has re-folded the stratigraphy superimposing tight and open folds with northwest and northeast trending axes (Figure 7).

At MacPhersons Reward (3km east of the Burbanks Shear), the stratigraphy has been intruded by a felsic intrusive unit along the lowermost basalt-komatiite contact. This intrusive commonly referred to as the MacPhersons Reward tonalite is host to gold mineralisation within the MacPhersons Reward mine area.

The tonalite, a medium to coarse grained igneous rock is 100m thick and within the immediate mine area extends for 800m along strike in a NE-SW direction, mapping and geological interpretations suggest the tonalite extends a further 1600m SW to the Bakers Find prospect for an overall strike length of 2.4 km.

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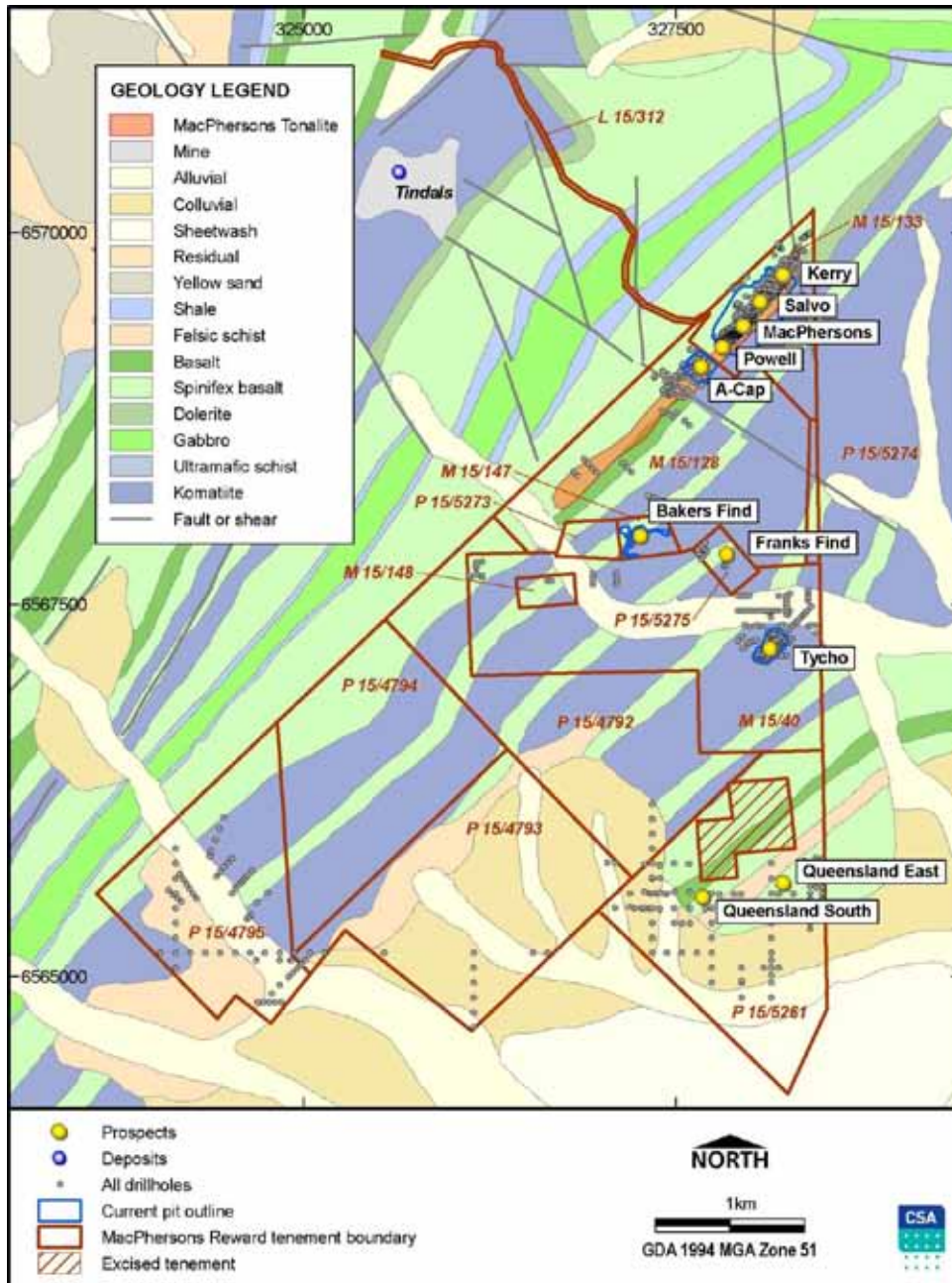


Figure 7. MacPhersons Reward Project Geology

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Gold mineralisation is dominantly contained within the tonalite and is categorised as a Felsic Intrusive Type with Sheeted Quartz Vein style. Two dominant reefs have been identified and were the subject of historical open pit mining, (Powell and MacPherson reefs), another two lesser reefs (Kerry and Salvo) and numerous subsidiary zones of mineralisation were sporadically mined and have also been identified in both historical and recent drilling.

Recent diamond drilling has increased the understanding of quartz reef development within the tonalite. It is interpreted that mineralisation has occurred in two stages, an initial development is evident as a 5 to 15 metre wide zone of biotite-chlorite veinlet stockwork (Figure 8), trending across the tonalite in a northwesterly direction and dipping 30 to 40° to the northeast. This early development is mineralised with gold grades varying between 0.5 g/t Au to 2.0 g/t Au. Progressive deformation has then resulted in the development of the second event described as quartz reefs within the biotite-chlorite stockwork envelope. The reefs vary in width from 0.2 to 2.0m and are well mineralised with gold grades ranging from 1.0 g/t Au to 138.2 g/t Au.



Figure 8. Drillhole MRDH400 displaying the development of Quartz Reef in the Biotite-Chlorite Stockwork envelope, gold grades (g/t) are written in yellow on drillcore.

In addition to the Sheeted Quartz Vein style, another style of mineralisation, the Shear Zone Hosted style has been observed along the contacts of the MacPherson tonalite. During open pit mining activities, sub-vertical quartz veins were mined along the eastern contact in the Powell, MacPherson and Kerry pits however there are no production records available to ascertain the significance of these veins.

Two other prospects have been noted as having Shear Zone Hosted style of mineralisation, this style is poorly understood within the company's tenure and are summarised below:

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Bakers Find – comprises a folded felsic porphyry unit intruded into an ultramafic sequence. Mineralisation is hosted within deformed ultramafics adjacent to the porphyry intrusive, the porphyries are themselves not mineralised within the prospect area. Previous interpretations suggest the mineralisation occurred within the hinge zone of the folded stratigraphy.

Tycho Prospect – mineralisation is associated with shallow dipping biotite+chlorite+talc shears in serpentinised ultramafics (Hampton Formation). Geological interpretations suggest the presence of more than one shear. However, historical exploration in the area has been hindered by a large alluvial drainage system which effectively “masks” gold mineralisation from surface prospecting. Current industry standard exploration techniques have been successful elsewhere in identifying mineralisation through these drainage systems and can be readily applied to these areas.

3.3 Previous Exploration and Production

Gold was first discovered in the Coolgardie Goldfield in 1892 and for a time was the pre-eminent goldfield in Western Australia. Within the project area, MacPhersons Reward Gold Mining Company mined a quartz reef to depths less than 20 metres between 1897 and 1899 producing 1631 tonnes grading 31.4 g/t Au for 1,650 ozs.

Between 1938 and 1940, the Lady Grace workings adjacent to MacPhersons Reward, produced 600 tonnes at 15 g/t Au.

Modern day exploration commenced in the area in the mid 1960's when Anaconda Australia Inc, commenced exploring for base metals, completing geophysical surveys, geological mapping, drainage sampling and percussion drilling. During this work only some samples were analysed for gold and no anomalous results were reported.

MacPhersons Reward/Powell Mines

In 1983, the Kalgoorlie Miner and other media outlets reported a bonanza discovery 125m southwest of the MacPhersons Reward workings where prospector Bill Powell had reportedly recovered 1,000 oz of gold at surface.

In January 1984, material from the quartz reef was taken to the Coolgardie Stamp Battery for a crushed production of 599t at 17.4 g/t for 335 ozs.

During the period of operation from 1984 through to 1987, records of production from the four open pits are scarce, below is a summary of the information MRP are aware of:

Between 1984 and 1985, Bill Powell processed 7115t @ approximately 20 g/t Au for 3,980 ozs at the Coolgardie Stamp Battery. This material was recovered from the Powell Reef, however there is no record for the amount of gold nuggets recovered during mining (Buchhorn, 1990).

Between 1985 and 1987, management of the minesite was assumed by Elders Resources which progressed to Elders Finance and then receivers. During this period, production was

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458,000t @ 2.24 g/t Au for 32,984 oz. Material was processed at Australis Norseman, and Broad Arrow. During this period, the Salvo and Kerry Reefs were discovered (CGNL, 1994).

Between 1984 and early 1986, several operators including Cord Holdings Pty Ltd, Powell Mining, Elders Resources JV completed a significant amount of drilling in the MacPhersons Reward mine area (see Table 4), however only a limited number of drillholes tested depths greater than 70 metres below surface. The deepest intercept returned from this drilling was 1m @ 9.13 g/t Au (MRDH034), 270m below surface.

From 1987 to 1988, the Belgravia Resources N.L.-Electrum N.L. JV recommenced mining producing 121,500t @ 4.3 g/t for 16,797 oz from MacPhersons and 47,000t @ 2.9 g/t Au for 4,382 oz from Kerry, until the Belgravia JV went into receivership.

In 1989, Bill Powell was awarded back the MacPherson tenement M15/133 from the receivers of the Belgravia JV. In the same year, Bill Powell processed 1500t @ 8.18g/t for 250 ozs recovered from hand picked mullock from the Kerry and Salvo waste dumps (Buchhorn, 1990).

Between 1989 through to present, no modern day exploration was conducted in the area with the only activity being Bill Powell handpicking material off the waste dump, no records are available for this activity.

In 1993, the Coolgardie Gold N.L. – Wouldham JV completed percussion drilling testing the mullock dumps and road reserves to evaluate stockpiles and pillar material.

In 2008, Bill Powell agreed to sell the mine (M15/133) to MacPhersons Reward Pty Ltd (MRP current owner) and the deal was completed in May 2008.

A-Cap

Between 1984 and 1985, following Bill Powell's discovery at MacPhersons Reward, A-Cap Development Ltd ("A-Cap") entered into an option agreement with Open Pit Mining & Exploration Pty Ltd on tenements immediately south of MacPhersons Reward.

A-Cap immediately commenced exploration on the Lady Grace South leases (now referred to as the A-Cap), stripping the overburden to a depth of 14m and conducting trenching and rock chip sampling. Some "attractive" gold values, up to 40 g/t, and visible gold were recorded in quartz reef and stringer material. A 50 hole percussion drilling program and a 5 hole RC program was completed in the pit area however drill orientation was less than optimal to evaluate the vein system. Better results from this program included Hole OP2, 5m @ 8.06 g/t Au from 8m and 1m @ 8.58 g/t Au from 18m, and Hole OP4 7m @ 4.90 g/t Au from 27m.

Between 1986 and 1988, Roebuck Resources N.L. entered into a 3 year joint venture agreement on the project with Samson Exploration N.L., Open Pit Mining & Exploration Pty Ltd and Croesus Mining N.L. Work undertaken during this period included geological mapping, compilation of previous explorers data, compilation of airborne magnetic, flying of aerial photography, resampling and logging of previous explorers rotary drill holes, soil geochemical sampling, RAB and RC drilling. Both RAB and RC drilling focussed in the area previously explored by A-Cap with generally disappointing results. During this time, Roebuck

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Resources N.L. also conducted trenching parallel and perpendicular to the strike with a best reported result of 5m @ 0.96 g/t Au.

Samson Exploration N.L. (then Samantha Exploration N.L.) continued exploration activities after Roebuck Resources N.L. withdrawal in 1988. Work during this time comprised RC drilling along the MacPhersons Reward South line with a best result of 9m @ 2.75 g/t Au from 50m and RC drilling in the Queensland area testing coincident soil geochemical anomalies and aeromagnetic interpreted northeast trending structural targets, results from this limited program were promising with results including BBP34 1m @ 7.98 g/t Au from 8m, 1m @ 2.85 g/t Au from 23m and 2m @ 1.10 g/t Au from 26m, and BBP35 1m @ 1.05 g/t Au from 30m.

Between 1996 and 1999, Spinifex Gold N.L. ("Spinifex") conducted field reconnaissance, review of exploration data, RC drilling and resource estimation work. Within the A-Cap pit area, vertical RC drilling was completed on a 20m x 20m spacing to a depth of 75m as part of a resource evaluation program beneath the A-Cap pit. The resulting work identified gold mineralisation beneath the A-Cap pit however the "resource" quoted by Spinifex does not comply with JORC code reporting standards.

The geological interpretations proposed by Spinifex infer sub-horizontal zones of mineralisation, contrary to the orientations of quartz reefs evident in the base of the pit. Spinifex also elected to selectively sample the drillholes; this has resulted in the moderately dipping reef system similar to the MacPherson and Powell reefs not being recognised. However, this drilling campaign re-confirmed the A-Cap pit area as containing gold mineralisation. Some of the better results from this vertical drilling include:

- LDG006 4m @ 4.0 g/t Au from 21m,
- LDG007 4m @ 1.81 g/t Au from 44m,
- LDG011 2m @ 17.01 g/t Au from 53m,
- LDG014 6m @ 2.66 g/t Au from 44m (Bottom of Hole),
- LDG 054 4m @ 5.46 g/t Au from 48m,
- LDG076 11m @ 4.75 g/t Au from 1m,
- LDG087 2m @ 2.35 g/t Au from 46m,
- LDG091 3m @ 3.81 g/t Au from 33m.

The information generated is only available on scanned sections and cannot be substantiated by hard copy drill logs, as a consequence MRP have elected not to use this data in their resource estimation work. The work completed by Spinifex indicates the A-Cap area has an exploration target potential of 180,000 – 190,000 tonnes grading 1.5 -2.0 g/t Au to a vertical depth of 75m. The exploration target is conceptual in nature and the exploration work completed to date is insufficient to define a Mineral Resource and it is not certain that additional exploration will result in defining Mineral Resources.

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Killoran N.L. in 2006, in their review of historical drilling notes there is no obvious RC drill exploration of the MacPherson tonalite, apart from the NE end of the A-Cap pit.

Cullen Exploration Pty Limited in 2007, completed two RC holes in the southern corner of the A-Cap pit. The holes completed to depths of 105m were designed to test both the tonalite at depth and the eastern contact. Both holes returned intersections within the weathered profile including 6m @ 5.77 g/t Au from 28m and 2m @ 5.98 g/t Au from 30m, however Cullen considered these results were similar to previous drilling and were not considered significant.

Bakers Find/Franks Find

At Bakers Find, gold was first discovered by the Baker brothers in 1947, gold mineralisation was mined via shallow shafts along a contact between sheared porphyry and ultramafics. Production during this period was recorded at 4,561t @ 22.6g/t Au for 3,314 ozs.

In 1989, Callion Mining conducted RC drilling at the Bakers Find mine. Drilling intersected gold mineralisation in sheared ultramafics adjacent to the porphyry contact.

Between 1995 and 1997, the Bakers Find pit was developed by Powell Mining. Ore removed from the open pit was processed at both the Coolgardie Stamp Battery and the Robinson Mill at the Coolgardie Gorge, no records are available for the amount of ore mined or the gold recovered.

Killoran N.L., in 2006 completed soil sampling traverses along strike from the workings at Bakers Find. Results confirmed a strong gold anomaly east and west of the Bakers Find prospect, peaking at 70ppb Au to the west and 90ppb Au to the east.

Recent geological pit mapping by MRP identified abundant visible gold in sheared ultramafics, the shear is interpreted as trending in an east-west orientation supporting the work conducted by Killoran N.L.

In 1997, Spinifex completed RC drilling at Franks Find identifying two mineralised positions approximately 140m apart. Drilling was a combination of vertical and inclined drillholes reflecting uncertainty in the geometry and orientation of the mineralisation, preliminary interpretations suggest each mineralised position has a strike length of approximately 25m but is potentially untested along strike. Better results included:

- LDG095 3m @ 27.9 g/t Au from 32m,
- LDG110 2m @ 50.2 g/t Au from 25m,
- LDG123 3m @ 11.11 g/t Au from 10m,
- LDG126 2m @ 30 g/t Au from 40m,
- LDG134 2m @ 6.74 g/t Au from 6m, and
- LDG137 8m @ 7.47 g/t Au from 6m.

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Queensland Prospect

Between 1996 and 2000, Mt Kersey Mining N.L. (then Gutnick Resources N.L.) conducted gridding and aircore drilling, better results from this drilling included 10m @ 1.81 g/t Au from 50m including 1m @ 12.25 g/t Au in hole LONA36 and 2m @ 1.35 g/t Au from 32m in hole LONA80. These results are from an area south of the Queensland Prospect where the bedrock geology is masked by transported material. It was reported that not all drillholes penetrated into bedrock. Although this exploration work is recent, the documentation is not complete and it is uncertain whether Mt Kersey Mining or Gutnick Resources followed up on these intercepts, reports from adjoining tenements suggest the companies were focussed on areas outside MRP's tenure. Immediately to the east of MRP's tenure, Gutnick Resources N.L. outlined an Inferred Resource of 50,300t @ 4 g/t Au, at the Floaters Prospect.

In addition to exploring for gold, Mt Kersey Mining N.L. also conducted aircore drilling for nickel in the southwestern portion of the tenure, broad low levels of anomalous nickel in weathered bedrock were recorded in one line of drilling with better results including 44m @ 2,312 ppm Ni from 12m in hole LONA219, 30m @ 2,615 ppm Ni from 8m in hole LONA221 and 43m @ 2,064 ppm Ni from 20m in hole LONA215.

Cazaly Resources applied for tenements covering the southwestern area previously held by Gutnick Resources N.L. in 2006. During the period 2008 to 2009 after the tenements were granted, exploration conducted on the tenements comprised a limited soil geochemical program, this program recorded a peak value of 76 ppb Au in an area where favourable lithologies are cross-cut by northwest trending structures. No further work has been undertaken to confirm this interpretation.

3.4 Recent Exploration

MRP since acquiring the mineral properties have conducted due diligence diamond drilling totalling 3,419.42m in 23 diamond holes.

The diamond drill program was designed to evaluate several aspects of the mineralised system:

- Continuity of the Powell and MacPherson reefs beneath the existing open pits.
- Drilling oriented to intersect perpendicular to the reefs to confirm the interpreted orientation of the reefs.
- Test for additional reefs below the Powell reef position, and
- Complete 7 Diamond holes to twin historical RC drilling to test the veracity and accuracy of the historical drilling.

The diamond drilling included 4 drill fans to validate the geological model and orientation of both the gold bearing veins and the host rock contacts.

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Results received were very encouraging with positive outcomes for each of the above criteria, a plan showing drill positions is provide in Figure 9, an interpretive cross section is provided in Figure 10 and drill intercepts greater than 1 g/t are provided in Table 3.

As part of generating a 3D geological model for the deposit, a full petrographic, geochemical and spectral analysis has been carried out on the drillcore, compilation of this work is in progress.

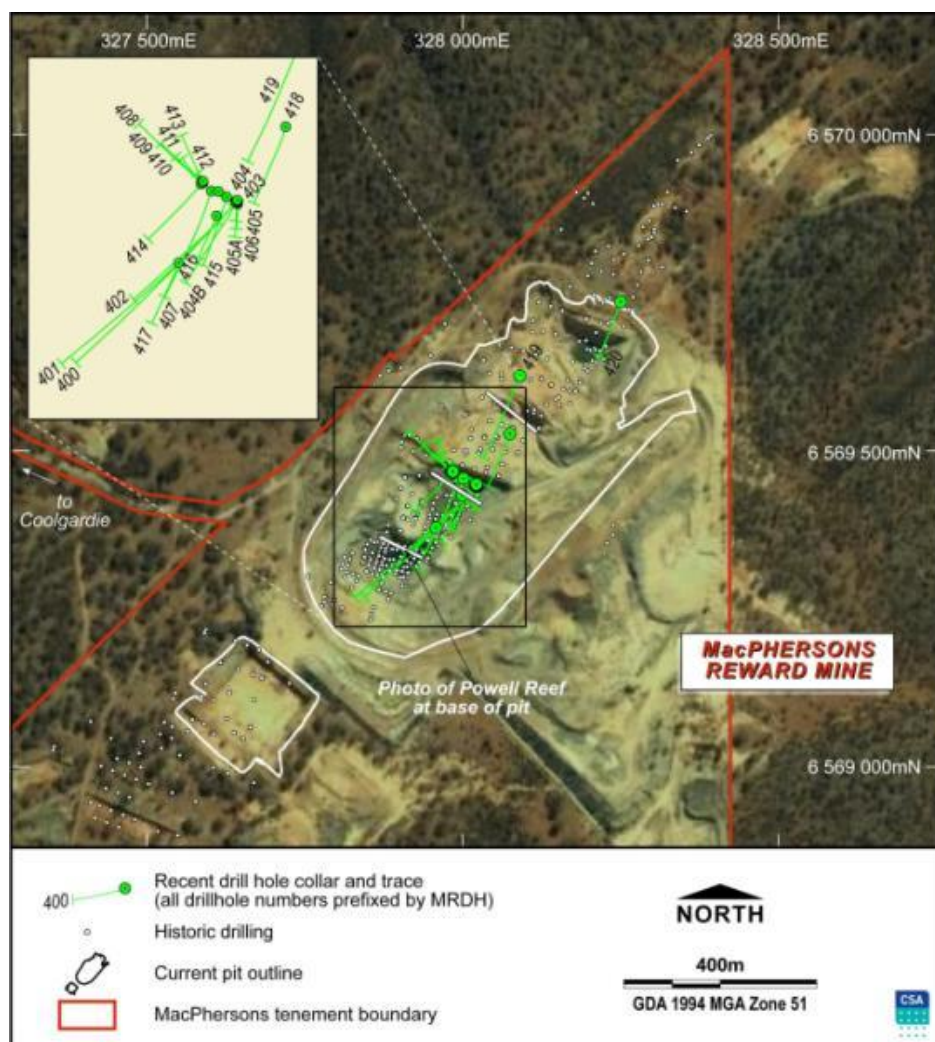


Figure 9. MacPhersons Reward Open Pit, plan showing reef positions and due diligence diamond drill holes.

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MacPhersons Reward Gold Limited
Mineral Exploration Properties

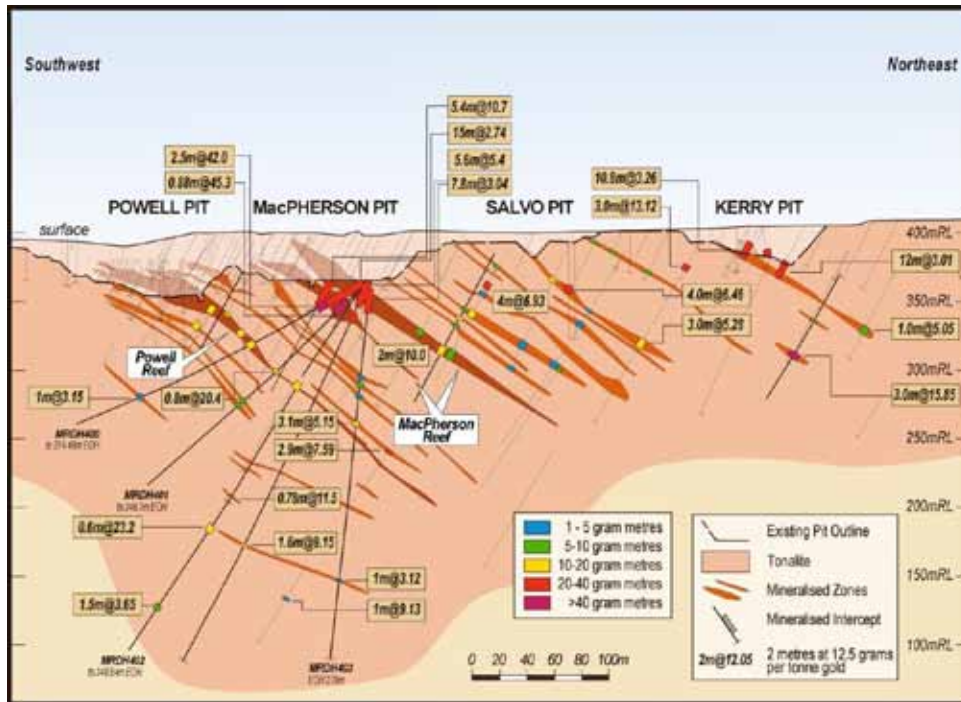


Figure 10. MacPhersons Reward Open Pit, looking northwest, showing Powell and MacPhersons reef

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Table 3. MacPhersons Reward Deposit, Due Diligence Diamond Drill Results.

