

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document and the action you should take, you are recommended immediately to seek your own independent advice from a person duly authorised under the Financial Services and Markets Act 2000 (as amended) (“FSMA”) (or, if you are a person outside of the United Kingdom, from a person otherwise duly qualified in your jurisdiction) who specialises in the acquisition of shares and other securities.**

This document is an AIM admission document which has been drawn up in accordance with the AIM Rules for Companies. This document does not contain an offer of transferable securities to the public in the United Kingdom within the meaning of section 102B of FSMA and is not required to be issued as a prospectus pursuant to section 85 of FSMA. Accordingly, this document does not constitute a prospectus, for the purposes of FSMA and the Prospectus Rules and has not been pre-approved by the Financial Conduct Authority (“FCA”) pursuant to section 85 of FSMA.

Application has been made for the Enlarged Share Capital to be admitted to trading on AIM, a market operated by London Stock Exchange Plc (“**London Stock Exchange**”). It is expected that dealings in the Enlarged Share Capital will commence on AIM on 12 February 2015. The rules of AIM are less demanding than those of the Official List of the United Kingdom Listing Authority (“UKLA”). **It is emphasised that no application is being made for admission of these securities to the Official List of the UKLA. The Ordinary Shares are not dealt on any other recognised investment exchange and no application has been or is being made for the Ordinary Shares to be admitted to any other exchange.**

**AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the UKLA. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. Each AIM company is required pursuant to the AIM Rules for Companies to have a nominated adviser. The nominated adviser is required to make a declaration to the London Stock Exchange on Admission in the form set out in Schedule Two to the AIM Rules for Nominated Advisers. Neither the UKLA nor the London Stock Exchange has examined or approved the contents of this document.**

The Directors, whose names appear on page 9 of this document, and the Company, accept responsibility both individually and collectively for the information contained in this document and compliance with the AIM Rules for Companies. To the best of the knowledge of the Company and the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and contains no omission likely to affect its import. Each of the Directors and the Company accept responsibility accordingly.

**The whole of the text of this document should be read and your attention is drawn to the section entitled “Risk Factors” in Part II of this document for a discussion of certain factors which should be taken into account in considering whether or not to acquire Placing Shares. The whole of this document should be read in light of those risk factors.**

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# IronRidge Resources Limited

*(incorporated in Australia and registered in Queensland with ACN 127 215 132)*

**Placing of and Subscription for 96,538,380 Ordinary Shares at a price of 10 pence per share**

**and**

**Admission to trading on AIM**

***Nominated Adviser and Broker***



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SP Angel Corporate Finance LLP (“**SP Angel**”), which is authorised and regulated by the FCA in the United Kingdom, is acting as nominated adviser and broker to the Company and no one else for the purposes of the AIM Rules for Companies in connection with the Placing and Admission and as such, its responsibilities as nominated adviser and broker are owed solely to the London Stock Exchange and are not owed to the Company, to any Director or to any other person or entity. SP Angel will not be responsible to any person other than the Company for providing the protections afforded to clients of SP Angel or for providing advice to any other person in connection with the Placing or Admission or any acquisition of Ordinary Shares. SP Angel is not making any representation or warranty, express or implied, as to the contents of this document. SP Angel has not authorised the contents of, or any part of, this document, and no liability whatsoever is accepted by SP Angel for the accuracy of any information or opinions contained in this document or for the omission of any material information.

## IMPORTANT INFORMATION FOR INVESTORS RESIDENT OUTSIDE OF THE UK

The information below is for general guidance only and it is the responsibility of any person or persons in possession of this document and wishing to subscribe for Ordinary Shares to inform themselves of, and to observe, all applicable laws and regulations of any relevant jurisdiction.

This document does not constitute, and may not be used for the purposes of, an offer or any invitation to subscribe for any Existing Ordinary Shares and/or Placing Shares by any person in any jurisdiction: (a) in which such offer or invitation is not authorised; or (b) in which the person making such offer or invitation is not qualified to do so; or (c) to any person to whom it is unlawful to make such offer or invitation. The distribution of this document and the Placing in certain jurisdictions may be restricted. Accordingly, persons outside the UK into whose possession this document comes are required by the Company to inform themselves about and to observe any restrictions as to the Placing and the distribution of this document under the laws and regulations of any territory in connection with any application for Existing Ordinary Shares and/or Placing Shares, including obtaining any requisite governmental or other consent and observing any other formality prescribed in such territory.

### Notice to prospective investors in Australia

This document is not a prospectus (or any other form of disclosure document) which is required to be lodged with the Australian Securities and Investments Commission under section 718 of the Corporations Act and does not contain all the information contained in a disclosure document (for example a prospectus), including any and all information that potential investors and their professional advisors would reasonably require to make an informed assessment of the Company's assets and liabilities, financial position and performance, profits, losses and prospects. It is intended to provide potential investors with information only. This Admission Document has not and will not be lodged with the Australian Securities and Investments Commission. The Company will not make any offer of Ordinary Shares pursuant to a prospectus, offer information statement or other disclosure document in accordance with Part 6D.2 of the Corporations Act 2001 ("**Corporations Act**"). Any offer to be made pursuant to the issue of the Admission Document falls within the exceptions contained in section 708 of the Corporations Act. Accordingly, only those Australians who satisfy one of the following requirements will be entitled to participate in this offer:

- (a) that they are a Sophisticated Investor (pursuant to Section 708(8) of the Corporations Act) being where:
  - (i) the minimum amount payable for the securities on acceptance of the offer by the person to whom the offer is made is at least AU\$500,000 (providing the investor registers the securities in the same name);
  - (ii) the amount payable for the securities on acceptance by the person to whom the offer is made and the amounts previously paid by the person for the body's securities of the same class that are held by the person add up to at least AU\$500,000; or
  - (iii) it appears from a certificate given by a qualified accountant no more than six months before the offer is made that the person to whom the offer is made, has net assets of at least AU\$2.5 million or a gross income for each of the last two financial years of at least AU\$250,000 (certified by a qualified accountant); or
- (b) application is made through a financial services licensee (pursuant to Section 708(10) of the Corporations Act); or
- (c) that they are a Professional Investor (pursuant to Section 708(11) of the Corporations Act).

### *Australian Investors – Resale Restrictions*

Any offer that may be made following issue of the Admission Document shall be made pursuant to the exclusions of section 708 of the Corporations Act and such offer is also subject to the restrictions of section 707 of the Corporations Act. An investor may be restricted from resale within 12 months of issue, unless the resale is sanctioned by a disclosure document, or is made within applicable exceptions in

Section 708 of the Corporations Act. A later prospectus (or disclosure document) can have the effect of overcoming any restrictions that may otherwise be imposed upon investors under section 707 of the Corporations Act. Investors should be aware of the requirements imposed under section 707 of the Corporations Act and potential statutory restrictions on resale.

#### **Notice to prospective investors in the United States and Canada**

This document does not constitute an offer to sell, or the solicitation of an offer to subscribe for or buy, Ordinary Shares and/or Placing Shares in any jurisdiction in which such offer or solicitation is unlawful and is not for distribution in or into the United States or Canada.

The Ordinary Shares and Placing Shares have not been and will not be registered under the US Securities Act 1933, and may not be offered or sold within the United States or to, or for the account or benefit of US persons except in certain transactions exempt from the registration requirements of the US Securities Act 1933. No public offer of the Ordinary Shares and Placing Shares is being made in the United States. The Ordinary Shares and Placing Shares are only being offered and sold outside the United States to non-US persons in offshore transactions in reliance on Regulation S under the US Securities Act 1933.

No US federal or state securities commission or regulatory authority has approved or disapproved of the Ordinary Shares or passed upon the adequacy or accuracy of this document. Any representation to the contrary is a criminal offence in the United States.

The Ordinary Shares and Placing Shares offered by this document have not been and will not be registered under the applicable securities laws of Canada and, subject to certain exceptions, may not be offered or sold directly, or indirectly, in or into Canada, or to or for the account or benefit of any person resident in Canada.

#### **Notice to prospective investors in the Republic of South Africa**

This document does not constitute an “offer to the public” (as such expression is defined in the South African Companies Act, No. 71 of 2008 (as amended)) (the “**South African Companies Act**”) in South Africa and this document does not, nor is it intended to, constitute a “registered prospectus” (as that term is defined in the South African Companies Act) prepared and registered under the South African Companies Act.

To the extent that Ordinary Shares and Placing Shares are offered for subscription or sale in South Africa pursuant to the Admission Document or otherwise, such offer must be made:

- (a) only to persons described in section 96(1)(a) of the South African Companies Act (“**Relevant Persons**”); and/or
- (b) in terms of section 96(1)(b) of the South African Companies Act, such that the total acquisition cost of the shares for any single addressee acting as principal is equal to or greater than South African Rand 1,000,000 (one million South African Rand); and/or
- (c) otherwise within the meaning of section 96 of the South African Companies Act which lists the types of offers that are deemed not to be offers to the public.

Accordingly, any offer made in terms of this document or flowing from it does not constitute an offer to the public or any section of the public within the meaning of the South African Companies Act.

This document and any attachments to it constitute factual, objective information about the Ordinary Shares, the Placing Shares and/or the Company and nothing contained in it should be construed as constituting any form of investment advice or recommendation, guidance or proposal of a financial nature and/or the rendering of any “financial service” (as defined in and contemplated in the Financial Advisory and Intermediary Services Act, 2002 (the “**FAIS Act**”)) in respect of any transaction in the Ordinary Shares and Placing Shares or in general. Nothing in this document should be construed as constituting the canvassing for, or marketing or advertising of “financial services” (as such expression is defined in the FAIS Act) by any person in South Africa.

### **Notice to prospective investors in France**

This document has not been prepared in the context of a public offering of securities in France within the meaning of Article L.411-1 of the French Code monétaire et financier and therefore has not been and will not be submitted for clearance to the Autorité des marchés financiers in France. Consequently, the securities referred to in this document are not being offered, directly or indirectly, to the public in France and this document has not been and will not be distributed to the public in France. Offers, sales and distributions of the securities referred to in this document and made pursuant to the Admission Document in France will be made only to qualified investors (investisseurs qualifiés) acting for their own account and/or to providers of the investment service of portfolio management for the account of third parties (personnes fournissant le service d'investissement de gestion de portefeuille pour compte de tiers), as defined in, and in accordance with, Articles L.411-2 and D.411-1 of the French Code monétaire et financier (all such persons referred to above being "**Relevant Persons**"). The securities referred to in this document may only be offered, directly or indirectly, to the public in France, in compliance with Articles L.411-1, L.411-2, L.412-1 and L.621-8 to L.621-8-3 of the French Code monétaire et financier and applicable regulations thereunder. Each recipient of this document shall verify that he or she meets the conditions provided by such applicable regulation.

### **Notice to prospective investors in Singapore**

The information contained in this document is made, supplied or directed at persons who are permitted under local applicable laws to receive this document. This document has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this document may not be circulated or distributed to persons in Singapore other than:

- (a) to an institutional investor under Section 274 of the Securities and Futures Act, Chapter 289 of Singapore ("**SFA**");
- (b) to a relevant person pursuant to Section 275(1), or any person pursuant to Section 275(1A), and in accordance with the conditions specified in Section 275, of the SFA; or
- (c) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

### **Notice to prospective investors in Dubai**

The information contained in this document are only being made, supplied or directed at persons who are permitted under local applicable laws to receive this document. This document will not be approved or licensed by the Central Bank of the United Arab Emirates ("**UAE**"), Securities or Commodities Authority of the UAE and/or any other relevant licensing authority in the UAE including any licensing authority incorporated under the laws and regulations of any of the free zones established and operating in the territory of the UAE, in particular the Dubai Financial Services Authority ("**DFSA**"), a regulatory authority of the Dubai International Financial Centre ("**DIFC**"). This document will not constitute a public offer of securities in the UAE, DIFC and/or any other free zone in accordance with the Commercial Companies Law, Federal Law No 8 of 1984 (as amended), DFSA Markets Law DIFC Law No. 1 of 2012, Markets Rules and NASDAQ Dubai Rules, accordingly, or otherwise. The Ordinary Shares of the Company may not be offered to the public in the UAE and/or any of the free zones.

### **Notice to prospective investors in Hong Kong**

The information contained in this are only being made, supplied or directed at persons who are permitted under local applicable laws to receive this document. This document is only addressed to and directed at persons who are "professional investors" within the meaning of the Securities and Futures Ordinance (Cap 571, Laws of Hong Kong) (hereinafter referred to as "**Professional Investors**"). The information contained in this document is unsuitable for any party who is not a Professional Investor. This document is individually addressed to you as a specific offeree and shall not be passed to any other person. The contents of this document have not been reviewed by any regulatory authority in Hong Kong.

### **Notice in to prospective investors in any other of the Member States of the European Economic Area**

In any European Economic Area (“**EEA**”) Member State that has implemented Directive 2003/71/EC (together with any applicable implementing measures in any Member State, the “**Prospectus Directive**”), this communication is only addressed to and is only directed at: (a) qualified investors in that Member State within the meaning of the Prospectus Directive; and (b) other persons who are permitted to purchase the Ordinary Shares and Placing Shares pursuant to an exemption from the Prospectus Directive and other applicable regulations. This document has been prepared on the basis that all offers of Ordinary Shares and Placing Shares will be made pursuant to an exemption under the Prospectus Directive, as implemented in member states of the EEA, from the requirement to produce a prospectus for offers of Ordinary Shares and Placing Shares.

Accordingly, any person making or intending to make any offer within the EEA of the Ordinary Shares and/or Placing Shares which are the subject of the Placing contemplated in this document should only do so in circumstances in which no obligation arises for the Company to produce a prospectus for such offer. The Company has not authorised, nor does it authorise, the making of any offer of Ordinary Shares and Placing Shares through any financial intermediary.

### **Notice to prospective investors in Japan**

The Ordinary Shares and Placing Shares have not been, and will not be, registered under the Financial Instruments and Exchange Act of Japan (the “**FIEA**”) and may not be offered or sold, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which means any person resident in Japan or any Japanese corporation or other entity organized under the laws of Japan), or to others for reoffering or resale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the FIEA and any applicable laws and regulations of Japan.

No securities registration statement pursuant to Article 4, Paragraph 1 of the FIEA has been filed with any authority with respect to solicitation of an offer to acquire the Ordinary Shares and Placing Shares, because such solicitation constitutes a private placement under Article 2, Paragraph 3, Item 2(c) of the FIEA.

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## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication date of this document	5 February 2015
Admission and dealings expected to commence in the Enlarged Share Capital on AIM	8.00 a.m. on 12 February 2015
Expected date for CREST accounts to be credited with Depository Interests	12 February 2015
Despatch of definitive share certificates in respect of Placing Shares or Investor Shares to be held in certificated form (where applicable)	26 February 2015

*All references to time are to London time. Save in relation to the date on which this document is published, each of the times and dates in the above timetable is subject to change without further notice.*

## PLACING AND INVESTOR SUBSCRIPTIONS STATISTICS

Number of Existing Ordinary Shares	140,073,823
Number of Placing Shares to be issued on Admission	2,104,833
Number of Investor Shares to be issued pursuant to the Investor Subscriptions	94,433,547
Number of Options in issue on Admission	13,270,000
Enlarged Share Capital on Admission	236,612,203
Placing Price per Placing Share	10 pence
Investor Subscription Price per Investor Share	10 pence
Number of fully diluted Ordinary Shares in issue immediately following Admission*	249,882,203
Percentage of Enlarged Share Capital represented by the Placing Shares	0.9%
Percentage of Enlarged Share Capital represented by the Investor Shares	39.9%
Percentage of Enlarged Share Capital represented by the Options	5.6%
Gross proceeds of the Placing and the Investor Subscriptions	£9.7 million
Net proceeds of the Placing and the Investor Subscriptions	£8.9 million
Market capitalisation of the Company at the Placing Price on Admission	£23.7 million

\* Assuming exercise of all outstanding Options further details of which are set out in paragraphs 3.4 and 5.2 of Part VI of this document.

## DEALING CODES

### Ordinary Shares

ISIN	AU0000XINEX3
SEDOL	BVVHYX7
AIM Ticker	IRR

## EXCHANGE RATES

Throughout this document, save where otherwise indicated, the following exchange rate has been used:

£1: AU\$1.9433

US\$1: XAF573.41

£1: US\$1.5188

## FORWARD-LOOKING STATEMENTS

This document includes “forward-looking statements” which includes all statements other than statements of historical facts, including, without limitation, those regarding the Group’s financial position, business strategy, plans and objectives of management for future operations and any statements preceded by, followed by or that include forward-looking terminology such as the words “targets”, “believes”, “estimates”, “expects”, “aims”, “intends”, “can”, “may”, “anticipates”, “would”, “should”, “could”, or similar expressions or the negative thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Group’s control that would cause the actual results, performance or achievements of the Group to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Group’s present and future business strategies and the environment in which the Group will operate in the future. Among the important factors that could cause the Group’s actual results, performance or achievements to differ materially from those in forward-looking statements include those factors in Part II of this document entitled “Risk Factors”. These forward-looking statements speak only as at the date of this document. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company’s expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based. As a result of these factors, the events described in the forward-looking statements in this document may not occur either partially or at all.

## SOURCES

The information in Part I pertaining to the assets in which the Group is interested (in particular in paragraph 3) is derived from the Competent Person’s Report which is included in its entirety as Part III of this document. While the information in Part I provides a summary of certain aspects of the Competent Person’s Report, such report includes further details, as well as various assumptions and qualifications and should therefore be read in its entirety. Various market data and forecasts used in this document have been obtained from independent industry sources. Neither the Company nor SP Angel has verified the data, statistics or information obtained from these sources and cannot give any guarantee of the accuracy or completeness of the data. Forecasts and other forward-looking information obtained from these sources are subject to the same qualifications, risks and uncertainties as referred to above.



## DIRECTORS, SENIOR MANAGEMENT, SECRETARY AND ADVISERS

<b>Directors</b>	Nicholas Mather – <i>Executive Chairman</i> Vincent Mascolo – <i>Chief Executive Officer</i> Geoffrey Stuart Crow – <i>Non-Executive Director</i> Neil Herbert – <i>Non-Executive Director</i> Alistair McAdam – <i>Non-Executive Director</i> Bastiaan van Aswegen – <i>Non-Executive Director</i>
<b>Senior Management</b>	Barry Stoffell – <i>Geologist, Africa</i> Amanda Geard – <i>Geologist, Africa</i> Priy Jayasuriya – <i>Chief Financial Officer</i>
<b>Registered Office:</b>	Level 27 111 Eagle Street Brisbane QLD 4000 Australia
<b>Company Secretary</b>	Karl Schlobohm
<b>Nominated Adviser and Broker</b>	<b>SP Angel Corporate Finance LLP</b> Prince Frederick House 35-39 Maddox Street London W1S 2PP
<b>Competent Person</b>	<b>SRK Exploration Services Limited</b> 12 St Andrews Crescent Cardiff CF10 3DD Wales
<b>Solicitors to the Company as to English law</b>	<b>Locke Lord (UK) LLP</b> 201 Bishopsgate London EC2M 3AB
<b>Solicitors to the Company as to Australian law</b>	<b>HopgoodGanim</b> Level 8 Waterfront Place 1 Eagle Street Brisbane Qld 4000 Australia
<b>Solicitors to the Company as to Gabonese law</b>	<b>Business Consulting Gabon</b> Ancien Sobraga, Face entrée Clinique union médicale Rez-de-chaussée Immeuble de l'imprimerie BP 20 211 Libreville (Gabon)
<b>Solicitors to the Nominated Adviser and Broker</b>	<b>Memery Crystal LLP</b> 44 Southampton Buildings London WC2A 1AP
<b>Reporting Accountants</b>	<b>BDO LLP</b> 55 Baker Street London W1U 7EU

<b>Auditor</b>	<b>BDO Audit Pty Ltd</b> Level 10, 12 Creek Street Brisbane QLD 4000 Australia
<b>Depositary, UK</b>	<b>Computershare Investor Services Plc</b> The Pavilions Bridgwater Road Bristol BS99 6ZZ United Kingdom
<b>Registrar to the Company, Australia</b>	<b>Computershare Investor Services Pty Limited</b> 117 Victoria Street West End QLD 4101 Brisbane Australia
<b>Website from Admission</b>	<a href="http://www.ironridgeresources.com.au">www.ironridgeresources.com.au</a>

## DEFINITIONS

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

<b>“ACN”</b>	Australian Company Number
<b>“Administration Services Agreement”</b>	an agreement between the Company and DGR Global dated 14 February 2014, pursuant to which DGR Global provides administration services to the Company, details of which are set out in paragraph 8.11 of Part VI of this document
<b>“Admission”</b>	the admission of the Enlarged Share Capital to trading on AIM becoming effective in accordance with the AIM Rules for Companies
<b>“AIFRS”</b>	Australian equivalents to International Financial Reporting Standards
<b>“AGM”</b>	the annual general meeting of the Shareholders
<b>“AIM”</b>	the market of that name operated by the London Stock Exchange
<b>“AIM Rules for Companies” or “AIM Rules”</b>	the rules which set out the obligations, responsibilities and guidance notes in relation to companies whose shares are admitted to AIM including the AIM guidance notes for Mining and Oil and Gas companies as published by the London Stock Exchange from time to time
<b>“AIM Rules for Nominated Advisers”</b>	the rules of the London Stock Exchange which set out the eligibility, obligations and certain disciplinary matters in relation to nominated advisers as published by the London Stock Exchange from time to time
<b>“ASIC”</b>	the Australian Securities and Investments Commission
<b>“Assore”</b>	Assore Limited, a company incorporated in South Africa (Registration Number 1950/037394/06) (JSE Code:ASR)
<b>“Assore Final Subscription”</b>	the subscription for the Assore Final Subscription Shares pursuant to the Assore Subscription Agreement
<b>“Assore Final Subscription Shares”</b>	the 66,666,667 Ordinary Shares subscribed for by Assore at the Investor Subscription Price conditional amongst other matters, on Admission, and subject to the terms and conditions of the Assore Subscription Agreement
<b>“Assore Initial Subscription Price”</b>	US\$0.12 per Assore Initial Subscription Share
<b>“Assore Initial Subscription Shares”</b>	the 4,166,667 Ordinary Shares issued to Assore on 21 November 2014 at the Assore Initial Subscription Price pursuant to the terms of the Assore Subscription Agreement
<b>“Assore Subscription”</b>	the conditional subscription by Assore for the Assore Subscription Shares pursuant to the Assore Subscription Agreement
<b>“Assore Subscription Agreement”</b>	the conditional agreement dated 28 November 2014 between Assore and the Company relating to the subscription of the Assore Subscription Shares, (as amended pursuant to deeds of amendment dated 9 December 2014 and 15 January 2015 respectively) details of which are set out in paragraph 8.4 of Part VI of this document

<b>“Assore Subscription Shares”</b>	the Assore Initial Subscription Shares and the Assore Final Subscription Shares
<b>“ASTC”</b>	ASX Settlement Pty Ltd ( formerly known as ASX Settlement and Transfer Corporation Pty Limited)
<b>“ASTC Settlement Rules”</b>	the ASX Settlement Operating Rules (formerly known as the ASTC Settlement Rules)
<b>“ASX”</b>	ASX Limited (ABN 98 008 624 691) or, as the context requires, the financial market known as the ASX operated by it
<b>“Australian Assets”</b>	the Monogorilby Prospect, Glencoe Prospect and Quaggy Prospect
<b>“Australian Dollars”, “AU\$” or “AUD”</b>	Australian dollars, the lawful currency of Australia
<b>“Belinga Sud Permit”</b>	a provisional mining exploration permit N° G6-526 named “Fer et Or Belinga Sud” located in the Gabon Region of Ogooué-Ivindo granted to IronRidge Gabon on 28 June 2013 under Decree N° 0056 covering a surface area of 1,976 square kilometres
<b>“Belinga Sud Prospect”</b>	the area of exploration activity subject to the Belinga Sud Permit
<b>“Board”</b>	the directors of the Company from time to time
<b>“business day”</b>	any day on which banks are open for business in London (excluding Saturdays, Sundays and public holidays)
<b>“CFA franc” or “XAF”</b>	the Central Africa CFA (Colonies Françaises d’Afrique ) franc
<b>“Companies Act 2006”</b>	the Companies Act 2006, governing companies incorporated in England and Wales, as amended and in force from time to time
<b>“Company” or “IronRidge”</b>	IronRidge Resources Limited, a company incorporated and domiciled in Australia with ACN 127 215 132
<b>“Competent Person” or “SRK”</b>	SRK Exploration Services Limited, an associate of the international group holding company SRK Consulting (Global) Limited, the Group’s competent person
<b>“Competent Person’s Report” or “CPR”</b>	the report produced by the Competent Person set out in Part III of this document
<b>“Constitution”</b>	the constitution of the Company as adopted on the date of the EGM
<b>“Contractual Options”</b>	the 13,270,000 options over Ordinary Shares granted on 31 January 2014, the principal terms of which are the set out in paragraph 7.1 of Part VI of this document
<b>“Corporations Act”</b>	the <i>Corporations Act 2001</i> (Cth), the Australian legislation governing companies incorporated in Australia as amended and in force from time to time
<b>“CREST”</b>	the electronic system for the holding and transferring of shares and other securities in paperless form operated by Euroclear UK & Ireland Limited (as defined in the CREST Regulations)
<b>“CREST Regulations”</b>	the Uncertificated Securities Regulations 2001 (SI 2001/3755), as amended
<b>“Depositary”</b>	Computershare Investor Services plc, the Company’s depositary in the UK

<b>“Depositary Interests”</b>	the dematerialised depositary interests issued by the Depositary in respect of and representing on a one-for-one basis Ordinary Shares held by the Depositary
<b>“DGR” or “DGR Global”</b>	DGR Global Limited, a company incorporated and domiciled in Australia with ACN 052 354 837
<b>“DGR Global Group”</b>	DGR together with its subsidiaries
<b>“Directors”</b>	the directors of the Company on Admission, whose names are set out on page 9 of this document
<b>“Disclosure and Transparency Rules” or “DTRs”</b>	the Disclosure Rules and Transparency Rules as published by the FCA under Part VI of FSMA
<b>“DSO”</b>	direct shipping ore, defined as iron ore that can be extracted and sold with minimal processing, with an iron content greater than 57 per cent. iron and with a combined SiO <sub>2</sub> and Al <sub>2</sub> O <sub>3</sub> content of less than 10 per cent.
<b>“Eastern”</b>	Eastern Exploration Pty Ltd, a company incorporated and domiciled in Australia with ACN 052 354 837
<b>“EGM”</b>	the extraordinary general meeting of the Company held on 5 February 2015 approving the Constitution amongst other matters
<b>“Eligible Employee”</b>	means any employee, director or officeholder of the Company or any of its Subsidiaries who the Board determines, from time to time, in its absolute discretion to be eligible for participation under the Share and Option Plan
<b>“Employee Options”</b>	the options over Ordinary Shares granted under the terms of the Share and Option Plan to Eligible Employees
<b>“Employee Shares”</b>	Ordinary Shares issued under the terms of the Share and Option Plan to Eligible Employees
<b>“Enlarged Share Capital”</b>	the issued share capital of the Company upon Admission, comprising the Existing Ordinary Shares, the Placing Shares and the Investor Shares
<b>“EP”</b>	Exploration Permit granted under the Mineral Resources Act
<b>“EPC”</b>	EP for coal
<b>“EPMs” or “EPM”</b>	Exploration Permits For Minerals issued pursuant to the Mineral Resources Act
<b>“equity securities”</b>	means (i) Ordinary Shares, or (ii) rights to subscribe for, or convert securities into, Ordinary Shares
<b>“Euroclear”</b>	Euroclear UK & Ireland Limited, the Central Securities Depositary for the UK market and Irish securities and the operator of CREST
<b>“Existing Ordinary Shares”</b>	the 140,073,823 Ordinary Shares in issue as at the date of this document
<b>“FCA”</b>	the United Kingdom Financial Conduct Authority
<b>“FSMA”</b>	the Financial Services and Markets Act 2000 (as amended)

<b>“Fundraising”</b>	the Placing and the Investor Subscriptions
<b>“GBP”, “£”, “UK£” or “Sterling”</b>	pound sterling, the lawful currency of the United Kingdom
<b>“Glencoe Prospect”</b>	the potential resource of copper, nickel, cobalt and associated platinum group metals situated within EPM 19164 and EPM 25115 to the north-west of Mundubbera
<b>“Group”</b>	the Company and its Subsidiaries
<b>“ILUA”</b>	indigenous land use agreement, a voluntary agreement between a native title group and others about the use and management of land and waters
<b>“IFRS”</b>	International Financial Reporting Standards
<b>“Initial Period”</b>	the period beginning on Admission and expiring on the date falling two years after Admission
<b>“Introduction Agreement”</b>	the conditional agreement dated 5 February 2015 between SP Angel, the Company and the Directors relating to Admission, details of which are set out in paragraph 8.3 of Part VI of this document
<b>“Investor Shares”</b>	the Assore Final Subscription Shares and the Sumitomo Subscription Shares
<b>“Investor Subscriptions”</b>	the Assore Final Subscription pursuant to the Assore Subscription Agreement and the Sumitomo Share Subscription pursuant to the Sumitomo Subscription Agreement
<b>“Investor Subscription Price”</b>	10 pence per Investor Share
<b>“IronRidge Gabon”</b>	IronRidge Gabon SA, a Gabonese registered company with company number 2590
<b>“IronRidge Botswana”</b>	IronRidge Botswana (Proprietary) Limited, a Botswana incorporated company with company number CO2012/4791
<b>“Licences”</b>	the Tchibanga Permit, the Belinga Sud Permit and the North Tchibanga Permit
<b>“London Stock Exchange”</b>	London Stock Exchange plc
<b>“Mather Investments”</b>	Mather Investments (Qld) Pty Limited, a company incorporated in Australia with ACN 156 050 752
<b>“ML”</b>	a mining lease granted under the Mineral Resources Act
<b>“Mineral Resources Act”</b>	<i>Mineral Resources Act 1989 (Qld)</i>
<b>“Mineral Resources Regulations”</b>	<i>Mineral Resources Regulations 2013 (Qld)</i>
<b>“Ministry of Mines”</b>	means the Ministry of Mining, Industry and Tourism in Gabon (previously known as the Ministry of Industry and Mining)
<b>“Monogorilby Prospect”</b>	potential titanium oxide resource, with accompanying iron and aluminium oxide, situated within EPM 16260 and EPM 16261 to the south-west of Mundubbera together with the EPM 19419
<b>“New Mining Code”</b>	has the meaning set out in paragraph 6 of Part I of this document
<b>“North Tchibanga Permit”</b>	a full Mining Exploration Permit No G5-553 named “Fer Tchibanga Nord” located in the Gabon Region of Nyanga, granted to IronRidge Gabon by the President of the Gabon Republic under Order No 0928 5 December 2013 covering a surface area of 1,399 square kilometres

<b>“North Tchibanga Prospect”</b>	means the area of exploration activity subject to the North Tchibanga Permit
<b>“NTA”</b>	the <i>Native Title Act 1993</i> (Cth)
<b>“NNTT”</b>	the National Native Title Tribunal, an impartial, independent administrative agency established by the Native Title Act 1993 (Cth)
<b>“Official List”</b>	the official list of the UKLA
<b>“Omega”</b>	Omega International Exploration Limited, a company incorporated in the Republic of Seychelles as an International Business Company with company number 104804 with its place of business at 3rd floor, Raffles Tower, Cybercity, Ebene, Mauritius
<b>“Omega Services Contract”</b>	the services contract between Omega, the Company, Amanda Geard and Barry Stoffell entered into on 19 December 2014, as further described in paragraph 8.10 in Part VI of this document
<b>“Options”</b>	the Contractual Options and the Employee Options
<b>“Ordinary Shares”</b>	ordinary shares of no par value in the capital of the Company in issue from time to time
<b>“Placees”</b>	persons who have agreed to subscribe for the Placing Shares in the UK and Australia
<b>“Placing”</b>	the conditional placing of the Placing Shares pursuant to placing letters sent by the Company to Placees in Australia and by SP Angel to Placees in the UK
<b>“Placing Price”</b>	10 pence per Placing Share
<b>“Placing Shares”</b>	the 2,104,833 new Ordinary Shares to be issued pursuant to the Placing
<b>“PPL”</b>	means a petroleum pipeline licence
<b>“Projects”</b>	the exploration and development projects to produce iron ore from the Belinga Sud Prospect, the Tchibanga Prospect and the North Tchibanga Prospect
<b>“Prospectus Rules”</b>	the prospectus rules contained in the FCA handbook, published and updated from time to time by the UKLA
<b>“Quaggy Prospect”</b>	potential nickel, copper, cobalt and associated platinum group metals resource situated within EPM 18534, west of Mundubbera
<b>“Quiver”</b>	Quiver Coal Pty Ltd, a company incorporated and domiciled in Australia with ACN 147 226 640
<b>“Register”</b>	the register of Shareholders
<b>“Registrar”</b>	Computershare Investor Services Pty Limited
<b>“Related Body Corporate”</b>	in relation to a body corporate, means a body corporate that is related to the first-mentioned body by virtue of section 50 of the Corporations Act
<b>“Relevant Interest”</b>	has the meaning given to that term in sections 608 and 609 of the Corporations Act
<b>“Securities Act”</b>	the United States Securities Act 1933 (as amended)
<b>“Shareholders”</b>	holders of the Ordinary Shares from time to time
<b>“SP Angel”</b>	SP Angel Corporate Finance LLP, the Company’s nominated adviser and broker

<b>“Share and Option Plan”</b>	the Company’s employee share and option scheme, approved at the 2012 AGM held on 13 December 2012 and amended by the Board on 5 February 2015, a summary of the key terms of which is set out in paragraph 7.2 of Part VI of this document
<b>“Subsidiaries”</b>	the Company’s subsidiaries as at the date of this document, being IronRidge Gabon, IronRidge Botswana, Eastern and Quiver
<b>“Substantial Shareholder”</b>	any person who, on Admission, holds any legal or beneficial interest directly or indirectly in 10 per cent. or more of the Enlarged Share Capital or voting rights of the Company, as defined in the AIM Rules for Companies
<b>“Sumitomo”</b>	Sumitomo Corporation, a company incorporated in Japan with its registered office address at 1-8-11 Harumi, Chuo-Ku, Tokyo, Japan
<b>“Sumitomo Share Subscription”</b>	the conditional subscription by Sumitomo for the Sumitomo Subscription Shares pursuant to the Sumitomo Subscription Agreement
<b>“Sumitomo Subscription Agreement”</b>	the conditional agreement dated 8 January 2015 between Sumitomo and the Company (as amended pursuant to a deed of amendment dated 27 January 2015) relating to the subscription of the Sumitomo Subscription Shares details of which are set out in paragraph 8.5 of Part VI of this document
<b>“Sumitomo Subscription Shares”</b>	the 27,766,880 Ordinary Shares subscribed for by Sumitomo on 8 January 2015 at the Investor Subscription Price conditional amongst other matters on Admission, subject to the terms and conditions of the Sumitomo Subscription Agreement
<b>“Takeover Code”</b>	the City Code on Takeovers and Mergers
<b>“Takeover Panel”</b>	the Panel on Takeovers and Mergers
<b>“Tchibanga Permit”</b>	a provisional mining exploration permit N° G5-525 named “Fer et Or Tchibanga” located in the Gabon Region of Nyanga granted to IronRidge Gabon on 28 June 2013 under Decree N° 0055 covering a surface area of 1,977 square kilometres
<b>“Tchibanga Prospect”</b>	the exploration activity in the area subject to the Tchibanga Permit
<b>“Tchibanga Project”</b>	the Tchibanga Prospect and the North Tchibanga Prospect
<b>“UK” or “United Kingdom”</b>	the United Kingdom of Great Britain and Northern Ireland
<b>“UK Corporate Governance Code”</b>	the UK Corporate Governance Code on Corporate Governance, published by the Financial Reporting Council
<b>“UKLA”</b>	the Financial Conduct Authority, acting in its capacity as the competent authority for the purposes of Part V of FSMA
<b>“United States”, “US” or “USA”</b>	the United States of America, its territories and possessions and any other areas subject to its jurisdiction, any states of the United States and the District of Columbia
<b>“US person”</b>	a US person as defined in Regulation S under the Securities Act
<b>“US\$” or “dollars” or “USD”</b>	dollars, the lawful currency from time to time of the United States

**A GLOSSARY OF TECHNICAL TERMS CAN BE FOUND IN THE CPR IN PART III OF THIS DOCUMENT**



# PART I

## INFORMATION ON THE GROUP AND THE FUNDRAISING

### 1. Introduction

IronRidge is an Australian company focused on exploration and development of mining prospects that potentially contain large scale bulk commodities. IronRidge is focused initially on the development of prospective iron ore deposits in Gabon under the Licences held by the Group.

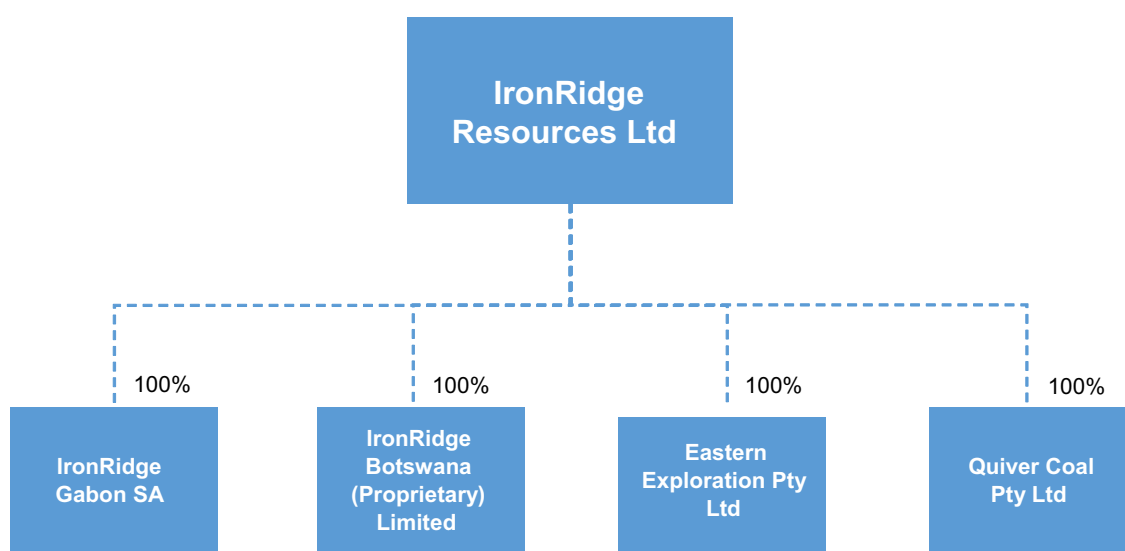
Detailed information on the Group, the Licences and the countries in which the Group operates is set out in Part I and Part III of this document.

The Company has conditionally raised £9.7 million (approximately £8.9 million net of expenses) by the issue of 96,538,380 new Ordinary Shares pursuant to the Fundraising, at 10 pence per Placing Share.

### 2. History and Group Structure

#### a. *Group Structure, History and Background*

The Group's corporate structure is as follows:



The Company was incorporated as a subsidiary of DGR on 24 August 2007 under the Corporations Act as a private company under the name “Ridge Exploration Pty Ltd”. The Company is registered in Queensland. On 6 October 2011 the Company converted to a public (unlisted) company and changed its name from “Ridge Exploration Pty Ltd” to “IronRidge Resources Limited”.

Eastern was incorporated as a wholly-owned subsidiary of D’Aguilar Gold Limited (now DGR Global), with the name “Eastern Uranium Pty Ltd” as a private company on 22 February 2007. Eastern raised AU\$1,600,000 in seed capital from 20 investors and the shares were allotted on 20 June 2007. Eastern’s assets in Australia were originally believed to be potentially prospective for uranium, however further investigations indicated that the assets were instead potentially prospective for iron ore and titanium. Eastern holds both EPM 16261 and 16260, which cover the Monogorilby Prospect.

The Company, as part of the DGR Global Group, owned assets in Queensland which were believed to be prospective for iron ore. The Company and Eastern merged on 18 November 2008 via a scrip-for-scrip take-over of Eastern by the Company. As a result, the Eastern shareholders swapped their shares in Eastern for shares in the Company. Eastern then changed its name from “Eastern Uranium Pty Ltd” to “Eastern Exploration Pty Ltd” on 4 February 2009.

On 25 July 2012, the Company acquired 100 per cent. of the issued share capital in Quiver from the DGR Global Group for consideration of AU\$2, the fair value of the net assets of Quiver on acquisition. Quiver is a dormant company and does not hold any assets.

IronRidge Gabon is a Gabonese company registered on 27 July 2012 under the Uniform Act with company number 2590 as a wholly owned subsidiary of the Company. IronRidge Gabon is the owner of the Licences.

IronRidge Botswana is a Botswana incorporated company which was incorporated on 3 May 2012 under the Botswana Companies Act 2007 with company number CO2012/4791 as a wholly owned subsidiary of the Company. IronRidge Botswana is a dormant company and does not hold any assets.

b. ***Relationship between DGR and IronRidge***

DGR is an Australian company quoted on the ASX which generates exploration and development opportunities across a wide range of minerals in Australia and overseas. IronRidge originated as a project developed by DGR, which, prior to the Fundraising and Admission, owned 44.5 per cent. of IronRidge and on Admission will own 26.3 per cent. of IronRidge. IronRidge's Executive Chairman, Nicholas Mather, and Chief Executive Officer, Vincent Mascolo, are also directors of DGR.

As DGR is a Substantial Shareholder, DGR has entered into an agreement with IronRidge and SP Angel regulating the relationship between DGR and Ironridge with effect from Admission, as further summarised in paragraph 8.8 of Part VI of this document.

Pursuant to the Administration Services Agreement, DGR provides certain administrative and management services to IronRidge, including indirect exploration services, corporate services and the use of DGR's premises in Brisbane, Australia as further detailed in paragraph 8.11 of Part VI of this document.

### 3. Overview of Projects

#### a. Gabon

The Group is focused principally on developing its exploration targets in Gabon, West Africa.

The Group's assets in Gabon are shown in the following Figure 1 and comprise the Tchibanga Prospect and the Tchibanga North Prospect, two adjacent permitted areas located in the Tchibanga region of South-West of Gabon, and the Belinga Sud Prospect located in the North East of Gabon.



Source: IronRidge Resources Limited

Figure 1: IronRidge Licence locations in Gabon

## *Tchibanga*

The Tchibanga area is located in the South West of Gabon less than 70km from the port of Mayumba, with a connecting road and bridge to Mayumba port built in 2014.

IronRidge has secured two research permits in the Tchibanga region namely the Tchibanga Permit (including the Mont Pele and Mayombe targets) and the North Tchibanga Permit.

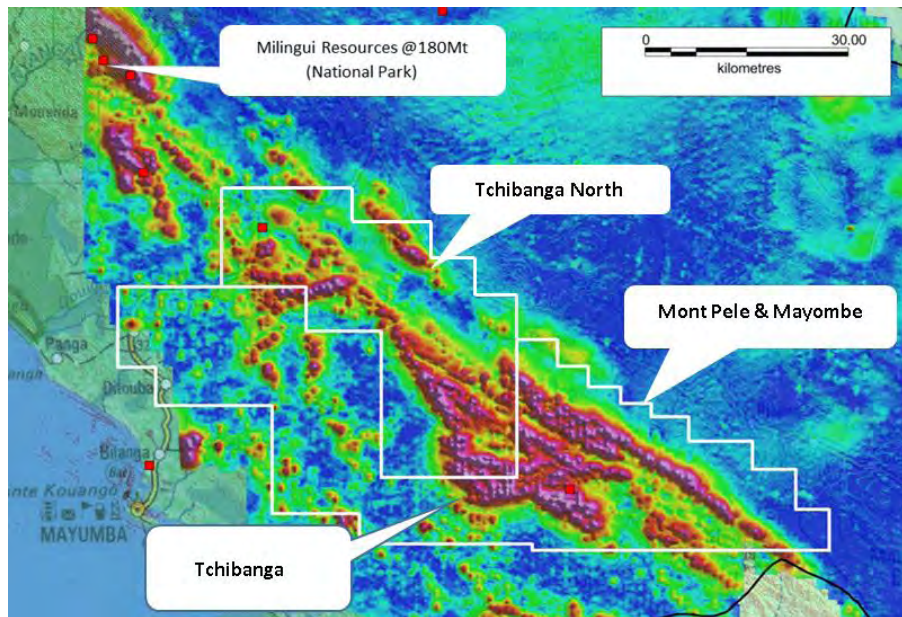


Figure 2: Tchibanga Permit, Gabon, West Africa showing Magnetic Coverage

Source: IronRidge Resources Limited

### *Tchibanga Permit and North Tchibanga Permit*

In June 2013, IronRidge Gabon secured the Tchibanga Permit in the Tchibanga region comprising 1,977 km<sup>2</sup> situated along strike from known iron occurrences.

On 17 May 2014, IronRidge acquired Falcon Gravity Data carried out in 2008 in the Tchibanga area. Sampling and mapping has confirmed a correlation of the characteristic signatures provided by magnetics, gravity and topography data, including the ability to differentiate between hematite and magnetite resources.

Noting a strong magnetic and gravity response similar to the known Milingui Iron Ore deposit to the north west of the Tchibanga Permit, IronRidge completed an initial field exploration programme in the Mont Pele area in the south eastern sector of the Tchibanga Permit. This confirmed the presence of hematite grading up to 61 per cent. in what is believed to be an iron formation of Neoprotozoic age and the establishment of an initial exploration target at Mont Pele of between 48-480 Mt of contained iron according to SRK.

### *North Tchibanga Permit*

Following analysis of the Falcon Gravity Data, IronRidge Gabon secured the North Tchibanga Permit. The Tchibanga and the North Tchibanga Permits cover 100 per cent. tenure over the gravity data area (see Figure 2 above) which comprises an area of 1,399 km<sup>2</sup> along strike from known iron occurrences.

### *Tchibanga exploration target range for the DSO component of mineralisation at the Mont Pele area of the Tchibanga Permit*

SRK has provided in the CPR a DSO exploration target range based on Areas 1 and 2 of the Mont Pele area of the Tchibanga Permit, where DSO grade samples have been collected.

This sample area represents a small part of the overall permitted areas, covering only around 0.09 per cent. of the total areas covered by the Tchibanga Permit and the North Tchibanga Permit.

The results of this exercise are as follows:

<i>Area, M2</i>	<i>Depth,m</i>	<i>Density, g/cm3</i>	<i>Tonnage, Mt</i>
3,000,000	5	3.2	48
3,000,000	50	3.2	480

*Source: CPR page 69, under the heading 'Table 6-4 Exploration Target tonnage range for the DSO component of mineralisation at the Tchibanga Project'*

Further details are set out in the CPR in Part III of this document.

#### *Belinga Sud Permit*

In June 2013, IronRidge Gabon secured the Belinga Sud Permit covering 1,976 km<sup>2</sup> located directly south of the Belinga iron ore deposit, which contains 860 Mt of iron ore at 63 per cent. iron owned by the Gabonese government (a non-JORC-Compliant resource).

The Belinga Sud Permit contains several exploration targets evident from magnetic anomalies and preliminary exploration, and indicates the potential for an initial direct shipping DSO project.<sup>1</sup>

The Belinga Sud Permit hosts two main iron targets: Mahassa, located in the north of the permit and Indombo, located in the south of the permit.

Geographically, the Belinga Sud Permit is located in the Ivindo Department of Ogooue-Ivindo Province in Northeast Gabon. The departmental capital of the Province, Makokou, is located on the North-western boundary of IronRidge's Belinga Sud Permit. Makokou is 400km east and 11–12 hours' drive from Gabon's capital Libreville. The Belinga Sud Permit is also 150 km from the Trans-Gabonese rail line.

The targets within the Belinga Sud Permit are considered to be Archean Banded Iron Formations (BIF), the type of deposit which comprises the majority of the world's iron ore reserves.

The mineralisation observed at the Mahassa target by SRK on its site visit in January 2014, suggests itabirite mineralisation, consisting of weakly magnetic and banded goethite and haemate, over a strike extent of several kilometres with a degree of supergene enrichment.

While SRK did not visit the Indombo target, information obtained/produced by IronRidge suggests a similar body of greater strike extent.

The Belinga Sud Prospect is at an earlier stage of exploration than the Tchibanga Project and does not benefit from current proximity to mass transport logistics, although the proposed transport to the Belinga iron ore deposit and the wider Cameroon/ Congo/ Gabon Archean iron ore belt is expected to pass close to this licence.

<sup>1</sup> Source: CPR, figure 6-8 on page 71 and section 6.2.2 on pages 71-74

Further details on the Belinga Sud Permit are set out in the CPR in Part III of this document.

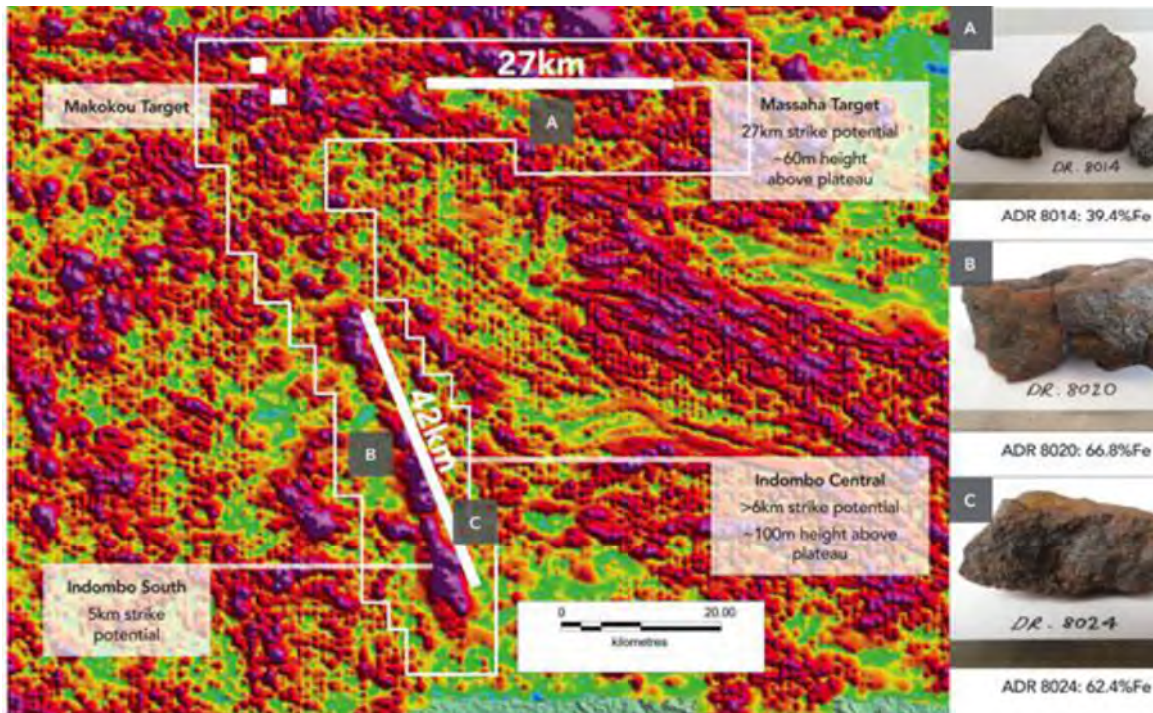


Figure 3: Belinga Sud Permit, Gabon, West Africa Magnetic image (Analytic Signal) over tenure area showing high responses of proposed iron formations and extension of prospective geology to the south

Source: IronRidge Resources Limited

b. *Australia*

In addition to the Licences, the Group owns exploration tenements in Australia, clustered in two groups in the area west of Mundubbera in Queensland, being the Monogorilby Prospect in the South and the Quaggy Prospect and Glencoe Prospect in the North. IronRidge is currently focused primarily on the Licences and the majority of the proceeds of the Fundraising will be applied to developing these projects.

Only around £0.3 million or approximately 3 per cent. of the gross proceeds of the Fundraising will be applied towards the Australian Assets, as set out in the “Use of Proceeds” section below.

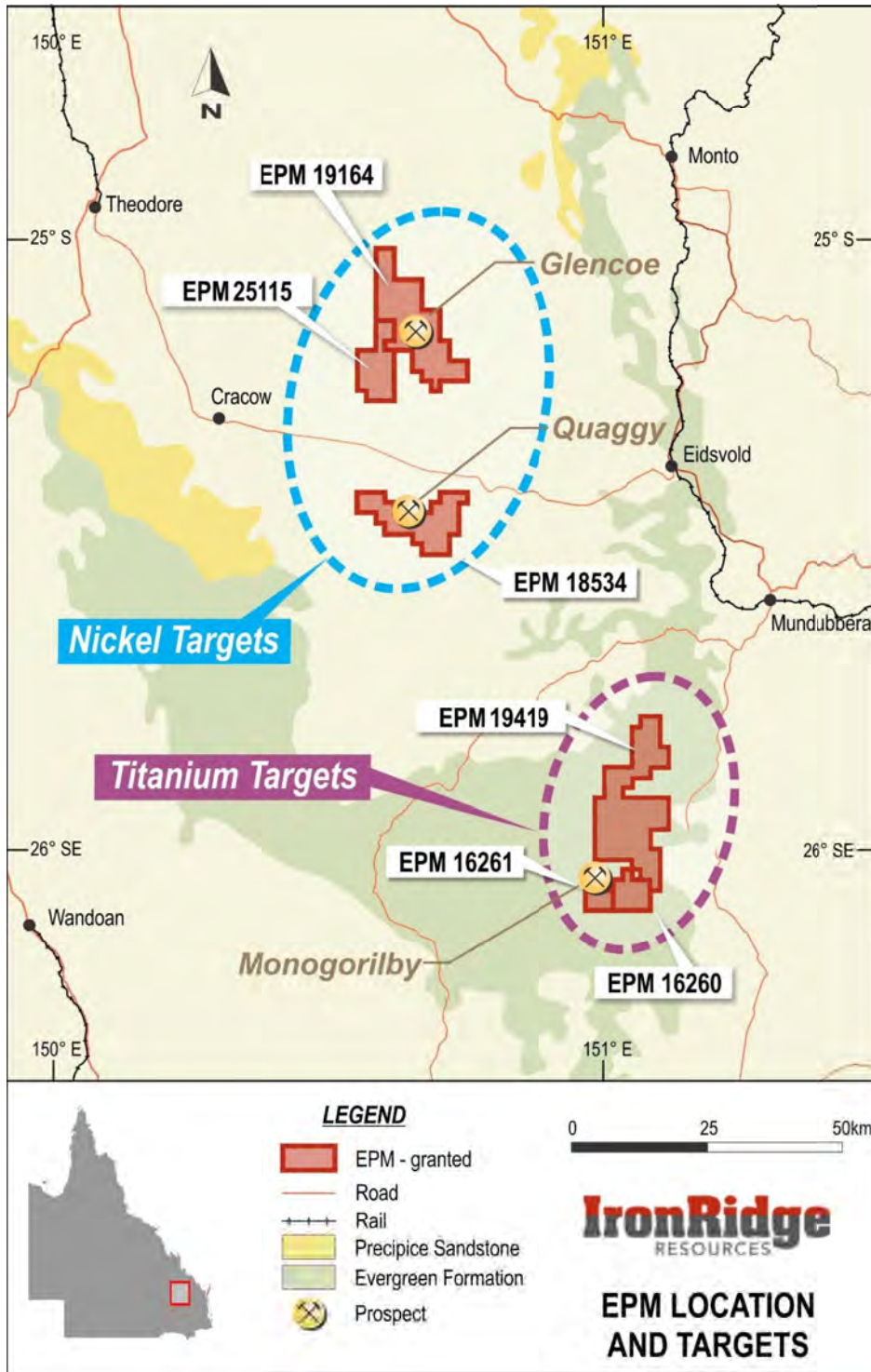


Figure 4: IronRidge Australian Assets  
Source: IronRidge Resources Limited

### *Overview of Australian Assets*

<i>EPM</i>	<i>Name</i>	<i>Target</i>	<i>Owner</i>
<b>Monogorilby Prospect</b>			
16261	Cadarga One	Titanium oxide	Eastern
16260	Cadarga Two	Titanium oxide	Eastern
19419	Tholstrups North	Titanium oxide	IronRidge
<b>Glencoe and Quaggy Prospects</b>			
19164	Glencoe	Nickel, copper, cobalt, platinum and palladium	IronRidge
18534	Quaggy Creek	Nickel, copper, cobalt, platinum and palladium	IronRidge
25115	Glencoe West	Nickel, copper, cobalt, platinum and palladium	IronRidge

#### *Monogorilby Prospect*

The southern prospect is centred around Monogorilby and the Directors believe it to be prospective for titanium oxide with accompanying iron and aluminium oxide. A drilling programme undertaken in late 2011 at the Monogorilby Prospect revealed that the top 11 metres of the deposit is extensive and homogeneous, averaging greater than 4.5 per cent. titanium oxide (max value 13.8 per cent.).

X-Ray diffraction (XRD) analysis indicates the mineralogy of the titanium to be rutile and titanium associated with goethite, and preliminary metallurgical test results produced an intermediate product that may be suitable for hydrometallurgical processing.

In late 2012 an extensive auger drilling programme confirmed a larger and thicker quantity of titanium rich tuff underlay beneath the harder laterite material tested in the 2011 drilling programme. A programme to test metallurgical recovery of the titanium is now being commenced.

#### *Quaggy Prospect*

Magnetic testing of the Quaggy Prospect produced a strong magnetic feature that can be traced under the overlying laterite and alluvial cover. Soil cover (derived from the underlying gabbro) to the east is strongly anomalous in copper, nickel, cobalt and associated platinum group metals. The combination of geology, soil geochemistry and underlying conductors demonstrates in the view of Directors a potential for a new nickel district similar to that recently discovered by Sirius Resources NL (Nova Prospect) in Western Australia.

On 19th September 2014, IronRidge and the principal owner of the land occupied by the Quaggy Prospect signed a Conduct and Compensation Agreement (“CCA”), valid for 12 months, under which IronRidge agreed to pay the landowner compensation in the amount of approximately AU\$23,000 plus rehabilitation costs and legal costs, for the economic impact of its permitted prospecting activities which comprise access for drilling for up to 8 deep holes and access into Lots 6 and 7 on Plan WK88. This compensation has been paid by IronRidge.

#### *Glencoe Prospect*

A review of earlier work on the Quaggy Prospect during the past year has led to a change in exploration focus and the application for two additional exploration tenements further north at the Glencoe Prospect.

The Glencoe Prospect to the north of the Quaggy Prospect presents an even stronger magnetic layered gabbro feature with greater anomalies in copper, nickel, cobalt and associated platinum group metals compared to the Quaggy Prospect.

## **4. Business plan**

IronRidge intends to use the majority of the proceeds of the Fundraising to develop the Licences, specifically to delineate DSO resources and demonstrate a viable approach towards economic extraction and transport. A secondary goal is to illustrate the metallurgy of these assets with the aim of demonstrating the ability to upgrade sub-DSO material towards a saleable product.

In the near-term, the Tchibanga Prospect, the North Tchibanga Prospect and the Belinga Sud Prospect will be developed through an aggressive mapping and sampling programme, in order to delineate surface expression of the iron formations in each permit area, with a particular focus on those parts of the system



which have experienced supergene enrichment to create a DSO-grade iron product. The current intention is for the mapping and sampling programme to take place in March 2015. The mapping and sampling will allow IronRidge to select the most appropriate drill collar locations to test the depth extent of this supergene enrichment at the Tchibanga Prospect, the North Tchibanga Prospect and the Belinga Sud Prospect.

The Board intends to carry out the initial scout drilling programme in May 2015, following which more extensive drilling is planned for January 2016, with the aim of developing a maiden Mineral Resource estimate at the Tchibanga Prospect, the North Tchibanga Prospect and the Belinga Sud Prospect.

IronRidge has earmarked a small fund for additional exploration at both the Monogorilby Prospect and the Glencoe Prospect and Quaggy Prospect in Australia.

### ***Exploration Programme***

At the Tchibanga Prospect, the North Tchibanga Prospect and the Belinga Sud Prospect, IronRidge intends to undertake the following key activities through the 2015 and 2016 field seasons:

- Extensive geological mapping;
- Reprocessing of existing airborne geophysical data;
- Scout drilling collar site selection;
- Orientated core drilling;
- Preliminary metallurgical test work of the DSO and sub-DSO grade Tchibanga material; and
- Determination of a maiden Mineral Resource estimate.

### ***Budgets***

	<i>2015 Tchibanga US\$</i>	<i>2015 Tchibanga Nord US\$</i>	<i>2016 Belinga Sud US\$</i>
<i>Gabon Exploration programme Budgets</i>			
Head office admin and management	400,000	250,000	400,000
Libreville logistical support and field management	450,000	450,000	450,000
Field reconnaissance Operations (3 months)	550,700	369,800	550,700
Geophysics and remote sensing	150,000	150,000	150,000
Drilling and Assay (5,000m)	1,400,000	1,400,000	1,400,000
Drilling Operations (4 months, 3 rigs)	806,600	566,200	806,600
Environmental baseline survey	200,000	150,000	230,000
Access and Community Social Responsibility costs and management	60,000	50,000	80,000
Infrastructure Study	50,000	40,000	40,000
Metallurgical/Petrologic Study	100,000	60,000	80,000
Mineral Resource Estimation	60,000	60,000	60,000
Independent financial modelling	30,000	30,000	30,000
Licence fees	10,000	10,000	10,000
Regulatory reporting	30,000	20,000	10,000
	<u>4,297,300</u>	<u>3,606,000</u>	<u>4,297,300</u>
		<i>2015 US\$</i>	<i>2016 US\$</i>
<i>Australian Assets Exploration Programme Budgets</i>			
Licence Fees		16,000	16,000
Geochemistry and Geophysics		55,000	89,000
Drilling		150,000	115,000
Metallurgical Studies		79,000	80,000
		<u>300,000</u>	<u>300,000</u>

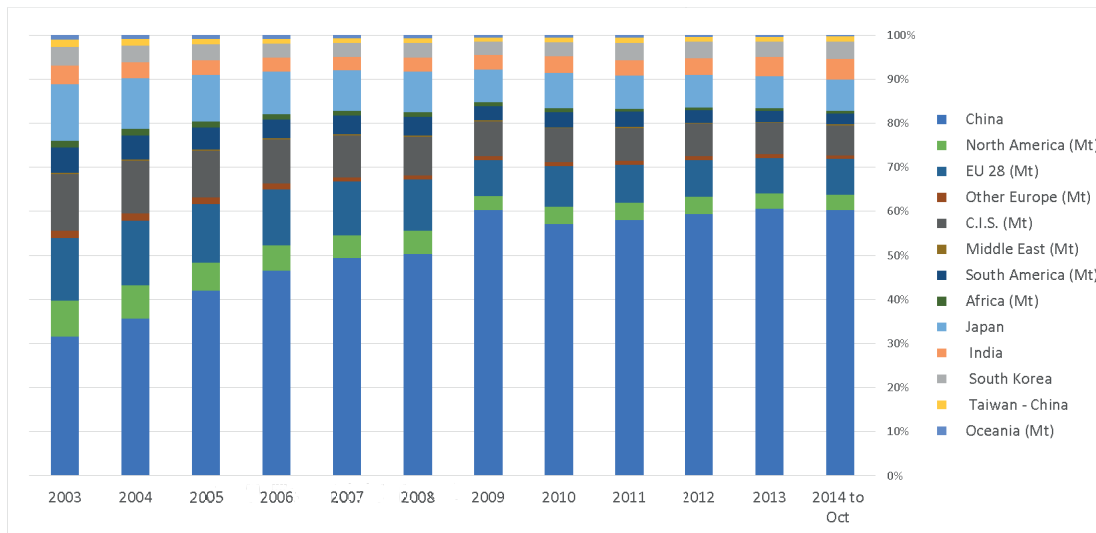
Source: CPR pages 83 to 86

\* Costs relate to both North Tchibanga Prospect and the Tchibanga Project.

Further details of these exploration programmes and budgets are set out in the Competent Person's Report.

## 5. Iron Ore Market

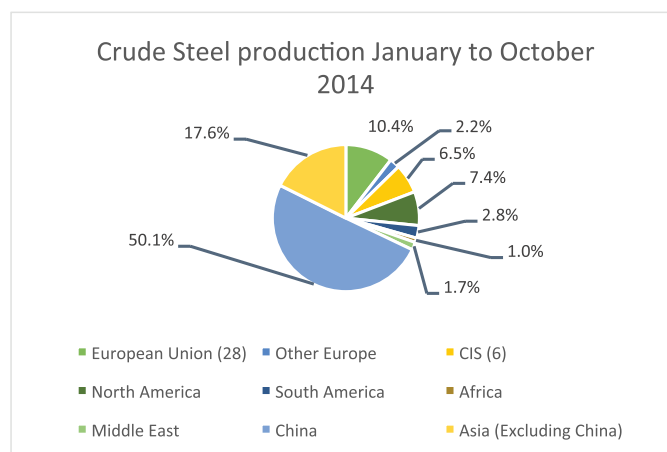
Iron ore is one of the world's most abundant resources, mined throughout the world with the majority of output coming from Australia and Brazil. Iron ore is used primarily in the production of steel which, due to its integral use in infrastructure development, the automobile industry, maritime building purposes and general industrial applications, makes it the world's most commonly used metal ore. As indicated in the table below, the demand for iron ore is dominated by China which is acknowledged to be a major driver of demand. China's rapid economic growth since 2002 has coincided with an increase in the consumption of iron ore of over 25 per cent. during the same period.



Source: Bloomberg data, SP Angel

### Composition of total Iron ore Demand – 2002 – October 2014

This increase in demand for iron ore can be attributed to a number of factors, not least the significant investment in infrastructure in China and the fact that China, by a significant margin, is the world's largest crude steel producer by output, producing 50.1 per cent. of the world's crude steel from January to October 2014<sup>2</sup>.



Source: www.worldsteel.org, SP Angel

<sup>2</sup> Source: www.worldsteel.org 2014 world Crude steel output statistics. Data collected used 65 countries which accounts for approximately 99 per cent. of world steel production.

## ***Iron Ore Outlook***

The expected outlook for global demand for iron ore is that prices will remain subdued as Chinese demand weakens due to the predicted slowdown in economic growth. The significant fall in iron ore prices in 2014 is the result of a number of contributing factors. The major producers of iron ore, BHP Billiton, Vale and Rio Tinto, have been increasing their production output of iron ore, leading to an oversupply in the market pushing prices down to levels last seen in 2009. This supply is expected to further increase during 2015 and, coupled with reduced Chinese demand, the majority of near term forecasts of iron ore prices remain at levels below US\$100.

Iron ore prices are likely to remain depressed in the short term until high cost domestic production in China is removed from the market— around 125 Mt<sup>3</sup> of Chinese production is in the fourth quartile of costs and is unable to compete with low cost imports. While some reduction has come through from small private mines, the mines captive to steel mills remain largely immune.

In the medium term, the scope for recovery in iron ore prices will depend on recovery in Chinese construction growth. Our analysis shows that growth rates for demand in iron ore in China below 5.5 per cent. will lead to surpluses being built up between 2015 and 2017 based purely on incremental supply from the Pilbara.

## **6. Gabon Mining and regulatory framework**

Mining legislation in Gabon is currently regulated by Law no. 05/2000 of 12 October 2000 (“**Code Minier**”); Ordinance No. 03/2002 of 26 February 2002 (decree on application of the mining code (Décret d application du Code Minier); and Law no. 08/2005 of 30 March 2005 which modifies and completes the previous two laws and sets out the taxation regime applicable to mineral exploration and mining licences (the “**Mining Code**”). Regulation of the mining sector is overseen by the Ministry of Mines.

### **1. Proposed new mining code**

The Gabonese government will be adopting new regulations that will apply to the mining sector and improve the existing institutional, fiscal and technical framework. A draft new mining code was approved in April 2013 by the Council of Ministers of Gabon. The draft code was then submitted to the Senate in October 2013 and subsequently to the National Assembly which has approved the same (the “**New Mining Code**”). The New Mining Code has been adopted by both the Senate and the National Assembly and has been submitted to the President for promulgation. As at the date of this document it is not clear when the New Mining Code will come into force.

The draft of the New Mining Code submitted to the National Assembly (being the latest available version as at the date of this document) proposed the following principal changes to the Mining Code (although there is no certainty that this draft will be adopted in its current form): (i) a provision for the state to have a free carry set at 10 per cent. and an optional cash participation of 25 per cent. in the capital of the company holding the mining licences; (ii) the requirement to present an industrialisation plan whereby a portion of the production (to be confirmed in the relevant “Mining Convention”) will be processed locally; (iii) a maximum of 3 exploration permits (each covering a maximum area of 1500 sq. km) to be granted to any holder; (iv) changes to the tax rate; (v) simplification of the exploration licensing process; and (vi) the establishment of a mining register.

Until the New Mining Code is published, the Company cannot fully evaluate the economic and regulatory impact it will have on the Group.

Please see the risk factor headed “New Mining Code” in Part II of this document.

### **2. Mineral Permits and Licences as outlined in Gabon’s Mining Legislation**

Under the Gabonese mining regime, a mining company must obtain permits from the Ministry of Mines, at each stage of its mining operations. In summary these include: (i) prospecting permits; (ii) exploration licences; (iii) exploitation licences; and (iv) mining concessions. The table below sets out the key features of each type of permit for the relevant stage of operations:

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<sup>3</sup> [http://www.steelguru.com/international\\_news/Rio\\_Tinto\\_sees\\_125\\_million\\_tonnes\\_of\\_iron\\_ore\\_capacity\\_being\\_cut\\_in\\_2014/348913.html](http://www.steelguru.com/international_news/Rio_Tinto_sees_125_million_tonnes_of_iron_ore_capacity_being_cut_in_2014/348913.html)

Type	Duration	Renewable?	Area	Right conferred
Prospecting permit ( <i>autorisation de prospection</i> )	2 years	No	<20,000 km <sup>2</sup>	Non-exclusive
Exploration licence ( <i>permis de recherche</i> )	3 years	Twice (3 years each time)	100-2,000 km <sup>2</sup>	Exclusive
Exploitation licence ( <i>permis d'exploitation</i> )	10 years	Once or more (5 years each time)	100-2,000 km <sup>2</sup>	Exclusive
Mining Concession ( <i>concession miniere</i> )	25 years	Once or more (10 years each time)	100-2,000 km <sup>2</sup>	Exclusive

### 2.1. *Prospecting Permit (“autorisation de prospection”)*

A prospecting permit gives the holder the non-exclusive right to prospect for mineral substances over the specified parcel of land defined in the permit application. Prospecting is defined as any inquiry or geological investigation of the surface or subsurface carried out with the objective of identifying a deposit in a specific area.

A prospecting permit is valid for two years and is not renewable, may cover up to 20,000km<sup>2</sup> and can cover multiple mineral substances. The permit is non-transferable and does not legally constitute a mining title. The permit does not grant any specific rights, save for providing the holder a first right on application for an exploration licence over the area of the prospecting permit. The holder of the permit cannot sell any mineral substances discovered.

### 2.2. *Exploration Licence (“Permis de Recherche”)*

Exploration licences are valid for a period of three years, may cover up to 2,000km<sup>2</sup> and are renewable twice with no commitment to relinquish areas of the licence, unless the holder so wishes. Renewals are dependent on the holder having completed the minimum work and expenditure programme in accordance with the conditions of the initial licence agreement (see 2.2.1 below).

Exploration licences are granted with exclusive exploration rights for one or several minerals and multiple licences may overlap the same area for different minerals, as long as the subsequent licence does not infringe on the operations of the existing licence holder and the deposits being explored are not associated.

The licence agreement includes obligations on the holder to commit to work programmes, expenditure, training and employment of Gabonese nationals, environmental protection, health and safety and imposes reporting obligations to the administration responsible for geology and mining.

#### 2.2.1. Minimum work and expenditure

The holder of an exploration licence must carry out the works and fulfil the expenditure programmes on the area of the license, as part of its obligations. The required expenditure is set out below and full compliance is required to maintain the validity and renewal of the permit:

- (i) XAF 200,000,000 during the first three years;
- (ii) XAF 400,000,000 during the first renewal; and
- (iii) XAF 600,000,000 during the second renewal.

#### 2.2.2. Reporting obligations

The holder of an exploration licence must submit an annual report to the Ministry of Mines reporting on the progress of the work performed and the results obtained.

Following fulfilment of the work and expenditure commitments, the holder of an exploration licence may apply for a mining licence if the holder has discovered a commercial exploitable deposit.

### 2.2.3. Mining Convention

The holder of an exploration licence is also required to enter into a “Mining Convention” with the Gabonese government which establishes many of the commercial, financial, taxation, labour and environmental obligations applicable to each exploration licence. The terms of each Mining Convention can be negotiated with the Gabonese government and so terms vary in each case. The Gabonese government requires tenement holders to enter into separate Mining Conventions in respect of each exploration licence they hold.

### 2.2.4. Provisional Exploration Licences

Presidential approval is required for the award of exploration licences. Due to the length of time it usually takes to obtain this approval, provisional licences are issued prior to the award of a full licence so that exploration activities may continue in the meantime.

The provisional research title regime is regulated by an Order of the President dated May 30, 2006 (“the **Order**”). The Order created a “provisional” title to allow economic operators seeking a mining title, or a renewal of the same, to begin or continue their mining research works in the field.

The “provisional” mining title signed by the Minister of Mines is valid until the date of the signature of the final or full mining title by the President of the Republic, Head of State.

The Order clarifies that although the title is expressed to be “provisional”, the holder of such title is entitled to the same benefits and rights as if a “full” title had been awarded. The holder of a “provisional” title can therefore be confident that a “full” title will be awarded usually within a year following the award of the “provisional” title. The holder of a “provisional” title however cannot apply for an exploitation licence until a “full” exploration title has been granted.

### 2.3. *Exploitation Licence (“permis d’exploitation”)*

An exploitation licence grants the holder the exclusive right to occupy a parcel of state land and the right to prospect, research, explore and exploit substances found within it to any depth. The licence is valid for a period of 10 years, renewable as many times as necessary for 5 years each, as long as work and expenditure commitments stated in the licence agreement are met. This type of licence is generally applied to small-scale extraction operations. The licence is granted by Presidential Decree. The licence may also be transferred subject to a Ministerial approval.

### 2.4. *Mining Concession (“concession miniere”)*

A mining concession confers on the holder the exclusive right to explore, research, extract and dispose of substances for which the licence is issued. A mining concession confers an immovable real right of ownership of the soil subsurface and to mortgage the property. They are valid for a period of 25 years, renewable once or more for a period of 10 years each time. This form of licence is appropriate for large scale mineral exploitation, as would be the case if the Licences were to advance to a mining stage.

### 2.5. *Application process*

Any application for an exploitation licence or mining concession must be accompanied by a plan for the development and operation of the deposit, including information on the recoverable reserves, the development of the mine, the environmental impact, a feasibility study demonstrating the commercial nature of the deposit and the investment costs and taxes to be applied to the planned development.

Applicants must demonstrate: (i) their financial and technical capability; (ii) capability to develop the deposit; and (iii) that the project does not adversely impact the environment.

### 2.6. *Grounds for the annulment of Mineral Permits and Licences*

The Ministry of Mines has confirmed that failure to renew an exploration permit leads to its annulment. Renewal of an exploration permit may not be granted in the event that the holder of the permit has failed to comply with its obligations relating to the required minimum work programme or expenditure stipulated in the applicable Mining Convention. In these circumstances the surface area covered by the permit may be reduced, or the permit may be cancelled altogether.

The exploration permit may also be cancelled in the event that the work on the surface area covered by the permit is totally or severely suspended, or if the holder of the permit does not have an address in Gabon following application of a decree under the Mining Code. Renewal of a research permit may not be granted if the holder of such permit failed to comply with his obligations related to the payment of surface area fees.

## 3. *Landowner rights*

In accordance with the Mining Code, every holder of a mining licence has the right to establish an occupation easement over the surface properties required for the exploration of its licence. In the event that the surface property owner does not voluntarily agree to the granting of the easement, the holder of the mining licence may request such easement before the courts, who shall grant the same upon determination of compensatory losses due to the landowner.

Sections 138 and 141 of the Mining Code govern the relationship between the holders of mining permits and landowners. These sections provide that holders of mining rights, which by their mining activities cause damage to landowners' property, are required to compensate the landowners depending on the nature of the damage caused. Any dispute arising between the holders of mining rights and landowners is brought to the Ministry of Mines who will arbitrate the dispute.

## 4. *Relinquishment issues at each stage of the mining operations*

A prospecting permit cannot be renewed so the issue of relinquishment is not relevant to the holder of a prospecting permit.

When seeking to obtain an exploration licence over areas within the area covered by a prior prospecting permit, de facto relinquishment may occur because a prospecting permit covers a maximum area of 20,000 square kilometres, while an exploration licence covers a maximum of 2,000 square kilometres for the mineral substances which may be subject to concession, and up to 10,000 square kilometres for diamonds.

When renewing an exploration licence, Article 32 of the Mining Code provides that the exploration licence holder can request a reduction of the area covered by the licence. However, such reduction is not compulsory and there is no explicit provision in Gabonese law requiring a certain part of the mining area to be relinquished on renewal of exploitation licence. A compulsory reduction of the area covered by an exploration area can be applied as a sanction though, in case the holder of the exploration licence did not comply with the minimum work programme under the mining agreement.

5. **State's Participation Rights**

The Gabonese government has no automatic right to participate in a tenement holder's mining projects, such as taking an equity stake in the tenement holder itself, or benefitting from rights of first refusal to purchase minerals mined. The current Mining Code however does permit the State to participate directly or by way of a joint venture arrangement with the tenement holder if agreed to by the tenement holder. The relevant Mining Convention entered into between the parties will document the respective rights and obligations of the State and the tenement holder under such arrangements.

6. **Environmental Regulations**

Environmental obligations are described by Decree no. 539, dated 25 July 2005, relating to the Environmental Impact Assessment (EIA). An EIA is required to present the main aspects of exploration or mining projects and the subsequent impacts on the environment and local populations. Submission to and approval by the national Environmental Committee is required prior to commencement of mining activities.

7. **Gabon Legal System**

The legal system of Gabon is based on a combination of French civil law and customary law. The court system comprises the constitutional court, the judicial court (including commercial chambers), the administrative court, the court of auditors, the appeals court and the high court of justice. The high council of magistrates regulates the judicial system.

8. **Labour Legislation**

Labour legislation is modelled closely on the French system and does not contain any articles which pose a significant risk to foreign companies operating in Gabon.

9. **Taxation**

9.1 *Summary of tax regime applicable to the mining activity from exploration to exploitation*

Mining companies carrying on mining activities in Gabon are subject to both specific mining fixed rate fees and royalties and duties which may vary in accordance with the mining activity phase.

Mining companies are also subject to the tax regime applicable to businesses in Gabon.

Some specific mining taxes apply to both exploration licences and exploitation licences (fixed fees and surface royalty payments) and others apply only to exploitation licences (proportional royalty tax).

9.2 *Fixed rate fees*

*Mining Permits (XAF)*

<i>Exploration/Research permit</i>	<i>Exploitation permit</i>
* Issue: 1,000,000	* Issue: 10,000,000
* First renewal: 2,000,000	* Renewal: 15,000,000
* Second renewal: 4,000,000	* Transfer, sale, merge and lease of
* Transfer, sale, merge and lease of right: 5,000,000	right: 20,000,000

*Title issued from a previous transfer of a permit (XAF)*

- \* Issue: 30,000,000
- \* Renewal: 40,000,000
- \* Transfer, sale, merge and lease of right: 50,000,000

The holder of an exploration licence is also required to reimburse 25 per cent. of the expenditure already incurred by the Gabonese government relating to previous work performed on the same site.

9.3 *Surface royalty fees (XAF/km<sup>2</sup>/year) (Redevance Superficiare: Article 160 bis5)*

Surface royalty fees are due within two (2) months from the date of obtaining the permit, and then annually by 31st December in each year. The rate (XAF/km<sup>2</sup>/year) is determined as follows:

	<i>Mining permit (XAF/km<sup>2</sup>/Year)</i>	<i>Exploitation permit:</i>	<i>Concession:</i>
<i>Exploration/Research permit:</i>			
* Issue: 5,00			
* Renewal: 1,000			
* Transfer, sale, merge and lease of right: 2,000		80,000	100,000

9.4 *Proportional Mining Tax (Redevance Minière Proportionnelle: RMP)*

The proportional mining tax only applies to holders of a mineral title (exploitation license and mining concession). The tax, also termed “Tax Ad Valorem” is paid annually.

9.5 *Basis of the tax*

The tax is calculated on the basis of the selling price (FOB) of the product ex mine, minus the expenditure incurred by the product ex mine to the delivery point. Expenditure shall include:

- taxes and port dues;
- transportation costs;
- cost of analyses relating to quality control; and
- selling costs.

9.6 *Rate*

The applicable rates in the Mining Convention must be negotiated at each phase of the exploitation. The Mining Code arranges the exploitation phases into three sub-phases from the starting phase with a base rate, the consolidation phase with an intermediary rate and the cruise phase (“phase de croisière” with a ceiling rate), nevertheless it generally ranges from 3 per cent. to 5 per cent.

9.7 *Common tax regime applicable to mining activity from exploration to exploitation*

Mining companies carrying on activities in Gabon are liable to several common taxes.

Under the mining legislation, the common tax liability includes the following taxes:

- Corporate Income Tax (CIT) at 30 per cent. based on the profits derived from the mining activities;
- Personal Income Tax (PIT) wherein rates range from 5 per cent. to 35 per cent. based on personal revenue earned in Gabon;
- Minimum corporate income tax at 1 per cent. of the turnover, but not less than 1,000,000 XAF. It is important to note that companies are exempt from this tax during the first two years of mining activities;
- Tax on stocks and shares;
- Trade patent permit, tax on real estate, local taxes;
- VAT (value added tax);
- Registration dues related to the registration of companies, the increase in capital necessary for the implementation of the agreed work and expenditure programme and the production sharing contracts; and
- Transfer tax applicable on the transfer of movable and immovable assets, including the transfer in the title rights.

However, the above common tax liability may vary in accordance with the mining activity phase.



#### 9.8 *Applicable taxes under the exploration/research phase*

The holder of an exploration permit who has signed a Mining Convention with the Gabonese government is exempt from the above taxes and fees, but is subject to the transfer tax and VAT.

With regard to VAT, the Mining Code provides that companies carrying out research/exploration activities may claim the reimbursement of the VAT paid to local suppliers of goods, services and work undertaken within the context of the implementation of the agreed works and expenditure programme in the Mining Convention. They also may be exempt from the payment of VAT on amortizable goods which are not available in the local market.

#### 9.9 *Applicable taxes under the exploitation licence*

Mining companies in the exploitation phase are subject to most of the common taxes, including:

##### 9.9.1 Corporate Income Tax (CIT) at 30 per cent.

- (i) The corporate income tax is based on the profits derived from the exploitation and the company's financial investments activities.
- (ii) For the calculation of the corporate income tax applicable during the exploitation phase, the following expenditure is deductible for tax purposes.
  - Carry forward of deficit (Mining Convention Article 169)
  - Exploration expenditure (Mining Convention Article 170)
  - Depreciation allowance for the rehabilitation of the deposit ("*provision pour reconstitution du gisement*") (Mining Convention Article 171)
  - Depreciation allowance for the protection of the environment (Mining Convention Article 173)
  - Depreciation allowance for the renewal of the mining equipment (Mining Convention Article 172)

9.9.2 Personal Income Tax (PIT) wherein rates range from 5 per cent. to 35 per cent. based on personal revenue earned in Gabon.

9.9.3 VAT, with a refund on a monthly basis of the VAT paid to local suppliers of goods, services or work, which are necessary to the realization of the agreed programme. There is no refund on VAT paid on the expenses related to catering and housing furnished by local suppliers.

9.9.4 Trade patent license, tax on real estate, local taxes and tax on the transfer of property.

### **7. Reasons for the Admission, Fundraising and Use of Proceeds**

The proceeds of the Fundraising, being up to £9.7 million, will be used to fund development of the Group's mining assets in Gabon and Australia and to fund the general working capital requirements of the Group.

At current exchange rates the expected use of funds is as follows:

<i>Use of Funds</i>	<i>£m</i>
<b>Gabon assets</b>	
Drilling Costs: Tchibanga*	3.0
Other Project Costs: Tchibanga	1.2
Drilling Costs: Belinga Sud	1.1
Other Project Costs: Belinga Sud	0.7
Field operating Costs	0.9
<b>Australian assets</b>	
Development Costs: Australia	0.3
<b>Corporate Costs</b>	
Corporate Overheads and Creditors	1.7
IPO transaction costs	0.8
<b>Total (Rounded)</b>	<u>9.7</u>

\* Costs relate to both North Tchibanga Prospect and the Tchibanga Project

The extent to which IRR can complete the exploration programme set out in the CPR using the proceeds of the Fundraising without raising additional funds will depend on a number of factors which may change over the term of the Licences, including exchange rates and certain operational costs such as drilling. The Use of Proceeds analysis above is based on the expected proceeds of the Fundraising in GBP and exploration costs as set out in the CPR in US\$, converted at the current US\$:GBP exchange rate, together with the costs of the IPO and related corporate costs. The CPR incorporates a 10 per cent. contingency in respect of costs which may help mitigate any exchange rate fluctuations or increase of operational costs.

#### ***Details of the Subscription***

The Company has conditionally raised £9.5 million, before expenses, through the Investor Subscriptions. The Investor Shares will represent approximately 39.9 per cent. of the Enlarged Share Capital on Admission.

On 28 November 2014, the Company and Assore entered into the Assore Subscription Agreement pursuant to which Assore has agreed, subject to certain conditions, including the completion of the Placing, to subscribe for the Assore Subscription Shares.

Further details of the Assore Subscription Agreement are set out in paragraph 8.4 of Part VI of this document.

In addition on or around 8 January 2015, the Company and Sumitomo entered into the Sumitomo Subscription Agreement pursuant to which Sumitomo has agreed, subject to certain conditions, including Admission occurring, to subscribe for the Sumitomo Subscription Shares.

Further details of the Sumitomo Subscription Agreement are set out in paragraph 8.5 of Part VI of this document.

#### ***Details of the Placing***

The Company has conditionally raised £0.2 million, before expenses, through the Placing issuing 2,104,833 Placing Shares at the Placing Price.

The Placing Shares will represent approximately 0.9 per cent. of the Enlarged Share Capital on Admission. The Placing is not being underwritten by SP Angel.

Immediately following Admission, the Board and their immediate families are expected to hold in aggregate 16,676,495 Ordinary Shares amounting to approximately 7 per cent. of the Enlarged Share Capital.

Admission is subject to the satisfaction of conditions contained in the Introduction Agreement, including Admission occurring on or before 12 February 2015 (or such later date as SP Angel and the Company may agree, being not later than 31 March 2015).

Further details of the Introduction Agreement are set out in paragraph 8.3 of Part VI of this document.

## **8. Directors and Senior Management**

### ***Directors***

*Nicholas Mather, Executive Chairman, aged 57*

Mr. Mather is currently the Managing Director and Chief Executive Officer of DGR Global. Mr. Mather's special area of experience and expertise is the generation of and entry into undervalued or unrecognised resource exploration opportunities. He has been involved in the junior resource sector at all levels for more than 25 years. Mr. Mather was co-founder of Arrow Energy NL, was responsible for the generation of its Surat Basin Coal Bed Methane project and served as an executive director until 2004. Arrow Energy was acquired in 2010 by Shell and PetroChina, for a value of approximately \$3.5 billion. He was also founder and Chairman of Waratah Coal Inc. until it was acquired in December 2008, and co-founder and non-executive director of Bow Energy Limited until its recent takeover by Arrow Energy Pty Ltd in January 2012 for approximately \$550 million. Previously as chief executive officer of BeMax Resources NL he headed the discovery of the company's Pooncarie mineral sands project in 1998. He has also been a non-executive director of Ballarat Goldfields, having assisted with the recapitalisation of the company in 2002. Mr. Mather is an executive director of SolGold plc (AIM:SOLG), executive chairman of Armour Energy Ltd (ASX:AJQ) and non-executive director of Orbis Gold Ltd (ASX:OBS), Navaho Gold Ltd (ASX:NVG), Aus Tin Mining Ltd (ASX:ANW), all DGR Global spin-outs. He is also a non-executive director of Taronga Mines Ltd. Mr. Mather was appointed to the Board on 5 September 2007.

*Vincent David Mascolo, Chief Executive, aged 46*

Mr. Mascolo is a qualified mining engineer with extensive experience in a variety of fields including, gold and coal mining, quarrying and civil-works. Mr. Mascolo has completed large scale infrastructure projects in the civil and construction industry, including construction and project management, engineering, quality control and environment and safety management. Mr. Mascolo is a member of both the Australian Institute of Mining and Metallurgy and the Institute of Engineers of Australia. Mr. Mascolo was appointed to the Board on 24 August 2007.

*Geoffrey Stuart Crow, Non-Executive Director, aged 54*

Mr. Crow has more than 25 years' experience in all aspects of corporate finance and investor relations in Australia and international markets, and has owned and operated his own businesses in these areas for the last twelve years. Mr. Crow brings extensive working knowledge of capital markets to the Board. Mr. Crow was appointed to the Board on 1 February 2013.

*Neil Lindsey Herbert, Non-Executive Director, aged 48*

Mr. Herbert is a Fellow of the Association of Chartered Certified Accountants and has over 23 years of experience in finance. Mr. Herbert has been involved in growing mining and oil and gas companies, both as an executive and an investment manager, for over 16 years and, until May 2013, was co-chairman and managing director of AIM quoted Polo Resources Limited, a natural resources investment company. Prior to this, he was a director of resource investment company Galahad Gold plc from which he became finance director of its most successful investment, start-up uranium company UraMin Inc. from 2005 to 2007, during which period he worked to float the company on AIM and the Toronto Stock Exchange in 2006, raise c.US\$400 million in equity financing and negotiate the sale of the group for US\$2.5 billion. Mr Herbert has also held board positions at a number of resource companies where he has been involved in managing numerous acquisitions, disposals, stock market listings and fundraisings. Mr Herbert holds a joint honours degree in economics and economic history from the University of Leicester. Mr. Herbert will be appointed to the Board with effect from Admission.

*Alistair McAdam, Non-Executive Director, aged 54*

Mr. McAdam is a Member of the Institute of Materials, Minerals and Mining and is a chartered engineer. Mr. McAdam has over 20 years' experience in platinum and gold production and project evaluation. Mr. McAdam held the position of sales manager at Johannesburg Consolidated Investment Company Ltd Group until his division was sold to Sudelektra South Africa Holdings (Pty) Ltd and subsequently to Xstrata and Glencore. Mr. McAdam joined Ore & Metal Company Limited in 2000 and was appointed as the group manager of new business in August 2013. Mr. McAdam will be appointed to the Board with effect from Admission pursuant to the terms of the Assore Subscription Agreement.

*Bastiaan Hendrikus van Aswegen, Non-Executive Director, aged 54*

Mr. van Aswegen is a Member of the Southern African Institute of Mining and Metallurgy and is a consulting metallurgist for the Assore group. Mr. van Aswegen has 28 years' experience working in the mining and ferro-alloy production industry. After working for Iscor Ltd and Samancor Ltd in production and on projects, he was appointed by Samancor Ltd as general manager of the Palmiet Ferrochrome Operation (Mogale) in 1999. Mr. van Aswegen joined Assore in 2003 and in September 2012 he was appointed group technical and operations director of Assore. Mr. van Aswegen will be appointed to the Board with effect from Admission pursuant to the terms of the Assore Subscription Agreement.

### **Senior Management**

*Dr. Barry Stoffell, Geologist – Africa, aged 34*

Dr. Stoffell is a graduate of Imperial College, London and holds a Masters of Science from the Royal School of Mines (First Class Honours) and a Ph.D in Geochemistry and Ore-Forming Processes. Dr. Stoffell brings a wealth of experience generating and developing remote grassroots exploration projects across a variety of commodities having worked as a geologist throughout Africa and the Middle East with Rio Tinto. Dr. Stoffell is a principal of Omega, which provides services to the Company as further described in paragraph 8.10 of Part VI of this document.

*Amanda Kate Geard, Geologist – Africa, aged 31*

Ms. Geard is an exploration geologist and holds a Bachelor of Science from the University of Tasmania's International Centre of Excellence for Ore Deposit Research (CODES; First Class Honours). Ms Geard has wide experience working for exploration companies at both the major and junior end of the global mining sector and also brings a unique commercial perspective having previously worked as a mining analyst in the City of London. Ms. Geard is a principal of Omega, which provides services to the Company as further described in paragraph 8.10 of Part VI of this document.

*Priyanka Sampath Jayasuriya, Chief Financial Officer, aged 39*

Mr. Priy Jayasuriya is a Chartered Accountant with over 15 years' experience in public practice and has a broad knowledge over a number of industries. Mr. Jayasuriya has worked as a chartered accountant in Australia, Singapore and the United States of America and brings a range of expertise in the areas of due diligence, internal control, corporate governance, international financial reporting and statutory compliance. Mr. Jayasuriya commenced his career with Ernst & Young and holds a Bachelor of Commerce Degree from the University of Queensland and is a member of the Institute of Chartered Accountants in Australia. Mr. Jayasuriya has significant experience in mergers and acquisitions, with a strong background in financial management and reporting. Mr. Jayasuriya is also chief financial officer at DGR Global.

## **9. Current Trading and Prospects**

The Company does not currently generate operating revenue. However, the Company has raised £9.7 million by way of equity financing conditional on Admission pursuant to the terms of the Fundraising. The Directors believe the Company is well placed to enhance the value of the Licences further details of which are set out in paragraphs 9.1, 9.2 and 9.3 of Part VI of this document.

