26 May 2022 **ASX/MEDIA RELEASE**

AERIS RESOURCES LIMITED (ASX:AIS)

Letter to Shareholders, Notice of Extraordinary General Meeting and Proxy Form

Aeris Resources Limited (ASX: **AIS**) (Aeris or the Company) advises that an Extraordinary General Meeting (**EGM** or **Meeting**) will be held at 10:00am (Brisbane time) on Friday, 24 June 2022 as a virtual meeting.

A copy of a letter mailed to shareholders who have elected to receive documents in hard copy, along with a copy of the Notice of Meeting and Proxy Form, is attached below.

As permitted by the *Corporations Act 2001* (Cth) and the Company's Constitution, the Company will not be dispatching physical copies of the Notice of Meeting to all shareholders. Instead, the Notice of Meeting and accompanying explanatory memorandum is being made available to shareholders electronically and can be viewed and downloaded at the following links:

https://www.aerisresources.com.au/investor-centre/ or https://www.asx.com.au/

If you have any questions about the EGM or Notice of Meeting, please contact the Share Registry on 1300 288 664 (for callers within Australia) or +61 2 9698 5414 (for overseas callers).

This announcement is authorised for lodgement by:
Mr. Andre Labuschagne
Executive Chairman

For further information, please contact:
Mr. Andre Labuschagne
Executive Chairman
Tel: +61 7 3034 6200, or visit our website at www.aerisresources.com.au

Notice of Extraordinary General Meeting

Dear Shareholder,

It is my pleasure to invite you to the Extraordinary General Meeting (**EGM** or **Meeting**) of Aeris Resources Limited (ASX: AIS) that will be held at **10:00am (Brisbane time) on Friday, 24 June 2022** as a virtual meeting.

The Notice of Meeting and Explanatory Memorandum for the EGM (**Notice of Meeting**) is available to view and download online at:

https://www.aerisresources.com.au/investor-centre/ or https://www.asx.com.au/

In accordance with the *Corporations Act 2001* (Cth) and the Company's Constitution, the Company will not be dispatching physical copies of the Notice of Meeting (**Notice of Meeting**) to shareholders unless the shareholder has made a valid election to receive documents in hard copy.

Attending the virtual Meeting

If you are planning to attend the meeting virtually you will need to follow the instructions in the Shareholder Registration and Voting guide attached to this letter and we would like to invite you to pre-register your details using the below details

https://bit.ly/3LHP4SI

Shareholders will be able to vote and ask questions at the virtual meeting. Shareholders are also encouraged to submit questions in advance of the meeting to the Company. Questions must be submitted in writing to the Company Secretary via email to investorrelations@aerisresources.com.au by **10:00am (Brisbane time) on Wednesday, 22 June 2022**.

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the AGM will need to login to the Automic website (https://investor.automic.com.au/#/home) with their username and password.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting.

How do I create an account with Automic?

To create an account with Automic, please go to the Automic website (https://investor.automic.com.au/#/home), click on 'register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

I have an account with Automic, what are the next steps?

Shareholders who have an existing account with Automic (Note: with a username and password) are advised to take the following steps to attend and vote virtually on the day of the EGM:

1. Login to the Automic website (https://investor.automic.com.au/#/home) using your username and password.
2. (**Registration on the day**) If registration for the virtual meeting is open, click on 'Meeting open for registration' and follow the steps.
3. (**Live voting on the day**) If live voting for the virtual meeting is open, click on 'Meeting open for voting' and follow the steps.

Voting by Proxy

Shareholders who wish to participate in the meeting virtually and who wish to vote on the day of the meeting can find further instructions on how to do so in the Notice of Meeting.

Alternatively, shareholders are strongly encouraged to complete and submit their vote by proxy by using one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: (1) Log in to the Automic website using the holding details as shown on the Proxy Form. (2) Click on 'View Meetings' – 'Vote'. (3) To use the online lodgment facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgment process please see the Online Proxy Lodgment Guide at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Your proxy voting instruction must be received by **10:00am (Brisbane time) on Wednesday, 22 June 2022,** being not later than 48 hours before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

If you have any queries regarding the EGM, require a hard copy of the Notice of Extraordinary Meeting, please contact your stockbroker, accountant, other independent professional adviser or the Company's registry, Automic Registry Services on 1300 288 664 (callers within Australia) or +61 2 9698 5414 (callers outside Australia) at any time between 9.00am to 5.00pm (AEST) Monday to Friday, up to the EGM date.

Yours sincerely,

André Labuschagne
Chairman

Aeris Resources Limited

Aeris Resources Limited ACN 147 131 977

Notice of Extraordinary General Meeting and Explanatory Memorandum

Date of Meeting: 24 June 2022

Time of Meeting: 10:00am (Brisbane time)

Place of Meeting: Virtually (online) at https://bit.ly/3LHP4SI

This Notice of Extraordinary General Meeting and Explanatory Memorandum should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay. Shareholders should also refer to the Independent Expert's Report contained inside this Notice. The Independent Expert has determined that the Proposed Transaction referred to in this Notice is not fair but reasonable to Shareholders.

Notice of Extraordinary General Meeting

26 May 2022

Dear Shareholder

As you may be aware, Aeris Resources Limited (**Company** or **Aeris**) announced on 28 April 2022 that it and its wholly owned subsidiary, Aeris HoldCo, had entered into binding agreement to acquire (**Proposed Transaction**) Round Oak Minerals Pty Limited (**Round Oak**) from Washington H. Soul Pattinson Limited (**WHSP**) the consideration for the Proposed Transaction comprises:

1. $80 million in cash (**Consideration Cash**); [1] and

2. the issue and allotment of fully paid ordinary shares (**Shares**) in the Company to WHSP, at a deemed issue price of $0.105 per share to a total value of $154 million, being 1,466,666,667 Shares (**Consideration Shares**).

Round Oak is the owner of a diverse portfolio of high-quality Australian copper and zinc assets, and on completion of the Proposed Transaction the addition of those assets to the existing Aeris portfolio will transform the Company into a diversified, mid-tier producer with significant high-grade ore reserve tonnes and further organic growth opportunities.

On completion of the Proposed Transaction, we will welcome WHSP as the Company's largest shareholder and Robert Millner, Chair of WHSP, will be nominated to join the Board of Aeris as a non-executive Director.

The Proposed Transaction is subject to certain conditions precedent; including shareholders in Aeris approving the Proposed Transaction. These approvals are being sought at an Extraordinary General Meeting (**Meeting**) to be held at 10:00am on 24 June 2022 virtually on an online platform at https://bit.ly/3LHP4SI. The process for attending and voting at the Meeting is discussed further below. A comprehensive Notice of Meeting and Explanatory Memorandum is attached.

Your directors unanimously recommend that you vote in favour of all resolutions.

The Company appointed BDO Corporate Finance Ltd (**BDO**) to prepare an Independent Expert's Report relating to the Proposed Transaction. The Independent Expert has concluded in that report that the Proposed Transaction is not fair but reasonable. BDO has come to this conclusion on the basis that under ASIC Policy, due to the size of WHSP's shareholding in Aeris on the conclusion of the Proposed Transaction, the transaction must be assessed as a "control transaction".

As a result, BDO has formed the view that the transaction is not fair because the fair value of an Aeris Share on a controlling interest basis prior to the Proposed Transaction is greater than the pro-forma value of an Aeris Share post the Proposed Transaction on a minority basis.

BDO has stated, based on a variety of factors, that it does not consider that the Proposed Transaction provides control to WHSP. This is consistent with Aeris' own view that despite the post transaction interest that WHSP will hold in Aeris, that holding will not give rise to a practical level of effective control of Aeris.

BDO has concluded that having regard to certain factors including the assessed value of Aeris on a minority basis and the strategic advantages of exposure to a larger and more diversified portfolio of assets, the Proposed Transaction is reasonable to Aeris shareholders.

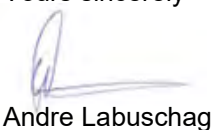
A copy of the Independent Expert's Report is included in the Explanatory Memorandum.

[1] The cash component of the consideration for the Proposed Transaction is subject to adjustments.

The Board of Directors of Aeris believes that the acquisition of the cash generative operations and a long life development project through Round Oak Minerals is an fantastic opportunity for Aeris shareholders and unanimously recommends that you vote in favour of all resolutions.

Your continued support is greatly appreciated.

Yours sincerely



Andre Labuschagne

Executive Chairman

Attending and Voting at the Meeting

The Company has adopted the following approach for the Meeting:

1. The Meeting will be held virtually (online) via an online platform, at investor.automic.com.au. There will be no physical attendance at the Meeting.

2. We encourage all shareholders and proxyholders to participate in the Meeting virtually via the online platform. If you are a shareholder and you wish to virtually attend the Meeting (which will be broadcast as a live webinar), please pre-register in advance for the virtual meeting here:

   https://bit.ly/3LHP4SI

   After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the Meeting.

3. To attend the virtual meeting, shareholders and proxyholders will need a desktop or mobile/tablet device with internet access to log onto the online platform on the morning of the Meeting and provide their details (**including their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) as applicable**) to be verified as a shareholder or proxyholder. Shareholders and proxyholders will be able to log in to the online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions set out in the Notice of Meeting and the Online Meeting Guide (which is attached to this Notice of Meeting). We recommend logging in to our online platform approximately 15 minutes prior to the scheduled start time for the Meeting.

4. Shareholders will be able to vote and ask questions at the virtual meeting. Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to the Company Secretary at investorrelations@aerisresources.com.au at least 48 hours before the Meeting. The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

5. Once the Meeting commences at 10:00am, shareholders and proxyholders will be able to listen to the Chairman of the Meeting talking live and in real time.

Voting virtually at the Meeting

6. Shareholders participating in the Meeting via the online platform will be able to vote directly at any time between the start of the Meeting at 10:00am (Brisbane time) and the closure of voting as announced by the Chairman during the Meeting. Shareholders who wish to vote virtually on the day of the Meeting will need to log in to the Automic website (https://investor.automic.com.au/#/home) with their *username* and *password*.

7. Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting. Shareholders who have an existing account with Automic (Note: with a *username* and *password*) are advised to take the following steps to attend and vote virtually on the day of the Meeting:

   (a) Login to the Automic website (https://investor.automic.com.au/#/home) using your username and password.

   (b) (**Registration on the day**) If registration for the virtual meeting is open, click on 'Meeting open for registration' and follow the steps.

(c) (**Live voting on the day**) If live voting for the virtual meeting is open, click on 'Meeting open for voting' and follow the steps.

For further information on the live voting process please see the Registration and Voting Guide at https://www.automicgroup.com.au/virtual-agms/

8. A detailed guide on how to participate virtually in the Meeting is set out in the Online Meeting Guide. The Online Meeting Guide explains how to ensure that the browser is compatible with the online platform, as well as a step-by-step guide to successfully log in and navigate the online platform. The Online Meeting Guide is attached at Schedule 4 to this Notice of Meeting which will be lodged with ASX.

How to create an account with Automic

9. To create an account with Automic, please go to the Automic website (https://investor.automic.com.au/#/home), click on 'register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic

Voting by Proxy

10. To vote by proxy, please see the instructions on page 28.

Voting by Poll

11. Each Resolution considered at the Meeting will be decided on a poll.

Notice of Extraordinary General Meeting

Notice is given that an Extraordinary General Meeting of Shareholders of Aeris Resources Limited (ACN 147 131 977) (**Company**) will be held:

Date of Meeting: 24 June 2022

Time of Meeting: 10:00am Brisbane time)

Place of Meeting: Virtually (online) at: https://bit.ly/3LHP4Sl

Terms used in this Notice of Meeting are defined in section 7 of the accompanying Explanatory Memorandum.

The Explanatory Memorandum and the Proxy Form accompanying this Notice of Meeting are incorporated in and comprise part of this Notice of Meeting.

Resolution 4 of this Notice of Meeting contains a resolution to consolidate the issued capital of the Company. Unless otherwise noted, all references to the quantum of securities in this Notice of Meeting and Explanatory Memorandum are expressed on a Pre-Consolidation basis.

Agenda

Special business

The agenda for the meeting is as follows:

1. Resolution 1 – Approval of issue of Consideration Shares to WHSP under the Proposed Transaction

To consider and, if thought fit, pass the following resolution, as an **Ordinary Resolution** of the Company, with or without amendment:

"That, for the purposes of section 611 item 7 of the Corporations Act, the Listing Rules and for all other purposes, approval be given for the Company's entry into and performance of the transactions contemplated by the Share Purchase Agreement, including:

(a) the Company to issue 1,466,666,667 Shares to Washington H. Soul Pattinson Limited (being the Consideration Shares); and

(b) Washington H. Soul Pattinson Limited to acquire Voting Power in the Company to a maximum of 31.38% as a result of the issuance of the 1,466,666,667 Shares,

on the terms and conditions as summarised in the Explanatory Memorandum."

Note: An Independent Expert's Report has been prepared by BDO Corporate Finance Ltd for the purposes of shareholder approval of Resolution 1 under section 611 item 7 of the Corporations Act. The report is annexed as Schedule 1 of the Explanatory Memorandum and should be carefully considered by shareholders. The Independent Expert has concluded that the transaction being approved under Resolution 1 is not fair but reasonable to Shareholders as at the date of the Independent Expert's Report.

Voting Exclusions

In accordance with section 611 item 7 of the Corporations Act, no votes may be cast in favour of Resolution 1 by Washington H. Soul Pattinson Limited, being the person proposing to make

the acquisition of Shares, or any of its Associates for the purposes of Chapter 6 of the Corporations Act.[2]

2. Resolution 2 – Ratification of previous issue of Placement Shares

To consider and, if thought fit, pass the following resolution, as an **Ordinary Resolution** of the Company, with or without amendment:

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 418,326,315 Shares at an issue price of $0.105 per Share on the terms and conditions set out in the Explanatory Memorandum, which were issued on 9 May 2022 to the Placement Participants."

Voting Exclusions

The Company will disregard any votes cast in favour of this Resolution by or on behalf of the Placement Participants or an associate of those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3. Resolution 3 – Approval to issue Shares under Conditional Placement

To consider and, if thought fit, pass the following resolution, as an **Ordinary Resolution** of the Company, with or without amendment:

"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 162,781,913 Shares to Paradice Investment Management Pty Ltd at an issue price of $0.105 per Share on the terms and conditions set out in the Explanatory Memorandum."

[2] Section 611 of the Corporations Act also requires the Company to disregard votes cast in favour of the resolution by the persons (if any) from whom the acquisition is to be made and their associates, however as the proposed acquisition relates to an issue of shares, there is no person "from whom the acquisition is to be made" accordingly, Associates of the Company for the purposes of Chapter 6 (if any) can vote in favour of the Resolution. The Company is not aware of any Associates for these purposes.

Voting Exclusions

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person.

However, this does not apply to a vote cast in favour of this Resolution by:

- a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4. Resolution 4 – Consolidation of Share Capital

To consider and, if thought fit, pass the following resolution, as an **Ordinary Resolution** of the Company, with or without amendment:

"That, pursuant to and in accordance with section 254H of the Corporations Act, the Listing Rules, and for all other purposes the issued capital of the Company be consolidated on the basis that:

(a) every 7 Shares be consolidated into 1 Share;

(b) the consolidation take effect on the earlier of:

a. where either or both of Resolution 1 and Resolution 3 are passed, the date that is 5 Business Days after the issue of all Consideration Shares and Paradice Shares (as applicable) that are approved under Resolutions 1 and 3; and

b. where neither Resolution 1 nor Resolution 3 are passed, the date that is 5 Business Days after the Meeting;

(c) every 7 Performance Rights be consolidated into 1 Performance Right in accordance with the Listing Rules; and

(d) where the consolidation results in a fraction of a Share or Performance Right being held, the Company be authorised to round that fraction up or down to the nearest whole number, with entitlements to less than half of a Share or Performance Right rounded down,

and otherwise on the terms and conditions set out in the Explanatory Memorandum."

5. Independent Expert's Report

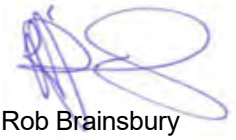
Shareholders should carefully consider the Independent Expert's Report (**attached** as Schedule 1 of the Explanatory Memorandum) prepared for the purpose of the Shareholder approval required under section 611 item 7 of the Corporations Act. The Independent Expert's Report comments on the fairness and reasonableness of the Proposed Transaction (including Washington H. Soul Pattinson Limited acquiring up to 31.38% Voting Power in the Company) to the Shareholders.

The Independent Expert has determined that the Proposed Transaction is not fair but reasonable to Shareholders as at the date of the Independent Expert's Report.

Other business

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

By order of the Board



Rob Brainsbury
Company Secretary
Aeris Resources Limited
26 May 2022

Explanatory Memorandum

Introduction

This Explanatory Memorandum is provided to shareholders of Aeris Resources Limited ACN 147 131 977 (**Company**) in connection with the business to be considered at an Extraordinary General Meeting of Shareholders to be held virtually (online) at https://bit.ly/3LHP4SI at 10:00am on 24 June 2022 (Brisbane time).

The Notice of Meeting, which is also **enclosed**, sets out details of proposals concerning the Resolutions to be put to Shareholders.

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Unless otherwise defined, terms used in this Explanatory Memorandum are defined in Section 7.

1. Background to the Resolutions and the Proposed Transaction

1.1 Acquisition of Round Oak

As announced on 28 April 2022, the Company and Aeris HoldCo entered into a binding share purchase agreement (**SPA**) with Washington H. Soul Pattinson Limited (**WHSP**) to acquire 100% of the issued capital in Round Oak Minerals Pty Limited (**Round Oak**) for $234 million (**Proposed Transaction**).

Round Oak is a wholly owned subsidiary of WHSP and is the owner of a diverse portfolio of high-quality Australian copper and zinc assets.

The $234 million purchase price will be comprised of:

(a) an $80 million cash payment; [3]

(b) the issue of 1,466,666,667[4] ordinary shares in Aeris to WHSP at a deemed issue price of $0.105 per share to a total value of $154 million (**Consideration Shares**), subject to Shareholder approval.

A summary of the key terms of the SPA are set out in Schedule 2, of this Explanatory Memorandum.

1.2 Capital Raising

The Company conducted a fully underwritten capital raising to raise the funds required for the Proposed Transaction to raise approximately $117.1 million (before costs of the capital raising) comprising:

(a) an underwritten upfront placement to institutional investors at a price of $0.105 per share which raised $43.9 million (**Unconditional Placement**), discussed further at section 3.1;

(b) an underwritten placement to Paradice at a price of $0.105 per share to raise $17.1 million which is subject to Shareholder approval (**Conditional Placement**), discussed further at section 4.1; and

[3] The cash component of the consideration for the Proposed Transaction is subject to adjustments.
[4] If approved, these Shares would be issued prior to any Share Consolidation and therefore are expressed on a Pre-Consolidation basis.

(c) an underwritten, pro-rata accelerated non-renounceable entitlement offer to existing retail and institutional shareholders on the basis of 1 new share for every 4.22 shares held, to raise up to $56.1 million (**Entitlement Offer**).

1.3 Indicative timetable

Event	Indicative Date
Announcement of Proposed Transaction	28 April 2022
Completion of the Unconditional Placement	2 May 2022
Completion of the Entitlement Offer	19 May 2022
Notice of Meeting	26 May 2022
Meeting	24 June 2022
Anticipated Completion of the SPA[5]	1 July 2022
Issue of the Consideration Shares and Paradice Shares	1 July 2022

Note: The dates shown in this table are indicative only and may vary including as a result of requirements of the Corporations Act, Listing Rules, a delay in holding the Meeting and a delay on the part of any person affecting completion under the SPA.

1.4 About WHSP

WHSP is an Australian public company which has been on the Australian Securities Exchange since 1903.

Its principal business is that of an investment house with investments in a diverse portfolio of assets across a range of industries. With origins in owning and operating Australian pharmacies, WHSP's portfolio now encompasses investments in natural resources, building materials, telecommunications, retail, agriculture, property and corporate advisory.

As at the date of this Notice, WHSP is not a Shareholder of the Company.

1.5 Core Round Oak Assets

The Consideration Shares are being issued to WHSP under the SPA as partial consideration for all of WHSP's shares in Round Oak, which is an Australian resources company and currently operates two main mining centres and a development project:

- the Jaguar Zn/Cu mine in Western Australia;
- the Mt Colin Cu mine in North West Queensland; and
- the Stockman Cu/Zn development project in Victoria,

(together, the **Core Round Oak Assets**).

Both Jaguar and Stockman are highly prospective for further discoveries and there is also an attractive exploration tenement package in North-West Queensland, including the Barbara deposit.

[5] This is an anticipated date only. The actual Completion date of the SPA will be determined by, and is subject to, the satisfaction or waiver of a number of conditions precedent, including the approval being sought under Resolution 1. See Schedule 2 for the key terms of the SPA.

Jaguar Zn/Cu Mine – located 65km north of Leonora, Western Australia and consisting of the Bentley underground mine (in production), the Triumph deposit (undeveloped), and the Jaguar and Teutonic Bore mines (which were both previously operating but are now on care and maintenance). During FY23, a resource definition drilling program at Turbo and upgrades to the Bentley Mine infrastructure will be undertaken. Future mine life extensions are being investigated, supported by multiple near-term exploration targets as well as a demonstrated history of resource replacement over its operating life.

Mt Colin Cu Mine and North West Queensland exploration tenements – Mt Colin is an underground mining operation, located mid-way between Mt Isa and Cloncurry. Ore from Mt Colin is trucked to Evolution Mining's Ernest Henry operation for third-party processing. The majority of capital at Mt Colin has been spent and the mine is expected to be cash generative over the next two years. The North-West Queensland exploration tenements includes the former Barbara open pit mining operation (currently on care and maintenance) upon which a study has been completed on a potential underground operation. The large regional tenement package is located in the highly endowed Mount Isa and Cloncurry regions and will give Aeris a strategic footprint in the region.

Stockman Project – an underground Cu/Zn development project located in North East Victoria with all primary approvals in place. Stockman is expected to underpin the long-term production profile of Aeris and has significant exploration potential. Round Oak is currently undertaking a Definitive Feasibility Study with a Final Investment Decision expected in FY23.

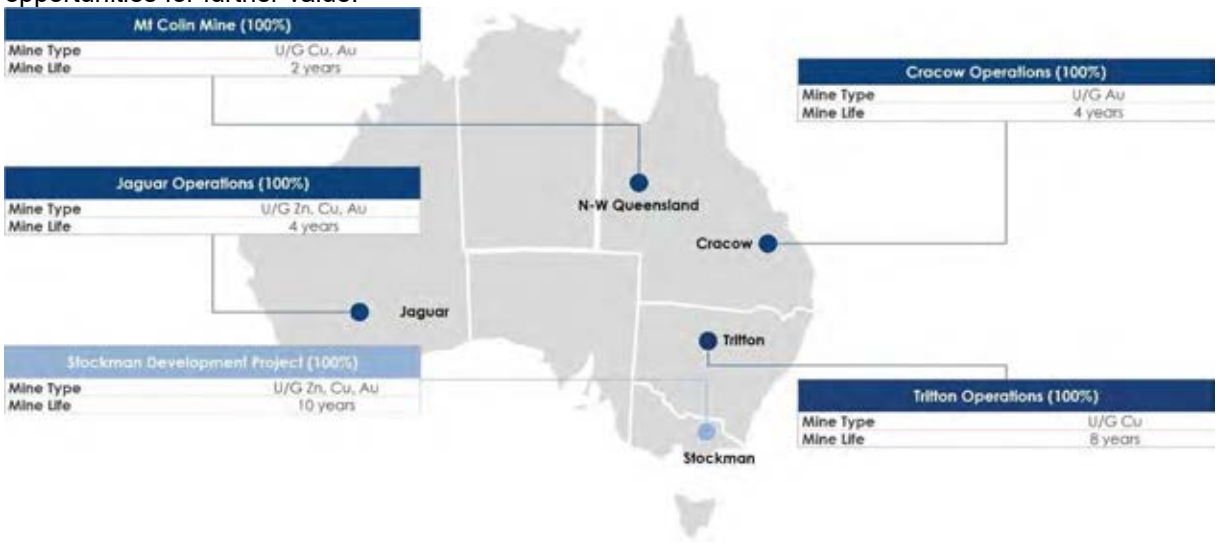
Further information regarding the Core Round Oak Assets is contained in the Independent Experts Report **attached** to this Notice of Meeting and Explanatory Memorandum. See also the Company's ASX Announcement of 28 April 2022 entitled "Round Oak – Mineral Resource and Ore Reserve Statements" for more information about the mineral resources and ore reserves of the Core Round Oak Assets.

Upon completion of the SPA, the Company will wholly own Round Oak and, therefore, will be the sole beneficial owner of the Core Round Oak Assets.

1.6 Reasons to vote in favour of Proposed Transaction and Resolutions

(a) **The Proposed Transaction is "on strategy" for Aeris**

The Proposed Transaction is consistent with Aeris' stated strategy to acquire advanced base metals assets in Australia to become a mid-tier producer. The Proposed Transaction significantly upgrades Aeris' asset portfolio and provides multiple opportunities for further value.



(b) **Increased corporate scale, diversification and mine life**

The Proposed Transaction will result in a material increase in the Company's production profile. It will create a diversified business with four operating mines and a high value commodity mix. The Proposed Transaction also introduces an advanced development project with primary approvals in place. Aeris will be a long life producer. See Aeris' announcement of 28 April 2022 for further information regarding the Reserves, Resources and production profile of the combined Aeris and Round Oak Minerals group.

(c) **Strengthens near term cash flow profile and balance sheet**

The strong cash flow generation from operation and post-transaction balance sheet will support development activities at Tritton and Stockman. The combined group is forecast to generate some $306 million in EBITDA in FY23. After the Proposed Transaction, Aeris will remain debt-free.

(d) **Platform for further growth**

Near mine exploration targets at all Aeris and Round Oak assets provide the potential to further extend current mine lives. The Proposed Transaction delivers a large, underexplored tenement package with regional exploration opportunities.

(e) **Maintains a copper dominant portfolio**

The long life assets increase Aeris' exposure to copper, which has a strong long-term outlook based on fundamentals.

(f) **The Independent Expert has concluded that the Proposed Transaction is not fair but reasonable**

The Company appointed BDO Corporate Finance Ltd (**BDO**) to prepare an Independent Expert's Report relating to the Proposed Transaction. The Independent Expert has concluded in that report that the Proposed Transaction is not fair but reasonable to Shareholders as at the date of the report. BDO has come to this conclusion on the basis that under ASIC Policy, due to the size of WHSP's shareholding in Aeris on the conclusion of the Proposed Transaction, the transaction must be assessed as a "control transaction".

As a result, BDO has formed the view that the transaction is not fair because the fair value of an Aeris Share on a controlling interest basis prior to the Proposed Transaction is greater than the pro-forma value of an Aeris Share post the Proposed Transaction on a minority basis.

BDO has stated, based on a variety of factors, that it does not consider that the Proposed Transaction provides control to WHSP. This is consistent with Aeris' own view that despite the post transaction interest that WHSP will hold in Aeris, that holding will not give rise to a practical level of effective control of Aeris.

BDO has concluded that having regard to certain factors including the assessed value of Aeris on a minority basis and the strategic advantages of exposure to a larger and more diversified portfolio of assets, the Proposed Transaction is reasonable to Aeris shareholders.

A copy of the Independent Expert's Report is included in this Explanatory Memorandum.

(g) **Shareholder support**

Tudor Court and Paradice became substantial shareholders of Aeris in 2020 and continue to be the largest and second largest shareholder respectively. Tudor Court and Paradice subscribed for approximately 47.6 million and 84.0 million shares

respectively under the Entitlement Offer and the Unconditional Placement. This implies that both Tudor and Paradice are supportive of the transaction.

(h) **Unanimous Board support**
After carefully considering all the advantages and disadvantages of the Proposed Transaction for shareholders, the Directors of Aeris unanimously recommend that shareholders vote in favour of all Resolutions.

1.7 Reasons you may consider voting against the Proposed Transaction and Resolutions

(a) **You may not agree with the recommendation of the Aeris Board and the Independent Expert**

(b) **Your percentage shareholding in the Company will be diluted**
If all the Resolutions are passed and the Proposed Transaction is completed, current shareholders interest in the Company will reduce from 100% to approximately 66% as a result of the Consideration Shares issued to WHSP and the Paradice Shares issued under the Conditional Placement.

(c) **WHSP will have a shareholding in excess of 30%**
WHSP's shareholding following approval of the Resolutions and completion of the Proposed Transaction will be greater than 30%, giving it the ability to block special resolutions and schemes of arrangement. Any future takeover offer of Aeris may require the support of WHSP to progress.

(d) **The risk profile of Aeris after the Proposed Transaction may not be consistent with your investment objectives**
The Proposed Transaction will introduce two new operating mines as well as the development stage Stockman project. This will result in the introduction of new areas of risk for the Company to manage as part of its operations. There is also a change in the scale of Aeris' activities associated with the acquisition. The new Aeris, and associated change in risk profile and scale, may not be consistent with your investment objectives and you may prefer that the Company not proceed with the Proposed Transaction.

1.8 Pro forma capital structure

The table below shows the capital structure of the Company at the date of this Notice and upon completion of the Proposed Transaction and Conditional Placement:[6]

[6] This table is expressed on a Pre-Consolidation basis, only includes Shares (the Company also has 48,782,493 performance rights on issue) and also assumes completion of the Conditional Placement which is subject to Shareholder approval under Resolution 3.

Securities	Existing Shares	Existing Voting Power	Completion Shares	Completion Voting Power[7]
Existing Shareholders[8]	2,408,516,185	75.10%	2,408,516,185	49.80%
WHSP	0	0.00%	1,466,666,667	30.32%[9]
Tudor Court	478,256,110	14.91%	478,256,110	9.89%
Paradice	320,396,125	9.99%	483,178,038	9.99%
Total:	**3,207,168,420**	**100%**	**4,836,617,000**	**100.00%**

1.9 Pro forma statement of financial position

The unaudited pro forma statement of financial position for the Company showing the position of the Company at completion of the Proposed Transaction is set out in Schedule 3.

1.10 New Board Appointment

WHSP will nominate Robert Millner, Chairman of WHSP, to be appointed to the board of the Company, and such appointment will take effect upon completion of the SPA (subject to receipt of the necessary consents).

Mr Millner has been a non-executive Director of WHSP since 1984 and was appointed Chairman of WHSP in 1998. Mr Millner has extensive experience in the investment industry having acted as a director on a variety of listed companies. Further information regarding Mr Millner is available in WHSP's Annual Report (a copy of which is available on www.asx.com.au).

2. Resolution 1: Approval of issue of Consideration Shares to WHSP under the Proposed Transaction

2.1 Consideration Shares

As announced on 28 April 2022, and described above in section 1, the Company and Aeris HoldCo entered into a binding SPA with WHSP to acquire 100% of the issued capital in Round Oak for $234 million.

Part of the $234 million purchase price will be comprised of the issue of the Consideration Shares, being 1,466,666,667[10] ordinary shares in Aeris to WHSP at a deemed issue price of $0.105 per share representing a total value of $154 million.

Under the terms of the SPA, the Company must obtain shareholder approval for the issue of the Consideration Shares to WHSP.

2.2 Takeover Prohibition

Section 606 of the Corporations Act contains a prohibition on a person acquiring a Relevant Interest in issued voting shares in a listed company through a transaction which results in the

[7] If the Proposed Transaction proceeds but the Conditional Placement does not proceed the Voting Power listed in this column will increase other than for Paradice which will be lower at 6.86%. WHSP's Voting Power would be 31.38%.
[8] Excluding Paradice and Tudor Court.
[9] For the purposes of this Notice and Explanatory Memorandum WHSP's Voting Power has been rounded down from approximately 30.324226% to 30.32%.
[10] If approved, these Shares would be issued prior to any Share Consolidation and therefore are expressed on a Pre-Consolidation basis.

person's or someone else's Voting Power in the Company increasing from below 20% to more than 20%, or from a starting point of more than 20% to a higher percentage.

Relevant Interest

A "Relevant Interest" arises if (among other things) the person has the ability to exercise, or control the exercise of, a right to vote **attached** to shares. A person also has a Relevant Interest in any securities held by a body corporate in which that person's voting power exceeds 20%.

Voting Power

A person's "Voting Power" for these purposes means the total number of votes attaching to shares that the person and its Associates have a Relevant Interest in, expressed as a percentage of total votes attaching to all shares in the entity.

Exception – s611 item 7 of the Corporations Act

However, an acquisition is not prohibited if it has been approved by a resolution of the listed entity under section 611 item 7 of the Corporations Act.

Accordingly, Shareholder approval under section 611 item 7 of the Corporations Act is being sought under Resolution 1 to permit the Company to issue the Consideration Shares to WHSP, which will result in WHSP acquiring a Relevant Interest in more than 20% of the Company's voting Shares.

2.3 Prescribed Information

In order for the Company to rely on the exemption in section 611 item 7 of the Corporations Act, Shareholders must be given all information known to the person proposing to make the acquisition (**Share Acquirer**) or their Associates, or known to the Company, that is material to the decision of how to vote on the resolutions. In ASIC Regulatory Guide 74 (**RG74**), ASIC has indicated what additional information should be provided to Shareholders in these circumstances.

Identity of the Share Acquirer and its associates

The Consideration Shares will be issued to WHSP as partial consideration for the sale of all of the issued share capital in Round Oak pursuant to the Proposed Transaction. WHSP is not a related party of the Company or Aeris HoldCo, nor is WHSP an existing Shareholder at the date of this Notice. WHSP's Associates in relation the Proposed Transaction are its subsidiaries, details of which are included in WHSP's Annual Report (a copy of which is available on www.asx.com.au).

See section 1.4 for further information relating to WHSP and its relationship to the Company.

The maximum extent of the increase of WHSP's Voting Power

As at the date of this Notice, WHSP is not a Shareholder of the Company. The maximum Voting Power that WHSP will obtain in the Company as a result of being issued the Consideration Shares at completion of the SPA is:

(a) in the unlikely event that the Conditional Placement does not complete, 31.38% (which is an increase of 31.38%); and

(b) where the Conditional Placement does complete, 30.32% (which is an increase of 30.32%).[11]

The Company has no reason to believe that the Conditional Placement would not complete, however such circumstances would arise if Resolution 3 is not approved at the Meeting.

WHSP and its Associates Voting Power

Mr Millner, a director of WHSP currently has a Relevant Interest in 5,000,000 Shares, however for the purposes of calculating WHSP's Voting Power under the Corporations Act, Mr Millner is not considered an Associate and accordingly Mr Millner's Shares are not included in WHSP's Voting Power. None of WHSP's other Associates are Shareholders of the Company or are expected to become Shareholders of the Company. Accordingly, the Proposed Transaction will not result in a direct increase in the Voting Power of any of WHSP's Associates, however the Voting Power of each of WHSP's Associates will be equivalent to that of WHSP by virtue of the association.

For completeness it is noted that WHSP had the following substantial shareholders (as disclosed in notices received by WHSP).

WHSP Substantial Shareholders	Ordinary WHSP shares held	% of WHSP's issued shares
Brickworks Limited and its subsidiaries	94,314,855	26.14
Mr Robert Dobson Millner	22,510,768	6.24
Mr Thomas Charles Dobson Millner	21,655,464	6.00

None of these WHSP substantial shareholders are considered an Associate of WHSP for the purposes of calculating WHSP's Voting Power under the Corporations Act or for the purposes of Chapter 6 of the Corporations Act generally.

Reasons for the proposed issue of the Consideration Shares

The Consideration Shares are being issued to WHSP as partial consideration for the sale of all of the issued shares in Round Oak, which is a wholly-owned subsidiary of WHSP. Upon completion of the SPA, the Company will own Round Oak and therefore own the assets and businesses of Round Oak, including the Core Round Oak Assets, as further described in section 1.5.

Material terms of the acquisition of Voting Power

A summary of the material terms of the SPA are set out in Schedule 2 of this Explanatory Memorandum.

When the proposed acquisition of Voting Power is to occur

As set out in section 1.4, the Consideration Shares will be issued to WHSP at completion of the SPA, which is currently expected to occur on 1 July 2022, subject to satisfaction of the conditions precedent under the SPA.

[11] For the purposes of this Notice and Explanatory Memorandum WHSP's Voting Power has been rounded down from approximately 30.324226% to 30.32%.

Details of the terms of any other relevant agreements between the Share Acquirer and the Company (or any of their associates) that is conditional on (or directly or indirectly depends on) members' approval of the Proposed Transaction

The Company will enter into the "Ancillary Documents" as described in Schedule 2, including relevantly an escrow deed pursuant to which WHSP agrees not to dispose of that portion of the Considerations Shares representing 19.99% of the total share capital issued in Aeris as at the issue date of the Consideration Shares for two years from the date of issue (subject to certain exceptions).

WHSP's intentions regarding the future of the Company

Other than as disclosed elsewhere in this Notice, WHSP:

- does not have any intention to change the business of the Company;
- does not presently propose to inject further capital into the Company in the immediate future and may participate in any of the Company's future capital raisings depending on the circumstances at the time;
- does not intend to change the employment arrangements of the Company;
- does not propose to transfer any assets between the Company and WHSP or its associates;
- has no intention to otherwise redeploy the fixed assets of the entity; and
- has no intention to change the financial or dividend distribution policies of the Company.

Directors' interests

None of the Directors have any material personal interest in the outcome of Resolution 1.

WHSP appointed Director

Robert Millner is the current Chairman of WHSP and will be appointed to the Board of the Company upon completion of the SPA. A description of Mr Millner's professional experience and associations with WHSP are set out in section 1.8.

Mr Millner, as at the date of this Notice, has a Relevant Interest in 5,000,000 Shares and does not otherwise have any associations with the Company, nor does he have any material personal interest in the outcome of Resolution 1. As noted above, Mr Millner is also not considered an Associate of WHSP for the purposes of calculating WHSP's Voting Power under the Corporations Act.

Capital Structure

As noted above, WHSP's final Voting Power will depend on the completion of the Conditional Placement under the Paradice Placement Agreement (as a failure of the latter to complete would result in less Shares on issue). The Company has no reason to believe the Paradice Placement Agreement will not complete. A pro forma capital structure table is set out in section 1.8 above.

Advantages of the Acquisition

The Independent Expert has included a number of potential advantages for Shareholders from approving the Proposed Transaction, these are set out in section 2.3.2 of the Independent Expert's Report.

Disadvantages of the Acquisition

The Independent Expert has also included a number of potential disadvantages for Shareholders from approving the Proposed Transaction, these are set out in section 2.3.3 of the Independent Expert's Report.

Intentions of the Company if Acquisition not approved

As mentioned above, the Company recently completed the Entitlement Offer and Unconditional Placement to raise approximately $100 million. In the event that the Proposed Transaction is not approved under Resolution 1 or otherwise does not complete, the Company may seek to return surplus funds to Shareholders after assessing potential capital management options, capital requirements and appropriate reserves for organic and inorganic opportunities.

In circumstances where the Acquisition is not approved (and the Conditional Placement does not proceed), the impact on pro forma balance sheet is described in the notes to the pro forma balance sheet included in Schedule 3 (noting, the removal of the Round Oak Assets and an increase cash and cash equivalents balance).

Summary of IER conclusions

The Independent Expert's Report assesses whether the Proposed Transaction is fair and reasonable to the Shareholders. The Independent Expert's Report also contains an assessment of the advantages and disadvantages of the Proposed Transaction. The assessment is designed to assist Shareholders in determining how to vote in Resolution 1. The Independent Expert has concluded that the Proposed Transaction is not fair but reasonable to Shareholders as at the date of the report.

Other information

Neither the Company nor the Directors are aware of any additional information not set out in this Explanatory Memorandum that would be relevant to Shareholders in deciding how to vote on the Resolution.

2.4 Listing Rule Approval

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Approval under Listing Rule 7.1 is not required where approval is being sought for the purposes of section 611 item 7 of the Corporations Act as a result of the operation of ASX Listing Rule 7.2 Exception 8.

2.5 Recommendation

The Directors unanimously recommend that the Shareholders vote in favour of Resolution 1.

3. Resolution 2: Ratification of previous issue of Placement Shares

3.1 Unconditional Placement

As announced on 2 May 2022, the Company successfully placed 418,326,315 Shares to new institutional investors under the Unconditional Placement (**Placement Shares**) at a price of $0.105 per Share to raise over $43.9 million.

The Placement Shares were issued on 9 May 2022 and, as noted in the Company's announcement to the ASX on 2 May 2022, the issue of the Placement Shares were issued within the Company's capacity under Listing Rule 7.1.

3.2 Listing Rule 7.4

In accordance with Listing Rule 7.4, Shareholder approval is sought to ratify the issue and allotment of the Placement Shares, being issues of securities made by the Company on 9 May 2022 for which shareholder approval has not already been obtained.

A total of 418,326,315 Shares under the Unconditional Placement were issued within the Company's placement capacity under Listing Rule 7.1.

Broadly speaking, Listing Rule 7.1 prohibits a company, except in certain cases, from issuing new equity securities equivalent in number to more than 15% of its capital in the 12 month period immediately preceding the date of the issue or agreement (if the entity has been admitted to the official list for 12 months or more) or the period from the date the entity was admitted to the official list to the date immediately preceding the date of the issue or agreement (if the entity has been admitted to the official list for less than 12 months) without the prior approval of its shareholders.

The Unconditional Placement does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by the Company's Shareholders, it effectively uses up all of the 15% limit in Listing Rule 7.1 (**15% Capacity**), reducing the Company's capacity to issue further equity securities without shareholder approval under Listing Rules 7.1 for the 12 month period following the issue date.

Listing Rule 7.4 provides that an issue of securities made without prior approval under Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) can be treated as having been made with that approval if shareholders subsequently ratify it.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rules 7.1.

Ratification by the Shareholders of the Company of the Unconditional Placement is now sought pursuant to Listing Rule 7.4 in order to reinstate the Company's capacity to issue up to 15% of its issued capital under Listing Rule 7.1, if required, in the next 12 months without Shareholder approval, to the extent of the Placement.

If Resolution 2 is approved it will have the effect of refreshing the Company's ability, to the extent of the Placement Shares, to issue further capital during the next 12 months pursuant to Listing Rule 7.1 without the need to obtain further Shareholder approval (subject to the Listing Rules and the Corporations Act).

If Resolution 2 is not passed, the Placement Shares will be counted toward the Company's 15% Capacity for a period of 12 months from the date of issue effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the issue date.

As announced to the ASX on 28 April 2022, the Company obtained a waiver from ASX in respect of ASX Listing Rule 7.1 to permit the Company to calculate the number of ordinary shares which it could issue under the Unconditional Placement without Shareholder approval on the basis that variable "A" of the formula in Listing Rule 7.1 was deemed to include the number of Shares that Aeris issued under the Entitlement Offer. As a result of the receipt of this waiver, the Company's effective placement capacity (and the number of Placement Shares) was more than 15% of the Company's issued capital at the time of the Placement.

3.3 Information for Listing Rule 7.5

For the purposes of Listing Rule 7.5, the Company provides the following information:

Listing Rule		Information
7.5.1	The names of the persons to whom the Securities are issued or agreed to be issued or the basis on which those persons were identified or selected	The Shares under the Placement were issued and allotted to the Placement Recipients, being investors identified by Bell Potter Securities Limited (**Underwriter**) who was appointed Lead Manager and Underwriter to the Placement. The Placement Recipients are, existing institutional shareholders, unrelated sophisticated and professional investors and were introduced by the Lead Manager or were prospective investors already known to the Lead Manager or Company. Refer to the Appendix 3B lodged with the ASX on 28 April 2022 for details of the fees payable to the Underwriter. For the purposes of ASX Guidance Note 21, Tudor Court and Paradice, substantial shareholders of the Company participated in the Placement.[12] Otherwise, no Placement Recipients were a related party or a substantial shareholder of the Company and are not considered to be "material investors" for the purposes of ASX Guidance Note 21.
7.5.2	The number and class of Securities issued or agreed to be issued	The Company issued 418,326,316 fully paid ordinary Shares.
7.5.3	Summary of the material terms of the Securities	The Placement Shares rank pari passu with all other fully paid ordinary shares then on issue in the Company.
7.5.4	Date or dates on which the Securities were or will be issued	The Securities were issued on 9 May 2022.

[12] See section 1.8 for information on these substantial shareholders' Voting Power.

Listing Rule		Information
7.5.5	The price or other consideration the entity has received or will receive for the issue	$0.105 per Share.
7.5.6	The purpose of the issue, including the use or intended use of any funds raised by the issue	Funds raised from the issue of the Placement Shares are intended to be used to fund the Proposed Transaction (including costs incurred by the Company in undertaking the transaction) and general working capital.
7.5.8	A voting exclusion statement.	A voting exclusion statement is included in the Notice of Meeting.

3.4 Recommendation

The Directors unanimously recommend that the Shareholders vote in favour of Resolution 2.

4. Resolution 3: Approval to issue Shares under Conditional Placement

4.1 Conditional Placement

As announced on 2 May 2022, the Company entered into a Placement Agreement with existing institutional shareholder, Paradice Investment Management Pty Ltd (**Paradice**), whereby Paradice provided a binding commitment to take up an additional $17.1 million of Shares at an issue price of $0.105 per Share (**Paradice Shares**), subject to:

(a) completion of the Proposed Transaction occurring; and

(b) the Company obtaining Shareholder approval to issue the Paradice Shares to Paradice.

Completion of the Proposed Transaction is expected to occur on 1 July 2022, and Shareholder approval to the issue of the Paradice Shares is sought under Resolution 3.

4.2 Listing Rule 7.3

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The Conditional Placement does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

Resolution 3 seeks the required Shareholder approval to the Conditional Placement under and for the purposes of Listing Rule 7.1.

If resolution 3 is passed, the Company will be able to proceed with the Conditional Placement and issue the Paradice Shares to Paradice in return for the proceeds of the Conditional Placement. In addition, the Issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If resolution 3 is not passed, the Company will not be able to proceed with the Conditional Placement and will not receive the proceeds from the Conditional Placement.

4.3 Information for Listing Rule 7.3

For the purposes of Listing Rule 7.3, the Company provides the following information:

Listing Rule		Information
7.3.1:	Allottees of Equity Securities	The Paradice Shares will be issued to Paradice (an existing Shareholder).
7.3.2:	Number and class of Securities that will be issued	The Company will issue 162,781,913 fully paid ordinary Shares.[13]
7.3.3:	Summary of material terms of Securities	The Paradice Shares rank pari passu with all other fully paid ordinary shares then on issue in the Company.
7.3.4:	Date or dates on or by which the Company will issue the Securities	The Paradice Shares will be issued as soon as possible following completion of the Proposed Transaction and in any event, no later than 3 months after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the ASX Listing Rules).
7.3.5:	Price of Equity Securities	$0.105 per Share.
7.3.6:	Purpose of issuing the Securities	Funds raised from the issue of the Paradice Shares are intended to be used to fund the costs incurred by the Company in undertaking the Proposed Transaction and general working capital.
7.3.7	Summary of the material terms of the agreement	Other than the material terms described in this table, the Placement Agreement is subject to Shareholder approval and completion of the Proposed Transaction.
7.3.9	Voting exclusion statement	A voting exclusion statement is included in the Notice of Meeting.

4.4 Recommendation

The Directors unanimously recommend that the Shareholders vote in favour of Resolution 3.

5. Resolution 4 – Consolidation of Share Capital

5.1 Section 254H of the Corporations Act

Section 254H of the Corporations Act provides that a company may convert all or any of its shares into a larger or smaller number of shares by resolution passed at a general meeting. In accordance with section 254H(2) of the Corporations Act and Appendix 7A of the Listing Rules, the consolidation will take effect on the earlier of:

[13] If approved, these Shares would be issued prior to any Share Consolidation and therefore are expressed on a Pre-Consolidation basis.

(a) where either or both of Resolution 1 and Resolution 3 are passed, the date that is 5 Business Days after the issue of all Consideration Shares and Paradice Shares that are approved under Resolutions 1 and 3; and

(b) where neither Resolution 1 nor Resolution 3 are passed, the date that is 5 Business Days after the Meeting,

(**Consolidation Date**). If Resolution 4 is passed, the Company will lodge a copy of the resolution with ASIC within one month of it being passed in accordance with section 254H(4) of the Corporations Act.

5.2 Effect of Share Consolidation

Subject to Resolution 4 being passed, the number of Shares on issue (assuming the Shares to be issued under Resolutions 1 and 3 are approved and issued) will be reduced from 4,836,617,000 Shares to approximately 690,945,286 Shares (depending on the number of Shares issued as a result of rounding) (**Share Consolidation**).

On the Consolidation Date, all holding statements for Shares will cease to have any effect, except as evidence of an entitlement to a certain number of post-consolidation Shares. After the Share Consolidation becomes effective, the Company will arrange for new holding statements to be issued to Shareholders. It is the responsibility of each Shareholder to check the number of Shares held prior to dealing with such Shares.

If approved, all Shareholders will (subject to rounding up) hold the same proportion of Shares in the Company as they held prior to the Share Consolidation. The Share Consolidation will not result in any change to the substantive rights and obligations of existing Shareholders.

The pro-forma capital structure from section 1.8 of this Explanatory Memorandum which assumes completion of the Proposed Transaction and Conditional Placement is set out below on a pre-consolidation and post-consolidation basis together with the Performance Rights:

Securities	Pre-Consolidation Securities	Pre-Consolidation Voting Power	Post-Consolidation Securities	Post-Consolidation Voting Power[14]
Existing Shareholders[15]	2,408,516,185	49.80%	344,073,741	49.80%
WHSP Shares	1,466,666,667	30.32%[16]	209,523,810	30.32%[16]
Tudor Court Shares	478,256,110	9.89%	68,322,301	9.89%
Paradice Shares	483,178,038	9.99%	69,025,434	9.99%
Total Shares:	**4,836,617,000**	**100%**	**690,945,286**	**100.00%**
Performance Rights:	**48,782,493**	**-**	**6,968,928**	**-**

[14] If the Proposed Transaction proceeds but the Conditional Placement does not proceed the Voting Power listed in this column will increase other than for Paradice which will be lower at 6.86%. WHSP's Voting Power would be 31.38%.
[15] Excluding Paradice and Tudor Court.
[16] For the purposes of this Notice and Explanatory Memorandum WHSP's Voting Power has been rounded down from approximately 30.324226% to 30.32%.

5.3 Reasons for the Share Consolidation

As at the date of this Notice, the Company has 3,207,168,420 Shares on issue. Subject to Shareholders approving Resolutions 1 and 3, the Company will have up to 4,836,617,000 Shares on issue (pre-Consolidation).

The Directors believe that the Share Consolidation will result in a more appropriate and effective capital structure of the Company.

5.4 Fractional entitlements

Not all Shareholders will hold a number of Shares that can be evenly divided by 7. Where a fractional entitlement occurs, the Company will round the fraction up or down to the nearest whole number, with entitlements to less than half of a Share rounded down.

5.5 Taxation

It is not expected that any taxation consequences will arise for Shareholders arising from the Share Consolidation. However, Shareholders are advised to seek their own tax advice on the effect of the Share Consolidation, and neither the Company nor the Directors (or the Company's advisers) accept any responsibility for the individual taxation consequences arising from the Share Consolidation.

The Directors consider that the Share Consolidation will not affect the tax position of the Company.

5.6 Performance Rights

ASX Listing Rule 7.21, provides that a listed entity which has convertible securities (except options) on issue may only reorganise its capital if, in respect of the convertible securities, the number of securities or the conversion price, or both, is reorganised so that the holder of the convertible securities will not receive a benefit that holders of ordinary securities do not receive.[17]

As the Company no longer has any options on issue, the only convertible securities are its Performance Rights. The number of Performance Rights on issue will be consolidated on the basis that every 7 Performance Rights held will be consolidated into 1 Performance Right with fractional Performance Rights rounded up or down to the nearest whole number, with entitlements to less than half of a Performance Right rounded down. As there is no exercise price for Performance Rights there are no other adjustments required. The effect of the consolidation on the Performance Rights is set out in the table in section 5.2 above.

5.7 Key dates

The dates set out below are indicative only and the actual effective date of the Share Consolidation will depend on the outcome of the Resolutions proposed at this Meeting and the transactions the subject of those Resolutions.

Following the Meeting, the Company will announce the Share Consolidation and the proposed timetable in accordance with Listing Rule 3.10.1.

The following table sets out the earliest dates that the Share Consolidation can occur, which assumes that neither Resolution 1 nor Resolution 3 are approved:

[17] This rule does not prevent a rounding up of the number of securities to be received on conversion if the rounding up is approved at the Meeting.

Key Event	Indicative Date
Meeting	24 June 2022
Notification to ASX that Share Consolidation is approved	27 June 2022
Effective date of Share Consolidation	1 July 2022
Last day for trading in Pre-Consolidation Shares	4 July 2022
Trading in Post-Consolidation Shares commences on a deferred settlement basis	5 July 2022
Record date for Share Consolidation	6 July 2022
First day for Company to update its register and to send Post-Consolidation holding statements to Shareholders	7 July 2022
Last day for Company to update its register and to send Post-Consolidation holding statements to Shareholders	13 July 2022

Note: the above timetable is indicative only and, subject to compliance with Listing Rules, may be changed by the Company. Any such change will be announced to the ASX.

Assuming that Resolution 1 and Resolution 3 are approved, the Effective Date of the Share Consolidation will occur following the completion of the Proposed Transaction (or termination of the SPA in the event that the conditions precedent are not satisfied by 1 September 2022 or such later date as agreed between the parties) and the issue of Shares under the Conditional Placement. An updated timetable for the Share Consolidation will be provided to ASX at that time.

5.8 Recommendation

The Directors unanimously recommend that the Shareholders vote in favour of Resolution 4.

6. Voting entitlement

For the purposes of determining voting entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at 7:00pm (Sydney time) on 22 June 2022. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

7. Interpretation

The following terms used in the Notice of Meeting and the Explanatory Memorandum are defined as follows:

$ means Australian dollars, unless otherwise stated.

Aeris HoldCo means Aeris HoldCo Pty Ltd ACN 658 787 341.

ASIC means the Australian Securities & Investments Commission.

Associates has the meaning given to that term in the Corporations Act, and **Associated** has a corresponding meaning.

ASX means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange (as applicable).

Business Day means a day on which all banks are open for business generally in Brisbane.

Capital Raising means the Entitlement Offer, Unconditional Placement and the Conditional Placement

Chair or **Chairman** means the person chairing the Meeting.

Company or Aeris means Aeris Resources Limited ACN 147 131 977.

Conditional Placement means the placement of the Paradice Shares to Paradice pursuant to the terms of the Placement Agreement.

Consideration Shares means the 1,466,666,667 Shares to be issued to WHSP upon completion of the Acquisition, subject to Shareholder approval under Resolution 1.

Constitution means the constitution of the Company from time to time.

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

Directors or **Board** means the board of directors of the Company from time to time.

Entitlement Offer means the pro-rata accelerated non-renounceable entitlement offer to existing retail and institutional shareholders on the basis of 1 new share for every 4.22 shares held, to raise up to $56.1 million.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice.

Independent Expert or **BDO** means BDO Corporate Finance Ltd.

Independent Expert's Report means the report prepared by the Independent Expert which is included at Schedule 1.

Listing Rules means the official listing rules of the ASX as amended from time to time.

Meeting means the Extraordinary General Meeting to be held on 24 June 2022 as convened by the accompanying Notice of Meeting.

Notice of Meeting or **Notice** means the notice of meeting giving notice to Shareholders of the Meeting, and accompanying this Explanatory Memorandum.

Ordinary Resolution means a resolution passed by more than 50% of the votes at a general meeting of Shareholders.

Paradice means Paradice Investment Management Pty Ltd ACN 090 148 619.

Paradice Shares means the 162,781,913 Shares to be issued to Paradice under the Conditional Placement.[18]

Performance Rights means the performance rights issued under the Company's equity incentive plan, details of which were contained in the Company's Notice of Annual General Meeting dated 20 October 2020.

Placement Agreement means the agreement between the Company and Paradice for the placement of the Paradice Shares at a price of $0.105 per Share to raise $17.1 million, subject

[18] If approved, these Shares would be issued prior to any Share Consolidation and therefore are expressed on a Pre-Consolidation basis.

to completion of the Acquisition and the Company obtaining Shareholder approval for the issue of the Paradice Shares.

Placement Participants means the unrelated professional, sophisticated and other investors that fall within one or more of the classes of exemptions specified in section 708 of the Corporations Act who participated in the Unconditional Placement.

Placement Shares means the 418,326,316 Shares issued to the Placement Participants under the Unconditional Placement.

Post-Consolidation means after the Share Consolidation has taken place.

Pre-Consolidation means before the Share Consolidation has taken place.

Proposed Transaction means the acquisition of all of the issued capital of Round Oak by Aeris HoldCo (a wholly owned subsidiary of the Company) from WHSP.

Relevant Interest has the meaning given to it in sections 608 and 609 of the *Corporations Act*.

Resolution means each of or any of the resolutions set out in the Notice of Meeting.

Round Oak means Round Oak Minerals Pty Limited.

Securities has the meaning in section 92(1) of the *Corporations Act.*

Share Consolidation has the meaning given to that term in section 5.2 of this Notice.

Shareholder means a holder of Shares in the Company.

Shares or **Aeris Shares** means fully paid ordinary shares in the Company from time to time.

SPA means the share purchase agreement dated 28 April 2022 between the Company, Aeris HoldCo and WHSP in respect of the Proposed Transaction.

Tudor Court means Tudor Court Limited.

Unconditional Placement means the placement of the Placement Shares to the Placement Participants at a price of $0.105 per Share to raise up to $43.9 million.

Voting Power has the meaning given to that term in the Corporations Act.

WHSP means Washington H. Soul Pattinson Limited.

Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Rob Brainsbury (**Company Secretary**):

Level 2, HQ South Tower
520 Wickham Street
Brisbane QLD 4006 Australia
+61 7 3034 6200

Proxies

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. Where a Shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the Shareholder may exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. The proxy may, but need not, be a Shareholder of the Company.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be **deposited at, posted to, or sent to the Share Registry, Automic Pty Ltd, in the manner set out in the table below not less than 48 hours before the time for holding the meeting**, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: (1) Log in to the Automic website using the holding details as shown on the Proxy Form. (2) Click on 'View Meetings' – 'Vote'. (3) To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

A proxy form is **attached** to this Notice.

Signing instructions

The proxy form must be signed by the Shareholder as follows in the spaces provided:

Individual:	Where the holding is in one name, the Holder must sign.
Joint Holding:	Where the holding is in more than one name, all of the security holders should sign.
Power of Attorney:	To sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return the proxy form.
Companies:	Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

Corporate Representative

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under section 250D of the *Corporations Act 2001* (Cth).

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Aeris Resources Limited | ACN 147 131 977

Sample only

Holder Number:
[HolderNumber]

Your proxy voting instruction must be received by **10.00am (Brisbane Time) on Wednesday, 22 June 2022** being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: **https://investor.automic.com.au/#/home** Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.
Joint holding: Where the holding is in more than one name, all Shareholders should sign.
Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.
Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at https://automic.com.au.

Lodging your Proxy Voting Form:

Online:
Use your computer or smartphone to appoint a proxy at
https://investor.automic.com.au/#/loginsah
or scan the QR code below using your smartphone
Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

All enquiries to Automic:

PHONE:
1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

VIRTUAL EGM

VIRTUAL PARTICIPATION AT THE EGM:

The company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to **investor.automic.com.au**

2. Login with your username and password or click "**register**" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

STEP 1: Appoint Your Proxy

COMPLETE AND RETURN THIS FORM AS INSTRUCTED ONLY IF YOU DO NOT VOTE ONLINE

I/We being a Shareholder entitled to attend and vote at the Extraordinary General Meeting of Aeris Resources Limited, to be held virtually at **10.00 am (Brisbane Time) on Friday ,24 June 2022** hereby:

Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by ticking the "for"," against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

STEP 2: Your Voting

Resolutions		For	Against	Abstain
1.	Approval of issue of Consideration Shares to WHSP under the Proposed Transaction	☐	☐	☐
2.	Ratification of previous issue of Placement Shares	☐	☐	☐
3.	Approval to issue Shares under Conditional Placement	☐	☐	☐
4.	Consolidation of Share Capital	☐	☐	☐

Please note: *If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a poll and your votes will not be counted in computing the required majority on a poll.*

STEP 3: Sign Here + Contact Details

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) ☐☐ / ☐☐ / ☐☐

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).

AUTOMIC

AIS

Schedule 1

AERIS RESOURCES LIMITED

Independent Expert's Report and Financial Services Guide

Opinion: The Proposed Transaction is Not Fair but Reasonable

26 MAY 2022

FINANCIAL SERVICES GUIDE

Dated: 26 May 2022

The Financial Services Guide ('FSG') is provided to comply with the legal requirements imposed by the Corporations Act 2001 and includes important information regarding the general financial product advice contained in this report ('this Report'). The FSG also includes general information about BDO Corporate Finance Ltd ABN 54 010 185 725, Australian Financial Services Licence No. 245513 ('BDOCF' or 'we', 'us' or 'our'), including the financial services we are authorised to provide, our remuneration and our dispute resolution.

BDOCF holds an Australian Financial Services Licence to provide the following services:

a) Financial product advice in relation to deposit and payment products (limited to basic deposit products and deposit products other than basic deposit products), securities, and interests in managed investment schemes excluding investor directed portfolio services;

b) Arranging to deal in financial products in relation to securities; and

c) Applying for, acquiring, varying or disposing of a financial product in relation to interests in managed investment schemes excluding investor directed portfolio services, and securities.

General Financial Product Advice

This Report sets out what is described as general financial product advice. This Report does not consider personal objectives, individual financial position or needs and therefore does not represent personal financial product advice. Consequently, any person using this Report must consider their own objectives, financial situation and needs. They may wish to obtain professional advice to assist in this assessment.

The Assignment

BDOCF has been engaged to provide general financial product advice in the form of a report in relation to a financial product. Specifically, BDOCF has been engaged to provide an independent expert's report to the shareholders of Aeris Resources Limited ('Aeris' or 'the Company') in relation to the proposed acquisition of Round Oak Minerals Pty Limited ('the Proposed Transaction').

Further details of the Proposed Transaction are set out in Section 4. The scope of this Report is set out in detail in Section 3.3. This Report provides an opinion on whether or not the Proposed Transaction is 'fair and reasonable' to the Aeris shareholders and has been prepared to provide information to the shareholders to assist them to make an informed decision on whether to vote in favour of or against the Proposed Transaction. Other important information relating to this Report is set out in more detail in Section 3.

This Report cannot be relied upon for any purpose other than the purpose mentioned above and cannot be relied upon by any person or entity other than those mentioned above, unless we have provided our express consent in writing to do so. A shareholder's decision to vote in favour of or against the Proposed Transaction is likely to be influenced by their particular circumstances, for example, their taxation considerations and risk profile. Each shareholder should obtain their own professional advice in relation to their own circumstances.

Fees, Commissions and Other Benefits we may Receive

We charge a fee for providing reports. The fees are negotiated with the party who engages us to provide a report. We estimate the fee for the preparation of this Report will be approximately $265,000 plus GST. Fees are usually charged as a fixed amount or on an hourly basis depending on the terms of the agreement with the engaging party. Our fees for this Report are not contingent on the outcome of the Proposed Transaction.

Except for the fees referred to above, neither BDOCF, nor any of its directors, employees, or related entities, receive any pecuniary benefit or other benefit, directly or indirectly, for or in connection with the provision of this Report.

Directors of BDOCF may receive a share in the profits of BDO Group Holdings Limited, a parent entity of BDOCF. All directors and employees of BDO Group Holdings Limited and its subsidiaries (including BDOCF) are entitled to receive a salary. Where a director of BDOCF is a shareholder of BDO Group Holdings Limited, the person is entitled to share in the profits of BDO Group Holdings Limited.

Associations and relationships

From time to time BDOCF or its related entities may provide professional services to issuers of financial products in the ordinary course of its business. These services may include audit, tax and business advisory services. In the last two years, BDOCF has provided professional services to Aeris to assist it meet its financial reporting requirements. In the last two years, BDOCF was engaged by Round Oak to complete a valuation for stamp duty purposes in relation to a proposed initial public offering ('IPO'). We note that BDOCF's engagement with Round Oak ceased prior to the provision of a draft valuation report as the IPO ultimately did not proceed.

The signatories to this Report do not hold any shares in Aeris or Round Oak and no such shares have ever been held by the signatories.

To prepare our reports, including this Report, we may use researched information provided by research facilities to which we subscribe or which are publicly available. Reference has been made to the sources of information in this Report, where applicable. Research fees are not included in the fee details provided in this Report.

Complaints Resolution – Internal Complaints Resolution Process

As the holder of an Australian Financial Services Licence, we are required to have a system for handling complaints from persons to whom we provide financial services. Complaints can be in writing, addressed to the Complaints Officer, BDO Corporate Finance Ltd, GPO Box 457, Brisbane QLD 4001 or by telephone or email, using the details at the end of this FSG.

When we receive a complaint we will record the complaint, acknowledge receipt of the complaint in writing within 24 hours (or one business day) or, if that timeline cannot be met, then as soon as practicable and investigate the issues raised. As soon as practical, and not more than 30 days after receiving the complaint, we will advise the complainant in writing of our determination.

Referral to External Dispute Resolution Scheme

If a complaint is made and the complainant is dissatisfied with the outcome of the above process, or our determination, the complainant has the right to refer the matter to the Australian Financial Complaints Authority Limited ('AFCA'). AFCA is an independent company that has been established to impartially resolve disputes between consumers and participating financial services providers.

BDO Corporate Finance is a member of AFCA (Member Number 10236).

Further details about AFCA are available at the AFCA website www.afca.org.au or by contacting them directly via the details set out below.

Australian Financial Complaints Authority Limited
GPO Box 3
Melbourne VIC 3001
Toll free: 1800 931 678
Email: info@afca.org

Compensation Arrangements

BDOCF and its related entities hold Professional Indemnity insurance for the purpose of compensating retail clients for loss or damage suffered because of breaches of relevant obligations by BDOCF or its representatives under Chapter 7 of the Corporations Act 2001. These arrangements and the level of cover held by BDOCF satisfy the requirements of section 912B of the Corporations Act 2001.

Contact Details

BDO Corporate Finance Ltd

Location Address:	Postal Address:
Level 10 12 Creek Street BRISBANE QLD 4000	GPO Box 457 BRISBANE QLD 4001
Phone: (07) 3237 5999	Email: cf.brisbane@bdo.com.au
Fax: (07) 3221 9227	

CONTENTS

GLOSSARY

Reference	Definition
A$ or $ or AUD	Australian dollars
ABV	Asset-based valuation
Aeris, the Company	Aeris Resources Limited
AFCA	Australian Financial Complaints Authority
AISC	All-in sustaining cost
AMC	AMC Consultants Pty Ltd
AMC Report, the	Independent technical specialist report prepared by AMC
APES 225	Accounting Professional and Ethical Standards Board professional standard APES 225 *Valuation Services*
Argonaut	Argonaut Resources NL
ASIC	Australian Securities and Investment Commission
ASX	Australian Securities Exchange
Bentley	Bentley Underground Mine
BDO Persons	The partners, directors, agents or associates of BDO
BDOCF, we, us, our	BDO Corporate Finance Ltd
Board, the	The board of directors of the Company
Canbelego JV	Canbelego Joint Venture
CAPM	Capital asset pricing model
Cash Component	A cash payment of $80 million
CME	Capitalisation of Maintainable Earnings
Combined Entity, the	Aeris following completion of the Proposed Transaction
COMEX	The Commodity Exchange Inc.
Conditional Placement	The agreement with Paradice Investment Management Pty Ltd that will raise a further $17.1 million through the additional issuance of approximately 168.2 million ordinary shares in Aeris
Consolidation, the	Subject to approval of Resolution 4 in the Notice of Meeting, every seven shares will be consolidated into one and every seven performance rights will be consolidated into one
Corporations Act, Act, Cth, the	The Corporations Act 2001
Cracow	Cracow Gold Operations
CRPS	Convertible Redeemable Preference Shares
DCF	Discounted cash flow
DFS	Definitive Feasibility Study
DHEM	Drillhole electromagnetic (for surveying)
Directors, the	The Directors of the Company
EBITDA	Earnings Before Interest, Tax, Depreciation and Amortisation
EIP	Aeris' equity incentive plan
Entitlement Offer	A $56.1 million pro-rata, non-renounceable entitlement offer to retail and institutional investors

Reference	Definition
EV	Enterprise value
Financial Model	The financial model provided by Aeris Resources Limited
FSG	Financial Services Guide
FY	The financial year or 12-month period ended on 30 June
ICSG	International Copper Study Group
IGO	IGO Limited
Institutional Entitlement Offer	An offer totalling $30.1 million through the issue of approximately 286.8 million ordinary shares in Aeris
IPO	Initial Public Offering
ITS	Independent technical specialist
JORC	Joint Ore Reserves Committee
LME	London Metal Exchange
LOM	Life of mine
MBV	Market-based valuation
Meeting, the	The extraordinary general meeting to be held on or around 24 June 2022
Notice of Meeting, the	The Notice of Extraordinary General Meeting and Explanatory memorandum dated 26 May 2022 prepared by Aeris
NPAT	Net profit after tax
NPV	Net present value
mt	Million tonne
OECD	The Organisation for Economic Co-operation and Development
Paradice	Paradice Investment Management Pty Ltd
Proposed Transaction, the	Aeris' proposed acquisition of Round Oak
Regulations, the	The Corporation Regulations 2001
Report, this	This independent expert's report prepared by BDOCF and dated 26 May 2022
Retail Entitlement Offer	A fully underwritten offer totalling $26.0 million through the issuance of approximately 247.4 million shares
Restricted Securities	The portion of Aeris' post-transaction shares representing 19.99% of the Combined Entity's total issued share capital that Washington H. Soul Pattinson and Company Limited have agreed not to deal with
RG 111	Regulatory Guide 111: *Content of Expert Report*, issued by ASIC
RGs	Regulatory guides published by ASIC
Round Oak	Round Oak Minerals Pty Limited
RPM	RPM Advisory Services Pty Ltd
RPM Adjusted Existing LOM	The LOM following adjustments made by RPM, excluding the mineral resource factor
RPM Report, the	Independent technical specialist report prepared by RPM
Share Component	Issue and allotment of 1,466,666,667 fully paid ordinary Aeris Resources Limited Shares to WHSP

Reference	Definition
Share Purchase Agreement, the Agreement	The binding agreement that Aeris Resources Limited entered into with WHSP
SOP	Sum-of-Parts
SPS	Selection Phase Study
TERP	Theoretical Ex-Rights Price
The VALMIN Code	The Code for the Technical Assessment and Valuation of Mineral and Petroleum Assets and Securities for Independent Specialist Reports
Torrens JV	Torrens Joint Venture
Tritton	Tritton Copper Operations
Tudor, TCL	Tudor Court Limited
Unconditional Placement	An institutional placement raising approximately $43.9 million prior to the Proposed Transaction through the issuance of approximately 418.3 million shares
USD	US Dollar
VWAP	Volume weighted average price
WACC	Weighted average cost of capital
WHSP	Washington H. Soul Pattinson and Company Limited

Tel: +61 7 3237 5999
Fax: +61 7 3221 9227
www.bdo.com.au

Level 10, 12 Creek Street
Brisbane, QLD 4000
GPO Box 457, Brisbane QLD 4001
Australia

PART I: ASSESSMENT OF THE OFFER

The Shareholders
C/- The Directors
Aeris Resources Limited
Level 2, HQ South Tower, 520 Wickham Street
Fortitude Valley QLD 4006

26 May 2022

Dear Shareholders,

1.0 Introduction

BDO Corporate Finance Ltd ('BDOCF', 'we', 'us' or 'our') has been engaged to provide an independent expert's report ('this Report') to the shareholders of Aeris Resources Limited ('Aeris' or 'the Company') in relation to the proposed acquisition of Round Oak Minerals Pty Limited ('Round Oak') ('the Proposed Transaction').

On 28 April 2022 Aeris announced that it had entered into a binding agreement ('Share Purchase Agreement' or 'the Agreement') with Washington H. Soul Pattinson and Company Limited ('WHSP'), the sole shareholder of Round Oak. Specifically, the Agreement relates to the proposed acquisition of 100% of the issued securities in Round Oak for completion consideration totalling $234 million, comprised of:

- A cash payment of $80 million[1] ('Cash Component'); and
- The issue and allotment of 1,466,666,667 fully paid ordinary shares in the Company to WHSP at a deemed issue price of $0.105 per share to a total value of $154 million ('the Share Component').

The acquisition of Round Oak will be on a debt free basis and at completion Round Oak will have $16.96 million in cash. Completion is expected to occur on 1 July 2022.

As announced on 28 April 2022, in preparation for the Proposed Transaction Aeris has raised approximately $100 million in cash through:

- An institutional placement raising approximately $43.9 million ('Unconditional Placement'); and
- A $56.1 million pro-rata, non-renounceable entitlement offer ('Entitlement Offer') to institutional and retail shareholders.

In addition to the Unconditional Placement and Entitlement Offer, Aeris has entered into a binding agreement with major shareholder Paradice Investment Management Pty Ltd ('Paradice') to raise a further $17.1 million upon approval of the Proposed Transaction ('Conditional Placement').

Further information in relation to the funding for the Proposed Transaction is provided in Section 4.1.2.

Following completion of the Proposed Transaction, WHSP will be the largest shareholder in Aeris with a maximum relevant interest of 31.38% (or 30.32% assuming the Conditional Capital Raising also completes).

A more detailed description of the Proposed Transaction is set out in Section 4.

This Report is prepared pursuant to item 7 of section 611 of the Corporations Act 2001 Cth ('the Act') and is to be included in the Notice of Extraordinary General Meeting and Explanatory Memorandum dated 26 May 2022 prepared by Aeris ('Notice of Meeting') in relation to the extraordinary general meeting to be held on 24 June 2022 ('the Meeting'). The Notice of Meeting has been prepared to assist Aeris shareholders form a view on whether to vote in favour of or against the Proposed Transaction.

In this Report, BDOCF has expressed an opinion as to whether or not the Proposed Transaction is 'fair and reasonable' to the shareholders. This Report has been prepared solely for use by the shareholders to provide them with information relating to the Proposed Transaction. The scope and purpose of this Report are detailed in Sections 3.3 and 3.4 respectively.

This Report, including Part I, Part II, and the appendices, should be read in full along with all other documentation provided to the shareholders including the Notice of Meeting.

[1] The cash component of the consideration for the Proposed Transaction is subject to adjustments.

2.0 Assessment of the Proposed Transaction

This section is set out as follows:

- Section 2.1 sets out the methodology for our assessment of the Proposed Transaction;
- Section 2.2 sets out our assessment of the fairness of the Proposed Transaction;
- Section 2.3 sets out our assessment of the reasonableness of the Proposed Transaction; and
- Section 2.4 provides our assessment of whether the Proposed Transaction is fair and reasonable to the Shareholders.

2.1 Basis of Evaluation

ASIC have issued Regulatory Guide 111: *Content of Expert Reports* ('RG 111'), which provides guidance in relation to independent expert's reports. RG 111 relates to the provision of independent expert's reports in a range of circumstances, including those where the expert is required to provide an opinion in relation to a takeover transaction. RG 111 states that the independent expert's report should explain the particulars of how the transaction was examined and evaluated as well as the results of the examination and evaluation.

The Proposed Transaction involves Aeris acquiring all outstanding shares in Round Oak for consideration comprised of both scrip and cash. RG 111 specifically differentiates between control and non-control transactions in providing guidance on the type of analysis to complete. RG 111 suggests that where the transaction is a control transaction the expert should focus on the substance of the control transaction rather than the legal mechanism to affect it. In our opinion the Proposed Transaction is a control transaction as defined by RG 111 and we have assessed the Proposed Transaction by considering whether, in our opinion, it is fair and reasonable to the shareholders.

Under RG 111, a transaction will be considered 'fair' if the value of the consideration to be received by the shareholders is equal to or greater than the value of the shares that are the subject of the transaction. To assess whether an offer is 'reasonable', an expert should examine other significant factors to which shareholders may give consideration prior to accepting or approving the transaction. This includes comparing the likely advantages and disadvantages if the transaction is approved with the position of the shareholders if the transaction is not approved.

RG 111 states that a transaction is reasonable if it is fair. It might also be reasonable if, despite being 'not fair', the expert believes that there are sufficient reasons for security holders to accept an offer in the absence of a higher bid. Our assessment concludes by providing our opinion as to whether or not the Proposed Transaction is 'fair and reasonable'. While all relevant issues need to be considered before drawing an overall conclusion, we will assess the fairness and reasonableness issues separately for clarity.

We have assessed the fairness and reasonableness of the Proposed Transaction in Sections 2.2 and 2.3 below and provide an opinion on whether the Proposed Transaction is 'fair and reasonable' to the shareholders in Section 2.4.

2.2 Assessment of Fairness

2.2.1 Basis of Assessment

RG 111 states that a transaction is fair if the value of the offer price or consideration is greater than the value of the securities subject to the offer. This comparison should be made assuming a knowledgeable and willing, but not anxious, buyer and a knowledgeable and willing, but not anxious, seller acting at arm's length.

Under RG 111.30, if the bidder is offering non-cash consideration in a control transaction, the expert should examine the value of that consideration and compare it with the valuation of the target's securities, whether the transaction is effected by a takeover bid, a scheme of arrangement or an issue of shares.

Under RG 111.31, the comparison should be made between the value of the securities being offered (allowing for a minority discount) and the value of the target entity's securities, assuming 100% of the securities are available for sale. This comparison reflects the fact that:

a) the acquirer is obtaining or increasing control of the target; and

b) the security holders in the target will be receiving scrip constituting minority interests in Aeris following the acquisition of Round Oak ('the Combined entity').

However, the expert may need to assess whether a scrip takeover is in effect a merger of entities of equivalent value when control of the merged entity will be shared equally between the 'bidder' and the 'target'. In this case, the expert may be justified in using an equivalent approach to valuing the securities of the 'bidder' and the 'target'.

In the circumstances of the Proposed Transaction, we note:

- Round Oak's sole shareholder WHSP will increase their relevant interest in Aeris share capital from 0% up to a maximum of 31.38%, subsequently becoming Aeris' largest shareholder. WHSP will be restricted from dealing with 19.99% of the total Aeris shares outstanding for a two-year period (see Section 4.1.6). However, WHSP would still be able to sell a substantial number of Aeris shares on the open market during the first two years);
- WHSP is the 'bidder' under RG 111 as it is the entity obtaining or increasing control of the target (i.e. Aeris);

- While WHSP is regarded as the 'bidder' under RG 111, the Proposed Transaction has been structured as an acquisition by Aeris that aligns with Aeris' objectives of creating a diversified base metals company. There is no intention for the Proposed Transaction to deliver a control premium to the shareholders of Aeris or Round Oak;
- In conjunction with the announcement of the Proposed Transaction, Aeris announced that it had raised $100 million to fund the $80 million Cash Component under the Proposed Transaction and intended to raise a further $17.1 million through the Conditional Placement. The shares issued as a result of these capital raisings will equate to approximately 23.07% of the shares in the Combined Entity. Aeris shareholders prior to the capital raising will hold 46.61% of the shares on issue in the Combined Entity and WHSP will hold the remaining 30.32% of shares in the Combined Entity. The capital structure pre and post the Proposed Transaction is summarised in more detail in Table 4.1 below;
- On or before completion of the Proposed Transaction, the Share Purchase Agreement sets out that the directors, secretaries, public officers, and auditors of Round Oak and Round Oak's subsidiaries will resign from their positions with such resignation effective at completion;
- The key management personnel and Directors of Aeris ('the Directors') will continue in their roles following the Proposed Transaction; and
- The four directors of Aeris will continue in their roles following the Proposed Transaction. Noting that WHSP will be a substantial shareholder, WHSP will be offered a board position on the board of Aeris. WHSP has nominated Robert Millner, Chair of WHSP, to be appointed as a non-executive director following completion of the Proposed Transaction.

In our view, having regard to the above points, we do not consider that the Proposed Transaction provides control to WHSP. Notwithstanding this, given the guidance contained in RG 111 that transactions involving an entity increasing its shareholding in another entity to above 20% are control transactions, we are required to assess whether or not the issue of the Share Component of the consideration under the Proposed Transaction is fair and reasonable as if the Proposed Transaction was a takeover bid for Aeris.

As mentioned above, in this circumstance Aeris is the 'target' and WHSP is the 'bidder'. Under this requirement, in assessing the value of Aeris we have applied an approach 'assuming 100% ownership of the target', which by definition, incorporates a premium for control. Our assessment of the fairness of the Proposed Transaction to the shareholders is as follows:

- Determine the value of an Aeris share on a controlling interest basis prior to the Proposed Transaction;
- Determine the value of a share in the Combined Entity on a minority interest basis after the Proposed Transaction; and
- Compare the value determined in a) above with the value of b) to determine if the Proposed Transaction is fair.

In accordance with the requirements of RG 111, the Proposed Transaction can be considered 'fair' to the shareholders if the value determined in b) above is equal to or greater than the value determined in a) above.

2.2.2 The Consolidation

We note that, subject to approval of Resolution 4 in the Notice of Meeting, every seven shares of Aeris on issue will be consolidated into one share, and every seven performance rights will be consolidated into one performance right ('the Consolidation').

To simplify the pre and post transaction analysis set out in this Report, we have not adjusted the share numbers set out in this Report for the Consolidation. We would not expect the Consolidation to impact on our assessment.

2.2.3 Value of an Aeris Share Prior to the Proposed Transaction on a Controlling Interest Basis

In our view, for the purposes of the analysis set out in this Report, it is appropriate to separately consider the following valuation ranges:

- The valuation range derived from our Sum-of-Parts ('SOP') methodology of $0.055 to $0.061 per Aeris share on a controlling interest basis. In completing our sum-of-parts valuation, we have relied on the work of two Independent Technical Specialists ('ITS'), AMC Consultants Pty Ltd ('AMC') and RPM Advisory Services Pty Ltd ('RPM'). The ITS conducted separate but related scopes of work for Aeris under instruction from us. Details of their engagements are provided in Section 8.3 and included:
  - Assessing the technical inputs used for our DCF valuations of Aeris' operating mines; and
  - Provide an independent valuation of all tenements and remnant resources that, in AMC's and RPM's view, are unable to be valued using the DCF methodology; and
- The valuation range derived from our MBV methodology of $0.151 to $0.178 per Aeris share on a controlling interest basis. In completing our MBV, we have considered available share trading data in relation to Aeris shares that we considered relevant in addition to the price of shares issued under the Unconditional Capital Raise and Entitlement Offer.

Our valuation of a share in Aeris prior to the Proposed Transaction is set out in Section 9 of this Report.

We note that there is a large difference between our SOP and MBV value ranges above. Factors that may be contributing to this include:

- We have completed our SOP valuation with regard to the average of analyst commodity price forecasts sourced from Consensus Economics. The market may have a more favourable view on future commodity prices than the values allowed for in our valuation work;
- Our SOP valuation range for Aeris' operating projects applies a mineral resource factor as recommend by RPM. In broad terms, this mineral resource factor applies a discount to the cash flows based on the resource classification of ore mined in each period. Market participants may be factoring in a lower discount to the one we have applied and be confident that Aeris will continue to convert inferred resources into indicated and measured resources; and
- The market may be factoring in additional value for further prospectivity in Aeris' exploration tenements beyond what we have allowed for in our SOP; and
- The market may have a more optimistic view on the physical and operational inputs adopted that differs from those that RPM have recommended we adopt for the operating projects (refer to RPM report attached as Appendix B).

2.2.4 Value of a Share in the Combined Entity After the Proposed Transaction on a Minority Interest Basis

In our view, for the purposes of the analysis set out in this Report, it is appropriate to separately consider the following valuation ranges:

- The valuation range derived from our SOP valuation of $0.045 to $0.058 per Aeris share on a minority interest basis. In completing our SOP valuation of the Combined Entity, we have relied on the work of AMC and RPM. The ITS conducted separate but related scopes of work for Aeris under instruction from us. Details of their engagements are provided in Section 8.3 and included:
  - Assessing the technical inputs used for our DCF valuations of the Combined Entity's operating mines; and
  - Providing an independent valuation of all tenements and remnant resources that, in AMC's and RPM's view, are unable to be valued using the DCF methodology; and
- The valuation range derived from our MBV methodology of $0.089 to $0.108 per Aeris share on a minority interest basis. In completing our MBV, we have considered available share trading data of Aeris post the announcement of the Proposed Transaction in addition to the price of shares issued under the Unconditional Capital Raise, Entitlement Offer and Conditional Capital Raising.

Our valuation of a share in the Combined Entity post the Proposed Transaction is set out in Section 10 of this Report.

Once again, we note that there is a large difference between our SOP and MBV value ranges above. We consider the factors to be causing this similar to those described in Section 2.2.3 above.

2.2.5 Assessment of the Fairness of the Proposed Transaction

In order to assess the fairness of the Proposed Transaction, it is appropriate to compare the value of an Aeris share on a controlling interest basis prior to the Proposed Transaction with the value of a share in the Combined Entity on a minority basis assuming the Proposed Transaction is implemented. Pursuant to RG 111, the Proposed Transaction is considered to be fair if the value of a share is equal to or greater than the value of an Aeris share following the Proposed Transaction (i.e. the value per Aeris share).

Table 2.1 below summarises our assessment of the fairness of the Proposed Transaction.

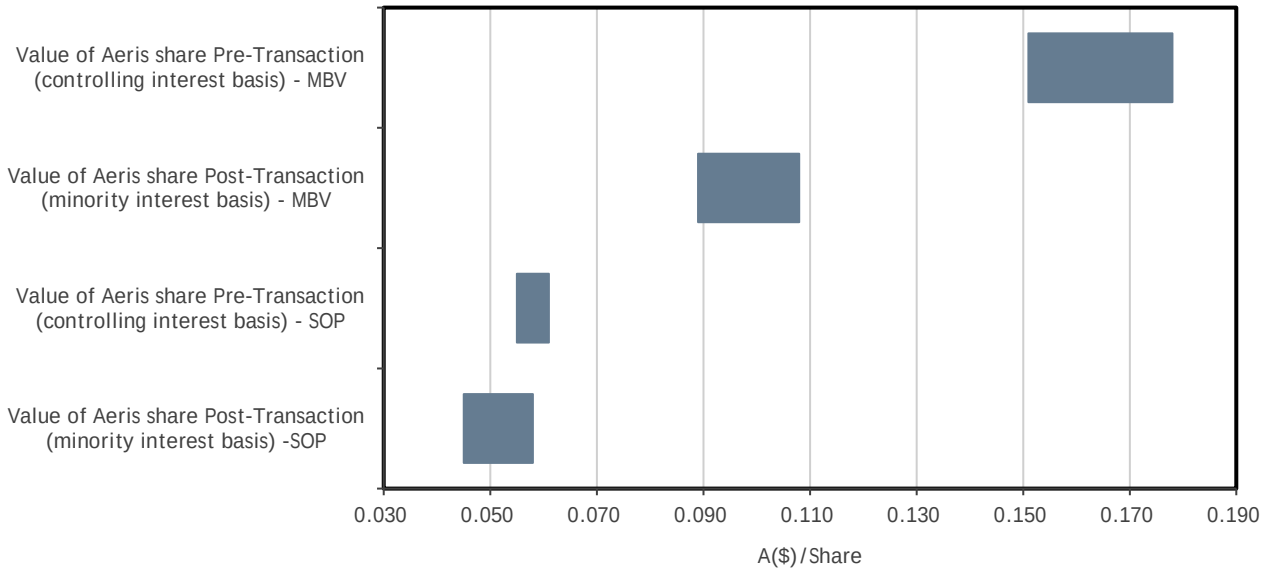
Table 2.1: Assessment of the Fairness of the Proposed Transaction

	SOP Low ($/share)	SOP High ($/share)	MBV Low ($/share)	MBV High ($/share)
Value of an Aeris share prior to the Proposed Transaction (controlling interest)	$0.055	$0.061	$0.151	$0.178
Value of an Aeris share post the Proposed Transaction (minority interest)	$0.045	$0.058	$0.089	$0.108

Source: BDOCF Analysis

Figure 2.1 summarises our assessment of the fairness of the Proposed Transaction, setting out a graphical comparison of our valuation of a Aeris share prior to the Proposed Transaction on a controlling interest basis and our valuation of a share in Aeris on a minority basis.

Figure 2.1: Fairness of the Proposed Transaction



Source: BDOCF analysis

With reference to Table 2.1 and Figure 2.1, we note:

- We consider the SOP valuation ranges directly comparable to each other and there is a downward shift in the valuation range post the Proposed Transaction;
- We consider the MBV valuation ranges directly comparable to each other and there is a downward shift in the valuation range post the Proposed Transaction. For completeness, we note that we consider the downward shift in the MBV from Figure 2.1 to be more pronounced than may actually be the case for reasons including:
  - Weakness in the broader market that commenced in mid-April 2022 that is reflected in the post-transaction MBV however not fully reflected in the pre-transaction MBV (particularly at the upper end of the range); and
  - The impact of the $100 million raised at $0.105 through the Entitlement Offer and Unconditional Placement in the absence of the Proposed Transaction is not known. While we have made some allowance for this capital raise in our MBV,[2] the ultimate impact that the $100 million capital raise will have on Aeris' share trading in the absence of the Proposed Transaction is currently unable to be observed (i.e. the capital raising and the Proposed Transaction were announced on the same day); and
- One of the drivers of the downward shift from the pre-transaction values to the post-transaction values is the pre-transaction values are on a controlling interest basis and the post-transaction values are on a minority interest basis. To provide information to shareholders, we have set out a comparison of minority values pre and post the Proposed Transaction in Section 2.3.4 below.

After considering the information summarised above and set out in detail in the balance of this Report, it is our view that, in the absence of any other information, the Proposed Transaction is Not Fair to the shareholders as at the date of this Report.

2.3 Assessment of Reasonableness

2.3.1 Basis of Assessment

Under RG 111, a transaction is considered reasonable if it is fair. It may also be reasonable, despite not being fair, if after considering other significant factors the interests of the shareholders are reasonably balanced.

In addition to our fairness assessment set out in Section 2.2 above, to assess whether the Proposed Transaction is 'reasonable' we consider it appropriate to examine other significant factors to which the shareholders may give consideration prior to forming a view on whether to vote in favour of or against the Proposed Transaction. This includes comparing the likely advantages and disadvantages of approving the Proposed Transaction with the position of a shareholder if the Proposed Transaction is not approved, as well as a consideration of other significant factors.

Our assessment of the reasonableness of the Proposed Transaction is set out as follows:

- Section 2.3.2 sets out the advantages of the Proposed Transaction to the shareholders;
- Section 2.3.3 sets out the disadvantages of the Proposed Transaction to the shareholders;
- Section 2.3.4 sets out the position of the shareholders if the Proposed Transaction is not approved; and

[2] Refer to Section 9.7.2 of this Report where we calculate a Theoretical Ex-Rights Price ('TERP').

- Section 2.3.5 provides our opinion on the reasonableness of the Proposed Transaction to the shareholders.

2.3.2 *Advantages of the Proposed Transaction*

Table 2.2 below outlines the potential advantages to the shareholders from approving the Proposed Transaction.

Table 2.2: Potential Advantages of the Proposed Transaction

Advantage	Explanation
Exposure to a larger and more diversified portfolio of assets in line with strategic objectives	If the Proposed Transaction is completed, the Combined Entity will have ownership of Aeris' and Round Oak's portfolio of assets. A more diversified portfolio of assets may reduce the overall risk of the Combined Entity and would assist Aeris to obtain its strategic objective of becoming a multi-mine base metals mining company. Aeris generates operating cash flow from its projects which, to date, the Company has reinvested in additional projects. This may lead to further diversification benefits in the future.
Exposure to assets with increased cash flows and LOM	The acquisition of Round Oak's operating projects would increase Aeris' ore reserves and extend the life of Aeris' forecast cash flows from 2031 to 2034. It would also meet Aeris' strategic objective of developing a diversified cashflow profile through the acquisition of additional mines and the entry into the zinc base metal market.
Potential to unlock operational synergies and associated cost savings	If Aeris and Round Oak merge their operations, general and administrative cost savings may arise where there is duplication of overheads between the two companies (for example, by the integration of corporate offices). The Combined Entity may also benefit from shared distribution of copper by enabling Aeris to service larger buyers chasing a greater quantity, and by accessing financiers/supplier agreements on more favourable terms due to increased size.
Scrip consideration creates strategic investor	Upon completion of the Proposed Transaction, WHSP will hold approximately a 30.32% interest in the Combined Entity. WHSP, as a major investor, may provide the market and other potential investors with additional confidence in the Combined Entity. This will also potentially make defence of future undervalued/hostile takeover approaches easier with WHSP support.
Board and senior management	The Proposed Transaction will result in an experienced Director being nominated to the Aeris Board of Directors ('the Board'), namely Robert Millner, Chair of WHSP. Mr Milner has extensive experience within the resources and investment industry, having previous dealings with prospective investors, suppliers and government officials. Further information on Mr Milner's qualifications and experience is provided in Section 4.1.4.
Transaction involves scrip consideration	The Proposed Transaction is comprised substantially of scrip issuance to WHSP shareholders, reducing the cash Aeris must raise to complete the Proposed Transaction. The inclusion of scrip consideration reduces the cash that Aeris' may have to raise either through debt or a larger capital raise.
Trading of a portion of scrip consideration restricted for two years	Aeris and WHSP have entered into an escrow deed to restrict WHSP from selling for two years a portion of Aeris shares equal to 19.99% of total Aeris shares outstanding (see Section 4.1.6). This will restrict the ability of WHSP to create downward pressure on Aeris' share price by preventing WHSP selling a large number of shares at once for the two year period. This condition may not be available in an alternative scrip transaction.
Support from two largest shareholders	Tudor Court Limited ('Tudor' or 'TCL') and Paradice became substantial shareholders of Aeris in 2020 and continue to be the largest and second largest shareholder respectively. Tudor and Paradice subscribed for approximately 47.6 million and 84.0 million shares respectively under the Institutional Entitlement Offer and the Unconditional Placement. This implies that both Tudor and Paradice are supportive for the transaction.
A superior opportunity has not emerged	The Directors have advised that a range of opportunities have been considered, however they consider the Proposed Transaction is the most advantageous.

Source: BDOCF analysis

2.3.3 *Disadvantages of the Proposed Transaction*

Table 2.3 below outlines the potential disadvantages to the shareholders of approving the Proposed Transaction.

Table 2.3: Potential Disadvantages of the Proposed Transaction

Disadvantage	Explanation
The Proposed Transaction is not fair	As set out in Section 2.2 above, the Proposed Transaction is not fair to the shareholders as at the date of this Report. For completeness, we note that our fairness opinion considers a controlling interest prior to the Proposed Transaction and a minority interest following the Proposed Transaction. Additional analysis is set out in Section 2.3.4 below comparing a minority interest prior to the Proposed Transaction with a minority interest following the Proposed Transaction.

Disadvantage	Explanation
Dilution of existing shareholders' interests	The requisite capital raise and the issue of shares to WHSP as part of the Proposed Transaction will have a dilutive effect on the current interests of Aeris shareholders. If the Proposed Transaction is approved and completed, WHSP will be issued approximately 1.47 billion Aeris shares and increase its relevant interest in Aeris' undiluted share capital from 0% up to 30.32%, assuming the conditional placement proceeds (or 31.38% if the conditional placement does not proceed). As a result, Aeris' shareholders will be diluted.
WHSP will have significant influence and can block special resolutions	To pass a special resolution a minimum of 75% of the votes cast by shareholders of the company entitled to vote on the resolution must be in favour of the resolution. To pass an ordinary resolution a minimum of 50% of the votes cast by shareholders of the company entitled to vote on the resolution must be in favour of the resolution Following the Proposed Transaction, WHSP will become the largest shareholder of Aeris and its relevant interest will enable it to unilaterally block special resolutions (including schemes of arrangement). WHSP's relevant interest will also provide them with significant influence over ordinary resolutions.
Any future takeover offer may require support of WHSP	As noted above, if the Proposed Transaction is approved and implemented, WHSP will hold approximately 30.32% of the shares outstanding in the Combined Entity. For any future takeover to progress WHSP may be required to vote in favour, and for any scheme of arrangement to succeed WHSP will be required to vote in favour.
There is a change in the scale of Aeris' business	Aeris' main operating assets are currently the Tritton and Cracow mines. If the Proposed Transaction is approved and implemented, the Combined Entity's operating assets will also include the Stockman, Jaguar and Mt Colin mines. This change of scale of the activities of Aeris may not be consistent with existing Aeris shareholders' investment objectives. For completeness we note that if the Proposed Transaction does not proceed, Aeris is seeking to diversify its business activities beyond its existing operating assets.
Additional risk exposures	Along with the benefits, shareholders will also be exposed to the risks of Round Oak post the Proposed Transaction, relative to the risks they are currently exposed to as shareholders in Aeris. The changed factors include, but are not limited to, the following: ► Less collective control as minority shareholders in the Combined Entity; ► Risks associated with the development of the Stockman project including completing the Definitive Feasibility Study ('DFS') to enable a final investment decision to be made and funding the construction; ► Risks associated with the LOM extension opportunities at the Jaguar and Barbara mines; and ► Exposure to risks associated with zinc pricing (refer to Section 7.3), a commodity not currently produced at the Tritton and Cracow mines. In addition to the above, it should be noted that the Jaguar Operation and the Mount Colin Mine have three years and two years remaining respectively, based on their LOM plan. Aeris shareholders will incur rehabilitation expenses toward the end of these periods relating to costs incurred from the entire LOM.
Substantial number of shares may be sold on the open market	On completion of the Proposed Transaction WHSP will hold 30.32% of total Aeris shares outstanding (subject to completion of the Conditional Placement). WHSP will be restricted from dealing with 19.99% of the total Aeris shares outstanding for a two-year period (see Section 4.1.6). However, WHSP would still be able to sell a substantial number of Aeris shares on the open market (10.34% in the first two years, or the full 30.32% after two years). This may place downward pressure on the share trading price of Aeris shares if the increased supply of Aeris shares sufficiently outweighs the demand.

Source: BDOCF analysis

2.3.4 Other Considerations

Prior to the Proposed Transaction, individual Aeris shareholders could reasonably be considered to be minority shareholders of Aeris. For the reasons set out in Section 2.2.1 above, we not consider the Proposed Transaction to be a control transaction and, if the Proposed Transaction is approved, individual Aeris shareholders will remain minority shareholders in the Company.

For the purpose of the analysis set out in this Report, we have also compared the value of a Aeris share post the Proposed Transaction on a minority interest basis with the value of a Aeris share prior to the Proposed Transaction on a minority interest basis. Noting the difference between our SOP valuation and MBV, we have completed this analysis having regard to:

- our base values; and
- also considering more favourable assumptions on commodity prices and geological certainty of the mineral resources.

Shareholders should note that this comparison does not form part of our fairness assessment and is intended to assist the market and/or individual investors who may have a different view of these assumptions and may accordingly adopt different values to those adopted in this Report. These assumptions are considered below.

Minority Basis with Commodity Price Sensitivity

The assessed fair market values adopted in this Report are particularly sensitive to the movements of commodity prices for copper, zinc, gold, and silver. Prior to and following the announcement of the Proposed Transaction, these metals exhibited a degree of volatility, and there is a wide range of views from market analysts as to their future prices.

In determining our base values, we have adopted an average of the consensus forecasts for our commodity prices (discussed further in Section 11.2.2 and Appendix A). Notwithstanding this, a wide range of assumptions could credibly be adopted which could impact assessed fair value either positively or negatively, depending on the view of these assumptions adopted by an individual shareholder. It is possible that an individual shareholder could determine an entirely different conclusion for what is an appropriate range for the fair market value of Aeris and the Combined Entity compared to the ranges adopted in this Report.

To assist shareholders understand the impact of commodity prices on our analysis, we have compared the value of an Aeris share post the Proposed Transaction on a minority interest basis with the value of an Aeris share prior to the Proposed Transaction on a minority interest basis under alternative commodity price assumptions. Noting that our MBV is higher than our SOP valuation (refer Section 2.2), we have recalculated our values using commodity prices at the 75th percentile of Consensus Economics forecast as well as the maximum value from Consensus Economics forecast to assist shareholders understand the degree that different commodity prices are driving a difference in values.

Table 2.4 below summarises our recalculated share prices. For completeness, we note that we have also completed a +/- 5% change in forecasted commodity prices in Section 11.8 of this Report.

Table 2.4: Commodity Price Sensitivities - Calculated Value for an Aeris Share

	Pre (Minority)		Post (Minority)		Difference	
$/ Aeris Share	Low ($)	High ($)	Low ($)	High ($)	Low ($)	High ($)
Base case - minority	0.042	0.047	0.045	0.058	0.003	0.011
MBV - minority	0.116	0.137	0.089	0.108	(0.027)	(0.029)
Pricing assumption						
Consensus 75th percentile	0.059	0.065	0.069	0.083	0.010	0.019
Consensus maximum	0.123	0.134	0.161	0.185	0.038	0.051

Source: BDOCF analysis

With reference to Table 2.4 above, we note:

- There is an upward shift in the valuation range post the Proposed Transaction when comparing the value of a share in the Combined Entity on a minority basis, relative to Aeris on a minority basis;
- The value of a share in Aeris and the Combined Entity remains below the MBV at the 75th percentile Consensus Economics forecast;
- The value of a share in Aeris is within the range of the MBV at the maximum value Consensus Economics forecast;
- The value of a share in the Combined Entity is above the MBV at the maximum value Consensus Economics forecast; and
- The valuation differentiation increases with more favourable commodity price assumptions with the Combined Entity value moving more relative to the Aeris value (and vice versa).

Minority Basis with Mineral Resource Factor Sensitivity

For the purposes of our work, RPM have recommended that we apply a mineral resource factor to account for the confidence in each inventory category and that the JORC requirement of 'reasonable prospects for eventual economic extraction' can still be applied. Specifically, RPM recommended the following ranges and preferred factors to apply to the cash flows:

- 100% of measured resources, with a range of 90% to 110%;
- 95% of indicated resources, with a range of 75% to 115%;
- 60% of inferred resources, with a range of 50% to 70%; and
- 20% of exploration target, with a range of 10% to 30%.

The application of the above mineral resource factors has a material impact on the valuation work set out in this Report.

To assist shareholders understand the impact of the mineral resource factor on our analysis, we have compared the value of a share in the Combined Entity on a minority interest basis with the value of an Aeris share prior to the Proposed Transaction on a minority interest basis without applying any mineral resource factor. For the avoidance of doubt, we continue to incorporate the other changes recommended by RPM (as summarised in Section 11.3) to the LOM of each of the mines ("RPM Adjusted Existing LOM"). As with our previous sensitivity, noting that our MBV is higher than our SOP valuation (refer Section 2.2), we have recalculated our values using commodity prices at the 75th percentile of Consensus Economics forecast as well as the maximum value from Consensus Economics forecast to assist shareholders understand the degree that different commodity prices are driving the difference.

Table 2.5 below summarises our recalculated share prices.

Table 2.5: Calculated Value per Share without the Mineral Resource Factor Applied

	Pre (Minority)		Post (Minority)		Difference	
$/ Aeris Share	Low ($)	High ($)	Low ($)	High ($)	Low ($)	High ($)
Base case - minority	0.042	0.047	0.045	0.058	0.003	0.011
MBV - minority	0.116	0.137	0.089	0.108	(0.027)	(0.029)
Pricing assumption						
Consensus average	0.080	0.090	0.074	0.090	(0.006)	0.000
Consensus 75th percentile	0.107	0.118	0.107	0.126	0.000	0.008
Consensus maximum	0.223	0.246	0.242	0.275	0.018	0.029

Source: BDOCF analysis

With reference to Table 2.5 above, we note:

- We are not suggesting that the application of a mineral resource factor is not relevant. Rather, the above is intended to provide an illustrative example of the impact on our valuation work of the application of a mineral resource factor. The values in Table 9.5 reflect circumstances in which Aeris and the Combined Entity will be able to operate each of the mines in accordance with the RPM Adjusted Existing LOM;
- The application of the mineral resource factor has a greater impact on the valuation of Aeris relative to the valuation of the Combined Entity. This is caused by Aeris having resources with less geological certainty included within the RPM Adjusted Existing LOM of its operating projects relative to Round Oak's operating projects;
- The value of a share in Aeris remains below the MBV at the average Consensus Economics forecast. The value of a share in Aeris has a small overlap with the lower end of the MBV at the 75th percentile Consensus Economics forecast;
- The value of a share in the Combined Entity has a small overlap with the lower end of the MBV at the average Consensus Economics forecast. The value of a share in the Combined Entity has a small overlap with the upper end of the MBV at the 75th percentile Consensus Economics forecast;
- The value of a share in Aeris and the Combined Entity exceed the range of the MBV at the maximum Consensus Economics forecast; and
- The valuation differentiation increases with more favourable commodity price assumptions with the Combined Entity value moving more relative to the Aeris value (and vice versa).

We recommend that any reader of this Report also read the reports provided by RPM in full to understand the geological certainty of mineral resource of each of the operating projects and how RPM have recommended the mineral resource factor be applied.

Minority Basis - Impact on the MBV

We consider that our MBV prior to the Proposed Transaction on a minority interest basis is likely to continue to exceed the MBV post the Proposed Transaction. However, given that it is not possible to observe the impact of the $100 million capital raising on pre-transaction trading values, we consider a like-for-like comparison more difficult in the circumstances (refer Section 2.2.5 above for additional discussion).

For completeness, we note that the post-transaction market data available indicates market support for the Proposed Transaction including:

- Following the announcement of the Proposed Transaction and up to 17 May 2022, the Aeris share price has traded in the range of $0.0860 to $0.1150 with a VWAP of $0.0997 (refer Section 10.6.1);
- The $100 million capital raising and $17.1 million Conditional Placement was completed at a price of $0.105. This price was a 12.5% discount to the pre-capital raising close price of $0.12. A 12.5% discount is within the range we have observed for capital raisings for broadly comparable companies (refer Section 10.6.2); and

- WHSP are prepared to accept scrip consideration in the Combined Entity. Based on available evidence from the time of the attempted IPO, if WHSP's price expectations were unchanged this would imply a value for Aeris scrip in the range of $0.097 to $0.138 (refer Section 10.6.3 for additional information). For completeness, in considering this implied value, shareholders should also consider that the IPO did not go ahead and it may be that WHSP's expectation for value at the time did not match the markets.

2.3.5 Position of the Shareholders if the Proposed Transaction is Not Approved

Table 2.6 below outlines the potential position of individual Aeris shareholders if the Proposed Transaction is not approved.

Table 2.6: Position of Shareholders if the Proposed Transaction is Not Approved

Position of Shareholders	Explanation
Round Oak will not be acquired and Aeris will not have any exposure to Round Oak's assets	If the Proposed Transaction is not approved, Round Oak will not be acquired by Aeris. The shareholders will continue to be exposed to the risks and opportunities associated with Aeris' existing portfolio of assets and will have no exposure to Round Oak's assets.
Conditional placement will not proceed	As part of the equity raise undertaken to fund the Proposed Transaction, Aeris has entered into a conditional placement agreement with a major shareholder to provide a further $17.1 million in exchange for the issue of approximately 162.8 million shares (see Section 4.1.2). Completion of the Proposed Transaction is a pre-condition for completion of the Conditional Placement.
Uncertainty regarding future share price	During the week prior to the announcement of the Proposed Transaction, Aeris experienced a reduction in share price that may have, to some degree, been driven by external market factors including movements in commodity prices and broader market indices (e.g. the S&P/ASX 300 Metals & Mining (Industry) index declined approximately 8.6% from 6,355 on 21 April 2022 to 5,810 on 27 April 2022, and further declined approximately 3.4% to 5,613 on 17 May 2022). The Equity Raise that was subsequently announced on the day the Proposed Transaction was announced was at $0.105, being a 12.5% discount to the closing price on 27 April 2022 of $0.120. In our view, these factors create uncertainty in relation to how Aeris' share price will trade in circumstances that the Proposed Transaction does not proceed. Ultimately, the effect of the Proposed Transaction not proceeding on Aeris' share price will depend on various factors, including: ▸ Strength in the broader market; ▸ Commodity prices; ▸ Aeris' ability to identify another acquisition; and ▸ In the absence of an alternative acquisition, how Aeris chooses to utilise the surplus cash resulting from the Equity Raise (e.g. return to shareholders and/or deploying the capital for other growth opportunities).
Use of surplus cash	In preparation for completing the Proposed Transaction, Aeris has raised approximately $100 million through unconditional capital raisings. In the event that the Proposed Transaction is not approved or otherwise does not complete, the Company may seek to return surplus funds to shareholders after assessing potential capital management options, capital requirements, and appropriate reserves for organic and inorganic opportunities.
An alternative investment target may need to be found	Aeris has a stated corporate strategy to become a diversified multi-mine base metal company. Aeris is attempting to achieve this objective through exploration and development activities, and through acquisitions. If the Proposed Transaction is not implemented Aeris' management will likely need to identify alternative investments in order to obtain this objective.
Non-recoverable costs	Aeris has and will incur costs in relation to the Proposed Transaction irrespective of whether or not it is approved (including in relation to the capital raise undertaken to complete the transaction). Aeris will not be able to recover the costs that it has incurred in relation to the Proposed Transaction in the event approval is not obtained.

Source: BDOCF analysis

2.3.6 Assessment of the Reasonableness of the Proposed Transaction

In our opinion, after considering all of the issues set out in this Report, it is our view that, in the absence of any other information, the Proposed Transaction is Reasonable to the shareholders as at the date of this Report.

2.4 Opinion

After considering the above assessments, it is our view that, in the absence of any other information, the Proposed Transaction is Not Fair but Reasonable as at the date of this Report.

Before forming a view on whether to vote in favour of or against the Proposed Transaction, shareholders must:

- Have regard to the information set out in the balance of this Report, including the Important Information set out in Section 3;
- Consult their own professional advisers; and
- Consider their specific circumstances.

The decision to vote in favour of or against the Proposed Transaction is a separate decision to the investment decision to hold or divest shares in the Combined Entity in the event the Proposed Transaction is approved. We recommend shareholders consult their own professional advisers in relation to the decision on whether to hold or divest shares in the Combined Entity.

3.0 Important Information

3.1 Read this Report, and Other Documentation, in Full

This Report, including Part I, Part II and the appendices, should be read in full to obtain a comprehensive understanding of the purpose, scope, basis of evaluation, limitations, information relied upon, analysis, and assumptions underpinning our work and our findings.

Other information provided to the shareholders in conjunction with this Report should also be read in full, including the Notice of Meeting.

3.2 **Shareholders'** Individual Circumstances

Our analysis has been completed and our conclusions expressed at an aggregate level having regard to the shareholders as a whole. BDOCF has not considered the impact of the Proposed Transaction on the particular circumstances of individual shareholders. Individual shareholders may place a different emphasis on certain elements of the Proposed Transaction relative to the emphasis placed in this Report. Accordingly, individual shareholders may reach different conclusions as to whether or not the Proposed Transaction is fair and reasonable in their individual circumstances.

The decision of an individual shareholder to vote in favour of or against the Proposed Transaction is likely to be influenced by their particular circumstances and accordingly, the shareholders are advised to consider their own circumstances and seek their own independent advice.

Voting in favour of or against the Proposed Transaction is a matter for individual shareholders based on their expectations as to the expected value, future prospects and market conditions together with their particular circumstances, including risk profile, liquidity preference, portfolio strategy and tax position. The shareholders should carefully consider the Notice of Meeting. Shareholders who are in doubt as to the action they should take in relation to the Proposed Transaction should consult their professional adviser.

With respect to the taxation implications of the Proposed Transaction, it is strongly recommended that the shareholders obtain their own taxation advice, tailored to their own particular circumstances.

3.3 Scope

In this Report we provide our opinion on whether Proposed Transaction is fair and reasonable to the shareholders.

This Report has been prepared at the request of the Directors for the sole benefit of the shareholders entitled to vote, to assist them in their decision to vote in favour of or against the Proposed Transaction. This Report is to accompany the Notice of Meeting to be sent to the shareholders to consider the Proposed Transaction and was not prepared for any other purpose. Accordingly, this Report and the information contained herein may not be relied upon by anyone other than the non-associated Directors and the shareholders without our written consent. We accept no responsibility to any person other than the non-associated Directors and the shareholders in relation to this Report.

This Report should not be used for any other purpose and we do not accept any responsibility for its use outside this purpose. Except in accordance with the stated purpose, no extract, quote or copy of this Report, in whole or in part, should be reproduced without our written consent, as to the form and context in which it may appear.

We have consented to the inclusion of this Report with the Notice of Meeting. Apart from this Report, we are not responsible for the contents of the Notice of Meeting or any other document associated with the Proposed Transaction. We acknowledge that this Report may be lodged with regulatory authorities to obtain the relevant approvals prior to it being made available to the shareholders.

The scope of procedures we have undertaken has been limited to those procedures required in order to form our opinion. Our procedures did not include verification work nor constitute an audit or assurance engagement in accordance with Australian Auditing and Assurance Standards. In preparing this Report we considered a range of matters, including the necessary legal requirements and guidance of the Act, the Corporation Regulations 2001 ('the Regulations'), the regulatory guides ('RGs') published by the Australian Securities and Investments Commission ('ASIC'), the listing requirements of the relevant exchanges (where relevant) and commercial practice.

In forming our opinion, we have made certain assumptions and outline these in this Report including:

- We have performed our analysis on the basis that the conditions precedent to the Proposed Transaction are satisfied;
- That matters such as title to all relevant assets, compliance with laws and regulations and contracts in place are in good standing, and will remain so, and that there are no material legal proceedings, other than as publicly disclosed;
- All information which is material to the shareholders' decision on the Proposed Transaction has been provided and is complete, accurate and fairly presented in all material respects;
- ASX announcements and other publicly available information relied on by us are accurate, complete and not misleading;
- If the Proposed Transaction is approved, that it will be implemented in accordance with the stated terms;

- The legal mechanism to implement the Proposed Transaction is correct and effective;
- There are no undue changes to the terms and conditions of the Proposed Transaction or complex issues unknown to us; and
- Other assumptions, as outlined in this Report.

In this Report we have not provided any taxation, legal or other advice of a similar nature in relation to the Proposed Transaction. Aeris has engaged other advisors in relation to those matters.

Aeris has acknowledged that the Company's engagement of BDOCF is as an independent contractor and not in any other capacity, including a fiduciary capacity.

The statements and opinions contained in this Report are given in good faith and are based upon our consideration and assessment of the information provided by the Board, executives and management of all the entities.

3.4 Purpose of this Report

An independent expert, in certain circumstances, must be appointed to meet the requirements set out in the Corporations Act, the Regulations, RGs and in some cases the listing requirements of the relevant exchanges. These requirements have been set out in Sections 3.4.1 and 3.4.2 below.

3.4.1 Requirements of the Corporations Act

Section 606 of the Corporations Act states that, subject to the exceptions set out in section 611, a 'relevant interest' in issued voting shares in a listed company cannot be increased from 20% or below to more than 20%, or increase from a starting point that is above 20% and below 90%. A 'relevant interest' is broadly defined as an interest giving the holder the power to control the right to vote or dispose of shares.

If the Proposed Transaction is approved, WHSP will be issued approximately 1.47 billion ordinary shares. Following the Proposed Transaction, WHSP's relevant interest in Aeris will increase from approximately 0% up to 31.38% (or 30.32% assuming the Conditional Placement raise completes). In these circumstances, an exemption from section 606 must be sought under item 7 of section 611 of the Corporations Act.

Item 7 of section 611 allows a party to gain a relevant interest in shares of a public company that would otherwise be prohibited under subsection 606(2) of the Corporations Act if the Proposed Transaction is approved in advance by a resolution passed at a general meeting of the company, and:

- No votes are cast in favour of the resolution by any party who is associated with the party acquiring the shares, or by the party acquiring the shares; and
- There was full disclosure of all information known by both the party proposing to make the acquisition, their associates and the company in relation to the transaction which was material to a decision on how to vote on the resolution.

ASIC RG 74: *Acquisitions Approved by Members* states that the obligation to supply shareholders with all material information can be satisfied by the non-associated Directors of Aeris by either:

- Undertaking a detailed examination of the Proposed Transaction themselves, if they consider that they have sufficient expertise; or
- Commissioning an independent expert's report.

We have been requested to prepare this independent expert's report to provide additional information to the shareholders to assist them to form a view on whether to vote in favour of or against the Proposed Transaction.

3.4.2 Listing Requirements

We have been instructed that Aeris will not be using this Report or our assessment of the Proposed Transaction for the purpose of complying with the listing requirements of the ASX or any other stock exchange.

3.5 Current Market Conditions

Our opinion and the analysis set out in this Report is based on economic, commodity, market and other conditions prevailing at the date of this Report. Such conditions can change significantly over relatively short periods of time and may have a material impact on the results presented in this Report and result in any valuation or other opinion becoming quickly outdated and in need of revision.

In circumstances where we become aware of and believe that a change in these conditions, prior to the Meeting, results in a material statement in this Report becoming misleading, deceptive or resulting in a material change in valuation, we will provide supplementary disclosure to Aeris. BDOCF is not responsible for updating this Report following the Meeting or in the event that a change in prevailing circumstance does not meet the above conditions.

3.6 Reliance on Information

Aeris recognises and confirms that, in preparing this Report, except to the extent to which it is unreasonable to do so, BDOCF, BDO Services Pty Ltd or any of the partners, directors, agents or associates (together 'BDO Persons'), will be using and relying on publicly available information and on data, material and other information furnished to BDO Persons by Aeris, its management, and other parties, and may assume and rely upon the accuracy and completeness of, and is not assuming any responsibility for independent verification of, such publicly available information and the other information so furnished.

Unless the information we are provided suggests the contrary, we have assumed that the information provided was reliable, complete and not misleading, and material facts were not withheld. The information provided was evaluated through analysis and inquiry for the purpose of forming an opinion as to whether or not the Proposed Transaction is fair and reasonable.

We do not warrant that our inquiries have identified or verified all of the matters which an audit, extensive examination or due diligence investigation might disclose. In any event, an opinion as to whether a corporate transaction is fair and reasonable is in the nature of an overall opinion rather than an audit or detailed investigation.

It is understood that the accounting information provided to us was prepared in accordance with generally accepted accounting principles. Where we relied on the views and judgement of management, the information was evaluated through analysis and inquiry to the extent practical. Where we have relied on publicly available information, we have considered the source of the information and completed our own analysis to assist us to determine the accuracy of the information we have relied on. However, in many cases the information we have relied on is often not capable of external verification or validation and on that basis we provide no opinion or assurance on the information.

The Directors represent and warrant to us for the purpose of this Report, that all information and documents furnished by Aeris (either by management directly or through its advisors) in connection or for use in the preparation of this Report do not contain any untrue statements of a material fact or omit to state a material fact necessary in order to make the statements therein. We have received representations from the Directors in relation to the completeness and accuracy of the information provided to us for the purpose of this Report.

Under the terms of our engagement, Aeris has agreed to indemnify BDO Persons against any claim, liability, loss or expense, costs or damage, arising out of reliance on any information or documentation provided, which is false or misleading or omits any material particulars, or arising from failure to supply relevant documentation or information.

3.7 Glossary

Capitalised terms used in this Report have the meanings set out in the glossary. A glossary of terms used throughout this Report is set out immediately following the Table of Contents at the start of this Report.

All dollar ('$') references in this Report are in Australian dollars unless otherwise stated.

3.8 Sources of Information

This Report has been prepared using information obtained from sources including the following:

- Aeris' annual reports for the year ended 30 June 2019, 2020, and 2021;
- Aeris' management accounts as at 31 March 2022;
- Round Oak's annual reports for the year ended 31 July 2019, 2020, and 2021;
- Aeris' ASX announcements;
- Aeris' and Round Oak's hedging facilities;
- The Financial Model ('Financial Model') provided by Aeris;
- Aeris' tax advice;
- The Share Purchase Agreement;
- The Notice of Meeting dated 26 May 2022;
- The independent technical specialist report prepared by AMC dated 17 May 2022 ('the AMC Report');
- The independent technical specialist report prepared by RPM dated 20 May 2022 ('the RPM Report');
- Capital IQ;
- IBISWorld;
- Consensus Economics;
- Reserve Bank of Australia;
- MergerMarket;
- Other research publications and publicly available data as sourced throughout this Report;

- Various transaction documents provided by the Management of Aeris and their advisors;
- Discussions and other correspondence with RPM and AMC; and
- Discussions and other correspondence with the Management of Aeris and their advisers.

3.9 APES 225 Valuation Services

This assignment is a Valuation Engagement as defined by Accounting Professional & Ethical Standards Board professional standard APES 225 *Valuation Services* ('APES 225'). A Valuation Engagement is defined by APES 225 as 'an Engagement or Assignment to perform a Valuation and provide a Valuation Report where the Valuer is free to employ the Valuation Approaches, Valuation Methods, and Valuation Procedures that a reasonable and informed third party would perform taking into consideration all the specific facts and circumstances of the Engagement or Assignment available to the Valuer at that time.'

This Valuation Engagement has been undertaken in accordance with the requirements set out in APES 225.

3.10 Forecast Information

Any forecast financial information referred to in this Report has originated from the Company's management and is adopted by the Directors in order to provide us with a guide to the potential financial performance of Aeris. There is a considerable degree of subjective judgement involved in preparing forecasts since they relate to event(s) and transaction(s) that have not yet occurred and may not occur. Actual results are likely to be different from the forecast financial information since anticipated event(s) or transaction(s) frequently do not occur as expected and the variation between actual results and those forecast may be material.

The Directors' best-estimate assumptions on which the forecast is based relate to future event(s) and/or transaction(s) that management expect to occur and actions that management expect to take and are also subject to uncertainties and contingencies, which are often outside the control of Aeris. Evidence may be available to support the Directors' best-estimate assumptions on which the forecast is based however, such evidence is generally future-oriented and therefore speculative in nature. In certain circumstances, we may adjust the forecast assumptions provided by management to complete our valuation work. In this instance, the forecasts we have adopted for our valuation work will not be the same as the forecasts provided by management.

BDOCF cannot and does not provide any assurance that any forecast is representative of results or outcomes that will actually be achieved. While we have considered the forecast information to the extent we considered necessary to complete the analysis set out in this Report, we have not been engaged to provide any form of assurance conclusion on any forecast information set out in this Report. We disclaim any assumption of responsibility for any reliance on this Report, or on any forecast to which it relates, for any purpose other than that for which it was prepared. We have assumed, and relied on representations from certain members of management, that all material information concerning the prospects and proposed operations of Aeris has been disclosed to us and that the information provided to us for the purpose of our work is true, complete and accurate in all respects. We have no reason to believe that those representations are false.

3.11 Qualifications

BDOCF has extensive experience in the provision of corporate finance advice, including takeovers, valuations and acquisitions. BDOCF holds an Australian Financial Services Licence issued by ASIC for preparing expert reports pursuant to the Listing Rules of the ASX and the Corporations Act.

BDOCF and its related parties in Australia have a wide range of experience in transactions involving the advising, auditing or expert reporting on companies that have operations domestically and in foreign jurisdictions. BDO in Queensland and in Australia is a national association of separate partnerships and entities and is a member of the international BDO network of individual firms.

Mark Whittaker and Scott Birkett have prepared this Report with the assistance of staff members. Mr Whittaker, BCom (Hons), CA, CFA, and Mr Birkett, BBusMan/BCom, CFA are directors of BDOCF. Both Mr Whittaker and Mr Birkett have extensive experience in corporate advice and the provision of valuation and professional services to a diverse range of clients, including large private, public and listed companies, financial institutions and professional organisations. Mr Whittaker and Mr Birkett are considered to have the appropriate experience and professional qualifications to provide the advice offered within this Report.

BDO Corporate Finance Ltd

Mark Whittaker
Director

Scott Birkett
Director

PART II: INFORMATION SUPPORTING OUR OPINION ON THE PROPOSED TRANSACTION

4.0 Overview of the Proposed Transaction

This section sets out an overview of the Proposed Transaction and is structured as follows:

- Section 4.1 provides a brief description of the Proposed Transaction;
- Section 4.2 summarises the conditions precedent to the Proposed Transaction; and
- Section 4.3 details the rationale for the Proposed Transaction.

This section is a summary only and should not be treated as a complete description of the Proposed Transaction. The Shareholders should refer to the Notice of Meeting and any subsequent disclosures for additional information relating to the Proposed Transaction and the key parties involved.

4.1 Summary of the Proposed Transaction

4.1.1 Overview

On 28 April 2022 Aeris announced it had entered into a binding agreement with WHSP to acquire WHSP's wholly owned subsidiary Round Oak. Under the Proposed Transaction, Aeris will acquire all of the issued share capital in Round Oak for consideration of $234 million, comprised of:

- A cash payment of $80 million[3]; and
- The issue and allotment of approximately 1.47 billion ordinary shares in Aeris to WHSP, resulting in WHSP becoming Aeris' largest shareholder with an interest equivalent to approximately 30.32% of shares outstanding on an undiluted basis (refer Table 4.1 below).

Round Oak will be acquired on a debt-free basis and at completion of the Proposed Transaction will hold a minimum of $16.959 million in cash[4].

As a result of the Proposed Transaction, Aeris will become a more diversified base metals company with operations spanning across copper, gold, silver and zinc. Aeris has created a new subsidiary to be the holding company for the purposes of the acquisition.

4.1.2 Funding

In preparation for the Proposed Transaction, Aeris has undertaken a $100 million fully underwritten equity raise at an issue price of $0.105, representing a 12.5% discount to the closing price of $0.12 per share on 27 April 2022 (being the last trading date prior to release of the announcement of the Proposed Transaction and equity raise). The equity raise is comprised of:

- The Unconditional Placement, which resulted in the issuance of approximately 418.3 million shares and completed on 2 May 2022; and
- The Entitlement Offer, which resulted in the issuance of approximately 534.4 million shares and completed on 19 May 2022. The Entitlement Offer includes:
  - An institutional entitlement offer totalling $30.1 million through the issue of approximately 286.8 million shares ('Institutional Entitlement Offer'). The institutional entitlement offer was taken up by approximately 59% of eligible institutional shareholders; and
  - A fully underwritten retail entitlement offer totalling $26.0 million through the issuance of approximately 247.4 million shares ('Retail Entitlement Offer'). The retail entitlement that completed on 19 May 2022.

In addition to the Unconditional Placement and Entitlement Offer, Aeris has entered into the Conditional Placement to raise a further $17.1 million by the issuance of approximately 162.8 million shares, subject to approval and completion of the Proposed Transaction. The Conditional Placement is expected to complete on 1 July 2022, being the same date as expected completion of the Proposed Transaction.

4.1.3 Capital Structure

The indicative capital structure following completion of the Proposed Transaction, assuming that no additional shares are issued, or performance rights exercised prior to completion, is summarised in Table 4.1 below.

[3] The cash component of the consideration for the Proposed Transaction is subject to adjustments.

[4] To the extent cash holdings of Round Oak are less than $16.959 million at completion of the Proposed Transaction, an adjustment payment will be made by WHSP to Aeris.

Table 4.1: Capital Structure Prior to and Indicative Capital Structure following the Proposed Transaction

	Prior to Proposed Transaction		Post Proposed Transaction	
	Number of Shares	Percentage Holding	Number of Shares	Percentage Holding
Aeris Shareholders	2,254,581,165	70.30%	2,254,581,165	46.61%
Unconditional Placement and Entitlement Offer	952,587,255	29.70%	952,587,255	19.70%
Conditional Capital Raising	-	-	162,781,913	3.37%
WHSP	-	-	1,466,666,667	30.32%
Total shares[1]	3,207,168,420	100.00%	4,836,617,000	100.00%

Source: Aeris ASX Announcements, FY21 Annual Report and Capital IQ

[1] In addition to the capital structure outlined in Table 4.1 there are 48,782,493 performance rights outstanding as of 17 May 2022.

4.1.4 Changes to Management and Directors

The Proposed Transaction has been structured as an acquisition of Round Oak by Aeris and, on or before completion of the Proposed Transaction, the Share Purchase Agreement sets out that the directors, secretaries, public officers, and auditors of Round Oak and Round Oak's subsidiaries will resign from their positions with such resignation effective at completion. Noting that WHSP will be a substantial shareholder with an interest of 30.32%, WHSP will be offered a board position on the board of Aeris. WHSP has nominated Robert Millner, Chair of WHSP, to be appointed as a non-executive director following completion of the Proposed Transaction. Mr Millner is an experienced company director with extensive experience in the investment industry. Mr Millner's current board positions include:

- Apex Healthcare Berhad;
- Brickworks Limited;
- BKI Investment Company;
- New Hope Corporation Limited; and
- TPG Telecom Limited.

Mr Milner's appointment will take effect upon completion of the Share Purchase Agreement (subject to receipt of the necessary consents).

It is proposed that the corporate offices of Aeris and Round Oak will be integrated to unlock synergies and the Combined Entity will benefit from economies of scale by operating shared services between the operations.

4.1.5 Deeds of Indemnity

On completion of the Proposed Transaction WHSP have agreed to provide Aeris with the benefit of the following indemnities:

- Cloncurry Assets: an indemnity against all costs and liabilities (including surety bonds and rehabilitation) that may arise in respect of the sale assets the subject of the asset sale agreement between Round Oak, True North Copper Pty Ltd, and Tennant Consolidated Mining Group Pty Ltd dated 31 July 2021 as amended; and
- Ausmex Dispute: an indemnity in respect of any potential claim filed within four years of completion in connection with a potential claim by Ausmex Resource Pty Ltd in relation to alleged non-compliance with the terms of a joint venture agreement, subject to Aeris agreeing to bear half of the first $1 million of liability (or less).

4.1.6 Escrow Deed

Aeris and WHSP have entered into an escrow deed, pursuant to which WHSP agrees not to deal with that portion of Aeris' post-transaction shares representing 19.99% of the Combined Entity's total issued share capital ('Restricted Securities') for a period of two years from the date of issue of the shares to WHSP.

The Restricted Securities will be held on a separate restricted sub-register and will only be permitted to be dealt with in relation to certain permitted dealings, relevantly these include:

- A bona fide third-party takeover bid;
- The transfer or cancellation of shares in the Combined Entity as part of a scheme of arrangement; and
- Any dealing which arises in connection with an equal access share buyback, equal capital return, or equal capital reduction.

4.1.7 Additional Information

Shareholders should refer to the Notice of Meeting and subsequent disclosures for more detailed information in relation to the Proposed Transaction.

4.2 Key Conditions of the Offer

The Proposed Transaction is subject to certain conditions precedent. In summary, these include:

- The Company's shareholders approving the issue of the shares to WHSP, contemplated under the Proposed Transaction; and
- The parties obtaining all necessary consents to the change in control of Round Oak as required under any relevant contracts.

The conditions precedent to the Proposed Transaction are discussed in more detail in the Notice of Meeting. We recommend that shareholders consider all conditions of the Proposed Transaction set out in the Notice of Meeting.

We note that, as at the date of this Report, the conditions precedent have not been satisfied.

4.3 Strategic Rationale for the Proposed Transaction

The strategic rationale for the Proposed Transaction, as advised by Aeris, is summarised in Table 4.2 below.

Table 4.2: Summary of Aeris' Strategic Rationale

Strategic Consideration	Description
Meets Aeris' strategic objectives	▸ Aeris is pursuing a corporate strategy to become a multi-mine base metals mining company, with a diversified cashflow profile to support both continued reinvestment in exploration and reserve extension, as well as further growth through acquisition; ▸ The Proposed Transaction is consistent with Aeris' stated strategy to acquire advanced base metals assets in Australia; and ▸ The Proposed Transaction upgrades the asset portfolio quality and provides multiple opportunities for further value add.
Increased scale, resulting in diversified cashflows and extended mine life	▸ Completion of the Proposed Transaction would substantially increase the scale of Aeris, resulting in a material increase in production profile (refer Figure 4.1 below); ▸ Aeris would diversify its operations and cashflow streams, with four operating mines and a high value commodity mix; ▸ Creates numerous near-term mine life extension opportunities and regional exploration potential; ▸ Introduces into the portfolio an advanced long mine life development project with primary approvals in place; and ▸ The Combined Entity would hold over 418kt CuEq in ore reserves and 1.1Mt CuEq in Mineral Resources.
Provides stronger balance sheet and strengthens immediate cash flow profile	▸ Strong cash flow generation and balance sheet supports development activities at Tritton and Stockman; and ▸ At completion, Aeris will have nil debt and be well funded to deliver on growth projects across the portfolio.
Platform for further growth	▸ All projects include near mine exploration targets with potential for further mine life extension; ▸ The tenement package remains underexplored resulting in regional exploration opportunities; ▸ The Combined Entity will have a strong financial base to continue to grow and upgrade the asset portfolio; and ▸ WHSP will own between 30.32% to 31.38% of Aeris post-completion with board representation, becoming a strategic investor.
Diversifies metals portfolio and increases copper exposure	▸ Increases Aeris' long-term exposure to copper; ▸ Introduces Aeris to the zinc market and increases the exposure to gold and silver; and ▸ The strong commodity backdrop supports long-term price outlook.

Source: Aeris' ASX announcements in relation to the Proposed Transaction

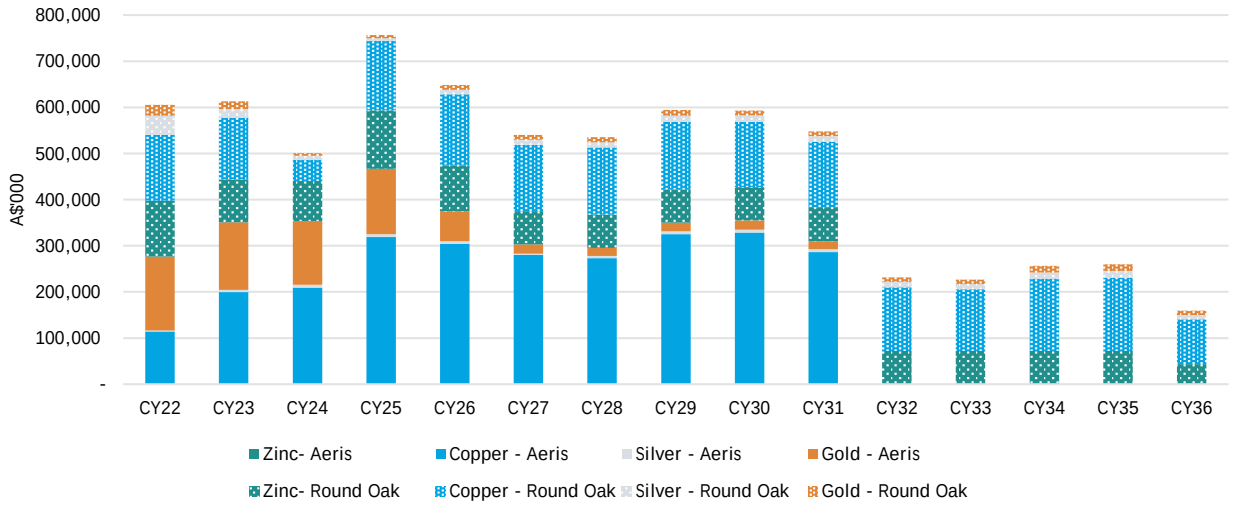
Figure 4.1 below sets out a summary of the gross revenue that would accrue to the Combined Entity from CY22 to CY36, by commodity type, for Aeris and Round Oak. In relation to Figure 4.1, we note:

- The commodity prices adopted are the average Consensus Economics prices used in our valuation work (refer Section 11.2.2); and
- It assumes that Aeris and the Combined Entity will be able to operate each of the mines in accordance with the RPM Adjusted Existing LOM (i.e. no mineral resource factor has been applied). The impact of this graph with the mineral resource factor applied is separately shown in Figure 11.2.

Figures 4.2 and 4.3 below show, for Aeris and Round Oak respectively, the revenue per mine (calculated on a similar basis to Figure 4.1) and cumulative free cash flow.

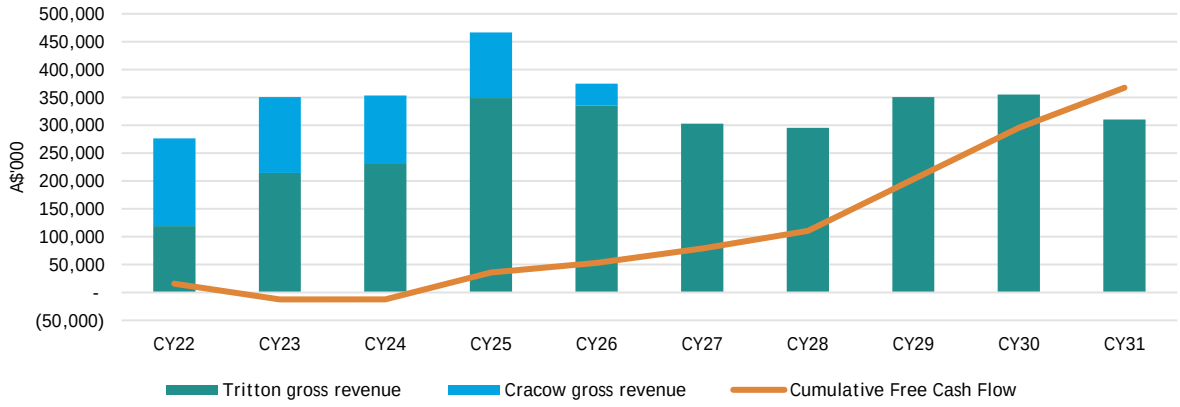
Figures 4.1 to 4.3 below show the extent to which the Round Oak operating mines are able to extend the cash flow generating ability of the existing Aeris operating mines, and diversify the commodity mix.

Figure 4.1: Gross Revenue Composition (RPM Adjusted Existing LOM)



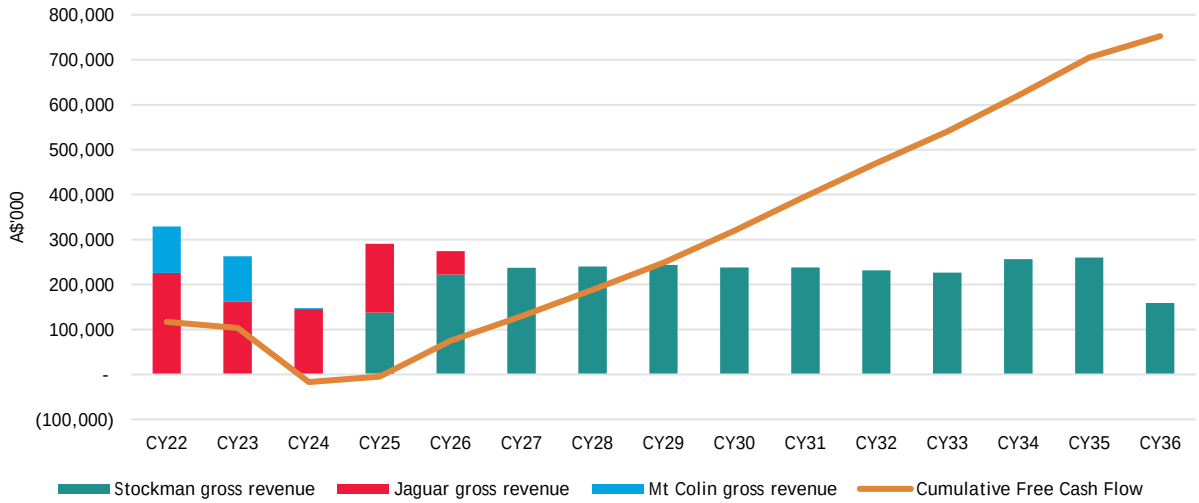
Source: The Financial Model

Figure 4.2: Aeris Operating Revenue and Cumulative Free Cash Flows (RPM Adjusted Existing LOM)



Source: The Financial Model

Figure 4.3: Round Oak Operating Revenue and Cumulative Free Cash Flows (RPM Adjusted Existing LOM)



Source: The Financial Model

5.0 Background of Aeris

This section is set out as follows:

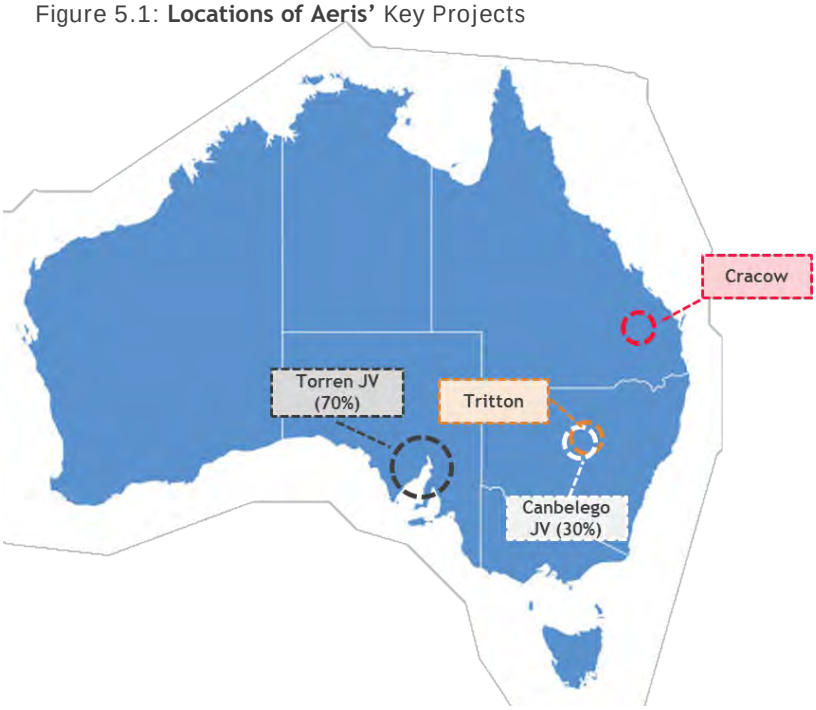
- Section 5.1 provides an overview and background information on Aeris;
- Section 5.2 outlines Aeris' key projects;
- Section 5.3 summarises the corporate structure of Aeris;
- Section 5.4 summarises the equity structure of Aeris;
- Section 5.5 summarises the share market trading data of Aeris; and
- Section 5.6 summarises the historical financial information of Aeris.

5.1 Background

Aeris is an ASX listed (ASX ticker: AIS) diversified mining and exploration company, headquartered in Brisbane, Australia, that specialises in the production of copper and gold. Aeris currently holds interests in four key projects located within Australia (the locations of the projects are detailed in Figure 5.1 below) as follows:

- Tritton Copper Operations ('Tritton');
- Cracow Gold Operations ('Cracow');
- Torrens Joint Venture ('Torrens JV'); and
- Canbelego Joint Venture ('Canbelego JV').

Figure 5.1: **Locations of Aeris'** Key Projects



Tritton and Cracow are wholly owned mining operations and Aeris' core assets. Aeris also holds interests in the following exploration projects, Torrens JV (70%) and Canbelego JV (30%).

We have summarised Aeris' key projects in Section 5.2 below. For further detail in relation to Aeris' projects, refer to RPM's and AMC's Independent Technical Specialist's Reports, attached as Appendices B and C respectively.

5.2 Key Projects

5.2.1 Tritton Copper Operations

Tritton is a copper mining complex located near the towns of Nyngan and Cobar in New South Wales and is comprised of both operational and exploration assets. The operational assets include two underground mines (Tritton and Murrawombie) and a 1.8 million tonne ('mt') per annum processing plant. The exploration assets consist of a tenement package comprised of seven exploration and four mining licences that cover 2,330km^2 of highly prospective ground for base metals deposits within the Girilambone Basin.

In FY21, Tritton produced approximately 23,000 tonnes of copper. This reflects a decline since FY16 when copper production peaked at approximately 30,400 tonnes. Copper production guidance at Tritton forecasts between 18,500 and 19,500 tonnes at an all-in sustaining cost ('AISC') of between $4.60/lb and $4.85/lb for FY22.

Development is forecast to commence in FY22 at three new production sources at Tritton. These are the:

- Budgerygar deposit, an extension of the Tritton underground mine;
- Avoca Tank underground mine; and
- Murrawombie pit cut-back.

5.2.2 Cracow Gold Operations

Cracow is an established high-grade, low-cost gold mine with multiple ore bodies, located near the towns of Cracow and Theodore about 500 kilometres northwest of Brisbane. Aeris currently holds a tenement package over the Cracow goldfields that includes 18 mining and 3 exploration licences.

Aeris completed its acquisition of Cracow from Evolution Mining on 1 July 2020 for total transaction consideration of:

- $75 million in cash paid over two tranches, with the first tranche of $60 million paid on completion and the remainder due on 30 June 2022; and
- 10% net value royalty from 1 July 2022 to 30 June 2027, capped at $50 million.

Following completion of the acquisition, Cracow produced 73,700 ounces of gold in FY21. Gold production guidance for FY22 is 56,000 to 59,000 ounces at Cracow at an AISC between $1,775/oz and $1,825/oz.

Exploration at Cracow in FY22 includes a $13 million program of resource definition drilling and greenfield exploration. Resource definition drilling is targeting:

- Extensions to the Rose's Pride, Klondyke Royal, and Golden Pleateau deposits; and
- Near-mine underground conceptual targets including Killarney Extensions, Kenneth and Royal / Crown Deeps.

Greenfield exploration is looking for the next significant deposit in Cracow South West, Ballymore, and Boughyard.

5.2.3 Other Projects

Torrens JV

The Torrens JV is a greenfield exploration project exploring for iron-oxide copper-gold systems within the Stuart Shelf region of South Australia. Torrens is a joint venture between Aeris (70% interest) and Kelaray Pty Ltd (30% interest and a wholly owned subsidiary of Argonaut Resources NL ('Argonaut')).

A trial passive seismic survey was undertaken during FY21 which was designed to clarify whether it's possible to identify the Quaternary and Tertiary lithologies below Lake Torrens. Four traverses were completed, and the survey was successful in identifying the contact between the Arcoona quartzite and overlying tertiary sediments.

Argonaut stated in their FY21 financial report that substantive expenditure on further exploration and evaluation of mineral deposits within the tenement package is currently budgeted and planned, however the Torrens JV was impaired at 30 June 2021 with evidence to suggest that the carrying value will not be recovered in full. The carrying value of the tenement has been impaired to its estimated recoverable amount of $1.07 million, with Aeris' 70% interest equating to approximately $749,000.

Canbelego JV

Aeris holds a 30% interest in the Canbelego JV through its subsidiary company Tritton Resources Pty Ltd, with the remaining 70% held by Oxley Resources, a subsidiary company of Helix Resources Limited (ASX ticker: HLX). Exploration activities and management of the exploration licence are completed by Helix Resources Limited.

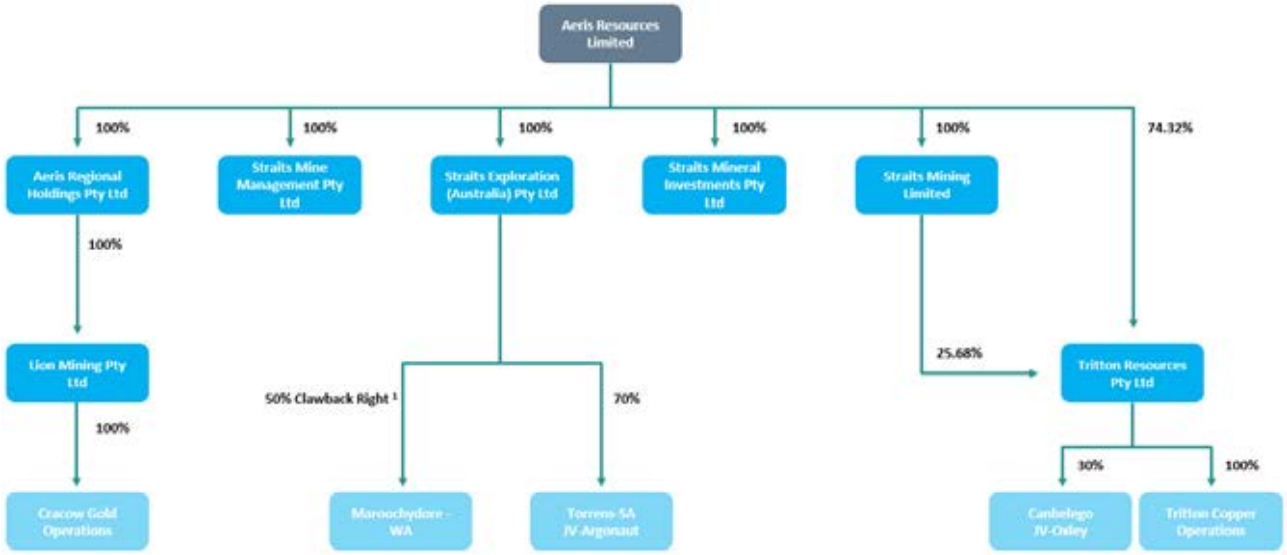
Within the exploration licence, the most advanced of several projects is the Canbelego deposit. Copper mineralisation at Canbelego occurs from surface to approximately 300 metres below surface. Copper mineralisation within the primary sulphide horizon is associated with chalcopyrite, forming a range of sulphide textures including disseminations, stringers, veins and semi-to-massive accumulations. The mineralised system remains open along strike (north and south) and down plunge. There has been some drilling completed previously, the most recent in 2012.

Exploration activities recommenced during the FY2021 year with an airborne electromagnetic survey flown over the entire tenement package. Several high priority anomalies were identified and flagged for follow-up exploration. At the Canbelego deposit, a five-hole diamond drill program (CANDD001 to CANDD005) was completed. Drillhole electromagnetic ('DHEM') surveying was completed on the first three drill holes. All five drill holes intersected copper sulphides, with several drill holes intersecting multiple mineralised lenses. The drill holes targeted high grade copper shoots based on previous drilling and re-modelled historical DHEM plates.

5.3 Corporate Structure of Aeris

Figure 5.3 below provides an overview of the corporate structure of Aeris prior to the Proposed Transaction.

Figure 5.3: Aeris Pre-Transaction Corporate Structure



Source: Aeris Management

1. The Maroochydore Deposit is 100% owned by Cyprium Metals Ltd. However, Aeris holds an up to 50% clawback right for the project, triggered on the acceptance of an economic feasibility study.

5.4 Equity Structure of Aeris

5.4.1 Ordinary Shares

As of 23 May 2022 (and following allotment of retail entitlement shares), Aeris had 3,207,168,420 ordinary shares on issue. The substantial shareholders are set out in Table 5.1. Table 5.1 does not consider the impact of any changes in shareholding resulting from the Proposed Transaction.

Table 5.1: Substantial Shareholders as at 23 May 2022

Shareholders	Number of Shares	Percentage Holding
Existing Shareholders[1]	2,408,516,185	75.10%
Tudor Court Limited	478,256,110	14.91%
Paradice Investment Management Pty Ltd	320,396,125	9.99%
Total shares on issue	3,207,168,420	100.00

Source: The Notice of Meeting

1. Excluding Tudor Court and Paradice

5.4.2 Performance Rights on Issue to Directors and Employees of Aeris

Aeris has an equity incentive plan ('EIP') designed to incentivise employees and executive directors to achieve the long-term objectives of the Company and to attract employees of experience and ability. It provides Aeris with the ability to grant options or performance rights.

As of 17 May 2022, there were 48,782,493 performance rights outstanding. These rights were granted under the Aeris EIP and have an expiry date of 1 December 2050. The rights have been issued to employees of Aeris Resources Limited, Lion Mining Pty Ltd and Tritton Resources Pty Ltd. The performance rights are split into four equal tranches and vest over a three-year term in accordance with the performance criteria outlined in Table 5.2.

Table 5.2: Criteria of Performance Rights

Tranche	Amount of rights that vest (%)	Performance criteria
1	25	Total shareholder return performance relative to a group of peer companies for the period 1 July 2020 to 30 June 2023.
2	25	Total share price increase for the period 1 July 2020 to 30 June 2023.
3	25	Gold Ounces Reserve increase for the period 1 July 2020 to 30 June 2023.
4	25	Copper Tonnes Reserve increase for the period 1 July 2020 to 30 June 2023.

Source: Aeris FY2021 Annual Report

5.5 Share Trading Data of Aeris

5.5.1 Share Price

Figure 5.4 displays the daily volume weighted average price ('VWAP') and daily volume of Aeris shares traded on the ASX over the period 17 May 2021 to 17 May 2022.

Figure 5.4: Daily VWAP and Volume of Aeris Shares Traded from 17 May 2021 to 17 May 2022

Source: Capital IQ as at 18 May 2022

Over the period graphed in Figure 5.4 above Aeris' daily VWAP displays a period low of $0.0883 on 12 May 2022 and a period high of $0.2354 on 3 August 2021.

In addition to the share price and volume data of Aeris shown above we have provided information in Table 5.3 below to assist readers to understand the possible reasons for the movement in Aeris' share price over the period analysed. The selected ASX announcements in Table 5.3 below correspond to the key events flagged in Figure 5.4 above.

Table 5.3: Selected Aeris ASX Announcements from 17 May 2021 to 17 May 2022

Date	Announcement
08/06/2021	Aeris provides a progress report in relation to the exploration activities at the Constellation Deposit. Announces exceptional copper assays from RC drilling.
11/06/2021	Aeris announces the successful completion of a $50.4 million equity raising through an institutional placement. Announces that the funds will accelerate exploration programs and that approximately 287.9 million new shares will be issued at $0.175 per share.
23/06/2021	Aeris announces high grade copper intercept and drilling update.
06/07/2021	Aeris announces that the high-grade copper assays continue at Constellation with assays received from a further 30 reverse circulation drill holes, and that there were further high-grade copper intersections. Additionally, near surface high grade copper mineralisation was intersected over a 200m strike length and approval has been received for an additional 45 diamond drill holes.
30/07/2021	Aeris releases a quarterly activities report for the period ended 30 June 2021 including highlights for Cracow and Tritton. For Cracow, Aeris reports production of 19,889 ounces at an AISC of $1,568/oz and a 324% increase to mineral resources at Klondyke-Royal deposit. For the Tritton operations they report production of 5,828 tonnes at an AISC of $4.68/lb. Aeris also reports cash and receivables of $105.9m.
03/08/2021	Aeris announces new projects to extend Tritton mine life, extensions to the Cracow mine life, and a mineral resource and ore reserve estimate.
08/09/2021	Aeris releases Constellation drilling program update. Announces completion of the RC drilling program (phase 2), fast tracking development pathway via the commencement of option studies and a backlog of diamond drilling assays.
20/09/2021	Aeris is added to S&P Global BMI Index.
13/10/2021	Aeris CEO, Andre Labuschagne, gives investor presentation at 121 Mining Investment America Conference.
18/10/2021	Aeris announces changes to the board with Ms Sylvia Wiggins joining the company as a non-executive director. Ms Wiggins is an experienced senior executive and investment banker with a demonstrated track record over 25 years in public markets with a focus on finance, strategy and risk.
21/10/2021	Aeris announces the Tritton operations have added a new exploration tenement to its portfolio.

Date	Announcement
26/10/2021	Aeris releases the annual report for the 2021 financial year.
28/10/2021	Aeris releases the quarterly activities report for the period ended 30 September 2021, outlining gold production of 14,691 ounces at an AISC of $1,951/oz and copper production of 4,534 tonnes at an AISC of $4.73/lb.
09/11/2021	Aeris releases Constellation drilling program update. Announces that resource definition drilling continues to return high grade copper assays within the deeper primary (sulphide) copper domain and exploration drilling has successfully intersected massive sulphides (assays pending) 150m down plunge from previous drilling.
25/11/2021	Aeris approves amendment of constitution.
01/12/2021	Aeris releases update on Budgerygar mineral resource.
16/12/2021	Aeris announces Constellation exploration target for a maiden mineral resource.
28/01/2022	Aeris releases the quarterly activities report for the period ended 31 December 2021, outlining gold production of 15,869 ounces at an AISC of $1,563/oz, copper production of 4,880 tonnes at an AISC of $4.86/lb and a number of exploration updates.
23/02/2022	Aeris provides an update on the latest assay results from the ongoing resource definition drilling program at the Constellation deposit. Announces that good copper and gold grades continue at Constellation.
24/02/2022	Aeris reports earnings results for the half year ended 31 December 2021.
23/03/2022	Aeris provides an update on preliminary drill results from exploration program at Avoca Tank deposit.
19/04/2022	Aeris provides an update on the preliminary drill results at a resource definition drill program currently underway at the Kurrajong Deposit. Aeris announces that massive sulphides have been intersected.
20/04/2022	Aeris provides an update on resource definition drill results at the Golden Plateau Deposit. Aeris announces that the results are encouraging, a drilling program is underway targeting remnant gold mineralisation within and below historical workings and that assay results returned for 22 holes with gold mineralisation intersected.
22/04/2022	Aeris releases the quarterly activities report for the period ended 31 March 2022. For Tritton, Aeris announces copper production of 4,040 tonnes at an AISC of $5.94/lb and $13.9m has been spent on growth projects and exploration. For Cracow, Aeris announces gold production of 11,643 ounces at an AISC of $1,867/oz and $6.6m has been spent on growth projects and exploration.
28/04/2022	Aeris Enters a trading halt announcing it has entered into a binding agreement regarding the sale of Round Oak Minerals to Aeris for total transaction consideration of $234 million between cash and scrip. Aeris announces plans to undertake a $117 million equity raise to fund the acquisition and to pay for related expenses.
02/05/2022	Aeris announces completion of a $74.0 million placement and institutional entitlement offer at $0.105 per share in relation to the previously disclosed equity raise.

Source: Aeris ASX Announcements

In Table 5.4 below we have set out **Aeris'** VWAP for the 1 week, 1 month, 3 months, 6 months, 9 months and 12 months prior to 27 April 2022, being the last date Aeris traded prior to announcing the Proposed Transaction.

Table 5.4: **Aeris'** VWAP for Specified Periods Prior Up to 27 April 2022

Length of Relevant VWAP Period	VWAP up to 27 April 2022
1 Week	$0.1322
1 Month	$0.1429
3 Months	$0.1372
6 Months	$0.1476
9 Months	$0.1666
12 Months	$0.1709

Source: Capital IQ as at 28 April 2022

5.5.2 Liquidity of Aeris Shares on the ASX

The rate at which equity instruments are traded is generally referred to as the 'liquidity' of the equity instruments. Changes in liquidity may impact the trading price of equity instruments. This is particularly dependent on the number of equity instruments required to be bought and/or sold and the time period over which the equity instrument holder needs to buy and/or sell those equity instruments. Depending on the circumstances, a movement in market price may or may not represent a shift in value of either the equity instruments or a shift in value of the company to which the equity instruments relate as a whole.

Table 5.5 summarises the monthly liquidity of Aeris shares from 1 May 2021 to 17 May 2022. Liquidity has been summarised by considering the following:

- Volume of Aeris shares traded per month;
- Value of total trades in Aeris shares per month;

- Number of Aeris shares traded per month as a percentage of total Aeris shares outstanding at the end of the month;
- Volume weighted average price per month; and
- The monthly low and high share price of Aeris.

Table 5.5: Liquidity of Aeris shares on the ASX

Month	Volume	Shares Outstanding	Volume / Shares Outstanding	Monthly Low Share Price	Monthly VWAP	Monthly High Share Price
May 2022 (to and including 17th)	325,911,740	2,698,293,530	12.08%	$0.086	$0.0977	$0.115
Total Post-Transaction Announcement	325,911,740	2,698,293,530	12.08%	$0.086	$0.0977	$0.115
April 2022 (to 27th)	138,305,510	2,254,581,170	6.13%	$0.120	$0.1406	$0.150
March 2022	155,265,040	2,254,581,170	6.89%	$0.120	$0.1346	$0.165
February 2022	112,869,550	2,254,581,170	5.01%	$0.125	$0.1376	$0.150
January 2022	112,574,300	2,254,581,170	4.99%	$0.125	$0.1503	$0.170
December 2021	57,443,540	2,254,047,390	2.55%	$0.150	$0.1611	$0.170
November 2021	127,672,830	2,237,846,230	5.71%	$0.150	$0.1643	$0.175
October 2021	160,726,630	2,229,864,720	7.21%	$0.155	$0.1794	$0.205
September 2021	137,477,160	2,229,864,720	6.17%	$0.160	$0.1772	$0.195
August 2021	200,424,360	2,229,864,720	8.99%	$0.185	$0.2094	$0.240
July 2021	179,800,800	2,229,864,720	8.06%	$0.180	$0.2008	$0.220
June 2021	311,121,990	2,106,582,310	14.77%	$0.170	$0.2016	$0.225
May 2021	573,775,870	1,919,437,180	29.89%	$0.096	$0.1636	$0.190
Total Pre-Transaction Announcement	2,267,457,580	2,204,269,080	102.87%	$0.096	0.1745	$0.240

Source: Capital IQ as at 18 May 2022

Assuming a weighted average number of 2,204,269,080 Aeris shares on issue over the period, approximately 102.87% of the total shares on issue were traded over the period 1 May 2021 to 27 April 2022. In our view, this indicates that Aeris shares display a moderate to high level of liquidity.

5.6 Historical Financial Information of Aeris

This section sets out the historical financial information of Aeris. As this Report contains only summarised historical financial information, we recommend that any user of this Report read and understand the additional notes and financial information contained in Aeris' annual reports, including the full Statements of Profit or Loss and Other Comprehensive Income, Statements of Financial Position and Statements of Cash Flows.

Aeris' financial statements have been audited by PricewaterhouseCoopers. BDOCF has not performed any audit or review of any type on the historical financial information of Aeris and we make no statement as to the accuracy of the information provided. However, we have no reason to believe that any of the information provided is false or misleading.

5.6.1 Statements of Profit or Loss and Other Comprehensive Income

Table 5.6 summarises the Consolidated Statement of Profit or Loss and Other Comprehensive Income of Aeris for the 12-month periods ended 30 June 2019, 2020 and 2021 and the 6 months ended 31 December 2021.

Table 5.6: Aeris' Consolidated Statement of Profit or Loss and Other Comprehensive Income

	12 Months Ended 30-Jun-19 Audited ($'000)	12 Months Ended 30-Jun-20 Audited ($'000)	12 Months Ended 30-Jun-21 Audited ($'000)	6 Months Ended 31-Dec-21 Audited ($'000)
Revenue				
Revenue from contracts with customers	232,338	227,313	431,290	195,893
Total revenue	232,338	227,313	431,290	195,893
Cost of goods sold	(218,525)	(217,303)	(337,895)	(172,412)
Gross profit/(loss)	13,813	10,010	93,395	23,481

	12 Months Ended 30-Jun-19 Audited ($'000)	12 Months Ended 30-Jun-20 Audited ($'000)	12 Months Ended 30-Jun-21 Audited ($'000)	6 Months Ended 31-Dec-21 Audited ($'000)
Other expenses				
Administration and support	(9,638)	(8,420)	(14,475)	(6,352)
Exploration expense	(898)	(575)	(454)	-
Net foreign exchange gains/(losses)	(2,820)	(3,027)	1,166	(84)
Transaction expense	-	(3,126)	(4,068)	-
Other income/(expenses)	(586)	(1,391)	(2,693)	350
Impairment loss	-	(23,127)	-	-
Profit/(loss) before finance and income tax	(129)	(29,656)	72,871	17,395
Net finance costs	(8,128)	(8,361)	(11,631)	(3,294)
Income tax expense	(4,416)	(334)	-	-
Profit/(loss) after finance and income tax	(12,673)	(38,351)	61,240	14,101
Other Comprehensive Income				
Cash flow hedges transferred to profit or loss, net of tax	1,905	-	(2,549)	1,074
Income tax relating to components of other comprehensive income	(572)	-	-	-
Transfer to profit or loss on disposal of subsidiary	-	-	162	-
Other comprehensive income for the year, net of tax	1,333	-	(2,387)	1,074
Total comprehensive income	(11,340)	(38,351)	58,853	15,175

Source: Aeris FY2019, FY2020, FY2021 and HY2022 Financial Reports

With reference to Table 5.6 above, we note the following:

- Revenue, cost of goods sold and total comprehensive income for the year have increased from FY20 to FY21 due to:
  - The acquisition of 100% of the shares in Lion Mining Pty Ltd on 1 July 2020, the owner and operator of the Cracow Gold Operations (Cracow contributed revenues of $186.7 million and after-tax profit of $46.0 million over the FY21 period); and
  - Increased revenue from the Tritton Copper operations due to higher copper prices;
- The transaction expenses related to the acquisition of Cracow were recognised in both FY20 and FY21;
- On 13 January 2021 Aeris sold its wholly owned subsidiary Straits Gold Pty Ltd to GBM Resources Limited. This transaction resulted in a loss on disposal of $2.2 million and explains the increase in other expenses from FY20 to FY21;
- The FY20 impairment assessment of the Tritton Copper Operations cash generating unit resulted in an impairment of $23.1 million to mine properties. The Directors did not consider there to be any indicators of impairment during FY21 or FY19;
- In FY21, Aeris utilised prior year tax losses in combination with unrecognised current year temporary differences to reduce income tax expense for the year to zero;
- Variation in the amount transferred to profit or loss from cash flow hedges primarily relates to USD denominated borrowings and USD denominated receivables; and
- Aeris recorded a profit after tax for the half year ended December 2021 of $14.101 million, down from December 2020 half year where they recorded a profit of $45.867 million. This reduction is primarily due to revenue from the Cracow operation being negatively impacted by lower gold prices and lower gold production, and higher cost of goods sold across all operations.

5.6.2 Statements of Financial Position

Table 5.7 summarises Aeris' statements of financial position as at 30 June 2019, 2020 and 2021 and 31 December 2021.