Hole ID	Northing	Easting	Azimuth	Dip	From (m)	To (m)	Width (m)	Au (g/t)	Reef ID
MRDH400	6569445.5	328019.5	222.1	-30.3	6.00	8.52	2.52	2.97	*MacPherson
					18.29	21.14	2.85	9.00	*MacPherson
					30.45	33.00	2.55	42.00	*Subsidiary
					93.24	95.25	2.01	4.32	*Powell
					98.29	101.44	3.15	2.67	Powell
MRDH 401	6569446.5	328020.4	221.2	-44.9	6.00	13.40	7.40	1.54	*MacPherson
					95.00	95.76	0.76	20.44	Powell
					127.00	132.65	5.65	1.66	*Subsidiary
					151.70	152.41	0.71	3.70	*Subsidiary
MRDH 402	6569447.0	328020.9	221.5	-65.0	10.55	13.50	2.95	2.11	MacPherson
					25.52	26.40	0.88	45.29	*MacPherson
					31.22	32.00	0.78	5.87	MacPherson
					96.10	97.34	1.24	13.50	*Powell
					214.39	215.00	0.61	23.20	Subsidiary
					265.09	266.62	1.53	3.65	*Subsidiary
MRDH 403	6569447.0	328021.1	219.5	-84.8	8.30	16.14	7.84	3.04	*MacPherson
					78.02	78.53	0.51	7.16	Subsidiary
					104.84	105.63	0.79	18.65	*Powell
					219.67	220.70	1.03	3.12	Subsidiary
MRDH 404B	6569444.5	328019.9	210.8	-30.6	6.34	8.12	1.78	14.16	*MacPherson
					21.14	23.22	1.42	2.53	*MacPherson
					31.48	34.80	3.32	11.85	*Subsidiary
					71.60	74.18	2.58	1.98	*Subsidiary
					88.00	90.90	2.90	2.24	*Powell
					94.37	95.00	0.63	10.65	Powell
					99.20	100.70	1.50	11.39	*Powell
MRDH405A	6569445.0	328021.9	184.8	-34.5	12.22	13.22	1.00	3.38	MacPherson
					19.48	21.02	1.54	4.80	*MacPherson
MRDH 406	6569446.0	328022.3	182.5	-77.0	30.96	35.61	4.65	4.68	*MacPherson
MRDH 407 (Twin Hole)	6569457.0	327993.0	198.1	-59.5	4.18	9.41	5.23	12.50	*MacPherson
					89.3	94.39	5.09	2.12	*Powell
					184.5	186.1	1.60	5.71	*Subsidiary
					196.1	196.7	0.60	5.89	*Subsidiary
MRDH 408	6569468.0	327982.2	311.3	-30.9	4.83	5.33	0.50	11.65	*MacPherson
					9.00	9.75	0.75	20.80	*MacPherson
					28.69	35.10	6.41	2.91	Subsidiary
MRDH 409	6569467.0	327983.0	312.20	-85.8	6.94	7.80	0.86	7.82	*MacPherson
					14.40	28.88	14.48	2.86	*MacPherson
MRDH 410	6569466.5	327983.5	312.7	-60.4	2.91	6.36	3.45	12.74	*MacPherson
					13.59	16.46	2.87	2.87	MacPherson

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MacPhersons Reward Gold Limited
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Hole ID	Northing	Easting	Azimuth	Dip	From (m)	To (m)	Width (m)	Au (g/t)	Reef ID
MRDH 411	6569466.5	327983.8	316.2	-76.7	3.73	5.96	2.23	5.11	*MacPherson
					9.90	16.10	6.20	2.10	*MacPherson
					19.10	22.40	3.30	1.89	*MacPherson
					38.05	39.07	1.02	8.50	*Subsidiary
					94.93	97.10	2.17	3.34	Subsidiary
MRDH 413	6569468.0	327983.9	334.9	-49.0	5.12	11.92	6.80	5.32	*MacPherson
					26.40	33.22	6.82	2.11	Subsidiary
					38.86	42.50	3.64	1.01	Subsidiary
MRDH 414	6569465.0	327981.5	221.4	-59.6	0.70	6.73	6.03	3.68	*MacPherson
					16.56	18.25	1.69	1.25	Subsidiary
					158.00	159.41	1.41	2.18	Subsidiary
MRDH 415 (Twin Hole)	6569450.5	328009.9	199.4	-55.1	2.80	12.08	9.28	2.72	*MacPherson
					29.26	33.80	4.54	1.68	*MacPherson
					90.96	93.63	2.67	3.56	*Powell
MRDH 416 (Twin Hole)	6569430.0	327998.6	199.4	-55.0	2.40	4.20	1.80	2.12	*MacPherson
					11.92	15.59	3.67	4.43	*MacPherson
					67.31	68.12	0.81	7.84	Powell
MRDH 417 (Twin Hole)	6569378.5	327957.2	202.6	-59.7	14.30	15.58	1.28	2.68	Subsidiary
					19.58	20.82	1.24	1.97	Subsidiary
					29.30	33.25	3.95	1.66	Powell
					35.80	36.83	1.03	3.93	*Powell
MRDH 418 (Twin Hole)	6569528.0	328074.5	195.5	-59.8	8.40	9.40	0.70	3.22	Subsidiary
					57.23	58.48	1.25	5.02	Subsidiary
					64.15	66.69	2.54	4.74	*Subsidiary
					69.58	70.78	1.20	4.80	Subsidiary
					151.00	152.73	1.73	5.31	*Subsidiary
MRDH 419 (Twin Hole)	6569619.5	328089.4	199.6	-57.9	55.30	58.94	3.64	3.23	*Salvo
					62.30	65.06	2.76	1.92	Subsidiary
					77.24	78.40	1.16	4.61	Subsidiary
					115.64	119.85	4.21	3.01	*Subsidiary
MRDH 420 (Twin Hole)	6569735.0	328249.4	200.2	-59.7	85.45	86.89	1.44	4.65	*Subsidiary

Note: *Denotes visible gold observed in drillcore.

Twin Hole – Denotes diamond hole completed to “twin” a historical RC drillhole to confirm position and thickness of ore zone and reported grade of ore zone.

Sampling of drillcore was based on geological boundaries with intervals ranging between 0.5m to 1.0m, samples were assayed using a total digest of a 50g charge with a fire assay finish.

Where visible gold was observed in drillcore, screen fire assaying was conducted in conjunction with the fire assay analysis.

Three holes (MRDH 404, MRDH 405, MRDH 412) were abandoned prior to reaching full depth and no samples were collected.

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Table 4. MacPhersons Reward Deposit, Summary of Drilling Activity, 1984 - 2010.

Period	Company	RC Drilling			Diamond Drilling		
		Drill Hole ID	Nos.	Metres	Drill Hole ID	Nos.	Metres
Historical Exploration							
1984-1985	CH-P-E	MR01-33,101-166, 213-228	116	4513.5			
1984-1985	CH-P-E	MRC 01-05	5	185			
1985	CH-P-E	DMR241-448	208	7274.6			
1985	CH-P-E				MRDH 1-49, 51-53	52	5398.17
1985	CH-P-E				MRDH 100-123, 125	25	4461.81
1986-1987	CH-P-E				MRDH 200-202	3	413.2
1986-1987	CH-P-E				MRDH 300-303	4	842.61
1987	CH-P-E	MP 01-14	14	865			
1993	CG-W	CG 1-4, 7-29, 32, 37-40	32	1312			
Sub Total			377	14,150.1		84	11,120.79
Recent Exploration							
2010	MacPherson Reward Gold				MRDH 400 – 407 MRDH 408 - 420	23	3419.42
Total			377	14,150.1		107	14,540.21

*CH-P-E Cord Holdings-Powell JV-Elders JV

CG-W Coolgardie Gold N.L.-Wouldham JV

3.5 Conclusions

The mineral exploration properties acquired by MacPhersons Reward have received only intermittent and shallow exploration over the last 10 years, this provides an opportunity for MRP to undertake dedicated exploration program in an area with documented gold occurrences.

At the MacPhersons Reward Mine, there is the unusual situation of open pit mining having commenced prior to drill evaluation being undertaken on the deposit. The lack of production records and geological information from this period has made it difficult to gain a perspective on the importance and significance of the style of mineralisation within the mined area. However, recent geological mapping and sampling within the pits (Figure 11 and Figure 12) and the due diligence diamond drilling has provided confidence in both the geological model and highlighted further potential in the poorly drill defined Kerry and Salvo reefs.

4. INDEPENDENT GEOLOGIST'S REPORT

MacPhersons Reward Gold Limited
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Figure 11. MacPhersons Reward Open Pit, looking north-northwest, yellow dashed line outlines the position of the Powell reef.

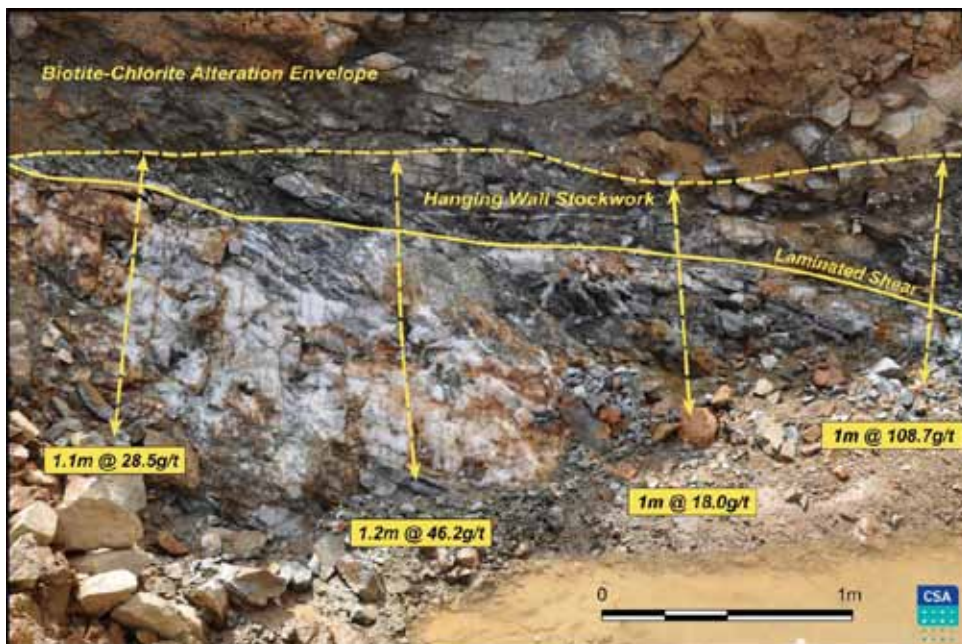


Figure 12. Powell Open Pit, outcropping Powell reef at the base of the pit (40m below surface).

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The A-Cap pit area has historically been subjected to a significant amount of drilling, albeit shallow to 70m, documentation for this drilling is incomplete and MRP cannot confirm the veracity of the data. However, observers at the time noted gold mineralised intersections were typically at or near the base of oxidation with no drilling effectively testing the bedrock potential. Drilling was also conducted on a variety of orientations which may reflect the lack of geological understanding at the time. The two holes completed by Cullen Exploration Pty Limited in 2007 were drilled at the southern end of the A-Cap pit and intersected mineralisation at 28m and 30m downhole respectively. These results of 6m @ 5.77 g/t Au and 2m @ 5.98 g/t Au suggest the presence of a mineralised reef, near surface, south of the A-Cap pit which had not been subjected to the same level of historical drilling as seen in the A-Cap pit area.

Due to historical tenement boundaries, the area between the A-Cap pit and the Powell pit has not been drill tested, CSA considers there is potential for additional mineralised zones linking the A-Cap and Powell pits.

Historical soil geochemical programs over the southern extent of the MacPherson tonalite between the A-Cap pit and Bakers Find pit shows a strong elevated response in gold, peak of 90ppbAu (Figure 13). Exploration along this 1.6km section of the tonalite has been limited to trenching, costeaning and minor shallow drilling. Indeed Killoran N.L. in 2006 noted the paucity of RC drilling along the southern extent of the MacPherson tonalite was not consistent with the intense alteration observed in costeans and float material. Previous workers have also noted at A-Cap a zone of intense gold depletion occurring within the top 20m and this would account for the weakly anomalous values in the historical trenching and costeaning in the southern section of the tonalite.

4. INDEPENDENT GEOLOGIST'S REPORT

MacPhersons Reward Gold Limited
Mineral Exploration Properties

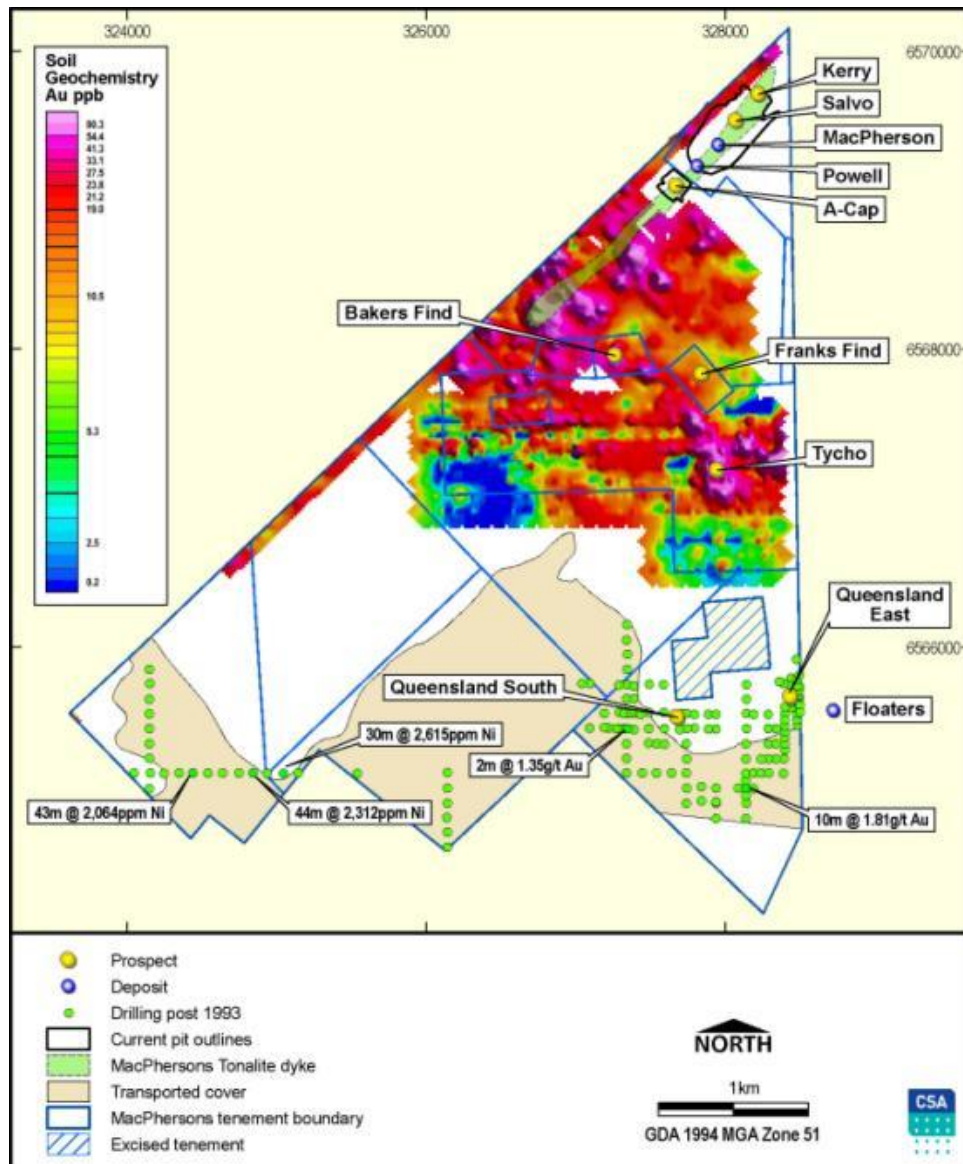


Figure 13. MacPhersons Reward Mineral Properties, historical surface soil geochemistry programs and reconnaissance drilling.

Elsewhere on the properties, other styles of gold mineralisation have been observed. At Bakers Find, mineralisation in sheared ultramafics adjacent to a porphyry intrusive has been documented in drilling (Figure 14 & Figure 15) and open pit mining. Recent geochemical sampling by Killoran N.L. has identified anomalous soil geochemistry along strike to the east and west of Bakers Find which warrant further investigation.

4. INDEPENDENT GEOLOGIST'S REPORT

MacPhersons Reward Gold Limited
Mineral Exploration Properties

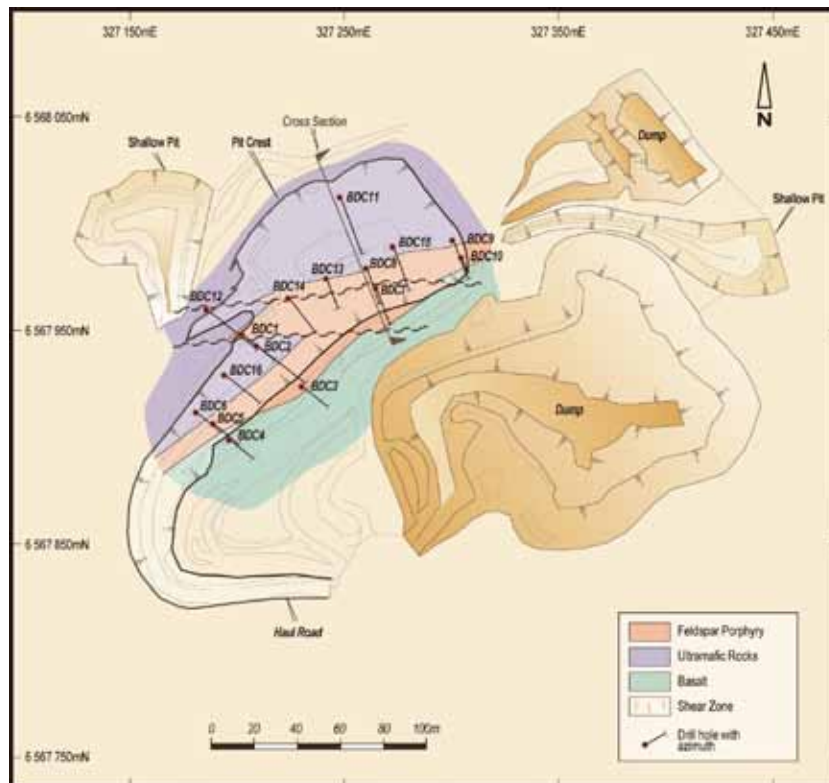


Figure 14. Bakers Find Prospect, Drill Collar Plan.

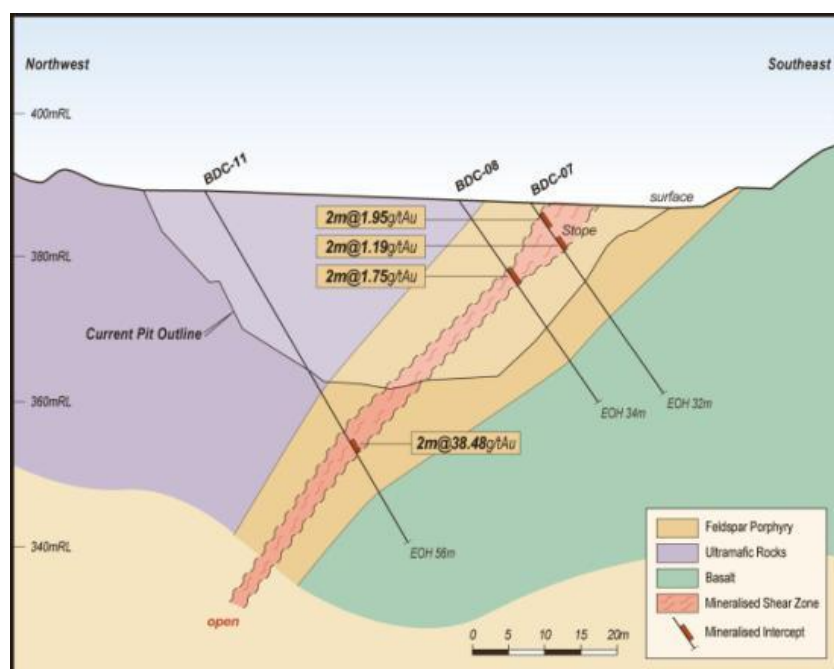


Figure 15. Bakers Find Prospect, Oblique Cross Section.

4. INDEPENDENT GEOLOGIST'S REPORT

MacPhersons Reward Gold Limited
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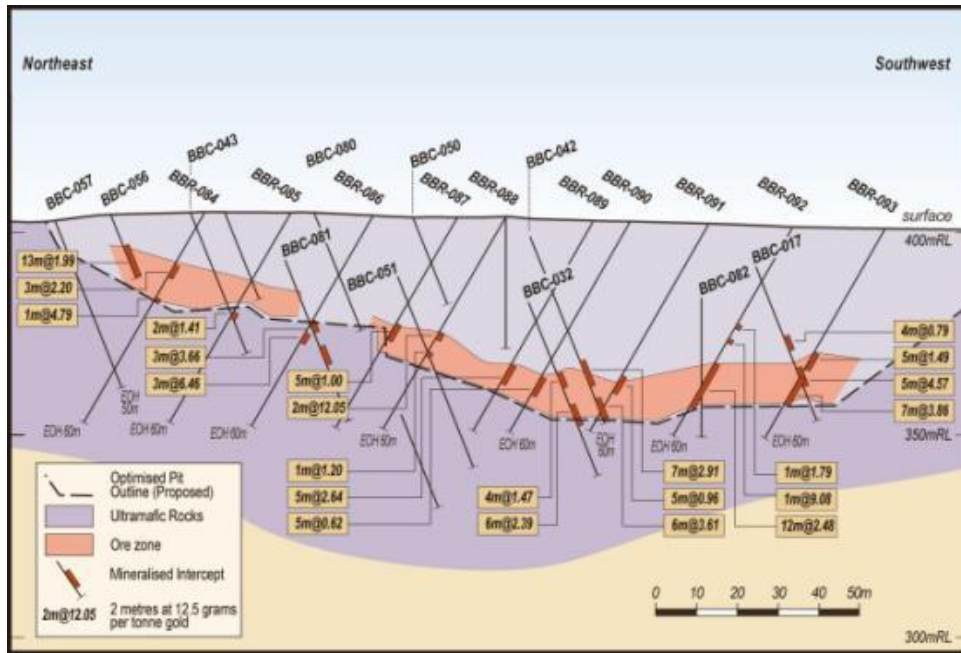


Figure 16. Tycho Prospect, Cross-Section.

At the Tycho prospect, drilling has identified shallow dipping biotite-chlorite-talc shear hosted mineralisation (Figure 16), interpretation of aeromagnetic data suggest the presence of several similar shears which warrant further investigation.

At the Franks Find prospect, historical drilling has identified gold mineralisation in two interpreted parallel high grade shoots. The mineralisation is hosted within a felsic intrusive, however the size and geometry of this mineralisation is poorly understood. Further investigation of this prospect is warranted to evaluate the downdip/downplunge extent of the mineralisation as well as the potential for additional mineralisation along strike.

Reconnaissance aircore drilling south of the Queensland prospect encountered strongly anomalous material (10m @ 1.81 g/t Au from 50m), in weathered bedrock in an area where some holes had failed to penetrate into bedrock. Compilation and interpretation of this work followed by drill investigation is required.

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4 Mineral Resources

4.1 Mineral Resource Summary

MRP's mineral exploration properties contain two deposits which have sufficient geological knowledge and drill information to provide a resource estimate, MacPhersons Reward and Tycho.