## 10. Summary Financial Information

The tables below summarise the Group's financial performance for the years ended 30 June 2012, 30 June 2013 and 30 June 2014 extracted without material adjustment from the historical financial information on the Group contained within Part V (audited) of this document:

<i>Consolidated statement of comprehensive income</i> <i>All figures in AU\$</i> <i>Audited</i>	<i>Year ended</i> <i>30/06/12</i>	<i>Year ended</i> <i>30/06/13</i> <i>Audited</i>	<i>Year ended</i> <i>30/06/14</i> <i>Audited</i>
Revenue	2,056	1,811	2,221
Administration and consulting expenses	(497,222)	(731,752)	(1,079,918)
Depreciation	(3,674)	(4,377)	(4,384)
Employee benefits expenses	(83,218)	(52,524)	—
Exploration costs written-off	(412,624)	(331,058)	(10,073)
Legal expenses	(9,256)	(17,445)	(25,000)
Interest expense	—	(1,018)	(11)
Listing Costs Expensed			(518,453)
Share Based Payments			(789,661)
Other Income	—	—	—
<b>(Loss) before income tax</b>	<b>(1,003,938)</b>	<b>(1,136,363)</b>	<b>(2,425,279)</b>
Taxation	—	—	—
<b>(Loss) for the year</b>	<b>(1,003,938)</b>	<b>(1,136,363)</b>	<b>(2,425,279)</b>
Other comprehensive income	—	—	—
<b>Total comprehensive income for the period attributable to the equity owners</b>	<b>(1,003,938)</b>	<b>(1,136,363)</b>	<b>(2,425,279)</b>
<i>Consolidated statement of financial position</i> <i>All figures in AU\$</i> <i>Audited</i>	<i>As at</i> <i>30/06/12</i>	<i>As at</i> <i>30/06/13</i> <i>Audited</i>	<i>As at</i> <i>30/06/14</i> <i>Audited</i>
<b>Assets</b>			
Non-current assets			
Other financial assets	40,937	68,103	63,103
Property, plant and equipment	19,771	15,394	11,010
Exploration and evaluation assets	910,496	1,021,370	1,590,815
<b>Total non-current assets</b>	<b>971,204</b>	<b>1,104,867</b>	<b>1,664,928</b>
<b>Current assets</b>			
Cash and cash equivalents	214,130	29,661	27,600
Trade and other receivables	20,805	24,525	29,424
Prepaid IPO costs	—	—	386,476
<b>Total current assets</b>	<b>234,935</b>	<b>54,186</b>	<b>443,500</b>
<b>Total assets</b>	<b>1,206,139</b>	<b>1,159,053</b>	<b>2,108,428</b>
Current liabilities			
Trade and other payables	203,283	349,529	1,293,831
Non-interest-bearing loans	337,601	20,136	9,205
<b>Total current liabilities</b>	<b>540,884</b>	<b>369,665</b>	<b>1,303,036</b>
<b>Net assets</b>	<b>665,255</b>	<b>789,388</b>	<b>805,392</b>
<b>Equity</b>			
Share capital	3,131,190	4,391,686	6,661,258
Reserves			171,711
Accumulated losses	(2,465,935)	(3,602,298)	(6,027,577)
<b>Total equity attributed to the equity owners</b>	<b>665,255</b>	<b>789,388</b>	<b>805,392</b>

## 11. Takeover Regulations Applicable to the Company

### *Takeover Code*

As an Australian company, the Company is not and will not after Admission be subject to the Takeover Code. As a result, a takeover offer for the Company will not be regulated by the Takeover Panel and Shareholders will therefore not have the protection afforded by the Takeover Code. However, the Company is, and will on Admission be, subject to the takeover provisions under the Corporations Act and other relevant Australian legislation.

### *Takeover provisions applicable to the Company*

The following legislation and regulations apply to takeovers under Australian law:

- the Corporations Act, particularly chapter 6;
- the *Foreign Acquisitions and Takeovers Act 1975* (Cth); and
- the *Competition and Consumer Act 2010* (Cth).

The main Australian regulatory bodies are the Australian Securities and Investments Commission (“ASIC”) (which supervises the operation of the Corporations Act), the Australian Takeovers Panel (the “**Australian Panel**”), which is the principal forum for resolving disputes relating to a takeover during the bid period) and the Australian Securities Exchange.

If the bidder is a foreign company for the purposes of the *Foreign Acquisitions and Takeovers Act 1975* (Cth), the acquisition may need to be approved by the Treasurer of Australia acting on the advice of the Foreign Investment Review Board.

If competition issues are likely to arise, the Australian Competition and Consumer Commission (“ACCC”) may become involved. The ACCC administers the *Competition and Consumer Act 2010* (Cth).

### *Chapter 6 of the Corporations Act*

Chapter 6 of the Corporations Act is designed to ensure that:

- the acquisition of control of the voting shares in a listed company or an unlisted company with more than 50 shareholders takes place in an efficient, competitive and informed market;
- shareholders and directors:
  - know the identity of any person who proposes to acquire a substantial interest in the company (“**bidder**”);
  - have a reasonable time to consider the proposal; and
  - are given enough information to enable them to assess the merits of the proposal;
- as far as practicable, all shareholders are given a reasonable and equal opportunity to participate in any benefits accruing to the holders through any proposal under which a person would acquire a substantial interest in the company; and
- an appropriate procedure is followed as a preliminary to compulsory acquisition of voting shares or interests.

Section 606 of the Corporations Act is the key provision regulating certain acquisitions of Relevant Interests in voting shares.

In general, section 606 of the Corporations Act prohibits a person from acquiring a “Relevant Interest” in voting shares (or a legal or equitable interest in securities which results in a person acquiring such a “Relevant Interest”) in a listed company or an unlisted company with more than 50 shareholders if, because of the acquisition, that person’s or someone else’s voting power increases:

- from 20 per cent. or below to more than 20 per cent.; or
- increases from a starting point that is above 20 per cent. and below 90 per cent.

This reflects the policy that an acquisition which allows a person to influence more than 20 per cent. of the voting shares in a target company should be subject to regulatory supervision, and that once a bidder has reached the 20 per cent. threshold, further acquisitions should be supervised until 90 per cent. of the target has been acquired.

Accordingly, a purchaser can accumulate up to 20 per cent. of a target company subject only to:

- compliance with the rules relating to disclosure of substantial shareholdings (which are not applicable to IronRidge, unless and until it is listed on ASX);
- in the case of foreign acquirers, complying with the requirements of the *Foreign Acquisitions and Takeovers Act 1975 (Cth)*;
- section 50 of the *Competition and Consumer Act 2010 (Cth)* pursuant to which a takeover will be prohibited if it would have the effect, or be likely to have the effect, of substantially lessening competition in any market in Australia; and
- certain restrictions relating to the acquisition of shares in television and radio companies and shares in financial institutions.

Voting power is defined in broad terms and catches any Relevant Interest in shares held by a person's associates. There are four principal exceptions to the general prohibition under section 606 of the Corporations Act which are relevant in this context:

- An acquisition under a takeover bid. This is the most common manner in which a controlling shareholding is acquired in an Australian public company.

There are two types of takeover bid; an off-market bid for either quoted or unquoted securities and a market bid for quoted securities made on one of the prescribed financial markets as defined in the *Corporations Regulation 2001 (Cth)*. Currently the prescribed financial markets are Asia Pacific Exchange Limited, ASX Limited, Chi-X Australia Pty Ltd, National Stock Exchange of Australia Limited and SIM Venture Securities Exchange Ltd ("**Prescribed Financial Markets**").

Once a bidder publicly proposes an intention to make a takeover bid, the offer must be made within two months and on terms and conditions the same or not substantially less favourable than those in the public proposal.

Off-market bids must relate to all securities in the bid class or a specified portion of the shares held by each holder in the bid class. A market bid must relate to all securities in the bid class.

All target shareholders must be offered the same consideration per share regardless of the size of their shareholding (subject to any jurisdictional issues which may render an offer of shares illegal in a certain jurisdiction). The consideration offered to shareholders of the target company under an off-market bid may be cash, securities or a combination of both. Under a market bid only cash can be offered. If the bidder or its associate has purchased or agreed to purchase securities in the bid class during the 4 month period preceding the date of the bid, the consideration offered under the bid must be equal to or exceed the maximum consideration that the bidder or its associates provided or agreed to provide in the previous four months.

An off-market bid may be conditional or unconditional. If conditional, the conditions cannot be self-defeating. That is, they cannot include conditions the fulfilment or non-fulfilment of which depends on beliefs held by the bidder, or be subject to circumstances wholly within the control of the bidder or an associate. Common conditions include the receipt of a minimum level of acceptances, obtaining all necessary regulatory approvals and there being no material adverse change in relation to the target company. Market bids, by contrast, must be unconditional (subject to any right of withdrawal of the offer if an event listed in section of 652C of the Corporations Act occurs). The principal documentation prepared by a bidder consists of a written offer document containing the terms, a bidder's statement containing information material to target

shareholders and an acceptance form. These documents are lodged with ASIC and in the event that the company's securities are quoted, with the Prescribed Financial Market on which those securities are quoted.

The target company must prepare a target statement, which must include all information the holders of bid class securities and their professional advisers would reasonably require to make an informed assessment as to whether or not to accept the offer under the bid, but only to the extent that:

- (i) it is reasonable for investors and their professional advisers to expect to find the information in the statement; and
- (ii) the information is known to any of the directors of the target.

The target statement must also include a statement by each director of the target:

- (i) recommending that offers under the bid be accepted or not accepted, and giving reasons for their recommendation; or
- (ii) giving reasons why a recommendation is not made.

If the bidder and the target company have common directors, the bidder is a natural person who is a director of the target, or if the bidder holds 30 per cent. or more of the securities in the target company, there is a requirement that the target statement must include a report and recommendation from an expert financial adviser as to whether the offer is "fair and reasonable" for participating shareholders. Even where such a report is not required by law, the target board may voluntarily obtain such a report as a means of supporting its own valuation or directors' recommendation.

A copy of the target statement must be lodged with ASIC and the Prescribed Financial Market (if applicable) and sent to shareholders.

A takeover offer must be open for between one and twelve months. A takeover offer cannot be withdrawn without the written consent of ASIC. That consent is seldom given.

- An acquisition under a court approved scheme of arrangement, which is essentially an agreement which, by virtue of having been approved by the statutory majorities required, is binding on non-assenting members pursuant to section 411 of the Corporations Act.
- By a so called "creeping" acquisition. A shareholder who has had, throughout the previous 6 months, voting power in the Company of at least 19 per cent. is entitled to increase its voting power by up to 3 per cent. every six months. Shares can be acquired on or off the stock exchange without having to comply with the requirements of a takeover bid and no public statement is necessary. Other requirements, such as lodgement of substantial shareholder notices (if applicable, such as when a company is listed on a Prescribed Financial Market), must still be complied with.
- An acquisition with the approval of shareholders. A person can make an acquisition which will take them over the 20 per cent. threshold provided that the acquisition has been given prior approval by a majority of independent shareholders by way of an ordinary resolution passed at general meeting.

### ***Compulsory Acquisitions***

A person who holds not less than 90 per cent. of the shares in a company may conduct an acquisition of all remaining shares under the Corporations Act.



## 12. Lock-in and Orderly Market Arrangements

Each of Nick Mather, Vincent Mascolo and Stuart Crow, DGR Global, Sumitomo, Assore and Omega (the “**Locked-In Shareholders**”) have undertaken to the Company and SP Angel not to dispose of their shares in the Company:

- (a) at all in the period of 12 months from the date of Admission (the “**First End Date**”) except in certain specified cases such as in response to a takeover offer (whether a full or proportional bid) or scheme of arrangements (each a “**Permitted Disposal**”); or
- (b) in the period of 12 months from the date of the First End Date except where it is Permitted Disposal or where the specified process is followed which involves, amongst other steps,
  - (i) giving prior written notice to the Company and SP Angel; and
  - (ii) SP Angel having an opportunity to dispose of the shares on behalf of the relevant Locked-In Shareholder.

## 13. Admission, Settlement and Dealings

Application will be made to the London Stock Exchange for the Enlarged Share Capital to be admitted to trading on AIM. It is expected that Admission will become effective and that dealings in the Ordinary Shares will commence on 12 February 2015. The Ordinary Shares are in registered form.

To be traded on AIM, securities must be able to be transferred and settled through the CREST system, a UK computerised paperless share transfer and settlement system, which allows shares and other securities, including depositary interests, to be held in electronic form rather than in paper form. For foreign securities, such as the Ordinary Shares, to be transferred and settled through CREST they need to be in the form of Depositary Interests.

The Company, through the Depositary, intends to establish a facility whereby (pursuant to a depositary deed poll to be executed by the Depositary) the Depositary Interests, representing Ordinary Shares, will be issued by the Depositary to persons who wish to hold the Ordinary Shares in electronic form within the CREST system. It is intended that the Company will apply for the Depositary Interests, representing Ordinary Shares, to be admitted to CREST with effect from Admission. Accordingly, settlement of transactions in Depositary Interests representing the Ordinary Shares following Admission may take place within the CREST system if the relevant Shareholders so wish. Shareholders wishing to maintain their investment outside of the CREST system will be entered on the Australian share register and receive a statement as evidence of ownership.

## 14. Corporate Governance

The Company is not required to comply with the provisions of the UK Corporate Governance Code and, although there are no corporate governance rules in Australia that would apply to the Company, the Board recognises the importance of sound corporate governance and will observe the requirements of the UK Corporate Governance Code to the extent it considers appropriate in light of the Company’s size, stage of development and resources and will also take into account the Quoted Companies Alliance Corporate Governance Guidelines for Small and Mid-Size Quoted Companies.

The Group has established an Audit Committee which comprises Stuart Crow, Neil Herbert and Alistair McAdam, Stuart Crow and Neil Herbert being independent non-executive members of the Board, with Stuart Crow appointed as chairman. The Audit Committee’s main functions include, *inter alia*, reviewing and monitoring internal financial control systems and risk management systems on which the Group is reliant, considering annual and interim accounts and audit reports, making recommendations to the Board in relation to the appointment and remuneration of the Group’s auditors and monitoring and reviewing annually their independence, objectivity, effectiveness and qualifications.

The Group has established a Remuneration Committee, which comprises Nick Mather, Neil Herbert and Alistair McAdam, is chaired by Neil Herbert, and meets as often as required to enable the Remuneration Committee to fulfil its obligations to the Group. The Remuneration Committee will be responsible for reviewing the performance of the Chairman and the executive directors and for setting the scale and structure of their remuneration, paying due regard to the interests of Shareholders as a whole and the performance of the Group. The Remuneration Committee will also approve the design of and determine targets for any performance-related pay schemes operated by the Group.

The Group has established a Nominations Committee which comprises Nick Mather, Bastiaan Hendrikus van Aswegen and Vincent Mascolo, is chaired by Bastiaan Hendrikus van Aswegen, and meets when required. The Nominations Committee will consider the selection and re-appointment of Board members. It will identify and nominate candidates to fill Board vacancies and review regularly the structure, size and composition (including the skills, knowledge and experience) of the Board and make recommendations to the Board with regard to any changes.

#### ***Anti-Bribery and Corruption Policy***

The Company has adopted a formal Anti-Bribery and Corruption Policy which applies to all staff, consultants and contractors that work with the Group across its operations. Based on the UK's Bribery Act 2010, the policy seeks to ensure that the Group operates in an ethical and transparent manner in all business dealings and that the Group has a mechanism for staff to alert management should any issues or incidents occur.

#### ***Allotment authorities and pre-emption rights***

There is generally no limit in the Corporations Act and there is currently no limit under the Constitution on the power of the Board to allot and issues shares. There are also no provisions of the Corporations Act equivalent to sections 561 *et seq.* of the Companies Act 2006 which confers pre-emption rights on existing shareholders in connection with the allotment of equity securities for cash.

Shareholders in Australian companies do not therefore have a statutory right to be offered newly issued shares in the company for cash before such shares can be offered to new investors. Pre-emption rights only apply to Australian companies if they are specifically included in their constitutions, or if no constitution which displaces the replaceable rules exists, by virtue of section 254D of the Corporations Act.

The Company amended its Constitution so that:

- (a) the Company may (subject to certain limited exceptions including the allotment of equity securities pursuant to an employees' share scheme) only allot on a non-pre-emptive basis new shares for cash representing in aggregate up to 20 per cent. of its issued share capital during the 24 month period following Admission (the "**Initial Pre-emption Period**"); and
- (b) the Company may following the Initial Pre-emption Period only allot on a non pre-emptive basis new shares for cash representing an aggregate of up to 10 per cent. of its issued share capital in any 12 month period subject to Shareholder approval.

Shareholder approval requires an ordinary resolution to be passed by at least 51 per cent. of the members voting at a general meeting to dis-apply Shareholders' pre-emptive rights.

In the first year after Admission, the Company has also granted Assore, pursuant to the Assore Subscription Agreement, an absolute right to maintain its initial a 25 per cent. plus 1 Ordinary Share shareholding for so long as Assore has not reduced its holding below 10 per cent. due to a voluntary sale of shares or due to dilution where it has declined to maintain its shareholding under its contractual pre-emptive rights.

In the second year after Admission, the Company has granted Assore a further right to maintain its proportionate shareholding (but subject to certain exemptions such as any allotment of equity securities pursuant to an employees' shares scheme) in the event that the Company undertakes during such period any equity raising for cash, so long as Assore has not reduced its holding below 10 per cent. due to a voluntary sale of shares or due to dilution where it has declined to maintain its shareholding under its

pre-emptive rights. For subsequent years thereafter, the Company has undertaken to Assore that it will not allot equity securities on a non pre-emptive basis in excess of 10 per cent. of the issued share capital of the Company.

Assore's contractual pre-emption rights expire on the date falling two years after Admission.

In the first year after Admission, the Company has also granted Sumitomo, pursuant to the Sumitomo Subscription Agreement, an absolute right to maintain a 10 per cent. shareholding for so long as Sumitomo has not reduced its holding below 10 per cent. due to a voluntary sale of shares or due to dilution where it has declined to maintain its shareholding under its contractual pre-emptive rights, and the nominated director appointed by Sumitomo has not resigned (or in the event such director has resigned, has been replaced).

In the second year after Admission, the Company has granted Sumitomo a further right to maintain its proportionate shareholding (but subject to certain exemptions including the allotment of equity securities pursuant to an employees' share scheme) in the event that the Company undertakes during such period any equity raising for cash. Such right exists subject to Sumitomo not having reduced its holding below 10 per cent., due to a voluntary sale of shares or due to dilution where it has declined to maintain its shareholding under its pre-emptive rights and the nominated director appointed by Sumitomo has not resigned (or in the event such director has resigned, has been replaced).

Sumitomo's contractual pre-emption rights expire on the date falling two years after Admission.

## **15. Dividend Policy**

The Board intends to commence the payment of dividends when it becomes commercially prudent to do so. The Company does not plan to pay cash dividends on the Ordinary Shares for the foreseeable future although this will be reviewed periodically by the Board. The payment of dividends will be subject to the availability of financial resources and having regard to the need to retain sufficient funds to finance the development of the Company's activities. The Company may need to retain funds to finance the requirements of the Group.

## **16. Employee Shares and Options**

The Board believes that the Company's success is highly dependent on the quality and loyalty of the current and future directors and employees. To assist in the recruitment, retention and motivation of high quality staff, as necessary, the Company must have an effective remuneration strategy. The Board considers that an important part of this remuneration strategy is the ability to award equity incentives and, in particular, shares and options.

### ***Share and Option Plan***

The Share and Option Plan was approved at the 2012 AGM held on 13 December 2012 and amended by the Board on 5 February 2015.

A summary of the key terms of the Share and Option Plan is set out in paragraph 7.2 of Part VI of this document.

### ***Future grants of Employee Shares, Employee Options and share options***

The total number of Employee Shares and Employee Options which may be offered by the Company under the Share and Option Plan shall not at any time exceed 5 per cent. of the Company's total issued share capital, as further described in paragraph 7.2.3 of Part VI of this document.

The Board intends that a maximum of 15 per cent. of the issued share capital of the Company from time to time will be under option whether pursuant to Contractual Options, the Share and Option Plan or otherwise.

## 17. Shareholder Notification and Disclosure Requirements

As an Australian domiciled company, the Shareholders are not subject to the notification obligations imposed by Chapter 5 of the DTRs. However, the Constitution incorporates provisions that ensure that Shareholders are obliged to comply (where necessary) with the notification and disclosure requirements set out in Chapter 5 of the DTRs, as if the Company was a UK domestic company. This will ensure that the Company can comply with its obligations under Rule 17 of the AIM Rules for Companies, whereby a company must notify the market without delay of any relevant changes to any significant shareholders.

## 18. Taxation

The Company's operations will be managed with a view to ensuring that the Company remains at all times resident for tax purposes in Australia. Consequently, all management and control decisions will be reserved for resolution by the full Board, meetings of which will only be held in Australia. Any Directors or staff engaged by the Company and operating on a day-to-day basis from a location in the United Kingdom or elsewhere will not undertake any functions from those locations which would, or might, have the effect of altering the location of the place of tax residence of the Company.

Information concerning the tax status of the Company in the UK and as a company incorporated in Australia and the taxation of certain Shareholders is contained in Part IV of this document. Shareholders who are in any doubt as to their tax position or who are subject to tax in jurisdictions other than the UK or Australia are strongly advised to consult their own independent financial adviser immediately.

## 19. Australian Suitability and Regulatory Status

Ordinary Shares and other securities in the Company should only be marketed to, and are typically only suitable as an investment for, sophisticated investors with an understanding of the risks inherent in the Company's strategy and an ability to potentially accept the total loss of all capital in the Company.

The following is a summary of some of the relevant provisions of the Corporations Act relating to the regulation of offers of securities in Australia. As a mere summary it is not, intended to be, and nor is it, a substitute for legal advice. It is provided for information only, and any potential investors in the Company residing in Australia should not make any investment decision based upon this summary. They should satisfy themselves that they qualify to subscribe for Placing Shares offered to them and if they are in any doubt they should seek legal or other professional advice.

### *The Issue of Ordinary Shares by the Company to investors in Australia*

The offer of securities for sale or issue in Australia is governed by the provisions of the Corporations Act.

Under the Corporations Act, an offer to issue securities requires a disclosure document (including for example a prospectus or an offer information statement), unless the offer can fit within one of a number of express exceptions.

For the purposes of the offer to issue Ordinary Shares pursuant to this Admission Document, the relevant exceptions are contained in Section 708 of the Corporations Act ("**Section 708 Exceptions**"). These include:

- (1) an offer to a "sophisticated investor" or a "professional investor";
- (2) a senior manager (or their related parties); and
- (3) issues made to clients, stockbrokers and other holders of Australian Financial Services Licences (**Licensee**).

This document is not a disclosure document for the purposes of the Corporations Act, and no disclosure document will be prepared by the Company in respect of the issue of the Ordinary Shares pursuant to this document. Accordingly any issue of Ordinary Shares by the Company to investors in Australia must fit within one of the Section 708 Exceptions.

### ***Section 708 Exceptions***

For the purposes of the Section 708 Exceptions:

- (1) A sophisticated investor is one who satisfies one of the 3 following tests, namely:
  - (a) has net assets of \$2.5 million;
  - (b) has a gross income of \$250,000 for each of the last 2 financial years; or
  - (c) has a total investment the Company of at least \$500,000; or
  - (d) the offer is made to a company or trust controlled by a person who meets the requirements of 1(b) above.
- (2) There are many classes of professional investor. Most relevantly for present purposes, a professional investor includes:
  - (a) a financial services licensee;
  - (b) the trustee of a superannuation entity that has net assets of at least \$10 million;
  - (c) an entity or related body corporate the shares of which are listed for quotation on a Prescribed Financial Market;
  - (d) a body corporate or unincorporated body that carries on the business of investment in financial products, interests in land or other investments, and invests funds received directly or indirectly following an offer or invitation to the public, the terms of which provided for the funds to be invested for these purposes; and
  - (e) a foreign entity that if established or incorporated in Australia would be covered by one of these descriptions.
- (3) Where for the purposes of the section 708 Exceptions reliance is placed upon the offer being made through a licensed financial adviser or broker, the Licensee must be satisfied, on reasonable grounds, that the offeree has previous experience in investing in securities that allows them to assess:
  - (a) the merits of the offer;
  - (b) the value of the securities;
  - (c) the risks involved in accepting the offer;
  - (d) their own information needs; and
  - (e) the adequacy of the information given by the person making the offer.

In addition, the exception only applies if the Licensee gives the offeree a statement of the Licensee's reasons for being satisfied as to those matters, either before or at the time when the offer is made. The offeree must also sign a written acknowledgement that the Licensee has not given them a disclosure document in relation to the offer.

### ***Eligible Investors in Australia***

The Company will only be making an offer of Placing Shares to persons residing in Australia (“**Eligible Investors**”) who are either:

- sophisticated or professional investors; or
- senior managers (or their related parties) of the Company.

Any application for Placing Shares made by an Eligible Investor must be accompanied by appropriate certifications as required by the Corporations Act, to ensure that the issue of Placing Shares qualifies as an issue to an Eligible Investor.

### ***On-sale by Investors in Australia***

Investors in the Company residing in Australia should be aware that, generally speaking, securities issued without a disclosure document may be prohibited from being on-sold within the first 12 months of being issued, unless the offer for on-sale can fit within one of a number of express exceptions.

Therefore any on-sale of Ordinary Shares issued to investors in Australia pursuant to this document will itself need to fit within one of the Section 708 Exemptions, including most relevantly:

- (a) an offer to a sophisticated or professional investor;
- (b) and senior managers (or their related parties) of the Company; and
- (c) issues made to clients, stockbrokers and other holders of Australian Financial Services Licences.

Any potential investors in the Company residing in Australia should satisfy themselves that they are Eligible Investors, and be fully aware of any restrictions on their legal right to dispose of any Placing Shares in the 12 months following their acquisition of those shares. If they are in any doubt they should seek legal or other professional advice.

### **20. Additional Information**

The attention of investors is drawn to the information contained in Parts II to VI of this document which provides additional information on the Company, and in particular Part II which set out certain risk factors relating to the Company.

## PART II

### RISK FACTORS

This document contains forward-looking statements, which have been made after due and careful enquiry and are based on the Board's current expectations and assumptions and involve known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those expressed or implied in such statements. These forward-looking statements are subject to, *inter alia*, the risk factors described in this Part II. The Board believe that the expectations reflected in these statements are reasonable but may be affected by a number of variables which could cause actual results or trends to differ materially. Each forward-looking statement speaks only as of the date of the particular statement.

Factors that might cause a difference include, but are not limited to, those discussed in this Part II. Given these uncertainties, prospective investors are cautioned not to place any undue reliance on such forward-looking statements. The Company disclaims any obligation to update any such forward-looking statements in this document to reflect future events or developments.

There are significant risks associated with the Group. Prior to making an investment decision in respect of the Ordinary Shares, prospective investors should consider carefully all of the information within this document, including the following risk factors. The Board believes the following risks to be the most significant for potential investors. However, the risks listed do not necessarily comprise all those associated with an investment in the Company. In particular, the Company's performance may be affected by changes in market or economic conditions and in legal, regulatory and/or tax requirements. The risks listed are not set out in any particular order of priority. Additionally, there may be risks not mentioned in this document of which the Board is not aware or believes to be immaterial but which may, in the future, adversely affect the Group's business and the market price of the Ordinary Shares.

If any of the following risks were to materialise, the Group's business, financial condition, results or future operations could be materially and adversely affected. In such cases, the market price of the Ordinary Shares could decline and an investor may lose part or all of his investment. Additional risks and uncertainties not presently known to the Board, or which the Board currently deems immaterial, may also have an adverse effect upon the Group and the information set out below does not purport to be an exhaustive summary of the risks affecting the Group.

Before making a final investment decision, prospective investors should consider carefully whether an investment in the Company is suitable for them and, if they are in any doubt, UK investors should consult with an independent financial adviser authorised under FSMA which specialises in advising on the acquisition of shares and other securities. Non-UK investors are advised to consult another appropriately authorised independent adviser who specialises in advising on the acquisition of shares and other securities.

#### 1. Risks Relating to the Group's Business and Industry

##### *Early stage of operations*

The Group's operations are at an early stage of development and future success will depend on the Group's ability to manage the current projects in Gabon and Australia and to take advantage of further opportunities which may arise. The Group will have no properties producing positive cash flow and its ultimate success will depend on its ability to generate cash flow from active mining operations in the future and its ability to access equity markets for its development requirements. All of the Group's activities will be likely directed to exploration and, if warranted, development of its existing properties and to the search for and the development of new mineral deposits. Significant capital investment will most likely be required to achieve commercial production. Losses are likely to occur in the near future and there can be no assurance that that the Group will be profitable in the future.

### ***Exploration, development and operating risks***

Mineral development involves significant risks which even a combination of careful evaluation, experience and knowledge may not eliminate. There is no guarantee that development work on the Group's assets, or any additional properties acquired by the Group in the future, will result in their economic exploitation. It is impossible to ensure that the Group's existing Projects will result in a profitable commercial mining operation. Additionally, the Company cannot guarantee that the tonnages and grades estimated for the Projects outlined in this document are achievable.

Costs outlined in the Competent Person's Report are based on certain assumptions with respect to the method and timing of development. These estimates are subject to significant uncertainty and the actual costs may differ materially. Accordingly, no assurance can be given that the cost estimates and underlying assumptions will be realised, which may materially and adversely affect the Group's viability.

Mining operations generally involve a high degree of risk. The Group's operations will be subject to all the hazards and risks normally encountered in the development and production of mineral commodities. Although precautions to minimise risk will be taken, the Group's operations will be exposed to hazards including (but not limited to) unusual or unexpected geologic formations, seismic activity, rock bursts, cave-ins, flooding, fire, equipment failure, pit wall failure and other conditions involved in the drilling and mining of material. Any one of these issues and hazards could result in work stoppages, damage to, or destruction of the Group's facilities, personal injury, damage to life or property, environmental damage or pollution, business interruption, monetary losses and possible legal liability which could have a material adverse impact on the business, operations and financial performance of the Group. The Group may become subject to liability for pollution or other hazards against which it has not insured or cannot insure, including those in respect of past mining activities for which it was not responsible.

Operations of the Group may be affected by various factors, including (but not limited to) failure to achieve predicted grades, operational and technical difficulties encountered in exploration, development or mining, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, adverse weather conditions, industrial or environmental accidents, industrial disputes and unexpected shortages or increases in the cost of consumables, spare parts, plant and equipment.

### ***Mineral rights and Licences***

The Group's Project areas are located in jurisdictions outside of the United Kingdom and predominantly outside of Australia. Accordingly there are a number of risks which the Group may be unable to manage. The Group has secured permits, licences and rights in respect of mineral properties as outlined in this document. Government concessions, approvals, licences and permits are, as a practical matter, subject to the discretion of the applicable governments or governmental offices. These rights, concessions and any others acquired in the future, are subject to requirements, including certain financial commitments which, if not fulfilled, could result in the suspension or ultimate forfeiture of the relevant rights, concessions or licences. The Group must also comply with existing standards, laws and regulations that may result in the Group incurring greater costs and/ or suffering delays, depending on the nature of the activity to be permitted and the permitting authority.

Failure by the Group to acquire and retain the necessary mining and environmental concessions, licences and permits or government consent, revocation of an existing concession or permit, failure to renew a concession, licence or permit or failure to obtain a concession, licence or permit that is required to move from one stage of the industry cycle to another could have a material adverse effect on the Group's financial performance and may lead to a reduction in the carrying value of assets and may jeopardise the viability of the Projects. Where the Group fails to comply with its work programme, expenditure commitments or other obligations in respect of any such concessions, licences or permits, then the said concession, licence or permit may be lost, forfeited or not renewed by the grantor, or the relevant surface area may be reduced.



### ***The Group may experience regulatory, consent or permitting delays***

The business of mineral exploration, project development, mining and processing is subject to various national and local laws and plans relating to, amongst others, permitting and maintenance of title; environmental consents; taxation; employee relations; heritage or historic matters; health and safety; royalties; land acquisition and other matters.

Although the Board believe that the Group will be well placed to have all of its permits issued in relation to its material assets, should the Group identify future operations there is a risk that the necessary concessions, permits, licences, consents, titles, authorisations and agreements to implement planned exploration, project development, or mining may not be obtained or renewed under conditions or within time frames that make such plans economic, that applicable laws, regulations or the governing authorities will change or that such changes will result in additional material expenditures or time delays.

The Belinga Sud Permit and the Tchibanga Permit are both, as at the date of this document, provisional mining exploration permits. Although the Board has no reason to believe these exploration permits will not become full mining exploration permits, there can be no guarantee that a full exploration permit will be granted in each case. Furthermore the holder of a provisional exploration permit cannot apply for an exploitation licence until a full exploration permit is granted. The provisional exploration permits afford IronRidge Gabon the same rights as permanent and full exploration permits and remain valid until permanent exploration permits are granted.

### ***Title matters***

Whilst the Group is satisfied that it has taken reasonable measures to ensure an unencumbered right to explore its licence areas in Gabon, they are subject to greater risks than more developed markets, including significant legal, economic and political risks. Title to mining properties in Gabon and Australia is subject to potential litigation by third parties claiming an interest in them and the failure to comply with all applicable laws and regulations, including failure to pay taxes, meet minimum expenditure requirements or carry out and report assessment work may invalidate title to mineral rights held by the Group.

### ***Mining Convention***

As the holder of the Licences IronRidge Gabon is required to enter into a “Mining Convention” with the Gabonese Government. A “Mining Convention” is a contract entered into by the tenement holder with the Government and establishes many of the commercial, financial, taxation, labour and environmental obligations applicable to each exploration licence. IronRidge Gabon has not yet negotiated the terms of each “Mining Convention” with the Government and so as at the date of publication of this document it is not clear what terms will apply.

### ***The Group may not achieve its production estimates***

The Company has prepared estimates of future iron ore production for the Projects. The Company cannot give any assurance that it will achieve its production estimates. The failure of the Company to achieve its production estimates could have a material and adverse effect on any or all of its future revenues and profitability. The realisation of production estimates are dependent on, among other things, the accuracy of Mineral Resource estimates, the accuracy of assumptions regarding ore grades and recovery rates, ground conditions (including hydrology), physical characteristics of ores, the presence or absence of particular metallurgical characteristics, and the accuracy of estimated rates and costs of mining, ore haulage and processing.

Actual production may vary from estimates for a variety of reasons, including the availability of certain types of ores; actual ore mined varying from estimates of grade or tonnage; dilution and metallurgical and other characteristics (whether based on representative samples of ore or not); short-term operating factors such as the need for sequential development of ore bodies and the processing of new or adjacent ore grades from those planned; mine failures, or equipment failures; industrial accidents; natural phenomena such as inclement weather conditions, floods, droughts, rock slides and earthquakes; encountering unusual or unexpected geological conditions; changes in power costs and potential power shortages; shortages of principal supplies needed for mining operations, including explosives, fuels, chemical reagents, water, equipment parts and lubricants; plant and equipment failure; the inability to process certain types of ores; labour shortages or strikes; lack of required labour; civil disobedience and

protests; and restrictions or regulations imposed by government agencies or other changes in the legal and regulatory environment. Such occurrences could also result in damage to mineral properties or mines, interruptions in production, injury or death to persons, damage to property of the Group or others, monetary losses and legal liabilities in addition to adversely affecting mineral production. These factors may cause a mineral deposit to become unprofitable, forcing the Group to cease production.

***There is no assurance as to the Group's ability to sustain and expand Mineral Resources***

The life of a mining operation is limited to its Mineral Resources. The Group's ability to commence, maintain or increase its annual production of iron ore in the future will be dependent in significant part on its ability to bring the Projects into production.

Many factors are involved in the determination of the economic viability of a deposit including the achievement of satisfactory Mineral Resource estimates, the level of estimated metallurgical recoveries, capital and operating cost estimates and the estimate of future iron ore prices. Capital and operating cost estimates are based upon many factors, including anticipated tonnage and grades of ore to be mined and processed, the configuration of the ore body, ground and mining conditions, expected recovery rates of the iron ore from the ore and anticipated environmental and regulatory compliance costs. Each of these factors involve uncertainties and as a result the Company cannot give assurance that the Group's development or exploration projects will become operating mines. If a mine is developed, actual operating results may differ from those anticipated, thereby impacting on the economic viability of the project.

***Changes in Gabonese Government policy***

Adverse changes in the Gabonese Government's policy or legislation affecting foreign ownership of mineral interests, taxation, imposition of additional fees, repatriation of profit, royalties, land access, labour relations, granting of approval or consent and mining or exploration activities may affect the operations of the Group. It is possible that the current systems of granting exploration and mining concessions in jurisdictions in which the Group operates may change, resulting in impairment of rights and possibly expropriation of one or more of the Licences without adequate compensation. If at any stage the Group cannot pursue its exploration and development programmes because of such factors, the Group's financial condition and forward projections would be materially adversely affected.

***Uncertainty associated with Mineral Resource estimates***

The estimation of Mineral Resources involves a certain degree of supposition and the accuracy of these estimates is a function of the quality and quantity of available data and the assumptions used and judgments made in interpreting information. There is significant uncertainty in any resource estimate and the assumptions used or judgments made may prove to be inaccurate; the economic viability of mining may differ materially from the Group's estimates. As further information becomes available through additional field work and analysis, the estimates are likely to change. This may result in alterations to development and mining plans, which may in turn adversely affect the financial position of the Group.

No assurance can be given that the anticipated tonnages and grades will be achieved, that the indicated level of recovery will be realised or that mineral resources can be mined or processed profitably. Actual resources may not conform to geological, metallurgical or other expectations and the volume and grade of ore recovered may be below or above the estimated levels.

Lower market prices, increased production costs, reduced recovery rates and other factors may render the Group's resources uneconomic to exploit and may result in revision of its resource estimates from time to time. Resource data is not indicative of future results of operations. If the Group's actual minerals resources are less than current estimates, the Group's results of operation and financial condition may be materially impaired.

***Estimates in financial statements***

Preparation of consolidated financial statements will require the Group to use estimates and assumptions. Accounting for estimates will require the Group to use its judgment to determine the amount to be recorded on its financial statements in connection with these estimates. In addition, the carrying amounts of certain assets and liabilities are often determined based on estimates and assumptions of future events.

If the estimates and assumptions are inaccurate, the Group could be required to write down the value of certain assets. On an ongoing basis, the Group will re-evaluate its estimates and assumptions. However, the actual amounts could differ from those based on estimates and assumptions.

#### ***Changes in capital and operating costs***

Changes in the Group's capital costs and operating costs are likely to have an impact on its profitability. The Group's main planned production expenses will be mining costs, transport costs, treatment costs and overheads. Changes in costs of the Group's mining and processing operations can occur as a result of unforeseen events and could result in changes in profitability or resource estimates, including rendering certain mineral resources uneconomic to mine. Many of these changes may be beyond the Group's control.

#### ***Project development risks***

There can be no assurance that the Group will be able to manage effectively the expansion of its operations or that the Group's personnel, systems, procedures and controls on Admission will be adequate to support the Group's operations. This includes, *inter alia*, the Group managing the acquisition of required land tenure, infrastructure development and other related issues affecting local and indigenous populations, their cultures and religions. Any failure of the Board to manage effectively the Group's growth and development could have a material adverse effect on its business, financial condition and results of operations. There is no certainty that all or, indeed, any of the elements of the Board's strategy will develop as anticipated. The Group's profitability will depend, in part, on the actual economic returns and the actual costs of developing the Projects, which may differ significantly from the Group's current estimates. The development of the Projects may be subject to unexpected problems and delays.

#### ***Dependence on third party services***

The Group will rely on products and services provided by third parties. If there is any interruption to the products or services provided by such third parties the Group may be unable to find adequate replacement services on a timely basis or at all.

The Group is unable to predict the risk of insolvency or other managerial failure by any of the contractors or other service providers currently or in the future used by the Group in its activities.

Any of the foregoing may have a material adverse effect on the results of operations or the financial condition of the Group. In addition, the termination of these arrangements, if not replaced on similar terms, could have a material adverse effect on the results of operations or the financial condition of the Group.

#### ***External contractors and sub-contractors***

When the world mining industry is buoyant there is increased competition for the services of suitably qualified and/or experienced sub-contractors, such as mining and drilling contractors, assay laboratories, metallurgical test work facilities and other providers of engineering, project management and mineral processing services.

As a result, the Group may experience difficulties in sourcing and retaining the services of suitably qualified and/or experienced sub-contractors. The loss or diminution in the services of suitably qualified and/or experienced sub-contractors or an inability to source or retain necessary sub-contractors or their failure to properly perform their services could have a material and adverse effect on the Group's business, results of operations, financial condition and prospects.

#### ***Infrastructure***

Mining, processing, development and exploration activities depend, to a significant degree, on adequate infrastructure. As part of the project development the Group will be dependent on basic infrastructure, including permanent water supplies, power, rail and maintenance facilities, port and logistics services and access roads. Reliable port and rail facilities, roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. Certain of the Projects may not be economically viable if access to mass transport logistics cannot be achieved and the Group may be dependent on the development of other assets in nearby regions for such infrastructure.

The 610 km road leading to the Tchibanga Prospect from Libreville is currently being upgraded as part of a country wide infrastructure programme being undertaken by the Gabonese Government. The full upgrade of the road is expected to complete by 2016. A new deep-water port at Mayumba, 10 km from the western border of the Tchibanga Prospect and a combined road/rail bridge crossing the estuary at Mayumba is expected to complete by the end of 2014. If these infrastructure projects do not complete, or their completion is significantly delayed, then the Group may not be able to facilitate the transportation of ore should the projects develop further.

Gabon has suffered persistent problems with power generation, transmission and distribution, obsolete and/or insufficient road and rail networks and congested ports. While significant progress has been made in recent years, and are still being made, in sectors such as transport, energy and telecommunications, the state of development in those sectors cannot be considered at par with that in more developed countries. Gabon also suffers from chronic power shortages. In spite of important energy resources and investments in the power sector in recent years, lack of reliable electricity supply may adversely affect the Group's operations in Gabon.

#### ***Transportation delays***

Unusual or infrequent weather phenomena, sabotage, Government or other interference in the maintenance or provision of such infrastructure could adversely affect the Group's operations, financial condition and results of operations. Any such issues arising in respect of the supporting infrastructure or on the Group's site could materially and adversely affect the Group's results of operations or financial condition. Furthermore, any failure or unavailability of the Group's operational infrastructure (for example, through equipment failure or disruption to its transportation arrangements) could adversely affect the production.

#### ***Reliance on Directors and management team***

The Group will rely heavily on a small number of key individuals, in particular the Directors, its senior management and consultants and future directors, senior management and consultants, including to develop and maintain important relationships with governmental and regulatory authorities in Gabon. The Group's business may be negatively affected by the failure to attract, or the departure of, any of these individuals, or any of a number of other key employees. There can be no guarantee that the Group will be able to continue to attract and retain required employees. The Group does however hold key person insurance in respect of the Directors.

The loss or diminution in the services of any of the Directors or any member of the management team or an inability to recruit, train and/or retain necessary personnel could have a material and adverse effect on the Group's business, results of operations, financial condition and prospects.

#### ***Workforce and labour risks***

Certain of the Group's operations may be carried out under potentially hazardous conditions. Whilst the Group intends to operate in accordance with relevant health and safety regulations and requirements, the Group remains susceptible to the possibility that liabilities might arise as a result of accidents or other workforce-related misfortunes, some of which may be uninsurable or beyond the Group's control.

Given the current high level of activity in the global mining industry, the Group may be unable to source personnel and equipment to meet its objectives, which could affect the Group's development schedule and financial position.

The Group's operations may be affected by labour-related problems in the future, such as union demands and litigation for pay rises and increased benefits. There can be no assurance that work stoppages or other labour-related developments (including the introduction of new labour regulations in Gabon) will not adversely affect the results of operations or the financial condition of the Group.

#### ***Major Shareholder***

DGR Global has an interest (within the meaning of the Companies Act 2006) in 62,293,334 Ordinary Shares (as detailed in paragraph 5.4 of Part VI of this document). DGR Global currently has an interest directly or indirectly in approximately 44.47 per cent. of the Existing Ordinary Shares and on completion of the Fundraising will have an interest in approximately 26.3 per cent. of the Enlarged Share Capital. As

a result of this, DGR Global has a significant influence on all matters requiring Shareholder approval. The Company has entered into a relationship agreement with DGR Global pursuant to which DGR Global amongst other things, agrees that for so long as it is a significant shareholder (meaning so long as DGR is interested directly or indirectly in 19.9 per cent. or more of the issued Ordinary Shares) all transactions and relationships between the Company or any of the Subsidiaries and DGR Global or any person connected to DGR Global will be at arm's length and on a normal commercial basis. Further details of the relationship agreement are set out in paragraph 8.8 of Part VI of this document. The concentration of ownership, however may affect the liquidity, or market price, of the Ordinary Shares.

Assore will be interested on Admission in approximately 29.9 per cent. of the Enlarged Share Capital. Assore also has the benefit of certain pre-emption rights, as more fully described in paragraph 8.5 of Part VI of this document, which enable Assore to maintain its percentage shareholding in circumstances whereby other Shareholders may be diluted. As a result of this, Assore will have a significant influence on all matters requiring Shareholder approval. The concentration of ownership may affect the liquidity, or market price, of the Ordinary Shares. Further details of the Assore Subscription Agreement are set out in 8.5 of Part VI of this document.

Sumitomo will be interested on Admission in approximately 11.7 per cent. of the Enlarged Share Capital. Sumitomo also has the benefit of certain pre-emption rights, as more fully described in paragraph 8.7 of Part VI of this document, which enable Sumitomo to maintain its percentage shareholding in circumstances whereby other Shareholders may be diluted. As a result of this, Sumitomo will have a significant influence on all matters requiring Shareholder approval. The concentration of ownership may affect the liquidity, or market price, of the Ordinary Shares. Further details of the Sumitomo Subscription Agreement are set out in paragraph 8.7 of Part VI of this document.

### ***Payment obligations***

Contractual agreements to which companies in the Group are party to, or may in the future become party to, may give rise to payment and other obligations. If such obligations are not complied with when due, in addition to any other remedies which may be available to other parties, this could result in dilution or forfeiture of interests held by such companies. The Company may not have or may not be able to obtain financing for all such obligations as they arise.

### ***Commodity prices***

The eventual profitability of the Project's operations will depend to a large degree on the market price of commodities and on exchange rates.

Iron ore prices are subject to significant fluctuation and are affected by a number of factors which are beyond the control of the Group. The price of iron ore and other base and precious metals has fluctuated widely in recent years, and future serious price declines could cause continued development of, and commercial production from, the Group's properties to be impracticable or uneconomic. Depending on the price of iron ore and other metals, projected cash flow from planned mining operations may not be sufficient and the Group could be forced to discontinue development and may lose its interest in, or may be forced to sell, some of its properties.

Commodity prices are also affected by macroeconomic factors including confidence in the global monetary system, expectations of the future rate of inflation, the strength of (and confidence in) the US dollar and other currencies, interest rates, and global or regional political or economic events.

China is currently the largest purchaser in the market of iron ore. A slowdown in the Chinese economy, or a decline in the scale of infrastructure projects in China, is likely to impact iron ore prices negatively in the future, which in turn could have a material impact on the Group's finances, operations and results.

### ***Exchange rates***

The Group reports in Australian dollars. Fluctuations in exchange rates between currencies in which the Group invests, reports or derives income, may cause fluctuations in the Group's financial results that are not necessarily related to the Group's underlying operations. This may result in additions to the Group's reported costs or reductions in the Group's reported revenues.

The Assore Final Subscription is denominated in GBP, the Sumitomo Share Subscription is denominated in Japanese Yen and the Placing is denominated in GBP. The use of proceeds in Gabon will principally be denominated in US\$. Accordingly, exchange rate movements could have an adverse effect on drilling and other activities in Gabon that would otherwise be funded by the proceeds of the Assore Final Subscription, the Sumitomo Share Subscription and the Placing.

#### ***Environmental, health and safety and other regulatory standards***

The Group's operations are subject to various laws and regulations relating to the protection of the environment (including regular environmental impact assessments and the obtaining of appropriate permits or approvals by relevant environmental authorities) and the Group is also required to comply with applicable health and safety and other regulatory standards. Environmental legislation in particular can, in certain jurisdictions, comprise numerous regulations which might conflict with one another and which cannot be consistently interpreted. Such regulations typically cover a wide variety of matters including, without limitation, prevention of waste, pollution and protection of the environment, labour regulations and worker safety. The Group may also be subject under such regulations to clean-up costs and liability for toxic or hazardous substances which may exist on or under any of its properties or which may be produced as a result of its operations. The Company intends that the Group will operate in accordance with the highest standards of environmental practice and comply in all material respects with applicable environmental laws and regulations however full compliance may not always be ensured.

Any failure to comply with relevant environmental, health and safety and other regulatory standards may subject the Group to extensive liability and fines and/or penalties and have an adverse effect on the business and operations, financial results or financial position of the Group. In particular, a violation of health and safety laws relating to a mine, or other plant or a failure to comply with the instructions of the relevant health and safety authorities could lead to, among other things, a temporary shutdown of all or a portion of the mine, or other plant, a loss of the right to mine or to use other plant, or the imposition of costly compliance procedures. If health and safety authorities require the Group to shut down all or a portion of a mine, or other plant or to implement costly compliance measures, whether pursuant to existing or new health and safety laws and regulations, such measures could have a material adverse effect on the Group's results or operations or financial condition. Furthermore, the future introduction or enactment of new laws, guidelines and regulations could serve to limit or curtail the growth and development of the Group's business or have an otherwise negative impact on its operations. Any changes to, or increases in the current level of regulation or legal requirements may have a material adverse effect upon the Group in terms of additional compliance costs.

Mining operations have inherent risks and liabilities associated with pollution of the environment and the disposal of waste products occurring as a result of mineral exploration and production. Laws and regulations involving the protection and remediation of the environment and the governmental policies for implementation of such laws and regulations are constantly changing and are generally becoming more restrictive. Although the Board believe that the Group will be in compliance in all material respects with applicable environmental laws and regulations and will hold all necessary approvals and permits under those laws and regulations by the time operations commence, there are certain risks inherent in the Group's activities and those which it anticipates undertaking in the future, such as, but not limited to, risks of accidental spills, leakages or other unforeseen circumstances, that could subject the Group to potential liability. The Company therefore cannot give any assurance that, notwithstanding its precautions, breaches of environmental laws (whether inadvertent or not) or environmental pollution will not materially and adversely affect its financial condition and its results from operations.

#### ***Sovereign risks***

The Group may be adversely affected by changes in economic, political, judicial, administrative, taxation or other regulatory factors, in Gabon, in Australia, in the UK or elsewhere. These risks and uncertainties include, but are not limited to: inflation; labour unrest; risk of war or civil unrest; expropriation and nationalisation; renegotiations or nullification of existing concessions, permits and contracts; illegal mining; changes in taxation policy; restrictions on foreign exchange and repatriation; terrorist activities; extreme fluctuations in currency exchange rates and changing political conditions, currency controls and government regulations that favour or require the awarding of contracts to local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction.

No assurance can be given regarding the future stability of any countries in which the Group chooses to operate.

The Company is subject to extensive controls and regulations imposed by various levels of government that may be amended from time to time. Changes in government regulations and policies may adversely affect the financial performance of the current and proposed operations generally of the Company.

#### ***Retention of key business relationships***

The Group will rely significantly on strategic relationships with other entities, on good relationships with regulatory and governmental departments and upon third parties to provide essential contracting services. There can be no assurance that its existing relationships will continue to be maintained or that new ones will be successfully formed, and the Group could be adversely affected by changes to such relationships or difficulties in forming new ones. Any circumstance which causes the early termination or non-renewal of one or more of these key business alliances or contracts, such as the Administration Services Agreement and the Omega Services Contract, details of which are set out in paragraphs 6.7, 8.10 and 8.11 of Part VI of this document, could adversely impact the Group, its business, operating results and prospects.

#### ***The Group's objectives may not be fulfilled***

The ability of the Board to implement the Group's strategy could be adversely affected by changes in the economy and/or industry in which it operates. Although the Group has a clearly defined strategy and the Board is optimistic about its prospects, there can be no guarantee that its objectives or any of them will be achieved on a timely basis or at all.

## **2. Risks Related to Gabon**

### ***General***

The Company's operations are located primarily in Gabon. African economies in general are emerging markets and are such as different from those in more developed countries in many respects including economic structure, government, level of development, growth rates and foreign exchange controls.

Investors in emerging markets such as Gabon should be aware that these markets are subject to greater risk than more developed markets, including in some cases significant legal, economic and political risks.

Investors should also note that emerging economies are subject to rapid change and that the information set out in this document may become outdated relatively quickly. Accordingly, investors should exercise particular care in evaluating the risks involved and must decide for themselves whether, in light of those risks, an investment in the Company is appropriate. Generally, investment in emerging markets is only suitable for sophisticated investors who fully appreciate the significance of the risks involved and investors are urged to consult with their own legal and financial advisers before making an investment in the Ordinary Shares.

### ***Economic and political and other regulatory risks***

The Group conducts its principal exploration in Gabon. The Directors are hopeful that the Gabonese Government will continue to support the ongoing exploration by foreign investors. However, there can be no assurance that future political and economic conditions in Gabon will not result in its Government adopting different policies in relation to foreign development and ownership over rights to exploit. Any such changes in policy may result in changes in laws affecting ownership of assets, taxation, rates of exchange, environmental protection, labour relations, repatriation of income, return of capital and other areas, each of which may affect both the Group's ability to undertake operations and development activities in respect of the manner currently contemplated, as well as its ability to continue to explore in, and produce from, those properties in respect of which it has obtained exploration and production rights to date.

### ***Crime and Corruption***

Businesses in Africa may be subject to the influences of criminal elements or other forms of corruption.

The Group may have to cease or alter certain activities or liquidate certain investments as a result of criminal threats or activities. Further, sometimes, legal rights may be difficult to enforce in the face of corruption. Prospective counterparties to the Group may seek to structure transactions in an irregular fashion, to evade fiscal or legal requirements. They may also deliberately conceal information from the Group and its advisers or provide inaccurate or misleading information.

Alleged or actual involvement by the Group, its Directors or officers in corruption or other illegal activity by such persons, could significantly damage the Group's reputation and its ability to do business and could materially adversely affect its financial condition, results of operations and share price.

### ***Bribery***

It is generally recognised that bribery is more prevalent in emerging markets such as Gabon. The Group adopted a formal Anti-Corruption and Bribery Policy in 2014 which applies to all staff, consultants and contractors that work with the Group across its operations. Based on the UK Bribery Act 2010, the policy seeks to ensure that the Group operates in an ethical and transparent manner in all business dealings and that the Company has a mechanism for staff to alert management should any issues or incidents occur. The Group will continue to review its anti-corruption procedures to ensure that they are sufficiently robust to prevent corruption and to mitigate the risk of any member of the Group committing an offence under applicable bribery legislation. There can be no guarantee that the employees of the Group or its other associates will abide by these procedures and as such the Group, its Directors and employees of the Group could be exposed to criticism or prosecution under the UK's Bribery Act 2010 or similar legislation in other jurisdictions.

### ***Gabonese legal system***

Gabon's legal system is based on the French model, with a written code of commercial law. There is a risk, however, that the law may not be consistently applied; Gabon's judicial bodies may be subject to political influence, which could create uncertainty concerning fair treatment and the sanctity of contracts. While foreign court and international arbitration decisions are accepted, enforcement may be difficult.

Gabon is a member of the International Centre for the Settlement of Investment Disputes (ICSID) and the New York Convention of 1958 on the Recognition and Enforcement of Foreign Arbitral Awards. However, Gabon has not adopted specific legislation to enforce awards resulting from ICSID or New York Convention decisions. Gabon is also a party to the World Trade Organisation (WTO), the Multilateral Investment Guarantee Agency (MIGA), and the Organisation for Business Law Harmonisation in Africa (OHADA), which provides an International Court of Justice and Arbitration (CCJA) common to its 16 member countries for the settlement of conflicts related to business law implementation.

Gabon could, in future, have legal systems that result in risks such as: (i) potential difficulties in obtaining effective legal redress in the courts of such jurisdictions, whether in respect of a breach of law or regulation, or in an ownership dispute; (ii) a higher degree of discretion on the part of governmental authorities; (iii) the lack of judicial or administrative guidance on interpreting applicable rules and regulations; (iv) inconsistencies or conflicts between and within various laws, regulations, decrees, orders and resolutions; and (v) relative inexperience of the judiciary and courts in such matters.

The commitment of local business people, government officials and agencies and the judicial system to abide by legal requirements and negotiated agreements may be more uncertain, creating particular concerns with respect to licences and agreements for business. These may be susceptible to revision or cancellation and legal redress may be uncertain or delayed. There can be no assurance that property title, or other legal arrangements will not be adversely affected by the actions of government authorities or others and the effectiveness of and enforcement of such arrangements in these jurisdictions cannot be assured.

### ***New Mining Code***

In April 2013 the Council of Ministers of Gabon approved a draft of the New Mining Code which is due to replace the current Mining Code once it has been promulgated by the President. The draft of the New Mining Code submitted to the National Assembly (being the latest available version of the New Mining Code as at the date of this document) proposed the following principal changes to the Mining Code: (i) provision for the state to have a free carry set at 10 per cent. and an optional cash participation of 25 per cent. in the capital of the company holding the mining licences; (ii) the requirement to present an industrialisation plan whereby a portion of the production (to be confirmed in the relevant "Mining



Convention”) will be processed locally; (iii) a maximum of 3 exploration permits (each covering a maximum area of 1500 sq. km) to be granted to any holder; (iv) changes to the tax rate; (v) simplification of the exploration licensing process; and (vi) the establishment of a mining register. The Group may therefore be obligated to adhere to more stringent requirements than are currently in force, including for example environmental and social responsibility commitments. The Group may also be subject to a different tax regime and state participation rules which may have an adverse effect upon the financial position of the Group. As at the date of this document, it is not clear when the New Mining Code will come into force. Until the New Mining Code is published, the Company cannot fully evaluate the economic impact it will have on the Group.

### ***Land title***

Whilst the Group is satisfied that it has taken reasonable measures to ensure an unencumbered right to exploit its licence areas in Gabon, they are subject to greater risks than more developed markets, including significant legal, economic and political risks.

### ***Currency fluctuations***

Currency fluctuations may affect the costs that the Group incurs at its operations. Iron ore is sold throughout the world based principally on a US Dollar price, but a portion of the Group’s operating expenses are incurred in CFA francs. The appreciation of the CFA franc against the US Dollar would increase the costs of iron ore production at such mining operations which could materially and adversely affect the Company’s earnings and financial condition.

### ***Health Risks***

HIV/AIDS, tuberculosis (which is exacerbated in the presence of HIV/AIDS), typhoid and malaria are major healthcare challenges in Gabon. Malaria is a significant health risk in Central, West and East Africa where the disease assumes epidemic proportions because of ineffective national control programmes. This disease is a major cause of death in young children and pregnant women but also gives rise to fatalities and absenteeism in adult men. Consequently, if uncontrolled, the disease could have an adverse effect upon productivity and profitability levels of the Group’s operation. Life expectancy in Africa is also considerably below that of Western countries and this may cause potential risk to the Group due to increased medical and other costs and lower productivity. No assurance can be given that the high prevalence rate of HIV/AIDS, malaria, typhoid and other diseases in Gabon will not have a material adverse effect on the Group’s operations.

### ***Ebola Virus Risk***

There exists a risk that the significant outbreak of Ebola Virus Disease (“**Ebola**”) in Guinea, Liberia and Sierra Leone will worsen and spread to nearby countries such as Gabon, where the Company’s key Projects are located. Although there have not been any reported cases of Ebola in Gabon as at the date of this document, if the outbreak spreads to Gabon, there are risks and uncertainties that the Company may suffer loss including, but not limited to, loss of personnel, loss of access to resources, loss of contractors, loss of ability to attract and retain personnel, delays or increased costs in developing its projects and an adverse impact on the share price of the Company.

As a result of the Ebola outbreak, there are currently travel restrictions in place in many West African countries with many land borders closed and suspension of flights. These restrictions may have an immediate impact on the operations of the Company in terms of access to resources and supplies from neighbouring countries, access to its projects by key management personnel, disruption to operations and delays or increased costs in accessing resources and supplies.

While the Company will seek to manage the affect of Ebola on its personnel and operations, if and when necessary, there can be no assurance that Ebola will not have an adverse effect on the future operations of the Company’s projects in Gabon or an investment in the Company.

### ***Political Risk***

The former President of Gabon, Omar Bongo Ondimba, who had been in office since 1967, died in June 2009. On 30 August 2009, Ali Bongo Ondimba, the son of the late President, won the ensuing presidential election. The announcement of the election results triggered very violent protests, leading to the deaths

of several people, throughout the country and in particular in Libreville and Port-Gentil, where rioters set fire to the French Consulate. In addition, complaints were made regarding the validity of the election and eleven requests were submitted by, in particular, nine candidates in the election to the Supreme Court (Cour Constitutionnelle) for cancellation of the vote. However, the Supreme Court, in October 2009, rejected these requests and a poll recount confirmed the election of Ali Bongo Ondimba as the new President of Gabon.

Four years after his election, Ali Bongo Ondimba's Presidency remains contested by a large part of the opposition and he has been faced with several challenges to his rule. To date, the greatest challenge was in January 2011 when André Mba Obame, a runner-up to the election and former Secretary General of the now defunct opposition party Union Nationale, proclaimed himself as President of Gabon in violation of the Country's constitution. Mba Obame occupied the headquarters of the United Nations Development Programme for over a month and during that time his supporters were responsible for several outbreaks of violence.

Gabon is a one-party dominant state and there is no real challenge to the PDG (Parti démocratique gabonais) as the opposition in Gabon has been weak, disorganised and short-lived. For example, the Union Nationale party was created in February 2010 and was dissolved less than a year later in January 2011. As a further example, the boycott by the main opposition parties of the December 2011 legislative elections led to a landslide victory for the PDG, the President's party. Consequently, for many, the only means of protest is the use of violence.

There can be no assurance that Ali Bongo Ondimba will not face further challenges to his rule. The next presidential elections are expected to take place in 2016. No assurance can be given that these elections will not generate political instability or that after such elections the current reforms and policies will continue.

### **3. Risks Related to Australia**

#### ***Australian Native Title***

The existence of native title claims and determinations in the area of the Company's tenements means that the Company is obliged to comply with the processes and procedures set out in the *Native Title Act 1993* (Cth) ("NTA"), if the tenements impact or affect native title in any way. These processes and procedures can result in the Company incurring delay and cost in carrying out its projects.

The Company notes that all of the Australian tenements currently held by the Company are affected by registered native title claims. Currently: IronRidge has satisfied the native title requirements for EPMs 25115, 19164, 18534, 16261, 16260 and 19419 by:

- (1) excluding areas from EPMs 19164 and 18534 which may be subject to native title;
- (2) complying with the Native Title Protection Conditions for EPMs 16261 and 16260; and
- (3) complying with the Native Title Protection Conditions for EPM 25155 and EPM 19419 as well as a "Top-up Agreement" with the Wulli Wulli People.

The Company has not sought approval or consent from any existing native title claimants to the grant of any other future interests, including mining leases. The Company will need to enter the right to negotiate or negotiate an ILUA should it wish to obtain future interests over the land not addressed above.

These procedures may take considerable time, involve the negotiation of significant agreements, involve a requirement to negotiate for access rights, and require the payment of compensation to those persons holding or claiming native title in the land which is the subject of the proposed future interest. As a result of this, the administration of native title issues can sometimes have an impact on the position of the Company in terms of its cash flows, financial performance, business development and ability to pay dividends.

### ***Outstanding Rent***

The holders of granted EPs are required to pay rent on the tenements pursuant to section 138 of the Mineral Resources Act. The amount of rent payable on an EP is calculated under the Mineral Resources Act and Mineral Resources Regulations according to the number of sub-blocks within the EP multiplied by the amount prescribed under a regulation for the year. Rent is due and payable annually, on or before either the anniversary of either the grant of the exploration permit, or the day the renewal was granted, whichever applies (s 138 Mineral Resources Act).

There is an amount of AU\$8,576.60 now due and owing by the Company in respect of the rental on EPM 19164.

There is an amount of AU\$1,014.07 now due and owing by the Company in respect of the rental on EPM 16260.

There is no financial penalty for late payment of rent on EPs. However, if the holder of an EP has failed to pay the rent payable by the due date, the EP may be cancelled (s 160(2) Mineral Resources Act). The decision to cancel an EP is discretionary. Further, failure to pay rental on an EP may result in the rejection of an application to renew the exploration permit at the end of its current term (s 147A(1) Mineral Resources Act).

### ***Overlapping Tenements***

PPL 154 (held by a third party) traverses EPMs 19164, 18534 and 25115. Where an EP overlaps a PPL, an authorised activity for the EP or PPL can only be carried out on the overlapping land if the holder has agreed in writing or alternatively, affect the carrying out of an authorised activity under the PPL that has already started.

A third party has commenced activities in relation to the construction of a pipeline within PPL 154. Therefore, if IRR intends to undertake activities within the area of PPL 154, it will need to either:

- (a) reach agreement with that third party if IRR's activities will adversely impact on activities of the third party which have already started; or
- (b) arrange its activities such that they do not adversely impact on activities of the third party which have already started.

### ***Renewal Risks***

EPM 18534 expired on 11 October 2014. A renewal application was lodged on 20 June 2014 within the required timeframe of section 147 of the Mineral Resources Act. There is a risk that this renewal application will not be approved by the Minister (being the Minister administering the Mineral Resources Act from time to time) as the Company did not meet the minimum expenditure requirements in respect of the previous term of EPM 18534.

### ***Australian Aboriginal Cultural Heritage***

In Queensland, the *Aboriginal Cultural Heritage Act 2003* (Qld) impose duties of care which require persons, including the Company, to take all reasonable and practical measures to avoid damaging or destroying Aboriginal cultural heritage. This obligation applies across Queensland and requires the Company to develop suitable procedures to discharge its duty of care in order to avoid exposure to substantial financial penalties if its activities damage items or areas of cultural significance.

To develop these procedures will require input from Aboriginal parties and the Company will likely have to deal with several indigenous individuals or corporations to identify and manage cultural heritage issues. This could result in the Company requiring lengthy lead times to manage cultural heritage for their projects.

Changing attitudes to environmental, land care, cultural heritage and indigenous land rights' issues, together with the nature of the political process, provide the possibility for future policy changes. There is a risk that such changes may affect the Company's exploration plans or, indeed, its rights and/or obligations with respect to the tenements.

### ***Land access***

In Queensland, an exploration permit holder is required to reach agreement with each land owner and occupier prior to carrying out any advanced activity on private land. The agreement is in respect to how and when mineral exploration activities may be carried out and the compensation liability of the tenement holder to the relevant land owner or occupier.

Where agreement cannot be reached with an owner or occupier within 20 business days from the commencement of negotiations, a tenement holder or a land owner or occupier may request for the matter to be the subject of a negotiation conference, or alternatively, to be the subject of an alternative dispute resolution process. Where a negotiation conference or alternative dispute resolution process fails to produce an agreement between the tenement holder and the land owner or occupier, either party may commence proceedings in the Queensland Land Court (“**Land Court**”). If proceedings are commenced in the Land Court, pending resolution of those proceedings, the tenement holder may undertake activities on the land despite there being no agreement in existence with the land owner or occupier.

The process to seek land access in Queensland to undertake mineral exploration activities can therefore be both timely and costly.

### ***Insufficient expenditure***

The Company has not met the expenditure commitments to date for EPM 18534. For EPM 18534, the Company is required to have spent AU\$257,000 to date, however it has only spent AU\$147,566. As such, the Company is AU\$109,434 behind on expenditure commitments for EPM 18534. Accordingly, due to a failure to comply with the expenditure commitments of EPM 18534, the Minister (being the Minister administering the Mineral Resources Act from time to time) may decide not to approve the renewal application currently lodged for EPM 18534.

The Company has not met the expenditure requirements to date for EPM 19164. For EPM 19164, the Company is required to have spent AU\$50,000 to date, however it has only spent AU\$40,000. As such, the Company is AU\$10,000 behind on expenditure commitments for EPM 19164. Accordingly, due to a failure to comply with the expenditure commitments of EPM 19164, the Minister (being the Minister administering the Mineral Resources Act from time to time) has the power to cancel this EPM or impose a penalty on the Company in accordance with s160(1) of the Mineral Resources Act.

Eastern has not met the expenditure commitments to date for EPM 16260. For EPM 16260, Eastern is required to have spent AU\$360,000 to date, however has only spent AU\$205,464.00. As such, Eastern is AU\$154,536 behind on expenditure commitments for EPM 16260. Accordingly, due to a failure to comply with the expenditure commitments of EPM 16260, the Minister (being the Minister administering the Mineral Resources Act from time to time) has the power to cancel this EPM or impose a penalty on the Company in accordance with s160(1) of the Mineral Resources Act.

The Company has not met the expenditure requirements to date for EPM 16261. For EPM 16261, the Company is required to have spent AU\$360,000 to date, however it has only spent AU\$339,521. As such, the Company is AU\$20,479 behind on expenditure commitments for EPM 16261. Accordingly, due to a failure to comply with the expenditure commitments of EPM 16261, the Minister (being the Minister administering the Mineral Resources Act from time to time) has the power to cancel this EPM or impose a penalty on the Company in accordance with s160(1) of the Mineral Resources Act.

## **4. General Business Risks Related to the Group**

### ***Holding company structure and restrictions on dividends***

The Company’s operating results and its financial condition are dependent on the trading performance of members of the Group. The Company’s ability to pay dividends will depend on the level of distributions, received from the Company’s subsidiaries. Members of the Group may from time to time be subject to restrictions on their ability to make distributions to the Company, as a result of factors such as restrictive covenants contained within loan agreements, foreign exchange limitations, regulatory, fiscal or other restrictions. There can be no assurance that such restrictions will not have a material adverse effect on the Group’s business, operating results and financial condition. IronRidge Gabon is required to set

aside an amount equal to 10 per cent. of its annual profits to a legal reserve. Funds may only be released from the reserve until such time as the reserve fund exceeds a sum equal to 20 per cent. of the issued share capital.

The Company has not, since the date of its incorporation, declared or paid any dividends on its Ordinary Shares, and does not currently have a policy with respect to the payment of dividends. The Company does not plan to pay cash dividends on its Ordinary Shares for the foreseeable future although this will be reviewed periodically by the Board.

#### ***Risks associated with the need to maintain an effective system of internal controls***

The Group's future growth and prospects will depend on its ability to manage growth and to continue to maintain, expand and improve operational, financial and management information systems on a timely basis, whilst at the same time maintaining effective cost controls. Any damage to, failure of or inability to maintain, expand and upgrade effective operational, financial and management information systems and internal controls in line with the Group's growth could have a material adverse effect on the Group's business, financial condition and results of operations.

#### ***General economic climate and political risk***

The proposed operations of the Group will be in a foreign jurisdiction where there may be a number of associated risks over which it will have no control and which may affect its operations, business and profitability. These may include general economic, social or political instability or change, global or regional political events and international events, the supply and demand of capital, growth in gross domestic product, employment trends and industrial disruption, international economic trends, terrorism, hyperinflation, currency non-convertibility or instability/ fluctuations, changes of laws affecting foreign ownership, government participation and monetary policies, taxation, working conditions, rates of exchange, exchange control, the level of interest rates and the rate of inflation, exploration and other licensing approvals. All such factors, as well as a range of other market forces, have a significant influence on demand, business costs, stock market prices and the outlook for projects and companies and the actual and potential returns to investors.

#### ***Further funding requirements***

Although the Board believe the proposed funds to be raised pursuant to the Fundraising will be sufficient for at least the 12 months following Admission and to implement the Company's strategy going forward, the Company may need to raise additional funds in order to fulfil its stated objectives. There is no guarantee that the prevailing market at that time will allow for such a raising or that new investors will be prepared to subscribe for Ordinary Shares at or above the Placing Price. Any additional funding will dilute shareholdings and debt financing, if available, may involve restrictions on financing and operating activities. Failure to obtain additional funding on acceptable terms, or at all, could have a material adverse effect on the financial condition and prospects of the Group.

#### ***The competitive environment***

The mining industry is intensely competitive in all of its phases. A number of other mining companies may seek to establish themselves in countries in which the Group operates and have already, or may be allowed to, tender for exploration and mining permits and other services, supplies or contracts, thereby providing competition to the Group. The Group will compete with numerous other local and international companies and individuals, including larger competitors with access to greater financial, technical and other resources than the Group, which may give them a competitive advantage in the exploration for and commercial exploitation of attractive properties. In addition, actual or potential competitors may be strengthened through the acquisition of additional assets and interests and competition could adversely affect the Group's ability to acquire suitable additional properties in the future.

The Group's success will depend on its ability to develop the Projects and in addition, select and acquire exploration and development rights on properties and there can be no assurance that the Group will continue to be able to compete successfully with its rivals.

### ***Market perception***

Market perception of smaller extraction companies, as well as all mining companies, in general, may change which could impact on the value of investors' holdings and the ability of the Group to raise further funds through the issue of further Ordinary Shares in the Company or otherwise.

### ***Insurance coverage and uninsured risks***

The Group plans to insure its operations in accordance with industry practice and the Group's needs and circumstances and plans to insure against the risks it considers appropriate. However, the Group's insurance may not cover all potential risks associated with the Group's business. In addition, the Group may elect not to have insurance against certain risks, due to the high premium costs associated with insuring those risks or for various other reasons, including an assessment that the risks are remote.

Furthermore, as a participant in extraction/mining activities, the Group may not be able to obtain insurance coverage at all or at acceptable premiums and some forms of insurance protection used in western countries may be unavailable in Gabon. In the event that insurance coverage is not available or the Group's insurance is insufficient to fully cover any losses, claims and/or liabilities incurred, the Group's business and operations may be disrupted and its financial results or financial position adversely affected. In addition, the payment by the Group's insurers of any insurance claims may result in increases in the premiums payable by the Group for its insurance cover and adversely affect the Group's financial performance. In the future, some or all of the Group's insurance coverage that is currently available may become unavailable or prohibitively expensive.

The Group's business is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes or slowdowns, unusual or unexpected geological formations or other geological or grade problems, ground or slope failures, cave-ins, flooding, rock bursts, changes in the regulatory environment or laws, and natural phenomena such as earthquakes, inclement or hazardous weather conditions and floods. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to the Group's properties or the properties of others, delays in development or mining, monetary losses and possible legal liability.

Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to the Group or to other companies in the mining industry on acceptable terms. The Group might also become subject to liability for pollution or other hazards which may not be insured against or which the Group may elect not to insure against because of premium costs or other reasons. Losses from these events may cause the Group to incur significant costs that could have a material and adverse effect upon the Group's financial performance and results of operations.

### ***Taxation***

This document has been prepared in accordance with current Australian and UK tax legislation, practice and concession and interpretation thereof. Any change in the Group's tax status or the tax applicable to a holding of Ordinary Shares or in taxation legislation or its interpretation, could affect the value of the investments held by the Group, affect the Group's ability to provide returns to Shareholders and/or alter the post-tax returns to Shareholders. It should be noted that the information contained in paragraphs 1 and 2 of Part IV of this document relating to the taxation of the Group and its investors is based upon current tax law and practice which is subject to legislative change. The taxation of an investment in the Company depends on the individual circumstances of investors.

### ***Litigation***

While the Group currently has no material outstanding litigation, there can be no guarantee that the current or future actions of the Group will not result in litigation since there have been a number of cases where the rights and privileges of natural resource companies have been the subject of litigation and the mining industry, as with all industries, may be subject to legal claims, both with and without merit, from time to time. The Board cannot preclude that such litigation may be brought against the Group in the future. Defence and settlement costs can be substantial, even with respect to claims that have no merit.

Due to the inherent uncertainty of the litigation process, there can be no assurance that the resolution of any particular legal proceeding will not have a material adverse effect on the Group's financial position, results or operations. The Group's business may be materially adversely affected if the Group and/or its employees or agents are found not to have met the appropriate standard of care or not exercised their discretion or authority in a prudent or appropriate manner in accordance with accepted standards.

## **5. Risks Related to the Fundraising, Admission and the Ordinary Shares**

***The trading price of the Ordinary Shares may be volatile and you might not be able to sell your Shares at or above the Placing Price.***

Although the Company is applying for the Enlarged Share Capital to be admitted to trading on AIM, there can be no assurance that an active or liquid trading market for the Ordinary Shares will develop or, if developed, that it will be maintained. AIM is a market designed primarily for emerging or smaller growing companies which carry a higher than normal financial risk and tend to experience lower levels of liquidity than larger companies. Accordingly, AIM may not provide the liquidity normally associated with the Official List or some other stock exchanges. The Ordinary Shares may therefore be difficult to sell compared to the shares of companies listed on the Official List and the share price may be subject to greater fluctuations than might be the case on other markets.

The Company is principally aiming to achieve capital growth and, therefore, Ordinary Shares may not be suitable as a short-term investment. The share price may be subject to greater fluctuation on small volumes of shares traded, and thus the Ordinary Shares may be difficult to sell at a particular price. Prospective investors should be aware that the value of an investment in the Company may go down as well as up and that the market price of the Ordinary Shares may not reflect the underlying value of the Company. There can be no guarantee that the value of an investment in the Company will increase. Investors may therefore realise less than, or lose all of, their original investment.

The share prices of publicly quoted companies can be highly volatile and the market in their shares illiquid. The price at which the Ordinary Shares are quoted and the price which investors may realise for their Ordinary Shares may be influenced by a large number of factors, some of which are general or market specific, others which are sector specific and others which are specific to the Group and its operations. These factors include, without limitation, the performance of the Company and the overall stock market, large purchases or sales of Ordinary Shares by other investors, changes in legislation or regulations and changes in general economic, political or regulatory conditions and other factors which are outside of the control of the Company. Shareholders may sell their Ordinary Shares in the future to realise their investment. Sales of substantial numbers of Ordinary Shares following Admission, or the perception that such sales could occur, could materially adversely affect the market price of the Ordinary Shares. Such sales may also make it more difficult for the Company to sell equity securities in the future at a time and price that is deemed appropriate. There can be no guarantee that the price of the Ordinary Shares will reflect their actual or potential market value or the underlying value of the Group's net assets and the price of the Ordinary Shares may decline below the Placing Price.

The following factors, in addition to other risks described in this document, may have a significant effect on the market price of the Ordinary Shares:

- variations in operating results;
- actual or anticipated changes in the estimates of operating results or changes in stock market analyst recommendations regarding the Ordinary Shares, other comparable companies or the industry generally;
- macro-economic conditions in Gabon;
- foreign currency exchange fluctuations relating to the denominations in which the Group conducts business and holds cash reserves;
- market conditions in the industry, the industries of customers and the economy as a whole;
- actual or expected changes in the Group's growth rates or competitors' growth rates;

- changes in the market valuation of similar companies;
- trading volume of the Ordinary Shares;
- sales of the Ordinary Shares by the Directors or Shareholders; and
- adoption or modification of regulations, policies, procedures or programmes applicable to the Group's business.

In addition, if the market for mining stocks or the stock market in general experiences loss of investor confidence, the trading price of the Ordinary Shares could decline for reasons unrelated to the Group's business, financial condition or operating results. The trading price of the Ordinary Shares might also decline in reaction to events that affect other companies in the industry, even if these events do not directly affect the Group. Each of these factors, among others, could harm the value of an investment in the Ordinary Shares. In the past, following periods of volatility in the market, securities litigation has often been instituted against companies. Such litigation, if instituted against the Group, could result in substantial costs and diversion of management's attention and resources, which could materially and adversely affect the business, operating results and financial condition of the Group.

***Future equity issuances or sales of the Ordinary Shares in the public market could cause the share price to decline***

If the Company issues equity securities in the future or if Shareholders sell a substantial number of the Ordinary Shares in the public market after Admission, or if there is a perception that these sales or issuances might occur, the market price of the Ordinary Shares could decline.

The Company may issue Ordinary Shares, or other securities, from time to time as consideration for future acquisitions and investments. In the event any such acquisition or investment is significant, the number of Ordinary Shares, or the number or aggregate principal amount, as the case may be, of other securities that the Company may issue may in turn be significant, causing further downward pressure on the Company's share price.

The Board will have broad discretion over the use and investment of the net proceeds from the Fundraising, and Shareholders will be relying on the judgment of the Board regarding the application of these net proceeds.

***Dilution of Shareholders' interests***

During the life of the Options granted by the Company, as detailed paragraph 7 of Part VI of this document, the holders are given an opportunity to profit from a rise in the value of the Ordinary Shares with a resulting dilution in the interest of the other Shareholders.

***Published research***

The trading market for the Ordinary Shares will depend, in part, on the research and reports that securities or industry analysts publish about the Group or its business. The Board may be unable to sustain coverage by well-regarded securities and industry analysts. If either none or only a limited number of securities or industry analysts maintain coverage of the Company, or if these securities or industry analysts are not widely respected within the general investment community, the trading price for the Ordinary Shares could be negatively impacted. In the event that the Group obtains securities or industry analyst coverage, if one or more of the analysts who cover the Company downgrade their recommendations in respect of the Ordinary Shares or publish inaccurate or unfavourable research about the Group's business, the share price would be likely to decline. If one or more of these analysts cease coverage of the Company or fail to publish reports regularly, demand for the Ordinary Shares could decrease, which might cause the share price and trading volumes to decline.

***Shareholder tax***

Investors should take their own tax advice as to the consequences of acquiring and owning Ordinary Shares as well as receiving dividends and other distributions from the Company. In particular investors should be aware that ownership of Ordinary Shares can be treated in different ways in different jurisdictions.



***The Ordinary Shares are subject to restrictions on transfers under US legislation***

The Ordinary Shares have not been registered in the United States under the Securities Act or under other applicable securities law and are subject to restrictions on transfer contained in such law. They may not be resold in the United States, except pursuant to an exemption from the registration requirements of the Securities Act and applicable state securities law.

***The Company does not intend to create a public market in the United States for resales of the Ordinary Shares***

The Ordinary Shares constitute “restricted securities,” as defined in Rule 144 under the Securities Act, and, accordingly, are not freely tradable in the United States. The Company does not intend to list the Ordinary Shares on an established securities exchange, have them quoted on an automated inter-dealer quotation system or otherwise create a public market in the United States for resale of the Ordinary Shares.

***No Takeover Protection under Takeover Code***

As a company incorporated in Australia, the rights of shareholders are governed by Australian law. The rights of shareholders under Australian law differ in some respects from the rights of shareholders of companies incorporated in the UK. As the Company is incorporated in Australia the Takeover Code (which regulates takeovers and substantial shareholders) does not apply to it. Please refer to paragraph 11 of Part I of this document for a summary of the takeover protections provided by the Corporations Act.

**PART III**  
**COMPETENT PERSON'S REPORT**

# AN INDEPENDENT COMPETENT PERSON'S REPORT ON THE ASSETS OF IRONRIDGE RESOURCES LIMITED



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# AN INDEPENDENT COMPETENT PERSON'S REPORT ON THE ASSETS OF IRONRIDGE RESOURCES LIMITED

Report Prepared for:  
**IRONRIDGE RESOURCES LIMITED**  
&  
**SP ANGEL CORPORATE FINANCE LLP**

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#### Client Feedback

We merit all comments received from our clients, take pride in providing an excellent service and place value on our ability to correct error. Should you wish to comment on any aspect of the service that an individual staff member has provided, or else the company as a whole, please feedback a reply to the email address [clientfeedback@srkexploration.com](mailto:clientfeedback@srkexploration.com), or if appropriate else write in confidence to our Managing Director at the address above.

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# AN INDEPENDENT COMPETENT PERSON'S REPORT ON THE ASSETS OF IRONRIDGE RESOURCES LIMITED

## EXECUTIVE SUMMARY

### Background

IronRidge Resources Limited (“IronRidge”) is a mineral exploration company with its headquarters located in Brisbane, Australia and majority-owned by DGR Global Limited (ASX:DGR). IronRidge’s focus is on the discovery and development of high-quality iron ore projects in Africa.

Through its wholly owned subsidiary, IronRidge Gabon SA, IronRidge holds exclusive exploration rights over two iron ore assets in the Gabonese Republic named Tchibanga and Belinga Sud. These projects are IronRidge’s key assets for future development towards quantifiable Mineral Resources. In total IronRidge currently hold 5,352km<sup>2</sup> of exclusive exploration ground across Gabon

IronRidge also hold a number of minor assets in Queensland, Australia, both directly (the Quaggy Creek nickel sulphide project and Tholstrups licence) and through its wholly owned subsidiary, Eastern Exploration Pty Ltd, (the Cadarga 1 and Cadarga 2 licences that, with Tholstrup, are referred to as the Monogorilby Project). In total IronRidge currently hold 592km<sup>2</sup> of exclusive exploration ground across Queensland.

IronRidge believes that the global iron ore market has an excellent outlook. As such the Company has focused its exploration efforts on the emerging iron ore province in West-Central Africa and in particular in Gabon. The Company’s objective is the rapid delineation of iron mineralisation at the Tchibanga and Belinga Sud project areas. IronRidge has undertaken reconnaissance mapping and sampling in both permit areas with an aim to established proof-of-concept and the presence of Direct Shipping Ore grade iron ore at both permits. The Company strategy now is to implement an aggressive mapping campaign followed by core drilling in the 2015 field season. It is hoped that this work will lead to further drilling in 2016 and the delineation of a Mineral Resource at Tchibanga prior to the first renewal of exploration licences, due in June 2016.

### Gabonese Projects

Gabon has one of the highest GDPs per capita in the whole of Africa, with a stable and progressive government, and represents a relatively low sovereign risk to investment. It borders Equatorial Guinea and Cameroon to the north, the Republic of Congo to the east and south and by the Atlantic Ocean to the west. Gabon straddles the Equator, between latitudes 3°N and 4°S, and longitudes 8° and 15°E, covers an area of approximately 268,000km<sup>2</sup> and has an estimated population of 1.5 million people. The capital is Libreville, a port city situated on the Komo River in the northwest of the country.

While mining currently constitutes around 10% of GDP, it is expected to increase this share following a number of high-profile investments since 2004 and the sustained governmental support for the expansion of the mining sector.

Gabon is the third-largest producer of manganese and holds a quarter of the world's known reserves. The French conglomerate Eramet, via their Gabonese subsidiary company

Comilog, currently mines and exports around 3.5Mtpa of manganese concentrate from the Franceville area in the south of Gabon.

Gabon is hugely prospective for iron ore. The Belinga Iron Ore Deposit in the northwest of the country is thought to be one of the last undeveloped very large, high grade deposits in Africa.

There is now a significant amount of mineral exploration going on in Gabon for iron, gold and base metals, with companies such as Rio Tinto, Ivanhoe, Waratah, Armada, Apollo Minerals, Silver Bull, Genmin, Volta Mining, Toro Gold and Allante active in the exploration sector.

### ***Tchibanga***

The Tchibanga Project is located in the Basse-Banio department of Nyanga Province in south west Gabon, 450km SSE from Libreville. The Project is dominated by two main topographic regions reflecting the underlying geological and structural regime. In the northeast, furthest inland, the Nyanga Plain runs parallel with the Atlantic Coast at an elevation of 80-300m above mean sea level (amsl). It gently slopes towards the northeast, is approximately 20km wide and is bounded to the northeast by the Ikoundou Mountains which rise 200-300m above the plain.

The Tchibanga Project comprises two exploration licences, Tchibanga and Tchibanga Nord, which cover a combined area of 3,396km<sup>2</sup> and include over 90km of prospective lithologies, including the Mont Pelé occurrence. A number of areas of interest have already been defined by IronRidge's grab sampling programme. The Project is considered to be at an early stage of exploration.

The deposit model proposed for Tchibanga is a Neoproterozoic Iron Formation ("NIF"). NIFs formed in response to the global glaciations (more specifically deglaciation and interglacial epochs) that occurred in the Cryogenian period (850Ma to ~635Ma). NIFs themselves are essentially a fine grained, thinly bedded, ferruginous quartzite rock. NIFs globally are observed in a variety of mineralised forms; however all require a degree of supergene enrichment to upgrade their iron content towards something that is potentially economically minable.

Mineralisation at Tchibanga, as observed during SRK's site visit January 2014, appears extensive and predominantly associated with fine grained haematite and goethite that has been postulated to be a replacement of a phyllosilicate-rich rock such as schist or a phyllite that are believed to form as part of the Loukoula or M'Beia formations, both of which are thought to be continuous across the entire 90km strike length of ridge within the Project area and are accompanied with evidence of Fe mineralisation throughout.

In total 120 grab samples have been taken by IronRidge and show that the target ironstone has a mineralised Fe grade in excess of 30%, with samples being as high as 60.6% Fe. SRK has run some preliminary statistical checks on these data. This has highlighted that those samples with greater than 30% Fe represent the target ironstone mineralisation and those samples below 30% Fe representing the host rocks to this mineralisation. Two statistical populations of host rock are observed, with one population being potentially transitional to the main mineralised population and the other having a Fe grades of less than 10% and between 35% and 75% SiO<sub>2</sub>.

This study indicates that using a cut off of 54% Fe results in a potential DSO grade of 57.0% Fe and a combined SiO<sub>2</sub> and Al<sub>2</sub>O<sub>3</sub> grade of 9.9%. SRK acknowledges that deleterious

analyte levels also impact the final product quality, but generally these are expressed in price penalties rather than DSO quality specifications.

Petrological studies undertaken on some of these samples show that the key Fe bearing minerals are haematite and goethite; however, SRK notes that no commentary has yet been made on the grain size of these Fe bearing mineral phases.

Other exploration data that is available to IronRidge includes a 2008 BHP commissioned Fugro Airborne Surveys Pty Ltd. (“Fugro”) FALCON airborne gravity gradiometer (AGG) and magnetic survey over the Mayombe Hills; including much of IronRidge’s Tchibanga and Tchibanga Nord licence areas and the Milingui iron occurrence to the NW. Reinterpretation and modelling of this data on behalf of IronRidge by Southern Geoscience Consultants Pty Ltd or Australia has highlighted numerous coincident magnetic and density anomalies that require further exploration.

In terms of a potential iron mineralisation grade range for the Tchibanga project, it is SRK’s opinion that an expected range of between 54% Fe and 61% Fe is reasonable. Using a volume around target Areas 1 and 2 and the 500m relative elevation, a supergene enrichment depth of between 5m and 50m and a density of 3.2g/cm<sup>3</sup>, SRK suggests a DSO exploration target tonnage of between 48Mt and 480Mt. This tonnage range quoted reflects SRK’s current uncertainty as to the depth of the weathering profile and possible intensity of the supergene enrichment.

SRK however notes that the Tchibanga Project is located very close to the deep water port of Mayumba and therefore any tonnage of DSO will benefit from relatively low transport costs in any future mining operation.

### ***Belinga Sud***

The majority of the Belinga Sud Project is located in the Ivindo Department of Ogooue-Ivindo Province in northeast Gabon. The departmental capital, Makokou located on the north-western boundary of IronRidge’s licence is 400km east and 11-12 hours’ drive from Liberville. Topographic relief across the Belinga Sud licence is moderate and dominated by drainage geomorphology. However, a ~27km long ridge in the south of the licence reflects an uplifted crustal block that rises up to 200m above the surrounding terrain. Elevation ranges from approximately 470 m to 750 m amsl,

The licence covers 1,976km<sup>2</sup> and hosts two main iron targets, Massaha to the north and Indombo to the south. Both of these targets are considered to be Archaean Banded Iron Formations (BIF), the type of iron ore deposit which hosts the bulk of the world’s iron ore reserves. The BIFs are so named because of the well-defined banding of iron minerals and chert/quartz. It is generally accepted that the ancient deposition of gel-like iron-rich precipitates occurred in anoxic waters of greater than 200 m depth. The cyclical mixing of upwelling anoxic silica-rich hydrothermal fluids and slightly oxygenated marine water created layers of ferric oxyhydroxide precipitates and silicate minerals persevered today as BIFs.

The mineralisation observed at the Massaha target by SRK during its site visit in January 2014, suggests itabirite mineralisation, consisting of weakly magnetic and banded goethite and haemate, over a strike extent of several kilometres with a degree of supergene enrichment. While SRK did not visit the Indombo target, information supplied by IronRidge suggests a similar body of greater strike extent.



The Belinga Sud licence is located within the emerging Cameroon/Congo/Gabon Archaean iron ore belt that hosts in excess of 10 iron ore projects, with collective Mineral Resources in the region of 7Bt. The project is located 25km south of the main Belinga deposit held by the Gabonese government and seems likely to be a structurally dislocated extension of this mineralisation.

Very little historical exploration has taken place across these southern extents of the Belinga deposit and IronRidge's exploration has been restricted to 32 grab samples, 9 of which have undergone chemical assay. A review of these results shows a distinctive trend of increasing iron enrichment with silica reduction with grades at Indombo being statistically higher. SRK however note that the data so far collected is too limited to be able to draw any clear conclusions on the degree of supergene enrichment.

Belinga Sud is at an earlier stage of exploration than Tchibanga and does not benefit from current proximity to mass transport logistics, although the proposed transport route to the Belinga iron ore deposit and the wider Cameroon/Congo/Gabon Archaean iron ore belt may pass very close to this licence. SRK is encouraged however, by the similarity of the observed mineralisation to that seen at the Belinga and Batouala deposits to the north.

### Other Assets

IronRidge also hold a number of minor assets across Queensland, Australia that have undergone a varying degree of exploration. SRK has not conducted site visits to these lesser assets.

The Cadarga 1, Cadarga 2 and Tholstrups licences are located 60km southwest of Mundubbera within the Surat Basin of central southern Queensland and central northern New South Wales. IronRidge has been undertaking exploration on recently discovered high titanium laterites developed on volcanic ash/tuff/pyroclastic/breccia of Tertiary age.

Early rock chip sampling gave results up to 30% TiO<sub>2</sub>. This was supplemented with 1,084m of shallow Reverse Circulation (RC) drilling which resulted in grades consistently around 3-5% TiO<sub>2</sub> throughout the lateritic tuff profile and across a reportedly extensive area. Metallurgical test-work also carried out on this material concluded that acid attritioning or grinding to improve liberation of the Ti-minerals was required to sufficiently concentrate the rutile/ilmenite and recommend further testwork.

The Quaggy Creek licence is located 60km WNW of Mundubbera with the Glencoe licence located 25km further north. IronRidge considered both Assets as being prospective for nickel sulphide mineralisation. These licences are situated within the Yarrol Province of the New England Fold Belt that consists of Quaternary/Tertiary age continental sediments. The Quaggy Mountain is composed of basic intrusive rocks such as gabbro. This group was intruded during the Permian to Triassic.

Analysis of soil and stream sediment samples highlighted the potential for Cu-Ni-Pt-Pd mineralisation. A Sub-Audio Magnetic (SAM) survey conducted in 2011 suggested a possible near surface leaching of sulphides in a northerly dipping deposit or possibly by a southward movement of metalliferous soil and groundwaters during the Tertiary.

### Exploration Programme and Expenditure

IronRidge has, with the assistance of SRK, proposed an exploration programme across 2015/16 with a collective budget of US\$12.8M inclusive of a 10% contingency. US\$4.3M has

been allocated in 2015 for the Tchibanga licence with a further US\$3.6M for Tchibanga Nord licence. In 2016 US\$4.3M has been assigned to Belinga Sud. A further US\$300,000 has been budgeted for each of the 2015 and 2016 field seasons to be spent on the Australian Assets.