Table 5.7: Aeris' Summarised Consolidated Statements of Financial Position

	As at 30-Jun-19 Audited ($'000)	As at 30-Jun-20 Audited ($'000)	As at 30-Jun-21 Audited ($'000)	As at 31-Dec-21 Audited ($'000)
Current assets				
Cash and cash equivalents	22,548	54,303	97,396	68,921
Trade and other receivables	7,131	17,394	12,341	12,626
Inventories	16,256	11,202	32,414	34,396
Financial assets at fair value through profit or loss	3,722	2,531	6,087	6,787
Other current assets	-	748	1,935	1,294
Total current assets	49,657	86,178	150,173	124,024
Non-current assets				
Trade and other receivables	11,729	17,262	20,776	-
Property, plant and equipment	50,392	41,851	85,296	86,768
Exploration and evaluation	26,360	28,083	51,818	45,149
Mine properties	45,879	14,394	65,095	96,248
Deferred tax	-	-	1,092	632
Total non-current assets	134,360	101,590	224,077	228,797
Total assets	184,017	187,768	374,250	352,821
Current Liabilities				
Trade and other payables	30,427	37,756	68,949	54,653
Interest bearing liabilities	48,919	-	-	-
Borrowings	-	61	2,115	49
Lease liabilities	-	3,565	4,025	5,509
Derivative financial instruments	-	-	3,641	2,107
Provisions	7,997	7,924	17,913	18,035
Other liabilities	-	-	14,144	14,572
Total current liabilities	87,343	49,306	110,787	94,925
Non-current liabilities				
Borrowings	-	48,957	25,277	328
Lease liabilities	-	3,582	4,244	7,017
Provisions	11,913	12,274	29,660	29,814
Interest bearing liabilities	7,474	-	-	-
Deferred tax liabilities	397	-	-	-
Other liabilities	-	-	20,418	21,208
Total non-current liabilities	19,784	64,813	79,599	58,367
Total liabilities	107,127	114,119	190,386	153,292
Net assets	76,890	73,649	183,864	199,529
Equity				
Issued capital	420,837	452,313	509,888	509,888
Preference equity	4,208	-	-	-
Prepaid capital	-	7,216	-	-
Reserves	(6,723)	(6,097)	(7,481)	(5,917)
Accumulated losses	(341,432)	(379,783)	(318,543)	(304,442)
Total equity attributable to owners of Aeris	76,890	73,649	183,864	199,529

Source: Aeris FY2019, FY2020, FY2021 and HY2022 Financial Reports

1. The comparative FY20 was restated in the FY21 financial statements to split out lease liabilities into a separate line item. We note the values have not changed, rather a change in composition of accounts.

With reference to Table 5.7 above, we note the following:

- The increase in cash and cash equivalents from FY20 to FY21 is due to the increase in revenue driven by the acquisition of Cracow and increased copper prices, and the successful completion of an equity raise by way of institutional placement. The equity raise was completed on 11 June 2021 and generated $50.4 million, the proceeds of which were intended for accelerating exploration activities at Tritton and Cracow. Additionally, we note the increase in cash and cash equivalents from FY19 to FY20 was primarily due to a reduction in cash used for the repayment of borrowings, including a repayment of approximately $30 million in FY19;

- The increase in inventories, property, plant and equipment, mine properties, and exploration and evaluation from FY20 to FY21 predominately results from the acquisition of Cracow. As the acquisition contributed the following:
  - Inventory of $13.2 million;
  - Property plant and equipment of $24.1 million;
  - Mine properties of $63 million; and
  - Exploration and evaluation of $16.3 million.
- The trade and other receivables (non-current assets) balance at 30 June 2021 related to restricted cash held on deposit for security against bank guarantees held in relation to environmental bonding. Aeris entered into a Contingent Instrument Facility with ANZ bank during FY22 which resulted in the release of this restricted cash and the non-current trade and other receivables reducing to a nil balance;
- The decrease in interest bearing liabilities (current liabilities) from FY19 to FY20 and subsequent increase in borrowings and lease liabilities (non-current liabilities) in FY21 is an accounting change that results from the amendment of the terms of the consolidated entity's Senior Loan Note Subscription Agreement with Special Portfolio Opportunity V Limited. This amendment extended the maturity dates for its Tranche A and Tranche B debt facilities and reclassified the liability from current to non-current;
- Provisions have increased from FY20 to FY21, primarily driven by an increase in employee benefits and provisions for rehabilitation and dismantling which is predominately related to the acquisition of Cracow;
- The increase in other liabilities (current and non-current) seen from FY20 to FY21 is due to the contingent and deferred considerations related to the acquisition of Cracow. The contingent consideration requires Aeris to pay the previous owners of Cracow a mining royalty equivalent to 10% of the net value generated for any gold produced by the Cracow operations during the period 1 July 2022 to 30 June 2027, up to an undiscounted $50 million. The deferred consideration requires Aeris to pay the previous owners $15 million on 30 June 2022;
- On 2 April 2020, Aeris announced that TCL had acquired approximately 83.7 million Convertible Redeemable Preference Shares ('CRPS') in the company from Standard Charted Bank. On 8 April 2020, the CPRS held by TCL were converted to fully paid ordinary shares. Aeris then purchased and cancelled the remaining CPRS held by Standard Charted Bank. As such, the preference equity was reduced to $0 in FY20;
- The increase in issued capital from FY20 to FY21 relates to Aeris completing a retail entitlement offer and institutional placement, requiring the issuance of 333,258,016 and 287,915,576 new shares respectively. Additionally, there were 46,182,202 management options exercised over the FY21 year, further increasing issued capital;
- Prepaid capital which relates to proceeds received in advance for the retail entitlement offer closed on 1 July 2020. Upon the issue of the related shares on 1 July 2020, the proceeds converted to issued capital. Hence the decrease to $0 in prepaid capital from FY20 to FY21.

5.6.3 Statements of Cash Flows

Table 5.8 summarises Aeris' Statement of Cash Flows for the 12 month periods ended 30 June 2019, 2020 and 2021 and the 6 months ended 31 December 2021.

Table 5.8: **Aeris'** Summarised Consolidated Statements of Cash Flows

	12 Months Ended 30-Jun-19 Audited ($'000)	12 Months Ended 30-Jun-20 Audited ($'000)	12 Months Ended 30-Jun-21 Audited ($'000)	6 Months Ended 31-Dec-21 Audited ($'000)
Cash flows from operating activities				
Receipts from customers (inclusive of GST)	234,802	210,679	434,879	196,583
Payments to suppliers and employees (inclusive of GST)	(190,546)	(178,870)	(257,443)	(156,521)
Interest and other finance costs paid	(8,630)	(1,571)	(7,786)	(1,701)
Net cash (outflow)/inflow from operating activities	35,626	30,238	169,650	38,361
Cash flows from investing activities				
Payment for purchase of business, net of cash acquired	-	-	(55,789)	(3,813)
Payments for investments	-	-	(1,000)	(350)
Payments for property, plant and equipment and mine properties	(19,591)	(18,642)	(80,477)	(40,885)
Payments for exploration expenditure	(8,686)	(1,723)	(7,449)	(11,843)
Mine development	-	-	-	-
Cash backed security deposits	(4,539)	(5,561)	(8,714)	-
Proceeds from disposal of property, plant and equipment and mine properties	-	41	3	-
Proceeds from release of security deposits	-	-	-	20,776
Net cash (outflow)/inflow from investing activities	(32,816)	(25,885)	(153,426)	(36,115)
Cash flows from financing activities				
Proceeds from issue of shares - net of transaction costs	32,657	26,536	50,359	-
Prepaid proceeds from the issue of shares	-	7,216	-	-
Proceeds from borrowings	-	-	30,000	-
Repayment of borrowings	(27,985)	(56)	(48,933)	(27,592)
Repayment of leasing liabilities	(8,471)	(6,141)	(4,422)	(3,107)
Net cash (outflow)/inflow from financing activities	(3,799)	27,555	27,004	(30,699)
Net increase/(decrease) in cash held	(989)	31,908	43,228	(28,453)
Cash and cash equivalents at the beginning of the financial year	23,332	22,548	54,303	97,396
Effects of exchange rate changes on cash and cash equivalents	205	(153)	(135)	(22)
Cash and cash equivalents at the end of the financial year	22,548	54,303	97,396	68,921

Source: Aeris FY2019, FY2020, FY2021 and HY2022 Financial Reports

With reference to Table 5.8 above, we note the following:

- The acquisition of Cracow caused an increase in cash flows from FY20 to FY21 from receipts from customers, payments from operating and investing activities. Additionally, the payment for purchase of business seen at 31 December 2021 ($3.8 million) includes the stamp duty for the acquisition;
- The payments for investments seen at 31 December 2021 relates to the acquisition of 3.5 million shares in GBM Resources Limited at $0.10 per share;
- Aeris made a number of voluntary loan repayments over FY21, settling the debt obligations on Tranche C and B facilities whilst reducing the obligation of the Tranche A facility;
- The proceeds from release of security deposits seen at 31 December 2021 relates to the release of $20.776 million in cash held on deposit for security against bank guarantees held in relation to environmental bonding. This cash was able to be released after Aeris entered into a Contingent Instrument Facility with ANZ; and
- No dividend has been paid over the period considered, as the directors have determined that a more effective use of the cash would be to pay off debt and invest in additional mine properties.

6.0 Background of Round Oak

This section is set out as follows:

- Section 6.1 provides an overview and background information on Round Oak;
- Section 6.2 outlines Round Oak's key projects;
- Section 6.3 summarises the corporate structure of Round Oak; and
- Section 6.4 summarises the historical financial information of Round Oak.

6.1 Background

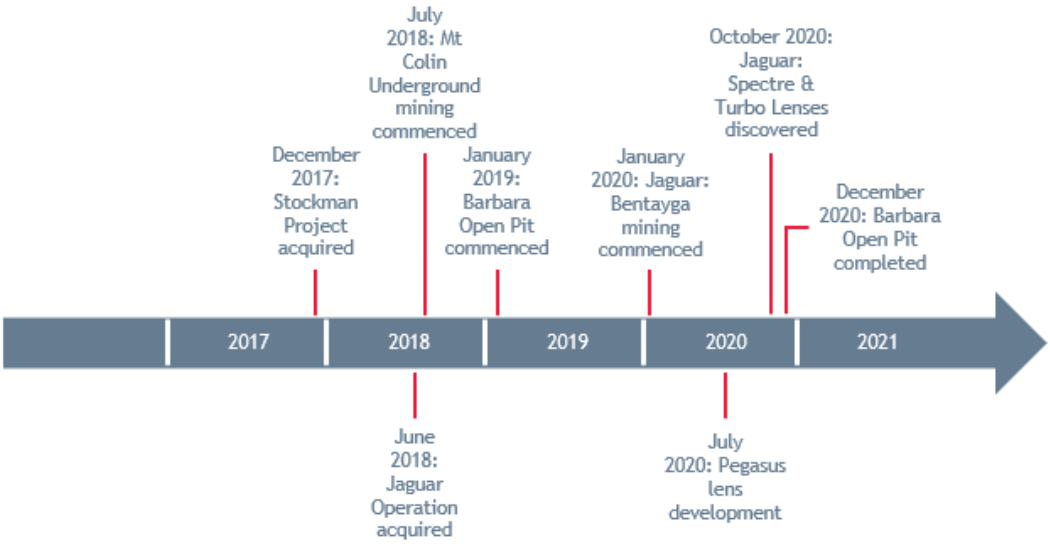
Round Oak is an Australian copper and zinc producer with a diverse portfolio of operating mines and development assets within three of Australia's premier base and precious metals terrains.

Round Oak was formed through the combination of WHSP subsidiaries CopperChem Limited and Exco. In December 2012, Exco was acquired by WHSP and in May 2013, full ownership of CopperChem was achieved by WHSP. At that time, Exco held significant exploration tenements, including the Mt Colin asset, and CopperChem was a producer of copper sulphate and concentrate from operations near Cloncurry. WHSP restructured its portfolio in 2018, resulting in Exco becoming a subsidiary of CopperChem, which was renamed 'Round Oak Minerals Pty Ltd.'

Since the purchase of Exco in 2012, WHSP has overseen the investment of more than $370 million into Round Oak, including the acquisitions of the Stockman Project and Jaguar Operation from Independence Group NL in 2017 and 2018, respectively. In 2018, Round Oak commenced development of Mt Colin.

Figure 6.1 summarises the key events undertaken by Round Oak in the past five years.

Figure 6.1: Recent Key Round Oak Events



Source: Round Oak Management

6.2 Key Projects

6.2.1 Overview

Round Oak currently owns three key assets:

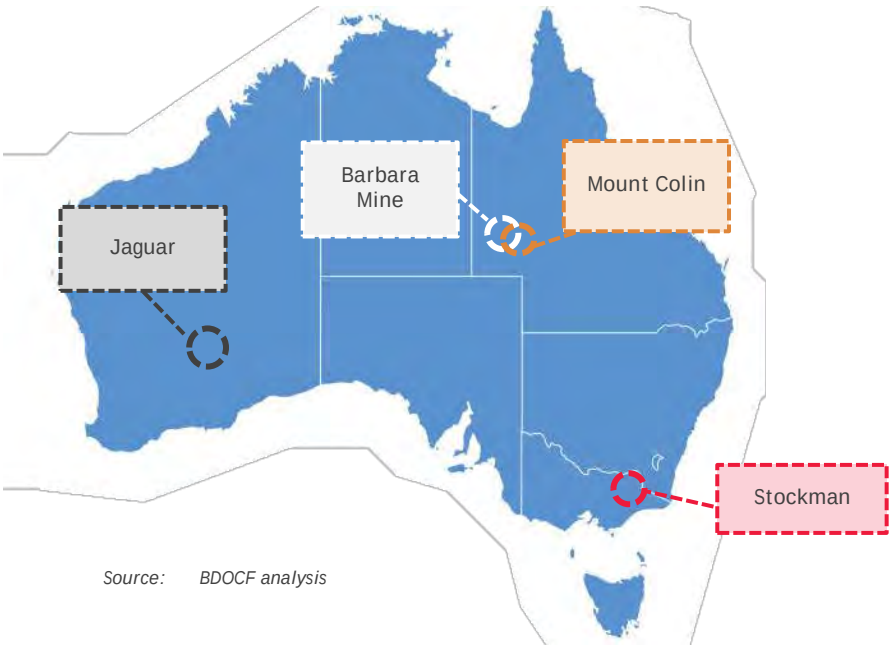
- Jaguar;
- Mount Colin; and
- Stockman Project.

Round Oak also owns the Barbara Mine, which was placed on care and maintenace in April 2021.

Figure 6.2 shows the locations of these key assets. Both the Jaguar and Mount Colin projects are in production, providing copper, zinc, gold, and silver ores.

Round Oak is currently undertaking a Definitive Feasibility Study ('DFS') for Stockman, with a final investment decision expected during FY23. Stockman is expected to underpin the long-term production profile of Round Oak with approximately 10 years of Ore Reserves and significant exploration potential.

Figure 6.2: **Locations of Round Oak's** Key Projects



Source: BDOCF analysis

Round Oak also has multiple mine life extension opportunities that are outside of the current mine plans. These include ongoing near-mine drilling programs at the Bentley mine at Jaguar and prospective underground drilling below the Barbara open pit in Northwest Queensland, as well as broader exploration activities across its portfolio.

We have summarised Round Oak's key assets in further detail below. For further detail in relation to Round Oak's projects, refer to RPM's and AMC's Independent Technical Specialist's Reports, attached as Appendices B and C respectively.

6.2.2 Jaguar

Located in Western Australia, Jaguar is an established underground zinc, copper and silver mine, comprised of the following:

- Bentley underground mine ('Bentley'), which is in production;
- The Triumph deposit, which is undeveloped; and
- The Jaguar and Teutonic Bore mines, which are both in care and maintenance.

Jaguar is located within the Eastern Goldfields region of Western Australia, 65 km north of Leonora, and 250 km north of Kalgoorlie. Jaguar has been in operation for more than 10 years and has a current mine life of three years, although recent successful exploration campaigns are expected to lead to mine-life extensions.

The operation spans a 410.6 square kilometre tenement package and hosts multiple favourable stratigraphic horizons along a 50km corridor. The land tenement package consists of mining leases, exploration licences, and prospecting licenses. The site is also being actively explored for new deposits and extensions to existing deposits.

Processing is conducted using a conventional crushing and grinding circuit feeding a sequential flotation style concentrator. The plant is designed to produce both copper and zinc concentrates.

6.2.3 Mount Colin

Located in Queensland, the Mount Colin site is a standalone underground operation mining ore containing both copper and gold. The operation commenced development in 2018 and began ore production in 2019. The Mount Colin operation has a tenement area of approximately 1.3 square kilometres which fully encompasses the mineral deposit and surface infrastructure.

The ore body was originally mined as an open pit, which was completed in 2013, before mining then transitioned underground. Ore is crushed on site before being transported by road train to Evolution Mining's Ernest Henry facility north of Cloncurry where it is toll treated under a contract with Glencore.

The mine development has reached a depth of approximately 430m from the surface and has a final expected depth of 510m. The Mount Colin operation is approximately 50 km east of Mount Isa in northwest Queensland.

6.2.4 Stockman

The Stockman project is located in northeast Victoria, approximately 470 km northeast of Melbourne. Stockman consists of two underground mines:

- Wilga Mine (which has historical operations); and
- Currawong Mine (which is to be developed).

Stockman currently holds three exploration leases and one mining lease together covering approximately 42 square kilometres. The Currawong mine is intended to be the main ore source for the project but will be blended with the Wilga ore to optimize production. Together, the project is expected to produce a commodity mix of predominately copper and zinc concentrates, with silver and gold credits.

Both mines are proposed to be initially developed by underground mining contractors. A new process plant with a one million tonnes per annum capacity is proposed to be built at the Currawong mine. This plant will enable conventional crushing and production of concentrates which will be transported to the port via road train.

Round Oak acquired Stockman from IGO Limited ('IGO') in 2017 and since then has completed a Selection Phase Study ('SPS') in 2019 and embarked on a DFS which is expected to be completed in FY23. We understand all primary approvals are in place for the development of Stockman and the secondary approvals required to progress to construction will be obtained as part of the DFS process.

6.2.5 Barbara Mine

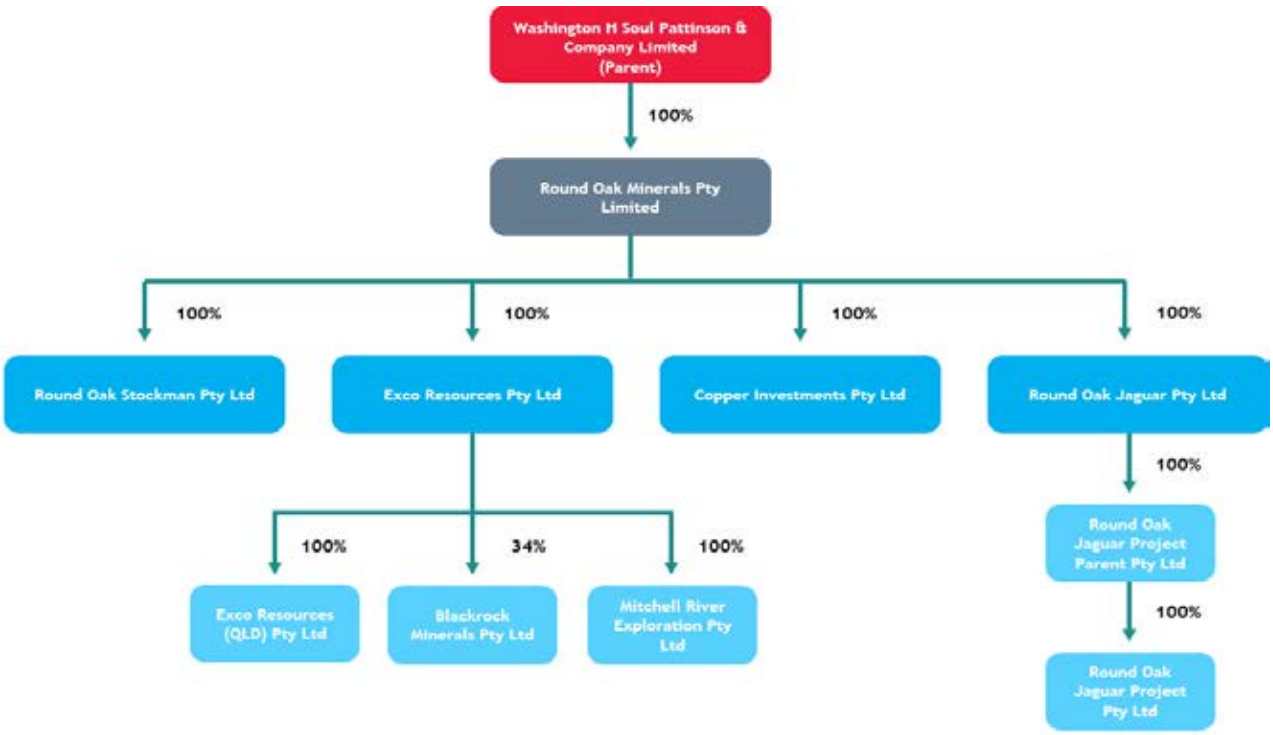
The Barbara copper mine is located approximately 65 km north-east of Mount Isa in Western Queensland. The mine was operational between June 2019 until December 2020, and in April 2021 the final stockpiled ore was transported to Mount Isa and processed. The Barbara Mine was then placed on care and maintenance in April 2021 with studies currently being conducted to assess the potential to extend the mine life, including additional drilling to explore the viability of underground development.

As at the end of February 2021 the Barbara Mine has produced approximately 750,000 tonnes of ore during its operation, with approximately 650,000 tonnes processed producing 12,100 tonnes of copper. The average grade of ore processed was 1.87% copper.

6.3 Corporate Structure of Round Oak

Figure 6.3 below provides an overview of the corporate structure of Round Oak prior to the Proposed Transaction. The Company is wholly owned by Washington H Soul Pattinson & Company Limited.

Figure 6.3: Round Oak Corporate Structure



Source: Round Oak Management

6.4 Historical Financial Information of Round Oak

This section sets out the historical financial information of Round Oak. As this Report contains only summarised historical financial information, we recommend that any user of this Report read and understand the additional notes and financial information contained in Round Oak's annual reports, including the full Statements of Profit or Loss and Other Comprehensive Income, Statements of Financial Position and Statements of Cash Flows.

Round Oak's financial statements have been audited by Pitcher Partners in FY19 and FY20, and Ernst and Young in FY21. BDOCF has not performed any audit or review of any type on the historical financial information of Round Oak and we make no statement as to the accuracy of the information provided. However, we have no reason to believe that any of the information provided is false or misleading.

6.4.1 Statements of Profit or Loss and Other Comprehensive Income

Table 6.2 summarises the Consolidated Statement of Profit or Loss and Other Comprehensive Income of Round Oak for the 12-months periods ended 31 July 2019, 2020 (based on the restated numbers in FY21) and 2021.

Table 6.2: Round Oak Consolidated Statement of Profit or Loss and Other Comprehensive Income

	12 Months Ended 31-Jul-19 Audited ($'000)	12 Months Ended 31-Jul-20 Audited ($'000)	12 Months Ended 31-Jul-21 Audited ($'000)
Revenue	133,882	217,526	353,361
Cost of Goods Sold	(167,631)	(248,689)	(220,159)
Gross profit/(loss)	(33,749)	(31,163)	133,202
Other Income	228	3,688	1,622
Selling and Distribution Expenses	(14,886)	(18,217)	(27,612)
Administration Expenses	(19,828)	(14,063)	(15,511)
Impairment Reversals/(Expenses)	(25,666)	(70,136)	4,710
Other Expenses	(2,021)	-	(503)
Operating Profit/(Loss)	(95,923)	(129,891)	95,908
Finance Income	-	288	9
Finance Costs	(7,847)	(5,276)	(1,075)
Profit/(Loss) Before Income Tax	(103,770)	(134,879)	94,842
Income Tax (Expense)/Benefit	30,304	40,049	(29,873)
Other Comprehensive Income	(3,235)	-	-
Total Comprehensive Income/(Loss) for the Year	(76,701)	(94,830)	64,969

Source: Round Oak FY2019, FY2020 and FY2021 Annual Reports

With reference to Table 6.2 above, we note the following:

- Revenue has been increasing significantly since 2019 due to increases in sales of copper, zinc, and silver. In the 2021 reporting period, revenue from sales of copper increased by 107.33%, revenues from the sale of zinc increased by 93.11%, and the revenue from sales of silver increased by 69.76%;
- 52.8% of impairment expenses in 2019 and 2020 related to impairment of mining development assets. 2019 expense consisted primarily of impairment to the Wallace (part of Cloncurry, no longer operational) and Barbara mines ($10.3 million and $11.3 million respectively). The 2020 expense was comprised of:
  - $23.2 million for Jaguar due to lower expected production volumes and potential geological risk. We note that an impairment reversal of $4.7 million occurred during 2021, as the successful execution of the Bentley 500 strategy increased the recoverable amount of Jaguar;
  - $27.7 million for Cloncurry due to cessation of mining and processing (placed in care and maintenance in July 2020);
  - $1.7 million for Barbara due to higher operating costs; and
  - $17.5 million for exploration due to write-off of capitalised expenditure on tenements that have been surrendered, have no budgeted exploration activities, or based on industry guidelines.

6.4.2 *Statement of Financial Position*

Table 6.3 summarises Round Oak's statements of financial position as at 31 July 2019, 2020 and 2021.

Table 6.3: **Round Oak's** Summarised Consolidated Statements of Financial Position

	12 Months Ended 31-Jul-19 Audited[1] ($'000)	12 Months Ended 31-Jul-20 Audited ($'000)	12 Months Ended 31-Jul-21 Audited ($'000)
Current assets			
Cash and cash equivalents	13,234	10,660	37,540
Trade and other receivables	28,355	37,245	26,832
Inventories	24,154	32,678	51,889
Assets held for sale	-	-	12,113
Total current assets	65,743	80,583	128,374
Non-current assets			
Trade and other receivables	457	460	51
Mine properties assets	103,967	91,768	89,791
Other property, plant and equipment	84,692	57,974	40,910
Exploration and evaluation assets	28,111	15,199	18,648
Intangible assets	138	245	107
Right-of-use assets	31,511	16,141	6,137
Deferred tax assets	20,043	36,958	25,399
Total non-current assets	268,919	218,745	181,043
Total assets	334,662	299,328	309,417
Current liabilities			
Trade and other payables	44,259	42,081	22,824
Lease liabilities	18,049	11,192	6,246
Provisions	13,264	9,348	8,135
Liabilities held for sale	-	-	14,176
Total current liabilities	75,572	62,621	51,831
Non-current liabilities			
Trade and other payables	14,690	-	-
Lease liabilities	13,462	5,984	677
Provisions	27,350	34,792	41,459
Total non-current liabilities	55,502	40,776	42,136
Total liabilities	131,074	103,397	93,517
Net assets	203,588	195,931	215,900
Equity			
Issued capital	478,795	565,968	565,968
Other reserves	(271,972)	(366,802)	(346,833)
Accumulated losses	(3,235)	(3,235)	(3,235)
Total equity	203,588	195,931	215,900

Source: Round Oak 2019, 2020 and 2021 Annual Reports

1. The 2019 accounts were restated in the 2021 accounts due to the adoption of AASB 16.

With reference to Table 6.3 above, we note the following:

- Working capital increased by $58.6 million from 2020 to 2021 due to a $26.9 million stronger cash balance (after payment of a $45 million dividend); $19.2 million higher inventory on hand due to the timing of shipments; and $19.3 million lower payables mostly due to the final payment of the Jaguar deferred purchase consideration and sites moving into care and maintenance;
- In 2021, Round Oak entered into an agreement for the sale of various assets relating to the Great Australia Mine, the Wallace Gold Project mining tenements and associated environmental liabilities, and the Kangaroo Rat mining lease and three exploration permits, resulting in the reclassification of various assets and current and non-current provisions (totalling a $2.1 million net liability), to assets held for sale ($12.1 million) and liabilities held for sale ($14.2 million);

- Both current and non-current provisions relate primarily to provisions for mining restoration and site rehabilitation (totalling $38.2 million in 2020 and $41.7 million in 2021). In 2021 there was a $19.8 million increase in the provision for mining and rehabilitation liability, offset by the transfer of a $14.2 million provision to liabilities held for resale;
- The $14.7 million in non-current trade and other payables in 2019 relates to deferred consideration payable for the acquisition of the Jaguar mine. This liability became current in 2020 and was settled during 2021;
- Round Oak adopted AASB 16 in August 2019, recognising $31.5 million in right-of-use assets at this date. The subsequent reduction in value of the right-of-use assets primarily relates to depreciation (offset by minor asset additions). Current and non-current lease liabilities also primarily relate to the adoption of AASB16 and has decreased due primarily to payments (offset by minor lease additions);
- Mine properties assets (which includes development and producing assets), and other property, plant and equipment have both decreased each year since 2019; and
- The increase in issued capital in 2020 relates to the capitalisation of debt owed to WHSP, resulting in the issue of approximately 53.8 million shares, equal to approximately $87.2 million. We note that Round Oak have not recorded any borrowings on its balance sheet as, prior to the end of each reporting period, the borrowings were either repaid or converted to equity. Borrowings and repayments are therefore only reflected in the cash flow statement. More information in relation to Round Oak's financing activities is provided in the notes to Table 6.4 below.

6.4.3 Statements of Cash Flows

Table 6.4 summarises Round Oak's Statement of Cash Flows for the 12 month periods ended 31 July 2019, 2020 and 2021.

Table 6.4: **Round Oak's** Consolidated Statements of Cash Flows

	12 Months Ended 31-Jul-19 Audited ($'000)	12 Months Ended 31-Jul-20 Audited ($'000)	12 Months Ended 31-Jul-21 Audited ($'000)
Operating activities			
Receipts from customers inclusive of GST	138,834	181,162	390,327
Payments to suppliers and employees inclusive of GST	(170,532)	(203,397)	(215,801)
Interest received	105	54	11
Interest on lease liabilities and finance costs	(441)	(2,049)	(960)
Income tax paid	-	-	(25,046)
Net cash flows used in operating activities	(32,034)	(24,301)	148,531
Investing activities			
Payments for mine properties, other property, plant & equipment and intangibles	(82,383)	(87,174)	(46,420)
Proceeds from sale of mine properties, other property, plant & equipment and intangibles	-	3,024	-
Payments for capitalised exploration and evaluation activities	(8,305)	(4,624)	(3,733)
Proceeds from/(payments to) term deposits	(426)	(112)	1,582
Proceeds from sale of joint venture, net of cash disposed	-	38	476
Proceeds from sale of tenement rights	75	-	-
Payments for deferred purchase consideration	-	-	(16,060)
Net cash from / (used in) investing activities	(91,039)	(88,848)	(64,155)
Financing Activities			
Dividends paid	-	-	(45,000)
Proceeds from borrowings - related parties	133,473	136,404	16,000
Repayments of borrowings - related parties	-	(8,000)	(16,000)
Principal repayments of lease liabilities	-	(18,101)	(11,619)
Net cash flow provided by financing activities	133,473	110,303	(56,619)
Net increase/decrease in cash and cash equivalents	10,401	(2,846)	27,757
Net effect of movements in exchange rates on cash held	-	13,234	10,660
Add: Opening cash and cash equivalents at beginning of fiscal year	2,833	272	(877)
Cash and cash equivalents end of fiscal year	13,234	10,660	37,540

Source: Round Oak FY2019, FY2020 and FY2021 Annual Reports

With reference to Table 6.4 above, we note the following:

- Net cash from operating activities increased by $172.8 million in 2021 due to strong sales volume and commodity prices, with relatively flat costs;
- Net investing cash outflows decreased by $24.7 million in 2021 as a result of reduced mine development activities, with north west Queensland assets moving to full production in 2021. This was partly offset by the investment in opening the second mining front at Jaguar. Also, the final instalment of deferred consideration for the acquisition of Jaguar operations was paid during the year;
- The proceeds from borrowings – related parties in 2019, 2020 and 2021 refer to loans received from WHSP. In each of these years, the loan has either been repaid or converted to equity prior to 31 July. As such, no borrowing liability or debt appears on the balance sheet; and
- A $45 million dividend was paid in 2021.

7.0 Industry Overview

Aeris and Round Oak operate in the metals and mining industry, which is a subset of the GICS materials sector. Specifically, Aeris focuses on copper and gold while Round Oak focuses on copper and zinc, with silver and gold also extracted as a by-product of production.

The information presented in this section has been compiled from a range of publicly available sources and information taken from various databases to which we subscribe. BDOCF has not independently verified any of the information, and we recommend that users of this Report refer to the original source of any information listed in this section. This section should be referred to as a guide only.

7.1 Copper

7.1.1 Overview

Copper is a soft, malleable, ductile metal used primarily for its electrical and thermal conductive properties and corrosion resistance. After iron and aluminium, it is the third most consumed industrial metal worldwide.[5] Similar to other metals, primary production is the output from ores, and secondary production is produced from recycled scrap. Copper is one of the most recycled metals because recycling extends the efficiency of use, resulting in energy savings and contributing to a sustainable source of metal for future generations.[6] Further, the metal is one of the few raw materials which can be recycled repeatedly without any loss of performance; primary and secondary copper can be used interchangeably.[7]

Copper is highly versatile with various applications across many industries, including construction, communication, equipment, transport and infrastructure. Due to its ability to conduct heat and electricity, it is widely used in electronic devices and electrical wiring. For example, renewable energy sources such as solar, wind, geothermal, fuel cells and other technologies are all heavily reliant on copper due to its excellent conductivity.[8] Another use of copper is in the semiconductor industry where they are used for circuitry in silicon chips. Not only are copper wires more durable and reliable, but they also conduct electricity with about 40% less resistance than aluminium wires - resulting in an additional 15% burst in microprocessor speed.[9]

7.1.2 Global Demand for Copper

According to statistics from the International Copper Study Group ('ICSG'), global usage of refined copper grew from approximately 18.6 million tonnes in 2009 to 25.0 million tonnes in 2020. Although 2021 data has yet to be published, the ICSG forecasts refined copper usage to grow in 2021 and 2022, to 25.1 million tonnes and 25.8 million tonnes, respectively.[6] This growth in demand is expected to be supported by existing uses for its transmission of electricity such as in industries involving construction and electronics. Other factors that will drive demand are population growth, product innovation and economic development.

Table 7.1 shows global usage of refined copper in 2020 and trends in demand from 2016. Asia has the highest refined copper usage, with demand from China accounting for over half of the copper demand from the Asia region. Other major importers of refined copper include the United States, Germany, Italy and Taiwan.[6]

Table 7.1: Global Refined Copper Usage (**000's tonnes**)

Region	2016	2017	2018	2019	2020	CAGR (%)
Asia	16,349	16,595	17,322	17,518	18,638	3.3%
Europe	4,128	4,140	4,164	3,925	3,568	-3.6%
America	2,804	2,771	2,804	2,822	2,661	-1.3%
Africa	201	195	190	180	169	-4.2%
Oceania	10	10	10	10	5	-15.9%
World total (rounded)	23,492	23,711	24,490	24,455	25,041	1.6%

Source: International Copper Study Group 2020, 2021

7.1.3 Global Supply of Copper

According to the US Geological Survey, the global production of copper has increased from 15.9 million tonnes in 2010 to 20.6 million tonnes in 2020. The ratio between production and capacity is called the capacity utilisation rate and in 2020, the global copper mining capacity utilisation rate was around 83%. This implies a total copper mining capacity of 24.8 million tonnes, which is estimated to increase by 22% in 2024 to 29.4 million tonnes in 2024.[6]

[5] *Copper*, U.S Geological Survey
[6] International Copper Study Group 2021
[7] International Copper Association 2017
[8] International Energy Agency
[9] *The Evolution of Microprocessors,* IBM

The oceans represent around 70% of the world's surface, and the ocean floor is believed to contain important mineral resources, including copper.[10] In order to meet increasing copper demand, seafloor deposits could represent an important opportunity for additional supply. However, the challenge is to be able to extract these ores while respecting all environmental standards and turning them into sustainable operations.

Table 7.2 below shows the breakdown of global mined copper production by the top six countries in 2020 and recent trends in their production from 2016. In 2020, Chile was the largest producer, accounting for 28% of all mined copper production worldwide, followed by Peru, which accounted for 11%. Copper production in Congo has ramped up because the country is home to the highest quality copper reserves globally.[11]

Table 7.2: Global Mined Copper Production

'000 tonnes	2016	2017	2018	2019	2020	CAGR (%)
Chile	5,550	5,500	5,830	5,790	5,730	0.8%
Peru	2,350	2,450	2,440	2,460	2,150	-2.2%
China	1,900	1,710	1,590	1,680	1,720	-2.46%
Congo (Kinshasa)	846	1,090	1,230	1,290	1,600	17.27%
United States	1,430	1,260	1,220	1,260	1,200	-4.29%
Australia	948	860	920	934	885	-1.7%
Other countries	7,248	7,113	7,150	6,947	7,271	0.08%
World total (rounded)	20,100	20,000	20,400	20,400	20,600	0.62%

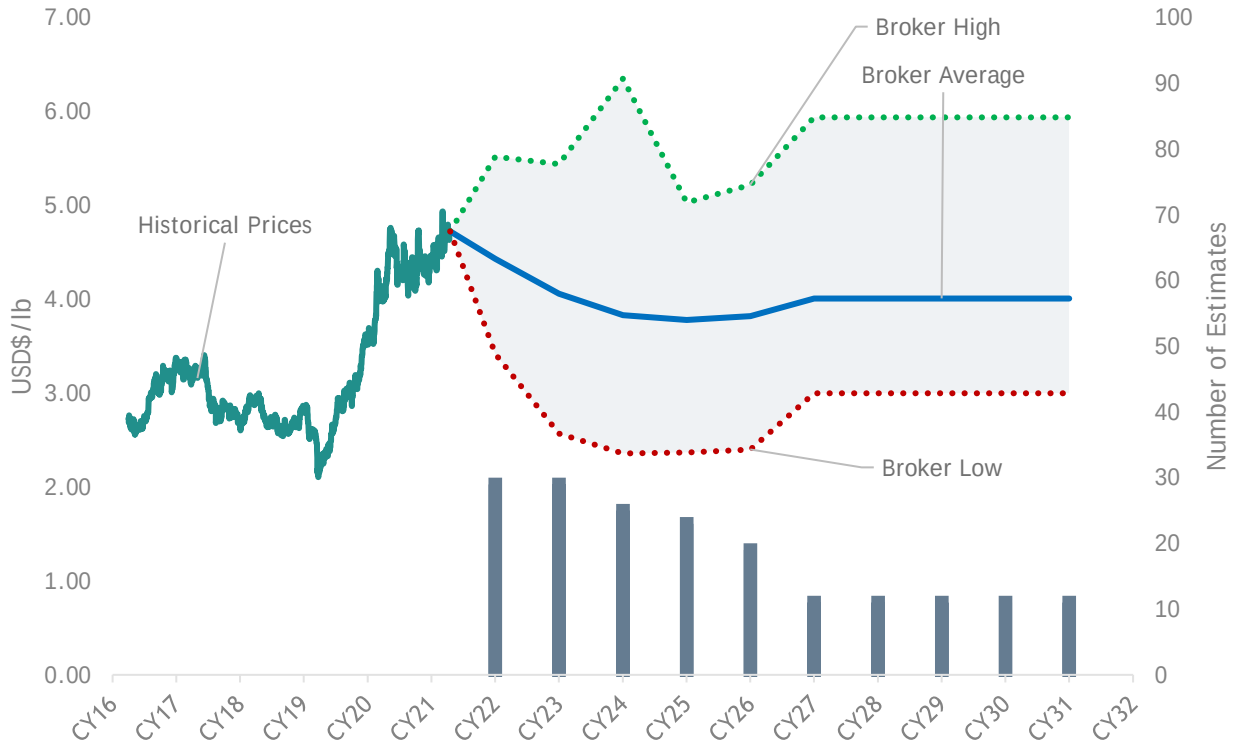
Source: US Geological Survey

7.1.4 Copper Prices

Copper prices reached a high in 2011 as the global industrial production recovery led to a steady increase in demand for base metals. Between 2011 and 2017, copper prices steadily decreased before a spike in Mid-February 2017 due to a strike action at the world's largest copper mine in Escondida, Chile. A COVID-19 induced economic slowdown decreased the global copper price to a 3-year low in late March 2020. Since then, prices have recovered quickly, supported by improving economic conditions and the current Russia Ukraine conflict.

Figure 7.1 below shows the historical trading price for copper in the last 5 years based on the quoted price on the Commodity Exchange ('COMEX') in USD per pound, as well as the forecasted spot price of copper to 2031 (in nominal terms, free on board).

Figure 7.1 Historical Copper Prices and Consensus Economics Forecast Prices (in nominal terms)



Source: Capital IQ - High Grade Copper (COMEX), Consensus Economics April 2022 (Survey Date: 19 April 2022)

[10] *An Overview of Seabed Mining, K.Miller et.al*

[11] *Democratic Republic of the Congo - Country Commercial Guide*, International Trade Administration

7.1.5 Copper Outlook

Global demand for copper is expected to increase due to economic growth in countries that are part of the Organisation for Economic Co-operation and Development ('OECD'). Copper ore mining in Australia is anticipated to grow at an annualised 1.4% over the next five years.[12] The ICSG also expects sustained growth in copper demand as it remains an essential commodity to economic activity, particularly in today's technological society. This is because copper is the most widely used metal in energy generation, transmission infrastructure, and energy storage.[8]

Along with the trend towards cleaner energy, infrastructure development in China, India and Japan is expected to support demand for the metal. Collectively, these three countries account for 78.6% of Australian copper exports.[12]

7.2 Gold

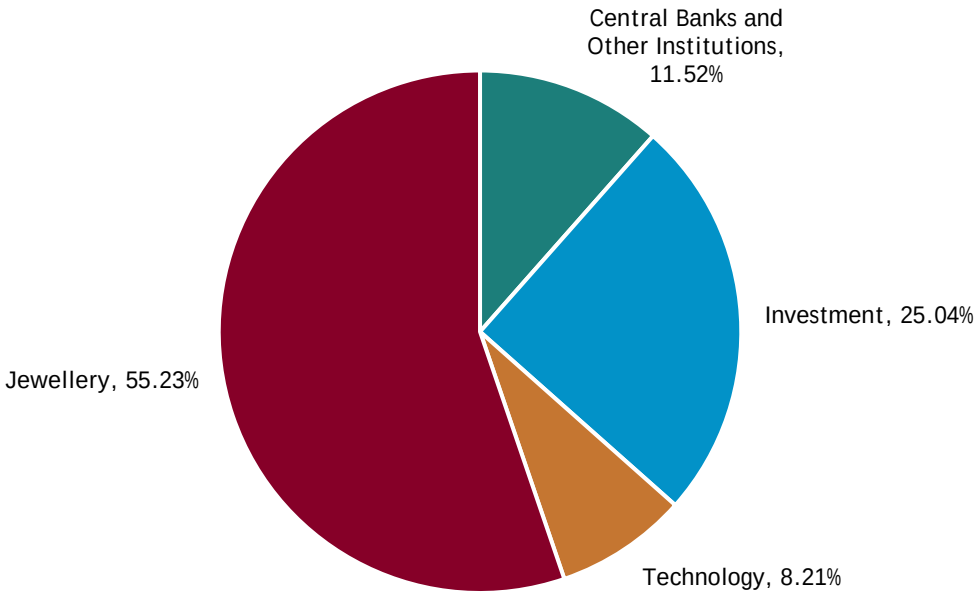
7.2.1 Overview

Gold is a ductile and malleable precious metal that provides a sustainable store of value because it does not corrode. The metal has been primarily used as money for exchange, as a store of value, and for valuable jewellery and other artefacts. Due to its properties, there are also many other uses. For example, its ability to conduct heat and electricity makes it highly suitable in modern electronics. Its resilience to corrosion makes it ideal as a coating for contacts and connections in electrical circuits. Further, its durability and non-toxic state make it a material of choice for implants in medicine and dentistry. Today, most of the world's gold is mined from large open-cut pits or extensive underground operations.

7.2.2 Global Demand for Gold

Ongoing demand for gold is derived from four core sectors: jewellery, investment, reserves, and technology. Technology is a growing segment and is closely related to advances in electronics and sensors including smartphones, nanotechnology, and drugs. As seen in Figure 7.2, most demand stems from jewellery and investment. In the past five years, China's demand for gold in jewellery and investment has been highly correlated with the rise in their income levels. This has resulted in China being the world's largest market for gold, and their society's cultural view for the metal has supported this demand – possessing gold demonstrates sound financial foresight and promises to good fortune.[13]

Figure 7.2: Breakdown of Demand by Sector



Source: Metals Focus, World Gold Council 31 December 2021

As gold carries no credit or counterparty risks, it is one of the most crucial reserve assets worldwide because it serves as a source of trust in a country and in all economic environments. Currently, central banks hold approximately 35,000 metric tons of the metal – about a sixth of all the gold ever mined.[14] One of gold's primary roles for central banks is to diversify their reserves since a nation's currency can swing in value depending on the perceived strength or weakness of the underlying economy.

[12] *Copper Ore Mining in Australia,* IBIS World

[13] *China's Gold Market: Progress and Prospects, World* Gold Council

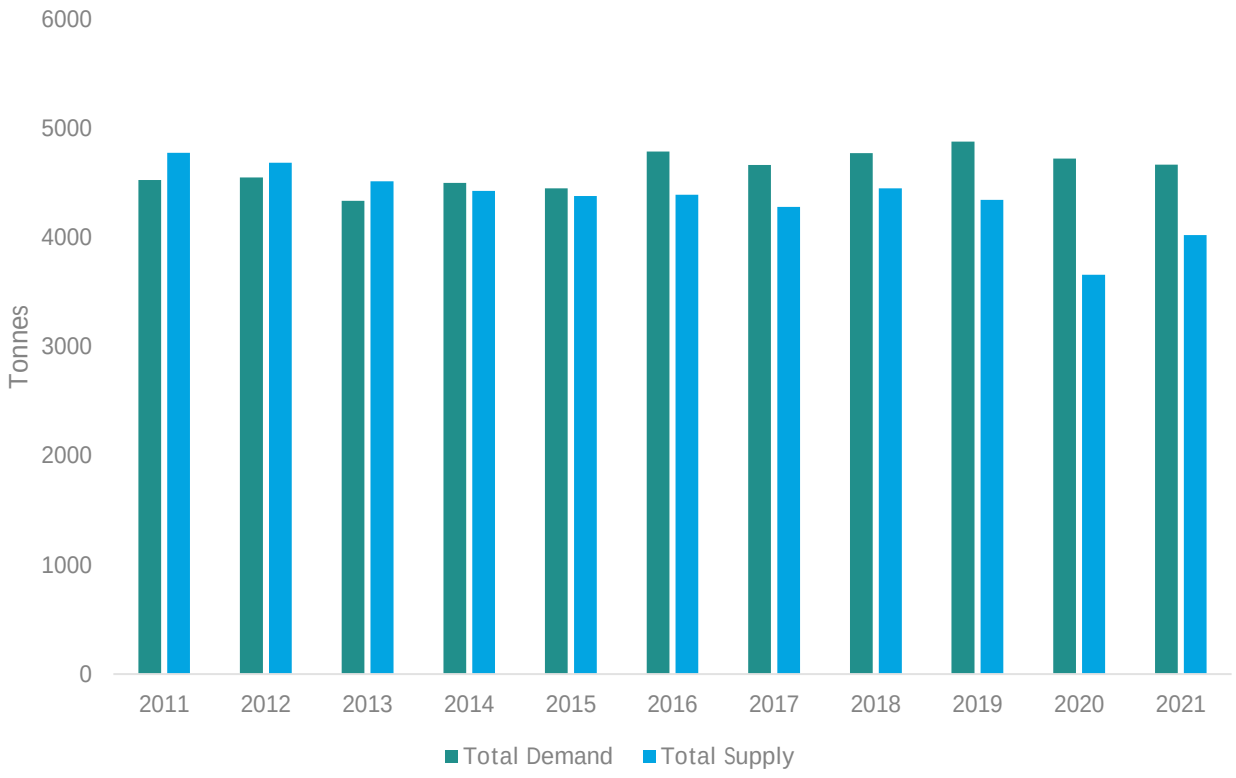
[14] Reuters

7.2.3 Global Supply of Gold

Mine production accounts for approximately three-quarters of the gold supply each year with the remainder from recycling.[15] Due to the size and magnitude of mining operations, gold producing mines are slow to respond to commodity price changes. On the other hand, recycling is highly responsive to changes in price and economic shocks. 90% of recycled gold is made up from jewellery with the remainder being accounted for from technology.[15] The top five producers of gold are China, Australia, Russia, United States and Canada.[16]

Figure 7.3 illustrates the recent relative undersupply of gold to the total demand from jewellery fabrication, technology, investment and central banks.

Figure 7.3: Global Supply and Demand of Gold



Source: ICE Benchmark Administration, Metals Focus, Refinitive GFMS, World Gold Council

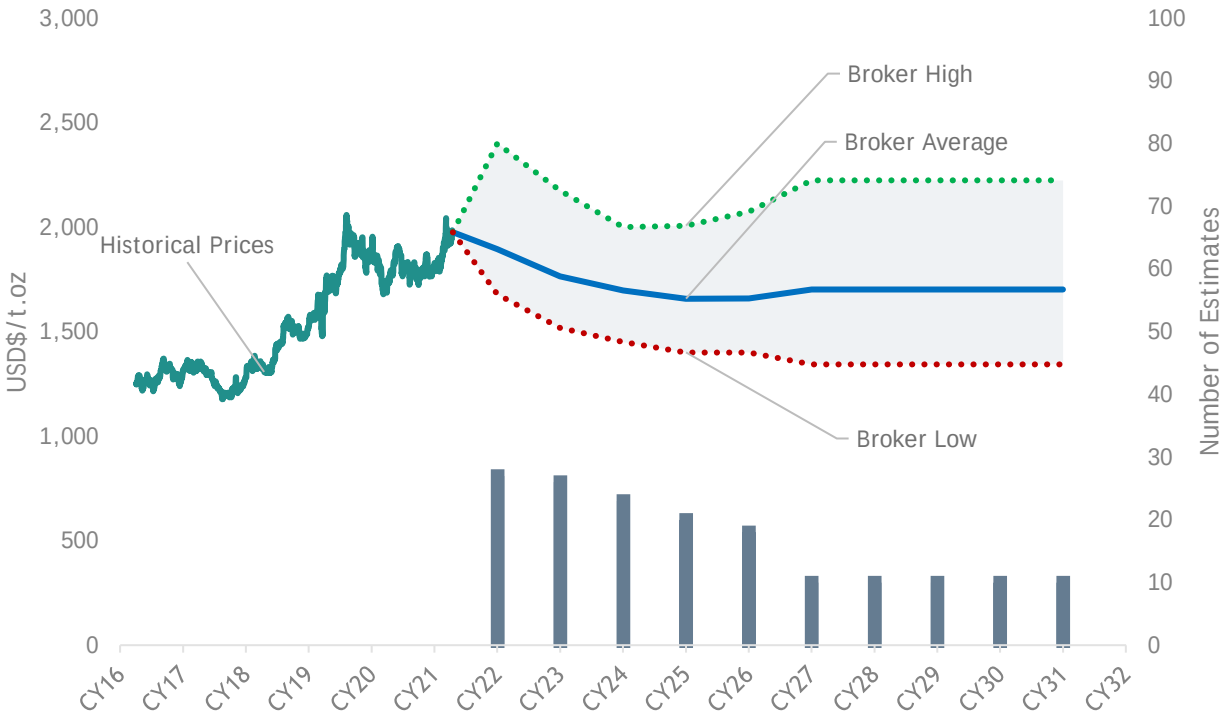
7.2.4 Gold Prices

Figure 7.4 below shows the historical trading price for gold in the last 5 years based on the quoted price on COMEX in USD per ounce, as well as the forecasted spot price of gold to 2031 (in nominal terms, free on board). We note the current uncertainty of the COVID-19 pandemic and the Russia Ukraine conflict on the global economy has pushed gold demand, and consequently price, in the period since 2020 to all-time highs.

[15] World Gold Council

[16] *Gold,* US Geological Survey

Figure 7.4: Historical Gold Prices and Consensus Economics Forecast Prices (in nominal terms)



Source: Capital IQ - Gold (COMEX), Consensus Economics April 2022 (Survey Date: 19 April 2022)

7.2.5 Gold Outlook

Since movements in gold are typically correlated with economic downturns, it is difficult to forecast future prices. Generally, there will always be demand for safe-haven assets, but during times of economic expansion, gold prices generally will decrease. Further, long-term gold price forecasts are often unpredictable because several factors need to be considered, such as mining supply or geopolitical tensions.

Putting a floor on prices is the fact that gold will likely remain an essential part of central bank reserves worldwide while growing affluence in China is also likely to support demand. Despite the risk that changes in the global economy can cause short-term gold fluctuations, gold is forecasted to maintain its reputation as a portable store of value throughout Asia and other parts of the world.[17]

On the supply side, Australia's gold ore output is anticipated to increase by an annualised 1.9% over the next five years rising from 357.1 tonnes in 2020-21, to 392.5 tonnes in 2025-26.[17] Due to greater pricing and volumes, increased capital investment, and improved margins, the industry's contribution to national GDP is projected to increase at an annualised 2.9% over the next ten years.[17]

In general, as the Australian mining industry matures, ore qualities will diminish as it becomes increasingly more difficult and more expensive to extract gold. Since more accessible surface-level deposits have already been mined, there has been a greater focus on undertaking underground mining. According to McKinsey, while underground mining may show higher costs, there is greater opportunity in "both productivity and cost improvement."[18] Looking ahead, rising production expenses caused by lower ore quality and higher transportation costs are anticipated to reduce the industry's profitability.

7.3 Zinc

7.3.1 Overview

Ranking behind iron, aluminium, and copper, zinc is the fourth most consumed metal globally.[19] Physically, it is a lustrous metal that is bluish-white. It is hard and brittle at most temperatures, but it becomes malleable between 100 and 150 degrees Celsius. Zinc is primarily used in the transport and construction sector to protect iron and steel against corrosion since the coating can prolong its life for up to 150 years.[20] This is because zinc forms an impervious coating of its oxide when exposed to the atmosphere, and hence the metal is more resistant to corrosion than iron. This zinc coating is formed either by hot-dip galvanising or electro-galvanising. Although it is a fair conductor of electricity, zinc has relatively low melting and boiling points for a metal.

[17] *Gold Ore Mining in Australia,* IBIS World

[18] *Digging Deeper,* McKinsey & Company

[19] *Statistical Compendium*, US Geological Survey

[20] American Galvanizers Association

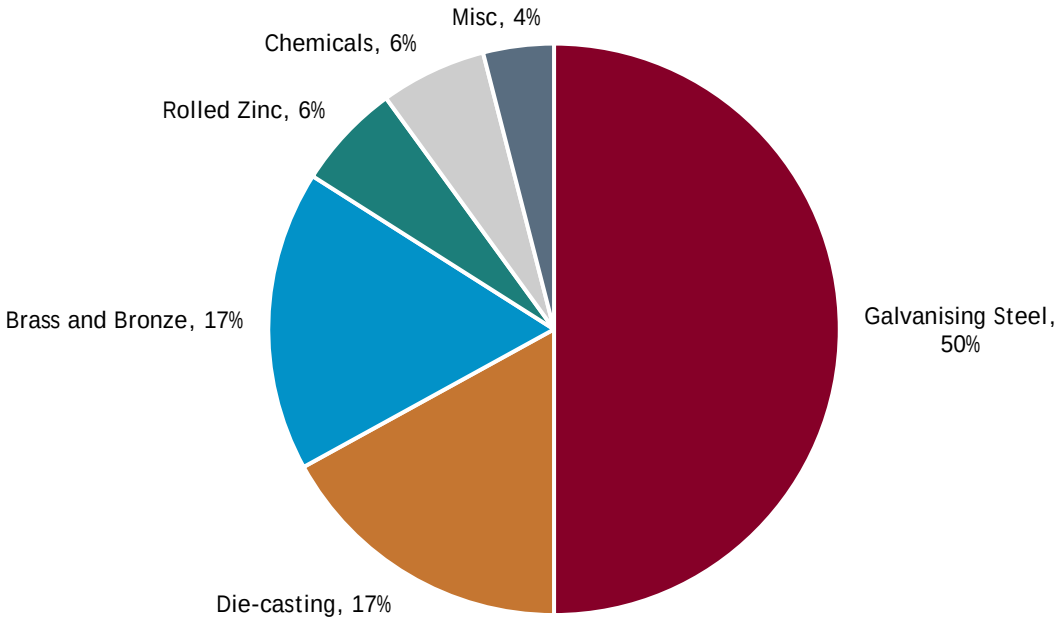
As the energy storage revolution unfolds, zinc is increasingly being used in batteries. Zinc can store more power than traditional battery systems in batteries and is a scalable alternative to lithium-ion batteries.[21] Currently, lithium-ion batteries are the most popular battery storage option, controlling more than 90% of the global grid battery storage market.[22] However, as the lithium-ion supply chain is becoming constrained, zinc-ion batteries may offer a safer and ultimately cheaper energy storage option. These batteries are vital because they are the critical enabling technology for continued improvements in electric vehicles and renewable energy storage installations - an important technology in the push towards atmospheric carbon reduction.

7.3.2 Global Demand for Zinc

Zinc demand is mainly driven by the production of galvanised steel, which is extensively used in numerous sectors from construction, infrastructure, and automobiles to home appliances, machinery, and shipbuilding. Demand is highly correlated to the construction division and automotive manufacturers to a lesser extent.[23] Currently, zinc demand faces intense technological pressure in most of its end markets, mainly through competition from materials such as plastics and new coating techniques that use less zinc.

Figure 7.5 illustrates the primary uses of zinc, with the majority of zinc consumption used to galvanise steel. A widely used zinc alloy is brass, in which copper is alloyed with 3-45% zinc. Brass is generally more ductile and stronger than copper and has superior corrosion resistance. These properties are useful in communication equipment, hardware, musical instruments, and water valves. Another significant application of zinc is its use in alloy die-casting, which is a process that forces molten metal under high pressure into a mould cavity. In general, die-casting is one of the popular manufacturing processes due to the quality of the finished goods and ease. Zinc alloys, in particular, are strong and stable with high dimensional accuracy and thermal conductivity, are resistant to corrosion, and are recyclable.

Figure 7.5: Breakdown of Global Use of Zinc Annually



Source: American Galvanisers Association

7.3.3 Global Supply of Zinc

World mine output for zinc was estimated to be at 13.0 million tonnes in 2021 and is forecasted to rise by 1.0% p.a. to 13.2 million tonnes by 2023 as new mine capacity raises output. Table 7.4 below shows the breakdown of global mined zinc production by the top six countries in 2020 and recent trends in their production from 2016. In 2020, China was the largest producer, accounting for 34% of all mined zinc production worldwide, followed by Peru, which accounted for 11%. There is good potential for the Australia zinc mining industry to grow as not only has Australian zinc production grown at an average of 7.9% p.a. in the last 5 years, but also since the nation is home to the world's largest reserves.

[21] American Association for the Advancement of Science

[22] Environmental and Energy Study Institute

[23] *Silver, Lead and Zinc Ore Mining in Australia*, IBIS World

Table 7.4: Global Mined Zinc Production

'000 tonnes	2016	2017	2018	2019	2020	CAGR (%)
China	4,800	4,400	4,300	4,200	4,060	-4.1%
Peru	1,330	1,470	1,400	1,400	1,330	0.0%
Australia	965	842	1,300	1,330	1,310	7.9%
India	682	833	800	720	720	1.4%
United States	805	774	724	753	718	-2.8%
Mexico	670	674	691	677	638	-1.2%
Other countries	3,299	3,538	3,175	3,615	3,255	-0.3%
World total (rounded)	12,600	12,500	12,500	12,700	12,000	-1.2%

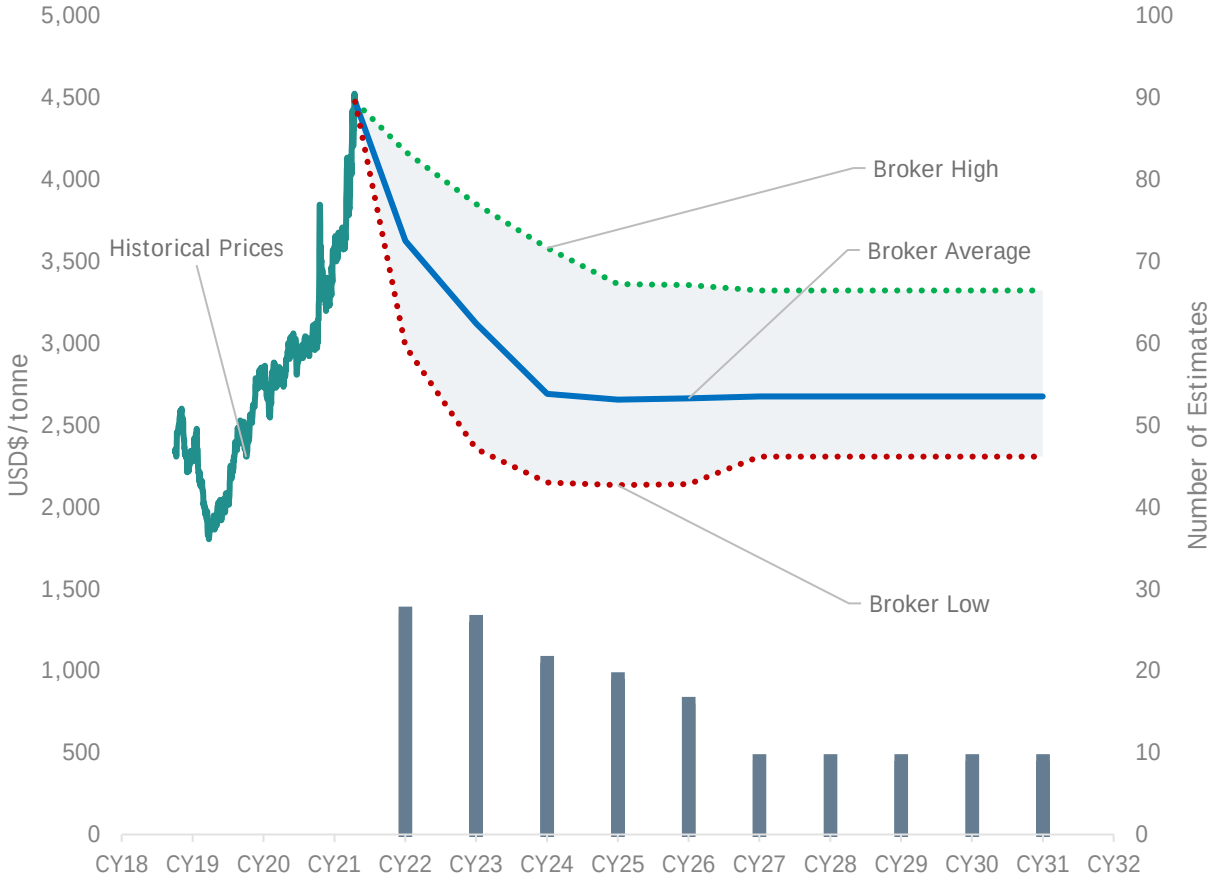
Source: United States Geological Survey

7.3.4 Zinc Prices

After an uncertain 2020, the price of zinc rose steadily in 2021, hitting a 14 year high in the second half of the year. Factors contributing to this price expansion include the supply-side concerns over rising power costs and the lifting of COVID-19 related lockdown restrictions. A recovery in the construction and steel sector supported the demand for zinc. In the near term, the US $1.2 trillion stimulus package and infrastructure spending in India will boost demand.

Figure 7.5 below shows the historical trading price for zinc in the last 3 years based on the quoted price on the London Metal Exchange ('LME') in USD per tonne, as well as the forecasted spot price of zinc to 2031 (in nominal terms, free on board).

Figure 7.5: Historical Zinc Prices and Consensus Economics Forecast Prices (in nominal terms)



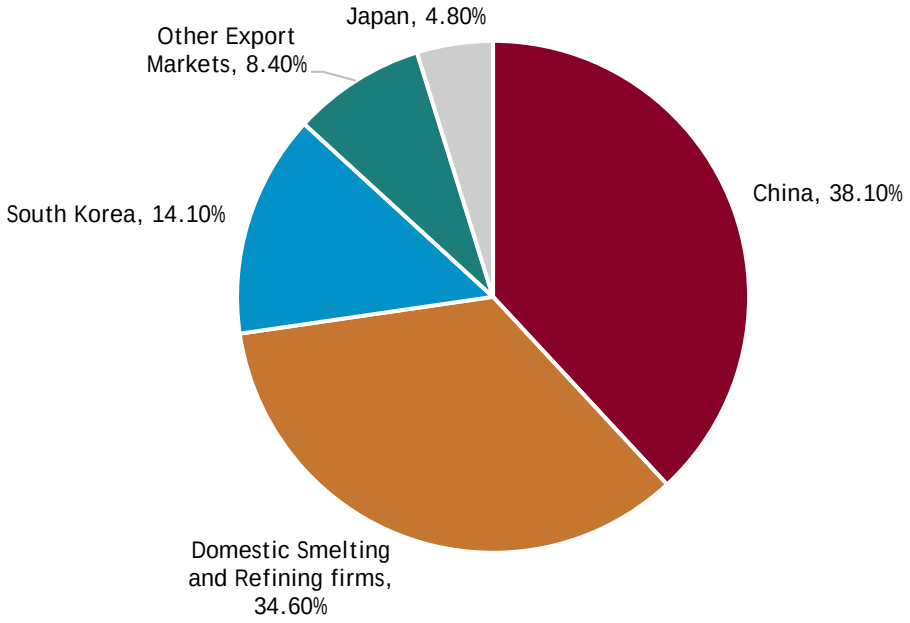
Source: Capital IQ - Zinc, Cash (LME), Consensus Economics April 2022 (Survey Date: 19 April 2022)

7.3.5 Zinc Outlook

As zinc is primarily used as an anti-corrosive coating for steel in infrastructure applications, a continued increase in manufacturing and construction expansion across many foreign countries is anticipated to support industry demand over the next five years. Further, decreasing prices are projected to stimulate demand for industrial goods.

Figure 7.6 shows that China and South Korea are the major destinations for exported ore and concentrate. Zinc demand is predominantly driven by galvanising, which is underpinned by Chinese demand. As these Asian countries are projected to continue expanding their economy, they are likely to remain the top destinations for Australian zinc, silver and lead.

Figure 7.6: Destinations for Australia Silver, Lead and Zinc Ore



Source: IBIS World

7.4 Silver

7.4.1 Overview

Silver is a lustrous white metal that is soft, ductile and malleable. Since pure silver is the best known electrical and thermal conductor of all metals, it is often used in fabricating printed electrical circuits and as a vapour-deposited coating for electronic conductors. In fact, almost every computer, mobile phone, automobile, and appliance contains silver.[24] Also, the metal's brilliant white colour and its resistance to atmospheric oxidation make it a common material to manufacture coins, ornaments, and jewellery. Other common uses of the metal include in medicine as a coating and dressing on surgical equipment and in mirrors used in households, as well in state-of-the-art telescopes used in space.[25]

Since most ores containing silver also contain important metals such as lead, copper, zinc, or a combination of the three, silver is frequently recovered as a by-product of copper and lead production. Typically, silver-bearing ore contains very little silver, with much higher percentages of copper and lead.[26]

7.4.2 Global Demand for Silver

Demand in silver stems from five sectors: industrials (in which photovoltaics comprise approximately one-fifth of this demand)[27], photography, jewellery, silverware, and physical investment. In 2020, COVID-19 induced losses in jewellery and silverware demand negated gains in physical investment, resulting in an overall 10% decrease in global silver demand. Ongoing improvements in the global economy will give silver demand a boost, mitigating near-term headwinds from supply chain bottlenecks that are causing a current contraction in demand.

Table 7.5 below shows the historical breakdown of global silver demand. Although the table shows that most sectors are decreasing, this includes the effect of COVID-19, which resulted in the reduction of demand in several sectors.

Table 7.5: Global Demand for Silver

Million Ounces	2012	2013	2014	2015	2016	2017	2018	2019	2020	CAGR (%)
Industrials	450.5	460.8	450.0	457.0	491.5	518.7	513.4	514.6	486.8	0.97%
Photography	52.5	45.8	43.6	41.2	37.8	35.1	33.8	32.7	27.6	-7.72%
Jewellery	159.0	186.9	192.8	201.6	188.4	195.3	202.0	200.3	148.6	-0.84%
Silverware	40.7	46.5	53.6	57.9	53.9	59.6	67.6	62.1	32.6	-2.74%
Physical investment	241.9	301.9	284.6	312.6	213.6	156.2	165.6	185.7	200.5	-2.32%
Hedging	40.4	29.3	-	-	12.0	1.1	7.4	-	-	-
Total Demand (Rounded)	985	1,071	1,025	1,070	997	966	990	995	896	-1.18%

Source: The Silver Institute

[24] The Silver Institute

[25] *Coating the 8-m Gemini Telescopes with Protected Silver,* Boccas. M et.al

[26] Encyclopedia Britannica

[27] Metals Focus

7.4.3 Global Supply of Silver

As a result of temporary mine closures caused by COVID-19, global mine production in 2020 had the greatest decline of the last decade, falling by 5.9% year on year. At the country level, the largest declines were in nations that implemented lockdowns, such as Peru, Argentina, Mexico and Bolivia. With around 70% of the supply of silver a by-product of copper, lead and zinc production, COVID-19 related disruptions in lead, zinc and gold mining also affected the output of silver.[28] Copper output was less impacted by the pandemic and remained almost unchanged year-on-year.

Global supply recycling continued to increase, growing at a CAGR of 1.81% from 2015 to 2020. According to the World Silver Survey, an important factor of this trend is the boosted volumes coming from jewellery, silverware and industrial end-uses. Global commitments to carbon neutrality should continue to support increased levels of silver recycling in the future. For example, one of the biggest jewellery companies, Pandora, will entirely stop using newly mined silver in its jewellery by 2025 and only buy from recycled sources, cutting carbon emissions by two thirds.[29]

Table 7.6 below shows the historical breakdown of the global silver supply. Excluding the effects of COVID-19, mine production has increased at an average rate of 0.66% from 2012 to 2019. Historically, mine production accounts for ~82% of all silver production and recycling accounting for ~17%.

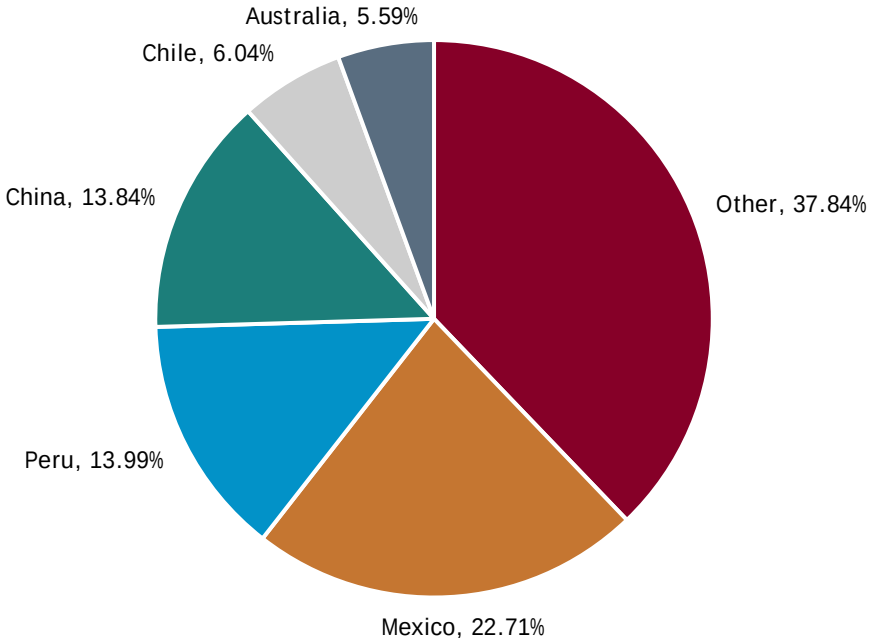
Table 7.6: Global Silver Production

Million Ounces	2012	2013	2014	2015	2016	2017	2018	2019	2020	CAGR (%)
Mine production	795.9	845.3	881.9	896.4	899.4	862.9	848.4	833.2	784.4	-0.18%
Recycling	216.0	192.7	175.0	166.5	164.5	167.8	167.8	170.5	182.1	-2.11%
Net hedging supply	-	-	10.7	202	-	-	-	13.9	8.5	-
Net official sector sales	3.6	1.7	1.2	1.1	1.1	1.0	1.2	1.0	1.2	-12.83%
Total Supply (Rounded)	1,016	1,040	1,069	1,066	1,065	1,032	1,017	1,019	976	-0.5%

Source: The Silver Institute

As seen in Figure 7.7, Mexico, Peru and China are the world's biggest miners of silver. In 2020, Mexico's silver production declined by 5.1% due to temporary mine closures resulting from the COVID-19 pandemic. However, by end-May, all restrictions on mining had been lifted, and operations were allowed to return to full production rates. The Silver Institute expects the vast majority of mines to operate at full capacity throughout 2021, allowing mined silver output to rebound strongly.

Figure 7.7: Global Silver Mining Countries



Source: World Silver Survey 2021, The Silver Institute, Metals Focus

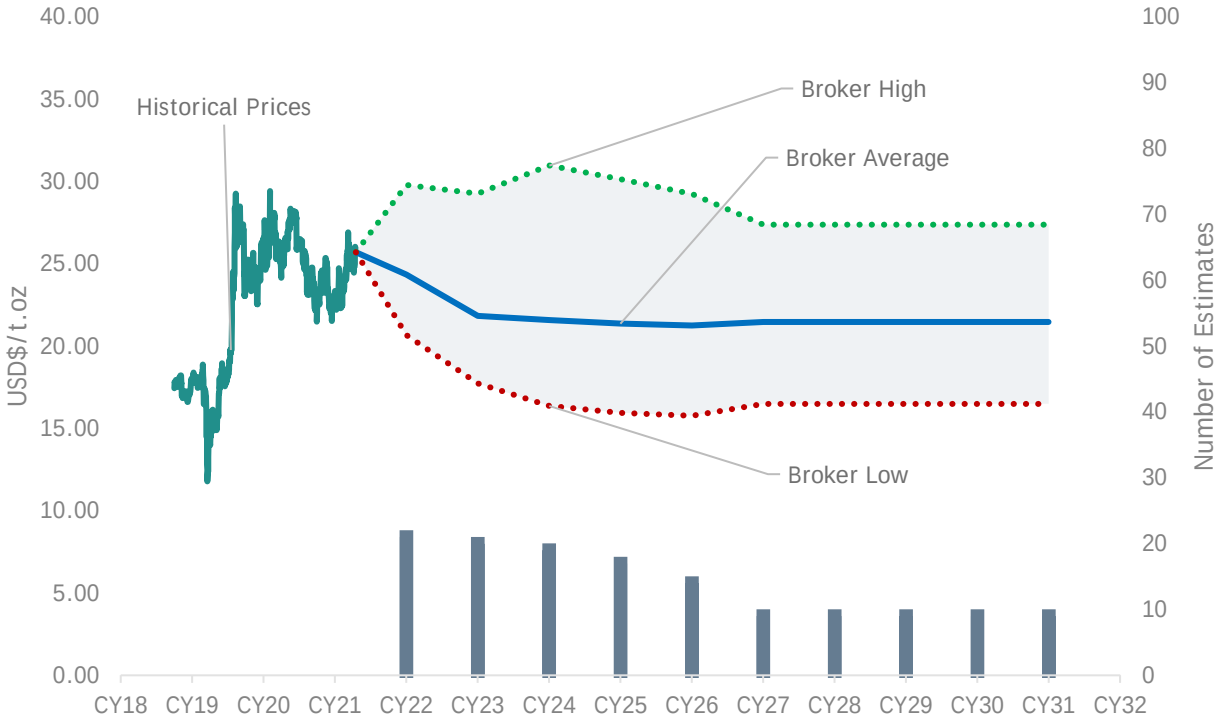
[28] World Silver Survey 2021

[29] Pandora

7.4.4 Global Price of Silver

Figure 7.8 shows the historical trading price for silver in the last 3 years as well as the forecasted nominal spot price of silver to 2031, based on the quoted price on COMEX in USD per ounce.

Figure 7.8: Historical Silver Prices and Consensus Economics Forecast Prices (in nominal terms)



Source: Capital IQ - Silver (COMEX), Consensus Economics April 2022 (Survey Date: 19 April 2022)

7.4.5 Silver Outlook

In the near term, driven by record silver industrial fabrication, investment demand and a recovery in jewellery and silverware, the outlook for silver is strong. On the supply side, *The Silver Institute* expects mines to return to operate at full capacity, which will be the primary driver behind production growth. The biggest increases will be from those countries where mining was most heavily impacted by the pandemic, i.e., Mexico, Peru and Bolivia. On the other hand, a re-opening of economies and investment in green energy solutions will boost demand for industrial and jewellery fabrication.

In the longer term, silver demand should experience growth from 2022 onwards. Firstly, the outlook for silver's use in the photovoltaic industry remains bright. As of November 2021, more than 130 countries have set or are considering a target of reducing emissions to net-zero by 2050, resulting in a rapid expansion of green energy projects.[30] This has led to record photovoltaic installations, lifting silver demand in this segment. However, demand could soften slightly as the benefits from growth in capacity installations are countered by notable shrinkage in the use of silver per cell.[28] Next, the outlook for silver demand in the automotive arena remains robust. As the world shifts to greater vehicle electrification, this will increase demand because electric vehicles have a much higher silver loading than conventional vehicles.[28] Further, the proliferation of 5G devices and networks will greatly increase demand. According to the report, *Silver's Role in a Future 5G Connected World,* this "new 5G enabled ecosystem will create incremental demand for semiconductor ICs/chips, memory, passive components, cabling, power distribution, IoT devices, and MEMS sensors, each of which uses silver products." [31] Finally, the demand for jewellery and silverware is set to increase in the longer term due to normalised economic activity and the rising population in India.[28]

[30] UK House of Commons

[31] *Silver's role in a Future 5G Connected World,* The Silver Institute

8.0 Valuation Methodology and Approach

8.1 Common Valuation Methodologies

A 'fair market value' is often defined as the price that reflects a sales price negotiated in an open and unrestricted market between a knowledgeable, willing but not anxious buyer and a knowledgeable, willing but not anxious seller, with both parties at arm's length. The valuation work set out in this Report assumes this relationship.

RG 111 outlines a number of methodologies that a valuer should consider when valuing securities or assets for the purposes of, among other things, share buy-backs, selective capital reductions, schemes of arrangement, takeovers and prospectuses. The valuation methodologies we have considered in this Report include the discounted cash flow ('DCF'), capitalisation of maintainable earnings ('CME'), asset-based valuation ('ABV'), and market-based valuation ('MBV') methodologies.

RG 111 does not prescribe which methodology should be used by the expert, but rather notes that the decision lies with the expert based on the expert's skill and judgement and after considering the unique circumstances of the securities or assets being valued.

8.1.1 Discounted Cash Flows

The DCF approach calculates the value of an entity by adding all of its future net cash flows discounted to their present value at an appropriate discount rate. The discount rate is usually calculated to represent the rate of return that investors might expect from their capital contribution, given the riskiness of the future cash flows and the cost of financing using debt instruments.

In addition to the periodic cash flows, a terminal value is included in the cash flow to represent the value of the entity at the end of the cash flow period. This amount is also discounted to its present value. The DCF approach is usually appropriate when:

- An entity does not have consistent historical earnings but is identified as being of value because of its capacity to generate future earnings;
- Future cash flow forecasts can be made with a reasonable degree of certainty over a sufficiently long period of time; and
- Any surplus assets, along with other necessary valuation adjustments, are added to the DCF calculation to calculate the total entity value.

8.1.2 Capitalisation of Maintainable Earnings

The CME approach involves identifying a maintainable earnings stream for an entity and multiplying this earnings stream by an appropriate capitalisation multiple. Any surplus assets, along with other necessary valuation adjustments, are added to the CME calculation to calculate the total entity value.

The maintainable earnings estimate may require normalisation adjustments for non-commercial, abnormal or extraordinary events.

The capitalisation multiple typically reflects issues such as business outlook, investor expectations, prevailing interest rates, quality of management, business risk and any forecast growth not already included in the maintainable earnings calculation. While this approach also relies to some degree on the availability of market data, the multiple is an alternative way of stating the expected return on an asset.

The CME approach is generally most appropriate where an entity has historical earnings and/or a defined forecast or budget. Further, a CME is usually considered appropriate when relevant comparable information is available.

8.1.3 Asset Based Valuation

An ABV is used to estimate the fair market value of an entity based on the book value of its identifiable net assets. The ABV approach using a statement of financial position alone may ignore the possibility that an entity's value could exceed the book value of its net assets. However, when used in conjunction with other methods which determine the value of an entity to be greater than the book value of its net assets, it is also possible to arrive at a reliable estimate of the value of intangible assets including goodwill.

Alternatively, adjustments can be made to the book value recorded in the statement of financial position in circumstances where a valuation methodology exists to readily value the identifiable net assets separately and book value is not reflective of the true underlying value. Examples of circumstances where this type of adjustment may be appropriate include when valuing certain types of identifiable intangible assets and/or property, plant and equipment.

The ABV approach is most appropriate where the assets of an entity can be identified and it is possible, with a reasonable degree of accuracy, to determine the fair value of those identifiable assets.

8.1.4 Market Based Valuation

A MBV methodology determines a value for an entity by having regard to the value at which securities in the entity have recently been purchased. This approach is particularly relevant to:

- Entities whose shares are traded on an exchange. The range of share prices observed may constitute the market value of the shares where a sufficient volume of shares is traded and the shares are traded over a sufficiently long period of time; and/or
- Entities for which it is possible to observe recent transactions relating to the transfer of relatively large parcels of shares (e.g. recent capital raisings).

For listed entities the range of share prices observed may constitute the market value of the shares in circumstances where sufficient volumes of shares are traded and the shares are traded over a sufficiently long period of time. Share market prices usually reflect the prices paid for parcels of shares not offering control to the purchaser.

8.1.5 Industry Based Metrics (Comparable Analysis)

It is often appropriate to have regard to industry specific valuation metrics in addition to the traditional valuation approaches outlined above. These metrics are particularly relevant in circumstances where it is reasonably common for market participants to have regard to alternative measures of value.

For resource companies it is common for market analysts to have regard to multiples related to resources and tenement size.

8.2 Valuation Approach Adopted

8.2.1 Sum-of-Parts Approach

In our view it is appropriate to adopt a sum-of-parts valuation approach for Aeris prior to the Proposed Transaction and the Combined Entity following the Proposed Transaction.

The sum-of-parts approach involves separately valuing each asset and liability of a company. We have considered each of the valuation methodologies outlined in Section 8.1 above and determined, in our view, the most appropriate methodologies for calculating the value of each of Aeris' and the Combined Entity's parts. The valuation methodologies utilised in our sum-of-parts valuation are broadly summarised in Table 8.1 below.

Table 8.1: Summary of Valuation Methodologies Utilised in Sum-of-Parts Valuation

Category	Description
Operating projects	Projects in the later stages of development or in production are typically valued using a discounted cash flow methodology as the projects are generally sufficiently defined technically and are supported by cash flow forecasts. A number of projects for both Aeris and Round Oak have detailed forecast life of mine models available which we have used in undertaking our valuation. For Aeris, these projects include Tritton and Cracow. For Round Oak, these projects include Stockman, Jaguar, and Mt Colin. To assist in our DCF analysis and consistent with the requirements of the VALMIN Code, the technical, production and cost assumptions adopted in the LOM models have been reviewed by RPM (refer Section 8.3 below) to arrive at an 'RPM Adjusted Existing LOM'. All other inputs, including commodity prices, foreign exchange rates, and discount rates were sourced by BDO.
Resources outside LOM	In the opinion of RPM, the understanding of the projects referred to above is not sufficiently advanced to include all the resources associated with the above projects in the LOM model and the DCF valuation. In this circumstance, RPM have separately provided us a value of these resources.
Exploration assets	Exploration and prospecting tenements at the earlier stages of development are typically valued by a specialist technical valuer. We have adopted the technical valuations for the exploration and prospecting tenements held by Aeris and Round Oak, as provided by the specialist technical valuer (refer Section 8.3 below).
Other assets / liabilities	We have adopted an ABV valuation methodology for the other identifiable assets and liabilities of Aeris and Round Oak.

Source: BDOCF Analysis

8.2.2 MBV Approach

Aeris Prior to the Proposed Transaction

In completing our MBV methodology, we have considered that Aeris' shares are listed on the ASX and that it is possible to observe the market price of trades in Aeris shares. We note that Aeris shares display a moderate to high level of liquidity and as such it is our view that the MBV represents an appropriate methodology.

The Combined Entity Following the Proposed Transaction

If the Proposed Transaction is approved, individual Aeris shareholders will have a portfolio interest in the Combined Entity and be minority shareholders.

We note that market prices of a company's shares should generally incorporate the influence of all publicly available information relevant to value, including information in relation to a takeover offer. Where the market is fully informed and liquid, the market price of a company's shares can be expected to provide an objective assessment of the fair value of those shares. We consider that the market price of Aeris shares post the announcement of the Proposed Transaction represents an appropriate price for the consideration offered and the price at which shares in the Combined Entity may be valued at following implementation of the Proposed Transaction based on the following factors:

- Aeris shares display a moderate to high level of liquidity (refer to Section 5.5.2 of this Report). We note that in the period from 1 May 2021 to 27 April 2022 (last date prior to the announcement of the Proposed Transaction), approximately 2.27 billion shares were traded representing 100.57% of the total issued capital in Aeris (being approximately 2.25 billion shares on 27 April 2022). In the period from the date of the announcement of the Proposed Transaction to 17 May 2022, approximately 326 million shares were traded representing 10.16% of the total issued capital in Aeris (being approximately 3.21 billion shares following the Unconditional Placement and Entitlement Offer);
- Aeris has provided continuous disclosures in relation to the Proposed Transaction process, including information in relation to the strategic benefits which may result from the Proposed Transaction;
- Aeris provides quarterly operational updates, which provide the market with up-to-date information; and
- Aeris is in exclusive negotiations with Round Oak in relation to the Proposed Transaction.

Having regard to the factors directly above, it is our view that it is appropriate to adopt the recent trading prices of Aeris shares on the ASX as a reasonable estimate for the price at which shares in the Combined Entity may trade on the ASX immediately following the Proposed Transaction.

In our view, the movements in the price of Aeris shares since the announcement of the Proposed Transaction on 28 April 2022 will incorporate the market's view of the prospects of the Combined Entity. We note that the recent prices of Aeris shares may however incorporate some discount due to the risk of the Proposed Transaction not being approved by Aeris shareholders. Accordingly, the price at which shares in the Combined Entity may trade following the Proposed Transaction could be different to the recent trading prices of Aeris shares. Notwithstanding this, it remains our view that the recent trading prices of Aeris shares provides information in relation to the price at which shares in the Combined Entity may be valued at following the Proposed Transaction.

Further to the above, Aeris has also completed a $100 million equity raise in conjunction with the announcement of the Proposed Transaction and a $17.1 million capital raise conditional on the Proposed Transaction being approved, which can be considered material transactions relating to the issue of large parcels of shares in Aeris.

Notwithstanding, it must be acknowledged, particularly given the recent elevated volatility in equity markets, that many other factors, aside from the Proposed Transaction, will impact the trading prices of shares at any given point in time.

8.3 Use of Technical Experts

8.3.1 RPM - Operating Projects

In completing our work, we have had regard to RPM's Report dated 20 May 2022 which, broadly, sets out:

- RPM's view on the physical and operational inputs adopted in the LOM model for each of the operating projects;
- RPM's view of an appropriate technical value for the resources outside the LOM model; and
- RPM's view of an appropriate technical value for the tenements at Cracow.

Mr Aaron Simonis of RPM supervised RPM's evaluation of the operational and physical inputs of the LOM models and the technical valuation work. Mr Simonis was assisted in completing RPM's Report by various RPM team members, as set out in the RPM Report. Based on our enquiries and the information provided to us, we regard RPM and the authors of RPM's Report to be Independent Specialists as referred to in the Code for the Technical Assessment and Valuation of Mineral and Petroleum Assets and Securities for Independent Specialist Reports ('the VALMIN Code').

Regarding RPM's Report we note:

- RPM has prepared the Report in accordance with:
  - The VALMIN Code;
  - The Corporations Act;
  - ASIC Regulatory Guidelines (in particular, RG 111 and RG 112); and
  - The ASX Listing Rules;
- RPM is independent with respect to Aeris and Round Oak and confirms that there is no conflict of interest with any party involved in the Proposed Transaction. Neither RPM nor any of its personnel involved in the preparation of RPM's Report have any material interest in either Aeris or Round Oak, or any other party involved in the Proposed Transaction;

- Neither RPM nor the authors of RPM's Report have (or have had previously) any material interest in either Aeris or Round Oak, or the mining properties in which they hold an interest. No member or employee of RPM has (or has had) any material shareholding in Aeris; and
- The statements and opinions contained in RPM's Report are given in good faith and in the belief that they are not false or misleading.

Based on our enquiries and the information provided to us, we regard RPM to be an independent specialist and in our view, it is appropriate for us to consider the work of RPM in completing this valuation work. RPM understand the purpose of the valuation work set out in this Report.

We confirm that we have been provided with express written consent by RPM to refer to and rely on the RPM's Report for the purposes of our valuation work in this Report. We have made reasonable enquiries of RPM and are satisfied that the work and valuations in RPM's Report are suitable for use in this Report. Notwithstanding this, we do not take responsibility for the work of RPM.

Any references to RPM's work set out in this Report are in a summary form only and does not substitute for a complete reading of RPM's Report. Our summary does not include all of the information that may be of interest to shareholders. RPM's Report is attached to this Report as Appendix B. We recommend that shareholders read RPM's Report in full and in conjunction to this Report and related statements.

8.3.2 AMC - Exploration and Prospecting Tenements

In completing our work, we have had regard to AMC's Report dated 17 May 2022 which, broadly, sets out AMC's view of an appropriate technical value for the exploration and prospecting tenements. AMC also consider the value of the remnant or undeveloped mineral resources associated with Round Oak's Jaguar operation.

Mr Dean Carville of AMC supervised AMC's valuation of the exploration and prospecting tenements. Mr Carville was assisted in completing AMC's Report by various AMC team members. Based on our enquiries and the information provided to us, we regard AMC and the authors of AMC's Report to be Independent Specialists as referred to in the Code for the Technical Assessment and Valuation of Mineral and Petroleum Assets and Securities for Independent Specialist Reports.

Regarding AMC's Report we note:

- AMC has prepared the Report in accordance with the VALMIN Code to the extent that the VALMIN Code is relevant to AMC's scope of work. AMC has also given due consideration to the Joint Ore Reserves Committee ('JORC') Code, ASIC Regulatory Guidelines (in particular, RG 111 and RG 112);
- AMC is independent with respect to Aeris and Round Oak and confirms that there is no conflict of interest with any party involved in the Proposed Transaction. Neither AMC nor any of its personnel involved in the preparation of the AMC's Report have any material interest in either Aeris or Round Oak, or any other party involved in the Proposed Transaction;
- Neither AMC nor the authors of AMC's Report have (or have had previously) any material interest in either Aeris or Round Oak, or the mining properties in which they hold an interest. No member or employee of AMC has (or has had) any material shareholding in Aeris; and
- The statements and opinions contained in AMC's Report are given in good faith and in the belief that they are not false or misleading.

Based on our enquiries and the information provided to us, we regard AMC to be an independent specialist and in our view, it is appropriate for us to consider the work of AMC in completing this valuation work. AMC understand the purpose of the valuation work set out in this Report.

We confirm that we have been provided with express written consent by AMC to refer to and rely on the AMC's Report for the purposes of our valuation work in this Report. We have made reasonable enquiries of AMC and are satisfied that the work and valuations in AMC's Report are suitable for use in this Report. Notwithstanding this, we do not take responsibility for the work of AMC.

Any references to AMC's work set out in this Report are in a summary form only and does not substitute for a complete reading of AMC's Report. Our summary does not include all of the information that may be of interest to shareholders. AMC's Report is attached to this Report as Appendix C. We recommend that shareholders read AMC's Report in full and in conjunction to this Report and related statements.

9.0 Valuation of Aeris Prior to the Proposed Transaction

9.1 Value Adopted Per Aeris Share Prior to the Proposed Transaction

9.1.1 Overview

For the reasons set out in Section 8.2 above, we consider it appropriate to calculate the value of an Aeris share by considering a sum-of-parts approach and an MBV.

9.1.2 Sum-of-Parts Valuation of Aeris

Our sum-of-parts valuation of Aeris is set out in Table 9.1 below.

Table 9.1: Sum-of-Parts Valuation of an Aeris Ordinary Share

	Reference	Low ($ Million)	High ($ Million)
Aeris' operating projects[1]	Section 11.8.1	57.51	67.02
Resources outside the LOM for Aeris' operating projects	Section 9.2	0.24	0.66
Aeris' exploration and prospecting tenements	Section 9.3	27.13	38.85
Aeris' corporate costs	Section 9.4	(33.09)	(33.09)
Aeris' other assets and liabilities	Section 9.5	126.27	126.27
Sum-of-Parts value of Aeris		178.06	199.70
Number of Aeris shares on issue[2]		3,255,950,913	3,255,950,913
Value per Aeris ordinary share ($/share) - controlling interest		0.055	0.061
Minority discount (%)	Section 9.6	-23.08%	-23.08%
Value per Aeris ordinary share ($/share) - minority interest		0.042	0.047

Source: BDOCF analysis

1. Our DCF valuation of Aeris' operating projects is based on a number of assumptions which are subject to an amount of uncertainty and variance. To provide further information to shareholders, we have completed a sensitivity analysis on the value of Aeris' operating projects in Section 11.8.
2. The number of shares has been calculated as 3,255,950,913, being the sum of 3,207,168,420 ordinary shares on issue (refer Table 4.1) plus 48,782,493 shares that are assumed, for the purpose of the analysis set out in this Report, to be issued from the vesting of the performance rights.

Table 9.1 sets out our value of Aeris' ordinary shares within the range of $0.055 to $0.061 per share on a controlling interest basis. For completeness, we have also set out a value on a minority interest basis in Table 9.1 above as we do not consider the Proposed Transaction to be a control transaction (for reasons set out in Section 2.2.1).

9.1.3 Market Based Valuation

For the reasons set out in Section 9.8 below, we consider it appropriate to adopt a value in the range of $0.151 to $0.178 per Aeris ordinary share on a controlling interest basis for our MBV.

9.1.4 Conclusion on the Value Per Aeris Share Prior to the Proposed Transaction

In our view, for the purpose of our assessment of the Proposed Transaction, it is appropriate to separately consider both the value derived from the SOP valuation methodology and the value derived from the MBV.

Shareholders should refer to Section 2.2.3 for an explanation of the factors that may be causing the SOP valuation to be below the MBV.

9.2 Value of the Resources Outside the LOM **for Aeris' Operating Projects**

As set out in Section 8.3.1 above, we have relied on RPM to value the resources that are outside the LOM of Aeris' operating projects. Table 9.2 below summarises RPM's valuation.

Table 9.**2: RPM's Valuation of the Resources that are Outside the LOM of Aeris' Operating Projects**

Operating Project	**Aeris' Interest**	Valuation **($' Million)**			Valuation Method
		Low	Preferred	High	
Murrawombie Footwall	100%	0.10	0.14	0.20	Comparable Transactions
Constellation Oxide	100%	0.06	0.13	0.27	Comparable Transactions
Canbelego	30%	0.09	0.14	0.19	Comparable Transactions
Total		0.24	0.41	0.66	

Source: The RPM Report

RPM's analysis indicates a valuation of the resources that are outside the LOM of Aeris' operating projects in the range of $0.24 million to $0.66 million with a preferred value of $0.41 million.

RPM have advised that, while there is a significant range in the values derived, RPM considers the range as a reasonable representation of possible valuation outcomes given the inherent uncertainties in valuing remnant resources.

Aeris shareholders should refer to the full RPM Report in Appendix B for further information on the values RPM have calculated.

9.3 Value of Aeris' Exploration and Prospecting Tenements

As set out in Section 8.3.2 above, we have relied on AMC and RPM to value Aeris' exploration and prospecting tenements. Table 9.3 below summarises the valuations.

Table 9.3: Valuation of **Aeris' Exploration and Prospecting Tenement**s

Operating Project	Aeris' **Interest**	**Valuation ($' Million)**			Valuation Method
		Low	Preferred	High	
Cracow (RPM)	100%	19.7	22.9	26.7	Comparable Transactions and MEE
Tritton Els (AMC)	100%	6.00	8.00	10.00	Comparable Transactions
Canbelego (AMC)	30%	0.03	0.04	0.05	Comparable Transactions
Torrens (AMC)	70%	1.30	1.40	1.70	Comparable Transactions and MEE
Total		27.03	32.34	38.45	

Source: The AMC Report and the RPM Report

The above analysis indicates a valuation of Aeris' exploration and prospecting tenements in the range of $27.03 million to $38.45 million with a preferred value of $32.34 million.

AMC and RPM have advised us that, while there is a significant range in the values derived, they consider the range as a reasonable representation of possible valuation outcomes given the inherent uncertainties in valuing early-stage exploration and pre-development projects.

Aeris shareholders should refer to the full RPM Report and AMC Report attached as Appendix B and Appendix C respectively for further information on how the values have been calculated.

9.4 Consideration of **Aeris' Corporate** Costs

As detailed in Section 11.1, we have assessed the reasonableness of the Financial Model and the material assumptions that underpin it. The Financial Model includes estimates of the corporate overheads to be incurred by Aeris during the forecast period. These corporate overheads consist of all administration costs that cannot be directly attributable to Aeris' operating projects. For the purposes of the analysis set out in this Report, we have assessed the value of the corporate overheads separately.

Corporate overheads have been estimated at a base rate of approximately $6.0 million per annum and have been scaled down throughout the life of mine as the operating projects reach maturity. The net annual corporate overheads have been discounted at a rate of 7% (being the mid-point discount rate). The discounted value for the corporate costs assuming on this basis is approximately $33.1 million.

9.5 Valuation of **Aeris'** Remaining Assets and Liabilities

The net value we have adopted for the other assets and liabilities held by Aeris is summarised in Table 9.4. In order to determine an appropriate value for Aeris' other assets and liabilities, we have relied upon the values set out in the Company's unaudited management accounts as at 31 March 2022 and have made enquiries of the Directors and management of Aeris in relation to any material adjustments required to be made to reflect the fair market value of these assets and liabilities for the purposes of this Report.

We have been informed by the directors of Aeris that there are no other material assets, liabilities, off-balance sheet assets and liabilities or unrecognised liabilities as at the date of this Report that have not been included in Table 9.4.

Table 9.4: Aeris' Other Assets and Liabilities, Pre-Transaction

Aeris Other Assets and Liabilties	$'000
Aeris net cash surplus as at 31 March 2022	58,373
Aeris total borrowings	(367)
Aeris provisions for leave	(18,381)
Aeris' operating projects forecasted cash flows from 1 April 2022 to 30 June 2022	4,800
Fair value of shares in GBM Resources Limited	3,476
Institutional Placement and Entitlement Offer	74,000
Retail Entitlement Offer	26,000
Transaction costs	(7,000)
Cracow deferred payment	(15,000)
Total	126,268

Source: Management Accounts, Aeris ASX Announcements, Management

In relation to Table 9.4 above, we note:

- Net cash, borrowings and provisions: these amounts are per the unaudited management accounts as at 31 March 2022;
- Forecast cash flows: we have included the cash flows that are forecasted to be received in April, May, and June per the Financial Model, as a proxy for the incremental cash balance as at 1 July 2022;
- Shares in GBM Resources Limited: we have included Aeris' ownership of 33,129,629 shares in GMB Resources Limited (ASX:GBZ), using the one month VWAP to 17 May 2022;
- Equity raises: we have included the cash amounts raised by way of the Institutional Placement, Entitlement Offer, and Retail Entitlement Offer, as they took place after 31 March 2022 and so were not reflected in the management accounts as at 31 March 2022;
- Transaction costs: we have removed the approximate transaction costs incurred by Aeris as a result of the equity raises and the Proposed Transaction; and
- Cracow deferred payment: we have removed the $15 million Aeris is liable to pay, on 30 June 2022, as part of the deferred consideration in relation to the Cracow acquisition.

9.6 Minority Discount to Apply to Sum-of-Parts Valuation

In considering a comparison of the MBV and sum-of-parts approach, in our view it is not unusual to expect the MBV value range to be at a discount to the sum-of-parts valuation range. The reason for this is that share prices from market trading typically do not reflect the market value for control of a company while the sum-of-parts valuation is on a controlling interest basis.

A controlling interest in a company is generally regarded as being more valuable than that of a minority interest as it may provide the owner with:

- Control over the operating and financial decisions of the company;
- The right to set the strategic direction of the company;
- Control over the buying, selling and use of the company's assets; and
- Control over the appointment of staff and setting of financial policies.

The increase in value for a controlling interest is often observed where an acquirer launches a takeover bid, or some other mechanism for control, for another company. Generally, control premiums may be impacted by a range of factors including the following:

- Specific acquirer premium and/or special value that may be applicable to the acquirer;
- Level of ownership in the target company already held by the acquirer;
- Market speculation about any impending transactions involving the target and/or the sector that the target belongs to;
- The presence of competing bids; and
- General market sentiment and economic factors.

To form our view of an appropriate control premium applicable to Aeris for the purposes of this Report, we have considered information which includes:

- Recent independent expert's reports which apply control premiums in the range of 20% to 40%;
- Various industry and academic research, which suggests that control premiums are typically within the range of 20% to 40%;
- Our own research on control premiums implied by the trading data of ASX listed companies within the mining industry that have been subject to control transactions (we have defined a controlling interest to be an interest where the acquirer has acquired a shareholding of greater than 50% in the target company). The average and median control premium found in our research are approximately within the range of 20% and 40%, based on one-day, one-week, and one-month prior trading prices;
- Various valuation textbooks; and
- Industry practice.

Having regard to the information set out above, in our view, it is appropriate to consider control premiums within the range of 20% to 40% for the purposes of assessing the Proposed Transaction within the context of this Report.

To adjust our sum-of-parts control value to a minority interest value, we have applied a discount having regard to the inverse of this range of 16.67% to 28.57%. Specifically, we have adopted the midpoint of this range of 23.08%. On balance we believe this value appropriate noting that while Aeris currently has a significant cash balance as a result of cash raised to fund the Proposed Transaction (which can lead to the application of a minority discount towards the lower end of the range), there is uncertainty as to what this cash will be used for in circumstances that the Proposed Transaction is not approved (which we consider increases the minority discount appropriate).

9.7 Market Based Valuation of Aeris

9.7.1 Analysis of Aeris' Share Trading Data

Aeris' ordinary shares are listed on the ASX and trade under the ticker 'AIS'. Information relating to the recent share trading data of Aeris' ordinary shares along with an analysis of recent announcements made by Aeris to the ASX are set out in Section 5.5 of this Report. We consider that Aeris has sufficient liquidity to adopt an MBV approach in this Report.

For the purposes of our MBV, we have assessed the VWAP of Aeris shares over 1 week, 1 month, 3 months, 6 months, 9 months and 12 months up to 27 April 2022, being the last date Aeris traded prior to announcing the Proposed Transaction. This information is set out in Table 9.5 below.

Table 9.5: **Aeris'** Low, High and VWAP for Specified Periods Up to 27 April 2022

Period Up to 27 April 2022	Low ($)	High ($)	VWAP ($)
1 Week	$0.1200	$0.1450	$0.1322
1 Month	$0.1200	$0.1650	$0.1429
3 Months	$0.1200	$0.1650	$0.1372
6 Months	$0.1200	$0.1750	$0.1476
9 Months	$0.1200	$0.2400	$0.1666
12 Months	$0.0960	$0.2400	$0.1709

Source: Capital IQ as at 12 May 2022

We note that in the week prior to the announcement of the Proposed Transaction and equity raising the share price of Aeris had dropped approximately 19.3%, potentially as a result of broader macroeconomic matters.

Information on the liquidity of Aeris shares is set out in Section 5.5.2 of this Report. We consider that Aeris has sufficient liquidity to adopt an MBV approach in this Report.

9.7.2 Consideration of the Equity Raise

At the time of announcing the Proposed Transaction, Aeris announced a placement and institutional entitlement offer along with an underwritten retail entitlement offer. In total, 952,587,255 shares will be issued at a price of $0.105 to raise an amount of approximately $100 million, irrespective of the outcome of the Proposed Transaction.

Noting that this capital raising was announced at the same time as the Proposed Transaction and will occur irrespective of the outcome of the Proposed Transaction, we have considered the Theoretical Ex-Rights Price ('TERP') of the share trading data set out in Section 9.9.1 above. Specifically, a share price range of $0.120 to $0.150 immediately prior to the capital raising would have TERP[32] in the range of $0.116 to $0.137.

[32] We have calculated the Theoretical Ex-Rights Price ('TERP') as: (MBV price of $0.12 or $0.15 * 2.25 billion shares prior to capital raising) plus (capital raising price of $0.105 * 952.6 million shares issued in capital raising) divided by 3.2 billion shares being the sum of the existing shares and capital raising shares.

9.7.3 Conclusion on MBV

Having regard to the information set out above, in our view it is appropriate to adopt a value of $0.116 to $0.137 per Aeris ordinary share on a minority interest basis for our market-based valuation.

Having regard to our control premium discussion set out in Section 9.6 above, the application of a control premium of 30% to this valuation range would result in a value of $0.151 to $0.178.

10.0 Valuation of the Combined Entity Following the Proposed Transaction

10.1 Value Adopted Per Share of the Combined Entity Following the Proposed Transaction

10.1.1 Overview

For the reasons set out in Section 8.2 above, we consider it appropriate to calculate the value of a share in the Combined Entity by considering a sum-of-parts approach and an MBV.

10.1.2 Sum-of-Parts Valuation of the Combined Entity

Our sum-of-parts valuation of the Combined Entity is set out in Table 10.1 below.

Table 10.1: Sum-of-Parts Valuation of a Share in the Combined Entity

	Reference	Low ($ Million)	High ($ Million)
Sum-of-Parts Valuation of Aeris	Section 9.1.2	178.06	199.70
Round Oak's operating projects[1]	Section 11.8.2	180.62	217.63
Resources outside the LOM for Round Oak's operating projects	Section 10.2	6.46	24.49
Round Oak's exploration and prospecting tenements	Section 10.3	5.38	9.30
Incremental additional corporate costs applicable to the Combined Entity	Section 10.4	(22.35)	(22.35)
Incremental other assets and liabilities to be held by the Combined Entity	Section 10.5	(62.04)	(62.04)
Sum-of-Parts value of the Combined Entity		287.13	367.73
Number of shares on issue in the Combined Entity[2]		4,885,399,493	4,885,399,493
Value per share in the Combined Entity ($/share) - controlling interest		0.059	0.075
Minority discount (%)[3]		-23.08%	-23.08%
Value per share in the Combined Entity ($/share) - minority interest		0.045	0.058

Source: BDOCF analysis

1. Our DCF valuation of Round Oak's operating projects is based on a number of assumptions which are subject to an amount of uncertainty and variance. To provide further information to shareholders, we have completed a sensitivity analysis on the value of Round Oak's operating projects in Section 11.8.
2. The number of shares has been calculated as the sum of the 3,255,950,913 ordinary shares on issue from the pre Proposed Transaction valuation (refer note to Table 9.1 which assumes all the performance rights will vest), 162,781,913 shares that are assumed to be issued from the conditional capital raising and the 1,466,666,667 shares to be issued to WHSP under the Proposed Transaction.
3. In our view, it is appropriate to apply a minority discount to the Combined Entity that is consistent with the minority discount adopted for Aeris (refer Section 9.6.

Table 10.1 sets out our value of the Combined Entity's ordinary shares within the range of $0.045 to $0.058 per share on a minority interest basis.

10.1.3 Market Based Valuation

For the reasons set out in Section 10.8 below, we consider it appropriate to adopt a value in the range of $0.089 to $0.108 per ordinary share in the Combined Entity on a minority interest basis for our MBV.

10.1.4 Conclusion on the Value Per Share in the Combined Entity Following the Proposed Transaction

Having regard to our valuation of the Combined Entity's shares, in our view, for the purpose of our assessment of the Proposed Transaction, it is appropriate to separately consider the value derived from the SOP valuation methodology and the value derived from the MBV.

10.2 Value of the Resources Outside the LOM for **Round Oak's** Operating Projects

As set out in Section 8.3.1 above, we have relied on RPM and AMC to value the resources that are outside the LOM of Round Oak's operating projects. Table 10.2 below summarises the valuation.

Table 10.2: Valuation of the Resources that are Outside the LOM of **Round Oak's** Operating Projects

Operating Project	**Round Oak's** Interest	**Valuation ($' Million)**			Valuation Method
		Low	Preferred	High	
Barbara (RPM)	100%	0.99	0.99	2.10	Comparable Transactions
LillyMay (RPM)	100%	0.09	0.11	0.16	Comparable Transactions
Turpentine (RPM)	100%	1.02	1.02	5.28	Comparable Transactions
Bigfoot/Eureka (RPM)	100%	0.76	1.35	4.04	Comparable Transactions
Triumph (AMC)	100%	1.80	3.60	5.30	Yardstick
Teutonic Bore (AMC)	100%	1.80	3.50	7.60	Yardstick
Total		6.46	10.56	24.49	

Source: The RPM Report and the AMC Report

The above analysis indicates a valuation of the resources that are outside the LOM of Round Oak's operating projects in the range of $6.46 million to $24.49 million with a preferred value of $10.56 million.

RPM and AMC have advised that, while there is a significant range in the values derived, they consider the range as a reasonable representation of possible valuation outcomes given the inherent uncertainties in valuing remnant resources.

Aeris shareholders should refer to the full RPM Report and AMC Report attached as Appendix B and Appendix C respectively for further information on how the values have been calculated.

10.3 Value of **Round Oak's** Exploration and Prospecting Tenements

As set out in Section 8.3.2 above, we have relied on AMC to value Round Oak's exploration and prospecting tenements. Table 10.3 below summarises AMC's valuation.

Table 10**.3: AMC's Valuation of Round Oak's** Exploration and Prospecting Tenements

Operating Project	**Round Oak's** Interest	**Valuation ($'** Million)			Valuation Method
		Low	Preferred	High	
Cloncurry excluding mineral resources	100%	3.60	5.10	6.50	Comparable Transactions and MEE
Stockman excluding mineral resources	100%	0.78	0.89	1.00	Comparable Transactions and MEE
Jaguar excluding mineral resources	100%	1.00	1.40	1.80	Comparable Transactions and MEE
Total		5.38	7.39	9.30	

Source: The AMC Report

AMC's analysis indicates a valuation of Round Oak's exploration and prospecting tenements in the range of $5.38 million to $9.30 million with a preferred value of $7.39 million.

AMC have advised us that, while there is a significant range in the values derived, AMC considers the range as a reasonable representation of possible valuation outcomes given the inherent uncertainties in valuing early-stage exploration and pre-development projects.

Aeris shareholders should refer to the full AMC Report in Appendix C for further information on the values AMC have calculated.

10.4 Consideration of the Incremental Additional Corporate Costs Applicable to the Combined Entity

The Combined Entity will incur additional corporate costs beyond those that have been included in the valuation of the operating projects and allowed for in the valuation of Aeris' SOP valuation. These costs relate to extra administration, labour, IT, and other general overheads. For the purposes of the analysis set out in this Report, we have assessed the value of these additional corporate overheads separately based on the production expected from each of the Round Oak mines (in a similar manner to the Aeris operating projects summarised in Section 9.4 above). The discounted value for the corporate costs assuming on this basis is approximately $22.1 million.

10.5 Valuation of **the Combined Entity's** Additional Assets and Liabilities

The net value we have adopted for the other assets and liabilities held by the Combined Entity is summarised in Table 10.4. In order to determine an appropriate value for the Combined Entity's other assets and liabilities, we have made enquiries of the Directors and management of Aeris in relation to any material adjustments required to be made to reflect the fair market value of these assets and liabilities for the purposes of this Report.

We have been informed by the directors of Aeris that there are no other material assets, liabilities, off-balance sheet assets and liabilities or unrecognised liabilities expected to exist in the Combined Entity that have not been included in Table 10.4.

Table 10.4: Additional Other Assets and Liabilities Arising Post-Transaction

Item	A$'000
Required cash balance per the Share Purchase Agreement	16,959
Conditional Placement proceeds	17,000
Cash Consideration due per the Share Purchase Agreement	(80,000)
Stamp duty payable	(13,000)
Incremental transaction costs	(3,000)
Aeris other assets and liabilities (post-transaction)	(62,041)

Source: Management Accounts, Aeris ASX Announcements, Management

In relation to Table 10.4 above, we note:

- Required cash balance: we have added the cash Round Oak must have in its accounts upon successful completion of the Proposed Transaction, per the Share Purchase Agreement. Other than the cash on completion, Aeris do not expect to acquire any other material liquid assets or liabilities;[33]
- Conditional Placement: we have added the proceeds that Aeris will receive upon completion of the Conditional Capital Raise;
- Cash consideration: we have removed the cash component of the total purchase consideration, which is payable to WHSP upon completion of the Proposed Transaction, per the Share Purchase Agreement;
- Stamp duty payable: we have removed the expected stamp duty payable, which we are informed is approximately 5.5% of the total transaction value; and
- Incremental transaction costs: we have removed the incremental transaction costs that Aeris management have advised are only payable upon the successful completion of the Proposed Transaction.

10.6 Market Based Valuation of the Combined Entity (Minority basis)

10.6.1 Analysis of Aeris' Share Trading Data Following the Proposed Transaction Announcement

Table 10.5 below summarises the low and high share price of Aeris over the period 2 May 2022 to 17 May 2022 (representing the period after the Proposed Transaction was announced) along with Aeris' VWAP over this period.

Table 10.5: **Aeris' Share Price** from 2 May 2022 to 17 May 2022

Date	Low ($)	High ($)	VWAP ($)	Volume
02-May-22	0.1000	0.1150	0.1074	39,462,240
03-May-22	0.1050	0.1100	0.1057	13,210,490
04-May-22	0.1000	0.1100	0.1052	10,650,530
05-May-22	0.1000	0.1100	0.1054	35,454,540
06-May-22	0.1000	0.1050	0.1004	9,787,640
09-May-22	0.1000	0.1050	0.1006	41,066,950
10-May-22	0.0940	0.1050	0.0983	29,876,960
11-May-22	0.0950	0.0990	0.0960	32,656,140
12-May-22	0.0860	0.0950	0.0883	56,047,190
13-May-22	0.0860	0.0920	0.0897	23,252,040
16-May-22	0.0880	0.0970	0.0920	23,538,760
17-May-22	0.0880	0.0930	0.0898	10,908,260
Total	0.0860	0.1150	0.0977	325,911,740

Source: BDOCF analysis and Capital IQ as at 18 May 2022

[33] The Share Purchase Agreement specifies a series of pro forma targets in regard to working capital, trade receivables, and various other items. On completion, Aeris will prepare statements to determine any differences between the completion accounts and the pro forma targets. Any difference will be remedied by Aeris or WHSP paying an amount to the other party so that the completion accounts equal the pro forma targets.

10.6.2 Capital Raising in Conjunction with Announcement of the Proposed Transaction

On 28 April 2022 and at the time of announcing the Proposed Transaction, Aeris also announced a $117.1 million capital raise to provide the funding required to meet the cash component of consideration required to be paid under the Proposed Transaction. The capital raise was based on a share price of 10.5 cents per share, with the share price calculated as a 12.5% discount to the 12 cent closing price of Aeris shares on 27 April 2022, the last trading day prior to announcement. For more information and detail about the placement, refer to Aeris' announcement on 28 April 2022 and the subsequent ASX announcements made. For completeness we note that the final $17.1 million representing the Conditional Placement is subject to shareholder approval and completion of the Proposed Transaction.

Empirical research and our transaction analysis suggests that placements are often completed at a discount to the prevailing ASX trading price. Table 10.6 sets out a summary of our analysis on the premium/discount observed for placements within the Australian mining industry over the last 12 months with a transaction value greater than $AUD50 million. We have measured each placement discount relative to the closing price one-day and one-week prior to the announcement of the placement for the relevant issuing.

Table 10.6: Summary of Private Placement Premium (Discount) Analysis

Private Placements	Number of Observations	Interest Raised (% of total capital on issue)	Premium / (discount)	
			Relative to closing Price 1-Day Prior to Announcement	Relative to closing Price 1-Week Prior to Announcement
25th percentile	20	8.39%	(14.41%)	(16.50%)
Mean	20	22.33%	(12.24%)	(11.14%)
Median	20	13.04%	(11.81%)	(10.66%)
75th percentile	20	28.11%	(9.81%)	(7.84%)

Source: BDOCF analysis, Capital IQ as at 16 May 2022

Having regard to the information set out above, in our view, in undertaking the equity raise the discount that Aeris applied to the prevailing market price is broadly in line with discounts applied in similar transactions based on market evidence from previous transactions.

10.6.3 Implied Price Per Share from WHSP's Proposed IPO of Round Oak

In an announcement on 4 November 2021, WHSP stated: "WHSP is currently considering an Initial Public Offering (IPO) of Round Oak Metals Ltd (RKM), a wholly owned subsidiary of WHSP. It is proposed that the prospectus to be issued by RKM in connection with the IPO will be lodged with the Australian Securities and Investments Commission on or about 10 November 2021. WHSP Shareholders who have a registered address in Australia as at the Prospectus Date will be entitled to subscribe for shares in RKM through an exclusive WHSP Shareholder Offer."

Based on information available to us from the time,[34] we understand that the pre-money IPO Enterprise Value ('EV') being placed on Round Oak was in the range of $270 million to $330 million. To provide additional information to shareholders, we have calculated the implied value per Aeris share assuming that WHSP's view of value at the time of the proposed IPO remains unchanged today. Table 10.7 below sets out this calculation.

Table 10.7: **Implied Value per Aeris share Based on WHSP's** Proposed IPO of Round Oak

$'000	Low ($)	High ($)
Pre-money IPO enterprise value	270,000	330,000
Add minimum cash balance from the Proposed Transaction	16,959	16,959
Subtract assumed cash flows generated from proposed IPO date to 30 June 2022[1]	(65,000)	(65,000)
Subtract cash consideration under the Proposed Transaction	(80,000)	(80,000)
Value Implied for the Aeris scrip to be received by WHSP	144,517	204,517
Number of shares proposed to be issued to WHSP	1,466,667	1,466,667
Implied value per Aeris Share ($/share)	0.097	0.138

Source: BDOCF analysis, Australian Financial Review and other information available to us including financial models

1. We believe this assumed number to be appropriate for the analysis set out in this Report having regard to various pieces of information available to us, including a financial model for this period of time.

When considering the information set out in Table 10.7, we note a degree of caution should be exercised by shareholders as the IPO did not ultimately complete. Further, the above table is based on media reports and estimates which may not be accurate.

[34] See for example, an Australian Financial Review Street Talk article from 28 October 2021 that stated "ASX-listed Washington H. Soul Pattinson and Co wants to raise $180 million to $200 million for copper spin-off Round Oak Minerals, in a deal valuing the miner at as much as $330 million."

In an ASX announcement on 11 November 2021, WHSP stated: "WHSP has decided not to proceed with the IPO process at this time as a result of current market conditions for IPOs and some encouraging exploration results at Round Oak's Jaguar operations in Western Australia that have the potential to materially extend mine life. Round Oak continues to perform very well with strong operations and favourable copper and zinc prices and WHSP believes that extending the life of mine at Jaguar and progressing the Stockman project in Victoria will add material value for WHSP shareholders."

10.6.4 Conclusion on MBV (Minority Basis)

Having regard to the information set out above, in our view it is appropriate to adopt a value of $0.089 to $0.108 on a minority interest basis for our market-based valuation of an ordinary share in the Combined Entity. In relation to this range we note:

- It is broadly reflective of the range of daily VWAPs from Aeris share trades following the announcement of the Proposed Transaction (to 17 May 2022);
- It incorporates the $117.1 million raised at $0.105 (assuming the Conditional Placement completes); and
- The upper end of the range overlaps with bottom end of the implied value from WHSP's proposed IPO of Round Oak of $0.097 to $0.138.

11.0 DCF Valuation of the Operating Projects

This section sets out our valuation of the shares in the Combined Entity and is structured as follows:

- Section 11.1 sets out the basis of the financial model adopted for the DCF valuation;
- Section 11.2 sets out the revenue assumptions of the Financial Model;
- Section 11.3 sets out the key operational and physical assumptions within the Financial Model;
- Section 11.4 sets out the other cash flow assumptions within the Financial Model;
- Section 11.5 sets out the summary of the cash flows to be discounted;
- Section 11.6 sets out the discount rate assumptions of the Financial Model;
- Section 11.7 sets out the DCF valuation of each of the Operating Projects; and
- Section 11.8 sets out the sensitivity analysis of the Financial Model.

11.1 Basis of the Financial Model Adopted for the DCF

We have been provided with a Financial Model summarising the forecast LOM cash flows for the operating projects. The Financial Model was prepared by the management of Aeris. The Financial Model estimates the future cash flows expected from production at each of the operating projects. The Financial Model was prepared based on estimated production profiles, operating costs and capital expenditure. The Financial Model was prepared in real terms (rather than nominal) and includes the Company's corporate costs. We have discounted all cash flows to 1 July 2022.

We have assessed the reasonableness of the Financial Model provided to us and the material assumptions that underpin it. We have made certain adjustments to the Financial Model where it was considered appropriate. In particular, we have adjusted the Financial Model to reflect any changes to technical assumptions as a result of RPM's review, in addition to any changes to the economic and other input assumptions that we consider appropriate as a result of our research. We have adjusted the Financial Model to remove the corporate costs incurred, that were not allocated to any of the operating projects of both Aeris and Round Oak, and have therefore presented the value of corporate costs separately in our sum-of-parts valuation.

We undertook the following analysis on the Financial Model:

- Analysed the Financial Model to confirm its integrity and mathematical accuracy (to a material level);
- Have relied on RPM's technical expert review, and where required, made changes to the technical assumptions underpinning the Financial Model;
- Conducted independent research on certain economic and other inputs such as commodity prices, exchange rates, and the discount rate applicable to the future cash flows of the operating projects;
- Held discussions with Aeris and RPM management and advisors regarding the preparation of the forecasts in the Financial Model and its assumptions; and
- Performed a sensitivity analysis on the value of the operating projects as a result of varying selected key assumptions and inputs.

We have not undertaken a review of the cash flow forecasts in accordance with the Standard on Assurance Engagements ASAE 3450 *Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information* and do not express an opinion on the achievability of the forecast. However, nothing has come to our attention as a result of our procedures to suggest that the assumptions on which the Financial Model has been based have not been prepared on a reasonable basis.

A number of the assumptions adopted in the Financial Model are subjective and may be subject to material change in short periods of time. Changes in these assumptions may have a material impact on the overall value determined in this Report. There can be no guarantee that the cash flow forecasts or valuation calculations will hold for any length of time as circumstances are continually changing.

11.2 Revenue Assumptions

11.2.1 Production and Development Timing

RPM's Report sets out RPM's view of the LOM production plan for each mine (i.e. the RPM Adjusted Existing LOM). Regarding the forecast production plan, for both Aeris' and Round Oak's Operating Projects, we note:

- Tritton is forecasted to produce approximately 15.7 mt of ore from 2022 until 2031;
- Cracow is forecasted to produce approximately 2.8 mt of ore from 2022 until 2026;
- Stockman is forecasted to produce approximately 10.1 mt of ore from 2025 until 2036;
- Jaguar is forecasted to produced approximately 2.1 mt of ore from 2022 to 2026; and
- Mt Colin is forecasted to produce approximately 0.67 mt of ore from 2022 to 2024.

The LOM production plan includes the full range of resource classified material throughout the mine life. As stated in the RPM Report, RPM are of the view that the use of inferred mineable quantities throughout the LOM plan does present a risk to the potential available tonnes and grade, albeit a risk that Aeris can mitigate by increasing resource confidence through a planned drilling campaign intended to upgrade material.

Noting the use of the full range of resource classified material throughout the mine life, for the purposes of our work, RPM have recommended that we apply a mineral resource factor to account for the confidence in each inventory category and that the JORC requirement of 'reasonable prospects for eventual economic extraction' can still be applied. RPM have advised in their opinion it is appropriate to apply the factors summarised in Table 11.1 below to the cash flows (as opposed to revenue). For clarity, we refer to all adjustments made by RPM, with the exception of the mineral resource factor, as the 'RPM Adjusted Existing LOM' to highlight the impact of the mineral resource factor itself.

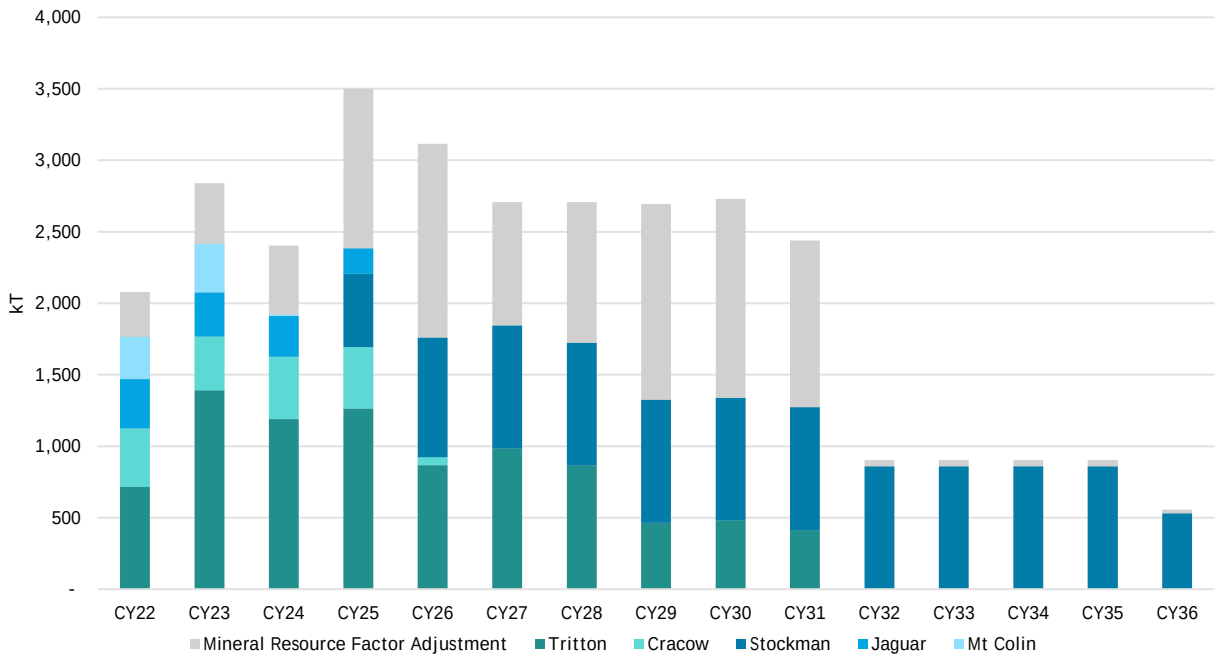
Table 11.1: Mineral Resource Factors Applied to Cash Flows

	Low	Mid	High
Measured	90%	100%	110%
Indicated	75%	95%	115%
Inferred	50%	60%	70%
Unclassified	10%	20%	30%

Source: RPM

The breakdown of the production schedule, for each of Aeris' and Round Oak's Operating Projects, adjusted for the mineral resource factor, is outlined in Figure 11.1 below. For information purposes, we have also included a grey segment on each bar which represents the impact of the mineral resource factor (i.e. the total of each bar's segments represents the unadjusted amount).

Figure 11.1: Forecast Production Schedule of Ore from RPM Adjusted Existing LOM After Applying the Mineral Resource Factor[35]



Source: The Financial Model

In relation to Figure 11.1 above, we note the largest contributor to the difference resulting from the mineral resource factor is to Tritton. From CY26, Tritton's production predominately comprises inferred and unclassified resources. From CY29, Tritton's production predominately comprises unclassified resources. The production schedule for Tritton is discussed in more detail in section 2.3.5 of the RPM Report.

[35] The mineral resource factor has been applied based on RPM's recommendation to allow for different levels of confidence in each inventory category. The application of the mineral resource factor means that the production schedule shown in the graph differs to what is modelled in the RPM Adjusted Existing LOM production plan. The RPM Adjusted Existing LOM production plan includes the full range of resource classified material throughout the mine life. As stated in the RPM Report, RPM are of the view that the use of inferred mineable quantities throughout the LOM plan presents a risk to the potential available tonnes and grade, albeit a risk that can be mitigated by increasing resource confidence through a planned drilling campaign intended to upgrade material.

11.2.2 Commodity Prices and Foreign Exchange

We adopted the real commodity prices provided by Consensus Economics for Copper, Silver, Gold, and Zinc.

The long-term real average estimate was provided by Consensus Economics for 2027 to 2031. We adopted the 2027 prices for all years inclusive of 2028 to 2036 for the purposes of this Report, which is summarised in Table 11.2 below. We have used an implied inflation rate to calculate the average real commodity prices for 2022 to 2026.[36]

Table 11.2: Commodity Prices

Commodity	Spot	CY22	CY23	CY24	CY25	CY26	CY27+
Copper (USD / lb)	4.24	4.32	3.88	3.56	3.43	3.39	3.47
Silver (USD / oz)	21.75	23.79	21.11	20.14	19.50	18.96	18.71
Gold (USD / oz)	1,818.90	1,845.14	1,681.17	1,567.67	1,490.45	1,453.24	1,451.41
Zinc (USD / lb)	1.66	1.60	1.35	1.13	1.09	1.06	1.04

Source: *Consensus Economics April 2022 (Survey Date: 19 April 2022), BDOCF Analysis, Capital IQ*

1. Spot price as at 17 May 2022

11.2.3 Foreign Exchange

For the purposes of this Report, we have adopted the mean exchange rate between the USD and the AUD provided by Consensus Economics. Table 11.3 below summarises the forecasted exchange rate adopted throughout the Financial Model.

Table 11.3: Foreign Exchange Rate

Exchange Rate	Spot	CY22	CY23	CY24	CY25	CY26	CY27	CY28+
USD:AUD	0.7007	0.739	0.754	0.752	0.757	0.759	0.751	0.748

Source: *Consensus Economics April 2022 (Survey Date: 11 April 2022), Reserve Bank of Australia*

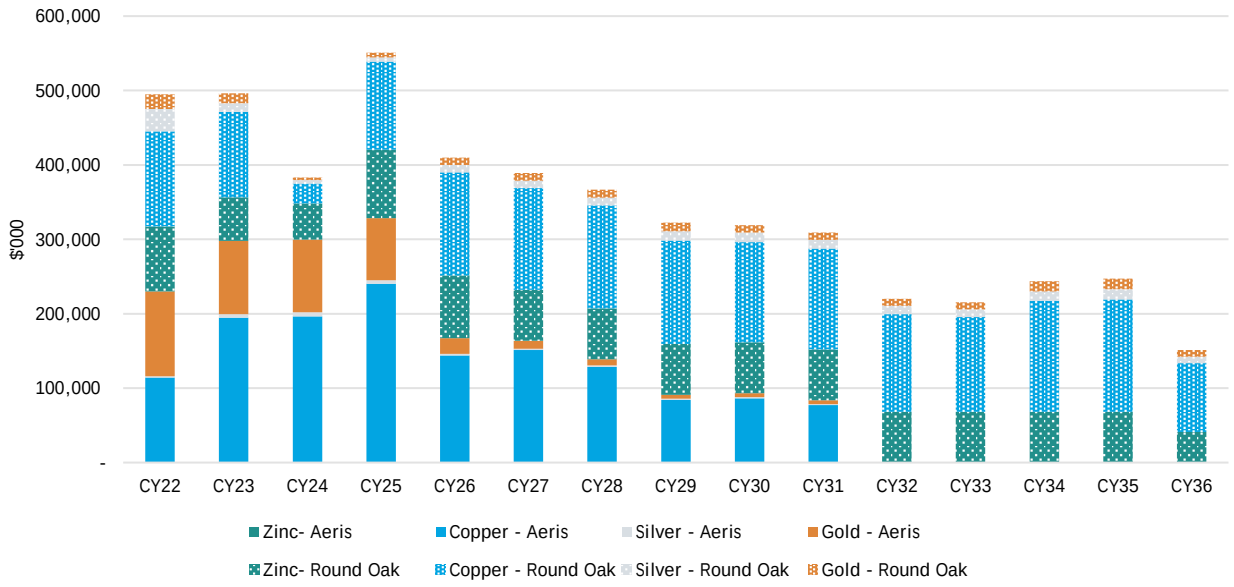
1. Spot price as at 17 May 2022

11.2.4 Gross Revenue After Applying the Mineral Resource Factor

In the Financial Model, revenue has been calculated as the product of payable metal multiplied by the real commodity price, net of any associated penalties.

Figure 11.2 below summarises the revenue composition for all of Aeris' and Round Oak's Operating Projects, split further between the commodity type, over the total LOM forecast period from 1 July 2022 to 31 December 2036. For the purposes of this figure, we note that revenue has been multiplied by the mineral resource factor.

Figure 11.2: Gross Revenue Composition After Applying the Mineral Resource Factor



Source: *The Financial Model*

[36] Consensus Economics only provide a nominal commodity price forecast for CY22 to CY26. To calculate a real commodity price forecast, we have calculated the implied inflation between the long-term nominal average estimate price and the long-term real average estimate price provided by Consensus Economics. We have then applied this implied inflation rate to the mean nominal commodity prices in each period to calculate an implied real commodity price forecast.

11.3 Physical and Operational Assumptions

RPM's Report sets out RPM's view of the key operational and physical assumptions within the Financial Model, including the cash flows associated with restoration and rehabilitation provisions. Users of this Report must read RPM's Report (refer to Appendix B) to understand the basis for the assumptions.

In consultation with RPM, certain adjustments were made to technical assumptions to arrive at the RPM Adjusted Existing LOM, including:

- For Tritton, a reduction of approximately 520kt was made to the mined tonnes in the Financial Model. RPM was unable to reconcile this tonnage between the stated Mineral Resources / Ore Reserves and the life of mine plan that was provided for analysis;
- For Cracow:
  - A reduction of approximately 670kt was made to the mined tonnes in the Financial Model. RPM was unable to reconcile this tonnage between its analysis of the block model and the mining solids and the life of mine plan that was provided for analysis;
  - Unit mining costs were increased to reflect historical performance; and
  - Capital expenditure was reduced approximately $80 million due to the exclusion of new mining areas from the schedule;
- For Stockman:
  - The production schedule for Stockman was extended to account for depletion of the entire minable inventory identified in the Deswik scheduling model. This extension in minable inventory has extended the schedule through to September 2036; and
  - RPM's analysis identified a requirement for an increase in horizontal development for both Currawong and Wilga. This increase in lateral development had led to the addition of $48.9 million in capital expenditure;
- For Jaguar:
  - RPM's analysis of the Jaguar life of mine plan could not justify inclusion of minable inventory outside of the Bentley and Turbo deposits as the mining plan for the additional areas was at a conceptual level only. This reduction in minable inventory resulted in the exclusion of 1,338kt from the production schedule presented in the Financial Model;
  - Zinc concentrate recovery was increased 0.4% so as to better reflect historic actuals relative to the known mill grade;
  - Copper concentrate recovery was reduced by 1.3% so as to better reflect historic actuals relative to the known mill grade;
  - Average operating cost of production was increased approximately $15/t to reflect the likely cost increases associated with labour rates; and
  - Total capital expenditure was reduced by approximately $40 million due to the exclusion of new mining areas from the schedule;
- For Mt Colin:
  - RPM's analysis of the Mt Colin life of mine plan identified what they believed was the application of aggressive recovery assumptions, especially as the assumptions of recovery relate to the extraction of sill pillars and recovery of the oxide material. On this basis, RPM made some adjustments to these assumptions to better reflect what RPM believes is a more realistic total recovery of ore. Application of these factors reduced the minable inventory by approximately 370kt; and
  - A reduction in capital expenditure of approximately $3.5 million was made to reflect the slightly shorter mine life.

In addition to the above and as previously mentioned in Section 11.2.1, for all mines, RPM have recommended that we apply a mineral resource factor to the net cash flows to account for the confidence in each inventory category and ensuring the JORC requirement of 'reasonable prospects for eventual economic extraction' can still be applied.

Shareholders should refer to the RPM Report in Appendix B for a more detailed discussion of RPM's work and the assumptions that have been made.

11.4 Other Cash Flow Assumptions

11.4.1 Working Capital

Table 11.3 sets out the working capital days adopted in the Financial Model, which were provided by the management of Aeris and Round Oak, having regard to historical performance and contracts in place.

Table 11.3: Working Capital Days

Asset	Days receivable	Days payable
Tritton	30	30
Cracow	7	30
Stockman	10	30
Jaguar	40	30
Mt Colin	40	30

Source: Management of Aeris and Round Oak

We have assumed that the working capital relating to Jaguar and Mt Colin as part of the Proposed Transaction will be returned towards the end of the mine life. We have also adopted a higher days receivable figure for these two mines to reflect the larger initial working capital position.

11.4.2 Royalties

The Operating Projects of Aeris and Round Oak are located in four states of Australia, each state with differing statutory legislation. Aeris and Round Oak also have other private royalties that formed part of the consideration in the acquisitions of the Cracow and Stockman mines, respectively.

11.4.3 Hedging

Hedging facilities are utilised by both Aeris and Round Oak. The forecasted gain or loss, of each position, has been calculated by determining the difference between the contracted price and the forecast spot price, then applying the difference to the volume of each contract.

We note Aeris currently have in place a copper hedge for Tritton and a gold hedge for Cracow, while Round Oak currently have in place a zinc hedge for Jaguar. We have checked the supporting documents of the hedging facilities used in the Financial Model. The forecasted profit or loss for each facility has been attributed to the cash flows of the associated mine, for the purposes of this Report.

11.4.4 Tax Depreciation

Depreciation has been recorded in the Financial Model for each capital expenditure type. The basis of the type of the depreciation method used for the fixed assets of Aeris and Round Oak are depreciated having regard to the type of capital expenditure they relate to. Management of Aeris have advised they use the following methods of depreciation, which are reflected in the Financial Model:

- Development and expansionary capital expenditure is recorded on a straight-line basis, with the useful life depending on the type of equipment; and
- Exploration and rehabilitation capital expenditure are expensed in the same period they are recorded.

Management of Round Oak have advised they use the following methods of depreciation, which are reflected in the Financial Model:

- Sustaining capital is recorded on a straight-line basis over a two-year period;
- Development and expansionary capital expenditure is recorded based on the production schedule; and
- Exploration and rehabilitation capital expenditure are expensed in the same period they are recorded.

11.4.5 Tax Rate and Tax Losses

The Australian corporate tax rate of 30%, which is appropriate for entities with an aggregated annual turnover of greater than $50 million, has been adopted in the Financial Model.

As at 1 January 2022, Aeris management have advised that they had carry forward tax losses of approximately $212 million, which were applied to the cashflows of the Aeris mines based on their relative contribution to the earnings in each period.

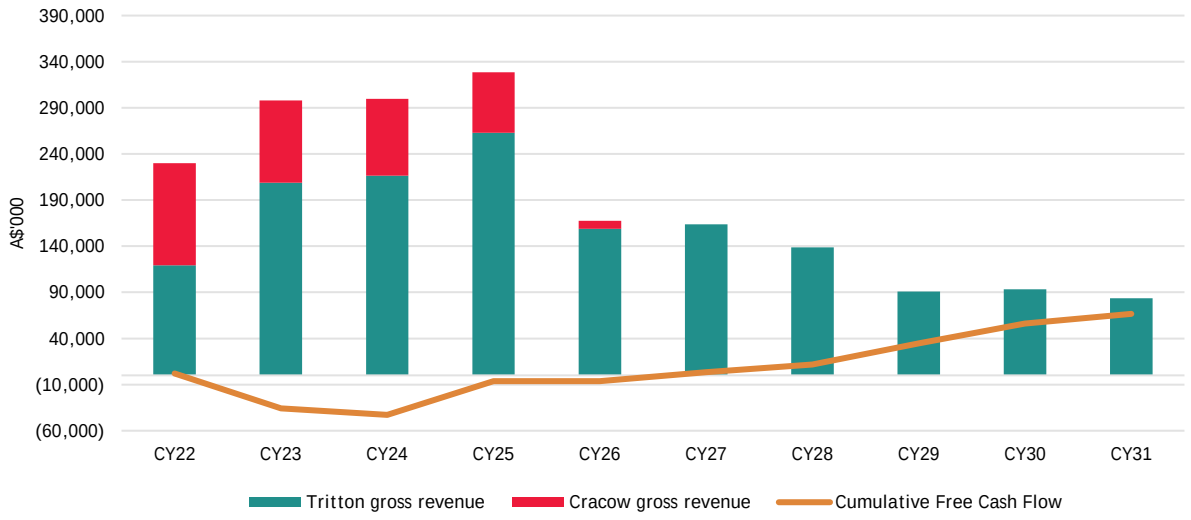
Management of Aeris have advised us that the Combined Entity will be consolidated for tax purposes post the successful completion of the Proposed Transaction. We have also been informed that, per their tax advice, no available fraction will need to be considered and as such the carry forward tax losses are to be applied to all taxable income upon consolidation.

11.5 Summary of Cash Flows to be Discounted

11.5.1 Aeris Operating Projects

The revenue and cumulative free cash flows for the Aeris Operating Projects are summarised in Figure 11.3 below.

Figure 11.3: Aeris Operating Revenue and Cumulative Free Cash Flows After Applying the Mineral Resource Factor

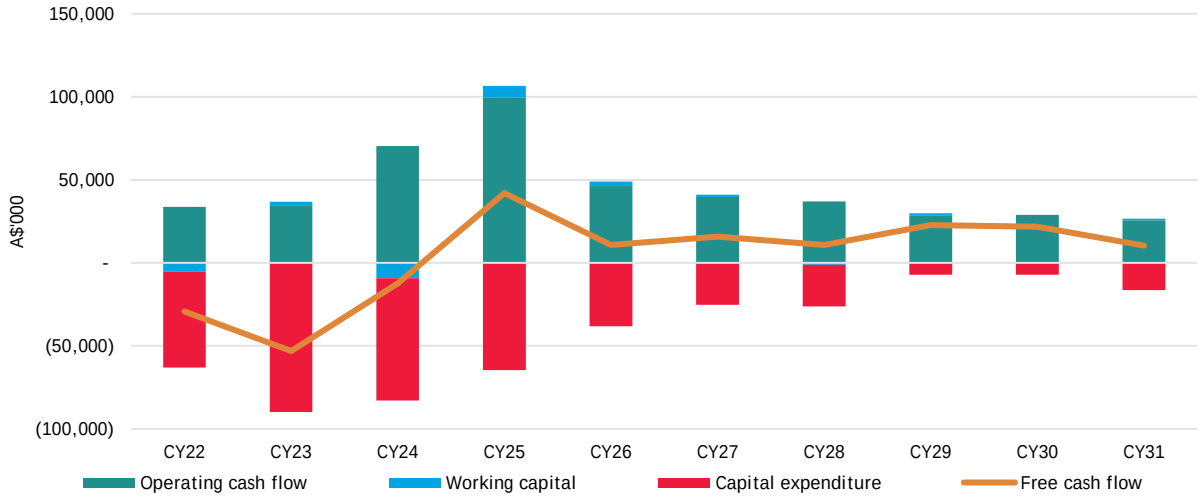


Source: The Financial Model

The value of the Aeris Operating Projects have been determined with reference to the cash flow attributable to the operations of each project.

The free cash flows attributable to Tritton are summarised in Figure 11.4 below.

Figure 11.4: Tritton Free Cash Flows After Applying the Mineral Resource Factor[37]

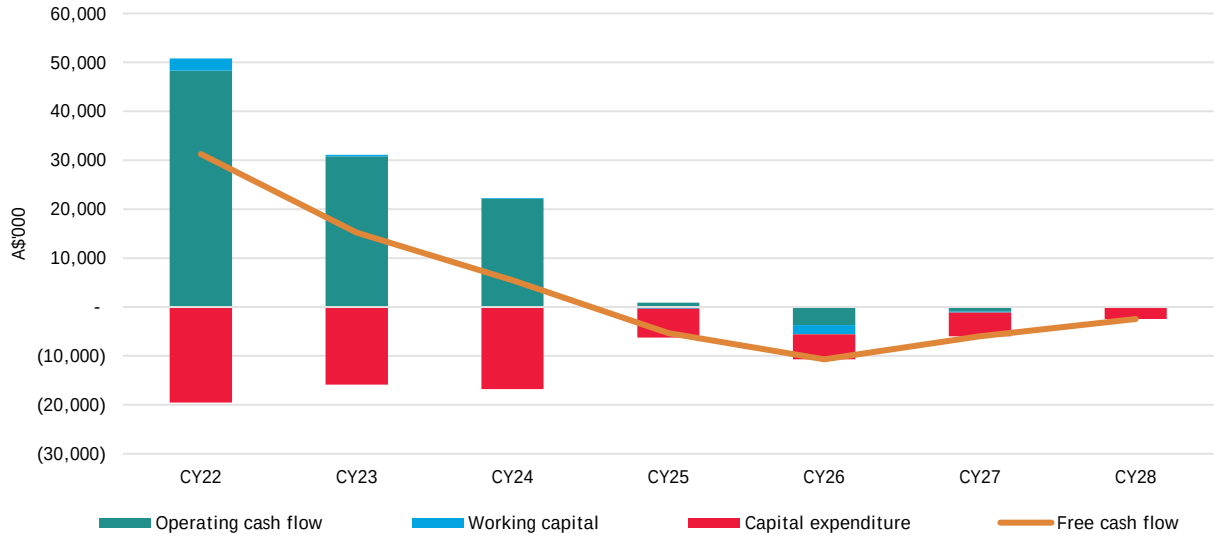


Source: The Financial Model

[37] We reiterate that the mineral resource factor has been applied based on RPM's recommendation to allow for different levels of confidence in each inventory category. The application of the mineral resource factor means that the cash flows shown in the graph differ to what is modelled in the RPM Adjusted Existing LOM production plan. The RPM Adjusted Existing LOM production plan includes the full range of resource classified material throughout the mine life. As stated in the RPM Report, RPM are of the view that the use of inferred mineable quantities throughout the LOM plan presents a risk to the potential available tonnes and grade, albeit a risk that Aeris can mitigate by increasing resource confidence through a planned drilling campaign intended to upgrade material (and RPM are of the view that history has shown that the Tritton style of orebodies is a continuous down plunge and potential exists to add more mineral resources).

The free cash flows attributable to Cracow are summarised in Figure 11.5 below.

Figure 11.5: Cracow Free Cash Flows After Applying the Mineral Resource Factor



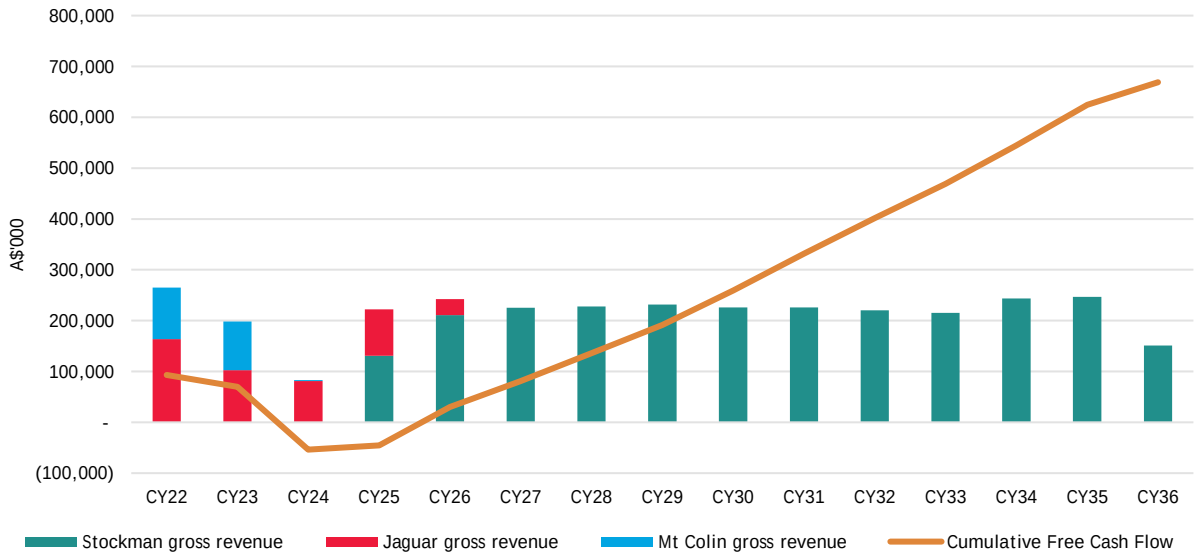
Source: The Financial Model

11.5.2 Round Oak Operating Projects

The value of the Round Oak Operating Projects have been determined with reference to the cash flow attributable to the operations of each project.

The revenue and cumulative free cash flows for the Round Oak Operating Projects are summarised in Figure 11.6 below.

Figure 11.6: Round Oak Operating Revenue and Cumulative Free Cash Flows After Applying the Mineral Resource Factor



Source: The Financial Model

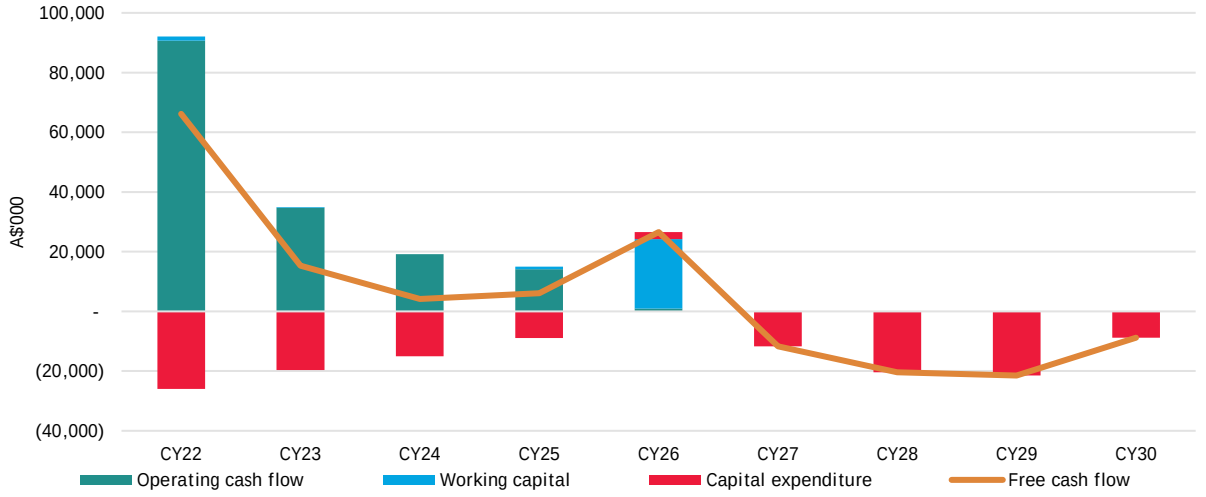
The free cash flows attributable to Stockman are summarised in Figure 11.7 below.

Figure 11.7: Stockman Free Cash Flows After Applying the Mineral Resource Factor

Source: The Financial Model

The free cash flows attributable to Jaguar are summarised in Figure 11.8 below.

Figure 11.8: Jaguar Free Cash Flows After Applying the Mineral Resource Factor

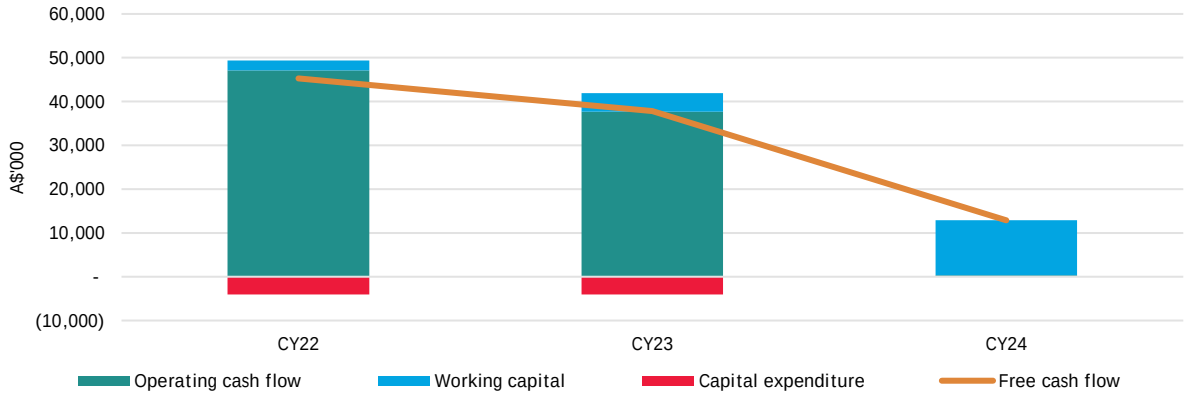


Source: The Financial Model

Having regard to Figure 11.8, we note the large capital expenditure costs incurred from 2027 to 2030 are attributable to rehabilitation costs. Please refer to the RPM Report for the basis of this assumption.

The free cash flows attributable to Mt Colin are summarised in Figure 11.9 below.

Figure 11.9: Mt Colin Free Cash Flows After Applying the Mineral Resource Factor



Source: The Financial Model

11.6 Discount Rate

The discount rate represents the rate of return that capital providers expect from their capital contribution and is typically based on the weighted average cost of capital ('WACC') for the asset being valued. In broad terms, the WACC considers the rate of return required by capital providers given the riskiness of the future cash flows and the cost of financing using debt instruments for the relevant asset.

We have considered two discounts for the purposes of this report. One discount rate has been developed specifically for the valuation of Stockman, noting the idiosyncratic risks associated with a development project, and the other discount rate has been used developed for the valuation of all the other Operating Projects (which are all currently operational) and corporate costs.

In selecting a discount rate appropriate for Aeris and Round Oak, we have considered the following:

- The required rate of return of comparable companies in the mining sector, with copper exposure;
- The capital structure of comparable mining companies;
- The cost of equity derived from applying the capital asset pricing model ('CAPM') methodology (a commonly used methodology for deriving the cost of equity). In relation to CAPM, we note the cost of equity capital is determined by multiplying the market risk premium by an appropriate beta and adding the risk-free rate. Our view on the appropriate inputs to the CAPM to apply in the circumstances are as follows:
  - a risk-free rate of 3.48% based on the Australian Government 10-year spot rate, as at 9 May 2022;
  - an equity market risk premium of 6.0%;
  - an asset beta in the range of 0.9 to 1.1;
- The CAPM assumes investors are diversified and not concerned with the specific risk of a particular investment. In our view, investors may apply a company specific risk premium to reflect certain risks that cannot be readily allowed for in the base case cash flows for a project;
- The statutory Australian corporate tax rate of 30%;
- A value for imputation credits (γ) of nil. This assumption has been made with reference to the fact that imputation credits for Australian companies are available to domestic investors only and that not all investors in Aeris are Australian. We have assumed the marginal investor is likely to be an investor who is not entitled to claim imputation credits; and
- In order to calculate the discount rate on a real basis, we have adjusted the nominal discount rate for a 2% to 3% inflation rate, which is in line with the current target guidance from the Reserve Bank of Australia.

Taking the above factors into consideration as well as the nature of the Project and its exposure to macroeconomic factors, we believe it is appropriate for the purposes of the analysis set out in this Report to adopt the following after-tax real discount rate:

- Currently operating mines discount rate: 6.00% to 8.00%, with a mid-point of 7.00%; and
- Stockman discount rate: 8.00% to 10.00%, with a mid-point of 9.00%. Noting the risks inherent in a of development mine relative to an operating mine, we have applied a 2% premium to the discount rate of Stockman.

We have set out a sensitivity analysis on the discount rate in Section 11.8 to assist users of this Report that may have an alternative view on an appropriate discount rate or who would like to understand the impact of applying an alternative discount rate.

11.7 DCF Valuation for Each of the Operating Projects

11.7.1 DCF Value of the Aeris Operating Projects

Table 11.4 sets out our valuation of the operating projects for Aeris using a DCF valuation methodology having regard to the assumptions set out in Section 11 of this Report. The low value uses the high end of our discount rate range while the high value utilises the low end of our discount range.

Table 11.4: DCF Value of the Aeris Operating Projects

Project	Low $'000	Mid $'000	High $'000
Tritton	20,440	25,277	30,114
Cracow	37,068	36,984	36,901
Total DCF value for the Aeris Operating Projects	57,508	62,262	67,015

Source: The Financial Model

Table 11.4 shows that our calculated DCF valuation for the Aeris operating projects is between $57.5 million and $67.0 million. For completeness we note:

- The values above exclude corporate costs;
- Cracow has negative cash flow towards the end of the mine life that, when discounted at a higher discount rate, returns a lower cost and increased value overall. Therefore, Cracow has a higher value under the low scenario when the high end of our discount rate applied; and
- We have adopted benchmark commodity prices based on forecasts provided by Consensus Economics. We have set out a sensitivity analysis on the commodity prices in Section 11.8 to assist users of this Report that may have an alternative view on commodity prices or who would like to understand the impact of applying alternative commodity prices.

11.7.2 DCF Value of the Round Oak Operating Projects

Table 11.5 sets out our valuation of the operating projects for Round Oak using a DCF valuation methodology having regard to the assumptions set out in Section 11 of this Report. The low value uses the high end of our discount rate range while the high value utilises the low end of our discount range.

Table 11.5: DCF Value of the Round Oak Operating Projects

Project	Low $'000	Mid $'000	High $'000
Stockman	94,904	114,125	133,346
Jaguar	12,249	10,986	9,723
Mt Colin	73,466	74,013	74,560
Total DCF value for the Round Oak Operating Projects	180,618	199,124	217,629

Source: The Financial Model

Table 11.5 shows that our calculated DCF valuation for the operating projects is between $180.6 million and $217.6 million. For completeness we note:

- The values above exclude corporate costs;
- Jaguar has large negative cash flow arising from the rehabilitation provision towards the end of the mine life that, when discounted at a higher discount rate, returns a lower cost and increased value overall. Therefore, Jaguar has a higher value under the low scenario when the high end of our discount rate applied; and
- We have adopted benchmark commodity prices based on forecasts provided by Consensus Economics. We have set out a sensitivity analysis on the commodity prices in Section 11.8 to assist users of this Report that may have an alternative view on commodity prices or who would like to understand the impact of applying alternative commodity prices.

11.8 Sensitivity Analysis

The DCF valuation of Aeris and Round Oak is based on a number of assumptions, which are to some degree subjective. We have completed a sensitivity analysis on the value of both the Aeris Operating Projects and the Round Oak Operating Projects to provide users with a more complete understanding of the potential value ranges of each project.

The following variables have been adjusted in isolation, with all other factors held constant:

- A +/- 5% change in forecasted commodity prices;
- A +/- 5% change in forecasted USD / AUD exchange rate;
- A +/- 5% change in forecasted operating expenses;
- A +/- 5% change in forecasted production volume;
- A +/- 5% change in forecasted capital expenditure; and
- A +/- 1% change in forecasted discount rate.

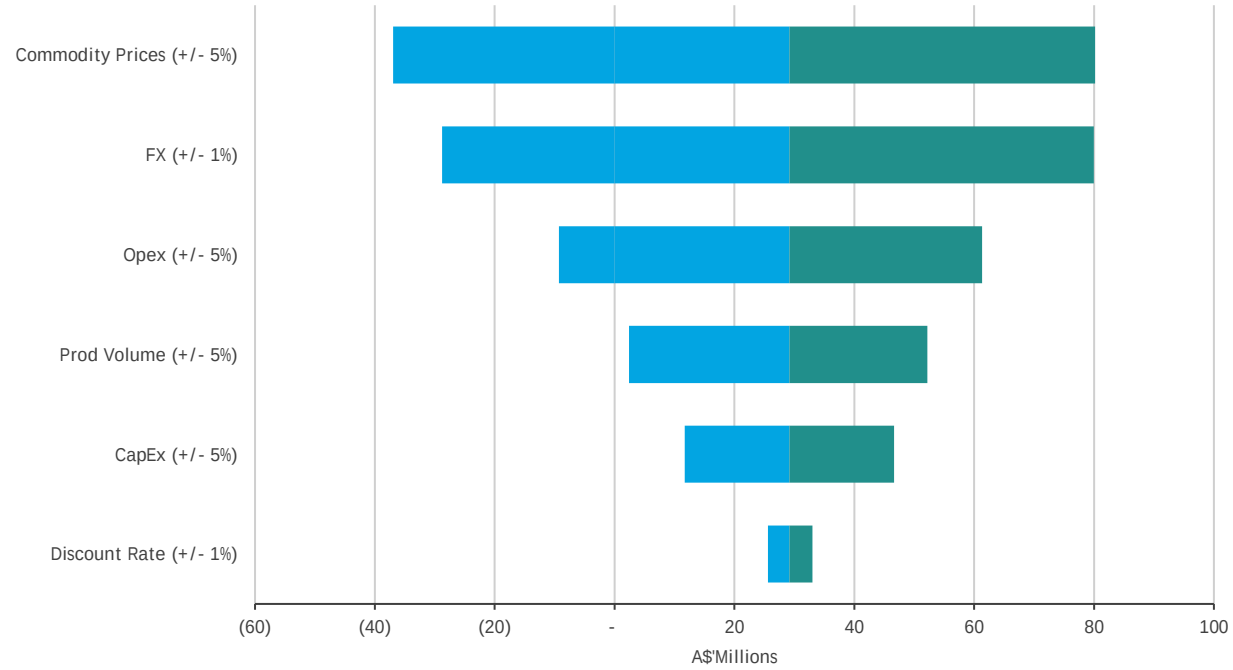
Users of this Report should note that:

- In reality, the variables described above may have compounding or offsetting effects and are unlikely to move in isolation;
- The variables for which we have performed sensitivities are not the only variables that are subject to deviation from the forecast assumptions; and
- The sensitivities we have performed do not cover the full range of possible variances from the base case assumptions assumed (i.e. variances could be greater than the percentage increase or decreases set out in this analysis).

11.8.1 Aeris Operating Projects

Figure 11.10 summarises the impact of the above-mentioned variables on our DCF valuation of the Aeris' Operating Projects, holding all factors constant, except the relevant sensitivity variable.

Figure 11.10: Sensitivity Analysis of Key Inputs for the DCF Valuation of the Aeris Operating Projects[38]



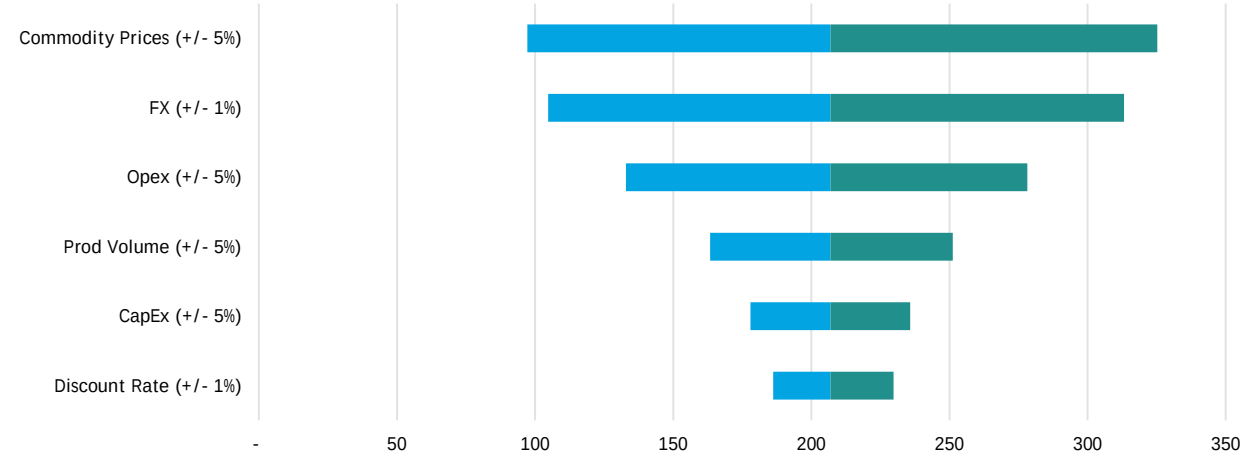
Source: The Financial Model

[38]Net present value including corporate costs. Base value $29.17 million.

11.8.2 Operating Projects of the Combined Entity

Figure 11.11 summarises the impact of the above-mentioned variables on our DCF valuation of the combined Aeris and Round Oak's Operating Projects, holding all factors constant, except the relevant sensitivity variable.

Figure 11.11: Sensitivity Analysis of Key Inputs for the DCF Valuation of the Combined Aeris and Round Oak Operating Projects[39]



Source: The Financial Model

[39] Net present value including corporate costs. Base value $206.94 million.

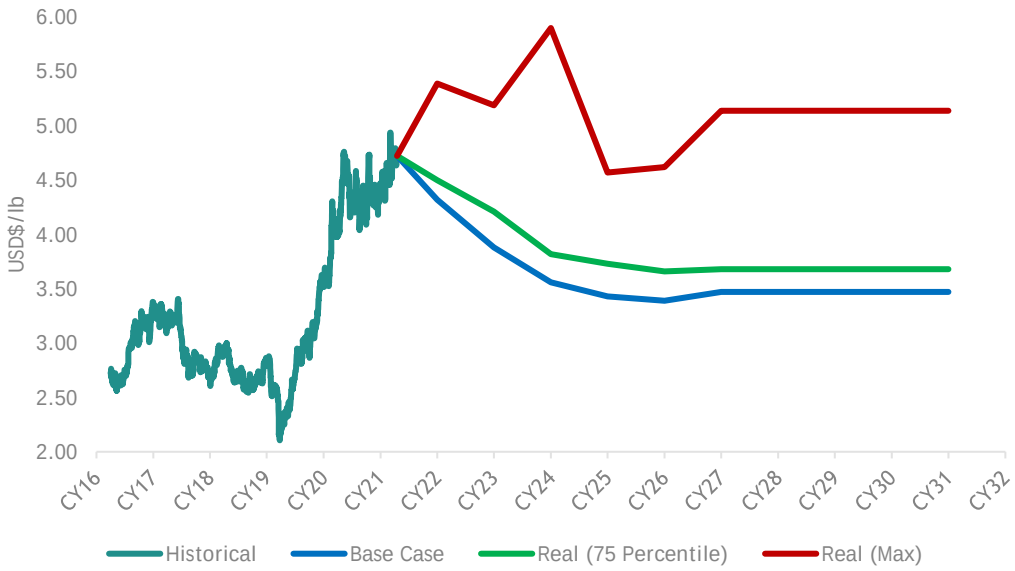
APPENDIX A: COMMODITY PRICE SENSITIVITIES

The graphs below summarise the commodity prices that we have adopted in our valuation work. In relation to each graph we note:

- The blue 'base case' line represents the forecast commodity prices (in real terms) that we have utilised for each timeframe in our DCF valuations of each of the operating mines. This was determined as the average of the Consensus Economics forecast for each commodity type (refer Section 11.2.2 for further discussion on this methodology); and
- The green and red lines respectively represent the 75th percentile and maximum consensus forecast commodity prices. These prices have been included in our sensitivity analysis set out in Section 2.3.4 to assist shareholders understand the impact of a more favourable view on commodity prices.