Reporting of Mineral Resources is required to follow a set of guidelines defined by the Joint Ore Reserves Committee in 2004, commonly referred to as the JORC Code (2004). The Code outlines key criteria to consider in Mineral Resource reporting, these include drill density, survey control on drill hole location, knowledge of geology/mineralisation controls (mostly from open pit mining), data quality – incorporating a quality assurance and quality control (“QAQC”) assay program and data management program and resource estimation process including appropriate upper and lower grade cut-offs.

MRP personnel have validated and cross checked historical drilling data to ensure compliance with the criteria as outlined in the JORC code, this included cross-checking hard copy information with information stored in the digital database, re-surveying of drill collars where possible, geological mapping and sampling of the reef system in the open pit and where possible completion of diamond holes to twin historical RC drilling. MRP are satisfied the historical information relating to the two resources are appropriate for use in the resource estimation process.

The resource estimates for MacPhersons Reward and Tycho are summarised in Table 5. A summary of the estimation techniques and parameters is provided in Appendix 2.

Table 5. MacPhersons Reward Gold Limited – JORC Mineral Resources by Deposit.

Deposit	Indicated Mineral Resource			Inferred Mineral Resource			Total Mineral Resource		
	Tonnes	Grade (g/t)	Au (oz)	Tonnes	Grade (g/t)	Au (oz)	Tonnes	Grade (g/t)	Au (oz)
MacPhersons Reward	740,000	1.6	36,900	970,000	1.8	57,300	1,713,000	1.7	94,100
Tycho				430,000	1.5	21,100	430,000	1.5	21,100
TOTAL	740,000	1.6	36,900	1,400,000	1.7	78,400	2,143,000	1.7	115,200

Note: The information in this report that relates to in-situ MacPhersons Reward Mineral Resource is based on information compiled by Steven Hodgson of CSA, who is a Member of the Australian Institute of Geoscientists. Steven Hodgson has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the “Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves”. Steve Hodgson consents to the inclusion in this Report of the matters based on his information in the form and context in which it appears.

The information in this Report that relates to in-situ Tycho Mineral Resource is based on information compiled by David Williams of CSA Global. David Williams takes overall responsibility for the Mineral Resource. He is a Member of the Australian Institute of Geoscientists and has sufficient experience, which is relevant to the style of mineralisation and type of deposit under consideration, and to the activity he is undertaking, to qualify as a Competent Person in terms of the “Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (JORC Code 2004 Edition)”. David Williams consents to the inclusion of such information in this Report in the form and context in which it appears.

4. INDEPENDENT GEOLOGIST'S REPORT

MacPhersons Reward Gold Limited
Mineral Exploration Properties

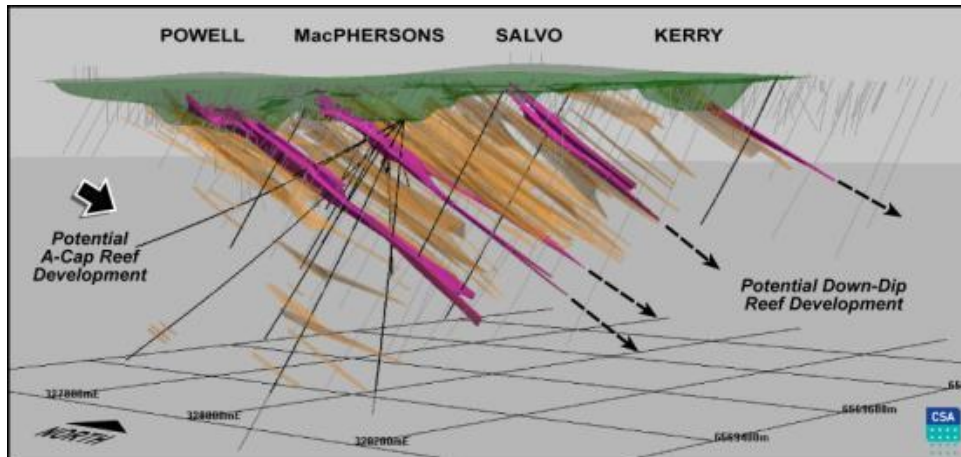


Figure 17. 3-Dimensional View of the MacPhersons Reward Mineral Resource area.

4.2 Production Opportunities

The exploration properties of MRP are well located with three third party processing facilities within 8 km of their tenure, the currently stated resources are amenable for processing at each of these facilities listed below:

- Three Mile Hill, Focus Minerals Limited, 1.2 mtpa capability
- Greenfields, FMR Investments (Private Company), 0.75 mtpa capability
- Burbanks, Ramelius Resources Limited, 0.18 mtpa capability

In addition to these three facilities, there is a further three processing facilities within 70km of MRP's tenure. MRP have approached several of these processing facilities to determine processing options.

Concurrent with the exploration and drill evaluation of the entire MacPherson tonalite, MRP will also commence mining studies within the current resource area, and if appropriate this may include undertaking some early mining activity. MRP proposes to commence mining studies within the current resource to assess the possibility of removing the rib pillar between the MacPherson and Powell pits. This activity would have several benefits including the potential for some early cash flow by mining the subsidiary reefs and Powell reef, increasing the geological understanding of the deposits and importantly providing pit floor across the entire width of the tonalite for resource definition drilling.

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MacPhersons Reward Gold Limited
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5 Exploration Strategy and Conclusions

5.1 Exploration Strategy and Budget

MRP's exploration strategy is to fully evaluate the potential of the entire tenement package in a structured and efficient program, initially focussing on the known mineralisation styles already delineated within the project and at the same time systematically explore the remaining tenure for new gold deposits.

The initial evaluation programs will focus on investigating the McPherson's tonalite by completing the drilling programs summarised below:

- Resource definition drilling within and along strike of the current resource area to a vertical depth of 150 metres.
- Exploration evaluation drilling of the untested 1.6km length of the MacPherson tonalite to the SE of the resource area.

In addition to the MacPherson tonalite evaluation, other styles of mineralisation have been identified at Bakers Find and Tycho. Due to the fragmented nature of previous ownership and limited geological understanding, the potential significance of these styles is poorly understood. MRP propose to conduct programs to evaluate the potential for strike extensions, depth extensions and repeats of these structures at both Bakers Find and Tycho and other lesser defined prospects within the tenure.

MRP also propose to conduct geophysical and geochemical surveys across their tenure which are anticipated to generate additional targets for evaluation particularly in areas where surficial cover has restricted previous exploration efforts.

To deliver on this strategy, MRP intends to conduct comprehensive exploration programs for the first two years. MRP estimates the cost of this two year strategy will be approximately AUD\$12.5 million. This figure is based on the minimum IPO subscription of AUD\$20.0 million. If MRP are successful in raising the maximum subscription, MRP intends to commit an additional \$9.5 million to the stated exploration programmes to accelerate the evaluation process. MRP's stated strategy over the first two years for the mineral exploration properties described in the previous sections is provided below, with the breakdown of the exploration spend provided in Table 6.

MRP Exploration and Development Strategy

Year 1

Exploration will be dedicated to defining additional exploration targets and fully evaluating the mineralisation potential at the known gold deposits through the following programs:

- a.) Review of extensive historical database incorporating geophysical and geochemical data,

4. INDEPENDENT GEOLOGIST'S REPORT

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- b.) Detailed airborne geophysical surveys across the properties,
- c.) Surface geochemical sampling,
- d.) Reconnaissance drilling of the Queensland South and East prospects,
- e.) Resource evaluation drilling within the Salvo and Kerry zones, extending some holes to evaluate the MacPherson and Powell reefs at depth,
- f.) Diamond drilling at the A-Cap, Bakers Find and Tycho prospects to validate the geological models and evaluate the near surface opportunities at each prospect,
- g.) Resource definition drilling of the rib pillar between Powell and MacPherson pits,
- h.) Resource evaluation and resource definition drilling along the entire 3 kilometre strike of the MacPherson tonalite dyke.

Project development will commence in parallel to the above exploration activities with,

- a) Commencement of a Mining Scoping Study on the expansion of the Powell and MacPherson open pits,
- b) Mine design on merging the Powell and MacPherson pits, removal of the rib pillar will establish a flat work area for conducting the resource definition drilling,
- c) Pending the successful completion of resource definition drilling at the A-Cap and Bakers Find prospects, completion of Mining Scoping Studies for both prospects.

Year 2

Exploration will build upon the work completed in Year 1 and continue to evaluate the mineralisation potential at the known gold deposits and evaluate gold potential at newly identified gold prospects through the following programs,

- a) Reconnaissance drilling of anomalies identified by the geophysical and geochemical programs,
- b) Progressively evaluate the depth potential at the A-Cap, Bakers Find, Tycho, Salvo and Kerry prospects,
- c) Conduct strike extension drilling at Bakers Find, Tycho and Queensland prospects,
- d) Commence evaluation of the underground potential within the MacPherson Tonalite reef system.

Project development will continue to run in conjunction with exploration activities with an increasing focus on,

- a) Pre-feasibility study on the expansion of pit development to incorporate the Powell, MacPherson, A-Cap, Salvo and Kerry reefs into a single pit, the study will include all aspects including metallurgical studies, environmental studies and processing opportunities.

4. INDEPENDENT GEOLOGIST'S REPORT

MacPhersons Reward Gold Limited
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Table 6. MacPhersons Reward Gold Limited – 2 Year Exploration Budget (based on minimum subscription).

	Year 1 (\$)	Year 2 (\$)	Total (\$)
Exploration			
<i>Drilling Programmes</i>	3,970,000	3,040,000	7,010,000
<i>Gold Assaying</i>	520,000	400,000	920,000
<i>Geophysical and Geochemical Surveys</i>	50,000	100,000	150,000
<i>Salaries and Wages</i>	420,000	420,000	840,000
<i>Tenement & Administration</i>	40,000	40,000	80,000
<i>Sub-Total</i>	5,000,000	4,000,000	9,000,000
Project Development			
<i>Mine Studies</i>	730,000	1,590,000	2,320,000
<i>Capital Expenditure</i>	150,000	640,000	790,000
<i>Salaries and Wages</i>	120,000	270,000	390,000
<i>Sub-Total</i>	1,000,000	2,500,000	3,500,000
Total Exploration	6,000,000	6,500,000	12,500,000

5.2 Conclusions

MRP has acquired mineral exploration properties within the high gold endowment region of the Kalgoorlie Terrane in the Eastern Goldfields of Western Australia.

CSA considers the mineral properties to largely represent “advanced exploration properties”. That is, the properties have undergone considerable exploration resulting in specific targets being identified, estimates of resources being made, and which warrant further detailed evaluation.

Notwithstanding the speculative nature of exploration and confidence levels attached to estimates of Mineral Resources, CSA considers that the projects have been acquired on the basis of sound technical merit and are sufficiently prospective for gold to warrant further exploration and assessment of their economic potential.

The properties have had a fragmented and consistently changing ownership, this is reflected in the style and nature of historical exploration which has generated some promising results with limited or no follow-up activity. MRP have consolidated the tenure and now propose to systematically evaluate not only the opportunities briefly discussed in this report but other opportunities to be identified during the course of this work.

MacPhersons Reward

The currently stated Mineral Resource of 94,100oz is centred on the Powell and MacPhersons reefs. Geological interpretations by MRP identified 59 individual zones of

4. INDEPENDENT GEOLOGIST'S REPORT

MacPhersons Reward Gold Limited
Mineral Exploration Properties



mineralisation (including the Powell and MacPhersons) which demonstrates the widespread nature of gold mineralisation.

Pit mapping and due diligence diamond drilling completed by MRP confirmed the geological interpretation. Historical drilling was centred on the Powell and MacPherson reefs with only limited work evaluating the Kerry and Salvo reef positions. MRP proposes to undertake additional drill testing of these reef positions with the potential to increase the overall resource base.

A-Cap Pit

This area has undergone a significant amount of drilling centred on the A-Cap pit area however the majority of this drilling was shallow and did not evaluate the bedrock potential in this area. MRP plans to conduct a dedicated drill program to evaluate the A-Cap pit, the area between the A-Cap pit and the Powell pit also has the potential to increase the overall resource base.

Southern Extent of MacPhersons Tonalite

The southern extent of the MacPhersons tonalite has been poorly explored. MRP intends to conduct a staged drill campaign to evaluate the bedrock potential within the tonalite beneath the interpreted near surface depletion zone. This program will evaluate the full potential of the untested 1.6km long strike of the southern extent.

At other prospects within the tenure, exploration completed to date is varied, however all have shown potential to host gold mineralisation. MRP propose to conduct exploration programs to evaluate the potential for extensions of the mineralisation downdip and along strike of the currently defined areas.

CSA believes the properties owned by MRP have been under explored in recent times and potential remains to expand the known deposits or identify new deposits. CSA agrees with the exploration strategy developed by MRP and considers the exploration budget proposed by MRP to be appropriate and will be sufficient to test the targets outlined in the two year exploration strategy.

4. INDEPENDENT GEOLOGIST'S REPORT

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6 References

6.1 Regional Geology References

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4. INDEPENDENT GEOLOGIST'S REPORT

MacPhersons Reward Gold Limited
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4. INDEPENDENT GEOLOGIST'S REPORT

MacPhersons Reward Gold Limited
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Appendix 1 – Tenement Details:

Tenement Details: MacPhersons Reward Gold Limited Mineral Properties					
Tenement	Status	Area	Grant Date	Expiry Date	Application Date
M15/040	Live	2.14	31-May-84	30-May-26	
M15/128	Live	1.91	26-Feb-85	25-Feb-27	
M15/133	Live	0.61	08-Jul-85	07-Jul-27	
M15/147	Live	0.10	11-Dec-84	10-Dec-26	
M15/148	Live	0.08	04-Feb-85	03-Feb-27	
M15/237	Live	0.26	23-Sept-87	22-Sept-29	
M15/731	Live	0.05	16-Mar-95	15-Mar-16	
P15/4792	Live	1.87	02-Oct-08	01-Oct-12	
P15/4793	Live	1.95	02-Oct-08	01-Oct-12	
P15/4794	Live	1.80	02-Oct-08	01-Oct-12	
P15/4795	Live	1.48	02-Oct-08	01-Oct-12	
P15/5209	Live	1.07	25-Mar-10	24-Mar-14	
P15/5261	Live	1.77	11-Aug-10	10-Aug-14	
P15/5273	Live	0.10	24-Oct-08	23-Oct-08	
P15/5274	Live	0.07	24-Oct-08	23-Oct-08	
P15/5275	Live	0.10	24-Oct-08	23-Oct-08	
P15/5464	Live	0.11	06-Aug-10	05-Aug-14	
L15/312	Pending	0.10			28-Jul-10

Note: Tenements M15/237, P25/5209 and P15/5464 will be transferred to Focus pursuant to a sale agreement and that the terms of the sale agreement are summarised in the material contracts section of the Prospectus.



Appendix 2 – JORC Code (2004) Declaration and accompanying notes

The information in this report that relates to in-situ MacPhersons Reward Mineral Resource is based on information compiled by Steven Hodgson, who is a Member of the Australian Institute of Geoscientists. Steven Hodgson has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the “Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves”. Steve Hodgson consents to the inclusion in this Report of the matters based on his information in the form and context in which it appears.

The information in this Report that relates to in-situ Tycho Mineral Resource is based on information compiled by David Williams of CSA Global. David Williams takes overall responsibility for the Mineral Resource. He is a Member of the Australian Institute of Geoscientists and has sufficient experience, which is relevant to the style of mineralisation and type of deposit under consideration, and to the activity he is undertaking, to qualify as a Competent Person in terms of the “Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (JORC Code 2004 Edition)”. David Williams consents to the inclusion of such information in this Report in the form and context in which it appears.

Note:

- 1. Rounding may cause minor computational discrepancies.*
- 2. All historical drilling was where practical reviewed to ensure the drilling and data capture was to a level to ensure JORC compliance. The review concentrated on key elements such as the quality of input data, geological interpretation, estimation technique and associated documentation. Drill information which CSA Global considered were lacking in any of these areas and would impact on the resource estimation were excluded from the resource estimation.*
- 3. A summary of the estimation technique used in the estimation of both resources is provided below:*

4. INDEPENDENT GEOLOGIST'S REPORT

MacPhersons Reward Gold Limited
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Author	Date	Deposit	Estimation Methodology
S. Hodgson	Oct 2010	MacPhersons Reward	<p>Sampling Data, technical and geological input provided by MRP.</p> <p>Wireframe Solids generated base on sectional interpretations provided by MRP.</p> <p>A nominal lower Au cut-off of 0.5g/t Au and a nominal width of 2m was used to define the mineralised envelopes.</p> <p>Fifty nine lodes were identified.</p> <p>Drill hole samples were flagged with the 59 mineralisation zones, lithology and weathering codes based on the constructed wireframes.</p> <p>Top cuts of 40g/t were applied to the Au values to avoid potential estimation bias.</p> <p>Log variograms were modelled and resultant parameters used in the estimation process.</p> <p>A volume block model was constructed with parent block sizes of 20m x 20m x 5m (X x Y x Z) with subcells down to 2m x 2m x 1m.</p> <p>Ordinary Kriging (OK) was used to estimate grades into the parent blocks for Au, with an Inverse Distance to the power of 2 (IDS) estimate used as a cross check validation of the Kriged grades.</p> <p>Search ellipse orientation was based on the overall geometry of the mineralisation. The search radii doubled for the second pass and tripled for the third pass.</p> <p>The 59 lodes were each estimated separately. A minimum of 6 samples and a maximum of 32 samples were used to estimate the sample grades into each block for the first and second passes. The minimum number of samples was reduced to 2 for the third search pass.</p> <p>A maximum of 5 samples from any one drill hole were used per block estimate, with cell discretisation of 3 x 3 x 1 (X x Y x Z), and no octant based searching utilised.</p> <p>The results of the grade estimation were validated by means of visual comparison along sections, statistical analysis and trend plots comparing the estimated block grades and the drill hole sampling grades.</p> <p>A density of 2.7 t/m³ for basalt and tonalite and 2.9 t/m³ for ultramafic.</p> <p>The Mineral Resource was classified as Indicated and Inferred, based on current drill coverage and confidence in geological and grade continuity.</p>
D. Williams	Oct 2010	Tycho	<p>Drill hole samples were flagged with a mineralisation zone code based on the constructed wireframes.</p> <p>All samples were composited to 1m lengths.</p> <p>Statistical analyses of the Au population were carried out for both mineralisation domains.</p> <p>Top cuts were determined for each mineralisation domain. The statistical analyses demonstrated that only MINZON=1 should have a top cut applied, of 20g/t Au.</p> <p>Variograms were modelled for Au in MINZON=1 only. The other domain lacked sufficient number of samples to model the variograms with confidence. The resulting parameters were used in the estimation process for both mineralisation domains.</p>

4. INDEPENDENT GEOLOGIST'S REPORT

MacPhersons Reward Gold Limited
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		<p>A volume block model was constructed with parent block sizes of 10m x 10m x 5m (X x Y x Z) with subcells down to 2m x 2m x 1m.</p> <p>Ordinary Kriging (OK) was used to estimate grades into the parent blocks for Au, with an Inverse Distance to the power of 2 (IDS) estimate used as a cross check validation of the Kriged grades.</p> <p>Search ellipse orientation was based on the overall geometry of the mineralisation, with dip and plunge of the mineralisation honoured. Search radii of 100m x 50m x 5m were used. The search radii doubled for the second pass.</p> <p>The two mineralisation domains were estimated separately.</p> <p>A minimum of 6 samples and a maximum of 18 samples were used to estimate the sample grades into each block.</p> <p>A maximum of 5 samples from any one drill hole were used per block estimate, with cell discretisation of 3 x 3 x 1 (X x Y x Z), and no octant based searching utilised.</p> <p>The results of the grade estimation were validated by means of visual comparison along sections, statistical analysis and trend plots comparing the estimated block grades and the drill hole sampling grades.</p> <p>A density of 2.7 t/m³ to the mineralised zones, consistent with the bulk density assigned to the MacPhersons Reward Mineral Resource estimate.</p> <p>The Mineral Resource was classified as Inferred, based on assumed geological and grade continuity.</p>
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5. FINANCIAL INFORMATION & INVESTIGATING ACCOUNTANT'S REPORT



Accountants | Business and Financial Advisers

19 November 2010

The Directors
MacPhersons Reward Gold Limited
119 Maritana Street
KALGOORLIE WA 6430

Dear Sirs

INVESTIGATING ACCOUNTANT'S REPORT

INTRODUCTION

This Investigating Accountant's Report ("Report") has been prepared for inclusion in a prospectus to be dated on or about 19 November 2010 ("Prospectus") for the issue by MacPhersons Reward Gold Limited ("MacPhersons Reward" or "Company") of up to 100,000,000 ordinary shares at an issue price of 30 cents each to raise up to \$30,000,000 before the expenses of the issue.

The minimum subscription under the offer is \$20,000,000.

This Report has been included in the Prospectus to assist potential investors and their financial advisers in making an assessment of the financial position of the Company.

STRUCTURE OF REPORT

This Report has been divided into the following sections:

1. Background information;
2. Scope of report;
3. Financial information;
4. Subsequent events;
5. Statements; and
6. Declaration.

1. BACKGROUND INFORMATION

The Company was registered as Coolgardie Superpit Pty Ltd on 9 September 2009. On 27 January 2010, the Company lodged with the Australian Securities & Investments Commission ("ASIC") an application for change in status to a public company. This application was approved by ASIC on 29 January 2010. The Company changed its name to MacPhersons Reward Gold Limited on 2 March 2010.

5. FINANCIAL INFORMATION & INVESTIGATING ACCOUNTANT'S REPORT

MacPhersons Reward Gold Limited

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As at the date of this Report, the issued share capital of the Company is 39,891,675 ordinary fully paid shares. The following table summarises share capital movements since registration.

<i>Date</i>		<i>Number issued</i>	<i>Issue price</i>	<i>\$</i>
9 September 2009	Founder shares	1	\$1.00	1
20 January 2010	Seed capital	22,000,000	\$0.01	220,000
16 March 2010	Seed capital	12,201,667	\$0.15	1,830,250
23 March 2010	Seed capital	1,133,333	\$0.15	170,000
1 April 2010	Seed capital	833,333	\$0.15	125,000
29 June 2010	Seed capital	3,723,341	\$0.15	558,501
Shares on issue at the date of this Report		<u>39,891,675</u>		<u>\$2,903,752</u>

The Company has the following options on issue at the date of this Report:

<i>Date issued</i>	<i>Expiry date</i>	<i>Number issued</i>	<i>Exercise price</i>
20 January 2010	31 December 2013	<u>22,000,000</u>	\$0.30
Options on issue at the date of this Report		<u>22,000,000</u>	

The intended use of the funds raised by the issue of shares under the Prospectus is specified in Section 1.3 of the Prospectus.

2. SCOPE OF REPORT

You have requested HLB Mann Judd ("HLB") to prepare this Report presenting the following information:

- the historical financial information comprising the historical Statement of Financial Position as at 30 June 2010 and the historical Statement of Comprehensive Income and Statement of Changes in Equity for the period from the date of registration, 9 September 2009 to 30 June 2010 as set out in Appendix 1 to this Report; and
- the proforma financial information comprising the consolidated proforma Statement of Financial Position as at 30 June 2010 and the consolidated proforma Statement of Comprehensive Income and Statement of Changes in Equity for the period then ended.

The Directors have prepared and are responsible for the historical and proforma information. We disclaim any responsibility for any reliance on this Report or on the financial information to which it relates for any purposes other than that for which it was prepared. This Report should be read in conjunction with the full Prospectus.

The historical financial information as set out in Appendix 1 has been extracted from the audited financial statements of the Company for the period ended 30 June 2010. We performed a review of the historical financial information of the Company for the period ended 30 June 2010 in order to ensure consistency in the application of applicable Accounting Standards and other mandatory professional reporting requirements. Our review has been conducted in accordance with Australian Auditing Standards applicable to review engagements.

5. FINANCIAL INFORMATION & INVESTIGATING ACCOUNTANT'S REPORT

Our review of the historical financial information of the Company and the proforma financial information of the Company was carried out in accordance with Australian Auditing Standard ASRE 2405 'Review of Historical Financial Information Other than a Financial Report' and included such enquiries and procedures which we considered necessary for the purposes of this Report. The review procedures undertaken by HLB in our role as Investigating Accountant were substantially less in scope than that of an audit examination conducted in accordance with generally accepted auditing standards. Our review was limited primarily to an examination of the historical financial information and the proforma financial information, analytical review procedures and discussions with senior management. A review of this nature provides less assurance than an audit and, accordingly, this Report does not express an audit opinion on the historical financial information and proforma financial information included in this Report or elsewhere in the Prospectus.