IronRidge’s strategy is to concentrate on the development of the key Iron Ore assets in Gabon and specifically to delineate DSO resources and demonstrate a viable approach towards economic extraction and transport.

IronRidge’s aim is to develop both Gabonese projects initially through an aggressive reconnaissance phase (mapping, sampling and ground geophysical programmes) aimed at delineating surface expression of the iron formations in each permit area, with a particular focus on those parts of the system which have experienced supergene enrichment to a DSO-grade iron product. This phase will allow for the location of the most appropriate drill collars to test the depth extent of this supergene enrichment at both the Tchibanga and Belinga Sud Projects.

In 2015, both Tchibanga licences will be developed consecutively and start with geological mapping and possibly ground based geophysical investigation of key areas. This will be run in parallel with the purchase of Light Detection and Ranging topographic data (“LiDAR”). This new topography would have an accuracy of at least 1-2m and therefore form the base data for all subsequent exploration activities and Mineral Resource Estimates. Alongside the reconnaissance phase work a concentrated road building programme will take place, thereby allowing for the option of ground supported core drilling.

Following this reconnaissance phase, 5,000m of ground supported core drilling will take place at Mont Pelé and across Tchibanga followed by an additional 5,000m along strike into Tchibanga Nord guided by the earlier results of the reconnaissance and geophysical programmes. This aims to produce the projects maiden Mineral Resource estimate on at least one area.

Once drilling has been completed at Tchibanga the exploration programme aims to switch to Belinga Sud. The proposed exploration programme here has been designed in a similar way as that for Tchibanga. The 2016 season will commence with a similar LiDAR survey. The data from such would be used as base maps to a 12 week reconnaissance geological mapping, ground geophysics and road building programme across the main targets within the Belinga Sud PR.

Following this reconnaissance, the drill rigs from Tchibanga will be mobilised across to the north east of the country to commence a third 5,000m ground supported core drilling programme at Belinga Sud aimed at assessing the style and extent of the mineralisation at surface and at depth. The exact location and basic parameters of this drilling will only become apparent upon the results of the detailed mapping. Core samples (standardised at 2m lengths) will be selected for standard assay and more detailed metallurgical testwork and Davis Tube recovery testwork.

All exploration and subsequent sampling is to be undertaken to internationally recognised standards and it is hoped that this drilling will result in the development of an Inferred Mineral Resource Estimate, as defined by the JORC Code

## SRK Conclusions

IronRidge has built up an iron ore portfolio of assets within Gabon and while these are considered as being at a very early stage of exploration, IronRidge has demonstrated the possibility for the Tchibanga and Belinga Sud Assets to host potentially economic mineralisation.

SRK is of the opinion that the Tchibanga Project holds the potential to host a large tonnage, low grade (30% to 40% Fe) iron occurrence. SRK recommend however that some preliminary metallurgical testwork is undertaken prior to a detailed exploration programme to ensure that the low grade material can be effectively and economically upgraded to a saleable product.

Notwithstanding this, SRK feel that the Mont Pelé plateau is at an elevation that could provide sufficient hydraulic head to promote the supergene enrichment process, a hypothesis supported by a number of the grab sample results obtained to date. Therefore, should IronRidge target a lower tonnage, higher grade resource as their exploration strategy, SRK would be more confident on the potential economics of the project should sufficient DSO tonnage be identified. This is further backed up by the proximity to mass transport logistics including roads, bridges and the port of Mayumba.

The Belinga Sud Project is at a very early stage of exploration; however does benefit from its location 25km south of the main Belinga deposit and the geological prospectivity this brings. The area has limited access which has so far hindered a more in-depth exploration programme. That said, IronRidge has performed well in these conditions, has carefully selected the licence's priority targets and has illustrated that a number of linear BIF/itabirite units exist coincident with regional airborne magnetic survey anomalies. At Indombo in particular, these units have undergone some significant supergene enrichment over a potentially large strike length. These units seem likely to be a structurally dislocated extension of the main Belinga occurrences to the north and seem to exhibit similar mineralisation styles.

The Belinga Sud Project does not currently benefit from proximity to mass transport logistics, although the proposed transport route to the Belinga iron ore deposit to the north may pass very close to IronRidge's licence. SRK is of the opinion however that the proposed exploration and development plan for this project is both suitable and merited. This programme has the potential to delineate a significant tonnage of high grade iron ore material. It is however not yet possible to comment on the potential quantity and quality of the material hosted in the licence area.

SRK assisted IronRidge in preparing their exploration programmes and budgets and are satisfied that sufficient detail has been used in designing these programmes.

These programmes meet the aims of advancing both core Gabonese assets and in targeting at least four target areas at Tchibanga. They should also result in the production of at least one Mineral Resource Estimate at each project.

SRK are of the opinion that both the budgets and programmes have been constructed in an informed and professional fashion and are merited.

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# AN INDEPENDENT COMPETENT PERSON'S REPORT ON THE ASSETS OF IRONRIDGE RESOURCES LIMITED

FILE REF: IronRidge Resources AIM CPR.docx

## 1 INTRODUCTION

### 1.1 Background

SRK Exploration Services Limited (“SRK”) is an associate company of the international group holding company, SRK Consulting (Global) Limited (the “SRK Group”). SRK has been requested by IronRidge Resources Limited (“IronRidge”, hereinafter also referred to as the “Company” or the “Client”) to produce a Competent Person’s Report (“CPR”) on the Mineral Assets of the Company comprising the Tchibanga and Belinga Sud Projects in the Gabonese Republic (“Gabon”) and the Monogorilby and Quaggy Creek Projects in the State of Queensland in the Commonwealth of Australia (“Australia”). This CPR is to be included in the “Admission Document” in the support of a listing application on to the Alternative Investment Market (“AIM”) section of the London Stock Exchange (“LSE”).

### 1.2 Requirement, Structure and Compliance

This CPR has been prepared in accordance with the AIM Rules for Companies and specifically the “Note for Mining and Oil & Gas Companies June 2009”. SRK accepts responsibility for the CPR and confirms that, to the best of its knowledge and belief, having taken all reasonable care to ensure that such is the case, the information contained in the CPR is in accordance with the facts and contains no omission likely to affect its import for the purpose of paragraphs 1.1 and 1.2 of Annex I and paragraph 1.1 and 1.2 of Annex III of the AIM Rules for Companies.

SRK has also elected to report all exploration results discussed here in accordance with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (The JORC Code, 2012 Edition). The JORC Code requires under Clauses 19, 27 and 35 that reporting of first time Exploration Results be accompanied by a technical summary of all relevant sections of Table 1 on an ‘if not, why not’ basis. This is presented in Appendix E.

This CPR has accordingly been structured on a discipline basis with key technical sections covering: the Exploration Assets, Geology, Mineralisation, Exploration Results, Exploration Targets and the Exploration Programme and Strategy to be employed by the Company. All entries, including text, tables and other data, are quoted assuming 100% ownership by the Company.

This CPR has been prepared under the direction of the Competent Persons (the CPs, see Section 1.6) as defined by the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (the JORC Code), who assume overall professional responsibility for the geological statements as presented herein. The Consent Form for each CP is presented at the end of this report. The CPR however is published by SRK, the commissioned entity, and accordingly SRK assumes responsibility for the CPR.

Unless otherwise indicated, all maps have are displayed in UTM projection with the WGS 1984 datum.



### 1.3 Effective Date and Base Technical Information Date

The effective date (the “Effective Date”) of this CPR is deemed to be 10 December 2014, and is co-incident with future cash-flow projections as they relate to the Development Strategy and Exploration Programme incorporated herein. To the knowledge of SRK, and as informed by the Company, there has been no material change in respect of the Exploration Licences since the Base Information Date (“BID”). The Development Strategy and Exploration Programme are dependent upon the following,

- technical information as generated by the Company in accordance with its annual planning process defined as the Base Information Date (“BID”), which is 10 December 2014; and
- appropriate adjustments made by SRK to technical information provided by the Company.

### 1.4 Verification, Validation and Reliance

This CPR is dependent upon technical, financial and legal input. In respect of the technical information as provided by the Company and taken in good faith by SRK, and other than where expressly stated, any figures provided have not been independently verified by means of re-calculation. SRK has, however, conducted a review and assessment of all material technical issues likely to influence the Exploration Assets, which included the following:

- an inspection visit to the core Assets of the Tchibanga and Belinga Sud Projects in Gabon on 5-12 January 2014 and 22-28 January 2014 respectively;
- discussion and questioning following access to key project and head office personnel;
- interviews with the Directors and representatives of the Company in relation to the Company and the Exploration Assets; and
- an examination of historical information and results made available by the Company in respect of the Exploration Assets.

Where fundamental base data have been provided (geological information, assay information, exploration programmes) for the purposes of review, SRK has performed all necessary validation and verification procedures deemed appropriate in order to place an appropriate level of reliance on such information.

To the knowledge of SRK, as informed by the Company, there has been no material change in respect of the Exploration Assets since 10 December 2014.

#### 1.4.1 Technical Reliance

SRK places reliance on the Company and its technical representatives that all technical information provided to SRK, as at the BID 10 December 2014, is accurate.

#### 1.4.2 Financial Reliance

In consideration of all financial aspects relating to the Exploration Assets, SRK has placed reliance on the Company that the following information for the exploration licences are appropriate as of 10 December 2014;

- operating expenditures as included in the Company’s Development Strategy and Exploration Programme;
- capital expenditures as included in the Company’s Development Strategy and Exploration Programme; and

- all statutory and regulatory payments as may be necessary to execute the Development Strategy and Exploration Programme.

The financial information referred to above has been prepared under the direction of Mr Priy Jayasuriya (the Chief Executive Officer of the Company) on behalf of the Board of Directors of the Company. Mr Jayasuriya has 14 years' experience in financial management

### 1.4.3 Legal Reliance

In consideration of all legal aspects relating to the Exploration Licences, SRK has placed reliance on the representations by the Company that the following are correct as of 10 December 2014 and remain correct until the date of the Admission Document:

- that, save as disclosed in the Admission Document, the Directors of the Company are not aware of any legal proceedings that may have any influence on the rights to explore for minerals;
- that the legal owners of all mineral and surface rights have been verified; and
- that, save as expressly mentioned in the Risk Factors of the main body of the Admission Document, no significant legal issue exists which would affect the likely viability of the exploration and production licences as reported herein.

The legal representatives of the Company in the United Kingdom are Locke Lord (UK) LLP, Business Consulting Gabon in Gabon and HopgoodGanim in Australia.

### 1.4.4 Reliance on Information

SRK believes that its opinion must be considered as a whole and that selecting portions of the analysis or factors considered by it, without considering all factors and analyses together, could create a misleading view of the process underlying the opinions presented in the CPR. The preparation of a CPR is a complex process and does not lend itself to partial analysis or summary.

SRK's opinion in respect of the Mineral Resources potential and the Exploration Programme is effective of 10 December 2014 and is based on information provided by the Company throughout the course of SRK' investigations, which in turn reflect various technical-economic conditions prevailing at the date of this report. Further, SRK has no obligation or undertaking to advise any person of any change in circumstances which comes to its attention after the date of this CPR or to review, revise or update the CPR or opinion.

## 1.5 Declaration and Consent

### 1.5.1 Declaration

SRK will receive a fee for the preparation of this report in accordance with normal professional consulting practice. This fee is not contingent on the outcome of the Admission and SRK will receive no other benefit for the preparation of this report.

Neither SRK, the Competent Persons, nor any directors of SRK have at the date of this report, nor have had within the previous two years, any shareholding in the Company, the Exploration Assets or advisors of the Company. Consequently, SRK, the Competent Persons and the directors of SRK consider themselves to be independent of the Company.

In this CPR, SRK provides assurances to the Board of Directors of the Company that the Mineral Resources potential and Exploration Programme for the Exploration Assets as

provided to SRK by the Company, and reviewed and, where appropriate, modified by SRK, are reasonable, given the information currently available.

This CPR includes technical information, which requires subsequent calculations to derive subtotals, totals and weighted averages. Such calculations may involve a degree of rounding and consequently introduce an error. Where such errors occur, SRK does not consider them to be material.

### **1.5.2 Consent**

SRK has given and has not withdrawn its written consent to the inclusion of the CPR set out in “Part III: Competent Person’s Report” of the Admission Document and references to its report and its name in the form and context in which they are respectively included in the Admission Document. SRK has authorised the contents of its report and context in which they are respectively included and has authorised the contents of its report for the purposes of paragraph 23.1 of Annex I to the AIM Rules.

Subject to the foregoing, neither the whole nor any part of this report nor any reference thereto may be included in any other document without the prior written consent of SRK as to the form and context in which it appears.

The Consent Forms for each individual CP author of this report are presented at the end of this report

## **1.6 Qualifications of Consultants**

The SRK Group, of which SRK is a subsidiary, comprises more than 1600 staff, offering expertise in a wide range of geological disciplines. The SRK Group’s independence is ensured by the fact that it holds no equity in any project. This permits the SRK Group to provide its clients with conflict-free and objective recommendations on crucial judgment issues. The SRK Group has a demonstrated track record in undertaking independent assessments of Exploration assets, resources and reserves, project evaluations and audits, CPR’s, Mineral Experts Reports and independent feasibility evaluations to bankable standards on behalf of exploration and mining companies and financial institutions worldwide. The SRK Group has also worked with a large number of major international mining companies and their projects, providing mining industry consultancy service inputs. SRK also has specific experience in commissions of this nature.

This CPR has been prepared based on a technical review by a team of five consultants sourced from SRK, (Table 1-1), and led by the Project Manager, James Gilbertson, a Principal Geologist with SRK, Fellow of the Geological Society of London and a Chartered Geologist.

The information in this report that relates to Exploration Targets and Exploration Results is based on information compiled by James Gilbertson, a Competent Person who is a Fellow of The Geological Society of London, and Howard Baker, a Competent Person who is a Fellow of The Australasian Institute of Mining and Metallurgy.

**Table 1-1 SRK technical team**

<b>Name</b>	<b>Qualification</b>	<b>Responsibility</b>
James Gilbertson	MSc, FGS, CGeol	Project Manager and Exploration Review, CP
Howard Baker	BSc, MSc, FAusIMM	Geology and Mineral Resource Potential, CP
Daniel Marsh	MSci, FGS	Geology/Geophysics
Bill Brodie Good	BSc	Geology – Belinga Sud
Gareth O'Donovan	MSc, FGS, CEng, FIMMM	Internal Review

James Gilbertson is a full-time employee and Principal Geologist with SRK Consulting. He has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Gilbertson consents to the inclusion in the report of the matters based on his information in the form and context in which it appears. Mr Gilbertson is independent of the Company, has not received, nor expects to receive, any interest, directly or indirectly, in the Projects being reported on or securities of IronRidge Resources Limited. Mr Gilbertson has not visited either of the Company's projects in Gabon, but accepts responsibility for the contents of this report based on the opinions of Mr Howard Baker and Mr Bill Brodie Good.

Howard Baker is a full-time employee and Principal Consultant (Mining Geology) of SRK Consulting (UK) Limited, who has been sub-contracted by SRK Exploration Services Limited to assist in the assessment of and reporting on the Tchibanga Project. He has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Baker consents to the inclusion in the report of the matters based on his information in the form and context in which it appears. Mr Baker is independent of the Company, has not received, nor expects to receive, any interest, directly or indirectly, in the Projects being reported on or securities of IronRidge Resources Limited. Mr Baker visited the Tchibanga project in Gabon, accompanied by Barry Stoffell, Geologist, and Amanda Geard, Geologist, (both IronRidge) between 5 January and 13 January 2014. He accepts responsibility for the geology, exploration results and conceptual exploration target for the Tchibanga Project.

## 2 IRONRIDGE RESOURCES LIMITED

This section summarises the structure of the Company, its subsidiaries and their exploration Assets.

### 2.1 Company Description

IronRidge Resources Limited (“IronRidge”) is a minerals exploration company headquartered in Brisbane, Australia. The company is a majority-owned subsidiary of ASX-listed DGR Global Limited. IronRidge is focused on the discovery and development of high-quality iron ore projects in Africa.

IronRidge holds 100% of the equity in the subsidiary company, IronRidge Gabon SA registered in the Gabonese Republic on 28 September 2012. IronRidge Gabon SA has exclusive exploration rights to two iron ore exploration assets in the Gabonese Republic, named the Tchibanga Project (comprising two adjacent exploration licences) and the Belinga Sud Project. These are the principal assets of the Company.

IronRidge Resources Limited owns 100% of the equity in the subsidiary company Eastern Exploration Pty Ltd, registered in the Commonwealth of Australia. This subsidiary owns exclusive exploration rights to two assets in Australia named Cadarga 1 and Cadarga 2. IronRidge Resources Limited has direct whole ownership of the Quaggy Creek, Tholstrups North, Glencoe and Glencoe West exploration assets in Australia.

Other entities held exclusively by IronRidge Resources Limited includes Quiver Coal Pty Ltd, registered in the Commonwealth of Australia and IronRidge Botswana (Proprietary) Limited, registered in the Republic of Botswana. SRK understands that neither of these entities holds any material assets.

The direct and indirect mineral exploration assets of the Company are listed in Table 2-1.

**Table 2-1 Summary table of IronRidge assets as of 10 December 2014**

<b>Asset (licence number)</b>	<b>Holder</b>	<b>Interest (%)</b>	<b>Type</b>	<b>Commodity</b>	<b>Licence Expiry Date</b>	<b>Area</b>	<b>Comments</b>
Tchibanga - PR G5-525	IronRidge Gabon S.A	100	Exploration	Fe Au	27/6/2016	1,977 km <sup>2</sup>	Minimum expenditure commitment over 3 years of CFA 2.8088 billion
Tchibanga Nord - PR G5-553	IronRidge Gabon S.A	100	Exploration	Fe	04/12/2016	1,399 km <sup>2</sup>	Minimum expenditure commitment over 3 years of CFA 2.5187 billion
Belinga Sud - PR G6-526	IronRidge Gabon S.A	100	Exploration	Fe Au	27/6/2016	1976 km <sup>2</sup>	Minimum expenditure commitment over 3 years of CFA 2.8088 billion
Cadarga 1 - EPM 16261	Eastern Exploration P/L	100	Exploration	All (ex. coal)	27/05/2015	18 km <sup>2</sup>	Licence extension application submitted 21/2/2013
Cadarga 2 - EPM 16260	Eastern Exploration P/L	100	Exploration	All (ex. coal)	11/06/2015	39 km <sup>2</sup>	
Tholstrups North - EPM 19419	IronRidge Resources Ltd	100	Exploration	All (ex. coal)	25/08/2017	225 km <sup>2</sup>	
Glencoe - EPM 19164	IronRidge Resources Ltd	100	Exploration	All (ex. coal)	20/09/2015	183 km <sup>2</sup>	
Glencoe West - EPM 25115	IronRidge Resources Ltd	100	Exploration	All (ex. coal)	08/04/2017	72 km <sup>2</sup>	
Quaggy Creek - EPM 18534	IronRidge Resources Ltd	100	Exploration	All (ex. coal)	11/10/2014	111 km <sup>2</sup> (reducing to 55 km <sup>2</sup> )	Renewal application submitted 20/06/2014 pending approval.

## 2.2 Members of the Board

IronRidge's management board, headed by Mr Vincent Mascolo, contained the following members as of the BID:

- Vincent Mascolo - Chief Executive Officer
- Nick Mather - Director
- Stuart Crow - Director

## 2.3 Company Strategy

IronRidge believes that the global iron ore market has an excellent outlook, driven largely by the increasing demand for iron resulting from global urbanisation, particularly in China. The Company has focused its exploration efforts on the emerging iron ore province in West-Central Africa and in particular in Gabon. Although the decision to pursue projects in Gabon was principally driven by the geological prospectivity, Gabon has one of the highest GDPs per capita in the whole of Africa, with a stable and progressive government, and represents a relatively low sovereign risk to investors.

The Company's objective in Gabon is the rapid delineation of iron mineralisation at the Tchibanga and Belinga Sud project areas. IronRidge has undertaken reconnaissance mapping and sampling in both permit areas with an aim to established proof-of-concept and the presence of DSO-grade iron ore at both permits. The Company strategy now is to implement an aggressive mapping campaign followed by core drilling in the 2015 field season. It is hoped that this work will lead to further drilling in 2016 and the delineation of a Mineral Resource for the Tchibanga Project prior to the first licence renewal period of the permits, due in June 2016.

### 3 IRON ORE ASSETS – GABONESE REPUBLIC

This section gives an overview of the Gabonese Republic and key aspects of environmental, socioeconomic and policy applicable to the Company's assets and exploration activities.

#### 3.1 Mineral Title

Through its 100% owned subsidiary, IronRidge Gabon SA, the Company holds 100% of three exclusive mineral Exploration Licences (*permis de recherche* or PR) in the Gabonese Republic, (Figure 3-1). These are the Tchibanga, Tchibanga Nord Assets (collectively named the Tchibanga Project) and the Belinga Sud Asset.

IronRidge Gabon SA was granted Prospecting Permit (AP) no. G5-525 by the Minister of Industry and Mines, Mr Régis Immongault, on 7 June 2012. This non-exclusive permit allowed prospecting for iron ore over an area of 2,937 km<sup>2</sup> in southwest Gabon (see Section 3.2 for location details). This licence has been superseded by the establishing of the Tchibanga PR (G5-525) and Tchibanga Nord PR (G5-553).

IronRidge Gabon SA was granted Exploration Licence (PR) no. G5-525 (the "Tchibanga PR") by the Minister of Industry and Mines, Mr Régis Immongault, on 28 June 2013 for the exploration for iron over an area of 1,977 km<sup>2</sup> in southwest Gabon (see Section 3.2 for location details).

IronRidge Gabon SA was granted Exploration Licence (PR) no. G5-553 (the "Tchibanga Nord PR") by the Minister of Industry and Mines, Mr Régis Immongault, on 5 December 2013 for the exploration for iron over an area of 1,399 km<sup>2</sup> in southwest Gabon (see Section 3.2 for location details). This PR is adjacent and contiguous with the Tchibanga PR

IronRidge Gabon SA was granted Prospecting Permit (AP) no. G6-525 by the Minister of Industry and Mines, Mr Régis Immongault, on 7 June 2012. This non-exclusive permit allowed prospecting for iron ore over an area of 3,027 km<sup>2</sup> in northwest Gabon (see Section 3.2 for location details). This licence has been superseded by the establishing of the Belinga Sud PR (G6-526) which covers the majority of the previous AP.

IronRidge Gabon SA was granted Exploration Licence (PR) no. G6-526 (the Belinga Sud Project) by the Minister of Industry and Mines, Mr Régis Immongault, on 28 June 2013 for the exploration for iron and gold over an area of 1,976 km<sup>2</sup> in northeast Gabon (see Section 3.2 for location details). The licence is valid for three years.

The boundary coordinates for the Exploration Assets can be found in Appendix 1 and are located in Gabon as shown in Figure 3-1.





**Figure 3-1 Location of the IronRidge iron ore exploration permits in southern Gabon (Tchibanga Project ) and northern Gabon (Belinga Sud Project), (SRK, 2014)**

### 3.2 Location, Access and Infrastructure

The Gabonese Republic is a sovereign state that sits on the west coast of Africa, bordered by Equatorial Guinea and Cameroon to the north, the Republic of Congo to the east and south and by the Atlantic Ocean to the west. Gabon straddles the Equator, between latitudes 3°N and 4°S, and longitudes 8° and 15°E, covers an area of approximately 268,000km<sup>2</sup> and has an estimated population of 1.5 million people. The capital is Libreville, a port city situated on the Komo River in the northwest of the country.

There are three international airports in Gabon (Libreville, Port Gentil and Franceville) served daily by various international airline operators. Internal domestic air travel is handled by numerous operators of varying reliability and quality.

The Trans-Gabon Railway is the only railway in Gabon and runs for 670km from the port of Owendo (Libreville) east to Booué and then southeast to Franceville. Construction began in 1974 and was opened in stages until final completion in 1987. The line serves the

COMILOG-owned manganese mine at Moanda, Haut-Ogooué Province, which contributed about 12% of global manganese ore production in 2011, (USGS Minerals Yearbook, 2011). Extension of the Trans-Gabon Railway north-eastwards from Booué to Makokou to serve the Belinga iron ore deposits has been discussed numerous times since its inception, but has yet to be developed.

Main roads connect the major towns and cities, though maintenance is an issue because of the high annual rainfall. Only about 10% of roads are paved and the major routes are denoted as national routes with the prefix “N”.

### *Tchibanga*

The Tchibanga Project is located in the Basse-Banio department of Nyanga Province in south west Gabon. The regional capital and coastal port of Mayumba is situated approximately 50km west of the centre of the Tchibanga Project area and ~22km from its western limit. Libreville is approximately 450km NNW of the Tchibanga Assets.

The town of Tchibanga, the capital of Nyanga Province, is reached by 610km of tarmac and laterite roads from Libreville. The entire 610km of road is currently being upgraded as part of the US\$14.4bn country-wide infrastructure programme being undertaken by the Gabonese Government, and at the time of writing, approximately 50% of the road is newly tarmacked and a further 10% has a new laterite base ready for upgrade. The full upgrade of the entire stretch is expected to be completed by 2016.

Within the Tchibanga Project area, there are two key roads; the N6 that stretches from Tchibanga to the port site at Mayumba; and the L116 that connects the town of Tchibanga to the Republic of Congo border and runs parallel with the northern boundary of the two IronRidge PRs. The 106km road from Tchibanga to Mayumba is currently being upgraded, of which 40km is newly sealed and the remaining 69km is expected to be completed by mid-2015. The L116 follows the strike of the Mayombe Hills and is a good quality laterite road which will not require further upgrading for drill access. From the L116 there are more than 10 navigable single vehicle tracks to the base of the Mont Pelé target area, facilitating excellent access for mapping and the construction of base camps. Access to the top of the ridge takes approximately 5 hours by foot.

A new deep-water port at Mayumba, equidistant from Port Gentil and Pointe Noire (Republic of Congo) and 10km from the western border of the IRR Tchibanga Project, is scheduled for completion by 2020. Contracts and funding for the proposed 45Mtpa capacity project are currently being decided by the Presidency. Construction, however, of the combined road/rail bridge crossing the estuary at Mayumba is well advanced and is expected to be completed by the end of 2014. This 300m bridge has been funded by the Gabonese Government, at a cost of US\$300m, in order to facilitate rapid construction of the Mayumba Port.

There are very few settlements within the Tchibanga Project area due to the prevalence of steep terrain and dense forest. A number of small villages with approximately 30-250 inhabitants are found along the L116 road running parallel with the northern edge of the Project area. Bibora is the largest of these villages housing a number of local Chiefs and community leaders and is closest to the main Mont Pelé exploration target. Other villages include Bayadi, Magonga and Doumanga. Similarly sized villages line the N6 road which passes through the north western parts of the Tchibanga Assets.

To date exploration activities have relied on small “fly camps”, frequently moving between

areas of interest, staying in the forest only for short periods of time and carrying all equipment by foot. No semi-permanent exploration camps have been established to support the Company's work and no vehicular access to the main target areas has been constructed.

#### *Belinga Sud*

The majority of the Belinga Sud Project is located in the Ivindo Department of Ogooue-Ivindo Province, with only a small southern part of the PR residing in Mouloundou Department, Ogooue-Lolo Province. The departmental capital of Makokou is located on the north-western boundary of IronRidge's G6-526 PR area.

Access to Makokou can be either by internal scheduled flight (3 times per week) from Libreville, or by paved road, taking approximately 11-12 hours. From Makokou the N4 route leads west through the northern limb of the Belinga Sud PR to Mekambo (175km) and on to the ROC border (250km), passing the iron deposits at Batouala and Boka Boka on the way. The R15 route leads southeast from Makokou, through the southern limb of the Belinga Sud PR, to Okondja some 260km away. Access to the iron ore targets identified by IronRidge from these roads is primarily by foot with occasional requirement for dugout canoe to cross and navigate rivers.

The town of Makokou has a population of ~13,000 and is the only settlement of reasonable size proximal to the Belinga Sud PR and contains various regional chiefs and officials. A number of small villages with less than 100 residents each are found along the N4 road in the north of the licence and numerous slightly larger villages (possibly a few hundred residents) lining the R15 roads through the south of the licence. Away from these routes however, there are very few inhabitants within the forests.

To date, IronRidge's activities have been limited to use of remote fly camps for periods of only a few nights at a time as reconnaissance of the target areas was made. All equipment for these activities has necessarily been carried by locally hired porters and guides.

### **3.3 Physiography, Climate and Environment**

Gabon can be broadly split in to four geographical regions; the coastal plains in the west stretching up to 300km inland; the elevated Cristal Mountains northwest of Libreville, the Chaillu Massif in southern Gabon; and the savannah in the east bordering the ROC. Rainforest covers approximately 85% of the country.

Gabon has vast expanses of almost uninhabited primary equatorial forests that host abundant flora and fauna. The Government is noted for its efforts to preserve the biodiversity of these environments, with 13 national parks created in 2002 covering approximately 10% of the country. The parks are managed under the Agence Nationale des Parcs Nationaux.

#### *Tchibanga*

The Tchibanga Project is dominated by two main topographic regions reflecting the underlying geological and structural regime. In the northeast, furthest inland, the Nyanga Plain runs parallel with the Atlantic Coast at an elevation of 80-300m above mean sea level (amsl). It gently slopes towards the northeast, is approximately 20km wide and is bounded to the northeast by the Ikoundou Mountains which rise 200-300m above the plain. The Nyanga River flows northwest along the valley adjacent to these hills. To the southwest the plain is bounded by the much larger NW-SE trending chain of hills known as the Mayombe Hills and

includes Mont Pelé, the principal iron ore exploration target. These hills rise to over 800m amsl. The NE facing aspect of the Mayombe Hills is much steeper than the SW facing slopes which show numerous undulations descending towards the Atlantic Ocean.

The climate of southwest Gabon is equatorial with two main seasons; a hot, wet season from October to late April (interrupted by a dry spell in January and February), and a long dry summer season from May through to September. The dry season is framed by two maxima of rainfall in March-April and October-November which each see average monthly rainfall exceeding 300 mm. Annual precipitation ranges from about 1,500mm to 2,400mm depending on the year. Average monthly temperatures vary between 22°C in July and 27°C in March and April. Daily temperatures exceeding 35°C in January-February are not uncommon however.

As with the terrain, vegetation is similarly split into a region of open grassland and minor trees across the Nyanga Plains and dense primary forest covering the slopes and peaks of the Mayombe Hills. Canopy height exceeds 10m. Adjacent to roads and rivers the forest is often degraded due to forestry activities (logging and clearance for cattle), though in some areas shows secondary regrowth of vegetation.

#### *Belinga Sud*

Topographic relief across the Belinga Sud Asset is moderate and dominated by drainage geomorphology. However, the ~27km ridge in the south of the licence reflects an uplifted crustal block that rises up to 200m above the surrounding terrain. Elevation ranges from approximately 470m to 750m amsl, with the lowest point being at Makokou in the northwest. The Liboumba River flows from east to west across the northern limb of the licence and the Bouniandje River flows parallel with and 5-10km south of the R15 road through the southern licence limb.

The climate in this part of Gabon is broadly similar to that seen in elsewhere in the country. It is an equatorial climate with two main seasons; a hot, wet season from October to late April (interrupted by a dry spell in January and February), and a long dry summer season from May through to September. The dry season is framed by two maxima of rainfall in March-April and October-November which each see average monthly rainfall exceeding 300 mm. Annual rainfall is in the region of 2,000mm. Average annual temperatures are around 26°C with maxima of 30-35°C in the wettest period (April-May) and minima of 15-20°C in July and August.

The licence is overwhelmingly dominated by mature primary forest with a very high canopy (>10m). Clearings are found sporadically at higher elevations and along ridgelines where secondary growth is less dense. The flanks of hills and gullies are very densely vegetated, making access difficult. Closer to the roads, locals have cleared small areas for cultivation resulting in a thinner vegetation and lower canopy.

The Mwagna National Park, formed in 2002 by the Government of Gabon, is a protected 1,160km<sup>2</sup> area with extensive primary forest, abundant biodiversity and very little human inhabitation. The park lies to the east of the Belinga Sud PR area on the border with ROC.

### **3.4 Politics**

Gabon is a republic whose president is directly elected for a seven-year term. The bicameral parliament comprises the Senate (upper house), which is indirectly elected by local

councillors, and the National Assembly (lower house), which is elected by universal suffrage for a five year term. The President can appoint and dismiss the Prime Minister, the cabinet and judges of the independent Supreme Court. The President has other strong powers, such as authority to dissolve the National Assembly, declare a state of siege, delay legislation and conduct referenda. The next legislative elections are scheduled for 2015 and the next presidential election for 2016.

The current head of State, President Ali Ben Bongo came to power in 2009 at the head of the Gabonese Democratic Party (PDG). As of January 2014, his Prime Minister is Daniel Ona Ondo.

### 3.5 Economy

Gabon is one of the richest countries in Africa in terms of GDP per capita (estimated by the World Bank at USD 11,426 in 2012), reflecting both its small population (1.63 million) and significant oil revenues.

Overspending on the Trans Gabon Railway, the oil price shock of 1986, the CFA franc devaluation of 1994 and low oil prices in the late 1990s caused serious debt problems that still plague the country. Gabon has a free market economy and encourages foreign investment, but is too dependent on the oil sector. Despite declining production, oil still accounted for 47.4% of GDP in 2011 and 81% of total exports. The country's real GDP was severely affected by the global economic crisis, particularly in 2009. Commodity exports such as oil, manganese, wood and rubber, and services declined in value, which resulted in negative growth of -2.7% in 2009. It has since recovered, with the IMF reporting 6.6% GDP growth in 2011 and 6.1% in 2012.

Any significant drop in future oil prices could still however hugely damage the economy, particularly given the large non-oil fiscal deficit and the lack of a large savings buffer from oil windfall profits.

In recognition of the economies over-reliance on oil revenues, the government under Ali Ben Bongo has been actively working to diversify the economy and support the growth of the mining and forestry sectors in particular. The export of raw timber from Gabon was banned in 2009 and Special Economic Zones were set up in Libreville (Nkok) and Port Gentil where companies were given special concessions to process the timber in Gabon.

In the mining sector, major restructuring in 2011 and 2012 improved the efficiency and transparency of the permitting process. The recent move by the government to revoke the Mining Concession over the Belinga iron ore deposit granted to the Chinese group CMEC in response to their failure to develop the project or meet any of their technical milestones, was widely viewed as a positive move.

The Government has also embarked on a National Infrastructure Masterplan which includes, but is not limited to, the upgrading of the country's road network, installation of significant additional hydropower facilities and the upgrading/construction of port facilities. This plan is already being implemented with a number of road construction projects already underway in IronRidge Resources' permit areas.

### 3.6 Security

The security environment for business is generally good. Gabon has been largely free of the chronic insecurity that has engulfed several of its neighbours. Although crime and carjacking are increasing, particularly in the capital Libreville, overall crime levels remain relatively low. Rare episodes of politically motivated civil unrest pose the occasional security threat in Libreville and in the coastal oil hub of Port Gentil, which is an opposition stronghold and has also been the scene of political riots and protests against job cuts in the oil sector.

Greater caution is required in the interior, though levels of banditry and associated crime remain lower than in many neighbouring Central African states such as Cameroon, the Central African Republic (CAR) and the Republic of Congo. There are no active terrorist groups in Gabon, and Gabon remains an unlikely location for an Islamist extremist terrorist attack.

Law and Order is generally effectively upheld by the police, the gendarmeries and the military. The standard of these security agencies is generally higher than in the rest of the region due largely to sustained assistance from foreign countries, most notably France, in the training of the police, gendarmerie and military.

### 3.7 Mining Industry in Gabon

#### 3.7.1 Mining and Exploration Companies

While mining currently constitutes around 10% of GDP, it is expected to increase its share following a number of high-profile investments since 2004 and the sustained governmental support for the expansion of the mining sector.

Gabon is the third-largest producer of manganese and holds a quarter of the world's known reserves of this mineral. Manganese is Gabon's third-largest source of export earnings after oil and timber. The French conglomerate Eramet, via their Gabonese subsidiary company Comilog, currently mines and exports around 3.5Mtpa of manganese concentrate from the Franceville area in the south of Gabon.

Gabon is hugely prospective for iron ore. The Belinga Iron Ore Deposit in the northwest of the country is thought to be one of the last undeveloped very large, high grade deposits in Africa. The Belinga Iron Ore Deposit was awarded as a Mining Concession to the China Metals and Engineering Company (CMEC) in 2004, but following many years of inactivity the Government of Gabon annulled the concession in 2013, announcing that it would undertake technical work of its own to bring the resource into JORC compliance before a possible tender to interested parties after 12-18 months.

There is now a significant amount of mineral exploration going on in Gabon for iron, gold and base metals, with companies such as Rio Tinto, Ivanhoe, Waratah, Armada, Apollo Minerals, Silver Bull, Genmin, Volta Mining, Toro Gold and Allante active in the exploration sector.

#### 3.7.2 Permitting

Mining legislation in Gabon is regulated by Law no. 05/2000 of 12 October 2000 (the Code Minier); Ordinance No. 03/2002 of 26 February 2002 (decree on application of the mining code (Décret d'application du Code Minier); and Law no. 08/2005 of 30 March 2005 which modifies and completes the previous two laws and sets taxation applicable to mineral exploration and mining licences. Regulation of the mining sector is undertaken by the Ministry of Mines, Industry and Tourism.

The Gabonese government is reportedly working on a draft of new regulations that will apply to the mining sector and improve upon the existing institutional, fiscal and technical framework. However this has been on-going for some years and has been delayed on multiple occasions.

The current regulation allow for Prospecting Permits (AP), Exploration Licence (PR), Exploitation Licences (PE) and Mining Concessions (CM) as out lined in Table 3-1.

**Table 3-1 Mineral Permits and Licences as outlined in Gabon’s Mining Legislation**

Type	Duration	Renewable?	Area	Right conferred
Prospecting permit ( <i>autorisation de prospection</i> )	2 years	No	<20,000 km <sup>2</sup>	Non-exclusive
Exploration licence ( <i>permis de recherche</i> )	3 years	Twice	100-2,000 km <sup>2</sup> (<10,000 km <sup>2</sup> for diamonds)	Exclusive
Operating Permit ( <i>permis d’exploitation</i> )	10 years	Once or more (5 years each time)		Exclusive
Mining Concession ( <i>concession minière</i> )	25 years	Once or more (10 years each time)		Exclusive

#### *Prospecting Permits*

A Prospecting Permit (*autorisation de prospection* and herein abbreviated as “AP”) gives the holder the non-exclusive right to prospect for mineral substances over the specified parcel of land defined in the permit application. The AP is valid for two years and is not renewable, may cover up to 20,000km<sup>2</sup> and can be for multiple mineral substances. This permit provides the holder first right on application for an Exploration Licence over the area of the AP.

A Prospecting Permit may be held by a foreign company without the necessity for a locally incorporated subsidiary. As such, it represents the fastest way of securing tenure in Gabon, and for this reason the IronRidge Resources Assets were initially held as Prospecting Permits whilst the local subsidiary (IronRidge Gabon SA) was incorporated

#### *Exploration Licences*

Exploration Licences (*permis de recherche* and herein abbreviated to “PR”) are valid for a period of three years; may cover up to 2,000km<sup>2</sup>; and are renewable twice with no commitment to reduction in the area of the licence, unless the holder so wishes. Renewals are dependent on the holder having completed minimum work and expenditure in accordance with the conditions of the initial licence agreement. Licences are granted for one or several minerals and multiple licences may overlap the same area for different minerals, as long as the subsequent licence does not infringe on the operations of the existing licence holder and the deposits being sought are not associated. The licence agreement is granted containing the obligations of the holder towards work programmes, expenditure, training and employment of Gabonese nationals, environmental protection, health and safety and reporting requirements to the administration responsible for geology and mining. If exploitable deposits are located within the exploration licence boundary, the holder has the right to apply for a Mining Licence.

### *Exploitation Licence*

An Exploitation Licence (*permis d'exploitation* and herein abbreviated to “PE”) grants the holder the right to occupy a parcel of State land and the right to freely dispose of mineral substances found within it to any depth. The licence is valid for a period of 10 years, renewable as many times as necessary, for 5 years each, as long as work and expenditure commitments stated in the licence agreement are complied with. This licence type is generally applied to small-scale extraction operations.

### *Mining Concessions*

A Mining Concession (*concession minière* and herein abbreviated to “CM”) confers on the holder the exclusive right to explore, research, extract and dispose of substances for which the licence is issued. A CM confers an immovable real right of ownership of the soil, subsurface and to mortgage the property. They are valid for a period of 25 years, renewable once or more for a period of 10 years each time. It is this form of licence that is required for large scale mineral exploitation, as would be the case if Tchibanga or Belinga Sud projects were to advance to a mining stage.

Any application for a PE or CM must be accompanied by a plan for the development and operation of the deposit, including; information on the recoverable reserves, the development of the mine, environmental impact, feasibility study demonstrating the commercial nature of the deposit and the investment costs and taxes to be applied to the planned development.

## **3.8 Environmental Regulations**

Environmental obligations are described by Decree no. 539, dated 25 July 2005, relating to the Environmental Impact Assessment (EIA). An EIA is required to present the main aspects of exploration or mining projects and the subsequent impacts on the environment and local populations. Submission to and approval by the national Environmental Committee is required prior to commencement of mining activities.

IronRidge is under no obligation to conduct environmental investigations or reporting under the terms of the exploration licences that it possesses, however the Company does plan to undertake baseline environmental studies as part of exploration over the next two years.

## **3.9 Labour Legislation**

The legal system of Gabon is based on a combination of French civil law and customary law. The court system comprises the constitutional court, the judicial court (including commercial chambers), the administrative court, the court of auditors, the appeals court and the high court of justice. The high council of magistrates regulates the judicial system.

Labour legislation is modelled closely on the French system and does not contain any articles which pose a significant risk to foreign companies operating in Gabon.

## **3.10 Taxation**

The common tax liabilities applicable to all companies in Gabon include;

- Corporate Income Tax (CIT) of 35%
- Personal Income Tax (PIT) levied at progressive rates from 5% (annual income CFA <1.5 million) up to a maximum of 35% (CFA >12 million)
- Minimum corporate income tax



- Trade patent permit, tax on real estate, local taxes
- Value Added Tax (VAT) of 18%
- Transfer tax applicable on the transfer of moveable and immovable assets, including licence rights.

The applicable rates for these taxes will vary depending on the stage of development of the company. According to a report dated 23 August 2012 and produced by Business Consulting Gabon cabinet de conseil (“BCG”) of Libreville, Gabon, contracted by IronRidge to review legislation and regulatory environment for mineral exploration companies in Gabon; taxation for exploration phases is almost nil.

The mineral royalty levied on base metals is defined within the mining law (Code Minier, 12 October 2000) as between 3% to 5% and is negotiated as part of the Mining Concession agreement. Royalties are calculated on the Added Value, equal to the FOB selling price minus expenditure incurred up to the point of delivery including taxes, port fees, transportation costs and quality control analysis fees.

## 4 SRK SITE VISITS

### 4.1 Tchibanga

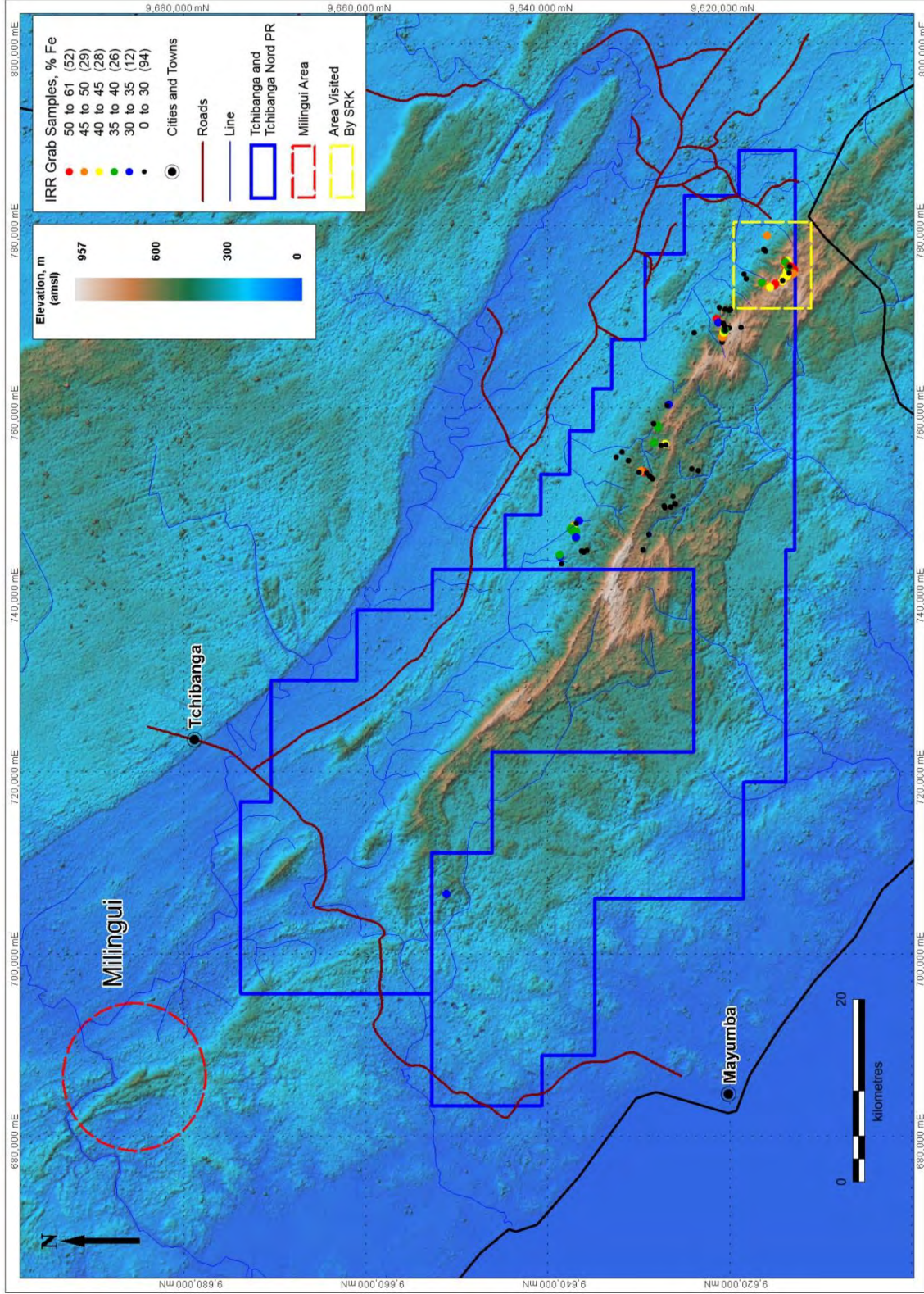
Howard Baker of SRK UK visited the Tchibanga asset between 6 and 12 January 2014. Mr Baker was accompanied by Barry Stoffell and Amanda Geard of IronRidge. Due to the early exploration stage of the asset, SRK was not able to visit all areas explored and sampled by IronRidge to date. As such, SRK requested that the area showing the most promising sample results was visited in addition to a visit to observe the local infrastructure near the project that would in all likelihood support the transportation of ore should the project develop further. Therefore, of the four regions currently explored by IronRidge within the Tchibanga PR, the south-eastern location was selected to be the focus of the geological aspects of the project due to the higher concentration of elevated iron grades as discussed in Section 6. The Tchibanga Nord PR was not visited by SRK.

The site visit undertaken to the Tchibanga Project and associated infrastructure followed the following itinerary;

- Sunday 5 January – arrive in Libreville.
- Monday 6 January – drive from Libreville to Tchibanga town.
- Tuesday 7 January – drive from Tchibanga town to the base camp in the SE section of the Project area. Establish base camp with preparation for the following day's reconnaissance.
- Wednesday 8 January – walk from base camp to top camp in the morning with reconnaissance of the iron mineralisation during the afternoon.
- Thursday 9 January – return to base camp and drive to Tchibanga town.
- Friday 10 January – return trip from Tchibanga town to Mayumba. Observation of bridge construction near the proposed port facilities.
- Saturday 11 January – fly from Tchibanga town to Libreville.
- Sunday 12 January – fly to UK.

In total, SRK spent seven full days in Gabon with a single day in the field observing the geology and mineralisation and a second day visiting the supporting infrastructure. SRK understands that no material ground work has taken place since this visit and the Effective date of this report.

Figure 4-1 shows the Tchibanga Project area and the key locations visited by SRK during the site visit. Figure 4-2 shows the Mayumba Bridge that is currently under construction, which was also visited by SRK as part of a review of the potential transport routes to port.



**Figure 4-1** Tchibanga Project area showing topography, sample locations and area visited during SRK's site visit, (SRK, 2014)



**Figure 4-2 Mayumba Bridge (SRK, 10 January 2014)**

## **4.2 Belinga Sud**

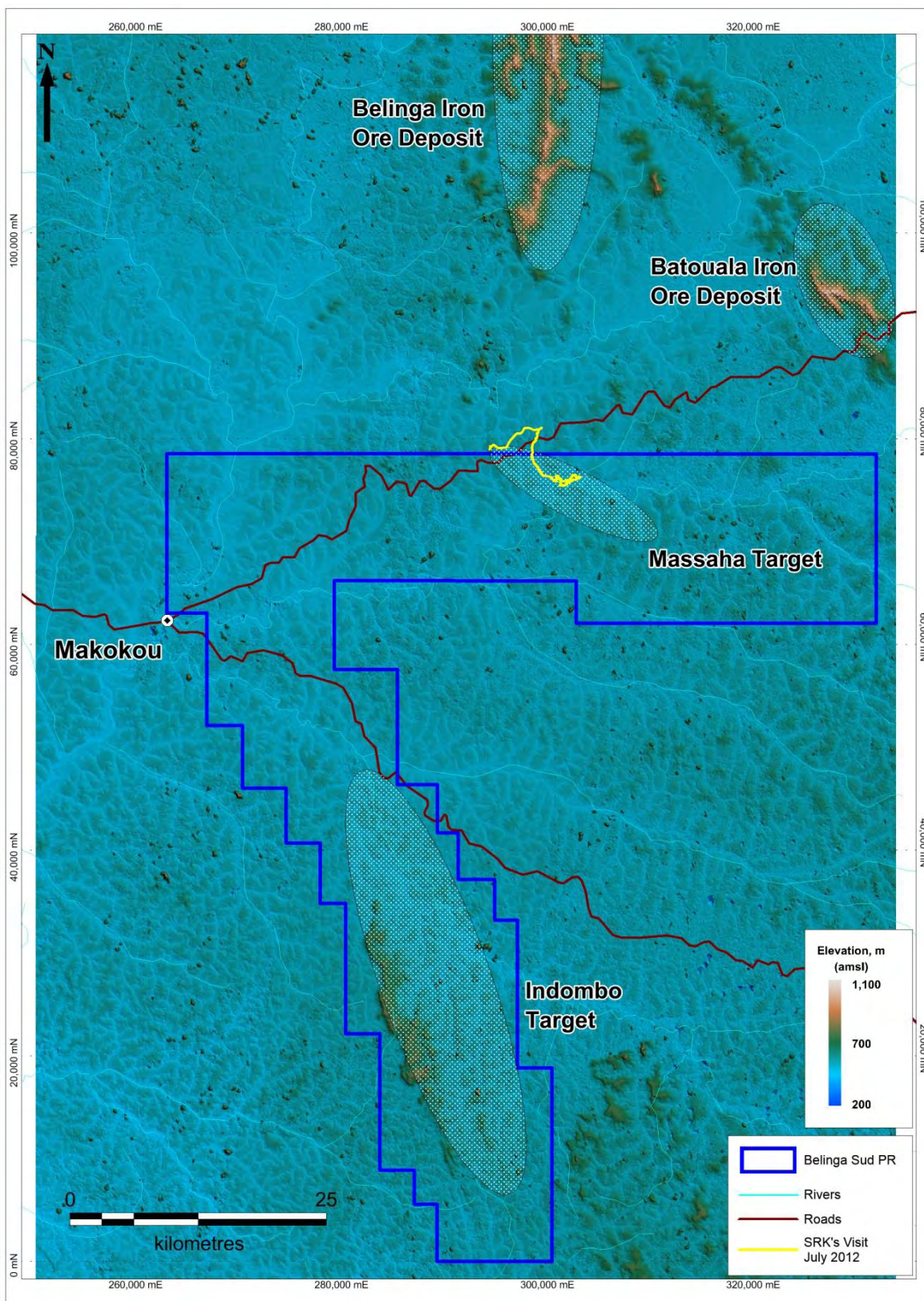
Bill Brodie Good of SRK ES visited the Belinga Sud asset between 21 and 28 January 2014. Mr Brodie Good was also accompanied by Barry Stoffell and Amanda Geard of IronRidge. Due to the early exploration stage of the asset and the access issues associated with the southern target of the Belinga Sud licence, SRK was not able to visit all areas explored and sampled by IronRidge to date. As such, SRK was able to visit the northern Massaha target only during the field trip

The site visit undertaken to the Belinga Sud asset and the associated infrastructure followed the following itinerary;

- Tuesday 21 January – arrive in Libreville.
- Wednesday 22 January – drive from Libreville to Makokou.
- Thursday 23 January – drive from Makokou to Massaha village and set up temporary field base camp with preparation for the following day’s reconnaissance.
- Friday 24 January – walk from base camp to the Massaha outcrop target with reconnaissance of the iron mineralisation and return to base camp in the afternoon.
- Saturday 25 January – Pack up base camp and drive to Makokou.
- Sunday 26 January – drive from Makokou to Libreville.
- Monday 27 January – Review exploration program, review of field visit.
- Tuesday 28 January – fly to UK

SRK understands that no material ground work has taken place since this visit and the Effective Date of this report.

Figure 4-3 illustrates the Belinga Sud licence and its relation to the main Belinga iron ore deposits to the north. SRK’s site visit concentrated on the northern Massaha target. Figure 4-4 shows an example of the itabirite outcrop visible at along strike from the Massaha target.



**Figure 4-3 Belinga Sud licence area showing topography, main targets and area visited by SRK, (SRK, 2014)**



**Figure 4-4** Example itabirite outcrop, northern extension of Massaha, Belinga Sud (SRK, 24 January 2014)

## 5 GEOLOGICAL SETTING AND MINERALISATION

### 5.1 Regional Geology

Gabon's geology can be broadly divided into three major stratigraphic domains; the Archaean granitic basement which is overlain by Proterozoic metamorphic which together cover approximately 75% of Gabon; and Cretaceous and more recent sedimentary rocks, mainly near the Atlantic coast, (Figure 5-1).

The Archaean basement complex is split between the Chaillu Massif in the south of Gabon, extending in to neighbouring Republic of Congo (ROC), and the North Gabon Block that extends in to Equatorial Guinea, southern Cameroon and the northwestern departments of the ROC. These rocks were initially formed over 2.5 billion years ago and have since undergone extensive shearing, folding, faulting and metamorphism by heat and pressure. The Chaillu Massif constitutes a granitic assemblage of quartz diorite-tonalites and granodiorites, with younger portions of the massif having a more potassic composition of monzonitic, granitic and syenitic mineralogy. To the south of the Massif are orthopyroxene bearing granites that have been mapped as charnokites. The North Gabon Block has a similar composition as the Chaillu Massif, but with a much greater portion of supracrustal greenstone assemblages in the east that extend through into neighbouring ROC and Cameroon. These greenstones host significant resources of Banded Iron Formation (BIF) which are the target of iron ore exploration across this part of west Africa.

Resting unconformably on the Archaean basement are the thick (up to 4000m) Palaeoproterozoic Francevillien sedimentary rocks occupying a number of basins in central and southeast Gabon. Originally an extensive Francevillien basin began to subside as a result of crustal extension approximately 2500Ma, at the same time as sedimentation of terrestrial origin began at the edges of the basin and volcanic activity commenced nearer the centre. After some 200 million years, a period of compressional tectonics uplifted crustal blocks and split the basin in the Franceville, Booué, Sembé and Ouessou basins that we see today. These are filled with an extensive clastic series of uraniferous conglomerates and sandstones, arkosic sandstone with intervals of chert and manganese oxide, and local volcanic deposits. It is within the Franceville basin that large deposits of manganese are being exploited, including the Moanda deposit, making Gabon the world's second largest producer of manganese. The Franceville basin remains relatively un-deformed and un-metamorphosed, though further west the Booué basin has undergone a phase of low-grade metamorphism and has been thrust unconformably over the Lope horst, part of the Archaean basement.

To the west of the Franceville group and in the centre of Gabon, is the Ogooué Orogenic Belt, considered to be broadly coeval with the Franceville basins (Schlüter, 2008). It comprises an assemblage of highly deformed, medium-high grade, metasedimentary and metavolcanic rocks (the Ogooué Supergroup), deformed into a syncline. On the western flank of the syncline is a migmatitic-granulitic metamorphic core, the Abami Dome, in which structures and high temperature / intermediate-low pressure metamorphic grades diverge away from the core. On the eastern flank of the Ogooué syncline the medium-grade Ogooué metamorphic rocks have been thrust eastward onto the low-grade Francevillien sequences along the Ogoulou-Offoué strike-slip thrust. High grade Palaeoproterozoic Eburnean age (~2,080-1,950 Ma) plutonic rocks are found in the west of the country surrounding and underlying the Nyanga Syncline.

In the southwest of Gabon is the Neoproterozoic Nyanga Syncline, which forms part of the much larger West Congolian Orogen that extends for over 1,300km through Gabon, the ROC and Angola. It is bounded on its south-western edge by the Mayombe Hills. The sedimentary sequence found within the syncline illustrates deposition in a slightly subsiding intracratonic basin between ~900Ma and 710Ma, containing felspathic sediments overlain by dolomites, cherts and dolomitic limestones. The smaller de la Noya Basin in the north east of Gabon also shares similar thick sequences of low grade and deformed volcanosedimentary sequences typical of the Pan-African belts of southern Africa.

Upper Palaeozoic-Mesozoic sedimentary cover in the coastal region extends inland to the Monts de Cristal in the north, to the Ogooué belt in central Gabon and to the Mayombe Hills in the southwest. The coastal basin can be split into two unequal parts; to the east of the Lambaréné horst (southeast of Libreville) the smaller basin is mainly filled with continental and lacustrine sedimentary sequences ranging from upper Palaeozoic to middle Cretaceous. The larger south-western basin consists mostly of marine sedimentary sequences of middle Cretaceous to Quaternary age. It is these sediments, both onshore and offshore, where Gabon's onshore petroleum fields are found.

### *Structure*

Feybesse et al. (1998) describe four main periods of crustal tectonics throughout the development of the Palaeoproterozoic West Central African Belt (WCAB) that have shaped the majority of Gabon's present structural framework. Thiéblemont et al. however, under the SYSMIN project in 2009, indicate that an earlier Archaean (>2,700Ma) event was responsible for regional structures in the Archaean basement of Gabon such as the Nkol Shear Zone, North Gabon Shear Zone and Nounah Fault.

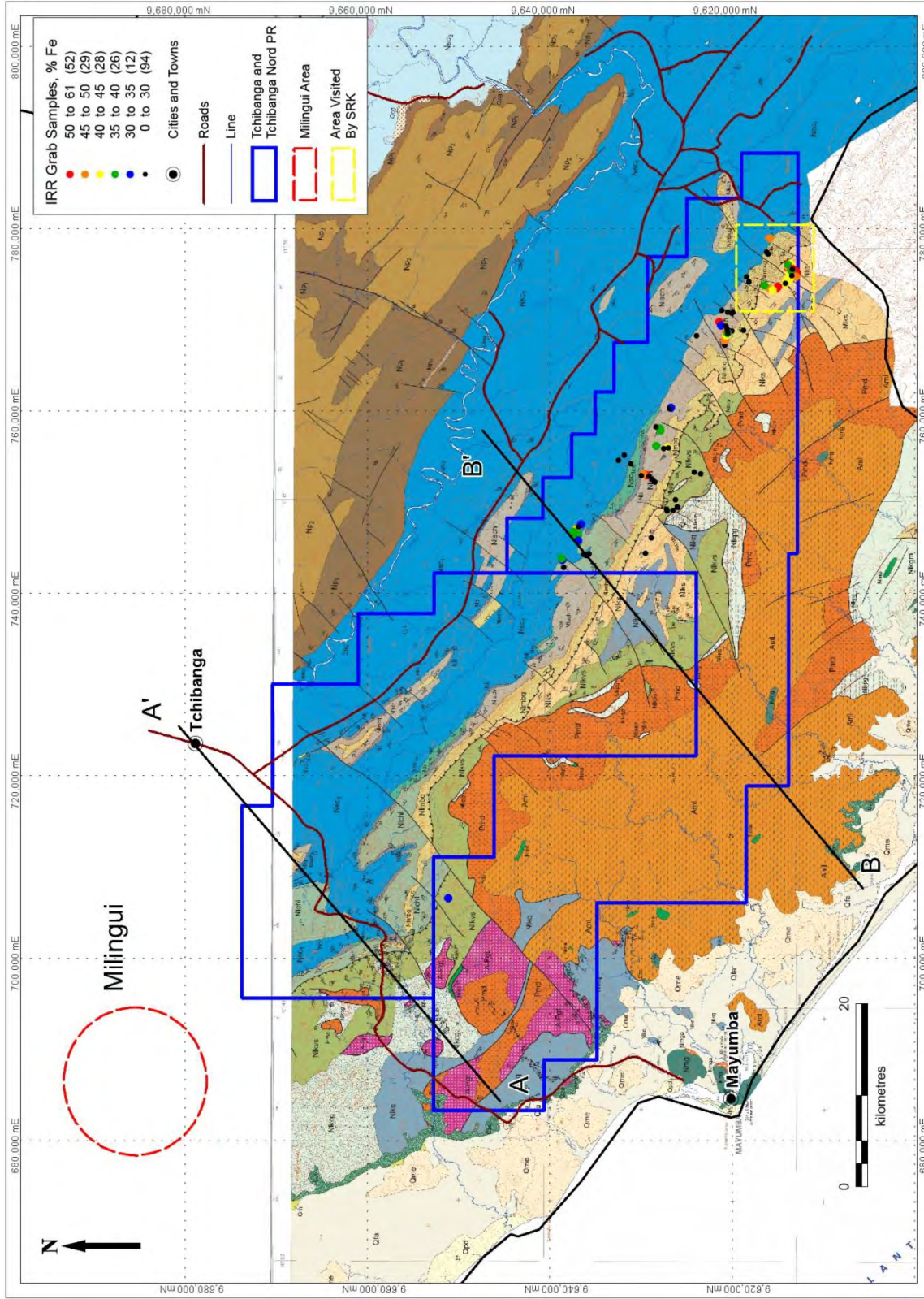
The initial tectonic stage at the beginning of the Palaeoproterozoic (approximately 2,375Ma to 2,235Ma) corresponds to the extension and breakup of continental crust and formation of sediment filled grabens. A compressional event commenced where shortening led to crustal thickening, the burial of previously deposited intracontinental sediments, deformation and regional prograde metamorphism. The uplifting of blocks induced the breakup of the Chaillu Massif and Northern Gabon Block, and separation of the Francevillien basin into the Franceville, Booué, Sembé and Ouessou basins.

The second period of orogenesis around 2,145Ma to 2,100Ma involved the thrusting of the Archaean blocks and the previously buried and metamorphosed sediments on to the edge of the Congo Craton. A second phase of regional metamorphism affected the orogenic belt peaking at 2120 Ma. Simultaneously subsidence, brittle deformation and deposition of marine flysch occurred in the Francevillien basins. Finally the thrust pile was deposited onto the Archaean Chaillu Block. The uplifted young mountains underwent rapid erosion filling the surrounding Francevillien basins with terrigenous sediments.

The third event at around 2,050Ma to 2,040Ma was a period of transcurrent tectonics as the thickened domains reached isostatic equilibrium and was accompanied by the intrusion of late-stage granites (e.g. the N'goutou complex in northeast Gabon) and the development of folds and strike-slip faulting.







**Figure 5-2** Geological map of the Tchibanga region, (adapted from SYSMIN, 2009). See Figure 5-3 for lithological legend.

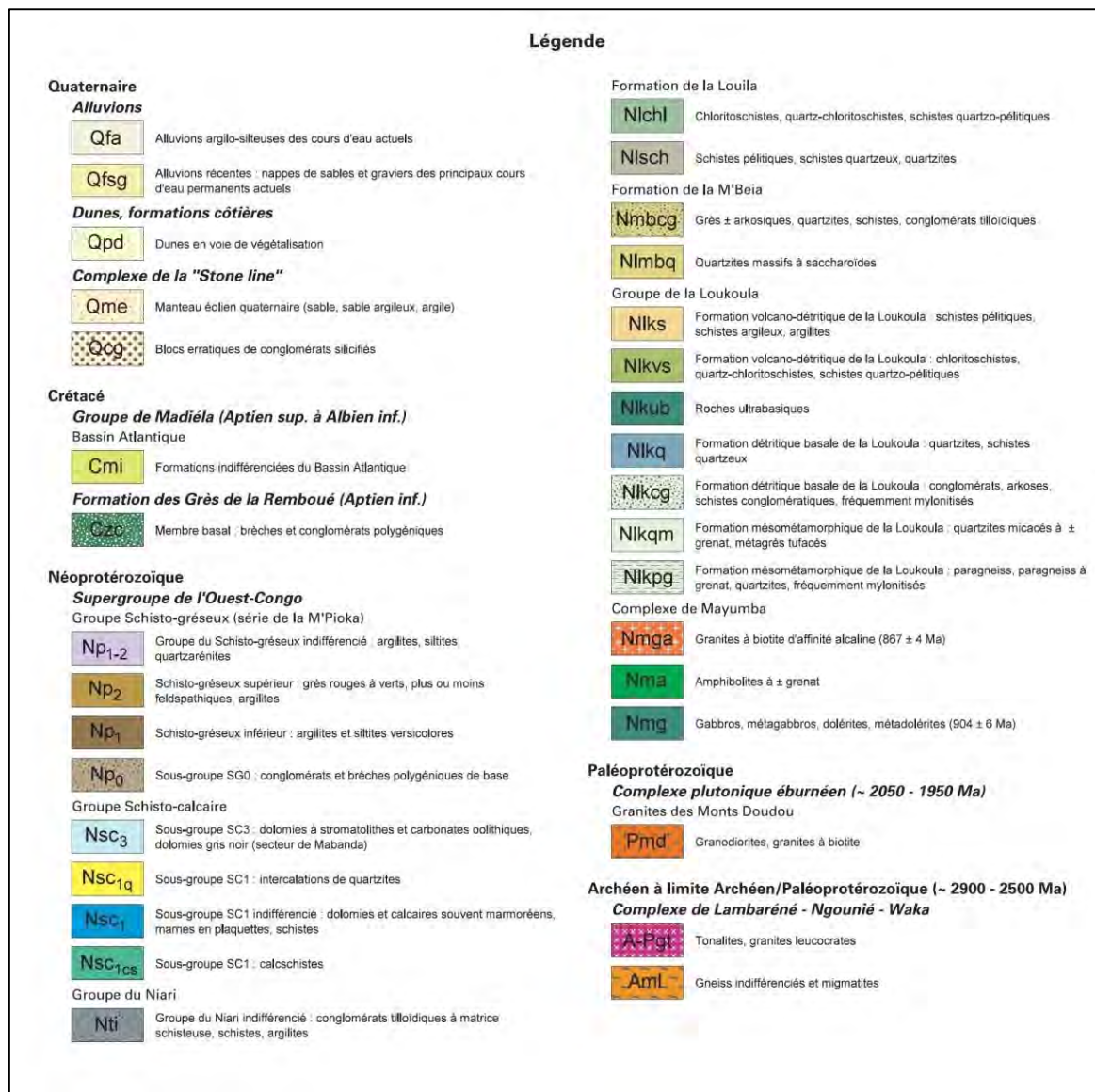


Figure 5-3 Lithological legend for the Mayuba-Ndindi geological map, Figure 5-2, (after SYSMIN 2009) that covers the IronRidge Tchibanga Project area.

*Lithology*

The geology of Southwest Gabon is predominantly a result of the Neoproterozoic Pan-African orogen which extends along the Atlantic coast of Central Africa. The base of the orogen is related to the older continental scale West Gabonese Block that comprises the Lambaréné - Ngounié – Waka Complex and the Eburnean Plutonic Complex. These make up the southwest flanks of the Mayombe Hills and extend to the north and northwest.

- **Lambaréné - Ngounié – Waka Complex, ~2,900-2,500Ma** - Fine grained leucocratic to mesocratic gneiss and metagranites, locally porphyroblastic. Bands of amphibolite and pegmatitic dykes transverse the units. Distinction between intrusives and metasediments is often very difficult to see. (Aml)
- **Eburnean Plutonic Complex (Granites des Monts Doudou), ~2,050-1,950Ma** - coarse grained granitoids of a potassic composition displaying a pinkish colour (Pmd).
- **West Congolian Supergroup ~900-710Ma** – This thick supergroup consists of detrital and carbonate sediments, basic and acidic igneous units and tilloidal shales

that were deposited in a subsiding intracratonic basin. Units have been folded into the Nyanga Syncline and eventually thrust during the West Congolian Orogen. The deposition of the Groupe Schisto-calcaire signalled a new period of sedimentation consisting of predominantly carbonate sediments into the Nyanga Basin and extending the sediment cover to the east. Neoproterozoic sedimentation concluded with a detrital series of pelitic to very immature sandstone members in the Group Schisto-gréseux.

- **Complexe de Mayumba** - Unaltered gabbros and variably metamorphosed dolerites (*Nmg*) crop out at Mayombe and in the surrounding area.
- **Groupe de la Loukoula** - Found on the south-western flank of the Mayombe Hills, this group consists a thick sequence of pelitic and chloritic schists, quartzite and conglomerate formations derived from weathering of both volcanoclastic material and argillaceous sediments, locally metamorphosed to a micaceous quartzite.
- **Formation de la M'Beia** - Massive quartzites (*Nlmbq*) can be found almost continuously along the entire length of the Mayombe Hills. At Milingui the quartzite becomes ferruginous. In the southeast of the Mayombe Hills, quartzites become locally more arkosic or conglomeritic with affinity to tillite (*Nmbcg*).

It is in this region, between the volcano-sedimentary schists of the upper Loukoula Formation (*Nlks*) and M'Beia quartzites (*Nmbcg*) that IronRidge have identified iron mineralisation and are focussing exploration activities.

- **Formation de la Louila** - Pelitic and quartzitic schist are found on the northeastern flanks of the Mayombe Hills (*Nlsch*), transitioning to more carbonate rich facies closer to the Nyanga Plains. The metasediments of the Louila Formation mark the end of an extensive period of solely detrital sedimentation. Local alteration of schistose rocks to a variably quartzitic, chlorite dominated facies can be seen across the Tchibanga region (*Nlchl*).
  - **Groupe de Niari** - A thin sequence of metre thick schists containing discontinuous centimetre scale “drop stone” conglomerates bands composed principally of quartz or carbonate clasts, (*Nti*)
  - **Groupe Schisto-calcaire** - An approximately 300m thick sequence of carbonate rocks with intercalations of schistose material that outcrop either side of the Ikoundou Mountains northwest of the Nyanga Plain.
  - **Group Schisto-gréseux** - A final major group of schistose sandstones with variably silty-argillic to sandy composition.
- To the southwest, the plains extending from the Mayombe Hills to Atlantic Ocean are composed of Cretaceous age basins filled with **Tertiary sediments**. These basins are found all along the coast of Gabon and form the Domaine Côtier (Coastal Domain). Immediately southwest of the Tchibanga Assets, Tertiary sediments overlie unconformably on the Precambrian basement granites and gneisses.
  - Finally, the most recent sediments to have been deposited are represented by a yellow silt which covers all geological terranes, but appears incised by the present

drainage network; and modern alluvial gravels in drainage channels bordered by fine silts and clays across floodplains.

*Regolith*

The licence area is covered with dense vegetation resulting in very limited outcrop. As such, the regolith consists of a humus rich soil and loose boulders / fragments of various lithologies.

*Structure*

Although no detailed structural studies have been completed over the Mayombe Hills in the region of the IronRidge exploration licences, Figure 5-4 shows two schematic cross sections created as part of the 2009 SYSMIN projects across the Mayombe Hills. The location of these sections is shown in Figure 5-2. Section B-B' illustrates well the structural regimes beneath the Mont Pelé region, with the crest of the ridge represented by the M'Beia quartzites to the northeast abutting the Loukoula pelitic schists, separated by a ridge-parallel overturned thrust. This regional scale thrust and any secondary order faults associated with it along the crest of the Mayombe Hills may well provide favourable conditions for supergene enrichment of iron formations, though this is dependent on the precise location of the ferruginous formations within the Neoproterozoic metasediments.

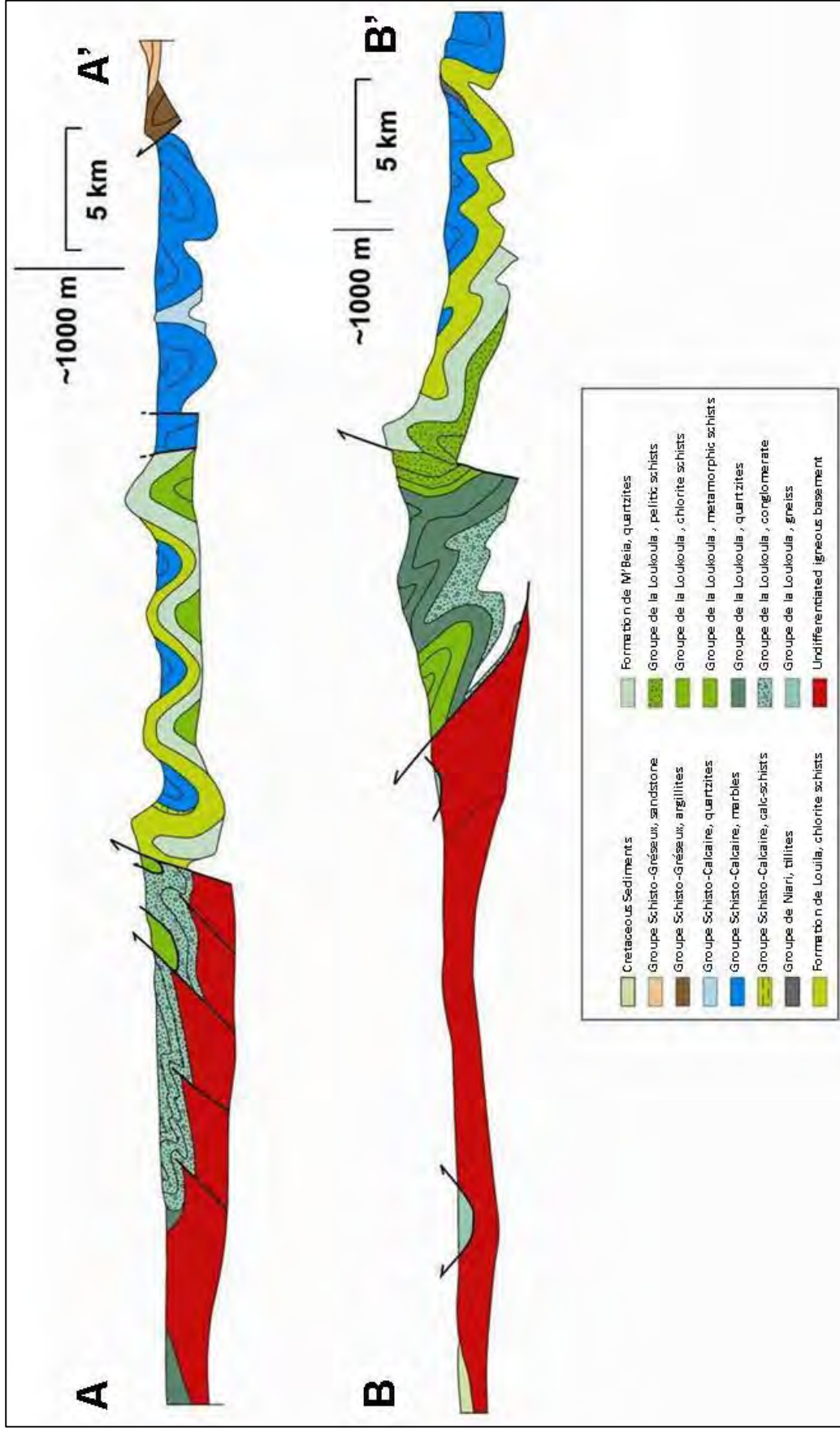


Figure 5-4 Schematic cross sections of the Mayombe Hills (adapted from SYSMIN, 2009). Locations of the sections are identified in Figure 5-2

### 5.2.2 Mineralisation

Mineralisation within the area observed by SRK appears extensive and predominantly associated with schists and phyllites that are believed to form part of the Loukoula or M’Beia formations, both of which are continuous across the entire 40km strike length of ridge within the licence area and are accompanied with evidence of Fe mineralisation throughout. IronRidge has not yet however ascertained the primary hosting lithology, mostly because of local scale inaccuracies in the current 1:200,000 scale geological map of the region. The lack of an accurate topographic map makes interpretation extremely difficult given the terrain and poor exposure within the licence area, (IronRidge is currently utilising the Shuttle Radar Topography Mission (SRTM) data with a 90m resolution). Both the Loukoula and M’Beia formations however,

The dominant mineralisation identified to date by IronRidge, and described in Section 6 consists of a fine grained haematite and goethite that has been postulated to be a replacement of a phyllosilicate-rich rock such as schist or a phyllite. During the site visit, SRK observed what appeared to be a natural transition from quartz rich schist to a fine grained and soft, banded ferruginous phyllite (Figure 5-5).

Higher in the stratigraphic sequence, based on the observed dip and strike of the schists and phyllites, iron mineralisation becomes more prominent, with a fine grained haematite ironstone observed within drainage gullies that cross cut a gently rising plateau with dense vegetation cover. This ironstone material is thought by SRK to lie close to source and provides a reasonable indicator of the general mineralisation in the area. As shown in Figure 5-6 the material shows clear banding. There is also clear evidence of secondary enrichment of the material within samples of canga. Dissolution features and remobilised iron veinlets are common. Figure 5-7 shows an example of haematite canga collected from near the top camp during the site visit.



**Figure 5-5 Ferruginous phyllite in contact with a quartz-rich schist (SRK 8 January 2014)**



**Figure 5-6** Banded haematite ironstone (left) and haematite ironstone showing partial banding and partial canga features (right). (SRK, 8 January 2014)



**Figure 5-7** Haematite canga (SRK, 8 January 2014)

The continuation to depth of this enriched ironstone material is not yet known. SRK notes that near surface grab samples are likely to have a higher Fe grade than material from depth that has not undergone the supergene Fe-enrichment processes common in surficial material affected by penetrating meteoric groundwater. Samples from the surface in this tropical environment may also be expected to have relatively elevated alumina contents compared to the enriched material directly beneath, due to the breakdown and hydration of the iron oxides into hydroxides at surface. The actual depth of supergene enrichment is difficult to assess without the results of more penetrative exploration such as pitting or drilling.

### 5.2.3 Exploration Concept

The Tchibanga Project was selected by IronRidge as a result of a review of African Neoproterozoic Iron Formations (“NIFs”) in late 2011. Iron formations reappear in the Neoproterozoic after an absence from the geologic record of almost a billion years. They are widely attributed to periods of global glaciation which isolated the oceans from the



atmosphere and permitted the accumulation of large quantities of reduced iron in anoxic ocean basins.

The IronRidge targeting exercise was driven by a theory that these “Cold Climate Iron Formations” could represent significant exploration targets. The most notable global examples of this deposit type are found in the numerous high-grade haematite deposits currently being exploited in the Urucum Province of Brazil.

IronRidge completed a full review of the climatic evolution of the African land surface, identifying locations where NIFs may have experienced an equatorial climate (hot and with high seasonal rainfall) for a sufficient period of time to promote the development of supergene enrichment, resulting in the potential for DSO grade material at the surface.

The processes controlling the formation of the ironstones at Tchibanga are currently unknown, although the Neoproterozoic age suggests that NIF model is applicable. That said, and despite there being evidence of glacial sediments reported within the Nyanga Syncline, SRK observed no evidence during the brief site visit to the Tchibanga property of an intimate association between mineralisation and glacial events, such as diamictites, turbidites and dropstones,.

Additionally, SRK is unsure whether the iron mineralisation is primarily due to the iron saturated seas beneath extensive ice cover during the Neoproterozoic, or whether mineralisation is a result of supergene enrichment of lower grade ferruginous phyllites and schists. It is however possible that both processes have taken place resulting in the formations observed today.

#### **5.2.4 Deposit Model**

Neoproterozoic iron formations, as summarised by Llyin (2009) and Cox et al. (2013), are unlike their Archaean and Palaeoproterozoic banded iron formation (BIF) counterparts. BIFs constitute by far the largest iron ore resource and have been extensively studied and mined throughout history. They formed in stable cratons between approximately 3,200Ma to 1800 Ma in times of low atmospheric O<sub>2</sub> and pervasive anoxic deep oceans. Magnetite is the primary iron mineral that is often weathered to haematite through supergene alteration which can lead to an increase the bulk Fe grade of the deposit. Further information on the Archaean BIF deposit model is given in Section 5.3.2.

In the ~1 billion years following the Archaean-Palaeoproterozoic BIF development there is a distinct absence of iron formations in the geological record, (Figure 5-8). In the Cryogenian period of the Neoproterozoic however (850 to ~635Ma), numerous iron formations have been recorded around the world in Phanerozoic mobile zones and orogens. Research has led geologists to suggest that these NIFs formed in response to the global glaciations (more specifically deglaciation and interglacial epochs) that occurred in the Cryogenian period. Two main periods in which ice covered not only the land, but extensive tracts of ocean as well, are named the Sturtian (or Rapitan) glaciation occurring around 730Ma and the Marinoan (or Varanger) glaciation that followed between about 620 and 600Ma. It is thought that glaciation effectively cut off interaction between the atmosphere and hydrosphere, allowing accumulation of dissolved ferrous iron (Fe<sup>2+</sup>) in the oceans which then precipitated as oxidised Fe<sup>3+</sup> minerals when the ice thawed. This has been named the Snowball Earth Hypothesis (SEH). Pack ice and icebergs containing sediments and debris, picked up as they scoured the continents, also melted during these thawing periods, depositing “dropstones”

into Fe-rich sediments and contaminating them with detrital terrigenous sediments. This was followed by extensive deposition of carbonates resulting from increasing water acidity due to ocean interaction with a CO<sub>2</sub>-rich atmosphere.

The fact that NIF deposits are not more common and widespread, given the global distribution of glacial deposits of the same age, would suggest that precipitation of iron upon glacial retreat was not a global phenomenon. For this reason alternative theories that permitted precipitation of Fe-rich sediments have been postulated, including;

- basin architecture - terrestrial sediment deposition due to the action of retreating glaciers in closed, anoxic, silled basins along cratonic margins; and,
- sedimentary exhalative rifting - Red-Sea Rift type basins dominated by precipitation of iron from hydrothermal activity, (Young, 2002, and Cox et al., 2013). Mafic volcanoclastics and lavas in some NIF-bearing sequences lend support to this idea, as does the presence of thick glaciogenic deposits stratigraphically above the NIF in other examples around the world.

All known NIFs show the same significant features;

- 1) a stratigraphy that includes one or two glaciogenic formations comprising tillites, dropstones and glacial mixtites as well as the iron formations; and
- 2) a thick “carbonate cap” sequence overlying the glaciogenic formations.

The Neoproterozoic iron formations themselves are essentially a fine grained, thinly bedded, ferruginous quartzite rocks lacking either the sharply defined mesobanding (centimetre scale alternation of silica-rich and iron-rich minerals) of early Archaean BIF, or the extensive metamorphosed and structural deformation. When banding is present, it consist of layers of haematite and Fe-rich chert (jaspillite), though NIFs more commonly occur as ferruginous laminated siltstone or within the matrix of diamictites. Another important distinction is that unmetamorphosed NIF is dominated almost exclusively by haematite (Fe<sup>3+</sup><sub>2</sub>O<sub>3</sub>), whereas unaltered BIF contains mostly magnetite (Fe<sup>2+</sup><sub>2</sub>Fe<sup>3+</sup>O<sub>4</sub>). Accessory minerals include chlorite, smectite, quartz and carbonate. P<sub>2</sub>O<sub>5</sub> contents of approximately 1% are higher than typically observed in primary BIF. In a few cases, such as in the Urucum District in Brazil, discrete manganese-rich beds are found to compose a significant proportion of the NIF.

The Neoproterozoic West Congolian Supergroup sedimentary and metamorphic rocks found in the Nyanga Basin have numerous characteristic features related to the Cryogenian glaciations. The tillites in the upper M'Beia Formation and Niari Group relate to the deposition of glacially derived sediments and it is in the underlying M'Beia massive quartzites and detrital Loukoula Group argillaceous schists that iron formations have been identified. The thick Schisto-calcaire Group overlying the Niari Group represents the carbonate cap which deposited following the Marinoan glaciation, (Preat et al., 2011). The asymmetric basin architecture may have permitted sedimentation within a closed, or semi-closed basin and the volcanogenic and ultrabasic rocks identified in the Loukoula Group point towards a hydrothermal component that may have contributed iron to the system.

The NIF lithologies, structures and mineralisation found along the Mayombe Hills in Gabon have not been extensively detailed in the past and so these hypotheses are yet to be proven. The distribution, thickness and extent of iron-rich sediments have not been investigated, nor has the effect of regional metamorphism and possible supergene enrichment of the iron mineralisation.

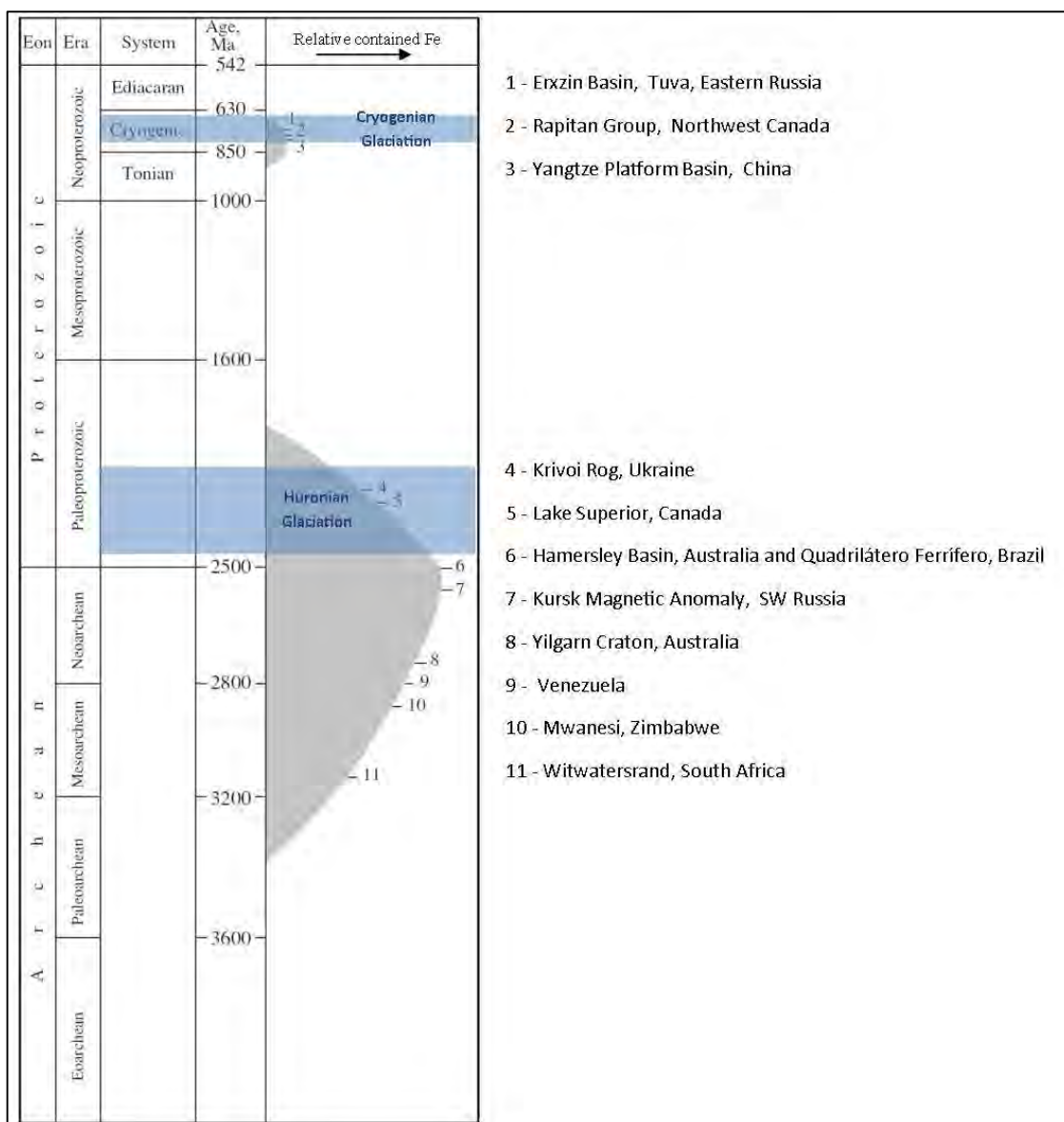


Figure 5-8 Distribution of iron formations throughout Earth's history (after Llyin, 2009).

**Global NIF Deposits**

NIFs globally are observed in a variety of mineralised forms; however all require a degree of supergene enrichment to upgrade their iron content towards something that is potentially economically minable, an example of this is the surface supergene enrichment seen at the Urucúm Iron and Manganese District in Brazil mentioned above. This is located south of Corumba, Mato Grosso do Sul State at the Bolivian border. The district is some 170km in length, approximately 140km of which lies within Bolivia. The Neoproterozoic ferruginous jaspilitic ore found in the lower Santa Cruz Formation reaches a thickness of up to 300 m and has a grade of ~50% Fe, with supergene enriched zones of up to 67% Fe. Multiple bands of massive, high grade manganese oxide mineralisation (>40% Mn) are found intercalated with the iron-rich jaspillites. The district includes the Vale SA Corumba mine with total reserves and resources of 792Mt @ 63.8% Fe and 2012 annual production of 4.6Mt of iron ore; the Vale SA Urucum mine with ~33Mt @ 62.2% Fe and production in 2012 of 1.8Mt of iron ore and 300,000 t of manganese; and the Ferrum Americas Mining Inc owned Cerro Rojo exploration project with total reserves and resources of 286.9Mt @ 48.5% Fe (SNL.com).

NIFs also occur in both haematite and magnetite forms. Shieni Hills in eastern Ghana is a haematite NIF similar to that at Tchibanga. Here the mineralisation, with a resource in the region of 1.3Bt @ 33.8% Fe is very fine grained which results in processing difficulties. In contrast the Xaudum project in Botswana exists as a magnetite NIF and therefore requires a more standard processing route.

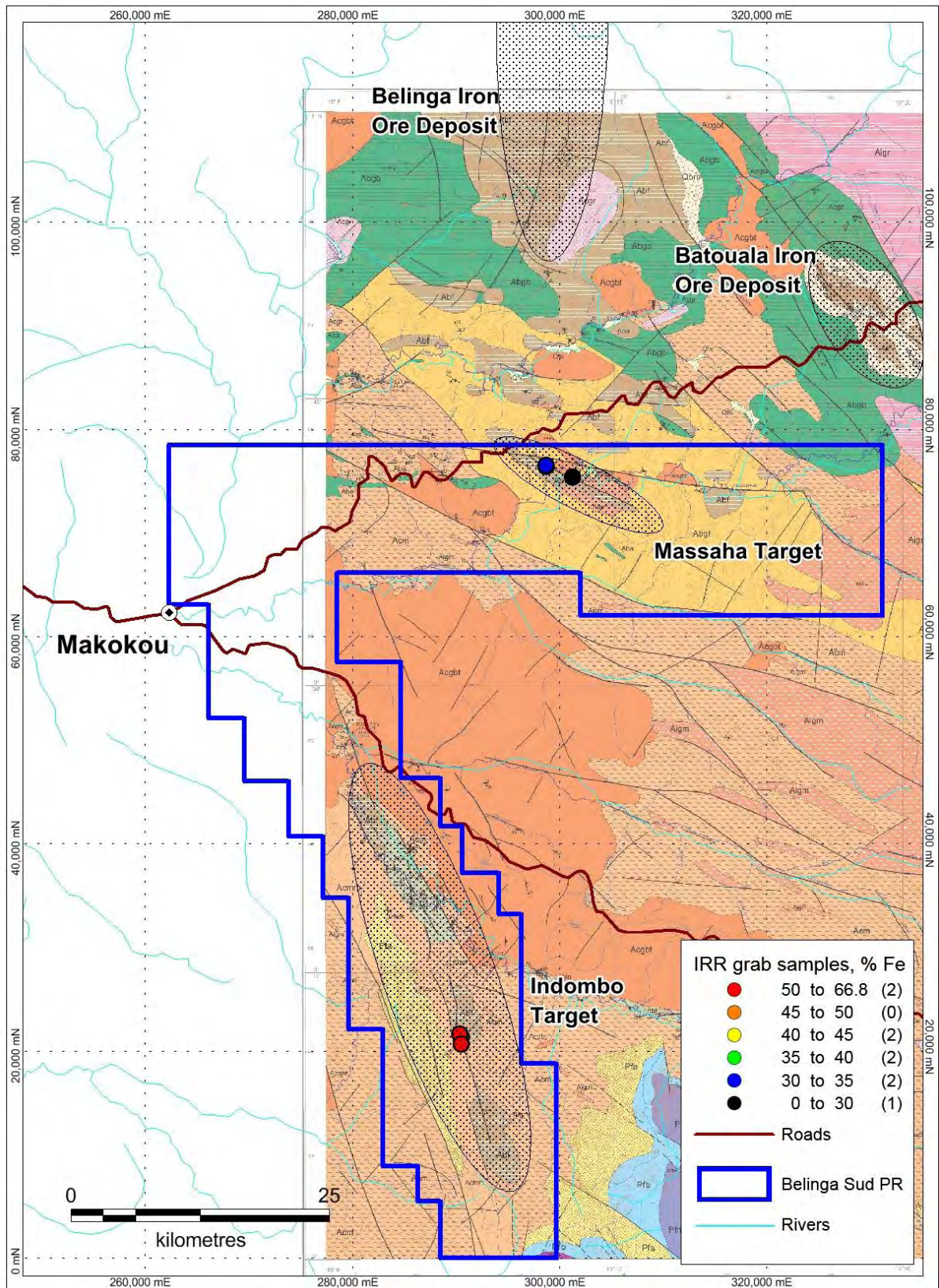
Other analogues include the Giant Snake River (also known as Crest or Iron Creek) occurrence in the Mackenzie Mountains, North West Territories – Yukon, Canada contains the Rapitan Group of Neoproterozoic sediments, the type locality for iron ore formation related to the glaciation in a passive margin setting during the Cryogenian. A Hatch Consulting report in 2006 for Chevron Canada Resources suggested that the region contained undeveloped iron ore resources in the region of 20 – 30 Bt at approximately 40%. The fine grained massive and nodular haematite Fe found over a distance of at least 50km and occurs relatively close to surface. The report recommended drilling to accurately define the deposit and metallurgical/beneficiation test work to determine whether the ore could be viably processed into a pellet feed for blast furnaces.