Each graph also sets out the historical trading price of each commodity for comparison purposes.

Figure A.1: Historical Copper Prices and Consensus Economics Forecast Prices (in Real Terms)

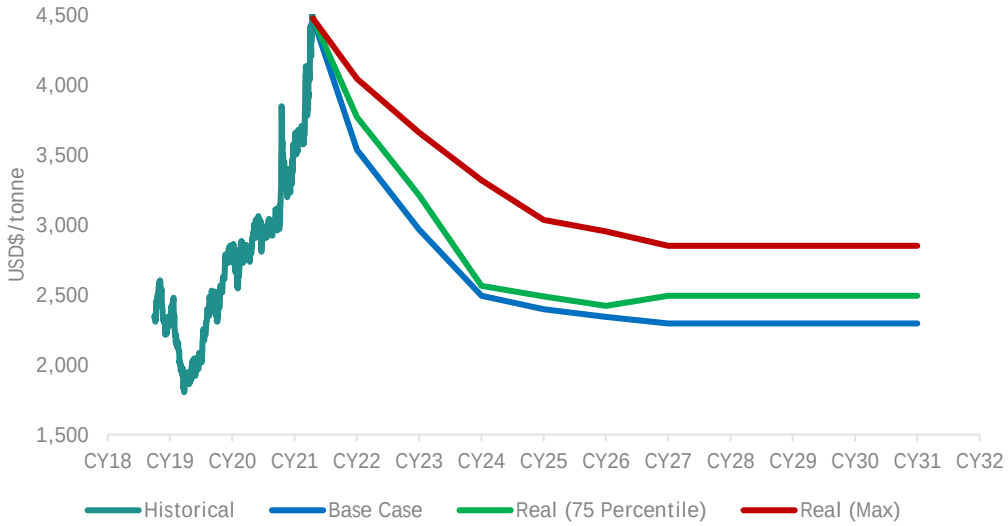


Source: Capital IQ - High Grade Copper (COMEX), Consensus Economics April 2022 (Survey Date: 19 April 2022)

Figure A.2: Historical Gold Prices and Consensus Economics Forecast Prices (in Real Terms)

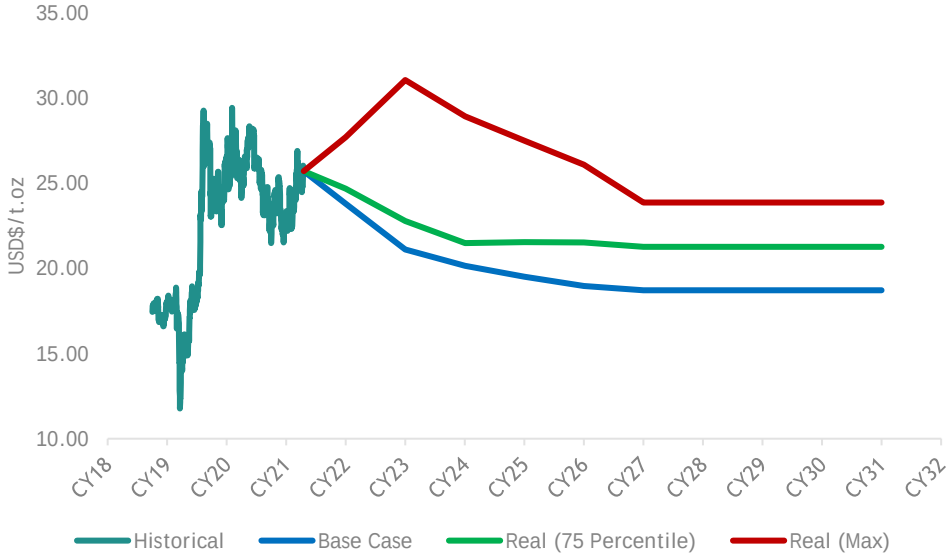
Source: Capital IQ - Gold (COMEX), Consensus Economics April 2022 (Survey Date: 19 April 2022)

Figure A.3: Historical Zinc Prices and Consensus Economics Forecast Prices (in Real Terms)



Source: Capital IQ - Zinc, Cash (LME), Consensus Economics April 2022 (Survey Date: 19 April 2022)

Figure A.4: Historical Silver Prices and Consensus Economics Forecast Prices (in Real Terms)



Source: Capital IQ - Silver (COMEX), Consensus Economics April 2022 (Survey Date: 19 April 2022)

APPENDIX B: **INDEPENDENT TECHNICAL EXPERT'S REPORT – RPM REPORT**

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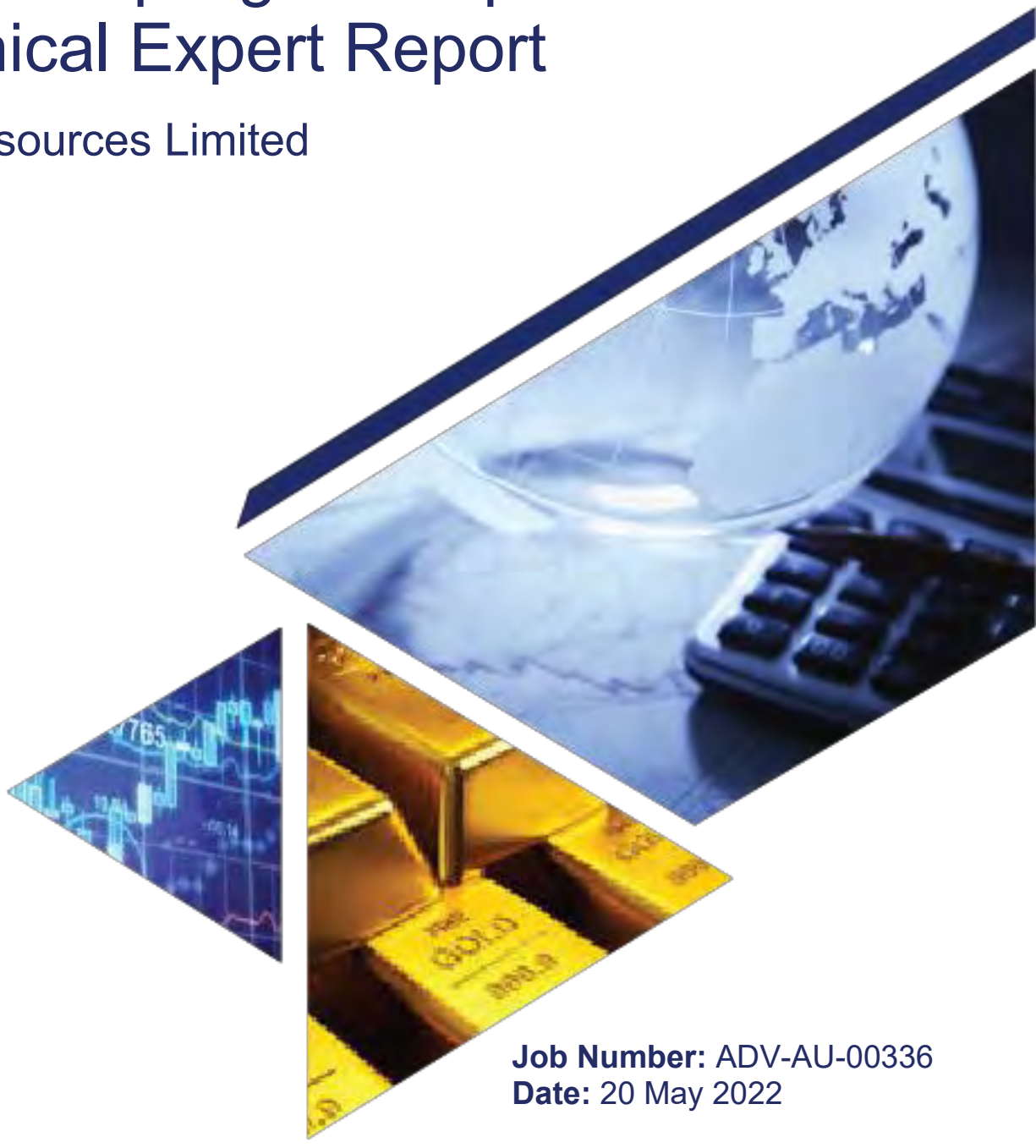
Project Sapling – Independent Technical Expert Report

Aeris Resources Limited



Job Number: ADV-AU-00336
Date: 20 May 2022

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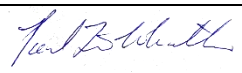
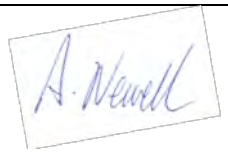
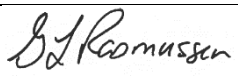
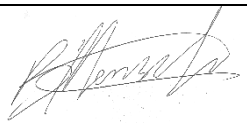
Aeris Resources Limited	
Report Name	**Date**
Independent Technical Expert Report	20 May 2022
Job No.	**Revision No.**
ADV-AU-00336	FINAL
File Name:	
ADV-AU-00336_Project Sapling_Independent Technical Expert Report_V06.docx	

Authorisations				
Name		**Position**	**Signature**	**Date**
Prepared By:	Steve Hinde	Executive Consultant (Geology)		20 May 2022
	Geoff Booth	Executive Consultant (Geology)		20 May 2022
	Joe McDiarmid	Executive Consultant (Mining)		20 May 2022
	Paul Whillans	Executive Consultant (Mining)		20 May 2022
	Dr Carlos Tapia	Principal Mining Engineer		20 May 2022
	Dr Andrew Newell	Executive Consultant (Processing and Metallurgy)		20 May 2022
	Greg Rasmussen	Executive Consultant (Processing and Metallurgy)		20 May 2022
	Michael Angeli	Executive Consultant (Processing and Metallurgy)		20 May 2022

	Gary Harradine	Executive Consultant (Infrastructure)		20 May 2022
	Benjamin Mensah	Principal Maintenance and Infrastructure Engineer		20 May 2022
	Peter R Smith	Executive Consultant (Permits and Approvals)		20 May 2022
	Helen Wood	Principal ESG Consultant		20 May 2022
Reviewed By	Igor Bojanic	Project Director and Reviewer		20 May 2022
Approved By	Aaron Simonis	Project Manager		20 May 2022

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DRAFT REPORT

This report is still in draft form and has been prepared for the purposes of review. Aspects of this report may be subject to change and/or may be incomplete or require further input from RPM or the Client. Accordingly, none of this report's content or findings can be regarded as final or conclusive and may be subject to substantial amendment and/or change as a result of that review. This draft report should not be relied upon in any way or for any purpose or represented as final or disclosed to any third party without RPM's prior approval.

Executive Summary

Introduction

RPM Advisory Services Pty Ltd ("RPM") was engaged by BDO Corporate Finance Limited ("BDO"), on behalf of Aeris Resources Limited ("Aeris" or the "Client") to complete an Independent Technical Expert Report (hereafter referred to as the "Report") to be included in BDO's Independent Technical Specialist Report to support the valuation of a merger proposed between Aeris and Round Oak Minerals Limited ("Round Oak").

The Report is based on reviews of Statements of Mineral Resources and Ore Reserves (the "Statements") and supplied studies which were prepared by third parties engaged by Aeris and Round Oak. The Statements were prepared in line with both the Australian Guidelines for the Estimation and Classification of Mineral Resources (the "Guidelines") and the requirements of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves JORC Code (the "JORC Code"). RPM's report has not been prepared in compliance with the JORC Code, rather an Independent Technical Specialist Report which opines on the reasonableness of the Statements of Mineral Resources and Ore Reserves and their supporting studies. RPM recommends that readers of this Report also refer to prior Statements for full JORC Code disclosure requirements.

Scope of Work

RPM's scope of work in preparing the Report included, but was not limited to the following items:

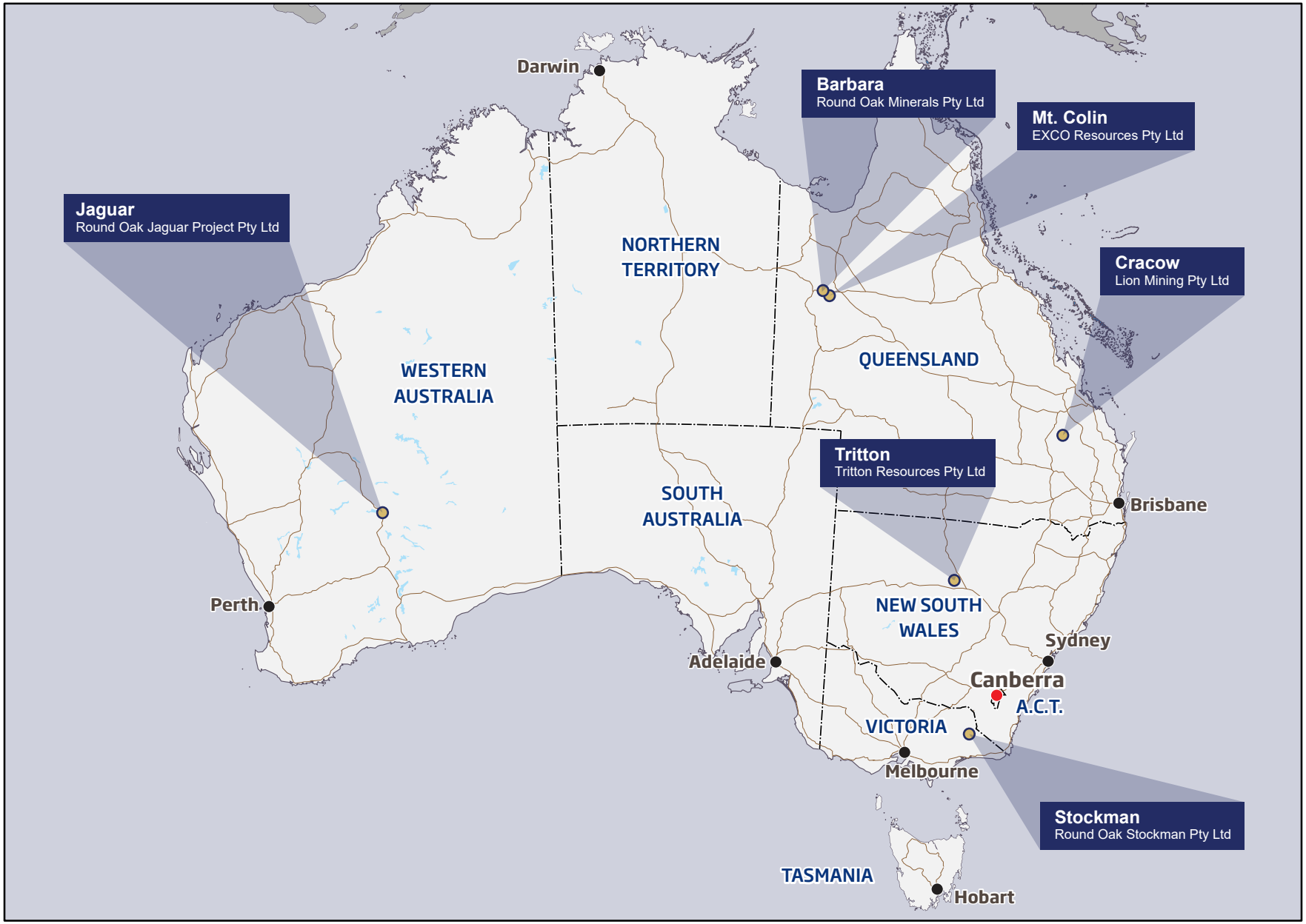
- Review the underlying processes, data, and assumptions that went into the formulation of the Mineral Resource estimate and confirm their reasonableness.
- Review and validate the ongoing exploration costs used in the Discounted Cash Flow ("DCF") model.
- Review the underlying processes, data, and assumptions that went into the formulation of the Ore Reserve estimate and confirm their reasonableness.
- Review and validate the mined quantities and mining-related capital and operating costs used in the DCF model.
- Review the performance of the existing, and proposed, processing plants and validate the mineral recoveries and processing-related capital and operating costs used in the DCF model.
- Review the suitability of existing, and proposed, site infrastructure specifically as it relates to power, water and logistics functions and validate any infrastructure-related capital and operating costs in the DCF model.
- Review the status of existing, and proposed, approvals and licenses as they specifically relate tenements and the environment.
- Identify any materials risks that have the potential to impact the value of the assets, especially as they relate to the timing of production, the quantity of material mined, the quantity of metal produced, the operating costs of the project, or the capital costs of the project.
- Prepare a valuation of the in situ and remnant Mineral Resources not included in the DCF model.

Relevant Assets

Aeris has two operational assets, the Tritton Copper Operations ("Tritton") in Central-West New South Wales and the Cracow Gold Operations (Cracow) in North-West Queensland.

Round Oak also have two operational assets, being the Jaguar Operations ("Jaguar") in the Western Australian Goldfields and the Mt Colin mine ("Mt Colin") in North-West Queensland as well as the Stockman Copper-Zinc Project Western Victoria. Round Oak also operate the Barbara site ("Barbara") which has ceased production and is currently on care and maintenance while potential for an underground mining is being evaluated.

Figure 1 illustrates the location of each asset.



LEGEND

State Boundary
State Capital
Major Highways
National Capital

N

0 1000km

DO NOT SCALE THIS DRAWING - USE FIGURED DIMENSIONS ONLY. VERIFY ALL DIMENSIONS ON SITE

CLIENT

Aeris Resources
Round Oak Minerals

PROJECT

NAME
PROJECT SAPLING
CONFIDENTIAL ITR AND VALUATION

DRAWING
ASSET LOCATIONS - AUSTRALIA

FIGURE No.	PROJECT No.	Date
1	ADV-AU-00336	April 2022

RPMGLOBAL

Report Preparation and Methodology

This Report has been prepared in accordance with the requirements of the 2015 edition of the VALMIN Code. RPM's review methodology was as follows:

- Review existing reports and data;
- Conduct discussions with personnel from Aeris and Round Oak to best understand the underlying processes, data, and assumptions that went into the development of the mine plans used in the DCF model.
- Undertake an independent valuation of the in situ and remnant Mineral Resources (for all assets) as well as the mining and exploration tenements (at Cracow only) which are not mature enough to be estimated through the DCF method in accordance with the VALMIN Code; and
- Compilation of an Independent Technical Expert Report.

The comments and forecasts in the Report are based on information compiled by inquiry and verbal comments. Where possible, this information has been checked with hard copy data or through confirmation from more than one source. Where there was conflicting information on issues, RPM used its professional judgment to assess the issues.

Information Sources

Data for the review was primarily provided through an electronic data room. The information that was used for the review included (but was not limited to) geological reports and block models, mine planning documents and (Deswik) scheduling models, historical production and cost reports (as well as site forecast documents), feasibility study documents, Competent Person Reports (JORC Statement of Mineral Resources and Ore Reserves), environmental assessment and planning approval documents, and tenure documentation.

Materiality

RPM has adopted the Australian Accounting Standards Board AASB 1031 which proposes that the materiality of information or data can be assessed in terms of the extent to which its omission or inclusion could lead to changes in total value:

- Equal to or less than five percent – immaterial.
- Between five and ten percent – discretionary.
- Equal to or greater than ten percent – material.

Statement of Mineral Resources and Ore Reserves

All Mineral Resources and Ore Reserves stated within this document have been reproduced from the original Competent Persons documents. RPM has reviewed these documents, as well as the processes and that were followed, and assumptions that were used to generate these estimates. Readers of this report should note the following:

All Mineral Resources and Ore Reserves have been prepared in accordance with the guidelines of the 2012 Edition of the JORC Code.

- All Mineral Resources and Ore Reserves are stated on a 100% equity basis.
- In the event a cut-off grade has been applied, it will be stated as a note accompanying the table
- Mineral Resources are stated inclusive of Ore Reserves
- Estimates values have been rounded to the closest 10,000t

Statement Costs

Unless otherwise noted, all costs in this report are stated on an Australian dollar basis.

Suggested Valuation Methodology

There is limited literature identifying Mineral Resource factors to apply to cash flow style evaluation methods. This is largely due to the fact that these factors cannot be strictly one-size-fits all, as ore bodies and mining operations differ in both the style and mechanisms of the mineralisation itself, as well as the manner in which it is extracted.

RPM recommends the following ranges and preferred factors to apply to the cash flows.

- 100% of Measured Resources; range 90% to 110%.
- 95% of Indicated Resources; range 75% to 115%.
- 60% of Inferred Resources; range 50% to 70%.
- 20% Exploration Target; range 10% to 30%.

Although this is not a process of classifying a Mineral Resource, RPM believes the JORC requirement of "reasonable prospects for eventual economic extraction" can still be applied here in a sense and as such, the above factors are applicable.

In summary, applying the above range and preferred factors to the annual cash flows accounts for the confidence in each inventory category in the financial model will allow the determination of a DCF valuation.

Competent Practitioner and Responsibilities

The information in this Report which reports to the technical valuation of the relevant Assets as outlined in Section 6 of this Report has been prepared in accordance with the Australian Code for the Public Reporting of Technical Assessments and Valuations of Mineral Assets (VALMIN Code, 2015) ("VALMIN Code"), the Corporations Act, ASIC Regulatory Guidelines and ASX Listing Rules.

Important Information about this Document

This Report was prepared by RPM at the request of BDO Corporate Finance Limited, on behalf of Aeris Resources Limited in accordance with the terms and conditions of its engagement and the limitations and exclusions in Appendix A of this report. For the purposes of this report, items 1-8 of the limitations and exclusions in Appendix A are incorporated as if they were included verbatim in this report.

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RPM makes no warranty, express or implied in respect of this Report, particularly with regard to any commercial investment decision made on the basis of this Report. This Report has been prepared without taking into account the objectives, financial situation or needs of any individual, entity or organisation.

Tritton Operations

Project Description

The Tritton copper mine is located approximately 45km northwest of the township of Nyngan in central NSW. Nyngan with a population of 3,000 is the regional centre. The small village of Hermidale, population 50, is located approximately 15km to the south of Tritton. Access to the mine is via the sealed Barrier Highway from Nyngan to Hermidale and then via the sealed Yarrandale road from Hermidale to the mine site. Avoca Tank is located approximately 2km north of Tritton's now completed northeast mining operations, currently under care

and maintenance, 24km northeast of Tritton Copper Mine, 7km northwest of the village of Girilambone, and approximately 55km northwest of Nyngan.

Tritton operations include a cluster of polymetallic copper domain deposits with relatively good gold grades and silver contributions. Its origin is linked to the discovery of the Girilambone Cu mineralisation in 1879, mined between 1881 and 1907. Magnetic anomalies were investigated between 1963 and 1983 when Australian Selection Pty Ltd discovered 1.5 Mt of primary Cu mineralisation (1.8%) at Girilambone North.

Geology and Mineral Resources

The Tritton deposits are hosted within early to mid-Ordovician turbidite sediments, forming part of the Girilambone Group. The mineralisation is hosted within greenschist facies, deformed pelitic to psammitic sediments, and sparse zones of coarser sandstones, with some mafic sills.

Several regional deformation events are evident in the region. Sulphide mineralisation occurs at sites of dilation associated with a later ductile deformational event.

Sulphide mineralisation within the Tritton tenement package has been classed as either a structurally controlled epigenetic sulphide system or a stratiform “Besshi style” volcanogenic massive sulphide (VMS) deposit. Recent geological investigations at the Tritton and Murrawombie deposits have identified a sulphide mineralisation occurring late in the structural deformation events. There is decreasing support for the VMS model of deposit formation as understanding of the styles of the deposits improves.

Sulphide mineralisation occurs as massive, banded, stringer and disseminated pyrite +/- chalcopyrite zones. There are low levels of gold and silver associated with the mineralisation.

Tritton operations consists of seven distinct mineralised deposits, they being:

- Tritton UG,
- Murrawombie,
- Avoca Tank,
- Budgerygar,
- Budgery,
- Constellation, and
- Kurrajong.

The JORC Mineral Resources for Tritton are summarised in **Table 1** for all deposits as of June 2021, except for an updated Mineral Resource for Budgerygar and a maiden Mineral Resource for Constellation, both estimated in December 2021, and the Budgery Mineral Resource which was estimated in May 2010.

In addition to the Ore Reserves, the Measured, Indicated and Inferred Mineral Resources were incorporated by Aeris into the LOMP for the Tritton deposits with appropriate modifying factors. In addition, some Unclassified Exploration Target inventory from Constellation Underground and Kurrajong Underground, and Exploration Target (or “Exploration Success”) material from the other deposits have also been included by Aeris in the LOMP.

The additional inventory noted above has variable confidence levels, and there is no guarantee it will all be recognised. Removing or factoring this inventory would lead to an impractical mining schedule and increase unit costs.

For all Tritton projects, there is limited drilling to support the Exploration Targets. Still, history has shown that the Tritton style of orebodies is very continuous down plunge, so there is potential to add more Mineral Resources.

Although we are not dealing with classifying a Mineral Resource, RPM believes the JORC requirement of “reasonable prospects for eventual economic extraction” can still be applied here in a sense. Therefore, the above factors do attempt to apply that.

In summary, applying the above range and preferred factors to the annual cash flows accounts for the confidence in each inventory category in the financial model will allow the determination of a DCF Valuation.

Table 1 JORC Mineral Resources for Tritton Operations

Deposit	Resource Class	Tonnes (kt)	Cu (%)	Cu (kt)	Au (g/t)	Au (koz)	Ag (g/t)	Ag (koz)
Tritton UG	Measured	3,500	1.3	45	0.1	11	3.6	400
as a Jun 2021	Indicated	840	1.2	10	0.1	2	2.3	63
	Total M+Ind	***4,400***	***1.3***	***55***	***0.1***	***13***	***3.3***	***470***
	Inferred	2,400	1.1	27	0.1	11	4.2	330
	Total	**6,800**	**1.2**	**82**	**0.1**	**24**	**3.6**	**800**
Tritton Pillars	Measured	-	-	-	-	-	-	-
(Recoverable)	Indicated	70	2.0	1	0.3	1	11.7	27
as a Jun 2021	***Total M+Ind***	***70***	***2.0***	***1***	***0.3***	***1***	***11.7***	***27***
	Inferred	-	-	-	-	-	-	-
	Total	**70**	**2.0**	**1**	**0.3**	**1**	**11.7**	**27**
Murrawombie	Measured	-	-	-	-	-	-	-
as a Jun 2021	Indicated	3,900	1.5	57	0.3	34	4.5	570
	Total M+Ind	***3,900***	***1.5***	***57***	***0.3***	***34***	***4.5***	***570***
	Inferred	610	1.4	9	0.3	6	4.2	82
	Total	**4,500**	**1.4**	**65**	**0.3**	**40**	**4.5**	**660**
Avoca Tank	Measured	-	-	-	-	-	-	-
as a Jun 2021	Indicated	770	2.9	23	0.9	21	15.6	390
	Total M+Ind	***770***	***2.9***	***23***	***0.9***	***21***	***15.6***	***390***
	Inferred	130	1.0	1	0.2	1	3.2	13
	Total	**900**	**2.6**	**24**	**0.8**	**22**	**13.8**	**400**
Budgerygar	Measured	-	-	-	-	-	-	-
as a Dec 2021	Indicated	720	1.7	12	0.4	10	10.3	240
	Total M+Ind	***720***	***1.7***	***12***	***0.4***	***10***	***10.3***	***240***
	Inferred	1,900	1.4	27	0.1	6	5.3	320
	Total	**2,600**	**1.5**	**39**	**0.2**	**15**	**6.7**	**560**
Budgery	Measured	-	-	-	-	-	-	-
as a May 2010	Indicated	1,700	1.1	19	0.1	7	-	-
	Total M+Ind	***1,700***	***1.1***	***19***	***0.1***	***7***	***-***	***-***
	Inferred	280	0.9	3	0.1	1	-	-
	Total	**2,000**	**1.1**	**22**	**0.1**	**8**	**-**	**-**
Constellation	Measured	-	-	-	-	-	-	-
as a Dec 2021	Indicated	2,300	1.3	31	0.3	21	1.3	100
	Total M+Ind	***2,300***	***1.3***	***31***	***0.3***	***21***	***1.3***	***100***
	Inferred	1,000	1.5	16	0.4	15	2.4	81
	Total	**3,300**	**1.4**	**47**	**0.3**	**36**	**1.7**	**181**
Total	Measured	3,500	1.3	45	0.1	11	3.6	400
	Indicated	10,300	1.5	153	0.3	96	4.1	1,390
	Total M+Ind	***13,860***	***1.4***	***198***	***0.3***	***107***	***4.0***	***1,797***
	Inferred	6,320	1.3	83	0.2	40	4.0	826
	Total	**20,170**	**1.4**	**272**	**0.2**	**140**	**4.0**	**2,538**

Cut-off grade for Tritton UG and Recoverable Pillars 0.6% Cu.
Cut-off grade for Murrawombie 0.6% Cu.
Cut-off grade for Budgerygar 0.8% Cu.
Cut-off grade for Budgery 0.3% Cu.
Cut-off grade for Avoca Tank 0.6% Cu.
Cut-off grade for Constellation 0.2% Cu (Oxide), 0.3% Cu (Supergene) and 0.3% Cu (Primary)
All Mineral Resources are stated inclusive of Ore Reserves.

RPM carried out checks of the Mineral Resources for each deposit, which, in most cases, returned the same tonnages and grades. The exceptions were minor inclusions of some remnant pillars at Murrawombie, rounding effects. For Domain 50 at Avoca Tank, the slight difference in results was unexplained; however, this is an Inferred Resource and not material.:

The collection and management of data, geostatistical analysis, geological modelling, and resource estimation practices for all Tritton deposits meet current mining industry practices.

The geology of the ore deposits is well-understood, though some modifications are likely to be made based on current and future drilling, particularly for Avoca Tank, Kurrajong and Constellation.

Additional exploration and evaluation are required to advance the open pit potential of Budgery and Murrawombie, as some of the drilling is historical, and, to some extent, copper species (which define how the ore is processed) have not been adequately defined.

There is down-plunge potential for most deposits, though, in some cases, there will be some economic and logistical constraints, and potential for other orebodies to be discovered adjacent to existing orebodies. The history at the Tritton mines has been of continued additions to Mineral Resources as underground sites are made available for exploration drilling as mining advances.

The Kurrajong and Constellation Exploration Targets are close to being defined as Inferred Resources, and RPM believes planned drilling will confirm this upgrade in classification. As both these projects have had mining studies producing mining schedules, some of the inventory was incorporated by Aeris into the financial model; RPM has factored this inventory accordingly.

RPM notes that all sulphide ores will be trucked to the Tritton processing facility and the processing plans for the various oxide ores are not finalised.

The key geological risks for the Tritton Mineral Resources are upgrading existing Inferred Resources and Exploration Targets by infill drilling.

Mining and Ore Reserves

Mining operations at Tritton generally employ a sub-level open stoping mining method. This method is generally applied to orebodies of width between 5 and 30 meters and ideal dip between 60 and 90 degrees; however, orebodies above 45 degrees are also extracted via SLOS. It requires vast development at a relatively high capital expenditure. However, as much of the development is in ore, the direct operating costs are comparatively low.

Orebodies are accessed from various sublevels at subintervals between the primary haulage levels spanning 15 to 60 metres. Stopes are drilled from the drilling drifts on the sublevels, and the ore is blasted in slices towards a vertical open face. The blasted ore gravitates to the bottom of the stope and is collected through a drawpoint.

Due to the underground nature of the majority of Aeris resources operations, the geotechnical features of the deposits are a permanent source of risks and monitoring. Tritton operations have full-time onsite geotechnical engineers to provide input into the mine design, execution, and management to mitigate the geotechnical challenges. Risks control is proactively approached by the multidisciplinary evaluation of new productive areas, where geotechnical approval is mandatory to start activities.

Tritton operations currently produces approximately 120kt of ore per month but plans to increase production to 150kt from mid 2024 through to the end of 2030. The life of mine production plan includes the full range of resource classified material throughout the mine life. The use of inferred minable quantities throughout the life of mine plan does present a risk to the potential available tonnes and grade. This risk is mitigated by increasing resource confidence through a planned drilling campaign intended to upgrade material to Inferred Resources prior to mining

The JORC Ore Reserves for Tritton Operations are shown in **Table 2**.

Table 2 JORC Ore Reserves for Tritton Operations as at June 2021

	Category	Tonnes (kt)	Cu (%)	Cu (kt)	Au (g/t)	Au (koz)	Ag (g/t)	Ag (koz)
Tritton Underground	Proved	1,800	1.2	21	0.1	4	3	170
	Probable	0	0	0	0	0	0	0
	TOTAL	**1,800**	**1.2**	**21**	**0.1**	**4**	**3**	**170**
Murrawombie Underground	Proved	0	0	0	0	0	0	0
	Probable	1,100	1.4	15	0.3	10	0	157
	TOTAL	**1,100**	**1.4**	**15**	**0.3**	**10**	**0**	**157**
Murrawombie Open Pit	Proved	0	0	0	0	0	0	0
	Probable	1,600	0.9	14	0.1	8	2.8	150
	TOTAL	**1,600**	**0.9**	**14**	**0.1**	**8**	**2.8**	**150**
Avoca Tank	Proved	0	0	0	0	0		
	Probable	700	2.5	18	0.8	18		
	TOTAL	**700**	**2.5**	**18**	**0.8**	**18**		
Stockpiles	Proved	27	1.3	0.4				
	Probable	0	0	0				
	TOTAL	**27**	**1.3**	**0.4**				
Total Tritton Operations	**Proved**	**1,800**	**1.2**	**22**				
	Probable	**3,400**	**1.4**	**47**				
	TOTAL	**5,300**	**1.3**	**69**				

Metallurgy and Minerals Processing

The Tritton processing plant was designed by Ausenco and commissioned in 2005 with a nameplate capacity of 0.9 Mtpa. Since then, the plant has been upgraded to process 1.8 Mtpa of ore supplied by the underground mining operations. The plant is projected to operate over the life of mine.

Historically the throughput has been limited due to limited Round Oak stocks. The concentrator uses standard industry technologies, including crushing, grinding, and conventional flotation, to recover a saleable copper concentrate containing copper, gold, and silver. The flowsheet incorporates a conventional single stage crush with SAG and ball milling. The copper concentrate is produced through conventional sequential flotation circuits.

The Tritton flotation circuit nominal sees a mill feed of 1.82% copper, 0.34g/t gold, and 5.1g/t silver and from this produces a copper concentrate at a grade of 21% to 23% copper, 1.3g/t to 3.7g/t gold, and 45g.t to 102g/t silver.

Tailings are dewatered in the tailings thickener. The underflow reports to the tailings storage facility or paste backfill plant. The overflow reports to the process water dam. It is not envisaged that increases to tailings storage capacity will be required over the life of the mine.

Metal recoveries from the concentrate based on an updated regression model of processing performance from July 2021 to February 2022 and metal recoveries from the concentrate are predicted to be 93.3% copper, 80.0% silver, and 55.8% gold.

Environment, Social and Governance

Tritton Copper Mine holds a development consent from the Minister for Urban Affairs and Planning for Development Application (DA) 41/98 granted on 1 September 1999 and which expires on 22 December 2024. DA 41/98 has been amended by seven successful modification applications which have included changes to concentrate haulage arrangements, processing plant throughput rate, new/expanded waste rock emplacements, additional mine ventilation, and the use of existing tailings from the tailings storage facility (TSF) in its paste fill plant. The multiple-amended consent is known as the Consolidated Consent for DA 41/98 with the latest update occurring in October 2021 following the last modification approval.

The mine also holds numerous minor development consents from the Bogan Shire Council associated with the development of offices, rail loading facilities, paste fill plant, communications tower and various infrastructure such as a new water pipeline to assist with water supply during the recent drought.

The Tritton Mine operates in accordance with Mining Lease (ML) 1544, the Mining Operations Plan for Tritton Copper Mine relating to ML1544 (the approved MOP), Environment Protection Licence (EPL) 11254 and various licences for water access and bore use.

A number of relatively small parcels over the Tritton complex tenements are potentially subject to native title. However, at this time, all surface land disturbance associated with mining operations occurs on land owned by the mine or on other freehold lands. The primary native title interest relates to the small portions of Crown land within the Tritton Copper Mine lease (ML1544 including road reserve, travelling stock route) and in the vicinity of the proposed Budgery project in the south of the Tritton complex.

A native title claim application was lodged by the Ngemba, Ngiyampaa, Wayilwan, Wangaypuwaan People (NNWW) in 2012 (Federal Court file no. NSD38/2019; NNTT file no. NC2012/001). The large claim straddles 11 local government areas throughout central-western NSW. Aeris has worked towards a land access agreement with NNWW for exploration and other activities for several years which has involved consultation with NNWW and Native Title Services Corporation Ltd (NTSCorp). Legal and consultation activity is continuing to reach an agreement or other suitable resolution so that Tritton can move forward to secure future mining leases such as for the proposed Budgery project.

As a major employer to the local community, Tritton Resources has continued to provide employment to the local community either directly, via engagement of local sub-contractors from Nyngan, Hermidale and Girilambone townships or by prioritising sourcing of required materials from local and regional businesses where practicable.

According to the February 2022 Modification Report to support the modification application to development consent DA 41/98 (MOD 8), Tritton Resources recorded a total workforce of 371 at Murrawombie Copper Mine and 296 at Tritton Copper Mine at year-end 2021. Of the 378 employees, 88% are residential and contribute to the community of Nyngan while 12% are workers that travel from elsewhere and reside locally during their rostered working period.

The Tritton mine complex has developed through multiple hubs and stages of development approvals. The operating mines and facilities are considered to be satisfactorily addressing regulatory requirements including commensurate rehabilitation securities. Accordingly, the potential for significant and material impacts to the project valuation is low.

Cracow Operations

Project Description

Cracow Gold Mine is an underground operation located 500km (by road) North-West of Brisbane. There is a small community township of Cracow whilst the nearest substantial town is Theodore, which is located approximately 50km North. It is also located about 3 hours' drive from Bundaberg, Rockhampton, and Hervey Bay. The mine is accessible by sealed roads connecting to Biloela and major regional highways via Theodore and is supplied with reliable power from the grid and water under licence from the Dawson River.

There is a 70-man camp accommodation facility located 6km away from site. The facility is maintained by the site services team. The camp has an emergency diesel generator and share the same portable water supply with the site. Approximately sixty percent of the workforce are FIFO, with the remaining forty percent on a DIDO schedule. The FIFO workforce fly into Theodore airport.

First evidence of gold in the Cracow district dates back to 1875, yet economic resources were only discovered in 1931. In 1932, the Cracow Goldfield started from underground and open-pit operations that intermittently produced gold until 1992. In 1995 an exploration Join Venture enterprise was established between Newcrest Mining Limited (70%) and Sedimentary Holdings Limited (30%), where Newcrest managed the JV that in 2002 approved the development of the underground mine and the upgrading of the existing processing plant that started production in 2004.

Geology and Mineral Resources

Cracow is located in the Lower Permian Camboon Andesite, consisting of andesitic and basaltic lavas with agglomerate, tuff, and trachytic volcanics. The Camboon Andesite is overlain in the east by the volcanics and sediments of the Torsdale Beds and to the west by the Buffel Formation limestones.

The gold mineralisation is hosted in steeply-dipping low sulphidation epithermal veins, which occur as discrete lodes and lesser stockwork zones of quartz, carbonate and adularia. Textures are typically epithermal and include colloform, crustiform, cockade, moss, breccia channels and massive quartz.

Historical mining occurred in the Golden Plateau area, producing 850koz from 1932 to 1992. Current underground operations are in the Western Field, discovered in 1998 to the west of Golden Plateau.

There are currently 15 separate lodes identified in the Western System. The gold mineralisation is associated with dilation zones on fault structures associated with brittle host rocks. Ore shoots vary in size from 50m to300m along strike and 50m to 200m down plunge. Gold occurs as electrum and gold-silver tellurides. The deposit has a low sulphide content of less than 3% occurring as pyrite, lesser sphalerite, galena and hessite, and rare chalcopyrite, arsenopyrite and bornite.

Mineral Resource classification was based on the drill spacing, the presence of underground development, confidence in the geological interpretation, data quality, grade variability, faulting and the comparison of block grades to sample grades. The drill spacing used for resource classification varied for each deposit but was as outlined below:

- Measured Resources 20 m x 20 m drill spacing, underground development and face sampling.
- Indicated Resources 20 m x 20 m drill spacing.
- Inferred Resources 40 m x 40 m to 60 m x 60 m drill spacing.

The block model was validated by comparing block grades against declustered composite grades, swath plots and reconciliation of previous production. No Mineral Resource was reported inside the 5 m sterilisation shapes placed around the stope voids or contained low-grade stockwork domains peripheral to the lodes.

The JORC Mineral Resources for Cracow are show in **Table 3**.

Table 3 JORC Mineral Resources for Cracow as at June 2021

Resource Category	Tonnes (kt)	Au (g/t)	Ag (g/t)	Au metal (koz)	Ag metal (koz)
Measured	200	9.1	5.7	59	37
Indicated	1,400	3.7	3.1	170	140
Sub-total M+I	***1,600***	***4.3***	***3.4***	***230***	***180***
Inferred	2,300	2.3	1.5	170	111
Total	**3,900**	**3.1**	**2.3**	**390**	**290**

Cut-off grade 1.5g/t Au.
Mineral Resources are inclusive of Ore Reserves

Note that the reporting methodology was changed from using conceptual stope shapes in 2020 to a 1.5g/t Au cut-off grade in 2021. This change resulted in increases of 1.6Mt of ore and 90 koz of gold. Although this increases the size of the Mineral Resource, it should not significantly affect the Ore Reserves.

As of June 2021 there were 874kt @ 0.88g/t Au of intermediate ore stocks (IOS) at the Golden Plateau mine, remaining low-grade stocks from previous mining.

Overall, the approach to grade estimation was appropriate for the style of mineralisation and the geology of the ore deposits is well-understood.

The collection and management of data, geostatistical analysis, geological modelling, and resource estimation practices for Cracow meet current mining industry practices.

There is down-plunge, up-plunge and strike potential for some deposits, and potential for other orebodies to be discovered further afield, such as associated with the Ballymore structure. Recent drilling around the older mined areas at Royal and Golden Plateau will deliver additional Mineral Resources.

Unclassified inventory, which relates to exploration targets associated with some existing lodes, and has been incorporated by Aeris into the life of mine plan, in places early in the mining schedule. RPM has addressed this inventory in the mining schedule.

The key geological risk for the Cracow Mineral Resources are upgrading existing Inferred Resources to allow conversion to Ore Reserves and realising the non-Ore Reserve inventory in the life of mine plan. In addition, the exploration success appears to becoming more difficult with the maturity of the operation. A key risk and also a key opportunity is converting the Exploration Targets to Inferred Resources.

Mining and Ore Reserves

Mining operations at Cracow generally employ a modified Avoca method; however, up hole retreat, open stoping, flat backing and benching are also used. In the modified Avoca method all activities are conducted from the retreat drive. Each blast is backfilled, and then the waste is removed from the backfilled stope to create a void for the next blast. Orebodies are accessed using a single level for drilling, blasting, bogging and backfilling, which is placed from the retreat ends.

The rings are fired to the recommended strike length, and the ore is completely bogged out. The void is then filled with rock or cemented rock. Once the panel has been filled, some filling (void pull) is removed to generate void space for the next blasting and prevent ore dilution. The process repeats until the entire stope is mined out Sublevels are placed at an average of 20m intervals to extract stopes of 1.5 to 5 metres in width.

Due to the underground nature of the majority of Aeris resources operations, the geotechnical features of the deposits are a permanent source of risks and monitoring. Cracow operations have full-time onsite geotechnical engineers to provide input into the mine design, execution, and management to mitigate the geotechnical challenges. Risks control is proactively approached by the multidisciplinary evaluation of new productive areas, where geotechnical approval is mandatory to start activities.

Unlike Tritton, Cracow operations does not use a comprehensive Ground Control Management Plan (GCMP). The absence of this sort of management plan does present as a risk to ongoing mining operations at Cracow.

The cut-off grade methodology and approach align with global best practices for a multi-element (Au/Ag) project. Due to silver correlation with gold grade and the estimation hardness, Cracow just use gold. However, a detailed cut-off grade calculation for each stope is incorporated to the mining optimisation software Deswik to determine their individual cost-revenue. Calculation is based on unit costs and an initial cut of 2.0 (g/t) in all areas covered in the life of mine.

Although Cracow operations do not consider silver, the gold-domain nature of the deposit makes appropriated the use of the single more important element to maintain a sustainable and regular mining sequence.

For underground assets, the production mine designs were determined using a globally recognised stope optimisation approach and development determined by mining fleet size, mining method, geotechnical constraints, and other technical criteria are currently in practice on-site

Cracow operations currently produces 50kt of ore per month and plans to continue production through to mid 2026. The life of mine production plan includes the full range of resource classified material throughout the mine life. The use of inferred minable quantities throughout the life of mine plan does present a risk to the potential available tonnes and grade. This risk is mitigated by increasing resource confidence through a planned drilling campaign intended to upgrade material to Inferred Resources prior to mining

The JORC Ore Reserves for Cracow operations are show in **Table 4**.

Table 4 JORC Ore Reserves for Cracow Operations as at June 2021

	Category	Tonnes (kt)	Cu (%)	Cu (kt)	Au (g/t)	Au (koz)	Ag (g/t)	Ag (koz)
Cracow Operations	Proved	172	-	-	4.9	27	-	-
	Probable	519	-	-	3.8	63	-	-
	TOTAL	**690**	**-**	**-**	**4.1**	**90**	**-**	**-**

Metallurgy and Minerals Processing

Processing at Cracow operations is characterised by three stages of crushing and grinding followed by a carbon in pulp circuit with a gold stripping circuit that employs a Zadra elution circuit. Leached tailings are detoxified using the Caro's acid process.

The Cracow processing circuit has a nominal capacity of 660ktpa and in 2022 produced approximately 41Koz of silver and 64Koz of gold. This notwithstanding, the forecasted metal production volume declines over the life of mine mainly as a result of decreasing feed grades and metallurgical recoveries.

As a part of standard operating conditions, Cracow are required to undertake an audit of the design storage allowance volume for the tailings management facility. The most recent audit determined that all structures

Environment, Social and Governance

Cracow sits within an Indigenous Land Use Agreement (ILUA) obtained by Newcrest Mining Limited on the 23 June 2003 with no specified expiry date and covers all the Cracow Leases. The mine (EPM15981) operates under the Cracow Cultural Heritage Management Plan between Lion Mining Pty Limited (ACN 000 697 183) and Wulli People Wulli Wulli Nation Aboriginal Corporation (ICN 8263) dated 28 August 2016.

A Referral under the Environmental Protection Biodiversity Conservation Act 1999 (EPBC Act) has never been sought for Cracow. However, an MNES assessment undertaken in 2018 reviewed the likelihood of impacts to matters of national environmental significance (MNES) and reported that an impact on MNES retrospectively had been unlikely (NRC, 2018). An audit in 2020 reported that the TSF2 had been relocated to avoid prescribed environmental matters (PEMs), which includes MNES. There is no material risk considered likely from this approval.

The QLD regulatory transition notice requires a Progressive Rehabilitation Closure Plan (PRCP) to be submitted by 29 September 2023 for Cracow mine. A PRCP transition notice under the Environmental Protection Act 1994 was received in March 2022. It requires the EA holder to submit a PRCP, and associated PRCP schedule to DES by 29 September 2023. At this time, it is not known whether the rehabilitation estimate is expected to increase as a result of the PRC plan application process. This notwithstanding, rehabilitation work has commenced on the toe of the west wall of TSF1 and the capping design was agreed upon by state regulators according to the Aeris 2021 annual report. It was noted that existing TSF1 infrastructure entered decommissioning and the closure phase in June 2021

An Environmental Evaluation Report was sought by the Department of Environment and Science by 30 July 2021, relating to potential issues relating to TSF1, including the seepage inception system, and compliance bores. An Environmental Evaluation report to address the departments issues was prepared by SLR (2020). The regulator believed that there were reasonable grounds to indicate current and future mining activities were causing and likely to cause environmental harm; and that there was insufficient understanding of the extent of groundwater impact and groundwater connectivity in the area with respect to contaminant migration, specifically cyanide. Actions undertaken by Aeris to address the concerns, and that have been implemented.

Stockman Project

Project Description

The Stockman Copper-Zinc Project is located in the Victorian Alps region, 470 km by road north-east of Melbourne and 60 km by road northeast of Omeo. The project contains two copper-zinc-lead silver- gold rich VMS deposits, Wilga and Currawong. Wilga was discovered by a WMC/BP joint venture in 1978 and Currawong in 1979. Denehurst mined the copper rich core of the Wilga deposit from 1992 to 1996.

The Stockman project encompasses the construction of a new poly-metallic ore processing facility and associated infrastructure, treating ore from the Stockman underground mine deposits.

Round Oak is proposing to recommission the Wilga mine and establish a new mine four kilometres to the north (Currawong deposit). Both new mining operations will be underground and located in State Forest where Round Oak has tenements. Both deposits are copper-zinc-lead-silver-gold 'volcanogenic massive sulphide" (VMS) deposits which are to be treated to produce copper sulphide and zinc sulphide rich concentrates.

Round Oak proposes to export all concentrate to customer smelters located in the southern Asia region. Those shipments containerised at the mine, tucked to port, and campaigned into 10,000 dry metric tonne shipments.

Geology and Mineral Resources

The project encompasses two primary mineralisation that both lie within Omeo Zone of the Lachlan Fold Belt, with the deposits located near the footwall of the Indi Fault, hosted by intensely altered volcanic rocks. The Wilga deposit is associated with a single zinc-rich massive sulphide lens, while the Currawong deposit is more structurally complex, comprising five lenses which are crosscut by the Currawong Fault. Dominant sulphide mineralogy includes pyrite, sphalerite, chalcopyrite, galena, with lesser arsenopyrite and pyrrhotite.

The Currawong deposit comprises five stacked, massive sulphide lenses (A, B, J, K and M), likely sourced from a common parent, with current geometry linked to late thrust faulting. Modelling involved domaining massive, semi-massive and stringer sulphide zones, constrained within 0.5% Cu and/or 2% Zn grade wireframes. Internal high-grade zones were also created using a 1.2% Cu cut-off, with remaining zones assigned to high-grade zinc domain.

The JORC Mineral Resources for Currawong are show in **Table 5**.

Table 5 JORC Mineral Resources for Currawong as at Jan 2022

Resource Class	Tonnes (kt)	Cu (%)	Zn (%)	Pb (%)	Ag (g/t)	Au (g/t)	NSR_M (A$/t)	Cu kt	Zn kt	Pb kt	Ag koz	Au koz
Measured	-	-	-	-	-	-	-	-	-	-	-	-
Indicated	9,548	2.03	4.16	0.82	42	1.19	243	193	397	78	12,785	365
Inferred	781	1.35	2.03	0.30	23	0.46	143	11	16	2	572	12
Total	**10,329**	**1.97**	**4.00**	**0.78**	**40**	**1.13**	**235**	**204**	**413**	**81**	**13,357**	**377**

*Resources stated at A$100 Net Smelter Return (NSR_M) where NSR is calculated from block model grades using an equation (70.023*Cu)+(16.648*Zn)+(14.054*Au).*
Average Mill recoveries of payable metals: in copper concentrate - 80.6% Cu, 43.4% Ag, 21.3% Au. In zinc concentrate -75.1% Zinc and 13.3% Ag.
The company has assumed that stockpiling/blending strategy equivalent to that successfully used at its Bently Operations will be implementd.

Massive sulphide mineralisation at Wilga was intersected within a single continuous lens and modelled over extensive (400m x 220m x 5-30m) domain, with associated stringer zones observed both down dip and along strike. Geological wireframes included internal high grade (>1.2%) Cu zone comparable to the Currawong deposit, with residual mineralisation assigned to high-grade zinc zones.

The JORC Mineral Resources for Wilga are show in **Table 6**.

Table 6 JORC Mineral Resources for Wilga as at Jan 2022

Resource Class	Tonnes (kt)	Cu (%)	Zn (%)	Pb (%)	Ag (g/t)	Au (g/t)	NSR_M (A$/t)	Cu kt	Zn kt	Pb kt	Ag koz	Au koz
Measured	-	-	-	-	-	-	-	-	-	-	-	-
Indicated	2,852	2.11	4.93	0.44	31	0.47	247	60	141	13	2,843	43
Inferred	657	3.77	5.59	0.44	34	0.41	375	25	37	3	719	9
Total	**3,510**	**2.42**	**5.05**	**0.44**	**32**	**0.46**	**271**	**85**	**177**	**15**	**3,561**	**52**

*Resources stated at A$100 Net Smelter Return (NSR_M) where NSR is calculated from block model grades using an equation (70.023*Cu)+(16.648*Zn)+(14.054*Au).*
Depleted and sterilised for histroical mining.
Gold grades are considered to be inferred.

In addition to the two primary deposits, two other secondary deposits have also been identified; these being Big Foot and Eureka. The Bigfoot and Eureka deposits lie ~120m and 300m respectively along strike of the Currawong deposit. Whereas Eureka comprises a dominant massive sulphide zone with subordinate stringer sulphide mineralisation, Bigfoot consists of a narrow (<1m true width) massive sulphide zone of uncertain continuity, enveloped by stringer sulphide. Anomalous gold grades are observed throughout this deposit. The current drillhole database consist of 46 historic diamond holes, of which 11 were used at Eureka and 9 at Bigfoot for estimation purposes.

Domaining relied on construction of separate wireframes for each lens and element, including Ag, Au, Cu, Pb and Zn with a low-grade As halo interpreted as a nominal deposit boundary. As Ag, Au, Cu and Zn are currently considered economic, separate cut-off grades based on the current NSR calculation were determined.

The JORC Mineral Resources for Big Foot and Eureka are show in **Table 7**.

Table 7 JORC Mineral Resources for Big Foot and Eureka as at Jan 2022

		Tonnes (kt)	Cu (%)	Zn (%)	Pb (%)	Ag (g/t)	Au (g/t)	NSR_M (A$/t)	Cu kt	Zn kt	Pb kt	Ag koz	Au koz
Bigfoot	Measured	-	-	-	-	-	-	-	-	-	-	-	-
	Indicated	-	-	-	-	-	-	-	-	-	-	-	-
	Inferred	471	0.37	3.55	1.95	57	4.35	167	2	17	9.2	861	65.9
Eureka	Measured	-	-	-	-	-	-	-	-	-	-	-	-
	Indicated	-	-	-	-	-	-	-	-	-	-	-	-
	Inferred	528	0.98	2.97	0.45	30	1.51	150	5	16	2.4	501	25.6
Total	Measured	-	-	-	-	-	-	-	-	-	-	-	-
	Indicated	-	-	-	-	-	-	-	-	-	-	-	-
	Inferred	1,000	0.69	3.25	1.16	42	2.85	158	7	32	12	1,362	92
	Total	**1,000**	**0.69**	**3.25**	**1.16**	**42**	**2.85**	**158**	**7**	**32**	**12**	**1,362**	**92**

*Resources stated at A$100 Net Smelter Return (NSR_M) where NSR is calculated from block model grades using an equation (70.023*Cu)+(16.648*Zn)+(14.054*Au).*

The Wilga and Currawong deposits are to be valued by cash flow methods; the Bigfoot and Eureka deposits sit outside of the life of mine plan and as such will be valued separately.

Mining and Ore Reserves

The planned mining method at Currawong is longhole open stoping with paste backfill. Wider areas of the deposit employ a variation of longhole open stoping referred to as Diamond Stoping. At Wilga, the planned mining method is transvers and longitudinal long-hole stoping. Ground conditions at Wilga are not as favourable as in Currawong and stope sizes have therefore been reduced. The Wilga orebody is also very close to surface and dips at roughly 40 degrees, making the minimum distance of the hanging-wall of the orebody to surface is 30 metres at the western extent.

Historically, mining at Wilga been by post pillar cut and fill. RPM considers that the previous operators erred by initiating stoping simultaneously on multiple horizons such that mining had to be abandoned after only two cuts when mining on one horizon approached the level above. Round Oak has chosen long-hole mining. Consideration could be given to mining post pillar from the bottom up and backfilling with waste. Paste backfill could still be used but might not be necessary. The upper portion of Wilga is narrower and has been identified as an area with poor ground. Cut and fill stoping should be considered for this area.

Ground conditions at Currawong have been interpreted as excellent and stopes have been planned with hydraulic radius at times exceeding 10m. RPM has not made changes to the design apart from nominal increases to dilution to account for an arched stope back and consideration of footwall dilution to allow for muck to flow. RPM has however applied changes to the mining loss, primarily to reflect the need to a pillar at 45-degree dip to permit mining to proceed on different elevations.

There is a strongly sheared zone with a dip of 40 degrees that defines the footwall limit of Wilga, so all mine accesses have been located on the hanging-wall. Ground conditions in Wilga are not as favourable as in Currawong and therefore stope sizes have been reduced to hanging-wall hydraulic radius of 5.0m to 5.3m. As

the deposit at the western extent is as close as 30m from surface, some of the access ramps on the hanging-wall of Wilga come to within only 12m to 14m of surface and will require careful consideration as the ground may be fractured.

In both areas RPM recommends 12% additional mining losses and 13% to the dilution over the planned modifying factors considered by Round Oak. These changes are suggested to reflect challenges in mining secondaries and dilution from more challenging ground conditions.

At Currawong the main decline starts on the hanging-wall of the orebodies and traverses across the top of the A, B, J, K and M lenses (the M Lenses contains 65% of the Ore Reserves). Once the decline has passed over the M lenses it descends on the footwall side of the M Lenses. The decline advance during the first 11 months has been scheduled at 200m/month with no delays to the decline advance rate as each level access commences. The first stope to be mined is on the B lens 17 months after the start of the decline and the first stope on western M Lens two months later.

Wilga has been mined previously, and stopped due to changes in metal prices. The current development plan is to mine beside and above the old workings by accessing them from the hanging-wall. Transverse long-hole mining is planned with primaries and secondaries. In the upper areas above the old mine working longitudinal stoping has been planned.

RPM has rescheduled production from the two deposits at a nominal rate of 2,100tpd, this is slightly less then the 2,800tpd figure quoted by Round Oak. RPM have confirm this analysis through a combination of empirical benchmarking with similar operations in Australia and North America, as well as through first principle calculations.

The JORC Ore Reserves for the Stockman Project are shown in **Table 8**.

Table 8 JORC Ore Reserves for Stockman as at May 2021

Area	Tonnes (kt)	NSR (AUD/t)	Cu%	Zn%	Au g/t	Ag g/t
Wilga	1,710	199	1.82	5.35	0.5	29.6
Currawong	8,640	191	1.86	3.92	1.09	37.6
Total Probable	**10,350**	**192**	**1.85**	**4.15**	**.99**	**36.3**

Metallurgy and Minerals Processing

The Stockman Project includes the construction of a poly-metallic ore processing facility and associated infrastructure to treat ore from the Stockman underground deposits, Wilga and Currawong. The Stockman processing facility is designed to process 1.0Mtpa of ore supplied by the Wilga and Currawong underground mines and will operate over the life of mine. The concentrator uses standard industry technologies including crushing, grinding, and conventional flotation for the recovery of the saleable copper and zinc concentrates. Concentrates will be transported by train to Melbourne.

The flowsheet incorporates a conventional three stage crush and ball milling. The copper and zinc concentrates are produced through conventional sequential flotation circuits.

These deposits classify as Volcanogenic Massive Sulphide ores. They occur as compound lodes where individual lenses exhibit pyritic, massive sulphide cores, which are enveloped by stringer mineralisation dominated by chlorite, quartz and pyrite gangue mineralogy.

In the massive ores, chalcopyrite, sphalerite, and galena are the predominant economic minerals, with pyrite forming the principal gangue mineral.

Stringer ores are generally lower in copper and zinc grades, and proportionally much lower in galena and pyrite. Chalcopyrite and sphalerite are the dominant economic minerals, whereas the dominant gangue minerals are chlorite, quartz and pyrite.

The Stockman flotation circuit is planned to produce approximately 0.74Mtpa of copper concentrate at a grade of 21% to 22% copper and 0.65Mtpa of zinc concentrate at nominal grade of 50%. Metal recoveries from these concentrates are general in the order of 80% to 85% for copper and 75% and 80% for zinc.

Tailings are to be either directed to the tailings storage facility, or to the paste plant. The pastefill will be consume approximately three quarters of the plant tails.

Project Development Plan

Round Oak defined the projects schedule as a 22-month implementation program to process first ore from the date of approval by the Round Oak board.

RPM notes that the projects critical path schedule is driven by the following tasks:

- Site clearing;
- TSF construction;
- Dewatering of the Wilga mine;
- Construction of an access road to Currawong Mine portal;
- Currawong mine decline works to open up sufficient stoping;
- Supply lead times for the mills (assumed to be 56 weeks); and
- Subsequent construction and commissioning of the milling circuit and process plant.

The projects two year implementation schedule, along with Round Oak's definition of critical path tasks appear reasonable and in order on the basis that no approvals related constraints delay any of those works.

RPM however does not agree that an EPCM contract delivery strategy is optimal for this type of project in 2022. Rather an EPC style of contract delivery may reduce risks to Round Oak and provide more cost and schedule certainty. For such an EPC contract delivery strategy RPM recommends that the Round Oak project delivery team has recently been bolstered by the employment of well qualified and experienced individual that will be able to manage EPC and other contracts as part of the Owner's team.

Environment, Social and Governance

This asset is categorised as a brownfields site which is located within an area of legacy mining related to the previous Wilga mine which closed in 1996. The project is currently at the feasibility stage (a definitive feasibility study is currently in preparation).

In October 2014 in accordance with the provisions of the Environmental Effects Act 1974 the project was approved to proceed subject to the recommendations of the Environmental Effects Statement (EES). The EES highlights two key issues of environmental interest:

- potential acid-forming material, especially existing and future tailings accompanying management of acid drainage risks to surface and groundwaters, and
- establishing suitable biodiversity offsets to account for project clearing of approximately 70 Ha of native vegetation including many old-growth trees of ecological habitat value.

Mining licences are in place for Stockman with expiry on 9 November 2022 but it should be noted that the renewal process has been commenced.

An approval (2010/5717) under the Commonwealth Environment Protection and Biodiversity Conservation Act 1999 (EPBC Act) is in place for the Stockman project for recommissioning the currently closed underground Wilga mine and to develop and mine the adjacent Currawong deposit. Approval conditions cover the need for pre-clearance ecological surveys, the establishment of suitable offsets (as per the Stockman Project Offset Proposal), management of tailings and potentially acid-forming material, monitoring, and reporting. The EPBC approval expires on 1 January 2035 and requires substantial commencement of the project by 19 December

2024 (or thereafter requires Ministerial agreement). The EPBC was transferred in 2018 from the previous project owner.

Under the East Gippsland Planning Scheme, a total of 19 management plans are required by the Incorporated Document. While most plans are in draft form and some are at the stakeholder review stage, all remain to be finalized. Some of these plans are also among a list of 35 plans to be prepared under the Stockman Mine Work Plan (MWP), including:

- an Integrated Transport Management Plan (nearly finalized),
- a Bushfire Management Plan which will be finalized once the bushfire refuge design for the accommodation camp is completed, and
- a Ground Control Management Plan will need to be submitted to the Chief Inspector 20 business days prior to commencement of underground workings.

The variety of management plans involves a range of different timeframes. The Stockman project planning approach is informed by a comprehensive risk-based framework and key lessons from this will be able to be constructively translated into relevant management plans.

Various secondary approvals and licences are also progressing but yet to be secured, including:

- licences from Southern Rural Waters for water take and use and for dam works construction
- works on waterways permit from East Gippsland Catchment Management Authority for road widening and drainage diversions,
- water licensing and discharge approvals under the Environment Protection Act 1970 are understood to be advancing.

Jaguar Operations

Project Description

The owner-operated Jaguar Operation is located 60 km north of Leonora in Western Australia. The underground Bentley Mine is located within the Jaguar Operation and is approximately 6 km south of the existing Jaguar processing plant which is used for treating the Bentley ore.

The Bentley anomaly was first discovered by Mount Isa Mines Exploration (MIMEX) in the 1970s and follow-up diamond drilling occurred in 1991. Sporadic drilling programmes occurred until 2008 when Jabiru Metals Limited (JML) discovered the Bentley deposit. In 2009 the maiden Mineral Resource estimate (MRE) and Ore Reserve estimate (ORE) were published, and initial mining commenced in 2010.

In 2011 JML was acquired by Independence Group NL (IGO) who continued mining and exploring the Jaguar Operations. In 2014 the Jaguar mine was placed on care and maintenance and focus was placed on extending production at the Bentley Mine, in particular from the Arnage lens.

In 2015 the drilling focussed on infill definition drilling of Arnage and Flying Spur as well as discovering the Arnage Deeps and Zagato lenses. In 2017 the Bentayga lens was discovered south of the Arnage lens. Further drilling success discovered the Pegasus and Turbo lenses at depth.

Further drilling in 2018 through 2020 provided sufficient data for Bentayga and Pegasus to be estimated in the MRE. The drilling success of 2020 has resulted in the maiden Ore Reserves inclusion of Pegasus material for 2021.

The Arnage, Bentayga and Pegasus lenses make up the majority of the 2021 Ore Reserve estimate.

Geology and Mineral Resources

The Jaguar operation represents a cluster of Archean age volcanogenic massive sulphide deposits, mapped over a 50km corridor towards the northern end of the Eastern Goldfields. The area is dominated by volcanic

and lesser sedimentary and intrusive rocks, which exhibit moderate structural deformation and metamorphic overprinting.

Round Oak reports that the Bentley deposit has been continuously mined since late 2010 and comprises multiple massive sulphide lenses and associated disseminated deposits. The Turbo lens is the most recently discovered deposit, followed by with Bentayga (2018) and Pegasus (2019).

Jaguar operations consists of five distinct mineralised deposits, they being:

- Bentley,
- Turbo,
- Bentayga Hanging Wall,
- Teutonic Bore, and
- Triumph,

The Mineral Resource classification used at Bentley is linked to the separation of informing composite samples and proximity to underground development.

- Measured Resource was assigned for drill spacing is <20m along strike and down dip, with drives developed both above and below.
- Indicated Resource has been assigned where the drill spacing is <40m along strike and down dip.
- Inferred Resource was assigned where drill spacing >40m along strike and down dip.

The JORC Mineral Resources for Bentley are shown in **Table 9**.

Table 9 JORC Mineral Resources for Bentley as at May 2021

Estimate	Resource Class	Tonnes (kt)	Cu (%)	Zn (%)	Pb (%)	Ag (g/t)	Au (g/t)	NSR_M (A$/t)	Cu kt	Zn kt	Pb kt	Ag koz	Au koz
Total	Measured	580	1.04	7.34	0.58	119	0.99	313	6	43	3.4	2,219	18.5
Bentley	Indicated	574	1.07	9.52	0.70	139	1.06	369	6	55	4.0	2,563	19.5
May 2021	Inferred	924	0.82	7.57	0.57	110	0.94	295	8	70	5.0	3,268	27.9
	Total	**2,078**	**0.95**	**8.04**	**0.60**	**121**	**0.99**	**320**	**20**	**167**	**12.4**	**8,050**	**66**

*Resources stated at A$100 Net Smelter Return (NSR_M) where NSR is calculated from block model grades using an equation – NSR_M = cu_pct*71.16 + zn_pct*19.044 + ag_pct*0.513 +au_ppm*38.452*
Processing recoveries for copper concentrate are 79% for Cu, 51.5% Ag, 52.58 Au.
Processing recoveries for zinc concentrate are 48.3% for Zn, 21.5% Ag.
Only fresh material is included.
The May 2021 MRE is depleted and sterilised for mining as at 1st May 2021. Turbo and Bentayga HQ have not been minded.

The Turbo deposit represents a comparatively recent exploration success at Jaguar, with the drilling of a highly prospective geological and structural target and reporting of significant intersections including: 19.3m 9.82% Zn, 1.47% Cu, 0.3% Pb, 96 g/t Ag, 0.67 g/t Au. With subsequent infill drilling, resource estimation was undertaken, employing comparable interpolation techniques described for the Bentley deposit.

Inferred Mineral Resource classification at Turbo reflects drill spacing exceeding 40m with the probability of changes to deposit geometry with additional infill drilling. RPM concurs with the MRE classification process employed at the Turbo deposit and concurs with the estimated tonnes and grades reported herewith.

The JORC Mineral Resources for Turbo are shown in **Table 10**.

Table 10 JORC Mineral Resources for Turbo as at May 2021

Resource Class	Tonnes (kt)	Cu (%)	Zn (%)	Pb (%)	Ag (g/t)	Au (g/t)	NSR_M (A$/t)	Cu kt	Zn kt	Pb kt	Ag koz	Au koz
Measured	-	-	-	-	-	-	-	-	-	-	-	-
Indicated	-	-	-	-	-	-	-	-	-	-	-	-
Inferred	1029	1.91	7.46	0.03	38	0.73	323	19.7	76.8	0.31	1,257	24.2
Total	**1029**	**1.91**	**7.46**	**0.03**	**38**	**0.73**	**323**	**19.7**	**76.8**	**0.31**	**1,257**	**24.2**

*Resources stated at A$100 Net Smelter Return (NSR_M) where NSR is calculated from block model grades using an equation – NSR_M = cu_pct*71.16 + zn_pct*19.044 + ag_pct*0.513 +au_ppm*38.452*
Processing recoveries for copper concentrate are 79% for Cu, 51.5% Ag, 52.58 Au.
Processing recoveries for zinc concentrate are 48.3% for Zn, 21.5% Ag.
Only fresh material is included.
The May 2021 MRE is depleted and sterilised for mining as at 1st May 2021. Turbo and Bentayga HQ have not been minded.

The Bentayga HW (BHW) deposit is based on limited drillholes, sourced largely from a single drill drive. Its geometry is currently tested across a variably spaced drill grid, ranging from ~8 x 8m to ~30m x 30m. To prevent grade smearing during ordinary kriging interpolation, sample selection was limited by grade for both Cu and Fe. Modelling continued to employ hard boundary wireframes with search directions informed using standard variographic techniques.

The JORC Mineral Resources for Bentayga hanging wall is shown in **Table 11**.

Table 11 JORC Mineral Resources for Bentayga Hanging Wall as at May 2021

Estimate	Resource Class	Tonnes (kt)	Cu (%)	Zn (%)	Pb (%)	Ag (g/t)	Au (g/t)	NSR_M (A$/t)	Cu kt	Zn kt	Pb kt	Ag koz	Au koz
Bentayga	Measured	-	-	-	-	-	-	-	-	-	-	-	-
HW	Indicated	40	1.66	18.2	1.77	324	1.21	678	1	7	0.7	412	1.5
Dec 2021	Inferred	4	0.89	16.8	1.78	315	1.04	586	0	7	0.1	37	0.1
	Total	**43**	**1.59**	**18.1**	**1.77**	**323**	**1.20**	**670**	**1**	**7**	**0.3**	**449**	**1.7**

*Resources stated at A$100 Net Smelter Return (NSR_M) where NSR is calculated from block model grades using an equation – NSR_M = cu_pct*71.16 + zn_pct*19.044 + ag_pct*0.513 +au_ppm*38.452*
Processing recoveries for copper concentrate are 79% for Cu, 51.5% Ag, 52.58 Au.
Processing recoveries for zinc concentrate are 48.3% for Zn, 21.5% Ag.
Only fresh material is included.
The May 2021 MRE is depleted and sterilised for mining as at 1st May 2021. Turbo and Bentayga HQ have not been minded.

Interpolation at Teutonic Bore is based on both surface and underground drilling, across variable (10-70m) drill grids. A total of 369 holes for 106.3 km were interrogated, with estimation constrained by hard boundary domains, for both weathering and copper speciation. Sample numbers limited variography analysis, particularly in the footwall. Whereas Main Lode and Stringer domains were successfully estimated using OK, the Footwall Lode were assigned average composite grades.

In spite of available drilling, all interpolated resource at Teutonic Bore has been classified as Inferred. This reflects the current lack of confidence in historical information, together with the presence of unassayed drillholes within high-grade domains. Round Oak reports that additional database validation work is required before any portion of this resource can be upgraded.

The JORC Mineral Resources for Bentayga hanging wall is shown in **Table 12**.

Table 12 JORC Mineral Resources for Teutonic Bore as at May 2021

Resource Class	Tonnes (kt)	Cu (%)	Zn (%)	Pb (%)	Ag (g/t)	Au (g/t)	NSR_M (A$/t)	Cu kt	Zn kt	Pb kt	Ag koz	Au koz
Measured	-	-	-	-	-	-	-	-	-	-	-	-
Indicated	-	-	-	-	-	-	-	-	-	-	-	-
Inferred	2,169	1.23	2.12	0.19	37	0.11	151	26.7	46	4.1	2,581	7.7
Total	**2,169**	**1.23**	**2.12**	**0.19**	**37**	**0.11**	**151**	**26.7**	**46**	**4.1**	**2,581**	**7.7**

*Resources stated at A$100 Net Smelter Return (NSR_M) where NSR is calculated from block model grades using an equation – NSR_M = cu_pct*71.16 + zn_pct*19.044 + ag_pct*0.513 +au_ppm*38.452*
Processing recoveries for copper concentrate are 79% for Cu, 51.5% Ag, 52.58 Au.
Processing recoveries for zinc concentrate are 48.3% for Zn, 21.5% Ag.

The Triumph resource is based on a historic estimate from the Independence Group (IGO, 2017) which was revised using NOM's A$100 NSR_M cut-offs. The current estimate uses 71 diamond and 19 RC drill holes, of which 13 intersected mineralisation over cumulative widths of 4.4km. With superior core recoveries reported (~98%), x1 m composite samples stressed sampling across geological domains. Quarter core was submitted for assay, with half core used for metallurgical testing. Wireframe construction emphasises geological and statistical domaining. OK was employed for both grade and density estimation, using appropriate top-cuts and search parameters by domain.

Round Oak classified massive sulphide, stringer and disseminated sulphide lenses as Indicated Resource, excluding uneconomic footwall stringer mineralisation. Comparable drill spacing criteria were used (< 40m along strike and down dip), together with kriging efficiency (KE) was >0.3, regression slope (RS) >0.5, statistics, reflective of domains of moderate-high geological continuity.

Inferred Resource was classified where drill spacing > 40m along strike or down dip, KE <0.3, the RS <0.5, and moderate to low confidence in grade and geological continuity was observed, including both Rocket and Spitfire massive sulphide lenses.

The JORC Mineral Resources for Triumph is shown in **Table 13**.

Table 13 JORC Mineral Resources for Teutonic Bore as at May 2021

Resource Class	Tonnes (kt)	Cu (%)	Zn (%)	Pb (%)	Ag (g/t)	Au (g/t)	NSR_M (A$/t)	Cu kt	Zn kt	Pb kt	Ag koz	Au koz
Measured	-	-	-	-	-	-	-	-	-	-	-	-
Indicated	1,275	0.48	7.53	0.57	101	0.32	241	6	96	7	4,141	13
Inferred	375	0.34	8.03	0.59	107	0.32	244	1	30	2	1,289	4
Total	**1,650**	**0.45**	**7.64**	**0.57**	**102**	**0.32**	**242**	**7**	**126**	**9**	**5,430**	**17**

*Resources stated at A$100 Net Smelter Return (NSR_M) where NSR is calculated from block model grades using an equation – NSR_M = cu_pct*71.16 + zn_pct*19.044 + ag_pct*0.513 +au_ppm*38.452*
Processing recoveries for copper concentrate are 79% for Cu, 51.5% Ag, 52.58 Au.
Processing recoveries for zinc concentrate are 48.3% for Zn, 21.5% Ag.

Only Bentley and Turbo are to be valued using cash flow methods, the other deposits are to be valued separately.

Mining and Ore Reserves

Historically, Bentley has mined underground by a method of single and double lift longitudinal sublevel open stoping (SLOS) using a combination of consolidated and unconsolidated backfill. Low grade stopes and the crown stopes below backfill were designed with unrecoverable rib and sill pillars for stoping stability as well as minimising dilution

Top-down and bottom-up sequencing is employed across the various lenses to suit orebody geometry and operational requirements. The 2021 LOM design continues with this mining method with the inclusion of some areas of lower grade material using an Avoca mining method with unconsolidated backfill to reduce operating costs. The mining methods used at Bentley are appropriate for a deposit of this nature and size.

The geotechnical challenges at Bentley present a high risk to the production profile. Bentley has full-time onsite geotechnical engineers to provide input into the mine design, execution and management of operations to mitigate the geotechnical challenges. Extensive ground support, daily geotechnical inspections and no longer mining double lifts have been used to control the geotechnical stresses.

Detailed LOM scheduling has been carried out in Deswik mine planning software. Every quarter a site senior engineer updates the annual budget to provide an updated forecast based on the previous actuals. Daily development, production drill and blast designs and plans are produced and aligned with medium to long term planning.

The life of mine development plan is limited to a maximum rate of 350 m/month and the available headings for the two jumbos on site. The development requirements reduce to reflect the required final development in the last year but could be ramped back up to pursue additional down plunge resources.

An additional 783kt of inferred minable quantities from the new Turbo deposit have been added to the mine plan to reflect the potential expansions at depth. Additional studies and drilling are proposed to improve the current conceptual opportunity. Turbo starts at approximately 1000m below the surface and extends down a further 300m from the Pegasus Decline. A concept transverse development design for the stopes that are 30m wide has been considered to maintain a high throughput changing to longitudinal as the orebody decreases at depth.

The life of mine production schedule for Jaguar includes ore production at a nominal rate of 40kt per month. This mining rate is maintained throughout the production schedule are the minable inventory is depleted by early 2026.

The Ore Reserves for Jaguar are show in **Table 14**.

Table 14 JORC Ore Reserves for Jaguar as at May 2021

Category	Tonnes (kt)	NSR ($/t)	Cu (%)	Zn (%)	Au (g/t)	Ag (g/t)
Proved	301	316	1.3	8.2	1.1	130
Probable	367	350	1.2	10.2	1.0	137
Ore Reserves	**667**	**335**	**1.3**	**9.3**	**1.0**	**134**
Contained Metal		$223M	8.3 kt	62.2 kt	22.5 koz	2.9 Moz

Metallurgy and Minerals Processing

The flowsheet is conventional employing a three-stage crushing circuit followed by a SAG mill/Ball mill comminution circuit. Hydrocyclone overflow from the comminution circuit with at 80% passing 65 µm reports to the flotation circuit where copper is recovered followed by the recovery of zinc.

Both concentrates are dewatered and trucked to port for shipping to overseas markets.

The operation recovers the bulk of the silver to the copper concentrate with some silver reporting to the zinc concentrate where they are both payable.

Gold is mainly recovered to the copper concentrate in payable quantities while some gold does report to the zinc concentrate in generally quantities below the payability threshold.

The HMS circuit is principally for the treatment of stringer ores and allows the harder gangue material to be removed.

Based on simulation studies conducted by OMC, it would appear that some upgrades to the milling circuit would be required should the treatment of Triumph ores be considered.

The processing plant is treating approximately 57tph or 440,000tpa of ore, which is below the design capacity of 480,000tpa. In the last five years, the operation has been unable to meet the design throughput and

presumably, the Covid pandemic impacted throughput during 2020-2021. Feed grade decreased and was variable however made a strong improvement in the last two years

The current operating strategy for the plant is to maximise the recovery of silver into the copper and zinc concentrates. Silver is closely associated with the lead (solid solution in the galena) and so penalties are attracted by the lead in the copper concentrate. The silver credits outweigh the penalties (e.g. lead and zinc) in the copper concentrate.

The Jaguar processing plant produces a 21% copper concentrate and a 48% zinc concentrate with metal recoveries from these concentrates currently running at 89% copper and 82% zinc.

Environment, Social and Governance

The Jaguar operation in Western Australian Goldfields holds 17 mining leases, 19 exploration licences and 16 prospecting licences. Jaguar holds two clearing permits allowing clearing of up to 100 Ha each One of these was due for expiry on 31 March 2022 but has been recently renewed.

Bentley underground mine is the current source of ore with a three-year life expectancy. Mine dewatering from the Bentley mine supplies water the Teutonic Bore open pit which in turn provides raw water to the processing plant. Two water extraction licences have been granted under section 5C of the Rights in Water and Irrigation Act 1914. GWL159028 allows groundwater extraction of up to 2,200,000 kL per annum from the Jaguar mine, Bentley mine, Teutonic Bore mine pit, Teutonic Creek bore, Teutonic Windmill bore, Camp bore, and the Teutonic water bore. GWL180868 allows for the extraction of up to 1,000,000 kL per annum of groundwater from the Teutonic borefield for use in mineral ore processing and other mining purposes, including dust suppression and use in earthworks and construction. Both these groundwater licences expire on 26 March 2025.

Jaguar is in the process of seeking approval for its revised Mine Closure Plan lodged earlier in 2022 and is awaiting feedback from the regulator (DMIRS). In recent months Round Oak has worked to substantially de-risk the mine closure arrangements to better meet regulatory expectations for enabling a long term sustainable post-mining landform

While cultural heritage features are known from the Jaguar locality, no cultural heritage sites are currently reported to exist at or near the Jaguar mine complex areas currently subject to disturbance. Round Oak advised that its investigations into the implications of the recently updated Indigenous cultural heritage legislation in WA (Aboriginal Heritage Act 1972) revealed that it will be expected to have no significant impact on the Jaguar operation.

The Jaguar operation is not required by its statutory approvals to conduct third-party performance or compliance audits or to implement an overarching risk management system or environmental management system (EMS) aligned with a recognised national or international standard. This appears to have constrained the mine's operating approach to a predominately compliance-oriented rather than a robust risk-informed approach.

Round Oak has revised Jaguar's mine closure approach by pursuing improved closure engineering and environmental measures to reduce risks associated with closure. Risks of long-term pollution (post-closure) will be reduced. By better meeting the Regulator's expectations, it is expected that the likelihood of receiving timely approval of the Mine Closure Plan is improved. The implication of such improved environmental planning for mine closure is that closure costs will be increased.

If the revised Mine Closure Plan fails to meet the Regulator's standards and it could not secure approval, then there could be negative implications for ongoing operations and maintaining other approvals and permits.

North-West Queensland Operations

Project Description

Round Oak's North-West Queensland Operations includes the active Mt Colin underground mine and the Barbara and LillyMay deposits. Mt Colin operates as an underground mine with its copper ore toll-treated by

Glencore's Mt. Isa operations. The Barbara operations are located approximately 60km northeast of Mt Isa and consist of the Barbara deposit itself and the smaller LillyMay deposit, 3km to the southwest.

Geology and Mineral Resources

The Mt Colin deposit forms a steeply north-dipping, east to west-striking vein/fracture system hosting predominantly chalcopyrite, pyrrhotite and pyrite mineralisation. The deposit forms a sheet-like body dipping at minus 70 – 85o to the north and down-dip and to the east toward the Burstall Granite intrusion. The deposit has been leached and oxidised to a depth of approximately 40 m. Copper mineralisation at Barbara and LillyMay associated with massive chalcopyritic pods, veins and stringers. Both lodes have a steep south-easterly plunge, with peak mineralisation observed beneath established workings.

The Mt Colin 2021 Mineral Resource estimate was undertaken using a combination of ordinary kriging (OK) and dynamic anisotropy (DA) techniques, for grade interpolation within hard boundary wireframes. Variography was performed where sufficient data was available by individual deposit, with all domains estimated successfully. Density was assigned using a regression calculation.

Round Oak reports classification based on drill density and the proximity of local development drives with:

- Measured Resource assigned where drill spacing <20m along strike and down dip and previous mining exits.
- Indicated Resource where the drill spacing was <40m along strike and down dip.
- Inferred Resource assigned where drill spacing >40m along strike and down dip.

The JORC Mineral Resource for Mt Colin are shown in **Table 15**

Table 15 JORC Mineral Resources for Mt Colin as at May 2021

Resource Class	Tonnes (kt)	Cu (%)	Ag (%)	Au (%)	NSR_M (A$/t)	Cu kt	Ag Koz	Au koz
Measured	642	3.46	-	0.67	291	22.2	-	13.8
Indicated	737	3.17	-	0.57	245	23.4	-	13.5
Inferred	127	2.61	-	0.46	217	3.3	-	1.9
Total	**1,505**	**3.25**	**-**	**0.60**	**272**	**49**	**-**	**29.2**

*For fresh material stated at A$100 Net Smelter Return (NSR_M) where NSR is calculated from block model grades using an equation - NSR_M = cu_pct*75.421 + au_ppm*45.364.*
*For oxide/transitional material stated at A$100 Net Smelter Return (NSR_M) where NSR is calculated from block model grades using an equation NSR_M = cu_pct*59.646 + au_ppm*45.5n for fresh.*
Processing recoveries for fresh material tp copper concentrate are 94% for Cu, 73.0% Au.
Processing recoveries for fresh mateiral to copper concentrate are 70% for Cu, 70% Au.
Recent process data has proven that the oxide/transitional material can be blended with the fresh material whilst at least maintaining predicted recoveries.
The model was depleted and sterilised for mining and natural voids.

Mining and Ore Reserves

At Mt Colin three separate mining methods are employed. These mining methods relate to extraction of the fresh ore at depth, extraction the remnant sill pillars left between stoping levels and extraction in the oxide zone that exists above elevation 1280.

The fresh rock at depth is being mined by Avoca longhole open stoping and this method has been working well.

The sill pillars are planned to be mined with up holes or by cut and fill. Mining plans have not yet been finalized and are pending a geotechnical study. A 50% mining loss has been set for recovery of sill pillars to account for the need to leave rock pillars of sufficient strength to maintain stability.

Mining above 1280 elevation has been flagged as a specific risk by Round Oak. This area was by-passed in the past as preference was given to fresh rock mining and because this zone of transition between oxide and fresh rock contains natural open voids and low strength weathered rock.

Despite the risks outlined below, RPM considers that the cost of drilling and charging is minimal compared to the possibility of good payback. Here is a list of risks identified by RPM:

- Safety concerns mining up to the floor of the pit.
- In the instance access to the stope is lost due to geotechnical failure there is no way to efficiently backfill the mined stopes. This will delay extraction and increase stope instability.
- Delayed extraction will mean suboptimal blending of oxide with fresh rock and decrease mill recoveries.
- Increased mining losses and dilution could be caused by blasting without a previously prepared void (slot), difficulties drilling in broken weathered rock and maintaining the holes open long enough for charging.
- Loss of footwall or hanging wall drifts on either side of the orebody due to their proximity to the ore.
- The accesses to each level are not vertically aligned, so the retreat direction is not consistent and if a lower stope over breaks into the level above, access to that level for drilling and blasting could be compromised.
- The previously mined stopes below have not been tight filled, so a portion of the first blast will be lost to backfill.

A top-down mining method might be desirable in a situation such as this because there is a possibility the stopes could backfill with caved material. However, RPM considers the top-down mining is likely not feasible but worth further discussion.

The JORC Ore Reserves for Mt Colin are show in **Table 16**.

Table 16 JORC Mineral Resources for Mt Colin as at May 2021

Category	Rock Type	Tonnes (Kt)	NSR ($/t)	Cu (%)	Au (g/t)
Proved	Fresh	275	213	2.83	0.51
	Transition		0	0.00	0.00
	Oxide		0	0.00	0.00
Total Proved		275	213	2.83	0.51
Probable	Fresh	681	193	2.58	0.47
	Transition	51	188	3.08	0.65
	Oxide		0	0.00	0.00
Total Probable		732	192	2.62	0.48
Mt Colin Ore Reserves (P+P)		**1,007**	**198**	**2.68**	**0.49**

Metallurgy and Minerals Processing

Mt Colin is an operating underground copper mine which began development in August 2018 with first ore produced in September 2019. The ore body was originally mined as an open pit which was completed in 2013 before mining transitioned to underground. Ore is mined underground and hauled to surface where the ore is crushed on site before being transported by road train to Glencore's Ernest Henry processing plant for toll treatment.

The mine currently produces approximately 450,000 tonnes of ore per year, yielding approximately 10,000 tonnes of copper and 5000 ounces of gold in approximately 50,000 tonnes of concentrate.

Mt. Colin ore is crushed on site by a contractor (Q-Crush P.L.) and hauled 106 km to the Ernest Henry processing facility for treatment in batches of around 50,000 to 60,000 tonnes. The nominal annual ore production is 475 ktpa. The agreement expired May 14, 2021.

Environment, Social and Governance

The Mt Colin mine site received a Referral decision under the EPBC Act (EPBC 2013/6958) - not controlled action if undertaken in a particular manner – for the Extension of the Mount Colin open cut copper mine, to construct a new waste rock dump and development of a new underground mine. The decision requires measures to be followed in regard to protecting a threatened species, including limits to clearing vegetation in their habitat. An AARC (2013) ecological report and significant species management plan formed part of the submission documentation. There is no material risk considered likely from this approval, however it has not been confirmed if the measures outlined in the decision have been implemented on the site, and therefore remains unmitigated.

A search of the EPBC Act referral register found that an EPBC referral has not been submitted for the Barbara Mine. No threatened ecological communities TEC were found to occur on the site (AARC, 2014). The report did not conclusively state that there would not be a significant impact on the possible MNES fauna species (AARC, 2014). There is no material risk considered likely from this approval.

The Mt Colin Mine is situated within three separate ILUA's, two of which are owned by the State Government with the other being owned by Glencore. Those ILUA's are QI2012/042, QI2001/046, QI2001/007 none of which have prescribed expiration dates. The mine has an agreement with the Kalkadoon people (email Matthew Talbot 14/4/2022).

The Mount Colin Mining Lease was granted prior to 1 January 1994. Consequently, no native title compliance is required in relation to any project activities carried out within the boundaries of the Mining Lease. Similarly, where no native title has been declared such as a declared road or public construction works, no native title compliance is required with respect to project activities.

A Progressive Rehabilitation and Closure Plan (PRCP) for Mt Colin is not due to be submitted to the regulator until 12 July 2023. It is unknown at this time, whether an increase in ERC and rehabilitation standards would be required as a result of the PRCP process.

Valuation of Cracow Tenements

Tenements

Details on the status of Cracow's exploration permits and mining leases are recorded in the RPM Technical Report.

The Cracow operation has 18 mining leases and three exploration licences. EPM 15981 is the key exploration licence and surrounds all of the mining leases. It is noted that four of the Cracow mining leases are not reviewed or valued in this report as they are valued by DCF as part of the financial model. These are ML 3227, ML 3229, ML 80089 and ML 80144.

Geology

The Cracow operation comprises a group of low sulphidation epithermal ("LSE") gold deposits hosted in a the Lower Permo-Carboniferous Camboon volcanics of southeast Queensland. Mineralisation is thought to be related to a magmatic hydrothermal zone of a buried intrusion beneath the Myles Corridor. The mineralisation formed in steeply-dipping, normal fault structures, which were active during back-arc basin extension. High grade gold shoots were formed in steeply-dipping dilational structures caused by changes in dip or strike in competent rocks, such as certain stratigraphic sections of the andesite and an intrusive diorite.

The geology and mineralisation, and the features which control it, are well understood by Cracow mine and exploration geologists.

Exploration

Much of the historical exploration on the mining leases within the Western Field at Cracow appears to have been by following structures and drill testing them, which has been very successful in defining high grade shoots. This continues, and a number of targets exist which are likely to provide additional mineral resources

along strike and in down dip extensions of the Killarney, Griffin, Kilkenny, Kenneth, Rose's Pride and Golden Plateau lodes, with lesser targets associated with White Hope and White Hope Extended, Sterling, Sovereign and Royal, Excelsior Extended, Golden Mile, Baz and Phoenix.

Further potential is being reviewed and drill tested, with promising results, such as at Golden Plateau and Golden Phoenix, Rose's Pride and on the Klondyke structure. There is also potential on flat-dipping structures ("flatmakes") associated with the Griffin-Royal and the Golden Plateau structures. In addition, the interpretation of a thinner than previously interpreted Fragmental of Death unit ("FoD") unit, which usually spells the end of high grade mineralisation, may open up the possibility of a new favourable horizon at depth. This is being explored at the Rose's Pride Deeps target.

The key exploration tenement of EPM 15981 is large, surrounds the mining leases, and has favourable stratigraphy and structures for hosting mineralisation. The tenement is prospective in the vicinity of the mining leases, especially along strike of existing mineralised structures at Kilkenny, Klondyke, White Hope Extended, Golden Phoenix and Golden Mile, and further afield.

Several targets have been defined in EPM 15981 away from the mining leases: Ballymore, Ballymore to Cracow SW, NW Corridor, Boughyard, Buffel Hill and Tawarri, the latter a conceptual porphyry copper-gold target. The Boughyard high sulphidation epithermal ("HSE") gold target has been downgraded due to recent exploration results, and reverts to low sulphidation targets on its periphery. New structural interpretation work in the Cracow field, coupled with recent geophysical surveys and drilling on the southern extension of the Ballymore structure to Cracow SW, has opened up new potential. Several targets have been defined for follow up geophysical surveys to better define drill targets.

EPM 26311 and EPM 27240 are at earlier stages of exploration, with conceptual targets being developed.

Overall, the potential for discovery of additional mineral resources to support the mining operations appears to be very good.

Valuation

The Valuation date is the 1st of May, 2022.

RPM completed the ITER (RPM technical report on Mineral Resources and Cracow exploration review, this document) in support of an Independent Valuation of Aeris' and Round Oak's Mineral Resources outside of the DCF valuation, and Aeris' Cracow exploration assets.

As the projects being valued are exploration projects (tenements and Mineral Resources) the approaches used by RPM are Market-based and Cost-based.

This Valuation was prepared in accordance with the 2015 edition of the Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets ("The VALMIN Code"). The ITER considered key documents and information related to the projects and provided opinions focussed on geology, exploration, tenements and environmental.

As recommended by the VALMIN Code, RPM used a number of valuation approaches to determine individual values for the assets.

Cracow Mining Leases and Exploration Tenements

RPM used a cost-based approach, using past and warranted future expenditure, as the primary method for valuing the exploration tenements. Comparable transactions were used to determine area multiples to provide a primary valuation method for mining leases and a secondary valuation method for exploration tenements. The geoscientific approach provided further valuations for comparison.

The valuations are summarised in **Table 17**.

Table 17 Cracow Tenement Valuation

Tenement	Preferred Valuation ($ M)[1]		
	Preferred	Low	High
EPM 15981	21.6	19.0	24.1
EPM 26311	0.58	0.48	0.67
EPM 27240	0.08	0.07	0.10
ML 3219	0.04	0.01	0.13
ML 3228	0.10	0.03	0.28
ML 3230, ML 80024	0.03	*2.1k*	0.11
ML 3232	0.07	0.02	0.20
ML 3243	0.04	0.01	0.12
ML 80088	0.20	0.06	0.60
ML 80120	0.05	0.02	0.16
ML 3221, ML 3223-4	0.03	*2.0k*	0.11
ML 3231	0.03	*2.0k*	0.11
ML 3234	*3.1k*	*0.3k*	0.01
ML 80114	*7.8k*	*0.5k*	0.03
	Preferred Valuation ($ M)		
	Preferred	**Low**	**High**
	22.9	***19.7***	***26.7***

[1] *Note: Figures in italics are $ '000 (e.g. 3k = $ 3,000)*

Valuation of Mineral Resources Not Included in Cash Flow Model

The primary method of valuation selected for the Mineral Resources outside of the DCF was by Comparable Transactions. There was difficulty in obtaining relevant and accurate expenditure data for these projects as most expenditure was not readily available for the projects where little has been done for many years, the project was explored by previous companies, or the project was part of expenditure for defining other resources for the project which are valued by the DCF. Therefore a secondary valuation method has not been employed.

The valuations are summarised in **Table 18** and **Table 19**.

Table 18 Valuation for Aeris Non DCF Assets with Mineral Resources

Project	Low Value ($k)	High Value ($k)	Preferred Value ($k)
Murrawombie Footwall	97	200	143
Constellation Oxide	55	267	130
Canbelego	92	189	135
Total	**244**	**656**	**408**

Table 19 Valuation for Round Oak Non DCF Assets with Mineral Resources

Project	Low Value ($k)	High Value ($k)	Preferred Value ($k)
Barbara	989	2,109	989
LillyMay	90	158	105
Turpentine	1,021	5,283	1,021
Bigfoot/Eureka	763	4,042	1,347
Total	**2,862**	**11,592**	**3,462**

RPM Qualification and Experience

RPM operates as an independent technical consultant providing resource evaluation, mining engineering and mine valuation services to the resources and financial services industries. This report was prepared on behalf of RPM by technical specialists.

RPM has been paid, and has agreed to be paid, professional fees for its preparation of this report. Its remuneration is not dependent on the findings of this Report or the outcome of the any transaction.

Neither RPM, nor any of its directors, staff or sub-consultants who contributed to the preparation of this report have any economic or beneficial interest (present or contingent) in:

- the Company, securities of the Company or companies associated with the Company; or
- the Client, securities of the Client or companies associated with the Client; or
- The rights or options in the relevant Project.

The work undertaken is an ITER and VALMIN valuation of the information provided by or on behalf of the Company, as well as information collected during site inspections completed by RPM as part of the ITER process. It specifically excludes all aspects of legal issues, marketing, commercial and financing matters, insurance, land titles and usage agreements, and any other agreements/contracts that Company may have entered into.

RPM does not warrant the completeness or accuracy of information provided by the Company which has been used in the preparation of this report.

Drafts of this report were provided to the Client, but only for the purpose of confirming the accuracy of factual material and the reasonableness of assumptions relied upon in the report.

In RPM's view, the data available was generally sufficient for RPM to complete the scope of work. The quality and quantity of data available and the cooperative assistance provided to RPM clearly demonstrated the Company's assistance in the ITER process.

All opinions, findings and conclusions expressed in the report are those of RPM and its specialist advisors.

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1. Introduction

1.1 Context and Purpose

RPM Advisory Services Pty Ltd ("RPM") was engaged by BDO Corporate Finance Limited ("BDO"), on behalf of Aeris Resources Limited ("Aeris" or the "Client") to complete an Independent Technical Expert Report (hereafter referred to as the "Report") to be included in BDO's Independent Technical Specialist Report to support the valuation of a merger proposed between Aeris and Round Oak Minerals Limited ("Round Oak").

The Report is based on reviews of Statements of Mineral Resources and Ore Reserves (the "Statements") and supplied studies which were prepared by third parties engaged by Aeris and Round Oak. The Statements were prepared in line with both the Australian Guidelines for the Estimation and Classification of Mineral Resources (the "Guidelines") and the requirements of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves JORC Code (the "JORC Code"). RPM's report has not been prepared in compliance with the JORC Code, rather it is an Independent Technical Specialist Report which opines on the reasonableness of the Statements of Mineral Resources and Ore Reserves and their supporting studies. RPM recommends that readers of this Report also refer to prior Statements for full JORC Code disclosure requirements.

1.2 Scope of Work

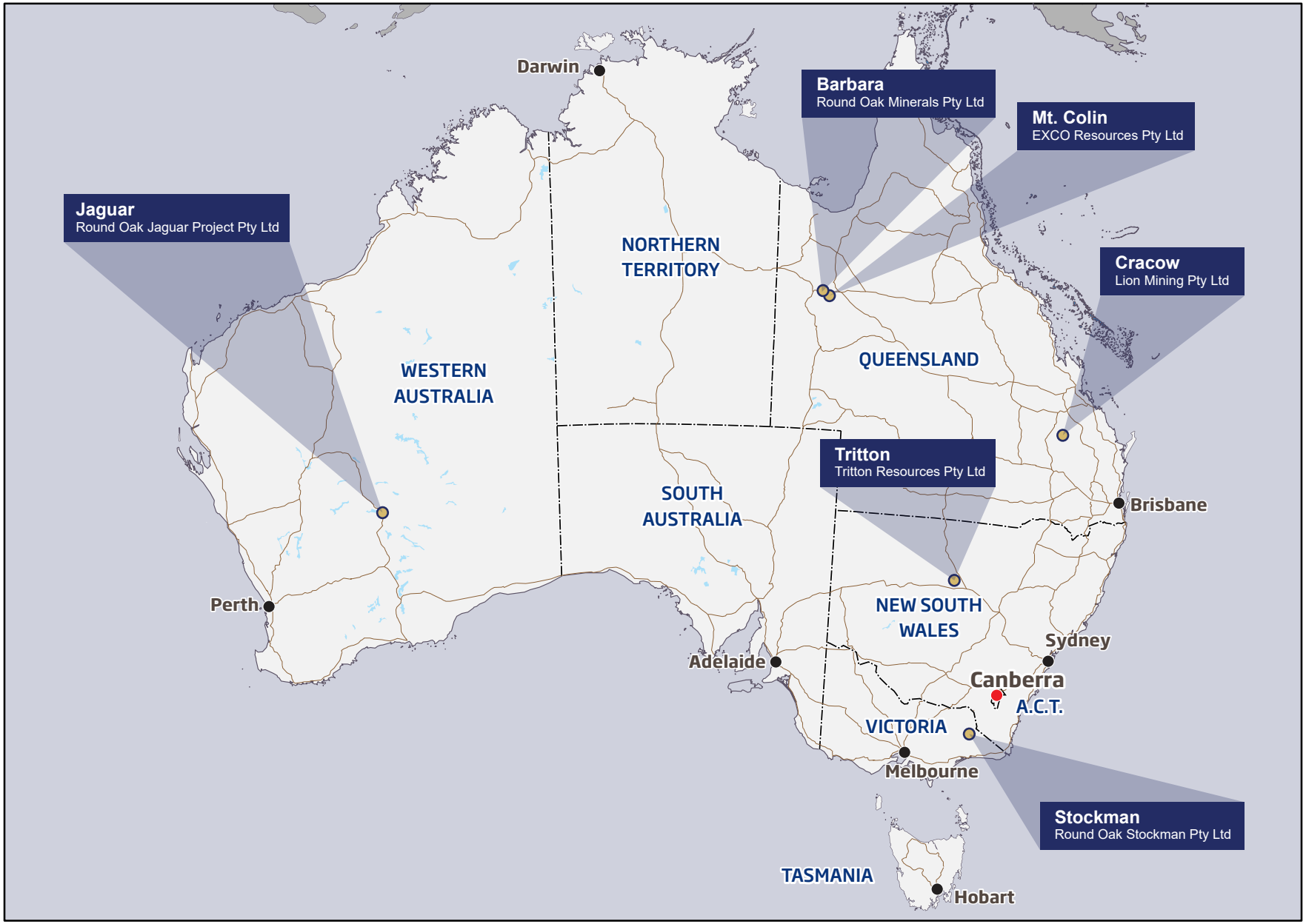
RPM's scope of work in preparing the Report included, but was not limited to the following items:

- Review the underlying processes, data, and assumptions that went into the formulation of the Mineral Resource estimate and confirm their reasonableness.
- Review and validate the ongoing exploration costs used in the Discounted Cash Flow ("DCF") model.
- Review the underlying processes, data, and assumptions that went into the formulation of the Ore Reserve estimate and confirm their reasonableness.
- Review and validate the mined quantities and mining-related capital and operating costs used in the DCF model.
- Review the performance of the existing, and proposed, processing plants and validate the mineral recoveries and processing-related capital and operating costs used in the DCF model.
- Review the suitability of existing, and proposed, site infrastructure specifically as it relates to power, water and logistics functions and validate any infrastructure-related capital and operating costs in the DCF model.
- Review the status of existing, and proposed, approvals and licenses as they specifically relate tenements and the environment.
- Identify any materials risks that have the potential to impact the value of the assets, especially as they relate to the timing of production, the quantity of material mined, the quantity of metal produced, the operating costs of the project, or the capital costs of the project.
- Prepare a valuation of the in situ and remnant Mineral Resources not included in the DCF model.

1.3 Relevant Assets

Aeris has two operational assets, the Tritton Copper Operations ("Tritton") in Central-West New South Wales and the Cracow Gold Operations (Cracow) in North-West Queensland.

Round Oak also have two operational assets, being the Jaguar Operations ("Jaguar") in the Western Australian Goldfields and the Mt Colin mine ("Mt Colin") in North-West Queensland as well as the Stockman Copper-Zinc Project Western Victoria. Round Oak also operate the Barbara site ("Barbara") which has ceased production and is currently on care and maintenance while potential for an underground mining is being evaluated



LEGEND

State Boundary
State Capital
Major Highways
National Capital

N

0 1000km

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CLIENT

Aeris Resources
Round Oak Minerals

PROJECT

NAME
PROJECT SAPLING
CONFIDENTIAL ITR AND VALUATION

DRAWING
ASSET LOCATIONS - AUSTRALIA

FIGURE No.	PROJECT No.	Date
1-1	ADV-AU-00336	April 2022

RPMGLOBAL

1.4 Report Preparation Methodology

This Report has been prepared in accordance with the requirements of the 2015 edition of the VALMIN Code. RPM's review methodology was as follows:

- Review existing reports and data;
- Conduct discussions with personnel from Aeris and Round Oak to best understand the underlying processes, data, and assumptions that went into the development of the mine plans used in the DCF model.
- Undertake an independent valuation of the in situ and remnant Mineral Resources (for all assets) as well as the mining and exploration tenements (at Cracow only) which are not mature enough to be estimated through the DCF method in accordance with the VALMIN Code; and
- Compilation of an Independent Technical Expert Report.

The comments and forecasts in the Report are based on information compiled by inquiry and verbal comments. Where possible, this information has been checked with hard copy data or through confirmation from more than one source. Where there was conflicting information on issues, RPM used its professional judgment to assess the issues.

1.5 Information Sources

Data for the review was primarily provided through an electronic data room. The information that was used for the review included (but was not limited to) geological reports and block models, mine planning documents and (Deswik) scheduling models, historical production and cost reports (as well as site forecast documents), feasibility study documents, Competent Person Reports (JORC Statement of Mineral Resources and Ore Reserves), environmental assessment and planning approval documents, and tenure documentation.

1.6 Materiality

RPM has adopted the Australian Accounting Standards Board AASB 1031 which proposes that the materiality of information or data can be assessed in terms of the extent to which its omission or inclusion could lead to changes in total value:

- Equal to or less than five percent – immaterial.
- Between five and ten percent – discretionary.
- Equal to or greater than ten percent – material.

1.7 Statement of Mineral Resources and Ore Reserves

All Mineral Resources and Ore Reserves stated within this document have been reproduced from the original Competent Persons documents. RPM has reviewed these documents, as well as the processes and that were followed, and assumptions that were used to generate these estimates. Readers of this report should note the following:

- All Mineral Resources and Ore Reserves have been prepared in accordance with the guidelines of the 2012 Edition for the JORC Code.
- All Mineral Resources and Ore Reserves are stated on a 100% equity basis.
- In the event a cut-off grade has been applied, it will be stated as a note accompanying the table
- Mineral Resources are stated inclusive of Ore Reserves
- Estimates values have been rounded to the closest 10,000t

1.8 Statement of Costs

Unless otherwise noted, all costs in this report are stated on an Australian dollar basis.

1.9 Suggested Valuation Methodology

There is limited literature identifying Mineral Resource factors to apply to cash flow style evaluation methods. This is largely due to the fact that these factors cannot be strictly one-size-fits all, as ore bodies and mining operations differ in both the style and mechanisms of the mineralisation itself, as well as the manner in which it is extracted.

RPM recommends the following ranges and preferred factors to apply to the cash flows.

- 100% of Measured Resources; range 90% to 110%.
- 95% of Indicated Resources; range 75% to 115%.
- 60% of Inferred Resources; range 50% to 70%.
- 20% Exploration Target; range 10% to 30%.

Although this is not a process of classifying a Mineral Resource, RPM believes the JORC requirement of "reasonable prospects for eventual economic extraction" can still be applied here in a sense and as such, the above factors are applicable.

In summary, applying the above range and preferred factors to the annual cash flows accounts for the confidence in each inventory category in the financial model will allow the determination of a DCF valuation.

1.10 Competent Practitioner and Responsibilities

The information in this Report which reports to the technical valuation of the relevant Assets as outlined in Section 6 of this Report has been prepared in accordance with the Australian Code for the Public Reporting of Technical Assessments and Valuations of Mineral Assets (VALMIN Code, 2015) ("VALMIN Code"), the Corporations Act, ASIC Regulatory Guidelines and ASX Listing Rules.

1.11 Important Information about this Document

This Report was prepared by RPM at the request of BDO Corporate Finance Limited, on behalf of Aeris Resources Limited in accordance with the terms and conditions of its engagement and the limitations and exclusions in Appendix A of this report. For the purposes of this report, items 1-8 of the limitations and exclusions in Appendix A are incorporated as if they were included verbatim in this report.

All copyright and other intellectual property rights in this Report are owned by and the property of RPM.

To the fullest extent permitted under law, use of or reliance on this Report by any third parties who have not entered into a reliance agreement with RPM, is at their sole risk and RPM will not be liable for any liability, loss or damage suffered by a third party relying on this Report regardless of the cause of action, whether breach of contract, tort (including negligence) or otherwise. For the avoidance of doubt BDO and Aeris Resources Limited, are not third parties.

RPM makes no warranty, express or implied in respect of this Report, particularly with regard to any commercial investment decision made on the basis of this Report. This Report has been prepared without taking into account the objectives, financial situation or needs of any individual, entity or organisation.

1.12 Team Responsibilities

The following outlines the key roles and responsibilities of the team that prepared this Report.

- Igor Bojanic – Project Director and Reviewer
- Aaron Simonis – Project Manager

- Steve Hinde – Executive Consultant (Geology)
  - Resource geology and Mineral Resources (Tritton and Cracow)
  - Valuation of Mineral Resources not included in the cash flow valuation as well as tenements at Cracow
- Geoff Booth – Executive Consultant (Geology)
  - Resource geology and Mineral Resources (Stockmans, Jaguar, Mt Colin)
- Joe McDiarmid – Executive Consultant (Mining)
  - Mining and Ore Reserves (Jaguar)
- Paul Whillans – Executive Consultant (Mining)
  - Mining and Ore Reserves (Stockmans and Mt Colin)
- Carlos Tapia – Principal Mining Engineer
  - Mining and Ore Reserves (Tritton and Cracow)
- Andrew Newell – Executive Consultant (Processing and Metallurgy)
  - Minerals processing (Jaguar)
- Greg Rasmussen – Executive Consultant (Processing and Metallurgy)
  - Minerals processing (Tritton and Cracow)
- Michael Angeli – Executive Consultant (Processing and Metallurgy)
  - Minerals processing (Stockmans and Mt Colin)
- Gary Harradine – Executive Consultant (Infrastructure)
  - Infrastructure (Stockmans, Jaguar, Mt Colin)
- Ben Mensah – Principal Maintenance and Infrastructure Engineer
  - Infrastructure (Tritton and Cracow)
- Peter Smith – Executive Consultant (Permits and Approvals)
  - Permitting and approvals
- Helen Wood – Principal ESG Consultant
  - Environment, social and governance

2. Tritton

2.1 Project Description

The Tritton copper mine is located approximately 45km northwest of the township of Nyngan in central NSW. Nyngan with a population of 3,000 is the regional centre. The small village of Hermidale, population 50, is located approximately 15km to the south of Tritton. Access to the mine is via the sealed Barrier Highway from Nyngan to Hermidale and then via the sealed Yarrandale road from Hermidale to the mine site. Avoca Tank is located approximately 2km north of Tritton's now completed northeast mining operations, currently under care and maintenance, 24km northeast of Tritton Copper Mine, 7km northwest of the village of Girilambone, and approximately 55km northwest of Nyngan.

The accommodation village for the workforce is in Nyngan. The site is located on the corner of Nyngan Street and Ford Street.

Tritton operations include a cluster of polymetallic copper domain deposits with relatively good gold grades and silver contributions. Its origin is linked to the discovery of the Girilambone Cu mineralisation in 1879, mined between 1881 and 1907. Magnetic anomalies were investigated between 1963 and 1983 when Australian Selection Pty Ltd discovered 1.5 Mt of primary Cu mineralisation (1.8%) at Girilambone North.

In 1991, the Girilambone Copper Company was formed as a joint venture between Nord Pacific and Straits Resources to mine the deposit composed of several copper oxide ore deposits by open pit mining methods and SX/EW processing. Murrawombie Open-pit started operations in 1992. The Tritton mine was discovered in 1995. In 2004 the access decline was development to reach the production in 2005.

In 2002, Straits Resources acquired a stake in the mine and completed the full acquisition of Tritton operations in 2005, and in 2015 changed its name to the current Aeris Resources Limited. Tritton, Murrawombie and Avoca Tank make up much of the 2021 Ore Reserve estimate.

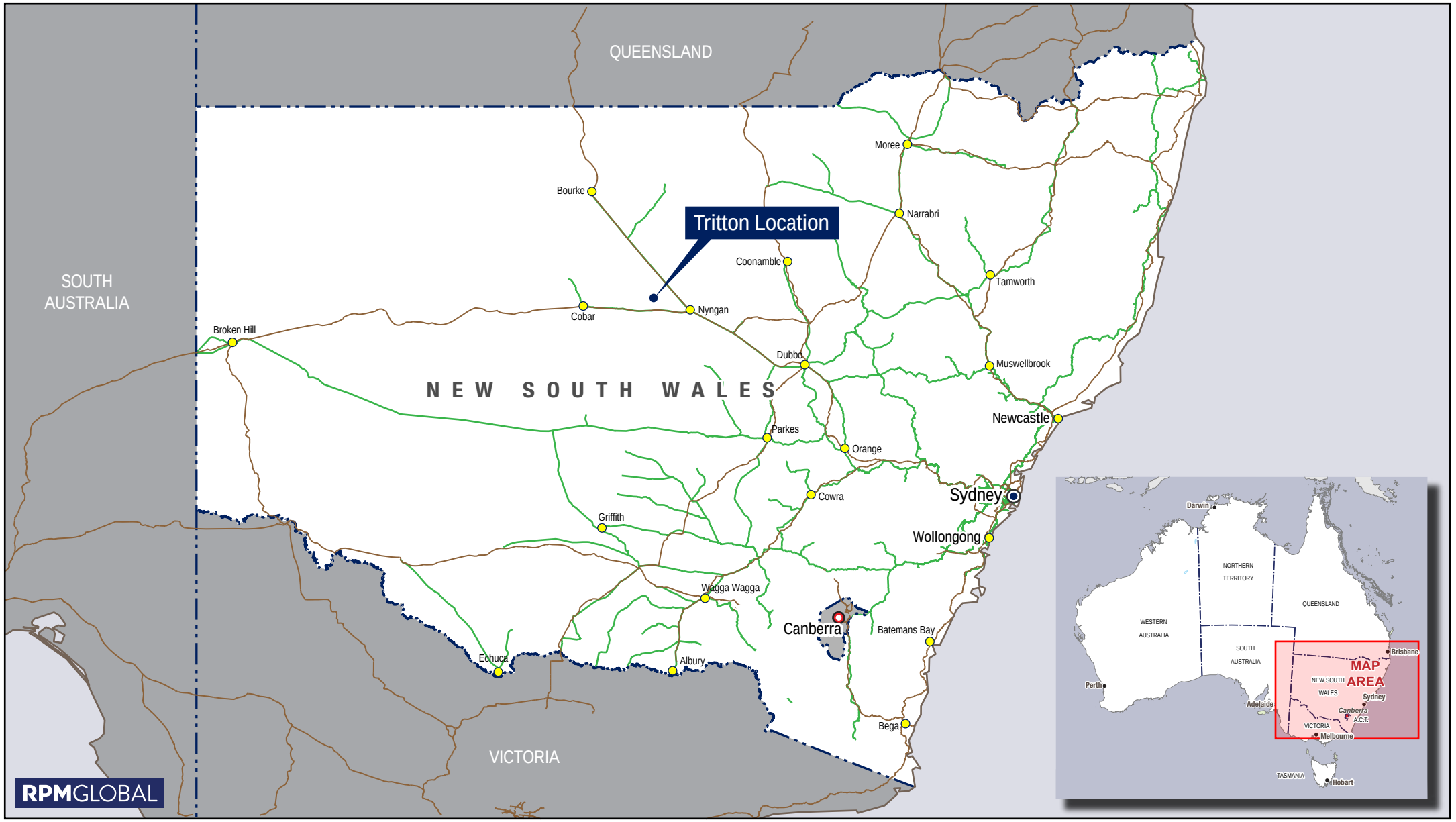
A general location plan and a plan showing illustrating the exploration and mining tenements are shows at **Figure 2-1**and **Figure 2-2**.

2.1.1 Tenements

RPM has reviewed the tenements at Tritton and concludes that all are current. **Table 2-1** shows all tenements along with the date they were granted, their expiration date as well as the authorised holding company.

Table 2-1 Tritton Operations Tenement List

Tenement	Date granted	Expiry date	Authorised Holder
ML1280	06-08-1992	05-08-2034	Tritton Resource PTY LTD
ML1383	13-01-1996	13-01-2038	Tritton Resource PTY LTD
ML1544	22-12-2003	21-12-2024	Tritton Resource PTY LTD
ML1818	05-11-2021	05-11-2042	Tritton Resource PTY LTD
MPL294	06-08-1992	05-08-2034	Tritton Resource PTY LTD
MPL295	06-08-1992	05-08-2034	Tritton Resource PTY LTD
EL4962	19/03/1996	19/03/2022	Tritton Resource PTY LTD
EL6105	28/07/2003	28/07/2024	Tritton Resource PTY LTD
EL6126	15/09/2003	14/09/2026	Tritton Resource PTY LTD
EL6346	23/11/2004	23/11/2022	Tritton Resource PTY LTD
EL6785	22/05/2007	22/05/2026	Tritton Resource PTY LTD
EL8084	10/05/2013	10/05/2023	Tritton Resource PTY LTD
EL8810	14/12/2018	14/12/2023	Tritton Resource PTY LTD
EL8987	5/06/2020	5/06/2022	Tritton Resource PTY LTD
EL9285	10/09/2021	10/09/2024	Tritton Resource PTY LTD



LEGEND

Roads
Rail
Town
State Boundary
State Capital

N

0 250 500 km

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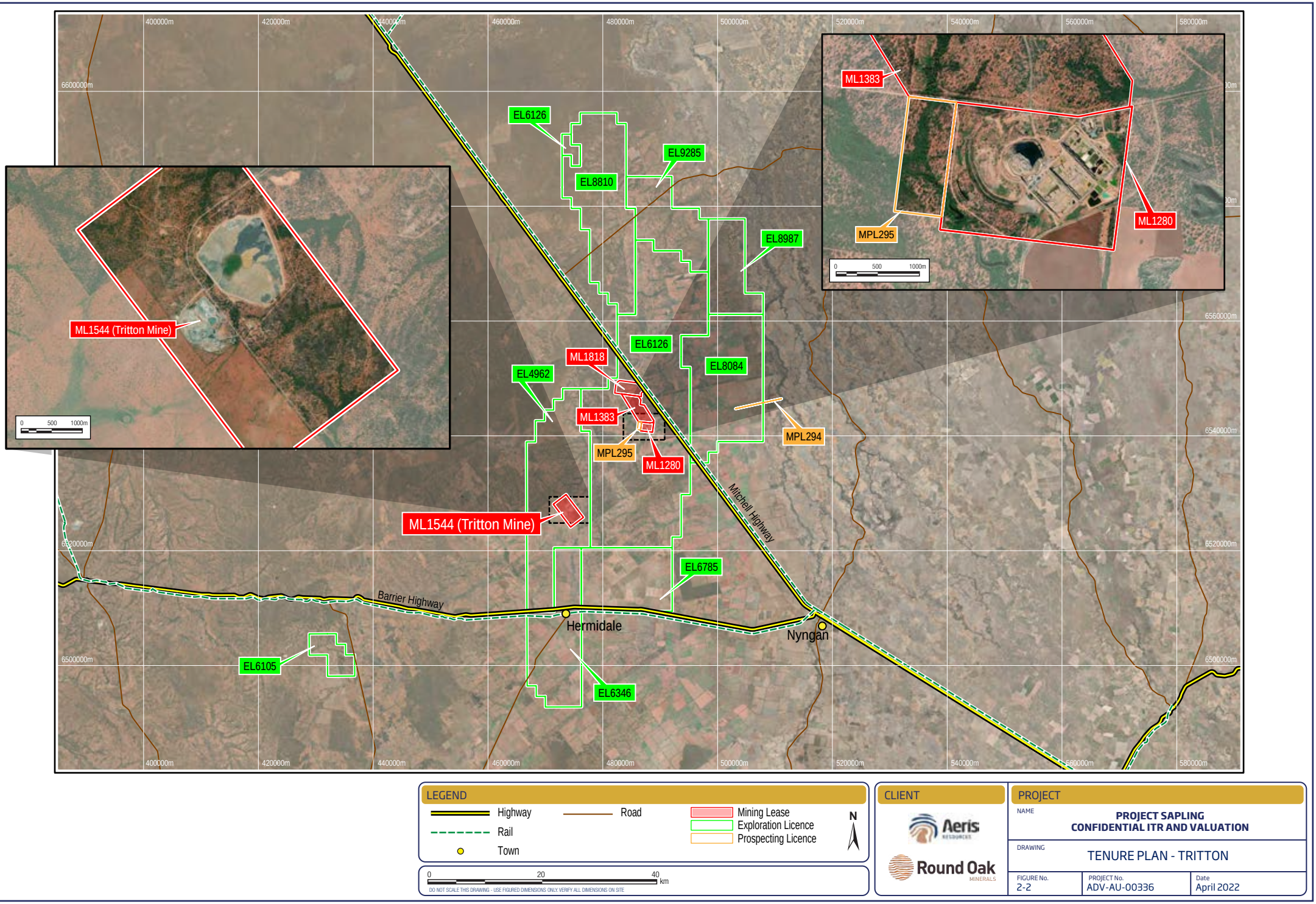
Round Oak Minerals

PROJECT

NAME
PROJECT SAPLING
CONFIDENTIAL ITR AND VALUATION

DRAWING
GENERAL LOCATION PLAN - TRITTON

FIGURE No.	PROJECT No.	Date
2 -1	ADV-AU-00336	April 2022



LEGEND

- Highway
- Road
- Rail
- Town
- Mining Lease
- Exploration Licence
- Prospecting Licence

N

0 20 40 km

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Aeris Resources

Round Oak Minerals

PROJECT

NAME: **PROJECT SAPLING**
CONFIDENTIAL ITR AND VALUATION

DRAWING: TENURE PLAN - TRITTON

FIGURE No.	PROJECT No.	Date
2-2	ADV-AU-00336	April 2022

2.2 Geology and Mineral Resources

2.2.1 Regional Geology and Mineralisation

The Tritton deposits are hosted within early to mid-Ordovician turbidite sediments, forming part of the Girilambone Group. The mineralisation is hosted within greenschist facies, deformed pelitic to psammitic sediments, and sparse zones of coarser sandstones, with some mafic sills.

Several regional deformation events are evident in the region. Sulphide mineralisation occurs at sites of dilation associated with a later ductile deformational event.

Sulphide mineralisation within the Tritton tenement package has been classed as either a structurally controlled epigenetic sulphide system or a stratiform “Besshi style” volcanogenic massive sulphide (VMS) deposit. Recent geological investigations at the Tritton and Murrawombie deposits have identified a sulphide mineralisation occurring late in the structural deformation events. There is decreasing support for the VMS model of deposit formation as understanding of the styles of the deposits improves.

Sulphide mineralisation occurs as massive, banded, stringer and disseminated pyrite +/- chalcopyrite zones. There are low levels of gold and silver associated with the mineralisation.

2.2.2 Geological Data

Data collection for all of the Tritton deposits follows current industry practice for drilling, drill collar and downhole surveying, geological logging and mapping, sampling and analysis, and collection of density data.

The orebodies are sampled by diamond drilling from the surface and underground, sampling of development headings, and reverse circulation (RC) drilling from the surface. All drill core and RC samples are logged and underground headings are mapped geologically.

The drill core is sampled by cutting in half by diamond saw and RC samples are split using a cone splitter on the RC drill rig. Samples are analysed using a three-stage Aqua Regia digest with an inductively coupled plasma (ICP) finish for all elements except gold, which is analysed by fire assay fusion with an atomic absorption spectrometry finish (AAS) at an accredited laboratory. Appropriate quality control and quality assurance are in place.

2.2.3 Modelling and Resource Estimation

The geological modelling, geostatistical analysis and resource estimation procedures employed are suitable for the Tritton styles of mineralisation, which is supported by strong reconciliation results.

Geological modelling uses logged and mapped geology and nominal copper grade shells suitable for each deposit, for example, a 0.5% Cu grade shell is used at the Tritton mine.

Geostatistical analysis using Isatis software provided suitable parameters which consider drill spacing. Mineral Resources were estimated by ordinary kriging (OK) of assays and density using Vulcan software. Not that the Constellation deposit geology was modelled using Leapfrog software. The process used to validate results is common to the industry by checking the block model, assay composites and swath plots.

2.2.4 Mineral Resources

The Mineral Resources are summarised in **Table 2-2** for all deposits as of June 2021, except for an updated Mineral Resource for Budgerygar and a maiden Mineral Resource for Constellation, both estimated in December 2021, and the Budgery Mineral Resource which was estimated in May 2010.

Table 2-2 JORC Mineral Resources for Tritton Operations

Deposit	Resource Class	Tonnes (kt)	Cu (%)	Cu (kt)	Au (g/t)	Au (koz)	Ag (g/t)	Ag (koz)
Tritton UG	Measured	3,500	1.3	45	0.1	11	3.6	400
as a Jun 2021	Indicated	840	1.2	10	0.1	2	2.3	63
	Total M+Ind	***4,400***	***1.3***	***55***	***0.1***	***13***	***3.3***	***470***
	Inferred	2,400	1.1	27	0.1	11	4.2	330
	Total	**6,800**	**1.2**	**82**	**0.1**	**24**	**3.6**	**800**
Tritton Pillars	Measured	-	-	-	-	-	-	-
(Recoverable)	Indicated	70	2.0	1	0.3	1	11.7	27
as a Jun 2021	***Total M+Ind***	***70***	***2.0***	***1***	***0.3***	***1***	***11.7***	***27***
	Inferred	-	-	-	-	-	-	-
	Total	**70**	**2.0**	**1**	**0.3**	**1**	**11.7**	**27**
Murrawombie	Measured	-	-	-	-	-	-	-
as a Jun 2021	Indicated	3,900	1.5	57	0.3	34	4.5	570
	Total M+Ind	***3,900***	***1.5***	***57***	***0.3***	***34***	***4.5***	***570***
	Inferred	610	1.4	9	0.3	6	4.2	82
	Total	**4,500**	**1.4**	**65**	**0.3**	**40**	**4.5**	**660**
Avoca Tank	Measured	-	-	-	-	-	-	-
as a Jun 2021	Indicated	770	2.9	23	0.9	21	15.6	390
	Total M+Ind	***770***	***2.9***	***23***	***0.9***	***21***	***15.6***	***390***
	Inferred	130	1.0	1	0.2	1	3.2	13
	Total	**900**	**2.6**	**24**	**0.8**	**22**	**13.8**	**400**
Budgerygar	Measured	-	-	-	-	-	-	-
as a Dec 2021	Indicated	720	1.7	12	0.4	10	10.3	240
	Total M+Ind	***720***	***1.7***	***12***	***0.4***	***10***	***10.3***	***240***
	Inferred	1,900	1.4	27	0.1	6	5.3	320
	Total	**2,600**	**1.5**	**39**	**0.2**	**15**	**6.7**	**560**
Budgery	Measured	-	-	-	-	-	-	-
as a May 2010	Indicated	1,700	1.1	19	0.1	7	-	-
	Total M+Ind	***1,700***	***1.1***	***19***	***0.1***	***7***	***-***	***-***
	Inferred	280	0.9	3	0.1	1	-	-
	Total	**2,000**	**1.1**	**22**	**0.1**	**8**	**-**	**-**
Constellation	Measured	-	-	-	-	-	-	-
as a Dec 2021	Indicated	2,300	1.3	31	0.3	21	1.3	100
	Total M+Ind	***2,300***	***1.3***	***31***	***0.3***	***21***	***1.3***	***100***
	Inferred	1,000	1.5	16	0.4	15	2.4	81
	Total	**3,300**	**1.4**	**47**	**0.3**	**36**	**1.7**	**181**
Total	Measured	3,500	1.3	45	0.1	11	3.6	400
	Indicated	10,300	1.5	153	0.3	96	4.1	1,390
	Total M+Ind	***13,860***	***1.4***	***198***	***0.3***	***107***	***4.0***	***1,797***
	Inferred	6,320	1.3	83	0.2	40	4.0	826
	Total	**20,170**	**1.4**	**272**	**0.2**	**140**	**4.0**	**2,538**

2.2.5 Tritton Mine

Local Geology and Mineralisation

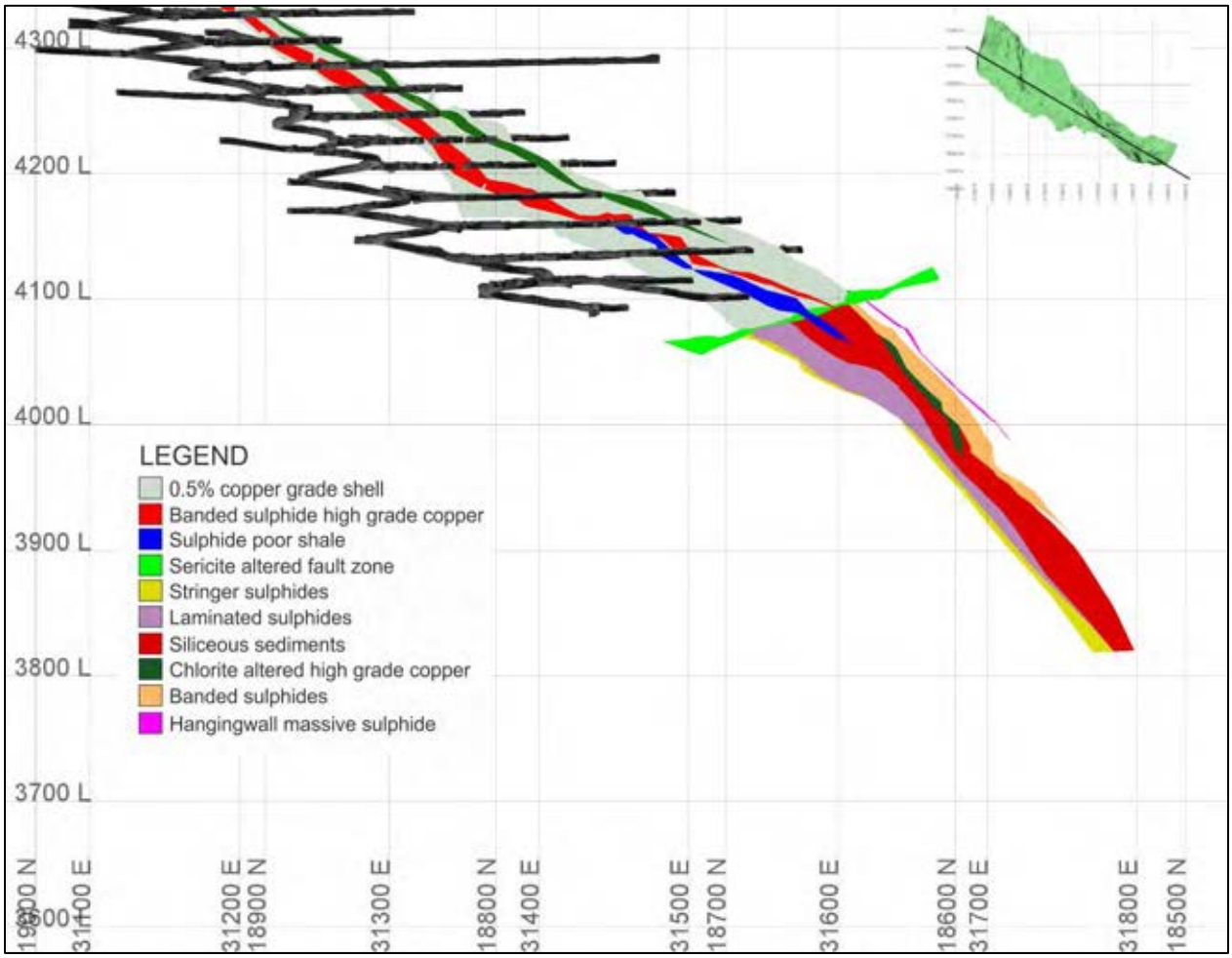
The host Girilambone Group sediments are turbidite lithologies ranging from shale, siltstone, fine-grained and medium-coarse grained sandstones. Occasional mafic sills intrude the sediment package.

The Tritton deposit plunges shallowly to the southeast.

Sulphide mineralisation is dominated by massive, banded, and stringer pyrite +/- chalcopyrite, with a relatively consistent massive pyrite – chalcopyrite unit along the hanging wall contact. Alteration assemblages adjacent to mineralisation are characterized by an ankerite/chlorite footwall and silica sericite hanging wall.

Figure 2-3 shows a cross-section through the Tritton mineralised system showing the updated domaining strategy applied to the January 2021 resource model.

Figure 2-3 Geological Long Section Through Tritton Deposit



Note: Cross-section looking north.

Modelling and Resource Estimation

The copper grade at the Tritton mine has been falling with depth, so a new model has been produced which defines high-grade lenses within a low-grade zone. The mineralisation is still open at depth below 1400 m below the surface, but remains poorly tested due to a lack of suitable drill positions.

Mineral Resources

The classification of Mineral Resources was based on confidence in the geological interpretation, drilling density and underground development (where applicable) and is as follows:

- Measured Resources 20 m x 20 m drill spacing.
- Indicated Resources 40 m x 40 m drill spacing.
- Inferred Resources South Wing deposit and down plunge from main Tritton orebody Indicated Resources to the extent of the deepest drilling.

The Tritton Mineral Resources as of the 30th of June 2021 are outlined in **Table 2-3**.

Table 2-3 JORC Mineral Resources for Tritton Mine as at June 2021

Deposit	Resource Class	Tonnes (kt)	Cu (%)	Cu (kt)	Au (g/t)	Au (koz)	Ag (g/t)	Ag (koz)
Tritton UG	Measured	3,500	1.3	45	0.1	11	3.6	400
	Indicated	840	1.2	10	0.1	2	2.3	63
	Total M+Ind	***4,400***	***1.3***	***55***	***0.1***	***13***	***3.3***	***470***
	Inferred	2,400	1.1	27	0.1	11	4.2	330
	Total	**6,800**	**1.2**	**82**	**0.1**	**24**	**3.6**	**800**
Tritton Pillars (Recoverable)	Measured	-	-	-	-	-	-	-
	Indicated	70	2.0	1	0.3	1	11.7	27
	Total M+Ind	***70***	***2.0***	***1***	***0.3***	***1***	***11.7***	***27***
	Inferred	-	-	-	-	-	-	-
	Total	**70**	**2.0**	**1**	**0.3**	**1**	**11.7**	**27**

Note: Cut-off grade 0.6% Cu. Mineral Resources are inclusive of Ore Reserves.

2.2.6 Murrawombie Mine

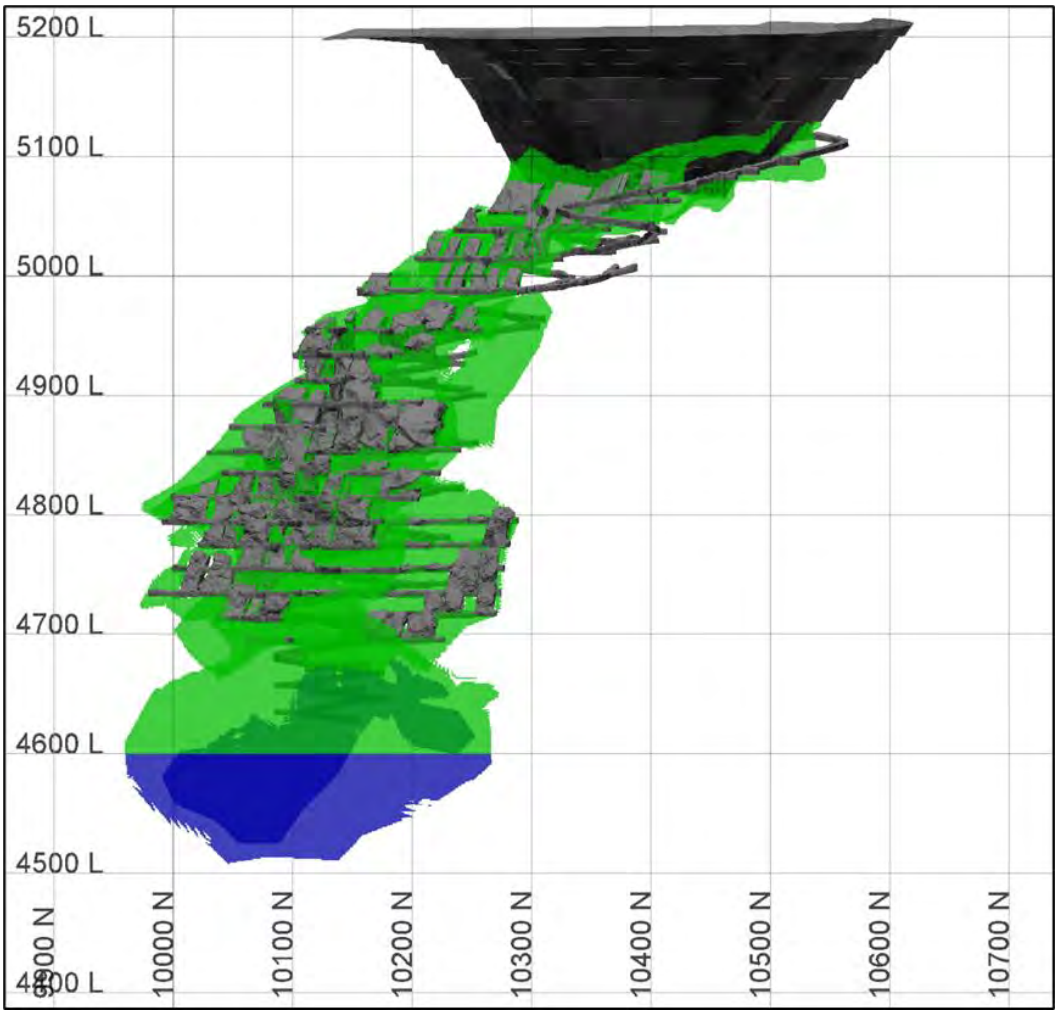
Local Geology and Mineralisation

The host Girilambone Group sediments are turbidite lithologies ranging from shale, siltstone, fine-grained and medium-coarse grained sandstones. Occasional mafic sills intrude the sediment package. Post-mineralisation north-south striking graphitic faults are sub-parallel to the orebody lenses and create complexity in the orebody distribution.

As at Tritton, the Murrawombie deposit plunges shallowly to the southeast and consists of several elongate sulphide lenses defined by a long down dip axis (+300 m), a shorter strike (100 m to 150 m) and thickness (≤30 m). Eleven sulphide lodes have been discovered at Murrawombie, with the 102, 105 and 108 lodes the largest discovered to date. Sulphide mineralisation varies from massive pyrite +/- chalcopyrite to erratic stringers of pyrite/chalcopyrite. The ore lenses pinch and swell, partly a result of the bounding graphitic fault zones, which also constrain the northern strike extensions of the Murrawombie mineralised system.

The orebodies are accessed by a decline from the old open pit. **Figure 2-4** shows a long section view of the Murrawombie open pit with underground workings and the Mineral Resources.

Figure 2-4 Geological Long Section Through Murrawombie Deposit



Note: Open pit and underground workings (grey), Indicated (green) and Inferred Resources (blue)

Modelling and Resource Estimation

The geological modelling was carried out using logged geology and a nominal 0.5% Cu grade.

Mineral Resources

The classification of Mineral Resources was based on confidence in the geological interpretation, drilling density and underground development (where applicable) and is as follows:

- There are no Measured Resources due to the lack of confidence in lode continuity due to the lensoidal nature.
- Indicated Resources 20 m x 20 m to 40 m x 40 m drill spacing.
- Inferred Resources 40 m x 60 m drill spacing, below the 4,600m RL.

Murrawombie Mineral Resources as of the 30th of June 2021 are shown in **Table 2-4**.

Table 2-4 JORC Mineral Resources for Murrawombie Mine as at June 2021

Resource Class	Tonnes (kt)	Cu (%)	Cu (kt)	Au (g/t)	Au (koz)	Ag (g/t)	Ag (koz)
Measured	-	-	-	-	-	-	-
Indicated	3,900	1.5	57	0.3	34	4.5	570
Total M+Ind	***3,900***	***1.5***	***57***	***0.3***	***34***	***4.5***	***570***
Inferred	610	1.4	9	0.3	6	4.2	82
Total	**4,500**	**1.4**	**65**	**0.3**	**40**	**4.5**	**660**

Note: At a 0.6% Cu cut-off grade. Mineral Resources are inclusive of Ore Reserves.

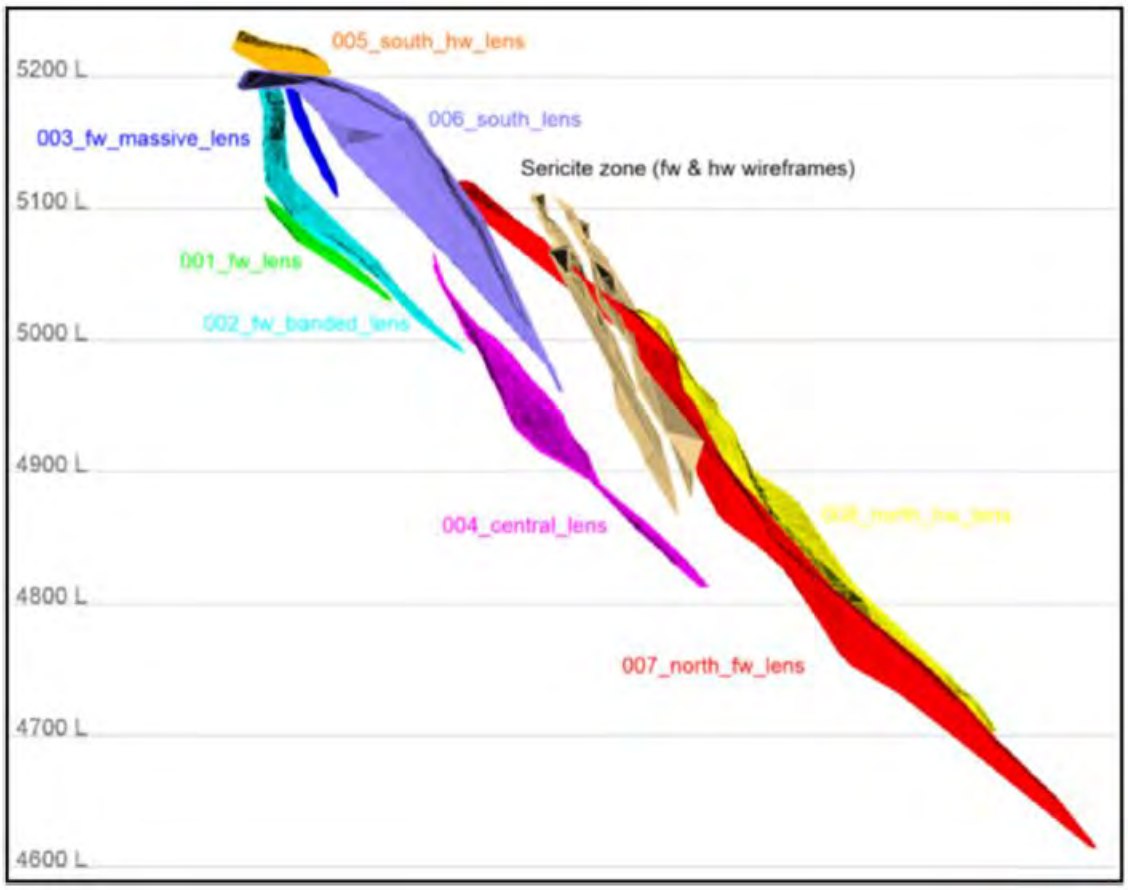
Note, the Mineral Resource in and around the old open pit is assumed to be all primary sulphide ore. Some of this drilling is pre-1992 percussion drilling, which, if open hole, may be less reliable than the RC and diamond drilling. Reviews show there is the possibility for some oxide mineralisation, but this appears to be limited. A study is planned for an extension to the open pit, which will define the oxide mineralisation. Murrawombie has an existing heap leach facility that can treat any oxide ore mined.

2.2.7 Budgerygar Mine

Local Geology and Mineralisation

The Budgerygar deposit is located several hundred metres to the north of the Tritton deposit. The mineralisation is similar to that at Tritton, though not as massive. It consists of several lenses with a shallow plunge to the southeast (**Figure 2-5**).

Figure 2-5 Geological Cross-Section Showing Budgerygar Ore Lenses



Note: oblique view looking northwest

Modelling and Resource Estimation

The mineralised lodes are defined by logging data and a 0.5% Cu grade shell. Recent improvements use kriged density measurements rather than a default density.

Mineral Resources

The classification of Mineral Resources was based on confidence in the geological interpretation and drill density and is as follows:

- There are no Measured Resources due to the lack of close-spaced drilling.
- Indicated Resources 40 m x 40 m drill spacing and restricted to above 4,960m RL.
- Inferred Resources 80 m x 80 m drill spacing, below the 4,960m RL, and no recent drilling.

Budgerygar Mineral Resources as of the 30th of June 2021 are shown in **Table 2-5**.

Table 2-5 JORC Mineral Resources for Budgerygar Mine as at December 2021

Resource Class	Tonnes (kt)	Cu (%)	Cu (kt)	Au (g/t)	Au (koz)	Ag (g/t)	Ag (koz)
Measured	-	-	-	-	-	-	-
Indicated	720	1.7	12	0.4	10	10.3	240
Total M+Ind	***720***	***1.7***	***12***	***0.4***	***10***	***10.3***	***240***
Inferred	1,900	1.4	27	0.1	6	5.3	320
Total	**2,600**	**1.5**	**39**	**0.2**	**15**	**6.7**	**560**

Note: Cut-off grade 0.8% Cu. Mineral Resources are inclusive of Ore Reserves.

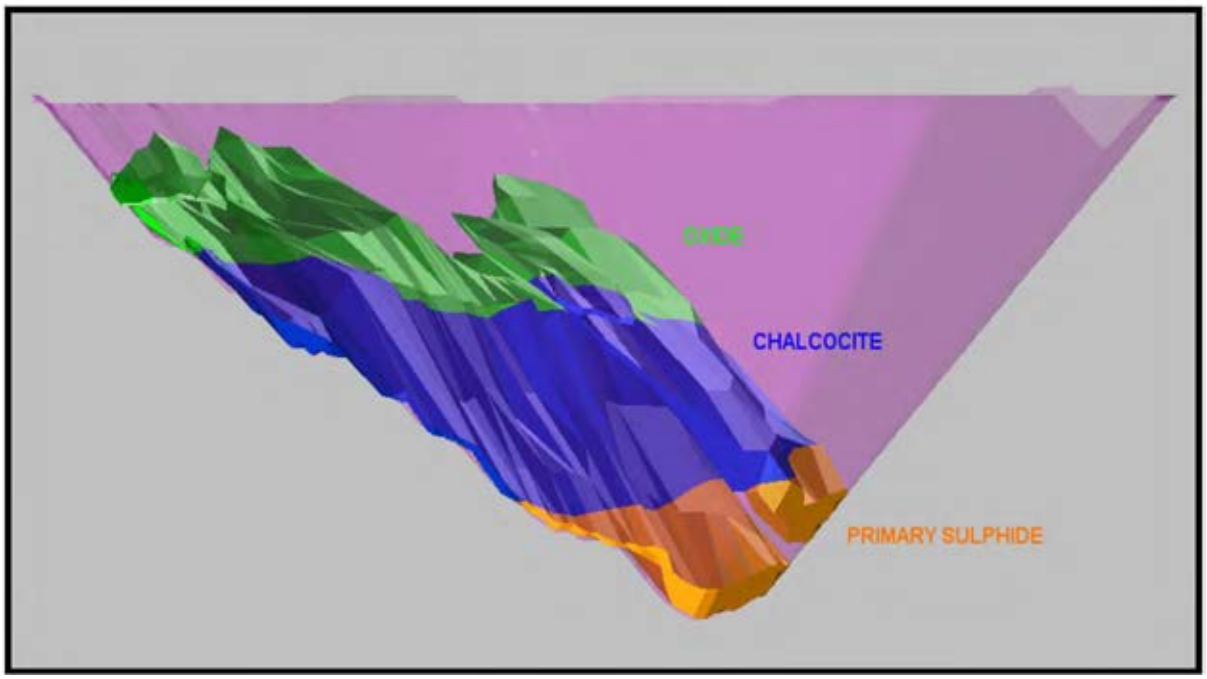
2.2.8 Budgery Project

Local Geology and Mineralisation

The Budgery deposit is 15 km south of the Tritton mine site in an area with limited outcrop. The host rocks are lower greenschist facies pelites and psammopelites of the Girilambone Formation with hanging wall and footwall mafic sills as at the Tritton mine. There is also a quartz-magnetite-hematite horizon associated with the top of the primary mineralisation at depth, similar to Tritton.

A zone of oxide copper mineralisation, consisting of malachite and azurite, sits above a supergene chalcocite zone, which overlies primary banded and laminated pyrite chalcopyrite mineralisation. The sheeted mineralisation plunges shallowly to the southeast.

Figure 2-6 Cross-Section Through the Budgery Proposed Open Pit Showing Ore Types



Modelling and Resource Estimation

The deposit was drilled from 2000-2010 with the completion of 64 RC holes and 14 diamond drill holes, forming the basis of the Mineral Resource estimate. No drilling has been completed since and therefore, the resource is not to JORC 2012. Average densities are applied to each ore type.

Mineral Resources

There is no detail for the basis of the classification of Mineral Resources; however, the drill spacing is generally 25 m x 30 m.

Budgerygar Mineral Resources as of May 2010 are summarised in **Table 2-6**.

Table 2-6 JORC Mineral Resources for Budgery Mine as at May 2010

Deposit	Resource Class	Tonnes (kt)		Cu (%)	Cu (kt)	Au (g/t)	Au (koz)
Budgery above 80m RL (pit 13 base)	Measured	-		-	-	-	-
	Indicated	1,310		1.2	15.8	0.15	6.3
	Total M+Ind	***1,310***		***1.2***	***15.8***	***0.15***	***6.3***
	Inferred	120		1.1	1.3	0.16	0.5
	Total	**1,430**		**1.2**	**17.1**	**0.15**	**6.8**
Budgery below 80m RL (pit 13 base)	Measured	-		-	-	-	-
	Indicated	430		0.8	3.2	0.07	0.9
	Total M+Ind	***430***		***0.8***	***3.2***	***0.07***	***0.9***
	Inferred	160		0.7	1.2	0.00	0.0
	Total	**590**		**0.7**	**4.4**	**0.05**	**0.9**
Total		**2,020**		**1.1**	**21.5**	**0.12**	**7.7**

Note: Cut-off 0.3% Cu. Mineral Resources are inclusive of Ore Reserves.

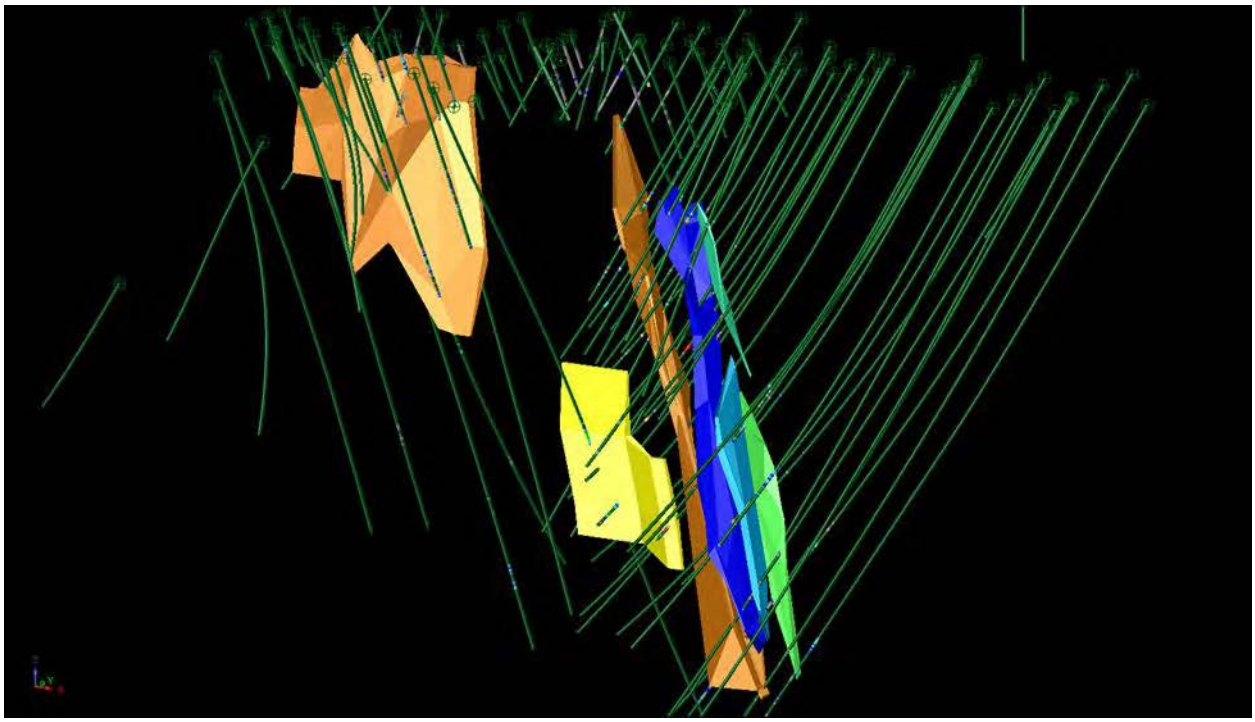
2.2.9 Avoca Tank Project

Local Geology and Mineralisation

The Avoca Tank deposit is located 2 km north of the completed northeast mining operations, from which an access drive is in progress.

The Avoca Tank deposit is hosted in the same Girilambone Formation as the other deposits at Tritton, however, there is a significant mafic complex in the footwall and a dominant psammite horizon in the hanging wall. A quartz-magnetite-hematite horizon is present above the orebody, which is common to most of the Tritton deposits. Avoca Tank has been interpreted as a volcanogenic massive sulphide deposit and has been modelled accordingly. The several ore lenses plunge moderately to steeply southeast and have complex geometries (**Figure 2-7**).

Figure 2-7 Avoca Tank Mineralisation Solids



Note: Section looking northwest

More recent reviews have interpreted the mineralisation as late epigenetic and modelling has been revised, which provides a better match with the downhole electromagnetic plates (DHEM).

Modelling and Resource Estimation

The current geological model has not been updated with the new interpretation and remains based on a VMS-type of deposit.

Mineral Resources

There is no detail for the basis of the classification of Mineral Resources, however, the drill spacing is generally 40 m x 20 m to 40 m x 40 m.

Avoca Tank Mineral Resources as of 31st December 2013 are shown in **Table 2-7**.

Table 2-7 Avoca Tank Mineral Resource as at June 2021

Resource Class	Tonnes (kt)	Cu (%)	Cu (kt)	Au (g/t)	Au (koz)	Ag (g/t)	Ag (koz)
Measured	-	-	-	-	-	-	-
Indicated	770	2.9	23	0.9	21	15.6	390
Total M+Ind	***770***	***2.9***	***23***	***0.9***	***21***	***15.6***	***390***
Inferred	130	1.0	1	0.2	1	3.2	13
Total	**900**	**2.6**	**24**	**0.8**	**22**	**13.8**	**400**

Note: Cut-off grade 0.6% Cu. Mineral Resources are inclusive of Ore Reserves.

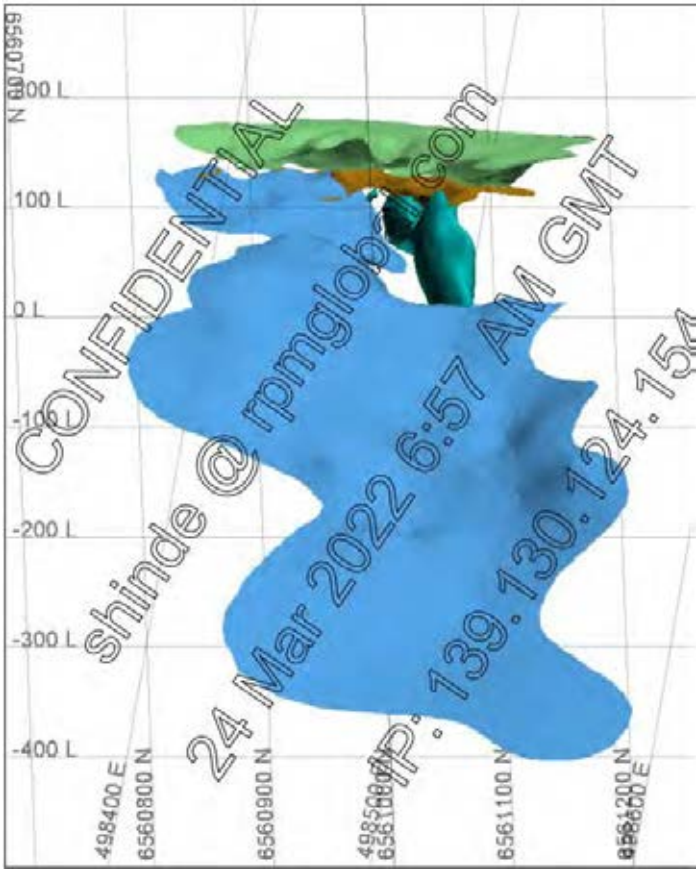
2.2.10 Constellation Project

Local Geology and Mineralisation

The Constellation deposit is hosted in the same Girilambone Formation as the other deposits at Tritton. A malachite and azurite bearing oxide mineralised zone sits close to the surface and overlies a supergene enriched zone containing primarily chalcocite (**Figure 2-8**). Below these zones there are two primary sulphide mineralised zones with massive, banded, and disseminated sulphides of pyrite and chalcopyrite. The 'Thick' zone is steeply dipping and the 'Flat' zone has a shallow plunge to the southeast. Copper sequential assays allow the definition of each zone.

The drilling is predominantly RC in the oxide zone, a mixture of RC and diamond drilling in the supergene zone, and mostly diamond drilling in the primary zones.

Figure 2-8 Long-Section View Showing Ore Types



Note: oxide (light green), supergene (brown), thick primary (bottle green) and flat primary (light blue).

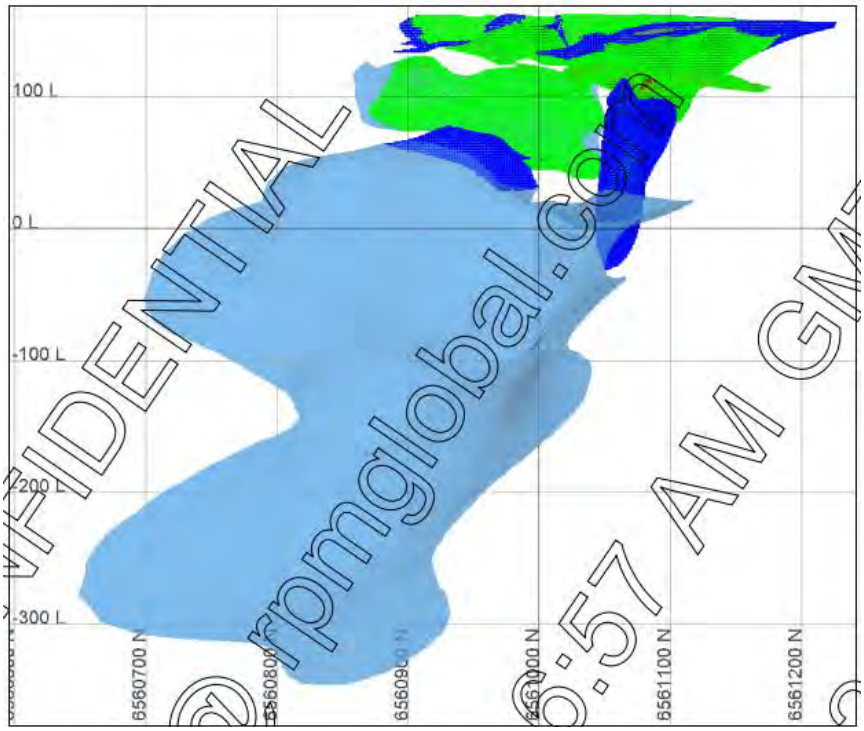
Modelling and Resource Estimation

The geological model used Leapfrog grade shells at grades of 0.1% Cu for the oxide and supergene mineralisation and 0.3% Cu for the primary mineralisation.

Mineral Resources

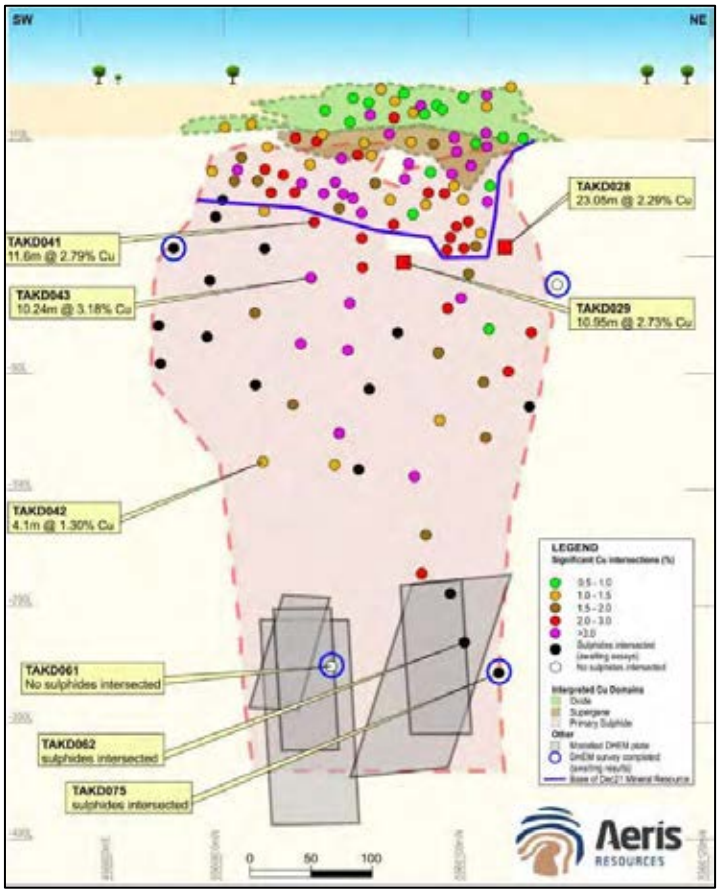
The Mineral Resources are defined by the pit shell, with the outlying mineralisation of predominantly the Flat zone classified as an Exploration Target (**Figure 2-9**). However, the exploration target is well drilled (**Figure 2-10**), appears to have a well-defined geological model, has a mining study for an underground operation, and is of a higher confidence than an Exploration Target and almost equivalent to Inferred. Based on this, 3.3Mt of the best-defined part of the Exploration Target has been incorporated into the financial model by Aeris, with RPM applying appropriate discounting factors on the basis it is, at best, at the level of an Inferred Resource.

Figure 2-9 Long-Section View of Constellation Mineral Resources



Note: Indicated (green), Inferred (dark blue), Unclassified (light blue)

Figure 2-10 Long-Section View of Constellation with Drill Intercepts and DHEM Plates



The classification of Mineral Resources was based on confidence in the geological interpretation and drilling density and is as follows:

- There are no Measured Resources due to the lack of close-spaced drilling.
- Indicated Resources 40 m x 40 m drill spacing.
- Inferred Resources up to 80 m x 80 m drill spacing.

The Constellation Mineral Resources are defined by the pit design and were estimated as of the 31st of December 2021 (**Table 2-8**).

Table 2-8 Constellation Mineral Resources as at December 2021

Deposit	Resource Class	Tonnes (kt)	Cu (%)	Cu (kt)	Au (g/t)	Au (koz)	Ag (g/t)	Ag (koz)
Constellation	Measured	-	-	-	-	-	-	-
	Indicated	2,300	1.3	31	0.3	21	1.3	100
	Total M+Ind	***2,300***	***1.3***	***31***	***0.3***	***21***	***1.3***	***100***
	Inferred	1,000	1.5	16	0.4	15	2.4	81
	Total	**3,300**	**1.4**	**47**	**0.3**	**36**	**1.7**	**181**

Note: Cut-off grades are 0.2% Cu (Oxide), 0.3% Cu (Supergene) and 0.3% Cu (Primary). Mineral Resources are inclusive of Ore Reserves.

The Oxide Resource is 1.4Mt @ 0.4% Cu, 0.2g/t Au and 0.8g/t Ag at a 0.2% Cu cut-off grade.

The Supergene Resource is 0.5Mt @ 3.4% Cu, 0.3g/t Au and 1.2g/t Ag at a 0.3% cut-off grade.

The Primary Sulphide Resource is 1.4Mt @ 1.6% Cu, 0.5g/t Au and 2.8g/t Ag at a 0.3% cut-off grade.

Aeris has defined the Exploration Target as 6-8Mt @ 1.7-2.2% Cu. The Flat Primary Domain has 7.1Mt @ 1.97% Cu at a 0.8% cut-off grade.

3.3Mt @ 2.01% Cu and 0.59g/t Au from this Exploration Target has been incorporated into the LOMP by Aeris.

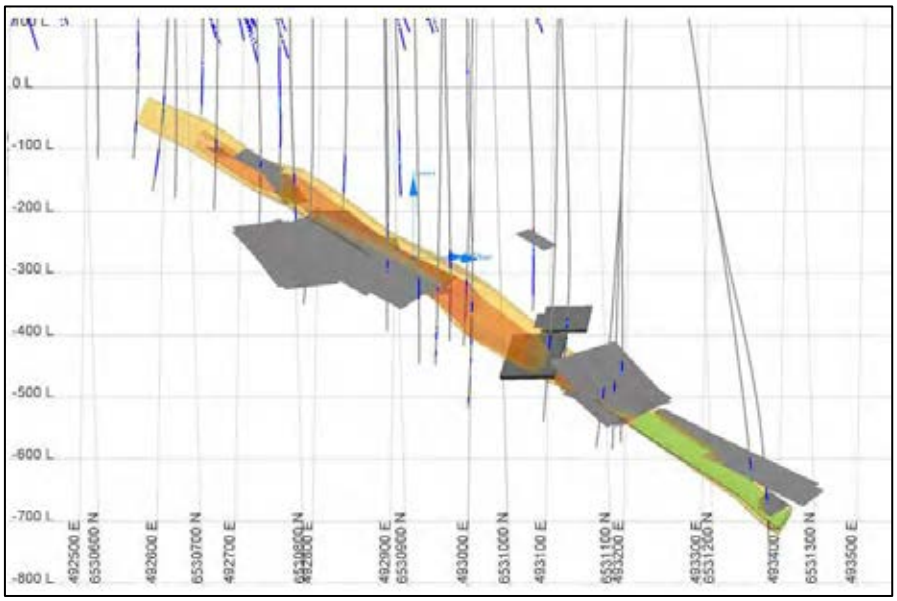
1.7Mt @ 2.43% Cu, 0.4g/t Au and 10.0g/t Ag from this Exploration Target has been incorporated into the LOMP by Aeris.