In relation to the information presented in this Report:

- a) support by another person, corporation or an unrelated entity has not been assumed;
- b) the amounts shown in respect of assets do not purport to be the amounts that would have been realised if the assets were sold at the date of this Report; and
- c) the going concern basis of accounting has been adopted.

3. FINANCIAL INFORMATION

Set out in Appendix 1 (attached) are:

- a) The Statement of Financial Position of the Company as at 30 June 2010, and the Statement of Comprehensive Income and Statement of Changes in Equity for the period from 9 September 2009 to 30 June 2010;
- b) The consolidated proforma Statement of Financial Position of the Company as at 30 June 2010 and consolidated proforma Statement of Comprehensive Income and Statement of Changes in Equity of the Company for the period then ended as they would appear after incorporating the following significant events and proposed transactions by the Company subsequent to 30 June 2010:
 - i) the issue by the Company pursuant to this Prospectus of 100,000,000 ordinary shares, issued at a price of \$0.30 per share, raising \$30,000,000 for full subscription; or 66,666,666 ordinary shares, issued at \$0.30 per share, raising \$20,000,000 for minimum subscription;
 - ii) the write off to the contributed equity account of the estimated costs of the Prospectus of an estimated \$1,999,000 for full subscription; or \$1,391,000 for minimum subscription;
 - iii) the issue of 44,384,696 ordinary shares and cash payment of \$148,979 to the shareholders of MacPhersons Reward Pty Ltd ("MRPL") as set out in Section 9.3 of the Prospectus, resulting in MRPL becoming a wholly-owned subsidiary of the Company;
 - iv) the issue of 5,816,667 ordinary shares to other parties, as set out in Section 9.3 of the Prospectus for the acquisition of various tenement rights by MRPL, with the resulting consideration of \$1,745,000 being recorded as deferred exploration expenditure in the consolidated proforma Statement of Financial Position, as follows:

5. FINANCIAL INFORMATION & INVESTIGATING ACCOUNTANT'S REPORT

MacPhersons Reward Gold Limited

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Agreement	Number of Shares	Value of Shares	Total Value
Tatterson Tenement Sale Agreement	266,666	\$0.30	80,000
Murchison Resources Pty Ltd Tenement Sale Agreement	416,667	\$0.30	125,000
Sammy Resources Pty Ltd Tenement Sale Agreement ¹	799,999	\$0.30	240,000
Focus Minerals Ltd Tenement Swap Agreement ²	3,333,333	\$0.30	1,000,000
Kurana Tenement Sale Agreement	1,000,000	\$0.30	300,000
Total	5,816,665	\$0.30	1,745,000

¹ The Directors have exercised the option stated in the agreement.

² Under this agreement, MRPL will acquire two mining licenses in exchange for two prospecting licenses acquired under the Kurana Tenement Sale Agreement.

v) the recording of \$977,011 of cash expenditure between 1 July 2010 and 18 November 2010.

c) Notes to the historical financial information and consolidated proforma financial information.

4. SUBSEQUENT EVENTS

In our opinion, there have been no material items, transactions or events subsequent to 30 June 2010 not otherwise disclosed in the Prospectus that have come to our attention during the course of our review that would require comment in, or adjustment to, the content of this Report or which would cause such information included in this Report to be misleading.

5. STATEMENTS

Based on our review, which was not an audit, we have not become aware of any matter that causes us to believe that:

- the historical financial information of MacPhersons Reward Gold Limited as at 30 June 2010 as set out in Appendix 1 of this Report, does not present fairly the financial position of the Company as at that date in accordance with the measurement and recognition requirements (but not all of the disclosure requirements) of applicable Accounting Standards and other mandatory reporting requirements in Australia and its performance as represented by its results of its operations for the period from 9 September 2009 to 30 June 2010; and
- the proforma financial information of the Company as at 30 June 2010 as set out in Appendix 1 of this Report, does not present fairly the consolidated financial position of the Company as at that date in accordance with the measurement and recognition requirements (but not all of the disclosure requirements) of applicable Accounting Standards and other mandatory reporting requirements in Australia and its performance as represented by its results of its operations for the period ended 30 June 2010, as if the transactions referred to in Section 3 (b) of this Report had occurred during that period.

5. FINANCIAL INFORMATION & INVESTIGATING ACCOUNTANT'S REPORT

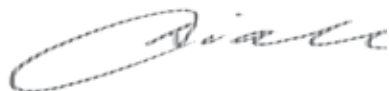
MacPhersons Reward Gold Limited

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6. DECLARATION

- a) HLB will be paid its usual professional fees based on time involvement, for the preparation of this Report and the review of the financial information at our normal professional rates.
- b) Apart from the aforementioned fee, neither HLB, nor any of its associates will receive any other benefits, either directly or indirectly, for or in connection with the preparation of this Report.
- c) Neither HLB, nor any of its employees or associated persons has any interest in MacPhersons Reward Gold Limited or the promotion of the Company.
- d) Unless specifically referred to in this Report, or elsewhere in the Prospectus, HLB was not involved in the preparation of any other part of the Prospectus and did not cause the issue of any other part of the Prospectus. Accordingly, HLB makes no representations or warranties as to the completeness or accuracy of the information contained in any other part of the Prospectus.
- e) HLB has consented to the inclusion of this Report in the Prospectus in the form and context in which it appears. The inclusion of this Report should not be taken as an endorsement of the Company or a recommendation by HLB of any participation in the Company by an intending subscriber.

Yours faithfully
HLB MANN JUDD



L DI GIALLONARDO
Partner

5. FINANCIAL INFORMATION & INVESTIGATING ACCOUNTANT'S REPORT

MacPhersons Reward Gold Limited

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Appendix 1

MACPHERSONS REWARD GOLD LIMITED STATEMENTS OF COMPREHENSIVE INCOME

	Audited for the period ended 30 June 2010 \$	Consolidated unaudited proforma for the period ended 30 June 2010 (\$20m raising) \$	Consolidated unaudited proforma for the period ended 30 June 2010 (\$30m raising) \$
Other revenue	11,447	11,447	11,447
Employee benefit expenses	(58,252)	(192,700)	(192,700)
Depreciation and amortisation expenses	(6,337)	(6,337)	(6,337)
Borrowing costs	(62)	(62)	(62)
Other expenses	(1,246,624)	(2,089,187)	(2,089,187)
Loss before income tax expense	(1,299,828)	(2,276,839)	(2,276,839)
Income tax expense	-	-	-
Loss for the period after income tax expense	(1,299,828)	(2,276,839)	(1,299,828)
Other comprehensive income for the period	-	-	-
Total comprehensive income/(loss) for the period	(1,299,828)	(2,276,839)	(2,276,839)

5. FINANCIAL INFORMATION & INVESTIGATING ACCOUNTANT'S REPORT

MacPhersons Reward Gold Limited

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MACPHERSONS REWARD GOLD LIMITED STATEMENTS OF FINANCIAL POSITION

	Note	Audited 30 June 2010 \$	Consolidated unaudited proforma 30 June 2010 (\$20m raising) \$	Consolidated unaudited proforma 30 June 2010 (\$30m raising) \$
ASSETS				
CURRENT ASSETS				
Cash and cash equivalents	3	1,509,248	19,089,342	28,481,342
Receivables	4	107,131	117,701	117,701
TOTAL CURRENT ASSETS		<u>1,616,379</u>	<u>19,207,043</u>	<u>28,599,043</u>
NON CURRENT ASSETS				
Property, plant & equipment	5	250,071	358,670	358,670
Exploration and evaluation expenditure	6	-	16,263,271	16,263,271
TOTAL NON CURRENT ASSETS		<u>250,071</u>	<u>16,621,941</u>	<u>16,621,941</u>
TOTAL ASSETS		<u>1,866,450</u>	<u>35,828,984</u>	<u>45,220,984</u>
LIABILITIES				
CURRENT LIABILITIES				
Creditors and borrowings	7	249,473	347,050	347,050
TOTAL CURRENT LIABILITIES		<u>249,473</u>	<u>347,050</u>	<u>347,050</u>
NON CURRENT LIABILITIES				
Creditors and borrowings	8	13,053	1,185,612	1,185,612
TOTAL NON CURRENT LIABILITIES		<u>13,053</u>	<u>1,185,612</u>	<u>1,185,612</u>
TOTAL LIABILITIES		<u>262,526</u>	<u>1,532,662</u>	<u>1,532,662</u>
NET ASSETS		<u>1,603,924</u>	<u>34,296,322</u>	<u>43,688,322</u>
EQUITY				
Issued capital	9	2,903,752	36,573,161	45,965,161
Accumulated losses	10	(1,299,828)	(2,276,839)	(2,276,839)
TOTAL EQUITY		<u>1,603,924</u>	<u>34,296,322</u>	<u>43,688,322</u>

5. FINANCIAL INFORMATION & INVESTIGATING ACCOUNTANT'S REPORT

MacPhersons Reward Gold Limited

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MACPHERSONS REWARD GOLD LIMITED STATEMENTS OF CHANGES IN EQUITY

	Issued Capital (\$20m raising) \$	Issued Capital (\$30m raising) \$	Accumulated Losses \$
Issue of shares to founders/promoters	2,903,752	2,903,752	-
Loss for the period from registration to 30 June 2010	-	-	(1,299,828)
At 30 June 2010 (audited)	2,903,752	2,903,752	(1,299,828)
Issue of shares pursuant to Prospectus	20,000,000	30,000,000	-
Costs of Prospectus issue	(1,391,000)	(1,999,000)	-
Issue of shares for acquisition of subsidiary	13,315,409	13,315,409	-
Issue of shares for tenement rights	1,745,000	1,745,000	-
Cash expenditure from 1 July 2010 to 18 November 2010	-	-	(977,011)
Proforma at 30 June 2010 (unaudited)	36,573,161	45,965,161	(2,276,839)

5. FINANCIAL INFORMATION & INVESTIGATING ACCOUNTANT'S REPORT

MACPHERSONS REWARD GOLD LIMITED NOTES TO THE FINANCIAL STATEMENTS

Note 1 Summary of Significant Accounting Policies

The significant accounting policies adopted in the preparation of the historical financial information and the proforma financial information (collectively referred to as the "financial statements") are:

(a) Basis of Preparation

The financial report have been prepared in accordance with the measurement requirements (but not all of the disclosure requirements) of applicable Accounting Standards and other mandatory professional reporting requirements in Australia using the accrual basis of accounting, including the historical cost convention.

(b) Statement of Compliance

The financial report complies with Australian Accounting Standards, which include Australian equivalents to International Financial Reporting Standards (AIFRS). Compliance with AIFRS ensures that the financial report, comprising the financial statements and notes thereto, comply with measurement requirement but not all the disclosure requirements of the International Financial Reporting Standards (IFRS).

(c) Critical accounting judgments and key sources of estimation uncertainty

The application of accounting policies requires the use of judgements, estimates and assumptions about carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions are recognised in the period in which the estimate is revised if it affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

(d) Principles of Consolidation

Subsidiaries are entities controlled by the Company. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that presently are exercisable or convertible are taken into account. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. The consolidated group represented in the proforma financial information comprises the Company and its wholly owned subsidiary, MacPhersons Reward Pty Ltd.

The purchase method of accounting is used to account for the acquisition of the subsidiaries by the Company. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any non-controlling interest. The excess of the cost of acquisition over the fair value of the controlled entity's identifiable net assets acquired is recorded as goodwill. If the cost of acquisition is less than the fair value of the Company's share of the identifiable net assets acquired, the difference is recognised directly in the statement of comprehensive income.

5. FINANCIAL INFORMATION & INVESTIGATING ACCOUNTANT'S REPORT

MACPHERSONS REWARD GOLD LIMITED NOTES TO THE FINANCIAL STATEMENTS

Note 1 Summary of Significant Accounting Policies (continued)

(d) Principles of Consolidation (continued)

Inter-company transactions, balances and unrecognised gains on transactions between consolidated entities are eliminated.

Investments in subsidiaries are carried at their cost of acquisition in the Company's financial statements less provision for impairment losses.

(e) Foreign Currency Translation

Both the functional and presentation currency of MacPhersons Reward Gold Limited is Australian dollars.

(f) Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

Interest income

Interest revenue is recognised on a time proportionate basis that takes into account the effective yield on the financial asset.

(g) Income Tax

The income tax expense or benefit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary difference and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the reporting date.

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

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

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

5. FINANCIAL INFORMATION & INVESTIGATING ACCOUNTANT'S REPORT

MACPHERSONS REWARD GOLD LIMITED NOTES TO THE FINANCIAL STATEMENTS

Note 1 Summary of Significant Accounting Policies (continued)

(g) Income Tax (continued)

- when the taxable temporary difference is associated with investments in subsidiaries, associates or interests in joint ventures, and the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

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

(h) Other taxes

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

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

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

Cash flows are included in the statement of cash flows on a gross basis and the GST component of cash flows arising from investing and financing activities, which is recoverable from, or payable to, the taxation authority are classified as operating cash flows.

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

(i) Impairment of assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the company makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of its fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets and the asset's value in use cannot be estimated to be close to its fair value. In such cases the asset is tested for impairment as part of the cash-generating unit to which it belongs. When the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset or cash-generating unit is considered impaired and is written down to its recoverable amount.

5. FINANCIAL INFORMATION & INVESTIGATING ACCOUNTANT'S REPORT

MACPHERSONS REWARD GOLD LIMITED NOTES TO THE FINANCIAL STATEMENTS

Note 1 Summary of Significant Accounting Policies (continued)

(i) Impairment of assets (continued)

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Impairment losses relating to continuing operations are recognised in those expense categories consistent with the function of the impaired asset unless the asset is carried at revalued amount (in which case the impairment loss is treated as a revaluation decrease).

An assessment is also made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is carried at revalued amount, in which case the reversal is treated as a revaluation increase. After such a reversal the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

(j) Cash and cash equivalents

Cash comprises cash at bank and in hand. Cash equivalents are short term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Bank overdrafts are shown within borrowings in current liabilities in the statement of financial position.

(k) Trade and other receivables

Trade receivables are measured on initial recognition at fair value and are subsequently measured at amortised cost using the effective interest rate method, less any allowance for impairment. Trade receivables are generally due for settlement within periods ranging from 15 days to 30 days.

Impairment of trade receivables is continually reviewed and those that are considered to be uncollectible are written off by reducing the carrying amount directly. An allowance account is used when there is objective evidence that the company will not be able to collect all amounts due according to the original contractual terms. Factors considered by the Company in making this determination include known significant financial difficulties of the debtor, review of financial information and significant delinquency in making contractual payments to the Company.

The impairment allowance is set equal to the difference between the carrying amount of the receivable and the present value of estimated future cash flows, discounted at the original effective interest rate. Where receivables are short-term discounting is not applied in determining the allowance.

5. FINANCIAL INFORMATION & INVESTIGATING ACCOUNTANT'S REPORT

MACPHERSONS REWARD GOLD LIMITED NOTES TO THE FINANCIAL STATEMENTS

Note 1 Summary of Significant Accounting Policies (continued)

(k) Trade and other receivables (continued)

The amount of the impairment loss is shown in the statement of comprehensive income within other expenses. When a trade receivable for which an impairment allowance had been utilised becomes uncollectible in a subsequent period, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against other expenses in the statement of comprehensive income.

(l) Property, plant and equipment

Plant and equipment is stated at cost less accumulated depreciation and any accumulated impairment losses. Such cost includes the cost of replacing parts that are eligible for capitalisation when the cost of replacing the parts is incurred. Similarly, when each major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement only if it is eligible for capitalisation.

The depreciable amount of all fixed assets is depreciated on a diminishing value basis over their useful lives to the company commencing from the time the asset is held ready for use. The depreciation rates used for each class of depreciable assets are:

Property improvements	2.5% per annum
Plant and equipment	8% to 40% per annum

The assets' residual values, useful lives and amortisation methods are reviewed, and adjusted if appropriate, at each balance date.

(i) Impairment

The carrying values of property, plant and equipment are reviewed for impairment at each reporting date, with recoverable amount being estimated when events or changes in circumstances indicate that the carrying value may be impaired.

The recoverable amount of plant and equipment is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

For an asset that does not generate largely independent cash inflows, recoverable amount is determined for the cash-generating unit to which the asset belongs, unless the asset's value in use can be estimated to be close to its fair value.

An impairment exists when the carrying value of an asset or cash-generating units exceeds its estimated recoverable amount. The asset or cash-generating unit is then written down to its recoverable amount. Impairment losses are recognised in the statement of comprehensive income.

(ii) Derecognition and disposal

An item of property, plant and equipment is derecognised upon disposal or when no further future economic benefits are expected from its use or disposal.

5. FINANCIAL INFORMATION & INVESTIGATING ACCOUNTANT'S REPORT

MACPHERSONS REWARD GOLD LIMITED NOTES TO THE FINANCIAL STATEMENTS

Note 1 Summary of Significant Accounting Policies (continued)

(l) Property, plant and equipment (continued)

Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the year the asset is derecognised.

(m) Trade and other payables

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

(n) Employee leave benefits

(i) Wages, salaries, annual leave and sick leave

Liabilities for wages and salaries, including non-monetary benefits, annual leave and accumulating sick leave expected to be settled within 12 months of the reporting date are recognised in other payables in respect of employees' services up to the reporting date. They are measured at the amounts expected to be paid when the liabilities are settled. Liabilities for non-accumulating sick leave are recognised when the leave is taken and are measured at the rates paid or payable.

(ii) Long service leave

The liability for long service leave is recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date. Consideration is given to expected future wage and salary levels, experience of employee departures, and period of service. Expected future payments are discounted using market yields at the reporting date on national government bonds with terms to maturity and currencies that match, as closely as possible, the estimated future cash outflows.

(o) Issued capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds. Incremental costs directly attributable to the issue of new shares or options for the acquisition of a new business are not included in the cost of acquisition as part of the purchase consideration.

(p) Earnings per share

Basic earnings/loss per share is calculated as net/(loss) profit attributable to members, adjusted to exclude any costs of servicing equity (other than dividends) and preference share dividends, divided by the weighted average number of ordinary shares, adjusted for any bonus element.

5. FINANCIAL INFORMATION & INVESTIGATING ACCOUNTANT'S REPORT

MACPHERSONS REWARD GOLD LIMITED NOTES TO THE FINANCIAL STATEMENTS

Note 1 Summary of Significant Accounting Policies (continued)

(p) Earnings per share (continued)

Diluted earnings per share is calculated as net profit/(loss) attributable to members, adjusted for:

- costs of servicing equity (other than dividends) and preference share dividends;
- the after tax effect of dividends and interest associated with dilutive potential ordinary shares that have been recognised as expenses; and
- other non-discretionary changes in revenues or expenses during the period that would result from the dilution of potential ordinary shares; divided by the weighted average number of ordinary shares and dilutive potential ordinary shares, adjusted for any bonus element.

(q) Capitalised exploration and evaluation expenditure

Tenement acquisition costs and exploration and evaluation costs are accumulated in respect of each separate area of interest. These costs are carried forward where right of tenure of the area of interest is current and they are expected to be recouped through the sale or successful development and exploitation of the area of interest or, where exploration and evaluation activities in the area of interest have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves. When an area of interest is abandoned or the Directors decide that it is not commercial, any accumulated acquisition costs in respect of that area are written off in the financial period and accumulated acquisition costs written off to the extent that they will not be recoverable in the future. Amortisation is not charged on acquisition costs carried forward in respect of areas of interest in the development phase until production commences.

Note 2 Actual and Proposed Transactions to arrive at consolidated proforma Statement of Financial Position

The consolidated proforma Statement of Financial Position as at 30 June 2010 has been included for illustrative purposes to reflect the position of the Company on the basis of the following transactions that are proposed to occur after the Company has issued shares subject to this Prospectus:

i) Securities to be issued

- The issue of 100,000,000 shares at 30 cents each to raise \$30,000,000 for full subscription; or 66,666,667 ordinary shares at 30 cents each to raise \$20,000,000 for minimum subscription, pursuant to the Prospectus to be lodged on or about 19 November 2010.

ii) Capital raising costs

- Estimated capital raising costs of \$1,999,000 for full subscription; or \$1,391,000 for minimum subscription. Refer to Section 9.8 of the Prospectus for further information.

iii) GST effects

- There will be minimal net GST on the capital raising costs.

5. FINANCIAL INFORMATION & INVESTIGATING ACCOUNTANT'S REPORT

MacPhersons Reward Gold Limited

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MACPHERSONS REWARD GOLD LIMITED NOTES TO THE FINANCIAL STATEMENTS

Note 2 Actual and Proposed Transactions to arrive at consolidated proforma Statement of Financial Position (continued)

iv) Acquisition of subsidiary

- The issue of 44,384,696 ordinary shares and cash payment of \$148,979 to the shareholders of MRPL as set out in Section 9.3 of the Prospectus, resulting in MRPL becoming a wholly-owned subsidiary of the Company.

v) Acquisition of tenement rights

- The issue of 5,816,667 ordinary shares to other parties, as set out in Section 9.3 of the Prospectus for the acquisition of various tenement rights, with the resulting consideration of \$1,745,000 being recorded as deferred exploration expenditure in the consolidated proforma Statement of Financial Position, as follows:

Agreement	Number of Shares	Value of Shares	Total Value
Tatterson Tenement Sale Agreement	266,666	\$0.30	80,000
Murchison Resources Pty Ltd Tenement Sale Agreement	416,667	\$0.30	125,000
Sammy Resources Pty Ltd Tenement Sale Agreement ¹	799,999	\$0.30	240,000
Focus Minerals Ltd Tenement Swap Agreement ²	3,333,333	\$0.30	1,000,000
Kurana Tenement Sale Agreement	1,000,000	\$0.30	300,000
Total	5,816,665	\$0.30	1,745,000

¹ The Directors have exercised the option stated in the agreement.

² Under this agreement, MRPL will acquire two mining licenses in exchange for two prospecting licenses acquired under Kurana Tenement Sale Agreement.

vi) Cash expenditure

- The recording of \$977,011 of cash expenditure between 1 July 2010 and 18 November 2010.