The closest known NIF to Tchibanga is the Milingui deposit located approximately 100km NW. This was investigated in the 1950s, as detailed in Section 6.1, though difficulties in processing and upgrading the low grade magnetite-quartzite mineralisation made the deposit uneconomical at the time. Although found in a similar geological setting as Tchibanga, on the western limb of the Nyanga Basin in Neoproterozoic lithologies, magnetite is more dominant at Milingui and structural deformation appears to be less intense. In 1961 a mineral resource was estimated for the Milingui deposit which included 18.2Mt @ 54% Fe and 9% SiO<sub>2</sub> of surficial canga material and ~125Mt @ >40% Fe and >25% SiO<sub>2</sub> of magnetite-quartzite and flaky haematite mineralisation. (SRK has not been provided with any information on how these figures were calculated and therefore cannot verify or confirm this resource estimate. It does not conform to internationally recognised mineral resource reporting codes and therefore should be used as an indication of potential only).

## **5.3 Belinga Sud Project**

### **5.3.1 Local Geology**

The territory of the Batouala region, as mapped at 1:200,000 scale by SYSMIN (2009) covers the area from 0-1°N and 13-14°E in NE Gabon. The eastern part of this map sheet, shown in Figure 5-9, covers the majority of the Belinga Sud licence and, as such, is used as a basis for the following description.



**Figure 5-9** Geological map of the Belinga Sud licence area showing location and grade of grab samples, (adapted from SYSMIN, 2009). See Figure 5-10 for lithological legend.



Figure 5-10 Legend of lithological formations shown in Figure 5-9, (SYSMIN, 2009).

### Lithology

The geology of northeast Gabon mainly consists of five broadly divided Archaean igneous and metamorphic basement terranes that have been variably metamorphosed and sheared;

- **Chaillu Plutonic Complex, ~3000-2840Ma** - Undifferentiated granites, and granodiorites with alternating medium to coarse texture, (*Aigr*) are found only in the far northeast of the Batouala sheet outside of the Belinga Sud PR licence.
- **Charnokitic Complex, ~2850Ma** - Charnokite metamorphic rocks formed from the regional metamorphism of igneous protoliths are found only in the far southeast of the Batouala sheet, outside of the Belinga Sud PR.
- **Groupe de Belinga, 2870-2750Ma** - Ferruginous quartzites, volcanoclastic units and banded iron formations (BIF) together are defined as members greenstone terranes. These form the majority of the Belinga Iron Ore Deposit, north of the Makokou - Mékambo road, expressed as a number of N-NNW trending ridges. Within the Belinga South PR, the Belinga Group is represented by an amphibolite and amphibolite-gneiss unit (*Aba*), ferruginous quartzites (*Abf*), a finer grained gneiss with amphibolites (*Abgf*) and an undifferentiated “greenstone” complex (*Abgb*).

The ferruginous quartzites (*Abf*) have a dark colour and high density. Alteration is extensive at surface with magnetite frequently recrystallised as iron oxides (haematite) and iron hydroxides (goethite). Dissolution of silica is also common in these weathered rocks.

- **Central Gabon Migmatitic Belt, ~2750Ma** - Extensive north-westerly shearing and medium-high pressure metamorphism during the Neoarchaean caused the migmatization of pre-existing gneisses and granites forming the Central Gabon Migmatite Belt. Fine-medium grained mesocratic amphibole and biotite gneisses (*Aigm*) form the main section belt. Migmatitic gneisses with leucocratic veins and lenses of contaminant material (*Acm*) are prevalent across much of the Batouala map sheet and IronRidge exploration licence.

A poorly defined band of migmatites containing abundant granitic material (*Acmm*) is found in the southwest of the Batouala sheet, striking north-northwest and coinciding with elevated plateau of Franvillien sediments and the ferruginous quartzites of the Groupe de Belinga. This zone may well be structurally constrained by regional faults to the east and west.

- **North Gabon Plutonic Centre, ~2750-2700Ma** - Neoarchaean late-stage calcalkaline biotite granites (*Acgbt* and *Acgr*) are medium-course grained, locally porphyritic and leucocratic and are found across the centre of the Belinga Sud region as well as intruding into the iron formations to the north.
- **Francevillien** - Sedimentation in the Palaeoproterozoic (~2100Ma) deposited sandstones and conglomerates unconformably on the Archaean basement. These sequences are associated with an extensional phase which was accompanied by acid and alkali sub-volcanic igneous intrusions (Complex N'goutou).
  - **Francevillien A** - Comprising sandstones and pelites that are occasionally conglomeritic. A sandstone formation (*Pfa*) forms a prominent cuesta, 100-200m high, running north-northwest parallel with the ferruginous quartzites in

the south of the Belinga Sud PR. This topographic feature has a steep scarp slope on its western edge, defining the location of the Ndangui fault, and a gentler lee slope dipping to the east-northeast.

- **Francevillien B** - Poorly differentiated units of volcanosedimentary tuffaceous sands and mudstones marking a transition between the Francvillien A sandstones and N'goutou Complex volcanics. These units are only found in the Belinga Sud PR along the southern licence boundary surrounding the N'goutou intrusives.
- **N'goutou Complex, 2027 ± 55Ma** - A circular intrusive complex positioned just outside of the south eastern boundary of the Belinga Sud PR. This complex is composed of trachytes and intermediate lavas that erupted in a shallow marine environment contemporaneously with the Francevillien B sedimentation. Intense hydrothermal activity associated with the intrusive events altered the surrounding Francevillien sediments.
- **Francevillien C** - A horizon of laminated black jaspers (cherts) often containing stromatolites (*Pfc*) found only in a very small area in the far south east corner of the Belinga Sud PR.

Since the Palaeoproterozoic, the Batouala region has been mostly free of any significant sedimentation due to the location within an increasingly stable continental interior. The hydrographic drainage has incised the underlying Palaeoproterozoic and Archaean lithologies, and rivers are often filled with blocks of various rock types. The most recent sedimentation correspond to shallow deposits (0.5 to 1 m) of fine white sand passing down to a coarser sand along existing rivers (Qfa and Qfs).

#### *Regolith*

As with Tchibanga the licence area is covered with dense tropical vegetation resulting in very limited outcrop. Soils thick are humus rich.

#### *Structure*

Although only limited mapping of structures in the area has been undertaken in the past, it is evident from what has been completed and from airborne magnetic maps, that there are two major structural systems crossing the Belinga Sud PR.

1. The Nkol Shear Zone crosses from east to west across the centre of the licence area and is composed of numerous sub-parallel faults. This system of dextral displacement stretches across much of northern Gabon, north of Mitzi, before turning south and joining the Abanga Fault (Figure 5-1).
2. North of Makokou the East Gabon Fault splits from the Nkol Shear and turns southwards through the southern limb of the Belinga Sud licence. This structure extends for over 200km south towards Franceville and incorporates a number of splays and sub-parallel faults. It is two of these sub-parallel faults that has caused the uplift of the sandstone cuesta to the west of the Indombo iron ore target.

The accurate identification of structures in the area and determination of their relationship to iron ore mineralisation will be important in future exploration as brittle deformation creates



pathways by which meteoric waters can infiltrate the rockmass and contribute to supergene enrichment of the iron formations.

### 5.3.2 Mineralisation

IronRidge’s Belinga Sud PR has been divided into a northern and southern zone. Exploration activities in the north have to date focussed on the Massaha target, a WNW trending magnetic anomaly coincident with an iron rich body at surface. In the southern area the Indombo target is represented by a near N-S trending magnetic anomaly also coincident with an iron rich body identified by float and outcrop in the area.

The outcrop seen by SRK during the field visit to the Massaha target in the north-central part of the licence was composed of classic weakly banded goethitic and haematitic itabirites with varying degrees of weathering and silica content. This outcrop was only weakly magnetic Figure 5-11. The outcrop forms an 8-15m ridge across the surrounding terrain. A second outcrop observed just north (outside) of the licence boundary, is expressed as a 30-40m ridge and is believed to be the same unit. This second outcrop exhibited evidence of normal slickensides possibly related to faulting parallel with the East Gabon fault system. Together they suggest a strike extent of a few kilometres. A thick soil/overburden covers most of the region visited therefore making direct correlation of continuity difficult. These iron bearing units appear to be consistent with the anomalies observed on the regional airborne magnetic survey.



**Figure 5-11 Itabirite samples observed at Massaha, Belinga Sud, (SRK, 24 January 2014).**

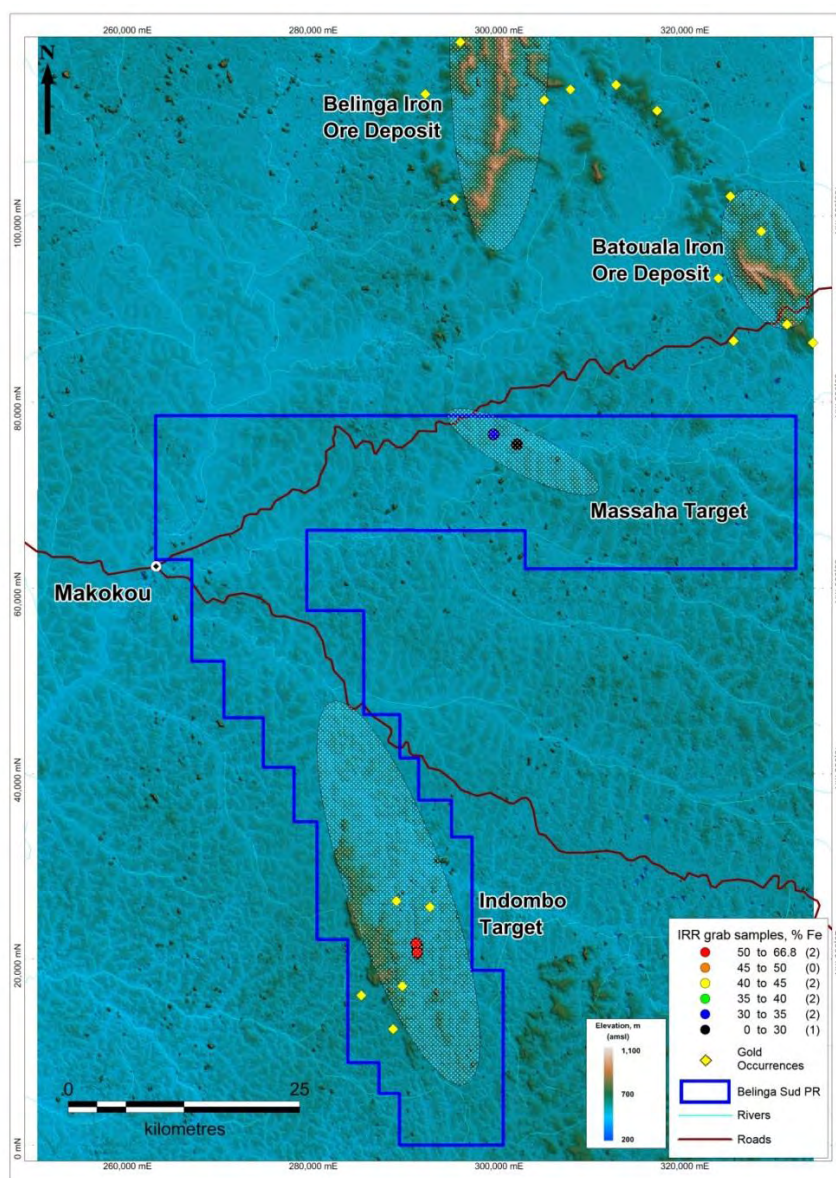
The Indombo target to the south was not visited by SRK; however information supplied by IronRidge seems to suggest a similar body with possibly a greater strike length. The Indombo target consists of a linear magnetic anomaly of around 40km strike, trending NNW. The anomaly is segmented and can be sub-divided into a northern, central and southern segment. The northern segment has a relatively subdued topographic expression, whilst the central segment contains a pronounced topographic ridge around 6km in length, rising up to almost 100 m from the surrounding plateau. The southernmost segment contains more pronounced topography, rising up to 150 m above the surrounding plateau in a linear series of hills stretching for around 5km along strike.

IronRidge report that at Indombo, iron enriched outcrop is encountered across the central segment, where it consisted of friable, enriched haematitic BIF. Significantly, high-quality, enriched haematitic BIF was also encountered in float in a drainage channel in a separate traverse 1.1km to the south of this BIF outcrop suggesting that the iron formation is

continuous along-strike, as implied by the magnetic data.

In terms of gold mineralisation, SYSMIN (2009) summarise the findings of historic geological mapping programmes which identified numerous occurrences of alluvial gold workings across the Batouala region within the Archaean basement and close to BIFs, including Indombo, (Figure 5-12). No primary hardrock sources of gold have yet been identified but two possible origins have been proposed;

1. Syngenetic gold mineralisation induced by magmatic processes during formation of banded iron complexes;
2. Epigenetic mineralisation. Gold found in basic and ultrabasic rocks adjacent to the BIFs was remobilised by metamorphic fluids. These fluids would principally have derived from the large Nkol Shear, depositing gold-bearing quartz veins in sulphidation zones within the BIF. These have not been observed in this region of Gabon to date, but are well documented in the Iron Quadrangle, Minas Gerais, Brazil.



**Figure 5-12 Alluvial gold occurrences in and around the Belinga Sud Licence area (SYSMIN 2009)**

### 5.3.3 Exploration Concept

The Archaean iron ore deposits of NE Gabon, covering an area of some 100km by 50km, have been investigated since the 1950s. The largest of the iron ore deposits is found at Belinga, a high grade supergene haematite body with a corresponding magnetite protolith at depth. The Belinga deposit is located approximately 65km NE of Makokou, along a number of sub-parallel ridges (Babiel, Bakota, Badondo, Mombo and Okoume).

Other notable deposits that have been less well explored include Batouala and Boka Boka, both further east of Makokou than the Belinga Sud PR. All contain the same dominant styles of iron mineralisation.

IronRidge's exploration concept is that the mineralisation at Massaha and Indombo represents the southern extension of the Archaean greenstone belt terrane present at Belinga. Such BIF deposits are numerous across this region of northeastern Gabon, Republic of Congo and southern Cameroon, as discussed in Section 5.3.4 and shown in Figure 5-14. Given the current knowledge of lithology, structure and mineralisation within the Belinga Sud area; SRK considered this concept to be reasonable and an exploration programme tailored to this deposit model is appropriate.

### 5.3.4 Deposit Model

Most BIFs are found in volcanosedimentary "greenstone" sequences that originated in the Archaean, ~3.8 Ga to ~2.4 Ga, within basins in ancient cratons. The BIFs are so named because of the well-defined banding of iron minerals and chert/quartz in unmetamorphosed examples, where banding can be seen at micro- (0.3-1.7mm bands) to macro- scale (>3cm bands, akin to alternating lithologies). It is generally accepted that deposition of gel-like iron-rich precipitates occurred in anoxic waters of greater than 200m depth. The cyclical mixing of upwelling anoxic silica-rich hydrothermal fluids and slightly oxygenated marine water created layers of ferric oxyhydroxide precipitates and silicate minerals. Diagenetic processes created the chert, magnetite and siderite (via reduction), haematite (via dehydration) and carbonates that now dominate unmetamorphosed examples of Archaean BIF around the world.

The least metamorphosed examples of BIF give the best indications of the original basinal setting and depositional sediments and contain chert, magnetite, haematite, carbonates (commonly siderite and dolomites), greenalite and locally pyrite, and are composed of 20-40% Fe and 43-56% SiO<sub>2</sub>. They are relatively clean sediments, devoid of detrital input. The rare earth element signature of Archaean BIFs indicates that sedimentation was a result of deep water hydrothermal processes and the mixing with seawater under anoxic conditions. Those BIFs with less delicate fine banding and more granular texture, were likely deposited in the platformal areas of shallow seas rather than in deeper waters below the wave base.

Most Archaean BIFs have undergone some degree of metamorphism and structural deformation. BIFs that have undergone the highest metamorphic grade are characterised by essentially anhydrous assemblages, containing predominantly ortho- and clinopyroxene. Hypogene alteration that involves hydrothermal fluids, often channelled during structural deformation, is widely thought to upgrade the iron formations during metamorphism (Hagemann et al, 2007). The percolation and progressive warming of meteoric waters during active folding, thrusting and shearing leads to the removal of silica, local remobilisation of iron and oxidation of magnetite to haematite. The banding present in the protolith is however often preserved.

Finally, following metamorphism, downward flow of oxic meteoric waters dominated fluid flow through the BIF, leaching and altering the shallowest parts of the deposit forming the highest grade supergene iron mineralisation. Further desilicification and alteration of remaining magnetite produces a porous, sometimes friable haematite ore characterised by martite and platy haematite. This contrasts the hypogene ore that may contain >50% Fe, but retains a massive, dense and hard character. Supergene enrichment is less common in arid regions, such as the Hamersley Basin in Australia, where long-lived low-rainfall has not permitted infiltration of meteoric waters.

Many large BIF deposits explored around the world, including the Belinga deposits, show clear differentiation between these types of mineralisation, as shown in the schematic diagram in Figure 5-13. The deposits are capped by a supergene carapace comprising mainly haematite, martite, goethite and limonite, often with brecciated material re-cemented with fine grained iron oxides (“canga”). Beneath this lies an oxide zone of varying character, but principally composed of friable and platy haematite created by supergene processes. Hard, massive, principally hypogene haematite mineralisation is found below the water table and often shows relic banding and extensive multi-stage folding. At Belinga this style of mineralisation generally has a higher iron grade and lower phosphorous content than the platy style mineralisation. At greater depths, hypogene style mineralisation may be replaced by magnetite BIF with much lower iron content (20-40% Fe), which can constitute a much larger tonnage, but lower grade iron resource.

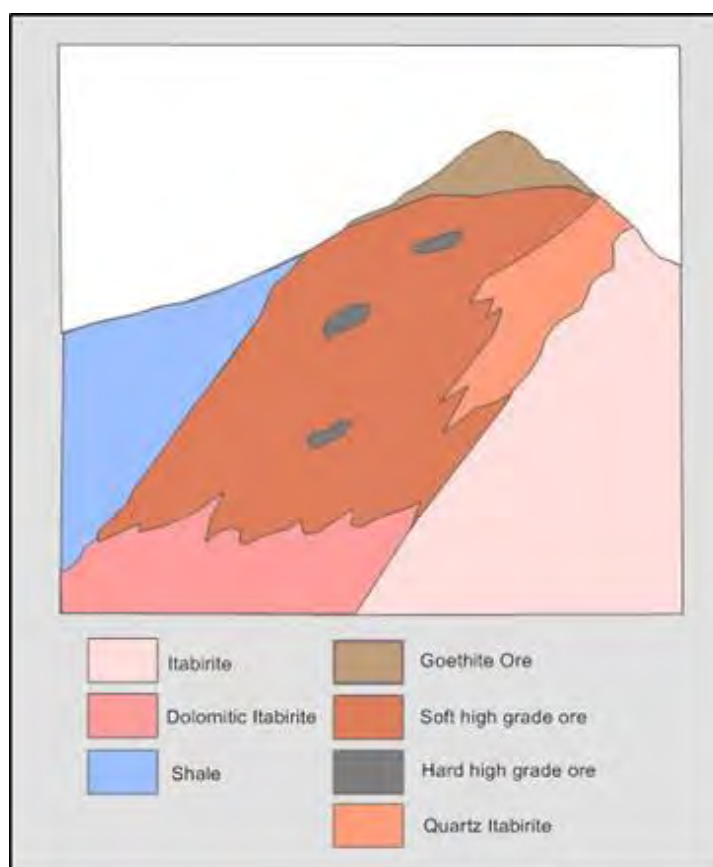


Figure 5-13 Schematic cross section through a classic enriched BIF, (after Clout, 2005)

### *Global BIF Deposits*

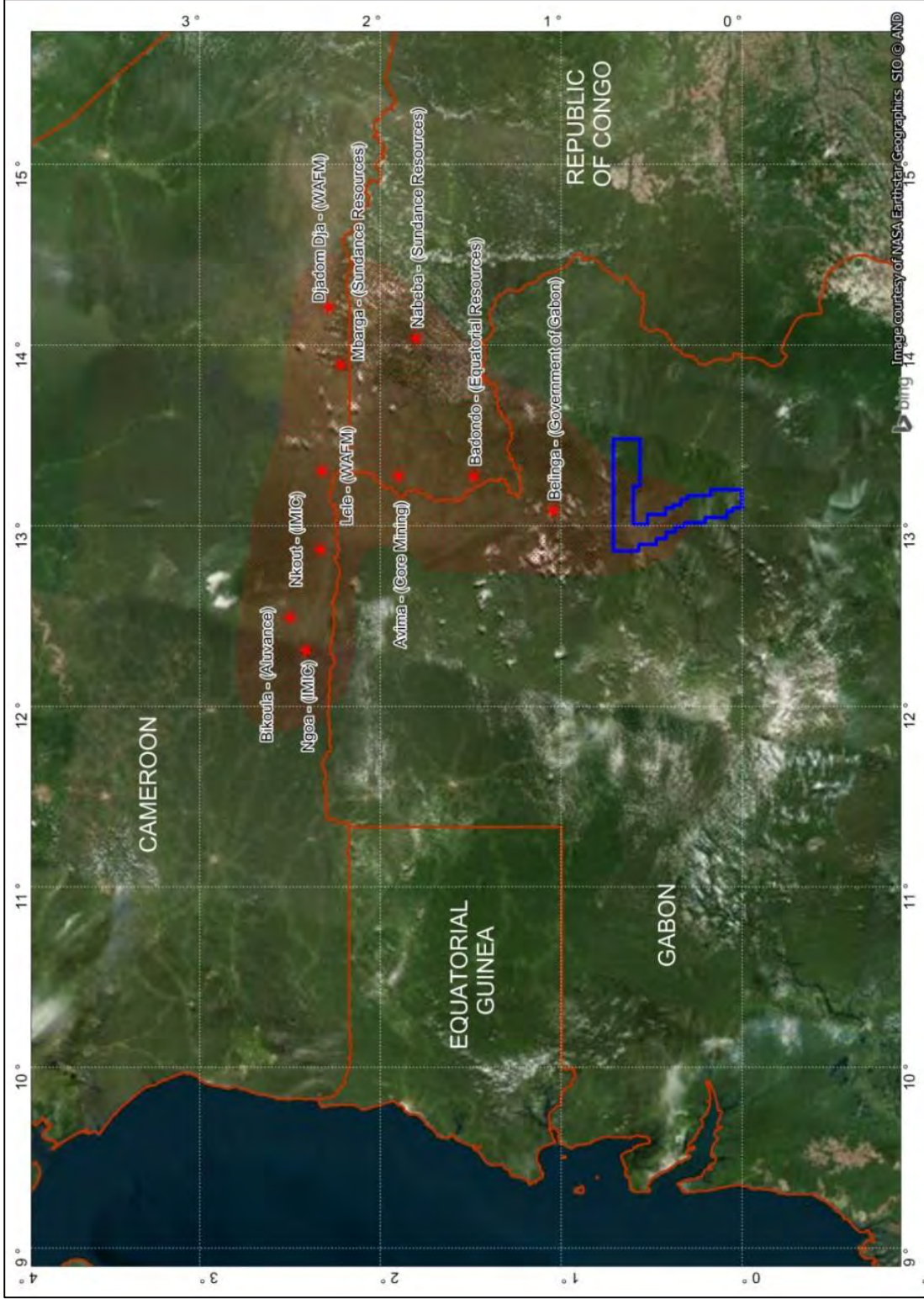
In terms of analogue deposits, Belinga Sud can be considered as one of many BIF occurrences within the emerging Cameroon/Congo/Gabon Archaean iron ore belt, Figure 5-14. This belt hosts the iron occurrences and resources of Bikoula (Aluvance plc), Ngoa and Nkout (International Mining and Infrastructure Corporation plc.), Lele and Djadom Dja (West African Minerals Corporation), Mbalam-Nabeba (Sundance Resources), Avima (Core Mining), Badondo (Equatorial resources) and Belinga (Government of Gabon).

The Nkout asset, belonging to the International Mining and Infrastructure Corporation plc (“IMIC”), is hosted within the Ntem complex of amphibolites, granite, greenstones and itabirites and forms a classic magnetite BIF with a high grade oxide cap. IMIC has currently defined a compliant Mineral Resource of 1.8Bt @ 32.6% Fe Indicated and 0.9Bt @ 30.3% Fe Inferred. The medium to high grade cap is estimated as 127.2Mt @ 53.1% Fe Indicated and 5.7Mt @ 50.9% Fe Inferred (both at a 45% Fe cut-off).

Sundance Resources’ Mbalam-Nabeba project is a haematite BIF deposit that hosts a haematite Probable Ore Reserve of 436.3Mt @ 62.6% Fe (December 2012). This is drawn from a haematite Mineral Resource totalling 775.4Mt @ 57.2% Fe in both Indicated and Inferred coupled with an itabirite Mineral Resources totalling 4.05Bt @ 36.3% Fe.

Core Mining’s Avima project contains a mixed and supergene cap mineralisation overlying an oxidised haematite BIF and a magnetite BIF hosted within a basal schist sequence. Drilling over a 7.5km strike has so far defined an Inferred Mineral Resource of 690Mt @ 58.0% Fe.

Belinga Sud’s closest analogue geographically is the main Belinga deposit located 20km to the north. This is currently held by the Government of Gabon with a resource development plan due to commence. The two main ridges of Babel and Bakota, 45km north of Belinga Sud, are a magnetite BIF with a hard haematite oxidised cap at surface. They reportedly contain a historical resource of around 550Mt @ 64% Fe, though this has not been confirmed by SRK and does not constitute a Mineral Resource Estimate compliant with the JORC Code. Other occurrences around Belinga include the 25km long ridge at Batouala (20km north of Belinga Sud) and the 14km long ridge at Boka Boka (45km NE of Belinga Sud).



**Figure 5-14** Belinga Sud and its location within the emerging Cameroon/Congo/Gabon Archaean iron ore belt.

## 6 EXPLORATION AND RESULTS

### 6.1 Tchibanga Project

#### 6.1.1 Historical Exploration and Results

Haematite mineralisation was first identified in the Mayombe Hills in Gabon in 1952 during 1:500,000 scale mapping. This was to the west of the town of Tchibanga, close to what is now known as the Milingui iron ore deposit. This deposit is ~100km NW along strike from the mineralisation at Mont Pelé, and still sits within the metamorphosed western limb of the Nyanga syncline.

The mineralisation was investigated in the 1950s by the Bureau Minier who completed more than 2,900m<sup>3</sup> of trenching, over 2,000m of drilling and excavation of approximately 850m of adits. Airborne geophysical data collected in 1956 identified a large magnetic anomaly coincident with the Milingui deposit and also identified a series of linear anomalies along the Mayombe Hills, Figure 6-1. The more recent airborne magnetic survey completed by BHP Billiton Ltd (“BHP”) at a closer line spacing and lower altitude above the terrain (discussed below), also confirms that the Milingui mineralisation coincides with the largest magnetic anomaly within the Mayombe Hills, Figure 6-2. This geophysical signature is fairly simple, coincident with mapped geology and shares many common characteristics with a number of target areas within the Tchibanga Project area. Due to access difficulty however these targets have yet to be fully evaluated by IRR.

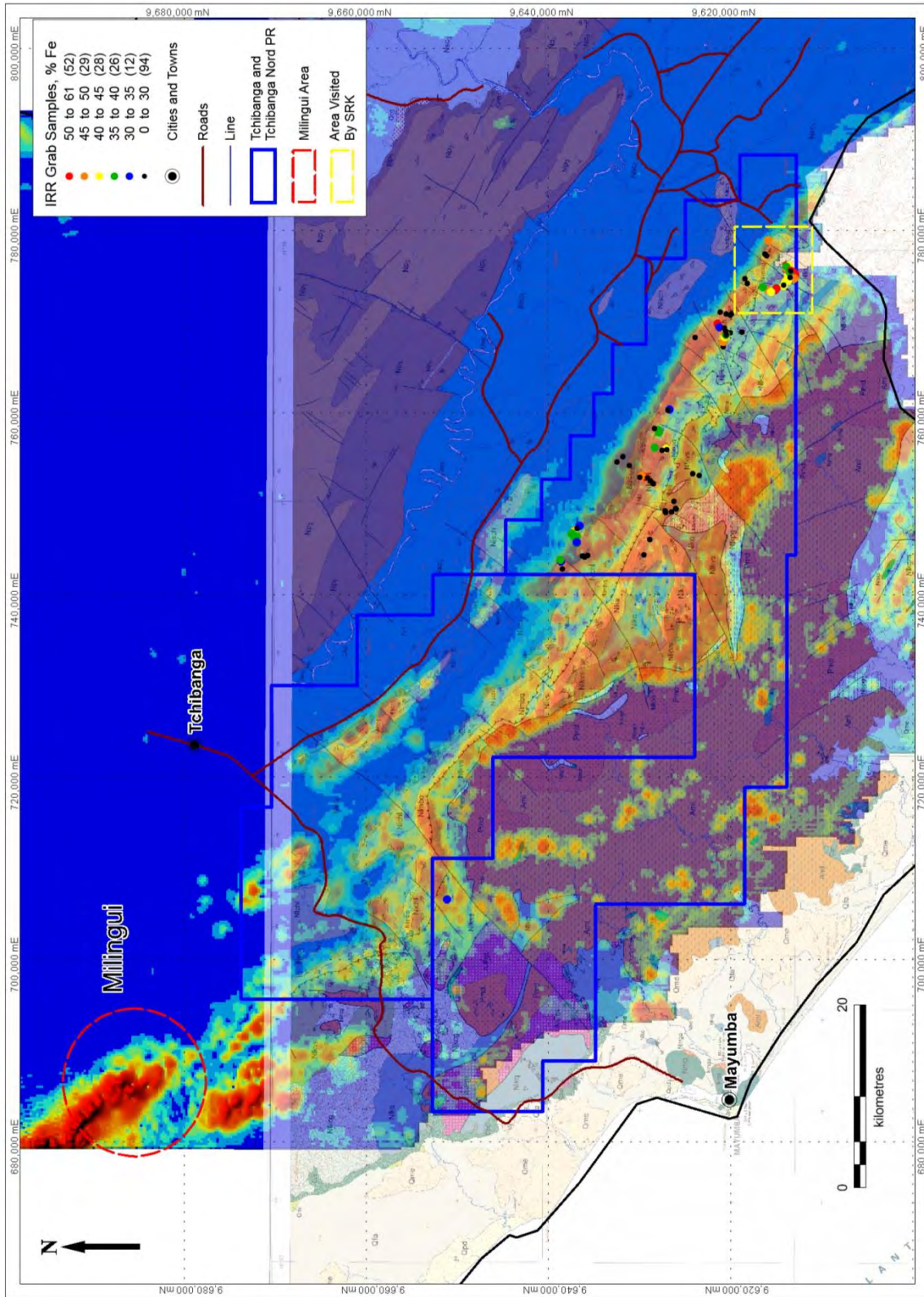
The mineralisation delineated thus far at Mont Pelé appears to be different in style from that observed at Milingui – in the Mont Pelé there is no strong magnetic signature, and the material observed is entirely haematitic. This raises the possibility of two separate mineralisation types in the Mayombe Hills; Milingui-type (underlain by magnetite-bearing protolith) and Mont-Pelé-type (entirely haematitic). Alternatively, the non-magnetic mineralisation at the Mont Pelé may represent the end product of a more intense and complete alteration of primary magnetite to haematite.

An altered cap has formed at Milingui in which dissolution of silica and martitisation of magnetite produces flaky haematite mineralisation with a grade of up to ~50% Fe. Canga can be found on the crest and slopes of the main ridge with clasts grading up to 60% Fe.

In 1961 a mineral resource was estimated for the Milingui deposit that included 18.2Mt @ 54% Fe and 9% SiO<sub>2</sub> of surficial canga material along the crest and slopes of the main ridge; and ~125Mt @ >40% Fe and >25% SiO<sub>2</sub> of magnetite-quartzite and flaky haematite mineralisation. (SRK has not been provided with any information on how these figures were calculated and therefore cannot verify this Resource Estimate. For this reason, SRK cannot classify this estimate as a mineral resource as defined by the JORC Code. IronRidge has considered this estimate only in terms of theoretical mineral potential).

Initial processing and metallurgical test work, completed in France and through an on-site pilot plant at Milingui, of material recovered from the adits returned mixed results. Although some fresh material could be upgraded to >60% Fe through high intensity magnetic separation (HIMS), the highly heterogeneous mineralisation often meant that this was ineffective with poor recovery of high grade material and a significant proportion of fines produced.

There is no evidence of further ground exploration work on Milingui since 1961.



**Figure 6-1** Analytic signal of regional airborne magnetic data with semi-transparent geology across the Tchibanga Project area. (SRK, 2014)



Rio Tinto Exploration Ltd held an exploration licence covering a large part of the Mayombe Hills in 2007, though this was relinquished in 2008 following a reprioritisation of its African assets in response to the hostile BHP takeover bid.

In 2008 BHP commissioned Fugro Airborne Surveys Pty Ltd. (“Fugro”) to conduct a detailed FALCON airborne gravity gradiometer (AGG) and magnetic survey over the Mayombe Hills. The survey covered 1,400km<sup>2</sup> split between three blocks, the largest of which covers much of the strike length of the Mayombe Hills within the Tchibanga Project area. Gravity and magnetic surveying together combine well to help identify areas of possible magnetite rich lithology (dense and magnetic) or haematitic mineralisation (dense but with reduced magnetic response).

The survey consisted of measurements of the differential curvature components of the Earth’s gravity potential and the total magnetic intensity data along NW-SE traverse lines spaced 250m apart and at an average terrain clearance of ~130m. The FALCON data processing was carried out using BHP Billiton software (Brümmer, 2009) and the measured differential curvature components of the gravity potential were transformed to the vertical gravity gradient for interpretation purposes. Rigorous Quality Control / Quality Assurance procedures were followed to validate the data. A series of data products including images of the vertical gravity gradient, vertical gravity, magnetics, and the Digital Elevation Model were produced from the survey data. These products were subjected to a basic geophysical interpretation to define iron ore target areas. The magnetic data were processed by Fugro using conventional methods.

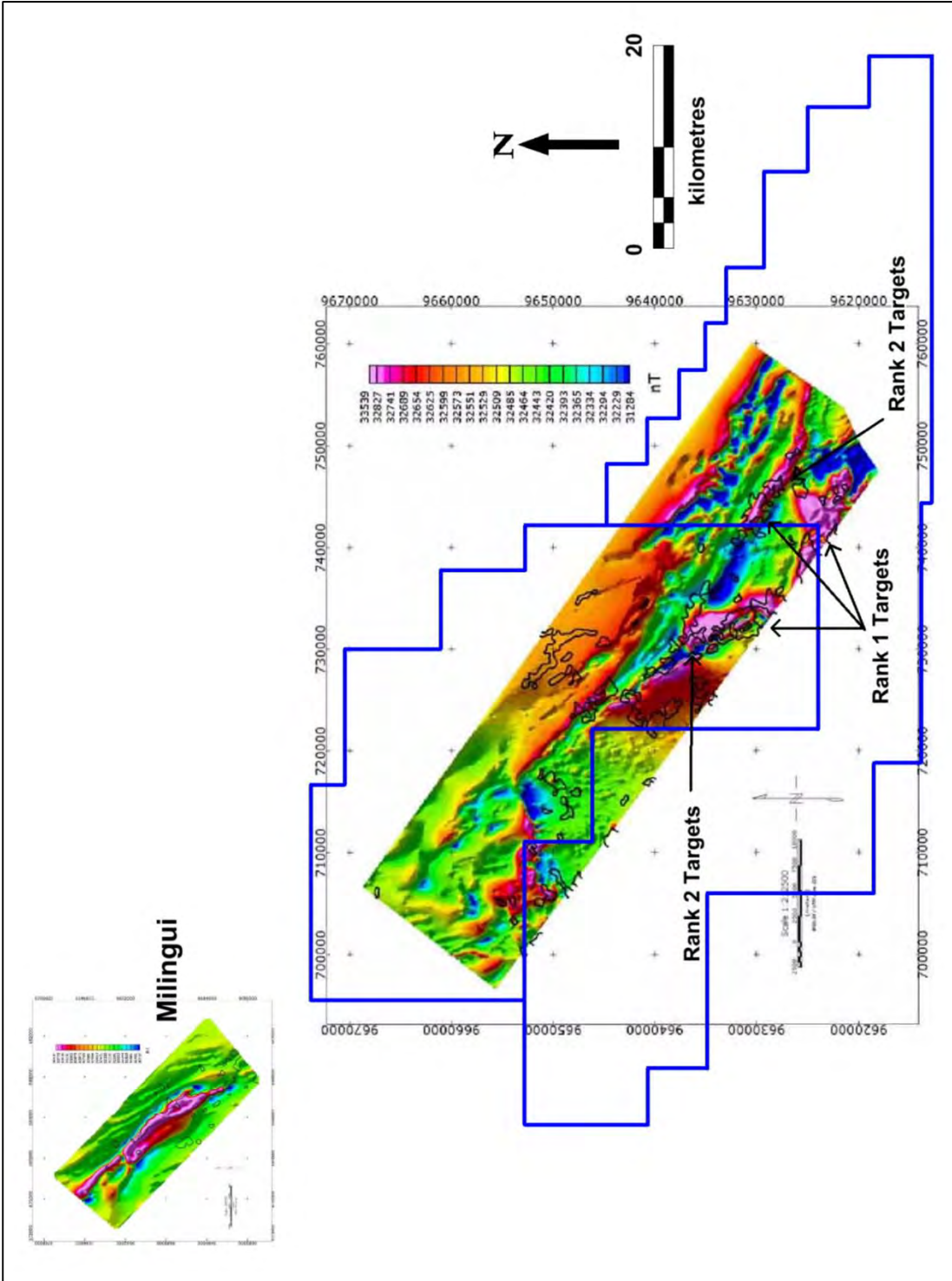
BHP identified 20 iron ore target areas within this block, seven rank 1, nine rank 2 and four rank 3, recommending further follow-up investigation of these targets in the field. Figure 6-2 shows the summary results of the BHP interpretation. Three main magnetic anomalies at Tchibanga arranged in what appears to be a structurally controlled triangular region across the Tchibanga and Tchibanga Nord PRs. This correlates with earlier geophysical data illustrated in Figure 6-1. It does not appear that any field reconnaissance or ground truthing was undertaken by BHP during the interpretation of these data.

IronRidge has conducted further modelling and reinterpretation of the Fugro airborne data as summarised in Section 6.1.2.

In 2009 the European Union helped finance a country wide geological and mineral occurrence mapping programme accompanied by a detailed compendium on all observed lithological sequences. The System of Stabilization of Export Earnings from Mining Products, Gabon (“SYSMIN”) programme was performed by a consortium of BRGM, Council for Geoscience (“CGS”), Sander Geophysics Ireland Limited (“SGIL”) and Musée Royal de l’Afrique Centrale (“MRAC”).

The Fe occurrence at Mont Pelé was first indicated on the Government database in 2009, likely as a result of the SYSMIN country-wide mapping campaign. Following unsuccessful attempts to hold the licence as a result of their FALCON survey, BHP abandoned the Tchibanga region in 2010 in favour of pursuing manganese assets in the southeast of Gabon. No further exploration licences to the area were issued until 2012 when IronRidge acquired its first prospecting permit, some 7 months after IronRidge’s entry in to the region.

To date no intensive geochemical sampling or drilling programmes have been conducted over the Mont Pelé region of the Mayombe Hills.



**Figure 6-2 Gravity gradient contour (22 Eö) overlay on reduced-to-pole magnetic data covering Milingui and the Tchibanga Assets, (BHP Billiton, 2009)**

### 6.1.2 Recent Exploration and Results

#### Grab Samples

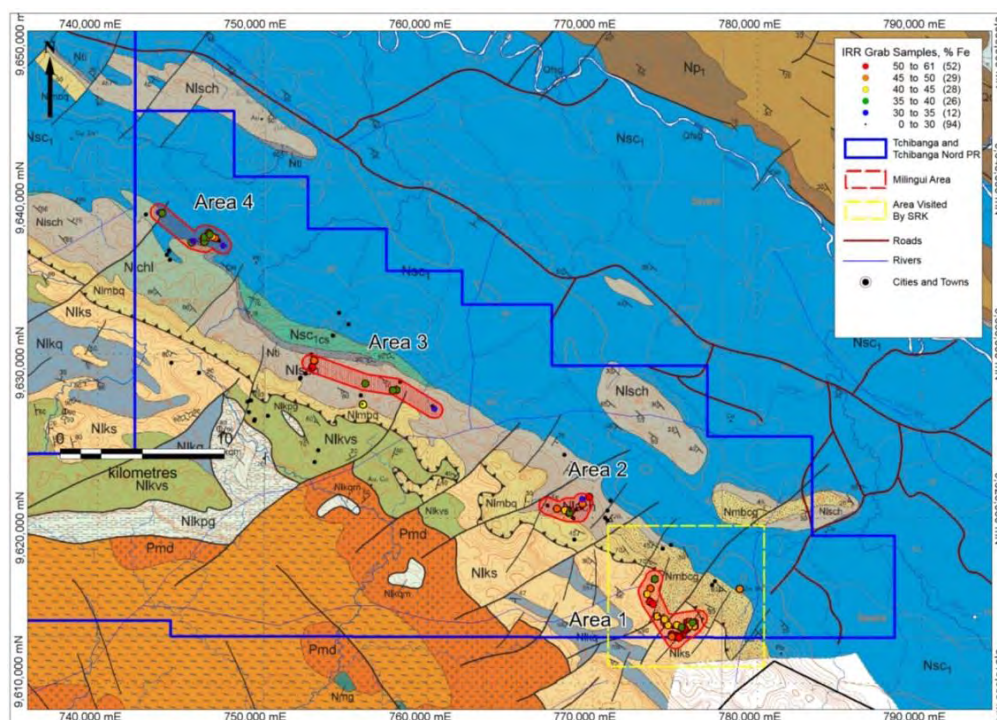
Exploration undertaken to date by IronRidge has been limited to geological reconnaissance and the collection of 120 grab samples. In addition, 13 of these grab samples have undergone petrographic analysis by Dr Chris Blake, a mineralogy consultant based in the UK.

IronRidge has investigated four primary areas from within the Tchibanga PR that covers a strike length of approximately 40km. These areas were targeted due to the Falcon geophysical data, access logistics and the known iron occurrences reported by SYSMIN.

Due to the limited outcrop within the licence, grab samples were taken wherever near-source float samples were encountered. The areas observed by SRK, being predominantly laterite, meant that such samples of canga and ironstone material were taken from within small water courses and drainage gullies incised in to the dominant regolith of the immediate area.

Appendix B shows the geochemical assay results of all grab samples collected by IronRidge. All grab samples were analysed by SGS South Africa (Pty) Ltd in its Johannesburg laboratory using an XRF whole rock oxide scheme (method code XRF76). This method is accredited to the ISO/IEC 17025 international standard for quality assurance and quality control practices. Samples that are highlighted have undergone petrographic analysis. The samples are ordered by decreasing Total Fe grade and show that the Fe grade ranges from a high of 60.6% to a low of 0.6% with a weighted average Fe grade of all samples of 32.5%. The location of these samples is shown in Figure 6-3.

SRK has been provided with the laboratory analysis certificates for these samples and has used these to verify a random 10% of results in the Ironridge sample database. No errors or discrepancies were found.



**Figure 6-3 Tchibanga Project grab sample locations, (SRK, 2014).**  
*Red hatched areas indicate samples containing >30% Fe.*

To assess the results of the grab samples, SRK ran some preliminary statistical checks on the data. Figure 6-4 and Figure 6-5 show the scatterplots of Fe against SiO<sub>2</sub> and Fe against Al<sub>2</sub>O<sub>3</sub> respectively. These are considered by SRK to be the dominant relationships in iron projects and those that give an indication as to the degree of enrichment. The Fe against SiO<sub>2</sub> scatterplot shows a clear relationship between decreasing Fe and increasing SiO<sub>2</sub> content. At approximately 30% Fe, there appears to be a natural break in the data with those samples greater than 30% Fe representing the target ironstone mineralisation (black line) and those samples below 30% Fe representing the host rocks to this mineralisation. Two statistical populations of host rock are observed, with one population being potentially transitional to the main mineralised population (green line) and the other having an Fe grade less than 10% and between 35% and 75% SiO<sub>2</sub> (blue line). The same populations are highlighted in the Fe against Al<sub>2</sub>O<sub>3</sub> scatterplot. The two plots suggest that there is a more intimate relationship between Fe and SiO<sub>2</sub> due to the potential transitional phase below 30% Fe.

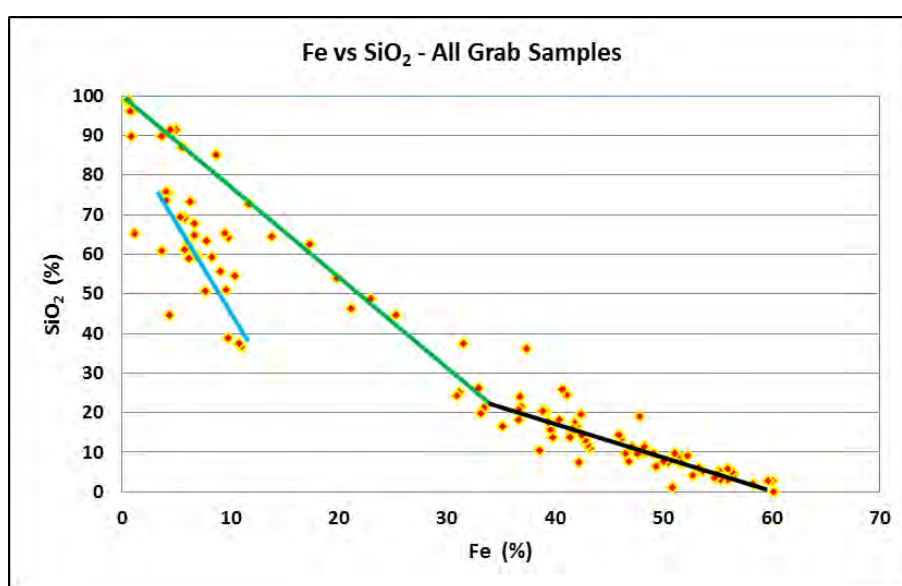


Figure 6-4 Tchibanga Project grab samples. Fe vs SiO<sub>2</sub> scatterplot

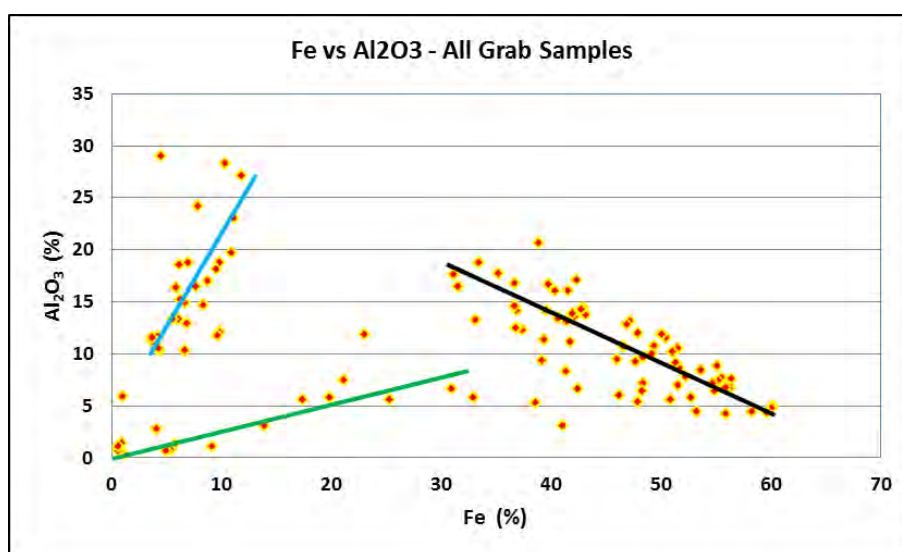


Figure 6-5 Tchibanga Project grab samples. Fe vs Al<sub>2</sub>O<sub>3</sub> scatterplot

The relationships observed between Fe and SiO<sub>2</sub> and Fe and Al<sub>2</sub>O<sub>3</sub> appear typical of an iron project that has undergone supergene enrichment processes. It also suggests that a reasonably representative spread of samples have been collected from within the licence area. SRK would expect a more random distribution of sample results with poor relationships between the various analyses if a non-representative set of samples had been collected. The samples collected also cover a large strike extent of the project giving a reasonable representation of the grade distribution.

The results obtained to date show that the target ironstone has a mineralised Fe grade in excess of 30%, with samples being as high as 60.6% Fe. Figure 6-3 shows the location of all samples collected with the average grades and strike length of the four zones shown in Table 6-1. The majority of the sampling has been undertaken in Area 1 with 41 samples collected with an average grade of 49.5% Fe. It is worth noting that only three samples from within Area 1 have a Fe grade of less than 30%. The average Fe grade decreases in Areas 2, 3 and 4 with Fe grades of 45.6%, 42.9% and 37.8% respectively.

**Table 6-1 Tchibanga Project grab sample results predominantly greater than 30% Fe**

Area	Strike Length km	Fe %	SiO <sub>2</sub> %	Al <sub>2</sub> O <sub>3</sub> %	P <sub>2</sub> O <sub>5</sub> %	LOI %	Sample Count
1	4.6	49.5	9.3	10.1	0.089	8.6	41
2	2.0	45.6	17.4	9.1	0.043	7.2	13
3	9.4	42.9	17.5	8.7	0.955	10.2	7
4	5.3	37.8	19.1	13.2	0.714	11.4	12

SRK understands that the primary goal of IronRidge is the development of a Direct Shipping Ore (“DSO”) project. To assess the distribution of the higher grade zones within the areas sampled to date, SRK has assumed the following DSO specifications:

- Fe greater than 57%,
- SiO<sub>2</sub> and Al<sub>2</sub>O<sub>3</sub> with a combined grade of less than 10%.

Whilst SRK acknowledges that the final required DSO grade will be governed by the negotiated contracts, the specifications quoted are the generally accepted lower quality limits for a DSO product as based on SRK’s experience in similar iron projects. Further to this, SRK acknowledges that deleterious analyte levels also impact the final product quality, but generally these are expressed in price penalties rather than DSO quality specifications.

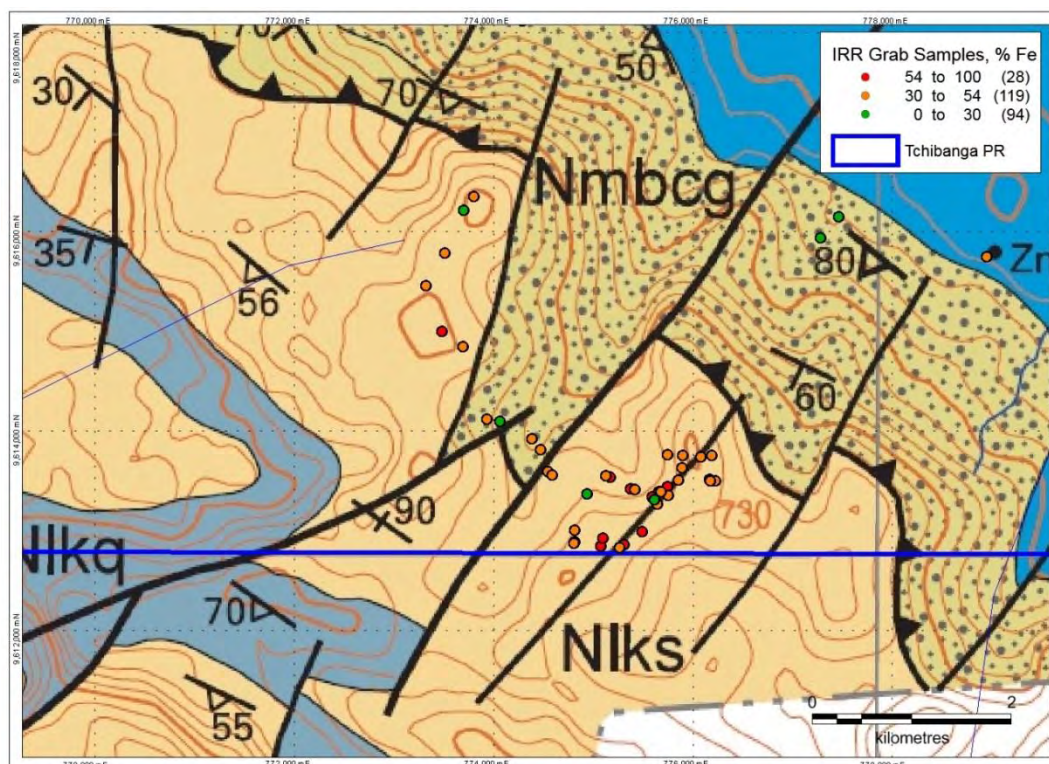
Table 6-2 shows the results of all grab samples greater than 30% Fe at increasing Fe cut off increments. As shown, to approximately achieve the DSO specifications listed, a cut off of 54% Fe is required which results in a Fe grade of 57.0% and a combined SiO<sub>2</sub> and Al<sub>2</sub>O<sub>3</sub> grade of 9.9%. Of the 76 samples that have a Fe grade in excess of 30%, 15 samples (or 20% of the samples) have a grade in excess of 54%.

Figure 6-6 shows all grab samples from Area 1 coloured by the observed grade bins with those samples greater than 30% Fe being coloured orange and all samples greater than 54% Fe, being the defined DSO cut-off grade, coloured red. Green samples represent the non-mineralised host lithologies. SRK visited the DSO areas within Area 1 with the material observed shown previously in Figure 5-6 and Figure 5-7. The DSO locations observed by SRK consisted of shallow drainage gullies although SRK does not consider the material observed to have travelled far from the source. The gullies were located within a gently

dipping plateau with thick vegetation cover and limited outcrop.

**Table 6-2 Grab sample grades at increasing Fe cut offs**

Cut Off	Fe %	SiO <sub>2</sub> %	Al <sub>2</sub> O <sub>3</sub> %	SiO <sub>2</sub> + Al <sub>2</sub> O <sub>3</sub> %	Count	Percentage of Total
>30	46.0	13.4	10.3	23.7	76	100%
>35	47.0	12.1	10.1	22.2	70	92%
>40	49.7	9.3	9.3	18.6	57	75%
>45	52.3	7.1	8.1	15.2	43	57%
>50	54.8	5.1	7.1	12.2	27	36%
>51	55.3	4.9	6.8	11.6	24	32%
>52	56.1	4.3	6.3	10.6	19	25%
>53	56.4	4.0	6.3	10.3	17	22%
>54	57.0	3.8	6.2	9.9	15	20%
>55	57.1	3.7	6.1	9.8	14	18%
>56	58.0	3.7	5.4	9.1	9	12%
>57	59.7	2.9	4.5	7.4	5	7%



**Figure 6-6 Location and grade of Tchibanga grab samples from Area 1, (SRK, 2014)**

Appendix C shows select photos of some of the samples collected by IronRidge with a grade greater than 54% Fe from within Area 1. As shown the sample range from fine grained goethitic dominant material (DR8324) to haematite dominant (DR8321) material.

With the exception of two grab samples in Area 2 (DR8025 at 60.6% Fe and DR8028\_A at 56% Fe), Areas 2, 3 and 4 do not as yet record any samples with a DSO grade. Whilst SRK acknowledges that these areas have not been explored in as much detail as Area 1, the average grades of the near surface samples that have been collected to date indicate that either i) the low density of traverses in this area to date was not sufficient to characterise

any higher grade material which is frequently covered in laterite and rarely outcropping, or ii) supergene enrichment of the protolith in this area has not been as extensive.

Appendix C presents examples of the material types collected from Areas 2, 3 and 4. As shown, the material ranges from haematite rich samples as in DR8032 and goethite / limonite rich samples as in DR8081. It is also worth noting the highest grade sample recorded from the grab sampling programme, DR8025 appears to have a high content of vitreous goethite.

*Petrology*

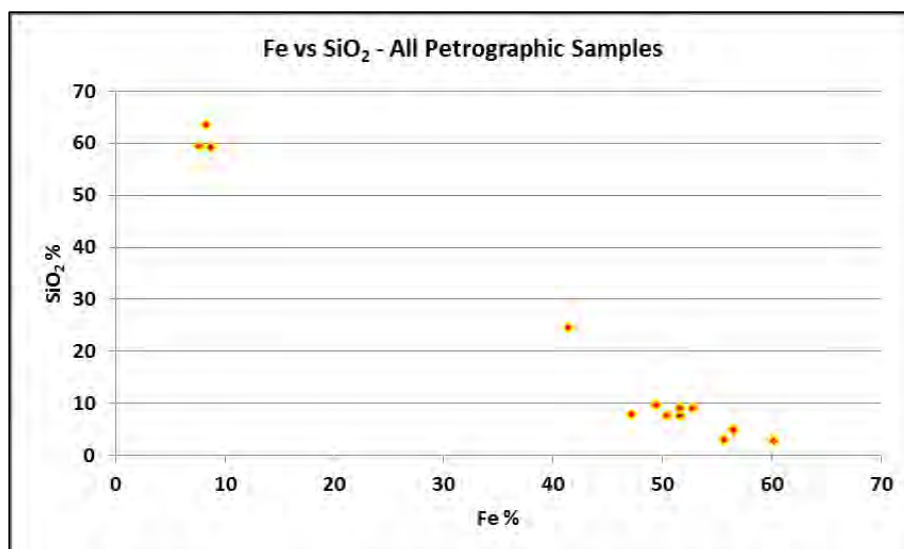
IronRidge commissioned the petrographic analysis of thirteen grab samples from the Tchibanga Project. The work was undertaken by Dr Chris Blake, a Mineralogy Consultant based in the UK. The samples selected for petrographic analysis are shown below in Table 6-3.

Samples selected for petrographic analysis emanate from Area 1 and cover a Fe grade of between 7.71% and 60.2%. The scatterplot of Fe against SiO<sub>2</sub> for all petrographic samples is shown in Figure 6-7 which indicates that the samples selected include three host lithology samples and nine ironstone samples. There is no petrographic analysis of samples between a Fe grade of 10% and 40%. That said, the samples selected provide a reasonable coverage of the main ironstone lithology.

In general, the results of the petrographic study show that the key Fe bearing minerals are haematite and goethite. Images and summary description of a selection of higher grade samples studied by Dr Chris Blake are presented in (Appendix D);

**Table 6-3 Tchibanga Project petrography samples**

Sample	X UTM	Y UTM	Wt g	Fe %	SiO <sub>2</sub> %	Al <sub>2</sub> O <sub>3</sub> %	P <sub>2</sub> O <sub>5</sub> %	LOI %	CaO %	MgO %	TiO <sub>2</sub> %	K <sub>2</sub> O %	MnO %
DR8320	775070	9612857	538.8	60.2	2.62	4.98	0.073	6.07	<0.01	0.02	0.79	0.13	0.01
DR8312	775598	9613341	916	56.5	5.02	7.58	0.1	6.85	<0.01	<0.01	0.92	0.03	0.02
DR8318	774801	9612890	814.2	55.6	2.89	7.68	0.068	8.27	<0.01	0.03	0.72	0.11	<0.01
DR8341	775749	9613368	532.5	52.8	9.08	5.78	0.028	8.51	<0.01	0.08	0.44	0.38	<0.01
DR8340	775641	9613283	325	51.6	7.65	10.5	0.038	6.99	<0.01	<0.01	1.38	0.08	0.02
DR8345	776182	9613768	533	51.6	9.00	6.98	0.022	7.86	<0.01	0.2	0.47	1.32	<0.01
DR8316	775126	9613564	450.2	50.5	7.69	11.5	0.053	6.78	<0.01	0.08	1.3	0.71	0.01
DR8319	774801	9612890	567.8	49.4	9.71	10.7	0.021	6.48	<0.01	0.04	1.3	0.54	<0.01
DR8327	775673	9613405	512.5	47.2	7.78	13.1	0.023	9.6	<0.01	<0.01	1.31	0.12	0.01
DR8330	774583	9613571	423.6	41.4	24.5	8.27	0.103	6.56	<0.01	0.21	0.55	1.12	<0.01
DR8093	749306	9627133	516.4	8.74	59.2	17	0.087	3.05	0.05	1.86	1.67	3.44	0.03
DR8089	749521	9625884	437.2	8.33	63.4	14.7	0.057	2.58	0.13	2.22	1.56	2.56	0.05
DR8334	774063	9614109	447.1	7.71	59.4	16.5	0.088	4.58	<0.01	0.96	1.54	4.16	0.03



**Figure 6-7 Fe vs SiO<sub>2</sub> scatterplot of all Tchibanga Project samples selected for petrographic analysis**

*SRK Comments on the Petrographic Study*

From the petrographic study undertaken, SRK notes the following key points:

- The dominant Fe bearing mineral phases are haematite and goethite.
- The mineralisation forms as a predominantly fine grained clay matrix with ferruginous clasts being common within the near-surface canga regolith.
- Fine banding is evident in numerous samples indicative of a marine depositional environment (DR8318 and DR8327).
- It is postulated that the mineralisation is a result of the replacement of a phyllosilicate-rich rock such as a schist or phyllite.

Further to the above key points, SRK notes that there is no commentary on the grain size of the Fe bearing mineral phases. SRK recommends that further studies are undertaken on samples that are below the anticipated DSO grade to assess the grain size and liberation potential of this material. SRK notes that liberation of fine grained haematite and goethite from sub DSO grade material can be problematic with limited upgrade potential being possible and being dependant on the grain size of the ironstone. SRK recommends that preliminary metallurgical test work is undertaken prior to the commencement of a drilling campaign on the potential lower grade / sub DSO resource.

*Reinterpretation of Airborne Geophysical Data*

In early 2014 Southern Geoscience Pty Ltd (“SGC”) was contracted by IronRidge to reprocess the 2008 airborne magnetic and gravity gradiometry data collected by Fugro and to construct 3D models of the three survey blocks (A, B and C) by performing 3D inversions. SGC was requested to determine a geophysical signature over the Milingui deposit and to determine whether this could be applied to generation of iron ore targets in the IronRidge licences.

At Milingui, the reinterpretation and modelling identified the dominant, semi-continuous magnetic zone extending along strike for over 16km coincident with a topographic ridge. An east-dipping magnetic body was identified near coincident with the most magnetite-rich part of the known Milingui ferruginous quartzite mineralisation. A second magnetic limb to the west of



the mineralisation appears to have a westerly dip. The gravity inversion results show a large dense mass slightly west of the iron mineralisation and located between the two magnetic bodies. This dense zone continues, but narrows to the north, and has an overall strike length of about 10 km. Its dip appears mainly vertical, but it is unlikely that dip can be interpreted with any reliability from gravity gradient anomalies in this environment. There was however poor correlation between the geophysical data and the historic 2D cross sections of geology over Milingui, likely due to a poor representation of magnetite in the geological model and possible remnant magnetisation.

In the far southeast of the survey area, within the IronRidge Tchibanga PR, the magnetic and gravity data clearly define geological contacts and the contact with the Palaeoproterozoic basement to the west. The inversion model for the Tchibanga area produced numerous shallow magnetic bodies with varying dips, however remnant magnetisation appears to be present, meaning that these dips are likely to be inaccurate. Lower magnetic susceptibility in the model suggests that magnetite content may be lower than at Milingui. Density highs in the gravity data inversion that are coincident with these magnetic anomalies are encouraging, though their size and density is lower than at Milingui. The relationship between gravity and magnetic anomalies is less obvious than that seen at Milingui indicating a more complex structural setting. Faulting has caused the breakup and offsetting of continuous anomalies and potentially permitted the greater penetration of meteoric water leading to the alteration of magnetite to the much less magnetic haematite.

Although the 2008 gravity survey and recent modelling did not cover the entire strike length of the Mayombe Hills in the southeast of the Tchibanga Project, a clear relationship was highlighted between magnetic and gravity highs within the youngest Loukoula Group volcanoclastic schists and pelites (*Nlks* and *Nlkvs*) mapped by SYSMIN on the western flank of the main ridge. IronRidge has sampled high grade iron-rich lithologies to the southeast of the gravity survey coverage, within the *Nlks* formation, where magnetic response is lower, possibly indicating more intensive alteration of magnetite and a reduction in bulk magnetic susceptibility.

Eighteen exploration targets, consisting of six “high”, nine “moderate”, and three “low” priority targets, based on magnetic and gravity data, have been identified by SGC. The highest priority target has a gravity gradient anomaly of 60 Eö, similar to that at Milingui, but the magnetic anomaly is considerably less, at 600nT, versus 2400nT. Discrimination of iron targets into primary magnetite versus secondary hematite-limonite-goethite types is not practical with the resolution of the data available. It is logical to assume that any hematite type occurrences will probably have primary magnetite at depth, so it is considered that a magnetic anomaly is important in target generation. These targets will form the primary areas of interest for the initial geological mapping planned by IronRidge in the coming field season,

SRK agrees that this is a justified approach given the present understanding of the geological and structural controls on mineralisation at Tchibanga. The 250m line spacing, 130m sensor altitude and strike parallel survey orientation mean that this Fugro dataset could be improved upon with a new survey conducted at lower altitude and along closer spaced lines orientated perpendicular to the geology.

### 6.1.3 Exploration Target

The Exploration Target described below relates to the DSO potential of the Tchibanga asset only. SRK is of the opinion that there is insufficient data available at present to provide a

conceptual Exploration Target for the Belinga Sud asset

Exploration Targets are reported here in accordance with Section 17 of the JORC Code and for the avoidance of doubt, it must be clearly stated that;

- The potential quantity and grade as reported in respect of the Exploration Targets are conceptual in nature;
- There has been insufficient exploration to date to define a Mineral Resource; and
- It is uncertain if further exploration (as planned by the Company) will result in the determination of a Mineral Resource.

*Exploration Target – Grade Range*

The work undertaken to date has resulted in four mineralised regions being identified within the Tchibanga PR. Of these, Areas 1 and 2 in the southeast of the licence contain DSO grade samples that average 57% Fe when applying a cut-off grade of 54% Fe. As such, it is SRK’s opinion that an expected grade range of between 54% Fe and 61% Fe is reasonable given that the highest grade returned to date is 60.62% Fe from sample DR8025.

*Exploration Target – Tonnage Range*

To determine the DSO Exploration Target tonnage range, SRK has utilised a digitised polyline that represents the 500m relative level of the Mont Pelé area and broadly incorporates the sample locations of Areas 1 and 2, where DSO grade samples have been collected. To determine the tonnage range, 20% of the area of the polyline has been used to account for the proportion of material above a 54% cut-off grade and a supergene weathering depth of between 5m and 50m has been applied. The tonnage is calculated by utilising a density of 3.2g/cm<sup>3</sup> which results in a range of between 48Mt and 480Mt. The tonnage range quoted in Table 6-4 reflects SRK’s uncertainty as to the depth of the weathering profile and possible intensity of the supergene enrichment.

**Table 6-4 Exploration Target tonnage range for the DSO component of mineralisation at the Tchibanga Project**

Area, Mm <sup>3</sup>	Depth, m	Density, g/cm <sup>3</sup>	Tonnage, Mt
3,000,000	5	3.2	48
3,000,000	50	3.2	480

**6.2 Belinga Sud Project**

**6.2.1 Historical Exploration and Results**

No historical mineral exploration is known to have been conducted over the current Belinga Sud PR area. Regional geological mapping was conducted in the late 1960s by Beaujour (1971) and again in 2008/9 by Thiéblemont et al. (under the SYSMIN programme), both of which identified itabirite and ferruginous quartzites along the Indombo ridge in the south of the IronRidge PR. Only the SYSMIN programme also identified similar lithologies in the north of the licence, where IronRidge has named their Massaha target. Only brief summary descriptions of lithology for the occurrences are provided in the text accompanying the published map sheets. No investigations of economic potential for any of the occurrences within Belinga Sud have been completed historically.

### *Belinga Project*

Exploration and investigation of iron ore potential has however been extensive over the last 60 years over the numerous ridges north of IronRidge's PR, generally known as the Belinga Project. Given that the Massaha and Indombo targets are thought to be southern extensions of the Belinga deposit, SRK is of the opinion that discussion of the historical exploration of the Belinga deposit is relevant.

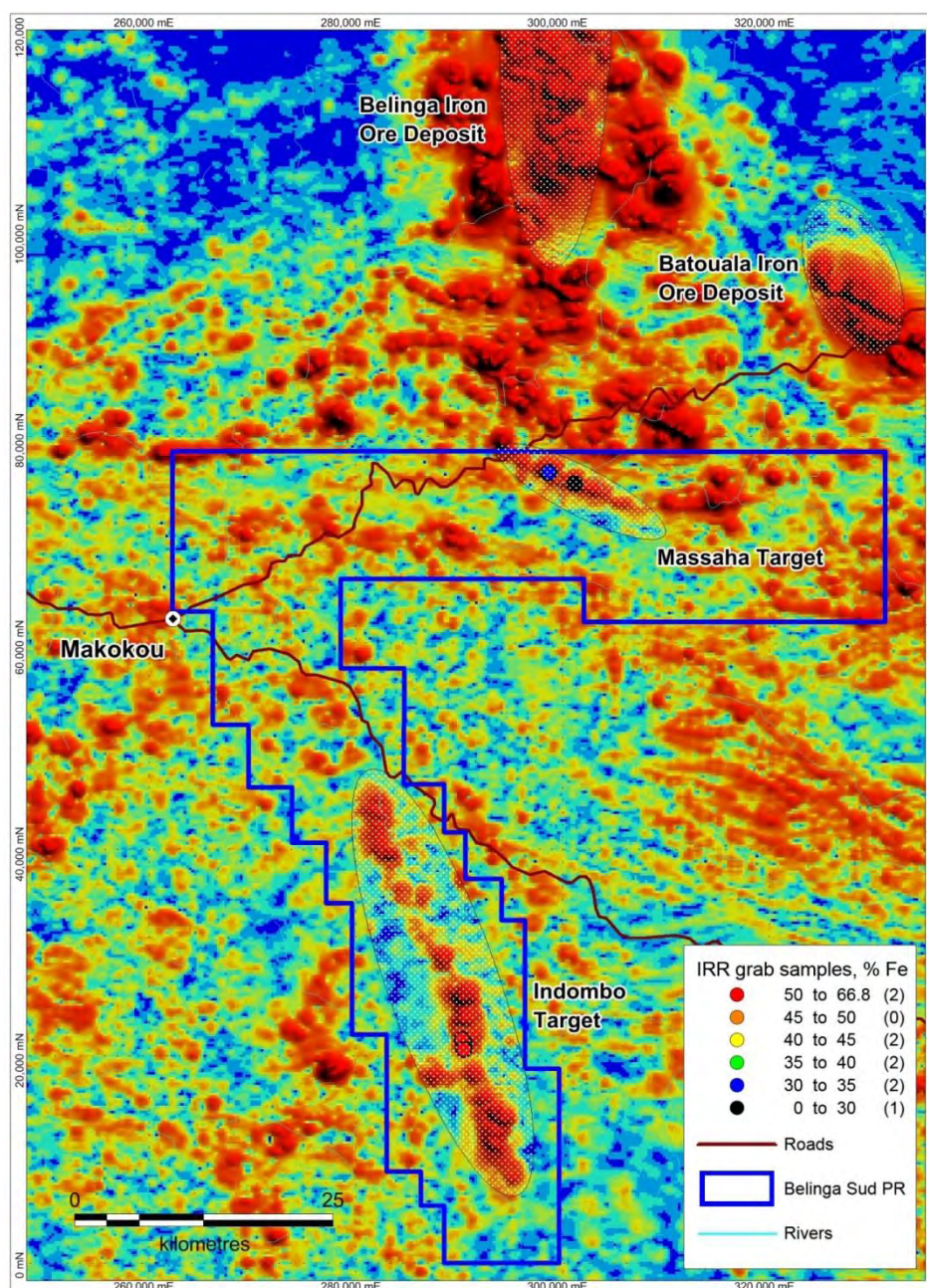
The Belinga deposits became the focus of the Directorate of Mines and Geology (D.G.M) who undertook exploration in 1954 with mapping and sampling conducted surrounding the Boka-Boka, Batouala and Belinga occurrences.

From 1955 to 1962 the Bureau Minier de la France d'Outre-Mer (BUMIFOM) and Bethlehem Steel Corporation formed the Mekambo Syndicate to explore Boka-Boka, Batouala and Belinga. Of the ten known deposits six were studied and 59 adits totalling 8,027 m were excavated. This exploration suggested 515 Mt of ore averaging 64.2% Fe, 2.2% SiO<sub>2</sub>, 3.5 Al<sub>2</sub>O<sub>3</sub>, 0.122% P and 3.8% LOI, (Sims, 1970).

In 1974 the government of Gabon purchased 60% of the shares in the project, (Dittgen, 2011) instigating a new exploration programme geared to the rapid development of the deposit upon the completion of the Transgabonais. During 1975 to 1977 a new exploration programme over the Belinga deposits reportedly drilled 172 holes totalling over 10,000 m. SOCOMINE produced a pre-feasibility report on Belinga in 1977. However, lack of funding and a saturation in the iron ore market lead to the cessation of the project, (Dittgen, 2011).

In 1985 the Gabonese and Republic of Congo governments (jointly SOMIFER) signed an agreement to finance an exploration and evaluation programme of northeast Gabon and northwest Republic of Congo, including the deposits of Belinga, Avima and Nabeba. The European Development Fund and European Development Bank financed the initial steps and provided US\$ 4 million in loans. In 1988 however, the SOMIFER project was suspended due to an unfavourable market for high phosphorous iron ore.

China Machinery Engineering Corp (CMEC) acquired the rights to explore the Belinga deposits in September 2006 through an initial agreement with the Gabonese authorities following a tender programme during which they narrowly beat Vale. In 2009 CMEC signed a 25 year contract to build and operate a mine. This agreement included the construction of a hydropower station, a port and a 500km railway. The US\$3.5 billion project was expected to yield 30 Mt of iron ore annually. In 2010 the Gabonese government developed concerns over the contract as the projects was not progressing at the expected rate. In January 2014 Mining Journal reported that the Government of Gabon had taken control of the project by purchasing the 75% stake in the project owned by CMEC and Pangang Group Co. The government is now undertaking a full independent evaluation of the Belinga resources through a programme of advanced mapping and resource drilling.



**Figure 6-8 Analytic signal of the regional airborne magnetic dataset covering the Belinga Sud licence area. (SRK, 2014)**

**6.2.2 Recent Exploration and Results**

IronRidge appear to be the first exploration company to operate in the Belinga Sud region. Exploration carried out by IronRidge on the Belinga Sud permit has consisted of a short reconnaissance programme undertaken between 24 June and 19 July 2012.

For the purposes of the technical evaluation of the area, the permit was split into a Northern and Southern area, each accessed via a principal vehicle-navigable route leading either northeast or southeast from the provincial capital of Makokou. Within each of the two areas, key target zones were selected based on;

- known geology, with priority given to areas of known or inferred iron formation and historical Fe-occurrences

- geophysical response, with higher priority given to areas with elevated magnetic response indicating potential iron formation
- topography, with priority given to areas exhibiting higher topography, where ridgelines and deeply incised drainage greatly increase the chance of encountering outcrop

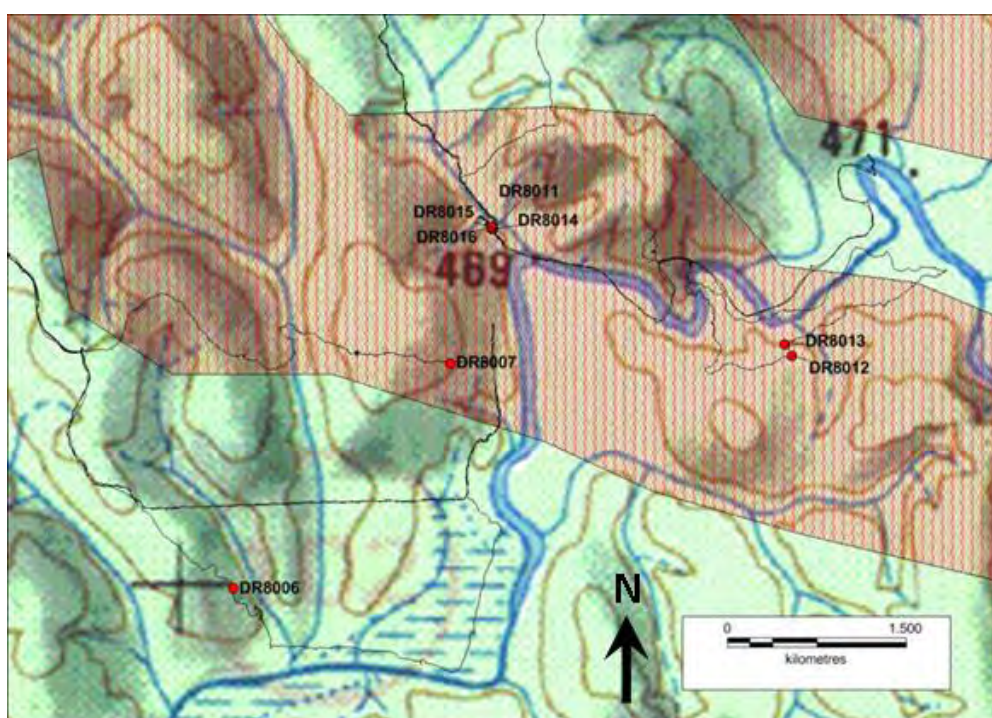
Given the time constraints, three key target zones were selected and evaluated – Makokou, Massaha and Indombo.

An enriched, haematite-dominated iron formation was encountered in the Massaha target zone, both in outcrop and as float. No detailed mapping or systematic surface sampling was possible in the timeframe allowed for this field programme. The anomaly is crossed by the Liboumba River, a major watercourse even in the dry season, which assists with access and exposure.

The grab samples taken at Massaha do suggest that a degree of supergene enrichment has taken place across at least a proportion of the observed ridge.

The Indombo target zone is dominated by another large linear magnetic anomaly coincident with a mapped iron formation and elevated topographic ridges. IronRidge found an enriched, haematite-dominant formation on the western flank of the central ridge in both float and outcrop, and in the absence of any other observed magnetic lithology IronRidge inferred that this magnetic anomaly is largely the result of a significant BIF unit. Again, from grab sample results, a degree of enrichment has occurred and IronRidge feel that a potentially large tonnage of iron mineralisation could be contained within this area.

The Makokou target zone contains two historic Fe-occurrences; a brief investigation of these areas revealed only Fe-rich laterite. IronRidge aim to gather further information from the Geological Survey in Libreville before undertaking any further work here, but in the meantime Makokou is considered a low priority target.

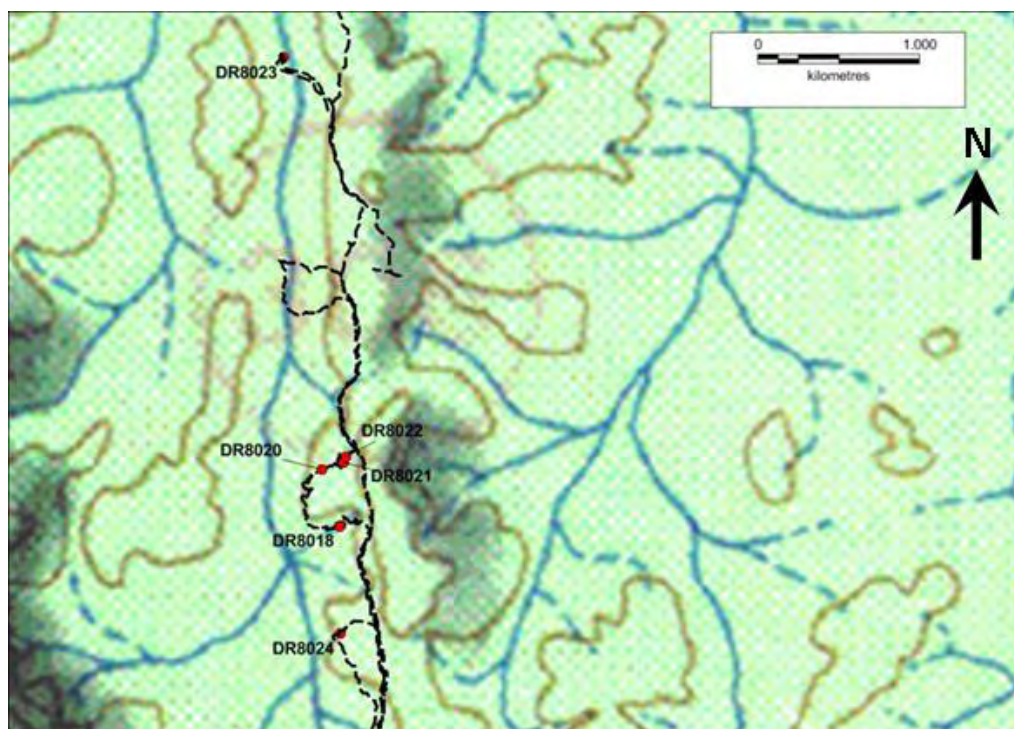


**Figure 6-9 Massaha grab sample locations, Belinga Sud, (IronRidge, June 2012)**

A total of 8 samples were collected in the Massaha target area; DR8006, DR8007 and DR80011 – DR8016. BIF was encountered on the northern margin of the Liboumba River, where it formed a large outcrop of enriched haematitic BIF (samples DR8011, 14, 15 and 16, as shown In Figure 6-9). Significantly, enriched haematitic BIF was also encountered (although as float rather than outcrop) on the southern side of the river, around 3km along strike of the magnetic anomaly.

For the Indombo target in the south, exploration focused on the central segment of the ridge; the southern segment was found to be too distant and have difficult assess. Samples DR8018-DR8024 (Figure 6-10) were collected on and around the ridge line of the central segment. As well as traversing the ridgeline, traverses were cut down the western flank of the ridge, along incised drainage where possible, to a distance of about 500m from the crest of the ridge, where the terrain levels and small ridge-parallel drainage were encountered.

A significant outcrop was encountered around 120 m west of the ridge crest (samples DR8020 and DR8021), and consisted of friable, enriched haematitic BIF. Significantly, high-quality, enriched haematitic BIF was also encountered in float in a drainage channel in a separate traverse 1.1km to the south of the BIF outcrop (sample DR8024), suggesting that the Iron Formation is continuous along-strike, as implied by the magnetic data.

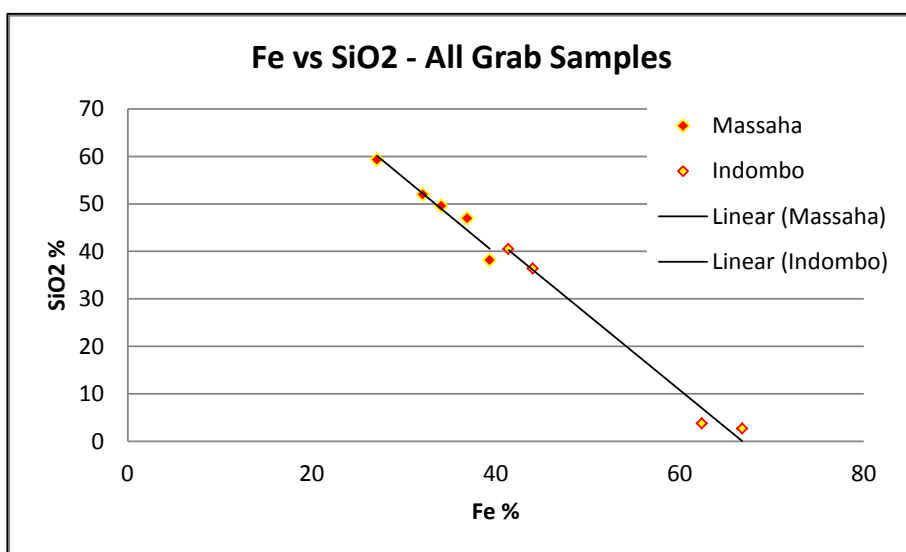


**Figure 6-10 Indombo grab sample locations, Belinga Sud, (IronRidge, 2012)**

A total of 24 grab-samples were collected. A smaller sub-set of 9 highest priority samples were duplicated by splitting the hand samples in two and submitted to SGS South Africa (Pty) Ltd in Johannesburg for XRF whole rock oxide analysis (method code XRF76). SRK has been provided with the laboratory analysis certificates for these samples and has used these to verify a random 10% of results in the IronRidge sample database. No errors or discrepancies were found.

**Table 6-5 Belinga Sud grab samples**

Location	Sample	Wt g	Fe %	SiO <sub>2</sub> %	Al <sub>2</sub> O <sub>3</sub> %	P <sub>2</sub> O <sub>5</sub> %	LOI %	CaO %	MgO %	TiO <sub>2</sub> %	K <sub>2</sub> O %	MnO %
Massaha	ADR_8011	1.12	36.89	47	0.13	0.07	0.95	0.02	<0.05	<0.01	0.01	0.07
	ADR_8012	0.76	27.09	59.4	0.17	0.03	2.16	0.29	0.05	<0.01	0.01	0.61
	ADR_8014	0.49	39.34	38.2	0.25	0.11	2.76	0.02	<0.05	<0.01	0.03	2.16
	ADR_8015	0.91	32.06	52	0.25	0.1	1.77	0.02	<0.05	0.01	<0.01	0.02
	ADR_8016	0.71	34.09	49.6	0.29	0.06	1.49	0.02	<0.05	<0.01	0.01	0.03
Indombo	ADR_8018	1.25	44.03	36.4	0.42	0.08	0.8	0.04	0.16	<0.01	0.04	0.05
	ADR_8019	1	41.37	40.5	0.3	0.11	1.21	0.05	<0.05	<0.01	0.01	0.04
	ADR_8020	0.86	66.78	2.69	0.59	0.1	1.72	<0.01	<0.05	0.02	0.02	0.12
	ADR_8024	0.17	62.37	3.74	1.62	0.13	5.97	0.09	<0.05	0.04	<0.01	0.19



**Figure 6-11 Belinga Sud grab samples. Fe vs SiO<sub>2</sub> scatterplot**

As with the grab samples from the Tchibanga licence, Fe and SiO<sub>2</sub> have a close affinity and plot into two regions along a similar trend of increasing silica content with decreasing iron content. One population forms a region of DSO material (all contained within the Indombo target) while the other population is more characteristic of the iron enriched host rocks (mostly contained within the Massaha target). Due to the limited data available it is currently unclear whether these data constitute two distinct populations with a transition from a host material into a supergene enriched material.

## 7 OTHER ASSETS – TITANIUM OXIDE, AUSTRALIA

### 7.1 Introduction

Through its subsidiary Eastern Exploration, IronRidge owns two mineral exploration permits (EPM 16261 and EPM 16260, known as Cadarga One and Cadarga Two respectively) for titanium oxide (TiO<sub>2</sub>), as well as a third directly-owned permit (EPM 19419, known as Tholstrups North), in the Monogorilby area of Queensland, Australia. Together the licences make up the Monogorilby Project.

### 7.2 Location

The permit areas are located 60km southwest of Mundubbera (Figure 7-1). The boundary coordinates for all three Exploration Assets can be found in Appendix 1.

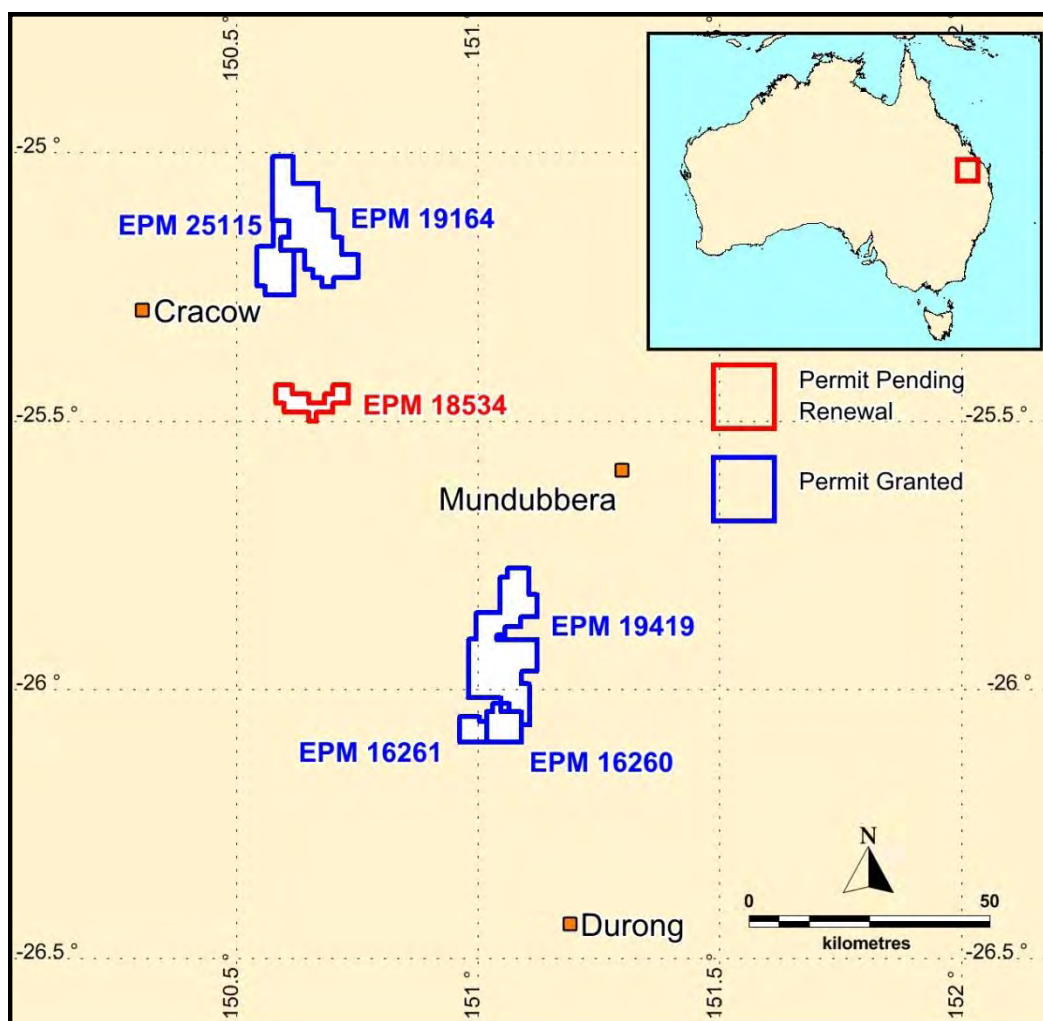


Figure 7-1 Location of IronRidge’s assets in Queensland, Australia.

### 7.3 Permitting

EPM 16261 - Cadarga One was granted 28 May 2008 to Eastern Uranium P/L, which was a subsidiary of D’Aguilar Gold Ltd. (now DGR Global Ltd.). The subsidiary name has since been changed to Eastern Exploration Pty Ltd. Tenements under the Eastern Exploration subsidiary have recently been brought into another subsidiary, Ridge Exploration Pty Ltd, also owned by DGR Global Ltd. An application for a renewal of a further two years on EPM 16261 was granted on 28 May 2013 taking the validity of the licence to 27 May 2015.



EPM 16260 - Cadarga Two was granted 12 June 2008 to Eastern Uranium P/L (now Eastern Exploration Pty Ltd.). These tenements too have also been brought into the Ridge Exploration Pty Ltd subsidiary. EPM 16260 was granted an extension for a further two years from 12 June 2013 until 11 June 2015.

EPM19419 - Tholstrups North was granted 24 August 2014 to IronRidge Resources Limited and is valid for three years until 25 August 2017.

## 7.4 Geological Setting

The permits are located with the Surat Basin which overlies the older Bowen Basin. The Surat Basin occupies 300,000km<sup>2</sup> of central southern Queensland and central northern New South Wales. It has a maximum sediment thickness of 2,500m and deposition was relatively continuous and widespread. Deposition in the basin commenced with the onset of a period of passive thermal subsidence of much of eastern Australia. During the Early Jurassic, deposition was mostly fluviolacustrine, while by the Middle Jurassic coal swamp environments predominated over much of the basin, except in the north where fluvial sedimentation continued ([www.ga.gov.au](http://www.ga.gov.au)).

Within the Surat Basin lies the Evergreen Formation consisting of Jurassic aged basinal mudstones, claystones, siltstones and sandstone. They are continental sediments, often with abundant fossil freshwater plant fragments. Colluvium deposits of Quaternary to Tertiary age outcrop within the Evergreen Formation. Clays, silts, sand and gravels, but also residual iron-rich laterites are commonly found capping various sediments. Laterites, usually brick red in colour, overlay a mottled zone above oolitic ironstones.

Work undertaken by IronRidge has shown that not all the iron laterites of the area are developed on the sediments of Jurassic aged Evergreen Formation. Recently discovered high titanium laterites are developed on volcanic ash/tuff/pyroclastic/breccia of Tertiary age. This is a new geological unit and has not previously been recognised. The ash fall tuff coats the older Evergreen Formation land surface resulting in a lack of bedding or structures within the deposits. Recent drilling has shown the tuff as being up to 60m thick. Rare basalt flows have reportedly been encountered in drilling and during rock-chip sampling. They are suggested to be an early manifestation of the volcanic activity, usually beneath the tuff and contain no titanium mineralisation.

Several of these ridges of laterised tuff are known in this area and fall into at least two EPM's. An interpreted basaltic volcanic centre has been located near the town of Monogorilby. The deposit is flat lying within a laterised volcanic breccia and covers around 6km<sup>2</sup> around a diatreme style volcanic vent.