2.2.11 Kurrajong Project

Local Geology and Mineralisation

The Kurrajong deposit is 19 km east of the Tritton mine and is hosted in the same Girilambone Formation as the other deposits at Tritton. The mineralisation contains chalcopyrite-pyrrhotite-pyrite and occurs as massive sulphide on the southern strike extension, passing into banded and stringer, and then disseminated mineralisation to the north. The top of the deposit is approximately 150 m below the surface and has a shallow plunge to the southeast.

Figure 2-11 Long-Section of Kurrajong with Drilling and DHEM Plates Looking North



Note: Long-section looking approximately north.

Modelling and Resource Estimation

The mineralisation is reasonably well-constrained by diamond drilling and has been modelled using geology, copper grade and the numerous DHEM plates. The modelled DHEM plates have been very accurate in defining the mineralisation and were used successfully in guiding the drill targeting.

Mineral Resources

The deposit has been classed as an Exploration Target of 2-4Mt @ 1.5-2.0% Cu. The mineralisation has been modelled and has a mining study and is close to being classified as an Inferred Resource.

Based on the block model, the massive sulphide domain is 1.2Mt @ 3.75% Cu and the Banded Domain is 1.9Mt @ 1.1% Cu.

The mining study estimated a cut-off grade of 1.22% Cu based on modifying factors and economic parameters and generated 1.54Mt @ 3.32% Cu.

Part of this Exploration Target has been incorporated into the financial model for valuation, with appropriate discounting factors.

2.2.12 Deposits Considered for Evaluation by Cash Flow Methods

In addition to the Ore Reserves, the Measured, Indicated and Inferred Mineral Resources were incorporated by Aeris into the LOMP for the Tritton deposits with appropriate modifying factors. In addition, some Unclassified Exploration Target inventory from Constellation Underground and Kurrajong Underground, and Exploration Target (or "Exploration Success") material from the other deposits have also been included by Aeris in the LOMP.

The additional inventory noted above has variable confidence levels, and there is no guarantee it will all be recognised. Removing or factoring this inventory would lead to an impractical mining schedule and increase unit costs.

For all Tritton projects, there is limited drilling to support the Exploration Targets. Still, history has shown that the Tritton style of orebodies is very continuous down plunge, so there is potential to add more Mineral Resources.

Although we are not dealing with classifying a Mineral Resource, RPM believes the JORC requirement of "reasonable prospects for eventual economic extraction" can still be applied here in a sense. Therefore the above factors do attempt to apply that.

In summary, applying the above range and preferred factors to the annual cash flows accounts for the confidence in each inventory category in the financial model will allow the determination of a DCF Valuation.

2.2.13 Conclusions

RPM carried out checks of the Mineral Resources for each deposit, which, in most cases, returned the same tonnages and grades. The exceptions were minor inclusions of some remnant pillars at Murrawombie, and rounding effects. For Domain 50 at Avoca Tank, the slight difference in results was unexplained; however, this is an Inferred Resource and not material.

The collection and management of data, geostatistical analysis, geological modelling, and resource estimation practices for all Tritton deposits meet current mining industry practices.

The geology of the ore deposits is well-understood, though some modifications are likely to be made based on current and future drilling, particularly for Avoca Tank, Kurrajong and Constellation.

Additional exploration and evaluation are required to advance the open pit potential of Budgery and Murrawombie, as some of the drilling is historical, and, to some extent, copper species (which define how the ore is processed) have not been adequately defined.

There is down-plunge potential for most deposits, though, in some cases, there will be some economic and logistical constraints, and potential for other orebodies to be discovered adjacent to existing orebodies. The history at the Tritton mines has been of continued additions to Mineral Resources as underground sites are made available for exploration drilling as mining advances.

The Kurrajong and Constellation Exploration Targets are close to being defined as Inferred Resources, and RPM believes planned drilling will confirm this upgrade in classification. As both these projects have had mining studies producing mining schedules, some of the inventory was incorporated by Aeris into the financial model; RPM has factored this inventory accordingly.

RPM notes that all sulphide ores will be trucked to the Tritton processing facility and the processing plans for the various oxide ores are not finalised.

The key geological risks for the Tritton Mineral Resources are upgrading existing Inferred Resources and Exploration Targets by infill drilling.

From a Valuation perspective, there is the scheduling of Inferred Resources and Unclassified material in the LOMP. RPM suggests that this inventory should be factored by Mineral Resource or Exploration Target category as proposed in **Section 1.8** of this report. These factors should be applied at the annual cash flow stage in the financial model to determine a value by DCF. This will avoid factoring the annual mine production, which would produce an unrealistic mining schedule and cause unit costs to be unrealistically high.

2.3 Mining and Ore Reserves

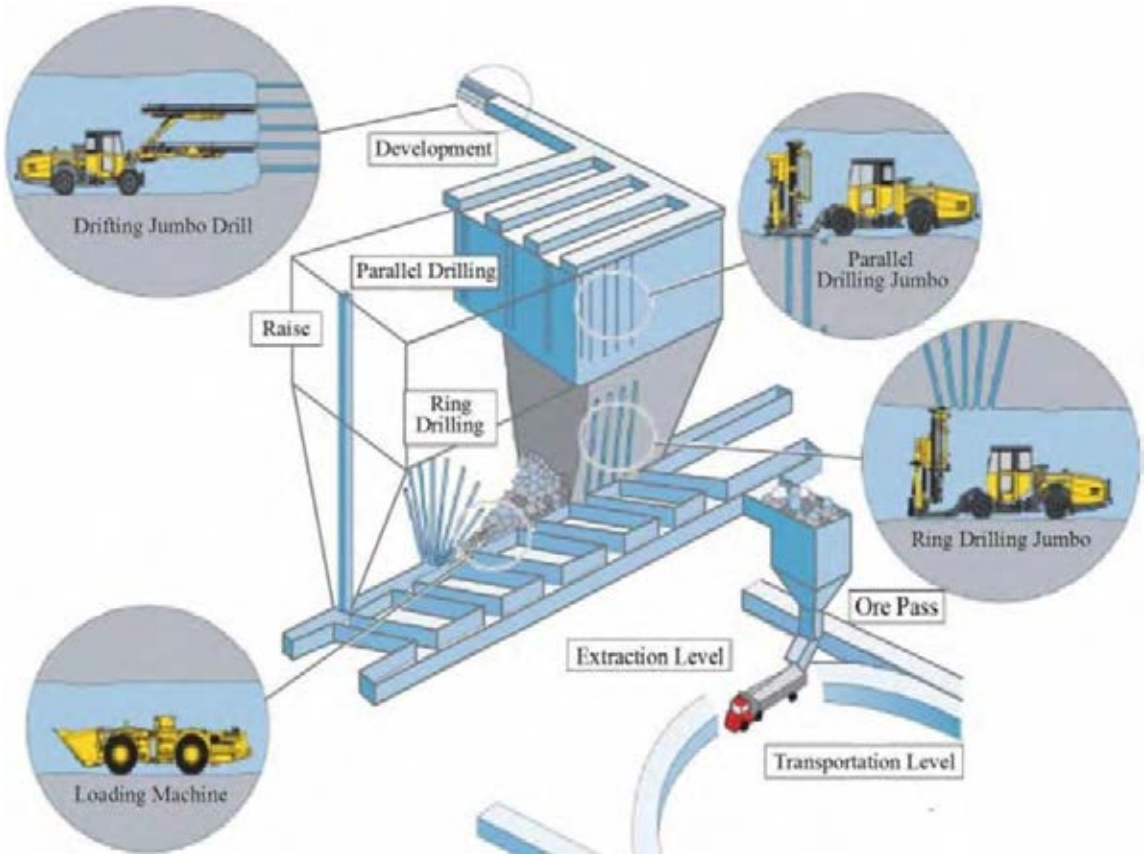
2.3.1 Mining Method

Ore Extraction

Mining operations at Tritton generally employ a sub-level open stoping mining method. This method is generally applied to orebodies of width between 5 and 30 meters and ideal dip between 60 and 90 degrees; however, orebodies above 45 degrees are also extracted via SLOS. It requires vast development at a relatively high capital expenditure. However, as much of the development is in ore, the direct operating costs are comparatively low.

Orebodies are accessed from various sublevels at subintervals between the primary haulage levels spanning 15 to 60 metres. Stopes are drilled from the drilling drifts on the sublevels, and the ore is blasted in slices towards a vertical open face. The blasted ore gravitates to the bottom of the stope and is collected through a drawpoint. A schematic of the SLOS mining method is show as **Figure 2-12**.

Figure 2-12 Sub-Level Open Stoping Mining Method Schematic

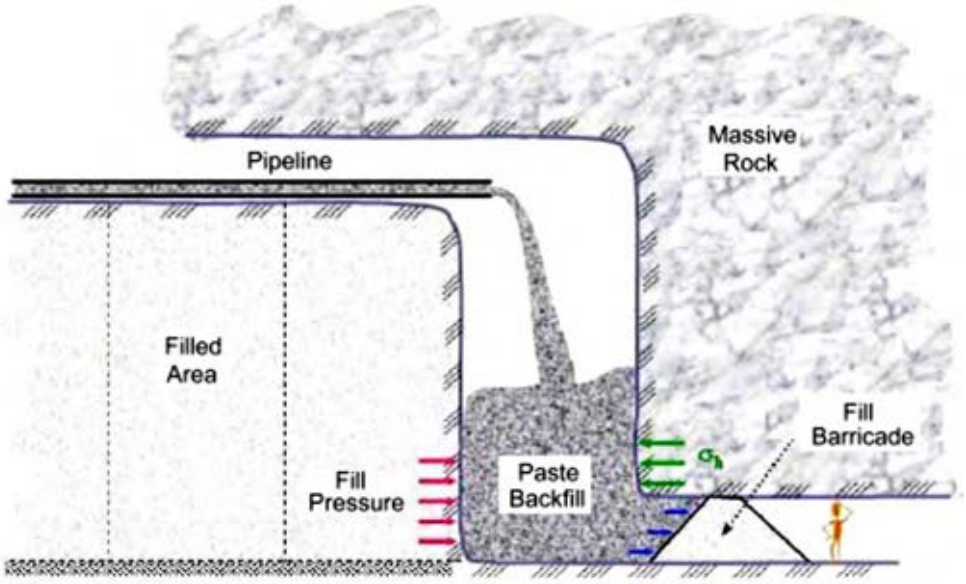


Back Filling

Paste Backfilling incorporates a process where tailings are dewatered to generally >65% solids (by weight) and pumped underground, generally by positive displacement pumps. The paste has a homogenous appearance and produces a measurable slump (visible when released from a cone-shaped slip mould (Abrams)). When the paste is deposited underground, there is little to no bleeding of the contained water.

This strategy is used in those assets close to processing facilities and is illustrated in **Figure 2-13.**

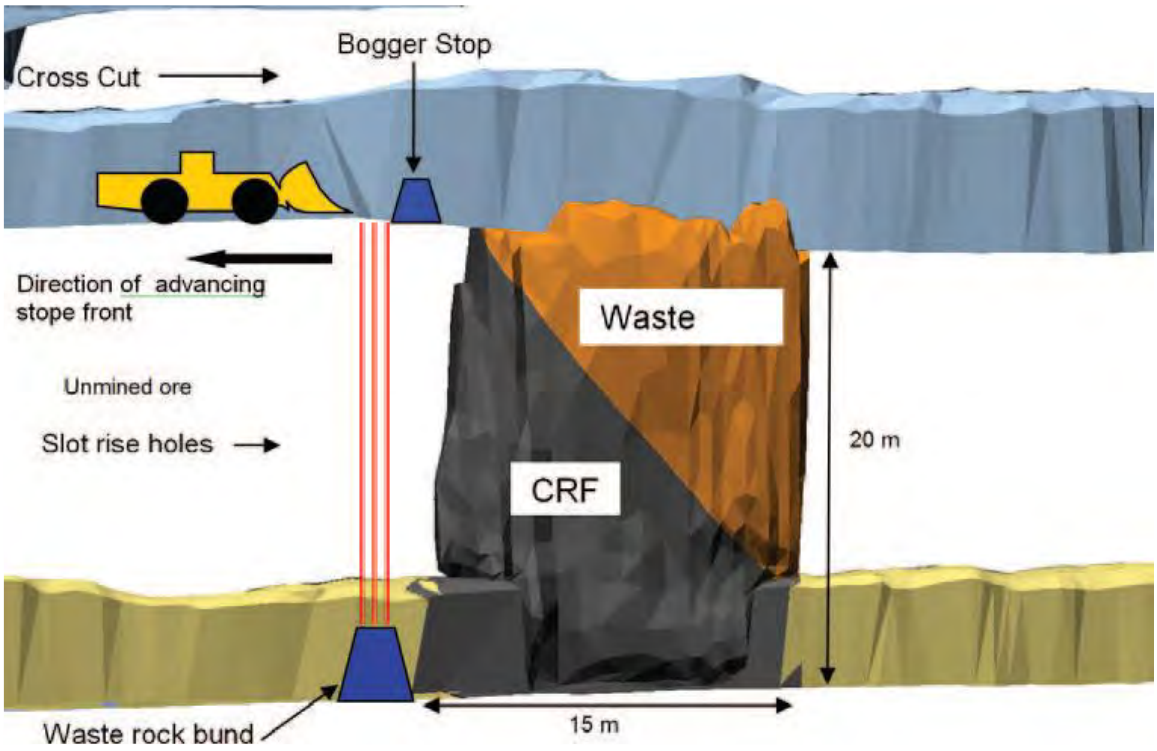
Figure 2-13 Paste Back Fill Schematic



Rock backfill (RBF) can be described as a technology for the transportation of backfill forming components such as stone, gravel, soil, industrial solid waste using manpower, gravity or machinery equipment to fill underground mined voids. Backfill materials are usually produced from waste rocks by crushing, sieving and mixing by machinery equipment by taking the particle size distribution pattern into account.

Cementation of rock fill (CRF) is generally conducted by the development of special mixing bays which are built close to the access to the voids. LHD drop the rock in the bay, cement truck drop cement, an LHD mix the material in the bay and pour it in the void. This process is illustrated in **Figure 2-14.**

Figure 2-14 Rock Back Fill and Cemented Rock Back Fill Schematic



2.3.2 Geotechnical Parameters and Design Criteria

Due to the underground nature of the majority of Aeris resources operations, the geotechnical features of the deposits are a permanent source of risks and monitoring. Tritton operations have full-time onsite geotechnical engineers to provide input into the mine design, execution, and management to mitigate the geotechnical challenges. Risks control is proactively approached by the multidisciplinary evaluation of new productive areas, where geotechnical approval is mandatory to start activities.

The Tritton operations has a comprehensive Ground Control Management Plan (GCMP) developed by independent consultants. The plan includes a good level of 3D modelling of the main regional structures, stress, rock mass characterisation, design analysis for production and development and ground control numerical modelling. In the opinion of RPM Global, the GCMP is of good quality to manage and mitigate geotechnical risks, yet a continuous (yearly based) review and updating is recommended.

Most new projects in the Tritton operation district have completed good geotechnical assessments developed by external consultants or preliminary recommendations done by Aeris experts. However, no geotechnical assessment has yet been made for Kurrajong, and stope parameters are purely conceptual. RPM recommends reviewing and upgrading geotechnical assessments of the new projects at a feasibility study level.

2.3.3 Cut-Off Grade Analysis and Economic Limits of Extraction

Tritton is a polymetallic copper domain deposit with relatively good gold grades and silver contribution. However, the cut off grade is calculated solely based on copper contained.

The cut-off grade for Tritton operations was calculated using the vales in **Table 2-9** and **Table 2-10**.

Table 2-9 Tritton Cut-Off Grade: Technical and Operational Variables

Item	Unit	Value
Concentrate Grade	% Cu	21.2%
Unit Deduction	%	1.0%
Refining Charge	USDc/lb Cu	9.73
Treatment Charge	USD/t conc	98.20
Assay & Management	USD/t conc	3.00
Concentrate Handling		
Conc Moisture content	%	9%
Assay	$A/wmt conc	3.11
Sea Freight	$A/wmt conc	83.00
Port	$A/wmt conc	15.05
Rail	$A/wmt conc	30.41
Road	$A/wmt conc	5.86
State Royalty		0.04
Concentrator Recovery Cu	%	94.5%
Non Mining Costs		
Location		Unit Cost
Processing cost	A$/t	19.76
Site Support	A$/t	11.82
Tech Services	A$/t	3.42
Subtotal Non Mining Cost	A$/t	35.00

Table 2-10 Tritton Cut-Off Grade: Economic Variables

Commodity	Unit	Value
Copper	US$/t	7,285
Gold	US$/oz	1,886
Silver	US$/oz	16.5
Exchange Rate	AUD/USD	0.75

Table 2-11 Cash Cost Summary

	Units	Murrawombie	Tritton	Budgerygar
Total Mining	$/t	65.31	67.23	63.45
Total Site Costs	$/t	100.32	102.24	98.46

Table 2-12 Tritton ORE Cut-Off Values

Cut-off Grade	Murrawombie	Tritton	Budgerygar	Comments
Break Even	1.15	1.17	1.13	Fully costed on site
Mine Limited	0.96	0.98	0.94	Using variable cost only on non-mining
Marginal	0.56	0.59	0.53	All variable costs only
Incremental	0.40	0.40	0.40	Mining cost not included

The Cut-Off Grade Methodology and approach align with global best practices for a multi-element project. Although Tritton operations do not consider gold and silver, the copper-domain nature of the deposit makes appropriated the use of the single more important element to maintain a sustainable and regular mining sequence. The inputs used in the Cut-Off Grade reflect actual recoveries and costs however copper price used is appropriate for the upcoming two years; however, it is conservative when compared to the upper range of the long-term outlook, which tends to fluctuate between 7,000 and 7,500 USD/t. RPM suggests a stope optimisation and mining sequence review following long-term price outlooks based on the current economic scenario.

2.3.4 Development Strategy

For underground assets, the production mine designs were determined using a globally recognised stope optimisation approach and development determined by mining fleet size, mining method, geotechnical constraints, and other technical criteria are currently in practice on-site. Stopes optimisation parameters for Tritton are detailed in **Table 2-13**.

Table 2-13 Stope Optimiser Parameters

Parameter	Units	Tritton	Murrawombie UG	Budgerygar	Avoca Tank
Minimum mining width*	*(m)*	2.0(1)	2.0(1)	2.0(1)	2.0(1)
Minimum footwall angle	*degrees*	50°	50°	50°	50°
Stope height	*(m)*	20	20	20	20
Existing level development	*(m)*	-	-	-	-
No existing development	*(m)*	-	-	-	-
Stope length	*(m)*	65	18	15	50

(1) No dilution

The modifying factors, detailed in **Table 2-14**, have been derived from previous mining reconciliations and are consistent with industry standards for the given mining methods.

Table 2-14 Underground Mining Inventory Modifying Factors

Parameter		Tritton	Murrawombie UG	Budgerygar	Avoca Tank
Stoping					
Mining recovery – with backfill	%	93	95	93	93
Stope dilution	%	11	20-15	11	8
Development					
Dilution – Lateral	%	0	0	0	0
Dilution – Vertical	%	0	0	0	0
Recovery	%	100	100	100	100

Optimised stopes considered in the Life of Mine plan of Tritton are detailed in **Table 2-15**.

Table 2-15 Underground Mining Stope Optimisation

Asset	Stope size		
	Width (m)	Length (m)	Height (m)
Tritton	30	30	60
South Wing	5	15	15
Budgerygar	5	15	20
Murrawombie (UG)	5	15	20
Avoca Tank	15	18	30

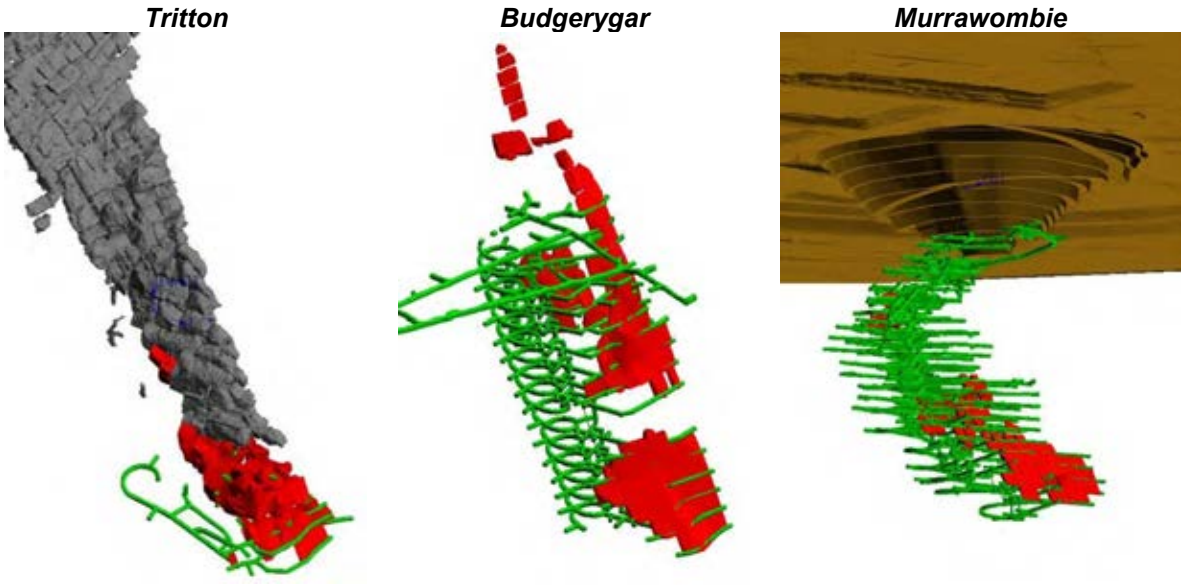
Geotechnical constraints (or recommendations), production rate, and mining fleet dimension mainly drive open-pit assets optimisation and design parameters. Open-pit optimisation is based on the overall slope angle of the pit, which is driven by the height and face angle of benches and associated berm. **Table 2-16** depicts the design parameters for open-pit assets

Table 2-16 Open Pit Mining Inventory Modifying Factors

Asset	Zone	Slope Angle	Bench Design		
			Height (m)	Face angle (degrees)	Berm (m)
Budgery	1	45	-	-	-
	2	50	-	-	-
	3	62	-	-	-
Murrawombie	1	56	20	62°	7
	2	49	20	55°	7
	3	41	20	47°	7
	4	38	20	44°	7
Constellation[(1)]	1	51.1	10	75°	6
	2	57.9	20	75°	9
	3	45.3	10	75°	8
	4	51.1	10	75°	6
	5	48.4	10	70°	7

Figure 2-15 shows an isometric view of the mine design of Tritton, Budgerygar and Murrawombie deposits.

Figure 2-15 Tritton Operations Underground Designs



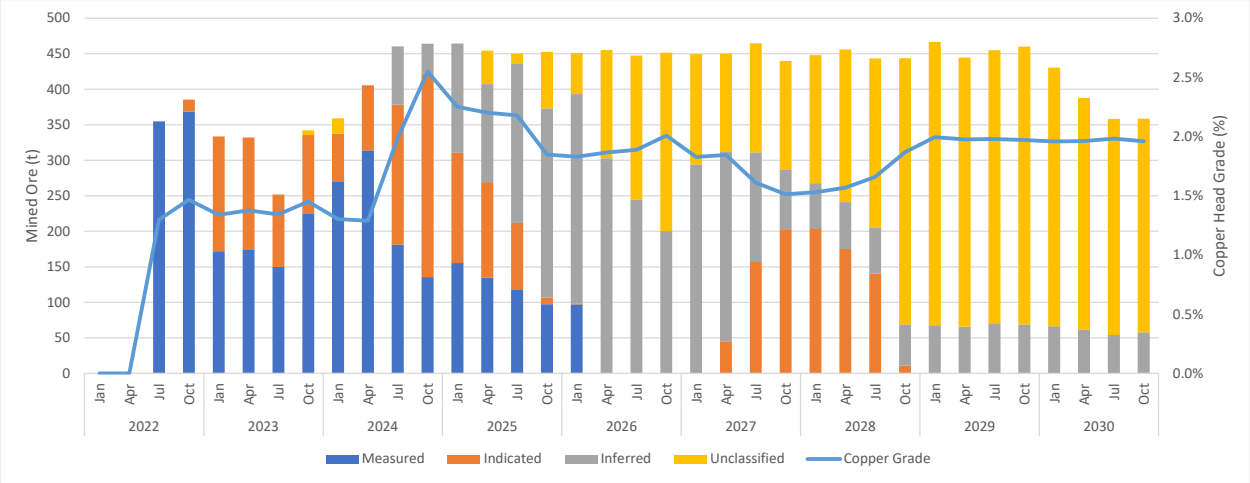
2.3.5 Production Schedule

Detailed LOM scheduling has been conducted out in Deswik software. The annual budget and forecast are quarterly updated by the senior mining engineer of each operation. Daily development, production drill and blast designs and plans are produced and aligned with medium to long term planning.

Figure 2-16 depicts the Life of Mine plan for Tritton gold operations. Total mining movement and development are limited to a maximum production rate of 2,000 and 600 k tonnes per annum.

The LOM production plan includes the full range of resource classified material throughout the mine life. The LOM does include unclassified and exploration success material from 2025 that is coming in the pipeline of new projects. It is considered a risk to the mine plan. The use of inferred minable quantities throughout the LOM plan does present a risk to the potential available tonnes and grade. This risk should be mitigated by increasing resource confidence through a planned drilling campaign intended to upgrade material to Inferred Resources before projects pass to the Feasibility stage.

Figure 2-16 Tritton Life of Mine Ore Production by Resource Category



2.3.6 Ore Reserves

The Ore Reserves methodology and approach are to a JORC 2012 standard. No Inferred or unclassified material makes any contribution to the stoping inventory or the economics of the Ore Reserves. A summary of the Ore Reserves for Tritton is shown in **Table 2-17.**

Table 2-17 JORC Ore Reserves for Tritton Operations as at June 20212

	Category	Tonnes (kt)	Cu (%)	Cu (kt)	Au (g/t)	Au (koz)	Ag (g/t)	Ag (koz)
Tritton Underground	Proved	1,800	1.2	21	0.1	4	3	170
	Probable	0	0	0	0	0	0	0
	TOTAL	**1,800**	**1.2**	**21**	**0.1**	**4**	**3**	**170**
Murrawombie Underground	Proved	0	0	0	0	0	0	0
	Probable	1,100	1.4	15	0.3	10	0	157
	TOTAL	**1,100**	**1.4**	**15**	**0.3**	**10**	**0**	**157**
Murrawombie Open Pit	Proved	0	0	0	0	0	0	0
	Probable	1,600	0.9	14	0.1	8	2.8	150
	TOTAL	**1,600**	**0.9**	**14**	**0.1**	**8**	**2.8**	**150**
Avoca Tank	Proved	0	0	0	0	0		
	Probable	700	2.5	18	0.8	18		
	TOTAL	**700**	**2.5**	**18**	**0.8**	**18**		
Stockpiles	Proved	27	1.3	0.4				
	Probable	0	0	0				
	TOTAL	**27**	**1.3**	**0.4**				
Total Tritton Operations	**Proved**	**1,800**	**1.2**	**22**				
	Probable	**3,400**	**1.4**	**47**				
	TOTAL	**5,300**	**1.3**	**69**				

2.4 Metallurgy and Minerals Processing

2.4.1 Metallurgical Testwork

The following programs and respective companies carried out the metallurgical testwork:

- 1545 – Budgerygar Drill Core Metallurgical Testwork – Rev 1, 2021
- Aeris Resources – Constellation Copper-Gold Project – Options Study – Stage 1 Testwork Program, 2022
- Report 0228-1 – Avoca Tank, 2012

The ore deposits in the processing plant feed are Tritton, Budgerygar, Tritton – South Wing, Murrawombie, Murrawombie Pit, Avoca Tank, Budgery Pit and Underground, Kurrajong, Project C, Constellation UG, and Constellation Pit.

2.4.2 Mineralogy and Ore Types

A selection of samples from two of the new deposits, Constellation and Avoca Tank, was tested using a range of metallurgical parameters to evaluate the future feed to the processing plant. Only limited mineralogical work on the existing deposits was made available for this review.

Constellation

Core completed the Constellation copper-gold Project's stage 1 testwork program on six copper-gold ore types identified in the initial open-pit zone. The ore types tested are within the oxide (types A, B, and D), Supergene (types C and E), and transition "Supergene/Primary" sulfide (type F) domains of the orebody. These composite ore types were chosen from available RC program Chip samples as an approximate representation of the ore domains at Constellation as understood in February 2022.

The head assays and results of the mineralogical analysis for all the composite samples are presented in **Table 2-18** and **Table 2-19**. The oxide types A, B, and D clearly showed low total sulfur levels. Corresponding elevated levels of goethite-copper, pseudo-malachite, chlorite-copper, and malachite were noted in the oxide samples.

However, oxide type A ore showed the highest goethite-copper at 20.7%, coupled with 51.6% chlorite-copper and 27% pseudo-malachite – amounting to 99.3% of the total copper. These copper minerals mixed with high levels of clay-mica and quartz minerals would present issues in acid heap leach copper recovery, resulting in low copper extraction achieved at only 70.4%.

Table 2-18 Constellation Head Grades and Ore types

Composite Sample	Deposit Domain	Head Assays			
		Cu, %	Au, g/t	Fe, %	Total S, %
A	Oxide	0.48	<0.04	4.84	0.05
B	Oxide	1.05	<0.04	4.02	0.07
C	Supergene	0.51	<0.04	3.43	0.26
D	Oxide	2.67	0.91	4.46	0.13
E	Supergene	5.30	0.70	8.86	9.66
F	Transition	2.47	0.48	6.38	6.36

Table 2-19 Copper Minerals Deportment

Mineral	A	B	C	D	E	F
Chalcopyrite	0.0	0.0	0.9	0.0	9.9	54.9
Bornite	0.0	0.0	3.7	0.4	11.5	17.8
Chalcocite	0.0	0.7	16.0	7.7	70.1	20.6
Covellite	0.0	0.0	0.0	0.2	2.0	3.7
Pseudomalachite	27.0	1.4	0.0	1.5	0.0	0.0
Malachite	0.7	73.7	2.1	76.5	3.2	1.0
Cuprite	0.0	0.0	1.1	0.0	0.1	0.0
Native Copper	0.0	0.0	67.5	0.0	0.2	0.0
Chrysocolla	0.0	3.4	0.1	3.1	1.1	0.6
Chlorite Cu	51.6	11.7	6.1	4.3	1.3	1.1
Geothite Cu	20.7	9.0	2.6	6.4	0.7	0.5
Total	**100.0**	**100.0**	**100.0**	**100.0**	**100.0**	**100.0**

Table 2-18 shows the high levels of malachite in oxide types B and D (at 73.7% and 76.5%) and chrysocolla (at 3.4% and 3.1%) along with the presence of goethite-copper (at 9% and 6.4%), chlorite-copper (at 11.7% and 4.3%), some chalcocite (at 0.7% and 7.7%), and pseudo-malachite (at 1.4% and 1.5%) would explain the high copper extractions of 90.5% (for type B) and 95.1% (for type D) in sulphuric acid heap leach bottle roll test conditions.

Avoca Tank

Detailed mineralogy was conducted on the feed material, final concentrates, and rougher tail by MODA to understand the minerals present in the different fractions. From the mineralogy, the primary diluent in all the final concentrates was pyrite, which was most significant in composite A lowering the copper grade. The results are shown in **Table 2-20** and **Table 2-21**.

Table 2-20 Avaco Tank - Mineralogical Summary of Flotation Feed and Final Concentrate

Composite	Sample	Composition Volume % All Fractions Combined		
		Pyrite	Chalcopyrite	Gange
A	Flotation Feed	9.5	2.0	85.5
B		12.3	10.9	60.1
C		13.2	4.8	81.2
A	Final Concentrate	49.4	43.2	4.8
B		26.2	68.8	3.8
C		24.8	65.1	3.7

Table 2-21 Avoca Tank - Chalcopyrite Association

Composite	Sample	Composition Volume % All Fractions Combined			
		Chalcopyrite (Free)	Chalcopyrite (Binary with Pyrite)	Chalcopyrite (Binary with Gangue)	Chalcopyrite (Ternary
A	Flotation Feed	65	18	5	10
B		64	16	4	14
C		65	10	7	13
A	Final Concentrate	79	13	2	2
B		87	8	3	1
C		85	5	3	2
A	Tailings	29	33	12	18
B		12	46	17	14
C		0	51	25	14

The mineralogy and sizing results indicates:

- The primary diluent in all the final concentrates produced from the various composites is pyrite. The final concentrates of composite B and C pyrite accounted for around 25-26% of the volume composition, with chalcopyrite accounting for 65-69%. Composite A had a much higher volume composition of 49% pyrite with 43% chalcopyrite.
- Composite A had about 29% free chalcopyrite left in the tail compared to composite B and C, with 12% and 0 %, respectively. Most of the chalcopyrite left in the tails for composite B and C was binary bound with pyrite or gangue, with a lesser portion ternary bound.

2.4.3 Metallurgical Testwork Implication for Flowsheet Design

Testwork programs have been conducted on a couple of future ores to determine the applicability to the existing processing flowsheet. The parameters tested were comminution properties, CN leaching, and flotation kinetics.

Comminution

Three representation composites were tested from Avoca Tank labelled A, B, and C composites. The Bond Ball Mill work index (BBMWI) exhibited relatively soft to medium ore hardness (10.4 to 12.4 kWh/t).

As tested by JKTech, the Budgerygar ores have a relatively average density (2.8 – 3.2 t/m^3), they are relatively hard (Axb of 20 – 38.6), are abrasion-resistant (Ta of 0.41 – 0.51) and exhibit medium and relatively hard work indices (12.7 – 16.1 kWh/t).

Flotation – Avoca Tank

Testwork was completed on the three representation composites noted in the comminution work.

Standard Tritton flotation tests were performed with composite B requiring additional collector dosages to obtain similar recoveries. The results are presented in **Table 2-22**

Table 2-22 Avoca Tank - Flotation Testwork

Test #	Composite	Cu Grade (%)	Cu Recovery (%)	Au Recovery (%)	Ag Recovery (%)
FT1 Rougher	A	9.3	93.0	76.4	62.9
FT5 Cleaner	A	16.5	88.1	68.2	51.5
FT4 Rougher	B	14.5	96.9	78.5	84.6
FT6 Cleaner	B	23.8	91.0	67.8	67.6
FT3 Rougher	C	13.6	93.2	78.2	54.4
FT7 Cleaner	C	22.9	88.3	71.3	56.0

The recoveries are lower than the Financial Model, but these tests are only one-off batch tests.

Flotation – Budgerygar

Overall, the flotation testing results show that the primary obstruction to making a high-grade concentrate will be the amount of pyrite in the feed. The level of sphalerite will also play a role in whether acceptable copper grades can be reached, but this should be easier to fix than the pyrite with zinc depressant such as SMBS. The non-sulfide gangue appears relatively easy to clean out in all samples.

The varying results from the last two samples, which both came from the FW lode, show that the flotation response within a particular zone may vary as much as it will between different zones.

In this testwork, a comparison was completed between the existing Tritton ore and the future Budgerygar ores.

- The head grades for the Budgerygar and Tritton ore show the Tritton ore does fit in the range of Budgerygar ore tested. Estimation of mineral content shows that the ratio of chalcopyrite to pyrite is much higher in all the Budgerygar samples than in the Tritton sample. The calculated ratio of chalcopyrite to pyrite indicates the Budgerygar feed is 2 to 6 times that of the Tritton. This could be a significant factor in what copper grades and recoveries can be achieved from the Budgerygar ore compared with the Tritton ore, especially if there is poor liberation between the pyrite and chalcopyrite.
- Overall, the results suggest that the Budgerygar ore will be slightly more complex to process than the Tritton ore. However, acceptable grades and recoveries should still be achievable on the Budgerygar Ore. From the current results, the following comments explain further:
  - A significantly higher collector dose may be required to improve recovery and kinetics.
  - Mineralogical analysis may be required to determine if finer grinding is required to fully liberate the chalcopyrite and enable the production of high grade concentrates.

Flotation – Constellation

Leaching and flotation testwork was evaluated on all the ore types. Using the existing flotation flowsheet, the testwork indicated that the flotation results for the supergene and transition ores was reasonable. There is no information on the treatment of the oxide ores in the processing plan.

2.4.4 Processing

Process Description

The Tritton processing facility was originally designed by Ausenco and commissioned in 2005 with a nameplate capacity of 0.9 Mtpa.

The Tritton processing facility has since been upgraded to process 1.8 Mtpa of ore supplied by the underground mines on the project mines and will operate over a ten-year life of mine (LOM). Historically the throughput has been limited due to limited Round Oak stocks. The concentrator uses standard industry

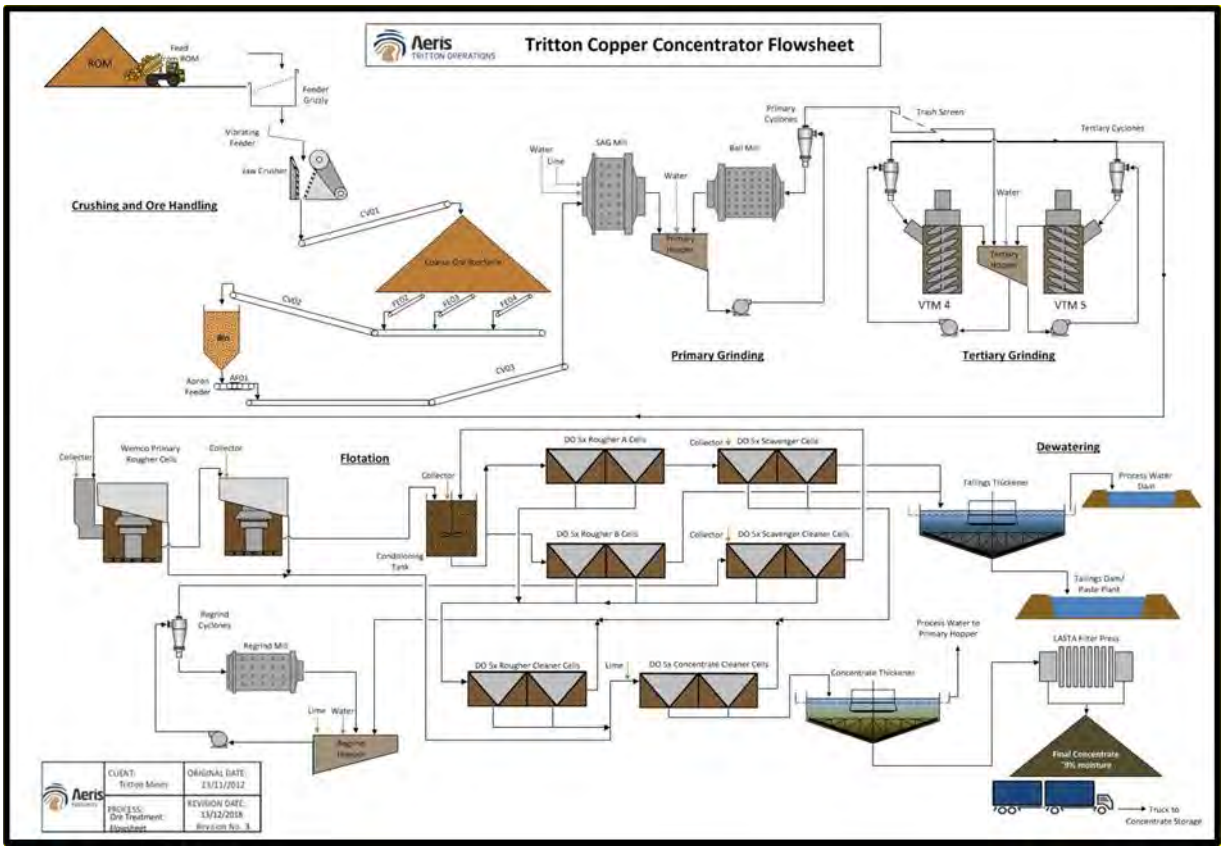
technologies, including crushing, grinding, and conventional flotation, to recover a saleable copper concentrate containing copper, gold, and silver.

The flowsheet incorporates a conventional single stage crush with SAG and ball milling. The copper concentrate is produced through conventional sequential flotation circuits.

Process Flow Sheet

Figure 2-17 presents the Tritton flowsheet, a relatively conventional copper flotation flowsheet characterised by a single crushing stage, a three-stage grinding circuit, a flotation circuit with cleaner stages, a cleaner regrind, and a cleaner regrind dewatering of the copper concentrate and tailings.

Figure 2-17 Simplified Process Block Flow Diagram



Comminution

The Tritton processing plant was designed by Ausenco and commissioned in 2005 with a nameplate capacity of 0.9 Mtpa. The Tritton plant now has a capacity of 1.8 Mtpa rate.

Mined ore is delivered to the Round Oak. A front-end loader then loads the stockpiled ore into the crusher based on blending.

The crushing circuit comprises an ore bin with a fixed 800 mm aperture grizzly, feeding ore via a vibratory feeder to a Kemco S7N single toggle jaw crusher with a feed opening of 1.22 x 1.02 m. Crushed ore with a P_{80} of 100mm is conveyed to a 6,000 tonne coarse ore stockpile (COS), where it is reclaimed via three vibrating feeders.

Grinding comprises an ANI Ruwolt fixed speed high aspect 6.7m diameter X 2.13, 1,500 kW SAG Mill, discharging via a trommel screen to the secondary grinding circuit. Lime is added at the SAG to target pH 10.5 for pyrite suppression.

Secondary grinding comprises a Marcy 3.81 m dia x 5.18 m 1,250 kW ball mill operating in a closed circuit with 500 mm diameter Linatex hydrocyclones. Cyclone overflow discharges to two parallel Metso Vertimills (VTM800STD) installed as part of the TEP.

Each Vertimill operates in a closed circuit with individual hydrocyclone clusters achieving a primary grind of target P_{80} of 50-60 µm at 30-35% solids w/w.

Flotation

The tertiary grinding circuit hydrocyclone overflow feeds two 50 m^3 Wemco tank cells used as primary rougher cells in series. The Wemco cells' concentrate is directed to the final concentrate recovering 70% of the copper.

Primary rougher tails are pumped to conditioning tanks before two parallel banks of ten 8.0 m^3 Dorr Oliver flotation cells, five rougher and five scavenger cells. The rougher concentrate is sent directly to the rougher cleaner circuit while the scavenger concentrate goes to the regrind.

Regrinding is achieved using a 2.0 m diameter x 3.4 m 150 kW ball mill operating in a closed circuit with Cavex hydrocyclones. The underflow reports to regrind and overflow to the scavenger cleaner.

The Tritton flotation circuit produces a copper concentrate typically with 21-23% copper, 1.3 to 3.7g/t gold, and 45 - 102 g/t silver from a mill feed of 1.82% copper, 0.34 g/t gold, and 5.1 g/t silver.

Concentrate

Copper concentrate will be thickened in a single high rate thickener and filtered in a vertical plate pressure filter. Filtered concentrate will discharge into the copper bunker and be stockpiled in the concentrate shed or loaded into containers.

Tailings

Tailings are dewatered in the tailings thickener. The underflow reports to the tailings storage facility (TSF) or paste backfill plant. The overflow reports to the process water dam.

The paste backfill disc filter filtrate will be pumped back to the process plant tails thickener feed well and recycled.

2.4.5 Plant Throughput

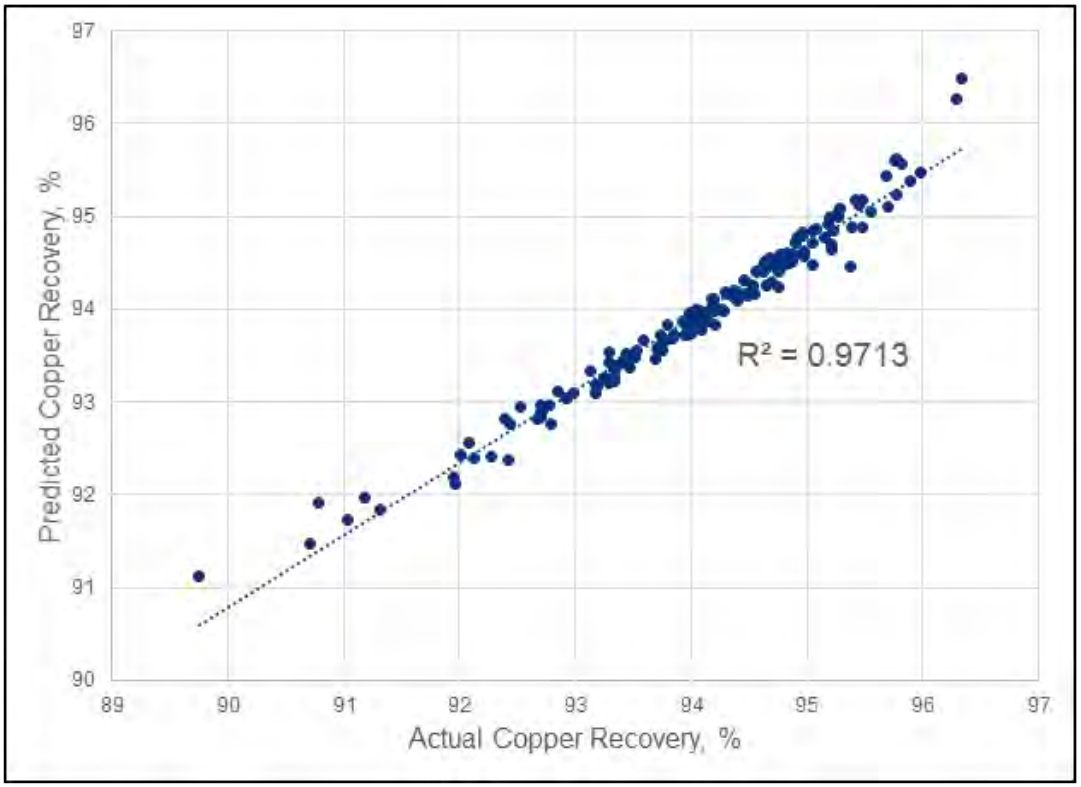
The process plant is designed at a throughput of 1.6Mtpa of underground ore producing copper concentrate grading 23% copper, 57 g/t silver, and 3 g/t gold.

RPM believes that the processing plant is adequate to handle the design capacity of 1.6 Mtpa. In the second half of 2021, the limitation has been lower due to limited Round Oak stockpiles.

2.4.6 Recovery

Metallurgical copper recovery is based on a regression analysis of the first nine months of the processing plant operation. The regression uses the copper feed grade, the feed iron to copper ratio, and concentrate grade. The regression results actual and predicted are shown in **Figure 2-18**.

Figure 2-18 Copper Recovery Regression



The copper recovery is based on an updated regression model of processing performance from July 2021 to February 2022.

The LOM metal recoveries are predicted to be 93.3% copper, 80.0% silver, and 55.8% gold in the copper concentrate.

The recovery algorithm has been well constructed and analysed based on regression analysis of actual process results. But this is not just based on the feed grade and concentrate grade but incorporates the tailings grade. In RPM's opinion, this algorithm cannot be used as a prediction tool, but it is indicative of the metal recoveries attainable at Tritton.

2.4.7 Deleterious Elements

The copper flotation testwork has confirmed that the conventional flotation circuit at Tritton produces high quality concentrates with no significant penalty excursions. The only penalty noted in the Financial Model is a 1.10% penalty which has not been explained.

2.4.8 Conclusions

The process plant is designed at a throughput of 1.6Mtpa of underground ore producing copper concentrate grading 23% copper, 57 g/t silver, and 3 g/t gold at the targeted recoveries of 93.3% copper, 80% silver, and 55.8% gold.

RPM's opinion is that the processing plant is adequate to handle the design capacity of 1.6 Mtpa, and the production schedule appears reasonable and has been based on the historical recovery models developed.

2.5 Infrastructure, Services and Utilities

2.5.1 Overview

The current strategy for life extension projects is to capitalise on existing infrastructure, services and support available from existing Tritton installations, including Murrawombie offices and maintenance facilities,

northeast/Larsens mine and Tritton mine. These will reduce surface infrastructure requirements for future projects and rationalise requirements for supporting services including maintenance and mine technical support.

The current strategy is to transport ore mined from future deposits via the private and public roads to the Tritton ore plant for processing. For proposed operations such as Constellation (located 30km north of Murrawombie), connecting roads will need to be constructed and some sections of existing roads may need to be upgraded.

Site access roads to the existing mining operations at Tritton appear appropriate for transport vehicles and mobile equipment used on site. An allowance has been made in the cost estimate to maintain private roads in the complex.

2.5.2 Mine Industrial Area

The Murrawombie site currently has three workshops, which includes a light vehicle workshop. The largest workshop can comfortably accommodate the largest mining truck likely to be employed. The existing Murrawombie complex includes a large office block, which is currently utilized to service northeast/Larsen underground operations. This facility will be adequate for Murrawombie open pit operations. As required, some minor modifications and equipping may be carried out. If needed, a demountable building could provide additional office space, for example for a mining contractor.

A 'fit for purpose' approach, considering the relatively short mine life, will be adopted for Avoca Tank and other growth projects. Services, including access roads, will be extended from the northeast mine site, approximately 2.5km to the south.

Base assumptions for infrastructure planning include:

- The workshop at Murrawombie will continue to be used for major services, with minor work completed on site at the satellite workshop.
- The offices and changerooms at Murrawombie previously used for northeast will continue to be used as the base for workers.
- Other surface infrastructure will be re-established at northeast mine.

The existing workshops appear to be suitable, and adequate for the planned operations. No significant, additional facilities are anticipated. Some minor additions or modifications to the workshop complex may be required. There may be a need for basic underground workshop and/or surface additional facilities for future projects north of the existing mine.

2.5.3 Power Supply

Tritton site is supplied from the Essential Energy 66kV Network. Electrical power enters Tritton via a 66kV line where a transformer is steps it down to 11kV to feed the site's electrical facilities for both underground and surface electrical loads. The site 415/240V network is supplied from a number of 11/0.415kV transformers, and providing power to the Mill, ROM, Paste plant, vent fans, offices and workshops.

Tritton owns the 66/11kV substation and all site high voltage infrastructure, from the landing span connection point at the substation. The northeast mine site and administration/workshops are supplied through the Essential Energy Girilambone Zone substation at 11kV, which is reticulated around the site at 11kV and transformed to 415/240V at the workshops and surface plant.

The underground substation at Murrawombie consists of an 11/11kV isolation transformer and 11kV switchgear, and a 10A earth fault limited underground 11kV supply. Underground mining equipment is supplied through 11/1kV substations located underground.

It was reported and noted by RPM that the current electrical grid connection agreement between Tritton and Essential Energy specifies a maximum demand permitted to be utilised by the site and that current operations (and its associated electrical loads) are close to this limit. The agreement was not provided to RPM for review; however, it is evident that risks associated with electricity supply needs to be considered

and mitigated against if the operations were to expand. In the short term, it appears electrical demand will remain constant albeit at premium cost of power.

Where finer regrind sizes are required for future ores and higher masses report to the regrind mill, power requirements can be significantly more than the available power in the current regrind mill and it has the potential to impact on operating costs. RPM is of the opinion that plant optimisation study could provide opportunities to mitigate against such a risk.

RPM also notes that Avoca tank site will be setup to run off diesel generating sets which is a more expensive source of power compared to grid connected electricity supply.

Due to the high cost of electricity and the lack of external grid power supply options, a study has been initiated on site to review the self-generating renewable energy supply options with availability and cost-effectiveness being the main drivers. RPM is of the opinion that as renewable energy technologies improve and become more cost-effective, renewable energy can present a viable and cost-effective option to power certain components of the mining operation.

2.5.4 Water Supply

The primary source of water for the Tritton operation is the surface water allocation from Burrendong Dam. Tritton extracts water from a metered off take point at a small weir at the confluence of Gunningbar Creek. Gunningbar Creek and Burrendong Dam are connected via the Macquarie River. Water is pumped to the Girilambone Raw Water dam by an electric pump station incorporating two booster pumps along the pipeline. The pumps can be operated remotely from the Tritton site and have the capacity to pump water at 130m^3 per hour. Water is pumped from the Girilambone Raw Water dam via a buried pipeline where it is distributed across the site.

Tritton Resources owns three water access licences to withdraw water downstream of the upper confines of Burrendong Dam. The total combined allocation (for Tritton, Girilambone and northeast operations) is 931 ML of water from Burrendong Dam.

Other sources of water supply include:

- Pit dewatering
- Tritton surface water catchment;
- Nyngan town water supply (trucked to site for potable and ablutions);
- Bottled water provided for drinking purposes;
- Reclaimed water from the tailings storage facility (TSF); and
- Reticulated underground water from underground operations.

A number of water storages are directly used for operational purposes and are therefore maintained at specific levels. These storages include the Environmental Pond, Tritton Raw Water Dam, Process Water Pond and the Girilambone Raw Water Dam.

Tritton also has fluctuating water storage structures which are not direct operational structures and are therefore particularly influenced by natural occurrences such as rainfall, catchment runoff and evaporation. These storages include the Tritton Containment Dam and the Decant Water Pond. A seepage trench designed to collect any seepage that may occur from the TSF main embankment has been constructed on site.

For Avoca Tank, water for drilling and dust suppression will be reticulated into the mine from the surface water storage dam. The mine is expected to be relatively dry, with most water ‘inflows’ resulting from drilling activity. Water will be collected in sumps before being pumped from the mine via a system of travelling mono pumps. A water balance, which includes expected service water requirements and other inflows to the mine has been determined. A surface settling pond exists in the Hartmans Pit, allowing for underground water to be pumped to the surface and settled prior to re-use underground.

RPM notes that in 2019, following the prolonged drought, there were water supply issues due to the cessation of dam releases flowing past the Gunningbar Weir which affects Tritton's draw point for water allocation access. To mitigate against this risk, Tritton commissioned an emergency pipeline which taps into the Nyngan to Cobar pumping system to provide drought resilience. In RPM's opinion this water pipeline (20km in length) would provide a reasonable level of backup water supply should the region face further droughts in the future.

2.5.5 Product Logistics

Murrawombie copper ore is treated at the Tritton ore processing plant by flotation of sulphide minerals to produce a copper concentrate product. Concentrate is transported from the processing plant by truck to the Hermidale rail siding and then by rail to the port of Newcastle for export. It is then shipped in 10,000t to 11,000t lots to smelters in the Asia Pacific region. All concentrate is sold under contract to the trader Glencore International. Copper concentrate is assumed to be handled and transported as per current Tritton arrangements, with most of the mine's concentrate production destined for smelters in North Asia.

RPM notes that the nearest port facility is at Newcastle, NSW, located approximately 600 km from the site via the paved State highway system, and should be capable of transporting heavy equipment to site, and supporting continuous all-weather transport of process inputs for the project.

Although no contracts were supplied for review, no issues with downstream ore transport logistics based on the discussions with relevant personnel have been identified. Road/rail freight and shipping costs used in the financial model were reviewed and appear to be adequate and current.

2.6 Environment, Social and Governance

2.6.1 Native Title, Cultural Heritage and Social Issues

Native Title

A number of relatively small parcels over the Tritton complex tenements are potentially subject to native title. However, at this time, all surface land disturbance associated with mining operations occurs on land owned by the mine or on other freehold lands. The primary native title interest relates to the small portions of Crown land within the Tritton Copper Mine lease (ML1544 including road reserve, travelling stock route) and in the vicinity of the proposed Budgery project in the south of the Tritton complex.

A native title claim application was lodged by the Ngemba, Ngiyampaa, Wayilwan, Wangaypuwaan People (NNWW) in 2012 (Federal Court file no. NSD38/2019; NNTT file no. NC2012/001). The large claim straddles 11 local government areas throughout central-western NSW. Aeris has worked towards a land access agreement with NNWW for exploration and other activities for several years which has involved consultation with NNWW and Native Title Services Corporation Ltd (NTSCorp). Legal and consultation activity is continuing to reach an agreement or other suitable resolution so that Tritton can move forward to secure future mining leases such as for the proposed Budgery project.

Cultural Heritage

Cultural heritage features occur within the Tritton tenements and are managed according to a Cultural Heritage Management Plan (ACHMP). However, no known sites or artefacts of Aboriginal cultural heritage value are located within the existing mine site's operational and disturbed areas nor are any relevant Aboriginal cultural heritage values known to apply over the land on which the Mine Site is situated. Sites of low significance have been identified in exploration areas and in areas potentially subject to future new development such as the TSF expansion area. Indigenous artefacts identified in the surrounding exploration areas are subject to protocols and management measures outlined in the Tritton Environmental Management Plan.

No financially material issues are expected to arise relating to cultural heritage provided operations and management are conducted in conformance with the cultural heritage management measures.

Social

As a major employer to the local community, Tritton Resources has continued to provide employment to the local community either directly, via engagement of local sub-contractors from Nyngan, Hermidale and Girilambone townships or by prioritising sourcing of required materials from local and regional businesses where practicable.

According to the February 2022 Modification Report to support the modification application to development consent DA 41/98 (MOD 8), Tritton Resources recorded a total workforce of 371 at Murrawombie Copper Mine and 296 at Tritton Copper Mine at year-end 2021. Of the 378 employees, 88% are residential and contribute to the community of Nyngan while 12% are workers that travel from elsewhere and reside locally during their rostered working period.

Tritton Resources advised that it has been actively working towards increasing "local region" employment and believes this is one of the best ways the business can contribute to the community. Since 2012, employment within the local region has increased from 50% to 88%, and Tritton Mines is now contributing more than $50 million each year in salary and wages to the local regions of Nyngan, Hermidale and Girilambone. The Tritton complex provides substantial support to local and regional suppliers and contractors.

Community and other stakeholders are engaged via a range of measures mainly including community meetings, one-on-one landowner meetings and discussions, direct briefings (such as to Council), and via the project's Community Consultative Committee.

2.6.2 Environmental Approvals

Commonwealth Approvals

The status of Tritton's approvals (under the *Commonwealth Environmental Protection and Biodiversity Conservation, Act 1999*, "EPBC") are listed below. It is not subject to a consent under Commonwealth EPBC legislation.

Table 2-23 Current Status of Commonwealth Approvals

Mine	Asset Holder	Leases and Key Tenements	EPBC Approval
Tritton	Tritton Resources Pty Ltd [Aeris Resources]	ML 1280 (1973), ML 1383 (1992), ML 1544 (1992), ML 1818, MPL 294 (1973), MPL 295 (1973).	No Referral – company determined that it was not required

State Approvals

The broad Tritton complex operation is favourably within the purview of the NSW Critical Minerals and High Tech Metals Strategy (Department of Regional NSW, 2021) for its role in the ongoing supply of copper for the domestic and international markets in accordance with the strategy's objectives.

Tritton Copper Mine holds a development consent from the Minister for Urban Affairs and Planning for Development Application (DA) 41/98 granted on 1 September 1999 and which expires on 22 December 2024. DA 41/98 has been amended by seven successful modification applications which have included changes to concentrate haulage arrangements, processing plant throughput rate, new/expanded waste rock emplacements, additional mine ventilation, and the use of existing tailings from the tailings storage facility (TSF) in its paste fill plant. The multiple-amended consent is known as the Consolidated Consent for DA 41/98 with the latest update occurring in October 2021 following the last modification approval.

The mine also holds numerous minor development consents from the Bogan Shire Council associated with the development of offices, rail loading facilities, paste fill plant, communications tower and various infrastructure such as a new water pipeline to assist with water supply during the recent drought.

The Tritton Mine operates in accordance with Mining Lease (ML) 1544, the Mining Operations Plan for Tritton Copper Mine relating to ML1544 (the approved MOP), Environment Protection Licence (EPL) 11254 and various licences for water access and bore use.

A modification application to DA 41/98 (MOD 8) was lodged in February 2022 which seeks the extraction of a further 2.6 Mt of copper ore by underground mining methods at the Budgerygar deposit also within the existing ML 1544 and approximately 600m northeast of the Tritton deposit. The modification will also include additional infrastructure on existing disturbed lands, materials disposal to the existing tailings dam, and a 10m raising of an existing waste rock emplacement. MOD 8 approval would extend the existing DA 41/98 consent until 22 December 2028. The proposed Tritton Copper Budgerygar Underground Extension application and modification report were publicly exhibited from 23 February to 8 March 2022.

The full Tritton mine complex also includes the proximate operations and facilities known as “Girilambone” and “North-East” which, like the Tritton Copper Mine itself, are subject to separate annual reporting obligations mainly as required by their respective mining leases and accompanying mining operations plans/rehabilitation management plans (MOP/RMP), and EPLs.

Girilambone mine operates in accordance with ML1280 as well as Mining Purposes Leases (MPL) 294 and 295, Murrawombie MOP/RMP (covering the period 1/3/16 to 31/12/22) and EPL4501. Development consents applying to the Girilambone operations include 5/95 (re Girilambone development), 1/91 Modification (TEP Stage 111 Lancaster Decline), 6/95 (re Girilambone North development), 2010/22 (re subdivision for Booramugga Rd), and 2010/29 (re communication tower).

North-East mine operates in accordance with ML1383 as well as MPL294 and MPL295, EPL4501, and North-East MOP/RMP (operating from 1/12/17 to 30/11/24). Development consents issued by Council applying to the North-East operations are 049/2007 (re surface facilities), 42/2007 (re underground mine), and 6/95 (re North-East development). The Avoca Tank deposit and approved underground mining area lie approximately 5 km north of the Murrawombie mine site.

Certain licences and approvals, including for water/groundwater entitlement and use, apply either to specific facilities and installations or are used in servicing the wider Tritton complex. The mine holds relevant surface and groundwater water entitlements for monitoring purposes and for water supply under:

- the Macquarie and Cudgegong Regulated Rivers Water Source - Water Access Licence (WAL) 9374 for 705 ML of High Security, WAL9375 for 210 ML for General Security, and WAL9940 for 16 ML Supplementary Water providing surface water entitlements totalling 931 ML/yr), and
- the Lachlan Fold Belt MDB Groundwater Source Water Sharing Plans (WAL31041 and WAL31090 totalling 334 ML/yr) respectively.

The mine operates under zero discharge conditions and therefore does not impact the surrounding surface water environment. Groundwater monitoring and assessment demonstrate that groundwater interactions are localized and that the low mine inflows are stable. Groundwater impact levels are so as to meet Level 1 minimal impact considerations for the NSW Aquifer Interference Policy impacts on landowner bores, groundwater dependent ecosystems (GDE) and groundwater quality.

The status of Tritton’s approvals (under the various state legislation) are listed below.

Table 2-24 Current Status of State Approvals

Mine	Asset Holder	Leases	Environmental Authorities/ Development Consent/ Other	Effective Date
Tritton	Tritton Resources Pty Ltd [Aeris Resources]	ML 1280 (1973), ML 1383 (1992), ML 1544 (1992), MPL 294 (1973), ML 1818, MPL 295 (1973) EL 9094, EL 4962, EL 6105, EL 6126, EL 6346, EL 6785, EL 8084, EL 8810, EL 8987, EL 9285	DA 41/98 (MOD 7)	Expiry 22/12/2024

Required Approvals

The current MOD 8 application, if approved (as is considered likely), would result in the current proposed 6-year mining application for Budgerygar mine extending the development consent by four years to 22 December 2028.

To amend the conditions of ML1544, the approved MOP would be required to be updated to reflect the increase of approximately 2.6 Mt to the total extracted copper ore, raising of the Waste Rock Emplacement, enabling disposal of specific material within the TSF, and extension to the mine life. However, rehabilitation outcomes for the Project would not substantially change.

The proposed modification would permit the disposal of the following materials within the TSF:

- Drill cuttings from exploration drilling activities undertaken within exploration leases held by Tritton Resources
- Waste material removed/screened from milled ore prior to entering the flotation circuit of the processing plant.

While approval is in place for waste disposal in an on-site landfill, this relates to the import of waste materials only from Tritton's Murrawombie Mine (part of the Girilambone operations in ML 1280). The TSF is an engineered waste disposal structure designed for the emplacement of tailings material in a manner that permits progressive development in a safe and environmentally responsible manner while providing a long-term solution to the potential contamination risks associated with the handling and storage of tailings. The proposed incorporation of drill cuttings and mill waste materials is an appropriate use for the TSF.

MOD 8 approval will also require a variation to EPL 11254 to condition the import and disposal of specific additional material within the TSF.

Following a successful amendment to the existing DA 41/98 consent by MOD 8, the relevant amendments required to update ML1544 and the EPL11254 cannot be refused. Also, as there would be no additional surface disturbance for the proposed modification, nor is consideration required of the need for approvals or permits under the Heritage Act 1977 or National Parks and Wildlife Act 1974 relating to impacts to State heritage items or Aboriginal objects, respectively.

The MOD 8 application is considered to be relatively low risk.

Irrespective of the success of MOD 8, the MOP will be replaced by a Rehabilitation Management Plan prepared in accordance with Division 3 of Schedule 8A of the Mining Regulation 2016 which must be submitted prior to 2 July 2022 unless exempted.

As well as the current MOD 8 for Budgerygar development, Tritton's future projects include the approved Murrawombie open pit project and conceptual plans for an open pit operation for the Budgery deposit and future development of the Constellation deposit in the area of the confluence of EL6126, EL8987 and

EL8084. Approval for such an application will facilitate the granting of a new mining lease and is expected to be a significant expansion for the Tritton complex that will secure its long-term future. The Tritton mine life extension until December 2028 that is expected to result from approval of the MOD 8 application will alleviate scheduling constraints for advancing studies, applications and assessment of these future development opportunities.

2.6.3 Offset Requirements

While Tritton has consent conditions related to specific ecological matters, it has no existing formal obligations for biodiversity offsets.

2.6.4 Mined Land Rehabilitation

Aeris Resources has established several bank guarantees to cover existing rehabilitation cost estimation calculations as required by the NSW mining regulatory framework. The following bank guarantee sub-totals relate to the key mining leases and other tenements:

- ML1544: $5,696,000 ($5.7M)
- ML1383: $590,000 ($0.59M)
- ML1280, MPL294, MPL295: $6,224,000 ($6.224M)
- Other tenements – mainly ELs (excluding JV tenement EL6105): $201,000 ($0.2M)

If future mine developments result in additional surface disturbance, then additional rehabilitation security costs will apply.

Table 2-25 Mine Closure and Rehabilitation Cost Estimations and Lodged Securities

Asset	Estimated Cost	Data source*	Financial Model Provisions	Securities Lodged	Comments
Tritton	$ 12.7 M	ANZ list	$	$12.7	Total of bank guarantee securities in place

2.6.5 Environmental Operational Compliance

An independent environmental audit by GHD was undertaken in accordance with Tritton's Consolidated Consent and was completed in March 2022. The audit reported that Aeris Resources demonstrated a good level of compliance, especially in relation to:

- site monitoring and record-keeping of environmental performance measures as required were being undertaken diligently
- the mine operational area appeared to be neat and managed well, and
- the areas surrounding the TSF were kept in an environmentally responsible manner with access to local wildlife and livestock

Issues and opportunities for improvement were noted for both administrative matters, emissions mitigation, and management controls relating to:

- rehabilitation and revegetation of areas surrounding the TSF that had been impacted by recent heavy rainfall,
- dust management around the mine operational area during heavy vehicle activity,
- storage of containers of potentially hazardous substances without adequate bunding,
- management of drainage pump-out system,
- material recovery from the waste landfill, and
- the need for timely reviews of management plans.

No items of high risk were noted in the audit.

2.6.6 Conclusions

The Tritton mine complex has developed through multiple hubs and stages of development approvals. The operating mines and facilities are considered to be satisfactorily addressing regulatory requirements including commensurate rehabilitation securities. Accordingly, the potential for significant and material impacts to the project valuation is low.

2.7 Operating Costs

Cash operating costs and unit cash operating costs at Tritton (for the life of mine schedule) are shown in **Figure 2-19**and **Figure 2-20**.

Figure 2-19 Cash Operating Costs for Tritton Operation LOM Plan

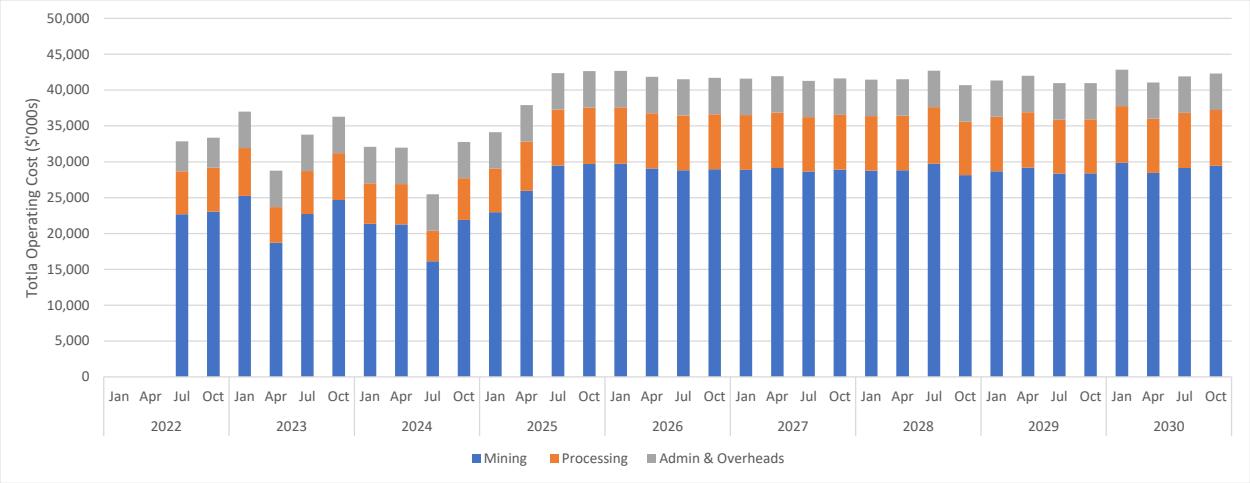
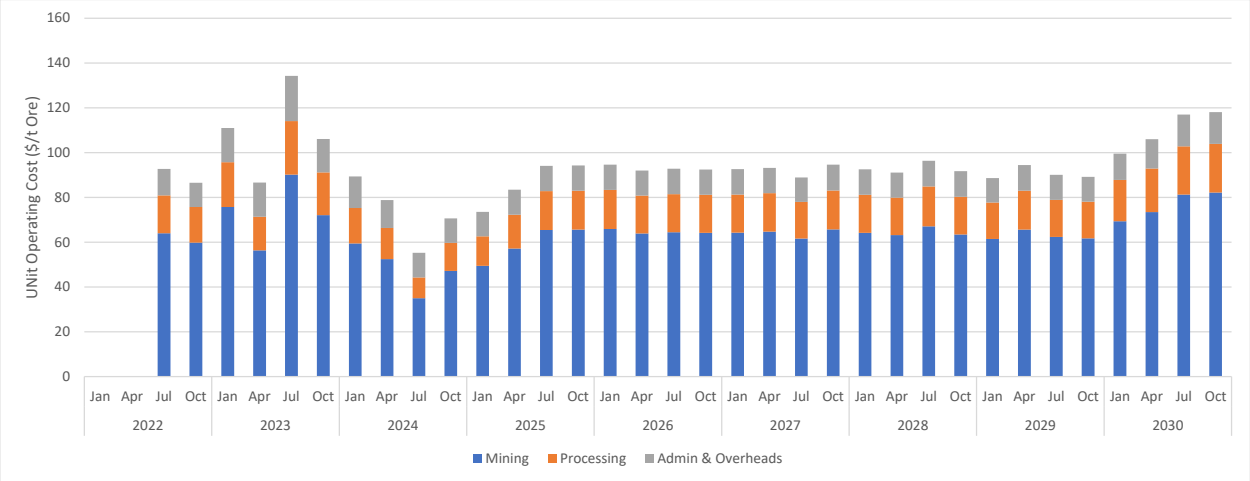


Figure 2-20 Unit Cash Operating Costs for Tritton Operations LOM Plan



The average unit operating costs for Tritton are forecast, over the LOM, to be approximately $62.15/t (ore mined) for mining activities, $16.45/t (ore mined) for processing and $12.05/t (ore mined) for administration and overheads. These costs correlate reasonably well with historic actuals are considered reasonable for a mine such as Tritton.

These costs place Tritton at the low-end of the benchmark cost curve and as such assist in protecting operating margins. These unit operating costs also lower the risk associated with uncontrollable costs increases related to competitiveness in the labour market or increases in key consumables, such as diesel.

2.8 Capital Costs

The incremental, quarter-on-quarter, capital costs, as well as the cumulative capital costs at Tritton (over the LOM plan) can be seen in **Figure 2-21** and **Figure 2-22.**

Figure 2-21 Incremental Capital Cost for Tritton Operations LOM Plan

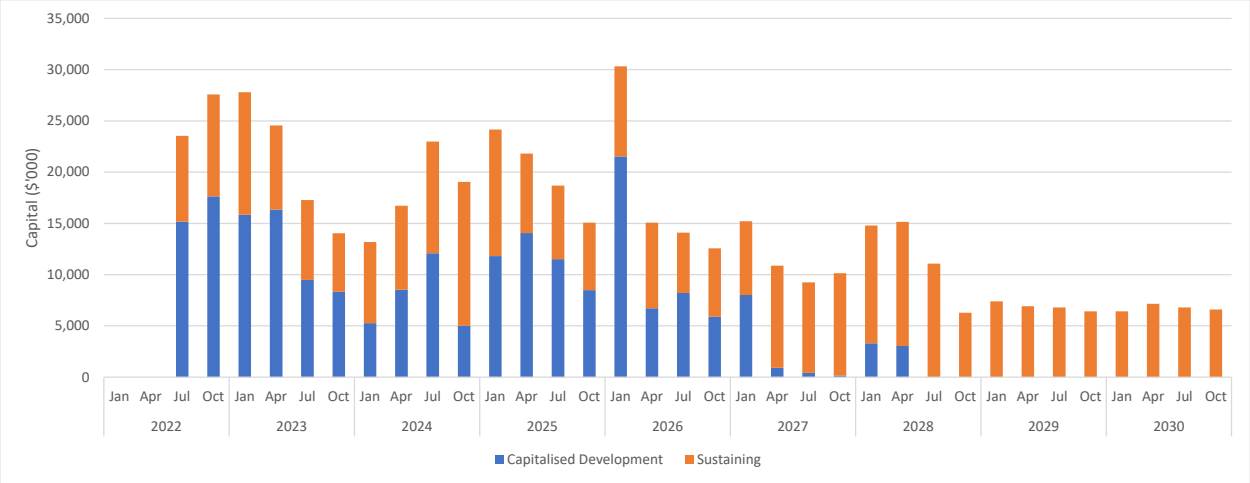
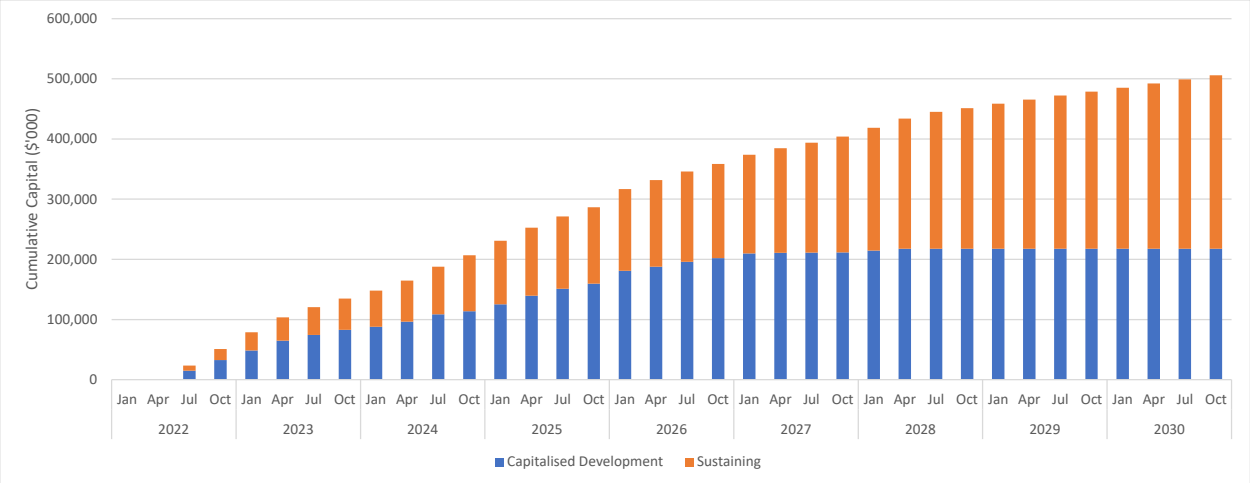


Figure 2-22 Cumulative Capital Cost for Tritton Operations LOM Plan



RPM is of the opinion that the capital costs for the mine are reasonable and representative of the project scope. RPM acknowledge however that there exists a risk that the cost of capital items (particularly as they relate to items such as labour charges and steel) could increase due to unforeseen, or uncontrollable volatility in international markets.

3. Cracow

3.1 Project Description

Cracow Gold Mine is an underground operation located 500km (by road) North-West of Brisbane. There is a small community township of Cracow whilst the nearest substantial town is Theodore, which is located approximately 50km North. It is also located about 3 hours' drive from Bundaberg, Rockhampton, and Hervey Bay. The mine is accessible by sealed roads connecting to Biloela and major regional highways via Theodore and is supplied with reliable power from the grid and water under licence from the Dawson River.

There is a 70-man camp accommodation facility located 6km away from site. The facility is maintained by the site services team. The camp has an emergency diesel generator and share the same portable water supply with the site. Approximately sixty percent of the workforce are FIFO, with the remaining forty percent on a DIDO schedule. The FIFO workforce fly into Theodore airport.

The current life of mine encompasses 16 orebodies, and mining activities extend to a depth of 860 metres below the surface. Fourteen correspond to underground operations accessed by a single decline to the surface.

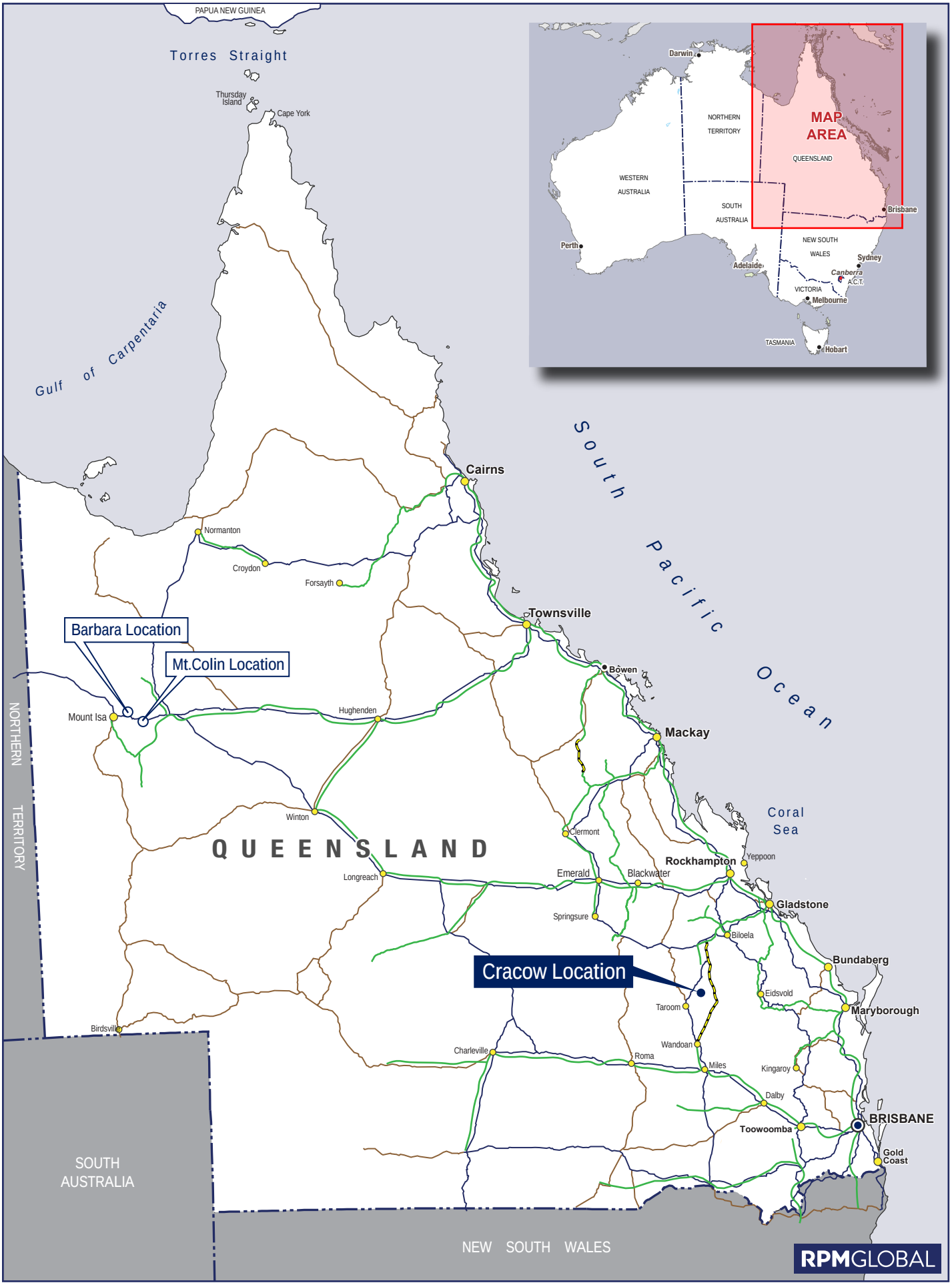
First evidence of gold in the Cracow district dates back to 1875, yet economic resources were only discovered in 1931. In 1932, the Cracow Goldfield started from underground and open-pit operations that intermittently produced gold until 1992. In 1995 an exploration Join Venture enterprise was established between Newcrest Mining Limited (70%) and Sedimentary Holdings Limited (30%), where Newcrest managed the JV that in 2002 approved the development of the underground mine and the upgrading of the existing processing plant that started production in 2004.

3.1.1 Tenements

RPM has reviewed the tenements at Cracow and concludes that all are current. **Table 3-1** shows all tenements along with the date they were granted, their expiration date as well as the authorised holding company.

Table 3-1 Cracow Operations Tenement List

Tenement	Date granted	Expiry date	Authorised Holder
ML 3219	21-Mar-74	31-Jul-35	LION MINING PTY LTD
ML 3221	19-Mar-81	31-Mar-23	LION MINING PTY LTD
ML 3223	27-Sep-84	30-Sep-26	LION MINING PTY LTD
ML 3224	27-Sep-84	30-Sep-26	LION MINING PTY LTD
ML 3227	5-Jun-86	30-Jun-28	LION MINING PTY LTD
ML 3228	10-Jul-86	31-Jul-28	LION MINING PTY LTD
ML 3229	10-Jul-86	31-Jul-28	LION MINING PTY LTD
ML 3230	10-Jul-86	31-Jul-28	LION MINING PTY LTD
ML 3231	30-Nov-89	31-Jul-35	LION MINING PTY LTD
ML 3232	17-Sep-87	31-Jul-35	LION MINING PTY LTD
ML 3234	30-Nov-89	31-Jul-35	LION MINING PTY LTD
ML 3243	20-Apr-89	30-Apr-25	LION MINING PTY LTD
ML 80024	7-Apr-94	31-Jul-28	LION MINING PTY LTD
ML 80088	16-Aug-01	31-Aug-22	LION MINING PTY LTD
ML 80089	24-Jul-03	31-Jul-24	LION MINING PTY LTD
ML 80114	28-Oct-04	31-Oct-34	LION MINING PTY LTD
ML 80120	28-Jul-05	31-Jul-35	LION MINING PTY LTD
ML 80144	31-Jul-08	31-Jul-35	LION MINING PTY LTD
EPM 26311	18-May-17	17-May-22	LION MINING PTY LTD
EPM 27240	19-Dec-19	18-Dec-24	LION MINING PTY LTD
EPM 15981	26-Feb-07	25-Feb-27	LION MINING PTY LTD



LEGEND

- Roads
- Rail
- Town
- State Boundary
- State Capital

N

0 250 500 km

DO NOT SCALE THIS DRAWING - USE FIGURED DIMENSIONS ONLY. VERIFY ALL DIMENSIONS ON SITE

CLIENT

Aeris Resources

Round Oak Minerals

PROJECT

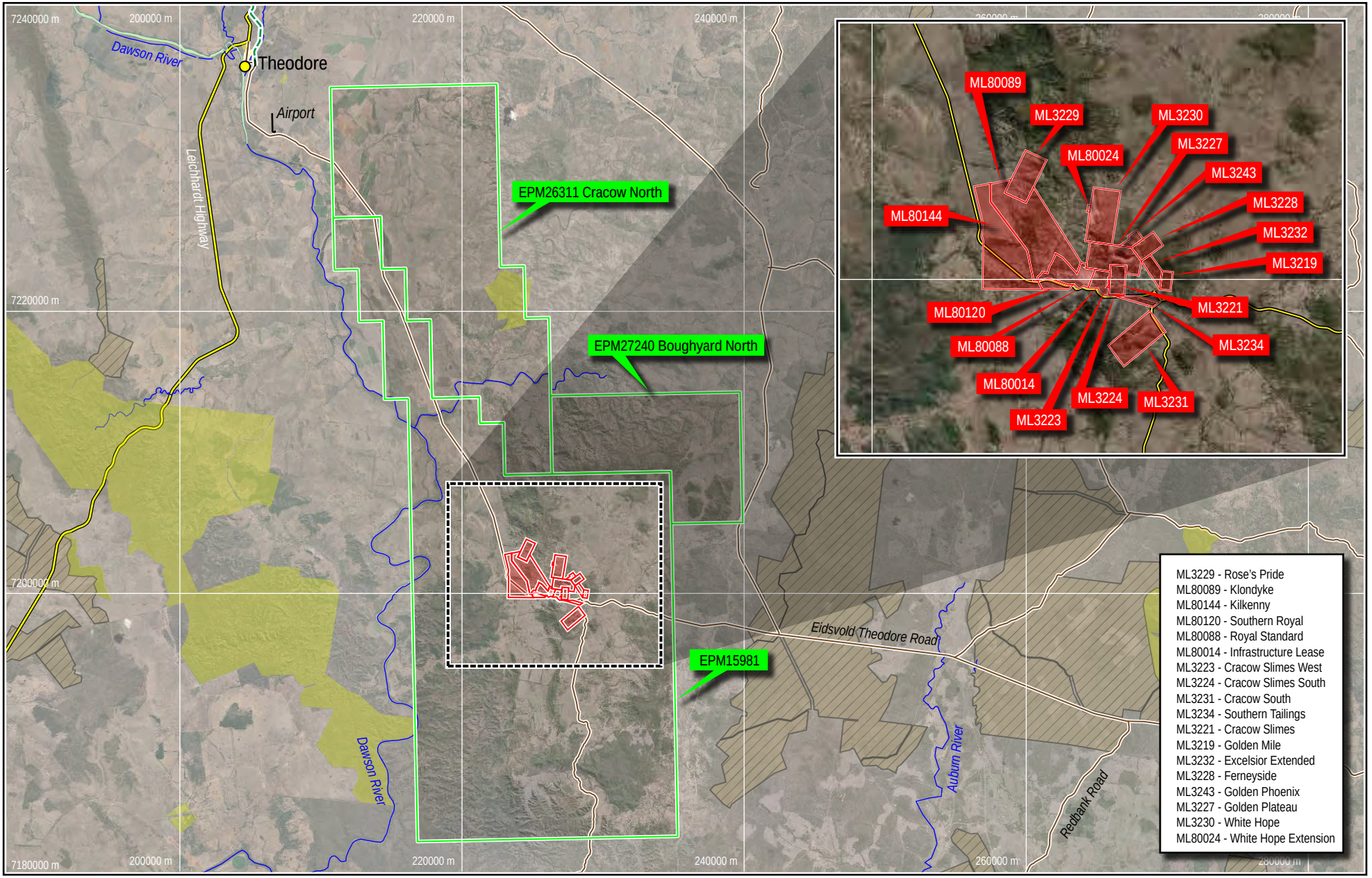
NAME

PROJECT SAPLING
CONFIDENTIAL ITR AND VALUATION

DRAWING

GENERAL LOCATION PLAN - CRACOW

FIGURE No.	PROJECT No.	Date
3-1	ADV-AU-00336	April 2022



LEGEND

Roads
Rail
Town
Highway
River
State Forest
Protected Areas
Mining Lease
Exploration Licence

N

0 10 20 km

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CLIENT

Aeris Resources

Round Oak Minerals

PROJECT

NAME
PROJECT SAPLING
CONFIDENTIAL ITR AND VALUATION

DRAWING
TENURE PLAN - CRACOW

FIGURE No.	PROJECT No.	Date
3-2	ADV-AU-00336	April 2022

3.2 Geology and Mineral Resources

3.2.1 Regional Geology

Cracow is located in the Lower Permian Camboon Andesite, consisting of andesitic and basaltic lavas with agglomerate, tuff, and trachytic volcanics. The Camboon Andesite is overlain in the east by the volcanics and sediments of the Torsdale Beds and to the west by the Buffel Formation limestones.

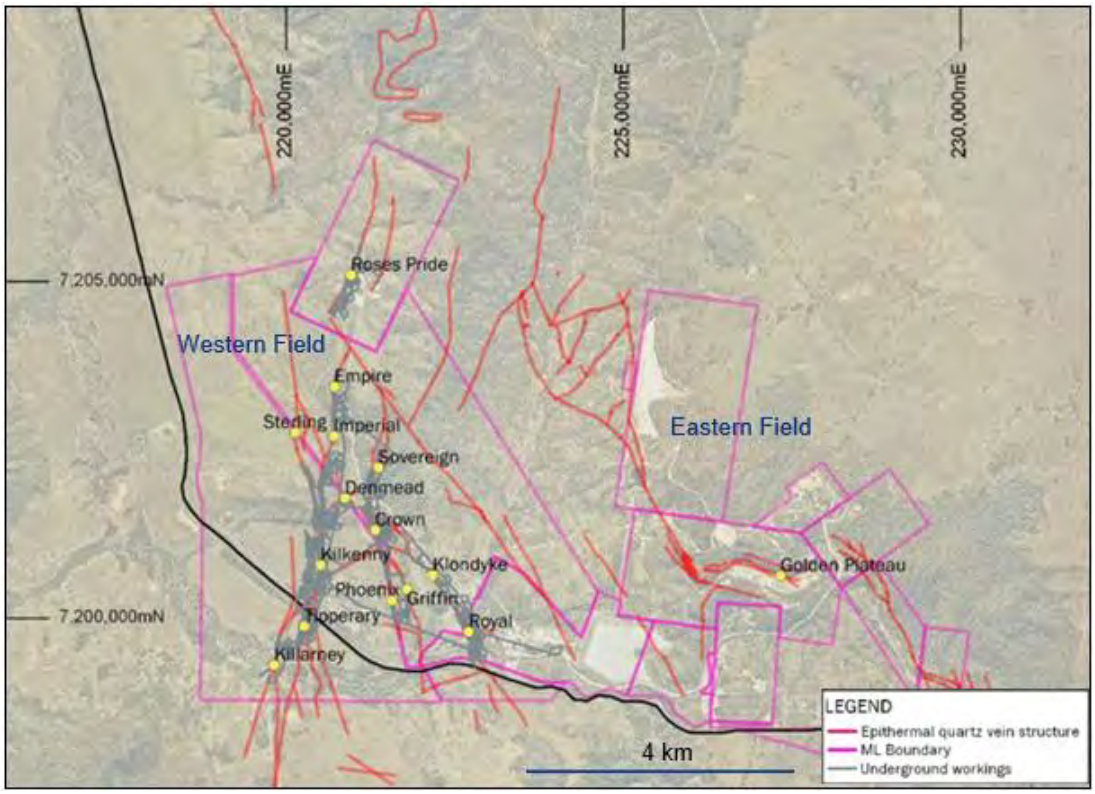
3.2.2 Local Geology and Mineralisation

The gold mineralisation is hosted in steeply-dipping low sulphidation epithermal veins, which occur as discrete lodes and lesser stockwork zones of quartz, carbonate and adularia. Textures are typically epithermal and include colloform, crustiform, cockade, moss, breccia channels and massive quartz.

Historical mining occurred in the Golden Plateau area, producing 850 koz from 1932 to 1992. Current underground operations are in the Western Field, discovered in 1998 to the west of Golden Plateau.

There are currently 15 separate lodes identified in the Western System (**Figure 3-3**). The gold mineralisation is associated with dilation zones on fault structures associated with brittle host rocks. Ore shoots vary in size from 50-300 m along strike and 50-200 m down plunge. Gold occurs as electrum and gold-silver tellurides. The deposit has a low sulphide content of less than 3% occurring as pyrite, lesser sphalerite, galena and hessite, and rare chalcopyrite, arsenopyrite and bornite.

Figure 3-3 Deposits of the Cracow Gold Field



3.2.3 Geological Data

Drilling was predominantly diamond drilling (primarily underground) with minor RC drilling from the surface. Underground development samples were also collected. Drill collars and underground sample positions are surveyed by differential global positioning survey equipment (DGPS) and theodolite, respectively. Downhole surveys are carried out by a Reflex camera for more recent drill holes and Eastman for older drill holes. Samples were collected using current industry practices; RC samples were collected by a rig-mounted riffle splitter, core samples by half core, and infill grade control samples by whole core.

Samples are crushed, prepared and analysed at an accredited laboratory using a three-stage Aqua Regia digest with an inductively coupled plasma (ICP) finish for silver, with gold analysed by fire assay fusion and atomic absorption spectrometry (AAS). All underground development samples are crushed at the Cracow sample laboratory and analysed by a three acid digest followed by analysis by AAS. Aeris recognises that the aqua regia digest is only a partial digest and has determined that the underground development samples are under-reporting gold grades by ~10%. Pulp sample checks are carried out by fire assay at the accredited laboratory.

Appropriate quality control and quality assurance are in place. No regular field duplicate core sampling is carried out, however, infrequently, some half core is quarter cored for assay checks.

Data is validated before entry into the database.

Bulk density data has been routinely collected since 2012 using the non-wax coated water immersion method. Density variation is very low in each domain, so averages are employed.

3.2.4 Modelling and Resource Estimation

Geological modelling of domains is based on lithology, quartz vein percent and gold grade and incorporates underground mapping and sampling. Separate domains are defined for vein lodes and stockwork zones and where there are orientation changes. Standard mining industry software Vulcan and Datamine were used.

Statistical analysis was carried out on each domain to determine estimation parameters for grade cutting and capping, composite length and bulk density. Geostatistical analysis to determine grade interpolation parameters was completed on domain and sub-domain using industry-standard Supervisor and Vulcan.

Grade estimates for gold and silver were carried out in Vulcan or Datamine by ordinary kriging with search ellipses guided by the variography results. For some stockwork zones or small splay structures the grades were estimated using the inverse distance squared or cubed (ID2 or ID3) method. Hard boundaries were employed for each domain and parent block sizes were half the drill spacing. Search ellipses were designed to match the continuity of the lodes in a strike and down plunge direction and the narrowness of the lode, such as Crown-Baz being 85 x 80 x 1. For the Crown-Baz lode the parent block size was 5 m x 5 m x 10 mRL, with sub-blocks of 0.2 m to honour the domain boundary.

3.2.5 Mineral Resources

Mineral Resource classification was based on the drill spacing, the presence of underground development, confidence in the geological interpretation, data quality, grade variability, faulting and the comparison of block grades to sample grades. The drill spacing used for resource classification varied for each deposit but was as outlined below:

- Measured Resources 20 m x 20 m drill spacing, underground development and face sampling.
- Indicated Resources 20 m x 20 m drill spacing.
- Inferred Resources 40 m x 40 m to 60 m x 60 m drill spacing.

The block model was validated by comparing block grades against declustered composite grades, swath plots and reconciliation of previous production. No Mineral Resource was reported inside the 5 m sterilisation shapes placed around the stope voids or contained low-grade stockwork domains peripheral to the lodes.

The Cracow Mineral Resources as of the 30th of June 2021 using a 1.5g/t Au cut-off grade are shown in **Table 3-2**.

Table 3-2 Cracow Mineral Resources

Resource Category	Tonnes (kt)	Au (g/t)	Ag (g/t)	Au metal (koz)	Ag metal (koz)
Measured	200	9.1	5.7	59	37
Indicated	1,400	3.7	3.1	170	140
Sub-total M+I	***1,600***	***4.3***	***3.4***	***230***	***180***
Inferred	2,300	2.3	1.5	170	111
Total	**3,900**	**3.1**	**2.3**	**390**	**290**

Note: Mineral Resources are inclusive of Ore Reserves

Note that the reporting methodology was changed from using conceptual stope shapes in 2020 to a 1.5g/t Au cut-off grade in 2021. This change resulted in increases of 1.6Mt of ore and 90 koz of gold. Although this increases the size of the Mineral Resource, it should not significantly affect the Ore Reserves.

As of June 2021 there were 874kt @ 0.88g/t Au of intermediate ore stocks (IOS) at the Golden Plateau mine, remaining low-grade stocks from previous mining. These stocks are not reported as Mineral Resources but are used to fill capacity in the mill and are present in the financial model.

3.2.6 Deposits Considered for Evaluation by Cash Flow Methods

RPM reviewed the life of mine plan (LOMP) against the June 2021 Mineral Resources for each lode at Cracow.

The scheduled inventory includes Measured, Indicated, Inferred Mineral Resources, and some Unclassified material from some lodes. A brief discussion is provided below:

For the Baz, Coronation, Denmead, Empire, Griffin, Kilkenny, Killarney, Sterling and Klondye-Royal lodes, the scheduled production in the LOMP is reasonable compared to the June 2021 Mineral Resources, and in many cases, the scheduled proportion is low. For most of these lodes there is minimal Unclassified material scheduled, and those lodes with significant Scheduled Unclassified inventory appears to be covered by the total Mineral Resource.

Significant Unclassified inventory was scheduled for the Crown lode, accounting for more than the total Mineral Resources.

Significant Unclassified inventory (518kt) is scheduled for Golden Plateau, though there are no Mineral Resources. Aeris has been successfully drilling at Golden Plateau and is confident of soon estimating an underground Mineral Resource.

The Roses Pride lode has significantly more Indicated, Inferred and Unclassified material scheduled than is in the total Mineral Resource. Aeris has been successfully drilling at Roses Pride and is confident of soon estimating additional Mineral Resources.

The Sovereign lode has a significant Unclassified inventory scheduled, though the total tonnage scheduled for Sovereign is similar to the total Mineral Resource inventory.

The Tipperary lode has more inventory scheduled than the total Mineral Resource.

3.2.7 Conclusions

RPM reviewed a cross-section of the 15 Cracow lodes; the major lodes of Crown-Baz, Royal-Klondyke and Killarney, and the minor lodes of Denmead and Phoenix.

The Crown-Baz lodes block grades matched the composite grades.

A check of the Royal-Klondyke lodes block model returned a comparable tonnage figure for the Inferred Resource, but 6kt over for Indicated Resource (177kt vs. 183kt), and grades were comparable.

The Killarney lode block grades matched the composite grades for the vein style sub-domains, but the stockwork domains correlation was variable (note, the stockwork domains are not quoted in the Mineral Resource). The re-estimate of the resources returned an exact match.

A check of the Phoenix lode block model showed a good correlation with drill hole assays for the stoped areas; however, drill hole grades below the stoping did not correlate well. The re-estimate of the resources returned an exact match.

Denmead is a cross-cutting lode between the major lodes and appears more complex. The drill hole grades matched the block grades where the veins are well-defined, but the correlation of some of the narrower veins was variable. The re-estimate of the resources returned an exact match.

The top cuts selected were acceptable and took account of high-grade clustering, and the search ellipses were appropriate for this style of mineralisation for the lodes reviewed.

Overall, the approach to grade estimation was appropriate for the style of mineralisation.

The collection and management of data, geostatistical analysis, geological modelling, and resource estimation practices for Cracow meet current mining industry practices.

The geology of the ore deposits is well-understood.

There is down-plunge, up-plunge and strike potential for some deposits, and potential for other orebodies to be discovered further afield, such as associated with the Ballymore structure. Recent drilling around the older mined areas at Royal and Golden Plateau will deliver additional Mineral Resources.

Unclassified inventory, which relates to exploration targets associated with some existing lodes, and has been incorporated by Aeris into the LOMP, in places early in the mining schedule. RPM has addressed this inventory in the mining schedule.

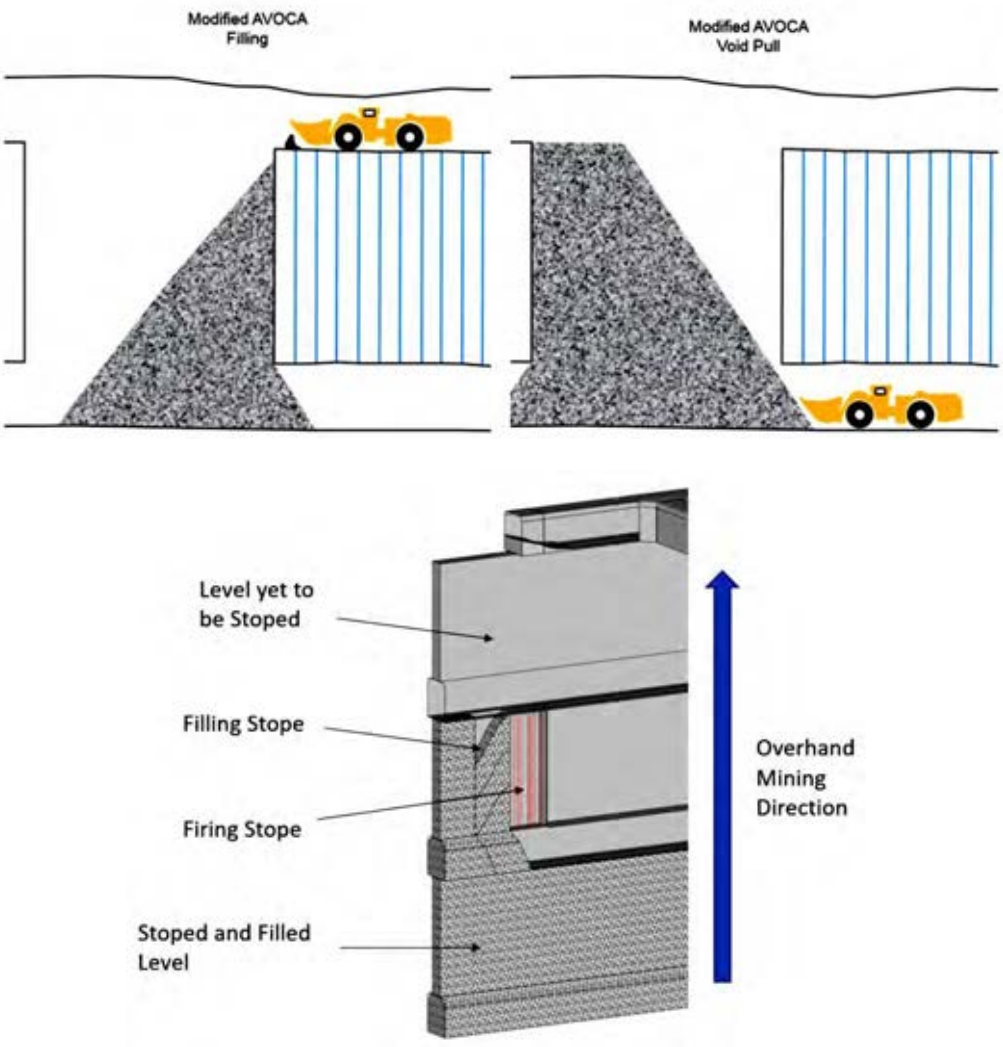
The key geological risks for the Cracow Mineral Resources are upgrading existing Inferred Resources to allow conversion to Ore Reserves and realising the non-Ore Reserve inventory in the LOMP. In addition, the exploration success appears to becoming more difficult with the maturity of the operation. A key risk and also a key opportunity is converting the Exploration Targets to Inferred Resources

3.3 Mining and Ore Reserves

Mining operations at Cracow generally employ a modified Avoca method; however, up hole retreat, open stoping, flat backing and benching are also used. In the modified Avoca method all activities are conducted from the retreat drive. Each blast is backfilled, and then the waste is removed from the backfilled stope to create a void for the next blast. Orebodies are accessed using a single level for drilling, blasting, bogging and backfilling, which is placed from the retreat ends.

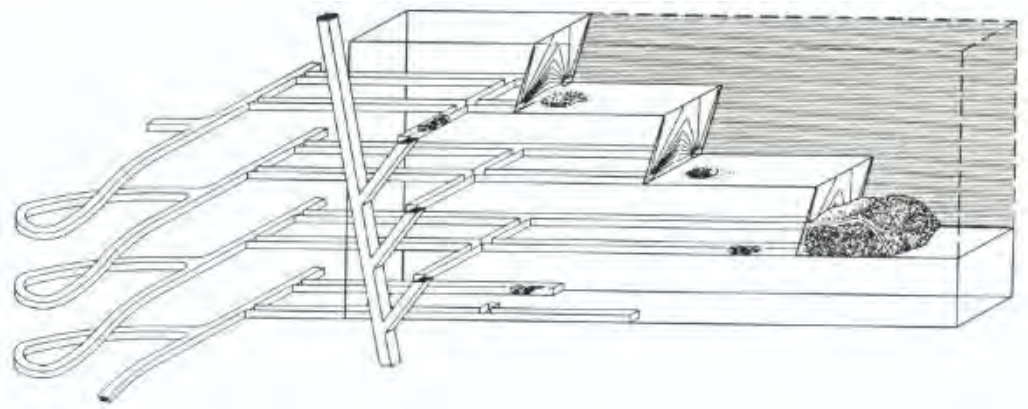
The rings are fired to the recommended strike length, and the ore is completely bogged out. The void is then filled with rock or cemented rock. Once the panel has been filled, some filling (void pull) is removed to generate void space for the next blasting and prevent ore dilution. The process repeats until the entire stope is mined out Sublevels are placed at an average of 20m intervals to extract stopes of 1.5 to 5 metres in width.

Figure 3-4 Modified Avoca Mining Method



Bench stoping (sublevel benching or longitudinal longhole retreat) is part of the family of sublevel stopping mining methods where the long axis of the stope is parallel to the strike of the orebody. Orebodies are generally accessed via sublevels spaced at an average of 20m intervals. The dip of the orebody determines the stoping sequence. Sub-vertical stopes accessed via decline are extracted top-down and inclined stopes are extracted bottom-up

Figure 3-5 Bench Stoping Mining Method



3.3.1 Geotechnical Parameters and Design Criteria

Due to the underground nature of the majority of Aeris resources operations, the geotechnical features of the deposits are a permanent source of risks and monitoring. Cracow operations have full-time onsite geotechnical engineers to provide input into the mine design, execution, and management to mitigate the geotechnical challenges. Risks control is proactively approached by the multidisciplinary evaluation of new productive areas, where geotechnical approval is mandatory to start activities.

Unlike Tritton, Cracow operations does not use a comprehensive Ground Control Management Plan (GCMP). The plan at Tritton includes a good level of 3D modelling of the main regional structures, stress, rock mass characterisation, design analysis for production and development and ground control numerical modelling. The absence of this sort of management plan does present as a risk to ongoing mining operations at Cracow, but could be easily mitigated by implementation of a plan similar to that used at Cracow.

3.3.2 Cut-Off Grade Analysis and Economic Limits of Extraction

The cut-off grade at Cracow operations was calculated using the factors noted in **Table 3-3** and the procedure details below.

Table 3-3 Mining NSR Prices

Commodity	Unit	Value
Copper	US$/t	7,285
Gold	US$/oz	1,886
Silver	US$/oz	16.5
Exchange Rate	AUD/USD	0.75

Table 3-4 Cracow ORE Cut-Off Values

Cut-off Grade	Cracow	Comments
Break Even	2.36	Fully costed on site
Mine Limited	-	Using variable cost only on non-mining
Marginal	-	All variable costs only
Incremental	-	Mining cost not included

The cut-off grade methodology and approach align with global best practices for a multi-element (Au/Ag) project. Due to silver correlation with gold grade and the estimation hardness, Cracow just uses gold. However, a detailed cut-off grade calculation for each stope is incorporated to the mining optimisation software Deswik to determine their individual cost-revenue. Calculation is based on unit costs and an initial cut of 2.0 (g/t) in all areas covered in the life of mine.

Although Cracow operations do not consider silver, the gold-domain nature of the deposit makes appropriated the use of the single more important element to maintain a sustainable and regular mining sequence.

The inputs used in the cut-off grade reflect actual recoveries and costs however gold price used is appropriate for the upcoming two years; however, it is relatively low compared to the long-term outlook that fluctuates around 1,800 and 1,850 USD/troy oz. RPM suggests a stope optimisation and mining sequence review following long-term price outlooks based on the current economic scenario.

3.3.3 Development Strategy

For underground assets, the production mine designs were determined using a globally recognised stope optimisation approach and development determined by mining fleet size, mining method, geotechnical constraints, and other technical criteria are currently in practice on-site. Stopes optimisation parameters for Tritton are detailed in **Table 3-5**.

Table 3-5 Stope Optimiser Parameters

Parameter	Units	Cracow
Minimum mining width*	*(m)*	1.5(1)
Minimum footwall angle	*degrees*	40°
Stope height	*(m)*	
Existing level development	*(m)*	15-18
No existing development	*(m)*	18
Stope length	*(m)*	15-25

(1) Includes dilution skin

The modifying factors, detailed in **Table 3-6**, have been derived from previous mining reconciliations and are consistent with industry standards for the given mining methods.

Table 3-6 Underground Mining Inventory Modifying Factors

Parameter	Units	Cracow
Stoping		
Mining recovery – with backfill	%	100%
Stope dilution	%	5 (stope size >4 kt)
Development		10 (stope size 4 – 10kt)
Dilution – Lateral	%	20 (stope size 1 kt)
Dilution – Vertical	%	
Recovery	%	10

Optimised stopes considered in the Life of Mine plan at Cracow are detailed in **Table 3-7**.

Table 3-7 Underground Mining Stope Optimisation

Asset	Stope size		
	Width (m)	Length (m)	Height (m)
Cracow	1.5 to 5.0	15 to 20	22

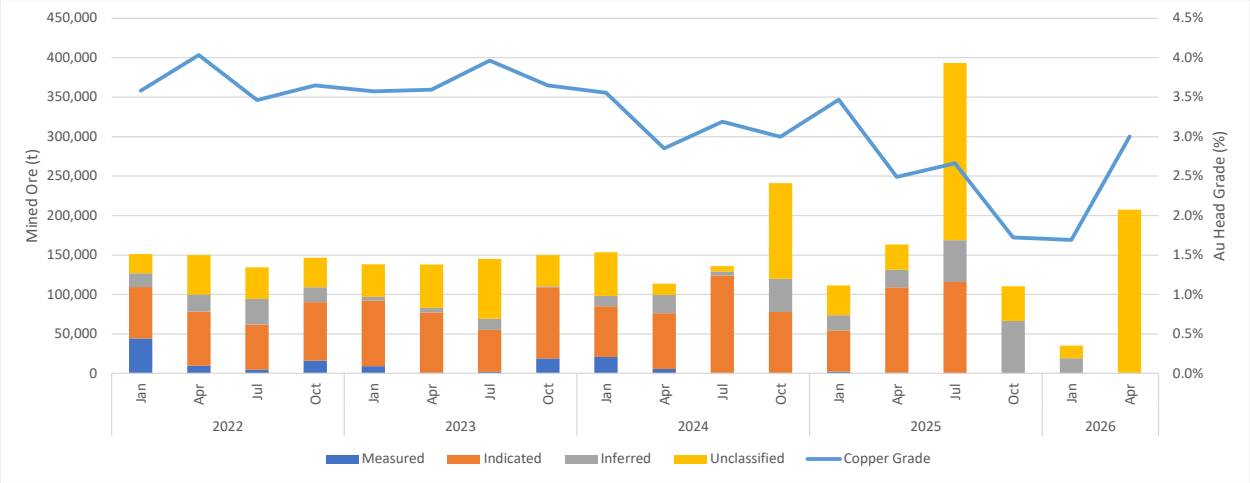
3.3.4 Production Schedule

Detailed LOM scheduling has been conducted out in Deswik software. The annual budget and forecast are quarterly updated by the senior mining engineer of each operation. Daily development, production drill and blast designs and plans are produced and aligned with medium to long term planning.

Figure 3-6 depicts the Life of Mine plan for Cracow gold operations. Total mining movement and development are limited to a maximum production rate of 2,000 and 600 k tonnes per annum.

The LOM production plan includes the full range of resource classified material throughout the mine life. The LOM does include unclassified and exploration success material from 2025 that is coming in the pipeline of new projects. It is considered a risk to the mine plan. The use of inferred minable quantities throughout the LOM plan does present an additional risk to the potential available tonnes and grade. This risk should be mitigated by increasing resource confidence through a planned drilling campaign intended to upgrade material to Inferred Resources before projects pass to the feasibility stage.

Figure 3-6 Cracow Life of Mine Ore Production by Resource Category



3.3.5 Ore Reserves

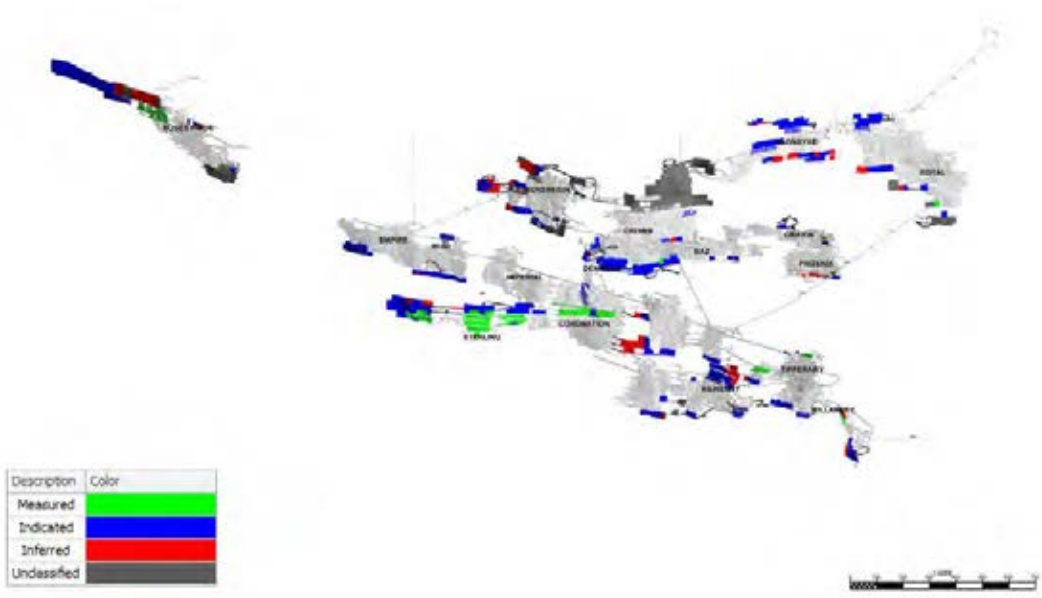
The Ore Reserves methodology and approach are to a JORC 2012 standard. No Inferred or unclassified material makes any contribution to the stoping inventory or the economics of the Ore Reserves. A summary of the Ore Reserves for Cracow is shown in **Table 3-8.**

Table 3-8 JORC Ore Reserves for Cracow Operations as at June 2021

	Category	Tonnes (kt)	Cu (%)	Cu (kt)	Au (g/t)	Au (koz)	Ag (g/t)	Ag (koz)
Cracow Operations	Proved	172	-	-	4.9	27	-	-
	Probable	519	-	-	3.8	63	-	-
	TOTAL	690	-	-	4.1	90	-	-

Figure 3-7 shows the portion of the Ore Reserves relative to the remaining LOM.

Figure 3-7 Proportion of LOM Informing 2021 Ore Reserves



3.4 Metallurgy and Minerals Processing

3.4.1 Metallurgical Testwork

The following programs and respective companies carried out the metallurgical testwork:

- J0603 Mineralogical Analysis of Evolution Cracow Kilkenny 1559 Feed Sample – Preliminary Report, 2018
- J0638 Mineralogical Analysis of Evolution Cracow Empire and Coronation Feed Samples – Preliminary report, 2018
- J0691 Mineralogical Analysis of Evolution Cracow Coronation and Imperial Feed Samples – Preliminary Report, 2018
- AMML Metallurgical Assessment of Cracow Ore (Mill Feed Samples) Report No. 0551, 2015
- AMML Metallurgical Assessment of Cracow Ore (Mill Feed Samples) Report No. 0556, 2015
- AMML Metallurgical Assessment of Cracow Ore (Empire Mill Feed Samples – 29-31 October 2015) Report No. 0568, 2015
- AMML Metallurgical Assessment of Cracow Ore (Tipperary Mill Feed and Tailings 24-25 Dec 2015 Samples) Report No. 0595, 2015
- AMML Metallurgical Assessment of Cracow Ore (Griffin samples) Report No. 0596, 2016
- AMML Metallurgical Assessment of Cracow Ore (BAZ Samples) Report No. 850, 2018
- AMML Metallurgical Assessment of Cracow Ore (Imperial Bulk Concentrate) Report No. 0928-2, 2018
- AMML Metallurgical Assessment of Cracow Ore (BAZ, Coronation, Griffin, Imperial, and Kilarney Ores) Report No. 1102-1, 2019
- AMML Metallurgical Assessment of Cracow Ore (BAZ, Crown, Griffin, Killarney, Sterling samples) Report No. 1126-1, 2019
- AMML Metallurgical Assessment of Cracow Ore (Kilarney Samples) Report No. 1005-1, 2019
- AMML Metallurgical Assessment of Coronation, Report Numbers 933-1, 933-2, 1041-1, 1065-1, 2019
- AMML Metallurgical Assessment of Cracow Ore (Denmead, Killarney, BAZ, IO samples) Report No. 1210-1, 2020
- AMML Metallurgical Assessment of Cracow Ore (Klndyke and Rose's Pride Samples) Report No. 1372-1, 2021

3.4.2 Mineralogy and Ore Types

The Company has completed quantitative mineralogy gold feed samples identified as Kilkenny 1559, Empire 1914N, Coronation 1640N, Coronation feed, Imperial feed. The samples had an estimated gold grade of approximately 10 g/t Au as supplied at a P_{80} of approximately 30 µm.

The focus of the analysis was the characterization of the gold bearing minerals.

The mineralogical investigation was completed using the Mineral Liberation Analyser (MLA). A combination of image analysis techniques and characteristic X-ray spectra generated by the minerals within the sample are used to quantify the mineral occurrence.

The list of minerals, formulae and assigned average concentrations of silver, gold, and tellurium concentrations are displayed in **Table 3-9** indicating the mineralization containing levels of silver, gold, and tellurium are consistently limited to Electrum Ag20, Electrum Ag30, Petzite, and Hessite.

Table 3-9 Cracow Plant Feed Mineral List

			Kilkenny 1559, Empire 1914N, Coronation 1640N			Coronation and Imperial Feed		
Mineral	**Density**	**Formula**	**Ag (%)**	**Au (%)**	**Te (%)**	**Ag (%)**	**Au (%)**	**Te (%)**
Electrum-Ag20	16.48	(Au,Ag)	20.52	79.48	0.00	20.52	79.48	0.00
Electrum-Ag30	14.83	(Au,Ag,Fe)	29.72	70.28	0.00	27.27	69.80	0.00
Petzite	9.05	Ag_3AuTe_2	39.99	24.90	35.11	39.99	24.90	35.11
Hessite	8.24	Ag_2Te	45.81	0.00	54.19	62.84	0.00	37.17
Chalcopyrite	4.19	$CuFeS_2$	0.00	0.00	0.00	0.00	0.00	0.00
Galena	7.5	PbS	0.00	0.00	0.00	0.00	0.00	0.00
Pyrite	4.9	FeS_2.FeAsS	0.00	0.00	0.00	0.00	0.00	0.00
FeO	5.26	Fe_2O_3	0.00	0.00	0.00	0.00	0.00	0.00
Ankerite	2.85	$Ca(Mg,Fe,Mn)(CO_3)_2$	0.00	0.00	0.00	0.00	0.00	0.00
Calcite	2.71	$CaCO_3$	0.00	0.00	0.00	0.00	0.00	0.00
Siderite	3.9	$(Fe,Mg,Mn,Ca)CO_3$				0.00	0.00	0.00
Albite	2.65	$(Na,K,Ca)AlSi_3O_8$				0.00	0.00	0.00
Amphibole	2.9	$(Ca,K)_2(Mg,Fe,Al)_5(Al,Si)_8O_2(OH)_2$				0.00	0.00	0.00
Chlorite	3.12	$(Fe,Mg)_5Al_2Si_3O_{10}(OH,O)_8$				0.00	0.00	0.00
K-feldspar	2.58	$KAlSi_3O_8$				0.00	0.00	0.00
Kaolinite	2.6	$Al_2Si_2O_5(OH)_4$				0.00	0.00	0.00
Quartz	2.65	SiO_2				0.00	0.00	0.00

The mineralogical analysis is relatively consistent between the ore types tested.

- Electrum Ag20, electrum Ag30, and Petzite were the only gold bearing minerals detected.
- Electrum Ag20 was more abundant in all the feed samples, comprising 44.3 to 91.9 weight percent of the gold bearing grains.
- Grouped electrum comprised of 95 to 100 weight percent of gold bearing grains.

The liberation data for the ore types tested indicated the majority, +95%, of the gold is finer than 10 µm, with the liberation between ore types being variable. The mineral liberation data shown in **Table 3-10**, displays the variation in the liberation.

Table 3-10 Cracow Plant Feed Mineral Liberation Data

Mineral	Kilkenny 1559 Feed Au – liberated Wt%	Kilkenny 1559 Feed Au – locked Wt%	No. of Grains Liberated
Electrum-Ag20	46.13	53.87	14
Electrum-Ag30	95.33	4.67	11
Petzite	53.25	46.75	3
Grouped Electrum	68.73	31.27	25
Mineral	**Empire 1914N Au – liberated Wt%**	**Empire 1914N Au – locked Wt%**	**No. of Grains Liberated**
Electrum-Ag20	22.02	77.98	7
Electrum-Ag30	81.99	18.01	17
Grouped Electrum	60.54	39.46	24
Mineral	**Coronation 1640N Au – liberated Wt%**	**Coronation 1640N Au – locked Wt%**	**No. of Grains Liberated**
Electrum-Ag20	79.62	20.38	14
Electrum-Ag30	60.48	31.52	11
Petzite	0.00	100.00	0
Grouped Electrum	76.64	23.36	25
Mineral	**Coronation Feed Au – liberated Wt%**	**Coronation Feed Au – locked Wt%**	**No. of Grains Liberated**
Electrum-Ag20	39.29	60.71	29
Electrum-Ag30	10.04	89.96	11
Petzite	0.00	100.00	0
Grouped Electrum	74.29	25.71	40
Mineral	**Imperial Feed Au – liberated Wt%**	**Imperial Feed Au – locked Wt%**	**No. of Grains Liberated**
Electrum-Ag20	60.96	19.52	20
Electrum-Ag30	58.58	41.42	16
Petzite	12.39	87.61	1
Grouped Electrum	68.04	31.96	36

3.4.3 Metallurgical Testwork Implication for Flowsheet Design

Testwork programs have been conducted on a range of representative samples to determine the ore types' leaching characteristics. No testwork has been made available on comminution properties.

3.4.4 Leaching Evaluation

Extensive leaching characterization work was completed for the majority of the Cracow ore types. Metallurgical recovery based on bench scale leach testwork from exploration core samples is shown in **Table 3-11**. The results are separated by orebody, showing an average. The table shows the most recent recoveries list by ore body using a grind P_{80} of 53µm. The actual grind in the plant is a P_{80} 30 to40µm.

Any historical ore types mined without bench scale test work are assigned the previous financial year's recovery. Silver is assigned a flat rate of 80% unless further information is known. The product is a gold and silver doré.

These are the recovery rates, based on a regrind size of a P_{80} of 53µm, used in the budgets and forecasting.

Table 3-11 Cracow Orebody Gold and Silver Recoveries

	As Per Dataroom		Laboratory Testwork		
Orebody	**Gold Recovery %**	**Silver Recovery %**	**Gold Recovery %**	**Silver Recovery %**	**Grind size, P_{80} Tested**
Kilkenny	91.08%	80.0%			
Killkenny North	91.09%	80.0%			
Klondyke	83.50%	80.0%	89.8%	73.2%	106, 53, and 20 µm
Empire	92.43%	80.0%	93.3%	75.3%	53 and 20 µm
Griffin	91.20%	80.0%	94.3%	86.9%	53 and 20 µm
Coronation	92.60%	80.0%	93.0%	86.4%	53 and 20 µm
Crown	92.43%	80.0%			
Tipperary	84.50%	80.0%			
Baz	92.70%	80.0%	94.2%	87.4%	53 and 20 µm
Imperial	93.70%	80.0%	87.0%	82.4%	53 and 20 µm
Phoenix	92.43%	80.0%			
Sterling	94.30%	80.0%			
Denmead	92.60%	80.0%	94.8%	87.2%	53 and 20 µm
RAES	92.43%	80.0%			
Killarney	92.80%	80.0%	94.3%	75.8%	53 and 20 µm
Royal	92.43%	80.0%			
ROM Ore EOY	92.43%	80.0%			
Mineralised waste	87.76%	70.0%			
IO	93.50%	65.0%	87.0%	82.4%	53 and 20 µm
Roses Pride	92.43%	70.0%	89.8%	73.2%	106, 53, and 20 µm
Ballymore	92.43%	80.0%			
Golden Plateau	92.43%	70.0%			
Sovereign	92.43%	80.0%			

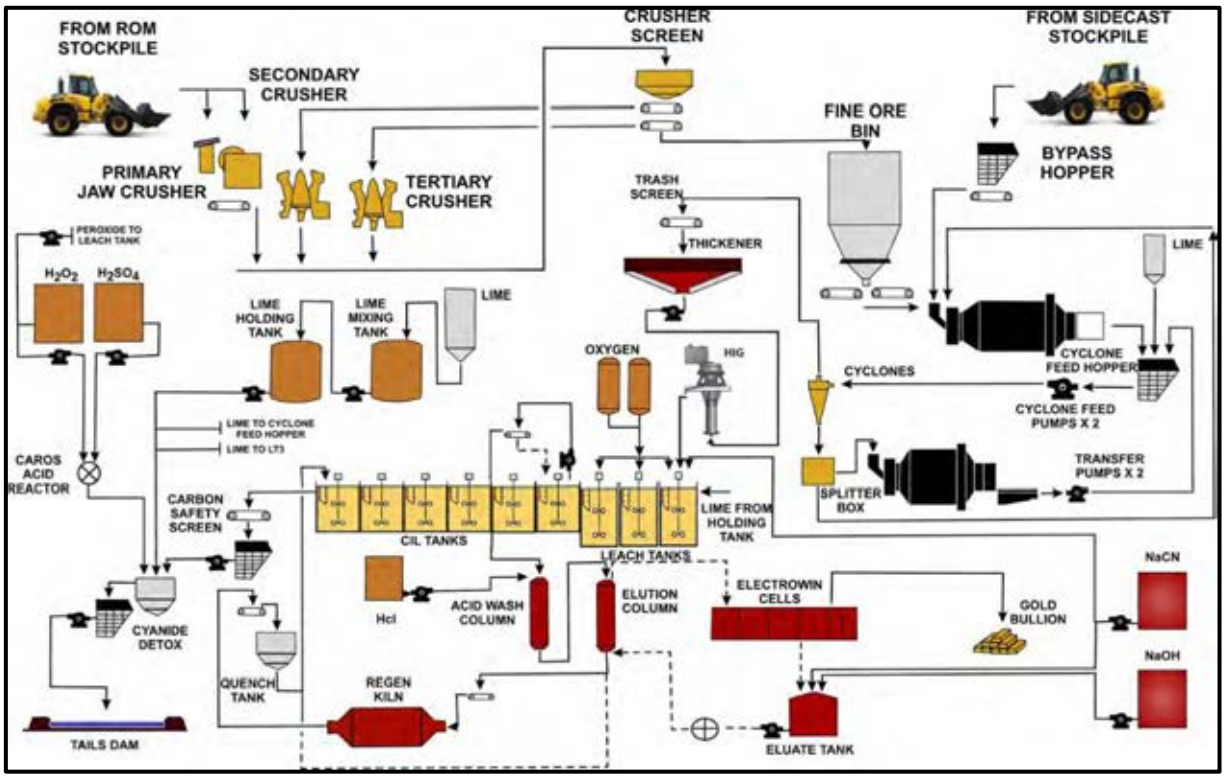
The laboratory testwork shown in the last three columns was completed on various grinds, indicating the average gold and silver recoveries. The gold recoveries in the lab testwork at a grind of 38 µm were normally three to four percent above the 53 µm test work.

3.4.5 Processing

Process Description

Figure 3-8 presents the Cracow conventional flowsheet, characterised by three stages of crushing and grinding, carbon in pulp (CIP) circuit with a gold stripping circuit employing a Zadra elution circuit. Leached tailings are detoxified using the Caro's acid process.

Figure 3-8 Cracow Processing Flowsheet



Crushing

Mined ore is delivered to the ROM and dumped into fingers according to their mined location (lode). A front-end loader loads the stockpiled ore into the crusher based on blending. The crushing circuit consists of a primary jaw crusher, secondary cone crusher and tertiary cone crusher. Material is crushed down to a product size minus 10mm at a nominal throughput of 110tph. Crushed ore is stored in a Fine Ore Bin (FOB) or can be removed from the bin and placed in an emergency stockpile.

Grinding

The material is recovered from the FOB reporting to the primary ball mill (1.4MW), where the discharge is classified in a hydrocyclone cluster. The hydrocyclone underflow feeds the secondary ball mill (0.5MW). Both mills share the same hydrocyclone cluster where the secondary ball mill processes the cyclone underflow achieving a primary grind target P_{80} of between 50 to 60µm. The primary ground ore is thickened in a pre-leach thickener to 42 to45%w/w solids and then passed through a stirred media mill (HIG500) for fine grinding. The fine grinding mill further reduces the grind resulting in a final grind of P_{80} between 30-40 µm.

Leaching and Adsorption

Leaching is accomplished in a standard CIP circuit. Ground ore is sent to the first of three leaching tanks, where sodium cyanide is added as leachate for the gold and silver within the ore. Oxygen in the form of peroxide and gas is injected into the leach tanks to assist in the gold dissolution process. Following the leaching process, ore passes to the adsorption circuit, which consists of six adsorption tanks operating in series. The adsorption tanks contain particles of activated carbon that adsorb the dissolved gold and silver onto their surface. Screens within the adsorption tanks prevent the carbon from exiting the tanks. Over time, the concentration of gold and silver increases on the activated carbon until sufficiently high loadings are achieved to proceed to the elution circuit. The slurry that exits the adsorption tanks passes through a cyanide destruction circuit that uses Caro's Acid to destroy any residual cyanide. The slurry is then pumped to a tailings storage facility.

Elution

The gold and silver loaded carbon from the adsorption circuit is sent to the elution circuit to extract the gold and silver. This process starts with an acid wash using Hydrochloric Acid to clean the carbon followed by the elution process itself where temperature and pressure are used to desorb the gold and silver. The gold and silver are then electroplated onto stainless steel wool. Cracow uses a pressure Zadra circuit for elution. The gold and silver deposited onto the stainless-steel wool are collected and then smelted in a gas-fired furnace to produce a gold and silver dorè bar.

Spent carbon is regenerated in a horizontal kiln and returned to the last adsorption tank.

Leach tailings are detoxified with Caro's acid (target 50ppm WAD) and pumped to the Tailings Storage Facility.

The site owns a PSA (Pressure Swing Adsorption) oxygen unit and produces Caro's acid (H2SO5) under licence from hydrogen peroxide and sulphuric acid.

Tailings

As per Condition H17 of the CRO Environmental Authority (EA – EPML00770913) dated 30 July 2021, the available storage capacity of each regulated structure is to be assessed by the 1 of November each year to confirm whether the corresponding Design Storage Allowance (DSA) volume for the structure is available.

The findings of the assessment are as follows:

- All structures have sufficient storage capacity to store the DSA volume, apart from Golden Plateau Pit (GP Pit). CRO previously advised that sealing of the Roma North adit to increase the storage capacity of the GP Pit is not considered a viable option as mining of the GP Pit may recommence in the future.
- The current practice of sharing DSA with the CEX pit should therefore continue, with the NS8 bore water level ideally maintained near the current pump level.

3.4.6 Process Design Criteria

Design criteria are from plant commissioning in 2004 and are no longer relevant. Current met account sheets reflect plant capacity.

3.4.7 Plant Throughput

The process plant is designed to produce an average of approximately 40.9 Koz of silver and 63.6 Koz o gold in 2022. The production declines through the LOM mainly due to the feed grades and projected recoveries.

In RPM's opinion, the production schedule appears reasonable and has been based on the actual plant performance and thorough metallurgical testwork.

RPM is of the opinion that the planned ore processing plant is adequate to handle the design capacity of 0.66 Mtpa.

3.4.8 Deleterious Elements

No detailed assays of the doré' were supplied to identify any deleterious elements as noted in the refinery terms.

3.5 Infrastructure, Services and Utilities

3.5.1 Mine Infrastructure Area

The site buildings, facilities, workshop, and accommodation appear sufficient to support the project requirements and the design, layout and size are appropriate for the application. With a robust maintenance

regime all the buildings and facilities should be adequate for the remaining life of mine without incurring major and unexpected capital or operating costs.

3.5.2 Power Supply

A Connection Agreement with Ergon Energy is in place to supply grid power to the project. The Authorised Demand for taking electricity from the Distribution Network at the Connection Point was recently increased to 6.11 MVA, with final upgrades completed in April 2022. The Authorised Maximum Demand places a limit on the allocated maximum demand allowed for use by Cracow and approved by Ergon. The main driver behind these upgrades is to reduce brownouts associated with the electrical supply to site. The network coupling point is located at the 22kV bus at Theodore Substation.

Based on the review of the current power supply agreement, and recent increase in allowable power demand from the grid, RPM is of the opinion that appropriate electrical infrastructure exists to support the Cracow Project and to meet operational requirements. A capex allowance per annum has been included for minor electrical infrastructure upgrades for the remaining life of mine and these costs are deemed reasonable by RPM.

3.5.3 Water Supply

The project is located within the Dawson River Catchment with the Dawson River located 9km west of the project site. The Dawson River water extraction is used to make up any deficient water supply required for operational purposes. The Dawson River is utilised to meet Process Plant water requirements when there is insufficient water stored on site. No groundwater extraction occurs to supplement site water supply.

A site water balance model has been established to predict the operation of the Mine's current and proposed water management system. The results of the water balance illustrate the Mine's capacity to manage weather extremes over the life of Mine. Additionally, the water balance model is used to assess the ability to meet the water requirements of the Process Plant, noting that the maximum transferable volume of water extracted from the Dawson River under the Priority A allocation has an annual cap. It is noted that additional volume could be sourced through licenced harvesting and medium priority allocation where necessary.

Portable emergency pumps and diesel generators are available in case of pump failures to minimise the risk of interfering with the water management system.

The site Water Treatment Plant treats raw water from the Dawson River using flocculant to settle out solids and chlorine as disinfection to make potable water. Potable water supplies the operational needs as well as camp and Cracow township.

A review of the water management plan coupled with the remaining life of mine, indicates the existing water supply and treatment systems appear to be fit for purpose and the annual sustaining capex allowance allocated to water infrastructure appears to be consistent with the size of the facility and process plant.

3.6 Environment, Social and Governance

3.6.1 Native Title, Cultural Heritage and Social Issues

Native Title

Cracow sits within an Indigenous Land Use Agreement (ILUA) obtained by Newcrest Mining Limited on the 23 June 2003 with no specified expiry date and covers all the Cracow Leases. The NNTT number for the agreement is QI2002/053.

Cultural Heritage

The mine (EPM15981) operates under the Cracow Cultural Heritage Management Plan between Lion Mining Pty Limited (ACN 000 697 183) and Wulli Wulli People Wulli Wulli Nation Aboriginal Corporation (ICN 8263) dated 28 August 2016.

3.6.2 Environmental Approvals

Commonwealth Approvals

The status of Cracow's approvals (under the Commonwealth Environmental Protection and Biodiversity Conservation, Act 1999) are listed below.

Table 3-12 Current Status of Commonwealth Approvals

Mine	Asset Holder	Leases and Key Tenements	EPBC Approval
Cracow	Aeris Resources	ML3219, ML3221, ML3223, ML3224, ML3227, ML3228, ML3229, ML3230, ML3231, ML3232, ML3234, ML3243, ML80024, ML80088, ML80089, ML80114, ML80120, ML80144. EPM15981, EPM26311, EPM27240	No Referral – company determined that it was not required.

State Approvals

A Referral under the Environmental Protection Biodiversity Conservation Act 1999 (EPBC Act) has never been sought for the project (Darren McTague, email 14/4/2022). An MNES assessment undertaken in 2018 reviewed the likelihood of impacts to matters of national environmental significance (MNES) and reported that an impact on MNES retrospectively had been unlikely (NRC, 2018). An audit in 2020 reported that the TSF2 had been relocated to avoid prescribed environmental matters (PEMs), which includes MNES. There is no material risk considered likely from this approval.

The status of Cracow's approvals (under the various state legislation) are listed below.

Table 3-13 Current Status of State Approvals

Mine	Asset Holder	Leases	Environmental Authorities/ Development Consent/ Other	Effective Date
Cracow	Aeris Resources	ML3219, ML3221, ML3223, ML3224, ML3227, ML3228, ML3229, ML3230, ML3231, ML3232, ML3234, ML3243, ML80024, ML80088, ML80089, ML80114, ML80120, ML80144. EPM15981 EPM26311, EPM27240	EPML00770913 EPPR00364913 EPSX04426116	03/02/2022 04/09/2014 26/11/2019

The various tenements at the Cracow mine are noted below:

- EPM 15981 under EPPR00364913 which took effect on 4 September 2014
- EPM26311, EPM27240 under EPSX04426116 which took effect on 27 November 2019
- ML 3219, ML 3221, ML 3223, ML3224 ML 3227, ML 3228, ML 3229, ML 3230, ML3231, ML 3232, ML 3234, ML 3243, ML 80024, ML 80088, ML 80089, ML 80114, ML 80144, ML 80120 under EPML00770913 which takes effect on 3 February 2022.

It should be noted that 3 ML's are set to expire before the end of 2024, those being ML 80088, ML 3221, and ML 80089.

The latest amendment for the MLs identified for Cracow Mine is operating under Environmental Authority (EA) EPML00770913 took effect on 3 February 2022.

Required Approvals

The QLD regulatory transition notice requires a Progressive Rehabilitation Closure Plan (PRCP) to be submitted by 29 September 2023 for Cracow mine. Aeris staff informed the review team that the rehabilitation estimate, or Estimated Rehabilitation Cost (ERC), will be reviewed at a similar time to the PRCP submission process. It is unknown at this time, whether an increase in ERC and rehabilitation standards would be required as a result of the PRCP process.

3.6.3 Offset Requirements

Significant residual impacts to prescribed environmental matters, are not authorised under environmental authority EPML00770913 (EA condition F1) or the Environmental Offsets Act 2014. EPML00770913 stipulates records must be kept demonstrating this requirement is being met. The audit report was satisfied that this requirement had been addressed. There are no offsets required for the mine at this time.

3.6.4 Mined Land Rehabilitation

The mine has a total estimated rehabilitation cost (ERC) of $18,153,451 lodged as a bank guarantee with Queensland Treasury for site rehabilitation activities. Through a recent abandoned appeal process, Aeris decided to settle on the agreed amount of $23,700,344, the difference being for the risk rating of the TSF2. DES deemed it to be a high rating, whereas Aeris applied for it to be a medium rating. Aeris has agreed to lodge the bank guarantee for the additional amount of $5,546,893, which is currently outstanding.

A PRCP transition notice under the Environmental Protection Act 1994 was received in March 2022. It requires the EA holder to submit a PRCP, and associated PRCP schedule to DES by 29 September 2023. Aeris staff informed the review team that the rehabilitation estimate, or ERC will be reviewed as a part of that submission process. At this time, it is not known whether the rehabilitation estimate is expected to increase as a result of the PRC plan application process.

The Project operates under a Final Land Use Rehabilitation Plan (FLURP) to address EA conditions for rehabilitation objectives. The FLURP was last updated in 2020 using contemporary terms, such as post mining land uses (PMLUs) and non-use management areas (NUMAs). A gap analysis has been prepared in the preparation of the PRCP.

Rehabilitation work has commenced on the toe of the west wall of TSF1 and the capping design was agreed upon by state regulators according to the Aeris 2021 annual report. It was noted that existing TSF1 infrastructure entered decommissioning and the closure phase in June 2021.

Table 3-14 Mine Closure and Rehabilitation Cost Estimations and Lodged Securities

Asset	Estimated Cost	Data source*	Financial Model Provisions	Securities Lodged	Comments
Cracow	$ 23,700,344 M	ERC decision Notice	$	$18,153,451	As a result of a recent abandoned appeal that Aeris had with QLD Department of Environment and Science, Aeris will need to provide a bank guarantee increase of $5,546,893 to $23.7 M

3.6.5 Environmental Operational Compliance

Environmental management has been ongoing at the mine site, including environmental aspects of historical mining. The third party audit in 2020 (SLR) against the environmental authority conditions did not identify any non-compliances, indicating ongoing management of regulated structures; and site monitoring and reporting.

An Environmental Evaluation Report was sought by the Department of Environment and Science by 30 July 2021, relating to potential issues relating to TSF1, including the seepage inception system, and compliance bores. An Environmental Evaluation report to address the departments issues was prepared by SLR (2020). The regulator believed that there were reasonable grounds to indicate current and future mining activities were causing and likely to cause environmental harm; and that there was insufficient understanding of the extent of groundwater impact and groundwater connectivity in the area with respect to contaminant migration, specifically cyanide. Actions undertaken by Aeris to address the concerns, and that have been implemented, and documented in the report, include:

- The most recent tailings storage facility (TSF) 2 has been built and is operating on the mine site. TSF2 is rubber lined and TSF1 has been decommissioned.
- Tailings Dam 4 has been dewatered to remove the source of potential seepage and the decant pond. Seepage from TD4 is now being collected, improving water quality. Monitoring shows that most of the stored secondary cyanide compounds are now reacted or resolved. Quarterly monitoring and pumping of 2 bores is ongoing.
- Golden Plateau WRD consists of mainly non-acid forming materials. This WRD has negligible impact on groundwater. Contaminant migration is thought to occur by surface water and sediment runoff into the drainage lines. Two sumps have been installed to monitor the WRD, as well as a limestone drain and hay bay barrier.
- TSF1 and Tailings Dam 3 (TD3) groundwater impacts are being managed by seepage interception trenches, seepage interception ponds with a pump back system. Since its inception in 2020, it appears to be able to reverse groundwater issues. However monitoring will be ongoing. There is one bore located off the flowpath of TSF1/TD3 that shows elevated cyanide, sulfate and dissolved cobalt significantly higher than concentrations in the TSF1 seepage area. Hence it is not clear what has caused the concentration of those three contaminants. It appears to be a range of factors, including historical seepage impacts. The groundwater in this location is managed by the pumpback bores and interception trenches in the creek.
- TD1 and TD2 are historical tailings sites (pre 1986). Seepage of primary tailings pore water from the small dam has ceased, however rainfall and runoff could lead to seasonal infiltration, but it is considered minimal and the cyanide is considered stable.
- Historical tailings during the 1930s are present over large parts of the mine leases. Their origin is not clear. They impact the surface and groundwater. The department and Aeris have reached general agreement that the legacy issues are not a current tenure issue.

The Receiving Environment Monitoring Program (REMP) (SLR, 2021) identified exceedances of surface water parameters above guidelines most notably at the creek sites, some being attributed to historical tailings.

The current EA (EPML00770913) dated 3 February 2022 identifies a suite of water management and groundwater requirements to be addressed. The Groundwater Management Program associated with the TSFs, tailings dams and waste rock dumps and open pits; together with the Seepage monitoring management plan have been updated in 2022 to address ongoing site management. Recent work by Aeris to address trigger level exceedances is ongoing. Managing the environmental risks is ongoing, however it is considered unlikely that they would exceed the material threshold for the assessment.

3.6.6 Conclusions

With regard to mine rehabilitation costs, Aeris has agreed to lodge the bank guarantee for the additional amount of $5,546,893, which is currently outstanding.

Based on the progressive rehabilitation closure plan (PRCP) requirements, it is not known at this time whether the rehabilitation estimate is expected to increase as a result of the PRC plan application process. The PRC plan is due to be submitted in September 2023.

3.7 Operating Costs

Cash operating costs and unit cash operating costs at Cracow (for the life of mine schedule) are shown in **Figure 3-9** and **Figure 3-10**.

Figure 3-9 Cash Operating Costs for Cracow Operation LOM Plan

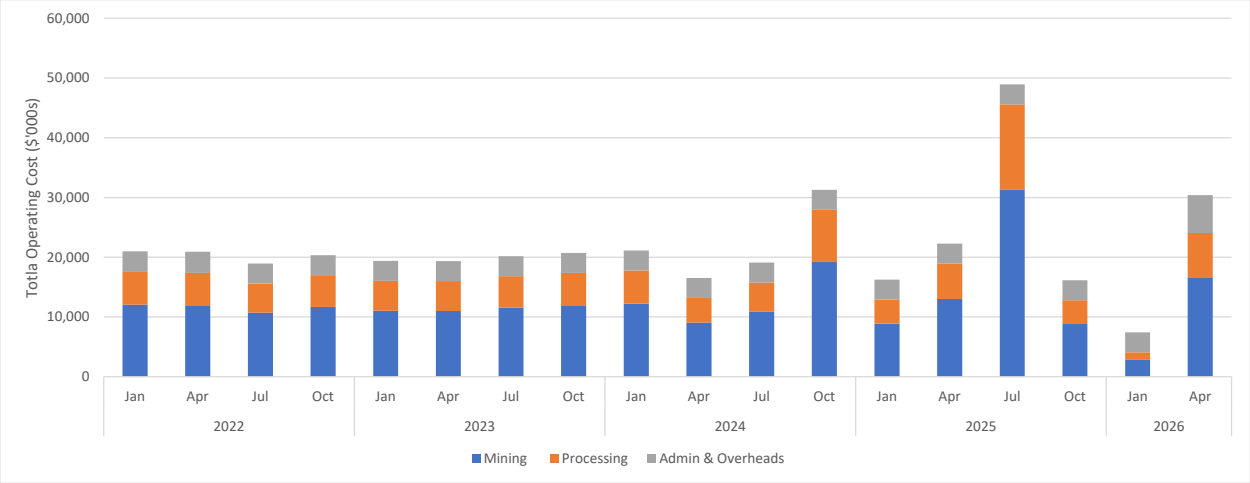
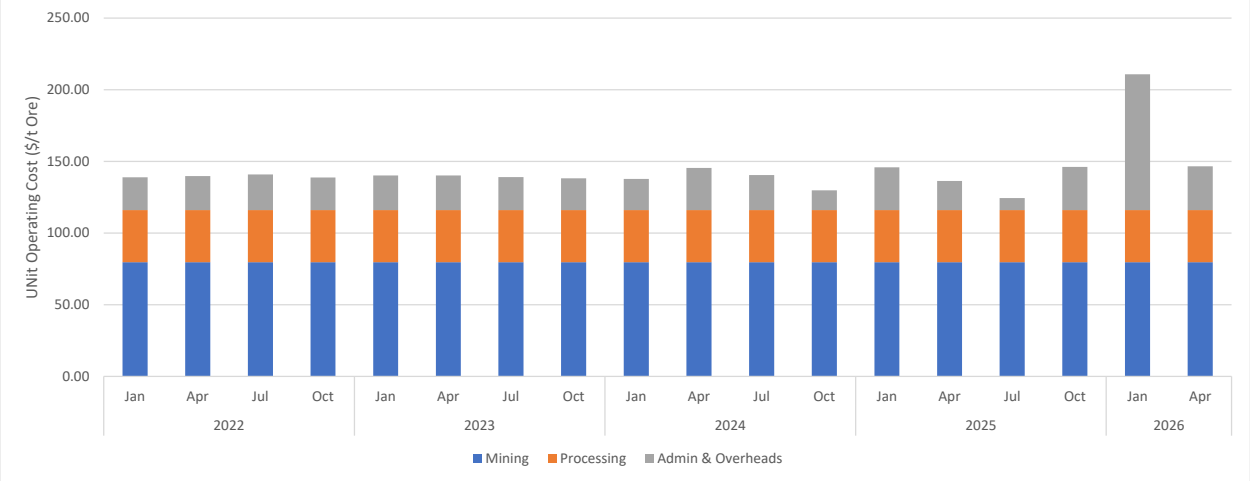


Figure 3-10 Unit Cash Operating Costs for Cracow Operations LOM Plan



The average unit operating costs for Cracow are forecast, over the LOM, to be approximately $79.75/t (ore mined) for mining activities, $30.25/t (ore mined) for processing and $20.85/t (ore mined) for administration and overheads. These costs correlate reasonably well with historic actuals are considered reasonable for a mine such as Cracow.

These costs place Cracow at the mid point of the benchmark cost curve and as such do little to assist in protecting operating margins. The cash operating margin at Cracow could be put under pressure by uncontrollable costs increases related to competitiveness in the labour market or increases in key consumables, such as diesel.

3.8 Capital Costs

The incremental, quarter-on-quarter, capital costs, as well as the cumulative capital costs at Cracow (over the LOM plan) can be seen in **Figure 3-11** and **Figure 3-12**.

Figure 3-11 Incremental Capital Cost for Cracow Operations LOM Plan

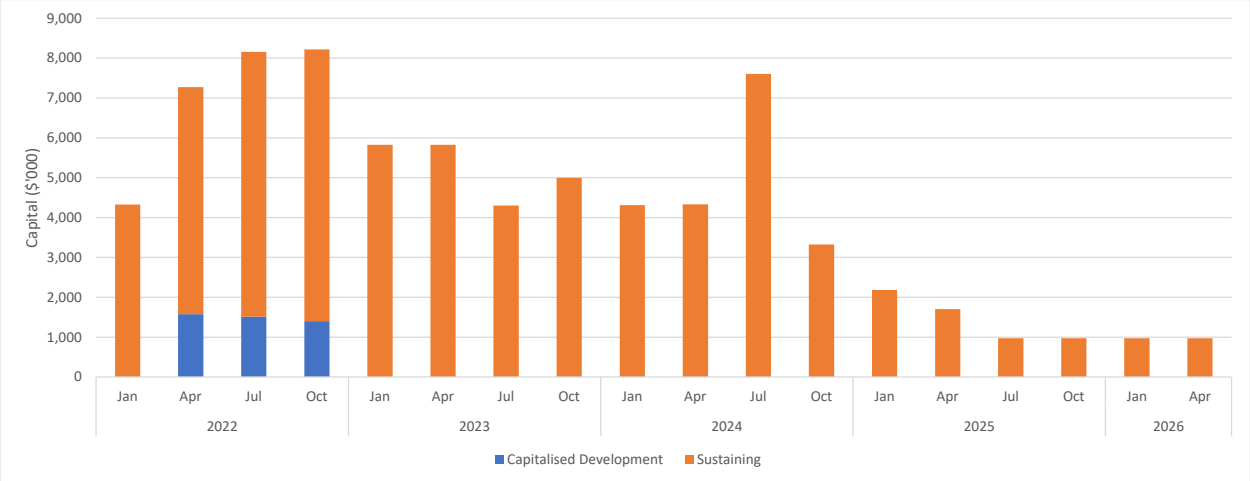
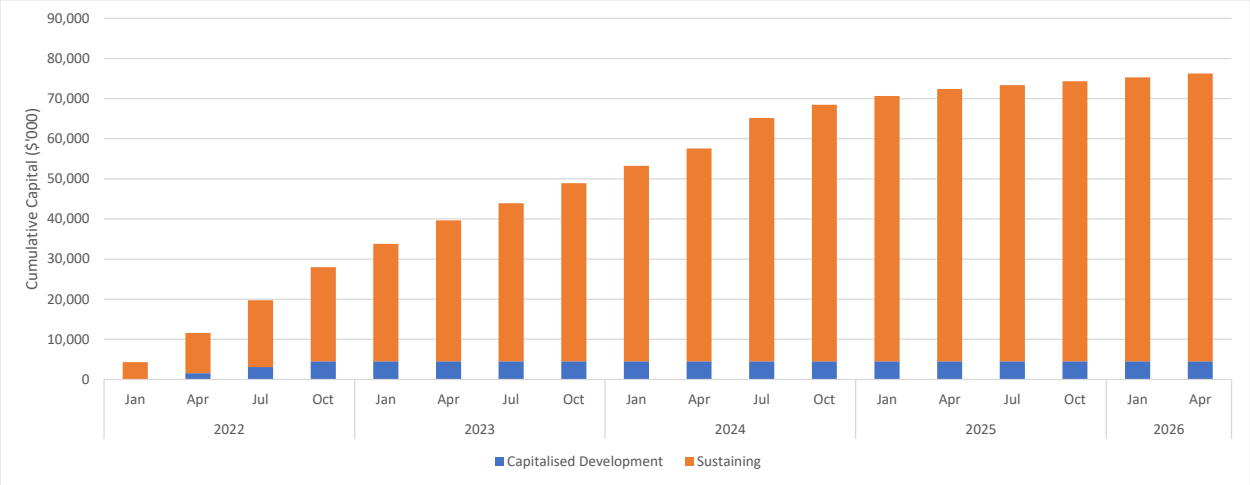


Figure 3-12 Cumulative Capital Cost for Cracow Operations LOM Plan



RPM is of the opinion that the capital costs for the mine are reasonable and representative of the project scope. RPM acknowledge however that there exists a risk that the cost of capital items (particularly as they relate to items such as labour charges and steel) could increase due to unforeseen, or uncontrollable volatility in international markets.

4. Stockman

4.1 Project Description

The Stockman Copper-Zinc Project is located in the Victorian Alps region, 470 km by road north-east of Melbourne and 60 km by road northeast of Omeo. The project contains two copper-zinc-lead silver- gold rich VMS deposits, Wilga and Currawong. Wilga was discovered by a WMC/BP joint venture in 1978 and Currawong in 1979. Denehurst mined the copper rich core of the Wilga deposit from 1992 to 1996.

The Stockman project encompasses the construction of a new poly-metallic ore processing facility and associated infrastructure, treating ore from the Stockman underground mine deposits.

Round Oak is proposing to recommission the Wilga mine and establish a new mine four kilometres to the north (Currawong deposit). Both new mining operations will be underground and located in State Forest where Round Oak has tenements. Both deposits are copper-zinc-lead-silver-gold 'volcanogenic massive sulphide" (VMS) deposits which are to be treated to produce copper sulphide and zinc sulphide rich concentrates.

Round Oak proposes to export all concentrate products via Port Anthony in Victoria to customer smelters located in the southern Asia region. Those shipments containerised at the mine, tucked to port, and campaigned into 10,000 dry metric tonne shipments.

4.1.1 Tenements

RPM has reviewed the tenements at Stockman and concludes that all are current. **Table 4-1** shows all tenements along with the date they were granted, their expiration date as well as the authorised holding company.

Table 4-1 Stockman Project Tenement List

Tenement	Date granted	Expiry date	Authorised Holder
EL5045	20/06/2007	19/06/2022	Round Oak Stockman Pty Ltd
EL5391	14/06/2017	13/06/2022	Round Oak Stockman Pty Ltd
EL5463	24/01/2019	23/01/2024	Round Oak Stockman Pty Ltd
MIN006642	24/07/2018	23/07/2022	Round Oak Stockman Pty Ltd
MIN5523	10/11/2015	09/11/2022	Round Oak Stockman Pty Ltd

LEGEND

Roads
Rail
Town
State Boundary
Victorian Regions
State Capital

N

0 200 km

DO NOT SCALE THIS DRAWING - USE FIGURED DIMENSIONS ONLY. VERIFY ALL DIMENSIONS ON SITE

RPMGLOBAL

CLIENT

Aeris Resources

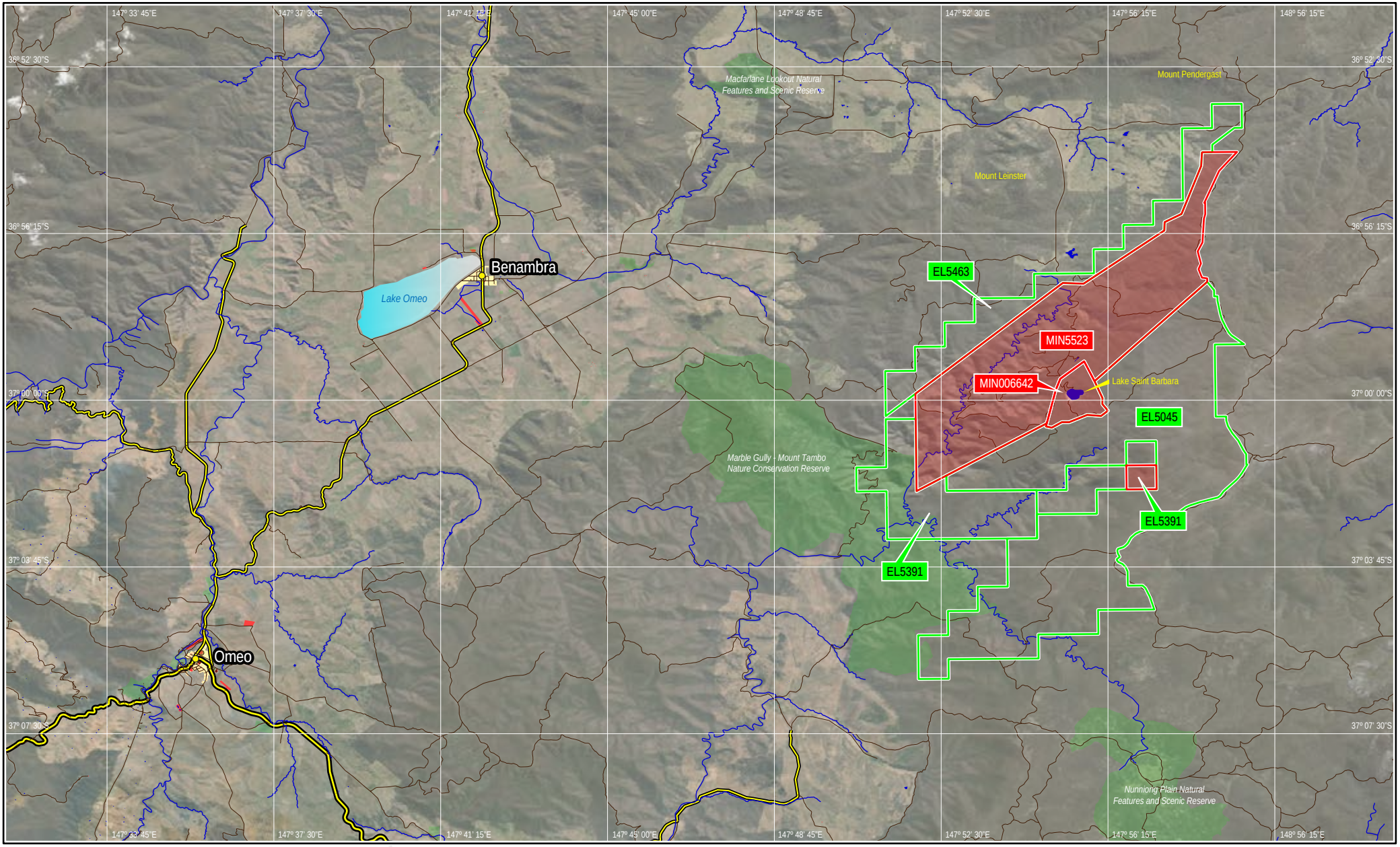
Round Oak Minerals

PROJECT

NAME
PROJECT SAPLING
CONFIDENTIAL ITR AND VALUATION

DRAWING
GENERAL LOCATION PLAN - STOCKMAN

FIGURE No.	PROJECT No.	Date
4-1	ADV-AU-00336	April 2022



LEGEND

- Highway
- Road
- Town
- River
- Mining Lease
- Exploration Licence

N

0 10 20 km

DO NOT SCALE THIS DRAWING - USE FIGURED DIMENSIONS ONLY. VERIFY ALL DIMENSIONS ON SITE

CLIENT

Aeris Resources

Round Oak Minerals

PROJECT

NAME
PROJECT SAPLING
CONFIDENTIAL ITR AND VALUATION

DRAWING
TENURE PLAN - STOCKMAN

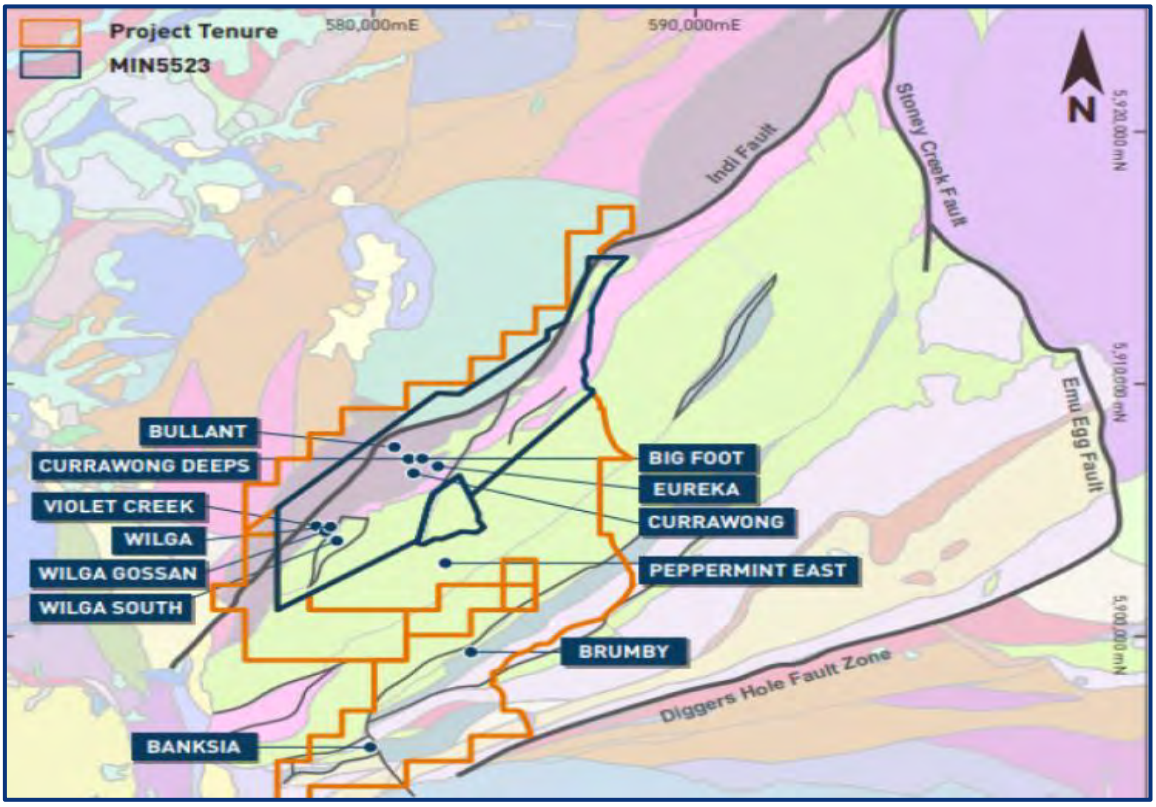
FIGURE No.	PROJECT No.	Date
4-2	ADV-AU-00336	April 2022

4.2 Geology and Mineral Resources

4.2.1 Regional Geology and Mineralisation

The project area lies within Omeo Zone of the Lachlan Fold Belt, with the deposits located near the footwall of the Indi Fault, hosted by intensely altered volcanic rocks. Wilga is associated with a single zinc-rich massive sulphide lens, while Currawong is more structurally complex, comprising five lenses which are crosscut by the Currawong Fault. Dominant sulphide mineralogy includes pyrite, sphalerite, chalcopyrite, galena, with lesser arsenopyrite and pyrrhotite.

Table 4-2 Stockman Project Area Geology



4.2.2 Currawong Deposit

Local Geology and Mineralisation

The Currawong deposit comprises five stacked, massive sulphide lenses (A, B, J, K and M), likely sourced from a common parent, with current geometry linked to late thrust faulting. Modelling involved domaining massive, semi-massive and stringer sulphide zones, constrained within 0.5% Cu and/or 2% Zn grade wireframes. Internal high-grade zones were also created using a 1.2% Cu cut-off, with remaining zones assigned to high-grade zinc domain. OK interpolation was performed using search parameters derived from standard variographic analysis. Where the coefficient of variation exceeded 1, top-cuts were applied.

Modelling and Resource Estimation

The interpolated block grades in high-grade Cu and Zn zones were compared to composited and declustered sample data for each of the lenses by both easting and elevation. Round Oak reports all domains exhibited acceptable element correlations.

Mineral Resources

Classification at Currawong employed drill spacing criteria with a <50m x 50m threshold used to differentiate between Indicated and Inferred Resource. In the absence of either detailed (e.g. x25 m) or overlapping grid drilling programs, no Measured Resource was reported. Whereas massive sulphide lenses (A, B, J, K, M and M-Upper) were classified as Indicated Resource, stringer zones were assessed on a zone-by-zone basis. RPM approves with the MRE categorisation process employed at the Currawong deposit and concurs with the estimated tonnes and grades reported herewith. As listed, detailed assumptions apply to all area deposits.