5. FINANCIAL INFORMATION & INVESTIGATING ACCOUNTANT'S REPORT

MacPhersons Reward Gold Limited

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MACPHERSONS REWARD GOLD LIMITED NOTES TO THE FINANCIAL STATEMENTS

	Note	Audited 30 June 2010 \$	Consolidated unaudited proforma 30 June 2010 (\$20m raising) \$	Consolidated unaudited proforma 30 June 2010 (\$30m raising) \$
Note 3 Cash and Cash Equivalents				
Balance at 30 June 2010		1,509,248	1,509,248	1,509,248
Issue of shares per Prospectus	2(i)	-	20,000,000	30,000,000
Capital raising costs	2(ii)	-	(1,391,000)	(1,999,000)
Acquisition of subsidiary, net of cash acquired	2(iv)	-	(51,895)	(51,895)
Cash expenditure from 1 July 2010 to 18 November 2010	2(vi)	-	(977,011)	(977,011)
Balance at 30 June 2010		<u>1,509,248</u>	<u>19,089,342</u>	<u>28,481,342</u>
Note 4 Current Receivables				
Debtors		-	3,059	3,059
Other receivables		11,357	11,557	11,557
GST receivable		95,774	103,085	103,085
Balance at 30 June 2010		<u>107,131</u>	<u>117,701</u>	<u>117,701</u>
Note 5 Property Plant & Equipment				
Property Improvements		117,492	126,555	126,555
Less: accumulated depreciation		(16)	(138)	(138)
		<u>117,476</u>	<u>126,417</u>	<u>126,417</u>
Plant & Equipments		138,916	257,375	257,375
Less: accumulated amortisation		(6,321)	(35,063)	(35,063)
		<u>132,595</u>	<u>222,312</u>	<u>222,312</u>
Motor Vehicles		-	16,000	16,000
Less: accumulated amortisation		-	(6,059)	(6,059)
		<u>-</u>	<u>9,941</u>	<u>9,941</u>
Balance at 30 June 2010		<u>250,071</u>	<u>358,670</u>	<u>358,670</u>

5. FINANCIAL INFORMATION & INVESTIGATING ACCOUNTANT'S REPORT

MacPhersons Reward Gold Limited

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MACPHERSONS REWARD GOLD LIMITED NOTES TO THE FINANCIAL STATEMENTS

	Audited 30 June 2010 \$	Consolidated unaudited proforma 30 June 2010 (\$20m raising) \$	Consolidated unaudited proforma 30 June 2010 (\$30m raising) \$
Note 6 Exploration and Evaluation Expenditure			
Tenement acquisition, exploration and evaluation expenditure	-	16,263,271	16,263,271
Balance at 30 June 2010	-	16,263,271	16,263,271
Note 7 Current Creditors & Borrowings			
Trade creditors	138,369	216,372	216,372
Sundry creditors	2,154	11,728	11,728
Accruals	108,950	118,950	118,950
Balance at 30 June 2010	249,473	347,050	347,050
Note 8 Non Current Creditors & Borrowings			
Shareholder loans	-	1,185,612	1,185,612
Loan to related party	13,053	-	-
Balance at 30 June 2010	13,053	1,185,612	1,185,612

5. FINANCIAL INFORMATION & INVESTIGATING ACCOUNTANT'S REPORT

MacPhersons Reward Gold Limited

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MACPHERSONS REWARD GOLD LIMITED NOTES TO THE FINANCIAL STATEMENTS

	Note	Audited 30 June 2010 \$	Consolidated unaudited proforma 30 June 2010 (\$20m raising) \$	Consolidated unaudited proforma 30 June 2010 (\$30m raising) \$
Note 9 Issued Capital				
a) Share Capital				
Issued to founders and promoters (39,891,675 shares)				
		2,903,752	2,903,752	2,903,752
Shares issued at 30 cents each pursuant to the Prospectus				
	2(i)	-	20,000,000	30,000,000
Capital raising costs				
	2(ii)	-	(1,391,000)	(1,999,000)
Shares issued to acquire subsidiary (44,384,696 shares)				
	2(iv)		13,315,409	13,315,409
Shares issued to acquire tenement rights (5,816,667 shares)				
	2(v)	-	1,745,000	1,745,000
Balance at 30 June 2010 (proforma ordinary shares; 156,759,703 fully paid (minimum subscription), 190,093,036 fully paid (maximum subscription))				
		<u>2,903,752</u>	<u>36,573,161</u>	<u>45,965,161</u>

b) Share Options

The Company has the following options on issue at the date of this Report:

Date issued	Expiry date	Number issued	Exercise price
20 January 2010	31 December 2013	22,000,000	\$0.30
Options on issue at the date of this Report		<u>22,000,000</u>	

	Audited 30 June 2010 \$	Consolidated unaudited proforma 30 June 2010 (\$20m raising) \$	Consolidated unaudited proforma 30 June 2010 (\$30m raising) \$
Note 10 Accumulated Losses			
As at 9 September 2009	-	-	-
Loss for the period	(1,299,828)	(2,276,839)	(2,276,839)
Balance as at 30 June 2010	<u>(1,299,828)</u>	<u>(2,276,839)</u>	<u>(2,276,839)</u>

5. FINANCIAL INFORMATION & INVESTIGATING ACCOUNTANT'S REPORT

MACPHERSONS REWARD GOLD LIMITED NOTES TO THE FINANCIAL STATEMENTS

Note 11 Commitments

Acquisition Agreements

As part of the acquisition of its subsidiary, MacPhersons Reward Pty Ltd and under the various tenement sale agreements disclosed in Section 9.3 of the Prospectus, MacPhersons Reward Gold Limited will have the following commitments:

Agreement

MacPhersons Reward Pty Ltd acquisition agreement	Repayment of a loan to the sole shareholder in the amount of \$1,185,612 plus interest at a rate set by the Reserve Bank of Australia plus 2% and subject to: <ul style="list-style-type: none">• The Company providing written confirmation that it has an economically mineable Reserve or the Company has produced material containing 10,000 ounces of Gold from the Project.• The Company has adequate readily available funds to repay the loan and interest but subject to its ability to meet its financial commitments and pay its creditors.
Tatterson Tenement Sale Agreement	Subject to a Royalty Agreement, whereby a royalty of 1.5% is payable.
Kurana Tenement Sale Agreement	Subject to a Royalty Agreement, whereby a 1.5% net smelter royalty is payable.

Note 12 Related Party Transactions

Refer to Sections 9.4 of the Prospectus for details of related party transactions and shareholdings.

6. SOLICITORS' REPORT ON MINING TENEMENTS



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19 November 2010

The Directors
MacPhersons Reward Gold Limited
119 Maritana Street
KALGOORLIE WA 6430

Dear Sirs

**Solicitors' Report on Mining Tenements
MacPhersons Reward Gold Limited (ACN 139 357 967)**

This report has been prepared for inclusion in the prospectus to be issued by MacPhersons Reward Gold Limited ("the Company") dated on or about 19 November 2010 to raise a minimum of \$20,000,000 and a maximum of \$30,000,000 ("the Prospectus"). The offer in the Prospectus comprises the issue by the Company of up to 100,000,000 fully paid ordinary shares at \$0.30 each.

We have been requested to report on the mining tenement interests to which the Company is entitled to or has acquired rights ("the Tenements"). Details of these mining tenement interests are listed in the attached Schedule of Tenements ("the Schedule") which, together with the notes to the Schedule ("the Notes") forms part of this report.

The Company has entered into an option agreement to acquire 100% of the Shares in MacPhersons Reward Pty Ltd ("MRPL"). MRPL has entered into a number of tenement acquisition agreements to acquire the Tenements. The relevant tenement acquisition agreements are summarised in the material contracts section of the Prospectus ("the Agreements").

All of the Tenements are located in Western Australia and are identified in the Schedule.

1. Searches

We conducted searches of the Tenements listed in the Schedule in the registers maintained by the Western Australian Department of Mines and Petroleum ("DMP") on 5 October 2010. We have also undertaken native title quick appraisal tenement searches of DMP's electronic register and cross checked those against the National Native Title Tribunal's ("NNTT") electronic register in relation to the Tenements between 5 October 2010 and 12 November 2010.

As a result of those searches and our review of the Agreements, we consider this report provides an accurate statement, as at the date of the respective searches, as to the status of the Tenements and the interests of the Company in those Tenements. We have assumed the information in the registers maintained by DMP and NNTT is accurate. The references in the Schedule to the areas of the Tenements are taken from details shown on DMP's and

6. SOLICITORS' REPORT ON MINING TENEMENTS

NNTT's electronic registers. No survey was conducted to verify the accuracy of Tenement areas.

We have further assumed that the various parties' seals and signatures on all the Agreements are authentic, and that the Agreements are and were within the capacity and powers of those who executed them. We assume that all of the Agreements were validly authorised, executed and delivered by and are binding on the parties to them and comprise the entire agreements of the parties to each of them concerning their respective subject matters.

2. General Information About Mining Tenements

2.1 Western Australia

(a) Mining Lease ("ML")

A ML gives the holder the exclusive right to find, extract and dispose of any minerals on the land the subject of that ML. The maximum area over which an ML may be granted must not exceed 10 square kilometres. A ML remains in force for a period of 21 years from the date of grant, the holder has an option to renew for another 21 years on expiry and further renewals are possible under the Mining Act 1978 (WA) ("Mining Act"). The holder of a ML must obtain ministerial consent in order to assign, sublet or part with possession of the ML.

The Company has acquired an interest in the following ML's:

ML15/0040, ML15/0128, ML15/0133, ML15/0147, ML15/0148, ML15/0237 and ML15/0731.

The above are set out in the Schedule.

(b) Mining Lease Application ("MLA")

A MLA does not constitute a lease while the application is pending grant, however the applicant has a statutory entitlement to certain rights. A grant may take a considerable amount of time due to the Minister having to comply with the law relating to native title. This process is outlined in section 4 and 5 of this report.

The Company does not hold an interest in any MLA's.

(c) Exploration Licence ("EL")

An EL remains in force for 5 years from the date of grant with the possibility of renewal by the Minister in certain circumstances. An EL must not be granted in respect of an area which is greater than 70 blocks, unless otherwise designated by the Minister. The holder of an EL is required to expend certain amounts upon exploration activities during the term with failure to do this leading to possible forfeiture of the licence.

The holder of an EL has, subject to the Mining Act, the right to apply for and to have granted a ML over the land the subject of the EL. The Holder of an EL must not transfer or assign an EL within the first 12 months of its grant, unless approved by the Minister.

6. SOLICITORS' REPORT ON MINING TENEMENTS

The Company does not hold an interest in any EL's.

(d) **Exploration Licence Application ("ELA")**

If an ELA is successful the Minister will grant an EL to the applicant. An ELA gives the applicant no title to land or any exclusive rights relating to the land the subject of the application. For there to be a valid grant the procedures outlined in section 4 and 5 below must have been followed. Once an EL has been granted it cannot be transferred during the first year of the term of the license without the tenement holder obtaining ministerial consent.

The Company does not hold an interest in any ELA's.

(e) **Prospecting Licence ("PL")**

A PL remains in force for 4 years and can be extended for a further 4 years. Pursuant to the Mining Act the holder a PL has a right to apply for and have granted a mining lease over any of the land the subject of the PL, subject to the Mining Act and the conditions of the licence. The holder must make an application for conversion prior to the expiry of the PL.

The Company has acquired an interest in the following PL's:

PL15/4792, PL15/4793, PL15/4794, PL15/4795, PL15/5209, PL15/5273, PL15/5274, PL15/5275, PL15/5261 and PL15/5464.

The above are set out in the Schedule.

(f) **Prospecting License Application ("PLA")**

If a PLA is successful then the Minister will grant a PL to the applicant. A PLA gives the applicant no title to land or any exclusive rights relating to the land the subject of the application. For there to be a valid grant the native title procedures outlined in section 4 and 5 below must have been followed.

The Company does not hold an interest in any PLA's.

(g) **Miscellaneous Licence**

A Miscellaneous Licence granted over an area of land entitles the holder to construct infrastructure for mine development. A Miscellaneous Licence does not confer the right to any minerals from the Miscellaneous Licence. The term of a Miscellaneous Licence is 21 years.

The Company does not hold an interest in any Miscellaneous Licences.

(h) **Miscellaneous Licence Application**

If an application for a Miscellaneous Licence is successful then the Minister will grant a Miscellaneous Licence to the applicant.

6. SOLICITORS' REPORT ON MINING TENEMENTS

The Company has an interest in Miscellaneous Licence, L15/312.

The above Miscellaneous Licence is set out in the Schedule.

3. *Aboriginal Sites*

The Tenements are subject to the provisions of the Aboriginal and Torres Strait Islander Heritage Protection Act (1984) (Cth) (the "Commonwealth Heritage Act"). This Act contains provisions designed to preserve and protect from injury or desecration areas and objects which are of particular significance to Aboriginal people in accordance with Aboriginal tradition. An area or object is found to be desecrated if it is used or treated in a manner inconsistent with aboriginal tradition.

The Aboriginal Heritage Act 1972 Western Australia ("WA Heritage Act") applies to all of the Tenements located in Western Australia and makes it an offence, inter alia, to alter or damage an Aboriginal site or object on or under an Aboriginal site. An Aboriginal site is defined to include any sacred, ritual or ceremonial site which is of importance and special significance to persons of Aboriginal descent.

There is no requirement or need for an Aboriginal site to be registered in any public manner or, indeed, to be in any way acknowledged as an Aboriginal site for it to qualify as an Aboriginal site for the purposes of the WA Heritage Act.

The Company must ensure that any interference with such sites is in strict conformity with the provisions of the Commonwealth Heritage Act and the WA Heritage Act.

4. *Native Title Legislation*

Judicial recognition of native title at common law occurred in *Mabo -v- Queensland (No 2)* (*Mabo*), a decision of the High Court of Australia on 3 June 1992. Generally native title rights to land will be recognised where:

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

The High Court held in *Mabo* that native title rights can be lawfully extinguished by certain government legislation and executive actions which are not inconsistent with native title. In order for extinguishment to be lawful the extinguishment must comply with the obligations imposed by the Racial Discrimination Act 1975 (Cth).

After *Mabo*, considerable uncertainties existed about the validity of proprietary rights in Australia, including mining tenements. To address those uncertainties the Commonwealth Parliament responded by passing the Commonwealth Native Title Act 1993 (Cth) ("NTA"). The NTA commenced on January 1994 and was substantially amended in 1998 in response to the decision of the High Court in *Wik v Queensland*. The *Wik* case recognised that the granting of a pastoral lease did not necessarily extinguish all native

6. SOLICITORS' REPORT ON MINING TENEMENTS

title rights, some of which could co-exist with the rights under a pastoral lease. In summary the NTA:

- (a) provides for recognition and protection of native title;
- (b) sets up mechanisms for determining claims for native title such as the "right to negotiate" which allows native title claimants to be consulted in relation to certain mining and other developments;
- (c) make valid certain "past acts" which would otherwise be invalidated because of native title;
- (d) establish ways in which "future acts" (eg the granting of mining tenement applications and converting exploration licences and prospecting licences to mining leases) affecting native title may proceed and how native title rights are protected, including rights to compensation; and
- (e) provides a process by which claims for native title and compensation can be determined.

The Western Australian Parliament passed its own legislation, the Land (Title and Traditional Usage) Act 1993 ("WA Act") prior to the Commonwealth Act. On 16 March 1995 the High Court found that the WA Act was invalid, which means that Western Australia must comply with the Commonwealth Act.

The High Court decision of *Ward v Western Australia and South Australia* (2002) HCA 28 (8 August 2002) established that where tenure such as a pastoral lease is granted, native title is extinguished to the extent that it is inconsistent with the rights conferred by the pastoral lease.

5. **Native Title Claims**

Persons claiming to hold native title may lodge an application for determination of native title with the Federal Court. Once a native title claim has been lodged, the Court will refer the application to the Native Title Registrar. The Native Title Registrar must determine whether the claim meets certain conditions concerning the merits of the claim, and certain procedural and other requirements set out by the NTA.

If the Native Title Registrar is satisfied the lodged claim meets the registration requirements set out in the Commonwealth Act ("Registration Test") it will be entered on the Register of Native Title Claims maintained by the National Native Title Tribunal ("Register"). Claimants of registered claims are afforded certain procedural rights under the Commonwealth Act including the "right to negotiate".

Claims which fail to meet the Registration Test are recorded on the Tribunal's Schedule of Applications Received. Such claims may be entered on the Register at a later date if additional information is provided by the claimant that satisfies the Registration Test.

Existing pastoral leases on land the subject of the Tenements extinguish the right of native title claimants to control the land, restrict access to the land and require permission for acts to be done.

6. SOLICITORS' REPORT ON MINING TENEMENTS

Where the Tenements relate to land which is currently the subject of a determined native title claim, the determination may provide that, in respect of the determination area there is no native title right or interest in minerals as defined by the Mining Act.

We have not undertaken the considerable historical, anthropological and ethnographic work that would be required to determine the likelihood that the native title determination may be challenged, or the possibility of any further claims being made in the future.

6. *Validity of the Tenements*

(a) Tenements granted prior to 1 January 1994

The NTA permits a State to validate 'past acts'. Under the NTA mining tenements granted prior to 1 January 1994 are deemed to be valid. With respect to the Tenements that were granted prior to 1 January 1994, native title (if any exists) has been suspended by their grant. To the extent that the exercise of native title rights and interests is inconsistent with the exercise of the rights conferred by those Tenements, the rights under each particular Tenement will have priority for the term of the relevant grant.

ML15/0040 was granted on 31 May 1984, ML15/0128 was granted on 26 February 1985, ML15/0133 was granted on 8 July 1985, ML15/0147 was granted on 11 December 1984, ML15/0148 was granted on 4 February 1985 and ML15/0237 was granted on 23 September 1987.

(b) Tenements granted between 1 January 1994 and 23 December 1996

Some State Governments granted some mining tenements during the period between 1 January 1994 and 23 December 1996 without complying with the requirements of the NTA. Accordingly, there is a risk that some tenements granted in this period may be invalid as a result of non compliance with the NTA. This risk has been removed by the 1998 amendments to the NTA and corresponding state legislation so far as the Tenements were granted over land which is the subject of a pastoral lease or other prescribed leasehold land.

ML15/0731 was granted on 16 March 1995.

(c) Tenements granted since 23 December 1996

Mining Tenements granted since 23 December 1996 which affect native title rights and interests will be valid provided that the future act procedures set out in (d) below were followed by the relevant parties. We have not been instructed to analyse whether or not the relevant NTA procedures were followed in relation to each Tenement, but are not aware of any reason why they would be regarded as not being validly granted.

Other than the Tenements referred to in paragraphs (a) and (b) above, all of the other granted Tenements were granted after 23 December 1996.

6. SOLICITORS' REPORT ON MINING TENEMENTS

(d) **Future Tenement Grants**

The valid grant of any mining tenement which may affect native title requires full compliance with the provisions of the NTA in addition to compliance with the usual procedures under the relevant State or Territory mining legislation. The primary procedure prescribed under the NTA is the "right to negotiate" process.

The right to negotiate process involves the publishing or advertising of a notice of the proposed grant of a tenement followed by a 6 month period of negotiation between the State or Territory Government, the tenement applicant and the relevant registered native title claimant. If agreement is not reached to enable the grant to occur, the matter may be referred to arbitration before the National Native Title Tribunal ("NNTT"), which has a further 6 months to reach a decision. The decision of the NNTT may be reviewed by the relevant Federal Minister.

The right to negotiate process is not required to be followed in respect of a proposed future act in instances where the expedited procedure applies. Under the NTA, a future act is an act attracting the expedited procedure if:

- (i) the act is not to interfere directly with the carrying on of the community or social activities of the persons who are the holders of native title in relation to the land; and
- (ii) the act is not likely to interfere with areas or sites of particular significance, in accordance with their traditions, to the persons who are holders of the native title in relation to the land; and
- (iii) the act is not likely to involve major disturbance to any land or waters concerned or create rights whose exercise is likely to involve major disturbance to any land.

When the proposed future act is considered to be one that attracts the expedited procedure, persons have until 3 months after the notification date to take steps to become a native title party in relation to the relevant act (for example the proposed granting of an exploration licence). The future act may be done unless, within four months after the notification day, a native title party lodges an objection with the NNTT against the inclusion of a statement that the proposed future act is an act attracting the expedited procedure.

If there are no objections lodged within the four month period, the act may be done. If one or more native title parties object to the statement, the NNTT must determine whether the act is an act attracting the expedited procedure. If the NNTT determines that it is, the respective State or Territory mines department may do the future act (i.e. grant an exploration licence).

Further, the right to negotiate process does not have to be pursued in cases where an indigenous land use agreement ("ILUA") is negotiated with the relevant Aboriginal people and registered with the NNTT. In such cases, the procedures prescribed by the ILUA must be followed

6. SOLICITORS' REPORT ON MINING TENEMENTS

to obtain the valid grant of the tenement. These procedures will vary depending on the terms of the ILUA.

7. Renewals and Extensions of Tenements

As with the granting of mining tenements, renewals and extensions of mining tenements granted prior to 1 January 1994, to the extent the renewals were invalid due to native title, have been validated by legislation.

Renewals of mining tenements granted between 1 January 1994 and 23 December 1996 have been similarly validated provided certain statutory criteria have been met.

Renewals made after 23 December 1996 of tenements validly granted before that date will not be subject to the right to negotiate process provided:

- (a) the area to which the earlier right is made is not extended;
- (b) the term of the new right is not longer than the term of the earlier right; and
- (c) the rights to be created are not greater than the rights conferred by the earlier grant.

There is doubt as to whether the right to negotiate process applies to second and subsequent renewals but this matter is yet to be determined by the Courts.

Other than as stated above, renewals of mining tenements are subject to the same right to negotiate process as is described in 6 (d) above.

8. Compliance

The Company's interest in or rights in relation to the granted Tenements are subject to the holder continuing to comply with the respective terms and conditions of the granted Tenements under the provisions of the Mining Act of Western Australia and regulations made pursuant to that legislation, together with the conditions specifically applicable to any granted mining tenement. The searches that we have carried out in relation to the Tenements do not reveal any failure to comply with the conditions in respect of each of the granted mining tenements.

9. Qualifications

While the status of the Tenements is dealt with in detail in the Schedule and the Notes to the Schedule we point out by way of summary, that:

- (a) we have assumed that all searches conducted on our behalf by DMP and NNTT are complete and accurate as at the time the searches were conducted;
- (b) we have assumed that all information or advice, whether oral or written provided to us by the Company, its officers, employees, agents or representatives is accurate and complete;

6. SOLICITORS' REPORT ON MINING TENEMENTS

- (c) in relation to the tenement application we express no opinion as to whether such tenement application will ultimately be granted, (including whether relevant Ministerial consent will be obtained) nor the conditions to which such tenement application may be granted or may not be granted subject to; and
- (d) in relation to the native title determination outlined in this report we do not express an opinion on the merits of such determination.

10. Consent

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

Yours faithfully



PRICE SIERAKOWSKI

6. SOLICITORS' REPORT ON MINING TENEMENTS

Schedule of Mining Tenements

To be read in conjunction with the abbreviations and notes at the end of the Schedule.

Status	Tenement No.	Registered Holder or Applicant	Shares Held (%)	State	Application Date	Grant Date	Expiry Date	Area	Expenditure commitments per Annum	Next Annual Rent	Registered Encumbrances	Notes
Live	ML15/40	Focus Minerals Ltd	90	WA	04/05/1983	31/05/1984	30/05/2026	213.85HA	\$21,400	\$3,413.30	Nil.	1
		Focus Operations Pty Ltd	10									
Live	ML15/128	MacPhersons Reward Pty Ltd	100	WA	01/05/1984	26/02/1985	25/02/2027	191.40HA	\$19,200	\$3,062.40	Nil.	1,6
Live	ML15/133	MacPhersons Reward Pty Ltd	100	WA	25/06/1984	08/07/1985	07/07/2027	60.74HA	\$10,000	\$972.95	Caveat 301126 registered on 7 October 2008 by W. Powell in respect of a Royalty granted to W. Powell (refer to note 4).	1,4
Live	ML15/147	MacPhersons Reward Pty Ltd	100	WA	20/08/1984	11/12/1984	10/12/2026	9.7HA	\$10,000	\$159.50	Nil.	1
Live	ML15/148	Focus Minerals Ltd	90	WA	28/08/1984	04/02/1985	03/02/2027	7.75HA	\$10,000	\$127.60	Nil	1
		Focus Operations Pty Ltd	10									
Live	ML15/237	MacPhersons Reward Pty Ltd	100	WA	03/12/1986	23/09/1987	22/09/2029	26.36HA	\$10,000	\$430.65	Nil	1,5
Live	ML15/731	MacPhersons Reward Pty Ltd	100	WA	04/05/1994	16/03/1995	15/03/2016	4.836HA	\$5,000	\$79.75	Nil	1, 4
Live	PL15/4792	Sammy Resources Pty Ltd	25	WA	24/04/2006	02/10/2008	01/10/2012	187HA	\$7,480	\$431.97	Nil	1
		MacPhersons Reward Pty Ltd	75									
Live	PL15/4793	Sammy Resources Pty Ltd	25	WA	24/04/2006	02/10/2008	01/10/2012	195HA	\$7,800	\$450.45	Nil	1
		MacPhersons Reward Pty Ltd	75									

6. SOLICITORS' REPORT ON MINING TENEMENTS

Status	Tenement No.	Registered Holder or Applicant	Shares Held (%)	State	Application Date	Grant Date	Expiry Date	Area	Expenditure commitments per Annum	Next Annual Rent	Registered Encumbrances	Notes
Live	PL15/4794	Sammy Resources Pty Ltd	25	WA	24/04/2006	02/10/2008	01/10/2012	180HA	\$7,200	\$415.80	Nil	1
		MacPhersons Reward Pty Ltd	75									
Live	PL15/4795	Sammy Resources Pty Ltd	25	WA	24/04/2006	02/10/2008	01/10/2012	148HA	\$5,920	\$341.88	Nil	1
		MacPhersons Reward Pty Ltd	75									
Live	PL15/5209	Kurana Pty Ltd	100	WA	27/08/2007	25/03/2010	24/03/2014	107HA	\$4,280	\$247.17	Nil	1,5
Live	PL15/5261	Murchison Resources Pty Ltd	100	WA	02/05/2008	11/08/2010	10/08/2014	177HA	\$7,080	\$408.87	Nil	1
Live	PL15/5273	Timothy Vincent Tatterson	100	WA	30/05/2008	24/10/2008	23/10/2012	9.71HA	\$2,000	\$23.10	Nil	1, 3, 7
Live	PL15/5274	Timothy Vincent Tatterson	100	WA	30/05/2008	24/10/2008	23/10/2012	6.91HA	\$2,000	\$23.10	Nil	1, 3, 7
Live	PL15/5275	Timothy Vincent Tatterson	100	WA	30/05/2008	24/10/2008	23/10/2012	9.69HA	\$2,000	\$23.10	Nil	1, 3, 7
Live	PL15/5464	Timothy Vincent Tatterson	100	WA	11/09/2009	06/08/2010	05/08/2014	10.5632HA	\$2,000	\$25.41	Nil	1, 5, 7
Pending	L15/312	Macphersons Reward Pty Ltd	100	WA	29/07/2010	N/A	N/A	10.2HA	N/A	N/A	Nil	2,8

6. SOLICITORS' REPORT ON MINING TENEMENTS

Notes

- 1. Native Title Application Name:** Leonne Dale Velickovic & Other on behalf of the Widji People v Premier and State of Western Australia & Others

Tribunal Number: WC98/27

Federal Court Number: WAD6243/98

Date Registered: 15 June 1998

Claim Status: Registered

Current Status: Active

Notification Status: Complete

In Mediation: Yes
- 2. Access Agreement**

MacPhersons Reward Pty Ltd ("MRPL") entered into an Access Agreement with Focus Minerals Limited ("Focus") in respect of the application for Miscellaneous Licence 15/312. Miscellaneous Licence application 15/312 partially encroaches on ML15/412, ML15/966 and ML15/646. The Access Agreement contains provisions considered standard of an agreement of this type.
- 3. Tatterson Tenement Acquisition Agreement**

Transfer forms transferring PL15/5273, PL15/5274, PL15/5275 and PL15/5464 to MRPL were lodged with the DMP on or around 11 November 2010.
- 4. Royalty – ML15/133**

Mining Lease ML15/133 is subject to a royalty payable to the previous registered holder of the tenement, of \$2.00 per tonne of ore mined and processed from the tenement.
- 5. Focus Option Agreement**

Mining tenements ML15/237, PL15/5209 and PL15/5464 are the subject of a sale agreement with Focus Minerals Limited and Focus Operations Pty Ltd ("Focus") and are to be sold to Focus upon the satisfaction of conditions in the agreement. Refer to paragraph 9.3.5 of the material contracts section of the Prospectus for the material terms of this agreement.
- 6. Royalty – ML15/128**

Mining Lease ML15/128 is subject to 1.5% net smelter return a royalty payable to Kurana Pty Ltd. Refer to paragraph 9.3.6 of the material contracts section of the Prospectus for the material terms of the agreement.