## 7.5 Exploration and Results

Early work by IronRidge and its subsidiary Eastern Exploration was centred on exploration for laterite and sedimentary iron ore within the Surat Basin. Rock chip sampling averaged 22% Fe and reached up to 50% Fe in iron laterites. However, results of up to 30% TiO<sub>2</sub> within these iron laterites led IronRidge to believe the laterites may not be developed on Jurassic sediments but on volcanic ash/pyroclastics/breccia of Tertiary age. An interpreted volcanic centre was identified west of the town of Monogorilby. IronRidge interpreted two possible vents 4km apart, one in EPM 16260 and the other in EPM 16261 to the west.

During the second year of exploration, no field work was undertaken on EPM 16261. Mineralogy analysis undertaken by ALS from EPM 16260 samples confirmed the titanium dioxide species to be rutile and ilmenite, and their various weathered components. Further stream sediment sampling was carried out on EPM 16260 during the year and a 100 kg bulk rock-chip sample was taken from the laterised vent at Monogorilby for further beneficiation.

During the third year of exploration, 1,084m of shallow Reverse Circulation (RC) drilling was completed on EPM 16261 as a first pass programme consisting of 31 drill holes for an average depth of 35m. A drill programme of 630m across 15 holes with an average depth of 42m was carried out on the adjoining EPM 16260 during the same programme. Results across both permit areas indicated that the iron assays were not of economic values but that TiO<sub>2</sub> grades were consistently about 3-5% throughout the lateritic tuff profile and across a reportedly extensive area.

During the fourth year of exploration, mineralogical tests (EM-XRD performed by the University of Newcastle) on seven samples taken from a single drill hole were carried out to establish the titanium and clay species. The minerals identified were haematite, anatase, rutile, goethite, gibbsite and kaolinite.

Metallurgical test-work was also carried out on drill material. 10 drill chip samples across 1.0m intervals, weighing approximately 1kg each, were taken from a single drill hole and reviewed by CPG Mineral Technologies. The main outcomes were as follows:

- The data suggest that the production of a rutile/ ilmenite concentrate of acceptable quality and yield may not be achievable without acid attritioning or grinding to improve liberation of the Ti-minerals. However, it is likely that most of the TiO<sub>2</sub> minerals would be lost to fines, so final yields will be low.
- To further evaluate the potential of the ore for production of market grade products, detailed grinding (liberation) and attritioning analysis would be required.

Further drilling was undertaken in 2013 in the form of a shallow auger programme over a 40km<sup>2</sup> area. Metallurgical test-work continued in 2013.

SRK has not reviewed any of the exploration practices, results or QAQC practices associated with the exploration that has been undertaken on any of the Australian non-core Assets belonging to IronRidge. SRK is therefore unable to comment on suitability of practices employed during drilling and surface sampling programmes or the quality of results produced.

## 7.6 Mineral Resources

There is currently no JORC compliant Mineral Resource estimate for the Monogorilby assets.

## 8 OTHER ASSETS – NICKEL, AUSTRALIA

### 8.1 Introduction

IronRidge own three mineral exploration permits in Central Queensland, Australia (EPM 19164, EPM 25115 and EPM 18534, known as Glencoe, Glencoe West and Quaggy Creek respectively), where the Company is currently exploring for nickel, copper, cobalt, platinum and palladium. The three areas are referred to collectively by IronRidge as the Quaggy Project.

### 8.2 Location

EPM 18534 (Quaggy Creek) is situated approximately 60km WNW of Mundubbera (Figure 7-1). The EPM 19164 (Glencoe) and EPM 25115 (Glencoe West) are located approximately 25km north of the Quaggy Creek permit. The boundary coordinates for all three Exploration Assets can be found in Appendix 1.

### 8.3 Permitting

EPM 18534 was granted to IronRidge on 12 October 2010 for a period of two years. A renewal for a further two years was granted in 2012 expired on 11 October 2014. IronRidge submitted an application for licence renewal on 20 June 2014 which is currently pending approval. Queensland mineral legislation states that, although expired, and as long as IronRidge continue to abide by the obligations of the previously held mineral title, that title will remain valid until the application for renewal has been granted, refused or withdrawn. IronRidge have twice relinquished portions of this licence since 2010, retaining the most prospective ground. The area indicated on Figure 7-1 defines the size of the 55km<sup>2</sup> licence currently being renewed.

EPM 19164 was granted to IronRidge on 30 September 2013 for a period of two years and is due to expire on 29 September 2015.

An application for EPM 25115 was submitted by IronRidge on 16 November 2012. The application was granted on 8 April 2014 and is valid for three years until 7 April 2017.

### 8.4 Geological Setting

The Quaggy Creek tenement is situated within the Yarrol Province of the New England Fold Belt. The majority of the tenement consists of Quaternary/Tertiary age continental sediments, such as clay, silt, sand, gravel, and soil as colluvial residual deposits. Quaggy Mountain is the second largest lithological group within the tenement and is composed of basic intrusive rocks such as gabbro. This group was intruded during the Permian to Triassic.

Other lithologies within the tenement include the Flat Range Granodiorite group, composed of Triassic/Permian acidic intrusives, the Dogherty Granite, a biotite leucogranite of Carboniferous age, and the Yerilla Metamorphics, comprised of Devonian to Carboniferous biotite gneiss, mica schist, amphibolite, migmatite and strongly deformed granitoids.

### 8.5 Exploration and Results

#### 8.5.1 Quaggy Creek (EPM 18534)

Information on the exploration activity on the Quaggy Creek permit area has been sourced by SRK from the 2012 IronRidge Annual Report, as well as the Report on Regolith and Soil Geochemistry (Dec., 2012) provided by IronRidge.

The project was initially explored by running wide spaced (220m) soil samples along public roads that traversed a strong magnetic anomaly. The soil samples were collected by scraping off organic material and sieving the surface layer to -4mm.

This programme was supplemented by a widespread stream sediment survey.

The analysis for most elements were undertaken by three acid digests and MS-ICP in Brisbane, but splits were sent to Perth for low level Pt, Pd and Au by fire assays.

The initial programme highlighted the potential for Cu-Ni-Pt-Pd mineralisation and the soil sampling was subsequently extended. Maximum values of 48 ppb Pd, 39 ppb Pt, 807 ppm Ni, 573 pm Cu, and 663 ppm Co were recorded and considered consistent with leached material overlying ore grade material.

A Sub Audio Magnetics (SAM) Survey conducted in 2011 suggested a possible near surface leaching of sulphides in a northerly dipping deposit or possibly by a southward movement of metalliferous soil and groundwaters during the Tertiary, as well as the potential for a blind drill target west of the main soil anomaly.

Further exploration on the Quaggy Project is anticipated to include a Reverse Circulation (RC) drilling programme. Extensions to the SAM survey may also be induced in future work programmes.

### **8.5.2 Glencoe and Glencoe West**

SRK has not reviewed any of the exploration practices, results or QAQC practices associated with the exploration that has been undertaken on any of the Australian non-core Assets belonging to IronRidge. SRK is therefore unable to comment on suitability of practices employed or quality of results obtained from drilling and surface sampling programmes.

## **8.6 Mineral Resources**

There are no resource estimates across Quaggy Creek, Glencoe, or Glencoe West at the time of this report.

## 9 DEVELOPMENT STRATEGY AND EXPLORATION PROGRAMME

### 9.1 Introduction

As previously stated IronRidge's strategy is to concentrate on the development of the key Iron Ore assets in Gabon and specifically to delineate DSO resources and demonstrate a viable approach towards economic extraction and transport. A secondary aim will be to illustrate the metallurgy of both of these assets with an aim to demonstrate the ability to upgrade sub-DSO material towards a saleable product.

The following detailed exploration budget for all assets has been constructed by IronRidge with the assistance of SRK to help ensure that exploration remains focused upon these aims, uses realistic costs and draws upon in-country experience.

In 2015, both Tchibanga licences will be developed consecutively through an aggressive reconnaissance phase (mapping, sampling and ground geophysical programmes) aimed at delineating surface expression of the iron formations in each permit area, with a particular focus on those parts of the system which have experienced supergene enrichment to a DSO-grade iron product.

This reconnaissance phase will allow IronRidge to select the most appropriate drill collar locations to test the depth extent of this supergene enrichment. Subsequent exploration will then focus on ground supported drilling sustained by contracted staff in order to maintain technical experience and independence.

IronRidge expect to use three rigs working on a single 12 hour shift each day, together working towards a 5,000m target within each Tchibanga licence. IronRidge currently anticipate that this amount of drilling will allow them to target up to four areas while remaining focussed on the key Mont Pelé target area in the southeast of the Project area where they aim to initiate a Inferred Mineral Resource to be estimated by the fourth quarter of 2015.

Once the planned exploration at Tchibanga and Tchibanga Nord has been completed, field teams and equipment will be free to relocate to Belinga Sud where a similar approach of reconnaissance exploration and follow-up ground supported drilling will be undertaken.

### 9.2 Exploration Programme

At both Tchibanga and Belinga Sud Projects, IronRidge intends to undertake the following key activities through the 2015 and 2016 field seasons:

- Extensive geological mapping;
- Reprocessing of existing or acquisition of new geophysical data;
- Scout drilling collar site selection;
- Orientated core drilling;
- Preliminary metallurgical testwork of the sub-DSO grade Tchibanga material;
- Maiden Mineral Resource Estimate

More in depth details of these exploration programmes are given below.

### 9.2.1 Tchibanga Project

IronRidge has designed their exploration programme for Tchibanga (Tchibanga and Tchibanga Nord licences) to be implemented over the 2015 field season. The bulk of any field work will be undertaken during the dry season, between June and September. The Company currently aims to run the exploration consecutively across Tchibanga and then Tchibanga Nord thereby minimising mobilisation and demobilisation costs.

The Company's 2015 Tchibanga Project exploration programme is due to start with the purchase of Light Detection and Ranging topographic data ("LiDAR"). This new topography would have an accuracy of at least 1-2 m and therefore form the base data for all subsequent exploration activities and Mineral Resource Estimates.

Ground operations are due to commence in the dry season with reconnaissance field work (geological mapping and ground geophysics over key areas), concentrated road building and earthworks, followed by a 10,000m ground supported core drilling programme aimed initially at assessing the supergene enrichment of iron mineralisation from surface and hence the DSO potential around Area 1 of the Mont Pelé target. IronRidge also aim to assess a further three targets outlined from the reconnaissance field work across both Tchibanga and Tchibanga North licences. The exact positions of this drilling are not yet known. IronRidge state that this drilling would follow the subsequent basic parameters:

1. All core will be orientated;
2. Drill fences, where appropriate, will be spaced no more than 400m apart by the end of the programme to allow the results to be incorporated in a potential inferred resource estimate. Holes will be vertical, until such time as the orientation of the formations are understood; and
3. Holes will be drilled to a depth of no less than 100 m.

All exploration, sampling and reporting is to be undertaken to JORC Code standards and it is hoped that this drilling will result in the development of an Inferred Mineral Resource estimate.

Once the attitude and stratigraphy of this mineralisation is better understood following this drilling, core material would be selected and sent for further metallurgical and petrological testwork aimed at assessing the viability of upgrading the sub-DSO material and thereby have the potential to demonstrate a viable Mineral Resource from this material in the future.

The 2015 field programme would be supplemented with a series of technical studies addressing the preliminary infrastructure, financial and socio-community aspects of the project.

### 9.2.2 Belinga Sud Project

The proposed exploration programme across the Belinga Sud project is scheduled to commence once exploration at both licences at Tchibanga has been completed. It has been designed in a similar way as that for Tchibanga. The 2016 season will commence with a similar LiDAR survey. The data from such would be used as base maps to a 12 week reconnaissance geological mapping, ground geophysics and road building programme across the main targets within the Belinga Sud PR.

Following this reconnaissance the drilling rigs from Tchibanga will be mobilised across to the east of the country to commence a third 5,000m ground supported core drilling programme aimed at assessing the style and extent of the mineralisation at surface and at depth. The

exact location and basic parameters of this drilling will only become apparent upon the results of the detailed mapping. Core samples (standardised at 2 m lengths) will be selected for standard assay and more detailed metallurgical testwork and Davis Tube recovery testwork.

IronRidge plan to undertake preliminary infrastructure, financial and socio-community studies for the Belinga Sud Project during 2016.

### 9.2.3 Australian Assets

IronRidge has earmarked a small fund for additional exploration at both the Quaggy and Monogorilby projects. This will take the form of a small RAB drilling programme and associated analyses and metallurgical testwork.

## 9.3 Exploration Budgets

IronRidge has produced a detailed exploration schedule and budget for both of the Gabonese assets. These budgets are summarised in Table 9-1, Table 9-2 and Table 9-3 below. This equates to 95% of the total budget of US\$12.8M which also includes the 2015 and 2016 budgets for the Australian assets, Table 9-4 and Table 9-5.

SRK have provided support to IronRidge in building these costs, along with providing related Gabon based quotes for the main cost items. The largest cost item in both programmes is the core drilling accounting for US\$4.2M of the proposed budget. These costs have been built assuming a cost of US\$280/m. This cost does not include the costs for staffing, fuel, freight and Davis Tube Recovery testwork which have all been accounted for separately. SRK has based these costs on recent quotes provided by in-country drill contractors and assay laboratories. Further, SRK are of the opinion that, with concentrated road building and earthworks undertaken during the reconnaissance phase, no helicopter supported drilling will be required. SRK would however recommend re-assessment of these cost estimates as exploration programmes continue.

The fixed costs, logistics and camp setup in remote areas, account for the second largest contribution of US\$2.4M over the full programme, US\$3.6M when all road building and earthworks are also included. These are legitimate costs given the remote location of the projects and requirement for putting in access routes to field operations camps.

The third and fourth largest items relate to the staffing and environmental baseline studies. IronRidge have elected to run this exploration programme on a contractor basis allowing for Gabonese experienced teams to be retained during field seasons. Environmental baseline studies are critical technical studies in the development of a mineral asset, the early instigation of which is the most cost effective approach.

Finally, the costs for geophysical and remote sensing surveys have been based upon similar and recent in-country quotes provided to SRK.

In summary, IronRidge has budgeted US\$7.9M for the 2015 programmes across Tchibanga (US\$4.3m and US\$3.6m on Tchibanga and Tchibanga Nord respectively). A further US\$4.3M has been allocated to Belinga in 2016. US\$300,000 of exploration budget has been allocated to the Company's Australian assets in both 2015 and again in 2016.

In total IronRidge have defined a multi-asset exploration budget of US\$12.8M, 95% of which is to be spent on their core Gabonese Iron Ore assets. All costs have been budgeted to include a 10% contingency.

**Table 9-1 IronRidge 2015 Tchibanga Exploration Programme Budget**

ITEM	SUB-ITEM	COST	TOTAL
Head office administration, management			\$400,000
Libreville logistical support and field management			\$450,000
Field Reconnaissance Operations (3 months)			\$550,700
	Earthworks and access	\$150,000	
	Staff - 4 Geologists	\$180,000	
	Staff - 20 Field hands	\$36,000	
	Staff - 5 Support	\$15,000	
	Vehicles x2	\$36,000	
	Fuel	\$4,500	
	Camp costs	\$61,200	
	Freight	\$8,000	
	Assays	\$60,000	
Geophysics and remote sensing			\$150,000
Drilling and assay (5,000m)			\$1,400,000
Drilling operations (4 months, 3 rigs)			\$806,600
	Earthworks and access	\$325,000	
	Staff - 4 Geologists	\$240,000	
	Staff - 10 Field hands	\$24,000	
	Staff - 5 Support	\$20,000	
	Vehicles x2	\$48,000	
	Fuel	\$62,000	
	Camp costs	\$57,600	
	Freight	\$30,000	
Environmental baseline survey			\$200,000
Access and Community Social Responsibility costs and management			\$60,000
Infrastructure Study			\$50,000
Metallurgical/Petrologic Study			\$100,000
Mineral Resource Estimation			\$60,000
Independent financial modelling			\$30,000
Licence fees			\$10,000
Regulatory reporting			\$30,000
			<b>\$4,297,300</b>



**Table 9-2 IronRidge 2015 Tchibanga Nord Exploration Programme Budget**

ITEM	SUB-ITEM	COST	TOTAL
Head office administration, management			\$250,000
Libreville logistical support and field management			\$450,000
Field Reconnaissance Operations (2 months)			\$369,800
	Earthworks and access	\$100,000	
	Staff - 4 Geologists	\$120,000	
	Staff - 20 Field hands	\$24,000	
	Staff - 5 Support	\$10,000	
	Vehicles x2	\$24,000	
	Fuel	\$3,000	
	Camp costs	\$40,800	
	Freight	\$8,000	
	Assays	\$40,000	
Geophysics and remote sensing			\$150,000
Drilling and assay (5,000m)			\$1,400,000
Drilling operations (3 months, 3 rigs)			\$566,200
	Earthworks and access	\$200,000	
	Staff - 4 Geologists	\$180,000	
	Staff - 10 Field hands	\$18,000	
	Staff - 5 Support	\$15,000	
	Vehicles x2	\$36,000	
	Fuel	\$49,000	
	Camp costs	\$43,200	
	Freight	\$25,000	
Environmental baseline survey			\$150,000
Access and Community Social Responsibility costs and management			\$50,000
Infrastructure Study			\$40,000
Metallurgical/Petrologic Study			\$60,000
Mineral Resource Estimation			\$60,000
Independent financial modelling			\$30,000
Licence fees			\$10,000
Regulatory reporting			\$20,000
			<b>\$3,606,000</b>

**Table 9-3 IronRidge 2016 Belinga Sud Exploration Programme Budget**

ITEM	SUB-ITEM	COST	TOTAL
Head office administration, management			\$400,000
Libreville logistical support and field management			\$450,000
Field Reconnaissance Operations (3 months)			\$550,700
	Earthworks and access	\$150,000	
	Staff - 4 Geologists	\$180,000	
	Staff - 20 Field hands	\$36,000	
	Staff - 5 Support	\$15,000	
	Vehicles x2	\$36,000	
	Fuel	\$4,500	
	Camp costs	\$61,200	
	Freight	\$8,000	
	Assays	\$60,000	
Geophysics and remote sensing			\$150,000
Drilling and assay (5,000m)			\$1,400,000
Drilling operations (4 months, 3 rigs)			\$806,600
	Earthworks and access	\$325,000	
	Staff - 4 Geologists	\$240,000	
	Staff - 10 Field hands	\$24,000	
	Staff - 5 Support	\$20,000	
	Vehicles x2	\$48,000	
	Fuel	\$62,000	
	Camp costs	\$57,600	
	Freight	\$30,000	
Environmental baseline survey			\$230,000
Access and Community Social Responsibility costs and management			\$80,000
Infrastructure Study			\$40,000
Metallurgical/Petrologic Study			\$80,000
Mineral Resource Estimation			\$60,000
Independent financial modelling			\$30,000
Licence fees			\$10,000
Regulatory reporting			\$10,000
			<b>\$4,297,300</b>

**Table 9-4 IronRidge 2015 Australian Assets Exploration Programme Budget**

ITEM	TOTAL
Licence fees	\$16,000
Geochemistry and Geophysics	\$55,000
Drilling	\$150,000
Metallurgical studies	\$79,000
	<b>\$300,000</b>

**Table 9-5 IronRidge 2016 Australian Assets Exploration Programme Budget**

ITEM	TOTAL
Licence fees	\$16,000
Geochemistry and Geophysics	\$89,000
Drilling	\$115,000
Metallurgical studies	\$80,000
	<b>\$300,000</b>

## 10 SRK CONCLUSIONS AND RECOMMENDATIONS

### 10.1 Introduction

IronRidge has built up an iron ore portfolio of assets within Gabon and while these are considered as still at a very early stage of exploration, (exploration is currently limited to airborne geophysical data, regional mapping and surface grab sampling), IronRidge has demonstrated the potential for the Tchibanga and Belinga Sud assets to host potentially economic mineralisation. The Company's exploration strategy is to target the delineation of DSO grade iron ore to enable early cash flow generation.

### 10.2 Geology and Mineralisation

From its core Gabonese assets, IronRidge has defined iron ore targets from within both Archaean and Neoproterozoic aged iron formations.

The Tchibanga Project lies within the West Congolian Neoproterozoic Basin and is part of the regional Nyanga Syncline that runs parallel to the Atlantic coast. Here, the mineralisation consists of fine grained haematite and goethite with a wide range of grades observed as a result of the mapping and surface grab sample programme that has been undertaken. Supergene enrichment has taken place within the Tchibanga PR with 20% of the samples collected to date showing a DSO quality product with an average Fe grade of 57%, and a combined SiO<sub>2</sub> and Al<sub>2</sub>O<sub>3</sub> grade of 9.9%. The DSO grade samples are currently limited to the south east parts of the Project area.

Although in close proximity to the Milingui project, the mineralisation observed to date in the Mont Pelé area appears to differ, with iron mineralogy being entirely haematitic. There are distinct target areas within the Tchibanga exploration permits which show a similar geophysical response to Milingui, and these will be the subject to extensive mapping and sampling prior to the 2014 drilling campaign.

Both the 1954 and 2008 airborne geophysical data highlight anomalous areas over both Milingui and Tchibanga although the latter is seen to be less consistent with the mapped geology. At Tchibanga two clear anomalous ridges are identified, one of these, Mont Pelé runs along Areas1-4 defined in IronRidge's grab sampling programme. A second runs northwest through the Tchibanga Nord PR area and with Mont Pelé forms a structurally complex, geophysically anomalous triangular area.

The Belinga Sud project area is located just 25km south of the Belinga deposit being developed by the government of Gabon. It may constitute the southern extent of the Cameroon/Congo/Gabon Archaean iron ore belt that contains Mineral Resources in excess of 7Bt. The Company's licence straddles the East Gabon fault system and Nkol Shear Zone and hosts two main iron ore targets; Massaha in the north and Indombo in the south, both defined by regional airborne magnetic anomalies and by limited grab sampling of the coincident topographic ridges.

This project is considered to be at an earlier stage than Tchibanga and has more limited access. Both targets at Belinga Sud form topographical ridges of significant strike length with float samples providing iron grades of between 27.1% and 39.3% Fe for Massaha and between 41.4% and 66.8% Fe for Indombo. While the grab samples and their assay results indicate only marginal supergene enrichment at Massaha, the haematite mineralisation reported at the Indombo target is similar in form to that seen at the main Belinga deposit to

the north. Both of IronRidge's target seem to constitute a dislocated southern extension of this Archaean BIF system.

It is also worth noting that many artisanal gold occurrences are known across the area and particularly around the central ridge of the Indombo target. These occurrences have not yet been investigated but should be reviewed as part on any future exploration programme and could constitute a viable alluvial or hard rock target itself.

IronRidge's Australian assets are separated into two groups; the titanium oxide targets of Cadarga and Tholstrups NW of Munduberra; and the nickel sulphide targets of Quaggy Creek and Glencoe southwest of the town. These are early stage projects and hold a lower priority than the Gabonese assets.

The Cadarga 1, Cadarga 2 and Tholstrups licences appear to host at or near surface laterite TiO<sub>2</sub> mineralisation within the Surat Basin. The Quaggy Creek and Glencoe assets are early stage projects, but preliminary soil geochemistry and ground geophysics seem to suggest the possibility of dipping bodies that contain sulphide bodies within the Flat Range Granodiorite.

### 10.3 SRK's Opinion – Tchibanga

SRK has undertaken a review of all historical data pertaining to the Tchibanga Project including the airborne geophysics and analysed IronRidge's grab sample assay results along with the accompanying petrographic work conducted on a selection of these samples. SRK has also visited the project to observe the mineralisation as well as the logistics in place for eventual extraction. Following this, SRK is of the opinion that the Tchibanga Project holds the potential to host a large tonnage, low grade (30% to 40% Fe) iron occurrence. However, SRK recommends that some preliminary metallurgical testwork is undertaken prior to a detailed exploration programme to ensure that the low grade material can be effectively and economically upgraded to a saleable product.

Notwithstanding this, SRK is of the opinion that the Mont Pelé plateau is at an elevation that could provide sufficient hydraulic head to promote the supergene enrichment process, a hypothesis supported by a number of the grab sample results obtained to date. Therefore, should IronRidge target a lower tonnage, higher grade resource as their exploration strategy, SRK would be more confident on the potential economics of the project should sufficient DSO tonnage be identified. This is further backed up by the proximity to mass transport logistics including roads, bridges and the port of Mayumba.

The current grab sample results have confirmed the presence of DSO grade material at or close to surface in at least two of the target areas sampled to date. The depth of any supergene enrichment process is however critical to the advancement of this project and as the grab samples hold a broad spread of iron grades, SRK is of the opinion that the depth of this alteration cannot be accurately predicted without a targeted drilling programme. This drilling programme will also allow for a review of the hosting geology so that the true strike extent can be better evaluated. The Tchibanga Project contains over 90km of prospective strike. The Exploration Target contained in this report pertains to an area (Area 1 and 2) covering less than 10% of this strike, the vast majority of which remains unexplored.

It is SRK's opinion that the exploration/development programme planned by IronRidge and in particular the Company's planned drilling programme and metallurgical testing, will be sufficient to address these comments and assist in the development of a moderate DSO

resource which will benefit greatly from proximity to port.

#### 10.4 SRK's Opinion – Belinga Sud

Belinga Sud has seen almost no historical exploration and IronRidge has, as yet, only undertaken limited grab sampling of the two main target areas; however the project does benefit from its location 25km south of the main Belinga deposit and the geological prospectivity this brings. The area has limited access which has so far hindered a more in-depth exploration programme. That said, IronRidge has performed well in these conditions, has carefully selected the licence's priority targets and has illustrated that a number of linear BIF/itabirite units exist coincident with regional airborne magnetic survey anomalies. At Indombo in particular, these units have undergone some significant supergene enrichment over a potentially large strike length. These units seem likely to be a structurally dislocated extension of the main Belinga occurrences to the north and seem to exhibit similar mineralisation styles.

Belinga Sud is at an earlier stage of exploration than Tchibanga and does not benefit from current proximity to mass transport logistics, although the proposed transport route to the Government of Gabon's Belinga Project may pass very close to this licence. SRK is of the opinion however that the proposed exploration and development plan for this project is both suitable and merited. This programme holds the potential to delineate a significant tonnage of high grade iron ore material. It is however not yet possible to comment on the potential quantity and quality of the material hosted in the licence area.

#### 10.5 SRK's Opinion – Australian assets

As previously stated, the Australian projects of IronRidge are considered relatively minor within their portfolio of mineral assets and due to receive only a small proportion of the future exploration expenditure.

The Company's titanium oxide targets are encouraging due to their proximity to surface and their relatively high grades. However, SRK note the conclusions of the CPG Mineral Technologies testwork. Without further analysis to prove a process flow sheet, it is not possible to state whether these projects can constitute an economic Mineral Resource.

The sulphide projects again hold encouraging results from soil sampling and may have been leached from a mineralised body at depth. However this theory remains to be tested in what is an early stage exploration programme.

#### 10.6 Exploration Programme

SRK assisted IronRidge in preparing their exploration programmes and budgets and are satisfied that sufficient detail has been used in designing these programmes. SRK notes that, due to the current early exploration stage that IronRidge's core Gabonese assets are at, these plans are required to remain flexible and results driven.

These programmes meet the aims of advancing both core Gabonese assets and in targeting at least four target areas (Mont Pelé and three others to be defined from early reconnaissance phases) at Tchibanga. They should also result in the production of at least one Mineral Resource Estimate at each project.

SRK are of the opinion that both the budgets and programmes have been constructed in an

informed and professional fashion and are merited.

SRK does suggest considering the inclusion of regional structural surveys across both Tchibanga and Belinga Sud into the programme in order to better define structural thickening and potential fluid traps as part of their on-going target generation should budgets allow.

## 10.7 Project Specific Risks and Opportunities

### 10.7.1 Tchibanga

While the existence of supergene mineralisation at Tchibanga has been proven through IronRidge's grab sampling programme, the main risks that SRK notes with the project relate to:

1. The potential DSO resource available across the project, and
2. The mineralogy and specifically with the fine grain nature of the iron species and the ability to economically upgrade this to a saleable product.

Firstly, consistent grab samples with grades within the bounds considered as DSO (Fe greater than 57%, SiO<sub>2</sub> and Al<sub>2</sub>O<sub>3</sub> with a combined grade of less than 10%), have only been observed across Area 1 in the SE corner of the Tchibanga PR. These samples clearly illustrated that a significant supergene process has been active in the area, however, the extent and depth of this process, and therefore the likely tonnage, is as yet, unclear.

Secondly, should IronRidge wish to exploit the lower grade material, SRK suggests that additional metallurgical work is required to ensure that this can effectively and economically be upgraded.

Notwithstanding this, IronRidge has selected licences that benefits greatly from their location and access to mass transport logistics, namely the Mayumba port. With this in mind, SRK is of the opinion that even a relatively small target tonnage of DSO grade ore would constitute a viable mining project. This is backed up by IronRidge's internal conceptual financial studies that suggested that even a small DSO resource would hold a positive NPV. SRK has not however independently verified this study.

### 10.7.2 Belinga Sud

The Belinga Sud licence and the targets of Massaha and Indombo, appear to hold many similar attributes to the main Belinga deposit to the north, although at a much earlier exploration stage, therefore suffering from the inherent risk of exploration. The observed mineralisation has not been proved in terms of its strike or depth and required further detail study.

However, the main risk that SRK sees with the Belinga Sud project is the access to mass transport logistics; a common risk with most iron ore projects globally. Due to its location, the project is reliant upon the development of other assets within the Cameroon/Congo/Gabon Archaean iron ore belt as well as a Trans-Gabonese transport path for its eventual economic extraction. Without this resource may not be considered economic. Notwithstanding this, as Belinga Sud is located in close proximity to a number of other large occurrences and deposits within this belt, its chances of forming part of any eventual large scale transport network remain reasonable.

The opportunity that IronRidge hold with the Belinga Sud licence is the delineation of a

Mineral Resource of significant size with a fair proportion at a DSO grade, particularly at Indombo. The planned exploration that IronRidge is proposing could go a long way towards realising this opportunity.

### **10.7.3 Other assets**

The Monogorilby titanium oxide project has received some drilling and metallurgical testwork. These test results were not initially encouraging with further processing tests recommended. However, should IronRidge demonstrate a process flow path for this material that can be economically employed, there is the potential for a resource of easily extractable ilmenite and rutile.

The Quaggy Creek and Glencoe sulphide assets are at an early stage of investigation and a mineralised body is as yet only hypothesised. These therefore suffer from the inherent risk of mineral exploration and require drill testing above anomalous ground to indicate whether any economic mineralisation is present.



## Competent Person’s Consent Form

*Pursuant to the requirements of ASX Listing Rules 5.6, 5.22 and 5.24 and  
Clause 9 of the JORC Code 2012 Edition (Written Consent Statement)*

**Report Title:** An Independent Competent Person’s Report on the Assets of Ironridge Resources Limited

**Releasing Company:** IronRidge Resources Limited

**Subject of the Report:** Tchibanga Project and Belinga Sud Project, Gabonese Republic

**Date of Report:** 10 December 2014

I, James Gilbertson, confirm that I am the Competent Person for the sections of the report relating to the Belinga Sud Project and the overall exploration development strategy of the Company. I have read and understood the requirements of the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (JORC Code, 2012 Edition).

I am a Competent Person as defined by the JORC Code 2012 Edition, having 15 years’ experience that is relevant to the style of mineralisation and type of deposit described in the Report, and to the activity for which I am accepting responsibility.

I am a Chartered Geologist and Fellow of the Geological Society of London, a Recognised Professional Organisation (RPO) as included in a list promulgated by the ASX from time to time.

I am a Principal Geologist, employed full-time by SVS Ingeneros, part of SRK Consulting Group who has been engaged by IronRidge Resources Limited to prepare the documentation for the mineral exploration assets of IronRidge Resources Limited, on which the report is based, for the period ending 10 December 2014.

I have disclosed to the reporting Company the full nature of the relationship between myself and the Company, that I am independent of the Company, have not received, nor do I expect to receive, any interest, directly or indirectly, in the Projects being reported on or securities of IronRidge Resources Limited.

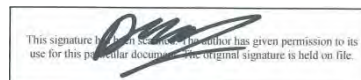
I have reviewed the Report to which this Consent Statement applies and verify that the Report is based on and fairly and accurately reflects in the form and context in which it appears, the information in my supporting documentation relating to Exploration Results.

I consent to the release of the Report and this Consent Statement by the directors of IronRidge Resources Limited.

Signed:



Witnessed By:



This signature has been scanned and the author has given permission to its use for this particular document. The original signature is held on file.

James Gilbertson,  
Principal Geologist,  
SVS Ingeneros  
Geological Society of London Membership No:1013644

Date: 10/12/2014

Daniel Marsh  
Exploration Geophysicist  
SRK Exploration Services Ltd  
Geological Society of London Membership No: 1017238

Date: 10/12/2014

## Competent Person’s Consent Form

*Pursuant to the requirements of ASX Listing Rules 5.6, 5.22 and 5.24 and  
Clause 9 of the JORC Code 2012 Edition (Written Consent Statement)*

**Report Title:** An Independent Competent Person’s Report on the Assets of Ironridge Resources Limited

**Releasing Company:** IronRidge Resources Limited

**Subject of the Report:** Tchibanga Project and Belinga Sud Project, Gabonese Republic

**Date of Report:** 10 December 2014

I, Howard Baker, confirm that I am the Competent Person for the sections of the report relating to the Tchibanga Project and the Exploration Target discussed for that Project. I have read and understood the requirements of the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (JORC Code, 2012 Edition).

I am a Competent Person as defined by the JORC Code 2012 Edition, having 19 years’ experience that is relevant to the style of mineralisation and type of deposit described in the Report, and to the activity for which I am accepting responsibility.

I am a Fellow of The Australasian Institute of Mining and Metallurgy.

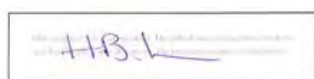
I am a Principal Consultant in Mining Geology, employed full-time by SRK Consulting (UK) Limited, and have been sub-contracted by SRK Exploration Services to prepare the documentation for the mineral exploration assets of IronRidge Resources Limited, on which the report is based, for the period ending 10 December 2014.

I have disclosed to the reporting Company the full nature of the relationship between myself and the Company, that I am independent of the Company, have not received, nor do I expect to receive, any interest, directly or indirectly, in the Projects being reported on or securities of IronRidge Resources Limited.

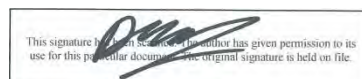
I have reviewed the Report to which this Consent Statement applies and verify that the Report is based on and fairly and accurately reflects in the form and context in which it appears, the information in my supporting documentation relating to Exploration Results and Exploration Target.

I consent to the release of the Report and this Consent Statement by the directors of IronRidge Resources Limited.

Signed:



Witnessed By:



Howard Baker,  
Principal Geologist, Mining Geology ,  
SRK Consulting (UK) Ltd  
Australasian Institute of Mining and Metallurgy  
Membership No: 224239  
Date: 10/12/2014

Daniel Marsh  
Exploration Geophysicist  
SRK Exploration Services Ltd  
Geological Society of London Membership No: 1017238  
Date: 10/12/2014

## 11 GLOSSARY

TERM	DEFINITION
Adit	Horizontal or nearly horizontal tunnel from surface which goes underground.
Admission Document	Official document required in the support of a listing on a financial exchange.
AIM	Alternative Investment Market of the London Stock Exchange.
Al	Aluminium.
Al <sub>2</sub> O <sub>3</sub>	Aluminium oxide.
Alluvial	Applied to the environments, action and products of rivers and streams. Alluvial sediments (alluvium) are deposited by a river in its flood plain.
Alteration	Alteration of a rock/mineral by geological forces.
amls	Height above mean sea level.
Anticline	Fold or fold system in the form of an arch.
Analytical Signal (AS)	A geophysical processing method used to display the total horizontal and vertical gradient change of a dataset.
AP	Abbreviation of Authorisation de prospection – mineral prospecting permit in Gabon.
Archaean	a geological eon before 2500 Ma.
Argillite	A rock derived from mudstone or shale that has been altered by pressure and cementation.
Arkosic	A type of sandstone with over 25% feldspar content.
Artisanal	Local/indigenous people conducting mining with rudimentary equipment.
Assay	The analysis of minerals, rocks and mine products to determine and quantify their constituent parts.
AusIMM	Australasian Institute of Mining and Metallurgy.
Basin	A general region with an overall history of subsidence and thick sedimentary section.
Be	Beryllium.
Bi	Bismuth.
Banded Iron Formation (BIF)	a rock formation which typically consists of repeated, thin layers of iron oxides, either magnetite or haematite, alternating with bands of iron-poor shale and chert.
Biotite	A ferro-magnesium silicate mineral: (K(Mg,Fe) <sub>3</sub> (Al,Fe)Si <sub>3</sub> O <sub>10</sub> (OH,F) <sub>2</sub> .
Borehole	A subsurface means of geological exploration made with a drilling machine.
Bt	Billion tonnes.
Cambrian	A period of geological time between 545 and 495 Ma.
Canga	A tough, well-consolidated rock consisting essentially of hard blocks and fragments of the rocks of an iron formation, cemented with limonite.
CEng	Chartered Engineer.
Cenozoic	The geological era between 66Ma and the present.
CGeol	Chartered Geologist .
Chlorite	Green mineral (Mg,Fe) <sub>3</sub> (Si,Al) <sub>4</sub> O <sub>10</sub> (OH) <sub>2</sub> (Mg,Fe) <sub>3</sub> (OH) <sub>6</sub> .
CM	Abbreviation of Concession Minière - Mining Concession in Gabon.
Clay	Material with a particle size of less than 2µm.
Collar	The beginning point of a shaft or drill hole, the surface.
Colluvial	Weathered material transported by gravity.
Concentrate	Metal ore once it has been through milling and concentration so that it is ready for chemical processing or smelting.
Conglomerate	A sedimentary rock comprised of coarse, rounded clasts set within a finer grained matrix.
Contact	The place or surface where two different kinds of rocks meet. Applies to sedimentary rocks, as the contact between a limestone and a sandstone, for example, and to metamorphic rocks; it is especially applicable between igneous intrusions and the host rock.
Core	A cylindrical sample of rock obtained by core drilling.
Core Assets	Core Assets refer to the Tchibanga and Belinga Sud Projects (in this report).
Core samples	Cylindrical rock samples collected by diamond core drilling.
CP	Competent Person. A status granted to a geologist based on their professional

	qualification, experience and association in good standing of a recognised professional organisation.
CPR	Competent persons report.
Cr	Chrome.
Craton	old and stable part of the continental lithosphere .
Cretaceous	Geological period between 136 to 64 Ma.
Crushing	Reduction in size of mined rocks by mechanical action, generally to the size of one or two centimetres.
Cu	Copper.
Cut off	The grade above which the commodity could be considered ore in a particular deposit.
Diamictite	A non-genetic term referring to any poorly sorted deposits regardless of depositional environment.
Digital Elevation Model (DEM)	A topographic surface determined from satellite data.
Detrital	A mineral derived from the breakdown of a rock due to weathering and erosion.
Deposit	A naturally occurring accumulation of minerals that may be considered economically valuable.
Dip	Inclination of a geological feature/rock from the horizontal (perpendicular to strike).
Disseminated	Fine grained material scattered quite evenly throughout the rock.
Dolomite	Magnesium limestone rock.
DSO	Direct Shipping Ore.
DSO-grade iron ore	Direct shipping ore defined as being greater than 57% Fe and with a combined SiO <sub>2</sub> and Al <sub>2</sub> O <sub>3</sub> of less than 10%.
Dykes	A sub-vertical tabular igneous intrusion which cuts across the bedding or other planar structures in the country rock.
Enrichment	The process by which the relative amount of one constituent mineral or element within a rock is increased.
Epigenetic	Pertaining to mineralisation which formed later than the host rock.
Exploration drilling	Drilling in an unproved area or to an untried depth either to seek new areas of mineralisation or the possibility of increasing the area of known mineralisation.
Exploration Licence	An area of land for which exclusive (or non-exclusive) rights are granted to the holder so that they may undertake exploration for one or more mineral commodities.
Fault	A fracture or a fracture zone along which there has been displacement of the two sides relative to one another parallel to the fracture. The displacement may be a few inches or many miles.
Fe	Iron.
Ferrous	Trivalent iron, Fe (III).
Ferruginous	Containing iron oxides or rust.
FGS	Fellow of the Geological Society of London.
FIMMM	Fellow of the Institute of Materials, Minerals and Mining.
Float	Loose rock fragments that are often found in the soil on a slope.
Fluvial	the processes associated with rivers and streams and the deposits and landforms created by them.
Flysch	A sequence of sedimentary rocks deposited in deep marine facies in the foreland basin of a developing orogeny.
Fracture	A general term to include any kind of discontinuity in a body of rock if produced by mechanical failure, whether by shear stress or tensile stress. Fractures include faults, shears, joints, and planes of fracture cleavage.
g/t	Grams per tonne.
GDP	gross domestic product.
Geochemical	A prospecting technique which measures the content of certain metals in soils and rocks used to define anomalies for further testing.
Geochemical anomaly	A concentration of one or more elements in a rock, sediment, soil, water or vegetation that differs significantly from the normal concentrations.
Geological mapping	Recording geological information.
Geology	The scientific study of the origin, history, and structure of the earth.
Geophysical data	Data from the branch of geology that studies the physics of the Earth, using the physical

	principles underlying such phenomena as seismic waves, heat flow, gravity, and magnetism to investigate planetary properties.
Geophysical surveys	A prospecting technique which measures the physical properties (magnetism, conductivity, density) of rocks and defines anomalies for further testing.
Gneiss	A foliated metamorphic rock formed under conditions of high pressure, often coarse grained with layering.
Gneissic	Showing the texture typical of gneisses.
Goethite	An iron oxyhydroxide mineral (FeO(OH)), formed from the low temperature weathering of other iron-bearing minerals.
Grab Sample	A sample of rock taken from surface outcrop for observation and analysis.
Grade	The quantity of ore or metal in a specified quantity of rock.
Granite	A medium to coarse grained plutonic igneous rock usually light coloured and consisting largely of quartz and feldspar.
Granodiorite	A coarse grained rock intermediate in composition between granite and diorite: approx. 65% SiO <sub>2</sub> .
Gravity data	Data taken from fluctuations in the earth's gravitational field caused due to underlying geology.
Green field project	A project on land that has had no previous mineral development.
Greenstone Belt	Zones of variably metamorphosed mafic to ultramafic volcanic sequences with associated sedimentary rocks that occur within Archaean and Proterozoic cratons between granite and gneiss bodies.
Haematite	the mineral form of iron(III) oxide, with chemical formula Fe <sub>2</sub> O <sub>3</sub> .
High grade	Pertaining to ore which is rich in the metal being mined.
Horst	A raised block of rocks which has been raised, and is bound by normal faults.
Hydrothermal	The name given to any processes associated with igneous activity which involve heated or superheated water.
Hydroxides	The union of an oxygen and hydrogen atom to form a negative anion.
Hypogene	Hypogene processes occur deep below the Earth's surface where high heat and temperature and hydrothermal fluids produce primary mineralisation.
Infrastructure	The supporting installations and services that supply the needs of the project.
Isostatic	A state of gravitational equilibrium between the earth's lithosphere and asthenosphere. Differences may be caused by the weight of ice, mountain building or low-density roots/surface rocks.
Intercalated	Existing or introduced between layers of a different type.
Intracratonic	An area within part of the earth's crust which is no longer affected by orogenic activity.
Intrusion	A body of igneous rock that is emplaced into pre-existing older rocks.
Intrusive	In petrology, having, while molten, penetrated into or between other rocks, but solidifying before reaching the surface; said of certain igneous rocks; nearly the same plutonic and contrasted with effusive or extrusive.
Intrusive Complex	A large body of igneous rock intruded over several periods of time and with changing composition.
Itabirite	A laminated, metamorphosed oxide-facies iron formation in which the original chert or jasper bands have been recrystallised into megascopically distinguishable grains of quartz and the iron is present as thin layers of haematite, magnetite, or martite.
JORC	Joint Ore Reserves Committee (of the AusIMM and other institutions).
JORC code	Australasian code for reporting of Mineral Resources and Ore Reserves.
K	Potassium.
kg	Kilogramme.
km	Kilometres.
Lacustrine	"relating to a lake".
Laterite	Residual deposit formed under tropical conditions. Essentially hydrated Iron oxides.
Lenses	Geological bodies that are thick in the middle and thin at the edge.
Limestone	A sedimentary rock composed almost entirely of calcium carbonate (CaCO <sub>3</sub> ).
Limonite	An amorphous hydrated iron oxide.
Lineament	A linear topographical feature.
Lithology	The physical characteristics of rock.
Logging	Recording geological, geotechnical and other information from drill core.
Low Grade	Pertaining to ore which is comparatively low in content for the metal which is being mined.

LSE	London Stock Exchange.
m	Metre.
M	Million.
Mafic	Describing an igneous rock of low silica and high magnesium and iron content, usually dark in colour.
Magnetic separation	Separating two or more products by the variance in their magnetic behaviour.
Magnetic survey(Magnetics)	A prospecting technique which measures the magnetic properties of rocks and defines anomalies for further testing.
Magnetite	a ferromagnetic mineral with chemical formula Fe <sub>3</sub> O <sub>4</sub> .
Manganese	A grey-white, brittle metallic element (Mn) which does not occur uncombined in nature.
Marble	A fine to coarse grained metamorphosed limestone.
Marl	A rock composed of a friable mixture of clay minerals.
Martitisation	The Magnetite-haematite transformation.
Massive	Having homogeneous structure or texture.
Meso-	Prefix meaning middle.
Mesozoic	An era of geological time spanning 250-65Ma, including the Triassic, Jurassic and Cretaceous periods.
Metallurgy	The domain of materials science that studies the physical and chemical behaviour of metallic elements, their intermetallic compounds and alloys.
Metamorphic	Term applied to pre-existing sedimentary and igneous rocks which have been altered in composition, texture, or internal structure by processes involving pressure, heat and/or the introduction of new chemical substances.
Metamorphism	The process of rocks being metamorphosed by heat and/or pressure.
Metamorphosed	Rock transformed by heat and/or pressure.
Meteoric waters	Water derived from precipitation. In ore deposit geology these waters percolate in to the subsurface rocks leading to mineral alteration processes.
Migmatites	A rock at the frontier between igneous and metamorphic rocks.
MIMMM	Member of the Institution of Materials, Minerals and Mining.
Mineral	A natural, inorganic, homogeneous material that can be expressed by a chemical formula.
Mineral Resource	A concentration or occurrence of material of intrinsic economic interest in or on the Earth's crust in such a form and quantity that there are reasonable prospects for eventual economic extraction. The location, quantity, grade, geological characteristics and continuity of a Mineral Resource are known, estimated or interpreted from specific geological evidence and knowledge. Mineral Resources are sub-divided, in order of increasing geological confidence, into Inferred, Indicated and Measured categories.
Mineralisation	The process by which minerals are introduced into a rock. More generally, a term applied to accumulations of economic or related minerals in quantities ranging from weakly anomalous to economically recoverable.
Mineralised	Containing ore minerals.
Mineralised zone	A mineral-bearing belt or area extending across or through a district. It is usually distinguished from a vein or lode as being wide, the mineralisation extending in some cases hundreds of feet from a fissure of contact plane.
Mixtite	See <i>Diamictite</i> .
MSc	Master of Science.
Mt	Million tonnes.
Neo-	A prefix meaning recent.
Neogene	The youngest of two subdivisions of the Tertiary Period.
NIF	Neoproterozoic Iron Formation.
Orebody	A continuous, well-defined mass of material of sufficient ore content to make extraction economically feasible.
Ore Reserves	That part of a Mineral Resource which has been demonstrated to be economically extractable.
Orogenesis	The process of mountain building when two tectonic plates collide.
Orogenic belt	A linear or arcuate, regional scale belt of rocks which have undergone compressional tectonics.
Orogeny	The tectonic process in which large areas are folded, thrust-faulted, metamorphosed, and subjected to plutonism. The cycle ends with uplift and the formation of mountains.

Outcrop	A visible exposure of rock that is in-situ and has no covering of soil or vegetation.
Oxide	Soft, weathered rock formed by the process of weathering near the surface.
PE	Abbreviation of Permis d'exploitation – mineral Exploitation Licence in Gabon.
Pegmatite	Very coarse grained igneous rocks often in veins formed around the margins of large deep-seated plutons usually extending from the pluton itself into the surrounding rock.
Phyllite	A cleaved metamorphic rock due to high mica content, less well cleaved than slate.
Pisolithic	pisoids, are concretionary grains - often of calcium carbonate, but sometimes of rarer minerals and iron rich.
Pits/pitting	Exploration excavations to determine nature and structure of the underlying rocks and to obtain samples.
Plagioclase	Any of a group of feldspars containing a mixture of sodium and calcium feldspars.
PR	Abbreviation of Permis de Recherche – mineral Exploration Licence in Gabon.
Precambrian	The geological eon running from the solidification of the Earth's crust 4,500 Ma ago to 580 Ma ago.
Primary gold	Gold located within host ore rock i.e. greenstone belt.
Prospect	A mineral property, the value of which has not been proved by exploration. To search for minerals or oil by looking for surface indications, by drilling boreholes, or both.
Proterozoic	The later of the two major subdivisions of the Precambrian (compare with Archaean) between 2500 and 590Ma.
Protolith	The original, unmetamorphosed rock from which a given metamorphic rock is formed.
Quartz	A very common mineral in sedimentary, magmatic, metamorphic, and hydrothermal environments : SiO <sub>2</sub> .
Quartzite	A metamorphic rock type formed predominantly of recrystallised quartz.
Quaternary	The most recent period of geological time, a division of the Cenozoic;
RAB	rotary air blast drilling, being percussion drilling using a pneumatic hammer, cutting rock into chips which are flushed to the surface through the space between the drill pipe and the wall of the hole.
Range	A term used in grade estimation which represents the distance up to which grades have a relationship to each other, such that samples lying a distance apart greater than the range have no relationship to each other (obtained from a semi-variogram).
Reagent	Chemical used as part of mineral processing.
Regolith	Unconsolidated residual or transported material that overlies the solid rock of the earth, usually made up from soil.
Resource	The total quantity of a mineral which is calculated to lie within given boundaries and which is economically workable.
Reverse Circulation (RC) drilling	A method of drilling in which rock fragments are returned to the surface from the bottom of the hole via the inside of drilling rods.
Rutile	A mineral, TiO <sub>2</sub> , in which titanium replaces iron; in amphibolites, eclogites, granite pegmatites, veins, and placers; a source of titanium; also a gemstone.
Sample	A representative fraction of body of material; removed by approved methods; guarded against accidental or fraudulent adulteration; and tested or analysed to determine the nature, composition, percentage of specified constituents. Bulk samples are large (several tons), so taken as to represent the ore for the purpose of developing a suitable treatment. Channel samples, cores, chips, grab, are small ones- made primarily to establish the value of the ore.
Sandstone	Sedimentary rock comprising sand size grains (>0.06mm, <2.0mm).
Schist	A metamorphic rock defined by its well-developed parallel orientation of more than 50% of the minerals present.
Scout Drilling	Strategic first stage drilling programme to establish existence of mineralisation/orebody.
Sedimentary	A type of rock formed from pre-existing rocks or pieces of once-living organisms. They form from deposits that accumulate on the Earth's surface.
Sericite	A fine grained white micaceous mineral often the product of alteration processes.
Si	Silicon.
SiO <sub>2</sub>	Silica / Silicon Dioxide. Commonly forming as quartz.
SRK ES	SRK Exploration Services.
Stratigraphic domain	A domain of rocks which are bound by established geochronological ages and relationships.

Strike	A geological term which describes a horizontal line on the surface of a dipping stratum. The strike is 90° to the dip of the stratum.
Supergene	In ore deposit geology, supergene processes or enrichment occur relatively near the surface and include chemical weathering and oxidation of primary minerals.
Syncline	A sequence of rocks which have been folded and layers become younger towards the centre.
Syngenetic	Pertaining to mineralisation which formed at the same time as the enclosing rock.
Ta	Tantalum.
Tectonic	Relating to a major structural event.
Terrane	tectonostratigraphic terrane, which is a fragment of crustal material formed on, or broken off from, one tectonic plate and accreted or "sutured" to crust lying on another plate.
Tillite	Lithified till, the poorly sorted sediment deposited by glaciers.
Ultramafic	A dark coloured igneous rock with a silica concentration of less than 45%.
Unconformably	Whereby two rock units overlay each other but the contact point represents a hiatus in the geological record.
Uraniferous	Containing or producing uranium.
UTM projection	Universal Transverse Mercator projection - A projected co-ordinate system which divides the earth into sixty, six-degree bands based on longitude for geographical reference.
Vein/veinlet	A fracture which has been filled by minerals which have crystallised from mineralised fluids.
Volcanic	A subtype of igneous rock which has been extruded and cooled at the Earth's surface usually found as a lava flow.
W	Tungsten.
Watershed	A divide between two adjoining drainage systems.
Weathered	Action of climatic conditions such as rainfall and heat on near-surface rocks resulting in chemical changes and the breakdown of original mineral grains.
WGS 1984 Datum	The World Geodetic system (1984 revision) co-ordinate system.
XRF	X-ray fluorescence, the emission of characteristic "secondary" (or fluorescent) X-rays from a material that has been excited by bombarding with high-energy X-rays or gamma rays. The phenomenon is widely used for elemental analysis and chemical analysis.
Zircon	A tetragonal mineral, ZrSiO <sub>4</sub> ; occurs widely in granite, granite pegmatite, other felsic igneous rocks, and placers; the chief source of zirconium.
Zn	Zinc.



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**APPENDIX A**

**TECHNICAL APPENDIX A – LICENCE COORDINATES**

## Exploration Asset Boundary Coordinates

All coordinates are given in longitude/Latitude projection, using the WGS84 datum.

### **GABON**

#### **PR G5-525 - Tchibanga**

POINT	LONGITUDE	LATITUDE
1	10.650000	-3.250000
2	10.650000	-3.140000
3	10.900000	-3.140000
4	10.900000	-3.200000
5	11.000000	-3.200000
6	11.000000	-3.400000
7	11.180000	-3.400000
8	11.180000	-3.212000
9	11.234000	-3.212000
10	11.234000	-3.247927
11	11.274427	-3.247927
12	11.274427	-3.276381
13	11.317362	-3.276381
14	11.317362	-3.299343
15	11.358764	-3.299343
16	11.358764	-3.317712

POINT	LONGITUDE	LATITUDE
17	11.407834	-3.317712
18	11.407834	-3.351131
19	11.492675	-3.351131
20	11.492675	-3.389657
21	11.549982	-3.389657
22	11.549982	-3.444000
23	11.595000	-3.444000
24	11.595000	-3.500000
25	11.200000	-3.500000
26	11.200000	-3.491385
27	10.970452	-3.491385
28	10.970000	-3.450000
29	10.855000	-3.449866
30	10.855000	-3.302404
31	10.700000	-3.302404
32	10.700000	-3.250000

#### **Tchibanga Nord PR**

POINT	LONGITUDE	LATITUDE
1	11.180000	-3.400000
2	11.000000	-3.400000
3	11.000000	-3.200000
4	10.900000	-3.200000
5	10.900000	-3.140000
6	10.760000	-3.140000
7	10.760000	-2.950000

POINT	LONGITUDE	LATITUDE
8	10.950000	-2.950000
9	10.950000	-2.980000
10	11.070000	-2.980000
11	11.070000	-3.065000
12	11.140000	-3.065000
13	11.140000	-3.140000
14	11.180000	-3.140000

**PR G6-526 - Belinga Sud**

POINT	LONGITUDE	LATITUDE
1	13.100000	0.000000
2	13.100000	0.050000
3	13.080000	0.050000
4	13.080000	0.080000
5	13.050000	0.080000
6	13.050000	0.200000
7	13.020000	0.200000
8	13.020000	0.314634
9	12.997792	0.314634
10	12.997792	0.367854
11	12.968000	0.367854
12	12.968000	0.416000
13	12.930000	0.416000
14	12.930000	0.471000
15	12.899000	0.471000
16	12.899000	0.570087
17	12.864000	0.570087
18	12.864000	0.710051

POINT	LONGITUDE	LATITUDE
19	13.483000	0.710051
20	13.483000	0.561217
21	13.221318	0.561217
22	13.221318	0.598470
23	13.010000	0.598470
24	13.010000	0.520416
25	13.065205	0.520416
26	13.065205	0.419000
27	13.100000	0.419000
28	13.100000	0.376724
29	13.118425	0.376724
30	13.118425	0.335922
31	13.150000	0.335922
32	13.150000	0.300000
33	13.170000	0.300000
34	13.170000	0.170000
35	13.200000	0.170000
36	13.200000	0.000000

**AUSTRALIA**
**EPM 16261 – Cadarga One**

POINT	LONGITUDE	LATITUDE
1	150.966667	-26.066667
2	151.016667	-26.066667

POINT	LONGITUDE	LATITUDE
3	151.016667	-26.100000
4	150.966667	-26.100000

**EPM 16260 – Cadarga Two**

POINT	LONGITUDE	LATITUDE
1	151.033333	-26.033333
2	151.050000	-26.033333
3	151.050000	-26.050000
4	151.083333	-26.050000

POINT	LONGITUDE	LATITUDE
5	151.083333	-26.100000
6	151.016667	-26.100000
7	151.016667	-26.050000
8	151.033333	-26.050000

**EPM 19419 – Tholstrups North**

POINT	LONGITUDE	LATITUDE	POINT	LONGITUDE	LATITUDE
1	151.066667	-25.783333	16	151.100000	-26.066667
2	151.100000	-25.783333	17	151.083333	-26.066667
3	151.100000	-25.833333	18	151.083333	-26.050000
4	151.116667	-25.833333	19	151.066667	-26.050000
5	151.116667	-25.866667	20	151.066667	-26.033333
6	151.083333	-25.866667	21	151.050000	-26.033333
7	151.083333	-25.883333	22	151.050000	-26.016667
8	151.050000	-25.883333	23	150.983333	-26.016667
9	151.050000	-25.900000	24	150.983333	-25.916667
10	151.033333	-25.916667	25	151.000000	-25.916667
11	151.116667	-25.916667	26	151.000000	-25.866667
12	151.116667	-25.966667	27	151.050000	-25.866667
13	151.083333	-25.966667	28	151.050000	-25.800000
14	151.083333	-26.000000	29	151.066667	-25.800000
15	151.100000	-26.000000			

**EPM 19164 – Glencoe**

POINT	LONGITUDE	LATITUDE	POINT	LONGITUDE	LATITUDE
1	150.583333	-25.016667	13	150.700000	-25.250000
2	150.616667	-25.016667	14	150.683333	-25.250000
3	150.616667	-25.066667	15	150.683333	-25.233333
4	150.666667	-25.066667	16	150.666667	-25.233333
5	150.666667	-25.116667	17	150.666667	-25.216667
6	150.700000	-25.116667	18	150.650000	-25.216667
7	150.700000	-25.166667	19	150.650000	-25.183333
8	150.716667	-25.166667	20	150.600000	-25.183333
9	150.716667	-25.200000	21	150.600000	-25.166667
10	150.750000	-25.200000	22	150.616667	-25.166667
11	150.750000	-25.233333	23	150.616667	-25.133333
12	150.700000	-25.233333	24	150.583333	-25.133333

**EPM 25115 – Glencoe West**

POINT	LONGITUDE	LATITUDE	POINT	LONGITUDE	LATITUDE
1	150.583333	-25.133333	6	150.616667	-25.183333
2	150.616667	-25.133333	7	150.616667	-25.266667
3	150.616667	-25.166667	8	150.566667	-25.266667
4	150.600000	-25.166667	9	150.566667	-25.250000
5	150.600000	-25.183333	10	150.550000	-25.250000

**EPM 18534 – Quaggy Creek (area pending approval of renewal application)**

POINT	LONGITUDE	LATITUDE
1	150.583333	-25.433333
2	150.616667	-25.433333
3	150.616667	-25.45
4	150.65	-25.45
5	150.65	-25.466667
6	150.683333	-25.466667
7	150.683333	-25.45
8	150.7	-25.45
9	150.7	-25.433333
10	150.733333	-25.433333

POINT	LONGITUDE	LATITUDE
11	150.733333	-25.466667
12	150.7	-25.466667
13	150.7	-25.483333
14	150.666667	-25.483333
15	150.666667	-25.5
16	150.65	-25.5
17	150.65	-25.483333
18	150.6	-25.483333
19	150.6	-25.466667
20	150.583333	-25.466667

## **APPENDIX B**

### **TECHNICAL APPENDIX B - SUMMARY RESULTS OF TCHIBANGA GRAB SAMPLES**



Sample	X UTM	Y UTM	Wt g	Fe %	SiO <sub>2</sub> %	Al <sub>2</sub> O <sub>3</sub> %	P <sub>2</sub> O <sub>5</sub> %	LOI %	CaO %	MgO %	TiO <sub>2</sub> %	K <sub>2</sub> O %	MnO %
DR8025	769816	9621347	111.7	60.62	2.94	0.98	0.014	10.39	0.01	0.04	0.06	0.02	0.01
DR8026	769401	9621131	650.3	31	44.5	6.68	0.106	3.88	0.02	0.29	0.36	0.98	<0.01
DR8027	769405	9620932	461	46.6	13.4	10.7	0.091	9.06	<0.01	<0.01	0.53	0.06	<0.01
DR8028_A	768662	9620434	604.8	56	5.74	6.71	0.048	6.71	<0.01	0.06	0.87	0.08	0.01
DR8028_B	768662	9620434	578.2	19.9	62.5	5.84	0.015	3.95	<0.01	<0.01	0.33	0.16	<0.01
DR8029	768576	9620405	454.2	48.79	8.71	10.4	0.019	7.82	0.01	0.16	1.34	0.64	0.01
DR8029_B	768576	9620405	309	48.86	8.43	10.6	0.021	8.42	0.06	0.6	1.19	0.56	0.01
DR8031	768459	9620558	554.5	55.44	2.84	6.54	0.07	9.52	0.01	0.05	1	0.04	0.01
DR8032	768558	9620523	448.9	49.49	8.16	11.6	0.04	8.48	0.01	0.08	1	0.08	0.01
DR8033	768331	9620547	1157.7	42.8	14.3	14.3	0.027	8.47	<0.01	0.29	1.08	1.01	0.01
DR8034	767315	9620762	735.8	1.05	89.6	5.93	0.004	1.26	0.02	0.37	0.44	1.79	<0.01
DR8035	767844	9620655	810.5	48.4	11.1	9.71	0.034	8.03	<0.01	0.05	0.86	0.16	0.02
DR8036	768698	9620493	391.2	47.9	18.9	5.35	0.056	6.07	<0.01	<0.01	0.5	0.05	0.01
DR8037	768550	9620511	817.7	46.9	9.62	12.8	0.039	8.72	<0.01	<0.01	1.17	0.08	0.01
DR8038	769392	9620617	611.8	17.4	64.3	5.55	0.094	3.43	<0.01	0.17	0.41	1.39	<0.01
DR8039	768617	9620419	990.1	6.23	62.4	18.6	0.034	4.36	<0.01	0.55	1.24	4.35	0.02
DR8040	768619	9620413	1423.8	38.6	36	5.28	0.017	4.34	<0.01	<0.01	0.25	0.21	<0.01
DR8041	778947	9615761	634.4	48.4	11.1	7.15	1.521	10.24	<0.01	0.44	0.42	1.41	0.07
DR8042	744401	9635671	317.4	11.8	36.5	27.1	0.32	9.66	0.03	1.2	3.49	4.47	0.02
DR8043	744207	9635952	676.4	11.1	37.5	23	0.325	6.8	0.1	7.75	2.73	5.03	0.09
DR8046	746448	9637110	736.2	36.9	21.5	12.5	0.755	11.19	0.05	0.19	0.67	0.4	0.07
DR8047	746534	9637011	755	41.5	13.8	13.1	0.807	12.27	0.07	0.17	0.68	0.34	0.19
DR8048	746453	9636803	681	37.4	19.7	12.3	1.191	11.14	0.05	0.34	0.6	0.86	0.77
DR8049	745802	9636787	311.5	31.6	25.1	16.5	0.444	11.13	0.02	0.42	0.87	1.1	0.07
DR8050	745699	9636795	466.2	36.7	18.2	16.8	0.307	11.72	0.01	0.09	0.89	0.26	0.07
DR8051	746730	9637363	671.6	39.4	20.2	11.3	0.968	11.12	0.06	0.11	0.49	0.25	0.13
DR8052	746792	9637295	586.5	36.8	20.6	12.5	0.639	11.33	0.05	0.16	0.58	0.29	0.09
DR8053	746911	9637150	785.4	41.8	15.8	11.1	0.614	10.69	0.04	0.26	0.61	0.68	0.3
DR8054	747111	9637050	426.5	46	10.9	9.51	0.865	11.67	0.03	0.07	0.48	0.19	0.16
DR8055	747392	9636807	633.5	25.3	48.7	5.54	0.751	6.82	0.07	0.03	0.26	0.13	0.78
DR8056	747609	9636504	371.9	33.2	26.2	13.2	0.797	10.3	0.04	0.38	0.75	0.97	0.06
DR8057	752974	9629907	593.5	4.3	75.8	10.5	0.137	3.59	0.02	0.49	1.2	1.85	<0.01
DR8058	753011	9629231	714.5	53.3	4.15	4.44	2.032	12.03	<0.01	0.04	0.05	0.1	0.03
DR8059	752925	9629053	408.7	7.85	50.6	24.2	0.228	8.9	0.01	0.74	1.84	2.71	<0.01
DR8060	752627	9628759	389.6	9.81	50.8	18.8	0.302	7.75	0.03	4.34	1.98	2.6	0.02
DR8061	752313	9628510	430.7	9.86	64.1	12.1	0.091	3.88	<0.01	0.75	1.08	3.1	0.02
DR8062	752275	9628446	745.6	4.53	44.5	29	0.032	4.76	0.01	1.44	2.17	9.66	0.01
DR8063	753135	9629611	575	50.9	7.49	5.58	2.144	12.24	<0.01	<0.01	0.37	0.14	0.04
DR8064	753106	9629640	334.6	46.2	14.4	5.97	1.649	10.83	<0.01	0.04	0.57	0.26	0.08
DR8065	755235	9631760	963.9	3.66	65.3	11.6	0.133	5.09	3.51	2.49	0.7	3.46	0.14
DR8066	777459	9616159	393.4	5.86	61.2	16.4	0.112	4.99	0.06	4.34	0.94	3.25	0.06
DR8067	777277	9615948	468.7	0.63	98.8	0.66	0.011	0.2	0.01	<0.01	0.05	0.04	0.02
DR8068	775891	9613768	408.3	48.3	9.65	6.47	0.162	13.48	<0.01	<0.01	1.45	0.04	0.02
DR8069	775885	9613643	474	43.2	11.9	13.7	0.114	11.98	<0.01	<0.01	0.73	0.05	0.03










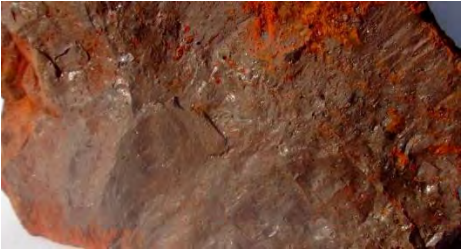
Sample	X UTM	Y UTM	Wt g	Fe %	SiO <sub>2</sub> %	Al <sub>2</sub> O <sub>3</sub> %	P <sub>2</sub> O <sub>5</sub> %	LOI %	CaO %	MgO %	TiO <sub>2</sub> %	K <sub>2</sub> O %	MnO %
DR8070	775613	9613327	463.9	4.43	75.3	10.3	0.086	3.5	<0.01	0.89	0.8	2.36	<0.01
DR8071	775586	9613352	593.2	55.2	4.45	8.78	0.103	7.85	<0.01	<0.01	0.87	0.02	0.01
DR8072	775163	9613551	648.3	56	3.84	4.22	1.059	10.72	<0.01	0.08	0.25	0.63	0.02
DR8073	774807	9613015	986.7	53.7	5.96	8.44	0.019	6.53	<0.01	0.01	1.41	0.49	0.01
DR8074	774811	9612901	730	51.4	9.48	9.16	0.025	5.92	<0.01	0.04	2.24	0.73	0.02
DR8075	758364	9628271	581.9	5.38	91.3	0.78	0.026	0.99	<0.01	<0.01	0.03	0.04	<0.01
DR8076	757906	9627808	643.3	36.9	24	14.2	0.026	8	<0.01	0.22	0.68	0.88	<0.01
DR8077	758126	9627846	610.5	39.6	17.7	14.2	0.024	9.66	<0.01	0.12	0.65	0.51	<0.01
DR8078	756080	9626977	576.7	42.5	19.6	6.59	1.218	8.73	<0.01	0.45	0.67	1.85	0.02
DR8079	756038	9626924	578	5.83	87	1.35	0.046	0.92	<0.01	0.02	0.06	0.24	0.01
DR8080	755968	9627425	634.6	9.12	85.1	1.05	0.021	1.41	<0.01	<0.01	0.15	0.09	0.01
DR8081	756232	9628235	567.1	39.2	20.3	9.31	0.781	10.45	<0.01	0.76	0.92	2.3	0.01
DR8082	743904	9638586	470.3	36.7	16.5	14.6	0.675	11.98	0.03	0.6	0.67	1.6	0.48
DR8083	743710	9638519	703.2	31.2	24.2	17.6	0.32	11.92	0.02	0.13	0.79	0.39	0.06
DR8085	760321	9626782	515.5	21.2	53.9	7.42	0.082	5.7	<0.01	0.25	0.57	1.58	0.01
DR8086	760420	9626599	523.3	33	37.3	5.78	0.149	8	<0.01	0.11	0.45	0.91	<0.01
DR8087	753397	9624113	663	10.4	38.8	28.3	0.045	4.67	<0.01	0.67	3.58	7.76	<0.01
DR8088	749184	9626406	490.2	10.9	54.5	19.7	0.056	7.18	0.05	0.18	1.89	2.08	<0.01
<b>DR8089</b>	<b>749521</b>	<b>9625884</b>	<b>437.2</b>	<b>8.33</b>	<b>63.4</b>	<b>14.7</b>	<b>0.057</b>	<b>2.58</b>	<b>0.13</b>	<b>2.22</b>	<b>1.56</b>	<b>2.56</b>	<b>0.05</b>
DR8090	753175	9623406	641.8	5.61	69.4	13.3	0.034	2.94	<0.01	2.34	0.76	3.14	0.29
DR8091	750340	9626196	502.5	6.69	73.1	10.3	0.037	1.84	0.08	1.98	1.13	0.81	0.04
DR8092	749090	9627039	609.8	6.09	69.1	13.3	0.028	2.52	0.02	1.61	1.34	2.15	0.03
<b>DR8093</b>	<b>749306</b>	<b>9627133</b>	<b>516.4</b>	<b>8.74</b>	<b>59.2</b>	<b>17</b>	<b>0.087</b>	<b>3.05</b>	<b>0.05</b>	<b>1.86</b>	<b>1.67</b>	<b>3.44</b>	<b>0.03</b>
DR8094	749533	9625982	390.6	6.7	64.7	14.9	0.057	3.01	0.46	1.71	1.79	2.63	0.06
DR8095	749267	9627131	533.8	9.66	65.3	11.8	0.033	3.25	0.01	2.61	1.21	0.45	0.07
DR8096	744466	9629428	501	6.86	67.6	12.9	0.098	2.15	0.17	1.83	1	3.09	0.02
DR8097	770802	9619999	466.8	0.94	96.1	1.4	0.003	0.24	<0.01	<0.01	0.1	0.02	<0.01
DR8098	706583	9651081	548.6	33.5	19.8	18.8	0.116	12.16	0.02	0.05	0.83	0.42	0.02
DR8100	771124	9621061	390.6	6.33	58.8	15.2	0.194	4.58	1.14	3.15	0.82	4.13	0.4
DR8302	769033	9620510	532.2	23	46.3	11.9	0.054	4.56	<0.01	0.45	0.84	2.75	0.05
DR8303	768845	9620018	612.4	0.81	98.3	0.65	0.018	0.01	0.02	<0.01	0.03	0.03	0.01
DR8304	768859	9619982	734.2	0.6	96.6	1.14	0.003	0.18	0.07	0.08	0.04	0.34	<0.01
DR8305	768929	9618691	562.9	4.99	91.5	0.71	0.026	0.7	<0.01	<0.01	0.08	0.04	<0.01
DR8306	768319	9623824	642.9	6.98	59.4	18.8	0.092	5.18	<0.01	1.28	1.01	4.84	0.02
DR8310	754263	9631073	347.8	4.07	89.6	2.78	0.037	0.95	0.02	1.84	0.05	0.09	0.05
DR8311	746146	9628803	573.2	9.53	55.5	18.1	0.137	2.95	0.27	2.22	2.76	3.33	0.06
<b>DR8312</b>	<b>775598</b>	<b>9613341</b>	<b>916</b>	<b>56.5</b>	<b>5.02</b>	<b>7.58</b>	<b>0.1</b>	<b>6.85</b>	<b>&lt;0.01</b>	<b>&lt;0.01</b>	<b>0.92</b>	<b>0.03</b>	<b>0.02</b>
DR8313	775414	9613426	1108	39.8	15.6	16.7	0.035	9.67	<0.01	0.07	1.3	0.3	<0.01
DR8314	775369	9613434	636.9	58.3	4.16	4.48	0.007	8.14	<0.01	<0.01	0.26	0.06	0.01
DR8315	775126	9613564	878.1	41.6	14.7	16	0.029	8.22	0.02	0.09	1.75	0.66	0.01
<b>DR8316</b>	<b>775126</b>	<b>9613564</b>	<b>450.2</b>	<b>50.5</b>	<b>7.69</b>	<b>11.5</b>	<b>0.053</b>	<b>6.78</b>	<b>&lt;0.01</b>	<b>0.08</b>	<b>1.3</b>	<b>0.71</b>	<b>0.01</b>
DR8317	774933	9613380	510.8	13.9	72.7	3.13	0.033	1.56	<0.01	0.2	0.15	0.58	<0.01
<b>DR8318</b>	<b>774801</b>	<b>9612890</b>	<b>814.2</b>	<b>55.6</b>	<b>2.89</b>	<b>7.68</b>	<b>0.068</b>	<b>8.27</b>	<b>&lt;0.01</b>	<b>0.03</b>	<b>0.72</b>	<b>0.11</b>	<b>&lt;0.01</b>
<b>DR8319</b>	<b>774801</b>	<b>9612890</b>	<b>567.8</b>	<b>49.4</b>	<b>9.71</b>	<b>10.7</b>	<b>0.021</b>	<b>6.48</b>	<b>&lt;0.01</b>	<b>0.04</b>	<b>1.3</b>	<b>0.54</b>	<b>&lt;0.01</b>

Sample	X UTM	Y UTM	Wt g	Fe %	SiO <sub>2</sub> %	Al <sub>2</sub> O <sub>3</sub> %	P <sub>2</sub> O <sub>5</sub> %	LOI %	CaO %	MgO %	TiO <sub>2</sub> %	K <sub>2</sub> O %	MnO %
<b>DR8320</b>	<b>775070</b>	<b>9612857</b>	<b>538.8</b>	<b>60.2</b>	<b>2.62</b>	<b>4.98</b>	<b>0.073</b>	<b>6.07</b>	<b>&lt;0.01</b>	<b>0.02</b>	<b>0.79</b>	<b>0.13</b>	<b>0.01</b>
DR8321	775070	9612857	962.1	60.1	2.67	4.75	0.028	5.4	<0.01	0.03	1.11	0.17	<0.01
DR8322	775095	9612939	502	59.7	1.92	4.3	0.188	6.28	<0.01	0.02	1.42	0.06	0.02
DR8323	775260	9612841	389.1	51.1	1.09	10.2	0.175	14.3	<0.01	<0.01	1.16	0.01	<0.01
DR8324	775307	9612874	233.9	55	3.62	6.47	0.061	10.17	0.03	0.02	1.58	0.02	0.01
DR8325	775485	9613002	483.6	55.3	5.05	7.33	0.043	6.79	<0.01	<0.01	1.6	0.05	0.02
DR8326	775652	9613404	576.6	50.1	6.31	11.9	0.018	9.51	<0.01	<0.01	0.93	0.07	0.01
<b>DR8327</b>	<b>775673</b>	<b>9613405</b>	<b>512.5</b>	<b>47.2</b>	<b>7.78</b>	<b>13.1</b>	<b>0.023</b>	<b>9.6</b>	<b>&lt;0.01</b>	<b>&lt;0.01</b>	<b>1.31</b>	<b>0.12</b>	<b>0.01</b>
DR8328	775741	9613458	472.6	56.4	2.95	6.71	0.064	8.63	<0.01	<0.01	0.86	0.03	0.05
DR8329	775853	9613520	397.6	41.1	25.7	3.03	0.193	11.4	<0.01	<0.01	2.22	<0.01	0.01
<b>DR8330</b>	<b>774583</b>	<b>9613571</b>	<b>423.6</b>	<b>41.4</b>	<b>24.5</b>	<b>8.27</b>	<b>0.103</b>	<b>6.56</b>	<b>&lt;0.01</b>	<b>0.21</b>	<b>0.55</b>	<b>1.12</b>	<b>&lt;0.01</b>
DR8331	774537	9613608	173	42	17.4	13.9	0.063	8.14	<0.01	0.05	0.96	0.15	0.01
DR8332	774467	9613823	513	43	12.8	14.4	0.022	9.91	<0.01	0.04	0.66	0.33	0.01
DR8333	774378	9613939	460.4	40.7	18	13.4	0.072	7.09	<0.01	0.53	0.82	1.83	0.01
<b>DR8334</b>	<b>774063</b>	<b>9614109</b>	<b>447.1</b>	<b>7.71</b>	<b>59.4</b>	<b>16.5</b>	<b>0.088</b>	<b>4.58</b>	<b>&lt;0.01</b>	<b>0.96</b>	<b>1.54</b>	<b>4.16</b>	<b>0.03</b>
DR8335	773929	9614129	572.7	42.2	16.4	13.5	0.192	7.06	<0.01	0.33	0.72	2.12	<0.01
DR8336	773687	9614863	366.6	51.7	6.98	8.58	0.083	10.46	<0.01	<0.01	0.78	0.09	0.02
DR8337	773481	9615015	429	54.8	5.26	7.14	0.082	9.12	0.01	<0.01	1.03	0.09	0.02
DR8338	773315	9615470	465.3	40.4	13.8	16	0.078	11.5	<0.01	<0.01	1.4	0.03	<0.01
DR8339	773510	9615795	578.1	47.7	11.2	9.27	0.073	11.28	<0.01	<0.01	1.21	0.03	0.02
<b>DR8340</b>	<b>775641</b>	<b>9613283</b>	<b>325</b>	<b>51.6</b>	<b>7.65</b>	<b>10.5</b>	<b>0.038</b>	<b>6.99</b>	<b>&lt;0.01</b>	<b>&lt;0.01</b>	<b>1.38</b>	<b>0.08</b>	<b>0.02</b>
<b>DR8341</b>	<b>775749</b>	<b>9613368</b>	<b>532.5</b>	<b>52.8</b>	<b>9.08</b>	<b>5.78</b>	<b>0.028</b>	<b>8.51</b>	<b>&lt;0.01</b>	<b>0.08</b>	<b>0.44</b>	<b>0.38</b>	<b>&lt;0.01</b>
DR8342	776167	9613528	522.3	49.2	9.77	10	0.04	7.52	<0.01	0.03	0.99	0.08	0.02
DR8343	776173	9613512	488.1	42.4	7.51	17.1	0.024	13.3	<0.01	0.06	1	0.25	<0.01
DR8344	776221	9613516	744	47.9	9.49	12	0.03	8.63	<0.01	0.05	1.17	0.3	0.01
<b>DR8345</b>	<b>776182</b>	<b>9613768</b>	<b>533</b>	<b>51.6</b>	<b>9</b>	<b>6.98</b>	<b>0.022</b>	<b>7.86</b>	<b>&lt;0.01</b>	<b>0.2</b>	<b>0.47</b>	<b>1.32</b>	<b>&lt;0.01</b>
DR8346	776073	9613751	253	38.9	10.5	20.6	0.021	10.9	<0.01	0.09	0.95	0.53	<0.01
DR8347	775740	9613774	323	52.3	7	7.83	0.046	8.98	<0.01	<0.01	1.24	0.05	0.02
DR8349	773796	9616369	964.6	35.2	21.2	17.7	0.017	10.57	<0.01	0.05	0.91	0.31	<0.01
DR8350	774283	9618129	477.8	1.16	96.4	0.38	0.016	0.17	0.01	<0.01	0.05	0.02	<0.01
DR8351	770933	9619845	467	4.16	73.6	11.7	0.156	3.36	<0.01	0.92	0.91	3.49	<0.01
DR8352	774789	9618351	335.7	3.76	60.8	11.1	0.149	7.8	6.99	3.1	0.74	2.64	0.1

## **APPENDIX C**

### **TECHNICAL APPENDIX C - EXAMPLES OF TCHIBANGA AREA GRAB SAMPLES**

Area 1

<b>DR8320 – 60.2% Fe</b>	
	
<b>DR8321 – 60.1% Fe</b>	
	
<b>DR8322 – 59.7% Fe</b>	
	
<b>DR8314 – 58.3% Fe</b>	
	
<b>DR8324 – 55% Fe</b>	
	

**Area 2, 3 & 4**

**DR8025 – 60.62% Fe**



**DR8032 – 49.49% Fe**



**DR8027 – 46.6% Fe**



**DR8051 – 39.4% Fe**



**DR8076 – 36.9% Fe**



**DR8077 – 39.6% Fe**



**DR8081 – 39.2% Fe**





## **APPENDIX D**

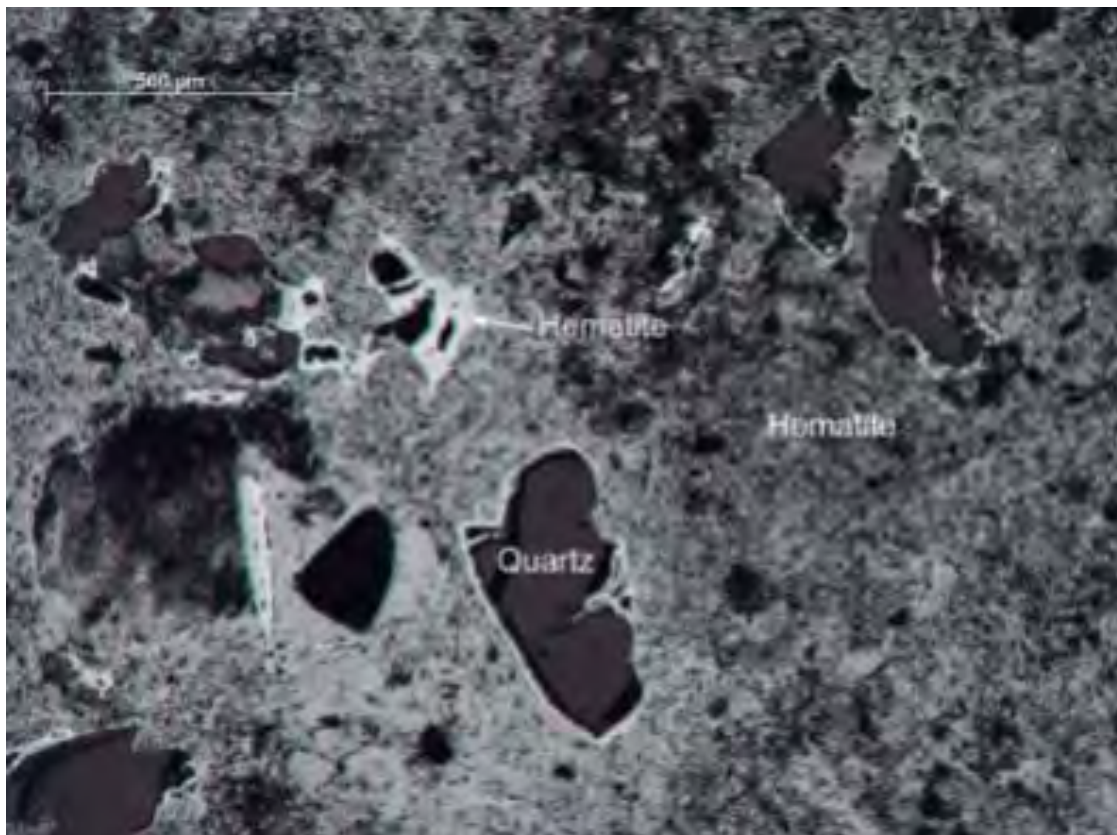
### **TECHNICAL APPENDIX D – TCHIBANGA PETROLOGICAL IMAGES**

**Selected grab samples with descriptions from the report titled “Petrographic Examination of Thirteen Samples for DGR Global Limited” by Dr Chris Blake, (2013). Minor modifications to some descriptions have been made by SRK.**

**Sample DR8320** (60.2% Fe) consists of a vuggy, fine grained kaolinite group clay and illite/muscovite-rich rock that has been extensively replaced by massive and botryoidal haematite. Coarsely crystalline fragments of relict quartz typically exhibit partial replacement by haematite. Subordinate amounts of Al- and Ti-bearing goethite are present locally. Traces of zircon and altered ilmenite are also observed.



**Sawn slice of DR8320. View width is approximately 60 mm (Blake, 2013)**

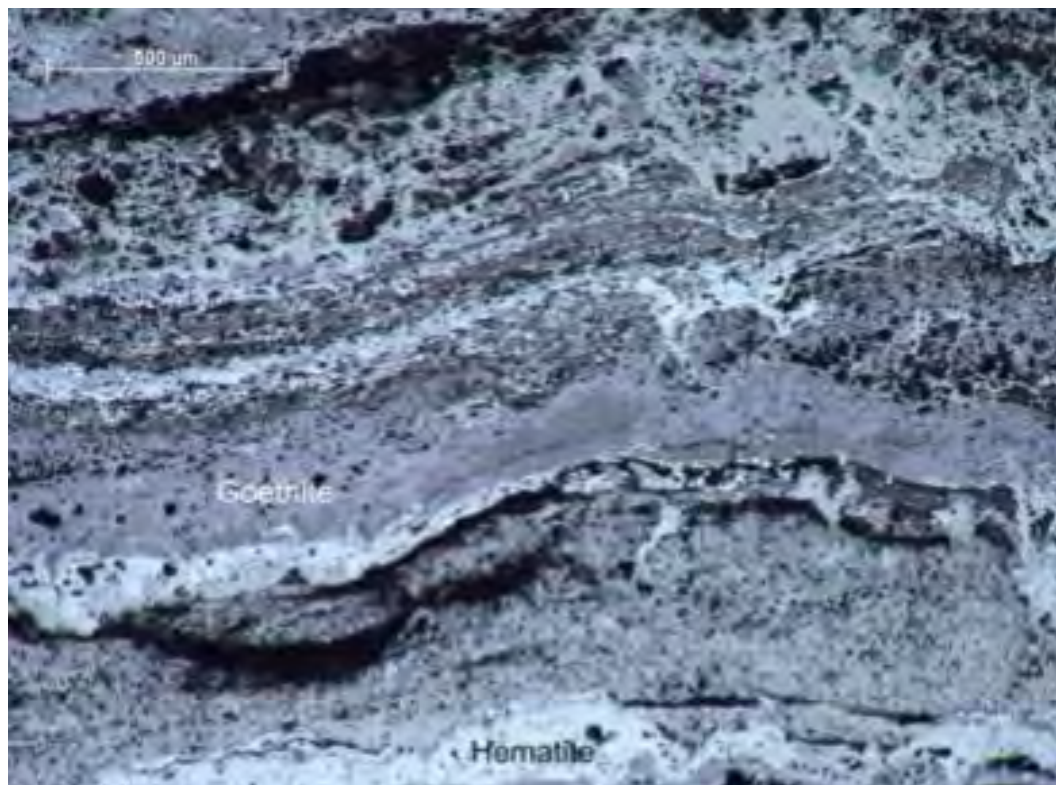


**Reflected light photomicrograph of DR8320. (Blake, 2013)**

**Sample DR8318** (55.6% Fe) consists of alternating millimetre-size layers of goethite and haematite. The prominent layering reflects variations in porosity and the relative proportions of the dominant phases. The haematite and goethite commonly exhibit botryoidal textures, typical of cavity/open space deposition. Angular to sub-angular clasts of goethite are also present. Gibbsite is a common accessory, occurring as a late-stage cavity-filling phase. The goethite typically contains relatively high Al and Si values together with minor amounts of Ti. Xenotime was also observed in trace amounts



**Sawn slice of DR8318. (Blake, 2013) View width is approximately 50 mm**



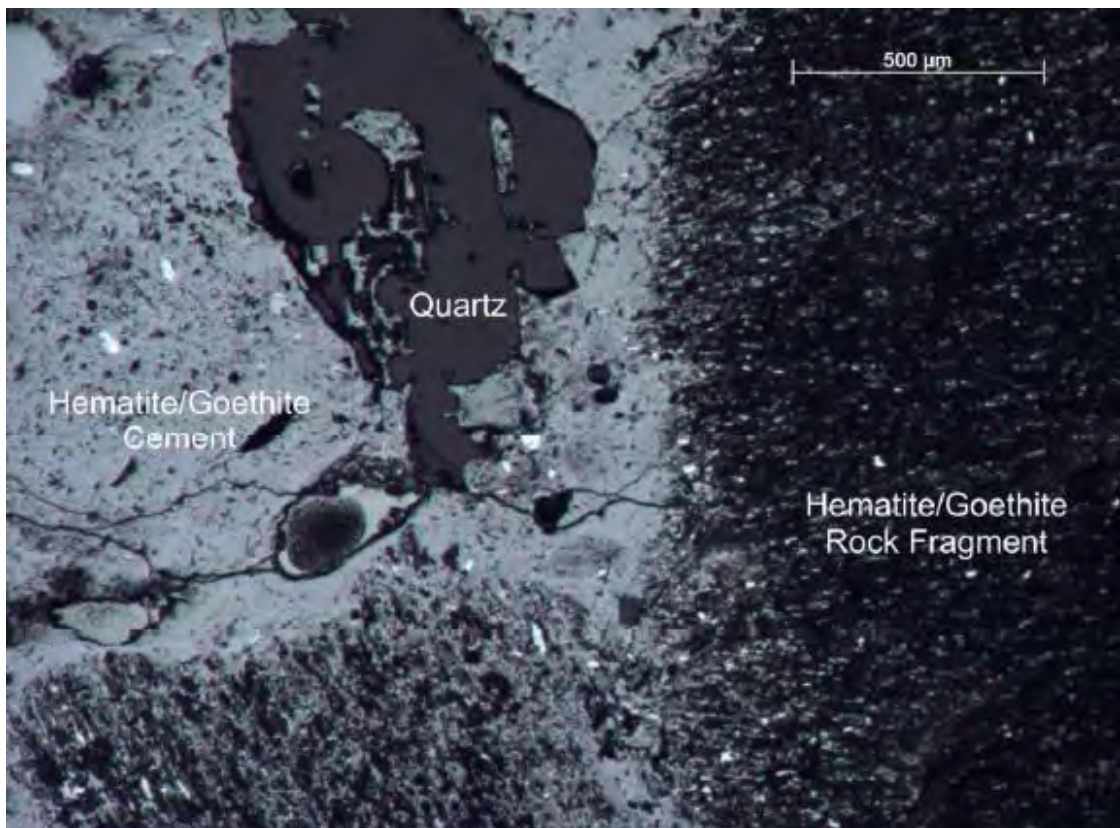
**Reflected light photomicrograph of DR8318. (Blake,2013)**

*500 µm scale bar shown in top left corner of image.*

**Sample DR8316** (50.5% Fe) consists of delicately layered centimetre-size haematite- and goethite-rich ferruginised rock fragments in a Fe-oxyhydroxide matrix. Lath-like haematite grains within the rock fragments probably represent former ilmenite grains. Relict fine-grained clays and micas are also evident within the ferruginised rock fragments. The original host rock was probably a phyllosilicate-rich rock such as a schist or phyllite. Gibbsite and relict quartz are common accessory phases. Trace amounts of tourmaline are also observed.



**Sawn slice of DR8316. (Blake, 2013) View width is approximately 55 mm (Blake, 2013)**



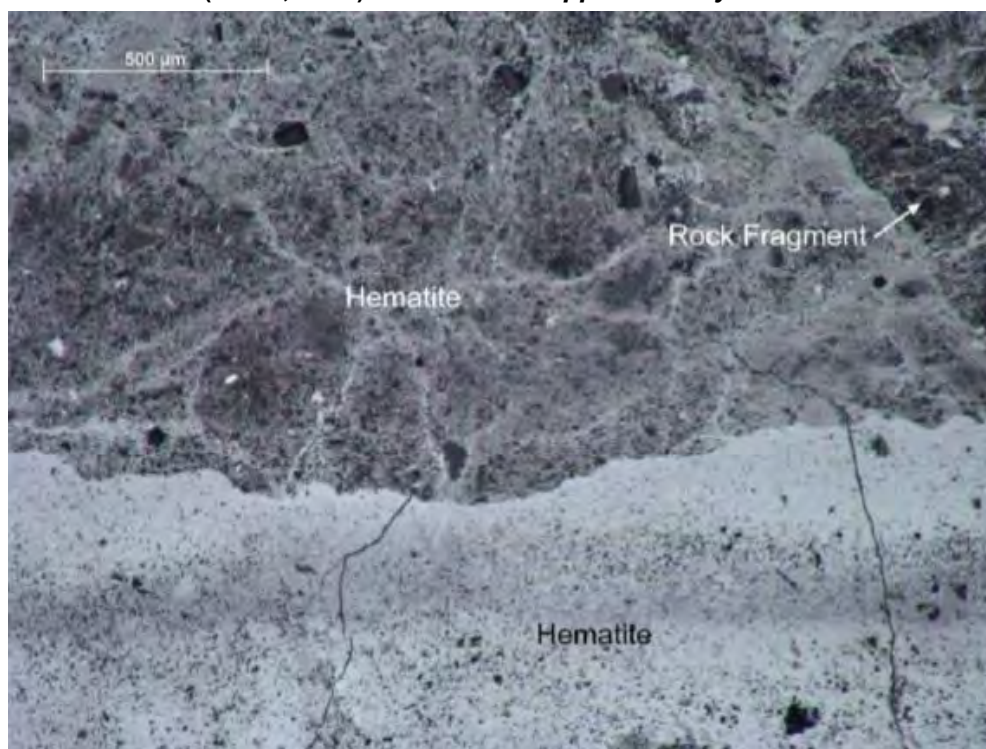
**Reflected light photomicrograph of DR8316. (Blake, 2013)**

*500 μm scale bar shown in top right corner of image.*

**Sample DR8327** (47.2% Fe) consists predominantly of alternating goethite- and haematite-rich layers. The layering largely reflects variations in porosity and the relative proportions of the dominant phases. Some of the layers exhibit a detrital texture and contain extensively ferruginised rock fragments and clasts in a haematite- and goethite-rich matrix. Botryoidal textures are also observed in the haematite and goethite. Flake-like grains of kaolinite and/or illite clays are disseminated throughout the ferruginous matrix and typically exhibit partial replacement by the haematite/goethite. Gibbsite occurs as a late-stage cavity-filling phase. The haematite/goethite matrix often contains moderate amounts of Si, Al and Ti. Zircon, xenotime and tourmaline were also observed.