Table 4-3 Currawong Mineral Resources as at January 2022

Resource Class	Tonnes (kt)	Cu (%)	Zn (%)	Pb (%)	Ag (g/t)	Au (g/t)	NSR_M (A$/t)	Cu kt	Zn kt	Pb kt	Ag koz	Au koz
Measured	-	-	-	-	-	-	-	-	-	-	-	-
Indicated	9,548	2.03	4.16	0.82	42	1.19	243	193	397	78	12,785	365
Inferred	781	1.35	2.03	0.30	23	0.46	143	11	16	2	572	12
Total	**10,329**	**1.97**	**4.00**	**0.78**	**40**	**1.13**	**235**	**204**	**413**	**81**	**13,357**	**377**

*Resources stated at A$100 Net Smelter Return (NSR_M) where NSR is calculated from block model grades using an equation (70.023*Cu)+(16.648*Zn)+(14.054*Au).*
Average Mill recoversies of payable metals: in copper concentrate - 80.6% Cu, 43.4% Ag, 21.3% Au. In zinc concentrate -75.1% Zinc and 13.3% Ag.
The company has assumed that stockpiling/blending strategy equivalent to that successfully used at its Bently Operations will be implementd.

4.2.3 Wilga Deposit

Local Geology and Mineralisation

Massive sulphide mineralisation at Wilga was intersected within a single continuous lens and modelled over extensive (400m x 220m x 5-30m) domain, with associated stringer zones observed both down dip and along strike. Geological wireframes included internal high grade (>1.2%) Cu zone comparable to the Currawong deposit, with residual mineralisation assigned to high-grade zinc zones.

Modelling and Resource Estimation

Parallel validation techniques were employed at Wilga with interpolated block grades in high-grade Cu and Zn domains compared to composited and declustered sample data for each of the lenses by both easting and elevation. Round Oak reports all domains displayed acceptable element correlations.

Mineral Resources

Classification at Wilga employed similar drill spacing criteria, with a 50m grid threshold used to separate Indicated and Inferred Resource. In the absence of either detailed (e.g. x25 m) or overlapping grid drilling programs, no Measured Resource was reported. However, as Wilga has been previously mined, it underwent careful depletion, with the following additional classification criteria applied:

- With reasonable prospects for economic extraction of pillars, high-grade remnant Inferred Resource was retained.
- To ensure its exclusion from any current reserve, mineralisation above and /or proximal to historical mining areas was classified as Inferred Resource.
- While viewed as economic, all lower grade peripheral resource was excluded from the current Reserve.
- As Au data is comparatively scare, estimated ounces are reported as Inferred Resource.

RPM approves with the MRE categorisation process employed at the Currawong deposit and concurs with the estimated tonnes and grades reported herewith.

Table 4-4 Wilga Mineral Resources as at January 2022

Resource Class	Tonnes (kt)	Cu (%)	Zn (%)	Pb (%)	Ag (g/t)	Au (g/t)	NSR_M (A$/t)	Cu kt	Zn kt	Pb kt	Ag koz	Au koz
Measured	-	-	-	-	-	-	-	-	-	-	-	-
Indicated	2,852	2.11	4.93	0.44	31	0.47	247	60	141	13	2,843	43
Inferred	657	3.77	5.59	0.44	34	0.41	375	25	37	3	719	9
Total	**3,510**	**2.42**	**5.05**	**0.44**	**32**	**0.46**	**271**	**85**	**177**	**15**	**3,561**	**52**

*Resources stated at A$100 Net Smelter Return (NSR_M) where NSR is calculated from block model grades using an equation (70.023*Cu)+(16.648*Zn)+(14.054*Au).*
Depleted and sterilised for histroical mining.
Gold grades are considered to be inferred.

4.2.4 BigFoot and Eureka Deposits

Local Geology and Mineralisation

The Bigfoot and Eureka deposits lie ~120m and 300m respectively along strike of the Currawong deposit. Whereas Eureka comprises a dominant massive sulphide zone with subordinate stringer sulphide mineralisation, Bigfoot consists of a narrow (<1m true width) massive sulphide zone of uncertain continuity, enveloped by stringer sulphide. Anomalous gold grades are observed throughout this deposit. The current drillhole database consist of 46 historic diamond holes, of which 11 were used at Eureka and 9 at Bigfoot for estimation purposes.

Domaining relied on construction of separate wireframes for each lens and element, including Ag, Au, Cu, Pb and Zn with a low-grade As halo interpreted as a nominal deposit boundary. As Ag, Au, Cu and Zn are currently considered economic, separate cut-off grades based on the current NSR calculation were determined

Modelling and Resource Estimation

Block model validation commenced with visual comparisons of sample and block model estimates, followed by global sample and estimated statistical assessments and swath plot creation. Domain estimations were found to validate within, or close to +/- 20% tolerance limit

Mineral Resources

The Bigfoot and Eureka mineral resources are classified at an Inferred level of confidence (JORC 2012), linked to data density, in particular for Au, as well as potential overestimation of grade. Infill drilling is planned as a basis for future upgradation. RPM approves with the MRE categorisation process employed at the Bigfoot and Eureka deposits and concurs with the estimated tonnes and grades reported herewith.

Table 4-5 Big Foot and Eureka Mineral Resources as at January 2022

		Tonnes (kt)	Cu (%)	Zn (%)	Pb (%)	Ag (g/t)	Au (g/t)	NSR_M (A$/t)	Cu kt	Zn kt	Pb kt	Ag koz	Au koz
Bigfoot	Measured	-	-	-	-	-	-	-	-	-	-	-	-
	Indicated	-	-	-	-	-	-	-	-	-	-	-	-
	Inferred	471	0.37	3.55	1.95	57	4.35	167	2	17	9.2	861	65.9
Eureka	Measured	-	-	-	-	-	-	-	-	-	-	-	-
	Indicated	-	-	-	-	-	-	-	-	-	-	-	-
	Inferred	528	0.98	2.97	0.45	30	1.51	150	5	16	2.4	501	25.6
Total	Measured	-	-	-	-	-	-	-	-	-	-	-	-
	Indicated	-	-	-	-	-	-	-	-	-	-	-	-
	Inferred	1,000	0.69	3.25	1.16	42	2.85	158	7	32	12	1,362	92
	Total	**1,000**	**0.69**	**3.25**	**1.16**	**42**	**2.85**	**158**	**7**	**32**	**12**	**1,362**	**92**

*Resources stated at A$100 Net Smelter Return (NSR_M) where NSR is calculated from block model grades using an equation (70.023*Cu)+(16.648*Zn)+(14.054*Au).*

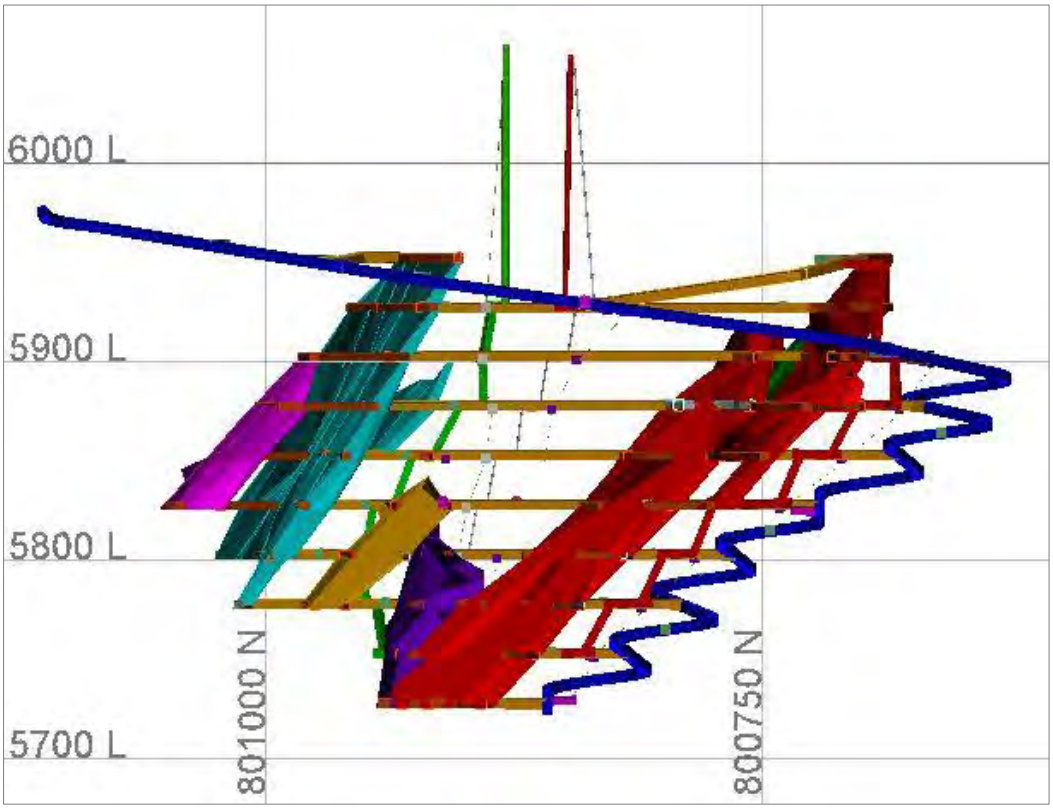
4.2.5 Deposits Considered for Valuation by Cash Flow Methods

The Wilga and Currawong deposits are to be valued by cash flow methods; the Bigfoot and Eureka deposits sit outside of the life of mine plan and as such will be valued separately.

4.3 Mining and Ore Reserves

Figure 4-3 Shows the access ramp, planned development and stoping for the Currawong Deposit.

Figure 4-3: Currawong Planned Development and Stoping Looking East



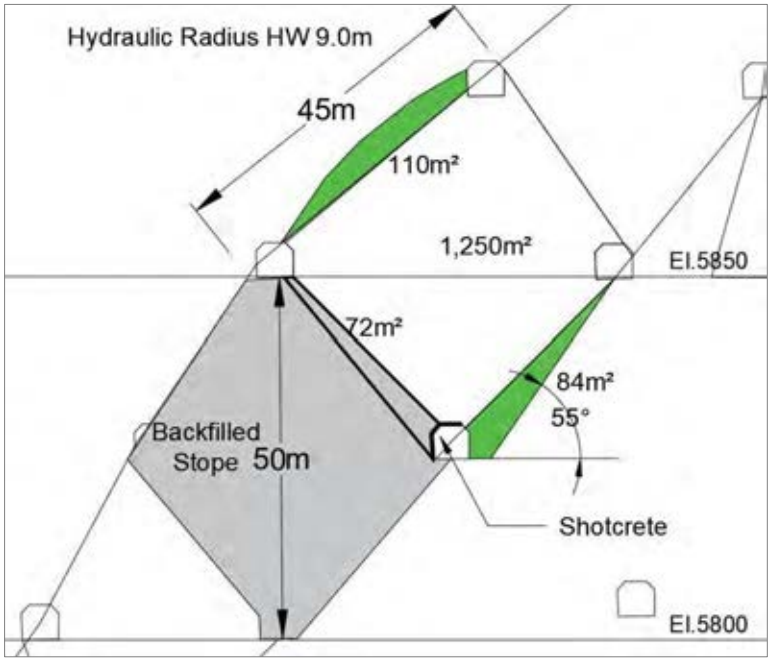
4.3.1 Mining Method

Currawong

The planned mining method is longhole open stoping with paste backfill. Wider areas of the deposit employ a variation of longhole open stoping referred to as Diamond Stoping which requires re-establishing the footwall access.

Figure 4-4 illustrates the shape of the Diamond Stopes proposed by Round Oak for the wider areas of the deposit and the grey shading indicates a stope that has been backfilled with paste backfill, (dewatered classified tailings with a binder including cement). When mining next to a stope filled with this material, a 50m high wall of backfill will be exposed. If the backfill isn't strong enough, it will slough or fail causing a number of problems including a) dilution (increase in costs and reduction of the ore grade produced), b) delays on the timing of extraction which also impacts costs and c) stope stability which could manifest as waste oversize falling on top of the blasted ore and preventing its extraction. All this can be compensated by strengthening the backfill and adding cement or binder which adds to mining costs.

Figure 4-4 Cross Section of Diamond Stope Lens M Currawong



The diamond-shaped area above the backfilled stope in **Figure 4-4** (and to the right in the image) would be the next stope in the sequence to be mined. The bottom drift in this diamond (footwall extraction) will be filled with cemented tailings from the previous backfilling operation and it will be necessary to re-establish this access so that the ore can be removed when the stope above it is mined. This can be done by two methods, the first of which is progressively drilling, blasting and digging out the cemented paste. Shotcrete will likely be needed to secure the contact along the back of the extraction drift between the paste and fresh rock. Alternatively, the extraction drive could be re-developed with a new drift on top of the previous development to negate the difficulties involved with re-developing through cemented paste backfill. Round Oak prefers the first of the two methods.

The angle of the upper portion of the backfilled stope (upper right part of the grey diamond) in **Figure 4-4** is at an angle of 45 degrees and when mining above it, there will be a tendency for broken ore to lie on top of the backfill leading to loss of ore. To steepen the angle of repose and allow for the broken ore to reach the extraction drift below, would require digging into the cemented tailings (which are now strengthened because of the 50m height mentioned above) with an LHD operating on remote. This would add dilution resulting in lowered grades and increased costs. A small amount of dilution has been estimated as 72m^2 on **Figure 4-4** but until tested, it will not be possible to determine how these backfilled stopes react to mining. Planned dilution is indicated by the green shapes in **Figure 4-4**.

Wilga

The planned mining method for Wilga is transverse and longitudinal long-hole open stoping. Ground conditions in Wilga are not as favourable as in Currawong and stope sizes have therefore been reduced. The orebody is very close to surface and dips at roughly 40 degrees and the minimum distance of the hanging-wall of the orebody to surface is 30 metres at the western extent.

The deposit had historically been mined by post pillar cut and fill. RPM considers that the previous operators erred by initiating stoping simultaneously on multiple horizons such that mining had to be abandoned after only two cuts when mining on one horizon approached the level above. Round Oak has chosen long-hole mining. Consideration could be given to mining post pillar from the bottom up and backfilling with waste. Paste backfill could still be used but might not be necessary. The upper portion of Wilga is more narrow and has been identified as an area with poor ground. Cut and fill stoping should be considered for this area.

Stopes are small and mining of secondaries will likely experience more dilution and higher mining losses, Recovery of some of the secondary stopes might be at risk.

4.3.2 Geotechnical Parameters and Design Criteria

Currawong

Geotechnical parameters are an uncertainty for Currawong. AMC Consultants have stated in the Stockman Selection Phase Study - Rev 1.0 FINAL that geotechnical information on Currawong is lacking and a prior report by Independence Group NL (2014 Stockman Project Optimisation Study) highlighted poorer ground conditions in the upper west levels of Currawong necessitating stope widths of 10m; design criteria that was not confirmed by AMC. Ground conditions have been interpreted as excellent and stopes have been planned with hydraulic radius at times exceeding 10m. RPM has not made changes to the design apart from nominal increases to dilution to account for an arched stope back and consideration of footwall dilution to allow for muck to flow. RPM has also considered changes to mining loss primarily to reflect the need to leave a rock pillar at 45-degree dip to permit mining to proceed on different elevations.

There are some narrow areas in upper west Currawong that might be considered for cut and fill mining in the future.

Wilga

There is a strongly sheared zone with a dip of 40 degrees that defines the footwall limit of Wilga, so all mine accesses have been located on the hanging-wall. Ground conditions in Wilga are not as favourable as in Currawong and therefore stope sizes have been reduced to hanging-wall hydraulic radius of 5m to 5.3m. As the deposit at the western extent is as close as 30m from surface, some of the access ramps on the hanging-wall of Wilga come to within only 12-14 metres of surface and will require careful consideration as the ground may be fractured.

4.3.3 Modifying Factors

Currawong

Round Oak explained that stopes had been designed with 0.5m dilution skin which in the wider areas of Currawong amounts to 8% dilution. Considering the dip of the main M Lens (45 degrees) and the exposure of the hanging-wall, an additional 13% dilution and an additional 12% mining losses have been added to account for the difficulties in extracting rock pillars that form the boundary between mining horizons.

All ancillary development appears to have been planned in detail and is shown in the models provided. Stopes appear to have been designed using a mine shape optimizer software and would need further adjustments to be adapted for mining.

Table 4-6 Modifying Factors

	Mining Losses
Pillar to permit mining on different horizons	9%
Ore Contact Irregularities	2%
In-stope Bogging	6%
Operational Errors	-
Ore sitting on paste fill	-
Ore loss on floor during bogging Included in Stope Designs	-5%
Additional Mining Losses	12%
	Dilution tonnes w/(o+w)
Planned	10%
Overbreak	2%
Ore Contact Irregularities	4%
Dilution from Paste Fill Walls	3%
Floor	2%
Included in Stope Designs	-8%
Operational Errors	0%
Additional Dilution	13%

Wilga

RPM recommends 12% additional mining losses and 13% to the dilution over the planned modifying factors considered by Round Oak. These changes were made to reflect challenges in mining secondaries and dilution from more challenging ground conditions.

The design of development accesses is detailed. The design of stopes is more conceptual.

4.3.4 Cut-Off Grade Analysis and Economic Limits of Extraction

The Stockman 2021 ORE NSR value was built into the geological block models using the following formula:

NSR = 62.934 x Cu% + 14.677 x Zn% + 12.631 x Au g/t + 0.329 x Ag g/t

Metallurgical recoveries, concentrate grades and offsite costs for both MRE and ORE are given in **Table 4-7**. Metallurgical recoveries are based on operating experience and ongoing metallurgical test work.

Table 4-7 Metal Recoveries and Concentrate Grade Assumptions

Physical Assumptions	Unit	Ore Reserves May 2021
Copper Recovery	%	81
Copper Recovery	%	81
Zinc Recovery	%	75
Gold Recovery	%	21
Silver Recovery to Cu conc	%	43
Silver Recovery to Zn conc	%	13
Copper concentrate grade	%	21
Zinc concentrate grade	%	50
Payable Copper	%	96.5
Payable Zinc	%	88
Payable Gold	%	90
Payable Silver in Cu conc	%	90
Payable Silver in Zn conc	%	70 (after first 3oz)
Copper treatment charge	US$/conc dmt	80
Zinc treatment charge	US$/conc dmt	250
Copper refining cost	US$/payable lb	0.08
Gold refining cost	US$/payable oz	5.00
Silver refining cost	US$/payable oz	0.35
Road Transport	AU$/conc wmt	94.21
Wharfage	AU$/conc wmt	0.00
Sea Transport	US$/conc wmt	40.14

The analysis outlined above was used for both the Currawong and Wilga deposits.

4.3.5 Development Strategy

Currawong

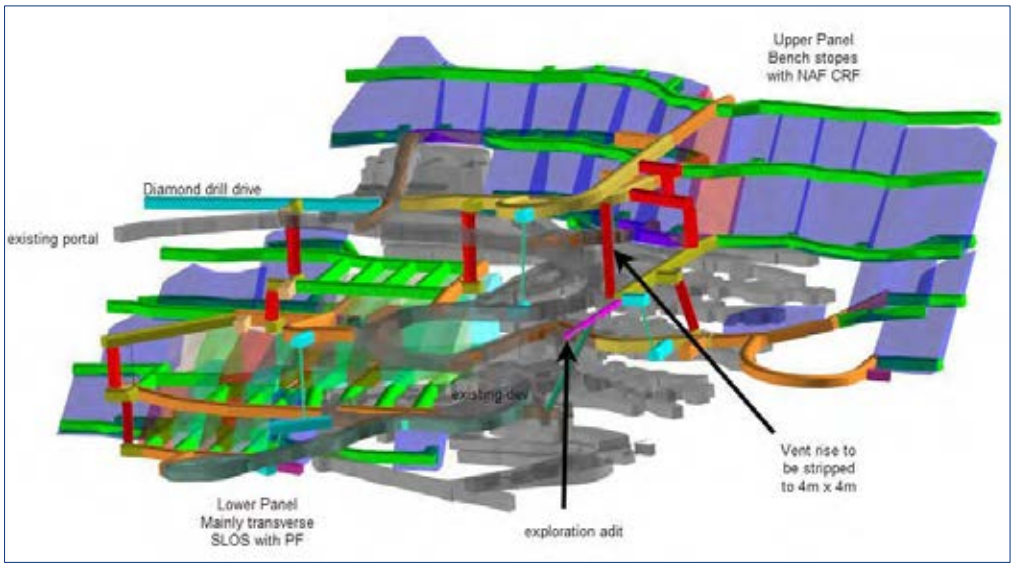
The main decline starts on the hanging-wall of the orebodies and traverses across the top of A, B, J, K and the most important M lenses (the M Lenses contains 65% of the reserves). Once the decline has passed over the M lenses it descends on the footwall side of the M Lenses. The decline advance during the first 11 months has been scheduled at 200m/month with no delays to the decline advance rate as each level access commences.

The first stope to be mined is on the B lens 17 months after the start of the decline and the first stope on western M Lens two months later.

Wilga

Wilga was mined previously, and mining stopped due to changes in metal prices. The plan is to mine beside and above the old workings by accessing from the hanging-wall with development close to surface. Transverse long-hole mining is planned with primaries and secondaries. In the upper areas above the old mine working longitudinal stoping has been planned as shown in **Figure 4-5**.

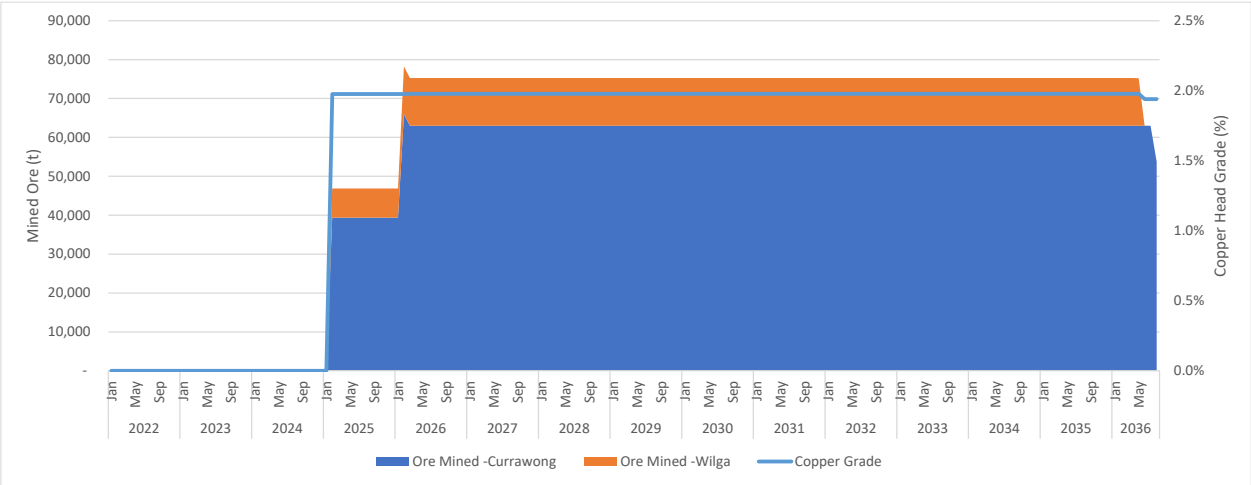
Figure 4-5 Schematic of Wilga Mine Design



4.3.6 Production Schedule

Figure 4-6 illustrates the combined Currawong and Wilga schedule for the Stockman project. All tonnes in this plan are classified as Indicated Resources.

Figure 4-6Stockman Project LOM Production Schedule by Mining Area



Currawong

The location of accesses and extraction sequence limits the number of stopes available for production. In the M Lens there is a central access and on either side of that access there will be a single stope that can be mined. To the left (west) in the upper reaches the deposit is narrower and (according to one geotechnical report) the ground conditions less favourable so mining in that region will proceed at a slower pace. Thus, for the M Lens in the upper elevations of the deposit there will be only one larger stope that is somewhere in the stope cycle (drilling bogging, backfilling or digging through cemented paste fill) at any time. RPM

considers that sequencing of stopes will be an important part of planning in the Currawong mine as stopes vary in size between 20,000t and 150,000t and the backfilling of larger stopes could be delayed by the need to give backfill priority to other areas if there are other stopes dependant on the completion of the backfill. It is difficult to quantify the impact of this scheduling challenge on the productivity of the mine.

An exercise in benchmarking of 160 underground mines in Australia and North America by K.Long indicated that the only underground mining methods that could surpass Taylor's Rule were caving methods. The blue star in **Figure 4-7** below shows the Currawong deposit at 2,100tpd capacity, lower than the 2,800 tpd capacity planned by Round Oak.

Production for Currawong was flatlined (with constant average grades and tonnage each quarter) as the production rate was altered. A more detailed schedule will be needed in the future. The adjusted timeline is shown in **Table 4-9**. Only indicated resources were included.

RPM used the mining solids provided from Deswik Software by Round Oak which yielded a higher tonnage than shown in the Financial Model provided. RPM verified that there were no stopes below cut-off grade but did not inspect each of the solids in the model to make sure there was no overlap. RPM then applied 12% mining losses and 13% dilution to the tonnes and grades reported.

Figure 4-7 Benchmarking of Underground Mines Compared to Taylor's Rule

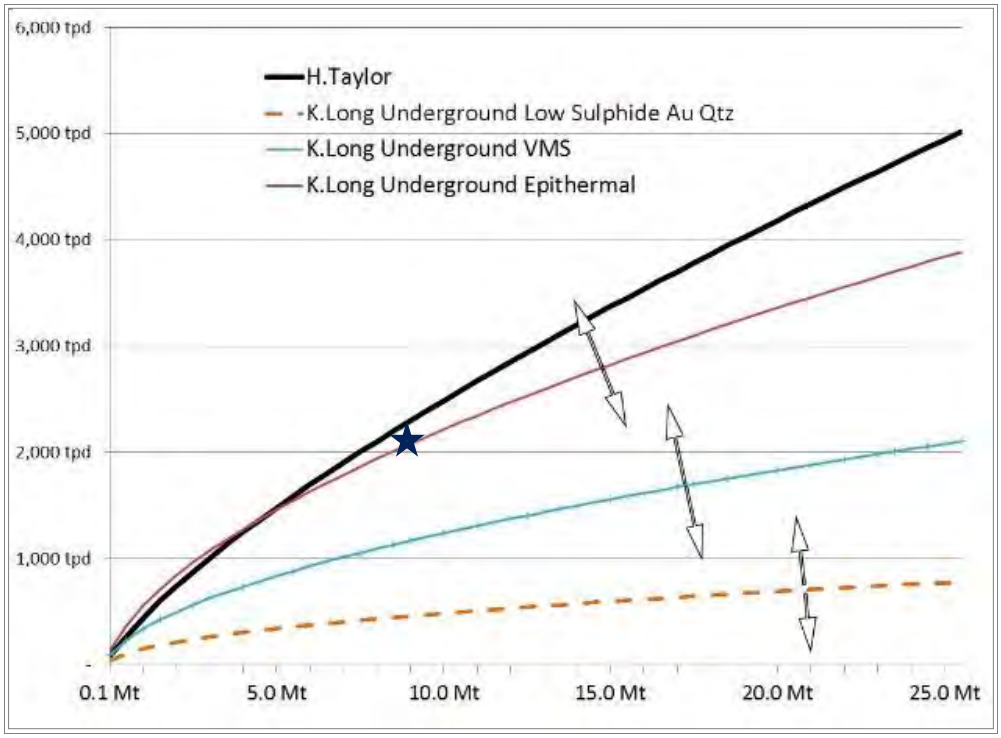


Table 4-8 Differences between Currawong Life of Mine Plan and this Assessment

	Stockman 2020 Ore Reserves	Stockman May 2021	20220323 Sapling ROM Financial Model	This Assessment
Tonnes	8.6 Million	8.0 Million	7.6 Million	8.5 Million
Peak Tonnage rate			2,800 tpd	2,100 tpd
Zn	3.92%	4.04%	4.3%	4.2%
Cu	1.86%	1.91%	2.09%	1.98%
Pb	Not reported	Not reported	0.8%	0.8%
Ag	37.6g/t	38.2g/t	41 g/t	40 g/t
Au	1.09g/t	1.13g/t	1.2 g/t	1.2 g/t
Fe	Not reported	Not reported	31%	31%
As	Not reported	Not reported	Not reported	2,865 ppm

Table 4-9 Modified Currawong Production Profile Assumptions

Period	Condition
Year -4 Q 1	Feasibility Studies and other work
Year -3 Q3	Start of the Decline
Year -1 Q1	First Production
Year 1 Q1	75% of full Production
Year 1 Q2	Full Production at 2,100 tpd Zn 4.21% Cu 1.94% Pb 0.81% Ag 40g/t Au 1.2g/t Fe 31% As 2,865ppm
Year 11 Q3	End of Production

Wilga

Round Oak stated that blending ore from Wilga was important to offset the high Arsenic levels in the mill feed from Currawong. Therefore, production from Wilga was flat-lined in a similar way to that for Currawong.

Table 4-10 Differences between Wilga Life of Mine Plan and this Assessment

	Stockman 2020 Ore Reserves	Stockman May 2021	20220323 Sapling ROM Financial Model	This Assessment
Tonnes	1.71 Million	1.65 Million	1.62 Million	1.61 Million
Peak Tonnage rate			540 tpd	408 tpd
Zn	5.35%	5.46%	4.34%	5.78%
Cu	1.82%	1.83%	2.09%	2.17%
Pb	Not reported	Not reported	0.84%	0.49%
Ag	29.6g/t	30.1g/t	41.2 g/t	32 g/t
Au	0.5g/t	0.52g/t	1.22 g/t	0.53 g/t
Fe	Not reported	Not reported	31%	26%
As	Not reported	Not reported	Not reported	548 ppm

Table 4-11 Modified Wilga Production Profile Assumptions

Period	Condition
Year -4 Q 1	Feasibility Studies and other work
Year -2 Q3	Portal has been rehabilitated and development starts
Year -1 Q1	First Production
Year 1 Q1	75% of full Production
Year 1 Q2	Full Production at 408 tpd
	Zn 5.78% Cu 2.17% Pb 0.49% Ag 32g/t Au 0.5g/t Fe 26% As 548ppm
Year 11 Q1	End of Production

4.3.7 Ore Reserves

The Ore Reserves that have been stated for the Stockman project are outlined in the **Table 4-12**.

Table 4-12 Stockman Ore Reserves, as at May 2021

Area	Tonnes (kt)	NSR (AUD/t)	Cu%	Zn%	Au g/t	Ag g/t
Wilga	1,710	199	1.82	5.35	0.5	29.6
Currawong	8,640	191	1.86	3.92	1.09	37.6
Total Probable	**10,350**	**192**	**1.85**	**4.15**	**.99**	**36.3**

4.3.8 Conclusions

RPM has reflected a lower peak production rate reducing the rate from 2,800tpd to 2,100tpd. In future evaluations, congestion in the mine needs to be carefully considered.

Dilution and mining losses have been marginally increased to reflect what can be expected under optimal working conditions.

RPM Considered it necessary to increase Mining cost from AUD 59.07/t to AUD 65/t due to inflation and in the case of Currawong to increase cement content of the backfill and in the case of Wilga the mining cost was increased a small amount to reflect the poorer ground.

RPM accounted for 16,571m of development for Currawong and 5,525m development for Wilga costed at AUD5,100/m resulting in an increase of $49.8 million to capital costs. This number is based on favourable conditions for development that are interpreted to dominate the Stockman deposits but it should be noted that the cost per metre in this adjustment is much lower than current costs at Mount Colin Mine.

Arsenic and Iron had not been reported in previous reserves and need to be considered because they could have an impact on refining costs and the environment.

Geotechnical parameters are an uncertainty for Currawong. AMC Consultants have stated in the Stockman Selection Phase Study - Rev 1.0 FINAL that geotechnical information on Currawong is lacking and a prior report by Independence Group NL (2014 Stockman Project Optimisation Study) highlighted areas of poor ground necessitating smaller stope dimensions. When more information is obtained from geotechnical studies, mining loss and dilution for both of the Stockman Mines will need to be quantified and benchmarked to experiences at other mines operating under similar conditions.

4.4 Metallurgy and Minerals Processing

4.4.1 Metallurgical Testwork

The following programs and respective companies carried out the metallurgical testwork:

- Jabiru Metals Pty Ltd, Stockman Copper-Zinc Project, Metallurgical Sample Origins, Preparation and Testing Report No. SM-2, 2014
- Jabiru Metals Pty Ltd, Stockman Copper-Zinc Project, Comminution Testwork Report No. SM-3, 2014
- Jabiru Metals Pty Ltd, Stockman Copper-Zinc Project, Copper Metallurgy Report No. SM-4, 2011
- Jabiru Metals Pty Ltd, Stockman Copper-Zinc Project, Zinc Metallurgy Report No. SM-5, 2011
- Jabiru Metals Pty Ltd, Stockman Copper-Zinc Project, Wilga Massive Ore Testwork Report No. SM-6, 2011
- Jabiru Metals Pty Ltd, Stockman Copper-Zinc Project, Stringer Ore Testwork Report No. SM-7, 2011
- Jabiru Metals Pty Ltd, Stockman Copper-Zinc Project, Blended Ore Composites Testwork Report No. SM-8, 2011
- Jabiru Metals Pty Ltd, Stockman Copper-Zinc Project, Year 1-5 Mine Blend Composite Testwork Report No. SM-9, 2011
- Jabiru Metals Pty Ltd, Stockman Copper-Zinc Project, Locked Cycle Testwork Report No. SM-10, 2011
- Jabiru Metals Pty Ltd, Stockman Copper-Zinc Project, Copper and Zinc Concentrates Testwork Report No. SM-11, 2014
- Jabiru Metals Pty Ltd, Stockman Copper-Zinc Project, Gold Metallurgy Report No. SM-12, 2011
- Jabiru Metals Pty Ltd, Stockman Copper-Zinc Project, Tailings Testwork Report No. SM-13, 2014
- Jabiru Metals Pty Ltd, Stockman Copper-Zinc Project, Geo-Metallurgical Flotation Algorithms Report No. SM-14, 2014
- Jabiru Metals Pty Ltd, Stockman Copper-Zinc Project, Geo-Metallurgical Flotation Algorithms Update Report No. SM-15, 2014
- Jabiru Metals Pty Ltd, Stockman Copper-Zinc Project, Bigfoot Deposit Report No. SM-16, 2012
- Jabiru Metals Pty Ltd, Stockman Copper-Zinc Project, Bulk Flotation Testwork 2014 Report No. SM-17, 2014

- Jabiru Metals Pty Ltd, Stockman Copper-Zinc Project, Year 1-5 Mine Blend 2014 Report No. SM-18, 2014

4.4.2 Mineralogy and Ore Types

A selection of samples of all geo-metallurgical domains from both Currawong and Wilga deposits were tested using a range of metallurgical parameters for the design of the Stockman concentrator.

The project is largely based on the two larger deposits Currawong and Wilga, the latter having higher copper and zinc grades although lower gold and silver grades. The two main geo-metallurgical ore types in the deposits are: massive and stringer ores.

The various samples tested were prepared from a 66 drill hole samples. **Table 4-13** shows the total quantity of composites prepared for each domain.

Table 4-13 Domain Composite and Spatial Variability Composite Samples Tested

Domain	Domain Composite	Lens Composite	Spatial Variability Composites	Drill Holes
Currawong Cu M Lens 2010	1		5 (SVC01-05)	9
Stringer 2010			2 (High & Low Chlorite)	1
			2 (High & Low Chlorite)	1
Currawong Cu M Lens 2011		2 (M1 & M2)	16 (SVC06-21)	11
Currawong Zn M Lens 2011	1	3 (M1, M2 & M3)	27 (ZSVC01-31)	17
Currawong Stringer 2011	1		7	13
Wilga Massive 2011	1		10	9
Wilga Stringer 2011	1		6	5

These deposits classify as Volcanogenic Massive Sulphide ores. They occur as compound lodes where individual lenses exhibit pyritic, massive sulphide cores, which are enveloped by stringer mineralisation dominated by chlorite, quartz and pyrite gangue mineralogy.

In the massive ores, chalcopyrite, sphalerite, and galena are the predominant economic minerals, with pyrite forming the principal gangue mineral. The economic mineralisation is fine-grained, with the chalcopyrite varying between 25 and 45 µm, although coarser in the Wilga ores (45 µm). Sphalerite mineralogy averages ~ 25 µm.

Stringer ores are generally lower in copper and zinc grades, and proportionally much lower in galena and pyrite. Chalcopyrite and sphalerite are the dominant economic minerals, whereas the dominant gangue minerals are chlorite, quartz and pyrite. The economic mineralisation is much coarser, with chalcopyrite ranging between 60 to 100 µm and the sphalerite 40 to 60 µm. Galena is very fine (<20 µm). While a good proportion of chalcopyrite is easily liberated, some binary associations do occur with the sphalerite.

No new ore sources were introduced in the Selection Phase Study but the mine design and mine schedule were revised.

4.4.3 Metallurgical Testwork Implication for Flowsheet Design

Testwork programs have been conducted on a range of representative samples to develop a suitable processing flowsheet. Amongst the parameters tested were comminution properties, primary grind and regrind sizes, flotation reagents and doses, flotation residence times and thickening and filtration properties.

Comminution

The massive ores were found to be moderately hard, while the stringer ores, with a higher non-sulphide gangue content, were much harder although both ore types were not very abrasive.

Massive ores have relatively high density (4.0–4.4 t/m^3), are tough (Axb of 45) and abrasion resistant (Ta of 0.30), exhibit relatively high rod mill work indices (19 kWh/t), medium range ball mill work indices (12.6 kW/t) with a moderate abrasion index averaging around 0.22.

Stringer ores have relatively low density (2.85 t/m^3), are tough (Axb of 40) and abrasion resistant (Ta of 0.37), exhibit relatively high rod mill work indices (20 kWh/t), high ball mill work indices (19 kW/t) with a moderate abrasion index averaging around 0.18.

Testwork indicated that a primary grind size P_{80} of 25 µm was required to achieve economic mineral and gangue liberation and that a concentrate regrind size P_{80} of 15 µm was required to produce marketable concentrates.

Flotation

The metallurgical flotation testwork locked cycle tests to compare various Cu and Zn circuit configurations on blended massive - stringer ore samples that are expected to be treated in the Stockman concentrator.

The results of the testwork indicated that target concentrate grades can be achieved at good recoveries for both copper and zinc when using rougher/scavenger flotation, regrinding of the rougher/scavenger concentrate and multiple stages of cleaning.

Flotation tests were conducted at a primary grind size P_{80} of 25 µm and an average Cu and Zn regrind P_{80} of 16.3 µm and 15.5 µm, respectively. A primary grind and regrind size P_{80} ranging from 25 – 30 µm and 15 µm, respectively, was selected for the design. RPM is of the opinion that this is adequate.

The testwork resulted in the following target concentrate grades and recoveries:

- Cu recoveries of 80-85% at 21-22% Cu grade with Zn and Pb levels normally below a combined 6%
- Zn recoveries of 75-80% at 50% Zn grade with Cu and Pb levels normally below a combined 3%

Concentrate Dewatering

Liquid / solid separation testwork formulated the basis for the unit area thickening and unit filtration rates. The samples settled reasonably well and yielded high solids underflow densities. Both concentrate cake moistures were below the transportable moisture limits. In RPM's opinion, this is adequate for the process plant design.

Table 4-14 Concentrate Dewatering Test Work Results

Concentrate	Flux Rate (t/m^2/h)	Thickener Underflow (% solids)	Filtration Rate (kg/m^2/h)	Filter Cake Moisture (%)	Transportable Moisture Limit (% moisture)
Copper	0.26	65 - 73	516	11.5	13.1 - 15.2
Zinc	0.28	65 - 71	532	11.3	12.9 - 14.2

Tailings Dewatering

Testwork on the flotation tailings from the flotation tests were conducted, including rheological testwork, settling tests, paste testwork, and filtration tests. Results from thickening tests were positive and resulted in high solids (~60 to 65%) for industrial thickening. Tailings dewatering testwork showed positive results, meeting the final moisture of less than 20%.

RPM is of the opinion that the testwork program has been extensive and key processing requirements have been established for the selection of an adequate process flowsheet and to support the engineering design and equipment selection.

4.4.4 Processing

Process Description

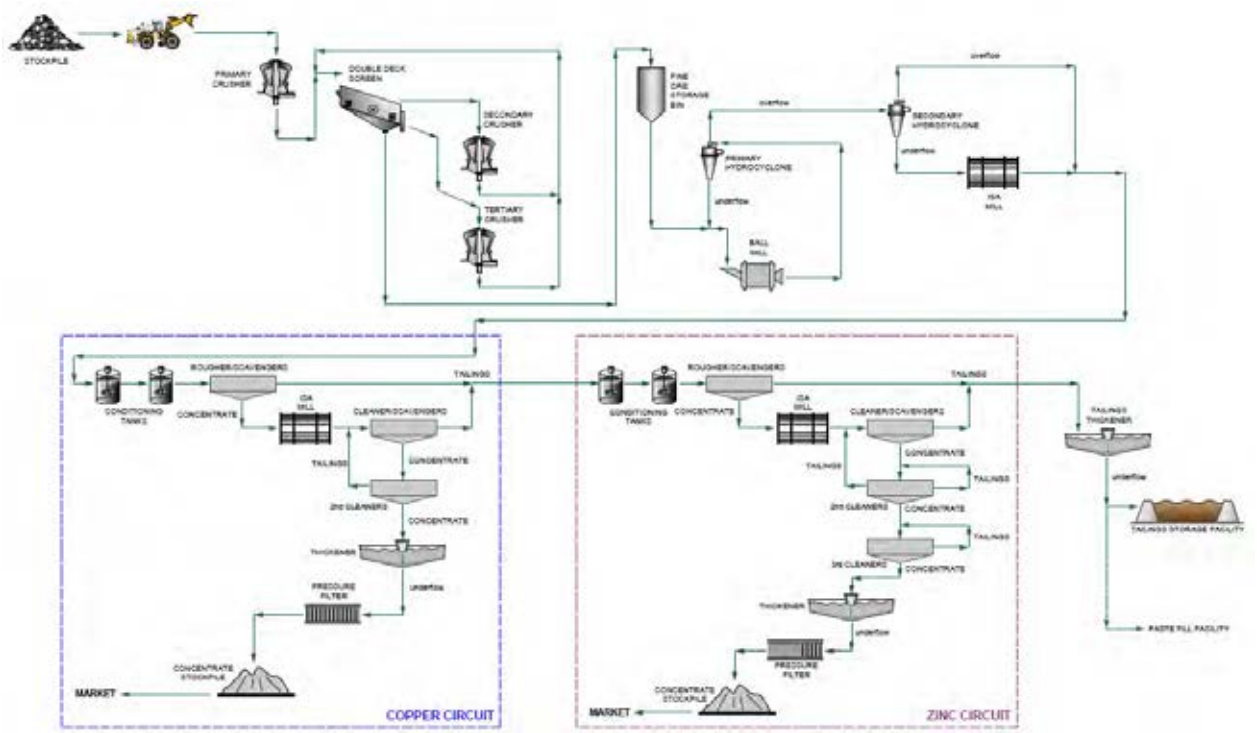
The Stockman Project includes the construction of a poly-metallic ore processing facility and associated infrastructure to treat ore from the Stockman underground deposits, Wilga and Currawong. The Stockman processing facility is designed to process 1.0 million tonnes per annum (MTPA) of ore supplied by the Wilga and Currawong underground mines and will operate over a 10 year life of mine (LOM). The concentrator uses standard industry technologies including crushing, grinding, and conventional flotation for the recovery of the saleable copper and zinc concentrates. Concentrates will be transported by train to Melbourne.

The flowsheet incorporates a conventional three stage crush and ball milling. The copper and zinc concentrates are produced through conventional sequential flotation circuits.

Process Flow Sheet

A simplified process flowsheet is shown in **Figure 4-8**. RPM is of the opinion that the flowsheet is adequate and acceptable for the planned treatment of the proposed ore types.

Figure 4-8 Simplified Process Block Flow Diagram



Comminution

The crushing circuit is a conventional three stage circuit consisting of a primary jaw crusher and two cone crushers for secondary and tertiary crushing. The secondary and tertiary crushers will be in closed circuit with a screen. Product from the crushing circuit will be conveyed to a fine ore bin prior to feeding the grinding circuit.

The grinding circuit is a two stage circuit consisting of a primary ball mill in closed circuit with primary cyclones, and secondary horizontal stirred media mill. Primary grinding product size is P_{80} of 85 µm and secondary grinding product size is P_{80} of 25 to 30 µm.

Copper Flotation

The copper circuit consists of rougher/scavenger flotation, regrinding of the rougher/scavenger concentrate and two stages of cleaning with the first stage in open circuit.

Rougher flotation consists of one 30 m^3 tank cells with a total nominal residence time of 5.7 minutes. Rougher concentrate will combine with the scavenger concentrate to feed the regrind circuit. Rougher tailings will be directed to the scavengers. Flotation locked cycle tests were conducted at a retention time of 2 minutes. A scale-up factor of 2.8 was applied for the design.

Scavenger flotation consists of five 50 m^3 tank cells with a total nominal residence time of 50 minutes. Scavenger concentrate will combine with the rougher concentrate to feed the regrind circuit. Scavenger tailings will be directed to the zinc circuit. Flotation locked cycle tests were conducted at a retention time of 18 minutes. A scale-up factor of 2.8 was applied for the design.

Copper regrind treats rougher and scavenger concentrates in regrind cyclones and the underflow directed to the regrind mill. The product (P_{80} of 15 µm) from the regrind mill is sent to the cleaning circuit.

Cleaner flotation consists of first cleaners, first cleaner scavengers, and second cleaners (recleaners).

The first cleaner flotation circuit consists of six 17 m^3 U cells with a total nominal residence time of 24 minutes. First cleaner concentrate will report to the second cleaners and the tailings will be re-treated in the first cleaner scavengers. Flotation locked cycle tests were conducted at a retention time of 8 minutes. A scale-up factor of 3.0 was applied for the design.

The first cleaner scavenger flotation circuit consists of five 17 m^3 U cells with a total nominal residence time of 23 minutes. First cleaner scavenger concentrate will be returned to the head of the first cleaners while the tailings will report to the zinc flotation circuit. Flotation locked cycle tests were conducted at a retention time of 8 minutes. A scale-up factor of 2.9 was applied for the design.

The second cleaner flotation circuit consists of seven 8.5 m^3 U cells with a total nominal residence time of 18.5 minutes. Second cleaner concentrate will be final concentrate and will report to the copper concentrate dewatering circuit. The tailings from the second cleaners will return to the head of the first cleaners. Flotation locked cycle tests were conducted at a retention time of 6 minutes. A scale-up factor of 3.1 was applied for the design.

In RPM's opinion rougher flotation should be sized according to a scale-up factor of 3.0 and cleaner flotation should be sized according to a scale-up factor of 5.0 to achieve the targeted recoveries.

Zinc Flotation

The zinc circuit consists of rougher/scavenger flotation, regrinding of the rougher/scavenger concentrate and three stages of cleaning with the first stage in open circuit.

Rougher flotation consists of one 50 m^3 tank cells with a total nominal residence time of 6.2 minutes. Rougher concentrate will combine with the scavenger concentrate to feed the regrind circuit. Rougher tailings will be directed to the scavengers. Flotation locked cycle tests were conducted at a retention time of 2 minutes. A scale-up factor of 3.1 was applied for the design.

Scavenger flotation consists of four 50 m^3 tank cells with a total nominal residence time of 26 minutes. Scavenger concentrate will combine with the rougher concentrate to feed the regrind circuit. Scavenger tailings will report to the final tailings thickener or paste plant tails cyclones. Flotation locked cycle tests were conducted at a retention time of 6 minutes. A scale-up factor of 4.3 was applied for the design.

Copper regrind treats rougher and scavenger concentrates in regrind cyclones and the underflow directed to the regrind mill. The product (P_{80} of 15 µm) from the regrind mill is sent to the cleaning circuit.

Cleaner flotation consists of first cleaners, first cleaner scavengers, second cleaners (recleaners), and third cleaners.

The first cleaner flotation circuit consists of five 8.5 m^3 U cells with a total nominal residence time of 10 minutes. First cleaner concentrate will report to the second cleaners and the tailings will be re-treated in the first cleaner scavengers. Flotation locked cycle tests were conducted at a retention time of 3 minutes. A scale-up factor of 3.4 was applied for the design.

The first cleaner scavenger flotation circuit consists of four 8.5 m^3 U cells with a total nominal residence time of 6 minutes. First cleaner scavenger concentrate will be returned to the head of the first cleaners while the tailings will report to the final tailings thickener or paste plant tails cyclones. Flotation locked cycle tests were conducted at a retention time of 2 minutes. A scale-up factor of 3.0 was applied for the design.

The second cleaner flotation circuit consists of five 8.5 m^3 U cells with a total nominal residence time of 13 minutes. Second cleaner concentrate will report to the third cleaners and the tailings will return to the head of the first cleaners. Flotation locked cycle tests were conducted at a retention time of 3.5 minutes. A scale-up factor of 3.7 was applied for the design.

The third cleaner flotation circuit consists of five 4.3 m^3 U cells with a total nominal residence time of 7.7 minutes. Third cleaner concentrate will be final concentrate and will report to the zinc concentrate dewatering circuit. The tailings from the third cleaners will return to the head of the second cleaners. Flotation locked cycle tests were conducted at a retention time of 2 minutes. A scale-up factor of 3.9 was applied for the design.

In RPM's opinion rougher flotation should be sized according to a scale-up factor of 3.0 and cleaner flotation should be sized according to a scale-up factor of 5.0 to achieve the targeted recoveries.

Copper Concentrate

Copper concentrate will be thickened in a single high rate thickener and filtration is carried out in a vertical plate pressure filter. An upstream concentrate buffer capacity of 23 h has been included in the design. Filtered concentrate will discharge into the copper bunker and be stockpiled in the concentrate shed or loaded into containers.

Zinc Concentrate

Copper concentrate will be thickened in a single high rate thickener and filtration is carried out in a vertical plate pressure filter. An upstream concentrate buffer capacity of 29 h has been included in the design. Filtered concentrate will discharge into the copper bunker and be stockpiled in the concentrate shed or loaded into containers.

The concentrate shed area is sufficient for four days of concentrate storage of both products.

Tailings

Tailings are either directed to the tailings storage facility (TSF) or to the paste plant. Pastefill will be required approximately 70% of the time.

Final tailings are treated in a bank of cyclones where deslimed cyclone overflow will gravitate to the tails thickener and underflow pumped to the TSF. Cyclone overflow will gravitate to a high compression pastefill thickener, where it will be thickened and filtered in a vacuum disc filter.

The thickener overflows from both thickeners will gravitate to the process water dam. The pastefill disc filter filtrate will be pumped back to the process plant tails thickener feed well and recycled.

4.4.5 Plant Throughput

The process plant is designed to produce an average of approximately 738,000 tonnes per annum of Cu concentrate at a targeted grade of 21% Cu and recovery of 81.5% Cu, and 650,000 tonnes per annum of Zn concentrate a targeted grade of 50% Zn and recovery of 76.4% Zn.

In RPM's opinion, the production schedule appears reasonable and has been based on the geo-metallurgical recovery models developed. Blending of massive and stringer ores will impact the production

schedule. It is highly dependent on the mine schedule and based on the maintenance of a correct blend of massive and stringer ores.

RPM is of the opinion that the planned ore processing plant is adequate to handle the design capacity of 1.0 MTPA.

4.4.6 Recovery

The Selection Phase Study (SPS) financial evaluation used the expected recoveries as defined in the Optimisation Study. RPM understands that a detailed review of the recovery algorithms is a priority activity upon completion of the planned mineralogy assessment and metallurgical flotation test work.

The LOM metal recoveries are predicted to be 81.5% and 76.4% for Cu and Zn, respectively, to the individual concentrates.

Recovery algorithms were established for the Cu and Zn recoveries by ore types for producing grade concentrates of 21% Cu and 50% Zn.

Massive Ores

Cu recovery (%) = 101.5 +0.02 x $(Fe:Cu)^2$ – 1.8 x (Fe:Cu) for Cu > 0.8%

Zinc Recovery (%) = 61 x $(Zn)^{0.15}$ for Zn > 1.5%

Based on previous testwork, 20% to 30% of the Au reports to the Cu concentrate, and 5% to 15% to the Zn concentrate.

Stringer Ores

Cu recovery (%) = 96.8% x $(Cu)^{0.01}$ for Cu > 1%

Cu recovery (%) = 92% x $(Cu)^{0.07}$ for 0.4% < Cu < 1%

Based on previous testwork, 5% to 15% of the Au reports to the Cu concentrate.

The recovery algorithms have been well constructed and analysed based on representative testwork. They provide a reasonable basis for estimating likely metallurgical performance. RPM notes that the cash flow model (CFM) includes a Cu recovery of 80.5% and Zn recovery of 76.1%, slightly lower than that stated in the process design criteria. In RPM's opinion, the Cu and Zn recoveries are reasonable based on the available testwork. RPM recommends that a minimum recovery deduction of 2% for each major metal is applied to account for scale-up to commercial application.

In order to achieve the targeted concentrate grades and recoveries, and maintain low penalty element levels, it is essential to adhere to the proposed mining schedule and maintain a correct blend of massive and stringer ores.

4.4.7 Deleterious Elements

The Cu and Zn flotation testwork has confirmed that a conventional flotation circuit using rougher flotation, regrinding of rougher concentrate followed by two to three stages of cleaner flotation, produces a high quality concentrate with no significant penalty excursions.

In terms of penalties for the Year 1-5 composite copper concentrate, there were no significant penalty excursions although some penalty may be incurred for exceeding the Zn plus Pb threshold level. RPM does not see any issues with the S or Fe levels. The extent of penalties is strongly dependent upon the ore blend. Concentrate blending would also be a useful strategy.

Based on the concentrate commercial terms, concentrate quality assay indicated that impurity levels of Zn, Fe, and Pb may pose an impact to product quality. RPM notes that the CFM has included penalties.

In RPM's opinion, it is preferred to perform LCT tests on yearly composites with a comprehensive assay of the concentrates to better evaluate the quality of the concentrate on an annual basis.

4.4.8 Conclusions

The Stockman Project is designed to treat run-of-mine ore a planned feed of 1.0 MTPA and an average grade of 2.1% Cu and 4.5% Zn. The process plant is designed to produce an average of approximately 738,000 tonnes per annum of Cu concentrate at a targeted grade of 21% Cu and recovery of 81.5% Cu, and 650,000 tonnes per annum of Zn concentrate a targeted grade of 50% Zn and recovery of 76.4% Zn.

A selection of samples of all geo-metallurgical domains from both Currawong and Wilga deposits were tested using a range of metallurgical parameters for the design of the Stockman concentrator. In order to achieve the targeted concentrate grades and maintain low penalty element levels, it is essential to adhere to the proposed mining schedule and maintain a correct blend of massive and stringer ores.

Testwork programs have been conducted on a range of representative samples to develop a suitable processing flowsheet. Testwork showed that a primary grind size P_{80} of 25 µm and an average Cu and Zn regrind P_{80} of 16.3 µm and 15.5 µm, respectively, is required to achieve targeted recoveries and marketable concentrate grades. In RPM's opinion the metallurgical flotation testwork demonstrated that flotation will achieve positive Cu and Zn recoveries and satisfactory quality.

In RPM's opinion, the process route selection has no fatal flaw. The process design criteria is reasonable with respect to the equipment selection. The concentrator uses standard industry technologies including crushing, grinding, and conventional flotation for the recovery of the saleable copper and zinc concentrates. In RPM's opinion, rougher flotation should be sized according to a scale-up factor of 3.0 and cleaner flotation should be sized according to a scale-up factor of 5.0 to achieve the targeted recoveries.

RPM is of the opinion that the planned ore-processing for Stockman is adequate to handle the design capacity of 1.0 MPTA processed ore.

A recovery algorithm was constructed and analysed based on representative testwork to estimate a recovery of 81.5% Cu and 76.4% Zn at concentrate grades of 21% Cu and 50% Zn. RPM notes that the cash flow model (CFM) includes a Cu recovery of 80.5% and Zn recovery of 76.1%, slightly lower than that stated in the process design criteria. In RPM's opinion, the Cu and Zn recoveries are reasonable based on the available testwork. RPM recommends that a minimum recovery deduction of 2% for each major metal is applied to account for scale-up to commercial application.

The flotation testwork has confirmed that a conventional flotation circuit produces a high quality concentrate with no significant penalty excursions. Based on the concentrate commercial terms, concentrate quality assay indicated that impurity levels of Zn, Fe, and Pb may pose an impact to product quality. RPM notes that the CFM has included penalties. The extent of penalties is strongly dependent upon the ore blend. Concentrate blending would also be a useful strategy.

4.5 Infrastructure, Services and Utilities

4.5.1 Approach

RPM has reviewed various reports on the Stockman project completed by GR Engineering Services and other consultants engaged by Round Oak and Independence Group (IGO).

In general those studies were completed between 2011 and 2014, with minor updates being completed in 2016 and 2017 prior to Round Oak's acquisition of the project from Independence Group.

Round Oak completed a selection Phase Study (SPS) in August 2019. The SPS noted many of the assumptions from earlier studies and thereafter applied updated costings, approvals, and project implementation schedules.

With respect to surface infrastructure and services RPM has found that the SPS competed by Round Oak to be thorough and a good reference study to allow the project to proceed into a Definitive Feasibility Study (DFS) with well defined risks and opportunities phase.

Capex and opex adjustments will be required to escalate cost assumption from mid-2019 dollars to mid-2022 dollars.

4.5.2 Mine Infrastructure Area

Reference is made to **Figure 4-9** below that illustrates the layout and location of the proposed 1.0Mtpa processing plant. That plant includes a three stage crushing circuit, ball mill and IsaMill grinding circuit, differential copper - zinc flotation circuit, concentrate thickening and filtration plant, concentrate storage facility, concentrate blending and containerised transport systems.

Round Oak intends to use some thickened tailings in paste backfilling the mines. The majority of tailings will however be pumped to the TSF. Clarified water from the TSF will be returned to the process water dam once sufficient tailings has accumulated in the dam.

Given the crushing and grinding circuit are capable of producing a very fine primary grind (P_{80} = 25µm), and thereafter even finer concentrate regrinds (P_{80} = 15µm) decanting water from the TSF will be challenging.

Figure 4-9 Illustration of the Proposed Stockman Process Plant

4.5.3 Power Supply

The projects high voltage power requirements will be generated onsite using gas-fired turbines. The project will not be connected to the electricity grid.

The projects Optimisation Study identified sufficient power would be available within the regional power grid to support some additional loads, including that for additional accommodation in Omeo or other regional towns. RPM concurs that this is likely and no major upgrades to the regional electricity grid will be required in support of the Stockman project.

The SPS noted its DFS objectives with respect to power generation as “to deliver to operations a reliable (cost and availability) source of 16MW installed capacity, at or better than 23c/kWh over LOM”.

RPM does not expect that the projects DFS will validate such a cheap cost of high voltage power if generated by gas, even if Round Oak directly purchases all Compressed Natural Gas (CNG), because of substantial increases in CNG prices over the last 3 years of so.

RPM notes the key elements of Round Oak’s plans to generate power onsite:

- 2 road haulage tanker deliveries of CNG/day to run gas turbines. An assumed cost of gas delivered to site of A$9.50/GJ and thereby a generated cost of power equal to A$29/MWh.
- A project dedicated CNG fuelling facility located near Bairnsdale
- Combined (total) operations require 12MW (average load) and 16MW max demand. On that basis the project will require 80GWh/year to 90GWh/year. That equates to 757-854TJ/year of natural gas.

- 8 by 2MW gas turbines (located adjacent to the Currawong processing facility) to be supplied, operated, and maintained under a Build Own Operate (BOO) contract by a third party. Round Oak would also supply and operate one 1.8MW diesel genset as a back-up.

RPM notes that at the time of the SPS the June 2018 Victorian gas price was $8.29/GJ. By December 2021 CNG pricing had increased by some 21% to approximately $10/GJ. RPM suggests that a BOO contractor, in mid-2022, may price the cost of the projects power needs as follows:

- 8 by 2MW gas turbines assumed to operate at sub 55% efficiency and require natural gas at 8,000 kJ/kWh generated.
- Fuel burn cost (8000kJ/kWh x $10/GJ / 1,000,000) of A$0.08/kWh.
- Typical BOO operating and maintenance costs of $0.13/kWh.
- Approximated CNG trucked delivery & storage costs at A$0.09/kWh.
- Total gas-powered generation cost of approximately A$0.30/kWh.
- Assumed BOO contractors' margin of 40% of generation cost, or A$0.12/kWh
- Total HV power generation cost to Round Oak of A$0.42/kWh (A$42/MWh).
- Assuming the projects annual 90GWh power requirement is 90GWh then power operating costs would be A$3.8m/year.

On that basis RPM recommends that power generation and supply costs be increased to A$42/MWh and for a likely annual power cost of A$3.8m in 2022 dollars.

4.5.4 Site Buildings

Round Oak have defined various designs and cost estimates for onsite buildings, services and facilities. Those designs and costings appear reasonable and appropriate in support of the 1.0Mtpa ROM ore mining and processing operations.

As the project site is designated as a 'Bushfire Prone Area', the design of the facilities shall need to comply with the requirements of the Building Amendment (Bushfire Construction) Regulations that apply in Victoria.

4.5.5 Accommodation Facility

The projects Optimisation Study found that a shortage in existing accommodation within a 30 minute drive of the mine site. In response the project shall build an accommodation village.

A 218 room accommodation village is to be constructed to support the operation and the project workforce. The location and permitting of that accommodation facility are yet to be finalised by Round Oak. The design, level of amenity, and cost estimate appear reasonable. Some upward adjustment in capital & operating costs required

4.5.6 Off-Site Infrastructure, Transport and Logistics

The Stockman project site is able to be accessed by using existing sealed and unsealed roads that connect to both local and State road networks. Incoming and outgoing logistics not considered by RPM to be of high risk.

The project plans to export concentrate in half height containers (HHC) in either 5,000 t or 10,000 t shipments. Those shipments to be campaigned to Port Anthony by B-Double trucks. The HCC's to be stored on site until there are sufficient concentrate volumes for shipping. At Port Anthony the HHC's would be emptied into a dry bulk commodity cargo ship and then the HHC's returned to site.

One port location this is being considered is Port Anthony; it is located 196 km east of Melbourne. The port was initially established to service the Bass Strait oil and gas fields. The proposed road haulage route utilises some 330 km of the Great Alpine road and the South Gippsland highway (refer to **Figure 4-10**), both

of which are rated for 100km/hr. This notwithstanding, a final decision on the export location is still part of the broader consideration for the project.

The HCCs will be stored on this site until there are sufficient concentrate volumes for shipping, when they would be emptied into a dry bulk commodity cargo ship and the HHCs returned to site. Port Anthony is located 196 km east of Melbourne and was set up to service the Bass Strait oil and gas fields.

Figure 4-10 Concentrate Transport Route to Port

4.5.7 Project Development Schedule

Round Oak defined the projects schedule as a 22-month implementation program to process first ore from the date of approval by the Round Oak board.

The SPS assumed, at Figure 2-5 below, that the final investment decision would occur on 7 July 2020. As of the date of this report no final investment decision has been made by Round Oak.

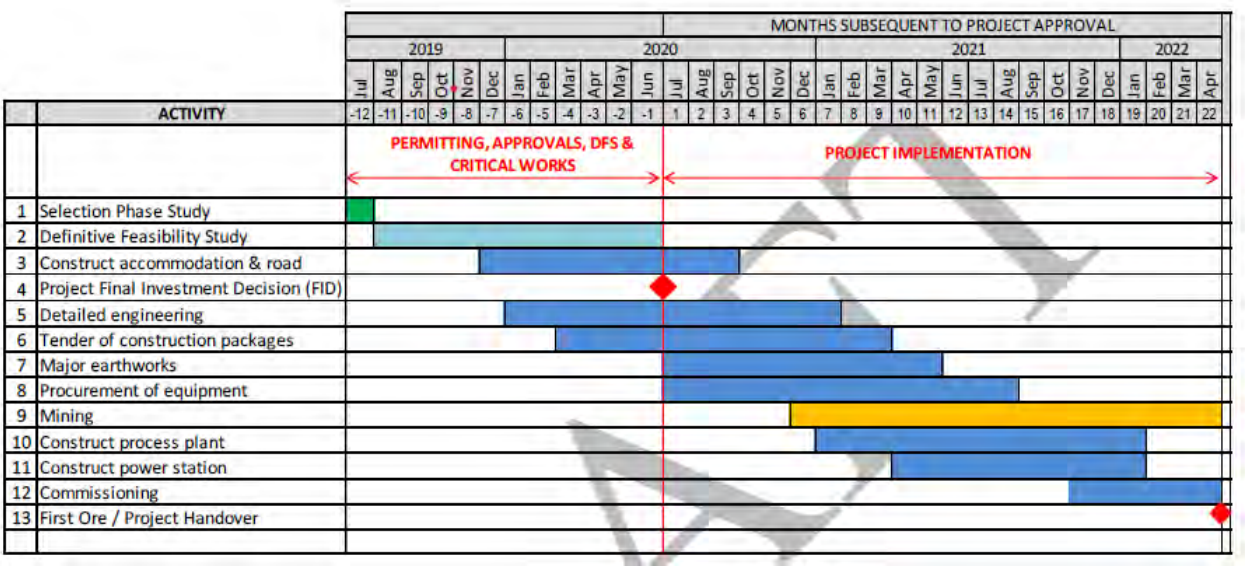
RPM notes that the projects critical path schedule is driven by the following tasks:

- Site clearing;
- TSF construction;
- Dewatering of the Wilga mine;
- Construction of an access road to Currawong Mine portal;
- Currawong mine decline works to open up sufficient stoping;
- Supply lead times for the mills (assumed to be 56 weeks); and
- Subsequent construction and commissioning of the milling circuit and process plant.

The projects two year implementation schedule, along with Round Oak's definition of critical path tasks appear reasonable and in order on the basis that no approvals related constraints delay any of those works.

RPM however does not agree that an EPCM contract delivery strategy is optimal for this type of project in 2022. Rather an EPC style of contract delivery may reduce risks to Round Oak and provide more cost and schedule certainty. For such an EPC contract delivery strategy RPM recommends that the Round Oak project delivery team has recently been bolstered by the employment of well qualified and experienced individual that will be able to manage EPC and other contracts as part of the Owner's team.

Figure 4-11 Stockman Project Development Timeline



4.6 Environment, Social and Governance

4.6.1 Native Title, Cultural Heritage and Social Issues

Native Title

The most relevant native title claim is that described below from the website of the Department of Justice and Community Safety (Source: Gunaikurnai Native Title Agreement | Department of Justice and Community Safety Victoria, accessed on 25/4/2022)

"On 22 October 2010, the Federal Court recognised that the Gunaikurnai people hold native title over much of Gippsland.

On the same day, the State entered into an agreement with the Gunaikurnai people under the Traditional Owner Settlement Act 2010 (Vic). The agreement between the State and the Gunaikurnai people was the first to be made under the Traditional Owner Settlement Act.

The agreement area extends from West Gippsland, near Warragul, east to the Snowy River and north to the Great Dividing Range. It also extends 200 metres offshore. The determination of native title under the Native Title Act 1993 (Cth) covers the same area. Both the agreement and the native title determination only affect Crown land within this area."

However, maps that accompany the description of this native title agreement indicate that Stockman's MIN006642, MIN5523, EL5463 and EL5391 tenements are unaffected by the claim. EL5045 is partially overlapped by the Gunaikurnai Recognition and Settlement Agreement (RSA) area under the Traditional Owner Settlement Act 2010 (VIC) (TOSA). No claims against the licence have been lodged by native title parties.

Cultural Heritage

A cultural heritage management plan (ACHMP) and a community engagement plan (CEP) were outlined in the approved Mine Work Plan (MWP) and both will be updated and finalized prior to construction.

Baseline surveys conducted for the preparation of the approved Cultural Heritage Management Plan 11558 in the MWP concluded that there are no Aboriginal Heritage sites within the mining licence areas. The Stockman Project will have no impact on any sites important to historic cultural heritage and no particular obligations under the Heritage Act 1989.

No significant or financially material issues are expected to arise relating to cultural heritage provided operations and management are conducted in conformance with the ACHMP.

Social Issues

There are very few residences in the immediate vicinity of the Stockland project, with the nearest generally between 5 and 10 km away and without direct visual access to the site.

The nearest large urban centre to the Stockman project is Albury/Wodonga, situated 95 km to the north. Infrastructure and services are provided by the towns of Benambra, Omeo and Swifts Creek, while the availability of skills and services applicable to mining is generally from further afield, as outlined below:

- Benambra offers a hotel, general store (with post office and café), motor repair business, 'neighbourhood house', community hall and a recreational reserve.
- Omeo has a commercial area with shops, trade supplies, eateries, banks, fuel supplies and community services. Town facilities include a primary school and a kindergarten.
- Swifts Creek's commercial centre comprises a number of small businesses, including a hotel, general store, bookshop, café, bakery and post office. Swifts Creek accommodates the Tambo Valley's only secondary school, as well as a primary school and kindergarten.

A second-hand mine village consisting of 218 permanent rooms with an equipped kitchen, dining room, sewerage plant and five 236 kW power generation sets was purchased by the Stockman project in 2018. The village was transported to a holding yard near the project site. The village infrastructure will be relocated to the village site, which consists of 15–20 Ha at the corner of Limestone Road and McCallums Road, approximately 10 km north of the Currawong plant and about 22 km (by road) northeast of the Benambra township.

Development of the Stockman project would clearly be a major local source of local and regional employment and business and promotes significant beneficial regional economic multiplier effects. However, the commencement of a mining project in the location of Stockman may raise local objections and extend to well-organised opposition seeking to stop the project even if there is a silent majority in support of the project and its benefits.

With an initial Community Engagement Plan (CEP) already in place that is planned to be updated prior to construction, it is likely that such a community and stakeholder engagement strategy will benefit from the earliest practicable completion. Early and varied communication measures would assist the project pathway and community and mitigate the approvals/licensing risks.

4.6.2 Environmental Approvals

Commonwealth Approvals

The status of Stockman's approvals (under the Commonwealth Environmental Protection and Biodiversity Conservation, Act 1999) are listed below.

Table 4-15 Current Status of Commonwealth Approvals

Mine	Asset Holder	Leases and Key Tenements	EPBC Approval
Stockman	WHSP Stockman Pty td	MIN006642, MIN5523 EL5045, EL5391, EL5463	EPBC Controlled action approval 2010/5717

State Approvals

This asset is categorised as a brownfields site which is located within an area of legacy mining related to the previous Wilga mine which closed in 1996. The project is currently at the feasibility stage (a definitive feasibility study is currently in preparation).

In October 2014 in accordance with the provisions of the Environmental Effects Act 1974 the project was approved to proceed subject to the recommendations of the Environmental Effects Statement (EES). The EES highlights two key issues of environmental interest:

- potential acid-forming material, especially existing and future tailings accompanying management of acid drainage risks to surface and groundwaters, and
- establishing suitable biodiversity offsets to account for project clearing of approximately 70 Ha of native vegetation including many old-growth trees of ecological habitat value.

Mining licences are in place for Stockman with expiry on 9 November 2022 but it should be noted that the renewal process has been commenced, further:

- MIN5523, which covers the Wilga and Currawong deposits as well as a number of near-mine exploration targets, and
- MIN006642, which is an Infrastructure Mining Licence relating to the area of the legacy TSF and proposed TSF extensions).

Three exploration licences are held by WHSP Stockman Pty Ltd: EL5045, EL5391 and EL5463 which expire on 19/6/22, 13/6/22, and 23/1/24 respectively. The operation holds licence L8151/2005/2 from the Department of Water and Environmental Regulation (DWER).

Stockman's Mine Work Plan was approved on 15 April 2019 with conditions addressing any native title matters and the preparation of 35 environmental management plans, most of which require regulatory approval, and would generally need to be in place before construction commencement.

Infrastructure off the mining lease (village, borefield and other items) is included in an Incorporated Document application which was approved in April 2016 until at least April 2023. This approval is by way of inclusion within the East Gippsland Planning Scheme and is achieved without the need for a planning permit. A total of 19 management plans are required under the Incorporated Document. and while most are in draft form and some are at the stakeholder review stage, all need to be finalized.

An approval (2010/5717) under the Commonwealth Environment Protection and Biodiversity Conservation Act 1999 (EPBC Act) is in place for the Stockman project for recommissioning the currently closed underground Wilga mine and to develop and mine the adjacent Currawong deposit. Approval conditions cover the need for pre-clearance ecological surveys, the establishment of suitable offsets (as per the Stockman Project Offset Proposal), management of tailings and potentially acid-forming material, monitoring, and reporting. The EPBC approval expires on 1 January 2035 and requires substantial commencement of the project by 19 December 2024 (or thereafter requires Ministerial agreement). The EPBC was transferred in 2018 from the previous project owner.

A Post Closure Trust Deed (PCTD) is in place between WHSP Stockman (the licence holder) and the Victorian Government for the purposes of funding the cost to monitor and maintain the TSF in perpetuity after the completion of mining and rehabilitation. The deed includes the requirement for WHSP Stockman to provide the state government with a bank guarantee of $5.77 M (subject to CPI annual increases) plus an Insurance Amount of $544k while operations are undertaken.

A Post Closure Management Plan has been lodged with the Minister.

All necessary primary approvals are in place to allow the Stockman project to advance toward construction while secondary licences, approvals, and relevant plans are completed in order to comply with conditions precedent before project commencement.

The status of Stockman's approvals (under the various state legislation) are listed below.

Table 4-16 Current Status of State Approvals

Mine	Asset Holder	Leases	Environmental Authorities/ Development Consent/ Other	Effective Date
Stockman	WHSP Stockman Pty Ltd [Round Oak Minerals]	MIN006642, MIN5523 EL5045, EL5391, EL5463	Env Effects Act 1974 & Incorporated Document under EG Planning Scheme (April 2016)	October2014 April 2023

Required Approvals

Under the East Gippsland Planning Scheme, a total of 19 management plans are required by the Incorporated Document. While most plans are in draft form and some are at the stakeholder review stage, all remain to be finalized. Some of these plans are also among a list of 35 plans to be prepared under the Stockman Mine Work Plan (MWP), including:

- an Integrated Transport Management Plan (nearly finalized),
- a Bushfire Management Plan which will be finalized once the bushfire refuge design for the accommodation camp is completed, and
- a Ground Control Management Plan will need to be submitted to the Chief Inspector 20 business days prior to commencement of underground workings.

The variety of management plans involves a range of different timeframes. The Stockman project planning approach is informed by a comprehensive risk-based framework and key lessons from this will be able to be constructively translated into relevant management plans.

Various secondary approvals and licences are also progressing but yet to be secured, including:

- licences from Southern Rural Waters for water take and use and for dam works construction
- works on waterways permit from East Gippsland Catchment Management Authority for road widening and drainage diversions,
- water licensing and discharge approvals under the Environment Protection Act 1970 are understood to be advancing.

A take and use groundwater licence is required for potable water supply to the accommodation village while another groundwater take and use licence will be required for dewatering at Wilga and Currawong mines. Surface water take licences will be required at Drillers Dam to increase allocation for 15ML to 20ML for process water makeup contingency and another similar licence will be required at Wilga Weir for a new 80ML allocation for process water makeup contingency. A further works licence is required to construct the Clean Water Dam within the TSF footprint for site water supply.

Biodiversity Offset requirements have been identified but further biodiversity appropriateness of four nominated sites in the bioregion is to be confirmed. Initial concept forms of agreement with Alpine Shire Council and a private landowner were previously initiated by the previous project owner.

Variations to the Mine Work Plan (MWP) will be required to:

- incorporate Environmental Quality Objectives for surface waters into MWP conditions,
- approve TSF management documents (Dam Safety Emergency Plan, Operation Maintenance and Surveillance Manual), and
- to authorize tailings paste disposal to mine voids.

An updated rehabilitation bond calculation will need to be developed to account for revised plans for mine development but this is not needed to be submitted prior to the Notice of Intention to Commence Work.

Road use agreements will need to be in place with VicRoads for State roads (Benambra to Bairnsdale) and another with East Gippsland Shire Council for local roads which will also have an associated maintenance agreement (Benambra to the site).

An EPA licence will be required for operating sewage treatment works at the accommodation camp and EPA approval will be needed for the proposed power station.

4.6.3 Offset Requirements

Offset requirements have been identified but further biodiversity appropriateness of four nominated sites in the bioregion is to be confirmed. While previous initial concept agreements were developed with Alpine Shire Council and a private landowner by the previous project owner in 2014-2015, biodiversity offsets are not yet formally established. Two freehold agricultural properties to the north of Currawong have been purchased by the Stockman project primarily as a source of vegetation offsets.

Montane Dry Woodland and – to a lesser extent – Montane Swamp (Sub-alpine Wet Heathland) and Montane riparian Thicket are the key vegetation/habitat categories which are the focus of the conservation offsets regime intended for the proposed Stockman project.

4.6.4 Mined Land Rehabilitation

Previous mining operations at the Stockman site included the TSF and after the original holder of the mining lease defaulted on their rehabilitation obligations the Victorian Government became responsible for the significant remediation works at this site. The Stockman project currently has a $105,000 bank guarantee for the estimated future rehabilitation of the existing underground mine and operational areas which excludes the TSF area.

There is an executed Post Closure Deed (the Deed) in place between the project proponent and the Victorian Government which allocates an agreed capitalised cost of $5,770,000 for a Post Closure Trust Fund (PCTF) associated with the final Post Closure Management Plan. The Deed stipulates this must be made in the form of bank guarantees that are subject to CPI adjustments immediately proceeding 30 June each year. An Insurance Amount of $544,00 is also to be established and both this and the PCTF fund need to be lodged prior to the start of construction.

The Deed nominates a payment of a final closure amount which must be determined via an independent closure assessment process. The payment amount cannot be predetermined prior to the review process, however, condition 6.2(b)(ii) of the Deed notes that the licensee has no obligation under this Deed to pay any further funds into the Post Closure Fund after the initial establishment of the fund.

Section 8 of the Deed assigns responsibilities for all liabilities associated with the TSF and its operation without limitation, under all environmental laws, from the date that the Notice of Intention to Commence Works until the Closure Date. This measure applies to areas within and external to the mining lease area and includes any potential adverse impacts arising in connection with the TSF on the:

- Quality of groundwater; and
- Water quality in the Tambo River or Straight Creek.

Separate from the bank guarantee for $5.77M +CPI and the Insurance amount of $544k while the mine is operating, Stockman's financial model includes future provisions for mine closure and rehabilitation costs of $22.5M allocated as $0.1M annually between 2028-2034 and $21.6M in 2035. A significant part of this cost is undertaking earthworks for inert capping and suitable isolation of potentially acid-forming materials

to ensure low environmental risks in the long term – especially surface and groundwater systems – from the mine and the TSF.

This set of mine closure costings will need to be refined following revisions to the project plan, according to the findings of the Definitive Feasibility Study.

Table 4-17 Mine Closure & Rehabilitation Cost Estimations and Lodged Securities

Asset	Estimated Cost	Data source*	Financial Model Provisions	Securities Lodged	Comments
Stockman	$22.5 M	ROM Financial Model 20220323.	$22.5 M		Fin model allocated as $0.1M annually 2028-2034, and $21.6M in 2035

The containment and management of potentially hazardous materials is a life of mine environmental management requirement (covering both operations and post-closure). Given the natural occurrence of a range of non-target metals and metal compounds at such mineral deposits, the combination of the use of selected materials in paste backfilling in the underground mine and secure placement, encapsulation and capping using non-acid forming soil/rock materials is a key focus of the mine design and mine closure planning approach. Such measures are accounted for in project cost estimations as both mine planning and feasibility assessments progress and thus have been accounted for in the project valuation exercise.

4.6.5 Environmental Operational Compliance

Given the project remains at the feasibility stage, operational compliance review is not applicable at this present stage. However, it is noted that the timeframe for “substantial commencement” under Commonwealth EPBC approval is 19 December 2024 and the project must manage this schedule or risk consequences of possible delay or being subject to Ministerial discretion in decision-making after that time.

4.7 Operating Costs

Cash operating costs and unit cash operating costs for the Stockman project (for the life of mine schedule) are shown in **Figure 4-12** and **Figure 4-13**.

Figure 4-12 Cash Operating Costs for the Stockman Project LOM Plan

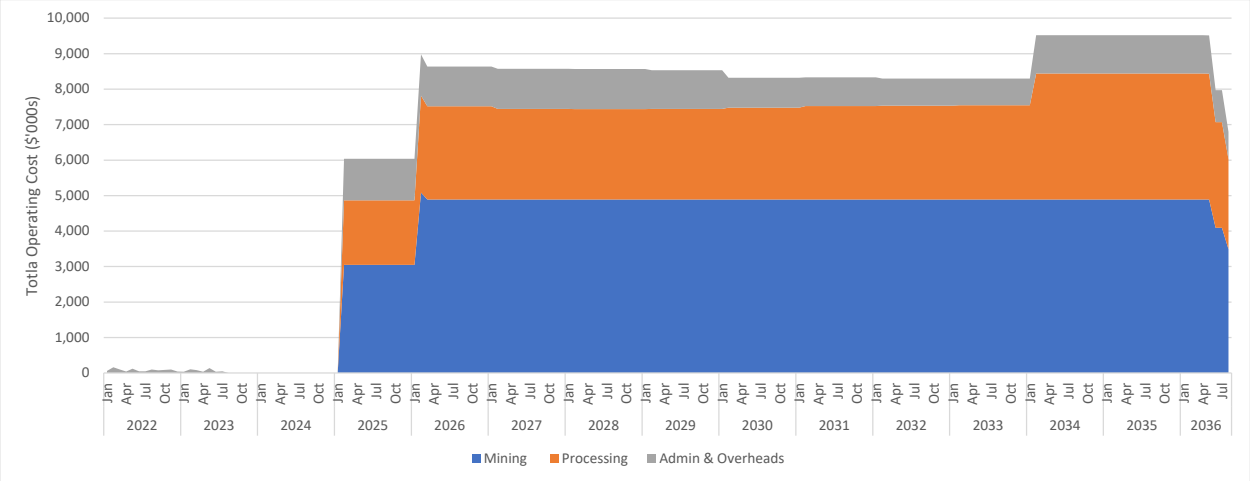
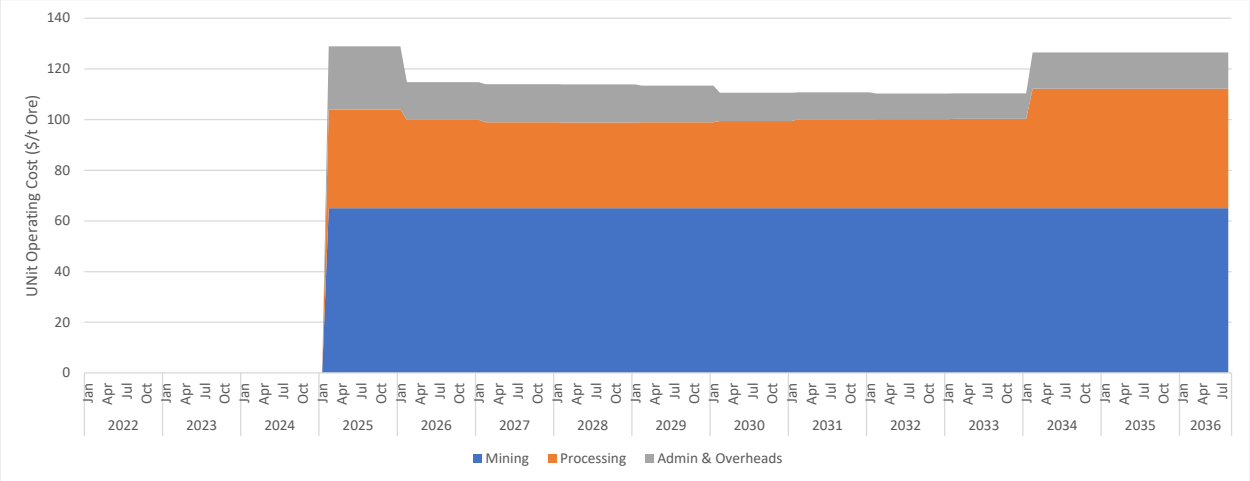


Figure 4-13 Unit Cash Operating Costs for the Stockman Project LOM Plan



The average unit operating costs for the Stockman project are forecast, over the LOM, to be approximately $65.00/t (ore mined) for mining activities, $37.65/t (ore mined) for processing and $13.90/t (ore mined) for administration and overheads.

RPM believe these costs to be reasonable for the size and scope of the proposed mining and processing operations.

4.8 Capital Costs

The incremental, quarter-on-quarter, capital costs, as well as the cumulative capital costs at Stockman (over the LOM plan) can be seen in **Figure 4-14** and **Figure 4-15.**

Figure 4-14 Incremental Capital Cost for the Stockman Project LOM Plan

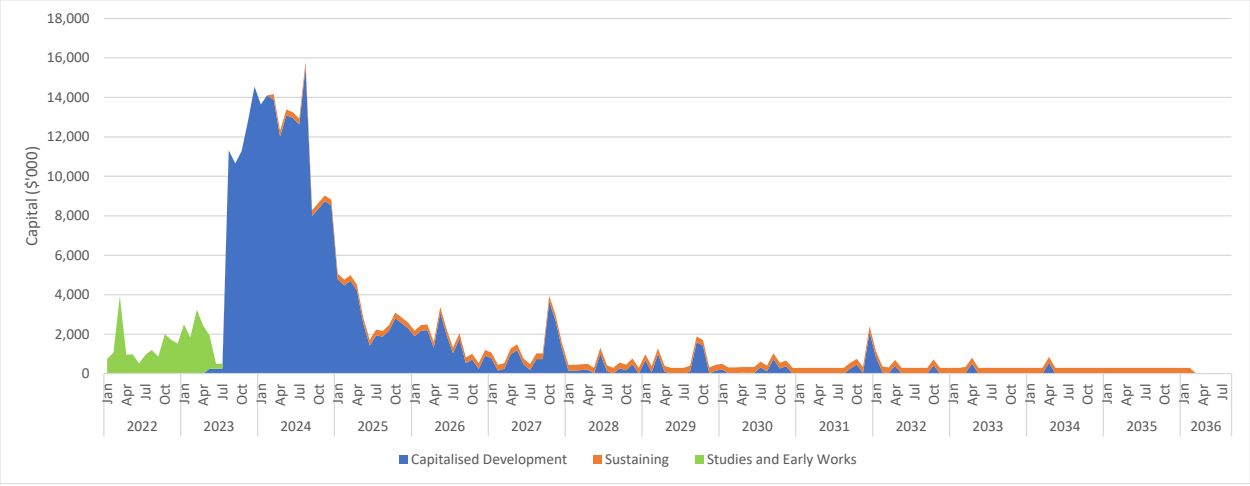
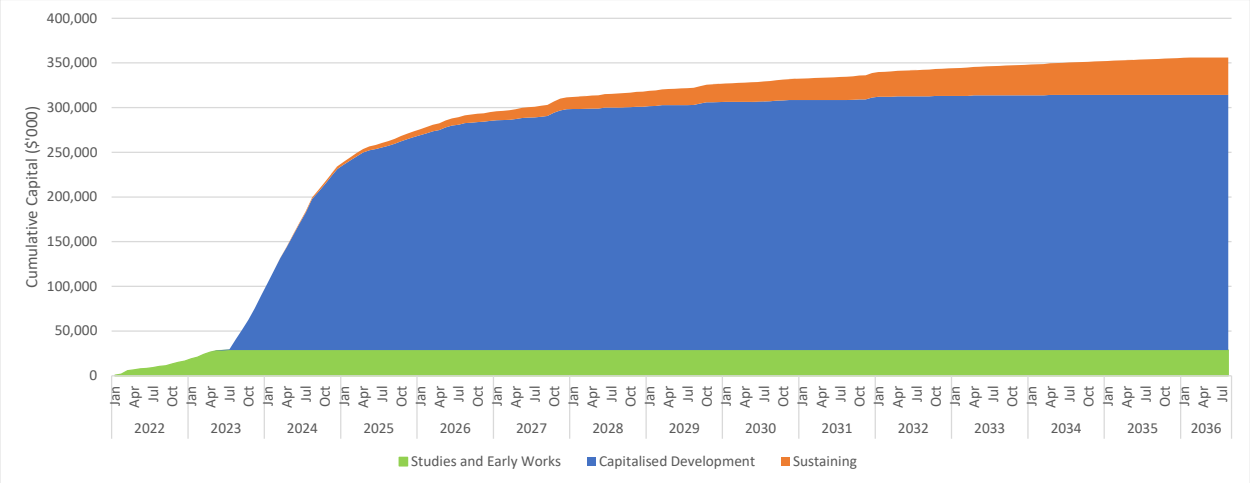


Figure 4-15 Cumulative Capital Cost for the Stockman Project LOM Plan



RPM is of the opinion that the adjusted capital costs for the mine are reasonable and representative of the project scope. RPM acknowledges however that there exists a risk that the cost of capital items (particularly as they relate to items such as labour charges and steel) could increase due to unforeseen, or uncontrollable volatility in international markets.

The initial process plant capital costs, as provided by Round Oak, are shown in **Table 4-18**. The CAPEX was prepared using the Optimisation Study capital costs estimated detail as a basis. The process plant costs were based on design quantities, budget quotations for major equipment, and engineering material take-offs. The costs of minor equipment were estimated from in-house data or recent similar projects.

The capital cost summary indicates that all costs include a contingency provision of 9%. In RPM's opinion, this is reasonable based on the level of accuracy of the study.

RPM was not provided a detailed capital cost breakdown, nor details of the sustaining costs, and is not able to comment on the details of the direct and indirect costs. RPM is of the opinion that the capital costs for the process plant is representative of the project scope.

Table 4-18 Process Plant Capital Expenditure

DESCRIPTION	AUD (Thousand)
Processing	2,000
Crushing, Stockpile, Reclaim	11,443
Milling & Classification	11,413
Flotation	16,996
Tailings Thickening & Discharge System	2,581
Concentrate Thickening	1,541
Concentrate Filtration, Drying & Storage	6,314
Reagents, Services & Utilities	20,607
Construction Indirects	5,891
Engineering / Design / Site Management	16,273
Total	**95,058**

5. Jaguar

5.1 Project Description

The owner-operated Jaguar Operation is located 60 km north of Leonora in Western Australia. The underground Bentley Mine is located within the Jaguar Operation and is approximately 6 km south of the existing Jaguar processing plant which is used for treating the Bentley ore.

The Bentley anomaly was first discovered by Mount Isa Mines Exploration (MIMEX) in the 1970s and follow-up diamond drilling occurred in 1991. Sporadic drilling programmes occurred until 2008 when Jabiru Metals Limited (JML) discovered the Bentley deposit. In 2009 the maiden Mineral Resource estimate (MRE) and Ore Reserve estimate (ORE) were published, and initial mining commenced in 2010.

In 2011 JML was acquired by Independence Group NL (IGO) who continued mining and exploring the Jaguar Operations. In 2014 the Jaguar mine was placed on care and maintenance and focus was placed on extending production at the Bentley Mine, in particular from the Arnage lens.

In 2015 the drilling focussed on infill definition drilling of Arnage and Flying Spur as well as discovering the Arnage Deeps and Zagato lenses. In 2017 the Bentayga lens was discovered south of the Arnage lens. Further drilling success discovered the Pegasus and Turbo lenses at depth.

Further drilling in 2018 through 2020 provided sufficient data for Bentayga and Pegasus to be estimated in the MRE. The drilling success of 2020 has resulted in the maiden Ore Reserves inclusion of Pegasus and Turbo material for 2021.

The Arnage, Bentayga and Pegasus lenses make up the majority of the 2021 Ore Reserve estimate.

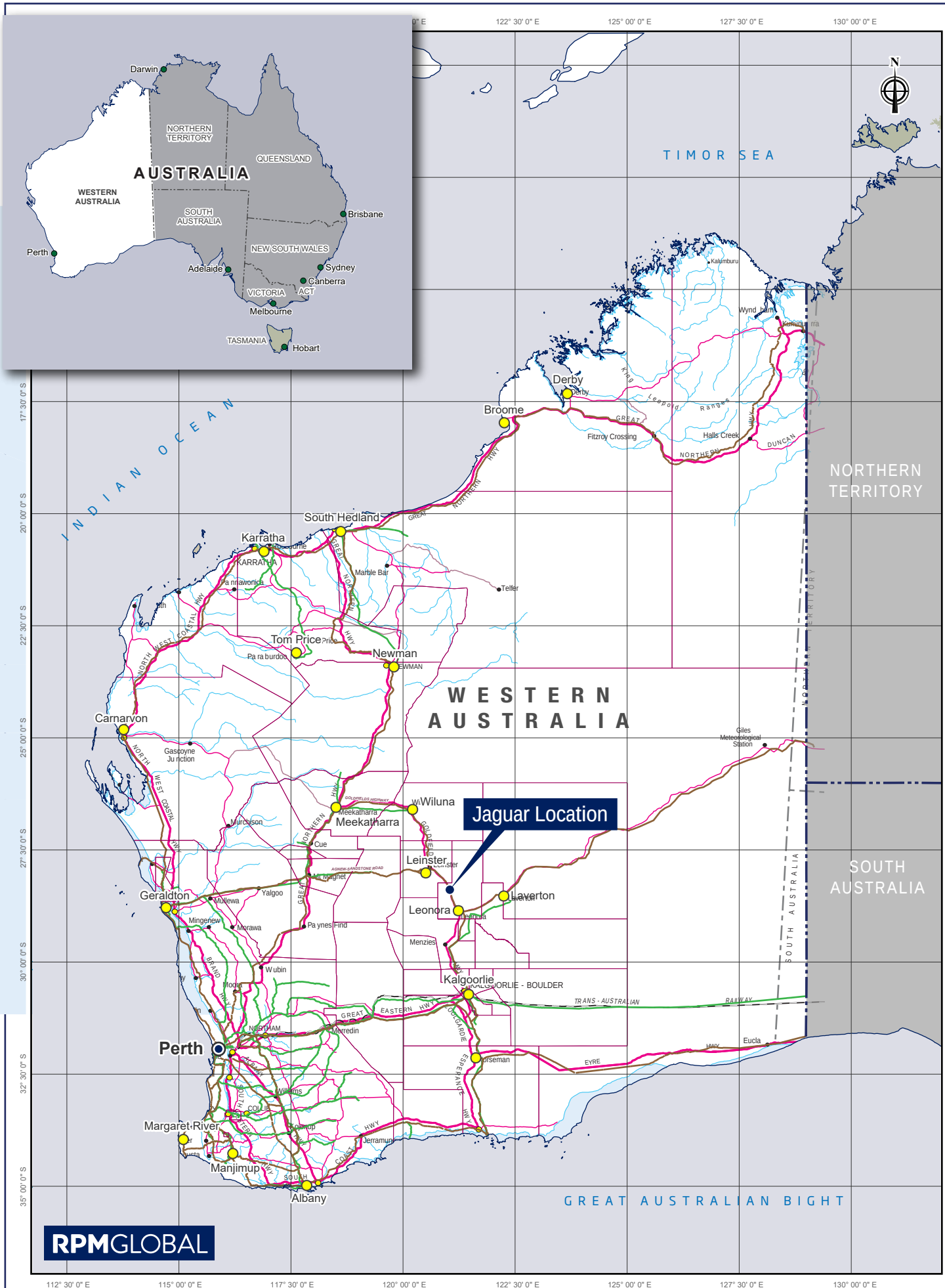
5.1.1 Tenements

RPM has reviewed the tenements at Stockman and concludes that all are current. **Table 5-1** shows all tenements along with the date they were granted, their expiration date as well as the authorised holding company.

Table 5-1 Jaguar Operations Tenement List

Tenement	Date granted	Expiry date	Authorised Holder
E 3700258	07/06/1992	06/06/2022	ROUND OAK JAGUAR PTY LTD
E 3700789	02/09/2005	01/09/2022	ROUND OAK JAGUAR PROJECT PTY LTD
E 3700902	30/10/2008	29/10/2022	ROUND OAK JAGUAR PTY LTD
E 3700981	29/05/2009	28/05/2023	ROUND OAK JAGUAR PROJECT PTY LTD
E 3701032	19/05/2010	18/05/2022	ROUND OAK JAGUAR PTY LTD
E 3701044	29/07/2010	28/07/2022	ROUND OAK JAGUAR PTY LTD
E 3701080	29/04/2011	28/04/2023	ROUND OAK JAGUAR PTY LTD
E 3701161	23/09/2014	22/09/2024	ROUND OAK JAGUAR PTY LTD
E 3701162	08/07/2015	07/07/2025	ROUND OAK JAGUAR PTY LTD
E 3701169	08/04/2014	07/04/2024	ROUND OAK JAGUAR PROJECT PTY LTD
E 3701178	05/08/2014	04/08/2024	ROUND OAK JAGUAR PTY LTD
E 3701181	19/08/2014	18/08/2024	ROUND OAK JAGUAR PTY LTD
E 3701183	28/08/2014	27/08/2024	ROUND OAK JAGUAR PTY LTD
E 3701184	23/09/2014	22/09/2024	ROUND OAK JAGUAR PTY LTD
E 3701189	15/10/2014	14/10/2024	ROUND OAK JAGUAR PROJECT PTY LTD
E 3701199	08/01/2015	07/01/2025	ROUND OAK JAGUAR PROJECT PTY LTD
E 3701209	29/05/2015	28/05/2025	ROUND OAK JAGUAR PROJECT PTY LTD
E 3701278[1]	15/02/2017	14/02/2022	ROUND OAK JAGUAR PTY LTD
E 3701306	13/09/2017	12/09/2022	ROUND OAK JAGUAR PTY LTD
G 3700024	28/03/2006	27/03/2027	ROUND OAK JAGUAR PTY LTD
L 3700119	12/04/2002	11/04/2023	ROUND OAK JAGUAR PROJECT PTY LTD

Tenement	Date granted	Expiry date	Authorised Holder
L 3700133	17/02/2006	16/02/2027	ROUND OAK JAGUAR PTY LTD
L 3700134	16/08/2006	15/08/2027	ROUND OAK JAGUAR PTY LTD
L 3700148	20/09/2006	19/09/2027	ROUND OAK JAGUAR PTY LTD
L 3700167	13/10/2006	12/10/2027	ROUND OAK JAGUAR PTY LTD
L 3700177	20/03/2008	19/03/2029	ROUND OAK JAGUAR PTY LTD
L 3700178	20/03/2008	19/03/2029	ROUND OAK JAGUAR PTY LTD
L 3700183	21/09/2010	20/09/2031	ROUND OAK JAGUAR PTY LTD
L 3700184	12/06/2008	11/06/2029	ROUND OAK JAGUAR PTY LTD
L 3700189	12/06/2008	11/06/2029	ROUND OAK JAGUAR PTY LTD
L 3700190	18/11/2009	17/11/2030	ROUND OAK JAGUAR PTY LTD
L 3700193	5/08/2010	04/08/2031	ROUND OAK JAGUAR PTY LTD
L 3700262*	n/a	n/a	ROUND OAK JAGUAR PROJECT PTY LTD
M 3700044	7/12/1984	17/12/2026	ROUND OAK JAGUAR PTY LTD
M 3700439	26/04/1994	26/04/2036	ROUND OAK JAGUAR PROJECT PTY LTD
M 3700440	26/04/1994	26/04/2036	ROUND OAK JAGUAR PROJECT PTY LTD
M 3700479	03/11/1994	06/11/2036	ROUND OAK JAGUAR PROJECT PTY LTD
M 3700506	17/01/2008	17/01/2029	ROUND OAK JAGUAR PROJECT PTY LTD
M 3700515	11/01/2005	13/02/2026	ROUND OAK JAGUAR PTY LTD
M 3701129	10/07/2008	14/07/2029	ROUND OAK JAGUAR PROJECT PTY LTD
M 3701132	19/01/2005	30/01/2026	ROUND OAK JAGUAR PTY LTD
M 3701153	19/01/2005	30/01/2026	ROUND OAK JAGUAR PTY LTD
M 3701170	24/07/2008	30/07/2029	ROUND OAK JAGUAR PTY LTD
M 3701227	24/07/2008	30/07/2029	ROUND OAK JAGUAR PTY LTD
M 3701228	24/07/2008	30/07/2029	ROUND OAK JAGUAR PTY LTD
M 3701230	24/07/2008	30/07/2029	ROUND OAK JAGUAR PTY LTD
M 3701231	24/07/2008	30/07/2029	ROUND OAK JAGUAR PTY LTD
M 3701257	24/07/2008	30/07/2029	ROUND OAK JAGUAR PTY LTD
M 3701290	03/02/2010	02/02/2031	ROUND OAK JAGUAR PTY LTD
M 3701301	08/03/2016	07/03/2037	ROUND OAK JAGUAR PROJECT PTY LTD
P 3708371	13/08/2014	12/08/2022	ROUND OAK JAGUAR PROJECT PTY LTD
P 3708416[1]	02/04/2014	01/04/2022	ROUND OAK JAGUAR PROJECT PTY LTD
P 3708443	01/07/2014	30/06/2022	ROUND OAK JAGUAR PTY LTD
P 3708583	14/12/2015	13/12/2023	ROUND OAK JAGUAR PTY LTD
P 3708814	10/07/2017	09/07/2025	ROUND OAK JAGUAR PROJECT PTY LTD
P 3708842	10/07/2017	09/07/2025	ROUND OAK JAGUAR PROJECT PTY LTD
P 3708843	10/07/2017	09/07/2025	ROUND OAK JAGUAR PROJECT PTY LTD



LEGEND

- Mineral Fields
- State Boundary
- State Capital
- Town
- Highway
- Rail

DO NOT SCALE THIS DRAWING - USE FIGURED DIMENSIONS ONLY. VERIFY ALL DIMENSIONS ON SITE

CLIENT

Aeris Resources

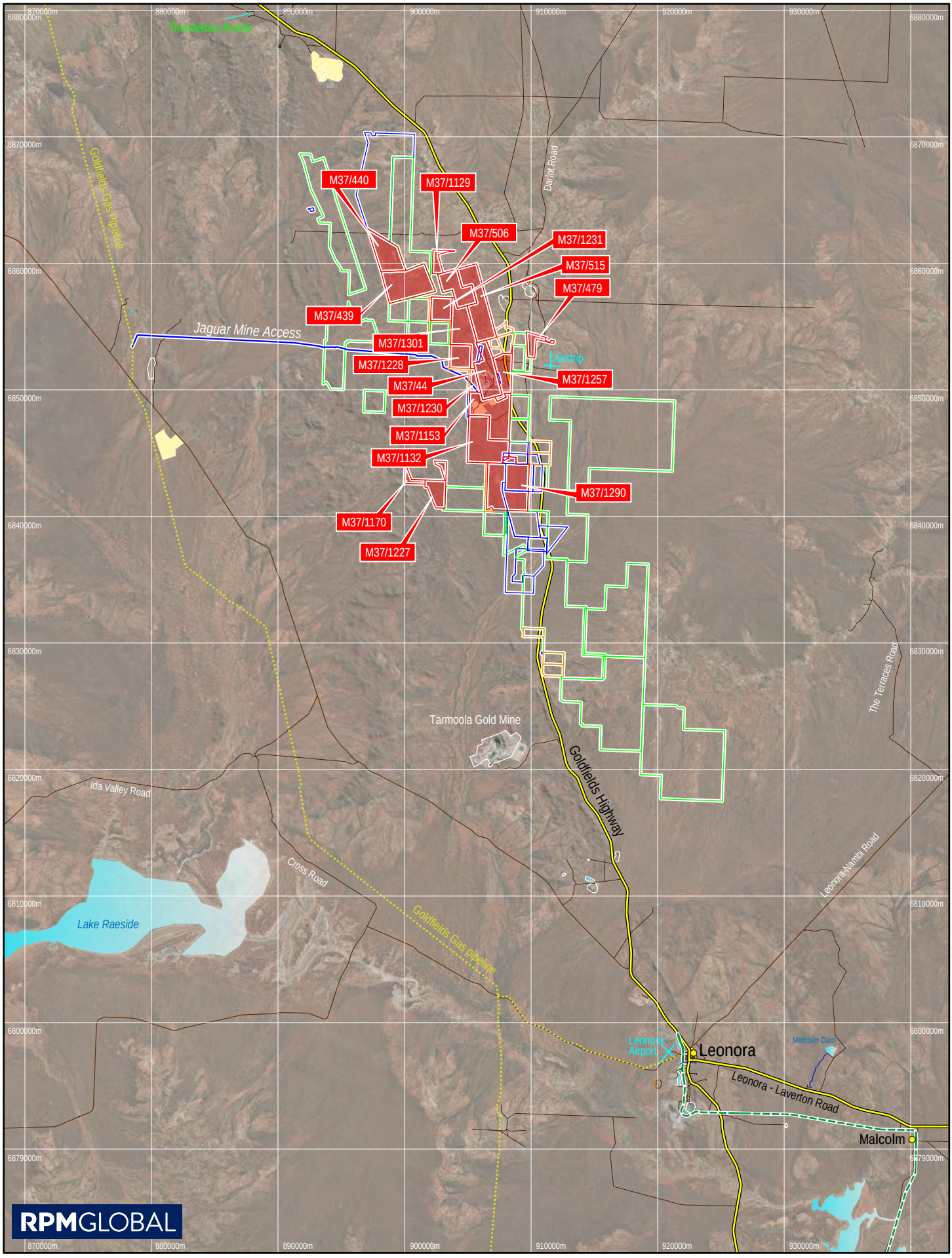
Round Oak Minerals

PROJECT

NAME: **PROJECT SAPLING**
CONFIDENTIAL ITR AND VALUATION

DRAWING: GENERAL LOCATION PLAN - JAGUAR

FIGURE No.	PROJECT No.	Date
5-1	ADV-AU-00336	April 2022



LEGEND

Highway
Road
Rail
Town
Mining Lease
Exploration Licence
Prospecting Licence
Miscellaneous Licence
N

0 10 20 km

DO NOT SCALE THIS DRAWING - USE FIGURED DIMENSIONS ONLY. VERIFY ALL DIMENSIONS ON SITE

CLIENT

Aeris Resources

Round Oak Minerals

PROJECT

NAME

PROJECT SAPLING
CONFIDENTIAL ITR AND VALUATION

DRAWING

TENURE PLAN - JAGUAR

FIGURE No.	PROJECT No.	Date
5-2	ADV-AU-00336	April 2022

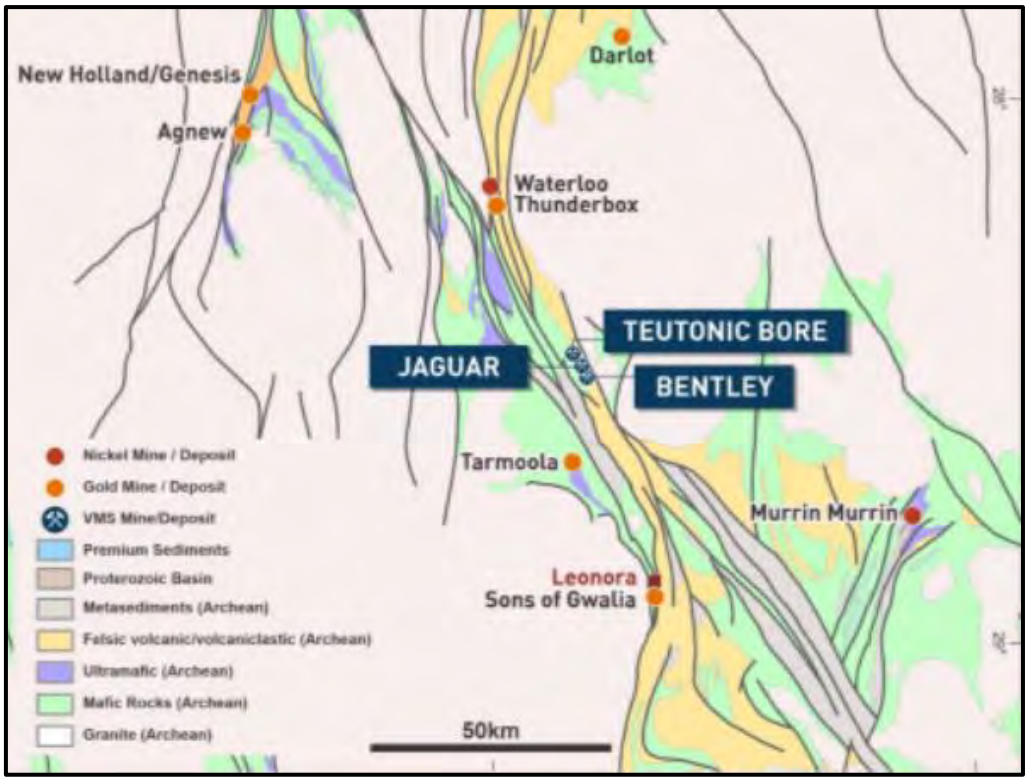
5.2 Geology and Minerals Resources

5.2.1 Regional Geology and Mineralisation

Round Oak reports the Bentley deposit has been continuously mined since late 2010 and comprises multiple massive sulphide lenses and associated disseminated deposits. The Turbo lens is the most recently discovered deposit, followed by with Bentayga (2018) and Pegasus (2019).

The Jaguar operation represents a cluster of Archean age volcanogenic massive sulphide deposits, mapped over a 50km corridor towards the northern end of the Eastern Goldfields. The area is dominated by volcanic and lesser sedimentary and intrusive rocks, which exhibit moderate structural deformation and metamorphic overprinting.

Figure 5-3 Jaguar Operations Geology



5.2.2 Geological Data

As described, estimation was based on quarter core sampling from 1,255 diamond drill holes (DDH) and 6 reverse circulation (RC) holes totalling ~253km, with excellent core recovery (~99%) reported. Sampling ranged over 0.3 - 1.3 m intervals, averaging 1.0 m. OK techniques were employed within hard boundary wireframes, with KNA performed to verify minimum and maximum sampling criteria, and variography to define search parameters.

5.2.3 Modelling and Resource Estimation

RPM confirmed validation techniques in use including conventional variable and domain swath plots, block model and assay comparisons, as a well as metal reconciliation techniques. It confirmed variances in gold recovery are linked to a sizeable nugget, consistent with observed mineralisation profiles. RPM performed validation tests to confirm reported tonnes and grade for this deposit, together with the application of a designated NSR factor.

5.2.4 Bentley Deposit

Local Geology and Mineralisation

As described, estimation was based on quarter core sampling from 1,255 diamond drill holes (DDH) and 6 reverse circulation (RC) holes totalling ~253km, with excellent core recovery (~99%) reported. Sampling ranged over 0.3 - 1.3 m intervals, averaging 1.0 m. OK techniques were employed within hard boundary wireframes, with KNA performed to verify minimum and maximum sampling criteria, and variography to define search parameters.

Modelling and Resource Estimation

RPM confirmed validation techniques in use including conventional variable and domain swath plots, block model and assay comparisons, as a well as metal reconciliation techniques. It confirmed variances in gold recovery are linked to a sizeable nugget, consistent with observed mineralisation profiles. RPM performed validation tests to verify reported tonnes and grade for this deposit, together with the application of a designated NSR factor.

Mineral Resources

MRE classification at Bentley as performed by Round Oak is linked to the separation of informing composite samples and proximity to underground development.

- Measured Resource was assigned for drill spacing is <20m along strike and down dip, with drives developed both above and below.
- Indicated Resource has been assigned where the drill spacing is <40m along strike and down dip.
- Inferred Resource was assigned where drill spacing >40m along strike and down dip.

RPM approves with the MRE classification process employed at the Bentley deposit and concurs with the estimated tonnes and grades reported herewith. Assumptions as detailed, apply to all area deposits.

Table 5-2 Mineral Resources for Bentley Deposit as at May 2021

Estimate	Resource Class	Tonnes (kt)	Cu (%)	Zn (%)	Pb (%)	Ag (g/t)	Au (g/t)	NSR_M (A$/t)	Cu kt	Zn kt	Pb kt	Ag koz	Au koz
Total	Measured	580	1.04	7.34	0.58	119	0.99	313	6	43	3.4	2,219	18.5
Bentley	Indicated	574	1.07	9.52	0.70	139	1.06	369	6	55	4.0	2,563	19.5
May 2021	Inferred	924	0.82	7.57	0.57	110	0.94	295	8	70	5.0	3,268	27.9
	Total	**2,078**	**0.95**	**8.04**	**0.60**	**121**	**0.99**	**320**	**20**	**167**	**12.4**	**8,050**	**66**

*Resources stated at A$100 Net Smelter Return (NSR_M) where NSR is calculated from block model grades using an equation – NSR_M = cu_pct*71.16 + zn_pct*19.044 + ag_pct*0.513 +au_ppm*38.452*
Processing recoveries for copper concentrate are 79% for Cu, 51.5% Ag, 52.58 Au.
Processing recoveries for zinc concentrate are 48.3% for Zn, 21.5% Ag.
Only fresh material is included.
The May 2021 MRE is depleted and sterilised for mining as at 1st May 2021. Turbo and Bentayga HQ have not been minded.

5.2.5 Turbo Deposit

Local Geology and Mineralisation

The Turbo deposit represents a comparatively recent exploration success at Jaguar, with the drilling of a highly prospective geological and structural target and reporting of significant intersections including: 19.3m 9.82% Zn, 1.47% Cu, 0.3% Pb, 96 g/t Ag, 0.67 g/t Au. With subsequent infill drilling, resource estimation was undertaken, employing comparable interpolation techniques described for the Bentley deposit.

Modelling and Resource Estimation

RPM reviewed Round Oak's validation techniques, including conventional variable and domain swath plots, block model and assay comparisons. Separate validation tests were performed to verify reported tonnes

and grade, with their continued use of a project designated NSR factor. No differences of significance were recorded.

Mineral Resources

Inferred MRE classification at Turbo reflects drill spacing exceeding 40m with the probability of changes to deposit geometry with additional infill drilling. RPM concurs with the MRE classification process employed at the Turbo deposit and concurs with the estimated tonnes and grades reported herewith. RPM approves with the MRE classification process employed for the Turbo deposit and concurs with the estimated tonnes and grades reported herewith.

Table 5-3 Mineral Resources for Turbo Deposit as at May 2021

Resource Class	Tonnes (kt)	Cu (%)	Zn (%)	Pb (%)	Ag (g/t)	Au (g/t)	NSR_M (A$/t)	Cu kt	Zn kt	Pb kt	Ag koz	Au koz
Measured	-	-	-	-	-	-	-	-	-	-	-	-
Indicated	-	-	-	-	-	-	-	-	-	-	-	-
Inferred	1029	1.91	7.46	0.03	38	0.73	323	19.7	76.8	0.31	1,257	24.2
Total	**1029**	**1.91**	**7.46**	**0.03**	**38**	**0.73**	**323**	**19.7**	**76.8**	**0.31**	**1,257**	**24.2**

*Resources stated at A$100 Net Smelter Return (NSR_M) where NSR is calculated from block model grades using an equation – NSR_M = cu_pct*71.16 + zn_pct*19.044 + ag_pct*0.513 +au_ppm*38.452*
Processing recoveries for copper concentrate are 79% for Cu, 51.5% Ag, 52.58 Au.
Processing recoveries for zinc concentrate are 48.3% for Zn, 21.5% Ag.
Only fresh material is included.
The May 2021 MRE is depleted and sterilised for mining as at 1st May 2021. Turbo and Bentayga HQ have not been minded.

5.2.6 Bentayga Hanging Wall Deposit

Local Geology and Mineralisation

The Bentayga HW (BHW) deposit is based on limited drillholes, sourced largely from a single drill drive. Its geometry is currently tested across a variably spaced drill grid, ranging from ~8 x 8m to ~30m x 30m. To prevent grade smearing during OK interpolation, sample selection was limited by grade for both Cu and Fe. Modelling continued to employ hard boundary wireframes with search directions informed using standard variographic techniques.

Modelling and Resource Estimation

RPM reviewed the validation workflow by ROM, including conventional variable and domain swath plots, block model and assay comparisons. All domain estimations were found to be satisfactory. Separate validation tests were undertaken verify reported tonnes and grade for BHW, with its use of an identical project designated NSR factor. No differences of significance were observed.

Mineral Resources

MRE classification at BHW Resource employed drill spacing and sample selection criteria. As it is currently unmined, the highest resource category assignable was Indicated.

- Indicated Resource was assigned to drill spacing <40m along strike and down dip, with blocks interpolated in pass one.
- Inferred Resource was assigned to drill spacing >40m along strike and down dip, with blocks interpolated in pass two or three.

RPM approves with the MRE classification process employed for the BHW deposit and concurs with the estimated tonnes and grades reported herewith.

Table 5-4 Mineral Resources for Bentayga Hanging Wall Deposit as at May 2021

Estimate	Resource Class	Tonnes (kt)	Cu (%)	Zn (%)	Pb (%)	Ag (g/t)	Au (g/t)	NSR_M (A$/t)	Cu kt	Zn kt	Pb kt	Ag koz	Au koz
Bentayga	Measured	-	-	-	-	-	-	-	-	-	-	-	-
HW	Indicated	40	1.66	18.2	1.77	324	1.21	678	1	7	0.7	412	1.5
Dec 2021	Inferred	4	0.89	16.8	1.78	315	1.04	586	0	7	0.1	37	0.1
	Total	**43**	**1.59**	**18.1**	**1.77**	**323**	**1.20**	**670**	**1**	**7**	**0.3**	**449**	**1.7**

*Resources stated at A$100 Net Smelter Return (NSR_M) where NSR is calculated from block model grades using an equation – NSR_M = cu_pct*71.16 + zn_pct*19.044 + ag_pct*0.513 +au_ppm*38.452*
Processing recoveries for copper concentrate are 79% for Cu, 51.5% Ag, 52.58 Au.
Processing recoveries for zinc concentrate are 48.3% for Zn, 21.5% Ag.
Only fresh material is included.
The May 2021 MRE is depleted and sterilised for mining as at 1st May 2021. Turbo and Bentayga HQ have not been minded.

5.2.7 Teutonic Bore Deposit

Local Geology and Mineralisation

Interpolation at Teutonic Bore is based on both surface and underground drilling, across variable (10-70m) drill grids. A total of 369 holes for 106.3 km were interrogated, with estimation constrained by hard boundary domains, for both weathering and copper speciation. Sample numbers limited variography analysis, particularly in the footwall. Whereas Main Lode and Stringer domains were successfully estimated using OK, the Footwall Lode were assigned average composite grades.

Modelling and Resource Estimation

RPM reviewed validation techniques performed by Round Oak, including conventional variable and domain swath plots, block model and assay comparisons to lie within +/-10%. Separate validation tests were undertaken to verify reported tonnes and grade, with continued use of the project's designated NSR factor. Once again, no differences of significance were observed.

Mineral Resources

In spite of available drilling, all interpolated resource at Teutonic Bore has been classified as Inferred. This reflects the current lack of confidence in historical information, together with the presence of unassayed drillholes within high-grade domains. Round Oak reports that additional database validation work is required before any portion of this resource can be upgraded. RPM approves with the MRE classification process employed for the Teutonic Bore deposit and concurs with the estimated tonnes and grades reported herewith.

Table 5-5 Mineral Resources for Teutonic Bore Deposit as at May 2021

Resource Class	Tonnes (kt)	Cu (%)	Zn (%)	Pb (%)	Ag (g/t)	Au (g/t)	NSR_M (A$/t)	Cu kt	Zn kt	Pb kt	Ag koz	Au koz
Measured	-	-	-	-	-	-	-	-	-	-	-	-
Indicated	-	-	-	-	-	-	-	-	-	-	-	-
Inferred	2,169	1.23	2.12	0.19	37	0.11	151	26.7	46	4.1	2,581	7.7
Total	**2,169**	**1.23**	**2.12**	**0.19**	**37**	**0.11**	**151**	**26.7**	**46**	**4.1**	**2,581**	**7.7**

*Resources stated at A$100 Net Smelter Return (NSR_M) where NSR is calculated from block model grades using an equation – NSR_M = cu_pct*71.16 + zn_pct*19.044 + ag_pct*0.513 +au_ppm*38.452*
Processing recoveries for copper concentrate are 79% for Cu, 51.5% Ag, 52.58 Au.
Processing recoveries for zinc concentrate are 48.3% for Zn, 21.5% Ag.

5.2.8 Triumph Deposit

Local Geology and Mineralisation

The Triumph resource is based on a historic estimate from the Independence Group (IGO, 2017) which was revised using NOM's A$100 NSR_M cut-offs. The current estimate uses 71 diamond and 19 RC drill holes, of which 13 intersected mineralisation over cumulative widths of 4.4km. With superior core recoveries

reported (~98%), x1 m composite samples stressed sampling across geological domains. Quarter core was submitted for assay, with half core used for metallurgical testing. Wireframe construction emphasises geological and statistical domaining. OK was employed for both grade and density estimation, using appropriate top-cuts and search parameters by domain.

Modelling and Resource Estimation

Visual and statistical validation techniques were used to compare sample and block model estimated grades, in addition to conventional swath plots. Round Oak reports domain estimations were found to lie within +/-10% of composite grades, which was subsequently confirmed by RPM.

Mineral Resources

Round Oak classified massive sulphide, stringer and disseminated sulphide lenses as Indicated Resource, excluding uneconomic footwall stringer mineralisation. Comparable drill spacing criteria were used (< 40m along strike and down dip), together with kriging efficiency (KE) was >0.3, regression slope (RS) >0.5, statistics, reflective of domains of moderate-high geological continuity.

Inferred Resource was classified where drill spacing > 40m along strike or down dip, KE <0.3, the RS <0.5, and moderate to low confidence in grade and geological continuity was observed, including both Rocket and Spitfire massive sulphide lenses. RPM approves with the MRE classification process employed for the Triumph deposit and concurs with the estimated tonnes and grades reported herewith.

Table 5-6 Mineral Resources for Triumph Deposit as at May 2021

Resource Class	Tonnes (kt)	Cu (%)	Zn (%)	Pb (%)	Ag (g/t)	Au (g/t)	NSR_M (A$/t)	Cu kt	Zn kt	Pb kt	Ag koz	Au koz
Measured	-	-	-	-	-	-	-	-	-	-	-	-
Indicated	1,275	0.48	7.53	0.57	101	0.32	241	6	96	7	4,141	13
Inferred	375	0.34	8.03	0.59	107	0.32	244	1	30	2	1,289	4
Total	**1,650**	**0.45**	**7.64**	**0.57**	**102**	**0.32**	**242**	**7**	**126**	**9**	**5,430**	**17**

*Resources stated at A$100 Net Smelter Return (NSR_M) where NSR is calculated from block model grades using an equation – NSR_M = cu_pct*71.16 + zn_pct*19.044 + ag_pct*0.513 +au_ppm*38.452*
Processing recoveries for copper concentrate are 79% for Cu, 51.5% Ag, 52.58 Au.
Processing recoveries for zinc concentrate are 48.3% for Zn, 21.5% Ag.

5.2.9 Conclusions

RPM evaluated cross-sectional data of each of the Jaguar Project deposits, together with reported block and composite grades with all datasets comparatively well matched. Re-estimation of the resources returned identical estimated tonnes and grade by Resource category. Overall, the approach to grade estimation was appropriate for the style of mineralisation.

Cumulative estimated tonnes and grade appear representative of drill and assay results, with resource risks generally acceptable within a conventional mining framework.

Within the context of this review of resource and reconciliation data from Round Oak's Western Australian operations, RPM acknowledges that the estimation and metal accounting techniques used by Round Oak geologists offer a reasonable basis for reporting at a JORC 2012 standard.

Barring any operational changes, future metal reconciliation should continue to reflect Jaguars cumulative +/- 2% historical metal variance again plan.

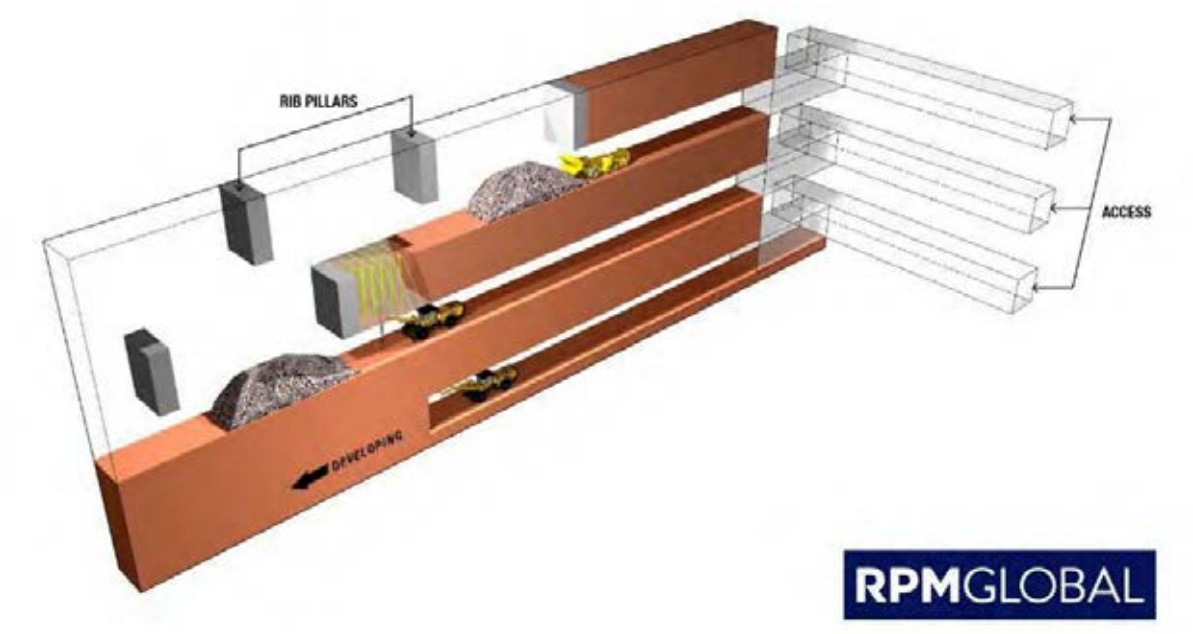
5.3 Mining and Ore Reserves

5.3.1 Mining Method

Historically, Bentley has mined underground by a method of single and double lift longitudinal sublevel open stoping (SLOS) using a combination of consolidated and unconsolidated backfill. Low grade stopes and the

crown stopes below backfill were designed with unrecoverable rib and sill pillars for stoping stability as well as minimising dilution.

Figure 5-4 Typical Longitudinal LHOS Mining Method



Top-down and bottom-up sequencing is employed across the various lenses to suit orebody geometry and operational requirements. The 2021 LOM design continues with this mining method with the inclusion of some areas of lower grade material using an Avoca mining method with unconsolidated backfill to reduce operating costs. The mining methods used at Bentley are appropriate for a deposit of this nature and size.

5.3.2 Geotechnical Parameters and Design Criteria

The geotechnical challenges at Bentley present a high risk to the production profile. Bentley has full-time onsite geotechnical engineers to provide input into the mine design, execution and management of operations to mitigate the geotechnical challenges. Extensive ground support, daily geotechnical inspections and no longer mining double lifts have been used to control the geotechnical stresses. RPM recommends carrying out future independent 3D geotechnical modelling, with the addition of a seismic monitoring system to assist in reducing the geotechnical risk.

5.3.3 Cut-Off Grade Analysis and Economic Limits of Extraction

Bentley is a polymetallic mine producing ore containing zinc, copper, silver and gold. A net smelter return (NSR) in A$/t has been used to estimate the value of the ore net of all costs after it leaves site. The NSR estimate takes into account recoveries associated with each of the process streams, which include production of copper and zinc concentrates, as well as by products silver and gold. The NSR includes road freight, stevedoring, sea freight, treatment charges, refining charges, mill recoveries and royalties. The revenue from the smelter is net of payable metal and smelter penalties. The mining NSR was estimated using the factors in **Table 5-7** and **Table 5-8**.

Table 5-7 Mining NSR Criteria

Physical Assumptions	Unit	Mining NSR Criteria
Copper Recovery	%	79
Zinc Recovery	%	89
Gold Recovery	%	52.8
Silver Recovery	%	74.3
Copper concentrate grade	%	21.8
Zinc concentrate grade	%	48.3
Payable Copper (of 20.75%)	%	100
Payable Zinc (of 40.3%)	%	100
Payable Gold	%	96
Payable Silver in Cu conc	%	87.5
Payable Silver in Zn conc	%	70 (after 3oz/t)
Copper treatment charge	US$/conc dmt	60
Zinc treatment charge	US$/conc dmt	160
Copper refining cost	US$/payable lb	0.059
Gold refining cost	US$/payable oz	1.87
Silver refining cost	US$/payable oz	0.00
Road Transport	AU$/conc wmt	72.55
Stevedoring	AU$/conc wmt	25.36
Sea Transport	US$/conc wmt	22.88
Cu and Zn Royalty	%	5
Au and Ag Royalty	%	2.50

Table 5-8 Mining NSR Prices

Commodity	Unit	Mining NSR Prices
Copper	US$/t	7,285
Zinc	US$/t	2,466
Gold	US$/oz	1,821
Silver	US$/oz	24
Exchange Rate	AUD/USD	0.76

The assumptions outlined in in the tables above were used to generate the simplified NSR calculations for the ORE NSR calculation:

NSR_O = 64.182 x Cu% + 16.761 x Zn% + 34.681 x Au g/t + 0.461 x Ag g/t

During the financial year of 2021 Bentley mine production increased from 25,000 t to 40,000 t per month. The increased production was achieved with minimal increase in fixed costs. As the operation is owner-operated this effectively reduced the fully costed stoping cut-off value for the 2021 LOM plan. Operating costs since achieving the increased production rate as per Figure 4 were used for the 2021 LOM plan.

Table 5-9 Bentley 2021 ORE cut-off values

Cut-off	Value ($/t)
Fully Costed Stoping	220
Incremental Stoping	120
Development	80

The Cut-Off Grade methodology and approach is in line with global best practice for a multi element project of this nature. The inputs used in the Cut-Off Grade reflect actual recoveries and costs, however the metal prices used, while appropriate at the time, are conservative leaving an opportunity for future marginal stopes to be economically extracted improving fixed cost.

5.3.4 Development Strategy

The mine designs were determined using a globally recognised stope optimisation approach and engineering the associated development required using design criteria currently in practice on site. The stope optimisation parameters are detailed in **Table 5-10**

Table 5-10 Stope Optimiser Parameters

Parameter	Value
Minimum mining width	1.5 m
HW dilution skin	0.5 m
FW dilution skin	0.5 m
Minimum footwall angle	45°
Stope height	
Existing level development	Varies
No existing development	20 m
Stope length	10 m

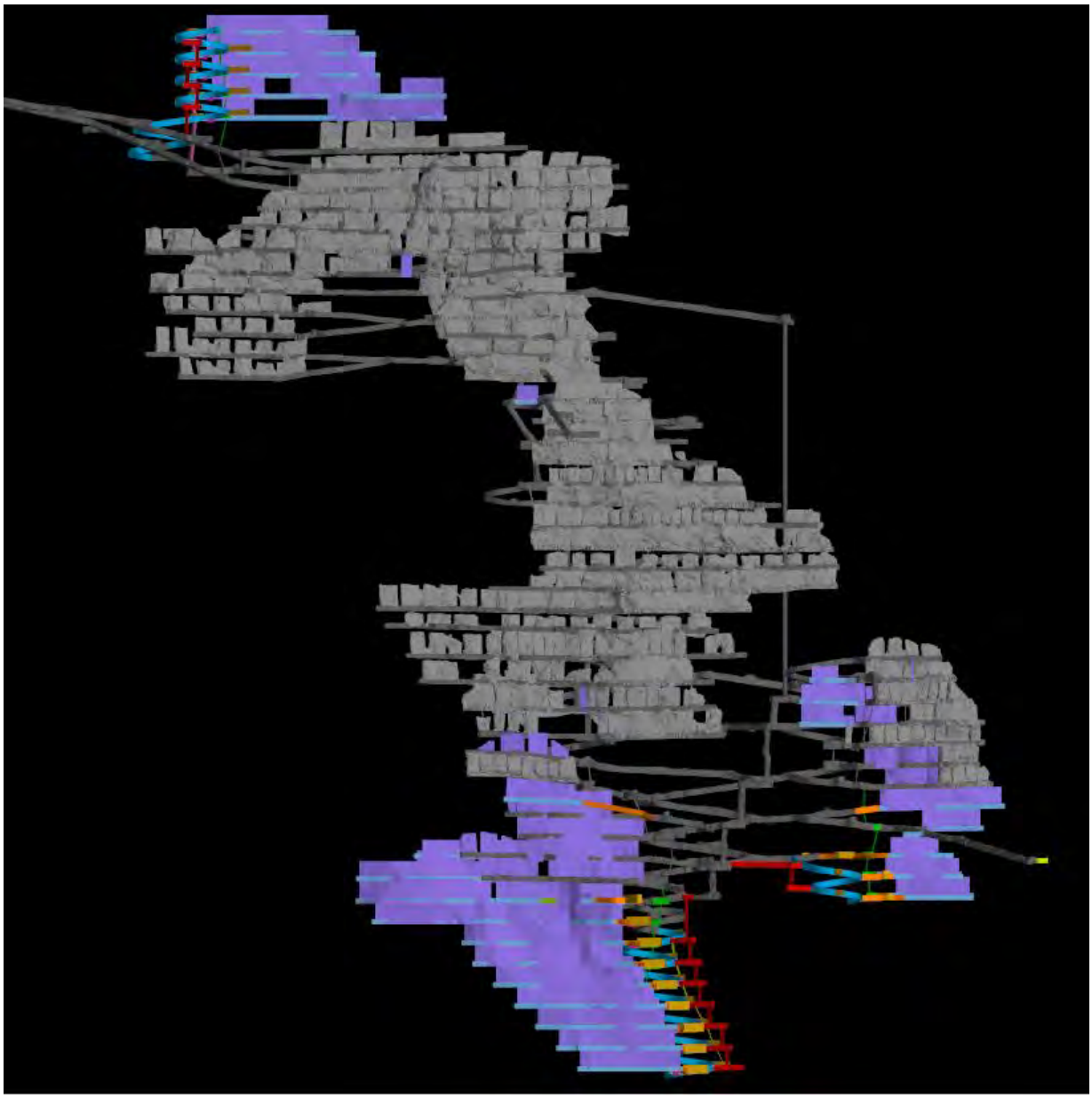
The modifying factors, detailed in **Table 5-11**, have been derived from previous mining reconciliations and are consistent with industry standards for the given mining methods.

Table 5-11 Mining Inventory Modifying Factors

Parameter	Value
Stoping	
Mining recovery – blind upholes	80%*
Mining recovery – with backfill	95%
Stope dilution	0%*
Development	
Dilution – Lateral	100 mm overbreak annulus
Dilution – Vertical	5%
Recovery	100%

Figure 5-5 shows the Bentley LOM Mine Design.

Figure 5-5 Bentley Life of Mine Design



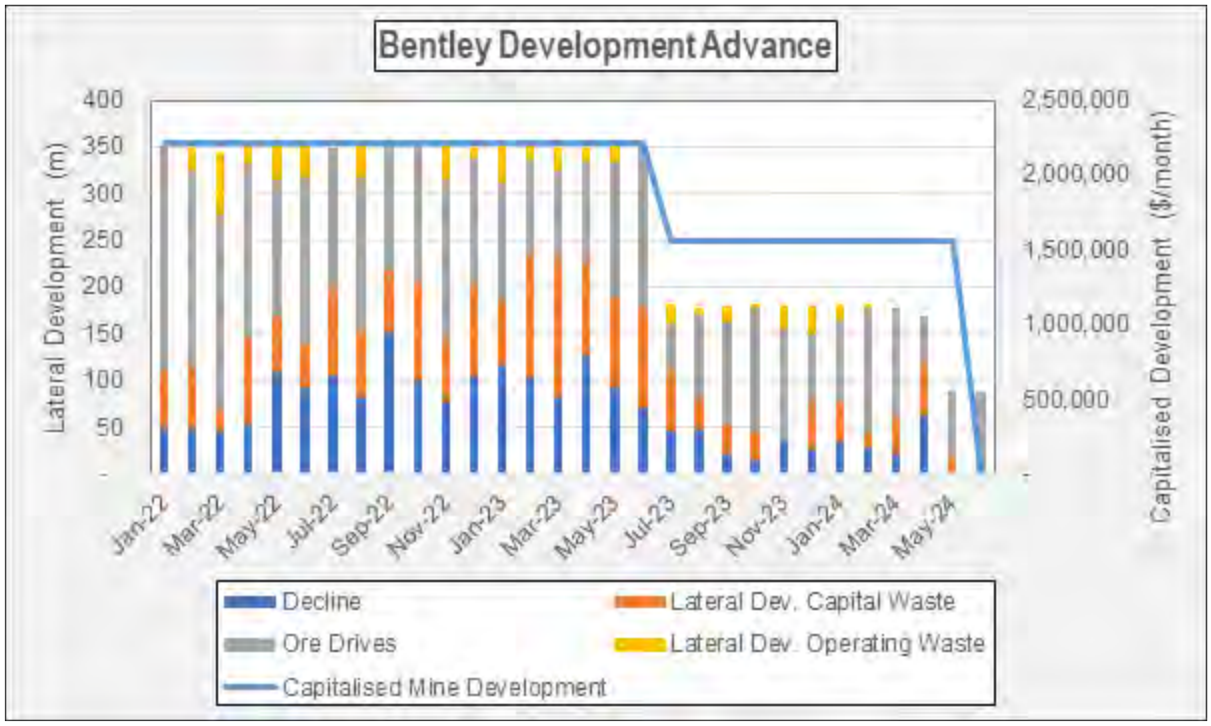
5.3.5 Production Schedule

Bentley

Detailed LOM scheduling has been carried out in Deswik mine planning software. Every quarter a site senior engineer updates the annual budget to provide an updated forecast based on the previous actuals. Daily development, production drill and blast designs and plans are produced and aligned with medium to long term planning.

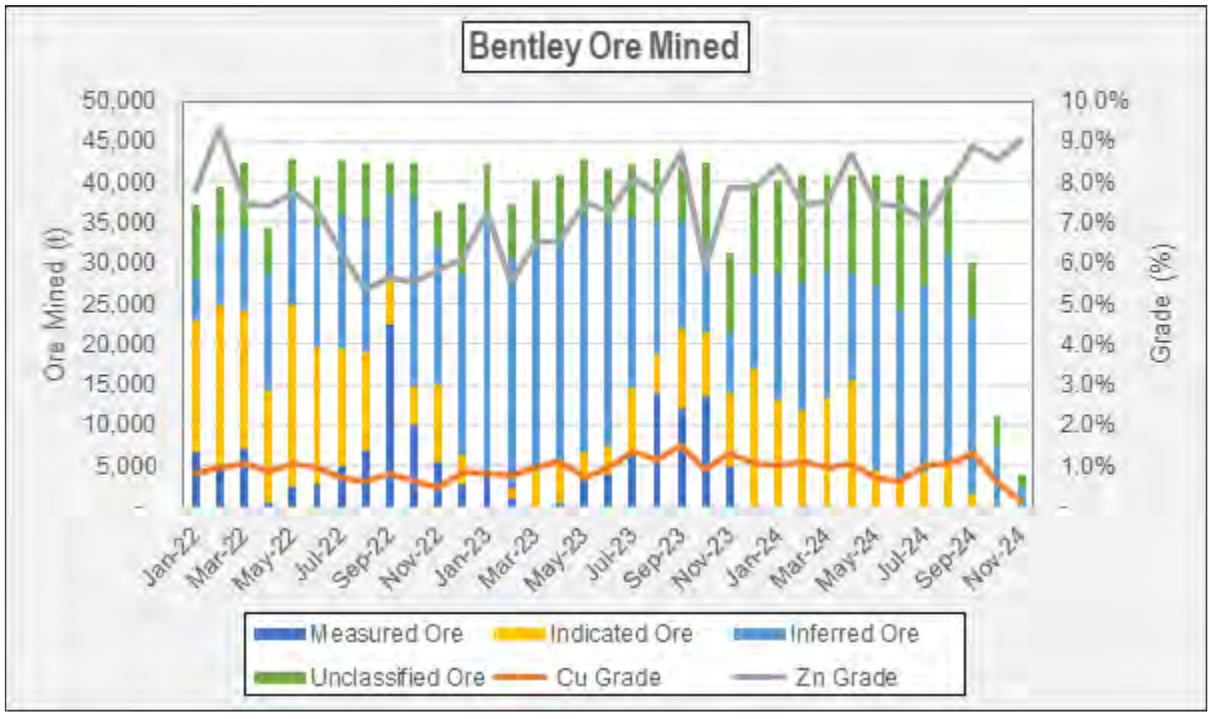
The life-of-mine (LOM) development plan (Not including Turbo) **Figure 5-6** is limited to a maximum rate of 350 m/month and the available headings for the two jumbos on site. The development requirements reduce to reflect the required final development in the last year but could be ramped back up to pursue additional down plunge resources.

Figure 5-6 Bentley Life of Mine Development Plan



The LOM production plan includes the full range of resource classified material throughout the mine life as shown in **Figure 5-7**. The LOM does include unclassified material but only as dilution with no grade applied and is not considered a risk to the mine plan. The use of Inferred mineable quantities throughout the LOM plan does present a risk to the potential available tonnages and grade. This risk is mitigated by planned drilling to upgrade the Inferred material before production is carried out in the affected areas.

Figure 5-7 Bentley Life of Mine Ore by Resource Classification



Turbo

An additional 783kt of inferred minable quantities from the new Turbo deposit have been added to the mine plan to reflect the potential expansions at depth. Additional studies and drilling are proposed to improve the current conceptual opportunity. Turbo starts at approximately 1000m below the surface and extends down a further 300m from the Pegasus Decline. A concept transverse development design for the stopes that are 30m wide has been considered to maintain a high throughput changing to longitudinal as the orebody decreases at depth.

Figure 5-8 Conceptual Turbo Mine Design

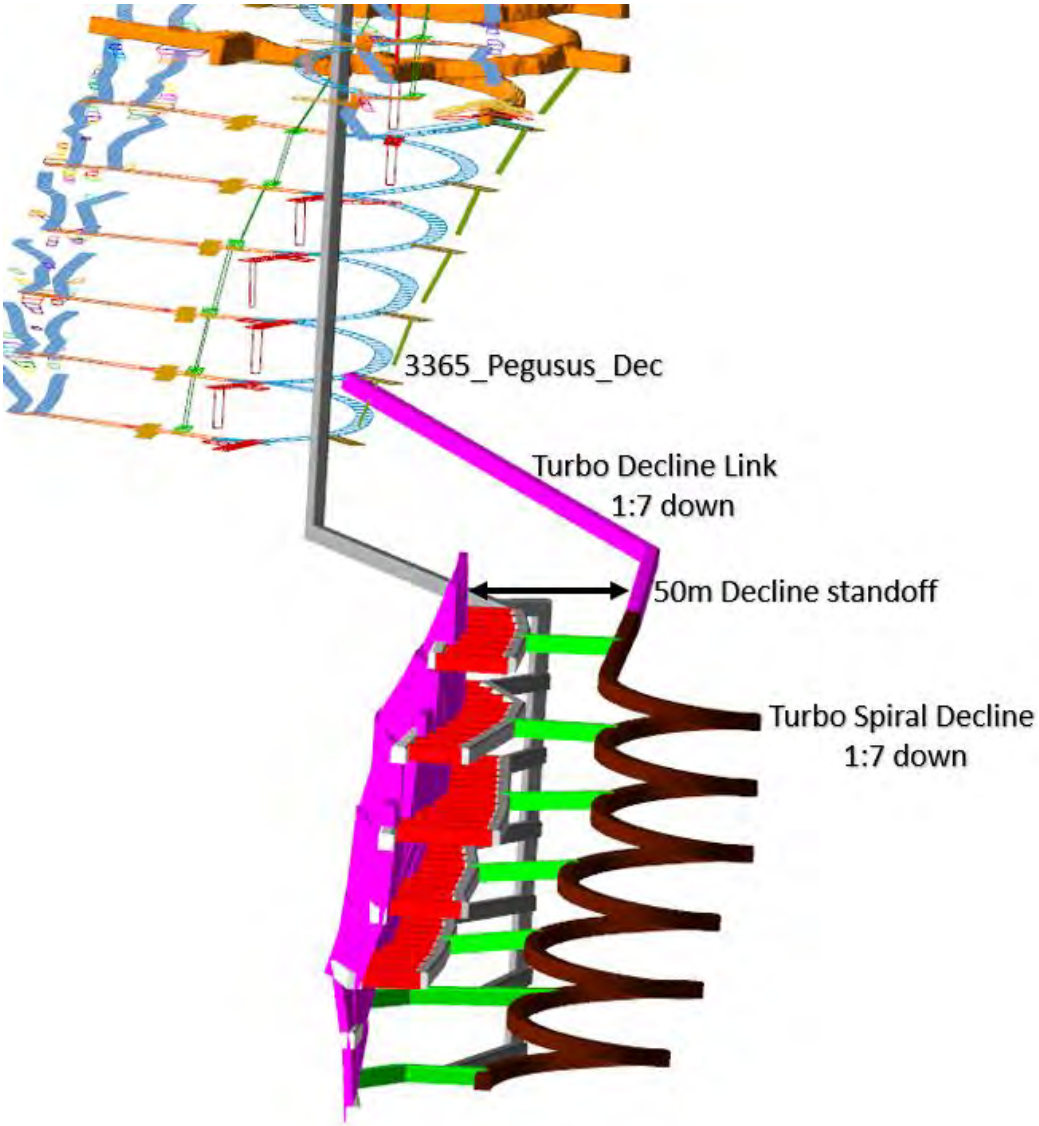
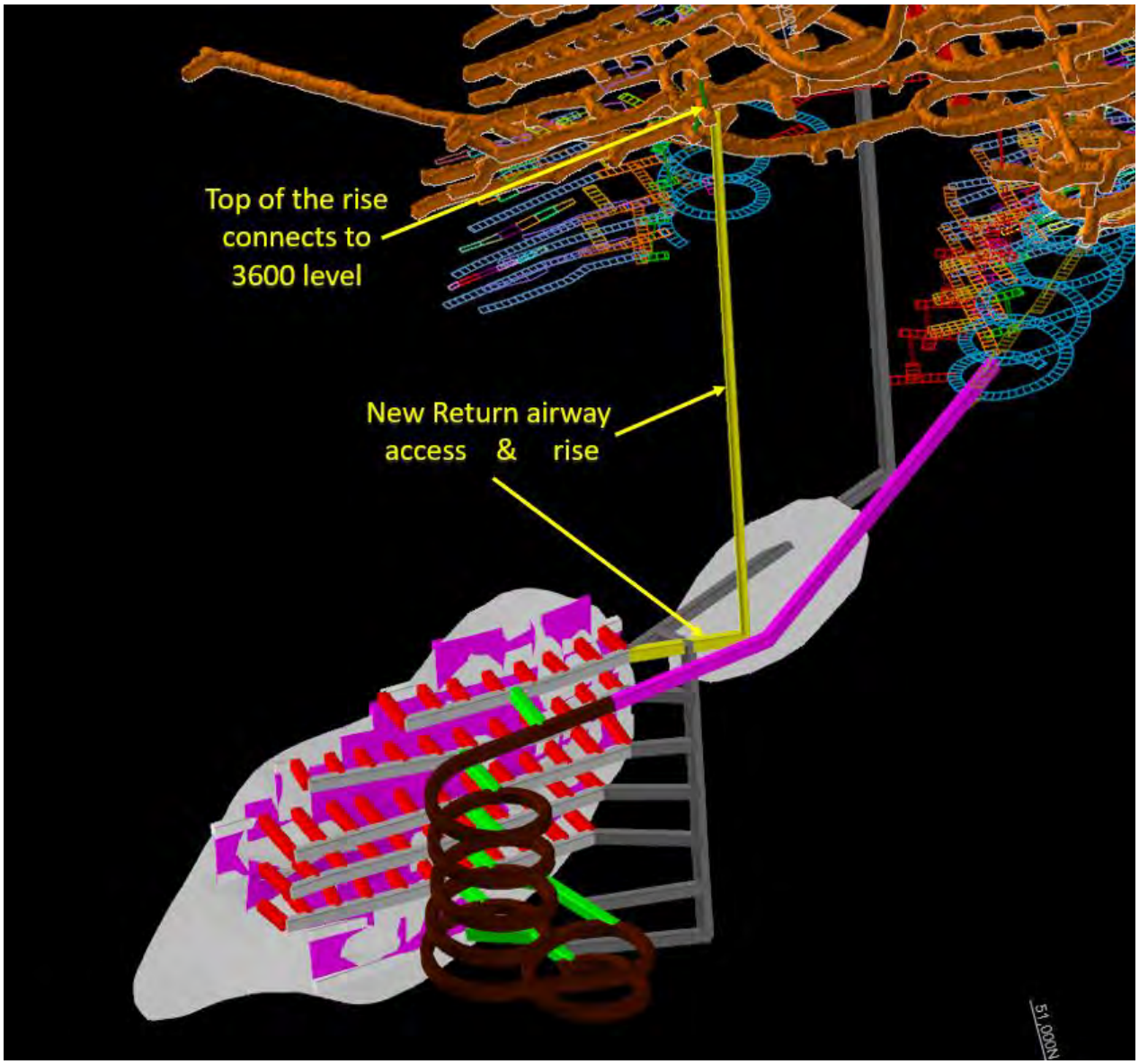


Figure 5-9 Turbo Primary Ventilation Circuit



At the time of the review a mine schedule has not been developed but has been conceptually estimated in the physicals for the discounted cashflow model. Turbo has an average production rate of 41kt/month at a diluted average grade of 2.1% copper and 7.9% Zn after mining Pegasus at the end of the current LOM as shown in **Figure 5-10** and **Figure 5-11**.

Figure 5-10 Bentley Life of Mine Development Plan (with Turbo)

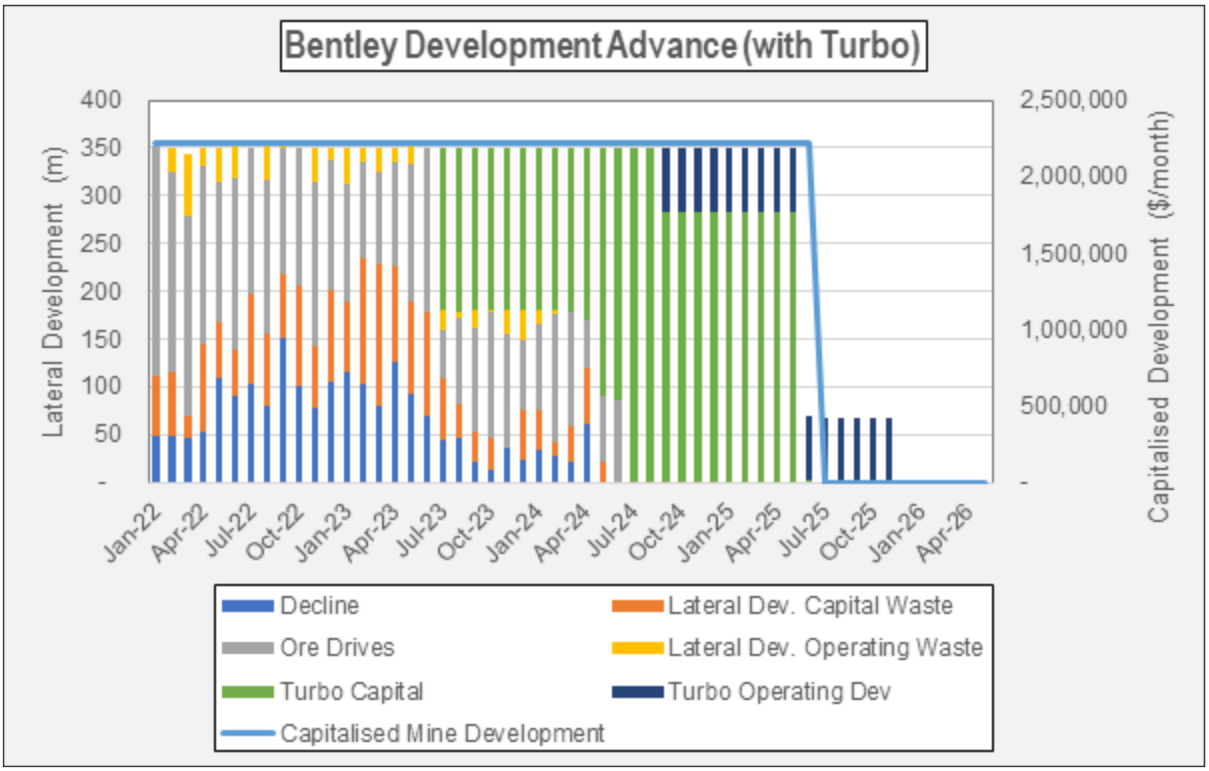
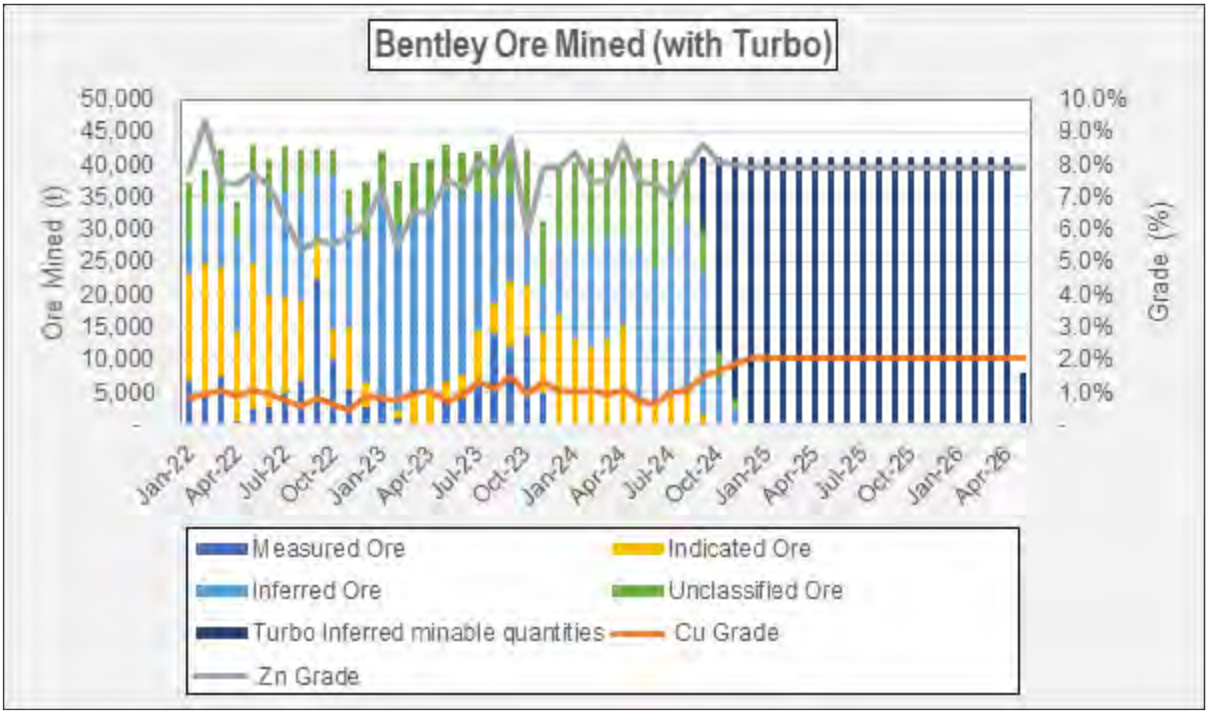


Figure 5-11 Bentley Life of Mine Ore by Resource Classification (with Turbo)



The LOM and additional Turbo minable quantities discussed in this section are the underlying quantities supporting the valuation. The mining physicals in the valuation are reasonable.

5.3.6 Mobile Fleet

The majority of the mobile fleet, in **Table 5-12**, used at Bentley has been inherited from IGO. The Epiroc trucks were recently bought in 2019, 2020 and 2021. The mobile fleet is appropriate for a project of this size, depth and nature. A replacement LHD is has recently been purchased and five replacement LV's have been budgeted.

Table 5-12 Jaguar Operations Equipment List

No.	Item
	Sandvik Twin Boom Jumbo
2	Drills
3	Sandvik Production Drills
4	Remote capable Cat LHDs
4	Volvo and Cat ITs
2	Normet Charmecs
1	Bell Water Truck
1	Cat H12 Grader
1	AD55B Cat Truck
3	65t Epiroc Trucks
1	4 X 4 Isuzu Fire Tenderer
1	Isuzu Truck Boily w/shop
14	UG LV's

5.3.7 Ventilation

The Primary ventilation system is monitored by a dedicated statutory Ventilation Officer. The primary ventilation is appropriate for a project of this size, depth and nature. Should the resource potential at depth extend the mine additional primary ventilation will need to be considered.

5.3.8 Ore Reserves

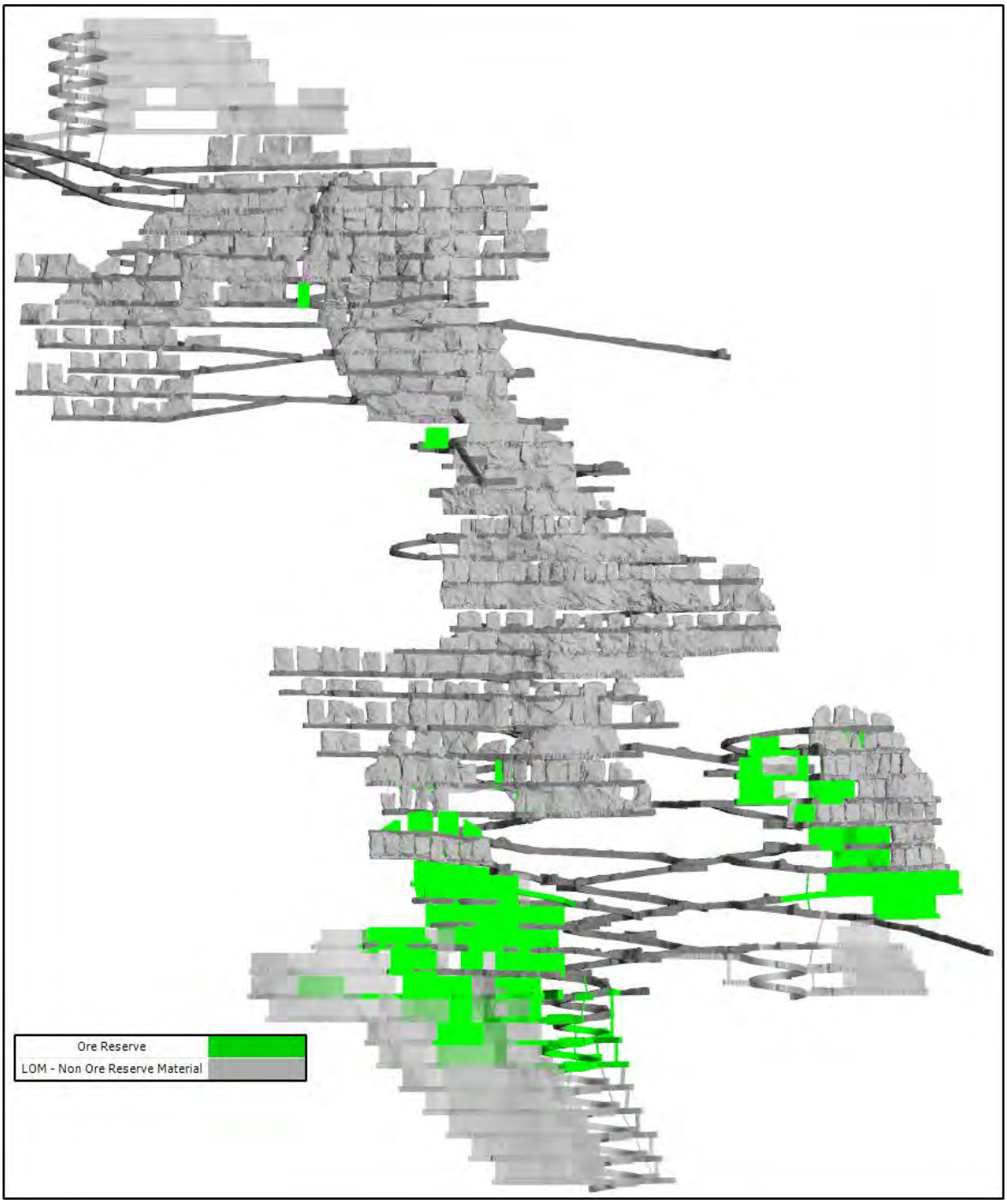
The Ore Reserves methodology and approach is to a JORC 2012 standard. No Inferred or unclassified material makes any contribution to the stoping inventory or the economics of the Ore Reserves.

Table 5-13 Ore Reserves for Jaguar Operations as at May 2021

Category	Tonnes (kt)	NSR ($/t)	Cu (%)	Zn (%)	Au (g/t)	Ag (g/t)
Proved	301	316	1.3	8.2	1.1	130
Probable	367	350	1.2	10.2	1.0	137
Ore Reserves	**667**	**335**	**1.3**	**9.3**	**1.0**	**134**
Contained Metal		$223M	8.3 kt	62.2 kt	22.5 koz	2.9 Moz

As of the commencement of the cashflow model, January 1st 2022, approximately one third of the Reserves have been depleted. The Ore Reserves used in the cashflow modelling constitute 21% of the total planned minable quantities (including Turbo) **Figure 5-12** shows the portion of the Ore Reserves relative to the remaining LOM.

Figure 5-12 Bentley Long Section Showing Proportion of LOM Informing 2021 Ore Reserves



5.4 Metallurgy and Minerals Processing

5.4.1 Ore Types and Mineralogy

The Jaguar deposit is a volcanogenic massive sulphide (VMS) deposit and the Bentley mine exploits four ore sources, comprising the Bentayga, Arnage, Pegasus and Zagato lenses.

Volcanogenic massive sulphide deposits are characterised by a pyrite-rich primary base metal sulphide assemblage, including copper (chalcopyrite), lead (galena) and zinc (sphalerite).

Silver is present principally in solid solution in the galena and thus recovered wherever with galena, while the gold is distributed between chalcopyrite and the gangue mineralogy.

The gangue is variable and typically consists of quartz, chlorite, muscovites and occasionally talc.

The presence of talc does not appear to be an issue at Jaguar.

There are typically four components in the deposit, namely the massive ores which are mainly sulphide minerals and quite soft, stringer ores where the sulphide minerals are present as veinlets within the gangue and two contact zones, the so-called hanging wall and foot wall zones. where the gangue.

The latter three components are much harder than the massive sulphide ores.

The ores that have been processed over the life of the Jaguar operation have been zinc-rich with modest copper levels and minor quantities of lead.

There is variability between the four lenses in terms of metal grades and pyrite- sulphide mineral ratios as well as hardness.

The Triumph deposit has a lower grade and is harder than the previously treated ores. It is not included in the current operational plan.

5.4.2 Flowsheet and Process Description

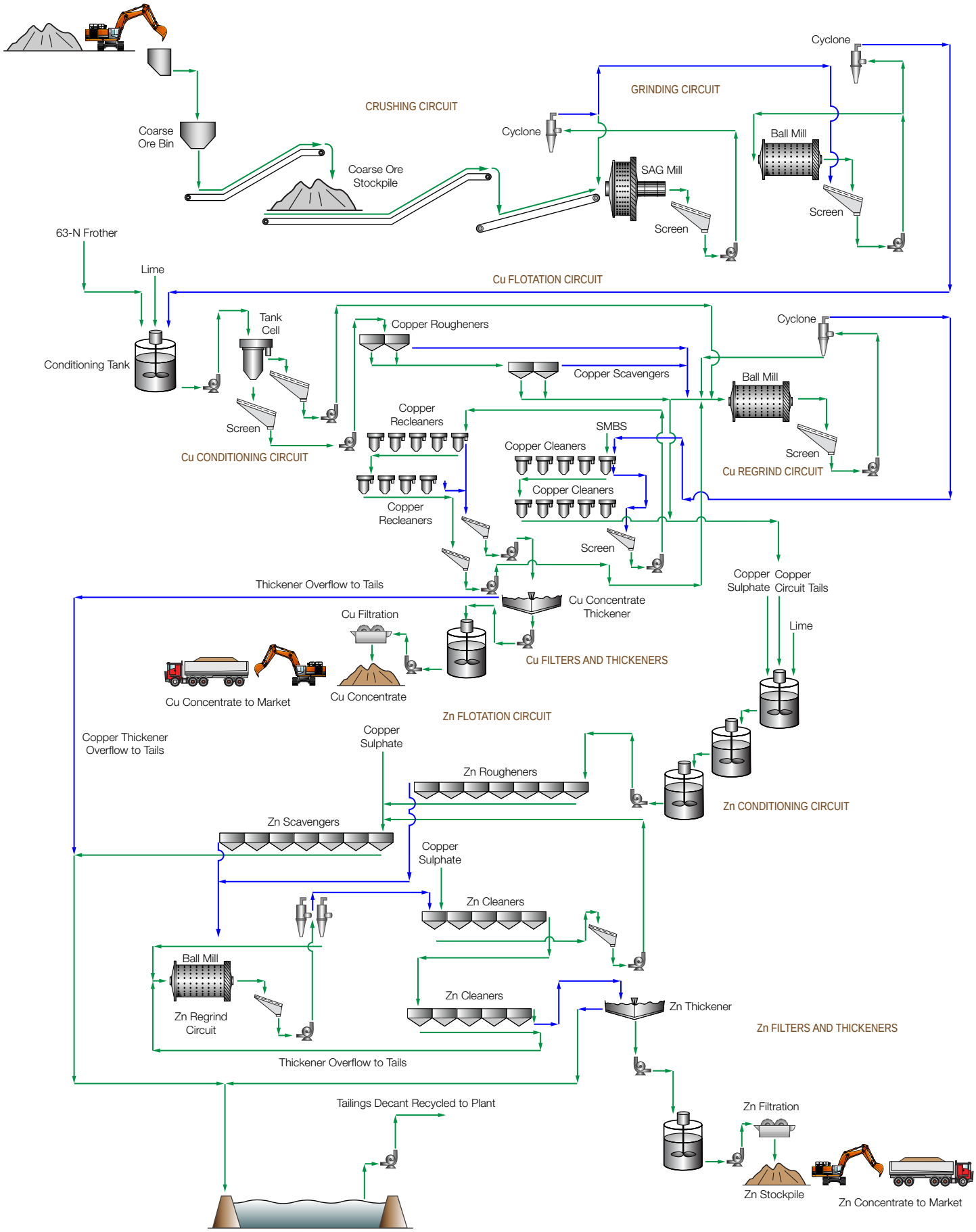
The flowsheet is conventional employing a three stage crushing circuit followed by a SAG mill/Ball mill comminution circuit. Hydrocyclone overflow from the comminution circuit with at 80% passing 65 µm reports to the flotation circuit where copper is recovered followed by the recovery of zinc.