6. SOLICITORS' REPORT ON MINING TENEMENTS

7. Royalty – PL15/52/73 to PL15/5275 and PL15/5464

Prospecting licences PL15/52/73 to PL15/5275 and PL15/5464 are subject to a 1.5% net smelter return royalty payable to Kurana Pty Ltd. Refer to paragraph 9.3.2 of the material contracts section of the Prospectus for the material terms of the agreement.

8. Miscellaneous Licence Application L15/312

MRPL has made an application for L15/312, which if granted by the Minister, will allow MRPL to build a road, pipelines and power lines on the land the subject of L15/312.

7. RISK FACTORS

7.1 INTRODUCTION

An investment in the Company is not risk free and prospective investors should consider the risk factors described below, together with information contained elsewhere in this Prospectus. This list should not be considered to be exhaustive of the risks faced by the Company or investors in the Company. Before deciding to invest in the Company, potential investors should read the entire Prospectus, consider the following risk factors in light of their personal circumstances (including financial and taxation issues) and seek professional advice from their accountant, stockbroker, lawyer or other professional adviser before deciding whether to apply for Shares in the Offer.

Investors should note that an investment in Shares is speculative and there is no guarantee in respect of profitability, dividends and return of capital, liquidity or the price the shares may trade on the ASX.

7.2 GENERAL RISKS

The future prospects of the Company's business may be affected by circumstances and external factors beyond the Company's control. Financial performance of the Company may be affected by a number of business risks that apply to companies generally and may include economic, financial, market or regulatory conditions. The following is not intended to be a complete list of the risk factors to which the Company could be exposed. As with any share investment, there are risks involved with an investment in the Company. This section identifies the major areas of risk associated with an investment in the Company, but should not be taken as an exhaustive list of the risk factors to which the Company and its Shareholders are exposed. Potential investors should read the entire Prospectus and consult their professional advisor before deciding whether to apply for Shares.

INVESTMENT RISK

The Shares to be issued pursuant to this Prospectus should be considered speculative. They carry no guarantee as to payment of dividends, return of capital or the market value of the Shares. The prices at which an investor may be able to trade the Shares may be above or below the Offer Price paid for the Shares. While the Directors commend the Offer, prospective investors must make their own assessment of the likely risks and determine whether an investment in the Company is appropriate to their own circumstances.

SHARE MARKET

A number of factors affect the performance of share market investments that could also affect the price at which the Shares trade on the ASX. 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. These factors may materially affect the market price of the Company's Securities regardless of the Company's operational performance.

Share market conditions are affected by many factors including but not limited to the following:

- general economic outlook;
- interest rates and inflation rates;
- currency fluctuations;
- mineral price fluctuations;
- change in Government macro fiscal policies;
- changes in investor sentiment toward particular market sectors;
- the demand for, and supply of, capital;
- terrorism or other hostilities; and
- other factors beyond the control of the Company.

7. RISK FACTORS

INSURANCE RISKS

The Company intends to insure its operations in accordance with industry practice. However, in certain circumstances, the Company's insurance may not be of a nature or level to provide adequate 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.

Insurance of all risks associated with mineral exploration and production is not always available and where available the costs can be prohibitive.

FOREIGN EXCHANGE RATE RISK

The international prices of most commodities are denominated in United States dollars while the Company cost base will be in Australian dollars. Consequently changes in the Australian dollar foreign exchange rate will impact on the earnings of the Company. The foreign exchange rate is affected by numerous factors beyond the control of the Company, including interest rates, inflation and the general economic outlook.

This is largely beyond the company's control. There may be strategies implemented to hedge currency but this will be a decision taken by Directors after consultation with experts after the issue of the Prospectus.

COMPETITION RISK

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, which activities or actions may, positively or negatively, affect the operating and financial performance of the Company's projects and business.

ENVIRONMENTAL RISKS

The Company's projects are subject to State and Federal laws and regulations regarding environmental matters in the Australia. Many of the activities and operations of the Company cannot be carried out without prior approval from and compliance with all relevant authorities. The Company intends to conduct its activities in an environmentally responsible manner and in accordance with all applicable laws. However, the Company could be subject to liability due to risks inherent to its activities, such as accidental spills, leakages or other unforeseen circumstances.

ECONOMIC AND GOVERNMENT RISKS

The future viability of the Company is also dependent on a number of other factors affecting performance of all industries including the exploration and mining industries, including, but not limited to, the following:

- general economic conditions in Australia and its major trading partners;
- changes in Government policies, taxation and other laws including, but in no way limited to, the Federal Government's proposed Minerals Resource Rent Tax. Whilst inherently uncertain as to whether this tax will be introduced, or whether it will apply to the minerals currently the focus of the Company's operations, the Company will take measures to mitigate against this risk if and when required;
- the strength of the equity and share markets in Australia and throughout the world, and in particular investor sentiment towards the commodities (resources) sector;
- movement in, or outlook on, interest rates and inflation rates; and
- natural disasters, social upheaval or war in Australia or overseas.

7. RISK FACTORS

MANAGEMENT RISKS

The responsibility of overseeing the Company's day-to-day operations and its strategic management depends substantially on its Directors and key personnel. There is no guarantee that if one or more of the Company's Directors or key personnel cease their association with the Company, there will not be a detrimental effect on the Company.

UNFORESEEN EXPENSES

While the Company is not aware of any expenses that may need to be incurred that have not been taken into account, if such expenses were subsequently incurred, the expenditure proposals of the Company may be adversely affected.

This is an ongoing management function and it is intended to ensure that the Company has systems and skilled administrative people in place to minimise the risks of unforeseen expenses as well as early warning systems should budget over runs be incurred. A system of quotation for major expenditure and requirement for expenditure authority will be implemented.

CREDIT RISKS

The Company is subject to standard business credit risk in the event of non-performance by counter parties to normal trading activities.

The Company may be dealing in gold as its primary revenue source. Gold is a freely traded commodity and is traded through major finance institutions and as such the risk of non performance through credit risk is low.

CONTRACT RISKS

The Company is a party to a number of agreements with third parties. If the Company is unable to satisfy the conditions precedent or otherwise defaults in its obligations under those agreements, the Company's interest in the relevant subject matter may be jeopardised. In addition, the current tenement holders may be required to maintain the tenements in good standing pending resolution of the outstanding matters. If those parties default in their obligations the standing of the tenements may be adversely affected.

7.3 SPECIFIC RISKS

There are a number of specific risks associated with the Company which may adversely affect the Company's financial position, prospects and price of its listed shares. In particular, the Company is subject to risks relating to the exploration and development of mineral properties which are not generally associated with other businesses.

Set out below are specific risks that potential investors should also consider when making an investment in the Company.

EXPLORATION RISK

Mineral exploration is a speculative and high risk activity that may be hampered by circumstances beyond the control of the Company. There is no guarantee that exploration on the tenements in which the Company has an interest will lead to a commercially viable discovery. Ultimate and continuous success of these activities is dependent on many factors such as:

- the discovery and/or acquisition of economically recoverable ore reserves;
- successful conclusions to bankable feasibility studies;
- access to adequate capital for project development;
- design and construction of efficient mining and processing facilities within capital expenditure budgets;
- securing and maintaining title to tenements;
- obtaining consents and approvals necessary for the conduct of exploration and mining; and
- access to competent operational management and prudent financial administration, including the availability and reliability of appropriately skilled and experienced employees, contractors and consultants.

7. RISK FACTORS

Adverse weather conditions over a prolonged period can adversely effect exploration and mining operations and the timing of revenues.

Any of these events may cause the Company to incur substantial losses and potential liabilities to government departments and third parties. Such liabilities would reduce the funds available to the Company for further exploration and evaluation of the tenements.

The Company has had an independent review of all assets to determine the potential prospectivity of the Company assets at this stage. A summary is in the Independent Geologists Report in the Prospectus.

The Company has a defined exploration strategy, will have a senior exploration geologists managing the exploration activities to ensure all exploration is conducted in a methodical and professional manner. Exploration success cannot be guaranteed and it is the Company's responsibility to ensure that the exploration is carried out in a proper manner and exploration success or otherwise will determine the ongoing management of each asset.

OPERATIONAL AND TECHNICAL RISKS

The current and future operations of the Company, including exploration, appraisal and possible production activities may be affected by a range of factors, including:

- geological conditions;
- limitations on activities due to seasonal weather patterns and cyclone activity;
- alterations to joint venture programs and budgets;
- the availability of drilling rigs and other machinery in Western Australia necessary for the Company to undertake its activities;
- unanticipated operational and technical difficulties encountered in survey, drilling and production activities;
- mechanical failure of operating plant and equipment, adverse weather conditions, industrial and environmental accidents, industrial disputes and other force majeure events;
- unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment; and
- prevention or restriction of access by reason of adverse weather conditions, political unrest, outbreak of hostilities, inability to obtain consents or approvals (including clearance of work programs pursuant to the existing, and any future access agreements entered into with future registered Aboriginal Land Council and the Native Title claimants).

COMMERCIALISATION RISKS

Even if the Company discovers commercial quantities of minerals, there is a risk the Company will not achieve a commercial return. The Company may not be able to transport the minerals at a reasonable cost or may not be able to sell the minerals to customers at a rate which would cover its operating and capital costs. The Company has to receive regulatory and environmental approval to convert its exploration permits into production concessions. There is a risk that these approvals may not be obtained.

NO PROFIT TO DATE

The Company has incurred losses since its inception and it is therefore not possible to evaluate its prospects based on past performance. Since the Company intends to continue investing in its exploration and development program the Directors anticipate making further losses in the foreseeable future.

While the Directors have confidence in the future revenue-earning potential of the Company, there can be no certainty that the Company will achieve or sustain profitability or achieve or sustain positive cash flow from its operating activities.

7. RISK FACTORS

FUTURE CAPITAL NEEDS

Further funding of projects may be required by the Company to support its ongoing activities and operations. There can be no assurance that such funding will be available on satisfactory terms or at all. Any inability to obtain funding will adversely affect the business and financial condition of the Company and, consequently, its performance.

COMPLIANCE RISK

The Company has acquired an interest in various mining tenements. Title to these tenements is subject to the tenement holder complying with the terms and conditions of each tenement, including the minimum annual expenditure commitments. A summary of the terms and conditions attaching to the tenements is set out in the Solicitors' Report on Mining Tenements in Section 6. There is a risk that if the tenement holder does not comply with the terms and conditions of each tenement, the Company may lose its interest in the relevant tenement.

The Company has implemented appropriate policies and practices to mitigate the risk of non-compliance with the terms and conditions attaching to each of the tenements in which the Company has acquired an interest.

COMMODITY PRICE AND EXCHANGE RATE RISK

As the Company's potential earnings will be largely derived from the sale of mineral commodities, either in processed or concentrate forms, the Company's future revenues and cash flows will be impacted by changes in the prices of these commodities. Commodity prices fluctuate and are affected by numerous factors beyond the control of the Company. These factors include current and expected future supply and demand, forward selling by producers, production cost levels in major metal producing centres as well as macroeconomic conditions such as inflation and interest rates.

Furthermore, the international prices of most commodities are denominated in United States dollars while the Company's cost base will be in Australian dollars. Consequently changes in the Australian dollar exchange rate will impact on the earnings of the Company. The exchange rate is affected by numerous factors beyond the control of the Company, including interest rates, inflation and the general economic outlook.

RESOURCE RISK

Resource estimates are expressions of judgment based on knowledge, experience and industry practice. Estimates which were valid when made may change significantly when new information becomes available. In addition, resource estimates are imprecise and depend to some extent on interpretations, which may prove to be inaccurate. Should the Company encounter mineralisation or formations different from those predicted by past sampling and drilling, resource estimates may have to be adjusted and mining plans altered in a way which could impact adversely on the operations of the Company.

NATIVE TITLE

The Native Title Act 1993 (Cth) recognises and protects the rights and interests in Australia of Aboriginal and Torres Strait Islander people in land and waters, according to their traditional laws and customs. The risks arising because of native title and aboriginal land rights may affect the Company's ability to gain access to prospective exploration areas to obtain production titles. Compensatory obligations may be necessary in settling native title claims lodged over any of the tenements held or acquired by the Company. The level of impact of these matters will depend, in part, on the location and status of the tenements acquired by the Company.

TITLE AND ENVIRONMENTAL BONDS AND CONDITIONS

All mining tenements which the Company may acquire either by application, sale and purchase or farm-in are regulated by applicable state mining legislation. There is no guarantee that applications will be granted as applied for. Various conditions may also be imposed as a condition of grant. In addition the relevant minister may need to consent to any transfer of tenement to the Company.

The Western Australian Department of Mines and Petroleum from time to time reviews the environmental bonds that are placed on tenements. The Directors are not in a position to state whether a review is imminent or whether the outcome of such a review would be detrimental to the funding needs of the Company.

8. CORPORATE GOVERNANCE

The Company has adopted comprehensive systems of control and accountability as the basis for the administration of corporate governance. The Board is committed to administering the policies and procedures with openness and integrity, and pursuing the true spirit of corporate governance commensurate with the Company's needs. To the extent they are applicable, the Company has adopted the Eight Essential Corporate Governance Principles and Best Practice Recommendations ("Recommendations") as published by ASX Corporate Governance Council.

The Company's Corporate Governance policy and its Share Trade Policy are available on the Company's website. As the Company's activities develop in size, nature and scope, the size of the Board and the implementation of additional corporate governance structures will be given further consideration.

Principle 1 – Lay solid foundations for management and oversight

The Board and management have agreed on their respective roles and responsibilities and the functions reserved to the Board and management. The Board has established and adopted a Board Charter for this purpose. The Board has also established a Nomination and Remuneration Committee Charter which, amongst other functions, guides the Board in its evaluation of the performance of senior executives and encourages an appropriate mix of skills, experience, expertise and diversity on the Board.

Principle 2 – Structure the Board to add value

The Board ultimately takes responsibility for corporate governance, and will be accountable to the Shareholders for the performance of the Company. The functions and responsibilities of the Board are set out in the Company's Constitution and the Corporations Act. The Company has adopted a Nomination and Remuneration Committee Charter which encourages a transparent Board selection process in searching for and selecting new directors to the Board and having regard to any gaps in the skills and experience of the directors of the Board and ensuring that a diverse range of candidates is considered.

The Board does not have a majority of independent directors. It is comprised of one independent and two non-independent directors. The existing structure is considered appropriate given the small scale of the Company's enterprise and the associated economic restrictions this places on the Company. The existing structure is aimed at maximising the financial position of the Company by keeping its operating costs to a minimum.

A separate nomination committee has not been formed. The role of the nomination committee is carried out by the full Board in accordance with the Nomination and Remuneration Committee Charter. The Board considers that at this stage, no efficiencies or other benefits would be gained by establishing a separate committee.

Principle 3 – Promote ethical and responsible decision making

All Directors, managers and employees are expected to act with the utmost integrity and objectivity, striving at all times to enhance the reputation and performance of the Company. The Board has established a Code of Conduct to guide the Directors, managers, employees and officers of the Company with respect to matters relevant to the Company's legal and ethical obligations. The Board has also established a Workplace Diversity Policy which affirms the Company's commitment to promoting a corporate culture that is supportive of diversity and outlines strategies that the Board can undertake to encourage and promote a diverse working environment.

Principle 4 – Safeguard integrity in financial reporting

The Directors require the Managing Director and external company auditors to state in writing to the Board that the Company's financial reports present a true and fair view, in all material respects, of the Company's financial condition and operational results and are in accordance with relevant accounting standards.

A separate audit committee has not been formed. However, the Company has adopted an Audit Committee Charter. The role of the audit committee is carried out by the full Board in accordance with the Audit Committee Charter. The Board considers that given its size, no efficiencies or other benefits would be gained by establishing a separate audit committee.

8. CORPORATE GOVERNANCE

Principle 5 – Make timely and balanced disclosure

The Directors are committed to keeping the market fully informed of material developments to ensure compliance with the Listing Rules and the Corporations Act. The Directors have established a written policy and procedure to ensure compliance with the disclosure requirements of the Listing Rules.

Principle 6 – Respect the rights of Shareholders

The Directors have established a communications strategy to promote effective communication with Shareholders and encourage effective participation at general meetings. As well as ensuring timely and appropriate access to information for all investors via announcements to the ASX, the Company will ensure that all relevant documents are released on the Company's website.

Principle 7 – Recognise and manage risk

The Directors have established a Risk Management Policy regarding the oversight and management of material business risks.

Principle 8 – Remunerate fairly and responsibly

A separate remuneration committee has not been formed. However, the Company has adopted a Nomination and Remuneration Committee Charter. The role of the remuneration committee is carried out by the full Board in accordance with the Nomination and Remuneration Committee Charter. The Board considers that at this stage, no efficiencies or other benefits would be gained by establishing a separate committee.

The Board has provided disclosure in relation to Directors' remuneration in Section 9 of this Prospectus. Further disclosure will be given to investors annually in accordance with the Listing Rules and the Corporations Act.

Share Trade Policy

In light of recent changes to the ASX Listing Rules and in particular the inclusion of Condition 15 of ASX Listing Rule 1 which requires that the listing entity has a trading policy that complies with ASX Listing Rule 12.9, the Company has adopted a Trading Policy. The Trading Policy sets out the following information:

- a. closed periods in which directors, employees and contractors of the Company must not deal in the Company's securities;
- b. trading in the Company's securities which is not subject to the Company's Trading Policy; and
- c. the procedures for obtaining written clearance for trading in exceptional circumstances.

The Company's Trading Policy is available on its website.

9. ADDITIONAL INFORMATION

9.1 RIGHTS ATTACHING TO SHARES

Rights Attaching to Shares

Full details of the rights attaching to Shares are:

- set out in the Constitution a copy of which can be inspected, free of charge, at the Company's registered office during normal business hours; and
- in certain circumstances, regulated by the Corporations Act, the Listing Rules and the general law.

The following is a broad summary of the rights, privileges and restrictions attaching to all Shares. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. All Shares issued pursuant to this Prospectus will from the time they are issued, rank *pari passu* with all the Company's existing Shares.

Voting Rights

Subject to any rights or restrictions for the time being attached to any class or classes of Shares (at present there is only one class of Shares), at meetings of Shareholders of the Company:

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

Rights on Winding Up

Subject to the rights of holders of Shares with special rights in a winding up (at present there are none), On a winding up of the Company all assets that may be legally distributed among members will be distributed in proportion to the number of Shares held by them irrespective of the amount paid up or credited as paid up on the Shares.

Transfer of Shares

Subject to the Constitution and to any restrictions attached to a member's Shares, a member may transfer any of the member's shares by a proper ASTC transfer, a written transfer in any usual form or in any other form approved by the Directors, or any other electronic system established or recognised by the Listing Rules.

The Directors may decline to register a transfer of Shares (other than by ASTC transfer) where:

- the Listing Rules or ASTC Settlement Rules permit or require the Company to do so; or
- the transfer is in breach of the Listing Rules or any escrow agreement relating to restricted securities entered into by the Company under the Listing Rules.

9. ADDITIONAL INFORMATION

Future Increases in Capital

The allotment and issue of any Shares is under the control of the Directors. Subject to the Listing Rules, the Corporations Act and any special rights conferred on the holder of any Shares, the Directors may allot or otherwise dispose of Shares on such terms and conditions as they see fit.

Variation of Rights

Under the Corporations Act 2001, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to Shares. If at any time the share capital is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of the issue of the Shares of that class), whether or not the Company is being wound up may be varied or abrogated with the consent in writing of the holders of three quarters of the issued Shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the Shares of that class.

Dividend Rights

Subject to the rights of holders of Shares issued with special, preferential or qualified rights (at present there are none), the Directors may determine that a dividend is payable, fix the amount and the time for payment of the dividend and authorise the payment or crediting of the dividend by the Company to, or at the direction of, each Shareholder entitled to that dividend.

ASX Listing Rules

If the Company is admitted to the Official List of ASX, then despite anything in the Constitution, if the Listing Rules prohibit an act being done, the act must not be done. Nothing in the Constitution prevents an act being done that the Listing Rules require to be done. If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the Listing Rules require the Constitution to contain a provision or not to contain a provision the Constitution is deemed to contain that provision or not to contain that provision (as the case may be). If a provision of the Constitution is or becomes inconsistent with the Listing Rules, the Constitution is deemed not to contain that provision to the extent of the inconsistency.

9.2 RIGHTS ATTACHING TO OPTIONS

As at the date of this Prospectus, the Company has 22,000,000 existing Options on issue with an exercise price of 30 cents expiring on 31 December 2013. The existing options are unlisted but are transferable.

Details of the terms of the existing options are as follows:

- (a) Each Option shall entitle the holder the right to subscribe for one (1) fully paid ordinary share in the capital of the Company.
- (b) The exercise price of each Option is thirty cents (\$0.30) per share subscribed for on exercise of each Option.
- (c) Each Option will expire on 31 December 2013 ("Option Expiry Date"). Subject to Section (e) below, each Option may be exercised at any time prior to 5.00pm WST on the Option Expiry Date and any Option not so exercised shall automatically expire on the Option Expiry Date.
- (d) Each ordinary share allotted as a result of the exercise of an Option will, subject to the Constitution of the Company, rank in all aspects *pari passu* with the existing ordinary fully paid shares in the capital of the Company on issue at the date of allotment.
- (e) A registered owner of an Option ("Option Holder") will be entitled to receive and will be sent all reports, accounts and notices required to be given to members of the Company but will not be entitled to attend or vote at any meetings of the members of the Company unless they are members of the Company.
- (f) A certificate or holding statement will be issued by the Company with respect to Options held by an Option Holder. Attached to these terms and attached or endorsed on the reversed side of each certificate or holding statement will be a notice that is to be completed when exercising the Options the subject of the certificate or holding statement ("Notice of

9. ADDITIONAL INFORMATION

Exercise of Options"). Options may be exercised by the Option Holder completing the Notice of Exercise of Options and forwarding the same to the Secretary of the Company. The Notice of Exercise of Options must state the number of Options exercised and the consequent number of ordinary shares in the capital of the Company to be allotted.