**Sawn slice of DR8327. (Blake, 2013) View width is approximately 60 mm.**



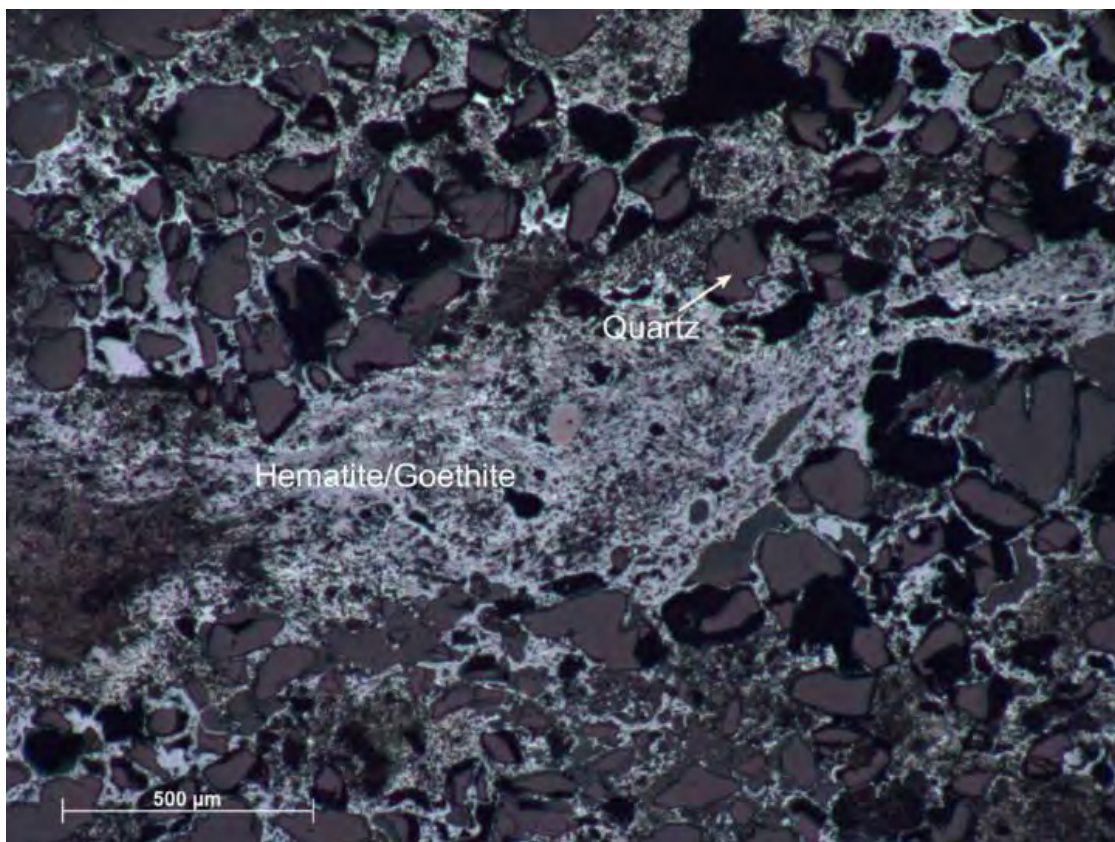
**Reflected light photomicrograph of DR8327. (Blake, 2013)**

*500 μm scale bar shown in top right corner of image.*

**Sample DR8330** (41.4% Fe / 24.5% SiO<sub>2</sub>) represent a sandstone that has been subjected to partial dissolution and extensive ferruginisation and replacement by goethite and haematite. The quartz grains are monocrystalline in nature and exhibit highly irregular grain boundaries. The quartz grains are typically overgrown by botryoidal goethite and the interstitial areas partially filled by fine-grained haematite, kaolinite and sericite. Minor amounts of relict zircon and TiO<sub>2</sub> are also observed.



**Sawn slice of DR8330. (Blake, 2013) View width is approximately 60 mm.**



**Reflected light photomicrograph of DR8330. (Blake, 2013)**  
 500  $\mu$ m scale bar shown in bottom left corner of image.

## **APPENDIX E**

### **TECHNICAL APPENDIX E – TABLE 1**

## Section 1 Sampling Techniques and Data

Criteria	JORC Code explanation	Commentary
<b>Sampling techniques</b>	<ul style="list-style-type: none"> <li>• <i>Nature and quality of sampling (eg cut channels, random chips, or specific specialised industry standard measurement tools appropriate to the minerals under investigation, such as down hole gamma sondes, or handheld XRF instruments, etc). These examples should not be taken as limiting the broad meaning of sampling.</i></li> <li>• <i>Include reference to measures taken to ensure sample representivity and the appropriate calibration of any measurement tools or systems used.</i></li> <li>• <i>Aspects of the determination of mineralisation that are Material to the Public Report.</i></li> <li>• <i>In cases where 'industry standard' work has been done this would be relatively simple (eg 'reverse circulation drilling was used to obtain 1 m samples from which 3 kg was pulverised to produce a 30 g charge for fire assay'). In other cases more explanation may be required, such as where there is coarse gold that has inherent sampling problems. Unusual commodities or mineralisation types (eg submarine nodules) may warrant disclosure of detailed information.</i></li> </ul>	<ul style="list-style-type: none"> <li>• To date 120 surface grab samples have been collected by IronRidge from the <b>Tchibanga Project</b>. These have been collected from outcrop, subcrop and float lithologies and show varying type and grade of iron mineralisation.</li> <li>• Mineralisation has been identified in these hand specimens based on visual appearance as well as through petrographic analysis of 13 samples representative of the range of mineralization types/grades.</li> <li>• XRF analysis of crushed and pulverized samples at SGS laboratory in Johannesburg, South Africa, has provided grade data for these samples.</li> <li>• Nine grab samples were collected by IronRidge from the <b>Belinga Sud Project</b>. These were described as hand specimens and subject to the same XRF assay as the Tchibanga samples.</li> <li>• <b>Other Assets</b> – Rock chip and stream sediment sampling and reverse circulation and auger drilling have been carried out on the Cadarga One and Two Assets in Australia. Soil and stream sediment sampling was completed over the Quaggy Creek licence. SRK has neither visited these non-core assets, nor reviewed any sampling procedures and results.</li> </ul>
<b>Drilling techniques</b>	<ul style="list-style-type: none"> <li>• <i>Drill type (eg core, reverse circulation, open-hole hammer, rotary air blast, auger, Bangka, sonic, etc) and details (eg core diameter, triple or standard tube, depth of diamond tails, face-sampling bit or other type, whether core is oriented and if so, by what method, etc).</i></li> </ul>	<ul style="list-style-type: none"> <li>• No drilling has been completed by IronRidge at either the <b>Tchibanga or Bellinga Sud Projects</b>. No known historical drilling has been completed at either Project.</li> <li>• <b>Other Assets</b> – 1,084m of RC drilling was completed on the Cadarga 2 licence across 31 holes to an average depth of 35m. A drill programme of 630m across 15 holes with an average depth of 42m was carried out on the adjoining Cadarga 1 licence. A further shallow auger drilling programme was completed in 2013. SRK has been provided with no further details regarding the drilling techniques used to investigate these non-core Assets.</li> </ul>



Criteria	JORC Code explanation	Commentary
<b>Drill sample recovery</b>	<ul style="list-style-type: none"> <li>Method of recording and assessing core and chip sample recoveries and results assessed.</li> <li>Measures taken to maximise sample recovery and ensure representative nature of the samples.</li> <li>Whether a relationship exists between sample recovery and grade and whether sample bias may have occurred due to preferential loss/gain of fine/coarse material.</li> </ul>	<ul style="list-style-type: none"> <li>Not applicable at this time to the <b>Tchibanga</b> or <b>Belinga Sud</b> Assets.</li> <li>Details of the drill sample recovery for any drilling programmes completed on the non-core <b>Australian Assets</b> have not been reviewed within this report. Due to the minor status of these projects in terms of strategy and proposed expenditure, SRK do not consider this a material omission.</li> </ul>
<b>Logging</b>	<ul style="list-style-type: none"> <li>Whether core and chip samples have been geologically and geotechnically logged to a level of detail to support appropriate Mineral Resource estimation, mining studies and metallurgical studies.</li> <li>Whether logging is qualitative or quantitative in nature. Core (or costean, channel, etc) photography.</li> <li>The total length and percentage of the relevant intersections logged.</li> </ul>	<ul style="list-style-type: none"> <li>Not applicable at this time to the <b>Tchibanga</b> or <b>Belinga Sud</b> Assets.</li> <li>Details of the logging practices employed for any drilling programmes completed on the non-core <b>Australian Assets</b> have not been reviewed within this report.</li> </ul>
<b>Sub-sampling techniques and sample preparation</b>	<ul style="list-style-type: none"> <li>If core, whether cut or sawn and whether quarter, half or all core taken.</li> <li>If non-core, whether riffled, tube sampled, rotary split, etc and whether sampled wet or dry.</li> <li>For all sample types, the nature, quality and appropriateness of the sample preparation technique.</li> <li>Quality control procedures adopted for all sub-sampling stages to maximise representivity of samples.</li> <li>Measures taken to ensure that the sampling is representative of the <i>in situ</i> material collected, including for instance results for field duplicate/second-half sampling.</li> <li>Whether sample sizes are appropriate to the grain size of the material being sampled.</li> </ul>	<ul style="list-style-type: none"> <li>No sub-sampling of the grab samples collected from either the <b>Tchibanga</b> or <b>Belinga Sud</b> Projects has taken place.</li> <li>SRK ES is satisfied that the sampling and sample preparation completed by IronRidge to date is sufficient for the purpose of providing lithological identification and indicative grades of surface iron mineralisation.</li> <li>Details of the sample preparation methods used for any drilling programmes completed on the non-core <b>Australian Assets</b> have not been reviewed within this report. Due to the minor status of these projects in terms of strategy and proposed expenditure, SRK do not consider this a material omission.</li> </ul>

Criteria	JORC Code explanation	Commentary
<b>Quality of assay data and laboratory tests</b>	<ul style="list-style-type: none"> <li><i>The nature, quality and appropriateness of the assaying and laboratory procedures used and whether the technique is considered partial or total.</i></li> <li><i>For geophysical tools, spectrometers, handheld XRF instruments, etc, the parameters used in determining the analysis including instrument make and model, reading times, calibrations factors applied and their derivation, etc.</i></li> <li><i>Nature of quality control procedures adopted (eg standards, blanks, duplicates, external laboratory checks) and whether acceptable levels of accuracy (ie lack of bias) and precision have been established.</i></li> </ul>	<ul style="list-style-type: none"> <li>All samples from the <b>Tchibanga</b> and <b>Belinga Sud</b> Projects were analysed by SGS South Africa (Pty) Ltd in its Johannesburg laboratory using an XRF whole rock oxide scheme (method code XRF76). This method is considered a total analysis technique. SRK accepts this as the most appropriate method for determination of iron grade in the samples.</li> <li>The analysis method and laboratory are both compliant with the ISO/IEC 17025 international standard for quality assurance and quality control practices.</li> <li>No quality control samples were submitted for analysis by IronRidge with the grab samples. Given the limited number of grab samples analysed, SRK is satisfied that the laboratory's internal QC procedures provide evidence of an acceptable levels of accuracy in the analyses.</li> <li>Details of the sample analysis methods or laboratories used for any sampling programmes completed on the non-core <b>Australian Assets</b> have not be reviewed within this report. SRK has not reviewed any assay results for these Assets. Due to the minor status of these projects in terms of strategy and proposed expenditure, SRK do not consider this a material omission.</li> </ul>
<b>Verification of sampling and assaying</b>	<ul style="list-style-type: none"> <li><i>The verification of significant intersections by either independent or alternative company personnel.</i></li> <li><i>The use of twinned holes.</i></li> <li><i>Documentation of primary data, data entry procedures, data verification, data storage (physical and electronic) protocols.</i></li> <li><i>Discuss any adjustment to assay data.</i></li> </ul>	<ul style="list-style-type: none"> <li>The certificates of analysis produced by SGS for the <b>Tchibanga</b> and <b>Belinga Sud</b> samples have been cross referenced with the sample database provided by IronRidge. SRK verified 10% of the database, finding no errors, and is satisfied with the validity of the assay data presented.</li> <li>SRK has not conducted any verification of the results from the sampling conducted over the non-core <b>Australian Assets</b>. SRK is not aware if any other independent person has verified the sampling data and integrity of data management.</li> </ul>
<b>Location of data points</b>	<ul style="list-style-type: none"> <li><i>Accuracy and quality of surveys used to locate drill holes (collar and down-hole surveys), trenches, mine workings and other locations used in Mineral</i></li> </ul>	<ul style="list-style-type: none"> <li>To date, no topographic surveys has been completed at <b>Tchibanga</b> or <b>Belinga Sud</b> and grab sample locations have been</li> </ul>

Criteria	JORC Code explanation	Commentary
	<p><i>Resource estimation.</i></p> <ul style="list-style-type: none"> <li><i>Specification of the grid system used.</i></li> <li><i>Quality and adequacy of topographic control.</i></li> </ul>	<p>recorded using handheld GPS devices. SRK is satisfied with the level of accuracy that these devices provide for the location of sample results of this type.</p> <ul style="list-style-type: none"> <li>All sample locations are recorded in UTM WGS84 projection and datum, either in decimal degrees or metres.</li> <li>Positioning systems and procedures used to locate data in any of the non-core <b>Australian Assets</b> have not been reviewed within this report. Due to the minor status of these projects in terms of strategy and proposed expenditure, SRK do not consider this a material omission.</li> </ul>
<b>Data spacing and distribution</b>	<ul style="list-style-type: none"> <li><i>Data spacing for reporting of Exploration Results.</i></li> <li><i>Whether the data spacing and distribution is sufficient to establish the degree of geological and grade continuity appropriate for the Mineral Resource and Ore Reserve estimation procedure(s) and classifications applied.</i></li> <li><i>Whether sample compositing has been applied.</i></li> </ul>	<ul style="list-style-type: none"> <li>The distribution of grab samples has so far been sporadic and focused principally on the areas within the licences where iron mineralization has been historically recorded. The distribution and continuity of mineralisation cannot be determined at present given the limited number of samples collected.</li> </ul>
<b>Orientation of data in relation to geological structure</b>	<ul style="list-style-type: none"> <li><i>Whether the orientation of sampling achieves unbiased sampling of possible structures and the extent to which this is known, considering the deposit type.</i></li> <li><i>If the relationship between the drilling orientation and the orientation of key mineralised structures is considered to have introduced a sampling bias, this should be assessed and reported if material.</i></li> </ul>	<ul style="list-style-type: none"> <li>The quantity and distribution of sampling at the <b>Tchibanga</b> and <b>Belinga Sud</b> Projects to date does not allow the interpretation of any structural relationships.</li> <li>Only limited interpretation of regional scale structures has so far been completed using airborne magnetic and gravity data. The relationship between structures and mineralisation has not yet been determined.</li> <li>Data relating to sampling-structural relationships that may be present in any of the non-core <b>Australian Assets</b> have not been reviewed within this report. Due to the minor status of these projects in terms of strategy and proposed expenditure, SRK do not consider this a material omission.</li> </ul>

Criteria	JORC Code explanation	Commentary
<b>Sample security</b>	<ul style="list-style-type: none"> <li>The measures taken to ensure sample security.</li> </ul>	<ul style="list-style-type: none"> <li>Sample security has been ensured through the numbering, labeling and bagging of grab samples in the field and couriering to the assay laboratory either by IronRidge or DHL.</li> <li>Information relating to procedures to ensure sample security in any of the non-core <b>Australian Assets</b> has not been reviewed within this report. Due to the minor status of these projects in terms of strategy and proposed expenditure, SRK do not consider this a material omission.</li> <li>There have been no audits or reviews of the sampling techniques or results at the <b>Tchibanga</b> and <b>Belinga Sud</b> Projects.</li> <li>SRK is not aware if any audits or reviews of the sampling techniques or results have been completed on the non-core <b>Australian Assets'</b> exploration programmes.</li> </ul>
<b>Audits or reviews</b>	<ul style="list-style-type: none"> <li>The results of any audits or reviews of sampling techniques and data.</li> </ul>	

## Section 2: Reporting of Exploration Results

Criteria	JORC Code explanation	Commentary
<b>Mineral tenement and land tenure status</b>	<ul style="list-style-type: none"> <li>Type, reference name/number, location and ownership including agreements or material issues with third parties such as joint ventures, partnerships, overriding royalties, native title interests, historical sites, wilderness or national park and environmental settings.</li> <li>The security of the tenure held at the time of reporting along with any known impediments to obtaining a licence to operate in the area.</li> </ul>	<ul style="list-style-type: none"> <li>IronRidge Gabon SA was granted Exploration Licence (PR) no. G5-525 (the <b>Tchibanga Project</b>) on 28 June 2013 for the exploration for iron over an area of 1,977 km<sup>2</sup> in southwest Gabon. The licence is valid for three years.</li> <li>IronRidge Gabon SA was granted Exploration Licence (PR) no. G5-553 (the <b>Tchibanga Nord Project</b>) on 5 December 2013 for the exploration for iron over an area of 1,399 km<sup>2</sup> in southwest Gabon. The licence is valid for three years.</li> <li>IronRidge Gabon SA was granted Exploration Licence (PR) no. G6-526 (the <b>Belinga Sud Project</b>) on 28 June 2013 for the exploration for iron and gold over an area of 1,976 km<sup>2</sup> in northeast Gabon. The licence is valid for three years.</li> </ul>

Criteria	JORC Code explanation	Commentary
<p><b>Exploration done by other parties</b></p>	<ul style="list-style-type: none"> <li>• <i>Acknowledgment and appraisal of exploration by other parties.</i></li> </ul>	<ul style="list-style-type: none"> <li>• The Assets of IronRidge located in Australia were not visited or reviewed in detail by SRK and are considered as minor Assets in IronRidge’s portfolio and constitute only a very minor expenditure in their planned future exploration programme.</li> </ul>
<p><b>Geology</b></p>	<ul style="list-style-type: none"> <li>• <i>Deposit type, geological setting and style of mineralisation.</i></li> </ul>	<ul style="list-style-type: none"> <li>• There have been no previous exploration licences covering the <b>Tchibanga</b> or <b>Belinga Sud</b> exploration licences. Only regional scale geological mapping by State-funded organisations has been completed.</li> <li>• Airborne gravity and magnetic data was acquired by Fugro Airborne Surveys Pty Ltd. over part of the Tchibanga PR and much of the area under the Tchibanga Nord PR application. This data has been purchased by IronRidge from BHP Billiton who funded the survey. IronRidge has utilized this data to assist in correlation of lithologies and historical mineral occurrences with geophysical anomalies/signatures.</li> <li>• SRK has not investigated the prior ownership of exploration licences in the vicinity of the non-core <b>Australian Assets</b>, due to their minor status in IronRidge’s Asset portfolio.</li> <li>• The <b>Tchibanga Project</b> contains iron mineralisation hypothesized to be related to a cold climate Neoproterozoic iron formation. The Project encompasses the Mayombe Hills, a sequence of metamorphosed Neoproterozoic schists, phyllites and quartzites that are locally ferruginous that have been thrust over the underlying undifferentiated Archaean basement. SRK has observed what appears to be a natural transition from quartz rich schist to a fine grained and soft, banded ferruginous phyllite. Secondary enrichment (haematite alteration) of ferruginous sequences has occurred at surface due to meteoric weathering. IronRidge is primarily targeting a supergene enrichment zone that may extend to depth, particularly in the areas of brittle deformation which permitted greater penetration of meteoric fluids.</li> <li>• The <b>Belinga Sud Project</b> is thought to be a typical Archaean greenstone belt banded iron formation (BIF) and is a possible southern extension of the Belinga iron ore deposit owned by the Government of Gabon,</li> </ul>

Criteria	JORC Code explanation	Commentary
		<p>some 20-40km north of IronRidge's exploration licence. During the site visit to the Massaha target in the north-central part of the licence SRK witnessed classic weakly banded geothitic and haematitic itabirites with varying degrees of weathering and silica content. The southern Indombo target that was not visited by SRK has extensive outcrop and float material composed of friable, enriched haematitic BIF.</p>
		<ul style="list-style-type: none"> <li>Thick regolith across both projects has prohibited extensive mapping, sampling and interpretation of geology and structure, given the early stage of the project. This will be a key focus of IronRidge moving forwards.</li> </ul>
		<ul style="list-style-type: none"> <li>The Cadarga One and Cadarga Two non-core <b>Assets in Australia</b> contain titanium-bearing laterites that have developed on volcanic ash/tuff pyroclastic breccias of Tertiary age. This is a new geological unit that has not previously been recognized in the area and is different to the iron laterites of Jurassic age previously identified. Exploraiton at the Quaggy Creek and Glencoe Projects is targeting mafic intrusions.</li> </ul>
		<ul style="list-style-type: none"> <li>SRK has been provided with no further information regarding the geological setting, observed geology and structure, or mineralization observed across these Australian Assets.</li> </ul>
		<ul style="list-style-type: none"> <li>No drilling has been completed by IronRidge at either the <b>Tchibanga</b> or <b>Belinga Sud</b> Projects. No known historical drilling has been completed at either Project.</li> </ul>
		<ul style="list-style-type: none"> <li>Specific details of drilling across the non-core <b>Australian Assets</b> have not been provided to SRK.</li> </ul>
	<ul style="list-style-type: none"> <li><i>A summary of all information material to the understanding of the exploration results including a tabulation of the following information for all Material drill holes:</i> <ul style="list-style-type: none"> <li><i>easting and northing of the drill hole collar</i></li> <li><i>elevation or RL (Reduced Level – elevation above sea level in metres) of the drill hole collar</i></li> <li><i>dip and azimuth of the hole</i></li> <li><i>down hole length and interception depth</i></li> <li><i>hole length.</i></li> </ul> </li> <li><i>If the exclusion of this information is justified on the basis that the</i></li> </ul>	
<b>Drill hole Information</b>		

Criteria	JORC Code explanation	Commentary
	<p><i>information is not Material and this exclusion does not detract from the understanding of the report, the Competent Person should clearly explain why this is the case.</i></p>	
<b>Data aggregation methods</b>	<ul style="list-style-type: none"> <li>• <i>In reporting Exploration Results, weighting averaging techniques, maximum and/or minimum grade truncations (eg cutting of high grades) and cut-off grades are usually Material and should be stated.</i></li> <li>• <i>Where aggregate intercepts incorporate short lengths of high grade results and longer lengths of low grade results, the procedure used for such aggregation should be stated and some typical examples of such aggregations should be shown in detail.</i></li> <li>• <i>The assumptions used for any reporting of metal equivalent values should be clearly stated.</i></li> </ul>	<ul style="list-style-type: none"> <li>• All grab sample results are reported as individual samples and no compositing or averaging has taken place.</li> <li>• The results obtained for the <b>Tchibanga Project</b> to date show that the target ironstone has a mineralised Fe grade in excess of 30%, with samples being as high as 60.6% Fe. IronRidge is targeting high grade Direct Shipping Ore mineralisation, which SRK has termed, based on prior experience, to contain &gt;57% Fe and &lt;10% combined SiO<sub>2</sub> and Al<sub>2</sub>O<sub>3</sub>. Based on the grab sampling results with &gt;30% Fe, SRK has estimated that a cut-off grade of 54% Fe would be required to achieve an average grade of 57% Fe and 9.9% combined SiO<sub>2</sub> and Al<sub>2</sub>O<sub>3</sub>.</li> <li>• No data aggregation has been necessary at <b>Belinga Sud</b>.</li> <li>• SRK has not been informed of how data and results have been treated for any of the non-core <b>Australian Assets</b>.</li> </ul>
<b>Relationship between mineralisation widths and intercept lengths</b>	<ul style="list-style-type: none"> <li>• <i>These relationships are particularly important in the reporting of Exploration Results.</i></li> <li>• <i>If the geometry of the mineralisation with respect to the drill hole angle is known, its nature should be reported.</i></li> <li>• <i>If it is not known and only the down hole lengths are reported, there should be a clear statement to this effect (eg 'down hole length, true width not known').</i></li> </ul>	<ul style="list-style-type: none"> <li>• As the sampling to date at <b>Tchibanga</b> and <b>Belinga Sud</b> has incorporated only grab samples from discrete locations, no apparent or true widths of mineralisation have been established.</li> <li>• Data relating to any mineralisation intercepted by the drilling of the non-core <b>Australian Assets</b> have not been reviewed within this report., so cannot comment on this relationship. Due to the minor status of these projects in terms of strategy and proposed expenditure, SRK do not consider this a material omission.</li> </ul>
<b>Diagrams</b>	<ul style="list-style-type: none"> <li>• <i>Appropriate maps and sections (with scales) and tabulations of intercepts should be included for any significant discovery being reported These should include, but not be limited to a plan view of drill hole collar locations and appropriate sectional views.</i></li> </ul>	<ul style="list-style-type: none"> <li>• Diagrams explaining the extent of IronRidge's exploration to date are located in the main body of the report</li> </ul>
<b>Balanced reporting</b>	<ul style="list-style-type: none"> <li>• <i>Where comprehensive reporting of all Exploration Results is not practicable, representative reporting of both low and high grades</i></li> </ul>	<ul style="list-style-type: none"> <li>• All grab assay results so far available across the <b>Tchibanga</b> and <b>Belinga Sud</b> Projects have been present in this report.</li> </ul>

Criteria	JORC Code explanation	Commentary
	<p><i>and/or widths should be practiced to avoid misleading reporting of Exploration Results.</i></p>	<ul style="list-style-type: none"> <li>Data for the non-core <b>Australian Assets</b> have not been reviewed within this report. SRK is therefore unable to comment on these Exploration Results.</li> </ul>
<p><b>Other substantive exploration data</b></p>	<ul style="list-style-type: none"> <li><i>Other exploration data, if meaningful and material, should be reported including (but not limited to): geological observations; geophysical survey results; geochemical survey results; bulk samples – size and method of treatment; metallurgical test results; bulk density, groundwater, geotechnical and rock characteristics; potential deleterious or contaminating substances.</i></li> </ul>	<ul style="list-style-type: none"> <li>All currently available exploration data across the <b>Tchibanga</b> and <b>Belinga Sud</b> projects have been discussed in the main body of the Technical Report.</li> <li>All information pertaining to the non-core <b>Australian Assets</b> that was provided to SRK has been discussed in the main body of the Technical Report. SRK acknowledges that further data that may exist relating to these properties is not material to this Technical Report.</li> </ul>
<p><b>Further work</b></p>	<ul style="list-style-type: none"> <li><i>The nature and scale of planned further work (e.g. tests for lateral extensions or depth extensions or large-scale step-out drilling).</i></li> <li><i>Diagrams clearly highlighting the areas of possible extensions, including the main geological interpretations and future drilling areas, provided this information is not commercially sensitive.</i></li> </ul>	<p>The exploration programmes for both <b>Tchibanga</b> and <b>Belinga Sud</b> in 2015/2016 plan to involve the following:</p> <ul style="list-style-type: none"> <li>Extensive geological mapping;</li> <li>Acquisition of new geophysical data;</li> <li>Scout drilling collar site selection;</li> <li>Orientated core drilling (Tchibanga: 1,200m in 2015 and provisionally 2,000m in 2016. Belinga Sud: 600m scout drilling in 2015 and provisionally 850m in 2016);</li> <li>Preliminary metallurgical testwork of the sub-DSO grade Tchibanga material;</li> <li>Mineral Resource Estimate for the Tchibanga Project.</li> </ul> <p>The non-core <b>Australian Assets</b> are to be further investigated by;</p> <ul style="list-style-type: none"> <li>A small rotary air blast (RAB) drilling programme and associated analyses;</li> <li>Metallurgical testwork;</li> <li>Geophysical surveys.</li> </ul>



## PART IV

### TAXATION

**The information below, which relates only to Australia and United Kingdom taxation, is applicable to the Company and to persons who are resident in those jurisdictions (except where indicated) and who hold Ordinary Shares as investments. It is based on existing law and practice and is subject to subsequent changes therein. If you are in any doubt as to your tax position, or require more detailed information than the general outline below, you should consult your own professional adviser without delay.**

#### 1. United Kingdom

##### 1.1 *The Company*

The Company and its subsidiary companies intend to conduct their affairs so that they are managed and controlled in their jurisdiction of incorporation and, accordingly, for United Kingdom corporation tax purposes, should not be regarded by HM Revenue & Customs (“**HMRC**”) as resident within the United Kingdom. Similarly, it is not intended that the Company or any of its subsidiary companies will carry on a trade through a permanent establishment located in the United Kingdom. On that basis and on the assumption that it has no United Kingdom source income, the Company and its subsidiary companies will have no liability in respect of United Kingdom corporation tax on its income or capital gains.

No withholding tax will be deducted from dividends paid by the Company.

##### 1.2 *Investors*

Shareholders who are resident in the United Kingdom may be liable to United Kingdom income tax or corporation tax in respect of dividend income received from the Company and to United Kingdom capital gains tax or corporation tax on chargeable gains in respect of capital gains realised on a disposal of Ordinary Shares.

In principle, UK resident but non-domiciled individual investors who retain the remittance basis of taxation should not be liable to UK income or capital gains tax upon dividend income or capital gains from the Company as HMRC should accept that the Ordinary Shares are Australian assets, unless the income or gains are remitted to the UK. It is essential that any such investors obtain specific taxation advice to confirm their own taxation position.

###### (a) *Taxation of dividends*

A distribution by the Company with respect to the Ordinary Shares, in the form of a dividend, may give rise to income taxable in the United Kingdom; this may give rise to income tax in the case of UK resident individuals or corporation tax in the case of UK resident companies.

In the case of a dividend, individuals resident for tax purposes in the United Kingdom, who are liable to income tax at the basic rate, will be taxed at the dividend ordinary rate (10 per cent.). A UK resident individual who is a higher rate tax payer will be taxed at the dividend upper rate (32.5 per cent.). UK resident individuals with taxable income in excess of £150,000 will be taxed at a dividend rate of 37.5 per cent. from 6 April 2014.

UK resident individuals with a shareholding of less than 10 per cent. of the ordinary share capital of the Company may be entitled to a tax credit of an amount equivalent to that available in respect of dividends from UK companies. Where applicable, the effect of the tax credit would be to reduce the effective rate of income tax payable, in respect of such dividends, down from 32.5 per cent. of the dividend received to 25 per cent. For those earning over £150,000, the effective rate applicable is approximately 30.56 per cent. compared to the nominal rate of 37.5 per cent.

United Kingdom resident companies will, in principle, be subject to corporation tax (current normal rate 21 per cent.) on any dividends paid by the Company. The application of Part 9A of the Corporation Tax Act 2009, can exempt dividends from corporation tax under certain circumstances.

(b) *Taxation of capital gains*

Any gain realised by a United Kingdom resident holder of Ordinary Shares on a sale or other disposal (including from liquidation or dissolution of the Company) of their Ordinary Shares may, depending on their circumstances and subject as mentioned below, be subject to United Kingdom capital gains tax (in the case of individuals) or corporation tax on chargeable gains (in the case of companies).

The base cost of the Ordinary Shares will be determined by allocating the £0.50 per share Issue Price on the basis of the market value of the Ordinary Shares on issue. HMRC generally accept the initial listed prices of the Ordinary Shares as an appropriate basis for this allocation.

For UK resident individuals capital gains tax at the rate of 18 per cent. (for basic rate taxpayers) or 28 per cent. (for higher or additional rate taxpayers) applies to any chargeable gains realised. Individuals may benefit from certain reliefs and allowances (including a personal annual exemption of £11,000 for the current 2014/15 tax year) depending on their circumstances.

A UK resident company may benefit from indexation allowance which, in general terms, increases the capital gains tax base cost of an asset in accordance with the rise in the UK retail prices index and the resulting chargeable gain will be subject to UK corporation tax (current main rate 21 per cent.).

It is anticipated that Shareholders will realise their shareholdings in the Company by means of a sale on the AIM Market and it is not intended that there will be any other arrangements whereby a Shareholder can realise all or part of their investment by reference to the net asset value of the underlying assets. Accordingly, the Company should not be an Offshore Fund as defined in Section 355 Taxation (International and Other Provisions) Act 2010 and any such gain should be subject to tax under the normal capital gains principles set out above.

(c) *Stamp Duty and Stamp Duty Reserve Tax (“SDRT”)*

No United Kingdom stamp duty or SDRT will arise on the issue of Ordinary Shares. Generally, no United Kingdom stamp duty or SDRT is payable on a transfer of, or agreement to transfer, Depositary Interests within CREST or Ordinary Shares executed outside of the United Kingdom provided certain conditions are satisfied.

(d) *Transfer of Assets Abroad*

Individual investors ordinarily resident in the UK for tax purposes should note that Chapter II of Part 13 of the Income Tax Act 2007 may render them liable to income tax, in respect of undistributed income or profits of the Company. These provisions are aimed at preventing the avoidance of income tax by individuals through a transaction resulting in the transfer of assets or income to persons (including companies) resident, or domiciled abroad where the transferor has, or is deemed to have, power to enjoy the income of the transferee. However, these provisions will not apply if either:

- (i) it would not be reasonable to draw the conclusion, from all the circumstances of the case, that the purpose of avoiding liability to United Kingdom taxation was not the purpose or one of the purposes of his investment in the Company; or
- (ii) the investment was a genuine commercial transaction and it would not be reasonable to draw the conclusion, from all the circumstances of the case, that the transaction was more than incidentally designed for the purpose of avoiding United Kingdom taxation.

(e) *Controlled Foreign Companies Legislation*

The attention of companies resident in the United Kingdom is drawn to the fact that the “controlled foreign companies” provisions currently contained in part 9A of the Taxation (International and other Provisions) Act 2010 could be material to any company so resident that has an interest in the Company such that 25 per cent. or more of the Company’s profits for an accounting period could be apportioned to them, if at the same time the Company is controlled by companies or other persons who are resident in the United Kingdom for taxation purposes. The effect of such provisions could under certain circumstances be to render such companies liable to United Kingdom corporation tax in respect of their share of the relevant profits of the Company. Companies to which these provisions may be relevant should take their own specific advice on this issue.

(f) *Section 13 Taxation of Chargeable Gains Act 1992 (“TCGA”)*

The attention of investors resident or ordinarily resident in the United Kingdom is drawn to the provisions of Section 13 TCGA under which, in certain circumstances, a portion of capital gains made by the Company can be attributed to an investor who holds, alone or together with associated persons, more than 25 per cent. of the Ordinary Shares. Under certain circumstances, the Shareholder could suffer capital gains tax or corporation tax liabilities on this basis. It should be noted that the definition of ‘associated persons’ for these purposes is widely drawn.

## **2. Australia**

### **2.1 The Company**

The Company and its wholly owned Australian subsidiaries Eastern Exploration Pty Ltd and Quiver Coal Pty Ltd are Australian residents for income tax purposes and are subject to taxation under the Income Tax Assessment Act 1997 (“ITAA 1997”) and Income Tax Assessment Act 1936 (“ITAA 1936”). They are liable to pay income tax at the corporate income tax rate of 30 per cent. on their worldwide income. The Company has not formed an income tax consolidated group for the purposes of the Australian Taxation Office (“ATO”). Accordingly each company in the group is subject to Australian taxation in their own right.

The Company’s wholly owned foreign subsidiaries IronRidge Gabon SA and IronRidge Botswana (Proprietary) Limited are not Australian residents for the purposes of ITAA 1997 and ITAA 1936, and are not subject to Australian income tax. These two subsidiaries are both considered a Controlled Foreign Company (“CFC”) of the Company. Accordingly, any dividends paid by IronRidge Gabon SA or IronRidge Botswana (Proprietary) Limited to the Company will be treated as non-assessable non-exempt income of the Company in accordance with ITAA 1936. Other types of income earned by the Company from Gabon and Botswana would be assessable income in Australia, unless the Company has carried on a business in Gabon or Botswana through a permanent establishment in those countries in its own right and separate to its subsidiaries. If there is passive income, or tainted services or sales income in these two foreign subsidiaries, then the Company may be subject to the income attribution rules of ITAA 1936 and a percentage of the income of IronRidge Gabon SA or IronRidge Botswana (Proprietary) Limited may be assessable to the Company in Australia.

Dividends paid by the Company may be franked or unfranked for Australian income tax purposes. Payment of franked dividends by the Company to non-residents will not be subject to any non-resident withholding taxes. Unfranked dividends paid to non-Australian resident shareholders will be subject to non-resident dividend withholding taxes in accordance with section 128B ITAA 1936. For United Kingdom resident shareholders receiving unfranked dividends from the Company, the withholding tax will be 15 per cent. (or 5 per cent. for United Kingdom company shareholders who hold more than 10 per cent. shares in the Company). For shareholders not resident of Australia or United Kingdom, the withholding rate will be from 15 per cent. to 30 per cent.

If the Company derives any foreign income that is considered Conduit Foreign Income (“CFI”) pursuant to Division 802 ITAA 1997, and distributes profits from that CFI in the form of unfranked dividends, then the amount of unfranked dividends designated as CFI will not be subject to non-resident withholding taxes. CFI primarily includes any amount of foreign income derived by the Company that is non-assessable and non-exempt income under ITAA 1997 and ITAA 1936.

## 2.2 *Investors*

### (a) *Taxation of dividends*

A distribution of profits by the Company in the form of dividends may be franked or unfranked in accordance with ITAA 1936. Franked dividends distributed to Australian income tax residents will be assessable income (grossed up for the franking credits) at the taxpayer’s marginal income tax rate up to a maximum of 46.5 per cent. (or 30 per cent. for a corporate shareholder). The franking credits will offset against the income tax payable on the gross value of the dividends and any excess franking credits are refundable to individual shareholders only.

Unfranked dividends distributed to Australian income tax residents will also be assessable income at the taxpayer’s marginal income tax rate, without the benefit of any franking credits.

### (b) *Taxation of capital gains*

#### (i) Australian Resident

Primarily Australian tax residents will be assessed on gains and losses realised on disposal of shares held in the Company under the Capital Gains Tax provisions of Division 104 ITAA 1997. Any net capital gains will be assessed at the taxpayer’s marginal income tax rate. Any gross capital losses made will be carried forward to be offset against future period capital gains.

If an Australian tax resident becomes a non-resident for income tax purposes, there are a number of additional Australian capital gains tax considerations which need to be addressed.

#### (ii) Foreign Resident

If a non-Australian tax resident holds greater than 10 per cent. shares in the Company (including shares held by associates), and greater than 50 per cent. of the Company’s assets are ‘taxable Australian real property’ (“TARP”), then the non-resident is subject to Australian capital gains tax on disposal of the shares pursuant to Subdivision 855A ITAA 1997. We note the Company primarily holds mining and exploration assets, which are specifically included as a TARP asset under section 855-20 ITAA 1997. Accordingly any net capital gains realised by non-resident shareholders with greater than 10 per cent. shareholding will be assessed at the non-resident rate of 46.5 per cent. for individuals and 30 per cent. for companies. Any gross capital losses made will be carried forward to be offset against future period capital gains.

For non-Australian tax residents with a less than 10 per cent. shareholding in the Company, any capital gain or loss on disposal of the share are disregarded under section 855-10 ITAA 1997.

### (c) *Duties*

Transfer duty will not be imposed in any Australian jurisdictions on the issue of quoted marketable securities, including the Ordinary Shares. However, subject to the proportion of shares acquired, landholder duty or land rich duty may be imposed. Based on the current valuation of the Australian interests in land, it unlikely the entities will amount to a landholder or be considered to be land rich, however once further transaction details are known we recommend this issue is revisited.

**PART V**  
**AUDITED HISTORICAL FINANCIAL**  
**INFORMATION ON IRONRIDGE RESOURCES LIMITED**

**SECTION B: HISTORICAL FINANCIAL INFORMATION ON THE GROUP FOR  
THE YEARS ENDED 30 JUNE 2014, 30 JUNE 2013 AND 30 JUNE 2012**

**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**  
 For the year ended 30 June 2014

	Notes	2014 \$	2013 \$
Revenue	2	2,221	1,811
Administration and consulting expenses		(1,079,918)	(731,752)
Depreciation		(4,384)	(4,377)
Employee benefits expenses		-	(52,524)
Exploration costs written-off		(10,073)	(331,058)
Legal expenses		(25,000)	(17,445)
Interest expense		(11)	(1,018)
Listing costs expensed		(518,453)	-
Share based payments	16	(789,661)	-
<b>(Loss) before income tax</b>	<b>3</b>	<b>(2,425,279)</b>	<b>(1,136,363)</b>
Income tax expense	4	-	-
<b>(Loss) for the year</b>		<b>(2,425,279)</b>	<b>(1,136,363)</b>
Other comprehensive income		-	-
<b>Total comprehensive income for the year attributable to the owners of IronRidge Resources Limited</b>		<b>(2,425,279)</b>	<b>(1,136,363)</b>

Earnings per share		Cents / share	Cents / share
Basic earnings per share	8	(2.0)	(1.2)
Diluted earnings per share	8	(2.0)	(1.2)

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
 As at 30 June 2014

	Notes	2014 \$	2013 \$
<b>Current assets</b>			
Cash and cash equivalents	9	27,600	29,661
Trade and other receivables	10	29,424	24,525
Prepaid IPO costs		386,476	-
<b>Total current assets</b>		<b>443,500</b>	<b>54,186</b>
<b>Non-current assets</b>			
Other financial assets	11	63,103	68,103
Property, plant and equipment	12	11,010	15,394
Exploration and evaluation assets	13	1,590,815	1,021,370
<b>Total non-current assets</b>		<b>1,664,928</b>	<b>1,104,867</b>
<b>Total assets</b>		<b>2,108,428</b>	<b>1,159,053</b>
<b>Current liabilities</b>			
Trade and other payables	14	1,293,831	349,529
Non-Interest-bearing loans	19(e)	9,205	20,136
<b>Total current liabilities</b>		<b>1,303,036</b>	<b>369,665</b>
<b>Total liabilities</b>		<b>1,303,036</b>	<b>369,665</b>
<b>Net assets</b>		<b>805,392</b>	<b>789,388</b>
<b>Equity</b>			
Issued capital	15	6,661,258	4,391,686
Reserves		171,711	-
Accumulated losses	16	(6,027,577)	(3,602,298)
<b>Total equity attributable to owners of IronRidge Resources Limited</b>		<b>805,392</b>	<b>789,388</b>

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.



**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**  
 For the year ended 30 June 2014

	Issued Capital	Accumulated Losses	Share based payments reserve	Total Equity
	\$	\$	\$	\$
<b>Balance at 30 June 2012</b>	<b>3,131,190</b>	<b>(2,465,935)</b>	-	<b>665,255</b>
Loss for the year	-	(1,136,363)	-	(1,136,363)
Other comprehensive income	-	-	-	-
Total comprehensive income for the year	-	(1,136,363)	-	(1,136,363)
Shares issued during the year	1,275,769	-	-	1,275,769
Share issue costs, net of tax	(15,273)	-	-	(15,273)
<b>Balance at 30 June 2013</b>	<b>4,391,686</b>	<b>(3,602,298)</b>	-	<b>789,388</b>
Loss for the year	-	(2,425,279)	-	(2,425,279)
Other comprehensive income	-	-	-	-
Total comprehensive income for the year	-	(2,425,279)	-	(2,425,279)
Shares issued during the year	2,310,586	-	-	2,310,586
Share issue costs, net of tax	(41,014)	-	-	(41,014)
Share based payments	-	-	171,711	171,711
<b>Balance at 30 June 2014</b>	<b>6,661,258</b>	<b>(6,027,577)</b>	<b>171,711</b>	<b>805,392</b>

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

## CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 30 June 2014

	Notes	2014 \$	2013 \$
<b>Cash flows from operating activities</b>			
Receipts from customers (including GST)		114,810	69,435
Payments to suppliers and employees (including GST)		(798,468)	(314,669)
Interest received		2,221	1,811
Interest paid		(11)	(1,018)
<b>Net cash flows from operating activities</b>	<b>18</b>	<b>(681,448)</b>	<b>(244,441)</b>
<b>Cash flows from investing activities</b>			
Payments for security deposits	11	(5,000)	(27,166)
Refund of security deposits		10,000	
Payments for investments in available for sale securities	11	-	-
Purchase of property, plant and equipment	12	-	-
Payments for exploration and evaluation assets		(477,461)	(449,116)
<b>Net cash flows from investing activities</b>		<b>(472,461)</b>	<b>(476,282)</b>
<b>Cash flows from financing activities</b>			
Proceeds from the issue of shares	15	1,375,438	622,750
Transactions costs on the issue of shares		(25,313)	(10,275)
Prepayment of IPO costs		(203,846)	
Proceeds from borrowings		14,115	106,379
Repayment of borrowings	19(e)	(8,546)	(182,600)
<b>Net cash flows from financing activities</b>		<b>1,151,848</b>	<b>536,254</b>
Net increase / (decrease) in cash and cash equivalents		(2,061)	(184,469)
Cash and cash equivalents at the beginning of the year		29,661	214,130
<b>Cash and cash equivalents at the end of the year</b>	<b>9</b>	<b>27,600</b>	<b>29,661</b>

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

## NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2014

### Note 1: Summary of Significant Accounting Policies

#### Corporate Information

The consolidated financial report of IronRidge Resources Limited for the year ended 30 June 2014 was authorised for issue in accordance with a resolution of the directors on 31 October 2014.

IronRidge Resources Limited (the Parent) is a public company limited by shares incorporated and domiciled in Australia. The ultimate parent of IronRidge Resources Limited is DGR Global Limited which owns 46% of the ordinary shares. The Group's registered office is located at Level 27 One One One, 111 Eagle Street, Brisbane, QLD 4000.

The nature of the operations and principal activities of the Group are described in the director's report.

#### Basis of Preparation

This financial report is a general purpose financial report that has been prepared in accordance with Australian Accounting Standards, including Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standards Board and the *Corporations Act 2001*. The Group is considered a for-profit entity for the purpose of Australian Accounting Standards.

The financial report covers the Group comprising of IronRidge Resources Limited and its subsidiaries and is presented in Australian dollars.

#### Compliance with IFRS

Australian Accounting Standards include Australian Equivalents to International Financial Reporting Standards (AIFRS). Compliance with AIFRS ensures that the financial statements and notes of IronRidge Resources Limited comply with International Financial Reporting Standards (IFRS).

#### Going concern

The financial statements have been prepared on a going concern basis which contemplates the continuity of normal business activities and the realisation of assets and discharge of liabilities in the ordinary course of business. The Group has not generated revenues from operations. As such, the Group's ability to continue to adopt the going concern assumption will depend upon a number of matters including successful closure of its initial public offering, its subsequent successful raisings in the future of necessary funding and the successful exploration and subsequent exploitation of the Group's tenements. In addition it is dependent upon the majority of the trade creditors agreeing to deferred payment terms. The Directors have an expectation that the closure of its initial public offering will be successful. If market conditions do not lend itself to the completion of an initial public offering, the Directors will have several other strategic and funding opportunities that they will review.

In the absence of these matters being successful, there exists a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern with the result that the Group may have to realise its assets and extinguish its liabilities other than in the ordinary course of business, and at amounts different from those stated in the financial statements. No adjustments for such circumstances have been made in the financial statements.

#### Reporting basis and conventions

The financial report has been prepared on an accruals basis and is based on historical costs modified by the revaluation of selected non-current assets, and financial assets and financial liabilities for which the fair value basis of accounting has been applied.

The following is a summary of the material accounting policies adopted by the Group in the preparation of the financial report.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### For the year ended 30 June 2014

#### Note 1: Summary of Significant Accounting Policies (continued)

##### Accounting Policies

##### (a) New Accounting Standards and Interpretations

The accounting policies adopted are consistent with those of the previous financial year except as follows:

The Company has adopted the following new and amended Australian Accounting Standards and AASB Interpretations as of 1 July 2013:

Reference	Title	Application date of standard	Application date for the Company
AASB 10	Consolidated Financial Statements	1 January 2013	1 July 2013
AASB 11	Joint Arrangements	1 January 2013	1 July 2013
AASB 12	Disclosure of Interests in Other Entities	1 January 2013	1 July 2013
AASB 13	Fair Value Measurements	1 January 2013	1 July 2013
AASB 2011-8	Amendments to Australian Accounting Standards arising from AASB 13	1 January 2013	1 July 2013
AASB 119	Employee Benefits (September 2011)	1 January 2013	1 July 2013
AASB 2011-10	Amendments to Australian Accounting Standards arising from AASB 119 (September 2011)	1 January 2013	1 July 2013
AASB 127	Separate Financial Statements (Revised)	1 January 2013	1 July 2013
AASB 128	Investments in Associates and Joint Ventures (Reissued)	1 January 2013	1 July 2013
AASB 2011-7	Amendments to Australian Accounting Standards arising from the Consolidation and Joint Arrangements Standards	1 January 2013	1 July 2013
AASB 2012-2	Amendments to Australian Accounting Standards - Disclosures - Offsetting Financial Assets and Financial Liabilities	1 January 2013	1 July 2013
AASB 2012-5	Amendments to Australian Accounting Standards arising from Annual Improvements 2009-2011 Cycle	1 January 2013	1 July 2013
AASB 2012-10	Amendments to Australian Accounting Standards - Transition Guidance and Other Amendments	1 January 2013	1 July 2013
AASB 2011-4	Amendments to Australian Accounting Standards to Remove Individual Key Management Personnel Disclosure Requirement	1 January 2013	1 July 2013

The adoption of the above standards and interpretations did not have any material impact on the current or any prior period and is not likely to materially affect future periods.

Australian Accounting Standards and Interpretations that have been recently issued or amended but are not yet effective have not been adopted by the Company for the annual reporting period ending 30 June 2014. None of these is expected to have a significant effect on the financial statements.

The Company anticipates that all of the relevant pronouncements will be adopted in the Company's accounting policies for the first period beginning after the effective date of the pronouncement. Information of new standards, amendments and interpretations that are expected to be relevant to the Company's financial statements is provided below.

Reference	Title	Application date of standard	Application date for the Company
AASB 9	Financial Instruments	1 January 2017	1 July 2017
AASB 2012-3	Amendments to Australian Accounting Standards - Offsetting Financial Assets and Financial Liabilities	1 January 2014	1 July 2014
AASB 2013-3	Amendments to AASB 136 - Recoverable Amount Disclosures for Non-Financial Assets	1 January 2014	1 July 2014
AASB 2013-4	Amendments to Australian Accounting Standards - Novation of Derivatives and Continuation of Hedge Accounting	1 January 2014	1 July 2014
AASB 2013-5	Amendments to Australian Accounting Standards - Investment Entities	1 January 2014	1 July 2014

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 30 June 2014

**Note 1: Summary of Significant Accounting Policies (continued)****Accounting Policies (continued)****(b) Basis of Consolidation**

The consolidated financial statements comprise the financial statements of IronRidge Resources Limited and its subsidiaries as at and for the period ended 30 June each year (the "Group").

**Subsidiaries**

Subsidiaries are all those entities over which the consolidated entity has control. The consolidated entity controls an entity when the consolidated entity is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the consolidated entity. They are de-consolidated from the date that control ceases.

The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies. In preparing the consolidated financial statements, all intercompany balances, transactions, unrealized gains and losses resulting from intra-group transactions and dividends have been eliminated in full.

Subsidiaries are fully consolidated from the date on which control is obtained by the Group and cease to be consolidated from the date on which control is transferred out of the Group.

Investments in subsidiaries held by IronRidge Resources Limited are accounted for at cost in the separate financial statements of the parent entity less any impairment charges. Dividends received from subsidiaries are recorded as a component of other revenues by the parent entity, and do not impact the recorded cost of the investment. Upon receipt of dividend payments from subsidiaries, the parent will assess whether any indicators of impairment of the carrying value of the investment in the subsidiary exist. Where such indicators exist, to the extent that the carrying value of the investment exceeds its recoverable amount, an impairment loss is recognised.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. The acquisition method of accounting involves recognising at acquisition date, separately from goodwill, the identifiable assets acquired, the liabilities assumed and any non-controlling interest in the acquiree. The identifiable assets acquired and the liabilities assumed are measured at their acquisition date fair values.

The difference between the above items and the fair value of consideration (including the fair value of any pre-existing investment in the acquiree) is goodwill or discount on acquisition.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill forms part of a cash generating unit and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the cash generating unit retained.

Non-controlling interests are allocated their share of net profit after tax in the statement of comprehensive income and presented within equity in the consolidated statement of financial position, separately from the equity of the owners of the parent.

Losses are attributed to the non-controlling interest even if that results in a deficit balance.

A change in ownership interest of a subsidiary that does not result in a loss of control, is accounted for as an equity transaction.

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 30 June 2014

**Note 1: Summary of Significant Accounting Policies (continued)****Accounting Policies (continued)****(b) Basis of Consolidation (continued)**Joint ArrangementsJoint Operations

The proportionate interests in the assets, liabilities and expenses of a joint operation activity have been incorporated in the financial statements under the appropriate headings.

Joint Ventures

Investments in joint ventures are accounted for using the equity method. Under the equity method, the share of the profits or losses of the joint venture is recognised in profit or loss and the share of the movements in equity is recognised in other comprehensive income. Investments in joint ventures are carried in the statement of financial position at cost plus post-acquisition changes in the consolidated entity's share of net assets of the joint venture. Goodwill relating to the joint venture is included in the carrying amount of the investment and is neither amortised nor individually tested for impairment. Dividends receivable from joint venture entities reduces the carrying amount of the investment.

Changes in Ownership Interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised in a separate reserve within equity attributable to owners of IronRidge Resources Ltd.

When the Group ceases to have control, or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

**(c) Business Combinations**

Business combinations are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition date fair values of the assets transferred by the acquirer, the liabilities incurred by the acquirer to former owners of the acquiree and the equity issued by the acquirer, and the amount of any non-controlling interest in the acquiree. For each business combination, the acquirer measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred, and included in administrative expenses.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with contractual terms, economic conditions, the Group's operating or accounting policies and other pertinent conditions as at the acquisition date.

If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value through profit and loss.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability will be recognised in accordance with AASB 139 either in profit or loss or as a change to other comprehensive income. If the contingent consideration is classified as equity, it is not remeasured.

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 30 June 2014

**Note 1: Summary of Significant Accounting Policies (continued)****Accounting Policies (continued)****(d) Operating Segments**

An operating segment is a component of an entity that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available. This may include start-up operations which are yet to earn revenues.

Operating segments that meet the quantitative criteria as prescribed by AASB 8 are reported separately. However, an operating segment that does not meet the quantitative criteria is still reported separately where information about the segment would be useful to users of the financial statements.

Information about other operating segments that are below the quantitative criteria are combined and disclosed in a separate category for "all other segments".

**(e) Cash and Cash Equivalents**

For the statement of cash flows, cash and cash equivalents include cash on hand, deposits held at call with banks, other short term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within short-term borrowings in current liabilities on the statement of financial position.

**(f) Trade and other receivables**

Receivables generally have 30-60 day terms, are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less an allowance for impairment.

Collectability of receivables is reviewed on an ongoing basis. Individual debts that are known to be uncollectible are written off when identified. An impairment provision is recognised when there is objective evidence that the Group will not be able to collect the receivable. Financial difficulties of the debtor or debts more than 90 days overdue are considered objective evidence of impairment. The amount of the impairment loss is the receivable carrying amount compared to the present value of estimated future cash flows, discounted at the original effective interest rate.

**(g) Financial Instruments***Recognition and Initial Measurement*

Financial instruments, incorporating financial assets and financial liabilities, are recognised when the entity becomes a party to the contractual provisions of the instrument. Trade date accounting is adopted for financial assets that are delivered within timeframes established by marketplace convention.

Financial instruments are initially measured at fair value plus transactions costs where the instrument is not classified as at fair value through profit or loss. Transaction costs related to instruments classified as at fair value through profit or loss are expensed to profit or loss immediately. Financial instruments are classified and measured as set out below.

*Classification and Subsequent Measurement*

- (i) **Loans and receivables**  
Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortised cost using the effective interest rate method.
- (ii) **Financial liabilities**  
Non-derivative financial liabilities (excluding financial guarantees) are subsequently measured at amortised cost using the effective interest rate method.
- (iii) **Available-for-sale financial assets**  
Available for sale financial assets comprise investments in listed entities. These investments are recorded at cost.

**NOTES TO THE FINANCIAL STATEMENTS (continued)**  
**For the year ended 30 June 2014**

**Note 1: Summary of Significant Accounting Policies (continued)**

**Accounting Policies (continued)**

**(g) Financial Instruments (continued)**

*Derecognition*

Financial assets are derecognised where the contractual rights to receipt of cash flows expires or the asset is transferred to another party whereby the entity no longer has any significant continuing involvement in the risks and benefits associated with the asset. Financial liabilities are derecognized where the related obligations are either discharged, cancelled or expire. The difference between the carrying value of the financial liability extinguished or transferred to another party and the fair value of consideration paid, including the transfer of non-cash assets or liabilities assumed is recognised in profit of loss.

**(h) Property, Plant & Equipment**

Property, plant & equipment are stated at historical cost less accumulated depreciation and any accumulated impairment losses.

The cost of property, plant & equipment constructed within the Group includes the cost of materials, direct labour, borrowing costs and an appropriate portion of fixed and variable costs. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the profit or loss during the financial year in which they are incurred.

*Depreciation*

The depreciable amount of all property, plant & equipment is depreciated over their useful life to the Group commencing from the time the asset is held ready for use. Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements.

The depreciation rates used for each class of assets are:

<i>Class of Property, plant &amp; equipment</i>	<i>Depreciation</i>
Plant & Equipment	10% - 15% Straight line
Office Equipment	33.3% Straight line

**(h) Property, Plant & Equipment (continued)**

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These are included in the statement of comprehensive income.

*Derecognition*

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

**(i) Exploration and Evaluation Assets**

Exploration and evaluation expenditure incurred is accumulated in respect of each identifiable area of interest. Such expenditures comprise net direct costs and an appropriate portion of related overhead expenditure but do not include overheads or administration expenditure not having a specific nexus with a particular area of interest. These costs are only carried forward to the extent that they are expected to be recouped through the successful development of the area or where activities in the area have not yet reached a stage which permits reasonable assessment of the existence of economically recoverable reserves and active or significant operations in relation to the area are continuing.

A regular review has been undertaken on each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest.



**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 30 June 2014

**Note 1: Summary of Significant Accounting Policies (continued)****Accounting Policies (continued)****(i) Exploration and Evaluation Assets (continued)**

A provision is raised against exploration and evaluation expenditure where the Directors are of the opinion that the carried forward net cost may not be recoverable or the right of tenure in the area lapses. The increase in the provision is charged against the results for the year. Accumulated costs in relation to an abandoned area are written off in full against profit in the year in which the decision to abandon the area is made.

When production commences, the accumulated costs for the relevant area of interest are amortised over the life of the area according to the rate of depletion of the economically recoverable reserves.

Costs of site restoration are provided over the life of the area from when exploration commences and are included in the costs of that stage. Site restoration costs include the dismantling and removal of mining plant, equipment and building structure, waste removal, and rehabilitation of the site in accordance with clauses of mining permits. Such costs have been determined using estimates of future costs, current legal requirements and technology on an undiscounted basis.

Any changes in the estimates for the costs are accounted on a prospective basis. In determining the costs of site restoration, there is uncertainty regarding the nature and extent of the restoration due to community expectations and future legislation. Accordingly the costs have been determined on the basis that restoration will be completed within one year of abandoning the site.

**(j) Impairment of Assets**

At each reporting date, the Group reviews the carrying values of its tangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the profit or loss.

Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

**(k) Trade and Other Payables**

Trade and other payables are carried at amortised cost and due to their short term nature they are not discounted. They represent liabilities for goods and services provided to the Group prior to the end of the financial year that are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services. The amounts are unsecured and are usually paid within 30-60 days of recognition.

**(l) Provisions and Employee Benefits**

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is possible that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

When the Group expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of comprehensive income net of any reimbursement.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the reporting date. The discount rate used to determine the present value reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision resulting from the passage of time is recognised in finance costs.

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 30 June 2014

**Note 1: Summary of Significant Accounting Policies (continued)****Accounting Policies (continued)****(l) Provisions and Employee Benefits (continued)***Employee benefits**(i) Wages, salaries and annual leave*

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

*(ii) Long service leave*

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

**(m) Leases**

Leases of property, plant & equipment where substantially all the risks and benefits incidental to the ownership of the asset, but not the legal ownership, are transferred to the Group are classified as finance leases.

Finance leases are capitalised by recording an asset and a liability at the lower of the amounts equal to the fair value of the leased property or the present value of the minimum lease payments, including any guaranteed residual values. Lease payments are allocated between the reduction of the lease liability and the lease interest expense for the year.

Leased assets are depreciated on a straight line basis over their estimated useful lives where it is likely that the Group will obtain ownership of the asset or over the term of the lease.

Lease payments for operating leases, where substantially all the risks and benefits remain with the lessor, are charged as expenses on a straight line basis.

Lease incentives under operating leases are recognised as a liability and amortised on a straight-line basis over the life of the lease term.

**(n) Share Capital**

Ordinary shares are classified as equity at the time that they are issued. Costs directly attributable to the issue of new shares or options are shown as a deduction from the equity proceeds, net of any income tax benefit.

**(o) Share-Based Payments**

The Group may provide benefits to Directors, employees or consultants in the form of share-based payment transactions, whereby services may be undertaken in exchange for shares or options over shares ("equity-settled transactions").

The fair value of options granted to Directors, employees and consultants is recognised as an employee benefit expense with a corresponding increase in equity (share option reserve). The fair value is measured at grant date and recognised over the period during which the recipients become unconditionally entitled to the options. Fair value is determined using a Black-Scholes option pricing model. An expense is still recognised for options that do not ultimately vest because a market condition was not met.

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 30 June 2014

**Note 1: Summary of Significant Accounting Policies (continued)****Accounting Policies (continued)****(o) Share-Based Payments (continued)**

Where the terms of options are modified, the expense continues to be recognised from grant date to vesting date as if the terms had never been changed. In addition, at the date of the modification, a further expense is recognised for any increase in fair value of the transaction as a result of the change.

Where options are cancelled, they are treated as if vesting occurred on cancellation and any unrecognised expenses are taken immediately to the profit or loss. If new options are substituted for the cancelled options and designated as a replacement, the combined impact of the cancellation and replacement options are treated as if they were a modification.

**(p) Revenue**

Revenue is recognised and measured at the fair value of the consideration received or receivable to the extent it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

*Interest*

Interest revenue is recognized as interest accrues using the effective interest rate method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

All revenue is stated net of the amount of goods and services tax (GST).

**(q) Income Tax**

The income tax expense for the period is the tax payable on the current period's taxable income rate for each jurisdiction adjusted by changes in deferred tax assets liabilities attributable to temporary differences between the tax base of assets and liabilities and their carrying amounts in the financial statements, and to unused tax losses.

The charge for current income tax expense is based on the profit for the year adjusted for any non-assessable or disallowed items. It is calculated using the tax rates that have been enacted or are substantially enacted by the balance date.

Deferred tax is accounted for using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax is calculated at the tax rates expected to apply to the period when the asset is realised or liability is settled. Deferred tax is recognised in the statement of comprehensive income except where it relates to items that may be recognised directly in equity, in which case the deferred tax is adjusted directly against equity. Deferred income tax assets are recognised to the extent that it is probable that future tax profits will be available against which deductible temporary differences can be utilised.

The amount of benefits brought to account or which may be realised in the future is based on the assumption that no adverse change will occur in income taxation legislation and the anticipation that the group will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions of deductibility imposed by the law.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where a legally enforceable right of set-off exists, the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 30 June 2014

**Note 1: Summary of Significant Accounting Policies (continued)****Accounting Policies (continued)****(r) GST**

Revenues, expenses and assets are recognised net of GST except where GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item.

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

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

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

**(s) Earnings per Share**

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

Diluted earnings per share adjust the figures used in the determination of basic earnings per share to take into account:

- The after tax effect of interest and other financing costs associated with dilutive potential ordinary shares; and
- The weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

**(t) Comparatives**

When required by Australian Accounting Standards, comparative figures have been adjusted to conform to changes in presentation for the current financial year.

**(u) Fair value measurement**

When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principle market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interest. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Assets and liabilities measured at fair value are classified, into three levels, using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. Classifications are reviewed each reporting date and transfers between levels are determined based on a reassessment of the lowest level input that is significant to the fair value measurement.

For recurring and non-recurring fair value measurements, external valuers may be used when internal expertise is either not available or when the valuation is deemed to be significant. External valuers are selected based on market knowledge and reputation. Where there is a significant change in fair value of an asset or liability from one period to another, an analysis is undertaken, which includes a verification of the major inputs applied in the latest valuation and a comparison, where applicable, with external sources of data.

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 30 June 2014

**Note 1: Summary of Significant Accounting Policies (continued)**
**Accounting Policies (continued)**
**(v) Critical Accounting Estimates and Judgments**

The Directors evaluate estimates and judgments incorporated into the financial report based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the Group.

*Key estimates - impairment*

The Group assesses impairment at each reporting date by evaluating conditions specific to the Group that may lead to impairment of assets. Where an impairment trigger exists, the recoverable amount of the asset is determined. Where applicable, value-in-use calculations performed in assessing recoverable amounts incorporate a number of key estimates.

*Key judgments - exploration & evaluation assets*

The Group performs regular reviews on each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest. These reviews are based on detailed surveys and analysis of drilling results performed to balance date.

The Directors have assessed that for the exploration and evaluation assets recognised at 30 June 2014, the facts and circumstances do not suggest that the carrying amount of an asset may exceed its recoverable amount. In considering this the Directors have had regard to the facts and circumstances that indicate a need for an impairment as noted in Accounting Standard AASB 6 "Exploration for and Evaluation of Mineral Resources".

Exploration and evaluation assets at 30 June 2014 were \$1,590,815 (2013: \$1,021,370).

	2014 \$	2013 \$
<b>Note 2. Revenue</b>		
- Interest received	2,221	1,811
- Other revenue	-	-
<b>Total Revenue</b>	<b>2,221</b>	<b>1,811</b>
(a) Interest revenue from:		
- At call deposits held with financial institutions	2,221	1,811
<b>Total Interest Revenue</b>	<b>2,221</b>	<b>1,811</b>

**Note 3. Profit / (Loss)**

Included in the profit / (loss) are the following specific expenses:

## Depreciation

- Office equipment	800	799
- Plant & equipment	3,584	3,578

**NOTES TO THE FINANCIAL STATEMENTS (continued)**  
For the year ended 30 June 2014

	2014 \$	2013 \$
<b>Note 4. Income Tax</b>		
<b>(a) Components of income tax expense (benefit)</b>		
Income tax expense (benefit) is made up of:		
Current tax	-	-
Deferred tax	-	-
	-	-
<b>(b) The prima facie tax on profit / (loss) before income tax is reconciled to the income tax expense as follows:</b>		
Prima facie tax on profit / (loss) before income tax at 30% (2013: 30%)	(731,230)	(340,909)
Add tax effect of:		
Permanent differences	237,032	-
Current tax loss not recognised	494,198	237,769
Current year temporary difference not recognised	-	-
Deferred tax not recognised	-	-
Other items	-	103,140
<b>Income tax expense</b>	<b>-</b>	<b>-</b>
<b>Deferred Tax Asset (at 30%)</b>		
Recognised temporary differences	21,870	8,320
Recognised Unused tax losses	185,958	365,095
<b>Total deferred tax assets recognised</b>	<b>207,828</b>	<b>373,415</b>
<b>Deferred Tax Liability</b>		
Recognised timing differences	(207,828)	(373,415)
<b>Net deferred tax recognised</b>	<b>-</b>	<b>-</b>
<b>Unrecognised deferred tax assets comprised of:</b>		
Deferred tax assets: Net unrecognised tax losses	1,704,630	965,545
Deferred tax assets: Gross unrecognised tax losses	5,682,100	3,218,482

In order to recoup carried forward losses in future periods, either the Continuity of Ownership Test (COT) or Same Business Test must be passed. The majority of losses are carried forward at 30 June 2014 under COT.

Deferred tax assets which have not been recognised as an asset, will only be obtained if:

- (i) the Company derives future assessable income of a nature and of an amount sufficient to enable the losses to be realised;
- (ii) the Company continues to comply with the conditions for deductibility imposed by the law; and
- (iii) no changes in tax legislation adversely affect the Company in realising the losses.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 30 June 2014

### Note 5. Key Management Personnel

#### Key Management Personnel Compensation

The total remuneration of Key Management Personnel for the Group for the year was as follows:

	2014 \$	2013 \$
Short term employee benefits	282,500	349,440
Post-employment benefits	-	-
Share based payments	778,016	-
<b>Total</b>	<b>1,060,516</b>	<b>349,440</b>

Refer to the Remuneration Report contained in the Directors' Report for details of the remuneration paid or payable to each member of the Group's Key Management Personnel.

### Note 6. Dividends and Franking Credits

There were no dividends paid or recommended during the year or since the end of the year. There are no franking credits available to shareholders of the Company.

### Note 7. Auditors Remuneration

Audit and review of the financial reports of the Group  
Taxation services

	2014 \$	2013 \$
Audit and review of the financial reports of the Group	29,000	15,000
Taxation services	-	3,500
	<b>29,000</b>	<b>18,500</b>

### Note 8. Earnings per Share (EPS)

#### (a) Earnings

Earnings used to calculate basic and diluted EPS

(2,425,279)	(1,136,363)
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#### (b) Weighted average number of shares and options

Weighted average number of ordinary shares outstanding during the year, used in calculating basic earnings per share

Number of Shares	Number of Shares
121,978,246	91,385,693

Weighted average number of dilutive options outstanding during the year

-	-
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Weighted average number of ordinary shares and potential ordinary shares outstanding during the year, used in calculating diluted earnings per share

121,978,246	91,385,693
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### Note 9. Cash and Cash Equivalents

Cash at bank

	2014 \$	2013 \$
Cash at bank	27,600	29,661
	<b>27,600</b>	<b>29,661</b>

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 30 June 2014

	2014 \$	2013 \$
<b>Note 10. Trade and Other Receivables</b>		
GST refundable	29,424	24,525
	<b>29,424</b>	<b>24,525</b>

Receivables are non-interest bearing and are generally on 30-60 day terms. A provision for impairment loss is recognised when there is objective evidence that an individual receivable is impaired. No impairment loss has been recorded for the current and previous financial year.

Due to the short term nature of these receivables, their carrying value is assumed to approximate fair value. The maximum exposure to credit risk is the carrying value of receivables. Collateral is not held as security.

The receivables are not exposed to foreign exchange risk. No receivables were past due or impaired at 30 June 2014 (2013: nil).

	2014 \$	2013 \$
<b>Note 11. Other Financial Assets -Non-current</b>		
Security deposits	59,103	64,103
Investment in shares at cost	4,000	4,000
	<b>63,103</b>	<b>68,103</b>

**Note 12. Property, Plant and Equipment**

Plant & Equipment - at cost	32,815	32,815
Accumulated depreciation	(22,521)	(18,937)
Written down value	10,294	13,878
Office equipment - at cost	2,401	2,401
Accumulated depreciation	(1,685)	(885)
Written down value	716	1,516
Total written down value	<b>11,010</b>	<b>15,394</b>

**Reconciliation of carrying amounts at the beginning and of the year**

	Plant & Equipment \$	Office Equipment \$	Total \$
<b>Year ended 30 June 2014</b>			
At 1 July 2013 net of accumulated depreciation	13,878	1,516	15,394
Additions	-	-	-
Disposals	-	-	-
Depreciation charge for the year	(3,584)	(800)	(4,384)
At 30 June 2014 net of accumulated depreciation	<b>10,294</b>	<b>716</b>	<b>11,010</b>
<b>Year ended 30 June 2013</b>			
At 1 July 2012 net of accumulated depreciation	17,456	2,315	19,771
Additions	-	-	-
Disposals	-	-	-
Depreciation charge for the year	(3,578)	(799)	(4,377)
At 30 June 2013 net of accumulated depreciation	<b>13,878</b>	<b>1,516</b>	<b>15,394</b>



## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 30 June 2014

	2014 \$	2013 \$
<b>Note 13. Exploration and Evaluation Assets</b>		
Exploration and evaluation assets	1,590,815	1,021,370
<b>Movements in carrying amounts</b>		
Balance at the beginning of the year	1,021,370	910,496
Additions	579,518	441,932
Written-off during the year	(10,073)	(331,058)
Balance at the end of the year	<b>1,590,815</b>	<b>1,021,370</b>

The recoverability of the carrying amount of exploration and evaluation assets is dependent on the successful development and commercial exploitation or alternatively, sale of the respective areas of interest.

	2014 \$	2013 \$
<b>Note 14. Trade and Other Payables</b>		
Trade creditors	1,262,164	172,029
Accrued expenses	31,667	177,500
	<b>1,293,831</b>	<b>349,529</b>

Trade and other payables are non-interest bearing and are generally on 30-60 day terms.

Due to the short term nature of these payables, their carrying value is assumed to approximate fair value.

	2014 \$	2013 \$
<b>Note 15. Issued Capital</b>		
<b>(a) Issued and paid up capital</b>		
135,907,155 (2013: 105,934,013) ordinary shares fully paid	6,732,547	4,421,961
Share issue costs	(71,289)	(30,275)
	<b>6,661,258</b>	<b>4,391,686</b>

Ordinary shares participate in dividends and the proceeds on winding up the Company in proportion to the number of shares held. At shareholder meetings each ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on show of hands.

### (b) Reconciliation of issued and paid-up capital

	Number of Shares	\$
At 1 July 2012	88,923,760	3,131,190
Shares issued for cash (\$0.075 per share - 01/05/13 net of issue costs)	7,609,999	555,477
Shares issued for debt conversion (\$0.075 per share - 01/05/13)	7,083,254	531,244
Shares issued for cash (\$0.075 per share - 30/06/13)	760,000	57,000
Share issued for debt conversion (\$0.075 per share - 30/06/13)	1,557,000	116,775
At 30 June 2013	<b>105,934,013</b>	<b>4,391,686</b>
At 1 July 2013	105,934,013	4,391,686
Shares issued for cash (\$0.075 per share - 01/07/13)	720,000	54,000
Shares issued for cash (\$0.075 per share - 29/10/13)	7,933,333	595,000
Shares issued for debt conversion (\$0.075 per share - 20/12/13)	1,333,333	100,000
Shares issued for services in lieu of cash (\$0.075 per share - 20/12/13)	2,700,000	202,500
Shares issued for issue costs lieu of cash (\$0.075 per share - 20/12/13)	196,000	14,700
Bonus shares issued (\$0.075 per share - 20/12/13)	5,370,000	402,750
Shares issued for cash (\$0.08 per share - 20/12/13 net of issue costs)	4,327,976	322,379
Bonus shares issued (\$0.08 per share - 31/01/14)	2,690,000	215,200
Shares issued for cash (\$0.08 per share - 31/01/14 net of issue costs)	809,167	51,576
Shares issued for cash (\$0.08 per share - 04/03/14)	3,893,333	311,467
At 30 June 2014	<b>135,907,155</b>	<b>6,661,258</b>

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 30 June 2014

**Note 15. Issued Capital (continued)**

**(c) Options**

As at 30 June 2014, there were 13,270,000 unissued ordinary shares of IronRidge Resources Limited under option held as follows:

- 13,270,000 unlisted options to take up one ordinary share in IronRidge Resources Ltd at an exercise price of £0.25. The options vested immediately and expire 31 December 2017.

**(d) Capital Risk Management**

When managing capital, management's objective is to ensure the entity continues as a going concern as well as to maintain optimal returns to shareholders and benefits for other stakeholders. Management also aims to maintain a capital structure to ensure the lowest costs of capital available to the Group.

The Group's capital comprises equity as shown in the statement of financial position. The Group is not exposed to externally imposed capital requirements.

**Note 16 Share Based Payments**

The expense recognised for share based payments received during the year is shown in the table below:

	2014 \$	2013 \$
Expense arising from equity settled share-based payment transactions	789,661	-

*Bonus share issues*

During the year ended 30 June 2014, IronRidge Resources, issued 8,060,000 shares to directors and key management personnel totaling \$617,950. No such share issues occurred during the year ended 30 June 2013.

*Employee share option plan (ESOP)*

Share options are granted to employees. The employee share option plan is designed to align participants' interests with those of shareholders by increasing the value of the Company's shares.

When a participant ceases employment after the vesting of their share options, the share options are forfeited after 90 days unless cessation of employment is due to termination for cause, whereupon they are forfeited immediately or death. The Company prohibits KMP from entering into arrangements to protect the value of unvested ESOP awards.

Each option can be exercised from vesting date to expiry date for one share with the exercise price payable in cash.

*Options granted*

On 31 January 2014, 13,270,000 IronRidge Resources Ltd share options were granted to Directors and employees under the Employee Share Option Plan. The options are to take up one ordinary share in IronRidge Resources at a price of 25 pence. The options vested immediately and are due to expire on 31 December 2017. The following table illustrates the number (no.) and weighted average exercise prices (WAEP) of, and movements in, share based payment share options granted during the year:

	2014 No.	2014 WAEP	2013 No.	2013 WAEP
Outstanding at the beginning of the year	-	-	-	-
Granted during the year	13,270,000	£0.25	-	-
Forfeited during the year	-	-	-	-
Exercised during the year	-	-	-	-
Expired during the year	-	-	-	-
Outstanding at the end of the year	13,270,000	£0.25	-	-
Exercisable at the end of the year	13,270,000	£0.25	-	-

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 30 June 2014

### Note 16 Share Based Payments (continued)

A value of \$171,711 was calculated using the Black Scholes valuation methodology (refer below).

	IronRidge Resources Ltd ESOP
Weighted average exercise price	£0.25
Weighted average life of the option	3.92 years
Underlying share price	£0.042
Expected share price volatility	72.736%
Risk free interest rate	1.78%
Number of options issued	13,270,000
Fair value (black-scholes) per option	£0.007
<b>Total value of options issued</b>	<b>\$171,711</b>

	2014 \$	2013 \$
<b>Note 17. Accumulated Losses</b>		
Accumulated losses at the beginning of the year	(3,602,298)	(2,465,935)
Losses after income tax expense	(2,425,279)	(1,136,363)
Accumulated losses attributable to members of IronRidge Resources Limited at the end of the year	<b>(6,027,577)</b>	<b>(3,602,298)</b>

	2014 \$	2013 \$
<b>Note 18. Information relating to IronRidge Resources Limited ("the parent entity")</b>		
Current assets	523,171	50,868
Total assets	3,178,340	2,240,053
Current liabilities	1,539,772	321,720
Total liabilities	1,539,772	625,281
<b>Net Assets</b>	<b>1,638,568</b>	<b>1,614,772</b>
Issued capital	6,661,258	4,391,686
Share based payment reserve	171,711	-
Accumulated losses	(5,194,401)	(2,776,914)
Loss of the parent entity	(2,417,487)	(1,129,849)
Total comprehensive loss of the parent entity	(2,417,487)	(1,129,849)

The parent does not have any guarantees in relation to the debts of its subsidiaries, contingent liabilities or contractual obligations to purchase fixed assets at 30 June 2014 (2013: nil).

### Note 19. Cash Flow Reconciliation

Loss after income tax	(2,425,279)	(1,136,363)
Non-cash operating items		
- Write back of exploration expenditure	10,073	331,058
- Depreciation	4,383	4,377
- Share based payments	789,661	-
- IPO costs expensed	518,453	-
Changes in operating assets and liabilities*		
(Increase) decrease in trade and other receivables	(4,899)	(24,525)
(Increase) decrease in other current assets	(386,476)	-
Increase (decrease) in trade and other payables*	812,636	581,012
<b>Net cash flows from operating activities</b>	<b>(681,448)</b>	<b>(244,441)</b>

\* Net of amounts relating to exploration and evaluation assets.

### Non-cash investing and financing activities

During the year \$100,000 (2013: \$500,000) of the loan owing by IronRidge Resources Limited to parent entity DGR Global Limited was converted to equity in IronRidge (refer note 15).

During the year a further \$217,200 (2013: \$148,019) of liabilities were settled by issue of equity (refer note 15).

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 30 June 2014

**Note 20. Related Party Disclosures**
**(a) Subsidiaries**

The consolidated financial statements include the financial statements of IronRidge Resources Limited and the subsidiaries listed in the following table:

Name	Country of incorporation	Equity interest (%)	
		2014	2013
Eastern Exploration Pty Ltd	Australia	100	100
Quiver Coal Pty Ltd	Australia	100	100
IronRidge Botswana Pty Ltd	Botswana	100	100
IronRidge Gabon SA	Gabon	100	100

**(b) Ultimate parent**

DGR Global Limited is the ultimate parent, which is incorporated in Australia and owns 46% of IronRidge Resources Limited.

**(c) Key management personnel**

Details relating to key management personnel, including remuneration paid, are included in the directors report and note 5.

**(d) Transactions with related parties**

The following table provides the total amount of transactions that were entered into with related parties for the relevant financial year:

Related party		Sales to related parties	Purchases from related parties	Other transactions with related parties
DGR Global Limited (i)	2014	-	288,000	-
	2013	-	300,000	-
Hopgood Ganim Lawyers (ii)	2014	-	260,185	-
	2013	-	17,445	-

(i) The Company has a commercial arrangement with DGR Global Limited for the provision of various services, whereby DGR Global Limited provides resources and services including the provision of its administration and exploration staff, its premises (for the purposes of conducting the Company's business operations), use of existing office furniture, equipment and certain stationery, together with general telephone, reception and other office facilities ("Services"). In consideration for the provision of the Services, the Group pays DGR Global Limited a monthly management fee. For the year ended 30 June 2014 \$288,000 was paid or payable to DGR Global Limited (2013: \$300,000) for the provision of the Services. The total amount outstanding at year end was \$72,000 (2013: \$32,924).

(ii) Mr Brian Moller (a Director of ultimate parent entity DGR Global Ltd), is a partner in the Australian firm Hopgood Ganim lawyers. For the year ended 30 June 2014, Hopgood Ganim were paid \$260,185 (2013: \$17,445) for the provision of legal services to the Group. The services were based on normal commercial terms and conditions. The total amount outstanding at year end was \$257,639 (2013: \$40,000).

The outstanding balances at each relevant year end are unsecured, interest free and settlement occurs in cash. All outstanding amounts payable comprise current liabilities.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 30 June 2014

### Note 20. Related Party Disclosures (continued)

#### (e) Loans from related parties

During the year a loan of \$97,615 (2013: \$365,126) was advanced from DGR Global Limited to IronRidge Resources Limited. During the year \$8,546 was repaid in cash (2013: \$182,600) and \$100,000 was converted to equity (2013: \$500,000) resulting in a \$9,205 balance owing at year end (2013: \$20,136). The loan is unsecured and payable at call however DGR Global Limited have provided a letter of comfort to the Group acknowledging that the loan will only be payable on the earlier of IronRidge Limited obtaining sufficient working capital to warrant repayment, DGR Global Limited and IronRidge Resources Limited agreeing to convert some or all of the loan to equity in the Group or the expiry of twelve months from the balance date.

### Note 21. Capital Commitments

#### Future Exploration Commitments

The Group has certain obligations to expend minimum amounts on exploration in tenement areas. These obligations may be varied from time to time and are expected to be fulfilled in the normal course of operations of the Group. The commitments are as follows:

	2014 \$	2013 \$
Less than 12 months	7,696,990	3,216,188
Between 12 months and 5 years	9,876,000	4,935,836
	<b>17,572,990</b>	<b>8,152,024</b>

To keep tenements in good standing, work programs should meet certain minimum expenditure requirements. If the minimum expenditure requirements are not met, the Group has the option to negotiate new terms or relinquish the tenements. The Group also has the ability to meet expenditure requirements by joint venture or farm-in agreements.

### Note 22. Financial Risk Management

#### (a) General objectives, policies and processes

In common with all other businesses, the Group is exposed to risks that arise from its use of financial instruments. This note describes the Group's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

There have been no substantive changes in the Group's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous years unless otherwise stated in this note.

The Group's financial instruments consist mainly of deposits with banks, receivables and payables.

The Board has overall responsibility for the determination of the Group's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Group's finance function. The Group's risk management policies and objectives are therefore designed to minimise the potential impacts of these risks on the results of the Group where such impacts may be material.

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 30 June 2014

**Note 22. Financial Risk Management (continued)**

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Group's competitiveness and flexibility. Further details regarding these policies are set out below:

**(b) Credit Risk**

Credit risk is the risk that the other party to a financial instrument will fail to discharge their obligation resulting in the Group incurring a financial loss. This usually occurs when debtors fail to settle their obligations owing to the Group. The Group's objective is to minimise the risk of loss from credit risk exposure.

The maximum exposure to credit risk, excluding the value of any collateral or other security, at balance date to recognised financial assets, is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements.

Credit risk is reviewed regularly by the Board. It arises from exposure to receivables as well as through deposits with financial institutions and available-for-sale financial assets.

The Group does not have any material credit risk exposure to any single debtor or group of debtors under financial instruments entered into by the Group and at balance date.

The Group's cash at bank is wholly held with Macquarie Bank Limited.

**(c) Liquidity Risk**

Liquidity risk is the risk that the Group may encounter difficulties raising funds to meet financial obligations as they fall due. The objective of managing liquidity risk is to ensure, as far as possible, that the Group will always have sufficient liquidity to meet its liabilities when they fall due, under both normal and stressed conditions.

Liquidity risk is reviewed regularly by the Board.

The Group manages liquidity risk by monitoring forecast cash flows and liquidity ratios such as working capital. The Group did not have any financing facilities available at balance date.

**(d) Market Risk**

Market risk arises from the use of interest bearing, tradable and foreign currency financial instruments. It is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in interest rates (interest rate risk), foreign exchange rates (currency risk) or other market factors (other price risk). The Group does not have any material exposure to market risk other than interest rate risk.

*Interest rate risk*

Interest rate risk arises principally from cash and cash equivalents. The objective of interest rate risk management is to manage and control interest rate risk exposures within acceptable parameters while optimising the return.

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 30 June 2014

**Note 22. Financial Risk Management (continued)**

Interest rate risk is managed with a mixture of fixed and floating rate debt. For further details on interest rate risk refer to the tables below:

	Floating interest rate	Fixed interest rate	Non- interest bearing	Total carrying amount as per the balance sheet	Weighted average effective interest rate
	2014 \$	2014 \$	2014 \$	2014 \$	2014 %
<b>(i) Financial assets</b>					
Cash and cash equivalents	27,600	-	-	27,600	0.01%
Trade and other receivables	-	-	29,424	29,424	-
Other financial assets	-	-	63,103	63,103	-
<b>Total financial assets</b>	<b>27,600</b>	<b>-</b>	<b>92,527</b>	<b>120,127</b>	
<b>(ii) Financial liabilities</b>					
Trade and other payables	-	-	1,293,831	1,293,831	-
Non-interest-bearing loans	-	-	9,205	9,205	-
<b>Total financial liabilities</b>			<b>1,303,036</b>	<b>1,303,036</b>	

	Floating interest rate	Fixed interest rate	Non- interest bearing	Total carrying amount as per the balance sheet	Weighted average effective interest rate
	2013 \$	2013 \$	2013 \$	2013 \$	2013 %
<b>(i) Financial assets</b>					
Cash and cash equivalents	29,661	-	-	29,661	0.3%
Trade and other receivables	-	-	24,525	24,525	-
Other financial assets	-	-	68,103	68,103	-
<b>Total financial assets</b>	<b>29,661</b>	<b>-</b>	<b>92,628</b>	<b>122,289</b>	
<b>(ii) Financial liabilities</b>					
Trade and other payables	-	-	349,529	349,529	-
Non-interest-bearing loans	-	-	20,136	20,136	-
<b>Total financial liabilities</b>			<b>369,665</b>	<b>369,665</b>	

**Note 23. Operating Segments**

The Group has identified its operating segment based on the internal reports that are reviewed and used by the Board of Directors (chief operating decision makers) in assessing performance and determining the allocation of resources. The Group is managed primarily on a geographic basis, that is, the location of the respective areas of interest (tenements) in Queensland, and Gabon. Operating segments are determined on the basis of financial information reported to the Board for the Group as a whole. The Group does not yet have any products or services from which it derives an income.

Accordingly, management currently identifies the Group as having only one reportable segment, being exploration for base and precious metals. The financial results from this segment are equivalent to the financial statements of the Group. There have been no changes in the operating segments during the year.

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**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 30 June 2014

**Note 24. Asset Acquisition of Quiver Coal Pty Ltd**

On 25 July 2012, IronRidge Resources Limited acquired 100% of the net assets of Quiver Coal Pty Ltd, from DGR Global Limited for consideration of \$2. The fair value of the net asset of Quiver Coal on acquisition was \$2.

**Note 25. Subsequent Events**

The Directors are not aware of any significant changes in the state of affairs of the Group or events after the balance date that would have a material impact on the consolidated financial statements.

**Note 26. Contingent Assets and Liabilities**

There are no contingent assets and liabilities at 30 June 2014 (2013: none).



## DIRECTORS' DECLARATION

In accordance with a resolution of the Directors of IronRidge Resources Limited, I state that:

1. In the opinion of the Directors:
  - (a) The financial statements and notes of IronRidge Resources Limited for the financial year ended 30 June 2014 are in accordance with the *Corporations Act 2001*, including:
    - (i) Giving a true and fair view of its financial position as at 30 June 2014 and performance
    - (ii) Complying with the Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Regulations 2001*
  - (b) The financial statements and notes also comply with International Financial Reporting Standards as disclosed in Note 1
  - (c) There are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable
  - (d) The remuneration disclosures contained in the Remuneration Report comply with s300A of the *Corporations Act 2001*.
2. This declaration has been made after receiving the declarations required to be made to the Directors in accordance with section 295A of the *Corporations Act 2001* for the financial year ended 30 June 2014.

On behalf of the board



Vincent Mascolo  
Director

Brisbane  
Date: 31 October 2014

## INDEPENDENT AUDITORS' REPORT

To the members of IronRidge Resources Limited

### Report on the Financial Report

We have audited the accompanying financial report of IronRidge Resources Limited, which comprises the consolidated statement of financial position as at 30 June 2014, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the year's end or from time to time during the financial year.

### Directors' Responsibility for the Financial Report

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error. In Note 1, the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements comply with *International Financial Reporting Standards*.

### Auditor's Responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance about whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation of the financial report that gives a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Independence

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*. We confirm that the independence declaration required by the *Corporations Act 2001*,

which has been given to the directors of IronRidge Resources Limited, would be in the same terms if given to the directors as at the time of this auditor's report.

### Opinion

In our opinion:

- (a) the financial report of IronRidge Resources Limited is in accordance with the *Corporations Act 2001*, including:
  - (i) giving a true and fair view of the consolidated entity's financial position as at 30 June 2014 and of its performance for the year ended on that date; and
  - (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and
- (b) the financial report also complies with *International Financial Reporting Standards* as disclosed in Note 1.

### Emphasis of Matter

Without modifying our opinion, we draw attention to Note 1 in the financial report, which indicates that the ability of the consolidated entity to continue as a going concern is dependent upon a number of matters including successful closure of its initial public offering, its subsequent successful raisings in the future of necessary funding and the successful exploration and subsequent exploitation of the Group's tenements. These conditions, along with other matters set out in Note 1, indicate the existence of a material uncertainty that may cast significant doubt on the consolidated entity's ability to continue as a going concern and, therefore, the consolidated entity may be unable to realise its assets and discharge its liabilities in the normal course of business.

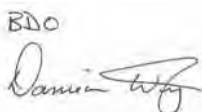
### Report on the Remuneration Report

We have audited the Remuneration Report included in pages 10 to 16 of the directors' report for the year ended 30 June 2014. The directors of the company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the Corporations Act 2001. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

### Opinion

In our opinion, the Remuneration Report of IronRidge Resources Limited for the year ended 30 June 2014 complies with section 300A of the Corporations Act 2001.