Both concentrates are dewatered and trucked to port for shipping to overseas markets.

The operation recovers the bulk of the silver to the copper concentrate with some silver reporting to the zinc concentrate where they are both payable.

Gold is mainly recovered to the copper concentrate in payable quantities while some gold does report to the zinc concentrate in generally quantities below the payability threshold.

The Jaguar flow sheet is show in **Figure 5-13**



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CLIENT

Aeris RESOURCES

Round Oak MINERALS

PROJECT

NAME

PROJECT SAPLING
CONFIDENTIAL ITR AND VALUATION

DRAWING

PROCESSING FLOWSHEET - JAGUAR

FIGURE No.	PROJECT No.	Date
xx	ADV-AU-00336	April 2022

5.4.3 Process Design Criteria

Although the design requirements for a tailings thickener is included the process design criteria, it appears that it was never installed.

It is noted that additional equipment is proposed for the potential future treatment of Bentley ores blended with Triumph ores.

This is partially based on the milling simulations conducted by OMC on Triumph ores as well gravity testwork where the potential for recovery of gold and lead were examined.

Round Oak does plan not to adopt this proposed development.

5.4.4 Processing Plant

The processing plant has operated successfully for several years and is accordingly, considered fit for purpose.

It is understood that the SAG Mill is the operational bottleneck. In addition, as commonly experienced when processing massive sulphide ores, the performance of the classification circuit results in an excessive circulating load for the milling circuit.

This results in overgrinding of the sulphide minerals (slower flotation and increased losses) and as well as unnecessary power consumption and maintenance (operating costs).

The HMS circuit is principally for the treatment of stringer ores and allows the harder gangue material to be removed.

Based on simulation studies conducted by OMC, it would appear that some upgrades to the milling circuit would be required should the treatment of Triumph ores be considered.

The principal operating strategy, is to maximise the recovery of silver into the copper and zinc concentrates.

Silver is closely associated with the lead (solid solution in the galena) and so penalties are attracted by the lead in the copper concentrate.

The silver credits outweigh the penalties (e.g. lead and zinc) in the copper concentrate.

5.4.5 Recovery

Metal recoveries are well understood from years of operation as well as on-going test work programs.

Feed grade-recovery relationships have been established for both copper and zinc as well as the minor elements based on historical data and have been used in the Financial Model for forecasting future metal recoveries.

It is noted that preliminary test work with Triumph ores found that the copper recovery to the copper concentrate was low (less than 45%) and that lead predominantly reported to the zinc concentrate.

More test work is required, particularly Locked Cycle testing to establish the overall recovery to a final concentrate as well as the nature of the final concentrate grade for both copper and zinc.

These relationships for recovery into each concentrate are as follows :

Copper

Copper Recovery = [9.9205 x NaturalLog(Cu:Pb feed ratio) + 72.267]/100

Zinc Recovery is set at 2.1%.

Lead Recovery = [19.641 x NaturalLog(Cu:Pb feed ratio) + 18.67]/100

Silver Recovery = [21.281 x NaturalLog(Cu:Pb feed ratio) + 41.515]/100

Gold Recovery = [5.4753 x NaturalLog(Cu:Pb feed ratio) + 41.224]/100

Zinc

Copper Recovery = [6.0142 x NaturalLog(Zn feed) - 1.4185]/100

Zinc Recovery = [7.3403 x NaturalLog(Zn:Fe feed ratio) + 91.891]/100

Lead Recovery is set at 30%

Silver Recovery = [5.8232 x NaturalLog(Zn feed) + 6.5492]/100

Gold Recovery = [-1.924 x NaturalLog(Zn feed) + 17.55]/100

5.4.6 Concentrate Grades

In general, the concentrate grades are reasonable and reflect the market into which they are sold, namely the Chinese market, where lower grade concentrates are acceptable.

Fluctuations in concentrate grades do occur sometimes due to changes in ore types (e.g. higher pyrite levels which impacts copper metallurgy) and feed grade, where recovery becomes more important with lower feed grades and a lower concentrate grade allows better recovery.

The concentrate terms appear quite generous in that on the occasions that the copper concentrate has fallen below 20% to around 18% during 2021, no additional smelting charge was incurred.

Major Elements

The target concentrate grades is set at 21% and 48% respectively for the copper and zinc concentrate grades.

Historically the concentrate grades have varied by a few percent from the target, particularly for copper.

Minor Elements

The forecast grades of the minor elements in each concentrate are estimated based on the relationships developed from historical data.

For the minor elements in each concentrate, based on the fixed concentrate grade, the minor element grades are calculated by the formula :

Minor element concentrate grade = [throughput (mill tonnes) x minor element feed grade x minor element recovery] / concentrate tonnes

The key minor elements are silver, lead and gold, and are typically 1,500 g/t and 300 g/t , 7% and 3% and 4g/t and 1g/t respectively for copper and zinc concentrates.

5.4.7 Concentrate Terms

The zinc concentrate terms are typical and reflect the currently very low treatment charge while it is noted that there is no payment for a gold content above 1 g/t.

Round Oak will need to negotiate a new zinc concentrate off-take arrangement for November 2022 onwards, which may will based on annual agreement. This notwithstanding, Round Oak have had recent success in negotiation of these terms.

Copper off-take agreement is spot based on the small volumes involved.

It is an interesting agreement in that the details of any potential penalties are not provided although the penalty thresholds are generous, especially for lead and zinc (combined 15%).

Perhaps this explains the high treatment charge (TC); current spot TC is USD62/dmt although the China Smelter Purchase Team (CSPT) has set a TC of USD80/dmt for the second quarter of 2022.

The forecast concentrate smelter off-take terms are generally reasonable; the lower forecast zinc concentrate Treatment Charge is suggested (second TC Scenario), while the higher copper concentrate Treatment Charge is recommended for FY23 (first TC Scenario). Thereafter, treatment charges of USD90/dmt are suggested for FY24 and FY25 and USD95/dmt for FY26.

Note that the zinc concentrate treatment charge is linked to the zinc price with an associated participation (i.e. higher charge if the zinc price rises; a decrease would be expected with a fall in the zinc price). RPM considers that Price Base 1 is appropriate for FY22 and FY23.

Round Oak used weighted averages for several previous off-take agreements to estimate penalties for copper concentrates. Although unsighted, in principle, RPM considers this approach reasonable.

5.4.8 Plant Throughput

Historic Performance

The processing plant is treating around 57 tph or 440,000 tpa of ore, below the design of 480,000 tpa.

In the last five years, the operation has been unable to meet the design throughput and presumably, the Covid pandemic impacted throughput during 2020-2021. Feed grade decreased and was variable however made a strong improvement in the last two years

Table 5-14 Jaguar Historic Plant Production

Measure	Details	Units	Financial Year					Source
			2017	2018	2019	2020	2021	
Throughput		dmt /a	443,485	454,714	339,035	302,784	380,664	Financial DDA workings financial update 20210830 file
		tph	57	59	60	48	54	Jaguar metallurgical team
Utilisation		%	88.6	88.0	64.7	72.8	79.8	Jaguar metallurgical team
Feed Grade	Cu	%	1.30	0.62	0.94	1.21	1.29	Financial DDA workings financial update 20210830 file
	Zn	%	8.27	7.32	8.21	10.07	10.32	Financial DDA workings financial update 20210830 file
	Ag	g/t	137	128	145	228	199	Financial DDA workings financial update 20210830 file
	Au	g/t	0.57	0.49	0.78	1.06	1.19	Financial DDA workings financial update 20210830 file
Metal Recovery (Copper Concentrate)	Cu	%	79.5	66.8	66.5	72.6	76.4	Financial DDA workings financial update 20210830 file
	Ag		47.0	32.0	35.0	42.0	52.0	Charts file
	Au		31.0	20.0	23.0	38.0	51.0	Charts file
Metal Recovery (Zinc Concentrate)	Zn	%	89.0	89.6	87.4	87.8	87.5	Financial DDA workings financial update 20210830 file
	Ag		23.0	34.0	31.0	23.0	21.0	Charts file
	Au		22.0	30.0	28.4	22.1	16.1	Jag metallurgical team
Copper Concentrate Grade	Cu	%	24.3	24.3	24.6	23.4	20.6	Financial DDA workings financial update 20210830 file
	Ag	g/t	1,526	2,412	1,959	2,556	2,162	Charts file
	Au	g/t	4.19	5.78	6.88	10.86	12.74	Charts file
Zinc Concentrate Grade	Zn	%	46.9	47.4	47.3	48.5	48.0	Financial DDA workings financial update 20210830 file
	Ag	g/t	149	311	287	281	225	Charts file
	Au	g/t	0.80	1.04	1.40	1.26	1.02	Jaguar metallurgical team
Concentrate Production	Copper	dmt	18,807	7,680	8,634	11,358	18,202	Charts file
	Zinc		69,636	62,841	52,069	55,231	71,659	Charts file

Forecast Performance

Future production volumes appear optimistic based on historical production and exceed the design throughput. Without understanding the ore types that would be processed, that is how much harder ore types (e.g. stringer, foot and hanging wall ores as compared to the softer massive ores) would be present in the feed blend, it is hard to properly assess the forecast production volumes.

In the absence of such necessary detail, RPM would suggest a conservative approach and cap throughput at 450,000 tpa.

In addition, high throughputs require high plant utilisations, i.e. close to design of 91.3%, which has not been demonstrated over the last three years. However it should be noted that utilisation rates of 93% are achieved in similar processing plants, especially when considered attention is paid to planned maintenance activities. Such operations provides options to achieve the scheduled higher annual processing rates.

Metal recoveries to the zinc concentrate appear generally reasonable noting the effect of head grades. Zinc recovery appears conservative after FY23 and RPM would suggest increasing the recovery to 82.5% for the following financial years.

Conversely, metal recoveries to the copper concentrate generally appear optimistic, especially for copper after FY22. Based on historical performance, copper recovery has rarely exceeded 75% and with the higher copper feed grades, copper recovery should be capped at 80% from FY23 and onwards.

Similar comments apply for silver and gold, especially with the declining feed grades. RPM recommends that silver recoveries of 50%, 45%, 40% and 35% for FY23, FY24, FY25 and FY26 respectively. For gold, a fixed recovery of 25% should be applied for FY24 and onwards. It should be noted however that the higher copper recoveries are related to planned reduction in concentrate grade required to increase silver

recovery from the copper concentrate. In addition any increase in the mined copper grade will naturally increase recovery assuming a fixed tail grade model.

Note that if Jaguar plans to treat Triumph ores, an expansion of plant throughput would be required, which would in turn require capital investment.

Round Oak engaged OMC to conduct comminution simulations of future ore types (Triumph, Hanging Wall and Massive Sulphide) in 2019. Based on a finer grind size (80% of 65 µm), OMC recommended that a recycle crusher be installed since current throughputs would not be achieved.

5.5 Environment, Social and Governance

5.5.1 Native Title, Cultural Heritage and Social Issues

Native Title

An active native title claim ("Darlot Native Title Claim Group" application, NNTT file no. WC2018/005) filed on 10 April 2018 lies over land including the Jaguar complex area. The claim was reportedly previously rejected (as "not accepted") for registration three times by the National Native Title Tribunal (NNTT), on 7/7/18, 19/09/18 and 26/6/19.

Updated advice by SRK (ITAR 2021) is that the Darlot claim was accepted for registration and entered into the Register of Native Title Claims following a decision dated 9 July 2021. The implication of this claim registration upon the Jaguar complex requires investigation.

No other claim application is understood to extend over the Jaguar area.

Cultural Heritage

While cultural heritage features are known from the Jaguar locality, no cultural heritage sites are currently reported to exist at or near the Jaguar mine complex areas currently subject to disturbance.

Round Oak advised that its investigations into the implications of the recently updated Indigenous cultural heritage legislation in WA (Aboriginal Heritage Act 1972) revealed that it will be expected to have no significant impact on the Jaguar operation.

5.5.2 Environmental Approvals

Commonwealth Approvals

The status of Stockman's approvals (under the Commonwealth Environmental Protection and Biodiversity Conservation, Act 1999) are listed below.

Table 5-15 Current Status of Commonwealth Approvals

Mine	Asset Holder	Leases and Key Tenements	EPBC Approval
Jaguar	Round Oak Jaguar Pty Ltd	M37/1129, M37/1132, M37/1153, M37/1170, M37/1227, M37/1228, M37/1290 M37/1230, M37/1231, M37/1257, M37/1290, M37/1301, M37/439, M37/440, M37/479, M37/506, M37/515.	No Referral – company determined that it was not required.

State Approvals

The Jaguar operation in Western Australian Goldfields holds 17 mining leases (**Table 5-16**), 19 exploration licences and 16 prospecting licences. Jaguar holds two clearing permits allowing clearing of up to 100 Ha each One of these was due for expiry on 31 March 2022 but has been recently renewed.

Bentley underground mine is the current source of ore with a three-year life expectancy. Mine dewatering from the Bentley mine supplies water the Teutonic Bore open pit which in turn provides raw water to the processing plant. Two water extraction licences have been granted under section 5C of the Rights in Water and Irrigation Act 1914. GWL159028 allows groundwater extraction of up to 2,200,000 kL per annum from the Jaguar mine, Bentley mine, Teutonic Bore mine pit, Teutonic Creek bore, Teutonic Windmill bore, Camp bore, and the Teutonic water bore. GWL180868 allows for the extraction of up to 1,000,000 kL per annum of groundwater from the Teutonic borefield for use in mineral ore processing and other mining purposes, including dust suppression and use in earthworks and construction. Both these groundwater licences expire on 26 March 2025.

Table 5-16 Jaguar Mining Leases

Tenure	Registered holder	Grant date	Expiry date	Round Oak's interest	Area (Blocks/ hectares)	Rent (A$)	Expenditure Commitment (A$)
M37/1129	Round Oak Jaguar Project Pty Ltd	15-Jul-08	14-Jul-29	100%	130.60000 ha	$2,882	$13,100
M37/1132	Round Oak Jaguar Pty Ltd	31-Jan-05	30-Jan-26	100%	881.85000 ha	$19,404	$88,200
M37/1153	Round Oak Jaguar Pty Ltd	31-Jan-05	30-Jan-26	100%	815.35000 ha	$17,952	$81,600
M37/1170	Round Oak Jaguar Pty Ltd	31-Jul-08	30-Jul-29	100%	89.82000 ha	$1,980	$10,000
M37/1227	Round Oak Jaguar Pty Ltd	31-Jul-08	30-Jul-29	100%	330.51700 ha	$7,282	$34,550
M37/1228	Round Oak Jaguar Pty Ltd	31-Jul-08	30-Jul-29	100%	301.70000 ha	$6,644	$30,200
M37/1230	Round Oak Jaguar Pty Ltd	31-Jul-08	30-Jul-29	100%	112.90000 ha	$2,486	$11,300
M37/1231	Round Oak Jaguar Pty Ltd	31-Jul-08	30-Jul-29	100%	301.85000 ha	$6,644	$30,200
M37/1257	Round Oak Jaguar Pty Ltd	31-Jul-08	30-Jul-29	100%	385.15000 ha	$8,492	$38,600
M37/1290	Round Oak Jaguar Pty Ltd	3-Feb-10	2-Feb-31	100%	1,246.50000 ha	$27,434	$124,700
M37/1301	Round Oak Jaguar Project Pty Ltd	8-Mar-16	7-Mar-37	100%	638.50000 ha	$14,058	$63,900
M37/439	Round Oak Jaguar Project Pty Ltd	27-Apr-94	26-Apr-36	100%	842.00000 ha	$18,524	$84,200
M37/44	Round Oak Jaguar Pty Ltd	18-Dec-84	17-Dec-26	100%	599.85000 ha	$13,200	$60,000
M37/440	Round Oak Jaguar Project Pty Ltd	27-Apr-94	26-Apr-36	100%	516.40000 ha	$11,374	$51,700

M37/479	Round Oak Jaguar Project Pty Ltd	7-Nov-94	6-Nov-36	100%	163.65000 ha	$3,608	$16,400
M37/506	Round Oak Jaguar Project Pty Ltd	18-Jan-08	17-Jan-29	100%	480.05000 ha	$10,582	$48,100
M37/515	Round Oak Jaguar Pty Ltd	14-Feb-05	13-Feb-26	100%	841.60000 ha	$18,524	$84,200

Other potential deposits are at the exploration stage only and will need to be assessed for the viability of any future mining.

Jaguar is in the process of seeking approval for its revised Mine Closure Plan lodged earlier in 2022 and is awaiting feedback from the regulator (DMIRS). In recent months Round Oak has worked to substantially de-risk the mine closure arrangements to better meet regulatory expectations for enabling a long term sustainable post-mining landform.

The status of Jaguar's approvals (under the various state legislation) are listed below.

Table 5-17 Current Status of State Approvals

Mine	Asset Holder	Leases	Environmental Authorities/ Development Consent/ Other	Effective Date
Jaguar	Round Oak Minerals	M37/1129, M37/1132, M37/1153, M37/1170, M37/1227, M37/1228, M37/1290 M37/1230, M37/1231, M37/1257, M37/1290, M37/1301, M37/439, M37/440, M37/479, M37/506, M37/515.	Original- ID 15444 Mt Rankin: Jaguar Addendum: M77/661, M77/716	5/12/1995

Required Approvals

The initial approval required for Jaguar relates to the acceptability and approval by DMIRS of the revised Mine Closure Plan, noted below.

The de-risking of the mine closure arrangements is reflected in the increased financial cost provisions which result from additional landform earthworks (filling in Teutonic Bore open pit) and more effective long-term mitigation of environmental risks of acid mine drainage.

However, this is considered necessary to secure regulator's approvals for ongoing mining applications which would otherwise be ranked to be at medium to high risk.

5.5.3 Offset Requirements

While Jaguar has conditions related to specific ecological matters, it has no existing formal obligations for biodiversity offsets.

5.5.4 Mined Land Rehabilitation

Round Oak Minerals Pty Limited (Round Oak) on 31 January 2022 calculated an estimated financial provision for closure of $62,370,840 in support of the Round Oak Jaguar Mine Closure Plan (MCP) 2022. This estimation was informed by specialist study inputs from independent expert consultants.

RPM considers that the estimation is a comprehensive, transparent and reasonable valuation of expected mine closure costs that will include a range of site earthworks and rehabilitation as well as planning and design, maintenance, monitoring (10 years post-closure), supervision and management, and contingencies.

The previous cost estimation submitted with a previous (and rejected) MCP report in January 2021 was $35.9M.

In completing this revised closure cost estimation for financial provisioning, the Jaguar project has significantly de-risked the project's closure plans. The mine closure approach has needed to focus on reducing risks to groundwater, sourcing appropriate cover materials for use in earthworks, growth medium for revegetation, and managing risks from hydrocarbon-contaminated materials and potential acid-forming waste rock.

The latest MCP represents a step improvement from previous closure plan concepts and is expected likely to be generally aligned with both the regulator's requirements during its current MCP review and reasonable community expectations. It now adopts the option of backfilling the Teutonic Bore open pit utilizing TSF1, TSF2 and Teutonic Bore TSF, low grade stockpiles, ROM materials and waste rock dump materials.

Groundwater assessment indicated that as the rate of groundwater movement is low and there are no significant receptors in the vicinity, there is unlikely to be any significant impacts on groundwater users of ecosystems both during operations and post-closure.

Round Oak has determined that the mine closure financial provision of $62.4M is appropriate for meeting regulatory expectations for enabling a long term sustainable post-mining landform. In the Round Oak financial model this is allocated as $2.9M in 2027, $22.8M in 2028, $20.4M in 2029, and $16.2M in 2030.

It is suggested that careful investigation be undertaken of any areas of previously extinguished closure liabilities approved by the Department which might occur at Jaguar's Teutonic Bore mine site so as to best prioritise cost-effective rehabilitation activities for mine closure.

Table 5-18 Mine Closure & Rehabilitation Cost Estimations and Lodged Securities

Asset	Estimated Cost	Data source*	Financial Model Provisions	Securities Lodged	Comments
Jaguar	$62.4 M	Report on MCP 20220323. AARC review.	$62.4 M		Fin model allocated as $2.9M in 2027, $22.8M in 2028, $20.4M in 2029 and $16.2M in 2030.

5.5.5 Environmental Operational Compliance

The Jaguar operation is not required by its statutory approvals to conduct third-party performance or compliance audits or to implement an overarching risk management system or environmental management system (EMS) aligned with a recognised national or international standard. This appears to have constrained the mine's operating approach to a predominately compliance-oriented rather than a robust risk-informed approach.

Round Oak has revised Jaguar's mine closure approach by pursuing improved closure engineering and environmental measures to reduce risks associated with closure. Risks of long-term pollution (post-closure) will be reduced. By better meeting the Regulator's expectations, it is expected that the likelihood of receiving timely approval of the Mine Closure Plan is improved. The implication of such improved environmental planning for mine closure is that closure costs will be increased.

If the revised Mine Closure Plan fails to meet the Regulator's standards and it could not secure approval, then there could be negative implications for ongoing operations and maintaining other approvals and permits.

5.6 Operating Costs

Cash operating costs and unit cash operating costs at Jaguar (for the life of mine schedule) are shown in **Figure 5-14**and **Figure 5-15**.

Figure 5-14 Cash Operating Costs for Jaguar Operation LOM Plan

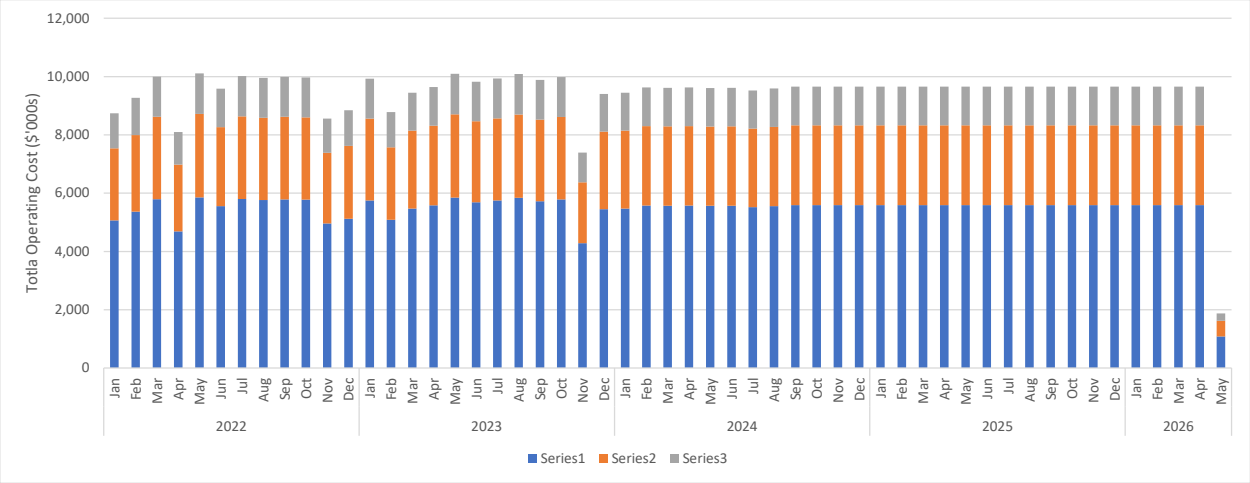
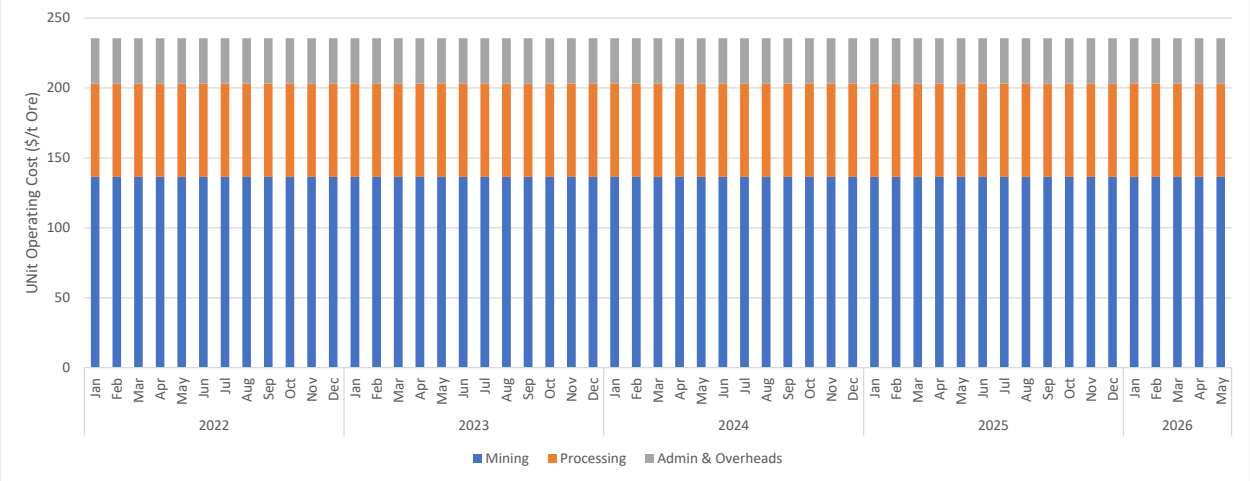


Figure 5-15 Unit Cash Operating Costs for Jaguar Operations LOM Plan



The average unit operating costs for Jaguar are forecast, over the LOM, to be approximately $99.00/t (ore mined) for mining and geology activities, $67.40/t (ore mined) for processing and $32.40/t (ore mined) for administration and overheads. These costs correlate reasonably well with historic actuals are considered reasonable for a mine the size and scope of Jaguar.

5.7 Capital Costs

The incremental, quarter-on-quarter, capital costs, as well as the cumulative capital costs at Tritton (over the LOM plan) can be seen in **Figure 5-16** and **Figure 5-17.**

Figure 5-16 Incremental Capital Cost for Jaguar Operations LOM Plan

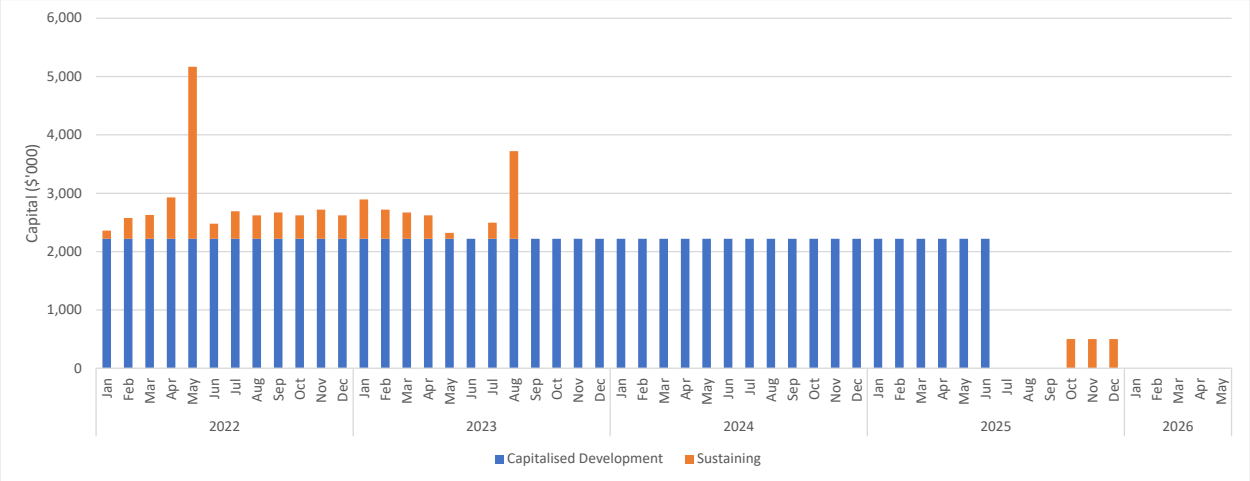
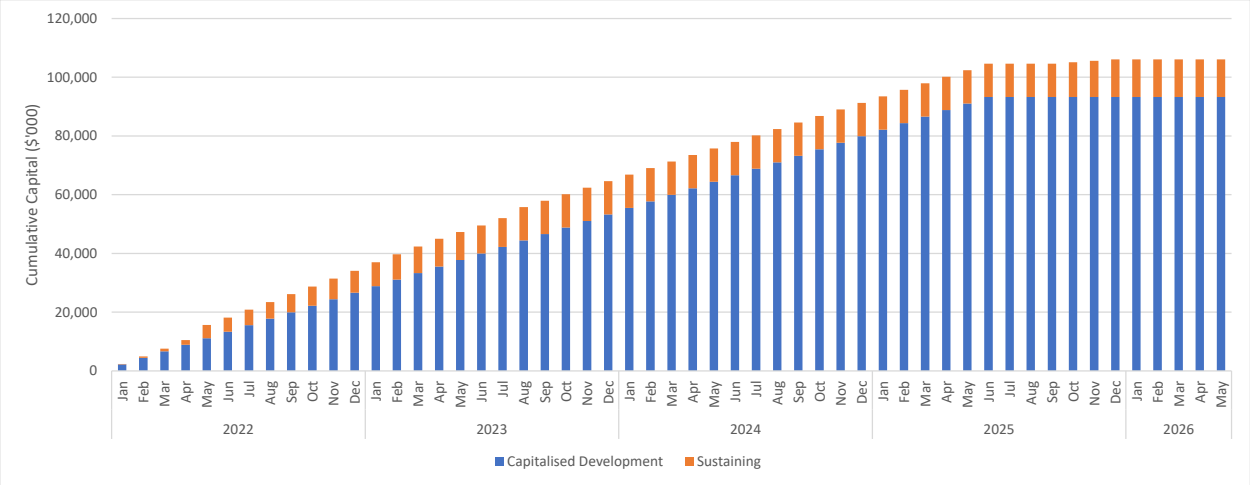


Figure 5-17 Cumulative Capital Cost for Jaguar Operations LOM Plan



RPM is of the opinion that the capital costs for the mine are reasonable and representative of the project scope. RPM acknowledge however that there exists a risk that the cost of capital items (particularly as they relate to items such as labour charges and steel) could increase due to unforeseen, or uncontrollable volatility in international markets.

The life of mine sustaining capital costs for Jaguar are outlined in the **Table 5-19**. These costs include the development of the Turbo deposit mining area.

Table 5-19 Jaguar Operations Life of Mine Capital Cost Estimate

Description	Capital Cost ($)
Light Vehicle Replacement	500,000
Electrical Hardware - JPS, JS, PS, DB Boards	150,000
Vertical Development - Raiseboring	600,000
Ladderways	400,000
Vent doors	100,000
TSF 2 - Stage 4	1,600,000
TSF 3 - Stage 1	1,500,000
Equipment sales	- 4,000,000
Turbo PFS	500,000
McLaren PFS	500,000
ULD12 Replacement	1,900,000
Structural Remediation	200,000
Float Cell Refurb - Zinc Scavengers	83,176
Communications - Digital Upgrade	100,000
Copper Filter Bomb Bay Door Refurb	200,000
Boilermaker Service Truck Replacement	100,000
1.5MVA 1500kV Substation - Pegasus	250,000
Refuge Chambers	100,000
CMS Replacement	190,000
Concentrate Bay Fencing - DMIRS Defect	67,914
IT Capex	298,180
Camp upgrade	2,000,000
Fleet	1,500,000
Total	**8,840,000**

6. North-West Queensland

6.1 Project Description

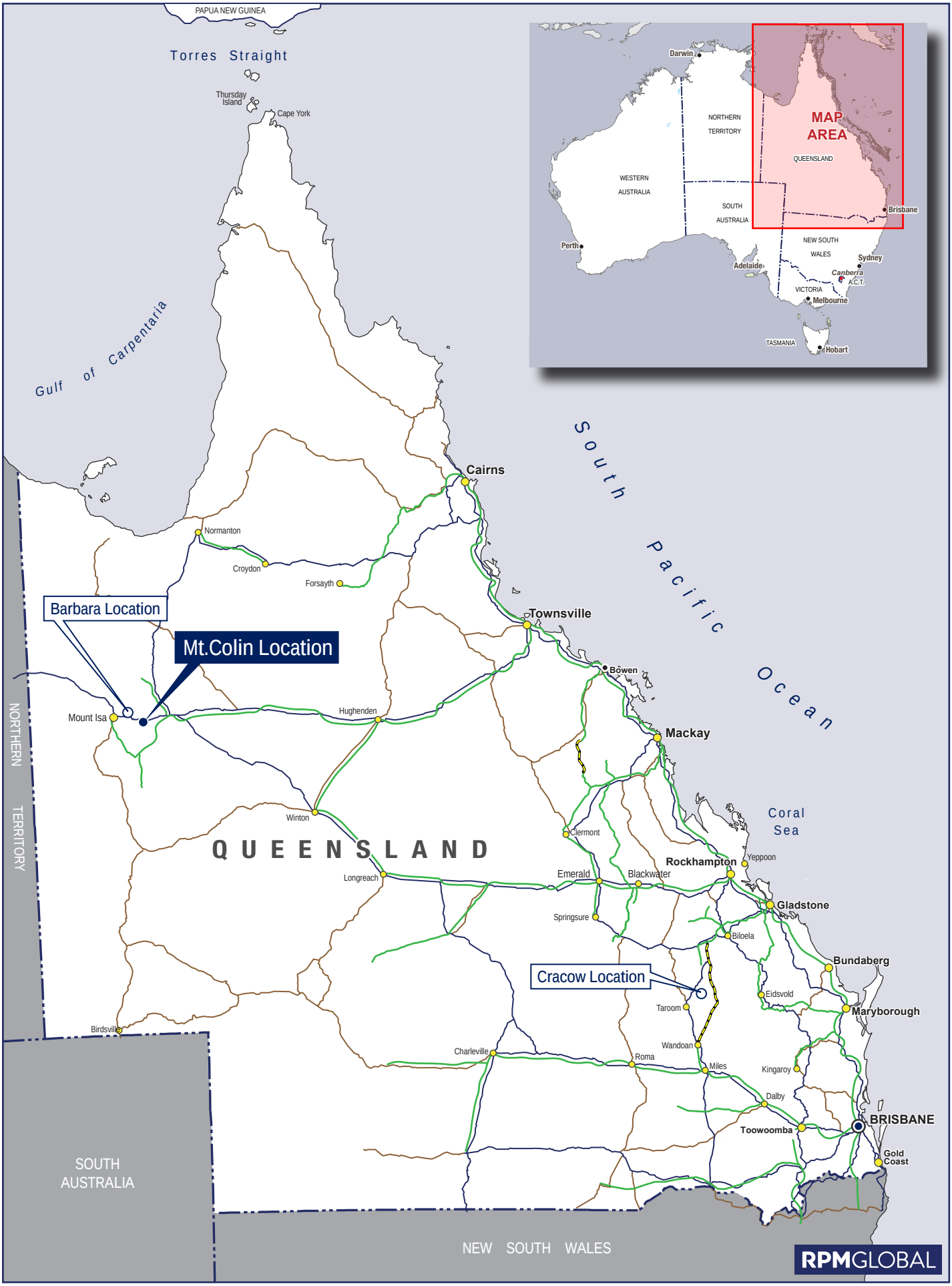
Round Oak's North-West Queensland Operations includes the active Mt Colin underground mine and the Barbara and LillyMay deposits. Mt Colin operates as an underground mine with its copper ore toll-treated by Glencore's Mt. Isa operations. The Barbara operations are located ~60km northeast of Mt Isa and consist of the Barbara deposit itself and the smaller LillyMay deposit, 3km to the southwest.

6.1.1 Tenements

RPM has reviewed the tenements for the North-West Queensland operations and concludes that all are current. **Table 6-1**shows all tenements along with the date they were granted, their expiration date as well as the authorised holding company.

Table 6-1 Mt Colin and Barbara Tenement List

Tenement	Date granted	Expiry date	Authorised Holder
Mt Colin			
ML2640	09-08-1973	31-08-2023	EXCO RESOURCES PTY LIMITED
Barbara			
ML90241	31-05-2016	31-05-2026	ROUND OAK MINERALS PTY LIMITED
EPM16112	03-11-2008	02-11-2023	ROUND OAK MINERALS PTY LIMITED



LEGEND

Roads
Rail
Town
State Boundary
State Capital

N

0 250 500 km

DO NOT SCALE THIS DRAWING - USE FIGURED DIMENSIONS ONLY. VERIFY ALL DIMENSIONS ON SITE

CLIENT

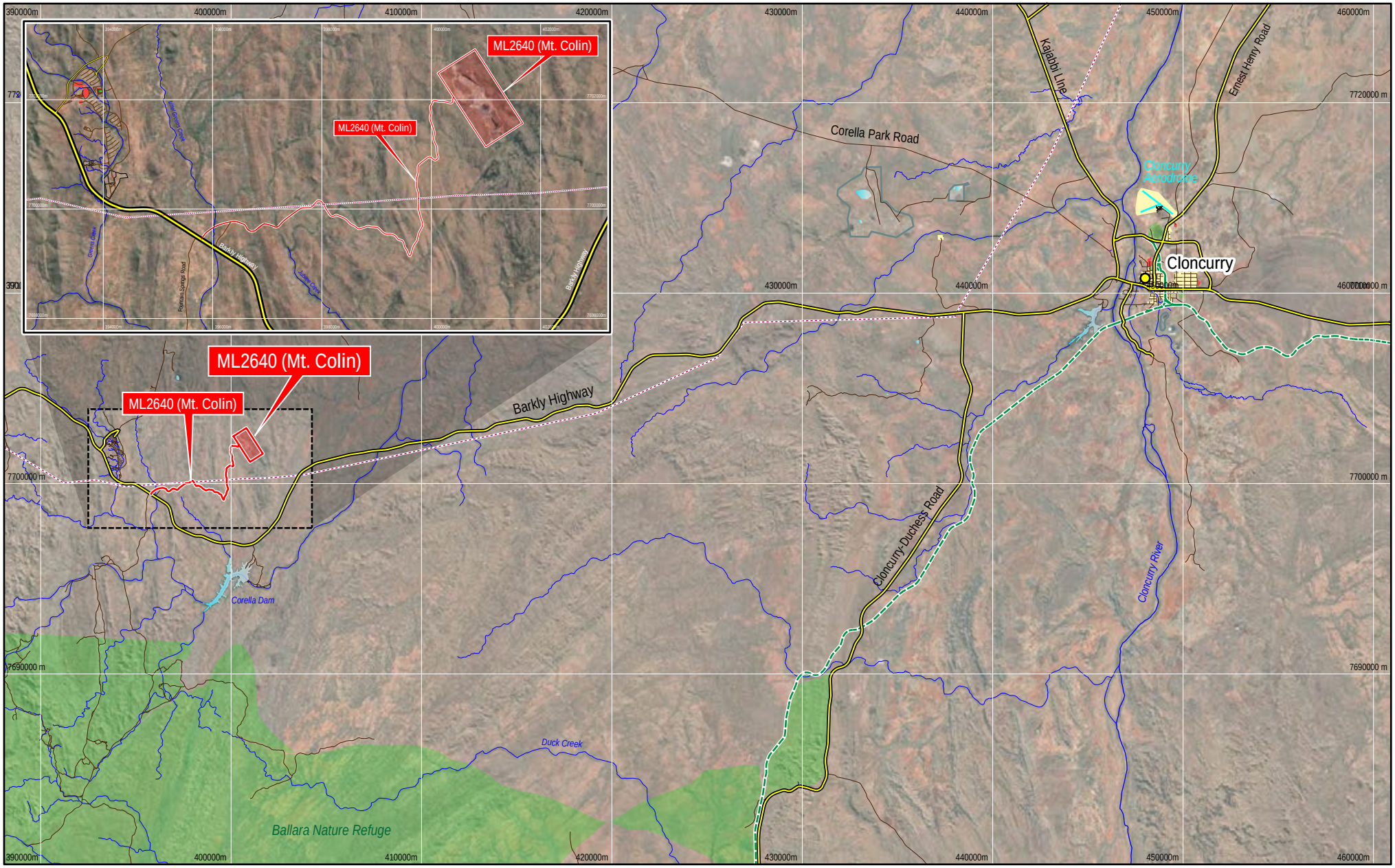
Aeris Resources
Round Oak Minerals

PROJECT

NAME
PROJECT SAPLING
CONFIDENTIAL ITR AND VALUATION

DRAWING
GENERAL LOCATION PLAN - Mt. COLIN

FIGURE No.	PROJECT No.	Date
6-1	ADV-AU-00336	April 2022



LEGEND

Highway
Road
Mining Lease
Rail
Power
Town

N

0 10 20 km

DO NOT SCALE THIS DRAWING - USE FIGURED DIMENSIONS ONLY. VERIFY ALL DIMENSIONS ON SITE

CLIENT

Aeris Resources

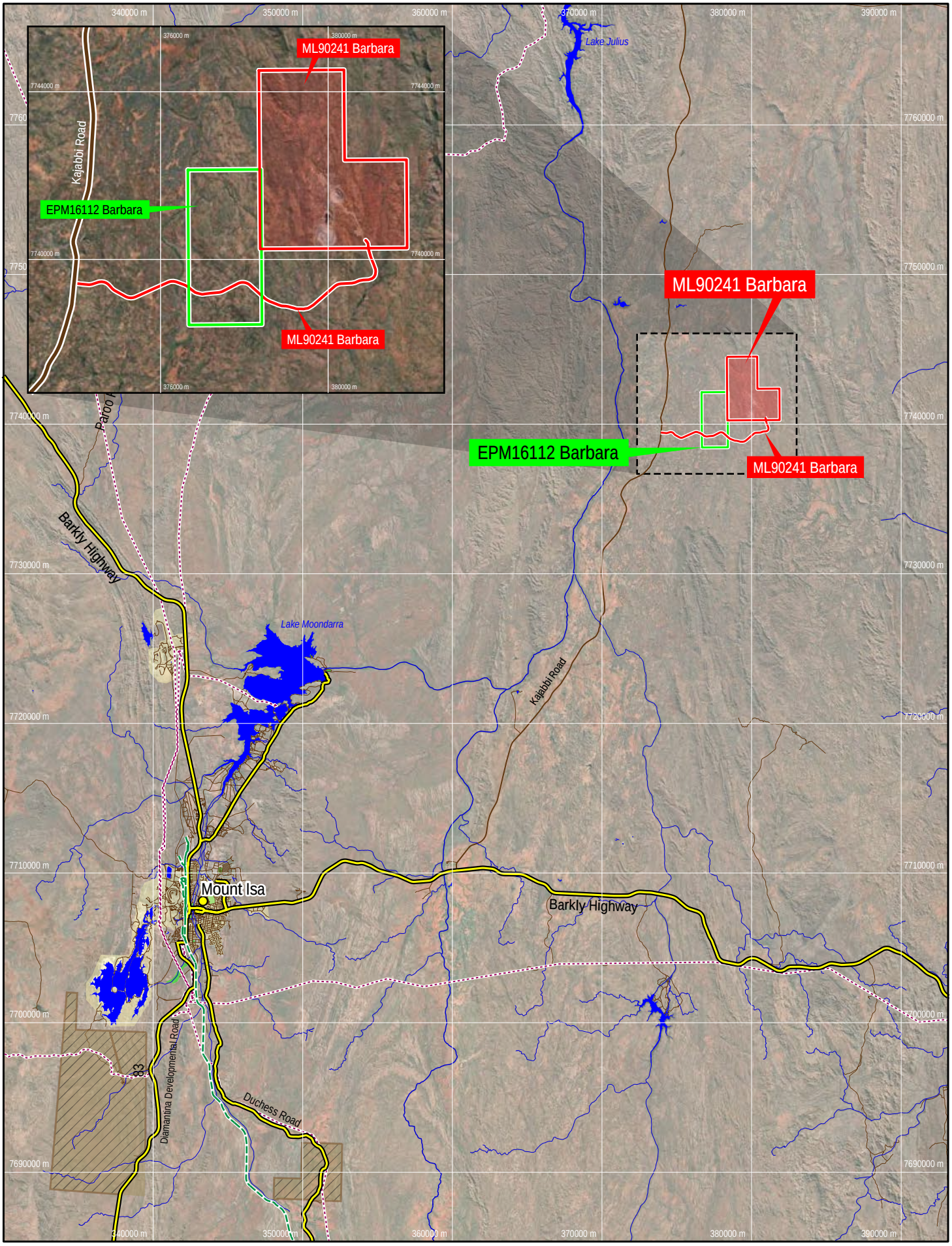
Round Oak Minerals

PROJECT

NAME
PROJECT SAPLING
CONFIDENTIAL ITR AND VALUATION

DRAWING
TENURE PLAN - Mt. COLIN

FIGURE No.	PROJECT No.	Date
6-2	ADV-AU-00336	April 2022



LEGEND

- Roads
- Rail
- Town
- Highway
- River
- State Forest
- Power
- Mining Lease
- Exploration Licence

N

0 10 20 km

DO NOT SCALE THIS DRAWING - USE FIGURED DIMENSIONS ONLY. VERIFY ALL DIMENSIONS ON SITE

CLIENT

Aeris Resources

Round Oak Minerals

PROJECT

NAME: **PROJECT SAPLING CONFIDENTIAL ITR AND VALUATION**

DRAWING: TENURE PLAN - BARBARA

FIGURE No.	PROJECT No.	Date
6-3	ADV-AU-00336	April 2022

6.2 Geology and Minerals Resources

6.2.1 Regional Geology and Mineralisation

The Mt Colin deposit forms a steeply north-dipping, east to west-striking vein/fracture system hosting predominantly chalcopyrite, pyrrhotite and pyrite mineralisation. The deposit forms a sheet-like body dipping at minus 70 – 85° to the north and down-dip and to the east toward the Burstall Granite intrusion (**Figure 6-4**). The deposit has been leached and oxidised to a depth of approximately 40 m. Copper mineralisation at Barbara and LillyMay associated with massive chalcopyritic pods, veins and stringers. Both lodes have a steep south-easterly plunge, with peak mineralisation observed beneath established workings.

Figure 6-4 Regional Geology of the Mt Colin Deposit

6.2.2 Mt Colin Deposit

Local Geology and Mineralisation

The Mt Colin 2021 MRE was undertaken using a combination of ordinary kriging (OK) and dynamic anisotropy (DA) techniques, for grade interpolation within hard boundary wireframes. Variography was performed where sufficient data was available by individual deposit, with all domains estimated successfully. Density was assigned using a regression calculation.

Modelling and Resource Estimation

Validation was undertaken using conventional variable and domain swath plots, block model and assay comparisons, as a well as metal reconciliation. Minor differences in processed tonnes and grade are linked

to the over-bogging of backfill. RPM was able to validate both tonnes and grade reported for this deposit, with the application of a designated NSR factor.

Mineral Resources

Round Oak reports classification based on drill density and the proximity of local development drives with:

- Measured Resource assigned where drill spacing <20m along strike and down dip and previous mining exits.
- Indicated Resource where the drill spacing was <40m along strike and down dip.
- Inferred Resource assigned where drill spacing >40m along strike and down dip.

RPM agrees with the MRE classification process used at Mt. Colins and concurs with the estimated tonnes and grades reported herewith. Listed assumptions apply to all area deposits.

Table 6-2 Mineral Resources for Mt Colin Deposit as at March 2021

Resource Class	Tonnes (kt)	Cu (%)	Ag (g/t)	Au (g/t)	NSR_M (A$/t)	Cu kt	Ag Koz	Au koz
Measured	642	3.46	-	0.67	291	22.2	-	13.8
Indicated	737	3.17	-	0.57	245	23.4	-	13.5
Inferred	127	2.61	-	0.46	217	3.3	-	1.9
Total	**1,505**	**3.25**	**-**	**0.60**	**272**	**49**	**-**	**29.2**

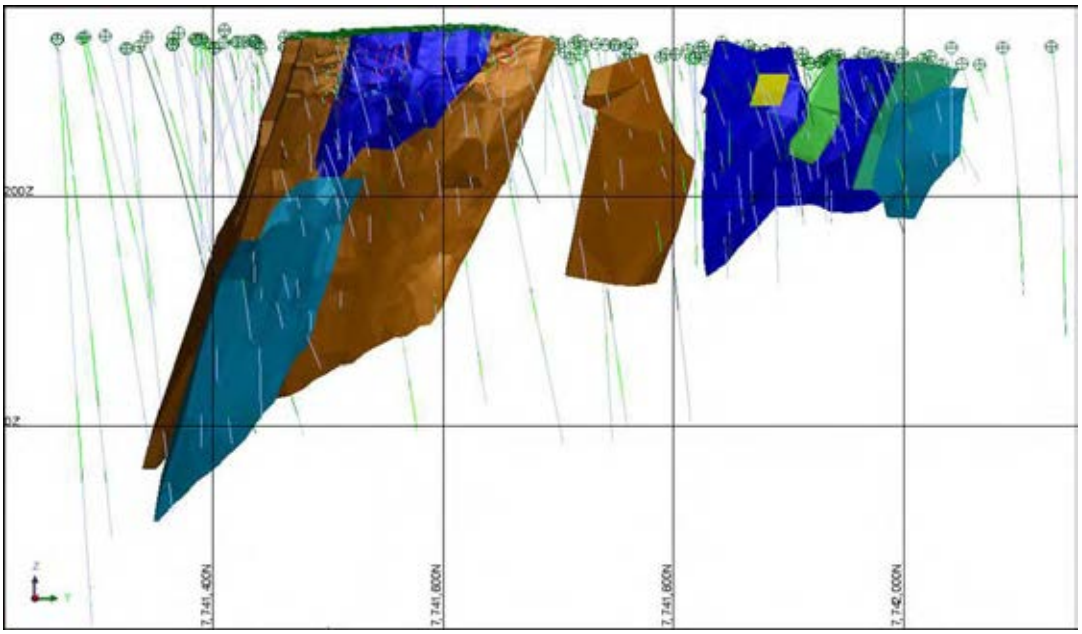
*For fresh material stated at A$100 Net Smelter Return (NSR_M) where NSR is calculated from block model grades using an equation - NSR_M = cu_pct*75.421 + au_ppm*45.364.*
*For oxide/transitional material stated at A$100 Net Smelter Return (NSR_M) where NSR is calculated from block model grades using an equation NSR_M = cu_pct*59.646 + au_ppm*45.5n for fresh.*
Processing recoveries for fresh material tp copper concentrate are 94% for Cu, 73.0% Au.
Processing recoveries for fresh mateiral to copper concentrate are 70% for Cu, 70% Au.
Recent process data has proven that the oxide/transitional material can be blended with the fresh material whilst at least maintaining predicted recoveries.
The model was depleted and sterilised for mining and natural voids.

6.2.3 Barbara Deposit

Local Geology and Mineralisation

The MRE was performed using OK within hard boundary modelled wireframes, using 388 holes for >32.9km of drill core. Variography was completed for each variable in all major domains, with the exception for Pb and Zn, where insufficient data was available. KNA (Kriging Neighbourhood Analysis) was undertaken for sample selection and discretisation as well as block sizing purposes, with density assigned using a domain-specific regression calculation.

Figure 6-5 Long Section Through the Barbara Deposit



Modelling and Resource Estimation

Round Oak reports conventional swath plots were generated to validate the model along with a visual inspection of model and assay grades. Reconciliation was also undertaken by comparing claim and actual production figures, with strong correlation generally observed. RPM was able to validate both tonnes and grade reported for this deposit, with the application of a designated NSR factor.

Mineral Resources

Round Oak reports Resource classification based on drill density and the proximity of local development drives with:

- Measured Resource assigned where drill spacing <20m along strike and down dip and previous mining exits.
- Indicated Resource where the drill spacing was <40m along strike and down dip.
- Inferred Resource assigned where drill spacing >40m along strike and down dip.

RPM concurs with the MRE classification process at the Barbara deposit, and with estimated tonnes and grades reported herewith.

Table 6-3 Mineral Resources for Barbara Deposit as at March 2021

Resource Class	Tonnes (kt)	Cu (%)	Ag (g/t)	Au (g/t)	NSR_M (A$/t)	Cu kt	Ag Koz	Au koz
Measured	-	-	-	-	-	-	-	-
Indicated	1,169	1.96	3.23	0.18	137	22.9	121	6.8
Inferred	612	1.72	2.99	0.19	136	6.7	37	2.3
Total	**1556**	**1.90**	**3.17**	**0.18**	**136**	**20.6**	**159**	**9.1**

*For fresh material stated at A$100_Net Smelter Return (NSR_M) where NSR is calculated from block model grades using the equation - NSR_M = cu_pct*75.421 + au_ppm*45.364.*
*For oxide/transitional material stated at A$100_Net Smelter Return (NSR) where NSR is calculated from block model grades u sing the equation NSR_M = cu_pct*59.1646 + au_ppm*45.5n for fresh.*
Processing recoveries for fresh material to copper concentrate are 94% for Cu, 73.0% Au.
Processing recoveries for fresh material to copper concentrate are 70% for Cu, 70% Au.
Recent process data has proven that the oxide/transitional material can be blended with the fresh material whilst at least maintaining predicted recoveries.
The model was depleted for oprn pit mining as at May 1, 2001.
Fresh Domain only reported

6.2.4 Lilly May Deposit

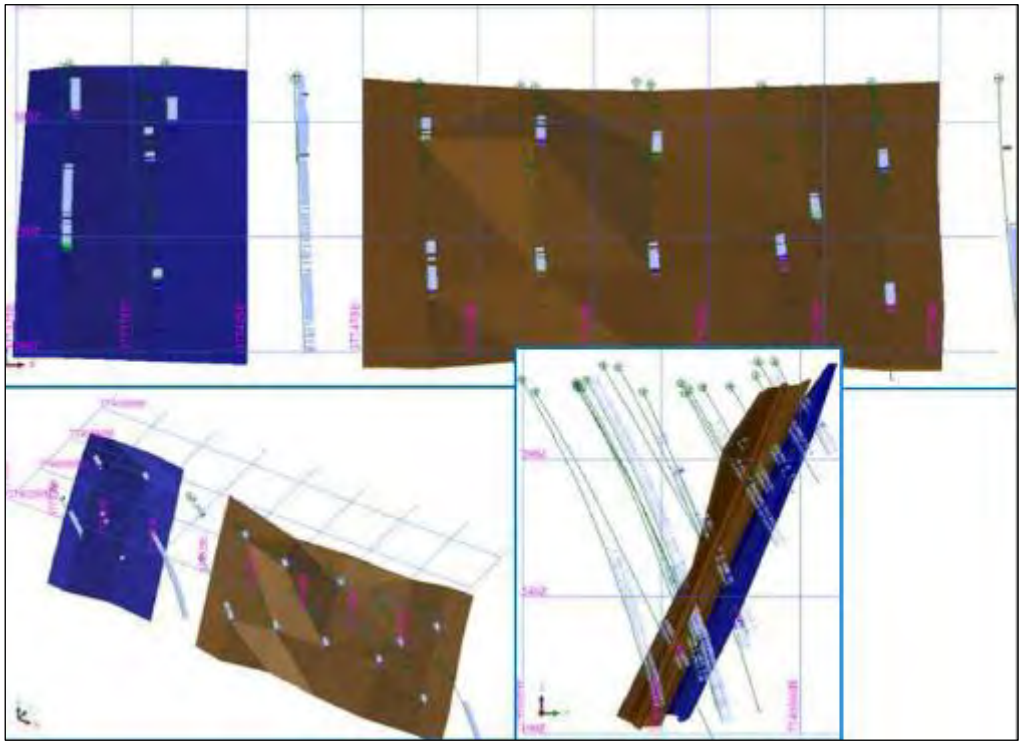
Local Geology and Mineralisation

Round Oak reports that the LillyMay deposit mineral resource estimate dates from 2014 quoted at a lower cut-off grade of 0.5% instead of a NSR and does not accordingly, meet JORC 2012 reporting standards. A revised estimate is currently planned.

The current MRE was performed using OK within hard boundary wireframes. KNA was undertaken for sample selection, discretisation as well as block sizing purposes.

Variography was completed for each variable in all major domains, except for Pb and Zn, where limited or no data was available. A proportion of the Cu resource may be affected by weathering. As there are no density data available for this deposit, these were assigned by domain using equivalent data from the Barbara deposit.

Figure 6-6 Current Lilly May Resource Wireframes



Modelling and Resource Estimation

Round Oak reports this deposit has been modelled using low (0.02%) and high grade (0.5%) Cu domains, using a combination of alteration / mineralisation / structural features. Visual checks were conducted in sectional and plan view to compare drill assay grades to block estimated grades. Future Cu speciation and lithological wireframes modelling is proposed.

Mineral Resources

Round Oak reports Resource classification based on drill density and the proximity of local development drives with:

- Measured Resource assigned where drill spacing <20m along strike and down dip and previous mining exits.
- Indicated Resource where the drill spacing was <40m along strike and down dip.
- Inferred Resource assigned where drill spacing >40m along strike and down dip.

RPM concurs with the MRE process, and the lower classification assigned to estimated tonnes and grade reported herewith.

Table 6-4 Mineral Resources for Lilly May Deposit as at March 2021

Resource Class	Tonnes (kt)	Cu (%)	Zn (%)	Pb (%)	Ag (%)	Au (g/t)	NSR_M A$/t)	Cu kt	Au koz
Measured	-	-	-	-	-	-		-	-
Indicated	-	-	-	-	-	-	-	-	-
Inferred	225	2.33	-	-	-	0.2	152	5.2	0.14
Subtotal	**225**	**2.33**	**-**	**-**	**-**	**0.2**	**152**	**5.2**	**0.14**

*For fresh material stated at A$100_Net Smelter Return (NSR_M) where NSR is calculated from block model grades using the equation - NSR_M = cu_pct*75.421 + au_ppm*45.364.*
*For oxide/transitional material stated at A$100_Net Smelter Return (NSR) where NSR is calculated from block model grades u sing the equation NSR_M = cu_pct*59.1646 + au_ppm*45.5n for fresh.*
Processing recoveries for fresh material to copper concentrate are 94% for Cu, 73.0% Au.
Processing recoveries for fresh material to copper concentrate are 70% for Cu, 70% Au.
Recent process data has proven that the oxide/transitional material can be blended with the fresh material whilst at least maintaining predicted recoveries.
The model was depleted for historical UG workings as at November 2014.

6.2.5 Turpentine Deposit

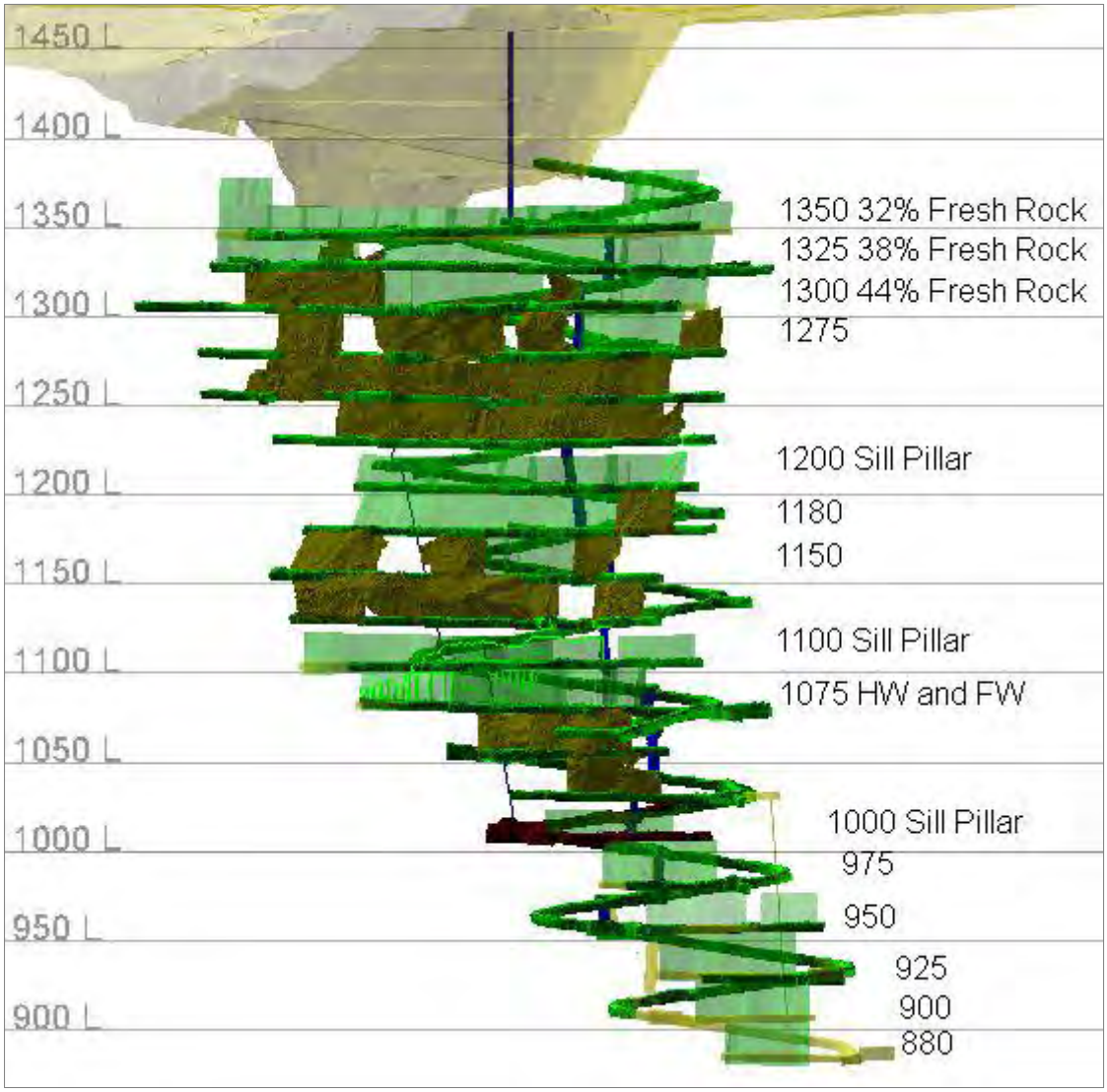
The Turpentine deposit is located 120km to the North of Cloncurry and forms part of Round Oak's Hazel Creek project area. Historical (JORC 2004) Indicated and Inferred Resource estimates of 5.6 Mt @ 0.94%Cu and 0.2 g/t Au have been published, based on multiple historical drill programs.

Whereas Round Oak is unable to quote a JORC 2012 MRE, the company has conservatively retained Turpentine as an exploration target. While there is no guarantee that this will lead to a JORC 2012 MRE, a potential underground operation with 3rd party processing comparable to Mt Colin operations is envisaged.

6.3 Mining and Ore Reserves

Figure 6-7 shows the stope shapes that have not yet been mined at Mount Colin.

Figure 6-7 Unmined Stope Shapes (shown in green)



6.3.1 Mining Method

There are three mining conditions at Mount Colin that require different approaches:

Fresh Rock at Depth

The fresh rock at depth is being mined by Avoca longhole open stoping and this method has been working well.

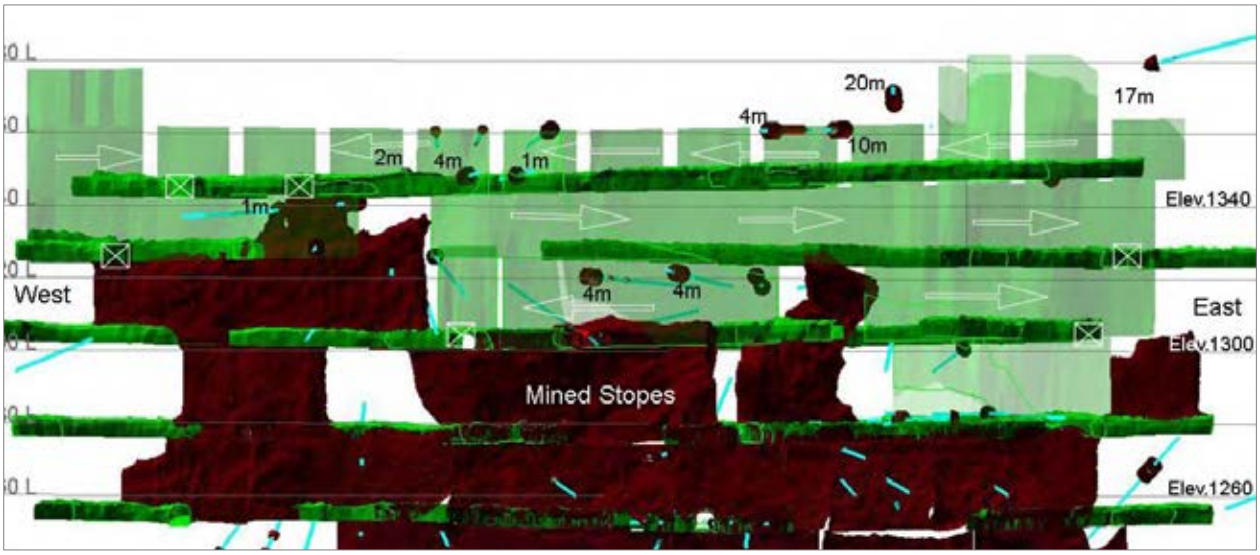
Sill Pillars

As mining has proceeded from the bottom up on various horizons, stoping is now approaching the previously mined levels above. The mining of this zone between previously mined stopes above and below is referred to in this document as sill pillar mining. The sill pillars could be mined with up holes or by cut and fill. Mining plans have not yet been finalized and are pending a geotechnical study. A 50% mining loss has been set for recovery of sill pillars to account for the need to leave rock pillars of sufficient strength to maintain stability.

Mining above Elevation 1280

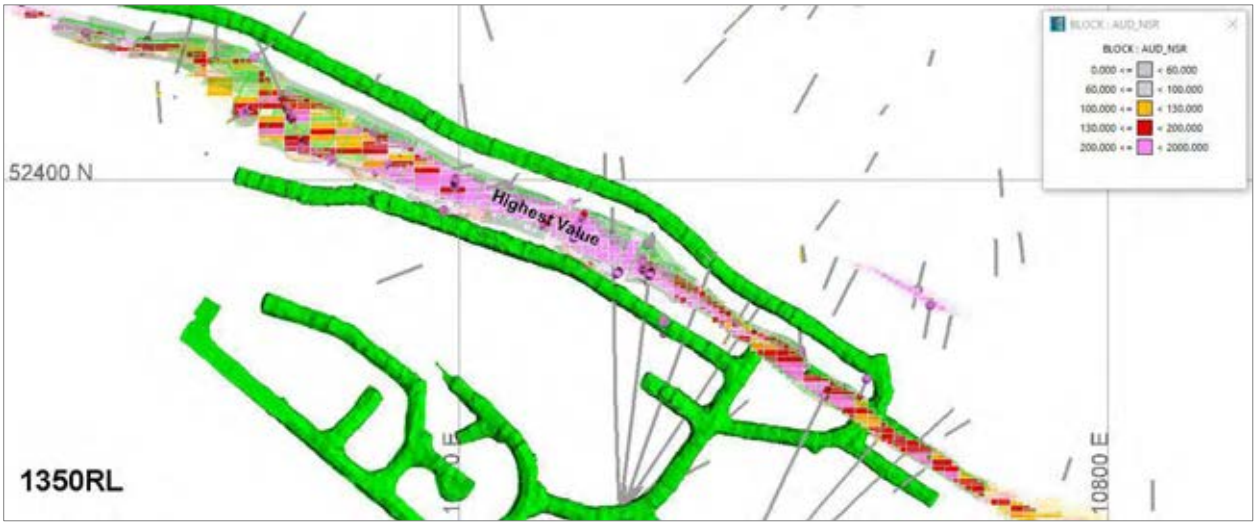
Mining above 1280 elevation has been flagged as a specific risk by Round Oak. This area was by-passed in the past as preference was given to fresh rock mining and because this zone of transition between oxide and fresh rock contains natural open voids and low strength weathered rock. **Figure 6-8** is a longitudinal view of the upper zones showing in green areas that have not yet been mined. **Figure 6-8** also shows black points with a value in metres which represents the true thickness of very poor ground with a rock quality designation (RQD) of less than 20% as logged in the drill holes database. The white squares with a cross indicate the point of access at each elevation and the white arrows the planned retreat direction.

Figure 6-8: Longitudinal View of Unmined Areas above Elevation 1280



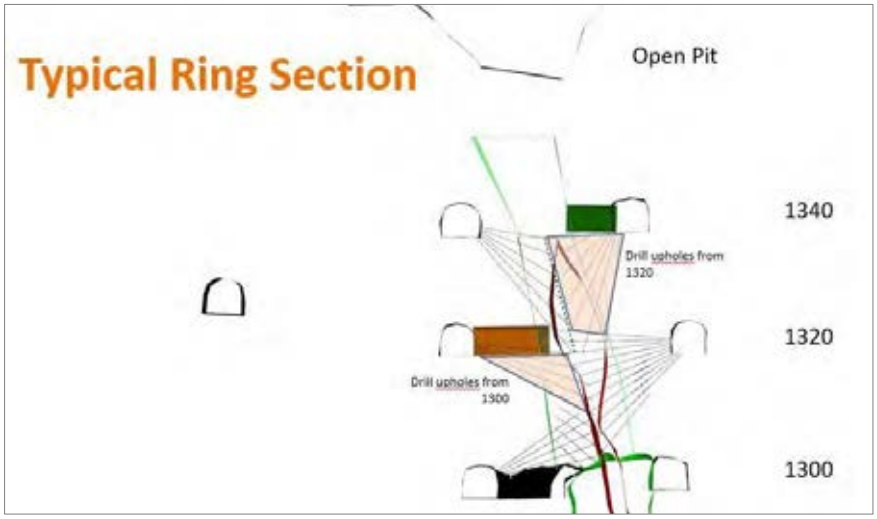
Ground conditions do not permit developing along the vein in the centre of the deposit where the value is highest. Drifts have been driven on the footwall and hangingwall of the orebody very close to the vein as shown in **Figure 6-9**.

Figure 6-9 1350 Elevation



A mining method has been proposed by Mount Colin to drill and blast remaining resources above elevation 1280. A sample of this method is shown in Figure 6-10 where it can be seen that drilling is planned from both the hangingwall and footwall side of the orebody, blasting downwards, by loading the toes of the holes without the assistance of a slot.

Figure 6-10: Plan to Drill and Blast Resources above Elevation 1280



Despite the risks outlined below, RPM considers that the cost of drilling and charging is minimal compared to the possibility of good payback. Here is a list of risks identified by RPM:

- Safety concerns mining up to the floor of the pit.
- In the instance access to the stope is lost due to geotechnical failure there is no way to efficiently backfill the mined stopes. This will delay extraction and increase stope instability.
- Delayed extraction will mean suboptimal blending of oxide with fresh rock and decrease mill recoveries.
- Increased mining losses and dilution could be caused by blasting without a previously prepared void (slot), difficulties drilling in broken weathered rock and maintaining the holes open long enough for charging.
- Loss of footwall or hangingwall drifts on either side of the orebody due to their proximity to the ore.
- The accesses to each level are not vertically aligned, so the retreat direction is not consistent and if a lower stope over breaks into the level above, access to that level for drilling and blasting could be compromised.
- The previously mined stopes below have not been tight filled, so a portion of the first blast will be lost to backfill and this situation would be repeated at each sublevel.

A top-down mining method might be desirable in a situation such as this because there is a possibility the stopes could backfill with caved material. However, RPM considers the top-down mining is likely not feasible but worth further discussion.

6.3.2 Geotechnical Parameters and Design Criteria

A geotechnical evaluation of sill pillar recovery is pending and as mentioned above, the oxide transition zone above 1280 Elevation has more challenging mining conditions and ground conditions.

6.3.3 Cut-Off Grade Analysis and Economic Limits of Extraction

The Mount Colin all cost inclusive cut-off is roughly $137/t. The cut-off for stoping design is $107/tonne NSR and $48/tonne NSR for development

The following formula per used to apply AUD/t value to each of the mining horizons

- NSR (fresh rock) = 67.987 x Cu% + 40.893 x Au g/t
- NSR (oxide and transition rock) = 50.628 x Cu% + 39.212 x Au g/t

6.3.4 Development Strategy

Mt Colin is close to end of mine life and there is a small amount of development remaining.

6.3.5 Mining Modifying Factors

Table 6-6 below lists the horizons that have not yet been mined at Mount Colin. The % Fresh column refers to the proportion of fresh rock. This number influences the calculation of the AUD NSR value as explained in Section 6.3.3.

Table 6-6 also indicates the dilution and mining losses applied to the remining stopes. No additional dilution to the stopes at depth because in general, the stope design dilution is quite high. 50% mining loss was applied to sill pillar mining because mining will take place under previously mined stopes that contain unconsolidated backfill and pillars of sufficient strength are needed to ensure the work can be done safely.

Reconciliations of laser surveyed stopes at Mt Colin indicate overbreak dilution of 26% and mining losses varying between 10% and 13% which is referred to in Table 6-6 as “Standard Mining Loss”. Sill pillar mining losses have been set at 50% as explained above.

Mining of the Upper Horizons

RPM has identified challenges with mining the upper horizons which has been discussed above. As a result of these considerations, the following modifying factors have been applied:

- Incomplete Backfill Losses 15%. At Mount Colin it is not permitted to deliver backfill using remote control so at points distant from the point where the backfill is dumped, backfill will be below floor elevation. In such time as the stope above is blasted, some ore will be inaccessible for retrieval because it is below floor elevation. This is referred to in **Table 6-6** as “Incomplete Backfill Losses” or Losses Due to Incomplete Backfilling.
- Mining Method Loss 45%
- Additional Dilution 30%

6.3.6 Ore Reserves

Round Oak initially provided a peer reviewed block model that was validated by RPM (**Table 6-5**), which reported a reserve total of 176,000 tonnes.

Table 6-5 RPM assessment after receipt of the first block model

Level	Stope Design Dilution t w/(o+w)	Mining Losses	Diluted Tonnes	Au	Cu	Fe	S	NSR AUD
1375 not in plan	27%	100%	-	0.00	0.00	0.00	0.00	0
1350 below cut-off	52%	100%	0 t	0.33	1.53	9.44	2.49	91
1325 specific risk	32%	20%	91,722 t	0.42	2.28	9.25	3.18	132
1300 specific risk	40%	20%	19,151 t	0.45	2.22	7.43	3.01	130
	Transition Oxides		**110,873 t**	**0.43**	**2.27**	**8.93**	**3.15**	**132**
1275	27%	10%	43,755 t	0.34	1.71	6.61	2.70	130
1200 Sill Pillar	19%	50%	44,176 t	0.44	2.59	7.04	3.05	194
1175	15%	10%	56,461 t	0.53	3.17	7.67	3.69	237
1100 Sill Pillar	46%	50%	31,778 t	0.37	1.90	7.60	3.56	144
1075 below cut-off	80%		0 t	0.20	0.84	4.99	1.55	65
1000 Sill Pillar below cut-off	72%		0 t	0.22	1.14	8.48	2.87	87
975 below cut-off	72%		0 t	0.21	1.23	9.32	3.42	92
950 below cut-off	86%		0 t	0.07	0.59	7.14	2.30	43
925 below cut-off	81%		0 t	0.00	0.01	4.98	0.82	1
		Fresh Rock	**176,170 t**	**0.43**	**2.43**	**7.24**	**3.26**	**183**

Mount Colin personnel realized that the increase in tonnes and grade at the bottom of the mine that resulted from additional diamond drilling was not reflected in the peer reviewed block model. On 12th May 2022, RPM received a contemporary production model which showed higher grades not only in the lower portions of the mine but also in the oxide zone, immediately beneath the pit. For example, at the 1350 level the previous model posted grades of 1.5% Cu. In this new production model, even after 30% dilution was added, Cu grades of 2.2% were observed.

RPM requested and received the diamond drilling to confirm the presence of higher grades at depth and confirmed that standard estimation procedures were followed when generating this resource. Whereas Round Oak explained that the new block model had not undergone formal peer review, their geological staff remain confident in its overall reliability. The results from **Table 6-6** were used to update the Financial Model.

Table 6-6 RPM Assessment after Receipt of the Second Block Model on 12th May 2022

Horizon	% Fresh	Standard mining Loss	Incomplete Backfill Losses	Mining Method Loss	Sill Pillar Loss	Add'l Dilution	Tonnes	Cu	Au	SG	AUD NSR
1350	32%		15%	45%		30%	64,495	2.21	0.44	2.53	142
1325	38%		15%	45%		30%	68,753	2.62	0.51	2.53	170
1300	44%		15%	45%		30%	49,641	2.63	0.61	2.48	178
1275	100%		15%	45%		30%	8,124	2.01	0.30	2.83	149
1200 Sill Pillar	100%				50%		47,956	2.61	0.42	2.90	194
1180	100%	12%					89,278	2.82	0.46	2.92	210
1150	100%	12%					43,813	3.11	0.69	2.95	240
1100 Sill Pillar	100%				50%		63,541	2.61	0.55	3.02	200
1075_HW	100%	12%					36,284	2.68	0.58	3.02	206
1075_FW	100%	12%					51,810	2.79	0.62	3.03	215
1000 Sill Pillar	100%				50%		8,518	2.94	0.57	3.10	223
975	100%	12%					23,867	2.21	0.42	2.98	167
950	100%	12%					27,953	2.59	0.41	3.00	193
925	100%	12%					38,225	2.96	0.38	3.02	217
900	100%	12%					25,233	3.36	0.42	3.09	246
880	100%	12%					24,438	2.53	0.33	2.98	186
Totals							**671,929**	**2.68**	**0.50**	**2.85**	**195**

Table 6-7 shows the previous JORC reserves, as of May 2021.

Table 6-7 Ore Reserves for Mt Colin as of May 2021

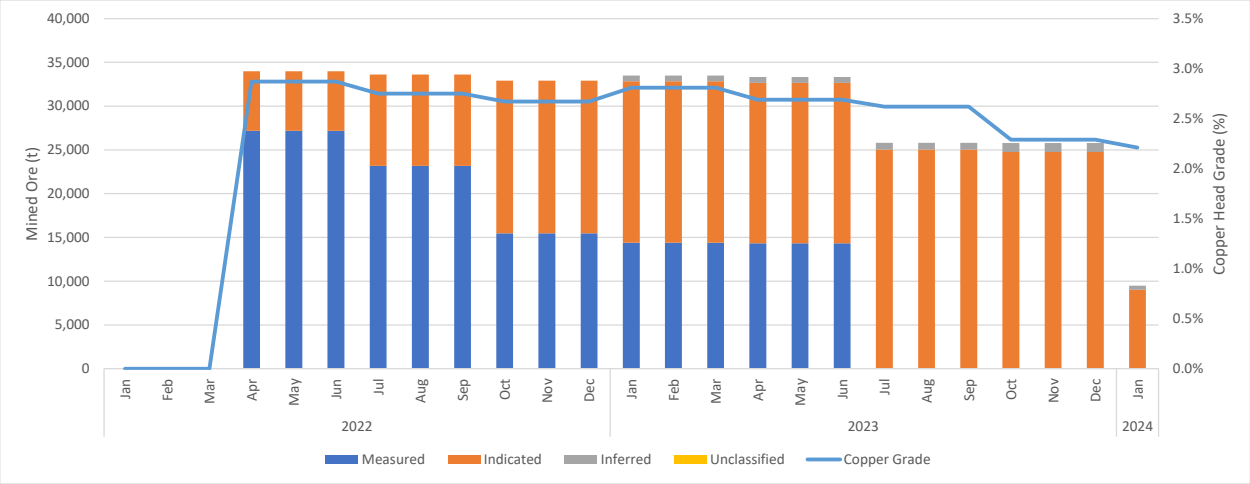
Category	Rock Type	Tonnes (Kt)	NSR ($/t)	Cu (%)	Au (g/t)
Proved	Fresh	275	213	2.83	0.51
	Transition		0	0.00	0.00
	Oxide		0	0.00	0.00
Total Proved		275	213	2.83	0.51
Probable	Fresh	681	193	2.58	0.47
	Transition	51	188	3.08	0.65
	Oxide		0	0.00	0.00
Total Probable		732	192	2.62	0.48
Mt Colin Ore Reserves (P+P)		**1,007**	**198**	**2.68**	**0.49**

Note: The Mount Colin ORE utilises an A$107/tonne NSR cut-off for stoping and A$48/tonne NSR cut-off for development. Tonnage estimates have been rounded to the nearest 1,000 tonnes.

6.3.7 Production Schedule

The production schedule for Mt Colin is shown in **Figure 6-11**.

Figure 6-11 Mt Colin Production Schedule



6.3.8 Conclusions

Table 6-6 was compiled after reviewing the block model provided on the 12th May 2022. Considering the differences observed, RPM has some concerns about the use of a production over a formal reserve model for this evaluation. Irrespectively, RPM has been able to confirm its general reliability and representativity and that the presence of additional drilling information warranted its use.

Both assessments indicate a decrease in mineable tonnes at Mount Colin compared to the previous JORC Reserve Estimate. Changes were caused by.

- Mining that has taken place in the past year;
- Additional tonnes and higher grades at depth due to diamond drilling completed since the last estimate,
- An evaluation of the mining risks of mining above elevation 1280 due to the presence of voids, poorer ground, the proposed mining method, the proximity of haulage drifts to the ore and likelihood of stopes over breaking and cutting off access for mining;
- An increase in grade in the upper portions of the mine below the pit. RPM is unsure why the grade is better in the most recent block model; and
- 50% mining loss has been applied to sill pillar extraction

6.4 Metallurgy and Minerals Processing

6.4.1 Ore Types and Mineralogy

It is understood that two major ore types exist, namely a transition zone and a fresh or primary zone.

The transition zone consists of three sub-groups, namely Upper, Lower and Pyrrhotite. It is presumed that that the copper mineralisation would be of supergene nature, namely covellite and chalcocite.

The fresh or primary zone has two sub-groups, namely Pyrrhotite and Carbonate. It would be expected that the copper mineralisation is chalcopyrite, and by inference, in association with pyrrhotite.

The upper levels of Mt. Colin are in oxides, which comprise of chalcocite and bornite as the dominant copper-bearing mineral.

6.4.2 Processing

Mt Colin

Mt Colin is an operating underground copper mine which began development in August 2018 with first ore produced in September 2019. The ore body was originally mined as an open pit which was completed in 2013 before mining transitioned to underground. Ore is mined underground and hauled to surface where the ore is crushed on site before being transported by road train to Glencore's Ernest Henry processing plant for toll treatment.

The mine currently produces approximately 450,000 tonnes of ore per year, yielding approximately 10,000 tonnes of copper and 5000 ounces of gold in approximately 50,000 tonnes of concentrate.

Mt. Colin ore is crushed on site by a contractor (Q-Crush P.L.) and hauled 106 km to the Ernest Henry processing facility for treatment in batches of around 50,000 to 60,000 tonnes. The nominal annual ore production is 475 ktpa. The agreement expired May 14, 2021.

Barbara

The Barbara copper mine is located approximately 65 km north-east of Mt Isa in Western Queensland. Development of the Barbara open pit mine commenced in February 2019, using conventional drill and blast/ load and haul mining operations, and with mine design involving two separate pits. First ore was produced in June 2019, crushed at surface and transported by road to Glencore's Mt Isa facility for treatment and processing beginning in December 2019.

The mine operated until December 2020 and was placed on care and maintenance in April 2021.

As at the end of February 2021, the mine had produced approximately 750,000 tonnes of ore during its operation, with some 650,000 tonnes processed, producing 11,100 tonnes of copper. The average grade of ore processed was 1.87%Cu. Final stockpiled ore was transported to Mt Isa and processed in April 2021.

Ernest Henry (Evolution/Glencore)

Copper and gold are recovered from the ore using traditional grinding and flotation methods to produce a copper gold concentrate, which is then transported to Glencore's copper smelter at Mt Isa.

The plant has a current processing rate of approximately 6.8 Mtpa (8.5 Mtpa capacity and scalable to ~11 Mtpa). The concentrator includes grinding (SAG – Ball Mill), regrinding, conventional flotation and dewatering. A single copper-gold-silver concentrate is produced by a rougher and a three-stage cleaning circuit prior to concentrate dewatering. The concentrate is treated at Glencore's Mt Isa smelter (~150km trucking distance) and metal is refined at Glencore's Townsville refinery.

The Glencore Toll Treatment Agreement was reviewed. It is based on treating 400,000 tpa with a minimum of 292,500 tpa, or 65% of the annual ore quantity of 450,000 tpa. The agreement was effective March 1, 2021 and expires February 28, 2023. Round Oak management indicated they intend to extend the current agreement to the end of life-of-mine as the expiration date approaches.

The Crushing Services Agreement was reviewed. The agreement is effective May 15, 2021 with an expiration of Nov. 30, 2023. Round Oak management indicated they intend to extend the current agreement to the end of life-of-mine as the expiration date approaches.

The Haulage Services Agreement was reviewed. The agreement is effective Aug. 1, 2019 with an expiration of Dec. 31, 2023. Round Oak Management indicated they intend to extend the current agreement to the end of life-of-mine as the expiration date approaches. RPM was not provided details regarding the processing conditions employed to achieve the reported metallurgical results.

6.4.3 Concentrate Treatment Terms

The copper concentrate produced is transported to Mt. Isa and sold to Glencore, who smelt the concentrate at Mt. Isa and then refine the copper at Townsville. **Table 6-8** presents the smelter terms, which are

reasonably typical and does offer the current low copper treatment and refining charges. The refining charge for silver is low, while there are penalties for combined fluorine and chloride levels exceeding 600 ppm.

Table 6-8 Copper Concentrate Terms

Parameter	Units	Value	Comment
Concentrate transport charge	USD/wmt	165.0	
Copper			
Payability	%	96.5	Grade Cu < 28.5%
Grade deduction	%	1	Grade Cu > 28.5%
Treatment charges	USD/dmt	62	
Refining charges	USD/lb payable	0.062	
Gold			
Grade deduction	g/t	1	
Payability			
>1 g/t <= 3 g/t	%	90	
>3 g/t <= 5 g/t	%	93	
> 5 g/t	%	94	
Refining charges	USD/lb payable troy oz.	5.00	
Silver			
Grade deduction	g/t	30	
Payability			
> 30 g/t	%	90	
Refining charges	USD/lb payable troy oz.	0.35	
Penalties			
Fluorine and Chorine			
Threshold	ppm	600	
Penalty	USD / 100 ppm	1.00	
> 30 g/t	%	90	

In RPM's opinion, the concentrate smelting terms are reasonable.

6.4.4 Production

Mt Colin

Crushed ore from Mt. Colin is transported to Glencore's Ernest Henry processing plant for toll treatment by flotation to produce a copper gold concentrate. As noted in the batch certificates, the ore feed Au grade was back calculated from contained Au metal figure assuming 70% recovery and a concentrate grade of 4.5 g/t Au. The historical concentrate production, recorded as batches, is tabulated in **Table 6-9**.

Table 6-9 Mt Colin Historical Production

Parameter	Units	Batch								
		1	2	3	4	5	6	7	8	9
		Oct-19	Dec-19	Jan-20	Feb-20	May-20	Jul-20	Oct-20	Nov-20	Jan-21
Ore Processed	dmt	69,503	50,129	50,898	30,644	90,147	68,159	39,500	146,479	49,838
Feed Grade										
Cu	%	2.03	1.66	2.12	1.66	2.24	1.76	1.81	1.97	2.57
Au	%	0.44	0.34	0.46	0.46	0.48	0.42	0.29	0.34	0.24
Concentrate										
Total	dmt	4,733	2,750	3,658	1,734	6,899	3,802	2,422	9,350	3,917
Cu Grade	%	28.3	28.3	28.3	28.2	28.0	29.5	28.3	28.5	29.1
Au Grade	g/t	4.50	4.40	4.50	5.70	4.40	5.30	3.30	3.70	2.10
Recovery										
Cu	%	94.9	93.6	95.8	96.0	95.8	93.6	95.9	92.3	89.1
Au	%	70.0	70.0	70.0	70.0	70.0	70.0	70.0	70.0	70.0

Parameter	Units	Batch								
		10	11	12	13	14	15	16	17	18
		Feb-21	Mar-21	May-21	N/A	N/A	N/A	Oct-21	N/A	N/A
Ore Processed	dmt	48,827	44,839	78,694	31,787	30,827	50,926	31,040	43,236	68,799
Feed Grade										
Cu	%	2.40	2.32	2.34	2.42	2.25	2.38	2.92	2.19	2.36
Au	%	0.44	0.45	0.49	0.35	0.42	0.51	0.56	0.48	0.51
Concentrate										
Total	dmt	4,073	3,522	6,273	2,528	2,300	4,092	2,765	3,278	5,564
Cu Grade	%	28.0	28.2	28.5	28.5	27.8	27.6	27.7	27.4	28.3
Au Grade	g/t	3.70	4.00	4.30	3.10	3.90	4.40	4.40	4.40	4.40
Recovery										
Cu	%	97.4	95.3	97.2	93.5	92.3	93.2	84.5	94.7	96.8
Au	%	70.0	70.0	70.0	70.0	70.0	70.0	70.0	70.0	70.0

Glencore's Ernest Henry processing plant has processed an average of 450,000 tpa of ore and produced a concentrate averaging 28% Cu and 4.1 g/t Au. The cash flow model (CFM) assumes a Cu grade of 28% and Au grade of 4.5 g/t. In RPM's opinion, the targeted Cu recoveries and grades are reasonable and adequate based on the past performance of the processing plant and based on processing Fresh Ore, which achieves Cu recoveries between 90% to 95%. Recent testwork completed by the Ernest Henry mill treated a Fresh:Non-Fresh blend (80:20) of Mt. Colin ore and achieve recoveries ranging between 65% to 75% for transition and oxide ores. RPM recommends reviewing the applied Au recovery inputs in the financial model as Round Oak indicated that it is normally set to 70%.

Barbara

Crushed ore from Barbara is transported to Glencore's Mt. Isa copper processing plant for toll treatment by flotation to produce a copper gold concentrate. As noted in the batch certificates, the ore feed Au grade and

the Au recovery were not provided. An overall Au recovery of 68% was based on a reserve Au grade of 0.16 g/t. The historical concentrate production, recorded as batches, is tabulated in **Table 6-10**.

Table 6-10 Barbara Historical Production

Parameter	Units	Batch					
		1	2	3	4	5	6
Ore Processed	dmt	54,496	60,155	57,317	51,414	49,665	45,133
Cu Feed Grade	%	1.62	1.79	1.72	1.86	2.06	1.88
Concentrate							
Total	dmt	3,069.00	3,612.00	3,460.00	3,406.00	3,445.00	2,663.00
Cu Grade	%	26.20	27.16	25.49	25.02	27.03	29.64
Au Grade	g/t	1.82	1.96	1.69	1.86	2.02	1.51
Recovery							
Cu	%	91.1	91.1	89.5	89.1	91.0	93.0
Parameter	**Units**	**Batch**					
		7	**8**	**9**	**10**	**11**	**12**
Ore Processed	dmt	102,237	42,286	85,740	30,253	47,685	24,119
Cu Feed Grade	%	1.31	2.16	2.27	2.45	2.51	2.34
Concentrate							
Total	dmt	4,739.00	3,141.00	6,828.00	2,404.00	4,765.00	2,007.00
Cu Grade	%	25.72	26.47	26.54	26.06	23.08	26.04
Au Grade	g/t	1.98	1.66	1.34	1.26	1.24	1.27
Recovery							
Cu	%	91.0	91.0	93.1	84.5	91.9	92.6

Glencore's processing plant has processed an average of 650,000 t of ore processed and produced a concentrate averaging 26% Cu and 1.63 g/t Au.

6.4.5 Recovery

Mt Colin

The average Cu recovery of ore processed at the Glencore's Ernest Henry processing plant is 94% and an estimated 76% Au. The cash flow model (CFM) assumes a Cu and Au recovery of 90% and 78.6%, respectively. In RPM's opinion, the targeted Cu recoveries and grades are reasonable and adequate based on the past performance of the processing plant and based on processing Fresh Ore, which achieves Cu recoveries between 90% to 95%. Recent testwork completed by the Ernest Henry mill treated a Fresh:Non-Fresh blend (80:20) of Mt. Colin ore and achieved recoveries ranging between 65% to 75% for transition and oxide ores. RPM recommends reviewing the applied Au recovery inputs in the financial model as Round Oak indicated that it is normally set to 70%.

Barbara

The average Cu recovery of ore processed at the Glencore's processing plant is 94% and an estimated 68% Au. The CFM does not include a forecast of ore to be processed at the Mt. Isa processing plant.

6.4.6 Conclusions

Mt Colin

Mt Colin is an operating underground copper mine where ore is crushed on site and hauled to Glencore's Ernest Henry processing facility for treatment in batches of approximately 50,000 to 60,000 tonnes. The nominal annual ore production is 475,000 tonnes per annum (tpa).

RPM was not provided details regarding the processing conditions employed to achieve the reported metallurgical results. In RPM's opinion, metallurgy is reasonable with good recoveries and concentrate grades.

The Glencore toll treatment agreement is based on treating 400,000 tpa with a minimum of 292,500 tpa, or 65% of the annual ore quantity of 450,000 tpa. In RPM's opinion, service agreements for toll treatment, crushing services, and haulage services appear reasonable, and the current agreements will be extended to end of life-of-mine as the expiration dates approach.

Glencore's Ernest Henry processing plant has processed an average of 450,000 tpa of ore and produced a concentrate averaging 28% Cu and 4.1 g/t Au. The cash flow model (CFM) assumes a Cu grade of 28% and Au grade of 4.5 g/t. In RPM's opinion, the targeted Cu recoveries and grades are reasonable and adequate based on the past performance of the processing plant and based on processing Fresh Ore, which achieves Cu recoveries between 90% to 95%. RPM recommends reviewing review recent testwork completed by the Ernest Henry mill that treated a fresh:non-fresh blend of Mt. Colin ore. This will ensure that reasonable recoveries are applied in alignment with the mine plan.

Au recovery is based on an average 4.5 g/t Au concentrate grade to account for the mine plan and is normally set to 70%. RPM recommends reviewing the applied Au recovery inputs in the financial model as Round Oak indicated that it is normally set to 70%.

RPM is of the opinion that a Cu concentrate moisture content of 10% should be applied based on historical data.

Barbara

The Barbara copper mine delivers crushed ore to Glencore's Mt. Isa processing facility for treatment as batches. As at the end of February 2021, the mine had produced approximately 750,000 tonnes of ore during its operation, with an average grade of 1.87% Cu.

RPM was not provided details regarding the processing conditions employed to achieve the reported metallurgical results. In RPM's opinion, metallurgy is reasonable with good recoveries and concentrate grades.

Based on the available data of the batches provided, Glencore's plant has processed an average of 650,000 t of ore and produced a concentrate averaging 26% Cu and 1.63 g/t Au.

The average Cu recovery of ore processed at the Glencore's plant is 94% and an estimated 68% Au. The CFM does not include a forecast of ore to be processed at the Mt. Isa processing plant.

6.5 Environment, Social and Governance

6.5.1 Native Title, Cultural Heritage and Social Issues

Native Title

The Mt Colin Mine is situated within three separate ILUA's, two of which are owned by the State Government with the other being owned by Glencore. Those ILUA's are QI2012/042, QI2001/046, QI2001/007 none of which have prescribed expiration dates. The mine has an agreement with the Kalkadoon people (email Matthew Talbot 14/4/2022).

The Mount Colin Mining Lease was granted prior to 1 January 1994. Consequently, no native title compliance is required in relation to any project activities carried out within the boundaries of the Mining Lease. Similarly, where no native title has been declared such as a declared road or public construction works, no native title compliance is required with respect to project activities.

The Barbara Mine is situated within 4 separate ILUA's, two of which are owned by the State Government and the other two being owned by Glencore and Matrix Minerals Ltd. Those ILUA's are QI2012/042, QI2001/046, QI2001/007, QI2002/034 none of which have expiry dates.

The mine has an agreement with the Kalkadoon People (email Round Oak Matthew Talbot 14/4/2022). Barbara's ML90241 and EPM16112 are the subject of a Deed under Section 31(1)(b) of the Native Title Act 1993 (and ancillary agreement dated 4 September 2015) in favour of the Kalkadoon People #4 QC10/4 QUD579/2005. Kalkadoon's Native Title claim status was fully determined as of 12 December 2011.Cultural Heritage

Cultural Heritage

There are no sites of cultural heritage significance that impact operations are either Mt Colin or Barbara.

Social Issues

Key land uses in the surrounding area to the Mount Colin project include limited cattle grazing, exploration and mining activities and a range of other land uses including road, rail, gas and other electrical infrastructure.

Mount Isa and Cloncurry are the nearest significant population centres (populations of ~35,000 and 2,400, respectively) to the Mount Colin project. Mount Isa provides a reasonable standard of education, medical, recreation, retail and professional services (including legal, financial and major banking institutions).

SRK (2021) states that FIFO employees use existing commercial facilities and flights available at Mount Isa regional airport with connections to Boulia, Brisbane, Cairns, Cloncurry, Doomadgee, Julia Creek and Townsville. The majority of FIFO employees are from Brisbane and Townsville. Qantas, REX and Virgin all service the Mount Isa airport. FIFO workers are accommodated on site in a modern 66-room camp.

Mount Colin mine and infrastructure lie within a private freehold property while other surrounding private landholdings provide access to the mine site. Homesteads lie equidistant to the west and east, both 6 km away.

The Barbara mine and associated infrastructure lies on a single property (Lot 1 on AA29) corresponding to the West Leichhardt Station.

The West Leichhardt Homestead and camp is located 25 km southwest of the project and 2.2 km west of the Lake Julius–Kajabbi Road.

The total Mount Colin site staff complement is 100, comprising Round Oak staff - 13, Barminco (lead contractor) staff - 70 and other sub-contractors (i.e. camp, crushing) - 17.

All Mount Colin staff are either FIFO from Brisbane or Townsville, or drive-in/drive out (DIDO) from Mount Isa. The Round Oak staff have various rosters: 2/2 (week), 8/6 (days) or 4/3 (days). The Barminco lead contractor staff roster is 2/1 (weeks) for haul truck drivers, with remaining operators and supervisory/ management staff on 2/2 (week).

All mine workers are accommodated on site in a 66-room camp with suitable facilities, comprising individual bedrooms, mess, laundry, gymnasium and social facilities.

The surrounding region of Barbara is sparsely populated, with current land use comprising low intensity livestock grazing and mineral exploration activities. The project area has a long history of exploration and small-scale mining activities.

The social context of the Mount Colin and Barbara operations areas in NW Qld area includes temporary (FIFO/DIDO) and permanent residents who directly understand that mining is a key and legitimate regional and use.

6.5.2 Environmental Approvals

Commonwealth Approvals

The status of Mt Colin and Barbara's approvals (under the Commonwealth Environmental Protection and Biodiversity Conservation, Act 1999) are listed below.

Table 6-11 Current Status of Commonwealth Approvals

Mine	Asset Holder	Leases and Key Tenements	EPBC Approval
Mt Colin	Round Oak Minerals	ML2640	Referral Reference 2013/6958 – not a controlled action
Barbara	Round Oak Minerals	ML90241 EPM16112	No Referral – company determined that it was not required.

State Approvals

The Mt Colin mine site received a Referral decision under the EPBC Act (EPBC 2013/6958) - not controlled action if undertaken in a particular manner – for the Extension of the Mount Colin open cut copper mine, to construct a new waste rock dump and development of a new underground mine. The decision requires measures to be followed in regard to protecting a threatened species, including limits to clearing vegetation in their habitat. An AARC (2013) ecological report and significant species management plan formed part of the submission documentation. There is no material risk considered likely from this approval, however it has not been confirmed if the measures outlined in the decision have been implemented on the site, and therefore remains unmitigated.

A search of the EPBC Act referral register found that an EPBC referral has not been submitted for the Barbara Mine. No threatened ecological communities TEC were found to occur on the site (AARC, 2014). The report did not conclusively state that there would not be a significant impact on the possible MNES fauna species (AARC, 2014). There is no material risk considered likely from this approval..

The status of Mt Colin and Barbara's approvals (under the various state legislation) are listed below.

Table 6-12 Current Status of State Approvals

Mine	Asset Holder	Leases	Environmental Authorities/ Development Consent/ Other	Effective Date
Mt Colin	Round Oak Minerals	ML2640	EPML00715513	06/01/2020
Barbara	Round Oak Minerals	ML90241 EPM16112	EPML02840015 EPSX00500413	08/01/2018

MLs and other tenements/approvals associated with the Mount Colin mine are:

- EPM 16737 was relinquished 27 August 2020
- ML2640 under EPML00715513 took effect on 6 January 2020 and the ML is set to expire on the 31 August 2023.
- The latest EA amendment for the MLs identified for Mt Colin Mine is that it is operating under Environmental Authority EA EPML00715513 which took effect on 6 January 2020.

MLs and other tenements/approvals associated with the Barbara mine are:

- ML90241 under EPML02840015 and takes effect on 3 February 2020 and the ML is set to expire 31 May 2026
- Barbara (ML90241) is operating under the Environmental Authority (EA) EPML02840015 (3 February 2020).
- EPM 16112 is operating under EPSX00500413 (3 February 2020) and is set to expire on 2nd November 2023.

Required Approvals

A Progressive Rehabilitation and Closure Plan (PRCP) for Mt Colin is not due to be submitted to the regulator until 12 July 2023. It is unknown at this time, whether an increase in ERC and rehabilitation standards would be required as a result of the PRCP process.

An EA amendment is required for Barbara to revise the disturbance area for site infrastructure enabling the mine to enter care and maintenance (abandonment bund, diversion drains; and diversions, channels, and levees for regulated structures) was submitted in November 2021. The submission identified inconsistencies in disturbance areas for activities in the EA with on-ground disturbance There was a reduction in the amount of disturbed area overall, but an increase in area for pits, Waste Rock Dump (WRD) sediment dam diversion drains around the north and south pit. Additional information was provided to the department on 18 November 2021. A decision on the EA amendment has not been decided. It is considered that the risk associated with the application can be mitigated and would not exceed the material threshold.

A progressive rehabilitation and closure plan transition notice under the Environmental Protection Act 1994 (25/03/2021) requires the Environmental Authority holder for Barbara mine to submit a PRC plan, and associated PRCP schedule, to the Department of Environment and Science (DES) by 30 June 2022. At this time, the status of the PRC plan has not been confirmed, however Matthew Talbot from Oak Minerals stated that Oak Minerals are on track to meet the submission due date in a meeting held in April 2022 with RPM.

6.5.3 Offset Requirements

Mt Colin

Environmental authority EPML00715513 requires Mt Colin mine to secure offsets for the purple-necked rock wallaby (Petrogale purpuriecollis) habitat (1.5ha) in accordance with the Environmental Offsets Act 2014 and Queensland Offsets Policy (details provided in Table F2 of EPML00715513).

In April 2020, AARC Environmental Solutions Pty Ltd conducted an audit to establish compliance against the requirements of EPML00715513. At that time, AARC:

- Did not identify any impacts to offset matters other than those specified in Table F2.
- An offset strategy and an unsigned offset area management plan were provided to auditors. However, evidence of secured offset for the impacts described in Table F2 was not sighted.
- A notice of election for the environmental offset was not provided.

Round Oak (RFI, 12 April 2022) advised that the offset had been secured via a financial offset settlement, and no further offset requirements are outstanding for the site unless additional disturbance is considered.

Barbara

Environmental Authority EPML02840015 requires Barbara mine to secure offsets for purple-necked rock wallaby (Petrogale purpuriecollis) habitat (5ha) in accordance with the Environmental Offsets Act 2014 (details provided in Table F1 of EPML02840015). An offset has been finalised for the mine (Round Oak RFI, 12 April 2022). No outstanding action is required relating to offsets.

6.5.4 Mined Land Rehabilitation

Mt Colin

The ERC for the Mt Colin mine site is $1,901,815.00 and the ERC period applies until 30/10/2023. Round Oak records indicated that ERC is lodged as a bank guarantee (lodged 25/6/2019).

The current EA for Mt Colin has prescribed land rehabilitation requirements with Table F1 of the EA. A PRCP transition notice under the Environmental Protection Act 1994 received in June 2021 requires the EA holder to submit a PRCP, and associated PRCP schedule, to DES by 12 July 2023. It is unknown at this time, whether an increase in ERC and rehabilitation standards would be required as a result of the PRC plan application process.

Barbara

The current EA for the Barbara mine states that a PMLUP must be developed within 2 years from the commencement of mining (2019 version sighted). A report by Washington H. Soul Pattinson and Company Limited Annual report 2021 stated that the Barbara mine's final stockpile of ore was processed in April 2021 and is currently in care and maintenance whilst options for underground mining and further extending of the LOM are explored.

A PRCP plan transition notice under the Environmental Protection Act 1994 received in March 2021 requires the EA holder to submit a PRC plan, and associated PRCP schedule, to the Department of Environment and Science by 30 June 2022. At this time, the status of the PRC plan has not been confirmed, however a meeting with Matthew Talbot, Oak Minerals, April 2022 stated that the PRC plan and Schedule are on track to meet the submission due date. Studies by SGM environmental (September 2021) have confirmed and recommended a suitable cover option for the waste rock dump. A gap analysis to prepare the PRC Plan has been prepared. No NUMAs are proposed for the site.

Round Oak was deemed a moderate Indicative Risk Category Allocation, down from the default high risk for the Scheme Manager with Queensland Treasury on 4 November 2021. An email record on 9 November 2021 indicated that the ERC had been lodged, for $3,836,062. Subsequent risk assessments by Queensland Treasury may vary the risk category allocation. The ERC is current until 31/5/2022, however there is an information request currently underway, which is due by 14 June 2022. The request relates to the pit safety bund, eastern and western diversion drains, material balance and explosive magazine.

Table 6-13 Mine Closure & Rehabilitation Cost Estimations and Lodged Securities

Asset	Estimated Cost	Data source*	Financial Model Provisions	Securities Lodged	Comments
Mt Colin	$1.9 M	ROM Financial Model 20220323.	$1.9M		Fin model allocated $1.7M in 2024, $0.083M in both 2025&26, $0.041M in 2027
Barbara	$4.2 M	ROM Financial Model 20220323.	$4.2M		Fin model allocated $0.139 M in 2022 and $4.061M in 2023

6.5.5 Environmental Operational Compliance

Mt Colin

Environmental risks associated with the Mt Colin mine site relate to maintaining the regulated structures and managing potential impacts to receiving waters. The 2021 annual inspection of the two regulated dams – West mine water dam and South Sediment dam- identified recommended actions, which were addressed and closed out with the regulator (January 2022). Monitoring of the receiving waters in 2021 (SLR, 2021) identified that physiochemical and metal/metalloid concentrations were comparable to upstream and downstream. Whole and fine sediment copper and nickel have exceeded published guidelines over multiple surveys, which may be caused by natural mineralisation. SLR (2021) commented in their report that the increased levels did not appear to have had any notable effects on aquatic ecosystems.

The next environmental audit is required to be undertaken later in 2022. There are ongoing environmental management, monitoring and reporting requirements required for the mine. No risks material to this assessment have been identified.

Barbara

Environmental risks associated with the Barbara mine sire relate to maintaining the regulated structures, managing potential impacts to receiving waters and groundwater.

Increased copper concentrations in receiving water quality require ongoing monitoring to establish whether it is caused from natural mineralisation or a mine impact (Barbara Copper Project Receiving Environment Monitoring Program Annual Report 2021 SLR December 2021). Future investigation areas were recommended by the third party audit (AARC, November 2021). The status of those risks is unmitigated at this stage. They are not considered material for this process.

Groundwater monitoring data indicated barium and cobalt exceedances. Follow up investigations indicated exceedances are attributable to local mineralisation and natural physicochemical groundwater properties in the area (AARC, 2021). Other potential contaminant sources were recommended for ongoing monitoring.

Annual inspections for regulated structures have been implemented (ARC Williams, November 2021). It is unknown whether the recommended actions from the report have been addressed. They remain unmitigated, however unlikely to be material for this assessment.

There are ongoing environmental management, monitoring and reporting requirements required for the mine.

6.5.6 Conclusions

Barbara mine requires its PRC plan to be submitted by 30 June 2022 to the Department of Environment and Science. Mt Colin mine requires its PRC plan to be submitted to DES by 12 July 2023. It is not known at this time whether the PRCP process will trigger an increase in estimated rehabilitation costs (ERC) for each mine.

An EA amendment is underway for Barbara mine with the Department of Environment and Science. A decision on the EA amendment has not been made by the Department.

6.6 Operating Costs

Cash operating costs and unit cash operating costs at Cracow (for the life of mine schedule) are shown in **Figure 6-12** and **Figure 6-13.**

Figure 6-12 Cash Operating Costs for Mt Colin LOM Plan

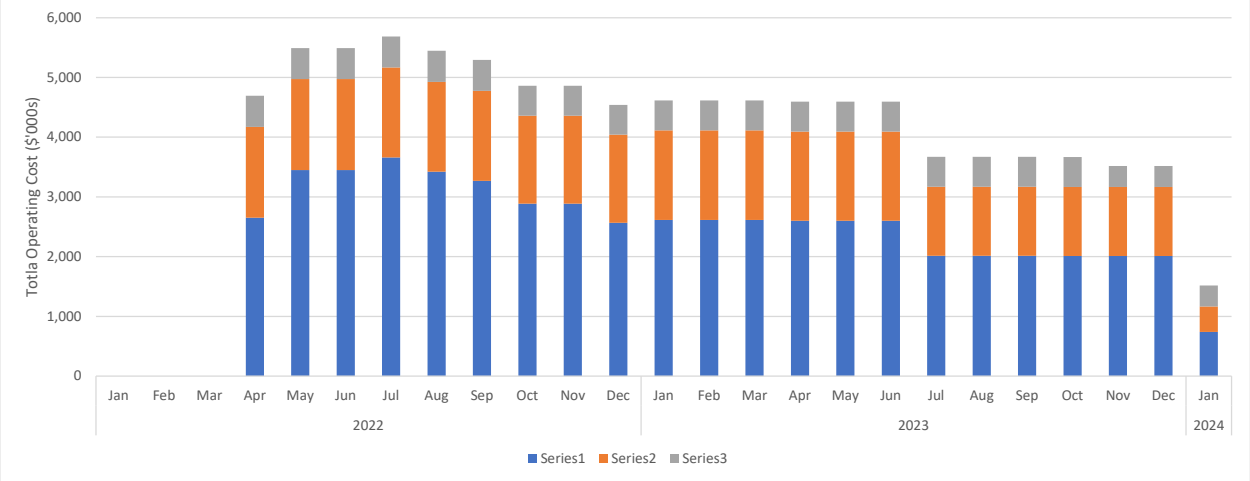
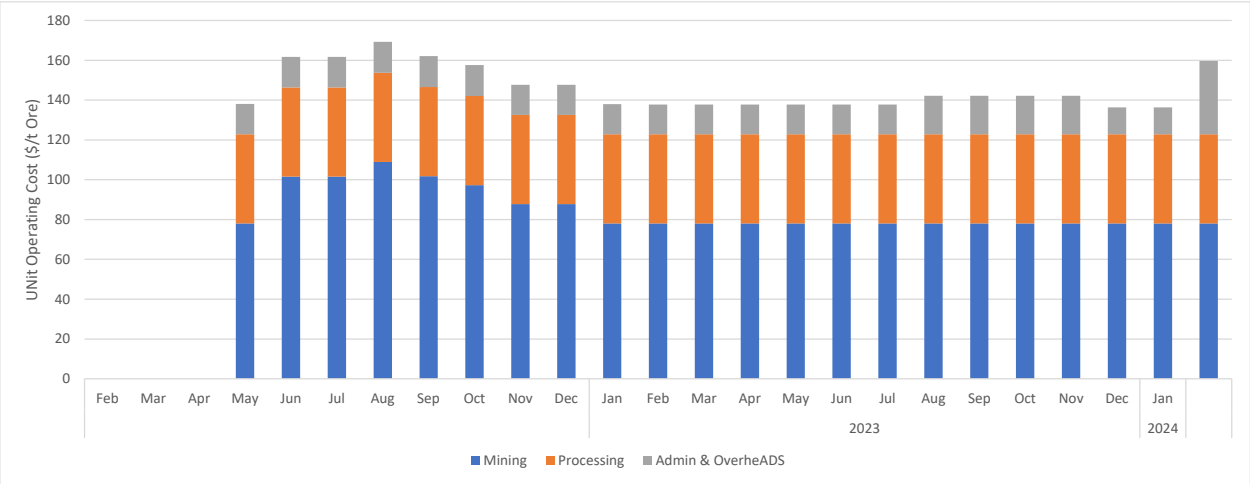


Figure 6-13 Unit Cash Operating Costs for Mt Colin LOM Plan



These costs correlate reasonably well with historic actuals are considered reasonable for a mine such as Mt Colin.

7. Valuation of Resources and Tenements

7.1 Introduction

RPM Advisory Services Pty Ltd is a wholly owned subsidiary of RPMGlobal Holding Limited (hereinafter referred to as "RPM"), a publicly listed company on the Australian Stock Exchange (ASX code RUL) and was engaged to provide services to BDO Corporate Finance Ltd (the "Client") regarding the provision of an Independent Technical Expert Report ("ITER") and VALMIN code standard valuation of certain assets owned by Aeris Resources Ltd ("Aeris") and Round Oak Minerals Ltd ("Round Oak").

This report covers:

- The technical review and Valuation of Aeris' Cracow mining leases and exploration permits; and
- The Valuation of Aeris' and Round Oak's North Queensland and Stockmans project's Mineral Resources which are not incorporated into the financial models for Valuation by discount cash flow analysis (DCF).

The report does not cover the technical review of Aeris' Tritton and Cracow Mineral Resources, which form part of the separate technical report.

7.1.1 Relevant Assets

The Relevant Assets (or "Assets") for the purposes of this review are listed below and in **Table 7-1**.

Aeris

- Tritton Group Mineral Resources of Murrawombie Footwall Lode (105) and Constellation Open Pit Oxide.
- Cracow mining leases and exploration permits.
- Canbelego Joint Venture Mineral Resources.

Round Oak

- North Queensland Barbara, LillyMay and Turpentine Mineral Resources.
- Stockmans Bigfoot/Eureka Mineral Resources.

Table 7-1 Cracow Current Granted Tenements

Tenement Type	Licence
Exploration Permit	EPM 15981
	EPM 26311
	EPM 27240
Mining Lease	ML 3219
	ML 3221
	ML 3223
	ML 3224
	ML 3228
	ML 3230
	ML 3231
	ML 3232
	ML 3234
	ML 3243
	ML 80024
	ML 80088
	ML 80114

	ML 80120

It is noted that four of the Cracow mining leases are not reviewed or valued in this report as they are valued by DCF as part of the financial model. These are ML 3227, ML 3229, ML 80089 and ML 80144.

7.1.2 Scope of Work

The Review scope of work ("SOW") involved the following:

- Data Collection;
- Site Visit;
- Technical Review; and
- Technical Valuation.

7.1.3 Technical Review

The Technical Review involved:

- A desktop review of the pertinent data as provided by the Client;
- A review of Mineral Resources which fall outside of the life of mine plan (LOMP); and
- A review of Cracow exploration data, both regional and near mine;

7.1.4 Technical Valuation

This Valuation was prepared in accordance with the 2015 edition of the Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets ("The VALMIN Code"). The technical valuation was conducted using at least two appropriate valuation methods, where possible, after appraisal of information in the data room. These are selected from a Market Approach (Comparable Transactions), Appraised Value Approach (Multiples of Exploration Expenditure) ("MEE")) and the Geoscientific Approach (Kilburn method).

7.1.5 Site Inspections

No site inspections were undertaken for the purpose of this review and Valuation. However, site inspection of the Cracow project was carried out by Mr Hinde between the period 5th and 7th of August 2020. Mr Hinde is also familiar with the Tritton operations and exploration having worked there from July 2016 to December 2019. No site visit was carried out for the North Queensland and Stockmans projects.

7.1.6 Capability and Independence

The work was carried out and this report was prepared by Mr Steve Hinde, a Competent Person ("CP") for Mineral Resources and exploration projects for these styles of mineralisation present as considered by the guidelines of the JORC code 2012 edition.

This Review report was prepared on behalf of BDO by RPM. RPM operates as an independent technical consultant providing Mineral Resource evaluation, mining and processing engineering as well as mine technical valuation services to the resources and financial services industry. RPM believes its' independence has not been compromised in undertaking this Review.

RPM has agreed to be paid professional fees by Aeris for the preparation of this report.

7.1.7 Information Sources

The contents of this Review have been created using data and information provided by Aeris and Round Oak, from discussions with RPM and Aeris personnel on site or in meetings, as well as published announcements made to the Australian Stock Exchange ("ASX"). All documents considered are listed in Appendix B of this report. In RPM's opinion, the information provided was fair to good quality. Where necessary RPM supplied opinions based on its experience and reasonable mining industry norms to addressed the requirements of the ITER and Valuation.

Information generated by third parties, consultants or contractors to Aeris or Round Oak has not been independently validated by RPM.

RPM accepts no liability for the accuracy or completeness of data and information provided to it by Aeris and Round Oak, or any third parties, even if that data and information has been incorporated into or relied upon in creating this Review. The Review has been produced by RPM using information that was available to RPM up to the 23rd of April 2022.

7.1.8 Study Team

The Study Team comprised professionals from RPM's Australian offices and associates of RPM.

The Technical Engineering View has been reported taking into account the recommended guidelines of the 2012 JORC Code and the Valuation has been reported by a competent person under the VALMIN code.

Team Responsibilities

As part of the Team, members who have worked to compile this report include the following:

Mr. Geoff Booth – Geoff carried out the review of geology and Mineral Resources for Round Oak's Mineral Resources, upon which Mr. Steve Hinde relied for some of the Valuation.

Mr. Steve Hinde – Steve carried out reviews of Tritton Group and Cracow Mineral Resources and Cracow tenements, and completed the Valuation of the Mineral Resources of Aeris' and Round Oak's North Queensland and Stockmans projects, which are not incorporated into the financial models for Valuation by DCF, and Valuation of Aeris' Cracow tenements.

Mr. Philippe Baudry – Philippe was responsible for the review of the report.

ITER Responsibility and VALMIN Valuation

The information in this report that relates to the Mineral Resources, exploration and mining tenements and to the VALMIN valuation is based on information compiled and reviewed by or under the direction of Mr. Steve Hinde, who is a member of the Australasian Institute of Mining and Metallurgy and the Australian Institute of Geoscientists and is a full time employee of RPM.

Mr Hinde has sufficient experience that is relevant to the styles of mineralization and types of mineral deposits under consideration, and to the activity he is undertaking, to qualify him as a Competent Person (as defined in the 2012 Edition of the JORC Code) and as a Specialist as defined under the VALMIN Code. Mr. Hinde has 40 years' of experience in the mining industry and has visited the mine sites, and has the appropriate relevant qualifications, experience, competence and independence to be considered an "Expert" or "Specialist" under the definitions provided in the VALMIN Code. Mr Hinde has completed numerous mineral property valuations globally and is a qualified mineral property valuer under the VALMIN Code.

Mr Hinde has no interest whatsoever in the mining Assets reviewed and will gain no reward for the provision of this review. RPM will receive a professional fee for the preparation of this statement.

……

Steve Hinde BSc (Geology) (Hons) MAusIMM MAIG

7.2 Technical Review of Cracow Tenements

7.2.1 Tenure

RPM undertook a tenure review and determined that the current mining licences granted to Aeris and its subsidiaries are currently valid and appear to be in good standing (refer to **Table 7-2**).

It should be noted that the one exploration permit, EPM 26311, and mining lease ML 80088 expire in 2022.

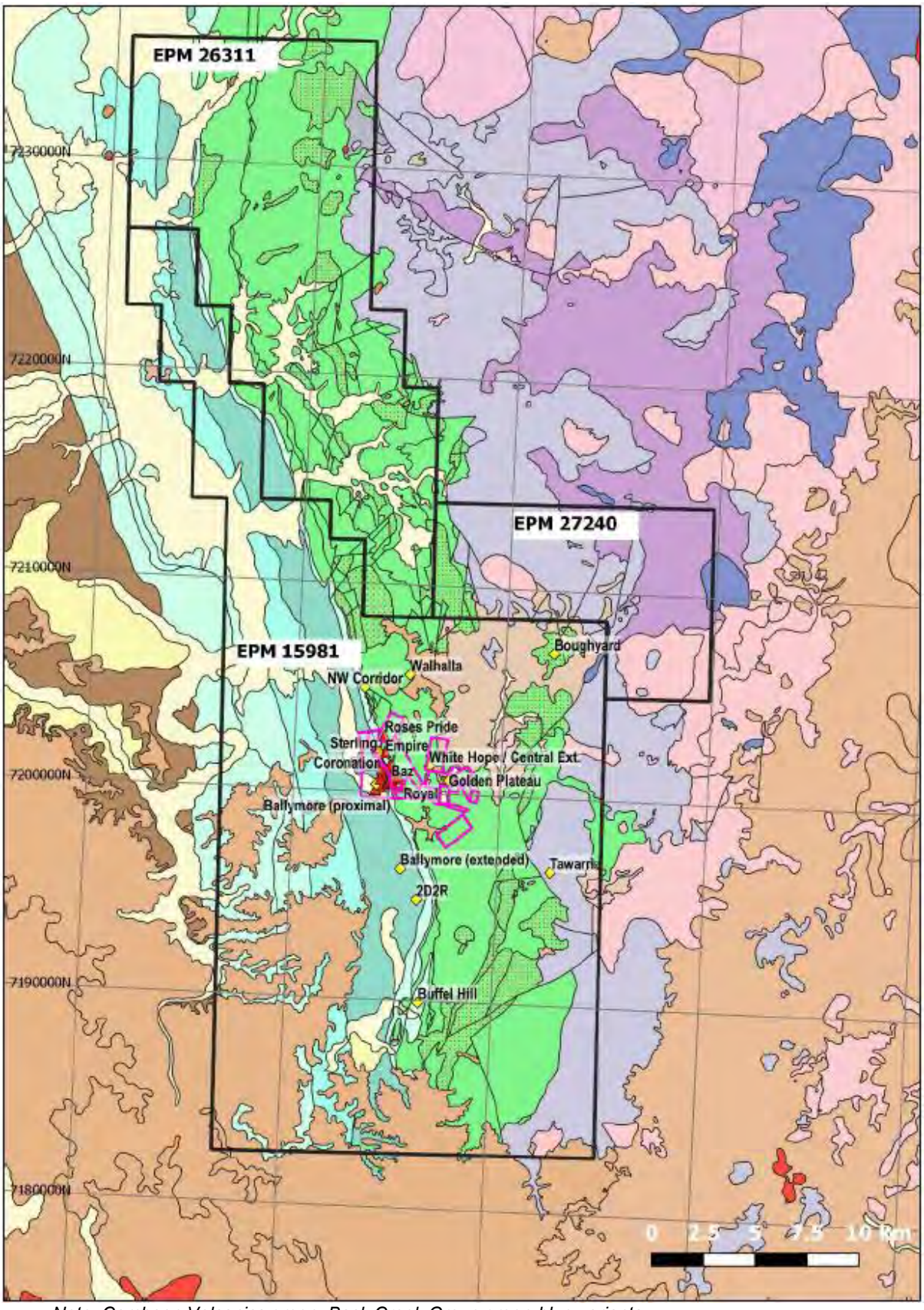
It should also be noted that ML80088 hosts the tailings storage facility ("TSF"), mine portal and the mine administration buildings.

Tenement locations of the assets are shown in **Figure 7-1** and **Figure 7-2**.

Table 7-2 Cracow Tenement Details as at April 2022

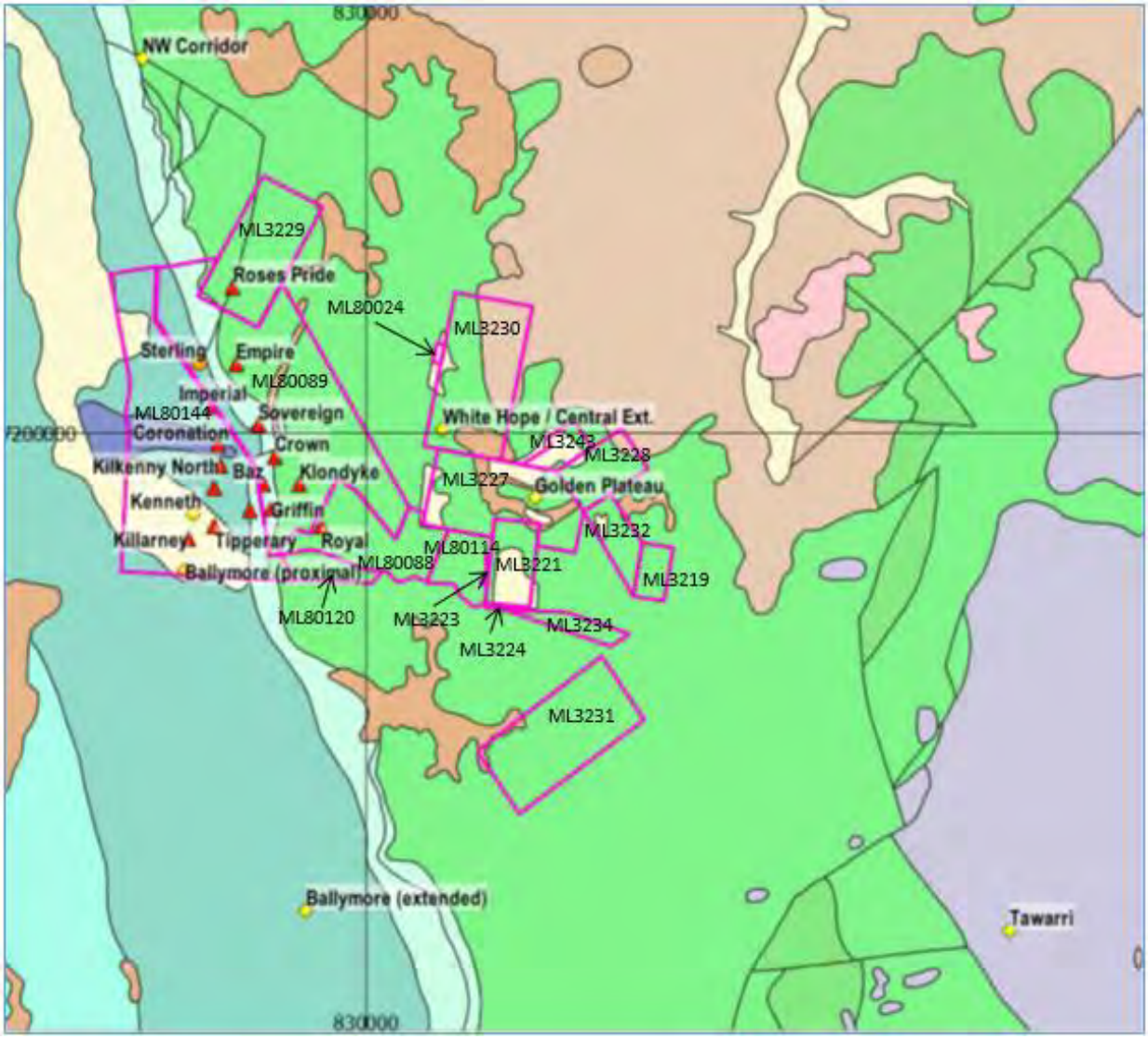
Tenement	Name	Sub-blocks	Area (Ha)	Original Granted	Expiry	Commitment ($)	Current Rent ($)
EPM 15981	Cracow	179	57638	26-Feb-06	25-Feb-27	607,700	29,517.1
EPM 26311	Cracow North	77	24794	18-May-17	17-May-22	52,500	12,420.1
EPM 27240	Boughyard North	30	9660	19-Dec-19	18-Dec-24	94,000	4,947.0
ML 3219	Golden Mile		18.57	21-Mar-74	31-Jul-35	-	1,210.3
ML 3221	Cracow Slimes		40.21	19-Mar-81	31-Mar-23	-	2,611.7
ML 3223	Cracow Slimes West		1.131	27-Sep-84	30-Sep-26	-	127.4
ML 3224	Cracow Slimes South		1.476	27-Sep-84	30-Sep-26	-	127.4
ML 3227	Golden Plateau		110.9	5-Jun-86	30-Jun-28	-	7,070.7
ML 3228	Ferneyside		40	10-Jul-86	31-Jul-28	-	2,548.0
ML 3229	Rose's Pride		98	10-Jul-86	31-Jul-28	-	6,242.6
ML 3230	White Hope		128	10-Jul-86	31-Jul-28	-	8,153.6
ML 3231	Cracow South		128	30-Nov-89	31-Jul-35	-	8,153.6
ML 3232	Excelsior Extended		28.8	17-Sep-87	31-Jul-35	-	1,847.3
ML 3234	Southern Tailings		16.2	30-Nov-89	31-Jul-35	-	1,082.9
ML 3243	Golden Phoenix		17.05	20-Apr-89	30-Apr-25	-	1,146.6
ML 80024	White Hope Extended		1.6	7-Apr-94	31-Jul-28	-	127.4
ML 80088	Royal Standard		85.22	16-Aug-01	31-Aug-22	-	5,478.2
ML 80089	Klondyke		334.73	24-Jul-03	31-Jul-24	-	21,339.5
ML 80114	Infrastructure Lease		33.04	28-Oct-04	31-Oct-34	-	2,165.8
ML 80120	Southern Royal		22.05	28-Jul-05	31-Jul-35	-	1,465.1
ML 80144	Kilkenny		312.64	31-Jul-08	31-Jul-35	-	19,938.1

Figure 7-1 Cracow Exploration and Mining Tenements



Note: Camboon Volcanics green, Back Creek Group green-blue variants.

Figure 7-2 Cracow Mining Tenements



Note: Camboon Volcanics green, Back Creek Group green-blue variants.

7.2.2 Permit and Lease Status and Conditions

A review of the data provided, supplemented by public reports of Resource Authorities and the Queensland Department of Resources website, confirmed the grant and expiry dates, tenement size and authorised holder being Lion Mining Pty Ltd (a fully owned subsidiary of Evolution Mining Ltd) and Authorised Holder Representative being Hetherington Exploration & Mining Title Services (QLD) Pty Ltd.

Exploration Permits

All EPM's were granted for all minerals other than coal.

All EPM's are subject to the conditions outlined in the Mineral Resources Act 1989 and Mineral Resources Regulation 2013.

EPM 15981 and EPM 26311 are subject to the Cracow Project ILUA.

Exclusions are:

- Any current Mining Claim, Mineral Development Licence or Mining Lease at the time of lodgement of the permit pursuant to section 132 of the Mineral Resources Act 1989;

- For EPM 15981 - Precipice National Park (NP59); and
- For EPM 27240 - Exclusions are the land is subject to Native Title and the EPM has predominantly exclusive land. The Registered Native Title Claimant is the Wulli Wulli People (Wulli Wulli Nation Aboriginal Corporation RNTBC) National Native Title Tribunal Number QCD2015/009 and Federal Court Number QUD6006/2000.

Note, the Precipice National Park is mostly to the west of EPM 15981 with minor portions coming onto the permit in two locations and will not impact exploration.

Mining Leases

All mining leases are subject to the Cracow Project ILUA except for ML 3224, which was originally granted pre-1996.

Mining leases were granted for the following minerals:

- ML 3219, ML 3221, ML 3234 - gold and silver.
- ML 80088, ML 80089, ML 80114, ML 80120, ML 80144 - gold, silver and copper.
- ML 3227, ML 3228, ML 3229, ML 3230, ML 3231 and ML 3232 - gold, silver, copper, lead and zinc.

ML 3223, ML 3224 purposes were defined as for tailings / settling dam, treatment plant / mill site and no minerals noted.

ML 3243 purpose was defined as for stock pile ore / overburden and no minerals.

ML 80024 purpose was defined as for a tailings/settling dam and no minerals.

ML 80088 purpose was defined as for an environmental dam, tailings / settling dam, workshop / machinery / storage, but also for gold, silver and copper.

ML 80089 purpose was defined as for a tailings / settling dam, workshop / machinery / storage, but also for gold, silver and copper.

ML 80114 purpose was defined as for an environmental dam, pipeline - water / slurry, power lines / aerials, tailings / settling dam, transport-vehicular-haul road, but also for gold, silver and copper.

Expenditure Commitments

Expenditure commitments for EPM 15981 for the years 25-Feb-18 to 25-Feb-22 totalled $3.18M and actual expenditure for that period was $9.07M.

Expenditure commitments for EPM 26311 for the years 17-May-18 to 17-May-21 were $403k, and actual expenditure for that period was $399k.

Expenditure commitment for EPM 27240 for the years 18-Dec-20 to 18-Dec-21 was $132k and actual expenditure for that period was $29k. Due to the timing of the sale of the Cracow project early in 2020, it is understood that little has been expended on the tenement.

Overall, it appears exploration expenditure commitments on the exploration tenements have been made.

7.2.3 Geology

Regional Geology

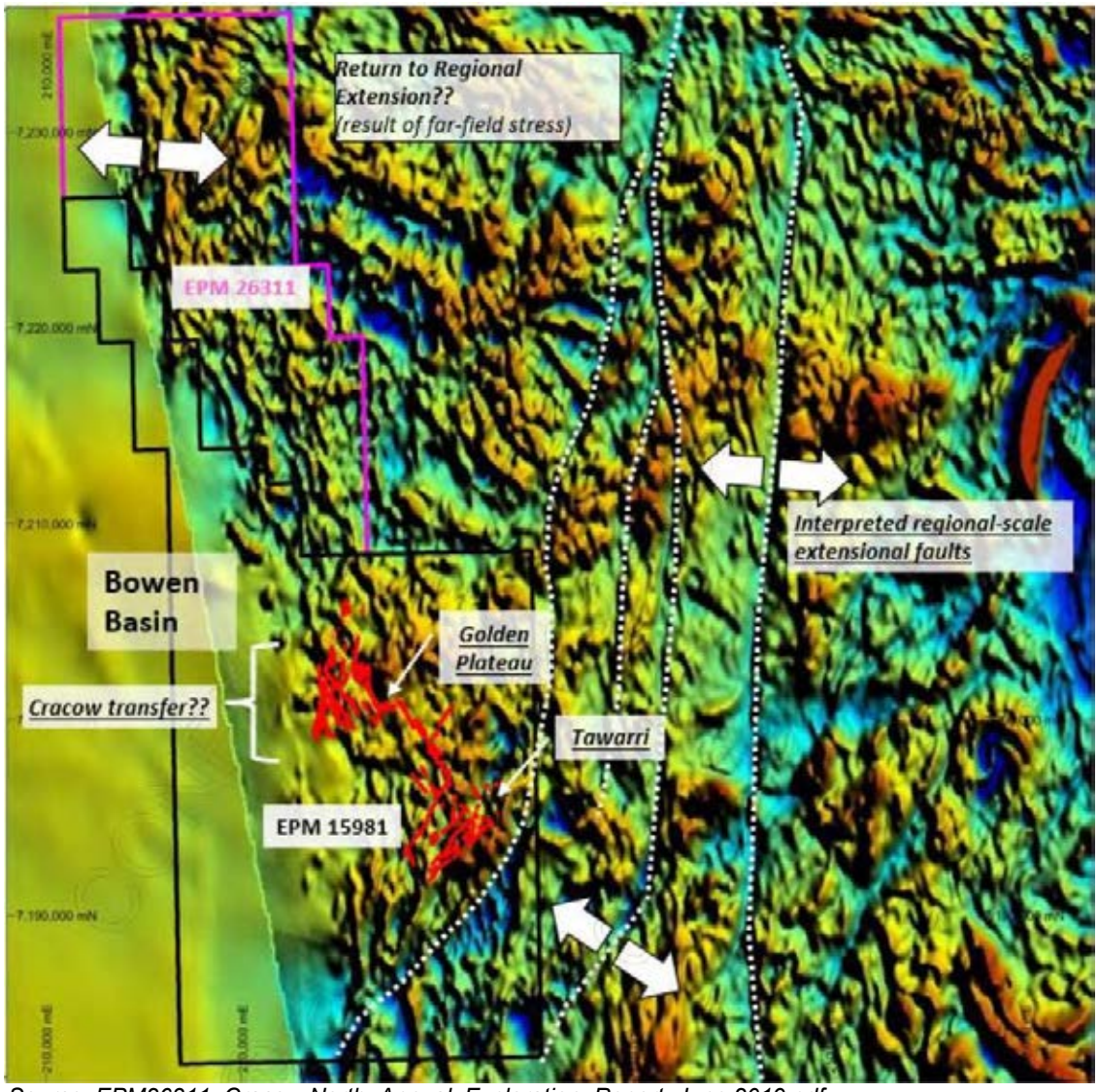
The Cracow gold field is a low sulphidation epithermal (“LSE”) system hosted within the Lower Permian Camboon Volcanics. The Camboon Volcanics are a sequence of andesite lavas, tuffs and agglomerates which overlie the Upper Carboniferous/Lower Permian Torsdale Beds and dip at 15-25° to the southwest.

The Camboon Volcanics are unconformably overlain by the Upper Permian Back Creek Group at the base of the Bowen Basin sequence (**Figure 7-3** and **Figure 7-4**).

Age-dating defines the epithermal system as being early Permian and is pre-Back Creek Group. There are granitic intrusions and rhyolite and basaltic dykes, which are interpreted to be of Late Carboniferous to Early Permian in age. Dong (1993) dated zircons in a syn-mineralised rhyolite dyke from the Golden Plateau mine at 291 Ma.

The Camboon Volcanics form part of the Auburn sub-province, the southern part of the Connors-Camboon Province (Holcombe et al, 1997), interpreted to be a broad magmatic cycle related to back-arc basin extension in the Early Carboniferous-Early Permian (**Figure 7-3**).

Figure 7-3 Regional Magnetics with Structure and Interpreted Extension Directions



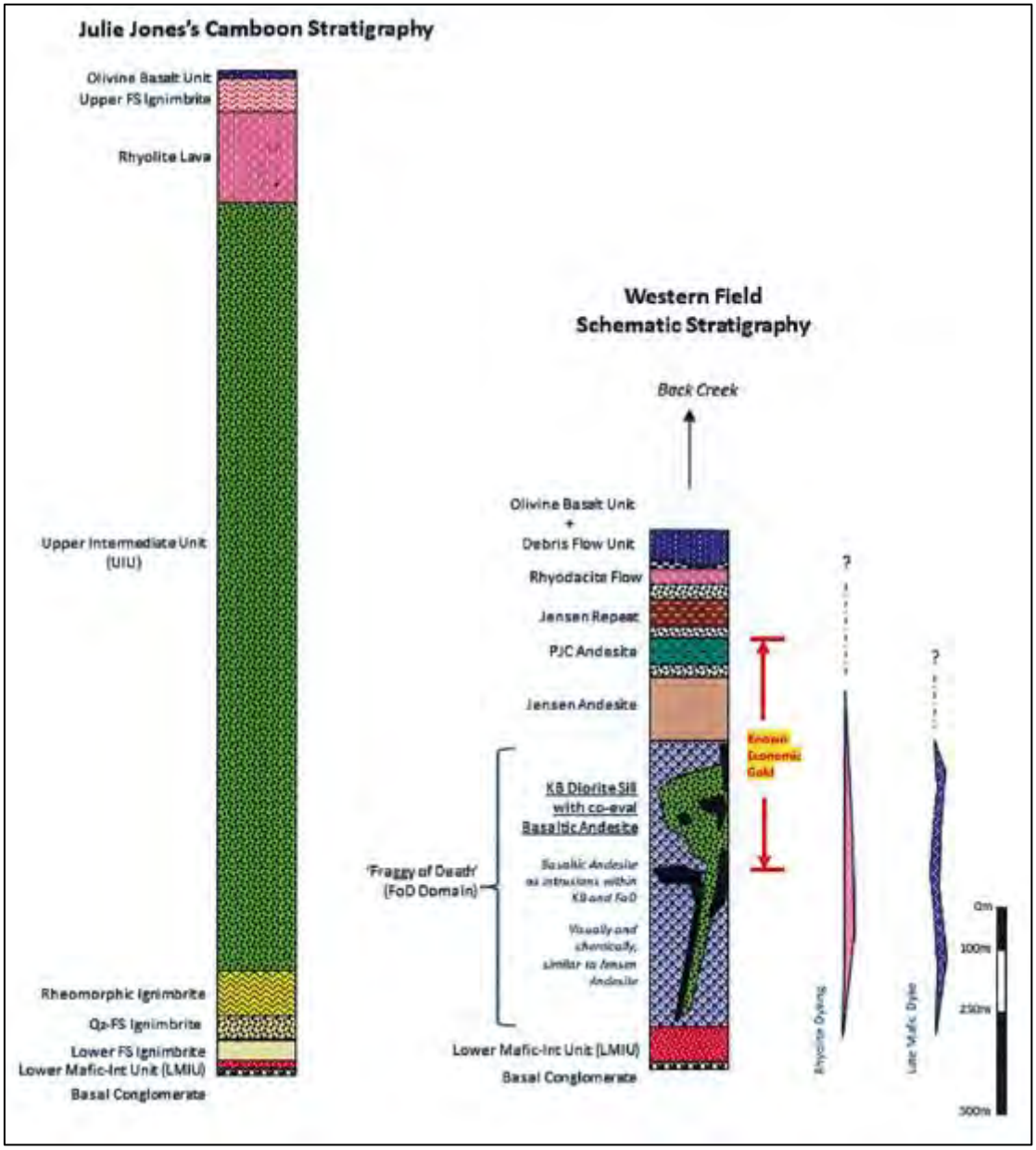
Source: EPM26311_Cracow North_Annual_Exploration_Report_June 2019.pdf

The gentle southwest dip of the stratigraphy is related to the Auburn Arch which is a broad anticlinal flexure interpreted to have formed due to compression under the Triassic Bowen-Hunter Orogeny.

Recent stratigraphic logging by exploration personnel at Cracow has improved the understanding of the local stratigraphy and its comparison with more regional stratigraphic interpretation by Jones (2006), as shown in **Figure 7-4**.

The mineralisation is interpreted as being related to normal faulting which occurred during the regional extensional event. This interpretation is being reviewed through further structural analysis by Cracow geologists.

Figure 7-4 Stratigraphy of the Camboon Volcanics



Source: Cracow Exploration Team. Note, vertical scale approximate.

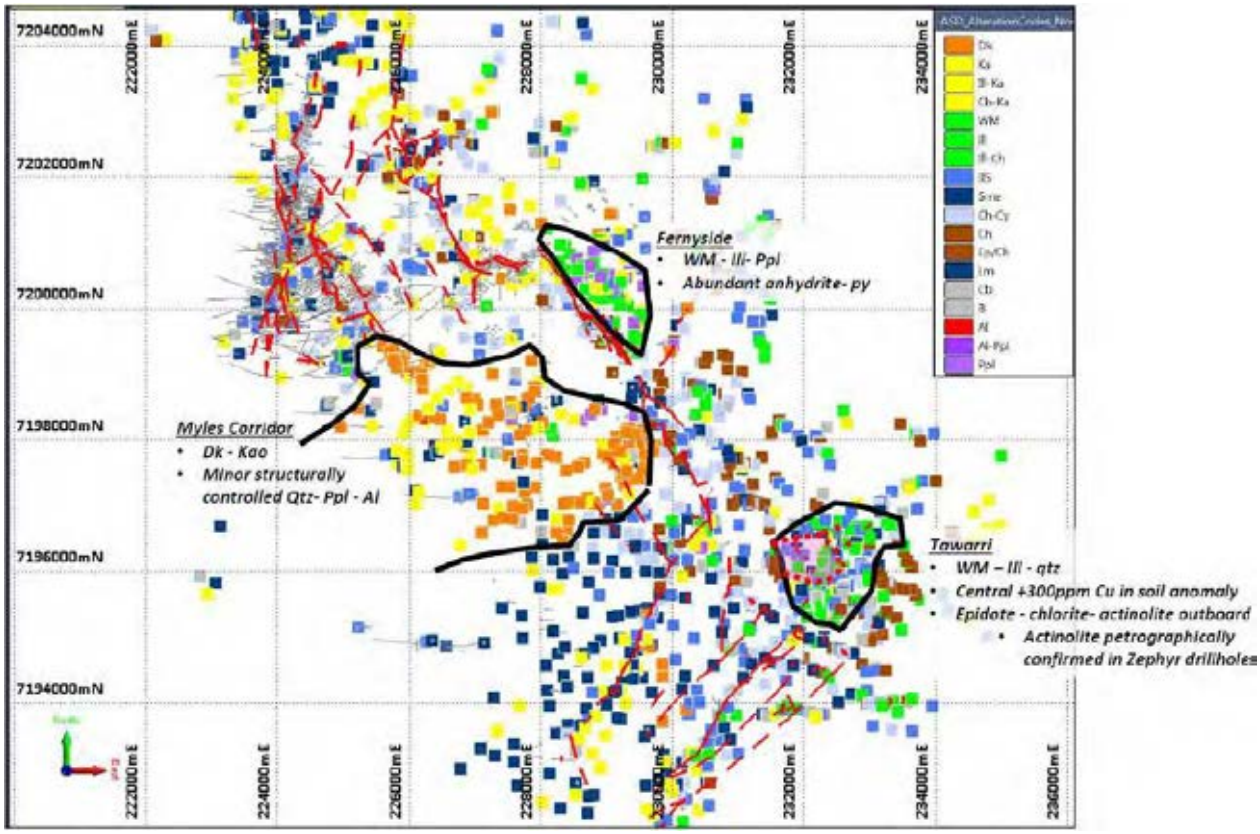
Mine Geology and Mineralisation

Gold mineralisation is controlled by dilational structures (dip and strike of the structure), temperature and composition of mineralising fluids, pressure release, number of mineralising phases, distance from magmatic hydrothermal centre and host stratigraphy (brittle rocks). These factors determine the characteristics of the mineralised structure in alteration association, mineralogy, vein style, type of structure and gold grade.

Gold mineralisation of mineralised structures appears to become weaker in tenor approaching the Myles Corridor to the south, where alteration mineralogy represents hotter fluids and alunite and pyrophyllite are present. The Myles Corridor is understood to be centred over a buried intrusive feature driving the mineralising fluids (**Figure 7-5**). Here there is more alunite and pyrophilite alteration representing the hotter

part of the epithermal system. Moving out from this system fluids cool and alteration becomes progressively dickite-kaolinite in nature and higher in gold grade, lower in tellurium grade, passing further out to chlorite-illite and weaker gold grade. Tellurides are only found at the southern end of the mineralised lodes.

Figure 7-5 Alteration in the Mine Area and EPM 15981



GlobalOre_Project Crocodile 15May2020.pdf

The mineralised structures have a number of different styles. Fault zones or shears have little or no quartz veining and very low gold content. Zones of quartz breccia or stockworks of veins have low gold grades; the best gold grades are found in the quartz lodes. The presence of adularia is important as this indicates boiling of the fluids and the potential for gold to precipitate. Late calcite veining is lower temperature, contains lower gold grades, and appears to dilute the vein gold grade by volume. There is often late hematite and kaolinite in vugs. Higher in the system calcite and chalcedony predominate and gold contents are low.

The best gold grades appear to be in the quartz lodes where there has been numerous phases of mineralization. It is believed that there are only a few phases when the strongest gold grades are deposited.

Movement on the structures appears to be a combination of dip-slip and strike-slip movement. Dip-slip movement is normal and strike slip movement may be dextral initially, these events being controlled by regional extension. There is later sinistral strike-slip movement during compression which appears to cause offsets. Structures formed early in the extensional phase have also been reactivated in the compressional phase.

The normal movement on the structures results in dilation where structures are steeply dipping and a favourable mineralisation location. As the normal faults flatten, the structures close up and mineralisation weakens. In fact, some structures may shallow and at depth trend into the S0 (or bedding plane) of the Fragmental of Death unit (“FoD”), so named due to the sudden reduction in gold grade. Similar dilational jogs are seen in a lateral sense where structures interact; the Royal shoot is interpreted to be one of these lateral jogs.

Host rock rheology (rock strength) plays a significant part in whether a structure is mineralised or not. The impact of different lithologies causes changes in dip and strike of the structures. The most favourable stratigraphic positions for mineralisation are the more brittle PJC Andesite, Jensen Andesite and KB Diorite.

In addition, where these lithologies are in the hangingwall and the FoD is in the footwall this is also a good position for mineralisation. However, where the less brittle FoD is in both hangingwall and footwall of the structure there is limited mineralisation and low grade: it is not called the “Fraggy of Death” for nothing. It is believed by local exploration geologists that the KB Diorite is the key lithology for the lower level ore shoots. The KB Diorite was originally interpreted to be a sill which intruded along the contact between the FoD and the Jensen Andesite. Current thinking is that the KB Diorite is associated with co-eval basaltic andesite (with similar chemical characteristics to the Jensen Andesite) intruded into the FoD.

As these stratigraphic units dip shallowly to the south-west, so do the ore shoots. Normal dip-slip dilation zones would parallel this orientation. Within the sub-horizontal shoots, there is a second control, which is sub-vertical, and controlled by the lateral movement on these structures.

Mineralised structures trend mostly N-S, NNW, NNE and NW to the northwest of the Myles Corridor, though there are some more weakly mineralised east-west striking structures, such as Denmead, and some flatmakes (flat-dipping structures), which are joining structures between the main lodes such as Griffin and Royal. The Golden Plateau structure is east-west and is interpreted to be a fault jog between two northwest-trending structures. There are northeast-trending structures delineated in the magnetics (and seismics) which are marked by rhyolite dykes.

7.2.4 Mining Lease Review

The geology and targets for each mining lease are discussed below with comments on their prospectivity to assist with determination of Prospectivity Enhancement Multipliers (“PEMs”) for the Valuation.

Note the following mining leases are not valued here as their value is covered within the LOMP and the financial model, and as part of the DCF method of Valuation:

ML 3227 (Golden Plateau), ML 3229 (Rose’s Pride), ML 80089 (Klondyke) and ML 80144 (Kilkenny).

Note that some of the mining leases are very small in area and have been combined with adjacent leases with which they have synergy for the purposes of Valuation, specifically:

- ML 3223 and ML 3224 have been combined with ML 3221; and
- ML80024 has been combined with ML3230.

Figure 7-2 and **Figure 7-6** will assist in understanding the location of the ore shoots and structures in this and following sections.

ML 3219 (Golden Mile)

This lease covers the south-eastern continuation of the Golden Mile structure. There are numerous drill holes and the small, historical Golden Mile pit. Site personnel have limited knowledge of this lease, but a high level review of the drill hole assays shows that drilling was shallow and had encouraging grades to 3g/t Au in places. There is potential for pit extension and underground.

RPM is of the opinion that ML 3219 has moderate prospectivity.

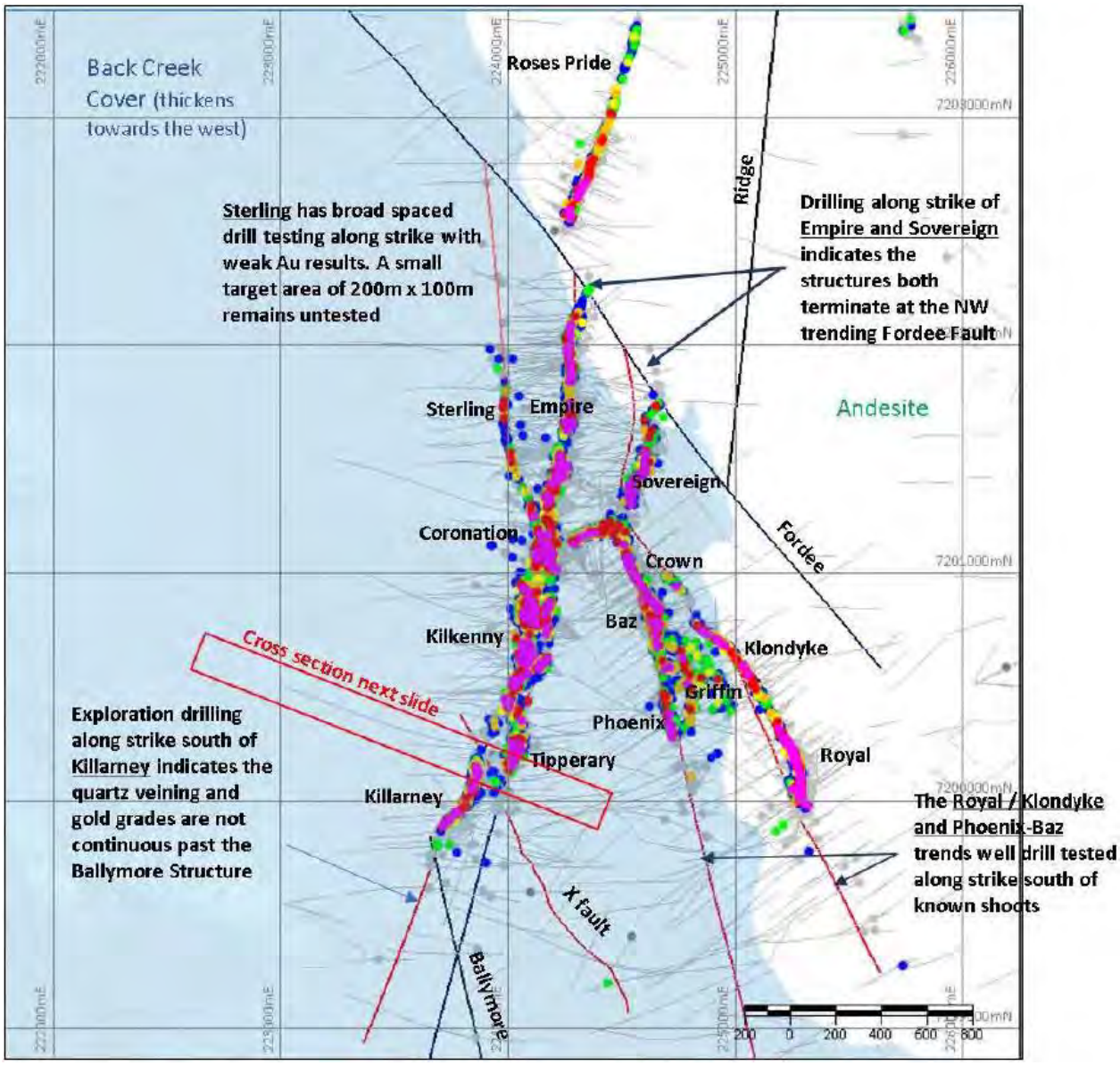
ML 3221, ML 3223 and ML 3224

The above mining leases are Cracow Slimes, Cracow Slimes West and Cracow Slimes South, respectively.

The mill is located in the western part of the ML’s and there is other minor infrastructure throughout. The northern part of tenement has 13 drill collars and southern end of tenement has one drill collar. The northern drill holes test the north-south striking NS8 structure extending south from the Golden Plateau lease. RPM does not know the drill results. There are flat, south-dipping structures (“flatmakes”) extending from Golden Plateau to the south possibly into these leases.

RPM is of the opinion that ML 3221, ML 3223 and ML 3224 have low-moderate prospectivity at depth.

Figure 7-6 Map Showing Locations of Ore Shoots Western Field



Source: 08.01 24-Apr – project Crocodile Management Presentation.pdf

ML 3228 (Ferneyside)

The lease contains the eastern extension of the Golden Plateau deposit and its intersection with the Golden Mile structure. There are four drill holes into the Golden Mile structure, but numerous drill holes into the eastern end of Golden Plateau. A review of Golden Plateau showed opportunity to extend the pit at depth with a cut back and along strike along NS12 lode into ML 3228. There is also opportunity to explore down plunge extensions of Golden Plateau as it remains open in places and further explore the Golden Mile structure. Prospectivity very strong.

RPM is of the opinion that ML 3228 has very strong prospectivity.

ML 3230 and ML 80024 (White Hope and White Hope Extended)

The two tenements have been combined as ML 80024 is very small and only has some minor surface infrastructure. ML 3230 has a tailings dam on the western side of the lease. The western end of Golden Plateau turns northwest in ML 3227, and this structure continues into the southwestern portion of ML 3230.

The structure has been extensively drilled; however, potential may still exist at depth. Moderate prospectivity.

RPM is of the opinion that ML 3230 and ML 80024 are moderately prospective.

ML 3231 (Cracow South)

This lease hosts silicified andesite and silicified pyritised andesite on northeast-striking structures. Site personnel had little knowledge of these structures and the drilling undertaken on them (eight drill holes noted). The northeast trending structures are not known for being mineralised historically, though there are some 'joining' structures between N-S striking lodes in the Western Field which are mineralised and structures on the western and eastern ends of Golden Plateau have a north-easterly trend (flatmakes and NS12). There is also an interpreted northeast-southwest trend to mineralisation at Boughyard in the northeast corner of EL 15981.

RPM is of the opinion that ML 3231 has low prospectivity as the north-easterly structures appear to be distant from other mineralised structures.

ML 3232 (Excelsior Extended)

This lease contains the Golden Mile structure which has been well-tested by shallow drilling along its length. Site personnel knew very little of this lease, but a high level review of the drill hole assays shows that drilling was shallow and had encouraging grades to 3.5g/t Au in places. There is potential at depth.

RPM is of the opinion that ML 3232 has moderate prospectivity.

ML 3234 (Southern Tailings)

There is no infrastructure of note and no drilling on this lease. Based on limited information there appears to be no geological structure extending through the lease and therefore it is classed as having low prospectivity.

RPM is of the opinion that ML 3234 has low prospectivity.

ML 3243 (Golden Phoenix)

There is a small, shallow open pit on this lease, which was not reviewed on the site visit. There is shallow drilling with drill intersections of low grade which may be the reason for the shallow mining. It is possible there is depth potential.

RPM is of the opinion that, due to uncertainty, ML 3243 is only classed as having moderate prospectivity.

ML80088 (Royal Standard)

The base of the Royal shoot is open down dip as there exists a 2m @ 3.5g/t Au intercept which is not closed off. However, RPM believes prospectivity to be low.

The southern extension of the Royal shoot is discussed in ML 80120.

RPM is of the opinion that ML 80088 has a low prospectivity.

ML 80114 (Infrastructure Lease)

The ML 80114 lease has the tailings storage facility on the western side and the remaining part of the lease links to the mill on the eastern side. There are two drill collars in the northeast corner of the lease which are

believed to test the north-south structure extending south from the Golden Plateau lease. RPM does not know the drill results. There are flat south-dipping flatmakes extending from Golden Plateau to the south. There is low-moderate prospectivity at depth.

RPM is of the opinion that ML 80114 has low – moderate prospectivity.

ML 80120 (Royal South)

Drill testing of the southern extension of the Royal shoot has been unsuccessful to date. The structure exists, but the belief is that the potential will fall off as it approaches the hotter system of the Myles Corridor. It is, however, not extensively tested to date and some potential remains.

The southern extension of Phoenix appears to have been closed off by drilling in M L80144, and there has been significant drilling of the Griffin structure in both ML 80088 and ML 80120. However, there is are untested areas up plunge from the Griffin orebody and at depth just above the FoD at a similar position to that at Griffin to the north.

Low-moderate prospectivity still exists as strike extensions to the south for Phoenix and Griffin.

RPM is of the opinion that ML 80120 has low – moderate prospectivity.

7.2.5 Exploration Permit Review

The locations of the exploration permits are shown in **Figure 7-1**.

EPM 15981

The key regional exploration targets for EPM 15981 are shown in Figure 3 8. There are four priority and two lower priority regional targets:

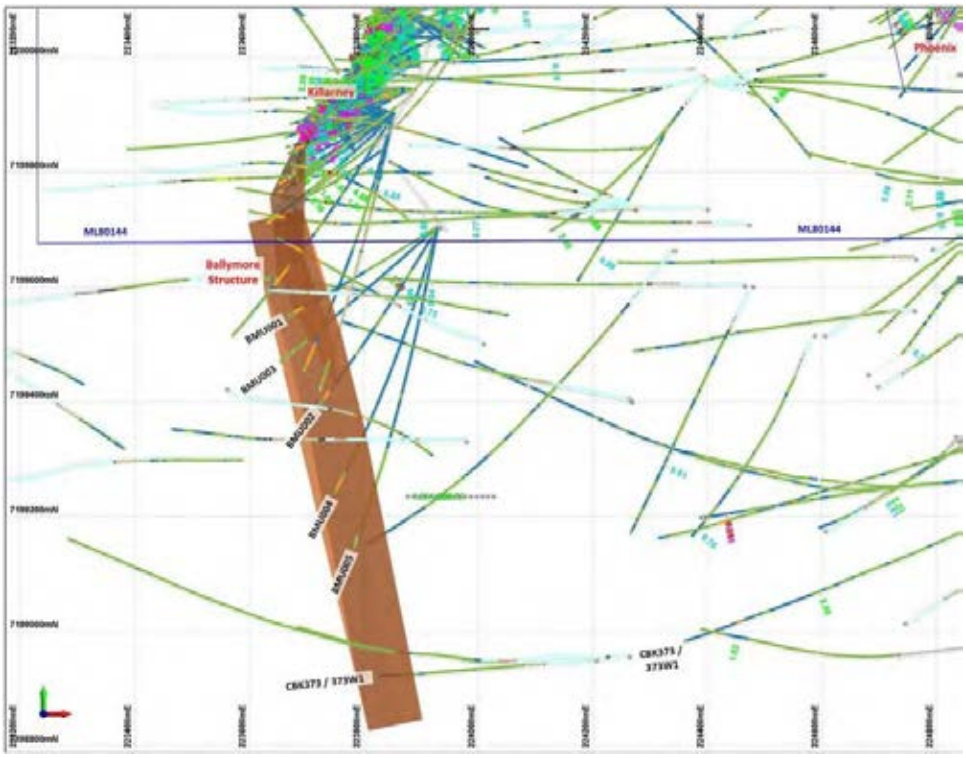
- Priority targets:
  - Ballymore – a structural analogue to the Klondyke and Fordee structures.
  - Boughyard – a 3 km x 1.5 km advanced argillic alteration system.
  - Ballymore-Cracow SW Corridor – MT targets defined.
  - NW Corridor – a high-level low sulphidation epithermal target.
- Lower priority targets:
  - Buffel Hill – low sulphidation epithermal mineralisation targeted on the extension of the Cracow Creek trend under cover.
  - Tawarri – a Permian age Cu-Au porphyry target.

Ballymore

The Ballymore structure is an extension from the southern end of the Western Field underground workings.

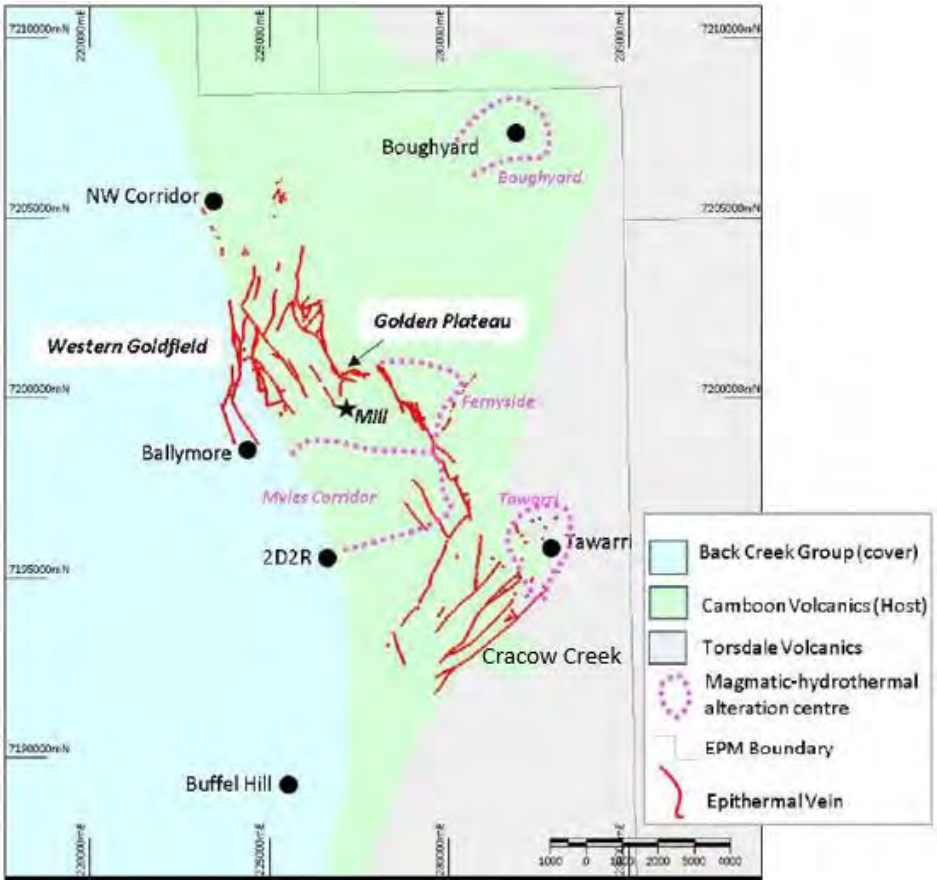
Underground drilling into the Ballymore structure in 2020 intersected quartz-carbonate stockwork veins with minor adularia and anomalous gold and pathfinder elements. Drilling in 2021-22 provided further similar intersections with additional encouraging illite-smectite alteration, on the Ballymore structure, but also two high grade gold intersections in drill hole BM002 (0.5 m @ 7.1g/t Au and 0.4 m @ 3.5g/t Au) associated with a subordinate structure (**Figure 7-7**).

Figure 7-7 Plan of Ballymore Prospect with Recent Drilling



Note: Ballymore structure wireframe light orange-brown.

Figure 7-8 EPM 15981 Exploration Targets



Boughyard

The Boughyard prospect is located approximately 10 km northeast of the Cracow goldfield and represents both high and low sulphidation epithermal targets, though is noted by Cracow geologists as being more prospective for large tonnage, low grade gold.