The Notice of Exercise of Options by an Option Holder must be accompanied by payment in full of the relevant number of shares being subscribed, being an amount of \$0.30 per share.

On exercise of Options, the Option Holder must surrender to the Company the Option Holder's option certificate or holding statement with respect to those Options being exercised.

Within 14 days from the date the Option Holder properly exercised Options held by the Option Holder, the Company shall issue and allot to the Option Holder that number of fully paid ordinary shares in the capital of the Company so subscribed for by the Option Holder.

- (g) In the event of a reconstruction (including a consolidation, sub-division, reduction, return or pro-rata cancellation) of the issued capital of the Company, the number of Options or the exercise price of the Options or both shall be reconstructed such that it will not result in any benefits being conferred on the Option Holders which are not conferred on Shareholders (subject to the provision with the respect to rounding of entitlements sanctioned by the meeting of Shareholders approving the reconstruction of capital) but in all other respects the terms of the exercise of Options shall remain unchanged.
- (h) There are no participating rights or entitlements inherent in the Options to participate in any new issues of capital which may be made or offered by the Company to its Shareholders from time to time prior to the Option Expiry Date unless and until Options are exercised. The Company will ensure that during the exercise period of the Options, the record date for the purposes of determining entitlement to any new such issue, will be at least 9 Business Days after such new issues are announced in order to afford the Option Holder an opportunity to exercise the Options held by the Option Holder.
- (i) Subject to the Corporations Law, the Listing Rules and the Constitution of the Company, the Options are freely transferable and will only be quoted on ASX if a sufficient spread of Option Holders exists in compliance with the ASX Listing Rules.
- (j) If the Company is listed on ASX and makes a pro rata issue (except a bonus issue) to the holders of ordinary shares, the exercise price of each Option shall be amended in accordance with the following formula:

$$O' = \frac{O - E [P - (S + D)]}{N + 1}$$

Where:

- O' = the new exercise price of the Option.
- O = the old exercise price of the Option.
- E = the number of underlying shares into which one Option is exercisable.
- P = the average market price per share (weighed by reference to volume) of the underlying shares to which the Option Holder is entitled.
- S = the subscription price for a share under the pro rata issue.
- D = any dividend due but not yet paid on the existing underlying share (except those to be issued under the pro rata issue).
- N = the number of shares with rights or entitlements that must be held to receive a right to one new share.

No change will be made pursuant to the application of the above formula to the number of shares to which the Option Holder is entitled.

If the Company is listed upon ASX, the reduction of the exercise price of each Option in accordance with the above formula shall be subject to the provisions of the Listing Rules of ASX.

If the Company makes a bonus issue or other securities convertible into ordinary shares pro rata to holders of ordinary shares the

9. ADDITIONAL INFORMATION

number of shares issued on exercise of each Option will include the number of bonus shares that would have been issued if the Option had been exercised by the Option Holder prior to the books closing date for bonus shares. No change will be made in such circumstances to the exercise price of each Option.

9.3 SUMMARY OF MATERIAL CONTRACTS

9.3.1 Option Agreement to Acquire issued capital in MRPL

On 21 January 2010, the Company entered into an option agreement, varied by a deed dated 19 November 2010, with Goldfields Hotels Pty Ltd ("GFH") for the acquisition of all of the issued share capital of MRPL ("MRPL Shares"). GFH holds 50% of the issued share capital in MRPL as trustee for the Palace Investment Trust and 50% of the issued share capital for and on behalf of the KM Wright Family Trust.

- reimbursement of the funds that MRPL has expended on the Tenements, to a maximum of \$148,979; and
- repayment of a loan to in the amount of \$1,185,612 advanced to MRPL ("Loan") plus interest at the rate set by the Reserve Bank of Australia plus 2% which accrues from the date that the Company's Shares are quoted on ASX ("Interest") and subject to:
 - the Company providing written confirmation that it has an economically mineable Reserve containing 10,000 ounces of Gold from the Project or that the Company has produced material containing 10,000 ounces of Gold from the Project; and
 - 44,384,696 Shares; and
 - the Company having adequate readily available funds to repay the loan and Interest but subject to its ability to meet its financial commitments and pay its creditors.

At the election of GFH and subject to Shareholder approval (if required), the loan may be repaid through the issue of Shares at the rate of one (1) share for every \$0.30 (30 cents) outstanding at the time of repayment.

In the event that ASX requires the Loan to be repaid by the issue of Shares before it will give conditional listing approval to the Company, GFH will receive the equivalent amount of the Loan in Shares at the rate of one (1) Share for every \$0.30 that is outstanding on the Loan to a maximum of 5,615,304 Shares

The option period is for 12 months and upon the Company receiving written conditional listing approval from ASX for quotation of its Shares, GFH will transfer the MRPL Shares will transfer their Shares to the Company. The Option Agreement also acknowledges that where MRPL has entered into the various Tenement acquisition agreements, the Company will also be bound by the terms of those Tenement acquisition agreements, in particular, where the consideration is the issue of Shares, the Company will issue Shares to the respective vendor.

9.3.2 Tenement Sale Agreement - Tatterson

MRPL entered into an agreement to purchase prospecting licences P15/5273, P15/5274, P15/5275 and P15/5464 ("Tatterson Tenements") from Timothy Vincent Tatterson ("Vendor") on 29 September 2010 ("Execution Date").

The material terms of the Tatterson Agreement are as follows:

- The Tatterson Tenements are subject to a Royalty Agreement which arose as a result of the agreement between Kurana Pty Ltd ("Kurana") and Cullen Resources Limited dated 2 August 2007, whereby a royalty of 1.5% is payable to Kurana. MRPL is obliged to honour this Royalty Agreement.
- The consideration payable is as follows:
 - \$10,000 plus GST in cash payable to the Vendor which has been paid by the Company; and
- either:

9. ADDITIONAL INFORMATION

- in the event the Company obtains admission to ASX within 12 months of the Execution Date (“Admission”), the issue of 266,667 shares in the Company based on an issue price of \$0.30 each share; or
- in the event that Admission does not occur within the requisite time frame, the payment of \$80,000 in cash payable to Kurana.

Transfer documents for the Tatterson Tenements, transferring title to MRPL were lodged with the DMP on or around 11 November 2010.

The Tatterson Agreement contains additional provisions, including warranties in favour of MRPL in respect of the status of and title to the tenements, considered standard in an agreement of this type.

9.3.3 Tenement Sale Agreement – Murchison Resources Pty Ltd (“Murchison Agreement”)

MRPL entered into an agreement to purchase prospecting licence P15/5261 (“Murchison Tenement”) from Murchison Resources Pty Ltd (“Murchison”) on 17 March 2010.

The material terms of the Murchison Agreement are as follows:

- The consideration payable is as follows:
 - \$6,000 in cash payable to Murchison; and
 - the issue of \$125,000 worth of Shares based on an issue price of \$0.30 per Share to Murchison or its nominee, and should the Company not obtain admission to ASX within 12 months of the date of the agreement, \$60,000 in cash will be payable to Murchison.
- Settlement of the Murchison Agreement is to occur within 5 business days of the Company’s successful application to the ASX for the quotation of its Shares, within 12 months of the date of the agreement, or such other date as may be agreed between the parties.
- The Murchison Tenement is subject to a standard Heritage Agreement between Murchison and the Native Title claimants, the Widji People dated January 2010.

The Murchison Agreement contains additional provisions, including warranties in favour of MRPL in respect of the status of and title to the Murchison Tenement, considered standard in an agreement of this type.

9.3.4 Tenement Sale and Option Agreement – Sammy Resources Pty Ltd (“Sammy Agreement”)

MRPL entered into an agreement to purchase prospecting licences P15/4792, P15/4793, P15/4794 and P15/4795 (“Sammy Tenements”) from Sammy Resources Pty Ltd (“Sammy”) on 17 December 2009.

The material terms of the Sammy Agreement are as follows:

- Sammy has agreed to sell and the Purchaser has agreed to purchase the Sammy Tenements as follows:
 - an initial interest of 75% (“Initial Interest”); and
 - an option to acquire the further 25% (“Further Interest”),

for the consideration set out below.

- The consideration payable for the Initial Interest is:
 - \$25,000 in cash payable to Sammy; and
 - the issue of \$40,000 worth of Shares based on an issue price of \$0.30 per Share to Sammy.
- The option to acquire the Further Interest can be exercised at any time by MRPL by notice in writing to Sammy.
- The consideration payable for the Further Interest is as follows:

9. ADDITIONAL INFORMATION

- the issue of \$200,000 IPO Shares; or
- if the Company has not listed on ASX within 12 months of the execution of the agreement, \$75,000 cash (“Cash Consideration”).
- Settlement of the transfer of the Initial Interest has occurred and MRPL is now the registered holder of a 75% interest in the Sammy Tenements.
- Settlement of the Further Interest is to occur within 5 business days of MRPL giving notice to Sammy of its election to acquire the Further Interest.

The Company has received signed confirmation from Sammy that the date upon which the Cash Consideration is to be paid for the acquisition of the Further Interest has been extended to 17 March 2011.

The Sammy Agreement contains additional provisions, including warranties in favour of MRPL in respect of the status of and title to the tenements, considered standard in an agreement of this type.

9.3.5 Option Agreement for Tenement Swap (“Focus Agreement”)

On 27 October 2010, the Company and MRPL entered into an agreement with Focus Minerals Ltd (ACN 005 470 799) (“FML”) and Focus Operations Pty Ltd (ACN 115 821 255) (“FOPL”) (collectively “Focus”).

The material terms of the Focus Agreement are:

- Focus agreed to grant to MRPL an option to acquire mining leases M15/40 and M15/148 (“Focus Tenements”) (“Option”). In return MRPL will:
 - transfer prospecting licenses P15/5209 and P15/5464 and mining lease M15/237 (collectively the “MR Tenements”) each of which are subject to a 1.5% net smelter royalty payable to Kurana;
 - issue \$1,000,000 worth (based on the issue price) of fully paid ordinary Shares (50% of which will be issued to FML and 50% to FOPL); and
 - make a priority offer to FML to subscribe for a maximum of \$2,000,000 worth of Shares under the Offer;

The Option may be exercised by MRPL during the period commencing on the date of the Focus Agreement and expiring on the earlier of:

- the date 24 months after the date of the Focus Agreement, unless such date is extended in accordance with the Focus Agreement, in which case, the date 36 months after the date of the Focus Agreement;
- the date the Option is exercised by MRPL;
- the date the Option is abandoned by MRPL; or
- the date the Option is terminated for any reason.

The Focus Agreement is conditional upon the receipt of all necessary approvals and consents for the transfer of the Focus Tenements and MR Tenements (as the case may be) (including, without limitation, Ministerial and governmental authority approvals and other third party approvals which may be required) and on the Company obtaining written conditional approval from ASX for the Company’s listing on ASX.

The Focus Agreement contains additional provisions, including warranties and indemnities in favour of MRPL and the Company in respect of the status of and title to the Focus Tenements, considered standard in an agreement of this type.

9. ADDITIONAL INFORMATION

9.3.6 Kurana Tenement Sale Agreement

MRPL entered into an assignment of option and subscription agreement in 2009 and was assigned the option granted to Cullen Exploration Pty Ltd's ("Cullen Exploration") to purchase mining leases M15/128, M15/237 and prospecting licence P15/5209 pursuant to the tenement sale agreement between Cullen Exploration, Cullen Resources Limited ("Cullen Resources"), Killoran Pty Ltd ("Killoran") and Kurana Pty Ltd ("Kurana") dated 2 August 2009 and varied by a deed of variation dated 17 December 2009 ("Option").

MRPL has exercised the Option by providing written notice to Killoran and Kurana. MRPL subscribed for 3,000,000 shares in Cullen Resources ("Cullen Shares") by paying a total subscription price of \$200,000. Upon receiving the \$200,000 in subscription funds, Cullen Resources issued the Cullen Shares to Kurana.

The Company and MRPL's post completion obligations are:

- use its best endeavours to obtain admission to ASX within 12 months after exercising the Option;
- within 5 business days of obtaining admission to ASX, the Company must issue \$300,000 worth of shares in the Company (based on the issue price under the Prospectus) to Cullen Resources. If the Company fails to be admitted to ASX within 12 months after completion of the Option, the Company must pay \$150,000 in cash to Cullen Resources; and
- pay Kurana a 1.5% net smelter royalty on the Tenements ("Royalty")

The obligation to pay the Royalty over M 15/237 and P 15/5209 will be transferred to Focus under the Focus Agreement, the material terms of which are described in Paragraph 9.3.5 above.

The agreement contains additional provisions considered standard in an agreement of this type.

9.3.7 Services Agreement – Goodz & Associates GMC Pty Ltd ("Goodz & Associates")

The Company will engage Goodz & Associates as consultants to provide various administrative services and the services of a number of Goodz & Associates' employees such as senior geologists, technical services managers and IT support services ("Services"). The Services Agreement does not include the services of Mr Morrie Goodz.

Goodz & Associates is required to perform the following services:

- undertake such duties and exercise such powers in relation to the Company and its business as the Board of Directors of the Company shall from time to time assign to or vest in Goodz & Associates;
- in the discharge of such duties and in the exercise of such powers conform to, observe and comply with all resolutions, regulations and directions from time to time made or given by the Board;
- perform the services for the minimum number of hours per week as agreed between the parties;
- use its best endeavours to promote the Company and perform its duties to the best of its ability and with the due care, diligence and skill expected of a consultant providing services akin to the services.

The fees payable to Goodz & Associates for the Services are based on an hourly rate.

There are additional fees associated with the hire of necessary equipment and software packages.

The agreement contains additional provisions considered standard in an agreement of this type.

9. ADDITIONAL INFORMATION

9.3.8 Managing Director Employment Agreement – Morrie Goodz

Morrie Goodz is engaged as the Company's managing director pursuant to an employment agreement between the Company and Morrie Goodz ("Managing Director").

The commencement of the agreement is conditional upon the Company obtaining written conditional approval from ASX for quotation of its shares ("Commencement Date"). The term of the engagement is 4 years from the Commencement Date, unless otherwise terminated in accordance with the agreement.

The following is a list of obligations and duties to be carried out by the Managing Director:

- undertake such duties and exercise such powers in relation to the Company and its business as the Board of Directors of the Company (hereinafter referred to as 'the Board') shall from time to time assign to or vest in him;
- in the discharge of such duties and in the exercise of such powers conform to, observe and comply with all resolutions, regulations and directions from time to time made or given by the Board;
- devote substantially the whole of his time and attention during business hours to the discharge of his duties hereunder;
- conform to such hours of work as may from time to time reasonably be required of him and not be entitled to receive any remuneration for work performed outside his normal hours; and
- in pursuance of his duties hereunder, perform such services for subsidiary companies of the Company and (without further remuneration unless otherwise agreed) accept such offices in such subsidiary companies as the Board may from time to time reasonably require.

The remuneration package is made up of:

- annual salary of \$275,000 plus statutory superannuation;
- vehicle and reasonable vehicle expenses; and
- a cash or share bonus as determined by the Board from time to time.

If the Managing Director terminates the Employment Agreement by reason of non-payment of remuneration or an un-remedied breach by the Company the Managing Director will be entitled to the following payments:

- within the first two years of the term the Company shall pay to the Managing Director the balance of the first two year term plus six months' salary; or
- after serving two years of the term, the Company shall pay the Managing Director six month's salary.

The Company or the Managing Director may terminate the Employment Agreement with six months written notice without cause. In the event that the Company terminates the Employment Agreement without cause the Managing Director will be entitled to the following payment:

- within the first two years of the term the Company shall pay to the Managing Director the balance of the first two year term plus six months' salary; or
- after serving two years of the term, the Company shall pay the Managing Director six month's salary.

The employment agreement contains additional provisions considered standard in an agreement of this type.

9.3.9 Executive Employment Agreement – Ashok Parekh

Ashok Parekh is engaged as an executive director of the Company pursuant to an employment agreement between the Company and Ashok Parekh ("Executive Director").

9. ADDITIONAL INFORMATION

The commencement of the agreement is conditional upon the Company obtaining written conditional approval from ASX for quotation of its shares ("Commencement Date"). The term of the engagement is 4 years from the Commencement Date, unless otherwise terminated in accordance with the agreement.

The remuneration package is made up of:

- annual salary of \$208,000 plus statutory superannuation;
- a cash or share bonus as determined by the Board from time to time.

If the Executive Director terminates the Employment Agreement by reason of non-payment of remuneration or an un-remedied breach by the Company the Executive Director will be entitled to the following payments:

- within the first two years of the term the Company shall pay to the Executive Director the balance of the first two year term plus six months' salary; or
- after serving two years of the term, the Company shall pay the Executive Director six month's salary.

The Company or the Executive Director may terminate the Employment Agreement with six months written notice without cause. In the event that the Company terminates the Employment Agreement without cause the Executive Director will be entitled to the following payment:

- within the first two years of the term the Company shall pay to the Executive Director the balance of the first two year term plus six months' salary; or
- after serving two years of the term, the Company shall pay the Executive Director six month's salary.

The employment agreement contains additional provisions considered standard in an agreement of this type.

9.3.10 Patersons' Mandate

The Company entered into a Mandate with Patersons Securities Limited as Lead Manager on 7 May 2010 ("Mandate").

Professional fees for acting as Lead Manager for the IPO are as follows:

- A corporate fee of \$25,000 per month payable at the beginning of each month starting on the date of signing the Mandate. The corporate fee is capped at \$75,000.
- A five percent (5%) capital raising fee based on total funds raised under the IPO.
- A one percent (1%) lead manager fee based on the total amount raised from all sources under the offer. Any corporate fee amounts paid by the Company to Patersons will be rebated against the lead manager fee.

The Mandate provides that the Mandate may be terminated by the Company upon the occurrence of a material default by Patersons which is incapable of being remedied having been given 10 business days notice in writing by the Company of such breach having occurred or on a no-fault basis with 10 days notice in writing by the Company provided that Patersons are given the opportunity to rectify the quality of service provided by Patersons.

Patersons may terminate the Mandate at any time by giving two business days notice in writing of its intention to do so, or if one or more of the following events occur in its sole and absolute opinion:

- the Australian equity capital market conditions and/or ASX trading conditions are such that they are not, in bona fide judgment of Patersons, conducive to the successful completion of this Mandate or other events beyond the control of Patersons are so material and adverse as to make it impracticable or inadvisable to proceed with the new equity issues on the terms and in the manner contemplated herein;
- there is a material adverse effect including any adverse change in the assets, liabilities, financial position or prospects of the Company as disclosed publicly and/or to Patersons, other than for the costs incurred by the Company in relation to the proposed Offer;

9. ADDITIONAL INFORMATION

- there is a false or misleading statement in the material or information supplied to Patersons or included in the presentation materials or a material omission in the material supplied to Patersons or included in the presentation materials;
- default by the Company of any term of the Mandate;
- the All Ordinaries Index as published by ASX is at any time 10% or more below its level as at the close of business on the business day prior to the date of the mandate;
- any of the warranties or representations by the Company in the Mandate are or become materially untrue;
- any government agency (including ASIC) commences any public action, hearing or investigation against the Company or any of its directors in their capacity as a director of the Company or announces that it intends to take such action; or
- all of the conditions to the Mandate have not been, or will not in Patersons sole and absolute opinion be, satisfied, or waived by Patersons, prior to 30 September 2010 or such later date agreed by Patersons in writing.

The Mandate contains additional terms and conditions considered standard for this type of agreement.

9.4 INTEREST OF DIRECTORS OF THE COMPANY

Except as disclosed in this Prospectus, no Director holds, or during the last two years has held, any interest in:

- the formation or promotion of the Company;
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Offer; or
- the Offer,

and no amounts of any kind (whether in cash, Shares or otherwise) have been paid or agreed to be paid to any Director to induce him to become or to qualify as a Director or otherwise for services rendered by him in connection with the formation or promotion of the Company or the Offer.

Directors' Remuneration

The Constitution provides that each Director is entitled to such remuneration from the Company as the Directors decide, but the total amount provided to all non-executive directors must not exceed in aggregate the amount fixed by the Company in a general meeting. The aggregate remuneration for all non-executive directors has been proposed at an amount of \$250,000 per annum and will be voted on by members at the Annual General Meeting to be held on 30 November 2010. The Directors have resolved that non-executive Director's fees will be \$50,000 per annum, inclusive of statutory superannuation contributions. The remuneration of the executive Directors will be fixed by the Board via service agreements, details of which are provided in Section 9.3 of this Prospectus.

Mr Jeff Williams has assumed the position of non-executive Director of the Company pursuant to a letter of appointment. The Company will pay the non-executive Director at a rate calculated on the basis of \$50,000 per annum plus superannuation for the provision of services.

The Company proposes to enter into Deeds of Indemnity and Access with each of the Directors under which the Company agrees to indemnify the Directors against certain liabilities incurred by the Directors while acting as Director of the Company, to use its best endeavours to insure the Directors against certain risks to which the Directors are exposed to as a Director of the Company and to grant to the Director a right of access to certain records of the Company for a period up to seven years after the Director ceases to be a Director.

Shareholding Qualifications

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

9. ADDITIONAL INFORMATION

Directors' Holdings

At the date of the Prospectus the relevant interest of each of the Directors in the Shares of the Company are as follows:

Director	No. of Shares Held Directly	No. of Shares Held Indirectly	No. of Options Held Directly	No. of Options Held Indirectly
Morrie Goodz	4,000,000	nil	4,000,000	nil
Ashok Parekh	6,000,000	1 ^(a) 22,192,348 ^(d)	6,000,000	nil
Jeff Williams	nil	4,000,000 ^(b)	nil	4,000,000 ^(c)

• Notes:

- (a) Timidon Pty Ltd is the registered holder of this Share which is held on trust for the Ashok Parekh Family Trust. Ashok Parekh is a director of Timidon Pty Ltd and a beneficiary of the underlying trust.
- (b) Jeff and Rosalyn Williams are the registered holders of these Shares which are held on trust for the Park View Superannuation Fund. Jeff Williams is a beneficiary of the fund.
- (c) Jeff and Rosalyn Williams are the registered holders of these Options which are held on trust for the Park View Superannuation Fund. Jeff Williams is a beneficiary of the fund.
- (d) The Company has entered into the Option Agreement to purchase 100% of the issued share capital of MRPL with Goldfields Hotels Pty Ltd, a company associated with Ashok Parekh. The terms and conditions of the Option Agreement are summarised in the Material Contracts Summary in Section 9.3.1.

Nothing in this Prospectus will be taken to preclude Directors, officers or employees of the Company from applying for Shares under this Prospectus.

In the 2 years prior to the date of this Prospectus, the Company and MRPL have paid \$437,239 to Goodz and Associates for various geological and consulting services. Goodz and Associates is a company associated with Morrie Goodz. Goodz and Associates have provided these services to the Company on normal commercial terms.

In the 2 years prior to the date of this Prospectus, the Company and MRPL have paid \$102,745 to Ashok Parekh and Co Pty Ltd for various accounting services. Ashok Parekh and Co Pty Ltd is a company associated with Ashok Parekh. Ashok Parekh and Co Pty Ltd have provided these services to the Company on normal commercial terms.

9.5 INTEREST OF PERSONS

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

- the formation or promotion of the Company;
- any property acquired or proposed to be acquired by the Company in connection with its formation or promotion or in connection with the Offer; or
- the Offer, and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of those persons for services rendered by them in connection with the formation or promotion of the Company or the Offer.

9. ADDITIONAL INFORMATION

Patersons Securities Limited ("Patersons") and the Company have entered into a mandate letter pursuant to which Patersons will act as a Lead Manager to the Offer ("Patersons Mandate").

The Patersons Mandate provides that Patersons will receive the following fees:

- A corporate fee of \$25,000 per month payable at the beginning of each month starting on the date of signing the Mandate. The corporate fee is capped at 75,000;
- a lead manager fee of one percent (1)% of the total amount raised under the Offer; and
- a placement fee of five percent (5)% of the total amount placed by Patersons.

Patersons will also be reimbursed for its own reasonable out of pocket expenses in relation to the Offer.