### BDO Audit Pty Ltd



D P Wright

Director

Brisbane, 31 October 2014

**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**  
For the year ended 30 June 2013

	Notes	2013 \$	2012 \$
Revenue	2	1,811	2,056
Administration and consulting expenses		(731,752)	(497,222)
Depreciation		(4,377)	(3,674)
Employee benefits expenses		(52,524)	(83,218)
Exploration costs written-off		(331,058)	(412,624)
Legal expenses		(17,445)	(9,256)
Interest expense		(1,018)	-
<b>(Loss) before income tax</b>	<b>3</b>	<b>(1,136,363)</b>	<b>(1,003,938)</b>
Income tax benefit	4	-	-
<b>(Loss) for the year</b>		<b>(1,136,363)</b>	<b>(1,003,938)</b>
Other comprehensive income		-	-
<b>Total comprehensive income for the year attributable to the owners of IronRidge Resources Limited</b>		<b>(1,136,363)</b>	<b>(1,003,938)</b>

Earnings per share		Cents / share	Cents / Share
Basic earnings per share	8	(1.2)	(1.5)
Diluted earnings per share	8	(1.2)	(1.5)

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
 As at 30 June 2013

	Notes	2013 \$	2012 \$
<b>Current assets</b>			
Cash and cash equivalents	9	29,661	214,130
Trade and other receivables	10	24,525	20,805
<b>Total current assets</b>		<b>54,186</b>	<b>234,935</b>
<b>Non-current assets</b>			
Other financial assets	11	68,103	40,937
Property, plant and equipment	12	15,394	19,771
Exploration and evaluation assets	13	1,021,370	910,496
<b>Total non-current assets</b>		<b>1,104,867</b>	<b>971,204</b>
<b>Total assets</b>		<b>1,159,053</b>	<b>1,206,139</b>
<b>Current liabilities</b>			
Trade and other payables	14	349,529	203,283
Non-Interest-bearing loans	19(e)	20,136	337,601
<b>Total current liabilities</b>		<b>369,665</b>	<b>540,884</b>
<b>Total liabilities</b>		<b>369,665</b>	<b>540,884</b>
<b>Net assets</b>		<b>789,388</b>	<b>665,255</b>
<b>Equity</b>			
Issued capital	15	4,391,686	3,131,190
Accumulated losses	16	(3,602,298)	(2,465,935)
<b>Total equity attributable to owners of IronRidge Resources Limited</b>		<b>789,388</b>	<b>665,255</b>

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**  
 For the year ended 30 June 2013

	Issued Capital \$	Accumulated Losses \$	Total Equity \$
<b>Balance at 1 July 2011</b>	<b>1,600,001</b>	<b>(1,461,997)</b>	<b>138,004</b>
Loss for the year	-	(1,003,938)	(1,003,938)
Other comprehensive income	-	-	-
Total comprehensive income for the year	-	(1,003,938)	(1,003,938)
Shares issued during the year	1,546,189	-	1,546,189
Share issue costs, net of tax	(15,000)	-	(15,000)
<b>Balance at 30 June 2012</b>	<b>3,131,190</b>	<b>(2,465,935)</b>	<b>665,255</b>
Loss for the year	-	(1,136,363)	(1,136,363)
Other comprehensive income	-	-	-
Total comprehensive income for the year	-	(1,136,363)	(1,136,363)
Shares issued during the year	1,275,769	-	1,275,769
Share issue costs, net of tax	(15,273)	-	(15,273)
<b>Balance at 30 June 2013</b>	<b>4,391,686</b>	<b>(3,602,298)</b>	<b>789,388</b>

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

**CONSOLIDATED STATEMENT OF CASH FLOWS**  
 For the year ended 30 June 2013

	Notes	2013 \$	2012 \$
<b>Cash flows from operating activities</b>			
Receipts from customers (including GST)		69,435	61,027
Payments to suppliers and employees (including GST)		(314,669)	(592,469)
Interest received		1,811	2,056
Interest paid		(1,018)	-
<b>Net cash flows from operating activities</b>	<b>18</b>	<b>(244,441)</b>	<b>(529,386)</b>
<b>Cash flows from investing activities</b>			
Payments for security deposits	11	(27,166)	5,563
Payments for investments in available for sale securities	11	-	-
Purchase of property, plant and equipment	12	-	(2,401)
Payments for exploration and evaluation assets		(449,116)	(735,983)
<b>Net cash flows from investing activities</b>		<b>(476,282)</b>	<b>(732,821)</b>
<b>Cash flows from financing activities</b>			
Proceeds from the issue of shares	15	622,750	1,356,189
Transactions costs on the issue of shares		(10,275)	(15,000)
Proceeds from borrowings		106,379	743,435
Repayment of borrowings	19(e)	(182,600)	(608,957)
<b>Net cash flows from financing activities</b>		<b>536,254</b>	<b>1,475,667</b>
Net increase / (decrease) in cash and cash equivalents		<b>(184,469)</b>	<b>213,460</b>
Cash and cash equivalents at the beginning of the year		214,130	670
<b>Cash and cash equivalents at the end of the year</b>	<b>9</b>	<b>29,661</b>	<b>214,130</b>

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

## NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2013

### Note 1: Summary of Significant Accounting Policies

#### Corporate Information

The consolidated financial report of IronRidge Resources Limited for the year ended 30 June 2013 was authorised for issue in accordance with a resolution of the directors on 8 November 2013.

IronRidge Resources Limited (the Parent) is a public company limited by shares incorporated and domiciled in Australia. The ultimate parent of IronRidge Resources Limited is DGR Global Limited which owns 54% of the ordinary shares. The Group's registered office is located at Level 27 One One One, 111 Eagle Street, Brisbane, QLD 4000.

The nature of the operations and principal activities of the Group are described in the director's report.

#### Basis of Preparation

This financial report is a general purpose financial report that has been prepared in accordance with Australian Accounting Standards, including Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standards Board and the *Corporations Act 2001*. The Group is considered a for-profit entity for the purpose of Australian Accounting Standards.

The financial report covers the Group comprising of IronRidge Resources Limited and its subsidiaries and is presented in Australian dollars.

#### Compliance with IFRS

Australian Accounting Standards include Australian Equivalents to International Financial Reporting Standards (AIFRS). Compliance with AIFRS ensures that the financial statements and notes of IronRidge Resources Limited comply with International Financial Reporting Standards (IFRS).

#### Going concern

The financial statements have been prepared on a going concern basis which contemplates the continuity of normal business activities and the realisation of assets and discharge of liabilities in the ordinary course of business. The Group has not generated revenues from operations. As such, the Group's ability to continue to adopt the going concern assumption will depend upon a number of matters including successful capital raisings in the future of necessary funding and the successful exploration and subsequent exploitation of the Group's tenements. In the absence of these matters being successful, there exists a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern with the result that the Group may have to realise its assets and extinguish its liabilities other than in the ordinary course of business, and at amounts different from those stated in the financial statements. No adjustments for such circumstances have been made in the financial statements.

Subsequent to year end, the Group raised \$649,000 via private share placements. In addition, during October 2013 the Group announced a non-renounceable rights issue to eligible shareholders to raise approximately \$676,438, which is expected to be completed after the date of this report. These funds will be used for working capital and the advancement of the company's projects in Gabon and Queensland.

#### Reporting basis and conventions

The financial report has been prepared on an accruals basis and is based on historical costs modified by the revaluation of selected non-current assets, and financial assets and financial liabilities for which the fair value basis of accounting has been applied.

The following is a summary of the material accounting policies adopted by the Group in the preparation of the financial report.



## NOTES TO THE FINANCIAL STATEMENTS (continued)

### For the year ended 30 June 2013

#### Note 1: Summary of Significant Accounting Policies (continued)

##### Accounting Policies

##### (a) New Accounting Standards and Interpretations

The accounting policies adopted are consistent with those of the previous financial year except as follows:

The Company has adopted the following new and amended Australian Accounting Standards and AASB Interpretations as of 1 July 2012:

Reference	Title	Application date of standard	Application date for the Company
AASB 20011-9	Amendments to Australian Accounting Standards Presentation of Items of Other Comprehensive Income (AASB 101 Amendments)	1 July 2012	1 July 2012

The adoption of the above standards and interpretations did not have any material impact on the current or any prior period and is not likely to materially affect future periods.

Australian Accounting Standards and Interpretations that have been recently issued or amended but are not yet effective have not been adopted by the Company for the annual reporting period ending 30 June 2013. None of these is expected to have a significant effect on the financial statements.

The Company anticipates that all of the relevant pronouncements will be adopted in the Company's accounting policies for the first period beginning after the effective date of the pronouncement. Information of new standards, amendments and interpretations that are expected to be relevant to the Company's financial statements is provided below.

Reference	Title	Application date of standard	Application date for the Company
AASB 9	Financial Instruments	1 January 2015	1 July 2015
AASB 10	Consolidated Financial Statements	1 January 2013	1 July 2013
AASB 11	Joint Arrangements	1 January 2013	1 July 2013
AASB 12	Disclosure of Interests in Other Entities	1 January 2013	1 July 2013
AASB 13	Fair Value Measurements	1 January 2013	1 July 2013
AASB 20011-4	Amendments to Australian Accounting Standards to Remove Individual Key Management Personnel Disclosure Requirements (AASB 124 Amendments)	1 July 2013	1 July 2013

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 30 June 2013

**Note 1: Summary of Significant Accounting Policies (continued)****Accounting Policies (continued)****(b) Basis of Consolidation**

The consolidated financial statements comprise the financial statements of IronRidge Resources Limited and its subsidiaries as at and for the period ended 30 June each year (the "Group").

Subsidiaries are all those entities over which the Group has the power to govern the financial and operating policies so as to obtain benefits from their activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether a Group controls another entity.

The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies. In preparing the consolidated financial statements, all intercompany balances, transactions, unrealized gains and losses resulting from intra-group transactions and dividends have been eliminated in full.

Subsidiaries are fully consolidated from the date on which control is obtained by the Group and cease to be consolidated from the date on which control is transferred out of the Group.

Investments in subsidiaries held by IronRidge Resources Limited are accounted for at cost in the separate financial statements of the parent entity less any impairment charges. Dividends received from subsidiaries are recorded as a component of other revenues by the parent entity, and do not impact the recorded cost of the investment. Upon receipt of dividend payments from subsidiaries, the parent will assess whether any indicators of impairment of the carrying value of the investment in the subsidiary exist. Where such indicators exist, to the extent that the carrying value of the investment exceeds its recoverable amount, an impairment loss is recognised.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. The acquisition method of accounting involves recognising at acquisition date, separately from goodwill, the identifiable assets acquired, the liabilities assumed and any non-controlling interest in the acquiree. The identifiable assets acquired and the liabilities assumed are measured at their acquisition date fair values.

The difference between the above items and the fair value of consideration (including the fair value of any pre-existing investment in the acquiree) is goodwill or discount on acquisition.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill forms part of a cash generating unit and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the cash generating unit retained.

Non-controlling interests are allocated their share of net profit after tax in the statement of comprehensive income and presented within equity in the consolidated statement of financial position, separately from the equity of the owners of the parent.

Losses are attributed to the non-controlling interest even if that results in a deficit balance.

A change in ownership interest of a subsidiary that does not result in a loss of control, is accounted for as an equity transaction.

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 30 June 2013

**Note 1: Summary of Significant Accounting Policies (continued)****Accounting Policies (continued)****(c) Business Combinations**

Business combinations are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition date fair values of the assets transferred by the acquirer, the liabilities incurred by the acquirer to former owners of the acquiree and the equity issued by the acquirer, and the amount of any non-controlling interest in the acquiree. For each business combination, the acquirer measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred, and included in administrative expenses.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with contractual terms, economic conditions, the Group's operating or accounting policies and other pertinent conditions as at the acquisition date.

If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value through profit and loss.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability will be recognised in accordance with AASB 139 either in profit or loss or as a change to other comprehensive income. If the contingent consideration is classified as equity, it is not remeasured.

**(d) Operating Segments**

An operating segment is a component of an entity that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available. This may include start-up operations which are yet to earn revenues.

Operating segments that meet the quantitative criteria as prescribed by AASB 8 are reported separately. However, an operating segment that does not meet the quantitative criteria is still reported separately where information about the segment would be useful to users of the financial statements.

Information about other operating segments that are below the quantitative criteria are combined and disclosed in a separate category for "all other segments".

**(e) Cash and Cash Equivalents**

For the statement of cash flows, cash and cash equivalents include cash on hand, deposits held at call with banks, other short term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within short-term borrowings in current liabilities on the statement of financial position.

**(f) Trade and other receivables**

Receivables generally have 30-60 day terms, are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less an allowance for impairment.

Collectability of receivables is reviewed on an ongoing basis. Individual debts that are known to be uncollectible are written off when identified. An impairment provision is recognised when there is objective evidence that the Group will not be able to collect the receivable. Financial difficulties of the debtor or debts more than 90 days overdue are considered objective evidence of impairment. The amount of the impairment loss is the receivable carrying amount compared to the present value of estimated future cash flows, discounted at the original effective interest rate.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 30 June 2013

### Note 1: Summary of Significant Accounting Policies (continued)

#### Accounting Policies (continued)

##### (g) Financial Instruments

###### *Recognition and Initial Measurement*

Financial instruments, incorporating financial assets and financial liabilities, are recognised when the entity becomes a party to the contractual provisions of the instrument. Trade date accounting is adopted for financial assets that are delivered within timeframes established by marketplace convention.

Financial instruments are initially measured at fair value plus transactions costs where the instrument is not classified as at fair value through profit or loss. Transaction costs related to instruments classified as at fair value through profit or loss are expensed to profit or loss immediately. Financial instruments are classified and measured as set out below.

###### *Classification and Subsequent Measurement*

- (i) **Loans and receivables**  
Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortised cost using the effective interest rate method.
- (ii) **Financial liabilities**  
Non-derivative financial liabilities (excluding financial guarantees) are subsequently measured at amortised cost using the effective interest rate method.
- (iii) **Available-for-sale financial assets**  
Available for sale financial assets comprise investments in listed entities. These investments are recorded at cost.

###### *Derecognition*

Financial assets are derecognised where the contractual rights to receipt of cash flows expires or the asset is transferred to another party whereby the entity no longer has any significant continuing involvement in the risks and benefits associated with the asset. Financial liabilities are derecognized where the related obligations are either discharged, cancelled or expire. The difference between the carrying value of the financial liability extinguished or transferred to another party and the fair value of consideration paid, including the transfer of non-cash assets or liabilities assumed is recognised in profit or loss.

##### (h) Property, Plant & Equipment

Property, plant & equipment are stated at historical cost less accumulated depreciation and any accumulated impairment losses.

The cost of property, plant & equipment constructed within the Group includes the cost of materials, direct labour, borrowing costs and an appropriate portion of fixed and variable costs. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the profit or loss during the financial year in which they are incurred.

###### *Depreciation*

The depreciable amount of all property, plant & equipment is depreciated over their useful life to the Group commencing from the time the asset is held ready for use. Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements.

The depreciation rates used for each class of assets are:

<i>Class of Property, plant &amp; equipment</i>	<i>Depreciation</i>
Plant & Equipment	10% - 15% Straight line
Office Equipment	33.3% Straight line

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 30 June 2013

**Note 1: Summary of Significant Accounting Policies (continued)****Accounting Policies (continued)****(h) Property, Plant & Equipment (continued)**

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These are included in the statement of comprehensive income.

***Derecognition***

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

**(i) Exploration and Evaluation Assets**

Exploration and evaluation expenditure incurred is accumulated in respect of each identifiable area of interest. Such expenditures comprise net direct costs and an appropriate portion of related overhead expenditure but do not include overheads or administration expenditure not having a specific nexus with a particular area of interest. These costs are only carried forward to the extent that they are expected to be recouped through the successful development of the area or where activities in the area have not yet reached a stage which permits reasonable assessment of the existence of economically recoverable reserves and active or significant operations in relation to the area are continuing.

A regular review has been undertaken on each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest.

A provision is raised against exploration and evaluation expenditure where the Directors are of the opinion that the carried forward net cost may not be recoverable or the right of tenure in the area lapses. The increase in the provision is charged against the results for the year. Accumulated costs in relation to an abandoned area are written off in full against profit in the year in which the decision to abandon the area is made.

When production commences, the accumulated costs for the relevant area of interest are amortised over the life of the area according to the rate of depletion of the economically recoverable reserves.

Costs of site restoration are provided over the life of the area from when exploration commences and are included in the costs of that stage. Site restoration costs include the dismantling and removal of mining plant, equipment and building structure, waste removal, and rehabilitation of the site in accordance with clauses of mining permits. Such costs have been determined using estimates of future costs, current legal requirements and technology on an undiscounted basis.

Any changes in the estimates for the costs are accounted on a prospective basis. In determining the costs of site restoration, there is uncertainty regarding the nature and extent of the restoration due to community expectations and future legislation. Accordingly the costs have been determined on the basis that restoration will be completed within one year of abandoning the site.

**(j) Impairment of Assets**

At each reporting date, the Group reviews the carrying values of its tangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the profit or loss.

Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 30 June 2013

**Note 1: Summary of Significant Accounting Policies (continued)****Accounting Policies (continued)****(k) Trade and Other Payables**

Trade and other payables are carried at amortised cost and due to their short term nature they are not discounted. They represent liabilities for goods and services provided to the Group prior to the end of the financial year that are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services. The amounts are unsecured and are usually paid within 30-60 days of recognition.

**(l) Provisions and Employee Benefits**

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is possible that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

When the Group expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of comprehensive income net of any reimbursement.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the reporting date. The discount rate used to determine the present value reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision resulting from the passage of time is recognised in finance costs.

*Employee benefits**(i) Wages, salaries and annual leave*

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

*(ii) Long service leave*

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

**(m) Leases**

Leases of property, plant & equipment where substantially all the risks and benefits incidental to the ownership of the asset, but not the legal ownership, are transferred to the Group are classified as finance leases.

Finance leases are capitalised by recording an asset and a liability at the lower of the amounts equal to the fair value of the leased property or the present value of the minimum lease payments, including any guaranteed residual values. Lease payments are allocated between the reduction of the lease liability and the lease interest expense for the year.

Leased assets are depreciated on a straight line basis over their estimated useful lives where it is likely that the Group will obtain ownership of the asset or over the term of the lease.

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 30 June 2013

**Note 1: Summary of Significant Accounting Policies (continued)****Accounting Policies (continued)****(m) Leases (continued)**

Lease payments for operating leases, where substantially all the risks and benefits remain with the lessor, are charged as expenses on a straight line basis.

Lease incentives under operating leases are recognised as a liability and amortised on a straight-line basis over the life of the lease term.

**(n) Share Capital**

Ordinary shares are classified as equity at the time that they are issued. Costs directly attributable to the issue of new shares or options are shown as a deduction from the equity proceeds, net of any income tax benefit.

**(o) Share-Based Payments**

The Group may provide benefits to Directors, employees or consultants in the form of share-based payment transactions, whereby services may be undertaken in exchange for shares or options over shares ("equity-settled transactions").

The fair value of options granted to Directors, employees and consultants is recognised as an employee benefit expense with a corresponding increase in equity (share option reserve). The fair value is measured at grant date and recognised over the period during which the recipients become unconditionally entitled to the options. Fair value is determined using a Black-Scholes option pricing model. An expense is still recognised for options that do not ultimately vest because a market condition was not met.

Where the terms of options are modified, the expense continues to be recognised from grant date to vesting date as if the terms had never been changed. In addition, at the date of the modification, a further expense is recognised for any increase in fair value of the transaction as a result of the change.

Where options are cancelled, they are treated as if vesting occurred on cancellation and any unrecognised expenses are taken immediately to the profit or loss. If new options are substituted for the cancelled options and designated as a replacement, the combined impact of the cancellation and replacement options are treated as if they were a modification.

**(p) Revenue**

Revenue is recognised and measured at the fair value of the consideration received or receivable to the extent it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

***Interest***

Interest revenue is recognized as interest accrues using the effective interest rate method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

All revenue is stated net of the amount of goods and services tax (GST).

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 30 June 2013

**Note 1: Summary of Significant Accounting Policies (continued)****Accounting Policies (continued)****(q) Income Tax**

The income tax expense for the period is the tax payable on the current period's taxable income rate for each jurisdiction adjusted by changes in deferred tax assets liabilities attributable to temporary differences between the tax base of assets and liabilities and their carrying amounts in the financial statements, and to unused tax losses.

The charge for current income tax expense is based on the profit for the year adjusted for any non-assessable or disallowed items. It is calculated using the tax rates that have been enacted or are substantially enacted by the balance date.

Deferred tax is accounted for using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax is calculated at the tax rates expected to apply to the period when the asset is realised or liability is settled. Deferred tax is recognised in the statement of comprehensive income except where it relates to items that may be recognised directly in equity, in which case the deferred tax is adjusted directly against equity. Deferred income tax assets are recognised to the extent that it is probable that future tax profits will be available against which deductible temporary differences can be utilised.

The amount of benefits brought to account or which may be realised in the future is based on the assumption that no adverse change will occur in income taxation legislation and the anticipation that the group will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions of deductibility imposed by the law.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where a legally enforceable right of set-off exists, the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

**(r) GST**

Revenues, expenses and assets are recognised net of GST except where GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item.

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

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

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



**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 30 June 2013

**Note 1: Summary of Significant Accounting Policies (continued)**
**Accounting Policies (continued)**
**(s) Earnings per Share**

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

Diluted earnings per share adjust the figures used in the determination of basic earnings per share to take into account:

- The after tax effect of interest and other financing costs associated with dilutive potential ordinary shares; and
- The weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

**(t) Comparatives**

When required by Australian Accounting Standards, comparative figures have been adjusted to conform to changes in presentation for the current financial year.

**(u) Critical Accounting Estimates and Judgments**

The Directors evaluate estimates and judgments incorporated into the financial report based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the Group.

**Key estimates - impairment**

The Group assesses impairment at each reporting date by evaluating conditions specific to the Group that may lead to impairment of assets. Where an impairment trigger exists, the recoverable amount of the asset is determined. Where applicable, value-in-use calculations performed in assessing recoverable amounts incorporate a number of key estimates.

**Key judgments - exploration & evaluation assets**

The Group performs regular reviews on each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest. These reviews are based on detailed surveys and analysis of drilling results performed to balance date.

**(u) Critical Accounting Estimates and Judgments (continued)**

The Directors have assessed that for the exploration and evaluation assets recognised at 30 June 2013, the facts and circumstances do not suggest that the carrying amount of an asset may exceed its recoverable amount. In considering this the Directors have had regard to the facts and circumstances that indicate a need for an impairment as noted in Accounting Standard AASB 6 "Exploration for and Evaluation of Mineral Resources".

Exploration and evaluation assets at 30 June 2013 were \$1,021,370 (2012: \$910,496).

	2013 \$	2012 \$
<b>Note 2. Revenue</b>		
- Interest received	1,811	2,056
- Other revenue	-	-
<b>Total Revenue</b>	<b>1,811</b>	<b>2,056</b>
(a) Interest revenue from:		
- At call deposits held with financial institutions	1,811	2,056
<b>Total Interest Revenue</b>	<b>1,811</b>	<b>2,056</b>

**Note 3. Profit / (Loss)**

Included in the profit / (loss) are the following specific expenses:

**Depreciation**

- Office equipment	799	86
- Plant & equipment	3,578	3,588

**NOTES TO THE FINANCIAL STATEMENTS (continued)**  
For the year ended 30 June 2013

	2013 \$	2012 \$
<b>Note 4. Income Tax</b>		
<b>(a) Components of income tax expense (benefit)</b>		
Income tax expense (benefit) is made up of:		
Current tax	-	-
Deferred tax	-	-
	-	-
<b>(b) The prima facie tax on profit / (loss) before income tax is reconciled to the income tax expense as follows:</b>		
Prima facie tax on profit / (loss) before income tax at 30% (2012: 30%)	(340,909)	(301,181)
Add tax effect of:		
Permanent differences	-	-
Current tax loss not recognised	237,769	421,156
Deferred tax through equity not recognised	-	(4,500)
Deferred tax not recognised	-	(115,475)
Other items	103,140	-
<b>Income tax expense</b>	<b>-</b>	<b>-</b>
<b>Deferred Tax Asset (at 30%)</b>		
Recognised temporary differences	8,320	17,983
Recognised Unused tax losses	365,095	255,166
<b>Total deferred tax assets recognised</b>	<b>373,415</b>	<b>273,149</b>
<b>Deferred Tax Liability</b>		
Recognised timing differences	(373,415)	(273,149)
<b>Net deferred tax recognised</b>	<b>-</b>	<b>-</b>
<b>Unrecognised deferred tax assets comprised of:</b>		
Deferred tax assets: Net unrecognised tax losses	778,897	541,128
Deferred tax assets: Gross unrecognised tax losses	2,596,323	1,803,761

In order to recoup carried forward losses in future periods, either the Continuity of Ownership Test (COT) or Same Business Test must be passed. The majority of losses are carried forward at 30 June 2013 under COT.

Deferred tax assets which have not been recognised as an asset, will only be obtained if:

- (i) the Company derives future assessable income of a nature and of an amount sufficient to enable the losses to be realised;
- (ii) the Company continues to comply with the conditions for deductibility imposed by the law; and
- (iii) no changes in tax legislation adversely affect the Company in realising the losses.

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 30 June 2013

**Note 5. Key Management Personnel**
**(a) Key Management Personnel Compensation**

The total remuneration of Key Management Personnel for the Group for the year was as follows:

	2013 \$	2012 \$
Short term employee benefits	349,440	146,021
Post-employment benefits	-	-
Share based payments	-	-
<b>Total</b>	<b>349,440</b>	<b>146,021</b>

Refer to the Remuneration Report contained in the Directors' Report for details of the remuneration paid or payable to each member of the Group's Key Management Personnel.

**(b) Equity Instruments**
**Shareholdings**

Current Year	Balance 1 July 2012	Granted as Compensation	Options Exercised	Net Change Other	Balance 30 June 2013
<b>Directors</b>					
Stephen Everett <sup>1</sup>	500,000	-	-	(500,000)	-
Nicholas Mather	-	-	-	-	-
Vince Mascolo	1,000,000	-	-	2,317,000	3,317,000
Stuart Crow <sup>2</sup>	-	-	-	400,000	400,000
<b>Other Key Management Personnel</b>					
Peter Williams <sup>3</sup>	500,000	-	-	(500,000)	-
Karl Schlobohm	200,000	-	-	-	200,000
Priy Jayasuriya	-	-	-	-	-
<b>Total</b>	<b>2,200,000</b>	<b>-</b>	<b>-</b>	<b>1,717,000</b>	<b>3,917,000</b>
Previous Year	Balance 1 July 2011	Granted as Compensation	Options Exercised	Net Change Other	Balance 30 June 2012
<b>Directors</b>					
Stephen Everett <sup>1</sup>	-	-	-	500,000	500,000
Nicholas Mather	-	-	-	-	-
Vince Mascolo	-	-	-	1,000,000	1,000,000
<b>Other Key Management Personnel</b>					
Peter Williams <sup>3</sup>	-	-	-	500,000	500,000
Karl Schlobohm	-	-	-	200,000	200,000
Priy Jayasuriya	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,200,000</b>	<b>2,200,000</b>

<sup>1</sup> Stephen Everett resigned 21 November 2012

<sup>2</sup> Stuart Crow appointed 1 February 2013

<sup>3</sup> Peter Williams appointed 9 January 2012, resigned 20 November 2012

"Net Change Other" above includes the balance of shares held on appointment / resignation, and shares acquired for cash.

There were no shares held nominally at 30 June 2013 (2012: nil).

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 30 June 2013

**Note 5. Key Management Personnel (continued)**
**(b) Equity Instruments (continued)**
**Option holdings**

There are no options held by Directors or Key Management personnel.

**(c) Loans to Key Management Personnel**

There were no loans to Directors or other key management personnel during the year.

**(d) Other Transactions with Key Management Personnel**

Other transactions with Directors are set out in Note 19. There were no other transactions or balances with key management personnel during the period.

**Note 6. Dividends and Franking Credits**

There were no dividends paid or recommended during the year or since the end of the year. There are no franking credits available to shareholders of the Company.

**Note 7. Auditors Remuneration**

 Audit and review of the financial reports of the Group  
 Taxation services

	2013 \$	2012 \$
Audit and review of the financial reports of the Group	15,000	12,000
Taxation services	3,500	11,185
	<b>18,500</b>	<b>23,185</b>

**Note 8. Earnings per Share (EPS)**
**(a) Earnings**

Earnings used to calculate basic and diluted EPS

(1,136,363)	(1,003,938)
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**(b) Weighted average number of shares and options**

Weighted average number of ordinary shares outstanding during the year, used in calculating basic earnings per share

91,385,693	65,688,913
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Weighted average number of dilutive options outstanding during the year

-	-
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Weighted average number of ordinary shares and potential ordinary shares outstanding during the year, used in calculating diluted earnings per share

91,385,693	65,688,913
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**Note 9. Cash and Cash Equivalents**

Cash at bank

	2013 \$	2012 \$
Cash at bank	29,661	214,130
	<b>29,661</b>	<b>214,130</b>

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 30 June 2013

	2013 \$	2012 \$
<b>Note 10. Trade and Other Receivables</b>		
GST refundable	24,525	20,805
	<b>24,525</b>	<b>20,805</b>

Receivables are non-interest bearing and are generally on 30-60 day terms. A provision for impairment loss is recognised when there is objective evidence that an individual receivable is impaired. No impairment loss has been recorded for the current and previous financial year.

Due to the short term nature of these receivables, their carrying value is assumed to approximate fair value. The maximum exposure to credit risk is the carrying value of receivables. Collateral is not held as security.

The receivables are not exposed to foreign exchange risk. No receivables were past due or impaired at 30 June 2013 (2012: nil).

	2013 \$	2012 \$
<b>Note 11. Other Financial Assets -Non-current</b>		
Security deposits	64,103	36,937
Investment in shares at cost	4,000	4,000
	<b>68,103</b>	<b>40,937</b>

**Note 12. Property, Plant and Equipment**

Plant & Equipment - at cost	32,815	32,815
Accumulated depreciation	(18,937)	(15,359)
Written down value	13,878	17,456
Office equipment - at cost	2,401	2,401
Accumulated depreciation	(885)	(86)
Written down value	1,516	2,315
Total written down value	<b>15,394</b>	<b>19,771</b>

**Reconciliation of carrying amounts at the beginning and of the year**

	Plant & Equipment \$	Office Equipment \$	Total \$
<b>Year ended 30 June 2013</b>			
At 1 July 2012 net of accumulated depreciation	17,456	2,315	19,771
Additions	-	-	-
Disposals	-	-	-
Depreciation charge for the year	(3,578)	(799)	(4,377)
At 30 June 2013 net of accumulated depreciation	<b>13,878</b>	<b>1,516</b>	<b>15,394</b>
<b>Year ended 30 June 2012</b>			
At 1 July 2011 net of accumulated depreciation	21,044	-	21,044
Additions	-	2,401	2,401
Disposals	-	-	-
Depreciation charge for the year	(3,588)	(86)	(3,674)
At 30 June 2012 net of accumulated depreciation	<b>17,456</b>	<b>2,315</b>	<b>19,771</b>

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 30 June 2013

	2013 \$	2012 \$
<b>Note 13. Exploration and Evaluation Assets</b>		
Exploration and evaluation assets	1,021,370	910,496
<b>Movements in carrying amounts</b>		
Balance at the beginning of the year	910,496	535,538
Additions	441,932	785,552
Acquisition of Quiver Coal Pty Ltd tenements	-	2,030
Written-off during the year	(331,058)	(412,624)
Balance at the end of the year	<b>1,021,370</b>	<b>910,496</b>

The recoverability of the carrying amount of exploration and evaluation assets is dependent on the successful development and commercial exploitation or alternatively, sale of the respective areas of interest.

### Note 14. Trade and Other Payables

Trade creditors	172,029	174,318
Accrued expenses	177,500	28,965
	<b>349,529</b>	<b>203,283</b>

Trade and other payables are non-interest bearing and are generally on 30-60 day terms.

Due to the short term nature of these payables, their carrying value is assumed to approximate fair value.

	2013 \$	2012 \$
<b>Note 15. Issued Capital</b>		
<b>(a) Issued and paid up capital</b>		
105,934,013 (2012: 88,923,760) ordinary shares fully paid	4,421,961	3,146,190
Share issue costs	(30,275)	(15,000)
	<b>4,391,686</b>	<b>3,131,190</b>

Ordinary shares participate in dividends and the proceeds on winding up the Company in proportion to the number of shares held. At shareholder meetings each ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on show of hands.

	Number of Shares	\$
<b>(b) Reconciliation of issued and paid-up capital</b>		
At 1 July 2011	58,000,000	1,600,001
Shares issued for cash (\$0.05 per share - 05/01/12)	10,000,000	500,000
Shares issued for cash (\$0.05 per share - 15/04/12 net of issue costs)	11,723,760	571,189
Shares issued for debt conversion (\$0.05 per share - 10/05/12)	3,800,000	190,000
Shares issued for cash (\$0.05 per share 29/06/12)	5,400,000	270,000
At 30 June 2012	<b>88,923,760</b>	<b>3,131,190</b>
At 1 July 2012	88,923,760	3,131,190
Shares issued for cash (\$0.075 per share - 01/05/13 net of issue costs)	7,609,999	555,477
Shares issued for debt conversion (\$0.075 per share - 01/05/13)	7,083,254	531,244
Shares issued for cash (\$0.075 per share - 30/06/13)	760,000	57,000
Share issued for debt conversion (\$0.075 per share - 30/06/13)	1,557,000	116,775
At 30 June 2013	<b>105,934,013</b>	<b>4,391,686</b>

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 30 June 2013

### Note 15. Issued Capital (continued)

#### (c) Options

As at 30 June 2013, there were no unissued ordinary shares of IronRidge Resources Limited under option.

#### (d) Capital Risk Management

When managing capital, management's objective is to ensure the entity continues as a going concern as well as to maintain optimal returns to shareholders and benefits for other stakeholders. Management also aims to maintain a capital structure to ensure the lowest costs of capital available to the Group.

The Group's capital comprises equity as shown in the statement of financial position. The Group is not exposed to externally imposed capital requirements.

	2013 \$	2012 \$
<b>Note 16. Accumulated Losses</b>		
Accumulated losses at the beginning of the year	(2,465,935)	(1,461,997)
Losses after income tax expense	(1,136,363)	(1,003,938)
Accumulated losses attributable to members of IronRidge Resources Limited at the end of the year	<b>(3,602,298)</b>	<b>(2,465,935)</b>
<b>Note 17. Information relating to IronRidge Resources Limited ("the parent entity")</b>		
Current assets	50,868	228,635
Total assets	2,240,053	2,324,034
Current liabilities	321,720	525,555
Total liabilities	625,281	839,910
<b>Net Assets</b>	<b>1,614,772</b>	<b>1,484,124</b>
Issued capital	4,391,686	3,131,190
Accumulated losses	(2,776,914)	(1,647,065)
Loss of the parent entity	(1,129,849)	(835,434)
Total comprehensive loss of the parent entity	(1,129,849)	(835,434)

The parent does not have any guarantees in relation to the debts of its subsidiaries, contingent liabilities or contractual obligations to purchase fixed assets at 30 June 2013 (2012: nil).

### Note 18. Cash Flow Reconciliation

Loss after income tax	(1,136,363)	(1,003,938)
Non-cash operating items		
- Write back of exploration expenditure	331,058	412,624
- Depreciation	4,377	3,674
Changes in operating assets and liabilities*		
(Increase) decrease in trade and other receivables	(24,525)	(14,819)
(Increase) decrease in other current assets	-	-
Increase (decrease) in trade and other payables*	581,010	73,073
Net cash flows from operating activities	<b>(244,442)</b>	<b>(529,386)</b>

\* Net of amounts relating to exploration and evaluation assets.

### Non-cash investing and financing activities

During the year \$500,000 (2012: \$190,000) of the loan owing by IronRidge Resources Limited to parent entity DGR Global Limited was converted to equity in IronRidge (refer note 15).

During the year a further \$148,019 (2012: Nil) of liabilities were settled by issue of equity (refer note 15).

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 30 June 2013

### Note 19. Related Party Disclosures

#### (a) Subsidiaries

The consolidated financial statements include the financial statements of IronRidge Resources Limited and the subsidiaries listed in the following table:

Name	Country of incorporation	Equity interest (%)	
		2013	2012
Eastern Exploration Pty Ltd	Australia	100	100
Quiver Coal Pty Ltd	Australia	100	100
IronRidge Botswana Pty Ltd	Botswana	100	100
IronRidge Gabon SA	Gabon	100	-

#### (b) Ultimate parent

DGR Global Limited (formerly D'Aguilar Gold Limited) is the ultimate parent, which is incorporated in Australia and owns 54% of IronRidge Resources Limited.

#### (c) Key management personnel

Details relating to key management personnel, including remuneration paid, are included in note 5.

#### (d) Transactions with related parties

The following table provides the total amount of transactions that were entered into with related parties for the relevant financial year:

Related party		Sales to related parties	Purchases from related parties	Other transactions with related parties
DGR Global Limited (i)	2013	-	300,000	-
	2012	-	181,500	-
Hopgood Ganim Lawyers (ii)	2013	-	17,445	-
	2011	-	4,000	-

(i) The Company has a commercial arrangement with DGR Global Limited for the provision of various services, whereby DGR Global Limited provides resources and services including the provision of its administration and exploration staff, its premises (for the purposes of conducting the Company's business operations), use of existing office furniture, equipment and certain stationery, together with general telephone, reception and other office facilities ("Services"). In consideration for the provision of the Services, the Group pays DGR Global Limited a monthly management fee. For the year ended 30 June 2013 \$300,000 was paid or payable to DGR Global Limited (2012: \$181,500) for the provision of the Services. The total amount outstanding at year end was \$32,924 (2012: \$nil).

(ii) Mr Brian Moller (a Director), is a partner in the Australian firm Hopgood Ganim lawyers. For the year ended 30 June 2013, Hopgood Ganim were paid \$17,445 (2012: \$4,000) for the provision of legal services to the Group. The services were based on normal commercial terms and conditions. The total amount outstanding at year end was \$40,000 (2012: \$59,435).

The outstanding balances at each relevant year end are unsecured, interest free and settlement occurs in cash. All outstanding amounts payable comprise current liabilities.



## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 30 June 2013

### Note 19. Related Party Disclosures (continued)

#### (e) Loans from related parties

During the year a loan of \$365,126 (2012: \$743,435) was advanced from DGR Global Limited to IronRidge Resources Limited. During the year \$182,600 was repaid in cash (2012: \$603,957) and \$500,000 was converted to equity (2012: \$190,000) resulting in a \$20,136 balance owing at year end (2012: \$337,610). The loan is unsecured and payable at call however DGR Global Limited have provided a letter of comfort to the Group acknowledging that the loan will only be payable on the earlier of IronRidge Limited obtaining sufficient working capital to warrant repayment, DGR Global Limited and IronRidge Resources Limited agreeing to convert some or all of the loan to equity in the Group or the expiry of twelve months from the balance date.

### Note 20. Capital Commitments

#### Future Exploration Commitments

The Group has certain obligations to expend minimum amounts on exploration in tenement areas. These obligations may be varied from time to time and are expected to be fulfilled in the normal course of operations of the Group. The commitments are as follows:

	2013 \$	2012 \$
Less than 12 months	3,216,188	3,262,150
Between 12 months and 5 years	4,935,836	2,897,150
	<b>8,152,024</b>	<b>6,159,300</b>

To keep tenements in good standing, work programs should meet certain minimum expenditure requirements. If the minimum expenditure requirements are not met, the Group has the option to negotiate new terms or relinquish the tenements. The Group also has the ability to meet expenditure requirements by joint venture or farm-in agreements.

### Note 21. Financial Risk Management

#### (a) General objectives, policies and processes

In common with all other businesses, the Group is exposed to risks that arise from its use of financial instruments. This note describes the Group's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

There have been no substantive changes in the Group's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous years unless otherwise stated in this note.

The Group's financial instruments consist mainly of deposits with banks, receivables and payables.

The Board has overall responsibility for the determination of the Group's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Group's finance function. The Group's risk management policies and objectives are therefore designed to minimise the potential impacts of these risks on the results of the Group where such impacts may be material.

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 30 June 2013

**Note 21. Financial Risk Management (continued)**

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Group's competitiveness and flexibility. Further details regarding these policies are set out below:

**(b) Credit Risk**

Credit risk is the risk that the other party to a financial instrument will fail to discharge their obligation resulting in the Group incurring a financial loss. This usually occurs when debtors fail to settle their obligations owing to the Group. The Group's objective is to minimise the risk of loss from credit risk exposure.

The maximum exposure to credit risk, excluding the value of any collateral or other security, at balance date to recognised financial assets, is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements.

Credit risk is reviewed regularly by the Board. It arises from exposure to receivables as well as through deposits with financial institutions and available-for-sale financial assets.

The Group does not have any material credit risk exposure to any single debtor or group of debtors under financial instruments entered into by the Group and at balance date.

The Group's cash at bank is wholly held with Macquarie Bank Limited.

**(c) Liquidity Risk**

Liquidity risk is the risk that the Group may encounter difficulties raising funds to meet financial obligations as they fall due. The objective of managing liquidity risk is to ensure, as far as possible, that the Group will always have sufficient liquidity to meet its liabilities when they fall due, under both normal and stressed conditions.

Liquidity risk is reviewed regularly by the Board.

The Group manages liquidity risk by monitoring forecast cash flows and liquidity ratios such as working capital. The Group did not have any financing facilities available at balance date.

**(d) Market Risk**

Market risk arises from the use of interest bearing, tradable and foreign currency financial instruments. It is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in interest rates (interest rate risk), foreign exchange rates (currency risk) or other market factors (other price risk). The Group does not have any material exposure to market risk other than interest rate risk.

*Interest rate risk*

Interest rate risk arises principally from cash and cash equivalents. The objective of interest rate risk management is to manage and control interest rate risk exposures within acceptable parameters while optimising the return.

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 30 June 2013

**Note 21. Financial Risk Management (continued)**

Interest rate risk is managed with a mixture of fixed and floating rate debt. For further details on interest rate risk refer to the tables below:

	Floating interest rate	Fixed interest rate	Non-interest bearing	Total carrying amount as per the balance sheet	Weighted average effective interest rate
	2013 \$	2013 \$	2013 \$	2013 \$	2013 %
<b>(i) Financial assets</b>					
Cash and cash equivalents	29,661	-	-	29,661	0.3%
Trade and other receivables	-	-	24,525	24,525	-
Other financial assets	-	-	68,103	68,103	-
<b>Total financial assets</b>	<b>29,661</b>	<b>-</b>	<b>92,628</b>	<b>122,289</b>	
<b>(ii) Financial liabilities</b>					
Trade and other payables	-	-	349,529	349,529	-
Non-interest-bearing loans	-	-	20,136	20,136	-
<b>Total financial liabilities</b>	<b>-</b>	<b>-</b>	<b>369,665</b>	<b>369,665</b>	

	Floating interest rate	Fixed interest rate	Non-interest bearing	Total carrying amount as per the balance sheet	Weighted average effective interest rate
	2012 \$	2012 \$	2012 \$	2012 \$	2012 %
<b>(i) Financial assets</b>					
Cash and cash equivalents	214,130	-	-	214,130	0.95%
Trade and other receivables	-	-	20,805	20,805	-
Other financial assets	-	-	40,937	40,937	-
<b>Total financial assets</b>	<b>214,130</b>	<b>-</b>	<b>61,742</b>	<b>275,872</b>	
<b>(ii) Financial liabilities</b>					
Trade and other payables	-	-	203,283	203,283	-
Other financial liabilities	-	-	337,601	337,601	-
<b>Total financial liabilities</b>	<b>-</b>	<b>-</b>	<b>540,884</b>	<b>540,884</b>	

**Note 22. Operating Segments**

The Group has identified its operating segment based on the internal reports that are reviewed and used by the Board of Directors (chief operating decision makers) in assessing performance and determining the allocation of resources. The Group is managed primarily on a geographic basis, that is, the location of the respective areas of interest (tenements) in Queensland, and Gabon. Operating segments are determined on the basis of financial information reported to the Board for the Group as a whole. The Group does not yet have any products or services from which it derives an income.

Accordingly, management currently identifies the Group as having only one reportable segment, being exploration for base and precious metals. The financial results from this segment are equivalent to the financial statements of the Group. There have been no changes in the operating segments during the year.

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**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 30 June 2013

**Note 23. Asset Acquisition of Quiver Coal Pty Ltd**

On 25 July 2012, IronRidge Resources Limited acquired 100% of the net assets of Quiver Coal Pty Ltd, from DGR Global Limited for consideration of \$2. The fair value of the net asset of Quiver Coal on acquisition was \$2.

**Note 24. Subsequent Events**

Subsequent to year end, the Group issued 8,653,333 \$0.075 shares to raise \$649,000 pursuant to a private placement. In addition, during October 2013 the Group announced a non-renounceable rights issue to eligible shareholders to raise approximately \$676,438, which is expected to be completed after the date of this report.

The Directors are not aware of any other significant changes in the state of affairs of the Group or events after the balance date that would have a material impact on the consolidated financial statements.

**Note 25. Contingent Assets and Liabilities**

There are no contingent assets and liabilities at 30 June 2013 (2012: none).

## DIRECTORS' DECLARATION

In accordance with a resolution of the Directors of IronRidge Resources Limited, I state that:

1. In the opinion of the Directors:
  - (a) The financial statements and notes of IronRidge Resources Limited for the financial year ended 30 June 2013 are in accordance with the *Corporations Act 2001*, including:
    - (i) Giving a true and fair view of its financial position as at 30 June 2013 and performance
    - (ii) Complying with the Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Regulations 2001*
  - (b) The financial statements and notes also comply with International Financial Reporting Standards as disclosed in Note 1
  - (c) There are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable
  - (d) The remuneration disclosures contained in the Remuneration Report comply with s300A of the *Corporations Act 2001*.
2. This declaration has been made after receiving the declarations required to be made to the Directors in accordance with section 295A of the *Corporations Act 2001* for the financial year ended 30 June 2013.

On behalf of the board



Vincent Mascolo  
Director

Brisbane  
Date: 8 November 2013

## INDEPENDENT AUDITORS' REPORT

To the members of IronRidge Resources Limited

### Report on the Financial Report

We have audited the accompanying financial report of IronRidge Resources Limited, which comprises the consolidated statement of financial position as at 30 June 2013, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the year's end or from time to time during the financial year.

#### Directors' Responsibility for the Financial Report

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error. In Note 1, the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements comply with *International Financial Reporting Standards*.

#### Auditor's Responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance about whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation of the financial report that gives a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### Independence

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*. We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of IronRidge Resources Limited, would be in the same terms if given to the directors as at the time of this auditor's report.

## Opinion

In our opinion:

- (a) the financial report of IronRidge Resources Limited is in accordance with the *Corporations Act 2001*, including:
  - (i) giving a true and fair view of the consolidated entity's financial position as at 30 June 2013 and of its performance for the year ended on that date; and
  - (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and
- (b) the financial report also complies with *International Financial Reporting Standards* as disclosed in Note 1.

## Emphasis of Matter

Without modifying our opinion, we draw attention to Note 1 in the financial report, which indicates that the ability of the consolidated entity to continue as a going concern is dependent upon the future successful raising of necessary funding through equity, successful exploration and subsequent exploitation of the consolidated entity's tenements, and/or sale of non-core assets. These conditions, along with other matters set out in Note 1, indicate the existence of a material uncertainty that may cast significant doubt on the consolidated entity's ability to continue as a going concern and, therefore, the consolidated entity may be unable to realise its assets and discharge its liabilities in the normal course of business.

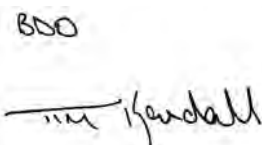
## Report on the Remuneration Report

We have audited the Remuneration Report included in pages 9 to 13 of the directors' report for the year ended 30 June 2013. The directors of the company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

## Opinion

In our opinion, the Remuneration Report of IronRidge Resources Limited for the year ended 30 June 2013 complies with section 300A of the *Corporations Act 2001*.

**BDO Audit Pty Ltd**



**T J Kendall**  
Director

Brisbane, 8 November 2013

**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**  
 For the year ended 30 June 2012

	Notes	2012 \$	2011 \$
Revenue	2	2,056	12,495
Administration and consulting expenses		497,222	55,020
Depreciation		3,674	3,583
Employee benefits expenses		83,218	-
Exploration costs written-off		412,624	-
Legal expenses		9,256	39,633
Share based payments expense		-	-
<b>(Loss) before income tax</b>	<b>3</b>	<b>(1,003,938)</b>	<b>(85,741)</b>
Income tax benefit	4	-	-
<b>(Loss) for the year</b>		<b>(1,003,938)</b>	<b>(85,471)</b>
Other comprehensive income		-	-
<b>Total comprehensive income for the year attributable to the owners of IronRidge Resources Limited</b>		<b>(1,003,938)</b>	<b>(85,471)</b>

Earnings per share		Cents / share	Cents / Share
Basic earnings per share	8	(1.5)	(0.2)
Diluted earnings per share	8	(1.5)	(0.2)

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.



**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
 As at 30 June 2012

	Notes	2012 \$	2011 \$
<b>Current assets</b>			
Cash and cash equivalents	9	214,130	670
Trade and other receivables	10	20,805	5,986
<b>Total current assets</b>		<b>234,935</b>	<b>6,656</b>
<b>Non-current assets</b>			
Other financial assets	11	40,937	46,500
Property, plant and equipment	12	19,771	21,044
Exploration and evaluation assets	13	910,496	535,538
<b>Total non-current assets</b>		<b>971,204</b>	<b>603,082</b>
<b>Total assets</b>		<b>1,206,139</b>	<b>609,738</b>
<b>Current liabilities</b>			
Trade and other payables	14	203,283	80,641
Non-Interest-bearing loans	19(e)	337,601	-
<b>Total current liabilities</b>		<b>540,884</b>	<b>80,641</b>
<b>Non-current liabilities</b>			
Non-Interest-bearing loans	19(e)	-	391,093
<b>Total non-current liabilities</b>		<b>-</b>	<b>391,093</b>
<b>Total liabilities</b>		<b>540,884</b>	<b>471,734</b>
<b>Net assets</b>		<b>665,255</b>	<b>138,004</b>
<b>Equity</b>			
Issued capital	15	3,131,190	1,600,001
Reserves		-	-
Accumulated losses	16	(2,465,935)	(1,461,997)
<b>Total equity attributable to owners of IronRidge Resources Limited</b>		<b>665,255</b>	<b>138,004</b>

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**  
 For the year ended 30 June 2012

	Issued Capital \$	Accumulated Losses \$	Reserves \$	Total Equity \$
<b>Balance at 1 July 2010</b>	<b>1,600,001</b>	<b>(1,376,526)</b>	-	<b>223,475</b>
Loss for the year		(85,471)	-	(85,471)
Other comprehensive income		-	-	-
Total comprehensive income for the year		(85,471)	-	(85,471)
<b>Balance at 30 June 2011</b>	<b>1,600,001</b>	<b>(1,461,997)</b>	-	<b>138,004</b>
Loss for the year	-	(1,003,938)	-	(1,003,938)
Other comprehensive income	-	-	-	-
Total comprehensive income for the year	-	(1,003,938)	-	(1,003,938)
Shares issued during the year	1,546,189	-	-	1,546,189
Share issue costs, net of tax	(15,000)	-	-	(15,000)
<b>Balance at 30 June 2012</b>	<b>3,131,190</b>	<b>(2,465,935)</b>	-	<b>665,255</b>

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

**CONSOLIDATED STATEMENT OF CASH FLOWS**  
 For the year ended 30 June 2012

	Notes	2012 \$	2011 \$
<b>Cash flows from operating activities</b>			
Receipts from customers (including GST)		61,027	-
Payments to suppliers and employees (including GST)		(592,469)	(87,206)
Interest received		2,056	3
Interest paid		-	-
<b>Net cash flows from operating activities</b>	<b>18</b>	<b>(529,386)</b>	<b>(87,203)</b>
<b>Cash flows from investing activities</b>			
Payments for security deposits		5,563	(20,000)
Payments for investments in available for sale securities		-	(4,000)
Purchase of property, plant and equipment		(2,401)	-
Payments for exploration and evaluation assets		(735,983)	(185,932)
<b>Net cash flows from investing activities</b>		<b>(732,821)</b>	<b>(209,932)</b>
<b>Cash flows from financing activities</b>			
Proceeds from the issue of shares		1,356,189	-
Transactions costs on the issue of shares		(15,000)	-
Proceeds from borrowings		743,435	292,410
Repayment of borrowings		(608,957)	-
<b>Net cash flows from financing activities</b>		<b>1,475,667</b>	<b>292,410</b>
Net increase / (decrease) in cash and cash equivalents		213,460	(4,725)
Cash and cash equivalents at the beginning of the year		670	5,395
<b>Cash and cash equivalents at the end of the year</b>	<b>9</b>	<b>214,130</b>	<b>670</b>

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

## NOTES TO THE FINANCIAL STATEMENTS

### For the year ended 30 June 2012

#### Note 1: Summary of Significant Accounting Policies

##### Corporate Information

The consolidated financial report of IronRidge Resources Limited for the year ended 30 June 2012 was authorised for issue in accordance with a resolution of the directors on 31 October 2012.

IronRidge Resources Limited (the Parent) is a public company limited by shares incorporated and domiciled in Australia. The ultimate parent of IronRidge Resources Limited is DGR Global Limited (formerly D'Aguilar Gold Limited) which owns 57% of the ordinary shares. The Group's registered office is located at Level 27 One One One, 111 Eagle Street, Brisbane, QLD 4000.

The nature of the operations and principal activities of the Group are described in the director's report.

##### Basis of Preparation

This financial report is a general purpose financial report that has been prepared in accordance with Australian Accounting Standards, including Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standards Board and the *Corporations Act 2001*. The Group is considered a for-profit entity for the purpose of Australian Accounting Standards.

The financial report covers the Group comprising of IronRidge Resources Limited and its subsidiaries and is presented in Australian dollars.

##### *Compliance with IFRS*

Australian Accounting Standards include Australian Equivalents to International Financial Reporting Standards (AIFRS). Compliance with AIFRS ensures that the financial statements and notes of IronRidge Resources Limited comply with International Financial Reporting Standards (IFRS).

##### *Going concern*

The financial statements have been prepared on a going concern basis which contemplates the continuity of normal business activities and the realisation of assets and discharge of liabilities in the ordinary course of business. The Group has not generated revenues from operations. As such, the Group's ability to continue to adopt the going concern assumption will depend upon a number of matters including the successful closure of its proposed \$6 million capital raising, its subsequent successful raising in the future of necessary funding and the successful exploration and subsequent exploitation of the Group's tenements. In the absence of these matters being successful, in particular the initial public offering, there exists a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern with the result that the Group may have to realise its assets and extinguish its liabilities other than in the ordinary course of business, and at amounts different from those stated in the financial statements. No adjustments for such circumstances have been made in the financial statements.

##### *Reporting basis and conventions*

The financial report has been prepared on an accruals basis and is based on historical costs modified by the revaluation of selected non-current assets, and financial assets and financial liabilities for which the fair value basis of accounting has been applied.

The following is a summary of the material accounting policies adopted by the Group in the preparation of the financial report.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### For the year ended 30 June 2012

#### Note 1: Summary of Significant Accounting Policies (continued)

##### Accounting Policies

##### (a) New Accounting Standards and Interpretations

The accounting policies adopted are consistent with those of the previous financial year except as follows:

The Group has adopted the following new and amended Australian Accounting Standards and AASB Interpretations as of 1 July 2011:

Reference	Title	Application date of standard	Application date for the Group
AASB 124 (R)	Related Party Disclosures (December 2009)	1 January 2011	1 July 2011
AASB 2009-12	Amendments to Australian Accounting Standards [AASB 5, 8, 108, 110, 112, 119, 133, 137, 139, 1023 & 1031 and Interpretations 2, 4, 16, 1039 & 1052]	1 January 2011	1 July 2011
AASB 2009-14	Amendments to Australian Interpretation - Prepayments of a Minimum Funding Requirement	1 January 2011	1 July 2011
AASB 1054	Australian Additional Disclosures	1 July 2011	1 July 2011
AASB 2010-4	Further Amendments to Australian Accounting Standards arising from the Annual Improvements Project [AASB 1, 7, 101, 134 and Interpretation 13]	1 January 2011	1 July 2011
AASB 2010-5	Amendments to Australian Accounting Standards [AASB 1, 3, 4, 5, 101, 107, 112, 118, 119, 121, 132, 133, 134, 137, 139, 140, 1023 & 1038 and Interpretations 112, 115, 127, 132 & 1042]	1 January 2011	1 July 2011
AASB 2010-6	Amendments to Australian Accounting Standards - Disclosures on Transfers of Financial Assets [AASB 1 & AASB 7]	1 July 2011	1 July 2011
AASB 2011-1	Amendments to Australian Accounting Standards arising from the Trans-Tasman Convergence project [AASB 1, AASB 5, AASB 101, AASB 107, AASB 108, AASB 121, AASB 128, AASB 132, AASB 134, Interpretation 2, Interpretation 112, Interpretation 113]	1 July 2011	1 July 2011

Australian Accounting Standards and Interpretations that have been recently issued or amended but are not yet effective have not been adopted by the Group for the annual reporting period ending 30 June 2012.

The Group anticipates that all of the relevant pronouncements will be adopted in the Group's accounting policies for the first period beginning after the effective date of the pronouncement. Information of new standards, amendments and interpretations that are expected to be relevant to the Group's financial statements is provided below:

Reference	Title	Application date of standard	Application date for the Group
AASB 9	Financial Instruments	1 January 2015	1 July 2015
AASB 10	Consolidated Financial Statements	1 January 2013	1 July 2013
AASB 11	Joint Arrangements	1 January 2013	1 July 2013
AASB 12	Disclosure of Interests in Other Entities	1 January 2013	1 July 2013
AASB 13	Fair Value Measurements	1 January 2013	1 July 2013
AASB 20011-9	Amendments to Australian Accounting Standards Presentation of Items of Other Comprehensive Income (AASB 101 Amendments)	1 July 2012	1 July 2012
AASB 20011-4	Amendments to Australian Accounting Standards to Remove Individual Key Management Personnel Disclosure Requirements (AASB 124 Amendments)	1 July 2013	1 July 2013

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### For the year ended 30 June 2012

#### Note 1: Summary of Significant Accounting Policies (continued)

##### Accounting Policies (continued)

##### (b) Basis of Consolidation

The consolidated financial statements comprise the financial statements of IronRidge Resources Limited and its subsidiaries as at and for the period ended 30 June each year (the "Group").

Subsidiaries are all those entities over which the Group has the power to govern the financial and operating policies so as to obtain benefits from their activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether a Group controls another entity.

The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies. In preparing the consolidated financial statements, all intercompany balances, transactions, unrealized gains and losses resulting from intra-group transactions and dividends have been eliminated in full.

Subsidiaries are fully consolidated from the date on which control is obtained by the Group and cease to be consolidated from the date on which control is transferred out of the Group.

Investments in subsidiaries held by IronRidge Resources Limited are accounted for at cost in the separate financial statements of the parent entity less any impairment charges. Dividends received from subsidiaries are recorded as a component of other revenues by the parent entity, and do not impact the recorded cost of the investment. Upon receipt of dividend payments from subsidiaries, the parent will assess whether any indicators of impairment of the carrying value of the investment in the subsidiary exist. Where such indicators exist, to the extent that the carrying value of the investment exceeds its recoverable amount, an impairment loss is recognised.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. The acquisition method of accounting involves recognising at acquisition date, separately from goodwill, the identifiable assets acquired, the liabilities assumed and any non-controlling interest in the acquiree. The identifiable assets acquired and the liabilities assumed are measured at their acquisition date fair values.

The difference between the above items and the fair value of consideration (including the fair value of any pre-existing investment in the acquiree) is goodwill or discount on acquisition.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill forms part of a cash generating unit and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the cash generating unit retained.

Non-controlling interests are allocated their share of net profit after tax in the statement of comprehensive income and presented within equity in the consolidated statement of financial position, separately from the equity of the owners of the parent.

Losses are attributed to the non-controlling interest even if that results in a deficit balance.

A change in ownership interest of a subsidiary that does not result in a loss of control, is accounted for as an equity transaction.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### For the year ended 30 June 2012

#### Note 1: Summary of Significant Accounting Policies (continued)

##### Accounting Policies (continued)

##### (c) Business Combinations

Business combinations are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition date fair values of the assets transferred by the acquirer, the liabilities incurred by the acquirer to former owners of the acquiree and the equity issued by the acquirer, and the amount of any non-controlling interest in the acquiree. For each business combination, the acquirer measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred, and included in administrative expenses.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with contractual terms, economic conditions, the Group's operating or accounting policies and other pertinent conditions as at the acquisition date.

If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value through profit and loss.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability will be recognised in accordance with AASB 139 either in profit or loss or as a change to other comprehensive income. If the contingent consideration is classified as equity, it is not remeasured.

##### (d) Operating Segments

An operating segment is a component of an entity that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available. This may include start-up operations which are yet to earn revenues.

Operating segments that meet the quantitative criteria as prescribed by AASB 8 are reported separately. However, an operating segment that does not meet the quantitative criteria is still reported separately where information about the segment would be useful to users of the financial statements.

Information about other operating segments that are below the quantitative criteria are combined and disclosed in a separate category for "all other segments".

##### (e) Cash and Cash Equivalents

For the statement of cash flows, cash and cash equivalents include cash on hand, deposits held at call with banks, other short term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within short-term borrowings in current liabilities on the statement of financial position.

##### (f) Trade and other receivables

Receivables generally have 30-60 day terms, are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less an allowance for impairment.

Collectability of receivables is reviewed on an ongoing basis. Individual debts that are known to be uncollectible are written off when identified. An impairment provision is recognised when there is objective evidence that the Group will not be able to collect the receivable. Financial difficulties of the debtor or debts more than 90 days overdue are considered objective evidence of impairment. The amount of the impairment loss is the receivable carrying amount compared to the present value of estimated future cash flows, discounted at the original effective interest rate.

**NOTES TO THE FINANCIAL STATEMENTS (continued)**  
For the year ended 30 June 2012

**Note 1: Summary of Significant Accounting Policies (continued)**

**Accounting Policies (continued)**

**(g) Financial Instruments**

*Recognition and Initial Measurement*

Financial instruments, incorporating financial assets and financial liabilities, are recognised when the entity becomes a party to the contractual provisions of the instrument. Trade date accounting is adopted for financial assets that are delivered within timeframes established by marketplace convention.

Financial instruments are initially measured at fair value plus transactions costs where the instrument is not classified as at fair value through profit or loss. Transaction costs related to instruments classified as at fair value through profit or loss are expensed to profit or loss immediately. Financial instruments are classified and measured as set out below.

*Classification and Subsequent Measurement*

- (i) **Loans and receivables**  
Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortised cost using the effective interest rate method.
- (ii) **Financial liabilities**  
Non-derivative financial liabilities (excluding financial guarantees) are subsequently measured at amortised cost using the effective interest rate method.
- (iii) **Available-for-sale financial assets**  
Available for sale financial assets comprise investments in listed entities. These investments are recorded at cost.

*Derecognition*

Financial assets are derecognised where the contractual rights to receipt of cash flows expires or the asset is transferred to another party whereby the entity no longer has any significant continuing involvement in the risks and benefits associated with the asset. Financial liabilities are derecognized where the related obligations are either discharged, cancelled or expire. The difference between the carrying value of the financial liability extinguished or transferred to another party and the fair value of consideration paid, including the transfer of non-cash assets or liabilities assumed is recognised in profit or loss.

**(h) Property, Plant & Equipment**

Property, plant & equipment are stated at historical cost less accumulated depreciation and any accumulated impairment losses.

The cost of property, plant & equipment constructed within the Group includes the cost of materials, direct labour, borrowing costs and an appropriate portion of fixed and variable costs. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the profit or loss during the financial year in which they are incurred.

*Depreciation*

The depreciable amount of all property, plant & equipment is depreciated over their useful life to the Group commencing from the time the asset is held ready for use. Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements.

The depreciation rates used for each class of assets are:

<i>Class of Property, plant &amp; equipment</i>	<i>Depreciation</i>
Plant & Equipment	10% - 15% Straight line
Office Equipment	33.3% Straight line



## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 30 June 2012

### Note 1: Summary of Significant Accounting Policies (continued)

#### Accounting Policies (continued)

##### (h) Property, Plant & Equipment (continued)

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These are included in the statement of comprehensive income.

##### *Derecognition*

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

##### (i) Exploration and Evaluation Assets

Exploration and evaluation expenditure incurred is accumulated in respect of each identifiable area of interest. Such expenditures comprise net direct costs and an appropriate portion of related overhead expenditure but do not include overheads or administration expenditure not having a specific nexus with a particular area of interest. These costs are only carried forward to the extent that they are expected to be recouped through the successful development of the area or where activities in the area have not yet reached a stage which permits reasonable assessment of the existence of economically recoverable reserves and active or significant operations in relation to the area are continuing.

A regular review has been undertaken on each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest.

A provision is raised against exploration and evaluation expenditure where the Directors are of the opinion that the carried forward net cost may not be recoverable or the right of tenure in the area lapses. The increase in the provision is charged against the results for the year. Accumulated costs in relation to an abandoned area are written off in full against profit in the year in which the decision to abandon the area is made.

When production commences, the accumulated costs for the relevant area of interest are amortised over the life of the area according to the rate of depletion of the economically recoverable reserves.

Costs of site restoration are provided over the life of the area from when exploration commences and are included in the costs of that stage. Site restoration costs include the dismantling and removal of mining plant, equipment and building structure, waste removal, and rehabilitation of the site in accordance with clauses of mining permits. Such costs have been determined using estimates of future costs, current legal requirements and technology on an undiscounted basis.

Any changes in the estimates for the costs are accounted on a prospective basis. In determining the costs of site restoration, there is uncertainty regarding the nature and extent of the restoration due to community expectations and future legislation. Accordingly the costs have been determined on the basis that restoration will be completed within one year of abandoning the site.

##### (j) Impairment of Assets

At each reporting date, the Group reviews the carrying values of its tangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the profit or loss.

Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 30 June 2012

### Note 1: Summary of Significant Accounting Policies (continued)

#### Accounting Policies (continued)

##### (k) Trade and Other Payables

Trade and other payables are carried at amortised cost and due to their short term nature they are not discounted. They represent liabilities for goods and services provided to the Group prior to the end of the financial year that are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services. The amounts are unsecured and are usually paid within 30-60 days of recognition.

##### (l) Provisions and Employee Benefits

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is possible that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

When the Group expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of comprehensive income net of any reimbursement.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the reporting date. The discount rate used to determine the present value reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision resulting from the passage of time is recognised in finance costs.

#### *Employee benefits*

##### *(i) Wages, salaries and annual leave*

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

##### *(ii) Long service leave*

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

##### (m) Leases

Leases of property, plant & equipment where substantially all the risks and benefits incidental to the ownership of the asset, but not the legal ownership, are transferred to the Group are classified as finance leases.

Finance leases are capitalised by recording an asset and a liability at the lower of the amounts equal to the fair value of the leased property or the present value of the minimum lease payments, including any guaranteed residual values. Lease payments are allocated between the reduction of the lease liability and the lease interest expense for the year.

Leased assets are depreciated on a straight line basis over their estimated useful lives where it is likely that the Group will obtain ownership of the asset or over the term of the lease.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 30 June 2012

### Note 1: Summary of Significant Accounting Policies (continued)

#### Accounting Policies (continued)

##### (m) Leases (continued)

Lease payments for operating leases, where substantially all the risks and benefits remain with the lessor, are charged as expenses on a straight line basis.

Lease incentives under operating leases are recognised as a liability and amortised on a straight-line basis over the life of the lease term.

##### (n) Share Capital

Ordinary shares are classified as equity at the time that they are issued. Costs directly attributable to the issue of new shares or options are shown as a deduction from the equity proceeds, net of any income tax benefit.

##### (o) Share-Based Payments

The Group may provide benefits to Directors, employees or consultants in the form of share-based payment transactions, whereby services may be undertaken in exchange for shares or options over shares ("equity-settled transactions").

The fair value of options granted to Directors, employees and consultants is recognised as an employee benefit expense with a corresponding increase in equity (share option reserve). The fair value is measured at grant date and recognised over the period during which the recipients become unconditionally entitled to the options. Fair value is determined using a Black-Scholes option pricing model. An expense is still recognised for options that do not ultimately vest because a market condition was not met.

Where the terms of options are modified, the expense continues to be recognised from grant date to vesting date as if the terms had never been changed. In addition, at the date of the modification, a further expense is recognised for any increase in fair value of the transaction as a result of the change.

Where options are cancelled, they are treated as if vesting occurred on cancellation and any unrecognised expenses are taken immediately to the profit or loss. If new options are substituted for the cancelled options and designated as a replacement, the combined impact of the cancellation and replacement options are treated as if they were a modification.

##### (p) Revenue

Revenue is recognised and measured at the fair value of the consideration received or receivable to the extent it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

#### *Interest*

Interest revenue is recognized as interest accrues using the effective interest rate method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

All revenue is stated net of the amount of goods and services tax (GST).

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 30 June 2012

### Note 1: Summary of Significant Accounting Policies (continued)

#### Accounting Policies (continued)

##### (q) Income Tax

The income tax expense for the period is the tax payable on the current period's taxable income rate for each jurisdiction adjusted by changes in deferred tax assets liabilities attributable to temporary differences between the tax base of assets and liabilities and their carrying amounts in the financial statements, and to unused tax losses.

The charge for current income tax expense is based on the profit for the year adjusted for any non-assessable or disallowed items. It is calculated using the tax rates that have been enacted or are substantially enacted by the balance date.

Deferred tax is accounted for using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax is calculated at the tax rates expected to apply to the period when the asset is realised or liability is settled. Deferred tax is recognised in the statement of comprehensive income except where it relates to items that may be recognised directly in equity, in which case the deferred tax is adjusted directly against equity. Deferred income tax assets are recognised to the extent that it is probable that future tax profits will be available against which deductible temporary differences can be utilised.

The amount of benefits brought to account or which may be realised in the future is based on the assumption that no adverse change will occur in income taxation legislation and the anticipation that the group will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions of deductibility imposed by the law.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where a legally enforceable right of set-off exists, the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 30 June 2012

### Note 1: Summary of Significant Accounting Policies (continued)

#### Accounting Policies (continued)

##### (r) GST

Revenues, expenses and assets are recognised net of GST except where GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item.

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

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

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

##### (s) Earnings per Share

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

Diluted earnings per share adjust the figures used in the determination of basic earnings per share to take into account:

- The after tax effect of interest and other financing costs associated with dilutive potential ordinary shares; and
- The weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

##### (t) Comparatives

When required by Australian Accounting Standards, comparative figures have been adjusted to conform to changes in presentation for the current financial year.

##### (u) Critical Accounting Estimates and Judgments

The Directors evaluate estimates and judgments incorporated into the financial report based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the Group.

###### *Key estimates - impairment*

The Group assesses impairment at each reporting date by evaluating conditions specific to the Group that may lead to impairment of assets. Where an impairment trigger exists, the recoverable amount of the asset is determined. Where applicable, value-in-use calculations performed in assessing recoverable amounts incorporate a number of key estimates.

###### *Key judgements - exploration & evaluation assets*

The Group performs regular reviews on each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest. These reviews are based on detailed surveys and analysis of drilling results performed to balance date.

**NOTES TO THE FINANCIAL STATEMENTS (continued)**  
For the year ended 30 June 2012

**Note 1: Summary of Significant Accounting Policies (continued)**

**Accounting Policies (continued)**

**(u) Critical Accounting Estimates and Judgments (continued)**

The Directors have assessed that for the exploration and evaluation assets recognised at 30 June 2012, the facts and circumstances do not suggest that the carrying amount of an asset may exceed its recoverable amount. In considering this the Directors have had regard to the facts and circumstances that indicate a need for an impairment as noted in Accounting Standard AASB 6 "Exploration for and Evaluation of Mineral Resources".

Exploration and evaluation assets at 30 June 2012 were \$910,496 (2011: \$535,538).

	2012 \$	2011 \$
<b>Note 2. Revenue</b>		
- Interest received	2,056	3
- Other revenue	-	12,492
<b>Total Revenue</b>	<b>2,056</b>	<b>12,495</b>
(a) Interest revenue from:		
- At call deposits held with financial institutions	2,056	3
<b>Total Interest Revenue</b>	<b>2,056</b>	<b>3</b>
(b) Other Income		
- Partial refund of tenement rentals on surrendered tenements	-	12,492
<b>Total Other Income</b>	<b>-</b>	<b>12,492</b>
<b>Note 3. Profit / (Loss)</b>		
Included in the profit / (loss) are the following specific expenses:		
Depreciation		
- Office equipment	86	-
- Plant & equipment	3,588	3,583

**NOTES TO THE FINANCIAL STATEMENTS (continued)**  
For the year ended 30 June 2012

	2012 \$	2011 \$
<b>Note 4. Income Tax</b>		
<b>(a) Components of income tax expense (benefit)</b>		
Income tax expense (benefit) is made up of:		
Current tax	-	-
Deferred tax	-	-
	-	-
<b>(b) The prima facie tax on profit / (loss) before income tax is reconciled to the income tax expense as follows:</b>		
Prima facie tax on profit / (loss) before income tax at 30% (2011: 30%)	(301,181)	(25,641)
Add tax effect of:		
Permanent differences	-	-
Current tax loss not recognised	421,156	(82,243)
Deferred tax through equity not recognised	(4,500)	-
Deferred tax not recognised	(115,475)	107,884
<b>Income tax expense</b>	<b>-</b>	<b>-</b>
<b>Deferred Tax Asset (at 30%)</b>		
Recognised temporary differences	17,983	20,986
Recognised Unused tax losses	255,166	139,691
<b>Total deferred tax assets recognised</b>	<b>273,149</b>	<b>160,677</b>
<b>Deferred Tax Liability</b>		
Recognised timing differences	(273,149)	(160,677)
<b>Net deferred tax recognised</b>	<b>-</b>	<b>-</b>
<b>Unrecognised deferred tax assets comprised of:</b>		
Deferred tax assets: Net unrecognised tax losses	541,128	235,445
Deferred tax assets: Gross unrecognised tax losses	1,803,761	784,827

In order to recoup carried forward losses in future periods, either the Continuity of Ownership Test (COT) or Same Business Test must be passed. The majority of losses are carried forward at 30 June 2012 under COT.

Deferred tax assets which have not been recognised as an asset, will only be obtained if:

- (i) the Company derives future assessable income of a nature and of an amount sufficient to enable the losses to be realised;
- (ii) the Company continues to comply with the conditions for deductibility imposed by the law; and
- (iii) no changes in tax legislation adversely affect the Company in realising the losses.

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 30 June 2012

**Note 5. Key Management Personnel**
**(a) Key Management Personnel Compensation**

The total remuneration of Key Management Personnel for the Group for the year was as follows:

	2012 \$	2011 \$
Short term employee benefits	146,021	5,833
Post-employment benefits	-	-
Share based payments	-	-
<b>Total</b>	<b>146,021</b>	<b>5,833</b>

Refer to the Remuneration Report contained in the Directors' Report for details of the remuneration paid or payable to each member of the Group's Key Management Personnel.

**(b) Equity Instruments**
**Shareholdings**

Current Year	Balance 1 July 2011	Granted as Compensation	Options Exercised	Net Change Other	Balance 30 June 2012
<b>Directors</b>					
Stephen Everett <sup>1</sup>	-	-	-	500,000	500,000
Nicholas Mather	-	-	-	-	-
Vince Mascolo	-	-	-	1,000,000	1,000,000
Brian Moller <sup>2</sup>	-	-	-	-	-
Bill Stubbs <sup>2</sup>	-	-	-	-	-
<b>Other Key Management Personnel</b>					
Peter Williams <sup>3</sup>	-	-	-	500,000	500,000
Karl Schlobohm	-	-	-	200,000	200,000
Priy Jayasuriya <sup>4</sup>	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,200,000</b>	<b>2,200,000</b>
Previous Year	Balance 1 July 2010	Granted as Compensation	Options Exercised	Net Change Other	Balance 30 June 2011
<b>Directors</b>					
Stephen Everett <sup>1</sup>	-	-	-	-	-
Nicholas Mather	-	-	-	-	-
Vince Mascolo	-	-	-	-	-
Brian Moller <sup>2</sup>	-	-	-	-	-
Bill Stubbs <sup>2</sup>	-	-	-	-	-
<b>Other Key Management Personnel</b>					
Karl Schlobohm	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

<sup>1</sup> Stephen Everett appointed 30 May 2011

<sup>2</sup> Brian Moller and Bill Stubbs resigned 15 November 2011

<sup>3</sup> Peter Williams appointed 9 January 2012

<sup>4</sup> Priy Jayasuriya appointed 22 November 2011

"Net Change Other" above includes the balance of shares held on appointment / resignation, and shares acquired for cash.

There were no shares held nominally at 30 June 2012 (2011: nil).



**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 30 June 2012

**Note 5. Key Management Personnel (continued)**
**(b) Equity Instruments (continued)**
**Option holdings**

There are no options held by Directors or Key Management personnel.

**(c) Loans to Key Management Personnel**

There were no loans to Directors or other key management personnel during the year.

**(d) Other Transactions with Key Management Personnel**

Other transactions with Directors are set out in Note 23. There were no other transactions or balances with key management personnel during the period.

**Note 6. Dividends and Franking Credits**

There were no dividends paid or recommended during the year or since the end of the year. There are no franking credits available to shareholders of the Company.

**Note 7. Auditors Remuneration**

 Audit and review of the financial reports of the Group  
 Taxation services

	2012 \$	2011 \$
	12,000	-
	11,185	-
	<b>23,185</b>	<b>-</b>

**Note 8. Earnings per Share (EPS)**
**(a) Earnings**

Earnings used to calculate basic and diluted EPS

(1,003,938)	(85,471)
-------------	----------

**(b) Weighted average number of shares and options**

Weighted average number of ordinary shares outstanding during the year, used in calculating basic earnings per share

65,688,913	58,000,000
------------	------------

Weighted average number of dilutive options outstanding during the year

-	-
---	---

Weighted average number of ordinary shares and potential ordinary shares outstanding during the year, used in calculating diluted earnings per share

65,688,913	58,000,000
------------	------------

**Note 9. Cash and Cash Equivalents**

Cash at bank

	2012 \$	2011 \$
	214,130	670
	<b>214,130</b>	<b>670</b>

**NOTES TO THE FINANCIAL STATEMENTS**  
**(continued)**

For the year ended 30 June 2012

	2012 \$	2011 \$
<b>Note 10. Trade and Other Receivables</b>		
GST refundable	20,805	5,986
	<b>20,805</b>	<b>5,986</b>

Receivables are non-interest bearing and are generally on 30-60 day terms. A provision for impairment loss is recognised when there is objective evidence that an individual receivable is impaired. No impairment loss has been recorded for the current and previous financial year.

Due to the short term nature of these receivables, their carrying value is assumed to approximate fair value. The maximum exposure to credit risk is the carrying value of receivables. Collateral is not held as security.

The receivables are not exposed to foreign exchange risk. No receivables were past due or impaired at 30 June 2012 (2011: nil).

	2012 \$	2011 \$
<b>Note 11. Other Financial Assets -Non-current</b>		
Security deposits	36,937	42,500
Investment in shares at cost	4,000	4,000
	<b>40,937</b>	<b>46,500</b>

**Note 12. Property, Plant and Equipment**

Plant & Equipment - at cost	32,815	32,815
Accumulated depreciation	(15,359)	(11,771)
Written down value	<b>17,456</b>	<b>21,044</b>
Office equipment - at cost	2,401	-
Accumulated depreciation	(86)	-
Written down value	<b>2,315</b>	-
Total written down value	<b>19,771</b>	<b>21,044</b>

**Reconciliation of carrying amounts at the beginning and of the year**

	Plant & Equipment \$	Office Equipment \$	Total \$
<b>Year ended 30 June 2012</b>			
At 1 July 2011 net of accumulated depreciation	21,044	-	21,044
Additions	-	2,401	2,401
Disposals	-	-	-
Depreciation charge for the year	(3,588)	(86)	(3,674)
At 30 June 2012 net of accumulated depreciation	<b>17,456</b>	<b>2,315</b>	<b>19,771</b>
<b>Year ended 30 June 2011</b>			
At 1 July 2009 net of accumulated depreciation	24,627	-	24,627
Additions	-	-	-
Disposals	-	-	-
Depreciation charge for the year	(3,583)	-	(3,583)
At 30 June 2011 net of accumulated depreciation	<b>21,044</b>	-	<b>21,044</b>

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 30 June 2012

	2012 \$	2011 \$
<b>Note 13. Exploration and Evaluation Assets</b>		
Exploration and evaluation assets	910,496	535,538
<b>Movements in carrying amounts</b>		
Balance at the beginning of the year	535,538	327,539
Additions	785,552	207,999
Acquisition of Quiver Coal Pty Ltd tenements	2,030	-
Written-off during the year	(412,624)	-
Balance at the end of the year	<b>910,496</b>	<b>535,538</b>

The recoverability of the carrying amount of exploration and evaluation assets is dependent on the successful development and commercial exploitation or alternatively, sale of the respective areas of interest.

### Note 14. Trade and Other Payables

Trade creditors	174,318	80,641
Accrued expenses	28,965	-
	<b>203,283</b>	<b>80,641</b>

Trade and other payables are non-interest bearing and are generally on 30-60 day terms.

Due to the short term nature of these payables, their carrying value is assumed to approximate fair value.

	2012 \$	2011 \$
<b>Note 15. Issued Capital</b>		
<b>(a) Issued and paid up capital</b>		
88,923,760 (2011: 58,000,000) ordinary shares fully paid	3,146,190	1,600,001
Share issue costs	(15,000)	-
	<b>3,131,190</b>	<b>1,600,001</b>

Ordinary shares participate in dividends and the proceeds on winding up the Company in proportion to the number of shares held. At shareholder meetings each ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on show of hands.

### (b) Reconciliation of issued and paid-up capital

	Number of Shares	\$
At 1 July 2010	58,000,000	1,600,001
At 30 June 2011	<b>58,000,000</b>	<b>1,600,001</b>
Shares issued for cash (\$0.05 per share - 05/01/12)	10,000,000	500,000
Shares issued for cash (\$0.05 per share - 15/04/12 net of issue costs)	11,723,760	571,189
Shares issued for debt conversion (\$0.05 per share - 10/05/12)	3,800,000	190,000
Shares issued for cash (\$0.05 per share 29/06/12)	5,400,000	270,000
At 30 June 2012	<b>88,923,760</b>	<b>3,131,190</b>

### (c) Options

As at 30 June 2012, there were no unissued ordinary shares of IronRidge Resources Limited under option.

### (d) Capital Risk Management

When managing capital, management's objective is to ensure the entity continues as a going concern as well as to maintain optimal returns to shareholders and benefits for other stakeholders. Management also aims to maintain a capital structure to ensure the lowest costs of capital available to the Group.

The Group's capital comprises equity as shown in the statement of financial position. The Group is not exposed to externally imposed capital requirements.

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 30 June 2012

	2012 \$	2011 \$
<b>Note 16. Accumulated Losses</b>		
Accumulated losses at the beginning of the year	(1,461,997)	(1,376,526)
Losses after income tax expense	(1,003,938)	(85,471)
Accumulated losses attributable to members of IronRidge Resources Limited at the end of the year	<b>(2,465,935)</b>	<b>(1,461,997)</b>
<b>Note 17. Information relating to IronRidge Resources Limited ("the parent entity")</b>		
Current assets	228,635	5,901
Total assets	2,324,034	1,918,596
Current liabilities	525,555	70,965
Total liabilities	839,910	1,130,172
<b>Net Assets</b>	<b>1,484,124</b>	<b>788,424</b>
Issued capital	3,131,190	1,600,001
Accumulated losses	(1,647,065)	(811,577)
Loss of the parent entity	(835,434)	(90,395)
Total comprehensive loss of the parent entity	(835,434)	(90,395)

The parent does not have any guarantees in relation to the debts of its subsidiaries, contingent liabilities or contractual obligations to purchase fixed assets at 30 June 2012 (2011: nil).

**Note 18. Cash Flow Reconciliation**

Loss after income tax	(1,003,938)	(85,740)
Non-cash operating items		
- Write back of exploration expenditure	412,624	-
- Depreciation	3,674	3,583
Changes in operating assets and liabilities*		
(Increase) decrease in trade and other receivables	(14,819)	2,970
(Increase) decrease in other current assets	-	-
Increase (decrease) in trade and other payables*	73,073	(8,016)
Net cash flows from operating activities	<b>(529,386)</b>	<b>(87,203)</b>

\* Net of amounts relating to exploration and evaluation assets.

**Non-cash investing and financing activities**

During the year \$190,000 of the loan owing by IronRidge Resources Limited to parent entity DGR Global Limited was converted to equity in IronRidge (refer note 15).

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 30 June 2012

### Note 19. Related Party Disclosures

#### (a) Subsidiaries

The consolidated financial statements include the financial statements of IronRidge Resources Limited and the subsidiaries listed in the following table:

Name	Country of incorporation	Equity interest (%)	
		2012	2011
Eastern Exploration Pty Ltd	Australia	100	100
Quiver Coal Pty Ltd	Australia	100	-

#### (b) Ultimate parent

DGR Global Limited (formerly D'Aguiar Gold Limited) is the ultimate parent, which is incorporated in Australia and owns 57% of IronRidge Resources Limited.

#### (c) Key management personnel

Details relating to key management personnel, including remuneration paid, are included in note 5.

#### (d) Transactions with related parties

The following table provides the total amount of transactions that were entered into with related parties for the relevant financial year:

Related party		Sales to related parties	Purchases from related parties	Other transactions with related parties
DGR Global Limited (i)	2012	-	181,500	-
	2011	-	30,000	-
Hopgood Ganim Lawyers (ii)	2012	-	4,000	-
	2011	-	39,633	-

(i) The Company has a commercial arrangement with DGR Global Limited for the provision of various services, whereby DGR Global Limited provides resources and services including the provision of its administration and exploration staff, its premises (for the purposes of conducting the Company's business operations), use of existing office furniture, equipment and certain stationery, together with general telephone, reception and other office facilities ("Services"). In consideration for the provision of the Services, the Group pays DGR Global Limited a monthly management fee. For the year ended 30 June 2012 \$181,500 was paid or payable to DGR Global Limited (2011: \$30,000) for the provision of the Services. The total amount outstanding at year end was \$nil (2011: \$nil).

(ii) Mr Brian Moller (a Director), is a partner in the Australian firm Hopgood Ganim lawyers. For the year ended 30 June 2012, Hopgood Ganim were paid \$4,000 (2011: \$39,633) for the provision of legal services to the Group. The services were based on normal commercial terms and conditions. The total amount outstanding at year end was \$59,435 (2011: \$55,435).

The outstanding balances at each relevant year end are unsecured, interest free and settlement occurs in cash. All outstanding amounts payable comprise current liabilities.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 30 June 2012

### Note 19. Related Party Disclosures (continued)

#### (e) Loans from related parties

During the year a loan of \$743,435 (2011: \$292,410) was advanced from DGR Global Limited to IronRidge Resources Limited. During the year \$603,957 was repaid in cash and \$190,000 was converted to equity (2011: nil) resulting in a \$337,610 balance owing at year end (2011: \$391,093). The loan is unsecured and payable at call however DGR Global Limited have provided a letter of comfort to the Group acknowledging that the loan will only be payable on the earlier of IronRidge Limited obtaining sufficient working capital to warrant repayment, DGR Global Limited and IronRidge Resources Limited agreeing to convert some or all of the loan to equity in the Group or the expiry of twelve months from the balance date.

### Note 20. Capital Commitments

#### Future Exploration Commitments

The Group has certain obligations to expend minimum amounts on exploration in tenement areas. These obligations may be varied from time to time and are expected to be fulfilled in the normal course of operations of the Group. The commitments are as follows:

	2012 \$	2011 \$
Less than 12 months	3,262,150	997,850
Between 12 months and 5 years	2,897,150	1,822,400
	<b>6,159,300</b>	<b>2,820,250</b>

To keep tenements in good standing, work programs should meet certain minimum expenditure requirements. If the minimum expenditure requirements are not met, the Group has the option to negotiate new terms or relinquish the tenements. The Group also has the ability to meet expenditure requirements by joint venture or farm-in agreements.

### Note 21. Financial Risk Management

#### (a) General objectives, policies and processes

In common with all other businesses, the Group is exposed to risks that arise from its use of financial instruments. This note describes the Group's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

There have been no substantive changes in the Group's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous years unless otherwise stated in this note.

The Group's financial instruments consist mainly of deposits with banks, receivables and payables.

The Board has overall responsibility for the determination of the Group's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Group's finance function. The Group's risk management policies and objectives are therefore designed to minimise the potential impacts of these risks on the results of the Group where such impacts may be material.

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 30 June 2012

**Note 21. Financial Risk Management (continued)**

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Group's competitiveness and flexibility. Further details regarding these policies are set out below:

**(b) Credit Risk**

Credit risk is the risk that the other party to a financial instrument will fail to discharge their obligation resulting in the Group incurring a financial loss. This usually occurs when debtors fail to settle their obligations owing to the Group. The Group's objective is to minimise the risk of loss from credit risk exposure.

The maximum exposure to credit risk, excluding the value of any collateral or other security, at balance date to recognised financial assets, is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements.

Credit risk is reviewed regularly by the Board. It arises from exposure to receivables as well as through deposits with financial institutions and available-for-sale financial assets.

The Group does not have any material credit risk exposure to any single debtor or group of debtors under financial instruments entered into by the Group and at balance date.

The Group's cash at bank is wholly held with Macquarie Bank Limited.

**(c) Liquidity Risk**

Liquidity risk is the risk that the Group may encounter difficulties raising funds to meet financial obligations as they fall due. The objective of managing liquidity risk is to ensure, as far as possible, that the Group will always have sufficient liquidity to meet its liabilities when they fall due, under both normal and stressed conditions.

Liquidity risk is reviewed regularly by the Board.

The Group manages liquidity risk by monitoring forecast cash flows and liquidity ratios such as working capital. The Group did not have any financing facilities available at balance date.

**(d) Market Risk**

Market risk arises from the use of interest bearing, tradable and foreign currency financial instruments. It is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in interest rates (interest rate risk), foreign exchange rates (currency risk) or other market factors (other price risk). The Group does not have any material exposure to market risk other than interest rate risk.

*Interest rate risk*

Interest rate risk arises principally from cash and cash equivalents. The objective of interest rate risk management is to manage and control interest rate risk exposures within acceptable parameters while optimising the return.

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 30 June 2012

**Note 21. Financial Risk Management (continued)**

Interest rate risk is managed with a mixture of fixed and floating rate debt. For further details on interest rate risk refer to the tables below:

	Floating interest rate	Fixed interest rate	Non-interest bearing	Total carrying amount as per the balance sheet	Weighted average effective interest rate
	2012 \$	2012 \$	2012 \$	2012 \$	2012 %
<b>(i) Financial assets</b>					
Cash and cash equivalents	214,130	-	-	214,130	0.95%
Trade and other receivables	-	-	20,805	20,805	-
Other financial assets	-	-	40,937	40,937	-
<b>Total financial assets</b>	<b>214,130</b>	<b>-</b>	<b>61,742</b>	<b>275,872</b>	
<b>(ii) Financial liabilities</b>					
Trade and other payables	-	-	203,283	203,283	-
Non-interest-bearing loans	-	-	337,601	337,601	-
<b>Total financial liabilities</b>	<b>-</b>	<b>-</b>	<b>540,884</b>	<b>540,884</b>	

	Floating interest rate	Fixed interest rate	Non-interest bearing	Total carrying amount as per the balance sheet	Weighted average effective interest rate
	2011 \$	2011 \$	2011 \$	2011 \$	2011 %
<b>(i) Financial assets</b>					
Cash and cash equivalents	-	-	670	670	-
Trade and other receivables	-	-	5,986	5,986	-
Other financial assets	-	-	46,500	46,500	-
<b>Total financial assets</b>	<b>-</b>	<b>-</b>	<b>53,156</b>	<b>53,156</b>	
<b>(ii) Financial liabilities</b>					
Trade and other payables	-	-	80,641	80,641	-
Other financial liabilities	-	-	391,093	391,093	-
<b>Total financial liabilities</b>	<b>-</b>	<b>-</b>	<b>471,734</b>	<b>471,734</b>	

**Note 22. Operating Segments**

The Group has identified its operating segment based on the internal reports that are reviewed and used by the Board of Directors (chief operating decision makers) in assessing performance and determining the allocation of resources. The Group is managed primarily on a geographic basis, that is the location of the respective areas of interest (tenements) in Queensland, and Gabon. Operating segments are determined on the basis of financial information reported to the Board for the Group as a whole. The Group does not yet have any products or services from which it derives an income.

Accordingly, management currently identifies the Group as having only one reportable segment, being exploration for base and precious metals. The financial results from this segment are equivalent to the financial statements of the Group. There have been no changes in the operating segments during the year.



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**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 30 June 2012

**Note 23. Asset Acquisition of Quiver Coal Pty Ltd**

On 25 July 2012, IronRidge Resources Limited acquired 100% of the net assets of Quiver Coal Pty Ltd, from DGR Global Limited for consideration of \$2. The fair value of the net asset of Quiver Coal on acquisition was \$2.

**Note 24. Subsequent Events**

The Directors are not aware of any significant changes in the state of affairs of the Group or events after the balance date that would have a material impact on the consolidated financial statements.

**Note 25. Contingent Assets and Liabilities**

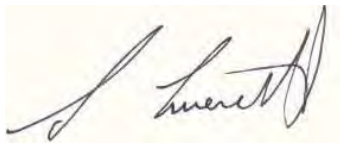
There are no contingent assets and liabilities at 30 June 2012 (2011: none).

## DIRECTORS' DECLARATION

In accordance with a resolution of the Directors of IronRidge Resources Limited, I state that:

1. In the opinion of the Directors:
  - (a) The financial statements and notes of IronRidge Resources Limited for the financial year ended 30 June 2012 are in accordance with the *Corporations Act 2001*, including:
    - (i) Giving a true and fair view of its financial position as at 30 June 2012 and performance
    - (ii) Complying with the Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Regulations 2001*
  - (b) The financial statements and notes also comply with International Financial Reporting Standards as disclosed in Note 1
  - (c) There are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable
2. This declaration has been made after receiving the declarations required to be made to the Directors in accordance with section 295A of the *Corporations Act 2001* for the financial year ended 30 June 2012.

On behalf of the board



Stephen Everett  
Director

Brisbane  
Date: 31 October 2012

## INDEPENDENT AUDITOR'S REPORT

To the members of IronRidge Resources Limited

### Report on the Financial Report

We have audited the accompanying financial report of IronRidge Resources Limited, which comprises the consolidated statement of financial position as at 30 June 2012, the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the year's end or from time to time during the financial year.

### Directors' Responsibility for the Financial Report

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error. In Note 1, the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements comply with *International Financial Reporting Standards*.

### Auditor's Responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance about whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation of the financial report that gives a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Independence

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*. We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of IronRidge Resources Limited, would be in the same terms if given to the directors as at the time of this auditor's report.

## Opinion

In our opinion:

- (a) the financial report of IronRidge Resources Limited is in accordance with the *Corporations Act 2001*, including:
  - (i) giving a true and fair view of the consolidated entity's financial position as at 30 June 2012 and of its performance for the year ended on that date; and
  - (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and
- (b) the financial report also complies with *International Financial Reporting Standards* as disclosed in Note 1.

## Material Uncertainty Regarding Going Concern

Without modifying our opinion, we draw attention to the matters set out in Note 1 of the financial report. The financial report has been prepared on a going concern basis which contemplates the continuity of normal business activities and the realisation of assets and discharge of liabilities in the ordinary course of business. The ability of the Group to continue to adopt the going concern assumption will depend upon a number of matters including the successful raising in the future of necessary funding and the successful exploration and subsequent exploitation of the Group's tenements and investments. In the absence of these matters being successful, there exists a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern and, therefore, it may be unable to realise its assets and discharge its liabilities in the ordinary course of business.

No adjustments have been made to the carrying value of assets or recorded amount of liabilities should the Group's plans not eventuate.