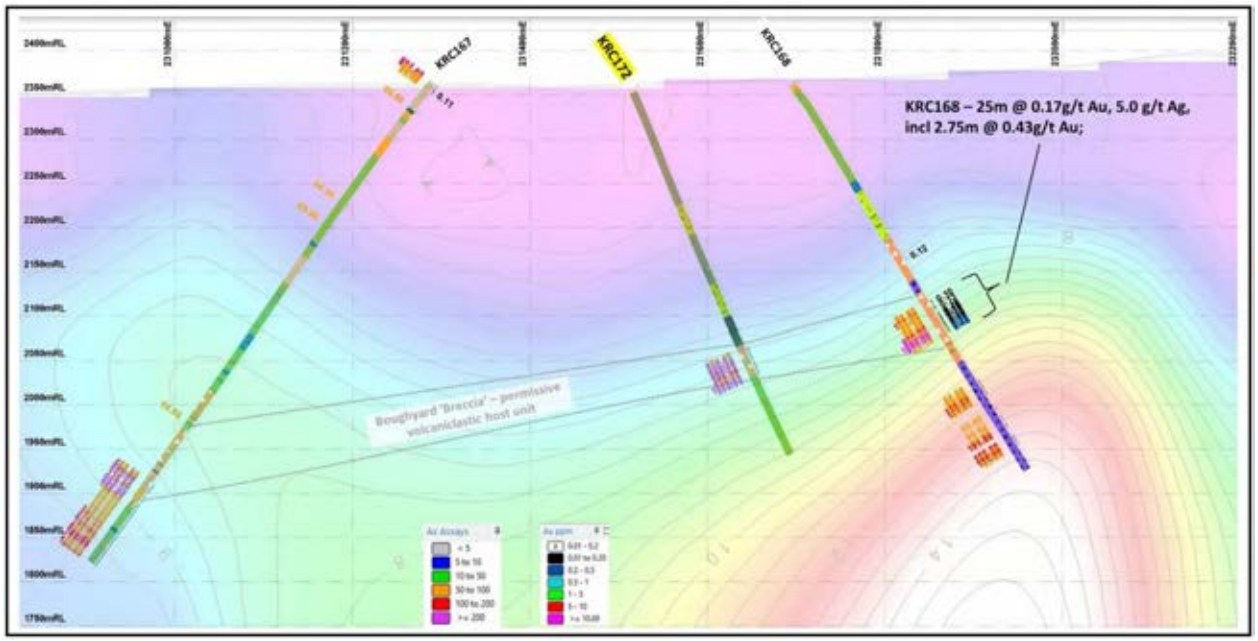
Boughyard consists of an outcrop of a highly silicified fragmental unit which forms a distinct topographic high. Within it there are zones of clast-supported fragmental and matrix-supported fragmental with both angular and rounded fragments. The origin of the fragmental is uncertain; the presence of rounded clasts suggests conglomerate, but angular fragments suggest volcanoclastic. There is also angular fragmentation with siliceous infill suggesting some hydraulic brecciation. RPM believes the host to be possibly a volcanoclastic with potential rounding of some clasts during deposition, with later hydraulic brecciation and silicification during a later mineralising event.

The prospect is defined by a 3 km x 1.5 km surface geochemical and alteration zone. Early drilling of an induced polarisation ("IP") chargeability anomaly intersected a volcaniclastic breccia with advanced argillic (quartz-alunite-pyrophyllite) alteration and abundant pyrite, with lesser tennantite-tetrahedrite and base metal sulphides. The alteration and geochemical characteristics identify the prospect as a high sulphidation epithermal zone. The drilling returned a best intercept in KRC168 of 24.75 m @ 0.17g/t Au, 5g/t Ag, 0.03% Cu, 0.07% Pb 169ppm Sb and 0.02% Zn from 307 m (**Figure 7-9**).

More recent follow-up drilling in 2021-2022 intersected the target host breccia and returned similar alteration and mineralisation, but no significant gold anomalism.

The potential for the prospect to host a large tonnage, low grade, high sulphidation epithermal deposit has been downgraded by Cracow geologists, whose focus now is potential high grade, low sulphidation epithermal targets on the periphery.

Figure 7-9 Cross-Section of Boughyard Prospect Showing Chargeability Anomaly and Drilling



Note: Section looking north at 7206100mN. Drill hole colour-coded by lithology with gold assays (righthand side) and arsenic (lefthand side). Recent drill hole collar name highlighted yellow.

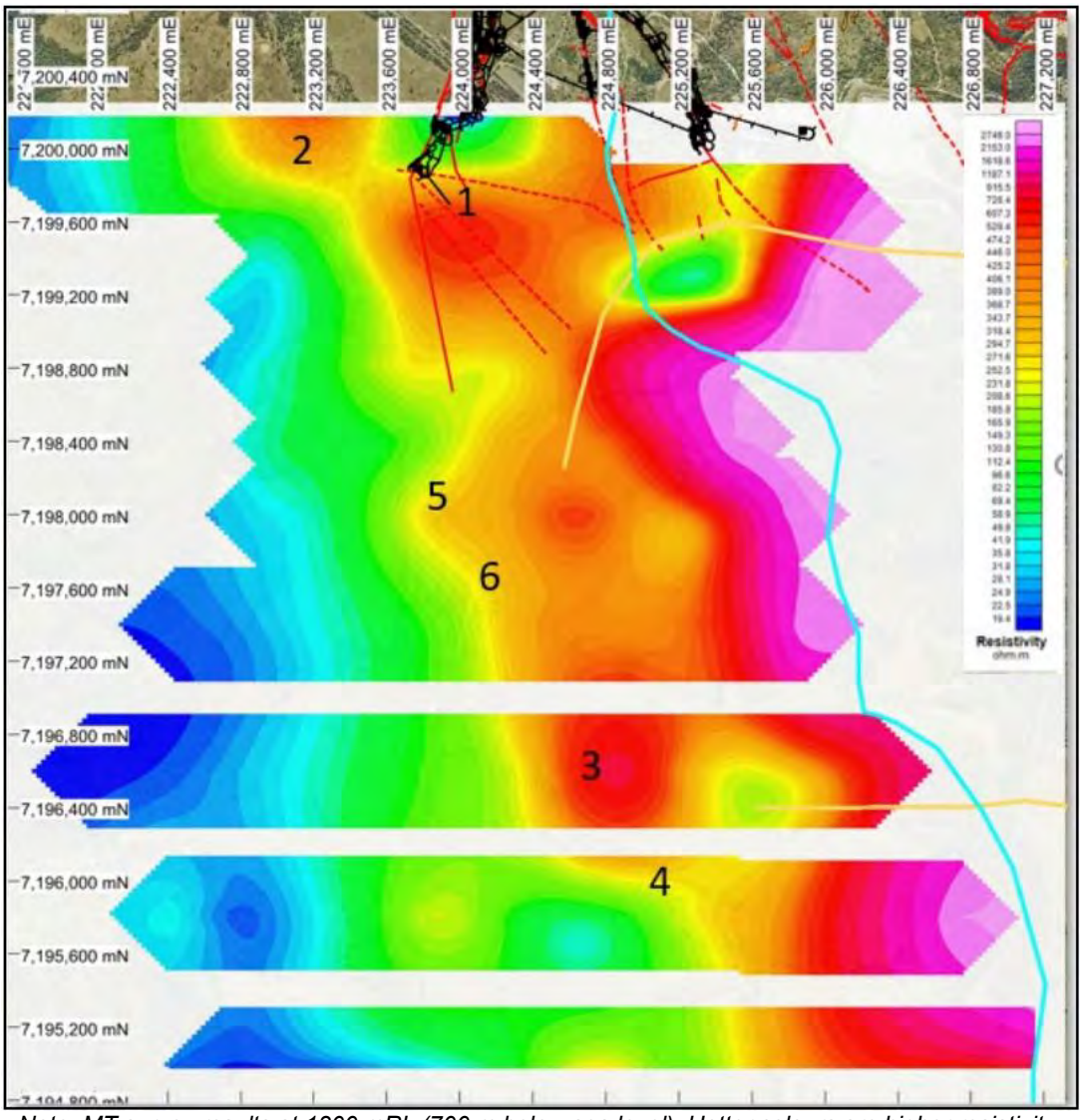
Exploration is early stage and due to this RPM believes prospectivity to be low-moderate.

Ballymore - Cracow SW Corridor

Southeast along the Ballymore structure there is no outcrop due the post-mineralisation Back Creek Group cover (**Figure 7-8**) and there has been limited exploration apart from two 2D seismic lines and several deep diamond drill holes.

A recent magnetotelluric geophysical survey ("MT") was carried out between the Ballymore and Cracow SW prospects. Several structural features and resistivity zones were interpreted from which six (6) priority targets were identified for follow-up (**Figure 3 10**). Detailed follow-up MT is planned to refine the targets.

Figure 7-10 Ballymore – Cracow SW MT Survey Contoured Resistivity



Note: MT survey results at 1300 mRL (700 m below sea level). Hotter colours are higher resistivity.

NW Corridor

The NW Corridor is situated 2.5 km northwest of the Rose's Pride lode and is made up of a group of NW-trending structures. Field surveys found outcropping chalcedony and celadonite, which represent a higher level, cooler and less prospective mineralised horizon. Anomalous high level (Ag-As-Sb-Mo-Tl) rock chip geochemistry has defined drill targets. A soil geochemical sampling program is also planned. Prospectivity is believed to be at depth, however, Global Ore Discovery consultants suggest an alternative interpretation, which has the high level mineralisation as a result of spent fluids from the Western Cracow system itself.

RPM believes the targets are worth drill testing at the appropriate stratigraphic level and ranks prospectivity as low-moderate.

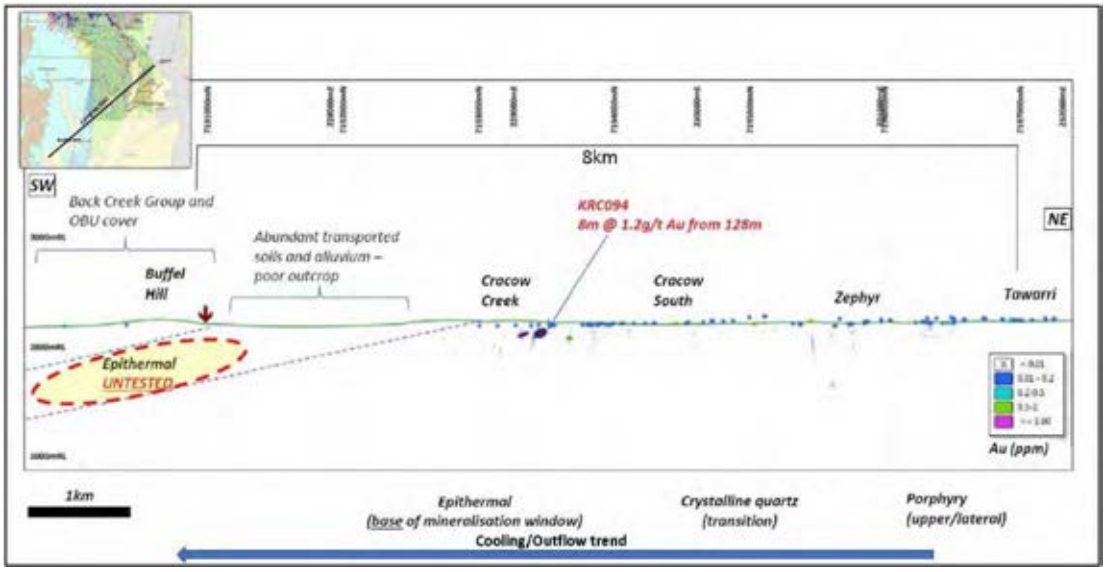
Buffel Hill

Buffel Hill is a conceptual target 10 km south of the Western Field. It is based on the interpretation that the Tawarri area (**Figure 7-8**) represents a surface expression of a high temperature hydrothermal system possibly related to a buried porphyry system. Fluids from this system caused the mineralised Cracow Creek

quartz veins (**Figure 7-8**), which are interpreted as representing the lower part of the epithermal system. Prospectivity lies to the southwest where the area at Buffel Hill is interpreted to have been tilted down (**Figure 7-11**). However, Global Ore Discovery recognises the fact that there is no evidence for a large advanced argillic system (e.g. Myles Corridor) developed in the Cracow Creek or Buffel Hill areas, which downgrades the prospectivity.

RPM believes Buffel Hill to have a low prospectivity.

Figure 7-11 Buffel Hill Cross Section



Source: GlobalOre_Project Crocodile 15May2020.pdf

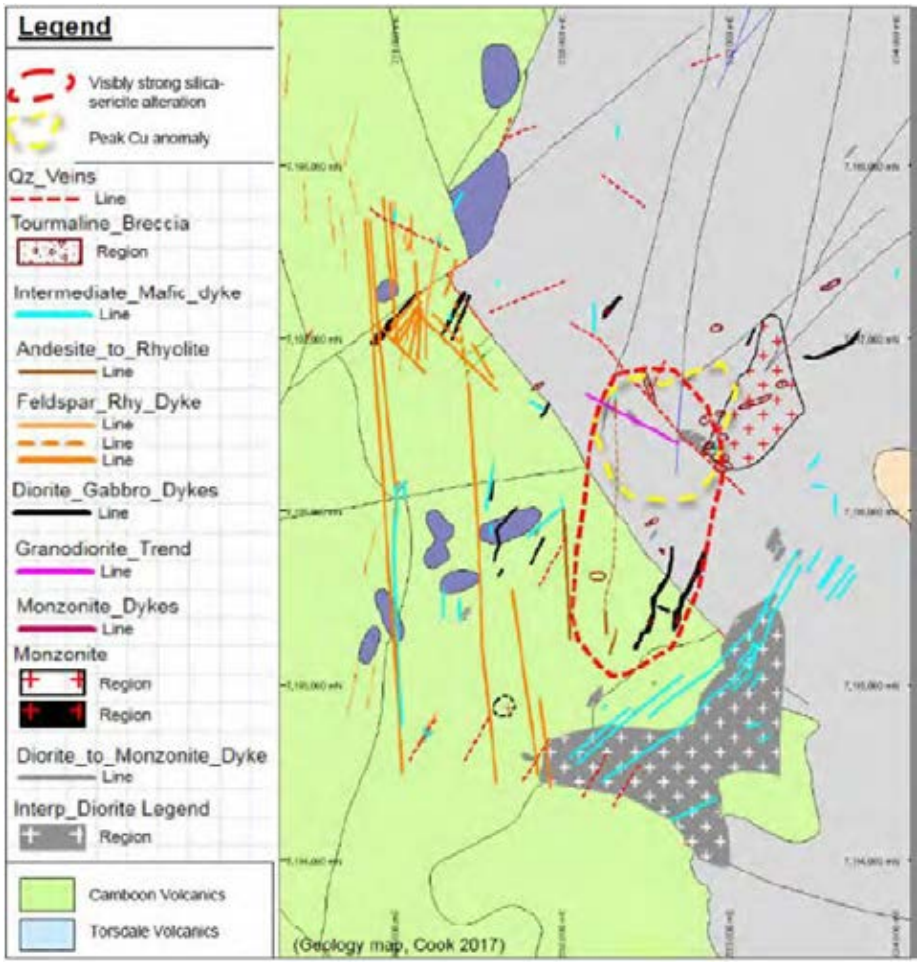
Tawarri

Tawarri lies ~6 km Southeast of Golden Plateau. The primary target at Tawarri is a concealed possibly Permian age porphyry Cu +/- Au system associated with an outcropping 1.5 km north-northeast silica-sericite alteration zone (Figure 3 12), with an outer propylitic halo of epidote-chlorite alteration. A 300 m x 300 m +500 ppm Cu soil anomaly exists with associated elevated Mo-Se-Tl-W and depleted Zn-Li-V-Sb, indicating the potential to be above the porphyry mineralised zone.

There are silica-sericite and silica-sericite-tourmaline bearing breccias associated with weak copper oxide staining. Cracow 3D modelling of the ground magnetics identifies a magnetic low to 600 m depth that is spatially associated with a structural intersection.

This prospect is conceptual, deep and stand-alone, and would not provide mill feed to the Cracow operation and is ranked as having low prospectivity by RPM.

Figure 7-12 Tawarri Surface Geology and Alteration



Source: GlobalOre_Project Crocodile 15May2020.pdf

This prospect is conceptual, deep and stand-alone, and would not provide mill feed to the Cracow operation and is ranked as having low prospectivity by RPM.

Other Prospective Areas

Extensions to Existing Structures

In addition to the above noted regional targets, RPM believes there is a need for a review of all exploration data for possible extensions of existing mineralised structures outside of the existing mining leases.

- The Klondyke structure may have more fault jogs and dilation zones to the Southeast where it may intersect the northeast-trending structures associated with rhyolite dykes;
- Extensions to the Southeast of the old Golden Mile pit;
- The northward extension of the White Hope structure; and
- The northeast extension of the structure which has had shallow mining in ML 3243.

Global Discovery Consultants Targets

Global Ore Discovery consultants have reviewed drilling, rock chip and soil geochemistry data and note the following prospective areas:

- Anomalism below the Back Creek Group contact to the south of the Western Goldfield;
- Immediately south of Golden Plateau;

- Walhalla;
- Golden West; and
- Dawn.

Walhalla is a low gold geochemical target with one 50g/t Au rock chip which provided encouragement to drill. A thick intersection of FoD was drilled with some Lower Mafic-Intermediate Unit ("LMIU") beneath. Nothing of interest was returned, however, stratigraphic logging supports the thinning of the FoD to the SW towards the Rose's Pride area, and the drill hole provided information to develop the Rose's Pride Deeps target.

Structural Study

The structural framework at Cracow is complex and critical to understanding the formation of the epithermal deposits. Recent investigation and interpretation of the structural story is continuing at Cracow and better understanding appears to be recognising further potential in the district.

Overall RPM is of the opinion EPM 15981 is strongly prospective.

EPM 26311 (Cracow North)

EPM 26311 has 77 sub-blocks and sits directly to the north of the key Cracow tenement of EPM 15981. The area is thought to be prospective for both low and high sulphidation epithermal systems. The tenement has a Hymap Hyperspectral survey and a LIDAR survey covering the entire area. The former did not identify any magmatic hydrothermal alteration centres like those observed around the Cracow gold field.

Early, previous exploration on the tenement was for volcanogenic massive sulphide ("VMS") or stratabound copper mineralisation in the Camboon Volcanics, encouraged by occurrences of native copper, which later attributed to stripping of the mafic minerals in the volcanics. Regional geochemical sampling and airborne magnetics in the 1980-90's did not identify any obvious epithermal targets. The success of finding gold at Cracow detracted from much regional exploration and the area has not had any systematic exploration for low sulphidation epithermal gold with the new understanding of the mineralisation.

northeast-trending structures are interpreted which displace the Back Creek Group and could represent reactivation of earlier extensional basement structures. Cracow geologists recognise these structures as having potential to:

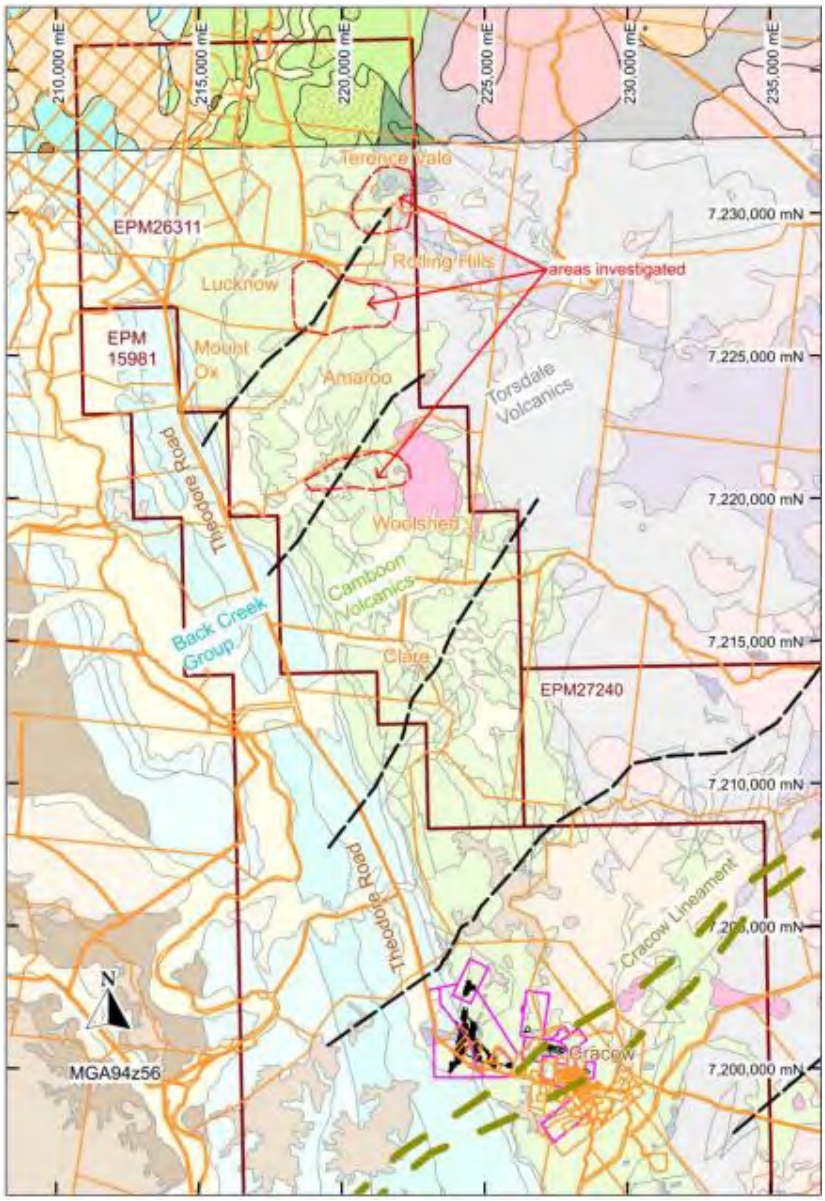
- Host Early Permian low sulphidation epithermal gold mineralisation as at Cracow, which would be concealed by the Back Creek Group; and
- Late Permian – Early Triassic epithermal or mesothermal mineralisation hosted within the Back Creek Group, similar to that noted at the Balmoral Extended prospect south of Cracow.

Interpretation carried by Cracow exploration geologists identified three target areas; Terence Vale, Lucknow-Amaroo and Woolshed (**Figure 7-13**). Field mapping, soil and rock chip sampling at the Terence Vale target noted a northeast-trending ridge of silica-kaolinite altered andesite with iron and manganese oxide fracture fill and minor copper oxide and disseminated pyrite. The mineralisation was interpreted as being sourced from acidic, high temperature hydrothermal fluids, and showed similarities to the Boughyard prospect.

The Lucknow-Amaroo and Woolshed target areas returned nothing of interest.

EPM 26311 has had little concerted modern exploration effort and RPM is of the opinion it remains low to moderately prospective with this new knowledge.

Figure 7-13 EPM 26311 Cracow North with Target Areas



EPM 27240 (Boughyard North)

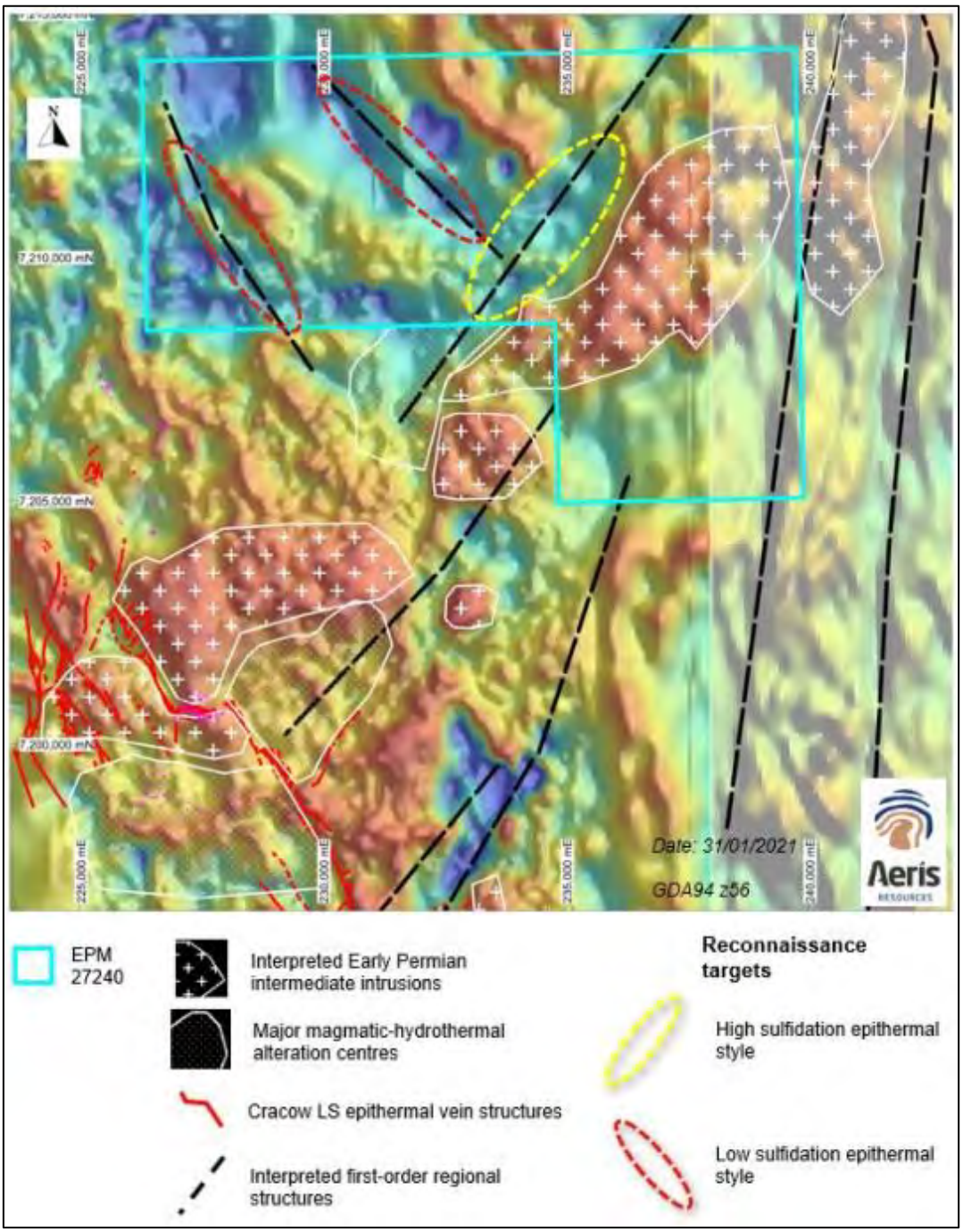
The Boughyard North tenement was recently granted (December 2019), so work has focussed on a review of existing data.

The Fernyside-Myles corridor system is interpreted to be the driver for the high grade, low sulphidation, epithermal mineralisation at Cracow. Interpretations of aeromagnetic and hyperspectral data suggests the Boughyard hydrothermal system, which is thought to be analagous to the Fernyside-Myles system, trends into the Boughyard North tenement. This is based on similar alteration systems which occur along prominent first order structures and Late Carboniferous-Early Permian intrusions (which are magnetic) trends. The hyperspectral survey detected responses indicative of dickite and pyrophyllite alteration.

Interpretation of the data has identified a number of target areas for initial exploration (**Figure 7-14**).

RPM is of the opinion EPM 27240 is low to moderately prospective, based on the early stage of the exploration work and conceptual nature of the targets.

Figure 7-14 EPM 27240 Interpretation and Target Areas



7.2.6 Valuation

This Valuation is made in accordance with the following:

- The Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves ("The JORC Code"), 2012 Edition;
- The 2015 edition of the Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets ("The VALMIN Code");
- ASX Listing Rules (Chapter 5) and Relevant Guidance Notes, and
- Australian Securities and Investments Commission ("ASIC") Regulatory Guide 111 and 112 in relation to the "Content of expert reports" and the "Independence of Experts" respectively.

In conjunction with this Valuation, RPM conducted an ITER on the assets being valued, the findings of which are captured in a separate report, except the Cracow tenements which is in this report. The ITER provides the technical review and assurance on which the Valuation is based.

All dollar values are expressed as $ and represent AUD, unless otherwise noted.

Basis of Valuation

The VALMIN Code primarily uses the terms Market Value and Technical Value.

- Technical Value is an assessment of a Mineral Asset's future net economic benefit at the Valuation Date under a set of assumptions deemed most appropriate by a Practitioner, excluding any premium or discount to account for market considerations.
- Market Value is the estimated amount (or the cash equivalent of some other consideration) for which the Mineral Asset should exchange on the date of Valuation between a willing buyer and a willing seller in an arm's length transaction after appropriate marketing where the parties had each acted knowledgeably, prudently and without compulsion.

The Valuation date is the 1st of May, 2022.

Three Valuation Approaches are noted by the VALMIN Code as being widely accepted approaches.

Market-Based Approach

The Market Approach is based primarily on the notion of substitution. In this Valuation Approach the Mineral Asset being valued is compared with the transaction value of similar Mineral Assets under similar time and circumstance on an open market. These include:

- Comparable Sales Transaction, and
- Joint Venture Terms.

Income-Based Approach

The Income Approach is based on the notion of cashflow generation. In this Valuation Approach the anticipated benefits of the potential income or cashflow of a Mineral Asset are analysed. These include:

- Discounted cashflow (DCF); and
- Multiples of Earnings.

Cost-Based Approach

The Cost Approach is based on the notion of cost contribution to Value. In this Valuation Approach the costs incurred on the Mineral Asset are the basis of analysis. These include:

- Sunk costs; and
- Current Replacement Costs.

The selection of an appropriate Valuation Method will depend on such factors as the:

- Nature of the Valuation;
- development status of the Mineral Assets; and
- extent and reliability of available information.

The VALMIN Code (2015) provides a classification of mineral assets which relate to the applicability of the Valuation approaches. These are:

- Early-stage Exploration Projects – Tenure holdings where mineralisation may or may not have been identified, but where Mineral Resources have not been identified;
- Advanced Exploration Projects – Tenure holdings where considerable exploration has been undertaken and specific targets identified that warrant further detailed evaluation, usually by drill testing, trenching or some other form of detailed geological sampling. A Mineral Resource estimate may or may not have been made, but sufficient work will have been undertaken on at least one prospect to provide both a good understanding of the type of mineralisation present and encouragement that further work will elevate one or more of the prospects to the Mineral Resources category;
- Pre-Development Projects – Tenure holdings where Mineral Resources have been identified and their extent estimated (possibly incompletely), but where a decision to proceed with development has not been made. Properties at the early assessment stage, properties for which a decision has been made not to proceed with development, properties on care and maintenance and properties held on retention titles are included in this category if Mineral Resources have been identified, even if no further work is being undertaken;
- Development Projects – Tenure holdings for which a decision has been made to proceed with construction or production or both, but which are not yet commissioned or operating at design levels. Economic viability of Development Projects will be proven by at least a Pre-Feasibility Study;
- Production Projects – Tenure holdings – particularly mines, wellfields and processing plants – that have been commissioned and are in production.

The Valuation approaches applicable to these mineral asset classifications are shown on **Table 7-3**.

Table 7-3 Comparison Between Valuation Methodologies

Valuation Approach	Exploration Projects	Pre-development Projects	Development Projects	Production Projects
Market	Yes	Yes	Yes	Yes
Income	No	In some cases	Yes	Yes
Cost	Yes	In some cases	No	No

The Valuation of a mineral asset should use at least two approaches and reasons for selection of the preferred Valuation approach should be explained. The market premium/discount must be explained. A range of values and a preferred value must be determined.

Valuation Methodologies

The projects considered in this report are not valued using the DCF method as all of the Mineral Resources noted are not included in the LOMP's and financial models for each of the projects. The projects are valued by a combination of Comparable Transactions (Market-based), and Appraised Value and Geoscientific approaches (both Cost-based).

Appraised Value Method

The Appraised Value or Multiples of Exploration Expenditure ("MEE") approach uses past tenement expenditure escalated to the valuation date. The expenditure must be relevant to advancing the potential of the project and not include excessive administration expenditure. RPM limits the administration expenditure to 10% of the tenement total expenditure. The expenditure can include acquisition costs and warranted future expenditure which are commonly the statutory expenditure requirements defined on granting or extending the life of the tenement. It is normal to limit the tenement expenditure to the most recent five years or so.

Warranted future expenditure should be expenditure which will improve the project and is likely to be spent. Warranted future exploration expenditure is determined from statutory requirements over the following one-two years.

The Appraised Value approach is factored by a prospectivity enhancement factor ("PEM") which considers the geological and exploration factors which reflects the project's status and its potential (**Table 7-4**).

Table 7-4 MEE Method - Typical Prospectivity Enhancement Multipliers

Category	Technical Valuation	Applicable PEM Range
1	Limited potential for mineralisation of economic significance and/or prospectivity has been downgraded by exploration carried out prior to valuation date.	0.5 – 0.9
2	Exploration data (historical and/or current) consists of predrilling surveys with results sufficiently encouraging to warrant further exploration.	1.0 – 1.4
3	One or more prospects defined by geology, geochemistry and/or geophysics to the extent they present drill targets having likely economic potential.	1.5 – 1.9
4	One or more targets with significantly mineralised drill hole intersections within a clearly prospective geological context.	2.0 – 2.4
5	Exploration well advanced and infill drilling warranted in order to define or up-grade to the stage that mineral resources can be estimated.	2.5 – 2.9
6	Indicated resources have been defined but a pre-feasibility study has not recently been completed.	3.0

The PEM applied to the expenditure provides a Technical Value for the project. Further adjustments are made to account for the market to derive a Market Value.

Due to the variably high gold price throughout the period from April 2020 to April 2022, RPM determined that no Market Factor for gold projects would be applied (see Section 8.3.1 Market Factor).

The period from March 2017 to April 2022 showed an increase in the copper price from June 2020. However, copper equivalent (CuEq) resource multiples from earlier periods had the same range of values as those in the period from June 2020 onwards. Zinc equivalent (ZnEq) resource multiples showed a similar picture. RPM determined no Market Factor would be applied for copper and copper-zinc projects (see Section 8.3.2 Market Factors).

Comparable Transaction Method

The Comparable Transactions approach is based on the determination of a transaction multiple, usually dollars per ounce or tonne of Mineral Resource ($/oz or $/t), however it can also be applied to dollars per unit area ($/Ha or $/km2). The transaction prices for projects with Mineral Resources or tenements are based on a large number of factors: geological factors and exploration potential, proximity to existing mines or mineral resources, status of target company, strategic benefit to the buyer, market conditions, etc. No two assets can be deemed to be exactly comparable, therefore a suitable number of similar assets reflecting the status of Mineral Resources, exploration, tenement type and geological setting are selected, and from these a list of transaction multiples is determined.

From this data a range and a preferred transaction multiple are selected depending on the comparability of the transaction assets and the asset to be valued. These are then applied to the Mineral Resources or tenement area of the asset to be valued.

If applicable, the values are adjusted to reflect the increase in commodity price and market sentiment.

There are a number of limitations to the Comparable Transactions approach:

- Difficulty in obtaining sufficient recent transactions considered comparable to the asset being valued;
- Obtaining accurate purchase price and asset quality data; and
- Market fluctuations impact purchase prices.

Comparable transaction data was obtained for transactions involving Mineral Resources for copper and gold, and gold exploration permits, prospecting licences and mining leases, and these were applied as appropriate to the assets being valued.

Geoscientific Method

The Geoscientific approach is usually applied to tenements and is based on the cost of tenement application and the holding of a tenement for a period of 12 months. The approach focuses on a Base Acquisition Cost ("BAC") and factoring based on geology and exploration, and location with respect to known mineral resources and mines. Further modifying factors relating to market factors are applied as necessary. The BAC includes application fees, rental and statutory exploration costs as defined in granting of the permit conditions.

Geological factors were originally developed by Kilburn (1990), with a rating from 0.1 to 10. These have since been modified by numerous others. RPM uses the geological factors as shown in **Table 7-5**.

Table 7-5 Geoscientific Ranking Factors

Rating	Off Property Factor	On Property Factor	Anomaly Factor	Geological Factor
0	No prospect of mineralisation			
0.5	Unsuitable environment with little chance of mineralisation	Unsuitable environment with little chance of mineral prospectivity	Previous exploration with poor results – no encouragement	Generally unfavourable geology
0.75	No known mineral deposit in district	No known mineralisation in tenement area	No targets identified	Generally <50% favourable geology
1	Indications of prospectivity in surrounding areas	Indications of mineralisation	Previous exploration – no targets identified	Generally favourable geology in area <75%
1.5	Promising results from drilling around the area	Drilling shows encouragement with prospective mineralisation	Early stage targets	Generally favourable geology in area. Mineralised structures/stratigraphy present
2	Historical workings in adjacent areas	Significant drilling	Well-defined targets identified	Strongly favourable geology
2.5	Along strike from historical workings	Historic production within the area	Several well-defined targets	
3	Mineral Resources identified in adjacent areas	Recent mining in area	Significant targets	
3.5	Adjacent area has Mineral Resources and project prefeasibility status	Historic mining with reasonable production	Economic targets	
4	Adjacent area has Mineral Resources and project prefeasibility status	Historic production and along strike from previous workings	Economic mineralisation found in drill intersections	
5	Adjacent to operating mine	Inferred resources identified		

There are a number of limitations to the Geoscientific approach:

- Determination of an appropriate BAC, and
- The method is influenced by the size of the asset; small high-quality assets may be undervalued and large low quality assets may be overvalued.

7.2.7 Valuation Results

Cracow Mining Leases and Exploration Tenements

Ownership Changes and Key Developments

At Cracow a total of 850 k oz of gold was produced by underground and open pit mining methods until 1993. After this time, Newcrest Mining Ltd ("Newcrest") and Sedimentary Holdings Ltd ("Sedimentary") established a 70%:30% joint venture ("JV") in 1995 to explore the Cracow area. On the discovery of Permo-Carboniferous low sulphidation epithermal gold mineralisation at Pajingo in North Queensland, the JV re-evaluated the Cracow field, with subsequent exploration resulting in the discovery of the Royal shoot in 1998, followed by the Crown and Sovereign shoots. Mining commenced in 2004.

In 2011 Evolution Mining Ltd ("Evolution") acquired Cracow and continued mining until June 2020 when Aeris Resources Ltd purchased the operation.

Mining Licences and Exploration Tenements

RPM completed a high level tenure review and determined that the mining licences and exploration tenements granted to the Cracow operation are currently valid and appear to be in good standing (see Section 3 for details).

Mineral Resources and Ore Reserves

Aeris are mining the existing Mineral Resources and Ore Reserves and these do not form any part of the Valuation. Evolution and Aeris have defined exploration targets within the existing mine leases and exploration permits and these form the basis of the Valuation.

Previous Valuations of Aeris' Cracow Assets

One previous Valuation has been carried out for the tenements, excluding Mineral Resources and Ore Reserves. This was carried out by Mr Steve Hinde of RPM in September, 2020, for the purposes of determining a book value for Aeris. RPM understands there have been no other valuations.

The previous transaction of the Cracow Operations, the purchase by Aeris from Newcrest in early 2020, included the mining operations, the Mineral Resources and Ore Reserves, and the tenements. The tenement value cannot be separated within this transaction, and therefore cannot be used here.

Preferred Valuation Method

Of the three approaches defined, the Appraised Value approach is most often used as the preferred method of valuation for early and advanced stage exploration assets with actual costs specific to the tenement together with future prospectivity assigned. This is the primary method used for the exploration permits, EPM 15981, EPM 26311 and EPM 27240. The Appraised Value method cannot be used for the mining leases as separate expenditure is not available.

A reasonable number of comparable transactions have been obtained to achieve an appropriate valuation using the Market Approach, and this approach has been used for the remaining assets and as a reasonableness check for EPM 15981, EPM 26311 and EPM 27240.

The Geoscientific method is most often used on assets with no Mineral Resources as a check on the Appraised Value and Market Approaches, and it has been used here as a reasonableness check for all assets.

This is summarised in **Table 7-6**.

Table 7-6 Summary of Valuation Methodologies

Tenements	Appraised	Comparable Transactions	Geoscientific
EPM 15981	Yes	Yes	Yes
EPM 26311	Yes	Yes	Yes
EPM 27240	Yes	Yes	Yes
ML 3219	No	Yes	Yes
ML 3221	No	Yes	Yes
ML 3223	No	Yes	Yes
ML 3224	No	Yes	Yes
ML 3228	No	Yes	Yes
ML 3230	No	Yes	Yes
ML 3231	No	Yes	Yes
ML 3232	No	Yes	Yes
ML 3234	No	Yes	Yes
ML 3243	No	Yes	Yes
ML 80024	No	Yes	Yes
ML 80088	No	Yes	Yes
ML 80114	No	Yes	Yes
ML 80120	No	Yes	Yes

Market Factor

A review of comparable transactions was carried out to determine resource multiples ($/oz gold) for gold assets for the period April 2020 to April 2022 (Figure 8 1). The gold price for this period (**Figure 7-15**) is variably high and no relationship was seen between the gold price and resource multiples. Based on this RPM determined that no Market Factor for gold projects would be applied.

Figure 7-15 Resource Multiples in $/oz Gold from Comparable Transactions

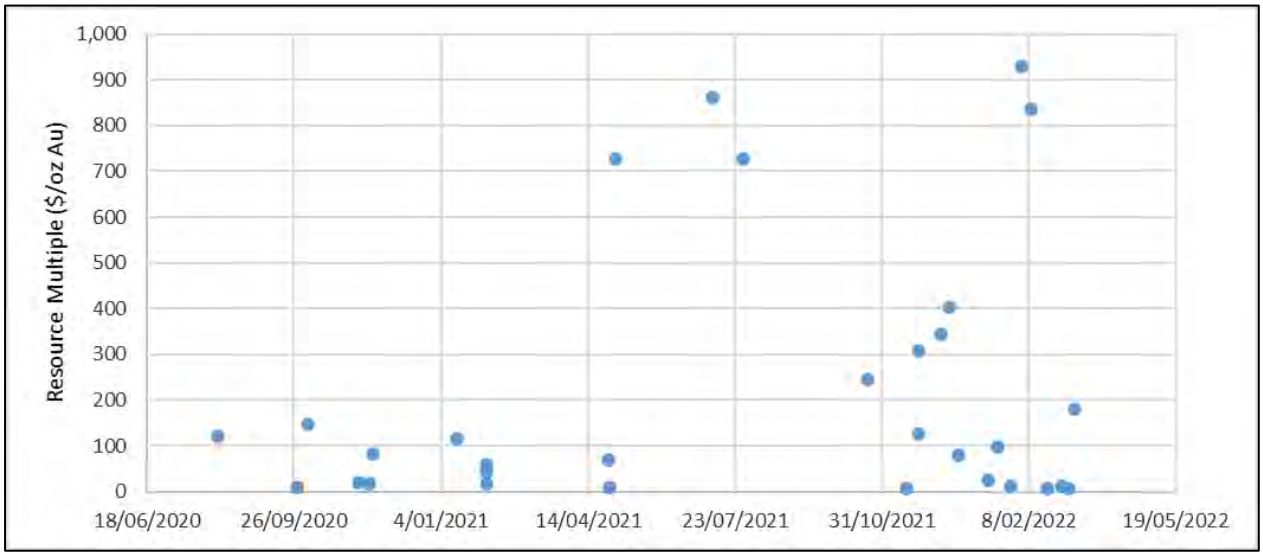


Figure 7-16 Gold Price

Appraised Value

The Appraised method was used to Value the Cracow exploration tenements.

Relevant past and warranted future expenditure was determined from documentation provided. The future budgeted expenditure commitments for the tenements was provided for the 2022-23 year. which was significantly higher than previous years expenditures. As there is no guarantee the budgeted expenditure will be realised, to reduce risk RPM determined to cap 2022-23 expenditure at the 2021-22 years' expenditure. For the 2023-24 year RPM used 50% of this for EPM 15981 and 100% for EPM 26311 and EPM 27240.

The relevant past and proposed expenditure for the exploration tenements was escalated and de-escalated, respectively, to the Valuation Date using RBA CPI rates (**Table 7-7**).

Table 7-7 EPM Expenditure (Escalated and De-Escalated)

Tenement	Relevant Actual Expenditure (AUD)						Commitment (AUD)		
	Feb-18	Feb-19	Feb-20	Feb-21	Feb-22	**Total**	Feb-23	Feb-24	**Total**
EPM 15981	1,810,384	1,361,384	1,579,103	1,894,931	2,420,000	**9,066,146**	2,420,000	1,21,000	**3,630,000**
	May-18	May-19	May-20	May-21	May-22		May-23	May-24	
EPM 26311	127,266	151,132	17,311	63,757	40,000	**399,426**	40,000	40,000	**80,000**
				Dec-21	Dec22		Dec-23	Dec-24	
EPM 27240				9,296	20,000	**29,296**	20,000	20,000	**40,000**

A range and a preferred value PEM were determined for all EPMs and no market factor was used to determine a market value (**Table 7-8**).

Table 7-8 Appraised Value Estimate

Tenement	Relevant Past Expenditure (AUD)	Committed Future Expenditure (AUD)	Range	PEM	Technical Value (AUD M)	Market Factor	Market Value (AUD M)
EPM 15981	9,066,146	3,630,000	Low	1.5	19.0	1.0	19.0
			High	1.9	24.1		24.1
			Preferred	1.7	21.6		21.6
EPM 26311	399,426	80,000	Low	1	0.48	1.0	0.48
			High	1.4	0.67		0.67
			Preferred	1.2	0.58		0.58
EPM 27240	29,296	40,000	Low	1	0.07	1.0	0.07
			High	1.4	0.10		0.10
			Preferred	1.2	0.08		0.08

Comparable Transactions Value

Transactions for gold projects were determined from S&P Global Market Information and supplemented by web searches and company web sites. These were restricted to being mining leases, prospecting licences and exploration licences without mineral resources or ore reserves. Tenements which were close to existing mines, projects with mineral resources or ore reserves, along strike from the former two, and which had strategic value to the purchaser, were selected as being more relevant to the Cracow assets being valued. The Cracow assets have a strong strategic value to the company as any mineral resources discovered would provide additional feed to existing infrastructure and have the benefit of existing services and management.

The Comparable Transactions selected are shown in **Table 7-11** and details of the transaction and aspects of the tenement are shown in **Appendix B**.

Comparable transactions involving exploration permits, some with prospecting licences, were selected for the valuation of the Cracow exploration permits. The transaction multiples were separated into three groups; EPMs, ML's and PL's. To differentiate between the key exploration tenement EPM 15981 and the EPM 26311 and EPM 27240, the area multiples were divided into a lower value group and an upper value group at the 50 percentile. The median value ($/Ha) became the upper range value for the lower 50 percentile group and the lower range value for the upper 50% percentile group (**Table 7-9**).

Table 7-9 Transaction Multiples for Exploration Permits

EPM 15981 Range ($/Ha)		Mean
Low	High	($/Ha)
70	835	220
EPM 26311, EPM 27240 ($/Ha)		**Mean**
Low	High	($/Ha)
6	70	19

Comparable transactions involving mining leases and prospecting licences were selected for valuation of the Cracow mining leases (**Table 7-10**). The key Cracow mining leases were more comparable to the mining lease transactions, whereas the lesser Cracow mining leases were comparable to the prospecting licence comparable transactions.

Table 7-10 Transaction Multiples for Mining Leases and Prospecting Licences

ML Range ($/Ha)		
Low	High	Mean ($/Ha)
727	7,066	2,389
PL Range ($/Ha)		
Low	High	Mean ($/Ha)
16	861	235

Due to the small size of ML 3223 and ML 3224 these have been combined with the adjacent similar ML 3221. Due to the small size of ML 80024 this have been combined with the adjacent similar ML 3230.

Comparable Transaction values are detailed in **Table 7-12**.

Geoscientific Value

For the Geoscientific approach and determination of the BAC, the current Queensland mineral exploration licence and mineral mining lease application fees are $1,017 and $1,699 respectively, and annual rental fees are $167.7 per sub-block and $64.8 per Ha, respectively. A study by Agricola Mining Consultants P/L in 2018 determined the range and average administration fees and first year exploration commitment per km2. RPM has escalated these figures (using RBA CPI) to the valuation date and determined an administration fee of $41.25/km2, and the first year commitment range of $386.7/km2 to $438.3/km2, with a preferred value of $412.5/km2.

Due to the small size of ML 3223 and ML 3224, these have been combined with the adjacent similar ML 3221. Due to the small size of ML 80024 this have been combined with the adjacent similar ML 3230.

The results of the geoscientific valuation are shown in **Table 7-13**.

Valuation Summary

RPM used a number of valuation approaches to determine a value for Aeris' Cracow tenements. RPM selected the Appraised Value approach as the primary method of valuation for the exploration tenements as the expenditure reflects how the explorer valued it. Comparable transactions were used as the primary method of valuation for the mining leases as this represents market opinion. The geoscientific method does show higher values than some comparable transactions. The geoscientific method is a more subjective method and is generally used as a secondary valuation method.

Table 7-14 presents a summary of the valuation completed by RPM for the above-mentioned assets as at the valuation date (1st May 2022).

The overall value range of between **$19.7 M** and **$26.7 M** with a preferred value of **$22.9 M** and in RPM's opinion, given the information reviewed and risks considered, is a reasonable valuation of Aeris' Cracow exploration assets.

Table 7-11 Comparable Transactions

Announced	License	Project	Location	Buyer	Seller	$/km^2	$/Ha
11/03/2022	ELs/ELA	Wyloo Dome	WA	Woomera Mining Ltd	Nanjilgardy Resources P/L	18,006	180
7/03/2022	EL	E38/3434	WA	Brightstar Resources Ltd	Regis Resources Ltd	776	8
2/03/2022	EL	Ennuin West	WA	Enterprise Metals Ltd	NXT1 P/L	1,109	11
24/02/2022	ML	M27/158	WA	Empire Metals Ltd	Maher Mining Contractors P/L	213,966	2,140
21/02/2022	EL	E 29/1095	WA	Javelin Minerals Ltd	Fleet Street Holdings P/L	627	6
9/02/2022	EL	Marloo Dam	WA	SensOre Yilgarn Ventures P/L	Lefroy Exploration Ltd	83,451	835
3/02/2022	EL/PLs	Niagara project	WA	Regener8 Resources NL	GTI Resources Ltd	92,801	928
27/01/2022	EL	Titan Project	QLD	Queensland Gold Hills Corp.	Pvt invr. - Warwick Anderson	1,152	12
18/01/2022	ELs/PLs	Ironstone Well Group	WA	Kin Mining NL	Golden Mile Resources Ltd	9,875	99
11/01/2022	ELs	E37/1287 & E37/1355	WA	Ozz Resources Ltd	Anglo Australian Resources NL	2,478	25
22/12/2021	EL	E39/2040	WA	Legacy Iron Ore Ltd	Tashmont Minerals P/L & Michael Krpez	7,860	79
16/12/2021	EL/PLs/MLs	Commando project	WA	Pursuit Minerals Ltd	Undisclosed seller	40,332	403
10/12/2021	EL	Mt Cecelia project	WA	Rio Tinto Exploration P/L	West Wits Mining Ltd	34,447	344
25/11/2021	ELs	Pinnacle Well project	WA	Ozz Resources Ltd	Pvt Invsr- Allan Pellegrini	12,717	127
25/11/2021	PL	P37/8633	WA	Ozz Resources Ltd	Pvt Invsr- Mr. Tanvanth Singh Sandhu	30,839	308
11/11/2021	ML	M27/11	WA	Yandal Resources Ltd	Pvt invr. - Mr. Russel Waldon	706,620	7,066
21/10/2021	PL	P27/2234	WA	Yandal Resources Ltd	Pvt Invsrs- Darrall Renton and John Daws	24,514	245
29/07/2021	MLs/PLs	Redcastle	WA	E-Collate Pty Ltd	Pvt Invsrs- Dixon, Crew, McKnight, Johnson	72,712	727
8/07/2021	PL	P38/4126	WA	Magnetic Resources NL	Pvt Invsr- Roger Thomas Graham	86,129	861
3/05/2021	ML	Birrigin	WA	Westar Resources Ltd	Undisclosed Seller	72,705	727
29/04/2021	EL	Gecko North	WA	Origin Gold Mines Ltd	Latitude Consolidated Ltd	1,015	10
28/04/2021	EL	Stoney Creek	WA	PGD (SC) Pty Ltd	LMTD Wits P/L	6,961	70
4/02/2021	PL's	Perkolilli/Parkeston	WA	Horizon Minerals Ltd	TasEx Geological Services P/L	4,384	44
4/02/2021	PL	Broadarrow	WA	Horizon Minerals Ltd	Undisclosed sellers	5,855	59
4/02/2021	PL	Blue Dam	WA	Horizon Minerals Ltd	Undisclosed sellers	1,628	16
15/01/2021	PL	P30/1126	WA	Viking Mines Ltd	Australia Menzies Emerald P/L	11,534	115
19/11/2020	ELs	Mt Zephyr & Darlot East	WA	Darlot Mining Company P/L	Ardea Resources Ltd	8,279	83
16/11/2020	ELs	Merolia	WA	Panther Metals PLC	White Cliff Minerals Ltd	1,664	17
9/11/2020	EL/PL	Crackerjack	WA	White Cliff Minerals Ltd	Pvt Invsr- Mr. Peter Gianni	1,946	19
5/08/2020	EL	Beechworth	VIC	Fosterville South Expln Ltd	Northern Mine Ventures P/L	11,960	120

Table 7-12 Comparable Transaction Valuations - Tenements

Tenement	Sub-blocks	Area (Ha)[1]	Name	Multiples ($/Ha)			Technical Value ($ M)*			Market Factor	Market Value ($ M)[2]		
				Average	Lower	Upper	Average	Lower	Upper		Average	Lower	Upper
EPM 15981	179	56,220	Cracow	220	70	838	12.4	3.9	46.9	1.0	12.4	3.9	46.9
EPM 26311	77	24,794	Cracow North	19	6	70	0.47	0.15	1.74	1.0	0.47	0.15	1.74
EPM 27240	30	9,660	Boughyard North	19	6	70	0.18	0.06	0.68	1.0	0.18	0.06	0.68
ML 3219		18.57	Golden Mile	2,389	727	7,066	0.04	0.01	0.13	1.0	0.04	0.01	0.13
ML 3221, ML 3223-4		42.73	Cracow Slimes, Cracow Slimes West, Cracow Slimes South	235	16	861	0.10	*0.7k*	0.04	1.0	0.01	*0.7k*	0.04
ML 3228		40	Ferneyside	2,389	727	7,066	0.10	0.03	0.28	1.0	0.10	0.03	0.28
ML 3230, ML 80024		129.6	White Hope, White Hope Extended	235	16	861	0.03	*2.1k*	0.11	1.0	0.03	*2.1k*	0.11
ML 3231		128	Cracow South	235	16	861	0.03	*2.0k*	0.11	1.0	0.03	*2.0k*	0.11
ML 3232		28.8	Excelsior Extended	2,389	727	7,066	0.07	0.02	0.20	1.0	0.07	0.02	0.20
ML 3234		16.2	Southern Tailings	235	16	861	*3.8k*	*0.3k*	0.01	1.0	*3.1k*	*0.3k*	0.01
ML 3243		17.05	Golden Phoenix	2,389	727	7,066	0.04	0.01	0.12	1.0	0.04	0.01	0.12
ML 80088		85.22	Royal Standard	2,389	727	7,066	0.20	0.06	0.60	1.0	0.20	0.06	0.60
ML 80114		33.04	Infrastructure Lease	235	16	861	*7.8k*	*0.5k*	0.03	1.0	*7.8k*	*0.5k*	0.03
ML 80120		22.05	Southern Royal	2,389	727	7,066	0.05	0.02	0.16	1.0	0.05	0.02	0.16

[1] Note: EPM 15981 with areas of ML's removed. [2] Note: Figures in italics are $ '000 (e.g. 7.8k = $7,800).

Table 7-13 Geoscientific Valuations – Tenements

Tenement	Area (km^2)	BAC ($/$km^2$)			GeoFactor	Technical Value ($ M)[1]			Market Factor	Market Value ($ M)[1]		
		Low	High	Preferred		Low	High	Preferred		Low	High	Preferred
EPM 15981	562.20	503	557	530	30	*8.48*	*9.39*	*8.94*	1.0	8.48	9.39	8.94
EPM 26311	247.94	505	559	532	4	*0.47*	*0.52*	*0.49*	1.0	0.47	0.52	0.49
EPM 27240	96.60	512	565	539	3	*0.14*	*0.15*	*0.15*	1.0	0.14	0.15	0.15
ML 3219	0.19	16076	16130	16103	23	*0.67*	*0.67*	*0.67*	1.0	0.67	0.67	0.67
ML 3221, ML 3223-4	0.43	18855	18909	18882	3	*0.02*	*0.02*	*0.02*	1.0	0.02	0.02	0.02
ML 3228	0.40	11174	11228	11201	48	*0.21*	*0.22*	*0.22*	1.0	0.21	0.22	0.22
ML 3230, ML 80024	1.30	9549	9603	9576	18	*0.22*	*0.22*	*0.22*	1.0	0.22	0.22	0.22
ML 3231	1.28	8254	8308	8281	2	*0.05*	*0.02*	*0.02*	1.0	0.05	0.02	0.02
ML 3232	0.29	12826	12880	12853	30	*0.11*	*0.11*	*0.11*	1.0	0.11	0.11	0.11
ML 3234	0.16	17415	17468	17442	1	*2k*	*2k*	*2k*	1.0	*2k*	*2k*	*2k*
ML 3243	0.17	16892	16946	16919	15	*0.04*	*0.04*	*0.04*	1.0	0.04	0.04	0.04
ML 80088	0.85	8921	8975	8948	60	*0.46*	*0.46*	*0.46*	1.0	0.46	0.46	0.46
ML 80114	0.33	12069	12123	12096	2	*7k*	*7k*	*7k*	1.0	*7k*	*7k*	*7k*
ML 80120	0.22	14632	14686	14659	40	*0.13*	*0.13*	*0.13*	1.0	0.13	0.13	0.13

[1] Note: Figures in italics are $ '000 (e.g. 3k = $ 3,000)

Table 7-14 Valuation Summary - Tenements

Tenement	Appraised Approach ($ M)			Comparable Transactions Approach ($ M)[1]			Geoscientific Approach ($ M)[1]			Preferred Valuation ($ M)[1]		
	Preferred	Low	High	Preferred	Low	High	Preferred	Low	High	Preferred	Low	High
EPM 15981	21.6	19.0	24.1	12.4	3.9	46.9	8.48	9.39	8.94	21.6	19.0	24.1
EPM 26311	0.58	0.48	0.67	0.47	0.15	1.74	0.47	0.52	0.49	0.58	0.48	0.67
EPM 27240	0.08	0.07	0.10	0.18	0.06	0.68	0.14	0.15	0.15	0.08	0.07	0.10
ML 3219				0.04	0.01	0.13	0.67	0.67	0.67	0.04	0.01	0.13
ML 3228				0.10	0.03	0.28	0.21	0.22	0.22	0.10	0.03	0.28
ML 3230, ML 80024				0.03	*2.1k*	0.11	0.22	0.22	0.22	0.03	*2.1k*	0.11
ML 3232				0.07	0.02	0.20	0.11	0.11	0.11	0.07	0.02	0.20
ML 3243				0.04	0.01	0.12	0.04	0.04	0.04	0.04	0.01	0.12
ML 80088				0.20	0.06	0.60	0.46	0.46	0.46	0.20	0.06	0.60
ML 80120				0.05	0.02	0.16	0.13	0.13	0.13	0.05	0.02	0.16
ML 3221, ML 3223-4				0.03	*2.0k*	0.11	0.02	0.02	0.02	0.03	*2.0k*	0.11
ML 3231				0.03	*2.0k*	0.11	0.02	0.02	0.02	0.03	*2.0k*	0.11
ML 3234				*3.1k*	*0.3k*	0.01	*2k*	*2k*	*2k*	*3.1k*	*0.3k*	0.01
ML 80114				*7.8k*	*0.5k*	0.03	*7k*	*7k*	*7k*	*7.8k*	*0.5k*	0.03
										Preferred Valuation ($ M)		
										Preferred	**Low**	**High**
									Total	***22.9***	***19.7***	***26.7***

[1] Note: Figures in italics are $ '000 (e.g. 3k = $ 3,000)

7.2.8 Mineral Resources Not Considered for Valuation by Cash Flow Methods

The valuation of the Mineral Resources not included in the DCF model draws on the reviews conducted on these projects recorded in the other technical report.

Site Visits

No site visit to the Tritton operations was conducted by RPM for the purpose of this Valuation. However, Mr Steve Hinde is familiar with the Murrrawombie and Constellation deposits having worked for Aeris at the Tritton operations for three and a half years up until December 2019 prior to re-joining RPM.

No site visit was conducted to the LillyMay, Barbara, Turpentine and Bigfoot/Eureka projects as it was determined there would be little to review to assist the valuation.

Valuation

The primary method of valuation selected is by Comparable Transactions. There is difficulty in obtaining relevant and accurate expenditure data for these projects as most expenditure was not readily available for the projects where little has been done in recent years, or the project is part of expenditure for defining other resources for the project which are valued by the DCF. Therefore, a secondary valuation method has not been employed.

A review of copper, copper-gold and polymetallic (copper, gold, zinc, lead, silver) project transactions from the 1st of January 2017 was carried out using the S&P Global database to determine comparable transactions. Unless provided, the copper equivalent (CuEq) grades and metal tonnes were determined for all resource classifications based on metal prices at the announcement date from the London Metal Exchange (LME), Trading Economics and Perth Mint websites. From this data CuEq resource multiples were determined for each transaction, which are summarised in **Table 7-15**.

Based on the Comparable Transactions, values were determined for each Aeris and Round Oak asset, as discussed below, and summarised in **Table 7-16**.

Aeris Assets

Murrawombie Footwall Lode (105)

The Murrawombie Footwall Lode (105) a small Indicated Resources (430kt @ 1.33% CuEq) which currently does not make Ore Reserves, partly due to being below Ore Reserves cut-off grade, and partly as mining the resource would impact underground infrastructure. Current plans by Aeris are to mine these resources on withdrawal from the underground at the end of the Murrawombie mine life. The deposit will have more value to Aeris as it would supply additional feed to the Murrawombie operation. It is valued at the low end of the resource multiples range, $17 to $35/t CuEq metal, with a preferred resource multiple of $25/t CuEq metal. This gives a value range of $97k to $200k and a preferred value of $143k.

Constellation Oxide

The Constellation deposit has a small, low-grade oxide, mostly Indicated Resource (1.5Mt @ 0.5% CuEq). This will need to be mined by open pit to access the high-grade supergene mineralisation and is of greater value to Aeris. Based on the resource multiples for open pit oxide transactions, a range of $7.2 to $134/t CuEq metal is selected. The Leigh Creek project appears to be an outlier ($134/t CuEq) and therefore the range is adjusted to $7.2 to $35/t CuEq, and a preferred value of $17/t CuEq. This gives a value range of $55k to $267k and a preferred value of $130k.

Canbelego

Canbelego is a joint venture in which Aeris owns 30% and Helix Resources the remaining 70%. The deposit has a small Inferred Resource at low grade estimated in October 2010. Two cut-off grades were used: 0.3% Cu cut-off for 1.5Mt @ 1.2% Cu and 0.8% Cu cut-off for 1.0Mt @ 1.5% Cu. RPM assumes the different cut-off grades reflect estimates for potential open pit and underground, respectively. Based on this, it is valued at the low end of the resource multiples range, $17 to $35/t CuEq metal, with a preferred resource multiple

of $25/t CuEq metal due to the small tonnage and limited ownership. This gives a value range of $92k to $475k and a preferred value of $135k.

Round Oak Assets

Barbara

The Barbara deposit has completed open pit mining and retains a small, moderate grade Indicated Resource (1.56Mt @ 2.12% CuEq). Barbara was previously purchased by Round Oak for $64/CuEq metal tonne, which included the now exhausted open pit resources. The resource multiples range from $30 to $64/t CuEq metal. Note, the Mallee Bull transaction was a strategic buy with the purchaser holding 50%. The preferred resource multiple selected is $30/t CuEq metal, which is lower than the Stockman or previous Barbara transaction values. This gives a value range of $989k to $2,109k and a preferred value of $989k.

LillyMay

The LillyMay deposit has a small Inferred Resource tonnage for an underground operation, though the grade is reasonable (225kt @ 2.34% CuEq) and comparable transactions are limited. Based on this, it is valued at the low end of the resource multiples range, $17 to $30/t CuEq metal, with a preferred resource multiple of $20/t Cu Eq metal. This gives a value range of $90k to $158k and a preferred value of $105k.

Turpentine

The Turpentine deposit has a moderate, but low grade, mostly Indicated Resource (5.6Mt @ 1.06% CuEq), and though it is based on JORC 2004 guidelines, Round Oak currently reports it as an Exploration Target. The grade may be sufficient for open cut, but may be too low for underground operations. Based on this, it is valued at the low end of the resource multiples range, $17 to $88/t CuEq metal, with a preferred resource multiple of $17/t Cu Eq metal. This gives a value range of $1,021k to $5,283k and a preferred value of $1,021k.

Bigfoot/Eureka

The Bigfoot/Eureka deposit has a small Inferred Resource of good grade (1Mt @ 4.49% CuEq). Bigfoot/Eureka forms part of the Stockmans Project, which includes key resources for the Currawong and Wilga deposits. Stockmans was previously purchased by Round Oak for a resource multiple of $52.9/t CuEq metal, which included the key Currawong and Wilga deposits. The Bigfoot/Eureka deposit will have more value to Round Oak as it would supply additional feed to the operation on Currawong and Wilga. Due to its size and ownership it is valued at the low end of the resource multiples range, $17 to $90/t CuEq metal, with a preferred resource multiple of $30/t Cu Eq metal. This gives a value range of $763k to $4,042k and a preferred value of $1,347k.

Table 7-15 Comparable Transaction – Mineral Resources

Project	Announced	Metals	Resource	Resource Category	OC/UG?	Sulphide/ Oxide	Resources $/t CuEq	Comment
Mallee Bull	27/07/2020	Cu-Au	6.76Mt @ 2.6% CuEq	Mostly Inferred, some Indicated	OC (UG)	Sul/Ox	200	Strategic: Buyer already holds 50%.
Halls Creek	12/10/2020	Cu-Zn-Ag	1.78Mt @ 1.6% CuEq	2/3 Indicated, remainder Inferred	OC	Sul/(Ox)	17	Strategic: Buyer already holds 20%.
Whim Creek	21/07/2020	Cu-Zn-Pb-Ag-Au	6.93Mt @ 2.12 CuEq	Mostly Measured + Indicated, minor Inferred	OC/(UG)	Sul/(Ox)	90	Includes large tenement package and crushing/heap leach infrastructure.
Elizabeth Creek	17/03/2017	Cu-(Co-Ag)	19.5Mt @ 0.81% Cu	Indicated	UG	Sul	30	Mt Gunsen.
Leigh Creek	16/10/2017	Cu	3.6Mt @ 0.69% Cu	Mostly Indicated, minor Inferred	OC	Ox	134	Heap Leach.
Galwadgere	24/08/2020	Cu-Au	2.09Mt @ 1.27CuEq	All Indicated	OC	Sul	35	Flotation.
Bushranger	1/06/2020	Cu-Au	71Mt @ 0.51% CuEq	All Inferred	OC	Sul	7.2	Porphyry Cu-Au.
White Range	15/12/2017	Cu-Au-Co	34.3Mt @ 0.84% CuEq	~20% Measured, ~50% Indicated, ~30% Inferred	OC	Ox	199	Cloncurry OC oxide heap leach. 2005 FS. 6 deposits. Surrounding infrastructure.
Mt Cannindah	21/03/2017	Cu-Au-Ag	5.5Mt @ 1.29% CuEq	~35% Measured, ~45% Indicated, ~20% Inferred	OC	Sul	88	Porphyry Cu-Au, Au project with promise, a U project.
Barbara	24/07/2017	Cu-Au-Ag	4.7Mt @ 1.72% CuEq	75% Indicated, 25% Inferred	OC/UG	Sul	64	Owned by Round Oak.
Stockmans	14/06/2017	Cu-Zn-Ag-Au	14.0Mt @ 4.79% CuEq	90% Indicated, 10% Inferred	UG	Sul	52.9	Owned by Round Oak. Ore reserves of 9.0Mt @ 2.1%Cu, 4.53%Zn, 39g/t Ag, 1.08g/t Au

Table 7-16 Mineral Resource Asset Valuations

Company	Project	Metals	Resource (CuEq%)	Resource Category	OC/UG?	Sulphide /Oxide	CuEq t metal	Resources $/t CuEq			Ownership	Value (k$)		
								Low	High	Preferred		Low	High	Preferred
Round Oak	LillyMay	Cu-Au	225kt @ 2.34%	All Inferred	UG	Sul	5,270	17	30	25	100%	90	158	105
Round Oak	Barbara	Cu-Au	1.56Mt @ 2.12%	~80% Indicated, ~20% Inferred	UG	Sul	32,960	30	64	30	100%	989	2,109	989
Round Oak	Turpentine	Cu-Au	5.6Mt @ 1.06%	~75% Indicated, ~25% Inferred	OC/UG	Sul/Ox	60,033	17	88	17	100%	1,021	5,283	1,021
Round Oak	Bigfoot/Eureka	Cu-Zn-Ag-Au	1Mt @ 4.49%	All Inferred	UG	Sul	44,907	17	90	30	100%	763	4,042	1,347
Aeris	Canbelego	Cu	1.5Mt @ 1.2%	All Inferred	OC/UG	Sul	18,000	17	35	25	30%	92	189	135
Aeris	Murrawombie FW Lode	Cu-Au-Ag	0.43Mt @ 1.33%	All Indicated	UG	Sul	5,704	17	35	25	100%	97	200	143
Aeris	Constellation Oxide	Cu-Au-Ag	1.5Mt @ 0.5%	Almost all Indicated	OC	Ox	7,637	7.2	35	17	100%	55	267	130

Market Factors

There are two groups of comparable transactions, 2017 and 2020, and both have similar distributions (**Figure 7-17**).The 2017 group occurred during a moderate increase in copper price, whereas there was a significant rise in copper price during the 2020 group of transactions (**Figure 7-18**). The 2017 group occurred during a low in zinc prices followed by a rise, whereas the 2020 group was at a time when zinc prices were rising off the lowest level for the last five years (**Figure 7-19**). Based on the distributions and the copper price RPM decided not to apply a market factor to the values.

Figure 7-17 Comparable Transactions and Resource Multiples

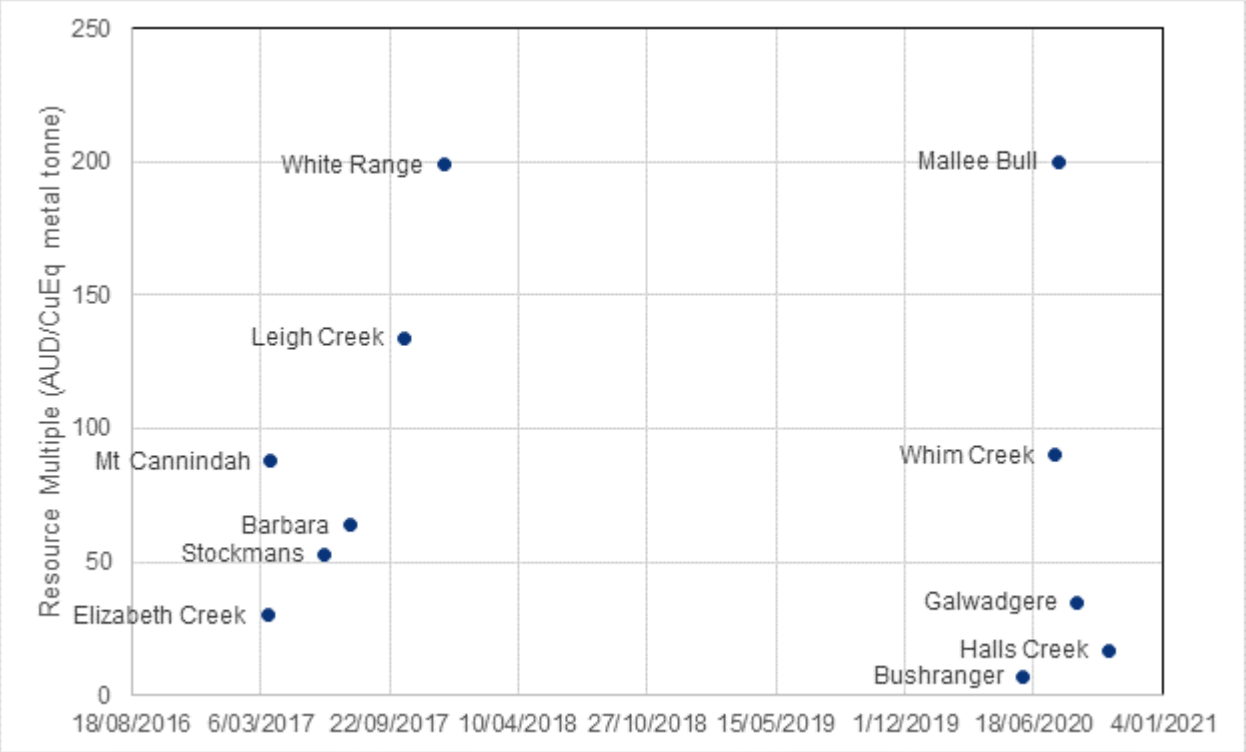
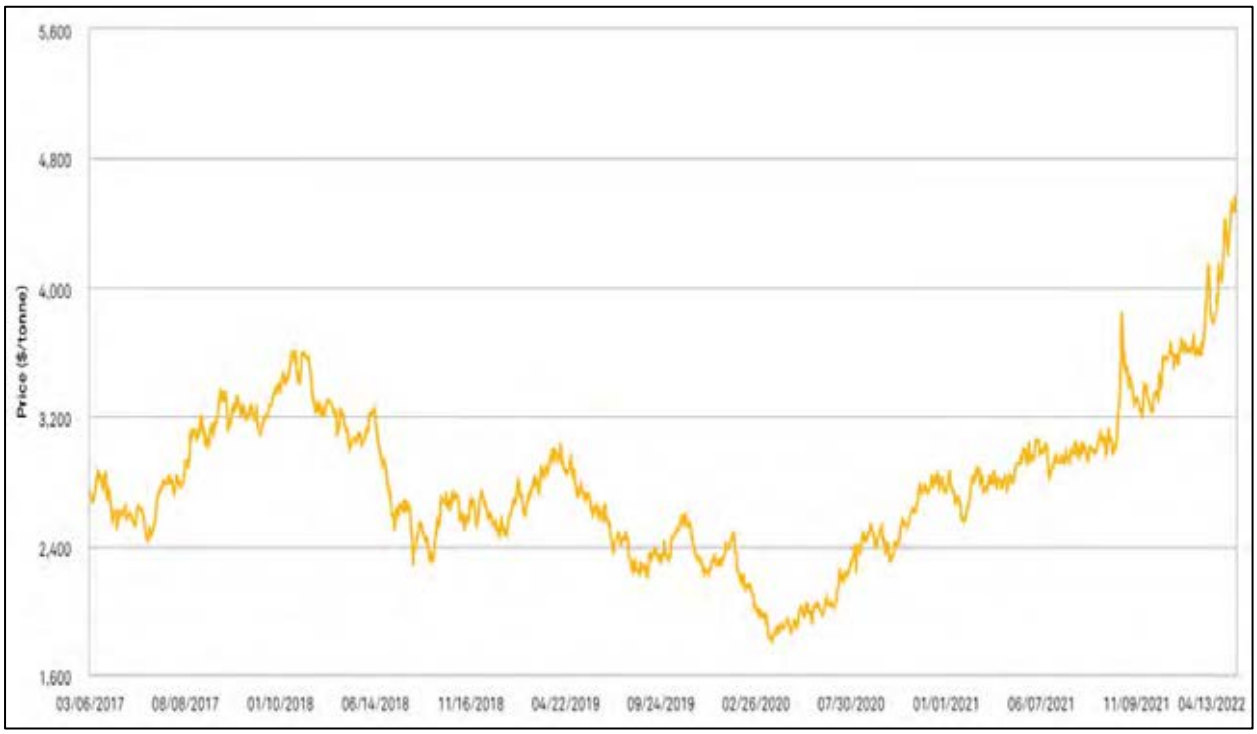


Figure 7-18 Copper Metal Prices

Source: S&P Capital IQ LME-Copper Grade Cash

Figure 7-19 Zinc Metal Prices



Source: S&P Capital IQ LME-SHG Zinc 99.995% Cash

In summary, the Valuations for the Aeris and Round Oak Assets which have Mineral Resources, but are not valued by the DCF method, are shown in **Table 7-17**and **Table 7-18**, respectively.

Table 7-17 Valuations for Aeris Non-DCF Assets with Mineral Resources

Project	Low Value ($k)	High Value ($k)	Preferred Value ($k)
Murrawombie Footwall	97	200	143
Constellation Oxide	55	267	130
Canbelego	92	189	135
Total	**244**	**656**	**408**

Table 7-18 Valuations for Round Oak Non-DCF Assets with Mineral Resources

Project	Low Value ($k)	High Value ($k)	Preferred Value ($k)
Barbara	989	2,109	989
LillyMay	90	158	105
Turpentine	1,021	5,283	1,021
Bigfoot/Eureka	763	4,042	1,347
Total	**2,862**	**11,592**	**3,462**

Appendix A. Important Information about this Document

IMPORTANT INFORMATION ABOUT THIS DOCUMENT

1. Our Client

This report has been produced by RPM Advisory Services Pty Ltd *("RPM") solely for BDO Corporate Finance Limited on behalf of Aeris Resources Limited (the "Client").*

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The Client's use and disclosure of this report is subject to the terms and conditions of the engaging Agreement under which RPM prepared the report.

3. Notice to Third Parties

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4. Independence

RPM provides advisory services to the mining and finance sectors. Within its core expertise it provides independent technical reviews, resource evaluation, mining engineering, environmental assessments and mine valuation services to the resources and financial services industries.

RPM have independently assessed the subject of the report (the "Project") by reviewing pertinent data, which may include Resources, Reserves, existing approvals, licences and permits, manpower requirements and the life of mine plans relating to productivity, production, operating costs and capital expenditures. All opinions, findings and conclusions expressed in this report are those of RPM and specialist advisors.

Drafts of this report were provided to the Client, but only for the purpose of confirming the accuracy of factual material and the reasonableness of assumptions relied upon in this report.

RPM has been paid, and has agreed to be paid, professional fees for the preparation of this report. The remuneration for this report is not dependent upon the findings of this report. RPM does not have any economic or beneficial interest (present or contingent), in the Project, in securities of the companies associated with the Project or the Client

5. Inputs, subsequent changes and no duty to update

RPM has created this report using data and information provided by or on behalf of the Client. Unless specifically stated otherwise, RPM has not independently verified that data and information. RPM accepts no liability for the accuracy or completeness of that data and information, even if that data and information has been incorporated into or relied upon in creating this report (or parts of it).

The conclusions and opinions contained in this report apply as at the date of the report. Events (including changes to any of the data and information that RPM used in preparing the report) may have occurred since that date which may impact on those conclusions and opinions and make them unreliable. RPM is under no duty to update the report upon the occurrence of any such event, though it reserves the right to do so.

6. Inherent Mining Risks

Mining is carried out in an environment where not all events are predictable.

Whilst an effective management team can identify the known risks and take measures to manage and mitigate those risks, there is still the possibility for unexpected and unpredictable events to occur. It is not possible therefore to totally remove all risks or state with certainty that an event that may have a material impact on the operation of a mine, will not occur.

The ability of any person to achieve forward-looking production and economic targets is dependent on numerous factors that are beyond RPM's control and that RPM cannot anticipate. These factors include, but are not limited to, site-specific mining and geological conditions, management and personnel capabilities, availability of funding to properly operate and capitalize the operation, variations in cost elements and market conditions, developing and operating the mine in an efficient manner, unforeseen changes in legislation and new industry developments. Any of these factors may substantially alter the performance of any mining operation.

7. Limitations and Exclusions

RPM 's report is based on data, information reports, plans and tabulations, as applicable, provided by Client or on behalf of the Client. The Client has not advised RPM of any material change, or event likely to cause material change, to the operations or forecasts since the date of assets inspections.

The work undertaken for this report is that required for a technical review of the information, coupled with such inspections as RPM considered appropriate to prepare this report.

Unless otherwise stated specifically in writing, the report specifically excludes all aspects of legal issues, commercial and financing matters, land titles and agreements, except such aspects as may directly influence technical, operational or cost issues and where applicable to the JORC Code guidelines.

RPM has specifically excluded making any comments on the competitive position of the relevant assets compared with other similar and competing producers around the world. RPM strongly advises that any potential investors make their own comprehensive assessment of the competitive position of the relevant assets in the market.

8. Indemnification

The Client has indemnified and held harmless RPM and its subcontractors, consultants, agents, officers, directors and employees from and against any and all claims, liabilities, damages, losses and expenses (including lawyers' fees and other costs of litigation, arbitration or mediation) arising out of or in any way related to:

- •RPM 's reliance on any information provided by Client; or
- •RPM 's services or materials; or
- •Any use of or reliance on these services or materials by any third party not expressly authorised by RPM,

save and except in cases of death or personnel injury, property damage, claims by third parties for breach of intellectual property rights, gross negligence, wilful misconduct, fraud, fraudulent misrepresentation or the tort of deceit, or any other matter which be so limited or excluded as a matter of applicable law (including as a Competent Person under the Listing Rules) and regardless of any breach of contract or strict liability by RPM.

Appendix B.
Details of Comparable Market Transactions

Gold Comparable Transactions for Cracow Tenement Valuation

M27/158

Project: M27/158

Tenement Type: ML

Buyer: Empire Metals Ltd

Seller: Maher Mining Contractors P/L

Project details

Location: Near Gindalbie, WA.

Strategic: ML. High grade historical workings. Along trend from adjacent leases containing Company's Eclipse and Jack's Dream deposits with high grade intersections.

Transaction

Announced: 24/02/2022

Percentage Ownership: 100%

Deal: The terms are:

- Initial payment $250k in exploration expenditures
- Extend 18 months for additional $250k payment and a further $250k in exploration expenditures/mining studies
- Extend 12 months for additional $250k payment.
- Commence mining operations for additional $500k payment.

Area multiple: $2,140/Ha

M27/11

Project: M27/11

Tenement Type: ML

Buyer: Yandal Resources Ltd

Seller: Pvt invr. - Mr. Russel Waldon

Project details

Location: 30 km north of Kalgoorlie, WA.

Strategic: ML adjacent Company's existing tenements.

Transaction

Announced: 11/11/2021

Percentage Ownership: 100%

Deal: The terms are $65k in cash.

Area multiple: $ 7,066/Ha

Redcastle

Project: Redcastle

Tenement Type: ML's, PL's

Buyer: E-Collate Pty Ltd

Seller: Pvt invr. - Pvt Invsrs- Trevor Dixon, Ross Crew, Russell McKnight and Robert Johnson

Project details

Location: 64km east of Leonora, WA.

Strategic: Historic Redcastle mining area. Limited modern expln follow up of drill intercepts.

Transaction

Announced: 11/11/2021

Percentage Ownership:

Deal: The terms are:

- 42.5M shares ($808k).
- Vendors retain alluvial rights.

Area multiple: $ 727/Ha

Birrigin

Project: Birrigin

Tenement Type: ML

Buyer: Westar Resources Ltd

Seller: Undisclosed Seller

Project details

Location: 50 km north northeast of Sandstone, WA.

Strategic: Strategic: Provides contiguous tenure to Westar's Gidgee South Gold Project. Hosts historic gold mines and no modern expln.

Transaction

Announced: 3/05/2021

Percentage Ownership:

Deal: The terms are $80k in cash.

Area multiple: $ 727/Ha

Commando

Project: Commando

Tenement Type: EL, PL's, ML's

Buyer: Pursuit Minerals Ltd

Seller: Undisclosed Seller

Project details

Location: 5 km north of Paddington, WA.

1 Exploration Licence, 6 Prospecting Licences and 4 Mining Licences. Numerous gold deposits nearby, incl. Paddington mill.

Transaction

Announced: 24/02/2022

Percentage Ownership: 45%

Deal: The terms are:

- $160k in cash option fee for a 60 day due diligence period.
- Issue 8.5M common shares and 2.5M options (total equivalent to $240k).
- $150k exploration expenditure
- $175k in shares for 45% or $375k for 100% (RPM assumed 45% as no guarantee of electing 100%)

Area multiple: $403/Ha

P37/8633

Project: P37/8633

Tenement Type: PL

Buyer: Ozz Resources Ltd

Seller: Pvt Invsr- Mr. Tanvanth Singh Sandhu

Project details

Location: 25 km north northwest of Leonora, WA.

Strategic: PL is adjacent Company's existing PL's. Extns to excised Gratton Well OC being mined.

Transaction

Announced: 25/11/2021

Percentage Ownership: 80%

Deal: The terms are:

- $20,000 in cash.
- 200k fully paid ordinary shares (equivalent to $26k).

Area multiple: $308/Ha

Broadarrow

Project: Broadarrow

Tenement Type: PL

Buyer: Horizon Minerals Ltd

Seller: Undisclosed sellers

Project details

Location: Near Coolgardie, WA.

Strategic: PL along strike Company's existing tenements and near Paddington mill.

Transaction

Announced: 4/02/2021

Percentage Ownership: 100%

Deal: The terms are $8,000 in cash.

Area multiple: $59/Ha

Blue Dam

Project: Blue Dam

Tenement Type: PL

Buyer: Horizon Minerals Ltd

Seller: Undisclosed sellers

Project details

Location: 75 km north northwest of Coolgardie, WA.

Strategic: PL isolated, but part of Kalgoorlie group.

Transaction

Announced: 4/02/2021

Percentage Ownership: 100%

Deal: The terms are $9,000 in cash.

Area multiple: $16/Ha

P30/1126

Project: P30/1126

Tenement Type: PL

Buyer: Viking Mines Ltd

Seller: Australia Menzies Emerald P/L

Project details

Location: 50 km west of Menzies, WA.

Strategic: Along strike of soon to be purchased First Hit historic mine.

Transaction

Announced: 15/01/2021

Percentage Ownership: 100%

Deal: The terms are $20,000 in cash.

Area multiple: $115/Ha

Perkolilli/Parkeston

Project: Perkolilli/Parkeston

Tenement Type: PL’s

Buyer: Horizon Minerals Ltd

Seller: TasEx Geological Services P/L

Project details

Location: 15 km northeast of Kalgoorlie, WA.

Strategic: Numerous PLs adjacent Company's existing tenements. South of Kanowna Belle.

Transaction

Announced: 4/02/2021

Percentage Ownership: 100%

Deal: The terms are $85,000 in cash.

Area multiple: $44/Ha

P27/2234

Project: P27/2234

Tenement Type: PL

Buyer: Yandal Resources Ltd

Seller: Pvt Invsrs- Darrall Renton and John Daws

Project details

Location: 60 km north of Kalgoorlie, WA.

Strategic: PL adjacent Company's existing tenements.

Transaction

Announced: 21/10/2021

Percentage Ownership: 100%

Deal: The terms are 60k shares in common stock (equivalent to $25k).

Area multiple: $245/Ha

P38/4126

Project: P38/4126

Tenement Type: PL

Buyer: Magnetic Resources NL

Seller: Pvt Invsr- Roger Thomas Graham

Project details

Location: 110 km east northeast of Leonora, WA.

Strategic: PL adjacent Company's existing tenements. Low grade Au intercepts.

Transaction

Announced: 8/07/2021

Percentage Ownership: 100%

Deal: The terms are $55k in cash.

Area multiple: $861/Ha

Niagara project

Project: Niagara project

Tenement Type: EL, PL’s

Buyer: Regener8 Resources NL

Seller: GTI Resources Ltd

Project details

Location: Near Kookynie, WA.

Historical production. 1 x EL, 8 x PL's. Kookynie Goldfield.

Transaction

Announced: 3/02/2022

Percentage Ownership: 100%

Deal: The terms are:

- $150k in cash.
- Issue 5M shares in common stock (equivalent to $1.3M).
- 1.5M performance rights on deliverance of an Inferred Resource of 200k oz Au, meeting exploration conditions, entering into a toll treatment agreement, completion of a feasibility study. (This point not used in valuation).

Area multiple: $928/Ha

Ironstone Well, Monarch and Normandy Tenements

Project: Ironstone Well, Monarch and Normandy Tenements

Tenement Type: EL’s, PL’s

Buyer: Kin Mining NL

Seller: Golden Mile Resources Ltd

Project details

Location: 10-30 km northeast of Leonora, WA.

2 x Els, numerous PLs. Historical prodn in some. Strategic: Adjacent to Company's Cardinia gold Resource (1.28Moz).

Transaction

Announced: 18/01/2022

Percentage Ownership: 60%

Deal: The terms are:

- Minimum of $250k exploration expenditure within 18 months.
- Earn 60% by exploration expenditure of a further $500k within 36 months of commencement.
- Earn 80% by further $1.25M exploration expenditure within a further 36 months (did not include this point in valuation).

Area multiple: $99/Ha

Crackerjack

Project: Crackerjack

Tenement Type: EL, PL

Buyer: White Cliff Minerals Ltd

Seller: Pvt Invsr- Mr. Peter Gianni

Project details

Location: 10 km west of Reedy Creek gold mine, WA.

Strategic: Adjoining the Company’s Reedy South Gold Project. The Cracker Jack project is located ~10km south of the Reedy Gold Mine (Westgold Resources) and has previous anomalous drilling results.

Transaction

Announced: 9/11/2020

Percentage Ownership: 100%

Deal: The terms are $30k in cash.

Area multiple: $19/Ha

E38/3434

Project: E38/3434

Tenement Type: EL

Buyer: Brightstar Resources Ltd

Seller: Regis Resources Ltd

Project details

Location: 30 km north of Laverton, WA.

Strategic: Small tenement along strike Brightstar 237koz Cork Tree Well resource.

Transaction

Announced: 7/03/2022

Percentage Ownership: 100%

Deal: The terms are $10k in cash.

Area multiple: $8/Ha

Ennuin West

Project: Ennuin West

Tenement Type: EL

Buyer: Enterprise Metals Ltd

Seller: NXT1 P/L

Project details

Location: 70 km northwest of Southern Cross, WA.

Strategic: One large tenement associated with existing tenements.

Transaction

Announced: 2/03/2022

Percentage Ownership: 100%

Deal: The terms are 8,333,333 shares at 0.15cps equating to $125k.

Area multiple: $11/Ha

E 29/1095

Project: E 29/1095

Tenement Type: EL

Buyer: Javelin Minerals Ltd

Seller: Fleet Street Holdings P/L

Project details

Location: 80 km west of Leonora, WA.

1 x EL. Strategic: Adjacent already held exploration tenements. More greenfields.

Transaction

Announced: 21/02/2022

Percentage Ownership: 100%

Deal: The terms are:

- $25k in cash option fee for a 60 day due diligence period.
- 20M fully paid shares at $0.001/share, equating to $20k.

Area multiple: $6/Ha

Marloo Dam

Project: Marloo Dam

Tenement Type: EL

Buyer: SensOre Yilgarn Ventures P/L

Seller: Lefroy Exploration Ltd

Project details

Location: 40 km southeast of Kambalda, WA.

1 x EL. Strategic: Along Strike from Maynards Dam tenement and proximity to St Ives.

Transaction

Announced: 9/02/2022

Percentage Ownership: 70%

Deal: The terms are exploration expenditure of $0.8M within 4 years of commencement, with a minimum of $0.2M in the first year.

Area multiple: $835/Ha

Titan Project

Project: Titan Project

Tenement Type: EL

Buyer: Queensland Gold Hills Corp.

Seller: Pvt invr. - Warwick Anderson

Project details

Location: Near Warwick, QLD.

1 x EL. Historical mines. Strategic: Adjacent Company tenements.

Transaction

Announced: 27/01/2022

Percentage Ownership: 100%

Deal: The terms are the issuance of 300k shares in common stock (equivalent to $103k).

Area multiple: $12/Ha

E39/2040

Project: E39/2040

Tenement Type: EL

Buyer: Legacy Iron Ore Ltd

Seller: Tashmont Minerals P/L & Michael Krpez

Project details

Location: Laverton District, WA.

Strategic: Along strike Company's Laverton gold projects.

Transaction

Announced: 22/12/2021

Percentage Ownership: 100%

Deal: The terms are:

- $50k in cash.
- $50k in shares.

Area multiple: $79/Ha

Mt Cecelia project

Project: Mt Cecelia project

Tenement Type: EL

Buyer: Rio Tinto Exploration P/L

Seller: West Wits Mining Ltd

Project details

Location: East Pilbara, WA.

1 x EL, large. Strategic: Adjacent RIO tenements. Greenfields.

Transaction

Announced: 10/12/2021

Percentage Ownership: 51%

Deal: The terms are:

- $150k in cash and complete defined exploration program within 12 months.
- Exploration expenditure of $4M within 4 years of commencement to attain 51% ownership.
- Option for a further 29% by exploration expenditure of further $6M within 3 years of election and $250k cash payment. This point not included in valuation as no guarantee of taking option.

Area multiple: $344/Ha

Gecko North

Project: Gecko North

Tenement Type: EL

Buyer: Origin Gold Mines Ltd

Seller: Latitude Consolidated Ltd

Project details

Location: North of Coolgardie, WA.

North of Coolgardie. Sold to Origin Gold (IPO).

Transaction

Announced: 29/04/2021

Percentage Ownership: 100%

Deal: The terms are:

- $110k in cash.
- Shares to the value of $100k.

Area multiple: $10/Ha

Stoney Creek

Project: Stoney Creek

Tenement Type: EL

Buyer: PGD (SC) Pty Ltd

Seller: LMTD Wits P/L

Project details

Location: 200 km southeast of Port Hedland, WA.

Strategic: Adds to Pilbara Gold Project.

Transaction

Announced: 28/04/2021

Percentage Ownership: 70%

Deal: The terms are $45k in shares each year for four years after commencement.

Area multiple: $70/Ha

Beechworth

Project: Beechworth

Tenement Type: EL

Buyer: Fosterville South Exploration Ltd

Seller: Northern Mine Ventures P/L

Project details

Location: Fosterville, VIC.

Historical prodn. Adds to existing tenure. Encouraging expln samples. Strategic: Adds to existing tenure at Fosterville.

Transaction

Announced: 5/08/2020

Percentage Ownership: 100%

Deal: The terms are:

- $50k in cash.
- Additional payment of $250k on date EL is converted to a retention licence (for valuation purposes assumed 31st Dec 2022).
- Exploration expenditure of $130k within 90 days of commencement.

Area multiple: $120/Ha

E37/1287 & E37/1355

Project: E37/1287 & E37/1355

Tenement Type: EL’s

Buyer: Ozz Resources Ltd

Seller: Anglo Australian Resources NL

Project details

Location: 25 km north northeast of Leonora, WA.

Two ELs. Strategic: Near Company's Pinnacle Well project. No modern exploration.

Transaction

Announced: 11/01/2022

Percentage Ownership: 100%

Deal: The terms are:

- $30k in cash.
- 1M shares in common stock (equivalent to $125k).

Area multiple: $25/Ha

Pinnacle Well project

Project: Pinnacle Well project

Tenement Type: EL’s

Buyer: Ozz Resources Ltd

Seller: Pvt Invsr- Allan Pellegrini

Project details

Location: 25 km north northeast of Leonora, WA.

Strategic: Nearby Company's Mt Davis Gold project. Underexplored.

Transaction

Announced: 25/11/2021

Percentage Ownership: 75%

Deal: The terms are:

- $75k in cash.

- 750k shares in common stock (equivalent to $98k).
- $750k in exploration expenditure over 30 month period.

Area multiple: $127/Ha

Mt Zephyr & Darlot East

Project: Mt Zephyr & Darlot East

Tenement Type: EL's

Buyer: Darlot Mining Company P/L

Seller: Ardea Resources Ltd

Project details

Location: 100 km east of Leinster, WA.

Strategic: 8 Els associated with Kalgoorlie tenements.

Transaction

Announced: 19/11/2020

Percentage Ownership: 60%

Deal: The terms are:

- Exploration expenditure of $1.5M over two years for 60% ownership.
- Option to earn an additional 20% by further exploration expenditure within 3 years of taking up option (For valuation did not include option).

Area multiple: $83/Ha

Merolia

Project: Merolia

Tenement Type: EL's

Buyer: Panther Metals PLC

Seller: White Cliff Minerals Ltd

Project details

Location: 35 km southeast of Laverton, WA.

EL's package in WA, SE Laverton.

Transaction

Announced: 16/11/2020

Percentage Ownership: 100%

Deal: The terms are:

- $112,500 in cash.
- 734,470 shares (equivalent to $161,500).

Area multiple: $17/Ha

Jillewara

Project: Jillewara

Tenement Type: EL’s

Buyer: S2 Resources Ltd

Seller: Black Raven Mining P/L

Project details

Location: 50 km west of Meekatharra, WA.

Large EL package in Meekatharra region. Some historical mining and Au intersections.

Transaction

Announced: 5/10/2020

Percentage Ownership: 51%

Deal: The terms are:

- 5M shares at $0.2ps (equivalent to $1M).
- Exploration expenditure of $2M within 2 years.
- Cumulative expenditure of $5M within 5 years to earn 51%.
- Completion of a feasibility study for at least 250k oz Au in Inferred Resources or base metal equivalent within 7 years to earn 70%. (FS cost not included in valuation).

Area multiple: $146/Ha

4 EL's

Project: 4 EL's

Tenement Type: EL’s

Buyer: New Age Exploration Ltd

Seller: Monterey Minerals Inc

Project details

Location: 150km south of Port Hedland, Central Pilbara, WA.

Strategic: 4 EL’s.Greenfields. Pilbara. Some adjacent to Company's Quartz Hill project.

Transaction

Announced: 28/09/2020

Percentage Ownership: 100%

Deal: The terms are 25M shares (equivalent to $300k).

Area multiple: $10/Ha

Wyloo Dome

Project: Wyloo Dome

Tenement Type: EL’s

Buyer: Woomera Mining Ltd

Seller: Nanjilgardy Resources P/L

Project details

Location: 150 km northwest of Paraburdoo, WA.

Strategic: 6 x ELs, 1 x ELA. On same trends as >1M oz deposits Paulsen's and Mt Olympus.

Transaction

Announced: 11/03/2022

Percentage Ownership: 60%

Deal: The terms are:

- 5M shares in common stock (equivalent to $190k) upfront.
- Exploration expenditure of $4M over three years.
- 5M shares in common stock (equivalent to $190k) on completion of $4M expenditure.

Area multiple: $180/Ha

Comparable Transactions for Remnant Copper Mineral Resources

Mallee Bull

Project: Mallee Bull

Buyer: Peel Mining Limited

Seller: CBH Resources Limited

Project details

Location: 100 km south of Cobar, NSW.

Strategic: Buyer already holds 50%

Transaction

Announced: 27/07/2020

Percentage Ownership: 50%

Deal: The terms are:

- Exercised pre-emptive right, matching a third party's unconditional cash off of $17M.

Resource multiple: $200/t CuEq

Halls Creek

Project: Halls Creek (Mt Angelo North project)

Buyer: Cazaly Resources Limited

Seller: 3D Resources Limited

Project details

Location: Near Halls Creek, WA.

Strategic: Buyer already holds 20%.

Transaction

Announced: 12/10/2020

Percentage Ownership: 80%

Deal: The terms are:

- Non-refundable deposit of $50k.
- $200k in cash on completion of agreement.
- $250k upon production of commercial minerals.

Resource multiple: $17/t CuEq

Whim Creek

Project: Whim Creek

Buyer: Anax Metals Limited

Seller: Develop Global Limited

Project details

Location: 115 km southwest of Port Hedland, WA.

Includes large tenement package and crushing/heap leach infrastructure.

Transaction

Announced: 21/07/2020

Percentage Ownership: 80%

Deal: The terms are:

- $150k in cash.
- Initial earn-in exploration expenditure (40%) $1M within 6 months.
- Further earn-in exploration expenditure (80%) $0.5M within 15 months.
- Additional minimum exploration expenditure $2.5M within 4 years.
- Deferred cash payments $3M ($1M on 2nd, 3rd and 4th anniversary)
- 3rd Party Legacy payment $3.5M on commencement of commercial production.

Resource multiple: $90/t CuEq

Elizabeth Creek

Project: Elizabeth Creek

Buyer: Coda Minerals Limited

Seller: Torrens Mining Limited

Project details

Location: 30 km southeast of Woomera, SA.

Mt Gunsen.

Transaction

Announced: 17/03/2017

Percentage Ownership: 70%

Deal: The terms are:

- Complete Scoping Study for 25% ownership for $1.37M.
- Complete Pre-feasibility Study (Phase 1) for 51% ownership for $2.5M.

- Complete Pre-feasibility Study (Phase 2) for 70% ownership for $2.75M.
- Option to earn additional 5% with expenditure of $1.5M. (Not included in valuation).

Resource multiple: $30/t CuEq

Elizabeth Creek

Project: Leigh Creek

Buyer: Ebony Iron Pty Limited

Seller: Resilience Mining Australia Limited

Project details

Location: northeast of Leigh Creek, SA.

Heap Leach.

Transaction

Announced: 16/10/2017

Percentage Ownership: 100%

Deal: The terms are:

- $1.5M in cash at settlement.
- Issue of new ordinary shares equivalent to $1.5M.

Resource multiple: $134/t CuEq

Galwadgere

Project: Galwadgere

Buyer: Sky Metals Limited

Seller: Alkane Resources Limited

Project details

Location: 20 km southeast of Wellington, NSW.

Flotation.

Transaction

Announced: 24/08/2020

Percentage Ownership: 100%

Deal: The terms are:

- Exploration expenditure of $250k within 18 months of agreement.

- Option to purchase 100% equity interest by issuing 6M fully-paid ordinary shares (equivalent to $660k).

Resource multiple: $35/t CuEq

White Range

Project: White Range

Buyer: Young Australian Mines Ltd.

Seller: Queensland Mining Corporation Limited

Project details

Location: 40 km south of Cloncurry, QLD.

Cloncurry OC oxide heap leach, low strip. 2005 FS. 6 deposits. Ease of start-up. Surrounding infrastructure. Large tenement position.

Transaction

Announced: 15/12/2017

Percentage Ownership: 100%

Deal: The terms are:

- $45M in cash.

- $8M in convertible note.

Resource multiple: $199/t CuEq

Mt Cannindah

Project: White Range

Buyer: Undisclosed buyer.

Seller: Norfolk Enchants P/L (shares in Cannindah Resource Limited)

Project details

Location: 100 km south of Gladstone, QLD.

Porphyry Cu-Au project, Au project with promise, a U project.

Transaction

Announced: 21/03/2017

Percentage Ownership: 100%

Deal: The terms are:

- $619,331 in cash for Mt Cannindah shares.

Resource multiple: $88/t CuEq

Bushranger

Project: Bushranger

Buyer: Xtract Resources Plc.

Seller: ProspectOre Limited

Project details

Location: 50 km south of Bathurst, NSW.

Porphyry Cu-Au

Transaction

Announced: 1/06/2020

Percentage Ownership: 100%

Deal: The terms are:

- All of ProspectOre shares (equivalent to $2,283,939) by issue of 100M new ordinary shares.
- $200k in cash for outstanding liabilities.
- Director loan of $25k.

Resource multiple: $7.2/t CuEq

Barbara

Project: Barbara

Buyer: Syndicated Metals Limited.

Seller: CopperChem Limited

Project details

Location: 60 km northeast of Mt Isa, QLD.

One of assets currently owned by Round Oak Minerals Ltd. Transaction prior to all of open pit being mined.

Transaction

Announced: 24/07/2017

Percentage Ownership: 50%

Deal: The terms are:

- $2M in cash.

Resource multiple: $64/t CuEq

Stockmans

Project: Barbara

Buyer: Round Oak Minerals Pty Limited.

Seller: IGO Limited

Project details

Location: 300 km northeast of Melbourne, VIC.

One of assets currently owned by Round Oak Minerals Ltd

Transaction

Announced: 14/06/2017

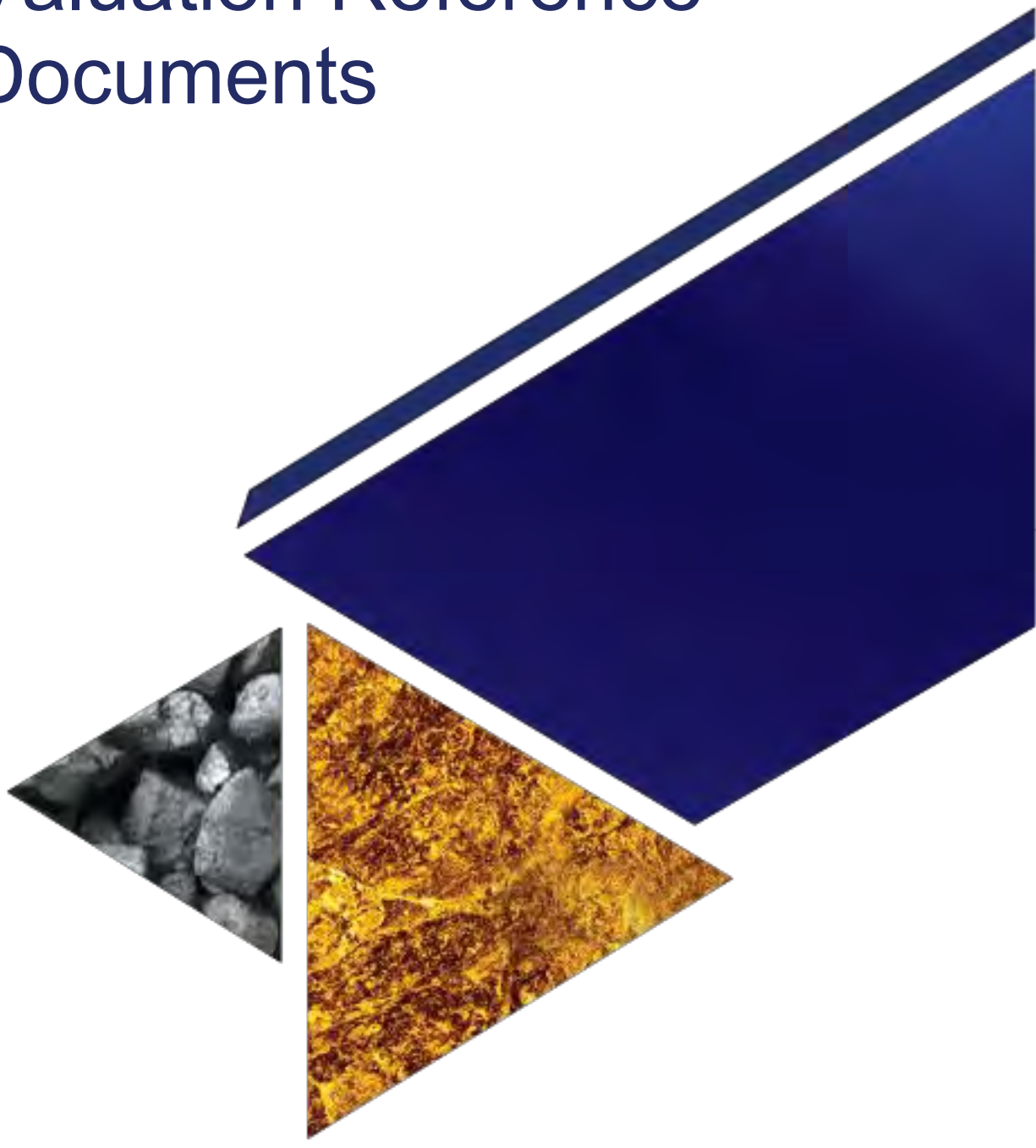
Percentage Ownership: 100%

Deal: The terms are:

- $32.2M in cash payable over 12 months under following schedule: $11.2M on completion of deal; $11M 6 months after completion; $10M 12 months from completion.

Resource multiple: $53/t CuEq

Appendix C.
Valuation Reference Documents



Documents Used for Technical Review of Cracow and Tritton Mineral Resources, Cracow tenements, and Cracow tenements and Remnant Mineral Resources Valued

Aeris

AIS - INVESTOR PRESENTATION - EUROZ HARTLEYS CONFERENCE.pdf

Dec2021QtrRpt.pdf

Cracow

GlobalOre_Project Crocodile 15May2020.pdf

24-Apr – project Crocodile Management Presentation.pdf

Mineral Resources

05.06.03.04 Report Cracow Mineral Resource Ore Reserve June 2021 Rev 00.docx

FY21 Cracow Annual Mineral Resource Depletion Summary.xlsx

Annual Reports

EPM26311_Cracow North_Annual_Exploration_Report_June 2021.pdf

EPM26311_Cracow North_Annual_Exploration_Report_June 2019.pdf

EPM15981_Cracow_Annual_Exploration_Report_2022.pdf

EPM15981_Cracow_Annual_Exploration_Report_June 2020.pdf

EPM15981_Cracow_Annual_Exploration_Report_March 2019.pdf

EPM15981_Cracow_Annual_Exploration_Report_March 2018.pdf

EPM27240_Boughyard North_Annual_Exploration_Report_February 2021.pdf

Exploration Budgets and Expenditure

CRO_FY23_Discovery Budget_EPM15981_MLs_EPM26311_EPM27240.xlsx

EPM26311_ExpenditureStatement_2021.pdf

EPM26311_ExpenditureStatement_2019.pdf

EPM15981_ExpenditureStatement_2020.pdf

EPM27240_ExpenditureStatement_2021.xlsx

EPM15981_ExpenditureStatement_2022.pdf

Intermediate Stockpiles

CRO_1525_ Tech Memo - 20160730 IO, Waste Dump & Tailings Sonic Drilling.pdf

CRO_1526_ Tech Memo - 20161023 Golden Plateau Northern IO Dump.pdf

Nov_2012_Plans.pdf

Nov_2012_Sections.pdf

Life of Mine Plan

BASE_FY22 LOM By Area.xlsx

FY22 LOM Mining Metal Inventory.xlsx

BASE_FY22 Cracow Mine LOM.xlsx

Tenements

EPM15981

- EPM 15981 Expire 25 February 2027.pdf
- 298116 LetterOfAcceptance.pdf
- EPM 15981 - Renewal Conditions.pdf
- EPM 15981 Original Permit Document.pdf
- EPM 15981 renewal_letter.pdf
- EPM 15981 Variation Approved 24 November 2020.pdf
- EPM 15981 work program for renewal.pdf
- EPM15981 variation.pdf

EPM26311

- EPM26311 grant letter Expire 18 May 2022.pdf
- EPM 26311 Variation Approved 24 November 2020.pdf
- EPM26311 work program.pdf
- Expiry Notice EPM 26311.pdf
- MMOL renewal application - 372218.pdf

EPM27240

- EPM 27240 grant document Expire 19 December 2024.pdf
- EPM 27240 (002) Project Approval.pdf
- EPM 27240 grant document.pdf
- EPSX04426116 Notice of Decision.pdf

Mining Leases

- ML 3219 Resource authority public report.pdf
- ML 3221 Resource authority public report.pdf
- ML 3223 Resource authority public report.pdf
- ML 3224 Resource authority public report.pdf
- ML 3227 Resource authority public report.pdf
- ML 3228 Resource authority public report.pdf
- ML 3229 Resource authority public report.pdf
- ML 3230 Resource authority public report.pdf
- ML3230 grant document and special conditions.pdf

- ML 3231 Resource authority public report.pdf
- ML 3232 Resource authority public report.pdf
- ML 3234 Resource authority public report.pdf
- ML 3243 Resource authority public report.pdf
- ML 80024 Resource authority public report.pdf
- 220222 ML80088 Cracow - Application for Secuity Guarantee $2,500.pdf
- Expiry Notice ML 80088.pdf
- ML 80088 Resource authority public report.pdf
- ML 80089 Resource authority public report.pdf
- ML 80114 Resource authority public report.pdf
- ML 80144 Resource authority puubic report.pdf

Tritton

Mineral Resources

2021 Tritton Operation Annual Mineral Resource and Ore Reserve tabulation.xlsx

2021 February - Tritton Updated Resource Model Summary Report.pdf

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Report Murrawombie Mineral Resource Ore Reserve June 2021 Rev 00.docx

Murrawombie Reserve 2019 30th June Low Grade.xlsx (Note: this is Murrawombie Footwall Lode (105))

Resource Model Release Note - Budgerygar Nov 2021 FINAL.pdf

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1894AMD20210218_Kurrajong_DRAFT_UG_Study_v4main.docx

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LOM Plan 2023 Rev 13a.xlsx

Canbelego JV

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– END OF REPORT –

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APPENDIX C: **INDEPENDENT TECHNICAL EXPERT'S REPORT – AMC REPORT**

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Independent Technical **Specialist's** Report

Aeris Exploration Valuations
Aeris Resources Limited

AMC Project 222041
17 May 2022

Unearth a smarter way

Executive summary

On 28 April 2022, Aeris Resources Limited (Aeris) announced in a release to the Australian Securities Exchange[1] that it had entered into an agreement with Washington H. Soul Pattinson and Company Limited (WHSP) to acquire 100% of the share capital in Round Oak Minerals Pty Limited (Round Oak) (the Transaction).

Aeris engaged BDO Corporate Finance Ltd (BDO) to prepare an Independent Expert's Report (IER) in relation to the Transaction. The IER provides BDO's opinion to Aeris shareholders on whether the Transaction is, or is not, fair and reasonable to the shareholders.

BDO has instructed AMC Consultants Pty Ltd (AMC) to prepare this Independent Technical Specialist's Report (ITSR) with AMC's valuations (AMC Valuations) of certain mineral assets (Mineral Assets):

- Aeris and Round Oak exploration tenements, except the exploration tenements associated with Aeris' Cracow project.
- The remnant or undeveloped Mineral Resources associated with Round Oak's Jaguar operation.

It should be noted that the AMC Valuations do not include valuation of the following assets because BDO has instructed AMC that the values of these assets are being considered by others:

- The exploration tenements associated Aeris' Cracow project.
- The remnant or undeveloped Mineral Resources for all Aeris and Round Oak projects other than those associated with Round Oak's Jaguar operation.
- Aeris and Round Oak projects or operations which are being considered by others in their discounted cash flow analyses based on production cases for those projects or operations.

Further to the above and BDO's instruction, the AMC Valuations consider the following mineral assets:

- The Aeris exploration tenements at Tritton, Canbelego, and Torrens.
- The Round Oak exploration tenements at Cloncurry, Stockman, and Jaguar.
- The remnant or undeveloped Mineral Resources associated with Round Oak's Jaguar operation.

The exploration tenements as referred to above consist of:

- Tritton region (New South Wales): eight exploration licences.
- Canbelego region (New South Wales): one exploration licence.
- Torrens project (South Australia): one exploration licence.
- Cloncurry region (Queensland):
  - 7 exploration permits for minerals.
  - 1 mining lease.
- Stockman (Victoria):
  - 3 exploration licences.
  - 1 mining lease.
- Jaguar (Western Australia):
  - 17 mining leases.
  - 19 exploration licences.
  - 16 prospecting licences.

[1] Aeris Resources, 28 April 2022, ASX/MEDIA Release, Transformational Acquisition Of Round Oak Minerals And A$117 Million Equity Raise.

- Triumph − undeveloped Mineral Resources.
- Teutonic Bore − remnant Mineral Resources.

AMC has prepared this ITSR in accordance with and as defined by the VALMIN Code[2] to the extent that the code is relevant to AMC's scope of work. In preparing this ITSR, AMC has also given due consideration to the JORC Code[3], ASIC Regulatory Guide 111, and ASIC Regulatory Guide 112[4].

The AMC Valuations are effective as at 29 April 2022.

AMC valued the exploration tenements using industry-accepted methods for valuing tenements that do not host Mineral Resources, or host Mineral Resources that are not valued as part of a production case. Where possible, AMC has attempted to use more than one method before selecting the valuation appropriate to that project. Values have been rounded, and outliers in contributing estimates sometimes excluded. AMC has considered the following methods of valuation:

- The multiples of exploration expenditure method: The multiples of exploration expenditure method considers the relevant and effective past exploration expenditure to derive a base value for a tenement.
- The yardstick value method: Rules-of-thumb, or yardstick, values can be used for properties where a Mineral Resource has been quantified. A value per contained unit of metal is assigned to a Mineral Resource. The yardstick values AMC has considered are based on assessment of transactions in recent years.
- Actual or comparable transaction method: A value is determined by reference to either actual transactions for the property in question, or to recent transactions for projects considered to be similar to those under review. Comparable transactions are normally converted to a value per unit area.

AMC has used comparable transactions as a valuation method. AMC considers that valuations based on comparable transactions to be market values. Where other methods have been applied, AMC does not consider that any adjustment between technical value and market value is required.

[2] Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets The VALMIN Code 2015 Edition, Prepared by the VALMIN Committee, a joint committee of the Australasian Institute of Mining and Metallurgy, the Australian Institute of Geoscientists.

[3] Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, The JORC Code 2012 Edition. Effective 20 December 2012 and mandatory from 1 December 2013. Prepared by the Joint Ore Reserves Committee of the Australasian Institute of Mining and Metallurgy, Australasian Institute of Geoscientists and Minerals Council of Australia (JORC).

[4] Regulatory Guide 111 − Content of expert reports, and Regulatory Guide 112 − Independence of experts, issued by the Australian Securities and Investments Commission (ASIC).

AMC Valuations summary

AMC Valuations are summarized in Table I. Where necessary, the valuations reflect Aeris or Round Oak's equity in the tenements.

Table I Summary of AMC Valuations

Tenement	Valuation method	Valuation Low ($million)	Valuation Preferred ($million)	Valuation High ($million)
Tritton ELs, excluding Mineral Resources	Comparable Transactions	6.0	8.0	10
Canbelego, excluding Mineral Resources	Comparable Transactions	0.03	0.04	0.05
Torrens	Comparable Transactions and MEE	1.3	1.4	1.7
Total Aeris tenements		7.3	9.4	12
Cloncurry excluding Mineral Resources	Comparable Transactions and MEE	3.6	5.1	6.5
Stockman excluding Mineral Resources	Comparable Transactions and MEE	0.78	0.89	1.0
Triumph Mineral Resources	Yardstick	1.8	3.6	5.3
Teutonic Bore Mineral Resources	Yardstick	1.8	3.5	7.6
Jaguar tenements, excluding the value of Mineral Resources	Comparable Transactions	1.3	1.4	1.7
Total Round Oak tenements		9.0	14	22

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Appendix A References and Key Documents

Appendix B Jaguar Tenements

Distribution list

1 e-copy to Aeris Resources Limited
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1 Introduction

1.1 Background

On 28 April 2022, Aeris Resources Limited (Aeris) announced in a release to the Australian Securities Exchange[5] that it had entered into an agreement with Washington H. Soul Pattinson and Company Limited (WHSP) to acquire 100% of the share capital in Round Oak Minerals Pty Limited (Round Oak) (the Transaction).

In relation to the Transaction, BDO Corporate Finance Ltd (BDO) was engaged by Aeris to prepare an Independent Expert's Report (IER) that includes consideration of the mineral assets of Aeris and Round Oak. As part of that process, BDO has appointed a mineral industry consultant to develop production cases to evaluate mining operations of Aeris and Round Oak using discounted cash flow (DCF) methods. The mineral industry consultant is also considering the value indicated by remnant or undeveloped Mineral Resources for all Aeris and Round Oak projects, excluding Round Oak's Jaguar operation. The mineral industry consultant is also considering the value of exploration tenements associated with Aeris' Cracow project.

BDO engaged AMC Consultants Pty Ltd (AMC) to prepare an Independent Technical Specialist's Report (this ITSR) with the valuation of tenements (AMC Valuations) that are not considered in DCF production cases for Aeris and Round Oak projects except Aeris' Cracow project. This ITSR excludes the value indicated by remnant or undeveloped Mineral Resources for all Aeris and Round Oak projects except for remnant or undeveloped Mineral Resources associated with Round Oak's Jaguar operation.

As per BDO's instruction letter to AMC:

- In preparing this ITSR, AMC will take instruction from and report to BDO.
- Aeris is AMC's commissioning entity for the ITSR. That is:
- Aeris will provide AMC with access to the information required to prepare this ITSR.
- AMC will invoice Aeris and be paid directly by Aeris for preparation of this ITSR.
- Aeris has agreed to indemnify AMC in relation to the information to which Aeris has provided to AMC with access.

AMC has prepared this ITSR in accordance with and as defined by the VALMIN Code[6] to the extent that the code is relevant to BDO's instruction to AMC. AMC has also given due consideration to the JORC Code[7], and ASIC Regulatory Guide 111, and ASIC Regulatory Guide 112[8].

This ITSR, including AMC's Valuations are effective as at 29 April 2022.

References and key documents are listed in Appendix A.

[5] Aeris Resources, 28 April 2022, ASX/MEDIA release, transformational acquisition of Round Oak minerals and A$117 million equity raise.

[6] Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets The VALMIN Code 2015 Edition, Prepared by the VALMIN Committee, a joint committee of the Australasian Institute of Mining and Metallurgy, the Australian Institute of Geoscientists.

[7] Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, The JORC Code 2012 Edition. Effective 20 December 2012 and mandatory from 1 December 2013. Prepared by the Joint Ore Reserves Committee of the Australasian Institute of Mining and Metallurgy, Australasian Institute of Geoscientists and Minerals Council of Australia (JORC).

[8] Regulatory Guide 111 – Content of expert reports, and Regulatory Guide 112 – Independence of experts, issued by the Australian Securities and Investments Commission (ASIC).

1.2 Scope of Work

Per BDO's instructions to AMC, AMC's scope of work was to review technical information and produce the AMC Valuations for Aeris's exploration tenements at Tritton, Canbelego, and Torrens and for Round Oak's exploration tenements at Cloncurry, Stockman, and Jaguar. The AMC Valuations include the value indicated by remnant or undeveloped Mineral Resources associated with Round Oak's Jaguar operation.

The exploration assets consist of:

- Tritton region (New South Wales): eight exploration licences.
- Canbelego region (New South Wales): one exploration licence.
- Torrens project (South Australia): one exploration licence.
- Cloncurry region (Queensland):
  - 7 exploration permits for minerals.
  - 1 mining lease.
- Stockman (Victoria):
  - 3 exploration licences.
  - 1 mining lease.
- Jaguar (Western Australia):
  - 17 mining leases.
  - 19 exploration licences.
  - 16 prospecting licences.
  - Triumph – undeveloped Mineral Resources.
  - Teutonic Bore – remnant Mineral Resources.

The AMC Valuations for these assets have been determined using methods such as multiples of exploration expenditure, comparable transactions, and yardstick values (value per contained unit of metal).

All monetary values are in Australian dollars ($) unless otherwise stated.

1.3 Standing of tenements

The VALMIN Code states that the disclosure of the standing of tenements is material and requires disclosure. Disclosure must be based on recent, independent inquiry.

AMC has been provided with a report regarding the standing of Round Oak tenements dated 28 October 2021 prepared by Hetherington Legal.

The Round Oak tenement report notes general compliance with regulatory requirements in all states.

The report notes in regard to some Round Oak tenements in Western Australia:

- Several instances of fines being imposed on tenements as a result of failure to comply with expenditure conditions.
- In 2021 to the date of the tenement report, fines have been imposed on three tenements for failure to comply with such reporting obligations, one of which remained outstanding.
- Round Oak has engaged with the Western Australia Department of Mines, Industry, Regulation and Safety regarding some mining leases for not having an approved mine closure plan and compliance with the requirement to rehabilitate land on completion of operations or progressively where possible.

A report on the standing of Aeris tenements was not available to AMC. Aeris provided results of tenement searches for Aeris tenements in NSW and Victoria. These documents do not show any qualification that might indicate the tenements are at risk.

1.4 Site visits

AMC visited Aeris' Tritton project in 2015 and Round Oak's Jaguar operation in 2018. AMC's scope of work for this ITSR does not include mining operations. No active exploration was being conducted at any of the operations at the time of preparing this ITSR.

AMC considers that, considering the information provided and there being no active exploration, there is no additional benefit to this ITSR that would be achieved through additional site visits.

2 Valuation of Exploration Assets

The VALMIN Code states:

A Public Report must disclose the basis of value. The basis of value is a statement of the fundamental measurement assumptions of a valuation. The VALMIN Code primarily uses the terms Market Value and Technical Value, although circumstance may require the use of alternative definitions.

Technical Value is an assessment of a Mineral Asset's future net economic benefit at the Valuation Date under a set of assumptions deemed most appropriate by a Practitioner, excluding any premium or discount to account for market considerations.

> *The term Technical Value has an intended meaning that is similar to the IVSC term Investment Value.*

Market Value is the estimated amount (or the cash equivalent of some other consideration) for which the Mineral Asset should exchange on the date of Valuation between a willing buyer and a willing seller in an arm's length transaction after appropriate marketing where the parties had each acted knowledgeably, prudently and without compulsion.

> *The term Market Value has the same intended meaning and context as the IVSC term of the same name. This has the same meaning as Fair Value in RG111. In the 2005 edition of the VALMIN Code this was known as Fair Market Value.*

Market Value may be higher or lower than Technical Value. A Public Report should take such factors into account, stating the results of the principal Valuation Method(s) used and disclosing the amount of and reasons for the difference between the Market Value and Technical Value.

A Valuation Report must state the nature of the Value(s) determined and their Valuation Date(s).

As the Values of Mineral Assets are likely to fluctuate over time, a Practitioner must ensure that the opinion expressed, and the Valuation provided is consistent with circumstances as of the Valuation Date.

2.1 Valuation methods

Values for exploration properties vary widely with time and also with the nature of the deal, the purpose of the valuation, and the strategic value of the property to the hypothetical buyer.

The valuation of exploration projects, particularly those for which it is not possible to quantify Mineral Resources, is very subjective. There are, however, several generally accepted procedures to value exploration projects and AMC has used such methods as appropriate to arrive at balanced judgments of value.

Where possible, AMC attempts to use more than one method before selecting the valuation appropriate to that project. Values have been rounded, and outliers in contributing estimates sometimes excluded.

AMC has used comparable transactions as a valuation method. AMC considers that valuations based on comparable transactions to be market values. Where other methods have also been applied, AMC does not consider that any adjustment between technical value and market value is required.

AMC has considered the following methods of valuation:

The multiples of exploration expenditure method

The multiples of exploration expenditure (MEE) method considers the relevant and effective past exploration expenditure to derive a base value for a tenement. This value is multiplied by a prospectivity enhancement multiplier (PEM), generally between 0.5 and 3.0.

The selection of PEM value is subjective, but the following scale is commonly used as a guideline:

1 = Exploration to date justifies the next stage of exploration.

2 = Strong indications of potential for economic mineralization have been identified and there are untested targets or anomalies.

3 = Potentially 'ore grade' intersections have already been intersected, indicating high potential for discovery of economic mineralization.

The yardstick value method

Rules-of-thumb, or yardstick, values can be used for properties where a Mineral Resource has been quantified. A value per contained unit of metal (for example, ounces of gold, pounds of copper) or metal equivalent (based on treatment recoveries and net smelter return factors) is assigned to an actual Mineral Resource, or to a preliminary mineralization estimate. The yardstick values AMC has considered are based on assessment of transactions in recent years.

Actual or comparable transaction method

A value is determined by reference to either actual transactions for the property in question, or to recent transactions for projects considered to be similar to those under review. Comparable transactions are normally converted to a value per unit area.

Joint venture terms method

Many transactions on exploration tenements are of a farm-in nature, and AMC estimates a "cash equivalent" value for them by assessing the terms the "deemed expenditure" on the property at the time of the deal, discounted by a time and probability factor for the likelihood that the farm-in will complete its earning requirement. AMC adjusts the resulting value in consideration of any other terms of the joint venture, or for the results of work carried out since the commencement of the farm-in.

2.2 Comparable transactions

AMC assessed comparable transactions in the public domain, using the following selection criteria:

- Acquisitions completed from 2019 to 2022.
- Early-stage exploration projects without Mineral Resources.
- Prospectivity for base metals and/or gold.
- Located in Australia.

The rationale for selecting early-stage projects was that the Mineral Resources were to be valued separately, either by AMC using a yardstick method or by a mineral industry consultant using a DCF method. Valuing the tenements as advanced exploration projects with Mineral Resources would, in AMC's opinion, be double counting the value of the Mineral Resources. AMC identified 18 transactions that indicated values per unit area ranging from \$280/km^2 to \$10,077/km^2 (Table 2.1). AMC considers that the mean of the values per unit area (3,350/km^2) represents a reasonable basis for valuation of the exploration tenements.

Table 2.1 Comparable transaction for Australian copper exploration projects

Project	Buyer	Seller	State	Area (km^2)	Consideration (A$)	$/$km^2$ ($)
Russell Copper Project	Battery Minerals Limited	iCopper pty ltd	WA	258	2,600,000	10,078
Cashman Project	Sandfire Resources NL	Auris Minerals Limited	WA	248	1,970,000	7,960
Belgravia Project	Krakatoa Resources Limited	Locksley Holdings Pty Ltd	NSW	96	710,000	7,419
2 EPMs	South32 Limited	Pegmont Mines Limited	Qld	137	1,000,000	7,299
Gorge Creek Joint Venture	Traka Resources Limited	Cobalt Qld Pty Ltd	Qld	162	855,263	5,279
Alford East Project	Thor Mining PLC	Spencer Metals Pty Ltd	SA	346	1,470,000	4,250
Black Range Project	Resource Base Limited	Navarre Minerals Limited	Vic	409	1,520,000	3,716
6 exploration licences	Kincora Copper Limited	RareX Limited	NSW	580	1,951,238	3,364
Flanagans Copper-Gold Project	Bindi Metals Limited	Zenith MineralsLimited	Qld	188	450,000	2,394
E45/5572	Avira Resources Limited	Mount McPherson Pty Ltd	WA	135	250,000	1,852
E80/4990	Peako Limited	Sandrib Pty Ltd	WA	224	384,000	1,713
Ravenswood Project	Sunshine Gold Limited	Stavely Minerals Limited	Qld	373	414,500	1,111
New Norcia	Lachlan Star Limited	Coobaloo Minerals Pty Ltd	WA	600	613,333	1,022
EL 5586	Rio Tinto Exploration	Renascor Resources Ltd	SA	300	250,000	833
Highlands Copper Project	Larvotto Resources Ltd	Minotaur Exploration Limited	Qld	900	625,000	694
E20/948	Scorpion Minerals Limited	Element25 Limited	WA	384	250,000	651
Koonenberry copper	Odin Metals Limited	Peel Far West Pty Ltd	NSW	2,600	1,000,000	385
Two EPMs	Rio Tinto Exploration	ActivEX Limited	Qld	178	50,000	280

2.3 Yardstick method - transactions

2.3.1 Copper

AMC assessed comparable transactions in the public domain, using the following selection criteria:

- Acquisitions announced from 2017 to 2022.
- Advanced copper-dominant projects with reported Mineral Resources, with or without reported Ore Reserves.
- Not currently in production.
- Located in Australia.

The rationale for selecting projects that were not currently in production at the time of the transaction was that the price paid for a producing asset with immediate cashflow is likely to be significantly higher than that paid for tenements with Mineral Resources not economic to mine at the time of the transaction. Furthermore, the price paid for an operating mine would include the cost of the mine and processing plant and associated infrastructure as well as the Mineral Resources. AMC's valuations were specifically of two Mineral Resources not considered to be economic and present conditions. AMC identified seven (7) transactions with these characteristics (Table 2.2).

The transactions listed in Table 2.2 range from $44/t to $186/t of contained copper equivalent with an average value of $85/t. The copper equivalent calculations were based on prevailing commodity process at the time the deal was announced.

The wide range reflects the complex factors that influence the value of a project in the eyes of sellers and buyers, such as Mineral Resource size, grade, depth and mining method, development status, existing liabilities of the purchased asset, technical and political risks, strategic value alongside other assets, social and environmental issues.

Table 2.2 Yardstick values from Australian copper project transactions

Transaction	Announce Date	Deal Value (A$M)	Cu-Equivalent Tonnes Mineral Resources	Price Paid Per Tonne Equivalent (A$/t)
Purchase by Washington H. Soul Pattinson and Company Limited of the previously mined Stockman copper-zinc project in NSW from Independence Group Limited	14/06/2017	32.20	711,850	45
Purchase by Washington H. Soul Pattinson and Company Limited of the Barbara copper project in Queensland from Syndicated Metals Limited	24/04/2017	2.28	51,991	44
Purchase by Peel Mining of CBH Resources Limited's 50% share of the Mallee Bull Joint Venture, taking Peel's ownership in the project to 100%, by exercising its pre-emptive right, matching a third party's unconditional cash offer of $17 million	27/07/2020	17.00	91,274	186
Takeover of Queensland Mining Corporation Limited by Moly Mines Limited. The primary assets were tenements in the Cloncurry region of Queensland, including the White Range project	15/12/2017	50.80	348,326	146
Purchase by Strategic Minerals Plc of the previously mined Leigh Creek copper mine and deposits in South Australia from Resilience Mining Australia.	16/10/2017	3.03	36,900	82
Purchase by Cyprium Metals Limited of Metals X's portfolio of Western Australian Copper Assets: Nifty Copper Mine, Maroochydore Copper Project, and the Paterson Exploration Project	10/02/2021	60.00	1,239,430	48
Earn-in and joint venture by Anax Metals Limited for the Whim Creek copper project in Western Australia from Venturex Resources Limited	21/07/2020	7.00	153,944	45

2.3.2 Zinc

AMC assessed comparable transactions in the public domain, using the following selection criteria:

- Acquisitions announced from 2017 to 2022.
- Advanced zinc-dominant projects with reported Mineral Resources, with or without reported Ore Reserves.
- Not currently producing or small-scale operations.
- Located in Australia.

AMC identified six (6) transactions with these characteristics (Table 2.3). Two of the transactions were also considered in the comparable transactions for copper dominant Mineral Resources and were recalculated on a zinc equivalent basis.

The transactions listed in Table 2.2 range from $1/t to $60/t of contained zinc equivalent with an average value of $18/t. The zinc equivalent calculations were based on prevailing commodity process at the time the deal was announced. AMC's preferred value is $18/t of contained zinc equivalent.

Table 2.3 Yardstick values from Australian zinc project transactions

Transaction	Announce Date	Deal Value (A$M)	Zn-Equivalent Tonnes in Mineral Resources	Price Paid Per Tonne Metal Equivalent (A$/t)
Purchase by Pursuit Minerals Limited of the Kamarga project in Queensland (including a low-grade Mineral Resource), the Bluebush exploration project in Queensland and a project in South Australia with an IOCG target, from Teck Resources Ltd.	24/04/2017	17.7	295,261	60
Purchase by Metalicity Limited of a 100% interest in Napier Range and Emanuel Range projects from Perth through the acquisition of Ridgecape Holdings Pty Ltd. The project includes the small Wagon Pass Mineral Resource.	12/10/2017	3.1	696,611	4.5
Purchase by Boab Metals Limited of the Manbarrum project from Todd River Resources Ltd. The project includes the Sandy Creek Mineral Resource.	21/07/2021	0.5	742,007	0.7
Purchase by Teck Resources Limited of the 49% interest which it did not already hold in the Teena/Reward project (Northern Territory) from Rox Resources Ltd.	24/01/2017	19.6	4,653,575	3.4
Purchase by Washington H. Soul Pattinson and Company Limited of the previously mined Stockman copper-zinc project in NSW from Independence Group Limited	14/06/2017	32.20	1,542,662	21
Earn-in and joint venture by Anax Metals Limited for the Whim Creek copper project in Western Australia from Venturex Resources Limited	21/07/2020	7.00	343,036	20

3 Tritton

Aeris is a copper and precious metal production and exploration company, headquartered in Brisbane, Queensland, Australia. Aeris owns and operates the Tritton copper mining complex in NSW. The complex consists of the Tritton and Murrawombie copper mines, and the Tritton copper concentrator and related infrastructure. Aeris provided guidance for the current fiscal year of between 18,500-19,500 tonnes of copper in concentrate. The concentrate is sold under contract to Glencore International and shipped to smelters in the Asia Pacific region.

3.1 Exploration tenements

Aeris holds eight contiguous exploration licences (ELs) covering 2,385 km^2 around and along strike from the Tritton and Murrawombie mines, which are prospective for the discovery of copper-gold deposits similar to the Tritton ore body. The tenements in the Tritton region are shown in Figure 3.1. Aeris also holds a 30% interest in EL 6105, near Canbelego in NSW, approximately 45 km south-west of Tritton and a 70% interest in the Torrens project in South Australia. The tenements are summarized in Table 3.1.

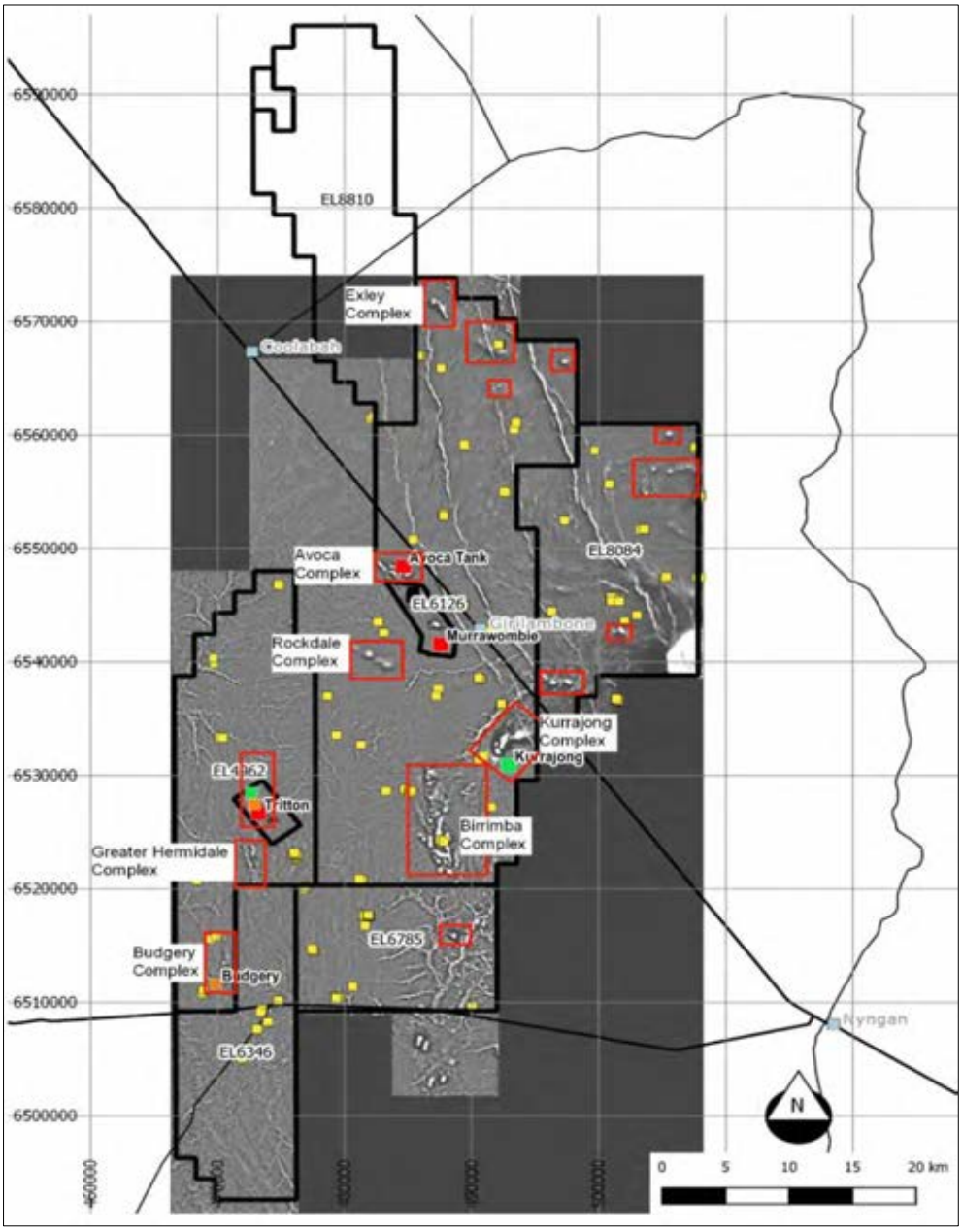
Table 3.1 Summary of Exploration Licenses

Tenement	Tenement Holder	Project Name	Aeris Interest (%)	Area (km^2)	Grant Date	Expiry Date	Rent ($)	Surety/Bond ($)
EL 4962	Tritton Resources Pty Ltd	Tritton, NSW	100	321	19/03/1996	19/03/2022	7,020	60,000
EL 6126	Tritton Resources Pty Ltd	Tritton, NSW	100	810	15/09/2003	14/09/2026	18,070	187,000
EL 6346	Tritton Resources Pty Ltd	Tritton, NSW	100	207	23/11/2004	23/11/2022	4,240	10,000
EL 6785	Tritton Resources Pty Ltd	Tritton, NSW	100	180	22/05/2007	22/05/2026	3,700	10,000
EL 8084	Tritton Resources Pty Ltd	Tritton, NSW	100	300	10/05/2013	10/05/2023	6,120	12,000
EL 8810	Tritton Resources Pty Ltd	Tritton, NSW	100	300	14/12/2018	14/12/2023	6,100	10,000
EL 8987	Tritton Resources Pty Ltd	Tritton, NSW	100	120	5/06/2020	5/06/2022	3,060	66,000
EL 9285	Tritton Resources Pty Ltd	Tritton, NSW	100	147	10/09/2021	10/09/2024	3,040	10,000

An application for renewal for EL 4962 was submitted on 14 March 2022.

Improved Management of Exploration Regulation (IMER) is a reform of NSW exploration regulation, implemented from 1 July 2015. Reports of exploration activities and expenditure provided to AMC by Aeris were written to satisfy IMER requirements.

Figure 3.1 Map of Tritton regional tenements



Note: Shows airborne magnetic survey image (grey), preliminary magnetic anomalies identified (yellow), mafic volcanic complexes (red rectangles) and identified mineral deposits (red, orange and green squares).
Source: Aeris: Tritton tenements exploration overview.

3.2 Project history

Tritton is located in central NSW, approximately 50 km north-west of the town of Nyngan. It is the site of both historical and contemporary mining. Small-scale copper mining occurred near the modern day Tritton mining complex between 1881 and 1910. Modern exploration of the Tritton area by Nord Pacific Limited identified an oxide copper resource (Murrawombie) in 1989. A joint venture was formed between Nord Pacific Limited and a subsidiary of Straits Resources Ltd (SRL) to mine the deposit in 1991.

Murrawombie was developed as an open pit mine with ore processing by heap leach and copper cathode production using solvent extraction and electrowinning (SX-EW) technology. From 1992 to 1999, near-mine exploration discovered other small deposits that have subsequently been mined. The Tritton deposit, which is the most significant at the Tritton mining complex, was discovered by the joint venture in 1995.

In 2000, Nord Pacific Limited purchased the half-interest of the project owned by SRL, but later defaulted on payment obligations and was forced to sell its interests in the project to SRL.

In 2002, SRL sold the project to Tritton Resources Limited, an unlisted public company for a consideration of cash, shares, and convertible notes. In November 2003, Tritton Resources Limited was floated on the ASX.

In 2004, development of the Tritton copper mine and construction of a sulphide flotation concentrator occurred. Production from Tritton commenced in March 2005.

In 2006, SRL completed an off-market takeover of Tritton Resources Limited and became the sole owner. SRL changed its name to Aeris Resources Limited (Aeris) in December 2015.

The Tritton mining complex is a moderately sized mining operation that has been in continuous production for fifteen years. Current production is sourced from the Tritton and Murrawombie underground mines.

A single product, copper concentrate, is produced and transported by rail to the port of Newcastle in NSW. It is sold under contract to Glencore International and shipped to smelters in the Asia Pacific region. The copper concentrate is regarded as a standard product, being medium grade, coarse grained, and low complexity.

3.3 Geology and mineralization

3.3.1 Regional geology

Tritton is located in the northern part of the central sub province of the Lachlan Fold Belt and is hosted by the Ordovician Wagga-Omeo and Girilambone Zones. The Wagga-Omeo Zone is dominated by low-grade to high-grade regionally metamorphosed Ordovician quartz turbidites intruded by abundant granitic rocks. The Girilambone Zone has considerably less granite and contains widespread Girilambone Group metasediments and volumetrically minor mafic sequences. The Girilambone Group has recently been subdivided by the NSW Geological Survey into three meridional trending belts, the western and eastern Narrama Formation, the faulted central Lang Formation–Ballast Formation Correlate, and the Ballast Formation to the west.

The Narrama Formation is a thick turbidite sequence of greywackes, pelites, and psammopelites, associated with mafic volcanic rocks, volcaniclastic sediments, and sparsely distributed intrusive rocks. There has been regional low-grade metamorphism and a moderate deformational overprint. The region is dominated by north-south structural trends. Minor granodioritic intrusive bodies and dykes cut the older metasediment stratigraphy as do younger mafic dykes.

Much of the landscape underlain by the Girilambone Group is either covered by a veneer of alluvial sediments or is weakly dissected with sparse bedrock exposure. Where outcrop does occur, it is low lying and usually strongly weathered.

Monotonous turbidite sediments within the Girilambone Group range from shale, siltstone, and fine-coarse grained sandstone units. Outcrop is limited, with the exception of a medium-coarse grained resistant sandstone unit preferentially outcropping throughout the tenement package. The resistive sandstone unit is referred to as the Budgery Sandstone. There are a series of magnetic high complexes within the tenement which historically were interpreted to represent mafic complexes.

The currently identified sulphide (pyrite and chalcopyrite) deposits generally occur in large tabular sulphide-rich sheets that vary in dip from 30° to 70°, commonly towards the south-east. The primary economic element is copper, with sub-economic occurrences of gold, silver, and other base metals. Mineralization is hosted within highly siliceous and ankeritic hydrothermally altered metasediments that are underlain by magnesium chlorite-rich alteration zones with variable amounts of stringer sulphide veins.

Weathering extends down to 80 m in places and some of the deposits are partially oxidized. Open pit mining of oxide ore has been undertaken in the past at North East, Murrawombie, Larsens, and Hartmans.

Until 2018, the mineralization within the Girilambone basin was generally classified as volcanogenic massive sulphide (VMS). A Besshi type VMS model, in which the sulphides were interpreted to have precipitated during sedimentation on the seafloor, was favoured based on the following:

- Upper sections of the Tritton deposit were dominated by massive sulphide textures.
- Presence of a quartz-magnetite-hematite unit along the upper margins of the Tritton deposit which was interpreted to represent a chert horizon associated with the final stages of fluid precipitation.
- Sericite and chlorite dominant alteration.
- Lack of a stockwork feeder zone beneath Tritton.
- Tritton is a copper rich deposit without highly anomalous chalcophile elements.

As a consequence of geological studies over the last two years, Aeris now favours an alternate genetic model in which copper mineralization formed late in the structural deformation i.e. after the formation of the sedimentary basin.

A thin but consistent layer of transported material covers the majority of the tenements. The transported layer consists of quartz lag and aeolian loam, which ranges between approximately 0.3 m and 4 m thick and palaeochannel deposits which contain conductive maghemite lag.

3.3.2 Geology of the mined deposits in the Tritton region

The geology of the copper deposits previously mined in the Tritton region is relevant to the assessment of the exploration and development potential of the exploration tenements.

Tritton is the largest deposit in the region (approximately 25 Mt grading 2% Cu production and remaining resources[9]). It is located on ML 1544, which lies within EL 4962. The top of the deposit was approximately 155 m below surface. Early holes tested above this elevation and failed to intersect significant mineralization. Down hole electro-magnetic surveying was used routinely and off-hole anomalies were recognized. Drilling of these anomalies intersected the Tritton ore body.

The main Tritton ore body is tabular in nature with an overall down dip length of at least 1.7 km. It remains open at depth. It consists of several lenses of banded and massive sulphides within a sequence of mainly fine-grained sediments. Mafic volcanic rocks occur in both the hanging wall and the footwall. A distinctive thin unit of quartz-magnetite-hematite, possibly of exhalative origin, occurs at the top of the sulphide sequence.

The main body varies in thickness averaging 6 m to 8 m above the main "roll over" at 4,500 m above mine datum (mRL). Below the "roll over" the deposit thickens, with true widths varying from 15 m to 60 m. The strike length of the resource varies from 20 m at the top of the resource and extends to an average of 300 m for the majority of the resource down to approximately 4,100 mRL where the strike reduces to 250 m.

The Murrawombie deposit (approximately 15 Mt grading 1.5% Cu production and remaining resources[10]) occurs in a layered sequence dipping at 40° to 50° to the east. Host rocks are metasediments with silicic alteration associated with mineralization, which is broadly conformable with the host rock units. The Murrawombie ore body comprised several lenses, with horizontal widths varying from a few metres to a maximum of 35 m. The majority of mineral

[9] Aeris Resources. Tritton Tenement Exploration Overview.
[10] Op. cit.

resource occurred over about 150 m of strike length and approximately 300 m down-plunge with the majority of tonnage and higher-grade material contained in thicker lenses 101 and 102, between 5,000 mRL and 4,700 mRL.

The North East deposit (~3 Mt production[11]) is located on ML 1383 which is enclosed within EL 6126. It was mined underground from 2008 to 2015. The North East ore body consisted of several discrete tabular lenses. Sulphide mineralization appeared at approximately 100 m below surface. The tabular lenses had strike lengths ranging from 150 to 200 m with individual down dip extents ranging from 90 to 420 m. The lenses varied in true width from 2 to 20 m, with an average true width of 5 to 7 m.

The Larsens deposit occurred as several discrete tabular lenses. Primary sulphide mineralization occurred from approximately 120 m below surface. The tabular lenses had short strike lengths ranging from 40 to 200 m relative to their down-dip extents, which ranged from 60 to 300 m with an average dip of the lenses of 45° to the east. The lenses varied in true width from 2 to 20 m, with an average true width approximately 7 to 12 m. Mineralization was dominated by massive pyrite–chalcopyrite, with minor banded to stringer pyrite-chalcopyrite, and sparse, locally important, magnetite–chalcopyrite.

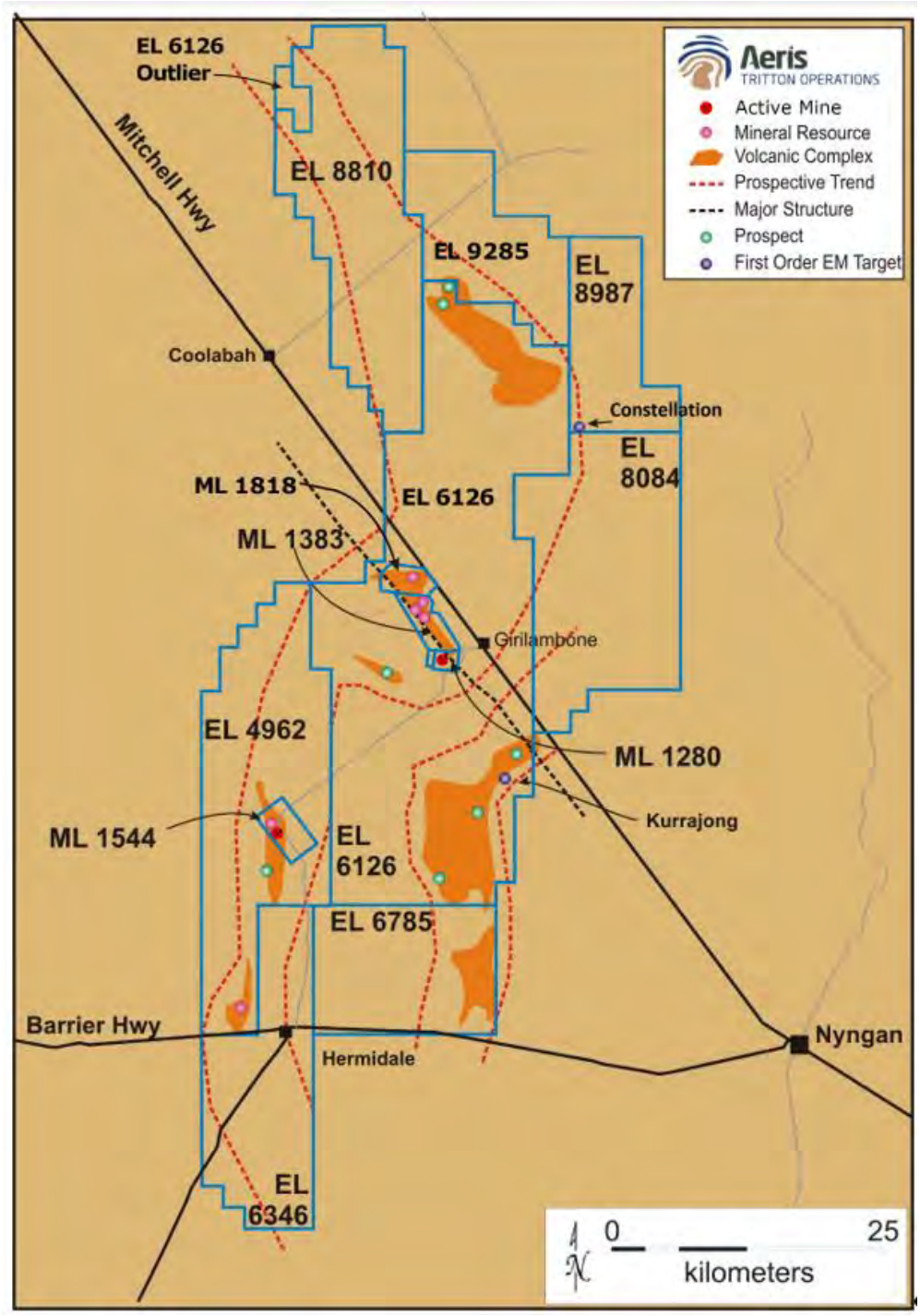
Tritton, Murrawombie, Kurrajong, and Constellation have all been detected by electromagnetic surveys. The mineralization at North East was not conductive. It is recognized that there may be other bodies of non-conductive copper mineralization that are not detectable by electromagnetic methods.

3.4 Exploration

Figure 3.2 shows a map of the Tritton region tenement package and location of the mineral deposits. The sinuous corridor outlined in red envelopes the mapped and interpreted expression of the Budgery Sandstone. All known copper deposits in the region occur near this stratigraphic unit.

[11] Op. cit.

Figure 3.2 Map of Tritton region tenements showing mines, mineral resources and prospects

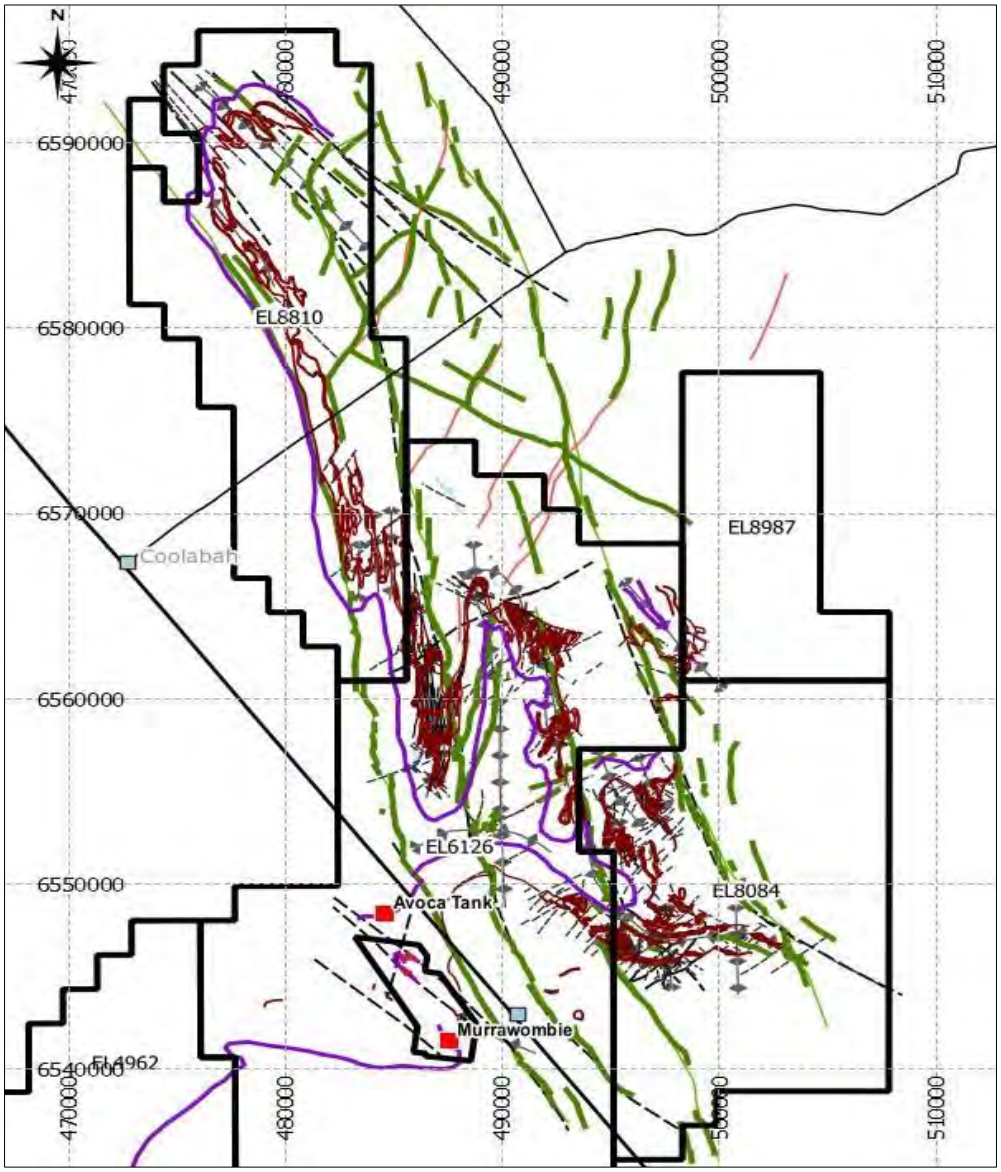


Source: Aeris: Tritton Operations, Annual Report (Part A), Exploration Licence 4962, for the period 19/03/2021 to 18/03/2022

3.4.1 Geological mapping

In 2017 regional mapping was completed throughout the northern half of the tenement focusing on constructing a broad structural and stratigraphic framework. An outcome from the mapping program was the Budgery Sandstone was successfully traced a further 60 km throughout the study area (Figure 3.3). This provided confidence that the northern half of the tenement remained prospective for mineralization even though there had been limited exploration completed previously.

Figure 3.3 Map of northern Tritton region tenements showing Budgery Sandstone

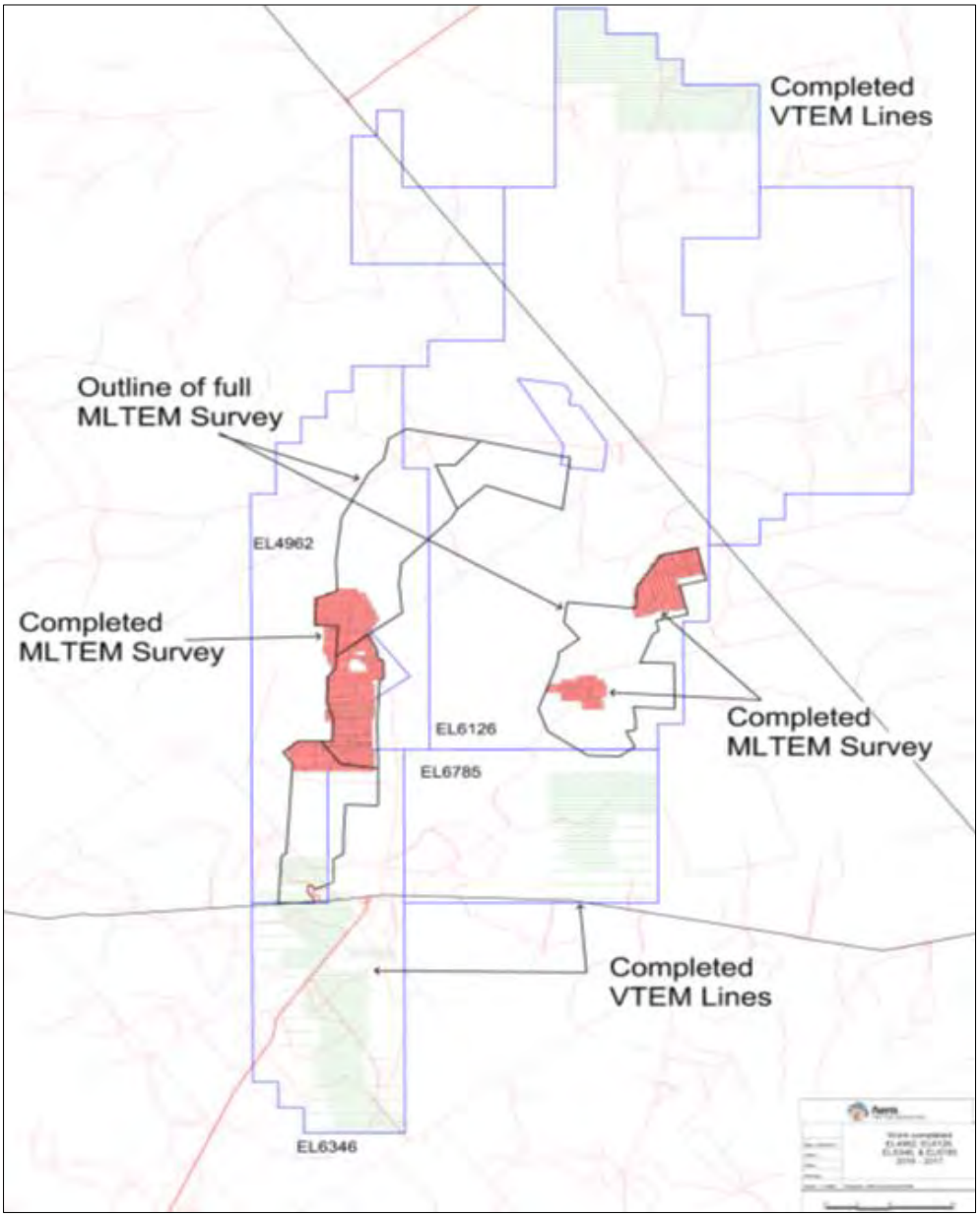


Source: Aeris: Memorandum–GEx trend interpretation and future exploration, 1/11/2017. Tenements (black), Budgery Sandstone (reddish brown), prospective horizon (lilac), faults (black dashed lines), fold axes (grey diamonds), serpentinite, porphyry, and quartz porphyry dykes (green), quartz veins (deep pink).

3.4.2 Geophysical surveying

A trial airborne electromagnetic (EM) survey (versatile time domain electromagnetic, VTEM) was completed in January 2018 over the northern extents of the tenement package and along the southern half of EL 6346 (Figure 3.4). The survey was affected by conductive cover (Aeris estimated only 50% successful coverage) however four potential bedrock conductors were defined at the northern end of EL 6126.

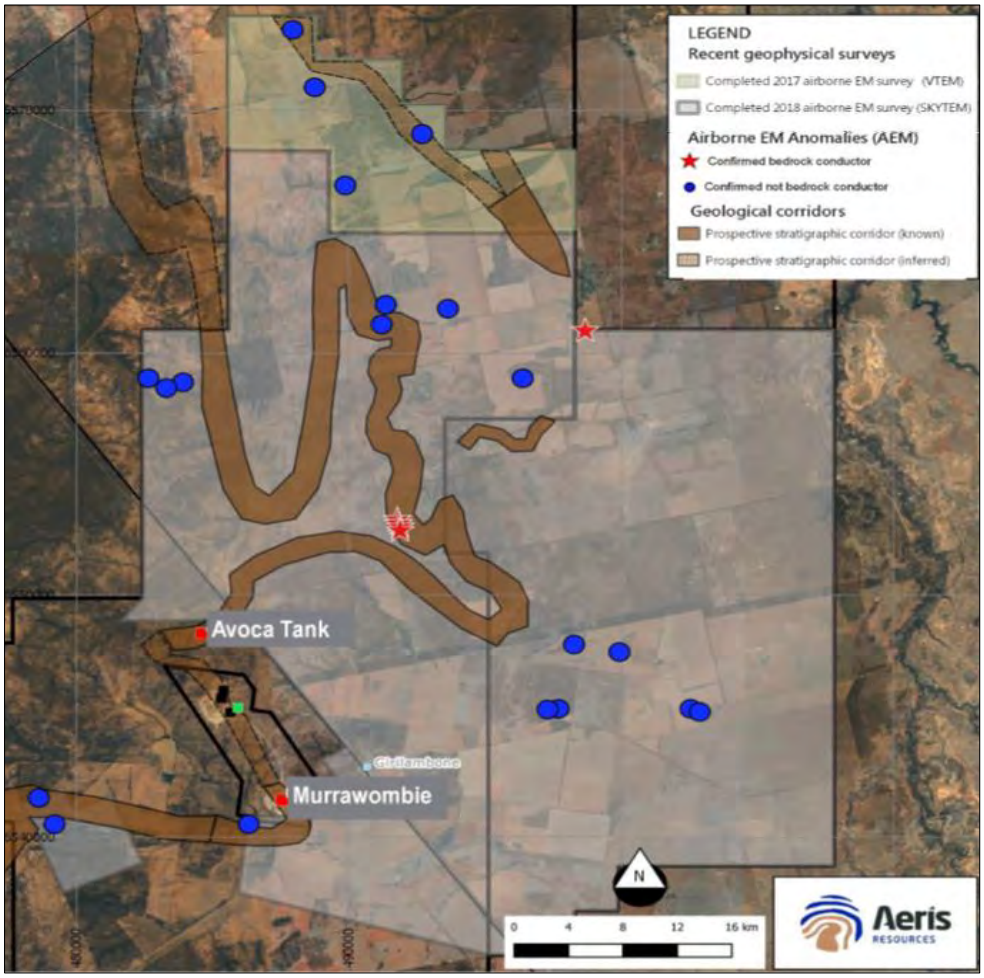
Figure 3.4 Map of Tritton tenements showing VTEM and some MLTEM coverage



Source: Aeris: Tritton tenements exploration overview. Moving loop time domain electromagnetic (MLTEM) surveys shaded in pink, VTEM lines in green, tenement boundaries in blue.

A more comprehensive airborne EM survey (SkyTEM) was flown over the remaining ground within the northern half of the tenement package in December 2018 (Figure 3.5). Aeris considered the SkyTEM survey to have been more effective than the VTEM survey, given it utilised a 12.5 Hz frequency, as opposed to 25 Hz with VTEM. A lower frequency enables the signal to penetrate deeper (increased depth of detection) whilst also penetrating more conductive cover than the VTEM technology.