HLB Mann Judd will receive professional fees of approximately \$10,000 for accounting services in connection with this Prospectus including the provision of the Investigating Accountant's Report. HLB Mann Judd have provided audit services to the Company during the last two years on normal commercial terms to the value of approximately \$10,000.

HLB Mann Judd will act as auditors of the Company. The Company will pay for auditing or related services in the normal course of business.

CSA Global Pty Ltd will receive professional fees of approximately \$49,000 for the provision of the Independent Geologist's Report. CSA Global Pty Ltd has provided professional services to the Company during the last two years to the value of approximately \$31,000.

Price Sierakowski Pty Ltd will receive professional fees of approximately \$50,000 for legal work undertaken by them in connection with this Prospectus and the preparation of the Solicitors' Report on Mining Tenements contained in this Prospectus. Price Sierakowski Pty Ltd has provided other professional services to the Company during the last two years to the value of approximately \$50,000.

Computer Share Investor Services Pty Ltd has been appointed as the Company's share registry and will be paid for these services on normal commercial terms.

9.6 INSURANCE

The Company intends to effect and maintain Directors' and Officers' Liability and Company Reimbursement insurance after Quotation.

9.7 CONSENTS

Each of the parties referred to in this Section:

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

HLB Mann Judd has given its written consent to the inclusion in Section 5 of this Prospectus of its Investigating Accountant's Report and to all statements referring to that report in the form and context in which they appear and has not withdrawn such consent before lodgement of this Prospectus with ASIC.

Price Sierakowski Pty Ltd has given its written consent to the inclusion in Section 6 of this Prospectus of their Report on Tenements and to all statements referring to that report in the form and context in which they appear and has not withdrawn such consent before lodgement of this Prospectus with the ASIC.

CSA Global Pty Ltd has given its written consent to the inclusion in Section 4 of this Prospectus of its Independent Geologist's Report and to all statements to those reports in the form and context in which they appear and has not withdrawn such consent before lodgement of the Prospectus with the ASIC.

Morrie Goodz has given its written consent to the inclusion in Section 3 of the Competent Persons Statement and has not withdrawn such consent before lodgement of the Prospectus with the ASIC.

9. ADDITIONAL INFORMATION

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

- Patersons Securities Ltd as Lead Manager;
- CSA Global Pty Ltd as Independent Consulting Geologist;
- HLB Mann Judd as auditors of the Company and the Investigating Accountant;
- Computershare Investor Services Pty Ltd as the Company's share registry; and
- Price Sierakowski Pty Ltd as solicitors reporting on the Company's tenements and as solicitors to the Company.

There are a number of persons referred to elsewhere in this Prospectus who are not experts and who have not made statements included in this Prospectus nor are there any statements made in this Prospectus on the basis of any statements made by those persons. These persons did not consent to being named in the Prospectus and did not authorise or cause the issue of the Prospectus.

9.8 EXPENSES OF THE OFFER

It is estimated that the Company will pay the following costs in connection with the preparation and issue of this Prospectus (exclusive of GST and assuming that the Offer is fully subscribed):

Service	Estimate of Cost (\$) Minimum Subscription	Estimate of Cost (\$) Maximum Subscription
Lead Manager	1,200,000	1,800,000
Legal	50,000	50,000
Accounting	10,000	10,000
Geological Expert	49,000	49,000
Printing and mail	25,000	25,000
ASIC and ASX Fees	57,000	65,000
Total	1,391,000	1,999,000

9.9 TAXATION

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

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

9.10 EMPLOYEE OPTION PLAN

The Board has adopted an employee share option plan ("Option Plan") which it believes will provide employees with the opportunity to participate in the success of the Company and an added incentive to ensure wealth is created in the Company for the benefit of all Shareholders.

The material terms and conditions of the Option Plan are summarised below.

- (a) The Board will issue Plan Options at no cash consideration to purchase Shares in the Company on the basis of one Share per Plan Option exercised at an exercise price to be determined by the Board at the time the Plan Options are issued. Plan Options will be exercisable from the time of issue and will lapse on the fifth anniversary of the date of grant if they have not been exercised before that time. Plan Options will be issued up to a maximum of 5% of the issued Share capital of the Company.

9. ADDITIONAL INFORMATION

- (b) The Option Plan will be administered by the Board. The Board may from time to time offer to eligible persons the opportunity to participate in the Option Plan. The number of Plan Options to be offered to a participant, the price (if any) payable for the Plan Options, the exercisable conditions, the exercise price, the date the Plan Options vest, the exercise period and any other conditions will be determined by the Board at its discretion, having regard to the participant's role in the Company.
- (c) Eligible persons under the Option Plan are employees and contractors of the Company. If the employment or contract of the participant terminates the participant may, within 28 days after the date of termination, exercise all or part of those of the participant's Options which the participant is then entitled to exercise. Any Plan Option not exercised within that 28 day period will lapse.
- (d) Plan Options may not be assigned or transferred.
- (e) Plan Options may be exercised at any time prior to the date occurring five years after the date upon which they are issued.
- (f) If prior to the exercise of a Plan Option an offer or invitation is made by any person or company to all holders of Shares, the Company must use its best endeavours to procure that there is made to each Plan Option holder an offer or invitation on terms which correspond with those of the offer or invitation the holder would have received had the holder been, at the time for determining entitlement to that offer or invitation, the holder of the number of Shares to which the holder would have been entitled if immediately prior to that time the Plan Options held by the holder were exercised.
- (g) Notwithstanding any condition of an offer of Plan Options, all Plan Options may be exercised immediately if a person or company makes a public announcement of a takeover bid and as a consequence of that bid the offer or obtains control of the Company.
- (h) Shares allotted on the exercise of Plan Options will be credited as fully paid and rank equally in all respects with all existing fully paid Shares from the exercise date of the Plan Options and will be entitled to those dividends which have a record date for determining entitlements on or after the exercise date.
- (i) If between the date of issue and the date of exercise of a Plan Option the Company makes one or more bonus issues to the holders of Shares then upon the exercise of the Plan Option the participant is entitled to have allotted and issued to the participant:
 - (i) the number of Shares to which the participant is entitled upon such exercise disregarding such bonus issue or issues; and
 - (ii) the number of Shares which would have been issued to the participant as bonus Shares if the participant had been registered as the holder of the number of Shares referred to in paragraph (i) on the record date for the bonus issue.

The bonus shares so issued to the participant shall be paid up by the Company in the same manner as was applied in relation to each such bonus issue. Any entitlement to a fraction of a Share remaining following exercise of a Plan Option will be disregarded.

In the event of a reconstruction of the issued capital of the Company, the Options shall be reorganised in a manner considered appropriate in the circumstances by the Board, provided that it complies with the provisions of the Corporations Act and the Listing Rules (if applicable).

- (j) A participant may not participate in a rights issue without exercising the participant's Plan Options. The participant may participate in a rights issue in respect of a Plan Option if the participant exercises the Plan Option before the record date of the rights issue.

9. ADDITIONAL INFORMATION

9.11 LITIGATION

The Company is not involved in any material litigation or arbitration proceedings, nor, so far as the Directors are aware, are any such proceedings pending or threatened against the Company.

9.12 CONTINUOUS DISCLOSURE OBLIGATIONS

On being admitted to ASX, the Company will be a “disclosing entity” for the purposes of Part 1.2A of the Corporations Act. As such, it will be subject to regular reporting and disclosure obligations which require it to disclose to ASX any information which it is, or becomes aware of concerning the Company and which a reasonable person would expect to have a material effect on the price or value of the securities of the Company. These documents will also be made available on the Company’s website.

9.13 THE DIRECTORS’ STATEMENT

The Directors state that they have made all reasonable enquiries and on that basis have reasonable grounds to believe that any statements made by the Directors in this Prospectus are not misleading or deceptive and that in respect to any other statements made in this Prospectus by other persons, the Directors have made reasonable enquiries and on that basis have reasonable grounds to believe that persons making the statement or statements were competent to make such statements, that those persons have given their consent to the statements being included in this Prospectus in the form and context in which they are included and have not withdrawn that consent before lodgement of this Prospectus with ASIC, or to the Directors’ knowledge, before any issue of Shares pursuant to this Prospectus. This Prospectus is prepared on the basis that certain matters may reasonably be expected to be known to likely investors or their professional advisors.

Each of the Directors has consented to the lodgement of this Prospectus in accordance with Section 720 of the Corporations Act 2001 and has not withdrawn that consent.

Dated 19 November 2010



Signed for and on behalf of

MacPhersons Reward Gold Limited

Morrie Goodz

Managing Director

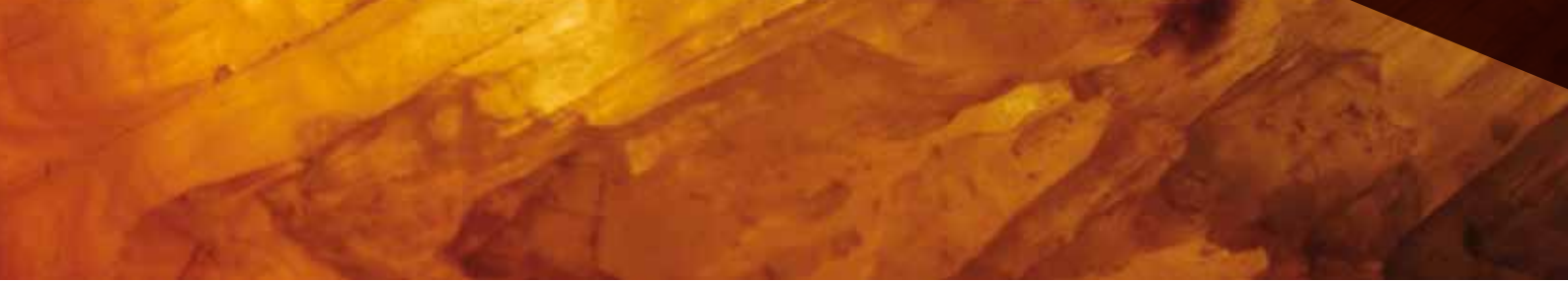
10. DEFINITIONS

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

Applicant	A person who submits an Application.
Application	A valid application to subscribe for Shares.
Application Form	The application form attached to this Prospectus.
Application Monies	Monies received by the Company from Applicants.
ASIC	Australian Securities and Investments Commission.
ASTC	ASX Settlement And Transfer Corporation Pty Limited ACN 008 504 532.
ASX	ASX Limited ACN 008 624 691, and where the context permits, the Australian Securities Exchange operated by ASX Limited.
Au	Gold
Auditors	HLB Mann Judd ABN 22 193 232 714
Board	The board of Directors unless the context indicates otherwise.
Business Day	A day other than a Saturday or Sunday on which banks are open for business in Perth, Western Australia.
CHESS	ASX Clearing House Electronic Subregistry System.
Closing Date	15 December 2010
Company or MRP	MacPhersons Reward Gold Limited ACN 139 357 967.
Constitution	Company's constitution.
Corporations Act 2001	Corporations Act 2001 (Cth).
Directors	The directors of the Company as at the date of this Prospectus.
DMP	Department of Mines and Petroleum (WA)
Dollars or \$	Australian dollars unless otherwise stated.
Electronic Prospectus	The electronic form of this Prospectus.
Exposure Period	The period of seven (7) days after the date of lodgement of this Prospectus, which period may be extended by the ASIC by not more than seven (7) days pursuant to Section 727(3) of the Corporations Act 2001.
g/t	Grammes of gold per tonne of material
Independent Geologist	CSA Global Pty Ltd ACN 077 165 532
Independent Geologist's Report	The report contained in Section 4 of this Prospectus.
Investigating Accountant	HLB Mann Judd ABN 22 193 232 714
Investigating Accountant's Report	The report contained in Section 5 of this Prospectus.
JORC Code	Has the same meaning as in Appendix 5A of the Listing Rules.
Listing Rules	Listing Rules of ASX.

10. DEFINITIONS

Maximum Subscription	Means the raising of \$30,000,000 by acceptance of Applications for 100,000,000 Shares under this Prospectus.
MacPhersons Reward Mine	The four interconnected open pits being the Powell pit, MacPhersons pit, Salvo pit and Kerry pit contained within mining licence M15/133
Mineral Resource	A specific body of mineral-bearing material identified in accordance with the JORC code.
Minimum Subscription	Means the raising of \$20,000,000 by acceptance of Applications for 66,666,667 Shares under this Prospectus.
Moz	Million ounces.
MRPL	MacPhersons Reward Pty Ltd (ACN 130 249 320)
mtpa	Million tonnes per annum.
Offer	The invitation to the public to apply for a total of 100,000,000 Shares.
Offer Period	The period commencing on the Opening Date and ending on the Closing Date.
Official List	The Official List of ASX.
Opening Date	The date on which the Offer opens being 26 November 2010.
Option	An option to acquire a Share on the terms set out in Section 9.2.
Option Agreement	The option for the Company to acquire MRPL as described in Section 9.3.1
Patersons	Patersons Securities Limited ABN 69 008 896 311
Plan Options	An option to acquire a Share issued under the Option Plan as set out in Section 9.10.
Project	MacPhersons Reward Mine and prospects and deposits contained on the Tenements.
Prospectus	This prospectus dated 19 November 2010 and includes the Electronic Prospectus.
Quotation	Quotation of the Shares on ASX.
Reserve	The economically mineable part of a Mineral Resource.
Share	One (1) fully paid ordinary share in the Company.
Share Registry	Computershare Investor Services Pty Ltd (ACN 078 279 277)
Shareholder	A holder of Shares.
Solicitors' Report on Mining Tenements	The report contained in Section 6 of this Prospectus.
Tenement	All of the tenements listed in the Schedule of Mining Tenements in the Solicitor's Report on Mining Tenements
WST	Western Standard Time, Perth, Western Australia.



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MACPHERSONS
REWARD GOLD LIMITED
ABN 98 139 357 967

Registry Use Only

Application Form

This Application Form is important. If you are in doubt as to how to deal with it, please contact your stockbroker or professional adviser without delay. You should read the entire prospectus carefully before completing this form. To meet the requirements of the Corporations Act, this Application Form must not be distributed unless included in, or accompanied by, the prospectus.

Broker Code

Adviser Code

A I/we apply for

Number of Shares in MacPhersons Reward Gold Limited at \$0.30 per Share or such lesser number of Shares which may be allocated to me/us

B I/we lodge full Application Money

A\$

C Individual/Joint applications - refer to naming standards overleaf for correct forms of registrable title(s)

Title or Company Name	Given Name(s)	Surname

Joint Applicant 2 or Account Designation

--

Joint Applicant 3 or Account Designation

--

D Enter your postal address - Include State and Postcode

Unit	Street Number	Street Name or PO Box /Other Information

--

City / Suburb / Town	State	Postcode

E Enter your contact details

Contact Name

Telephone Number - Business Hours / After Hours

()

F CHESS Participant

Holder Identification Number (HIN)

X

Please note that if you supply a CHESS HIN but the name and address details on your form do not correspond exactly with the registration details held at CHESS, your application will be deemed to be made without the CHESS HIN, and any securities issued as a result of the IPO will be held on the Issuer Sponsored subregister.

Payment details – Please note that funds are unable to be directly debited from your bank account

Drawer	Cheque Number	BSB Number	Account Number	Amount of cheque
				A\$ <input style="width: 90%; height: 40px;" type="text"/>

Make your cheque or bank draft payable to MacPhersons Reward Gold Limited - Application A/C

By submitting this Application Form, I/we declare that this application is completed and lodged according to the Prospectus and the declarations/statements on the reverse of this Application form and I/we declare that all details and statements made by me/us (including the declaration on the reverse of this Application Form) are complete and accurate. I/we agree to be bound by the Constitution of the Company. I/We authorise the Company to complete or amend this Application Form where necessary to correct any errors or omissions.

See back of form for completion guidelines



How to complete this form

A Shares Applied for

Enter the number of Shares you wish to apply for. The application must be for a minimum of 10,000 Shares. Applications for greater than 10,000 Shares must be in multiples of 1,000 Shares.

B Application Monies

Enter the amount of Application Monies. To calculate the amount, multiply the number of Shares by the price per Share.

C Applicant Name(s)

Enter the full name you wish to appear on the statement of share holding. This must be either your own name or the name of a company. Up to 3 joint Applicants may register. You should refer to the table below for the correct forms of registrable title. Applications using the wrong form of names may be rejected. Clearing House Electronic Subregister System (CHES) participants should complete their name identically to that presently registered in the CHES system.

D Postal Address

Enter your postal address for all correspondence. All communications to you from the Registry will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.

E Contact Details

Enter your contact details. These are not compulsory but will assist us if we need to contact you.

F CHES

MacPhersons Reward Gold Limited (the Company) will apply to the ASX to participate in CHES, operated by ASX Settlement and Transfer Corporation Pty Ltd, a wholly owned subsidiary of Australian Securities Exchange Limited. In CHES, the company will operate an electronic CHES Subregister of security holdings and an electronic Issuer Sponsored Subregister of security holdings. Together the two Subregisters will make up the Company's principal register of securities. The Company will not be issuing certificates to applicants in respect of Shares allotted. If you are a CHES participant (or are sponsored by a CHES participant) and you wish to hold Shares allotted to you under this Application on the CHES Subregister, enter your CHES HIN. Otherwise, leave this section blank and on allotment, you will be sponsored by the Company and allocated a Securityholder Reference Number (SRN).

G Payment

Make your cheque or bank draft payable to MacPhersons Reward Gold Limited - Application A/C in Australian currency and cross it Not Negotiable. Your cheque or bank draft must be drawn on an Australian Bank.

Complete the cheque details in the boxes provided. The total amount must agree with the amount shown in box B. **Please note that funds are unable to be directly debited from your bank account.**

Cheques will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques returned unpaid may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the Application Form where indicated. Cash will not be accepted. Receipt for payment will not be forwarded.

Before completing the Application Form the applicant(s) should read this prospectus to which this application relates. By lodging the Application Form, the applicant agrees that this application for Shares in MacPhersons Reward Gold Limited is upon and subject to the terms of the prospectus and the Constitution of MacPhersons Reward Gold Limited, agrees to take any number of Shares that may be allotted to the Applicant(s) pursuant to the prospectus and declares that all details and statements made are complete and accurate. It is not necessary to sign the Application Form.

Lodgement of Application

Application Forms must be received by Computershare Investor Services Pty Limited Perth by no later than 4pm WST on the Closing Date. You should allow sufficient time for this to occur. Return the Application Form with cheque(s) attached to:

Computershare Investor Services Pty Limited
GPO Box D182
PERTH WA 6840

Neither CIS nor the Company accepts any responsibility if you lodge the Application Form at any other address or by any other means.

Privacy Statement

Personal information is collected on this form by Computershare Investor Services Pty Limited ("CIS"), as registrar for securities issuers ("the issuer"), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal information may be disclosed to our related bodies corporate, to external service companies such as print or mail service providers, or as otherwise required or permitted by law. If you would like details of your personal information held by CIS, or you would like to correct information that is inaccurate, incorrect or out of date, please contact CIS. In accordance with the Corporations Act 2001, you may be sent material (including marketing material) approved by the issuer in addition to general corporate communications. You may elect not to receive marketing material by contacting CIS. You can contact CIS using the details provided on the front of this form or e-mail privacy@computershare.com.au

If you have any enquiries concerning your application, please contact the Computershare Investor Services Pty Limited on 1300 850 505.

Correct forms of registrable title(s)

Note that ONLY legal entities are allowed to hold Shares. Applications must be made in the name(s) of natural persons, companies or other legal entities in accordance with the Corporations Act. At least one full given name and the surname is required for each natural person. The name of the beneficial owner or any other registrable name may be included by way of an account designation if completed exactly as described in the examples of correct forms of registrable title(s) below.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual - Use given name(s) in full, not initials	Mr John Alfred Smith	J.A Smith
Joint - Use given name(s) in full, not initials	Mr John Alfred Smith & Mrs Janet Marie Smith	John Alfred & Janet Marie Smith
Company - Use company title, not abbreviations	ABC Pty Ltd	ABC P/L ABC Co
Trusts - Use trustee(s) personal name(s) - Do not use the name of the trust	Ms Penny Smith <Penny Smith Family A/C>	Penny Smith Family Trust
Deceased Estates - Use executor(s) personal name(s) - Do not use the name of the deceased	Mr Michael Smith <Est John Smith A/C>	Estate of Late John Smith
Minor (a person under the age of 18) - Use the name of a responsible adult with an appropriate designation	Mr John Alfred Smith <Peter Smith A/C>	Peter Smith
Partnerships - Use partners personal name(s) - Do not use the name of the partnership	Mr John Smith & Mr Michael Smith <John Smith & Son A/C>	John Smith & Son
Clubs/Unincorporated Bodies/Business Names - Use office bearer(s) personal name(s) - Do not use the name of the club etc	Mrs Janet Smith <ABC Tennis Association A/C>	ABC Tennis Association
Superannuation Funds - Use the name of trustee of the fund - Do not use the name of the fund	John Smith Pty Ltd <Super Fund A/C>	John Smith Pty Ltd Superannuation Fund

I P O

M R P



MACPHERSONS
REWARD GOLD LIMITED
ABN 98 139 357 967

Registry Use Only

Application Form

This Application Form is important. If you are in doubt as to how to deal with it, please contact your stockbroker or professional adviser without delay. You should read the entire prospectus carefully before completing this form. To meet the requirements of the Corporations Act, this Application Form must not be distributed unless included in, or accompanied by, the prospectus.

Broker Code

Adviser Code

A I/we apply for

Number of Shares in MacPhersons Reward Gold Limited at \$0.30 per Share or such lesser number of Shares which may be allocated to me/us

B I/we lodge full Application Money

A\$

C Individual/Joint applications - refer to naming standards overleaf for correct forms of registrable title(s)

Title or Company Name	Given Name(s)	Surname

Joint Applicant 2 or Account Designation	Given Name(s)

Joint Applicant 3 or Account Designation	Given Name(s)

D Enter your postal address - Include State and Postcode

Unit	Street Number	Street Name or PO Box /Other Information

City / Suburb / Town	State	Postcode

E Enter your contact details

Contact Name

Telephone Number - Business Hours / After Hours
()

F CHESS Participant

Holder Identification Number (HIN)
X

Please note that if you supply a CHESS HIN but the name and address details on your form do not correspond exactly with the registration details held at CHESS, your application will be deemed to be made without the CHESS HIN, and any securities issued as a result of the IPO will be held on the Issuer Sponsored subregister.

Payment details – Please note that funds are unable to be directly debited from your bank account

Drawer	Cheque Number	BSB Number	Account Number	Amount of cheque
				A\$ <input style="width: 80%; height: 40px;" type="text"/>

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If you have any enquiries concerning your application, please contact the Computershare Investor Services Pty Limited on 1300 850 505.

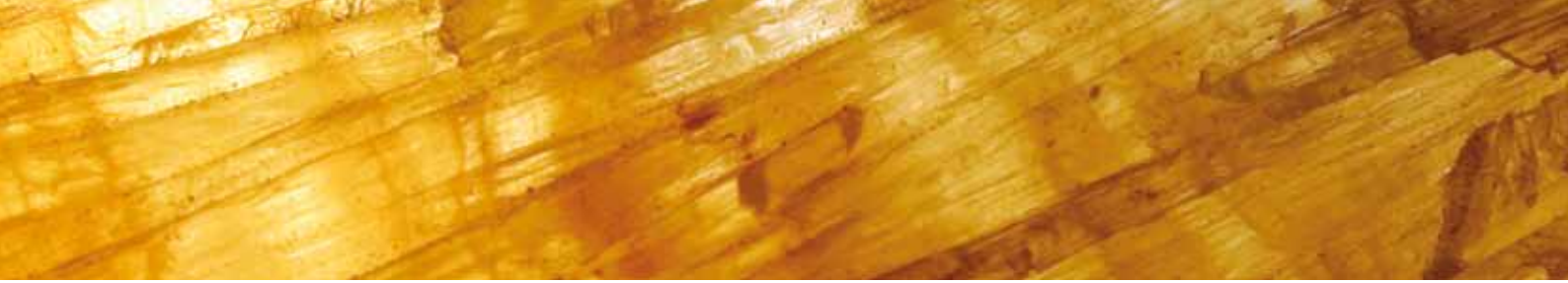
Correct forms of registrable title(s)

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I P O

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MACPHERSONS
REWARD GOLD LIMITED

macphersonsreward.com.au

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Kalgoorlie WA 6430

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Facsimile: 08 9021 5348