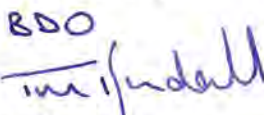
## Report on the Remuneration Report

We have audited the Remuneration Report included in pages 18 to 24 of the directors' report for the year ended 30 June 2012. The directors of the company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

## Opinion

In our opinion, the Remuneration Report of IronRidge Resources Limited for the year ended 30 June 2012 complies with section 300A of the *Corporations Act 2001*.

BDO Audit Pty Ltd



T J Kendall  
Director

Brisbane, 31 October 2012

## PART VI

### ADDITIONAL INFORMATION

#### 1. Responsibility Statement

- 1.1 The Company and the Directors whose names appear on page 9 of this document accept responsibility, both individually and collectively, for the information contained in this document and compliance with the AIM Rules for Companies. To the best of the knowledge and belief of the Company and the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information. Each of the Company and the Directors accept responsibility accordingly.
- 1.2 SRK whose registered office address appears on page 9 of this document, accepts responsibility for the information contained in Part III of this document. To the best of the knowledge of SRK (which has taken all reasonable care to ensure that such is the case), the information contained in Part III of this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

#### 2. The Company

- 2.1 The Company was incorporated in Australia and registered in Queensland on 24 August 2007 under the provisions of the Corporations Act as a proprietary company limited by shares with ACN 127 215 132 under the name "Ridge Exploration Pty Ltd". On 6 October 2011, the Company converted to a public company and changed its name to 'IronRidge Resources Limited'.
- 2.2 The Company's principal activity is that of a holding company. The Company holds title to some of the Australian Assets, namely EPM 19164, EPM 18534, EPM 25115 and EPM 19419, as further detailed in Part I of this document.
- 2.3 The principal legislation under which the Company is organised (and under which the Existing Ordinary Shares, the Placing Shares and the Investor Shares have been created) is the Corporations Act.
- 2.4 The registered office of the Company is Level 27, 111 Eagle Street, Brisbane QLD 4000 (telephone number +61 (0)7 3303 0610). The Company is domiciled in Australia and managed and controlled from Australia. The website address of the Company for the purpose of Rule 26 of the AIM Rules for Companies is [www.ironridgeresources.com.au](http://www.ironridgeresources.com.au). The statutory books of the Company are kept at its registered office. The ISIN of the Ordinary Shares is AU0000XINEX3.
- 2.5 As at the date of this document, the Company has no administrative, management or supervisory bodies other than the Board, the Audit Committee, the Remuneration Committee, the Nominations Committee and the Risk Committee, all of whose members are Directors.
- 2.6 The Company's auditor is BDO Audit Pty Ltd. BDO Audit Pty Ltd is an Authorised Audit Company which is registered to carry out audit work by ASIC and has been the Company's auditor since 2011. All directors of BDO Audit Pty Ltd are Registered Company Auditors and members of the Institute of Chartered Accountants in Australia.
- 2.7 The accounting reference date of the Company is 30 June.
- 2.8 The liability of the members of the Company is limited to the amount (if any) unpaid on the shares.

- 2.9 As at the date of this document and following Admission, the Company has the following Subsidiaries (the issued share capital of which are all fully paid up):

<i>Subsidiary</i>	<i>Activity</i>	<i>Country of incorporation</i>	<i>Percentage of issued share capital held directly by the Company</i>
Eastern Exploration Pty Ltd	Mining Exploration	Australia	100%
Quiver Coal Pty Ltd	Not Trading	Australia	100%
IronRidge Gabon S.A.	Mining Exploration	Gabon	100%
IronRidge Botswana (Proprietary) Limited	Not Trading	Botswana	100%

- 2.10 Eastern Exploration Pty Ltd was incorporated on 22 February 2007. It was registered in Australia with ACN 124 088 857. The registered office is at Level 27, 111 Eagle Street, Brisbane Qld 4000. Eastern Exploration Pty Ltd operates subject to the provisions of the Corporations Act.
- 2.11 Quiver Coal Pty Ltd was incorporated on 16 November 2010. It was registered in Australia with ACN 147 226 640. The registered office is at Level 27, 111 Eagle Street, Brisbane Qld 4000. Quiver Coal Pty Ltd operates subject to the provisions of the Corporations Act.
- 2.12 IronRidge Gabon S.A. was incorporated on 13 September 2012. It was registered in Gabon with company number 2012B13455. The registered office is at c/o Centre Eli, Quartier ancient Sobraga, B.3264, Libreville, Gabon. IronRidge Gabon S.A. operates subject to the provisions of the Uniform Act relating to Commercial Companies and Economic Interest Groups.
- 2.13 IronRidge Botswana (Proprietary) Limited was incorporated on 3 May 2012. It was registered in Botswana with company number CO2012/4791. The registered office is at 28 Kgale Mews, Gaborone International Finance Park, Gabarone, Botswana. IronRidge Botswana (Proprietary) Limited operates subject to the provisions of the Botswana Companies Act 2007.
- 2.14 Save as disclosed in this paragraph, there are no undertakings in which the Company holds a proportion of the capital which is likely to have a significant effect on the assessment of its own assets and liabilities, financial position and profits.

### **3. Share Capital**

- 3.1 The Company does not have an authorised share capital and was incorporated with the ability to issue an unlimited number of shares without a par value which, upon issue, the Directors may categorise as Ordinary Shares or otherwise (subject to the limitations imposed by the Constitution). All of the issued share capital of the Company has been fully paid up.
- 3.2 The Ordinary Shares may be held in certificated form or uncertificated form in the form of Depository Interests and traded on CREST, which is a paperless settlement procedure enabling securities to be evidenced and transferred otherwise than by a written instrument in accordance with the CREST Regulations.
- 3.3 The following is a summary of the changes to the issued share capital of the Company since incorporation:
- 3.3.1 On the date of incorporation, 100 Ordinary Shares were issued fully paid for an aggregate value of AU\$1.00.
- 3.3.2 On 18 November 2008, the Company consolidated the 100 Ordinary Shares issued on incorporation into 1 Ordinary Share with an aggregate value of AU\$1.00.
- 3.3.3 On 18 November 2008, the Company issued 58,000,000 fully paid Ordinary Shares as consideration for the acquisition of Eastern Uranium (Now Eastern Exploration Pty Ltd) on a 1:1 basis.

- 3.3.4 On 5 January 2012, the Company issued 10,000,000 Ordinary Shares fully paid for cash at AU\$0.05 per share.
- 3.3.5 On 15 April 2012, the Company issued 11,723,760 Ordinary Shares fully paid for cash at AU\$0.05 per share.
- 3.3.6 On 10 May 2012, the Company issued 3,800,000 Ordinary Shares fully paid on a debt conversion at AU\$0.05 per share.
- 3.3.7 On 29 June 2012, the Company issued 5,400,000 Ordinary Shares fully paid for cash at AU\$0.05 per share.
- 3.3.8 On 1 May 2013, the Company issued 7,609,999 Ordinary Shares fully paid for cash at AU\$0.075 per share.
- 3.3.9 On 1 May 2013, the Company issued 7,083,254 Ordinary Shares fully paid on a debt conversion at AU\$0.075 per share.
- 3.3.10 On 30 June 2013, the Company issued 760,000 Ordinary Shares fully paid for cash at AU\$0.075 per share.
- 3.3.11 On 30 June 2013, the Company issued 1,557,000 Ordinary Shares fully paid on a debt conversion at AU\$0.075 per share.
- 3.3.12 On 1 July 2013, the Company issued 720,000 Ordinary Shares fully paid for cash at AU\$0.075 per share
- 3.3.13 On 29 October 2013, the Company issued 7,933,333 Ordinary Shares fully paid cash at AU\$0.075 per share.
- 3.3.14 On 20 December 2013, the Company issued 5,370,000 Ordinary Shares full paid on conversion of debts and in lieu of services at AU\$0.075 per share.
- 3.3.15 On 20 December 2013, the Company issued 8,557,309 Ordinary Shares full paid for cash at AU\$0.078 per share.
- 3.3.16 On 31 January 2014, the Company issued 2,690,000 Ordinary Shares full paid in lieu of services at AU\$0.08 per share.
- 3.3.17 On 31 January 2014, the Company issued 809,167 Ordinary Shares full paid for cash at AU\$0.08 per share.
- 3.3.18 On 4 March 2014, the Company issued 3,893,333 Ordinary Shares full paid for cash at AU\$0.08 per share.
- 3.3.19 On 24 November 2014, the Company issued 4,166,667 Ordinary Shares fully paid for cash at US\$0.12 per share.

3.4 As at the date of this document, the Company has granted the following Contractual Options to non-Directors:

<i>Name</i>	<i>Date of Grant</i>	<i>Number of Ordinary Shares subject to Contractual Options</i>	<i>Exercise Price</i>	<i>Expiry Date</i>
Omega*	31 January 2014	5,370,000	Placing Price	Expiry on earlier of 3 years from Admission and 31 December 2017
David McHutchison	31 January 2014	400,000	Placing Price	Expiry on earlier of 3 years from Admission and 31 December 2017
Pinegold Pty Ltd	31 January 2014	500,000	Placing Price	Expiry on earlier of 3 years from Admission and 31 December 2017
Priyanka Jayasuriya	31 January 2014	500,000	Placing Price	Expiry on earlier of 3 years from Admission and 31 December 2017
Kombi Dreaming Pty Ltd	31 January 2014	400,000	Placing Price	Expiry on earlier of 3 years from Admission and 31 December 2017
Vitalstatistix Pty Ltd	31 January 2014	100,000	Placing Price	Expiry on earlier of 3 years from Admission and 31 December 2017
<b>Total</b>		<b>7,270,000</b>		

\* Omega is a Seychelles International Business registered company, the shareholders of which are Barry Stoffell and Amanda Geard, senior managers of the Company.

3.5 The terms of the Contractual Options issued to non-Directors are the same as the terms of the Contractual Options issued to Directors and are summarised in paragraph 7.1 of this Part VI. All Contractual Options listed above were issued pursuant to discrete contractual arrangements and not under the Share and Option Plan. Shareholder approval was not required nor sought in respect of the grant of the Contractual Options to non-Directors.

3.6 As at the date of this Admission Document, no Employee Shares have been issued and no Employee Options have been granted pursuant to the Share and Option Plan. A summary of the Share and Option Plan is included in paragraph 7.2 of this Part VI.

3.7 The Company's issued share capital currently comprises the Existing Ordinary Shares. On Admission, the Existing Ordinary Shares, the Placing Shares and the Investor Shares will be admitted to trading on AIM. The issued share capital of the Company (i) as at the date of this document; and (ii) at Admission, is and will be as follows:

	<i>Number of Ordinary Shares in issue</i>
As at the date of this document	140,073,823
As at Admission	236,612,203



- 3.8 On 5 February 2015, the Placing Shares were allotted conditional *inter alia* on Admission. On Admission, the Placing Shares will be unconditionally allotted at the Placing Price and will rank *pari passu* in all respects with the Existing Ordinary Shares.
- 3.9 The Investor Shares were allotted conditional *inter alia* on Admission. On Admission:
- 3.9.1 the Assore Final Subscription Shares will be unconditionally allotted at the Investor Subscription Price pursuant to the Assore Subscription Agreement and will rank *pari passu* in all respects with the Existing Ordinary Shares; and
- 3.9.2 the Sumitomo Subscription Shares will be unconditionally allotted at the Investor Subscription Price pursuant to the Sumitomo Subscription Agreement and will rank *pari passu* in all respects with the Existing Ordinary Shares.
- 3.10 Save as disclosed in this document, the Company has not:
- 3.10.1 issued any share or loan capital in the Company or the Group that is under option or subject to an agreement, conditional or unconditional, to be put under option;
- 3.10.2 issued any share or loan capital of the Company or of the Group, or that is proposed to be issued, fully or partly paid, either for cash or other consideration;
- 3.10.3 issued any shares which do not represent capital;
- 3.10.4 issued Ordinary Shares to any of its Subsidiaries and, for the avoidance of doubt, neither the Company nor any member of the Group holds, and no other person holds on their behalf, Ordinary Shares;
- 3.10.5 issued any convertible securities, exchangeable securities, redeemable securities or securities with warrants;
- 3.10.6 granted acquisition rights and/or obligations over its unissued capital;
- 3.10.7 granted commissions, discounts, brokerages or other special terms in connection with the issue or sale of shares or loan capital of the Company in the three years preceding the date of this document; or
- 3.10.8 issued any preferential subscription rights for any share capital of the Company.
- 3.11 The Ordinary Shares are issued and allotted in registered form under the Corporations Act and have no nominal value. There are no issued but not fully paid Ordinary Shares.
- 3.12 The Depositary Interests will be traded in Sterling.

#### **4. Constitution**

The Constitution of the Company does not restrict the activities of the Company. A summary of the principal provisions of the Constitution, including the provisions relating to the rights attaching to Ordinary Shares, is set out below. This summary is not exhaustive nor does it constitute a definitive statement of the rights and liabilities of the Company's members, or other matters governed by the Constitution. For more particular details, investors should refer to the complete copy of the Company's Constitution which, in accordance with Rule 26 of the AIM Rules for Companies, will be available free of charge from Admission on the Company's website, [www.ironridgeresources.com.au](http://www.ironridgeresources.com.au).

##### **4.1 Company Type**

The Company is a public company limited by shares.

## 4.2 *Share Capital*

### *Power of Company with respect to issue of shares*

Subject to the provisions of the Constitution (including the provisions noted in paragraph 4.12) and applicable laws, the Company may issue, allot, or otherwise dispose of shares to a person or persons on such terms and conditions and with such rights and privileges attached as the directors may think fit, including the issue of any new shares with or without any special conditions, preferences or priority. The exercise of powers of the Company in relation to all such matters is under the control of the directors, and includes the creation and issue of convertible securities. Where the Company is listed on a stock exchange, securities shall only be issued as permitted under the rules of the exchange.

The Company may issue any shares as preference shares including preference shares which are liable to be redeemed. Holders of preference shares have the same rights as holders of Ordinary Shares in relation to receiving notices, reports and financial statements and to attending meetings of the Company, however they have limited voting rights and can only vote during a period when all or part of a dividend with respect to a preference share is in arrears; on a proposal to reduce the capital of the Company; on a resolution to approve the terms of a buy-back agreement; on a proposal that affects rights attaching to preference shares; on a proposal to wind-up the Company and during the winding-up of the Company. Preference shareholders shall also be entitled to a return of capital in preference to the holders of Ordinary Shares when the Company is wound-up.

In the absence of any special conditions or rights, such new shares when issued shall be held upon the same conditions as if they had been Ordinary Shares in the original capital, and shall be subject to the provisions of this Constitution that relate to Ordinary Shares.

The Company may only vary rights attaching to shares in a class (unless otherwise provided by the terms of issue of the shares of that class) or repay preference capital upon the division of the share capital into different classes of shares by special resolution passed at a separate meeting of the holders of the shares of that class or the written consent of shareholders who are entitled to at least 75 per cent. of the issued shares of that class.

### *Shares held on trust*

The Company shall only recognise the rights of the registered holder of any share.

Even where the Company has notice of equitable, contingent, future, or partial interest in any share or unit of a share (beneficial interest), no person shall be recognised by the Company as holding any beneficial interest and the Company shall not be bound by or be compelled in any way to recognise any beneficial interest except as required by:

- (a) law;
- (b) the Constitution;
- (c) the ASTC Settlement Rules in the event that the Company is listed on ASX;
- (d) the CREST Regulations in the event the Company is admitted to AIM; or
- (e) an order of a court of competent jurisdiction.

### *Capitalisation of Profits*

In addition to payment of dividends, the Company at a meeting may upon the recommendation of the Directors, resolve to capitalise any undivided profits of the Company and distribute as capital to the members, in the same proportions as the members are entitled to dividends.

### *Winding-Up*

On a winding-up of the Company, the surplus assets (those assets which remain after the payment of debts and liabilities of the Company upon the winding up including costs of winding up) are to be distributed firstly in payment of paid-up capital in accordance with the respective rights of the members and secondly any balance remaining shall be distributed among the ordinary members in

proportion to the paid-up capital. The liquidator may, with the sanction of a special resolution of the members, divide among the contributors and vest in trustees for the benefit of the contributories any part of the surplus assets of the Company.

#### 4.3 ***Transfer of Shares***

Subject to the Constitution and the Corporations Act, shares in the Company are freely transferable (subject to any applicable laws or rules of an exchange or agreements entered into with the Company with respect to restricted securities). A transfer may be effected by a proper ASTC transfer in compliance with the ASTC Settlement Rules or the CREST Regulations (as appropriate), an instrument of transfer in compliance with the Constitution (or in any other form approved by an exchange or by the Directors) or any other method permitted by applicable law.

#### 4.4 ***Sale of less than minimum holding***

The Company may take steps in respect of non-marketable holdings of shares in the Company to effect an orderly sale of those shares in the event that holders do not take steps to retain their holdings. The Company may only take steps to eliminate non-marketable holdings in accordance with the Constitution and the applicable rules of an exchange (once listed).

#### 4.5 ***Dividends***

Subject to the Corporations Act, the Constitution and the special conditions or rights as to dividends attaching to any shares (which shall include any Depository Interests if in issue), the directors shall be entitled to declare and pay dividends as appear to the directors to be justified by the equity of the Company from time to time and such dividends shall be paid in proportion to the amounts paid up on such shares respectively at the date of declaration of the dividend. The directors may from time to time pay such interim or final dividends as in their judgment the equity of the Company justifies.

#### 4.6 ***Meetings and voting rights***

The Company shall convene a meeting on the requisition of a meeting by directors or such other person entitled under the law, or upon the Board so resolving, and shall comply with any provisions of the Corporations Act. The Company must give at least 28 days' notice of the meeting (if listed on the ASX) or otherwise 21 days' notice to person's entitled to receive notice. The notice must also set out the place, day and hour of the meeting and general nature of the business (subject to the Constitution). A meeting may be held at two or more venues linked together by any form of technology which gives members a reasonable opportunity to participate. A quorum for a meeting of members is three members present in person.

A holder of Ordinary Shares in the Company is entitled to be present at general meetings in person, by proxy, attorney or as a corporate representative (in the case of a company) and to vote in respect of Ordinary Shares held by that person.

At a general meeting of the Company on a show of hands, every member present in person or by proxy, attorney or corporate representative has one vote and upon a poll, every member present in person, or by proxy, attorney or corporate representative has one vote for every share held by them. A member is not entitled to attend and vote at meetings in respect of shares for which there are calls or other sums due and payable, however shall be entitled to attend and vote at meetings in respect of all other shares held for which all calls and other sums have been paid. Where there are two or more joint holders of a share any one may vote at any meeting either personally or by proxy or corporate representative as if that person were solely entitled and if more than one is present at a meeting either personally or by proxy or corporate representative the person whose name appears first in the register of members shall alone be entitled to vote.

The Company shall hold AGMs in accordance with the Corporations Act.

#### 4.7 ***Proportional Takeover Bid Approval***

The Company must refuse to register a transfer of shares giving effect to a takeover contract for a proportional takeover bid unless and until a resolution approving a proportional takeover bid in accordance with the Constitution is passed.

#### 4.8 **Directors**

The Company must have a minimum of three directors (of which the Corporations Act requires two directors to ordinarily reside in Australia) up to a maximum of nine; however the Company may from time to time by resolution passed at a meeting increase or reduce the number of directors to the extent permitted by the Corporations Act.

Directors may appoint any natural person above the age of 18 as director, subject to the maximum number prescribed from time to time under the Constitution. The Company may by resolution at a meeting appoint and/or remove any director before the expiration of the director's term of office. Nominations for the directors must be received 30 business days before the date of general meeting (if listed on the ASX) or otherwise 25 business days prior to the date of general meeting at which directors will be elected or re-elected.

All directors, except a managing director of the Company, must retire on rotation on the longer of the third annual general meeting or three years after his appointment. A director appointed by resolution at a meeting shall hold office only until the next following AGM and shall then be eligible for re-election. If the Company has more than three directors, a third of directors must retire at each AGM although those that do retire are eligible for re-election at the same AGM.

##### *Remuneration*

Executive directors shall receive remuneration as determined by the Board however, if the Company is listed on the ASX, must not include a commission on or percentage of operating revenue of the Company. Directors may also receive payment for consulting or other professional services provided by the director to the Company.

The remuneration of non-executive directors must be a fixed sum. The maximum aggregate remuneration payable to the non-executive directors of the Company or any subsidiary of the Company shall be as decided by resolution of the Company and shall only be increased by resolution of the Company.

##### *Interests*

A Director shall be entitled to acquire or have a material personal interest in the affairs of the Company or obtain a financial benefit as a related party to the Company. A director holding a material personal interest or given or to be given a financial benefit shall comply with all obligations required by applicable laws including any disclosure obligations under the Corporations Act and applicable stock exchange rules.

##### *Alternate Directors*

Any director may appoint any person to act as an alternate director in that director's place with the approval of a resolution of the board or the approval of a majority of the other directors. An instrument appointing an alternate director and signed by the director may be delivered to the Company. The alternate director shall be entitled to exercise all that director's powers (except the power to appoint an alternate director) including attending and voting at meetings if the director is not present. The alternate director shall not be entitled to receive remuneration from the Company as director except for special services.

#### 4.9 **Officers**

##### *Managing Director*

The directors may appoint one or more of themselves as a managing director on such terms as they think fit and may remove a managing director from office. The directors may entrust to and confer upon a managing director such powers exercisable by the directors under the Constitution. The remuneration of a managing director shall be fixed by the directors from time to time and may be by way of fixed salary or commission on profits of the Company or of any other company in which the Company is interested or by participation in any such profits but shall not be calculated as a commission on or percentage of operating revenue.

### *Secretary*

The directors shall appoint a secretary (and any acting or substitute secretaries) for such term, at such remuneration and upon such conditions as they may think fit in any matter permitted by law and may remove any secretary so appointed.

#### **4.10 *Proceedings of Directors***

The directors may meet, adjourn and otherwise regulate their meetings as they think fit. A meeting of directors may be held using any form of electronic device that at all times allows the directors to hear and be heard. A director may call a meeting at any time, upon the requisition of which the secretary shall convene a meeting. Unless otherwise decided, notice of every meeting shall be given to each director in a form of visible communication. Subject to the Corporations Act, the necessary quorum shall be that fixed by the directors and unless so fixed, shall be two directors.

A resolution of directors is passed by a majority of votes cast in favour of the resolution.

The directors may pass a resolution without a meeting of directors being held where all directors sign and date a statement in writing that they are in favour of the resolution set out in the document and such resolution shall be effectual as if it had been passed at a meeting of directors duly convened and constituted. The resolution may consist of separate counterparts provided the wording of the resolution is identical in each copy.

The directors may appoint a chairman of directors and may entrust to and confer all or any of the powers of directors, which may at any time be withdrawn, revoked or varied. The directors may remove the chairman by resolution of directors of which reasonable notice shall have been given before the meeting.

#### **4.11 *Powers of the Company and Directors***

The Company may exercise in any manner permitted by the Corporations Act any power which a public company limited by shares may lawfully exercise. The business and affairs of the Company shall be managed by the directors who may exercise all of the powers and do all acts and things that the Company has power and authority to do, except those powers, acts or things which the Constitution, the Corporations Act, any contract with a managing director and any regulations made by the Company from time to time shall require the Company to exercise only in general meeting.

The Company may execute a document with or without common seal so long as in either case the document or the fixing of the seal is witnessed by two directors, a director and a secretary or a director and an authorised signatory appointed for that purpose.

The directors may appoint any corporation, firm, person or body of persons to be the attorney or agent of the Company for the purposes and with such powers and discretions, and for such period and subject to such conditions as the directors may think fit. The directors may delegate any of their powers to committees consisting of such member or members of their body and may revoke or vary such delegation whenever they think fit.

The Directors may at their discretion raise or borrow, money or other financial accommodation of any kind whatsoever on behalf of the Company and do not require the consent of the Members to exercise these powers.

#### **4.12 *Recent amendments to the Constitution***

##### *Pre-emption Rights*

The Company amended its Constitution on 5 February 2015 so that:

- (a) the Company may (subject to certain limited exceptions including the allotment of equity securities pursuant to an employees' share scheme) only allot on a non-pre-emptive basis new shares for cash representing in aggregate up to 20 per cent. of its issued share capital during the 24 month period following Admission (the "**Initial Pre-emption Period**") subject to Shareholder approval;

- (b) the Company may following the Initial Pre-emption Period only allot on a non pre-emptive basis new shares for cash representing an aggregate of up to 10 per cent. of its issued share capital in any 12 month period subject to Shareholder approval; and
- (c) to incorporate certain rights granted to each of Assore and Sumitomo pursuant to the terms of the Assore Subscription Agreement and the Sumitomo Subscription Agreement, respectively.

Shareholder approval requires an ordinary resolution to be passed by more than 50 per cent. of the members voting at a general meeting to dis-apply Shareholders' pre-emptive rights.

#### *Disclosure of interests in shares*

The amendments to the Constitution ensure that the provisions of DTR 5 are deemed to apply to the Company, so that members are required under the Constitution to notify the Company of the percentage of their voting rights if the percentage of voting rights which they hold as a shareholder or through their direct or indirect holding of financial instruments falling within paragraph 5.1.3R of DTR 5 (or a combination of such holdings) reaches, exceeds or falls below 3 per cent., 4 per cent. 5 per cent., 6 per cent., 7 per cent., 8 per cent., 9 per cent., 10 per cent., and each 1 per cent. threshold thereafter up to 100 per cent., or reaches or exceeds or falls below any of these thresholds as a result of events changing the breakdown of voting rights and on the basis of information disclosed by the Company in accordance with paragraph 5.6.1R of DTR 5.

A shareholder must make the notification required as soon as possible and in any event not later than two trading days after the date on which the person (i) learns of the acquisition or disposal or of the possibility of exercising voting rights or having regard to the circumstances should have learned of it regardless of the date on which the acquisition, disposal or possibility of exercising voting rights takes effect or (ii) is informed on the basis of information disclosed by the Company of events changing the breakdown of voting rights which results in the person reaching, exceeding or falling below a relevant threshold. If any member fails to comply with these requirements, the Directors may, by notice to the holder of the shares, suspend their rights as to voting, dividends and transfer. Such suspension shall have effect from the date on which the default notice is delivered to the shareholder until a date that is not more than seven days after the Board has determined that the holder of the shares has cured the non-compliance. During the period of such suspension any dividend or other amount payable in respect of the shares shall be retained by the Company without any obligation to pay interest thereon.

The Directors have the authority upon giving requisite notice, to require any member to disclose to the Company the identity of any person other than the member who is interested in the shares held by the member or who has been at any time during the preceding three years been so interested, in both cases together with details of the nature of such interest. If any member has been duly served with such a notice and is in default of the prescribed period in supplying the information required then certain restrictions shall apply. A disclosure notice may direct that the member shall not be entitled to vote at a general meeting or meeting of the holders of any class of shares of the Company or exercise any other right conferred by membership in relation to the meetings of the Company or holders of any class of shares. Where the default shares represent at least 0.25 per cent. of the issued shares of that class, any dividend or other money which would otherwise be payable may also be retained by the Company and transfers of default shares will be restricted until the restrictions cease to apply.

## **5. Directors' Shareholdings and other Interests**

- 5.1 The interests, direct or indirect, of the Directors and any person connected with a Director (within the meaning of section 252 of the Companies Act 2006) (all of which are beneficial unless otherwise stated), in the issued share capital of the Company, were as at 5 February 2015 (being the latest practicable date prior to the publication of this document) and are expected to be immediately following Admission, to the extent that their existence is known to, or could with reasonable diligence be ascertained by a Director as follows:

	<i>As at the date of this document</i>		<i>Immediately following Admission</i>	
	<i>Number of Ordinary Shares</i>	<i>Percentage of issued share capital</i>	<i>Number of Ordinary Shares</i>	<i>Percentage of Enlarged Share Capital</i>
<i>Director</i>				
Nicholas Mather*	1,303,703	0.93%	1,303,703	0.55%
Vincent Mascolo**	8,710,291	6.22%	8,710,291	3.68%
Stuart Crow	1,000,000	0.71%	1,000,000	0.42%
Neil Herbert	—	—	—	—%
Bastiaan van Aswegen	—	—	—	—%
Alistair McAdam	—	—	—	—%
<b>Total</b>	<b>11,013,994</b>	<b>7.86%</b>	<b>11,013,994</b>	<b>4.65%</b>

\* Nicholas Mather's Ordinary Shares are registered in the name of Samuel Holdings Pty Ltd, which is an Australian registered company, of which Nicholas Mather holds 50 per cent. of its issued share capital in his own right. The remaining 50 per cent. of the issued share capital of Samuel Holdings Pty Ltd is held by Walter Bruce Prescott.

\*\* 5,319,958 of Vincent Mascolo's Ordinary Shares are held in his own name; 2,590,333 Ordinary Shares are held by Alberona Pty Ltd which is an Australian registered company, the sole shareholder of which is Vincent Mascolo; 400,000 Ordinary Shares are held by Enzo Investments Pty Ltd which is an Australian registered company, the sole shareholder of which is Vincent Mascolo; and 400,000 Ordinary Shares are held by Vimina Pty Ltd, which is an Australian registered company, acting in its capacity as trustee of a discretionary family trust, of which Vincent Mascolo is a beneficiary.

5.2 As at the date of this document the following Directors and persons connected with them (within the meaning of section 252 of the Companies Act 2006) have been issued or granted Contractual Options as set out in the table below:

<i>Name</i>	<i>Date of Grant</i>	<i>Contractual Options**</i>	<i>Exercise Price</i>
Nicholas Mather*	31 January 2014	1,500,000	Placing Price
Stuart Crow	31 January 2014	1,500,000	Placing Price
Vincent Mascolo	31 January 2014	3,000,000	Placing Price

\* Nicholas Mather's Options are registered in the name of Samuel Holdings Pty Ltd, which is an Australian registered company, of which Nicholas Mather holds 50 per cent. of its issued share capital in his own right. The remaining 50 per cent. of the issued share capital of Samuel Holdings Pty Ltd is held by Walter Bruce Prescott.

\*\* All such Contractual Options issued to Directors and persons connected with them were issued pursuant to Shareholder approval granted on 31 January 2014.

5.3 DGR Global holds 44.47 per cent. of the Existing Ordinary Shares and shares two common directors with the Company, namely Vincent Mascolo and Nicholas Mather. In addition to the Ordinary Shares held by Vincent Mascolo and Nicholas Mather, both also hold shares and options in DGR Global, as set out below:

<i>Director</i>	<i>Current DGR Global Share Holding (direct &amp; Indirect)</i>	<i>% of Total DGR Global Share Capital (412,162,185 shares on issue)</i>	<i>Current DGR Global Options held</i>	<i>DGR</i>	<i>% of Total DGR Global Share Capital upon exercise of DGR Global Options*</i>
				<i>Global Shareholding Upon Exercise of DGR Global Options</i>	
Nicholas Mather	55,134,278	13.38%	4,750,000	59,884,278	14.3%
Vincent Mascolo	3,569,733	0.87%	2,000,000	5,569,733	1.33%

\* In calculating the total percentage of share capital held upon exercise of the DGR Global Options, it is assumed that all of the DGR Global Options held by Nicholas Mather and Vincent Mascolo have been exercised at the same time, in which case there would be 418,912,185 DGR Global shares on issue.

- 5.4 Insofar as is known to the Directors, the following persons hold, as at the date of this document, and are expected (based on the information available as at the date of this document), following Admission, to hold directly or indirectly three per cent, or more of the Enlarged Share Capital.

<i>Name</i>	<i>Number of Existing Ordinary Shares</i>	<i>Percentage of Existing Ordinary Shares</i>	<i>Number of Placing Shares</i>	<i>Number of Subscription Shares</i>	<i>Percentage of Enlarged Share Capital</i>
Assore	4,166,667	2.97%	—	66,666,667	29.9%
DGR Global	62,293,334	44.47%	—	—	26.3%
Sumitomo	—	—	—	27,766,880	11.7%
Tenstar Trading Limited	12,946,667	9.24%	—	—	5.5%
Vincent Mascolo*	8,710,291	6.22%	—	—	3.7%
Warren William Brown & Marilyn Helena Brown	6,400,000	4.57%	—	—	2.7%
Omega	5,370,000	3.83%	—	—	2.3%

\* 5,319,958 of Vincent Mascolo's Ordinary Shares are held in his own name; 2,590,333 Ordinary Shares are held by Alberona Pty Ltd which is an Australian registered company, the sole shareholder of which is Vincent Mascolo; 400,000 Ordinary Shares are held by Enzo Investments Pty Ltd which is an Australian registered company, the sole shareholder of which is Vincent Mascolo; and 400,000 Ordinary Shares are held by Vimina Pty Ltd, which is an Australian registered company.

- 5.5 None of the voting rights of the Shareholders set out in paragraphs 5.4 or 5.1 above differ from the voting rights held by other Shareholders.
- 5.6 In addition to the Ordinary Shares held by Sumitomo, for the purposes of Chapter 6 of the Corporations Act, Sumitomo is also deemed to have acquired a Relevant Interest in the Ordinary Shares held by Assore for the purposes of the Australian takeover rules (further details of which are set out in paragraph 11 of Part I of this document).
- 5.7 Section 606 of the Corporations Act generally restricts the acquisition of a Relevant Interest in more than 20 per cent. of the issued voting shares in a company.

It is a requirement of the AIM Rules that certain classes of shareholders of an issuer seeking admission of its issued capital to trading on AIM, enter into lock-in arrangements for 12 months. Accordingly, the Company and SP Angel have entered into lock-in deeds ("**Lock-In Deeds**") with Assore, Sumitomo, DGR, Omega, Nicholas Mather, Vincent Mascolo, Stuart Crow, Alistair McAdam and Bastiaan van Aswegen ("**Locked-In Shareholders**"). Pursuant to the Lock-In Deeds, the Ordinary Shares in the Company ("**Lock-In Shares**") held by the Locked-In Shareholders will be subject to lock-ins for 12 months from Admission, and orderly market restrictions for a further period of 12 months.

Although neither the Company nor SP Angel will acquire any ownership interest in the Locked-In Shares, nor an ability to control how they are voted, subject to any applicable relief, the effect of section 608(8) of the Corporations Act is that the Company and SP Angel will be deemed to have acquired a Relevant Interest in the Locked-In Shares for the purposes of the Corporations Act by virtue of their respective contractual right to enforce the undertakings in the Lock-In Deeds.

Additionally, section 608(3) of the Corporations Act provides that a person (the "**First Person**") is deemed to have a Relevant Interest in any shares held by a body corporate in which the First Person has voting power above 20 per cent. As noted above, DGR currently holds voting power of approximately 44.47 per cent. in the Company. Accordingly DGR is also deemed to hold a Relevant Interest in any shares in which the Company has a Relevant Interest, including the Lock-In Shares.

The Company and SP Angel have been granted relief from ASIC to enable them to enter into the Lock-In Deeds, for the purposes of Part 6.2 of the Corporations Act, without being deemed to have acquired a Relevant Interest in the Ordinary Shares the subject of the deeds. Accordingly none of the Company, SP Angel nor DGR are deemed to have a Relevant Interest in the Lock-In Shares.



## 6. Information on Directors

- 6.1 The Directors have been members of the following administrative, management or supervisory bodies, or directors or partners of the following companies or partnerships, within the five years preceding the date of document.

<i>Director</i>	<i>Current directorships/partnerships</i>	<i>Past directorships/partnerships</i>
<b>Nicholas Mather</b>	Acapulco Mining Pty Ltd Aimfire Energy Pty Ltd Airhawk Pty Ltd Albatross Bauxite Pty Ltd Archer Resources Limited Armour Energy (Victoria) Pty Ltd Armour Energy Limited Aus Tin Mining Limited Australian Resource Management (A.R.M) Pty Ltd Barlyne Mining Pty Ltd Central Minerals Pty Ltd Coolgarra Minerals Pty Ltd DGR Global Limited Eastern Exploration Pty Ltd Guadalcanal Exploration Pty Ltd Hartz Rare Earths Pty Ltd Honiara Holdings Pty Ltd IronRidge Resources Limited Jasperoid Pty Ltd Lakes Oil NL Lionhearted Pty Ltd Mather Equity Holdings Pty Ltd Mather Foundation Limited Mather Investments (QLD) Pty Ltd MET BF Pty Ltd Mingoola Gold Pty Ltd Navaho Gold Limited Navgas Pty Ltd New England Tin Pty Ltd Orbis Gold Limited Pinnacle Gold Pty Ltd Quiver Coal Pty Ltd Rads 1 Pty Ltd Ripple Resources Pty Ltd Samuel Capital Pty Ltd Samuel Holdings Pty Ltd SolGold Plc Taronga Mines Pty Ltd Ten Star Mining Pty Ltd Tinco Australia Pty Ltd	Blackwater Power Pty Ltd Blackwater Power II Pty Ltd Blackwater Transmission Pty Ltd Bow Blackwater CSG PL Pty Ltd Bow CSG Pty Ltd Bow Don Juan CSG PL Pty Ltd Bow Energy Gladstone Pipeline Pty Ltd Bow Energy Norwich Park Pipeline Pty Ltd Bow Energy Pty Ltd Bow Fisherman's Landing LNG Project Pty Ltd Bow Fisherman's Landing Holdings Pty Ltd Bow Land Holdings Pty Ltd Bow Norwich Park CSG PL Pty Ltd Ocellaris Oil Pty Ltd Roma CBM Pty Ltd Sequoil Pty Ltd Tableland Tin Pty Ltd

<i>Director</i>	<i>Current directorships/partnerships</i>	<i>Past directorships/partnerships</i>
<b>Vincent Mascolo</b>	Alberona Pty Ltd Bounty Resources Pty Ltd Constructrite Pty Ltd Coolgarra Minerals Pty Ltd Descon Developments Pty Ltd DGR Global Limited Eastern Exploration Pty Ltd Enzo Investments Pty Ltd Hartz Rare Earths Pty Ltd IronRidge Resources Limited MGM Build Pty Ltd Quiver Coal Pty Ltd Tinco Australia Pty Ltd Vmas Pty Ltd	Aimfire Energy Pty Ltd Archer Resources Limited Armour Energy Limited Aus Tin Mining Limited Barlyne Mining Pty Ltd Central Minerals Pty Ltd Gardens2eat Pty Ltd MGM Civil Pty Ltd Navaho Gold Limited Newbel Pty Ltd Ripple Resources Pty Ltd
<b>Stuart Crow</b>	Ballyhoo Marketing & Communications Pty Ltd Connaught Mining N.L. Eastern Exploration Pty Ltd Enhance Capital Pty Ltd Enigma Mining Limited IronRidge Resources Limited Quiver Coal Pty Ltd Salaris Consulting Pty Ltd Salaris Fleet Pty Ltd Shared Portfolio Strategy Pty Ltd Sommerville Pty Limited TNG Limited Todd River Metals Pty Ltd Todd River Resources Pty Ltd	None
<b>Alistair McAdam</b>	Assmang Pty Ltd Ore & Metal Company Limited Sakura Ferroalloys Sdn Bhd	None
<b>Bastiaan Hendrikus van Aswegen</b>	African Mining and Trust Company Ltd Assmang Pty Ltd Assore Limited Ore & Metal Company Ltd Rustenburg Minerals Developments Company (Pty) Ltd Sakura Ferroalloys Sdn Bhd Wonderstone Ltd Zeerust Chrome Mines Ltd	None

<i>Director</i>	<i>Current directorships/partnerships</i>	<i>Past directorships/partnerships</i>
<b>Neil Herbert</b>	Agroamerica Limited Anglo African Agriculture Plc Bera Advisers Limited Frontier Resources International Plc Kemin Resources Plc Premier African Minerals Limited Scion Resources Limited Siderian Resource Capital Limited Uramerica Limited	Andina Gold Corp Enk Plc Eshmond Films Limited Exmin Consulting Limited Ferrum Resources Limited GZ Laboratories Holdings Limited GCM Resources Plc Haro Mercantile Inc Ironstone Resources Limited Minfer Holdings Limited MUC Resources Limited Nimini Holdings Limited Peabody-Polo Resources BV Polo Arrieros Limited Polo Australasia Limited Polo Bangladesh Limited Polo Coal Limited Polo Cuprita Limited Polo Copper Corporation Limited Polo Direction Limited Polo Indocoal Holdings Ltd Polo Indogold Holdings Ltd Polo Iron Limited Polo NV Polo Resources Cooperatief U.A. Polo Resources Limited Signet Petroleum Limited Sunrise Resources PLC Vitorian Properties Limited World Coal Works Corporation Zimdiv Holdings Limited

6.2 At the date of this document, none of the Directors:

- (i) has any unspent convictions in relation to indictable offences; or
- (ii) has been bankrupt or entered into an individual voluntary arrangement; or
- (iii) was a director of any company at the time of or within 12 months preceding any receivership, compulsory liquidation, creditors' voluntary liquidation, administration, company voluntary arrangement or any composition or arrangement with that company's creditors generally or with any class of its creditors; or
- (iv) has been a partner in a partnership at the time of or within 12 months preceding any compulsory liquidation, administration or partnership voluntary arrangement of such partnership; or has had his assets the subject of any receivership or has been a partner of a partnership at the time of or within 12 months preceding any assets thereof being the subject of a receivership; or
- (v) has been subject to any public criticism by any statutory or regulatory authority (including any recognised professional body) or has ever been disqualified by a court from acting as a director of a company or from acting in the management or conduct of the affairs of a company.

- 6.3 There are no outstanding loans granted or guarantees provided by any member of the Group to or for the benefit of any of the Directors, nor are there any outstanding loans or guarantees provided by the Directors to or for the benefit of any member of the Group.
- 6.4 Except as disclosed above, as at the date of this document, the Directors are not aware of any interests of persons connected with them which would, if such connected person were a Director, be required to be notified to the Company pursuant to Chapter 5 of the DTRs and could be required to be entered in the register of directors' interests pursuant to the Corporations Act.
- 6.5 No Director has any interest, whether direct or indirect, in any transaction which is or was unusual in its nature or conditions or was significant to the business of the Company taken as a whole and which was effected by the Company during the current or immediately preceding financial year, or during any earlier financial year and which remains in any respect outstanding or unperformed.
- 6.6 None of the Directors nor any member of a Director's family has any related financial product (as defined in the AIM Rules) whose value in whole or in part is determined directly or indirectly by reference to the price of the Ordinary Shares, including a contract for differences or a fixed odds bet.
- 6.7 ***Executive Directors' Service Agreements***

6.7.1 *Nicholas Mather*

The Company has entered into a consultancy agreement with Samuel Holdings Pty Ltd (ACN 063 693 747) ("**Samuel**"), an entity controlled by Mr Nicholas Mather, dated 28 February 2014 pursuant to which Samuel is engaged as an independent contractor to the Company.

The agreement will commence on Admission for a term of two years with an option to extend the arrangement for a further two years.

Samuel is appointed to provide to the Company for at least 10 days every quarter, the following executive services:

- (1) executive and consulting services to the Company;
- (2) to cause and procure the provision of an Executive Chairman to the Company; and
- (3) in consultation and conjunction with the Chief Executive Officer of the Company:
  - i. capital raising and marketing;
  - ii. support, exploration strategy and development;
  - iii. ore marketing strategy development;
  - iv. corporate strategy development;
  - v. marketing support plans as required;
  - vi. review of new assets, development and implementation of acquisition divestment strategies;
  - vii. broker and investor liaison and promotional activities;
  - viii. liaison with brokers and financiers to the Company; and
  - ix. preparation for and execution of new capital raisings.

In consideration for the provision of the services listed in (1), (2) and (3) above Samuel will be entitled to an annual fee (exclusive of GST) of AU\$100,000, and on account of the provision of the appointment of Mr Mather as a Director and Chairman of the Company, AU\$60,000 (exclusive of GST), both payable in 12 equal monthly instalments per year ("**Consultancy Fee**").

Each year the Remuneration Committee is required to review the Consultancy Fee and adjust it at least in accordance with the movement of the Australian Quarterly Consumer Price Index as published by the Reserve Bank of Australia (“CPI”), provided however that in the event that the CPI adjustment is negative, there shall be no reduction in the Consultancy Fee.

The agreement can be terminated by either the Company or Samuel by giving 12 month’s written notice or by the Company paying Samuel the amount equivalent to the Consultancy Fee for such 12 month period. In the event that Samuel breaches the agreement, becomes insolvent, its officers are charged with a criminal offence which brings the Company or its business into disrepute, or Mr Mather resigns as a Director, the Company may terminate the agreement without the payment of any fees, remuneration or compensation (other than that which has already accrued). The agreement is governed by the laws of Queensland, Australia.

#### 6.7.2 *Vincent Mascolo*

Mr Vincent Mascolo, through his company Alberona Pty Ltd (“**Alberona**”), has entered into an executive services agreement with the Company dated 28 February 2014 in relation to his role as Chief Executive Officer of the Company. The term contemplated under the agreement is three years, effective from 9 January 2012, with an option to extend the term for a further two years. Whilst the option to extend the term was not exercised, on 28 January 2015, the Board acknowledged that the term of this agreement had been extended for a further three years. Alberona is required to cause and procure the availability of Mr Mascolo to perform all of the duties of the Chief Executive Officer for at least 20 days every month (averaged over each quarter), including without limitation: (a) management of Admission, and future promotion and capital raisings and capital markets; (b) management of the overall exploration and on-going project generation and development strategy of the Company; and (c) recruitment of all key personnel.

Alberona is entitled to a base fee for the services of Mr Mascolo of AU\$180,000 per annum, increasing to AU\$250,000 per annum from the date of Admission and increasing further to AU\$350,000 from the day the Company achieves a market capitalisation equal to or greater than AU\$100 million.

Alberona is entitled to a short-term incentive award equal to AU\$180,000 (or AU\$200,000 in the event that the Company achieves a market capitalisation greater than AU\$100 million), on meeting various key performance indicators including: (a) share price performance following Admission; (b) project advancement and successful completion of accretive acquisitions; (c) promotional achievement, capital management and completion of successful cash raisings; and (d) compliance with health and safety and environmental policies resulting in no project delays or personal injury.

Under the terms of the agreement Alberona is also entitled to a long-term incentive award of Ordinary Shares equal in number to up to 4 per cent. of the issued share capital of the Company upon achieving certain key performance indicators relating to the successful completion of various capital raisings (“**LTI**”). Alberona was allotted 2,690,000 Ordinary Shares (representing a 2 per cent. equity interest as at the date of the Company’s 2013 annual general meeting) as partial compensation for unpaid fees and in consideration for Alberona agreeing to waive any future entitlement under the LTI. Accordingly as at the date of this document Alberona has no further entitlements under the LTI and the Company has no further liabilities under the LTI.

Both the Company and Alberona are entitled to terminate the agreement on 3 months’ written notice. However, the Company is entitled to terminate the agreement immediately upon Alberona’s insolvency or misconduct. There are no rights (other than those accrued and owing) upon termination. The agreement is governed by the laws of Queensland, Australia.

## 6.8 *Non-Executive Directors*

### 6.8.1 *Stuart Crow*

Mr Stuart Crow is a non-executive Director of the Company. Mr Crow entered into a letter of appointment with the Company on 5 February 2014. Pursuant to the letter of appointment, Mr Crow is entitled to AU\$60,000 per annum (before income tax, inclusive of superannuation, payable monthly or quarterly and may be paid to a nominee) for his services as a non-executive Director of the Company. In addition Mr Crow may be invited in the future to participate in directors' and executives' share or option incentive schemes.

The letter of appointment provides for termination of Mr Crow's appointment on retirement by rotation under the Constitution, unless Mr Crow's appointment is terminated before such date by the Company under the Constitution.

The letter of appointment provides that if Mr Crow performs additional services, which in the opinion of the Board are outside the scope of his ordinary duties as a non-executive Director, the Company may remunerate Mr Crow by payment of an additional sum for his services and exertions. However, no payment can be made if the effect would be to exceed the maximum aggregate amount payable to the non-executive Directors of AU\$500,000 per annum which is set under the Constitution. Mr Crow is also entitled to be paid travelling and other expenses properly incurred in attending Board or General meetings of the Company or otherwise in connection with the business of the Company under the terms of the Constitution. Mr Crow is not entitled to any retirement benefits or any other benefits on retirement or termination, other than statutory superannuation contributions. Mr Crow's appointment is governed by the laws of Queensland, Australia.

### 6.8.2 *Neil Herbert*

Mr Neil Herbert was appointed as a non-executive Director of the Company with effect from Admission. Mr Herbert entered into a letter of appointment with the Company on 28 January 2015. Pursuant to the letter of appointment, Mr Herbert is entitled to AU\$60,000 per annum (before income tax, inclusive of superannuation, payable monthly or quarterly and may be paid to a nominee) for his services as a non-executive Director of the Company. In addition Mr Herbert may be invited in the future to participate in Directors' and executives' share or option incentive schemes.

The letter of appointment provides for termination of Mr Herbert's appointment on retirement by rotation under the Constitution, unless Mr Herbert's appointment is terminated before such date by the Company under the Constitution.

The letter of appointment provides that if Mr Herbert performs additional services, which in the opinion of the Board are outside the scope of his ordinary duties as a non-executive Director, the Company may remunerate Mr Herbert by payment of an additional sum for his services and exertions. However, no payment can be made if the effect would be to exceed the maximum aggregate amount payable to the non-executive Directors of AU\$500,000 per annum which is set under the Constitution. Mr Herbert is also entitled to be paid travelling and other expenses properly incurred in attending Board or general meetings of the Company or otherwise in connection with the business of the Company under the terms of the Constitution. Mr Herbert is not entitled to any retirement benefits or any other benefits on retirement or termination, other than statutory superannuation contributions. Mr Herbert's appointment is governed by the laws of England and Wales.

### 6.8.3 *Alistair McAdam*

Mr Alistair McAdam was appointed as a non-executive director of the Company with effect from Admission and was appointed to the Board by Assore pursuant to the Assore Subscription Agreement (as set out in paragraph 8.4 of this Part VI). Mr McAdam entered into a letter of appointment with the Company on 5 February 2015. Pursuant to the letter of appointment, Mr McAdam is entitled to AU\$60,000 per annum (before income tax, inclusive

of superannuation, payable monthly or quarterly and may be paid to a nominee) for his services as a non-executive Director of the Company. In addition Mr McAdam may be invited in the future to participate in Directors' and executives' share or option incentive schemes.

The letter of appointment provides for termination of Mr McAdam's appointment on retirement by rotation under the Constitution, unless Mr McAdam's appointment is terminated before such date by the Company under the Constitution. Mr McAdam's appointment automatically terminates when Assore loses its right to appoint a director to the Board under the terms of the Assore Subscription Agreement.

The letter of appointment provides that if Mr McAdam performs additional services, which in the opinion of the Board are outside the scope of his ordinary duties as a non-executive Director, the Company may remunerate Mr McAdam by payment of an additional sum for his services and exertions. However, no payment can be made if the effect would be to exceed the maximum aggregate amount payable to the non-executive Directors of AU\$500,000 per annum which is set under the Constitution. Mr McAdam is also entitled to be paid travelling and other expenses properly incurred in attending Board or general meetings of the Company or otherwise in connection with the business of the Company under the terms of the Constitution. Mr McAdam is not entitled to any retirement benefits or any other benefits on retirement or termination, other than statutory superannuation contributions. Mr McAdam's appointment is governed by the laws of England and Wales.

#### 6.8.4 *Bastiaan Hendrikus van Aswegen*

Mr Bastiaan Hendrikus van Aswegen was appointed as a non-executive director of the Company with effect from Admission and was appointed to the Board by Assore pursuant to the Assore Subscription Agreement (as set out in paragraph 8.4 of this Part VI). Mr van Aswegen entered into a letter of appointment with the Company on 5 February 2015. Pursuant to the letter of appointment, Mr van Aswegen is entitled to AU\$60,000 per annum (before income tax, inclusive of superannuation, payable monthly or quarterly and may be paid to a nominee) for his services as a non-executive Director of the Company. In addition Mr van Aswegen may be invited in the future to participate in Directors' and executives' share or option incentive schemes.

The letter of appointment provides for termination of Mr van Aswegen's appointment on retirement by rotation under the Constitution, unless Mr van Aswegen's appointment is terminated before such date by the Company under the Constitution. Mr van Aswegen's appointment automatically terminates when Assore loses its right to appoint a director to the Board under the terms of the Assore Subscription Agreement.

The letter of appointment provides that if Mr van Aswegen performs additional services, which in the opinion of the Board are outside the scope of his ordinary duties as a non-executive Director, the Company may remunerate Mr van Aswegen by payment of an additional sum for his services and exertions. However, no payment can be made if the effect would be to exceed the maximum aggregate amount payable to the non-executive Directors of AU\$500,000 per annum which is set under the Constitution. Mr van Aswegen is also entitled to be paid travelling and other expenses properly incurred in attending Board or general meetings of the Company or otherwise in connection with the business of the Company under the terms of the Constitution. Mr van Aswegen is not entitled to any retirement benefits or any other benefits on retirement or termination, other than statutory superannuation contributions. Mr van Aswegen's appointment is governed by the laws of England and Wales.

#### 6.9 *Deeds of Access and Indemnity*

Each of the Directors and the Company Secretary of the Company has entered into deeds of access and indemnity ("Deeds") with the Company whereby the Company has agreed at the Company's discretion, to provide certain contractual rights of access to the Board papers of the Company to those Directors and the Company Secretary and to effect and maintain insurance in respect of

directors and officers liability (“**D&O Policy**”) for not less than AU\$5,000,000, in each case for a period of seven years after each respective Director and the Company Secretary has ceased to be an officer of the Company (or until such time as an action which arose during the seven year period is finally determined) (“**Access Period**”).

Within 30 days of renewal of the D&O Policy in any given year the Company shall provide the Directors and the Company Secretary with a copy of the D&O Policy and proof of payment of the premium each year during the Access Period.

To the fullest extent permitted by law, the Company has agreed to provide certain indemnities to the Directors and the Company Secretary against any liability incurred by them as an officer of the Company or a Related Body Corporate. However, the indemnity excludes any liabilities: (a) owed to the Company or a Related Body Corporate (as defined in section 50 of the Corporations Act) by the Director or Company Secretary; or (b) any liability arising for a pecuniary or compensation order under the Corporations Act; or (c) any liability that did not arise out of conduct in good faith.

- 6.10 Save as set out in this paragraph 6, there are no contracts or arrangements subsisting at the date of this document in which the Directors are materially interested and which are significant in relation to the business of the Company, and there are no agreements in existence between any of the Directors and the Company or any of its subsidiaries providing for benefits upon termination of employment.

## **7. Contractual Options and the Share and Option Plan**

### **7.1 Contractual Option Terms**

The Contractual Options are options to subscribe for fully paid Ordinary Shares and were all granted on 31 January 2014 to the Directors listed in paragraph 5.2 and to the non-Directors listed in paragraph 3.4 of this Part VI of this document on the same terms.

The Contractual Options were all granted for no consideration and vested in full on 31 January 2014, being their date of issue. The exercise price of each Contractual Option is a price equal to the Placing Price. The expiry date for the Contractual Options, which may be exercised in whole or in part, is the earlier of 3 years from the date of Admission and 31 December 2017. All Ordinary Shares allotted upon the exercise of Contractual Options will upon allotment rank *pari passu* in all respects with other Ordinary Shares.

In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company, a bonus issue or further issue of Ordinary Shares on a *pro-rata* basis, the number of Ordinary Shares subject to the Contractual Options, the exercise price, or both will be amended (as appropriate).

### **7.2 Share and Option Plan**

The Company has adopted the Share and Option Plan, the principal terms of which may be summarised as follows:

#### **7.2.1 Eligibility**

Any employee, officeholder or director of the Group who the Board determines is eligible to participate in the Share and Option Plan.

#### **7.2.2 Grant of Employee Options and Employee Shares**

The Board may grant Employee Options and Employee Shares under the terms of the Share and Option Plan. Employee Options and Employee Shares are personal to the employee and cannot be transferred, assigned, changed or otherwise disposed of.

The Board may make the exercise of an Employee Option or the grant of Employee Shares dependent on the satisfaction of specified performance hurdles.



### 7.2.3 *Share and Option Plan limits*

The total number of Employee Shares and Employee Options which may be offered by the Company under the Share and Option Plan shall not at any time exceed 5 per cent. of the Company's total issued Ordinary Shares in that class at that time when aggregated with:

- (a) the number of Ordinary Shares in the same class which would be issued if each outstanding offer with respect to Employee Shares or Employee Options under any employee share option scheme of the Company were accepted and exercised; and
- (b) the number of Ordinary Shares in the same class issued during the previous five years pursuant to: (i) the Share and Option Plan to an Eligible Employee; or (ii) any employee share option scheme of the Company,

but excluding for the purposes of the calculation, any offer made, or option acquired or Ordinary Shares issued by way of or as a result of:

- (i) any offer to a person situated at the time of receipt of the offer made outside of this jurisdiction Australia or;
- (ii) an offer that did not require disclosure to investors because of section 708 of the Corporations Act; or
- (iii) an offer that did not require the giving of a product disclosure statement because of section 1012D of the Corporations Act; or
- (iv) an offer made under a disclosure document within the meaning of the Corporations Act.

### 7.2.4 *Exercise price*

The exercise price of the Employee Options may be determined by the Board from time to time and shall be specified in the written offer to Eligible Employees. In the event of a *pro rata* issue of new Ordinary Shares (except a bonus issue) the Company may adjust the exercise price for the Employee Options accordingly.

### 7.2.5 *Exercise Period and lapse*

The exercise period during which the Employee Options may be exercised (“**Option Period**”) may be determined by the Board from time to time and shall be specified in the written offer to Eligible Employees. The Option Period commences on the date as determined by the Board prior to the issue of the relevant Employee Options and unless the Board determines a shorter period, expiring on the earlier of:

- (a) the expiration of such period nominated by the Board at its sole discretion at the time of the grant of the Employee Option but being not less than 2 years; or
- (b) the next day on which AIM is open for business after the expiration of 3 months, or any longer period which the Directors determine, after the Eligible Employee ceases (as applicable) to be employed by the Company or any of the Subsidiaries; or
- (c) the Eligible Employee ceasing to be employed by the Company or any of the Subsidiaries due to fraud or dishonesty.

The Employee Options may be exercised either in part or in whole.

Any Employee Option which has not been exercised by the expiry of the Option Period shall lapse.

### 7.2.6 *Variations of share capital*

On certain variations of the ordinary share capital of the Company the Board may adjust the exercise price and the number of Ordinary Shares comprised in the existing Employee Options.

### 7.2.7 Share rights

Ordinary Shares issued on the exercise of an Employee Option shall be identical to and rank *pari passu* with the other issued Ordinary Shares. However Employee Option holders shall not be entitled to any dividend or other distribution by the Company in respect of the Ordinary Shares issued to them where the relevant record date fell before the date on which the Eligible Employee exercised the Employee Option and do not have any right to participate in new issues of securities in the Company made to shareholders generally.

### 7.2.8 Amendment

The Board may by resolution vary the Share and Option Plan.

## 8. Material Contracts

The following material contracts are contracts which have been entered into by a member of the Group (other than in the ordinary course of business) in the two years immediately preceding the date of this document, or are contracts which contain a provision under which any member of the Group has an obligation or entitlement which is material to the Group as at the date of this document, and which include material subsisting agreements which relate to the assets and liabilities of the Group, notwithstanding whether such agreements are within the ordinary course of business or were entered into outside of the two year period immediately preceding the date of this document:

### 8.1 Nominated Adviser and Broker Agreement

A nominated adviser and broker agreement dated 3 March 2014 between the Company (1), the Directors (2) and SP Angel (3) pursuant to which the Company has appointed SP Angel to act as Nominated Adviser and Broker to the Company for the purposes of the AIM Rules for a 12 month period. The Company has agreed to pay SP Angel a fee per annum for its services commencing on Admission and payable quarterly in advance. The agreement contains certain undertakings and indemnities given by the Company in respect of, *inter alia*, compliance with all applicable laws and regulations. The agreement is for an initial period of 12 months, and thereafter, is subject to termination on the giving of three months' notice by either party or forthwith on written notice by either party for a material breach by the other of the agreement. The agreement is governed by English law.

### 8.2 Lock-in and Orderly Market Deeds

Pursuant to lock-in deeds dated 5 February 2015 (the "**Lock-In Deeds**") and, where applicable, in accordance with the AIM Rules, each of Nick Mather, Vincent Mascolo, Stuart Crow, Alistair McAdam and Bastiaan van Aswegen, DGR Global, Sumitomo, Assore and Omega (the "**Locked-In Shareholders**") have undertaken to the Company and SP Angel not to dispose of their shares in the Company:

- (a) at all in the period of 12 months from the date of Admission (the "**First End Date**") except in certain specified cases such as in response to a takeover offer (whether a full or proportional bid) or scheme of arrangements (each a "**Permitted Disposal**"); or
- (b) in the period of 12 months from the date of the First End Date except where it is Permitted Disposal or where the specified process is followed which involves, amongst other steps,
  - (i) giving prior written notice to the Company and SP Angel; and
  - (ii) SP Angel having an opportunity to dispose of the shares on behalf of the relevant Locked-In Shareholder.

The aggregate number of Ordinary Shares subject to the lock-in arrangements is 177,277,542 representing approximately 74.9 per cent. of the Enlarged Share Capital. The deeds are governed by English law.

As set out above in paragraph 5.7 of this Part VI, the Company and SP Angel have been granted relief from ASIC to enter into the Lock-In Deeds without being deemed to have acquired a Relevant Interest in the Ordinary Shares, the subject of the deeds.

### 8.3 **Introduction Agreement**

An agreement dated 5 February 2015 between the Company, the Directors and SP Angel pursuant to which conditional upon, *inter alia*, Admission taking place on or before 8.00 a.m. on 12 February 2015 (or such later time and or date as the Company and SP Angel may agree being not later than 8.00 a.m. on 31 March 2015), SP Angel has agreed to provide assistance to the Company in connection with obtaining Admission.

The Introduction Agreement contains warranties from the Company and the Directors and indemnities from the Company in favour of SP Angel together with provisions which enable SP Angel to terminate the Introduction Agreement in certain circumstances prior to Admission including circumstances where any warranties are found to be untrue or inaccurate in any material respect.

Upon Admission, in consideration for its services, SP Angel will be paid by the Company a corporate finance fee of £150,000 and a commission of five per cent. of the Placing Price multiplied by the number of Placing Shares subscribed for by the persons procured by SP Angel. The Introduction Agreement is governed by English law.

### 8.4 **Assore Subscription Agreement**

An agreement between the Company and Assore dated 28 November 2014 (as varied pursuant to deeds of variation dated 9 December 2014 and 15 January 2015 respectively), pursuant to which Assore has agreed to subscribe for Ordinary Shares at an aggregate subscription amount of £6,984,369.

Assore's subscription for 4,166,667 Ordinary Shares at a subscription price of US\$0.12, for an aggregate subscription price of £317,702, completed on 21 November 2014 (the "**Assore Initial Subscription**").

The Assore Final Subscription of £6,666,667 is subject to and conditional upon, amongst other matters, (i) the Company raising at least £9,363,218 and not more than £12,540,242 under the Fundraising (including funds raised pursuant to the Assore Final Subscription), (ii) Admission occurring before 31 March 2015, (iii) Shareholder approval being obtained pursuant to section 611 of the Corporations Act, and (iv) there being no material adverse change in respect of the Company prior to Admission. Subject to the satisfaction of the conditions of the Assore Subscription Agreement, the Assore Final Subscription Shares will be issued on or around the date of Admission.

Once the Assore Final Subscription Shares are issued to Assore, the Assore Subscription Shares will represent approximately 29.9 per cent. of the Enlarged Share Capital.

Pursuant to the Assore Subscription Agreement, the Company has agreed with Assore that it will extend certain pre-emption rights to all Shareholders. The Company has agreed that it will not allot equity securities to any person on any terms unless:

- (a) it has made an offer to each Shareholder, to allot to that Shareholder on the same or more favourable terms, a proportion of those equity securities that is as nearly as practicable equal to the proportion in nominal value of Ordinary Shares then held by that Shareholder (the "**Offer**");
- (b) the Offer remains open for acceptance for a period that is reasonably sufficient as to allow each Shareholder to evaluate the Offer and to obtain the necessary regulatory approvals so as to be able to accept such Offer, taking into account the circumstances in which such equity securities are proposed to be issued (the "**Offer Period**"); and
- (c) the Offer Period has expired or the Company has received notice of the acceptance or refusal of every Offer made,  
(the "**Pre-Emption Rights**").

The Pre-Emption Rights, are subject to certain exceptions such as issues of equity securities under employee and director share plans or an issue of equity securities other than for cash where Shareholders have authorised the issue. The Company may also seek Shareholder approval by way of an ordinary resolution to disapply the Pre-Emption Rights:

- (a) in respect of up to 20 per cent. of the issued share capital of the Company, during the Initial Period; and
- (b) in each of the subsequent years following the Initial Period, in respect of up to 10 per cent. of the issued share capital of the Company.

Additionally, in accordance with the Assore Subscription Agreement, for so long as Assore holds:

- (a) at least 20 per cent. of the Company's issued share capital, Assore may nominate two persons to be appointed as Directors of the Company; or
- (b) less than 20 per cent. but more than 10 per cent. of the Company's issued share capital, Assore may nominate one person to be appointed as a Director of the Company.

If, exclusively as a result of Assore declining to maintain its shareholding under its contractual pre-emptive rights or pursuant to an Offer, or where such dilution is due to a voluntary sale of Ordinary Shares by Assore, and:

- (a) Assore's shareholding falls below 20 per cent. but remains above 10 per cent of the Company's issued share capital, then Assore must procure the resignation of one of its nominated Directors; or
- (b) Assore's shareholding falls below 10 per cent. of the Company's issued share capital (the "**Assore Minimum Shareholding**"), then Assore must procure the resignation of its nominated Director, and shall not be entitled to reappoint a Director in the event that its shareholding exceeds the Assore Minimum Shareholding at a later date.

Furthermore, during the first year following Admission, if the Company wishes to issue equity securities (i) pursuant to an employee or director share plan, (ii) other than for cash where Shareholders have authorised the issue, or (iii) pursuant to a disapplication approved by Shareholders, and this issue would result in Assore's interests falling below 25 per cent. plus one Ordinary Share, Assore shall be entitled to maintain its holding at 25 per cent. plus one Ordinary Share, on terms and conditions no less favourable than those proposed to be offered to third parties unless Assore has reduced its holding below the Assore Minimum Shareholding due to a voluntary sale of Ordinary Shares or due to dilution where Assore has declined to maintain its shareholding under its contractual pre-emptive rights or pursuant to an Offer.

Additionally and subject to certain limited exceptions (namely issues of equity shares pursuant to employee and director share plans or issues for other than for cash where Shareholders have authorised the issue), in the second year following Admission, the Company has agreed to grant Assore the right to maintain its proportionate shareholding at a subscription price equal to the subscription price offered to other placees in the event that the Company issues any further equity securities, unless Assore has reduced its holding below the Assore Minimum Shareholding due to a voluntary sale of Ordinary Shares or due to dilution where Assore has declined to maintain its shareholding under its contractual pre-emptive rights or pursuant to an Offer.

Assore's contractual pre-emption rights expire on the date falling two years after Admission.

The Assore Subscription Agreement contains undertakings, representations and warranties from the Company in favour of Assore together with provisions which enable Assore to terminate the Assore Subscription Agreement in certain circumstances including, *inter alia*, if the Company is subject to an insolvency event or a warranty is not correct in any material respect, or is misleading in any material respect. Assore has also been granted certain consent rights. Assore has also given certain warranties to the Company regarding its authority to enter into the Assore Subscription Agreement, its due incorporation and insolvency, amongst other matters.

The Company's aggregate liability under the Assore Subscription Agreement is to a maximum of £6,984,369 and Assore must give written notice to the Company of a claim within 30 months from date of Admission and initiate proceedings within 6 months of receipt of the written notice of such claim. The agreement is governed by the laws of England and Wales.

#### 8.5 *Sumitomo Subscription Agreement*

An agreement between the Company and Sumitomo dated on 8 January 2015 (as varied pursuant to a deed of variation dated 27 January 2015), pursuant to which Sumitomo has agreed to subscribe for 27,766,880 Ordinary Shares at an aggregate subscription price of ¥495,000,000 (equal to approximately £2,776,688) being a subscription price per Ordinary Share of £0.10 (the "**Sumitomo Subscription Shares**").

Completion of the Sumitomo Subscription Agreement is subject to and conditional upon, amongst other matters, (i) the Company raising at least £9,363,218 and not more than £12,540,242 under the Fundraising (inclusive of the funds raised from the Investor Subscriptions but excluding, for the avoidance of doubt, any funds raised from the issue of the Assore Initial Subscription Shares), (ii) Admission occurring before 31 March 2015, (iii) Shareholder approval being obtained pursuant to section 611 of the Corporations Act, and (iv) there being no material adverse change in respect of the Company prior to Admission. Subject to the satisfaction of the conditions of the Sumitomo Subscription Agreement, the Sumitomo Subscription Shares will be issued on Admission.

Following the issue of the Sumitomo Subscription Shares, Sumitomo will hold approximately 11.7 per cent. of the Enlarged Share Capital.

Pursuant to the Sumitomo Subscription Agreement, the Company has agreed with Sumitomo that it will extend certain pre-emption rights to all Shareholders. The Company has agreed that it will not allot equity securities to any person on any terms unless it does so in accordance with the Pre-Emption Rights, (as defined in paragraph 8.4 of this Part IV above).

The Pre-Emption Rights, are subject to certain exceptions such as issues of equity shares under employee or director share plans, or an issue of equity securities other than for cash where Shareholders have authorised the issue. The Company may also seek Shareholder approval by way of ordinary resolution to disapply the Pre-Emption Rights:

- (a) in respect of up to 20 per cent. of the issued share capital of the Company, during the Initial Period; and
- (b) in each of the subsequent years following the Initial Period, in respect of up to 10 per cent. of the issued share capital of the Company.

Additionally, in accordance with the Sumitomo Subscription Agreement, for so long as Sumitomo holds at least 10 per cent. of the Company's issued share capital, Sumitomo may nominate one person to be appointed as a Director of the Company. In the event that Sumitomo's percentage interest in the Company falls below 10 per cent. ("**Sumitomo Minimum Shareholding**"), exclusively as a result of Sumitomo declining to maintain its shareholding under its contractual pre-emptive rights or pursuant to an Offer, or where such dilution is due to a voluntary sale of Ordinary Shares by Sumitomo, Sumitomo must procure the resignation of its nominated Director. Sumitomo shall not be entitled to appoint a Director in the event that its shareholding falls below the Sumitomo Minimum Shareholding, regardless of whether it exceeds the Sumitomo Minimum Shareholding at a later date.

Furthermore, during the first year following Admission, if the Company wishes to issue equity securities (i) pursuant to an employee or director share plan, (ii) other than for cash where Shareholders have authorised the issue, or (iii) pursuant to a disapplication approved by Shareholders, and this issue would result in Sumitomo's interest falling below 10 per cent., Sumitomo shall be entitled to maintain its holding at 10 per cent., on terms and conditions no less favourable than those proposed to be offered to third parties, unless:

- (a) Sumitomo's nominee director to the Board has voluntarily resigned and has not been replaced by another Sumitomo representative; or
- (b) Sumitomo has reduced its holding below the Sumitomo Minimum Shareholding due to the voluntary sale of Ordinary Shares, or to dilution where Sumitomo has declined to maintain its shareholding under its contractual pre-emptive rights or pursuant to an Offer (as defined in paragraph 8.4 above).

Additionally and subject to certain limited exceptions (namely issues of equity shares pursuant to employee and director share plans or issues for other than for cash where Shareholders have authorised the issue), in the second year following Admission, the Company has agreed to grant Sumitomo the right to maintain its proportionate shareholding at a subscription price equal to the subscription price offered to other placees, in the event that the Company issues any further equity securities, unless paragraph (a) or (b) above have occurred.

Sumitomo's contractual pre-emption rights expire on the date falling two years after Admission.

The Sumitomo Subscription Agreement contains undertakings, representations and warranties from the Company in favour of Sumitomo together with provisions which enable Sumitomo to terminate the Sumitomo Subscription Agreement in certain circumstances including, *inter alia*, if the Company is subject to an insolvency event or a warranty is not correct in any material respect, or is misleading in any material respect. Sumitomo has also been granted certain consent rights. Sumitomo has also given certain warranties to the Company regarding its authority to enter into the Sumitomo Subscription Agreement, due incorporation and insolvency, amongst other matters.

The Company's aggregate liability under the Sumitomo Subscription Agreement is for a maximum of ¥495,000,000 and Sumitomo must give written notice to the Company of a claim within 24 months from the date of Admission and initiate proceedings within 3 months of receipt of written notice of such claim. The agreement is governed by the laws of England and Wales.

## 8.6 **Registrar's Agreement**

Under the terms of the agreement with the Registrar dated 31 March 2014, the Registrar will provide registrar services, including arranging the settlement of transactions in the securities of the Company and maintaining the register of Shareholders. This agreement is governed by the laws of the state within the commonwealth of Australia in which the services are performed by the Registrar.

## 8.7 **Depositary interests**

8.7.1 The Depositary Interests will be created pursuant to, and issued on the terms of the deed poll executed by, the Depositary on 3 February 2015 in favour of the holders of the Depositary Interests from time to time (the "**Deed Poll**"). The Deed Poll is summarized in paragraph 8.7.2 below. Prospective holders of Depositary Interests should note that they will have no rights in respect of the underlying Ordinary Shares, or the Depositary Interests representing them against CREST or its subsidiaries.

Ordinary Shares will be transferred or issued to an account for the Depositary held by the custodian. The Depositary shall pass on, and shall ensure that the custodian passes on, to the holder of all Depositary Interests all rights and entitlements which the Depositary or custodian receives in respect of the Ordinary Shares such as any such rights or entitlements to cash distributions, to information to make choices and elections, and to attend and vote at general meetings.

The Depositary Interests will have the same ISIN as the underlying Ordinary Shares and will not require a separate application for admission to trading on AIM.

The depositary services and custody agreement is summarised in paragraph 8.7.3 below.

### 8.7.2 *Deed Poll*

The Depositary will hold (itself or through its nominated custodian), as bare trustee, the Ordinary Shares issued by the Company and all and any rights and other securities, property and cash attributable to the Ordinary Shares and pertaining to the Depositary Interests for the benefit of the holders of the relevant Depositary Interests.

Holders of the Depositary Interests warrant, among other things, that the securities in the Company transferred or issued to the custodian on behalf of the Depositary and for the account of the holders of Depositary Interests are free and clear from all liens, charges, encumbrances or third party interests and that such transfers or issues are not in contravention of the Constitution nor any contractual obligation, law or regulation. The holder of Depositary Interests indemnifies the Depositary for any losses it incurs as a result of a breach of this warranty.

The Depositary and the custodian must pass on to Depositary Interests holders and exercise on behalf of Depositary Interest holders all rights and entitlements received or to which they are entitled in respect of the Ordinary Shares which are capable of being passed on or exercised. Rights and entitlements to cash distributions, to information to make choices and elections and to attend and vote at meetings shall, subject to the Deed Poll, be passed on to the holders of Depositary Interests upon being received by the custodian and in the form in which they are received by the custodian together with any amendments and additional documentation necessary to effect such passing-on.

The Depositary shall re-allocate any Ordinary Shares of distributions which are allocated to the custodian and which arise automatically out of any right or entitlement of Ordinary Shares already held by the custodian to holders of Depositary Interests *pro rata* to the Ordinary Shares held for their respective accounts provided that the Depositary shall not be required to account for any fractional entitlements arising from such re-allocation and shall donate the aggregate fractional entitlements to charity.

The Deed Poll contains provisions excluding and limiting the Depositary's liability. For example, the Depositary shall not incur any liability to any holder of Depositary Interests or to any other person for any loss suffered or incurred arising out of or in connection with the transfer and prospective holders of the Depositary Interests and Ordinary Shares should refer to the terms of the Deed Poll and the Constitution to ensure compliance with the relevant provisions.

The Depositary may compulsorily withdraw the Depositary Interests (and the holders of Depositary Interests shall be deemed to have requested their cancellation) if certain events occur. These events include where the Depositary believes that ownership of the Depositary Interest may result in a pecuniary disadvantage to the Depositary or the custodian or where the Depositary Interests are held by a person in breach of the law. If these events occur the Depositary shall make such arrangements for the deposited property as it sees fit, including sale of the deposited property and delivery of the net proceeds to the holder of the Depositary Interests in question.

Holders of Depositary Interests are responsible for the payment of any tax, including stamp duty reserve tax on the transfer of their Depositary Interests.

### 8.7.3 *Depositary Services and Custody Services Agreement*

The terms of the depositary services and custody services agreement dated 4 February 2015 between the Company and the Depositary (the "**Depositary Agreement**") relate to the Depositary's appointment as Depositary and custodian in relation to the Ordinary Shares. The Company has appointed the Depositary for an initial term of 12 months and such appointment is thereafter terminable upon either party giving to the other not less than 6 months' notice. It can also be terminated by either party in certain other circumstances, such as for breach of a material term.

The depositary services and custody services include the issue and cancellation of depositary interests and maintaining the Depositary Interests register.

In the event of termination, the parties agree to phase out the Depositary's operations in an efficient manner without adverse effect on members and the Depositary shall deliver to the Company (or as it may direct) all documents and other records relating to the Depositary Interests which is in its possession and which is the property of the Company.

The Depositary Agreement is governed by English law.

#### 8.8 *Relationship Agreement*

On 5 February 2015, the Company and DGR Global executed the Relationship Agreement, as DGR through its shareholding in the Company as more particularly detailed in paragraph 5.3 of Part VI of this document is a significant shareholder in the Company.

Pursuant to this agreement, DGR, amongst other matters, agrees that for so long as it is a significant shareholder (meaning so long as DGR is interested directly or indirectly in 19.9 per cent. or more of the issued Ordinary Shares) all transactions and relationships between the Company or any member of the Group and DGR or any person connected with DGR will be at arm's length and on a normal commercial basis. DGR also undertakes that for so long as it is a significant shareholder it shall not enter into, terminate or in any way alter any commercial arrangements and/or relationships between the Company or any of its subsidiaries and DGR or any person connected to DGR unless a resolution sanctioning such action has been unanimously approved by the Board. Any person connected to DGR may not vote in this situation at such board meeting. The agreement is governed by the laws of England and Wales.

#### 8.9 *Millbohm Services Contract*

The Company and Millbohm Consulting Group Pty Ltd (ABN 18 094 474 218), a company of which Karl Schlobohm holds 100 per cent. of the issued share capital and is a director ("**Millbohm**"), have entered into a services contract dated 28 February 2014, whereby Millbohm will provide company secretarial services to the Company. The agreement takes effect from Admission.

Millbohm will receive AU\$50,000 per annum (exclusive of GST) for its services, in addition to reimbursement for any reasonable business expenses incurred in the performance of the work. Either party may terminate the agreement for any reason by giving 4 weeks written notice, or in the absence of such notice, upon the payment to the other party of compensation for short notice. The Company may terminate the agreement at any time without notice if Millbohm is in breach of the agreement. The agreement contains standard indemnity, confidentiality, intellectual property, moral rights, non-competition and conflict of interest clauses. The agreement is governed by the laws of Queensland, Australia.

#### 8.10 *Omega Services Contract*

The Company entered into the Omega Services Contract with Omega, Amanda Geard and Barry Stoffell dated 19 December 2014, pursuant to which Omega agreed to provide certain services to the Company. Omega is required to assist the Company to develop business opportunities in new mining projects anywhere in the world. With the exception of mobile telephone plans and laptop computers, Omega is required to provide any plant, equipment, materials and labour necessary to complete the services under the agreement.

The services under the Omega Services Contract include: (i) geological research; (ii) new opportunity targeting; (iii) country visits to inspect tenement coverage, assess and establish local operations; (iv) design and implementation of budgets and programs; (v) business development liaison meetings with tenement holders, contractors and government liaison; (vi) field visits; (vii) staff and contractor engagement; (viii) mapping and sampling programs; (ix) preparation of technical and promotional projects and also delivery; (x) exploration and project management; (xi) preparation and delivery of



monthly reports; (xii) country business and project economic and sovereign risk and opportunity analysis and reporting; and (xiii) developing and implementing a strategic plan with objectives for approval and implementation.

The agreement requires each “Key Person” (being Amanda Geard and Barry Stoffell) to be available as reasonably required by the Company, for the purpose of performing the services.

Under the terms of the agreement, Omega is entitled to the payment of \$460,000 per year for completing the services. This is to be paid by fortnightly instalments in arrears within seven (7) days of the Company having received and approved a valid invoice from Omega. The Company may terminate the Omega Services Contract by giving 2 months’ written notice.

Either party may terminate the agreement upon two months notice to the other. In the absence of notice of notice or the full notice period, the terminating party will pay compensation to the other party for short notice.

Either party may also terminate this agreement if in their reasonable opinion the other party engaged in conduct in breach of the agreement which is incapable of rectification within a period of 10 business days, or the other party is insolvent.

Omega may terminate the agreement at any time without prior notice to the Company if Omega has given the Company ten business days notice to remedy a breach of the agreement and that breach has not been remedied.

The Company may terminate the agreement at any time without notice to Omega if:

- (a) the Company has given Omega ten business days notice to remedy the breach of the agreement and such breach has not been remedied; or
- (b) Omega or its employees or agents engage in unlawful conduct, or conduct which is otherwise disruptive or damaging to the business of the Company, its reputation, or its relationship with any of its customers or clients.

The agreement is governed by and construed in accordance with the laws of Queensland, Australia.

#### **8.11 Administration Services Agreement**

The Company entered into an agreement with DGR Global on 14 February 2014, pursuant to which DGR Global provides administration services to the Company. The services provided under the agreement include: (i) indirect exploration services (including the provision of motor vehicles, fuel, accommodation, use of telephones and the internet); (ii) corporate services (including the provision of directors, a general manager and other officers); (iii) administration services (accounting, audit, legal, marketing); (iv) indirect exploration and administration; and (v) the grant of a non-exclusive licence to occupy the premises located at level 27, 111 Eagle Street, Brisbane, Queensland, or such other or alternative premises as notified by DGR Global in writing.

Pursuant to the agreement the Company will pay DGR Global a fee of AU\$30,000 per month (plus GST) for a period of one year following Admission. The Company is entitled to evaluate the performance of DGR Global at the end of each 12 month period and if the Company is not satisfied with DGR Global’s performance the Company may by notice in writing elect to terminate the agreement. Either party may terminate the agreement by giving 3 months’ written notice. The agreement is governed by the laws of Queensland, Australia.

### **9. Summary of Company’s Permits**

#### **9.1 Tchibanga Permit**

IronRidge Gabon holds the Tchibanga Permit which has been granted for the exploration of gold and iron by Decree of the Ministry of Mines. The permit was granted for a predefined area in the region of South Tchibanga, in the province of Nyanga, Gabon. The permit was granted for an initial period of three years on 28 June 2013 and may be extended twice for further three year periods up until 27 June 2022.

IronRidge Gabon is required to submit six-monthly and annual reports on its activities conducted under the permit to the General Directorate of Mining & Geology. IronRidge Gabon is also required under the terms of the Tchibanga Permit to spend a minimum of two billion eight hundred and eight million eight hundred thousand (2,808,800,000) CFA francs, for the implementation of the work programme. IronRidge Gabon is required under the permit to pay an aggregate fixed initial duty fee of one million (1,000,000) CFA francs to the Receiver of Taxes.

Upon the expiry of the period of validity of each of the Permits, IronRidge Gabon has an obligation to submit a detailed report of the results from the processing of samples, a geological map on the scale of 1/200,000 on the zone covered by the permit and explanatory notes in support of the map to the General Directorate of Mines and Geology.

IronRidge Gabon SA is required under each of the permits to pay an aggregate fixed initial duty fee of one million (1,000,000) CFA francs to the Receiver of Taxes.

## 9.2 *Belinga Sud Permit*

IronRidge Gabon holds the Belinga Sud Permit which has been granted for the exploration of gold and iron by Decree of the Ministry of Mines. The permit is for a predefined area in the region of South Belinga, in the province of Ogooué-Ivindo, Gabon. The permit was granted for an initial period of three years on 28 June 2013 and may be extended twice for further three year periods up until 27 June 2022.

IronRidge Gabon is required to submit six-monthly and annual reports on its activities conducted under the permit to the General Directorate of Mining & Geology. IronRidge Gabon is also required under the terms of the permit to spend a minimum of two billion eight hundred and eight million eight hundred thousand (2,808,800,000) CFA francs, for the implementation of the work programme. IronRidge Gabon is required under the permit to pay an aggregate fixed initial duty fee of one million (1,000,000) CFA francs to the Receiver of Taxes.

Upon the expiry of the period of validity of the permit, IronRidge Gabon has an obligation to submit a detailed report of the results from the processing of samples, a geological map on the scale of 1/200,000 on the zone covered by the permit and explanatory notes in support of the map to the General Directorate of Mines and Geology.

## 9.3 *North Tchibanga Permit*

IronRidge Gabon was awarded the North Tchibanga Permit for the exploration of iron ore by decree of the President of the Gabon Republic on 5 December 2013 for a period of three years, which may be extended for two further three year periods up until 4 December 2022.

The Permit is for a predefined area in the region of North Tchibanga, in the province of Nyanga, Gabon.

IronRidge Gabon is required to submit six-monthly and annual reports on its activities conducted under the permit to the General Directorate of Mining & Geology. IronRidge Gabon is also required under the terms of the Permit to spend a minimum of two billion five hundred and eighteen million seven hundred thousand (2,518,700,000) CFA francs, for the implementation of the work program. IronRidge Gabon is required under the permit to pay for a fixed initial duty fee of one million (1,000,000) CFA francs to the Receiver of Taxes.

Upon the expiry of the period of validity of the permit, IronRidge Gabon has an obligation to submit a detailed report of the results from the processing of samples, a geological map on the scale of 1/200,000 on the zone covered by the permit and explanatory notes in support of the map to the General Directorate of Mines and Geology.

## 9.4 *Queensland permits*

The Company holds EPMs 18534, 19164, 19419 and 25115 which have been granted for the exploration of all minerals other than coal by the Minister of the Department of Natural Resources and Mines. Eastern holds EPMs 16260 and 16261 which have been granted for the exploration of all minerals other than coal by the Minister of the Department of Natural Resources and Mines. All of the EPMs are located in Queensland.

EPM 18534 expired on 11 October 2014 and an application to renew the EPM for a further period of 2 years has been lodged but not yet approved. The Minister has a discretion as to whether he will renew the permit.

EPMs 25115 and 19419 were both granted in 2014 for a period of 3 years and will expire on 8 April and 25 August 2017 respectively. The EPMs may be renewed for a further term at this time.

The current terms of EPMs 19164, 16260 and 16261 end in 2015. An application to renew these EPMs for a further term may be made by the Company or Eastern as the case may be in 2015.

The Company and Eastern are required to carry out the approved programme of works and meet minimum annual expenditure commitments for the EPMs.

The Company and Eastern are required to pay an annual rental fee in respect of the EPMs. The rental rate is currently AU\$140.60 per sub-block. The Company and Eastern must also lodge security with the department to ensure compliance with the terms of the permits and the relevant legislation. Currently, AU\$2,500 has been lodged with the department in respect of the EPMs held by the Company and AU\$2,500 has been lodged with the department in respect of the EPMs held by Eastern.

The Company and Eastern must reduce the area of the permits after certain periods in accordance with the relevant legislation.

## **10. Working Capital**

The Directors are of the opinion, having made due and careful enquiry, the working capital available to the Company and the Group will be sufficient for its present requirements, that is for at least 12 months from the date of Admission.

## **11. Related Party Transactions**

Save as disclosed in this document, there are no transactions which, as a single transaction or in their entirety, are or may be material to the Company and have been entered into by the Company with a related party since incorporation. Each of such transactions was concluded at arm's length.

## **12. Employees**

As at the date of this document and following Admission, the Group will have no employees.

## **13. Governmental, Legal and Arbitration Proceedings**

Neither the Company nor any member of the Group is, nor at any time in the 12 months prior to the date of this document, has been involved in any governmental, legal or arbitration proceedings including any such proceedings which are pending or threatened of which the Company is aware which may have, or have had in the recent past, significant effects on the Company's financial position or profitability.

## **14. Proportional Takeover Offers**

Section 648D of the Corporations Act provides that a company is permitted to include in its constitution a provision prohibiting the registration of transfers of shares acquired under a proportional takeover bid unless shareholders who are not associated with the bidder first approve the takeover bid either in general meeting or by postal ballot.

A proportional takeover bid is where a takeover bid is made equally to all shareholders, but only in respect of a certain percentage of their shares (that is, for example, where a bid is made to all shareholders, for 50 per cent. of each of their holdings) ("**Proportional Takeover Bid**").

Clause 77 of the Constitution provides that where a Proportional Takeover Bid is made, the Company is entitled to refuse to register a transfer in relation to that Proportional Takeover Bid until such time as the bid is considered at general meeting by Shareholders. That meeting must be held no later than 15 days prior to the end of the bid period.

If more than 50 per cent. of the votes are validly passed in respect of the resolution relating to the Proportional Takeover Bid, the Proportional Takeover Bid may proceed. If the Proportional Takeover Bid resolution is rejected by Shareholders, then all unaccepted offers are taken to be withdrawn and all Shareholders who accepted the offer are entitled to rescind the relevant takeover contract. The bidder is also entitled to rescind the takeover contract.

The Proportional Takeover Bid provisions cease to apply automatically at the end of three years pursuant to section 648G of the Corporations Act (although a company is entitled to renew them by way of a Special Resolution for a further 3 years).

## **15. No Significant Change**

Save as disclosed in this document, there has been no significant change in the financial or trading position of the Company since 30 June 2014, the date to which the latest audited financial statements contained in Part V of this document were made up.

## **16. Expenses**

The gross proceeds of the Fundraising are expected to be £9.7 million. The total costs and expenses relating to Admission and the Fundraising are payable by the Company and are estimated to amount to approximately £0.8 million, excluding any applicable VAT. The net proceeds of the Fundraising are expected to be £8.9 million.

## **17. General**

17.1 Save as disclosed above no person (excluding professional advisers otherwise disclosed in this document and trade suppliers) has received, directly or indirectly from the Group within the 12 months preceding the date of this document or entered into contractual arrangements (not otherwise disclosed in this document) to receive, directly or indirectly, from the Group on or after Admission any of the following:

17.1.1 fees totalling £10,000 or more (or the equivalent in Australian dollars, being AU\$19,433);

17.1.2 securities of the Company where these have a value of £10,000 or more (or the equivalent in Australian dollars, being AU\$19,433) calculated by reference to the expected opening price; or

17.1.3 any other benefit with the value of £10,000 or more (or the equivalent in Australian dollars, being AU\$19,433) at the date of this document.

17.2 No payment aggregating over £10,000 (or the equivalent in Australian dollars, being AU\$19,433) has been made to any government or regulatory authority or similar body by or on behalf of the Company with regard to the acquisition or maintenance of its assets.

17.3 Where information has been sourced from a third party, the Company confirms that this information has been accurately reproduced and as far as the Company, the Directors are aware and are able to ascertain from the information published by that third party, no facts have been omitted that would render the reproduced information inaccurate or misleading.

17.4 Within this document, where information comprises forecasts, estimates or projections, the Directors confirm that any such forecast, estimate or projection has been made after due and careful enquiry.

- 17.5 Other than the current application for Admission, the Ordinary Shares have not been admitted to dealings on any recognised investment exchange nor has any application for such admission been made nor are there intended to be any other arrangements for dealings in the Ordinary Shares.
- 17.6 SP Angel has given and not withdrawn its written consent to the inclusion in this document of reference to its name in the form and context in which it appears.
- 17.7 SRK of 12 St Andrew's Crescent, Cardiff CF1 3DD, Wales, UK is responsible for the preparation of the report included at Part III of this document. This report was prepared at the request of the Company. SRK has given and not withdrawn its written consent to the inclusion in this document of its report, in the form and context in which it is included. SRK has no material interest in the Company.
- 17.8 It is expected that definitive share certificates will be dispatched by hand or first class post by 26 February 2015. In respect of Depository Interests it is expected that Shareholders' CREST stock accounts will be credited on 12 February 2015.
- 17.9 On completion of the Fundraising, holders of Existing Ordinary Shares (to the extent that they are not Placees and do not preserve their current interests in Ordinary Shares by participating in the Placing) will incur a dilution of 40.8 per cent. in their interests in the Company.
- 17.10 Save as disclosed in this document, there are no trademarks, patents or other intellectual property rights, licences or particular contracts which are of fundamental importance to the Group's business.
- 17.11 The Company is not aware of any arrangements which may at a subsequent date result in a change of control of the Company.
- 17.12 No public takeover bids have been made by third parties in respect of the Company's issued share capital in the current financial year nor in the last financial year and the Directors are unaware of any exceptional factors which have influenced the Company's actions.
- 17.13 Save as disclosed in this document, the Directors are unaware of any trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Company's prospects for the current financial year.
- 17.14 Save as disclosed in this document, the Company had no principal investments for each financial year covered by the historical financial information, there are no principal investments in progress and there are no principal future investments on which the Board has made a firm commitment.
- 17.15 As at the date of this document, there are no exceptional factors affecting the Group's business and there are no environmental issues affecting the utilisation of the Group's assets.
- 17.16 Brian Moller is a director of DGR and a partner at HopgoodGanim. For the year ended 30 June 2014 HopgoodGanim was paid AU\$28,738.64 for the provision of legal services to the Group. From 1 July 2014 to 5 February 2015 (being the last practicable date prior to the publication of this document) HopgoodGanim was paid \$44,766.45. HopgoodGanim is acting as solicitors to the Company as to Australian law in relation to the Placing and Admission and the total amount of fees outstanding as at 5 February 2015 (being the last practicable date prior to the publication of this document) were AU\$417,977.27.
- 17.17 The statutory disclosure regime in Australia regarding significant shareholders is different to that in the UK. Notwithstanding that the Company has amended its Constitution so that appropriate disclosures are required to be made by significant shareholders in line with the DTRs, the Company may not be able to ensure compliance with the disclosure obligations relating to relevant changes to significant shareholdings in accordance with AIM Rule 17.

**18. Availability of Admission Document**

Copies of this document are available free of charge from the Company's registered office and at the offices of Locke Lord (UK) LLP, 201 Bishopsgate, London, EC2M 3AB during normal business hours on any weekday (Saturdays and public holidays excepted) and shall remain available for at least one month after Admission. A copy of this document will also be available on the Company's website: [www.ironridgeresources.com.au](http://www.ironridgeresources.com.au).

Dated: 5 February 2015