Figure 3.5 Map of northern part of Tritton tenements showing airborne EM coverage



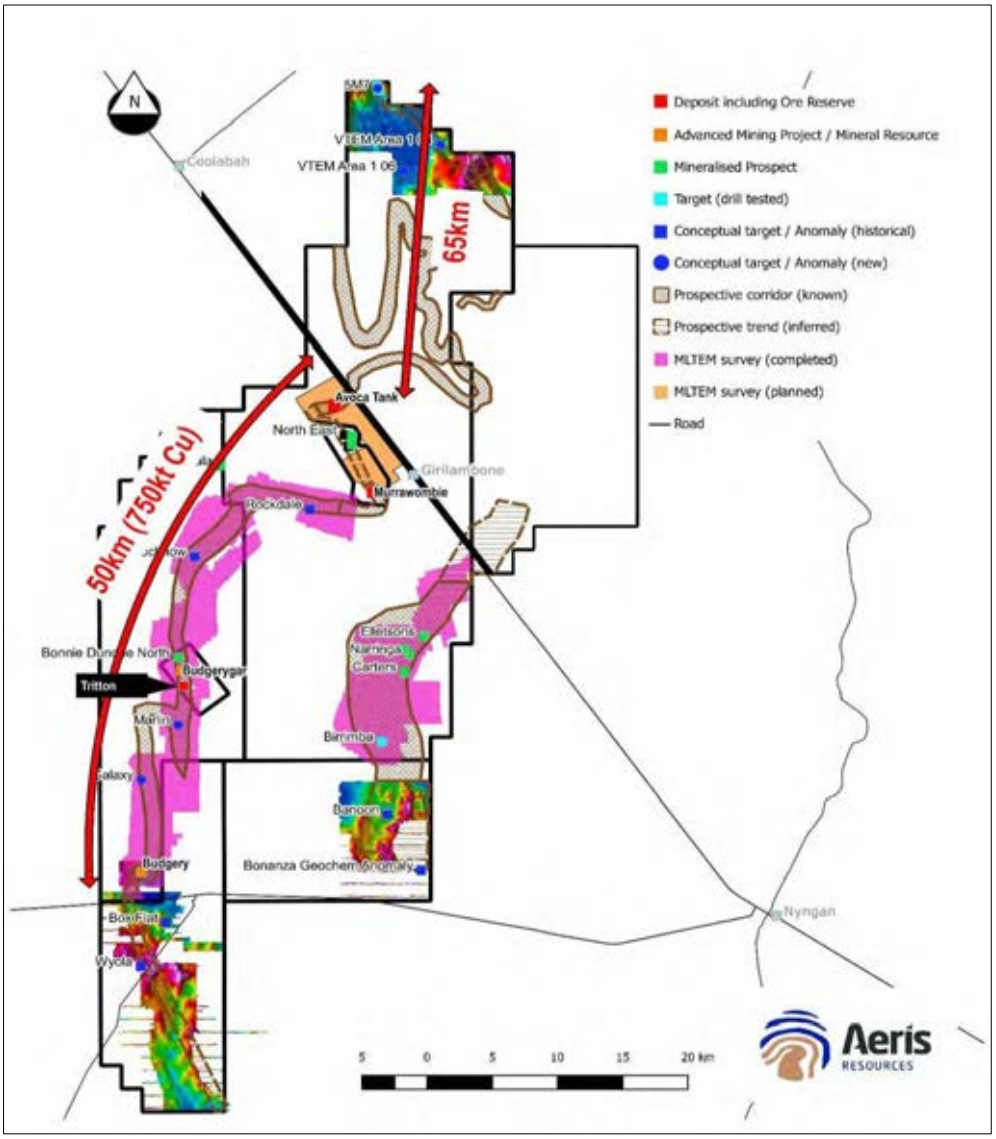
Source: Aeris: Tritton tenements exploration overview

Initially, approximately 25 potential bedrock conductors (shown as blue dots in Figure 3.5)were identified from the SkyTEM survey. Field mapping around the location of the anomalies identified man-made causes for many of the anomalies.

Aeris followed up the VTEM and SkyTEM anomalies with ground based moving loop EM surveys (MLTEM) in late 2019 (Figure 3.6). For each target area a single MLTEM traverse was completed and if the EM response was likely from a bedrock source an additional two survey lines were completed to refine potential bedrock anomalism. Two bedrock conductors were identified from the survey. Anomalies representing bedrock conductors were confirmed at only two locations (shown by red stars in Figure 3.5). The remainder of the anomalies did not provide MLTEM responses consistent with bedrock conductors.

One of the remaining anomalies is located along the northern boundary of EL 8084 and was modelled to extend further north outside the company's tenement package at the time. Aeris was granted an exploration license (EL 8987) over this area on 5 June 2020. Drilling of this target subsequently discovered the Constellation deposit.

Figure 3.6 Map of Tritton region tenements showing MLTEM coverage



Source: Aeris: Tritton tenements exploration overview

The second anomaly is located in EL 6126 in an area which was previously tested by a drill hole that intersected graphite at this location. The modelled EM conductive plate aligns very well with the drill hole intersection. The modelled conductive plate has a long strike dimension (approximately 500 m). At the Murrawombie deposit there are many graphitic shears within and surrounding the mineralised system. Further work is planned at this anomaly includes a first pass drill program to test for sulphide mineralization along the length of the modelled elctromagnetic conductor. .

The net result of the various aerial and ground-based EM surveys is that the SkyTEM survey has likely tested the prospective horizon(s) for conductive massive sulphide deposits of moderate-large size to depths of 300 m. The VTEM survey has likely tested for similar sized deposits to depths of 200 m. There are no untested EM anomalies that are considered by Aeris to be prospective for copper sulphide deposits.

There remains the possibility of discovering copper deposits that contain disseminated or stringer sulphides rather than massive sulphides and are therefore not conductive and cannot be detected by EM. The North East deposit is an example. Aeris proposes to complete a trial IP geophysical survey for sulphide-poor deposits. The initial area of interest would be at the Carters prospect

(Kurrajong-Birrimba magnetic complex), where sparse drilling intersected 10 m grading 1.7% Cu from ~200 m below surface but the regional MLTEM survey did not detect a conductive body.

During 2017 to 2020 Aeris engaged a consultant to conduct a review of the geology of the mineral deposits in the Tritton region. The most important conclusion from this study was that copper sulphide mineralization is not associated with a VMS type mineralizing event. Rather copper mineralization formed late in the geological process precipitating along structural features. Furthermore, secondary magnetite (evident at Avoca Tank and Tritton) formed as a precursor event in close association with copper sulphide mineralization. It was previously thought that magnetic signatures were associated entirely with mafic complexes.

Modelling of magnetic data at the Avoca complex suggested the magnetic anomalies are associated with linear magnetite bodies which Aeris considers may represent secondary magnetite occurrences. The magnetic bodies are broadly coincident with surface geochemistry results from a regional aircore drill program completed over the complex in 2014.

AMC notes that although their genetic significance is now seen in a new light, the magnetic complexes have long been recognized for their close spatial association with the mineralization.

3.4.3 Geochemistry

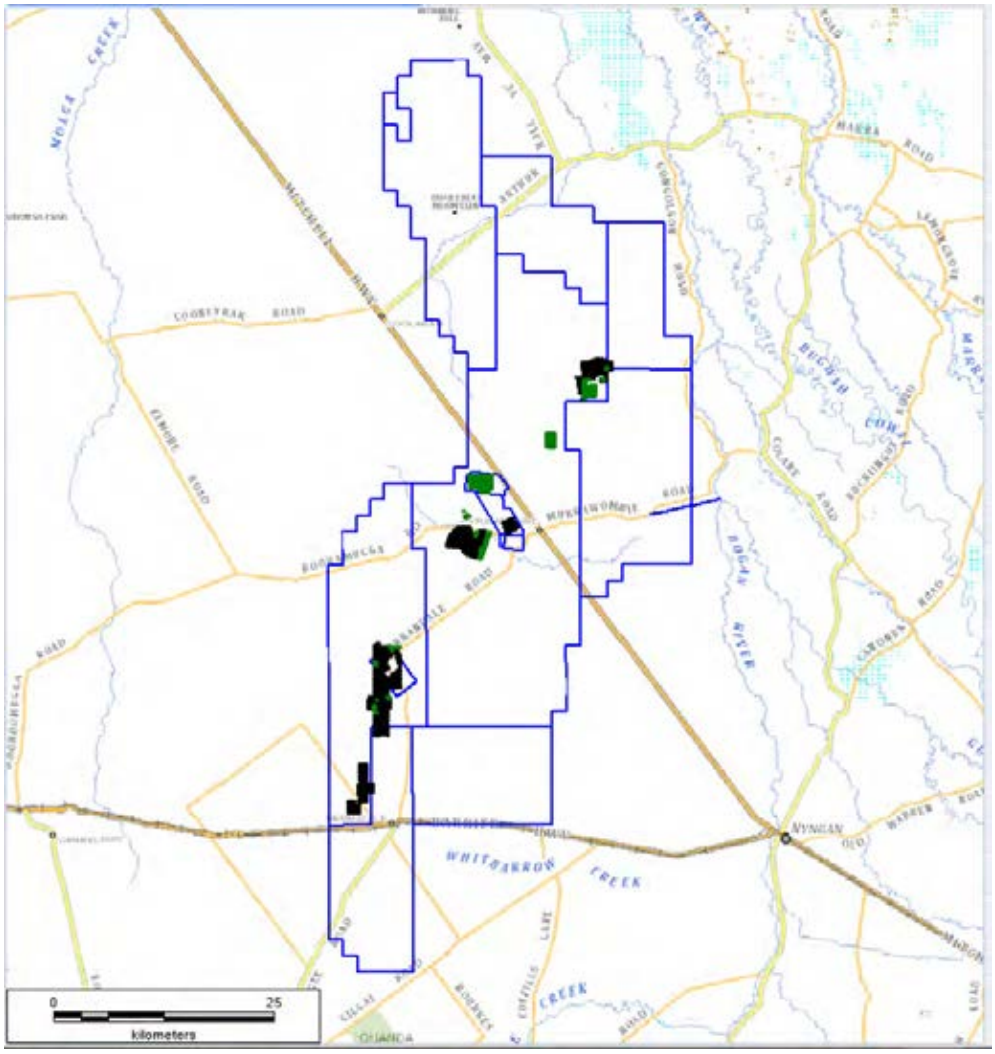
Since 2019, Aeris has realigned its exploration strategy. Aeris considers that a discovery in the Tritton tenement package will either be a non-conductive mineralized system or a small footprint conductive body (not readily detectable by EM beneath conductive cover). With the development of the new genetic model for the copper mineralization, Aeris has primarily focused on exploring in the vicinity of magnetic complexes with detailed reinterpretation of magnetic signatures.

In addition, since 2020, Aeris reassessed the geochemical data collected during the late 20th century. Although the bedrock in extensive parts of the tenements was sampled by drilling, the samples were generally only assayed for copper, lead, zinc, and sometimes arsenic, using a single acid digestion and atomic absorption spectrophotometry. Potential pathfinder elements, such as Ag, As, Au, Bi, Cd, Mo and Sb could not be detected at low levels. Anomalies were mainly identified using copper assays.

Using four acid digestion and improved inductively coupled plasma mass spectrometry (ICP MS), a very wide range of trace elements can be assayed to very low levels. Recent sampling and assaying of the weathered bedrock around Tritton, Budgerygar and Constellation has shown that there are multi-element anomalies associated with these deposits that may have been missed in previous geochemical surveys.

Aeris has begun a programme of systematic sampling of the weathered bedrock horizon along the prospective stratigraphy, using auger holes, drilled on a 200 m by 100 m grid pattern (Figure 3.7). Infill sampling on a 100 m by 50 m grid will be used to better define anomalies.

Figure 3.7 Map of Tritton region tenements showing 2021-2022 auger drilling coverage



Source: Aeris: Aeris regional auger programme April 2022 (Powerpoint document)

3.5 Valuation

AMC has considered the value of the Tritton tenements, excluding the Mineral Resources and potential for extension of those resources within the granted mining leases.

Due to the focus on the new Constellation discovery, new mine developments at Murrawombie Budgery, and the Kurrajong deposit, most of the exploration expenditure in recent years has been directed towards definition of Mineral Resources. Yet, conversely, learnings from drilling the Mineral Resources have shown that the prospectivity of the ELs is not exhausted. The geochemical surveys undertaken at Constellation, Tritton, and Budgery and have provided more targets for grass roots exploration across the ELs. All of the ELs cover or are interpreted to cover portions of the prospective horizon.

Valuation of the Mineral Resources was specifically excluded from AMC's scope of work. AMC considers that in these circumstances the multiples of exploration expenditure method is not appropriate. The yardstick method is also inappropriate.

AMC has valued the Tritton tenements as a group, using the comparable transactions method. Aeris holds eight contiguous ELs covering 2,385 km^2 around and along strike from the Tritton and Murrawombie mines, which are prospective for the discovery of copper-gold deposits similar to the Tritton ore body.

Applying the average of the comparable transactions ($3,350/km^2), implies a valuation of $8.0 million for the Tenements beyond the value of the currently identified Mineral Resources. AMC considers an appropriate range of value to be $6.0 million to $10.0 million (+/- 25%) with a preferred value of $8.0 million.

4 Canbelego

The Canbelego tenement is held 70% by Oxley Exploration Pty Ltd (Oxley), a wholly owned subsidiary of Helix Resources Limited and 30% by Aeris. Tenement details are summarized in Table 4.1 Canbelego exploration tenement.

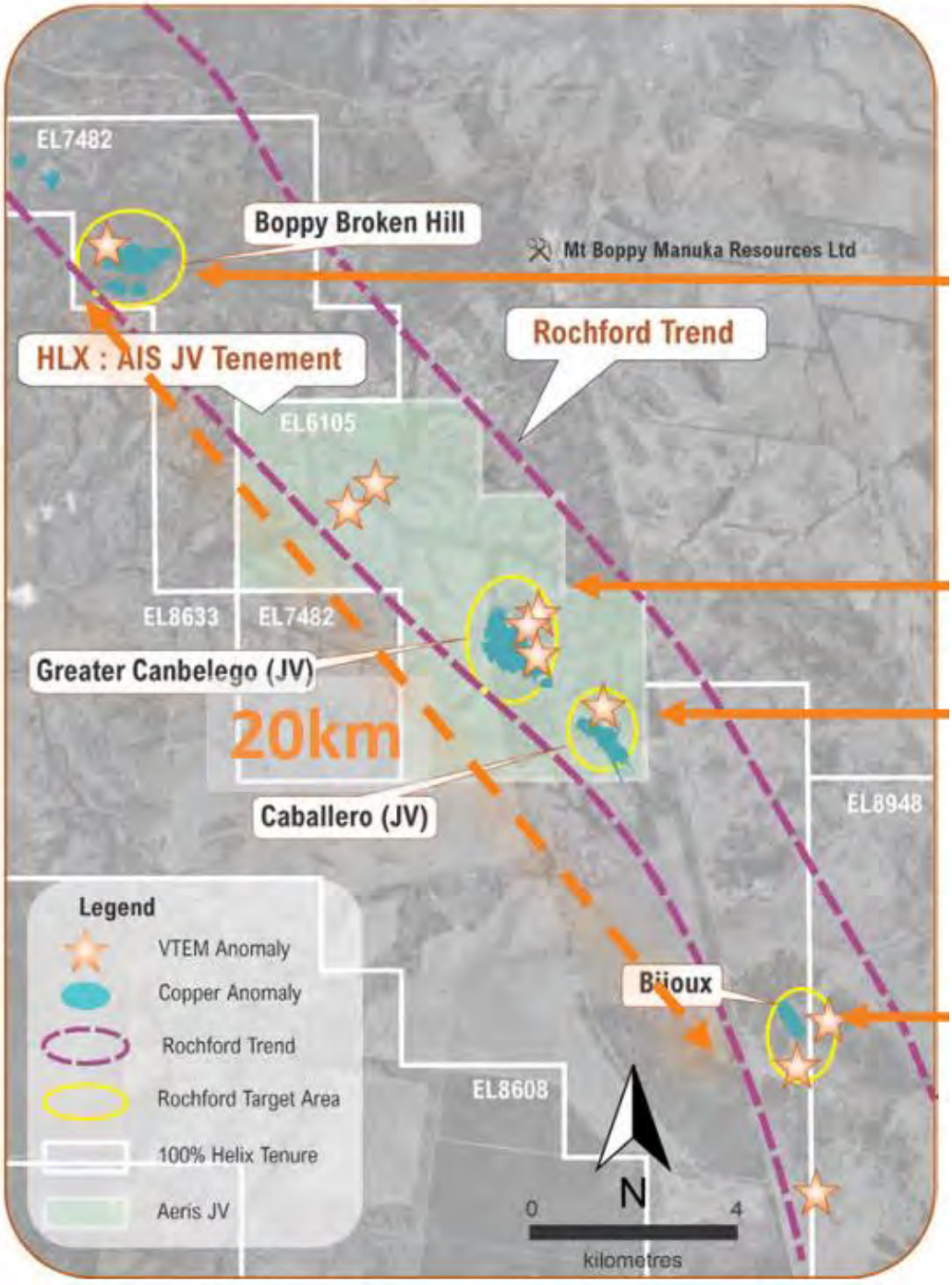
Table 4.1 Canbelego exploration tenement

Tenement	Tenement Holder	Project Name	Aeris Interest (%)	Area (km^2)	Grant Date	Expiry Date	Rent ($)	surety/Bond ($)
EL 6105	Oxley Exploration Pty Ltd	Canbelego	30	39	28/07/2003	28/07/2024	1,115	33,500

EL 6105 covers part of the Parkes Terrane within the broad north trending Girilambone Anticlinorial Zone. The dominant rock sequence is the poly-deformed Ordovician Girilambone Group metasediments comprised of flysch sediments and mafic volcanics, volcaniclastics and volcanogenics which extend from Condobolin to north of Bourke. These rocks comprise mainly quartz-mica and quartz-chlorite-mica schists and phyllites and have been strongly deformed and regionally metamorphosed to lower greenschist facies. The rocks are intruded by granitoids, intermediate, mafic, and ultramafic Alaskan-type intrusive rocks (Gilligan & Byrnes, 1994, McQueen, 2008).

There are about two dozen old workings and prospects on EL 6105 (Figure 4.1). The most prominent of these are the Canbelego Copper Mine, and the Canbelego Queen and Shango workings. The only recorded copper production of substance was from the Canbelego Copper Mine.

Figure 4.1 EL 6105 location and exploration targets



Source: Helix Resources Limited. Investor Presentation. 16 March 2022.

4.1 Exploration

Work on EL 6105 prior to 2015 included mapping, magnetic and induced polarization (IP) surveys, costeaning, gridding, rotary air blast (RAB) drilling, percussion and diamond drilling, geochemical sampling (bulk leach extractable gold (BLEG), magnetic fractions, stream sediment sampling), survey gridding, shallow vacuum bedrock drilling, and moving loop SIROTEM[12] surveys.

Drilling returned intersections of copper mineralization near to the old Canbelego Copper Mine. A best result 10 m grading 2.08 % Cu was recorded in the primary sulphide zone.

An aeromagnetic survey showed that the old Canbelego Copper mine and some other old workings are located within a magnetic anomaly.

Oxley reprocessed Straits' 2007 detailed gravity data and carried out aeromagnetic and radiometric surveys over the entire tenement in 2010. Modelling of three magnetic anomalies was undertaken. Oxley completed two small drilling programmes and estimated a maiden Inferred Mineral Resource for the Canbelego mine area, at 0.3% Cu cut-off grade, of 1.5 Mt grading 1.2% Cu for 18,000t of contained copper.

By September 2013, Oxley Exploration Pty Ltd had earned a 70% interest in the tenement by spending $0.86 million. Oxley became the operator of the tenement. Oxley is a 100% owned subsidiary of Helix Resources Ltd.

From 2015 to 2020, no significant work was undertaken, in part due to the COVID-19 pandemic.

In 2020/21 Oxley completed:

- Diamond drilling – five diamond holes for 1,912.7 m.
- Airborne Versatile Time Domain Electromagnetic (VTEM) survey.
- Down hole EM (DHEM) surveys.
- Moving Loop EM (MLEM) surveys.

During February and March 2021, UTS Geophysics Pty Ltd completed a helicopter-borne geophysical survey over ground including the Canbelego EL 6105

The principal geophysical sensors included a versatile time domain electromagnetic (VTEM™ Max) system and a caesium magnetometer. Ancillary equipment included a GPS navigation system and a radar altimeter. A total of 2,384 line-kilometres of geophysical data were acquired during the survey.

In-field data quality assurance and preliminary processing were carried out daily during the acquisition phase. Preliminary and final data processing, including generation of final digital data and map products were undertaken from the office of UTS Geophysics in Aurora, Ontario.

The VTEM survey was interpreted by Southern Geoscience Consultants. Six VTEM anomalies were identified within EL 6105 that Helix considers to be priority copper targets (Figure 4.1). The Canbelego deposit forms an obvious and discrete anomaly, along with nearby EM targets west, north and south of the 2021 drilling.

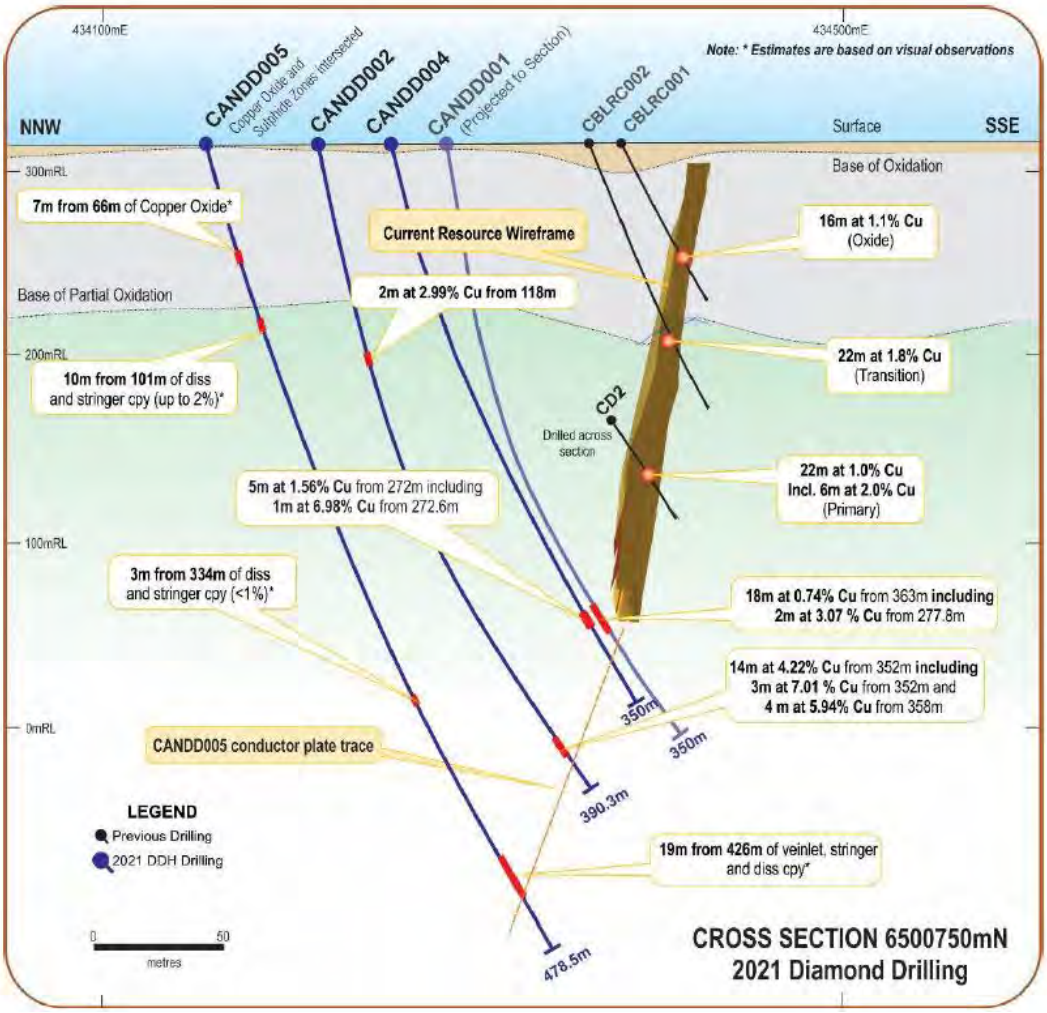
[12] A portable multichannel instrument for transient electromagnetic (TEM) measurements, developed by the Commonwealth Scientific and Industrial Research Organization (CSIRO) with the assistance of the Australian Mineral Industries Research Association and collaborating mining companies.

The MLEM survey was completed by High Power EM and the data were assessed and interpreted by Southern Geoscience Consultants. Five MLEM lines were completed on lines 6500450N, 6500650N, 6500750N, 6500850N and 6500950N (MGA94 Zones 55 northings). Four lines were completed over the copper resource at the Canbelego prospect and one line tested the Canbelego West VTEM anomaly.

The DHEM surveys were completed by High Power EM and the data were assessed and interpreted by Southern Geoscience Consultants. Four holes CANDD001, CANDD002, CANDD003 and CANDD005 were surveyed with DHEM. Several strong conductors were identified which are consistent with the drill hole data and indicate persistent conductive mineralization.

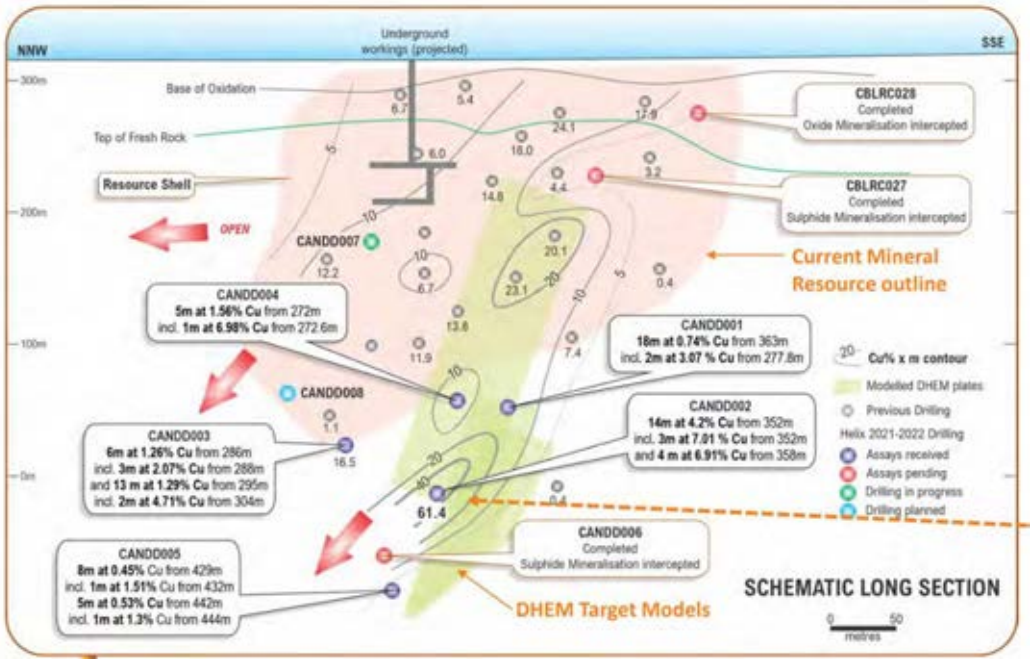
Several zones of massive, disseminated and vein-fill chalcopyrite were intersected by the diamond drilling, consistent with modelled EM conductor plates from the various EM surveys. Results were received for four of the Canbelego diamond holes, with remaining results pending (Figure 4.2and Figure 4.3). The best intercept to date was from drill hole CANDD002 with 14 m grading 4.22% Cu from 352 m.

Figure 4.2 Cross section showing drill hole results at Canbelego



Source: Helix Resources Limited. Annual Report for EL 6105 Canbelego for the period 28/07/2020 to 27/07/2021.

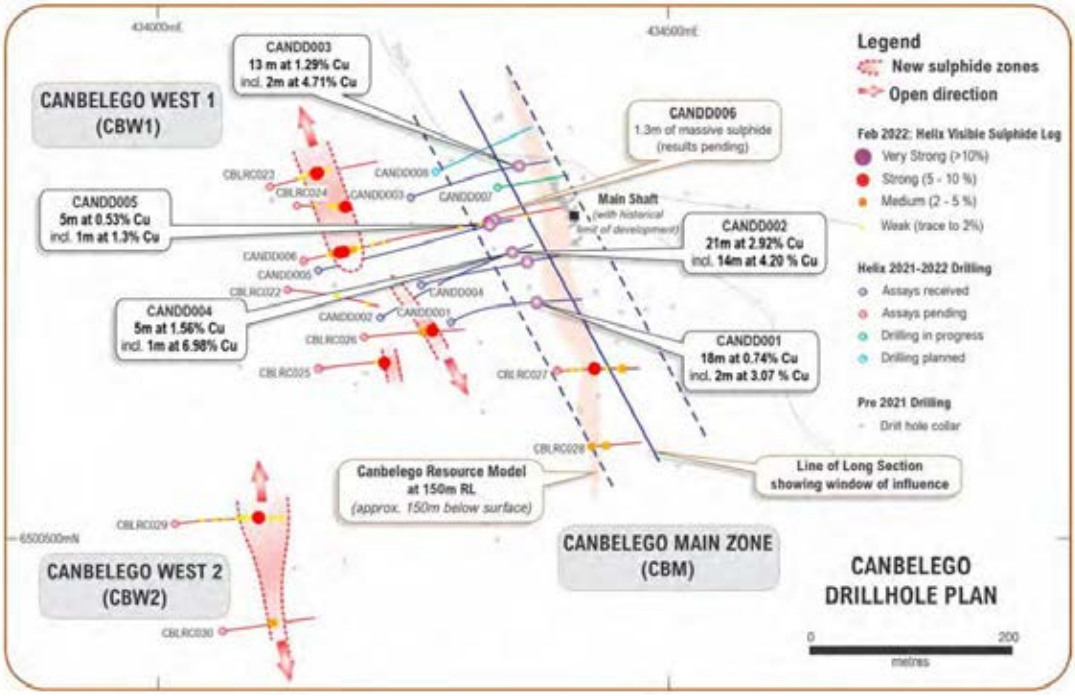
Figure 4.3 Long section showing drill hole results at Canbelego



Source: Helix Resources Limited. Investor Presentation. 16 March 2022.

In February 2022, Helix reported that recent RC drilling (9 holes for 1,368 m) had identified two new parallel potential lode positions west of the Canbelego Main Lode Mineral Resource (Figure 4.4). The new zones are defined by broad zones of quartz-pyrite-chalcopyrite (copper sulphide) veining and each extend for approximately 100 m north-south and are open to the north.

Figure 4.4 Canbelego West drilling results



Source: Helix Resources Limited. Investor Presentation. 16 March 2022.

4.2 Valuation

EL 6105 is located near Canbelego. The Canbelego tenement is held 70% by Oxley and 30% by Aeris. Oxley earned its interest in the tenement by spending $0.86 million. In 2015, AMC valued Aeris' remaining 30% interest in the tenement at $0.37 million, on the basis of this transaction.

From 2015 to 2020, no significant work was undertaken, in part due to the COVID-19 pandemic.

Exploration in 2021/22 included geophysical surveys, diamond drilling and RC drilling. The drilling extended the copper sulphide mineralization approximately 200 m down dip and the electromagnetic surveys identified six new anomalies considered to warrant drill testing.

AMC considers that the exploration in 2021/22 has enhanced the prospectivity of the tenement by demonstrating significant depth continuity to the previously identified mineralization and by identifying new drilling targets within the EL.

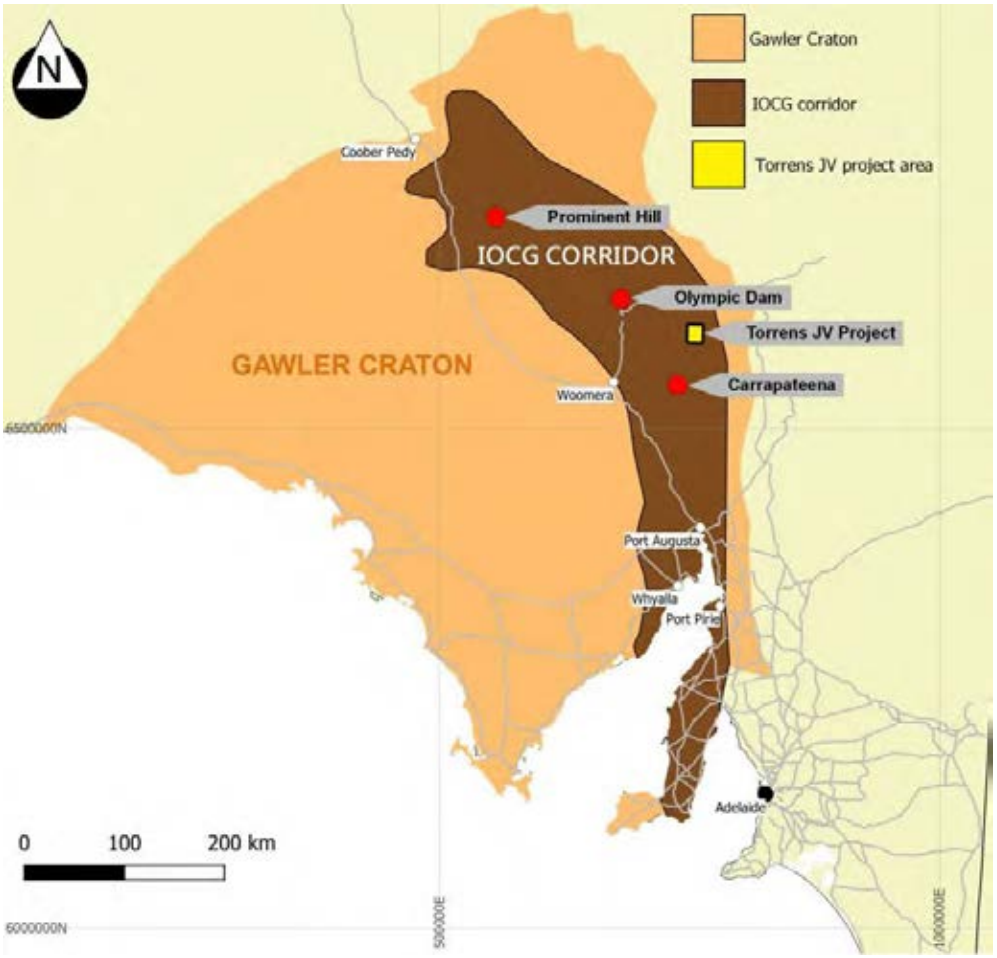
Valuation of the Mineral Resources was specifically excluded from AMC's scope of work. AMC considers that in these circumstances the multiples of exploration expenditure method is not appropriate. The yardstick method is also inappropriate.

AMC has valued the Canbelego tenement using the comparable transactions method. The EL covers 39 km^2 around and along strike from Canbelego. Applying the average of the comparable transactions ($3,350/$km^2$), implies a valuation of $0.04 million, excluding the Mineral Resource at the old Canbelego mine, for EL 6105. AMC considers an appropriate range of value to be $0.03 million to $0.05 million (+/- 25%) with a preferred value of $0.04 million.

5 Torrens

Aeris holds a 70% interest and is the manager of the Torrens project (EL 6407) through a joint venture with Argonaut Resources NL. The project is located in the Eastern Gawler Craton in South Australia, within a corridor which hosts several large-scale iron ore copper gold (IOCG) deposits, including Olympic Dam, Prominent Hill and Carrapateena (Figure 5.1). The project consists of a single exploration licence which Aeris has advised was designated EL 5614 until 2019 and EL 6407 thereafter. Tenement details are listed in Table 5.1.

Figure 5.1 Map showing location of the Torrens project



Source: Aeris.

Table 5.1 Torrens exploration tenement

Tenement	Tenement Holder	Project Name	Aeris Interest (%)	Area (km^2)	Grant Date	Expiry Date
EL 6105	Straits Exploration Pty Ltd	Torrens	70	295	18/08/2019	18/08/2022

5.1 Exploration

EL 6407 covers an area of 295 km^2 over the Lake Torrens Gravity Anomaly in South Australia. Western Mining Corporation (WMC) identified the gravity anomaly and a coincident magnetic anomaly as an exploration target in the 1970s and drilled three holes to test it. These holes intersected hematite alteration consistent with iron ore copper gold (IOCG) style of mineralization at depths of more than 500 m. WMC subsequently abandoned the project and the ground was later taken up by Kelaray Pty Ltd (Kelaray).

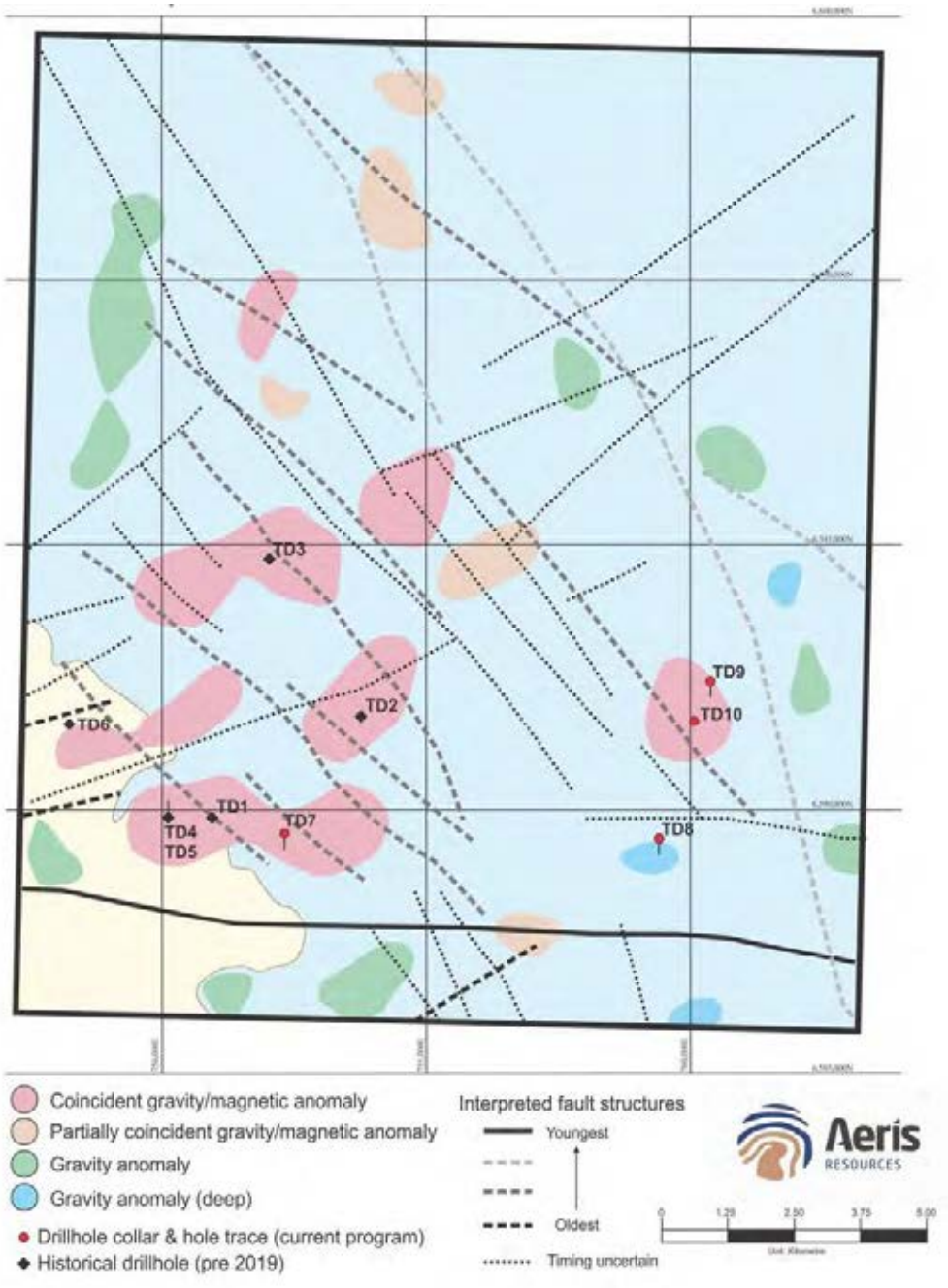
SRL entered a farm-in agreement with Kelaray in October 2003 and, as of 9 January 2012, had earned a 70% interest by spending $7 million. SRL completed more detailed gravity and aeromagnetic surveys and drilled three holes that confirmed IOCG-style alteration but failed to intersect potentially economic mineralization.

Aeris completed a regional Falcon airborne gravity survey in March 2018, reprocessed government aeromagnetic data and identified 28 magnetic anomalies. Geophysical and structural interpretation was completed and priority drilling targets were selected. Two diamond drill holes were drilled into the Precambrian basement and intersected magnetite-rich sedimentary rocks. Substantial hematite alteration characteristic of IOCG deposits was not identified. Copper assays were generally very low. A further two drill holes were abandoned before reaching basement. Figure 5.2 shows a map of the Torrens project area with interpreted geophysical anomalies based on the 2018 FALCON gradiometric survey and the location of drill holes. Although drilling to date has been disappointing, there remain several coincident gravity and magnetic anomalies and some gravity anomalies that have not been drill tested.

A trial passive seismic survey was undertaken during 2021 which was designed to identify Quaternary and Tertiary lithologies below Lake Torrens. Four traverses were completed, totalling 19-line kilometres. The survey was successful in identifying the contact between the Arcoona quartzite and the overlying Tertiary sediments. Results from the survey will be used to update the stratigraphic models as a means to refine gravity models.

AMC has been provided with very limited data relating to the geology and exploration of the tenement with which to form an independent view of the prospectivity of the ground.

Figure 5.2 Map of Torrens project area showing the location of interpreted geophysical anomalies based on the 2018 FALCON gradiometric survey



Source: Aeris announcement: Torrens Exploration Project TD 10 Assays, 29 August 2019

5.2 Valuation

AMC considered valuation of EL 6407 using the MEE method. Aeris reported expenditure since 2017 of $7,846,420. Although the full extent of the geophysical anomalies has not yet been tested, the results of SRL's and Aeris' drilling were disappointing. No significant zones of potentially economic mineralization nor were substantial zones of alteration characteristic of IOCG mineralization intersected. The drilling by Aeris has not enhanced the prospectivity of the tenement.

Processing and interpretation of the geophysical data, which in part requires the acquisition of drill core, has increased understanding of the geology and refined the several remaining targets for exploration.

Exploration to date has not provided a compelling case to justify the next stage of exploration, particularly since drilling on the lake is difficult and expensive. In view of this, AMC considers that a PEM range of 0.25 to 0.5 is appropriate and the likely value of Aeris' 70% interest in the project ranges from $1.3 million to $2.7 million.

AMC has also valued the EL 6407 using the comparable transactions method. Comparable transactions in the same geological setting are rare. In June 2019, Tasman Resources Ltd (Tasman) and FMG Resources Pty Ltd (FMG) executed a conditional, formal Farm-in and Joint Venture Agreement over Tasman's wholly owned EL 5499 (now EL 6416) that hosts the Vulcan iron oxide-copper-gold-uranium prospect, approximately 30km north of BHP's Olympic Dam mine in South Australia. IOCG mineralization was reported from 17 drill holes at the Vulcan prospect and from several holes at the Titan prospect. EL 6416 covers an area of 1,079km^2.

Under the terms of the agreement:

- Fortescue may earn a 51% beneficial interest by sole funding A$4 million plus GST on exploration expenditure within a three-year period.
- Fortescue must expend a minimum of A$1 million before it can withdraw. If Fortescue withdraws before expending A$4 million it will earn no interest.
- After earning a 51% interest, Fortescue may at its election, increase its Joint Venture interest to 80% by sole funding a further A$7 million plus GST on exploration expenditure within a further five-year period. If Fortescue withdraws before expending the further A$7 million its interest will remain at 51%.

On 21 April 2022, Tasman announced that Fortescue had earned a 51% initial interest in EL 6416 and a corresponding joint venture interest. In assigning a value to the Tasman EL, AMC considers that under the agreement and considering the previous exploration results and the high cost of drilling the IOCG targets, there was, at the outset, a high probability that Fortescue would earn the initial 51% interest and a 50% probability of increasing its interest to 80%. On this basis, the transaction implies a value of $8.2 million for the Tasman EL or $8,254/km^2. Applying this value to Aeris' 70% interest in EL 6407 (295 km^2) implies a value for the Aeris tenement of $1.7 million.

Considering the valuations by the MEE and comparable transactions methods, AMC opines that the value of EL 6407 lies between $1.4 million and $2.1 million, with a preferred value of $1.7 million.

Considering the widespread IOCG mineralization in the drill core from the Vulcan and Titan prospects, compared to the lack of mineralization in the holes drilled in EL 6407 by SRL and Aeris, AMC considers that the value of EL 6407 is likely to be less than the value implied by the Tasman-Fortescue transaction. AMC considers that the likely value of EL 6407 lies between $1.3 million and $1.7 million, with a preferred value of $1.4 million.

6 Cloncurry

Round Oak holds a 100% interest in several groups of exploration permits for minerals (EPMs) located to the north, west and south of Cloncurry (Figure 6.1). Round Oak also holds a number of mining leases including those hosting the Mount Colin and Barbara mines. The EPMs are located on the Cloncurry (SF54-2) and Duchess (SE54-06) 1:250,000 scale map sheets and the Cloncurry (7056) Mount Angelay (7055) and Selwyn (7054) 1:100,000 scale map sheets of the National Topographic Map Series.

Tenements are held in a number of company names, all of which are wholly owned subsidiaries of Round Oak's parent company (Washington H Soul Pattinson & Company Limited). The Cloncurry tenements are listed in Table 6.1.

Figure 6.1 Location of Cloncurry tenements

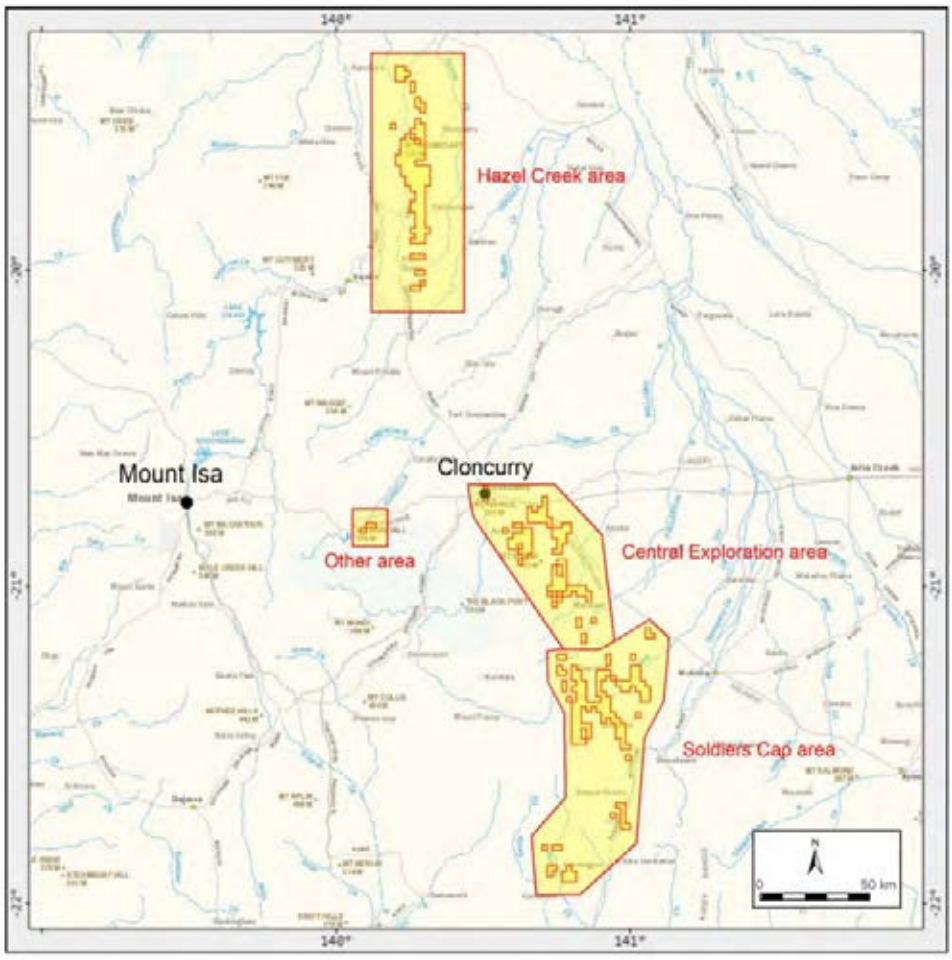


Table 6.1 Cloncurry exploration tenements

Tenement Number	Tenement Name	Round Oak Interest (%)	Holder*	Grant Date	Expiry Date	Expenditure Commitment 2022 ($)	Rent ($)	Surety/Bond ($)	Area ($km^{2)}$	5 years Expenditure ($)
EPM 16174	Canteen South	100	Exco	21/02/2008	20/02/2023	13,500	495	2,500	9.9	95,692
EPM 16737	Wee McGregor East	100	Exco	30/11/2015	29/11/2024	nil	495	2,500	9.9	189,973
EPM 15923	Wallace	100	Exco	7/10/2008	6/10/2023	99,000	11,543	2,500	231	8,517,744
EPM 18256	Oorindimindi	100	Exco	23/12/2010	22/12/2022	38,500	28	2,500	56.1	399,334
EPM 26025	Boomarra Consolidation	100	Exco	14/12/2015	13/12/2025	nil	17,315	10,000	346.5	3,196,011
EPM 16112	Barbara	100	Round Oak	3/11/2008	2/11/2023	nil	329	2,500	6.6	63,028
EPM 27544	Soldiers Cap	100	Exco	12/01/2021	11/01/2026	nil	21,437	-	429	-
ML 90241	Barbara	100	Round Oak	23/05/2016	31/05/2026	-	74,593	3,836,062	11.70375	-
ML 2640	Mount Colin	100	Exco	9/08/1973	31/08/2023	-	8,281	-	1.295	-
ML 6709	Bosca	100	Exco (Qld)	14/05/1992	31/05/2022	-	446	5,000	0.062587	-

Notes: *Exco: Exco Resources Pty Ltd.
Round Oak: Round Oak Minerals Pty Ltd.
Exco (Qld): Exco Resources (Qld) Pty Ltd.

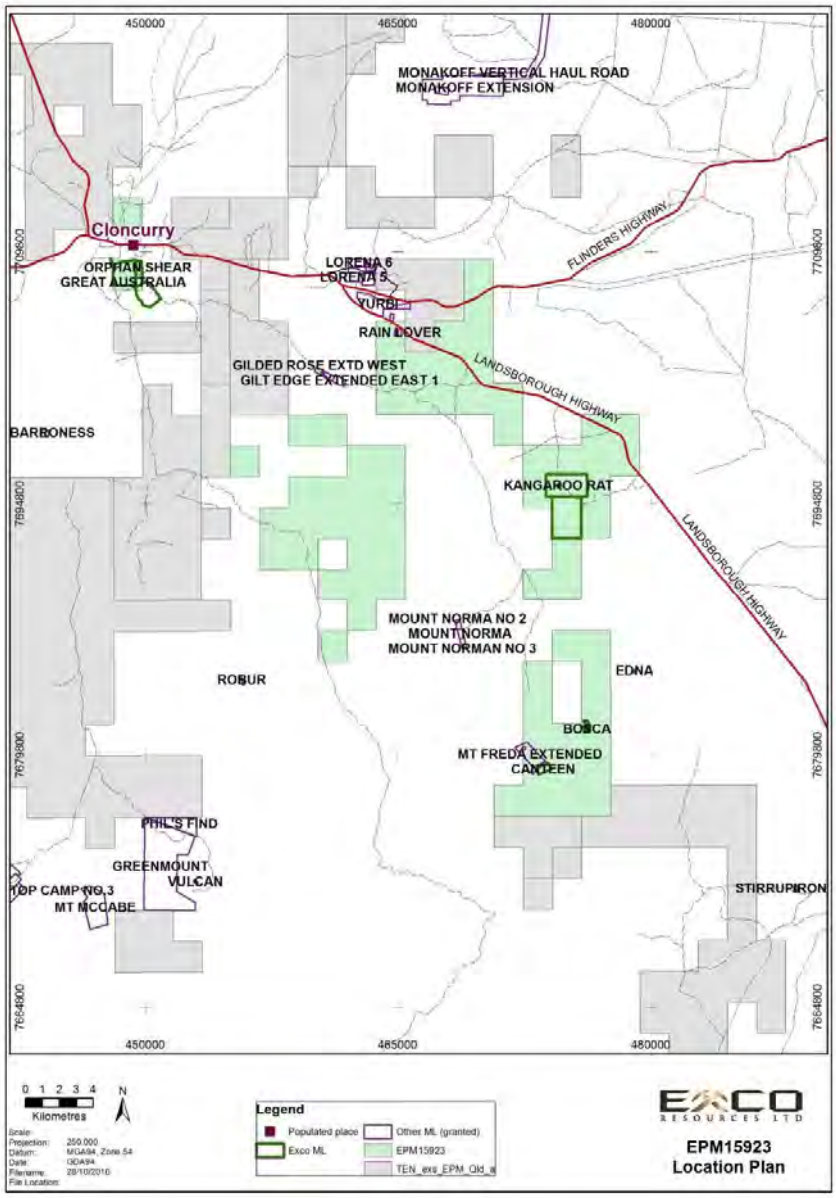
6.1 EPM 15923 Wallace

EPM 15923 is located in the Eastern Succession of the Mount Isa Block, southwest of Cloncurry in north-west Queensland (Figure 6.2). EPM 15923 Wallace was granted to Exco on 7 Oct 2008 with a total of 70 sub blocks (approximately 231 km^2).

The tenement area has been actively explored for copper, gold, uranium, and base metal mineralization and has been subject to extensive exploration activity. Previous work includes soil geochemistry sampling, costeaning, geophysical surveys and drilling. Part of the tenement was explored under a joint venture with Newcrest Mining Limited in 2018 to 2019.

In 2018 a joint venture was entered into over to graticule blocks that adjoin a mining lease associated with the previously-mined Mt Freda deposit. A mining lease application was granted in 2021 covering 225.4 ha over part of those graticule blocks.

Figure 6.2 EPM 15923 Wallace Location



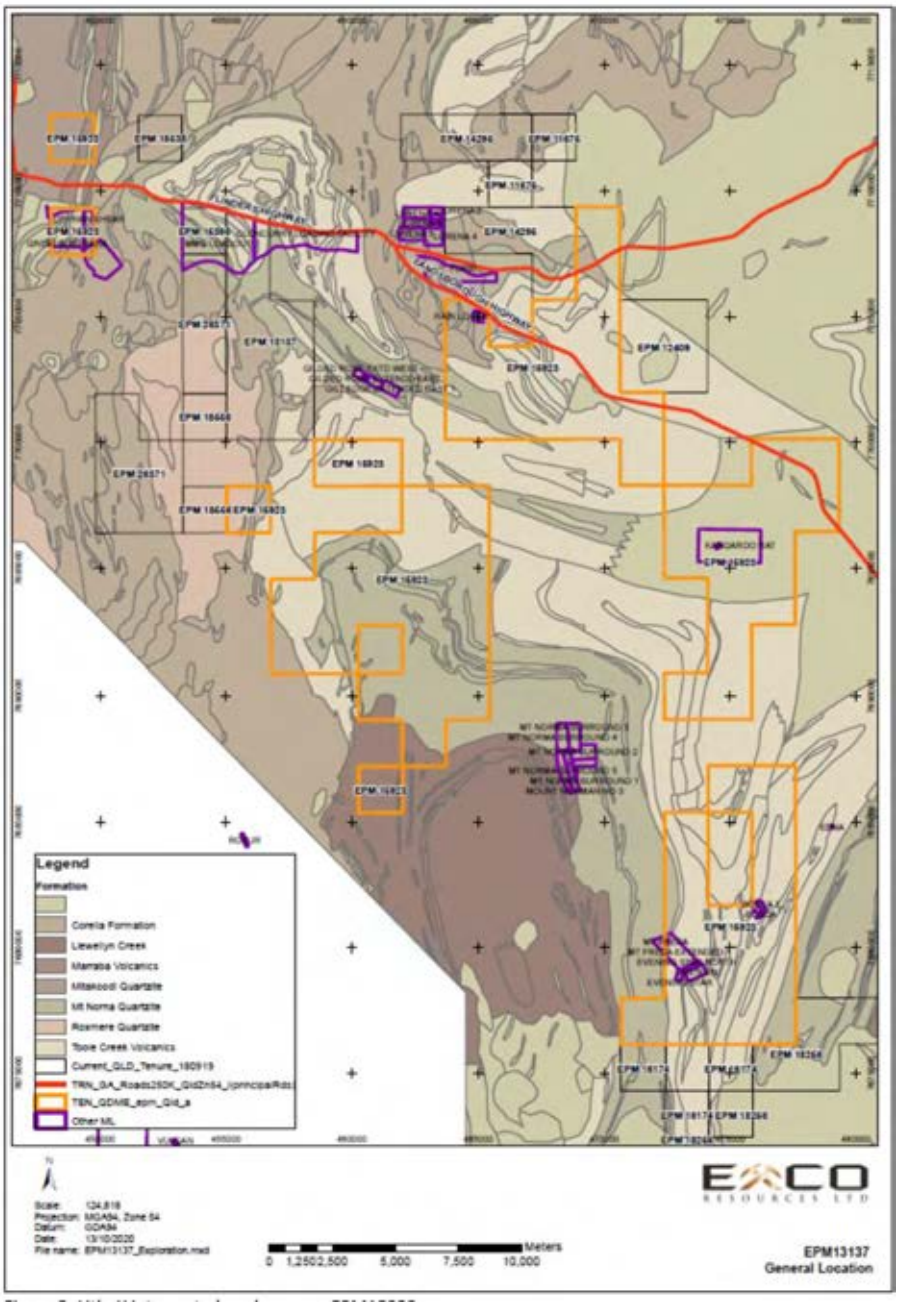
6.1.1 Geology

The tenement is underlain by rocks equivalent in age to the Soldiers Cap Group that hosts the Cannington lead-zinc deposit, Osborne gold deposit, and the Eloise copper deposit. It also is underlain by the Corella Group which hosts the Ernest Henry gold deposit. Areas of thin alluvials cover parts of the tenement area.

The eastern part of the tenement area comprises Proterozoic basement overlain by Mesozoic and Cainozoic sediments of the Eromanga and Carpentaria Basins (Figure 6.3). The Proterozoic basement forms part of the Eastern Succession of the Mt Isa Inlier and is comprised of metasedimentary and metavolcanic sequences. The basement sequence varies from lower greenschist to amphibolite facies metamorphism and underwent complex deformation in multiple events. Subsequent intrusion of large granitic bodies and lesser diorites took place during the waning stages of the deformational period. The later thermal events have been linked to the occurrence of copper-gold mineralization.

Proterozoic basement lithologies in areas under alluvial cover are inferred from geophysical signatures and comparison with outcropping areas. These are constrained by sporadic drilling in most areas. Drilling has intersected sequences of variably sulphidic graphitic phyllites, intercalated mafic and lesser intermediate porphyritic volcanics and high level intrusives, dioritic-doleritic intrusives, and lesser tuffs and tuffaceous sediments, and shales of the Toole Creek Volcanics. These sequences are intercalated with thick sequences of petrographically distinct intermediate volcanics of apparent meta-latite composition.

Figure 6.3 EPM 15923 Wallace Geology



6.1.2 Exploration

Exploration work was initially carried out by Cloncurry Mining Company and its subsidiary Great Australia Mining Company during the 1990s. A number of joint ventures were entered into by CMC with Eagle Mining Corporation (EMC) and Mount Isa Mines Exploration (MIMEX). Both of these joint ventures realised a number of additional gold and gold-copper anomalies which were not adequately investigated. Wedgetail Exploration NL (Wedgetail) acquired the tenement area in December 2001. The tenements were transferred to Haddington Gold Pty Ltd (Haddington) in August 2003 Haddington changed its name to Exco Resources (Qld) Pty Ltd (Exco) following the acquisition of the company by Exco on 23rd August 2006.

Ashton Gold Ltd explored the area in 1993 and focused on drilling of copper and gold mineralization at the Wallace Prospect, completing 8 holes.

In 1997 Cloncurry Mining Company NL carried out regional structural studies, aeromagnetic survey, aerial photography and satellite imagery. Field work included reconnaissance traverses and soil sampling, induced potential (IP) surveys, RAB and RC drilling. RC drilling was completed at Wallace South returning significant copper and gold grades.

Exploration by Eagle Mining Ltd joint venture in 1999 to 2000 consisted of mapping rock chipping, RC, diamond and RAB drilling, soil sampling and petrology at Wallace South.

Haddington acquired the group of EPMs comprising the Wallace project aiming for further exploration of the Wallace South Prospect and other gold targets that could identify a gold Mineral Resource to complete a feasibility study. Haddington's priority objectives were to commence focused exploration of areas that were the most highly prospective for gold. Work completed during the 2002 to 2003 included:

- Reconnaissance geological mapping.
- Rock chip sampling.
- Soil Sampling.
- Airborne magnetic-radiometric survey.
- Soil sampling.

Exploration work carried out 2003 and 2016 within the tenement was conducted by Haddington up to August 2006 then by Exco until 2008. Work completed included:

- Database and GIS review of previous exploration.
- Field reconnaissance and ground truthing of prospects.
- Shallow RAB drilling.
- Soil geochemical surveys.
- Fixed loop ground electromagnetic (EM) survey.
- 3D gravity and magnetic modelling.
- Ground magnetic and scintillometer surveys.
- Aircore, RC and diamond drilling.
- Rehabilitation of drill sites.
- Resource drilling over the Kangaroo Rat (Wallace North) deposit.
- Heritage clearance.
- Ecological surveys.

In 2014 a 50-hole, 2,770 m diamond drilling programme was carried out at the Wallace South gold deposit. Biogeochemical samples were taken over the Wallace South and Wallace North prospects. A regional helicopter-borne time domain electromagnetic geophysical (VTEM) survey was completed. The survey was designed to provide geophysical coverage over a number of Exco tenements including portions of EPM 15923.

During 2015, rock chip samples were taken to identify further gold mineralization in the Wynberg/Wallace area.

In 2016 a further regional VTEM survey was completed over portions of EPM 15923. A campaign of Ionic Leach sampling was conducted over the Wallace project area. Infill drilling was conducted over Wallace East and Victory gold-copper prospects while exploration drilling was designed to evaluate two prospects at Shamrock and Gromit.

During 2017 a LiDAR survey was completed over the Victory and Canteen areas within EPM 15923, obtaining high resolution topography and imagery. The data was used for structural and geological interpretation to assist with exploration. This survey formed part of a multi-site program, which totalled approximately 46 square kilometres. A soil sampling programme was conducted at Mt Weatherly following up VTEM and magnetic anomalies.

Three diamond drillholes and 12 RC drillholes were completed at the Victory Prospect totalling 643 m of drilling. Drilling was targeted at gold mineralization identified in pervious drilling. The drilling aided geological interpretation and provided data for Mineral Resource estimation. An estimate of tonnes and grade was completed for the Victory project. The estimate was not reported as a Mineral Resource in accordance with the JORC Code. Gold at Victory appears to be associated with sulphide-rich carbonate veins.

Six diamond holes were completed at Wallace East totalling 428.25 m drilled. Holes were completed to aid in geological interpretation and provide data to support resource estimation. Exploration RC drilling was conducted over Bosca South and Buena Vista prospects. Anomalous gold mineralization was identified at Buena Vista.

Newcrest Mining Limited (Newcrest) entered into an Option Agreement (Agreement) with Exco in April 2018 to explore within fourteen sub-blocks of EPM 15923.

Eight drill holes for 5,611 m were completed by Newcrest. Drilling targeted the strike and depth extent of the Canteen prospect. Drilling confirmed the presence of a large iron-oxide system with unknown depth extent. However, while extensive iron oxide copper gold (IOCG) style alteration was intersected, copper and gold concentrations are generally subdued, and no significant intercepts were reported. Drilling may not have targeted deep enough and drillholes have only intersected alteration systems.

In terms of untested IOCG geophysical anomalies, the best opportunity at the Canteen Prospect appears to be a north-west trending line of smaller magnetic anomalies between two regional high magnetic anomalies. This could represent a significant structure or breccia zone. Drilling within this zone intersected 25 m of pyrrhotite-chalcopyrite mineralization in breccia zones within albitised shales. Mapping at surface identified weathered breccia with abundant secondary iron oxides.

During 2019 Exco conducted a reverse circulation drilling (RC) over the Pinnacles prospect targeted at gold mineralization identified in six RC drillholes completed in the 1980s. Drilling during the reporting period was designed to evaluate the economic potential of prospects and provide information to contribute to future resource estimations. The 2019 drilling programme consisted of 23 RC drill holes, for a total of 1508.5 m drilled.

The geology intersected in the Pinnacles area consists mainly of shales (some with a schistose texture), quartz veining and amphibolite and dolerite units. The shales can be subdivided to meta-siltstones and carbonaceous black shales.

Quartz veining overprints the shales, and from surface mapping, appears to cross cut structures and folding. The level of micro and macro folding in the shales (observed from surface mapping) suggests intense structural complexity in the area which makes geological interpretation very difficult.

Gold grade results were inconclusive, mainly due to the uncertainty regarding the geological information and the presence of isolated significant gold mineralization. A number of individual one or two-metre intervals were returned with gold grades greater than 0.3 g/t Au but generally less than 1 g/t Au. A small number of intervals returned higher gold grades.

In December 2019 a consultant was engaged to complete a solid geology interpretation and targeting exercise over Round Oak's Cloncurry and Soldiers Cap tenement areas. The interpretation project covers Round Oak tenements located between Cloncurry and Cannington.

The interpretation was based on open-file magnetic, EM, radiometric and gravity data, compiled and reprocessed by Round Oak, with geology controlled by historical 1:250,000 scale Geological Survey of Queensland (GSQ) regional mapping. The output of the study includes a solid geology map, outlining:

- Supracrustal units of Mt Fort Constantine Volcanics, Soldiers Cap Formation and Tommy Creek or Quamby Conglomerate correlatives.
- Intrusives of either Wonga age or Williams- Naraku age. Several large gabbro bodies were identified.
- Structures, including the important basin-controlling structures.
- Major alteration zones.
- Prospect target areas.

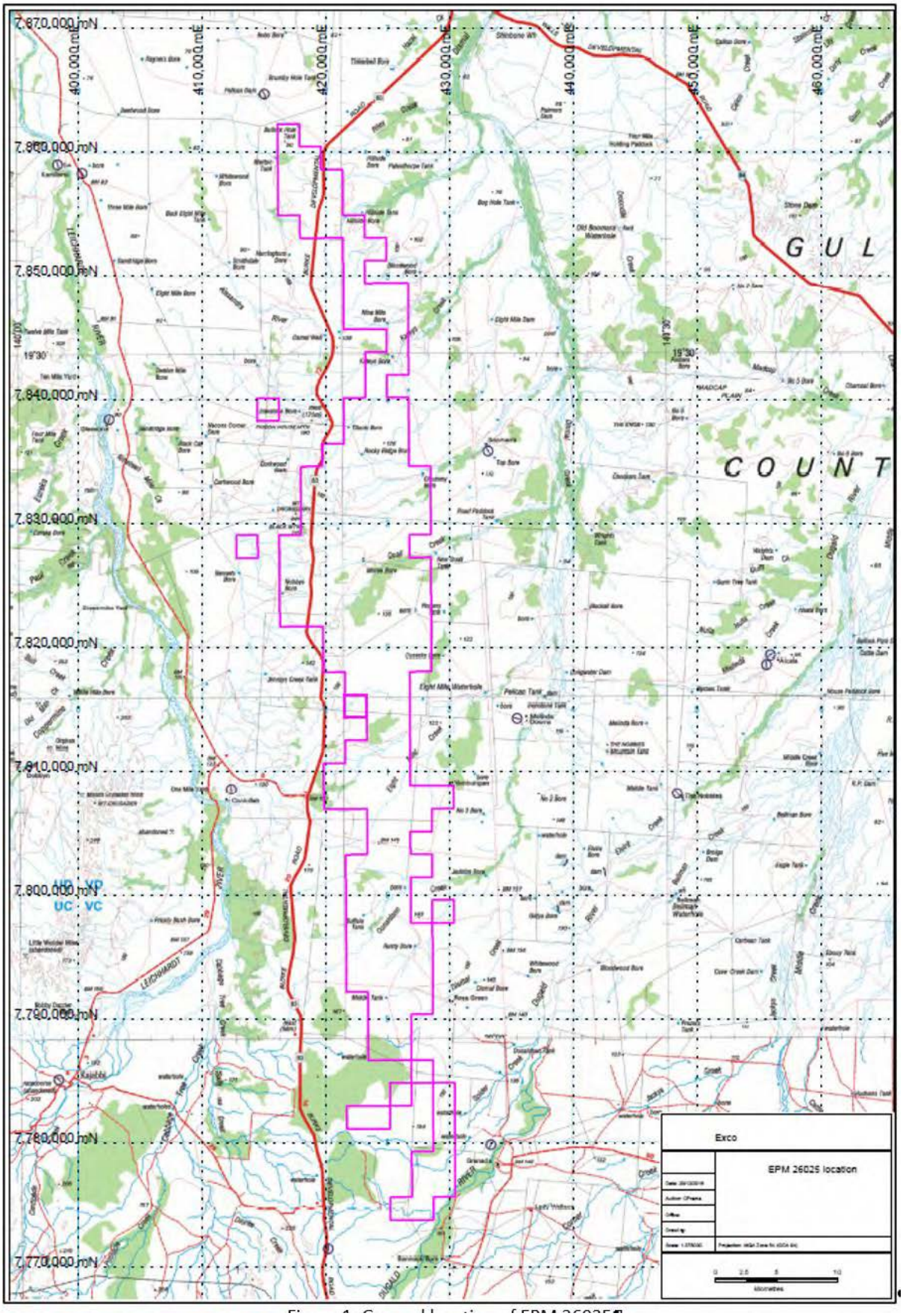
Exploration targets have been proposed for:

- IOCG-style copper-gold deposits. Key criteria for targeting has been the presence of magnetic alteration (preferably with a gravity anomaly), or gravity anomaly alone, proximal to either granites or fault systems.
- IOCG-style copper-gold deposits related to stratiform alteration systems.
- Pb-Zn-Ag deposits, either Mt Isa or Broken Hill style deposits. Key criteria are the location at particular stratigraphic horizons, near to the intersections of basin-controlling structures.

6.2 EPM 26025 Boomarra

EPM 26025 Boomarra also referred to as the Hazel Creek project is located in the Eastern Succession of the Mount Isa Block, to the north and northwest of Cloncurry, north-west Queensland (Figure 6.4). The tenement was originally granted on the 14 December 2015 to Exco after the conditional surrender and amalgamation of eleven EPMs. The tenement originally covered 160 sub blocks which has been reduced to 105 sub blocks (approximately 346 km^2).

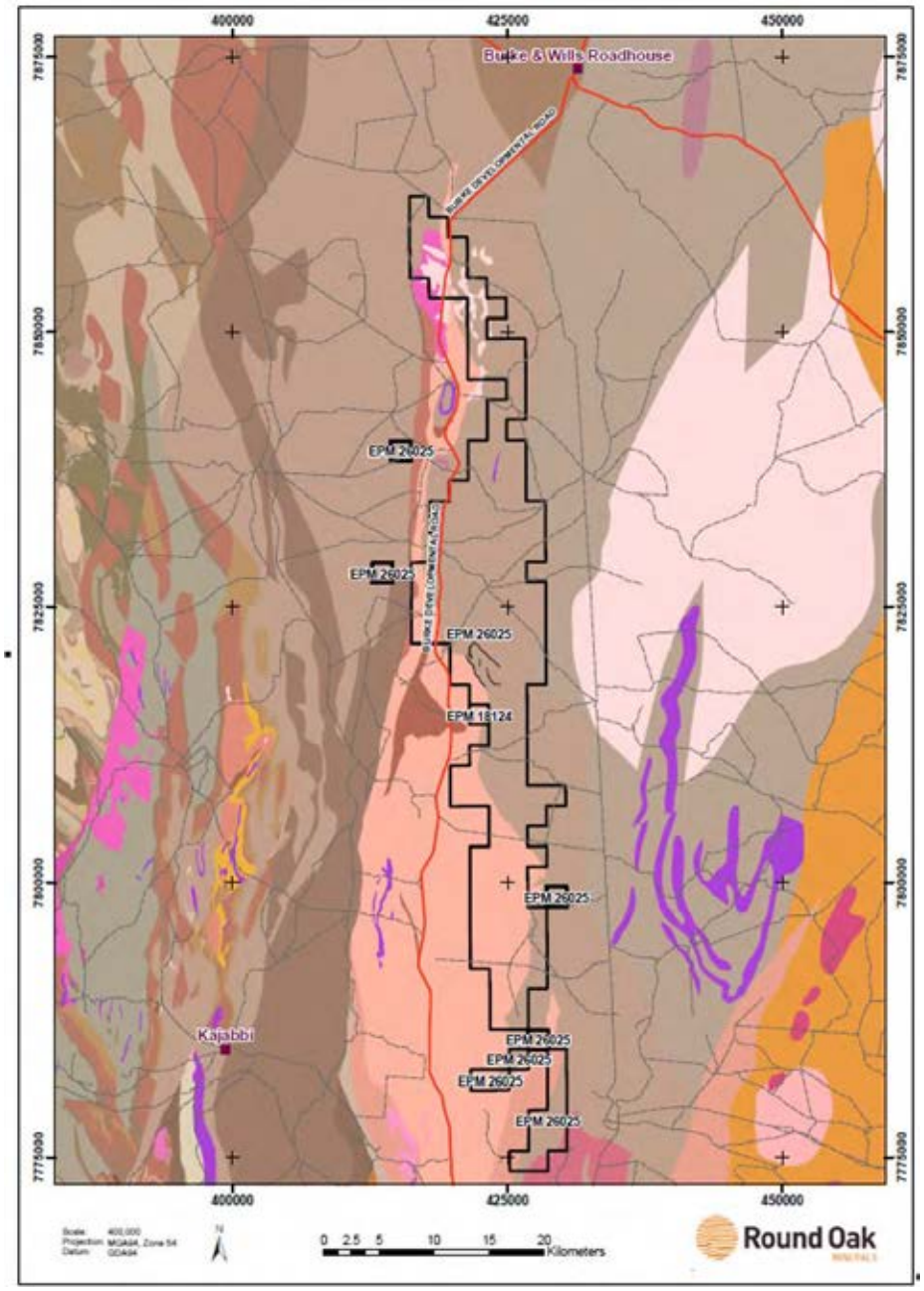
Figure 6.4 EPM 26025 Boomarra Location



6.2.1 Geology

EPM 26025 lies in the Eastern Succession of the Mount Isa Inlier, which encompasses a number of geological domains (Figure 6.5). The Mount Isa Inlier is divided into three north-south trending tectonic units on the basis of major faults or fault zones; the Western Fold Belt; the central Kalkadoon-Leichhardt Belt and the Eastern Fold Belt. Within these three belts there are 15 separate geological domains.

Figure 6.5 EPM 26025 Boomarra Geology



The tenement lies in the Mary Kathleen Domain (MKD) of Cover Sequence 2 in the Mount Isa Inlier Eastern Fold Belt.

The western and eastern flanks of the tenement are dominated by remnants of horizontal deposits of Mesozoic age and feature as low flat-topped mesas. These are primarily made up of shallow-water sediments, mainly conglomerate with grit, sandstone, ferruginous shale and pebbly sandstone. In some areas, the base is silicified, ferruginous pebbly sandstone which grades upwards into kaolinitic quartz sandstone and mudstone. The Mesozoic units are of high electrical conductivity that inhibit electromagnetic methods for exploration.

The eastern part of the tenement can be buried by Tertiary to early Quaternary sequences consisting of alluvial fill and black soils. These sequences have hindered historic exploration in the area due to the lack of outcrop.

The surface expression of the MKD is approximately 180km long by 20km wide, and can be divided into two sub-domains by the north trending Rose Bee Fault. The fault is a continuation of the Pilgrim Fault, which has been offset through the dextral movement on the Fountain Range Fault. The western sub domain is made up of Leichhardt Volcanics, Kalkadoon Granite and the Argylla Formation, and the eastern sub domain contains Boomarra Metamorphics. The Boomarra Metamorphics consists of a lower felsic granofels of similar age to the Argylla Formation, and an upper unit consisting of quartzite.

Historic exploration has targeted five main prospects with the tenement: Turpentine, where a small copper Mineral Resource has been previously delineated, Turpentine South, Eight Mile Creek, Eight Mile Creek North and the Eight Mile Creek East Prospects.

Various type of mineralization are recorded throughout the tenement area but occurrences are generally small. Copper, lead-silver-zinc, gold and cobalt mineralization is known in the region, with several small-scale mines being developed in the early 1900s. Copper occurrences are present throughout the tenement area that have been tested by a number of shallow shafts and trenches.

The Turpentine copper-gold deposit is located approximately 115 km north of Cloncurry. The deposit comprises tabular sulfide mineralization hosted in approximately north-south striking, narrow (2 m to 5 m true width), steeply dipping 60° to 75° (to east) lenses within metamorphosed intercalated metasediments (pasmmites and schists) and altered mafic units. The deposit extends for approximately 900 m (length) and remains open at depth and along strike.

The Corella Formation is host to a number of copper occurrences, mainly proximal to fault systems and in breccia zones. The copper minerals include malachite, azurite, copper silicates, chalcocite, cuprite, chalcopyrite and bornite. In addition to copper minerals, molybdenite has been recorded associated with intruding granites. Gold was first discovered in 1867, south of the tenement area around Mount Quamby.

6.2.2 Exploration

Modern exploration in the Hazel Creek area commenced by BHP Exploration through the late 1990s to 2004. Exco entered a joint venture with BHP Billiton over several EPMs in the tenement area. Early exploration was dominated by drilling of shallow magnetite-dominant anomalies identified from airborne magnetics. Most work focussed in the central part of the tenement in the Eight Mile Creek area. From approximately 2004 onwards Exco took operational control of the exploration activities on the tenement.

In addition to the surface sampling and drilling, there have been a number of geophysical surveys conducted over the tenement. These vary from regional-scaled magnetic and EM surveys to smaller prospect ground mag, gravity and IP surveys.

Exco's recent work programmes of VTEM, sub-audio magnetics (SAM), gravity, and surface soil geochemistry have enabled target generation and identification of several potentially low grade/high tonnage copper prospects.

In early 2016 an airborne VTEM survey was flown over the tenement. The survey covered approximately 2,759-line km and was designed to survey areas where the inferred Mesozoic cover was shallowest.

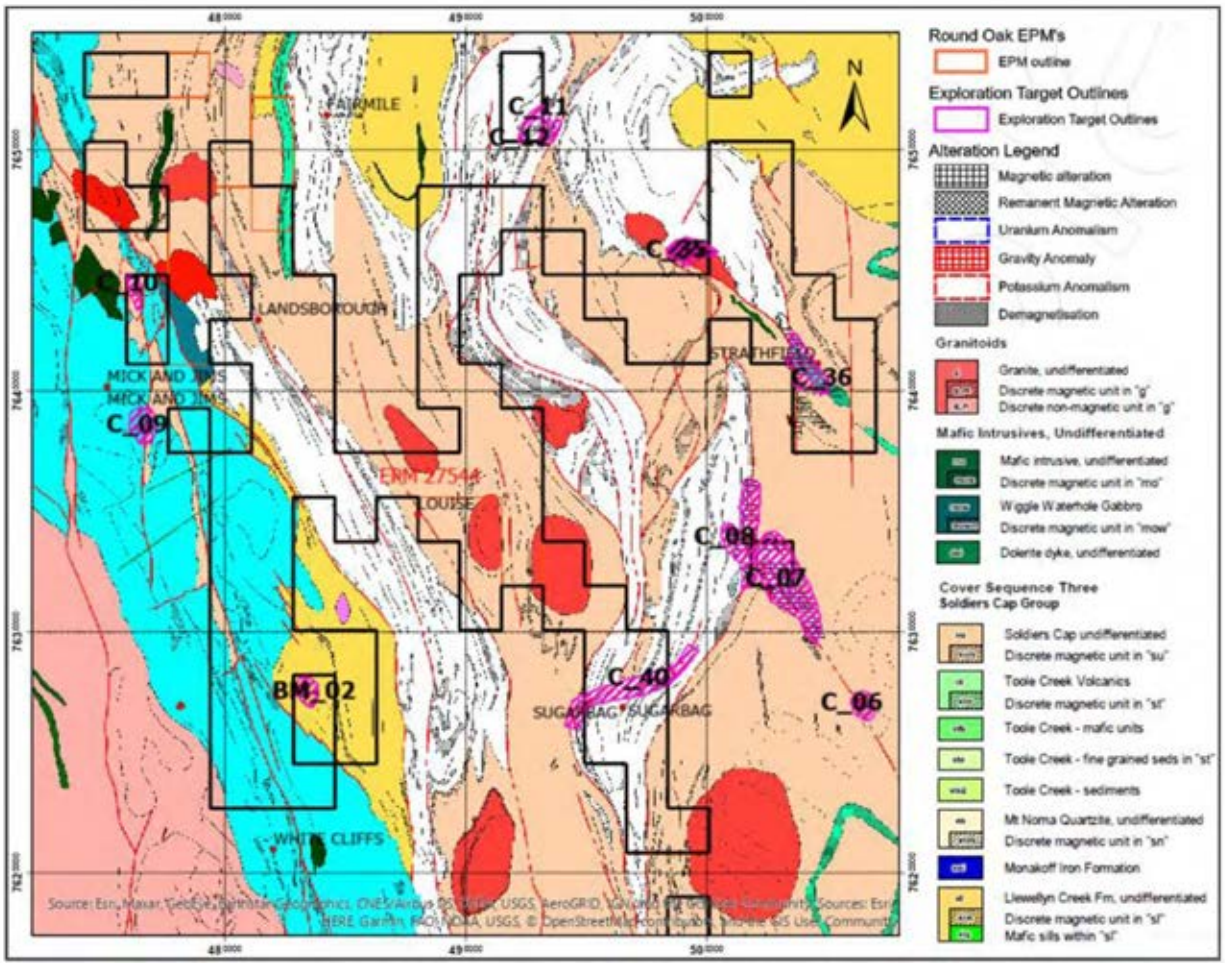
2,377 surface assay samples were collected across the tenement between 2017 and 2019 using partial extraction techniques. These were collected to assess VTEM anomalies and areas covered by conductive overburden that were not able to be surveyed by the VTEM survey.

Copper anomalism is mainly within the Eight Mile Creek and Turpentine region. Gold anomalies occur in the Yambungan area although they are isolated and not spatially associated with any magnetic features or other anomalous elements. Arsenic anomalism is spatially associated with two VTEM features both warranting drilling.

6.3 EPM 27544 Soldiers Cap

EPM 27544 Soldiers Cap Round Oak's Soldiers Cap covers an area of 130 sub blocks (approximately 429 km^2) and was granted on 12 January 2021 and resulted from the consolidation of five previously held EPMs. The tenement is located approximately 70 km to 120 km south-east of Cloncurry (Figure 6.6).

Figure 6.6 EPM 27544 Soldiers Cap location and geology



The Soldiers Cap area has been extensively explored since the late 1960s primarily for stratiform and Cannington/Broken Hill-style base metal, as well as IOCG mineralization styles. Exco has been an active explorer in the area since 2012.

Exploration has been driven by the use of large regional geophysical datasets collected by various companies over the past 20 years. The geology of the area is interpreted from these datasets and extensive drilling, mainly by BHP. Other exploration activities have included soil and stream geochemical sampling, and regional-scale electromagnetic, gravity and magnetic geophysical surveys.

The area is underlain by north-north-east trending migmatitic gneiss and schist, quartzite, banded amphibolitic to siliceous calc-silicate granofels and rocks of the Proterozoic Soldiers Cap Group (Toole Creek Volcanics, Mount Norna Quartzite and Lewellyn Creek Formation) and underlying Fullarton River Group (Gandy Dam Gneiss and Glen Idol Schist) partly abutting the Squirrel Hills Granite to the west along the Cloncurry Fault and to the south the Saxby Granite. Complex deformation and high metamorphic grade make geological correlation of these units difficult. Areas of thin alluvial cover occur over parts of the project area.

In 2019, the tenement was part of a regional-scale assessment of geological and geophysical data completed by Round Oak that consisted of a solid geology and exploration targeting programme. The interpretation has been based on open-file magnetic and gravity data, compiled and reprocessed, with geology controlled historical 1:250,000 scale regional mapping by GSQ. Exploration targets were defined for IOCG and Broken Hill-type lead-zinc-silver deposits.

No exploration expenditure is reported to date for the tenement.

6.4 Other EPMs

In addition to the main tenements describes previously, Round Oak's tenements in the Cloncurry area include 4 separates small EPMs as follows:

- EPM 16174 Canteen South, 3 sub blocks, approximately 9.9 km^2.
- EPM 16737 Wee McGregor East, 3 sub blocks, approximately 9.9 km^2.
- EPM 18256 Oorindimindi, 17 sub blocks, approximately 56 km^2.
- EPM 16112 Barbara, 2 sub blocks, approximately 6.6 km^2.

6.4.1 Geology

The Proterozoic basement within the region lies within the Cloncurry sub-province of the Eastern Succession of the Mt Isa Inlier and is dominated by: matrix supported breccia of calcareous sediments and calc-silicate rocks of the Stavely Formation, metasedimentary and metavolcanic sequences of the Corella Formation and Soldiers Cap Group, fine to coarse-grained silicified sediments of the Roxmere Quartzite and chaotic polymictic breccia of the Guilded Rose breccia.

The Soldiers Cap Group formations represented include, from youngest to oldest: minor mafic intrusive sill, amphibolite, black shale-dominant Toole Creek Volcanics and the meta-arenite-dominant Mt Norna Quartzite. The basement sequence varies from lower greenschist to amphibolite facies metamorphism.

The Soldiers Cap Group hosts numerous copper-gold deposits, including Ernest Henry, Cannington, Maronan, Osborne, and Eloise. The common theme to these deposits is strong structural control, an association with iron-rich alteration assemblages, usually magnetic, and a possible granitoid genetic association. The Corella Formation host the Tick Hill and Kalman deposits. The larger Au deposits in the area are Monakoff and Lorena.

6.4.2 Exploration

The area of the tenements has been subject to extensive exploration activity over the last 40 years. Initially exploration was targeted at uranium and exploration activity focussed on copper-gold and base metal mineralization. Previous work includes soil geochemistry sampling, costeaning, bulk leach extractable gold sampling, geophysical surveys and drilling.

The area of the tenements was included in a recent compilation of regional geology and geophysics over Round Oak's Cloncurry and Soldiers Cap tenement areas. The interpretation was based on open file magnetic, electromagnetic, radiometric and gravity data, compiled and reprocessed with geology controlled by historical 1:250,000 scale GSQ regional mapping.

Exploration targets have been proposed for:

- IOCG style copper-gold deposits.
- IOCG- style copper-gold systems related to stratiform alteration systems,
- Rocklands style copper deposits.
- Lead-zinc-silver deposits of either Mt Isa or Broken Hill type.

The tenement area was included within a regional hyperspectral survey that was flown in November 2021. The survey received a grant under the Collaborative Exploration Initiative from the GSQ.

6.5 Mining leases

Round Oak holds three mining leases in the Cloncurry area covering an area of 2,812 ha. AMC's value of exploration tenements excludes the mining leases covering the Mt Colin and Barbara deposits. The area of the remaining mining lease considered in AMC's exploration valuation is 6.26 ha.

6.6 Cloncurry exploration tenement valuation

AMC has considered the valuation of the Cloncurry exploration tenements by applying the multiples of exploration expenditure (MEE) method and the comparable transactions method.

The MEE method applies a prospectivity enhancement multplier (PEM) to recent effective exploration expenditure, normally expenditure over the past five years. Expenditure information available to AMC was only total expenditure reported for each tenement. AMC discounted the expenditure by 20% to account for non-exploration expenditure such as rents, rates, and administrative costs.

There has been extensive exploration over the Cloncurry tenement area for many years, by previous tenement holders and by Exco. There has been significant expenditure on some tenements over the period of Excos tenancy: $8.5 million on EPM 15923 Wallace and $3.2 million on EPM 26025 Boomarra. A total of $12.5 million has been spent by Exco of five years over all EPMs. While there has been some success in the discovery of gold and copper occurrences, including some small Mineral Resources, the nature of current exploration activity is as for grass roots tenements. This is apparent in the most recent exploration activity over all tenements being a re-assessment of regional geology and geophysics over Round Oak's Cloncurry and Soldiers Cap tenement areas to generate new exploration targets. The area is however still prospective for a number of gold and base metal deposit types that occur in areas of comparable geology.

On this basis, AMC considers it appropriate to apply a range of PEMs of 0.5 to 0.8 to the overall tenement package, indicating a range of values using this method of $5.0 million to $8.0 million with a mid-point of $6.5 million.

AMC identified 18 comparable transactions for exploration properties targeted at copper mineralization, without Mineral Resources, throughout Australia between 2019 and 2021. The transactions indicate a range of values (as dollars per square kilometre) between $280 per square kilometre and $10,077 per square kilometre with a mean of $3,350 per square kilometre. Applying this measure to the exploration tenements (including mining leases apart from Mount Colin and Barbara) indicates a value using this method of $3.6 million.

Taking both of the valuation methods into account, AMC concludes the valuation of Cloncurry exploration tenements to be between the range $3.6 million and $6.5 million with a preferred value of $5.1 million.

AMC's valuation of the Cloncurry exploration properties excludes any value indicated by production cases for mining operations and valuation of remnant or undeveloped Mineral Resources.

7 Stockman

The Stockman exploration tenements consist of three exploration licences (ELs) covering 127 sub blocks (approximately 381 km^2). The exploration licences are adjacent (north and south) to the main mining lease (MIN 5523) that hosts the Stockman base metal deposit. The tenements are held in the name of WHSP Stockman Pty Ltd, a wholly owned subsidiary of Round Oak's parent company (Washington H Soul Pattinson & Company Limited). Table 7.1 lists the details of Stockman tenements, including the mining leases. Mining licence MIN006642 is a mining licence for infrastructure purposes.

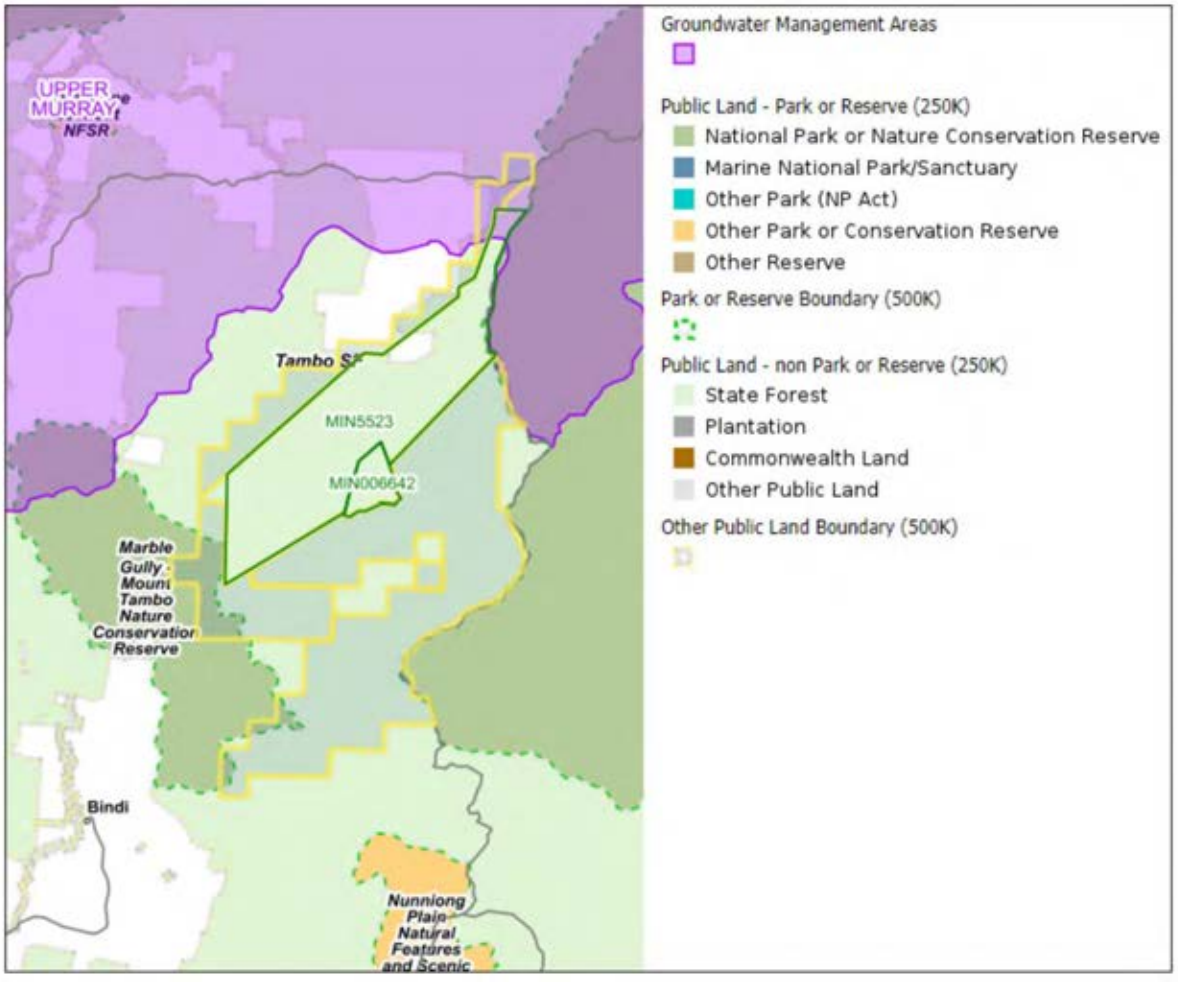
Table 7.1 Stockman tenements

Tenement Number	Holder*	Grant Date	Expiry date	Expenditure Commitment ($)	Rent ($)	Surety/Bond ($)	Area (km^2)	5 Years Expenditure ($)
EL 5045	WHSP	20/06/2007	19/06/2022	99,000	933	55,000	252	481,796
EL 5391	WHSP	14/06/2012	13/06/2022	23,000	215	10,000	48	128,381
EL 5463	WHSP	24/01/2014	23/01/2024	28,500	311	10,000	81	94,907
MIN006642	WHSP	24/07/2018	23/07/2022	150,000	6,877	–	3.129	973,388
MIN5523	WHSP	10/11/2020	9/11/2022	50,000	92,407	105,000	42.44	8,846,192

*WHSP: WHSP Stockman Pty Ltd.

The location of the Stockman tenements is shown in Figure 7.1

Figure 7.1 Location of the Stockman tenements



7.1 Geology

In the tenement area, Late Silurian crustal extension and displacement resulted in the Cowombat Rift that consists of two grabens into which considerable volumes of volcanic and sedimentary material were deposited. The Limestone Creek and Wombat Creek Grabens contain mainly shallow marine rhyolitic lava and high-level intrusions overlain by marine to sub-aerial volcaniclastic siltstone, sandstone and conglomerate below fine-grained turbidites with stratabound lenses of altered andesitic lava.

The Enano Group is a thick sequence of dominantly submarine felsic volcanic and sedimentary rocks that were deposited into the Limestone Creek Graben and includes the Gibsons Folly Formation, which is host to the Wilga and Currawong volcanic hosted massive sulphide deposits, in the adjoining mining lease (MIN5523).

Blueys Creek Formation within the Kiandra Group is considered to be older (Upper Ordovician) than the Gibsons Folly Formation (Lower Silurian), yet in the project area is strongly mineralized within intercalated sediments and volcanics and volcaniclastics. This stratigraphic horizon has long been considered a permissive host for base metal mineralization.

A large number of mineralized prospects have been generated by exploration over more than 50 years. Many of these were discovered as a result of extensive geochemical sampling. There has been a significant amount of drilling done within the exploration licences focussed mainly on prospects at Peppermint, Banksia and Brumby, where base metal anomalism at surface is represented as broad low-grade zones with numerous narrow but moderate to high-grade, base metal rich veins.

Significant base metal mineralization is located on the mining lease MIN 5523 at Wilga, Currawong, Eureka and Big Foot.

At Wilga, within the sulfide lens, a discrete copper-rich zone formed the basis of initial mining. The remaining mineralization comprises predominantly zinc-rich massive sulfides with lower grade copper and silver. There are two types of mineralization: a pyrite-sphalerite-chalcopyrite massive sulfide and a pyrite-chalcopyrite stringer sulfide. Grades vary locally but the entire zone averages 2% Cu and 7% Zn.

At Currawong, there were originally two massive sulfide lenses (one major and one minor) concordant to stratigraphy split into a total of five pods by the Currawong Fault Zone. The lenses are elongate pods of massive to banded ore that interfinger and possibly coalesce with disseminated mineralization.

The dominant sulfides are pyrite, sphalerite, chalcopyrite, galena, minor arsenopyrite and pyrrhotite.

The Eureka and Bigfoot deposits are hosted in Gibson's Folly Formation rocks. Bigfoot comprises a single mineralized zone while Eureka contains a main lense and two minor parallel lenses.

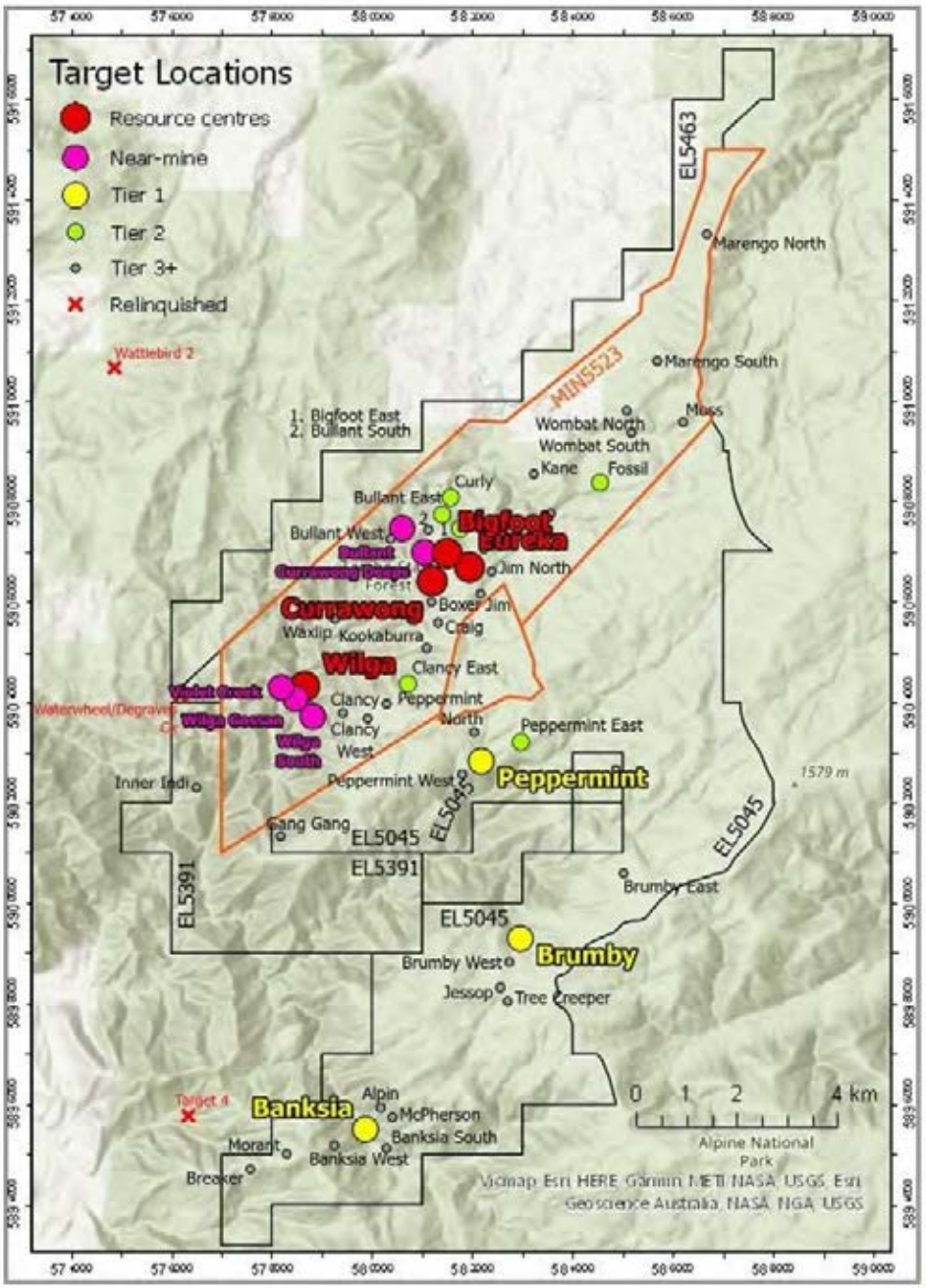
The Bigfoot mineralized succession consists of laminated siltstones, poorly sorted granule-pebble conglomerates and silicified dacite sills (pre-mineralization). Sphalerite is the dominant economic component of Bigfoot and chalcopyrite is subordinate. Gold is prominent.

Eureka comprises a main zone of massive sulfides and subordinate stringer sulfide zones. Economic mineralization is generally sphalerite-chalcopyrite rich.

7.2 Exploration

Exploration target areas on the tenements are shown in Figure 7.2.

Figure 7.2 Stockman exploration target areas



Mineral exploration carried out over area of the exploration tenements by various tenement holders has consisted of:

- EL 5045:
  - 2007 to 2008 aerial photography, VTEM survey covering EL 5045, EL 5391, MIN5523 and part of EL 5523.
  - Peppermint Prospect was identified as is highly prospective (massive sulphide gossan with some previous drilling).
  - Banksia Prospect hosts broad hydrothermal alteration. Historic drilling identified stringer style copper and silver mineralization.
  - Sutters Prospect located at the boundary of MIN5523 and EL 5463 shows evidence of a stockwork vein system possibly of interest for low-grade gold mineralization.

  - 2008 to 2009: mapping at Banksia, VTEM interpretation, structural target interpretation
  - 2009 to 2010 soil sampling, diamond drilling, gravity survey at Brumby Prospect.
  - 2010 to 2011 soil sampling at Peppermint lead and copper anomaly, downhole electromagnetic survey at Brumby.
  - 2011 to 2012 soil geochemistry, RC drilling at Peppermint and Brumby Prospects intersected anomalous base metal and gold grades.
  - 2013 to 2014 regional stream sediment sampling indicated a weak anomaly at Hells Gate Hole.
  - 2018 to 2019 a deep-seeking 3D IP survey was carried out on prospects including the Peppermint and Banksia Prospects within EL 5045.
- EL 5391:
  - 2012 to 2013 ground EM at Inner Indi Prospect.
  - 2013 to 2014 stream sediment sampling and anomalous BLEG gold sample results Inner Indi South and Gang Gang South.
  - No further exploration has been conducted.
- EL 5463:
  - No exploration has been carried out on this tenement.

7.3 Stockman exploration tenement valuation

AMC has considered the valuation of the Stockman exploration tenements by applying the multiples of exploration expenditure (MEE) method and the comparable transactions method.

Expenditure information available to AMC was only total expenditure reported for each tenement. AMC discounted the expenditure by 20% to account for non-exploration expenditure such as rents, rates, and administrative costs.

There has been limited exploration in recent years on the Stockman exploration tenements although re-assessment of past exploration and the geological model for the deposit type suggests there is still potential for discovery of further economic mineralization. Exploration is still, however at a grass roots level on these tenements.

Mining licence MIN006142 is a mining licence for infrastructure purposes. Mining licence MIN5523 hosts the Wilga, Currawong, Wilga and Big Foot deposits and expenditure on this tenement will be reflected in the value indicated by production cases for mining operations and valuation of remnant or undeveloped Mineral Resources, which are not AMC's scope of work.

On this basis, AMC considers it appropriate to apply a range of PEMs of 0.5 to 0.8 to the expenditure on the three exploration tenements, indicating a range of values using this method of $0.28 million to $0.45 million with a mid-point of $0.37 million.

AMC identified 18 comparable transactions for exploration properties targeted at copper mineralization, without Mineral Resources, throughout Australia between 2019 and 2021. The transactions indicate a range of values (as dollars per square kilometre) between $280 per square kilometre and $10,077 per square kilometre with a mean of $3,350 per square kilometre. AMC considers it appropriate to include mining lease MIN5523 in the valuation using this method, reflecting that it is a large mining lease (42.4 km^2) and there is exploration value beyond that indicated by production cases for mining operations and valuation of remnant or undeveloped or remnant Mineral Resources.

Applying this measure to the exploration tenements and mining lease MIN5523 indicates a value using this method of $1.4 million.

Taking both of the valuation methods into account, indicates a range of values between the range $0.37 million and $1.4 million with a median value of $0.89 million.

AMC considers that an appropriate valuation for the Stockman tenements is a range of values between $0.78 million and $1.0 million with a preferred value of $0.89 million.

AMC's valuation of the Stockman exploration properties excludes any value indicated by production cases for mining operations and valuation of remnant or undeveloped Mineral Resources.

8 Jaguar

The Tenements include the Jaguar operation, an owner-operated, mechanised, underground mine and minerals processing facility located approximately 50 km north of Leonora. The mine is surrounded by approximately 484 km^2 of land considered prospective for the discovery of VMS deposits. Within the Tenements there are three, currently or previously mined, zinc-copper-silver-gold VMS deposits: Teutonic Bore, Jaguar, and Bentley. A fourth VMS deposit with the Tenements, Triumph, has been extensively drill-tested but is not yet in the life of mine plan.

The Teutonic Bore open cut pit and underground mine was mined between 1980 and 1985 and the resource is now depleted, however further testing for down plunge extensions appears warranted.

In 2002 the Jaguar deposit was discovered. Underground mining of the resources occurred between 2007 and 2014.

Mining of the Bentley deposit commenced in 2011 and continues to the present time. On-going exploration at Bentley resulted in identification of additional mineralized lenses, which have progressively been brought into production.

Triumph has been the subject of feasibility study in recent years but is yet to be mined. There appear to be multiple lenses of base metal sulphide mineralization and further testing appears warranted.

8.1 Geology

The Mineral Resources of the Jaguar operation are hosted within a major greenstone belt of the Yilgarn Craton in Western Australia.

The geological units of the four deposits are similar and are dominated by a suite of volcanic rocks including basalt and rhyolite with minor volcaniclastic sediments and graphitic schist (at Bentley) that are steeply dipping (75° to 80°). Mineralization typically occurs as thin lenses that are conformable with the host volcanic rocks and are at or near the base of a tholeiitic and andesitic volcanic succession and overlying volcanic succession (Figure 8.1).

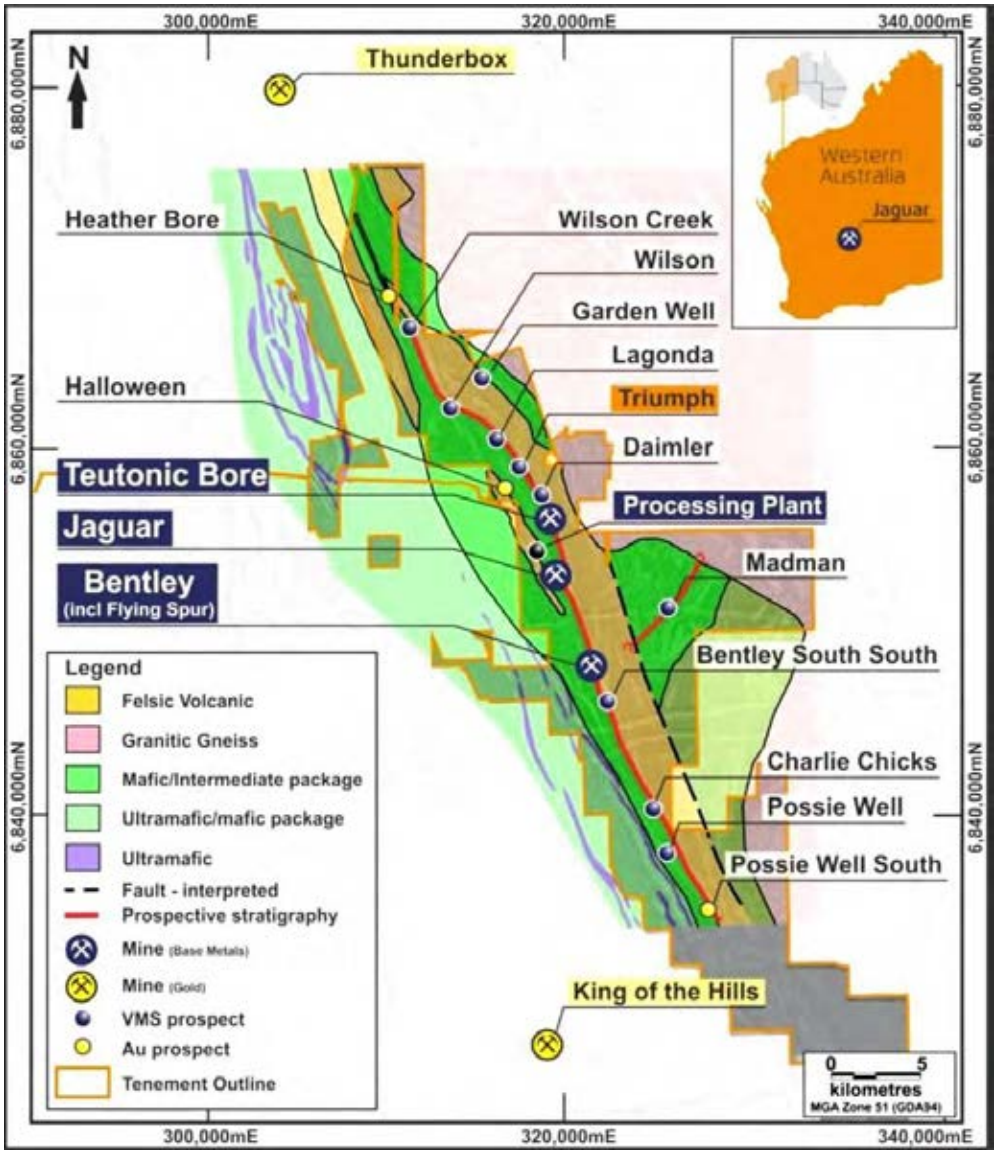
At Bentley, mineralization occurs in basalt at the contact of a thick basal rhyolitic sequence with an overlying andesite. A dolerite sill dipping steeper than mineralization displaces the lodes into four discrete lenses.

At Triumph, mineralization occurs at the contact of a thick basal rhyolitic sequence and within an overlying volcaniclastic sediments unit. Multiple phases of dolerite dykes and sills have intruded the volcanic sequences and mineralization.

Metamorphic alteration across the site is to lower greenschist facies with a carbonate event. Alteration minerals comprise chlorite, epidote, pyrite and calcite with minor silica and sericite. At Jaguar, chlorite alteration is strong and at the hangingwall contact is a sediment horizon with persistent graphitic partings.

Much of the tenement area has outcrop of the Archaean sequence or a thin cover of transported sediments. A large paleochannel, more than 50 m deep, crosses the mineralized belt south of Bentley, and a second area of palaeochannel sediment occurs near the northern end of the tenements.

Figure 8.1 Geology of the Jaguar region



Source: Jaguar Operation Information Memorandum.

8.2 Exploration

The Tenements cover extensions of the geological horizons that host the Teutonic Bore, Jaguar, Triumph and Bentley deposits. Over 800,000 m of drilling has been completed within the tenements and the majority of drill holes are less than 100 m deep. In recent years drilling has mainly been focused on identification of extensions of the known orebodies.

Most of the tenements have been covered by gravity, magnetic, radiometric, various types of electromagnetic surveys and bedrock geochemistry sampling.

Following orientation geochemical surveys of the regolith over the Jaguar deposit, an antimony-thallium-zinc signature was recognized as a vector to the alteration zones around the sulphide bodies. In addition, greater understanding of the structural controls on sulphide mineralization has been developed. There are several magnetic survey data sets which are useful for structural interpretation. Round Oak's current approach is to reassess the large existing data sets and reprocess or gather new data to support identification of new exploration targets.

Round Oak commissioned MIRA Geoscience to conduct a major review of exploration data and identify targets for exploration in February 2021. There were three main components to this project:

- Development of a geologically based rock property model consistent with geophysical data sets.
- Assessment and processing of geochemical and spectral data for prospectivity.
- Integrated prospectivity analysis over the Round Oak tenements.

Geochemical and spectral data analysis included computation and assessment of conventional and new alteration indices. Machine Learning algorithms were used to cluster the geochemical and spectral data according to alteration footprints (proximal, distal, barren) as well as attributing geochemical lithology to the samples (e.g. felsic, intermediate, mafic). This information was taken into consideration during model development and prospectivity analysis.

MIRA Geoscience identified forty-one (41) targets which Round Oak is now reviewing and prioritizing. Round Oak expects that follow up by collecting further geochemical data, 3D modelling, and further drilling.

The tenements have not been systematically explored for gold for thirty years. Recent drilling by Round Oak intersected strong hydrothermal alteration and gold mineralization at Heather Bore and Kent Bore. Drill intercepts included 1m grading 7.11 g/t Au from 48m; 4m grading 4.31g/t Au from 61m; and 4m grading 5.83g/t Au from 84m. These intercepts illustrate the potential for discovery of economic gold deposits within the tenements.

8.3 Valuation of Mineral Resource at Teutonic Bore

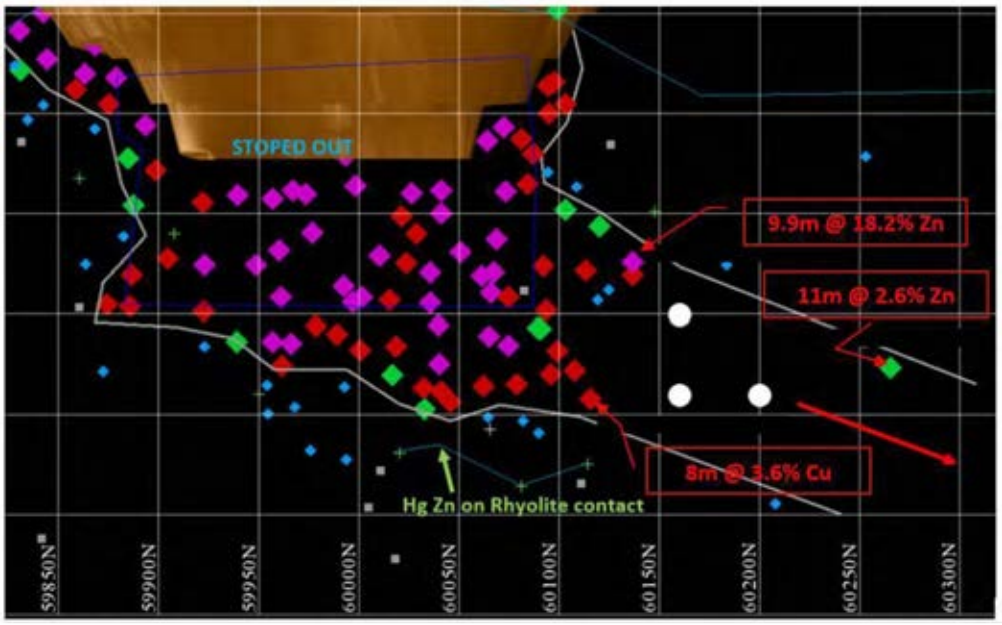
Teutonic Bore historically mined as both an open pit and underground mine includes both remnant and undeveloped Mineral Resources that could potentially be mined by a pit wall cutback or underground, subject to favourable studies and economic assessment.

The Mineral Resource is not completely closed off at depth and there is potential for extensions of the mineralization down plunge, as indicated by drill hole intercepts of 9.9 m grading 18.2% Zn, 0.75% Cu, 4.8%Pb, 430 g/t Ag, 3.5g/t Au and 8 m grading 1.91% Zn, 3.6% Cu 59g/t Ag (gold and lead not assayed). Furthermore, the footwall rhyolite contact has massive zinc mineralization associated with it, including 3m grading 21.8% Zn, 1m grading 19.3% Zn, 2.82m grading 14.6% Zn and 3.75m grading 10.1% Zn. The zinc mineralization has been interpreted to be in the same stratigraphic position as the Bentley deposit. Figure 8.2 shows a cross section illustrating the potential to extend mineralization down plunge.

Teutonic Bore has reported Indicated and Inferred Mineral Resources of 1.45 Mt grading 2.2% Zn and 1.5% Cu, 44 g/t Ag, 0.07 g/t Au, for 31.9 kt Zn, 21.7 kt Cu, 3.2 koz Au, 2.0 Moz Ag. AMC estimated equivalent copper content of 41,075 t, based on the following metal prices as at 28/4/2022: copper $9,696/t, zinc $4,197/t, silver $23.15/oz, and gold $1,894/oz.

AMC considers that in the context of the active Jaguar operation but currently uneconomic status of the Mineral Resources at Teutonic Bore, a value range of $44/t to $186/t with a preferred value of $85/t is appropriate. Consequently, AMC estimates a preferred value for the Teutonic Bore Mineral Resource of between $1.8 million and $7.6 million, with a preferred value of $3.5 million.

Figure 8.2 Teutonic Bore cross section



Source: Round Oak Minerals Jaguar Operation Information Memorandum Long section looking west, showing pierce points into massive horizon suggesting shallow northly plunge.
Pink > 1000 NSR*m, Red 500-1000 NSR*m, Green 250 -500 NSR*m. Proposed drilling in white. Note: the extent of stoping beneath the open pit shell is not illustrated.

8.4 Valuation of Mineral Resource at Triumph

Triumph is situated 2 km north of the original Teutonic Bore open pit. It was discovered in 2014 and after re-evaluation of historical drill core and additional diamond drilling a maiden Mineral Resource was reported in 2017. Triumph consists of four massive sulphide zones, with three of them having a basal stringer and upper disseminated sulphide domains (Figure 8.3). The ore is predominantly zinc with copper, gold and silver, suited for co-processing with higher grade Bentley ore.

The Stag massive sulphide lens is the largest of the lenses with a strike length of 350 m, a shallow, southerly down plunge extent of 400 m and a maximum thickness of 40 m. The Stag lens sits 170 m below the surface and projects down 400 m vertically. The Tiger, Rocket and Spitfire mineralized zones are all open.

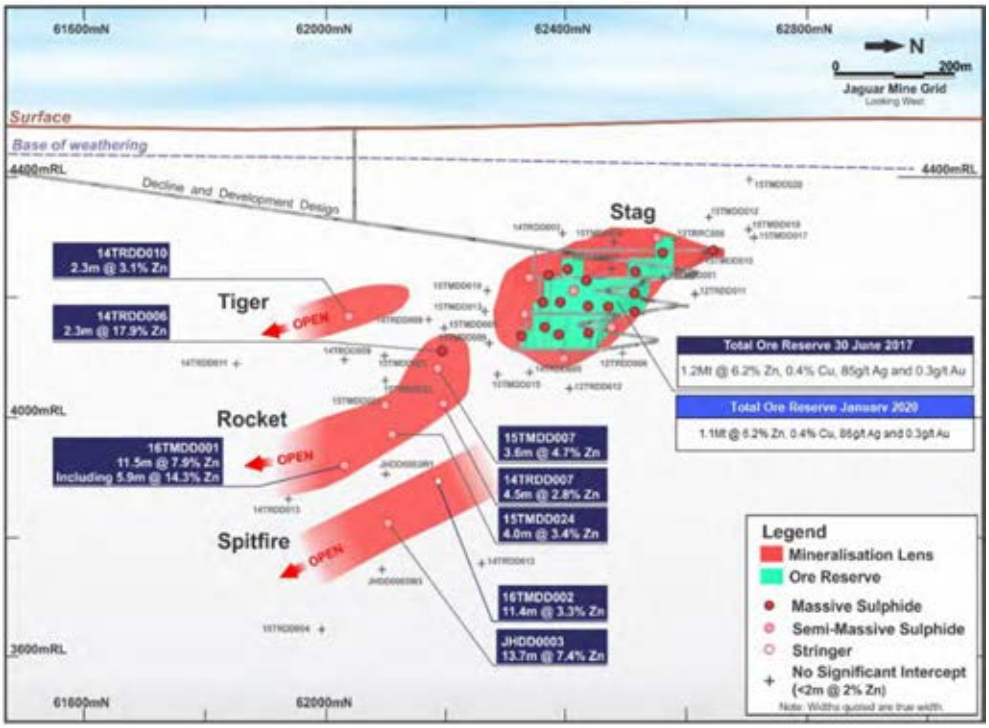
The Stag lens is the only zone with a reported Mineral Resource, which stands at 2.15 Mt at 6.2% Zn, 0.48% Cu, 0.3 g/t Au and 84g/t Ag for 133.1 kt Zn, 10.3 kt Cu, 20.7 koz Au, 5.8 Moz Ag.

Triumph (Stag) has a reported Ore Reserve of 1.13 Mt grading 6.2% Zn, 0.38% Cu, 0.27 g/t Au and 86 g/t Ag for 69.8 kt Zn, 4.4 kt Cu, 9.8 koz Au, 3.1 Moz Ag. The Stag Ore Reserve has not been included in the production case as it is currently not economic to mine.

AMC estimated equivalent zinc content of 198,527 t, based on the following metal prices as at 28/4/2022: copper $9,696/t, zinc $4,197/t, silver $23.15/oz, and gold $1,894/oz.

AMC considers that in the context of the active Jaguar operation but currently uneconomic status of the Mineral Resources and Ore Reserves at Triumph, a value range of $9/t to $27/t with a preferred value of $18/t is appropriate. Consequently, AMC estimates a preferred value for the Triumph deposit of between $1.8 million and $5.3 million, with a preferred value of $3.6 million.

Figure 8.3 Cross section showing mineralization at Triumph



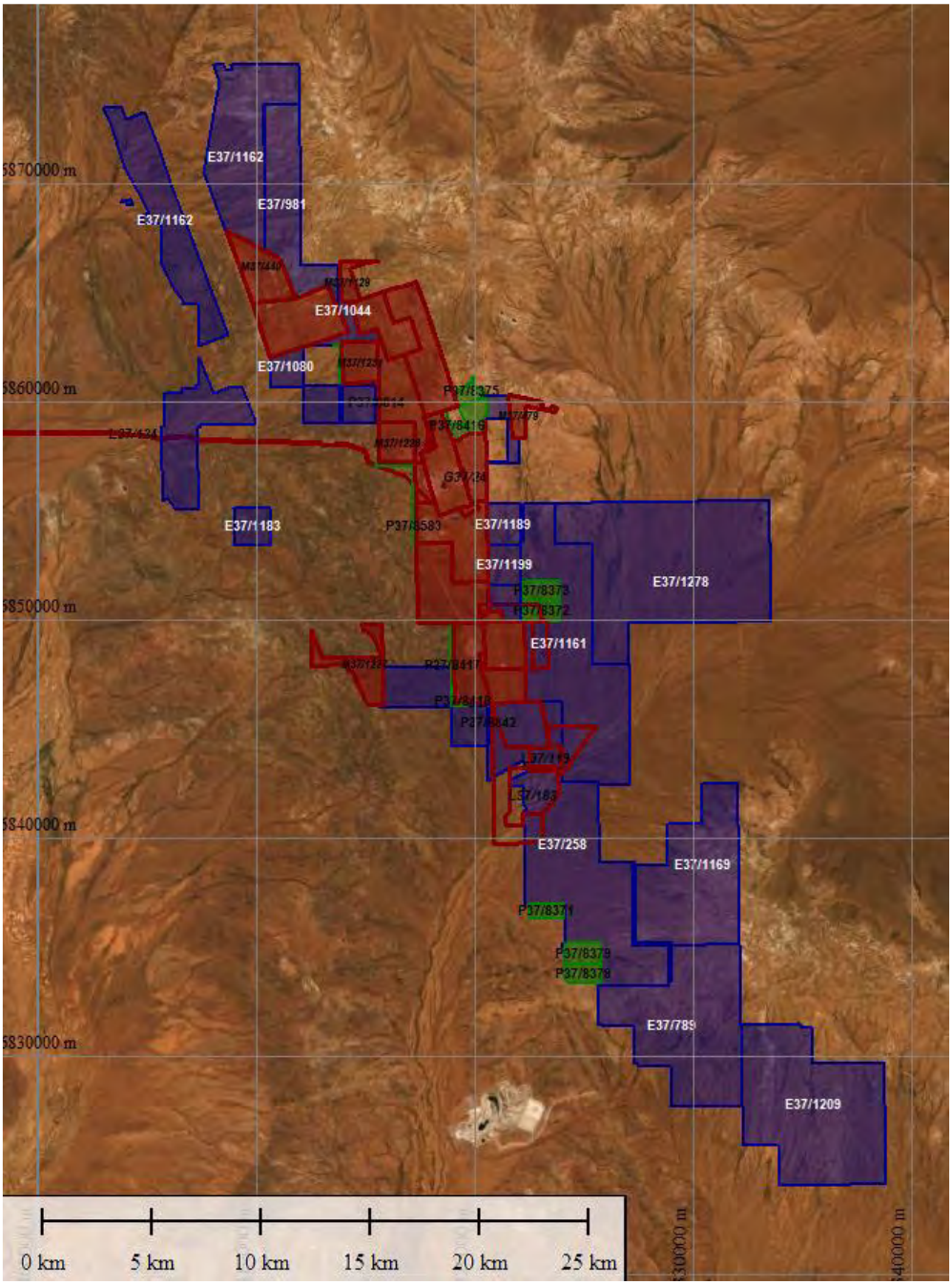
8.5 Valuation of exploration tenements, excluding Mineral Resources

AMC has considered the remaining value in the tenements beyond the currently identified Ore Reserves and Mineral Resources. These consist of 65 contiguous tenements surrounding the Jaguar operation, see Appendix B:

- 17 Mining Leases (M).
- 19 Exploration Licences (E).
- 16 Prospecting Licences (P).

The total area of the tenure is 410.6 km^2 excluding General Purpose and Miscellaneous leases. The mining tenure is shown in Figure 8.4.

Figure 8.4 Map of the tenements



Source: Jaguar Operation Information Memorandum.

The prospects for discovery of new VMS deposits at shallow depths appear to be slim. Effective targeting of deeper holes remains a technical challenge. While new geophysical, geochemical and structural approaches are being pursued at site, in AMC's opinion, exploration for further VMS deposits is relatively high risk, which limits the market value of the tenements in areas not proximal to the known deposits.

Several significant past-producing gold projects, each with remaining gold mineral resources but not currently in production, are located in proximity to, but outside, the tenements. These deposits include Celtic (Bundara), King of the Hills, Thunderbox, and Bannockburn. Several major structures associated with these gold projects have been mapped through the tenements, and other faults in orientations, believed by the Jaguar operation to be favourable for gold deposition, are also mapped through the tenements. However, in the absence of information on well-defined targets, AMC cannot rate the prospectivity of this ground for gold mineralization highly.

AMC assessed comparable transactions in the public domain, using the following selection criteria:

- Acquisitions completed from 2019 to 2022.
- Early-stage exploration projects without mineral resources.
- Prospectivity for base metals and/or gold.
- Located in Australia.

AMC identified 18 transactions ranging from $280/km^2 to $10,077/km^2. AMC considers that the average of this group, $3,350/km^2, represents a reasonable basis for valuation of the tenements. This implies a valuation of $1.4 million for the tenements beyond the currently identified Mineral Resources.

AMC considers that an appropriate valuation for the Jaguar tenements is a range of values between $1.0 million and $1.8 million with a preferred value of $1.4 million.

9 Summary of the AMC Valuations

A summary of the AMC Valuations is presented in Table 9.1.

Table 9.1 Summary of the AMC Valuations of Aeris and Round Oak exploration tenements

Tenement	Valuation method	Valuation Low ($million)	Valuation Preferred ($million)	Valuation High ($million)
Tritton ELs, excluding Mineral Resources	Comparable Transactions	6.0	8.0	10
Canbelego, excluding Mineral Resources	Comparable Transactions	0.03	0.04	0.05
Torrens	Comparable Transactions and MEE	1.3	1.4	1.7
Total Aeris tenements		7.3	9.4	12
Cloncurry excluding Mineral Resources	Comparable Transactions and MEE	3.6	5.1	6.5
Stockman excluding Mineral Resources	Comparable Transactions and MEE	0.78	0.89	1.0
Triumph Mineral Resources	Yardstick	1.8	3.6	5.3
Teutonic Bore Mineral Resources	Yardstick	1.8	3.5	7.6
Jaguar tenements, excluding the value of Mineral Resources	Comparable Transactions	1.3	1.4	1.7
Total Round Oak tenements		9.0	14	22

10 Qualifications

AMC is a firm of mineral industry consultants whose activities include the preparation of independent technical specialist's reports, and due diligence reports on, and reviews of, mining and exploration projects for purposes related to equity and debt funding, and public reports. In these assignments, AMC acts as an independent party.

The contributors to this ITSR are:

- Dean Carville, AMC Principal Geologist. Dean Carville's primary areas of expertise are exploration and resource geology, resource estimation, technical due diligence and exploration valuation. Exploration valuations have been carried out for specialist reports related to transactions, administration of companies, and stamp duty and capital gains tax assessments. Dean Carville is a Competent Person under the JORC Code for a variety of deposit types.
- Ian Lipton, AMC Principal Geologist. Ian Lipton has expertise in mining geology, resource estimation, and exploration. Ian Lipton provides independent technical reviews and resource study management based on his extensive experience in resource estimation, due diligence and feasibility studies. Ian Lipton is a Competent Person under the JORC Code for a wide range of base metal and gold deposit types.
- Lawrie Gillett, AMC Practice Leader - Corporate Consultancy Australia. Lawrie Gillett has peer reviewed this ITSR in accordance with AMC's peer review policies and procedures. Lawrie Gillett's primary expertise is in technical audits, due diligence reviews, public reports, and technical inputs for valuation of mineral assets.

AMC has carried out several technical consulting assignments for Aeris and Round Oak over recent years.

Neither AMC nor its subconsultants have any business relationship or association with Aeris or Round Oak, other than the carrying out of individual technical consulting assignments as engaged.

While some employees of AMC and its subconsultants may have small direct or beneficial shareholdings in Aeris, neither AMC nor the contributors to this ITSR nor members of their immediate families have any interests in Aeris that could be reasonably construed to affect their independence. AMC has no pecuniary interest, association, or employment relationship with Aeris.

Aeris will pay AMC a professional fee of approximately $56,000, according to AMC's normal per diem rates, for the preparation of this ITSR, plus reimbursement of out-of-pocket expenses. The fee is not contingent upon the outcome of the Transaction. AMC will receive no other benefit for the preparation of this ITSR.

This ITSR has been prepared to be included in an IER being prepared by BDO that includes consideration of the mineral assets of Aeris and Round Oak. The IER will form part of considerations regarding a transaction between Aeris and Round Oak.

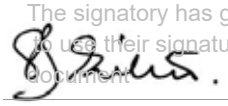
For the purposes of preparing this ITSR, Aeris provided AMC with access to information regarding the mineral assets of Aeris and Round Oak. In preparing this ITSR, AMC has relied on that information, and AMC has no reason to believe that information is materially misleading or incomplete or contains any material errors. Aeris has been provided with drafts of this ITSR to enable correction of any factual errors and notation of any material omissions. The views, statements, opinions, and conclusions expressed by AMC are based on the assumption that all the information to which Aeris has provided AMC with access for the purposes and preparing this ITSR is complete, factual and correct to the best of Aeris' knowledge.

This ITSR and the conclusions in it are effective at 29 April 2022. Those conclusions may change in the future with changes in relevant metal prices, exploration, and other technical developments in regard to the operations and projects and the market for mineral properties.

Aeris has indemnified AMC in regard to damages, losses and liabilities related to or arising out of its engagement other than those arising from illegal acts, bad faith or negligence on its part or its reliance on unauthorised statements from third parties.

The signatories to this ITSR are corporate members of the AusIMM and are bound by its Code of Ethics.

The signing of this statement confirms this report has been prepared and checked in accordance with the AMC Peer Review Process.

Project Manager		17 May 2022
	Dean Carville	Date
Peer Reviewer		17 May 2022
	Lawrie Gillet	Date
Authors		17 May 2022
	Ian Lipton / Dean Carville	Date

Appendix A
References and Key Documents

Tritton

Aeris Resources Tritton Tenement Exploration Overview. Undated.

Aeris Tritton Operations, - various Annual Reports to NSW Government Departments from 2015-2020

GEx Trend Interpretation and Future Exploration. Aeris memorandum dated 1/11/2017

Aeris regional auger programme April 2022 (Powerpoint document)

Regional literature review – previous mapping and other observations. Report by Lauren Swann, dated 26/1/2022

Annual reports for Exploration Licences from 2017 to 2022

Canbelego

Source: Helix Resources Limited. Investor Presentation. 16 March 2022

Source: Helix Resources Limited. Annual Report for EL 6105 Canbelego for the period 28/07/2020 to 27/07/2021.

Torrens

Aeris Resources AGM presentation 15 November 2019.

Aeris Resources announcement: Torrens Exploration Project TD 10 Assays, 29 August 2019

Annual expenditure report for EL5614, 2018

Annual expenditure report for EL5614, 2019

Annual expenditure report for EL6407, 2020

Annual expenditure report for EL6407, 2021

Cloncurry

Annual Reports prepared for the Queensland Department of Mines and Energy for EPMs for the years 2019 to 2022. 76 individual reports.

LithosX, 2019: Cloncurry Project solid geology interpretation, Ernest Henry to Cannington. Five individual reports on EPMs 11675, 12409, 13137, 14295, 15923.

Round Oak Minerals Pty Limited, 210720_Tenement Expenditure Summary.xlsx

Hetherington Legal, 2021: Independent tenement report – Western Australia, Queensland and Victoria prepared for Round Oak Minerals Pty Limited.

SRK Consulting, 2021: Draft independent technical assessment report prepared for Round Oak Minerals Pty Limited.

Stockman

Annual Reports prepared for the Queensland Department of Jobs, Precincts and Regions for ELs for the years 2018 to 2019. Nine individual reports.

Geos Mining' 2018: Prospectivity Review EL5045, EL5391, EL5463.

Round Oak Minerals Pty Limited, 210720_Tenement Expenditure Summary.xlsx

Hetherington Legal, 2021: Independent tenement report – Western Australia, Queensland and Victoria prepared for Round Oak Minerals Pty Limited.

SRK Consulting, 2021: Draft independent technical assessment report prepared for Round Oak Minerals Pty Limited.

Jaguar

Round Oak Minerals Mineral Resources Statement. File dated 220128

Round Oak Minerals. Jaguar Operation Information Memorandum.

Appendix B
Jaguar Tenements

Lease	Status	Registered Holder	Round Oak Interest (%)	Grant Date	Expiry Date
P37/8843	Granted	Round Oak Jaguar Project Pty Ltd	100	10/07/2017	9/07/2021
P37/8842	Granted	Round Oak Jaguar Project Pty Ltd	100	10/07/2017	9/07/2021
P37/8814	Granted	Round Oak Jaguar Project Pty Ltd	100	10/07/2017	9/07/2021
P37/8583	Granted	Round Oak Jaguar Pty Ltd	100	14/12/2015	13/12/2019
P37/8443	Granted	Round Oak Jaguar Pty Ltd	100	1/07/2014	30/06/2022
P37/8425	Granted	Round Oak Jaguar Pty Ltd	100	13/02/2014	12/02/2022
P37/8418	Granted	Round Oak Jaguar Pty Ltd	100	29/01/2014	28/01/2022
P37/8417	Granted	Round Oak Jaguar Pty Ltd	100	29/01/2014	28/01/2022
P37/8416	Granted	Round Oak Jaguar Project Pty Ltd	100	2/04/2014	1/04/2022
P37/8379	Granted	Round Oak Jaguar Project Pty Ltd	100	15/01/2014	14/01/2022
P37/8378	Granted	Round Oak Jaguar Project Pty Ltd	100	15/01/2014	14/01/2022
P37/8375	Granted	Round Oak Jaguar Project Pty Ltd	100	15/01/2014	14/01/2022
P37/8374	Granted	Round Oak Jaguar Project Pty Ltd	100	15/01/2014	14/01/2022
P37/8373	Granted	Round Oak Jaguar Project Pty Ltd	100	1/11/2013	31/10/2021
P37/8372	Granted	Round Oak Jaguar Project Pty Ltd	100	1/11/2013	31/10/2021
P37/8371	Granted	Round Oak Jaguar Project Pty Ltd	100	13/08/2014	12/08/2018
M37/515	Granted	Round Oak Jaguar Pty Ltd	100	14/02/2005	13/02/2026
M37/506	Granted	Round Oak Jaguar Project Pty Ltd	100	18/01/2008	17/01/2029
M37/479	Granted	Round Oak Jaguar Project Pty Ltd	100	7/11/1994	6/11/2036
M37/440	Granted	Round Oak Jaguar Project Pty Ltd	100	27/04/1994	26/04/2036
M37/44	Granted	Round Oak Jaguar Pty Ltd	100	18/12/1984	17/12/2026
M37/439	Granted	Round Oak Jaguar Project Pty Ltd	100	27/04/1994	26/04/2036
M37/1301	Granted	Round Oak Jaguar Project Pty Ltd	100	8/03/2016	7/03/2037
M37/1290	Granted	Round Oak Jaguar Pty Ltd	100	3/02/2010	2/02/2031
M37/1257	Granted	Round Oak Jaguar Pty Ltd	100	31/07/2008	30/07/2029
M37/1231	Granted	Round Oak Jaguar Pty Ltd	100	31/07/2008	30/07/2029
M37/1230	Granted	Round Oak Jaguar Pty Ltd	100	31/07/2008	30/07/2029
M37/1228	Granted	Round Oak Jaguar Pty Ltd	100	31/07/2008	30/07/2029
M37/1227	Granted	Round Oak Jaguar Pty Ltd	100	31/07/2008	30/07/2029
M37/1170	Granted	Round Oak Jaguar Pty Ltd	100	31/07/2008	30/07/2029
M37/1153	Granted	Round Oak Jaguar Pty Ltd	100	31/01/2005	30/01/2026
M37/1132	Granted	Round Oak Jaguar Pty Ltd	100	31/01/2005	30/01/2026
M37/1129	Granted	Round Oak Jaguar Project Pty Ltd	100	15/07/2008	14/07/2029
L37/193	Granted	Round Oak Jaguar Pty Ltd	100	5/08/2010	4/08/2031

Lease	Status	Registered Holder	Round Oak Interest (%)	Grant Date	Expiry Date
L37/190	Granted	Round Oak Jaguar Pty Ltd	100	18/11/2009	17/11/2030
L37/189	Granted	Round Oak Jaguar Pty Ltd	100	12/06/2008	11/06/2029
L37/184	Granted	Round Oak Jaguar Pty Ltd	100	12/06/2008	11/06/2029
L37/183	Granted	Round Oak Jaguar Pty Ltd	100	21/09/2010	20/09/2031
L37/178	Granted	Round Oak Jaguar Pty Ltd	100	20/03/2008	19/03/2029
L37/177	Granted	Round Oak Jaguar Pty Ltd	100	20/03/2008	19/03/2029
L37/167	Granted	Round Oak Jaguar Pty Ltd	100	13/10/2006	12/10/2027
L37/148	Granted	Round Oak Jaguar Pty Ltd	100	20/09/2006	19/09/2027
L37/134	Granted	Round Oak Jaguar Pty Ltd	100	16/08/2006	15/08/2027
L37/133	Granted	Round Oak Jaguar Pty Ltd	100	17/02/2006	16/02/2027
L37/119	Granted	Round Oak Jaguar Project Pty Ltd	100	12/04/2002	11/04/2023
G37/24	Granted	Round Oak Jaguar Pty Ltd	100	28/03/2006	27/03/2027
E37/981	Granted	Round Oak Jaguar Project Pty Ltd	100	29/05/2009	28/05/2019
E37/902	Granted	Round Oak Jaguar Pty Ltd	100	30/10/2008	29/10/2018
E37/789	Granted	Round Oak Jaguar Project Pty Ltd	100	2/09/2005	1/09/2018
E37/258	Granted	Round Oak Jaguar Pty Ltd	100	7/06/1992	6/06/2019
E37/1306	Granted	Round Oak Jaguar Pty Ltd	100	13/09/2017	12/09/2022
E37/1278	Granted	Round Oak Jaguar Pty Ltd	100	15/02/2017	14/02/2022
E37/1209	Granted	Round Oak Jaguar Project Pty Ltd	100	29/05/2015	28/05/2020
E37/1199	Granted	Round Oak Jaguar Project Pty Ltd	100	8/01/2015	7/01/2020
E37/1189	Granted	Round Oak Jaguar Project Pty Ltd	100	15/10/2014	14/10/2019
E37/1184	Granted	Round Oak Jaguar Pty Ltd	100	23/09/2014	22/09/2019
E37/1183	Granted	Round Oak Jaguar Pty Ltd	100	28/08/2014	27/08/2019
E37/1181	Granted	Round Oak Jaguar Pty Ltd	100	19/08/2014	18/08/2019
E37/1178	Granted	Round Oak Jaguar Pty Ltd	100	5/08/2014	4/08/2019
E37/1169	Granted	Round Oak Jaguar Project Pty Ltd	100	8/04/2014	7/04/2019
E37/1162	Granted	Round Oak Jaguar Pty Ltd	100	8/07/2015	7/07/2020
E37/1161	Granted	Round Oak Jaguar Pty Ltd	100	23/09/2014	22/09/2019
E37/1080	Granted	Round Oak Jaguar Pty Ltd	100	29/04/2011	28/04/2021
E37/1044	Granted	Round Oak Jaguar Pty Ltd	100	29/07/2010	28/07/2020
E37/1032	Granted	Round Oak Jaguar Pty Ltd	100	19/05/2010	18/05/2020

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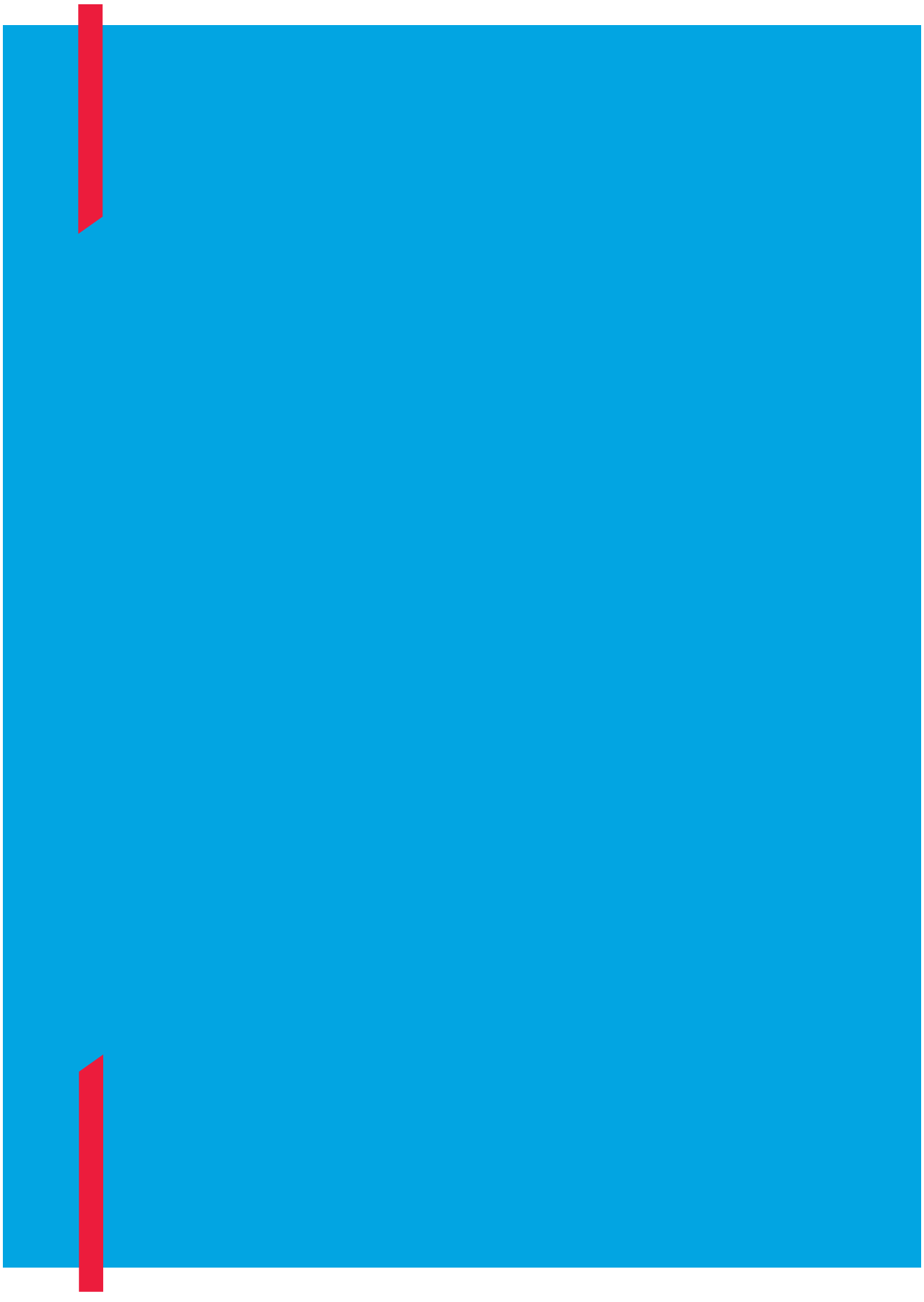


Schedule 2 – Key terms of Share Purchase Agreement

The table below summaries the key terms of the sale agreement (**Share Purchase Agreement** or **SPA**):

Topic	Summary
Outline of Proposed Transaction	The Company, through its wholly owned subsidiary Aeris Holdco Pty Ltd (**Aeris Holdco**), will acquire 100% of the shares on issue in Round Oak Minerals Pty Limited (**Round Oak**), held by Washington H. Soul Pattinson and Company Limited (**WHSP**). Round Oak is the holder of the tenements which comprise the Jaguar and Mt Colin mines and the Stockman development project (**Round Oak Operations**). The acquisition of Round Oak will be on a debt free basis and at completion of the Transaction it will have $16.9 million in cash**.**
Consideration	The Company has agreed to acquire Round Oak for $234 million, payable by: 1. a cash payment of $80 million (**Cash Component**)[19]; and 2. the issue and allotment of 1,466.7 million fully paid ordinary shares in the Company to WHSP, at a deemed issue price of $0.105 per share up to a total value of $154 million (**Consideration Shares**). The Cash Component will be funded by a capital raising undertaken by the Company to raise approximately $117.1 million, to be conducted by way of a placement and accelerated non-renounceable entitlement offer to institutional and retail shareholders (**Equity Raising**).
Conditions Precedent	Completion under the SPA is conditional upon: 1. completion of the Equity Raising; 2. the Company's shareholders approving the issue of the Consideration Shares to WHSP; and 3. the parties obtaining all necessary consents to the change in control of Round Oak as required under certain contracts, (together, the **Conditions Precedent**). The first and second Conditions Precent may only be waived by agreement between the Company and WHSP. The Company may waive the benefit of the third Condition Precedent.
Termination Rights	Where the Conditions Precedent are not satisfied or waived by 1 September 2022, either WHSP or the Company may terminate the agreement.

[19] The Cash Component is subject to a post-completion working capital adjustment

Topic	Summary
	The Company may terminate the SPA prior to completion in circumstances where WHSP suffers an insolvency event or a secured party takes possession of the property of WHSP. Either party may terminate in the event that a material adverse effect is suffered by the other party.
Obligations between signing and Completion	The agreement places certain requirements on WHSP to continue to conduct the Round Oak Operations in the ordinary course of business between signing and completion. The obligations require certain conduct in respect of a number of matters, including maintaining the tenements and assets, compliance with obligations under various contracts, not acquiring any asset, engaging in a transaction or entering into any capital commitment above a certain threshold without the Company's consent. WHSP must also ensure that Round Oak retains a minimum cash balance at completion, and that certain agreements entered into by WHSP on behalf of Round Oak are novated to the Company. The Company must put arrangements in place in order for WHSP to be released from its obligations under any financial securities entered into on behalf of Round Oak.
Ancillary Documents	At Completion, WHSP must hand over a number of documents, including: • the Indemnity Deeds (described below) executed by WHSP; and • an Escrow Deed executed by WHSP pursuant to which WHSP agrees not to dispose of part of the Consideration Shares for 2 years.
Obligations post-Completion	The Company must apply for quotation of the Consideration Shares as soon as practicable after Completion. The Company must also provide the ASX with a cleansing notice or prospectus post-Completion to allow the on-sale of the Consideration Shares (subject to the terms of the Escrow Deed). The parties must also cooperate in relation to the preparation of a working capital statement and Round Oak's tax returns.
Warranties and Indemnities	The SPA contains a number of warranties given by WHSP and the Company to each other which are typical for the nature of the acquisition. WHSP has also agreed to indemnity the Company in respect of certain specified liabilities in relation to ROM and its subsidiaries, including in relation to existing litigation and disputes and potential taxation liabilities. The Warranties and indemnities are subject to certain carve outs and time limitations.

Topic	Summary
Indemnity Deeds	On Completion, WHSP has agreed to provide Aeris with the benefit of the following indemnities: - *Cloncurry Assets* – a indemnity against all costs and liabilities (including surety bonds and rehabilitation) that may arise in respect of the sale assets the subject of the Asset Sale Agreement – Cloncurry Gold Assets between Round Oak, True North Copper Pty Ltd and Tennant Consolidated Mining Group Pty Ltd dated 31 July 2021 as amended; - *Ausmex Dispute* – An indemnity in respect of any potential claim filed within 4 years of completion in connection with a potential claim by Ausmex Resources Pty Ltd in relation to alleged non-compliance with the terms of a joint venture agreement, subject to Aeris agreeing to bear half of the first $1 million of liability (or less).

Schedule 3 - Pro forma statement of financial position

(i) Introduction

The Pro forma financial information detailed below has been provided for illustrative purposes and is intended to provide Shareholders with an indication of the Company's financial position should the Proposed Transaction be completed

(ii) Basis of Preparation

The Pro forma financial information set out below comprises the unaudited Pro forma consolidated statement of financial position as at 31 December 2021 of Aeris and Round Oak, showing the impact of the proposed capital raising and effects of the acquisition.

The pro forma financial information is presented in an abbreviated form insofar as it does not include all of the disclosures required by Australian Accounting Standards to be included in annual financial statements.

	Notes	Aeris 31 December 2021 $'000	Adjustments $'000	Pro forma 31 December 2021 $'000
Current assets				
Cash and cash equivalents	i	68,921	30,790	99,711
Trade and other receivables	ii	12,626	17,680	30,306
Inventories	ii	34,396	45,290	79,686
Financial assets at fair value through profit or loss		6,787	-	6,787
Other current assets	ii	1,294	579	1,873
Total current assets		**124,024**	**94,339**	**218,363**
Non-current assets				
Property, plant and equipment	iii	86,768	40,507	127,275
Mine property assets	iii	96,248	91,977	188,225
Exploration and evaluation assets	iii	45,149	22,413	67,562
Deferred tax		632	-	632
Intangible assets		-	58,745	58,745
Total non-current assets		**228,797**	**213,642**	**442,439**
Total assets		**352,821**	**307,981**	**660,802**
Current liabilities				
Trade and other payables	ii	54,653	13,746	68,399
Borrowings		49	-	49
Lease liabilities	iv	5,509	3,798	9,307
Derivative financial instruments		2,107	-	2,107
Provisions	ii	18,035	3,785	21,820
Other liabilities		14,572	-	14,572
Total current liabilities		**94,925**	**21,329**	**116,254**
Non-current liabilities				
Borrowings		328	-	328
Lease liabilities	iv	7,017	361	7,378
Provisions	v	29,814	41,695	71,509
Other liabilities		21,208	-	21,208
Total non-current liabilities		**58,367**	**42,056**	**100,423**
Total liabilities		**153,292**	**63,385**	**216,677**
Net assets		**199,529**	**244,596**	**444,125**
Equity				
Issued Capital	vi	509,888	267,002	776,890
Reserves		(5,917)	(3,235)	(9,152)
Accumulated losses	vii	(304,442)	(19,171)	(323,613)
Total equity		**199,529**	**244,596**	**444,125**

The values used for the Pro forma consolidated statement of financial position are outlined in the notes below. These values are subject to change once valuations are performed as at the acquisition date.

Following the implementation of the Proposed Transaction, a detailed valuation of the identifiable assets, liabilities and contingent liabilities of the Round Oak Group will be undertaken to ascertain the appropriate allocation of the purchase price and any goodwill on acquisition. Therefore the actual impact of acquisition accounting may vary from that presented in the Pro forma statement of financial position above.

(i) A$117.1 million cash raised by capital raising, less $80 million cash payment component of the Proposed Transaction, transaction costs (assumed all paid in cash on completion), and including $16.9 million in cash on completion of the Proposed Transaction;

(ii) Assumed value of net working capital based on a 3 month average. The purchase price will be adjusted if the net working capital is less or greater than $46 million;

(iii) The carrying value of non-current assets as per the Round Oak unaudited management accounts at 31 December 2021;

(iv) The carrying value of IFRS 16 Leases as per the Round Oak unaudited management accounts at 31 December 2021;

(v) Assumed no changes to the financial commitment in respect of the rehabilitation provision and as accounted for in the Round Oak unaudited management accounts as at 31 December 2021;

(vi) $117.1 million cash raised by capital raising less transaction costs and the issue of 1,466,666,667 ordinary shares in Aeris to WHSP at a deemed issue price of $0.105 per share up to a total value of $154 million; and

(vii) Estimate of transaction costs assumed as paid in cash on completion.

Aeris' Half Year Financial Report 31 December 2021 was released on ASX on 24 February 2022 and is available on the Company's website: https://www.aerisresources.com.au/investor-centre/#annual-reports

Note

Should the Proposed Transaction not receive Shareholder approval or the Proposed Transaction otherwise not complete, the impact on the unaudited Pro forma consolidated statement of financial position as at 31 December 2021 of Aeris would no longer include any adjustments relating to:

1. the Pro forma financial information of Round Oak; and

2. the issue of 162,781,913 Shares to Paradice Investment Management Pty Ltd at an issue price of $0.105 per Share, as this issue is subject to Shareholder approval being obtained and completion of the Proposed Transaction occurring.

As a result of the impact of the capital raising, there will be an increase in the Cash and cash equivalents and Issued Capital balances in the Pro forma consolidated statement of financial position as follows:

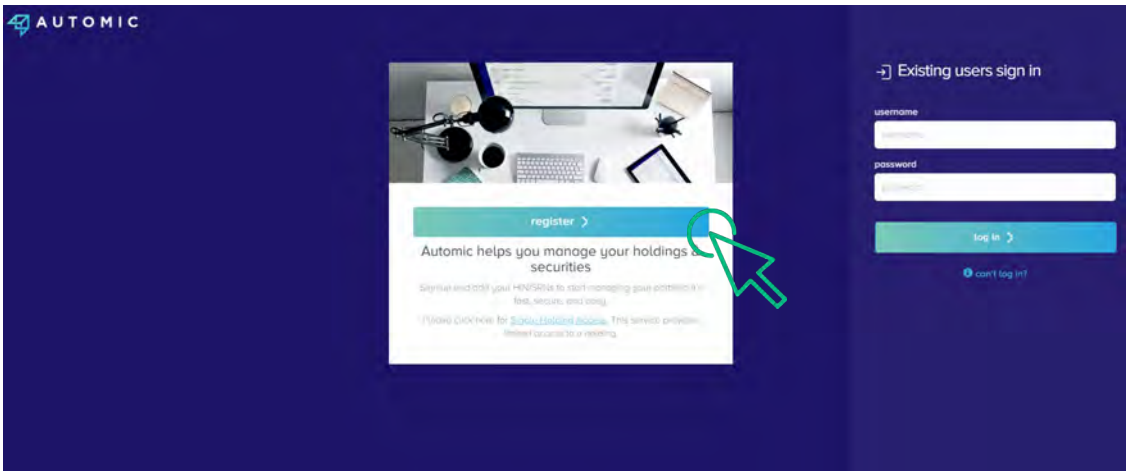
1. A$100 million cash raised by capital raising, less share issue costs (assumed all paid in cash on completion)

Schedule 4

Virtual Meeting Registration and Voting

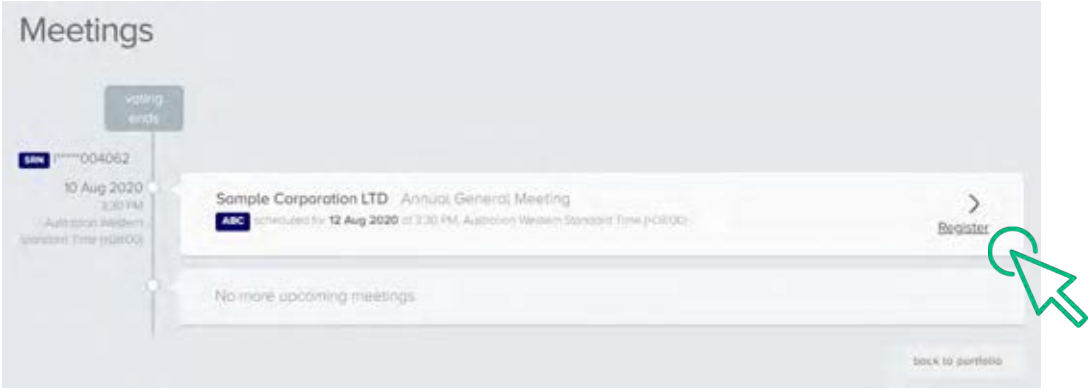
REGISTRATION

- Go to: https://investor.automic.com.au/#/home.
- Log in using your existing username and password or click on "register" and follow the on-screen prompts to create your login credentials.



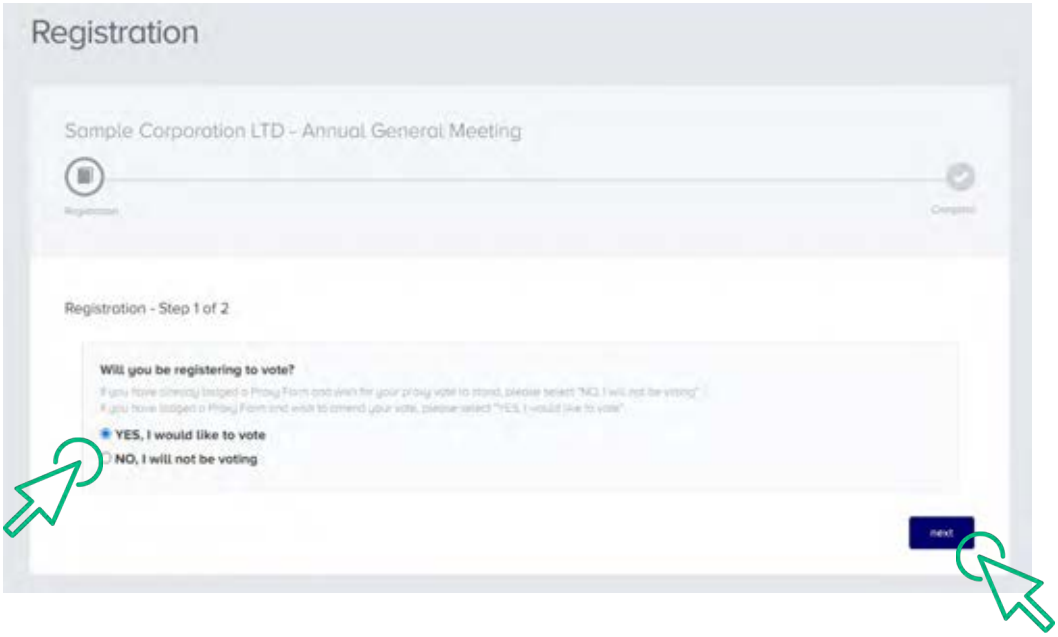
- Once logged in you will see that the meeting is open for registration. Click on "view".

- Click on "register" to register your attendance for the meeting.

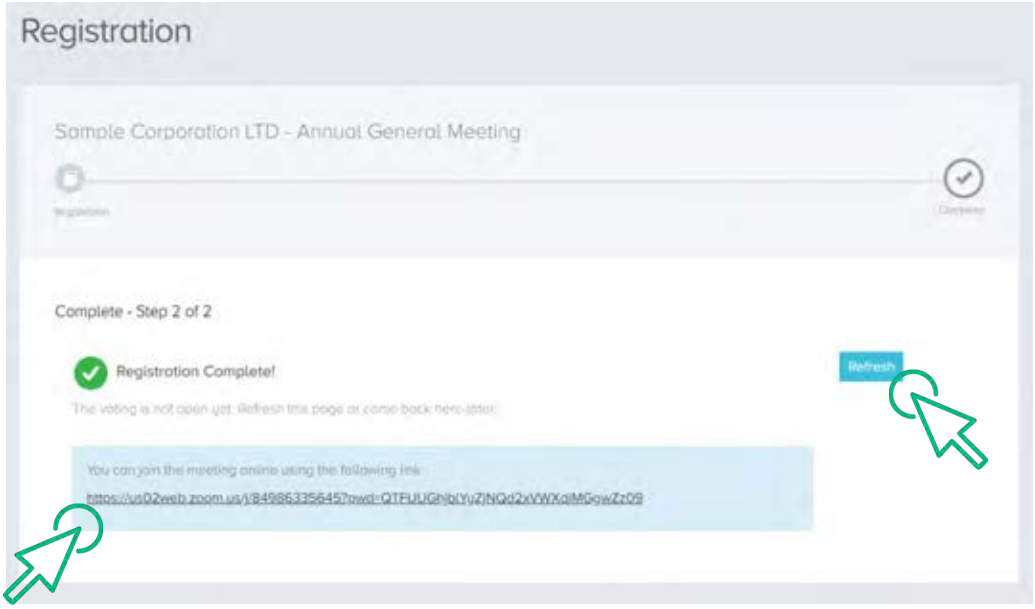


REGISTRATION

- Select “yes, I would like to vote” and then click “next”.

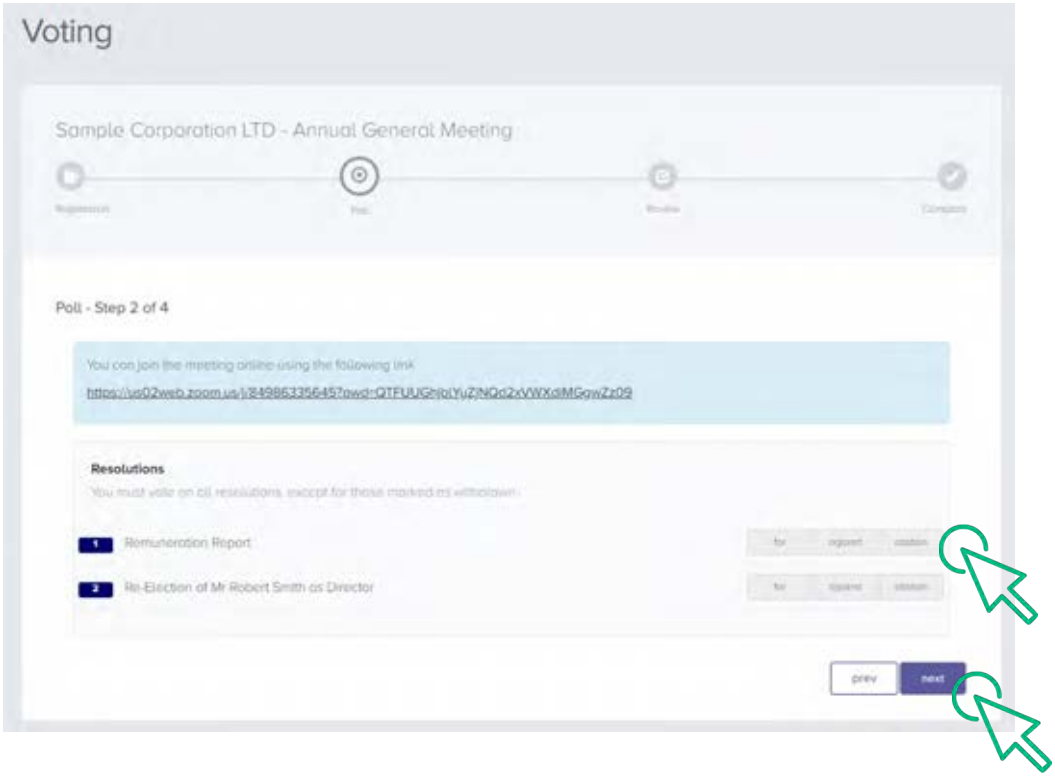


- You will be placed on a holding page until voting opens for the meeting. From here you can access the meeting video/audio by selecting the meeting URL.
- Once the Chair of the Meeting declares voting open, you should select “refresh”.

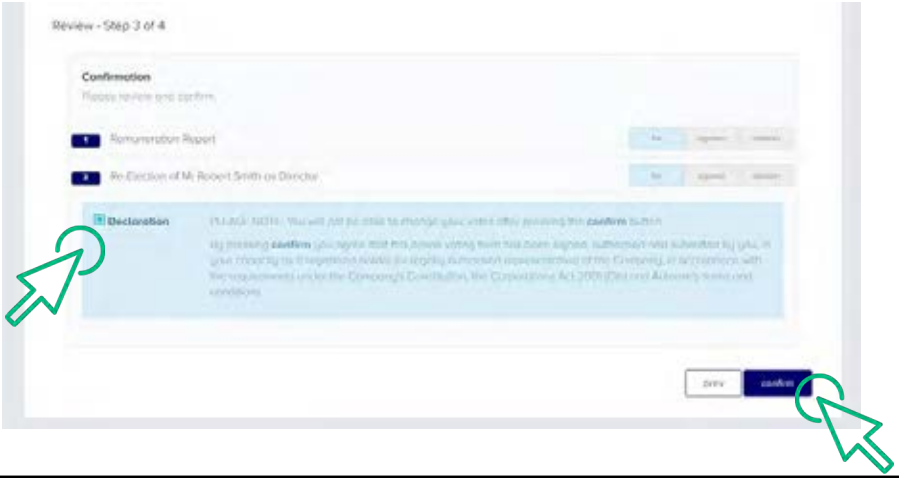


VOTING

- The next screen will display the resolutions to be put to the meeting.
- The Chair of the meeting will provide instructions on when to mark your vote.
- You record your vote by selecting either “for”, “against” or “abstain” next to the appropriate resolution.
- Once voting has been declared closed you must select “next” to submit your vote.



- On the next screen, check your vote is correct and select the box next to “declaration” – you cannot confirm your vote unless you select this box.
- Select “confirm” to confirm your vote – you CANNOT amend your vote after pressing the “confirm” button.



VOTING COMPLETE

- Your vote is now lodged and is final.